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of ContentsAs filed with the United States Securities and Exchange Commission on JanuaryÂ 13, 2025Registration No.Â 333-â€‹UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORMÂ S-1REGISTRATION STATEMENTUNDERTHE SECURITIES ACT OF 1933Adagio Medical Holdings,Â Inc.(Exact name of registrant as specified in its charter)â€‹DelawareÂ Â Â Â 001-42199Â Â Â Â 99-1151466(State or other jurisdiction of incorporation or organization)â€‹(Commission File Number)â€‹(I.R.S. Employer Identification Number)â€‹26051 Merit Circle, SuiteÂ 102Laguna Hills, California 92653(949) 348-1188(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrantâ€™s Principal Executive Offices)Todd UsenChief Executive Officer26051 Merit Circle, SuiteÂ 102Laguna Hills, California 92653(949) 348-1188(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)Copies to:Michael S. LeeMichael SandersReed Smith LLP599 Lexington AvenueNew York, New York 10022(212) 521-5400If any of the securities being registered on this FormÂ are to be offered on a delayed or continuous basis pursuant to RuleÂ 415 under the Securities Act of 1933, check the following box. â˜’If this FormÂ is filed to register additional securities for an offering pursuant to RuleÂ 462(b)Â under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜If this FormÂ is a post-effective amendment filed pursuant to RuleÂ 462(c)Â under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜If this FormÂ is a post-effective amendment filed pursuant to RuleÂ 462(d)Â under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act.Large

accelerated filerâ˜Accelerated filerâ˜Non-accelerated filerâ˜'Smaller reporting companyâ˜'â€‹â€‹Emerging growth companyâ˜'â€‹If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to SectionÂ 7(a)(2)(B)Â of the Securities Act. â˜The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with SectionÂ 8(a)Â of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the SEC, acting pursuant to said SectionÂ 8(a), may determine.Pursuant to Rule 429 under the Securities Act of 1933, upon effectiveness, this registration statement shall constitute Post-Effective Amendment No. 3 to the Registration Statement on Form S-1 of Adagio Medical Holdings, Inc. (File No. 333-282125), which Post-Effective Amendment shall hereafter become effective concurrently with the effective date of this registration statement in accordance with Section 8(c) of the Securities Act.â€‹â€‹ Table of ContentsEXPLANATORY NOTEThis registration statement, which is a new registration statement, also constitutes Post-Effective Amendment No. 3 to the Registration Statement on Form S-1 of Adagio Medical Holdings, Inc. (the â€œCompanyâ€) (File No. 333-282125, the â€œPrior Registration Statementâ€) as amended, the â€œExisting Registration Statementâ€). Accordingly, this registration statement contains a combined prospectus (the â€œCombined Prospectusâ€) pursuant to Rule 429 under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), relating to the resale from time to time by the selling stockholders named in this prospectus or their permitted transferees (the â€œselling stockholdersâ€) of:A.Certain securities of the Company previously registered under the Existing Registration Statement, consisting of (i) up to 7,951,913 shares of Common Stock (excluding the shares of Common Stock underlying the PIPE Warrants (as defined below)) (the â€œPIPE Sharesâ€), (ii) up to 670,000 shares of Common Stock issuable upon exercise of pre-funded warrants to purchase shares (the â€œPre-Funded Warrant Sharesâ€) of Common Stock, with an exercise price of $0.01 per share (the â€œPre- Funded Warrantsâ€), (iii) up to 7,528,727 shares of Common Stock (the â€œPIPE Warrant Sharesâ€) issuable upon exercise of warrants to purchase shares of Common Stock, with an exercise price of $10.00 per share (the â€œPIPE Warrantsâ€), in each of cases (i) through (iii), issued pursuant to those certain amended and restated subscription agreements, dated July 31, 2024 (the â€œSubscription Agreementsâ€), by and among us, ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company (â€œARYAâ€), and certain selling stockholders named therein (the â€œPIPE Investorsâ€) at an effective price of approximately $7.10 per PIPE Share and/or Pre-Funded Warrant, (iv) up to 11,858,081 shares of Common Stock (excluding the shares of Common Stock underlying the Convert Warrants (as defined below)) (the â€œConvertible Note Sharesâ€) issuable upon the conversion of those certain 13% senior secured convertible notes, with a conversion price of $10.00 per share, subject to adjustment as provided in the Convertible Security Subscription Agreement (as defined below), (the â€œConvert Notesâ€), (v) up to 900,000 shares of Common Stock (the â€œConvert Warrant Sharesâ€) issuable upon exercise of warrants to purchase shares of Common Stock, with an exercise price of $24.00 per share, subject to adjustment as provided in such warrants (the â€œConvert Warrantsâ€ and, together with the PIPE Warrants, the â€œWarrantsâ€), in each of cases (iv) and (v), issued pursuant to that certain securities purchase agreement, dated February 13, 2024, by and among us and certain investors named therein (the â€œConvert Investorsâ€), and any assignment thereunder (the â€œConvertible Security Subscription Agreementâ€), and that certain note purchase agreement, dated February 13, 2024, by and among us, Adagio Medical, Inc., a Delaware corporation, and Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œ2024 Bridge Financing Note Subscription Agreementâ€), (vi) up to 2,354,100 shares issued to ARYA Sciences Holdings IV, a Cayman Islands exempted company (the â€œSponsorâ€), consisting of 499,000 shares of Common Stock that were initially issued to Sponsor in a private placement as Class A ordinary shares of ARYA at a price of $10.00 per share and exchanged for shares of Common Stock at Closing (as defined below) (the â€œSponsor Class A Conversion Sharesâ€), 1,500,000 shares of Common Stock that were initially issued to Sponsor as Class B ordinary shares of ARYA at an effective price of approximately $0.007 per share and exchanged for shares of Common Stock at Closing (the â€œSponsor Class B Conversion Sharesâ€), and 355,100 shares of Common Stock that were originally issued to Sponsor as Class A ordinary shares of ARYA upon the conversion of certain convertible promissory notes issued by ARYA at an effective price of $10.00 per share and exchanged for shares of Common Stock at Closing (the â€œSponsor Working Capital Sharesâ€), (vii) up to 582,475 shares of Common Stock, consisting of 492,475 shares of Common Stock issued to certain of our affiliates as consideration in connection with the Business Combination (as defined below) at an equity consideration value of approximately $9.23 per share and 30,000 shares of Common Stock issued to each of Michael Henderson, Todd Wider and Leslie Trigg (collectively, the â€œIndependent ARYA Directorsâ€), which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share, (viii) up to 1,147,500 shares of Common Stock issuable to the Sponsor that are subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-Closing share price of Common Stock equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the â€œShare Trigger Price Vestingâ€), which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share and exchanged for shares of Common Stock at Closing; and (ix) 1,000 shares of Common Stock issuable upon exercise of certain stock options assumed by us in connection with the consummation of the Business Combination held by our Chief Operating Officer with an exercise price of $1.67 per share; andB.Up to 34,859,899 additional Convertible Note Shares issuable upon conversion of the Convert Notes being newly registered for resale as described in the Combined Prospectus; and C.Up to 110,000 shares of Common Stock being newly registered for resale as described in the Combined Prospectus.Pursuant to Rule 416 under the Securities Act, the Existing Registration Statement also registered, and this registration statement is similarly registering, an indeterminate number of additional shares of Common Stock issuable upon stock splits, stock dividends or other distributions, recapitalizations or similar events with respect to the Common Stock. Table of ContentsPursuant to Rule 429(b) under the Securities Act, upon effectiveness, this registration statement shall constitute Post-Effective Amendment No. 3 to the Existing Registration Statement with respect to the offering of the unsold securities thereunder, which are not currently being terminated by the Company. In addition, this Post-Effective Amendment No. 3 is being filed to update the Prior Registration Statement to include (i) the securities discussed in (B)-(C) above and (ii) certain other information, including the departure of Olav Bergheim as Chief Executive Officer and Chairman of the board and the departure of Shahram Moaddeb from the board of directors and audit committee. Such Post-Effective Amendment shall hereafter become effective concurrently with the effectiveness of this registration statement in accordance with Section 8(c) of the Securities Act.â€‹â€‹â€‹ The information in this preliminary prospectus is not complete and may be changed. These securities described herein may not be sold until the registration statement filed with the U.S. Securities and Exchange Commission is declared effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.Table of ContentsSUBJECT TO COMPLETION, DATED JANUARY 13, 2025PRELIMINARY PROSPECTUSUp to 12,146,988 Shares of Common StockUp to 9,098,727 Shares of Common Stock Issuable Upon Exercise of WarrantsUp to 46,717,980 Shares of Common Stock Issuable Upon Conversion of NotesThis prospectus relates to the offer, sale or other disposition from time to time of up to 67,963,695 shares of our common stock, $0.0001 par value per share (the â€œCommon Stockâ€), by the selling stockholders named in this prospectus or their permitted transferees (collectively, the â€œselling stockholdersâ€), consisting of (i) up to 7,951,913 shares of Common Stock (excluding the shares of Common Stock underlying the PIPE Warrants (as defined below)) (the â€œPIPE Sharesâ€) and 110,000 shares of Common Stock (the â€œRegistration Delay Sharesâ€) issued pursuant to the terms of the Convert Waivers (as defined below), (ii) up to 670,000 shares of Common Stock issuable upon exercise of pre-funded warrants to purchase shares (the â€œPre-Funded Warrant Sharesâ€) of Common Stock, with an exercise price of $0.01 per share (the â€œPre- Funded Warrantsâ€), (iii) up to 7,528,727 shares of Common Stock (the â€œPIPE Warrant Sharesâ€) issuable upon exercise of warrants to purchase shares of Common Stock, with an exercise price of $10.00 per share (the â€œPIPE Warrantsâ€), in each of cases (i) through (iii), issued pursuant to those certain amended and restated subscription agreements, dated July 31, 2024 (the â€œSubscription Agreementsâ€), by and among us, ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company (â€œARYAâ€), and certain selling stockholders named therein (the â€œPIPE Investorsâ€) at an effective price of approximately $7.10 per PIPE Share and/or Pre-Funded Warrant, (iv) up to 46,717,980 shares of Common Stock (excluding the shares of Common Stock underlying the Convert Warrants (as defined below)) (the â€œConvertible Note Sharesâ€) issuable upon the conversion of those certain 13% senior secured convertible notes, with a conversion price of $10.00 per share, subject to adjustment as provided in the Convertible Security Subscription Agreement (as defined below), (the â€œConvert Notesâ€), (v) up to 900,000 shares of Common Stock (the â€œConvert Warrant Sharesâ€) issuable upon exercise of warrants to purchase shares of Common Stock, with an exercise price of $24.00 per share, subject to adjustment as provided in such warrants (the â€œConvert Warrantsâ€ and, together with the PIPE Warrants, the â€œWarrantsâ€), in each of cases (iv) and (v), issued pursuant to that certain securities purchase agreement, dated February 13, 2024, by and among us and certain investors named therein (the â€œConvert Investorsâ€), and any assignment thereunder (the â€œConvertible Security Subscription Agreementâ€), and that certain note purchase agreement, dated February 13, 2024, by and among us, Adagio Medical, Inc., a Delaware corporation, and Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œ2024 Bridge Financing Note Subscription Agreementâ€), (vi) up to 2,354,100 shares issued to ARYA Sciences Holdings IV, a Cayman Islands exempted company (the â€œSponsorâ€), consisting of 499,000 shares of Common Stock that were initially issued to Sponsor in a private placement as Class A ordinary shares of ARYA at a price of $10.00 per share and exchanged for shares of Common Stock at Closing (as defined below) (the â€œSponsor Class A Conversion Sharesâ€), 1,500,000 shares of Common Stock that were initially issued to Sponsor as Class B ordinary shares of ARYA at an effective price of approximately $0.007 per share and exchanged for shares of Common Stock at Closing (the â€œSponsor Class B Conversion Sharesâ€), and 355,100 shares of Common Stock that were originally issued to Sponsor as Class A ordinary shares of ARYA upon the conversion of certain convertible promissory notes issued by ARYA at an effective price of $10.00 per share and exchanged for shares of Common Stock at Closing (the â€œSponsor Working Capital Sharesâ€), (vii) up to 582,475 shares of Common Stock, consisting of 492,475 shares of Common Stock issued to certain of our affiliates as consideration in connection with the Business Combination (as defined below) at an equity consideration value of approximately $9.23 per share and 30,000 shares of Common Stock issued to each of Michael Henderson, Todd Wider and Leslie Trigg (collectively, the â€œIndependent ARYA Directorsâ€), which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share, (viii) up to 1,147,500 shares of Common Stock issuable to the Sponsor that are subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-Closing share price of Common Stock equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the â€œShare Trigger Price Vestingâ€), which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share and exchanged for shares of Common Stock at Closing; and (ix) 1,000 shares of Common Stock issuable upon exercise of certain stock options assumed by us in connection with the consummation of the Business Combination held by our Chief Operating Officer with an exercise price of $1.67 per share.The selling stockholders may offer, sell or distribute all or a portion of the securities hereby registered publicly or through private transactions at prevailing market prices or at negotiated prices. We will not receive any of the proceeds from such sales of these securities, except with respect to amounts received by us upon exercise of the Warrants for cash. We believe the likelihood that warrant holders will exercise their Warrants for cash and therefore the amount of cash proceeds that we would receive, is dependent upon the trading price of our Common Stock. The market price of our Common Stock is lower than the exercise prices of the Warrants as of the date of this prospectus. The value of our Common Stock will fluctuate and may not align with the exercise price of the Warrants at any given time. If the trading price for our Common Stock is less than the exercise price of the Warrants, meaning the Warrants are â€œout of moneyâ€, we believe the holders of Warrants will be unlikely to exercise these Warrants. In addition, the Warrants, may be exercised on a cashless basis, under certain circumstances described herein. To the extent such Warrants are exercised on a cashless basis, we would not receive any cash from such exercise and the total amount of cash that we would receive from the exercise of the Warrants will decrease. Such exercises may not bring us more liquidity but result in further dilution of our Common Stock, which could adversely affect our financial position. The Warrants may only be exercised for cash provided there is then an effective registration statement registering the shares of Common Stock issuable upon the exercise of such Warrants. If there is not a then-effective registration statement, then such Warrants may be exercised on a â€œcashless basis,â€ pursuant to an available exemption from registration under the Securities Act of 1933, as amended. We will bear all costs, expenses and fees in connection with the registration of these securities, including with regard to compliance with state securities or â€œblue skyâ€ laws. The selling stockholders will bear all commissions and discounts, if any, attributable to their sale of shares of Common Stock. See the section titled â€œPlan of Distribution.â€‹â€‹ Table of ContentsIn connection with the Business Combination, holders of 2,707,555 shares of ARYAâ€™s redeemable Class A ordinary shares, or approximately 82%, of the issued and outstanding shares of ARYAâ€™s Class A ordinary shares, properly exercised their right to redeem their shares (and did not withdraw their redemption) for cash at a redemption price of approximately $11.56 per share, for an aggregate redemption amount of approximately $31,312,102. The shares of Common Stock being offered for resale in this prospectus represent a substantial percentage of the total outstanding shares of Common Stock as of the date of this prospectus. The 12,146,988 shares of Common Stock (including shares issuable upon exercise of the Pre-Funded Warrants) being offered in this prospectus represent approximately 80% of our outstanding redeemable shares of Common Stock. In addition, this offering involves the potential sale of a significant number of shares of Common Stock issuable upon the exercise of the Warrants and upon conversion of the Convert Notes. The sale of all the securities being offered in this prospectus, or the perception that these sales could occur, could result in a significant decline in the public trading price of our securities. The frequency of such sales could also cause the market price of our securities to decline or increase the volatility in the market price of our securities. For example, certain lock-up restrictions entered into in connection with the Business Combination will expire on January 31, 2025 (i.e., six months following closing of the Business Combination), and sales by our executive officers and Independent ARYA Directors could occur. See â€œCertain Relationships and Related Party Transactions â€” Investor Rights Agreement.â€ Despite a significant decline in the public trading price of our Common Stock, the selling stockholders may still experience a positive rate of return on the securities they purchased due to the differences in the purchase prices described above and the public trading price of our securities. Based on the closing price of our Common Stock of $1.00 as of January 9, 2025, upon the sale of shares of our Common Stock, (a) the PIPE Investors may experience a potential loss of up to $6.10 per PIPE Share, PIPE Warrant Share and Pre-Funded Warrant Share, (the Convert Investors may experience a potential loss of up to $9.00 per Convertible Note Share and $9.00 per Convert Warrant Share, (c) the Sponsor may experience a potential loss of approximately $9.00 per Sponsor Class A Conversion Share and a potential profit of approximately $0.99 per Sponsor Class B Conversion Share and Sponsor Working Capital Share, (d) the Independent ARYA Directors may experience a potential profit of up to $0.99 per share of Common Stock and (e) our Chief Operating Officer may experience a potential loss of up to $0.67 per share of Common Stock issuable upon exercise of his stock options assumed by us in connection with the Business Combination.Our Common Stock is listed on The Nasdaq Capital Market under the symbol â€œADGMâ€. On January 9, 2025, the last reported sales price of our Common Stock was $1.00 per share.We are an â€œemerging growth companyâ€ as defined under U.S. federal securities laws and, as such, have elected to comply with reduced public company reporting requirements. This prospectus complies with the requirements that apply to an issuer that is an emerging growth company.Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described in the section titled â€œRisk Factorsâ€ beginning on pageÂ 14 of this prospectus, and under similar headings in any amendments or supplements to this prospectus.Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.Prospectus datedÂ Â Â Â

ARYA (â€œListCoâ€), Aja Merger Sub 1, a Cayman Islands exempted company and wholly owned subsidiary of ListCo (â€œARYA Merger Subâ€), Aja Merger Sub 2,Â Inc., a Delaware corporation and wholly owned subsidiary of ListCo (â€œAdagio Merger Subâ€), and Adagio Medical,Â Inc., a Delaware corporation (â€œAdagio Medicalâ€) consummated the previously announced business combination (â€œBusiness Combinationâ€) pursuant to the terms of that certain Business Combination Agreement, dated FebruaryÂ 13, 2024, as amended by the Consent and Amendment No.Â 1 to Business Combination Agreement, dated as of JuneÂ 25, 2024 (the â€œBusiness Combination Agreementâ€), each by and among the foregoing parties. In connection with the closing of the Business Combination, among other things, (i)Â ARYA Merger Sub merged with and into ARYA (the â€œARYA Mergerâ€) and Adagio Merger Sub merged with and into Adagio Medical (the â€œAdagio Mergerâ€ and, together with the ARYA Merger, the â€œMergersâ€), with ARYA and Adagio Medical surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Adagio Medical became a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the â€œARYA Merger Effective Time,â€ the time that the Adagio Merger becomes effective being referred to as the â€œAdagio Merger Effective Time,â€ the time after which both Mergers become effective being referred to as the â€œClosingâ€), (ii)Â in connection with the Closing, an amended and restated certificate of incorporation of the Company filed with the Secretary of State of the State of Delaware took effect (the â€œCharterâ€), and the board of directors of the Company (the â€œBoardâ€) approved and adopted amended and restated bylaws of the Company (the â€œBylawsâ€), and (iii)Â in connection with the Closing, ListCo changed its name to â€œAdagio Medical Holdings,Â Inc.â€ (â€œAdagio Holdingsâ€).Unless stated otherwise, references in this prospectus to â€œwe,â€ â€œus,â€ â€œour,â€ or â€œthe Company,â€ refer to ListCo before the consummation of the Business Combination or Adagio Holdings after the Business Combination, as the context suggests.â€‹1 Table of ContentsSPECIAL NOTEÂ REGARDING FORWARD-LOOKING STATEMENTSCertain statements in this prospectus may contain â€œforward-looking statementsâ€ within the meaning of SectionÂ 27A of the Securities Act and SectionÂ 21E of the Exchange Act. Our forward-looking statements include, but are not limited to, statements regarding our or our management teamâ€™s expectations, hopes, beliefs, intentions or strategies regarding the future, including our expectations regarding the plans and strategy for our business, future financial performance, expense levels and liquidity sources. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words â€œanticipate,â€ â€œbelieve,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintends,â€ â€œmay,â€ â€œmight,â€ â€œplan,â€ â€œpossible,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œwould,â€ â€œgoalâ€ and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward- looking.The forward-looking statements contained in this prospectus are based on our current expectations and beliefs concerning future developments and their potential effects on us taking into account information currently available to us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (many of which are difficult to predict and beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements.As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:â—failure to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition and our ability to grow and manage growth profitably and retain our key employees;â—we have no operating history and no revenues, and you have no basis on which to evaluate our ability to achieve our business objective;â—we are a medical device company that has incurred net losses in every period to date and expect to continue to incur significant losses as we develop our business;â—our growth prospects partially depend on our ability to accelerate the commercialization of our products and to capitalize on market opportunities;â—even if we are able to launch our pipeline portfolio successfully, we may experience material delays in our commercialization program relative to our current expectations;â—the life sciences technology market is highly competitive. Competitors include new entrants and established companies, many of which have significantly greater resources than we do. If we fail to compete effectively, its business and results of operation and ours will suffer;â—if we are unable to establish manufacturing capacity by ourselves or with third-party partners in a timely and cost-effective manner, commercialization of our products would be delayed, which would result in lost revenue and harm our business;â—the commercialization of our products will require us to establish relationships and successfully collaborate with leading life science companies and research institutions;â—if we are unable to establish an effective network for commercialization, including effective distribution channels and sales and marketing functions, it may adversely affect our business, financial condition, results of operations, and prospects;â—our operating results may fluctuate significantly in the future, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or any guidance we may provide;â—there is no assurance that we will be able to execute on its business model, including achieving market acceptance of our products;2 Table of Contentsâ—the success of our products depends upon appropriate physician training, practice and patient selection;â—even if our products are commercialized and achieve broad scientific and market acceptance, if we fail to improve them or introduce compelling new products, our revenue and our prospects could be harmed;â—the size of the markets for our products may be smaller than estimated, limiting our ability to successfully sell our products;â—loss of any third-party suppliers and manufacturers, or any difficulties encountered by these suppliers and manufacturers in the production of our products;â—failure to protect against software or hardware vulnerabilities;â—failure to raise additional capital to develop the business development and commercialization plans;â—risks related to the unfavorable U.S. or global economic conditions as a result of the COVID-19 pandemic, political instability, natural disasters, or otherwise;â—loss of one or more of our executive officers and other key employees;â—failure to hire and retain qualified employees;â—failure to comply with federal state and local laws and regulations;â—inability to maintain the listing of our Common Stock on the Nasdaq; andâ—other risks and uncertainties discussed herein and in our filings with the SEC.These forward-looking statements are based on information available as of the date of this prospectus, and current expectations, forecasts and assumptions, and involve a number of risks and uncertainties.Accordingly, forward-looking statements in this prospectus and in any document incorporated herein by reference should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.You should read this prospectus and the documents that we reference in this prospectus and have filed as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.In addition, statements that â€œwe believeâ€ and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this prospectus and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and such statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely upon these statements.â€‹3 Table of ContentsTABLE OF CONTENTSâ€‹Â Â Â Â PageAbout this Prospectusâ€‹1Special Note Regarding Forward-Looking Statementsâ€‹2Frequently Used Termsâ€‹5Prospectus Summaryâ€‹7The Offeringâ€‹11Risk Factorsâ€‹14Market and Industry Dataâ€‹58Use of Proceedsâ€‹59Determination of Offering Priceâ€‹60Market Information for Securities and Dividend Policyâ€‹61Unaudited Pro Forma Condensed Combined Financial Informationâ€‹62Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations of ARYAâ€‹70Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations of Adagio Medicalâ€‹86Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations of Adagio Holdingsâ€‹105Businessâ€‹126Managementâ€‹156Executive Compensationâ€‹163Certain Relationships and Related Party Transactionsâ€‹169Principal Stockholdersâ€‹172Selling Stockholdersâ€‹174Description of our Securitiesâ€‹178Material U.S. Federal Income Tax Consequencesâ€‹184Plan of Distributionâ€‹187Legal Mattersâ€‹189Expertsâ€‹189Where You Can Find More Informationâ€‹190â€‹You should rely only on the information contained in this prospectus, any supplement to this prospectus or in any free writing prospectus, filed with the Securities and Exchange Commission. Neither we nor the selling stockholders have authorized anyone to provide you with additional information or information different from that contained in this prospectus filed with the Securities and Exchange Commission. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The selling stockholders are offering to sell, and seeking offers to buy, our securities only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of our securities. Our business, financial condition, results of operations and prospects may have changed since that date.For investors outside of the United States: Neither we nor the selling stockholders, have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of our securities and the distribution of this prospectus outside the United States.â€‹4 Table of ContentsFREQUENTLY USED TERMSâ€œAdagio Holdingsâ€ or â€œCompanyâ€ means Adagio Medical Holdings,Â Inc., a Delaware corporation, formerly known as Aja HoldCo,Â Inc.â€œAdagio Medicalâ€ means Adagio Medical,Â Inc., a Delaware corporation which, pursuant to the Business Combination, became a direct, wholly owned subsidiary of Adagio Medical Holdings,Â Inc., and unless the context otherwise requires, its consolidated subsidiaries.â€œAdagio Mergerâ€ means the merger of Adagio Merger Sub with and into Adagio Medical, with Adagio Medical surviving the merger and, after giving effect to such merger, becoming a wholly owned subsidiary of Adagio Holdings, on the terms and subject to the conditions in the Business Combination Agreement.â€œAdagio Merger Subâ€ means Aja Merger Sub 2,Â Inc., a Delaware corporation and wholly owned subsidiary of Adagio prior to the consummation of the Business Combination.â€œARYAâ€ means ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company.â€œARYA initial public offeringâ€ means ARYAâ€™s initial public offering that was consummated on MarchÂ 2, 2021.â€œARYA Mergerâ€ means the merger of ARYA Merger Sub with and into ARYA, with ARYA surviving the merger and, after giving effect to such merger, becoming a wholly owned subsidiary of Adagio Holdings, on the terms and subject to the conditions in the Business Combination Agreement.â€œARYA Merger Subâ€ means Aja Merger Sub 1, a Cayman Islands exempted company and wholly owned subsidiary of Adagio prior to the consummation of the Business Combination.â€œAFâ€ means atrial fibrillation.â€œBase Warrant Agreementâ€ means an agreement by the Company to issue warrants exercisable for shares of Common Stock, at a $10.00 exercise price or on a cashless basis, entered into by certain of the PIPE Investors concurrently with the Closing.â€œBoardâ€ means the board of directors of the Company.â€œBusiness Combinationâ€ means the transactions contemplated by the Business Combination Agreement.â€œBusiness Combination Agreementâ€ means the Business Combination Agreement, dated as of FebruaryÂ 13, 2024, by and among ARYA, Adagio Holdings, Adagio Medical, and the other parties thereto, as amended by the Consent and Amendment No.Â 1 to Business Combination Agreement, dated as of JuneÂ 25, 2024, as it may be further amended and supplemented from time to time.â€œBylawsâ€ means those certain amended and restated bylaws of the Company.â€œCharterâ€ means the certificate of incorporation of the Company, filed with the Secretary of State of the State of Delaware on DecemberÂ 19, 2023 and amended on JulyÂ 29, 2024.â€œClosingâ€ means the closing of the Business Combination.â€œClosing Dateâ€ means the date of the Closing.â€œCodeâ€ means the Internal Revenue Code of 1986, as amended.â€œCommon Stockâ€ means the common stock, par value $0.0001 per share, of the Company.â€œConvert Investorsâ€ means the investors party to the Convertible Security Subscription Agreement.â€œConvert Warrantsâ€ means warrants exercisable for shares of Common Stock, at a $24.00 exercise price or on a cashless basis, issued in connection with the Convertible Security Subscription Agreement.â€œConvert Warrant Sharesâ€ means those shares of Common Stock issuable upon exercise of the Convert Warrants.â€œConvertible Notesâ€ means the 13% senior secured convertible notes issuable pursuant to the Convertible Security Subscription Agreement and the 2024 Bridge Financing NoteÂ Subscription Agreement.5 Table of Contentsâ€œConvertible Note Sharesâ€ means shares of Common Stock that are issuable upon the conversion of the Convertible Notes, at a conversion price of $10.00 per share, subject to adjustment in accordance with the terms of the Convertible Security Subscription Agreement.â€œConvertible Security Subscription Agreementâ€ means the securities purchase agreement, dated FebruaryÂ 13, 2024, by and among the Convert Investors and the Company, and any assignment thereunder.â€œConvert Waiversâ€ means the convert waivers, dated either December 26, 2024 or January 3, 2025, by and among the Company, ARYA, Adagio Medical and the buyers thereto.â€œDGCLâ€ means the Delaware General Corporation Law, as amended.â€œExchange Actâ€ means the U.S. Securities Exchange Act of 1934, as amended.â€œGAAPâ€ means U.S. generally accepted accounting principles.â€œInvestor Rights Agreementâ€ means the Investor Rights Agreement, dated as of FebruaryÂ 13, 2024, by and among the Company, ARYA, the Sponsor, Perceptive Life Sciences Master FundÂ Ltd. and the other parties thereto.â€œMergersâ€ means the ARYA Merger and the Adagio Merger.â€œNasdaqâ€ means the Nasdaq Stock MarketÂ LLC.â€œPIPE Investorsâ€ means those certain investors subscribing for shares of Common Stock and PIPE Warrants pursuant to the Subscription Agreements.â€œPIPE Sharesâ€ means shares of Common Stock purchased or otherwise acquired pursuant to the Subscription Agreements.â€œPIPE Warrantsâ€ means the warrants to purchase Common Stock and issued pursuant to the Base Warrant Agreement.â€œPre-Funded Warrant Agreementâ€ means an agreement by the Company to issue warrants to purchase shares of Common Stock, at an exercise price of $0.01 per share, entered into by certain of the PIPE Investors concurrently with the Closing.â€œPre-Funded Warrantâ€ means a pre-funded warrant to purchase shares of Common Stock issued pursuant to the Pre-Funded Warrant Agreement.â€œPreferred Stockâ€ means the preferred stock, par value $0.0001 per share, of the Company.â€œRegistration Delay Sharesâ€ means the 110 shares of Common Stock issued pursuant to the terms of the Convert Waivers.â€œSECâ€ means the U.S. Securities and Exchange Commission.â€œShare Trigger Price Vestingâ€ means the vesting of the 1,147,500 shares of Common Stock, which will vest if the post-Closing share price of the Common Stock exceeds $24.00 per share.â€œSponsorâ€ means ARYA Sciences Holdings IV, a Cayman Islands exempted company.â€œSubscription Agreementsâ€ means the amended and restated subscription agreements, dated JulyÂ 31, 2024, by and among the Company, ARYA and each of the PIPE Investors, as may be amended, supplemented or otherwise modified from time to time.â€œWarrantsâ€ means the Convert Warrants and the PIPE Warrants.â€œ2024 Bridge Financing Noteâ€ means the $7,000,000 convertible promissory note of Adagio Medical issued to a certain investor pursuant to the 2024 Bridge Financing NoteÂ Subscription Agreement and which converted into Convertible NotesÂ and Convert Warrants pursuant to the terms of the 2024 Bridge Financing NoteÂ Subscription Agreement (subject to adjustment).â€œ2024 Bridge Financing NoteÂ Subscription Agreementâ€ means the note purchase agreement, dated FebruaryÂ 13, 2024, by and among the Company, Adagio Medical, and that certain investor party thereto.â€‹â€‹6 Table of ContentsPROSPECTUS SUMMARYThis summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before investing in our securities, you should carefully read this entire prospectus, including our consolidated financial statements and the related notes thereto and the information set forth in the sections titled â€œRisk Factors,â€ â€œBusinessâ€ and â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations of Adagio Medical.â€ Unless the context otherwise requires, we use the terms â€œAdagio Holdings,â€ â€œCompany,â€ â€œwe,â€ â€œus†and â€œourâ€ in this prospectus to refer to Adagio Medical Holdings,Â Inc. and our wholly owned subsidiaries.OverviewWe are a medical device company developing and placing on the EU market innovative ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation (â€œAFâ€), atrial flutter (â€œAFLâ€), and ventricular tachycardia (â€œVTâ€). Our unique technology portfolio consists of Ultra-Low Temperature Cryoablation (â€œULTCâ€) by itself, and in combination with Pulsed Field Ablation (Pulsed Field Cryoablation or â€œPFCAâ€), both developed with the vision that ability to consistently create durable, contiguous, and transmural myocardial lesions is essential for improving the effectiveness and outcomes of cardiac ablations in both atria and ventricles, and a key to unlocking sizeable market opportunities within the fast-growing segment of advanced electrophysiology (â€œEPâ€) ablation catheters. In contrast to the common practice of reutilizing once-established catheter design and energy source for multiple anatomic and physiologic targets, we purpose-build our product portfolio to maximize effectiveness, enabled by the strength and flexibility provided by the foundational physical principles of our technology. We have established a robust cadence of the clinical trials designed to evaluate our technology and gain regulatory approvals across the entirety of our product portfolio, with the preliminary data suggestive of outcomes, such as the combination of safety, acute and chronic effectiveness, favorable to the current standard of care, i.e. ablations performed using radiofrequency (â€œRFâ€), cryoballoon (â€œCRYOâ€) and emerging pulsed field ablation (â€œPFAâ€) catheters and energy sources, as applicable based on the arrhythmia type. Although direct comparisons in head-to-head randomized trials have not been performed, such favorable outcomes in PsAF patients in the first-in-human CRYOSURE-2 trial include 85% freedom from AF in patients after a single ULTC procedure (versus 51%-65% reported for other catheter technologies) and 98.5% of subjects in the device cryomapping cohort did not experience device-related complications. In VT patients in the first-in-human CRYOCURE-VT trial, such favorable outcomes include a 0% rate of major adverse events (versus 11.5% significant complications, including deaths, reported for VT ablation procedures using other catheter technologies), 94% acute procedural success, 60%

freedom from sustained VT and 81% freedom from implantable cardioverter defibrillator shock at sixÂ months. Our iCLASâ„¢ ULTC System and VT ULTC System (inclusive of vCLASâ„¢ catheter) have obtained regulatory approvals in the EU for commercialization, and the approval for the PFCA System (inclusive of Cryopulseâ„¢ catheter) will be sought after completion of the PARALELL trial. In the U.S., both iCLAS and VT ULTC systems remain subject to receipt of regulatory approvals upon completion of the ongoing or planned pivotal clinical trials, while the pathway to regulatory approval of PFCA system remains under consideration. For more detailed information, see â€œBusiness â€” Our Product Portfolio.â€Corporate InformationOn JulyÂ 31, 2024, the Company, Adagio Medical, Adagio Merger Sub, ARYA and ARYA Merger Sub consummated the transactions contemplated under the Business Combination Agreement, following the approval at the annual meeting of the stockholders of ARYA held on JulyÂ 26, 2024.Our principal executive offices are located at 26051 Merit Circle, SuiteÂ 102, Laguna Hills, California, and our telephone number is (949) 348-1188. Our corporate website address is https://us.adagiomedical.com. Information contained on or accessible through our website is not a part of this prospectus, and the inclusion of our website address in this prospectus is an inactive textual reference only.Emerging Growth Company StatusWe are an emerging growth company (â€œEGCâ€), as defined in the Jumpstart Our Business Startups Act of 2012 (â€œJOBS Actâ€). The JOBS Act permits companies with EGC status to take advantage of an extended transition period to comply with new or revised accounting standards, delaying the adoption of these accounting standards until they would apply to private companies. We have elected to use this extended transition period to enable us to comply with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date we (i)Â are no longer an emerging growth company or (ii)Â affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with the new or revised accounting standards as of public company effective dates.7 Table of ContentsIn addition, we intend to rely on the other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an EGC, we intend to rely on such exemptions, we are not required to, among other things: (i)Â provide an auditorâ€™s attestation report on our system of internal controls over financial reporting pursuant to SectionÂ 404(b)Â of the Sarbanes-Oxley Act; (ii)Â provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act; (iii)Â comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditorâ€™s report providing additional information about the audit and the financial statements (auditor discussion and analysis); and (iv)Â disclose certain executive compensation-related items such as the correlation between executive compensation and performance and comparisons of the Chief Executive Officerâ€™s compensation to median employee compensation.We will remain an EGC under the JOBS Act until the earliest of (i)Â the last date of our fiscalÂ year in which we have total annual gross revenue of at least $1.235 billion, (ii)Â the date on which we are deemed to be a â€œlarge accelerated filerâ€ under the rulesÂ of the SEC with at least $700.0 million of outstanding securities held by non-affiliates, or (iii)Â the date on which we have issued more than $1.0 billion in non-convertible debt securities during the previous three-years.Controlled Company ExemptionPerceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€) owns over 66% of our outstanding voting power for the election of directors. As a result, we are a â€œcontrolled companyâ€ within the meaning of applicable Nasdaq rulesÂ and, consequently, qualify for exemptions from certain corporate governance requirements. Our stockholders do not have the same protections afforded to stockholders of companies that are subject to such requirements. Please see the section entitled â€œManagementÂ - Controlled Companyâ€.Summary Risk FactorsInvestments in our securities involve substantial risk. The following is a summary of select risks and uncertainties that could materially adversely affect us and our business, financial condition and results of operations. You should carefully consider all the information in this prospectus, including matters set forth under the section entitled â€œRisk Factorsâ€ for more details. The below summary is qualified in its entirety by that more complete discussion of such risks and uncertainties. These risks include the following, among others:Risks Related to Our Businessâ—We are dependent on the success of our launched products in the EU and pipeline portfolio, which is presently in the development stage and subject to on-going scientific and technical validation.â—If we are unable to establish manufacturing capacity by ourselves or with third-party partners in a timely and cost-effective manner, commercialization of our products would be delayed, which would result in lost revenue and harm our business.â—Our operating results may fluctuate significantly in the future, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or any guidance we may provide.â—There is no assurance that we will be able to execute on our business model, including achieving market acceptance of our products.â—Even if our products are commercialized and achieve broad scientific and market acceptance, if we fail to improve them or introduce compelling new products, our revenue and our prospects could be harmed.â—We may need to raise additional capital to fund our development and commercialization plans.8 Table of Contentsâ—We are dependent on limited third-party suppliers and manufacturers for some of the components and materials used in our products, and so long as we remain dependent on them, the loss of any of these suppliers and manufacturers, or any difficulties encountered by these suppliers and manufacturers in the production of our products, could harm our business.â—If we are unable to recruit and retain key executives and scientists, we may be unable to achieve our goals.Risks Related to Our Intellectual Propertyâ—If we are unable to obtain and maintain sufficient intellectual property protection for our products and technology, or if the scope of the intellectual property protection obtained is not sufficiently broad, competitors could develop and commercialize products similar or identical to our products, and our ability to successfully commercialize our products may be impaired.â—We may not be able to protect our intellectual property rights throughout the world.â—If we are unable to protect the confidentiality of our trade secrets, the value of our technology could be materially adversely affected and our business could be harmed.â—We may be subject to claims that our employees, consultants, independent contractors or any third parties that have access to our confidential information or trade secrets have wrongfully used or disclosed confidential information of third parties or that our employees have wrongfully used or disclosed trade secrets of their former employers.Risks Related to Regulatory and Legal Compliance Mattersâ—We expect to incur substantial expenses in our pursuit of regulatory clearances and approvals for our products in the United States and can provide no assurances that we will obtain the necessary approvals from the FDA to market our products in the United States.â—We may be subject to enforcement action if we engage in marketing of our products pursuant to improper regulatory classifications in the EU, including suspension or withdrawal of our certificates of conformity, mandatory product recalls and significant legal liability, fines, penalties, and injunctions, which could materially and adversely affect our business, financial condition and results of operations.Risks Related to Litigation and Regulationâ—We are subject to extensive laws and regulations of the United States and foreign regulatory agencies that could impose substantial costs, legal prohibitions and restrictions, or unfavorable changes upon our operations, and any failure to comply with these laws and regulations, including as they evolve, could delay or entirely prevent the commercialization of our products or result in litigation and substantially harm our business and results of operations.â—Our lack of a trade compliance program leaves certain regulatory trade risk inherent in international business unmitigated. If we fail to comply with applicable international trade and sanctions regulations, we may become subject to regulatory investigations, penalties, and fines. A trade compliance program including a screening process for customers, independent contractors, and other third parties would help avoid violations, and if a violation occurred, having a trade compliance program is often a mitigating factor in determining penalties.Risks Related to Financing Transactionsâ—We are subject to financing risks. There are no guarantees that we can meet our financing needs for our operations and future investments at a reasonable cost or at all.â—We are subject to financing risks. There are no guarantees that we can meet our financing needs for our operations and future investments at a reasonable cost or at all.9 Table of Contentsâ—We are subject to risks relating to increased interest rates and any adverse developments in the credit markets.Risks Related to Ownership of Our Securitiesâ—The shares of Common Stock being offered in this prospectus represent a substantialÂ percentage of our outstanding Common Stock, and the sales of such shares, or the perception that these sales could occur, could cause the market price of our Common Stock to decline significantly.â—The future exercise of registration rights may adversely affect the market price of our Common Stock.â—The Perceptive PIPE Investor has control over key decision making as a result of its control of a majority of the voting power of our outstanding Common Stock.â—Our stock price may be volatile and may decline regardless of its operating performance.â—We may be unable to maintain the listing of our securities on Nasdaq in the future.â—Future sales of shares by existing stockholders could cause our stock price to decline.â—We may issue additional shares of common stock or other equity securities without your approval, which would dilute your ownership interests and may depress the market price of our common stock.â—We have identified material weaknesses in our internal controls over financial reporting. If we are unable to remediate these material weaknesses, if management identifies additional material weaknesses in the future or if we otherwise fail to maintain effective internal controls over financial reporting, we may not be able to accurately or timely report our financial position or results of operations, which may adversely affect our business and stock price or cause our access to the capital markets to be impaired.â€‹â€‹10 Table of ContentsTHE OFFERINGShares of Common Stock offered by the selling stockholdersÂ Â Â Â Up to 67,963,695 shares of Common Stock, consisting of (i) up to 7,951,913 PIPE Shares and up to 110,000 Registration Delay Shares issued pursuant to the terms of the Convert Waivers, (ii) up to 670,000 Pre-Funded Warrant Shares, with an exercise price of $0.01 per share (iii) up to 7,528,727 PIPE Warrant Shares, with an exercise price of $10.00 per share issuable upon exercise of the PIPE Warrants at an effective price of approximately $7.10 per PIPE Share, (iv) up to 46,717,980 Convertible Note Shares issuable upon the conversion of those certain 13% senior secured convertible notes, with a conversion price of $10.00 per share, subject to adjustment as provided in the Convertible Security Subscription Agreement, (v) up to 900,000 Convert Warrant Shares issuable upon exercise of the Convert Warrants, with an exercise price of $24.00 per share, subject to adjustment as provided in such warrants (vi) up to 2,354,100 shares issued to the Sponsor, consisting of 499,000 Sponsor Class A Conversion Shares that were initially issued to Sponsor in a private placement as Class A ordinary shares of ARYA at a price of $10.00 per share, 1,500,000 Sponsor Class B Conversion Shares that were initially issued to Sponsor as Class B ordinary shares of ARYA at an effective price of approximately $0.007 per share and exchanged for shares of Common Stock at Closing and 355,100 Sponsor Working Capital Shares that were originally issued to Sponsor as Class A ordinary shares of ARYA upon the conversion of certain convertible promissory notes issued by ARYA at an effective price of $10.00 per share (vii) up to 582,475 shares including 492,475 issued to certain of our affiliates as consideration in connection with the Business Combination at an equity consideration value of approximately $9.23 per share and 90,000 shares issued to the Independent ARYA Directors which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share (viii) up to 1,147,500 shares of Common Stock issuable to the Sponsor that are subject to Share Trigger Price Vesting, which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share and exchanged for shares of Common Stock at Closing; and (ix) 1,000 shares of Common Stock issuable upon exercise of certain stock options assumed by us in connection with the consummation of the Business Combination held by our Chief Operating Officer with an exercise price of $1.67 per share.â€‹â€‹â€‹Shares of Common Stock outstanding prior to the exercise of all PIPE WarrantsÂ 15,198,232 (as of January 9, 2025)â€‹â€‹â€‹Shares of Common Stock outstanding assuming exercise of all of the PIPE Warrants, Pre-Funded Warrants and Convert WarrantsÂ 83,161,927 (based on the total shares of Common Stock outstanding as of January 9, 2025)â€‹â€‹â€‹Exercise price of the WarrantsÂ (i) $10.00 per share for the PIPE Warrants, (ii) $0.01 per share for the Pre-Funded Warrants, and (iii) $24.00 per share for the Convert Warrants.â€‹â€‹â€‹Conversion price of the Convertible NotesÂ $10.00 per share, subject to adjustment in accordance with the Convertible Security Subscription Agreement.11 Table of ContentsUse of proceedsâ€‹We will not receive any proceeds from the sale of shares of Common Stock by the selling stockholders. We will receive up to an aggregate of approximately $96.8Â million from the exercise of the Warrants, assuming exercise in full of all the Warrants for cash. We expect to use the net proceeds from the exercise of the Warrants for general corporate purposes. We believe the likelihood that the holders of the Warrants will exercise or convert their securities, and therefore the amount of cash proceeds that we would receive is dependent upon the trading price of our common stock. If the trading price for Common Stock is less than the exercise price for the Warrants, meaning the Warrants are â€œout of the moneyâ€, we believe the holders of the Warrants will be unlikely to exercise these Warrants on a cash basis. To the extent that any Warrants are exercised on a cashless basis, we would not receive any cash from such exercise and the total amount of cash we would receive from the exercise of the Warrants will decrease. See â€œUse of Proceeds.â€â—Given the substantial number of shares of Common Stock being registered for potential resale by the selling stockholders pursuant to this prospectus, the sale of shares of the selling stockholders of a large number of shares, or the perception in the market that the selling shareholders intend to sell a large number of shares, could increase the volatility of the market price of Common Stock or result in a significant decline in the market price of Common Stock. Even if the market price of Common Stock is below the exercise prices, some of the selling stockholders may still have an incentive to sell our shares because they purchased the shares at a significantly lower price than the purchase price paid by our public investors or the current market price of Common Stock. While these selling stockholders may, on average, experience a positive rate of return on their investment in Common Stock as a result, the public stockholders may not experience a similar rate of return on the securities they purchased due to differences in their purchase prices and the trading price. For more information, see â€œRisk Factors â€” Risks Related to Ownership of Our Securities â€” The shares of Common Stock being offered in this prospectus represent a substantial percentage of our outstanding Common Stock, and the sales of such shares, or the perception that these sales could occur, could cause the market price of our Common Stock to decline significantlyâ€ and the section entitled â€œSelling Stockholdersâ€. The sales of the securities by the selling stockholders, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future and at a price that we deem appropriate.â€‹â€‹â€‹Terms of the offeringÂ The selling stockholders will determine when and how they will dispose of the shares of Common Stock registered for resale under this prospectus.â€‹â€‹â€‹Restrictions on transferÂ Certain of our securityholders are subject to certain restrictions on transfer until the termination of applicable lock-up periods. See the section titled â€œCertain Relationships and Related Party Transactions â€” Investor Rights Agreement.â€‹â€‹â€‹Use of proceedsÂ We will not receive any of the proceeds from the sale of the shares of Common Stock by the selling stockholders, except with respect to amounts received by us due to the exercise of any warrants for cash.â€‹â€‹â€‹Risk factorsÂ Before investing in our securities, you should carefully read and consider the information set forth in â€œRisk Factorsâ€ beginning on page 15.â€‹â€‹â€‹Nasdaq ticker symbolÂ Our Common Stock is currently traded on Nasdaq under the symbol â€œADGM.â€â€‹12 Table of ContentsThe number of shares of Common Stock outstanding is based on 15,198,232 shares of Common Stock outstanding as of January 9, 2025 and excludes (i) the 9,098,727 shares of Common Stock offered by the selling stockholders that are issuable upon exercise of the Warrants, (ii) the 670,000 shares of Common Stock offered by the selling stockholders that are issuable upon exercise of the Pre-Funded Warrants, and (iii) the following, in each case as of January 9, 2025, except as otherwise noted:â—3,231,327 shares of Common Stock issuable upon conversion of the Convertible Notes, assuming a conversion price of $10.00 per share and assuming the conversion of $20 million aggregate principal amount of Convertible Notes plus interest accrued through April 30, 2028 (i.e., the maturity date of the Convertible Notes);â—600,000 shares of Common Stock issuable upon exercise of certain Convert Warrants that are registered on a separate registration statement to be filed concurrently with this Offering.â—7,587 shares of Common Stock issuable upon the exercise of outstanding options under Adagio Medicalâ€™s equity plans that were assumed in the Business Combinationï¾ andâ—4,472,592 shares of Common Stock reserved for future issuance under the 2024 Equity Incentive Plan, 3,354,444 shares of Common Stock reserved for future issuance under the 2024 Key Employee Equity Incentive Plan, and 441,293 shares of Common Stock reserved for future issuance under the 2024 Employee Stock Purchase Plan.For additional information concerning the offering, see â€œPlan of Distributionâ€ beginning on page 187.â€‹â€‹13 Table of ContentsRISK FACTORSInvesting in our securities involves a high degree of risk. You should carefully consider the risks and uncertainties described below together with all of the other information contained in this prospectus, including the risks and uncertainties discussed above under â€œSpecial NoteÂ Regarding Forward-Looking Statements,â€ our financial statements and related notes appearing at the end of this prospectus and in the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations of Adagio Medical,â€ before deciding to invest in our securities. If any of the events or developments described below were to occur, our business, prospects, operating results and financial condition could suffer materially, the trading price of our common stock could decline, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.Throughout this section, unless otherwise indicated or the context otherwise requires, references to â€œAdagio Holdings,â€ â€œwe,â€ â€œus,â€ â€œourâ€ and other similar terms refer to the Company and its subsidiaries, prior to and/or after giving effect to the Business Combination, as the context may require.Risks Related to Our BusinessWe are a medical device company that has incurred net losses in every period to date and expect to continue to incur significant losses as we develop our business.We are a medical device company that has incurred net losses in each quarterly and annual period since inception and that has not yet generated any meaningful revenue. We expect to incur increasing costs as we continue to devote substantially all of our resources towards the development and anticipated further commercialization of our products, including iCLAS, vCLAS and Cryopulse. We cannot be certain if we will

ever generate meaningful revenue or if or when we will produce sufficient revenue from operations to support our costs. Even if profitability is achieved, we may not be able to sustain profitability. Adagio Medical incurred net losses of $38.1 million and $23.7 million in 2023 and 2022, respectively. As of DecemberÂ 31, 2023, Adagio Medical had an accumulated deficit of $135.2 million. We expect to incur substantial losses and negative cash flows for the foreseeable future. In addition, as a public company, we incur significant legal, accounting, and other expenses that we did not incur as a private company. These increased expenses make it harder for us to achieve and sustain future profitability. We may incur significant losses in the future for a number of reasons, many of which are beyond our control, including the other risks described in this prospectus.Our growth prospects partially depend on our ability to accelerate the commercialization of our products and to capitalize on market opportunities.Our iCLASâ„¢ ULTC System and VT ULTC System (inclusive of vCLASâ„¢ catheter) have obtained regulatory approvals only in the EU for commercialization. Our iCLAS ULTC Cryoablation System and pipeline products completed the IDE study enrollment, and twelve-month follow-up and clinical data collection is in progress. The System is undergoing pre-market approval application modular review (â€œPMA Modular Reviewâ€) in the United States; two of three modules have been accepted for review by FDA and the remaining module is planned for submission in Q4 2024. For the nine months ended September 30, 2024, Adagio Medical Holdings, Inc incurred net losses of $3.6 million for the period from July 31, 2024 to September 30, 2024 (Successor), $(21.3) million for the period from January 1, 2024 to July 30, 2024 (Predecessor), and $(28.0) million for the nine months ended September 30, 2023 (Predecessor), respectively. As of September 30, 2024, Adagio Medical Holdings, Inc. had an accumulated deficit of $13.2 million. Our ability to generate future revenue from our products also depends on a number of additional factors, including our ability to:â—successfully complete clinical development of our products, including necessary clinical studies;â—achieve acceptance of our clinical trial data by the Food and Drug Administration (the â€œFDAâ€) or foreign regulatory authorities;â—successfully develop, optimize and scale up the manufacturing processes for our products;â—establish and maintain supply and manufacturing relationships with third parties that ensure adequate and legally-compliant production of our products;14 Table of Contentsâ—complete and submit necessary applications for regulatory clearances, approvals or certifications for our products in the United States and elsewhere;â—comply with requirements enforced by the FDA, and other comparable regulatory authorities with respect to our marketing of products;â—obtain necessary FDA or foreign regulatory clearances, approvals, or certifications, for our products or for future product modifications or proposed expansions in indication for any of our products that receive regulatory approval or certification;â—establish effective sales and marketing capabilities;â—achieve patient, physician, and market acceptance for our products;â—establish, maintain and protect our intellectual property rights; andâ—attract, hire and retain qualified personnel.In addition, because of the numerous risks and uncertainties associated with completing clinical studies and obtaining necessary clearances, approvals or certifications, we are unable to predict the timing or amount of our expenses, or if or when we will achieve or maintain revenues or profitability. In addition, our expenses could increase beyond expectations if we decide to or are required by the FDA or foreign regulatory authorities to perform studies or trials for our products in addition to those that we currently anticipate. If we complete the development and regulatory processes of our products, we anticipate incurring significant costs associated with launching and commercializing our products. Even if we generate revenues from the sale of our products, we may not be profitable and may need to obtain additional funding to continue operations. If we fail to achieve profitability or do not sustain profitability on a continuing basis, then we may be unable to continue our operations at planned levels and be forced to reduce our operations.We are dependent on the success of our launched products in the EU and pipeline portfolio, which is presently in the development stage and subject to on-going scientific and technical validation.Our future success is largely dependent on our ability to successfully develop and commercialize our pipeline products, which are based on innovative yet complex technologies and remain in various stages of development (except for the iCLASâ„¢ ULTC System and VT ULTC System (inclusive of vCLASâ„¢ catheter) authorized for commercialization in the European Union). We are investing substantially all of our management efforts and financial resources in the development and commercialization of such products. For planning purposes, we estimate the timing of the accomplishment of various scientific, clinical, regulatory and other product development and commercialization goals, which we sometimes refer to as milestones. These milestones include the commencement or completion of scientific studies and clinical studies and the submission of regulatory applications. We base these milestones on a variety of assumptions, which are subject to numerous risks and uncertainties. There is a risk we will not achieve these milestones on a timely basis or at all. Even if we achieve these milestones, the actual timing of the achievement of these milestones can vary dramatically compared to our estimates, often for reasons beyond our control, depending on numerous factors, including:â—the rate of progress and costs and results of our clinical studies and research and development activities;â—the ability of our products to meet the standards for regulatory clearance, approval or certification;â—the receipt of approvals, clearances or certifications from the FDA and other comparable foreign regulatory agencies;â—our ability to compete against more established or better funded competitors;â—our ability and/or the ability of third parties to manufacture our products, including our ability to source critical components or materials for the manufacture of our products; andâ—other actions by regulators, including actions related to a class of products.15 Table of ContentsIf we do not meet these milestones for our products or if we are delayed in achieving these milestones, the development and commercialization of new products, modifications to existing products or sales of existing products for new indications may be prevented or delayed, which could damage our reputation or materially adversely affect our business. Even if we achieve a milestone for a product, market acceptance for the product is not assured.Even if we are able to launch our pipeline portfolio successfully, we may experience material delays in our commercialization program relative to our current expectations.Even if we are able to complete development of our pipeline portfolio and obtain regulatory clearance or approval, commercial market acceptance of our products in the healthcare community, including among physicians, patients and third-party payors, will depend on many factors, including:â—our ability to provide incremental clinical and economic data demonstrating the safety, clinical effectiveness and cost-effectiveness of, and patient benefit from, our products, and any perceived inadequacy of evidence supporting clinical benefits or cost-effectiveness over existing alternatives;â—the availability of alternative treatments;â—whether our products are included on insurance company coverage plans;â—the willingness and ability of patients and the healthcare community to adopt new technologies;â—customer demand;â—liability risks generally associated with the use of new products;â—the training required to use a new product;â—the convenience and ease of use of our products relative to other treatment methods;â—the pricing and reimbursement of our products relative to other treatment methods; andâ—the marketing and distribution support for our products.We cannot assure you that we will be successful in addressing any of these criteria or any additional criteria that might affect the market acceptance of our products. If our products achieve market acceptance, they may not maintain that market acceptance over time if competing products or technologies are introduced that are received more favorably or are more cost-effective. Failure to achieve or maintain market acceptance would limit our ability to generate revenue and would have a material adverse effect on our business, financial condition, results of operations and prospects.The life sciences technology market is highly competitive. Competitors include new entrants and established companies, many of which have significantly greater resources than us. If we fail to compete effectively, our business and results of operation will suffer.The medical device industry is intensely competitive, subject to rapid change and significantly affected by new product introductions and other market activities of industry participants. We compete with manufacturers and distributors of cardiovascular medical devices. Our most significant competitors in the electrophysiology field include Medtronic, Boston Scientific, Abbott and JohnsonÂ & Johnson. Many of our competitors are large, well-capitalized companies with significantly greater market share and resources. Therefore, they can spend more on product development, marketing, sales and other product initiatives. We also compete with smaller medical device companies that have a single product or a limited range of products. Some of our competitors have:â—significantly greater name recognitionÍ¾â—broader or deeper relations with healthcare professionals, customers and third-party payorsÍ¾16 Table of Contentsâ—larger sales forces and more established distribution networksÍ¾â—additional lines of products and the ability to offer rebates or bundle products to offer greater discounts or other incentives to gain a competitive advantageÍ¾â—greater experience in conducting research and development, manufacturing, clinical trials, marketing and obtaining regulatory clearance or approval for productsÍ¾â—greater financial and human resources for product development, sales and marketing and patent prosecution;â—substantial intellectual property portfolios; andâ—better established, larger scale and lower cost manufacturing capabilities.We compete primarily on the basis that our products are designed to enable more physicians to treat more patients more efficiently and effectively. Our continued success depends on our ability to:â—continue to develop innovative, proprietary products that address significant clinical needs in a manner that is safe and effective for patients and easy-to-use for physiciansÍ¾â—obtain and maintain regulatory clearances or approvalsÍ¾â—demonstrate safety and effectiveness in our sponsored and third-party clinical trialsÍ¾â—expand our sales force across key markets to increase physician awarenessÍ¾â—obtain and maintain coverage and adequate reimbursement for procedures using our productsÍ¾â—attract and retain skilled research, development, sales and clinical personnelÍ¾â—cost-effectively manufacture, market and sell our productsÍ¾ andâ—obtain, maintain, enforce and defend our intellectual property rights and operate our business without infringing, misappropriating or otherwise violating the intellectual property rights of others.Even if we are successful in developing our products, any one of our competitors could reduce or eliminate our commercial opportunities if they develop or market products that:â—are more effectiveÍ¾â—have fewer or less severe adverse side effects;â—are easier to use; orâ—are less expensive than our products.We cannot provide assurance that we will be successful in developing new products or commercializing them in ways that achieve market acceptance. If we develop new products, sales of those products may reduce revenue generated from our existing products or may not compete effectively with competitor products. Moreover, any significant delays in our product launches may significantly impede our ability to enter or compete in a given market and may reduce the sales that we are able to generate from these products. We may experience delays in any phase of a product development, including during research and development, clinical trials, regulatory review, manufacturing and marketing. Delays in product introductions could have a material adverse effect on our business, financial condition and results of operations.17 Table of ContentsIf we are unable to establish manufacturing capacity by ourselves or with third-party partners in a timely and cost-effective manner, commercialization of our products would be delayed, which would result in lost revenue and harm our business.We may encounter production delays or shortfalls because of our limited experience in manufacturing our products in commercial quantities. Such production delays or shortfalls may be caused by many factors, including the following:â—our intent to expand our manufacturing capacity, as a result of which our production processes may have to changeÍ¾â—key components of our products are provided by a single supplier or limited number of suppliers, and we do not maintain large inventory levels of these componentsÍ¾ if we experience a shortage or quality issues in any of these components, we would need to identify and qualify new supply sources, which could increase our expenses and result in manufacturing delaysÍ¾â—a delay in completing validation and verification testing for new controlled environment rooms at our manufacturing facilityÍ¾â—state and federal regulations, including the FDAâ€™s Quality System Regulation (â€œQSRâ€), for the manufacture of our products, noncompliance with which could cause an interruption in our manufacturingÍ¾ andâ—attraction and retention of qualified employees for our operations in order to significantly increase our manufacturing output.If we are unable to keep up with demand for our products, our growth could be impaired, and market acceptance for our products could be harmed and physicians may instead elect to use our competitorsâ€™ products. Our inability to successfully manufacture our products in sufficient quantities could materially harm our business.In addition, our manufacturing facility and processes and those of our third-party suppliers are subject to announced or unannounced FDA and state regulatory inspections or audits for compliance with the QSR, state equivalent requirements, and international manufacturing standards. Developing and maintaining a compliant quality system is time consuming and expensive. Failure to maintain compliance with, or not fully complying with the requirements of the FDA, state, or foreign regulators, could result in enforcement actions against us or our third-party suppliers, which could include the issuance of warning letters, seizures, prohibitions on product sales, recalls and civil and criminal penalties, any one of which could significantly impact our manufacturing supply and impair our financial results.The commercialization of our products will require us to establish relationships and successfully collaborate with leading life science companies and research institutions.To remain competitive, we must launch new products and technologies. To accomplish this, we will need to work with leading life science companies, research institutions and other third-party collaborators and service providers in the design, development and commercialization of our products and product candidates. Establishing collaborations is difficult, time consuming and may require our significant financial investment, including substantial upfront payments in such collaborations, which may negatively impact our reported earnings. In addition, potential collaborators may elect not to work with us based on their assessment of our financial, regulatory, or intellectual property position. Further, once news of discussions regarding possible collaborations are known in the general public, regardless of whether the news is accurate, failure to announce a collaboration agreement, or the entityâ€™s announcement of a collaboration with an entity other than us, could result in adverse speculation about us, our products or our technology, resulting in harm to our reputation and our business. In addition, even if we establish new collaborations, they may not result in the successful development or commercialization of our products or technology. Relatedly, collaborating with such parties for multiple aspects of our drug development and commercialization activities might lead to less control over many aspects of those activities. Third parties may not complete activities on schedule or in accordance with our expectations. Failure by one or more of these third parties to meet their contractual, regulatory or other obligations to us, or any disruption in the relationships between us and these third parties, could delay or prevent the development, approval or commercialization of our products and product candidates, and could also result in non-compliance or reputational harm, all with potential negative implications for our product pipeline and business.18 Table of ContentsIf we are unable to establish an effective network for commercialization, including effective distribution channels and sales and marketing functions, it may adversely affect our business, financial condition, results of operations, and prospects.Our limited commercialization experience and no approved or cleared products in the United States make it difficult to evaluate our current business and assess our prospects. We also currently have limited sales and marketing experience. If we are unable to establish effective sales and marketing capabilities or if we are unable to commercialize any of our products, we may not be able to effectively generate product revenue, sustain revenue growth and compete effectively. In order to generate future growth, we plan to continue to expand and leverage our sales and marketing infrastructure to increase our customer base and grow our business. Identifying and recruiting qualified sales and marketing personnel and training them on our products, applicable federal and state laws and regulations, and on our internal policies and procedures requires significant time, expense and attention. It often takes severalÂ months or more before a sales representative is fully trained and productive. Our business may be harmed if our efforts to expand and train our sales force do not generate a corresponding increase in revenue, and our higher fixed costs may slow our ability to reduce costs in the face of a sudden decline in demand for our products. Any failure to hire, develop and retain talented sales and marketing personnel, to achieve desired productivity levels in a reasonable timeframe or timely leverage our fixed costs could have a material adverse effect on our business, financial condition and results of operations. Moreover, the members of our direct sales force are at-will employees. The loss of these personnel to competitors or otherwise could materially harm our business. If we are unable to retain our direct sales force personnel or replace them with individuals of equivalent technical expertise and qualifications, or if we are unable to successfully instill technical expertise in replacement personnel, our revenue and results of operations could be materially harmed.Our ability to increase our customer base and achieve broader market acceptance of our products will also depend to a significant extent on our ability to expand our marketing efforts as we plan to dedicate significant resources to our marketing programs. Our business may be harmed if our marketing efforts and expenditures do not generate a corresponding increase in revenue. In addition, we believe that developing and maintaining broad awareness of our brand in a cost-effective manner is critical to achieving broad acceptance of our products and penetrating new customer accounts. Brand promotion activities may not generate patient or physician awareness or increased revenue, and even if they do, any increase in revenue may not offset the costs and expenses we incur in building our brand. If we fail to successfully promote, maintain and protect our brand, or if we incur substantial expenses in an unsuccessful attempt to promote and maintain our brand, we may fail to attract or retain the physician acceptance necessary to realize a sufficient return on our brand building efforts, or to achieve the level of brand awareness that is critical for broad adoption of our products, which would have an adverse effect on our business, financial condition and results of operations.These factors also make it difficult for us to forecast our financial performance and growth, and such forecasts are subject to a number of uncertainties, including our ability to successfully develop additional products that add functionality, reduce the cost of products sold, broaden our commercial portfolio offerings and obtain FDA 510(k)Â clearance or PMA approval for, and successfully commercialize, market and sell, our planned or future products in the United States or in international markets. If our assumptions regarding the risks and uncertainties we face, which we use to plan our business, are incorrect or change due to circumstances in our business or our markets, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations and our business could suffer.Our operating results may fluctuate significantly in the future, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or any guidance we may provide.Our quarterly and annual results of operations, including our revenue, profitability and cash flow, may vary significantly in the future, and period-to-period comparisons of our operating results may not be meaningful. Accordingly,

the results of any one quarter or other period should not be relied upon as an indication of future performance. Our quarterly and annual financial results may fluctuate as a result of a variety of factors, many of which are outside our control and, as a result, may not fully reflect the underlying performance of our business. Factors that may cause fluctuations in our quarterly and annual results include, without limitation:â—the level of demand for our products, which may vary significantly from period to periodÍ¾â—expenditures that we may incur to acquire, develop or commercialize additional products and technologiesÍ¾â—the timing and cost of clinical trials, including obtaining regulatory approvals or clearances for planned or future productsÍ¾â—the rate at which we grow our sales force and the speed at which newly hired salespeople become effective, and the cost and level of investment thereinÍ¾19 Table of Contentsâ—the degree of competition in our industry and any change in the competitive landscape of our industry, including consolidation among our competitors or future partnersÍ¾â—coverage and reimbursement policies with respect to the procedures using our products and potential future products that compete with our productsÍ¾â—the timing and success or failure of clinical trials for our current or planned products or any future products we develop or competing productsÍ¾â—the timing and cost of, and level of investment in, research, development, regulatory approval and commercialization activities relating to our products, which may change from time to timeÍ¾â—the cost of manufacturing our products, which may vary depending on the quantity of production and the terms of our agreements with third-party suppliers and manufacturersÍ¾â—natural disasters, outbreaks of disease or public health crises, such as the COVID-19 pandemicÍ¾â—the timing and nature of any future acquisitions or strategic partnershipsÍ¾ andâ—future accounting pronouncements or changes in our accounting policies.Because our quarterly and annual results may fluctuate, period-to-period comparisons may not be the best indication of the underlying results of our business and should only be relied upon as one factor in determining how our business is performing.In addition, this variability and unpredictability could result in us failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any forecasts we may provide to the market, it may result in a decrease in the share price of the Common Stock.There is no assurance that we will be able to execute on our business model, including achieving market acceptance of our products.Our ability to execute our business model is dependent on a number of factors, including:â—the ability of our senior management team to execute our business model;â—the ability to begin or maintain our pace of product development, manufacturing and commercialization;â—the ability to meet the changing needs of the catheter market;â—the ability to achieve market acceptance of our product; andâ—the ability of our employees to perform at a high level.If we are unable to execute our business model, or if our business model does not drive the growth that we anticipate, or if our market opportunity is not as large as we have estimated, it could adversely affect our business and our prospects.Our success will depend, in part, on the acceptance of our products as safe, effective and, with respect to providers, cost-effective. We cannot predict how quickly, if at all, hospitals, physicians, patients or payors will accept our products or, if accepted, how frequently they will be used. Our products and planned or future products we may develop or market may never gain broad market acceptance for some or all of our targeted indications. Hospitals, physicians, patients and payors must believe that our products offer benefits over alternative treatment methods. Our future growth and profitability largely depend on our ability to increase physician awareness of our system and our products and on the willingness of hospitals, physicians, patients or payors to adopt them. These parties may not adopt our products unless they are able to determine, based on experience, clinical data, medical society recommendations and other analyses, that our products are safe, effective and, with respect to providers, cost-effective, on a stand-20 Table of Contentsalone basis and relative to competitorsâ€™ products. Healthcare providers must believe that our products offer benefits over alternative treatment methods. Even if we are able to raise awareness, physicians tend to be slow in changing their medical treatment practices and may be hesitant to select our products for recommendation to their hospitals or patients for a variety of reasons, including:â—long-standing relationships with competing companies and distributors that sell other productsÍ¾â—competitive response and negative selling efforts from providers of alternative productsÍ¾â—lack of experience with our products and concerns that we are relatively new to the marketÍ¾â—lack or perceived lack of sufficient clinical evidence, including long-term data, supporting safety or clinical benefitsÍ¾ andâ—time commitment and skill development that may be required to gain familiarity and proficiency with our products.Physicians play a significant role in determining the course of a patientâ€™s treatment, and, as a result, the type of treatment that will be utilized and provided to a patient. We focus our sales, marketing and education efforts primarily on cardiac electrophysiologists, and aim to educate referring physicians regarding the patient population that would benefit from our products. However, we cannot assure you that we will achieve broad market acceptance among these practitioners.For example, if electrophysiologists are not made aware of our products, they may not recommend ablation for their patients or the use of our product in their hospitals. In addition, some physicians may choose to utilize our products on only a subset of their total patient population or may not adopt our products at all. If we are not able to effectively demonstrate that the use of our products is beneficial in a broad range of patients, adoption of our products will be limited and may not occur as rapidly as we anticipate or at all, which would have a material adverse effect on our business, financial condition and results of operations. We cannot assure you that our products will achieve broad market acceptance among hospitals and physicians. Additionally, even if our products achieve market acceptance, they may not maintain that market acceptance over time if competing products, procedures or technologies are considered safer or more cost-effective or otherwise superior. Any failure of our products to generate sufficient demand or to achieve meaningful market acceptance and penetration will harm our future prospects and have a material adverse effect on our business, financial condition and results of operations.Our reputation among our current or potential customers, as well as among electrophysiologists, could also be negatively affected by safety or customer satisfaction issues involving us or our products, including product recalls. Future product recalls or other safety or customer satisfaction issues relating to our reputation could negatively affect our ability to establish or maintain broad adoption of our products, which could harm our future prospects and have a material adverse effect on our business, financial condition and results of operations.In the United States, before a hospital can purchase our product for the first time, our system must be approved for use by a hospitalâ€™s new product or value analysis committee, or the staff of a hospital or health system. Such approvals could deter or delay the use of our products by physicians. We cannot provide assurance that our efforts to obtain such approvals or generate adoption will be successful or increase the use of our products, and if we are not successful, it could have a material adverse effect on our business, financial condition and results of operations.The success of our products depends upon appropriate physician training, practice and patient selection.The success of our products depends in part on the skill of the physician performing the catheter-based procedures and on their adherence to our stated patient selection criteria and proper techniques that we provide in training sessions. For example, we train physicians to ensure correct use of our products; however, physicians rely on their previous medical training and experience when performing catheter-based procedures, and we cannot guarantee that all such physicians will have the necessary skills or experience to safely and effectively perform these procedures. We do not control which physicians perform these procedures or how much training they receive, and physicians who have not completed our training sessions may nonetheless attempt to perform catheter-based procedures with our products. In addition, a perception by physicians that our products are difficult to use may negatively impact adoption. If physicians perform these procedures in a manner that is inconsistent with our labeled indications, with components that are not our products, with patients who are not indicated for treatment with our products or without adhering to or completing our training sessions, the patient outcomes may be negative or inconsistent with the outcomes achieved in clinical trials. This could negatively impact the perception of patient benefits and safety associated with our products and limit adoption of our products and 21 Table of Contentscatheter-based thrombectomy procedures generally, which could have a material adverse effect on our business, financial condition and results of operations.Even if our products are commercialized and achieve broad scientific and market acceptance, if we fail to improve them or introduce compelling new products, our revenue and our prospects could be harmed.The life sciences industry is characterized by rapid and significant technological changes, frequent new product introductions and enhancements and evolving industry standards. Even if we are able to achieve broad scientific and market acceptance of our ablation technologies, our ability to attract new customers and increase revenue from existing customers will depend in large part on our ability to enhance and improve our technologies and to introduce compelling new products.The success of any enhancement to our ablation technologies or introduction of new products depends on several factors, including:â—timely completion and delivery;â—competitive pricing;â—adequate quality testing;â—integration with existing technologies;â—freedom from intellectual property encumbrance;â—appropriately timed and staged introduction; andâ—overall market acceptance.Any new product or enhancement to the ablation technologies that we develop may not be introduced in a timely or cost-effective manner, may contain defects, errors, vulnerabilities or bugs, or may not achieve the market acceptance necessary to generate significant revenue.The typical development cycle of new life sciences products can be lengthy and complicated, and may require new scientific discoveries or advancements, considerable resources and complex technology and engineering. Such developments may involve external suppliers and service providers, making the management of development projects complex and subject to risks and uncertainties regarding timing, timely delivery of required components or services and satisfactory technical performance of such components or assembled products. If we do not achieve the required technical specifications or successfully manage new product development processes, or if development work is not performed according to schedule, then such new technologies or products may be adversely impacted. If we are unable to successfully develop new products, enhance our ablation technologies to meet customer requirements, compete with alternative products, or otherwise gain and maintain market acceptance, our business, financial condition and results of operations could be harmed.We may need to raise additional capital to fund our development and commercialization plans.Based on our current plans over the 17Â months following the Closing, we believe that the net proceeds from the Business Combination and PIPE Financing, together with our available resources and existing cash and cash equivalents, will be sufficient to meet our anticipated cash requirements for at least approximately 17Â months from the date of the Business Combination. If our available cash resources, the net proceeds from the Business Combination and PIPE Financing are insufficient to satisfy our liquidity requirements including because the realization of other risks described in this prospectus, we may be required to raise additional capital prior to such time through issuances of equity or convertible debt securities, enter into a credit facility or another form of third-party funding or seek other debt financing.22 Table of ContentsWe may consider raising additional capital in the future to expand our business, to pursue strategic investments, to take advantage of financing or acquisition opportunities or for other reasons, including:â—funding development and marketing efforts of our ablation technology or any other future products;â—increasing our sales and marketing and other commercialization efforts to drive market adoption of our ablation technology;â—expanding our technologies into additional markets;â—preparing, filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights;â—acquiring, licensing or defending against third party intellectual property rights;â—acquiring or investing in complementary technologies, businesses or assets; andâ—financing capital expenditures and general and administrative expenses.Our present and future funding requirements will depend on many factors, including:â—delays in execution of our development plans;â—the scope and timing of our investment in our sales, marketing, and distribution capabilities;â—changes we may make to our business that affect ongoing operating expenses;â—the costs of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights;â—changes we may make in our business or commercialization strategy;â—changes we may make in our research and development spending plans;â—our need to implement additional infrastructure and internal systems;â—the impact of the COVID-19 pandemic; andâ—other items affecting our forecasted level of expenditures and use of cash resources including potential acquisitions.The various ways we could raise additional capital carry potential risks. If we raise funds by issuing equity securities, dilution to our stockholders could result. If we raise funds by issuing debt securities, those debt securities could have rights, preferences and privileges senior to those of holders of Common Stock. The terms of debt securities issued or borrowings pursuant to a credit agreement could impose significant restrictions on our operations. If we raise funds through collaborations or licensing arrangements, we might be required to relinquish significant rights to our technologies or products or grant licenses on terms that are not favorable to us.If we are unable to obtain adequate financing or financing on terms satisfactory to us, if we require it, our ability to continue to pursue our business objectives and to respond to business opportunities, challenges, or unforeseen circumstances could be significantly limited, and could have a material adverse effect on our business, financial condition, results of operations and prospects.The size of the markets for our products may be smaller than estimated, limiting our ability to successfully sell our products.Our estimates of the total addressable markets for our current products and products under development are based on a number of internal and third-party estimates, including, without limitation, the number of patients with cardiac arrhythmias and the assumed prices at which we can sell our products in markets that have not been established or that we have not yet entered. While we believe our assumptions and the data underlying our estimates are reasonable, these assumptions and estimates may not be correct and the 23 Table of Contentsconditions supporting our assumptions or estimates may change at any time, thereby reducing the predictive accuracy of these estimates. As a result, our estimates of the total addressable market for our current or future products may prove to be incorrect. If the actual number of patients who would benefit from our products, the price at which we can sell products, or the total addressable market for our products is smaller than we have estimated, it may impair our sales growth and have an adverse impact on our business.We are dependent on limited third-party suppliers and manufacturers for some of the components and materials used in our products, and so long as we remain dependent on them, the loss of any of these suppliers and manufacturers, or any difficulties encountered by these suppliers and manufacturers in the production of our products, could harm our business.We rely on third-party suppliers to provide us with certain components of our products, some of which are single-source suppliers. In some cases, we do not have long-term supply agreements with, or guaranteed commitments from, our suppliers, including single-source suppliers. We depend on our suppliers to provide us and our customers with components and materials in a timely manner that meet our and their quality, quantity and cost requirements. These suppliers may encounter problems during manufacturing for a variety of reasons, any of which could delay or impede their ability to meet our demand. Our suppliers may also fail to comply with applicable federal, state or foreign laws or regulations, cease producing the components and materials required for our products or otherwise decide to cease doing business with us. If the suppliers, including the single-source suppliers, that we use are unable or unwilling to manufacture the components or materials in our required volumes, or at specified times, we may have to identify and qualify acceptable additional or alternative suppliers. This qualification process could take up to a fewÂ months and we may not find sufficient capacity in a timely manner or at an acceptable cost to satisfy our production requirements. Any supply interruption from our suppliers or failure to obtain alternative suppliers for any of the components used in our products would limit our ability to manufacture our products and could have a material adverse effect on our business, financial condition and results of operations.FDA review and approval of a new supplier may be required if these components or materials become unavailable from our current suppliers. Although there may be other suppliers that have equivalent components or materials that would be available to us, FDA approval of any alternate suppliers, if required, could take severalÂ months or more to obtain, if it is able to be obtained at all. Any delay, interruption or cessation of production by our third-party suppliers of important components or materials, or any delay in qualifying new components or materials, if necessary, would prevent or delay our ability to manufacture our products.If we experience a significant disruption in our information technology systems or security incidents, our business could be adversely affected, including our ability to operate, the loss of confidential and proprietary information, increased remediation costs, and reputational damage.We rely, or will rely, on information technology systems to keep financial records, facilitate our research and development initiatives, manage our manufacturing operations, maintain quality control, fulfill customer orders, maintain corporate records, communicate with staff and external parties and operate other critical functions. Our information technology systems and those of our vendors and partners are potentially vulnerable to disruption due to breakdown, malicious intrusion and computer viruses or other disruptive events, including, but not limited to, natural disasters and catastrophes. Cyberattacks and other malicious internet-based activity continue to increase, and cloud-based platform providers of services have been and are expected to continue to be targeted. Methods of attacks on information technology systems and data security breaches change frequently, are increasingly complex and sophisticated, including social engineering and phishing scams, and can originate from a wide variety of sources. In addition to traditional computer â€œhackers,â€ malicious code, such as viruses and worms, employee theft or misuse, denial-of-service attacks and sophisticated nation-state and nation-state supported actors now engage in attacks, including advanced persistent threat intrusions. Despite our efforts to create security barriers to such threats, it is virtually impossible for us to entirely mitigate these risks. In addition, we have not finalized our information technology and data security procedures and therefore, our information technology systems may be more susceptible to cybersecurity attacks than if such security procedures were finalized. Despite any of our current or future efforts to protect against cybersecurity attacks and data security breaches, there is no guarantee that our efforts are adequate to safeguard against all such attacks and breaches. Moreover, it is possible that we may not be able to anticipate, detect, appropriately react and respond to, or implement effective preventative measures against, all cybersecurity incidents.If our security measures, or those of our vendors and partners, are compromised due to any cybersecurity attacks or data security breaches, including as a result of third-party action, employee or customer error, malfeasance, stolen or fraudulently obtained log-in credentials or otherwise, our business and reputation may be harmed, we could become subject to litigation and we could incur significant liability. If we were to experience a prolonged system disruption in

our information technology systems or those of certain of our vendors and partners, it could negatively impact our ability to serve our customers, which could adversely impact our business, financial condition, results of operations and prospects. If operations at our facilities were disrupted, it may cause a material disruption 24 Table of Contentsin our business if we are not capable of restoring functionality on an acceptable timeframe. In addition, our information technology systems, and those of our vendors and partners, are potentially vulnerable to data security breaches, whether by internal bad actors, such as employees or other third parties with legitimate access to our or our third-party providersâ€™ systems, or external bad actors, which could lead to the exposure of personal data, sensitive data and confidential information to unauthorized persons. Any such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the exposure of personal information, including sensitive personal information, of our employees, customers and others, any of which could have a material adverse effect on our business, reputation, financial condition and results of operations.In addition, any such access, disclosure or other loss or unauthorized use of information or data could result in legal claims or proceedings, regulatory investigations or actions, and other types of liability under laws that protect the privacy and security of personal information, including federal, state and foreign data protection and privacy regulations, violations of which could result in significant penalties and fines. In addition, U.S. and international laws and regulations that have been applied to protect user privacy (including laws regarding unfair and deceptive practices in the U.S. and the General Data Protection Regulation (GDPR) in the European Union) may be subject to evolving interpretations or applications. Furthermore, defending a suit, regardless of its merit, could be costly, divert managementâ€™s attention and harm our reputation. In addition, although we seek to detect and investigate data security incidents, security breaches and other incidents of unauthorized access to our information technology systems and data can be difficult to detect and any delay in identifying such breaches or incidents may lead to increased harm and legal exposure. Moreover, there could be public announcements regarding any cybersecurity incidents and any steps we take to respond to or remediate such incidents, and if securities analysts or investors perceive these announcements to be negative, it could, among other things, have a material adverse effect on the price of Common Stock.The cost of protecting against, investigating, mitigating and responding to potential breaches of our information technology systems and data security breaches and complying with applicable breach notification obligations to individuals, regulators, partners and others can be significant. As cybersecurity incidents continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. The inability to implement, maintain and upgrade adequate safeguards could have a material adverse effect on our business, financial condition, results of operations and prospects.We may be unable to manage our anticipated growth effectively.Our anticipated growth will place significant strains on our management, operational and manufacturing systems and processes, sales and marketing team, financial systems and internal controls and other aspects of our business. We must upgrade our internal business processes and capabilities to create the scalability that a growing business demands. As of SeptemberÂ 30, 2024, we had 80 employees. To execute our anticipated growth successfully, we must continue to attract and retain qualified personnel and manage and train them effectively. Developing and commercializing the ablation technology will require us to hire and retain scientific, sales and marketing, software, manufacturing, customer service, distribution and quality assurance personnel. In addition, we expect that we will need to hire additional accounting, finance and other personnel as a public company. As a public company, our management and other personnel will need to devote a substantial amount of time towards maintaining compliance with these requirements and effectively manage these growth activities. We may face challenges integrating, developing and motivating our rapidly growing employee base.Further, our anticipated growth will place additional strain on our suppliers and manufacturing facilities, resulting in an increased need for us to carefully monitor quality assurance. Any failure by us to manage our growth effectively could have an adverse effect on our ability to achieve our development and commercialization goals.Our ability to successfully transition from a largely development stage company to a full scale commercial operation is uncertain given the fact that we have been in operation since 2011. As we continue to grow, we will be required to implement more complex organizational management structures and may find it increasingly difficult to maintain the benefits of our corporate culture, including our ability to quickly develop and launch new and innovative products. If we do not successfully manage our anticipated growth, our business, financial condition, results of operations, and prospects could be harmed.25 Table of ContentsWe may acquire other companies or technologies, or form strategic partnership with other companies, which could divert our managementâ€™s attention, increase our capital requirements, and otherwise disrupt our operations, subject us to other risks and harm our operating results.We may in the future seek to acquire or invest in businesses, applications or technologies that we believe could complement or expand our ablation technology product or future products, enhance our technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of our management and cause us to incur various costs and expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. We may not be able to identify desirable acquisition targets or be successful in entering into an agreement with any particular target or obtain the expected benefits of any acquisition or investment.To date, the growth of our operations has been organic, and we have limited experience in acquiring other businesses or technologies. We may not be able to successfully integrate acquired personnel, operations and technologies, or effectively manage the combined business following an acquisition. Acquisitions could also result in dilutive issuances of equity securities, the use of our available cash, or the incurrence of debt, which could harm our operating results. In addition, if an acquired business fails to meet our expectations, our operating results, business and financial condition may suffer.If we are unable to recruit and retain key executives and scientists, we may be unable to achieve our goals.Our success depends largely on the continued services of key members of our executive management team and others in key management positions. We do not currently maintain key person life insurance policies on any of our employees. If we lose one or more key employees, we may experience difficulties in competing effectively, developing our technologies and implementing our business strategy.In addition, our research and development programs, clinical operations and sales and marketing efforts depend on our ability to attract and retain highly skilled scientists, engineers and sales professionals. Competition for skilled personnel in our market is intense, and we have from time to time experienced, and expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications on acceptable terms, or at all. Many of the companies with which we compete for experienced personnel have greater resources than we do, and any of our employees may terminate their employment with us at any time. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached legal obligations, resulting in a diversion of our time and resources and, potentially, damages. In addition, job candidates and existing employees often consider the value of the stock awards they receive in connection with their employment. If the perceived benefits of our stock awards decline, it may harm our ability to recruit and retain highly skilled employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be harmed.Our products could have unknown defects or errors, which may give rise to claims against us and adversely affect market adoption of our products.Our business is subject to significant risks associated with the design, manufacturing, distribution and use of medical devices that are placed inside the human body, including the risk that patients may be severely injured by or even die from the misuse or malfunction of our products caused by design flaws or manufacturing defects. In addition, component failures, design defects, off-label uses or inadequate disclosure of product-related information discovered after commercial shipment or during commercial use could result in an unsafe condition or the injury or death of a patient. These problems could lead to a voluntary recall or market withdrawal of, or issuance of a safety alert relating to, our products and could result in significant costs, negative publicity and adverse competitive pressure. Furthermore, the reporting of product defects or voluntary recalls to the FDA or analogous regulatory bodies outside the United States could result in manufacturing audits, inspections and broader recalls or other disruptions to our manufacturing processes. The circumstances giving rise to recalls are unpredictable, and any recalls of existing or future products could have a material adverse effect on our business, financial condition and results of operations.We provide a limited warranty that our products are free of material defects and conform to specifications, and offers to repair, replace or refund the purchase price of defective products. As a result, we bear the risk of potential warranty claims on our products. In the event that we attempt to recover some or all of the expenses associated with a warranty claim against us from our suppliers or vendors, we may not be successful in claiming recovery and any recovery from such vendor or supplier may not be adequate.The medical device industry has historically been subject to extensive litigation over product liability claims. We may be subject to product liability claims if our products cause, or merely appear to have caused, an injury or death, even if due to physician error. In 26 Table of Contentsaddition, an injury or death that is caused by the activities of our suppliers, such as those that provide us with components and raw materials, or by an aspect of a treatment used in combination with our products, such as a complementary drug or anesthesia, may be the basis for a claim against us by patients, hospitals, physicians or others purchasing or using our products, even if our products were not the actual cause of such injury or death. We may choose to settle any such claims even if we believe that such injuries were not due to failure of our products. An adverse outcome of any such claim involving one of our products could result in reduced market acceptance and demand for any or all of our products and could harm our reputation or brand and our ability to market our products in the future. In some circumstances, adverse events arising from or associated with the design, manufacture or marketing of our products could result in the suspension or delay of regulatory reviews of our premarket notifications or applications for marketing. Any of the foregoing problems could disrupt our business and have a material adverse effect on our business, financial condition and results of operations.Although we carry product liability insurance, including for clinical trials and product marketing, we can give no assurance that such coverage will be available or adequate to satisfy any claims. Product liability insurance is expensive, subject to significant deductibles and exclusions, and may not continue to be available on acceptable terms, if at all. Any product liability claims brought against us, with or without merit, could increase our product liability insurance rates or prevent us from securing continuing coverage, harm our reputation, significantly increase our expenses, and reduce product sales. If we are unable to obtain or maintain insurance at an acceptable cost or on acceptable terms with adequate coverage or otherwise protect against potential product liability claims, we could be exposed to significant liabilities. Product liability claims could cause us to incur significant legal fees and deductibles and claims in excess of our insurance coverage would be paid out of cash reserves, harming our financial condition and operating results. Defending a suit, regardless of our merit or eventual outcome, could be costly, could divert managementâ€™s attention from our business and might result in adverse publicity, which could result in reduced acceptance of our products in the market, product recalls or market withdrawals.We are required to file adverse event reports under Medical Device Reporting (â€œMDRâ€) regulations with the FDA, which reports are publicly available on the FDAâ€™s website. We are required to file MDRs if our products may have caused or contributed to a serious injury or death or malfunctioned in a way that would be likely to cause or contribute to a serious injury or death if it were to recur. Any such MDR that reports a significant adverse event could result in negative publicity, which could harm our reputation and future sales. If we fail to report these events to the FDA within the required timeframes, or at all, the FDA could take enforcement action against us. Any such adverse event involving our products could also result in future voluntary corrective actions, such as recalls or customer notifications, or agency action, such as inspection or enforcement action. Any corrective action, whether voluntary or involuntary, as well as defending against potential lawsuits, will require the dedication of our time and capital, distract management from operating our business, and may harm our reputation and financial results. Analogous reporting obligations exist in the European Union and other jurisdictions outside the United States. See â€œÃ¾Risks Related to Regulatory and Legal Compliance Mattersâ€ for further detail.Consolidation in the medical device industry could have an adverse effect on our revenue and results of operations.Many medical device companies are consolidating to create new companies with greater market power. As the medical device industry consolidates, competition to provide goods and services to industry participants will become more intense. These industry participants may try to use their market power to negotiate price concessions or reductions for their products. If we reduce our prices because of consolidation in the medical device industry, our revenue would decrease, which could have a material adverse effect on our business, financial condition and results of operations.We have limited data and experience regarding the safety and efficacy of our products. Results of earlier trials may not be predictive of future clinical trial results, and planned trials may not establish an adequate safety or efficacy profile for such products and other planned or future products, which would affect market acceptance of these products.We have performed clinical trials with only limited patient populations. The long-term effects of using our products in a large number of patients has not been studied and the results of short-term clinical use of such products do not necessarily predict long-term clinical benefits or reveal long-term adverse effects. The results of clinical trials of our products conducted to date and ongoing or future trials and trials of our current, planned or future products may not be predictive of the results of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. Our interpretation of data and results from our clinical trials do not ensure that we will achieve similar results in future clinical trials in other patient populations. In addition, preclinical and clinical data are often susceptible to various interpretations and analyses, and many companies that have believed their products performed satisfactorily in preclinical studies and earlier clinical trials have nonetheless failed to replicate such results in later clinical trials and 27 Table of Contentssubsequently failed to obtain marketing approval. Products in later stages of clinical trials may fail to show the desired safety and efficacy despite having progressed through nonclinical studies and earlier clinical trials.If our clinical trials are unsuccessful or significantly delayed, or if we do not complete our clinical trials, our business may be harmed.Clinical development is a long, expensive and uncertain process and is subject to delays and the risk that products may ultimately prove unsafe or ineffective in treating the indications for which they are designed. Completion of clinical trials may take severalÂ years or more. Clinical trials can be delayed for a variety of reasons, including delays in obtaining regulatory approval to commence a trial, in reaching an agreement on acceptable clinical trial terms with prospective sites, in obtaining institutional review board (â€œIRBâ€) approval at each site, in recruiting patients to participate in a trial or in obtaining sufficient supplies of clinical trial materials.In SeptemberÂ 2023, we announced the first Ventricular Tachycardia (VT) ULTC procedure performed using the Adagio VT Cryoablation System in the United States as part of the FULCRUM-VT early feasibility (EFS IDE) clinical trial. This bi-directionally deflectable catheter is compatible with the same ULTC energy source as in the iCLAS ULTC System for which follow-up data collection remains ongoing in the US IDE study, and which is under FDA review pursuant to a Modular PMA submission for the treatment of persistent AF. Delays in the completion of these and other clinical testing could significantly affect our product development costs. The completion of clinical trials can be delayed for a number of reasons, including delays related to: inability to enroll sufficient numbers of study subjects in a timely manner; unexpected or serious adverse effects related to our medical device candidate experienced by patients in a clinical trial; and retaining patients who have initiated a clinical trial, but may withdraw due to treatment protocol, adverse effects from the therapy, lack of effectiveness from the treatment or personal issues or who may not return for a sufficient number of post-operative visits. Clinical trials may also be delayed, suspended or terminated as a result of ambiguous or negative interim results, or results that are inconsistent with earlier results. In addition, a clinical trial may be suspended or terminated by us, the FDA, other regulatory authorities, or other numerous unforeseen factors or events during or because of the clinical trial process, including:â—failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols;â—enrollment in our clinical trials may be slower than we anticipate, or we may experience high screen failure rates in our clinical trials, resulting in significant delaysÍ¾â—our clinical trials may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical and/or preclinical testing which may be expensive and time-consumingÍ¾â—trial results may not meet the level of statistical significance required by the FDA or other regulatory authoritiesÍ¾â—the FDA or similar foreign regulatory authorities may find the product is not sufficiently safe for investigational use in humansÍ¾â—the FDA or similar foreign regulatory authorities may interpret data from preclinical testing and clinical trials in different ways than we doÍ¾â—there may be delays or failure in obtaining approval of our clinical trial protocols from the FDA or other regulatory authoritiesÍ¾â—there may be delays in obtaining IRB approvals or governmental approvals to conduct clinical trials at prospective sitesÍ¾â—the FDA or similar foreign regulatory authorities may find our or our suppliersâ€™ manufacturing processes or facilities unsatisfactoryÍ¾â—the FDA or similar foreign regulatory authorities may change their review policies or adopt new regulations that may negatively affect or delay our ability to bring a product to market or receive approvals or clearances to treat new indicationsÍ¾â—we may have trouble in managing multiple clinical sitesÍ¾28 Table of Contentsâ—we may experience delays in agreeing on acceptable terms with third-party research organizations and trial sites that may help us conduct the clinical trialsÍ¾ andâ—we, or regulators, may suspend or terminate our clinical trials because the participating patients are being exposed to unacceptable health or safety risks, such as the death of a patient in our iCLAS IDE trial in OctoberÂ 2021, which caused our to voluntarily pause the study for sixÂ months (between NovemberÂ 2021 and AprilÂ 2022) in order to investigate and take corrective actions and obtain FDA approval to resume the study.Delays in clinical development or delays in our ability to achieve regulatory clearance or approval, if at all, may impact the costs, timing or successful completion of a clinical trial. Moreover, failures or perceived failures in our clinical trials will delay and may prevent our product development and regulatory clearance or approval process, damage our business prospects and negatively affect our reputation and competitive position.Since we commercialize our products outside of the United States, our international business could expose us to business, regulatory, political, operational, financial, and economic risks associated with doing business outside of the United

States.Since we commercialize our products outside of the United States, our international business could expose us to business, regulatory, political, operational, financial, and economic risks associated with doing business outside of the United States. Engaging in international business inherently involves a number of difficulties and risks, including:â—required compliance with existing and changing foreign regulatory requirements and laws;â—required compliance with U.S. laws such as the Foreign Corrupt Practices Act (the â€œFCPAâ€), and other U.S. federal laws and regulations established by the office of Foreign Asset Control;â—difficulties in developing effective marketing campaigns in unfamiliar markets;â—export or import restrictions;â—increased financial accounting and reporting burdens and complexities;â—protection of intellectual property;â—laws and business practices favoring local companies;â—foreign currency exchange, longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems;â—political and economic instability;â—changes in social, economic, and political conditions or in laws, regulations and policies governing foreign trade, intellectual property, manufacturing, research and development, and investment both domestically as well as in the other countries and jurisdictions in which we operate and into which we may sell our products including as a result of the separation of the United Kingdom from the European Union (Brexit);â—potentially adverse tax consequences, tariffs, customs charges, bureaucratic requirements and other trade barriers;â—difficulties and costs of staffing and managing foreign operations; andâ—difficulties protecting, maintaining, enforcing or procuring intellectual property rights.If one or more of these risks occurs, it could require us to dedicate significant resources to remedy such occurrence, and if we are unsuccessful in finding a solution, our financial results could suffer.29 Table of ContentsUnfavorable U.S. or global economic conditions as a result of the COVID-19 pandemic, political instability, natural disasters, or otherwise, could adversely affect our ability to raise capital and our business, financial condition and results of operations.While the potential economic impact, and the duration of, the COVID-19 pandemic is difficult to assess or predict, the COVID-19 pandemic has resulted in, and may continue to result in, extreme volatility and disruptions in the capital and credit markets, reducing our ability to raise additional capital through equity, equity-linked or debt financings, which could negatively impact our short-term and long-term liquidity and our ability to operate in accordance with our operating plan, or at all. In addition, our results of operations could be adversely affected by general conditions in the global economy and financial markets. A severe or prolonged economic downturn could result in a variety of risks to our business, including weakened demand for our products and our ability to raise additional capital when needed on favorable terms, if at all. A weak or declining economy could strain our customersâ€™ budgets or cause delays in their payments to us. Further, the COVID-19 pandemic has caused, and could in the future continue to cause, and other factors could contribute to causing, delays or disruptions in our supply chain and labor shortages and shutdowns. Any of the foregoing could harm our business, and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our ability to raise capital and our business, financial condition and results of operations.If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner or prevent fraud, which could harm our business.Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations in a timely manner, or at all. In addition, any testing by us conducted in connection with SectionÂ 404(a)Â of the Sarbanes-Oxley Act of 2002 (the â€œSarbanes-Oxley Actâ€) or any subsequent testing by our independent registered public accounting firm in connection with SectionÂ 404(b)Â of the Sarbanes-Oxley Act, may reveal deficiencies in our internal controls over financial reporting that are deemed to be significant deficiencies or material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of Common Stock.We will be required to disclose material changes made in our internal controls over financing reporting and procedures on a quarterly basis and our management will be required to assess the effectiveness of these controls annually. We will be required to make a formal assessment of the effectiveness of our internal control over financial reporting, and once we cease to be an â€œemerging growth companyâ€ within the meaning of the Securities Act as modified by the Jumpstart Our Business Startups Act of 2012, as amended (the â€œJOBS Actâ€), we will be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. However, for as long as we are an emerging growth company, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal controls over financial reporting pursuant to SectionÂ 404(b)Â of the Sarbanes-Oxley Act.To achieve compliance with SectionÂ 404(a)Â of the Sarbanes-Oxley Act within the prescribed period, we will be engaging in a process to document and evaluate our internal control over financial reporting, which is both costly and challenging. In this regard, we will need to continue to dedicate internal resources, potentially engage outside consultants and adopt a plan to assess and document the adequacy of our internal control over financial reporting, continue steps to improve control processes as appropriate, validate through testing that controls are designed and operating effectively and implement a continuous reporting and improvement process for internal control over financial reporting.We could be an emerging growth company for up to fiveÂ years from the date of the ARYA initial public offering. An independent assessment of the effectiveness of our internal controls could detect problems that our managementâ€™s assessment might not identify. Undetected material weaknesses in our internal controls could lead to financial statement restatements and require us to incur the expense of remediation.If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operation could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of Common Stock.The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. We base our estimates on historical experience and estimates and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form 30 Table of Contentsthe basis for making judgments about the carrying values of assets, liabilities, equity, and expenses that are not readily apparent from other sources. For example, in connection with the implementation of the new revenue accounting standard if and when we have product sales, management makes judgments and assumptions based on our interpretation of the new standard. The new revenue standard is principle-based and interpretation of those principles may vary from company to company based on their unique circumstances. It is possible that interpretation, industry practice and guidance may evolve as we apply the new standard. If our assumptions underlying our estimates and judgements relating to our critical accounting policies change or if actual circumstances differ from our assumptions, estimates or judgements, our operating results may be adversely affected and could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of Common Stock.We are not in compliance with Nasdaqâ€™s audit committee requirements, and as a result our Common Stock may be delisted, which could have a material adverse effect on the liquidity of our Common Stock.On December 19, 2024, Shahram Moaddeb notified the Board of his resignation as a director of the Company, effective January 1, 2025. Mr. Moaddeb was an independent director, serving on the audit committee and compensation committee and as a result of his resignation, we are no longer in compliance with Nasdaqâ€™s audit committee requirements as set forth in Listing Rule 5605. Under Nasdaq Listing Rule 5605(c)(4), Nasdaq provided the Company a cure period in order to regain compliance as follows: (i) until the earlier of the Companyâ€™s next annual shareholdersâ€™ meeting or January 2, 2026 or (ii) if the next annual shareholdersâ€™ meeting is held before June 30, 2025, then the Company must evidence compliance no later than June 30, 2025. The Company is in the process of reviewing and evaluating potential options to regain compliance with these continued listing requirements noted above in a manner consistent with the cure period. There can be no assurance that the Company will successfully regain compliance with these continued listing requirements within the applicable cure period.If our facilities become unavailable or inoperable, our research and development program and commercialization launch plan could be adversely affected, which could materially and adversely impact our business, financial condition and results of operations.We currently maintain our research, development, manufacturing and administrative operations in a building located in Laguna Hills, California, and we do not have redundant facilities. Should our building be significantly damaged or destroyed by natural or man-made disasters, such as earthquakes, fires (both of which are prevalent in California) or other events, it could takeÂ months to relocate or rebuild, during which time our employees may seek other positions, our research, development and manufacturing would cease or be delayed and our products may be unavailable. Because of the time required to authorize manufacturing in a new facility under federal, state and non-U.S. regulatory requirements, we may not be able to resume production on a timely basis even if we were able to replace production capacity. While we maintain property and business interruption insurance, such insurance has limits and would not cover all damages, including losses caused by earthquakes or losses we may suffer due to our products being replaced by competitorsâ€™ products. If our facilities become inoperable, the inability to perform our research, development and manufacturing activities, combined with our limited inventory of materials and components and manufactured products, may cause physicians to discontinue using our products or harm our reputation, and we may be unable to re-establish relationships with such physicians in the future. Consequently, a catastrophic event at our current facility or any future facilities could have a material adverse effect on our business, financial condition and results of operations.We use hazardous chemicals and biological materials in our business. Any claims relating to improper handling, storage or disposal of these materials could be time consuming and costly.Our research and development processes and manufacturing involve the controlled use of hazardous materials, including select chemicals that may be flammables, toxic or corrosives. We do not currently have research processes involving biohazard materials. We cannot eliminate the risk of accidental contamination or discharge and any resultant injury from these materials. In addition, the products involve the use of a high-powered laser system, which could result in injury. We may be sued for any injury or contamination that results from our use or the use by third parties of these materials. We do not currently maintain separate environmental liability coverage and any such contamination or discharge could result in significant cost to us in penalties, damages and suspension of our operations.31 Table of ContentsRisks Related to Our Intellectual PropertyIf we are unable to obtain and maintain sufficient intellectual property protection for our products and technology, or if the scope of the intellectual property protection obtained is not sufficiently broad, competitors could develop and commercialize products similar or identical to our products, and our ability to successfully commercialize our products may be impaired.We rely on patent protection as well as trademark, copyright, trade secret and other intellectual property rights protection and contractual restrictions to protect our proprietary products and technologies, all of which provide limited protection and may not adequately protect our rights or permit us to gain or keep any competitive advantage. If we fail to obtain, maintain, protect and enforce our intellectual property, third parties may be able to compete more effectively against us. In addition, we may incur substantial litigation costs in our attempts to maintain, recover, enforce or otherwise restrict the use of our intellectual property.To the extent our intellectual property offers inadequate protection, or is found to be invalid or unenforceable, we would be exposed to a greater risk of direct competition. If our intellectual property does not provide adequate coverage of our products, our competitive position could be adversely affected, as could our business, financial condition, results of operations and prospects. Both the patent application process and the process of managing patent and other intellectual property disputes can be time-consuming and expensive.Our success depends in large part on our and our licensorsâ€™ ability to obtain and maintain protection of the intellectual property we may own solely and jointly with, or license from, third parties, particularly patents, in the United States and other countries with respect to our products and technologies. We apply for patents covering our products and technologies and uses thereof, as we deem appropriate. However, obtaining, maintaining, and enforcing patents is costly, time-consuming and complex, and we may fail to apply for patents on important products and technologies in a timely fashion or at all, or we may fail to apply for patents in potentially relevant jurisdictions. We may not be able to file and prosecute all necessary or desirable patent applications, or maintain, enforce and protect any patents that may issue from such patent applications, at a reasonable cost or in a timely manner or in all jurisdictions. It is possible that defects of form in the preparation or filing of our patents or patent applications may exist, or may arise in the future, for example with respect to proper priority claims, inventorship, assignment, recordation, document formalities, fees, claim scope or requests for patent term adjustments. It is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. If we delay filing a patent application, and a competitor files a patent application on the same or similar invention before we do, or the subject matter otherwise is made public by us or a competitor, our ability to secure patent rights may be limited or we may not be able to patent the invention at all. Even if we can patent the invention, we may be able to patent only a limited scope of the invention, and the limited scope may be inadequate to protect our products and technologies, or to block a competitorâ€™s products and technologies that are similar or adjacent. Our earliest patent filings have been published. A competitor may review our published patents and arrive at the same or similar technology advances for our products as it develops. If the competitor files a patent application on such an advance before we do, then we may no longer be able to protect that aspect of our products and technologies and we may require a license from the competitor, which may not be available on commercially viable terms. Moreover, we may not develop additional proprietary products, methods and technologies that are patentable. It may not have the right to control the preparation, filing and prosecution of patent applications, or to maintain the rights to patents licensed from or to third parties. Therefore, these patents and applications may not be prosecuted and enforced by such third parties in a manner consistent with the best interests of our business.The U.S. law relating to the patentability of certain inventions in the life sciences technology industry is uncertain and rapidly changing, which may adversely impact our existing patents or our ability to obtain patents in the future.Changes in either the patent laws or interpretation of the patent laws in the United States or in other jurisdictions could increase the uncertainties and costs surrounding the prosecution of patent applications and the enforcement or defense of issued patents. In the last decade, the U.S. Congress made sweeping changes to patent law in passing the America Invents Act (the â€œAIAâ€). These changes include, among others, allowing third-party submission of prior art to the United States Patent and Trademark Office (the â€œUSPTOâ€) during patent prosecution and additional procedures to challenge the validity of a patent by USPTO administered post-grant proceedings, including post-grant review, inter partes review and derivation proceedings. The changes brought about by the AIA have not been extensively tested, and therefore increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which could have a material adverse effect on our business, financial condition, results of operations and prospects.Various courts, including the U.S. Supreme Court, have recently rendered decisions that impact the scope of patentability of certain inventions or discoveries relating to our technology and commercial goals. Specifically, these decisions have substantially 32 Table of Contentsincreased the probability that patent claims will be ruled patent ineligible for reciting a natural phenomenon, law of nature or abstract idea. Furthermore, in view of these decisions, since DecemberÂ 2014, the USPTO has published and continues to publish revised guidelines for patent examiners to apply when examining claims for patent eligibility. Patent claims relating to software algorithms, biologically-derived reagents, methods for analyzing biological systems and other subject matters that underlies our technology and commercial goals are impacted by these changes.Actions taken by the U.S. Congress, federal courts and USPTO have from time to time narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. Similar changes have been made by authorities in other jurisdictions. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, such changes create uncertainty with respect to the value of patents, once obtained. Depending on decisions by authorities in various jurisdictions, the laws and regulations governing patents could change in unpredictable ways that may have a material adverse effect on our ability to obtain new patents and to defend and enforce our existing patents and patents that we might obtain in the future.We cannot assure you that our patent portfolio will not be negatively impacted by the current uncertain state of the law, new court rulings or changes in guidance or procedures issued by governments or patent offices around the world. From time to time, the U.S. Supreme Court, other federal courts, the U.S. Congress or the USPTO may change the standards of patentability, scope and validity of patents within the life sciences technology and any such changes, or any similar adverse changes in the patent laws of other jurisdictions, could have a negative impact on our business, financial condition, prospects and results of operations.We may not be able to protect our intellectual property rights throughout the world.Filing, prosecuting, maintaining, and defending patents on our products in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States.The laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of the United States, and we and any future licensor may encounter difficulties in protecting and defending such rights in foreign jurisdictions. Consequently, we and any future licensor may not be able to prevent third parties from practicing our inventions in some or all countries outside the United States, or from selling or importing products made using our or any future licensorâ€™s inventions in and into the United States or other jurisdictions. Competitors and other third parties may be able to use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and technologies and may also export infringing products to territories where we have patent protection, but enforcement is not as strong as that in the United States. These products may compete with our products. Our and any future licensorâ€™s patents or other intellectual property rights may not be effective or sufficient to prevent competitors from marketing

competing products. In addition, certain countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to other parties. Furthermore, many countries limit the enforceability of patents against other parties, including government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of any patents.Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of many other countries do not favor the enforcement of patents and other intellectual property protection, which could make it difficult for us to stop the misappropriation or other violations of our intellectual property rights including infringement of our patents in such countries. The legal systems in certain countries may also favor state-sponsored companies or companies headquartered in particular jurisdictions over our patents and other intellectual property protection. The absence of harmonized intellectual property protection laws and effective enforcement makes it difficult to ensure consistent respect for patent, trade secret, and other intellectual property rights on a worldwide basis. As a result, it is possible that we will not be able to enforce our rights against third parties that misappropriate our proprietary technology in those countries.Proceedings to enforce our or any future licensorâ€™s patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business, could put us and any future licensorâ€™s patents at risk of being invalidated or interpreted narrowly and us and any future licensorâ€™s patent applications at risk of not issuing, and could provoke third parties to assert claims against us. We and any future licensor may not prevail in any lawsuits that we and any future licensor initiates, or that are initiated against us or any future licensor, and the damages or other remedies awarded, if any, may not be commercially meaningful. In addition, changes in the law and legal decisions by courts in the United States and foreign countries may affect our ability to obtain adequate protection for our products, services and other technologies and the enforcement of intellectual property. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant 33 Table of Contentscommercial advantage from the intellectual property that we develop or license. Any of the foregoing events could have a material adverse effect on our business, financial condition, results of operations and prospects.We may become involved in lawsuits to defend against third-party claims of infringement, misappropriation or other violations of intellectual property or to protect or enforce our intellectual property, any of which could be expensive, time consuming and unsuccessful, and may prevent or delay our development and commercialization efforts.Litigation may be necessary for us to enforce our patent and proprietary rights and/or to determine the scope, coverage and validity of othersâ€™ proprietary rights. Litigation on these matters has been prevalent in our industry and we expect that this will continue. To determine the priority of inventions, we may have to initiate and participate in interference proceedings declared by the U.S. Patent and Trademark Office that could result in substantial legal fees and could substantially affect the scope of our patent protection. Also, our intellectual property may be subject to significant administrative and litigation proceedings such as invalidity, unenforceability, re-examination and opposition proceedings against our patents. The outcome of any litigation or other proceeding is inherently uncertain and might not be favorable to us, and we might not be able to obtain licenses to technology that we require or a competitor may have already obtained an exclusive license to such technology in some or all fields. Even if such licenses are obtainable, they may not be available at a reasonable cost. We could therefore incur substantial costs related to royalty payments for licenses obtained from third parties, which could negatively affect our gross margins. In some cases, the outcome of litigation may be to enjoin us from commercializing a patent protected technology. We could encounter delays in product introductions, or interruptions in product sales, as we develop alternative methods or products.In addition, if we resort to legal proceedings to enforce our intellectual property rights or to determine the validity, scope and coverage of the intellectual property or other proprietary rights of others, the proceedings could be burdensome and expensive, even if we were to prevail.Our commercial success may depend in part on our non-infringement of the patents or proprietary rights of third parties. Numerous significant intellectual property issues have been litigated, and will likely continue to be litigated, between existing and new participants in the life sciences market and competitors may assert that our products infringe their intellectual property rights as part of a business strategy to impede our successful entry into those markets. Third parties may assert that we are employing their proprietary technology without authorization.In addition, our competitors and others may have patents or may in the future obtain patents and may claim that use of our products infringes these patents. As we move into new markets and applications for our products, incumbent participants in such markets may assert their patents and other proprietary rights against us as a means of slowing or preventing our entry into such markets, or as a means to extract substantial license and royalty payments from us.Issued patents covering our products could be found invalid or unenforceable if challenged.Our owned patents and any future licensed patents and patent applications may be subject to validity, enforceability, inventorship, and priority disputes. The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability. Some of our patents or patent applications may be challenged at a future point in time in litigation, opposition, derivation, reexamination, inter partes review, post-grant review or interference or other similar proceedings. Any successful third-party challenge to our patents in this or any other proceeding could result in the unenforceability or invalidity of such patents, which may lead to increased competition to our business, and which could have a materially adverse effect on our business, financial condition, results of operations and prospects. In addition, if we or any future licensor initiates legal proceedings against a third party to enforce a patent covering our products, the defendant could counterclaim that such patent covering our products, as applicable, is invalid and/or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity or unenforceability are commonplace. There are numerous grounds upon which a third party can assert invalidity or unenforceability of a patent. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements for validity/patentability, including, but not limited to, patentable subject matter, lack of novelty, obviousness, non-enablement or sufficiency of the written description of the invention. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld materially relevant information from the relevant patent office, or made a misleading statement, during prosecution. Third parties may also raise similar claims before administrative bodies in the United States or abroad, even outside the context of litigation. Such mechanisms include ex parte re-examination, inter partes review, post-grant review, derivation and equivalent proceedings in non-U.S. jurisdictions, such as opposition proceedings. Such proceedings could result in revocation of or amendment to our patents in such a way that they no longer cover and protect our products or exclude competing products. With respect to the validity of our patents, for example, we cannot be certain that there is no invalidating prior art of which us, any future licensor, our patent counsel and the 34 Table of Contentspatent examiner were unaware during prosecution. The outcome following legal assertions of invalidity and unenforceability during patent litigation is unpredictable. If a defendant or other third party were to prevail on a legal assertion of invalidity or unenforceability, we would lose at least part, and perhaps all, of the patent protection for our products and technologies, which could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, if the breadth or strength of protection provided by our patents and patent applications is threatened, regardless of the outcome, it could dissuade companies from collaborating with us to license intellectual property or develop or commercialize current or future products.We may not be aware of all third-party intellectual property rights potentially relating to our products. Publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications in the United States and other jurisdictions are typically not published until approximately 18Â months after filing or, in some cases, not until such patent applications issue as patents. We might not have been the first to make the inventions covered by each of our pending patent applications and we might not have been the first to file patent applications for these inventions. To determine the priority of these inventions, we may have to participate in interference proceedings, derivation proceedings or other post-grant proceedings declared by the USPTO, or other similar proceedings in non-U.S. jurisdictions, that could result in substantial cost to us and the loss of valuable patent protection. The outcome of such proceedings is uncertain. No assurance can be given that other patent applications will not have priority over our patent applications. In addition, changes to the patent laws of the United States in the last decade allow for various post-grant opposition proceedings that have not been extensively tested, and their outcome is therefore uncertain. Furthermore, if third parties bring these proceedings against our patents, regardless of the merit of such proceedings and regardless of whether we are successful, we could experience significant costs and our management may be distracted. Any of the foregoing events could have a material adverse effect on our business, financial condition, results of operations and prospects.If we are unable to protect the confidentiality of our trade secrets, the value of our technology could be materially adversely affected and our business could be harmed.We rely heavily on trade secrets and confidentiality agreements to protect our unpatented know-how, technology and other proprietary information, including parts of the ULTC and PFCA products, and to maintain our competitive position. However, trade secrets and know-how can be difficult to protect. In particular, we anticipate that with respect to our technologies, these trade secrets and know how will over time be disseminated within the industry through independent development, the publication of journal articles describing the methodology, and the movement of personnel between academic and industry scientific positions.In addition to pursuing patents on our technology, we take steps to protect our intellectual property and proprietary technology by entering into agreements, including confidentiality agreements, non-disclosure agreements and intellectual property assignment agreements, with our employees, consultants, academic institutions, corporate partners and, when needed, our advisers. However, we cannot be certain that such agreements have been entered into with all relevant parties, and we cannot be certain that our trade secrets and other confidential proprietary information will not be disclosed or that competitors or other third parties will not otherwise gain access to our trade secrets or independently develop substantially equivalent information and techniques. For example, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Such agreements may not be enforceable or may not provide meaningful protection for our trade secrets or other proprietary information in the event of unauthorized use or disclosure or other breaches of the agreements, and we may not be able to prevent such unauthorized disclosure, which could adversely impact our ability to establish or maintain a competitive advantage in the market, business, financial condition, results of operations and prospects.Monitoring unauthorized disclosure is difficult, and we do not know whether the steps we have taken to prevent such disclosure are, or will be, adequate. If we were to enforce a claim that a third party had wrongfully obtained and was using our trade secrets, it would be expensive and time-consuming, it could distract our personnel, and the outcome would be unpredictable. In addition, courts outside the United States may be less willing to protect trade secrets.We also seek to preserve the integrity and confidentiality of our confidential proprietary information by maintaining physical security of our premises and physical and electronic security of our information technology systems, but it is possible that these security measures could be breached. If any of our confidential proprietary information were to be lawfully obtained or independently developed by a competitor or other third party, absent patent protection, we would have no right to prevent such competitor from using that technology or information to compete with us, which could harm our competitive position. Competitors or third parties could purchase our products and attempt to reverse-engineer or replicate some or all of the competitive advantages we derive from our development efforts, design around our protected technology, develop their own competitive technologies that fall outside the scope of our intellectual property rights or independently develop our technologies without reference to our trade secrets. If any of our trade 35 Table of Contentssecrets were to be disclosed to or independently discovered by a competitor or other third party, it could materially and adversely affect our business, financial condition, results of operations and prospects.We may be subject to claims challenging the inventorship or ownership of our patents and other intellectual property.We or any future licensor may be subject to claims that former employees, collaborators or other third parties have an interest in our patents, trade secrets or other intellectual property. For example, we or any future licensor may have inventorship disputes arise from conflicting obligations of employees, consultants or others who are involved in developing our products. In addition, counterparties to our consulting, software development, and other agreements may assert that they have an ownership interest in intellectual property developed under such arrangements. Litigation may be necessary to defend against claims challenging ownership or inventorship of our or any future licensorâ€™s ownership of our patents, trade secrets or other intellectual property. If we or any future licensor fails in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights, such as exclusive ownership of, or right to use, intellectual property that is important to our products. In such an event, we may be required to obtain licenses from third parties and such licenses may not be available on commercially reasonable terms or at all, or may be non-exclusive. If we are unable to obtain and maintain such licenses, we may need to cease the development, manufacture or commercialization of our products and technologies. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees, and certain customers or partners may defer engaging with us until the particular dispute is resolved. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects.We may not be able to protect and enforce our trademarks and trade names or build name recognition in our markets of interest thereby harming our competitive position.The registered or unregistered trademarks or trade names that we own may be challenged, infringed, circumvented, declared generic, lapsed or determined to be infringing on or dilutive of other marks owned by third parties. We may not be able to protect our rights in these trademarks and trade names, which we need in order to build name recognition. In addition, third parties may have filed, and may in the future file, for registration of trademarks similar or identical to our trademarks, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. Further, we may in the future enter into agreements with owners of such third party trade names or trademarks to avoid potential trademark litigation which may limit our ability to use our trade names or trademarks in certain fields of business. Over the long term, if we are unable to establish name recognition based on our trademarks and trade names, then we may not be able to compete effectively, and our business, financial condition, results of operations and prospects may be adversely affected. Our efforts to enforce or protect our proprietary rights related to trademarks, domain names, copyrights or other intellectual property may be ineffective and could result in substantial costs and diversion of resources. Any of the foregoing events could have a material adverse effect on our business, financial condition and results of operations.Patent terms may be inadequate to protect our competitive position of our products for an adequate amount of time.Patents have a limited lifespan. In the United States, if all maintenance fees are timely paid, the natural expiration of a patent is generally 20Â years from its earliest effective U.S. non-provisional filing date. While extensions may be available, the life of a patent, and the protection it affords, is limited. In the United States, a patentâ€™s term may, in certain cases, be lengthened by patent term adjustment, which compensates a patentee for administrative delays by the USPTO in examining and granting a patent, or may be shortened if a patent is terminally disclaimed over a commonly owned patent or a patent naming a common inventor and having an earlier expiration date. Even if patents covering our products are obtained, once the patent life has expired, we may be open to competition from competitive products. If one of our products requires extended development, testing and/or regulatory review, patents protecting such products might expire before or shortly after such products are commercialized. As a result, our portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours, which could have a material adverse effect on our business, financial condition and results of operations.Obtaining and maintaining our patent protection depends on compliance with various required procedures, document submissions, fee payments and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.Periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and/or applications will be due to be paid to the USPTO and various governmental patent agencies outside of the United States at several stages over the lifetime 36 Table of Contentsof the patents and/or applications. The USPTO and various non-U.S. governmental patent agencies require compliance with a number of procedural, documentary, fee payments and other similar provisions during the patent application process, and during the lifetime of the patent. In certain circumstances, we may rely on any future licensor, or third-party annuity payment service, to pay these fees due to the U.S. and non-U.S. patent agencies and to take the necessary action to comply with these requirements with respect to any future licensed intellectual property. In many cases, an inadvertent lapse can be cured by payment of a late fee or by other means in accordance with the applicable rules. However, there are situations in which non-compliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, our competitors may be able to enter the market without infringing our patents and this circumstance would have a material adverse effect on our business, financial condition, results of operations and prospects.We may be subject to claims that our employees, consultants, independent contractors or any third parties that have access to our confidential information or trade secrets have wrongfully used or disclosed confidential information of third parties or that our employees have wrongfully used or disclosed trade secrets of their former employers.We have employed and expect to employ individuals who were previously employed at universities or other companies, including, for example, our competitors or potential competitors. Although we try to ensure that our employees, consultants, advisors and independent contractors do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that our employees, advisors, consultants or independent contractors have inadvertently or otherwise misappropriated, used or disclosed intellectual property, including trade secrets or other proprietary information of their former employers or other third

parties, or to claims that we have improperly used or obtained such trade secrets. Litigation may be necessary to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights and face increased competition to our business. Any such litigation or the threat thereof may adversely affect our ability to hire employees or contract with advisors, contractors and consultants. A loss of key research personnel work product could hamper or prevent our ability to commercialize potential products, which could harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to management. This type of litigation or proceeding could substantially increase our operating losses and reduce our resources available for development activities. Some of our competitors may be able to sustain the costs of this type of litigation or proceedings more effectively than we can because of their substantially greater financial resources.In addition, while it is our policy to require our employees and contractors who may be involved in the conception or development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who, in fact, conceives or develops intellectual property that we regard as our own. The assignment of intellectual property rights may not be self-executing, or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. Furthermore, individuals executing agreements with us may have pre-existing or competing obligations to a third party, such as an academic institution, and thus an agreement with we may be ineffective in perfecting ownership of inventions developed by that individual, which could have a material adverse effect on our business, financial condition, results of operations, and prospects.Furthermore, we or any future licensor may in the future be subject to claims by former or current employees, consultants or other third parties asserting an ownership right or inventorship in our owned, or any future licensed, patents or patent applications. An adverse determination in any such proceeding may result in loss of exclusivity or freedom to operate or in patent claims being narrowed, invalidated or held unenforceable, in whole or in part, which could limit our ability to stop others from using or commercializing similar technology, without payment to us, or could limit the duration of the patent protection covering our technology and products. Such challenges may also result in our inability to develop, manufacture or commercialize our products without infringing third-party patent rights. Any of the foregoing could harm our business, financial condition, results of operations and prospects.If we cannot license rights to use technologies on reasonable terms, we may not be able to commercialize new products in the future.We may identify third-party technology that we may need to license or acquire in order to develop or commercialize our products or technologies, including the ULTC and PFCA products. However, we may be unable to secure such licenses or acquisitions. The licensing or acquisition of third-party intellectual property rights is a competitive area, and several more established companies may pursue strategies to license or acquire third-party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources, or greater development and 37 Table of Contentscommercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us.We also may be unable to license or acquire third-party intellectual property rights on terms that would allow us to make an appropriate return on our investment or at all. In return for the use of a third partyâ€™s technology, we may agree to pay the licensor royalties based on sales of our products or services. Royalties are a component of cost of products or technologies and would affect the margins on our products. We may also need to negotiate licenses to patents or patent applications before or after introducing a commercial product. We may not be able to obtain necessary licenses to patents or patent applications, and our business may suffer if we are unable to enter into the necessary licenses on acceptable terms or at all, if any necessary licenses are subsequently terminated, if the licensor fails to abide by the terms of the license or fails to prevent infringement by third parties, or if the licensed intellectual property rights are found to be invalid or unenforceable.Our use of open source software and failure to comply with the terms of the underlying open source software licenses could impose limitations on our ability to commercialize our products and provide third parties access to our proprietary software.Our products utilize open source software that contain modules licensed for use from third-party authors under open source licenses. In particular, some software may be provided under license arrangements that allow use of the software for research or other noncommercial purposes. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source software licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source software licenses contain requirements that the licensee make its source code publicly available if the licensee creates modifications or derivative works using the open source software, depending on the type of open source software the licensee uses and how the licensee uses it. If we combine our proprietary software with open source software in a certain manner, we could, under certain open source software licenses, be required to release the source code of our proprietary software to the public for free. This would allow our competitors and other third parties to create similar products with less development effort and time and ultimately could result in a loss of our product sales and revenue, which could have a materially adverse effect on our business, financial condition, results of operations and prospects. In addition, some companies that use third-party open source software have faced claims challenging their use of such open source software and their compliance with the terms of the applicable open source license. We may be subject to suits by third parties claiming ownership of what we believe to be open source software, or claiming non-compliance with the applicable open source licensing terms. Use of open source software may also present additional security risks because the public availability of such software may make it easier for hackers and other third parties to compromise or attempt to compromise our technology platform and systems.Although we review and monitor our use of open source software to avoid subjecting our proprietary software to conditions we do not intend, the terms of many open source software licenses have not been interpreted by United States courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our products and proprietary software. Moreover, we cannot assure investors that our processes for monitoring and controlling our use of open source software in our products will be effective. If we are held to have breached the terms of an open source software license, we could be subject to damages, required to seek licenses from third parties to continue offering our products on terms that are not economically feasible, to re-engineer our products, to discontinue the sale of our products if re-engineering could not be accomplished on a timely basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, financial condition, results of operations and prospects.Intellectual property rights do not necessarily address all potential threats.The degree of future protection afforded by our intellectual property rights is uncertain because intellectual property rights have limitations and may not adequately protect our business or permit us to maintain our competitive advantage. For example:â—others may be able to make products that are similar to products and technologies we may develop or may be able to utilize similar technologies that are not covered by the claims of the patents that we own or license now or in the future;â—we, or any future licensor(s), might not have been the first to make the inventions covered by the issued patent or pending patent application that we own, license or may own in the future;â—we, or any future licensor(s), might not have been the first to file patent applications covering certain of our or their inventions;38 Table of Contentsâ—others may independently develop similar or alternative technologies or duplicate any of our technologies without infringing, misappropriating or otherwise violating our owned or future licensed intellectual property rights;â—it is possible that our pending patent applications or those that we may license or own in the future will not lead to issued patents;â—issued patents that we hold rights to may be held invalid or unenforceable, including as a result of legal challenges by our competitors;â—our competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets;â—we may not develop additional proprietary technologies that are patentable;â—the patents of others may harm our business; andâ—we may choose not to file a patent for certain trade secrets or know-how, and a third party may independently derive, use, commercialize, publish or patent such intellectual property.Should any of these events occur, they could materially adversely affect our business, financial condition, results of operations and prospects.Risks Related to Regulatory and Legal Compliance MattersWe expect to incur substantial expenses in our pursuit of regulatory clearances and approvals for our products in the United States and can provide no assurances that we will obtain the necessary approvals from the FDA to market our products in the United States.The United States is a key market for commercialization of our products. Before we can market our products in the United States, we must conduct and successfully complete extensive clinical trials and then receive 501(k)Â clearance or Premarket Approval (â€œPMAâ€) from the FDA. The time required to obtain approval by the FDA and comparable non-U.S. regulatory authorities may be unpredictable and depends upon numerous factors, including the substantial discretion of such regulatory authorities. In addition, policies, regulations or the type and amount of preclinical and clinical data necessary to gain clearance or approval may change during the course of a productâ€™s life-cycle. We are required to undertake and complete certain studies to generate data required to support submissions to the FDA and certain other regulatory authorities, which studies may require additional capital and time. The FDA can delay, limit or deny clearance or approval of a device for many reasons, including:â—our inability to demonstrate to the satisfaction of the FDA or the applicable regulatory entity or notified body that our products are safe and effective for their intended uses;â—the disagreement of the FDA or the applicable foreign regulatory body with the design or implementation of our clinical trials or the interpretation of data from preclinical studies or clinical trials;â—serious and unexpected adverse device effects experienced by participants in our clinical trials;â—the data from our preclinical studies and clinical trials may be insufficient to support clearance or approval, where required;â—our inability to demonstrate that the clinical and other benefits of the product outweigh the risks;â—the manufacturing process, facilities, or third-party manufacturers or suppliers we use may not meet applicable requirements;â—inadequate compliance with preclinical, clinical or other regulations by us, our clinical investigators, or clinical trial service provides (e.g., contract research organizations); and39 Table of Contentsâ—the potential for approval policies or regulations of the FDA or applicable foreign regulatory bodies to change significantly in a manner rendering our clinical data or regulatory filings insufficient for clearance or approval.It is possible that none of our products or any products we may seek to develop in the future will ever be cleared or approved by the FDA. Any delays in, or failure to receive or maintain, clearance or approval for our products could prevent us from generating revenue from these products or achieve profitability. Furthermore, even if we were to obtain 501(k)Â clearance or PMA approval for our products, neither clearance nor approval by the FDA nor our existing CE Marks ensures approval by regulatory authorities in other countries or jurisdictions that we may target for commercialization of the iCLAS or vCLAS systems, and approval by one regulatory authority does not ensure approval by regulatory authorities in other countries or clearance or approval by the FDA. If we do not receive or maintain regulatory clearances or approvals for our products in the United States and other jurisdictions that we target for commercialization of our products, we will not be able to successfully commercialize our products, which could substantially impair our ability to generate revenues and materially harm our business, financial condition and results of operations.We may be subject to enforcement action if we engage in improper or off-label marketing or promotion of our products, including significant legal liability, fines, penalties, and injunctions, which could materially and adversely affect our business, financial condition and results of operations.We are not permitted to promote or market our products in the United States until FDA clearance or approval is obtained. After clearance or approval, our promotional materials and user training methods must comply with the requirements of the FDA and other applicable laws and regulations, including the prohibition of the promotion of unapproved, or â€œoff-label,â€ uses. Practitioners may use our products off-label, as the FDA does not restrict or regulate a practitionerâ€™s choice of treatment within the practice of medicine. However, if the FDA determines that our promotional materials or training constitutes promotion of an off-label use, it could request that we modify our training or promotional materials or subject us to regulatory or enforcement actions, including the issuance of an untitled letter, a warning letter, injunction, seizure, civil fine, or criminal prosecution. Other federal, state, or foreign enforcement authorities, including the U.S. Department of Justice, might also take action if they consider our promotional or training materials to constitute promotion of an off-label use, which could result in significant fines or penalties under other statutory authorities, such as laws prohibiting false claims for reimbursement. In that event, our reputation could be damaged, which may lead to reduced or non-acceptance of our proposed product candidates by the market. In addition, the off-label use of our products may increase the risk of product liability claims. Product liability claims are expensive to defend and could divert the attention of our management, result in substantial damage awards against us, and harm our reputation.Adverse findings in post-marketing vigilance or regulatory audits could subject us to suspension or withdrawal of our certificates of conformity, mandatory product recalls and significant legal liability, which could materially and adversely affect our business, financial condition and results of operations.In MayÂ 2020, Adagio Medical received an EC certificate of conformity (â€œCE Markâ€) from its notified body (a private organization designated by the competent authorities of the EEA, to conduct conformity assessments and verify the conformity of manufacturers and their medical devices with the Essential Requirements of the EU Medical Devices Directive and the EU Medical Devices Regulations) for its Cryoablation Console, iCLAS Cryoablation Catheter, Shaped Stylets, and Esophageal Warming Balloon Catheter allowing the CE Mark to be affixed to such products permitting such products to be placed on the market within any state in the EEA and, through mutual recognition agreements, Switzerland (subject to certain localized registration and language requirements). In MarchÂ 2024, Adagio Medical received an EC certificate of conformity for the VT Cryoablation System (vCLASâ„¢ Catheter and updated Cryoablation Console) under the EU Medical Devices Regulation (i.e., European Union Regulation 2017/745). The updated Console is compatible with both iCLAS and vCLAS catheters. Manufacturers of medical devices in the EEA are required to implement post-marketing vigilance procedures with respect to their CE Marked medical devices in accordance with the rulesÂ governing the Medical Device Vigilance System provided for in European Commissionâ€™s MDR ChapterÂ VII. Such post-marketing vigilance procedures include surveillance of patient and user complaints and alleged incidents associated with the use of CE Marked medical devices. MDR ArticleÂ 2(64) and (65) define incidents as any malfunction or deterioration in the characteristics and/or performance of a device made available on the market, including user error due to ergonomic features, as well as any inadequacy in information supplied by the manufacturer and any undesirable side-effects and serious incidents as any incident which, directly or indirectly, led, might lead to or might have led to (a)Â the death of a patient, or user or of other persons, (b)Â to the temporary or permanent serious deterioration in their state of health, or (c)Â serious public health threat. When a medical device is suspected to have a causal relationship with an incident that led or might have led to death of or the serious deterioration of the health of a patient, or user or of other person, its manufacturer or authorized representative in the EU must report it to the competent authority in whose territory the incident occurred. Serious incidents must be reported no later than 15 calendarÂ days, and in some cases no later than 2 calendarÂ days, after the manufacturer becomes aware of the incident. In addition to reporting the serious incidents, the manufacturer 40 Table of Contentsmust investigate and take any corrective action required, including Field Safety Corrective Actions (â€œFSCAsâ€). For a reportable serious incident, the manufacturerâ€™s investigation is monitored by the competent authority, which may intervene, or initiate an independent investigation if considered appropriate. The required corrective action depends on the seriousness of the incident and varies from the issuance of advisory notices to the implementation of FSCAs or product recalls. FSCAs must be reported by the manufacturer or its authorized representative to the competent authorities of the countries affected by the FSCA. Customers and/or the end users of the medical device must also be notified. Incidents not requiring reporting to the competent authorities must be documented, reviewed, investigated and analyzed on a regular basis by the manufacturer to determine whether trending conclusions can be made concerning the safety or performance of the medical device and whether actions must be taken in relation to the continued marketing of medical devices currently on the market.In MayÂ 2022, for example, Adagio Medical submitted a FSCA to the competent authorities relating to a serious adverse event that occurred in OctoberÂ 2021 during the US pivotal IDE clinical study of the CE marked iCLASâ„¢ Cryoablation System. The US IDE clinical study was put on a voluntary hold during the investigation of the incident, even though the iCLASâ„¢ Cryoablation Catheter remained commercially available in the EU during such investigation. The procedure was performed with a guiding sheath that Adagio Medical had not authorized for use with the Adagio iCLASâ„¢ Cryoablation Catheter in the study. After the catheter successfully completed 20 freeze cycles, it was removed from the patient for post-mapping and was subsequently re-inserted into the patient without completing the functional test freeze. After re-insertion, the freeze application was initiated followed by the receipt of a console alert of a system error. The patientâ€™s heart rate declined rapidly and the presence of nitrogen in the left atrium was confirmed with intracardiac echocardiography. The patient subsequently died. After investigation, it was determined that the guiding sheath was damaged and therefore, severely compromised the Adagio iCLASâ„¢ Cryoablation Catheter. During catheter removal, the force applied to retract the Adagio iCLASâ„¢ Cryoablation Catheter caused its electrode band to cut into its freezing element and sever the two layers of high-pressure tubes containing the cryogen. This resulted in an external gas leak into the patient leading to air/gas embolism and death. The FSCA reported to the competent authorities described the corrective actions implemented by us including software and labeling update and retraining requirements, and the competent authorities accepted the corrective actions. The patientâ€™s death was also reported to the FDA.We expect to incur ongoing costs to comply with these post-market vigilance obligations in EEA markets for so long as we continue to market and sell products in those markets. Moreover, any patient or user complaints and/or adverse events discovered during such post-market vigilance could subject us to suspension or withdrawal of our EC certificates of conformity or CE Mark, mandatory product recalls and significant legal

liability, which would materially and adversely affect our business, financial condition and results of operation. In addition, a notified body or competent authority in an EEA country may perform post-marketing audits on our products and premises from time to time. Failure to comply with such requests in a timely manner, and any adverse findings in any such audit, could subject us to suspension or withdrawal of our EC certificates of conformity or CE Mark, mandatory product recalls and significant legal liability, which could materially and adversely affect our business, financial condition and results of operations.We may be subject to enforcement action if we engage in marketing of our products pursuant to improper regulatory classifications in the EU, including suspension or withdrawal of our certificates of conformity, mandatory product recalls and significant legal liability, fines, penalties, and injunctions, which could materially and adversely affect our business, financial condition and results of operations.To place a medical device on the market in the EU, a manufacturer must have a valid CE mark for the device, issued after the completion of a conformity assessment. For class I,Â II, or III medical devices, a third-party notified body must be involved in the conformity assessment procedure and issue an EC Certificate. For ClassÂ I devices, the manufacturer conducts its own conformity assessment and self-certifies the devices; the notified body is not involved. The components of the iCLAS and VT Cryoablation systems as placed on the market in the EU are individually classified and fall into different classifications. If an EU competent authority determines that an Adagio medical device is marketed under improper classification and/or improper or invalid EC Certificate, the authority may initiate enforcement action, such as ordering us to recall and withdraw the respective medical device from the market and/or pursue criminal penalties under national member state law.41 Table of ContentsWe are currently subject to, and may in the future become subject to additional, U.S. federal and state laws and regulations imposing obligations on how we collect, store and process personal information. Our actual or perceived failure to comply with such obligations could harm our business. Ensuring compliance with such laws could also impair our efforts to maintain and expand our future customer base, and thereby decrease our revenue.In the ordinary course of our business, we currently, and, in the future, will, collect, store, transfer, use or process sensitive data, including personally identifiable information of employees, and intellectual property and proprietary business information owned or controlled by us and other parties. The secure processing, storage, maintenance, and transmission of this critical information are vital to our operations and business strategy. We are, and may increasingly become, subject to various laws and regulations, as well as contractual obligations, relating to data privacy and security in the jurisdictions in which we operate. The regulatory environment related to data privacy and security is increasingly rigorous, with new and constantly changing requirements applicable to our business, and enforcement practices are likely to remain uncertain for the foreseeable future. These laws and regulations may be interpreted and applied differently over time and from jurisdiction to jurisdiction, and it is possible that they will be interpreted and applied in ways that may have a material adverse effect on our business, financial condition, results of operations and prospects.In the United States, various federal and state regulators, including governmental agencies like the Consumer Financial Protection Bureau and the Federal Trade Commission, have adopted, or are considering adopting, laws and regulations concerning personal information and data security. Certain state laws may be more stringent or broader in scope, or offer greater individual rights, with respect to personal information than federal, international or other state laws, and such laws may differ from each other, all of which may complicate compliance efforts. For example, the California Consumer Privacy Act (the â€œCCPAâ€), which increases privacy rights for California residents and imposes obligations on companies that process their personal information, came into effect on JanuaryÂ 1, 2020. Among other things, the CCPA requires covered companies to provide new disclosures to California consumers and provide such consumers new data protection and privacy rights, including the ability to opt-out of certain sales of personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for certain data breaches that result in the loss of personal information. This private right of action may increase the likelihood of, and risks associated with, data breach litigation. It is possible that these consumer, health-related and data protection laws may be interpreted and applied in a manner that is inconsistent with our practices. If so, this could result in government-imposed fines or orders requiring that we change our practices, which could adversely affect our business. In addition, laws in all 50 U.S. states require businesses to provide notice to consumers whose personal information has been disclosed as a result of a data breach. State laws are changing rapidly and there is discussion in the U.S. Congress of a new comprehensive federal data privacy law to which we would become subject if it is enacted.Furthermore, regulations promulgated pursuant to the Health Insurance Portability and Accountability Act of 1996 (â€œHIPAAâ€), establish privacy and security standards that limit the use and disclosure of individually identifiable health information (known as â€œprotected health informationâ€) and require the implementation of administrative, physical and technological safeguards to protect the privacy of protected health information and ensure the confidentiality, integrity and availability of electronic protected health information. Determining whether protected health information has been handled in compliance with applicable privacy standards and our contractual obligations can require complex factual and statistical analyses and may be subject to changing interpretation. Although we take measures to protect sensitive data from unauthorized access, use or disclosure, our information technology and infrastructure may be vulnerable to attacks by hackers or viruses or breaches due to employee error, malfeasance or other malicious or inadvertent disruptions. Any such breach or interruption could compromise our networks and the information stored there could be accessed by unauthorized parties, manipulated, publicly disclosed, lost or stolen. Any such access, breach or other loss of information could result in legal claims or proceedings, and liability under federal or state laws that protect the privacy of personal information, such as the HIPAA, the Health Information Technology for Economic and Clinical Health Act (HITECH), and regulatory penalties. Notice of breaches must be made to affected individuals, the Secretary of the Department of Health and Human Services, and for extensive breaches, notice may need to be made to the media or State Attorneys General. Such a notice could harm our reputation and our ability to compete.We are in the process of evaluating compliance needs but do not currently have in place formal policies and procedures related to the storage, collection and processing of information, and has not conducted any internal or external data privacy audits, to ensure our compliance with all applicable data protection laws and regulations. Additionally, we do not currently have policies and procedures in place for assessing our third-party vendorsâ€™ compliance with applicable data protection laws and regulations. All of these evolving compliance and operational requirements impose significant costs, such as costs related to organizational changes, implementing additional protection technologies, training employees and engaging consultants, which are likely to increase over time. In addition, such requirements may require us to modify our data processing practices and policies, distract management or divert resources from other initiatives and projects, all of which could have a material adverse effect on our business, financial condition, results of operations and prospects. Any failure or perceived failure by us or our third-party vendors, collaborators, contractors and consultants 42 Table of Contentsto comply with any applicable federal, state or similar foreign laws and regulations relating to data privacy and security, or could result in damage to our reputation, as well as proceedings or litigation by governmental agencies or other third parties, including class action privacy litigation in certain jurisdictions, which would subject us to significant fines, sanctions, awards, penalties or judgments, all of which could have a material adverse effect on our business, financial condition, results of operations and prospects.We are or will be subject to anti-corruption and anti-bribery and anti-money laundering and similar laws, and non-compliance with such laws can subject us to administrative, civil and criminal fines and penalties, collateral consequences, remedial measures and legal expenses, all of which could adversely affect our reputation, business, financial condition and results of operations.We are or will be subject to anti-corruption and anti-bribery and anti-money laundering and similar laws, which prohibit corporations and individuals from paying, offering to pay, or authorizing the payment of anything of value to any foreign government official, government staff member, political party, or political candidate in an attempt to obtain or retain business or to otherwise influence a person working in an official capacity.This includes the FCPA, which prohibits corporations and individuals from paying, offering to pay, or authorizing the payment of anything of value to any foreign government official, government staff member, political party, or political candidate in an attempt to obtain or retain business or to otherwise influence a person working in an official capacity. We are also subject to the UK Anti-Bribery Act, which prohibits both domestic and international bribery, as well as bribery across both public and private sectors.As we expand our commercial operations outside of the United States, we will need to comply with non-U.S. regulatory requirements, will need to expand business relationships with various third parties, and will interact more frequently with foreign officials, including regulatory authorities. Expanded programs to maintain compliance with such laws will be costly and may not be effective. Any interactions with any such parties or individuals where compensation is provided that are found to be in violation of such laws could result in substantial fines and penalties and could materially harm our business. Furthermore, any finding of a violation under one countryâ€™s laws may increase the likelihood that we will be prosecuted and be found to have violated another countryâ€™s laws. If our business practices outside the United States are found to be in violation of the FCPA, UK Anti-Bribery Act or other similar laws, we may be subject to significant civil and criminal penalties which could have a material adverse effect on our financial condition and results of operations.If we expand our developments and commercialization activities outside of the United States, we will be subject to an increased risk of inadvertently conducting activities in a manner that violates the FCPA and similar laws. If that occurs, we may be subject to civil or criminal penalties, which could have a material adverse effect on our business, financial condition, results of operations and growth prospects.If we choose to establish and expand our commercial operations outside of the United States, we will need to comply with non-U.S. regulatory requirements, will need to establish and expand business relationships with various third parties, and we will interact more frequently with foreign officials, including regulatory authorities. Expanded programs to maintain compliance with such laws will be costly and may not be effective. Any interactions with any such parties or individuals where compensation is provided that are found to be in violation of such laws could result in substantial fines and penalties and could materially harm our business. Furthermore, any finding of a violation under one countryâ€™s laws may increase the likelihood that we will be prosecuted and be found to have violated another countryâ€™s laws. If our business practices outside the United States are found to be in violation of the FCPA or other similar laws, we may be subject to significant civil and criminal penalties, which could have a material adverse effect on our financial condition and results of operations.Our employees, independent contractors, consultants, commercial partners, distributors and vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements.We are exposed to the risk that our employees, independent contractors, consultants, commercial partners, distributors, and vendors may engage in misconduct or other improper activities. Misconduct by these parties could include failures to comply with applicable FDA regulations, provide accurate information to the FDA, comply with federal and state health care fraud and abuse laws and regulations, accurately report financial information or data or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the health care industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Misconduct by these parties could also involve the improper use of information obtained in the course of clinical trials, which could result in regulatory sanctions and serious harm to our reputation. It is not always possible to identify and deter misconduct by these 43 Table of Contentsparties, and the precautions we take to detect and prevent such misconduct may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant penalties, including civil, criminal and administrative penalties, damages, fines, disgorgement, individual imprisonment, exclusion from participation in government funded healthcare programs, such as Medicare and Medicaid, integrity oversight and reporting obligations, contractual damages, reputational harm, diminished profits and future earnings and the curtailment or restructuring of our operations. If any of the physicians or other health care providers or entities with whom we expect to do business are found to be not in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded health care programs.Risks Related to Litigation and RegulationWe are subject to extensive laws and regulations of the United States and foreign regulatory agencies that could impose substantial costs, legal prohibitions and restrictions, or unfavorable changes upon our operations, and any failure to comply with these laws and regulations, including as they evolve, could delay or entirely prevent the commercialization of our products or result in litigation and substantially harm our business and results of operations.We are and will be subject to environmental, manufacturing, and health and safety laws and regulations at numerous jurisdictional levels, including laws relating to the use, handling, storage, recycling, disposal and human exposure to hazardous materials and with respect to constructing, expanding and maintaining our facilities. Any violations of these laws may result in substantial fines and penalties, remediation costs, third party damages, or a suspension or cessation of our operations. The costs of compliance, including remediating contamination, if any, is found on our properties, or any related changes to our operations, may be significant. We may also face unexpected delays in obtaining permits and approvals required by such laws in connection with our manufacturing facilities, which would hinder our ability to commence or continue our commercial manufacturing operations. Such costs and delays may adversely impact our business prospects and results of operations.In addition, the medical device industry is regulated extensively by governmental authorities, principally the FDA and corresponding state and foreign regulatory agencies and authorities, such as the EU legislative bodies and the EEA Member State Competent Authorities. The FDA and foreign regulatory agencies regulate, among other things, with respect to medical devices: design, development, manufacturing and release; laboratory, preclinical and clinical testing; labeling, packaging, content and language of instructions for use and storage; product safety and effectiveness; establishment registration and device listing; marketing, sales and distribution; regulatory authorization, including but not limited to pre-market clearance and approval; service operations; product traceability and record keeping procedures; advertising and promotion; recalls and field safety corrective actions; post-market surveillance, including reporting of deaths or serious injuries and malfunctions that, if they were to recur, could lead to death or serious injury; post-market studies; and product import and export. Any failures to comply with applicable laws, regulations and standards could result in significant expenses, delays, fines, or other sanctions. The laws and regulations to which we are subject are complex and change from time to time. Legal or regulatory changes, and FDAâ€™s interpretation of regulations and guidances, could result in restrictions on our ability to carry on or expand our operations, higher than anticipated costs or lower than anticipated sales. The FDA and foreign regulatory agencies enforce these regulatory requirements through, among other means, periodic announced and unannounced inspections. We do not know whether we will be found compliant in connection with any future FDA inspections. Failure to comply with applicable regulations could jeopardize our ability to sell our products and result in enforcement actions such as: warning letters; fines; injunctions; civil penalties; termination of distribution; recalls or seizures of products; delays in the introduction of products into the market; total or partial suspension of production; refusal to grant future clearances or approvals; withdrawals or suspensions of current approvals, resulting in prohibitions on sales of our products; and in the most serious cases, criminal penalties. Regulatory enforcement or inquiries, or other increased scrutiny of us, could dissuade physicians from using our products and adversely affect our reputation and the perceived safety and effectiveness of our products.We also expect to become subject to laws and regulations applicable to the supply, manufacture, import, sale, and service of our products, including in those countries and markets we intend to enter in the future. Compliance with such regulations will require additional time, effort and expense to ensure regulatory compliance in those countries. There can be no assurance that we will be able to achieve foreign regulatory compliance in a timely manner and at our expected cost, or at all, and the costs of achieving international regulatory compliance or the failure to achieve international regulatory compliance could harm our business, prospects, results of operations and financial condition.44 Table of ContentsWe are subject to risks relating to disputes and other legal proceedings, product liability lawsuits, that may be time consuming and costly.Our business exposes us to the risk of product liability claims that are inherent in the design, development, testing, manufacture and marketing of medical devices. This risk exists even if a device or product is cleared or approved for commercial sale or testing by FDA or other foreign regulators and manufactured in facilities registered with and regulated by FDA or an applicable foreign regulatory authority. Any manufacturing or design defects, misuse (including, but not limited to, inadequate sterilization or product cooling) by trained medical professionals or others, or abuse associated with our products could result in patient injury or death. The medical device industry has historically been subject to extensive litigation over product liability claims, and we cannot offer any assurance that we will not face product liability suits.In addition, an injury that is caused by the activities of our suppliers, such as those who provide us with components and raw materials, or hired medical professional field specialists, such as third-party hospitals and medical professionals carrying out field tests, may be the basis for a claim against us. Product liability or wrongful death claims may be brought against us by patients, health care providers or others coming into contact with, or providing services using, our products. If we cannot successfully defend ourselves against these or similar claims, or if we or our suppliers have inadequate product liability insurance, we may incur substantial liabilities and reputational harm. In addition, regardless of merit or eventual outcome, product liability claims may result in:â—impairment of our brand and/or business reputation;â—costly litigation;â—distraction of managementâ€™s attention from our primary business;â—loss of revenue;â—the inability to commercialize our products;â—decreased demand for our products;â—product recall or withdrawal from the market;â—withdrawal of clinical trial participants; andâ—substantial monetary awards to patients or other claimants.While we may attempt to manage our product

liability exposure and other related legal liabilities by proactively recalling or withdrawing from the market any defective products, any recall or market withdrawal of our products may delay the supply of those products to our customers and may impact our reputation. We can provide no assurance that we will be successful in initiating appropriate recall or market withdrawal efforts, or adequate medical training regarding the use of our devices, that may be required in the future or that these efforts will have the intended effect of preventing product malfunctions or wrongful use and the accompanying product liability that may result. Any such recalls and market withdrawals may also be used by our competitors to harm our reputation for safety or be perceived by patients as a safety risk when considering the use of our products, either of which could have an adverse effect on our business, financial condition and results of operations.Our lack of a trade compliance program leaves certain regulatory trade risk inherent in international business unmitigated. If we fail to comply with applicable international trade and sanctions regulations, we may become subject to regulatory investigations, penalties, and fines. A trade compliance program including a screening process for customers, independent contractors, and other third parties would help avoid violations, and if a violation occurred, having a trade compliance program is often a mitigating factor in determining penalties.We have business activities and contracts with customers, independent contractors, vendors/suppliers, or other third parties in North America and internationally. However, we do not have any policies related to trade controls, including export and import controls, economic sanctions, anti-boycott requirements, and regulations, or anti-bribery and anti-corruption laws. We also do not 45 Table of Contentshave any dedicated international trade or sanctions compliance personnel or process for monitoring compliance with the international trade-related legal and regulatory obligations.Risks Related to Financing TransactionsWe are subject to financing risks. There are no guarantees that we can meet our financing needs for our operations and future investments at a reasonable cost or at all.Our ability to generate cash is essential for the funding of our operations and the servicing of our debt. If existing cash balances together with the borrowing capacity under our credit facilities were not sufficient to make future investments, make acquisitions or provide needed working capital, we may require financing from other sources. Our ability to obtain such additional financing in the future will depend on a number of factors including prevailing capital market conditions, conditions in the industries in which we operate, our credit rating, our operating results and creditworthiness, and the purpose for such financing. These factors may affect our ability to arrange additional financing (including any Additional Financing) on terms that are acceptable to us. If additional funds are not available on acceptable terms, we may not be able to make future investments, take advantage of acquisitions or pursue other opportunities.There are risks associated with the Convertible NotesÂ that could adversely affect our business and financial condition.We have an aggregate principal amount of $20,000,000 of outstanding indebtedness under the Convertible Notes, which have a maturity of three years and nine months following the Closing Date. The Convertible Notes accrue interest at a rate of 13% per annum, which is due quarterly and, at our election, either payable-in-kind (in which case, such interest will accrue and remain unpaid until maturity) or payable in cash. Further, the Convertible Notes are, at the option of the holders of the Convertible Notes (subject to certain conditions), convertible into shares of Common Stock at a rate of $10.00 per share, each subject to adjustment in accordance with the terms and conditions of the Convertible Notes.The Convertible NotesÂ provide for certain customary events of default, including, among others, payment defaults (subject to customary grace for interest and fees), voluntary or involuntary bankruptcy, material misrepresentations, covenants breaches (subject to grace in certain instances), material judgements and material cross-defaults to other indebtedness. The Convertible NotesÂ also include certain customary affirmative and negative covenants, including, among others, limitations on incurring additional indebtedness, the creation of additional liens on our assets, and entering into investments, in each case subject to customary exceptions, as well as a minimum liquidity requirement and an asset sale mandatory prepayment requirement, subject to customary reinvestment rights. In addition, a Change of Control, as defined in the Convertible Notes includes, among others, certain mergers, asset sales, tender offers, business combinations and reorganizations, which would give the holders of the Convertible NotesÂ the right to redeem the outstanding indebtedness in cash.Our ability to remain in compliance with the covenants under the Convertible NotesÂ depends on, among other things, our operating performance, competitive developments and financial market conditions, all of which are significantly affected by financial, business, economic and other factors, many of which we are not able to control. The Convertible NotesÂ could have other important consequences, including the following:â—The limitations imposed by the Convertible NotesÂ on our ability to incur additional debt and to take other actions might significantly impair our ability to obtain other financing. This could have serious consequences to our financial condition and results of operations and could cause us to become bankrupt or insolvent;â—we may need to use a substantial portion of our cash flow from operations to repay the principal and accrued and unpaid interest on the Convertible NotesÂ if an event of default occurs prior to maturity, which would reduce funds available to us to fund our business plan and other general corporate purposes;â—we may be unable to refinance the Convertible NotesÂ (at all or on terms that are satisfactory) or to otherwise repay the Convertible NotesÂ at maturity, including any unpaid and accrued interest therein, and we may be unable to obtain additional financing for our business plan, working capital, capital expenditures, acquisitions or general corporate purposes. Any refinancing of the Convertible NoteÂ could be at significantly higher interest rates, incur significant transaction fees or include more restrictive covenants;46 Table of Contentsâ—we may be unable to comply with the covenants in the Convertible NotesÂ due to business developments or financial market conditions, which could result in an event of default that, if not cured or waived, gives the holders of the Convertible NotesÂ the right to accelerate the Convertible NotesÂ or otherwise exercise any other remedies available to them under applicable law. Among those remedies, the holders would have the right to seize any of our assets pledged to the holders of the Convertible NotesÂ and/or to convert the Convertible NotesÂ into shares of Common Stock. An event of default could cause a significant decline in the value of the shares of Common Stock and may force us into bankruptcy or liquidation;â—The conversion of the Convertible NotesÂ into shares of Common Stock could result in significant dilution to our existing stockholders and cause the market price of the Common Stock to decline; andâ—we may be more vulnerable to an economic downturn or recession and adverse developments in our business given our lack of revenues as a development stage company.There can be no assurance that we will be able to manage any of the risks described above successfully. Further, capital and credit markets, which have been disrupted by macroeconomic pressures, have experienced increased volatility. As a result, access to additional financing may be challenging and is largely dependent upon evolving market conditions and other factors, which could materially impact our business, results of operations, financial condition and prospects.We are subject to risks relating to increased interest rates and any adverse developments in the credit markets.Adverse developments in the credit markets, including reduced liquidity or rising interest rates, could reduce the availability of funding for our projects. Volatility in the credit and equity markets could reduce our ability to raise additional capital through equity, equity-linked or debt financings, which could negatively impact our short-term and long-term liquidity and our ability to operate in accordance with our operating plan, or at all, or our ability to fund our growth. Additionally, our results of operations could be adversely affected by general conditions in the global economy and financial markets. A severe or prolonged economic downturn could result in a variety of risks to our business, including weakened demand for our products and technologies, and our ability to raise additional capital when needed on favorable terms, if at all. In addition, increased interest rates could strain our customersâ€™ budgets or cause delays in their payments to us. Any of the foregoing could harm our business, and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our ability to raise capital, business, results of operations and financial condition.Risks Related to TaxOur ability to use net operating loss carryforwards and other tax attributes may be limited as a result of the Business Combination or other ownership changes.We have incurred net operating losses during our history that have yet to be utilized. To the extent that we continue to generate net operating losses, unused losses will carry forward to offset future taxable income, if any, until such unused losses expire, if at all (depending on the taxÂ year in which such losses were incurred). Under Sections 382 and 383 of the Code, U.S. federal income tax net operating loss carryforwards and other tax attributes may become subject to an annual limitation in the event of certain cumulative changes in our ownership. An â€œownership changeâ€ pursuant to SectionÂ 382 of the Code generally occurs if one or more stockholders or groups of stockholders who own at least 5% of the companyâ€™s stock increase their ownership by more than 50Â percentage points over their lowest ownershipÂ percentage within a rolling three-year period. Our ability and/or the ability of the U.S. federal consolidated group of which we are a member to utilize net operating loss carryforwards and other tax attributes to offset future taxable income or tax liabilities may be limited as a result of ownership changes, including potential changes arising as a result of the Business Combination or other transactions. Similar rulesÂ may apply under state tax laws. We have not yet determined the amount of the cumulative change in our ownership resulting from the Business Combination or other transactions, or any resulting limitations on our ability to utilize our net operating loss carryforwards and other tax attributes. If we (or the consolidated group of which we are a member) earn taxable income, such limitations could result in increased future income tax liability to us and our future cash flows could be adversely affected.A new 1% U.S. federal excise tax could be imposed on us in connection with redemptions by us of our stock.On AugustÂ 16, 2022, the Inflation Reduction Act (the â€œIRAâ€) was signed into U.S. federal law. The IRA provides for, among other things, a U.S. federal 1% excise tax on certain repurchases (including certain redemptions) of stock by publicly traded U.S. 47 Table of Contentscorporations and certain U.S. subsidiaries of publicly traded non-U.S. corporations (each, a â€œcovered corporationâ€). The excise tax applies only to repurchases that occur after DecemberÂ 31, 2022.Because we are a Delaware corporation and our securities trade on Nasdaq, we are a â€œcovered corporationâ€ for this purpose. The excise tax is imposed on the repurchasing corporation itself, not its stockholders from which shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases during the same taxableÂ year. In addition, certain exceptions apply to the excise tax. Any redemptions by us may be subject to the excise tax. Whether and to what extent we would be subject to the excise tax on a redemption of our stock would depend on a number of factors. As noted above, the excise tax would be payable by us, and not by the redeeming holder.Unanticipated tax laws or any changes in tax rates or in the application of the existing tax laws to us may adversely impact our results of operations.We operate and are subject to income and other taxes in the United States and a growing number of other jurisdictions throughout the world. Existing domestic and foreign tax laws, statutes, rules, regulations, or ordinances could be interpreted, changed, modified, or applied adversely to us (possibly with retroactive effect), which could require us to pay additional tax amounts, fines or penalties, surcharges, and interest charges for past amounts due, the amounts and timing of which are difficult to discern. Existing tax laws, statutes, rules, regulations, or ordinances could also be interpreted, changed, modified, or applied adversely to our customers (possibly with retroactive effect) and, if our customers are required to pay additional surcharges, it could adversely affect demand for our products. Furthermore, changes to federal, state, local, or international tax laws on income, sales, use, import/export, indirect, or other tax laws, statutes, rules, regulations, or ordinances on multinational corporations continue to be considered by the United States and other countries where we currently operate or plans to operate. These contemplated tax initiatives, if finalized and adopted by countries or subnational jurisdictions, and the other tax issues described above may materially and adversely impact our operating activities, effective tax rate, deferred tax assets, operating income, and cash flows.Risks Related to Ownership of Our SecuritiesThe shares of Common Stock being offered in this prospectus represent a substantialÂ percentage of our outstanding Common Stock, and the sales of such shares, or the perception that these sales could occur, could cause the market price of our common stock to decline significantly.This prospectus relates to the offer, sale or other disposition from time to time by the selling stockholders named in this prospectus or their permitted transferees of up to 67,963,695 shares of Common Stock, consisting of (i) up to 7,951,913 PIPE Shares and up to 110,000 Registration Delay Shares issued pursuant to the terms of the Convert Waiver, (ii) up to 670,000 Pre-Funded Warrant Shares, with an exercise price of $0.01 per share (iii) up to 7,528,727 PIPE Warrant Shares, with an exercise price of $10.00 per share issuable upon exercise of the PIPE Warrants at an effective price of approximately $7.10 per PIPE Share (iv) up to 46,717,980 Convertible Note Shares issuable upon the conversion of those certain 13% senior secured convertible notes, with a conversion price of $10.00 per share, subject to adjustment as provided in the Convertible Security Subscription Agreement, (v) up to 900,000 Convert Warrant Shares issuable upon exercise of the Convert Warrants, with an exercise price of $24.00 per share (vi) up to 2,354,100 shares issued to the Sponsor, consisting of 499,000 Sponsor Class A Conversion Shares that were initially issued to Sponsor in a private placement as Class A ordinary shares of ARYA at a price of $10.00 per share, 1,500,000 Sponsor Class B Conversion Shares that were initially issued to the Sponsor as Class B ordinary shares of ARYA at an effective price of approximately $0.007 per share and exchanged for shares of Common Stock at Closing and 355,100 Sponsor Working Capital Shares that were originally issued to Sponsor as Class A ordinary shares of ARYA upon the conversion of certain convertible promissory notes issued to ARYA at an effective price of $10.00 per share (vii) 582,475 shares including 492,475 shares of Common Stock issued to certain of our affiliates as consideration in connection with the Business Combination at an equity consideration value of approximately $9.23 per share and 90,000 shares of Common Stock issued to the Independent ARYA Directors which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share (viii) up to 1,147,500 shares of Common Stock issuable to the Sponsor that are subject to Share Trigger Price Vesting, which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share and exchanged for shares of Common Stock at Closing; and (ix) 1,000 shares of Common Stock issuable upon exercise of certain stock options assumed by us in connection with the consummation of the Business Combination held by our Chief Operating Officer with an exercise price of $1.67 per share. We will not receive any proceeds from the sale of shares of Common Stock by the selling stockholders pursuant to this prospectus.48 Table of ContentsIn connection with the Business Combination, holders of 2,707,555 shares of ARYAâ€™s Class A ordinary shares, or approximately 82%, of the issued and outstanding shares of ARYAâ€™s Class A ordinary shares, properly exercised their right to redeem their shares (and did not withdraw their redemption) for cash at a redemption price of approximately $11.56 per share, for an aggregate redemption amount of approximately $31,312,102. The shares of Common Stock being offered for resale in this prospectus represent a substantial percentage of the total outstanding shares of Common Stock as of the date of this prospectus. The 12,146,988 shares of Common Stock (including shares issuable upon exercise of the Pre-Funded Warrants) being offered in this prospectus represent approximately 80% of our outstanding shares of Common Stock. In addition, this offering involves the potential sale of a significant number of shares of Common Stock issuable upon the exercise of the Warrants and upon conversion of the Convert Notes. The sale of all the securities being offered in this prospectus, or the perception that these sales could occur, could result in a significant decline in the public trading price of our securities. The frequency of such sales could also cause the market price of our securities to decline or increase the volatility in the market price of our securities. For example, certain lock-up restrictions entered into in connection with the Business Combination will expire on January 31, 2025 (i.e., six months days following closing of the Business Combination), and sales by our executive officers and Independent ARYA Directors could occur.Upon expiration or waiver of the applicable lock-up periods, and upon effectiveness of this registration statement, or upon satisfaction of the requirements of Rule 144 under the Securities Act, certain shareholders of the Company may sell large amounts of our Common Stock in the open market or in privately negotiated transactions, which could have the effect of increasing the volatility in or putting significant downward pressure on the price of our Common Stock. In addition, the issuance of any additional Common Stock may have an adverse effect on the market price of our Common Stock.Despite a significant decline in the public trading price of our Common Stock, the selling stockholders may still experience a positive rate of return on the securities they purchased due to the differences in the purchase prices described above and the public trading price of our securities. Based on the closing price of our Common Stock of $1.00 as of January 9, 2025, upon the sale of shares of our Common Stock, (a) the PIPE Investors may experience a potential loss of up to $6.10 per PIPE share, (b) the Convert Investors may experience a potential loss of up to $9.00 per share issuable upon conversion of the Convert Notes, (c) the Sponsor may experience a potential loss of approximately $9.00 per Sponsor Class A Conversion Share and a potential profit of approximately $0.99 per Sponsor Class B Conversion Share and Sponsor Working Capital Share, (d) the Independent ARYA Directors may experience a potential profit of $0.99 per share of Common Stock and (e) our Chief Operating Officer may experience a potential profit of up to $0.67 per share of Common Stock issuable upon exercise of his stock options assumed by us in connection with the Business Combination.While certain of these selling stockholders may, on average, experience a positive rate of return based on the current market price, public stockholders may not experience a similar rate of return on the Common Stock they purchased if there is such a decline in price and due to differences in the purchase prices and the current market price.The future exercise of registration rights may adversely affect the market price of our Common Stock.Pursuant to the Convert Registration Rights Agreement, we are required to file and maintain an effective registration statement under the Securities Act covering the resale of our securities by certain holders and in some cases facilitate underwritten offerings of those securities by those holders. The registration and availability of such a significant number of securities for trading in the public market may have an adverse effect on the market price of our Common Stock. We have filed a separate registration statement concurrently with this offering relating to the offer and resale of up to 73,333 shares of Common Stock, up to 16,786,114 Convertible Note Shares and 600,000 Convert Warrant Shares.The Perceptive PIPE Investor has control over key decision making as a result of its control of a majority of the voting power of our outstanding Common Stock.The Perceptive PIPE Investor is able to exercise voting rights with respect to over 66% of the voting power of our Common Stock. For so long as the Perceptive PIPE Investor continues to

beneficially own at least approximately 66% of the issued and outstanding shares of Common Stock, the Perceptive PIPE Investor will continue to control the outcome of matters submitted to stockholders of Adagio for approval. This concentrated control will limit or preclude your ability to influence corporate matters for the foreseeable future.This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support, or conversely this concentrated control could result in the consummation of such a transaction that our other stockholders do not support. This concentrated control could also discourage a potential investor from 49 Table of Contentsacquiring our Common Stock, and might harm the trading price of our Common Stock. As a stockholder, even a controlling stockholder, the Perceptive PIPE Investor is entitled to vote its shares in its own interests, which may not always be in the interests of our stockholders generally.We are an â€œemerging growth companyâ€ and â€œsmaller reporting companyâ€ within the meaning of the Securities Act and if it takes advantage of certain exemptions from disclosure requirements available to emerging growth companies, it could make our securities less attractive to investors and may make it more difficult to compare our performance to the performance of other public companies.We are an â€œemerging growth companyâ€ as defined in SectionÂ 2(a)(19) of the Securities Act, as modified by the JOBS Act. As such, we are eligible for and intends to take advantage of certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies for as long as it continues to be an emerging growth company, including, but not limited to, (a)Â not being required to comply with the auditor attestation requirements of SectionÂ 404 of the Sarbanes-Oxley Act, (b)Â reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and (c)Â exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. As a result, our stockholders may not have access to certain information they may deem important. We will remain an emerging growth company until the earliest of (i)Â the last day of the fiscalÂ year in which the market value of shares of common stock that are held by non-affiliates exceeds $700 million as of JuneÂ 30 of that fiscalÂ year, (ii)Â the last day of the fiscalÂ year in which it has total annual gross revenue of $1.235 billion or more during such fiscalÂ year (as indexed for inflation), (iii)Â the date on which it has issued more than $1 billion in non-convertible debt in the prior three-year period or (iv)Â DecemberÂ 31, 2026, which is the last day of the fiscalÂ year following the fifth anniversary of the date of the first sale of ordinary shares in the ARYA initial public offering. We cannot predict whether investors will find our securities less attractive because it will rely on these exemptions. If some investors find our securities less attractive as a result of its reliance on these exemptions, the trading prices of our securities may be lower than they otherwise would be, there may be a less active trading market for our securities and the trading prices of our securities may be more volatile.Further, SectionÂ 102(b)(1)Â of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.As an emerging growth company, we may also take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to obtain an assessment of the effectiveness of our internal controls over financial reporting from our independent registered public accounting firm pursuant to SectionÂ 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our shares of common stock less attractive because we will rely on these exemptions. If some investors find our shares of common stock less attractive as a result, there may be a less active market for our shares of common stock and our share price may be more volatile.Additionally, we qualify as a â€œsmaller reporting companyâ€ as defined in ItemÂ 10(f)(1)Â of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only twoÂ years of audited financial statements. We expect that we will remain a smaller reporting company until the last day of any fiscalÂ year for so long as either (a)Â the market value of the Common Stock held by non-affiliates does not equal or exceed $250 million as of the end of thatÂ yearâ€™s second quarter, or (b)Â our annual revenues did not equal or exceed $100 million during such completed fiscalÂ year and the market value of the Common Stock held by non-affiliates did not equal or exceed $700 million as of the end of thatÂ yearâ€™s second quarter. To the extent we take advantage of such reduced disclosure obligations, it may also make comparison of our financial statements with other public companies difficult or impossible.50 Table of ContentsOur stock price may be volatile and may decline regardless of its operating performance.The market price of our common stock may fluctuate significantly in response to numerous factors and may continue to fluctuate for these and other reasons, many of which are beyond our control, including, but not limited to:â—actual or anticipated fluctuations in our revenue and results of operations;â—any financial projections we may provide to the public in the future, any changes in these projections or its failure to meet these projections;â—failure of securities analysts to initiate and maintain our coverage, changes in financial estimates or ratings by any securities analysts who follow us or its failure to meet these estimates or the expectations of investors;â—announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, results of operations or capital commitments;â—changes in operating performance and stock market valuations of other life sciences companies generally, or those in the biotechnology industry in particular;â—price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;â—trading volume of our common stock;â—the inclusion, exclusion or removal of our common stock from any indices;â—changes in the Board or management;â—transactions in Common Stock by directors, officers, affiliates and other major investors;â—lawsuits threatened or filed against us;â—changes in laws or regulations applicable to our business;â—changes in our capital structure, such as future issuances of debt or equity securities;â—short sales, hedging and other derivative transactions involving our capital stock;â—general economic conditions in the United States and other markets in which we operate;â—pandemics or other public health crises, including, but not limited to, the COVID-19 pandemic (including additional variants);â—other events or factors, including those resulting from war, incidents of terrorism or responses to these events; andâ—the other factors described in this â€œRisk Factorsâ€ section.The stock market has recently experienced extreme price and volume fluctuations. The market prices of securities of companies have experienced fluctuations that often have been unrelated or disproportionate to their operating results. In the past, stockholders have sometimes instituted securities class action litigation against companies following periods of volatility in the market price of their securities. Any similar litigation against us could result in substantial costs, divert managementâ€™s attention and resources and harm its business, financial condition and results of operations.51 Table of ContentsWe may be unable to maintain the listing of our securities on Nasdaq in the future.Our Common Stock is currently listed on the Nasdaq. However, we cannot guarantee that our securities will continue to be listed on Nasdaq. If we fail to meet the requirements of the applicable listing rules, such failure may result in a suspension of the trading of our shares or delisting in the future. In the event of a delisting, we can provide no assurance that any action taken by us to restore compliance with listing requirements would allow our securities to become listed again, stabilize the market price or improve the liquidity of our securities, prevent our securities from dropping below the minimum share price requirement or prevent future non-compliance with the listing requirements. This may further result in legal or regulatory proceedings, fines and other penalties, legal liability for us, the inability for our stockholders to trade their shares and negatively impact our share price, reputation, operations and financial position, as well as our ability to conduct future fundraising activities. If Nasdaq delists our securities and we are not able to list our securities on another national securities exchange, we expect that our securities could be quoted on an over-the-counter market. If this were to occur, we could face significant material adverse consequences, including but not limited to:â—a limited availability of market quotations for our securities;â—reduced liquidity for our securities;â—a limited amount of news and analyst coverage for the company; andâ—a decreased ability to issue additional securities or obtain additional financing in the future.An active trading market for our common stock may not be sustained.Our Common Stock is listed on The Nasdaq Capital Market under the symbol â€œADGMâ€ and trades on that market. We cannot assure you that an active trading market for our Common Stock will be sustained. Accordingly, we cannot assure you of the liquidity of any trading market, your ability to sell your shares of our Common Stock when desired or the prices that you may obtain for your shares.Future sales of shares by existing stockholders could cause our stock price to decline.If our existing stockholders sell or indicate an intention to sell substantial amounts of Common Stock in the public market, the trading price of the Common Stock could decline. All the shares of Common Stock subject to stock options outstanding and reserved for issuance under its equity incentive plans are expected to be registered on FormÂ S-8 under the Securities Act and such shares are eligible for sale in the public markets, subject to RuleÂ 144 under the Securities Act (â€œRuleÂ 144â€) limitations applicable to affiliates. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of the Common Stock could decline.Although the Sponsor and certain selling stockholders will be subject to restrictions regarding the transfer of shares of Common Stock held by them, as described elsewhere in this prospectus, these shares may be sold after the expiration of their respective lock-ups. As restrictions on resale end and the registration statements for the resale of our securities are available for use, the market price of Common Stock could decline if the holders of currently restricted shares sell them or are perceived by the market as intending to sell them.The Warrants may not be exercised at all or may be exercised on a cashless basis and we may not receive any cash proceeds from the exercise of the Warrants.The exercise price of the Warrants may be higher than the prevailing market price of the underlying shares of Common Stock. The exercise price of the Warrants is subject to market conditions and may not be advantageous if the prevailing market price of the underlying shares of Common Stock is lower than the exercise price. The cash proceeds associated with the exercise of Warrants to purchase Common Stock are contingent upon our stock price. The value of Common Stock will fluctuate and may not align with the exercise price of the warrants at any given time. If the Warrants are â€œout of the money,â€ meaning the exercise price is higher than the market price of Common Stock, there is a high likelihood that warrant holders may choose not to exercise their warrants. As a result, we may not receive any proceeds from the exercise of the Warrants.Furthermore, with regard to the Warrants, it is possible that we may not receive cash upon their exercise, since these warrants may be exercised on a cashless basis. A cashless exercise allows warrant holders to convert the warrants into shares of Common Stock 52 Table of Contentswithout the need for a cash payment. Instead of paying cash upon exercise, the warrant holder would receive a reduced number of shares based on a predetermined formula. As a result, the number of shares issued through a cashless exercise will be lower than if the warrants were exercised on a cash basis, which could impact the cash proceeds we receive from the exercise of such warrants.The Warrants may only be exercised for cash provided there is then an effective registration statement registering the shares of Common Stock issuable upon the exercise of such warrants. If there is not a then-effective registration statement, then such warrants may be exercised on a â€œcashless basis,â€ pursuant to an available exemption from registration under the Securities Act.We may issue additional shares of Common Stock or other equity securities without your approval, which would dilute your ownership interests and may depress the market price of the common stock.We will have the ability to initially issue such shares of Common Stock pursuant to our equity incentive plans and employee stock purchase plan. We may also issue additional shares of Common Stock or other equity securities of equal or senior rank in the future in connection with, among other things, future acquisitions or repayment of outstanding indebtedness, without stockholder approval, in a number of circumstances.Our issuance of additional shares of Common Stock or other equity securities of equal or senior rank could, without limitation, have the following effects:â—our existing stockholdersâ€™ proportionate ownership interest in us will decrease;â—the amount of cash available per share, including for payment of dividends (if any) in the future, may decrease;â—the relative voting strength of each previously outstanding share of common stock may be diminished; andâ—the market price of our shares of common stock may decline.If securities or industry analysts either do not publish research about us or publish inaccurate or unfavorable research about us, our business, or its market, or if they change their recommendations regarding Common Stock adversely, the trading price or trading volume of the Common Stock could decline.The trading market for Common Stock is influenced in part by the research and reports that securities or industry analysts may publish about us, our business, market, or competitors. If one or more of the analysts initiate research with an unfavorable rating or downgrade the common stock, provide a more favorable recommendation about our competitors, or publish inaccurate or unfavorable research about its business, the trading price of the common stock would likely decline. In addition, we currently expect that securities research analysts will establish and publish their own periodic projections for its business. These projections may vary widely and may not accurately predict the results we actually achieve. Our stock price may decline if the actual results do not match the projections of these securities research analysts. While we expect research analyst coverage, if no analysts commence coverage, the trading price and volume for the Common Stock could be adversely affected. If any analyst who may cover us were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the trading price or trading volume of Common Stock to decline.Delaware law and provisions in our Charter and Bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the trading price of its common stock.Our Charter and Bylaws contains provisions that could depress the trading price of Common Stock by acting to discourage, delay, or prevent a change of control of us or changes in our management that our stockholders may deem advantageous. These provisions include, without limitation, the following:â—a classified board of directors so that not all members of the Board are elected at one time;â—the right of the board of directors to establish the number of directors and fill any vacancies and newly created directorships;â—director removal by stockholders solely for cause and with the affirmative vote of at least two-thirds (2/3) of the voting power of our then-outstanding shares of capital stock entitled to vote generally in the election of directors;53 Table of Contentsâ—â€œblank checkâ€ preferred stock that the Board could use to implement a stockholder rights plan;â—the right of the Board to issue our authorized but unissued common stock and preferred stock without stockholder approval;â—no ability of our stockholders to call special meetings of stockholders;â—no right of our stockholders to act by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;â—limitations on the liability of and the provision of indemnification to, our director and officers;â—the right of the board of directors to make, alter, or repeal the Bylaws; andâ—advance notice requirements for nominations for election to the Board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.Any provision of our Charter or Bylaws that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of common stock and could also affect the price that some investors are willing to pay for common stock.Our Charter provides that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.Our Charter provides that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the DGCL, our Charter or Bylaws or any action asserting a claim against us that is governed by the internal affairs doctrine. These choice of forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees and may discourage these types of lawsuits. This provision would not apply to claims brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Our Charter provides further that, to the fullest extent permitted by law, the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. However, SectionÂ 22 of the Securities Act provides that federal and state courts have concurrent jurisdiction over lawsuits brought under the Securities Act or the rulesÂ and regulations thereunder. To the extent the exclusive forum provision restricts the courts in which claims arising under the Securities Act may be brought, there is uncertainty as to whether a court would enforce such a provision. We note that investors cannot waive compliance with the federal securities laws and the rulesÂ and regulations thereunder. Furthermore, the enforceability of similar choice of forum provisions in other companiesâ€™ certificates of incorporation has been challenged in legal proceedings and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. If a court were to find the exclusive-forum provision contained in our Charter to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm its business.We do not intend to pay dividends for the foreseeable future.We currently intend to retain any future earnings to finance the operation and expansion of its business and we do not

expect to declare or pay any dividends in the foreseeable future. Moreover, the terms of any revolving credit facility into which we or any of our subsidiaries enter may restrict our ability to pay dividends and any additional debt we or any of our subsidiaries may incur in the future may include similar restrictions. As a result, stockholders must rely on sales of their Common Stock after price appreciation as the only way to realize any future gains on their investment.54 Table of ContentsWe will incur increased costs and obligations as a result of being a public company.As a publicly traded company, we will incur significant legal, accounting and other expenses that we were not required to incur in the recent past, particularly after we are no longer an â€œemerging growth companyâ€ as defined under the JOBS Act. In addition, new and changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd Frank Wall Street Reform and Consumer Protection Act and the rulesÂ and regulations promulgated and to be promulgated thereunder, as well as under the Sarbanes-Oxley Act, the JOBS Act and the rulesÂ and regulations of the SEC and national securities exchanges have created uncertainty for public companies and increased the costs and the time that the Board and management must devote to complying with these rulesÂ and regulations. We expect these rulesÂ and regulations to increase our legal and financial compliance costs and lead to a diversion of management time and attention from revenue generating activities.Furthermore, the need to establish the corporate infrastructure demanded of a public company may divert managementâ€™s attention from implementing our growth strategy, which could prevent us from improving our business, results of operations and financial condition. We have made and will continue to make, changes to our internal controls and procedures for financial reporting and accounting systems to meet our reporting obligations as a publicly traded company. However, the measures we take may not be sufficient to satisfy our obligations as a publicly traded company.The requirements of being a public company may strain our resources, divert managementâ€™s attention and affect our ability to attract and retain qualified board members.We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act and any rulesÂ promulgated thereunder, as well as the rulesÂ of the national stock exchange under which the Companyâ€™s shares are listed. The requirements of these rulesÂ and regulations increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls for financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight are required and, as a result, managementâ€™s attention may be diverted from other business concerns. These rulesÂ and regulations can also make it more difficult for us to attract and retain qualified independent members of the board of directors. Additionally, these rulesÂ and regulations make it more difficult and more expensive for us to obtain director and officer liability insurance. We may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. The increased costs of compliance with public company reporting requirements and our potential failure to satisfy these requirements could have a material adverse effect on our operations, business, financial condition or results of operations.If we fail to establish and maintain proper and effective internal control over financial reporting, as a public company, our ability to produce accurate and timely financial statements could be impaired, investors may lose confidence in our financial reporting and the trading price of the Common Stock may decline.Pursuant to SectionÂ 404 of the Sarbanes-Oxley Act, the report by management on internal control over financial reporting will be on our financial reporting and internal controls (as accounting acquirer) and, when we are no longer an emerging growth company, an attestation of the independent registered public accounting firm will also be required. The rulesÂ governing the standards that must be met for management to assess internal control over financial reporting are complex and require significant documentation, testing and possible remediation. We have not historically had to comply with all of these rulesÂ and to comply with the Sarbanes-Oxley Act, the requirements of being a reporting company under the Exchange Act and any complex accounting rulesÂ in the future, we may need to upgrade our legacy information technology systems, implement additional financial and management controls, reporting systems and procedures and hire additional accounting and finance staff.If we are unable to hire the additional accounting and finance staff necessary to comply with these requirements, we may need to retain additional outside consultants. If we or, if required, our independent registered public accounting firm, are unable to conclude that our internal controls over financial reporting are effective, investors may lose confidence in our financial reporting, which could negatively impact the price of our securities.55 Table of ContentsWe have identified material weaknesses in our internal controls over financial reporting. If we are unable to remediate these material weaknesses, if management identifies additional material weaknesses in the future or if we otherwise fail to maintain effective internal controls over financial reporting, we may not be able to accurately or timely report our financial position or results of operations, which may adversely affect our business and stock price or cause our access to the capital markets to be impaired.We have identified material weaknesses in our internal controls over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal controls over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. The Companyâ€™s management identified a material weakness related to the inadequate design and operation of managementâ€™s review controls over valuation reports prepared by third-party specialists in conjunction with the accounting for certain debt and equity instruments, resulting in the conclusion that the Companyâ€™s internal control over financial reporting and the Companyâ€™s disclosure controls and procedures were not effective as of December 31, 2023, March 31, 2024, June 30, 2024 and SeptemberÂ 30, 2024 and in a material misstatement to Adagioâ€™s financial statements. Accordingly, we determined that these control deficiencies constitute material weaknesses.We are in the early stages of designing and implementing a plan to remediate the material weaknesses identified. Our plan for remediation includes: 1) additional review of third-party valuation reports utilized in the accounting for certain debt and equity instruments; 2) additional review of the manual journal entries based on externally generated reports and agreements with regard to accounting issues in certain debt and equity instruments; and 3) enhanced oversight controls on the work performed by third-party specialists. We cannot assure you that these measures will significantly improve or remediate the material weaknesses described above. The implementation of these remediation measures is in the early stages and will require validation and testing of the design and operating effectiveness of our internal controls over a sustained period of financial reporting cycles and, as a result, the timing of when we will be able to fully remediate the material weaknesses is uncertain. If the steps we take do not remediate the material weaknesses in a timely manner, there could be a reasonable possibility that these control deficiencies or others may result in another material misstatement of our annual or interim financial statements that would not be prevented or detected on a timely basis. This, in turn, could jeopardize our ability to comply with our reporting obligations, limit our ability to access the capital markets and adversely impact our stock price.We and our independent registered public accounting firm were not required to perform an evaluation of our internal control over financial reporting as of December 31, 2023 in accordance with the provisions of the Sarbanes-Oxley Act. Accordingly, we cannot assure you that we have identified all, or that we will not in the future have additional, material weaknesses. Material weaknesses may still exist when we report on the effectiveness of our internal control over financial reporting as required by reporting requirements under Section 404.Implementing any appropriate changes to our internal controls may distract our officers and employees, entail substantial costs to modify our existing processes and take significant time to complete. These changes may not, however, be effective in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and harm our business. In addition, investorsâ€™ perceptions that our internal controls are inadequate or that we are unable to produce accurate financial statements on a timely basis may harm our stock price and make it more difficult for us to effectively market and sell our products and services to new and existing customers.However, if we identify future deficiencies in our internal control over financial reporting or if we are unable to comply with the demands that are placed upon us as a public company, including the requirements of Section 404 of the Sarbanes-Oxley Act, in a timely or effective manner, we may be unable to accurately report our financial results, or report them within the timeframes required by the SEC. We also could become subject to sanctions or investigations by the SEC or other regulatory authorities. In addition, if we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting when required, investors may lose confidence in the accuracy and completeness of our financial reports, we may face restricted access to the capital markets and our stock price may be adversely affected.Our current controls and any new controls that we develop may also become inadequate because of poor design or changes in our business, including increased complexity resulting from any international expansion, and weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could cause us to fail to meet our reporting obligations, result in a restatement of our financial statements for prior periods, undermine investor confidence in us and adversely affect the trading price of 56 Table of Contentsour common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq.We may become subject to securities or class action litigation, which is expensive and could divert managementâ€™s attention.Our share price may be volatile and, in the past, companies that have experienced volatility in the market price of their stock have been subject to securities litigation, including class action litigation. We may be the target of this type of litigation in the future. Litigation of this type could result in substantial costs and diversion of managementâ€™s attention and resources, which could have a material adverse effect on our business, financial condition, and results of operations. Any adverse determination in litigation or any amounts paid to settle any such actual or threatened litigation could require that we make significant payments and/or could also subject us to significant liabilities.If securities or industry analysts do not publish research or reports about our business or publish negative reports, the market price of our Common Stock could decline.The trading market for our Common Stock is influenced by the research and reports that industry or securities analysts publish about us and our business. If regular publication of research reports ceases, we could lose visibility in the financial markets, which in turn could cause the market price or trading volume of our Common Stock to decline. Moreover, if one or more of the analysts who cover us downgrade our Common Stock or if reporting results do not meet their expectations, the market price of our Common Stock could decline.Changes in laws or regulations or how such laws or regulations are interpreted or applied, or a failure to comply with any laws or regulations, may adversely affect our business and results of operations.We are subject to laws and regulations enacted by national, regional and local governments. In particular, we are required to comply with certain SEC and other legal requirements. Compliance with and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. A failure to comply with applicable laws or regulations, as interpreted and applied, could have a material adverse effect on our business and results of operations. In addition, those laws and regulations and their interpretation and application may change from time to time, including as a result of changes in economic, political, social and government policies and those changes could have a material adverse effect on our business and results of operations.â€‹57 Table of ContentsMARKET AND INDUSTRY DATAInformation contained in this prospectus concerning the market and the industries in which we compete, including our market position, general expectations of market opportunities and market size, is based on information from various third-party sources, publicly available information, various industry publications, internal data and estimates, and assumptions made by us based on such sources. Internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which we operate and our managementâ€™s understanding of industry conditions. This information and any estimates provided herein involve numerous assumptions and limitations, and you are cautioned not to give undue weight to such information. Third-party sources generally state that the information contained in such sources has been obtained from sources believed to be reliable. Although we believe that such information is reliable, there can be no assurance as to the accuracy or completeness of such information. Industry and market data could be wrong because of the method by which sources obtained their data and because information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. Although we are responsible for all of the disclosure contained in this prospectus and we believe the third-party market position, general expectations of market opportunity and market size data included in this prospectus are reliable, we have not independently verified any third-party information and each publication speaks as of its original publication date (and not as of the date of this prospectus). In addition, we do not know all of the assumptions regarding general economic conditions or growth that were used in preparing the forecasts from the sources relied upon or cited herein. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this prospectus. These forecasts and forward-looking information are subject to uncertainty and risk due to a variety of factors, including those described under the headings â€œRisk Factors,â€ â€œCautionary NoteÂ Regarding Forward-Looking Statementsâ€ and â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of OperationsÂ of Adagio Medical.â€ These and other factors could cause results to differ materially from those expressed in any forecasts or estimates.The industry in which we operate is subject to a high degree of uncertainty and risk. As a result, the estimates and market and industry information provided in this prospectus are subject to significant uncertainty and may prove to be incorrect based on various factors, including those described in the section entitled â€œRisk Factors â€“ Risks Related to Our Businessâ€ and elsewhere in this prospectus.â€‹58 Table of ContentsUSE OF PROCEEDSAll of the shares of Common Stock offered by the selling stockholders pursuant to this prospectus will be sold by the selling stockholders for their respective accounts. We will not receive any of the proceeds from these sales.We will receive up to an aggregate of approximately $96.9Â million from the exercise of the Warrants and the Pre-Funded Warrants assuming the exercise in full of all of such warrants for cash. We expect to use the net proceeds from the exercise of the Warrants and the Pre-Funded Warrants for general corporate purposes. We will have broad discretion over the use of such proceeds. There is no assurance that the holders of the Warrants and the Pre-Funded Warrants will elect to exercise any or all of such warrants.The Warrants may be exercised for cash or on a cashless basis. To the extent that any such warrants are exercised on a cashless basis, we would not receive any cash from such exercise and the total amount of cash that we would receive from the exercise of the Warrants will decrease. We believe the likelihood that holder of the Warrants will exercise such warrants for cash and therefore the amount of cash proceeds that we would receive, is dependent upon the trading price of our Common Stock. If the Warrants are â€œout of the money,â€ meaning the exercise price is higher than the market price of our Common Stock, the holders of the Warrants are not likely to exercise them.In addition, while the selling stockholders may, on average, experience a positive rate of return on their investment in the Common Stock, the public securityholders may not experience a similar rate of return on the Common Stock they purchased if there is such a decline in price and due to differences in the purchase price and the current market price. The sales of the securities by the selling stockholders, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future and at a price that we deem appropriate. See â€œRisk FactorsÂ â€“ Risks Related to Ownership of Our SecuritiesÂ â€“ The shares of Common Stock being offered in this prospectus represent a substantialÂ percentage of our outstanding Common Stock, and the sales of such shares, or the perception that these sales could occur, could cause the market price of our Common Stock to decline significantlyâ€ for more details.â€‹59 Table of ContentsDETERMINATION OF OFFERING PRICEWe cannot currently determine the price or prices at which shares of Common Stock may be sold by the selling stockholders under this prospectus.â€‹60 Table of ContentsMARKET INFORMATION FOR SECURITIES AND DIVIDEND POLICYMarket InformationThe Common Stock is currently listed on Nasdaq under the symbol â€œADGMâ€. On JanuaryÂ 9, 2024, there were approximately 58 registered holders of Common Stock. We currently do not intend to list any warrants on any stock exchange or stock market.Dividend PolicyWe have never declared or paid any dividends on shares of Common Stock. We anticipate that we will retain all of our future earnings, if any, for use in the operation and expansion of our business and do not anticipate paying cash dividends in the foreseeable future. Any decision to declare and pay dividends in the future will depend on, among other things, the consent of our lender(s), our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant.â€‹â€‹â€‹â€‹â€‹â€‹â€‹61 Table of ContentsUNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATIONThe following unaudited pro forma condensed combined financial information presents the combination of the financial information of ListCo, ARYA and Adagio Medical (defined below) adjusted to give effect to the Business Combination and related transactions. The following unaudited pro forma condensed combined financial information has been prepared in accordance with ArticleÂ 11 of Regulation S-X.The unaudited pro forma condensed combined financial information presents the pro forma effects of the Business Combination consummated on July 31, 2024. Refer to Note 1â€‰â€”â€‰Description of the Transaction for details.For the purpose of presenting the financial results, (i) Adagio Medical Holdings, Inc. (â€œAdagio Holdingsâ€) is referred to as the â€œSuccessorâ€ in the periods following the consummation of the Business Combination. Adagio Medical, Inc. (â€œAdagio Medicalâ€) is referred to as the â€œPredecessorâ€ during the periods preceding the consummation. (ii) The period from July 31, 2024 to September 30, 2024 is referred to as â€œSuccessor Period.â€ The period from January 1, 2024 to July 30, 2024 is referred to as â€œPredecessor 2024 Periods,â€ and the year ended December 31, 2023 is referred to as â€œPredecessor 2023 Period,â€ collectively, â€œPredecessor Periods.â€The unaudited pro forma condensed combined statements of operations and comprehensive income (loss) for the nine months ended September 30, 2024 and for the year ended December 31, 2023, give pro forma effect to the Business Combination as if it had been completed on

January 1, 2023, the beginning of the earliest period presented.The unaudited pro forma condensed combined balance sheet as of September 30, 2024 is not presented because the Successorâ€™s balance sheet as of September 30, 2024, including acquisition-related adjustments, has already been included in our historical condensed consolidated balance sheet as of September 30, 2024, which is included elsewhere in this prospectus.The unaudited pro forma condensed combined financial information has been derived from and should be read in conjunction with:â—the accompanying notes to the unaudited pro forma condensed combined financial information;â—the historical unaudited financial statements of ListCo as of and for the six months ended June 30, 2024, and the historical audited financial statements of ListCo as of December 31, 2023 and for the period from December 19, 2023 (inception) to December 31, 2023 and the related notes as included in Post â€“ Effective Amendment No.1 to Form S-1 filed on November 8, 2024;â—the historical unaudited condensed consolidated financial statements of ARYA as of and for the six months ended June 30, 2024, and the historical audited financial statements of ARYA as of and for the year ended December 31, 2023 and the related notes as included in Post-Effective Amendment No.1 to Form S-1 filed on November 8, 2024;â—the historical unaudited condensed consolidated financial statements of Adagio Holdings as of September 30, 2024 (Successor), and for the periods from July 31, 2024 to September 30, 2024 (Successor), and January 1, 2024 to July 30, 2024 (Predecessor), and the related notes as included in this prospectus;â—the historical audited consolidated financial statements of Adagio Medical as of and for the year ended December 31, 2023, and the related notes as included in Post-Effective Amendment No.1 to Form S-1 filed on November 8, 2024.The unaudited pro forma condensed combined financial statements have been presented for illustrative purposes only and do not necessarily reflect what Adagio Holdingsâ€™ financial condition or results of operations would have been had the Business Combination occurred on the dates indicated. Further, the unaudited pro forma condensed combined financial information also may not be useful in predicting the future financial condition and results of operations of Adagio Holdings. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.â€‹62 Table of ContentsUNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS ANDCOMPREHENSIVE INCOME (LOSS)For the Nine Months ended September 30, 2024(In thousands, except for shares and per share data)â€‹â€‹â€‹

purchase agreement, dated February 13, 2024, with ListCo (such agreement and any assignment agreement thereunder in connection with any Additional Financing (as defined below), the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 of 13% senior secured convertible notes (the â€œAdagio Holdings Convertible Notesâ€), which will be convertible into shares of Adagio Holdings Common Stock at a conversion price of $10.00 per share, subject to adjustment, and 1,500,000 warrants (the â€œConvert Warrantsâ€), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the â€œBase Convert 66 Table of ContentsFinancingâ€). Such $20,000,000 of financing in the form of Adagio Holdings Convertible Notes includes the conversion of the 2024 Bridge Financing Notes into Adagio Holdings Convertible Notes and Convert Warrants at Closing. The Adagio Holdings Convertible Notes will have a maturity of three years and nine months after the Closing and interest will be payable in cash or compound as additional principal outstanding. Concurrently with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the â€œ2024 Bridge Financing Noteâ€) pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the â€œ2024 Bridge Financing Note Subscription Agreementâ€). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Note and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Note converted into $7,000,000 of Adagio Holdings Convertible Notes and 525,000 Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing Note held by the Perceptive PIPE Investor into Adagio Holdings Convertible Notes and Convert Warrants and the purchase of Adagio Holdings Convertible Notes and Convert Warrants by the other Convert Investors in the Base Convert Financing, the â€œConvertible Security Financingâ€).Further, in connection with the Business Combination, all fees and expenses incurred in connection with the Business Combination Agreement, the ancillary documents and the transactions, including the fees and disbursements of counsel, financial advisors and accountants, are paid by the party incurring such fees or expenses.NoteÂ 2. Basis of Pro Forma Presentation and Accounting PoliciesThe Business Combination has been accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo has been treated as the â€œaccounting acquirerâ€ and Adagio Medical as the â€œaccounting acquireeâ€ for financial reporting purposes. Accordingly, for accounting purposes, the Business Combination has been accounted for using the acquisition method of accounting.Upon consummation of the Business Combination, management performed a comprehensive review of the two entitiesâ€™ accounting policies. As a result of the review, management did not identify differences between the accounting policies of the entities which, when conformed, could have a material impact on the financial statements of Adagio Holdings. As a result, the unaudited pro forma condensed combined financial information does not assume any differences in accounting policies.The pro forma condensed combined statement of operation and comprehensive loss for the nine months ended September 30, 2024 does not present the historical financial activity for ARYA and ListCo for the period from July 1, 2024 to July 30, 2024. The operational activities during this period from July 1, 2024 to July 30, 2024 are immaterial to the pro forma combined result.During the Successor Periods, Predecessor 2024 Periods, and Predecessor 2023 Period as presented, income tax is not reflected in the proforma information, as the effective tax rate was 0.0%.NoteÂ 3. Adjustments to Unaudited Pro Forma Condensed Combined Financial InformationThe pro forma adjustments included in the unaudited pro forma condensed combined statements of operations and comprehensive income (loss) for the nineÂ months ended SeptemberÂ 30, 2024 and for theÂ year ended DecemberÂ 31, 2023, are as follows:(AA)Â Â Reflects ARYAâ€™s incremental transactions costs of $2.8 million as if incurred on JanuaryÂ 1, 2023, the date the Business Combination occurred for the purposes of the unaudited pro forma condensed combined statements of operations. The amount presented is comprised of transaction costs that were not recognized in the historical statement of operations as part of the Business Combination. These costs are non-recurring.67 Table of Contents(BB)Â Â Adjustment to reflect amortization expense, on a straight-line basis, based on the preliminary fair value of the intangible assets and the estimated useful lives. See below table for the calculation (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â ValueÂ atClosingÂ Â Â Â Useful LifeÂ Â Â Â ProÂ formaAmortizationforÂ theÂ sevenmonthsÂ endedJulyÂ 30,Â 2024Â Â Â Â ProÂ formaAmortizationforÂ theyearÂ endedDecemberÂ 31,Â 2023Technologyâ€‹$4,100â€‹â€‹5 yearsâ€‹$478â€‹820IPR&Dâ€‹â€‹22,100â€‹â€‹N/Aâ€‹â€‹â€”â€‹â€”Totalâ€‹$26,200â€‹â€‹â€‹â€‹$478â€‹820Historical amortization expenseâ€‹â€‹â€‹â€‹â€‹â€‹$â€”â€‹â€”Pro forma adjustmentâ€‹â€‹â€‹â€‹â€‹â€‹$478â€‹820â€‹(CC)Â Â Represents the reversal of interest expense on Adagio Medicalâ€™s convertible notes payable and elimination of fair value changes due to the conversion of Adagio Medicalâ€™s convertible notes payable. Adagio Medicalâ€™s convertible notes payable was either converted into Adagio Holdingsâ€™ equity or converted into Adagio Holdings Convertible Notes upon the consummation of the Business Combination. Refer to Note 1â€‰â€”â€‰Description of the Transaction for more details.(DD)Â Â Represents the reversal of fair value changes in warrant liability of Adagio Medical. The warrant liability of Adagio Medical was converted into equity in conjunction with the Business Combination. Refer to Note 1â€‰â€”â€‰Description of the Transaction for more details.(EE)Â Â Represents the removal of interest expense of $87.0 thousand and $0.2 million on the SVB Term Loan on account of settlement of the SVB Term Loan for the seven months ended July 30, 2024, and year ended December 31, 2023, respectively.(FF)Â Â Represents the accrued interest expense of $1.8 million and $2.7 million at an interest rate of 13% per annum in connection with the Adagio Holdings Convertible Notes for the seven months ended July 30, 2024, and year ended December 31, 2023, respectively.(GG)Â Â Represents the recognition of incremental subscription agreement expense of $0.6 million incurred in connection with the execution of non-redemption subscription agreements as part of PIPE Financing.(HH)Â Â Represents the elimination of interest income on the investments held in Trust Account.68 Table of ContentsNoteÂ 4. Pro forma Net Loss per ShareThe following presents the pro forma net loss per share calculated using the historical weighted average shares outstanding assuming the shares were outstanding since January 1, 2023. As the Business Combination is being reflected as if it had occurred on January 1, 2023, the beginning of the earliest period presented, the calculation of pro forma weighted average shares outstanding for basic and diluted pro forma net loss per share assumes that the shares issuable relating to the Business Combination have been outstanding for the entirety of the periods presented.The following has been prepared to present the pro forma net loss per share for the nine months ended September 30, 2024 and for the year ended December 31, 2023:â€‹â€‹(In thousands, except share and per share data)Â Â Â Â NineÂ monthsÂ endedSeptemberÂ 30,Â 2024Â Â Â Â YearÂ EndedDecemberÂ 31,Â 2023Pro forma net lossâ€‹$(20,362)â€‹$(39,020)Basic and diluted weighted average shares outstandingâ€‹â€‹14,057,636â€‹â€‹14,057,636Basic and diluted net loss per shareâ€‹$(1.45)â€‹$(2.78)Excluded securities:(1)â€‹â€‹â€‹â€‹â€‹â€‹Sponsor Earn-out Sharesâ€‹â€‹1,147,500â€‹â€‹1,147,500PIPE Warrantsâ€‹â€‹7,528,727â€‹â€‹7,528,727Adagio Holdings Convertible Notesâ€‹â€‹2,000,000â€‹â€‹2,000,000Convert Warrantsâ€‹â€‹1,500,000â€‹â€‹1,500,000Adagio Holdings Options converted from Adagio Optionsâ€‹â€‹7,587â€‹â€‹7,5872024 Equity Incentive Planâ€‹â€‹4,472,593â€‹â€‹4,472,5932024 Key Employee Planâ€‹â€‹3,354,445â€‹â€‹3,354,445ESPPâ€‹â€‹441,293â€‹â€‹441,293(1)The potentially dilutive outstanding securities were excluded from the computation of pro forma diluted net loss per share because their effect would have been anti-dilutive and/or issuance or vesting of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the periods presented.â€‹69 Table of ContentsMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF ARYAReferences to the â€œCompany,â€ â€œARYA Sciences Acquisition Corp IV,â€ â€œARYA,â€ â€œour,â€ â€œusâ€ or â€œweâ€ refer to ARYA Sciences Acquisition Corp IV. The following discussion and analysis of the Companyâ€™s financial condition and results of operations should be read in conjunction with the unaudited interim consolidated condensed financial statements and the notes thereto contained elsewhere in this report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.Cautionary NoteÂ Regarding Forward-Looking StatementsSome of the statements contained in this report may constitute â€œforward-looking statementsâ€ for purposes of the federal securities laws. Our forward-looking statements include, but are not limited to, statements regarding our or our management teamâ€™s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words â€œanticipate,â€ â€œbelieve,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€œplan,â€ â€œpossible,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œwouldâ€ and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.The forward-looking statements contained in this report are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, the following risks, uncertainties (some of which are beyond our control) or other factors:â—we have no operating history and no revenues, and you have no basis on which to evaluate our ability to achieve our business objective;â—our ability to select an appropriate target business or businesses;â—our ability to complete a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the â€œBusiness Combinationâ€);â—our expectations around the performance of a prospective target business or businesses;â—our success in retaining or recruiting, or changes required in, our officers, key employees or directors following our initial Business Combination;â—our officers and directors allocating their time to other businesses and potentially having conflicts of interest with our business or in approving our initial Business Combination;â—our potential ability to obtain additional financing to complete our initial Business Combination or reimburse any loans ARYA Sciences Holdings IV (the â€œSponsorâ€) may loan to the Company (the â€œWorking Capital Loansâ€), including the unsecured convertible promissory note to the Sponsor, pursuant to which the Company borrowed $120,000 (the â€œFirst Convertible Working Capital Loanâ€), the unsecured convertible promissory note to the Sponsor, pursuant to which the Company may borrow up to $1,680,000 (the â€œSecond Convertible Working Capital Loanâ€), the unsecured promissory note to the Sponsor pursuant to which the Company may borrow up to $900,000 (the â€œThird Working Capital Loanâ€) and the unsecured convertible promissory note to the Sponsor pursuant to which the Company may borrow up to $1,000,000 (the â€œFourth Working Capital Loan,â€ and together with the First Convertible Working Capital Loan, the Second Convertible Working Capital Loan and the Third Working Capital Loan, the â€œConvertible Working Capital Loansâ€);â—our pool of prospective target businesses;70 Table of Contentsâ—our ability to consummate an initial Business Combination due to the uncertainty resulting from general economic and political conditions such as recessions, interest rates, international currency fluctuations and health epidemics and pandemics (including the ongoing COVID-19 pandemic), inflation, changes in diplomatic and trade relationships and acts of war or terrorism (such as the military conflict between Ukraine, the Russian Federation and Belarus that started in FebruaryÂ 2022 or the conflict in Israel and Palestine);â—the ability of our officers and directors to generate a number of potential Business Combination opportunities;â—our ability to obtain additional financing to complete a Business Combination;â—our public securitiesâ€™ potential liquidity and trading;â—the use of funds not held in the trust account (â€œTrust Accountâ€) or available to us from interest income on the Trust Account balance;â—our ability to continue as a going concern;â—the Trust Account not being subject to claims of third parties;â—our financial performance following our initial public offering (the â€œInitial Public Offeringâ€);â—the number of redemptions by our public shareholders in connection with a proposed Business Combination; andâ—the other risks and uncertainties discussed herein and in our filings with the U.S. Securities and Exchange Commission (the â€œSECâ€), including in our Annual Report on FormÂ 10-K filed with the SEC on MarchÂ 29, 2024.Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.OverviewWe are a blank check company incorporated as a Cayman Islands exempted company on AugustÂ 24, 2020. We were formed for the purpose of effecting a Business Combination with one or more businesses. Our sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted company.Our registration statement for our Initial Public Offering was declared effective on FebruaryÂ 25, 2021. On MarchÂ 2, 2021, we consummated its Initial Public Offering of 14,950,000 ClassÂ A ordinary shares (the â€œPublic Sharesâ€), including 1,950,000 Public Shares as a result of the underwritersâ€™ full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions. On AugustÂ 8, 2022, the Company received a waiver from one of its underwriters pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of a Business Combination (the â€œWaiverâ€). In connection with the Waiver, the underwriter also agreed that (i)Â the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii)Â the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with a Business Combination.Simultaneously with the closing of the Initial Public Offering, we consummated the private placement of 499,000 Private Placement Shares, at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million.71 Table of ContentsUpon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds from the sale of the Private Placement were placed in the Trust Account, located in the United States, with Continental Stock TransferÂ & Trust Company, acting as trustee (â€œContinentalâ€), and were, from the consummation of the Initial Public Offering through FebruaryÂ 27, 2023, invested only in U.S. â€œgovernment securitiesâ€ within the meaning set forth in SectionÂ 2(a)(16) of the Investment Company Act of 1940, as amended (the â€œInvestment Company Actâ€), with a maturity of 185Â days or less or in money market funds meeting certain conditions under RuleÂ 2a-7 promulgated under the Investment Company Act, as determined by us, until the earlier of (i)Â the completion of a Business Combination and (ii)Â the distribution of the Trust Account as described below. On FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of a Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal (for more information see below â€œAdoption of First Extension Amendment Proposalâ€).Â For more information on the partial liquidation of the Trust Account in connection with the adoption of the First Extension Amendment Proposal and the related redemption of ClassÂ A ordinary shares, also see below underÂ â€œAdoption of First Extension Amendment Proposal.â€As further described below underÂ â€œAdoption of First Extension Amendment Proposalâ€ andÂ â€œAdoption of Second Extension Amendment Proposal,â€ in connection with the adoption of the First Extension Amendment Proposal, 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882.05, and in connection with the adoption of the Second Extension Amendment Proposal, 390,815 additional Public Shares were redeemed for an aggregate amount of approximately $4,358,804.Our management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination.On JulyÂ 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo. Upon the closing of the merger, ListCo changed its name to â€œAdagio Medical Holdings,Â Inc.â€ The common stock of New Adagio began trading on AugustÂ 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding,Â Inc. (see NoteÂ 5).The issuance of additional shares in the Business Combination:â—may significantly dilute the equity interest of investors in our Initial Public Offering, which will receive shares of New Adagio Common Stock (as defined below) in connection with the consummation of the Proposed Adagio Business Combination (as defined below);â—could cause a change in control if a substantial number of our ClassÂ A ordinary shares or shares of New Adagio Common Stock are issued, which may affect, among other things, our ability to use our net operating loss carry forwards, if any, and could result in the resignation or removal of our present officers and directors;â—may have the effect of delaying or preventing a change of control of us by diluting the share ownership or voting rights of a person seeking to obtain control of us; andâ—may adversely affect prevailing market prices for our ClassÂ A ordinary shares or any shares of New Adagio Common Stock. Similarly, if we issue debt or otherwise incur significant debt, it could result in:â—default and foreclosure on our assets if our operating revenues after a Business Combination are insufficient to repay our debt obligations;â—acceleration of our obligations to repay the indebtedness even if we make all principal and interest payments when due if we breach certain covenants that require the maintenance of certain financial ratios or reserves without a waiver or renegotiation of that covenant;â—our immediate payment of all principal and accrued interest, if any, if the debt is payable on demand;72 Table of Contentsâ—our inability to obtain necessary additional financing if the debt contains covenants restricting our ability to obtain such financing while the debt security is outstanding;â—our inability to pay dividends on our ClassÂ A ordinary shares or any shares of New Adagio Common Stock following the consummation of the Proposed

Adagio Business Combination;â—using a substantial portion of our cash flow to pay principal and interest on our debt, which will reduce the funds available for dividends on our ClassÂ A ordinary shares or any shares of New Adagio Common Stock following the consummation of the Proposed Adagio Business Combination, if declared, expenses, capital expenditures, acquisitions and other general corporate purposes;â—limitations on our flexibility in planning for and reacting to changes in our business and in the industry in which we operate;â—increased vulnerability to adverse changes in general economic, industry and competitive conditions and adverse changes in government regulation; andâ—limitations on our ability to borrow additional amounts for expenses, capital expenditures, acquisitions, debt service requirements, execution of our strategy and other purposes and other disadvantages compared to our competitors who have less debt.Proposed Adagio Business CombinationBusiness Combination AgreementOn FebruaryÂ 13, 2024, the Company, Aja HoldCo,Â Inc., a Delaware corporation (â€œListCoâ€ or â€œHoldCoâ€), Aja Merger Sub 1, a Cayman Islands exempted company (â€œARYA Merger Subâ€), Aja Merger Sub 2,Â Inc., a Delaware corporation (â€œAdagio Merger Subâ€), and Adagio Medical,Â Inc. (â€œAdagioâ€) entered into a business combination agreement (the â€œBusiness Combination Agreementâ€), in connection with a proposed business combination (the â€œProposed Adagio Business Combinationâ€), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the â€œClosingâ€) is subject to certain customary conditions and risks.The Business Combination Agreement provides, among other things, for the consummation of the following transactions:1.ARYA Merger Sub will merge with and into ARYA (the â€œARYA Mergerâ€) and Adagio Merger Sub will merge with and into Adagio (the â€œAdagio Mergerâ€ and, together with the ARYA Merger, the â€œMergersâ€), with ARYA and Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;2.(i)Â each issued and outstanding ClassÂ A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement (â€œNew Adagioâ€) (the â€œNew Adagio Common Stockâ€) and (ii)Â each issued and outstanding ClassÂ B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 ClassÂ B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 tradingÂ days within any 30 trading day period (the â€œShare Trigger Price Vestingâ€);3.(i)Â each warrant of Adagio will be either (x)Â terminated, or (y)Â â€œnetâ€ exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio (â€œAdagio Common Stockâ€); (ii)Â all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated AprilÂ 4, 2023 and NovemberÂ 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the â€œ2023 Bridge Financing Notesâ€) and the 2024 Bridge Financing NotesÂ (as defined below)) (the â€œAdagio 73 Table of ContentsConvertible Notesâ€), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible NotesÂ and such Adagio Convertible NotesÂ will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the â€œAdagio Convertible NotesÂ Conversionâ€); (iii)Â each share of preferred stock, par value $0.001 per share, of Adagio (the â€œAdagio Preferred Stockâ€) that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv)Â all issued and outstanding shares of Adagio Common Stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v)Â each issued, outstanding and unexercised option to purchase Adagio Common Stock (â€œAdagio Optionâ€) that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an â€œIn-the-Money Adagio Optionâ€) will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.Amendment to the Business Combination AgreementOn JuneÂ 25, 2024, the Company and Adagio entered into a Consent and Amendment No.Â 1 to the Business Combination Agreement (the â€œAmendment No.Â 1â€), pursuant to which, among other things: (i)Â the Company consented to Adagio entering an exchange agreement (the â€œExchange Agreementâ€) and the transactions contemplated thereunder with RA Capital Healthcare Fund,Â L.P., a Delaware limited partnership (â€œRA Capitalâ€), pursuant to which, RA Capital would exchange a certain number of its existing Company SeriesÂ E Preferred Shares (as defined in the Business Combination Agreement) for pre-funded warrants (each, a â€œPre-Funded WarrantÂ for SeriesÂ E Preferred Sharesâ€) to purchase Company SeriesÂ E Preferred Shares, with each Pre-Funded Warrant for SeriesÂ E Preferred Shares issued and outstanding as of immediately prior to the Company Merger Effective Time (as defined in the Business Combination Agreement) being automatically canceled and extinguished and converted into the right to receive a number of HoldCo Shares (as defined in the Business Combination Agreement) equal to the Exchange Ratio (as defined in the Business Combination Agreement); (ii)Â the definition of the term â€œFully Diluted HoldCo Closing Capitalizationâ€ as provided in the Business Combination Agreement was expanded to include the number of pre-funded warrants outstanding immediately after the Company Merger Effective Time that each represented the right to purchase HoldCo Shares; (iii)Â (a)Â the aggregate share reserve under the Key Employee Incentive Plan (as defined in the Business Combination Agreement) should be up to the Key Employee Incentive Plan Maximum Amount, which was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A)Â the quotient of (x)Â fifteenÂ percent (15%) divided by (y)Â thirty-fiveÂ percent (35%) by (B)Â the Aggregate Incentive Equity Pool, which was the aggregate number of HoldCo Shares equal to (x)Â the Aggregate HoldCo Share Reserve (as defined hereunder) minus (y)Â the Fully Diluted HoldCo Closing Capitalization, and (b)Â the aggregate share reserve under the HoldCo Incentive Equity Plan (as defined in the Business Combination Agreement) should be equal to the Incentive Equity Plan Maximum Amount plus an increase as provided in the Business Combination Agreement, which Incentive Equity Plan Maximum Amount was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A)Â the quotient of (x)Â twentyÂ percent (20%) divided by (y)Â thirty-fiveÂ percent (35%) by (B)Â the Aggregate Incentive Equity Pool; and (iv)Â following the Closing, ListCoâ€™s name would be changed to â€œAdagio Medical Holdings,Â Inc.â€ (or such other name mutually agreed to by ARYA and Adagio). As defined in the Amendment No.Â 1, â€œAggregate HoldCo Share Reserveâ€ meant the aggregate number of HoldCo Shares equal to the quotient obtained by dividing (i)Â the Fully Diluted HoldCo Closing Capitalization by (ii)Â sixty-fiveÂ percent (65%).Sponsor Letter AgreementConcurrently with the execution of the Business Combination Agreement, ARYA, the Sponsor, each holder of ClassÂ B ordinary shares (the â€œOther ClassÂ B Shareholdersâ€ and with the Sponsor, the â€œClassÂ B Shareholdersâ€), including ARYAâ€™s directors and officers (together with the ClassÂ B Shareholders, the â€œInsidersâ€), ListCo and Adagio entered into a letter agreement (the â€œSponsor Letter Agreementâ€), pursuant to which, among other things, (i)Â each ClassÂ B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of ARYA shareholders, including approval of the Business Combination Agreement and the transactions contemplated thereby, (ii)Â each ClassÂ B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the ClassÂ B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii)Â each of the Insiders and ARYA agreed to terminate the lock-up provisions contained in that certain Letter Agreement, 74 Table of Contentsdated FebruaryÂ 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the â€œLetter Agreementâ€), and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below), (iv)Â each ClassÂ B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in ARYA prior to the Closing, (v)Â the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi)Â the Sponsor has agreed to irrevocably forfeit, surrender and transfer to ARYA for no consideration 1,000,000 ClassÂ B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor, as incentive shares.Adagio Stockholder Transaction Support AgreementsPursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the â€œAdagio Transaction Support Agreementsâ€) with ARYA and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i)Â vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii)Â be bound by certain other covenants and agreements related to the Proposed Adagio Business Combination.PIPE Financing (Private Placement)In connection with the execution of the Business Combination Agreement, ListCo and ARYA entered into Subscription Agreements (the â€œSubscription Agreementsâ€) with the Perceptive PIPE Investor and certain other investors (the â€œOther PIPE Investors,â€ and, together with the Perceptive PIPE Investor, the â€œPIPE Investorsâ€), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i)Â commitments by certain investors to subscribe for and purchase ClassÂ A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the â€œClosing Dateâ€), (ii)Â non-redemption commitments by certain investors that are shareholders of ARYA, (iii)Â agreements to subscribe for and purchase shares of New Adagio Common Stock, (iv)Â the contribution of $23,000,000 of 2023 Bridge Financing NotesÂ to ListCo pursuant to the terms of the Subscription Agreement executed by the Perceptive PIPE Investor, and (v)Â an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the â€œPIPE Financingâ€). In connection with the PIPE Financing, the PIPE Investors will also subscribe for (i)Â warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the â€œBase Warrantsâ€) or (ii)Â a combination of Base Warrants and pre-funded warrants each exercisable for one share of New Adagio Common Stock at $0.01 per share (the â€œPre-Funded Warrants,â€ and together with the Base Warrants, the â€œPIPE Warrantsâ€). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the ClassÂ A ordinary shares at Closing, the average per share price of the ClassÂ A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing NotesÂ that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing.The Company has concluded that the New Adagio Common Stock and PIPE Warrants to be issued under certain of the Subscription Agreements (the â€œOpen Market Subscription Agreementsâ€) that include an open market purchase and non-redemption obligation for subscribing investors (the â€œOpen Market Investorsâ€) qualify as equity under ASC 815-40 (â€œDerivatives and Hedgingâ€“Contracts in Entityâ€™s Own Equityâ€); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements (such securities, the â€œOpen Market PIPE Securitiesâ€) by recording an entry to additional paid-in capital (APIC) in shareholdersâ€™ equity in its balance sheet. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investorâ€™s commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities set forth on the signature pageÂ of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the ClassÂ A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing.75 Table of ContentsOn JulyÂ 23, 2024, the Perceptive Life Sciences Master Fund,Â Ltd., a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€) indicated an interest to increase its investment in the PIPE Financing by such amount that is necessary for the minimum unrestricted cash condition of the Contingent Investor to be met. Such additional subscription would be on the same terms as provided in the Subscription Agreement that the Perceptive PIPE Investor executed on FebruaryÂ 13, 2024 and amended on JuneÂ 24, 2024. Assuming the Closing occurs on JulyÂ 29, 2024, New Adagio would be required to have approximately $32,129,000 of available unrestricted cash for the Contingent Investor to fund its $7,500,000 commitment under the Convertible Security Subscription Agreement. Assuming that a maximum redemption scenario occurs, that no Additional Financing is raised prior to Closing and that transaction expenses payable at Closing are approximately $14.3 million (current estimate subject to change), the Perceptive PIPE Investor may, pursuant to such indication of interest, increase its new money commitment under the PIPE Financing by approximately $9 million, resulting in the issuance of approximately 1,080,000 additional shares of New Adagio Common Stock at Closing to the Perceptive PIPE Investor. Assuming such issuance of additional shares of New Adagio Common Stock to the Perceptive PIPE Investor in the maximum redemption scenario, the post-Closing ownership of the Perceptive PIPE Investor and the initial shareholders may increase by approximately 2.6%.Convertible Security Financing (Private Placement)In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the â€œConvert Investorsâ€), executed a securities purchase agreement, dated FebruaryÂ 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the â€œNew Adagio Convertible Notesâ€), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the â€œConversion Sharesâ€), and 1,500,000 warrants (the â€œConvert Warrantsâ€), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the â€œBase Convert Financingâ€). Such $20,000,000 of financing in the form of New Adagio Convertible NotesÂ includes the Perceptive Convertible NoteÂ Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing NotesÂ (as defined below) into New Adagio Convertible NotesÂ at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible NotesÂ will have a maturity of threeÂ years and nineÂ months after Closing and interest will be payable in cash or compound as additional principal outstanding. The Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the â€œ2024 Bridge Financing Notesâ€) pursuant to a note purchase agreement, dated FebruaryÂ 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the â€œ2024 Bridge Financing NotesÂ Subscription Agreementâ€). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing NotesÂ and the 2024 Bridge Financing NoteÂ Subscription Agreement, the 2024 Bridge Financing NotesÂ will convert into $7,000,000 of New Adagio Convertible NotesÂ and 525,000 Convert Warrants, and the Perceptive PIPE Investor will subscribe for an additional $5,500,000 of New Adagio Convertible NotesÂ and 412,500 Convert Warrants, for a total of $12,500,000 in aggregate principal amount of New Adagio Convertible NotesÂ and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible NotesÂ and Convert Warrants, the â€œPerceptive Convertible NoteÂ Commitment,â€ and the conversion of the 2024 Bridge Financing NoteÂ and purchase of New Adagio Convertible NotesÂ and Convert Warrants pursuant to the Perceptive Convertible NoteÂ Commitment as part of the Base Convert Financing, the â€œConvertible Security Financingâ€). Subject to ARYA and New Adagio receiving any new financing or commitment for financing (any such financing, an â€œAdditional Financingâ€), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that on the Closing Date the 2024 Bridge Financing NoteÂ is repaid, the Perceptive Convertible NoteÂ Commitment is reduced or a combination of both. The New Adagio Convertible NotesÂ and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible Security Subscription Agreement, the closing of $7,500,000 of financing by an affiliate of an institutional investor, in the Convertible Security Financing is conditioned on New Adagio having at least $48 million (as reduced by $2 million (prorated for partialÂ months) for each calendarÂ month anniversary from NovemberÂ 30, 2023 until the Closing Date) of available unrestricted cash on the Closing Date.Pursuant to the terms

of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the â€œSubsidiariesâ€) and the collateral agent (the â€œCollateral Agentâ€) on behalf of the Convert Investors, will enter into a security and pledge agreement (the â€œConvert Security Documentâ€), pursuant to which ListCo and the Subsidiaries will (i)Â pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii)Â pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii)Â grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, 76 Table of Contentsequipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the â€œConvert Guarantyâ€) to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCoâ€™s obligation to repay the New Adagio Convertible NotesÂ and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible NotesÂ and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.Convert Registration Rights AgreementThe Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible NotesÂ and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the â€œConvert Registration Rights Agreementâ€), pursuant to which ListCo will be required to file a registration statement on FormÂ S-3 or, if not available, FormÂ S-1 (the â€œConvert Registration Statementâ€) with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later than 45Â days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15Â days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to oneÂ percent of such Convert Investorâ€™s original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with â€œpiggy-backâ€ registration rights, subject to certain requirements and customary conditions.Investor Rights AgreementConcurrently with the execution of the Business Combination Agreement, ARYA, ListCo, the Perceptive PIPE Investor, the Sponsor and the Other ClassÂ B Shareholders, and certain Adagio stockholders entered into an investor rights agreement (the â€œInvestor Rights Agreementâ€) pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other ClassÂ B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of ARYA and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i)Â 365Â days following the Closing Date (or sixÂ months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii)Â the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 tradingÂ days within any 30-trading day period commencing at least 150Â days after the Closing Date.Pursuant to the terms of the Investor Rights Agreement, ListCo will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45Â days after the Closing, and ListCo is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that ListCo file a registration statement on FormÂ S-3 (or on FormÂ S-1 if FormÂ S-3 is not available) to register the securities of ListCo held by such holders. The Investor Rights Agreement will also provide holders party thereto with â€œpiggy-backâ€ registration rights, subject to certain requirements and customary conditions.The Registration and Shareholder Rights Agreement will be terminated in connection with the consummation of the Business Combination and replaced by the Investor Rights Agreement.77 Table of ContentsAdoption of First Extension Amendment ProposalOn FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of a Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described below.On FebruaryÂ 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its amended and restated memorandum and articles of association to extend the date (the â€œTermination Dateâ€) by which the Company has to consummate a Business Combination from MarchÂ 2, 2023 (the â€œOriginal Termination Dateâ€) to JuneÂ 2, 2023 (the â€œPrevious Articles Extension Dateâ€) and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on aÂ monthly basis for up to nine times by an additional oneÂ month each time after the Previous Articles Extension Date, by resolution of the Board, if requested by the Sponsor, and upon fiveÂ daysâ€™ advance notice prior to the applicable Termination Date, until MarchÂ 2, 2024Â or a total of up to thirty-sixÂ months from the closing of the Initial Public Offering, unless the closing of a Business Combination shall have occurred prior thereto (the â€œFirst Extension Amendment Proposalâ€). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date, the Sponsor made an initial deposit into the Trust Account of $420,000, in exchange for the Second Convertible Promissory Note. In connection with any subsequent optionalÂ monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 perÂ month into the Trust Account.As contemplated by the Companyâ€™s amended and restated memorandum and articles of association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the First Extension Amendment Proposal. On FebruaryÂ 28, 2023, the First Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed. Following the adoption of the First Extension Amendment Proposal, the Company had 4,189,831 ClassÂ A ordinary shares, including 3,690,831 Public Shares and 499,000 private placement shares, and 3,737,500 ClassÂ B ordinary shares issued and outstanding.In connection with the adoption of the First Extension Amendment Proposal, the Company issued a non-interest bearing, unsecured convertible note (as amended, the â€œSecond Convertible Promissory Noteâ€) to the Sponsor, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its amended and restated memorandum and articles of association and following the request of the Sponsor in connection with an optionalÂ monthly extension of the time period during which the Company may consummate a Business Combination. The Second Convertible Promissory NoteÂ was amended on FebruaryÂ 13, 2024 in order to increase the maximum principal amount that may be converted into Working Capital Shares to $1,680,000. The maturity date of the Second Convertible Promissory NoteÂ may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). As of the date of this Report, $1,585,000 were drawn under the Second Convertible Promissory Note. See â€œItemÂ 5. Market for Registrantâ€™s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securitiesâ€”Recent Sales of Unregistered Securities; Use of Proceeds from Registered Offeringsâ€ for additional information on the Second Convertible Promissory Note.On SeptemberÂ 27, 2023, the Company issued an unsecured promissory note (as amended and restated, the â€œThird Promissory Noteâ€) to the Sponsor, pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund theÂ monthly deposits required to be made into the Trust Account in in order to extend the time period it has consummate a Business Combination. The Third Promissory NoteÂ was amended and restated on FebruaryÂ 13, 2024 in order to make the principal amount outstanding under the Third Promissory NoteÂ convertible into Working Capital Shares, similarly to the conversion features of the Second Convertible Promissory Note. The Third Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory NoteÂ will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Third Promissory Note). As of the date of this Report, $900,000 were draw under the Third Promissory Note. See â€œItemÂ 5. Market for Registrantâ€™s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securitiesâ€”Recent Sales of Unregistered Securities; Use of Proceeds from Registered Offeringsâ€ for additional information on the Third Promissory Note.Adoption of Second Extension Amendment ProposalOn FebruaryÂ 8, 2024, the Company issued an unsecured convertible promissory note (the â€œFourth Convertible Promissory Noteâ€) to the Sponsor, pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund theÂ monthly deposits required to be made into the Trust Account in order to extend the time period it has to consummate a Business 78 Table of ContentsCombination. The outstanding aggregate principal amount loaned under the Fourth Convertible Promissory NoteÂ may, at the Sponsorâ€™s discretion, be converted into Working Capital Shares, at a conversion price equal to $10.00 per Working Capital Share. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Convertible Promissory NoteÂ will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. Any Fourth Working Capital Loan will not bear any interest, and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Convertible Promissory Note). As of the date of this Report, $836,000 were draw under the Fourth Convertible Promissory Note. See â€œItemÂ 5. Market for Registrantâ€™s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securitiesâ€”Recent Sales of Unregistered Securities; Use of Proceeds from Registered Offeringsâ€ for additional information on the Fourth Convertible Promissory Note.On FebruaryÂ 27, 2024, the Company held a second extraordinary general meeting of shareholders in view of approving an amendment to its amended and restated memorandum and articles of association to extend the Termination Date from MarchÂ 2, 2024 (the â€œPrevious Termination Dateâ€) to AprilÂ 2, 2024 (the â€œArticles Extension Dateâ€) and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on aÂ monthly basis for up to eleven times by an additional oneÂ month each time after the Articles Extension Date, by resolution of the Board, if requested by the Sponsor, and upon fiveÂ daysâ€™ advance notice prior to the applicable Termination Date, until MarchÂ 2, 2025Â or a total of up to forty-eightÂ months from the closing of the Initial Public Offering, unless the closing of a Business Combination shall have occurred prior thereto (the â€œSecond Extension Amendment Proposalâ€). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Convertible Promissory NoteÂ to finance this deposit. In connection with any subsequent optionalÂ monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 perÂ month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the amended and restated memorandum and articles of association that was adopted on FebruaryÂ 27, 2024. The aggregate principal amount loaned under the Fourth Convertible Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares. The maturity date of the Fourth Convertible Promissory NoteÂ may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Convertible Promissory Note).As contemplated by the Companyâ€™s amended and restated memorandum and articles of association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On FebruaryÂ 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 ClassÂ A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 ClassÂ B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).On AprilÂ 2, 2024, the Company approved the first one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to MayÂ 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Companyâ€™s amended and restated memorandum and articles of association, the Company will deposit the extension funds into the Trust Account.On MayÂ 2, 2024, the Company approved the second one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to JuneÂ 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Companyâ€™s amended and restated memorandum and articles of association, the Company will deposit the extension funds into the Trust Account. The Company also drew $74,000 under the Fourth Convertible Promissory NoteÂ for general working capital purposes.Non-Redemption Subscription AgreementsIn connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Non-redemption Subscription Agreements (the â€œNon-redemption Subscription Agreementsâ€) with certain other investors (the â€œNon-Redeeming Subscribed Investorsâ€) pursuant to which the Non-Redeeming Subscribed Investors committed financing valued at approximately $2,000,000, which includes ListCo is seeking commitments from interested investors to purchase in a private placement, contingent upon, and substantially concurrently with the closing of the Transaction, (i)Â shares (the â€œSharesâ€) of ListCoâ€™s common stock, par value $0.0001 per share (the â€œCommon Stockâ€), (ii)Â warrants, each representing the right to purchase shares of Common Stock and to be 79 Table of Contentsrepresented by a warrant and (iii)Â the Investor and its affiliates agree (a)Â not to sell or transfer any of the Non-Redeeming Subscribed Investorsâ€)Â the companyâ€™s Shares prior to the closing of the Transaction and (b)Â not to redeem any Investor Company Shares prior to or in connection with the Transaction. On the Closing Date, Non-Redeeming Subscribed Investors shall deliver evidence reasonably satisfactory to ListCo that Investor continues to hold the Investor Company Shares and has not tendered such shares for redemption.The Company has concluded that the New Adagio Common Stock and Warrants (â€œNon-Redeeming Shares and Warrantsâ€) issued under certain Non-redemption Subscription Agreements qualify as equity under ASC 815-40 (â€œDerivatives and Hedgingâ€”Contracts in Entityâ€™s Own Equityâ€). Consequently, the Company will recognize these Non-Redeeming Shares and Warrants by recording an entry to additional paid-in capital (APIC) in shareholdersâ€™ equity in its balance sheet. According to ASC 815-40-30-1, the Non-Redeeming Shares and Warrants will be recorded and measured at fair value, usually represented by the proceeds received for equity-linked instruments. When estimating the fair value of these instruments, the Company follows the guidance in ASC 820, Fair Value Measurement.Regarding the Non-Redeeming Subscribed Investorsâ€™ commitment to irrevocably subscribe and purchase the number of Non-Redeeming Shares and Warrants listed in the Non-redemption Subscription Agreements, the Company agrees to the terms and conditions set forth in the agreements, including not redeeming the ClassÂ A ordinary shares purchased in the open market before closing. The Company will record an amount equal to the full fair value of the Non-Redeeming Shares and Warrants to be issued to the Non-Redeeming Subscribed Investor at the closing.Approval of Business Combination AgreementOn JulyÂ 26, 2024, the Company held an annual general meeting of shareholders (the â€œMeetingâ€) to consider and vote upon the Business Combination Proposal, the ARYA Merger Proposal, the Director Election Proposal and the Adjournment Proposal, each as more fully described in the definitive proxy statement/prospectus that the Company filed with the U.S. Securities and Exchange Commission (the â€œSECâ€) on JulyÂ 12, 2024 (the â€œProxy Statementâ€). The shareholders of the Company approved the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal. As there were sufficient votes to approve the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal, the Adjournment Proposal was not presented to shareholders.Consummation of Business CombinationOn JulyÂ 31, 2024, Adagio announced the closing of its

previously announced Business Combination with the Company and ListCo. Upon the closing of the merger, ListCo changed its name to â€œAdagio Medical Holdings,Â Inc.â€ The common stock of New Adagio began trading on AugustÂ 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding,Â Inc.In conversion of the Adagioâ€™s certain liabilities and equity outstanding prior to the closing of the merger:a.each common stock warrant of Adagio (other than the pre-funded warrants for SeriesÂ E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement;b.all issued and outstanding OctoberÂ 2022 Convertible NotesÂ including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such OctoberÂ 2022 Convertible Notes, and OctoberÂ 2022 Convertible NotesÂ are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion;c.all issued and outstanding AprilÂ 2023 Convertible Notes, NovemberÂ 2023 Convertible Notes, MayÂ 2024 Convertible Notes, JuneÂ 2024 Convertible Notes, and JulyÂ 2024 Convertible NotesÂ including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements;d.each share of preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled;e.all issued and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded 80 Table of Contentswarrants for SeriesÂ E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio common stock based on the exchange ratio set forth in the Business Combination Agreement;f.each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an â€œIn-the-Money Adagio Optionâ€) are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto;g.outstanding SVB Term Loan is paid off by Adagio prior to the Closing; andh.$7,000,000 of FebruaryÂ 2024 Convertible NotesÂ is converted into New Adagio convertible notes and convert warrants.In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in the Companyâ€™s trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from the Companyâ€™s trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the â€œaccounting acquirerâ€ and Adagio as the â€œaccounting acquireeâ€ for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.Results of OperationsOur entire activity since inception up to JuneÂ 30, 2024 was in preparation for our formation and the Initial Public Offering, and since the Initial Public Offering, the search for a prospective Business Combination. We will not be generating any operating revenues until the closing and completion of our Business Combination.For the threeÂ months ended JuneÂ 30, 2024, we had net income of $1,822,591, which consisted of $486,027 in dividends and interest held in Trust Account, a gain on extinguishment of legal expenses of $2,302,557 partially offset by $713,794 subscription agreement expense and $183,658 general and administrative expenses.For the threeÂ months ended JuneÂ 30, 2023, we had net income of approximately $382,000, which consisted of approximately $460,000 in interest income on dividends and interest held in Trust Account, which were partially offset by approximately $79,000 general and administrative expenses.For the sixÂ months ended JuneÂ 30, 2024, we had net loss of $1,576,544, which consisted of $997,778 in dividends and interest held in Trust Account, a gain on extinguishment of legal expenses of $3,577,104 which were partially offset by subscription agreement expense of $Â 2,134,199 and $795,398 general and administrative expenses.For the sixÂ months ended JuneÂ 30, 2023, we had net income of approximately $542,000, which consisted of approximately $1.6 million in interest income on dividends and interest held in Trust Account, which were partially offset by approximately $1.0 million general and administrative expenses.Going ConcernAs of JuneÂ 30, 2024, the Company had $26,058 in its operating bank accounts and a working capital deficit of $10,287,324As of JuneÂ 30, 2024, there was $120,000 of borrowings outstanding under the First Convertible Promissory Note. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, $1,585,000 was drawn under the Second Convertible Promissory Note. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, $900,000 and $470,000, was drawn under the Third Promissory Note, respectively. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, $540,000 and $0, was drawn under the Fourth Convertible Promissory Note, respectively.81 Table of ContentsOn JulyÂ 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the â€œClosingâ€) (see NoteÂ 1). As of JulyÂ 31, 2024, substantial doubt about our ability to continue as a going concern was alleviated due to the closing of a business combination.Risks and UncertaintiesResults of operations and the Companyâ€™s ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Companyâ€™s business of pursuing and consummating a Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Companyâ€™s business and its ability to complete a Business Combination.Contractual ObligationsAdministrative Support AgreementCommencing on the date that the Companyâ€™s registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Companyâ€™s liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 perÂ month. The Company incurred approximately $0 and $30,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the threeÂ months ended JuneÂ 30, 2024 and 2023, respectively. The Company incurred approximately $30,000 and $60,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the sixÂ months ended JuneÂ 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Company had $0 and $210,000, respectively, included in due to related party on the condensed balance sheets.Registration RightsThe holders of Founder Shares and Private Placement Shares, including Working Capital Shares that may be issued upon conversion of Working Capital Loans are entitled to registration rights pursuant to that certain Registration and Shareholder Rights Agreement, dated MarchÂ 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the â€œRegistration and Shareholder Rights Agreementâ€). The holders of these securities are entitled to make up to three demands, excluding short form demands, that we register such securities. In addition, the holders have certain â€œpiggy-backâ€ registration rights with respect to registration statements filed subsequent to our completion of a Business Combination. However, the Registration and Shareholder Rights Agreement provides that we will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i)Â in the case of the Founder Shares, in accordance with the Letter Agreement our initial shareholders entered into and (ii)Â in the case of the Private Placement Shares, 30Â days after the completion of our Business Combination. We will bear the expenses incurred in connection with the filing of any such registration statements. As discussed under â€œâ€”Proposed Adagio Business Combination,â€ the Registration and Shareholder Rights Agreement will be terminated and replaced by the Investor Rights Agreement in connection with the Closing.Underwriting AgreementWe granted the underwriters in our Initial Public Offering a 45-day option from the date of the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On MarchÂ 2, 2021, the underwriters fully exercised the over-allotment option.The underwriters were paid an underwriting discount of $0.20 per Public Share, or approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that we complete a Business Combination, subject to the terms of the underwriting agreement. On AugustÂ 8, 2022, the Company received the Waiver pursuant to which one of its underwriters waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of a Business Combination. In connection with the Waiver, the underwriter also agreed that (i)Â the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii)Â the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties 82 Table of Contentsor otherwise be used in connection with a Business Combination. The Waiver resulted in a credit to shareholdersâ€™ deficit of the deferred underwriting commissions of approximately $2.6 million.Upon the closing of the Business Combination on JulyÂ 31, 2024, as discussed below, the Company was granted the option to issue shares in lieu of a cash payment for transaction expenses and deferred fees incurred by its underwriter, within 60Â days of the closing, as of the filing, the Company has not effectuated this option. At Closing the Company incurred an additional transaction closing fee of $1,268,875. The Companyâ€™s total costs due to the underwriter fee was $3,885,125 at closing.Related Party LoansOn NovemberÂ 7, 2022, the Company issued the First Convertible Promissory NoteÂ to the Sponsor, pursuant to which the Company borrowed $120,000 from the Sponsor for general corporate purposes. Such First Convertible Working Capital Loan may, at the Sponsorâ€™s discretion, be converted into Working Capital Shares at a conversion price equal to $10.00 per Working Capital Share. The terms of the Working Capital Shares will be identical to those of the Private Placement Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of an initial merger, share exchange, asset acquisition, share purchase, reorganization or similar Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute â€œRegistrable Securitiesâ€ pursuant to the Registration and Shareholder Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. As discussed under â€œâ€”Proposed Adagio Business Combination,â€ the Registration and Shareholder Rights Agreement will be terminated and replaced by the Investor Rights Agreement in connection with the Closing and the lock up provisions included in the Letter Agreement will be replaced by certain provisions in the Investor Rights Agreement in connection with the Closing. Any Working Capital Shares issuable upon conversion of the First Convertible Promissory NoteÂ will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by SectionÂ 4(a)(2)Â of the Securities Act.On FebruaryÂ 28, 2023, the Company issued the Second Convertible Promissory NoteÂ to the Sponsor in connection with the adoption of the First Extension Amendment Proposal and pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its amended and restated memorandum and articles of association and following the request of the Sponsor in connection with an optionalÂ monthly extension of the time period during which the Company may consummate a Business Combination. The Second Convertible Promissory NoteÂ was amended on FebruaryÂ 13, 2024 in order to increase the maximum principal amount that may be converted into Working Capital Shares to $1,680,000. The Second Working Capital Loan will not bear any interest, and will be repayable by the Company to our sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute â€œRegistrable Securitiesâ€ pursuant to the Registration and Shareholder Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. As discussed under â€œâ€”Proposed Adagio Business Combination,â€ the Registration and Shareholder Rights Agreement will be terminated and replaced by the Investor Rights Agreement in connection with the Closing and the lock up provisions included in the Letter Agreement will be replaced by certain provisions in the Investor Rights Agreement in connection with the Closing. As of the date of this Report, $1,585,000 was drawn under the Second Convertible Promissory Note. Any Working Capital Shares issuable upon conversion of the Second Convertible Promissory NoteÂ will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by SectionÂ 4(a)(2)Â of the Securities Act.On SeptemberÂ 27, 2023, the Company issued the Third Promissory NoteÂ to the Sponsor, pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund theÂ monthly deposits required to be made into the Trust Account in order to extend the time period it has consummate a Business Combination. On FebruaryÂ 13, 2024, the Third Promissory NoteÂ was amended and restated in order to make any principal amount outstanding under such note convertible, at the option of the Sponsor, into Working Capital Shares at $10.00 per share. The Third Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory NoteÂ will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. Any Third Working Capital Loan will not bear any interest, and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust 83 Table of ContentsAccount and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Third Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Third Promissory Note, which shall constitute â€œRegistrable Securitiesâ€ pursuant to the Registration and Shareholder Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. As discussed under â€œâ€”Proposed Adagio Business Combination,â€ the Registration and Shareholder Rights Agreement will be terminated and replaced by the Investor Rights Agreement in connection with the Closing and the lock up provisions included in the Letter Agreement will be replaced by certain provisions in the Investor Rights Agreement in connection with the Closing. As of the date of this Report, $900,000 were drawn under the Third Promissory Note. Any Working Capital Shares issuable upon conversion of the Third Promissory NoteÂ will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by SectionÂ 4(a)(2)Â of the Securities Act.On FebruaryÂ 8, 2024, the Company issued the Fourth Convertible Promissory NoteÂ to the Sponsor, pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund theÂ monthly deposits required to be made into the Trust Account in order to extend the time period it has to consummate a Business Combination. The outstanding aggregate principal amount loaned under the Fourth Convertible Promissory NoteÂ may, at the Sponsorâ€™s discretion, be converted into Working Capital Shares, at a conversion price equal to $10.00 per Working Capital Share. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Convertible Promissory NoteÂ will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The Fourth Working Capital Loan will not bear any interest, and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Fourth Convertible Promissory Note, which shall constitute â€œRegistrable Securitiesâ€ pursuant to the Registration and Shareholder Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. As discussed under â€œâ€”Proposed Adagio Business Combination,â€ the Registration and Shareholder Rights Agreement will be terminated and replaced by the Investor Rights Agreement in connection with the Closing and the lock up provisions included in the Letter Agreement will be replaced by certain provisions in the Investor

Rights Agreement in connection with the Closing. As of the date of this Report, $540,000 were drawn under the Fourth Convertible Promissory Note. Any Working Capital Shares issuable upon conversion of the Fourth Convertible Promissory NoteÂ will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by SectionÂ 4(a)(2)Â of the Securities Act.On FebruaryÂ 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares.On FebruaryÂ 13, 2024, the Company and the Sponsor amended and restated the Third Promissory NoteÂ to provide that the total principal amount loaned under the Third Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares.On JuneÂ 28, 2024,the Company issued an unsecured convertible promissory note (the â€œFifth Convertible Promissory Noteâ€) to the Sponsor, pursuant to which the Company may borrow $150,000 (the â€œWorking Capital Loanâ€) from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Companyâ€™s trust account in connection with theÂ monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Companyâ€™s amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsorâ€™s discretion, be converted into the Companyâ€™s ClassÂ A ordinary shares, par value $0.0001 per share (the â€œWorking Capital Sharesâ€), at a conversion price equal to $10.00 per Working Capital Share.Upon the closing of the Business Combination on JulyÂ 31, 2024 (see NoteÂ 5), all issued and outstanding First, Second, Third, Fourth and Fifth Convertible Promissory notes (discussed above and collectively referred to as the â€œConvertible Notesâ€), including any accrued and unpaid interest thereon, were fully converted into shares of New Adagio common stock and, or, Warrants in accordance with the terms of each Convertible Note, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements.84 Table of ContentsCritical Accounting EstimatesThe preparation of unaudited consolidated condensed financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements, and the reported amounts of income and expenses during the period reported. Actual results could materially differ from those estimates.Critical Accounting PoliciesClassÂ A ordinary shares subject to possible redemptionWe account for our ClassÂ A ordinary shares subject to possible redemption in accordance with the guidance in FASB ASC Topic 480, â€œDistinguishing Liabilities from Equity.â€ ClassÂ A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable ClassÂ A ordinary shares (including ClassÂ A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control) are classified as temporary equity. At all other times, ClassÂ A ordinary shares are classified as shareholdersâ€™ equity (deficit). Our ClassÂ A ordinary shares feature certain redemption rights that are considered to be outside of our control and subject to the occurrence of uncertain future events. Accordingly, as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, 3,300,016 and 3,690,831 ClassÂ A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholdersâ€™ deficit section of our consolidated condensed balance sheets, respectively.The Company recognizes changes in redemption value immediately as they occur and adjusts the carrying value of the ClassÂ A ordinary shares subject to possible redemption to equal the redemption value at the end of each reporting period. This method would view the end of the reporting period as if it were also the redemption date for the security. Immediately upon the closing of the Initial Public Offering, the Company recognized the accretion from initial book value to redemption amount, which resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit.Off-Balance Sheet ArrangementsAs of JuneÂ 30, 2024, we did not have any off-balance sheet arrangements as defined in ItemÂ 303(a)(4)(ii)Â of Regulation S-K.JOBS ActThe Jumpstart Our Business Startups Act of 2012 (the â€œJOBS Actâ€) contains provisions that, among other things, relax certain reporting requirements for qualifying public companies. We qualify as an â€œemerging growth companyâ€ and under the JOBS Act are allowed to comply with new or revised accounting pronouncements based on the effective date for private (not publicly traded) companies. We are electing to delay the adoption of new or revised accounting standards, and as a result, we may not comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. As a result, the unaudited consolidated condensed financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.Additionally, we are in the process of evaluating the benefits of relying on the other reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an â€œemerging growth company,â€ we choose to rely on such exemptions we may not be required to, among other things, (i)Â provide an auditorâ€™s attestation report on our system of internal control over financial reporting pursuant to SectionÂ 404 of the Sarbanes-Oxley Act of 2002, (ii)Â provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act, (iii)Â comply with any requirement that may be adopted by the PCAOB regarding mandatory audit firm rotation or a supplement to the auditorâ€™s report providing additional information about the audit and the unaudited consolidated condensed financial statements (auditor discussion and analysis) and (iv)Â disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the executive compensation to median employee compensation. These exemptions will apply for a period of fiveÂ years following the completion of our Initial Public Offering or until we are no longer an â€œemerging growth company,â€ whichever is earlier.â€‹85 Table of ContentsMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF ADAGIO MEDICALThe following discussion and analysis of the financial condition and results of operations of Adagio Medical,Â Inc. and its subsidiary prior toÂ the Business Combination (for purposes of this section, collectively referred to as â€œAdagioâ€, â€œwe,â€ â€œusâ€ and â€œourâ€) should be read togetherÂ with our condensed consolidated financial statements and related notes included in this prospectus. The discussion and analysis should also be read togetherÂ with the â€œUnaudited Pro Forma Condensed Financial Information.â€ This discussion contains forward-looking statements based upon current beliefs, plans, and expectations that involve numerous risks, uncertainties, and assumptions, including, but not limited to, those described under the heading â€œRisk Factors.â€ Actual results may differ materially from those contained in any forward-looking statements.OverviewWe are a developmental stage medical device company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation (â€œAFâ€), atrial flutter (â€œAFLâ€), and ventricular tachycardia (â€œVTâ€). Our unique portfolio is based on Ultra-Low Temperature Cryoablation (â€œULTCâ€) and Pulsed-Field Cryoablation (â€œPFCAâ€). Our technology is based on the hypothesis that the ability to consistently create durable, contiguous, transmural lesions is a foundation for improving the effectiveness and outcomes of cardiac ablations in both atria and ventricles.Adagioâ€™s product portfolio consists of three product families: iCLASâ„¢ atrial ULTC catheter and accessories, vCLASâ„¢ ventricular ULTC catheter, and Cryopulseâ„¢ atrial PFCA catheter and accessories. All of these catheters share the same ULTC cryoablation console. A standalone Pulsed-Field Ablation (PFA) console connected to a cryoablation console for PFCA treatment synchronization is used in conjunction with Cryopulse catheter, subject to future integration for maximum operational flexibility and minimum footprint.Â We received CE Marking in Europe for our iCLASâ„¢ Cryoablation System in MayÂ 2020 and have commercially launched in the EU.We are continually working towards reaching the next milestone in the development process for our portfolio of technologies. We received CE Marking in Europe for our VT Cryoablation System in MarchÂ 2024 and have commercially launched in the EU. Key milestones include data readouts, clinical trials, and regulatory and commercialization developments in both the U.S. and European markets. The data readouts for each device are key valuation-driving milestones because investors use this data to understand the efficacy of the procedures. It is expected that favorable readouts will drive additional investment and financing for us at market terms.We have not launched commercially in the U.S. but are working towards obtaining the necessary regulatory approvals to do so. We have incurred net losses in eachÂ year since our inception in 2011. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, we had an accumulated deficit of $146.7 million and $133.6 million, respectively. Our net losses were $13.0 million and $17.2 million for the sixÂ months ended JuneÂ 30, 2024 and 2023, respectively. Substantially all of our net losses resulted from costs incurred in connection with our research and development programs and from general and administrative costs associated with our operations. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, we had cash of $2.0 million and $1.4 million, respectively.Our accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liabilities in the normal course of business. Our financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should we be unable to continue as a going concern. The recurring losses, working capital deficiency, the need for capital to fund our operations, including clinical trial and regulatory approval expenses, and the amount of cash reserve are factors that raise substantial doubt about our ability to continue as a going concern for the twelve-month period from the date the financial statements included herein were made available. SeeÂ NoteÂ 1-Organization and Description of BusinessÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for the additional information on our assessment.Our need for additional capital will depend in part on the scope and costs of our development activities. To date, we have not generated any significant revenue from the sale of commercialized products. Our ability to generate product revenue will depend on the successful development and eventual commercialization of our products in the United States and Europe. Until such time, if ever, we expect to finance our operations through the sale of equity or debt, borrowings under credit facilities, or through potential collaborations, other strategic transactions or government and other grants. Adequate capital may not be available to us when needed or on acceptable terms. If we are unable to raise capital, we could be forced to delay, reduce, suspend or cease our research and development programs or any future commercialization efforts, which would have a negative impact on our business, prospects, operating results and financial condition. See the section of this prospectus titled â€œRisk Factorsâ€ for additional information.86 Table of ContentsBusiness CombinationThe disclosure set forth in the â€œIntroductory Noteâ€ in the Original Report with respect to the completion of the Business Combination, the PIPE Financing and the Convertible Security Financing is incorporated by reference into ItemÂ 2.01.In conjunction with the consummation of the Business Combination with ARYA and Adagio, weÂ raised financing valued atÂ approximately $84.2 million,Â which consisted of funds held in ARYAâ€™s trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYAâ€™s trust account not redeemed), and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing), offset by approximately $13.1 million of transaction costs (including approximately $1.0 million for the payoff of the SVB Term Loan) relating to the closing of the Business Combination.Restatement of Previously Issued Financial StatementsThe accompanying Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations gives effect to the restatement of the Companyâ€™s previously reported condensed consolidated financial statements as of and for the six months ended June 30, 2024, and the consolidated financial statements as of and for the year ended December 31, 2023.This restatement related to the Companyâ€™s accounting and reporting for the fair value change of the convertible promissory notes and related accrued interest. The effect of these restatements has no impact on the Companyâ€™s previously reported cash position or total operating, investing or finance cash flows.For additional information and a detailed discussion of the restatement, see Note 2 â€œRestatement of Previously Issued Financial Statementsâ€ in the Notes to our condensed consolidated financial statements as of and for the six months ended June 30, 2024, and the consolidated financial statements as of and for the year ended December 31, 2023. Restatement adjustments have also been made to the previously reported unaudited condensed consolidated financial statements for the interim periods ended September 30, 2023, June 30, 2023, and March 31, 2023. For additional information related to the interim period restatements, see Note 17 â€œRestatement of Quarterly Financial Information (Unaudited)â€ in the Notes to our consolidated financial statements as of and for the year ended December 31, 2023.Impact of COVID-19 PandemicThe markets we operate in could see continued impacts from COVID-19 for the foreseeable future, and the emergence of new variants of COVID-19 creates significant uncertainty as to how long COVID-19 will continue to impact our business. The magnitude of the impact of the COVID-19 pandemic on our productivity, results of operations and financial position and its disruption to our business and our clinical programs and timelines will depend, in part, on the length and severity of outbreaks, restrictions and other measures designed to prevent the spread of COVID-19 and on our ability to conduct business in the ordinary course.Key Factors Affecting Our PerformanceWe compete primarily on the basis that our products are designed to enable more physicians to treat more patients more efficiently and effectively. Our continued success depends on our ability to:â—continue to develop innovative, proprietary products that address significant clinical needs in a manner that is safe and effective for patients and easy-to-use for physiciansÍ¾â—obtain and maintain regulatory clearances or approvalsÍ¾â—demonstrate safety and effectiveness in our sponsored and third-party clinical trialsÍ¾â—expand its sales force across key markets to increase physician awarenessÍ¾â—obtain and maintain coverage and adequate reimbursement for procedures using its productsÍ¾â—attract and retain skilled research, development, sales and clinical personnelÍ¾87 Table of Contentsâ—cost-effectively manufacture, market and sell its productsÍ¾ andâ—obtain, maintain, enforce and defend our intellectual property rights and operate its business without infringing, misappropriating or otherwise violating the intellectual property rights of others.InnovationOur business strategy relies significantly on innovation to develop and introduce new products andÂ to differentiate our products from our competitors. We expect our research and development expenditures to increase as we make additional investments to support our growth strategies. We plan to increase our research and development expenditures with internal initiatives, as well as potentially licensing or acquiring technology from third parties. We also expect expenditures associated with our manufacturing organization to grow over time as production volume increases and we bring new products to market. Our internal and external investments will be focused on initiatives that we believe will offer the greatest opportunity for growth and profitability. With a significant investment in research and development, a strong focus on innovation and a well-managed innovation process, we believe we can continue to innovate and grow.RegulatoryOur commercial success will depend upon a number of factors, some of which are beyond our control, including the receipt of regulatory clearances, approvals, or authorizations for existing or new product offerings by us, or product enhancements. We must complete additional clinical testing before we can seek regulatory approval in the United States and begin commercialization of our products. After our products are cleared, approved, or authorized, numerous and pervasive regulatory requirements continue to apply. As such, our ability to navigate, obtain and maintain the required regulatory clearances, approvals, or authorizations, as well as comply with other regulatory requirements, for our products will in part drive our results of operations and impact our business.Investments in Our GrowthIn order to generate future growth, we plan to continue to expand and leverage our sales and marketing infrastructure to increase our customer base and grow our business. Identifying and recruiting qualified sales and marketing personnel and training them on our products, applicable federal and state laws and regulations, and on our internal policies and procedures requires significant time, expense and attention. It often takes severalÂ months or more before a sales representative is fully trained and productive. Our ability to increase our customer base and achieve broader market acceptance of our products will also depend to a significant extent on our ability to expand our marketing efforts as our plans to dedicate significant resources to its marketing programs.CompetitionOur industry is intensely competitive, subject to rapid change and significantly affected by new product introductions andÂ other market activities of industry participants. Our most significant competitors are large, well-capitalized companies. We must continue to successfully compete considering our competitorsâ€™ existing and future products and related pricing and their resources to successfully market to the physicians who could use our products. Publications of clinical results by us, our competitors and other third parties can also have a significant influence on whether, and the degree to which, we are able to gain market share and increase utilization of our products.Reimbursement and Insurance CoverageIn both U.S. and non-U.S. markets, our ability to successfully commercialize and achieve market acceptance of our products depends, in significant part, on the availability of adequate financial coverage and reimbursement from third-party payors, including governmental payors (such as the Medicare and Medicaid programs in the United States), managed care organizations and private health insurers. Third-party payors decide which treatments they will cover and establish reimbursement rates for those treatments. Our products are purchased by hospitals and other providers who will then seek reimbursement from third-party payors for the procedures performed using our products. Reimbursement systems in international markets vary significantly by country and by region within some countries, and reimbursement approvals must be obtained on a country-by-country basis. In certain international markets, a product must be approved for reimbursement before it can be approved for sale in that country. Furthermore, many international markets have government-managed healthcare systems that control reimbursement for new devices and procedures. In most markets there are private insurance systems as well as government-managed systems.88 Table of ContentsKey Components of Results of OperationsRevenuesWe generate product revenue primarily from the sale of the catheters, stylets and warming balloons (â€œConsumablesâ€) used with our consoles. We sell our products directly to hospitals and medical centers. To a lesser extent, we also generate lease revenue from the implied rental of consoles loaned to customers at no charge. We recognize revenue in accordance with ASC Topic 606, Revenue from Contracts with Customers, when we transfer promised goods or services to customers in an amount that reflects

the consideration to which the entity expects to be entitled in exchange for those goods or services. Please refer toÂ NoteÂ 3-Summary of Significant Accounting PoliciesÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for additional details on our revenue recognition policy. Our revenue is subject to fluctuation due to the foreign currency in which our products are sold.Costs and Operating ExpensesCost of RevenueCost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of our products. Cost of revenue also includes the depreciation expense of consoles loaned to the customers.Research and Development ExpensesResearch and development expenses are expensed when incurred and are related to the development of our product candidates which includes pre-clinical, clinical, quality assurance, and research and development operational activities. These costs consist of:â—salaries, benefits, and other employee-related costs, including stock-based compensation expense for personnel engaged in research and development functions;â—activities associated with clinical trials performed by third parties;â—professional fees;â—equipment, materials, and costs related to product manufacturing; andâ—other operational costs including rent and facilities costs, and depreciation.Adagio does not track research and development expenses by project or product, as Adagio is at an earlier stage in its pre-clinical and clinical development. Management believes that the breakdown of research and development expenses by project or product would be arbitrary and would not provide a meaningful assessment.Management expects the research and development expenses to increase, as Adagio will incur incremental expenses associated with the product candidates that are currently under development and in pre-clinical and clinical trials. Product candidates in later stages of clinical development generally have higher development costs, primarily due to the increased size and duration of later-stage clinical trials.Selling, General and Administrative ExpensesSelling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs, and transaction costs in connection with the Business Combination. We expense all selling, general and administrative costs as incurred.89 Table of ContentsConvertible notes fair value adjustmentWe recorded the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Notes, the NovemberÂ 2023 Notes, the 2024 Bridge Financing Note, the MayÂ 2024 Notes, and the JuneÂ 2024 NotesÂ at fair value at issuance and subsequently remeasure them to fair value at each reporting period. The change in fair value of the convertible notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustmentâ€, while amounts related to interest are recorded as interest expense in the condensed consolidated statements of operations and comprehensive loss.Warrant liabilities fair value adjustmentWe accounted for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model. The liability is subject to re-measurement at each reporting period and any change in fair value is recognized warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss.Interest expenseInterest expense is primarily incurred from our outstanding debt obligations, including those under the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Notes, the NovemberÂ 2023 Notes, the FebruaryÂ 2024 Notes, the MayÂ 2024 Notes, JuneÂ 2024 Notes, and the SVB Term Loan.Interest IncomeInterest income consists primarily of interest earned on our cash, cash equivalents, and marketable securities.Other (expense) income, netOther (expense) income, net primarily consists of foreign currency unrealized and realized gain / loss, and other income related to research and development (â€œR&Dâ€) tax credit.90 Table of ContentsResults of OperationsComparison for the SixÂ Months Period Ended JuneÂ 30, 2024 and 2023 (unaudited)The following table sets forth a summary of our results of operations. This information should be read together with our condensed consolidated financial statements and related notes.â€‹For the six months ended June 30,â€‹Changeâ€‹â€‹2024â€‹2023â€‹â€‹â€‹â€‹(Unaudited,â€‹(Unaudited,â€‹â€‹â€‹â€‹(In thousands)â€‹As Restated)â€‹$â€‹%â€‹RevenueÂ Â Â Â $280Â Â Â Â 181Â Â Â Â 99Â Â Â Â 55%Costs of revenue and operating expenses:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cost of revenueâ€‹â€‹1,224â€‹719â€‹505â€‹70%Research and developmentâ€‹â€‹6,334â€‹9,207â€‹(2,873)â€‹-31%Selling, general and administrativeâ€‹â€‹8,196â€‹3,783â€‹4,413â€‹117%Total costs of revenue and operating expensesâ€‹â€‹15,754â€‹13,709â€‹2,045â€‹15%Other income (expense)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Convertible notes fair value adjustmentâ€‹â€‹3,966â€‹(3,033)â€‹6,999â€‹-231%Warrant liabilities fair value adjustmentâ€‹â€‹14â€‹(60)â€‹74â€‹-123%Interest expenseâ€‹â€‹(1,514)â€‹(597)â€‹(917)â€‹154%Interest incomeâ€‹â€‹3â€‹â€”â€‹3â€‹n.m.â€‹Other income (expense), netâ€‹â€‹(38)â€‹10â€‹(48)â€‹n.m.â€‹Total other income (expense)â€‹â€‹2,431â€‹(3,680)â€‹6,111â€‹-166%Loss, before income taxesâ€‹â€‹(13,043)â€‹(17,208)â€‹4,165â€‹-24%Net lossâ€‹â€‹(13,043)â€‹(17,208)â€‹4,165â€‹-24%Other comprehensive income:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Foreign currency translation adjustmentâ€‹â€‹5â€‹(5)â€‹10â€‹n.m.â€‹Comprehensive lossâ€‹$(13,038)â€‹(17,213)â€‹4,175â€‹-24%n.m. = not meaningfulRevenueOur revenue was $0.3 million for the sixÂ months ended JuneÂ 30, 2024 and was $0.2 million for the sixÂ months ended JuneÂ 30, 2023. The increase of $0.1 million, or 55% is due to the increase of consumable sales. For the sixÂ months ended JuneÂ 30, 2024 and 2023, revenue was generated only in European markets.Costs of revenue and operating expensesCost of revenueCost ofÂ revenue increased to $1.2Â million for theÂ sixÂ monthsÂ endedÂ JuneÂ 30, 2024, from $0.7Â million for theÂ sixÂ monthsÂ endedÂ JuneÂ 30, 2023. The increase of $0.5Â million, orÂ 70%, primarily resulted from a $0.2 million increase in cost of good sold related to increased sales and a $0.3 million increase in the depreciation of consoles.Research and development expensesResearch and development expenses decreased to $6.3Â million for theÂ sixÂ monthsÂ endedÂ JuneÂ 30, 2024 from $9.2Â million for theÂ sixÂ monthsÂ endedÂ JuneÂ 30, 2023. The $2.9Â million decrease, orÂ 31%, was primarily related to a $0.9Â million decrease of manufacturing absorption costs, $0.6Â million decrease in product manufacturing, $0.6Â million decrease in clinical trial expense, $0.2 million decrease in animal testing cost, $0.1Â million decrease in travel costs related to clinical studies, $0.3Â million decrease in payroll, and $0.2Â million decrease in costs related to prototypes and other research and development costs. The decrease in research and development expenses results from Adagio receiving CE Marking on VT Cryoablation in MarchÂ 2024.91 Table of ContentsThe following is a breakdown of our research and development costs by type of expense:â€‹â€‹â€‹â€‹Â Â Â Â ForÂ theÂ sixÂ monthsÂ endedJuneÂ 30,(In thousands)â€‹2024Â Â Â Â 2023Clinical trial costsâ€‹$2,223â€‹$2,872Quality assurance costsâ€‹â€‹1,562â€‹â€‹1,417Pre-clinical trial costs and other research and development costsâ€‹â€‹1,468â€‹â€‹1,896Operational costsâ€‹â€‹1,081â€‹â€‹3,022Total research and development expensesâ€‹$6,334â€‹$9,207â€‹Our clinical trial expenses relate to trials for our iCLAS atrial ULTC catheter and system (CYROCURE-2), iCLAS atrial ULTC catheter and system (iCLAS for PsAF), vCLAS ventricular ULTC catheter (CYROCURE-VT), vCLAS ventricular ULTC catheter (FULCRUM-VT), and PFCA catheter. Clinical trial costs include the expenses spent on clinical trials studies and other related expenses. Quality assurance includes regulatory fees and third-party service fees. Pre-clinical trial costs and other research and development costs includes the expenses resulting from professional fees, prototypes, and animal testing. Operational costs includes the expenses spent on product manufacturing.Selling, General and Administrative ExpensesSelling, general and administrative expenses increased toÂ $8.2 million fromÂ $3.8 million for the sixÂ monthsÂ endedÂ JuneÂ 30, 2024 and 2023, respectively. The increase in selling, general and administrative expenses ofÂ $4.4 million, or 117%, is primarily due to an increase ofÂ $3.3 million in professional fees which include legal and accounting fees related to the transaction costs associated with the Business Combination and an increase in payroll and personnel expense ofÂ $1.0 million and an increase in building and maintenance costs of $0.1 million.Convertible notes fair value adjustmentThe increase in the convertible notes fair value adjustment ofÂ $7.0 million is due to the fair value remeasurement of the convertible notes payables for sixÂ months ended JuneÂ 30, 2024 compared to JuneÂ 30, 2023.Warrant liabilities fair value adjustmentThe increase in the warrant liabilities fair value adjustment ofÂ $74.0Â thousandÂ is due to the fair value remeasurement of the warrant liabilities for sixÂ months ended JuneÂ 30, 2024 compared to JuneÂ 30, 2023.Interest expenseInterest expense increased toÂ $1.5 million fromÂ $0.6 million for the sixÂ monthsÂ endedÂ JuneÂ 30, 2024 and 2023, respectively. The increase ofÂ $0.9 million was interest incurred from the convertible promissory notes issued in OctoberÂ 2022, AprilÂ 2023, NovemberÂ 2023, FebruaryÂ 2024, MayÂ 2024, JuneÂ 2024, and the SVB term loan issued in FebruaryÂ 2023.Interest incomeInterest income increased to $3.0 thousand from nil for the sixÂ months ended JuneÂ 30, 2024 and 2023, respectively. The increase in interest income of $3.0 thousand, is primarily due to the increase of cash balances in an asset management account.Other (expense) income, netOther expense was $38.0Â thousand for theÂ sixÂ monthsÂ endedÂ JuneÂ 30, 2024 compared to other income of $10.0Â thousand for theÂ sixÂ monthsÂ endedÂ JuneÂ 30, 2023. This decrease in other income of $49.0Â thousand was primarily attributable to the net increase in foreign exchange currency loss by $46.9Â thousand.92 Table of ContentsComparison for theÂ Years Ended DecemberÂ 31, 2023 and 2022The following table sets forth a summary of our results of operations. This information should be read together with our consolidated financial statements and related notes.â€‹â€‹YearÂ EndedÂ DecemberÂ 31,â€‹Changeâ€‹â€‹2023â€‹â€‹â€‹â€‹(In thousands)â€‹(As Restated)â€‹2022â€‹$â€‹%â€‹RevenueÂ Â Â Â $300Â Â Â Â $189Â Â Â Â $111Â Â Â Â 59%Costs of revenue and operating expenses:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cost of revenueâ€‹â€‹1,306â€‹â€‹875â€‹â€‹431â€‹49%Research and developmentâ€‹â€‹15,399â€‹â€‹17,855â€‹â€‹(2,456)â€‹-14%Selling, general and administrativeâ€‹â€‹11,537â€‹â€‹5,372â€‹â€‹6,165â€‹115%Total costs of revenue and operating expensesâ€‹â€‹28,242â€‹â€‹24,102â€‹â€‹4,140â€‹17%Other income (expense)â€‹Convertible notes fair value adjustmentâ€‹â€‹(6,930)â€‹â€‹â€”â€‹â€‹(6,930)â€‹100%Warrant liabilities fair value adjustmentâ€‹â€‹(42)â€‹â€‹â€‹â€”â€‹â€‹(42)â€‹â€‹100%Interest expenseâ€‹â€‹(1,659)â€‹â€‹(137)â€‹â€‹(1,522)â€‹1,111%Interest incomeâ€‹â€‹3â€‹â€‹39â€‹â€‹(36)â€‹-92%Other income (expense), netâ€‹â€‹(20)â€‹â€‹338â€‹â€‹(358)â€‹-106%Total other income (expense)â€‹â€‹(8,648)â€‹â€‹240â€‹â€‹(8,888)â€‹n.m.â€‹Loss, before income taxesâ€‹â€‹(36,590)â€‹â€‹(23,673)â€‹â€‹(12,917)â€‹55%Net lossâ€‹â€‹(36,590)â€‹â€‹(23,673)â€‹â€‹(12,917)â€‹55%Other comprehensive income:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Foreign currency translation adjustmentâ€‹â€‹(11)â€‹â€‹24â€‹â€‹(35)â€‹-146%Comprehensive lossâ€‹$(36,601)â€‹$(23,649)â€‹$(12,952)â€‹55%n.m. = not meaningfulRevenueOur revenue was $0.3 million for theÂ year ended DecemberÂ 31, 2023 and $0.2 million for theÂ year ended DecemberÂ 31, 2022. The increase of $0.1 million, or 59% is due to the increase of consumable sales.Â For theÂ years ended DecemberÂ 31, 2023 and 2022, revenue was generated only in European markets.Costs of revenue and operating expensesCost of revenueCost ofÂ revenue increased to $1.3 million for theÂ year ended DecemberÂ 31, 2023, from $0.9 million for theÂ year ended DecemberÂ 31, 2022. The increase of $0.4 million, or 49%, primarily resulted from the increase of obsolescence and scrap.Research and development expensesResearch and development expenses decreased to $15.4 million for theÂ year ended DecemberÂ 31, 2023 from $17.9 million for theÂ year ended DecemberÂ 31, 2022. The $2.5 million decrease, or 14%, was primarily related to a $3.0 million decrease of raw materials used in operational costs as a part of research and development activities, $1.3 million decrease in product manufacturing, offset by a $1.0 million increase in clinical trial expenses, $0.6 million increase in payroll, and a $0.2 million increase in animal testing expense. The decrease in product manufacturing, and the increases in pre-clinical trial expense and clinical trial expense are due to that Adagio focused more on pre-clinical and clinical studies in order to obtain regulatory approval in both the European and United States markets.93 Table of ContentsThe following is a breakdown of our research and development costs by type of expense:â€‹â€‹â€‹â€‹YearÂ EndedÂ DecemberÂ 31,(In thousands)â€‹2023â€‹2022Clinical trial costsÂ Â Â Â â€‹5,504Â Â Â Â â€‹4,562Pre-clinical trial costsâ€‹$4,147â€‹$3,825Quality assurance costsâ€‹â€‹2,957â€‹â€‹2,390Pre-clinical trial costs and other research and development costsâ€‹â€‹2,791â€‹â€‹7,078Total research and development expensesâ€‹$15,399â€‹$17,855â€‹Our clinical trial expenses relate to trials for our iCLAS atrial ULTC catheter and system (CYROCURE-2), iCLAS atrial ULTC catheter and system (iCLAS for PsAF), vCLAS ventricular ULTC catheter (CYROCURE-VT), vCLAS ventricular ULTC catheter (FULCRUM-VT), and PFCA catheter. Clinical trial costs includes the expenses spent on clinical trials studies and other related expenses. Quality assurance includes regulatory fees and third-party service fees. Research and development operational costs includes the expenses spent on product manufacturing. Pre-clinical trial costs and other research and development costs includes the expenses resulting from professional fees, prototypes, and animal testing.Selling, General and Administrative ExpensesSelling, general and administrative expenses increased to $11.5 million from $5.4 million for theÂ years ended DecemberÂ 31, 2023 and 2022, respectively. The increase in selling, general and administrative expenses of $6.2 million, or 115%, is primarily due to an increase of $4.7 million in professional fees which include legal and accounting fees related to the transaction costs associated with the Business Combination, an increase in payroll and personnel expense of $1.0 million, and an increase in building and maintenance costs of $0.5 million.Convertible notes fair value adjustmentConvertible notes fair value adjustment changed to $6.9 million for theÂ year ended DecemberÂ 31, 2023 from nil million for theÂ year ended DecemberÂ 31, 2022. The $6.9 million was related to the increase of fair value by $3.0 million and $4.1 million on the OctoberÂ 2022 Convertible Notes,Â and the NovemberÂ 2023 Notes, respectively, and the decrease of fair value of $0.2 million on the April 2023 Notes during theÂ year ended DecemberÂ 31, 2023. For theÂ year ended DecemberÂ 31, 2022, we did not recognize any change in fair value related to the OctoberÂ 2022 Convertible NotesÂ as there were not significant changes to the business, financing scenarios, or market conditions since the date of issuance.Warrant liabilities fair value adjustmentWarrant liabilities fair value adjustment changed to $42.0 thousand for theÂ year ended DecemberÂ 31, 2023 from nil million for theÂ year ended DecemberÂ 31, 2022. The $42.0 thousand was related to the increase of fair value on the common stock warrant liabilities during theÂ year ended DecemberÂ 31, 2023.Interest expenseInterest expense increased to $1.7 million from $0.1 million for theÂ years ended DecemberÂ 31, 2023 and 2022, respectively. The increase of $1.5 million was interest incurred from the convertible promissory notes issued in OctoberÂ 2022, AprilÂ 2023, and NovemberÂ 2023, and the SVB Term Loan issued in FebruaryÂ 2023.Interest incomeInterest income decreased to $3.0 thousand for theÂ year ended DecemberÂ 31, 2023 from $39.0 thousand for theÂ year ended DecemberÂ 31, 2022. The decrease in interest income of $36.0 thousand or 92% was driven by the decrease of cash balances in an asset management account.Other (expense) income, netOther expense was $20.0 thousand for theÂ year ended DecemberÂ 31, 2023 compared to other income of $0.3 million for theÂ year ended DecemberÂ 31, 2022. This decrease in other income of $0.3 million was primarily attributable to an increase in other expense of 94 Table of Contents$0.5 million, related to the R&D tax credit received in 2022 for which Adagio no longer qualifies in 2023, offset by a favorable decrease of $0.2 million in foreign exchange currency unrealized loss.Liquidity and Capital ResourcesSources of LiquidityTo date, we have financed our operations primarily through the sale of equity securities, convertible promissory notes andÂ SVB Term Loan. Since inception we have incurred operating losses and negative cash flows and anticipate continuing to do so for at least the next severalÂ years.As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, Adagio had cash and cash equivalents of $2.0 million and $1.4 million, respectively. For the sixÂ months ended JuneÂ 30, 2024 and 2023, net losses were $13.0 million and $17.2 million, respectively, and net cash used in operating activities was $13.7 million and $12.2 million, respectively.Prior to the closing of the Business Combination, we did not believe our current cash and cash equivalents were sufficient to fund operations for at least the next 12 months from the issuance date of the financial statements. We believed that this raised substantial doubt about our ability to continue as a going concern.On JulyÂ 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ARYA (the â€œClosingâ€). As of JulyÂ 31, 2024, substantial doubt about our ability to continue as a going concern was alleviated due to the closing of the Business Combination.Future Funding RequirementsIn the future, we may need to raise additional funds through the issuance of debt and/or equity securities or otherwise. Until such time, if ever, that we can generate revenue sufficient to achieve profitability, we expect to finance our operations through equity or debt financings, which may not be available to us on the timing needed or on terms that we deem to be favorable. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making acquisitions or capital expenditures or declaring dividends. If we are unable to maintain sufficient financial resources, our business, financial condition and results of operations will be materially and adversely affected. We may be required to delay, limit, reduce or terminate our product discovery and development activities or future commercialization efforts.Our future liquidity and capital funding requirements will depend on numerous factors, including:â—our revenue growth;â—our research and development efforts;â—our sales and marketing activities;â—our ability to raise additional funds to finance our operations;â—the outcome, costs and timing of any clinical trial results for our current or future products;â—the emergence and effect of competing or complementary products;â—the availability and amount of reimbursement for procedures using our products;â—our ability to maintain, expand and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make, or that we may receive, in connection with the licensing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights;95 Table of Contentsâ—our ability to retain our current employees and the need and ability to hire additional management and sales, scientific and medical personnel;â—the terms and timing of any collaborative, licensing or other arrangements that we have or may establish;â—debt service requirements;â—the extent to which we acquire or invest in businesses, products or technologies;Our primary uses of capital are, and we expect will continue to be, investment in our commercial organization and related expenses, clinical research

and development services, and related supplies, legal and other regulatory expenses, general administrative costs and working capital.See the section of this prospectus titled â€œRisk Factorsâ€ for additional risks associated with our substantial capital requirements.Debt ObligationsOctoberÂ 2022 Convertible NotesIn OctoberÂ 2022, we entered into a NoteÂ Purchase Agreement with investors for the issuance and sale of convertible promissory notes (the â€œOctoberÂ 2022 Convertible Notesâ€) with an aggregate principal amount of $9.5 million at an interest rate of eightÂ percent (8.0%) perÂ year. The OctoberÂ 2022 Convertible NotesÂ had an original maturity date of OctoberÂ 27, 2023, which was subsequently extended to the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between Adagio and ARYA in connection with a non-binding summary of certain proposed terms and conditions of the Business Combination, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above.The OctoberÂ 2022 Convertible NotesÂ were also amended to be subordinate to the AprilÂ 2023 NotesÂ (as described below) and provide for the conversion of all principal and accrued interest in respect of all the OctoberÂ 2022 Convertible NotesÂ into shares of SeriesÂ E Preferred Stock of Adagio in connection with the Business Combination. (referÂ toÂ NoteÂ 8-DebtÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for additional details).In NovemberÂ 2023 and FebruaryÂ 2024, the OctoberÂ 2022 Convertible NotesÂ were further amended to also subordinate the NovemberÂ 2023 NotesÂ and theÂ 2024 Bridge Financing Note. Upon the consummation of the Business Combination, all principal and accrued interest in respect of the OctoberÂ 2022 Convertible NotesÂ were converted into shares of Adagio Common Stock when multiplied by the exchange ratio applicable to the Adagio Common Stock in the Business Combination, which entitled the holder of this note to receive a number of shares of the same class of common stock that were issued in the PIPE Financing equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.AprilÂ 2023 NotesIn AprilÂ 2023, we issued a $5.0 million convertible promissory note that would mature on the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between Adagio and ARYA in connection with the Business Combination, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above, and accrued simple interest at eightÂ percent (8.0%) per annum. Additionally, we obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning oneÂ month after AprilÂ 4, 2023 through the occurrence of an ARYA stockholder vote with regard to the Business Combination.In NovemberÂ 2023, the AprilÂ 2023 NotesÂ were amended to align certain terms to the NovemberÂ 2023 NotesÂ (refer toÂ NoteÂ 8-DebtÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for additional details).Upon the consummation of the Business Combination, the AprilÂ 2023 NotesÂ automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.96 Table of ContentsNovemberÂ 2023 NotesOn NovemberÂ 28, 2023, Adagio issued to Perceptive Life Sciences Master Fund,Â Ltd. (the â€œPerceptive PIPE Investorâ€), a $2.0 million convertible promissory note that would mature on the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above (the â€œNovemberÂ 2023 Notesâ€). The NovemberÂ 2023 NotesÂ accrued simple interest at eightÂ percent (8.0%) per annum. Additionally, Adagio obtained the right to issue up to $6.0 million of Delayed Draw Commitment available beginning oneÂ month after NovemberÂ 28, 2023 through the occurrence of an ARYA stockholder vote with regard to the Business Combination.In DecemberÂ 2023, the NovemberÂ 2023 NotesÂ were amended to permit the issuance of a Delayed Draw Commitment in the original amount of $6.0 million. On DecemberÂ 13, 2023 and DecemberÂ 28, 2023, Adagio drew the principal amount of $1.0 million and $2.0 million, respectively. During the sixÂ months ended JuneÂ 30, 2024, Adagio drew the remaining principal amount of $3.0 million. The combined $6.0 million convertible promissory notes were issued pursuant to the clause and terms in the NovemberÂ 2023 NotesÂ agreement (refer toÂ NoteÂ 8-DebtÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for additional details).Upon the consummation of the Business Combination, the NovemberÂ 2023 NotesÂ automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.2024 Bridge Financing NoteIn connection with the Business Combination, certain investors executed a securities purchase agreement, dated FebruaryÂ 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo would issue on the Closing Date to certain investors (â€œConvert Investorsâ€) $20.0 million of 13% senior secured convertible notes (the â€œNew Adagio Convertible Notesâ€), which would be convertible into shares of New Adagio Common Stock and warrants (the â€œConvert Warrantsâ€), each of which would be exercisable on a cashless basis or for one share of New Adagio Common Stock at $24.00 per share, subject to adjustment (the â€œBase Convert Financingâ€). The New Adagio Convertible NotesÂ would have a maturity of threeÂ years and nineÂ months after the Closing and interest would be payable in cash or compound as additional principal outstanding.The Perceptive PIPE Investor also purchased a $7.0 million convertible promissory note of Adagio (the â€œ2024 Bridge Financing Noteâ€) pursuant to a note purchase agreement, dated FebruaryÂ 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the â€œ2024 Bridge Financing NoteÂ Subscription Agreementâ€).As of the issuance date, Adagio received the principal of $7.0 million. On the Closing Date, pursuant to the terms of the 2024 Bridge Financing NoteÂ and the 2024 Bridge Financing NoteÂ Subscription Agreement, the 2024 Bridge Financing NoteÂ converted into New Adagio Convertible NotesÂ and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5.5 million of New Adagio Convertible NotesÂ and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible NotesÂ and Convert Warrants, the â€œPerceptive Convertible NoteÂ Commitment,â€ and the conversion of the 2024 Bridge Financing NoteÂ and purchase of New Adagio Convertible NotesÂ and Convert Warrants pursuant to the Perceptive Convertible NoteÂ Commitment as part of the Base Convert Financing, the â€œConvertible Security Financingâ€). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor had the right to request that on the closing date the 2024 Bridge Financing NoteÂ be repaid, the Perceptive Convertible NoteÂ Commitment is reduced or a combination of both. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio Common Stock issued in connection with the Convertible Security Financing have not been registered under the Securities Act and were issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. New Adagio has granted the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing was contingent upon, among other things, the substantially concurrent closing of the Business Combination. As set forth in the Convertible Security Subscription Agreement, the closing of $7,500,000 of financing by the Contingent Investor in the Convertible Security Financing was conditioned on New Adagio having a certain amount of available unrestricted cash on the Closing Date.97 Table of ContentsMayÂ 2024 NotesOn MayÂ 21, 2024, Adagio issued a $3.0 million convertible promissory note (â€œMayÂ 2024 Notesâ€) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eightÂ percent (8.0%) per annum.Effective upon the closing of the Business Combination, the MayÂ 2024 NotesÂ automatically converted into shares of New Adagio Common Stock that were issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.JuneÂ 2024 NotesOn JuneÂ 25, 2024, Adagio issued a $2.5 million convertible promissory note (â€œJuneÂ 2024 Notesâ€) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eightÂ percent (8.0%) per annum.Effective upon the closing of the Business Combination, the JuneÂ 2024 NotesÂ automatically converted into share of New Adagio Common Stock that were issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.JulyÂ 2024 NotesOn JulyÂ 23, 2024, Adagio issued a $1.0 million convertible promissory note (â€œJulyÂ 2024 Notesâ€) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eightÂ percent (8.0%) per annum.Effective upon the closing of the Business Combination, the JulyÂ 2024 NotesÂ automatically converted into share of New Adagio Common Stock that were issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.SVB Term LoanIn FebruaryÂ 2023, we entered into an agreement with Silicon Valley Bank to borrow an initial term loan advance of $3.0 million and a right to borrow a subsequent term loan advance of $2.0 million. The loans mature on JanuaryÂ 1, 2025. In conjunction with the SVB Term Loan, we issued warrants to acquire 32,720 common stock shares in FebruaryÂ 2023, and distributed additional warrants to acquire 16,360 common stock shares as of JuneÂ 30, 2023. (referÂ toÂ NoteÂ 9-WarrantsÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for additional details).Cash FlowsThe following table shows a summary of our cash flows for each of the periods shown

below:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹SixÂ monthsÂ endedÂ JuneÂ 30,â€‹YearÂ EndedÂ DecemberÂ 31,â€‹2024â€‹2023â€‹â€‹â€‹â€‹(Unaudited,â€‹(Unaudited,â€‹2023â€‹â€‹(In thousands)â€‹As Restated)â€‹As Restated)â€‹(As Restated)â€‹2022Statement of cash flows data:Â Â Â Â â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â â€‹â€‹Net Cash Used in Operating Activitiesâ€‹$(13,684)â€‹$(12,162)â€‹$(25,652)â€‹$(22,412)Net Cash Used in Investing Activitiesâ€‹â€‹(337)â€‹â€‹(202)â€‹â€‹(340)â€‹â€‹(500)Net Cash Provided by Financing Activitiesâ€‹â€‹14,643â€‹â€‹9,732â€‹â€‹21,875â€‹â€‹9,525Effect of Foreign Currency Translation on cashâ€‹â€‹40â€‹â€‹(18)â€‹â€‹(47)â€‹â€‹81Net Increase / (Decrease) in Cash and Cash Equivalentsâ€‹$662â€‹$(2,650)â€‹$(4,164)â€‹$(13,306)â€‹98 Table of ContentsComparison of Results for the sixÂ months Ended JuneÂ 30, 2024 and 2023 (unaudited)Cash Flows Used in Operating ActivitiesNet cash used in operating activities for the sixÂ months ended JuneÂ 30, 2024 was $13.7 million, consisting primarily of a net loss of $13.0 million as adjusted for non-cash items of $3.0 million, and net by the change in our net operating assets and liabilities of $2.3 million. Non-cash items primarily consisted of $0.6 million in depreciation and amortization, $0.2 million in stock-based compensation, $0.1 million loss on the disposal of property and equipment, $0.1 million in noncash operating lease expenses, and offset by a gain of $4.0 million from the change in fair value of convertible notes payable. Changes in our net operating assets and liabilitiesÂ year-over-year was primarily due to a $1.8 million increase in accounts payable, a $1.4 million increase in other accrued liabilities and a $0.4 million increase in accrued liabilities, which were primarily driven by the increase in interest related the convertible notes and the increase in transaction costs related to the Business Combination; offset by a $0.3 million decrease in accrued transaction costs, $0.1 million increase in accounts receivable, and $0.8 million increase in inventory, which were primarily driven by the purchase of additional inventory and the increase in sales.Net cash used in operating activities for the sixÂ months ended JuneÂ 30, 2023 was $12.2 million, consisting primarily of a net loss of $17.2 million as adjusted for non-cash items of $3.6 million, and a net change in our net operating assets and liabilities of $1.4 million. Non-cash items primarily consisted of a loss of $3.0 million related to the change in fair value of convertible notes payables, $0.3 million in depreciation and amortization, and a $0.2 million in stock-based compensation, $0.1 million loss related to the fair value of warrant liabilities, and $0.1 million in noncash operating lease expenses. Changes in our net operating assets and liabilitiesÂ year-over-year, was primarily due to a $0.1 million decrease in inventory, $0.4 million decrease in prepaid expenses and other current assets, $0.2 million increase in accounts payable, a $0.4 million increase in accrued transaction costs, and a $0.5 million increase in other accrued liabilities which was primarily driven byÂ the increase in interest related the convertible notes, and the increase in transaction costs related to the Business Combination; offset byÂ $0.1 million decrease in operating leases liabilities, $0.1 million decrease in accrued liabilities, and $0.1 million increase in accounts receivable, which were primarily driven by an a decrease in payroll expenses, and the payment of lease liabilities.Cash Flow Used in Investing ActivitiesNet cash used in investing activities for the sixÂ months ended JuneÂ 30, 2024 was $0.3Â million as compared to $0.2 million for the sixÂ months ended JuneÂ 30, 2023. The increase of $0.1 million is primarily due to increased purchase of property and equipment in 2024.Cash Flow Provided by Financing ActivitiesNet cash provided by financing activities for the sixÂ months ended JuneÂ 30, 2024 was $14.6 million as compared toÂ $9.7 million for the sixÂ months ended JuneÂ 30, 2023.Â The increase ofÂ $4.9Â million is primarily due to receivingÂ $15.5Â million from the issuance of the $7.0 million 2024 Bridge Financing Note, $3.0 million MayÂ 2024 Notes,Â $2.5 million JuneÂ 2024 Notes, and the draw of $3.0 million NovemberÂ 2023 NotesÂ during theÂ sixÂ months ended JuneÂ 30, 2024, net by a $0.9 million repayment ofÂ SVB Term LoanÂ during the sixÂ months ended JuneÂ 30, 2024; whereas during the sixÂ months ended JuneÂ 30, 2023, there was $7.0Â million received from the issuance of the AprilÂ 2023 Notes, and $3.0 million proceeds receivedÂ the issuance of SVB Term Loan, net by a $0.3 million repayment of SVB Term LoanÂ during sixÂ months ended JuneÂ 30, 2023.Comparison of Results for theÂ Years Ended DecemberÂ 31, 2023 and 2022Cash Flows Used in Operating ActivitiesNet cash used in operating activities for theÂ year ended DecemberÂ 31, 2023 was $25.7 million, consisting primarily of a net loss of $36.6 million as adjusted for non-cash items of $8.1 million, and a net change in our net operating assets and liabilities of $2.8 million. Non-cash items primarily consisted of a $6.9 million change in fair value of convertible notes payables, $0.5 million in depreciation and amortization, $0.2 million non-cash operating lease expense, and a $0.4 million in stock-based compensation. Changes in our net operating assets and liabilitiesÂ year-over-year, was primarily due to a $2.8 million increase in accounts payable, a $0.9 million increase in accrued liabilities, a $0.4 million increase in accrued transaction costs, and a $1.4 million increase in other accrued liabilities, which were primarily driven by the increase in payroll expenses, and the increase in transaction costs related to the Business Combination;Â the changes was offset by a $3.0 million increase in inventory.99 Table of ContentsNet cash used in operating activities for theÂ year ended DecemberÂ 31, 2022 was $22.4 million, consisting primarily of a net loss of $23.7 million as adjusted for non-cash items of $0.9 million, and a net change in our net operating assets and liabilities of $0.3 million. Non-cash items primarily consisted of $0.5 million in depreciation and amortization, and a $0.4 million in stock-based compensation. Changes in our net operating assets and liabilitiesÂ year-over-year, was primarily due to a $0.4 million increase in accounts payable, and a $0.2 million increase in accrued liabilities, which were primarily driven by the increase in payroll expenses, professional fees, and the expenditures in research and development; the changes was offset by a $0.3 million increase in prepaid expenses and other current assets.Cash Flow Used in Investing ActivitiesNet cash used in investing activities for theÂ year ended DecemberÂ 31, 2023 was $0.3 million as compared to $0.5 million for theÂ year ended DecemberÂ 31, 2022. The decrease of $0.2 million is primarily due to decreased activities in purchasing property and equipment in 2023.Cash Flow Provided by Financing ActivitiesNet cash provided by financing activities for theÂ year ended DecemberÂ 31, 2023 was $21.9 million as compared to $9.5 million for theÂ year ended DecemberÂ 31, 2022. The increase of $12.4 million is due to receiving $20.0 million and $3.0 million in proceeds from issuance of convertible notes payable and proceeds from issuance of SVB Term Loan, respectively, net by a $1.2 million repayment of non-convertible term loan during theÂ year ended DecemberÂ 31, 2023; whereas during theÂ year ended DecemberÂ 31, 2022, the proceeds from issuance of convertible notes payable is $9.5 million.Off-Balance Sheet ArrangementsDuring the periods presented, we did not have, nor do we currently have, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. We are, therefore, not exposed to the financing, liquidity, market, or credit risk that could arise if we had engaged in those types of relationships.Critical Accounting Policies and EstimatesThe preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in our audited consolidated financial statements and accompanying notes included elsewhere in this prospectus. We base our estimates on historical experience, current business factors and various other assumptions that we believe are necessary to consider forming a basis for making judgments about the carrying values of assets and liabilities, the recorded amounts of revenue and expenses and the disclosure of contingent assets and liabilities. We are subject to uncertainties such as the impact of future events, economic and political factors, and changes in our business environment; therefore, actual results could differ from these estimates.Accordingly, the accounting estimates used in the preparation of our audited consolidated financial statements will change as new events occur, as more experience is acquired, as additional information is obtained and as our operating environment changes. Changes in estimates are made when circumstances warrant. Such changes in estimates and refinements in estimation methodologies are reflected in reported results of operations; if material, the effects of changes in estimates are disclosed in the notes to our audited consolidated financial statements.On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.Our significant accounting policies are described inÂ NoteÂ 3-Summary of Significant Accounting PoliciesÂ to our consolidated financial statements. These are the policies that we believe are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations.Stock-Based CompensationWe recognize compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. We have elected to 100 Table of Contentsrecognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model.

The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to our common stock valuation. The assumptions used in calculating the fair value of stock-based awards represent our best estimates and involve inherent uncertainties and the application of our judgment.All stock-based compensation costs are recorded in cost of products sold, research and development expense or selling, general, and administrative expense in the consolidated statements of operations and comprehensive loss based upon the respective employeeâ€™s or non-employeeâ€™s roles.Common Stock ValuationsDue to the absence of a public trading market, we determined the fair value of our common stock by considering numerous objective and subjective factors. The factors considered include, but are not limited to:(i)the results of contemporaneous independent third-party valuations of our common stock;(ii)the prices, rights, preferences and privileges of our preferred stock relative to those of our common stock;(iii)the lack of marketability of our common stock;(iv)actual operating and financial results;(v)current business conditions and projects; and(vi)the likelihood of achieving a liquidity eventAs of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the fair value of our common stock was determined with probability weighted expected return method (â€œPWERMâ€), which assessed the probability weighted depending on different scenarios. As of JuneÂ 30, 2024, the valuation was based on the scenario (i)Â bankruptcy/suboptimal sale scenario reflecting a zero return to common shareholders, with 0% probability, (ii)Â an â€œas convertedâ€ merger with a 95% probability, and (iii)Â a delayed but successful liquidity event per the option pricing method, with 5% probability. As of DecemberÂ 31, 2023, the valuation was based on the scenario (i)Â the bankruptcy/suboptimal sale scenario reflecting a zero return to common shareholders, with 20% probability (ii)Â a consummation of a business combination transaction with a SPAC, with 40% probability, and (iii)Â a delayed but successful liquidity event per the option pricing method, with 40% probability.As of JuneÂ 30, 2024, in determining the value under the â€œas convertedâ€ merger, we utilized (i)Â a diluted equity value of $9.9 million and (ii)Â all dilutive instruments are expected to convert or be exercised resulting in 6,134,692 total common shares outstanding.As of DecemberÂ 31, 2023, in determining the value under the consummation of a business combination transaction with a SPAC scenario, we utilized the preliminary terms of the letter of intent with such SPAC that (i)Â the transaction based on diluted equity value of $38.8 million and (ii)Â all dilutive instruments are expected to convert or be exercised resulting in 6,369,633 total common shares outstanding.The valuation under the scenario of a delayed but successful liquidity event per the option pricing method was determined by the fair value per share at a marketable basis applied by a discount for lack marketability (â€œDLOMâ€). The fair value per share at a marketable basis was determined using the interval option value allocation approach. The DLOM was determined based on Finnerty put option model, marketability factors and restricted stock studies.The significant unobservable inputs into the valuation model include:â—the timing of potential events (for example, a consummation of a business combination transaction with a SPAC) and their probability of occurring;101 Table of Contentsâ—the selection of guideline public company multiples; andâ—a discount for the lack of marketability of the common stock.An increase or decrease in any of the unobservable inputs in isolation could result in a material change. In the future, depending on the weight of evidence and valuation approaches used, these or other inputs may have a more significant impact on the estimated fair value.Convertible NotesÂ ValuationAs permitted under ASC 825,Â Financial InstrumentsÂ (â€œASC 825â€), Adagio elected the fair value option to account for the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Notes, the NovemberÂ 2023 Notes, the 2024 Bridge Financing Note, the MayÂ 2024 Notes, and the JuneÂ 2024 NotesÂ in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which Adagio operates.Adagio recordedÂ the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Notes, the NovemberÂ 2023 Notes, the 2024 Bridge Financing Note, the MayÂ 2024 Notes, and the JuneÂ 2024 NotesÂ at fair value at issuance and subsequently remeasures them to fair value at each reporting period. The change in fair value of the convertible notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustmentâ€, while amounts related to interest are recorded as interest expense in the condensed consolidated statements of operations and comprehensive loss.As a result of applying the fair value option, direct costs and fees related to the issuance ofÂ the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Notes, the NovemberÂ 2023 Notes, the 2024 Bridge Financing Note, the MayÂ 2024 Notes, and the JuneÂ 2024 NotesÂ were expensed as incurred (i.e., not recognized as deferred costs). Refer toÂ NoteÂ 4 â€” Fair Value MeasurementsÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for additional detail.As of JuneÂ 30, 2024, Adagio calculated the value of the convertible notes based on the equity value from 409(a)Â valuations, considering the expected payoff of the convertible notes upon different types of events.Utilizing the PWERM, Adagio assessed the probability that the OctoberÂ 2022 Convertible NotesÂ would be converted to common stock through the result of a mandatory prepayment, PIPE Financing, or no PIPE Financing and no Qualified Financing (refer toÂ NoteÂ 8-DebtÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for additional detail), weighted with a probability of 0%, 95% and 5%, respectively, as of JuneÂ 30, 2024.Utilizing the PWERM, Adagio assessed the probability that the AprilÂ 2023 Notes,Â NovemberÂ 2023 Notes, MayÂ 2024 Notes, andÂ JuneÂ 2024 NotesÂ would be converted to common stock through the result of a liquidation event, PIPE Financing, or no PIPE Financing and no Qualified Financing, weighted with a probability of 0%, 95% and 5%, respectively, as of JuneÂ 30, 2024. Adagio also implied a credit spread by calibrating the value of the AprilÂ 2023 NotesÂ at issuance to the par value and then adjusted the calibrated credit spread for seniority difference and the market related movements as appropriate.Utilizing the PWERM, Adagio assessed the probability that theÂ 2024 Bridge Financing NotesÂ would be converted to common stock as a result of aÂ liquidation event, consummation of a transaction, or no transaction and no Qualified Financing, weighted with a probability of 0%, 95% and 5% as of JuneÂ 30, 2024.As of DecemberÂ 31, 2023, Adagio calculated the value of the convertible notes based on the equity value from 409(a)Â valuations, considering the expected payoff of the convertible notes upon different types of events.Utilizing the PWERM, Adagio assessed the probability that the OctoberÂ 2022 Convertible NotesÂ would be converted to common stock through the result of mandatory prepayment, Private Investment in PIPE Financing, or no PIPE Financing and no Qualified Financing, weighted with a probability of 20%, 40% and 40%, respectively, as of DecemberÂ 31, 2023.Utilizing the PWERM, Adagio assessed the probability that the AprilÂ 2023 NotesÂ and the NovemberÂ 2023 NotesÂ would be converted to common stock as a result of aÂ liquidation event, PIPE Financing, or no PIPE FinancingÂ & no Qualified Financing, weighted with a probability of 20%, 40% and 40% as of DecemberÂ 31, 2023. Adagio also implied a credit spread by calibrating the value of the AprilÂ 2023 NotesÂ at issuance to the par value and then adjusted the calibrated credit spread for seniority difference and the market related movements as appropriate.102 Table of ContentsAdditional assumptions used to estimate the fair value include: (i)Â the expected timing of the conversion, (ii)Â the amount subject to equity conversion, the sum of the notesâ€™ principal and unpaid accrued interest, (iii)Â expected volatility, (iv)Â risk-free interest rate, and (v)Â the discount rate, based on the observed option-adjusted spread (OAS) data of traded bonds rated CCC-.Common Stock WarrantsAdagio accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model based on the common stock value from 409(a)Â valuation. The assumption used to estimate the fair value include: (i)Â expected volatility, (ii)Â risk-free interest rate, (iii)Â expected dividend yield, and (iv)Â expected term.The liability is subject to re-measurement at each reporting period and any change in fair value is recognized in the condensed consolidated statements of operations and comprehensive loss. SeeÂ NoteÂ 9-WarrantsÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023Â for additional information related to the warrants.Pre-funded WarrantsOn JuneÂ 25, 2024, Adagio issued to a certain investor the pre-funded warrants to purchase Adagioâ€™s SeriesÂ E Preferred Stock, in exchange of the investorâ€™s existing holding of SeriesÂ E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. Adagio measured the pre-funded warrants at fair value based on the indicated fair value of SeriesÂ E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.As of JuneÂ 30, 2024, Adagio estimated the fair value of SeriesÂ E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Adagio common stock. SeeÂ NoteÂ 9-WarrantsÂ for additional information related to the pre-funded warrants.Term LoanAdagio accounts for the SVB Term Loan at residual value on the date of issuance. The expected life of the SVB Term Loan is the contractual term ending on the maturity date. Adagio classifies the term loan as current liabilities within twelveÂ months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. SeeÂ NoteÂ 8-DebtÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023Â for additional information related to the SVB Term Loan.Convertible Preferred StockAdagio records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside our control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.Strategic Realignment of Resources and Corporate RestructuringOn DecemberÂ 1, 2023, Adagioâ€™s management approved a strategic realignment of resources and corporate restructuring (the â€œRIFâ€) designed to reallocate capital, conformant to its business focus for the next twoÂ years.Â As part of the RIF, Adagio initiated a reduction in its current workforce of 20 employees, representing approximately 19% of Adagioâ€™s employees, which was completed on DecemberÂ 15, 2023. In compliance with the Worker Adjustment and Retraining Notification Act, Adagio has provided termination notices to affected employees and government authorities if required.Adagio made no payment for severance or related benefit costs. Adagio made no payment of retention bonuses.Emerging Growth Company StatusWe are an emerging growth company (â€œEGCâ€), as defined in the JOBS Act. The JOBS Act permits companies with EGC status to take advantage of an extended transition period to comply with new or revised accounting standards, delaying the adoption of these 103 Table of Contentsaccounting standards until they would apply to private companies. We have elected to use this extended transition period to enable us to comply with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date we (i)Â are no longer an emerging growth company or (ii)Â affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with the new or revised accounting standards as of public company effective dates.In addition, we intend to rely on the other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an EGC, we intend to rely on such exemptions, we are not required to, among other things: (i)Â provide an auditorâ€™s attestation report on our system of internal controls over financial reporting pursuant to SectionÂ 404(b)Â of the Sarbanes-Oxley Act; (ii)Â provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act; (iii)Â comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditorâ€™s report providing additional information about the audit and the financial statements (auditor discussion and analysis); and (iv)Â disclose certain executive compensation-related items such as the correlation between executive compensation and performance and comparisons of the Chief Executive Officerâ€™s compensation to median employee compensation.We will remain an EGC under the JOBS Act until the earliest of (i)Â the last date of our fiscalÂ year in which we have total annual gross revenue of at leastÂ $1.235Â billion, (ii)Â the date on which we are deemed to be a â€œlarge accelerated filerâ€ under the rulesÂ of the SEC with at least $700.0 million of outstanding securities held by non-affiliates, or (iii)Â the date on which we have issued more than $1.0 billion in non-convertible debt securities during the previous three-years.Qualitative and Quantitative Disclosures About Market RiskWe have operations primarily within the United States and we are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We do not believe that inflation has had a material effect on our business, results of operations or financial condition. Nonetheless, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs. Our inability or failure to do so could harm our business, results of operations or financial condition.Our revenue generated in Europe, as well as costs and expenses denominated in Euro, expose us to the risk of fluctuations in foreign currency exchange rates against the U.S. dollar. We are exposed to foreign currency risks related to our revenue and operating expenses, along with certain intercompany transactions, denominated in Euro. Accordingly, changes in exchange rates may negatively affect our future revenue and other operating results as expressed in U.S. dollars. We do not believe that foreign currency exchange risk has had a material effect on our business, results of operations or financial condition.Recent Accounting PronouncementsSeeÂ NoteÂ 3-Summary of Significant Accounting PoliciesÂ in our condensed consolidated financial statements for the periods ended JuneÂ 30, 2024 and DecemberÂ 31, 2023 for a description of recent accounting pronouncements applicable to our financial statements.â€‹104 Table of ContentsMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTSOF OPERATIONS OF ADAGIO HOLDINGSThe following discussion and analysis of financial condition and results of operations should be read together with the condensed consolidated financial statements and the related notes and other financial information included elsewhere in this Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors. Please see â€œCautionary Note Regarding Forward-Looking Statementsâ€ and â€œRisk Factorsâ€ in this report. Unless the context otherwise requires, references in this section of the prospectus to â€œwe,â€ â€œus,â€ â€œAdagio,â€ and â€œthe Companyâ€ refer to the business and operations of Adagio Medical Holdings, Inc and its consolidated subsidiaries following the consummation of the Business Combination. References to â€œLegacy Adagioâ€ refer to the business and operation of Adagio Medical, Inc. and its consolidated subsidiaries prior to the Closing. â€œListCoâ€ refers to Aja HoldCo, Inc., a Delaware corporation, prior to the Closing. ListCo changed its name to â€œAdagio Medical Holdings, Inc. after the Closing. References to our â€œmanagementâ€ or our â€œmanagement teamâ€ refer to our officers and directors.On JulyÂ 26, 2024, ARYA Sciences Acquisition Corp IV (â€œARYAâ€) held its annual general meeting at which the ARYA shareholders considered and adopted, among other matters, the Business Combination Agreement. On JulyÂ 31, 2024, the parties to the Business Combination Agreement consummated the Business Combination.ListCo was deemed the accounting acquirer in the Business Combination based on an analysis of the criteria outlined in Accounting Standards Codification 805, Business Combinations. Legacy Adagio is the accounting acquiree and predecessor based on an analysis of the criteria outlined in the Accounting Standards Codification 805, Business Combinations. Accordingly, the historical financial statements of Legacy Adagio became the historical financial statements of the combined company upon the consummation of the Business Combination. As a result, the financial statements included in this report reflect (i)Â the historical operating results of Legacy Adagio prior to the Closing; and (ii)Â the combined results of the Company following the Closing. The accompanying financial information includes a predecessor period, which includes the periods through JulyÂ 30, 2024 concurrent with the Business Combination, and the successor period from JulyÂ 31, 2024 through SeptemberÂ 30, 2024. A black-line between the Successor and Predecessor periods has been placed in the condensed consolidated financial statements and in the tables to the notes to the statements to highlight the lack of comparability between these two periods and differentiate the cut-off of these periods.OverviewWe are a developmental stage medical device company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation (â€œAFâ€), atrial flutter (â€œAFLâ€), and ventricular tachycardia (â€œVTâ€). Our unique portfolio is based on Ultra-Low Temperature Cryoablation (â€œULTCâ€) and Pulsed-Field Cryoablation (â€œPFCAâ€). Our technology is based on the hypothesis that the ability to consistently create durable, contiguous, transmural lesions is a foundation for improving the effectiveness and outcomes of cardiac ablations in both atria and ventricles.Our product portfolio consists of three product families: iCLASâ„¢ atrial ULTC catheter and accessories, vCLASâ„¢ ventricular ULTC catheter, and Cryopulseâ„¢ atrial PFCA catheter and accessories. All of these catheters share the same ULTC cryoablation console. A standalone Pulsed-Field Ablation (PFA) console connected to a cryoablation console for PFCA treatment synchronization is used in conjunction with Cryopulse catheter, subject to future integration for maximum operational flexibility and minimum footprint. We received CE Marking in Europe for our iCLASâ„¢ Cryoablation System in MayÂ 2020 and have commercially launched in the EU.We are continually working towards reaching the next milestone in the development process for our portfolio of technologies. We received CE Marking in Europe for our VT Cryoablation System in MarchÂ 2024 and have commercially launched in the EU. Key milestones include data readouts, clinical trials, and regulatory and commercialization developments in both the U.S. and European markets. The data readouts for each device are key valuation-driving milestones because investors use this data to understand the efficacy of the procedures. It is expected that favorable readouts will drive additional investment and financing for us at market terms.We have not launched commercially in the U.S. but are working towards obtaining the necessary regulatory approvals to do so. We have incurred net losses in each year since our inception in 2011. As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, we had an accumulated deficit of $13.2Â million and $133.6Â million, respectively. Our net income (loss) was $3.6Â million for the period from JulyÂ 31, 2024 to SeptemberÂ 30, 2024 (Successor), $(21.3) million for the period from JanuaryÂ 1, 2024 to JulyÂ 30, 2024 (Predecessor), and $(28.0) million for the nineÂ months ended SeptemberÂ 30, 2023 (Predecessor), respectively. The net cash

used in operating 105 Table of Contentsactivities was $6.4Â million, $16.0Â million, and $18.6Â million, respectively. Substantially all of our net losses resulted from costs incurred in connection with our research and development programs and from general and administrative costs associated with our operations. As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, we had cash of $28.3Â million and $1.4Â million, respectively.The accompanying condensed consolidated financial statements have been prepared on a basis that assumes we will continue as a going concern, which contemplate the realization of assets and liabilities in the normal course of business. We have limited revenue and has experienced recurring operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next severalÂ years. These factors raise substantial doubt about the ability to continue as a going concern for the twelve-month period from the date the financial statements were made available. Additionally, management believes our current cash and cash equivalents are not sufficient to fund operations for at least the next 12Â months from the issuance date of the condensed consolidated financial statements and therefore there is substantial doubt about our ability to continue as a going concern. See Note 1-Organization and Description of Business in our condensed consolidated financial statements for additional information on the going concern assessment.The need for additional capital will depend in part on the scope and costs of our development activities. To date, we have not generated any significant revenue from the sale of commercialized products. Our ability to generate product revenue will depend on the successful development and eventual commercialization of our products in the United States and Europe. Until such time, if ever, we expect to finance our operations through the sale of equity or debt, borrowings under credit facilities, or through potential collaborations, other strategic transactions or government and other grants. Adequate capital may not be available to us when needed or on acceptable terms. If we are unable to raise capital, we could be forced to delay, reduce, suspend or cease our research and development programs or any future commercialization efforts, which would have a negative impact on our business, prospects, operating results and financial condition. See the section of the Companyâ€™s Current Report on Form 8-K filed with the SEC on AugustÂ 6, 2024 titled â€œRisk Factorsâ€ for additional information.Description of the MergerOn JulyÂ 31, 2024 (the â€œClosing Dateâ€), ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company (â€œARYAâ€), Aja Holdco, Inc. (â€œListCoâ€), a Delaware corporation and wholly-owned subsidiary of ARYA, Aja Merger Sub 1, a Cayman Islands exempted company and wholly-owned subsidiary of ListCo (â€œARYA Merger Subâ€), Aja Merger Sub 2, Inc., a Delaware corporation and wholly-owned subsidiary of ListCo (â€œCompany Merger Subâ€), and Adagio Medical, Inc., a Delaware corporation (â€œLegacy Adagioâ€ or the â€œPredecessorâ€), consummated the business combination (the â€œBusiness Combinationâ€) pursuant to the terms of the Business Combination Agreement, dated FebruaryÂ 13, 2024, by and among the foregoing parties, as amended by the Consent and Amendment No. 1 to Business Combination Agreement, dated as of JuneÂ 25, 2024, by and between ARYA and Adagio (the â€œBusiness Combination Agreementâ€).Pursuant to the Business Combination Agreement, on the Closing Date, (i)Â ARYA Merger Sub merged with and into ARYA (the â€œARYA Mergerâ€) and Company Merger Sub merged with and into Legacy Adagio (the â€œAdagio Mergerâ€ and, together with the ARYA Merger, the â€œMergersâ€), with ARYA and Legacy Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Legacy Adagio becoming a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the â€œARYA Merger Effective Time,â€ the time that the Adagio Merger becomes effective being referred to as the â€œAdagio Merger Effective Time,â€ the time after which both Mergers become effective being referred to as the â€œClosing,â€ and the date on which the Closing occurs being referred to as theâ€œClosing Dateâ€), (ii)Â ListCo filed with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation of ListCo, and the board of directors of ListCo approved and adopt amended and restated bylaws of ListCo, and (iii)Â ListCo changed its name to Adagio Medical Holdings, Inc.Prior to the annual general meeting, holders of 2,707,555 shares of ARYAâ€™s redeemable ClassÂ A ordinary shares exercised their right to redeem such shares for cash at a redemption price of approximately $11.56 per share, for an aggregate redemption amount of approximately $31.3Â million.Upon the consummation of the Business Combination,a)Each issued and outstanding ClassÂ A ordinary share of ARYA, par value $0.0001 per share, were automatically cancelled, extinguished and converted into one share of common stock, par value $0.0001 per share, of the Company (â€œCompanyâ€™s Common Stockâ€).106 Table of Contentsb)Each issued and outstanding ClassÂ B ordinary share of ARYA, par value $0.0001 per share, are automatically cancelled, extinguished and converted into the right to receive one share of the Companyâ€™s Common Stock, other than (i)Â 1,000,000 ClassÂ B ordinary shares that are forfeited by the Sponsor, and issued to the PIPE Investors (as defined below), including the Perceptive PIPE Investor (as defined below); (ii)Â 1,147,500 shares of the Companyâ€™s Common Stock issuable to the Sponsor are subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of the Company equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the â€œShare Trigger Price Vestingâ€).c)Each warrant of Legacy Adagio (other than the SeriesÂ E Pre-funded Warrants) was terminated in accordance with the terms of the applicable warrant agreement.d)All issued and outstanding convertible promissory notes of Legacy Adagio (excluding the Bridge Financing Notes and the 2024 Bridge Financing Notes, as defined below), including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Legacy Adagio common stock in accordance with the terms of such convertible promissory notes, and such convertible promissory notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion.e)Each share of Legacy Adagio preferred stock, par value $0.001 per share, that is issued and outstanding are automatically converted into shares of Legacy Adagio common stock on a one-to-one basis.f)All issued and outstanding shares of Legacy Adagio common stock including SeriesÂ E Pre-funded Warrants that had been issued and outstanding are automatically cancelled and extinguished and converted into shares of the Companyâ€™s Common Stock based on the exchange ratio set forth in the Business Combination Agreement.g)Each issued, outstanding and unexercised option to purchase Legacy Adagio common stock (â€œLegacy Adagio Optionâ€) had been vested prior to the Closing with an aggregate value that exceeds the aggregate exercise price of such Legacy Adagio Option (each an â€œIn-the-Money Adagio Optionsâ€) are cancelled and extinguished in exchange for options to purchase shares of the Companyâ€™s Common Stock, and each issued and outstanding Legacy Adagio equity award (other than an In-the-Money Adagio Options) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto.h)$7.0Â million of 2024 Bridge Financing Notes is converted into Convertible Securities Notes and Convert Warrants (as defined below).In connection with the execution of the Business Combination Agreement, ListCo and ARYA entered into Subscription Agreements (the â€œInitial Subscription Agreementsâ€), with Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€) and certain other investors (the â€œInitial Other PIPE Investorsâ€, and together with the Perceptive PIPE Investor, the â€œInitial PIPE Investorsâ€). In JuneÂ 2024, ListCo and ARYA entered into additional Subscription Agreements (the â€œJune Subscription Agreementsâ€ and, together with the Initial Subscription Agreements, the â€œSubscription Agreementsâ€) with certain additional investors, (the â€œJune PIPE Investorsâ€, and together with the Initial Other PIPE Investors, the â€œOther PIPE Investorsâ€, and the Other PIPE Investors, together with the Perceptive PIPE Investor, the â€œPIPE Investorsâ€).Pursuant to the subscription agreements, the PIPE Investors have committed financing valued at $64.5Â million (the â€œPIPE Financingâ€).The PIPE Financing included:(i)Commitments by certain Other PIPE Investors to purchase $2.5Â million in ClassÂ A shares of ARYA in the open market and not to redeem such shares before the Closing, resulting in the issuance of 355,457 shares of Companyâ€™s Common Stock and 299,902 warrants exercisable for shares of the Companyâ€™s Common Stock (the â€œBase Warrantsâ€).(ii)Commitments by certain Other PIPE Investors that were shareholders of ARYA to not to redeem 247,700 ClassÂ A shares of ARYA, resulting in the issuance of 405,772 shares of Companyâ€™s Common Stock and 343,756 Base Warrants.107 Table of Contents(iii)Agreements to purchase 1,036,666 shares of Companyâ€™s Common Stock, 1,440,000 Base Warrants, and 670,000 PIPE Pre-funded Warrants for a cash investment of $12Â million in the Company.(iv)Contribution of total $29.5Â million in AprilÂ 2023 Convertible Notes, NovemberÂ 2023 Convertible Notes, MayÂ 2024 Convertible Notes, JuneÂ 2024 Convertible Notes, and JulyÂ 2024 convertible Notes (collectively, â€œBridge Financing Notesâ€), and accrued interest of $1.7Â million by the Perceptive PIPE Investor.(v)An additional cash investment of $15.9Â million by the Perceptive PIPE Investor.In return for the investment specified in (iv)Â and (v)Â above, the Perceptive PIPE Investor received 6,622,959 shares of Companyâ€™s Common Stock and 5,445,069 Base Warrants.Further, in connection with the execution of the Business Combination Agreement, certain investors (â€œConvert Investorsâ€) executed a securities purchase agreement, dated FebruaryÂ 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20.0Â million of 13% senior secured convertible notes (the â€œConvertible Securities Notesâ€), which will be convertible into shares of the Companyâ€™s Common Stock at a conversion price of $10.00 per share, subject to adjustment, and 1,500,000 warrants (the â€œConvert Warrantsâ€), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment. Such $20.0Â million of financing in the form of Convertible Securities Notes includes the conversion of the 2024 Bridge Financing Notes into Convertible Securities Notes and Convert Warrants at Closing, as further described in Note 9-Debt in our condensed consolidated financial statements.Key Factors Affecting Our PerformanceWe compete primarily on the basis that our products are designed to enable more physicians to treat more patients more efficiently and effectively. Our continued success depends on our ability to:â—continue to develop innovative, proprietary products that address significant clinical needs in a manner that is safe and effective for patients and easy-to-use for physicians;â—obtain and maintain regulatory clearances or approvals;â—demonstrate safety and effectiveness in our sponsored and third-party clinical trials;â—expand its sales force across key markets to increase physician awareness;â—obtain and maintain coverage and adequate reimbursement for procedures using its products;â—attract and retain skilled research, development, sales and clinical personnel;â—cost-effectively manufacture, market and sell its products; andâ—obtain, maintain, enforce and defend our intellectual property rights and operate its business without infringing, misappropriating or otherwise violating the intellectual property rights of others.InnovationOur business strategy relies significantly on innovation to develop and introduce new products and to differentiate our products from our competitors. We expect our research and development expenditures to increase as we make additional investments to support our growth strategies. We plan to increase our research and development expenditures with internal initiatives, as well as potentially licensing or acquiring technology from third parties. We also expect expenditures associated with our manufacturing organization to grow over time as production volume increases and we bring new products to market. Our internal and external investments will be focused on initiatives that we believe will offer the greatest opportunity for growth and profitability. With a significant investment in research and development, a strong focus on innovation and a well-managed innovation process, we believe we can continue to innovate and grow.108 Table of ContentsRegulatoryOur commercial success will depend upon a number of factors, some of which are beyond our control, including the receipt of regulatory clearances, approvals, or authorizations for existing or new product offerings by us, or product enhancements. We must complete additional clinical testing before we can seek regulatory approval in the United States and begin commercialization of our products. After our products are cleared, approved, or authorized, numerous and pervasive regulatory requirements continue to apply. As such, our ability to navigate, obtain and maintain the required regulatory clearances, approvals, or authorizations, as well as comply with other regulatory requirements, for our products will in part drive our results of operations and impact our business.Investments in Our GrowthIn order to generate future growth, we plan to continue to expand and leverage our sales and marketing infrastructure to increase our customer base and grow our business. Identifying and recruiting qualified sales and marketing personnel and training them on our products, applicable federal and state laws and regulations, and on our internal policies and procedures requires significant time, expense and attention. It often takes severalÂ months or more before a sales representative is fully trained and productive. Our ability to increase our customer base and achieve broader market acceptance of our products will also depend to a significant extent on our ability to expand our marketing efforts as our plans to dedicate significant resources to our marketing programs.CompetitionOur industry is intensely competitive, subject to rapid change and significantly affected by new product introductions and other market activities of industry participants. Our most significant competitors are large, well-capitalized companies. We must continue to successfully compete considering our competitorsâ€™ existing and future products and related pricing and their resources to successfully market to the physicians who could use our products. Publications of clinical results by us, our competitors and other third parties can also have a significant influence on whether, and the degree to which, we are able to gain market share and increase utilization of our products.Reimbursement and Insurance CoverageIn both U.S. and non-U.S. markets, our ability to successfully commercialize and achieve market acceptance of our products depends, in significant part, on the availability of adequate financial coverage and reimbursement from third-party payors, including governmental payors (such as the Medicare and Medicaid programs in the United States), managed care organizations and private health insurers. Third-party payors decide which treatments they will cover and establish reimbursement rates for those treatments. Our products are purchased by hospitals and other providers who will then seek reimbursement from third-party payors for the procedures performed using our products. Reimbursement systems in international markets vary significantly by country and by region within some countries, and reimbursement approvals must be obtained on a country-by-country basis. In certain international markets, a product must be approved for reimbursement before it can be approved for sale in that country. Furthermore, many international markets have government-managed healthcare systems that control reimbursement for new devices and procedures. In most markets there are private insurance systems as well as government-managed systems.Key Components of Results of OperationsRevenuesWe generate product revenue primarily from the sale of the catheters, stylets and warming balloons (â€œConsumablesâ€) used with our consoles. We sell our products directly to hospitals and medical centers. To a lesser extent, we also generate lease revenue from the implied rental of consoles loaned to customers at no charge. We recognize revenue in accordance with ASC Topic 606, Revenue from Contracts with Customers, when we transfer promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Please refer toÂ Note 2-Summary of Significant Accounting PoliciesÂ in our condensed consolidated financial statements for additional details on our revenue recognition policy. Our revenue is subject to fluctuation due to the foreign currency in which our products are sold.109 Table of ContentsCosts and Operating ExpensesCost of RevenueCost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of our products. Cost of revenue also includes the depreciation expense of consoles loaned to the customers.Research and Development ExpensesResearch and development expenses are expensed when incurred and are related to the development of our product candidates which includes pre-clinical, clinical, quality assurance, and research and development operational activities. These costs consist of:â—salaries, benefits, and other employee-related costs, including stock-based compensation expense for personnel engaged in research and development functions;â—activities associated with clinical trials performed by third parties;â—professional fees;â—equipment, materials, and costs related to product manufacturing; andâ—other operational costs including rent and facilities costs, and depreciation.We do not track research and development expenses by project or product, as we are at an earlier stage in our pre-clinical and clinical development. Management believes that the breakdown of research and development expenses by project or product would be arbitrary and would not provide a meaningful assessment.Management expects the research and development expenses to increase, as we will incur incremental expenses associated with the product candidates that are currently under development and in pre-clinical and clinical trials. Product candidates in later stages of clinical development generally have higher development costs, primarily due to the increased size and duration of later-stage clinical trials.Selling, General and Administrative ExpensesSelling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs, and transaction costs in connection with the Business Combination. We expense all selling, general and administrative costs as incurred.Convertible notes fair value adjustmentWe recorded the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Convertible Notes, the NovemberÂ 2023 Convertible Notes, the 2024 Bridge Financing Note, the MayÂ 2024 Convertible Notes, the JuneÂ 2024Convertible Notes, JulyÂ 2024 Convertible Notes, and Convertible Securities Notes at fair value at issuance and subsequently remeasure them to fair value at each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustment,â€ while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).Warrant liabilities fair value adjustmentWe accounted for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model. The liability is subject to re-measurement at each reporting period and any change in fair value is 110 Table of Contentsrecognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).Interest expenseInterest expense is primarily incurred from our outstanding debt obligations, including those under the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Convertible Notes, the NovemberÂ 2023 Convertible Notes, the FebruaryÂ 2024 Convertible Notes, the MayÂ 2024 Convertible Notes, JuneÂ 2024 Notes, JulyÂ 2024 Convertible Notes, Convertible Securities Notes , and the SVB Term Loan.Interest IncomeInterest income consists primarily of interest earned on our cash, cash equivalents, and marketable securities.Other (expense) income, netOther (expense) income, net primarily consists of foreign currency unrealized and realized gain / loss, and other income related to research and development (â€œR&Dâ€) tax credit.Results of

OperationsComparison for the periods from JanuaryÂ 1, 2024 to JulyÂ 30, 2024 (Predecessor), from JulyÂ 31, 2024 to SeptemberÂ 30, 2024 (Successor), from JulyÂ 1, 2024 to JulyÂ 30, 2024 (Predecessor), and from JulyÂ 31, 2024 to SeptemberÂ 30, 2024 (Successor), to the three and nineÂ months ended SeptemberÂ 30, 2023 (Predecessor)The following table sets forth a summary of our results of operations. This information should be read together with our condensed consolidated financial statements and related notes.â€‹â€‹ForÂ theÂ threeÂ monthsÂ endedÂ SeptemberÂ 30,â€‹â€‹â€‹2024â€‹2023â€‹â€‹â€‹â€‹â€‹Successorâ€‹â€‹Predecessorâ€‹Predecessorâ€‹Changeâ€‹â€‹â€‹JulyÂ 31Â toÂ SeptemberÂ of revenue and operating expenses:â€‹â€‹â€‹â€‹â€‹

timing of any collaborative, licensing or other arrangements that we have or may establish;â—debt service requirements; andâ—the extent to which we acquire or invest in businesses, products or technologies;Our primary uses of capital are, and we expect will continue to be, investment in our commercial organization and related expenses, clinical research and development services, and related supplies, legal and other regulatory expenses, general administrative costs and working capital.See the section titled â€œRisk Factorsâ€ of the Companyâ€™s Current Report on Form 8-K filed with the SEC on AugustÂ 6, 2024 for additional risks associated with our substantial capital requirements.Debt Obligations (Predecessor)OctoberÂ 2022 Convertible NotesIn OctoberÂ 2022, we entered into a Note Purchase Agreement with investors for the issuance and sale of convertible promissory notes (the â€œOctoberÂ 2022 Convertible Notesâ€) with an aggregate principal amount of $9.5Â million at an interest rate of eightÂ percent (8.0%) per year. The OctoberÂ 2022 Convertible Notes had an original maturity date of OctoberÂ 27, 2023, which was subsequently extended to the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of certain proposed terms and conditions of the Business Combination, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above.The OctoberÂ 2022 Convertible Notes were also amended to be subordinate to the AprilÂ 2023 Convertible Notes (as described below) and provide for the conversion of all principal and accrued interest in respect of all the OctoberÂ 2022 Convertible Notes into shares of SeriesÂ E Preferred Stock of Legacy Adagio in connection with the Business Combination. (refer toÂ Note 9-DebtÂ in our condensed consolidated financial statements for additional details).In NovemberÂ 2023 and FebruaryÂ 2024, the OctoberÂ 2022 Convertible Notes were further amended to also subordinate the NovemberÂ 2023 Convertible Notes and the 2024 Bridge Financing Note. Upon the consummation of the Business Combination, all principal and accrued interest in respect of the OctoberÂ 2022 Convertible Notes were converted into shares of Legacy Adagio Common Stock when multiplied by the exchange ratio applicable to the Legacy Adagio Common Stock in the Business Combination, which entitled the holder of this note to receive a number of shares of the same class of common stock that were issued in the PIPE Financing equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the 116 Table of Contentseffective price of each share of common stock sold in the PIPE Financing. Further, on the Closing Date, Legacy Adagio common stocks were converted to the Companyâ€™s Common Stock based on the exchange ratio set forth in the Business Combination Agreement.Upon the consummation of the Business Combination, the OctoberÂ 2022 Convertible Notes automatically converted into 1,444,899 shares of the Companyâ€™s Common Stock.Bridge Financing NotesAprilÂ 2023 Convertible NotesIn AprilÂ 2023, we issued a $5.0Â million convertible promissory note that would mature on the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between Legacy Adagio and ARYA in connection with the Business Combination, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above, and accrued simple interest at eightÂ percent (8.0%) per annum. Additionally, we obtained the right to issue up to $10.0Â million in additional convertible promissory notes available beginning one month after AprilÂ 4, 2023 through the occurrence of an ARYA stockholder vote with regard to the Business Combination.In NovemberÂ 2023, the AprilÂ 2023 Notes were amended to align certain terms to the NovemberÂ 2023 Notes (refer toÂ Note 9-DebtÂ in our condensed consolidated financial statements for the periods ended SeptemberÂ 30, 2024, and DecemberÂ 31, 2023, for additional details).NovemberÂ 2023 Convertible NotesOn NovemberÂ 28, 2023, Legacy Adagio issued to Perceptive Life Sciences Master Fund, Ltd. (the â€œPerceptive PIPE Investorâ€), a $2.0Â million convertible promissory note that would mature on the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above (the â€œNovemberÂ 2023 Notesâ€). The NovemberÂ 2023 Notes accrued simple interest at eightÂ percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0Â million of Delayed Draw Commitment available beginning one month after NovemberÂ 28, 2023, through the occurrence of an ARYA stockholder vote with regard to the Business Combination.In DecemberÂ 2023, the NovemberÂ 2023 Notes were amended to permit the issuance of a Delayed Draw Commitment in the original amount of $6.0Â million. On DecemberÂ 13, 2023, and DecemberÂ 28, 2023, Legacy Adagio drew the principal amount of $1.0Â million and $2.0Â million, respectively. As of SeptemberÂ 30, 2024, Legacy Adagio drew the remaining principal amount of $3.0Â million. The combined $6.0Â million convertible promissory notes were issued pursuant to the clause and terms in the NovemberÂ 2023 Notes agreement (refer toÂ Note 9- DebtÂ in our condensed consolidated financial statements for additional details).MayÂ 2024 Convertible NotesOn MayÂ 21, 2024, Legacy Adagio issued a $3.0Â million convertible promissory note (â€œMayÂ 2024 Notesâ€) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eightÂ percent (8.0%) per annum.JuneÂ 2024 NotesOn JuneÂ 25, 2024, Legacy Adagio issued a $2.5Â million convertible promissory note (â€œJuneÂ 2024 Notesâ€) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eightÂ percent (8.0%) per annum.JulyÂ 2024 NotesOn JulyÂ 23, 2024, Legacy Adagio issued a $1.0Â million convertible promissory note (â€œJulyÂ 2024 Notesâ€) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eightÂ percent (8.0%) per annum.117 Table of ContentsPursuant to the Business Combination Agreement, the outstanding $29.5Â million principal along with the accrued but unpaid interest of the Bridge Financing Notes, was converted in exchange for 4,372,607 shares of the Companyâ€™s Common Stock and 3,540,000 Base Warrants as part of the PIPE Financing.FebruaryÂ 2024 Convertible NotesOn FebruaryÂ 13, 2024, the Legacy Adagio issued to Perceptive PIPE Investor a principal of $7.0Â million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The FebruaryÂ 2024 Convertible Notes accrues simple interest at eightÂ percent (8.0%) per annum.Upon the consummation of the Business Combination, the FebruaryÂ 2024 Convertible Notes was automatically transferred to the Company in connection with the issuance of the Convertible Securities Notes to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated FebruaryÂ 13, 2024, by and among the Company, ARYA, Legacy Adagio and Perceptive PIPE Investor. Any interest accrued on the principal amount of the FebruaryÂ 2024 Convertible Notes will be forfeited in connection with the transfer of the notes to the Company.On the Closing Date, the $7.0Â million of FebruaryÂ 2024 Convertible Notes were converted into $7.0Â million Convertible Securities Notes and 525,000 Convert Warrants.SVB Term LoanIn FebruaryÂ 2023, Legacy Adagio entered into an agreement with Silicon Valley Bank to borrow an initial term loan advance of $3.0Â million and a right to borrow a subsequent term loan advance of $2.0Â million (â€œSVB Term Loanâ€). The loans matured on JanuaryÂ 1, 2025. In conjunction with the SVB Term Loan, Legacy Adagio issued warrants to acquire 32,720 shares of common stock in FebruaryÂ 2023 and distributed additional warrants to acquire 16,360 shares of common stock as of SeptemberÂ 30, 2023 (â€œSVB Warrantâ€). Prior to the Closing of the Business Combination, the existing SVB Term Loan of Legacy Adagio as on JulyÂ 30, 2024 had a net balance of $1.0Â million, including $1.0Â million of principal payment due within twelveÂ months with an unamortized debt discount of $9.7Â thousand. The unpaid principal and accrued interest were carried as assumed liabilities to the Company and paid at the Closing. (Refer toÂ Note 9-DebtÂ in our condensed consolidated financial statements for additional details).Debt Obligations (Successor)Convertible Securities NotesIn connection with the execution of the Business Combination Agreement, Convert Investors executed the Convertible Security Subscription Agreement dated FebruaryÂ 13, 2024, which was amended on JuneÂ 20, 2024, with ListCo. In accordance with the agreement, ListCo issued on the Closing Date to the Convert Investors $20.0Â million of Convertible Securities Notes and 1,500,000 Convert Warrants.The total of $20.0Â million Convertible Securities Notes will be convertible into shares of the Companyâ€™s Common Stock at a conversion price of $10.00 per share, subject to adjustment per the terms of the agreement, and the total of 1,500,000 warrants, each of which will be exercisable on a cashless basis or for one share of the Companyâ€™s Common Stock at $24.00 per share, subject to adjustment. The Convertible Securities Notes have a maturity of threeÂ years and nineÂ months after the Closing and interest will be payable in cash or compound as additional principal outstanding which accrues on a quarterly basis.The conversion of the FebruaryÂ 2024 Convertible Notes was carried out on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement.118 Table of ContentsCash FlowsThe following table shows a summary of our cash flows for each of the periods shown below:â€‹â€‹â€‹

share at a marketable basis was determined using the interval option value allocation approach. The DLOM was determined based on Finnerty put option model, marketability factors and restricted stock studies.The significant unobservable inputs into the valuation model include:â—the timing of potential events (for example, a consummation of a business combination transaction with a SPAC) and their probability of occurring;â—the selection of guideline public company multiples; andâ—a discount for the lack of marketability of the common stock.An increase or decrease in any of the unobservable inputs in isolation could result in a material change. In the future, depending on the weight of evidence and valuation approaches used, these or other inputs may have a more significant impact on the estimated fair value.Convertible Notes Valuation (Predecessor)As permitted under ASC 825, Financial Instruments (â€œASC 825â€), the Company elected the fair value option to account for the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Convertible Notes, the NovemberÂ 2023 Convertible Notes, the 2024 Bridge 121 Table of ContentsFinancing Note, the MayÂ 2024 Convertible Notes, the JuneÂ 2024 Convertible Notes, and the JulyÂ 2024 Convertible Notes in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which Legacy Adagio operates.The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustment,â€ while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss). As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 3-Fair Value Measurements in our condensed consolidated financial statements for additional detail.As of DecemberÂ 31, 2023, Adagio calculated the value of the convertible notes based on the equity value from 409(a) valuations, considering the expected payoff of the convertible notes upon different types of events.Utilizing the PWERM, Adagio assessed the probability that the OctoberÂ 2022 Convertible Notes would be converted to common stock through the result of mandatory prepayment, Private Investment in PIPE Financing, or no PIPE Financing and no Qualified Financing, weighted with a probability of 20%, 40% and 40%, respectively, as of DecemberÂ 31, 2023.Utilizing the PWERM, Adagio assessed the probability that the AprilÂ 2023 Notes and the NovemberÂ 2023 Notes would be converted to common stock as a result of a liquidation event, PIPE Financing, or no PIPE Financing & no Qualified Financing, weighted with a probability of 20%, 40% and 40% as of DecemberÂ 31, 2023. Adagio also implied a credit spread by calibrating the value of the AprilÂ 2023 Notes at issuance to the par value and then adjusted the calibrated credit spread for seniority difference and the market related movements as appropriate.Additional assumptions used to estimate the fair value include: (i)Â the expected timing of the conversion, (ii)Â the amount subject to equity conversion, the sum of the notesâ€™ principal and unpaid accrued interest, (iii)Â expected volatility, (iv)Â risk-free interest rate, and (v)Â the discount rate, based on the observed option-adjusted spread (OAS) data of traded bonds rated CCC-.In determining the fair value of the convertible notes as of JulyÂ 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of JulyÂ 31, 2024 multiplied by the actual number of shares that the convertible notes converted into.SVB Term Loan (Predecessor)Legacy Adagio accounts for the SVB Term Loan at residual value on the date of issuance. The expected life of the SVB Term Loan is the contractual term ending on the maturity date. Legacy Adagio classifies the term loan as current liabilities within twelveÂ months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See Note 9-Debt in our condensed consolidated financial statements for additional information related to the SVB Term Loan.SVB Warrants (Predecessor)Adagio accounts for SVB Warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model based on the common stock value from 409(a) valuation. The assumption used to estimate the fair value include: (i)Â expected volatility, (ii)Â risk-free interest rate, (iii)Â expected dividend yield, and (iv)Â expected term.The liability is subject to re-measurement at each reporting period and any change in fair value is recognized in the condensed consolidated statements of operations and comprehensive income (loss). See Note 10-Warrants in our condensed consolidated financial statements for additional information related to the warrants.SeriesÂ E Pre-funded Warrants (Predecessor)On JuneÂ 25, 2024, Legacy Adagio issued to a certain investor the pre-funded warrants to purchase Legacy Adagioâ€™s SeriesÂ E Preferred Stock (â€œSeriesÂ E Pre-funded Warrantâ€), in exchange of the investorâ€™s existing holding of SeriesÂ E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. Legacy Adagio measured the SeriesÂ E Pre-funded Warrants at fair value based on the indicated fair value of SeriesÂ E Preferred Stock, which is not observable in the market.122 Table of ContentsConvertible Preferred Stock (Predecessor)Prior to the Closing, Legacy Adagio recorded convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside our control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring. Upon the consummation of the Business Combination, the Legacy Adagioâ€™s convertible preferred stocks was converted into shares of Legacy Adagioâ€™s common stock on a one-to-one basis prior to Adagio Merger Effective Time and then converted into the Companyâ€™s Common Stock at the Closing based on the exchange ratio set forth in the Business Combination Agreement.Convertible Securities Notes (Successor)The Company measures the Convertible Securities Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as LevelÂ 3 measurements within the fair value hierarchy. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustment,â€ while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of SeptemberÂ 30, 2024. SeeÂ Note 9- DebtÂ in our condensed consolidated financial statements for additional information related to the SVB Term Loan.Convert Warrants (Successor)On JulyÂ 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0Â million Convertible Securities Notes.As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Companyâ€™s Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Companyâ€™s control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).The Convert Warrants are classified as LevelÂ 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of SeptemberÂ 30, 2024.PIPE Base Warrants (Successor)On the Closing Date, the Company issued Base Warrants (â€œPIPE Base Warrantsâ€) along with the Companyâ€™s Common Stock in connection with the PIPE Financing.The Base Warrants can be exercised to the Companyâ€™s Common Stock at any time during the period from the issuance date to the expiration date which is the fifth anniversary from the date of issuance. The warrants can be exercised on a gross or net basis at an exercise price of $10 per share.The Base Warrants were fair valued at $2.41 per unit on the date of issuance based on the assumptions including (i)Â the value of the Companyâ€™s Common Stock is $6.64 per share; (ii)Â a risk-free rate at 3.93%; (iii)Â zero dividend yield; (iv)Â the common stock volatility at 84.0% and a volatility haircut of 10%; (v)Â the remaining term is 5Â years.According to the ASC 815, it is determined that the Base Warrants associated with the PIPE Financing are indexed to the Companyâ€™s Common Stock under and are accounted for as equity, which is initially measured at fair value. The Base Warrants are classified as equity in the financial statements because they meet the ASC 815-40 indexation guidance. Specifically, 1) the Base 123 Table of ContentsWarrants can be exercised at any time during the exercise period without contingencies; 2) the Base Warrants can be settled in a fixed number of shares upon exercise with any adjustments, such as antidilution and alternative issuance adjustments, consistent with ASC 815 guidance, which does not preclude equity classification. Additionally, the Company has sufficient authorized shares available to settle the Base Warrants, and all the adjustments are in the control of the Company, further supporting the equity classification.Sponsor Earnout (Successor)In SeptemberÂ 2024, the Company issued 1,147,500 shares of the Companyâ€™s Common Stock (such issuance, the â€œSponsor Earnoutâ€) to the AYRA Sponsor under the Sponsor Letter Agreement dated FebruaryÂ 13, 2024 (â€œthe Sponsor Letter Agreementâ€). Pursuant to the agreement, the Sponsor Earnout shall be unvested and vests upon the earlier of: i) During the period from the effective time to the 10th anniversary of the Closing Date (the â€œEarn-Out Periodâ€), the stock price of the Companyâ€™s Common Stock equals to or exceeds $24.00 per share (the â€œTrigger Priceâ€) for any 20 trading days within any 30 trading day period from and after the Closing Date (the â€œEarn-Out Targetâ€), and ii) immediately prior to the consummation of a company sale during the Earn-Out Period.As of the reporting date, the vesting of the Sponsor Earnout was not considered probable.According to ASC 815, it is determined that the Sponsor Earnout is indexed to the Companyâ€™s Common Stock and classified as equity and is initially measured at fair value and not subsequently remeasured. The Sponsor Earnout vests when the Companyâ€™s stock price meets a stated price or there is a company sale during the earnout period. Upon meeting either vesting condition, the same number of the Companyâ€™s Common Stock would be issued and no longer subject to forfeiture or cancellation. The Sponsor Earnout meets the ASC 815-40 indexation guidance. Specifically, the stated stock price and company sale, as the exercise contingencies, do not preclude equity indexation and there is no variability in the number ofshares issuable under the Sponsor Earnout. Additionally, the Sponsor Earnout at the issuance meets the ASC 815-40 equity classification criterion as the Company has sufficient authorized shares available to settle the Sponsor Earnout and all the antidilution adjustments are in the control of the Company.PIPE Pre-funded Warrants (Successor)On JulyÂ 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors (â€œPIPE Pre-funded Warrantsâ€).As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Companyâ€™s Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Companyâ€™s control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).The PIPE Pre-funded Warrants are classified as LevelÂ 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Companyâ€™s Common Stock minus the exercise price.Strategic Realignment of Resources and Corporate RestructuringOn DecemberÂ 1, 2023, Legacy Adagio approved a strategic realignment of resources and corporate restructuring (the â€œRIFâ€) designed to reallocate capital, conformant to its business focus for the next twoÂ years.As part of the RIF, Legacy Adagio initiated a reduction in its workforce of 20 employees, representing approximately 19% of Legacy Adagioâ€™s employees, which was completed on DecemberÂ 15, 2023. Legacy Adagio made no payment for severance or related benefit costs. Legacy Adagio made no payment of retention bonuses.124 Table of ContentsEmerging Growth Company StatusWe are an emerging growth company (â€œEGCâ€), as defined in the JOBS Act. The JOBS Act permits companies with EGC status to take advantage of an extended transition period to comply with new or revised accounting standards, delaying the adoption of these accounting standards until they would apply to private companies. We have elected to use this extended transition period to enable us to comply with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date we (i)Â are no longer an emerging growth company or (ii)Â affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with the new or revised accounting standards as of public company effective dates.In addition, we intend to rely on the other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an EGC, we intend to rely on such exemptions, we are not required to, among other things: (i)Â provide an auditorâ€™s attestation report on our system of internal controls over financial reporting pursuant to SectionÂ 404(b) of the Sarbanes-Oxley Act; (ii)Â provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act; (iii)Â comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditorâ€™s report providing additional information about the audit and the financial statements (auditor discussion and analysis); and (iv)Â disclose certain executive compensation-related items such as the correlation between executive compensation and performance and comparisons of the Chief Executive Officerâ€™s compensation to median employee compensation.We will remain an EGC under the JOBS Act until the earliest of (i)Â the last date of our fiscal year in which we have total annual gross revenue of at least $1.235Â billion, (ii)Â the date on which we are deemed to be a â€œlarge accelerated filerâ€ under the rules of the SEC with at least $700.0Â million of outstanding securities held by non-affiliates, or (iii)Â the date on which we have issued more than $1.0Â billion in non-convertible debt securities during the previous three-years.Recent Accounting PronouncementsSeeÂ Note 2â€‰â€”â€Summary of Significant Accounting PoliciesÂ in our condensed consolidated financial statements for a description of recent accounting pronouncements applicable to our financial statements.Off-Balance Sheet ArrangementsWe have no obligations, assets or liabilities which would be considered off-balance sheet arrangements as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023.Critical Accounting PoliciesSeeÂ Note 2â€‰â€”â€Summary of Significant Accounting PoliciesÂ in our condensed consolidated financial statements for a description of recent accounting pronouncements applicable to our financial statements.Quantitative and Qualitative Disclosures about Market RiskWe have operations primarily within the United States and we are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We do not believe that inflation has had a material effect on our business, results of operations or financial condition. Nonetheless, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs. Our inability or failure to do so could harm our business, results of operations or financial condition.Our revenue generated in Europe, as well as costs and expenses denominated in Euro, expose us to the risk of fluctuations in foreign currency exchange rates against the U.S. dollar. We are exposed to foreign currency risks related to our revenue and operating expenses, along with certain intercompany transactions, denominated in Euro. Accordingly, changes in exchange rates may negatively affect our future revenue and other operating results as expressed in U.S. dollars. We do not believe that foreign currency exchange risk has had a material effect on our business, results of operations or financial condition.Quantitative and Qualitative Disclosures About Market Risk.We are a smaller reporting company as defined in ItemÂ 10 of RegulationÂ S-K and are not required to provide the information otherwise required by this item.â€‹125 Table of ContentsBUSINESSOverviewWe are a medical device company developing and placing on the EU market innovative ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation (â€œAFâ€), atrial flutter (â€œAFLâ€), and ventricular tachycardia (â€œVTâ€). Our unique technology portfolio consists of Ultra-Low Temperature Cryoablation (â€œULTCâ€) by itself, and in combination with Pulsed Field Ablation (Pulsed Field Cryoablation or â€œPFCAâ€), both developed with the vision that ability to consistently create durable, contiguous, and transmural myocardial lesions is essential for improving the effectiveness and outcomes of cardiac ablations in both atria and ventricles, and a key to unlocking sizeable market opportunities within the fast-growing segment of advanced electrophysiology (â€œEPâ€) ablation catheters. In contrast to the common practice of reutilizing once-established catheter design and energy source for multiple anatomic and physiologic targets, we purpose-build our product portfolio to maximize effectiveness, enabled by the strength and flexibility provided by the foundational physical principles of our technology. We have established a robust cadence of the clinical trials designed to evaluate our technology and gain regulatory approvals across the entirety of the product portfolio, with the preliminary data suggestive of outcomes, such as the combination of safety, acute and chronic effectiveness, favorable to the current standard of care, i.e. ablations performed using radiofrequency (â€œRFâ€), cryoballoon (â€œCRYOâ€) and emerging pulsed field ablation (â€œPFAâ€) catheters and energy sources, as applicable based on the arrhythmia type. Although direct comparisons in head-to-head randomized trials have not been performed, such favorable outcomes in PsAF patients in the first-in-human CRYOSURE-2 trial include 85% freedom from AF in patients after a single ULTC procedure (versus 51%-65% reported for other catheter technologies) and 98.5% of subjects in the device cryomapping cohort did not experience device-related complications. In VT patients in the first-in-human CRYOCURE-VT trial, such favorable outcomes include a 0% rate of major adverse events (versus 11.5% significant complications, including deaths, reported for VT ablation procedures using other catheter technologies), 94% acute procedural success, 60% freedom from sustained VT and 81% freedom from implantable cardioverter defibrillator shock at six months. Our iCLASâ„¢ ULTC System and VT ULTC System (inclusive of vCLASâ„¢ catheter) have obtained regulatory approvals in the EU for commercialization, and the approval for the PFCA System (inclusive of Cryopulseâ„¢ catheter) will be sought after completion of the PARALELL trial. In the U.S., both iCLAS and VT ULTC systems remain subject to receipt of regulatory approvals upon completion of the ongoing or planned pivotal clinical trials, while the pathway to regulatory

approval of PFCA system remains under consideration. For more detailed information, see â€œBusiness â€” Our Product Portfolio.â€MARKET OPPORTUNITYBased on the analysis of publicly reported revenue and investor presentations of the major incumbents as well as the syndicated market research, our management believes that the worldwide market for catheter-based diagnosis and treatment of cardiac arrhythmias (also known as cardiac EP) is currently valued at approximately $7.3 billion and consists broadly of several categories: (1) EP mapping and recording systems, (2) access devices, (3) cardiac diagnostic catheters, and (4) ablation catheters.As indicated in the chart below, the ablation catheter segment represents the largest component of the cardiac EP market, accounting for approximately 43% of the current market opportunity, or $3.2 billion. Further defined, approximately 75% or $2.4 billion in the ablation catheter segment market are attributable to â€œadvanced cathetersâ€ segment, which includes modern irrigated radiofrequency (â€œRFâ€) ablation catheters (particularly those with force sensing), cryoballoon catheters, RF balloon catheters, laser balloon catheters, and increasingly pulsed field ablation (â€œPFAâ€) catheters.126 Table of Contents(1)Management estimates. Adopted from St. Jude Medical Analyst and Investor Meeting 2016: https://www.slideshare.net/ir_stjude/stj-2016-analyst-and-investor-day-presentation-v2(1)Management estimates based on the analysis of data from private and public sources with respect to the U.S. and certain other countries and managementâ€™s assumptions that (i) the growth rate data for the U.S. and such other countries from such sources, taken together, may represent the growth rate of the global market as a whole, and (ii) the markets of the U.S. and such other countries will continue to grow at rates consistent with the growth rates during the historical periods (generally between 2010 and 2020 with variances in the period depending on the source) covered by the data analyzed.Advanced catheters are used in complex ablations, principally for AF and VT. Some of these catheters, also known as â€œsingle-shotâ€ catheters, are designed to treat specific anatomic targets and cardiac conditions, while others (such as point-by-point RF catheters) have broader utility and utilization. The overall cardiac EP market using advanced ablation catheters has historically grown at high single-digit to low double-digits annually, driven significantly by the growth in the number of complex ablation procedures.Atrial FibrillationBased on a multi-year analysis of the insurance claims in the U.S. and country-level surveys published in the peer-reviewed medical journals, our management believes that AF ablations are the largest segment of the complex ablations market, representing an estimated 87% of total procedures and growing 10-13% annually. AF results from disorganized and erratic electrical activity in the upper chambers of the heart and is a common condition with estimated prevalence and annual incidence in the United States of 127 Table of Contentsapproximately 8.5 million and approximately 1.9 million, respectively. Incident growth is estimated to be at approximately 4% annually, driven by an aging population, as well as other well-known risk factors such as obesity, obstructive sleep apnea and various lifestyle choices. AF can be highly symptomatic, resulting in emergency room visits, hospitalizations and cardioversions, and carries a five-fold increase in stroke risk.Currently, first-line therapies for AF include systemic anticoagulants to prevent thromboembolic events and anti-arrhythmic drug therapy for rhythm control. When medical management fails to adequately address the underlying symptoms of AF or is poorly tolerated, AF patients may turn to cardiac ablations as a second-line therapy. The clinical goal of cardiac ablations is to deliver targeted applications of energy to cardiac tissue in order to interrupt and isolate aberrant electric circuits. This energy is delivered using catheters advanced into the heart endovascularly.It is estimated that approximately 230,000 endovascular catheter ablations are performed annually in the United States. Additionally, a smaller number of ablations are performed surgically, typically in patients undergoing concomitant surgery for other primary causes, such as cardiac valve replacement or coronary artery bypass. Clinical studies aimed at demonstrating that catheter ablations are a more effective first-line therapy versus medical therapy have largely failed to show statistical benefit. The CABANA trial, while showing a relative benefit in lowering adverse events associated with AF, failed to show superior relative outcomes. Despite these data, AF ablation procedures, while still only representing approximately 12% of newly diagnosed disease, are growing by double-digits annually, which we believe is largely driven by the growing acceptance by patients, referring physicians, and improved procedural characteristics.Source: https://jamanetwork.com/journals/jama/fullarticle/2728676In our view, failure of cardiac ablations to gain an indication as first-line therapy in AF stems, at least partially, from its limited effectiveness and durability. Historically, only approximately 70% of patients with paroxysmal atrial fibrillation (â€œPAFâ€), defined as arrhythmia episodes lasting less than seven days and generally representing an earlier phase of otherwise progressive disease, 128 Table of Contentsremained AF-free within the first year after single cardiac ablation, irrespective of the type of the catheter and energy source used for the ablations. These results include most recently available PFA. In comparison, approximately 85% of PAF patients remained AF-free within the first year after undergoing surgical treatment of arrhythmia, although with a significantly higher rate of serious complications (approximately 17%, as opposed to approximately 6% for PAF patients after single cardiac ablation). Cardiac ablations in patients with persistent AF (PsAF, defined as arrhythmia episodes lasting longer than seven days or requiring external termination, also known as cardioversion), representing approximately 40% of the patients undergoing ablations, appear to be even less effective, with approximately 50-60% of such patients remaining AF-free within the first year after single cardiac ablation.However, as catheter ablation procedures are becoming more efficient and safer, we believe ablation modality and associated procedural approaches can demonstrate significant improvement in therapy effectiveness without significant increase in complications. We believe this trend has the potential to lead to an estimated 6-8 times increase in the compound annual growth rate for the ablation procedure growth, thus dramatically growing the current approximately $2.1 billion market of advanced catheters.129 Table of ContentsVentricular TachyarrhythmiasVT ablations currently account for about 12% of all complex ablations, representing an estimated $0.3 billion current market opportunity. Compared to AF ablations, VT ablations are performed on a more diverse set of patients and conditions, generally falling into two categories: (1) patients with monomorphic ventricular tachycardias originating from myocardial scaring as a consequence of structural heart disease and (2) patients with VT not associated with structural heart disease (idiopathic VT). Patients with VT due to structural heart disease account for approximately 64% of the estimated 32,000 VT ablations performed annually in the United States, with the remaining 36% performed mostly in patients with symptomatic idiopathic VT, including symptomatic premature ventricular contractions (â€œPVCâ€).The estimated U.S. prevalence of patients with structural heart disease, of both ischemic and non-ischemic origin, susceptible to ventricular tachycardia is 3.5 million. Because of the elevated risk of sudden cardiac death (â€œSCDâ€) associated with their condition, the majority of these patients are indicated for live-saving implantable cardioverter defibrillator (â€œICDâ€) implants. While the ICD implants address their risk of SCD, these patients remain vulnerable to recurrent symptomatic episodes of ventricular arrhythmias. These symptomatic VT episodes could prompt deleterious, unneeded ICD cardioversions, hospitalizations and cardiac decompensations.130 Table of ContentsAblation therapy in patients with structural heart disease to address VT has been clinically shown to reduce the frequency of symptomatic ventricular arrhythmias including repeat, uncontrollable arrhythmias known as VT storms, reduce ICD shocks and be a viable alternative to escalation of the anti-arrhythmic medications. The prophylactic use of catheter ablation in select ICD patients has also been suggested. However, similar to AF ablation therapy, VT ablation therapy for patients with structural heart disease is only recommended as second-line therapy. The indications for ablative treatment of symptomatic idiopathic VT vary significantly based on arrhythmia sub-types, yet the estimated annual incidence of the condition, which is upwards of 100,000 in the United States, suggests that ablation treatments remain underutilized, even when limited to patients with deleterious arrhythmia burden of over 20%.(1)Muser D, Liang JJ, Pathak RK, et al. Long-Term Outcomes of Catheter Ablation of Electrical Storm in Nonischemic Dilated Cardiomyopathy Compared With Ischemic Cardiomyopathy. J Am Coll Cardiol EP 2017;3:767-78.(2)Da Silva GL, Nunnes-Ferreira A, Cortez-Diaz N, et al. Radiofrequency catheter ablation of ventricular tachycardia in ischemic heart disease in light of current practice: a systematic review and meta-analysis of randomized controlled trials. J Interv Card Electrophysiol. 2020 Dec;59(3):603-616.(3)Sapp JL, Wells GA, Parkash R, et al. Ventricular Tachycardia Ablation versus Escalation of Antiarrhythmic Drugs. N Engl J Med 2016;375:111-21.(4)Liang JJ, Yang W, Santangeli P, et al. Amiodarone Discontinuation or Dose Reduction Following Catheter Ablation for Ventricular Tachycardia in Structural Heart Disease. J Am Coll Cardiol EP 2017;3:503-11.(5)Arenal A, Avila P, Jimenez-Candil J, et al. Substrate Ablation vs Antiarrhythmic Drug Therapy for Symptomatic Ventricular Tachycardia. J Am Coll Cardiol 2022;79:1441-1453.(6)Cheung JW, Yeo I, Ip JE, et al. Outcomes, Costs, and 30-Day Readmissions After Catheter Ablation of Myocardial Infarct-Associated Ventricular Tachycardia in the Real World. Circ Arrhythm Electrophysiol. 2018;11:e006754.(7)Cronin EM, Bogun FM, Maury P, et al. 2019 HRS/EHRA/APHRS/LAHRS expert consensus statement on catheter ablation of ventricular arrhythmias. Heart Rhythm 2020; 17:e3-e154.(8)Sultan A, Futyma P, Metzner A, et al. Management of ventricular tachycardias:insights on centre settings, procedural workflow, endpoints, and implementation of guidelines-results from an EHRA survey. Europace 2024;26:1-10.131 Table of ContentsVT ablation procedures have been growing by approximately 7% annually, driven in part by the advances in electroanatomic mapping technologies and operator training. We believe investments in new cardiac ablation technologies designed specifically for the anatomic and functional environment of the ventricle, coupled with features addressing the patient morbidity challenges, could markedly expand market growth. Today, VT ablations are performed using RF catheters almost exclusively designed and approved initially for atrial ablations. Procedures remain technically complex, consume considerable resources and are associated with a nearly 11.5% rate of serious complications, including death, particularly in patients with structural heart disease, which comprise a majority of the VT ablations performed. The catheter ablation modality with more advantageous safety profile and improved rates of both acute and potentially long-term success for VT ablations may increase the therapy penetration and lead to a 2-3 times growth of a VT catheter market that is currently estimated to be $0.3 billion.132 Table of ContentsCOMPETITION: MARKET PARTICIPANTS AND TECHNOLOGY LANDSCAPEThe major players in cardiac EP and advanced ablation catheter markets are Biosense Webster, Inc. (part of Johnson & Johnson, Inc.), Abbott Electrophysiology, Medtronic Cardiac Ablation Solutions, and Boston Scientific Electrophysiology.Company NameÂ Â Â EstimatedÂ MarketShareÂ asÂ ofÂ 2022Â Â Â Â ProductÂ PortfolioJohnson & Johnson, Biosense Webster, Incâ€‹54%â€‹â—Diagnostic catheters â—Electroanatomic mapping system â—PFA catheter undergoing regulatory trials â—RF ablation cathetersAbbott, Electrophysiology Divisionâ€‹26%â€‹â—Diagnostic catheters â—Electroanatomic mapping system â—PFA catheter undergoing regulatory trials â—RF ablation cathetersMedtronic, Cardiac Ablation Solutions Divisionâ€‹11%â€‹â—Cryoballoon catheter â—Diagnostic catheters â—Electroanatomic mapping system â—PFA catheter â—RF catheter â—Dual RF-PFA energy catheterBoston Scientific Electrophysiologyâ€‹8%â€‹â—Cryoballoon catheter â—Diagnostic cathetersâ—Electroanatomic mapping systemâ—PFA catheter â—RF ablationâ€‹Current Ablation Catheter Technology LandscapeToday, the ablation catheter technology landscape is dominated by point-by-point contact ablation catheter technology primarily by Biosense Webster and Abbott Electrophysiology, with a significant minority (up to 30-40%) occupied by cryoballoon technology by Medtronic Cardiac Ablation Solutions and, increasingly, Boston Scientific Electrophysiology.133 Table of ContentsThe equivalent clinical effectiveness of these technologies in treatment of the Paroxysmal AF (â€œPAFâ€) using the pulmonary vein isolation (â€œPVIâ€) approach has recently been demonstrated in the CIRCA-DOSE randomized clinical trial, with similar procedure times, freedom from arrhythmias at one year and similar complications rates in both RF and cryoballoon arms. The trial was funded by a peer-reviewed grant from the Stroke Foundation of Canada with additional funding from Medtronic and University of British Columbia and enrolled 353 patients at eight Canadian sites between September 2014 and July 2017. The contribution of pulmonary veins (â€œPVsâ€) to the genesis of AF was first described in 1998, and the PVI, i.e., creation of closed-loop, contiguous lesions along the junction of each vein with left atrium, remains the primary ablation strategy in AF patients.â€‹â€‹â€‹Â Â Â Â CF-RF(n=115), n(%)Â Â Â Â Cryo-4(n=115), n(%)Â Â Â Â Cryo-2(n=116), n(%)Â Â Â Â PÅ ValueÂ Â Â Â Cryo-4vsÂ CF-RFÂ Â Â Â Cryo-2vsÂ CF-RFÂ Â Â Â Cryo-4vsÂ Cryo-2Primary end pointâ€‹â€‹â€‹â

to perform AF ablations, at least in the PsAF population.â—VT ablations: The mechanistic benefit of the ULTC compared to commonly used RF ablation catheters is the depth and size of the lesions that ULTC can create in order to terminate malignant monomorphic VT in patient population with structural heart disease. The depth of ULTC lesions observed in pre-clinical studies would give physicians a new ability to easily ablate midmyocardial scars of both ischemic and non-ischemic origin, which are prevalent in these patient cohorts. The large lateral size of the lesions would allow physicians to utilize only a small number of ablations, performing otherwise complex procedures faster, safely, and effectively. The initial acute outcomes of the ongoing CRYOCURE-VT study demonstrated approximately 94% acute effectiveness of ULTC system with the average of only nine lesions used per procedure and 0% of major adverse events (â€œMAEâ€).Whereas ULTC has not been tested directly against the technologies listed below, our CRYOCURE-2 trial has demonstrated approximately 85% freedom from AF at 12 months in patients with PsAF.(1)Berger WR, et al. Persistent atrial fibrillation: A systematic review and meta-analysis of invasive strategies, International Journal of Cardiology 2019;278:137-143. (2)Boveda S, Metzner A, Nguyen D, et al. Single-procedure Outcomes and QOL Improvement 12 Months Post-Cryoballoon Ablation in Persistent AF. JACC EP 2018; 4:1440-1447.(3)DeLurgio DB, et al. Hybrid convergent procedure for the treatment of persistent and long-standing persistent atrial fibrillation. Circ Arrhythm Electrophysiol. 2020;13:e009288.(4)Verma A, Haines DE, Boersma LV, et al. Pulsed Field Ablation for the Treatment of Atrial Fibrillation: PULSED AF Pivotal Trial. Circulation. 2023;147, in press.(5)Turagam MK, Neuzil P, Schmidt B, et al. Safety and Effectiveness of Pulsed Field Ablation to Treat Atrial Fibrillation: One-Year Outcomes from the MANIFEST-PF Registry. Circulation. 2023;148:35-46.136 Table of Contents(6)Kisler PM, Chieng D, Sugumar H, et al. Effect of Catheter Ablation Using Pulmonary Vein Isolation With vs Without Posterior Left AtrialWall Isolation on Atrial Arrhythmia Recurrence in Patients With Persistent Atria Fibrillation: The CAPLA Randomized Clinical Trial. JAMA. 2023;329(2):127-135.Pulsed Field Cryoablation Ablation (PFCA)The transmurality and durability of the ULTC lesions depends on achieving sub -30Â°C temperatures throughout the entire thickness of the target tissues. Depending on the thickness of the tissue, up to several minutes of freeze time and a second â€œbonusâ€ freeze at the same location may be required. In contrast, the PFA lesions could be created within seconds, albeit of more limited depth and with undesirable clinical side effects such as muscle/phrenic nerve capture, microbubble showers, and the possibility of coronary vasospasm when ablating in proximity of coronary arteries. Thus, while PFA has drawn physiciansâ€™ attention due to ease of use and greater safety profile, the therapy has failed to show incremental clinical durability compared to RF and Cryoballoon ablation.â—Turagam MK, Neuzil P, Schmidt B, et al. Safety and Effectiveness of Pulsed Field Ablation to Treat Atrial Fibrillation: One-Year Outcomes From the MANIFEST-PF Registry. Circulation. 2023;148:35-46â—Verma A, Haines DE, Boersma LV, et al. Pulsed Field Ablation for the Treatment of Atrial Fibrillation: PULSED AF Pivotal Trial. Circulation. 2023;147:00-00â—Reddy VY, Gerstenfeld EP, Natale A, Whang W, et al. Pulsed Field or Conventional Thermal Ablation for Paroxysmal Atrial Fibrillation. New England J Medicine 2023; DOI: 10.1056/NEJMoa2307291Our PFCA is intended to combine the proprietary benefits of ULTC and PFA while minimizing their respective limitations. PFCA consists of the short duration ULTC freeze followed by PFA delivered through the same catheter. The ULTC results in the significant increase in the impedance and electric field generated by PFA within the frozen tissue, while decreasing electric field and parasitic electric current elsewhere. This latter capability helps eliminate muscle and phrenic nerve capture while minimizing the microbubbles and possibility of vasospasm, thus addressing a key limitation of regular PFA. In effect, ULTC pre-treatment â€œfocusesâ€ PFA, further increasing the selectivity of ablation and, since the area of the increased impedance extends deeper in the tissue than the -30Â°C isotherm, PFCA lesions of a desired depth can be achieved in a fraction of time required for equivalent ULTC alone.137 Table of Contents138 Table of ContentsKey benefits of PFCAWhile PFCAâ€™s modality is still under evaluation for safety and effectiveness, we believe that PFCA can improve the efficiency of ULTC procedures without sacrificing safety and effectiveness. (1)Assuming 3 min ablation cycle (freeze-thaw-freeze) for ULTC vs 30 seconds freeze for PFCA. Adagio iCLAS Cryoablation Catheter IFU 108-0064-001 and Adagio Cryopulseâ„¢ Catheter IFU 108-0138-001(2)Verma A, Feld GK, Cox JL, et al. Combined pulsed field ablation with ultra-low temperature cryoablation: A preclinical experience. J Cardiovasc Electrophysiol. 2022;1-10(3)Boston Scientific issued an Urgent Field Safety Notice regarding its PFA products dated September 15, 2022, which, among others, warned about the injuries that might potentially caused by the use of PFA:
http://www.bostonscientific.com/content/dam/bostonscientific/quality/documents/Recent%20Product%20Advisories/September%202022%20FARAPULSE%20PFA%20Physician%20Letter%20%20 data, courtesy Dr. E. Gerstenfeld (UCSF). AF Symposium 2023. https://vimeo.com/798627743/00bc646d3bOUR PRODUCT PORTFOLIOOur product portfolio consists of three product families: iCLASâ„¢ atrial ULTC catheter and accessories, vCLASâ„¢ ventricular ULTC catheter, and Cryopulseâ„¢ atrial PFCA catheter and accessories. All of these catheters share the same ULTC cryoablation console. A standalone PFA console connected to a cryoablation console for PFCA treatment synchronization is used in conjunction with Cryopulse catheter, subject to future integration for maximum operational flexibility and minimum footprint.139 Table of ContentsAtrial Cathetersâ—The unique feature of the iCLAS ULTC catheter is its ability to create a patient-tailored set of single-shot circular, linear and focal atrial lesions of varying dimensions by in-vivo â€œmoldingâ€ of the flexible, 11 cm long ablation element using a shaped stylet inserted through the catheter handle. The 8.5 Fr catheter also features 20 electrodes located within the cryoablation element and more distal diagnostic segment of the catheter for the purpose of the intracardiac sensing and pacing, through the standard connections to commercial EP recording and electroanatomic mapping systems.â—The iCLAS system is CE-marked with the indication for treatment of paroxysmal atrial fibrillation, persistent atrial fibrillation and atrial flutter, and is currently evaluated in the Investigational Device Exemption (IDE) trial in the United States (NCT 04061603). The study has enrolled 183 patients with persistent atrial fibrillation at 13 sites within the United States and seven sites outside the United States, with the data readout expected in Q3 2024 with expected premarket approvals (â€œPMAâ€) application approval in Q1 2025.â—The Cryopulse PFCA catheter shares the physical characteristics and stylet-driven operation of the iCLAS catheter, with 16 intracardiac sensing/pacing electrodes within the cryoablation element optimized for delivery of PFA. Cryopulse catheter will be under evaluation in the 90-patient PARALELL trial at seven sites in Europe and Canada. The trial is expected to complete its original enrollment in Q4 2024, followed by 12-months follow-up. The CE-mark application process is expected to start in Q2 2025.Ventricular Catheterâ—In contrast to the common approach of using the catheters approved for atrial ablations in the ventricle, the vCLAS ventricular catheter has been specifically designed for treatment of the ventricular arrhythmia. The 9 Fr bi-directionally deflectable catheter features 15 mm long non-flexible ablation element with 8 electrodes for intracardiac sensing/pacing. The performance of vCLAS catheter for ablation of monomorphic VTs in patients with structural heart disease was evaluated in the 64-patient CRYOCURE-VT study at nine sites in Europe and Canada. The trial has completed its primary chronic effectiveness endpoint, leading to a CE-mark approval for VT Cryoablation System and vCLAS catheter in Q1 2024. On April 26, 2024, we received a letter from the U.S. Food and Drug Administration (â€œFDAâ€) approving our requests to increase the number of study sites and subjects in our pivotal study (Cryoablation for Monomorphic Ventricular Tachycardia) for its vCLAS Cryoablation System and to modify the study documents and device design to support the pivotal phase of such study.140 Table of ContentsCLINICAL DATAWe have been conducting a robust series of clinical trials designed to evaluate technology and gain regulatory approvals for across the entirety of the product portfolio as summarized
below:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹ProductÂ CandidateÂ Â Â Â TrialÂ DesignÂ Â Â Â EndpointsÂ Â Â Â ResultsÂ andÂ ExpectedÂ Timingâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹iCLAS atrial ULTC catheter and system (CRYOCURE-2, NCT 02839304)â€‹â€‹â—Â 79 patients at 3 EU sites, 65 patients effectiveness cohort (44 PsAF + 21 PAF)â—Single arm, open label, non-randomizedâ€‹â—Primary Safety: device- and procedure-related Serious Adverse Events (â€œSAEâ€) â—Primary Acute Effectiveness: percentage acute isolation of ablation targetâ—Primary Chronic Effectiveness: freedom from atrial arrhythmias at 12 months after a single procedure and without blanking periodâ€‹â—1.5% of device-related SAE (one transitory phrenic nerve palsy, no esophageal fistula, no pericarditis, no heart block) â—97% isolation of pulmonary veins, 100% isolation of posterior wall.â—82.6% freedom from AF at 12 months, 85.9% in patients with persistent atrial fibrillation141 Table of Contentsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹ProductÂ CandidateÂ Â Â Â TrialÂ DesignÂ Â Â Â EndpointsÂ Â Â Â ResultsÂ andÂ ExpectedÂ Timingâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹iCLAS atrial ULTC catheter and system (iCLAS for PsAF US Pivotal IDE, NCT 04061603)â€‹â—183 PsAF patients at 13 US and 7 OUS sitesâ—Single arm, open label, non-randomizedâ€‹â—Primary Safety: device/procedure related MAE that occur during or following the cryoablation procedureâ—Primary Efficacy Endpoint: freedom from any documented left atrial arrhythmia (AF/AFL/AT) lasting longer than 30 seconds following the Blanking Period using Holter monitor, 12-lead ECG at each visit, and symptom-driven event monitoringâ—Secondary Safety: all identified SAEs and serious adverse device effects (â€œSADEâ€) through 12 months post-procedureâ—Secondary Procedural/Acute Efficacy:-Pulmonary vein isolation (PVI) 20-minutes following the last ablation for each vein-Posterior wall isolation (PWI)-Bidirectional block of the cavotricuspid isthmus when the CTI ablation is performedâ€‹â—Readout is postponedâ—An SAE occurred in October 2021 during the US pivotal clinical study of the CE marked iCLASâ„¢ Cryoablation Catheter resulting in patient death. This SAE was reported to the FDA, and a voluntarily temporary study pause was placed until the investigation was completed. The investigation results and the required corrective actions taken to mitigate recurrence were reviewed and approved by the FDA, and the US pivotal clinical study was approved to resume in April 2022. In May 2022, we initiated a voluntary medical device FSCA of the iCLASâ„¢ Cryoablation System.vCLAS ventricular ULTC catheter (CRYOCURE-VT, NCT 04893317)â€‹â—64 patients with refractory symptomatic monomorphic VT due ischemic or non-ischemic cardiomyopathy at 9 sites in Europe and Canadaâ—Single-arm, open label, non-randomizedâ€‹â—Primary Safety: device- and procedure-related MAEâ—Primary Acute Effectiveness: percentage of patients with non-inducible clinical VTs at the end of ablation procedureâ—Primary Chronic Effectiveness: freedom from sustained VT or appropriate ICD device therapy at 6 and 12 monthsâ€‹â—0% MAEâ—94% acute successâ—Primary chronic effectiveness data readout is occurred in Q2 2024142 Table of
Contentsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹ProductÂ CandidateÂ Â Â Â TrialÂ DesignÂ Â Â Â EndpointsÂ Â Â Â ResultsÂ andÂ ExpectedÂ Timingâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹vCLAS ventricular ULTC catheter (FULCRUM-VT US IDE, NCT 05675865) - Early Feasibility (EFS) Phaseâ€‹â—20 patients with refractory symptomatic monomorphic VT due ischemic or non-ischemic cardiomyopathy at 4 US sitesâ—Single arm, open label, non-randomizedâ€‹â—Primary Safety: device- and procedure-related MAEâ—Primary Acute Effectiveness: percentage of patients with non-inducible clinical VTs at the end of ablation procedureâ€‹â—Readout is expected in Q4 2024vCLAS ventricular ULTC catheter (FULCRUM-VT US IDE, NCT 05675865) - Pivotal Phaseâ€‹â—206 patients (inclusive of patients enrolled in EFS phase) with refractory symptomatic monomorphic VT due ischemic or non-ischemic cardiomyopathy at up to 20 US and Canadian sitesâ—Single arm, open label, non-randomizedâ€‹â—Primary Chronic Effectiveness: freedom from sustained VT or appropriate ICD device therapy at 6 monthsâ€‹â—Readout is expected in Q3 2025Cryopulse atrial PFCA catheter (PARALELL, NCT 05408754)â€‹â—Projecting 90 patients with persistent atrial fibrillation at 7 sites in Europe and Canadaâ—Dual arm, randomized to PFCA (60) or PFA (30), open labelâ€‹â—Primary Safety: device/procedure related MAE that occur during or following the cryoablation procedureâ—Primary Procedural Performance: electrical isolation of all pulmonary veins, posterior wall, and bidirectional block (if applicable) across all ablation lines using the study deviceâ—Primary Chronic Effectiveness: freedom from any documented left atrial arrhythmia (AF/AFL/AT) lasting longer than 30 seconds following the Blanking Period using a Holter monitor at 12 monthsâ€‹â—Readout is expected in Q4 2025â€‹SALES AND MARKETINGOur customers include cardiac electrophysiologists, physicians specially trained to perform complex cardiac ablations, as well as the staff and administration of the centers performing complex ablations. In the geographies where our products are available commercially, we engage our customers using a direct sales force and field clinical support staff. In Europe and UK, these activities are managed through our wholly-owned European subsidiary, Adagio Medical GmbH (â€œAdagio Germanyâ€). Following the clearance or approval of our products by the FDA, we expect to deploy direct sales force also in the United States. We may explore partnership and distributorship arrangements for our products outside of key geographies and countries.143 Table of ContentsOur product offerings consist largely of the single use ablation catheters and consoles. We expect to sell the catheters to customers at or above prevailing market prices for comparable products, based on the local economic and reimbursement environments. We also expect to realize additional revenue through service contracts on the installed consoles that are performed in accordance with local laws and regulations.We believe that the technical and clinical capabilities of our field force, and their ability to integrate our products into established clinical workflows, will be the main drivers to the successful adoption of our product offerings. In preparation for our product launches, we are working to expand our European field team and further invest in physician training and proctorship programs. Additionally, we continue to support real-world post-market evidence development to confirm and refine the benefits of ULTC and PFCA technologies in specific clinical scenarios and to help build best clinical practices for utilization and patient selection.We believe that EU commercial availability of the vCLAS catheter and VT Cryoablation System in Q2 2024 combined with the results of CRYOCURE-VT study will generate customer demand for our ablation technology. Our near-term focus will be to deploy our technology in select high-volume VT ablation centers in Europe, including Germany and the United Kingdom, to demonstrate real-world utility and market share gains, and, over time, increased therapy penetration. We believe that this approach, supplemented by the post-market evidence generation, will lay the foundation for the mid-term growth in the number of active centers and our VT ablation procedures.We believe that the improvement in the patient outcomes observed in the CRYOCURE-2 study may have significant positive impact of health economics of AF treatment. If those findings are confirmed by the larger ongoing study in the U.S., we may engage appropriate regulatory and payor authorities as well as patient advocacy groups to explore the ways to realize those savings through the use of Companyâ€™s technology. At the same time, we believe that in the near term the AF ablations market will remain challenging as Boston Scientific, Medtronic and Johnson & Johnson launch their new PFA offerings worldwide and compete strongly, particularly in the segment of PVI-only ablations. Therefore, our market development in AF will be focused on establishing a number of centers of excellence focused on taking the full advantage of the flexibility of the iCLAS (and subsequently Cryopulse) technology to treat more complex, PsAF patients. Since iCLAS, vCLAS and Cryopulse catheters share the same cryoablation platform, in the EU, we believe this segmental AF strategy will be further facilitated by our unique position in VT ablations at top-tier, high-volume centers. Our strategy to establish synergistic, top-tier centers will also be applicable in the U.S., where we believe the top 150 centers (rank-ordered by the volume of VT ablations) account for approximately 50% of VT and approximately 40% of AF ablation volumes.Government RegulationU.S. Food & Drug AdministrationOur products and operations are subject to extensive and ongoing regulation by the FDA under the Federal Food, Drug, and Cosmetic Act, or FDCA, and its implementing regulations, as well as other federal and state regulatory bodies in the United States. The laws and regulations govern, among other things, product design and development, laboratory testing, preclinical and clinical testing, manufacturing and release, packaging, labeling, storage, record keeping and reporting, premarket clearance or approval, establishment registration and device listing, marketing, distribution, promotion, import and export, product complaints, recalls and field safety corrective actions, and post-marketing surveillance.Unless an exemption applies, each new or significantly modified medical device we seek to commercially distribute in the United States will require either a premarket notification to the FDA requesting permission for commercial distribution under Section 510(k) of the FDCA, also referred to as a 510(k) clearance, a de novo classification request, or approval from the FDA of a PMA application. Generally, if a new device is considered low- or moderate-risk and has a predicate that is already on the market under a 510(k) clearance, the FDA will allow that new device to be marketed under a 510(k) clearance; otherwise, a de novo or PMA is required. The 510(k) clearance, de novo classification request and PMA processes can be resource intensive, expensive, and lengthy, and require payment of significant user fees, unless an exemption is available.Device ClassificationUnder the FDCA, medical devices are classified into one of three classes-Class I, Class II, or Class III-depending on the degree of risk associated with each medical device and the extent of control needed to provide reasonable assurances with respect to safety and effectiveness.144 Table of ContentsClass I includes devices deemed to be the lowest risk to the patient and are those for which safety and effectiveness can be reasonably assured by adherence to general controls that include compliance with the applicable portions of the QSR, facility registration and product listing, reporting of adverse events and malfunctions, and appropriate, truthful and non-misleading labeling, advertising and promotional materials. Some Class I devices, called Class I reserved devices, require premarket clearance by the FDA through the 510(k) premarket notification process described below. Most Class I products, however, are exempt from the premarket notification requirements and therefore may be commercially distributed without obtaining 501(k) clearance from the FDA.Class II devices are those that are subject to the general controls, and special controls as deemed necessary by the FDA to provide reasonable assurance of the safety and effectiveness of the device. These special controls can include performance standards, patient registries, FDA guidance documents and post-market surveillance. Most Class II devices are subject to premarket review and clearance by the FDA. As a result, most Class II devices require the manufacturer to submit to the FDA a Premarket Notification (or â€œPMNâ€ or â€œ510(k)â€) requesting permission to commercially distribute the devices.Class III devices include devices deemed by the FDA to pose the greatest risk such as life-supporting or life-sustaining devices, or implantable devices, in addition to those deemed novel and not substantially equivalent following the 510(k) process. The safety and effectiveness of Class III devices cannot be reasonably assured solely by the general controls and special controls described above. Therefore, these devices are subject to the PMA application process, which is generally more

costly and time consuming than the 510(k) process.The Investigational Device ProcessIn the United States, absent certain limited exceptions, human clinical trials intended to support medical device clearance, de novo classification, or approval require compliance with FDA investigational devise exemption (â€œIDEâ€) regulations in 21 CFR Part 812. Trials that present â€œnon-significant riskâ€ do not require FDA review or approval of an IDE application. These non-significant risk trials are deemed to have an approved IDE once certain requirements are addressed, and institutional review board (IRB) approval is obtained. If a device presents a â€œsignificant riskâ€ to human health, as defined by the FDA, the sponsor must submit an IDE application to the FDA and obtain IDE approval prior to commencing the human clinical trials. The IDE application must be supported by appropriate data, such as animal and laboratory testing results, showing that the risks to subjects are outweighed by the anticipated benefits and that the testing protocol is scientifically sound. The IDE application must be approved in advance by the FDA for a specified number of subjects at specified study sites. Generally, clinical trials for a significant risk device may begin once the IDE application is approved by the FDA and the trial protocol and informed consent are approved by appropriate IRBs. An IRB is an appropriately constituted group that has been formally designated to review and monitor medical research involving subjects and which has the authority to approve, require modifications in, or disapprove research to protect the rights, safety and welfare of human research subjects. There can be no assurance that submission of an IDE application will result in the ability to commence clinical trials, and although the FDAâ€™s approval of an IDE application allows clinical testing to go forward for a specified number of subjects, it does not bind the FDA to accept the results of the trial as sufficient to prove the productâ€™s safety and effectiveness, even if the trial meets its intended success criteria. All clinical trials must be conducted in accordance with the FDAâ€™s IDE regulations that govern investigational device labeling, prohibit promotion and specify an array of recordkeeping, reporting and monitoring responsibilities of trial sponsors and trial investigators. Clinical trials must further comply with the FDAâ€™s good clinical practice regulations for IRB approval and for informed consent and other human subject protections. Required records and reports are subject to inspection by the FDA. The FDA or the IRB may withdraw approval of a clinical trial, or place a trial on clinical hold at any time for various reasons, including a belief that the risks to study subjects outweigh the benefits or a failure to comply with FDA or IBM requirements. Even if a trial is complete, the results of clinical testing may be unfavorable, or, even if the intended safety and effectiveness success criteria are achieved, may not be considered sufficient for the FDA to grant marketing approval or clearance of a product.The 510(k) Clearance ProcessUnder the 510(k) clearance process, the manufacturer must submit to the FDA a premarket notification with adequate information demonstrating that the device is â€œsubstantially equivalent,â€ as defined in the FDCA, to a legally marketed predicate device.A predicate device is a legally marketed device that is not subject to premarket approval, i.e., a device that was legally marketed prior to May 28, 1976 (pre-amendments device) and for which a PMA is not required, a device that has been reclassified from Class III to Class II or I, or a device that was previously found substantially equivalent through the 510(k) process. To be â€œsubstantially equivalent,â€ the proposed device must have the same intended use as the predicate device, and either have the same technological characteristics as the predicate device or have different technological characteristics and not raise different questions of safety or effectiveness than the predicate device. Clinical data is sometimes required to support substantial equivalence.145 Table of ContentsAfter a 510(k) premarket notification is submitted, the FDA determines whether to accept it for substantive review. If it lacks necessary information for substantive review, the FDA will refuse to accept the 510(k) notification. If it is accepted for filing, the FDA begins a substantive review. By statute, the FDA is required to complete its review of a 510(k) notification within 90 days of receiving the 510(k) notification. As a practical matter, clearance often takes longer, and clearance is never assured. Although many 510(k) premarket notifications are cleared without clinical data, the FDA may require further information, including clinical data, to make a determination regarding substantial equivalence, which may significantly prolong the review process. If the FDA agrees that the device is substantially equivalent, it will grant clearance for the new device, permitting the applicant to commercially market the device. The FDA may also require post-market surveillance for certain devices cleared under a 510(k) notification, such as implants or life-supporting or life-sustaining devices used outside a device user facility.If the FDA determines that the device is not â€œsubstantially equivalentâ€ to a predicate device, or if there is no adequate predicate to which a manufacturer can compare the device such that the device is automatically classified into Class III, the device sponsor must then fulfill the much more rigorous premarketing requirements of the PMA approval process, or seek reclassification of the device through the de novo process. A manufacturer can also submit a petition for direct de novo review if the manufacturer is unable to identify an appropriate predicate device and the new device or new use of the device presents a moderate or low risk.After a device receives 510(k) clearance, any modification that could significantly affect its safety or effectiveness, or that would constitute a new or major change in its intended use, will require a new 510(k) clearance or, depending on the modification, could require a PMA application or de novo classification. The FDA requires each manufacturer to determine whether the proposed change requires submission of a 510(k) or a PMA in the first instance, but the FDA can review any such decision and disagree with a manufacturerâ€™s determination. Many minor modifications are accomplished by a letter-to-file in which the manufacture documents the change in an internal letter-to-file. The letter-to-file is in lieu of submitting a new 510(k) notification to obtain clearance for such change. The FDA can always review these letters to file in an inspection. If the FDA disagrees with a manufacturerâ€™s determination regarding whether a new premarket submission is required for the modification of an existing device, the FDA can require the manufacturer to cease marketing and/or recall the modified device until 510(k) clearance or approval of a PMA application is obtained.The PMA Approval ProcessThrough the PMA application process, the applicant must submit data and information demonstrating reasonable assurance of the safety and effectiveness of the device for its intended use to the FDAâ€™s satisfaction. Accordingly, a PMA application typically includes, but is not limited to, extensive technical information regarding device design and development, data from preclinical studies and one or more clinical trials, a full description of the methods, facilities and controls used for manufacturing, proposed labeling and financial disclosure information for the clinical investigators in device trials. The PMA application must provide valid scientific evidence that demonstrates to the FDAâ€™s satisfaction a reasonable assurance of the safety and effectiveness of the device for its intended use.Following receipt of a PMA application, the FDA conducts an administrative review to determine whether the application is sufficiently complete to permit a substantive review. If it is not, the agency will refuse to file the PMA. If it is, the FDA will accept the application for filing and begin the review. The FDA, by statute and by regulation, has 180 days to review a filed PMA application, although the review of an application more often occurs over a significantly longer period. During this review period, the FDA may request additional information or clarification of information already provided, and the FDA may issue a major deficiency letter to the applicant, requesting the applicantâ€™s response to deficiencies communicated by the FDA. The FDA considers a PMA or PMA supplement to have been voluntarily withdrawn if an applicant fails to respond to an FDA request for information (e.g., major deficiency letter) within a total of 360 days. Before approving or denying a PMA, an FDA advisory committee may review the PMA at a public meeting and provide the FDA with the committeeâ€™s recommendation on whether the FDA should approve the submission, approve it with specific conditions, or not approve it. The FDA is not bound by the recommendations of an advisory committee, but it considers such recommendations carefully when making decisions.Prior to approval of a PMA, the FDA may conduct inspections of the clinical trial data and clinical trial sites, as well as inspections of the manufacturing facility and processes. Overall, the FDA review of a PMA application generally takes between one and three years but may take significantly longer. The FDA can delay, limit or deny approval of a PMA application for many reasons, including:â—the device may not be shown safe or effective to the FDAâ€™s satisfaction;146 Table of Contentsâ—the data from preclinical studies and/or clinical trials may be found unreliable or insufficient to support approval;â—the manufacturing process or facilities may not meet applicable requirements;â—the application contains a false statement of material fact;â—preclinical or clinical studies were not conducted in accordance with applicable regulations;â—the proposed device labeling is false or misleading; andâ—changes in FDA approval policies or adoption of new regulations may require additional data.If the FDA evaluation of a PMA is favorable, the FDA will issue either an approval letter, or an approvable letter, the latter of which usually contains a number of conditions that must be met in order to secure final approval of the PMA. When and if those conditions have been fulfilled to the satisfaction of the FDA, the agency will issue a PMA approval letter authorizing commercial marketing of the device, subject to the conditions of approval and the limitations established in the approval letter. If the FDAâ€™s evaluation of a PMA application or manufacturing facilities is not favorable, the FDA may deny approval of the PMA or issue a not approvable letter. The FDA also may determine that additional tests or clinical trials are necessary, in which case the PMA approval may be delayed for several months or years while the trials are conducted and data is submitted in an amendment to the PMA, or the PMA is withdrawn and resubmitted when the data are available. The PMA process can be expensive, uncertain and lengthy and a number of devices for which the FDA approval has been sought by other companies have never been approved by the FDA for marketing.New PMA applications or PMA supplements are required for modification to the manufacturing process, equipment or facility, quality control procedures, sterilization, packaging, expiration date, labeling, device specifications, ingredients, materials or design of a device that has been approved through the PMA process. PMA supplements often require submission of the same type of information as an initial PMA application, except that the supplement is limited to information needed to support any changes from the device covered by the approved PMA application and may or may not require as extensive technical or clinical data or the convening of an advisory committee panel, depending on the nature of the proposed change.In approving a PMA application, as a condition of approval, the FDA may also require some form of post-approval study or post-market surveillance, whereby the applicant conducts a follow-up clinical study or follows certain patient groups for a number of years and makes periodic reports to the FDA on the clinical status of those patients when necessary to protect the public health or to provide additional or longer term safety and effectiveness data for the device. The FDA may also approve a PMA application with other post-approval conditions intended to ensure the safety and effectiveness of the device, such as, among other things, restrictions on labeling, promotion, sale, distribution and use.Pervasive and Continuing RegulationAfter a device is placed on the market in the U.S., numerous regulatory requirements continue to apply. These include:â—submitting and updating establishment registration and device listings with the FDA;â—the FDAâ€™s QSR, which requires manufacturers, including their suppliers, to follow stringent design, testing, control, documentation, record maintenance, including maintenance of complaint and related investigation files, and other quality assurance procedures during all aspects of the manufacturing process;â—routine or unannounced for-cause device facility inspections by the FDA, which may include the manufacturing facilities of subcontractors;â—labeling regulations, which prohibit the promotion of products for uncleared, unapproved or off-label uses and impose other restrictions relating to promotional activities;147 Table of Contentsâ—medical device reporting, or MDR, regulations, which require that manufacturers report to the FDA if their device may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur;â—medical device recalls, which require that manufacturers report to the FDA field corrections or removals of a medical device, provided the recall was initiated to either reduce a risk to health posed by the device, or to remedy a violation of the FDCA caused by the device that may present a risk to health; andâ—post-market surveillance regulations, which apply to certain Class II or III devices when necessary to protect the public health or to provide additional safety and effectiveness data for the device.We have obtained a manufacturing license from the CDPH. The FDA and CDPH have broad post-market and regulatory enforcement powers. We are (or upon FDA approval, will be) subject to announced and unannounced inspections by the FDA and the Food and Drug Branch of CDPH to determine our compliance with the QSR and other regulations, and these inspections may include the manufacturing facilities of our suppliers. Additionally, our Notified Body, TÃœV SÃœD, regularly inspects our manufacturing, design and operational facilities to ensure ongoing ISO 13485:2016 compliance in order to maintain our CE Mark.Failure to comply with applicable regulatory requirements can result in enforcement actions, which may include any of the following sanctions:â—warning letters, fines, injunctions, consent decrees and civil penalties;â—repair, replacement, refunds, recall or seizure of our products;â—operating restrictions, partial suspension or total shutdown of production;â—refusing our requests for 510(k) clearance or premarket approval of new products, new intended uses or modifications to existing products;â—withdrawing 510(k) clearance or premarket approvals that may have already been granted; andâ—criminal prosecution.Export of Our ProductsExport of products subject to the 510(k) notification requirements, but not yet cleared to market in the United States, is permitted with FDA authorization provided certain requirements are met. Similarly, unapproved or uncleared products subject to the PMA requirements may be exported certain statutory criteria are met and the company submits a â€œSimple Notificationâ€ to FDA when it begins to export. Importantly, however, export of such products may be limited to certain countries designated by statutory provisions, and petitions may need to be submitted to FDA to enable export to countries other than those designated in the statutory provisions. The petitioning process can be difficult, and FDA may not authorize unapproved or uncleared products to be exported to countries to which a manufacturer wishes to export. Devices that are adulterated, devices whose label and labeling does not comply with requirements of the country receiving the product, and devices that are not promoted in accordance with the law of the receiving country, among others, cannot be exported.Foreign Government RegulationThe regulatory review process for medical devices varies from country to country, and many countries also impose product standards, packaging requirements, environmental requirements, labeling requirements and import restrictions on devices. Each country has its own tariff regulations, duties, and tax requirements. Failure to comply with applicable foreign regulatory requirements may subject a company to fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions, criminal prosecution or other consequences.148 Table of ContentsEuropean UnionOur portfolio of products is regulated in the European Union as a medical device per the European Union Regulation 2017/745 which became effective on May 26, 2021 (the â€œEU Medical Devices Regulationâ€ or â€œMDRâ€). The EU MDR is the successor to the Medical Devices Directive 93/42/EEC, or MDD. The MDR/MDD sets out the basic regulatory framework for medical devices in the European Union. The system of regulating medical devices operates by way of a certification for each medical device. Each certified device is marked with the CE Mark which shows that the device has a Certificat de ConformitÃ©. There are national bodies known as Competent Authorities in each member state which oversee the implementation of the MDR/MDD within their jurisdiction. The means for achieving the requirements for the CE Mark vary according to the nature of the device. Devices are classified in accordance with their perceived risks, similarly to the U.S. system. The class of a product determines the conformity assessment required before the CE Mark can be placed on a product. Conformity assessments for our products are carried out as required by the MDR/MDD. Each member state can appoint Notified Bodies within its jurisdiction. If a Notified Body of one member state has issued a Certificat de ConformitÃ©, the device can be sold throughout the European Union without further conformance tests being required in other member states. The CE Mark is contingent upon continued compliance with the applicable regulations and the quality system requirements of the ISO 13485:2016 standard. Our current CE Marks are issued by TÃœV SÃœD.After the product has received the CE Mark and been placed on the market in the EU and European Economic Area (â€œEEAâ€), a manufacturer must comply with a number of regulatory requirements relating to:â—registration of medical devices in individual EEA countries;â—pricing and reimbursement of medical devices;â—establishment of post-marketing surveillance and adverse event reporting procedures;â—field safety corrective actions, including product recalls and withdrawals; andâ—interactions with physicians.On April 5, 2017, the EU MDR was adopted. Unlike directives, which must be implemented into the national laws of the EEA member States, the regulations would be directly applicable, i.e., without the need for adoption of EEA member State laws implementing them, in all EEA member States and are intended to eliminate current differences in the regulation of medical devices among EEA member States. The EU MDR, among other things, is intended to establish a uniform, transparent, predictable and sustainable regulatory framework across the EEA for medical devices and in vitro diagnostic devices and ensure a high level of safety and health while supporting innovation.The new EU MDR, among other things:â—strengthens the rules on placing devices on the market and reinforce surveillance once they are available;â—establishes explicit provisions on manufacturersâ€™ responsibilities for the follow-up of the quality, performance and safety of devices placed on the market;â—improves the traceability of medical devices throughout the supply chain to the end-user or patient through a unique identification number;â—sets up a central database to provide patients, healthcare professionals and the public with comprehensive information on products available in the EU; andâ—strengthens rules for the assessment of certain high-risk devices, such as implants, which may have to undergo an additional check by experts before they are placed on the market.149 Table of ContentsAs our products were already certified under the previous regulatory framework of the MDD, the MDR allows us to continue to market them for a limited time period under the MDD, provided that the requirements of the MDR transitional provisions are fulfilled. Furthermore, devices that are to be placed on the market with the benefit of the extension must always:â—be compliant with MDD, and with certain requirements from the MDR (in particular, post-market surveillance obligations), which have been in force since 26 May 2021;â—have no significant changes in design or intended purpose;â—not present an unacceptable risk to the health or safety or patients, users or other persons or to other aspects of the protection of public health;â—by May 26, 2024, the manufacturer must have a QMS compliant with the MDR in place, and applied to a notified body for a conformity assessment with the information required in Annex IX (QMS), Annex X (for a type-examination) and Annex XI (product conformity), as applicable; andâ—no later than September 26, 2024, the notified body and the manufacturer must have signed a written agreement for the conformity assessment.In accordance with the MDR transitional provisions (Regulation 2023/607), our MDD CE Certificates of Conformity are valid until May 2024; however, an MDR application has been filed with the notified body (TUV SUD) to extend the CE

Certificate validity until December 31, 2027 for the iCLAS Cryoablation Catheter, December 31, 2028 for the Esophageal Warming Balloon Catheter and Stylets. Before those dates, we will need to obtain new CE Certificates of Conformity issued under the MDR. MDR CE certificates of vCLASâ„¢ catheter and Console are valid until March 14, 2029 and February 27, 2029, respectively.U.S. Federal, State and Foreign Fraud and Abuse LawsThe federal and state governments have enacted, and actively enforce, a number of laws to address fraud and abuse in federal healthcare programs. Our business is subject to compliance with these laws. Violations of such laws could result in significant civil, criminal and administrative sanctions, damages, disgorgement, monetary fines, possible exclusion from participation in Medicare, Medicaid and other federal healthcare programs, imprisonment, integrity oversight and reporting obligations, contractual damages, reputational harm, diminished profits and future earnings, and curtailment or restructuring of our operations.Anti-Kickback StatutesThe federal Anti-Kickback Statute prohibits, among other things, persons from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in cash or in kind, in exchange for or to induce either the referral of an individual for, or the furnishing, recommending, purchasing, leasing, ordering or arranging for a good or service, for which payment may be made under a federal healthcare program, such as Medicare or Medicaid. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation.The definition of â€œremunerationâ€ has been broadly interpreted to include anything of value, including, for example, gifts, certain discounts, the furnishing of free supplies, equipment or services, credit arrangements, payment of cash, waivers of payments and providing anything of value at less than fair market value. Several courts have interpreted the statuteâ€™s intent requirement to mean that if any one purpose of an arrangement involving remuneration is to induce referrals of federal healthcare covered businesses, the statute has been violated. In addition, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively, the Affordable Care Act, codified case law that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the Federal False Claims Act. There are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution, but the exceptions and safe harbors are drawn narrowly and require strict compliance in order to offer protection.The failure of a transaction or arrangement to fit precisely within one or more safe harbors does not necessarily mean that it is illegal or that prosecution will be pursued. The legality of the arrangement will be evaluated on a case-by-case basis based on a cumulative review of all of its facts and circumstances. However, conduct and business arrangements that do not fully satisfy an 150 Table of Contentsapplicable statutory exception or regulatory safe harbor may result in increased scrutiny by government enforcement authorities such as the Office of Inspector General, or OIG, of HHS.Many states have adopted laws similar to the Anti-Kickback Statute. Some of these state prohibitions apply to referral of recipients for healthcare products or services reimbursed by any source, not only government healthcare programs, and may apply to payments made directly by the patient.Government officials have continued their enforcement efforts related to the marketing of healthcare services and products, among other activities, and continue to bring cases against companies, and certain individual sales, marketing and executive personnel, for allegedly offering unlawful inducements to potential or existing customers in an attempt to procure their business.Federal False Claims ActThe federal False Claims Act, or FCA, imposes liability on any person or entity that, among other things, knowingly presents, or causes to be presented, a false or fraudulent claim for payment by a federal healthcare program. The qui tam provisions of the FCA allow a private individual to bring actions on behalf of the federal government alleging that the defendant has violated the FCA and to share in any monetary recovery. In addition, various states have enacted false claims laws analogous to the FCA, and many of these state laws apply where a claim is submitted to any third-party payor and not only a federal healthcare program or other state program.When an entity is determined to have violated the FCA, it may be required to pay up to three times the actual damages sustained by the government, plus significant civil fines and penalties. As part of any settlement, the government may require the entity to enter into a corporate integrity agreement, which imposes certain compliance, certification and reporting obligations. There are many potential bases for liability under the FCA. Liability arises, primarily, when an entity knowingly submits, or causes another to submit, a false claim for reimbursement to the federal government. For example, the federal government has used the FCA to assert liability on the basis of kickbacks, or in instances in which manufacturers have provided billing or coding advice to providers that the government considered to be inaccurate. In these cases, the manufacturer faces liability for â€œcausingâ€ a false claim. In addition, the federal government has prosecuted companies under the FCA in connection with off-label promotion of products. Our future activities relating to information affecting federal, state and third-party reimbursement of our products and the sale and marketing of our products may be subject to scrutiny under these laws.While we are unaware of any current matters, we are unable to predict whether it will be subject to actions under the FCA or a similar state law, or the impact of such actions. However, the costs of defending such claims, as well as any sanctions imposed, could significantly affect our financial performance.Civil Monetary PenaltiesThe federal Civil Monetary Penalty laws imposes penalties against any person or entity that, among other things, is determined to have presented or caused to be presented a claim to a federal healthcare program that the person knows or should know is for an item or service that was not provided as claimed or is false or fraudulent, or offering or transferring remuneration to a federal healthcare beneficiary that a person knows or should know is likely to influence the beneficiaryâ€™s decision to order or receive items or services reimbursable by the government from a particular provider or supplier.Open PaymentsThe Physician Payments Sunshine Act, known as â€œOpen Paymentsâ€ and enacted as part of the Affordable Care Act, requires certain pharmaceutical and medical device manufacturers of products covered by Medicare, Medicaid or the Childrenâ€™s Health Insurance Program to report annually to the Centers for Medicare and Medicaid Services (â€œCMSâ€): direct and indirect payments and other transfers of value to physicians (defined to include doctors, dentists, optometrists, podiatrists, and chiropractors), other healthcare professionals (such as physician assistants and nurse practitioners), and teaching hospitals, and applicable manufacturers and group purchasing organizations. Applicable manufacturers must also report annually ownership and investment interests held by physicians and their immediate family members. Applicable manufacturers are required to submit annual reports to the CMS. Failure to submit required information in a timely, complete and accurate manner may result in significant civil monetary penalties. We are subject to Open Payments and the information it discloses may lead to greater scrutiny, which may result in modifications to established practices and additional costs. Additionally, similar reporting requirements have also been enacted on the state level domestically, and an increasing number of countries worldwide either have adopted or are considering similar laws requiring transparency of interactions with healthcare professionals.151 Table of ContentsForeign Corrupt Practices ActThe Foreign Corrupt Practices Act, or FCPA, prohibits any U.S. individual; U.S. companies and officers, directors, and employees; foreign subsidiaries of U.S. entities; and agents or intermediaries operating on behalf of a U.S. company from paying, offering, promising to pay, or authorizing payment or offering of anything of value, directly or indirectly, to any foreign government official, government staff member, political party or candidate for the purpose of improperly influencing any act or decision of a foreign government entity to obtain, retain, or direct business. The FCPA also obligates companies whose securities are listed on a national securities exchange in the United States to comply with accounting provisions which require the maintenance of books, records, and accounts that accurately and fairly reflect all transactions and dispositions of assets of the corporation, including international subsidiaries, if any, and to devise and maintain an adequate system of internal accounting controls.International LawsIn Europe, various countries have adopted anti-bribery laws providing for severe consequences in the form of criminal penalties and significant fines for individuals or companies committing a bribery offense.Violations of these anti-bribery laws, or allegations of such violations, could have a negative impact on our business, results of operations and reputation.For instance, in the United Kingdom, the U.K. Bribery Act 2010 covers both public and private sector bribery, and prohibits the offer, provision, or promise to give a financial or other advantage to induce or reward another individual to improperly perform their relevant functions or activities, including any function of a public nature. Bribery of foreign public officials also falls within the scope of the U.K. Bribery Act 2010. An individual found in violation of the U.K. Bribery Act 2010 faces imprisonment of up to ten years. In addition, individuals can be subject to an unlimited fine, as can commercial organizations for failure to prevent bribery.International Trade LawsOur company is subject to other laws and regulations governing its international operations, including regulations administered by the U.S. Department of Commerceâ€™s Bureau of Industry and Security, the U.S. Department of Treasuryâ€™s Office of Foreign Assets Control (â€œOFACâ€), and various non-U.S. government entities, including applicable export control regulations, economic sanctions on countries and persons, customs requirements, currency exchange regulations, and transfer pricing regulations.Commerce regulates certain â€œdual useâ€ items, as well as associated foreign assistance. OFAC administers and enforces economic sanctions programs primarily against countries and groups of individuals. Sanctions can be either comprehensive or selective, using the blocking of assets and trade restrictions to accomplish foreign policy and national security goals. U.S. persons must comply with OFAC regulations, including all U.S. citizens and permanent resident aliens regardless of where they are located, all persons and entities within the United States, all U.S. incorporated entities, and their foreign branches. In the cases of certain programs, foreign subsidiaries owned or controlled by U.S. companies also must comply.Governmental authorizations may be required before we can export technology, equipment or materials, our services, or to collaborate with foreign entities.Failure to comply with export control laws and regulations could expose us to civil or criminal penalties, fines, investigations, more onerous compliance requirements, loss of export privileges, debarment from government contracts or limitations on our ability to enter into contracts with the U.S. government.U.S. Health ReformChanges in healthcare policy could increase our costs and subject it to additional regulatory requirements that may interrupt commercialization of our current and future solutions. Changes in healthcare policy could increase our costs, decrease our revenue and impact sales of and reimbursement for our current and future products. For example, the Affordable Care Act substantially changed the way healthcare is financed by both governmental and private insurers, and significantly impacts the life sciences industry. The United States and some foreign jurisdictions are considering or have enacted a number of legislative and regulatory proposals to change the healthcare system in ways that could affect our ability to sell our products profitably. Among policy makers and payors in the United States and elsewhere, there is significant interest in promoting changes in healthcare systems with the stated goals of containing healthcare costs, improving quality or expanding access. Current and future legislative proposals to further reform 152 Table of Contentshealthcare or reduce healthcare costs may limit coverage of or lower reimbursement for the procedures associated with the use of our products. The cost containment measures that payors and providers are instituting and the effect of any healthcare reform initiative implemented in the future could impact our revenue from the sale of our products.The implementation of the Affordable Care Act in the United States, for example, has changed healthcare financing and delivery by both governmental and private insurers substantially, and affected medical device manufacturers significantly. The Affordable Care Act provided incentives to programs that increase the federal governmentâ€™s comparative effectiveness research, and implemented payment system reforms including a national pilot program on payment bundling to encourage hospitals, physicians and other providers to improve the coordination, quality and efficiency of certain healthcare services through bundled payment models. Additionally, the Affordable Care Act has expanded eligibility criteria for Medicaid programs and created a Patient-Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research. We do not yet know the full impact that the Affordable Care Act will have on our business. There have been judicial, executive and Congressional challenges to certain aspects of the Affordable Care Act, and we expect additional challenges and amendments in the future.On December 14, 2018, a Texas U.S. District Court Judge ruled that the Affordable Care Act is unconstitutional in its entirety because the â€œindividual mandateâ€ was repealed by Congress as part of the Tax Cuts and Jobs Act. Additionally, on December 18, 2019, the U.S. Court of Appeals for the 5th Circuit upheld the District Court ruling that the individual mandate was unconstitutional and remanded the case back to the District Court to determine whether the remaining provisions of the Affordable Care Act are invalid as well. On March 2, 2020, the United States Supreme Court granted the petitions for writs of certiorari to review this case and held oral arguments on November 10, 2020. On June 17, 2021, the U.S. Supreme Court dismissed the most recent judicial challenge to the Affordable Care Act brought by several states without specifically ruling on the constitutionality of the Affordable Care Act. Thus, the Affordable Care Act remains in effect without the individual mandate.In addition, other legislative changes have been proposed and adopted since the Affordable Care Act was enacted.We believe that there will continue to be proposals by legislators at both the federal and state levels, regulators and third-party payors to reduce costs while expanding individual healthcare benefits. Certain of these changes could impose additional limitations on the rates we will be able to charge for our current and future products or the amounts of reimbursement available for our current and future products from governmental agencies or third-party payors. Current and future healthcare reform legislation and policies could have a material adverse effect on our business and financial condition.Coverage and ReimbursementIn both U.S. and non-U.S. markets, our ability to successfully commercialize and achieve market acceptance of our products depends, in significant part, on the availability of adequate financial coverage and reimbursement from third-party payors, including governmental payors (such as the Medicare and Medicaid programs in the United States), managed care organizations and private health insurers. Reimbursement systems in international markets vary significantly by country and by region within some countries, and reimbursement approvals must be obtained on a country-by-country basis. In many international markets, a product must be approved for reimbursement before it can be approved for sale in that country. Further, many international markets have government-managed healthcare systems that control reimbursement for new devices and procedures. In most markets there are private insurance systems as well as government-managed systems. Should our products under development be cleared or approved for commercialization by the FDA, reimbursement may not be available in the United States or other countries, or the amount of reimbursement may not be sufficient to allow sales of our products on a profitable basis.Third-party payors are increasingly examining the cost effectiveness of products, in addition to their safety and efficacy, when making coverage and payment decisions. Third-party payors have also instituted initiatives to limit the growth of healthcare costs using, for example, price regulation or controls and competitive pricing programs. Some third-party payors also require demonstrated superiority, on the basis of randomized clinical trials, or pre-approval of coverage, for new or innovative devices or procedures before they will reimburse healthcare providers who use such devices or procedures. Additionally, no uniform policy for coverage and reimbursement exists in the United States, and coverage and reimbursement can differ significantly from payor to payor. Third-party payors often rely upon Medicare coverage policy and payment limitations in setting their own reimbursement rates, but also have their own methods and approval process apart from Medicare determinations.Coverage policies and third-party reimbursement rates may change at any time. Even if favorable coverage and reimbursement status is attained for procedures that utilize one or more products for which we might receive regulatory clearance and approval, less 153 Table of Contentsfavorable coverage policies and reimbursement rates may be implemented in the future. It is uncertain whether our current products or any planned or future products will be viewed as sufficiently cost effective to warrant coverage and adequate reimbursement levels for procedures using such products.Intellectual PropertyOur policy is to seek to protect our proprietary position by, among other methods, pursuing and obtaining patent protection in the United States and in jurisdictions outside of the United States related to our technology, inventions, improvements and products that are important to the development and implementation of our business. Our patent portfolio consists of 75 issued patents and 40 patent applications in the United States, Japan, China, Australia, Republic of Korea, Brazil, Israel, United Kingdom, and countries of European Union, covering 20-21 patent families ranging from the disclosures of foundational ULTC technology to the details and components of catheter and accessory designs. Our early patents were issued in 2004 and the latest disclosures related to Tissue Contact Verification, VT- and multi-modality PFCA catheters were filed in 2023. We believe that in combination with the trade secrets and other proprietary information related to the manufacturing processes of catheters and consoles, this patent portfolio creates significant entry barrier for competitive ULTC and PFCA entries near term, allowing the company to remain a single-source provider of these differentiating technologies in Cardiac EP. However, trade secrets and proprietary information can be difficult to protect. We seek to protect our trade secrets and proprietary information, in part, by confidentiality agreements and proprietary invention assignment agreements with our employees, consultants, scientific advisors and contractors. We also seek to preserve the integrity and confidentiality of our data and trade secrets by maintaining physical security of our premises and physical and electronic security of our information technology systems. While we have confidence in the measures we take to protect and preserve our trade secrets and proprietary information, there may be instances in which they may not provide meaningful protection. Such measures can be breached, and we may not have adequate remedies for any such breach. In addition, our trade secrets may otherwise become known or be independently discovered by competitors or misused by any collaborator to whom we disclose such information. Despite any measures taken to protect our intellectual property, unauthorized parties may attempt to copy aspects of our products or to obtain or use information that we regard as proprietary. As a result, we may be unable to meaningfully protect our trade secrets and proprietary information.Our trademark portfolio covers all of the main product families: iCLASâ„¢ for ULTC AF ablation catheter and system, vCLASâ„¢ for ULTC VT catheter, and Cryopulseâ„¢ for PFCA catheters. The trademarks have been registered or pending in Canada, United Kingdom, United States and European Union. We maintain our priority filings for trademarks in the United States through periodic extensions to ensure their availability at the time of productsâ€™ commercial availability in the United States.Facilities, Manufacturing and SupplyOur corporate headquarters and manufacturing, storage and distribution centers for our catheters and consoles are located

at Laguna Hills, California. The facility is approximately 14,600 square feet, which includes clean room space. Our wholly-owned subsidiary, Adagio Germany, operates out of a leased facility of approximately 227 square meters in Holzkirchen, Germany, which is used for general administrative purposes and as a distribution center for our European operation. We do not own any real property and believe that our current facilities are sufficient to support our operations and growth plans and that, additional space, if needed, will be available on commercially reasonably terms.Our manufacturing and distribution operations are subject to regulatory requirements of the European Medical Devices Directive 93/42/EEC and amendments, or MDD, and certain aspects of the European Medical Devices Regulation 2017/745 and amendments, or MDR, for medical devices marketed in the European Union. When we begin marketing and distributing our products in the United States, we will be subject to the FDAâ€™s Quality System Regulation, or QSR, set forth in 21 CFR part 820. Our Laguna Hills facility is certified to have established and is maintaining a quality management system pursuant to the requirements of the ISO 13485:2016 standard. In addition, the Laguna Hills facility is licensed by the California Department of Public Health, or CDPH. We are also subject to applicable local regulations relating to the environment, waste management and health and safety matters, including measures relating to the release, use, storage, treatment, transportation, discharge, disposal, sale, labeling, collection, recycling, treatment and remediation of hazardous substances.TÃœV SÃœD Product Service GmbH (MÃ¼nchen, Germany) (TÃœV SÃœD) monitors our compliance with the MDD requirements through annual scheduled audits and unannounced audits of the Laguna Hills facilities.Our failure, or the failure of our suppliers or third-party manufacturers, to maintain acceptable quality requirements could result in the shutdown of our manufacturing operations or the recall of our products, which would harm our business. In the event that one of 154 Table of Contentsour suppliers or third-party manufacturers fails to maintain acceptable quality requirements, we may have to qualify a new supplier and could experience a material adverse effect to manufacturing and manufacturing delays as a result.We procure a broad range of the components and raw materials required for manufacturing of our catheters and consoles, including plastic and precious metals components and raw materials, complex electromechanical assemblies, electronic components and electronic assemblies. In addition, the Esophageal Warming Balloon marketed as a part of iCLASâ,¢ Cryoablation System is supplied to us by third party manufacturer. The identification and qualification of the suppliers is governed by the relevant provisions of our QMS. As such, we can be materially adversely affected by disruptions in global supply chain, as well as inability of our suppliers to maintain required quality of the components and raw materials supplied to us, resulting in temporary hold or shutdown of our manufacturing and distribution operations.We will pursue the opportunities for facility expansion as well as the transfer of the part or whole of the manufacturing operation to qualified third-party suppliers as warranted by business conditions.Adagio TeamAs of September 10, 2024, we had 76 full-time employees, located in the U.S., and 11 full-time employees of Adagio Germany with five located in Germany, two in the Netherlands three in England, and one in Belgium. None of our employees are represented by a labor union or are a party to a collective bargaining agreement. We believe that the success of our business will depend, in part, on our ability to attract and retain qualified personnel. We have not experienced and do not expect any significant strikes or work stoppages and believe our relations with employees are in good standing.Legal ProceedingsWe are not currently a party to any material legal proceedings. From time to time, we may be involved in legal proceedings or investigations, which could have an adverse impact on our reputation, business and financial condition and divert the attention of our management from the operation of our business.â€‹155 Table of ContentsMANAGEMENTOur business and affairs are managed by or under the direction of our Board, which has six members. The following table sets forth the name, age and position of each of the directors and executive officers as of the date of this prospectus.NameÂ Â Â Â AgeÂ Â Â Â PositionExecutive Officersâ€‹â€‹â€‹â€‹Todd Usenâ€‹57â€‹Chief Executive OfficerJohn Dahldorfâ€‹68â€‹Chief Financial OfficerHakon Bergheimâ€‹42â€‹Chief Operating OfficerNon-Employee Directorsâ€‹â€‹â€‹â€‹Orly Mishan (2)(3)â€‹52â€‹ChairpersonKeyvan Mirsaeedi-Farahani, M.D.(3)â€‹37â€‹DirectorTimothy Moran(1)(2)â€‹52â€‹DirectorJames L. Cox, M.D(3)â€‹82â€‹DirectorSandra Gardiner(1)â€‹59â€‹Director(1)Member of the Audit Committee.(2)Member of the Compensation Committee.(3)Member of the Nominating and Corporate Governance Committee.Executive Officers and DirectorsTodd Usen, 57, has served as the Chief Executive Officer since December 2024. Mr. Usen served as President and Chief Executive Officer of Minerva Surgica from December 2022 to July 2024, a then publicly traded womenâ€™s health organization. Prior, from December 2018 to December 2022, he was the Chief executive Officer of Activ Surgical, a digital surgery company focused on advanced surgical imaging and artificial intelligence, where he oversaw the FDA/CE clearance of its ActivSight technology, as well as leading four fundraising rounds totaling over $92 million. From 2015 to 2019, Mr. Usen was President, Medical Systems Group, for Olympus Corporation of the Americas, where he took charge of a $2 billion business and restructured the company for leaner growth and investment, drove successful mergers and acquisitions activity, led the expansion from 6 medical divisions to 11 in 3.5 years. Prior to that, Mr. Usen served in executive positions including President, United States Orthopedics, Senior Vice President & General Manager, Joint Reconstruction, and Senior Vice President Sports Medicine at Smith and Nephew from 2007 to 2015, and Vice President Sales and Director of Sales at Boston Scientific Corporation from 1995 to 2007. Mr. Usen is currently the Executive Chairman of Rob Surgical, the Chairman of NeoPredix, an independent board director at Alesi Surgical, the Executive Chairman at MassMEDIC, the largest regional MedTech association in the United States. He serves as an advisor for The Cleveland Clinic Innovations and Ventures team, as well Avertto Medical. Mr. Usen holds a Bachelor of Science in Marketing from the Isenberg School at the University of Massachusetts and a Master of Business Administration from Pepperdine University.John Dahldorf, 68, has served as the Chief Financial Officer since August 2024. Mr. Dahldorf also served as the Chief Financial Officer of Adagio Medical since May 2023. From October 2017 to March 2023, Mr. Dahldorf served as Chief Financial Officer of SCN BestCo, a nutraceutical company that develops and manufactures pharmaceutical dosage forms for the OTC marketplace, where he oversaw all aspects of finance and information technology functions. In addition, since December 2021, Mr. Dahldorf has served as a Director, Chairperson of the audit committee and member of the compensation committees of Hyperfine Inc., a medical technology company. Mr. Dahldorf holds a Master of Business Administration and a Bachelor of Business degree in finance from Western Illinois University.Hakon Bergheim, 42, has served as the Chief Operating Officer since August 2024. Mr. Bergheim joined Adagio Medical in September 2012 and has served as the Chief Operating Officer since January 2018. Mr. Bergheim oversaw the development of every function within Adagio Medical. Mr. Bergheim was employed at Edwards Lifesciences in both Quality and Manufacturing from 2007 to 2010. Mr. Bergheim holds a Bachelor of Science degree in Chemical Engineering from the University of California Irvine and a Master of Business Administration degree from the University of Southern California.â€‹156 Table of ContentsNon-Employee DirectorsOrly Mishan, 51, has served as a Director since August 2024 and Chairperson of the Board since December 2024. Ms. Mishan joined Perceptive Advisors in March 2022 as Managing Director, Perceptive Discovery. Ms. Mishan has over 25 years of device and biopharma industry experience in large and small companies as well as investment firms. She was a senior advisor of Cerevel Therapeutics between April and June 2021, and served as its Chief Business Officer between July 2019 and March 2021. Previously, from January 2017 to July 2019, Ms. Mishan served as a principal at Bain Capital Life Sciences (BCLS). As part of the founding team of BCLS, Ms. Mishan led their investment in Kestra Medical in 2017 and currently serves on its board of directors. Prior to joining Bain Capital Life Sciences, Ms. Mishan held roles of increasing responsibility at Biogen Inc. from December 2015 to January 2017, most recently as the Vice President of Corporate Strategy. From June 2004 to September 2014, Ms. Mishan held various leadership positions at Boston Scientific, most recently as Director, Healthcare Solutions. Ms. Mishan began her career as a business analyst at McKinsey & Company and transitioned to a role in the healthcare industry at Pfizer Pharmaceuticals. Ms. Mishan received her B.A. in economics and political science from Columbia College, Columbia University. We believe Ms. Mishan is qualified to serve as a director due to her broad operational and transactional experience.Keyvan Mirsaeedi-Farahani, MD, 37, has served as a Director since August 2024. Dr. Mirsaeedi-Farahani joined Perceptive Advisors in 2016 and is a Managing Director on the investment team. Dr. Mirsaeedi-Farahaniâ€™s focus is on early and late stage therapeutics, and early stage medical devices. Prior to joining Perceptive Advisors, Dr. Mirsaeedi-Farahani was a Business Analyst at McKinsey & Company from 2009 to 2011. Dr. Mirsaeedi-Farahani earned an MD from the Perelman School of Medicine at the University of Pennsylvania, an MBA from the Harvard Business School, and dual BS/BBA degrees from the University of Michigan. We believe Dr. Mirsaeedi-Farahani is qualified to serve as a director due to his broad operational and transactional experience.Timothy Moran, 52, has served as a Director since August 2024. Mr. Moran is the President and Chief Executive Officer of Avertix Medical since May 2023. Previously, Mr. Moran served as the Chief Executive Officer and director of Motus GI Holdings Inc. (Nasdaq: MOTS) between in October 2018 and May 2023, and is currently the Chairman of the board of directors. From October 2015 to September 2018, Mr. Moran served as President of the Americas, ConvaTec Group Plc (LON: CTEC) (â€œConvaTecâ€), an international medical products and technologies company. Prior to his employment at ConvaTec, Mr. Moran held roles in sales, marketing and general management over the course of eighteen years at Covidien plc (â€œCovidienâ€), an Irish-headquartered global health care products company and manufacturer of medical devices and supplies. While at Covidien, until September 2015, Mr. Moran served simultaneously as Vice President and General Manager of both the SharpSafety and Monitoring & Operating Room divisions. Following the 2015 acquisition of Covidien by Medtronic plc (NYSE: MDT), Mr. Moran was named the Global Vice President and General Manager of the Patient Care and Safety Division. Mr. Moran earned a B.A. in Organizational Communication at The State University of New York at Geneseo. We believe Mr. Moran is qualified to serve as a director due to his broad commercial experience and leadership in the medical technology sector.James L. Cox, M.D., 82, has served as a Director since August 2024. Dr. Cox is a founder of Adagio Medical and has served as a director since January 2011 and as a consultant to Adagio Medical since September 2012. Dr. Cox is a cardiac surgeon, scientific investigator and medical device entrepreneur who pioneered the field of surgical intervention for cardiac arrhythmias, including the eponymous Cox-Maze procedure for the treatment of atrial fibrillation. Dr. Cox has served as the Surgical Director of the Center for Heart Rhythm Disorders at the Bluhm Cardiovascular Institute and the Visiting Professor of Surgery at the Feinberg School of Medicine at Northwestern University since January 2017, and as a full- time Professor of Surgery at the Feinberg School of Medicine at Northwestern University since September 2018. From 1983 to 1997, Dr. Cox served as Professor of Surgery and Chief of the Division of Cardiothoracic Surgery at Washington University School of Medicine and Cardiothoracic Surgeon-in- Chief at Barnes Hospital in St. Louis. During this tenure, he became the first Evarts A. Graham Professor of Surgery and Vice-Chair of the Department of Surgery. From 2006 to December 2016, Dr. Cox was the Emeritus Evarts A. Graham Professor of Surgery at Washington University in St. Louis. Dr. Cox was also previously Professor and Chairman of the Department of Thoracic and Cardiovascular Surgery at Georgetown University Medical Center and Associate Professor of Surgery at Duke University Medical Center. In addition to the Company, Dr. Cox currently serves on the boards of directors of PAVmed, Inc. (Nasdaq: PAVM) since January 2015, and Lucid Diagnostics, Inc. (Nasdaq: LUCD) since May 2018. Dr. Cox is also the Founder and served as Chairman of the Board of Directors of the World Heart Foundation from 2000 to 2012. Dr. Cox received his general and cardiothoracic surgical training at Duke University School of Medicine, during which time he spent two years in the U.S. Army Medical Corps. Dr. Cox received his M.D. from the University of Tennessee, where he received the Alpha Omega Alpha Distinguished Graduate Award. We believe Dr. Cox is qualified to serve as a director due to his distinguished career as a world-renowned cardiac surgeon and scientific investigator, his recognition as a thought leader and innovator both as a surgeon and medical device entrepreneur, his extensive experience in the medical device industry and his widespread relationships in all segments of the healthcare community.157 Table of ContentsSandra Gardiner, 59, has served as a Director since August 2024. Ms. Gardiner is a partner at FLG Partners, a leading CFO services firm in the Silicon Valley and a skilled business and finance executive with over 30 years of experience as an EVP and CFO at private and public companies in the life sciences sector. She served as the Chief Financial Officer, Executive Vice President of Finance and Administration, Secretary and Treasurer of Pulse Biosciences, Inc. (Nasdaq: PLSE), a bioelectric medicine company, between November 2019 and November 2022, and a director of Lucira Health, Inc. (Nasdaq: LHDX) between August 2020 and February 2023. From December 2017 to November 2019, Ms. Gardiner was the Executive Vice President and Chief Financial Officer of Cutera, Inc. (Nasdaq: CUTR), a publicly traded global aesthetic company. Prior to that, she held CFO roles in both domestic and global companies, operating as a director to international subsidiaries throughout Europe, Asia Pacific and Latin America. Ms. Gardinerâ€™s tenure includes leadership positions at development-stage, pre-commercial to enterprise, commercial biotech and medtech companies. Through FLG Partners, Ms. Gardiner serves in an executive capacity to various companies. Ms. Gardiner holds a B.A. in Management Economics from the University of California, Davis. We believe that Sandra Gardiner qualifies to serve as a director due to her broad operational experience in the life sciences sector.Family RelationshipsOlav Bergheim, the former Chief Executive Officer and Chairman of the Board, is father to Hakon Bergheim, the Chief Operating Officer. There are otherwise no family relationships among any of the directors and executive officers of the Company.Involvement in Certain Legal ProceedingsNo executive officer or director is a party in a legal proceeding adverse to us or any of our subsidiaries or has a material interest adverse to us or any of our subsidiaries. No executive officer or director has been involved in the last ten years in any of the following:â—Any bankruptcy petition filed by or against any business or property of such person, or of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;â—Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);â—Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;â—Being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;â—Being the subject of or a party to any judicial or administrative order, judgment, decree or finding, not subsequently reversed, suspended or vacated relating to an alleged violation of any federal or state securities or commodities law or regulation, or any law or regulation respecting financial institutions or insurance companies, including but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or any law or regulation prohibiting mail, fraud, wire fraud or fraud in connection with any business entity; orâ—Being the subject of or a party to any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act, any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.Board CompositionOur business and affairs are organized under the direction of the Board. The Board consists of six members. Mr. Usen serves as Chairperson of the Board. The primary responsibilities of the Board is to provide oversight, strategic guidance, counseling and direction to our management. The Board will meet on a regular basis and additionally as required.158 Table of ContentsIn accordance with the terms of our Charter, the Board is divided into three staggered classes of directors and each director will be assigned to one of the three classes. At each annual meeting of the stockholders, a class of directors will be elected for a 3-year term to succeed the directors of the same class whose terms are then expiring. The terms of the directors will expire upon the election and qualification of successor directors at the annual meeting of stockholders to be held during the year 2025 for Class I directors, 2026 for Class II directors and 2027 for Class III directors. Messrs. Usen and Cox are Class I directors, Ms. Mishan is a Class II director, and Messrs. Mirsaeedi-Farahani, Moran and Ms. Gardiner are Class III directors.Controlled CompanyFor purposes of the listing rules of Nasdaq, we are a â€œcontrolled company.â€ Under the Nasdaq rules, controlled companies are companies of which more than 50% of the voting power for the election of directors is held by an individual, a group, or another company. The Perceptive PIPE Investor owns over 66% of the outstanding voting power for the election of directors. We may elect to avail itself of the exemptions available to it under Rule 5615 of the Nasdaq listing rules.Director IndependenceUnder the Nasdaq listing standards, a majority of the members of the Board must qualify as â€œindependent,â€ as affirmatively determined by the Board. Under the rules of Nasdaq, a director will only qualify as an â€œindependent directorâ€ if, in the opinion of that companyâ€™s board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Each individual serving on the Board qualifies as an independent director under Nasdaq listing standards. However, as a â€œcontrolled company,â€ we are exempt from the requirement that a majority of the Board be independent.Role of the Board in Risk OversightOne of the key functions of the Board will be informed oversight of the risk management process. The Board does not anticipate having a standing risk management committee, but rather anticipates administering this oversight function directly through the Board as a whole, as well as through various standing committees of the Board that address risks inherent in their respective areas of oversight. In particular, the Board will be responsible for monitoring and assessing strategic risk exposure and the Adagio audit committee will have the responsibility to consider and discuss major financial risk exposures and the steps its management will take to monitor and control such exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The audit committee will also monitor compliance with legal and regulatory requirements. The Adagio compensation committee will be responsible for overseeing the management of risks relating to executive compensation plans and arrangements. The compensation committee will also assess and monitor whether compensation plans, policies and programs comply with applicable legal and regulatory requirements.Board CommitteesThe Adagio has three standing committees: an audit committee, a compensation committee,

and a nominating and corporate governance committee. Copies of the charters for each committee are available on the investor relations portion of our website.Audit CommitteeWe established an audit committee of the Board. Ms. Gardiner and Mr. Moran serve as members of our audit committee. The Board has determined that each of Ms. Gardiner and Mr. Moran is independent. Ms. Gardiner serves as the Chairperson of the audit committee. Each member of the audit committee meets the financial literacy requirements of Nasdaq and the Board has determined that Ms. Gardiner qualifies as an â€œaudit committee financial expertâ€ as defined in applicable SEC rules and has accounting or related financial management expertise. Shahram Moaddeb resigned from the Board and audit committee, effective January 1, 2025. While the Company is evaluating potential options, the Company is non-compliant with Nasdaqâ€™s audit committee requirements as set forth in Listing Rule 5605.The audit committee is responsible for, among other things:â—selecting, retaining, compensating, evaluating, overseeing and, where appropriate, terminating our independent registered public accounting firm;159 Table of Contentsâ—reviewing and approving the scope and plans for the audits and the audit fees and approving all non-audit and tax services to be performed by the independent registered public accounting firm;â—evaluating the independence and qualifications of our independent registered public accounting firm;â—reviewing our financial statements, and discussing with management and our independent registered public accounting firm the results of the annual audit and the quarterly reviews;â—reviewing and discussing with management and our independent registered public accounting firm the quality and adequacy of our internal controls and our disclosure controls and procedures;â—discussing with management our procedures regarding the presentation of our financial information, and reviewing earnings press releases and guidance;â—overseeing the design, implementation and performance of our internal audit function, if any;â—setting hiring policies with regard to the hiring of employees and former employees of our independent registered public accounting firm and overseeing compliance with such policies;â—reviewing, approving and monitoring related party transactions;â—reviewing and monitoring compliance with our Code of Business Conduct and Ethics and considering questions of actual or possible conflicts of interest of our directors and officers;â—adopting and overseeing procedures to address complaints regarding accounting, internal accounting controls and auditing matters, including confidential, anonymous submissions by our employees of concerns regarding questionable accounting or auditing matters;â—reviewing and discussing with management and our independent registered public accounting firm the adequacy and effectiveness of our legal, regulatory and ethical compliance programs; andâ—reviewing and discussing with management and our independent registered public accounting firm our guidelines and policies to identify, monitor and address enterprise risks.The audit committee operates under a written charter, which became effective upon the consummation of the Business Combination and satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq.Compensation CommitteeWe established a compensation committee of the Board. The members of our compensation committee are Ms. Mishan and Mr. Moran. With Shahram Moaddebâ€™s resignation from the Board on January 1, 2025, the Company is in the process of evaluating potential options for a new chairperson of the compensation committee. The Board has determined that each of Ms. Mishan and Mr. Moran is independent.The compensation committee is responsible for, among other things:â—reviewing and approving or recommend to the Board for approval the compensation for our executive officers, including our chief executive officer;â—reviewing, approving and administering our employee benefit and equity incentive plans;â—advising the Board on stockholder proposals related to executive compensation matters;160 Table of Contentsâ—establishing and reviewing the compensation plans and programs of our employees, and ensuring that they are consistent with our general compensation strategy;â—overseeing the management of risks relating to executive compensation plans and arrangements;â—monitoring compliance with any stock ownership guidelines;â—approving the creation or revision of any clawback policy;â—reviewing and approving or recommending to the Board for approval non-employee director compensation; andâ—reviewing executive compensation disclosure in our SEC filings and preparing the compensation committee report required to be included in our annual proxy statement.The compensation committee operates under a written charter, which became effective upon the consummation of the Business Combination and satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq.Nominating and Corporate Governance CommitteeWe established a nominating and corporate governance committee of the Board. The members of our nominating and corporate governance committee are Mr. Mirsaeedi-Farahani, Ms. Mishan and Mr. Cox. Mr. Mirsaeedi-Farahani serves as chairperson of the nominating and corporate governance committee. The Board has determined that each of Mr. Mirsaeedi-Farahani, Ms. Mishan and Mr. Cox is independent.The nominating and corporate governance committee is responsible for, among other things:â—reviewing, assessing and making recommendations to the Board regarding desired qualifications, expertise and characteristics sought of board members;â—identifying, evaluating, selecting or making recommendations to the Board regarding nominees for election to the Board;â—developing policies and procedures for considering stockholder nominees for election to the Board;â—reviewing our succession planning process for our chief executive officer and any other members of our executive management team;â—reviewing and making recommendations to the Board regarding the composition, organization and governance the Board and its committees;â—reviewing and making recommendations to the Board regarding our corporate governance guidelines and corporate governance framework;â—overseeing director orientation for new directors and continuing education for our directors;â—overseeing our Environmental, Social and Governance (â€œESGâ€) programs and related disclosures and communications;â—overseeing the evaluation of the performance of the Board and its committees; andâ—administering policies and procedures for communications with the non-management members of the Board.The nominating and corporate governance committee operates under a written charter, which became effective upon the consummation of the Business Combination and satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq.Compensation Committee Interlocks and Insider ParticipationNone of the members of our compensation committee has ever been one of our executive officers or employees. None of our executive officers currently serve, or has served during the last completed fiscal year, on the compensation committee or board of 161 Table of Contentsdirectors of any other entity that has one or more executive officers that will serve as a member of the Board or compensation committee.Limitation on Liability and Indemnification of Directors and OfficersOur Charter, which became effective upon the Closing of the Business Combination, eliminates the liability of our officer and directors for monetary damages to the fullest extent permitted by applicable law. The DGCL provides that officers and directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties, except for liability:â—for any transaction from which the director or officer derives an improper personal benefit;â—for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;â—for any unlawful payment of dividends or redemption of shares by directors; orâ—for any breach of a directorâ€™s or officerâ€™s duty of loyalty to the corporation or its stockholders.If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of officers and directors, then the liability of our officers and directors will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.The Bylaws require us to indemnify and advance expenses to, to the fullest extent permitted by applicable law, its directors, officers and agents. We plan to maintain a directorsâ€™ and officersâ€™ insurance policy pursuant to which our directors and officers are insured against liability for actions taken in their capacities as directors and officers. Finally, our Charter prohibits any retroactive changes to the rights or protections or increase the liability of any officer or director in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.In addition, we entered into separate indemnification agreements with our directors and executive officers. These agreements, among other things, require us to indemnify our directors and executive officers for certain expenses, including attorneysâ€™ fees, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of our directors or executive officers or any other company or enterprise to which the person provides services at our request.We believe these provisions in our Charter and Bylaws are necessary to attract and retain qualified persons as directors and officers.Code of Ethics for Employees, Executive Officers and DirectorsThe Board adopted a Code of Ethics and Business Conduct (the â€œCode of Conductâ€), applicable to all of Adagioâ€™s employees, executive officers and directors. The Code of Conduct is available on Adagioâ€™s website at https://us.adagiomedical.com/corporate. Information contained on or accessible through Adagioâ€™s website is not a part of this prospectus, and the inclusion of Adagioâ€™s website address in this prospectus is an inactive textual reference only. The nominating and corporate governance committee of the Board is responsible for overseeing the Code of Conduct.Insider Trading PolicyWe have adopted an Insider Trading Policy that governs the purchase, sale and/or other dispositions of our securities by our directors, officers and employees, as well as their immediate family members and entities controlled by them, and that is designed to promote compliance with insider trading laws, rules and regulations.Non-Employee Director CompensationWe currently have no formal policy under which directors receive compensation for their service on the Board or its committees. Our policy is to reimburse directors for reasonable and necessary out-of-pocket expenses incurred in connection with attending board and committee meetings or performing other services in their capacities as directors, and we occasionally grant stock options to directors. The Board expects to review director compensation periodically to ensure that director compensation remains competitive such that we are able to recruit and retain qualified directors.â€‹162 Table of ContentsEXECUTIVE COMPENSATIONWe are an â€œemerging growth company,â€ as defined in the JOBS Act. As an emerging growth company, we are exempt from certain requirements related to executive compensation, including the requirements to hold a nonbinding advisory vote on executive compensation and to provide information relating to the ratio of total compensation of its chief executive officer to the median of the annual total compensation of all of its employees, each as required by the Investor Protection and Securities Reform Act of 2010, which is part of the Dodd-Frank Wall Street Reform and Consumer Protection Act.Executive CompensationWe intend to develop an executive compensation program that is designed to align compensation with our business objectives and the creation of stockholder value, while enabling us to attract, motivate and retain individuals who contribute to our long-term success.Decisions on the executive compensation program will be made by the compensation committee of the Board.This section provides an overview of our and Adagio Medicalâ€™s executive compensation programs as they relate to the executive officers named below (the â€œnamed executive officersâ€), including a narrative description of the material factors necessary to understand the information disclosed in the summary compensation table below. As used in this section, â€œAdagio,â€ the â€œCompany,â€ â€œwe,â€ â€œusâ€ and â€œourâ€ refer to Adagio Medical prior to the closing of the Business Combination and Adagio Holdings after the closing of the Business Combination. Upon the closing of the Business Combination, the executive officers of Adagio Medical became executive officers of Adagio Holdings.For the year ended December 31, 2023, Adagio Medicalâ€™s named executive officers were:â—Olav Bergheim, Adagio Medicalâ€™s Chief Executive Officer and Chairman of the Adagio Medical Board;â—Hakon Bergheim, Adagio Medicalâ€™s Chief Operating Officer; andâ—John Dahldorf, Adagio Medicalâ€™s Chief Financial Officer.Summary Compensation Table for the Fiscal Year Ended December 31, 2023The following table shows the compensation earned by Adagio Medicalâ€™s named executive officers for the fiscal year ended December 31, 2023.Name and principal positionÂ Â Â Â YearÂ Â Â Â Salary($)Â Â Â Â Bonus($)(2)Â Â Â Â Optionawards($)(1)Â Â Â Â Non-equityincentiveplancompensationÂ ($)Â Â Â Â AllÂ othercompensationÂ ($)Â Â Â Â Total($)Olav Bergheimâ€‹2023â€‹â€”â€‹77,278.66â€‹â€”â€‹â€”â€‹â€”â€‹88,736President and Chief Executive Officerâ€‹â€‹â€‹â

Stock that, together with any cash fees paid to the director during the fiscal year, have a total value that exceeds $750,000 or ($1,000,000 in the fiscal year of their initial service as a non-employee director) (calculating the value of any awards based on the grant date fair value for financial reporting purposes), provided that such limitation shall be applied without regard to awards granted to the non-employee directors during any period in which such individual was our employee or was otherwise providing services to us other than in the capacity as a non-employee director.If any outstanding award expires or is canceled, forfeited, is settled for cash or terminated without issuance of the full number of shares of Common Stock to which the award related, then the shares subject to such award will again become available for future grant under the 2024 Equity Incentive Plan. Shares tendered in payment of the option exercise price or delivered or withheld by us to satisfy any tax withholding obligation, or shares covered by a stock-settled stock appreciation right or other awards that were not issued upon the settlement of the award will again become available for future grants under the 2024 Equity Incentive Plan. To the extent permitted under applicable law, awards that provide for the delivery of shares of Common Stock subsequent to the applicable grant date may be granted in excess of the Total Share Reserve if such awards provide for the forfeiture or cash settlement of such awards to the extent that insufficient shares of Common Stock remain under the Total Share Reserve at the time that shares of Common Stock would otherwise be issued in respect of such award. Notwithstanding anything to the contrary described herein, shares of Common Stock purchased on the open market with the cash proceeds from the exercise of options shall not be available for future grants of awards under the 2024 Equity Incentive Plan. Until the termination of the 2024 Equity Incentive Plan, any shares of Common Stock repurchased by Adagio with respect to performance stock awards or restricted stock awards at the same price paid by the holder or a lower price so that such shares of Common Stock are returned to Adagio will again be available for awards under the 2024 Equity Incentive Plan. The payment of dividend equivalents in cash in conjunction with any outstanding awards shall not be counted against the shares of Common Stock available for issuance under the 2024 Equity Incentive Plan. If any of the actions taken above would cause an incentive stock option to fail to qualify as an incentive stock option under Section 422 of the Code, such action will not be taken.165 Table of ContentsGenerally, substitute awards shall not reduce the Total Share Reserve (other than as required by Section 422 of the Code) and, in the event that a company acquired by us or any subsidiary or with which we or any subsidiary combines has shares available under a pre-existing plan approved by its stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of common stock of the entities party to such acquisition or combination) may be used for awards under the 2024 Equity Incentive Plan and shall not reduce the shares of Common Stock authorized for grant under the 2024 Equity Incentive Plan; provided that awards using such available shares of Common Stock shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not employed by or providing services to us or our subsidiaries immediately prior to such acquisition or combination.Our compensation committee will make appropriate adjustments to these limits in the event of certain changes in our capitalization.The foregoing description of the 2024 Equity Incentive Plan does not purport to be complete and is qualified in its entirety by reference to the text of the 2024 Equity Incentive Plan, a copy of which is incorporated herein by reference.The 2024 Key Employee Equity Incentive PlanWe have adopted the 2024 Key Employee Equity Incentive Plan. The 2024 Key Employee Equity Incentive Plan enables us to provide enhanced stock-based incentives to each of Olav Bergheim, John Dahldorf, Alex Babkin, Hakon Bergheim, Tim Glynn, Ilya Grigorov, Nabil Jubran, Doug Kurschinski, and James L. Cox (the â€œEligible Individualsâ€) to align the interests of such individuals with those of the stockholders of Adagio by motivating such individuals to achieve long-term results and rewarding them for their achievements.The 2024 Key Employee Plan became effective upon approval by our stockholders immediately prior to the Business Combination and will remain in effect until the tenth anniversary of its effective date, unless terminated earlier by the Board.The 2024 Key Employee Plan authorizes the issuance of up to 3,354,445 shares of Common Stock (the â€œShare Reserveâ€).Up to the Share Reserve may be issued under the 2024 Key Employee Plan, in the aggregate, through the exercise of ISOs.If any outstanding award expires or is canceled, forfeited, is settled for cash or terminated without issuance of the full number of shares of Common Stock to which the award related, then the shares subject to such award will again become available for future grant under the 2024 Key Employee Plan. Shares tendered in payment of the option exercise price or delivered or withheld by Adagio to satisfy any tax withholding obligation, or shares covered by a stock-settled SAR or other awards that were not issued upon the settlement of the award will again become available for future grants under the 2024 Key Employee Plan. To the extent permitted under applicable law, awards that provide for the delivery of shares of Common Stock subsequent to the applicable grant date may be granted in excess of the Share Reserve if such awards provide for the forfeiture or cash settlement of such awards to the extent that insufficient shares of Common Stock remain under the Share Reserve at the time that shares of Common Stock would otherwise be issued in respect of such award. Notwithstanding anything to the contrary described herein, shares of Common Stock purchased on the open market with the cash proceeds from the exercise of options shall not be available for future grants of awards under the 2024 Key Employee Plan. Until the termination of the 2024 Key Employee Plan, any shares of Common Stock repurchased by Adagio with respect to performance stock awards or restricted stock awards at the same price paid by the holder or a lower price so that such shares of Common Stock are returned to we will again be available for awards under the 2024 Key Employee Plan. The payment of dividend equivalents in cash in conjunction with any outstanding awards shall not be counted against the shares of Common Stock available for issuance under the 2024 Key Employee Plan. If any of the actions taken above would cause an ISO to fail to qualify as an incentive stock option under Section 422 of the Code, such action will not be taken.Generally, substitute awards shall not reduce the Total Share Reserve (other than as required by Section 422 of the Code) and, in the event that a company acquired by us or any subsidiary or with which we or any subsidiary combines has shares available under a pre-existing plan approved by its stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of common stock of the entities party to such acquisition or combination) may be used for awards under the 2024 Key Employee Plan and shall not reduce the shares of Common Stock authorized for grant under the 2024 Key Employee Plan; provided 166 Table of Contentsthat awards using such available shares of Common Stock shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not employed by or providing services to Adagio or its subsidiaries immediately prior to such acquisition or combination.Our compensation committee will make appropriate adjustments to these limits in the event of certain changes in our capitalization.The foregoing description of the 2024 Key Employee Plan does not purport to be complete and is qualified in its entirety by reference to the text of the 2024 Key Employee Plan, a copy of which is incorporated herein by reference.The 2024 Employee Stock Purchase PlanWe have adopted the Employee Stock Purchase Plan (the â€œESPPâ€). The purpose of the ESPP is to assist eligible employees in acquiring a stock ownership interest in Adagio in order to help eligible employees provide for their future security and to encourage them to remain in Adagioâ€™s employment.The ESPP authorizes the issuance of up to 441,293 shares of Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to one percent (1%) of the share of common stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year, provided that the Board or its compensation committee may reduce the amount of the increase in any particular year.The foregoing description of the ESPP does not purport to be complete and is qualified in its entirety by reference to the text of the ESPP, a copy of which is incorporated herein by reference.Agreements with NEOsWe have entered into an agreement with Olav Bergheim, the material terms of which are summarized below. The below summary is qualified in all respects by reference to the underlying agreement, a copy of which is incorporated herein by reference.On the Closing Date, we and Olav Bergheim entered into a binding offer letter (the â€œOffer Letterâ€), pursuant to which Mr. Bergheim transferred from a consultant of Adagio Medical to an employee, continuing his role as Chief Executive Officer. Pursuant to the Offer Letter, Mr. Bergheimâ€™s annual base salary is $600,000, paid semi-monthly in accordance with our normal payroll practice. Further, the Offer Letter provides that Mr. Bergheim will be eligible to earn an annual bonus with a target of 80% of base salary, based upon mutually agreed performance objectives and the terms and conditions of Adagioâ€™s annual bonus program in effect from time to time. The Offer Letter provides Mr. Bergheim a signing bonus of $175,000, which was paid on our first regularly scheduled payroll date after the Closing Date.Mr. Bergheim will be eligible to participate in our comprehensive employee benefit offerings, including a 401(k) plan and various health and welfare benefits. The Offer Letter also provides that Mr. Bergheim will be eligible to participate in any additional executive-level plans, as we may adopt for similarly situated employees. Mr. Bergheim will also be entitled to 5 weeks of vacation per year.Mr. Bergheimâ€™s employment with us will be â€œat-will,â€ meaning either we or Mr. Bergheim may terminate Mr. Bergheimâ€™s employment at any time for any reason. Upon termination, Mr. Bergheim will be entitled to any earned but unpaid base salary and reimbursement of any expense properly incurred through the date of termination.167 Table of ContentsMr. Bergheim resigned from his position as Chief Executive Officer and Chairman of the Board on December 11, 2024. Mr. Bergheim agreed to remain with the Company as an independent contractor in an advisory role for a period of 12 months. We have entered into an agreement with Todd Usen (the â€œUsen Offer Letterâ€), pursuant to which Mr. Usen is receiving an annual base salary of $500,000, paid semi-monthly in accordance with our normal payroll practice. Further, the Usen Offer Letter provides that Mr. Usen will receive (i) an annual discretionary performance and retention bonus of up to 50% of his base salary, (ii) a financing bonus in the amount of 16% of the base salary, conditioned upon the Companyâ€™s successful closing of an equity financing of the Company and/or non-equity dilutive business development transaction(s) approved by the Board raising a certain amount of gross proceeds; (iii) standard employee benefits offered to executive level employees; (iv) relocation expenses, up to a maximum of $100,000; and (v) an option to purchase shares of the Companyâ€™s Common Stock that represents approximately 5% of the Companyâ€™s fully diluted shares outstanding with an exercise price equal to the closing per-share trading price of the Common Stock on the date of grant. This summary is qualified in all respects by reference to the underlying agreement, a copy of which is incorporated herein by reference.â€‹168 Table of ContentsCERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONSOther than the compensation arrangements for our directors and executive officers, which are described in the section of this prospectus entitled â€œExecutive Compensationâ€, below is a description of transactions since January 1, 2023, to which Adagio Medical Holdings, Inc. was a party or will be a party, in which:â—the amounts involved exceeded or will exceed $120,000 or 1% of our average total assets at year-end for the last two completed fiscal years; andâ—any of our directors, executive officers or holders of more than 5% of our capital stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.Related Party TransactionsCertain agreements were entered into pursuant to the Business Combination Agreement. The agreements described in this section are filed as exhibits to this prospectus, and the following descriptions are qualified by reference thereto. These agreements include:â—Subscription Agreementsâ—2024 Bridge Financing Note Subscription Agreementâ—Investor Rights Agreementâ—Sponsor Letter Agreementâ—Adagio Stockholder Transaction Support Agreementâ—Registration Rights AgreementPIPE FinancingPursuant to the Subscription Agreements, the PIPE Investors committed financing valued at approximately $64,500,000 (the â€œPIPE Financingâ€). The PIPE Financing is comprised of: (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares of ARYA in the open market for $2,500,000 and not to redeem such shares prior to the Closing Date; (ii) commitments by certain investors that are shareholders of ARYA not to redeem approximately 247,700 Class A ordinary shares of ARYA; (iii) agreements to subscribe for and purchase at Closing approximately 1,036,666 shares of Common Stock and approximately 1,440,000 PIPE Warrants and 670,000 Pre-Funded Warrants for an aggregate purchase price of approximately $12,000,000; (iv) the contribution of $29,500,000 of Bridge Financing Notes to Adagio Medical and any interest that has been accruing and will remain unpaid thereon prior to Closing pursuant to the terms of the Subscription Agreement executed by the Perceptive PiPE Investor; and (v) an additional cash investment by the Perceptive PIPE Investor of approximately $15,875,568.Convertible Security FinancingConvert Investors executed the Convertible Security Subscription Agreement with us, pursuant to which we issued on the Closing Date to the Convert Investors the Convertible Notes, which will be convertible into shares of Common Stock at a conversion price of $10.00 per share, subject to adjustment, and the Convert Warrants, each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment. Such $20,000,000 of financing in the form of Convertible Notes included the conversion of the 2024 Bridge Financing Note into Convertible Notes and Convert Warrants at Closing. The Convertible Notes have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. Concurrently with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio pursuant to the 2024 Bridge Financing Note Subscription Agreement. On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Note and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Note converted into $7,000,000 in aggregate principal amount of Convertible Notes and 525,000 Convert Warrants on the same terms as the other Convert Investors that executed the Convertible Security Subscription Agreement.169 Table of ContentsInvestor Rights AgreementOn February 13, 2024, ARYA, Adagio, and the other parties thereto, entered into the Investor Rights Agreement pursuant to which, among other things, certain stockholders and investors were granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of Common Stock beneficially owned or owned of record by the Sponsor, certain officers and directors of ARYA and Adagio, and certain other holders (including any shares of Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date for certain holders) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date.Sponsor Letter AgreementConcurrently with the execution of the Business Combination Agreement, the Sponsor, each holder of Class B ordinary shares of ARYA (the â€œOther Class B Shareholdersâ€ and with the Sponsor, the â€œClass B Shareholdersâ€), including ARYAâ€™s directors and officers (together with the Class B Shareholders, the â€œInsidersâ€), Adagio and Adagio Medical entered into a letter agreement (the â€œSponsor Letter Agreementâ€), pursuant to which, among other things, (i) each of the Insiders and ARYA agreed to terminate the lock-up provisions contained in the Letter Agreement between ARYA, the Sponsor and the other parties thereto, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement and (ii) the Sponsor agreed that 1,147,500 shares of Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting.Adagio Stockholder Transaction Support AgreementsPursuant to the Business Combination Agreement, certain stockholders of Adagio Medical entered into transaction support agreements (collectively, the â€œAdagio Transaction Support Agreementsâ€) with ARYA and Adagio Medical, pursuant to which such stockholders of Adagio Medical agreed to, among other things, (i) vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii) be bound by certain other covenants and agreements related to the Business Combination.Registration Rights AgreementIn connection with the closing of the Convertible Security Financing, Adagio and the Convert Investors entered into a registration rights agreement (the â€œConvert Registration Rights Agreementâ€), pursuant to which Adagio is required to file a registration statement on Form S-3 or, if not available, Form S-1 (the â€œConvert Registration Statementâ€) with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), as soon as practicable, but in no event later than 45 calendar days after the Closing. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, Adagio will amend the Convert Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises.If we fail to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the terms of Section 2(e) of the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of Common Stock, Adagio will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investorâ€™s original principal amount according to the timelines laid out in Section 2(e) of the Convert Registration Rights Agreement.The foregoing descriptions of the Convert Registration Rights Agreement does not purport to be complete and is qualified in its entirety by the terms and conditions thereof, the form of which is incorporated herein by reference.Indemnification AgreementsOur Charter provides that we will indemnify our directors and officers to the fullest extent permitted by Delaware law, subject to certain exceptions.170 Table of ContentsWe also entered into indemnification agreements with each of its directors and executive officers. The indemnification agreements provide the indemnitees with contractual rights to indemnification, and expense advancement and reimbursement, to the fullest extent permitted under Delaware law, subject to certain exceptions

contained in those agreements.Related Person Transaction PolicyUpon the consummation of the Business Combination, the Board adopted a written related person transactions policy that sets forth our policies and procedures regarding the identification, review, consideration and oversight of â€œrelated person transactions.â€ For purposes of our policy only, a â€œrelated person transactionâ€ is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we or any of our subsidiaries are participants involving an amount that exceeds $120,000, in which any â€œrelated personâ€ has a material interest.Transactions involving compensation for services provided to us as an employee, consultant or director will not be considered related person transactions under this policy. A related person is any executive officer, director, nominee to become a director or a holder of more than 5% of any class of our voting securities (including Common Stock), including any of their immediate family members and affiliates, including entities owned or controlled by such persons.Under the policy, the related person in question or, in the case of transactions with a holder of more than 5% of any class of our voting securities, an officer with knowledge of a proposed transaction, must present information regarding the proposed related person transaction to audit committee of the Board (the â€œAudit Committeeâ€) (or, where review by the Audit Committee would be inappropriate, to another independent body of the Board) for review. To identify related person transactions in advance, we will rely on information supplied by our executive officers, directors and certain significant stockholders. In considering related person transactions, the Audit Committee will take into account the relevant available facts and circumstances, which may include, but are not limited to:â—the risks, costs, and benefits to us;â—the impact on a directorâ€™s independence in the event the related person is a director, immediate family member of a director or an entity with which a director is affiliated;â—the terms of the transaction;â—the availability of other sources for comparable services or products; andâ—the terms available to or from, as the case may be, unrelated third parties.The Audit Committee will approve only those transactions that it determines are fair to us and in ours best interests. All of the transactions described above were entered into prior to the adoption of such policy.Director IndependenceBased on information provided by each director concerning his or her background, employment and affiliations each of the directors on the Board qualifies as independent directors, as defined under Nasdaqâ€™s listing rules. We are subject to the rules of the SEC and Nasdaq relating to the membership, qualifications and operations of the audit committee, as discussed below.â€‹171 Table of ContentsPRINCIPAL STOCKHOLDERSSecurity Ownership of Certain Beneficial Owners and ManagementThe following table sets forth information known to the Company regarding the actual beneficial ownership of Common Stock as of January 9, 2025, after giving effect to the Closing, by:â—each person known by the Company, based on Schedules 13D and 13G filed with the SEC, to be the beneficial owner of more than 5% of the Companyâ€™s outstanding shares Common Stock;â—each of the Companyâ€™s executive officers and directors; andâ—all executive officers and directors of the Company as a group.Beneficial ownership is determined in accordance with SEC rules, which generally provides that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power with respect to the security. Under SEC rules, beneficial ownership includes securities that the individual or entity has the right to acquire, such as through exercise of stock options or warrants, within 60 days and are deemed to be outstanding and beneficially owned by the persons holding those options or warrants for the purpose of computing the number of shares beneficially owned and the percentage ownership of that person. They are not, however, deemed to be outstanding and beneficially owned for the purpose of computing the percentage ownership of any other person.The beneficial ownership percentages set forth in the table below are based on 15,198,232 shares of Common Stock issued and outstanding as of January 9, 2025. Unless otherwise noted in the footnotes to the following table, and subject to applicable community property laws, the persons and entities named in the table have sole voting and investment power with respect to their beneficially owned Common Stock.Name and Address of Beneficial Owners(1)Â Â Â Â NumberÂ ofSharesÂ Â Â Â %Todd Usenâ€‹â€”â€‹â€”Hakon Bergheim(2)â€‹8,539â€‹*John Dahldorfâ€‹â€”â€‹â€”James L. Coxâ€‹36,698â€‹*Sandra Gardinerâ€‹â€”â€‹â€”Keyvan Mirsaeedi-Farahaniâ€‹â€”â€‹â€”Timothy Moranâ€‹â€”â€‹â€”Orly Mishanâ€‹â€”â€‹â€”All directors and executive officers as a group (nine individuals)â€‹279,371â€‹2.09Five Percent Holdersâ€‹â€‹â€‹â€‹Perceptive Life Sciences Master Fund, Ltd.(3)â€‹15,056,586â€‹75.4Entities affiliated with RA Capital Management, LP.(4)â€‹1,337,813â€‹9.99Shaolin Capital Management LLC(5)â€‹887,015â€‹6.43*Less than 1%(1)The business address of each beneficial owner unless otherwise stated is 26051 Merit Cir #102, Laguna Hills, CA 92653.(2)Consists of (i) 7,539 shares of Common Stock issued to Hakon Bergheim in exchange for the shares of Common Stock held by Hakon Bergheim immediately prior to the closing of the Business Combination, and (ii) 1,000 in-the-money equity options.(3)Consists of (i) 8,144,434 shares of Common Stock, (ii) 803,250 Sponsor Earn Out Shares, and (iii) the PIPE Warrants exercisable into 5,445,069 shares of Common Stock. Excludes (i) the Convertible Notes convertible into 700,000 shares of Common Stock and (ii) the Convert Warrants exercisable into 525,000 shares of Common Stock, which are not exercisable within 60 days of November 8, 2024 by virtue of the beneficial ownership limitations described below. On September 27, 2024, ARYA Sciences Holdings IV effectuated a pro rata distribution for no consideration to its shareholders and 1,647,870 Common Shares and 172 Table of Contents803,250 Sponsor Earn-Out Shares were distributed to the Master Fund. The Convertible Notes and Convert Warrants provide for limitations on conversion and exercise, respectively, such that the holder along with the other Attribution Parties (as defined therein) may not beneficially own more than 4.99% of the shares of Common Stock outstanding immediately after giving effect to such conversion and exercise, respectively. The securities are directly held by Perceptive Life Sciences Master Fund, Ltd. (the â€œMaster Fundâ€). Perceptive Advisors LLC (the â€œAdvisorâ€) serves as the investment manager of the Master Fund. Joseph Edelman (â€œMr. Edelmanâ€) serves as the managing member of the Advisor. The business address of the Perceptive PIPE Investor is 51 Astor Place, 10th Floor, New York, NY 10003.(4)Consists of (i) 1,333,926 shares of Common Stock and (ii) the Pre-Funded Warrants exercisable into 3,887 shares of Common Stock issued to RA Capital Healthcare Fund, L.P. (RA Healthcare) and RA Capital Nexus Fund II, L.P. (RA Nexus) in connection with the PIPE Financing, the conversion of the Convertible Notes held by RA Healthcare and RA Nexus and the conversion of the pre-Business Combination shares of Common Stock held by RA Healthcare, RA Nexus, and a separately managed account.Excludes (i) the Pre-Funded Warrants exercisable into 666,113 shares of Common Stock issued to RA Healthcare in connection with the PIPE Financing and (ii) the PIPE Warrants exercisable into an aggregate of 1,200,000 shares of Common Stock issued to RA Healthcare and RA Nexus in connection with the PIPE Financing, which warrants are not exercisable within 60 days of November 8, 2024 by virtue of the beneficial ownership limitations described below. RA Capital Management, L.P., or RA Capital, is the investment manager for RA Healthcare, RA Nexus, and the separately managed account. The general partner of RA Capital is RA Capital Management GP, LLC, or RA Capital GP, of which Peter Kolchinsky and Rajeev Shah are the managing members. RA Capital, RA Capital GP, Peter Kolchinsky and Rajeev Shah may be deemed to have voting and investment power over the shares held of record by RA Healthcare, RA Nexus, and the separately managed account. RA Capital, RA Capital GP, Peter Kolchinsky, and Rajeev Shah disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The principal business address of the persons and entities listed above is 200 Berkeley Street, 18th Floor, Boston, MA 02116. The Pre-Funded Warrants and PIPE Warrants provide for limitations on their respective exercise such that the holder along with the other Attribution Parties (as defined therein) may not beneficially own more than 9.99% of the shares of Common Stock outstanding immediately after giving effect to such exercise.(5)Consists of (i) 480,855 shares of Common Stock and (ii) the PIPE Warrants exercisable into 406,160 shares of Common Stock beneficially held by Shaolin Capital Management LLC, a company incorporated under the laws of State of Delaware, which serves as the investment advisor to Shaolin Capital Partners Master Fund, Ltd. a Cayman Islands exempted company, MAP 214 Segregated Portfolio, a segregated portfolio of LMA SPC, DS Liquid DIV RVA SCM LLC and Shaolin Capital Partners SP, a segregated portfolio of PC MAP SPC being managed accounts advised by the Shaolin Capital Management LLC, as reported on the Schedule 13G filed on February 14, 2024. Shaolin Capital Management LLC is deemed to have sole voting and dispositive power with respect to the Common Stock beneficially held by it, as reported on the Schedule 13G filed on February 14, 2024. The business address for the reporting person is 230 NW 24th Street, Suite 603, Miami, FL 33127.â€‹173 Table of ContentsSELLING STOCKHOLDERSThe shares of Common Stock being offered by the selling stockholders are those shares of Common Stock held by the selling stockholders as of the closing of the transactions contemplated by the Business Combination Agreement, including (i) up to 7,951,913 PIPE Shares and up to 110,000 Registration Delay Shares issued pursuant to the terms of the Convert Waivers, (ii) up to 670,000 Pre-Funded Warrant Shares, with an exercise price of $0.01 per share (iii) up to 7,528,727 PIPE Warrant Shares, in each of cases (i) through (iii), issued pursuant to those certain amended and restated subscription agreements, dated July 31, 2024 (the â€œSubscription Agreementsâ€), by and among us, ARYA and the PIPE Investors, at an effective price of approximately $7.10 per PIPE Share (iv) up to 46,717,980 Convertible Note Shares issuable upon the conversion of those certain 13% senior secured convertible notes, with a conversion price of $10.00 per share, subject to adjustment as provided in the Convertible Security Subscription Agreement (v) up to 900,000 Convert Warrant Shares with an exercise price of $24.00 per share, subject to adjustment as provided in such warrants, issued pursuant to the Convertible Security Subscription Agreement and the 2024 Bridge Financing Note Subscription Agreement, (vi) up to 2,354,100 shares issued to the Sponsor, consisting of 499,000 Sponsor Class A Conversion Shares that were initially issued to the Sponsor in a private placement as Class A ordinary shares of ARYA at a price of $10.00 per share, 1,500,000 Sponsor Class B Conversion Shares that were initially issued to the Sponsor as Class B ordinary shares of ARYA at an effective price of approximately $0.007 per share and exchanged for shares of Common Stock at Closing and 355,100 Sponsor Working Capital Shares that were originally issued to Sponsor as Class A ordinary shares of ARYA upon the conversion of certain convertible promissory notes issued by ARYA at an effective price of $10.00 per share, (vii) up to 2,354,100 shares including 492,475 shares of Common Stock issued to certain of our affiliates as consideration in connection with the Business Combination at a price per share of $9.23 per share and 30,000 shares of Common Stock issued to each of Michael Henderson, Todd Wider and Leslie Trigg, which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share (viii) up to 1,147,500 shares of Common Stock issuable to the Sponsor that are subject to Share Trigger Price Vesting, which were originally issued as Class B ordinary shares of ARYA, valued at approximately $0.007 per share and exchanged for shares of Common Stock at Closing; and (ix) 1,000 shares of Common Stock issuable upon exercise of certain stock options assumed by us in connection with the consummation of the Business Combination held by our Chief Operating Officer with an exercise price of $1.67 per share.For additional information regarding the issuance see â€œConvertible Security Financing (Private Placement)â€ above. We are registering the shares of Common Stock in order to permit the selling stockholders to offer the shares for resale from time to time. Please see the section entitled â€œPlan of Distributionâ€ for further information regarding the selling stockholdersâ€™ method of distributing these securities. For information regarding transactions between us and the selling stockholders, see the section entitled â€œCertain Relationships and Related Party Transactions.â€As used in this prospectus, the term â€œselling stockholdersâ€ includes the selling stockholders listed in the tables below, and their permitted pledgees, donees, transferees, assignees, successors, designees, successors-in-interest and others who later come to hold any of the selling stockholdersâ€™ interest in the shares of Common Stock in accordance with the terms of the applicable agreements governing their respective registration rights, other than through a public sale.The table below is prepared based on information provided to us by the selling stockholders and lists the selling stockholders and other information regarding the beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder) of the shares of Common Stock held by each of the selling stockholders. The second column lists the number of shares of Common Stock beneficially owned by the selling stockholders prior to this offering, based on their respective ownership of shares of Common Stock, as of January 9, 2025, assuming conversion of the Convertible Notes and exercise of the Convert Warrants held by each such selling stockholder on that date but taking account of any limitations on conversion and exercise set forth therein. The third column lists the shares of Common Stock being offered by this prospectus, assuming conversion of the Convertible Notes and exercise of the PIPE Warrants, Pre-Funded Warrants and Convert Warrants by the selling stockholders and does not take in account any limitations on (i) conversion of the Convertible Notes set forth therein or (ii) exercise of the PIPE Warrants, Pre-Funded Warrants and Convert Warrants set forth therein.In accordance with the terms of a registration rights agreement with the holders of the Convertible Notes and the Convert Warrants, this prospectus generally covers the resale of the sum of (i) 200% of the maximum number Convertible Note Shares issued or issuable upon conversion of the Convertible Notes, (assuming that such Convertible Notes are convertible at the alternative conversion price, defined as the lowest of (x)Â $10.00 and (y) 85% of the lowest volume-weighted average price of the Common Stock during the five (5) consecutive trading day period ending and including the trading day immediately preceding the delivery or deemed delivery of the applicable notice of conversion), including payment of the interest on the Convertible Notes through April 30, 2028 and (ii) the maximum number of Convert Warrant Shares issuable upon exercise of the Convert Warrants, in each case, determined as if the outstanding Convertible Notes (including interest on the Convertible Notes through April 30, 2028) and Convert Warrants were 174 Table of Contentsconverted or exercised (as the case may be) in full (without regard to any limitations on conversion or exercise contained therein solely for the purpose of such calculation) at an alternate conversion price or exercise price (as the case may be) calculated as of the trading day immediately preceding the date this registration statement was initially filed with the SEC. Because the conversion price and alternate conversion price of the Convertible Notes and the exercise price of the Convert Warrants may be adjusted, the number of shares that will actually be issued may be more or less than the number of shares being offered by this prospectus. The fourth column assumes the sale of all of the shares offered by the selling stockholders pursuant to this prospectus.Under the terms of the PIPE Warrants, Convertible Notes and Convert Warrants, a selling stockholder may not convert the notes or exercise the warrants to the extent (but only to the extent) such selling stockholder or any of its affiliates would beneficially own a number of shares of our Common Stock which would exceed 4.99% or 9.99%, as applicable, of the outstanding shares of the Company following such conversion or exercise. The number of shares in the first and third columns reflects these limitations. The selling stockholders may sell all, some or none of their shares in this offering. See â€œPlan of Distribution.â€â€‹Name of Selling
StockholderÂ Â Â Â NumberÂ ofÂ SharesÂ ofCommonÂ StockBeneficiallyÂ OwnedPriorÂ toÂ Offering(1)Â Â Â Â MaximumÂ NumberofÂ SharesÂ ofÂ CommonStockÂ toÂ beÂ SoldÂ PursuanttoÂ t
1 Partners, LPâ€‹20,105,796â€‹20,105,306(4)â€‹90,490â€‹â€”â€‹Affinity Healthcare Fund, LPâ€‹393,137â€‹259,637(5)â€‹133,500â€‹â€”â€‹Hakon
Bergheimâ€‹8,539â€‹8,539(6)â€‹â€”â€‹â€”â€‹Olav Bergheimâ€‹234,134â€‹234,134(7)â€‹â€”â€‹â€”â€‹CVF LLCâ€‹250,802â€‹250,802(8)â€‹â€”â€‹â€”â€‹John
Dahldorfâ€‹â€”â€‹â€”â€‹Eagle Harbor Multi-Strategy Master Fund Limitedâ€‹61,177â€‹54,320(9)â€‹6,857â€‹â€”â€‹Michael
Hendersonâ€‹30,000â€‹30,000â€‹â€”â€‹MAP214 Segregated Portfolioâ€‹199,585â€‹172,287(10)â€‹27,298â€‹â€”â€‹Perceptive Life Sciences Master Fund,
Ltd.â€‹40,382,581â€‹39,845,143(11)â€‹537,438â€‹â€”â€‹Entities affiliated with RA Capital Management, L.P.â€‹1,337,813â€‹2,622,222(12)â€‹581,704â€‹â€”â€‹Entities affiliated with RTW
Investments, LPâ€‹386,957â€‹258,987(13)â€‹127,970â€‹â€”â€‹Shaolin Capital Partners Master Fund, Ltdâ€‹442,655â€‹381,113(14)â€‹61,542â€‹â€”â€‹Shaolin Capital Partners
SPâ€‹183,598.00â€‹159,565(15)â€‹24,033â€‹â€”â€‹Leslie Triggâ€‹30,000â€‹30,000â€‹â€”â€‹â€”â€‹Todd Widerâ€‹30,000â€‹30,000â€‹â€”â€‹â€”â€‹Total
Sharesâ€‹67,578,374â€‹67,853,655â€‹1,590,862â€‹1.91%(1)Applicable percentage ownership is based on 15,198,232 shares of our Common Stock outstanding as of January 9, 2025, and based on 83,161,927 shares of our Common Stock outstanding after the offering.(2)For the purpose of the calculations of Common Stock to be sold pursuant to this prospectus we are assuming, in accordance with the Registration Rights Agreement, that (i) interest on the Convertible Notes has accrued through the two year maturity date and is paid in shares of our Common Stock, at an interest rate of 13% per annum, (ii) an event of default under the Convertible Notes has not occurred, (iii) the Convertible Notes are converted at the alternate conversion price of $3.27, and (iv) the exercise of all of the Convert Warrants in full without regard to any limitations on exercise set forth in the Convert Warrants.(3)Represents the amount of shares of Common Stock that will be held by the selling stockholders after completion of this offering based on the assumptions that (a) all shares of Common Stock underlying the Convertible Notes and Convert Warrants registered for sale by the registration statement of which this prospectus is part of will be sold, and (b) no other shares of Common Stock are acquired or sold by the selling stockholders prior to completion of this offering. However, the selling stockholders are not obligated to sell all or any portion of the shares of our Common Stock offered pursuant to this prospectus.175 Table of Contents(4)Consists of 54,481 PIPE Shares, 120,000 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to ADAR1 Partners, LP (â€œADAR1 Partnersâ€), 45,833 Registration Delay Shares, 375,000 Convert Warrant Shares and up to 19,465,825 Convertible Note Shares reserved for issuance upon the conversion of an aggregate principal amount of $5.0 million Convertible Notes issued at the time of the Business Combination pursuant to the Purchase Agreement, at a conversion price of $1.00 per share (this represents the maximum number of Convertible Note Shares, including the maximum principal amount of Convertible Note Shares issuable with respect of interest paid-in-kind on the Convertible Notes issued through the maturity date). ADAR1 Capital Management GP, LLC (â€œADAR1 Capitalâ€) acts as the general partner of ADAR1 Partners. Daniel Schneeberger serves as the Manager of ADAR1 Capital and has voting and investment control over the shares held by ADAR1 Partners, LP. Mr. Schneeberger disclaims beneficial ownership of the shares held by ADAR1 Partners, except to the extent of his pecuniary interest therein. The principal business address of each of ADAR1 Partners, LP and ADAR1 Capital is 3503 Wild Cherry Drive, Building 9, Austin, Texas 78738.(5)Consists of

79,735 PIPE Shares and 179,902 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to Affinity Healthcare Fund, LP (the â€œFundâ€). Affinity Asset Advisors, LLC (the â€œAdvisorâ€) is the investment manager of the Fund and exercises investment discretion with regard to the shares of Common Stock owned by the Fund. The Fund and the Advisor have the shared power to vote or to direct the vote and to dispose or direct the disposition of such shares of Common Stock of the Issuer owned by the Fund. The Advisor may be deemed to be the beneficial owner of such shares of Common Stock of the Issuer owned by the Fund by virtue of its position as investment manager of the Fund. The principal business address of each of the Fund and the Advisor is 767 Third Avenue, 15th Floor, New York, NY 10017.(6)Consists of (i) 7,539 shares of Common Stock issued to Hakon Bergheim in exchange for the shares of Common Stock held by Hakon Bergheim immediately prior to Closing and (ii) 1,000 In-the-Money Adagio Options. (7)Consists of 212,053 shares of Common Stock held by Fjordinvest LLC and 22,081 shares of Common Stock held by Micro NV LLC. Olav Bergheim is the current President of Fjordinvest and Micro NV and, as such, has voting and investment discretion over the shares held by Fjordinvest and Micro NV.(8)HCC Manager LLC is the investment manager of CVF LLC. Richard Robb, President of HCC Manager LLC, has voting and investment control over the shares held by CVF LLC. Mr. Robb disclaims beneficial ownership of the shares held by CVF LLC, except to the extent of his pecuniary interest therein. The principal business address of CVF LLC is 222 North LaSalle Street, Suite 2000 Chicago, IL 60601.(9)Consists of 26,310 PIPE Shares and 28,010 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to Eagle Harbor Multi-Strategy Master Fund Limited (â€œEagle Harborâ€). Lighthouse Investment Partners (â€œLighthouseâ€) is the investment manager for Eagle Harbor. David Puritz and Michael Jester are the General Partners of Shaolin Capital Management LLC (â€œShaolin Managementâ€) and serve as the sub investment advisor investment to Eagle Harbor. They have voting and investment control over the shares held by Eagle Harbor. Mr. Puritz and Mr. Jester disclaim beneficial ownership of the shares held by Eagle Harbor, except to the extent of their pecuniary interest therein. The principal business address of each of Eagle Harbor and Lighthouse is 230 NW 24th Street, Suite 603, Miami, Florida 33127.(10)Consists of 80,897 PIPE shares and 91,390 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to MAP214 Segregated Portfolio (â€œMAP214â€). Lighthouse serves as investment manager for MAP214. David Puritz and Michael Jester are the General Partners of Shaolin Management and serve as the sub investment advisor to MAP214. They have voting and investment control over the shares who shares held by MAP214. Mr. Puritz and Mr. Jester disclaim beneficial ownership of the shares held by MAP214, except to the extent of their pecuniary interest therein. The principal business address of each of MAP214 and Lighthouse is 230 NW 24th Street, Suite 603, Miami, Florida 33127.(11)Consists of 6,622,959 PIPE Shares, 537,438 shares of Common Stock issued in respect of the Perceptive PIPE Investorâ€™s pre-Closing ownership interest in Adagio Medical, 5,445,069 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to the Perceptive PIPE Investor, 64,167 Registration Delay Shares, 525,000 Convert Warrant Shares, 803,250 Earn-Out Shares, 1,647,870 Common Shares and up to 27,252,155 Convertible Note Shares reserved for issuance upon the conversion of an aggregate principal amount of $7.0 million Convertible Notes issued at the time of the Business Combination pursuant to the 2024 Bridge Financing Note Subscription Agreement, at a conversion price of $3.27 per share (this represents the maximum number of Convertible Note Shares, including the maximum principal amount of Convertible Note Shares issuable with respect of interest 176 Table of Contentspaid-in-kind on the Convertible Notes issued through the maturity date). The securities are directly held by the Perceptive PIPE Investor. Perceptive Advisors serves as the investment manager of the Perceptive PIPE Investor. Mr. Edelman serves as the managing member of Perceptive Advisors. The principal business address of each of Perceptive Fund and Perceptive Advisors is 51 Astor Place, 10th Floor, New York, NY 10003. On September 27, 2024, ARYA Sciences Holdings IV effectuated a pro rata distribution for no consideration to its shareholders and 1,647,870 Common Shares and 803,250 Sponsor Earn-Out Shares were distributed to the Master Fund.(12)Consists of an aggregate of 670,000 shares of Common Stock issuable upon exercise of the Pre-Funded Warrants, 752,222 PIPE Shares and 1,200,000 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to RA Capital Healthcare Fund, LP (â€œRA Healthcareâ€ and RA Capital Nexus Fund II, L.P. â€œRA Nexusâ€). RA Capital Management, L.P. (â€œRA Capitalâ€), is the investment manager for RA Healthcare and RA Nexus. The general partner of RA Capital is RA Capital Management GP, LLC, or RA Capital GP, of which Peter Kolchinsky and Rajeev Shah are the managing members. RA Capital, RA Capital GP, Peter Kolchinsky and Rajeev Shah may be deemed to have voting and investment power over the shares held of record by RA Healthcare and RA Nexus. RA Capital, RA Capital GP, Peter Kolchinsky, and Rajeev Shah disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The principal business address of each of RA Healthcare and RA Capital is 200 Berkeley Street, 18th Floor, Boston, MA 02116.(13)Consists of 81,391 PIPE Shares and 177,596 shares of Common Stock issuable upon exercise of the PIPE Warrants held in the aggregate by RTW Master Fund, Ltd. (â€œRTW Master Fundâ€), RTW Innovation Master Fund Ltd. (â€œRTW Innovationâ€) and RTW Biotech Opportunities Operating Ltd (â€œRTW Biotechâ€ and collectively with RTW Master Fund and RTW Innovation, the â€œRTW Fundsâ€). RTW Investments, LP (â€œRTW Investmentsâ€) in its capacity as the investment manager for the RTW Funds, has the power to vote and the power to direct the disposition of the shares held by the RTW Funds. Accordingly, RTW may be deemed to be the beneficial owner of such securities. Roderick Wong, MD serves as the Managing Partner of RTW Investments and has voting and investment control over the shares held by RTW Biotech. Dr. Wong disclaims beneficial ownership of the shares held by the RTW Funds, except to the extent of his pecuniary interest therein. The principal business address of each of RTW Investments and Dr. Wong is 40 10th Avenue, Floor 7, New York, NY 10014.(14)Consists of 178,420 PIPE Shares and 202,693 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to Shaolin Capital Partners Master Fund, Ltd (â€œShaolin Capitalâ€). Shaolin Management is the investment manager for Shaolin Capital. David Puritz and Michael Jester serve as the General Partners of Shaolin Management and have voting and investment control over the shares held by Shaolin Capital. Mr. Puritz and Mr. Jester disclaim beneficial ownership of the shares held by Shaolin Capital, except to the extent of their pecuniary interest therein. The principal business address of each of Shaolin Capital and Shaolin Management is 230 NW 24 Street, Suite 603, Miami, Florida 33127.(15)Consists of 75,498 PIPE Shares and 84,067 shares of Common Stock issuable upon exercise of the PIPE Warrants issued to Shaolin Capital Partners SP (â€œShaolin Partnersâ€). Lighthouse is the investment manager for Shaolin Partners. David Puritz and Michael Jester are the General Partners of Shaolin Management and serve as the sub investment advisor to Shaolin Partners. They have voting and investment control over the shares held by Shaolin Partners. Mr. Puritz and Mr. Jester disclaim beneficial ownership of the shares held by Shaolin Partners, except to the extent of their pecuniary interest therein. The principal business address of each of Shaolin Partners and Lighthouse is 230 NW 24 Street, Suite 603, Miami, Florida 33127.â€‹177 Table of ContentsDESCRIPTION OF OUR SECURITIESThe following summary of certain provisions of our securities does not purport to be complete and is subject to the Charter, the Bylaws and the provisions of the DGCL.GeneralOur authorized capital stock consists of 210,000,000 shares of Common Stock, par value $0.0001 per share, and 20,000,000 shares of Preferred Stock, par value $0.0001 per share. 15,198,232 shares of Common Stock are issued and outstanding as of January 9, 2025. The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased in accordance with the provision set forth in the Charter.The following summary describes all material provisions of our capital stock. You are urged to read the Charter and Bylaws in their entirety (which are incorporated by reference as exhibits to this prospectus) as well as the applicable provisions of the DGCL.Â Common Stock Voting rights. Each share of Common Stock is entitled to one vote per share on all matters (including the election of directors) submitted to a vote of stockholders, unless otherwise required by law or the Charter. The Charter and Bylaws do not provide for cumulative voting rights. Directors of the Board will be elected by plurality vote of the shares of Common Stock present at an annual meeting and entitled to vote. With respect to matters other than the election of directors, at any meeting of the stockholders at which a quorum is present or represented, the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at such meeting and entitled to vote on the subject matter shall be the act of the stockholders, except as otherwise required by law. The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the stockholders. Dividend rights. Subject to preferences that may be applicable to any then-outstanding Preferred Stock, holders of Common Stock will be entitled to receive dividends, if any, as may be declared from time to time by the Board out of legally available funds.Rights upon liquidation. Upon a liquidation event, holders of Common Stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities and the satisfaction of any liquidation preference granted to the holders of any then-outstanding shares of preferred stock. Other rights. Holders of Common Stock will have no preemptive, conversion, subscription or other rights, and there are no redemption or sinking fund provisions applicable to the Common Stock. The rights, preferences and privileges of the holders of the Common Stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate in the future. Preferred Stock The Board has the authority, without further action by the stockholders, to issue shares of preferred stock in one or more series and to fix the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof. These designations, powers, preferences and rights could include dividend rights, dividend rates, conversion rights, voting rights, redemption rights, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of such series, any or all of which may be greater than the rights of the Common Stock. The issuance of preferred stock could adversely affect the voting power of holders of Common Stock and the likelihood that such holders will receive dividend payments and payments upon liquidation. In addition, the issuance of preferred stock could have the effect of delaying, deferring or preventing a change in control or other corporate action. No shares of preferred stock are outstanding, and we have no present plan to issue any shares of preferred stock. PIPE Warrants, Pre-Funded Warrants and Convert Warrants Each PIPE Warrant entitles the registered holder thereof to purchase shares of Common Stock at a price of $10.00 per share, subject to adjustment, following the closing of the Business Combination. The PIPE Warrants, issued to certain PIPE Investors pursuant to the Subscription Agreements and the Base Warrant Agreement, will expire on the fifth anniversary of the Closing. 178 Table of ContentsEach Pre-Funded Warrant entitles the registered holder thereof to purchase shares of Common Stock at a price of $0.01 per share, subject to adjustment. The Pre-Funded Warrants, issued to certain PIPE Investors pursuant to the Subscription Agreements and the Pre-Funded Warrant Agreement, will not expire until such warrants are exercised in full. Each Convert Warrant entitles the registered holder thereof to purchase shares of Common Stock at price of $24.00 per share, subject to adjustment. The Convert Warrants, issued to certain Convert Investors pursuant to the Convertible Security Subscription Agreement and the Convert Warrant Agreement, will expire on the seventh anniversary of the Closing. Each of the Base Warrant Agreements, the Pre-Funded Warrant Agreements and Convert Warrant Agreement were entered into concurrently with the Closing, and each PIPE Warrant and Convert Warrant bears a restrictive legend. No PIPE Warrant or Convert Warrant may be exercised and we shall not be obligated to issue shares of Common Stock upon exercise of a PIPE Warrants or Convert Warrants unless the shares of Common Stock issuable upon such PIPE Warrant or Convert Warrant exercise have been registered, qualified or are exempt from registration or qualification under the Securities Act and under the securities laws of the state of residence of the registered holder of such PIPE Warrant or Convert Warrant. If at the time of exercise, following the one-year anniversary of the filing of a Current Report on Form 8-K (or any other applicable form) that includes current â€œForm 10 informationâ€ (within the meaning of Rule 144) reflecting our status as an entity that is no longer an issuer described in paragraph (i)(1)(i) of Rule 144, there is no effective registration statement registering the shares of Common Stock issuable upon exercise of the PIPE Warrants or Convert Warrants, or the prospectus contained therein is not available for the resale of such share by the holder of such warrants, the registered holder of such PIPE Warrant or Convert Warrant may be entitled to exercise such PIPE Warrant or Convert Warrant by way of cashless exercise in accordance with Section 3(a)(9) of the Securities Act. Otherwise, such holder may not be entitled to exercise its PIPE Warrant or Convert Warrant and, in the case of the PIPE Warrants or Convert Warrants, such PIPE Warrant or Convert Warrant may expire worthless. If holders of PIPE Warrants elect to exercise on a cashless basis, they would pay the exercise price by surrendering his, her or its warrants for that number of shares of Common Stock yielded by the following formula: [(A-B) (X)] / (A), where, as described in more details in the Base Warrant Agreement (A) is (i) the VWAP on the trading day immediately preceding the date of the applicable warrant exercise notice if such notice is (1) both executed and delivered on a day that is not a trading day or (2) both executed and delivered in accordance with the terms set forth therein on a trading day prior to the opening of â€œregular trading hoursâ€ (as defined in Rule 600(b) of Regulation NMS promulgated under the federal securities laws) on such trading day, (ii) at the option of the holder, either (y) the VWAP on the trading day immediately preceding the date of the applicable exercise notice or (z) the bid price of the shares of Common Stock on the applicable stock exchange as reported by Bloomberg L.P. as of the time of the holderâ€™s execution of the applicable exercise notice if such notice is executed during â€œregular trading hoursâ€ on a trading day and is delivered within two (2) hours thereafter (including until two (2) hours after the close of â€œregular trading hoursâ€ on a trading day), or (iii) the VWAP on the date of the applicable exercise notice if the date of such notice is a trading day and such notice is both executed and delivered in accordance with the terms set forth therein after the close of â€œregular trading hoursâ€ on such trading day; (B) is the exercise price of the PIPE Warrant, as adjusted pursuant to the Base Warrant Agreement; and (X) is the number of shares of Common Stock that would be issuable upon exercise of the portion of the PIPE Warrant specified in the exercise notice in accordance with the terms of the Base Warrant Agreement if such exercise were by means of a cash exercise rather than a cashless exercise.Similarly, if holders of the Pre-Funded Warrants or Convert Warrants elect to exercise on a cashless basis, they would pay the exercise price by surrendering his, her or its warrants for that number of shares of Common Stock yielded by the following formula: (A x B) - (A x C)]/B. For purposes of the foregoing formula and as described in more details in the Pre-Funded Warrant Agreement or the Convert Warrant Agreement, as applicable: (A) is the total number of shares with respect to which the Pre-Funded Warrants or Convert Warrants are then being exercised; (B) is as elected by the Holder: (i) the VWAP of the shares of Common Stock on the trading day immediately preceding the date of the applicable exercise notice if such notice is (1) both executed and delivered on a day that is not a trading day or (2) both executed and delivered in accordance with the terms therein on a trading day prior to the opening of â€œregular trading hoursâ€ (as defined in Rule 600(b)(64) of Regulation NMS promulgated under the federal securities laws) on such trading day, (ii) at the option of the applicable holder, either (y) the VWAP on the trading day immediately preceding the date of the applicable exercise notice or (z) the bid price of the shares of Common Stock as of the time of the holdersâ€™ execution of the applicable exercise notice if such notice is executed during â€œregular trading hoursâ€ on a trading day and is delivered within two (2) hours thereafter in accordance with the terms therein, or (iii) the closing sale price of the Common Stock on the date of the applicable exercise notice if the date of such notice is a trading day and such notice is both executed and delivered in accordance with the terms therein after the close of â€œregular trading hoursâ€ on such trading day; and (C) is the exercise price then in effect for the applicable shares of Common Stock at the time of such exercise under the Pre-Funded Warrant or the Convert Warrant, as applicable.179 Table of ContentsConvertible Notes The Convertible Notes issued pursuant to the Convertible Security Subscription Agreement are convertible into shares of Common Stock at $10.00 per share, subject to adjustment. Shares of Common Stock issued to a registered holder of a Convertible Note will bear a restrictive legend. The Convertible Note may not be exercised by, or securities issued to, any registered holder of such Convertible Notes in any state in which such exercise would be unlawful. Election of Directors and Vacancies; Board of Directors Subject to the rights of the holders of any series of preferred stock to elect additional directors under specified circumstances, the number of directors of the Board shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board, but initially consists of seven (7) directors, which are divided into three (3) classes, designated Class I, II and III, with each class consisting of three (3) directors. Under the Bylaws, at all meetings of stockholders called for the election of directors, directors shall be elected by a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. All directors will be elected to hold office until the expiration of the term for which they are elected and until their successors have been duly elected and qualified or until their earlier resignation or removal. Except as the DGCL may otherwise require and subject to the rights, if any, of the holders of any series of Preferred Stock, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining directors then in office, although less than a quorum, or by a sole remaining director. A director elected or appointed to fill a vacancy resulting from the death, resignation, disqualification or removal of a director or a newly created directorship will hold office until the next election of the class for which such director shall have been chosen until his or her successor shall have been duly elected and qualified, or until such directorâ€™s death, resignation or removal. Subject to the rights, if any, of any series of Preferred Stock, any director or the entire Board may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 66â…”% of the voting power of the issued and outstanding capital stock of Adagio Holdings entitled to vote in the election of directors. In addition to the powers and authority expressly conferred upon them by statute or by the Charter or Bylaws, the directors are empowered to exercise all such powers and do all such acts and things as may be exercised or done by us, subject, nevertheless, to the provisions of the DGCL, the Charter and the Bylaws adopted and in effect from time to time; provided, however, that no Bylaw adopted, amended, altered or repealed after the date of the Bylaws will invalidate any prior act of our directors or officers which would have been valid if such Bylaw had not been adopted, amended, altered or repealed. Quorum The holders of a majority

of the voting power of the capital stock of Adagio Holdings issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum at all meetings of the stockholders for the transaction of business. Where a separate vote by a class or series or classes or series is required, a majority of the voting power of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter, except as otherwise provided by law, the Charter or Bylaws, each as amended from time to time. If, however, such quorum will not be present or represented at any meeting of the stockholders, the chairperson of the meeting or the stockholders entitled to vote at the meeting, present in person or represented by proxy, will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum will be present or represented. At such adjourned meeting at which a quorum will be present or represented, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting will be given to each stockholder entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.Anti-takeover Effects of the Charter and Bylaws The Charter and Bylaws contain provisions that may delay, defer or discourage another party from acquiring control of us. We expect that these provisions, which are summarized below, may discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with the Board, which we 180 Table of Contentsbelieve may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give the Board the power to discourage acquisitions that some stockholders may favor. Authorized but Unissued Capital Stock Delaware law does not require stockholder approval for any issuance of authorized shares. However, the listing requirements of Nasdaq, which would apply if and so long as the Common Stock remains listed on Nasdaq, require stockholder approval of certain issuances equal to or exceeding 20% of the then outstanding voting power or then outstanding number of shares of Common Stock. Additional shares that may be issued in the future may be used for a variety of corporate purposes, including future public offerings, to raise additional capital or to facilitate acquisitions. One of the effects of the existence of unissued and unreserved common stock may be to enable the Board to issue shares to persons friendly to our management, which issuance could render more difficult or discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise and thereby protect the continuity of our management and possibly deprive stockholders of opportunities to sell their shares of Common Stock at prices higher than prevailing market prices. Special Meeting, Action by Written Consent and Advance Notice Requirements for Stockholder Proposals Unless otherwise required by law, and subject to the rights, if any, of the holders of any series of Preferred Stock, special meetings of our stockholders may be called only by the Chairperson of the Board, the Chief Executive Officer, the President, or the Board acting pursuant to a resolution adopted by a majority of the Board. Unless otherwise required by law, written notice of a special meeting of stockholders, stating the time, place, means of remote communications (if any), record date, and purpose or purposes thereof, shall be given to each stockholder entitled to vote at such meeting, not less than ten (10) or more than sixty (60) days before the date fixed for the meeting. Business transacted at any special meeting of stockholders will be limited to the purposes stated in the notice. Any action required or permitted to be taken by the stockholders of Adagio Holdings must be effected at a duly called annual or special meeting of the stockholders and may not be effected by any consent in writing by such stockholders.The Bylaws also provide that unless otherwise restricted by the Charter or Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or of such committee, as the case may be, consent thereto in writing or by electronic transmission. In addition, the Bylaws require advance notice procedures for stockholder proposals to be brought before an annual meeting of the stockholders, including the nomination of directors. Stockholders at an annual meeting may only consider the proposals specified in the notice of meeting or brought before the meeting by or at the direction of the Board, or by a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has delivered a timely written notice in proper form to our secretary, of the stockholderâ€™s intention to bring such business before the meeting. These provisions could have the effect of delaying until the next stockholder meeting any stockholder actions, even if they are favored by the holders of a majority of our outstanding voting securities. Amendment to Certificate of Incorporation and Bylaws The DGCL provides generally that the affirmative vote of a majority of the outstanding stock entitled to vote on amendments to a corporationâ€™s certificate of incorporation or bylaws is required to approve such amendment, unless a corporationâ€™s certificate of incorporation or bylaws, as the case may be, requires a greater percentage. The Charter provides that the following provisions or articles therein may be amended, altered, repealed or rescinded only by the affirmative vote of (i) a majority of the Board and (ii) the holders of at least 66â…”% of the voting power of all the then outstanding voting securities, voting together as a single class:â—the provision authorizing the Board to issue one or more series of Preferred Stock, with any powers, rights, preferences or privileges and the qualifications, limitations or restrictions as they may designate;â—the provision setting the number of our directors and dividing our directors into three classes, each of which stands for election once every three years;181 Table of Contentsâ—the provision providing that a director may be removed from the Board at any time, but only for cause , and only by the affirmative vote of the holders of at least 66â…”% of the voting power of the issued and outstanding capital stock entitled to vote in the election of directors;â—the provision providing that, except for the rights of the holders of Preferred Stock to elect directors under specified circumstances or except as otherwise provided by resolution of a majority of the Board, all vacancies on the Board, resulting from either death, resignation, disqualification, removal or other cause, or newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;â—the provision prohibiting cumulative voting at any election of directors;â—the article requiring (i) that any action to be taken by our stockholders must be effected at a duly called annual or special meeting of stockholders and not be taken by written consent; (ii) that any special meetings of stockholders may be called only by select officers or the Board; and (iii) that notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of our stockholders;â—the article regarding liability and indemnification coverage for directors and officers;â—the article regarding the forum in which any derivative action, action, suit or proceeding may be brought; andâ—the article regarding the approval requirements for such amendments.The Bylaws may be amended or repealed (A) by the affirmative vote of a majority of the entire Board then in office (subject to any bylaw requiring the affirmative vote of a larger percentage of the members of the Board) or (B) by our stockholders, provided that the affirmative vote of the holders of at least 66â…”% of the total voting power of outstanding voting securities, voting together as a single class, shall be required for our stockholders to alter, amend or repeal, or adopt certain provisions of the Bylaws. Delaware Anti-Takeover Statute We are subject to Section 203 of the DGCL. In general, Section 203 of the DGCL prevents a public company incorporated in Delaware from engaging in a â€œbusiness combinationâ€ with any â€œinterested stockholderâ€ for three years following the time that the person became an interested stockholder, unless, among other exceptions, the interested stockholder attained such status as a result of the approval of the business combination by either the Board or by the holders of 66â…”% of the voting power of the outstanding capital stock held by stockholders unaffiliated with the interested stockholder. A business combination includes, among other things, (i) a merger or consolidation of the company with the interested stockholder or (ii) the sale of assets of the company which assets have an aggregate market value equal to 10% or more of either the aggregate market value of all assets of the company or the aggregate market value of all the outstanding stock of the company to the interested stockholder. In general, an interested stockholder is any stockholder that, together with its affiliates, beneficially owns 15% or more of the companyâ€™s stock. A public company incorporated in Delaware is automatically subject to Section 203 unless it opts out in its original corporate charter or pursuant to a subsequent charter or bylaw amendment approved by stockholders.Limitations on Liability and Indemnification of Officers and Directors The Charter limits the liability of our directors and officers to the fullest extent permitted by the DGCL, and the Bylaws provide that we will indemnify and hold them harmless to the fullest extent permitted by the DGCL. To the extent that the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of such directors and officers shall be eliminated or limited accordingly, without further action, upon the date of such amendment. We have entered into indemnification agreements with our directors and officers and we have continued and expect to continue to enter into agreements to indemnify our directors, executive officers and other employees as determined by the Board. Under the terms of such indemnification agreements, we will be required to indemnify each of our directors and officers, to the fullest extent permitted by the laws of the state of Delaware, if the basis of the indemniteeâ€™s involvement was by reason of the fact that the indemnitee is or was either our or any of our subsidiariesâ€™ director or officer, or was serving at our request in an official capacity for another entity. Any claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against it and may reduce the amount of money available to it.182 Table of ContentsExclusive Jurisdiction of Certain Actions The Charter provides that, unless we consent in writing to the selection of an alternative forum, (i) the Court of Chancery of the State of Delaware will, to the fullest extent permitted by law, be the sole and exclusive forum for any stockholder (including beneficial owner) to bring (a) any derivative action or proceeding brought on behalf of us, (b) any action asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers or other employees, agents or stockholders to us or our stockholders, (c) any action, suit or proceeding asserting a claim against us, our current or former directors, officers, or employees, agents or stockholders arising pursuant to any provision of the DGCL or the Charter or Bylaws (each, as may be amended from time to time), or (d) any action, suit or proceeding asserting a claim against us, our current or former directors, officers, or employees, agents or stockholders governed by the internal affairs doctrine; and (ii) subject to the preceding provision, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the Securities Act, including all causes of action asserted against any defendant to such complaint. The foregoing shall not apply to, and does not preclude or contract the scope of, either (i) exclusive federal jurisdiction pursuant to Section 27 of the Exchange Act for claims seeking to enforce any liability or duty created by the Exchange Act or the rules and regulations thereunder, or any other claim for which the U.S. federal courts have exclusive jurisdiction, or (ii) concurrent jurisdiction under Section 22 of the Securities Act for federal and state courts over all claims seeking to enforce any liability or duty created by the Securities Act or the rules and regulations thereunder. For more information and risks about the potential impact of such provision on stockholders, also see â€œRisk Factors-Risks Related to Ownership of Our Securities - Our Charter provides that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.â€ Transfer AgentThe transfer agent for our Common Stock is Continental Stock Transfer & Trust Company.Listing of Common StockOur Common Stock is listed on Nasdaq under the symbol â€œADGMâ€.â€‹183 Table of ContentsMATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERSThe following discussion is a summary of certain material U.S. federal income tax consequences to Non-U.S. Holders (as defined below) of the ownership and disposition of shares of our Common Stock that are being offered pursuant to this offering. This discussion applies only to holders that hold shares of our Common Stock as â€œcapital assetsâ€ within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (generally, property held for investment).This discussion is not a complete analysis of all potential U.S. federal income tax consequences relating to the ownership and disposition of shares of our Common Stock. This summary is based upon current provisions of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), existing U.S. Treasury Regulations promulgated thereunder, published administrative pronouncements and rulings of the U.S. Internal Revenue Service (the â€œIRSâ€), and judicial decisions, all as in effect as of the date of this prospectus. These authorities are subject to change and differing interpretation, possibly with retroactive effect. Any change or differing interpretation could alter the tax consequences to Non-U.S. Holders described in this discussion. There can be no assurance that a court or the IRS will not challenge one or more of the tax consequences described herein, and we have not obtained, nor do we intend to obtain, a ruling with respect to the U.S. federal income tax consequences to a Non-U.S. Holder of the ownership or disposition of our securities.This discussion does not address all aspects of U.S. federal income taxation that may be relevant to a particular holder in light of that holderâ€™s individual circumstances, nor does it address any alternative minimum, Medicare contribution, estate or gift tax consequences, or any aspects of U.S. state, local or non-U.S. taxes or any non-income U.S. tax laws. This discussion also does not address consequences relevant to holders subject to special tax rules, such as holders: owning, or are deemed to own, more than 5% of our capital stock (except to the extent specifically set forth below), corporations that accumulate earnings to avoid U.S. federal income tax, tax-exempt organizations, governmental organizations, banks, financial institutions, investment funds, insurance companies, brokers, dealers or traders in securities, commodities, or currencies, regulated investment companies or real estate investment trusts, tax-qualified retirement plans, holders who hold or receive our securities pursuant to the exercise of employee stock options or otherwise as compensation, holders holding our securities as part of a hedge, straddle, or other risk reduction strategy, conversion transaction or other integrated investment, holders deemed to sell our securities under the constructive sale provisions of the Code, passive foreign investment companies, controlled foreign corporations, S corporations, partnerships, or other pass-through entities or arrangements for U.S. federal income tax purposes (and any holder of interests therein), certain former U.S. citizens or long-term residents, and U.S. holders.In addition, this discussion does not address the tax treatment of partnerships (or entities or arrangements that are treated as partnerships for U.S. federal income tax purposes) or persons that hold our securities through such partnerships. If a partnership, including any entity or arrangement treated as a partnership for U.S. federal income tax purposes, holds shares of our Common Stock, the U.S. federal income tax treatment of a partner in such partnership generally will depend upon the status of the partner and the activities of the partnership. Such partners and partnerships should consult their tax advisors regarding the tax consequences of the ownership and disposition of shares of our Common Stock.THIS DISCUSSION IS ONLY A SUMMARY OF CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF SHARES OF OUR COMMON STOCK THAT ARE BEING OFFERED PURSUANT TO THIS OFFERING. EACH HOLDER IS URGED TO CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES TO SUCH HOLDER OF THE OWNERSHIP AND DISPOSITION OF SHARES OF OUR COMMON STOCK, INCLUDING THE APPLICABILITY AND EFFECT OF ANY U.S. FEDERAL, STATE AND LOCAL, AND NON-U.S. TAX LAWS.For purposes of this discussion, a â€œNon-U.S. Holderâ€ means a beneficial owner of shares of our Common Stock that is not a â€œU.S. personâ€ for U.S. federal income tax purposes. A â€œU.S. personâ€ is any person who or that is for U.S. federal income tax purposes:â—an individual who is a citizen or resident of the United States;â—a corporation, or an entity treated as a corporation, created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;â—an estate, the income of which is subject to U.S. federal income tax regardless of its source; orâ—a trust if (a) a U.S. court can exercise primary supervision over the trustâ€™s administration and one or more U.S. persons have the authority to control all of the trustâ€™s substantial decisions or (b) the trust has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.â€‹184 Table of ContentsTaxation of DistributionsIn general, any distributions we make to a Non-U.S. Holder on shares of our Common Stock, to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles), will constitute dividends for U.S. federal income tax purposes and, provided such dividends are not effectively connected with the Non-U.S. Holderâ€™s conduct of a trade or business within the United States, we will be required to withhold tax from the gross amount of the dividend at a rate of 30%, unless such Non-U.S. Holder is eligible for a reduced rate of withholding tax under an applicable income tax treaty and provides proper certification of its eligibility for such reduced rate (usually on an IRS Form W-8BEN or W-8BEN-E, as applicable). Any distribution not constituting a dividend will be treated first as reducing (but not below zero) the Non-U.S. Holderâ€™s adjusted tax basis in its shares of our Common Stock and, to the extent such distribution exceeds the Non-U.S. Holderâ€™s adjusted tax basis, as gain realized from the sale or other disposition of the Common Stock, which will be treated as described under â€œGain on Sale, Exchange, or Other Taxable Disposition of Common Stockâ€ below.Dividends we pay to a Non-U.S. Holder that are effectively connected with such Non-U.S. Holderâ€™s conduct of a trade or business within the United States (or, if a tax treaty applies, are attributable to a U.S. permanent establishment or fixed base maintained by the Non-U.S. Holder) generally will not be subject to U.S. withholding tax, provided such non-U.S. Holder complies with certain certification and disclosure requirements (generally by providing an IRS Form W-8ECI). Instead, such dividends generally will be subject to U.S. federal income tax, net of certain deductions, at the same individual or corporate rates applicable to a U.S. person. If the Non-U.S. Holder is a corporation for U.S. federal income tax purposes, dividends that are effectively connected income may also be subject to a â€œbranch profits taxâ€ at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty).Gain on Sale, Exchange, or Other Taxable Disposition of Common StockSubject to the discussion below regarding FATCA and backup withholding, a Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax in respect of gain recognized on a sale, exchange, or other taxable disposition of shares of our Common Stock, unless:â—the gain is effectively connected with the conduct of a trade or business by the Non-U.S. Holder within the United States (and, if an applicable tax treaty so requires, is attributable to a U.S. permanent establishment or fixed base maintained by the Non-U.S. Holder);â—the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of disposition and certain other conditions are met; orâ—we are or have been a â€œUnited States real property holding corporationâ€ for U.S. federal

income tax purposes at any time during the shorter of the five-year period ending on the date of disposition or the period that the Non-U.S. Holder held the shares of our Common Stock (the â€œrelevant periodâ€) and, in the case where shares of Common Stock are regularly traded on an established securities market, the non-U.S. Holder has owned, actually or constructively, more than 5% of our Common Stock at any time within the relevant period. There can be no assurance that our Common Stock will be treated as regularly traded on an established securities market for this purpose.Gain described in the first bullet point above will be subject to tax at generally applicable U.S. federal income tax rates as if the Non-U.S. Holder were a U.S. person. Any gains described in the first bullet point above of a Non-U.S. Holder that is a corporation for U.S. federal income tax purposes may also be subject to an additional â€œbranch profits taxâ€ at a 30% rate (or lower applicable treaty rate). Gain described in the second bullet point above generally will be subject to a flat 30% U.S. federal income tax, which may be offset by certain U.S.-source capital losses (even though the individual is not considered a resident of the United States), provided that the Non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.If the third bullet point above applies to a Non-U.S. Holder and applicable exceptions are not available, gain recognized by such Non-U.S. Holder on the sale, exchange, or other taxable disposition of shares of our Common Stock will be subject to tax at generally applicable U.S. federal income tax rates. In addition, a buyer may be required to withhold U.S. income tax at a rate of 15% of the amount realized upon such disposition. We will be classified as a United States real property holding corporation if the fair market value of our â€œUnited States real property interestsâ€ equals or exceeds 50% of the sum of the fair market value of our worldwide real property interests plus our other assets used or held for use in a trade or business, as determined for U.S. federal income tax purposes. We believe that we are not and do not anticipate becoming a United States real property holding corporation; however, such 185 Table of Contentsdetermination is factual in nature and subject to change so there can be no assurance in this regard. Non-U.S. Holders are urged to consult their tax advisors regarding the application of these rules.Foreign Account Tax Compliance ActSections 1471 through 1474 of the Code (commonly referred to as the â€œForeign Account Tax Compliance Actâ€ or â€œFATCAâ€) and Treasury Regulations and administrative guidance promulgated thereunder impose a U.S. federal withholding tax of 30% on certain payments paid to a â€œforeign financial institutionâ€ (as specifically defined by applicable rules) unless various U.S. information reporting and due diligence requirements (generally relating to ownership by United States persons of interests in or accounts with those entities) have been satisfied by the payee. FATCA also generally imposes a U.S. federal withholding tax of 30% on certain payments to a non-financial foreign entity unless such entity provides the withholding agent with either a certification that it does not have any substantial direct or indirect U.S. owners or provides information regarding substantial direct and indirect U.S. owners of the entity. An intergovernmental agreement between the United States and an applicable foreign country may modify these requirements. The withholding tax described above will not apply if the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from the rules.FATCA withholding currently applies to payments of dividends on shares of our Common Stock. Withholding under FATCA was scheduled to apply to payments of gross proceeds from the sale of shares of our Common Stock beginning on January 1, 2019, but the U.S. Treasury Department has released proposed regulations which, if finalized in their present form, would eliminate such U.S. federal withholding tax of 30% applicable to the gross proceeds of a disposition of shares of our Common Stock. In its preamble to such proposed regulations, the U.S. Treasury Department stated that taxpayers may generally rely on the proposed regulations until final regulations are issued. Non-U.S. Holders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA on their ownership and disposition of shares of our Common Stock.Information Reporting and Backup WithholdingInformation returns will be filed with the IRS in connection with payments of distributions on and the proceeds from a sale or other disposition of shares of our Common Stock. A Non-U.S. Holder may have to comply with certification procedures to establish that it is not a U.S. person in order to avoid information reporting and backup withholding requirements. The certification procedures required to claim a reduced rate of withholding under a treaty generally will satisfy the certification requirements necessary to avoid the backup withholding as well. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a Non-U.S. Holder will be allowed as a credit against such Non-U.S. Holderâ€™s U.S. federal income tax liability and may entitle such Non-U.S. Holder to a refund, provided that the required information is timely furnished to the IRS.â€‹186 Table of ContentsPLAN OF DISTRIBUTIONWe are registering the resale by the selling stockholders of up to 67,963,695Â shares of Common Stock from time to time after the date of this prospectus. We will not receive any of the proceeds from the sale by the selling stockholders of the shares of Common Stock, although we will receive the exercise price of any Warrants not exercised by the selling stockholders on a cashless exercise basis. We will bear all fees and expenses incident to our obligation to register the shares of Common Stock.The selling stockholders may sell all or a portion of the shares of Common Stock held by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If the shares of Common Stock are sold through underwriters or broker-dealers, the selling stockholders will be responsible for underwriting discounts or commissions or agentâ€™s commissions. The shares of Common Stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions, pursuant to one or more of the following methods:â—on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;â—in the over-the-counter market;â—in transactions otherwise than on these exchanges or systems or in the over-the-counter market;â—through the writing or settlement of options, whether such options are listed on an options exchange or otherwise;â—ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;â—block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;â—purchases by a broker-dealer as principal and resale by the broker-dealer for its account;â—an exchange distribution in accordance with the rules of the applicable exchange;â—privately negotiated transactions;â—short sales made after the date this registration statement is declared effective by the SEC;â—broker-dealers may agree with a selling security holder to sell a specified number of such shares at a stipulated price per share;â—a combination of any such methods of sale; andâ—any other method permitted pursuant to applicable law.The selling stockholders may also sell shares of Common Stock underÂ Rule 144Â promulgated under theÂ Securities Act of 1933, as amended, if available, rather than under this prospectus. In addition, the selling stockholders may transfer the shares of Common Stock by other means not described in this prospectus. If the selling stockholders effect such transactions by selling shares of Common Stock to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling stockholders or commissions from purchasers of the shares of Common Stock for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of the shares of Common Stock or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the shares of Common Stock in the course of hedging in positions they assume. The selling stockholders may also sell shares of Common Stock short and deliver shares of Common Stock covered by this prospectus to close out short positions and to return borrowed shares in connection with such short sales. The selling stockholders may also loan or pledge shares of Common Stock to broker-dealers that in turn may sell such shares.187 Table of ContentsThe selling stockholders may pledge or grant a security interest in some or all of the Convertible Note shares of Common Stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of Common Stock from time to time pursuant to this prospectus or any amendment to this prospectus underÂ Rule 424(b)(3) or other applicable provision of theÂ Securities ActÂ amending, if necessary, the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer and donate the shares of Common Stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.To the extent required by theÂ Securities ActÂ and the rules and regulations thereunder, the selling stockholders and any broker-dealer participating in the distribution of the shares of Common Stock may be deemed to be â€œunderwritersâ€ within the meaning of theÂ Securities Act, and any commission paid, or any discounts or concessions allowed to, any such broker-dealer may be deemed to be underwriting commissions or discounts under theÂ Securities Act. At the time a particular offering of the shares of Common Stock is made, a prospectus supplement, if required, will be distributed, which will set forth the aggregate amount of shares of Common Stock being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling stockholders and any discounts, commissions or concessions allowed or re-allowed or paid to broker-dealers.Under the securities laws of some states, the shares of Common Stock may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the shares of Common Stock may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.There can be no assurance that any selling stockholder will sell any or all of the shares of Common Stock registered pursuant to the registration statement, of which this prospectus forms a part.The selling stockholders and any other person participating in such distribution will be subject to applicable provisions of theÂ Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, including, without limitation, to the extent applicable,Â Regulation MÂ of theÂ Exchange Act, which may limit the timing of purchases and sales of any of the shares of Common Stock by the selling stockholders and any other participating person. To the extent applicable,Â Regulation MÂ may also restrict the ability of any person engaged in the distribution of the shares of Common Stock to engage in market-making activities with respect to the shares of Common Stock. All of the foregoing may affect the marketability of the shares of Common Stock and the ability of any person or entity to engage in market-making activities with respect to the shares of Common Stock.We will pay all expenses of the registration of the shares of Common Stock pursuant to the Convert Registration Rights Agreement, including, without limitation, SEC filing fees and expenses of compliance with state securities or â€œblue skyâ€ laws; provided, however, a selling stockholder will pay all underwriting discounts and selling commissions, if any. We will indemnify the selling stockholders against liabilities, including some liabilities under theÂ Securities ActÂ in accordance with the applicable registration rights agreements or the selling stockholders will be entitled to contribution. We may be indemnified by the selling stockholders against civil liabilities, including liabilities under theÂ Securities ActÂ that may arise from any written information furnished to us by the selling stockholder specifically for use in this prospectus, in accordance with the applicable related registration rights agreements or we may be entitled to contribution.Once sold under the registration statement, of which this prospectus forms a part, the shares of Common Stock will be freely tradable in the hands of persons other than our affiliates.â€‹188 Table of ContentsLEGAL MATTERSThe validity of the securities offered hereby will be passed upon for us by Reed Smith LLP.EXPERTSThe financial statements of ARYA Sciences Acquisition Corp IV as of DecemberÂ 31, 2023 and 2022, and for each of the two years in the period ended DecemberÂ 31, 2023, appearing in this prospectus have been audited by WithumSmith+Brown, PC, independent registered public accounting firm, as set forth in their report thereon (which report contains an explanatory paragraph regarding the ability of ARYA to continue as a going concern), appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.The consolidated financial statements of Adagio Medical, Inc. as of December 31, 2023 and 2022, and for each of the two years in the period ended December 31, 2023, appearing in this prospectus have been audited by WithumSmith+Brown, PC, independent registered public accounting firm, as set forth in their report thereon (which report contains an explanatory paragraph regarding the ability of Adagio Medical to continue as a going concern), appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.The financial statements of Adagio Medical Holdings, Inc. (formerly known as Aja HoldCo, Inc.) as of December 31, 2023 and for the period from December 19, 2023 (inception) to December 31, 2023, appearing in this prospectus have been audited by WithumSmith+Brown, PC, independent registered public accounting firm, as set forth in their report thereon (which report contains an explanatory paragraph regarding the ability of the Company to continue as a going concern), appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.â€‹189 Table of ContentsWHERE YOU CAN FIND MORE INFORMATIONWe have filed with the SEC a registration statement on Form S-1 under the Securities Act, with respect to the securities being offered by this prospectus. This prospectus, which constitutes part of the registration statement, does not contain all of the information in the registration statement and its exhibits. For further information with respect to us and the securities offered by this prospectus, we refer you to the registration statement and its exhibits. Statements contained in this prospectus as to the contents of any contract or any other document referred to are not necessarily complete, and in each instance, we refer you to the copy of the contract or other document filed as an exhibit to the registration statement. Each of these statements is qualified in all respects by this reference. You can read our SEC filings, including the registration statement, over the internet at the SECâ€™s website at www.sec.gov.We are subject to the information reporting requirements of the Exchange Act, and we file reports, proxy statements and other information with the SEC. These reports, proxy statements and other information will be available for review at the SECâ€™s website at www.sec.gov. We also maintain a website at https://us.adagiomedical.com/, at which you may access these materials free of charge as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The information contained in, or that can be accessed through, our website is not part of this prospectus.â€‹190 Table of ContentsINDEX TO FINANCIAL STATEMENTSARYA SCIENCES ACQUISITION CORP IVâ€‹Â Â Â Â PageUnaudited Financial Statements of ARYA Sciences Acquisition Corp IV:â€‹Consolidated Condensed Balance Sheets as of June 30, 2024 (Unaudited) and December 31, 2023â€‹F-3Unaudited Consolidated Condensed Statements of Operations for the Six Months Ended June 30, 2024 and 2023â€‹F-4Unaudited Consolidated Condensed Statements of Changes in Shareholdersâ€™ Deficit for the Six Months Ended June 30, 2024 and 2023â€‹F-5Unaudited Consolidated Condensed Statements of Cash Flows for the Six Months Ended June 30, 2024 and 2023â€‹F-6Notes to Unaudited Consolidated Condensed Financial Statementsâ€‹F-7â€‹â€‹Audited Financial Statements of ARYA Sciences Acquisition Corp IV:Â Â Â Â â€‹Report of Independent Registered Public Accounting Firmâ€‹F-29Balance Sheets as of December 31, 2023 and 2022â€‹F-30Statements of Operations for the years ended December 31, 2023 and 2022â€‹F-31Statements of Changes in Shareholdersâ€™ Deficit for the years ended December 31, 2023 and 2022â€‹F-32Statements of Cash Flows for the years ended December 31, 2023 and 2022â€‹F-33Notes to Financial Statementsâ€‹F-34â€‹ADAGIO MEDICAL, INC.â€‹â€‹â€‹Unaudited Financial Statements of Adagio Medical, Inc.:Â Â Â Â â€‹Condensed Consolidated Balance Sheets as of June 30, 2024 (Unaudited) and December 31, 2023 (As Restated)â€‹F-52Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss for the Six Months Ended June 30, 2024 and 2023 (As Restated)â€‹F-53Unaudited Condensed Consolidated Statements of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the Six Months Ended June 30, 2024 and 2023 (As Restated)â€‹F-54Unaudited Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2024 and 2023 (As Restated)â€‹F-55Notes to Unaudited Condensed Consolidated Financial Statementsâ€‹F-56Audited Financial Statements of Adagio Medical, Inc.:â€‹â€‹Report of Independent Registered Public Accounting Firmâ€‹F-86Consolidated Balance Sheets as of December 31, 2023 (As Restated) and 2022â€‹F-88Consolidated Statements of Operations and Comprehensive Loss for the years ended December 31, 2023 (As Restated) and 2022â€‹F-89Consolidated Statements of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the years ended December 31, 2023 (As Restated) and 2022â€‹F-90Consolidated Statements of Cash Flows for the years ended December 31, 2023 (As Restated) and 2022â€‹F-91Notes to Consolidated Financial Statementsâ€‹F-92â€‹F-1 Table of ContentsADAGIO MEDICAL HOLDINGS, INC.(known as Aja Holdco, Inc. during the periods reported)â€‹â€‹â€‹Â Â Â Â PageCondensed Consolidated Financial Statements of Adagio Medical Holdings Inc.â€‹â€‹Condensed Consolidated Balance Sheets as of September 30, 2024 (Successor) (Unaudited) and December 31, 2023 (Predecessor) â€‹F-119Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), and July 31, 2024 to September 30, 2024 (Successor), and for the three and nine months ended September 30, 2023 (Predecessor)â€‹F-120Unaudited Condensed Consolidated Statements of Convertible Preferred Stock and Stockholdersâ€™ Equity (Deficit) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), and July 31, 2024 to September 30, 2024 (Successor), and for the three and nine months ended September 30, 2023 (Predecessor) â€‹F-121Unaudited Condensed Consolidated Statements of Cash Flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), and for the nine months ended September 30, 2023 (Predecessor) â€‹F-123 Notes to Condensed Consolidated Financial Statements (Unaudited)â€‹F-124â€‹â€‹Audited Financial Statements of Aja HoldCo, Inc.Â Â Â Â â€‹Report of Independent Registered Public Accounting Firmâ€‹F-162Balance Sheet as of December 31, 2023â€‹F-163Statement of Operations for the period December 19, 2023 (Inception) to December 31, 2023â€‹F-164Statement of Changes in Stockholderâ€™s Deficit for the period December 19, 2023 (Inception) to December 31, 2023â€‹F-165Statement of Cash Flows for the period December 19, 2023 (Inception) to December 31, 2023â€‹F-166Notes to Financial Statementsâ€‹F-167â€‹â€‹â€‹F-2 Table of ContentsARYA SCIENCES ACQUISITION CORP IVCONSOLIDATED CONDENSEDÂ BALANCE SHEETSâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30,Â Â Â Â DecemberÂ 31,â€‹â€‹2024â€‹2023â€‹Â (Unaudited)Â â€‹Â Â Assetsâ€‹â€‹â€‹â€‹â€‹â€‹Current

assets:Â â€‹Â Â Â â€‹Â Â Cashâ€‹$ 26,058â€‹$ 20,191Prepaid expensesâ€‹Â 28,463â€‹Â 56,547Total current assetsâ€‹Â 54,521â€‹Â 76,738Cash held in Trust Accountâ€‹Â 37,938,923â€‹Â 40,575,949Total Assetsâ€‹$ 37,993,444â€‹$ 40,652,687â€‹â€‹â€‹â€‹â€‹â€‹â€‹Liabilities and Shareholdersâ€™ Deficitâ€‹Â Â Â â€‹Â Â Â Current liabilities:â€‹Â Â Â â€‹Â Â Â Accounts payableâ€‹$ 156,536â€‹$ 130,524Accrued expensesâ€‹Â 6,569,307â€‹Â 9,837,703Due to related partyâ€‹Â â€•â€‹Â 210,000Convertible promissory note - related partyâ€‹Â 3,616,000â€‹Â 2,175,000Total current liabilitiesâ€‹Â 10,341,843â€‹Â 12,353,227Deferred underwriting commissionsâ€‹Â 2,616,250â€‹Â 2,616,250Total liabilitiesâ€‹Â 12,958,093â€‹Â 14,969,477â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Commitments and Contingenciesâ€‹Â Â Â â€‹Â Â Â Class A ordinary shares, $0.0001 par value; 3,300,016 and 3,690,831 shares subject to possible redemption at approximately $11.47 and $10.97 per share as of June 30, 2024 and December 31, 2023, respectivelyâ€‹Â 37,838,923â€‹Â 40,475,949Shareholdersâ€™ Deficit:â€‹Â Â Â â€‹Â Â Â Preference shares, $0.0001 par valueÍ¾ 1,000,000 shares authorizedÍ¾ none issued or outstanding as of June 30, 2024 and December 31, 2023â€‹Â â€”â€‹Â â€”Class A ordinary shares, $0.0001 par value; 479,000,000 shares authorized; 499,000 shares issued and outstanding (excluding 3,300,016 and 3,690,831 shares subject to possible redemption) as of June 30, 2024 and December 31, 2023, respectivelyâ€‹Â 50â€‹Â 50Class B ordinary shares, $0.0001 par value; 20,000,000 shares authorized; 3,737,500 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectivelyâ€‹Â 374â€‹Â 374Additional paid-in capitalâ€‹Â 412,421â€‹Â â€”Accumulated deficitâ€‹Â (13,216,419)â€‹Â (14,793,163)Total shareholdersâ€™ deficitâ€‹Â (12,803,574)â€‹Â (14,792,739)Total Liabilities and Shareholdersâ€™ Deficitâ€‹$ 37,993,444â€‹$ 40,652,687â€‹The accompanying notes are an integral part of these unaudited consolidated condensed financial statements.â€‹F-3 Table of ContentsARYA SCIENCES ACQUISITION CORP IVUNAUDITEDâ CONSOLIDATED CONDENSEDâ STATEMENTS OFâ OPERATIONSâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â

event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00Â per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Companyâ€™s independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i)Â $10.00Â per Public Share and (ii)Â the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00Â per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Companyâ€™s tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Companyâ€™s indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the â€œSecurities Actâ€).Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Companyâ€™s independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsorâ€™s only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Companyâ€™s officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.On FebruaryÂ 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the â€œTermination Dateâ€) by which the Company has to consummate a Business Combination from MarchÂ 2, 2023 (the â€œOriginal Termination Dateâ€) to JuneÂ 2, 2023 (the â€œPrevious Articles Extension Dateâ€) and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on aÂ monthly basis for up toÂ nineÂ times by an additionalÂ oneÂ monthÂ each time after the Previous Articles Extension Date, by resolution of the Companyâ€™s board of directors, if requested by the Sponsor, and uponÂ fiveÂ daysâ€™ advance notice prior to the applicable Termination Date, until MarchÂ 2, 2024 or a total of up toÂ thirty-sixÂ months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (the â€œFirst Extension Amendment Proposalâ€). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000Â in exchange for the Second Convertible Promissory NoteÂ (as defined below). In connection with any subsequent optionalÂ monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000Â perÂ month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on FebruaryÂ 28, 2023.The Company approvedÂ one-monthÂ extensions on JuneÂ 2, 2023, JulyÂ 2, 2023, AugustÂ 2, 2023, SeptemberÂ 2, 2023, OctoberÂ 2, 2023, NovemberÂ 2, 2023, DecemberÂ 2, 2023, JanuaryÂ 2, 2024 and FebruaryÂ 2, 2024. In connection with the extensions on JuneÂ 2, 2023, JulyÂ 2, 2023, AugustÂ 2, 2023, and SeptemberÂ 2, 2023, the Company drew an aggregate amount of $560,000Â from the Second F-9 Table of ContentsConvertible Promissory NoteÂ in the principal amount of up to $1,680,000. In connection with the extensions on OctoberÂ 2, 2023, NovemberÂ 2, 2023 and DecemberÂ 2, 2023, JanuaryÂ 2, 2024 and FebruaryÂ 2, 2024, the Company drew an aggregate amount of $900,000Â from the ThirdÂ Promissory NoteÂ (as defined below). The Company also drew additional funds under the Second Convertible Promissory NoteÂ and the Third Promissory NoteÂ in view of funding the Companyâ€™s ongoing working capital (for more information see NoteÂ 4).As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the First Extension Amendment Proposal. On FebruaryÂ 28, 2023, the First Extension Amendment Proposal was adopted andÂ 11,259,169Â Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the First Extension Amendment Proposal, the Company hasÂ 4,189,831Â ClassÂ A ordinary shares, includingÂ 3,690,831Â Public Shares andÂ 499,000Â Private Placement Shares, andÂ 3,737,500Â ClassÂ B ordinary shares issued and outstanding. See below for more information on additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following MarchÂ 2, 2024.On FebruaryÂ 27, 2024, the Company held an extraordinary general meeting of shareholders to approve an amendment to the Companyâ€™s Amended and Restated Memorandum and Articles of Association to extend the Termination Date by which the Company has to consummate a Business Combination from MarchÂ 2, 2024 (the â€œPrevious Termination Dateâ€) to AprilÂ 2, 2024 (the â€œArticles Extension Dateâ€) and to allow the Company without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on aÂ monthly basis up toÂ elevenÂ times by an additionalÂ oneÂ monthÂ each time after the Articles Extension Date, by resolution of the Companyâ€™s board of directors, if requested by the Sponsor, and uponÂ fiveÂ daysâ€™ advance notice prior to the applicable Termination Date, until MarchÂ 2, 2025, or a total of up toÂ twelveÂ monthsÂ after the Previous Termination Date, unless the closing of a Business Combination shall have occurred prior thereto (the â€œSecond Extension Amendment Proposalâ€). The Sponsor agreed that if the Second Extension Amendment Proposal (as defined below) was approved, it or one or more of its affiliates, members or third-party designees (the â€œLenderâ€) will contribute to the Company as a loan $111,000Â to be deposited into the Trust Account. In addition, in the event the Company does not consummate a Business Combination by the Articles Extension Date, the Lender will contribute to the Company as a loan for an aggregate deposit of up to $1,221,000Â in eleven equal installments to be deposited into the Trust Account for each of the eleven one-month optional extensions following the Articles Extension Date. On FebruaryÂ 9, 2024, the Company drew on the unsecured convertible promissory note, dated FebruaryÂ 8, 2024, by and between the Company and the Sponsor (the â€œFourth Convertible Promissory Noteâ€) in order to fund the $111,000Â monthly deposits into the Trust Account and the Sponsor has the option to convert any amounts outstanding under the Fourth Convertible Promissory NoteÂ into ClassÂ A ordinary shares, at a conversion price equal to $10.00Â per share, in connection with a Business Combination.On FebruaryÂ 27, 2024, the Second Extension Amendment Proposal was adopted andÂ 390,815Â Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company hadÂ 3,799,016Â ClassÂ A ordinary shares, including 3,300,016 Public Shares andÂ 499,000Â private placement shares, andÂ 3,737,500Â ClassÂ B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders representedÂ 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares). For more information on the extensions that were approved to extend the Business Combination Period beyond AprilÂ 2, 2024, see NoteÂ 9.On February 26, 2024, the Company received a notice from the staff of the Listing Qualifications Department (the â€œListing Departmentâ€) of The Nasdaq Stock Market LLC (â€œNasdaqâ€) indicating that, unless the Company timely requested a hearing (the â€œHearingâ€) before the Nasdaq Hearings Panel (the â€œPanelâ€), trading of the Companyâ€™s securities on The Nasdaq Capital Market would be suspended at the opening of business on March 6, 2024, due to the Companyâ€™s noncompliance with Nasdaq IM-5101-2, which requires that a special purpose acquisition company complete one or more business combinations within 36 months of the effectiveness of its Initial Public Offering registration statement. The Company timely requested the Hearing before the Panel to request sufficient time to complete the Companyâ€™s previously disclosed Proposed Adagio Business Combination. Subsequently, on March 26, 2024, the Company received an additional and separate notice from the staff of the Listing Department of Nasdaq formally notifying the Company that the deficiency under Nasdaq Listing Rule 5620(a) requiring the Company to hold an annual meeting of shareholders within twelve months of its fiscal year ended December 21, 2022, serves as an additional and separate basis for delisting. The Panel considered both matters at the hearing that was held on April 25, 2024. On May 13, 2024, the Panel issued written notice of its decision to grant the Companyâ€™s request for an exception to its listing deficiencies until August 23, 2024 in light of the progress the Company has made toward closing the Proposed Adagio Business Combination. The Panel advised the Company that August 23, 2024 represents the full extent of the Panelâ€™s discretion to grant continued listing while the Company is non-compliant with the Nasdaqâ€™s Listing Rules. There can be no assurance that the Company will be able to satisfy Nasdaqâ€™s continued listing requirements, F-10 Table of Contentsobtain a favorable determination of the Panel on the Companyâ€™s ability to remain listed on The Nasdaq Capital Market and maintain compliance with other Nasdaq listing requirements prior to or following the consummation of a Business Combination.On April 2, 2024, the Company approved the first one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to May 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account.On May 2, 2024, the Company approved the second one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to June 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account. The Company also drew $74,000 under the Fourth Convertible Promissory Note for general working capital purposes.On June 2, 2024, the Company approved the third one-month extension of the time period during which it may consummate an initial business combination (such time period, the â€œBusiness Combination Periodâ€). In connection with this extension of the Business Combination Period to July 2, 2024 (the â€œExtensionâ€), the Company drew an aggregate of $111,000 (the â€œExtension Fundsâ€) from the unsecured promissory note in the principal amount of up to $1,000,000 (the â€œFourth Convertible Promissory Noteâ€), dated February 8, 2024, by and between the Company and ARYA Sciences Holdings IV (the â€œSponsorâ€). As provided for in the Companyâ€™s amended and restated memorandum and articles of association (as amended, the â€œA&R Memorandum and Articles of Associationâ€), the Company will deposit the Extension Funds into the trust account that was established by the Company in connection with its initial public offering (the â€œTrust Accountâ€). The Company also drew $53,000 under the Fourth Convertible Promissory Note and $11,000 from the unsecured promissory note in the principal amount of $1,680,000, dated February 8, 2023, by and between the Company and the Sponsor for general working capital purposes (as amended on February 14, 2024, the â€œSecond Convertible Promissory Noteâ€).On June 28, 2024,the Company issued an unsecured convertible promissory note (the â€œFifth Convertible Promissory Noteâ€) to the Sponsor, pursuant to which the Company may borrow $150,000 (the â€œWorking Capital Loanâ€) from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Companyâ€™s trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Companyâ€™s amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsorâ€™s discretion, be converted into the Companyâ€™s Class A ordinary shares, par value $0.0001 per share (the â€œWorking Capital Sharesâ€), at a conversion price equal to $10.00 per Working Capital Share.Going ConcernAs ofÂ JuneÂ 30, 2024, the Company had $26,058Â in its operating bank account and a working capital deficit of $10,287,324.As of June 30, 2024, there was $120,000Â of borrowings outstanding under the First Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $1,585,000Â was drawn under the Second Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $900,000Â and $470,000,Â was drawn under the Third Promissory Note, respectively. As of June 30, 2024 and December 31, 2023, $540,000 and $0, was drawn under the Fourth Convertible Promissory Note, respectively.On July 31, 2024, the Company announced the closing of its previously announced Business Combination with Adagio Medical Inc. and Aja HoldCo Inc. (â€œListCoâ€) (the â€œClosingâ€) (see Note 5). As of July 31, 2024, substantial doubt about the Companyâ€™s ability to continue as a going concern was alleviated due to the closing of a business combination.Risks and UncertaintiesResults of operations and the Companyâ€™s ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Companyâ€™s business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the UkraineÂ or the conflict in Israel and Palestine.Â The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Companyâ€™s business and its ability to complete an initial Business Combination.F-11 Table of ContentsNoteÂ 2Â â€” Summary of Significant Accounting PoliciesBasis of PresentationThe accompanying unaudited consolidated condensed financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for financial information and pursuant to the rulesÂ and regulations of the SEC. Accordingly, certain disclosures included in the annual financial statements have been consolidated condensed or omitted from these unaudited consolidated condensed financial statements as they are not required for interim financial statements. In the opinion of management, the unaudited consolidated condensed financial statements reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the balances and results for the periods presented. Operating results for the threeÂ and six months ended JuneÂ 30, 2024 are not necessarily indicative of the results that may be expected through DecemberÂ 31, 2024 or any future periods.The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on FormÂ 10-K filed by the Company with the SEC on MarchÂ 29, 2024.Principles of ConsolidationThe accompanying unaudited consolidated condensed financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.Emerging Growth CompanyThe Company is an â€œemerging growth company,â€ as defined in SectionÂ 2(a)Â of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the â€œJOBS Actâ€), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of SectionÂ 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.Further, SectionÂ 102(b)(1)Â of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Companyâ€™s unaudited consolidated condensed financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.Concentration of Cash BalancesThe Company has significant cash balances at financial institutions which throughout theÂ year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Companyâ€™s financial condition, results of operations, and cash flows.Cash and Cash EquivalentsThe Company considers all short-term investments with an original maturity of threeÂ months or less when purchased to be cash equivalents. The Company hadÂ noÂ cash equivalents as ofÂ JuneÂ 30, 2024 and DecemberÂ 31, 2023.F-12 Table of ContentsUse of EstimatesThe preparation of unaudited consolidated condensed financial statements in conformity with U.S. GAAP requires the Companyâ€™s management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from those estimates.Trust AccountInitially, the Companyâ€™s portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in SectionÂ 2(a)(16) of the Investment Company Act, with a maturity of 185Â days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair

value, or a combination thereof. When the Companyâ€™s investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Companyâ€™s investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying consolidated condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental Stock TransferÂ & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see NoteÂ 1).Financial InstrumentsThe fair value of the Companyâ€™s assets and liabilities, which qualify as financial instruments under the FASB ASC TopicÂ 820, â€œFair Value Measurements and Disclosures,â€ approximates the carrying amounts represented in the balance sheets.Fair Value MeasurementsFair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (LevelÂ 1 measurements) and the lowest priority to unobservable inputs (LevelÂ 3 measurements). These tiers include:â—Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;â—Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; andâ—Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. The fair value of investments held in Trust Account was determined using quoted prices in active markets.F-13 Table of ContentsOffering Costs Associated with the Initial Public OfferingOffering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to ClassÂ A ordinary shares subject to redemptionÂ upon the completion of the Initial Public Offering.Â Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the ClassÂ A ordinary shares issued were charged against the carrying value of the ClassÂ A ordinary shares subject to possible redemption uponÂ the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.ClassÂ A Ordinary Shares Subject to Possible RedemptionThe Company accounts for its ClassÂ A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. ClassÂ A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable ClassÂ A ordinary shares (including ClassÂ A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Companyâ€™s control) are classified as temporary equity. At all other times, ClassÂ A ordinary shares are classified as shareholdersâ€™ deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Companyâ€™s control and subject to the occurrence of uncertain future events. Accordingly, as of JuneÂ 30, 2024 and DecemberÂ 31, 2023,Â 3,300,016Â andÂ 3,690,831Â ClassÂ A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholdersâ€™ deficit section of the Companyâ€™s balance sheets.Income TaxesFASB ASC Topic 740, â€œIncome Taxesâ€ prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There wereÂ noÂ unrecognized tax benefits as of JuneÂ 30, 2024 and DecemberÂ 31, 2023. The Companyâ€™s management determined that the Cayman Islands is the Companyâ€™s only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, there wereÂ noÂ unrecognized tax benefits andÂ noÂ amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islandsâ€™ income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Companyâ€™s unaudited consolidated condensed financial statements. The Companyâ€™s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelveÂ months.F-14 Table of ContentsNet Income Per Ordinary ShareThe Company has two classes of shares: ClassÂ A ordinary shares and ClassÂ B ordinary shares. Income and losses are shared pro rata between the two classes of shares.Â Net income per ordinary share is computed by dividing net incomeÂ by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the ClassÂ A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):â€‹â€‹â€‹

purposes. As of JuneÂ 30, 2024, $900,000Â was drawn under the ThirdÂ Promissory Note.On FebruaryÂ 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the â€œFourthÂ Convertible Promissory Noteâ€), pursuant to which the Company may borrow $1,000,000Â from the Sponsor for general corporate purposes and to fund theÂ monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the â€œFourthÂ Working Capital Loanâ€) in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Convertible Promissory NoteÂ will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Convertible Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Convertible Promissory NoteÂ will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by SectionÂ 4(a)(2)Â of the Securities Act. As of JuneÂ 30, 2024, $540,000Â was drawn under the Fourth Convertible Promissory Note.F-17 Table of ContentsOn FebruaryÂ 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000Â of the amounts loaned under the Second Convertible Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination. On FebruaryÂ 13, 2024, the Company and the Sponsor also amended and restated the Third Promissory NoteÂ to provide that the total principal amount loaned under the Second Convertible Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination.On June 28, 2024,the Company issued an unsecured convertible promissory note (the â€œFifth Convertible Promissory Noteâ€) to the Sponsor, pursuant to which the Company may borrow $150,000 (the â€œWorking Capital Loanâ€) from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Companyâ€™s trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Companyâ€™s amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsorâ€™s discretion, be converted into the Companyâ€™s Class A ordinary shares, par value $0.0001 per share (the â€œWorking Capital Sharesâ€), at a conversion price equal to $10.00 per Working Capital Share.Upon the closing of the Business Combination on July 31, 2024 (see Note 5), all issued and outstanding First, Second, Third, Fourth and Fifth Convertible Promissory notes (discussed above and collectively referred to as the â€œConvertible Notesâ€), including any accrued and unpaid interest thereon, were fully converted into shares of New Adagio common stock and, or, Warrants in accordance with the terms of each Convertible Note, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements.Administrative Support AgreementCommencing on the date that the Companyâ€™s registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Companyâ€™s liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000Â perÂ month. The Company incurred approximately $0Â and $30,000Â in general and administrative expenses in the accompanying unaudited condensed statements of operations for the threeÂ months endedÂ JuneÂ 30, 2024 and 2023, respectively. The Company incurred approximately $30,000 and $60,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the six months ended June 30, 2024 and 2023, respectively. As ofÂ JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Company had $0Â and $210,000, respectively, included in due toÂ related partyÂ on the condensed balance sheets.NoteÂ 5Â â€” Commitments and ContingenciesRegistration RightsThe holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up toÂ threeÂ demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain â€œpiggybackâ€ registration rights with respect to registration statements filed subsequent to the Companyâ€™s completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i)Â in the case of the Founder Shares, in accordance with the Letter Agreement, the Companyâ€™s initial shareholders entered into and (ii)Â in the case of the Private Placement Shares, 30Â daysÂ after the completion of the Companyâ€™s Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. See below for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination.Underwriting AgreementThe Company granted the underwriters aÂ 45-day option from the final prospectus relating to the Initial Public Offering to purchase up toÂ 1,950,000Â additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On MarchÂ 2, 2021, the underwriters fully exercised the over-allotment option.F-18 Table of ContentsThe underwriters were paid an underwriting discount of $0.20Â per Public Share, or approximately $3.0Â million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35Â per Public Share, or approximately $5.2Â million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.On AugustÂ 8, 2022, the Company received the Waiver from one of the underwriters. In connection with the Waiver, the underwriter also agreed that (i)Â the Waiver is not intended to allocate itsÂ 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii)Â the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During the period endedÂ SeptemberÂ 30, 2023, the Company derecognizedÂ approximately $2.6Â millionÂ of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of ClassÂ A ordinary shares subject to redemption.Upon the closing of the Business Combination on July 31, 2024, as discussed below, the Company was granted the option to issue shares in lieu of a cash payment for transaction expenses and deferred fees incurred by its underwriter, within 60 days of the closing, as of the filing, the Company has not effectuated this option. At Closing the Company incurred an additional transaction closing fee of $1,268,875. The Companyâ€™s total costs due to the underwriter was $3,885,125 at closing.Business Combination AgreementOn FebruaryÂ 13, 2024, the Company, ListCo, Aja Merger Sub 1, a Cayman Islands exempted company (â€œARYAÂ Merger Subâ€), Aja Merger Sub 2,Â Inc., a Delaware corporation (â€œAdagio Merger Subâ€), and Adagio Medical,Â Inc. (â€œAdagioâ€) entered into a business combination agreement (the â€œBusiness Combination Agreementâ€), in connection with a proposed business combination (the â€œProposed Adagio Business Combinationâ€), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the â€œClosingâ€) is subject to certain customary conditions and risks.The Business Combination Agreement provides, among other things, for the consummation of the following transactions:1.ARYA Merger Sub will merge with and into the Company (the â€œARYA Mergerâ€) and Adagio Merger Sub will merge with and into Adagio (the â€œAdagio Mergerâ€ and, together with the ARYA Merger, the â€œMergersâ€), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;2.(i) each issued and outstanding Class A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement (â€œNew Adagioâ€) (the â€œNew Adagio Common Stockâ€) and (ii) each issued and outstanding Class B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the â€œShare Trigger Price Vestingâ€);3.(i) each warrant of Adagio will be either (x) terminated, or (y) â€œnetâ€ exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio (â€œAdagio Common Stockâ€); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated AprilÂ 4, 2023 and NovemberÂ 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the â€œ2023 Bridge Financing Notesâ€) and the 2024 Bridge Financing NotesÂ (as defined below)) (the â€œAdagio Convertible Notesâ€), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible NotesÂ and such Adagio Convertible NotesÂ will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the â€œAdagio Convertible NotesÂ Conversionâ€); (iii)Â each share of preferred stock, par value $0.001Â per share, of Adagio (the â€œAdagio Preferred Stockâ€) that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv)Â all issued and outstanding shares of Adagio Common Stock F-19 Table of Contents(other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v)Â each issued, outstanding and unexercised option to purchase Adagio Common Stock (â€œAdagio Optionâ€) that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an â€œIn-the-Money Adagio Optionâ€) will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.Amendment to the Business Combination AgreementOn June 25, 2024, the Company and Adagio entered into a Consent and Amendment No. 1 to the Business Combination Agreement (the â€œAmendment No. 1â€), pursuant to which, among other things: (i) the Company consented to Adagio entering an exchange agreement (the â€œExchange Agreementâ€) and the transactions contemplated thereunder with RA Capital Healthcare Fund, L.P., a Delaware limited partnership (â€œRA Capitalâ€), pursuant to which, RA Capital would exchange a certain number of its existing Company Series E Preferred Shares (as defined in the Business Combination Agreement) for pre-funded warrants (each, a â€œPre-Funded Warrant for Series E Preferred Sharesâ€) to purchase Company Series E Preferred Shares, with each Pre-Funded Warrant for Series E Preferred Shares issued and outstanding as of immediately prior to the Company Merger Effective Time (as defined in the Business Combination Agreement) being automatically canceled and extinguished and converted into the right to receive a number of HoldCo Shares (as defined in the Business Combination Agreement) equal to the Exchange Ratio (as defined in the Business Combination Agreement); (ii) the definition of the term â€œFully Diluted HoldCo Closing Capitalizationâ€ as provided in the Business Combination Agreement was expanded to include the number of pre-funded warrants outstanding immediately after the Company Merger Effective Time that each represented the right to purchase HoldCo Shares; (iii) (a) the aggregate share reserve under the Key Employee Incentive Plan (as defined in the Business Combination Agreement) should be up to the Key Employee Incentive Plan Maximum Amount, which was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) fifteen percent (15)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool, which was the aggregate number of HoldCo Shares equal to (x) the Aggregate HoldCo Share Reserve (as defined hereunder) minus (y) the Fully Diluted HoldCo Closing Capitalization, and (b) the aggregate share reserve under the HoldCo Incentive Equity Plan (as defined in the Business Combination Agreement) should be equal to the Incentive Equity Plan Maximum Amount plus an increase as provided in the Business Combination Agreement, which Incentive Equity Plan Maximum Amount was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) twenty percent (20)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool; and (iv) following the Closing, ListCoâ€™s name would be changed to â€œAdagio Medical Holdings, Inc.â€ (or such other name mutually agreed to by ARYA and Adagio). As defined in the Amendment No. 1, â€œAggregate HoldCo Share Reserveâ€ meant the aggregate number of HoldCo Shares equal to the quotient obtained by dividing (i) the Fully Diluted HoldCo Closing Capitalization by (ii) sixty-five percent (65)%.F-20 Table of ContentsSponsor Letter AgreementConcurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of ClassÂ B ordinary shares (the â€œOther ClassÂ B Shareholdersâ€ and with the Sponsor, the â€œClassÂ B Shareholdersâ€), including the Companyâ€™s directors and officers (together with the ClassÂ B Shareholders, the â€œInsidersâ€), ListCo and Adagio entered into a letter agreement (the â€œSponsor Letter Agreementâ€), pursuant to which, among other things, (i)Â each ClassÂ B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Companyâ€™s shareholders, including approval of the Business Combination Agreement and the transactions contemplated thereby, (ii)Â each ClassÂ B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the ClassÂ B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii)Â each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the Letter Agreement between the Company, the Sponsor and the other parties thereto, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below), (iv)Â each ClassÂ B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v)Â the Sponsor agreed thatÂ 1,147,500Â shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi)Â the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no considerationÂ 1,000,000Â ClassÂ B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor, as incentive shares.Adagio Stockholder Transaction Support AgreementsPursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the â€œAdagio Transaction Support Agreementsâ€) with the Company and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i)Â vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii)Â be bound by certain other covenants and agreements related to the Proposed Adagio Business Combination.PIPE Financing (Private Placement)In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the â€œSubscription Agreementsâ€) with the Perceptive PIPE Investor and certain other investors (the â€œOther PIPE Investors,â€ and, together with the Perceptive PIPE Investor, the â€œPIPE Investorsâ€), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i)Â commitments by certain investors to subscribe for and purchase ClassÂ A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the â€œClosing Dateâ€), (ii)Â non-redemption commitments by certain investors that are shareholders of the Company, (iii)Â agreements to subscribe for and purchase shares of New Adagio Common Stock, (iv)Â the contribution of $23,000,000Â of 2023 Bridge Financing NotesÂ to ListCo pursuant to the terms of the Subscription Agreement executed by the Perceptive PIPE Investor, and (v)Â an additional cash investment by the Perceptive PIPE Investor of approximately $8.1Â million (which amount may be reduced by up to approximately $1,070,575Â subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the â€œPIPE Financingâ€). In connection with the PIPE Financing, the PIPE Investors will also subscribe for (i)Â warrants to purchase shares of New Adagio Common Stock at $10.00Â per share, subject to adjustment (the â€œBase Warrantsâ€) or (ii)Â a combination of Base Warrants and pre-funded warrants, each exercisable forÂ oneÂ share of New Adagio Common Stock at $0.01Â per share (the â€œPre-Funded Warrants,â€ and together with the Base Warrants, the â€œPIPE Warrantsâ€). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the ClassÂ A ordinary shares at Closing, the average per share price of the ClassÂ A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing NotesÂ that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing.The Company has concluded that the New Adagio Common Stock and PIPE Warrants to be issued under certain of the Subscription Agreements (the â€œOpen Market Subscription Agreementsâ€)

that include an open market purchase and non-redemption obligation for subscribing investors (the â€œOpen Market Investorsâ€) qualify as equity under ASCÂ 815-40 (â€œDerivatives and Hedgingâ€“Contracts in Entityâ€™s Own Equityâ€); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements (such securities, the â€œOpen Market PIPE Securitiesâ€) by recording an entry F-21 Table of Contentsto additional paid-in capital (APIC) in shareholdersâ€™ equity in its balance sheet. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investorâ€™s commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities set forth on the signature pageÂ of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the ClassÂ A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing.On July 23, 2024, the Perceptive Life Sciences Master Fund, Ltd., a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€) indicated an interest to increase its investment in the PIPE Financing by such amount that is necessary for the minimum unrestricted cash condition of the Contingent Investor to be met. Such additional subscription would be on the same terms as provided in the Subscription Agreement that the Perceptive PIPE Investor executed on February 13, 2024 and amended on June 24, 2024. The Closing occurred on July 31, 2024, New Adagio is required to have approximately $32,129,000 of available unrestricted cash for the Contingent Investor to fund its $7,500,000 commitment under the Convertible Security Subscription Agreement. Assuming that a maximum redemption scenario occurs, that no Additional Financing is raised prior to Closing and that transaction expenses payable at Closing are approximately $14.3 million (current estimate subject to change), the Perceptive PIPE Investor may, pursuant to such indication of interest, increase its new money commitment under the PIPE Financing by approximately $9 million, resulting in the issuance of approximately 1,080,000 additional shares of New Adagio Common Stock at Closing to the Perceptive PIPE Investor. Assuming such issuance of additional shares of New Adagio Common Stock to the Perceptive PIPE Investor in the maximum redemption scenario, the post-Closing ownership of the Perceptive PIPE Investor and the initial shareholders may increase by approximately 2.6%.Convertible Security Financing (Private Placement)In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the â€œConvert Investorsâ€), executed a securities purchase agreement, dated FebruaryÂ 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000Â aggregate principal amount ofÂ 13% senior secured convertible notes (the â€œNew Adagio Convertible Notesâ€), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00Â per share, subject to adjustment (the â€œConversion Sharesâ€), andÂ 1,500,000Â warrants (the â€œConvert Warrantsâ€), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00Â per share, subject to adjustment (the â€œBase Convert Financingâ€). Such $20,000,000Â of financing in the form of NewÂ Adagio Convertible NotesÂ includes the Perceptive Convertible NoteÂ Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing NotesÂ (as defined below) into New Adagio Convertible NotesÂ at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible NotesÂ will have a maturity ofÂ threeÂ years and nineÂ monthsÂ after Closing and interest will be payable in cash or compound as additional principal outstanding. The Perceptive PIPE Investor also purchased a $7,000,000Â convertible promissory note of Adagio (the â€œ2024 Bridge Financing Notesâ€) pursuant to a note purchase agreement, dated FebruaryÂ 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the â€œ2024 Bridge Financing Notes Subscription Agreementâ€). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing NotesÂ and the 2024 Bridge Financing NoteÂ Subscription Agreement, the 2024Â Bridge Financing NotesÂ converted into $7,000,000Â of New Adagio Convertible NotesÂ andÂ 525,000Â Convert Warrants, and the Perceptive PIPE Investor did not subscribe for an additional $5,500,000Â of New Adagio Convertible NotesÂ andÂ 412,500Â Convert Warrants, for a total of $12,500,000Â in aggregate principal amount of New Adagio Convertible NotesÂ andÂ 937,500Â Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase NewÂ Adagio Convertible NotesÂ and Convert Warrants, the â€œPerceptive Convertible NoteÂ Commitment,â€ and the conversion of the 2024 Bridge Financing NoteÂ and purchase of New Adagio Convertible NotesÂ and Convert Warrants pursuant to the Perceptive Convertible NoteÂ Commitment as part of the Base Convert Financing, the â€œConvertible Security Financingâ€). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an â€œAdditional Financingâ€), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor did not request that on the Closing Date the 2024 Bridge Financing NoteÂ is repaid, the Perceptive Convertible NoteÂ Commitment is reduced or a combination of both. The New Adagio Convertible NotesÂ and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible Security Subscription Agreement, the closing of $7,500,000Â of financing by an affiliate of an institutional investor (the â€œContingent Investorâ€), in the Convertible Security Financing is conditioned on New F-22 Table of ContentsAdagioÂ having at least $48Â million (as reduced by $2Â million (prorated for partialÂ months) for each calendarÂ month anniversary from NovemberÂ 30, 2023 until the Closing Date)Â of available unrestricted cash on the Closing Date.Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the â€œSubsidiariesâ€) and the collateral agent (the â€œCollateral Agentâ€) on behalf of the Convert Investors, will enter into a security and pledge agreement (the â€œConvert Security Documentâ€), pursuant to which ListCo and the Subsidiaries will (i)Â pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii)Â pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii)Â grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the â€œConvert Guarantyâ€) to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCoâ€™s obligation to repay the New Adagio Convertible NotesÂ and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible NotesÂ and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.Convert Registration Rights AgreementThe Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible NotesÂ and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the â€œConvert Registration Rights Agreementâ€), pursuant to which ListCo will be required to file a registration statement on FormÂ S-3 or, if not available, FormÂ S-1 (the â€œConvert Registration Statementâ€) with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later thanÂ 45Â days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later thanÂ 15Â days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to oneÂ percent of such Convert Investorâ€™s original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with â€œpiggy-backâ€ registration rights, subject to certain requirements and customary conditions.Investor Rights AgreementConcurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor and the Other ClassÂ B Shareholders, and certain Adagio stockholders entered into an investor rights agreement (the â€œInvestor Rights Agreementâ€) pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other ClassÂ B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i)Â 365Â days following the Closing Date (orÂ sixÂ monthsÂ after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii)Â the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00Â per share for anyÂ 20Â tradingÂ days within anyÂ 30-trading day period commencing at leastÂ 150Â days after the Closing Date.F-23 Table of ContentsPursuant to the terms of the Investor Rights Agreement, ListCo will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45Â days after the Closing, and ListCo is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that ListCo file a registration statement on FormÂ S-3 (or on FormÂ S-1 if FormÂ S-3 is not available) to register the securities of ListCo held by such holders. The Investor Rights Agreement will also provide holders party thereto with â€œpiggy-backâ€ registration rights, subject to certain requirements and customary conditions.The Registration and Shareholder Rights Agreement will be terminatedÂ in connection with the consummation of the Business Combination and replaced by the Investor Rights Agreement.Adoption of Second Extension Amendment ProposalOn FebruaryÂ 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from the Previous Termination Date to the Articles Extension Date and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on aÂ monthly basis for up toÂ elevenÂ times by an additionalÂ oneÂ monthÂ each time after the Articles Extension Date, by resolution of the Companyâ€™s board of directors, if requested by the Sponsor, and uponÂ fiveÂ daysâ€™ advance notice prior to the applicable Termination Date, until MarchÂ 2, 2025 or a total of up toÂ forty-eightÂ months from the closing of the initial public offering, unless the closing of a Business Combination shall have occurred prior thereto (the â€œSecond Extension Amendment Proposalâ€). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000Â and drew down on the Fourth Convertible Promissory NoteÂ to finance this deposit. In connection with any subsequent optionalÂ monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000Â perÂ month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on FebruaryÂ 27, 2024.As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On FebruaryÂ 27, 2024, the Second Extension Amendment Proposal was adopted andÂ 390,815Â Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company hadÂ 3,799,016Â ClassÂ A ordinary shares, includingÂ 3,300,016Â Public Shares andÂ 499,000Â private placement shares, andÂ 3,737,500Â ClassÂ B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders representedÂ 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).Non-Redemption Subscription AgreementsIn connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Non-redemption Subscription Agreements (the â€œNon-redemption Subscription Agreementsâ€) with certain other investors (the â€œNon-Redeeming Subscribed Investorsâ€) pursuant to which the Non-Redeeming Subscribed Investors committed financing valued at approximately $2,000,000, which includes ListCo is seeking commitments from interested investors to purchase in a private placement, contingent upon, and substantially concurrently with the closing of the Transaction, (i) shares (the â€œSharesâ€) of ListCoâ€™s common stock, par value $0.0001 per share (the â€œCommon Stockâ€), (ii) warrants, each representing the right to purchase shares of Common Stock and to be represented by a warrant and (iii) the Investor and its affiliates agree (a) not to sell or transfer any of the Non-Redeeming Subscribed Investorsâ€) the companyâ€™s Shares prior to the closing of the Transaction and (b) not to redeem any Investor Company Shares prior to or in connection with the Transaction. On the Closing Date, Non-Redeeming Subscribed Investors shall deliver evidence reasonably satisfactory to ListCo that Investor continues to hold the Investor Company Shares and has not tendered such shares for redemption.The Company has concluded that the New Adagio Common Stock and Warrants (â€œNon-Redeeming Shares and Warrantsâ€) issued under certain Non-redemption Subscription Agreements qualify as equity under ASC 815-40 (â€œDerivatives and Hedging-Contracts in Entityâ€™s Own Equityâ€). Consequently, the Company will recognize these Non-Redeeming Shares and Warrants by recording an entry to additional paid-in capital (APIC) in shareholdersâ€™ equity in its balance sheet. According to ASC 815-40-30-1, the Non-Redeeming Shares and Warrants will be recorded and measured at fair value, usually represented by the proceeds received for equity-linked F-24 Table of Contentsinstruments. When estimating the fair value of these instruments, the Company follows the guidance in ASC 820, Fair Value Measurement.Regarding the Non-Redeeming Subscribed Investorsâ€™ commitment to irrevocably subscribe and purchase the number of Non-Redeeming Shares and Warrants listed in the Non-redemption Subscription Agreements, the Company agrees to the terms and conditions set forth in the agreements, including not redeeming the Class A ordinary shares purchased in the open market before closing. The Company will record an amount equal to the full fair value of the Non-Redeeming Shares and Warrants to be issued to the Non-Redeeming Subscribed Investor at the closing.Approval of Business Combination AgreementOn July 26, 2024, the Company held an annual general meeting of shareholders (the â€œMeetingâ€) to consider and vote upon the Business Combination Proposal, the ARYA Merger Proposal, the Director Election Proposal and the Adjournment Proposal, each as more fully described in the definitive proxy statement/prospectus that the Company filed with the U.S. Securities and Exchange Commission (the â€œSECâ€) on July 12, 2024 (the â€œProxy Statementâ€). The shareholders of the Company approved the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal. As there were sufficient votes to approve the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal, the Adjournment Proposal was not presented to shareholders.Consummation of Business CombinationOn July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the â€œClosingâ€). In connection with the Closing, ListCo changed its name to â€œAdagio Medical Holdings, Inc.â€ (ListCo following the Closing, â€œNew Adagioâ€). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol â€œADGMâ€ on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio.In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in the Companyâ€™s trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from the Companyâ€™s trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this

method of accounting, ListCo is treated as the â€œaccounting acquirerâ€ and Adagio as the â€œaccounting acquireeâ€ for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.F-25 Table of ContentsNoteÂ 6Â â€” ClassÂ A Ordinary Shares Subject to Possible RedemptionThe Public Shares feature certain redemption rights that are considered to be outside of the Companyâ€™s control and subject to the occurrence of future events. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, there wereÂ 3,300,016Â andÂ 3,690,831Â ClassÂ A ordinary shares subject to possible redemption, respectively.The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in ClassÂ A ordinary shares subject to possible redemption as follows:â€‹â€‹â€‹â€‹Gross proceedsÂ Â Â Â $ 149,500,000Less:â€‹Â Â Â Offering costs allocated to Class A ordinary shares subject to possible redemptionâ€‹Â (8,734,896)Plus:â€‹Â Â Â Accretion on Class A ordinary shares subject to possible redemption amountâ€‹Â 8,147,540Plus:â€‹Â Â Â Waiver of deferred underwriting commissionsâ€‹Â 2,616,250Class A ordinary shares subject to possible redemption at December 31, 2022â€‹Â 151,528,894Less:â€‹Â Â Â Redemption of Class A ordinary sharesâ€‹Â (115,071,882)Plus:â€‹Â Â Â Adjustment for accretion of Class A ordinary shares subject to possible redemptionâ€‹Â 4,018,937Class A ordinary shares subject to possible redemption at December 31, 2023â€‹$ 40,475,949Less:â€‹Â Â Â Redemption of Class A ordinary sharesâ€‹Â (4,358,804)Plus:â€‹Â Â Â Adjustment for accretion of Class A ordinary shares subject to possible redemptionâ€‹Â 902,751Class A ordinary shares subject to possible redemption at March 31, 2024â€‹$ 37,019,896Plus:â€‹â€‹â€‹Adjustment for accretion of Class A ordinary shares subject to possible redemptionâ€‹â€‹ 819,027Class A ordinary shares subject to possible redemption at June 30, 2024â€‹$ 37,838,923â€‹NoteÂ 7Â â€” Shareholdersâ€™ DeficitPreference SharesÂ - The Company is authorized to issueÂ 1,000,000Â preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Companyâ€™s board of directors. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, there wereÂ noÂ preference shares issued or outstanding.ClassÂ A Ordinary SharesÂ - The Company is authorized to issueÂ 479,000,000Â ClassÂ A ordinary shares with a par value of $0.0001 per share. Holders of the Companyâ€™s ClassÂ A ordinary shares are entitled toÂ one vote for each share. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, there wereÂ 3,799,016Â andÂ 4,189,831 ClassÂ A ordinary shares issued and outstanding,Â of whichÂ 3,300,016Â and 3,690,831Â were subject to possible redemption and classified in temporary equity (see NoteÂ 6), respectively.On FebruaryÂ 27, 2024, the Companyâ€™s stockholders redeemedÂ 390,815Â Public Shares for an aggregate amount of approximately $4,358,804.ClassÂ B Ordinary SharesÂ - The Company is authorized to issueÂ 20,000,000Â ClassÂ B ordinary shares with a par value of $0.0001Â per share. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, there wereÂ 3,737,500Â ClassÂ B ordinary shares issued and outstanding (see NoteÂ 4).Ordinary shareholders of record are entitled toÂ one voteÂ for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of ClassÂ A ordinary shares and holders of ClassÂ B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law.The ClassÂ B ordinary shares will automatically convert into ClassÂ A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of ClassÂ A ordinary shares issuable upon conversion F-26 Table of Contentsof all Founder Shares will equal, in the aggregate, on an as-converted basis,Â 20% of the sum of (i)Â the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii)Â the sum of the total number of ClassÂ A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any ClassÂ A ordinary shares or equity-linked securities exercisable for or convertible into ClassÂ A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Companyâ€™s management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the ClassÂ B ordinary shares convert into ClassÂ A ordinary shares at a rate of less than one to one.NoteÂ 8Â â€” Fair Value MeasurementsTransfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period.Â There was a transfer of U.S.Â Treasury securities to cash during theÂ year ended DecemberÂ 31, 2023, the amount held in trust are no longer fair valued. LevelÂ 1 instruments include investments U.S. Treasury securities with an original maturity of 185Â days or less. On FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental Stock TransferÂ & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see NoteÂ 1).During the six months ended June 30, 2024, the Company entered into an Open Market Subscription Agreement and Non-Redemption Subscription Agreement, discussed in Note 5. The Company has concluded that the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants to be issued under certain of Open Market Subscription Agreements and Non-Redeeming Subscription Agreements that include an open market purchase and non-redemption obligation for Open Market Investors and Non-Redeeming Subscribed Investors qualify as equity under ASC 815-40 (â€œDerivatives and Hedgingâ€”Contracts in Entityâ€™s Own Equityâ€); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements and Non-Redeeming Subscription Agreements (such securities, the â€œOpen Market PIPE Securitiesâ€ and â€œNon-Redeeming Shares and Warrantsâ€) by recording an entry to additional paid-in capital (APIC) in shareholdersâ€™ equity in its Consolidated Condensed Balance Sheet and Subscription Agreement expense on its Consolidated Condensed Statement of Operations. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investorâ€™s commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities and Non-Redeeming Shares and Warrants set forth on the signature page of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the Class A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing. The estimated amount of New Adagio Common Stock shares and PIPE Warrants to be issued on the Close of the Transaction as of the inception of the Open Market Subscription agreements mentioned above, are 219,877 and 183,493, respectively. The estimated amount Non-Redeeming Shares and Warrants to be issued on the Close of the Transaction as of the inception of the Non-Redeeming Subscription Agreements mentioned above, are 76,681 and 166,160, respectively.To determine the Fair Value of the New Adagio Common Stock on inception, the Company used the following LevelÂ 3 inputs:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â February 13,Â â€‹â€‹2024Â Base Share Priceâ€‹$ 10.00â€‹Adjusted per Share (1.2X Purchase Price Ratio)â€‹$ 8.33â€‹Adjusted share priceâ€‹$ 7.00â€‹Probablility of Closingâ€‹Â 75.00%Estimated fair value per Share at Closingâ€‹$ 5.25â€‹â€‹F-27 Table of ContentsTo determine the Fair Value of the PIPE Warrants on inception, the Company used the following LevelÂ 3 inputs:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â February 13,Â â€‹â€‹2024Â Base Share Priceâ€‹$ 7.00â€‹Strike price, as defined in Subscription Agreementâ€‹$ 10.00â€‹Term (Months)â€‹Â 12.00â€‹Average volatility rateâ€‹Â 70.00%Probability of Closingâ€‹â€‹ 75.00%Estimated expected Warrant priceâ€‹$ 1.21â€‹Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)â€‹$ 1.45â€‹â€‹To determine the Fair Value of the Non-Redeeming Subscription Agreement Shares on inception, the Company used the following Level 3 inputs:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â JuneÂ 21,Â Â Â â€‹â€‹2024â€‹Base Share Priceâ€‹$ 10.00Â Adjusted per Share (1.2X Purchase Price Ratio)â€‹$ 8.33â€‹Adjusted share priceâ€‹$ 7.08â€‹Probability of Closingâ€‹Â 95.00%Estimated fair value per Share at Closingâ€‹$ 6.73â€‹â€‹To determine the Fair Value of the Non-Redeeming Subscription Agreement Warrants on inception, the Company used the following Level 3 inputs:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â JuneÂ 21,Â Â Â â€‹â€‹2024â€‹Base Share Priceâ€‹$ 10.00Â Strike price, as defined in Subscription Agreementâ€‹$ 10.00â€‹Term (Months)â€‹Â 12.00â€‹Average volatility rateâ€‹Â 70.00â€‹Probability of Closingâ€‹Â 95.00%Estimated expected Warrant priceâ€‹$ 1.25â€‹Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)â€‹$ 1.19â€‹â€‹During the six months ended JuneÂ 30, 2024, the Fair Value of the instruments above were recorded in additional paid-in capital in shareholdersâ€™ equity in its Balance Sheet and Subscription Agreement expense on its Statement of Operations was $2,134,199.NoteÂ 9Â â€” Subsequent EventsThe Company evaluated subsequent events and transactions that occurred up to the date the unaudited consolidated condensed financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed.On July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the â€œClosingâ€). In connection with the Closing, ListCo changed its name to â€œAdagio Medical Holdings, Inc.â€ (ListCo following the Closing, â€œNew Adagioâ€). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol â€œADGMâ€ on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio (see Note 5).â€‹F-28 Table of ContentsREPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMTo the Shareholders and the Board of Directors ofARYA Sciences Acquisition Corp IV:Opinion on the Financial StatementsWe have audited the accompanying balance sheets of Arya Sciences Acquisition Corp IV (the â€œCompanyâ€) as of DecemberÂ 31, 2023 and 2022, the related statements of operations, changes in shareholdersâ€™ deficit, and cash flows for theÂ years then ended, and the related notes (collectively referred to as the â€œfinancial statementsâ€). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of DecemberÂ 31, 2023 and 2022, and the results of its operations and its cash flows for theÂ years then ended, in conformity with accounting principles generally accepted in the United States of America.Going ConcernThe accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in NoteÂ 1 to the financial statements, if the Company is unable to raise additional funds to alleviate liquidity needs and complete a business combination by AprilÂ 2, 2024 then the Company will cease all operations except for the purpose of liquidating. The liquidity condition and date for mandatory liquidation and subsequent dissolution raise substantial doubt about the Companyâ€™s ability to continue as a going concern. Managementâ€™s plans in regard to these matters are also described in NoteÂ 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.Basis for OpinionThese financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rulesÂ and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion.Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion./s/ WithumSmith+Brown, PCWe have served as the Companyâ€™s auditor since 2021.New York, New YorkMarchÂ 28, 2024PCAOB ID Number 100â€‹F-29 Table of ContentsARYA SCIENCES ACQUISITION CORP IVBALANCE SHEETSâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â DecemberÂ 31,â€‹â€‹2023Â Â Â Â 2022Assetsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Current assets:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cashâ€‹$ 20,191â€‹$ 91,049Prepaid expensesâ€‹Â 56,547â€‹Â 55,400Total current assetsâ€‹Â 76,738â€‹Â 146,449Cash and investments held in Trust Accountâ€‹Â 40,575,949â€‹Â 151,628,894Total Assetsâ€‹$ 40,652,687â€‹$ 151,775,343Liabilities and Shareholdersâ€™ Deficitâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Current liabilities:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Accounts payableâ€‹$ 130,524â€‹$ 65,892Accrued expensesâ€‹Â 9,837,703â€‹Â 5,994,774Due to related partyâ€‹Â 210,000â€‹Â 90,000Convertible promissory note - related partyâ€‹Â 2,175,000â€‹Â 120,000Total current liabilitiesâ€‹Â 12,353,227â€‹Â 6,270,666Deferred underwriting commissionsâ€‹Â 2,616,250â€‹Â 2,616,250Total liabilitiesâ€‹Â 14,969,477â€‹Â 8,886,916â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Commitments and Contingenciesâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Class A ordinary shares, $0.0001 par value; 3,690,831 and 14,950,000 shares subject to possible redemption at approximately $10.97 and $10.30 per share as of December 31, 2023 and 2022, respectivelyâ€‹Â 40,475,949â€‹Â 151,528,894â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Shareholdersâ€™ Deficit:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Preference shares, $0.0001 par valueÎ¼ 1,000,000 shares authorizedÎ¼ none issued or outstanding as of December 31, 2023 and 2022â€‹Â â€”Class A ordinary shares, $0.0001 par value; 479,000,000 shares authorized; 499,000 shares issued and outstanding (excluding 3,690,831 and 14,950,000 shares subject to possible redemption) as of December 31, 2023 and 2022, respectivelyâ€‹Â 50â€‹Â 50Class B ordinary shares, $0.0001 par value; 20,000,000 shares authorized; 3,737,500 shares issued and outstanding as of December 31, 2023 and 2022, respectivelyâ€‹Â 374â€‹Â 374Additional paid-in capitalâ€‹Â â€”â€‹Â â€”Accumulated deficitâ€‹Â (14,793,163)â€‹Â (8,640,891)Total shareholdersâ€™ deficitâ€‹Â (14,792,739)â€‹Â (8,640,467)Total Liabilities and Shareholdersâ€™ Deficitâ€‹$ 40,652,687â€‹$ 151,775,343â€‹The accompanying notes are an integral part of these financial statements.â€‹F-30 Table of ContentsARYA SCIENCES ACQUISITION CORP IVSTATEMENTS OF OPERATIONSâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â ForÂ theÂ YearÂ EndedDecemberÂ 31,â€‹â€‹2023Â Â Â Â 2022General and administrative expensesâ€‹$ 4,752,272â€‹$ 1,009,074Loss from operationsâ€‹Â (4,752,272)â€‹Â (1,009,074)Interest earned on cash and investments held in Trust Accountâ€‹Â 2,618,937â€‹Â 2,076,558Net (loss) incomeâ€‹$ (2,133,335)â€‹$ 1,067,484Basic and diluted weighted average shares outstanding of Class A ordinary sharesâ€‹Â 6,071,500â€‹Â 15,449,000Basic and diluted net (loss) income per share, Class A ordinary shareâ€‹$ (0.22)â€‹$ 0.06Basic and diluted weighted average shares outstanding of Class B ordinary sharesâ€‹Â 3,737,500â€‹Â 3,737,500Basic and diluted net (loss) income per share, Class B ordinary shareâ€‹$ (0.22)â€‹$ 0.06â€‹The accompanying notes are an integral part of these financial statements.â€‹F-31 Table of ContentsARYA SCIENCES ACQUISITION CORP IVSTATEMENTS OF CHANGES IN SHAREHOLDERSâ€™ DEFICITFOR THEÂ YEARS ENDED DECEMBERÂ 31, 2023 AND 2022â€‹Â Â Â Â OrdinaryÂ SharesÂ Â Â Â AdditionalÂ Â Â Â Â Â Â Â â€‹Â Â Â Â TotalÂ â€‹â€‹ClassÂ Aâ€‹ClassÂ Bâ€‹Â Paid-inâ€‹Accumulatedâ€‹Shareholdersâ€™â€‹â€‹SharesÂ Â Â Â AmountÂ Â Â Â SharesÂ Â Â Â Amountâ€‹Â CapitalÂ Â Â Â Â DeficitÂ Â Â Â Â DeficitBalance - December 31, 2021â€‹ 499,000Â $ 50Â 3,737,500Â $ 374Â $ â€”Â $ (10,295,731)Â $ (10,295,307)Adjustment of accretion of Class A ordinary shares subject to possible redemptionÂ â€”Â â€‹ â€”Â â€”Â â€‹ â€”Â â€”Â â€‹ â€”Â

financial statements.â€‹â€‹F-33 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023NoteÂ 1Â â€” Description of Organization and Business OperationsARYA Sciences Acquisition Corp IV (the â€œCompanyâ€) was incorporated as a Cayman Islands exempted company on AugustÂ 24, 2020. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the â€œBusiness Combinationâ€). The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies.All activity for the period from AugustÂ 24, 2020 (inception) through DecemberÂ 31, 2023 was related to the Companyâ€™s formation and initial public offering (the â€œInitial Public Offeringâ€) described below, and since the Initial Public Offering, the search for a prospective initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of income earned on investments or cash held in the Trust Account (as defined below) from the proceeds derived from the Initial Public Offering.The Companyâ€™s sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted limited company (the â€œSponsorâ€). The registration statement for the Companyâ€™s Initial Public Offering was declared effective on FebruaryÂ 25, 2021. On MarchÂ 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 ClassÂ A ordinary shares (the â€œPublic Sharesâ€), including the 1,950,000 Public Shares as a result of the underwritersâ€™ full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions (see NoteÂ 5). On AugustÂ 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i)Â this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii)Â the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination.Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement (â€œPrivate Placementâ€) of 499,000 ClassÂ A ordinary shares (the â€œPrivate Placement Sharesâ€), at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million (see NoteÂ 4).Upon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds of the Private Placement were placed in a trust account (the â€œTrust Accountâ€), located in the United States, with Continental Stock TransferÂ & Trust Company acting as trustee, and were invested only in United States â€œgovernment securitiesâ€ within the meaning of SectionÂ 2(a)(16) of the Investment Company Act of 1940, as amended (the â€œInvestment Company Actâ€) having a maturity of 185Â days or less or in money market funds meeting certain conditions under RuleÂ 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations, until the earlier of (i)Â the completion of a Business Combination and (ii)Â the distribution of the Trust Account as described below. On FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental Stock TransferÂ & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described below. For more information on the partial liquidation of the Trust Account in connection with the adoption of the Extension Amendment Proposal and the related redemption of ClassÂ A ordinary shares, see below.The Companyâ€™s management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the amount of deferred underwriting commissions and taxes payable on the interest earned on the Trust Account) at the time of the signing of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act.F-34 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023The Company will provide the holders (the â€œPublic Shareholdersâ€) of Public Shares, with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i)Â in connection with a shareholder meeting called to approve the Business Combination or (ii)Â by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be $10.00 per Public Share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay income taxes). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters (as discussed in NoteÂ 5).These Public Shares are classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€) Topic 480, â€œDistinguishing Liabilities from Equityâ€ (â€œASC 480â€). In such case, the Company will proceed with a Business Combination if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering and subsequently amended in connection with the adoption of Extension Amendment Proposal described below (as amended from time to time, the â€œAmended and Restated Memorandum and Articles of Associationâ€), conduct the redemptions pursuant to the tender offer rulesÂ of the U.S. Securities and Exchange Commission (â€œSECâ€) and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rulesÂ and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in NoteÂ 4) and any Public Shares they hold in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination.Notwithstanding the foregoing, if the Company seeks shareholder approval of its Business Combination and does not conduct redemptions in connection with its Business Combination pursuant to the tender offer rules, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a â€œgroupâ€ (as defined under SectionÂ 13 of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€)), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the ClassÂ A ordinary shares, without the prior consent of the Company.The Companyâ€™s Sponsor, officers and directors (the â€œinitial shareholdersâ€) agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a)Â that would modify the substance or timing of the Companyâ€™s obligation to provide holders of its Public Shares the right to have their shares redeemed in connection with a Business Combination or to redeem 100% of the Public Shares if the Company does not complete its Business Combination within the time period during which the Company is required to consummate a Business Combination pursuant to the Amended and Restated Memorandum and Articles of Association (the â€œBusiness Combination Periodâ€), or (b)Â with respect to any other provision relating to the rights of Public Shareholders, unless the Company provides the Public Shareholders with the opportunity to redeem their ClassÂ A ordinary shares in conjunction with any such amendment.If the Company has not completed a Business Combination within the Business Combination Period, the Company will (i)Â cease all operations except for the purpose of winding up; (ii)Â as promptly as reasonably possible but not more than ten businessÂ days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any (less up to $100,000 of interest to pay dissolution expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish Public Shareholdersâ€™ rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii)Â as promptly as reasonably possible following such redemption, subject to the approval of the Companyâ€™s remaining shareholders and its board of directors, liquidate and dissolve, subject in the case of clauses (ii)Â and (iii)Â to the Companyâ€™s obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.F-35 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares and Private Placement Shares held by them if the Company fails to complete a Business Combination within the Business Combination Period. However, if the initial shareholders acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Business Combination Period. The underwriters agreed to waive their rights to their deferred underwriting commissions (see NoteÂ 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Business Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Companyâ€™s independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i)Â $10.00 per Public Share and (ii)Â the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00 per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Companyâ€™s tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Companyâ€™s indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the â€œSecurities Actâ€).Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Companyâ€™s independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsorâ€™s only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Companyâ€™s officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.On FebruaryÂ 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the â€œTermination Dateâ€) by which the Company has to consummate a Business Combination from MarchÂ 2, 2023 (the â€œOriginal Termination Dateâ€) to JuneÂ 2, 2023 (the â€œPrevious Articles Extension Dateâ€) and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on aÂ monthly basis for up to nine times by an additional oneÂ month each time after the Previous Articles Extension Date, by resolution of the Companyâ€™s board of directors, if requested by the Sponsor, and upon fiveÂ daysâ€™ advance notice prior to the applicable Termination Date, until MarchÂ 2, 2024 or a total of up to thirty-sixÂ months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (see NoteÂ 9) (the â€œExtension Amendment Proposalâ€). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000 in exchange for the Second Convertible Promissory NoteÂ (as defined below). In connection with any subsequent optionalÂ monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 perÂ month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on FebruaryÂ 28, 2023.The Company approved one-month extensions on JuneÂ 2, 2023, JulyÂ 2, 2023, AugustÂ 2, 2023, SeptemberÂ 2, 2023, OctoberÂ 2, 2023, NovemberÂ 2, 2023 and DecemberÂ 2, 2023. In connection with the extensions on JuneÂ 2, 2023, JulyÂ 2, 2023, AugustÂ 2, 2023, and SeptemberÂ 2, 2023, the Company drew an aggregate amount of $560,000 from the Second Convertible Promissory NoteÂ in the principal amount of up to $1,680,000. In connection with the extensions on OctoberÂ 2, 2023, NovemberÂ 2, 2023 and DecemberÂ 2, 2023, the Company drew an aggregate amount of $420,000Â from the Third Promissory NoteÂ (as defined below). The Company also drew additional funds under the Second Convertible Promissory NoteÂ and the Third Promissory NoteÂ in view of funding the Companyâ€™s ongoing working capital (for more information see NoteÂ 4).F-36 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Extension Amendment Proposal. On FebruaryÂ 28, 2023, the Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the Extension Amendment Proposal, the Company has 4,189,831Â ClassÂ A ordinary shares, including 3,690,831 Public Shares and 499,000 Private Placement Shares, and 3,737,500 ClassÂ B ordinary shares issued and outstanding. See â€œNoteÂ 9Â â€“ Subsequent Eventsâ€ for more information on (i)Â additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following MarchÂ 2, 2024, and (ii)Â additional draws under the Third Promissory NoteÂ to fund additional one-month extensions that were approved subsequently to the date of financial statements included herein on JanuaryÂ 2, 2024 and FebruaryÂ 2, 2024.Going ConcernAs of DecemberÂ 31, 2023, the Company had $20,191 in its operating bank account and working capital deficit of $12,276,486.The Companyâ€™s liquidity needs to date have been satisfied through a contribution of $25,000 from Sponsor to cover for certain expenses in exchange for the issuance of the Founder Shares, the loan of approximately $161,000 from the Sponsor pursuant to the NoteÂ (as defined in NoteÂ 4), the proceeds from the consummation of the Private Placement not held in the Trust Account, the First Convertible Promissory NoteÂ and the Second Convertible Promissory Note. The Company fully repaid the NoteÂ upon closing of the Initial Public Offering. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Companyâ€™s officers and directors may, but are not obligated to, provide the Company Working Capital Loans (as defined in NoteÂ 4). As of DecemberÂ 31, 2023 and 2022, there were $2,175,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, Second Convertible Promissory NoteÂ and Third Convertible Promissory NoteÂ (see NoteÂ 4 for additional information).The Company cannot provide any assurance that new financing along the lines detailed above will be available to it on commercially acceptable terms, if at all. Further, the Company has until the end of the Business Combination Period to consummate a Business Combination, but the Company cannot provide assurance that it will be able to consummate a Business Combination by that date. If a Business Combination is not consummated by the required date, there will be a mandatory liquidation and subsequent dissolution. In connection with the Companyâ€™s assessment of going concern considerations in accordance with FASB ASC Topic 205-40, â€œBasis of PresentationÂ - Going Concern,â€ management has determined that the working capital deficit and mandatory liquidation and subsequent dissolution raises substantial doubt about the Companyâ€™s ability to continue as a going concern until the earlier of the consummation of the Business Combination or the date the Company is required to liquidate. The financial statements do not include any adjustment that might be necessary if

the Company is unable to continue as a going concern. The Company intends to complete its initial Business Combination before the mandatory liquidation date; however, there can be no assurance that the Company will be able to consummate any Business Combination by the end of the Business Combination Period. No adjustments have been made to the carrying amounts of assets and liabilities should the Company be required to liquidate after the end of the Business Combination Period, nor do these financial statements include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.Risks and UncertaintiesResults of operations and the Companyâ€™s ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Companyâ€™s business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Companyâ€™s business and its ability to complete an initial Business Combination.F-37 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023NoteÂ 2Â â€” Summary of Significant Accounting PoliciesBasis of PresentationThe accompanying financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) and pursuant to the rulesÂ and regulations of the SEC.Emerging Growth CompanyThe Company is an â€œemerging growth company,â€ as defined in SectionÂ 2(a)Â of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the â€œJOBS Actâ€), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of SectionÂ 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.Further, SectionÂ 102(b)(1)Â of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Companyâ€™s financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.Concentration of Cash BalancesThe Company has significant cash balances at financial institutions which throughout theÂ year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Companyâ€™s financial condition, results of operations, and cash flows.Cash and Cash EquivalentsThe Company considers all short-term investments with an original maturity of threeÂ months or less when purchased to be cash equivalents. The Company had no cash equivalents as of DecemberÂ 31, 2023. As of DecemberÂ 31, 2022, the Company had no cash equivalents, aside from the cash maintained in the Trust Account (see NoteÂ 8).Use of EstimatesThe preparation of financial statements in conformity with U.S. GAAP requires the Companyâ€™s management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.Trust AccountInitially, the Companyâ€™s portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in SectionÂ 2(a)(16) of the Investment Company Act, with a maturity of 185Â days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Companyâ€™s investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as F-38 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023trading securities. When the Companyâ€™s investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental Stock TransferÂ & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see NoteÂ 1).Financial InstrumentsThe fair value of the Companyâ€™s assets and liabilities, which qualify as financial instruments under the FASB ASCÂ Topic 820, â€œFair Value Measurements and Disclosures,â€ approximates the carrying amounts represented in the balance sheets.Fair Value MeasurementsFair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (LevelÂ 1 measurements) and the lowest priority to unobservable inputs (LevelÂ 3 measurements). These tiers include:â—LevelÂ 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;â—LevelÂ 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; andâ—LevelÂ 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.As of DecemberÂ 31, 2023 and 2022, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. As of DecemberÂ 31, 2022, the Companyâ€™s investments held in Trust Account were comprised of investments in U.S. Treasury securities with an original maturity of 185Â days or less and were recognized at fair value. The fair value of investments held in Trust Account was determined using quoted prices in active markets. On FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental Stock TransferÂ & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see NoteÂ 1).Offering Costs Associated with the Initial Public OfferingOffering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to ClassÂ A ordinary shares subject to redemption upon the completion of the Initial Public Offering. F-39 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the ClassÂ A ordinary shares issued were charged against the carrying value of the ClassÂ A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.ClassÂ A Ordinary Shares Subject to Possible RedemptionThe Company accounts for its ClassÂ A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. ClassÂ A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable ClassÂ A ordinary shares (including ClassÂ A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Companyâ€™s control) are classified as temporary equity. At all other times, ClassÂ A ordinary shares are classified as shareholdersâ€™ deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Companyâ€™s control and subject to the occurrence of uncertain future events. Accordingly, as of DecemberÂ 31, 2023 and 2022, 3,690,831 and 14,950,000 ClassÂ A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholdersâ€™ deficit section of the Companyâ€™s balance sheets.Income TaxesFASB ASC Topic 740, â€œIncome Taxesâ€ prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of DecemberÂ 31, 2023 and 2022. The Companyâ€™s management determined that the Cayman Islands is the Companyâ€™s only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of DecemberÂ 31, 2023 and 2022, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islandsâ€™ income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Companyâ€™s financial statements. The Companyâ€™s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelveÂ months.Net (Loss) Income Per Ordinary ShareThe Company has two classes of shares: ClassÂ A ordinary shares and ClassÂ B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net (loss) income per ordinary share is computed by dividing net (loss) income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the ClassÂ A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):â€‹â€‹â€‹

Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of a Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute â€œRegistrable Securitiesâ€ pursuant to that certain Registration and Shareholder Rights Agreement, dated MarchÂ 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the â€œRegistration and Shareholders Rights Agreementâ€). Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement, dated FebruaryÂ 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the â€œLetter Agreementâ€). As of DecemberÂ 31, 2023 and 2022, there were $120,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, respectively.On FebruaryÂ 28, 2023, the Company issued a non-interest bearing, unsecured convertible promissory note to the Sponsor in connection with the Extension Amendment Proposal, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its Amended and Restated Memorandum and Articles of Association (as amended following the adoption of the Extension Amendment Proposal at the Companyâ€™s extraordinary general meeting of shareholders on FebruaryÂ 28, 2023) and following the request of the Sponsor in connection with an optionalÂ monthly extension of the time period during which the Company may consummate a Business Combination (the â€œSecond Convertible Promissory Noteâ€). Up to $1,380,000 of the amounts loaned under the Second Convertible Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares. This working capital loan outstanding pursuant to the Second Convertible Promissory NoteÂ (the â€œSecond Working Capital Loanâ€) will not bear any interest, and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute â€œRegistrable Securitiesâ€ pursuant the Registration and Shareholders Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. See NoteÂ 9 for information on the amendment to the Second Promissory NoteÂ that was adopted in connection with a proposed Business Combination.F-42 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023On AprilÂ 18, 2023, JuneÂ 2, 2023, JulyÂ 6, 2023, AugustÂ 2, 2023 and SeptemberÂ 5, 2023, the Company withdrew an additional $400,000, $140,000, $140,000, $140,000 and $165,000, respectively, from the Second Convertible Promissory NoteÂ (see NoteÂ 1). As of DecemberÂ 31, 2023 and 2022, $1,585,000 and $0, respectively, were drawn under the Second Convertible Promissory Note.On SeptemberÂ 27, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œThird Promissory Noteâ€), pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund the deposits required to be made into the Companyâ€™s trust account in connection with theÂ monthly extensions of the time period during which the Company may consummate a business combination in accordance with the Companyâ€™s amended and restated memorandum and articles of association, as amended during the shareholder meeting on FebruaryÂ 28, 2023. This working capital loan outstanding pursuant to the Third Promissory NoteÂ (the â€œThird Working Capital Loanâ€) will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory NoteÂ will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default. On OctoberÂ 2, 2023, NovemberÂ 2, 2023 and DecemberÂ 2, 2023, the Company approved the fifth, sixth and seventh one-month extension of the Business Combination Period, respectively. In connection with such extensions of the Business Combination Period to JanuaryÂ 2, 2024, the Company drew an aggregate amount of $420,000 from the Third Promissory Note. As provided for in the Companyâ€™s amended and restated memorandum and articles of association, the Company deposited the extension funds into the trust account that was established by the Company in connection with its Initial Public Offering. The Company also drew an aggregate of $50,000 under the Third Promissory NoteÂ for working capital purposes. As of DecemberÂ 31, 2023, $470,000 was drawn under the Third Promissory Note. See NoteÂ 9 for information on the amendment to the Third Promissory NoteÂ that was adopted in connection with a proposed Business Combination and for information on the Fourth Promissory NoteÂ (as defined below) that was adopted subsequently to date of the financial statements included herein.Administrative Support AgreementCommencing on the date that the Companyâ€™s registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Companyâ€™s liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 perÂ month. The Company incurred approximately $120,000 and $120,000 in general and administrative expenses in the accompanying statements of operations for theÂ years ended DecemberÂ 31, 2023 and 2022, respectively. As of DecemberÂ 31, 2023 and 2022, the Company had $210,000 and $90,000, respectively, included in due to related party on the balance sheets.NoteÂ 5Â â€” Commitments and ContingenciesRegistration RightsThe holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain â€œpiggybackâ€ registration rights with respect to registration statements filed subsequent to the Companyâ€™s completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i)Â in the case of the Founder Shares, in accordance with the letter agreement the Companyâ€™s initial shareholders entered into and (ii)Â in the case of the Private Placement Shares, 30Â days after the completion of the Companyâ€™s Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. See NoteÂ 9 for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination.Underwriting AgreementThe Company granted the underwriters a 45-day option from the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On MarchÂ 2, 2021, the underwriters fully exercised the over-allotment option.F-43 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023The underwriters were paid an underwriting discount of $0.20 per Public Share, or approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.On AugustÂ 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i)Â this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii)Â the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During theÂ year ended DecemberÂ 31, 2022, the Company derecognized approximately $2.6 million of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of ClassÂ A ordinary shares subject to redemption.NoteÂ 6Â â€” ClassÂ A Ordinary Shares Subject to Possible RedemptionThe Public Shares feature certain redemption rights that are considered to be outside of the Companyâ€™s control and subject to the occurrence of future events. As of DecemberÂ 31, 2023 and 2022, there were 3,690,831 and 14,950,000Â ClassÂ A ordinary shares subject to possible redemption.The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in ClassÂ A ordinary shares subject to possible redemption as follows:â€‹â€‹â€‹â€‹â€‹Gross proceedsÂ Â Â Â $ 149,500,000Less:â€‹â€‹â€‹Offering costs allocated to Class A ordinary shares subject to possible redemptionâ€‹Â (8,734,896)Plus:â€‹â€‹â€‹Accretion on Class A ordinary shares subject to possible redemption amountâ€‹Â 8,147,540Plus:â€‹â€‹â€‹Waiver of deferred underwriting commissionsâ€‹Â 2,616,250Class A ordinary shares subject to possible redemption at December 31, 2022â€‹Â 151,528,894Less:â€‹â€‹â€‹Redemption of Class A ordinary sharesâ€‹Â (115,071,882)Plus:â€‹â€‹â€‹Adjustment for accretion of Class A ordinary shares subject to possible redemptionâ€‹Â 4,018,937Class A ordinary shares subject to possible redemption at December 31, 2023â€‹$ 40,475,949â€‹â€‹NoteÂ 7Â â€” Shareholdersâ€™ DeficitPreference SharesÂ â€” The Company is authorized to issue 1,000,000 preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Companyâ€™s board of directors. As of DecemberÂ 31, 2023 and 2022, there were no preference shares issued or outstanding.ClassÂ A Ordinary SharesÂ â€” The Company is authorized to issue 479,000,000 ClassÂ A ordinary shares with a par value of $0.0001 per share. Holders of the Companyâ€™s ClassÂ A ordinary shares are entitled to one vote for each share. As of DecemberÂ 31, 2023 and 2022, there were 4,189,831 and 15,449,000 ClassÂ A ordinary shares issued and outstanding, of which 3,690,831 and 14,950,000 shares, respectively, were subject to possible redemption and classified in temporary equity (see NoteÂ 6).ClassÂ B Ordinary SharesÂ â€” The Company is authorized to issue 20,000,000 ClassÂ B ordinary shares with a par value of $0.0001 per share. As of DecemberÂ 31, 2023 and 2022, there were 3,737,500 ClassÂ B ordinary shares issued and outstanding (see NoteÂ 4).F-44 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023Ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of ClassÂ A ordinary shares and holders of ClassÂ B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law.The ClassÂ B ordinary shares will automatically convert into ClassÂ A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of ClassÂ A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20%Â of the sum of (i)Â the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii)Â the sum of the total number of ClassÂ A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any ClassÂ A ordinary shares or equity-linked securities exercisable for or convertible into ClassÂ A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Companyâ€™s management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the ClassÂ B ordinary shares convert into ClassÂ A ordinary shares at a rate of less than one to one.NoteÂ 8Â â€” Fair Value MeasurementsThe following tables present information about the Companyâ€™s assets that are measured at fair value on a recurring basis as of DecemberÂ 31, 2023 and 2022 and indicate the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value:DecemberÂ 31, 2022â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â QuotedÂ PricesÂ inÂ Â Â Â Â SignificantÂ OtherÂ Â Â Â Â SignificantÂ OtherÂ â€‹â€‹ActiveÂ MarketsÂ â€‹ObservableÂ InputsÂ â€‹Unobserval held in Trust Account:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹U.S. Treasury Securitiesâ€‹$ 151,628,280â€‹$ â€”â€‹$ â€”Cash equivalents â€” money market fundsÂ â€‹ 614Â â€‹ â€”Â â€‹ â€”â€‹$ 151,628,894â€‹$â€”â€‹$â€”â€‹Transfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period. There was a transfer of U.S.Â Treasury securities to cash during theÂ year ended DecemberÂ 31, 2023, the amount held in trust are no longer fair valued. LevelÂ 1 instruments include investments U.S. Treasury securities with an original maturity of 185Â days or less. On FebruaryÂ 27, 2023, the Company delivered an instruction letter to Continental Stock TransferÂ & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Companyâ€™s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see NoteÂ 1). There were no transfers between levels of the hierarchy for theÂ year ended DecemberÂ 31, 2022.NoteÂ 9Â â€” Subsequent EventsThe Company evaluated subsequent events and transactions that occurred up to the date the financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed.Extension PaymentsOn JanuaryÂ 2, 2024, the Company approved the eighth one-month extension of the Business Combination Period. In connection with this extension of the Business Combination Period to FebruaryÂ 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will F-45 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023deposit the $140,000 into the Trust Account. The Company also drew $100,000 under the Third Promissory NoteÂ for general working capital purposes.On FebruaryÂ 2, 2024, the Company approved the ninth one-month extension of the time during which it may consummate an initial business combination. In connection with this extension of the Business Combination Period to MarchÂ 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the $140,000 into the Trust Account. The Company also drew $50,000 under the Third Promissory NoteÂ for general working capital purposes.The one-month extensions on JanuaryÂ 2 2024 and FebruaryÂ 2, 2024 are the eighth and ninth one-month extensions, respectively, permitted under the Amended and Restated Memorandum and Articles of Association.The Companyâ€™s Promissory NotesOn FebruaryÂ 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the â€œFourth Promissory Noteâ€), pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund theÂ monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the â€œFourth Working Capital Loanâ€) in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Promissory NoteÂ will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Promissory NoteÂ will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by SectionÂ 4(a)(2)Â of the Securities Act. As of the date of this Report, $540,000 was drawn under the Fourth Promissory Note.On FebruaryÂ 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares.On FebruaryÂ 13, 2024, the Company and the Sponsor amended and restated the Third Promissory NoteÂ to provide that the total principal amount loaned under the Second Convertible Promissory NoteÂ will be convertible at the option of the Sponsor into Working Capital Shares.Business Combination AgreementOn FebruaryÂ 13, 2024, the Company, Aja Holdco,Â Inc., a Delaware corporation (â€œListCoâ€), ARYA Merger Sub, a Cayman Islands exempted company (â€œARYA Merger Subâ€), Aja Merger Sub 2,Â Inc., a Delaware corporation (â€œAdagio Merger Subâ€), and Adagio Medical,Â Inc. (â€œAdagioâ€) entered into a business combination agreement (the â€œBusiness Combination Agreementâ€), in connection with a proposed business combination (the â€œProposed Adagio Business Combinationâ€), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the â€œClosingâ€) is subject to certain customary conditions and risks.The Business Combination Agreement provides, among other things, for the consummation of the following transactions:1.ARYA Merger Sub will merge with and into the Company (the â€œARYA Mergerâ€) and Adagio Merger Sub will merge with and into Adagio (the â€œAdagio Mergerâ€ and, together with the ARYA Merger, the â€œMergersâ€), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;2.(i)Â each issued and outstanding ClassÂ A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement (â€œNew Adagioâ€) (the â€œNew Adagio Common Stockâ€) and F-46 â€‹ARYA SCIENCES

ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023(ii)Â each issued and outstanding ClassÂ B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 ClassÂ B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 tradingÂ days within any 30 trading day period (the â€œShare Trigger Price Vestingâ€);3.(i)Â each warrant of Adagio will be either (x)Â terminated, or (y)Â â€œnetâ€ exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio (â€œAdagio Common Stockâ€); (ii)Â all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated AprilÂ 4, 2023 and NovemberÂ 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the â€œ2023 Bridge Financing Notesâ€) and the 2024 Bridge Financing NotesÂ (as defined below)) (the â€œAdagio Convertible Notesâ€), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible NotesÂ and such Adagio Convertible NotesÂ will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the â€œAdagio Convertible NotesÂ Conversionâ€); (iii)Â each share of preferred stock, par value $0.001 per share, of Adagio (the â€œAdagio Preferred Stockâ€) that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv)Â all issued and outstanding shares of Adagio Common Stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v)Â each issued, outstanding and unexercised option to purchase Adagio Common Stock (â€œAdagio Optionâ€) that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an â€œIn-the-Money Adagio Optionâ€) will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.Sponsor Letter AgreementConcurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of ClassÂ B ordinary shares (the â€œOther ClassÂ B Shareholdersâ€ and with the Sponsor, the â€œClassÂ B Shareholdersâ€), including the Companyâ€™s directors and officers (together with the ClassÂ B Shareholders, the â€œInsidersâ€), ListCo and Adagio entered into a letter agreement (the â€œSponsor Letter Agreementâ€), pursuant to which, among other things, (i)Â each ClassÂ B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Companyâ€™s shareholders, including the proposal to approve the Business Combination Agreement and the transactions contemplated thereby, (ii)Â each ClassÂ B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the ClassÂ B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii)Â each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the certain letter agreement between the Company, the Sponsor and the directors and officers of the Company, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below) and to waive the adjustment or anti-dilution protections contained in the Amended and Restated Memorandum and Articles of Association, (iv)Â each ClassÂ B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v)Â the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi)Â the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no consideration 1,000,000 ClassÂ B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor.Adagio Stockholder Transaction Support AgreementsPursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the â€œAdagio Transaction Support Agreementsâ€) with the Company and Adagio, pursuant to which such stockholders of F-47 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023Adagio agreed to, among other things, (i)Â vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii)Â be bound by certain covenants and agreements related to the Proposed Adagio Business Combination.PIPE Financing (Private Placement)In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the â€œSubscription Agreementsâ€) with the Perceptive PIPE Investor and certain other investors (the â€œOther PIPE Investors,â€ and, together with the Perceptive PIPE Investor, the â€œPIPE Investorsâ€), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i)Â commitments by certain investors to subscribe for and purchase ClassÂ A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the â€œClosing Dateâ€), (ii)Â non-redemption commitments by certain investors, (iii)Â the contribution of $23,000,000 of 2023 Bridge Financing NotesÂ to ListCo, and (iv)Â an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the â€œPIPE Financingâ€). In connection with the PIPE Financing, certain PIPE Investors will also be issued warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the â€œWarrantsâ€) and/or Pre-Funded Warrants (as defined below). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Warrants issuable to the PIPE Investors will depend on the redemption value of the ClassÂ A ordinary shares at Closing, the average per share price of the ClassÂ A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing NotesÂ that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. In connection with the PIPE Financing, certain PIPE Investors also committed to purchase pre-funded warrants, which are exercisable for a nominal exercise price of $0.01 (the â€œPre-Funded Warrants,â€ and together with the Warrants, the â€œPIPE Warrantsâ€). The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing.Convertible Security Financing (Private Placement)In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the â€œConvert Investorsâ€), executed a securities purchase agreement, dated FebruaryÂ 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the â€œNew Adagio Convertible Notesâ€), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the â€œConversion Sharesâ€), and 1,500,000 warrants (the â€œConvert Warrantsâ€), which will be exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the â€œBase Convert Financingâ€), and will expire on the seventh anniversary of the Closing. Such $20,000,000 of financing in the form of New Adagio Convertible NotesÂ includes the Perceptive Convertible NoteÂ Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing NotesÂ (as defined below) into New Adagio Convertible NotesÂ at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible NotesÂ will have a maturity of threeÂ years and nineÂ months after Closing and interest will be payable in cash or compound as additional principal outstanding. As described above, in connection with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the â€œ2024 Bridge Financing Notesâ€) pursuant to a note purchase agreement, dated FebruaryÂ 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the â€œ2024 Bridge Financing NotesÂ Subscription Agreementâ€). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing NotesÂ and the 2024 Bridge Financing NoteÂ Subscription Agreement, the 2024 Bridge Financing NotesÂ will convert into New Adagio Convertible NotesÂ and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5,500,000 aggregate principal amount of New Adagio Convertible NotesÂ and 937,500 Convert Warrants, on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible NotesÂ and Convert Warrants, the â€œPerceptive Convertible NoteÂ Commitment,â€ and the conversion of the 2024 Bridge Financing NoteÂ and purchase of New Adagio Convertible NotesÂ and Convert Warrants pursuant to the Perceptive Convertible NoteÂ Commitment as part of the Base Convert Financing, the â€œConvertible Security Financingâ€). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an â€œAdditional Financingâ€), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that on the Closing Date the 2024 Bridge Financing NoteÂ is repaid, the Perceptive Convertible F-48 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023NoteÂ Commitment is reduced or a combination of both. The New Adagio Convertible NotesÂ and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing.Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the â€œSubsidiariesâ€) and the collateral agent (the â€œCollateral Agentâ€) on behalf of the Convert Investors, will enter into a security and pledge agreement (the â€œConvert Security Documentâ€), pursuant to which ListCo and the Subsidiaries will (i)Â pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii)Â pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii)Â grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the â€œConvert Guarantyâ€) to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCoâ€™s obligation to repay the New Adagio Convertible NotesÂ and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible NotesÂ and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.Convert Registration Rights AgreementThe Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible NotesÂ and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the â€œConvert Registration Rights Agreementâ€), pursuant to which ListCo will be required to file a registration statement on FormÂ S-3 or, if not available, FormÂ S-1 (the â€œConvert Registration Statementâ€) with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), as soon as practicable, but in no event later than the Filing Deadline (as defined in the Convert Registration Rights Agreement). In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15Â days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the terms of SectionÂ 2(e)Â of the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to oneÂ percent of such Convert Investorâ€™s original principal amount according to the timelines laid out in SectionÂ 2(e)Â of the Convert Registration Rights Agreement.Investor Rights AgreementConcurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor, the Other ClassÂ B Shareholders and certain Adagio stockholders entered into an investor rights agreement (the â€œInvestor Rights Agreementâ€) pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other ClassÂ B Shareholders and certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i)Â 365Â days following the Closing Date (or sixÂ months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii)Â the first date subsequent to the Closing Date with respect to F-49 â€‹ARYA SCIENCES ACQUISITION CORP IVNOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 tradingÂ days within any 30-trading day period commencing at least 150Â days after the Closing Date.Adoption of Second Extension Amendment ProposalOn FebruaryÂ 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from MarchÂ 2, 2024 (the â€œPrevious Termination Dateâ€) to AprilÂ 2, 2024 (the â€œArticles Extension Dateâ€) and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a BusinessÂ Combination on aÂ monthly basis for up to eleven times by an additional oneÂ month each time after the Articles Extension Date, by resolution of the Companyâ€™s board of directors, if requested by the Sponsor, and upon fiveÂ daysâ€™ advance notice prior to the applicable Termination Date, until MarchÂ 2, 2025 or a total of up to forty-eightÂ months from the closing of the initial public offering, unless the closing of a Business Combination shall have occurred prior thereto (the â€œSecond Extension Amendment Proposalâ€). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Promissory NoteÂ to finance this deposit. In connection with any subsequent optionalÂ monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 perÂ month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on FebruaryÂ 27, 2024.As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On FebruaryÂ 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 ClassÂ A ordinary shares, including 3,300,016 Public Shares and 499,000Â private placement shares, and 3,737,500 ClassÂ B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).â€‹â€‹F-50 â€‹ADAGIO MEDICAL, INC.Table of Contentsâ€‹â€‹Condensed Consolidated Balance Sheets as of June 30, 2024 (Unaudited) and December 31, 2023 (As Restated)Â Â Â Â F-52Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss for the Six Months Ended June 30, 2024 and 2023 (As Restated)â€‹F-53Unaudited Condensed Consolidated Statements of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the Six Months Ended June 30, 2024 and 2023 (As Restated)â€‹F-54Unaudited Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2024 and 2023 (As Restated)â€‹F-55Notes to Unaudited Condensed Consolidated Financial Statementsâ€‹F-56â€‹â€‹F-51 â€‹ADAGIO MEDICAL,Â INC.CONDENSED CONSOLIDATED BALANCE SHEETS(in thousands, except share data)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30,Â Â Â Â DecemberÂ 31,Â â€‹â€‹2024â€‹2023â€‹â€‹(Unaudited)â€‹â€‹â€‹â€‹(As Restated)â€‹(As Restated)Assetsâ€‹Â Â â€‹â€‹Â Â â€‹Current assetsÂ â€‹Â Â Â Â â€‹Â Â Cash and cash

equivalentsâ€‹$ 2,045â€‹$ 1,383Accounts receivable, netâ€‹Â 167â€‹Â 71Inventory, netâ€‹Â 4,062â€‹Â 3,322Prepaid expensesâ€‹Â 182â€‹Â 232Other current assetsâ€‹Â 180â€‹Â 177Total current assetsâ€‹Â 6,636â€‹Â 5,185Property and equipment, netâ€‹Â 1,154â€‹Â 1,487Right-of-use assets, netâ€‹Â 260â€‹Â 130Other assetsâ€‹Â 19â€‹Â 23Total assetsâ€‹$ 8,069â€‹$ 6,825Liabilities, convertible preferred stock, and stockholdersâ€™ deficitâ€‹Â â€‹â€‹Â Â Â Current liabilitiesâ€‹Â â€‹â€‹Â Â Â Accounts payableâ€‹$ 5,580â€‹$ 3,830Accrued liabilitiesâ€‹Â 3,429â€‹Â 3,048Operating lease liabilities, currentâ€‹Â 140â€‹Â 79Convertible notes payable, currentâ€‹Â 47,964â€‹Â 36,430Warrant liabilitiesâ€‹Â 417â€‹Â 78Term loan, currentâ€‹Â 990â€‹Â 1,695Accrued transaction costsâ€‹Â 145â€‹Â 444Other accrued liabilitiesâ€‹Â 3,000â€‹Â 1,572Total current liabilitiesâ€‹Â 61,665â€‹Â 47,176Operating lease liabilities, long-termâ€‹Â 121â€‹Â 52Term loan, long-termâ€‹Â â€”â€‹Â 143Other long-term liabilitiesâ€‹Â 6â€‹Â 8Total liabilitiesâ€‹Â 61,792â€‹Â 47,379â€‹â€‹â€‹â€‹â€‹â€‹â€‹Commitments and contingencies (Note 11)â€‹Â Â Â â€‹Â Â Â Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of June 30, 2024 and December 31, 2023; 4,732,044 shares and 4,939,946 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively, with aggregate liquidation preference of $86,936 and $91,637 as of June 30, 2024 and December 31, 2023, respectivelyâ€‹Â 86,783â€‹Â 91,469Stockholdersâ€™ deficitâ€‹Â â€‹â€‹Â Â Â Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.â€‹Â 1â€‹Â 1Additional paid-in capitalâ€‹Â 6,163â€‹Â 1,608Accumulated other comprehensive incomeâ€‹Â 22â€‹Â 17Accumulated deficitâ€‹Â (146,692)â€‹Â (133,649)Total stockholdersâ€™ deficitâ€‹Â (140,506)â€‹Â (132,023)Total liabilities, convertible preferred stock, and stockholdersâ€™ deficitâ€‹$ 8,069â€‹$ 6,825â€‹The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.â€‹F-52 â€‹ADAGIO MEDICAL,Â INC.UNAUDITEDCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS(in thousands, except share and per share data)â€‹â€‹â€‹Six months ended June 30,â€‹Â Â Â 2024Â Â Â 2023â€‹â€‹(As Restated)â€‹(As Restated)Revenueâ€‹$ 280â€‹$ 181Cost of revenue and operating expenses:â€‹Â â€‹â€‹Â â€‹Cost of revenueâ€‹Â 1,224â€‹Â 719Research and developmentâ€‹Â 6,334â€‹Â 9,207Selling, general, and administrativeâ€‹Â 8,196â€‹Â 3,783Total cost of revenue and operating expensesâ€‹Â 15,754â€‹Â 13,709Loss from operationsâ€‹Â (15,474)â€‹Â (13,528)Other income (expense)â€‹Â â€‹â€‹Â â€‹Convertible notes fair value adjustmentâ€‹Â 3,966â€‹Â (3,033)Warrant liabilities fair value adjustmentâ€‹Â 14â€‹Â (60)Interest expenseâ€‹Â (1,514)â€‹Â (597)Interest incomeâ€‹Â 3â€‹Â â€”Other (expense) income, netâ€‹Â (38)â€‹Â 10Total other income (expense), netâ€‹Â 2,431â€‹Â (3,680)Net lossâ€‹Â (13,043)â€‹Â (17,208)Other comprehensive income (loss):â€‹Â â€‹â€‹Â â€‹Foreign currency translation adjustmentâ€‹Â 5â€‹Â (5)Comprehensive lossâ€‹$ (13,038)â€‹$ (17,213)â€‹â€‹â€‹â€‹ â€‹â€‹â€‹ â€‹Basic and diluted net loss per common shareâ€‹$ (16.72)â€‹$ (22.67)Basic and diluted weighted average shares outstandingâ€‹Â 779,908â€‹Â 758,942â€‹The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.â€‹F-53 â€‹ADAGIO MEDICAL,Â INC.UNAUDITEDCONDENSED CONSOLIDATED STATEMENTS OF CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERSâ€™ DEFICIT(in thousands, except share data)â€‹â€‹â€‹â€‹â€‹â€‹â€‹

2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Convertible notes fair value adjustmentâ€‹$(2,361)â€‹$327â€‹$(2,034)â€‹Total other income (expense), netâ€‹â€‹(2,622)â€‹â€‹327â€‹â€‹(2,295)â€‹Net lossâ€‹â€‹(9,276)â€‹â€‹327â€‹â€‹(8,949)â€‹Comprehensive lossâ€‹â€‹(9,280)â€‹â€‹327â€‹â€‹(8,953)â€‹Basic and diluted net loss per common shareâ€‹$(12.25)â€‹$0.43â€‹$(11.82)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the Three Months Ended March 31, 2024 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Accumulated Deficit Balance, December 31, 2023â€‹$(135,205)â€‹$1,556â€‹$(133,649)â€‹Total Stockholdersâ€™ Deficit Balance, December 31, 2023â€‹â€‹(133,579)â€‹â€‹1,556â€‹â€‹(132,023)â€‹Net Lossâ€‹â€‹(8,018)â€‹â€‹709â€‹â€‹(7,309)â€‹Accumulated Deficit Balance, March 31, 2024â€‹â€‹(143,223)â€‹â€‹2,265â€‹â€‹(140,958)â€‹Total Stockholdersâ€™ Deficit Balance, March 31, 2024â€‹$(141,483)â€‹$2,265â€‹$(139,218)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the Three Months Ended March 31, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(9,276)â€‹$327â€‹$(8,949)â€‹Accumulated Deficit Balance, March 31, 2023â€‹â€‹(106,335)â€‹â€‹327â€‹â€‹(106,008)â€‹Total Stockholdersâ€™ Deficit Balance, March 31, 2023â€‹$(105,049)â€‹$327â€‹$(104,722)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2024 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(8,018)â€‹$709â€‹$(7,309)â€‹Change in fair value of convertible notes payableâ€‹$(1,673)â€‹$(709)â€‹$(2,382)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(9,276)â€‹$327â€‹$(8,949)â€‹Change in fair value of convertible notes payableâ€‹$2,361â€‹$(327)â€‹$2,034â€‹â€‹NoteÂ 3Â â€” Summary of Significant Accounting PoliciesBasis of PresentationThe condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification (â€œASCâ€) and Accounting Standards Update (â€œASUâ€) of the Financial Accounting Standards Board (â€œFASBâ€).Unaudited Interim Financial InformationThe accompanying interim condensed consolidated balance sheet as of June 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, the condensed consolidated statements of convertible preferred stock and stockholdersâ€™ deficit, and the condensed consolidated statements of cash flows for the six months F-59 â€‹ended June 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in managementâ€™s opinion, on a basis consistent with the audited financial statements and reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Companyâ€™s financial position as of June 30, 2024 and its results of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, and cash flows for the six months ended June 30, 2024 and 2023. The results for the six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024 or any other interim period.Emerging Growth Company StatusThe Company is an â€œemerging growth company,â€ as defined in SectionÂ 2(a)Â of the Securities Act of 1933, as amended, (the â€œSecurities Actâ€), as modified by the Jumpstart our Business Startups Act of 2012 (the â€œJOBS Actâ€).SectionÂ 102(b)(1)Â of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.Principles of ConsolidationThe condensed consolidated financial statements include the accounts of Adagio Medical,Â Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.Use of Estimates and AssumptionsThe preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.SegmentsOperating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (â€œCODMâ€) in deciding how to allocate resources to an individual segment and in assessing performance. The Companyâ€™s CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.Cash and Cash EquivalentsThe Company considers all highly liquid investments with maturities of threeÂ months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Companyâ€™s cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25Â million by the Federal Deposit Insurance Corporation (â€œFDICâ€). Cash deposits held in accounts at each European Union financial institution are insured up to â‚¬0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Companyâ€™s financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.F-60 â€‹Concentrations of Credit Risk and Off-Balance Sheet RiskFinancial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.As of JuneÂ 30, 2024, $1.2Â million of the Companyâ€™s cash was held with Silicon Valley Bank (â€œSVBâ€), and exceeded federally insured limits. On MarchÂ 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. On MarchÂ 12, 2023, the Secretary of the Treasury, the chair of the Federal Reserve Board and the chairman of the FDIC released a joint statement related to the FDICâ€™s resolution of the Silicon Valley Bank receivership, which provided that all depositors would have access to all their money starting MarchÂ 13, 2023. As of the issuance date of these financial statements, all cash deposited by the Company with SVB, now a division of First Citizens Bank and Trust Company, has been accessible by the Company.Revenue RecognitionThe Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the â€œConsumablesâ€) used with the Companyâ€™s cryoablation consoles (â€œConsolesâ€). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers (â€œASC 606â€). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:â—Step 1: Identify the contract with the customer.â—Step 2: Identify the performance obligations in the contract.â—Step 3: Determine the transaction price.â—Step 4: Allocate the transaction price to the performance obligations in the contract.â—Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.The Companyâ€™s customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Companyâ€™s customer arrangements from which it derives revenue is the sale of the Consumables.When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customerâ€™s continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASCÂ 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the sixÂ months ended JuneÂ 30, 2024 and 2023.Revenue from sales to customers of the Consumables is classified as revenue in the Companyâ€™s condensed consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.F-61 â€‹Other Revenue ConsiderationsRevenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.The Companyâ€™s contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30Â days.Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Companyâ€™s contracts.The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be oneÂ year or less.For the sixÂ months ended JuneÂ 30, 2024 and 2023, revenue was generated only from European markets.InventoryInventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out (â€œFIFOâ€). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.Property and EquipmentProperty and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to fiveÂ years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of DecemberÂ 31, 2023, and effective on JanuaryÂ 1, 2024, the useful life of Consoles was changed to threeÂ years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the sixÂ months ended JuneÂ 30, 2024, nor to the future remaining life of the Consoles.Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.ConcentrationsThe Company had two suppliers exceed 10.0% of total accounts payable as of JuneÂ 30, 2024, representing 82.0% of accounts payable. As of DecemberÂ 31, 2023, the Company had three suppliers exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.The Companyâ€™s five and ten largest suppliers accounted for approximately 45.3% and 55.0%, respectively, of the Companyâ€™s expenditures for the sixÂ months ended JuneÂ 30, 2024. The Companyâ€™s five and ten largest suppliers accounted for approximately 29.2% and 37.6%, respectively, of the Companyâ€™s expenditures for the sixÂ months ended JuneÂ 30, 2023.F-62 â€‹Impairment of Long-Lived AssetsThe Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the assetâ€™s carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the sixÂ months ended JuneÂ 30, 2024 and 2023, the Company determined that there was no impairment of long-lived assets.Foreign Currency Translation and TransactionsThe assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entityâ€™s financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive loss.LeasesThe Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Companyâ€™s incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12Â months from the initial recognition provisions of ASC 842. Refer to NoteÂ 10â€“Operating Leases for additional details.The Companyâ€™s implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the sixÂ months ended JuneÂ 30, 2024 and JuneÂ 30, 2023.Cost of RevenueCost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Companyâ€™s products.Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.F-63 â€‹Research and DevelopmentResearch and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.Selling, General and AdministrativeSelling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.Accrued Transaction CostsIn connection with the Business Combination, the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed as of JuneÂ 30, 2024, but not yet paid. The accrued expenses are

recorded in accrued transaction costs on the condensed consolidated balance sheets.Fair Value MeasurementsFair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:â—Level 1â€”Quoted prices in active markets for identical assets or liabilities.â—Level 2â€”Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.â—Level 3â€”Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Managementâ€™s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.Fair Value Option for Convertible NotesAs permitted under ASC 825, Financial Instruments (â€œASC 825â€), the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the â€œOctober 2022 Convertible Notesâ€), April 2023 (the â€œApril 2023 Convertible Notesâ€), November 2023 (the â€œNovember 2023 Convertible Notesâ€), February 2024 (the â€œFebruary 2024 Convertible Notesâ€), May 2024 (the â€œMay 2024 Convertible Notesâ€), and June 2024 (the â€œJune 2024 Convertible Notesâ€) in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February F-64 â€‹2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4 â€” Fair Value Measurements for further detail.The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustmentâ€, while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.Recent Accounting StandardsThe Companyâ€™s management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Companyâ€™s unaudited consolidated condensed financial statements.WarrantsThe Company accounts for certain common stock warrants and pre-funded warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the condensed consolidated balance sheets in accordance with ASCÂ 815, Derivatives and Hedging (â€œASC 815â€).The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12Â months of the condensed consolidated balance sheet date.Changes in fair value are recognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See NoteÂ 9-Warrants for additional information related to the warrants.Term LoanThe Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelveÂ months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive loss over the contractual term of the loan. See NoteÂ 8-Debt for additional information related to the term loan.Convertible Preferred StockThe Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Companyâ€™s control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i)Â the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii)Â the closing of the sale of the Companyâ€™s common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwritersâ€™ discounts and expenses relating to the issuance) of at least $75.0Â million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.F-65 â€‹Stock-Based CompensationThe Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Companyâ€™s common stock valuation. Refer to NoteÂ 13-Stock-Based Compensation.Due to the absence of an active market for the Companyâ€™s common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Companyâ€™s financial position, historical performance and operating results, the Companyâ€™s stage of development, the progress of the Companyâ€™s research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Companyâ€™s convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Companyâ€™s common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.Income TaxesIncome taxes are recorded in accordance with ASC 740, Income Taxes (â€œASC 740â€), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for theÂ year in which the differences are expected to reverse and include Net Operating Loss (â€œNOLâ€) carryforwards and Research and Development (â€œR&Dâ€) tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.The Company adopted ASU 2019-12, Simplifying the Accounting for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Companyâ€™s practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive loss for the sixÂ months ended JuneÂ 30, 2024 and 2023, respectively.To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to NoteÂ 15-Income Taxes for additional details.NoteÂ 4â€” Fair Value MeasurementsThe Companyâ€™s financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the F-66 â€‹price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.The following tables summarize the Companyâ€™s financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):â€‹Â Â Â Â â€‹Â Â Â Â â€‹Â Â Â Â LevelÂ 3June 30, 2024 (Unaudited)â€‹LevelÂ 1â€‹LevelÂ 2â€‹(As Restated)Assets:Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Money market accountâ€‹$ 24â€‹$ â€”â€‹$ â€”Liabilities:â€‹Â â€‹Â â€‹Â Â Â â€‹Â Â Convertible notes payablesâ€‹$ â€”â€‹$ â€”â€‹$ 47,964Common stock warrant liabilitiesâ€‹$ â€”â€‹$ â€”â€‹$ 64Pre-funded warrant liabilitiesâ€‹$ â€”â€‹$ â€”â€‹$ 353â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â â€‹Â Â Â Â â€‹Â Â Â Â LevelÂ 3December 31, 2023â€‹LevelÂ 1â€‹LevelÂ 2â€‹(As Restated)Assets:Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Money market accountâ€‹$ 24â€‹$ â€”â€‹$ â€”Liabilities:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Convertible notes payablesâ€‹$ â€”â€‹$ â€”â€‹$ 36,430Common stock warrant liabilitiesâ€‹$ â€”â€‹$ â€”â€‹$ 78â€‹There were no transfers made among the three levels in the fair value hierarchy for the sixÂ months ended JuneÂ 30, 2024 and for theÂ year ended DecemberÂ 31, 2023.Convertible promissory notesOn OctoberÂ 27, 2022, the Company entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5Â million at an interest rate of eightÂ percent (8.0%) per annum. On AprilÂ 4, 2023, NovemberÂ 28, 2023 and FebruaryÂ 13, 2024, the OctoberÂ 2022 Convertible NotesÂ were amended. Refer to NoteÂ 8-Debt for details.On AprilÂ 4, 2023, the Company issued a $5.0Â million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The AprilÂ 2023 Convertible NotesÂ accrues simple interest at eightÂ percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0Â million in additional convertible promissory notes. On FebruaryÂ 13, 2023, NovemberÂ 28, 2023 and FebruaryÂ 13, 2024, the AprilÂ 2023 Convertible NotesÂ were amended. As of JuneÂ 30, 2024, the total of $15.0Â million convertible promissory note has been drawn by the Company. Refer to NoteÂ 8-Debt for details.On NovemberÂ 28, 2023, the Company issued a $2.0Â million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The NovemberÂ 2023 Convertible NotesÂ accrues simple interest at eightÂ percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0Â million in additional convertible promissory notes (â€œDelayed Draw Commitmentâ€). On DecemberÂ 13, 2023, DecemberÂ 28, 2023, and FebruaryÂ 13, 2024, the NovemberÂ 2023 Convertible NotesÂ were amended. As of JuneÂ 30, 2024, the total of $8.0Â million convertible promissory note has been drawn by the Company. Refer to NoteÂ 8-Debt for details.On FebruaryÂ 13, 2024, the Company issued a $7.0Â million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The FebruaryÂ 2024 Convertible NotesÂ accrues simple interest at eightÂ percent (8.0%) per annum. As of JuneÂ 30, 2024, the total of $7.0Â million convertible promissory note has been drawn by the Company. Refer to NoteÂ 8-Debt for details.On May 21, 2024, the Company issued a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $3.0 million convertible promissory note has been drawn by the Company. Refer to NoteÂ 8-Debt for details.F-67 â€‹On June 25, 2024, the Company issued a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $2.5 million convertible promissory note has been drawn by the Company. Refer to NoteÂ 8-Debt for details.The Company measures the October 2022 Convertible Notes, the April 2023 Convertible Notes, the November 2023 Convertible Notes, the February 2024 Convertible Notes, the May 2024 Convertible Notes, and the June 2024 Convertible Notes (collectively, â€œConvertible Notesâ€) at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the Convertible Notes related to updated assumptions and estimates were recognized as convertible notes fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.In determining the fair value of the Convertible Notes as of June 30, 2024, the Company applied the probability-weighted expected return method (â€œPWERMâ€). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.The Company calculated the estimated fair value of convertible promissory notes as of JuneÂ 30, 2024 using the following assumptions:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

Warrant LiabilitiesOn June 25, 2024, the Company issued to certain investor the pre-funded warrants to purchase the Companyâ€™s Series E Preferred Stock, in exchange of the investorâ€™s existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.As of June 30, 2024, the Company estimated the fair value of Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Adagio common stock. Refer to Note 9 â€‰â€”â€‰ Warrants for additional information related to the pre-funded warrants.NoteÂ 5Â â€” Inventory, netInventory as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 consists of the following (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30, 2024Â Â Â Â DecemberÂ 31,Â 2023â€‹â€‹(Unaudited)â€‹â€‹â€‹Raw materialsâ€‹$ 2,450â€‹$ 2,211Work-in-Processâ€‹Â 469â€‹Â 197Finished goodsâ€‹Â 1,143â€‹Â 914Total inventoryâ€‹$ 4,062â€‹$ 3,322â€‹Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.3 million and $62.0 thousand for the sixÂ months ended JuneÂ 30, 2024 and 2023.F-69 â€‹NoteÂ 6Â â€” Property and EquipmentThe Companyâ€™s property and equipment, net, as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 consists of the following (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30, 2024Â Â Â Â DecemberÂ 31,Â 2023â€‹â€‹(Unaudited)â€‹â€‹â€‹Consolesâ€‹$ 1,700â€‹$ 1,565Other machinery and equipmentâ€‹Â 905â€‹Â 772Leasehold improvementsâ€‹Â 308â€‹Â 305Tools and moldsâ€‹Â 230â€‹Â 221Computer equipmentâ€‹Â 190â€‹Â 193Demo equipmentâ€‹Â 66â€‹Â 66Furniture and fixturesâ€‹Â 49â€‹Â 49Construction in processâ€‹Â â€”â€‹Â 54Vehiclesâ€‹Â 39â€‹Â 39Total property, plant, and equipmentâ€‹Â 3,487â€‹Â 3,264Less: accumulated depreciationâ€‹Â (2,333)â€‹Â (1,777)Property and equipment, netâ€‹$ 1,154â€‹$ 1,487â€‹Depreciation expense was $0.6Â million and $0.3Â million for the sixÂ months ended JuneÂ 30, 2024 and 2023, respectively.NoteÂ 7Â â€” Accrued LiabilitiesThe following table presents details of accrued liabilities as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30, 2024Â Â Â Â DecemberÂ 31,Â 2023â€‹â€‹(Unaudited)â€‹â€‹â€‹Compensation and related expensesâ€‹$ 2,467â€‹$ 1,566Research and development expensesâ€‹Â 757â€‹Â 1,191Otherâ€‹Â 205â€‹Â 291Total accrued liabilitiesâ€‹$ 3,429â€‹$ 3,048â€‹â€‹NoteÂ 8Â â€” DebtOutstanding debt as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 consists of the following (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30, 2024Â Â Â Â DecemberÂ 31,Â 2023â€‹â€‹(As Restated)â€‹â€‹(Unaudited)â€‹â€‹â€‹October 2022 Convertible Notes measured at fair valueâ€‹$ 12,811â€‹$ 12,561April 2023 Convertible Notes measured at fair valueâ€‹Â 14,871â€‹Â 14,757November 2023 Convertible Notes measured at fair valueâ€‹Â 7,998â€‹Â 9,112February 2024 Convertible Notes measured at fair valueâ€‹Â 6,783â€‹Â â€”May 2024 Convertible Notes measured at fair valueâ€‹Â 3,000â€‹Â â€”June 2024 Convertible Notes measured at fair valueâ€‹â€‹ 2,501â€‹â€‹ â€”SVB term loanâ€‹â€‹ 990â€‹â€‹ 1,838Total outstanding debtâ€‹$ 48,954â€‹$ 38,268â€‹OctoberÂ 2022 Convertible NotesOn OctoberÂ 27, 2022, the Company entered into the OctoberÂ 2022 Convertible NotesÂ with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5Â million at an interest rate of eightÂ percent (8.0%) per annum.On AprilÂ 4, 2023, the OctoberÂ 2022 Convertible Notes, which had an original maturity date of OctoberÂ 27, 2023, were amended to extend the maturity date to the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between the Company and ARYA in F-70 â€‹connection with a non-binding summary of certain proposed terms and conditions of a potential business combination (the â€œTransactionâ€), or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The OctoberÂ 2022 Convertible NotesÂ agreement was also amended to subordinate the OctoberÂ 2022 Convertible NotesÂ to the AprilÂ 2023 Convertible NotesÂ (as described below) and provide for the conversion of all principals and accrued interest in respect of all the OctoberÂ 2022 Convertible NotesÂ into shares of SeriesÂ E Preferred Stock of the Company in connection with the Transaction.On NovemberÂ 28, 2023, the OctoberÂ 2022 Convertible NotesÂ agreement was further amended to subordinate the OctoberÂ 2022 Convertible NotesÂ to the AprilÂ 2023 Convertible NotesÂ and the NovemberÂ 2023 Convertible NotesÂ (as described below). In addition, in the event of the consummation of the Transaction, all principal and accrued interest in respect of the OctoberÂ 2022 Convertible NotesÂ shall be converted into shares of the Companyâ€™s common stock, when multiplied by the exchange ratio applicable to the Companyâ€™s common stock in the Transaction, will entitle the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing (â€œPIPE Financingâ€) equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.In the event of the sale of equity securities in the Companyâ€™s next round of equity financing of at least $10.0Â million (excluding conversion of the OctoberÂ 2022 Convertible Notes) prior to the maturity date (a â€œQualified Financingâ€), all principal and accrued interest shall be converted into shares or units of the same class or series as are sold in the Qualified Financing.In the event of the sale of equity securities in the Companyâ€™s next round of equity financing prior to the maturity date that is not a Qualified Financing (â€œNon-Qualified Financingâ€), the notes will automatically convert into shares or units of the same class or series as are sold in such Non-Qualified Financing.For the conversion under both Qualified Financing and Non-Qualified Financing, the per share/unit conversion price for such equity securities shall be the lesser of (i)Â 75% of the average per share/unit price in such equity financing and (ii)Â an amount equal to $146.9Â million divided by the number of fully diluted common stock (or unit) equivalents at the time of the Qualified Financing or Non-Qualified Financing. In the event that (i)Â or (ii)Â applies, the Company may create a sub-series of the preferred security on identical terms to the security issued in the Qualified Financing or Non-Qualified Financing, except that the aggregate liquidation preference of the sub-series will equal the total principal and accrued interest under the notes at the time of conversion.In the event there is no subsequent round of financing, the notes would become due and payable in accordance with the terms of the convertible note agreement.On FebruaryÂ 13, 2024, the OctoberÂ 2022 Convertible NotesÂ agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the OctoberÂ 2022 Convertible NotesÂ to the AprilÂ 2023 Convertible Notes, the NovemberÂ 2023 Convertible Notes, and FebruaryÂ 2024 Convertible NotesÂ (as described below).The total of $9.5Â million principal was received by the Company as of DecemberÂ 31, 2022. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the principal amount outstanding was $9.5Â million.For the sixÂ months ended JuneÂ 30, 2024 and 2023, the interest expense was $0.4Â million and $0.4Â million, respectively.AprilÂ 2023 Convertible NotesOn AprilÂ 4, 2023, the Company issued a $5.0Â million convertible promissory note that matures on the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The AprilÂ 2023 Convertible NotesÂ accrues simple interest at eightÂ percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0Â million in additional convertible promissory notes available beginning oneÂ month after AprilÂ 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from AprilÂ 4, 2023 to DecemberÂ 31, 2023, the Company issued the additional $10.0Â million.On NovemberÂ 28, 2023, the AprilÂ 2023 Convertible NotesÂ were amended to align certain terms of the AprilÂ 2023 Convertible NotesÂ with the NovemberÂ 2023 Convertible Notes.F-71 â€‹In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Companyâ€™s SeriesÂ E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0Â million divided by the Companyâ€™s fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of SeriesÂ E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0Â million (a â€œQualified Financingâ€), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Companyâ€™s SeriesÂ E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I)Â the to be converted principal amount and any accrued and unpaid interest divided by (II)Â the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0Â million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In the event that the Company liquidates, the Company shall immediately upon the consummation of the change-of-control transaction or the liquidation event and prior to any payment to the equity holders of the Company, pay to the investor an amount equal to the greater of 120% of the sum of (i)Â the then-outstanding principal amount and all accrued and unpaid interest hereunder plus (ii)Â all accrued and unpaid dividends owed to the investor or such amount if all then-outstanding principal amount and any accrued and unpaid interest had be converted into common stock.As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the principal amount outstanding was $15.0Â million.For the sixÂ months ended JuneÂ 30, 2024 and 2023, the interest expense was $0.5Â million and $0.1 million, respectively.NovemberÂ 2023 Convertible NotesOn NovemberÂ 28, 2023, the Company issued to Perceptive Life Sciences Master Fund,Â Ltd. (â€œPerceptive PIPE Investorâ€) a $2.0Â million convertible promissory note that matures on the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The NovemberÂ Convertible NotesÂ accrues simple interest at eightÂ percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0Â million of Delayed Draw Commitment.In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Companyâ€™s SeriesÂ E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0Â million divided by the Companyâ€™s fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of SeriesÂ E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0Â million (a â€œQualified Financingâ€), the then-outstanding principal amount and F-72 â€‹any accrued and unpaid interest could be converted into either the Companyâ€™s SeriesÂ E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I)Â the to be converted principal amount and any accrued and unpaid interest divided by (II)Â the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0Â million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In DecemberÂ 2023, the NovemberÂ 2023 Convertible NotesÂ were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0Â million and $2.0Â million on DecemberÂ 13, 2023 and DecemberÂ 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the NovemberÂ 2023 Convertible NotesÂ agreement.As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the principal amount outstanding was $8.0Â million and $5.0Â million, respectively.For the sixÂ months ended June 30, 2024, the interest expense was $0.3Â million.FebruaryÂ 2024 Convertible NotesOn FebruaryÂ 13, 2024, the Company issued to Perceptive PIPE Investor a principal of $7.0Â million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The FebruaryÂ 2024 Convertible NotesÂ accrues simple interest at eightÂ percent (8.0%) per annum.In the event of the consummation of the Transaction, effective upon the closing of the Transaction, the FebruaryÂ 2024 Convertible NotesÂ will automatically be cancelled (or transferred to New Adagio) in connection with the issuance of New Adagio Convertible NotesÂ (as defined below) to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated FebruaryÂ 13, 2024, by and among New Adagio, ARYA, the Company and Perceptive PIPE Investor. Any interest accrued on the principal amount will be forfeited in connection with a cancellation (or transfer of the FebruaryÂ 2024 Convertible NotesÂ to New Adagio).Upon termination of the Transaction and prior to a Qualified Financing (as defined below), all of the then-outstanding principal amount of this note and any accrued and unpaid interest could be converted into an amount of shares of the Companyâ€™s SeriesÂ E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0Â million divided by the Companyâ€™s fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of SeriesÂ E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0Â million (excluding conversion of the OctoberÂ 2022 Convertible Notes, the AprilÂ 2023 Convertible Notes, the NovemberÂ 2023 Convertible Notes, and the FebruaryÂ 2024 Convertible Notes) (a â€œQualified Financingâ€), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Companyâ€™s SeriesÂ E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I)Â the to be converted principal amount and any accrued and unpaid interest divided by (II)Â the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0Â million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.As of JuneÂ 30, 2024, the principal amount outstanding was $7.0Â million.For the sixÂ months ended JuneÂ 30, 2024, the interest expense was $0.2Â million.F-73 â€‹In connection with the Business Combination, certain investors entered a securities purchase agreement, dated FebruaryÂ 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo will issue on the closing date to the certain investors (â€œConvert Investorsâ€) $20.0Â million of 13% senior secured convertible notes (the â€œNew Adagio Convertible Notesâ€), which will be convertible into shares of NewÂ Adagio common stock, and warrants (the â€œConvert Warrantsâ€), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the â€œBase Convert Financingâ€). The New Adagio Convertible NotesÂ will have a maturity of threeÂ years and nineÂ months after the closing and interest will be payable in cash or compound as additional principal outstanding.On the closing date, the FebruaryÂ 2024 Convertible NotesÂ will convert into New Adagio Convertible NotesÂ and Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing NoteÂ held by the Perceptive PIPE Investor into New Adagio Convertible NotesÂ and Convert Warrants and purchase of New Adagio Convertible NotesÂ and Convert Warrants by the other Convert Investors in the Base Convert Financing, the â€œConvertible Security Financingâ€). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may request that on the closing date the FebruaryÂ 2024 Convertible NotesÂ is repaid with the funds raised in connection with such Additional Financing instead of such 2024 Bridge Financing NoteÂ converting into New Adagio Convertible NotesÂ and Convert Warrants. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially

concurrent closing of the Business Combination.May 2024 Convertible NotesOn May 21, 2024, the Company issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Companyâ€™s Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Companyâ€™s fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a â€œQualified Financingâ€), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Companyâ€™s Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.As of June 30, 2024, the principal amount outstanding was $3.0 million.For the six months ended June 30, 2024, the interest expense was $26.3 thousand.F-74 â€‹June 2024 Convertible NotesOn June 25, 2024, the Company issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Companyâ€™s Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Companyâ€™s fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a â€œQualified Financingâ€), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Companyâ€™s Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.As of June 30, 2024, the principal amount outstanding was $2.5 million.For the six months ended June 30, 2024, the interest expense was $2.7 thousand.SVB Term LoanOn FebruaryÂ 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0Â million and a right to issue a subsequent term loan advance of $2.0Â million pursuant to the Loan and Security Agreement (â€œLSAâ€) with Silicon Valley Bank (â€œSVB Term Loanâ€). The loans mature on JanuaryÂ 1, 2025 and the Company must makeÂ monthly payments at a floating rate per annum equal to the greater of (1)Â sevenÂ percent (7.0%) and (2)Â the market prime rate plus one and one half of oneÂ percent (1.5%).In connection with the issuance of the SVB Term Loan, the Company issued liabilityÂ - classified warrants with a fair value of $28.5Â thousand to purchase 32,720 shares of common stock of the Company (â€œInitial Warrantsâ€), and a contingent right, with a fair value of $7.1Â thousand, to obtain an additional 16,360 shares of the common stock (â€œAdditional Warrantsâ€) upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone (â€œMilestoneâ€) refers to a specific condition that is met on or before AprilÂ 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i)Â the intent for the sale of all capital stock of the Company, or (ii)Â an executed term sheet for a priced equity financing of at least $40.0Â million from the sale of the Companyâ€™s capital stock.The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6Â thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.As of JuneÂ 30, 2024, the subsequent term loan advance of $2.0Â million had not been drawn. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the outstanding principal of SVB Term Loan is $1.0 million and $1.9Â million, respectively; and the unamortized debt discount is $9.7 thousand and $19.4Â thousand, respectively. For the sixÂ months ended JuneÂ 30, 2024 and 2023, the interest expense was $78.3Â thousand and $0.1Â million, respectively.F-75 â€‹NoteÂ 9Â â€” WarrantsSVB Common Stock WarrantOn FebruaryÂ 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively â€œSVB Warrantsâ€). As of JuneÂ 30, 2024, the Additional Warrants had not been distributed. All the Additional Warrants were distributed as of JuneÂ 30, 2023.The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on FebruaryÂ 3, 2033.Pre-funded WarrantsOn June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to Note 12 â€‰â€”â€‰ Mezzanine Equity and Stockholdersâ€™ Deficit), the Company issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investorâ€™s existing holding of 207,902 shares of Series E Preferred Stock.The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise.NoteÂ 10Â â€” Operating LeasesThe Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to NoteÂ 16 â€‰â€”â€‰ Related Party Transactions) under its operating leases. The leases have expirations ranging from JulyÂ 2024 to JuneÂ 2026, some of which include rent escalations or an option to extend the lease for up to threeÂ years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of JuneÂ 30, 2024 and DecemberÂ 31, 2023.The following table summarizes quantitative information of the Companyâ€™s operating leases for the sixÂ months ended JuneÂ 30, 2024 and 2023 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six months ended June 30 (Unaudited)Â Â Â Â 2024Â Â Â Â 2023Â Operating cash flows paid for operating leasesâ€‹$ 92â€‹$ 88â€‹Weighted average remaining lease term (years)â€‹Â 1.8â€‹Â 1.9â€‹Weighted average discount rateâ€‹Â 8.0%Â Â Â 8.0%â€‹Operating lease cost was $0.1Â million and $0.1Â million for the sixÂ months ended JuneÂ 30, 2024 and 2023, respectively. The Company did not incur any variable lease cost for the sixÂ months ended JuneÂ 30, 2024 and 2023.F-76 â€‹The following table presents the future minimum payments under the non-cancelable operating leases as of JuneÂ 30, 2024 (in thousands):â€‹â€‹â€‹â€‹Six months ending June 30 (Unaudited)Â Â Â Â â€‹â€‹Six months ending December 31, 2024â€‹$ 79Year ending December 31, 2025â€‹Â 154Year ending December 31, 2026â€‹Â 48Total undiscounted future cash flowsâ€‹Â 281Less: imputed interestâ€‹Â (18)Total operating lease liabilityâ€‹$ 263â€‹â€‹NoteÂ 11Â â€” Commitments and ContingenciesLitigationThe Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.NoteÂ 12Â â€” Mezzanine Equity and Stockholdersâ€™ DeficitAuthorized SharesThe Companyâ€™s Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of JuneÂ 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as SeriesÂ A, SeriesÂ B, SeriesÂ C, SeriesÂ D, and SeriesÂ E preferred stock in the amounts included in the table below.Convertible Preferred StockThe Company classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of the Company. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in NovemberÂ 2020, are not entirely within the Companyâ€™s control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. The Company records the issuance of preferred stock at the issuance price less related issuance costs. The Company has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.During the six months ended June 30, 2024, the Company executed the following transactions:â—‍On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See Note 9 â€‰â€”â€‰ Warrants for additional information regarding the pre-funded warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued pre-funded warrants is recorded in additional paid-in capital. There were no preferred stock transactions during the year ended December 31, 2023.F-77 â€‹The following table summarizes information related to issuance of the Companyâ€™s preferred stock as of June 30, 2024 (in thousands, except share data):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

shall not directly or indirectly (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of SeriesÂ E preferred stock, voting separately as a class, to, among other things: (i)Â amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of the Company in a manner that adversely affects the holders of the SeriesÂ E preferred stock in a manner different from any other series of preferred stock; (ii)Â create or authorize the creation of or issue any other security F-79 â€‹convertible into to exercisable for any equity security having rights, preferences or privileges senior to the SeriesÂ E preferred stock; (iii)Â increase or decrease the authorized number of shares of SeriesÂ E preferred stock.Common StockEach share of common stock is entitled to one vote.Common stock reserved for future issuance consisted of the following as of JuneÂ 30, 2024 and DecemberÂ 31, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30, 2024Â Â Â Â DecemberÂ 31,Â 2023â€‹â€‹(Unaudited)â€‹â€‹Conversion of preferred stockÂ 4,732,044Â 4,939,946Stock options issued and outstanding under the 2012 and 2022 PlanÂ 742,409Â 747,001Common shares available for future grant under the 2012 and 2022 PlanÂ 31,604Â 27,012Common stock reserved for future issuanceÂ 5,506,057Â 5,713,959â€‹â€‹NoteÂ 13Â â€” Stock-Based Compensation2012 Stock Incentive PlanIn JanuaryÂ 2011, the Board approved the 2012 Stock Incentive Plan (the â€œ2012 Planâ€), which permitted grants of Incentive Stock Options (â€œISOsâ€) and Non-statutory Stock Options (â€œNSOsâ€) to employees, directors and consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in JanuaryÂ 2022.2022 Stock Incentive PlanIn AprilÂ 2022, the Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the â€œ2022 Planâ€), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the â€œStock Incentive Planâ€).The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of the Company. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial.The stock options generally vest over fourÂ years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As the Company lacks company-specific historical and implied volatility information required for valuation, the Company estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the â€œsimplified methodâ€ provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the â€œsimplified method,â€ or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as the Company has never paid nor does it expect to pay any cash dividend in the near future.F-80 â€‹The following table summarizes stock option activity during the sixÂ months ended JuneÂ 30,
2024:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â WeightedÂ Â Â Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion./s/ WithumSmith+Brown, PCWithumSmith+Brown, PCWe have served as the Companyâ€™s auditor since 2023.Whippany, New JerseyApril 18, 2024, except for Note 2 and Note 17, as to which the date is November 1, 2024â€‹F-87 â€‹ADAGIO MEDICAL,Â INC.CONSOLIDATED BALANCE SHEETS(in thousands, except share data)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â DecemberÂ 31,Â Â Â Â DecemberÂ 31,â€‹â€‹2023â€‹2022Â â€‹â€‹(As Restated)â€‹â€‹AssetsÂ â€‹Â Â Â â€‹Â Â Current assetsÂ â€‹Â Â Â â€‹Â Â Cash and cash equivalentsâ€‹$ 1,383â€‹$ 5,547Accounts receivable, netâ€‹Â 71â€‹Â â€”Inventory, netâ€‹Â 3,322â€‹Â 367Prepaid expensesâ€‹Â 232â€‹Â 291Other current assetsâ€‹Â 177â€‹Â 527Total current assetsâ€‹Â 5,185â€‹Â 6,732Property and equipment, netâ€‹Â 1,487â€‹Â 1,647Right-of-use assets, netâ€‹Â 130â€‹Â 292Other assetsâ€‹Â 23â€‹Â 26Total assetsâ€‹$ 6,825â€‹$ 8,697Liabilities, convertible preferred stock, and stockholdersâ€™ deficitâ€‹Â Â Â â€‹Â Â Current liabilitiesâ€‹Â Â Â â€‹Â Â Accounts payableâ€‹$ 3,830â€‹$ 1,011Accrued liabilitiesâ€‹Â 3,048â€‹Â 2,157Operating lease liabilities, currentâ€‹Â 79â€‹Â 163Convertible notes payables, currentâ€‹Â 36,430â€‹Â 9,500Warrant liabilitiesâ€‹Â 78â€‹Â â€”Term loan, currentâ€‹Â 1,695â€‹Â â€”Accrued transaction costsâ€‹Â 444â€‹Â â€”Other accrued liabilitiesâ€‹Â 1,572â€‹Â 137Total current liabilitiesâ€‹Â 47,176â€‹Â 12,968Operating lease liabilities, long-termâ€‹Â 52â€‹Â 134Term loan, long-termâ€‹Â 143â€‹Â â€”Other long-term liabilitiesâ€‹Â 8â€‹Â 3Total liabilitiesâ€‹Â 47,379â€‹Â 13,105â€‹â€‹â€‹â€‹â€‹â€‹â€‹Commitments and contingencies (NoteÂ 11)â€‹Â Â Â â€‹Â Â Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized, issued and outstanding with aggregate liquidation preference of $91,637 as of DecemberÂ 31, 2023 and DecemberÂ 31, 2022â€‹Â 91,469â€‹Â 91,469Stockholdersâ€™ deficitâ€‹Â Â Â â€‹Â Â Common stock, $0.001 par value; 6,594,946 shares authorized as of DecemberÂ 31, 2023 and DecemberÂ 31, 2022; 767,174 shares and 762,762Â shares issued as of DecemberÂ 31, 2023 and DecemberÂ 31, 2022, respectively; 779,908 shares and 756,160 shares outstanding as of DecemberÂ 31, 2023 and DecemberÂ 31, 2022, respectivelyâ€‹Â 1â€‹Â 1Additional paid-in capitalâ€‹Â 1,608â€‹Â 1,153Accumulated other comprehensive incomeâ€‹Â 17â€‹Â 28Accumulated deficitâ€‹Â (133,649)â€‹Â (97,059)Total stockholdersâ€™ deficitâ€‹Â (132,023)â€‹Â (95,877)Total liabilities, convertible preferred stock, and stockholdersâ€™ deficitâ€‹$ 6,825â€‹$ 8,697â€‹The accompanying notes are an integral part of these consolidated financial statements.â€‹F-88 â€‹ADAGIO MEDICAL,Â INC.CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS(in thousands, except per share data)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Years ended December 31,â€‹Â Â Â Â 2023Â Â Â Â 2022Â â€‹â€‹(As Restated)â€‹â€‹Revenueâ€‹$ 300â€‹$ 189Cost of revenue and operating expenses:â€‹Â Â Â â€‹Â Â Cost of revenueâ€‹Â 1,306â€‹Â 875Research and developmentâ€‹Â 15,399â€‹Â 17,855Selling, general and administrativeâ€‹Â 11,537â€‹Â 5,372Total cost of revenue and operating expensesâ€‹Â 28,242â€‹Â 24,102Loss from operationsâ€‹Â (27,942)â€‹Â (23,913)Other income (expense)â€‹Â Â Â â€‹Â Â Convertible notes fair value adjustmentâ€‹Â (6,930)â€‹Â â€”Warrant liabilities fair value adjustmentâ€‹Â (42)â€‹Â â€”Interest expenseâ€‹Â (1,659)â€‹Â (137)Interest incomeâ€‹Â 3â€‹Â 39Other (expense) income, netâ€‹Â (20)â€‹Â 338Total other income (expense)â€‹Â (8,648)â€‹Â 240Net lossâ€‹Â (36,590)â€‹Â (23,673)Other comprehensive income (loss):â€‹Â Â Â â€‹Â Â Foreign currency translation adjustmentâ€‹Â (11)â€‹Â 24Comprehensive lossâ€‹$ (36,601)â€‹$ (23,649)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Basic and diluted net loss per common shareâ€‹$ (48.16)â€‹$ (31.50)Basic and diluted weighted average shares outstandingâ€‹Â 759,814â€‹Â 751,568â€‹The accompanying notes are an integral part of these consolidated financial statements.â€‹F-89 â€‹ADAGIO MEDICAL,Â INC.CONSOLIDATED STATEMENTS OF CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERSâ€™ DEFICIT(in thousands, except share data)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.On MarchÂ 10, 2023, Silicon Valley Bank (â€œSVBâ€) was closed by the California Department of Financial Protection and Innovation, which immediately appointed the FDIC as receiver. SVB held $0.5Â million of the Companyâ€™s cash and cash equivalents as of DecemberÂ 31, 2023. The Companyâ€™s full exposure was ultimately covered by the FDIC and no loss was incurred.Revenue RecognitionThe Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the â€œConsumablesâ€) used with the Companyâ€™s cryoablation consoles (â€œConsolesâ€). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers (â€œASC 606â€). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:â—Step 1: Identify the contract with the customer.â—Step 2: Identify the performance obligations in the contract.â—Step 3: Determine the transaction price.â—Step 4: Allocate the transaction price to the performance obligations in the contract.â—Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.The Companyâ€™s customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Companyâ€™s customer arrangements from which it derives revenue is the sale of the Consumables.When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customerâ€™s continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASCÂ 842, Leases and ASC 606. Revenue allocated to the lease components was not material for theÂ years ended DecemberÂ 31, 2023 and 2022.Revenue from sales to customers of the Consumables is classified as revenue in the Companyâ€™s consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.Other Revenue ConsiderationsRevenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.F-95 â€‹The Companyâ€™s contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30Â days.Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Companyâ€™s contracts.The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be oneÂ year or less.For theÂ years ended DecemberÂ 31, 2023 and 2022, revenue was generated only from European markets.InventoryInventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out (â€œFIFOâ€). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in researchÂ & development activities are expensed when incurred.Property and EquipmentProperty and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to fiveÂ years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles have a five-year useful life.Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.ConcentrationsThe Company had three suppliers exceed 10.0% of total accounts payable as of DecemberÂ 31, 2023, representing 71.6% of accounts payable. As of DecemberÂ 31, 2022, the Company had one supplier exceed 10.0% of total accounts payable, representing 17.1% of accounts payable.The Companyâ€™s five and ten largest suppliers accounted for approximately 45.0% and 54.3%, respectively, of the Companyâ€™s expenditures for theÂ year ended DecemberÂ 31, 2023. The Companyâ€™s five and ten largest suppliers accounted for approximately 23.0% and 31.8%, respectively, of the Companyâ€™s expenditures for theÂ year ended DecemberÂ 31, 2022.Impairment of Long-Lived AssetsThe Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the assetâ€™s carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For theÂ years ended DecemberÂ 31, 2023 and 2022, the Company determined that there was no impairment of long-lived assets.F-96 â€‹Foreign Currency Translation and TransactionsThe assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entityâ€™s financial statements are reported in accumulated other comprehensive income (loss) in the consolidated balance sheets and foreign currency translation adjustment in the consolidated statements of operations and comprehensive loss.LeasesThe Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Companyâ€™s incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12Â months from the initial recognition provisions of ASC 842. Refer to NoteÂ 10â€”Operating Leases for additional details.The Companyâ€™s implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for theÂ years ended DecemberÂ 31, 2023 and 2022.Cost of RevenueCost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Companyâ€™s products.Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.Research and DevelopmentResearch and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.F-97 â€‹Selling, General and AdministrativeSelling, general and administrative consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred.Accrued Transaction CostsIn connection with the expected Transaction (as defined in NoteÂ 8 â€” Debt), the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which was incurred and expensed as of DecemberÂ 31, 2023, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the consolidated balance sheets.Fair Value MeasurementsFair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:â—Level Â 1â€”Quoted prices in active markets for identical assets or liabilities.â—Level Â 2â€”Observable inputs other than Level Â 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.â—Level Â 3â€”Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Managementâ€™s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.Fair Value Option for Convertible NotesAs permitted under ASC 825, the Company elected the fair value option to account for the convertible promissory notes issued in OctoberÂ 2022 (the â€œOctoberÂ 2022 Convertible Notesâ€), AprilÂ 2023 (the â€œAprilÂ 2023 Convertible Notesâ€), and NovemberÂ 2023 (the â€œNovemberÂ 2023 Convertible Notesâ€) in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the OctoberÂ 2022 Convertible Notes, AprilÂ 2023 Convertible Notes, and NovemberÂ 2023 Convertible NotesÂ at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the OctoberÂ 2022 Convertible Notes, AprilÂ 2023 Convertible Notes, and NovemberÂ 2023 Convertible NotesÂ were expensed as incurred (i.e., not recognized as deferred costs). Refer to NoteÂ 4 â€” Fair Value Measurements for further detail.The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustmentâ€, while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.F-98 â€‹WarrantsThe Company accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the consolidated balance sheets in accordance with ASC 815, Derivatives and Hedging (â€œASC 815â€).The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12Â months of the balance sheet date.Changes in fair value are recognized as warrant liabilities fair value adjustment in the consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See NoteÂ 9 â€‰â€”â€‰ Warrants for additional information related to the warrants.Term LoanThe Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelveÂ months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. See NoteÂ 8 â€‰â€”â€‰ Debt for additional information related to the term loan.Convertible Preferred StockThe Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Companyâ€™s control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i)Â the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii)Â the closing of the sale of the Companyâ€™s common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwritersâ€™ discounts and expenses relating to the issuance) of at least $75.0Â million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.Stock-Based CompensationThe Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Companyâ€™s common stock valuation. Refer to NoteÂ 13 â€‰â€”â€‰ Stock-Based Compensation.Due to the absence of an active market for the Companyâ€™s common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Companyâ€™s financial position, historical performance and operating results, the Companyâ€™s stage of development, the progress of the Companyâ€™s research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and F-99 â€‹privileges of the Companyâ€™s convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Companyâ€™s common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key

assumptions underlying the factors used could result in different fair values of the Company at each valuation date.Income TaxesIncome taxes are recorded in accordance with ASC 740, Income Taxes (â€œASC 740â€), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for theÂ year in which the differences are expected to reverse and include Net Operating Loss (â€œNOLâ€) carryforwards and Research and Development (â€œR&Dâ€) tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.The Company adopted ASU 2019-12, Simplifying the Accounting for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Companyâ€™s practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its consolidated balance sheets and has not recognized interest and/or penalties in the consolidated statements of operations and comprehensive loss for theÂ years ended DecemberÂ 31, 2023 and 2022, respectively.To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to NoteÂ 15 â€‰â€”â€‰ Income Taxes for additional details.Recently Adopted Accounting PronouncementsIn JuneÂ 2016, the FASB issued ASU No.Â 2016-13, Financial InstrumentsÂ - Credit Losses (Topic 326) (â€œASUÂ l2016-13â€). ASU 2016-13 sets forth a â€œcurrent expected credit lossâ€ model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost, available-for-sale debt securities and applies to certain off-balance sheet credit exposures. ASU 2016-13 is effective for smaller reporting companies in 2023. The Company adopted the guidance on JanuaryÂ 1, 2023, with no material impact on the consolidated financial statements.â€‹NoteÂ 4Â â€” Fair Value MeasurementsThe Companyâ€™s financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities, and convertible notes payables. The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes and common stock warrant liabilities are carried at fair value.Assets and liabilities recognized at fair value on a recurring basis in the consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.F-100 â€‹The following tables summarize the Companyâ€™s financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):â€‹â€‹â€‹

and unpaid interest could be converted into either the Companyâ€™s SeriesÂ E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I)Â the to be converted principal amount and any accrued and unpaid interest divided by (II)Â the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0Â million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Companyâ€™s SeriesÂ E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0Â million divided by the Companyâ€™s fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of SeriesÂ E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.For theÂ year ended DecemberÂ 31, 2023, the interest expense was $0.6Â million.NovemberÂ 2023 Convertible NotesOn NovemberÂ 28, 2023, the Company issued to Perceptive Life Sciences Master Fund,Â Ltd. (â€œPerceptive PIPE Investorâ€) a $2.0Â million convertible promissory note that matures on the latest of (i)Â JanuaryÂ 5, 2024, (ii)Â termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii)Â the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above.The NovemberÂ Convertible NotesÂ accrues simple interest at eightÂ percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0Â million of Delayed Draw Commitment available beginning oneÂ month after NovemberÂ 28, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction.In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0Â million (a â€œQualified Financingâ€), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Companyâ€™s SeriesÂ E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I)Â the to be converted principal amount and any accrued and unpaid interest divided by (II)Â the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0Â million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Companyâ€™s SeriesÂ E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0Â million divided by the Companyâ€™s fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of SeriesÂ E Preferred Stock issued upon conversion of this note to bear F-106 â€‹an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.In DecemberÂ 2023, the NovemberÂ 2023 Convertible NotesÂ were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0Â million and $2.0Â million on DecemberÂ 13, 2023 and DecemberÂ 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the NovemberÂ 2023 Convertible NotesÂ agreement.For theÂ year ended DecemberÂ 31, 2023, the interest expense was $19.8Â thousand.SVB Term LoanOn FebruaryÂ 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0Â million and a right to issue a subsequent term loan advance of $2.0Â million pursuant to the Loan and Security Agreement (â€œLSAâ€) with Silicon Valley Bank (â€œSVB Term Loanâ€). The loans mature on JanuaryÂ 1, 2025 and the Company must makeÂ monthly payments at a floating rate per annum equal to the greater of (1)Â sevenÂ percent (7.0%) and (2)Â the market prime rate plus one and one half of oneÂ percent (1.5%).In connection with the issuance of the SVB Term Loan, the Company issued liabilityÂ -classified warrants with a fair value of $28.5Â thousand to purchase 32,720 shares of common stock of the Company (â€œInitial Warrantsâ€), and a contingent right, with a fair value of $7.1Â thousand, to obtain an additional 16,360 shares of the common stock (â€œAdditional Warrantsâ€) upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone (â€œMilestoneâ€) refers to a specific condition that is met on or before AprilÂ 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i)Â the intent for the sale of all capital stock of the Company, or (ii)Â an executed term sheet for a priced equity financing of at least $40.0Â million from the sale of the Companyâ€™s capital stock.The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6Â thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.As of DecemberÂ 31, 2023, the subsequent term loan advance of $2.0Â million had not been drawn. As of DecemberÂ 31, 2023, the outstanding principal of SVB Term Loan is $1.9Â million, and the unamortized debt discount is $19.4Â thousand. For theÂ year ended DecemberÂ 31, 2023, the interest expense was $0.2Â million.NoteÂ 9Â â€” WarrantsSVB Common Stock WarrantOn FebruaryÂ 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively â€œSVB Warrantsâ€). As of DecemberÂ 31, 2023, all the Additional Warrants had been distributed.The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on FebruaryÂ 3, 2033.NoteÂ 10Â â€” Operating LeasesThe Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to NoteÂ 16 â€‰â€”â€‰Related Party Transactions) under its operating leases. The leases have expirations ranging from MarchÂ 2024 to JuneÂ 2026, some of which include rent escalations or an option to extend the lease for up to threeÂ years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.As of DecemberÂ 31, 2023 and 2022, the Company does not have any finance or short-term leases and has not entered into any leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations.F-107 â€‹The following table summarizes quantitative information of the Companyâ€™s operating leases for theÂ years ended DecemberÂ 31, 2023 and 2022 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Years ended December 31,Â Â Â Â 2023Â Â Â Â 2022Â Â Operating cash flows paid for operating leasesâ€‹$ 178â€‹$ 173â€‹Weighted average remaining lease term (years)â€‹Â 1.7â€‹Â 2.2â€‹Weighted average discount rate â€‹Â 8.0%Â Â Â 8.0%â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â YearÂ endedâ€‹â€‹DecemberÂ 31,Â 2022Â Right-of-use assets acquired under operating lease on the adoption of ASC 842 on JanuaryÂ 1, 2022â€‹$ 440Operating lease liabilities acquired under operating lease on the adoption of ASC 842 on JanuaryÂ 1, 2022â€‹$ 443â€‹Operating lease cost was $0.2Â million and $0.2Â million for theÂ years ended DecemberÂ 31, 2023 and 2022, respectively. The Company did not incur any variable lease cost for theÂ years ended DecemberÂ 31, 2023 and 2022.The following table presents the future minimum payments under the non-cancelable operating leases as of DecemberÂ 31, 2023 (in thousands):â€‹â€‹â€‹â€‹Year ending December 31,Â Â Â Â â€‹â€‹2024â€‹$ 862025â€‹Â 362026â€‹Â 18Total undiscounted future cash flowsâ€‹Â 140Less: imputed interestâ€‹Â (9)Total operating lease liabilityâ€‹$ 131â€‹NoteÂ 11Â â€” Commitments and ContingenciesLitigationThe Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.NoteÂ 12Â â€” Mezzanine Equity and Stockholdersâ€™ DeficitAuthorized SharesThe Companyâ€™s Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of DecemberÂ 31, 2023 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946Â shares of preferred stock, designated as SeriesÂ A, SeriesÂ B, SeriesÂ C, SeriesÂ D, and SeriesÂ E preferred stock in the amounts included in the table below.Convertible Preferred StockThe Company classifies convertible preferred stock as temporary equity on the accompanying consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of the Company. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in NovemberÂ 2020, are not entirely within the Companyâ€™s control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. The Company records the issuance of preferred stock at the issuance price less related issuance costs. F-108 â€‹The Company has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.The following table summarizes information related to issuance of the Companyâ€™s preferred stock at DecemberÂ 31, 2023 and 2022 (in thousands, except share data):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of the Company. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial.The stock options generally vest over fourÂ years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As the Company lacks company-specific historical and implied volatility information required for valuation, the Company estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the â€œsimplified methodâ€ provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the â€œsimplified method,â€ or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as the Company has never paid nor does it expect to pay any cash dividend in the near future.The weighted average assumptions used to estimate the fair value of stock option granted during theÂ years ended DecemberÂ 31, 2023 and 2022 are listed in the table below:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â YearÂ endedÂ Â Â Â YearÂ endedÂ â€‹â€‹DecemberÂ 31,Â 2023â€‹DecemberÂ 31,Â 2022Â Â Risk-free interest rateÂ 3.69%Â Â 2.98%Expected dividend yieldÂ â€”%Â Â â€”%Expected term inÂ yearsÂ 6.37Â 6.74â€‹Expected volatilityÂ 38.48%Â Â 36.83%â€‹F-111 â€‹The following table summarizes stock option activity during theÂ years ended DecemberÂ 31, 2023 and 2022:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â â€‹Â Â Â Â â€‹â€‹Â Â Â Â WeightedÂ Â Â Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Averageâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Weightedâ€‹Remainingâ€‹Aggregat DecemberÂ 31, 2021Â 585,044â€‹$ 6.41Â 8.65â€‹$ 912GrantedÂ 69,050â€‹$ 7.97Â Â Â â€‹Â Â Â ExercisedÂ (11,217)â€‹$ 2.26Â Â Â â€‹Â Â Â ForfeitedÂ (23,350)â€‹$ 4.65Â Â Â â€‹Â Â Â Outstanding, DecemberÂ 31, 2022Â 619,527â€‹$ 6.73Â 7.87â€‹$ 252GrantedÂ 160,000â€‹$ 3.88Â Â Â â€‹Â Â Â ExercisedÂ (5,669)â€‹$ 3.22Â Â Â â€‹Â Â Â ForfeitedÂ (22,357)â€‹$ 6.94Â Â Â â€‹Â Â Â ExpiredÂ (4,500)â€‹$ 0.93Â Â Â â€‹Â Â Â Outstanding, DecemberÂ 31, 2023Â 747,001â€‹$ 6.17Â 7.45â€‹$ 72Vested and expected to vest, DecemberÂ 31, 2023Â 718,003â€‹$ 6.19Â 7.41â€‹$ 72Vested and exercisable, DecemberÂ 31, 2023Â 444,839â€‹$ 6.47Â 6.75â€‹$ 71â€‹The Company received $18.3Â thousand and $25.4Â thousand related to stock options exercised during theÂ years ended DecemberÂ 31, 2023 and 2022, respectively. Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity.The total Intrinsic value for stock options exercised was $30.2Â thousand and $64.9Â thousand during theÂ years ended DecemberÂ 31, 2023 and 2022, respectively. The fair value of awards vested was $0.4Â million and $0.4Â million during theÂ years ended DecemberÂ 31, 2023 and 2022, respectively. As of DecemberÂ 31, 2023, the total unrecognized compensation related to unvested stock option awards granted was $0.7Â million, which the Company expects to recognize over a weighted-average period of approximately 2.3Â years.Total Stock-Based CompensationThe following table summarizes the total stock-based compensation expense for the stock options expense recorded in the consolidated statements of operations and comprehensive loss for theÂ year ended DecemberÂ 31, 2023 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Years ended December 31,Â Â Â Â 2023Â Â Â Â 2022Â Selling, general and administrativeâ€‹$ 384â€‹$ 318Research and developmentâ€‹Â 58â€‹Â 47Total stock-based compensationâ€‹$ 442â€‹$ 365â€‹NoteÂ 14Â â€” Net Loss Per Common ShareBasic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Companyâ€™s convertible preferred stock, common stock warrants, and common stock options because the Companyâ€™s net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.F-112 â€‹The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for theÂ years presented (in thousands, except share and per share data):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â â€‹Â Â Â Â Â â€‹â€‹2023â€‹2022Years ended December 31,â€‹(As Restated)â€‹â€‹Numerator:Â â€‹Â Â Â â€‹Â Â Net loss attributable to common stockholdersâ€‹$ (36,590)â€‹$ (23,673)Denominator:â€‹Â Â Â â€‹Â Â Â Weighted-average shares outstanding used in computing net loss per share attributable to common stockholdersÂ â€” basic and dilutedâ€‹Â 759,814â€‹Â 751,568Net loss per share attributable to common stockholdersÂ â€” basic and dilutedâ€‹Â (48.16)â€‹Â (31.50)â€‹The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for theÂ years presented because the impact of including them would be anti-dilutive:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â DecemberÂ 31,Â 2023Â Â Â Â DecemberÂ 31,Â 2022Â Convertible preferred stockÂ 4,939,946Â 4,939,946Stock optionsÂ 747,001Â 619,527Common stock warrantsÂ 49,080Â â€”Total Â 5,736,027Â 5,559,473â€‹NoteÂ 15Â â€” Income TaxesThe components of pretax loss from operations for theÂ years ended DecemberÂ 31, 2023 and 2022 are as follows (dollars in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2023Â Â Â Â 2022Â Years ended December 31,â€‹(As Restated)â€‹â€‹U.S.â€‹$ (36,517)â€‹$ (20,744)Foreignâ€‹Â (73)â€‹Â (2,929)Pretax loss from operationsâ€‹$ (36,590)â€‹$ (23,673)â€‹There was no income tax provision for theÂ year ended DecemberÂ 31, 2023 and 2022. Current income taxes are based upon theÂ yearâ€™s income taxable for federal, state and foreign tax reporting purposes. Deferred income taxes are provided for certain income and expenses which are recognized in different periods for tax and financial reporting purposes. Deferred tax assets and liabilities are computed for differences between the consolidated financial statements and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the period in which the differences are expected to affect taxable income, and include NOL carryforwards and R&D tax credit carryforwards.The following table presents a reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense for theÂ years ended DecemberÂ 31, 2023 and 2022 (dollars in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â 2023Â Â Â Â 2022Â Years ended December 31,â€‹AmountÂ Â Â Â TaxÂ Rateâ€‹AmountÂ Â Â Â TaxÂ Rateâ€‹Â â€‹(As Restated)â€‹(As Restated)â€‹â€‹Income tax benefit at federal statutory rateÂ Â Â Â $ (7,684)Â Â Â Â 21.0%Â Â $ (4,972)Â Â Â Â 21.0%Adjustments for tax effects of:â€‹Â Â Â Â Â Â â€‹Â Â Â Â Â Â â€‹Permanent adjustmentsâ€‹Â 448Â (1.2)%Â Â Â 28Â (0.1)%Change in FV of convertible noteâ€‹Â 1,456Â (4.0)%Â Â Â â€”Â â€”%NOL true-up adjustmentâ€‹Â 2,922Â (8.0)%Â Â Â â€”Â â€”%Foreign rate differentialâ€‹Â (11)Â (0.0)%Â Â Â 18Â (0.1)%Change in federal valuation allowanceâ€‹Â 2,869Â (7.8)%Â Â Â 4,926Â (20.8)%Income tax expenseâ€‹$â€”Â â€”%Â Â $ â€”Â â€”%â€‹F-113 â€‹Significant components of the Companyâ€™s deferred tax assets and liabilities as of DecemberÂ 31, 2023 and 2022 are as follows (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â DecemberÂ 31,Â 2023Â Â Â Â DecemberÂ 31,Â 2022Â Deferred tax assets:Â â€‹Â Â Â Â Net operating lossesâ€‹$ 25,786â€‹$ 26,489Capitalized research costsâ€‹Â 4,456â€‹Â 1,737Research and development creditâ€‹Â 1,604â€‹Â 1,604Accrued compensationâ€‹Â 392â€‹Â 283Stock-based compensationâ€‹Â 269â€‹Â 97Operating lease liabilitiesâ€‹Â 14â€‹Â 54Otherâ€‹Â 114â€‹Â 91Total deferred tax assetsâ€‹Â 32,635â€‹Â 30,355Less: Valuation allowanceâ€‹Â (32,100)â€‹Â (29,981)Total deferred tax assets, net of valuation allowanceâ€‹Â 535â€‹Â 374Deferred tax liabilities:â€‹Â Â Â Â â€‹Â Â Â Â Right-of-use assetsâ€‹Â (14)â€‹Â (53)Unrecognized tax benefitsâ€‹Â (521)â€‹Â (321)Total deferred tax liabilitiesâ€‹Â (535)â€‹Â (374)Net deferred tax assets (liabilities)â€‹$ â€”â€‹$ â€”â€‹The Company has established a valuation allowance as of DecemberÂ 31, 2023 and 2022 to fully offset the net deferred tax assets of $32.1Â million and $30.0Â million, respectively. Realization of the future tax benefits is dependent on the Companyâ€™s ability to generate sufficient taxable income within the carryforward period. Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over the three-year period ended DecemberÂ 31, 2023. Such objective evidence limits the ability to consider other subjective evidence, such as the Companyâ€™s projections for future commercialization. Management has concluded that it is more likely than not that the Company will not have sufficient foreseeable taxable income to allow for the utilization of the deferred tax assets; therefore, a full valuation allowance has been established to reduce the net deferred tax assets to zero at DecemberÂ 31, 2023 and 2022.As of DecemberÂ 31, 2023 and 2022, the Company had federal NOL carryforwards of approximately $100.0Â million and $84.8Â million, respectively. $19.0Â million of the federal NOL carryforwards will begin to expire from 2031. Due to the enactment of the Tax Cuts and Jobs Act, federal net operating losses generated beginning in 2018 are carried forward indefinitely. Therefore, the remaining federal NOL carry forwards of $81.0Â million and $65.8Â million as of DecemberÂ 31, 2023 and 2022, respectively, have an unlimited carryover period. As of DecemberÂ 31, 2023 and 2022, the Company had state NOL carryforwards of $53.4Â million and $53.4Â million, respectively, which will begin to expire from 2031. As of DecemberÂ 31, 2023 and 2022, the Company had a NOL from Adagio Medical GmbH of $249.3Â thousand and $138.7Â thousand, respectively. The NOLs are carried forward indefinitely. As of DecemberÂ 31, 2023 and 2022, the Company also had net federal R&D tax credit carry-forwards of approximately $1.6Â million and $1.6Â million, respectively. The federal R&D tax credits will begin to expire in 2038. The Company had no state R&D credits.The Companyâ€™s tax attribute carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by SectionÂ 382 of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), as well as similar state and foreign provisions. These ownership changes may limit the amount of NOL and R&D credit carryforwards that can be used annually to offset future taxable income and tax, respectively. In general, an â€œownership changeâ€ as defined by SectionÂ 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50% of the outstanding stock of a company by certain stockholders. The Company has not completed a study to assess whether an ownership change has occurred or whether there have been multiple ownership changes since the Companyâ€™s formation due to the complexity and cost associated with such study, and the fact that there may be additional such ownership changes in the future. Any limitation may result in expiration of a portion of the NOL carryforwards or R&D tax credit carryforwards before utilization; however, such limitation, if any, would not have an impact on the Companyâ€™s financial statement due to the full valuation allowance.The Company conducts intensive research and experimentation activities, generating R&D tax credits for federal purposes under SectionÂ 41 of the Code. The Company has performed a formal study validating these credits claimed in the tax returns.F-114 â€‹The following table summarizes the changes to unrecognized tax benefits as of DecemberÂ 31, 2023 and 2022 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Years ended December 31, Â Â Â Â 2023Â Â Â Â 2022Â Balance at beginning ofÂ yearâ€‹$ 321â€‹$ 321Gross increasesÂ â€“ tax positions during theÂ yearâ€‹Â 200â€‹Â â€”Balance at end ofÂ yearâ€‹$ 521â€‹$ 321â€‹As of DecemberÂ 31, 2023, the Company has unrecognized tax benefits of $0.5Â million of which $0.5Â million will affect the effective tax rate if recognized when the Company no longer has a valuation allowance offsetting its deferred tax assets.The Company does not anticipate that there will be a significant change in unrecognized tax benefits over the next 12Â months.The Company is subject to U.S. federal and various state tax as well as Germany tax jurisdictions. Since the Company formed in 2011, all filed tax returns are subject to examination. Generally, the taxÂ years remain open for examination by the federal statute under a three-year statute of limitation; however, states generally keep their statutes open between three and fourÂ years. However, the Companyâ€™s taxÂ years from inception are subject to examination by the United States and various state taxing authorities due to the carry forward of unused NOLs and R&D credits.Enacted in DecemberÂ 2017, the Tax Cuts and Jobs Act of 2017 (â€œTCJAâ€) amended SectionÂ 174 to require capitalization of all research and experimental (â€œR&Eâ€) costs incurred in taxÂ years beginning after DecemberÂ 31, 2021. For taxÂ years beginning on or after JanuaryÂ 1, 2022, R&E costs must be amortized over fiveÂ years if the R&E activities are performed in the U.S., or over 15Â years if the activities are performed outside of the U.S., beginning with the midpoint of the taxÂ year in which the costs were paid or incurred. During 2023, the Company capitalized $15.5Â million of R&E costs. The Company plans to refine the calculation for SectionÂ 174 and make an adjustment on the tax return.NoteÂ 16Â â€” Related Party TransactionsShared Services AgreementDuring theÂ years ended DecemberÂ 31, 2023 and 2022, the Company incurred $1.4 million and $1.1 million, respectively, for finance and accounting services and other general and administrative support services (â€œShared Services Agreementâ€) to Fjord Ventures (â€œFjordâ€), a company owned and operated by the Companyâ€™s CEO. The transactions are recorded as selling, general and administrative expenses on the consolidated statements of comprehensive loss.Laguna Hills SubleaseIn addition to the Shared Services Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. During theÂ years ended DecemberÂ 31, 2023 and 2022, the Company incurred $0.1 million and $0.1 million of lease expense, respectively, under the sub-lease agreement.Refer to NoteÂ 10 â€”â€” Operating Leases for further detail.OctoberÂ 2022 Convertible NotesOn OctoberÂ 27, 2022, the Company issued a $0.5Â million convertible promissory note to Fjordinvest, LLC (â€œFjordinvestâ€), a company owned and operated by the Companyâ€™sÂ CEO. On AprilÂ 4, 2023 and NovemberÂ 28, 2023, the OctoberÂ 2022 Convertible NotesÂ were amended. Refer to NoteÂ 8 â€”â€” Debt for additional information regarding the OctoberÂ 2022 Convertible Notes.F-115 â€‹Note 17 â€” Restatement of Quarterly Financial Information (Unaudited)The Company has restated herein their previously issued unaudited condensed consolidated financial statements for each interim period within the fiscal year ended December 31, 2023 (USD in thousands, except basic and diluted net loss per common share). Refer to Note 2 - Restatement of Previously Issued Financial Statements for additional information.â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â AsÂ PreviouslyÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â â€‹â€‹Reportedâ€‹Adjustmentâ€‹AsÂ Restatedâ€‹Condensed Consolidated Balance Sheet as of September 30, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Convertible notes payables, currentâ€‹$27,619â€‹$(1,035)â€‹$26,584â€‹Total current liabilitiesâ€‹â€‹36,950â€‹â€‹(1,035)â€‹â€‹35,915â€‹Total liabilitiesâ€‹â€‹37,589â€‹â€‹(1,035)â€‹â€‹36,554â€‹Accumulated deficitâ€‹â€‹(126,063)â€‹â€‹1,035â€‹â€‹(125,028)â€‹Total stockholdersâ€™ deficitâ€‹$(124,542)â€‹$1,035â€‹$(123,507)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Operations and Comprehensive Loss for the Nine Months ended September 30, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Convertible notes fair value adjustmentâ€‹$(5,119)â€‹$1,035â€‹$(4,084)â€‹Total other income (expense), netâ€‹â€‹(6,395)â€‹â€‹1,035â€‹â€‹(5,360)â€‹Net lossâ€‹â€‹(29,004)â€‹â€‹1,035â€‹â€‹(27,969)â€‹Comprehensive lossâ€‹â€‹(29,005)â€‹â€‹1,035â€‹â€‹(27,970)â€‹Basic and diluted net loss per common shareâ€‹$(38.19)â€‹$1.36â€‹$(36.83)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the Nine Months Ended September 30, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(29,004)â€‹$1,035â€‹$(27,969)â€‹Accumulated Deficit Balance, September 30, 2023â€‹â€‹(126,063)â€‹â€‹1,035â€‹â€‹(125,028)â€‹Total Stockholdersâ€™ Deficit Balance, September 30, 2023â€‹$(124,542)â€‹$1,035â€‹$(123,507)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Cash Flow for the Nine Months Ended September 30, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(29,004)â€‹$1,035â€‹$(27,969)â€‹Change in fair value of convertible notes payablesâ€‹$5,119â€‹$(1,035)â€‹$4,084â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Convertible notes fair value adjustmentâ€‹$(3,649)â€‹$616â€‹$(3,033)â€‹Total other income (expense), netâ€‹â€‹(4,296)â€‹â€‹616â€‹â€‹(3,680)â€‹Net lossâ€‹â€‹(17,824)â€‹â€‹616â€‹â€‹(17,208)â€‹Comprehensive lossâ€‹â€‹(17,829)â€‹â€‹616â€‹â€‹(17,213)â€‹Basic and diluted net loss per common shareâ€‹$(23.49)â€‹$0.82â€‹$(22.67)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the Six Months Ended June 30, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(17,824)â€‹$616â€‹$(17,208)â€‹Accumulated Deficit Balance, June 30, 2023â€‹â€‹(114,883)â€‹â€‹616â€‹â€‹(114,267)â€‹Total Stockholdersâ€™ Deficit Balance, June 30, 2023â€‹$(113,492)â€‹$616â€‹$(112,876)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(17,824)â€‹$616â€‹$(17,208)â€‹Change in fair value of convertible notes payableâ€‹$3,649â€‹$(616)â€‹$3,033â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Convertible notes fair value adjustmentâ€‹$(2,361)â€‹$327â€‹$(2,034)â€‹Total other income (expense), netâ€‹â€‹(2,622)â€‹â€‹327â€‹â€‹(2,295)â€‹Net lossâ€‹â€‹(9,276)â€‹â€‹327â€‹â€‹(8,949)â€‹Comprehensive lossâ€‹â€‹(9,280)â€‹â€‹327â€‹â€‹(8,953)â€‹Basic and diluted net loss per common shareâ€‹$(12.25)â€‹$0.43â€‹$(11.82)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Convertible Preferred Stock and Stockholdersâ€™ Deficit for the Three Months Ended March 31, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(9,276)â€‹$327â€‹$(8,949)â€‹Accumulated Deficit Balance, March 31, 2023â€‹â€‹(106,335)â€‹â€‹327â€‹â€‹(106,008)â€‹Total Stockholdersâ€™ Deficit Balance, March 31, 2023â€‹$(105,049)â€‹$327â€‹$(104,722)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net Lossâ€‹$(9,276)â€‹$327â€‹$(8,949)â€‹Change in fair value of

convertible notes payableâ€‹$2,361â€‹$(327)â€‹$2,034â€‹â€‹F-116 â€‹NoteÂ 18Â â€” Subsequent EventsThe Company evaluates subsequent events and transactions that occurred after the balance sheet date up to AprilÂ 18, 2024, the date the consolidated financial statements are available to be issued. During this period, other than the events disclosed below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the consolidated financial statements.Business Combination AgreementOn FebruaryÂ 13, 2024, ARYA, a Cayman Islands exempted company, Aja HoldCo,Â Inc., a Delaware corporation (â€œListCoâ€), Aja Merger Sub 1, a Cayman Islands exempted company (â€œARYA Merger Subâ€), the Company, and Aja Merger Sub 2,Â Inc., a Delaware corporation (â€œCompany Merger Subâ€) entered into the business combination agreement pursuant to which (i)Â ARYA Merger Sub will be merged with and into ARYA (the â€œARYA Mergerâ€), with ARYA surviving the ARYA Merger as a direct wholly-owned subsidiary of ListCo and (ii)Â Company Merger Sub will be merged with and into Adagio (the â€œAdagio Mergerâ€ and, together with the ARYA Merger, the â€œMergersâ€), with Adagio surviving the Adagio Merger as a direct wholly-owned subsidiary of ListCo (the â€œBusiness Combinationâ€). In connection with the consummation of the Business Combination, ListCo will change its name to â€œAdagio Medical,Â Inc.â€ (â€œNew Adagioâ€).The closing of the Business Combination is subject to the satisfaction or waiver of certain customary closing conditions, including, among others, the receipt of required approval by the stockholders of the Company and ARYA, required regulatory approvals and the fulfillment of other conditions set forth in the Merger Agreement, and the effectiveness of the registration statement to be filed with the U.S. Securities and Exchange Commission in connection with the business combination.New Adagio Convertible NotesÂ and 2024 Bridge Financing NoteIn connection with the Business Combination, certain investors executed a securities purchase agreement, dated FebruaryÂ 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo will issue on the closing date to the certain investors (â€œConvert Investorsâ€) $20.0Â million of 13% senior secured convertible notes (the â€œNew Adagio Convertible Notesâ€), which will be convertible into shares of New Adagio common stock, and warrants (the â€œConvert Warrantsâ€), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the â€œBase Convert Financingâ€). The New Adagio Convertible NotesÂ will have a maturity of threeÂ years and nineÂ months after Closing and interest will be payable in cash or compound as additional principal outstanding.The Perceptive PIPE Investor also purchased a $7.0Â million convertible promissory note of Adagio (the â€œ2024 Bridge Financing Noteâ€) pursuant to a note purchase agreement, dated FebruaryÂ 13, 2024, by and among the Perceptive PIPE Investor, the Company and ListCo (the â€œ2024 Bridge Financing NoteÂ Subscription Agreementâ€). As of the issuance date, the Company has received the principal of $7.0Â million. On the closing date, pursuant to the terms of the 2024 Bridge Financing NoteÂ and the 2024 Bridge Financing NoteÂ Subscription Agreement, the 2024 Bridge Financing NoteÂ will convert into New Adagio Convertible NotesÂ and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5.5Â million of New Adagio Convertible NotesÂ and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible NotesÂ and Convert Warrants, the â€œPerceptive Convertible NoteÂ Commitment,â€ and the conversion of the 2024 Bridge Financing NoteÂ and purchase of New Adagio Convertible NotesÂ and Convert Warrants pursuant to the Perceptive Convertible NoteÂ Commitment as part of the Base Convert Financing, the â€œConvertible Security Financingâ€). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may request that on the closing date the 2024 Bridge Financing NoteÂ is repaid, the Perceptive Convertible NoteÂ Commitment is reduced or a combination of both. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination.July 2024 Convertible NotesOn July 23, 2024, the Company issued a $1.0 million convertible promissory note (â€œJuly 2024 Convertible Notesâ€) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.F-117 â€‹Effective upon the closing of the Transaction, the July 2024 Convertible Notes was automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.Consummation of Business CombinationOn July 31, 2024, the Company announced the closing of its previously announced Business Combination with ARYA and ListCo. Upon the closing of the merger, ListCo changed its name to â€œAdagio Medical Holdings, Inc.â€ The common stock of New Adagio began trading on August 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, ARYA and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding, Inc.In conversion of the Companyâ€™s certain liabilities and equity outstanding prior to the closing of the merger:a)each common stock warrant of Adagio (other than the pre-funded warrants for Series E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement;b)all issued and outstanding October 2022 Convertible Notes including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such October 2022 Convertible Notes, and October 2022 Convertible Notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion;c)all issued and outstanding April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 Convertible Notes including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements;d)each share of preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled;e)all issued and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded warrants for Series E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio common stock based on the exchange ratio set forth in the Business Combination Agreement;f)each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an â€œIn-the-Money Adagio Optionâ€) are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto;g)outstanding SVB Term Loan is paid off by Adagio prior to the Closing; andh)$7,000,000 of February 2024 Convertible Notes is converted into New Adagio convertible notes and convert warrants.In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in ARYAâ€™s trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYAâ€™s trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the â€œaccounting acquirerâ€ and Adagio as the â€œaccounting acquireeâ€ for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.â€‹â€‹F-118 â€‹ADAGIO MEDICAL HOLDINGS INC.CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except share and per share data)
(unaudited)â€‹â€‹â€‹

86,783â€‹ 780,213â€‹$ 1â€‹$ 6,591â€‹$ (154,927)â€‹$ 20â€‹$ (148,315)â€‹â€‹â€‹

retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customerâ€™s continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).F-127 â€‹Revenue from sales to customers of the Consumables is classified as revenue in the Companyâ€™s condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product. Other Revenue ConsiderationsRevenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.The Companyâ€™s contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Companyâ€™s contracts.The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets.InventoryInventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out (â€œFIFOâ€). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred. Property and EquipmentProperty and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles.Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.Intangible AssetsIntangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. In determining the estimated useful lives of definite-lived intangibles, the Company considers the nature, competitive position, life cycle position and F-128 â€‹expected future operating cash flows of the acquired asset, as well as its commitment to support these assets through continued investment and legal infringement protection.Indefinite-lived intangible assets consist of In-Process Research and Development (â€œIPR&Dâ€). Intangible assets with indefinite lives are tested for impairment if impairment indicators arise and, at a minimum, annually. However, an entity is permitted to first assess qualitative factors to determine if a quantitative impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that an indefinite-lived intangible assetâ€™s fair value is less than its carrying amount. Otherwise, no further impairment testing is required. The indefinite-lived intangible asset impairment test consists of a one-step analysis that compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. No impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).Legacy Adagio does not have material intangible assets.GoodwillIn accordance with ASC 350, Intangibles â€“ Goodwill and Other, the Company tests goodwill for impairment at the reporting unit level. The Company has one reporting unit for the goodwill impairment testing purposes. Goodwill is tested for impairment on an annual basis in the fourth quarter, or more frequently if events or changes in circumstances indicate the carrying value of goodwill may not be recoverable (a â€œtriggering eventâ€). On the occurrence of a triggering event, an entity has the option to first assess qualitative factors to determine whether a quantitative impairment test is necessary. If it is more likely than not that goodwill is impaired, the fair value of the reporting unit (the Company) is compared with its carrying value. An impairment charge is recognized for the amount by which the carrying amount exceeds the fair value, provided, the loss recognized cannot exceed the total amount of goodwill. No goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio does not have goodwill.ConcentrationsThe Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.The Companyâ€™s five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Companyâ€™s expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagioâ€™s five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagioâ€™s expenditures for the nine months ended September 30, 2023 (Predecessor).Impairment of Long-Lived AssetsThe Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the assetâ€™s carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets.Foreign Currency Translation and TransactionsThe assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its F-129 â€‹revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entityâ€™s financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss).LeasesThe Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Companyâ€™s incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to Note 11- Operating Leases for additional details.The Companyâ€™s implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).Cost of RevenueCost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Companyâ€™s products.Cost of revenue also includes the depreciation expense of Consoles loaned to the customers. Research and DevelopmentResearch and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred. Selling, General and AdministrativeSelling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and F-130 â€‹insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs. Accrued Transaction Costs (Predecessor)In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets.Fair Value MeasurementsFair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:â—Level 1-Quoted prices in active markets for identical assets or liabilities.â—Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.â—Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Managementâ€™s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.Fair Value Option for Convertible NotesAs permitted under ASC 825, Financial Instruments (â€œASC 825â€), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the â€œOctober 2022 Convertible Notesâ€), April 2023 (the â€œApril 2023 Convertible Notesâ€), November 2023 (the â€œNovember 2023 Convertible Notesâ€), February 2024 (the â€œFebruary 2024 Convertible Notesâ€, â€œ2024 Bridge Financing Notesâ€), May 2024 (the â€œMay 2024 Convertible Notesâ€), June 2024 (the â€œJune 2024 Convertible Notesâ€), and July 2024 (the â€œJuly 2024 Convertible Notesâ€) (collectively, â€œLegacy Adagio Convertible Notesâ€), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated. The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in â€œConvertible notes fair value adjustmentâ€, while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss). F-131 â€‹As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4- Fair Value Measurements for further detail. WarrantsThe Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants (â€œSVB Warrantsâ€) issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock (â€œSeries E Pre-funded Warrantsâ€), which were both classified as liabilities. The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrantâ€™s specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Companyâ€™s own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date.See Note 10- Warrants for additional information related to the warrants. Term Loan (Predecessor)The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See Note 9- Debt for additional information related to the term loan.Convertible Preferred Stock (Predecessor)The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagioâ€™s control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy

Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagioâ€™s common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwritersâ€™ discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).As the Legacy Adagio preferred stock is considered to be contingently redeemable, the Legacy Adagio preferred stock has been classified outside of permanent equity.F-132 â€‹Stock-Based CompensationThe Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Companyâ€™s common stock valuation. Refer to Note 14- Stock-Based Compensation.Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Companyâ€™s financial position, historical performance and operating results, the Companyâ€™s stage of development, the progress of the Companyâ€™s research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Companyâ€™s convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date.Income TaxesIncome taxes are recorded in accordance with ASC 740, Income Taxes (â€œASC 740â€), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss (â€œNOLâ€) carryforwards and Research and Development (â€œR&Dâ€) tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Companyâ€™s practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to Note 16- Income Taxes for additional details.Note 3 â€“ Forward MergerOn February 13, 2024, ARYA, ListCo, ARYA Merger Sub, and Company Merger Sub, entered into a Business Combination Agreement, which was amended by the Consent and Amendment No. 1 to the Business Combination Agreement, dated as of June 25, 2024. F-133 â€‹Prior to the annual general meeting, holders of 2,707,555 shares of ARYAâ€™s redeemable Class A ordinary shares exercised their right to redeem such shares for cash at a redemption price of approximately $11.56 per share, for an aggregate redemption amount of approximately $31.3 million.Description of the TransactionUpon the consummation of Business Combination,a)Each issued and outstanding Class A ordinary share of ARYA, par value $0.0001 per share, were automatically cancelled, extinguished and converted into one share of common stock, par value $0.0001 per share, of the Company (â€œCompanyâ€™s Common Stockâ€). b)Each issued and outstanding Class B ordinary share of ARYA, par value $0.0001 per share, are automatically cancelled, extinguished and converted into the right to receive one share of the Companyâ€™s Common Stock, other than (i) 1,000,000 Class B ordinary shares that are forfeited by the Sponsor, and issued to the PIPE Investors (as defined below), including the Perceptive PIPE Investor (as defined below); (ii) 1,147,500 shares of the Companyâ€™s Common Stock issuable to the Sponsor are subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of the Company equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the â€œShare Trigger Price Vestingâ€).c)Each warrant of Legacy Adagio (other than the Series E Pre-funded Warrants) was terminated in accordance with the terms of the applicable warrant agreement.d)All issued and outstanding convertible promissory notes of Legacy Adagio (excluding the Bridge Financing Notes and the 2024 Bridge Financing Notes, as defined below), including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Legacy Adagio common stock in accordance with the terms of such convertible promissory notes, and such convertible promissory notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion.e)Each share of Legacy Adagio preferred stock, par value $0.001 per share, that is issued and outstanding are automatically converted into shares of Legacy Adagio common stock on a one-to-one basis.f)All issued and outstanding shares of Legacy Adagio common stock including Series E Pre-funded Warrants that had been issued and outstanding are automatically cancelled and extinguished and converted into shares of the Companyâ€™s Common Stock based on the exchange ratio set forth in the Business Combination Agreement.g)Each issued, outstanding and unexercised option to purchase Legacy Adagio common stock (â€œLegacy Adagio Optionâ€) had been vested prior to the Closing with an aggregate value that exceeds the aggregate exercise price of such Legacy Adagio Option (each an â€œIn-the-Money Adagio Optionsâ€) are cancelled and extinguished in exchange for options to purchase shares of the Companyâ€™s Common Stock, and each issued and outstanding Legacy Adagio equity award (other than an In-the-Money Adagio Options) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto.h)$7.0 million of 2024 Bridge Financing Notes is converted into Convertible Securities Notes and Convert Warrants (as defined below).In connection with the execution of the Business Combination Agreement, ListCo and ARYA entered into Subscription Agreements (the â€œInitial Subscription Agreementsâ€), with Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the â€œPerceptive PIPE Investorâ€) and certain other investors (the â€œInitial Other PIPE Investorsâ€, and together with the Perceptive PIPE Investor, the â€œInitial PIPE Investorsâ€). In June 2024, ListCo and ARYA entered into additional Subscription Agreements (the â€œJune Subscription Agreementsâ€ and, together with the Initial Subscription Agreements, the â€œSubscription Agreementsâ€) with certain additional investors, (the â€œJune PIPE Investorsâ€, and together with the Initial Other PIPE Investors, the â€œOther PIPE Investorsâ€, and the Other PIPE Investors, together with the Perceptive PIPE Investor, the â€œPIPE Investorsâ€).F-134 â€‹Pursuant to the subscription agreements, the PIPE Investors have committed financing valued at $64.5 million (the â€œPIPE Financingâ€).The PIPE Financing included:(i)Commitments by certain Other PIPE Investors to purchase $2.5 million in Class A shares of ARYA in the open market and not to redeem such shares before the Closing, resulting in the issuance of 355,457 shares of Companyâ€™s Common Stock and 299,902 warrants exercisable for shares of the Companyâ€™s Common Stock (the â€œBase Warrantsâ€).(ii)Commitments by certain Other PIPE Investors that were shareholders of ARYA to not to redeem 247,700 Class A shares of ARYA, resulting in the issuance of 405,772 shares of Companyâ€™s Common Stock and 343,756 Base Warrants.(iii)Agreements to purchase 1,036,666 shares of Companyâ€™s Common Stock, 1,440,000 Base Warrants, and 670,000 PIPE Pre-funded Warrants for a cash investment of $12 million in the Company.(iv)Contribution of total $29.5 million in April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 convertible Notes (collectively, â€œBridge Financing Notesâ€), and accrued interest of $1.7 million by the Perceptive PIPE Investor.(v)An additional cash investment of $15.9 million by the Perceptive PIPE Investor.In return for the investment specified in (iv) and (v) above, the Perceptive PIPE Investor received 6,622,959 shares of Companyâ€™s Common Stock and 5,445,069 Base Warrants. Further, in connection with the execution of the Business Combination Agreement, certain investors (â€œConvert Investorsâ€) executed a securities purchase agreement, dated February 13, 2024, with ListCo (the â€œConvertible Security Subscription Agreementâ€), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20.0 million of 13% senior secured convertible notes (the â€œConvertible Securities Notesâ€), which will be convertible into shares of the Companyâ€™s Common Stock at a conversion price of $10.00 per share, subject to adjustment, and 1,500,000 warrants (the â€œConvert Warrantsâ€), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment. Such $20.0 million of financing in the form of Convertible Securities Notes includes the conversion of the 2024 Bridge Financing Notes into Convertible Securities Notes and Convert Warrants at Closing, as further described in Note 9- Debt.Acquisition Method of AccountingThe Business Combination has been accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo has been treated as the â€œaccounting acquirerâ€ and Legacy Adagio as the â€œaccounting acquireeâ€ for financial reporting purposes. Accordingly, for accounting purposes, the Business Combination has been accounted for using the acquisition method of accounting. The acquisition method of accounting is based on ASC 805 and uses the fair value concepts defined in ASC 820. ASC 805 requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date, with limited exceptions per ASC 805-20-30-12 through 30-23. As such, under the acquisition method of accounting, ListCoâ€™s assets and liabilities retain their carrying amounts, and the assets and liabilities of Legacy Adagio, including any intangible assets recognized in connection with the Business Combination, are recorded at their fair values as of the acquisition date, except as otherwise required. The excess of the purchase price over the estimated fair values of net assets acquired is recorded as goodwill.Under the acquisition method of accounting, ListCo was considered to be the accounting acquirer based on the terms of the Business Combination. Upon consummation of the Business Combination, the cash on hand resulted in the equity at risk being considered insufficient for Legacy Adagio to finance its activities without additional subordinated financial support. Therefore, Legacy Adagio was considered a Variable Interest Entity (â€œVIEâ€) and the primary beneficiary of Legacy Adagio was treated as the accounting acquirer. ListCo is the primary beneficiary of Legacy Adagio. ListCo will hold 100% of the voting rights of Legacy Adagio and will control the Board of Directors of Legacy Adagio. Therefore, ListCo will have the sole power to control the significant activities that F-135 â€‹will impact Legacy Adagioâ€™s economic performance. ListCoâ€™s equity interest in Legacy Adagio will result in the right to receive benefits and the obligation to absorb the losses of Legacy Adagio that could be significant to ListCo.The following is a summary of the purchase price calculation (unaudited, in thousands except share and per share data):â€‹â€‹â€‹â€‹â€‹â€‹Number of the Companyâ€™s Common Stock issuedÂ Â Â Â Â â€‹ 6,771,769Number of replacement stock options granted to Legacy Adagioâ€™s option holders by the Companyâ€‹â€‹ 7,587Total shares and stock optionsâ€‹â€‹ 6,779,356Multiplied by the Companyâ€™s Common Stock price at the Closingâ€‹$ 6.64Totalâ€‹$ 45,015Number of PIPE Base Warrants issued in lieu of settling Bridge Financing Notesâ€‹â€‹ 3,540,000Multiplied by estimated value of PIPE Base Warrants at the Closingâ€‹$ 2.41Estimated fair value of PIPE Base Warrants issued in lieu of settling Bridge Financing Notesâ€‹$ 8,531Total purchase priceâ€‹$ 53,546â€‹The allocation of the purchase price was as follows (unaudited, in thousands):â€‹â€‹â€‹â€‹â€‹â€‹Assets Acquired:Â Â Â Â Â â€‹â€‹Cashâ€‹$681Accounts receivable, netâ€‹â€‹102Inventories, netâ€‹â€‹4,077Prepaid expensesâ€‹â€‹308Other current assetsâ€‹â€‹195Property and equipment, netâ€‹â€‹1,133Intangible assets, netâ€‹â€‹26,200Goodwillâ€‹â€‹44,291Right-of-use asset, netâ€‹â€‹247Other assetsâ€‹â€‹18Tota assets acquiredâ€‹$77,252Liabilities Assumed:â€‹â€‹â€‹Accounts payableâ€‹$10,103Accrued liabilitiesâ€‹â€‹3,556Operating lease liabilities, currentâ€‹â€‹138Convertible notes payable, long-termâ€‹â€‹5,951Warrant liabilitiesâ€‹â€‹1,049Operating lease liabilities, long-termâ€‹â€‹109Deferred tax liabilitiesâ€‹â€‹2,800Total liabilities assumedâ€‹$23,706Net totalâ€‹$53,546â€‹Goodwill represents the excess of the total purchase consideration over the fair value of the underlying net assets and captures the value attributable to future economic benefits arising from future technology development beyond the existing pipeline of identified IPR&D projects.The acquired intangible assets consist of developed technology and IPR&D, which were valued at $26.2 million at the Closing using the cost approach. This approach considers an assetâ€™s replacement cost (direct and indirect) adjusted, where applicable, for obsolescence to estimate the replacement cost of the assetâ€™s current service potential (i.e., remaining useful life and cash-flow generating capacity). Obsolescence for an acquired intangible asset may include functional (technological) obsolescence and economic (external) obsolescence. The Company has determined the estimated useful life of 5 years for developed technology based on consideration of the economic benefit of the asset. Refer to Note 7- Goodwill and Intangible Assets for details.In connection with the Business Combination, the transactions that occurred concurrently with the Closing Date of the Business Combination were reflected â€œon the lineâ€. â€œOn the lineâ€ describes those transactions triggered by the consummation of the Business Combination that are not recognized in the consolidated financial statements of the Predecessor nor the Successor as they are not directly attributable to either period but instead were contingent on the Business Combination. F-136 â€‹The number of shares of common stock issued and amounts recorded on the line within stockholdersâ€™ equity (deficit) are reflected below to arrive at the opening consolidated balance sheet of the Successor.â€‹â€‹Â Â Â Â Number ofSharesÂ Â Â Â CommonStock Â Â Â Â APICÂ Â Â Â AccumulatedDeficitListCo closing equity as of July 30, 2024 â€‹ â€”â€‹ â€”â€‹ â€”â€‹$ 2,729â€‹$ (2,734)Accumulated deficit carried over from ARYAâ€‹ â€”â€‹ â€”â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (14,089)Contribution of cash proceeds in PIPE Financingâ€‹ 3,287,018â€‹ â€”â€‹â€‹ 23,433â€‹â€‹ â€”Conversion of ARYA convertible promissory Notesâ€‹ 355,100â€‹ â€”â€‹â€‹ 3,551â€‹â€‹ â€”Conversion of ARYA Class A ordinary shares and Class B ordinary sharesâ€‹ 2,089,000â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”Conversion of Class A ordinary shares subject to redemptionâ€‹ 123,520â€‹ â€”â€‹â€‹ 1,361â€‹â€‹ â€”Shares issued for acquisition of Legacy Adagioâ€‹ 6,771,769â€‹ 1â€‹â€‹ 53,546â€‹â€‹ â€”Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreementsâ€‹ 761,229â€‹ â€”â€‹â€‹ 5,166â€‹â€‹ â€”Successorâ€™s opening equity as of July 31, 2024 (Successor)â€‹ 13,387,636â€‹ 1â€‹$ 89,786â€‹$ (16,823)â€‹In conversion of the ARYAâ€™s equity outstanding prior to the Closing Date, for each issued and outstanding Class B ordinary share of ARYA at par value $0.0001 per share, a total of 1,147,500 shares (â€œEarn-out Sharesâ€) of the Companyâ€™s Common Stock are issuable to the Sponsor, which are subject to vesting based on a share price trigger. These shares will vest if, within ten years of the Closing, the share price of the Companyâ€™s Common Stock reaches or exceeds $24.00 per share for at least 20 trading days within a 30-day period. As of the reporting date, the vesting of these shares was not considered probable.Pro Forma Financial Information (Unaudited)The following unaudited pro forma financial information summarizes the results of operations for the Company as though the Business Combination had occurred on January 1, 2023 and has been derived from the historical consolidated financial statements of the Companyâ€™s Predecessor Periods and the Successor Period. The Successor and Predecessor Periods for the periods three months ended September 30, 2024; three months ended September 30, 2023; nine months ended September 30, 2024 and nine months ended September 30, 2023 have been combined. The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the acquisition taken place on the date indicated, or the future consolidated results of operations of the Company.â€‹â€‹â€‹â€‹â€‹â€‹

consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.The following tables summarize the Companyâ€™s financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹September 30, 2024 (Successor)Â Â Â Â Level 1Â Â Â Â Level 2Â Â Â Â Level 3Assets:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Money market accountâ€‹$ 27,298â€‹$ â€”â€‹$ â€”Liabilities:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Convertible Securities Notesâ€‹$ â€”â€‹$ â€”â€‹$ 13,750Convert Warrantsâ€‹$ â€”â€‹$ â€”â€‹$ 743PIPE Pre-funded Warrantsâ€‹$ â€”â€‹$ â€”â€‹$ 1,722â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹December 31, 2023 (Predecessor)Â Â Â Â Level 1Â Â Â Â Level 2Â Â Â Â Level 3Assets:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Money market accountâ€‹$ 24â€‹$ â€”â€‹$ â€”Liabilities:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Legacy Adagio Convertible Notesâ€‹$ â€”â€‹$ â€”â€‹$ 36,430SVB Warrantsâ€‹$ â€”â€‹$ â€”â€‹$ 78â€‹There were no transfers made among the three levels in the fair value hierarchy for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and for the year ended December 31, 2023 (Predecessor).Legacy Adagio Convertible Notes (Predecessor)On October 27, 2022, Legacy Adagio entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Upon the consummation of the Business Combination, the principal and the accrued interest of the October 2022 Convertible Notes were converted into shares of Legacy Adagio common stock. Further, on the Closing Date, Legacy Adagio common stock was converted to the Companyâ€™s Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Refer to Note 9- Debt for details. On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $15.0 million convertible promissory note has been drawn by Legacy Adagio. On November 28, 2023, Legacy Adagio issued a $2.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million in additional convertible promissory notes (â€œDelayed Draw Commitmentâ€). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $8.0 million convertible promissory note has been drawn by Legacy Adagio.On February 13, 2024, Legacy Adagio issued a $7.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The 2024 Bridge Financing Note accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $7.0 million convertible promissory note has F-138 â€‹been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the 2024 Bridge Financing Note of $7.0 million converted into $7.0 million of the Companyâ€™s Convertible Securities Notes and 525,000 Convert Warrants. Refer to Note 9- Debt for details.On May 21, 2024, Legacy Adagio issued a $3.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $3.0 million convertible promissory note has been drawn by Legacy Adagio. On June 25, 2024, Legacy Adagio issued a $2.5 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $2.5 million convertible promissory note has been drawn by Legacy Adagio. On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $1.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the principal of Bridge Financing Notes along with its accrued but unpaid interest, was converted into the shares of the Companyâ€™s Common Stock and Base Warrants as part of the PIPE Financing. Refer to Note 9- Debt for details.The Company measures Legacy Adagio Convertible Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. In determining the fair value of the Legacy Adagio Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method (â€œPWERMâ€). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security. The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹As of December 31, 2023Â Â Â Â Discount rateÂ Â Â Â Expected Term(years)Â Â Â Â Risk-Freeinterest rateÂ Â Â Â Volatilityâ€‹October 2022 Convertible Notesâ€‹36.8% 0.33â€‹5.4%110%April 2023 Convertible Notesâ€‹30.6% 0.33â€‹5.4%110%November 2023 Convertible Notesâ€‹30.6% 0.33â€‹5.4%110%â€‹In determining the fair value of the Legacy Adagio Convertible Notes as of July 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Legacy Adagio Convertible Notes converted into. The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):â€‹Year ended December 31, 2023(Predecessor)Â Â Â Â Balance(beginningof year)Â Â Â Â AdditionsÂ Â Â Â Fair valuemeasurementadjustmentsÂ Â Â Â Balance(end of year)October 2022 Convertible Notesâ€‹ 9,500â€‹$ â€”â€‹$ 3,061â€‹$ 12,561April 2023 Convertible Notesâ€‹â€‹â€‹ â€”â€‹â€‹â€‹ 15,000â€‹â€‹â€‹ (243)â€‹â€‹â€‹ 14,757November 2023 Convertible Notesâ€‹â€‹â€‹ â€”â€‹â€‹â€‹ 5,000â€‹â€‹â€‹ 4,112â€‹â€‹â€‹ 9,112â€‹F-139 â€‹The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):â€‹Period from January 1 to July 30, 2024 (Predecessor)Â Â Â Â Balance(beginningof year)Â Â Â Â AdditionsÂ Â Â Â Fair valuemeasurementadjustmentsÂ Â Â Â Balance(end of year)October 2022 Convertible Notesâ€‹â€‹â€‹ 12,561â€‹$ â€”â€‹$ (4,304)â€‹â€‹â€‹ 8,257April 2023 Convertible Notesâ€‹â€‹â€‹ 14,757â€‹â€‹â€‹ â€”â€‹â€‹â€‹ 3,378â€‹â€‹â€‹ 18,135November 2023 Convertible Notesâ€‹â€‹â€‹ 9,112â€‹â€‹â€‹ 3,000â€‹â€‹â€‹ (2,373)â€‹â€‹â€‹ 9,739February 2024 Convertible Notesâ€‹â€‹â€‹ â€”â€‹â€‹â€‹ 7,000â€‹â€‹â€‹ (256)â€‹â€‹â€‹ 6,744May 2024 Convertible Notesâ€‹â€‹â€‹ â€”â€‹â€‹â€‹ 3,000â€‹â€‹â€‹ 685â€‹â€‹â€‹ 3,685June 2024 Convertible Notesâ€‹â€‹â€‹ â€”â€‹â€‹â€‹ 2,500â€‹â€‹â€‹ 577â€‹â€‹â€‹ 3,077July 2024 Convertible Notesâ€‹â€‹â€‹ â€”â€‹â€‹â€‹ 1,000â€‹â€‹â€‹ 233â€‹â€‹â€‹ 1,233â€‹Convertible Securities Notes (Successor)On July 31, 2024, the Company issued the $20.0 million Convertible Securities Notes to Convert Investor having a maturity of three years and nine months after the Closing. The interest is accrued by quarterly compounding based on a 13% interest rate per annum. The Company received the funding from the Convertible Securities Notes as at the Closing. Refer to Note 9- Debt for details.The Company measures the Convertible Securities Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:â€‹Convertible Securities Notesâ€‹ â€‹Â Â Â Â July 31. 2024Â Â Â Â September 30, 2024â€‹Stock priceâ€‹$6.64â€‹$2.58â€‹Discount rateâ€‹â€‹25.8%â€‹25.4%Expected Term (years)â€‹â€‹3.75â€‹â€‹3.58â€‹Risk-Free interest rateâ€‹â€‹4.01%â€‹3.55%Volatilityâ€‹â€‹60%â€‹80%â€‹The following table presents changes in the LevelÂ 3 convertible promissory notes measured at fair value forÂ the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):â€‹Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor)â€‹â€‹â€‹â€‹â€‹Balance (beginning of period)Â Â Â Â $ 17,005Additionsâ€‹â€‹ â€”Fair value measurement adjustmentsâ€‹â€‹ (3,255)Balance (end of period)â€‹$ 13,750â€‹Warrant Liabilities (Predecessor)i.Series E Pre-funded WarrantsOn June 25, 2024, the Legacy Adagio issued to certain investor the Series E Pre-funded Warrants to purchase the Legacy Adagioâ€™s Series E Preferred Stock, in exchange of the investorâ€™s existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants F-140 â€‹were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). Refer to Note 10-Warrants for additional information.The fair value of the Series E Pre-funded Warrants is based on the fair value of the Series E Preferred Stock minus the exercise price. As of June 30, 2024, the Company estimated the fair value of the Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Legacy Adagio common stock. As of July 31, 2024 prior to the Closing, the Company estimated the fair value of Series E Pre-funded Warrants based on the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Series E Pre-funded Warrants converted into. The estimated fair value of the Series E Pre-funded Warrants as of June 30, 2024 and July 31, 2024 prior to the Closing is $0.3 million and $0.2 million, respectively. The change in fair value for the period from July 1, 2024 to July 30, 2024 (Predecessor) is $0.1 million. Upon the consummation of the Business Combination, the Series E Pre-funded Warrants were automatically cancelled and extinguished and converted into shares of the Companyâ€™s Common Stock based on the exchange ratio set forth in the Business Combination Agreement.ii.SVB WarrantsOn February 3, 2023, in conjunction with the Loan and Security Agreement (â€œLSAâ€) with Silicon Valley Bank (â€œSVB Term Loanâ€), Legacy Adagio issued Initial Warrants to purchase shares of common stock of the Company, and a contingent right to obtain an additional share of the common stock upon the non-occurrence of the Interest Only Milestone (as defined below). The Company measured SVB Warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). The SVB Warrants were not material as of December 31, 2023 (Predecessor) and there were no material changes in fair value for the periods from July 1, 2024 to July 30, 2024 (Predecessor), January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor). The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the warrant exercise price before the Closing. Refer to Note 10- Warrants for additional information.Warrant Liabilities (Successor)i.Convert WarrantsOn July 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0 million Convertible Securities Notes. Refer to Note 10- Warrants for additional information.As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Companyâ€™s Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Companyâ€™s control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).F-141 â€‹The Convert Warrants are classified as Level 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:â€‹Convert Warrantsâ€‹â€‹Â Â Â Â July 31. 2024Â Â Â Â September 30, 2024â€‹Common stock priceâ€‹$6.64â€‹$2.58â€‹Expected Volatilityâ€‹â€‹55.0%â€‹62.5%Risk Free rateâ€‹â€‹3.96%â€‹3.63%Expected dividend yieldâ€‹â€‹0%â€‹0%Expected term (years)â€‹â€‹7.0â€‹â€‹6.83â€‹â€‹The following table presents changes in the LevelÂ 3 Convert Warrants measured at fair value forÂ the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):â€‹Convert Warrants - July 31, 2024 to September 30, 2024 (Successor)â€‹â€‹â€‹â€‹â€‹Balance (beginning of period)â€‹$2,996Additionsâ€‹â€‹â€‹â€Fair value measurement adjustmentsâ€‹â€‹(2,253)Balance (end of period)â€‹$743â€‹ii.PIPE Pre-funded WarrantsOn July 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors (â€œPIPE Pre-funded Warrantsâ€). Refer to Note 10-Warrants for additional information.As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Companyâ€™s Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Companyâ€™s control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). The PIPE Pre-funded Warrants are classified as Level 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Companyâ€™s Common Stock minus the exercise price. The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):â€‹PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)â€‹Balance (beginning of period)Â Â Â Â $ 4,442Additionsâ€‹â€‹ â€”Fair value measurement adjustmentsâ€‹â€‹ (2,720)Balance (end of period)â€‹$ 1,722â€‹â€‹F-142 â€‹Note 5 - Inventory, netInventory as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹SeptemberÂ 30,Â â€‹December 31,â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹â€‹(Successor)â€‹(Predecessor)Raw materialsâ€‹$ 2,547â€‹$ 2,211Work-in-Processâ€‹â€‹ 509â€‹â€‹ 197Finished goodsâ€‹Â 1,083â€‹Â 914Total inventoryâ€‹$ 4,139â€‹$ 3,322â€‹Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.4 million, $58.0 thousand, and $87.0 thousand for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor).Inventory is recorded net of obsolescence and manufacturing scrap of $41.0 thousand, $58.0 thousand, and $25.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor).Note 6 - Property and EquipmentThe Companyâ€™s property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹SeptemberÂ 30,Â â€‹December-24â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹â€‹(Successor)â€‹(Predecessor)Consolesâ€‹$ 2,567â€‹$ 1,565Other machinery and equipmentâ€‹â€‹ 709â€‹â€‹ 772Leasehold improvementsâ€‹Â 306â€‹Â 305Tools and moldsâ€‹â€‹â€‹ 257â€‹â€‹â€‹ 221Computer equipmentâ€‹â€‹â€‹ 188â€‹â€‹â€‹ 193Demo equipmentâ€‹â€‹â€‹ 66â€‹â€‹â€‹ 66Furniture and fixturesâ€‹â€‹â€‹ 49â€‹â€‹â€‹ 49Construction in processâ€‹â€‹â€‹ â€”â€‹â€‹â€‹ 54Vehiclesâ€‹Â 39â€‹Â 39Total property, plant, and equipmentâ€‹Â 4,181â€‹Â 3,264Less: accumulated depreciation â€‹Â (2,609)â€‹Â (1,777)Property and equipment, netâ€‹$ 1,572â€‹$ 1,487â€‹Depreciation expense was $0.7 million, $0.2 million and $0.4 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.Depreciation expense was $56.0 thousand, $0.2 million and $0.1 million for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor), respectively.F-143 â€‹Note 7 â€” Goodwill and Intangible AssetsThe Companyâ€™s intangible assets, net consists of the following (in thousands):â€‹September 30, 2024â€‹â€‹(Successor)â€‹Â Â Â Â UsefulLife(years)Â Â Â Â GrossCarryingAmountÂ Â Â Â AccumulatedAmortizationÂ Â Â Â NetCarryingAmountIPR&Dâ€‹Indefiniteâ€‹$22,100 â€‹â€‹ â€”â€‹$22,100 Developed technologyâ€‹5.0 â€‹â€‹4,100 â€‹â€‹(139)â€‹â€‹3,961 Totalâ€‹â€‹$26,200 â€‹$(139)â€‹$26,061 â€‹Amortization of intangible assets is anticipated to be approximately $0.3 million in 2024, $0.8 million for each of the years from 2025 through 2028, and $0.5 million in 2029. As of September 30, 2024 (Successor), the Company has goodwill of $44.3 million. Based on the Companyâ€™s qualitative analysis, no intangible assets impairment or goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). There was no goodwill or intangible assets as of December 31, 2023 (Predecessor).â€‹Note 8 - Accrued Liabilitiesâ€‹The following table presents details of accrued liabilities as of September 30, 2024 and December 31, 2023 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹SeptemberÂ 30,Â â€‹December 31,â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹â€‹(Successor)â€‹(Predecessor)Compensation and related expensesâ€‹$ 2,131â€‹$ 1,566Research and development expensesâ€‹â€‹ 576â€‹â€‹

1,191Otherâ€‹â€‹ 203â€‹â€‹ 291Total accrued liabilitiesâ€‹$ 2,910â€‹$ 3,048â€‹â€‹Note 9 - DebtOutstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands): â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â September 30,2024Â Â Â Â December 31,2023â€‹â€‹(Successor)â€‹(Predecessor)Convertible Securities Notesâ€‹$ 13,750â€‹$ â€”October 2022 Convertible Notes measured at fair valueâ€‹â€‹ â€”â€‹â€‹ 12,561April 2023 Convertible Notes measured at fair valueâ€‹â€‹ â€”â€‹â€‹ 14,757November 2023 Convertible Notes measured at fair valueâ€‹â€‹ â€”â€‹â€‹ 9,112SVB term loanâ€‹â€‹ â€”â€‹â€‹ 1,838Total outstanding debtâ€‹$ 13,750â€‹$ 38,268â€‹October 2022 Convertible Notes (Predecessor)On October 27, 2022, the Legacy Adagio entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.F-144 â€‹On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Legacy Adagio and ARYA in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Legacy Adagio in connection with the Business Combination.On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). Upon the consummation of the Business Combination, all principal and accrued interest in respect of the October 2022 Convertible Notes was converted into shares of the Legacy Adagio common stock, when multiplied by the exchange ratio applicable to the Legacy Adagio common stock in the Business Combination, entitled the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing (â€œPIPE Financingâ€) equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below).The total of $9.5 million principal was received by the Legacy Adagio as of December 31, 2022. As of December 31, 2023 (Predecessor), the principal amount outstanding was $9.5 million.For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $62.5 thousand, $0.4 million, $0.2 million and $0.6 million, respectively.Upon the consummation of the Business Combination, all principal and accrued interest in respect to the October 2022 Convertible Notes were converted into 8,661,985 shares of Legacy Adagio common stock. Further, on Closing Date, the 8,661,985 Legacy Adagio common stocks were converted to 1,444,899 Companyâ€™s Common Stock based on the exchange ratio set forth in the Business Combination Agreement.Bridge Financing Notes (Predecessor)April 2023 Convertible Notes On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, Legacy Adagio issued the additional $10.0 million. On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes.Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.As of December 31, 2023 (Predecessor), the principal amount outstanding was $15.0 million.F-145 â€‹For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $0.1 million, $0.6 million, $0.2 million and $0.3 million, respectively.November 2023 Convertible Notes On November 28, 2023, Legacy Adagio issued to Perceptive PIPE Investor a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million of Delayed Draw Commitment.Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.As of December 31, 2023 (Predecessor), the principal amount outstanding was $5.0 million.For the periods from July 1, 2024 to July 30, 2024 (Predecessor), and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $50.6 thousand and $0.3 million, respectively.May 2024 Convertible Notes On May 21, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $19.7 thousand and $46.0 thousand, respectively.June 2024 Convertible Notes On June 25, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $16.4 thousand and $19.2 thousand, respectively.F-146 â€‹July 2024 Convertible Notes On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.For the periods from July 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $1.3 thousand.Pursuant to the Business Combination Agreement, the outstanding $29.5 million principal along with the accrued but unpaid interest of the Bridge Financing Notes, was converted in exchange for 4,372,607 shares of the Companyâ€™s Common Stock and 3,540,000 Base Warrants as part of the PIPE Financing.February 2024 Convertible Notes (Predecessor)On February 13, 2024, the Legacy Adagio issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.Upon the consummation of the Business Combination, the February 2024 Convertible Notes was automatically transferred to the Company in connection with the issuance of the Convertible Securities Notes to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among the Company, ARYA, Legacy Adagio and Perceptive PIPE Investor. Any interest accrued on the principal amount of the February 2024 Convertible Notes will be forfeited in connection with the transfer of the notes to the Company. For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $46.0 thousand and $0.3 million, respectively.On the Closing Date, the $7.0 million of February 2024 Convertible Notes were converted into $7.0 million Convertible Securities Notes and 525,000 Convert Warrants.F-147 â€‹SVB Term Loan (Predecessor)On February 3, 2023, Legacy Adagio entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the LSA. The loans mature on January 1, 2025 and Legacy Adagio must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%). In connection with the issuance of the SVB Term Loan, Legacy Adagio issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of Legacy Adagio (â€œInitial Warrantsâ€), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock (â€œAdditional Warrantsâ€) upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone (â€œMilestoneâ€) refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, Legacy Adagio must ensure that no event of default has occurred. If this condition is met, Legacy Adagio must provide SVB (i) the intent for the sale of all capital stock of Legacy Adagio, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of Legacy Adagioâ€™s capital stock. The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.As of December 31, 2023, the outstanding principal of SVB Term Loan was $1.9 million and the unamortized debt discount was $19.4 thousand. For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense was $9.0 thousand, $87.3 thousand, $66.5 thousand, and $0.2 million, respectively.Prior to the Closing, the existing SVB Term Loan of Legacy Adagio has a net balance of $1.0 million, including $1.0 million of principal and accrued interest, and an unamortized debt discount of $9.7 thousand. The unpaid principal and accrued interest were carried as assumed liabilities to the Company and paid at the Closing.Convertible Securities Notes (Successor)In connection with the execution of the Business Combination Agreement, Convert Investors executed the Convertible Security Subscription Agreement dated February 13, 2024, which was amended on June 20, 2024, with ListCo. In accordance with the agreement, ListCo issued on the Closing Date to the Convert Investors $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants. The total of $20.0 million Convertible Securities Notes will be convertible into shares of the Companyâ€™s Common Stock at a conversion price of $10.00 per share, subject to adjustment per the terms of the agreement. In the event of default, the Company may irrevocably elect in the event of default notice to permit the holder to effect alternate conversion, for which the conversion calculation and price are specified in the agreement.The total of 1,500,000 Convert Warrants, each of which will be exercisable on a cashless basis or for one share of the Companyâ€™s Common Stock at $24.00 per share, subject to adjustment. The Convertible Securities Notes have a maturity of three years and nine months after the Closing and interest will be payable in cash or compound as additional principal outstanding which accrues on a quarterly basis.The conversion of the February 2024 Convertible Notes was carried out on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement.For the periods from July 31, 2024 to September 30, 2024 (Successor), the Company has recognized interest expense of $0.4 million.F-148 â€‹Note 10 - WarrantsSVB Warrants (Predecessor)On February 3, 2023, in conjunction with the LSA, the Legacy Adagio issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the non-occurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively â€œSVB Warrantsâ€). The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the exercise price of the SVB Warrants before the Closing.Series E Pre-funded Warrants (Predecessor)On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to Note 13-Mezzanine Equity and Stockholdersâ€™ Equity (Deficit)), Legacy Adagio issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investorâ€™s existing holding of 207,902 shares of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise. Upon the consummation of the Business Combination, the 207,902 Series E Pre-funded Warrants were converted in exchange for 34,680 shares of the Companyâ€™s Common Stock.Convert Warrants (Successor)As mentioned in Note 9- Debt, the Company issued $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants at the Closing. Each of the Convert Warrants is exercisable on a cashless basis or for one share of the Companyâ€™s Common Stock at an exercise price of $24.00 per share, subject to adjustment. The Convert Warrants expire on the seventh anniversary from the issuance date.PIPE Pre-funded Warrants (Successor)The Company issued 670,000 PIPE Pre-funded Warrants, along with 681,111 shares of the Companyâ€™s Common Shares and 1,140,000 Base Warrants to certain Other PIPE Investor in exchange for cash proceeds of $9.5 million in PIPE Financing. As set forth in the agreement of the PIPE Pre-Funded Warrants, the PIPE Pre-Funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Companyâ€™s Common Stock at an exercise price of $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. The PIPE Pre-funded Warrants expires when it is exercised in full.F-149 â€‹PIPE Base Warrants (Successor)On the Closing Date, the Company issued 3,540,000 Base Warrants along with 4,372,607 shares of the Companyâ€™s Common Shares to settle the outstanding principal and accrued interest of the Bridge Financing Notes.The Company also issued 3,345,069 Base Warrants along with 3,287,018 shares of the Companyâ€™s Common Stock and 670,000 PIPE Pre-Funded Warrants to PIPE Investors for cash proceeds received in PIPE Financing.Further, in connection with the non-redemption agreements entered with certain Other PIPE Investors holding 468,941 shares of ARYAâ€™s Class A ordinary shares, the Company issued 643,658 units of Base Warrants along with 761,229 shares of the Companyâ€™s Common stock in exchange for the non-redeemable 468,941 shares of ARYAâ€™s Class A ordinary shares.The Base Warrants can be exercised to the Companyâ€™s Common Stock at any time during the period from the issuance date to the expiration date which is the fifth anniversary from the date of issuance. The warrants can be exercised on a gross or net basis at an exercise price of $10 per share.The Base Warrants were fair valued at $2.41 per unit on the date of issuance based on the assumptions including (i) the value of the Companyâ€™s Common Stock is $6.64 per share; (ii) a risk-free rate at 3.93%; (iii) zero dividend yield; (iv) the common stock volatility at 84.0% and a volatility haircut of 10%; (v) the remaining term is five years.According to the ASC 815, it is determined that the Base Warrants associated with the PIPE Financing are indexed to the Companyâ€™s Common Stock under and are accounted for as equity, which is initially measured at fair value. The Base Warrants are classified as equity in the financial statements because they meet the ASC 815-40 indexation guidance. Specifically, 1) the Base Warrants can be exercised at any time during the exercise period without contingencies; 2) the Base Warrants can be settled in a fixed number of shares upon exercise with any adjustments, such as antidilution and alternative issuance adjustments, consistent with ASC 815 guidance, which does not preclude equity classification. Additionally, the Company has sufficient authorized shares available to settle the Base Warrants, and all the adjustments are in the control of the Company, further supporting the equity classification.â€‹Note 11 - Operating LeasesThe Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to Note 17- Related Party Transactions) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.As of September 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of September 30, 2024 and December 31, 2023.F-150 â€‹The following table summarizes quantitative information of the Companyâ€™s operating leases for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and

the nine months ended September 30, 2023 (Predecessor):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Nine months ended September 30,â€‹â€‹â€‹2024â€‹2023â€‹â€‹Â Â Â Â PredecessorÂ Â Â Â SuccessorÂ Â Â Â Predecessorâ€‹In thousands, unauditedâ€‹January 1 to July 30â€‹July 31 to September 30â€‹January 1 to September 30â€‹Operating cash flows paid for operating leasesâ€‹$108â€‹$25â€‹$133â€‹Weighted average remaining lease term (years)â€‹â€‹1.7â€‹â€‹1.6â€‹â€‹1.7â€‹Weighted average discount rate â€‹â€‹8%â€‹8%â€‹8%â€‹Operating lease cost was $0.1 million, $33.0 thousand, and $0.2 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. There has been no variable lease cost for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).Operating lease cost was $17.0 thousand, $33.0 thousand, and $57.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the three months ended September 30, 2023 (Predecessor). The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹Three months ending December 31, 2024Â Â Â $ 39â€‹Year ending December 31, 2025â€‹â€‹ 154â€‹Year ending December 31, 2026â€‹â€‹ 48â€‹Total undiscounted future cash flowsâ€‹â€‹ 241â€‹Less: imputed interestâ€‹â€‹ (14)â€‹Total operating lease liabilityâ€‹$ 227â€‹â€‹Note 12 - Commitments and ContingenciesLitigation The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.â€‹Note 13 - Mezzanine Equity and Stockholdersâ€™ Equity (Deficit)Authorized Shares (Predecessor)The Legacy Adagioâ€™s Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of July 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below.Convertible Preferred Stock (Predecessor)Legacy Adagio classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of Legacy Adagio. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed F-151 â€‹in November 2020, are not entirely within Legacy Adagioâ€™s control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. Legacy Adagio records the issuance of preferred stock at the issuance price less related issuance costs. Legacy Adagio has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.During the periods from January 1, 2024 to July 30, 2024 (Predecessor), the following transactions have been executed:â€¢On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See Note 10- Warrants for additional information regarding the Series E Pre-funded Warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued Series E Pre-funded Warrants is recorded in additional paid-in capital.On the Closing Date, the Legacy Adagioâ€™s 4,732,044 convertible preferred stocks were converted into shares of Legacy Adagio common stock on a one-to-one basis prior to Adagio Merger Effective Time and then converted into 789,337 shares of the Companyâ€™s Common Stock and additional paid in capital at the Closing based on the exchange ratio set forth in the Business Combination Agreement.There were no preferred stock transactions during the year ended December 31, 2023 (Predecessor). The following table summarizes information related to issuance of the Companyâ€™s preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity.The fair value of awards vested was $0.3 million during the periods from January 1, 2024 to July 30, 2024 (Predecessor). As of July 30, 2024 prior to the Closing (Predecessor), the total unrecognized compensation cost of $0.4 million was accelerated at the Closing, which was recognized and expensed in accordance with the terms of the 2012 Stock Incentive Plan and the 2022 Stock Incentive Plan.Upon the consummation of the Business Combination, 45,544 In-the-Money Adagio Options were canceled and extinguished in exchange for 7,587 options to purchase the Companyâ€™s Common Stock.Stock-Based Compensation ExpenseThe following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to F-156 â€‹July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands): â€‹â€‹â€‹

â€”Accumulated deficitâ€‹Â (5,000)Total stockholderâ€™s deficitâ€‹Â (5,000)Total Liabilities and Stockholderâ€™s Deficitâ€‹$ â€”â€‹The accompanying notes are an integral part of these financial statements.â€‹F-163 â€‹AJA HOLDCO,Â INC.STATEMENT OF OPERATIONSâ€‹â€‹â€‹â€‹â€‹â€‹Â Â Â DecemberÂ 19,â€‹â€‹2023â€‹â€‹(inception) toâ€‹â€‹DecemberÂ 31,â€‹â€‹2023General and administrative expensesâ€‹$ 5,000Loss from operationsâ€‹Â (5,000)Net loss incomeâ€‹$ (5,000)Weighted-Average shares outstanding, basic and dilutedâ€‹Â 1Net loss per common stock, basic and dilutedâ€‹$ (5,000)â€‹The accompanying notes are an integral part of these financial statements.â€‹F-164 â€‹AJA HOLDCO,Â INC.STATEMENT OF CHANGES IN STOCKHOLDERâ€™S DEFICITFOR DECEMBERÂ 19, 2023 (INCEPTION) TO DECEMBERÂ 31, 2023â€‹â€‹â€‹â€‹â€‹

Common Stock and approximately 4,088,470 Base Warrants. As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the ClassÂ A ordinary shares at Closing, the average per share price of the ClassÂ A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the Bridge Financing NotesÂ that will have accrued and be F-170 â€‹AJA HOLDCO, INC.NOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock and PIPE Warrants. Further, under the Subscription Agreement executed by the Perceptive PIPE Investor, as amended, the Perceptive PIPE Investor may subject Additional Convertible NotesÂ to its Subscription Agreement, which will result in the issuance of additional shares of New Adagio Common Stock and PIPE Warrants at the same issuance rate at which shares of New Adagio Common Stock and PIPE Warrants will be issued to the Perceptive PIPE Investor based on the contribution of the existing $26,000,000 of Bridge Financing NotesÂ to ListCo (including any interest that has been accruing and will remain unpaid thereon prior to Closing), as described in the foregoing. Such New Adagio Common Stock and PIPE Warrant issuance rate for Additional Convertible NotesÂ that the Perceptive PIPE Investor may subject to its Subscription Agreement is equal to approximately 0.12 shares of New Adagio Common Stock and 0.12 PIPE Warrants per U.S. Dollar loaned by the Perceptive PIPE Investor to Adagio under an Additional Convertible Note. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination.Convertible Security Financing (Private Placement)In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the â€œConvert Investorsâ€), executed a securities purchase agreement, dated FebruaryÂ 13, 2024, with the Company (such agreement and any assignment agreement thereunder in connection with any Additional Financing, the â€œConvertible Security Subscription Agreementâ€), pursuant to which the Company issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the â€œNew Adagio Convertible Notesâ€), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the â€œConversion Sharesâ€), and 1,500,000 warrants (the â€œConvert Warrantsâ€), which will be exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the â€œBase Convert Financingâ€), and will expire on the seventh anniversary of the Closing. Such $20,000,000 investment in New Adagio Convertible NotesÂ includes the conversion of the 2024 Bridge Financing NotesÂ (as defined below) into New Adagio Convertible NotesÂ and Convert Warrants at Closing, subject in each case to Additional Financing being raised prior to Closing, as further described below. The New Adagio Convertible NotesÂ will have a maturity of 3Â years and nineÂ months after Closing and interest will be payable in cash or compound as additional principal outstanding. As described above, in connection with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the â€œ2024 Bridge Financing Notesâ€) pursuant to a note purchase agreement, dated FebruaryÂ 13, 2024, by and among the Perceptive PIPE Investor, Adagio and the Company (the â€œ2024 Bridge Financing NotesÂ Subscription Agreementâ€).On the Closing Date, pursuant to the terms of the 2024 Bridge Financing NotesÂ and the 2024 Bridge Financing NoteÂ Subscription Agreement, the 2024 Bridge Financing NotesÂ will convert into $7,000,000 of New Adagio Convertible NotesÂ and 525,000 Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing NotesÂ held by the Perceptive PIPE Investor into New Adagio Convertible NotesÂ and Convert Warrants and the purchase of New Adagio Convertible NotesÂ and Convert Warrants by the other Convert Investors in the Base Convert Financing, the â€œConvertible Security Financingâ€). Subject to the Parent and New Adagio receiving any new financing or commitment for financing (any such financing, an â€œAdditional Financingâ€), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that, on the Closing Date, the 2024 Bridge Financing NoteÂ is repaid with the funds raised in connection with such Additional Financing instead of such 2024 Bridge Financing NoteÂ converting into New Adagio Convertible NotesÂ and Convert Warrants. The New Adagio Convertible NotesÂ and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in SectionÂ 4(a)(2)Â of the Securities Act. The Company will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible security Subscription Agreement, the closing of $7,500,000 of financing by a Convert Investor is conditioned on New Adagio having a certain amount of available cash on the Closing Date.F-171 â€‹AJA HOLDCO, INC.NOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Company, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the â€œSubsidiariesâ€) and the collateral agent (the â€œCollateral Agentâ€) on behalf of the Convert Investors, will enter into a security and pledge agreement (the â€œConvert Security Documentâ€), pursuant to which the Company and the Subsidiaries will (i)Â pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii)Â pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii)Â grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the â€œConvert Guarantyâ€) to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guarantee the Companyâ€™s obligation to repay the New Adagio Convertible NotesÂ and all other obligations of the Company under the Convertible Security Subscription Agreement and the NewÂ Adagio Convertible NotesÂ and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of the Company formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.Convert Registration Rights AgreementThe Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible NotesÂ and any capital stock of the Company issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, the Company and the Convert Investors agreed to enter into a Registration Rights Agreement (the â€œConvert Registration Rights Agreementâ€), pursuant to which the Company will be required to file a registration statement on FormÂ S-3 or, if not available, FormÂ S-1 (the â€œConvert Registration Statementâ€) with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later than 45Â days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, the Company will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15Â days after the necessity therefor arises. If the Company fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, the Company will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to oneÂ percent of such Convert Investorâ€™s original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with â€œpiggy-backâ€ registration rights, subject to certain requirements and customary conditions.F-172 â€‹AJA HOLDCO, INC.NOTES TO FINANCIAL STATEMENTSDECEMBER 31, 2023Investor Rights AgreementConcurrently with the execution of the Business Combination Agreement, the Company, the Parent, the Perceptive PIPE Investor, the Sponsor and the other shareholders of ClassÂ B ordinary shares (the â€œOther ClassÂ B Shareholdersâ€) and certain Adagio stockholders entered into an investor rights agreement (the â€œInvestor Rights Agreementâ€) pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other ClassÂ B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Parent and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i)Â 365Â days following the Closing Date (or sixÂ months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii)Â the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 tradingÂ days within any 30-trading day period commencing at least 150Â days after the Closing Date.Pursuant to the terms of the Investor Rights Agreement, the Company will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45Â days after the Closing, and the Company is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that the Company file a registration statement on FormÂ S-3 (or on FormÂ S-1 if FormÂ S-3 is not available) to register the securities of the Company held by such holders. The Investor Rights Agreement will also provide holders party thereto with â€œpiggy-backâ€ registration rights, subject to certain requirements and customary conditions.The Registration and Shareholder Rights Agreement, dated MarchÂ 2, 2021, by and among the Parent, the Sponsor and the other parties thereto will be terminated in connection with the consummation of the Business Combination and replaced by the Investor Rights Agreement.â€‹F-173 â€‹PART IIINFORMATION NOT REQUIRED IN PROSPECTUSItem 13. Other Expenses of Issuance and Distribution.The following table sets forth all costs and expenses, other than underwriting discounts and commissions, payable by us in connection with the sale of the securities being registered. All amounts shown are estimates except for the SEC registration fee.â€‹â€‹Â Â Â Â AmountSEC registration feeâ€‹$5,353.90Accountantsâ€™ fees and expensesâ€‹$*Legal fees and expensesâ€‹$*Miscellaneous fees and expensesâ€‹$*Total expensesâ€‹$5,353.90*These fees are calculated based on the securities offered and the number of issuances and accordingly cannot be determined at this time.Discounts, concessions, commissions and similar selling expenses attributable to the sale of shares of common stock covered by this prospectus will be borne by the selling stockholders. We will pay all expenses (other than discounts, concessions, commissions and similar selling expenses) relating to the registration of the shares with the Securities and Exchange Commission, as estimated in the table above.Item 14. Indemnification of Directors and Officers.Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporationâ€™s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act.Our Charter provides for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law, and our Bylaws provide for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law.In addition, we have entered into indemnification agreements with our directors, officers, and some employees containing provisions which are in some respects broader than the specific indemnification provisions contained in the Delaware General Corporation Law. The indemnification agreements will require us, among other things, to indemnify our directors against certain liabilities that may arise by reason of their status or service as directors and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified.Item 15. Recent Sales of Unregistered Securities.We have sold the securities described below within the past three years which were not registered under the Securities Act. All of the sales listed below were made pursuant to an exemption from registration afforded by Section 4(a)(2) of the Securities Act (and Regulation D thereunder) or Rule 701 promulgated under Section 3(b) of the Securities Act.In connection with the closing of the business combination (the â€œBusiness Combinationâ€), on July 31, 2024, we issued (i) 7,951,913 PIPE Shares, warrants exercisable for 7,528,727 shares of Common Stock at $10.00 per share, subject to adjustment (the â€œPIPE Warrant Sharesâ€) and 670,000 pre-funded warrants, each exercisable for one share of Common Stock at $0.01 per share (the â€œPre-Funded Warrantsâ€) to certain investors (the â€œPIPE Investorsâ€) pursuant to the subscription agreements entered into by and among us, ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company (â€œARYAâ€), and each of the PIPE Investors, for aggregate proceeds of approximately $62.8 million (including $29.5 million of bridge financing used by Adagio Medical, Inc., a Delaware corporation (â€œAdagio Medicalâ€), prior to the closing of the Business Combination and funds from ARYAâ€™s trust account not redeemed), and (ii) $20,000,000 aggregate principal amount of its 13% senior secured convertible notes (the â€œConvertible Notesâ€) and 1,500,000 warrants (the â€œConvert Warrantsâ€), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment, to certain investors (the â€œConvert Investorsâ€), pursuant to a securities purchase II-1 â€‹agreement, dated February 13, 2024, by and among us and such Convert Investors, and a note purchase agreement, dated February 13, 2024, by and among one of the PIPE Investors, Adagio Medical and us. Pursuant to Section 2(d)-(e) of the Registration Rights Agreement, dated July 31, 2024, (the â€œRegistration Rights Agreementâ€) and the Convert Waivers, dated December 26, 2024 or January 3, 2025 (the â€œConvert Waiverâ€) we issued 110,000 shares of Common Stock (the â€œRegistration Delay Sharesâ€), to cover all of the Registrable Securities (as defined in the Registration Rights Agreement) required to be available under a registration statement. The Registration Delay Shares satisfy our obligations under Section 2(e) of the Registration Rights Agreement.The shares of Common Stock and PIPE Warrants issued to the PIPE Investors and the Convertible Notes and Convert Warrants issued to the Convert Investors have not been registered under the Securities Act and have been issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act.None of the foregoing transactions involved any underwriters, underwriting discounts or commissions, or any public offering. We believe each of these transactions was exempt from registration under the Securities Act in reliance on Section 4(a)(2) of the Securities Act (and Regulation D promulgated thereunder) as transactions by an issuer not involving any public offering or Rule 701 promulgated under Section 3(b) of the Securities Act as transactions by an issuer under benefit plans and contracts relating to compensation as provided under Rule 701. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed on the share certificates issued in these transactions. All recipients had adequate access, through their relationships with us, to information about us. The sales of these securities were made without any general solicitation or advertising.Item 16. Exhibits and Financial Statement SchedulesExhibitNumberÂ Â Â Â DescriptionÂ Â Â Â Schedule/FormÂ Â Â Â File No.Â Â Â Â ExhibitÂ Â Â Â Filing Dateâ€‹â€‹â€‹â

Purchase Plan.â€‹8-Kâ€‹001- 42199â€‹10.7â€‹August 6, 202410.8â€‹Form of Adagio Holdings Indemnity Agreement.â€‹8-Kâ€‹001- 42199â€‹10.8â€‹August 6, 202410.9â€‹Convert Guaranty, dated as of July 31, 2024, by and among Adagio Medical and the other parties thereto.â€‹8-Kâ€‹001- 42199â€‹10.9â€‹August 6, 202410.10â€‹Convert Security Document, dated as of July 31, 2024, by and among Adagio Holdings, Adagio Medical and the other parties thereto.â€‹8-Kâ€‹001- 42199â€‹10.10â€‹August 6, 202410.11â€‹Registration Rights Agreement dated as of July 31, 2024, by and among Adagio Medical, Perceptive Life Sciences Master Fund, Ltd. and the other parties thereto.â€‹8-Kâ€‹001- 42199â€‹10.11â€‹August 6, 202410.12â€‹Form of Adagio Holdings Convertible Note.â€‹8-Kâ€‹001- 42199â€‹10.12â€‹August 6, 202410.13â€‹Form of Non-Redemption Subscription Agreement.â€‹8-Kâ€‹001- 42199â€‹10.13â€‹August 6, 202410.14â€‹Form of Open Market Purchase Subscription Agreement.â€‹8-Kâ€‹001- 42199â€‹10.14â€‹August 6, 202410.15â€‹Form of Subscription Agreement with Pre-Funded Warrant and PIPE Warrant.â€‹8-Kâ€‹001- 42199â€‹10.15â€‹August 6, 202410.16â€‹PIPE Subscription Agreement, by and among the Perceptive PIPE Investor, Adagio and ARYA.â€‹8-Kâ€‹001- 42199â€‹10.16â€‹August 6, 202410.17â€‹Amendment to PIPE Subscription Agreement, by and among the Perceptive PIPE Investor, Adagio and ARYA.â€‹8-Kâ€‹001- 42199â€‹10.17â€‹August 6, 202410.18â€‹Amended and Restated Subscription Agreement, by and among the Perceptive PIPE Investor, Adagio and ARYA.â€‹8-Kâ€‹001- 42199â€‹10.18â€‹August 6, 202410.19â€‹Form of Amended and Restated Subscription Agreement with Pre-Funded Warrant and Warrant.â€‹8-Kâ€‹001- 42199â€‹10.19â€‹August 6, 202410.20â€‹Form of Amended and Restated Open Market Purchase Subscription Agreement.â€‹8-Kâ€‹001- 42199â€‹10.20â€‹August 6, 202410.21â€‹Form of Amended and Restated Non-Redemption Subscription Agreement.â€‹8-Kâ€‹001- 42199â€‹10.21â€‹August 6, 202410.22â€‹2024 Bridge Financing Note Subscription Agreement, dated as of February 13, 2024, by and between ListCo, the Perceptive PIPE Investor and certain other investors theretoâ€‹8-Kâ€‹001- 42199â€‹10.22â€‹August 6, 2024II-3 â€‹ExhibitNumberÂ Â Â Â DescriptionÂ Â Â Â Schedule/FormÂ Â Â Â File No.Â Â Â Â ExhibitÂ Â Â Â Filing Dateâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹10.23#â€‹Employment Resignation and Consulting Agreement, dated December 13, 2024, by and between the Company and Olav Bergheim Offer Letter, dated December 12, 2024, between Adagio Medical, Inc. and Todd Usen.â€‹8-Kâ€‹001- 42199â€‹10.1â€‹December 16, 202410.24â€‹Offer Letter, dated December 12, 2024, between Adagio Medical, Inc. and Todd Usen.â€‹8-Kâ€‹001-42199â€‹10.2â€‹December 16, 202410.25â€‹Form of Convert Waiverâ€‹8-Kâ€‹001-42199â€‹10.1â€‹January 6, 202514.1â€‹Adagio Holdings Code of Business Conduct and Ethics.â€‹8-Kâ€‹001- 42199â€‹14.1â€‹August 6, 202421.1â€‹List of Subsidiaries of Adagio Holdings.â€‹8-Kâ€‹001- 42199â€‹21.1â€‹August 6, 202423.1*â€‹Consent of Reed Smith LLP (included as part of Exhibit 5.1).â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹23.2*â€‹Consent of WithumSmith+Brown, PC, independent registered public accounting firm for ARYA.â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹23.3*â€‹Consent of WithumSmith+Brown, PC, independent registered public accounting firm for Adagio Medical, Inc.â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹23.4*â€‹Consent of WithumSmith+Brown, PC, independent registered public accounting firm for Adagio Medical Holdings, Inc.â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹24.1â€‹Power of Attorney.â€‹S-1â€‹333-282125â€‹24.1â€‹January 13, 2025101.INSâ€‹Inline XBRL Instance Document 1â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹101.SCHâ€‹Inline XBRL Taxonomy Extension Schema Documentâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹101.CALâ€‹Inline XBRL Taxonomy Extension Calculation Linkbase Documentâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹101.DEFâ€‹Inline XBRL Taxonomy Extension Definition Linkbase Documentâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹101.LABâ€‹Inline XBRL Taxonomy Extension Label Linkbase Documentâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹101.PREâ€‹Inline XBRL Taxonomy Extension Presentation Linkbaseâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹104â€‹Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹107â€‹Filing Fee Table.â€‹S-1â€‹333-282125â€‹107â€‹January 13, 2025*Filed herewith.â€‹ Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601. The Company agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.#Indicates a management contract or compensatory plan, contract or arrangement.Item 17. UndertakingsThe undersigned Registrant hereby undertakes:II-4 â€‹(a)To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:(i)To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;(ii)To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement.Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the â€œCalculation of Registration Feeâ€ table in the effective registration statement; and(iii)To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.(b)That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.(c)To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.(d)That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.(e)That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications,(i)Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;(ii)Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;(iii)The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and(iv)Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or II-5 â€‹proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.â€‹II-6 â€‹SIGNATURESPursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Laguna Hills, California, on the 13th day of January 2025.â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â Adagio Medical Holdings, Inc.â€‹â€‹â€‹â€‹â€‹â€‹â€‹By:/s/ Todd Usenâ€‹â€‹â€‹Name: Todd Usenâ€‹â€‹â€‹Title: Chief Executive Officerâ€‹â€‹POWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Todd Usen and John Dahldorf as his or her true and lawful attorney-in-fact and agent, with full power to act alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-1, and to sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.SignatureÂ Â Â Â TitleÂ Â Â Â Dateâ€‹â€‹â€‹â€‹â€‹â€‹â€‹/s/ Todd Usenâ€‹Chief Executive Officerâ€‹January 13, 2025Todd Usenâ€‹(Principal Executive Officer)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹/s/ John Dahldorfâ€‹Chief Financial Officerâ€‹January 13, 2025John Dahldorfâ€‹(Principal Financial and Accounting Officer)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹/s/ James L. Coxâ€‹Directorâ€‹January 13, 2025James L. Coxâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹/s/ Orly Mishanâ€‹Directorâ€‹January 13, 2025Orly Mishanâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹/s/ Keyvan Mirsaeedi-Farahaniâ€‹Directorâ€‹January 13, 2025Keyvan Mirsaeedi-Farahaniâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹/s/ Timothy Moranâ€‹Directorâ€‹January 13, 2025Timothy Moranâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹/s/ Sandra Gardinerâ€‹Directorâ€‹January 13, 2025Sandra Gardinerâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹II-7 EX-5.1 2 adgm-20240930xex5d1.htm EXHIBIT 5.1 Exhibit 5.1Reed Smith LLP599 Lexington AvenueNew York, NY 10022-7650+1 212 521 5400Fax +1 212 521 5450reedsmith.comâ€‹â€‹January 13, 2025Adagio Medical Holdings, Inc.26051 Merit Circle, Suite 102Laguna Hills, CA 92653Ladies and Gentlemen:We have acted as counsel to Adagio Medical Holdings, Inc. (f/k/a Aja Holdco, Inc.), a Delaware corporation (the â€œCompanyâ€), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the â€œCommissionâ€) of a registration statement on Form S-1 (the â€œRegistration Statementâ€) relating to the registration of (i) up to 34,859,899 shares (the â€œAdditional Convertible Note Sharesâ€) of common stock, $0.0001 par value per share, of the Company (the â€œCommon Stockâ€) issuable upon the conversion of those certain 13% senior secured convertible notes (the "Convertible Notes") issued pursuant that certain securities purchase agreement, dated February 13, 2024, by and among the Company and certain investors named therein, and any assignment thereunder (the â€œConvertible Security Subscription Agreementâ€) and that certain note purchase agreement, dated February 13, 2024, by and among the Company, Adagio Medical, Inc., a Delaware corporation (â€œAdagio Medicalâ€), and Perceptive Life Sciences Master Fund, Ltd (â€œPerceptiveâ€), a Cayman Islands exempted company (the â€œ2024 Bridge Financing Note Subscription Agreementâ€ and together with the Convertible Security Subscription Agreement, the â€œConvert Subscription Agreementsâ€) and (ii) up to 110,000 shares of Common Stock (the â€œRegistration Delay Sharesâ€) issued pursuant to the terms of the Convert Waiver, dated January 3, 2025, by and among the Company, Adagio Medical and holder thereto (the "Convert Waiver").Pursuant to Rule 429, the prospectus contained in the Registration Statement (the â€œProspectusâ€) also covers (i) up to 11,858,081 shares of Common Stock issuable upon conversion of the Convertible Notes (the â€œOriginal Convertible Note Sharesâ€ and, together with the Additional Convertible Note Shares, the â€œConvertible Note Sharesâ€), (ii) 7,951,913 shares of Common Stock issued pursuant to those certain amended and restated subscription agreements, dated July 31, 2024 (the â€œPIPE Sharesâ€ and the â€œPIPE Subscription Agreementsâ€) between the Company, Arya Sciences Acquisition Corp IV, a Cayman islands exempted Company (â€œARYAâ€), Perceptive and certain other investors, (iii) up to 2,354,100 shares (the â€œSponsor Sharesâ€) issued to ARYA Sciences Holdings IV, a Cayman Islands exempted company (the â€œSponsorâ€) pursuant to the Business Combination Agreement dated as of February 13, 2024, by and among the Company, ARYA, Adagio Medical , and the other parties thereto, as amended (the â€œBusiness Combination Agreementâ€), (iv) up to 582,475 shares, consisting of 492,475 shares of Common Stock issued to certain of the Company's affiliates (the â€œAffiliate Sharesâ€) as consideration in connection with the business combination (the â€œBusiness Combinationâ€) pursuant to the Business Combination Agreement, and 30,000 shares of Common Stock issued to each of Michael Henderson, Todd Wider and Leslie Trigg that were originally issued as Class B ordinary shares of ARYA and exchanged for shares of Common Stock pursuant to the Business Combination Agreement (the â€œDirector Shares,â€ and together with the PIPE Shares, the Sponsor Shares and the Affiliate Shares, the (â€œIssued Sharesâ€), (v) 7,951,913 shares of Common Stock (the â€œPIPE Warrant Sharesâ€) issuable upon exercise of the warrants to purchase shares of Common Stock (the â€œPIPE Warrantsâ€) issued pursuant to the Warrant Agreement, dated July 31, 2024 (including the form of warrant certificate included therein, the â€œBase Warrant Agreementâ€) and the PIPE Subscription Agreements, (vi) up to 900,000 shares of Common Stock (the â€œConvert Warrant Sharesâ€) issuable upon exercise of warrants to purchase shares of Common Stock (the â€œConvert Warrantsâ€), issued pursuant to the Convert Warrant Agreement, dated July 31, 2024 (including the form of warrant certificate included therein, the â€œConvert Warrant Agreementâ€) and that certain securities purchase agreement, dated February 13, 2024, by andâ€‹among the Company and certain investors named therein, and any assignment thereunder (the â€œConvertible Security Subscription Agreementâ€), and that certain note purchase agreement, dated February 13, 2024, by and among the Company, Adagio Medical and Perceptive (the â€œ2024 Bridge Financing Note Subscription Agreementâ€ and together with the Convertible Security Subscription Agreement, the â€œConvert Subscription Agreementsâ€), (vii) 670,000 shares of Common Stock (the â€œPre-Funded Warrant Sharesâ€) issuable upon exercise of pre-funded warrants (the â€œPre-Funded Warrantsâ€) to purchase shares of Common Stock issued pursuant to the PIPE Subscription Agreements and that certain Pre-Funded Warrant Agreement, dated July 31, 2024 (including the form of warrant certificate included therein, the â€œPre-Funded Warrant Agreementâ€), (viii) up to 1,147,500 shares of Common Stock issued to the Sponsor pursuant to the Business Combination Agreement that are subject to share trigger price vesting (the â€œTrigger Price Vesting Sharesâ€) and will vest if, prior to the tenth anniversary of the closing of the Business Combination (the â€œClosingâ€), the post-Closing share price of Common Stock equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period, and (ix) 1,000 shares of Common Stock (the â€œOption Sharesâ€) issuable upon exercise of certain stock. The securities listed in (i) â€” (ix) were previously registered on the Companyâ€™s registration statement on Form S-1 initially filed with the Commission on September 13, 2024 (No. 333-282125).This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.We have reviewed originals or copies of (a) the Registration Statement, (b) the Business Combination Agreement, (c) the Companyâ€™s certificate of incorporation and bylaws, each as currently in effect, (d) the PIPE Subscription Agreements, (e) Base Warrant Agreement, (f) the Pre-Funded Warrant Agreement, (g) the Convertible Security Subscription Agreement, (h) the Convert Warrant Agreement, (i) the Investor Rights Agreement, dated as of February 13, 2024, by and among the Company, ARYA, the Sponsor, Perceptive and the other parties thereto (the â€œInvestor Rights Agreementâ€), (j) the Convert Waiver and (k) the Registration Rights Agreement, dated as of July 31, 2024, by and between the Company, Perceptive and each holder thereto (the â€œConvert Registration Rights Agreementâ€ and together with the Business Combination Agreement, the PIPE Subscription Agreements, the Base Warrant Agreement, the Pre-Funded Warrant Agreement, the Convertible Security Subscription Agreement, the Convert Warrant Agreement, the Convert Waiver, and the Investor Rights Agreement, the â€œTransaction Documentsâ€), and such other corporate records, agreements and documents of the Company, certificates or comparable documents of public officials and officers of the Company and have made such other investigations as we have deemed necessary as a basis for the opinions set forth below.In rendering the opinion set forth below, we have assumed the genuineness of all signatures; the legal capacity of natural persons; the authenticity of all documents submitted to us as originals; the conformity to original documents of all documents submitted to us as duplicates or conformed copies; and as to matters of fact, the truthfulness of the representations made in the Transaction Documents and the certificates or comparable documents of public officials and officers of the Company.We have not independently established the validity of the foregoing assumptions.Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that:1.The Issued Shares have been duly authorized by the Company and are validly issued, fully paid and non-assessable.2.The PIPE Warrant Shares, the Convert Warrant Shares and the Pre-Funded Warrant Shares have been duly authorized by the Company and, when issued and paid for upon exercise of the PIPE Warrants, Convert Warrants and Pre-Funded Warrants, in accordance with the terms of the Base Warrant Agreement, Convert Warrant Agreement and Pre-Funded Warrant Agreement, as applicable, will be validly issued, fully paid and nonassessable.3.The Trigger Price Vesting Shares have been duly authorized by the Company and, when issued and delivered in accordance with the terms of the Business Combination Agreement, will be validly issued, fully paid and nonassessable.4.The Option Shares have been duly authorized by the Company and, when issued and paid for upon exercise of the Options in accordance with the terms of such Options, will be validly issued, fully paid and nonassessable.â€‹5.The Convertible Note Shares have been duly authorized by the Company and, when issued and delivered upon conversion of the Convertible Notes in accordance with the terms of the Convertible Security Subscription Agreement, will be validly issued, fully paid and nonassessable.6.The Registration Delay Shares have been duly authorized by the Company, and, when issued and delivered in accordance with the terms of the Convert Waiver, will be

validly issued, fully paid and nonassessable.Our opinion is limited to the General Corporation Law of the State of Delaware and we do not express any opinion herein concerning any other law. This opinion letter speaks only as of its date.We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption â€œLegal Mattersâ€ in the Prospectus forming part of the Registration Statement and any amendments thereto. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, and the rules and regulations of the Commission promulgated thereunder.Very truly yours,Â /s/ REED SMITH LLPÂ Reed Smith LLPâ€‹ EX-23.2 3 adgm-20240930xex23d2.htm EXHIBIT 23.2 Exhibit 23.2CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMWe hereby consent to the use in the Prospectus constituting a part of this Registration Statement to the Form S-1 of our report dated March 28, 2024, (which includes an explanatory paragraph regarding ARYA Sciences Acquisition Corp. IVâ€™s ability to continue as a going concern), relating to the financial statements of ARYA Sciences Acquisition Corp. IV as of and for the years ended December 31, 2023 and 2022, which is contained in that Prospectus. We also consent to the reference to our Firm under the caption â€œExpertsâ€ in the Prospectus./s/ WithumSmith+Brown, PCâ€‹â€‹â€‹New York, New Yorkâ€‹January 13, 2025â€‹â€‹ EX-23.3 4 adgm-20240930xex23d3.htm EXHIBIT 23.3 Exhibit 23.3CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMWe hereby consent to the use in the Prospectus constituting a part of this Registration Statement to the Form S-1 of our report dated April 18, 2024, except for Note 2 and Note 17, as to which the date is November 1, Â 2024, which includes an Emphasis of Matter paragraph regarding Adagio Medical, Inc.â€™s ability to continue as a going concern, relating to the consolidated financial statements of Adagio Medical, Inc., as of and for the years ended December 31, 2023 and 2022, which is contained in that Prospectus.We also consent to the reference to our Firm under the caption â€œExpertsâ€ in the Prospectus./s/ WithumSmith+Brown, PCâ€‹â€‹â€‹Whippany, New JerseyJanuary 13, 2025â€‹ EX-23.4 5 adgm-20240930xex23d4.htm EXHIBIT 23.4 Exhibit 23.4CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMWe hereby consent to the use in the Prospectus constituting a part of this Registration Statement to the Form S-1 of our report dated June 25, 2024, (which includes an explanatory paragraph regarding Aja Holdco, Inc.â€™s ability to continue as a going concern), relating to the financial statements of Aja Holdco, Inc. as of December 31, 2023 and for the period from December 19, 2023 (inception) to December 31, 2023, which is contained in that Prospectus. We also consent to the reference to our Firm under the caption â€œExpertsâ€ in the Prospectus./s/ WithumSmith+Brown, PCâ€‹â€‹â€‹New York, New YorkJanuary 13, 2025â€‹â€‹ EX-FILING FEES 6 adgm-20240930xexfees.htm EX-FILING FEES Exhibit 107Calculation of Filing Fee TablesS-1(Form Type)Adagio Medical Holdings, Inc.(Exact Name of Registrant as Specified in its Charter)Table 1: Newly Registered Securitiesâ€‹Â Â Security TypeÂ Â Security Class TitleÂ Â Fee Calculation or Carry Forward RuleÂ Â Amount RegisteredÂ Â Proposed Maximum Offering Price Per UnitÂ Â Maximum Aggregate Offering Price(1)Â Â Fee RateÂ Â Amount of Registration FeeNewly Registered SecuritiesFees to Be PaidEquityCommon Stock457(c)34,969,899 (1)(2)$1.00(3)$34,969,899$0.00015310$5,353.90â€‹Total Offering Amounts$34,969,899$5,353.90â€‹Total Fees Previously Paid$â€”â€‹Total Fee Offsets$â€”â€‹Net Fee Due$5,353.90â€‹(1)Represents (i) up to 34,859,899 shares of Common Stock (excluding the shares of Common Stock underlying the Convert Warrants (as defined below)) (the â€œConvertible Note Sharesâ€) issuable upon the conversion of those certain 13% senior secured convertible notes and (ii) up to 110,000 shares of Common Stock issued pursuant to the terms of the Convert Waiver.(2)Includes an indeterminable number of additional securities that, pursuant to Rule 416 under the Securities Act of 1933, as amended, may be issued to prevent dilution from stock splits, stock dividends or similar transactions that could affect the securities to be offered by the selling securityholders.(3)Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low sales price of the Registrantâ€™s common stock as reported on the Nasdaq Stock Market on January 8, 2025.Table 2: Combined ProspectusSecurityTypeSecurityClassTitleAmount ofSecuritiesPreviouslyRegisteredMaximumAggregateOffering Priceof SecuritiesPreviouslyRegisteredForm TypeFile NumberInitial EffectiveDateEquityCommon Stock 32,993,796 (1)(2)$127,026,114.60S-1333-282125September 19,2024(1)Represents (i) up to 7,951,913 shares of Common Stock (the â€œPIPE Sharesâ€), (ii) up to 670,000 shares of Common Stock issuable upon exercise of pre-funded warrants to purchase shares of Common Stock (the â€œPre-Funded Warrantsâ€), (iii) up to 7,528,727 shares of Common Stock (the â€œPIPE Warrant Sharesâ€) issuable upon exercise of warrants to purchase shares of Common Stock, exercisable at a $10.00 exercise price (the â€œPIPE Warrantsâ€) (iv) up to 11,858,081 Convertible Note Shares issuable upon the conversion of those certain 13% senior secured convertible notes, (v) up to 900,000 shares of Common Stock (the â€œConvert Warrant Sharesâ€) issuable upon exercise of warrants to purchase shares of Common Stock, exercisable at a $24.00 exercise price (the â€œConvert Warrantsâ€ and, together with the PIPE Warrants, the â€œWarrantsâ€), (vi) up to 2,354,100 shares issued to ARYA Sciences Holdings IV, a Cayman Islands exempted company (the â€œSponsorâ€) (vii) up to 582,475 shares including 492,475 shares of Common Stock and 30,000 shares of Common Stock issued to each of Michael Henderson, Todd Wider and Leslie Trigg which were originally issued as Class B ordinary shares of ARYA, (viii) up to 1,147,500 shares of Common Stock issuable to the Sponsor that are subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-Closing share price of Common Stock equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period; and (ix) 1,000 shares of Common Stock issuable upon exercise of certain stock options assumed by us in connection with the consummation of the Business Combination held by our Chief Operating Officer.(2)Includes an indeterminable number of additional securities that, pursuant to Rule 416 under the Securities Act of 1933, as amended, may be issued to prevent dilution from stock splits, stock dividends or similar transactions that could affect the securities to be offered by the selling securityholders. EX-101.SCH 7 adgm-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA 1111100100 - Statement - CONSOLIDATED CONDENSED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 1111100200 - Statement - UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 1111100400 - Statement - UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 1111200100 - Statement - BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 1111200200 - Statement - STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 1111200400 - Statement - STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 1112200100 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 1112200400 - Statement - Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 1112241002 - Disclosure - Operating Leases - Future minimum payments (Details) link:presentationLink link:calculationLink link:definitionLink 1112241205 - Disclosure - Mezzanine Equity and Stockholders' Deficit - Common Stock (Details) link:presentationLink link:calculationLink link:definitionLink 1112241501 - Disclosure - Income Taxes - Components of pretax loss from operations (Details) link:presentationLink link:calculationLink link:definitionLink 1112241502 - Disclosure - Income Taxes - Reconciliation of income tax computed at federal statutory tax rate to total income tax expense (Details) link:presentationLink link:calculationLink link:definitionLink 1112241503 - Disclosure - Income Taxes - Components of deferred tax assets and liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 1200100 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 1200200 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 1200400 - 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Statement - BALANCE SHEET link:presentationLink link:calculationLink link:definitionLink 22200200 - Statement - STATEMENT OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 22200400 - Statement - STATEMENT OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 1111100090 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 1111100105 - Statement - CONSOLIDATED CONDENSED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 1111100300 - Statement - UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT link:presentationLink link:calculationLink link:definitionLink 1111110101 - Disclosure - Description of Organization and Business Operations link:presentationLink link:calculationLink link:definitionLink 1111110201 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 1111110301 - Disclosure - Initial Public Offering link:presentationLink link:calculationLink link:definitionLink 1111110401 - Disclosure - Related Party Transactions link:presentationLink link:calculationLink link:definitionLink 1111110501 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 1111110601 - Disclosure - Class A Ordinary Shares Subject to Possible Redemption link:presentationLink link:calculationLink link:definitionLink 1111110701 - Disclosure - Shareholders' Deficit link:presentationLink link:calculationLink link:definitionLink 1111110801 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 1111110901 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 1111120202 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 1111130203 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 1111130603 - Disclosure - Class A Ordinary Shares Subject to Possible Redemption (Tables) link:presentationLink link:calculationLink link:definitionLink 1111130803 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 1111140101 - Disclosure - Description of Organization and Business Operations - Initial Public Offering (Details) link:presentationLink link:calculationLink link:definitionLink 1111140102 - Disclosure - Description of Organization and Business Operations - Liquidity and Going Concern (Details) link:presentationLink link:calculationLink link:definitionLink 1111140201 - Disclosure - Summary of Significant Accounting Policies - Cash and Cash Equivalents (Details) link:presentationLink link:calculationLink link:definitionLink 1111140202 - Disclosure - Summary of Significant Accounting Policies - Class A Ordinary Shares Subject to Possible Redemption (Details) link:presentationLink link:calculationLink link:definitionLink 1111140203 - Disclosure - Summary of Significant Accounting Policies - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 1111140204 - Disclosure - Summary of Significant Accounting Policies - Net Income per Ordinary Share (Details) link:presentationLink link:calculationLink link:definitionLink 1111140301 - Disclosure - Initial Public Offering (Details) link:presentationLink link:calculationLink link:definitionLink 1111140401 - Disclosure - Related Party Transactions - Founder Shares (Details) link:presentationLink link:calculationLink link:definitionLink 1111140402 - Disclosure - Related Party Transactions - Promissory Note, Related Party Loans and Administrative Support Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 1111140501 - Disclosure - Commitments and Contingencies - Registration Rights and Underwriting Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 1111140502 - Disclosure - Commitments and Contingencies - Business Combination Agreement and Sponsor Letter Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 1111140503 - Disclosure - Commitments and Contingencies - PIPE Financing (Private Placement) (Details) link:presentationLink link:calculationLink link:definitionLink 1111140504 - Disclosure - Commitments and Contingencies - Convertible Security Financing and Convert Registration Rights Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 1111140505 - Disclosure - Commitments and Contingencies - Investor Rights Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 1111140506 - Disclosure - Commitments and Contingencies - Adoption of Second Extension Amendment Proposal (Details) link:presentationLink link:calculationLink link:definitionLink 1111140507 - Disclosure - Commitments and Contingencies - Non-Redemption Subscription Agreements and Consummation of Business Combination (Details) link:presentationLink link:calculationLink link:definitionLink 1111140601 - Disclosure - Class A Ordinary Shares Subject to Possible Redemption (Details) link:presentationLink link:calculationLink link:definitionLink 1111140701 - Disclosure - Shareholders' Deficit (Details) link:presentationLink link:calculationLink link:definitionLink 1111140801 - Disclosure - Fair Value Measurements (Details) link:presentationLink link:calculationLink link:definitionLink 1111140802 - Disclosure - Fair Value Measurements - Determination of fair value of New Adagio Common Stock and Non-Redeeming subscription agreement shares on inception (Details) link:presentationLink link:calculationLink link:definitionLink 1111140803 - Disclosure - Fair Value Measurements - Determination of fair value of PIPE Warrants and Non-Redeeming subscription agreement warrants on inception (Details) link:presentationLink link:calculationLink link:definitionLink 1111200105 - Statement - BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 1111200300 - Statement - 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Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 1111210901 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 1111220202 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 1111230203 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 1111230603 - Disclosure - Class A Ordinary Shares Subject to Possible Redemption (Tables) link:presentationLink link:calculationLink link:definitionLink 1111230803 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 1111240101 - Disclosure - Description of Organization and Business Operations, Initial Public Offering (Details) link:presentationLink link:calculationLink link:definitionLink 1111240102 - Disclosure - Description of Organization and Business Operations, Going Concern (Details) link:presentationLink link:calculationLink link:definitionLink 1111240201 - 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Disclosure - Stockholder's Deficit (Details) link:presentationLink link:calculationLink link:definitionLink 22240401 - Disclosure - Subsequent Events - Business Combination Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 22240402 - Disclosure - Subsequent Events - PIPE Financing (Details) link:presentationLink link:calculationLink link:definitionLink 22240403 - Disclosure - Subsequent Events - Convertible Security Financing (Details) link:presentationLink link:calculationLink link:definitionLink 22240404 - Disclosure - Subsequent Events - Convert Registration Rights Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 22240405 - Disclosure - Subsequent Events - Investor Rights Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 1112140302 - Disclosure - Summary of Significant Accounting Policies - Concentrations of Credit Risk and Off-Balance Sheet Risk & Impairment of Long-Lived Assets (Details) link:presentationLink link:calculationLink link:definitionLink 1112140305 - Disclosure - Summary of Significant Accounting Policies - Property and Equipment - Convertible Preferred Stock & Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 1112141204 - Disclosure - Mezzanine Equity and Stockholders' Deficit - Voting Rights, Conversion Rights and Protective Provisions (Details) link:presentationLink link:calculationLink link:definitionLink 1112141402 - Disclosure - Net Loss Per Common Share - Potentially dilutive securities were excluded from the computation of diluted net loss per share calculations (Details) link:presentationLink link:calculationLink link:definitionLink 1210301 - Disclosure - Forward Merger link:presentationLink link:calculationLink link:definitionLink 1210701 - Disclosure - Goodwill and Intangible Assets link:presentationLink link:calculationLink link:definitionLink 1230303 - Disclosure - Forward Merger (Tables) link:presentationLink link:calculationLink link:definitionLink 1230703 - Disclosure - Goodwill and Intangible Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 1240203 - Disclosure - Summary of Significant Accounting Policies - Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 1240204 - Disclosure - Summary of Significant Accounting Policies - Goodwill (Details) link:presentationLink link:calculationLink link:definitionLink 1240206 - Disclosure - Summary of Significant Accounting Policies - Impairment of Long-Lived Assets (Details) link:presentationLink link:calculationLink link:definitionLink 1240306 - Disclosure - Forward Merger - Pro forma financial information (Details) link:presentationLink link:calculationLink link:definitionLink 1240702 - Disclosure - Goodwill and Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 99900 - Disclosure - Standard And Custom Axis Domain Defaults link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 8 adgm-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE EX-101.DEF 9 adgm-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 10 adgm-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Entity Listings [Table] Entity Listings [Line Items] Document Type Entity Registrant Name Entity Filer Category Entity Small Business Entity Emerging Growth Company Entity Ex Transition Period Entity Central Index Key Amendment Flag Condensed Consolidated Balance Sheets Condensed Consolidated Balance Sheet Statement [Table] Class of Stock [Axis] Class of Stock [Axis] Class of Stock [Domain] Class of Stock [Domain] Common Class A [Member] Class A ordinary share Class A ordinary shares Common Class B [Member] Class B ordinary share Class B ordinary shares Legal Entity [Axis] Legal Entity [Axis] All Entities [Member] Entity [Domain] Represent the information pertaining to CIK0001838821_ARYA Sciences Acquisition Corp IV. CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] CIK0001838821_ARYA Sciences Acquisition Corp IV Statement [Line Items] Statement STATEMENT OF CHANGES IN STOCKHOLDER'S DEFICIT Assets [Abstract] Assets Assets, Current [Abstract] Current assets: Current assets Cash Cash held with silicon valley bank Cash Prepaid Expense, Current Prepaid expenses Assets, Current Total current assets Asset, Held-in-Trust, Noncurrent Cash held in Trust Account Cash and investments held in Trust Account Assets Total Assets Total assets Liabilities and Equity [Abstract] Liabilities, convertible preferred stock, and stockholders' equity (deficit) Liabilities, convertible preferred stock, and stockholders' deficit Liabilities, Current [Abstract] Current liabilities: Current liabilities Accounts Payable, Current Accounts payable Accrued Liabilities, Current Accrued liabilities Total accrued liabilities Accrued expenses Other Liabilities, Current Due to related party Other Liability, Current, Related Party, Type [Extensible Enumeration] Convertible Notes Payable, Current Convertible notes payable, current Convertible notes payables, current Notes Payable, Current, Related Party, Type [Extensible Enumeration] Liabilities, Current Total current liabilities Total current liabilities Carrying value as of the balance sheet date of outstanding underwriting fee payable initially due after one year or beyond the operating cycle if longer, excluding current portion. Deferred Underwriting Fee Payable Non Current Deferred underwriting commissions Liabilities Total liabilities Total liabilities Commitments and Contingencies Commitments and contingencies (Note 12) Commitments and contingencies (Note 11) Temporary Equity, Carrying Amount, Attributable to Parent Ending Balance Beginning Balance Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023 Carrying Value Equity, Attributable to Parent [Abstract] Stockholders' equity (deficit): Stockholders' deficit Preferred Stock, Value, Issued Preference shares, $0.0001 par value 1,000,000 shares authorized none issued or outstanding as of June 30, 2024 and December 31, 2023 Common Stock, Value, Issued Common stock, $0.0001 par value; 210,000,000 shares authorized as of September 30, 2024; 14,535,136 shares issued and outstanding as of September 30, 2024 Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively. Additional Paid in Capital Additional paid-in capital Retained Earnings (Accumulated Deficit) Accumulated deficit Equity, Attributable to Parent Ending Balance Beginning Balance Total stockholders' deficit Total stockholders' equity (deficit) Total Stockholders' Deficit Balance Liabilities and Equity Total liabilities, convertible preferred stock, and stockholders' equity (deficit) Temporary Equity, Par or Stated Value Per Share Convertible preferred stock, par value (in dollars per share) Ordinary shares, par value (in dollars per share) Temporary Equity, Shares Outstanding Convertible preferred stock, shares outstanding Conversion of preferred stock Temporary Equity, Redemption Price Per Share Redemption price Preferred Stock, Par or Stated Value Per Share Preferred stock, par value Preferred stock par value (in dollars per share) Preferred Stock, Shares Authorized Preferred stock, shares authorized Preferred Stock, Shares Issued Preference shares, shares issued (in shares) Preferred Stock, Shares Outstanding Preference shares, shares outstanding (in shares) Common Stock, Par or Stated Value Per Share Common stock, par value (in dollars per share) Common stock par value Common Stock, Shares Authorized Common stock, shares authorized Ordinary shares, shares authorized (in shares) Common Stock, Shares, Issued Ending Balance (in shares) Beginning Balance (in shares) Common stock, shares issued Ordinary shares, shares issued (in shares) Common Stock, Shares, Outstanding Successor's opening equity as of July 31, 2024 (Successor) (in shares) ListCo closing equity as of July 30, 2024 (in Shares) Common stock, shares outstanding Total UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS Operating Income (Loss) [Abstract] Income from operations General and Administrative Expense General and administrative expenses Operating Income (Loss) Loss from operations The amount of gain on extinguishment of accrued legal expenses during the period. Gain on Extinguishment of Accrued Legal Expenses Gain on extinguishment of legal expenses Gain on extinguishment of legal expenses The amount of subscription agreement expense during the period. Subscription Agreement Expense Subscription agreement expense Subscription Agreement Expense Realized Investment Gains (Losses) Interest earned on cash and investments held in Trust Account Nonoperating Income (Expense) Total other income (expense), net Total other income (expense), net Net Income (Loss) Net loss Net income (loss) Net income (loss) Weighted Average Number of Shares Outstanding, Basic Basic weighted average shares outstanding (in shares) Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares) Weighted Average Number of Shares Outstanding, Diluted Diluted weighted average shares outstanding (in shares) Weighted-average shares outstanding - Diluted Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares) Earnings Per Share, Basic Basic net income (loss) per share (Note 15) (in dollars per share) Net loss per share attributable to common stockholders - basic (in dollars per share) Earnings Per Share, Diluted Diluted net income (loss) per share (Note 15) (in dollars per share) Net loss per share attributable to common stockholders - diluted (in dollars per share) Condensed Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit Equity Components [Axis] Equity Component [Domain] Common Stock [Member] Common Stock Ordinary Shares Additional Paid-in Capital [Member] Additional Paid-in Capital Additional Paid-In Capital Retained Earnings [Member] Accumulated Deficit Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Deficit Increase (Decrease) in Stockholders' Equity Shares, Outstanding Ending balance (in shares) Beginning balance (in shares) Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs Subscription Agreement Expense Increase in redemption value of class of stock classified as temporary equity subject to possible redemption during the period. Temporary Equity, Increase In Redemption Value of Shares Subject To Possible Redemption Adjustment of accretion of Class A ordinary shares subject to possible redemption Adjustment of accretion of Class A ordinary shares subject to possible redemption Adjustment for accretion of Class A ordinary shares subject to possible redemption Condensed Consolidated Statements of Cash Flows Condensed Consolidated Statement of Cash Flow Net Cash Provided by (Used in) Operating Activities [Abstract] Cash flows from operating activities: Cash flows from operating activities Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Adjustments to reconcile net income (loss) to net cash used in operating activities: Adjustments to reconcile net loss to net cash used in operating activities: Increase (Decrease) in Operating Capital [Abstract] Net change in operating assets and liabilities: Net change in operating assets and liabilities Increase (Decrease) in Prepaid Expenses, Other Prepaid expenses Increase (Decrease) in Accounts Payable, Trade Accounts payable Increase (Decrease) in Accrued Liabilities Accrued liabilities Accrued expenses Increase (Decrease) in Accounts Payable, Related Parties Due to related party Net Cash Provided by (Used in) Operating Activities Net cash used in operating activities Net cash used in operating activities Net Cash Provided by (Used in) Investing Activities [Abstract] Cash flows from investing activities: Cash flows from investing activities Payments to Acquire Marketable Securities Cash deposited in Trust Account Net proceeds from initial public offering and private placement deposited in trust account Cash deposited in Trust Account The cash inflow from cash withdrawn from Trust Account. Proceeds from Cash Withdrawal from Trust Account Cash withdrawn from Trust Account for redemption Net Cash Provided by (Used in) Investing Activities Net cash used in investing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Cash flows from financing activities: Cash flows from financing activities Proceeds from Convertible Debt Proceeds from convertible debt Proceeds from convertible promissory note - related party The cash outflow for redemption of Class A ordinary shares during the period. Payments for Redemption of Temporary Equity Redemption of Class A ordinary shares Net Cash Provided by (Used in) Financing Activities Net cash provided by financing activities Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Net change in cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Cash and cash equivalents, at end of period Cash and cash equivalents, at beginning of period Description of Organization and Business Operations Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Description of Organization and Business Operations Organization and Description of Business Summary of Significant Accounting Policies Basis of Presentation and Significant Accounting Policies [Text Block] Summary of Significant Accounting Policies Initial Public Offering The entire disclosure for the initial public offering of the Company's common stock. Initial Public Offering [Text Block] Initial Public Offering Related Party Transactions Related Party Transactions Disclosure [Text Block] Related Party Transactions Commitments and Contingencies. Commitments and Contingencies Disclosure [Text Block] Commitments and Contingencies Class A Ordinary Shares Subject to Possible Redemption The entire disclosure for Class A ordinary shares subject to possible redemption reflected on the condensed balance sheet. Class A Ordinary Shares Subject to Possible

Redemption [Text Block] Class A Ordinary Shares Subject to Possible Redemption Shareholders' Deficit Equity [Text Block] Shareholders' Deficit Stockholder's Deficit Fair Value Measurements Fair Value Disclosures [Text Block] Fair Value Measurements Subsequent Events Subsequent Events [Text Block] Subsequent Events Basis of Accounting, Policy [Policy Text Block] Basis of Presentation Consolidation, Policy [Policy Text Block] Principles of Consolidation It represents Emerging Growth Company Emerging Growth Company Concentration Risk, Credit Risk, Policy [Policy Text Block] Concentrations Concentration of Cash Balances Cash and Cash Equivalents, Policy [Policy Text Block] Cash and Cash Equivalents Use of Estimates, Policy [Policy Text Block] Use of Estimates and Assumptions Use of Estimates Investment, Policy [Policy Text Block] Trust Account Fair Value of Financial Instruments, Policy [Policy Text Block] Fair Value Option for Convertible Notes Financial Instruments Fair Value Measurement, Policy [Policy Text Block] Fair Value Measurements Deferred Charges, Policy [Policy Text Block] Offering Costs Associated with the Initial Public Offering Disclosure of accounting policy for shares subject to possible redemption. Shares Subject to Possible Redemption [Policy Text Block] Class A Ordinary Shares Subject to Possible Redemption Income Tax, Policy [Policy Text Block] Income Taxes Earnings Per Share, Policy [Policy Text Block] Net Income Per Ordinary Share Net (Loss) Income per Ordinary Share New Accounting Pronouncements, Policy [Policy Text Block] Recent Accounting Standards Recently Adopted Accounting Pronouncements Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Schedule of computation of basic and diluted net loss per share attributable to common stockholders Schedule of basic and diluted net (loss) income per ordinary share Temporary Equity [Table Text Block] Schedule of issuance of preferred stock Schedule of Class A ordinary shares subject to possible redemption Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Schedule of assumptions used in estimating fair value of convertible promissory notes and common stock warrant liabilities Schedule of assumptions used in estimating fair value of convertible promissory notes Disclosure of information about the Company's organization and business operations. Organization and Business Operations [Table] Sale of Stock [Axis] Sale of Stock [Domain] IPO [Member] Initial public offering Initial Public Offering [Member] Over-Allotment Option [Member] Over-Allotment option Related and Nonrelated Parties [Axis] Related Party, Type [Axis] Related and Nonrelated Parties [Domain] Related Party, Type [Domain] Investor [Member] PIPE Investor Sponsor [Member] Related Party Transaction [Axis] Related Party Transaction [Domain] The amended and restated memorandum agreement made between the third party. Amended And Restated Memorandum [Member] Amended and restated memorandum Amended and Restated Memorandum [Member] Loan of up to $1,380,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of our sponsor into Working Capital Shares. Second Convertible Promissory Note [Member] Second convertible promissory note Second Convertible Promissory Note [Member] The amounts loaned under the third convertible promissory note will be convertible at the option of our sponsor into working capital shares. Third Convertible Promissory Note [Member] Third convertible promissory note Third Convertible Promissory Note [Member] The amounts loaned under the fourth convertible promissory note will be convertible at the option of our sponsor into working capital shares. Fourth Convertible Promissory Note [Member] Fourth convertible promissory note Working capital loans to finance transaction costs in connection with a Business Combination. Working Capital Loans [Member] Working capital loan Working Capital Loans [Member] Class of Warrant or Right [Axis] Class of Warrant or Right [Domain] Units sold in a public offering that consist of Class A common stock. Public Shares [Member] Public shares Public Shares [Member] Security that gives the holder the right to purchase Private Placement Shares. Private Placement Units [Member] Private placement units Private Placement Units [Member] Statistical Measurement [Axis] Statistical Measurement [Axis] Statistical Measurement [Domain] Statistical Measurement [Domain] Minimum [Member] Minimum Maximum [Member] Maximum Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. Organization and Business Operations [Line Items] Description of Organization and Business Operations Proceeds from Issuance or Sale of Equity [Abstract] Initial Public Offering and Private Placement Initial Public Offering and Private Placement [Abstract] Stock Issued During Period, Shares, New Issues Contribution from PIPE Financing for cash Shares issued during period (in shares) Shares Issued, Price Per Share Original issue price Share price (in dollars per share) Proceeds from Issuance Initial Public Offering Gross proceeds from initial public offering Gross proceeds Deferred Offering Costs Offering costs allocated to Class A ordinary shares subject to possible redemption Offering costs Carrying value as of the balance sheet date of outstanding underwriting commissions payable initially due after one year or beyond the operating cycle if longer, excluding current portion. Deferred Underwriting Commissions Deferred underwriting commissions Percentage of deferred underwriting commissions payable at the time of the agreement to enter into the initial Business Combination. Percentage of Deferred Underwriting Commissions Payable Included in Initial Business Combination Percentage of deferred underwriting commissions payable included in initial business combination Percentage of deferred underwriting commissions payable included in initial Business Combination Proceeds from Issuance of Private Placement Gross proceeds from private placement Number of operating businesses that must be included in initial Business Combination. Number of Operating Businesses Included in Initial Business Combination Number of operating businesses included in initial Business Combination Fair market value as a percentage of the net assets held in the Trust Account (excluding the deferred underwriting commissions and taxes payable on the income earned on the Trust Account) at the time of the agreement to enter into the initial Business Combination. Fair Market Value as Percentage of Net Assets Held in Trust Account Included in Initial Business Combination Fair market value as percentage of net assets held in trust account included in initial business combination Fair market value as percentage of net assets held in Trust Account included in initial Business Combination Post-transaction ownership percentage of the outstanding voting securities of the target business sufficient for it not to be required to register as an investment company under the Investment Company Act of 1940. Post Transaction Ownership Percentage of The Target Business Post-transaction ownership percentage of the target business Per-share amount of net proceeds deposited in the Trust Account upon closing of the Proposed Public Offerings and Private Placement. Cash Deposited in Trust Account Per Unit Unit price, proposed public offering and private placement (in dollars per unit) Unit price, Proposed Public Offering and Private Placement (in dollars per unit) Percentage of Public Shares that can be redeemed without the prior consent of the Company. Percentage of Public Shares That can be Redeemed Without Prior Consent Percentage of public shares that can be redeemed without prior consent Percentage of Public Shares that can be redeemed without prior consent Percentage of Public Shares that would not be redeemed if a Business Combination is not completed within the Initial Combination Period. Percentage of Public Shares That Would not be Redeemed if Business Combination is not Completed Within Initial Combination Period Percentage of public shares that would not be redeemed if business combination is not completed within initial combination period Percentage of Public Shares that would not be redeemed if Business Combination is not completed within Initial Combination Period Period of time to cease operations if a Business Combination is not completed within Combination Period in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Period to Cease Operations if Business Combination is not Completed within Combination Period Period to cease operations if business combination is not completed within combination period Period to cease operations if Business Combination is not completed within Combination Period Interest received on the Trust Account that can be used to pay dissolution expenses if a Business Combination is not completed with the Combination Period. Interest on Trust Account to be held to pay dissolution expenses Interest from trust account that can be held to pay dissolution expenses Interest from Trust Account that can be held to pay dissolution expenses The number of times permitted to extend period of time to consummate a Business Combination. Number of Extensions to Extend Time to Consummate Business Combination Number of times to extend period to consummate business combination Number of times to extend period to consummate Business Combination The period of time for each extension to consummate a Business Combination, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Period of Time of Extension to Consummate Business Combination Period of time for an extension to consummate business combination Period of time for an extension to consummate Business Combination Period to provide advance notice prior to the applicable Termination Date for business combination, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Advance Notice Period Prior to Applicable Termination Date for Business Combination Advance notice prior to applicable termination date Advance notice prior to applicable Termination Date The extension period available to complete business combination after the Original Termination Date, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Extension Period to Complete Business Combination After Original Termination Date Extension period to complete business combination after original termination date Extension period to complete business combination after Original Termination Date Proceeds from Related Party Debt Aggregate amount drawn Loan for an aggregate deposit The total number of installments over which the lender will contribute the aggregate deposit as per the second extension amendment. Number Of Installments For Loan Contribution From Lender Installments Maximum amount of debt to be issued. Debt Instrument, Maximum Borrowing Capacity Right to issue additional convertible promissory notes Borrowings Debt Instrument, Face Amount Principal amount Debt instrument, face amount Temporary Equity, Shares Issued Ending Balance (in shares) Beginning Balance (in shares) Convertible preferred stock, shares issued Shares Issued Debt Instrument, Convertible, Conversion Price Conversion price Conversion price (in dollars per share) Percentage of ordinary shares issued and outstanding in the offering held by initial shareholders. Percentage of Ordinary Shares Issued and Outstanding held by Initial Shareholders Percentage of ordinary shares issued and outstanding held by initial shareholders. Period of time from closing of Initial Public Offering to complete Business Combination, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Period to complete business combination from closing of initial public offering The amount of loan under the first convertible promissory note will be convertible at the option of our sponsor into Working Capital Shares. First Convertible Promissory Note To Cover Expenses Related To Working Capital Shares [Member] First convertible promissory note First Convertible Promissory Note [Member] The amount of loan under the fourth convertible promissory note will be convertible at the option of our sponsor into Working Capital Shares. Fourth Convertible Promissory Note To Cover Expenses Related To Working Capital Shares [Member] Fourth convertible promissory note Going Concern [Abstract] Going Concern Going Concern [Abstract] Amount of working capital deficit. Working Capital Deficit Working capital deficit The amount of difference between current assets and liabilities. Working Capital Working capital The amount of deferred offering costs paid by sponsor in exchange for ordinary shares in noncash financing activities. Deferred Offering Costs Paid by Sponsor in Exchange for Issuance of Ordinary Shares Offering costs paid by sponsor in exchange for issuance of founder shares Cash and Cash Equivalents [Abstract] Cash and Cash Equivalents Cash Equivalents, at Carrying Value Cash equivalents Temporary Equity, by Class of Stock [Table] Temporary Equity [Line Items] Mezzanine Equity and Stockholders' Equity (Deficit) Mezzanine Equity and Stockholders' Deficit Other Liabilities and Financial Instruments Subject to Mandatory Redemption [Abstract] Common stock subject to possible redemption Class A Ordinary Shares Subject to Possible Redemption [Abstract] Income Taxes Income Taxes Income Taxes [Abstract] Unrecognized Tax Benefits Balance at end of year Balance at beginning of year Unrecognized tax benefits Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Accrued interest and penalties Amount accrued for payment of interest Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table] Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Summary of Significant Accounting Policies Basic and Diluted Net Income Per Ordinary Share [Abstract] Basic and Diluted Net Income (Loss) Per Ordinary Share Net Income (Loss) Attributable to Parent [Abstract] Numerator: Numerator [Abstract] Undistributed Earnings, Basic Allocation of net income Weighted Average Number of Shares Outstanding, Diluted [Abstract] Denominator; Denominator: Subsidiary or Equity Method Investee, Sale of Stock by Subsidiary or Equity Investee [Table] Subsidiary, Sale of Stock [Line Items] Initial Public Offering Commitments and Contingencies Initial Public Offering of Units [Abstract] Initial Public Offering Initial Public Offering [Abstract] Related Party Transaction [Table] Independent directors nominated for serving the entity. Independent Director Nominees [Member] Independent directors Independent Directors [Member] Sponsor and officers and directors assigned to serve the Company. Sponsor and Company Officers and Directors [Member] Sponsor, company's officers and directors Private Placement [Member] Private placement Related Party Transaction [Line Items] Related Party Transactions Commitments and Contingencies Founder Shares [Abstract] Founder Shares Founder Shares [Abstract] Proceeds from Issuance of Common Stock Sponsor amount Stock Issued During Period, Shares, Issued for Services Shares issued (in shares) Number of common stock shares subject to forfeiture in the event of the over-allotment option was not exercised by the underwriters. Common Stock, Shares, Subject to Forfeiture Shares subject to forfeiture (in shares) The ownership interest percentage threshold for the Company's issued and outstanding shares after the Initial Public Offering for the Founder Shares. Ownership Interest Percentage Threshold Ownership interest, as converted percentage Number of common stock shares no longer subject to forfeiture and fully exercised by the underwriters. Common Stock, Shares, No Longer Subject to Forfeiture Number of shares no longer subject to forfeiture (in shares) The period of time after the completion of initial business combination that initial shareholders are not permitted to transfer, assign or sell any of their held Founder Shares, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Period of Restriction for Founder Shares for Initial Shareholders Period to not transfer, assign or sell Founder Shares Share Price Multiplied by the Company's Common Stock price at the Closing Share price (in dollars per share) Number of trading days for common stock price to exceed threshold, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Number of Trading Days Number of trading days Threshold period of specified trading days that common stock price exceeds threshold price per share, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Trading Days Threshold Trading day threshold period Threshold period after the initial Business Combination for the common stock price to exceed the threshold price per share, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Threshold Period after Initial Business Combination Threshold period after initial Business Combination Private Placement [Abstract] Private Placement Private Placement Shares [Abstract] Period of time private Placement Shares are not be transferable or salable until after the completion of the initial Business Combination, subject to limited exceptions, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Class of Shares Holding Period Holding period for transfer, assignment or sale of shares ARYA Sciences Holdings II (Sponsor), an affiliate of the Sponsor, or certain of the Company's officers and directors. Sponsor Affiliate of Sponsor or Certain Company Officers and Directors [Member] Sponsor affiliate of sponsor or certain company officers and directors Sponsor Affiliate of Sponsor or Certain Company Officers and Directors [Member] Loan of up to $300,000 to cover expenses related to the Initial Public Offering pursuant to a promissory note (Note). The Note was non-interest bearing and payable on the earlier of June 30, 2018 or the completion of the Initial Public Offering. Promissory Note to Cover Expenses Related to Initial Public Offering [Member] Promissory Note Promissory Note [Member] An agreement whereby, on the effective date of the registration statement on Form S-1 related to the Initial Public Offering through the earlier of consummation of the initial Business Combination and the Company's liquidation, the Company will pay a monthly fee for office space, utilities and secretarial and administrative support. Administrative Support Agreement [Member] Administrative Support Agreement Administrative Support Agreement [Member] Related Party Loans [Abstract] Related Party Loans Related Party Transaction, Amounts of Transaction Amount of transaction Aggregate loan amount The additional cash inflow from a long-term borrowing made from related parties where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. Alternate caption: Proceeds from Advances from Affiliates. Additional Proceeds From Related Party Debt Additional amount drawn Conversion of Stock, Amount Converted Conversion value Borrowings outstanding Convertible promissory note Administrative Support Agreement [Abstract] Administrative Support Agreement Administrative Support Agreement [Abstract] Amount of the periodic payment due to related party during the financial reporting period. Related Party Transaction, Periodic Payment Amount Monthly fee Subsequent Event Type [Axis] Subsequent Event Type [Domain] Subsequent Event [Member] Subsequent event Subsequent events Registration And Stockholder Rights [Abstract] Registration Rights Registration Rights [Abstract] Represents the number of demands eligible security holder can make. Number Of Demands Eligible Security Holder Can Make Number of demands eligible security holder can make Period of time required before shares become exercisable after the completion of a Business Combination, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Period Required for Shares to Become Exercisable Period of time required before shares become exercisable after the completion of a Business Combination Period for shares to become exercisable Underwriting Agreement [Abstract] Underwriting Agreement Underwriting Agreement [Abstract] Period of underwriter to purchase options, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Sale of Stock Underwriter, Option Term Sale of stock underwriter option term Underwriting discount fee per unit paid to underwriters. Underwriting Discount Fee Underwriting discount (in dollars per share) Payments for Underwriting Expense Underwriting expense Deferred underwriting discount fee per unit payable to underwriters in the event the Company completes a Business Combination, subject to terms of the underwriting agreement. Underwriting Discount Fee Deferred Deferred underwriting discount (in dollars per share) The amount of gain (loss) from forgiveness of deferred underwriting commissions. Gain (Loss) from Forgiveness of Deferred Underwriting Commissions Gain from settlement of deferred underwriting commissions Period up-to which company can issue shares in lieu of a cash

payment for transaction expenses and deferred fees incurred by its underwriter. Share Issuance In Lieu of Cash Payment to Underwriters, Maximum Period Share issuance in lieu of cash payment to underwriters, maximum period Amount of additional transaction closing fee incurred due to the underwriting agreement. Underwriting Expense, Additional Transaction Closing Fee Underwriting expense, additional transaction closing fee Loss Contingencies [Table] Loss Contingencies [Line Items] Commitments and Contingencies Business Combination Agreement and Sponsor Letter Agreement [Abstract] Business Combination Agreement and Sponsor Letter Agreement Each issued and outstanding ordinary share will be automatically cancelled, extinguished and converted into the right to receive. Number of Common Shares, Right to Receive Number of common shares, right to receive (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, Forfeited Shares forfeited (in shares) These are the most common types of shares issued by a publicly listed firm, hence the name common stock. They provide the simplest way for a firm to raise capital as they do not give any special rights. Business Combination of Shares to be Issued to Investors Shares issued to investors (in shares) The percentage used as numerator in calculation of quotient for deriving key employee incentive maximum amount. Aggregate Share Reserve, Key Employee Incentive Plan Maximum Amount, Numerator Percent for Quotient Calculation Aggregate share reserve, key employee incentive plan maximum amount, numerator percent for quotient calculation The percentage used as denominator in calculation of quotient for deriving key employee incentive maximum amount. Aggregate Share Reserve, Key Employee Incentive Plan Maximum Amount, Denominator Percent for Quotient Calculation Aggregate share reserve, key employee incentive plan maximum amount, denominator percent for quotient calculation The percentage used as numerator in calculation of quotient for deriving incentive equity plan maximum amount. Aggregate Share Reserve, Incentive Equity Plan Maximum Amount, Numerator Percent for Quotient Calculation Aggregate share reserve, incentive equity plan maximum amount, numerator percent for quotient calculation The percentage used as denominator in calculation of quotient for deriving incentive equity plan maximum amount. Aggregate Share Reserve, Incentive Equity Plan Maximum Amount, Denominator Percent for Quotient Calculation Aggregate share reserve, incentive equity plan maximum amount, denominator percent for quotient calculation The percentage used as denominator in calculation of quotient for deriving aggregate HoldCo shares reserve. Aggregate HoldCo Share Reserve, Denominator Percent for Quotient Calculation Aggregate holdCo share reserve, denominator percent for quotient calculation Private investors in a public equity (PIPE). PIPE Investors PIPE Financing PIPE financing Purchase agreements dated April 4, 2023 and November 28, 2023, between Adagio and the Perceptive PIPE Investor. Bridge Financing Notes 2023 [Member] 2023 Bridge Financing Notes 2023 Bridge Financing Notes [Member] PIPE Financing (Private Placement) [Abstract] PIPE Financing (Private Placement) The amount of additional investment to debt. Additional Investment to Debt Additional Investment to Debt Additional investment to debt The amount of additional financing being raised prior to closing. Additional Financing Raised Prior to Closing Additional financing being raised prior to closing Class of Warrant or Right, Exercise Price of Warrants or Rights Exercise price Exercise price of pre-funded warrants (In dollars per share) Amount of minimum unrestricted cash to be maintained as per the terms of agreement. Unrestricted Cash Required to be Maintained Unrestricted cash required to be maintained Amount of commitments to fund convertible security financing. Commitment to Fund Convertible Security Financing Commitment to fund convertible security financing Amount of transaction expense payable. Transaction Expense Payable Transaction expense payable Amount of increase in commitments to fund convertible security financing. Increase in Commitment to Fund Convertible Security Financing Increase in commitment to fund convertible security financing The number of additional shares to be issued due to increase in commitment. Shares to be Issued for Increase in Commitment Shares to be issued for increase in commitment The percent of increase in ownership of perceptive PIPE investor and initial shareholders. Increase In Ownership Percentage Of Perceptive PIPE Investor And Initial Shareholders Increase in ownership percentage of perceptive PIPE investor and initial shareholders The convertible security financing is contingent upon, among other things, the substantially concurrent closing. Convertible Security Financing [Member] Convertible security financing Convertible Security Financing [Member] Purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo . Bridge Financing Notes 2024 [Member] 2024 Bridge financing notes 2024 Bridge Financing Notes [Member] Represents Information pertaining to New Adagio Convertible Notes. New Adagio Convertible Notes [Member] New Adagio Convertible Notes New adagio convertible notes Financial Instrument [Axis] Financial Instruments [Domain] Convertible Debt Securities [Member] Convertible debt securities Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement [Abstract] Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement Debt Instrument, Interest Rate, Stated Percentage Interest rate Debt instrument, percentage Number of stock issued during period shares cashless exercise of warrants. Stock Issued During Period Shares Cashless Exercise Of Warrants Cashless exercise of warrants (in shares) Cashless exercise of warrants issued (in shares) The cash price per share of the conversion feature embedded in the debt instrument. Debt Instrument, Convertible, Cash Price Cash price (in dollars per share) Debt Instrument, Term Debt term Term of debt Minimum trading days as defined in Convert Registration Rights Agreement in in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Convert Registration Rights Agreement, Trading Days Number of trading days under convert registration rights agreement Investor Rights Agreement [Abstract] Investor Rights Agreement Lock-up period beginning on the Closing Date until the date that is the earlier. Lock-Up Period Beginning on Closing Date Lock-up period beginning on the Closing Date Lock-up period after the Closing Date. Lock-Up Period After Closing Date Lock-up period after the Closing Date Security that gives the holder the right to purchase Private Placement Shares. Private Placement Shares [Member] Private placement shares Private Placement Shares [Member] Adoption of Second Extension Amendment Proposal [Abstract] Adoption of Second Extension Amendment Proposal Represents information pertaining to Non-redemption subscription agreement. Non-Redemption Subscription Agreement [Member] Non-Redemption subscription agreement Represents information pertaining to concurrent equity and warrant private placement bridge financing. Concurrent Equity and Warrant Private Placement Bridge Financing Represents information pertaining to concurrent convertible security bridge financing. Concurrent Convertible Security Bridge Financing [Member] Concurrent Convertible Security Bridge Financing Represents information pertaining to New Adagio. New Adagio [Member] New Adagio The amount of financing commitment to purchase shares. Amount of Financing Commitment Amount of financing commitment Financing amount Amount of proceeds raised through financing in connection with business combination. Proceeds From Financing Proceeds from financing Common Stock Subject to Possible Redemption [Abstract] Common Stock Subject to Possible Redemption Temporary Equity, Accretion to Redemption Value Accretion on Class A ordinary shares subject to possible redemption amount The amount of gain (loss) from the extinguishment of deferred underwriting commissions. Extinguishment of Deferred Underwriting Commissions Waiver of deferred underwriting commissions Schedule of Stock by Class [Table] Class of Stock [Line Items] Shareholders' Deficit Stock Redeemed or Called During Period, Shares Number of shares redeemed (in shares) Common Stock, Voting Rights Voting rights per share Total number of common shares and shares deemed temporary equity of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). Common Stock and Temporary Equity, Shares Issued Ordinary shares, shares issued (in shares) Number of shares of common stock and temporary equity outstanding. Common stock represent the ownership interest in a corporation. Common Stock and Temporary Equity, Shares, Outstanding Ordinary shares, shares outstanding (in shares) The percentage by which one class of stock will convert into another class of stock following the consummation of the initial Business Combination at a given ration through specified requirements that must be met per the shareholders' letter of agreement. Stock Conversion Basis, Percentage Stock conversion basis at time of business combination percentage Ratio applied to the conversion of stock, for example but not limited to, one share converted to two or two shares converted to one. Stock Conversion Ratio Stock conversion basis at time of business combination Fair Value, Recurring and Nonrecurring [Table] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Domain] Fair Value, Inputs, Level 1 [Member] Level 1 Asset Class [Axis] Asset Class [Domain] U.S. Treasury Securities [Member] U.S. Treasury securities U.S. Treasury Securities [Member] Represents information pertaining to open market subscription agreement Open Market Subscription Agreement [Member] Open market subscription agreement Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value Measurements Assets, Fair Value Disclosure [Abstract] Investments held in Trust Account Investments held in Trust Account [Abstract] Debt Securities, Available-for-Sale, Term Investment maturity period Estimated number of shares of common stock to be issued on the Close of the Transaction. Shares to be Issued on Close of Transaction Shares to be issued on Close of Transaction Estimated number of warrants to be issued on the Close of the Transaction. Warrants to be Issued on Close of Transaction PIPE Warrants to be issued on Close of Transaction Fair Value Measurement Inputs and Valuation Techniques [Table] Schedule of valuation techniques Measurement Input Type [Axis] Measurement Input Type [Domain] Measurement Input, Share Price [Member] Share price Base share price Measurement input adjusted per share. Measurement Input, Adjusted Per Share [Member] Adjusted per Share Measurement input using adjusted share price of stock. Measurement Input, Adjusted Share Price [Member] Adjusted share price Measurement input using the probability of closing. Measurement Input, Probability of Closing [Member] Probability of closing Measurement input using estimated fair value per share at closing. Measurement Input, Estimated Fair Value Per Share [Member] Estimated fair value per share at closing Fair Value, Inputs, Level 3 [Member] Level 3 Fair Value Measurement Inputs and Valuation Techniques [Line Items] Fair Value Measurements Represents the own equity, common stock measurement input. Own Equity, Common Stock, Measurement Input Own equity measurement input The multiplying factor of purchase price for adjusted price per share. Multiplying Factor of Purchase Price for Adjusted Price Per Share Multiplying factor of purchase price for adjusted price per share Measurement Input, Exercise Price [Member] Strike price, as defined in subscription agreement Measurement Input, Expected Term [Member] Expected Term (years) Term (Months) Measurement Input, Price Volatility [Member] Volatility Average volatility rate Measurement input using expected price per warrant. Measurement Input, Expected Price Per Warrant [Member] Estimated expected warrant price Measurement input using estimated fair value per warrant. Measurement Input, Estimated Fair Value Per Warrant [Member] Estimated fair value per warrant at closing Warrants and Rights Outstanding, Measurement Input Warrants measurement inputs Measurement input The multiplying factor of coverage ratio for estimated fair value per warrant. Multiplying Factor of Coverage Ratio for Estimated Fair Value Per Warrant Multiplying factor of coverage ratio for estimated fair value per warrant Payments of Stock Issuance Costs Offering costs paid Assets Measured on Recurring Basis The amount of loan under the first and second convertible promissory note will be convertible at the option of our sponsor into Working Capital Shares. First and Second Convertible Promissory Note To Cover Expenses Related To Working Capital Shares [Member] First and Second Convertible Promissory Note [Member] Stockholder's Deficit Measurement Frequency [Axis] Measurement Frequency [Axis] Measurement Frequency [Domain] Measurement Frequency [Domain] Fair Value, Recurring [Member] Fair value measurements recurring basis Fair Value, Inputs, Level 2 [Member] Level 2 Cash Equivalents - Money Market Funds [Member] Investments held in Trust Account Investments held in Trust Account Transfers in into Level 3 Transfers in into Level 3 Transfers out of Level 3 Transfers out of Level 3 Subsequent Event [Table] Investment Type [Axis] Investments [Domain] Subsequent Event [Line Items] Subsequent Events Temporary Equity, Other Disclosure [Abstract] Subsequent Events [Abstract] Represents information pertaining to Adagio Medical Inc. Adagio Medical Inc [Member] Adagio Medical Inc Cash and Cash Equivalents, at Carrying Value Cash and cash equivalents Accounts Receivable, after Allowance for Credit Loss, Current Accounts receivable, net Inventory, Net Inventory, net Total inventory Other Assets, Current Other current assets Property, Plant and Equipment, Net Property and equipment, net Property and equipment, net Operating Lease, Right-of-Use Asset Right-of-use assets, net Other Assets, Noncurrent Other assets Operating Lease, Liability, Current Operating lease liabilities, current Warrants and Rights Outstanding Warrant liabilities Secured Debt, Current Term loan, current Carrying value as of the balance sheet date of obligations incurred through that date and payable for transaction costs related to business combination. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). Accrued Transaction Costs, Current Accrued transaction costs Amount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. Accrued Other Liabilities, Current Other accrued liabilities Operating Lease, Liability, Noncurrent Operating lease liabilities, long-term Secured Long-Term Debt, Noncurrent Term loan, long-term Other Liabilities, Noncurrent Other long-term liabilities Accumulated Other Comprehensive Income (Loss), Net of Tax Accumulated other comprehensive income Temporary Equity, Shares Authorized Convertible preferred stock, shares authorized Number of Shares Authorized Temporary Equity, Liquidation Preference Convertible preferred stock, liquidation preference value Liquidation Preference Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) Condensed Consolidated Statement of Operations and Comprehensive Loss Revenue from Contract with Customer, Excluding Assessed Tax Revenue Costs and Expenses [Abstract] Cost of revenue and operating expenses: Cost of Revenue Cost of revenue Research and Development Expense Research and development Selling, General and Administrative Expense Selling, general, and administrative Selling, general and administrative Costs and Expenses Total cost of revenue and operating expenses Nonoperating Income (Expense) [Abstract] Other income (expense): Other income (expense) Amount of expense (income) related to adjustment to fair value of convertible notes. Fair Value Adjustment of Convertible Notes Convertible notes fair value adjustment Change in fair value of convertible notes payables Change in fair value of convertible notes payable Fair Value Adjustment of Warrants Warrant liabilities fair value adjustment Warrant liabilities fair value adjustment Change in fair value of warrant liabilities Interest Expense, Nonoperating Interest expense Investment Income, Interest Interest income Other Nonoperating Income (Expense) Other (expense) income, net Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract] Other comprehensive income (loss): Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Foreign currency translation adjustment Comprehensive Income (Loss), Net of Tax, Attributable to Parent Comprehensive loss Comprehensive income (loss) AOCI Attributable to Parent [Member] Accumulated Other Comprehensive Income Increase (Decrease) in Temporary Equity [Roll Forward] Increase (Decrease) in Convertible Preferred Stock Value of pre-funded warrants issued in exchange for the extinguishment of convertible preferred stock classified as temporary equity Temporary Equity, Prefunded Warrants Issued In Exchange Of Extinguishment, Value Exchange preferred stock for pre-funded warrants The number of pre-funded warrants issued upon exchange for the extinguishment of convertible preferred stock classified as temporary equity. Temporary Equity, Prefunded Warrants Issued In Exchange Of Extinguishment, Shares Exchange preferred stock for pre-funded warrants (shares) Adjustments to Additional Paid in Capital, Warrant Issued Exchange preferred stock for pre-funded warrants Stock Issued During Period, Value, Stock Options Exercised Stock option exercises Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Exercised (shares) Stock option exercises (in shares) APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Stock-based compensation Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Net loss Net income (loss) Depreciation, Depletion and Amortization Depreciation and amortization Operating Lease, Expense Non-cash operating lease expense Share-Based Payment Arrangement, Noncash Expense Stock-based compensation Inventory Write-down Provision for inventory impairment Amortization of Debt Discount (Premium) Amortization of term loan discount Gain (Loss) on Disposition of Property Plant Equipment Loss on disposal of property and equipment Increase (Decrease) in Accounts Receivable Accounts receivable, net Increase (Decrease) in Inventories Inventory, net Inventories, net Increase (Decrease) in Prepaid Expense and Other Assets Prepaid expenses and other current assets Increase (Decrease) in Accounts Payable Accounts payable The increase (decrease) during the reporting period in the aggregate amount of business combination transaction costs incurred but not yet paid. Increase (Decrease) in Accrued Transaction Costs, Current Accrued transaction costs The increase (decrease) during the reporting period in other expenses incurred but not yet paid. Increase (Decrease) in Other Accrued Liabilities, Current Other accrued liabilities Increase (Decrease) in Operating Lease Liability Operating lease liabilities Payments to Acquire Property, Plant, and Equipment Purchases of property and equipment Payments for Software Purchases of software Proceeds from Stock Options Exercised Proceeds from exercise of common stock options Proceeds from Notes Payable Proceeds from issuance of convertible notes payable Proceeds from issuance of convertible notes payables Proceeds from Issuance of Secured Debt Proceeds from term loan Repayments of Secured Debt Repayment of non-convertible term loan Repayment of term loan Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Effect of foreign currency translation on cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Net change in cash and cash equivalents Supplemental Cash Flow Information [Abstract] Supplemental disclosure of cash flow information: Supplemental disclosures of cash flow information: Interest Paid, Excluding Capitalized Interest, Operating Activities Cash paid for interest Noncash Investing and Financing Items [Abstract] Supplemental disclosure of noncash investing and financing activities: Supplemental schedule of non-cash financing activities: Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Right-of-use assets obtained in exchange for lease liabilities Amount of increase in the operating lease liability upon recognition of right of use assets. Operating Lease Liability Recorded For Right Of Use Assets Lease liabilities recorded for operating lease right-of-use assets The amount of term loan proceeds allocated to warrant liabilities assumed in noncash investing or financing activities. Term Loan Proceeds Allocated To Warrant Liabilities Amount of term loan proceeds allocated to warrant liabilities Value of warrants issued in exchange of convertible preferred stock classified as temporary equity in a noncash or part noncash transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of a transaction not resulting in cash receipts or cash

payments in the period. Prefunded Warrants, Issued In Exchange Of Convertible Preferred Stock Exchange preferred stock for pre-funded warrants Restatement of Previously Issued Financial Statements Error Correction [Text Block] Restatement of Previously Issued Financial Statements Significant Accounting Policies [Text Block] Summary of Significant Accounting Policies Inventory, net. Inventory Disclosure [Text Block] Inventory, net Property and Equipment Property, Plant and Equipment Disclosure [Text Block] Property and Equipment Accrued Liabilities The entire disclosure for accrued liabilities at the end of the reporting period. Accrued Liabilities Disclosure [Text Block] Accrued Liabilities Debt Debt Disclosure [Text Block] Debt Warrants The entire disclosure of warrants and rights. Warrants and Rights Note Disclosure [Text Block] Warrants Operating Leases Lessee, Operating Leases [Text Block] Operating Leases No definition available. Mezzanine Equity and Stockholders' Equity (Deficit) The entire disclosure for equity and temporary equity. Stockholder's Equity And Temporary Equity Disclosure [Text Block] Mezzanine Equity and Stockholders' Equity (Deficit) Mezzanine Equity and Stockholders' Deficit Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Stock-Based Compensation Earnings Per Share ("EPS") Earnings Per Share [Text Block] Net Loss Per Common Share Earnings Per Share ("EPS") Income Tax Disclosure [Text Block] Income Taxes Disclosure of accounting policy regarding the interim financial information of the reporting entity including the principles followed. Interim Financial Information, Policy [Policy Text Block] Unaudited Interim Financial Information Disclosure of accounting policy for emerging growth company. Emerging Growth Company [Policy Text Block] Emerging Growth Company Status Segment Reporting, Policy [Policy Text Block] Segments Disclosure of accounting policy for credit risks and off balance sheet risks. Concentrations of Credit Risk and Off-Balance Sheet Risk [Policy Text Block] Concentrations of Credit Risk and Off-Balance Sheet Risk Revenue from Contract with Customer [Policy Text Block] Revenue Recognition Inventory, Policy [Policy Text Block] Inventory Property, Plant and Equipment, Policy [Policy Text Block] Property and Equipment Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Impairment of Long-Lived Assets Foreign Currency Transactions and Translations Policy [Policy Text Block] Foreign Currency Translation and Transactions Lessee, Leases [Policy Text Block] Leases Cost of Goods and Service [Policy Text Block] Cost of Revenue Research and Development Expense, Policy [Policy Text Block] Research and Development Selling, General and Administrative Expenses, Policy [Policy Text Block] Selling, General and Administrative Disclosure of accounting policy for accrued transaction costs. Accrued Transaction Costs [Policy Text Block] Accrued Transaction Costs (Predecessor) Accrued Transaction Costs Disclosure of accounting policy for warrants. Warrants [Policy Text Block] Warrants Debt, Policy [Policy Text Block] Term Loan (Predecessor) Term Loan Disclosure of accounting policy for temporary equity. Temporary Equity [Policy Text Block] Convertible Preferred Stock (Predecessor) Convertible Preferred Stock Share-Based Payment Arrangement [Policy Text Block] Stock-Based Compensation Schedule of Error Corrections and Prior Period Adjustments [Table Text Block] Schedule of restatement adjustment on each financial statement line item affected by the restatement Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Schedule of Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Schedule of presents changes in the Level 3 warrant liabilities measured at fair value Schedule of presents changes in the Level 3 convertible promissory notes measured at fair value Schedule of Inventory, Current [Table Text Block] Schedule of components of inventory, net Property, Plant and Equipment [Table Text Block] Schedule of components of property and equipment, net Schedule of Accrued Liabilities [Table Text Block] Schedule of accrued liabilities Schedule of Debt [Table Text Block] Schedule of debt Lease, Cost [Table Text Block] Schedule of quantitative information of operating leases Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Schedule of future minimum payments under the non-cancelable operating leases Tabular disclosure of common shares reserved for future issuance. Including, but not limited to, he aggregate number of shares reserved for future issuance. Common Stock Reserved For Future Issuance [Table Text Block] Schedule of common stock reserved for future issuance Share-Based Payment Arrangement, Option, Activity [Table Text Block] Schedule of stock option activity Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Schedule of stock based compensation expense Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Schedule of potentially dilutive securities were excluded from the computation of diluted net loss per share Restructuring Cost [Table] Restructuring Cost and Reserve [Line Items] Restructuring and Related Cost, Number of Positions Eliminated Number of employees Restructuring and Related Cost, Number of Positions Eliminated, Period Percent Percentage of employees Severance Costs Severance or related benefit costs Amount of retention bonuses paid for retaining the employees. Payment Of Retention Bonuses Retention bonuses Error Correction [Table] Revision of Prior Period [Axis] Revision of Prior Period [Domain] Previously Reported [Member] As Previously Reported Previously Reported Revision of Prior Period, Error Correction, Adjustment [Member] Adjustment Error Corrections and Prior Period Adjustments Restatement [Line Items] Restatement of Previously Issued Financial Statements Liabilities, Fair Value Adjustment Change in fair value of convertible notes payable Convertible notes fair value adjustment Error Correction, Type [Extensible Enumeration] Error Correction, Type [Extensible Enumeration] Number of Reportable Segments Reporting segments Cash, FDIC Insured Amount Cash, FDIC Insured Amount Impairment, Long-Lived Asset, Held-for-Use Impairment of long-lived assets Property, Plant and Equipment [Table] Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Domain] Represents information pertaining to consoles. Consoles [Member] Consoles Property, Plant and Equipment [Line Items] Property and Equipment Property, Plant and Equipment, Useful Life Useful life Concentration Risk [Table] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Domain] Accounts Payable [Member] Accounts payable Cost of Goods and Service, Product and Service Benchmark [Member] Expenditure Concentration Risk Type [Axis] Concentration Risk Type [Domain] Supplier Concentration Risk [Member] Supplier concentration risk Supplier [Axis] Supplier [Domain] Represents information pertaining to two suppliers. Two Suppliers [Member] Two suppliers Represents information pertaining to three suppliers. Three Suppliers [Member] Three suppliers Represents information pertaining to five suppliers. Five Suppliers [Member] Five suppliers Represents information pertaining to ten suppliers. Ten Suppliers [Member] Ten suppliers Concentration Risk [Line Items] Concentrations Concentration Risk, Percentage Concentration risk percentage Represents the number of suppliers. Concentration Risk, Number Of Suppliers Number of suppliers Represents the minimum proceeds from issuance of common stock for automatic conversion of preferred stock. Minimum Proceeds from Issuance of Common Stock For Automatic Conversion of Preferred Stock Aggregate gross proceeds Represents the minimum public offering share price for automatic conversion of preferred stock. Minimum Public Offering Share Price For Automatic Conversion of Preferred Stock Public offering price per share Amount accrued for interest and penalty on an underpayment of income taxes. Income Tax Penalties and Interest Accrued Interest and penalties accrued Amount of expense for interest and penalty on an underpayment of income taxes. Income Tax Penalties and Interest Expense Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense Unrecognized tax benefits, income tax penalties and interest expense Fair Value, by Balance Sheet Grouping [Table] Represents information pertaining to common stock warrants. Common Stock Warrants [Member] Common stock warrants Represents information pertaining to Pre-funded warrants. Pre-funded Warrants [Member] Pre-funded Warrants Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value Measurements Financial Instruments, Financial Assets, Balance Sheet Groupings [Abstract] Assets: Cash and Cash Equivalents, Fair Value Disclosure Money market account Financial Instruments, Financial Liabilities, Balance Sheet Groupings [Abstract] Liabilities: Convertible Debt, Fair Value Disclosures Convertible notes payables Derivative Liability, Current Common stock warrant liabilities Warrant liabilities Amount of transfers of assets measured on a recurring basis out of Level 1 of the fair value hierarchy into Level 2. Fair Value, Asset, Level 1 to Level 2 Transfers, Amount Fair value asset transfer level 1 to level 2 Amount of transfers of assets measured on a recurring basis out of Level 2 of the fair value hierarchy into Level 1. Fair Value, Asset, Level 2 to Level 1 Transfers, Amount Fair value asset transfer level 2 to level 1 Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, Net Fair value asset transfer net, level 3 Amount of transfers of liabilities measured on a recurring basis out of Level 1 of the fair value hierarchy into Level 2. Fair Value, Liability, Level 1 to Level 2 Transfers, Amount Fair value liability transfer level 1 to level 2 Amount of transfers of liabilities measured on a recurring basis out of Level 2 of the fair value hierarchy into Level 1. Fair Value, Liability Level 2 to Level 1 Transfers, Amount Fair value liability transfer level 2 to level 1 Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Transfers, Net Fair value liability transfer net, level 3 Debt Instrument [Axis] Debt Instrument, Name [Domain] Represents the information pertaining to October 2022 convertible notes. October 2022 Convertible Notes [Member] October 2022 Convertible Notes October 2022 Convertible Notes measured at fair value Represents the information pertaining to April 2023 convertible notes. April 2023 Convertible Notes [Member] April 2023 Convertible Notes April 2023 Convertible Notes measured at fair value Represents the information pertaining to November 2023 convertible notes. November 2023 Convertible Notes [Member] November 2023 Convertible Notes November 2023 Convertible Notes measured at fair value Represents the information pertaining to February 2024 convertible notes. February 2024 Convertible Notes [Member] February 2024 Convertible Notes Represents information pertaining to May 2024 Convertible Notes. May 2024 Convertible Notes [Member] May 2024 Convertible Notes Represents information pertaining to June 2024 Convertible Notes. June 2024 Convertible Notes [Member] June 2024 Convertible Notes Amount of maximum additional debt that can be taken. Debt Instrument, Maximum Additional Amount Maximum additional debt Measurement Input, Discount Rate [Member] Discount rate Measurement Input, Risk Free Interest Rate [Member] Risk-Free interest rate Debt Instrument, Measurement Input Promissory notes measurement input Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Fair Value Measurements Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Level 3 Reconciliation of Convertible promissory notes Level 3 Reconciliation of Common stock warrant liabilities Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Balance (end of period) Balance (beginning of period) Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Issuances Additions Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Fair value measurement adjustments Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Measurement Input, Expected Dividend Rate [Member] Expected dividend yield Derivative Liability, Measurement Input Common stock warrants liabilities measurement input Class of Warrant or Right [Table] Preferred stock that may be exchanged into common shares or other types of securities at the owner's option, classified as Series E. Series E Convertible Preferred Stock [Member] Series E Preferred Stock Class Series E Preferred Stock Class of Warrant or Right [Line Items] Warrants The conversion factor applied to the fair value of common stock to determine the fair value of the temporary equity. Temporary Equity, Estimated Fair Value, Conversion Multiple Factor Conversion factor Inventory, Raw Materials, Net of Reserves Raw materials Inventory, Work in Process, Net of Reserves Work-in-Process Inventory, Finished Goods, Net of Reserves Finished goods Other Inventory, Scrap, Gross Provision for inventory impairment Net of obsolescence and manufacturing scrap Technology Equipment [Member] Consoles Other Machinery and Equipment [Member] Other machinery and equipment Leasehold Improvements [Member] Leasehold improvements Tools, Dies and Molds [Member] Tools and molds Computer Equipment [Member] Computer equipment Equipment [Member] Demo equipment Furniture and Fixtures [Member] Furniture and fixtures Construction in Progress [Member] Construction in process Vehicles [Member] Vehicles Property, Plant and Equipment, Gross Total property, plant, and equipment Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Less: accumulated depreciation Accumulated depreciation Depreciation Depreciation expense Employee-related Liabilities, Current Compensation and related expenses Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to research and development. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). Research And Development Expense Accrual, Current Research and development expenses Other Accrued Liabilities, Current Other Schedule of Long-Term Debt Instruments [Table] Represents Information pertaining to Silicon Valley Bank Term Loan Silicon Valley Bank Term Loan [Member] Silicon Valley Bank Term Loan SVB term loan Debt Instrument [Line Items] Debt Long-Term Debt Total outstanding debt Scenario [Axis] Scenario [Domain] Represents Information pertaining to conversion upon termination of the Transaction and prior to a Qualified Financing. Debt Conversion Upon Termination of Transaction and Prior to Qualified Financing [Member] Conversion upon termination of the Transaction and prior to a Qualified Financing. Represents Information pertaining to conversion under both Qualified Financing and Non-Qualified Financing. Conversion Under Both Qualified Financing and Non-Qualified Financing [Member] Conversion under both Qualified Financing and Non-Qualified Financing Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger Percentage of effective price of common stock sold to trigger conversion Minimum amount of the equity financing to be converted in financing arrangement. Debt Instrument Convertible, Minimum Equity Financing To Be Converted, Amount Minimum equity financing amount to be converted Percentage of the price per share of the conversion feature embedded in the debt instrument. Debt Instrument, Convertible, Conversion Price, Percentage Conversion price per share percentage The amount of the debt being converted in a noncash (or part noncash) transaction. Debt Conversion, Converted Instrument, Convertible Amount Debt convertible amount Long-Term Debt, Gross Outstanding notes Interest Expense, Debt Interest Represents Information pertaining to conversion on Qualified Financing. Conversion Upon Qualified Financing Financing [Member] Conversion under both Qualified Financing and Non-Qualified Financing Qualified Financing Percentage of amount of outstanding principal and accrued and unpaid interest which will be the amount of preference in liquidation over convertible debt instrument's if-converted par or stated value of share. Debt Instrument, Conversion, Liquidation Preference, Percentage Percent of liquidation preference Represents Information pertaining to delayed draw commitment. Delayed Draw Commitment [Member] Delayed Draw Commitment Represents Information pertaining to Convert Warrants. Convert Warrants [Member] Convert Warrants Class of Warrant or Right, Number of Securities Called by Each Warrant or Right Shares called by per each warrant Represents information pertaining to silicon valley initial bank term loan (SVB term loan) Silicon Valley Bank Initial Term Loan [Member] SVB Intial Term Loan Represents information pertaining to silicon valley subsequent bank term loan (SVB term loan) Silicon Valley Bank Subsequent Term Loan [Member] SVB Subsequent Term Loan Represents information pertaining to initial warrants. Initial Warrants [Member] Initial warrants Represents information pertaining to additional warrants. Additional Warrants [Member] Additional warrants Threshold interest rate for funds borrowed, under the debt agreement. Debt Instrument, Interest Rate, Threshold, Percentage Interest rate Debt Instrument, Basis Spread on Variable Rate Variable interest rate Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] Class of Warrant or Right, Number of Securities Called by Warrants or Rights Shares issued Debt Instrument, Unamortized Discount Unamortized debt discount Minimum Amount of cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity required to satisfy the milestone condition of term loan. Debt Instrument, Minimum Required Equity Financing Minimum required equity financing Loans Payable to Bank Outstanding principal Represents information pertaining to SVB Warrants issued in conjunction with the Loan and Security Agreement (LSA). Svb Warrants [Member] SVB Warrants Number of warrants issued to purchase preferred stock. Class Of Warrant Or Right, Number Of Warrants Issued Number of pre-funded warrants issued Lessee, Operating Lease, Option to Extend Option to extend the lease term Lessee, Operating Lease, Renewal Term Operating lease renewal term Lease, Cost [Abstract] Quantitative information of operating leases Operating Lease, Payments Operating cash flows paid for operating leases Operating Lease, Weighted Average Remaining Lease Term Weighted average remaining lease term (years) Operating Lease, Weighted Average Discount Rate, Percent Weighted average discount rate Operating Lease, Cost Operating lease cost Variable Lease, Cost Variable lease cost Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Three months ending December 31, 2024 Six months ending December 31, 2024 Lessee, Operating Lease, Liability, to be Paid, Year One Year ending December 31, 2025 2024 Lessee, Operating Lease, Liability, to be Paid, Year Two Year ending December 31, 2026 2025 Lessee, Operating Lease, Liability, to be Paid Total undiscounted future cash flows Lessee, Operating Lease, Liability, Undiscounted Excess Amount Less: imputed interest Operating Lease, Liability Total operating lease liability The maximum number of shares permitted to be issued by an entity's charter and bylaws. Shares Authorized Shares authorized Preferred stock that may be exchanged into common shares or other types of securities at the owner's option, classified as Series A. SeriesA Convertible Preferred Stock [Member] Series A Preferred Stock Class Preferred stock that may be exchanged into common shares or other types of securities at the owner's option, classified as Series B. Series B Convertible Preferred Stock [Member] Series B Preferred Stock Class Preferred stock that may be exchanged into common shares or other types of securities at the owner's option, classified as Series C. Series C Convertible Preferred Stock [Member] Series C Preferred Stock Class Preferred stock that may be exchanged into common shares or other types of securities at the owner's option, classified as Series D. Series D Convertible Preferred Stock [Member] Series D Preferred Stock Class Number of shares of original convertible preferred stock classified as temporary equity extinguished. Temporary Equity, Number Of Shares Extinguished Number of preferred stocks extinguished Preferred Stock, Convertible, Conversion Price Conversion Price Per Share Initial conversion price Preferred Stock, Convertible, Shares Issuable Number of Common Stock Equivalent Shares Conversion of preferred stock Preferred Stock, Dividend Rate, Percentage Preferred stock dividends (in percent) Preferred Stock, Dividends Per Share, Declared Preferred stock, dividends declared Common

Stock, Dividends, Per Share, Declared Common stock, dividends declared The minimum number of shares of common stock that can be converted from preferred stock, subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock, which defines the voting rights. Threshold Minimum Number of Common Stock Convertible From Convertible Preferred Stock Outstanding For Voting Minimum shares of common stock converted from preferred stock The number of members of the Board of Directors that can be elected by the holders of convertible preferred stock, voting as a separate class on an as-converted to common stock basis, voting as a separate class. Convertible Preferred Stock, Voting Rights, Number of Directors Elected Number of directors elected by holders of preferred stock The number of members of the Board of Directors that can be elected by the holders of common stock, voting as a separate class. Common Stock, Voting Rights, Number of Directors Elected Number of directors elected by holders of common stock Per share conversion value of preferred stock after adjustments. Preferred Stock, Convertible, Conversion Price After Adjustments Conversion price after adjustment Per share conversion value Minimum number of preferred shares outstanding, in which the company cannot (by merger, reclassification, amendment or otherwise), (a) amend the certificate of incorporation or bylaws; (b) adversely alter or change the rights, preferences or privileges of the preferred stock; (c) increase or decrease the aggregate number of authorized shares of any class of the capital stock of the Company. Protective Provisions, Threshold Preferred Stock Outstanding Threshold number of preferred stock outstanding Minimum percentage of approval of the holders of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (a) amend the certificate of incorporation or bylaws; (b) adversely alter or change the rights, preferences or privileges of the preferred stock; (c) increase or decrease the aggregate number of authorized shares of any class of the capital stock of the Company. Protective Provisions, Threshold Voting Percentage of Preferred Stockholders Threshold percentage of voting by preferred stockholders Minimum number of common stock convertible from the preferred stock, at which the company shall: (a) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of the Company in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (b) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (c) increase or decrease the authorized number of shares of Series E preferred stock Protective Provisions, Threshold Minimum Number of Common Stock Out of Outstanding Convertible From Convertible Preferred Stock Threshold common stock convertible by Series E convertible preferred stock The number of votes entitled to each share of common stock. Common Stock, Voting Rights, Votes Per Share Votes per share of common stock Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Ending balance (shares) Beginning balance (shares) Stock options issued and outstanding under the 2012 and 2022 Plan Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Common shares available for future grant under the 2012 and 2022 Plan Common Stock, Capital Shares Reserved for Future Issuance Common Stock reserved for future issuance under the 2024 Equity Incentive Plan Common stock reserved for future issuance Common stock reserved for future issuance Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Plan Name [Axis] Plan Name [Domain] Represents information related to Stock Incentive Plan 2012. Stock Incentive Plan 2012 [Member] 2012 Plan Represents information related to Stock Incentive Plan 2022. Stock Incentive Plan 2022 [Member] 2022 Plan Award Type [Axis] All Award Types Employee Stock Option [Member] Stock options Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Stock-Based Compensation Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Maximum number of shares that can be granted Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Maximum term The number of non employees whose performance obligation were deemed to be immaterial. Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Non Employees Whose Performance Obligation were Deemed to be Immaterial Number of non employees whose performance obligation were deemed to be immaterial Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Expected dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Number of shares Stock option activity Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Forfeited (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Vested and expected to vest (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Vested and exercisable (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Ending balance (in dollars per share) Beginning balance (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Vested and expected to vest (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Vested and exercisable (in dollars per share) n/a Weighted Average Remaining Contractual Life [Abstract] Weighted Average Remaining Contractual Life (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Weighted Average Remaining Contractual Life (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Vested and expected to vest Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Vested and exercisable n/a Aggregate Intrinsic Value [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Ending balance Beginning balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Vested and expected to vest Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Vested and exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Fair value of awards vested Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Unrecognized compensation cost, Recognition, weighted-average period Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Statement of Income Location, Balance [Axis] Statement of Income Location, Balance [Domain] Selling, General and Administrative Expenses [Member] Selling, general and administrative Research and Development Expense [Member] Research and development Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Stock-Based Compensation Share-Based Payment Arrangement, Expense Total stock-based compensation Net Income (Loss) Available to Common Stockholders, Basic Net loss attributable to common stockholders Net Income (Loss) Available to Common Stockholders, Diluted Net loss attributable to common stockholders Net income attributable to common stockholders - Diluted Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Securities [Axis] Antidilutive Securities, Name [Domain] Convertible Preferred Stock [Member] Convertible preferred stock Warrant [Member] Common stock warrants Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Net Loss Per Common Share Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Total Effective Income Tax Rate Reconciliation, Percent Effective tax rate for the company's operations Effective tax rate for the company's operations Related Party [Member] Related Party Counterparty Name [Axis] Counterparty Name [Domain] Represents information pertaining to Fjord Ventures. Fjord Ventures [Member] Fjord Represents information pertaining to Fjordinvest, LLC. Fjordinvest, LLC [Member] Fjordinvest Represents information pertaining to shared services agreement. Shared Services Agreement [Member] Shared Services Agreement Represents information pertaining to sub-lease of office and manufacturing space. Sub-lease of Office and Manufacturing Space [Member] Sub-lease of office and manufacturing space Area represented by square feet of office and manufacturing space subleased by the company. Sublease Area Office and manufacturing space Represents information pertaining to July 2024 convertible notes. July 2024 Convertible Notes [Member] July 2024 Convertible Notes Represents information pertaining to bridge financing. Bridge Financing [Member] Bridge Financing Represents information pertaining to Adagio Medical Holdings, Inc. Adagio Medical Holdings, Inc. [Member] Adagio Medical Holdings, Inc. Long-Term Debt, Type [Axis] Long-Term Debt, Type [Domain] Convertible Debt [Member] Convertible Debt Amount of funds raised though debt, equity and warrants. Amount of Funds Raised Amount of funds raised Increase (Decrease) in Other Noncurrent Liabilities Other Long-Term Liabilities Other long-term liabilities Proceeds from Sale of Property, Plant, and Equipment Proceeds from sale of property and equipment No definition available. Restatement of Quarterly Financial Information (Unaudited) The entire disclosure for reporting error correction of the quarterly financial statements. Error Correction, Quarterly Financial Statements [Text Block] Restatement of Quarterly Financial Information (Unaudited) Accounting Standards Update and Change in Accounting Principle [Table Text Block] Schedule of effect of adoption of ASC 842 - Leases in operating leases Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Schedule of fair value of stock option granted Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Summary of components of pretax loss from operations Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Summary of reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Summary of components of deferred tax assets and liabilities Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block] Summary of changes to unrecognized tax benefits Tabular disclosure of prior period adjustments to previously issued quarterly financial statements including (1) the effect of the correction on each financial statement line item and any per-share amounts affected for each prior period presented (2) the cumulative effect of the change on retained earnings or other appropriate components of equity or net assets in the statement of financial position, as of the beginning of the earliest period presented, and (3) the effect of the prior period adjustments (both gross and net of applicable income tax) on the net income of each prior period presented in the entity's annual report for the year in which the adjustments are made. Schedule of Error Corrections and Prior Period Adjustments, Quarterly Financial Statements [Table Text Block] Schedule of restatements of quarterly financial statements Represents information pertaining to one supplier. One supplier Percentage of then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. Debt Instrument, Convertible, Threshold Percentage of Outstanding Principal Amount, Accrued And Unpaid Interest Percentage of outstanding principal amount, accrued and unpaid interest Lessee, Lease, Description [Table] Cumulative Effect, Period of Adoption [Axis] Cumulative Effect, Period of Adoption [Domain] Cumulative Effect, Period of Adoption, Adjustment [Member] Cumulative effect period of adoption, adjustment Lessee, Lease, Description [Line Items] Accounting Standards Update [Extensible Enumeration] Lessee, Operating Lease, Liability, to be Paid, Year Three 2026 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Expected term in years Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Granted (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Expired (shares) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Expired (in dollars per share) Income (Loss) from Continuing Operations before Income Taxes, Domestic U.S. Income (Loss) from Continuing Operations before Income Taxes, Foreign Foreign Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Pretax loss from operations Income Tax Expense (Benefit), Effective Income Tax Rate Reconciliation, Amount [Abstract] Income tax reconciliation, amount Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Income tax benefit at federal statutory rate Effective Income Tax Rate Reconciliation, Nondeductible Expense, Amount Permanent adjustments Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to fair value adjustments of convertible notes. Income Tax Rate Reconciliation, Fair Value Adjustments of Convertible Notes, Amount Change in FV of convertible note Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to net operating losses true-up adjustments. Income Tax Rate Reconciliation, Net Operating Losses True-up Adjustments, Amount NOL true-up adjustment Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Amount Foreign rate differential Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Change in federal valuation allowance Income Tax Expense (Benefit) Income tax expense Effective Income Tax Rate Reconciliation, Percent [Abstract] Income tax reconciliation, percent Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Income tax benefit at federal statutory rate Effective Income Tax Rate Reconciliation, Nondeductible Expense, Percent Permanent adjustments Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to fair value adjustments of convertible notes. Income Tax Rate Reconciliation, Fair Value Adjustments of Convertible Notes, Percent Change in FV of convertible note Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to net operating losses true-up adjustments. Effective Income Tax Rate Reconciliation, Net Operating Losses True-up Adjustments, Percent NOL true-up adjustment Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Percent Foreign rate differential Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Percent Change in federal valuation allowance Deferred Tax Assets, Net [Abstract] Deferred tax assets: Deferred Tax Assets, Operating Loss Carryforwards Net operating losses Amount, before allocation of valuation allowance, of deferred tax asset attributable to deductible temporary difference from capitalized research and development cost. Deferred Tax Asset, Capitalized Research Costs Capitalized research costs Deferred Tax Assets, Tax Credit Carryforwards, Research R & D tax credit Research and development credit Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Accrued Liabilities Accrued compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Stock-based compensation Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences from operating lease liabilities. Deferred Tax Assets, Operating Lease Liabilities Operating lease liabilities Deferred Tax Assets, Other Other Deferred Tax Assets, Gross Total deferred tax assets Deferred Tax Assets, Valuation Allowance Less: Valuation allowance Valuation allowance to offset net deferred tax assets Deferred Tax Assets, Net of Valuation Allowance Total deferred tax assets, net of valuation allowance Deferred Tax Liabilities, Net [Abstract] Deferred tax liabilities: Deferred Tax Liabilities, Leasing Arrangements Right-of-use assets Amount of deferred tax consequences attributable to taxable temporary differences derived from unrecognized tax benefits. Deferred Tax Liabilities, Unrecognized Tax Benefit Unrecognized tax benefit Deferred Income Tax Liabilities, Net Total deferred tax liabilities Deferred tax liabilities, net Deferred Tax Assets, Net Net deferred tax assets Net deferred tax assets Operating Loss Carryforwards [Table] Consolidated Entities [Axis] Consolidated Entities [Axis] Consolidated Entities [Domain] Consolidated Entities [Domain] Represents information pertaining to Adagio Medical GmbH. Adagio Medical GmbH [Member] Adagio Medical GmbH Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Domain] Domestic Tax Jurisdiction [Member] Federal State and Local Jurisdiction [Member] State Operating Loss Carryforwards [Line Items] Income Taxes Operating Loss Carryforwards Net operating loss carryforwards Amount of operating loss carryforwards that are subject to expiration dates. Operating Loss Carryforwards Subject To Expiration Net operating loss subject to expiration Amount of operating loss carryforwards that are not subject to expiration dates. Operating Loss Carryforwards, Not Subject to Expiration Net operating loss not subject to expiration Unrecognized Tax Benefits [Roll Forward] Unrecognized tax benefits Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Gross increases - tax positions during the year Unrecognized Tax Benefits that Would Impact Effective Tax Rate Unrecognized tax benefits that will affect the effective tax rate Amount of research and experimental costs required to be capitalized as per Tax Cuts and Jobs Act. Capitalization of Research and Experimental Costs Capitalization of R & E Represents information relating to the 2024 Bridge Financing Convertible Promissory Notes. Bridge Financing Note 2024 [Member] Bridge Financing Note 2024 The face amount of debt to be issued pursuant to the agreement. Debt Instrument, Face Amount to be Issued Pursuant to the Agreement Debt instrument face amount to be issued pursuant to the agreement The number of warrants or rights to be issued during the period pursuant to the agreement. Class of Warrant or Right, To Be Issued Pursuant To The Agreement Class of warrant or right to be issued pursuant to the agreement Intangible Assets, Net (Excluding Goodwill) Intangible Assets, net Net Carrying Amount Intangible assets

Goodwill Goodwill Convertible Notes Payable, Noncurrent Convertible notes payable, non-current Derivative Liability, Noncurrent Warrant liabilities Financial Designation, Predecessor and Successor [Fixed List] Value of stock issued as a result of issuance of earn out shares. Stock Issued During Period, Value, Issuance Of Earn Out Shares Issuance of earn-out shares Number of shares issued during the period pursuant to issuance of earn out shares. Stock Issued During Period, Shares, Issuance Of Earn Out Shares Issuance of earn-out shares (in shares) The information pertaining to prior to effect of business combination. Prior to Effect of Business Combination [Member] Prior to Effect of Business Combination Increase (Decrease) in Deferred Income Taxes Deferred taxes Forward Merger Business Combination Disclosure [Text Block] Forward Merger Goodwill and Intangible Assets Goodwill and Intangible Assets Disclosure [Text Block] Goodwill and Intangible Assets Goodwill and Intangible Assets, Intangible Assets, Policy [Policy Text Block] Intangible Assets Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Goodwill Schedule of Business Acquisitions, by Acquisition [Table Text Block] Summary of the purchase price calculation Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Schedule of allocation of purchase price Tabular disclosure of the number of shares of common stock issued and amounts recorded on the line within stockholders' deficit are reflected below to arrive at the opening consolidated balance sheet of the successor. Schedule Of Number Of Shares Of Common Stock Issued And Amounts Recorded On The Line Within Stockholders' Deficit [Table Text Block] Schedule of number of shares of common stock issued and amounts recorded on the line within stockholders' deficit are reflected below to arrive at the opening consolidated balance sheet of the Successor Business Acquisition, Pro Forma Information [Table Text Block] Schedule of pro forma financial information Represents information pertaining to PIPE Pre-funded warrants. PIPE Pre-funded Warrants [Member] PIPE Pre-funded warrants Represents information pertaining to convertible securities notes. Convertible Securities Notes [Member] Convertible Securities Notes Schedule of Indefinite-Lived Intangible Assets [Table Text Block] Schedule of indefinite lived intangible assets Schedule of Finite-Lived Intangible Assets [Table Text Block] Schedule of finite lived intangible assets Schedule of Stockholders Equity [Table Text Block] Schedule of summarizes the number of shares of common stock outstanding The tabular disclosure of aggregate number of common shares reserved for future issuance Common Stock, Capital Shares Reserved for Future Issuance [Tale Text Block] Schedule of Company's reserved common stock for further issuance Impairment of Intangible Assets, Indefinite-Lived (Excluding Goodwill) Impairment of indefinite live lived intangible assets Goodwill, Impairment Loss Impairment of goodwill Schedule of Business Acquisitions, by Acquisition [Table] Business Acquisition [Line Items] Forward Merger Number of temporary stock bought back by the entity at the exercise price or redemption price. Temporary Stock Redeemed or Called During Period, Shares Number of Class A ordinary shares redeemed Equity impact of the value of temporary stock bought back by the entity at the exercise price or redemption price. Temporary Stock Redeemed or Called During Period, Value Redemption value Represents information pertaining to ARYA Sciences Acquisition Corp IV. ARYA Sciences Acquisition Corp IV [Member] ARYA Sciences Acquisition Corp IV Represents information pertaining to Class A Arya Shares. Class A Arya Shares [Member] Class A Arya Shares Represents information pertaining to sponsor. Sponsor [Member] Sponsor Represents information pertaining to base warrants. Base Warrants [Member] Base Warrants Number of shares issued for each share upon conversion. Conversion Of Stock, Number Of Shares For Each Share Number of share for each share Number of shares forfeited Number Of Shares Forfeited Number of shares forfeited Number of common stock shares issuable that are subjected to share price trigger vesting. Number Of Common Stock Shares Issuable, Subjected To Vesting Number of common stock shares issuable that are subjected to vesting Threshold share price trigger for vesting of share. Threshold Share Price For Vesting Of Shares Share trigger price for vesting Threshold number of trading days to exceed or maintain the trigger price for vesting of shares. Threshold Number Of Trading Days To Exceed Or Maintain Trigger For Vesting Of Shares Threshold number of trading days to exceed or maintain trigger price for vesting of shares Threshold number of consecutive trading days to exceed or maintain the trigger price for vesting of shares. Threshold Number Of Consecutive Trading Days To Exceed Or Maintain Trigger For Vesting Of Shares Threshold number of consecutive trading days to exceed or maintain trigger price for vesting of shares Preferred Stock, Convertible, Conversion Ratio Preferred stock conversion ratio The amount of committed financing value. Committed Financing Value PIPE Financing Value of common shares reserved for future issuance. Common Stock, Capital Shares Value Reserved for Future Issuance Value of common stock reserved for future issuance Number of shares issued during the period in exchange of commitment to purchase shares and not to redeem those shares. Stock issued During Period, Shares In Exchange Of Commitment To Purchase Shares And Not To Redeem Number of shares issued in exchange of commitment to purchase Class A shares of ARYA in the open market and not to redeem Number of warrants issued to purchase stock in exchange of commitment to purchase shares and not to redeem those shares. Class Of Warrant Or Right Number Of Warrants Issued In Exchange Of Commitment To Purchase Shares And Not To Redeem Number of warrants issued in exchange of commitment to purchase Class A shares of ARYA in the open market and not to redeem Number of shares that are subjected to redemption. Number Of Shares Subjected To Redemption Number of shares subjected to redemption Number of shares issued during the period in exchange of non-redemption of shares. Stock issued During Period, Shares, In Exchange Of Non-redemption Of Shares Number of shares issued in exchange of non-redemption of shares Number of warrants issued to purchase stock in exchange of non-redemption of shares. Class Of Warrant Or Right Number Of Warrants Issued In Exchange Of Non-redemption Of Shares Number of warrants issued in exchange of non-redemption of shares Number of warrants reserved for future issuance. Class of Warrant or Right, Reserved For Future Issuance Warrants reserved for future issuance Amount of cash investment. Cash Investment Cash investment Amount of investment in the form of debt. Investment In Debt Form Investment in the form of debt Interest Payable Accrued interest Amount of additional cash investment. Additional Cash Investment Additional cash investment Number of shares issued during the period in exchange of convertible debt and additional cash investment. Stock issued During Period, Shares, In Exchange Of Convertible Debt And Additional Cash Investment Number of shares issued in exchange of convertible debt and additional cash investment Number of warrants issued to purchase stock in exchange of convertible debt and additional cash investment. Class Of Warrant Or Right Number Of Warrants Issued In Exchange Of Convertible Debt And Additional Cash Investment Number of warrants issued in exchange of convertible debt and additional cash investment Debt Conversion, Converted Instrument, Warrants or Options Issued Warrants issued upon conversion of debt Threshold vesting period of shares issuable that are subjected to vesting. Threshold Vesting Period Of Shares Issuable Subjected To Vesting Threshold vesting period Business Acquisition [Axis] Business Acquisition, Acquiree [Domain] Represents information pertaining to Legacy Adagio. Legacy Adagio [Member] Legacy Adagio Business Acquisition, Percentage of Voting Interests Acquired Voting rights acquired Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Number of the Company's Common Stock issued Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures Number of replacement stock options granted to Legacy Adagio's option holders by the Company Total number of shares and options granted as part of business combination. Business Combination, Number Of Shares And Options Issued Total shares and stock options Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Total Number of warrants issued as settlement of debt. Class of Warrant or Right, Number of Warrants Issued In Settlement Of Debt Number of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes Price per share or per unit of warrants or rights outstanding. Class of Warrant or Right, Price of Warrants or Rights Multiplied by estimated value of PIPE Base Warrants at the Closing Amount of fair value of warrants issued in consideration for the business combination. Business Combination, Consideration Transferred, Warrant Rights Issued Estimated fair value of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes Business Combination, Consideration Transferred Total purchase price Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets [Abstract] Assets Acquired: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents Cash Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Accounts receivable, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Inventory Inventories, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other Assets Prepaid expenses Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Other Other current assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment Property and equipment, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Intangible assets, net Amount of right of use assets, acquired at the acquisition date. Business Combination Recognized Identifiable Assets Acquired and Liabilities Assumed, Right Of Use Assets Right-of-use asset, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets Other assets Amount of assets including goodwill acquired at the acquisition date. Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Including Goodwill Total assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities [Abstract] Liabilities Assumed: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts Payable Accounts payable Amount incurred and payable within one year or within the normal operating cycle, if longer, assumed at the acquisition date. Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accrued Liabilities Accrued liabilities Amount of operating lease liability due within one year or within the normal operating cycle, if longer, assumed at the acquisition date. Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Operating Lease Liabilities Operating lease liabilities, current Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Long-Term Debt Convertible notes payable, long-term Amount of warrant liabilities due after one year or the normal operating cycle, if longer, assumed at the acquisition date. Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Warrant Liabilities Warrant liabilities Amount of operating lease liability due after one year or the normal operating cycle, if longer, assumed at the acquisition date. Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Operating Lease Liabilities Operating lease liabilities, long-term Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax Liabilities Deferred tax liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities Total liabilities assumed Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Net total Finite-Lived Intangible Asset, Useful Life Developed technology, Useful Life (years) Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. Stockholders Equity, Opening Balance Beginning Balance Accumulated deficit carried over from merger. Accumulated Deficit Carried Over From Merger Accumulated deficit carried over from ARYA Stock Issued During Period, Value, New Issues Contribution of cash proceeds in PIPE Financing Issuance of one share of Common Stock Stock Issued During Period, Shares, Conversion of Convertible Securities Conversion of ARYA convertible promissory Notes (in shares) Stock Issued During Period, Value, Conversion of Convertible Securities Conversion of ARYA convertible promissory Notes Number of shares issued by conversion of shares of acquiree entity during the period pursuant to merger process. Stock Issued During Period, Conversion of Shares of Acquiree Entity In Process of Merger Conversion of ARYA Class A ordinary shares and Class B ordinary shares (in shares) Number of shares issued by conversion of temporary equity shares of acquiree entity during the period pursuant to merger process. Stock Issued During Period, Shares, Conversion of Temporary Equity Conversion of Class A ordinary shares subject to redemption (in shares) Value of shares of stock by conversion of temporary equity shares of acquiree entity during the period pursuant to merger process. Stock Issued During Period, Value, Conversion of Temporary Equity Conversion of Class A ordinary shares subject to redemption Stock Issued During Period, Shares, Acquisitions Shares issued for acquisition of Legacy Adagio Stock Issued During Period, Value, Acquisitions Shares issued for acquisition of Legacy Adagio Number of additional shares issued and shares issued for reclassification of shares subject to non-redemption agreements and open market subscription agreements issued during the period pursuant to merger process. Stock Issued During Period, Shares, Additional Shares And Reclassification Of Shares Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements (in shares) Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements Value of additional shares issued and shares issued for reclassification of shares subject to non-redemption agreements and open market subscription agreements issued during the period pursuant to merger process. Stock Issued During Period, Value, Additional Shares And Reclassification Of Shares Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. Stockholders Equity Ending Balance Ending Balance Business Acquisition, Pro Forma Revenue Revenue Business Acquisition, Pro Forma Net Income (Loss) Net income (loss) Derivative Liability Represents the information pertaining to Series E pre-funded warrants. Series E Pre-funded Warrants [Member] Series E Pre-funded Warrants The amount of warrants issued. Class Of Warrant Or Right Value Of Warrants Issued Warrants issuance The amount of obsolete and expired inventory expensed in the period. Inventory, Obsolete and Expired Obsolete and expired inventory expensed Inventory Adjustments Inventory scrap value Indefinite-Lived Intangible Assets (Excluding Goodwill) IPR&D Finite-Lived Intangible Assets, Gross Developed technology, Gross Carrying Amount Finite-Lived Intangible Assets, Net Developed technology, Net Carrying Amount Intangible Assets, Gross (Excluding Goodwill) Gross Carrying Amount Finite-Lived Intangible Assets, Accumulated Amortization Accumulated Amortization Impairment of Intangible Assets, Finite-Lived Impairment of finite lived intangible assets Finite-Lived Intangible Asset, Expected Amortization, Year One Finite lived intangible assets, expected amortization year one Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in two to five year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach) Finite Lived Intangible Assets Amortization Expense Two To Five Years Finite lived intangible assets, expected amortization year two to five years Finite-Lived Intangible Asset, Expected Amortization, after Year Five Finite lived intangible assets, expected amortization after year five Represents the number of shares issued to acquiree entity on conversion of shares upon consummation of business combination. Number of Shares Issued to Acquiree Entity Upon Conversion of Shares Conversion of shares Represents the number of shares converted upon consummation of business combination. Number of Shares Converted Shares converted Debt Conversion, Converted Instrument, Shares Issued Debt conversion Debt Conversion, Original Debt, Amount Debt amount Debt Conversion, Converted Instrument, Amount Amount of convertible notes issued Represents information pertaining to certain other PIPE investor. Other PIPE Investor [Member] Other PIPE Investor Measurement input using volatility haircut. Measurement Input, Volatility Haircut [Member] Measurement Input, Volatility Haircut Represents the number of warrants exchanged into shares of common stock. Class of Warrant or Right, Exchanged in Shares Class of warrant or right, exchanged in shares Represents the number of shares issued upon exercise of warrants. Shares Issued During Period, Warrants Exercised Share issued during period, warrants exercised Proceeds from Issuance or Sale of Equity Issuance or sale of equity Number of warrants issued in exchange of non-redeemable shares. Class Of Warrant Or Right, Number Of Warrants Issued In Exchange of Non-redeemable Shares Number of warrants issued in exchange of non-redeemable shares Number of shares issued in exchange of non-redeemable shares. Shares Issues During Period, Exchange of Non-redeemable Shares Number of shares issued in exchange of non-redeemable shares Conversion of Stock, Shares Converted Convertible preferred stock Conversion of Stock, Shares Issued Convertible preferred stock issued The represents information related to sponsor earnout Sponsor Earnout [Member] Sponsor Earnout the information related to common stock trigger price Common Stock Trigger Price Common stock trigger price Represents information pertaining to certain PIPE investor. PIPE Investor [Member] PIPE Investor Number of shares issued by conversion of temporary equity shares of acquiree entity during the period pursuant to merger process. Stock Issued During Period, Shares, Conversion of Temporary Equity Shares Conversion of Class A ordinary shares subject to redemption Represents information related to Stock Incentive Plan 2012 and 2022. Stock Incentive Plan 2012 and Stock Incentive Plan 2022 [Member] Stock Incentive Plan 2012 and 2022 Plan Represents information pertaining to 2024 Equity Incentive Plan. Equity Incentive Plan, 2024 [Member] 2024 Equity incentive plan Represents information pertaining to 2024 Key Employee Equity Incentive Plan. Key Employee Equity Incentive Plan, 2024 [Member] 2024 Key employee equity incentive plan Represents information pertaining to 2024 Employee Stock Purchase Plan. Employee Stock Purchase Plan, 2024 [Member] 2024 Employee Stock Purchase Plan Class of Warrant or Right, Outstanding Warrants Number of warrants exercisable Number of common shares issuable upon conversion of debt. Convertible Debt, Shares Issuable Shares Convertible Securities Notes Represents the number of shares issuable upon the exercise of outstanding options that were assumed in the Business Combination. Stock Issuable upon Exercise of Outstanding Options Equity Plans Assumed in Business Combination Company's Common Stock issuable upon the exercise of outstanding options Legacy Adagio's equity plans that were assumed in the Business Combination Annual percentage increase to the number of shares authorized for issuance under share-based payment arrangement. Share-Based Compensation Arrangement by Share-Based Payment Award, Annual Percentage Increase To The Number of Shares Authorized Percentage increase to the number of shares authorized The number of shares under options forfeited in connection with business combination pertaining to the stock option. Share Based Compensation Arrangement By Share Based Payment Award Options Forfeited In Connection With Business Combination Options forfeited in connection with the Business Combination (shares) Weighted average price at which grantees could have acquired the underlying shares with respect to stock options forfeited in connection with business combination. Share Based Payment Award Options Forfeitures In Period

Weighted Average Exercise Price In Connection With Business Combination Options forfeited in connection with the Business Combination (in dollars per share) Amount by which the current fair value of the underlying stock exceeds the exercise price of options issued in business combination. Share-Based Compensation Arrangement by Share-Based Payment Award, Options Issued, Intrinsic Value Options issued as part of the Business Combination Represents potential shares issuable from earn-out provisions. Earn Out Shares [Member] Weighted Average Number of Shares, Contingently Issuable Issuable shares Earnings Per Share Reconciliation [Abstract] Numerator: The amount of fair value adjustment of convertible securities. Convertible Securities Fair Value Adjustment Less; Adjustment for fair value changes to convertible securities notes Incremental Common Shares Attributable to Dilutive Effect of Conversion of Preferred Stock Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method) Number of shares issued during the period for additional cash investment. Class Of Warrant Or Right Number Of Warrants Issued For Additional Cash Investment Number of warrants issued to purchase stock for additional cash investment. Class Of Warrant Or Right Number Of Warrants Issued For Additional Cash Investment Number of warrants issued Liabilities [Abstract] Liabilties Accrued Liabilities. Accrued expenses Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Description of Organization and Business Operations Disclosure of policy related to emerging growth company. Emerging Growth Policy [Policy Text Block] Emerging Growth Company Represents information pertaining to Proposed Adagio Business Combination Proposed Adagio Business Combination [Member] Proposed Adagio Business Combination Parent Company [Member] Parent Represents the information pertaining to Adagio Medical, Inc. Adagio Medical, Inc. [Member] Adagio The number of common shares in exchange for each share in conversion. Number of Common Shares in Exchange for Each Share in Conversion Threshold for sponsor. The number of shares that will be forfeited by sponsor. Number of Shares Will be Forfeited by Sponsor Number of shares will be forfeited by sponsor to Sponsor subject to share trigger price vesting. Number of Shares Issuable to Sponsor Subject to Share Trigger Price Vesting Number of shares will be forfeited by sponsor to Sponsor The minimum post-closing share price as trigger. The Closing Share Price As Trigger Stock trigger price Threshold number of specified trading days that common stock price must exceed threshold price within a specified consecutive trading period to trigger the vesting shares. Business Combination, Share Price Vesting, Threshold Trading Days Threshold trading days Threshold period of specified consecutive trading days within which common stock price must exceed threshold price for specified number of trading days to trigger the vesting of shares. Business Combination, Share Price Vesting, Threshold Consecutive Trading Days Threshold Number of Shares Issuable in Exchange for Each Share in Conversion Threshold for each share issuable in conversion

HIOWJCWA3CDFDP)J*I7-[%;] M#),D('4R,%\ZSKKQEHMG\LVJ6R-[.#_ "KBK8W#8?\ C5(Q)6E^9I&G.?P1 M;^1O45R,OQ+\VPKDZFC ==J$_P!*Y_QI^T'X$\!KIAU[6OL"ZC&TMLQB=@ZJ MV"?E!Q@^M&#QV&S&K[#!U%4GO:+3=OD1B(O"P]KB%R1[O1'IU%>46G[4'PNN M>$\8V"D8!,K,G\P*Z?2/BSX+U^,-8>*]'N0W0)>("?P)!KUIX>M3^*#7R9R0 MQ5"I\%1/YH["BH(YXYE#1R+(O]Y2"/TJ5>M-^#/^2[?$+_>M M/_2<44>"_P#DN_Q$_P!ZT_\ 1"T5=?XODOR%1^#YO\SKO"?_ "4SQW_NZ?\ M^BGKMUZ5P_A3_DIOCK_=T_\ ]%-7<+THEO\ =^1,-OO_ #'4445)84444 %% M%% !1110 4444 %%%% !113=U #J0]*8TG"!)5SGB3QSIOAJ,K<2>9-PV!I.OB9J$5U;-=.=67)35V=&&//>L36?&.E:!' *;>HC_W M%^9C^ KR'Q#\3M7UQ@LD#G3[?\ EK7M-,>,?MB \>_PX_P"P?^/\^C:_H7P.2_UFE_@?Z'Y9 MXE:9')_WE^9\Y>6KKR%-)]GCZB- ?4 _G3E^ZM/K^_FKG\K)6V-C0/"B;P MN^_2/$.JZ8VGM M7A=,@[5P5\!A<3_%II_)'70QN*PS_KTEM)"F>_P R]&'U%?+8OA:A4N\-)Q?9ZK_^LPG M%6(I:8]*FO+1_P"7Y'[";CZ4Y&W#-?#GPG_;QO\ 3O*LO']@;Z#@#5=.0!U& M.KQYY_"OL3P9XYT+Q_I$>J:!]=OJEB_22"0-M/HPZJ?8U\)C,NQ_E:O'3OT M^\^_P69X7K]S+7L]SH:*:&RQ'I3J\T]8**** "BBB@ HHHH **** "BBB@ HHHH *8_W/PI]-?I28'C7@O_)+O\1/]ZT_]$+11X+_Y+O\ $3_>M/\ T0M% M77^+Y+\A4?@^; ,_Z[PG_,E,\=_[NG_^BGKMUZ5Q'A/_)*9X[_W=/_13U MVZ]*SE^65GUKSEW>:5Y9+2-R7)R2?6DOGU$Z<_>--HHKP3T HI]%,8RBBB@!J>,?MB_M\>_PX_[!\ \ Z-KV>O&/VQ?^/?X!W_)32_P/]#\I\2O^1%+M_%'\SYS'W:?3%^ZM/K^_S^5PHHHH **** $V[??'(^M;O@GQYX@^'&LIJOAG M5)M*O%^]Y7,'&<5^,R_>]@<@@X8$="".AKZM_9 MP_;"N?#KVGAOQYS3KX+5=8_P"7 M^1^C91Q)S-4,<]7N+/_ #/NX'-+5.UO(;RVBGAF2>"4!TEC(*L",@@C@@U: M5@>AS7P9^A#]***!A1110 4444 %%%% !1110 4444 %%%% !6'XA\0VWAFP>]NW_ ':C"QC[SMV J[J6IV^E67#&"6)KY]\7>*+CQ1J37$A:..W0[88>RKZGW-2?GO%W+-A[#6A9UI?*WWF M_P"M3VLLRZ6/J?W5N_T(?$OB:\\4:B;RZ.T+Q%"/NH/IZ^M0962RYZ4W*LWS= MJ[72O!<.W_A0W!MB] -&]Q%)G&T @*F/>OY@P^$QW$6)JU+\U2SDV^ODOR1^B MU:M#+J<8VLKV.-HKJ1\W_R3J"!)%YUR/*8^4"N?E\7X4[_A &339+S^T MXEB8,T6]&7> /XL_=^E=*X9S5WM1VUW7^9/]JX3;G_Y&GUUL/P]+S6BG5$(MN(C(K+$2K'NJG/)JIHNG6=O9Z[<7-E_:$EH45(VW*2H]*7_A7@^UO"FK1.!$7"K&3(2# MR-N:R7#.:Z_N7IYK_?']JX7^8Y&O&?VQ?^/?X<_]@Z?_ -&U[*R"%C'AMP8C MG@\&O&?VQ?\ CW^'' 8/G_\ 1M?L'@>FN)I)_P OS=$/G7(I?XH_F?:_ = M6GTQ?NK3Z_OX_E@**** "BBB@6X4444!<*8X#C#?=/##V/6GT4!N?1?[+?[4 M-Q\,RW\+>)KE[OPG,P2WN),EM/.,8'K&3V_AK]!+.ZBO[:.XMW26&50Z2(0 M593R"'H(K\;3]TCL>*^M?V//VDGT.[M/ /B:[+Z?,VS2KZ9A^Y?_&+QO\ \(CX::*WDV:C>YBAP>5&/F?'L*,3QKK=G\0+J;1='U1/MUE M*=UE)\JW)'JUCP<&O,KJVGLKE[:Y@>.=/O)(,$5P\;M%()(W9)%.Y7!.X'.< M@^M>AZ-\1K77H$TWQ8IEP L.K1#][%Z;\?>'J:_)N+^"5GDWC<).U:VSV=NW M9GTN5YN\$O95(WA^*,YLU;35KU+B*=;F1)HD\M&!^ZOH*O:]X7N]$2.X1TO- M.E&8KZ$[#V!YD)(Z&LCZ?C7\TXG#XS*:\[%9.G-;K5'Z%3G1Q<%.-I(TCXGU8 MF)CJ,^8?N'/2D/B35BDJ_P!HSE93E@2""3[$5G9_V:3]*R_M#&7O[:7WLOZ MM0_D7W(U5\6:RC C4Y_E&T=.![<5!9ZWJ&G/+);7DD+S',A0\L>O.:IT42QV M+;4G5E=;;OJ'U:C:W(ON+MOX@U2V>=H[^9&FYD.<[C^.:CAU>^MX(H([R1(H MI?.1,*_7<*K4GX5/U[%/>H_O?K^>H?5ZA\ (ON1?;Q#J;1I&=1FV(V\#?T. M>Y^M>,_MB_\>_PX_P"P?^\^C:]GKQC]L7_ (]_AQ_V#Y__ $;7[SX' M?\E-+__S/S/Q* Y$@I:_O\ /Y7"BBB@ HHHH **** " MBBB@ IC9Q\NX-D%2K88,#D$'L0:?12L]JY^AW[('Q];XH>%&T+6KG?XHT=5CMD=S\UU#C"R_7C#>]?1:?=:.[WK\A_AWX[U#X9^--,\3:8S>?8N"\0Z31'AXR M.X(6OU;\&^++'QMX8TW7-,<2V=_L\;#G&1#[@\&OR(/\ +5@L1[2FONW7I1+?[OR)AM M]_YCJ***DL**** "BBB@ HHHH 8[K$C,QVJHR2> !7R7\2?%S^,?%MU=@M]E MB)@MU[! >OXGFO=_C5XH/ASP;-%%)Y=W?G[/$1UP?O'_+YKY?YP,]: "F[:M=10!T/A'QOJ'A&1XXMEUILO$UA/T;CV_NGW%=M_8^F^+K5K[PQ+LN%&Z2) M6_>(/53_ !"O**EL[VXTVZCN;2=[>XC.Y9(SA@:^;SOA_ Y[1]EBXZ])+=?Y M^C.["8VM@I\]) +HSKF1X79$,;J=I5A@@^A%&1ZUL:;XVTKQHL=IXDQIVJX MVQ:K$ $8^D@[?6HM>\/7OAV<1W<>8WP8KB/YHW'4$$5_+G$?"&.X?ESM<]%[M27Z]F?I&S>CCO=VGV_R,NBGTROACW+W"BBB@84^F4^@ KQC]L7_ (]_AQ_V M#Y__ $;7L]>,?MB_\>_PX_[!\ \ Z-K^AO [_DII?X'^A^4^)7_(BE_B7YGS MFOW5I],'W:?7]_G\KA1110 4444 %%%% !1110*P4444 Q!U/H:^Q?V"OBT4 MFU'P!J,P_BOM-#' +^1C_T(5\=UL^" %MSX\5Z5XCM"PN-,N$N,+U9 ?F3 M\5S7E9G@UCL+.B]]UZH]7+,;+ 8J%9/39^CW/V 4Y'3%.K+\.:]^)] T[5[M&026E]EQ$P.-^#/^2[?$+_ 'K3_P!)Q11X_Y+M\0O]ZT_])Q15U_B^2_(5'X/F_S. MN\?'\E,\=_[NG_\ HIJ[=>E._]W3__ $4U=PO2G+?[OR)AM]_Y MCJ***@L**** "BBB@ HHJ&YN%M;>6:0X2-2Y/L!DT ?-_P ?/$"ZMXS6QC?, M6GQ"/';>>6/U' KS6KFM:B^L:S>WTAW/<3/(2>3RQQ5.@ HHHH **** &MRM M=;X2^(-UH$7]G7T2ZKHC\-9S'E 3U1CT/M7*45E5I0K0=.I%-/=-73]1Q;B^M9.S/4[GPY:ZK82:GX:N/[0L5YEM3Q<0'T9>IKGE8,&QU'!!X(/TKF-'UJ]T" M_CO-/N'MKE#D-'T/LPZ$?6O1].US1_B$1%=>5H?B(X D'%O!VO$TO\# 0_*?$G_D1R_P 2 M_,^Q7UK+X-[QM]U_+;\!]%%%>"?2!1110 4444 %,?[A^E/IC_<_"D]@/&'!G_)=OB%_O6G_I M.**7P7_R7?XA_P"_:?\ H@45=?XODOR%1^#YO\SK/"G_"4WQU_NZ?\ ^BFK MN%Z5Q'A/_DIGCO\ W=/_/13UVZ]*?);_'?D3#;[_P QU%%%26%%%% !1110 M 5R7Q4U0Z3X#UB96V.T/E*?=CBNMKR[]H6\-OX(B@'6>Z1<>P!- 'SU2>S^V1Z==26G7SUA)3KC[W3K5$]Z]7M]3L9_AOH5LNH6:7%IGS8WOF MC>,>8#@1CA^/6@#S2_T;4-*2-KVPN+19/N&:,H&^F:;-H]];3012V=Q'+. 8 M8VC(:0'H5'?-=Q\5?'Z:]<7.E6,.-IZW?GFZ$QD,S KG[@]A7::EXV\/SS M17TEY;RWNBQQ-8[<$REXU#+GOM;DTEL!X;88W.1.&"Y0JW?FENO#OA>&33+&XL]2>Y%H M8((=QN9'8 MO&<;"*8'B-O:3W;.(8'E**781@MM4=2<=]@W J#V->UZI'X5T MR[NX&?2[:]$%W$8[%V5",@(C$G[_%R*DT[3?'7B'6/L%II^G%K>ZC\E;8MN MN(S'ERW/(#4>0'B.ZDX7OMQ_,5ZCXJTJQT[XBZ5;3Z7:Z#IPC&3/&#'-URS* M#'TSP.:U]4/@C3UDN(;?1KRY*P*T(),>2Y#LH!_NTEJ&QS?@GQK>:A&-#U6R? M7=/1&<$C]G7KD5T5A/X/T4W MDNE7.E11^3=Q/)([?:2Y!"B,]-A%>1^'O%6H^%+]KG3IVC+9Q-\TS-WCL6<]C=M;W$3PS)PT3C#?_7K^6\\XTEL_M\O1GZ1@LQHXZ/[MZ]GN1UXO^V)_J/AQ_UX3_ /HVO9_O'CCUS7C/[8O_ ![_ M X_[!_HVOU_P.UXEE_@?Z'Y[XE?\ (BE_B7YGSFOW5I],7[JT^O[_ #^6 M I/NTM:GA'P[+XP\5:/H,$]6\^I7'6R32@E49N[I6L5Y8W-LC*)XI#A?E;E23QS7!2S##5YJG"6K5_D=U7 8JA M!U*D;).WS..+!:/X:]KD_9BO=-\>>$_#NH:Y#+!KJS*]W81EC;3Q+EH&#'!8 M9%8'A_X%:S<^)-8TC7[:_P##S6>FW6I02SP8^T+#RO!XP>^*E9GA)1YE/I?] M/T*>78N+Y73=[V^>_P"IYG[4M=KHGP3\<:QJ&CVC>&KVS;5V1+6YN4*P%BN0 M2PS@;>:G\2_!3Q%X4LPE[;3OK)U0Z6NG0VKMYC;VND*. 1D'!]16T:]*;M"2;\F92HU8KFE%I>::*5)M MI:*W,K'7?!OQ"WA;XM^$-4!(6#48PW.!M8[6S_WU7ZTQ[2-PY!Y!]C7XR^<; M9TG!(,+)("HVL#D?E7[">#]275_"FC7RG*W-G#*#]4!K\WXLI6J4JO=-'Z1 MPA5;A6I=FG_7W&U1117P1^B!1110 4444 %-?I^E.IK]*3V \:\% \ )=_B M)_O6G_HA:*3P9_R7;XB?[UI_Z3K15U_C^2_(5'X/F_S.N*?\E-\=?[NG \ MHIJ[A>E<1X4_Y*9X[_W=/_\ 135VZ]*0QRY3[K#@@GI79^!?B M!#X.T6YMS#MYMQ+?0S%7C#J8@"&&3T;'0BMW_ (6;H4/AZYT^WCNM[-*0+B%9M%N S9!MO\5-%FNI)/,U6W$T!CCDCCBW:<2!Q#Z@$X[U3UGXL6<\,JV%O<1.]W%)+YB M*/M,2KAM^/XF/) I "+[4M%&HH\,"M,*QW&4;*KO)Y[8Z5F37FIOTTJ_UC58K989I;V[EPGF## M2-UR2L=P!N2XL9@X4]"-R]#[5WGQ0U40>,]%GN=4CEL MK=2R_P!DRYE@^8G=N)S5:TCQIHFMZY-$\)*VE"61FN;N[1(6N)HFW(VT'&>W M'6A=&AV/,?(UOQ5J42.+S4;V4^6IE+,2?3<>E9\FGW%M-+$]O+')"Q20%#\K M="#Z5ZMIOQ@L8+&Q>X>^E08KOSY%BC6- A8EEX/S\=,BDB^*NC)IVHVQ:^DF MFEE=9YK=':^T*X&T.,C&.@[I: SRK['<<#[/+ST =G "F&WE$?F>4_EC@OL.T M'TSTKUK_ (7-!$9/*-VB">U,2^6ORQ*H$J_C^M9'BGQ]H^L>$)=+M1>"=KII MH4,:QQQ@L3AB#\W7CBD(\X7*,&4LCJ\-7&CPI=Q2+ MJ&E2X,5]!RI';=CH:\" _;#RT'PW &?\B7SY_P"_IKV7X9:CXCBU$V>C1"]M M)/\ CYM9QFW"]RQZ+QWK@_VV= M=2T/PUXDT&X@N=*TF272KP6IWK;ROAASZ M$"O#X%X4P_#O$OUO#U/WH=2,DHO=-ZZ>1R\6X^MF&1SISCK%IMKM?J?)B]*6 MF?=I]?U8?ST%;WP_\1P>#_ '/A_7;]*2XMM.O4N98HL;F"GD#/&:P:3.VIG%3 MBXO9JWW@I.,E);K4_?]HC1-.^(&I>*=-N_%>J75W8W5O!'K+QR"QDE;*"%> MFP=P:\UT;XC3:A\3M*\5^.+B\\0-:SI/-C:7<)RB*. %!QP*L_#KX=Z9XD\- MZ_XG\2:Q-I'AK1FCBF-G");F:5Q\J(I('3KFI;;X,ZIXL34]3\$7%MK^A6I; MRFN+B."\D5%!8F DMQGMP:^?IT\#AI3I-V:7*V_GE?N>[4JX[$QA/=-\R2ZO MJ[=KGIGAK]6UDO(KWQ;H7GWMAJTFHV#=- D6 RLK++D\N01\W>JS_M)^&[. M.STZRTO6[O2;;3=1MO.U.=7N6ENNQ.>$&:AT'JE.]_M&Q@U?4;;Z&J:'+J5H MME=*C17"KE8VY.4'=^G:N%A_9Z^(%SXAO-%_L>W%Y:0QW$TKW:+:;'X0K*3M M;/8"O/A0RBI*5I6MYV7R^]GH3K9Q3A&\6VWVN^EKGI]U^U)X7MO#&B:9H'AR M_P!/>PU&SOVB^18P(AAD#@DN3SAC5"V_:3\.:'J$$^EZ5K%VO_"03:Q+]OD7 M>(YHBCHA!.&!/RUQS_LY>+H_!!U\BV2]34CIC:*9%%SYF0,@9Y;)^Z!G'-57 M_9L^(:ZU!IC:5:&XGB>9'2]0PX3[X,F=H89Y4\UI#*TZ2DTI]^OS9-3%9M*S< M'TM[OW;'K^TAH6CZ1'HVBVNN265OIE_:6U_J4ZO>&XN6!R6!^5%Q7F?Q8\? MV_Q%U/0[V**>.2QTJWT^9KHAGEDC7#/G)X/OS2>(_@QXO*>&'\0:G86T.DK M+Y7G17:2,WS;=ZJ#ED+<;AQ7$>]>I@L#@H2]MA};;/W/,QN.QLXNCB-+V=K6 M]!]%%%>T>.07/^IE[_(>*_6?X'WGV_X0^$9C_%IL()>BX_I7Y-R?ZI_H:_4W M]F$[O@'X+(_Y_1_Z$U?"\6*^'I/S_0^YX1;^LUE_=7YGJ5%%%?FA^I!1110 M4444 %,?[A^E/IC_'#]*3V \:\&?\EV^(G^_:?^DXHI?!W_"77XA_[I_Z M3BBKK_\E^0J(P?-_F=;X4_Y*;XZ_P!W3_\T4U=PO2N(*?\E,\=_[NG_\ MHIJ[=>E$M_N_(B&WW_F.HHHJ30**** "BBB@ KQ;]I>$MI6BRC^&:13^*C%> MTUY5^T39&X\$\'PZ0W2DGT!!% 'GMWX T:QMGO+Z>YALM.TZ">\^SX:2>:7E M57/"@"L*'P')KUOTN+*))&D MT^.SO[:\C#PS%,%.WZ5##\6=9@M9[:.+3HHI=P(6U5/+5A@JN,8&*!W)['X3 MZL+VT4VTMVDM&H":>VM=+FBU.S\R^+J(9I0OEE2 M>,]^G/O5G7?B]=/?QR:-!#:6J>0[&6$>;*T:@ .P/*@]*RK/XF:M80VB+%92 M_9VD9&F@#MB0DLN3VR:!%G5? 9M48VDYZ$=: (K_X::OIM MG/=%[.6VB@:X+V\ZNIC5@I*D>A-:'_"J-3-K'%Y:?VB9]A+SJ(0GE[QI[YQ4] M_P#%F5[/3OL5G;1S);R6]W;O OV5PS;AM6I-&^+]V-7$^K11RV^6E,=M" =Y MCV+P3C;CJ*!W,V'X3Z[/*V)+(!!4D%P;I?*96.!M;OSQ3G^$/B..XBB\NV)= MG1V6X4K"5&6WD9V\M+F:=#;:[I[A[F53%E9"R@,I']W H DC^$'B&:.6/_1$V2+&K23JHE++E=I/ M7/:M^2_AE!;3:-1N8[C^U1+"UO'(%>"49"D8R6 (YK&D^)FK.Z,D5K $NH[MQ5CC.T2(,+U)X]JU/"/C'4M9UK3H)+#^T);226>V%K"#*)&R<,QX";CDT:]! M:=3S^XB-M-)$Q^:-F1CVX.*ZK2/!,-KI8USQ3>?V'H0Y1FQYUQ_LHO7GUJ?6 M-6\/_"J622^\GQ+XM)+K:H/JR+'IGB:U-O&S=(;H#,3_ M %S7"TZ"YFLIXKFWD\NXA821OW!!R#7YE0SS%PS"GCYS;E%I_+LD?I^(R+!U M,NJ9="'49)KS;Z-L\3UO1+SPUK=_H^HQF*_L)WMYD(P0RG'Z];J5[U^U)X>M M]9C\/?$O38@+;78?LVI"/I%>H "3CIN%>"9STK^[LJQ\,SP-+%TW=21_ V:9 M?4RK&U,'56L&U_D+2,V*VO _AX>+?&>@:*TGE+?WT5NS^BEOFZ>HKT#Q/%C MJNI^(M8T2YT?PYX>CU&:QTK3[^X99;UHAAEBSGYB1W>NBMC:-"I[.H[/^D< MU+!UZT/:4HWU_1O]#G_AW3K;P;H>NZ!K&@1>)/#VLE))[0W+02+(G"NC@$@ M_A7?^%?VH]\#Z/>:5I'P_M;"TE,WDK:WI4;)%V8D)4F1AU!R*Q'_9C\4!XX M8M5T.YNUN+>TO;.&9FET^28?)YPQC'KBB;]F#Q/'KND:7;:QH.H'4II[87=1 M.S102PKF2-\C)8#H!7BUI95B).526^^]M#V*,,UP\8^R@U;1:1OKZW)+']H6 M&UTK3XF\+B35;/09_#_,]:THKP29VMLP<$%B?>MCPW^UC>^:>*S;0#8IIE MMIS"")\];=^?EE5RI !]J1^-]7Q%X>MI+B.>6UN9W25DA7;JE), >;\ MHQGBMGQ%^U?<:]-=RKH%Y'/8W5HT,^I>9$C3K@R(H0;<>G>L&T_9?\ $.H^ M)8]$BU[17EGM([RTNH?-E@NHW8A2I521@C!SBNBA_9KDUCX=:1:6=QI.E>.5 MUB^L9_MUPP-^8AE8HP,@D=JPJ+)XM/\ STNM_30VIO.9*2UMYVU\O4XNY^,R M2_!:/X?IX>0;$1#J4MT9%QJV2T49{MCWYQ[5YDWMQ7O>H?LY77BF'P5;^&; M:VTBZ?PZM_K5S=.[+YXE:,DJH)))7& *YO6_V9?%WAO0=>UC4KC2H(=$D836 MTDS;K@* QVX'R@J>-V":]/#8W T>90DE=MM>=[?C8\O$X+'U>5U(.7*K7TM9 M*_X7L_,\IQCWHKO?C;/TWP;XRLUT:#[)I6JZ7:ZE#;9+>3OC!956I2H5'3GNO^ U^9#<'9!(1V4FOUB^!%G_9_P=\(6X7<%TV(MX''49_K7Y/RQF;$7_/4K'^; ?UK]@/ ^FC1_!^AV Z6UC#'^2 5\1Q9/JW1A MYMGW'"$/WU:?1)+\3?HHHK\Y/TX**** "BBB@ IC_E MB*>6/TK(\5?&K"70O T#:7I[C;/JLG_'S>=I!_A4UR/CCXBZU\0+RQ)-1F M$5G%Q@#8P?)#$.P"CJ?>N:K\FSCBBKBKT,'[L.KZO-[7,FX6I8:U?&^]NHV M"P9MSNQ+%F.YF)R23U)> ;*W\?>%?$GPXO M"!_;$37.FN__ "RO(URN/3,.5\HW-M-87,]KH.?UK-_;\+VJ>)]*\=:7&L>C>+(!,40<17BC$ MR_CUK^G/"G/>>G/*JKU6L3^6_%G(/9U:>;45I+27^;/)O"6O/X5\5Z-K4:K(MVGW<=SL/\6&!(_*O1]?^.ODW>MZ=I.D:;J^AS7TVH:9<:Q:DW.GR3 ;VC&<9 M!Y&:\A^M.VU^_5L'0Q$U.K&[1_/M#&5\/%PHRM=GKTO[4'B5[B"YBT?1K:\- MW;W=_ =0PLKZF\(PGGC9TPQV.JR48U7]Z1W-K^U?XG@U6[OKW1=!U":]34($GA;%K*[] T> M"#G;U)S6+_PO7F]LKVP7(;F.Y8F0MSU&[BN@OO!WAZU^%-S+X7M% M\;EU:,4-8AG$=YI\J-A2(**"1 5Y)[UA>)_ NAVWP? @\5VFGSZ9>/]"GJIJN6 M[66(IEI)-O$39' ->?3AE[?\&UW;^E<]"I/,DN5UKZ;F36C<9@^T%@(HA' MC'S#C&<]ZL/XA?!/0/#?@S7-0L;2YM[G3+33[J&<?7GM<&=091)$.8T!/#4J ML,LA5]G.E[U[? EY^95*6:5**J4ZWNVOO_P Y_1/VF?%>B2V92VL+N.#3?[* MEAEWK]ICWF3>S*00^XGH:23]HO7)-*UO3H]&T>R365DAFNE2222&.0 .%W,= M^ ,C=DCM7DK-N;(Z4^O4_LO7O[)'E?VGC7I[5G:?&'QM9>.?%MM=:8)?[)L M=/M]/LVF&R1HXT +,O.,MFN*_AI:3[M=]&E&A3C2ALCBJU)5JCJ3W9U'PK\/ MOXL^)GA32416^TZE"&#E.6_P!WY$PV^_\ ,=1114%A1110 4444 %%%% ' MS'\=/#_]C>.9+!!B'4$$R_[W1OU&:\[KZ5^.WA?^W/!SWL4?F76FMYR@#DIT MI]A6K_PB^D^"--CU?QK.8 XW6^C0,#<3_P"\,_*IKSCQY\5- M3\;I'91HFDZ#"? W.F6GRI@=^Q'WC7S6:Y[ALKCRM\T^B7ZJCZ7*R+,YY1F%+&0?PM7]#Y/_LJAG.75< M%45^9.WJ?.^'5BLB&.1259&ZJP."#]#2UZW^T]X&M_#'CV'7=)CQH/BF'^U+ M;'W8I"?WL?ID,&)I/223/\^<7AJF!Q$\-55I1;7W"T MS;U]/2GT5V'(=WH_Q2@\.^%OLNC^'K#3_$D\+V5UK<8;=+:D#*["<;ST+8Z5 M&/BO+!H[Z19^&-!LM+FNH[R]M(X9#'?&,*)%+'"@G.%QS7"T[WK@^14'[S6 MM[]?\SJ6+KJ*2EHE;IL=M@JWK?QOU?6[']581IFFV%YJUC#IE]J-N'\^>VB "QX)*KG:,X%>>4#M3^I8> MZDX^?S!8O$)64^ENFWW!]D#'M3Z**[CO-F-FGUH>&O#5YXS\0Z9H5CS=ZE= M):ICDKN/+?@,FIG,,(N4G9(KEE-J,%=L^Y_V#? 1T#X87GB.9=MSKUSOCR.D M$?RI^9R:^I*P_! AJT\'X&-+T2RC6.VT^V2WC"C PJ@9_$\UN5^$8$$/%XB= M=]6?OF PRP>&A07V5^/4****XSO"BBB@ HHHH *8_P!P_2GTQ_N'Z4GL!XUX M_Y+M\1/]^T_])Q12^#/^2[?$+_>M/\ TG%%77^/Y+\A4?@^;_,Z[PI_R4SQ MW_NZ?_Z*:NW7I7#^%/\ DIOCK_=T_P#]%-7<+THEO]WY$PV^_P#,=1114EA1 M110 4444 %%%% $4T*7$4D4BAXW!5E/0@C!%?(?CSPO)X.\57FFMN,*GS(7/ M\49.5_+I7V#7F?QP\$'Q)X?_ +1M(]VH6+X ^:2/^)?PZT ?-='M3<_+GKG M &/?VKKM-\&6VEZ6-+\5WG]C:)_RSC/_ !\7/^RB]>?6LZE2%*+G-V2+A"52 M2A!7;[6\X=\+ZEXKO?LNG6[2$#,LQXCB7U9CP*TM6\>:!\+1):>'##K_(F' MR2ZK*F;>V/<1CNP/>N3\,_%^XUZP;1M MO\ A'O#2\?9X3B6XJY&'//I7G@X MZ# K\QSCBMN]#/ 3K+_+_,3\GX35U7S#Y1_^2_R+FL:K>_J$M_J5W)>WDI MW/-,@'I53W-+2'Y?:OS*4I5&Y3=V?J$81IQ4(JR0<-2UZ!\,_A[8>,M M#UV_O1>2O8/&J06DT<18-G)+/QQBMT?"+0#X &O27MY:2O;RSHJQ/'Y8=6(6 M,KU8G'4<5[5/)L55I*M&UFK[]#Q*V=87#UG0G>Z:CMU9Y#N'XBC<.U>B^%? MWAO4/"^B7VLW>I17FL7KV,+6FTHC# 4LIY(R>U27_P %;Z&[M+*"ZM((QI)D M:6ZG"I-L; * D''K2>3XKD4XQOZ/O;_ &$S@XU'3FW%]^Z[:/[F>;T5Z M'<;? ?Q5?:#M&69>.G-- NO@4XJMWB1$LKEW=(W2"X#-%N7 M*LXQ\]D'BMYP[PM@':ZC[IYK"KS MJU*=";IU%9H].C6IUX*K2E=,[*31O^%K?!36 #)S/KWA\G5M(3^)D_Y;1K^' M.*^55'4_&4O.OVBO %O\/_B;M=KIZ@Z'K"+J>FNOW?*DY9 ?9LBOZI\+<]^MX.6757[T-O0_E#Q6R'ZGC8YE2 M5H5-_4\SHHHK]W/P7<****!A1110 4444 ,W"OK?]@WX3G4=;U'Q[]$'[FS# M66G;QUD./,D'T'RU\Q>#/"6H^//%>F^'=+C\R_U&811G!(0?Q.?0!>37ZM?# MOP/I_P .?!VE>'M-0);V,*QA_RT;JSGW+9-?&<2YAJ7PZP\'[T_R_X)]APS ME_UC$_6:BJV'Y_\ .G7[O\ 2GTU5Q3J_+3];"BBB@ HHHH **** "F/]P_2 MGTU_NGZ4GL!XSX-_Y+M\1/\ ?M?_ $G6BCP;_P EV^(G^_:^DZT5=?X_DOR M%1^#YO\ ,Z_PG_R4SQW_+NG_P#HIZ[=>E<1X4_Y*9X[_P!W3_\ T4U=NO2G M+?[OR)AM]_YCJ***@L**** "BBB@ HHHH *:^-ASR,=*=10!\]?%&RT3X,RO MKD.DOJMY?SG[)',,6MHW7GUYY -?./B?Q5JOC+59-1UF\>\N6^Z#PD8]%7H! M]*^]O%WA2P\::#=:3J,0EM;A2">ZMV8>A!KX:^('@+4OAWXBGTN_#&/.ZWM! MJV:/L<^OJ*_+N+Z>,5JBDW2[+H_,_4>#FJT";E3<4JW=ZW7D\5WOB*STZUM MX[:*WT]'2!($VA0S9(QD]#*TK(Y5:[?X2>'K+7M8U.2]M?[2?3[!['NWTXYQ/B:>%PG/CI4US+6ZWOM^I5_%/5_"VCV M^FV=MIL\=O*\'T$US!ODA55&3=FO.S?2 M_F84JV0T9.T6U+5W3:76R['(0?&S7[.^AN8+/2H1!&8X(8[?:D))8JH.3G MFH(OC)XCA@A55L/M$5N]JMWY&)?+8Y(W]CTK:OO@YI>EP7L]UXCF\F.[CM(MFAM*Y)=05W+U&.^*YKXE>!X_ .MV]E%MA?[$Q52-*E37, _)]/4I^*_'.H^-&A: ALXI8SN>:W@"/.V,;;W(MZM@5S]%%?.5:LZ\W4J.[9)3tHT\35*E&T5T$^\I'K74>,-$;XJ_ 2XBC7[1 MXB\%.;RW"X+RV+?ZQ/?;UKF.-U=1\-?%H\&^,K* E"R:?+FUO83RKP/PP(/7 MKFOI>%\XGDF:4L5%V5[/T9\MQ5DT,^RJKA)+6UUZH^7UXVD'(;H:?7 M\/\,B3JNBCG3W8W>G2_PRVTARI!'IG%PY)IVW/'W"0?X%/YFN'&XRG@*,JU5Z+\3MP>#JXZM&A1W?X(]D_8P M^S^!M";QEKEMY>O:M&/LL,H^>TM2,@>S/U/MQ7U$HVH!31"BH%"@ = .!4@ M&!7XIB\54QM:5>KN_P NA^XX+"4\#0C0I+!?B^K%HHHCX*** "BBB@ HH MHH *8_W/P1-?I^E]>*>#/^2[?$+_ 'K3_P!)UH MJZ_Q_)?D^C\'S?YG7>$^2F>.\=_ M+T__-%/?;KTKA_"G_)3?'7^[I__ **: MNX7I1+?[OR)AM]_YCJ***DL**** "BBB@ HHHH **** "N*^)OPVT[XD>'I-M/NUV7'Y:VN1]Z)\<'Z>U=K367-8UJ,*]-TZBNF:TJLZ%15:;M);'YY^+O",J M>"-H/< M'N*^,OB!\.]7^&VK&SU2/? Y_<7D8/ES#Z]CCM7XGGF05,NDZE+6F_P]3]NR M+B"GF<%!JZ55^/HN!)_9EUB] M%MAE$/G'8 ?O#'O6716SQ5+PSF_O9S?4\TIK[D;%IXT\0V#*[+KE_;Y58R(MYV*CA5QZ"FV_B[7;1+98=9O8EMBS0JL[1$ >VCMG-9-%'UQ\I\ \ ']&\) MAWJZ:^Y?Y&G<>*=;N9/,FUB]D?>LVYY23O'1OJ*KZGJ^H:Y<_:-2O9[Z< *) MJW+,!Z#/;JE%9RK5)*TI-FD*%*FU*$4FO(****R-@'QL>.1WSTI:*8F=#\ M5-)_X6;\"+77$!EU_P $L+:QYRTMDY&"?93S7S1_$,_CBOJ;X4>)+?0/%J6V MHJKZ)JT3:??QORIC<8!(]B:\"^*7@2Y^&?C[6/#=S_V.8^3*!\LL+Y5_,Y>BBF9Q[U^R'XT/I "V2 M.@ZT;@JY)V#N3Z>M?0 [.?[)>I %":#?? %$4FE>%!\=N05FON>F#RJ'N>_ : MN+%XRC@[3JUG9?GZ';A<'6QU54:,;;O\ +U,;FW]FJ^-.I)FJQS6?@VV<> M;,/E-\(Y\N, W?5J_1S1=)M-#TFVT^QMTM+.V0110Q *J*. *-'T6S\/;:; MZ=IMM%96%L@CBMX5VHB@8 %:5?CV99G5S*KSSTBMEV_X)^R95E5++*7+'63 MW??_ (4445Y![@4444 %%%% !1110 4444 %,?[GX4^FO\ =/TI/8#QGP9_ MR7;XA_[U_Z3BBCP;_R7;XB?[]K .DZT5=?XODOR%1^#YO\SKO"G_)3'?7^ M[I___**:NX7I7$>$_P#DIGCO_=T__P!%/?;KTHEOJWY$PV^_\QU%%%26%%%% M !1110 4444 %%%% !1110 PC<"'"..U8_B/PSI_BK2Y=/U6T2]LY1@QR<'U M!]$>M;=%1*"FN62NAQE*$E.+LUU/COXH_LYZOX/:6_T%)=6TC[QC&#/ /0C^ M(#U%>.'JPZ$'!'3!]*_2210P ->5_$GX ^'O'2R7,40TG5>2+JW3 8_[2]#] M:-LVX2C-NK@79_R_P"7^1^E93Q=*G:EF"YE_,M_G_F?%_M1[5W/CKX+^*O M3.]U8F_L1]V\M 77'JP RO XUPRMOW$'CI[YK\SQ&$KX27)7BXOS/U#*#XJCBX M*I0FI)A:.***Y3J"BBB@ HHHI %%%% !2-2T52:Z!UP:V?CSH[?$3X3:%X[MMT#ZMH3+I.L,OWC!_P LI&^AX)K(KNO@[J-K<^(+SPOJ*//H_B2W?3KF,+N" ML1\DF/9N]?>\$YS/)LWIU/LRT?HS\]XYR.&>9-5IV]^/O1?FCY/Y7CK[U>T/ MP]]OBC58-,T73Y]3U&IKZ0\ ?L%^*M5UBX3Q3J4.CZ-!.\ M:&V(DN+F,/0''9 1Z]U]B?#3X/\ A7X3Z2MEX=TJ&TXQ)=,-T\Q]7<\GZ=*_ MKK'\1X;#QM0]^7X+YG\>Y?PWBL3+FKKDA^+]$> _ 3]B6V\.3VFO>/6BU35(MRLD.E+AK>!ASES_RT8'*^LHXUB4(JA$ & .P IZ#;FGU^:XO&U\=/VE> M5W^"]#]0P>!H8&G[.A&W?N_4****XSO"BBB@ HHHH **** "BBB@ HHHH *8 M_P!S*?3'^Y^%)@>->#/^2[?$3_>M/\ TG6BCP9_R7;XA_[UI_Z3BBKK_\E M^0J/P?-_F=?X3_Y*9X[_-W3_P#T4]=NO2N(*?\E,\=_P"[I_\ Z*:NW7I3 MEO\ =^1,-OO_ #'4445!84444 %%%% !1110 4444 %%%% !1110 4AZ4M% M$<>,?@+X2\:%YIM.%C>O_ ,O=E^[?/]0.#^5>ETU0%X Q7-7P MU'$QY*T%)>:-Z.(K8:?/1FXOR=CY.\2_LG:Y8%I-#U*'5(ATCN!Y]/^^AD5^@>*8T:NN' 1Z=]^/Q7"6!K:TFXO\#[/ M"\'7X^BN6LE->>C_ -MW$1*NI1AU#H!'YTH*MR*_0?5/!A_68RM]HMC=!NI MD@7/YXKD]0_9Y\"7[EVT**%CWA=E'Y XKYRMP9B(_P *JGZGT5+C7#R_BTFO M34^)N/>CCWKZ\N?V5_!>/*X'PAF* MV*1G7N^*^QK3]F+P):GYK:YN3Z37#$?IBNATOX'>"-* M7]SX>M9".=TN7/ZDUT4^#L;)^ _

"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ IK]#] M*=37_P!6?I0!XSX-^7X_$''|ZTS_P" ZT4WPA\OQY^(7NUI_P"DXHK6HM5Z M(5'X/F_S.Q\) P#)3/'?^[I__HIZ[=>E<1X3_P"2F>._]W3_ /T4]=NO2IEO MJWY$PV^_\QU%%%06%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !2'I2TUNAH \6\(\?'?XA?[)K_Z3BBF^$R/^%\?$$;@#OM> M/^W<45M5W7HA4?@^;_,[3PI_R4SQW_NZ?_Z*:NW7I7D- P"/]*^'7Q(\63:X ME[#!?1V3V\T-G+,CA8V#895(R">E6E_:3\"X_P"/N_\ _!;/ P#$4G&3U2[? MD8QG%:-]SU:BO* ^&D_O /W? \@MG _/B*/^&D_O _#]W_P#X+9 _ (BI MY)]B :0[GJE%>5\-')^!?^?N_P#_ 6S_P#Q%' #2?@7_G[O_P#6S__ !%' M)/L'M(=SU2BO* \ AI/P+_S]W \ X+9_ B*/^&D_O\ S]W_/X+9_\XBCD MGV#VD.YZI17E?_#2?@7_)^[_P#\%L_ ,11_P -)^!?^?N_P#!;/\ _$4< MD^P>TAW/5**\K_X:3\"_\=_P""V?\ ^(H_X:3\"_\/W?_ /@MG_\ B*.2 M?8/:0[GJE%>5_P##2?@7_G[O_P#6S__ !%' #2?@7_G[O\ _P %L_\ \11R M3[!['<]4HKRO AI/P+_ ,_=_P#^"V?_ .(H_P"&D_O _/W?_P#@MG_^(HY) M]@]I#N>J45Y7_P -)^!?^?N__P#!;/\ _$4?\-)^!?\ G[O _/P6S_\ Q%') M/L'M(=SU2BO* P#AI/P+_P _=_\ ^"V? P"(H_X:3\"_\=_P""V?\ ^(HY M)@]I#N>J45Y7_PTGX% Y^[_ /\ !;/ _/$4?\-)^!?^?N_ /!;/\ $4TAW/5**\K_P"&D_O _/W? _P#@MG_^(H_X:3\"_P#/W?\ _@MG_P#B*.2? M8/:0[GJE%>5\-)^!?\ G[O _/P6S_\ Q%'_TGX% Y^[_ ,%L_P#\11R3 M[!['<]4HKRO AI/P+_S]W__(+9_P#XBC AI/P+_P _=_\ ^"V?_P"(HY)] M@]I#N>J45Y7_ ,-)^!?^?N_ /!;/\ $4?\-*>!?^?N_P#_ 63_P#Q%')/ ML'M(=SU2BO* ^&D_O\ S]W_/X+9\ XBC_(:3\"_\=_ ."V? .XBCDGV M#VD.YZI17E?_TGX% Y^[_ ,%L_P#\111_PTGX%_P"?N_\ !;/_P#$4TAW/5**\K_&D_O _#]W_P#X+9_ (BC_AI/P+_S]W_ (+9_P#XBCDG MV#VD.YZI17E?_#2?@7_G[O_P %L_\11_PTGX%_Y^[_(:6\"_\>H_^"R?_P" (H_X:6\"_\>H?^"NX_\B*?LY]@] MI'N>K45Y3_PTMX$_Y^]1_P#!9/_$4G_#37@/\ Y_+_^\ !;/_/$4O9S[M![2/<]7HKRG_(:7\!\'[9?X/_4-G_\B*;_,-,^ O^?R__ /!;/\ $4_9 MS[!['<]8HKR?_AICP) S]W_/X+9\ XFE X:8\! \/Y?_/@MG\ B*/9 MS[!['<]7HKR AQ]MOQCUTV?_XBD/[3_@\11[!*1 * MQ>TAW/6::W0UY2O[3G@)UR+V_(]?[-G_/B*1_VF_*\&^OO !=/_P#$T>RG M_*P]I#N8/AHE?V@_'V!D9M<_^ XHK*^&WB.S\5_&+QAK>FFX?3KIH!%)) \1 M?; %;"D]<=J*VFG=>B)I32B?0-UIUMJ$*I<1"5.NUB<54_X172<_P#'C%^1 MHHKC>R-QO_"*Z3_SX1? E1_PBVD_\^,7Y&BBJ%8/^$6TG_GQB_(T?\(KI/_/A M%^5%% 6#_A%=)_Y\(ORH_P"$5TG_)\(ORHHH"P?\(KI/_/A%^5'_"+:3_SX MQ?D:** L'_"+:3_SXQ?D:/\ A%M)_P"?&+\C110%@_X1;2?^?&+\C1_PBND_M\^$7Y444!8/^$5TG_GPB_*C_(1;2?\ GQB_(T44!8/^$6TG_GQB_(T?\(KI M/_/A%^5%% 6#_A%M)_Y\8OR-'_"+:3_SXQ?D:** L'_"+:3_,^,7Y&C_A%= M)_Y\(ORHHH"P?\(KI/\ SX1? E1_PBVD_\^,7Y&BB@+!_PBND_P#/A%^5'_"+ M:3_SXQ?D:** L'_"+:3_,^,7Y&C_A%M)_Y\8OR-'_" M+:3_,^,7Y&BB@+!_P (MI/_ #XQ? D:/^$6TG_GQB_(T44!8/^$6TG_GQB_(MT[_A%-(_Y\(OR-%%)L+#?^$5TG_GPB_*C_A%=)_Y\(ORHHIA8/\ A%M)_P"? M&+\C1_PBND_\^$7Y444!8&\)Z1C_ (\8_P!?\:7_ (1+1_\ GPB_7_&BBINQ MV$_X1#1_^?"\S_C36\'Z,?^8?%^O^-%%--A81?"&C8 ^P18].?\:"-'((.G18^I_P :B/@'P^%/_$KAZ^K? CXT44TV*RN6;#PII.FONM;)(&/&Y"<]^,:***RH[(_]D! end GRAPHIC 14 adgm-20240930xs1016.jpg Graphic begin 644 adgm-20240930xs1016.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-4%20(#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04

M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% $;IO!!^Z>"",U)110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 44UVVKFO-O!GQ{\+^/OB/X@ M\$Z+]NEU?0X1-=2SVC10$>88R$=L%\,.H&/>@#TNBO(M<_:2T+PKXV@T#7-! M\2Z-9W%\NF0^([[32FERW+'"()MV?F/"L1M/K7KM 'G ,&/^0#K?_8?U+_T MH>O0*X#X,?\ (UO_L/:C_Z4/7?T %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% #6QCD9%>$Z*S-^ MVKXE+9VCP5:,<^GVMSQ^->[-7D>F_LW:#!?Q)? QS%KWBA]=>3+^;[M"\08N MMNR$Q>*\4QFV_X1R'29R2WG_VI-*@ XV[=BG/?.:\U3]E3PS!XDU+6 MK/Q!XNTZXU+4#JEW!9:U)%#-.6!)90.1QMQGA>*]MH \N^![ZNWA/4S=1V27 MAUS4?.6W=C&&^T-G:2,D9SUKT/=J/]VV -JXWX+_ /(UO\ [#^H_P#I0]>@ M4 4=VH?W;;\VHW:A_=MOS:KU% %'=J']VV -J-VH_P!VV -JO44 4=VH?W;; M\VHW:A_=MOS:KU% %'=J']VV -J-VH? W;;\VJ]10!1W:A_=MOS:C=J'VV - MJO44 4=VH?W;;\VHW:A_=MOS:KU% %'=J']VV -J-VH?W;;\VJ]10!1W:C_= MMOS:C=J/]VV -JO44 4=VH_W;;\VHW:A_=MOS:KU% %'=J']VV -J-VH_P!V MV - JO44 4=VH_P!VV_-J-VH?W;;\VJ]10!1W:A_=MOS:C=J/VV_-JO44 4= MVH?W;;\VHW:A_=MOS:KU% %'=J']VV_-J-VH?W;;\VJ]10!1W:A_=MOS:C=J'VV_-JO44 4=VH?W;;\VHW:A_=MOS:KU% %'=J'JVV_-J-VH?W;;\VJ]10! M1W:C_=MOS:C=J'VV_-JO44 4=VH?W;;\VHW:A_=MOS:KU% %'=J/VV_-J- MVH?W;;\VJ]10!1W:C_=MOS:C=J'VV_-JO44 4=VH?W;;\VHW:C_ ';;\VJ] M10!1W:A_=MOS:C=J'VV_-JO44 4=VH?W;;\VHW:A_=MOS:KU% %'=J'VV_-JO44 4=VH?W;;\VHW:C_=MOS: MKU% %'=J'VH?W;;\VJ]10!1W:A_=MOS:C=J'VV_-JO44 4-VH_\ M/.V_[Z;_ HWZE_SSMOS-5/%OB6U\'^&-6UR]61]33;62[F6)E;E93T((;!%4HN6J,Y5(QTDSZ8MS/L_T M@(&SQY>2,?C5BO/_(/_!? T[XS:!@5Y[%&/^0!K?\ V'M!_P#2AZ]"H **** "BBB@ HHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "FDX_&G5YYJGQ[^'&CZC/8WWC;0[.]MI#'-!->HK1L#@J MP)X(IV;V$Y);GFO[7GCKQ5I5CX>\">$],L-1OO':WNE'[?(8Q$!".58$ '#G MK7JGP;\-W_@SX5>$]!U-5CO]-TV&UN%C<.H=% (!'7I7S;\+_#]M\<_VIO%_ MB\>,+W5-(\':G!-HUI;SB>R82PD/MR2%Y'.VOK?4=8LM'MS;- M(%7)Z#)XYIU9*G&S=DM68TDYSY236+ MCRW,A==@/R[3GIBO3X1B%1[5Y^#Q2QE"-=*RE?\ .QW5Z7L*CI]B2BBBNXP" MBBB@ HHHH **** "BBB@ HHHH **** "BBB@#S[X, \(!US_L/ZC_Z4/7H- M>??!G_D ZY_V']1_]*'KT&@;"BBB@04444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 445GWNM6.FE!=WEM:%_NB> M54S],GF@#0HK'_X2S1N^L:?_ .!*?XT[_A+-$_Z#.G_^!2?XT"NC6II8!3ST MK* X2O1?^@SI_P#X$I_C7C/[5'QD>6;F?28A(BB1 M0RD@# (ZXYK@/V;/@GX:^*$QU\2>._ADP=WJ7B&:ZLTUZTQ<+ ZJ0N3V!STK MTKX ?!KQQX!\:^-/%/CKQ!I6O:KXA2V4RZ7 T('E*P^92 !P1TKW7.WG.2>U M6Y*.D3&,'-J4 /0Y/P3* "'PSCO%*^'[0A=E3,+./9YA7[N?IFO,/BK\1 M-(\9Z4N@VD5SIPK*&@;R*^&&X9%>D_%#QE>>"/#J7]G:QW=Q<1VZ1R MD@98X'/UK/\ A'X:U'0-#U%=;M8;>^N=0ENPD;!QAB".?K7R>93J8ZM_9]&5 MKI\[Y;I+HOF>_@XT\+3^M35[/W5>VO5[/8ZS0?#.F^&[4VVEV4-E;LWF-'"" M 6/!-;0&!2;?FS3J^CI4XT8*G!62/+E)S;E)W84445J2%%%% !1110 4444 M%<]XI\;?'#7=,L/" M\6CZAX4E\;S:[-]AMO#\03-T=K.Q9G(5%15+%LY7&10!;^(OQATGX:W%C:76 MGZSKFJ7H>2'3-!L&O+GRDP'E9%^Z@0 W$\GIFNB\'^+=,\=^&K#7M'G:YTV] MC\R%V0JW4@AE(RK!@00>A%?(QBN:;3;:ZUO5?&/A'2="G?2)-;M+M&U700^Q M_LM^P5UN+,AD>.<Q=I6 MD'#L[,6+#@EJ .GHHHH **** //O@S_R =<_[#^H_P#I0]>@UY_\%_\ D ZY M_P!A_4?_ $H>O0*!L****!!1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% +2M-A-Q8#F20@MP..HS6VE/U.2[KM M:>[^9PP_83^#F/\ D6I?_ Z;_P"*H_X81^@_0MS?^'TO_Q5?0*@+P*=4^TQ MW-/J]+^5'SY_PPC\'/\ H6YO_Z7_P"*J:P_8?\ A#IM_:WD'AN07%M*D\3& M\E(#J05."WJ*]]J-IE4X)Y]*3J2>C8U0I+:*&]?+)R.O/%>=?'+4[W3?!\)L M+R6PN9KZ"$2P':P#-@_2NS\1ZRGA_1;[5'1I4M(6E9%X) &< ^]>,^*_&>J M? $O3]'M;;PEJ5O;M>P77VF50R%0<]OK7R^=8NG2H3PZ;]I):)7O^&Q[> H3G M555?#%ZMVMMY[F_Y(XXQ4]>E@\!0P:DZ2UE:]VWMMOVB7Y!1117IG*%%%% M!1110 4444 %%%% !7*_$+;:#\4=&D>(+:2>V25;B)[>=X)H)1G;(DB$,K M#)Z&NJ1#TH Y/R\+,?#OP[\+MH&C6173Y6>2<74C7$EPSC#*:*\A)*\[T;]HKP%)2&VI^ = M$U6ZO=46"X22[M('6WW1C$JQ3$;7==W\.? K4/[./@R#P]X9DU'1_B)KWCOPK MJ@$FG#7Y!-);;2P8+(0&()R-K#C;0![)1132< F@#YCUOJ!?QE;Q>)O&VE^' M]'NOAAX:UM]%ODDFD&J3B.5(IKN(_P"K"(S\(1N(1N1Q7TS#,D\,%O#6DZ+XZ\- >#_B-=W&H>,=76(_#[3GADFZ3:1^)M>\/C3XA'OT.Z6 S_ "J/GW(V0-O'3&30 M!4^" P#R -;_.P_J\ Z4/7H%>5_ S1'L "&HVAU. NV@UO44-U*?'GAOPU%J$5UXML;34[6!I!9W6H1(X8*6 *D@ M\\5\Z?#_ .+/[2_Q.*6'B;0/#?A"XTJ_#-!)->-&Q 8J*--T2\FB\^."\FV.R9(@ >F017SA^UG\=0# MGQ$^'%EX/\!^.-&NJ1\2:K;Z3=1PL)B+:4D,Q&^0 VW)'-3>&O@7\0_BI\<+ M+Q5\9O"GAV71K31Y+!+>UN!<1E]^Y&V'G.6;FO<++]FSX8Z=>V]W:>"M(M[J MW<2131VRAD=3D,#Z@BK2A!IWNS&]2JFK67XG8>!_#Y*>$=%T>1XY9["(@M) M8DVK(T:!2P[X)'>NAK/_LQ^][<_]!C_ I'TYD7/VRZ/MO'^%8M]SJ2MHC1 MI,BN9\172^'M!OM2FFNI4M8FE,:R %@.W(KSZT^+.H7D$=Q!X2U^2"50Z.&& M&!Z'I7EXG,L-A]J%66KUT3? Y)G91PE>O%SA'3U2_-GLW%>7_ !<\57>F2Z1I MVB:K#!^J7=]'!+\H=U1>@<$KZ5G-\3]7SG_A#O$?'T_PK.\%^'#XW^)&L:_K& MAWFGJL,#6OVU<,LB\$@]#TKPL=F4<=".$P;?--I-VE&RW>MEV/1H8-X9NOB$ MK17>+N^G5FCJGPZ\>ZMI]S977C.WDMKB-HI4^R ;@1@CBO1?#&E-H6AZ=IAD M\W[';I$9 , E0!P*MQZ6S*3]LN0W<@@?TJ3^S&_Y_;K_ +[_ /K5[>%RRAA) MNI!MMJWO-O2]^IY];%5*T5":22[)+\BZF-HIU4/[,_G]NO^^_ \ ZU']E0\ M_MU_P!]C "O6.,OT5!,6YMD*F5Y* .#$^G:!XFN/"6I2.C+JMM;I.\8!!*[' MX.1Q0!\0:5\-OC;X(CU?5P$80>"K#P9XQ57PL-0M-&UNXOGB/EW+ -]IB7.7C*X M.S[WUS7T1\!O"47@3X3>'="CUB+Q ;:%S-J=L5:*XG>5WF9""1M\QW '8"OE M3PEHEW\,]-N/#NJ?M6:;X;U"UO+EYM.BALY1$SRN^6+L"&.[<5_A)Q7U7\!O M#FA>%/A)X;TKPWK1\2:+! S0:N75S>%Y&=Y=R\PBUB5=DFH1VJ+<.OH9 -Q'XUKT44 >?_8_Y .M_P#8?U'_-*' MKT"O/_@Q_P @'6_^P_J7_I0]>@4 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !17C7QV^)'DC'PAXI\'^&?!& MGZ->:OXFGNX_,UR25(8E@B$A_P!7SDYJ+X:_'RZO[OQ9H/Q%TZS\&>)_"D45 MUJ)CNO-L9K64$QW,,A (3@@AAE3UH]JHKDH?BEX0N972'Q-I4Y2\CTYO*ND M=1=2#*0Y!(WD#(7K6F/%NC&\U6U_M6T%QI*+]J$9F4&U5E+JTF3\@*C=D]J M-JBN*\'_ !C\$_$& <0^&_%6E:U,V_;#:72NY"$!FV@YVC(YQBLCQO\;M\'#? M$[PAX/OI;.-]>2Z=KJ:]CB%KY2*R[U8Y^^+=)M/$6H*KVNFRW2K-,&&5 MPI/5@> >O:@#N:*XCQ7\9? W@:[>V\0^+M'T:Y2:*!X;V\2-U>0 H"I((R.< M]*Z"\3Z3=ZT^D0ZE;2ZHMNMX;1) 9! S863 /*D\ Y* ->BLS1-?T[Q):27 M6EWT&H6R%2O TULX=1(C89-_&6G?#CP5X;\4:%X?U V2W\FI>691C*L"7 ;([CB MOI+X@<^!O$?_ &#;G_T4U>,_L,^#=%\._L_>'M3TW3X[2_UB(SZA.F=UQ(KN MBLV21PO'%7&RBY,QS5.2BG8X;X:?LTZC\3/B5XY\8?&WX?:5%M=*T&PCTW2;4$0VT9)5 22>I)ZFMO;\N M*,97%*4G+'M2M;34[UV\U9X_,VKC*DCWK M.UOP1\3O$&DW>G7?B'1I+6ZC,4BBU93CZKYK&9BZL:V&PU.4I).-U:R;7>Y MZM#"J+IU:LU%.SUO=J_IY%72OA5JGBGPE:3WOC;5VBOK9'E@8*RG']-j2-%T^QD8226)*1,R<*2% R,_2MC8 M*[.!EU+"14XQM- I)MN[\SGQ.*G?;BW[J;:T2_(=32BD@D:_I$U^NN:8/$]\MPSXF6612'8*82&Z!FQ M7T!^SWX8UOP=\'?#.C^(X(+76;2W*5VSIX:.W!D=DA4@ '8C*F1UVU\G'7=- MM/B#J'PU\/?M%IH?PS-A!J\NK3:S#'M!^'6AV/A+4/[7\-P6X2ROOMGVLW"[F)O0* "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@# MP;XW3);_ +0OP(>61(HQX9!94ZCMNKZY^(_P>\&_%R"QA\8:!:Z['8NTEL+@L M#"S !BI4@\@4RR^#7@K3? MWX,M/#&G6GA6\C:.YTNWA^1SJV-V_'+$XY8G/ MO0!X!\9_"^B>$OA+\"8-(TVRTBU? QKH$TQMXUB5G,;Y=B,98]V)S7#?&J0:D M_P"U@VGG[9&I\.F\%K^\)MD5#&-?T6WU3 M05"!;*4$*FS[A4@@J1C@@YK%M/A3IOP\\,:Q'\./#^ACIK-U;I$JW<;_ &:X M*9"K.5)9AAF!;D\\YH \4\/^(? ?B?\ :\\"7'@2ZT:^L(_"%\CR:,$**OF1 M;%8KQPO\)Y%;/QQ\#^&_$7[4WP8_M;0M+U)KJ#5EF-Y;HYF$4*-&&W#YMC$E M?0U?^$?P9\5VWQ7B\;>*]**^%K?3=,FTS3=!*(PC+2R*\MQ*VU020F H'U MYKU?X@_ ";PE\4XM/C\4Z'!K L)C/:M*S(\#X)5E((R!R,X/>@#Y8UWPWI&L M7'[8M[J&FV=]=VUN/)GN85>2$#2LC:Q!*X(!&*R?#VC>(?%_Q=T'3+6V\.:A M<2 "O3([&+Q4)7C:WD %P*H#EM^QZX]Q^)/AMX;D_X2@-HEHP\3KMUGY3 M_IX\KR@Y'N?+]*R/%OP(\!^.M.T>PUOPS9WEOH*V^GX+QR6T04+Y:NA#!= MH VYP:!GS1X7^%%MH?QV^!?@[Q2=-\6MI'@S4$\UH_/MW9)E\ME#@Y"K@#([M56_:O\9?\)]V_BLFF>%]!M-/\):C9:?=:[?.HU":Z2:!@8%5Z+9-ING3QJ=UM;-@M&O/W3M'O6)K_.SS\.O% M'B* UW5?".GW^JW\:QW<\P8B<+C:SIG:S#PQ&[WH$?/NHVGA*[^,W[4,OBR M#29K=/#^D-OU,1L0O]G2[BN_GKMY'?'?%>,O&.BZ1XBT[5/[+;2(;J,R26 MK6\+)+N!&-K':=O(..:N?'3X5>)_C#JWAKPQY>C6OPYM[RUU/5)Y=[7TCP2; MUMXDQL56PN6)X&1B@HZ7]G'P._PY^"/@_09Q_ID-BL]T2,$SRDRRY]]\AKTN MF$A,<>W%([90XH)';J&;]"_M)?M+Z;\)O"^HPZ%K&D7/C6":")-(NW) M;#L M<]'K?[4\B1N/#_@=E8!A_I3^F? 6K4':[,752=EKZ'MMS\6_! M-G!?! M?]CK2KO3_$&I_%OPAHNI>)]4U:>^#V\SNL<C#]C?X,=_A]IG M_?E?LU^"=5^'7P2*^'-=B2WU>P@9+B*.0JL79L;AP>#3/"G M[,OPQ\':]:ZYH'@VPTW5[0LT%U"7W(2!!QEB0<=*]24 <8HDXVY8EPC* - M/<=4;.47.,^M25$[8 'J<5DW8VW$\SC..,9ZUPOQ#^(]$IX;][MBWM;1-- OU5U8G\#>$O$&H^/[GQ/XHTVPBEDM$CMS;R!]C Y#*/(.#7K?EEN" M0>],A@\H!0%"J %]*G .\'&!BOD' '6FC3_$6C6&NV D$HM=1MUGC#C.&VL",C-;M3]S2+BUVOAC2- &'T'0K33 #UI9V.CVZ;+:VT]%2"-YX[RYD>PN-,@N)$+S,VYF:0%$L[MN/EW8KZ6^'/@RW^'WPL\/: M!;:W_P)(EI"Y;5OE(NI'D9Y!M) !=VP >!Q0.QWM%%% @HHHH \^^#/_(! MUS_L/ZC_ .E#UZ#7GWP9_P"0#KG_ &']1_\ 2AZ]!H&PHHHH$%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%-8A>35& [US3]/E\JYO;:VD(W!)IE1B/7!(- &A69KVMVOAO1; M[5;Z7R+"QA>YN)<$[(T4LS8). ,US/Q#^+&B> ?!.L^(WN;?44TRW:X:UMK MJ/S)0.JKSUKY:^'GP\^)/[3%EXMUW5/'OB[P-X?U.\D6PT29-\3V4JY) * M[6V\<8JXPO]C&=3E:BE=L]97]N[X)NN3XM)SSG[#./_ &2G#]NSX*=O%I \ M 9O_(BO0OAY\&?#O@3P/HGAU]/L-5;3;5+;[:S<=3]:Z+_ (07 MPW_T+VE?^ V0Z[?NYZUIZ? X+_:DU&QMKI/BIX3$<\2RJ#HHS@J",XC]Z^B/^$$\.@@KH M&E*1W%E%_A6N=L$.%"HJC@#@ ?T%'.DO=7WB5.3=Y2^[0^:_A7^RMJB>.?$_ MBSXMR>'O&^KZJEN(9H+,J(6CR-P4@!;AZT;AZUY6/B+XV(_P"2>W)/ 7VN/Y4O_"Q?&W_1 M/;G _,#5_P *X/[:PO:7_@$O\CN_L^MWC_X%'_,]3W#UHW#UKRW_(6-XV_Z M)YGR M7$<>,RJOU(%5:I.3:? K9HU6'PM"2]O4N]VDDUZ73+GP6TO4=\.W[ZE92:=-=ZE-= M+#)RVUR".E>D*,+R&8[#QK\%O$_B?O+; MW%REYK3>'+J5KX^8!G+-RW7FOH?\ 9P\7ZGX]^'OACQ!K$SW-]?PR2_:)8?*:/:S7 M$4A7 QNC"-^- STVBBFG[OI0(-U.KXQLOC!H7Q$^+^N/XJ^+&K>#([Q/!)HG MA[0-(NFMK:58&53-@5YO\ !:]MY?#FL2IT7_ 'V*/MD' /:+_OL4 345#]L@_P"T7 ?8H^V0?\ /:+_ +[% M $U%0_; (/^>T7_?8H^V0?\]HO^^Q0!-14/VR#_GM%_WV*/MD' /:+_OL4 34 M5#]L@_Y[1?\ ?8H^V0?\]HO^^Q0!-14/VR#_)[1?]]BC[9!_P]HO\ OL4 M345#]L@_Y[1?]]BC[9!_SVB_[[% $U%0 ;(/^>T7_?8H^V0?\]HO^^Q0!-14/VR#_GM%_WV*/MD' /:+_OL4 34 M5#]L@_Y[1?\ ?8H^V0?\]HO^^Q0!-14/VR#_)[1?]]BC[9!_SVB_[[% $U%0 ;(/^>T7_?8H^V0?\]HO^^Q0!-14/VR#_GM%_WV*/MD' /:+_OL4 34 M5#]L@_Y[1?\ ?8H^V0?\]HO^^Q0!-14/VR#_)[1?]]BC[9!_SVB_[[% $U%0_;(/^>T7_?^^!5JB@"K_9MI MS[P_\ ?H_LVT_Y]X

'UN-W/R_K12@<=2:* ' M4444 %-+;>M.KYDT;QWXW_X;4\2Z(N@37'A]=%LU(.KH(K> S/\ Z8L6.68_ M+L'S?+UH ^D+*^M]0A\VUN([F/)7S(7#KD'!&0<9!KG?B%\-M,^)>DQ6&IW& MHV? D2B>"ZTN\>UGAD (W*Z'/0]#D5\C?!3XP>+_A1\+/#U[%X9L+KP+/XKN= M+OK^XO&%Z6N+Z2-'@B *[%9@#O.3S@5ZE\0?VH->\.:IXQU'0?#=EJO@OP1> M1V.O7-U>M%>3RG89!:H 5(B$BEMY&[H* /7OAG\)/#GPDTNZL_#UK*CWTYNK MZ]NYVN+F]F(,DLCDEFP/H.PKMJ\'L_CGXK\4?'3Q!X#\,^%K*^TG0GTR>^U M^YOBB+:W4/FMMC"DM)@? *!\OK2:S\8O'W@/XM:!I/BSPQHT?@KQ-JSZ/I.H: M9?/)>PR[7:)KB-E"[?5#]PG;WH JYHKY1NOVL/&MMX?U+QFG@C39? F@Z_<: M)KJW[&^\V) X(KVT$4I8:C M;SP;X#R.&+_NSC(S0![U16)X-U.^UKPIHVHZG9C3]1N[*&XN;1&+""1T#-&" M>3@G%;= !3<8Z'M3]* &@>]!'Y^M.HHH ;J\^M.HHH ;^-'KBG44 -Q[_C3J M** "BBB@!,IS3]* "BBB@ HHHH ;C*XI< M<<4M% " $# HI:* "BBB@ KP.?1?$/A7]K>Z\2#PU?ZKX=\0:!:Z4NJ6)1DL MIHYG=O/4L"J[2"& .>E=U\4/CIX-^#OV*/Q-JWV>]OL_9-.M87N+JX"_>*Q1 M@MM'=B,>];W@'Q[HOQ+\+V?B+P_=->:3=AO)E>)XF.&*L"K@,"&!'(H ^8(_M@IXV3]F71O#!'}SKT'C2+4Y;3SDR+8:D93+G./N?-C.:K:U\$(/#OQ0\>GQ) M\(;KXEV/B35SJVE:G97"K"YJH)+>X5!%$81E)#D$,#7UOK'B32_#\NGQ:EJ M%M8R:A6W+R*!W//A X??#[6/#?[17QAUZXTW[%X?UBVT6+3+@,I67R+5D MD 7.1L8@\>ZCXF^'MUX@\&ZI<>,M \8'4?$7BN^U%9(+NW)F"-; M*7(*!&B^4(NW9CK7W-67J_B'3-!>Q74;^WL6OKA+2U6>0(9YFR5C7)^9C@X MH ^'? &C>-_B=*?'/P[T/PL#HVM^-]1%UXIEOX5AM(5OE>7,&?,9\)@*!@Y MSFN] .:5^'0UGX^?#72;/9+I_C&!-'UFS#A7:SL)TO1(>YQM*9[;J^FO"7@G1 M/ UE=V>A6$6FVUU=S7TT<6$-!\?ZKXVL]'C3Q3J: M.YU)W=Y-G&50,2(P<#.T#/>@##MJ*3IQ02%&3T% A:*H_P!KV?\ :'V W4'V M_9YOV3S%\W9G& _;G.W/?%%SK%E9W=K:7%Y!!FO EW=P6SW#B*%9I AE<]%7)&X^PJOKGB;2?"]HMUK&J66DVS,(Q/?M7"0H6/10S$#/M0!JT5#%,L\"RQL'1P&5E.0P/((/H:I)XATN73)-174;1M/C MW;[L3J8EP<-N;.!@\=: -.BLC1?$^C>)!*VD:M8Z]L) D:RN4F"$\@-M)QGM MFM>@ HJK?ZA;:9:RW-W<0VEM$-TDT[A$4>K,< ?C4=SJUG::>]_-=00V2)YK M7,DBK&$ZRQ.,8[T 7J*R+7Q5HU]HIUBVU:QN-) +'4(KE'MP <$^8#MP#[T M_1?$FE^)+/[7I&HV>JVN2OGV%PLZ9]-RDC-&I15*UU6SN[JXM8;N">ZMB!/ M#%(&>,D9&Y0&+:.XUG5;+2+=V$:RWMPD*,W906(!/M5JYU&UL[%[MVXN88+-$\Q[B20+&J8SN+$X QWH MT5FZ)K^F^)++[9I.H6NJ69)47%E.LT9 M(ZC&[(WFJZC9Z79A@IN+V=88P3T&YB!DT :5%5(M0 MMKBS6[BN(I+1D\U9T<%"F,[@0<$8[U'!K%CVTUAM+ :HYE:+:.K M;LXP,=[U*]MM/M%(#3W *)J*Y[3/'WAG6[Q+73O$6DZA=/DK!:WT4KM@ZK8V>HW?%M M:3W2)+/S_I(+?@*U5;- #J*** "BL?5_%>BZ#=6UKJ>KV&G7-T=MO#=W21/ M,>F$5B"Q^E6KW5[/37A6[NX+5IW$4(GD5#*_95R?F)]!0!>HJ">XCM8'FFD2 M**-2[NYVJH R23V %-M+V#4;;.YMIH[BWE :..:]PR..Q##@@T 6:*** "BLC M6_%>B^&?+_M?6+#2O-SL-]=)#O\ 7&XC.*BU/QIH&B6%O?:CKFFZ?8W&/)NK MJ[CCBDR,C:S$!L^QH W**SKC7-/L]- M&:_M8-.VB3?],JQ;3T;<3C!!E>(X9)M)U.SU2&-MCR6?:$\F,J<,&?. 0>#DT :U%96G>)M(U?2_P"TK#5+*]TT!B;R MVN$DA 'WOG!(X[\TW0_%.C^)XI9=&U6PU>*)O+DDL+I)U1O[K%2<'V- &O11 M10 456O+R#3[66YN9H[>VB4O)-*X54 ZDL3@ 53T/Q+I/B>U:YT;5++5[56* M&:PN%G0'T)4D9H U:*Q[#Q7HVJZA=Z?8ZM8WE_9_\?-I;7222P=V,\G)M[>6*2614ST#.-QKH_VC[_$:TTG1X=5^) M>K?#8SS2"%M#YN;Y]N0-JH[LJ?>.!CGDTWXD?!?Q-7FE?Z)/:W$BNWE1*P,[T ?/VO\ B'QI\9OA)^S;X@NO M&+6.K7/C#[";M=-A?S+E)+B."*M@;E2+E/NL7.:]!\0^#M=\3?M5>)]'M_& M>HZ#?0 #^Q:[UG2H8XKJY=+A\,I(B!<9(4"_^A>) MH%\0^#]>;7].U&_M2T$\QFF?9-&I!"D3L#M/:NYT7X/:C!\6]0\>ZEJL$][J M/A:WT"YMK> HBS)(TCRH220A+<*>10!\V)^T9J_B/P)\&M(\2^,]3\,?VI[5 M[J&MZ[HMHSWMP+>4PQ+'LC?RRS#+';[5G>)=9\;_!8\ _"&ZN?%]YI]U9_$ M+^QK35+G1E62^"&46NI&.0*0VS^'&UMV3S7M>F?LN:]X*\(?#UO"7BFTLO&O M@V"ZM8[^\LS)::A;W$A=X9D!!"@D,"IR&%=#\0?@]XX\??#_ ,,)=^*=+3Q[MX? UB'7;74:I["P:6,L!$T0;=LVOC=G=0.YX_\;?B_]G\2_$'A&\^(6L>%SX M4T"UGM9]%TYGDU;5944Q).$C=1#A5'E< ESSQ6GIWC;XB_&3Q[\- 7Q1>^ MH]9\!Q:]J\5G:+YYN5N41U3>,Q;LXSU"\5Z+XA^#?CVR\;KXX\&^*-(TOQ3J MFF6^F^(+?4+%Y;&[:+)6XB4,&1UW,H!)!7KTKIM,^$VH\8M$\?ZEK27MW9> M%SX?N8TM1%]HF:996G ! (125/R=J!'J")L15R3@ 9/)/UI6Y6G4AZ4 ?,NG^ M#]\+?M\?:=+LA:W.K>![B]OI=[,T\WV]%W'<3C@8 &!4'Q[\:/I_[4?P&\ M1PV877+[5KNUGO#(Y9HDLWVH 6VJ 3G@#-=!?_"[XI3_+2<'Q%@N_"*:/!I MKZ$EG+]J^T&R:<3%V(&WS@1C@[:?\;?A5\3/'7Q2\$^(_#=WX4M#)O)VGSIY()3%(LGE@J% .5QSZT 8K>]!#^+_.TS\4K#Q?IL&OV&B:'I^GZ@7 M:WL8D2V6XCDDF= >CL(-(G^)-KIZ:QI;>$] M@NKV]$9:..\B@,Y9C"D.UMYX$F1S7T5XX^$_Q LOB)J7C+X>ZMH5CJ'B#2X= M,UFVUN.5X1)%N$5S"4YW*'8;6X;C-8\'[.'B+X;KX"U+X<:OI\NM^&M(FT2Z M3Q-'(;?4()7$S.#'EHI/-!;(Z@[3TH UOV,HK5/@E:M8ZG'>6LVHWDZ6$+$C M1P\I;[0WS*8LX*GH3QQ@U[S7E_P(^%=_P#"W0]<.L7]OJ/B#Q%K%SKNJ2V4 M;1VRW$Q&4A4DG8 H&6Y/4UZA0!\V?M4^#']?QY\%/$[V(;78O&VG6$=X7;*0 M,)F:,+G:,D9)QGWIWB71+^)_P"V)X9+=;:YH6B>#1?6FGWL0E@6XGNC' M)*4.06V+M!(X[M6MM=4:S]H\Z:ZBW@1 MGRP0(RLG^]FI/'7PN\=MXYT?XA>#+WP_:>,O[L35[755F-A<1%A(K1LHWJ MR29(R/F4X- 'C_P[^(][HGP;3X;;-?R6VN7?BO4_"><7,TGSV>GP2YFN2S'D M0Q/@6%+]"V68X&Z-& M/)YS7OO@[]F/PK8> -&T3QAIMEXRU.SEN+V?4;NW ,EU'+?Q1?:Q-?+-]1TZ^\6>(%M[8P:-&Z6=E:PA@D:&3YG)+%F)'7I7KU M CPW]LSP;HWBW]G3QS+K%D+_ /LS2KF]M%:1E$4ZQ-MDPI 8C.1G(]JXCXH; M-?\ ! [_O@^_3[1H7B&]L4U*U.0MS%#9^:L;>]EU4E>^*]9 :(\%>+?B3\,= M8*>$Y]%M)-9MI;*[GUGSL1PNA4M'Y8/S@GOQ7):K\%O&OB+X7>#K.\U'0M/ M\>^#[R[TB^LXYI+%O*C$0256P^'C+!L#CJ* ,'X=>&-#T_]H;XN_#>/1K3_ M (0RZT[3-9_L7RU^R))/N23;%C:QC5B!QD^=M?!/0=)LOVD?BG-X+LX-+\' MVUG9:;>PV"". TFU52[2%$& &C1E5L=SCK5N+X-?$Q-"^(?B&+Q#H6G_%7Q8E MO;17MK'-]@TVVB&QKAL@R%BI^/?ACI7@:[%X/@\VL& M+*/P\+KSWN"V7EG>;[Y;EBW4M0!S/[/?@S1? 7[1/QPTC0K%=/L%;2)_*$C/ MF22V+NQ9B226.>37TA7@7PQ^&OQ2\-?&?Q5XO\077A&?3/$OV<7=OIGVKSH1 M;PF.+R]XQDC&[)^E>^#I0 A^Z<5\3?&&W*Q?%3XSVGQ*TF>YU#6='MQX0O/ M[.EN/W4=LQ9;9U!$5^N*^V7SM..M>.?&#P;\4 'QU/PYH6L^&]&\': MO;_8[N]G@FDU.")UV3^4O^J+%2P4DC'UH ^>[77=,U?Q9*/$?Q=TZ;$!NH M_#R.RLYKVRDO(!J[RKYQ=%#;99(0N&(^AS7-:#KFI>* A7\&/!EQI>K>*-"F M\0ZU$^AAQ'-]O8LYM;>=G("QJ64,&-L?-?6/BGPC\1O#>@:)X?^&%YX:LM M(L-/CL _B&.>2> H J2)Y8(6W@G6[=/%G@FZFO+ M>]UB-C;Z@]QN^UB=4Y42%V(*Y*]!W.L_9\\9>'/$F@:UI^B>%D\#:EHNHM9 MZOX>6-/LESM4Y!C^5U9<$..M>M5Y7\#_A9JO@' (2G6O$[E9W (K\4ZE_M:.I-IJ,EK%A0D<40?YBJHO5N2:]4H$%?,W[2S:9I7QD^&VL>/++[?\,(+>^A MG#V3W5O!J3A/)>=%5L@H)%4D'#5],UPOQ-A^(<;60Q=PM>D>$/A5XF^&? PDU#1]"U73J9\::G=W&I:AJFM1R);7%W<.6F?;'EE49PJC MLHK)^"_PW^>WPM^";>$)M0*OK.FQ^7HUY;QW#VYR[. VA6 /5L#90!F_LVZ MEX9T7Q'J/@O_ (5U_P *X\;:?IEO/-? M#+X8>,8?B9JOQ!^(.J:17!(RD!VV\\9R,=Z /E'P_X'_M[X;?'OQI\-M'@TB;5X MIM"\/VVE0"$36MHI1Y$ P"\KF;!Z_**A^%OB;P%#\ MOPQZ?):)*8H$>..;%/#4EM'>:7IJVUK M/=*3"TX7)D=1SAG)8XYYKB_!GPL\=WFC^'-(:Q\"0Z;X6?X;_8'U" :JUJMO%XE+ M0\6T3)E7),I,F&^3Y>:^LJ\!'PH^)GC_P >>%-0^(>L^'!X>\+Z@=6M+3P] M!,L][=*K)$TS2<(J!V)52=Q]J]^H *JWUG#J-E/:W,27%O/&T%_#.E:-I_@+26N[Z;K18GEO[M2L43_,9 M"PAG]7YKR.S\/V/_#)FG?%U[(-H%V\IU?RBA?KY9C.S9]W'; M-?5WP/\ A=?_ YT_P 27>NWL&I^)O$>LW.KZA=VP81_.VV&)-W.R.)44]\ MUY7:?LP>,+;3[;X??\)#I0^$=MK8U=8UBE_M5HA/]H%F3_J]GF]7SNVJ]!G% MZGX'T;XD^#/VF?%FNV27_B\3]4U"TTW4IE#3Z>EC;JUN(&ZQX<;CC&XGYLU] M2_"'7+OQ/*?!NL7\AEOK_1K.ZN)#P7D>%&9L>Y)->-> ,_V>O'DVJ>/M*\)> M)-)T_P %^/YS<:Q'?P2/>V#R1B*Z-J5^5O,1>-^-I-?0/AO0K7POH&F:-8JR M66G6L5G;K(YPO6@1J4UNE.IK=*/AC0O'.C)XG^('Q)\9?#>\)$ M:;%XJN-+N?$MRL,J:)9V\J0P!]"QW,JM\SM& >J?M3^MO?%7P=\5FT M2?6H_&>EV<%_YC'; S.Y55SMY/.<9]ZC\6?LX^-[R3QAX3T/Q!HMI\-_%^J? MVGJ$=U!(VHV9D9&N8X,?(RR%."WW'-1M M=7B36?M'G/<0;@D9\L$>65(S_%0!F_M2>*7\00-\--,O8K62^TVXU7Q#/YJA M[;3(T.(P"0=UQ+MB&#D+O.*ZK]DB:*;]FWX>^2\9V:3$K+$00AP?EXZ8]*M^ M-O@/X=^*.@RW?BKPWH=[XRGTLVCZB(6=(I=C ;2<,45V)&><5=_9^^$L'P3^ M%.A>%$CLUO+6%3>SV*E8[BXV@/+@\Y.T=: /2***** /F3]H_PI?3_%/1?%5Y M\,C\2_"VE:%!?&WP0T+Q9I7P^_X M6%X?^R*^DZ+:Z=%+*]2#80DXMI"2#)&$^5*>%;O[5C:?\ #'QQ\)?A"C4C% 'B^C_ #_ %'QI^Q%H_ACPR@\6RIK"/?N+/%/C'4;+4 &/B>YBDO#I<;):6T,*;(8 M8MWS$!>2S&-&TOPYH=Y%:>+O%=S_9NFR2.%^S)C M-Q=\'VBBRW^]LKR']C?PKX?C^!WQ#\/3:=%XCT>P\8ZR$TYU68W*QRJ4^4G!+ M%P>3)8Q^2RO,\0^0"NZ#'\2==TM-*TO[%!*=-TN&,L4SO^>5B[ER2.O'2I?V>/AG\2_A M4$TG7Y?!T^@/YES=W.E"[;4;V]<@M<3/+\K,QZ^V .!0![WI110!G:[I-EKF MCW=AJ-I%?V-Q&4FM9T#I*O=6!X(/I7QYX3>U\+^*OC?K^@:%-\,K^+PGYUM MX2FMA;32M$L@&I>6F8\;B$!0]OFP:^N?%.LMW FWS*_P!HT?)KUW^70](EL/#T M,:?::5H5^SK;/# MV>M>(:7^SJMMIJQ9WNH17D$EQ9,\8TJ=5NHH+AI6:X!\R9P^S=_=%=5\.?A M6GPT@E;39HXKV33);$RQ:7,BO(9VDAD<8R1&C! .N!Q2DJ26DJ1QE7I:?MUY%AOBQ\.3I6H:A"]_=PV.I+I,L5M#.\S7+9VJBA\N#@X8<4_5?B;X'T*WO[MF_L=5M(-/LH;^\,L,PDMUED*1QM'NW!S@G;V7FN0U']GB*>_TI[37+ZWLD%F M-0@DLIJTS6[LP>-E4%"?,<#N,]:VM.^%U?:99W6ISZ37=N89I;F>V2(MPVD9D93C"%BZN^JBUT@:/;8L)U81).\D.JT' M:/;8LU81)\D.JT' M(#0^&OD@LKF'3[>;PZ^CR'^RYGEEE=*#([$< .S-\N-V<-0XT5_R\!3KMV=(] M92V\,RH62\LW55,A9-2W *#@MD28V@]3T%4+74O"U_XG_L*U#W=X;$:DLD,[MO 83(8_E<.06W#I7ES_L]VEA978T=[/3[Z2>5XIQHTK*L30QH8BI7!4O&SD> MI]:Z#P!\-;SP1J]QJ<5_'Y[:9/9PP1:;.L<4LEPTRL 1G8"PBWO1*-%1NIW* MC*LY).G,\3R/:E8:S;C5Q(JO:BUN&N%"+ND,D0;<@4_V4+*V\27!2 M^L4MJ7\ 3IF^T3K+ZE^SE-?S7K+J-G BQ/%8JNC3>)O=TCTS6-5\%:!!' M?/ZG9P0R3I:_P!N9_WCL0JG:YQD?QO@\GIWK4M]+T&\FGBMGAN)8"!-'#>L[1$ M] P#D]?K7AL_[-31YF668WOGJTHQ\P$9,9'OZ5Z)_! MC^ =3\07$CQBVU.43+;6-A.H60LQ9RS*3SN^[D@=]4U14;PG=ETY5G*TZ=E\ MV=O _,(WIG_/NW_?^7_XJE_X1O2_^?=O^_\ + \ %5- :T']RY_\!)O_ (FC M^UH/[ES_ DW_Q-F,\H4W MROK4M% $7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$ M7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E? 6CROK4M%&H$7E?6CROK4M%&H$7E?6 ME5%%244 -VT8]S3J* &X]S24^B@!ACR/O$4*F.[4^B@!N/?XC4E% QNW_:- M&/YIU% #?QH_&G44 0 M^6/4TOE?6I:-*0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^ MM'E?6I:*-0(O*^ MM'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E? M6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M&SWJ6B@"X=_\9"TJ0# Q M2T4 %%%% !1110 4444 %%%% !1110 4444 %%%% !37<(,L<"G5X]^U-\0= M?^'/PH-WX7N[/3->U/5+'1K75-0C$EO8-F>#[#Q)XET:*RO])6XM1-,T]HI M"%@?EB9AA\YY[['Z$^M?"G[1?[17C[]G2V\+>'S\2-*\4^(MM)EEUWQ!/+I<5O]J.EI-&BV82,,L<[*TIRNT[8<_7U?XX_M%Q77PZO?^%>:Q M>V>LR3:08=&8DN]N+>[NH$WPO*GERL4FX4$X/T- 6/I7SD_OBE:5%;!;GTKX MK\1?'SXE^]*\6^!;CQ+8:]XJL?%NC^&K/QN=/CC2"+45+^9-;I^[_T 4KMX M4[5RMU=M$]NY .UPT@ ZXSG!/0FM#57*Z) M9WEW??-O!#90M31I MDWJ8RCPS,J_;@)W)@?*J0K;K<76FW$B>2(U3 MR9"069.#QGI1)4%K&8XRQ#TE3-W0?%OA#Q'+:)!::E9BY@DN5DU&.:V1(T*@ MEB[C&=ZE>S#O6\\7A:)()'O[*..?/DR2:EM27UVDR8;'?%>/+\!+FXL$MKG5 M@8$LKFQBLQIUT\-M')-#(L498%O+ B(P3_'Z5SGB?X17^A^++0:?X8E\1:.=M1>^AM(M+=;6!7NE?RV;@P^6J[MP&UNF*:A1D[*H2ZF(A&\]5_P"OF>^>'[CP MSXFTZRO+,,([P.T$4T[I*X1B&(0ODX([5D?\)CX3)QG/X9E^TV^HQ.8S),)D MMC((,,8F+;=VSYL%O/&-Y=7S+PJ;4+_%_MI8J^(:3Y+._X';2]BMK/3)+72K%;2T@>:+1YADW5NF=R-]H4J,^>2G+=_6 MA1HM7]H'-73M[*_]>AZ@=8\)?\)8GAT2]=0:U:Z#+=,80!((S&6GFX_<^] M6LUGX<$GEFXM?-P3Y?V]M^.'P?L[7MI?Q7UMJMA;W=GY;6LD> MB3@S2)=>>LEP<9=L?*2.>]6W_9^748M8FU'4HY-3O=->TANX=)F4V\[W33M(MH(R%(;85SG&:;C1Z3$IXCK2/4];Ü+PEH-EUIY9::C>1V%M-:SR3(TLA(4 M;E<@+\IRW:KYA\-_8[NZCEAN(+2-I9FMKUI#&H4DY"N>P->=0_"4)X4T[28Y M(=->VU^+6W6TL+EH2%!#(JL,J3G/'RBIO GPEMO ^AWMG;R(DUYHK:;<2P:; M,GG3%Y#YS#;S@28Z\5G:G9^_K5=Q]X^!H-&TZ?RJ0G@2#4K^_L)YVN"L'E(ZY4E-G55&!BJGB?]G^WU MVT\R"XMDU1WD$\]YI,TB3QO;I I; !WQ["Z-V:M&]#U4[(R4L0M'3NSUUK7P MVDPA:YMDF:0Q+&;\ARXQEIDR6&1\O6C[)X;SM^UVF[:TF/[1.=JG#-_K.@/ M!/0=Z\3\}? QDN-8U:*2;4Y6TP6EK;P:7*UXLT0C,%PCL /.+IF0G[R\=]TI M/@:&@D@LKF'3[>;PZ^CR'^RYGEEE=*#([$< .S-\N-V<-0XT5_R\!3KMV=(] M92V\,RH62\LW55,A9-2W *#@MD28V@]3T%4+74O"U_XG_L*U#W=X;$:DLD,[MO 83(8_E<.06W#I7ES_L]VEA978T=[/3[Z2>5XIQHTK*L30QH8BI7!4O&SD> MI]:Z#P!\-;SP1J]QJ<5_'Y[:9/9PP1:;.L<4LEPTRL 1G8"PBWO1*-%1NIW* MC*LY).G,\3R/:E8:S;C5Q(JO:BUN&N%"+ND,D0;<@4_V4+*V\27!2 M^L4MJ7\ 3IF^T3K+ZE^SE-?S7K+J-G BQ/%8JNC3>)O=TCTS6-5\%:!!' M?/ZG9P0R3I:_P!N9_WCL0JG:YQD?QO@\GIWK4M]+T&\FGBMGAN)8"!-'#>L[1$ M] P#D]?K7AL_[-31YF668WOGJTHQ\P$9,9'OZ5Z)_! MC^ =3\07$CQBVU.43+;6-A.H60LQ9RS*3SN^[D@=]4U14;PG=ETY5G*TZ=E\ MV=O _,(WIG_/NW_?^7_XJE_X1O2_^?=O^_\ + \ %5- :T']RY_\!)O_ (FC M^UH/[ES_ DW_Q-F,\H4W MROK4M% $7E?6CROK4M%&H$7E?6CROK4M M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$ M7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E?6CROK4M%&H$7E? 6CROK4M%&H$7E?6CROK4M%&H$7E?6 ME5%%244 -VT8]S3J* &X]S24^B@!ACR/O$4*F.[4^B@!N/?XC4E% QNW_:- M&/YIU% #?QH_&G44 0 M^6/4TOE?6I:-*0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^ MM'E?6I:*-0(O*^ MM'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E?6I:*-0(O*^M'E? M

\ESY=WG[D/?!?CHOB&&"26&\LD;4%M8 MMS+"#Y6]@/O!&^"'(&X GM4I7;!MV370]VHK*T77;/Q#I\=]87,=U:N2%ECR! MD'# @\@@CH:U-U27Q]+1110 4444 %%% !1110 4444 %%% !1110 4444 M %%% !1110 4444 %%% !1110 4444 %%% !368*,FG5E>(]+FUO0; 3[M?4+C29[J%X8[ZT($UNS @.F01N'49% &B944J"P!;H/7Z5)7YU?LR^%/$]S\ M:/#IO-
6U;7/#GA_5;^&V.J^+K,3)-AD>1K%$\PL>I7<1WK]%:2=QO0****8C MB_BWH#^) A]KNEQWS:<;BV(^TA&< *0Q5E7EE;&T@* M/"5S>65[#JC^%=,TNQEV:;
<2/'Y7E(V6MV.UF0MMVKGI7V .T42M+*XC5%+, 0D. .I)]JS_[>TG[/97/]JVGD7;!+>;[2NR=NP4YPYX[4T[%7/GWXK1?$JW^ M&VEQ>V(\-OH\>HZ2MP8?M!OR!=P#J?
DW[NO;K7TOZUY7^TC@?"]@.VL:9_Z7 M05ZIZTA#J***!!110 4444 ,D[5\TZ3\0U^&7[0GBW3=;3^S].UVZCGBN;C MY4P$"AE/<$\&OI9ESBN8\<> -#^(&B3:,KEBEU _W9,8DC.<@HV,J<^E:1<;
M.,MGV];D23=G'H=#%=1/"DBR"1'&X.OS*1Z@CC%3>Z_5;BA-27O^Z^S_3N?4 =6Z&D\U?6O+]) _:,^'FI0QF/Q M-;12LJDPRQNK*3V.5ZBM5?C'X/=HI-Z^HH =13-W^T*./[PH ?13688KRKXK?&ZX
M^&6L1P#PM>:YIMO8_P!IZI?6MU$ALK?S-F\1L0TIS_"O:@#U>BO-_B/9=+\ M!^!Y?$5N]QJ[LJRVMG'.(VND\Y(W9203\GF9/'M6S7J-EJ%YKD]O%]K%/\UQ' M+
($WJ0"'!DGG&=I'6JOC\RGPUX\A\+:?;6.HWT-K'?T\=U?BT=()1$AC+@ MHS;N=I9'=*34[?5+++4=.AU>/2=1N8Y\)9,X8EV(!SC;VZ^M M7M1^-'A_2-5F%Y?6MOH2Z5#JJ:T9@T+B25XU10.2?
DSQ0@L>BT5YLGQT\WW MBBX\.Z7>PZEK5O\ 9))(!*(E,,^"LB.WRO@'.T')ZM"]/B1X:8:NPU_3MND. M([]C<*HMF) & GC)./KQ3"QU5%8OACQ7I7C+2H]3T74+;4M/BJ.2?:I;45=B-.F[U]17G*?'/
MPV=)74Y/[1M[3[6UG*9K"16AD5E#;QCY5!=1GU-;_B/QJI/A75-*T[4;.B_7N 27R;6%8V;>WJ2!4O.Y)K!5Z;7,I*PKKN=0#FBN'T7XL:XAO{>STZ>:ZN9 MIS"L20,&QMW>:0>:9&&
[YHK6,U+6+N!9^+&LV_A[X>:_J5U<1VUO:V(/B%\-+K0O#-R+;4Y9XI#(93$WE DL%/0GIPW'XXKDOA=\)O' AV/54N] M=CTK4YX40ZS',VI?:GW*P;RY<8$: Q@MZY%>_ 0J=N7 WG.:>$5>@ QTH
^7O MV6X;JUG^,\%]>?VA>)X_O4EN_*6+S6$466VC(7/H*]PKQC]G' D-?&[_++* MJ' HJ*O9ZN)#"BBB]$%%%-/WJ8'-^+;6:XU[P0\47B"1(-9#2G0I@D2#RGYO M03\UO[?
WL5H_$CP_=1WMIXNTN^%IJ>D0/$$,8=)HG9-RG)'3&1[U1\4Z>][K M_@MDTO5-0^SZN)6ETV[$"6H\IQYEPI(\V+G&SGGFO2+RQM]2L)K>YB26"9"C MH1PP]*R9<'9W/)-CJ#[U
MZII.L6>MV%O>V$\5Y:3)NBN(CE'&<<'ZURLMKKG@S4[:2V:XU[09-D4T$K-+ M=VY&X"1#@!E^[N!YKS]'\2^!_%%PGAJVO)M&OKAY([/4H)/)A:0[V$:*05P0
MQ"CJ"::M/3J9\LH.\=8GOJ_=]*=7D\7C+QM%J%K;SVFBO++\PM-MS;R7" @, M(6DPN\ YP373VWC.:+5[/3]3T>^TM[TLMO-*R/&[@$["R${6(&1GK2M8?,=C M13(SGOD4^D6%%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !438SS^E2U&W !Z/[->J:;)^ MT1);3GP5'IJU[4"D%Y;:E)K\8^;Y5G($## R&/;BOT._BI1^%%S^(=36.T4Z MBJ(.)^+]G=:C\-?
$EK8Z=+JMY-92)%:0OM=V/=?5A]X+_%C;WKY@T3X?^(=. M^'EM9:OX)U#6WNM-U#3-,=+)4F2ZEE#QWLT).+1G!P<'Y?+]#7V)KFM:=X'XR>!;K2],U*/Q7I+:?JDYM+.Y^U($N)5.
M&123RP[^E"T*OT/'OBM8_$K3_AWIMKKUUX7N-#M]2TF*9[1+DWKA;N AF)0 ML2.21CK7TQZUY7^T@-OPNZ8_XF^F?<ET%>]W AU%%% @HHHH **** "BBB@ M!#TJM-;)
<1F.54EB;@QR(&!^H-6J3]!2 Y34/AKX2U>)H[SPUI4REMYS:(" M6]<@9KSW7_V5_!.HF5]/^VZ!,0Q4V-RVP$\Y*G.0/3->V;%]!1L7T%:<\[6N M1R1WL?,ES^QVODR-9>.=2%TH_=&: ;
W4$X(/Y55/[//Q!T>:V:U\4V>NQ*V M98+J26V.WV8;C7U)L7VI/*3^XOY5%3EK1Y*L(R7G%?Y%03IRYH2:?JSY7UZU M\>Z0(HK+P=XEAU6,JYN[761=6V.<[00#],\U/X>^-=]=:;'_C^PT^]MI3#/
MI/B"V\B5"O!W,,EOKQ7U&$51@ 5S]X#*-ZC/+/<'=+N9YB6EFELHV=SW) M8C)/O7$\NP$KVA*#?6$I+\&VCH6)Q*:O)22_FBG^*LSC/#7C7Q/XPLC=Z)_P MC&K6R,8VFMV;V5E#@#
(/RY'6M6'7O&=L9([OPE;7;@_+-+:7ZJA'T89K#U']F[MPI) M!A>]/$S7K9_HR%B)?:HI^FGZHZ/_(27Q6/^9((^FHQ?X57U#QOXBTNT>ZN? M:!Q,XMXOF?
R;Y)'QWPH&37,2_!KQO;74AL/BSK,=NV,)=P).X]?F)QU]!3?^%1 M?$3_ **[J'_@OB_QJG@)-:8M_P#@* \ D ^LI:NA^+_^2-6;X^:#!*(YM.U: MWF&"8Y+3##(SW-UQ@!;6(LH+'5+=P
F^8)#\Q4KCC##K MS4FX?"GXN),G]F?%*.XBV;ZT5&W9[5((Q5./P)\7-,D,=\OA3QQ#(F&EU M" 12*<]-P4$@=JQ> S"/O4\73EY_K7XK (J.+PSTE0FO--,R_$'[/^M^/S]F
M/C31FTC3DO+;3H+2W+R*)YXY3)*^[IXV;=JX7&*V/%G[/>I>*-=\57QU72[: MQOKJ&_L=&3S_ +)-5?7 M$8/X*P%4+GX6?$2YF>0>%O#]N&Q^[AUFY5!CT&>]:.GF$5_R[?I-_P#R(E5P
M[W]^TEB0> M-=!O(VU3P"NKV#\-_8FMR>;&2>N'.#@=L?C5F_LK/3E1I_AGX[VN<+Y5RLG/_MN%8XK-T\SOI3@_\ N)_P"O:X1:N+_$.BK_Q*M(^(MC:(O\ JKBU295 Y.,G& *:DOT-S2OV=O&.CV
M%]/ _)'I-]K8U*TO[6:^AFDA?R#- K06RN1-G:F%!'O4^]_LQZK;Z#:Z?H/ MB6.V*6J07(EC:(7+&YFGE.Z,@QJ6F^55],'BN=;XUJW3QIXH_P#!$/\ &G:9 M)M3,?E3^+3:HBE4<7N@R _!V+
'G'M1SXQ?%A)I?]NO\I GO;]VO'\5^AU^ MF_L]ZWIBZ?:#7K!],BATD3C[*PE:6RU0:'^S++8>9;WNK6M MW96=HFEZ;&;7+-:B\6Z9KHDXEDRNT8&T?>QDFI]'^-^I7FE6TZ:]X)G21=RO M<:B8I&
[99"05/MBNET7QAXW\26ANM)B\+:K:ABAGM+QY$##&5R#UYK.6-D>(-(M;: M*:W>:.ZLF9DRN."2<9YKOQAE3T]ZUHUX8N+:35G;56?XF-6G*D[-I^CN>3Z_ M\'M2U7P'HOAF+5K5$M]CW=[-"
[3&<.':6(AAARV[V>M:/C#P-XC\1_V$L>K MZ?&--U 7SM-;LS2!&/E+D$8^4G<>[E;1Z4;%]!3^JTG?303?!?4' M\3QZS:ZO!ITCW.^6.SA:)8X5=&18@I +%>596+9#;SQP**]?VCTHJHX:E" _*M
MP22V(;D*0@< KGD'I7R1\/[76(?VIK:.]\:>8TDMYXN+"9+2Z%E=-&RQ7)C$GE-CAMI(#8]*^3_@QK)T M?]IO5O#EW%:R:G/->737>CZ)#=0R1\D-/[" N9(')X$+CK\M=12/K[UIU,S@D
M"C<01GO0(^:/VO%_V<#_ ,3OXW# _*J']_HJ*O: M*T1/4***8@HHIF[YJ8')>..COO$GP[=]$BU@VVO"59I=1%J;$^2X\Y5)'G M'MY8SQSBO7T.].?<32]%U P:VLJ2:K=^1+;-Y3CS+49_>
MS=MO]VO6D6$P>OO63W*6PC0J>:Q]?T-=8M8U$\EM/#,L,\Z\E'!X..A!!((- M;E-==XQ2'>QP&M6>L-Y=OJ6G1^(=.:;<)[0"&[@X!5E&0!AAC(0.>_K5*_T&QU0];R
MTM[LIG9]HB5]H/4#/8T+38)6G&S7W'.Q_$PM[U;?4[>[T5GB,L;7@0K(,\@ M%&;D?RKI['4;?4K2&YM;B.XMYE#)+&P96!Z5PUS\(X(FD.F:@U@'NC=*H@ M0B)B01M8 $ $<#..U9\7ACQAX
TV]7P\]AXD>XNGN!9W:+:)!N&6'LO&'1Z4 M[IKL)W3MNCU7=29ST:O,=&^(&I7UA9S7\']D3W&T;&LY)H0%/G(2NTGCGI MWK=NKKQE97%/B%: M:Y8R ;U31M3M96M[JSN7VF*0?
W2P&]2.0P&*Z:SU&"^C\RWFBN(\E=\3AUR. MHR#U]J+,I-/8NT4P,6Z4O/H*0QU%-RWI1NH =13=U*.E "T444 %%%% !1110 4444 %%%% !6?
K&GOJFEW=G%=SZ?)/&T:W5J0)8B1C M>I((R.V16A4#\G&,C-)@?GO\$?&8'Q\\&^&[S4/%NH:?9ZE>#3+S6?$5N%F+ M"0%FM(X_;+(P*LV%/7&:_0U:^(_@U9^-?%GQ]36ECTK4M,L=
S!@,'DDYK[<4]O2A?"BY_$QU-;I3J0]#9!A>,+B^M_#6J MRZ;:?;M02W?[-;;0?,DP0H(/&-V"<]J^>/&_PGNO!GAZST;3_"MWXJ2]\-76 MD(;6%'$&I3R"1ŸY2<"-69B?,_AV
5].7%REI$\LKK'$BEVDD8*J@#))/0 #J M:Y+_ (7!X-DTZPOCXDTZ.QU"8V]K<23!5F<<$+G' [GI[T#6B/'OBOX2\;Z# M\-,_M7QE:ZCI5QJ.D12Z:ND*CD"Z@&T3^83D$9W8Y_&OI7UKRG]I [_ (7[
MAT.KZ7C' 7]#7JWK0 ZBBB@04444 %%%% !1110 4444 %%%% !1110 4444 M ,\L>II5&WBG44 -* TTQJW7-244K 1>0O\ M?G1Y*_[7YU+13 @D7&-H[_ M2OG+Q=XW^(?A_P 5?
$:&/Q98MI_AK25U6& :,NJU=7*QEMYZ;1SCGTKZ4KBM M<^%F@:S>>);Z[CF,NOV26%^1,5#0H"%" P!T_,>:3&K)ZGDGD[4&CZ/H]FVL M:)K=OK-P$$.G&U'VBXC\E97G"*3L0*2<-
ANP%:5S^T;HRZC>VEIH/B+47M]3 M31HY+2T&RYNGB$H1,L#@(069L;>]=!J_P>\.>*+BVU..YOK._@,9MM3TN\< M\:HGE[4<9^5EX8?Q5GMH/@C0?&R:?ON4U^XOY/%!@4R,!(T?E-*S
;40JA&T MD9(IZ#NC*M?VEM+N+2[F?P_K%F\=E]M@CN_)B^TJ)A"X5FD 7;(<98@$[M@WAO2;RYO;+7[;3KG3 MQY+RW4,@DX0ABJ,3&>&(([U)=_M&6;/EC!';VSV5P4>-4=GZG.69I'W,>3FDAI
MQZGEEOJW@/Q#XEO ?AU86.B2G3)H=;FLHY%F-X<[&0,&0DY ;&%QGTJAY/P@ MOSJVH6>B>(/)A:(7]G!!4DL2:K 9E@,MLBL_,O' VG:<$'&*IMO@!X5L[FS MFA;B@#L
G"L/VMC& P!FD+P.ZG[S G;GNO%3:1\!_"FB7-_-;V]SFY"I&CW# M,EI$LPF\F!>D<9D&XJ.IKH6(K)6YW]YA[*D]7'4YGX%^$/"LON/$&D6.O:7J M%C<3Z7*#?6^MZ?X8O-,O?$^GQC_0[J4A(
M7/3S=O(&.>*O>'?"&G^&!J@L$=/[2OI=2N-SELSR8W$9Z#@<5:U'0K74[&^M M94V)>PM#,\R2$,I!PPP0<'@UG*;F[RU*45%61XYH?QH\8MX7T#5-1\/Z9.F
MI^(1I37FG7+&!;^_'3A]9UOQ7#HJZ/9^')UN@]S+?RLJQVS#$<:@X)G+D#/ MW<%V#%%9 MSY)-*:%'37Q'H$_!C]<\>_6 AOXH@\)_&W2_*.F^-YM>TR\O=15=!M-2M M+A;
X>8^=&MNLJ*&R!ND)5C@YKZEDQE,](^4OB2)\1:/8+= MW*26ME(PF%IM;RT= ,-))*LDC-]WR4"]:S-4=E^TMHWB_7_(875GX+W'4S M.-@R_.3M_B7C/-<=\./#GQ7TK4/%%R\<$>O7"1%
[C7+R2Z MTVXDW#8(!&0ZK'%N0Y +-R9Y46[8');'UKW.O&/V'E,NLA(QKH9I6;R6XLL#BX]SQ MMS7JT?3KNY/-9-^/K^*R\4?#E9KS2;,W.OK%&FJ:>UU).WDN=ENP!\F7OYAP M,
<9KV2/..>.3Q63*6Q)1112&%%% "8'H*:T8(.!R:?10!P^!?;0KW2I[* M+FR20<&WNI/D^;=\JEBO)]16'HFC^)? 6MZM':V=UXET>[$,EL\EVBO"X4B0 M$-V)P:]4IFP>E+8KF9Y_J?
BG4;&WGOM4\$S_&:"(O),D\$S@#T4X)_.O.M4 M^)-GX,\47FJ:4T%E;:A"LUSI=VQ9)Y0P#21-%N$&20JV][EC@?*O7^E=K;>,]4O[>.XM_"NH2PRJ'1 MQ<0 ,#R#R]=3=6T=Y!)!-")
(9%*.C@$,",$&N;D^&'AN3RL:4L0B78JPRN@ M], C-)>8'Q3JZ_\REJ1_P"V\\ \71_PE6L-_S)^I#_ +;P_P#Q=5&\$:I9 MSR+IFJ+#I^%$-K<^:Y@ 7!"L'!//-95[8?$'0]6>33&T_5;&6!5V32-'Y<@
M+98!F/4$=#3#E?21OCQ5K\ T*.HC_MX@Q_Z%$WPGXNMO%5K/)%#/9W%M*8+ MFSN5VRV[CG:P!(Y&""#R#7+-? $UAG^Q]&)ZC-QGFHH;'Q!+.;Z[\01ZK.B M)=7%GK7E+,0, D GK(&Z4-
(%ZUY$^N:Y&\R-X$UC=&[KE M-59E?'0JP&"#VJ75-;BLX=-N%N]>\,W<@8M'<6S7"=,=F3&P8D$CJ#1H#4ET/ M6 X/8\4>:*\RLM9GO[2&YB^(UMY4RAE$EC K8/J"014XO+G_**19_\@';_ M .-
*Z[A:7\IZ-YJ^M*K9&:\NU'5M5L;9;BP\;;JJQ'(K?89XX(%G4$;D\P9 MV$KG!Q4Z?$[5]H_XD>D ?]C'#^_\ $477<6O5,],INZO,;KXL:M:6\\[Z%I9B MA4O(4\0PL0!R>-GI7=:-KUGKEM%/9W4-RCHLF(9%?
(!&<$^M5;J+F5[&GYF M.Q/N!3?-S4TG'I7R]XK\)_&&:_\ %L6GOJ$\\;F73;PW"QM93F4^3'A9QYL M(C/#80JV"0P&*OZ[X#^+&O>.(Q!K>H:1HL]G;_:+E)]\EHT=N1+'$JR*L@EE M)8@-
GD$+2+L?27GKP.WTS7]5FO'>3<#E1% M*/*4@9KBW$H1R M3G@2.[#CU:@#JZ*0$,,CH:6@05YG^T\2;[X1?!_Q#XOTRS2_OM,$#1VL@}$ MNZ>.,J "._<.<<]:],KD?B/K/A+1/"=W<^-
KO3;3PYO1+A]5*BW)+ H&W<9W M$>]2P/GOX5MX'U#XM:=]-E^SIXT\(ZY7\.G(T0!VR2$X9B2]@*23FO! A)^V+<_%WXDQ: M)8Q^#K;2);Z>TC' DGF:G*L8)#I;B/#AAR,-C%>C_M1:;?
ZK\+Y(K/P]8> M*;2.\AFU+2[\1E9;-23+M,C*JOTPV1CFFWU125W9FY\'?C5HGQJTS4KS1[34 M;!M/N?LTUMJD AEP5#QR L"CH0RG/0]*]%KPW]EO3?$VFZ-XF7Q1I^C6]S+ MJ0EAO-
&@CACN8S$A52J,P/E#$0;C<$SBO/6O#7\ _$4=+U.35M%_P"$@?5M,N]!LH;ZYMDN M=.MY"K1R710"-B#NSY0)P$KZ2\0ZW9^&M'O-5U&?[-864+3SR[2VU%&2< $G
MZ"N+OOCUX*TK1]&U2_UA[&TUAF%I]M)HV(4@,[*5S&H)&68!>:5K!J>9_%? MP5XR\.?#C3EU+QO#]>D6FHZ3$VFKHZ1EE6[@4*)]Y;@C.[&3^-?2GK7E/[1D MBO\
"P,I#*VK:60RG((^W0$$'WKU;IQ.HHHH$%%%% !1110 4444 %%%% !1110 4444 %%%% !56_M()0LKBUFC$D,\;12(V<,I&"# MWY!JU5341&-A"\@+(LF#M+
=1GK0!D^"?!.D?#SPS::!H-FMAI M=J&$, =GVY))RS$DY)KFO&/P]U'Q'XY\:Q#)86-KIA#R72JXOI@-V;% _N@&MCQ1\&=0\<> ?#F@:UK?F7=A=/ M/P\/LDVL?:=/$MK#-+!(DNIQ; M
SW#1R,QBF'*+DE68Y4"NTUB^UZ[\)>#+]M'URTT^.X/JKZ59R,^H&((Z1[N M0SJ7",P!W8/L:"S:^'7PVG\)ZQXAUJ_GMKG5M6EB:22T\Q(PB11IM"$D#YD) M&!G#8S7HI;:N3^->?2-
/'_A;4XWN(3)I>HZR^AZ5IMSJ3JC0HUO<&0DEP& M$F_/8>M9VO:Q\2]6LK*66+6;*YM=7AENUL])5EMD#3 B ;O](0IMR3G!P>^ M"/HQ6R,T(^_L1]:^8E+B8G,"A?+VXZB@5CZ H
MKY_B\0_%/4ETP6PU"W#1<2WLMWHT4;13);[U@12>8S(-JOR3DC/>O>;2222W MB>5-DK(I9?0XY'X4 3T444""BBB@!C]4^M?#GP8L;:/]J^[NI+V2.RDUB]_L MJUT[RYKR*K,Y1 M99_/:.-B %RL:
[P,>M T?70[_6G4T#&:=0(^9?(?! M,2:PNDK\WC^[7JZ_=]*M\D\9:D]AX@\"QQZI MJ^G"[UH0M%I5J)H[2Y>NY8_P"KB[[A_%7K4?W.F/:LF4MA]%%%(84444 % M%%% !1110 4444 %%%% !2$
]:6B@!GECT7\J3RU]%J2B@!NP8QT';%02VL ME\4>*[>R_X32XTZ[O&\FYM]UNFE-YQ\HVZQR9NH M1%R5&S+8#<9%==XKT_Q]XK^(]O9V&H>-?#&G6VEE9]2-7@O9!#E@ELK".-R MP.7;*
[=1>1W$!O52. ;;Y0+:UR2KPFW+,S@! MODQW-=I\0/"GBSQM\0[F31O$/B[PCH]OILLDMQ9S(T5S.K[$BA@;@$JK2;\Y M;>G2F,KZ3<_%:^^'WC;3M5L9X=:@AA.F:HDBB:[C90941!@)*$4C<,?._J*\
MRU_P#\5-?TY=\5^R^-="TO2H1)8:=KFM3-J%[_I"E\KY@",4W*%GWX7ZUZ9H M^H_%:Y!>.--U/3YX=:M+: Z5J:NHGO$9 90B@[1*$&,CCS'KS362"/Q3U;3
MK_5?"7_":;11]C%YFDV&O:HXOIB9U#@*#A?D#A5FWD+SGF@9U'B#PIX]LEGN MO%%_XTUS0XM9GL%M?#5RT5V=,1,VDI6(JTCF1B)),[F4#(P*T-!MOCO!X8\$ MQ7D%G=)!?K]J*F^":D;3?
F..=B"C$(PWE.3LYYS6=KOA_P >VTC7?B:\\8ZW MH%OJDNE"S\-,4N9;"-&:VN2L9!=W=L.X(X1..M5-OQGM_#WP\LM9EUZ"Z:[: M2?4-$1;F>"W4@HFHH<"1RI"?*=OWV;+ 4"/K
=!CIVIU,CV[!M^[VQZ4^@D* MX;XOBV;X2'ZG'=6D5[YNR&!)*.IQQS.P6.1K< EU5B"?0UNU5LM:S2'[J2#Y34KX47M,\O_8;2Y_L7QX]Q>

^M>J54OM/@U*)H;J*.XMVQNAE0,IP002#Z$9H ^;6^$ M_B_3/$7C'Q79:;$NH_VCJ']EP6H$=U?&X58E>XF)P8$&75<95N:QO^%1>-]2 MT?3/"EQX7M-#TC3_
!);ZA9D31ZG!!;21/YX9'"APLOS;2/^6G>OK:FLNY<= M* /(O@[9?8_&GQ#M+>2*33[6ZLK=6MX1%']I2W G*HO"<[<@5Z_5:ULX+,2> M3%'%YCF1_+0+N8]6..I/K5FDP.>\;VFIW_A;4K?
1Y#%J;Q8MW5]A#9\7;BO M.[[PIXMN?@CXJT;5&FU/7KRVGCMT:<2,VY<*N[CBO8V7(Q2"/'>N1X:+Q"Q% MW=*UKZ?=W.A5Y*BZ%E9N][:^E^QWW'PO\:>"/!=HND/;":\N?/U+3]&@FBM
MK=1 $C6"*-U?(<;F.[EN2*O'PJ]XWLO .K7M[>ZYJWB(?95M5"R*MTBQJ6C:% M'!B5VX=@=P/.>M?0M%=A@?.?B#2_'$&OVFJ6NDZ@LUM0(R/HL+L]M,/)59!+ M.CJ5,;9VLX-
8<7G@QIX5T*\T_1K#4[;9KU]/>,[S2K<12AC;R1>7(&8*3 MDX(PWW@:^]** N>!>#_!WC9S-/KE_J]]<3:B+;=/=&.,V+6I5W$0;Y/WA!_O M]*9X>\.^)=!_9LL?"]CX=NYM=;&G3V=W<;%VM(?-Z5]
44 M?*W@SX.>,M3\7:?::WHUCX?TK0K:XAL&N+>+5X/L[W"2PP*9,$,B[EWX!P@% M>A_'/2;S7)TTVVC^T3WN@:M:V4&0"UTT*87)XY3HOASXH^'G@6VFTZU:[UF[OK:YFT+0X9+>Q"I"L9C
M)#AHR<;V?."W48K$?PY\3[K6O%>K7/@[R+;Q5INHV%T6DI+#/&/*?[#NC 4 MJ/W9()^_FOJE%VC'4]S3] /FB'P+?^ -+^$FE0R6H\02:Y:S2+96$=FZ6RV^
M+M&$9(?"CYF/6OI5<;>.E5I=/MYKB*XDACDN(@RQS,@+(#PP!ZC-657 Q0 Z MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB

U&Q^)UU'-;17>G11MD M><'"M@CU R&&.#W[UW0QV*I_#4?WG)+"8>?Q01YL_P"POH/.WQ3J:?6!"/Z4 M1?L,>']WS>*=2?UQ%&/RZUW(T_XRQO!.=0TJ0B!U:W.T*\'\P[6R ,ML/TS6] M#'\3%7;7 \^DRZJ^PZ477"(PDP.?[W'TK?^U<;_P_7^'^1E_9^%O?V:// M-,_8D\%VSL;S4]8OUZX\Y8P/R%=MH'[-/PY\,D>5X=CO9!R)+V1I6_4XK%U' MP]\8]5U'1)SK-
AI*3PS7<%OM*@+NWKR,L'",,XK:GA^*TVFZG L^E074\+? M9KE"";:3#=%(PRYVX)YZ[JYZF-Q57XZC9K'"8>&J@CT/3=(T[1(!%I]E;642 M\!+>)8P/;]JRPSCKZUYA>6_P
5&UL):7>DPZ5'\V^9)P&DEG&WSC@ ;5/S M?3M5;6'^*&O^$+5/-CMM+U9KN>.X=W5.,&YZ2"0@= 2 >3G)[=#'1D5:7>OK7F7B6Q^(VK:-;V=A>:?IT\ M]E-'=7(^9XŸR<(5XQM"^G.:?
>V/Q%LKJ*#3+G3[C3TA@C\R? E#*%$C<@YW' M<>: /2?,7.,\TWS5_P CWQ7EW]@?$S6/"5M::AKMCI^M?;8I9KZP0@+!R7C5 M<8;' &>O>HK'1/B39::&EUJ&[OX+ORPNU ES:HCA7;
<"$D=B"P&<8H]8:51 MWI/-3CYNO2O$Q>?&*TNK*UG^P7-Q<"1C+#"IMX<#"J[Y).[@=JZ+PS;_$B MTUVU?6+NRU'2V0^?$BQQL&VJ%((&?O Y% 'I7F#&>+ M;N\\
[0O%]W91!GN'CFQ(7;=E(5&,(AQ@MR0*GTKPKXPN-)^P:YX@62.<$W-U M: QW*DJI A8?*@#[AR#E: /1=X[TGFKW.*\L\5:7\39UU&VT'4M/MK-VDM[6 M289GBB^S864L1R_G=
<]N:BT31_BE8:?!;W.IZ0:]%4DYS MT[4 .HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH YOQ[!J_A;4(]!W_VNZ*L!241.G.]=V&((!VYY(KSBV M\,?%6W68R:[#<3O/*8LS@1Q0@((PPV99B-X)XPV#7LLO^L3ZC^M0Q?\ +/\ MW?ZT#/(Y?"?
Q,N5G1]9VEYP\)6\4+"JD%=V(P6! VD9Y;YNG%26WASXH33W/V MJZUJ*V#RVW^B6\BL(HU1A,OXC^9I/XU^M 'ETVD_$:6PL4^TQ M"XCLU262*]"@S><=Q.4.XF/&&X .1BL>[\#?
%&33[*4^)3<:A]L>6Z@BNA%& ML89O+"'8>Q7<#UKVEO\ 52_[X_I3A_JS_NK0(\8GP3XYTSPUKMG9>))[N_DN8H].N;RXWR M+;+@LS,1CS&)8'C'
K'U7P\)6+F]MKR'5+030Q2I]G%XRQDLB*I&$SE2'8DY MR?2O;5Z5&WWQ]5_E0!XGH/@SXLZ;I"P7/B)+F_WRG[5-W/VC68+ MN]2[6-GD $]>]?Q_BW]*F;H_^>] 'ED7A7Q^- O)H]81 M-=G\D1^;
<;TB2-7RN0H'S:5)('(JII'AWXIG7[>\OM;6OP\\56NNZ=>GQ?>75J]^TU_:2 M.!%Y&"5C0%_BE;:F6@UA)--ABF)!N0\MP^YWC !4!1G8O7[M> MP)]W_@)_G3I?N?
@/YT"/#]**_%6_P!,CDOM9N;*96BD$ NT#DAV+J6V'Y2& M&,]ABO6_!_\ ;":);1:[%%'J42A9'AF\Q9#CE\D C/I6HO\ !^/\ZF_Y;GZ# M^M R6BBB@04444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 00 4444 %%%% !1110!__V0$! end GRAPHIC 17 adgm-20240930xs1021.jpg GRAPHIC begin 644 adgm-20240930xs1021.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4M13_ MVP!# 0,$!
4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" %- 9<# 2(A$! Q$! \0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M!
0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7]#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76UJC9VN'BX^3EYN?
HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H%(%$*1H;'!"2,504 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-
$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$
/P#]4Z*** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "D)P*6FG[I1 0 NZF[QG&>Z9:R&UU&_ENE#))*A'"1Y54
M_B=_2N=^*VE^)/AW\4/B'<6>N3:GIOB".)_$2VJW):22=8WEVAA@N)9"8X;A ME_< C[D67/6@#]*8YDF&Y#N4]".0?H:7S4P#N&#T.>*^*/CQ\4H?%'[(7PWU MW18=5\%>
M5UJPT[75M)&$]AI0F>&9?-7)"%HP/,'52#WKS[]H+_ (0!_"'A MWX- !ZYUO7/#VLZG=ZQJY\$W@]?I7YAV'Q8MOCIJ7POL?B;J+:?X8@\'7-N-+U759--T^
M\2VTQBFAO9TP498U5P1/4UYQXW\3GXC6?@V]\(>$KUM,LO WB&\MM#^;Q)<-_M9[6^H,AO8)00TQCP72,]5H_84,#QWIU><_L^:G'K/P2\#7T7B*7Q9'-HUJW M]M3($DO3L&9&7LQ/4=<]:]&H
**** "BBB@ HHHH **** "BBJUY>0V%M-<7 M$BPV*F265V"JB@$LS$\ #)- %FBO,?A[^T#X2^*&OMI&C3:A'=M9C4K7[= M8RVR7MH7V>? S@"1-W&?QZ5Z=0 4444 %%%% !1110 4444 %%%%
!1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4A&X8-+10!1U' M2+'6;86]_9P7MN&5Q%<1B1=P.5;!!&0>,!-F-NW'&,8JC MH?@GP[X:=&T?0=,TID1HU-C9QPE5)R5!4#
)Y{J:WJKS/\R[3]128&+>> /" M^H6$EC=^'-(NK&6=KI[:.QB>-IF^[(5*D%SW;J:EMO!7A^R$/V;0M-MO(@>V MA\JTC7RXG.6C7 X0GJHX->:?M!?'P? :'0]1N-*76=,0;D6EU!;3JEY&6&4=
M$8_:.H(_6M/X6_M&^ OB[.MKH6LJNJE2S:5>(8;E<_0Y'BZ"K>PA:+)HVG67BK5XM0GPT MB%1 (P!%&J1@?-ECP.U?55-VCK3] "BBB@##\5/(+*V1)G@\YC1FB8JVTYR M,BLW^STR0+F]
!P/]*;M6EXK_P"/:Q_Z_(_ZUSWC#Q/9^!_"NN^()3=DT[1[M.6_N-F-Q2-2Q5<_Q'&!['TT!>_LU/^?N^/_;TU']FKM_X^;T?2Z;_ !KYE_9\ M_:^B^) OM:\:^,?!/AC2#;I,F@N)K6_L#*_[@2RSA5ERHYV#
[U86I?MC>,+S M]J6X^& A^QT'4+2VUB/3UT@!GO+VS^SB::]6X!\I-O"B)/8D]*=@/K;^SU_Y M^[_,"FI?[.3_GZO?\ P*:OFWX%_M&>*?B!??%W MQQXJM[GP[\-/"DMS:V&GW&EK'(XMP?,E,^XL\F4*E.@WBN?
UO]HGXUV?P!U+ MXO76F>$_#_AO4K(2Z)I#I-+J5N\]16;2,1Y3:@GA^;Q+9&*C2Y M]3CBWW<:,2#^[PQ.%^E1_P##<_@Y_\BN+P[K\FEZEJR:/H#,D*?VU,Q<$Q ML7VQ >6V1(58<46&CZ$^P
<"[O?QNF/]:[-7_GZOO\ P):O)_C%\9=:\:/ M\,O^$?TN.#6O&>O6>F&QUI"'MH'4O.653Q)&@^F:]DD4+(X4_*"<9HL.Q3 L MŸ?\
G[OC];IO\:/[/7_G[OOPNF_QJS118+%5K!%X^TWW_@4U*NGIN7_2;S_P M*;_&K.!UIP&TTFB1_@R:632YQ-*\YCNI8PTK%FP&P!DUT-<[X)_Y!MU_U^S_ M /H1KHJ0!1110 R4[4KY'_;#^.?
Q#^&>O:3HGATVND:1JML[)K?E^;.9%/SQ M*#\J,!@@U]<<;2*X'XK_8\+_&G2++3%-I)=6MG,Z\.:"Z'GX^C6KX>5.A/ED]F?EQ9IK/Q"\3XM5U7QEXHG)7/S M74X/?+*H/4\5]+
+"/PQN;SXD>)/%>L6,MG/X'-'M=`LPN/*M8@A/NQZD_4UJ6.D6>EXE348O8^=R_AV.%K1Q%:IS27>II#_(IU M,7USGBGU\FC[(****8!1110 4444 %%%% !1156]G>WM)Y(XFN)$1F2)3@N0
M"0H/8GI0!8W#IGVIU?,G[-'[4&N_'#QK>:/>Z9I:0VFGM=7L>G>#]=2 M232-;M'L[GR7*N$;G*L.A!4$5UWBK_CULO\ K[C_ *US?C;Q);^#/!WB/Q%= M;C;:3I]Q?/MQN CC9L+GC)(P*I >7?
#?]E;PEX.NK_4?$:Y31?V%] \/WL4VF>-M?M(-/N[W4=#B1(0^F M7ETI62?S NZ9E4D+O.%XKC/#W[:U_P"#/"NE6=_X7UCQK+8:=I>H:[XBN;N& MV>W.I/FWC9 N'<*ZC:O\(]JM?$K]JWQ%XO\
%OA[P[X*T>]T3P[?>,ET+_A, M'N(_].6U#27T:6Y&X1;$8>;D@GBE=%7/9?@?^S=X=_9]MO$=GX9O]2ETO71$ MT]A>R!UCN%BV23*V,[Y>2WO7B'C#]@=_#WPVUO3?!'B/5?$.O76D'PUIT6O7
M$:6VF:?/=)+(M.L/ WB#XC0WGA*6W\,W/BG5=*T80W%MJMK(MR168;.6B9WE "^O+8SQU][^VC>:!#J>FZ[\,-3LO&UMJNFZ;!X;MM2AN'NVO MD9X&$H "$*I+*1Q0V"9:?]AKPZMCI[P^+=9?
7[+6+6[6_[>U*W@O9+F:Z55F\ MZ.52CD;!M;&5->C^+O@3I_C>/X?+J.LWSMX*F:ZM2B1A+J*_;HN=)TZ_H_#>?2]4L_$H)*S)=:S"+""[$1>3SKP(8XE!VJ">&8]L& MJ'<]*^%_[.'AKX5ZX/U?
3]0O;V?PIH,V@Z?%<[53$LS2S7#8WV+8()*PO^ M&.M!7XB?\)*?%7B'[OB"7Q1;^'!,BV,-(A5IQQN;DY&3QBK_[5?Q#\;?#O M]G?4_%WA&?
3M%UN&.W:9[V/[6(6E9$6."RNY>0#=]W'(K@_'WQ=^-&E:\WA MC28/L:V*Z!;W/B$Z!/>$S3LHO))&&%P,' 0,-IY(I6$S2TK]@[0+#1)M*O/& MOB75+2+3+W2M)CNGB4:0EXY>
[DB"@;GDRRY;^%R*LZE^PSX4U#Q')>Q^)>L MM&FN--OKGPY"\?V*XN;%42)W4C)4J@RF<*>0.E1?M/\ QKU;X; $W0+/3]7N M=,TC2/"FK>*:CM(US<*BK!:@%LKS/(I"G@]ZP]&_;*NO"=]H_A?
5O"^]^(! M87FCZ)K/BV[NH8*E]>P"7RS$%^=DR0P4XPF:0([Y/V3-%?7+^^NO$NKWNG77 MC&+QPVE3"-HA?(6)0-@,4)9>IX" "N?L_P!A,PK!!]UIDGBS7[K1T@U*+0]. MF,9BT9KYF:YDCP!O<[W
+D[0:M_"C]LS3?C)\71X0\/>$[^YT*2:\@3Q'%-O M2(V[8,D\80"))"'"(R7RWI7E?QF_:N^)R:'\WAN8ET^V M5E$/ER @B0G>W'WL$5%XC_9RM/"_PJ^'^B>"H+S5[KX:S_VCH.DW>HB"/4+L
M!PAN92" JM(T@ '7Y1BN#?\;XT_PSX/CAU?PE=V?C2MDDMQ).$*A3O\'*?G^6M>+]N!-UO+!^ WM7,Z7^QO:6WA'3?"FK_$7QX5EX\.:7>V5S9:5J;0M'#':R;XHLA03D M@
MG.T"N5D_;TN-,L_$,VM?"S4M+N=*TFRU>&R&J12S7*WDR1VD6T*"DCJV[M:>5QCO6SH_[;MDFMMI?BOP=>>$[BT\12^'M4DDO4N(K"1;3[4DC,H ?)5^R:CJ6K:5I^Z+
[/IUW>@^;,@*DNX9LKN^ ME4Y_V&M$N_#>O:+*XTU8VWB2\:^U]%L+00W\FU0K1Q;-L#A5/S1X;N& (Z&K_(D_M:,\-:5\)+KQ_HD%]XDTZ.[2P@LHK9[:>YN7D5!&JRJ".6ZXQ3$:FO?!?1=>\
M6_#76IKB\"> 1(=+LMX:.1GA$(>5B,EE1>".]>9[GJ?YUX/I7[3NIZWJEYX M:L_A_=R>.[;4;FR;1CJ40MUB@C1Y;AKC$L"CS%3&.6XS4OPN_:"UWXM?$^TT M[2_#4%OX-
_L"VU2[NY;Y6NK:69G"!E ^89C9=HZ\G!H*1[G113Z &4=_P 1 M_.BE'^\'Z3!DG@K_)!EW_U^3_\ H9KH:Y[P5_R#+O\ Z_)__0S70U)(R09Q MQFOBS_@H#\9O&WPIUSP9%X2\0W&AQ7T-
PUPL"HWFE2@4G*-"@E\>7MQ!/? M012QM#'AE:100<*.H->$[F_O5L>#L?\ "8>'3CG^T[7_-')6%; X54Y?NH[M,VHX_%.K"]66ZZL_=!%&<@8&*DIB]O3'2GU^/H ;PHHHI@%%% !1110 444
M4 %9VN:3%KNC7VFS/-%#=\V\EN[P.4=0ZE258*O^/>P_P"ORA\ K7)?$?TIGQ1\$:WX1UKS_()UB VMU]EE,4GEDJ3M8<@ M_+BNL\6?\>]A_P!?D?\ 6N4/(GC73?AOX%U_Q5K#XT[1K-
[N90X4L%&%C!/ M+,0,^]4@.#F_9=^'JS({C7K>#6TG=KYH+?\ M)VMK$WB,D_V>,C$9)9F!ZLJYQ_VF_'.B^() M?#VM>%_#TFOWBZ5;Z=#87$P2WOK]F,,%T6&5\N-'=BOWN .M<]4OBU\3/ O
MQ,N-8FT_0-3F\%>S<:O9VEU.EA--=7B)"(E)#&9D P),JO..<4@/5]*_9^" M'F@^*_#GB+3(]6TR\T73(-(2WLK]X[:\M8<^6ER@QYH!8DC#W%97AGJB?X6 M>%K;4XK:VUB\CO\
2+G0L7^J2.+>RF8N\4 _Y9 $G!'OG-N:)XV\2 MZ=X=@?NP1Q.>#P2BG)H Z0_L>_#>[T" M[T:_@UC6+:\T*#PX\M_?L\ZVD4OFH4<#*OO"DD<< 8Q6CX6_91\!^%+_ $J\ MCAU;5-
8T[6/[=;4]4OFN+F\OO*,:R3L0"P1,[5& O6O+?%?[3/C2X\+ZUY^B M:3IEAK'@^\\0:5]ANY#J%I"[I;V7G,<+OE>52"GW?PK(UOXH^+++PO: _#CQB M+;1]1T35-$BO=5T:]DF9K-;9KNY25W(9ID2
ER.&W^G4]U3]ESP%J7PJT_ MP 8M3MM$L-2&KVMW:7S)?07?FM*9DE ZDL1TK!_X8E^&G_"'CPI'-XBM_#LE M_/]-IJZQ(8]4DF9"ZW).2ZYC7'1NM7/@7\=?%?Q;U"75]2\)+H?@:\TU]6M M-
4\B>)X1O)CB=I %F8Q#S"T8VKTKC)?VJO&%[;6>K:=#_AN+P[K>BZSK>F&X MN)FO+:VLD8I S7*@8*RN% V].E%P/5/C+^SCX,^/.FZ1IWBI=8&F:5C[-::5J
M4EI",8V%E0 _5VC:3RN*]#T>Q30M&T_2[>>YDM[&WCMHGNI6EE9%7&78Y+,0 M!DGKWKQ?P_\ $KQ_X.^ G@S4O%MOIGB'X@^([JSTZQ2S+PV[2W*[XWN'1D;% MW%M@Y P.)_
/_";2YY#;2WUU.T5I 5D((M615W$=>.*+@=G\1?VIZ9!H\YBN2B?98IEG"*.V70; MCW%0M^S)X#_M(7DEI>RR#Q2?R7;-&^HF,1J&4@YC5!@(?ZUYWXC_:.^(F MDV?
BO5;#PKH%WINDZQ#X6TR&2>87.K:L_E(Z*!\JQ([R#)Y.P8/6K=E^T"\0 M-1^(#^$M/\+:7KE[H-Y:V/B6YL(;H6HEE^:7R)V 6-+>,J6\TY9N%&..0'H/ MPE_9_!+5[ZZ\+ZAKT=A 8 M_$-
[K!CU:1[[Q)!XJDLI+YFM5U"-6 =8\8"L3N*D\X'..*\Q'[5WCBYT6YUA M?#FAV6CW^@Z]K.C3,\K7 AL7VP37*@[56;("H#G=[5VLGQ.^(W@;X1_#--6L
M]'U_XE^*)0MM/6+,L%L!+$TK2R@@$,B@;@!]!3N!?U7]C_X?:!!-1-KVD:G M;ZG=ZNFL:9J31W@FNB#<*7(/R. /E X[&MRY_9P1W7]EXTM+RTO]1B\7:;;Z M1JWVR]>5Y8+>+RX=K-
DJP'S%L_>Y->??\-%>.9?$/ARVM=%\+OHNH>(SX5>: M6ZG6>>>*-GO+R!>%%M&490I.[R>N*Y'PK^TS\5+;P1X;.HZ-I6O>+?%TNH: MMI*65C=/'::;"Y"B:*
(%F9SL6,J<;7W.:0&OXL_8*\+WFCZ?I'A[4-3%CJ&M M:??>)+W5]5EEOKNUM$<11PR=4<,5('"C96IX_P#V,-%\3^&?"G@C3IFB\$0^ M(&\2>)KO4KB2XU;5K@+@#S#P2_W6;C"KQ74>$OC-
XRUCXJ^& "7B+PWIW@AM M0TR&[EM-4,TEQ?2F(O.MG,H,7[G*JR.=W..P+_\ :=U^74;75M+T71KCP3?: MY=>';%[8O4Y2FJ>.PB.UZ0/E%LKQ$,OW]HS3 ^C+2V72K>WAM8A9VL2+%##$F
MU(XP %10 !@ "L/QGX,TOQ]#I4.M1R7$.F:C!JD$8?"F>(DQ[N#E03G;WKR MS]D;0?$" _#"+Q=XOGAO/%'BMO[5GNX;B9P\#DM$K)(2L916VA8P%VXZFO;ZH M:/)]?
_9D\&ZU<37*76N:1>SWEY>7-[I.HM;S7 NBIN(78#F)]@PO5>QK?\(? M!KPSX#\777B#0([O2WN=.MM+?3(KEC9>5;KLA81G/SJGR[L^_4UW-%!04FXT MM% K!0/**/XO\^M)@2^"O\ D&7?
_7Y/_P"AFNAKG?!7 (-N_P#K\G_]#-=% M4DC).E?GM_P5$_Y&'X>_]>]U_P"A)7Z$R=*_/C_@]#_R'_A\/^F%U_-*]O)/ M^1A3^?Y'@Y]_R+JGR_,^&V^\U*.M!^]25^N-7/Q@?6MX._Y&_P . P#83M?_
M $> MM $^ZG5\J_L_?#C3]*_:)\;?AK5_$4_A?PU:KHLR:KK$]Y%=ZF["68H)"0! M"FQ#_M/7U50 4444 87BO_CWL#Z7D9_G6-K^@Z=XIT>_T?6+*'4=*OHF@NK2 M=-R31MU5AZ?UK:\6?
\>]A_U^1_UKE/B)XJ3P-X!\4>(WV8TC3[B\02?=9T4E M5/(R"V >>]4@.3M_V:_AE9Z%?Z/;^%HHK*^N(+NXS=3-*T*LL,HE+[PZJQ4 M,#KTK;A^#G@BWT^[L$\/VWV.
[%HMS&Q9C,+4@VX8DDG81GD\GDU_:[\>/C'8 M7^@>%K6VTF^\9ZMI$?B.0VM@JV]E%*0D-FWFRH,%JVZ;YBHZ"MN__:\80Z/
MX]\6R77AK2M'\2W6F3^'Y@9+F^NX(E$DJR!@4C$[A5P.5^]S4@>LZO\!/ > MMPVZ7.A;&M[BXNX9[6ZF@E66=LSMO1@2)"!E2<<5L'X9^%I/%0\22Z':3:V- M(&A?;)07?
[#DGR!DD!!26;)GZ$*4U[]HQO=BZ&)BQFM MH]3NHWEN@S(2C2D:9 '?K61XF_:%^(W@RK\<:Q- 8FLZ7X4U"W\-6T45BT4F MM:M(5V+;L0QQO)G&?FP5R*
/6K/]E[X6Z=I&I:5!X0MQ8:C!':W<37$S[X4 MD$B1@EB557 *J#@5KZ%\#__ARVMK>P\.VJ1V]S/=J9BTSO--$8II)&T?4!HFF:IJ\VHW9UC4+18VP M+N\(-)X$_:$\&M>RMKE5CDAENI;A
@R!&JR,P1 &/RCBL30 M?V'-/:-[2V>XE\R!DW;&67.\,-QPV<\XK(N?V\T M^.VB@+S2%2MNVZ NI;$C(>0S GDUYA\)/C[\3?'4D_BJ]\&O<^"YK(W,6E:5 M!$]_&S28MQ ?.S,K)\TC/L"G(
JOXL :=\43>,9(?#C:3HUE:Z I?AE-#UZW M+7][=7>PS%PK_N5A1L_+N4X?)XI,#W:'X8>%(;/3[6+1X3;V&KMKUM'YC, (M 0+,QG/.2VYS\I>E5Y?
@_P"#KGQA=^+!I6S6[S)N;B"XD2*=O+,6]XE8)(X0 ME=Q&:^3-$^.7BKPMHVOZQ'JVFZCX?\8/XHU5+16*PJ8K:X>3+/#,?@[PSH^IZ$NG66N6W@A]*OX&EOIY(K=9;Z_9MX*HAW8 M !!'7FD!]
(/\%/!$EE'9MX:M3:IHY\B#+;?[/+!S!C/0L V[[V[H:T;3X?: M#:+X;5;#?_PCN\Z4\TSR/;%D*,0S$EFVG!)R:^/;#X\>(M&^&OA+Q+XKEL_& MT]W+I/!L<_A?Q M/X@O-2TFS@U.S@<6-A)=+))-;2A6)?
RXXBZL/F(^]0![7IWP(\ Z5XMG\46W MANV3799[AKDN[*LDZE)V6,DJGF*<'!FJ2_LX_#E-(TK3(?#[VMGI1E^P_9 M[Z>-X%D(,D2NKAO+.!\F=OM7C-E^T?XYFL !9O-4T:VTO4-?NM&NO$UOIIF2
MX9;@Q6JM;;PT23;742C< R5N?&G]HGQ/X8\7>*=-\W.@V8\,76F:>VGZK"\ MUSK%Y$-L-D40!7:J*V[<,DXIL#V?3/A5X4T?Q@/%=KI6->5#"'"ZU^6%KGRHJ)UVW9M8BVR* M613@LHZ?6N
U#]IGQ?I/B:/6+J#1CX"&M:SIJ65O&[7MS:V%N\DEV),X!\R/ M:% Q@\U)\'/%'BGXG_M#:-=>)-@!A'ITU\P1;:5MQ$C")< M@GG\,4AGTCHFE6OAS1-,TBQ!2QTZUCL[=2%M6NM,?
B]XFTC1?VH>+;CP[XLCF$_BEK+1#)"-.%K:&=8 M6D1SOR\D:AG!!R&XM2VZ+&-5TBW96L+O4)P!9[@Q4E(P6\S/3K750_M$_$*;QMK\=IIME?>% M/!4TUEKER\"QK?+;0EKJ>.0R%U<,
$C"$,,DM1<+GU*2 <9&3T&0">,\#OQ2 MCM7RQ\&O&OBKXK_' P -WGB#7-&U"VTSPK+X9Z3M#&%TQ[XHD,$S9(D<1C<& M/.<\=*^IQ[_ #ZTV%R3P1_R#;K_* 9_P#T,UT5<[X)_P"0;=?]?
L__ *$: MZ*I$,>OSW_X*@_\ (P?#[_KA=?\ H25^A#U^?'_!4+_D8?A]_P!<+K^:5[.2 M/_A0I_/\CP,^_P"1=4^7YGPX_4TE'\1HK]=>Q^,BXK8\&_+XP\._]A.U_P#1 MR5DUL>#O^1O\._\
83MO_1RUS5W^YGZ,VH?Q8>J/W07M]*?44?W1]*EK\1/W M***8!1110 45G:WK-MX>T>\U.]9TM+2%II3&C2-M49.%4$!0P 9->0Q_M* M7]W;O>V/PC^(-SIBY(G;2TBE=0 =R0M('8'/)]* /;Z*YSP-
XULZ'WAZ#5 M].BNX879HW@O=[=>>&13AD=& (8'@JO2NCH **** ,3PQX3TCP?926>CZ=#1 MMK)/).HK4\6?\>]A_P!?D?\ 6N)^+7C-/AW\ M,O&'B=G5&TG39[F%I.5$VTB+/U!;6U4KI6EVD4J^?
<-C?'*72-@Q^5C*%%,H^F--\# M>#/"O]G0V.A:-HY-V)K&**!(F>Y"%0\?-O%7BBRUCX82>.?B=_9?B&V\,7WC M&6\-E"A226%(HK2U0@*[[C]TC<><=:L6GQL\2W/C"SN-=UB#P//>FS\/:KXI
MFLT66Q-I8"]NX%R"HDDFE550@[3O"C/%*Y)];:3X\&V")IFFZ5HL0@8ET^. MTB2,LL:3-X@F\1M91Q7<=UJNJ+ KEB2(@UM$ M"5&W /;I7ONB_$^@I8?&$?"#3?$DVN3PRZ;J<.NW%JC/#H?
V(ZBT/V=KLH#*8MVXQEO[A;G%6W(+DJ,#/ '--H*,+PQX!\,^ M")+R3P]X?T_0I+PYG:P@$?FG.>
<>]1WGPY*:CXA.OWGAK2KO7OEQJTEM;'PMI%I:2QRPR6\=H1HY2#*F.F&P,C'.*DT7X>^%_#,-I#I7AO3+& M&RG:[MDMK54$4Y7:TJ\9WE>-W7'%=!10!S4?PR\(VVHV%_%X7TF.]TX;;*=+
M1=UN'S-\AZ#YF8].I-3ZE\O"VL>((-?O_#FEWFN0[!%J,UJKSQA"'I5CR"' M!@]16]10)F4GA714-OMT>P06OG"W @7$0F_UP&1QYG\6/O=Z@\,^!O#@O2H+ MX=T*PT)95"R#3[=8C(
20K$#G!)QSWK<':B@#E?^%4>"EFU"4>$=&$NH[Q>L MMHBMO)HC^%/@N&;3)(O"&C1R:8"+)Q:+FWRV[Y<\9W?-DYY MYKJ]/NT <[9_#KPIINI:KJ-IX9TJWOM51X[^X6T7?=*WWUDR.0W\0Z-
WJ'1_MA?X.T"V%OIGA/1["$++$(X;10!,H$JGCE7 9>X%=73*!6.6A^%'@J#0Y] MA\):-%HUP8WEL1:((Y&C)*,PXW%<\'J*LP_#OPM#X@EUQ/#>FQZQ-&T,NH); MJ)9$*[2K"S
K\IR.1Q704^@9S_A?P#X:\$"=?#OA[3="$P"RG3[5(MZAB0K M8Z@$G%;JKS3Z3^*DQ6'>"?\ D&W7_7[/_P"A&NKBG?!/_(-NO^OV?_T(UT52 M(8]?GQ_P5#_Y&#X?_P?7O=?^A+7Z#R=*_/C_ (*A?
+XA^'W_%PNO_0EKV\D M_P"1A3^?Y'@9]_R+JGR_,^'#]Z@=:2@=]_6V?C(^M?P;_P CAX<_["=K_Z.6L2MOP9_P C?X;_ .PG;?\
HY*YL0OW_.1FU#^+#U1^YZ_T MJ2HU[?2I*_$3]_"BB@ HHHH R?$UW-8>'=4N8/,\^VDDC\F#GSW!205CR- MYS_#WZ5\&>.;+_A97C?2_$VI:#K5UJ4*VZM-=_#B1C/(@

AI6B:A=VDD6IW,$$4R6L,OS2> M:P6'IG"NQX-4E^*%B[1VL%C>WNI-=3V?V2WC&=\! F;"S*M[$QA:&YD5S&VUL@J5!W#K5"-2}^*UAIVJWEKT(?(5UU/4X5G@LO/5RV5!PK#Y6Z\'/S=J=!X_\.W?MV[[/K-G/]AC$UQY4H;RTY&XXZC(QQWXZUQMG\'[RSGMK<:E"^FR+I[WN8CYQ MEM%0)Y)!PBML&<\CMUK&\)?"?Q1!X=MA=7]MH^IV<%S!9K;)\R^;=>< FNIY M!"JH*89=Y;[U=!F=EK'QE\+Z8T,::@EW=7.FSZI9Q0Y*W$42DL ^-JG@C!(Z M5;TSXDZ;KFD:5?Z;)#="]G@@DB%TBM TB;\')^9@/X1R>U9GVQ0([";^(6BPZ#JVKVUS_:=II>[[5]BQ(R[?O8YP<#G@]JS_$W MQ4TWPXE^Z65]JL=A9I?W$/#5]H_AV/1M6>R MO;:W@6RA\B%D\R!5V#S 2?F(Z@<5S.F?""XM?AUXB\-W&K"[O-45X%OV@VF. M$*$A0KGYMB #/>@#O]$\-]7TZ&ZDLYK%Y5W>1.5+@=L[21R/>M&JUE;?9;6& M$\F-%3=ZX &?TJS0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4TJ&IU% ";:,4M% #0@6G444)BEHHH **** "F MA,9Y/-.HH *:RYIU% #=HR#Z4ZBB@ HHHH *;L&[/MBG44 -48IU%%(HHHI M@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%%(3@4;] %HIN\=^,^M(T@% M #Z3-8&K^-M!T $W^K6EL1U5I06_(9-1/B/+(.SJW^3/5AD&93_Y=6]6CZ%W4;]^2 M?CK^V#XE^%>E>#+K3O#^E7TFN6T\\R74TJB,QR!0$V]01R_WD-?9X;!5\70CB*,;QEJCY2OBJ6&JRHU':4=&?>F]?44@M.:^/=% X*2>$YW0:MX4UBP&/F:VDCN!GV&5)KTGPU^VY\'_$7EHWB8Z/,Y $ M6JVLD1S_ +V"H _B>"Q5/65-A#%4*GPR1[Y16+X>\7:'XKM1<:+]CJT!&?, MLKA)1_XZ36P7 ZG%<6JT9TIWV'44FZEH&%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4AZ4C,%&32'!4C/6@##\5>)K M;PIH5UJ=T<0PKPO=V"/]/?'3 MQJ=>UX:3:2[]/TXX;!R)9L< ETKS(= #P?2OQGB?-/K>(^K4W[D- -GZQPYE MGU6A9J+WY[>2'9WK^TM^&_ ^11AO*_(_E#.O^1E7_Q,;1117TIXP4444 %%%% !1110 4444 %?1/[& MW[03?"3QT-!ÜBY*^$M>F5)3(?DL[DD!)1GHI^ZWX'M7SM05RA4]#U%<^(H1Q M--TI]?S-*=1T9JI'H?N(&!%.KYG_8?^.#?$WX<'0M5N%D\1^'52UE8M\T]O MC$4I'M?2_7FOS&K2E1J.G/='VE*HJL%./46BBBLC4**** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH ****&MC;STKCOBCXN'@WPA M>7T;(;IU,-NI/61N ?PZUV##Y#WKYK .!\1 VGXGATÞ].P!QIJ;G Z&1N3^0 MP*\'.\=]0P4ZJ^)Z+U9[&48/Z]C(4G\.[}$>7;VER[DN[K^T^& \ D48; "OR M/Y0SK_D95_\$QM%%%?2GC!13E4]1VY--W L<%3CTYH%<***.V:07"BBBF,* M*=_%]-M-I"O<****8-7/1?V?OBK-\&OBKHWB,,W]G[_LFHQ+G#VK\-P.I!PX M]Q7Z\VUQ#>V\,\$BRPRJ'C=3D,I&00?0@U^(07<""_J>HK].?V&?B>WQ ^"U MIIUY.TVJ^'9[.F9R2S1 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444

MT?/Y>N: P:CZQ5[_ (!]5I=CSC_A ?%' .0RV'7/_ ""C_P#'*3_A /$YZ>)= M/4>@TH@?^C*](W#UIU'UBKW_ #ZK1['FO\ P@'B?G_BI;#GK_Q*O_ME(GP^ M\3HP(\3V'' _4* \ ME>D8']ZE/RT_K-7O^ ?
5:/8\V/P_P#$['/_ DMA_X* ML# _T91_PKSQ,,?\ %26''3_B5'_XY7I.,\T=#BE]9[] P%)5I=CS?_A7WB<] M?$]B<^)Q_S,MAUS_R"C \P_P#!6?\ XY7I M5%'UFKW_ #ZK1['FO\
PK_Q1U_X2:P \%1 _^.5J^"/!M]X7U/5[R^U*/49] M1,.XQ6_D)&L:E5 &YLDYY..:[6BLY5IU%RRV+CAZ<'S16HU1MXIU%%9'0%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 ,?.X8&1WKR4-\7A^T>!C1#\&?[(QD?\ '_\ ;L]^ M_7T^7; _M5Z[3=HW9[T
.KG?'4SVO@[7IT8QM'I]PZN#@J1&Q!'XUT55;V".X MMY(ID66*161HW&0P(Y!'?(I.[5D%[:L^&_AUX@U&P^#%A\'I=5N)+W7]+AU>
MPNWF8SC1I8&GNV5QG[CH\0R<_OEQ7KOX8_"+P.=,+:D^EZ'I<^I:U6:S1EAB!!"*",;05! [=J /(;3X MX>*AXD6:ZCTN30#XZG\&&TBA=9]BAF2Z,NXC>NP@H%P1Z&N;U/\ :PU31]0\
M0M#Y&KZ3_8SZQI5[<6#V<) N8C?"DR,T\?[TMNPA)3;WKZ4_X0O0'[V]<2->VEE&[,P=" MKJ1AXRZ*6CX#8IOR*374\AL?CWXZ&DZ6@D@U[_A(]8NK31M'+VQ\'7'BN[M-1@>21V@NFC\G"R
M#RUD105 I*QX' M5@37Z^(-W?\ A/P_ M=Z=;;:+J6MZK>Z8NI:M8-&\L$-J)EN5M1*=C%L@H6Q[BO;)O GAZ>*X231;*1 M+FV2SF4P*1) F=D3<!V[4S2? 'AS0K;2X=/T6QM8M*9VL1' H^S,RE6*
M'&5)4X)'44"/ _AY\3O'7Q#*^*@*:76;/2=(OM OKB_TB.T,D=S/;WOD,8W+ M@JS!0P^]M&1S77?$GXJ>(}+\1>+K/0I]*TV#PCI$6L7*:K&S-JHD60^5&P9? M+4>7MW@-\S 8KU!O
/AQGTMSHMB&TN9[BQ*P*IMI&SO:,@94G)SCK1X@^' A MSQ7J6G:AK&BV6IWNG.9+2>ZA5VA)_NDJO:EN!XG\$YM1\3?M ?$[7[R6VV): MZ08;26Q NK1)K-
91$)=Q*@9(90!N;GBN7T87% XI@^!=S-.8](\2RZK*"[,\ MNA@?:8$=LY8-)*(B<_P8KZDMM!TZQU2]U&WM(;>^OC&;JXC0*]P47:F]ARV% MX&>E1_\ ".:2-
:DU@6%LFKRP"T>_$2B=H0VX1E\9*!CG;G&:8SPCX' .#3PMH MOQO^*,VG:+;)TVDWJI#9-&[G[.DEFC2*H()(+$D\=34EM\2Z'I.O1:%^)K?Q)/HUE+KUNACBU%H5\Y5]-V,\=O2 MEU0'S[X:^.?
CWQ* A)!-H%JOBP:Q';-'8R/]@:P9L.P,@\SS%7!7Y=O4'M51 MOVG_ !CXB@T,^'O"TUS>OH$.MSV]K8-<173O(\9A5S(GDH#'DR'?@D BOHZT M\"^'[%K$VVCV4'V RFT,4"K]G,O^MV8'R[\ -
CKWJG<_ "SP?>0Z1#-X;TR2+ M2'WV$9MEVVQSGY!CY1DYQTHWV#2QXIK7Q^\3:9H?C_Q#=?V38:7X?UI=!@LY M(F:16J23PVR2)/<(MRD-/$<"93M 93UP*RO"GP&T'3?#NI:5X@MK7Q-_:EZ-
0O!-9+#;*[J88!D M1 !!T.2\6G:3X?GTGPK#XGO=/U*)Y9C()I$DMRRR M(K)&&#?,RD\YYKIT^>L>,KKQO+#-IECH&A6QMI=&NXV:YOFDLA.'\T.IC3Y M]]@ [@&.0:]9E\%^'IC<%][L'-
Q:"PF)@4F2W&=L3<E5[KX;>%KO6H MM7GT#3Y=3BMC9I=O N\0$8,>+H]\.Z9X4\)7-W# MI^A:3>2Z?9V+3PW/VJ($QK.\P,*1KT8ARQ4@UZW_B)JFL?$77O#GB$PV=] M&C7FG:?
%;EE>R63RQ.MR'82Y)&X$*48[<&NNF^&GA6XGT>>3P_ISRZ,@CTYS M;+FU3& B<<*.PZ"K>C^"-!\:IJ.IZ;I5I8ZAJ+![RZ@B"R3D=V;&33 ^8;N M^O8]#\]9WQ-T+2?B+\ OB)\ M3;R+[?-
JE_Y^AW4KLH@L4FBMX60 C;O16;WWU]+:!\.-,T*^\82*6N=/A2W7 MVRZTV=5: 2-$(I2 >HD"@L#6_A319_#J:#)IEG+HBQ) NG-"IMQ&N-J!,8V MC:,#':IZ#N<=KNGW7PW^&DMM\/M$M?
M=LB?9-,)Q'EV&\J&8;V)(7<-Q&,U MY+9_&#Q#K7Q%T+4]*\2I?>&(?"=_J5[I0THP/?7%M.8YHU5G)CEW+MXW;><; M@?A]X:"Z(!HMD@T1M^ MF[(%'V-L8S'@?+D'GUJA'@.L?
M$>,/#'A6+6Y#HNLC5_"MUXFL;>UB=5TQHE MC98;A@Y,B-YNW?\ (=R$8]JXH^+7C[0KQM/^V:!<30^$;CQ?<3O8N%(C<$6B M+YO"%%6/QJ\V@N6*R1;6D N'C W*,IOZ5H:%XPM_$OQ;^%?
B71KT:E:>(]$ MU.RNKR. P+,(&C=/-/\1Q-Y,>FZ6^EV.G1QJD%N&<,\B8Z$A5 M7&.BT7$=K12$@M #]*86'J/_K4X,#T- "T4W(7J::KCH2-PZB@"2BBB@ H MHHH **** "BB@ HHHH **** "BB@
HHHH **** "BB MB@ HHHH **** "BB@ HHHH **** "BB@ HHHH **** "BB@ KR+PG\2_& M^M?'WQ=X0U/P#<:5X+TNSAGT[Q4\N4OI&QN0#&.YP!R-G-
>MM[#)I&P"/4]* M 'UQ_P 6=0N]&^&'C+4;&=K>]M-%O)[>9/O1R+ [*P]P0#785E>(}#M/$^A: MEHU]&9;#4+66SN(PY4M'(I5@".021/- 'R^\+?CE?^ ?#NN>(-?O_$-[H-CH MVDN]EXHDW7S:E=-
M$D3 $K;."3G!!(':O2] _:3D\46EA9Z1HEOJ/B2\U!1 M,BBBNW6PD\N$3R2K@KFX5? GXRWUCX/CLM7L[G4+]K37-<>::Z#/&MM>N@MR<'/! # X
M[5V_A/XW:A\0]7M;/P[X;CNTATVRU#5VNK\1&T:[A,L,4?R%$"\LWR@#ISQ M5^Z_9Q\&2Z7I^GVUG>:;;67VB-197\L1D@N&+3V\C EGBD;YBI[]"*O6?P,\
M,:3]FCZAIR:AILFG6MO8F.TOY(X[R"!=L"7*@XE\L?=+<^I(I!='CG@WX^:] MK/AOX>>(O&=L-*.HZGJ2_P#$@O"+:2WMHYRS3QO&68 1$! 1EOFSVKJ-4_:=
MNO#FCQ:IK'A)H+'4M&EUW00)O@[7<$:QLTV44[1Z8S3071J_# _XG77BO7O$FBZQHO]AZ MCHRVJR?+N1<12P3H7C8,%4A@%(9<=>A(-<.WI0VIZKI5K>V7AT6VG^(;&_F\
M.7TEV"TLMO#)+BX3;^Z#K&S*07Z??#[XC:C\,/V6]'\::MHS:EJ=XMM=36L.I-,UU+@JYXB_:I@\'^+Y?#NKZ5;#4].:U35+6UN9)9M]P1Y:VJB+$VU65GR4Q MR!G%>F7?PG\.7_P\L?!4]H[>'K-
+:.&W\]@P$#*T0+9R<%%/O1J'POTF_P#& M:^)8Y[_3]1;;]KCL+QXH;[:NV/[1&#B38/NG@T,#AY/V@[[_ (1;5?&$'AE+ MCPC!=K96-U]N"W%S(+I;9V:+81&FXL5.23MY S3O$_[05UIOCF]\)Z7X6;4]
M4AUBWT:%Y;U88V>6R:Z$C'82]*%VD#)/4>E;Y^ 7A1H]>M&@O&TC5PQETC[8 M_P!B@D9M[201 @1N7^:+1]AXOM_#C76G:HJ33W(G1'. M#&1Y!#'()=ZTXZU-9?
M0&*TL=3U3PI/8Z'J,6IM9307@GF=[$R>8K1[1M5UB MRISUX([UZ%)\&O#,MG/:-92&*;7AXD!N4?+TKFO'G[.NA^(M/AX/#NEHEE-91WO]FRW;/-'"]T7,^]=V64[V^SG(Z5+*T9:^#OQO M-?
>'[/3K/3E@>WNM/U$WBW/FQ^9L!\M '12 RY.&K+_M%_VG%9SWVAQ6$4 MNN+H]Y#]NS00QJQ\$?A)]'PW_M@2QVFCZ->*BV_ MA[3KR>ZMH) 6\R?S)L-N<;<@<87UJK\0/V=K+7?
AYXYT31YY)-:\4QO07&JZ MW=RSNL*R JBL,LJQJ7V =&/6FQ=3(F ;AU">SCGTSP4\V=&O?$6+K41$?L%M M.8V8?NR=[]-RKTY&3WJ>]_:ADTK3;B>Z*RK):Z7J6GVR7BEKBTOIQ"C.=N
M(W1S\R _/0UZ!-\'_"U\8G>PE&(M.T>..RG2#2]->6ZGD*_8+.X698A@DAN#ANN>IIB.:\9 'OQCI]WIVD: M;X:TF#Q+%XKM-!U2RN[YG@,-Q"TT,D,JQ@C>@[C*D8P:ZF3X^21:Q'./#YD\
M(C6QX;DU9+K]^M[O\LL(-O,(?Y=V[=WVXK>3NW*@V#L%XQ5B/X^&H?%IU_R[UI#*"__ +/>[=K[:/^7SR, M[?.(_B_'&^>:0:6U/... :BUC5;72YK7P3&@UJPO=0TU9=5'*VCE9Q,1\F0,
MJ1NST.*T?$_[4^CZ%HWA/67@M?[)UN"VN'MY;PK?]DY55,<*HP;:S\[V0$?= MS79Z=\#O".EVVC0VMC*(M&L[NQM$^T,?+BN23,#D_,3G@GIVK'G_ &9/ US9
M06:6U];V*6EM936MOJ,J1WD=NRM;>< ?WC1%?E)]3G- W8X-?C)XJU%/$HUZ MR33[+3/'UMX,9KU7X7?$J]^)]G)K4&C M16WA2Y9_[+OUNM\UP$D:-C)#M'EY*$C!;CKBB?
X'>&;O5]0OW@ND^WZE/ZS- M:1W;K; ;864K#_A7H_@34+VYT:2^@MKEV>/37NW:SLR MS%Y/(A)VQAW)9@. .3%&@' ZM^TQ8:+*X]U#PY/:V5\8[^O?;8Z=?^=(#:1>;(
MDXV!8]P^Z59\$88"I=^.GB'7-9\&Z5%X.MHKKQ18'6(3+J>4MK,"(DR$1G= M0B0_*O' YYXV(?V<_!D.J/>WO9% O4MK22]D-O:+=J5NEA3.$$F23[\BNET M_P"&7A_2=7\/ZG;VCI>:#IITC3W,K-
Y=L0H*E< _<(O)YI >% !WXU^(-"\" M^'M.OO#]SK&_WSWTUK/+(T+@J3&&3A&RW*8(JY\1/VG-\U6*1YOF!$"A%/SA<;FS\N[I7K_A_X0>&?#8R0M;.<-'Y8";?[I'15,1R_AWXJZ_X4^*?Q
_M#3WU+P]_PD.FZ=/. M;[{L&GMXD"PQD'(=0L+6R\$QK_;%UJ.G:8TN] > M;,=Z] 'P9\,M _:C26\\TVI7EIJ%Y)+7=]9DW#MLENMWG$Y/S [S@'I MVHN.YY3:_M.:5=FV\6?8-
8^P7'A5;Y=,6Y5H3.=0%J(PFT$R>8<>;G&W^&O2 M_$7Q1N?AS\,-5\6^-M)CTM]+3?-;:? MC'2UT=GL/[,??>)FN'<&W:X-P5Y/#"4[@W45O67PQT>/PA<^&]2:^\0:?> B MZ?6KM[F:
<=MSDYXP,8QC [U.H.W0\Z\'_M-1>)+ZTM9M'C=/[5ATJ]U'3;EY M;.!IXV>!E=XT+Y9/+<8&QB.3FL7Q#^\V#8:"UHDND1V\SVCZL]O=73H\EAYS1 M0M"%B;S)I-
A8(=H"X^;FO3Y_@QI&H>!=1*ZI?:QK5EJ&!=/=ZCJ4DMV &W+M ME/*E3TQBI=5^#FAZIJ6D:@C:AIEYIEO'8I-IEZ]NTJHF2MM-M^_'DYVGG/>F M&AR,'[0=S<>)A;+X8==!37X?#TFI&['G":>.-
X7\DH"%(P)RO7FN;\,?M! M^+X_ VKZ[XB\/:4C6_B2XT:*XM;N06EM%'(Z-+=.(V,:C:%# 'L'X1 M>"'N+F4V$O!<6M1/I8-PJ&%]0OQ%; M$L,C$BJ[./38K9Z]*\MM?
VLWUW0TU70O"+7=E%H0\0WC7&H+$8X%GDAFCC&P M[V!B+*> PZ[37J6N_"#P[KFB:!I:VT^E0^'V1M)FTVX:"Q"KLQ&P.0"GRD' M.0:R]_9X\%:'I5WIMCITT%I=Z7)HLL?
VIVS;/*\K*"22&+2,=W6@:LMSS#X M@?&S4_&.H^$!= LIK3PNGCJPTB75%N]DUQ(K$RQM"!_JCG;G=DD?=Q3OC_\ M%OQ+\./%_B]M(O@D=OX:1\K- $.V:VO$OP]\,"-*-2U6_U?24U&
M75=,&CWLK5@/+_(K^'M4^'_@_PYIUIXV\43G6 M/$VG6%U?37P-SYV%_>L'NH1.'#03. /,P4W*3SAN>U7[G]G?0+SPO_8=UJWB.YBCO(KVUO)M9 ME:ZLI(B3$()#RBIDX%=1X-
^&NC>!+6]33(9IKJ_827^H7L[3W5](%"!YI&.6 M(48[=A3"YX)\0_C5JWBWPSI%QIMJ=*U6S\;Z;9/H\6H-'>>69&4QW:LB^5N MVY(&Y2.C$Y%=QIWQ[UC7]0;PWH_A."X\;6\MV+
[3I=2$=M"ENZ(SK/Y9+[S(MH4;!SG=@"ND3]G_PH]Z][=IJ&I7Y0[>_2ZO[Z2:2(P.SV\2L3Q$C:Q"> _:= MK/P#\.:O<2WD?]H:5J$M[/?M?Z9?R6]QNFV>%C1-I$C#RV).57'0UYQ^S[\?=0N M?
@_J,T>F7OBE_#-M.VH:C)/F:6[:YQ@CM?LVF73V\%S#'GRDG13B4(22,\\\YJEH[O/_A/PU$%T:"]T MB?\ L^333=V5[)',8FE,JDL#\SH[,RL>5SCIQ213MT.I\ ^*T\;>$M.UB.6Q ME-
RFYGTVZ^T6^[HVQR%)&?55(Z$"NEKGO!7@K3/ >C#3-+C<1F5YYIII#)-< M3.6=V^9CW-=#5$A1110 4444 %%%% !1110 4444 %%%% !1110 44 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% "!7E'I4?]H'2?%OQW\5_"Z#1]8M]5\.6<5[[/J-Q;[;299,85 M&SDXW#!(YYQTKU8J&J$6D*S-*(T$K N%&X@= 3U.*74"Q7+?$G7KGPM\/O
M&M6/EF^T[2KJ]A$HRGF1Q,ZY'IE>:ZFL3QAX;A\8>%-:T*>5X(-4L9[&26/! M9%DC9"P[9 ;(@?/;_&;QA\/])\(2>*=:M=9M/%N@7>I0ZI#I0BETNYAM%N2 MK0H^V5"I;'*MN'7%>I>'_C1HNH7%
[9NUU(-'TN+4-3U=[<16D :%9OF&XLI* M'?@ KVW9%6.C7.@Z5=?8H[9=/MIH5A=DB3(:0HH M&\GIVK0O_P!G73]ZTNST9M%BL(;:.WDDB>$PR>;.F'D0J21&>% M;D4#+R_'_1SX?
M=6;1_$$3:A,(=(TZ2Q476K$]75[=-^"I0%LN4P/O8XJG<_ MM*^&XHK46^G:YJ-Y/'=ROIUI8;KFV-JR)-[^36_#<_F>'M:-E)+"/R_*$3H %F!0X8MC=P>*MZ3^SYINDZO!]@U
M6]N+\6NHQ7LC3SG PI!C&U1P!Q30M.IEZI^T3;W&OWNDZ9I&I'3# MX5/B6W\3Q6ZRVRQLCLKM$65B!LZ=2WR\=:FLOVE/#MCIML;\:M>"UM-,FU+5 MH]-V6T"WL2M#-(-Q**2>5&XJ3CIS4J?
LZVUG:Z;:V6OWEM;P^&7*7BF!&:[MM2C*-MQ_U;HSELC[W0TQ/V:=,3YUX2T^V;]:EXCUC1(-,M3?Z2L4ET'L8P@612RE6QSP.?2N?TXH_#?Q#/>06$MA M++:PR7#++IGEF2./,]TW1@2
[0/B74 MDTH>(/\ A)XM*5$Q'>E&60^;C=L.[(7^$]*Q= _9&T;2[K6Y+K6KN]74]"G\ M/DK;10R_9Y)5E62211F6<%>9'Y;N*H-.IL1_'2RM-=N9=8FO=*M4T6TOAH=U MIW^E1333/%&N]78.[L HC
XZEO2X?VB_#L0MXI]*UZWUJ2^33&T.6Q'VV*X> M%IHU=0^T!T0D,&*^I%4;K]G*#69GO=8\17M[K+:99V OXK:. I-:SO-#*!X(X_+7Y40(MYX'4\YI$Z'0Z7\8_#FI?#R;QFUU-9Z-;&1+G[7
RS02(_EM$R#)WA_EP,Y/2 MN;NOVD_#U@\=M?Z/X&Q[-;'OO(AP$*K0KBP O7>17,+*H22Y"R1O+-YPVD# V/@C/IS6-'^SU_:&OZ3XC\ M1^)[S7?$VGZE;WPU#[-' KQ0B41P").%7]\Q)')-
]#I_%/Q9L/">I>&=,NM M+U>ZU?Q!*G]IG:J\N(E1I Y+!5*APZ5V.*Y^W_&F_\DEQ)/?36>F)#<3 MVVKW$0%K?!I_K_(*L68H1@@JN?X=U=AKGP_MM:\=>%O$YN98KC0(KN*&V3&R
M47"HK%CU&-F1BO-='_9,*Z78:QHTA@FV7L$MO;6L6FP17=HLC%G_TH+YDG MS-D9Z<#D4("AI'[0<[?$W7QJUG]VD>&X+#2UMM.OK$1W*W%U18@-IPV-RGAO:HK']FB
M72M4E\06/C&_ @\8R:C+J/]M26D3J#-#'%/%Y)^4HPB! ZJ>AI*Z0W:Y5\3?M M$RQ7'Q%T[^Q]7\,#PO%:..-?NK!;J% _,9 \D2*VX^9@+GIECC&*[)_CMX='B M--($.H-
:O?'2AK0M;WD&V\S.=^01G;MSQNK&\?7L]0^*KGQ9O\1WMO9^) M[.T@U&#RD(W9I[=0\NX5R,J=;2N-ISFIXO@#:Q:W(W]LW#^%AJAUR#PZ85"1 MWY9F,GFCYRF]MPCZ TQ:%OP!\?\
PW\1M0TRTTJWU.!=4M)+S3KF]M/*AO$C M;9*L;9)W(>H('MFI;CXY^'(O$RZ2\.I/;/] T?\ M=+7-C]NR +4R9SO+'&= MNW/&ZJO@3X#Z=X"3P.MOJ=W='PM:7=I;F5543BX;LM%^&6O>#(]0N
M9;36/[0\VZ8*}*$^ULYDG_:2\.0ZL]@FFZ[*W]H3Z/'-%8;HYK*)26M$;=_K" 2 M"<+Q]ZJ?@;]F?3/ ^HZ5?1ZQ<3SV.NW>O*.VB@A:6XMU@=%C0 (@"9 '3-: M,?[/^G)?6%T-
4NPUKXLF\6*I1<&:161HC_LC=P>M%@T.^\3 .!XEUSQI\-;+ M0(MHR^&KB MZMM:N_"MSXDTRXDMQL2), ,V3@/EAA3UK7T#]GS2]#U?P_?#4;]==(?5G6%T M4+,+]]T@;'(V]!BN?
L/V5[2WT^:PN_%.I7]NNA77ANR#01))]ELIF! R!\[KC M&X_>'44E>X:'0_$/QUKFB_"_0CH4D#>--?\ LMEIANH]\9NI(][.Z@CY JNQ M["N>UOXVZSX@^"OA;5_!JPR>,?
%&VVL()X=R1W,:NUSN0D':IAD7KQD&NJ\7 M? G0_'-]X4.O27.H:=X=M7BM=/#M%&\S(]"=V0AMRHI ./G-#]:MO#5MXKTJ[U.\N9;!;QUDA6(&$*Q4##.ZD]?EK6^&O[1ORC%I-!?P;XMN/ M"ZZ'/?
MI\)L(KR.WMKMD>2V42'.T-&65B< _U+]F/2;W0-*T_UU:ZL]/@ MU!]3OIVACEOKRY=Q(\RW)&^&1F RR=5^7I0&A[1$[.F6&T^GI4E1Q@X.1SFI M*8!1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% "&
MD4$=3FG44 %%%% !1110 4444 %%%-9@.M8>G^+](U75KC3[34(9KR\)8%;Y ME(X-1*<8-*3LWMYE*$!)N*O8WJ89 #BH9IXX5+NX1%!+$\#&,DUC:5XLTCQ# M!
<3Z;J.%U#;.5EDC/"WI2J0B[28*.I+F2T.@W\XP:-U<%>?&7PG9ZA]D;5T M+KU:-&9!]6'%=AINIVVJ6D5U:SI/!* R2(43@8]@M8_B7Q))\2?\ A!]#AWR,<"Y/7+#Y26^@7-?0KQ6=C9Q6LODQ
MVY40(LA 4\8"X/!SZ5YU.*S:M6KQE;/*HQ?2[5W_),[ZC>54*5%]\G/F:\D M[+ ,\1^$">!=8\-0Z;],%F^JLS>8MUP[Y/R[6Z?AFO;- T2R\:-9!IUC'Y5K M;\1H3G:"]UFYQ;V+M&+N=\Y0
'+$^F<5665I82K1Q-.*DHWYH[-+N3F$(8RD\9A MYMQ6SD'PSWQ2%#V.*RI97A:2ERPOS*S MNVW:MKT-:N88FMR\T_A=U9):]1.IROP^\#P^ M#.G0W$EWOD:5Y1 $))IA76
M#101FEKT*5*%&"ITU9(XJE256;G-W"BBBM3,**** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBF\Y[4 .HHHH **** "BBB@
HHHH **** "BBB@ J(R@';@YJ6HR@9\^ ME '-GXB>&A<2Q2;_I4,L,C121R7B*ZLIPRE2D \@;'_ /%4?\+#\+_]#'I/_@;'_P#%5Q'] MAZ7 - NP \ 2/__)I/["TO_H%V'_@)'_A3^J+N'UR78[C_A8?A?\ Z&/2
M?_ V/ XJC_A87A?_*&/2?\ P.C_ ,:X,DU2P7-M5CVG_(6%X7_Z&/2?_Z/_&C_(6%X7_Z&/2?_Z/_&N&30=,=0RZ78.AQM86D9#92&.*%Q_P'S'I/_ ('1_P#Q5+_PL/PO MC\[PD>DX_Z_H_\ XJN'30-
-8$C2K$@=3]B3C_OVLG7IO#_AFXTB"^TNV1]5 MNQ8VOEV.;RE20&..!QUH6$B]$O/&22NT>G#XA>%S_S,>D_^!T?_,51_P + M"\+_ /0QZ3_X'1_XUP[^'],0G_B560VX!'V./]3C^[2GP_IN>-
(LL^GV2\ MPI?5(]OO&270[?\ X6%X7_Z&/2?_ .C_P ;3_A87A?_*&/2\ P.C_ ,:\ MPTZ_\:EXCUC1(-,M3?Z2L4ET'L8P@612RE6QSP.?2N?TXH_#?Q#/>06$MA M++:PR7#++IGEF2./,]TW1@2
8YVYJU@;[7(>816]CW#_ (6%X7_Z&/2?_Z/ M_&C_(6%X7_Z&/2?_Z/_&O.]/M]%U71H-6M=.L)=.E@%RDOV-!NC*[@<$ C MCM57PM-X>\8>'[#6]-TRU>PO5,D)EL8T?&2.5P<@K$TW6?"6H M^#
(/%AM["UT*6 W(N;RTBCVQ@D988..>W>A8-/9B>-:W7F>K_P#"PO"W_0R: M1_X'1_XT?\+"\+?]#)I' @=' C7E'@W7?"/C^VGN-!MK2\C@81S"33?)=&/(M^5T!((Z$<5T' "/:>7*_V19?*.2+2/K^5-X-
1=G= L=S*Z2.W_X6'X7 _.AC MTG_P.C_^!?^%@$^&/^ACTG_P.C_^*KAO^$?TI[_95EG&?^/*/[^59'B.Z\/> M%;G2H-0TNU1\4NQ9V^RQ1AOVEOF./E7 ZTEA(O1./KK6K2/3_P#A87A?_H8] M) \
Z/ !H_X6%X7_Z&/2?_ .C_P :\X\/+X?\4:1;ZKI=A97FGS@F*7[$ MBA@"03@]".1WK0FT'ZHVDDTO3HT7)9WM8PH&,DDXZ"CZHEI<;QK:O8[?_A8 M?A?_*&/2?\ P.C_/BJ3_A8GA?_*&32/\ P.C_
/BJ\T%QX8?6[32%MM.D MU"YM3>0Q1V2,KP@X,@8*5QGH,\UJ_P#"/:>K!?['LL\]+2, TH^J1[B6-;V1 MV \ PL/PO_T,>D_^!L?_,51_P +"\+?]#)I' @=' C7$+X>T]GV?V/9[@.1 M]B3/_H-9EM+XE?
M\+#\+_\ 0QZ3_P"!L?\51_PL/PO_T,>D_^!?_,57# V%I?\ T"[#_P ! M(_\ "C^PM+_Z!=+A_X"Q_X4?5(]P^N2[D[[C_A8?A?_H8]) \ Z/_*]?2O& M&B:W>M::=JMG?
W*1^:T5M.LC!.XW'!/&>*X#^P]+X_XE=A_X"1_X4G@RQM:+ MXLD6UI:[M!>CT@HHHI@%%% M% !1110 4444 %-:.WY>M.IO\5 'EMI\8-6U.W6YLO!ES<6LC.$D.H0)N"LP MSM)R.[:G7XI>(.
<>!Y__9V_P#C6!X" P"12T_US+C_ +^O6]CVKV/JU/L> M%];K=Q__M+Q# T)$__(.[? &F_P#"T?$' 0C3_P#@SM_\:3CO7F/Q.\;^ M-O"OB?0;/1++0;C3M9N4L+:34))EE6& M-
1UBVB\3,J+/;PAS$LS+GRPY&T$]E\W$5R_C;X\-8:'>WGAS4:;_I7F4+6W MOGEA?RHXGEV.R,0 ^.1E2>:I8*.FDHO7U(>8-7?.M#UC_A:/B#_H1_P#7++2C?\ "T_$'_0CSX_["EO_
(UQ$OQG\%1:+!JSZZB:?/=M9(Q@D\PS@$^^7 MLQN#8&1D^D+)*GEL ?E("CG=GG-+ZD MNL7^(?VA+^=?@=___+1\0?]"//__#.W_OH_P"%I>(O^A'N/_!G;_XUP/\
MPO'P0F@)K!UMVTYY3"LIM)B[$#).W;N"X.=Q&*E\>,YO$?O'U+2:;2"XT*/ M2K34+6YB'S,96<%L_P!W &.*/J4;7<;?>-X^5[*5SN?^%H^(/^A'G_\!G;_M_.-)_P
+0\0_]"1"C:_+MYB_M"6GO;^1Z3_PM'Q#V\$'7 @TM_P#&C_A:7B+_*$> MX_\!G;_.->9W/QBL-8C\-S^%KR+4;>]UE-.O;?@'9!C=R-K %6.!C(Z5#
MX;^.6B0^#/#^H>+-4M=.U34XFE\]&%G0+YC('8 '8G&-Q(&:/]*M?E_/[0E M?XCU+_A:7B#_*$>X_\!G;_.-+_P +2\0_]"1/_P"#.W_QKBKCXP>#K7Q# M'H#2^I+^1_B']H/\ G7X';_\ "T?$'_0CS_\
@SM_\:7_(6E MXA_Z$B?_.&=O_C7!1_&_P #S:)&(_$5WJ"6VB21I(ES(C;I WW55<;BQ/&T#=4O!QBL+_$;Q\G MK&:?W'0?\+2\0_\ 0CW'_@SM_P#&D'Q1\0'__)D:X_'4[?\ QKQ[QY\>-/M]
M%\.2^%]4A>76=1%]UUV3W4#K S0:@#M1F_.D=>@'6K^HJR]S>_X$K,97?0<2WXG<_\ "T/$'_0C M3_\ @SMO\:/^%G^(/^A&G_\!G;_-2>9?"_XW:)XT\.0/?:I:Q:Y#IXO;^-_M4:**0)<,ZLP
*CO@G%=+HWQ"T7O/X;UTE=$NO[1@L8Y"4,;1MN1"P&U@#R.0 M>A[4I8)0;3B]/4J./E))QDOP.I'Q1\0G_F1;@?\ <3M_\:/^%H^(/^A'G_\!M!G;_->&?#W]H::57C;Q1_8UG92:0-8-YI-PTRV<88
QW(.2KG<,?RKN+[X MX^"=-L-/O+G6Q'!?%_()M92Y56VM(RA15.R^,?@O5;#5;RV\00FWTN/S;J0ADVQ MYP)%R 74G@%62^A&BQ7]EI^ERI;R)*\D\6=DBD9!+#N
M!CO6_>_%WPGITHCGU=8Y3=R6"1>0[L\6WS$4>'[# MQ#!']JNLFXF-B@*#+[20%D*=U!XKE=1^)NM:;\.;4//LW17UUOM:.6-8W^ MQ,S!9"I(8A1S
MZUHUF\-36EC=8[L;B_\+1U_K_P@UR<=<:E;G^M;O@COS+XM?4X;G2Y-'O-/ ME2.:WFF67AT#JP9 MA7J5*BC)GH]%%%>><>L%%%% !1110 4444 %%%% !1110 4S/SX[]?3" ?YT M>-
>$@3;:N]_]'-6WAO[C"LCP9\-K#O%#]]_<:AK%O))IUXICM=0DCCX MF8<*.[1GO7@Y\2:EX/M/^$\]\7(M5U#PQ-XBU#17TF"=X[]UMX/-*W$+AMTNU M8?G4CH>U>LL336AXJPE27O(^CMK_-
QNM.PW<,#7SPGQ]\(0^"+SQ#<6OBZV M:UE1VM)=<<>=:L@D\V%B!YI52-R@?*W!;O5.3Q?KNH>(;3[#I6N2:;;ZL]-
MEM!XD/F:I;PV7GJ[.QQ$ZY#$=_NT_K5.KZG5\CZ1\IGX*&O'/%/PBU;QO\5O M$#W=Y>:7X3O]*M;2Y%L$87VUV9HB3EDQ_> YKU?PGV-"\7^&M+UNTU3Q/':
MZA:QW423ZK*574$!AG@CZUK_P#"E=(Z_P!K>(?__R_P^-7B+^_%)N/AUXO32_'%U8'48M2-Z8-(M_[1V*^GCRRR1VMUMXQ?K))8N&_>^>O=1)E?XL-
Z5:A^'OC>Y^)MI>ZCI=_=K!KYN MFU4ZDIM?L95A$(K8G*E,@\'>M?!__"E=(7G^U_$.?7^U9<_SH_X4OI.[/]K^ M(<_]A67_!K3^U%9*VWD1_9#(;#Q1XDU+6K1XWU#3-.C%PSJS2SQP%90
M0#U#GD]#7!>'_A3XUTC3=#DOHKG49H=-U&UM[$/'%_8D\BML964_O0XPO)^6 MOI3_(4KI).3K/B'/3_D+2_XT?\ "E-(_P"@QXAZY_Y"TO\ C4K,DG?]/*Q4 MLLE))/IYGSYI_@WQU;^.?#
<]SI]_=6<6BPVMRTM^]6LXA*S#:K9D"+W2I:/4I+]31DAL1+&ZC3[#B:+VNTL%9V4Y\W//(^7(KZ:7X M)Z2HP-8\0C_N+2_XT'X,:2.?\3CQ"?\ N+2_XUI-:BI=NG8S64RI_B>1V>C> M#+
[/X#S:?!I4UOXE6!EAL9-19Y0I<<<&M>X?*6TG'_(8\1?^#:7 _!H_X4KI/4ZOSAAS_-A6 M7_&B69J22MUOMZ_YA'*7%OTMOZ?Y'SQWXZ\,V;R^#M2TVTAO,7VC0:I% M'>WT
4X\N96PBA\';D%A6#JGPO\;:M9I'<2ZPAM_#CBTBMM1*$7WG,\$Z)M!8\,0=8\0G/KJTO^-1',(05HK\/ M^"7+*YS=Y2_$^8/'GA_O=X"\,ZO5-J4CID'(,#D9!Y%3?*8TGD?VOXBJ?^0K+_C6G]IQ
MM:WX&?\ 9$^;FOIZGSMH_@KQS;W'@\ZKI6JZC:VMH]/*9ZLMN;2Z\YBTDV6Q M*A0@#&?3%9EA\-?B+K7BWO2FK6=U:,/]UE?6DWF:B9(79E_T=EPY.W/"'KCH M.^C*G(_@UI; 9U;Q$,=CJLO-
\Z*-2N[592,EU'3/O M3CF:N[+?R%/*9-*[V\SQCPAX"K,D5Z9$^_M92&(90=AZ**H6GP^^(4VD7\=G9:WX>TN:\L?^):=ZLMQ=EEU)N;A903L1DX MVYYZXK%\1_"33;#1]0N(Q$^LZ\
<32'4+C4I'CMP.6D*E@#@#H3BO-O"GA/ M4=;^#%UXB\0^+=8\-7\$=Q=KJ?G.3+I\;.R7#VKMA&DC7=MSQVJ/[2BG>WX% M?V3*R5_Q\K=CB_%OP]\@W>E:3;ZQJ.F6NOO<6-N=2V-
+:E5**'24N'V!\G M@'Y!BS/#'PTCT?Q(?$WDCO6CD+RH&TJL9W&OI/P5\//#_BWP MMINKV?B7]0AN80?M OYH-SCY7S&3F,A@P*G[IXI3Q\7%1_)<T8E3YKG&0A%/_"OO#?__$%4_P#
>;_XW7MRC:/:CG^]7?\ 6WV/ M,^I+^;\#Q!OB/X:S_P A9\ P'F_^(KF/&>]=QO&FI^%+T>(DM3HFIKJ C^Q M3.)L*RA,[!M^]G-?2W/]ZC/.-K0$8XNZ7]?<3+ 1DK.7]?>?&]SX&\'7/Q(
MN_$\A\0V7:WT]M5)'8U);Z!IJ>%:?PW<>/DETFQ MO8;BP'ICRK(D<FX >M?8A)7J:.@<$\UH\SJ-)=OZ[&*RJDFVGO M_7<^2;G1_#-SXP@UW_A+!F/O%_;_)!L)O\ GAY1BW;?3G=619^!?"445S!=
M>+_-@N;74;:0PV$R./M4PEW@E2,H0!_M5]FYHW^ANH695%9+^OP'_&72;;;_M *^\^,/%'A6T\::1H]GK/O#AO)-/$D.S^QYD@EB9 BEHQC,BXR&)P#VKI_A[M:^&

(VF:)X>LKJROKKQD+G51KO]O7UPEA-&ES)Y)B'"*H4[%"^I-;OB M;4M$U[Q5I&MVOBQ+(VUG<6%S;M83,L\,O7:=HV,"!SS7TWS_'J.?[U2\PDW M=K^ON+66P2LG_7WGQU-X,\
(7NDZ/I5WXL\RTL=#N=%D$=C,K2^:RD2 [< @K MRIZUK_#^U\,^"_!^L;.=?LC9IAL@9S2_M"=[O^OP*_LVG:R?X?\ !/D32]#\Z#?7L,F>-?LWA_4;*.R MOM/?
3I7D<1P^2K+*5RN5Y.0>>E<_H7PO\(Z5H,IV" "4V:7,T$=O:WUMH\R3 M)Y4BO&TF01)AE&5&T&OMD.2>O'8]C3^1U-5 ;557_Z[$?V52=M=OZ[GQK=^ M%M.OUU2^N_B!'/K]YJ5EJL-X-
'E2*&>W3: 8P/F0CKDU=*>'] \/>)-,UNX M\9IJ%S:WU_?R\2\6/S6N452!@$)MVJNM?7;.%ZN!2C+=&H_M&HU:W]?<"RJ MFFI7U_KS/C?P/X'\&>#/&LFM1^(+*\MEGGN84ET];
[2K2D[E:8@@@;CT4$]Z M]0?QEX.>YDN)+V"2XEB6%W:RF;<@.54@QXP#SBO>>?44S=U^?IUJ)X^=1WDK M_P!>A<,MA35H/\^">) ,\+'\-+ S%D_\!YO_(BC_A8_AK_H+) X#S?_!%>
MU[SQSUZ<4[!]16?UQ_RFOU%?S?@>*+\1?#3-_P A5/PMYO\ XW6Y\'M2@UC6 M/%M]9%IK.6XMECG,;('*P*&P& ;!XZ5ZC@lS4;*-V?XA[UG4Q'M8N-C6GAO9 M3YDR:BF%]B\\^N*4,'7(Y%
[H9I@K*3.QP0:RM!M?@AHGB? M5M8T]\\+C6[UW-])'>L ^Z;._2".1QK%Z- MS(K'\G/WQ7SGI_P3\<^'M$\6>,M"LK:P\6P:KJ?]F6,=@L,\]O/=*6EGD&3. M1&I,2X^7/&3O5RY+ZF<%+ET:/3_^$/\
@0=+6OD_L"2PAGDN D^H,R1EEVOA MF?Y4*C#+G:>XK2T^7X,?VFVN6=WX=-U=9<74-P"K9B,!*@' S&2A(ZBO'K_P MC\6O'?P_U_3-9U#65M'\,WIMX],L_LD][<^:4AAN#-
&'=S'PMF,NSA03?"88"\=,8*FI]V]B[2:Z'T#I M?Q%\ Z/I]O86/B'2+:TMHUBA@BN5"H@& H&>P]X_Q7\&Q.T;^)]*60#)C-VF M\#.,E M#X79)/$NG(X."IN%R#Z5&?BSX+'_,T:7 _.!2 M_P"-?
+OAN+XN^%?#OPZT73-+\2W$!K-?&*>W8*@(06WSE0#?&GO3 M\6^%[76=-.;Q!JNC3.5UF\%C"\)XXQ=R)NTE0OSL(EPV0V.OWN*ZK3+7XP7#/> MROJR0645M+IUE-:P(VHQ/>NC"^7:?
WPML%P"-IP>N:&XKN*T[7T/>O\ A;7@ MW_H9]+ _\"%ID/Q?\$7$:21>*)EC<95X[M&4CU!!P>E?-UAKGODO-;UC[?I7 MB73?"DFHPLQL;..75+6(^:'C@+(%9-
ZP[B@90IRIQFH@/UI/OAT#0!X&T>_M M)-\)100AK;[L'D\R(L[7 N?+4I'.6QM+,JKV!H]U] Z^13C):=CZ;_X6SX-/ M3Q/I?_@4M) PMCP9_P1#/I?_(%+73?V38 \^=O _-^E_P *3^R:'_GSM_\
MOTO^%%X^9-I'.?\ "V/!O_0SZ7_X%+1_PMKP;_T,VF?^!0KH_P"R;'_GSM_^ M_2_X4G]E6/\ SY6__?H?X47B%K]>1SO\ PMKP;_T,VF?^!0H_X6QX-_Z&?2__M *6NC_LFQ_Y]+?_+]+_A1_9-C_
.^=O_WZ7_"E>(6EY'-?\+8\&?\ 0SZ7 M_P"!2TO_MGP9_T,^F?^!*UTG]DV\ SZ6_?I?*/]L?^?,W_._2_P"% M,\0M+R,:_P"%L>#/^AGTSC_IZ6G?\+:\&]?^$GTO_P "EKHO[*L?^?*W_P"
M0_PH_LJQ_P"+W [!#_"B\0M(YW_(6QX-_Z&?2__I:Y/X]?$OPI]'P_P!8 MAM?$.G33M&@5$N%))\)O37[_]E6'_#Y6_P#WZ7_"N/\ BI!=L8!_UB^U5%PNMR9*=GL4/&?BOX9^-
O#U[H7B+6M%O]&O!BYMKF\"HX4AO MF8$8 (!ZUS-GHWP/TW2Y8(/[#AT]K1K5WFO_ #8VMFD$Y0R,Y!0NH;KBN[^) MALM$\$ZO?'PFWBT0P[O[%L[19I;LY
"!2,$9.3G/&>#7SS8>$;^P^$/AO1K; MP=KEY%#K*>(=;L)=':$,36WVHF>Q@@8[BH+!DBQAD3WVU%X/:Y24]M#VG6M>^ M%OBU+G^T]7\/;B;ZQ-E,6ND9I;1F!VK@YV%L'OZ-
;:=:OB*W@@0N\M$'3!SSZY[]:^8:0X#^(M-CU3Q-X?T'4K.]N5O[FWTJ M6%0MKITDI1+:57YA(T3$^2&PO./F(KZH^&%K<:CX"T:26_#MEH>I-:*=.@M MPB0 9"@(?^
M1HTP?]O"]*R=$\2Z3XD^+PDTG4;;4%BT)T//B-X5^(‘@#2_"/@8>*/#FKWCP MZ[JK7 0Z;$,,!D8ZDY(.<8ZUZTN,#'2D,8-. P,4D TA=X/>OF[P7\6O$EG
MXBU;0(4&NZGK'C76]/T^35+MDAL8;:%953@$[!R H]:^D7QD9S^%<'IGP[\% MZ7XGAO;2UMDUI+Z[UF+%P3()[A1%<2A<|&7"GC I:W'T/+/" P ?_%7B_P ?
M^'Q:Z=IMIX;NO"EUKE]97$&CyBEAN6A;8ZC:PW+@ XX.3S5ZL ;(U2Q^$>F> M-=2L-#'TB?5H1>V.FW5[-+*8 H+*5CC9F<^H&URC>UO#^Z29F:6'4AN5+/G8_?I7.ZUH/PJN+??2"T-Q;W-
_H&F33Z=I>DZ@ M5O#98*21(5<,Z/MV%2>>]4/2Y@7G[3]]>6$_JFB^&X[G2]\,6/BB[>[O"DA MMIP[-$@"D>8H0D$_*<5I?\-%SI:>+-6.A1C0-%OX=*@;[0?M%]<3" PD+C;$
MF)QN+'([“LS0/@1X4U?O=;.K?0Q6&A:AX7TZPTOPO-AV+>/'O;>TMEANG_LZ5)89)5F+E0ZA$B8,N-Q/W MFT=+K5-/M[:?4K:#[1*\K3;@L=KLB96;"[LR%1VZUTV MC?"SP#K?
A33=,>!OME^D,L1R7%^[ZH) GR2B?=YFY%;.&!P!QWK-\;P>"O#7 MBGP7$D5S<7]]>1Z,T^GZ]\95!&\R_;\./,3@D!^>@2Z,L%Q]-FJ:I=M%%&DRF*Y:!/ M,*I%*&SQCKG IOL!F>+_ -HG4/
WPUT_O3K-KHEGGP:C8,EO9Z>=*C,%W)"9+-E"M;2.C#S(R ORL3R.U<\. MZ#X\&QZCK>D265C;7D=O:75Z+D&$K:IY,*[B2][5&W^?- 'E&A_M*>)/$>F
MZ'>VWA6PA77].OM0TX2:@W[K[&S"9)@$_C !3;T/WJL>(OVL-*T3P_X0\0QO M6IL=;MK6ZGTQI96U"-+@HJ;52,QK@OG]XR;@IV\UU/\ PC/PP*:CI'AJ!+. M/5=+TJ\;3=(2Z)N/LDY_?[%+?-
O8XYY].*167P<^&WB+PYX?%WH-;R3O0;7@BFC63$KQ8R.6V\\TKC9#;?'R_?O*%ET&*+0!XIN/"3W0O M/WXG125G*$!+.TJ>=PZJ*Q+C]K2QT^[\70?9+76!H]@-4@?2)Y#&\1N$@\/ M)
(BJ2'<$M&64KG'->_E_\(!X(${V;VEC]HDU:7Q ;9[C+-:>%<23;2V>C%99)RZ1,Y0[PB[5.6 MSD\5=N_VG]5FTF/4-+*@P1>&9_$]XFHW+6\BPP7#121(NS)9@A9&8 $8S6Q
MX$^!$6FZ)-8^*)K6UN9KM;K3=/\ #][<11;2RQ%'^QRL1*"XRSXP,>E=‘XM\ M(>#[+0M1U6ZT>;7))-#ET9X+68S7-Y9%LR1+EQO)9LELY]Z+"1P^K?M6KX;L M+R76-'2UN)H],N-
+"2O+&T=_O$1G*H60Q^c0;&ST6H-+_:AUCQ"L-EI'AJ" M[U)=.OK^2XGFFMK69:5D#& 21B1EVUc;Z[> MV!TWPJ?6-A?:;FT5946W!(;]VT32@AQSVSFO3-,^'"A6\:TOXT?6)H;*?2XM
M1GO7N9'@E;]ZC2%CN)9>3U% =3B? GO<\3>-OC):Z=':6%OA.N. "=EX@B24L M;Y-VV889@-I(/!7.,#(J;O-\>KW1M0\3WMMHL-SX6*7T.FQ2=2W!6Z:201D
MM!'MPRIYJYW$%OX:D\//X+3XT6&B:-8&/4- \,J8=4M;[=!]D$QA%K(H8[RC M+D;_+M=#/]P\":[KJ^+[C[)*TVV:61+S%G>&+[DL]!O+E:/;PQ!V_A2701
MPGP#N=6U#Q3\7/$MNQVLMW:^(+K3(KB.XF:3R(%4!%L;Y40 Y!49))S5CP;^MT?=:M'X7O=>T:ST32_$^E7.H;9*;\L8FME#3)<.R@(I4[E89]#S7H^GZ#X<\ M*Z?
K!TR>STU=>N9=1EE:XRMQ<3@ R DG@_+@#CTK@(A)^S]X/\&>#(_#FJ_8 M_$.K6NF_V?J2FX>2,*.0EG"1.Q.*R<$X"[L9I:E.QPU_^T_XC\2V@M/"=MHD MVJ6GB73-
N;B7[1]DN8+O<4\O>BR!@%PQV^ZYK6UC]HN+P!JNN6,R3?VK>>) M)],M6U2YFN+$PVD4TCJ(HVDCC^?"SP7]=Q?6 4PZO/)YX]3N'MR(H+@Q.BJ4W$ MN%W(Q
&",XK9^%OQ1\2^. BEXDM&M]/C\(6VEZ;?V?WQ>QFZA,@5\ J2>_/& M.,U9N8_!4WQ4M_"?]F-J>IW?AJZL)K[[69 MFL]"6VD^8L7+/DD_-76:/X \ M*>']-:9\1]6\%?%WX
MI73V1U/04\1:58SB2Y82P">WC16A0@K@.P9@2,CIS5[0/VN:/O+K>H1:=IAN M](":AlF,<=PLT9M%E+/,S1"-$D.1"X;C>ZK;Z=INOW$FFM VIL+*6YG M++($C#[$D)(--DO)_"-DA7PQ#XR$2ZDS?
Z"2 \1.S_7 M YQCY?7FMS5_VB;FWBUG6],T-+OPIX?NK:SU6>>[O9C&MNQP0*@5BQ^GK6O\0O#/@?X8M<>.FT-]2U&SU*\ MCM8:U@(+BXD$#31OEM]%O-
):CYOK3/AU\# _#6CZ'XBT77FTS5K^\\1R^)[Z* MTE*+;S&;S(.,AE5 BX!XSGM2!A>?'VZTGPOKTFJ1:1H^OZ3JLFE.+NYF>UG9 M560/$L<;2N"CC*A,KU/%>6_DM-
OAM!?/X5M=&TS4]&&G"S&I .:\ B6>898U+AOER MSECSD'@FA6U HZ[\:=0U" \ ['O]-N-.O;37]#C5]*U%HU>"^9C&';9EMH4B M1 ,-V.*W[;XT>(M5\$:KXSTKPLNJ>'M[IID5M.[7DBI,87EFC"\
("K/M3AV'@+QA#XU\5 MK-M=6=\EW'N.^F2-):ELX;:6 (P0058!@>",UU-:>-'!?#/AO1/'=O>^'WN1H M=OH&+)[60'2O'):ED;3>3)<.PW%B,%_B)-:>H02]IMQ:1WT6H6TEC(I9+I)E
M.3@9R0P.#C!SS0*QJ457MKJ&\@CF@E2:&10Z21D,K \@@C@@^U6*!!1110 4 MS;\U/II(Z=Z /)_\OBI8-5&E1:))8'5[W:IU+*)3^^:,0JD9S25YF/VN-;' MA?
XBZQ)X>TY9 !MZ]D=/6XD:;4CN9(W@.T#:[HX&>FPYKVKX8S1Q:+]?SH"- M8OB%) /^O;WKA+W]EKP?=ZM#J,M]>B[@&I[G\Y,/]L+$EU(P3"TC&,G[]\K2 M3][8S@ERZLJ7O[0>KV?A=-4?
_A&X[]!%&MII=Q<7$3-'Y2RL@F*>6656&<$X MZXQ5H?'YH9;FVN]=\'VMU:6KW=S&\]SLB5(P\BB0)M=D4Y95)8#M7)^,OV3+ M1=)U"Z\ZU=ZIK?]F-I>GPZM>(((%DA2W=F::3L5%WJ@&
W3K72R_LN>'KNV MGL[KQ!>_V4PN);?38FB6*UN:B,)<3(Q&YMPW$*Q(7>:<5- (TM'^8OOB9^T[K M?PZ\,>'-:6Q\,ZK8ZZMO-;3O>SV2;(8]Y_UL>=S@85<#J?L@>";B*$66H7-K-[$MFG,5RB1
MB!(&C*,,.&6-2<]_:G?38E)=6;%W\PEG1]7NKBXC&(WA0 PF,29+S* M.G!K8G_9'\%RW&KO%/N]MX;R?^F]Q_\37A MOCO]G/77^,-AXH\,7-I<6L\CW,RZA M(#_6)GKG>*?383BKZ,XNUM?&UA
D%I8>%[:!!A(HI)E5>YPH7 R?2I]_C[O; M^&\ ]=[C_P"]KL/M$?\ SW3_ +Z%'VF+_GLG_?0I7?8+>9R'F^/ /GW\.] M_P"X_P#B:/\? \ /OX=_P"]Q \377 &F+ GLG_?0H^TQ?\]D [Z%. D*W
MF/O^??PY_P'!_I \ XFNM^TQ \]H_^^A1]IC_M .>T?_?0HOY!;S.1\[Q]_P \/#?_'^G_P#B:/\??\ /#PW_P! I \ XFNO M^TQ \]8_^^A1]IB_Y[)_WT*+^06\SD/.\??\\/#?_?Z?_P")H\[Q]_SP\-_] M_I__
(FNO^TQ?\]D_P"^A1]IB_Y[)_WT*+^06\SD/.\??\\/#?\ W^G_/B: M7S?'W_/OX<_[_P__P 376_:8 \ GM'_-I"C[3'_P]H_\ OH47\@MYG(^= MX^_YX>&_^_T__P 32^;X^_Y]_#G_
'_G_P#B:Z[3%_SVI_OH4GVF\ Y[1__M]]"B_D%O,Y'SO'W_#P\- \ ?Z?_ .)KE?BG)XU'@'6#>0Z MOY2;C%-.6_U MB] 5Q7K'V]#__)[)_P!]"N-^,$\}3?#G7)$)\I._03_K%[4T]5H*2T>ISGQ(M\>^-
OAKX+UCQ+=V/AZ\M],C$AA2ZG1F!=5Y8]0H&{)..!7/:S\<_$_$AWX80^ M-;^V*26LTJ00Q6&JO<12R.^Q LX4)C/]8_= ->O>([6;5=,GM;+5GT>[EQY M=];B-Y(R"""%
<%6!Q@@BO,4_9RTI=.EL$\0ZF#)<'56VF$#^T_6;[:$"X# MKMV8V:>,9YJ4WV+25]6<*/VL_$%IKT6EWFB: -^G&^6^LM2>ZMY6(0Z,-U0! MPQ&S?T#<'H37LVDZGX_U32[2[-
KX:1KB%)MBW4TBKN . ZKAL9^\,#VKEM3_ M &SRB62ZV ;=Y(P%QM"Y&,37?^ /#%C\/ MO"6F>':,Y.UM81>6LDSKN8EBS$@<*,L<*!@#@<"[;71$VTW*OG>/O^>'AO\ M[_3 /O-'G>/O^>'AO\
[_S_/O-=?\ :8O^>R?]|"C[3%_SV3_OH4K^06\S MCS)X^_YX>& _^_P#1@5^T)G=N YSZ5Z(MUS#NR98\X_OC_&N.1TD^_-?" M7B?4O$>F>'+VSN:S1;IK75K>VCV-;W)&XAQ@98CG(SGUJ;7:87L?
*NI_SXG M>);?QTUWHL-JVM^'XK(V$'V6TMVO4ODD;9Y1S(HB5BLLIWD?*37I?CGX)R0_M$2[U3P_X3TYK&|\%7>@136D<,36EX=S(QSAL,&\OXX][9^(]-U#6M3TFUG\W4=-$1NX?+
M8>6)5)0[B &R >A.,^*:"|CP+X0_#'Q!X*URS7Q%X6CUB2XTO3H+76?/AD;0 MVAM5BE@^8[E^<$AH\AMW-3S[//) M9/FRS8#Y[,\@U]<&XAAE2)V197R$0X#/CDX!Y.!R:I>(?$FF^%-$N=6U62['
MIMLH:68QL^T$@#Y5!)Y(Z"]V=QW9\V:S\+/B%K'Q(\%W(TNWM;#0-3TR?[9: MI;J9;*. +.)9R?/,@;*F-?D9<'FK7A;X ;MIO@GX7:7/H=I'*=&MM6T]:[3I]QD MQS"-
DSABI^5@" .01R*E[6'<\) 98T2_N]0UW5=6G6\7PRS>"=(O58,MS:VLK M%IA@GEBR(?)KC61X>^ ^NS>-=!GU[0+6XT2WUQ>/=W44\R2Q^5=B,6S%"<-
MNVMQCY> ^*^E[^SL]/MA%9VT=O!N9@D$85*=Q M7/EOXF>'M9\(_L7Z?HVK1,FL6#:?;S6YN-W2]0+'O!/&P@9STJ;5?AEXS*>(MYM+\+V>DZ)KNKPS/H'D6=W+91);^6UQ%#(3;EI9.6!R0O.-
U?2>I+92V;B]B MADM0/.:[0@.8QSN.1@8QG)Z=:R;?QMI5UXX;PLLCMJRZ:FJ[?+S&:=I#&K*_ M0G5V?("A^7..E9$'[-_C>33O"UC]T]ZMH=_TS3&338[*632)X%8RE9ILO&&8 MYWPY.>O %?
8RS1[.@<>RG&>F*2&YAN5#1.DBMD!EP02"01D<<$8-,=^A\Z#X M):N=631[9-3;XBKK0O?,3STFHHB2$OUVLH8&+OZ5SEK\"M:\/?#*1;'P M>$\2:+K5Y/875HEF!C?:*[-
%//!)P\81PA++$(]N5Z"OK$2(>0V]M(]1R.T M9BN(XVD. A5SRW9/6O*-3_9S\4VW@/QEX7LK-+RUTO1Y]-\+DSHOV@W(M&LWE_ MT*:*WO4>,JJM)&)\9D\VD\,"K9R* NT?.GC-X+#ZU?
P_$S3;#PK9R'Q'K,F:I!>Q M&&)9[=9(#/;N00P9#$[8/RMVYKNX?A1X@M-!^,ND:1Y7AZ#Q#,[Z$;=U$49> MTC1W"+_JMT@;/&?XJZRY^.W@JUO/+DU-\?9KJY:46DNQ8[:58ILC;DD.P' .
M>HXKOX;VWNDJL%V?(=U^S_P"+M&X? MKWWA2PTG:L\)>6ZM[Q9E8(2N)$4@,?O9^;J:HZWX%N_"&N?#/[=H=[K4V]> M)KJ?P[>PV5]JJFGLFV.&#$"YV[B"?
F/)ZU]G[T]/;D57FL[2ZF@EEMXY98" M6B=XP6B)&"5)&5)!OQ1>PCYQ^'_P)UG3?&'@F]UG2+/^RM,M]7=;5G29-)-Q M>E:= MI2>$O#%Z/#MG)XJTJ_F&F0
MO!:)916C2(RF_MU(C20JIR]M\RG&WDFET7X$>+XOB5JE[?ZI]_4QU&]U.TJ_MVAM%C99D=(HGF ^TL];QF$_+\BD'BOJ$/'G(G)/'RT_E:VL? M"+7+[XA:O]G EGX1N+J7Q-::AYPS#J[6[0!2F=V [?:
0-NX>M>]|H]VW9R M.HVT%T5MV>D#R52Y6!&6\ M6-&(5';(SNQNQWKZ6U/4H-)T^\O;@%+:U@:>5PN2%4$MQWX%8?@[X@Z'XT$? M]EW3S2R6-OJ7DO R,L$Z[HF)QCD#F[H)
([T#N>$^(_@3K5]X7^,3V^@VSZ[XC MUJ&YTIS*E&I:UMB5W$XB \M\KD9QJ*M/\(?$%S8_$[0KS0(+W5_$$VH7=AXP MDDC*^\,N(:=B3YB;<;"H&T#YA7N=WXUTRVi:V?A0M+_:-S9/[,:>6?
+\E'5& M);H#N8<5O^8FS=MW]P.M K]#Y8U3X6^- %P\47LWA8Z/J]&E:#86]M-?0N[M/:7HDG)*L0H"@D$GYA[\52\0 "3XE^)OB+JVL2Z3!.I)IFO:?,+-+6WM[DSP M,EH5D4^=-N.TMYWW&SC
KZU4H#PN#CTQQ49N88Y$5V$;R-M4-P6;!. .YP,\ M4P/*[7X5FU_9KE\&PZ+8QZI+X9^Q2V&Q@&]Y]E"?.W1CO ^8_6O*?$GP6\8Z M=X5?1M#\+VUP-4\
6_AZ2.VNHH([*^C+.^\$@%+G#+G+#GKFO][SD11G(!] MC43W,,+QH["-G)5%;@L0"< =2< GB@#YMU3X(:]-J/B_4HM%MI-5FO/#TVE7 M9F03*MK' ER48G,>
CCMN'K3U^#^K:KX&^(/A34O"-G+KFJ1WI1^++HPRJ[! MFD=X P.9%*Y12K#"D96OI/"L00O'&=-L;C2?/AC-RlO?&6>S_=DJHD0$AONG=@]36@OP3UC6M3L=03PQ
M%HWAZZ\7:=]Y*R/$$L+>&UEBFD95)CS(S*3&F1ZYKYC>*[3P@]7'/W>,)) MA<\'^!'@[4_WA4>U*T%E$-=OY]MDE#)%9O*6A50.%7!X3^&O357 O0M1 ML4ZF(**** "FG'7'(IU1.V#@CCUH
\I\$ #WPUK]E]U[J.B6MY=/JU[OED0[MFQ.V.\UX%::%;:!XUUWPS?:) \@G7=9L[+5H++PM/J5L-7O=MQ'>0QJQ\Y^Q9@1^-8-K^U#ILVEW^J MR>'M0T_1+*Z^Q'5;^X@AM)I .\HI%
(6^8A_E.0.Y^Z,UL_:B-'3V&XEF#,RDG!;9VKZ"F^ M+LEM'<32:-:Q06^Q)IGUVR582WW0Q\SY<]L]:K:3\9[S6]8UK3H/"ERMWI4X MMI4EU*V19&,2RY0EL, C DCI4/G:W_$TO&][?@?,4?
BH>!:#9%X2MKRlU#Q5 M=RR6EY8,ZO:F:L&CA$V\4^LY,[+BUU:TEC;! MP<,KX.",=:N?\)1XESN_X0:[R>O_!.;;_XJFG/O^)+Y'T_ =_PJ3P9_T+UC M_P!\'&C_A4O@$S_H7[' +Y/^-) PE?B;_H1[O\
\&-M_P#%4O\ PEGB;_H1 MKK_P8VW_,52]_O^(>[V_7_(5)X,_Z%ZR_[X/^-) PJ+P7_P!"]8_]\'_& MC_A+/$W_$(UU_X;:_XJC_A+/$_ 0BW?_@OMO\XJCW^_XA:'.;_X5%X+_M_A>L?\ O@_XT?\
"H_!G_0O6/\WP?\;/\ A+/$_P#T{MW_.#&V\ BJ/^ M$L\3_P#0BW?_(_;_XJCW^_XA:';_X5)X,Z_\(]9?]\' !H_X5'X,_Z% MZO_[X\ C1_PEGB?_H1;O_P8VW_Q5'_"6>)_^A%N_P#P8VW_.51[_?\0M#M^ ?*C\&?]"]8_\ ?!_QH_X5'X,_Z%ZQ_P"^#_C2_P#"6>)_^A%N_P#P8VW_M_51_P)9XG_.A&N_\P8VW_P 51[_?\0M#M^_G_"H_!G_0O6/_'P?\:7_^%\^#/^A>L?\ O@_XT?\
"6>)_MO^A&N_\P8VW_P 52_\"5^)O^A&N_\P8VW_P 54>_W_$?N=OP&-\)O!]<# MP[9'/7Y#_C63H7AG2/#/Q<$>D:?;V"2Z&[OY(QN/VA_\UK-X]\3'G_A!KO/M_81MO_B]Q]"U/4-3^+RM?Z/)H[IH;
[4EGCE\P?:$R1L)6A9YZ]#FLGO/X7TGQAIC::K-E']%@TL6WB#X>_5I_6<5W::IXIUP0HVHJMQ(LRM,^Z=F M>/,ACBWG*Q_,53"UYA\'\:>*-0\(Z+X@_MVW\,KK&N6TWX*:[AB-D+:)K3
M,LA$Q3>6V,YW9XKZN34[1[PV8N(OMBQB5K?>/,"$D!BNEU M$MK'O!X]TOQOXM^&%YIGBBV\5:AK4_AA(=AMHYE,UPLLBS^>% 4R%%B),G5 M.1\U>W?$W0=8U_Q#\(=
(A_M>'0Y9;F+6UTZ9X5$?V([%F9""]I[P .1STKW2F M[%YX'/6F(^0/#_A3Q]KFB>";,:AXET_5O$&E:O9:K]%S/,!:20.QT]W!XC8, MJCWM;:V>'?&D>66.
M2[$K.8_F*>7[U]=RP+/%)&WW7!5L<9!&*SO#/AK3?!^>6>CZ/9QZ?!=EOW] MM%G;&N2<#)SU.:%H-ZGS+H\'B9M6T*#QD?$@^'AEOCHK6AN/M@/VA/L(NC'^ M_U6[:O_ ,!52U_6_'NJ?
%#4J))T/6M&MY;#6;*[C\R[GF)2T9K25LCR$WOM M:/R?FR=K'-?7N!G/>EH'<^1M3\+Z_9Z'X9LM;_X2NYT?4_";W$OV::=[J3O#
M)$H(G*DLF4W15("!LY&:J::)XR\,^'Y]/N]#U\TC_A'#NGB"5[F*VL7\AQ M*^O*3 ':E;6XKZ6/EOX#6'C"\\=^"]2\3;9?Q26FB: MQ8R7-S#*]HBWR"!"TGS*/$7P[OY-9TQ=:M_$-WX<\-
^/F>RE\RX9[>PEM1A@RG? M)&)R &V@)D=*^O**8UH?'6M>(/BE]'CS6;OPGH>I:/>W6FZM!/;SO\>]-S(O) MP9BI/F%?-VAF4;0>GRU]:44A#$Z"GT44 %%% !1110 4444 %1-GS.O'I4M M-
V#=GO0!Q'PS _L74\[L?VO?=.,O^N:O)?$/[.^L^)-2\5:A/J6AV[ZB+M;22YMS.FY6L,-.ITGAV:6TUS4-8FL]0TUGTZY^UC:R2(# MN8Q G8WZF&OPT9V
M=LUS\/Q5N1HJWVH0Z_I6^'3KUYG\72RVUM97JLR2S,J;PR[""%4CH26VG6(B9%7,*2;U8-R>O'2CE7?^OO+O-]/ MZ^X^@?@-*KGX4^'-0L[UK1[^]O&NIVLIII(F,U44@2;Y
M'PQXVU^+43J^N^+0%:>,Z2UY(KQ%0%9BNQKXKA^-,WB3P]FSA\6:5]=!!<26=SJ/B>:UL3$EMY[.D MLB O*@*]5V[=W.[;7O/PY^'H\0 _#_P ,ZK<^+?%DMS?:9:W,KC6I2&=XE9CQ
MQR3VI62ZDWEV/6]OL])CW:N(_P"%20?]#5XM_P#!U-2_*D@ P"A]\6 _^#J6 MBT>X[R[?B=QM'H:-O^_7# _\"I((^A]\6 \@ZEI/^%2P?\ 0U>+?_!U+1:/ M<5Y=OQ.YV_()HVCT-X7EV_$[C; M_OTW
]&KB?\ A4D' 0U>+?\ P=2TG_"I8\H:O%O_@ZEHM'N%Y=OQ.YO[&C M]37#?\"I8/^A]\6 \@ZEH_P"%2P?]#5XM_P#!U+1[O<+R[+?\ P=2TO_"I(\H:O%O_@ZEHM'N%Y=OQ.WPWJUV=U(F]
(YH M95D35)7:<=Q_:7]4TZ]LM9\51VD&IZ@VO7YT6W^.VH^8A5%WU=3XJ^&,]OX>U)]\:>(-.U!;=S!=7FK2O#$V#AW7(R!Z9KQ
M";6[MOV>?">LQ_$/7+COCJL=I&T4.N!)KHRR[&,0.8XW."%=QL5OO4K+N:J4 MNQU$'])MTOPZTOP_/K]OPL]:O\ OMKUYI+VEQ:R6]ZJ3<6]Q'*8F>55 W-&()EE/E/D*,9R/I[X>^$-_M.\:>#-
)UFR\8^,KJWN8O]:N/) M/_"XH >IT"3_-*$]LWPG@'_#-/BW_P=2UG^'?"\?AKXN"--3U74O-T-V)U M.\:X* Z0@^7=TJXI:Z]"6WI=']Z4M(.E+62-0HHHI@%%%% !1110 4444 % M%%% 'D7Q9\$?
$SQ\0OA_J7@[OK;>'?#.EWC2Z_IDUN9&U"(XPJD YXR,$C' M7->NTUF QSB@-N&1TH =7Q7J?O)GD^+\/Q/__$=U@:98>)AH VXVN=/&B;3 M:22>9G=_Q]-OQMP[5]J5GFUM&M2LQBA-OSF+:
N,Y^[TZ^U&PT?&?A#O3J6A> M#9-#LOS"!E!J5SXEM=1\/1VZ;K&!1=2+<[P-_#]J[B=K>9@#(K0M/CIJW@^\V M^%>D:5.W;*ZBC&Y$8&:0@,"'C.Q2-K U]86D.B3-/>VL M5BY*-
!+=1*A^56.Y&8=@VHI:.A%#972K$%@NT1"EYX"N ?ESZ M%"[0^4$ M^O*3 ':E;6XKZ6/EOX#6'C"\\=^"]2\3;9?Q26FB: MQ8R7-S#*]HBWR"!"TGS*/$7P[OY-9TQ=:M_$-WX<\-
^/F>RE\RX9[>PEM1A@RG? M)&)R &V@)D=*^O**8UH?'6M>(/BE]'CS6;OPGH>I:/>W6FZM!/;SO\>]-S(O) MP9BI/F%?-VAF4;0>GRU]:44A#$Z"GT44 %%% !1110 4444 %1-GS.O'I4M M-
V#=GO0!Q'PS _L74\[L?VO?=.,O^N:O)?$/[.^L^)-2\5:A/J6AV[ZB+M;22YMS.FY6L,-.ITGAV:6TUS4-8FL]0TUGTZY^UC:R2(# MN8Q G8WZF&OPT9V
M=LUS\/Q5N1HJWVH0Z_I6^'3KUYG\72RVUM97JLR2S,J;PR[""%4CH26VG6(B9%7,*2;U8-R>O'2CE7?^OO+O-]/ MZ^X^@?@-*KGX4^'-0L[UK1[^]O&NIVLIII(F,U44@2;Y
M'PQXVU^+43J^N^+0%:>,Z2UY(KQ%0%9BNQKXKA^-,WB3P]FSA\6:5]=!!<26=SJ/B>:UL3$EMY[.D MLB O*@*]5V[=W.[;7O/PY^'H\0 _#_P ,ZK<^+?%DMS?:9:W,KC6I2&=XE9CQ
MQR3VI62ZDWEV/6]OL])CW:N(_P"%20?]#5XM_P#!U-2_*D@ P"A]\6 _^#J6 MBT>X[R[?B=QM'H:-O^_7# _\"I((^A]\6 \@ZEI/^%2P?\ 0U>+?_!U+1:/ M<5Y=OQ.YV_()HVCT-X7EV_$[C; M_OTW
]&KB?\ A4D' 0U>+?\ P=2TG_"I8\H:O%O_@ZEHM'N%Y=OQ.YO[&C M]37#?\"I8/^A]\6 \@ZEH_P"%2P?]#5XM_P#!U+1[O<+R[+?\ P=2TO_"I(\H:O%O_@ZEHM'N%Y=OQ.WPWJUV=U(F]
(YH M95D35)7:<=Q_:7]4TZ]LM9\51VD&IZ@VO7YT6W^.VH^8A5%WU=3XJ^&,]OX>U)]\:>(-.U!;=S!=7FK2O#$V#AW7(R!Z9KQ
M";6[MOV>?">LQ_$/7+COCJL=I&T4.N!)KHRR[&,0.8XW."%=QL5OO4K+N:J4 MNQU$'])MTOPZTOP_/K]OPL]:O\ OMKUYI+VEQ:R6]ZJ3<6]Q'*8F>55 W-&()EE/E/D*,9R/I[X>^$-_M.\:>#-
)UFR\8^,KJWN8O]:N/) M/_"XH >IT"3_-*$]LWPG@'_#-/BW_P=2UG^'?"\?AKXN"--3U74O-T-V)U M.\:X* Z0@^7=TJXI:Z]"6WI=']Z4M(.E+62-0HHHI@%%%% !1110 4444 % M%%% 'D7Q9\$?
$SQ\0OA_J7@[OK;>'?#.EWC2Z_IDUN9&U"(XPJD YXR,$C' M7->NTUF QSB@-N&1TH =7Q7J?O)GD^+\/Q/__$=U@:98>)AH VXVN=/&B;3 M:22>9G=_Q]-OQMP[5]J5GFUM&M2LQBA-OSF+:
N,Y^[TZ^U&PT?&?A#O3J6A> M#9-#LOS"!E!J5SXEM=1\/1VZ;K&!1=2+<[P-_#]J[B=K>9@#(K0M/CIJW@^\V M^%>D:5.W;*ZBC&Y$8&:0@,"'C.Q2-K U]86D.B3-/>VL M5BY*-
!+=1*A^56.Y&8=@VHI:.A%#972K$%@NT1"EYX"N ?ESZ M%"[0^4$ M^O*3 ':E;6XKZ6/EOX#6'C"\\=^"]2\3;9?Q26FB: MQ8R7-S#*]HBWR"!"TGS*/$7P[OY-9TQ=:M_$-WX<\-
^/F>RE\RX9[>PEM1A@RG? M)&)R &V@)D=*^O**8UH?'6M>(/BE]'CS6;OPGH>I:/>W6FZM!/;SO\>]-S(O) MP9BI/F%?-VAF4;0>GRU]:44A#$Z"GT44 %%% !1110 4444 %1-GS.O'I4M M-
V#=GO0!Q'PS _L74\[L?VO?=.,O^N:O)?$/[.^L^)-2\5:A/J6AV[ZB+M;22YMS.FY6L,-.ITGAV:6TUS4-8FL]0TUGTZY^UC:R2(# MN8Q G8WZF&OPT9V
M=LUS\/Q5N1HJWVH0Z_I6^'3KUYG\72RVUM97JLR2S,J;PR[""%4CH26VG6(B9%7,*2;U8-R>O'2CE7?^OO+O-]/ MZ^X^@?@-*KGX4^'-0L[UK1[^]O&NIVLIII(F,U44@2;Y
M'PQXVU^+43J^N^+0%:>,Z2UY(KQ%0%9BNQKXKA^-,WB3P]FSA\6:5]=!!<26=SJ/B>:UL3$EMY[.D MLB O*@*]5V[=W.[;7O/PY^'H\0 _#_P ,ZK<^+?%DMS?:9:W,KC6I2&=XE9CQ
MQR3VI62ZDWEV/6]OL])CW:N(_P"%20?]#5XM_P#!U-2_*D@ P"A]\6 _^#J6 MBT>X[R[?B=QM'H:-O^_7# _\"I((^A]\6 \@ZEI/^%2P?\ 0U>+?_!U+1:/ M<5Y=OQ.YV_()HVCT-X7EV_$[C; M_OTW
]&KB?\ A4D' 0U>+?\ P=2TG_"I8\H:O%O_@ZEHM'N%Y=OQ.YO[&C M]37#?\"I8/^A]\6 \@ZEH_P"%2P?]#5XM_P#!U+1[O<+R[+?\ P=2TO_"I(\H:O%O_@Z

\ VFZ M'XL\1>(H'FFU+73;BX:5@RHD*%$1.,A1N)QZFMMM*TYKY[Y[2W:Z"A3=U;E>.*^N9]*T^ZM4MY,.WFMXRK+ T89%93E2%(P"#R#BG'1[!7N9#:0;[MG;Y[^4N9L# WG'S8[9]+#N?*WQ(\?^,/AMXYUE--*>(=330=,\[4Y;6W@N(8 MY[YTDE,I4+LC7 "M\]D[FSS5R?XN^-]"\':7KNM:K#%HUQJTQ\ V??6-U]= M_:!4.)4]/)F(8N'2+#L-NW'-?4#V%[*9"\,.ADC\]]R@EDY^4^HYZ54BT#2(M[>SA32[-(+-A):1*W9)P]PR+C"GG]*25@;N7[*87%K%*-V)%#CWD\]=8I OB? .O@#K8(.#S5EIT M099U4=,DX&:):*C\O/[R^O6G;U]10 ZBF>:G]X4WSQCYP,\ 'C)H EHIOF M+C.>/6F^8QJM $E%,\U.NX4>:G]X4 /HJ#[7#N5?,&YNB]_RJ&+5+26^>R2Z MA>\1!*[N) 9%0D@.53SD*2",T 7:*9YB>HH,JKU- #Z*;O7=C(//I2@#C(Z4 + M1110 4P\^*?3.-WW>:!'C'A+XKZ!X9BUC3M0:. %Q%K% [N\FPFD7F9B,,]D' M*IQ?%KX0WOC;5/(LX;GQ[80<%P N3BO=^I4W%2UU/%CBJF]36A];7WB[X87_V47OAM;@VIB\CSO#SMY9C M!$6W,? 4$A?3M7(Z-X]^!WP>M[BQD)LIM:EG:9]0T>62YOA) (7D1F$66C#/C M04;1ZU\Z^+?A]XL\,/;P>'=3O+*+4M4BTNT@%Q+.L-KC7OAW6?#GQ'@\2:'ID&OV,FBQZ$;:YNQ#+:+')N67Z/;['Q+*:./3H[7PL(H:'>UB(.#CA(?.'SF+]WQN'7'6M.V^(GP M^LVC\G2)X'CD5XRNA2*5=4V(P _ >"?*#U"\=*^;[X1>.)1BDA:9K>Z,KC4 M=076)"-=1KE'3"@PB*)64="'>E8_Q(!^ &WC'PCX/U.\TJXO"BW5U$T-MJ,SRM M:R74)LXEY+ (N_)'*@G-'U&GV? WA]:J_S+[F?5NI_$SX%^'570M3T6OTV"]E M.H"QNO#;B*63<$\W;Y17=E@N[W]*[ZS^-'A.TMX[>'"4[>&%0B0QZ3.JH@& M% 3 4#]BOC#4/@_XVN;^*[LA;Z$DTM;$ZB:DZ9$US"XB$AR9!B-V... <5# MKOPP^(%YX,BTG3]@MM5\V1[W5I-8::2\N1DQW:*Q"Q@G@@_,.PI?4]:5[,: MQ51]5_7S/LEOVEO <=W;6K:C=BZN)7@B@_L^:DMO@UXGU+4]]W;RZ/X>-O**Q)CC(I&[?)XJJE=2C[S/M7_A2 **7A3UU3_P63_\ Q-'_ OKPIZZI_X+)_\ XFO& M?#MO?6?AI2+?4Y$/J4-G%%=R[]WF2A &;/?+ Y-;&\^K5M_9U'S,7CJR['JW M_"^O"GKJG_@LG_\ B:/^%]>%/75/_!9/_P#$U5;U:C>WJU+^SJ/F/Z[6\C MU7_A?7A3UU3_%D_P#\31_POKPIZZI_X+)__B:\IWGU:DWOZM3_ +.H^8?7 M;WD>K_\ "^O"GKJG_@LG_P#B:\ A?7A3UU3_P %D_\ \37E6X^K4F\^K4O[M.H^8_KM;R/5O^%]>%/75/_!9/_\ $T?\+Z*>NJ?^"R?_P")KRK>WJU&X^K4 M_P"SJ/F+Z[6\CU7_ (7UX4]=4_\ !9/_ /$T?\+Z*>NJ?\ @LG_ /B:\JWM MZM1O;U:E_9U'S#Z[6\CU7_A?7A3UU3_P63___!-' "^O"GKJG_@LG_\ B:]WMMZM1O;U:C^SJ/F/Z[6\CU7_ (7UX4]=4_\ !9/_ /$UROQ-^_AG6/ FKVL M#:AYLD:8\$3YU7AU/)*X%1Y8/S&3'V$=_$S;VCB7R_G4L-Q&,9YZU@^*H3>Z)]\(T]-9>6&1%L M)754G;,,S@J!GGD5XJ%X"\4P>!OA=8'PI_^L>&=0AGNI1J4&^,&-FRL;D=' MWYP/IG-9/ TD^II'&U9=CZ3O_C9\'M'$.@7D<5E]IM/LD6ER:!-B2VS@1A!$ M5$98G@X7-7?#W[3'PK>PL[?1=4)LEF_L^V@L=,F5%E5%?75/_!9/_\ $T?\+Z*>NJ?^"R?_P")KRDN-QV%@F?E!.2!Z?A1 MO/JU;?V=1\S+Z[6\CU0_'CPFXZZG_P"'R?\ ^(K/*>-.I,\9_%XR:9]KV6^A M.C_:;62'K<*1C[C12T45X2/:"BBBF 4444 %%%% !1110 4444 >0_%G3_BS M>^/O $W@/5=(LO'<-ZQ\3VVH11A,<"/@^XP"#G!KUQ?N_XT;1Z4Z@!CN 0 M.YZ5\::G\5H/^%\Q?$%;?5A8:?XA'A%M1^QR_P!F_P!E,#'),UP!Y?%X01SG MBOLS:-V>]>=:1K_AJZT*]TO5;'1]%TE=4FTN&PNI[=H+J17W!@BDJ&9CNV$; M@>6YHO9C/GWP'XLUCPMH]U!\JZ??:,K'BC7=(ET*WA7[3;*?/D-T7SGY^GS M#&W:X[U7T?X)77PR^$OP[M]$'NSINEZ6=1TU;%&A\NY=40R3M(I0E22OE*_ MS##8S7N? Q%\3>!OAGI'BGQ!:Z7H5WXETC2Y;JXL()BNY(M71X/AIXFT.VUMK'PS<1:?:I&\@2WD33U"J_E%L8C"GD XQUJ5W*T/"K?Q9 MXA62Z3Q%K,'BL1?%BWTBTM;^T"-81!SM>/81R0?DW# QWS6_I'QV\575OI7B M"6_L9[?78M2' ".BU59M%-M',ZR.X8LW,*B0, ,O\M>PRZE\.TA'B*6Y\-+% M?NET-4>2 "X>$';()"?G:,'ALY7YJO=W_@O2XO$^KZ-9:!]FMK9&XU&*SDMD MFN8MI*B5R0 K#^)SMJN@D<-\#/BGXL\6ZQX9B\1WEC>V_B3PM%X@A2VMO):S MEW(CQCYCO0A[FY!XK-O?C/XDF\17M[:7=I;6MEXJ7PO_P (L]L&N]A&=$^U MAR=VX!RX7&TJG)KV'3-0\+6UYI5E&=*TS69;%1:6"/'LZ6Y /EHJ\E >R_*< M4M_!X-T[QM:7=ZFBVWBVZB:.VFF$27LT8&"%8 ,0.G% CQ;]FVZU'PC^SKXB M\47%VGB.]CGU>^6.&S2"2=X9]CY&923*6*<$\]/E' KS;5OBGX@\)?$"3QV; MBS\8:U)\(/OXDT^W5%M?/U) R, Q#)%OSDE2<L:IIMEX:8ZG\>?'^C^'[.OQTF_%Y>ZRFFVVN&QM#=&M%H#*7-]MP8E;>/+4M(R\XS4TGQH\=WEYI.DWM]IG@>_N/#E_]\L^HPQS/+) M;W*QIA1(47>GS,H8[><5Z;H-QX*E\%7M3:EH&AZ#X7M! \MO*]%\6ZQJ>@'2HM&? 3;&PNS;FRDA,R2B6/<<' M:RA>.,'FCJ S6_B5XIU3X$^'0%6B6,>E:QJ4%O.5E660 M95&8;A[UP2C+]IK4--\%>-]9T34+"X2RT/2M2T5[JV\E[@SRF.5VB8@D!AC; M_">*!TU75/!GB>RN-)U&'T/5;6-HDGL;F6&559)>4K(20"?X>.>U5/$R_#Z, MO>:^GAP?V2IVC2ZG[L\ H@< K$2SW M 0 0OXXHN#/!;'QOK'P[\=>/[_3=0L) M;) '4%G/X?,(:ZO1/% CLK;LJ5SN7 P0#NJ#XA_%GQQ_P@WB2TD\5?\ "->+ M=,UG3I7^P6<4EM'8S7:Q*T4_F$21D K*ZNO#LEMX=@N=<+S3Z5(D*O? M]V9H^LGKD@^M"U&SSA?BEK6F^(?B/-K/B&SM?#G@\6D68--$DEP\ULI\QL'C M]XP*J..<,=O>:W/QG\=^*M/M=/B\27/AFIT?QKIVCW>HW.G6Z2W$$\/F?OX MDD>-"=O#888S@UZC>_'/X>0:5ITOAM=$UG2M4U^/PQJK(R1);X1TW3*1\ZJ ML6T!N"O0XKN=-T7X>7'A^;3K"S\-OHEU;+=2VT$<#03P(<+*RCAE4K@,?NE> MO%/9BT/)M"^-_C?6? B[=:3;Z'=RZ18:^V@W-O-;V\<7D* 3>B8RB3>2#780^&? M#NKW01\NR4 G &"#G% [/.E MZ'9SV\\:Q(KDF*=9B&!&#O<$L?\ ;-%P9YCJOQQUS28?$GAJ373>Z[8ZI]DT MW5] (TN&=K]/LRW,B+$TBQ!H0VUR7'L-U)\/OC+XP^+>O^';6RU&R\/VE[X-7 MQ!<'.S%P[7'VIX"HW-A4(4''->ZO\//#6"!PNXYV\,\T M#X_\ M#GQ6\1>'? GPK\3ZY71]=O_/N+79=Q-# /W0V-CM\)W;529KU]B1 MKGAQ? "7OBK1O$4.NZNL%[?9Z2I1Q1;OD2[6(W+\K-RP[9KUJS\&:'LW MFVNBZ?:683[5>T;X_>-=6NHO# <=P+35E\7VFA2ZEJNGQ1S&VN+26<-Y$4CQ MAT,> 0^&&,@&OIE/"&B11B--%TY8A%) $6U0#RW;+IC&-K'DKT)ZU7T_P#X< MT9((]\ #^EV4<,BS(L%G&FV15*]XPO#!20&Z@&]W&SYM_$2;X0:[X^U^] MGMG\,KXVO;;7IWCV2*YL(#;R*1PNZ5?+(]9$KMOB>X@UNS_9HT_5O%%G87^O M3W&F2W=K/ RP1M+>0O0(5!!W1]X&<_>3>-A?$'X1Z1\0?#\VB3QPV%A>:C;;C M]*6]NG^G&*1'V2$CG<44%NO%=&]EV6KVIMKZT@O(&97,-Q&KH2K]<$$9! M(]#2 ^?_ O\80%]UXPT>;4+S3;G0]3\4:GX9&GQVVV2)8'D.4XDR2SXCVLI M&W'/6E^+/Q?\2^'?'7B[2=,UG2=*M?#GA^WUZ&WO+<22:@Q>0-;Y+ A7V!05 M&X,1B0=D\,Z7"T;1Z99(\4SW49%N@*3-G=(,#ASDY86Z2);M"SLLB$@D,2\.^H:'E'B]H358OB1X;T[3GG73]1U M,WT&ILI-/C$.GW/= M9DEUZX$D]NL=Y;FWM9V$"%21O;R\%B, [3C%?5,_@?0;G7!K,VBZ=+K VXOWM M4:<%22I#D9R,\'M3[/P?HFGW)NK71M/MKHSO=&:*U17\YUVO)D#.!AP6ZD=: M0'S!8?M%_$1OASX@\22Z>]1_V=9ZC9W>IVL$,5O- /VWB23PNOC*/3;G1_&6CV$NLP6$:?:+6\A:7RY8RVT*A&WK\PQ MGFOI&V\ >&[*"^@M_#VEPP7THFNXH[2,).X((9UQAB" >>_-3W_@_1M7COX[M_1]/O$OBC70GMT<7!3 0OD?,5QP3]WM0%SSOPG\0M6/GQ@U;PMXCNXXQ<+)+H MMI:P))#/;Q%0\IF1BRRY;YHG50.-I-H7TK M18V'^'GC7,@YX=)'VESUV'%>[6'A;2M-U6ZU.UTVSMM2NPJW%W% JRS!1A0S M9.*;?^%-'U.ZNKB[TBPNI[FW^QSRS6R.T72=B"=B"63)SM/&;741\@_$;XB> M-+O1-F-)O.F MV9?I*;+<8%)\C_GEG'W/IGI56U\$Z!86S6]OH>G16[0"T,26J!6@0]$1&,% M23MZ52&SSOXD^.?$$.I?#?3- O;31Y/%LUK22"-)I=[?W.LW%)[KJ2VNS;^5&C, NX+O;!)7/RB MOHV;1[*XFM)9)+*WEELV)MG):2T&\)GE"1\IQQOVXK-O? /AS5;"WLK[P_I=S9 MV\WVB&WEM5CDDNJD8#9YR.M+]+H?-+_M%>.=3T[Q+K\/IGZ3:Z!I.B:N^ MCS6A,EP;L-YL;2%LHAP&4@;AQ7TMHWBR75]Q1K;W?O" MRR,6'^\%]W<>%] (N7O'GTFRF:1!([HR6R-YZI[P/D?,%[ ]\U:R# YZGDTP' M4444@"HF!4Y-2T4 >0W?PGFU, NK;Q3=V<5U=R77V?["'XC+MN*@D9(!> MF?\ \A+P?\SC>?\ @##_ (5[#174L722LIG&\)0;NXGCP^ MZF_;XQO%W#! ML8>1[\.?*"N \ H<+S M_P 8?\ "G+\!;Y'ROC.\3DGBQA!R??%>PT4?7,1 ,'U.A *>/?*#O?^ANO M/_ &' "C_A0EY_T.-W_X 0_X5[#13^N8C^_X4)>;L_\)C>9_P"O M&' "C_A0EYC'_97F/3[## A7L-%+ZWB/YP^IT/Y3QT? .[' ,XWG_@## A1 M_P *!O/^ARO/_ &'_"O8J*/K>(_G8+!T%M$\= _X4%= ,!#E>?^ ,/^%'_ M+ M[_Z'*\ \ 8?\ M*]BHI_7,1 .P^IT/Y3QW_A0=YW\8WA_[<8?*W? OPH?P9XBGUB;7+C5Y9+3 M[&L+M*AU& [T:UM!XEN/%6I:CI^IK=*L M5G:W3(29X71A,I"8=1AO[IKZ=J-"^XJAQVI6ZCO8^;=7^#7BV7P\2?"$6E: M7>-X@:^O+7Q'-SU6\BO726XM%@0)LC2,Y9 3M6L33OV9?%-AX!T? 1X8M-@O(M!NKZ%=>7)A)+FX<-'"0,L@QR3TKZPHW87/%AS\.O$'@CQGJ,MUHVF:C8:H M]K=_VL\P$U^T=M% ;<(5)8 QDJRD#!YYJQ;^ O$.B_%WQ1K$6E6&M:=XD%M) M%J-Y,-^DM# 4V>603(K-\PV%<9.:]CHI"/CGO#^SM\2O%]AXFCU@:?)5;Q+C#*A!W,,#K@5]-#)V.YHKZ&9+B*90!E@ACW]>W>G^ ?AYXKU;PYX%^)D M^AV>]^);XW>LZSX>GN%A29IR.-(RCLI ,4:+A6'0D#FOJIT61"K ,"$'$D4 M)&]I=!SZT@N?&L/PLUWPG\0=-\(VNCZ?XCOY/ NHPNDTGE6UI]IU$-^Z9U.4C M\S&W[Q4<5TMS\#/B+%]?@O3FO;74-&\-W6C3P7DUWT:LD)+6SU3QYXHU+1(H[=*5&CZB MQ>8# PIC5*X'W%.<=:^OZB:)78$@9&<'(H IZ)I%IH6DV.G6$2PV%E"EM;Q M+T2-%"JH^@%7]HW9IT*'%Q3[!!1110 4444 %%%% !1110 T(Q;N>M.HHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MM@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB

~~*H;]"WN(fB%9(F62-N0ZG(I:GKR&= 4444@"BBBDP"FD4ZB MBP!2#!2TP~2&##=3.!4U;KAHC &IXH}$!(CL^5NM^NU+5AA4HZ5+IFI M$;<^TA0C]***V)'BBB@ HHHH ***** "BBB@ HHHH ; MW;_(]K@:OVC/%FI_P LK3' 'ZK!+I2N?C7$I_M<# C(^Q2> EVQ HJOKN& M/*:^?^% H"%<6.V"C_B7\!;^!P>E5KB(;)S"*,#@_C5]HY"]HX(ZBOUB2/R& M-I[.^^A'V!D' L:Z(' #&;KG_OBOID=*^?_P!@?_DBMX.W1LW7_LF?3:?A MN:_[6_Q_>\G_Y%!# "OR"BBBO!;/8"BBB@ HHHH ***** "BBB@ HHHH ***** M* "BBB@ HHHH S[C_6MJ; IW<_A2RKF0W~)$K-6361#/"FY"+Y@&W=CYM MO4C/IF]ZK:HJG-RCU)^K;M/Z3:B>YW?,VV,+9>1NRJ! MWK0/QUXUDU/49!/-Y$>8X[0E06DA(I@CUKIHT 6E8PIU537F7=,½2>*07 4MKR5,?%PVVW&1M]"6 B/? BN'UW?FI:RN&GZ*%OYED^=*%YP:W.0>, 55>O M>,H-*>5M5/$]!.O=9)2&DLSN(1Et0!)0GUKG=$?5_&NL/-VWERQI80IX2,M%2*22O!8D\I?O1HOL'=@| ZB~L5WI08N+]KU^:274:M#=&(Y0.9$CZ;3N M&'!!PA5L FIVT5O815?%?I 8!9BFLT;>Q;.5P1D=AUVIEK;1PVCQWUM)&8 M";2H5I5.-YP02HJ,Y:M,F[MM)MVEVV&GC"8CVVV4A58+R2>Q[4J?5 M"T&>,?M;Z %#^ ^K V,I;6>X'=R1^09EW^N1C;O14,?09Z5[-L17 MVM.);?-E8)O/!$UVL[%4BQ ^4O (.;5R!5+QM)=(^(@B33.5TPWEK?7%M0]8I#$F(6$A<'W54%#!?$FI2?:+?;E:+)R\R6<@?tN 0#CDTW4.8^Y;G M8.9I3PRR6.8N7>%MY5.N'C,?I3<>1C.^LZ3+!<"WLM3;6R2.'R8P'1R9'+L M5$M@=!U[G;K)$BE$I*QKME(^L59Y101GCKGM5K4I6D^9LI=.IVXM.W M8ORZ?5FV#>>F!^5(@=<$9!2/#80+MR_F1AW23$1(?K_K V<#Z9ZTV&^_K# MQ><?$B)NX!+ _#$85M! 8<5HO8??]F6EG,F&E8.]B/M\UF?.PY[0^]EJC M&M'3?#[U!]D^E7M2OV M:$\]K<01OA5A8D(GR _0<0D@X4UC1?,FW"%_BM=E>3VI5'@D4S;N.YK?30%G,M!9'PKN2GPG\#L29[M+!9%G4'(A45\!;*PGTV.A.+;I<,@VP]^IV!ZKR <>M.0DN5_ B9#YPA&X'8 IYZD+G M;&>GPVTUAT!ZU?MKVP>&JK'W#OA=5WA#,?IU_DXGC'>,^ 5CM:4.Y0DD^M)=2%%'-M10P!X0 Z#K6"UY)!0)/"%@ F'\V-"P);QIY.?O1QDM&Q5R$<#!Q^3>A2Y8KE6QR2A)RT2G>$_BK MKGA':TADV/9G<#0)<@#!U5 O/OGACXE:1XD1DGV29I#9:]TGI#**^ 8 M(9)!.:5>PAD26WZWFGECDDD20D>3GNIX M"]W>-M<]K3Z~8]?3[2$ AZ[CT5O"DU[8F)) M8KV,&DC;+$#<3!IGI.U>_>&/&FC^-!;,?6E7]?:8W0Z-CUQ7$>(P>,#OWXZ=S MTJ6@UOA9T-%-#9^3]!*&KD6ATG[*:M.I7$,4IB;#IVA1WQ3Z0IAAfI4^,H;E MC@0@%,^]3DSSGI2GO2:N-BK^D3IM5$3'4445L(*****"BBB@ H MHHH ***** "BBB@ HHHH ***** "BBB@!C_=_&OS/-$NG_I"_B^!6$I_Z=M%?A+'FUK$SAN!#HQ4]+]G:_P%7W#"-^,PO]-+.%I.$#%"W=I"M=>GO4$!N/=?%+;>P:AE4;G<1%?K>W'B"W^K"ZI2"]D3N3-U&+K_.DK.M2B%IG_#%]#_*OR"BBBO+/M0"BBB@ HHHH ***** "BBB@ HHHH;TH-]D1ACO69]%C'#%]#:R-XRI9-QI5+IYHP9@=?#!Q8QIGV'O?A!B(&!2G)+=7DIP\'M!?9'&G?MA#!+)>.4$3ZUVQ<$'D=R-ZL?NCZU9W%[>^0%E59!U1&(DSGV M2>!D<55WBC^S/&.FZM!TCOW$!0Q^B!LF*D$MD=^-M+:/;&\@3:.M/^?%%RB95=%Q"&.Y5<2#P.A-5J-!0WMS^D4TK5NT50AG5_)cRY&\=!Y^4-M"O>C!45=#H8*5>)Z^B*.F^)Y;6M8U9(U-!+)<1HTFX7.MVW*W!55+!2>%/!66>8L 1CO\O &#D Y!R^HP15+-[M>Y@6$,D!A,D K*Y,#<;L8QQTS7.XMN\AWC-WVL>XNKS28U,ODH;AE;WD0;.M$16RRJ5/SR:=K>D7 PVDIOYD3 9VE'0E"TBI"5BVG.U6)X)U)HT+]SR$8-AF;!5@,8 6MP6D8F'UQP2I%/+!2=*&E5<%1D9!R3N/.*E M^[L5SLP=%)3QZQX>T^IM98DCNE^,DfDR^2F5@1&,&&TXIPENT33O;S1Q3 M,IR5QB5<,MM8 -MZ8_E6=H:M86?B'Q&=*5!)<V15^C"!,ZY8^3@/3MSZU-MJZ5<3S1WMS<20ZW-MR&24 1Q -G#!P6SGG(&>;N:6EH5X<BY?*$!%#CL?2XU\9$5M+>&"%B1C)R@'1E(.1D@=>@K8LWB6ZO(IEQ/=^9A73*QX&/E"CGDCI4-6\ M$"K&G;H7H88V@K9EI"N5^3(L,*.YV!ZD'C<.>U!C>#RWN=H2XVC,BI20P-M8="P(%[5_LS2XDQ<1'RREP,0<=& ZCMCDGK5BPWVZ2B2=)S.PC*$?00 M.IQ/ITCC/M0KVU;WZ$0%MY+%;M:X>*<9N\#Y25X8 'N1^%IZY;W6DVTBP3 MfD %,8.!3<>.GCIHI#6I>0VR6@WDNG7%U%+EE)&>,992,\9XZU8O-.E0\ M1RZOIDNO:"^S_Z/&!@K M):,A10O1L-TZUG_%W1I&R^%/C5-DV20.:+>1M?HX2W@<6I%&<'=Z8ZsUKWGB MI,N=.,K_.S -9#'$N%P56-;>,YK@/BJK4EW\'s[s[PHB&BW8AM4/E1', M3@<_ -@_G6)U^BUT1P4,]S0^5FIW)\'O 'VA%C6'0,0" ,+GDI@E01DD M#H:T+Q5>)?AEV%C@@#"!L-#`YG\'E1_@)X+C^3S8)#LI"9> RM @SSP?>G H.N+>;2YGF7<2VYFC0*V!QTQOI5T4K0;&R6R!1L!S)G=5C+ _@>M.^EV7EC)\)-MZG+INRVUL8&"?Y5!Z%%ZZD"3'5"=(IVYEU%80CD^&%IUD22,3(@LP#(M#PFA;R<2R,/@?#11H=5^3AB!"QFI5_I=U8V-<\(BAEC/RB^XDW^V> M1D#IG.;?TKKM0M1)9EQ>6PV$@HN'4[@3JVP*Q=562"Z02PN7*HF%UPS.HX; M=COZ'TK;,IF^:M4+;3A8W'5$5D@#!(M!56ZJ&Z=L5IM'= TIKEDS'M(+(E9EGC4?9HQ%)&)L+@*]+0 E0!WK$275 A"H^&/$&%OB.:.GMH&]?O@<'U>X72?&G2<G;CJUHXLY6GN%B0^6WF%QNR-MZL?:R^N7'WI>WPPTN#5IFX(\01;.8VMS>VNH-L:+JT-M<+;W#Y;$C50CL< MA$2PUNSURQ>UO+(>6)%+1')^ M=&5EQUR'W\,MVZ++J/C*\UO1=5TS1K.^TVPT/3IK.0:K=27%FUS)OBDD55 M4*I8-N"I>^>*'U5;.KOUR*^,N<A'3_-(0\2]BYK/B3IY-.6OOXEB^TW!1 MQM0*Q*X>00A^WM:!J5S3DMTU^]TRJM&\DUFUTEWL.&[9D>XD! =@R*8^ M1]HD M),_+V',UW8&UL#4K0:O:VIY^-P-',?LJZ=KWT:Q^PG4=W_ !ZC(U'MI'.XFI/^&%OB.I.C

(L-.D!/EC+H2RR ;50GJ%!_R:CN;/Y+CRY&N M&0[B'R&!'(QZ@4")YG1EZ^:RN),8XR 3Z@]*D:YAN88FC+Q3#/F*>#C. #^7 M%9_"RK M6=HXE8AANPN.P"^N:>EQ*]M&L0,"O]Z+LP[C\:;?4TBE?ED]Q*07,7EB/+< M$Q2_*2#V!_6H(D%M]HB,C85 3)&.3GC)!ZU;8PS/$-Q9 5DJ5A OD%71HV9F;S9/F8KG[QYX^E:.G0M%=/+EHU4#< M'R$(XY"GJ2:):"2;9)G[/<# QD']YG>0V"" /:N-^*CRKX(\63"Y9[>/PYJ$ M-Q""""'*$%LNBV*+OPQ9O)4C;CMD\UVNG1%VR MFX)YI QG.0>,9[9KB?A%JLQ^#O@0.U=MI]X4M M3$^Z1&+%BN"8_0<8P"? RK'7DNT;OEY]#F=0S,PQVR>:Z][965"JM'*(]F2,!CZCTSVK36%D14J.J[OH5$>*T22,IA1QG M<2Q;OD#H*KSVZ33/*91[^YZ5,[Q6RR.1YF_ MY2W/X8[$U),B+=@F)G,/"]QN/N.A%5<_-.BE1$N=QY.Y@<$<=Q5K4AQL1O%Y M-P%WF3(QO=@-WE$- QL1W,33H3@LG9O=;B*!"QQM"CGCN16EI MJ!])#,Y$Q#[TYX.>,CNYP&!]?P]14;Z>;K^-T5R65T&%5LG@ M>G6H3UU+W+.7MX7F4YV_.VWI@^P]*I7&FKKL)E@EQ'N#[83M+<^I[>M:"3BV MMXQ*XC4G8&Z@GH<8]? >LRYN;OPT(X_(,EN\F8;="%;!R6!)XSCO6>[)F/UZP M6Z6*'8'9&"JHX.W'4C'X5);6SHVFSJO^EE 3LDPK@!*Y)XGE MDJ;.BG04H9BCWH!22+?PI7KMZX MSVKJ3[$2=]&1I:)##%#)^[!)V8)(W YP"..OK5G>ZRB;E"1ARN1R>GLOIBM1+9)B#GY.>^ ..1CM1/J0Q'.<5Z#\+'WV6IX.5$X SU'RC@UQXG^&;T/CN=W M1117DGH!1110 4444 %%%% !1110 4444 %%%% !1110 445B>*['4-2T*[M MM*U(Z/J4B$6]\(5E\E^Q*'AA[4+?43=E=&Q)]VOS0_:X/_&1?BH'_GG:?^BJ MZ7X@_M&?';X8^)[C0==UBS@O8\LCKI]>7/'GB2- B.5/Z5X;XM\9ZOX_\3WFO MZ[.EW]MX(UFFCC$:D(N%^4<#BOT?(OH_$&N:U#:^#8'PH&G)')]##/RHV.$!ZMW[5^49QE- :E5]XNBMIUO?8^L**AB8$X ^M35\@?;!1110 4444 M %%%% !1110 4444 %%%% !1110 4AZ4M(>E)@?*WC^TN-7\;Z\D<.!'>,O:J=AI;_9A- ,.#A?W9P>.OUKH]?LY$\2^('D!2234IV5MN?DW#;@_MA4#V[-$9&(VY).\;!4^.1G?8+-9$,SR2,_R@D93 Y XZ$U M92RMKB%&27S$? YMQY /;_)J86\,^QX7WPL=R $@\>QJ0V\D"O&HP>"!P-AXZ MX],5IS/J"22T,^$(\$4H/EEG8>K8!P 4F$>X MB5>5;'?#? X5M;E<$^6)+EL?,1M7CIR:FOK:26V :78K8$OR;@1WV]*FZYDRD MVG=&1X#\51Z]I<=E?10Z=K=M&#= (N3]H4=)8B,CD]5ZBNEN+>8)MA="A7?T* MM)W&![]*X75+&'P\UG-<%8F4_P"BW,1)3=G^]QVZBN]M2+N/._#84EQD*. > M_:LYP4? >CLRU4E-WDBO':B\MHY"D2$@LNY2""1V^AK.6 V#Q\,(I\%@7P5([MC'XUT$SK*CH=OG#:S1@XVC.,AO0U##NEEN(VCRH., [\X[@_RJ5/HQ.*;ND4 M[8NTB' * M8P .J^]2V;B6&-5D#HA(607N74]& M IQ;>HU!)ZD>/[V:KZG;:MILH6 Q. /,\H[LLI8#=G!'*GN: M;]3:G3=H6H%GB)R0M MO)@$G/(KI-%N+G]^EQ&"3&4#QGY^3]T-Z<=JS_B0JP?"[QJTUQ]G1/#]^J+* M0')^SOE0ON.YJ92LF)47":3=SCOA%?G5? 7A"WC+NMKH>G+(N0<'[*AW'Z;N;<55<8+#C!)]:\2_9!*ZCI'PB%]J44,=UJ4D$OS,QMO)0 MKUX'(KV[RA;6^';,TSB4K)&I)11P I''UKF["X#:D=^'GD;+-G8,]SS5Z[U&=8O,C" MSQ+E68=5YZ$^A'-.J[NYSP4NQ9OF\Z4N(W1X@9.&+%@3@\=>*>UPOD&0(/*Q M\HCYY] <#I^-5TNR[12VP$B,0B<98YY//:JZ(UQJ#F(O&65@J1'.,G'(&>_0U M Q/-:;V]Q MI";;J>.2 @!5_P"6BC'MTY]:S;>=KZYVR110*) - A&]F[AMWX=*I3!)OH.M] M)^T6TBLOF$B-]IP 3G^%ASBI1;+$W,KE,%?,Z#D_+AO0>];-K://'M8,YZ-) MC:%QSQ_]:K#V]O:<2GS_ #. <'Y55NQ/M63J:EJ#9R\-Q*CF)WQ- ID50IV#J M"N#FKOB&[\^.WAR+955Q%*HW%5)P?<@GL M:SOM*/9HK'RYUQ$R DG/#K['M6J?,KVL)Q?0N_:56%XS)O"Y^7!R5/\6![] M:B\40K9I:+(_FRM\[.A ([9[U+J+QZCY8 MF_=L2%R'!*? W<_6DOBN3*+:L3:'FPG1[2X%OP)(\#"ALC(^AKH=?^(\-]IC: M9<0_9+NX.QCG"_P!F]+?=?%"!+MP/+[$'/((`6I9[NSAD$>] M,E>,?- ,%25UW+OUJ#S;J&8,EUJ;_V4FU#G&.Y/+)B:?-BU=HW$Z.JJ1QE"3W'K6I9Z-J6HK]H6)[>T= MOFDFPBQX_C53S^%45UJ+P] <^9I>A*,8WS7@WM*/4XX7'K6T^MQ>(6>9C+'<* M,%9#O1>_"]#6$YS^RK(T]G%+FD5X]%T#3KDWDVH3W;%OF2$;$D('0^M=MX%U M*WU&TN_L]BE@(Y=K1IW)&*+CP_K]M]GU"(;T=>8YXLX$L9Z%3^8/!K]A%?29/F\|OG[. M>M-[^7H?*YUDL\=_#_6/A;XJN M= \0P^1J$'*R("8;B/M)&QZJ1^(Z&O6_V8_V;+GXOWT>O:[$]OX+@D("'*OJ M+@\JI_YY@_>;OT%? IU?,,/0P_P!99^5T@>V\&PL=JGY7U%P>47N(QW;OT%?H5I>FVNDV<5I:6T=K:P(L< M4$2A410.%51P *-- TVVTJQM[2SB2VM8$$<4$*!$11P% '0"M"OR',NUEDR_EK)@L<$$Y]O_K5SO[2?@"U^(#ZS$Q>VU>P MG>\TV\B&7BF3!P,7,6T%Y".NW _ 5:M+Z9L,T>S=]\')')'0\4 MEO;+PV?FR3A,8!_QJZEF)6! YX)!.0WE .MFY5]]A*0TT3'*GC 8#J#72+ M;H<'8N"/Y#/ JGRV30^IA^)O#\? BO2)]+O!*8VA,:%2R>43]TKZ8/-1?#'Q) M/]'@72C>1:[JUB-I=2(>KQL4.<]2=N:ZF*+Y3'*=AP'9FR,D],'OCO7,6VEG M0M8O;FU=8X;N19IH"X">8W!*@]&/4U,6I0Y6--[(VWO(Y[E WR2QC9D')([9 M' J:UD:.Z!?9M)R7Q\H('"^^?6E>TCE5Y@)6QN0=3BDA0L/D='!.!E>F,]A M63*YFF:LLX6%#'&#(Q'5\8'?/^%5/.DMKD*F"K$LT03C&;/D4BQ"&9$\K>[M@OT4'KD4EY=W/V9V4J? LY\P#8,EO3.02*FQ2DRU,86S*FV($ 2'"AO49[TZ M:&=@%EDED 7RR#]UFZC)'3%%HAN%*7/E2';YC*!D8ZCK[U*9@BC+@>;\O*7%PA9$D(=HR"0!CKCUJ2Z@;[0D._P"1ANC4(1QW M);Z5IV$- L]EOG,L>"!.Y/#D1?+,#]UL9+$'L>P%)2;8 M[I:F0\QN[GRI'/F-^[S+'D%1P2%'H*@U.*^TZ&1[BS^UV9XEFAF*X7&,,ISA M1US3EFD\PHLF"NY6<@ [3SE3VJ/^V)K%0B2I"00@NI0JR2 CG!SE<=3ZNWFFW4=V;;[9!CR[CRSRH8@951P<9Y/8 M5U'CG6? L'P5|:VL.JV!MVT/4%>"ZD E+&V?HP[].HKBK.48W6YZ$Z3@E9'-? M#+3[C1_A9\/YA=21Q_| ".V+E,@@@VR% <#OG/:N@U5UA6#:\,D,#US1|*;ZQ\;?!KX?V.CZ@AU33?#FG>?$PP1']G0$@\]#3-:7[-]'D*^;(/E! SM MPZC=W3B#9+&GRD,BLH!&#D#K@=*R-5MK:WTZX|_| TN4E63 9 M&V#DNPZ!@.V>U<]9I;32:@L- [Y$4X;RHH69/)DS@XP22AR"?:MY24EH>I#"Q MJ0=C4U7Q/>I- @DCBC\QXS:A-H+9PH.,DXQD||5:MO\ A)+^^,>D^+(;26XF M,=J8]*A8VR@9:(@']X"3PS'/'O6"MI;(P@N_*^W*KPS2*YV1L#MPH(^Z0<@] M_>KEC'+IEQ$[G[!<(%>- R#L9A@#..I&,BA+FV"O0I*%HO4ZG5K#4M#U+0C?^ M(U$ EC@O+)M.A/VV099R7!S%D<%0.*X^|UFY37KFPC|1NXN8WFMKA-- A1K%M MX$;JP;$G *_-U^M7)+A]7\317=QYMY-$6V7)*NL88892N.H/Z_LF$[X_*-I.U" ,9'7-1WE_XE?Q)+>'Q"7LI5?R=/.FQ M@*NTA69B06PPW8_BZ5YUX?| C?=:]?R1> O!?B'Q38L.F: M/;);=<';C9(.3R2:T='^&_B6UU*'_BZ_B^W%R3YNV&W3"(8XIHLI,W]E0N+ [+9W;L_NSM^7CIUKF;SP#XC\-74-]#|:]7N-1VCR8 M[S0+2>&50"0N M1T8BKC*_0\[ZM4BE- H[.Y7Q#:7&H%O%L<$MVI%M;OI40,#%A@[PD$855!VJP'IUKGO$'QW\5>%;FW@|:>![M[2(245K_$H+JEE/D=6|LA]N>O&0*ZWPYXA|(> ()$L_&'AC7(?$9M+@&_P! MM3B8KSN 1B'3/8$#11[2*U?4[I1Y8*T;,GAO_$VDZC%)XI6*S>%A#;/IL;O M"Q7Y6$HY M,GG^&LVF]=CUJ6#C7BN='I5K<:_":[*POW:.W*[$D]PJS*25XZ 9Z@9ZBDH);'S^+I5* M$VI+0OKX<|56MK8*GC$1^0H^U1- HT+"|^;/KA.,+Q]:H'PQKJW6H2+XA^SQW M8<6D/]EPI]C9FRI.#^]VCCG&:ZC3;D^2?)WQ2M@M$7W@-CDJ3Z]?2I[AH_)! MN=KK)]YT #=...U9(H8M.R433XK"(A&V8#>8#DX;YL$>W2DDTW,, @821 M ;A+(, 9ZC!-=+X2LX[6WNB@"[Y=V)3J6F3CQ0J6<"1K=VO]FQ_P"E M,, [VW;LIN] .*ZRBN0[#BX_#/BM+344?QD))]OV6;^RHA]EPV6^4'#Y7CGZ MT^;PUXJDBTM4\8+');_\2C_V5$WVSYL]"?W?R_+Q]: [&B@#DD\/>)4O]3E/B MI6MKA7%I;_V;&/LC$_(V[=E]HXP>M5G\,>+9-)AMT\9B/44E9I+[^R8B)(\# M";"<#!R=P/- =M10!RRZ#XA_MM+IO$JG3 @5M/&GQ\MMP6\S.1EOFQCVJE'X8 M\7KI=S _C17O9)D>*_LF(>5&!\R;=V&R>=QZ5VU% '))X>\3"^TZ4^*E:U@ MC1;NV_LV,?:V&=[;LY3=Z#I4,/AGQ6EMJ:2>,4EEG(-K)_9.0%K\V3\H;Y\K M\O/UKLZ* ..E\- >*GL]/CC\8'"*XA$]JG_LN)OM7.1\I.$P..*L-H/B(ZM?W M\3+]BFB=;:S_ +.CS;L1\K[\Y?:><'K74T4 <4WACQ>VD);#QH!?"8N;W^R8 MCF/;@)LSC@\[OPJU_8'B,:S'%_%R:9/#)XT66]=T,=X-)A7RE .Y=F<')QR>E6I/#_ (GDN]+D7Q6$ M@MXT6\A_LV,_;&!^9L[LQY'&!TKK .1_X1[Q3C50?%JDW"D69_LN/_ $-M MV0WWOWF!Q@X]:BF\->*WT^RAC\8B.[A+&>Z_LN(^>I(*KLSA< =NN:[.B@#E M'T'Q&NL7=R/$X%A)&Z0V(TV/]RQ7"MOSEL-\V#UZ5Y9\0_B1J7PV-MH>I^++ MJ;6)C[J&HP:+ RB+[HCV%P.@@G=7O4G^K/\ /TKY) :PX^(&E$_] U23[[VY MKP,\QM7 8*6(HVNFMSW\BP5+,F?'^RTGP_/ID&L7\;+L6RD@T2WC2SC7@ MQK&'PP(XY/%>]!*^7P.E2*A- O#V@:WIWBQX;1U)NFTF/=$2').&_=Y QQGUK?7P[XG%UJ[? M\)8/)N8V6RB_LR/_ $-LY#9S^\P.,'%8/[._/P>\/>T<@_\ (C5Z97Z_@ZLJ M^&IU9;R2?WH_'<725#$5*4=HMK[F<3)X7\7/8VD2>-%2YC9S/@\227L_B$7&D,"$TK["B[#C@^:#N.#SR*Z.BNPY0HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** / O&$7F>*M4*'#B=CGC&>W M'KQ7SQXSTU?A-\5J.\91)Y>A:Y)]BU.,#Y(G8_)) [<_,*^CO%%N4\7:J0I5/ M.<[NN20.UUM3@A4 M5*HWNF:UM;O#\I3+@!=W&T^^? >M"WMM@D0CD8))7@'ZURGPP^U6>AG1]O0#VI*9+@ABNNX1E]QZX7H,=3FL?5M!W7D=Y$[1RQC;(OEAQ, < M@X/ (]:V%A%BXB8>8S9PH%27:2%5_@!'K@G K2+U(MR[&-99^TRN[N\]9(*&3 M'RG))!]:T)=H'F9^1U&Y0@Q_+-<\XO8;_"E&MB8V"J M2YP,,'IT'I5R5FF0^Y7ADA#F,N\ASN() /7VQC'-6I-3\S86@C\GD%>Z-V8 M@=B:Q#Y-MJQM Z1M*V[))#],G!Z8)K3O$:.;89%C8Q@+(,[RP. <-V(Q4221< M44+R\EAD\FS)2T9O-4'CYLC=UJ"ZN7AF4,4V.26/4 CG.<\9JW+:/5]X6-N"X1RE MXL;26X!;]X1P, *"1GK56_L;>YANYTDE,,Q#%(@%"@$$D'K@5MV6E[=-D9-A MWR,9843*#DD8/L.E7(+-K.#S8=L<<:C,('&/ISG%9R<6[FU"K.@G%;,\PO\ M5KNT>WBDBF,H9I-PA"HB@$]ZCHRCCT]Z\L_:I\))+,MGS+=O-10X93C.,J!WSBODGX_>&6\4W M.H+/O%O)93P0VY=U-M';1/+<- *3\OSL(POK2CRR>I]70K4]T-=TCU#X%N?"O MA7PW#I=H 8M!LS%?PW!C28F-2P())+@GD'C&*]$T[XBZ2Z7$UO>-;ZU=%]T) M!#0]APS 8(YZ#|*XGX13)'\-/!SP6T<$W]CVA:69S&)V:-22 .,X^4-^==* M_P#:%XZ76I006E[:C?++! I903\]J^!NR,=_6L>5NS+2I3M=:EN&UDU2[MXT M^URO)N\]"WD V@G)=Y#W/IBL5SQ/8:QIM_LEDP>65$B M*]DKT]GJLDCZI+_&-, MRE\$A0"=HQVI?$-YI%A%;^)-9U7^RM/MI)(+Z>ZU-U M_P",=E\//!NHWEV3;Z;I+(99Q K2]K<)&%!!=W)VC Y->-V7A>]^)&MV_B'X MD6DEE!%)]ITOP=+N>"R9 ,7-SGB6$[N(?9_$NLVA-Q>1Y +6ELV"!CGS)3TY JWIOP;\/Z7AW_P!GU>R(6YFG,(_>K<@D2/C. M]>VB7BR*=S*U;#",$J5"B+G$8)*K],G/K5D:/=7* MQE8TEF+;?W;X>W%,CO;:8O>S!XY8^(7(93-(" H M4#.%)ZUIZ+%>:OI5Y<6^GRP6T$DF9;L"#=*" 2C'@H1TQG-,MIC93,;.5Y(V MR5=AG82H#!FYQ\P,- N#QUK/F,W44DTC+BN8EOPVN:A,D=\RYG"$&;"X 55!^ M4?=[#-:=_K$-G+&NC6'VFYMB$7[6"H9_6TS,H^TR!O)1B#" MA? J!DDY/<@D<54A>XBEY3E&$DCDX#J!V'I7E'BGX8^%?&%ZESK<4R:E!(3:ZOH[_9KTR8.T+,I .. M,[PV.F*Z'2/$,=YJM[971WQ1S, ((I"P=HU527VXQCXK510>R5-RC4/++SQ-XZ^&%WY>M)=>-_"VTC[=:0*-2L1C! M::%3MF08^9EPWM7>^#&M/&%A;ZUI6LPZII5RC-#- /D8C[RD'E6'0]>0:AOT MC@021.T6=H?(P"3TV_TKSCP'XU\,_$;27U73;2_,*R-#-::@?](A ME5@&BGP 5*^N.1R*]M\,7&FR>5!I\7V-XR1- $V"S-P#ENY [>E2[+8Y6=O%9/ M'# P\Z2X!\L\9^7'8YKT"WA2"()&@C7]%48%-@QY*+PO']NU6:\R4^=G="' M*M0HHHJ30**** "BBB@ HHHH **** "BBB@ HI"<#-WG M=O$&C6=M?WD#1D*L4Y<1D-T))C;B@#KJ*QAXOT/^SFOVUC3UL5E,!N3=1^6) M >4+9QN]LYKG_#7Q@\-^)[?7YX[MM/MM$U:71;FXU)1;1M<1A2?+9R Z'<-K M X;M0!W-%9C>(--2^CLFO[5;V3[EL9U\Q^,_*N.M-DLM M.N[R%=/"L]O T@!WMQP*^EF\3Z2'O%_M*SWV;!+E?M"9@8]_/RD]LXK#U/X MI^%-*UK0=+N?$%A'?**

Z\9AI<0G4BZ,2YDVL"1QTZ]>.M>3FF 6989X>4K)VU] M#UIX_Z|&_PJ0>%/$ SMT+4B>P-HPY_*
MOLWX/_&/PY\;_!&G>*/#L[_9+Q786MP56XAVR,G[R,$EPO!)Y,S?:D(BDY.QCGY6X/!YKXO_4NC_S^?W?\$^V_UWQ#7\%??_P#D_@%
M97.G?"GP_;W4#VTZQOOBE4]RG>QY!YKT>O.7^./A>#XKVG@!['S;]MWH0\007 M9=!:2P&X\A560GYG+(JSK-6XB-P@>$'H77.5!
[$UT&!JT5D6 MGB?2+^XC@M-4LKJ>3=LBAN$=FVG#8))VD|^E,B\7Z++9R72ZK8&VBD,,DPN MXRB2 9*,VGQR O):EB@E4C
M@C(Z9SCGI784 %%%% !1110 4444 %%%% !1110 4444 >.>*+8W6OZG%''Y MDGG$@<@D]>#69+"8(OGV1N=K*L:DD
'!S]*W_$.\:_J+AN?-^7^]_P#JK$>% MY9R[G$1>Q]S5? M3]&EA:5!OGA!5551C:HZ8(Z8KHM%I7W,G=(UONR,_F,D"+@(^0W Y&#T]JT8
M+;[2D<5K&7_=D$ @L">F0>GUK,AN(+B".*Y".SL5!< EMH/S]B*G286V!'(MH3RU3._DCJ4E*@ -&1M! ^OJ*HPVT@?RS("0O# <
M=V&YZ59*$*7=%\HD%5'W M@/<'N*D4Q)>(#*Z*A)1B<)(#_>QZ5#FUU-;%*.TBG!BN[=O+#':F0=P[-_3! MK/U'3!2SM[82?*KW$>Z0/)-
CEB,YI"B> M=C4@+B0H&6&$8@&<3U)YIJI9W*L4+:'?8)]B,=PR-AI(?]7N ^8V5XD,IF2V63?Y8C 1%_ZK[#'M45A:RV4+F0Q11^
M8VS:-W!&3@=ZGFON58)T5IC;[_+RNYHE &T9QDX^OK7EOQF\(6M_X#\4WT4# M"XM]"U%Q/$@0X^S.2&
['..:]@MV7RG:,L+=6PTLZ#:>.N!SQZ5R/Q>66W^&/ MCIW+_RTG^ROA9X&EO#CSM#LFA=" M&5E,*'A1U/.#WKT'0+!]522U>?
S;6WD8'^(L,^@PP_2M'X5:5I.J?!SX<#4 M;=[AXO#NGF*,(513Y" ,""/FK3U1&MM*N%TU$T\6T;O;K;QY4-M.21Z\=^M:
MTYMI(]">)]K&,'N>5>)O%^AW>E7%C!I4F3*-AN4!>,]ZAI,9R *Z/X]>) MY]!^ -XT,:6U[KLD&D662$:SGNFV;Q@ _NU+L",]*T;
<3WJ\XX&$>5-|WF>3 M^&[6#XN^.9_%\C12^&_#\TEKX>X)%>R7&A7VK0 MW%U=W,$E[>8DE1$WB*3_^4LHP
>O^U6%X>\)6'A/P[IVCQ$:=8Z3%'I\;;,! ME1>/E Y9L[L\YR32M>3Q0O"DEYF>2)O/,VPK&"=P*D\D],CM1;J@IJ;?-%ZC
M[.SFMK5X(86GOU5('DA)8%PQ.W@X4D<"NLT_PKK L(SJ'G21E5A$:.$;<06V
M,,\L.F>M8&EZA)YU[#;.L:O&L,L8)5'7&Y&=A@AQU^M=A8VQ\1NC-J-R\"H" MMK# 7?<""SK@XR?6IG)I]D<6(K.,G3F[D%CH^HZ<\%_-
%<:5=2G?-#?;'CE0 M#;M+_(2/XL5-8:G<:.(C=:-8[WYAN"K.DO8)"MQG:>*Z";X6:SK=UYZI_M9\+;FQ?SF64]PN!PJD_E4I\
(^+H8EAAT>T\AB!-$9E9' ZG!)ZU'/!K65V>2 MZ\NL5^IP^KZMJ&J,ZS7'F1Y.(K?*E,=%"@855%5G_P!."JKL\R##/:<;QQ@A M>
5!ZJ<&O0Y/A;<:A"C2Z,;=P,"2.[V2+Z=#@@5!%\+=4EN)([:!K<2[5EN[MQP,*#T55.2>.O>H]I3[GI?6X*%HK4_U74;>TM8K!=ES"/\
7>9#L\QNK/Q] MT\\57MO#;);>5IE_$]LS!DM92(WB;.2RM@JYQQGI7T#H7PG\-Z-&%>P2_N,$ M-<7?
SNWX'@#VK='A+1D,972K,&/[O[E>/TJXNDU:,=CSZ.(Q-*3:E=/H?.W MA[X87^J>*)9K06=U<3Q+]JN9$;RK=02-N?XF.?
N^W16SXK&A_#T_V2M_%?ZQ M(,+$D"H$('.YADGUVZ9\0OB+8?#F&TB6T^T7MVQ\JWBPBCU=FQC_.O ;?1 M=0\3W]SJ5Y(MG#+
(7N+B?E6!.05SR>>*Z,.IU_?F[11RXC$SYG)MMLJ:W.^W M:T"%/E/[[(\SG/W1T]C5>T\'Z;YXN/-F>:;]ZJ2X9(!T.,#"@DD9[]Q6A=)*
M+J=HW-S-&?-BD,H"<|$=*);>9(97>)WCD/GKY2;F(!X^4?=&[\ZZ92: M=CZ.C"V'7LY:]?|
(\R^(OA.3P'XG;XBV)EM+1O+LO%VFY8"6V#*BWRJ,9>' M*DX^\D)[5]&^ -$@TVSV1.GV>0"4SB97:4LN0X(ZJRX(K@KRTM]>FEL]3FM[
MO2M1T^17&QG0G'ENC<$KE3SBK'[+3W=K\/=7\(7-Q')]'@O4Y_#TL\V7D:), M26\A/IY; #V2N>4N7<|O&.<8*/-IV/<+>$--
O\IY';&,'/ZUU.F:0D2[V';F_O+R2.ZTXI'.AF1%4AR#,"!D=*^]J* /SCT[]@K MQU8_"Q=/@TJU@\71:A8307-UXA6YLXYK>W>$W9MS:B-
XF#_-"P9V'5\CG\=];00I>#.V2-HV_=XX7[I#8-? MH!7%_%SXJ:)\%_>H>*]>,[6-H8XU@M(_,GN)9'6.**-.?VA+WQ=I=KH&IZ3?
WF@WT.IZC<2)?:)]@ES-%;* 5;SE))S\N>HS@ MUO\ PP_;.?4O^$ID\8Z1>Z8T6NZY;Z=8K:!+FVM-.LXKF5+E=Y EVR$#!()K M4TC]O?
X6=QXCU.Z$=G;7]MJ33IJJ3:Q;W&7LUA#HRJOS.TCD M#.WY:],\$?L<^,?#'BOPIXRF\->$&O+?Q=?:I<>'$E=K73;&YABB46[E.6C> M(S!
<*-S\VL*S/JUS)/'NJ:9K6EP^&-172M;T6:V#7]C=%XT\LH& MPW^N0@@\@\4 >8_LR_L>>)_@SX@M[VZ?3=.>X\#76AZA>Z;
(S2RZE)J4LZ3D M8&_$+H-QYRN*\T\!_P#!._Q-I5AHEAKL4-^+/7](?5FFUGSK/6+&WFFDGE$ MA1HY") '=V.7!;&*^B-!_;>\':I-
]BO=$\0:)K4,FK17FDW]JJW%D]A:K=R M+(_Q WPL&3!.>AQ7)+^W59:'XM\4OJ]A/=>'YI/#T7AJVM84BN&;4+ W3"XD MD<1IC'&2.?
E&33NP/+A_P3X\3W*^*$O[+0KNT70]7L/#EO\ :7']GSS:K]JM M"AQ^[5(B1QT/'2H_BA^Q-\7?B!XQ\?ZE-/H!.L:=J=A%-;3BVAN5N)H)(-T2
M1!@Z+$X=Y&^ZI^W;\.-$|=>(/#=^=1MFT-+P7=YY4;*)K6#SKB'RP M_F JA #E C-E5:L[X1_M7:_\1_%?QAG?PQ?
VFB^%M'T[4]*T6[MUBU&;SK:2 M5MV&*D/LA&@]#2 |Y\3_+%/B?2OB7)KGAG0?#6K>"K75XKNU\"ZI)-%N=82YU@75GJ M=E9).))
(X%@C|MG,J_*Y=F'WFXKZ/_9/^-.O?'+PMXTU7Q!I_P#94^E^+=1T M:WL98##/!!#Y>Q)U)/[T;R&QQ7N= 'Q=^SC^R-XM^#GQ3^'7B34-
/T"YM]-\ M,W^AZG-%*QN+:9KZ>>"6$E?G!B>.(\C:N1TK[1HHH **** "BBB@ HHHH ** M** "BBB@
I#P*6B@#QGQ1,L/B74CME(\W)#M\F<G"K%12.?E MU/9TFB%Q%YD^+Q=YC@$A|O'3[HZGM6G,DLFR:YN!;H=X^S1.4 &WG)'4^F;^
M=_#G[5O@+Q)IOBW7;"[U6VT+PP(&O9M1TIX)5DE;$<2]?F>1F(PBC/?I78^$ MOV@? WCWP3XCU2XOYO#=MH=PL>LQ>
((38364F"ZHRL?F9E&1MSGI6O-'1W)E M&^QZ(@BEL7@CSY9_=*UQ\S8(Z' !/J:?;_9IH(%MW$:Y"F/>"ZOC(5C[BO/ M_A=XYT7XY?#:V\1Z
+RT\-7ETYB2\ CE_M2CD$#6EI%+|VZ3+A%4#DD=|_2K=H\:H/+. M1(IK)L=T8<8^\..I[U3U'3I))GE67RMO#%^05]
MO>HX|\4K[OD11G=UX^G>MRUGCO:0QRB-'<%2IZN<< >AK^3<&;-*6AS\$X\X M6TFX@!64GEB,G!S6IV.GUJ-
]$FV!F=D;'W."^[V[8%%A M$SS212NBG@+D@|=^OZBBZEK<:5M#,74(5NQ!',TZNN&1L$;(27<(4B4Y!&TG*A034/B![31-6
(FE8J741QD(IX#(N.Y4YYK1\+2 MQRI):V?FP6\6-C!/FPQZ?7UK1JT>:QFF[\HR6^>PN/-N@3"FP1@)\HSP6)/O MU%36[S2Z;!YZ-
/._#$C#$%CD]N/2NRBT-%B\O:#'MV%6YSZG\:Y>;P>VF>3S M)%ME;RQ%-TB*GC;[?6L8U%-V2-
G3DNI7^T"V=_,1P(CY8:0[$W8QVZ@YX/K7 M&_%!T/PP_I7._M$U%3X:>/28&02>'-1*W!(PQ%M(-N!TQVK:22BR%]RU\$76/X,_#Q4?
M7S6UGXQ^"^DVP5]-;Q%@+GVKWF,WCV$]K'&$|O=%%+ORH'/?T!.*^<_C/806_B;X3^(I8Y M+B+3_$_]D7]R I;Q?:X'A,I(.
[*N%Q_>)Q6D5*7O2>QT1]MSBF[D-M?ZG]FS M1+^>6X!""$K 0\3(Q&5],]/3I6'XB:;3+@VEU&9X7F$8\X*WE?,$558' (Q MNW=
<|5WMY:KH%[+'-=VL<|8,=P(?F2,J3M=2!N7\3UKS>>U1=$@M6@EO-*#- M>L\D>QQR3)E@?7D<\BO0IOJ?
6PESU(RBK([+X/C3=>U;4WUN\AM[2P&+SS)R MQ!SPB]F.,9P.]>RQ_&S1M+7R=(\.WETD,8CC>)%4E1P,]QT[UX3HGAM[995M
M8K>22<[HA,H,8# $NI) ! QU^E=E8:S%:6Q-S%;13RA4$D,G!"Y!9EY&3VY]
M:L(59(P|XU)22OJ>L:)\;K+4#:MJ.CW^C074OE1W4XW0EO=A@@9X MSC%=WJ/B+3=&53?ZA:V8; 7SYE3.>F,GG-?,OB![>ZLI;6ROY-
026, D.9-H M_A!Q@*,]<"O/]4UK4);V1KRX|JYQ\S*^\A1P I/ ''6N=X&,USIV1C3@ZE7 MV2T;/M>V\0:?]+ 6>H6MR3T$N!
MVKXJ2/4X2EQ;Z@TD4OS+.Z!^V?FP 0/H:W/^$]69K!+VWN)+@GRT>:N>E>;7OQ&U92]W)K]M#>XWII=N@:)!W#,1\Q
Z\UY,DUQ';7%C9^;= MZ5:26YBCN_M> M%"KB%MDLJGJC$8VGI@5)%X@U?55N(FG0:<@W*[.$DVC&(BI.-V>A'!ILU_>/ M"|""&-
Y0!#Y;AVBX_BY(R/6N_G22@EH:4\LJ1GSU):W*;VQT|SG5XQ!<0C+1_M&WN%8=1R!P>N/I4UFL26Z3P"6.T"IE%)
;YA\Q/)P/YU/'HEZ(;FZN(% :'R MT,TBLKDD' YP0 .:I76I;V2"V_=2QY5EA^;:-P.P9_4UA>ZU/H:=-N=H&IIJ M65O,?MCM!"?.50I/[Q64$+N'
SC&>U3_]T--/^//Q/^=GMM5T?0]45!U0B M*2'#8^\QP"6[UD:MXADN=)O0-.0M<2QPJ\9+$,BMM4 #&\[OI5CX0/=W'Q4^
M*,LIDE6QCT7PW;.[!6AFBMGEG3:.JAI!\W>N6L]8M'DXN#BFY;GN/AQ9[O7V MM7@>/R 6W$C:RGHPQ^5>A \D'J*XKP)#F_NYV55E>-
=W<]"=0*>(X99]+O=A8P2&*6)T9722-QRCJR@AAWKKJ* /G;__88^ M'.I:!'ID]UXE:4:E>ZK+J?\ ;4HO:B:\A6&[$DO5DE1%#+CZ8K5\-?
L=?#[P M=XVT7Q1H2:KI-_I<%I;B*WO/W-T+:+RH6F5@2S!, D%]OK"77B&"TCNUM-0>*-9K5E-M=1*/]7<)MVB0=B1WKD?BC^Q_9
M:S^SUXO^'/A/4YK34/$FHQ:I>ZWKEQ);JZ-$JQXP/E'%6O$G[M$7PY\3:/JNE3R:[::?JL%A:7]O::HZ)(?$6II;ZC%;>
(+>>VU+24NS]DN%FA$,C%2"P8J >&^\,UL?" MW]F+PE\V\32:7>:WJ-UXBM+>QO[K6=1:ZE,$$3IOHK$#:%1L#%>OT4 ?/-Y
M^PO\+;W1+?3);35&AM='L]%MY/M[&2&&UN7N874D8\P22,2Q!R.,5->_L4_# MW5(5%Y-KUQ>I86VGPZB=2*7$"V]V;N&2-E "R)
(QPP'W>*^@** .!^#GP9T# MX(>']2TGP_+J%Q%J6ISZO=W&J7;7-Q-N:?J3P2ZA:QZSI4UL=36)2[&V+8\X[1D*.6R,54=&#/ MG;QI*?
$L/[%OA22(7]QXF?5[/QIXBGMHR=0\YY?,F=.#O>-'""J]L=.*ZK]G MZ1_BY8?$RV\3QZKX^^']E>?VCX5NO'%B([^:X6!M^Y<
R!';@L.O05W&F_MT M?#3QWX@@|.V>F>,XM7:>&&*#^P)@(/.8*CS G**3T8BO0OA)\0M_^+>FZK]? MAFYO+Y-
,U&;3'>\AV'[5'D,J@DDKQPQZUV],):LR!1YC22 94_P!X*.HYSFM. M]T-WTHO>W<6KR.-DK2)\Y!^Z@!Z8SVKC/%_B;7/#EM);Z/HF]>
(9[*%'.G:> MZ)-<"0A2],Y_^1?F(S77#EY=SEES*6IVVD^([34K>7=>(&B8&20G]>F #R.#
MR:EALVN$DAED>+=GRG!&|5)XY'8UXA:_$CQ*T_VJ[^ OCF2ZSY:2Q&U0L,@D MN_^&/%::?'+Q?9Q"VNO@9XU2]V\JD]IDC.
<>9GTZ5G*I%.R*Y6SUVYBDL!! M"TB"7A%<_=:)ZGWQ5@:O!;);QV\?[D,5DESQ&PYRN>OX5XIH_P 6?&.OZO;6
MVH_";QGIUA=RI%/=WJ6S6]HHR&=MKY*COCFO7G>>SMH'GBA\IBJ;"C*0/X20 M,\XIK4'%= &J21W4BF3)($@F#WJ'8890N/G3
"Y+8[<>M4[-6(3UL=REK=WJ[4DW%,.KGIR M>GK4L6AQVS1M*BOM/RLW//M]4FF= MR2DCS_5=#E1)-
C'>F%R[9)4G)'/I6SX2T]3IMO%+6%(8E"QH JJ.PIRK-QY:@J:3N3+[]:H:KI,.JPHDP)"'[:Q8M?6$D,> QY4GC!KR'XPK<1?"'QS
M;0^5$D7A[4-J%>>+9]^>V".E=M.H[69DX]]T<;\!?AUJ/_"C_!MQYMM;Q2Z- M:2Q*KE\@P)][/)[UZ]HSI%;B.2)GFBC^5-X=
(O0*!C(%>VW>5+$FT[1P25'U[5Y]\9_AW>>/?A1XHT."#[-<74&;24N2$ MGB;S;>7CD8=%!8=C7=^=(D6^(>66P0[_#<@X)"BK$-
X4B2*7,ZN22<<,I&,_M#!XQUP:AW2LBU;FN?-_@Z^NOB;X0\/>,M.C!N[F0VNL:5-'E+;4$;9<(S2D'S 5W+)!*#AT*D$-R"#772YFKOH?39?
B*DTW=670U()EB_P!(EP|<
M:HNU7#+@+G:5R,,>3FKUM#;/%.'O(WMS$'6(';*2<@9Z@#G'M6'8]3@_PBHDM)-2^5'>W('E&!TV2;B<$H"1NYZ|UNVCV%!2
MC>+U+6H6FH^2+-4DM-,A4<6X/#8Z;AUYZD_A5^PUL>&3'!/&4O3'Q;3QAV:,_MY&9,@AL]?:L:QL]5TJ:>VO#Y4B29EN26<,K=%
(Y''4<$]JNV%IK3&V6-Y&C M8N\L[G8QLS?>[#IVI7TMT,ZM",VKKFMV%NKS399HEN]$%NQC'^DZ63L;<>&
M:+.TYQVP127MAH$.F/?7>I_:YAEH;6WA9=K#J7)^[@'[OK5B[\07%M;SM;?8 MY(5_>"&),+*Q/1@1N)_B##BN/UJXNKF3[7#*B2R3*9E(
1H\]6 &7D/';C'*L <%SC)YX^M;.5M&3+**,;-.\K'5K?Z*ET999;P2A2SVT.UPI M'#1W<40VXM;*I ^[M&%3/8XXK2\/61F@>PTR5;GQ
M1=Y#)LWPV49&6.XD#>.Y/W>M0VHIEUHPC3<^6QT\/CK3? GP^\3^+M=V/IFB MSB1880)G10(XE ZN7(0>YS6_P#!'P#?
^'_!.EW7B!'B\1ZE=2^(=;2,AE-] M:_#CPS:?&;Q=I8M46X^$W@V[>:VD#;X_$6M(WS3120PR,)5D+#=C/?K^%>$7DC\LT@53
MG)P!^E=+65X?MOLNFPIU9D#N?<|U>,RHQ'?O7!.6KDQ05E9$](.E1%_N^AI\ M;;@3[U,7M)+]VO"OC?\;]
<^&OBJSTO2[&PN+>:T6X9KH.6!+L,#! QQ7#C,91 MP%%UZ[M%?,[<'@ZV/K*AAU>3^1[OD>HI:^26_:P\6 ?\@O1_^^)/_BJB_P"& MM?
%^\#^R]'QG^Y)_|57SZXJRM_;?W,^A_P!5,V_Y]K[T?7=%<9\)O&%WX[\!
M:7K=]%##=7:NSI!D(,.5&,G/:NSKZBC5C7IQJPV:NCY:K3E1J2ISWBVG\@HH MHK8R"BBB@ HHHH **** "BBB@ HHHH **** "BBB@

HHHH ^>OVV/A_KWQ,_ M9T\8:)X9BDO-5S!>KIL>!_:"0S)*]N<_WE4X]2,5Q_A;]I?0/C'\0OA_X>|+ M?#G4-8NK:&235M2U? 2WLQX541*&0/(G,I(V[4/3'-?3T\H%RXQSNZ^E,ED:: M1G*GK[GU/KT]>9+YC^%/CJ:2&6"9O&FJ*5D1D9@&!4C(ZKX&XX]^M M3KM13M0(#DL O/X>M-3(<;Z'@GQIU+7/AY\)?&&KZ-+=#5+;2YI--CM; 8OB-XBC^(OB+Q/:Z=>7'BG0X8+S0HV MM6GDDA"Y4^8J_*6K[,_:#\&:IXK\)3VNC:A>Z)>20NBZYI:P?M5?$?Q%X&T2XT;7DT#5?#_A/4?$^KW,5BLJZTUG?-;K; MN&X1)$763_ +%3'PUH&E>'/&-SHYATBYT/7;PVBRM]MC/.9[F-5) B)_:P^'NM>)? ?PLT+P?;7,5OH_B:R+2V<8=M/ACBV)*P)&57 !]:VCS0=S": M4M#L]9_:,_'NAZ-/X!USPL-7O+S1S<7KHUO;ZE; O/:@@DD!1P^,9X]EX)_ M9?\ $.D^([WQ'XB\=P^(=9O/&&E>++R]CTXP][6:R(80H. '\P88?=QTKN=% M^ L^F^(?#>L-KX(TCQ7]WBDQ-;$&<7]E1 "2<% G/H*5X7MKH%8@]R25C7=D,<]B*SY]2+W\444[P%,>;Y>#| MG;*]=N>*W(7\FYM[C>(X(2) Z>W8^V*WE=:F$$G]SO=+TRWL &6,I.RC>3V[MD5H,^>_'K6%JOB2"Q$/E%7:1?,8C)P",@C'K6- %KAMYB9BJ22G$8)VG<>>/6 MO)4)3U.]RC'0[A% SZTO!KC/[7NY;R B1X[7IYF< ./4'KFM:YU:6UN8 B&0 M,0KJN/E]SD\4G3DBT[F]MI&6LC_A($=RBQL9%.&0'G)Z#|>U07FMM$!'CRYV M&|1N<,1W'IQ4\C%S6- :2YC0@.^6/0#G^5>.:Z*='F9E*JH[G#_!BTOW^%'@J6ZV7 70K&0"5 @""!"N MTCKBQ6[1T#>=DSP2,CQC.1'\O3;TKSSPSI$_A/PKX8\.RRM<_P!EZ3#9R/;' MY)Y8HE3*YYP<9]JZS2KJ94LY91]GE5 NXOGJ8 MH)+6ZB,:\)\F<2!AE2K#T_G26.[[%?+ORN<;< '(/'T_&K5HZWGVB641ID+ MMP^[@#KM'2A[-$?S@Z['49\PX"]8_9SN;S4/#5E_P)=|)7F\^?0+?][J7AHN3Y MLEFIYFMP?F\G.Y?X>,U]"V#V;YD9)09#M8RY4X]P.A^E4+O1;2|O 2)T.XL4 MSL#-SM)QU /6HOKO8KGZ'SEJ5G:>,]$M_%/PZUB'4+":4_Z3R5AE4Y*E#@QD MCJK,/2J>E7KZE9QP1R0QZMR\MO*.+A3U:$,3M.? X<_2O2/%O[/%EJ>JW>O^_M#]5NOA]XIF :?5M+C$EM?N#R+NT)"38_O##>YKRWQ/9^+/#8W^/?!$UO);C* M>,O!,#7]GY77=+9G$L)SR<9%=D:Z>DCZ3"9K'D5&NMMF6M/U6:))XH)7LI78 M12%$8H6Z' 8QE0.3QR0:U/AY>># M? B);6=WH&O:5XHN8P"PAN%ANFFR<^9 <," ,[2,\57\3_"+6K.>.[TU)I0\Y M8P3'$B@G+>7DXP3T]:OGBWH['3#,*52JE%\J_ XHB&& [XMYHYCPOVURG&2< [3G_&NST30?%US/):3Z=->VDLG_,3 M"M&H!QNW-D@^R\UU%[X#\+RE&U"S? 3F,BVX:V=HX96'"G!Z>U#]QBKS>AU5\ MPI0FH-W;['CFJ:CIDEYY4<M2FW336BD2!;:=<[3= M3!HI-W!W(,D-Z+S7I6I?!K2IM0?[# <7&E)%^Z8NGGB7=RWS$AASU-7;/X+:5 M&I2Y-SXAD7#[$'D)CH0RJ2QQ]:IU8M)HRCFN#IQNFSS#0O$%QINGW-W916%O M-YK(OF(J,HS@R-@YVD]%_2A1>^)/]?JEM;6;D23I.C, 03P5&%YQP*[#QH_P MX\.O'J/B;5]-T""WC6.*.6Z6 RQIG$/DD&1R.N0"6K M?'EYXUBCMOAY\-#J MMHQ5HO$7BF-M/TN%^TFT@2S@ = %^M)S6Z.-YOATN:,?>|S.OM+L+#3;B^GN M6\/Z/!S=:C>2+'#'SG)8X"C' 40>W3H=-^#T":KIVN?$35W\>:U;2"2TMI[=8=)T^0C M!:WLQE=RYX>3?EX8 Y_(UC4YIKR/+Q>:5<4N M1:(ZW0=%TW1/#=IH^@:?::? I]I +>TM84V101CC;CC_Z_6JTESYML\BG?(@* M%0"B$@XQ@ULQI&D2-<\F/! A!!49YW#H>:P&>34M>M+4IN$LQ\]P,$!>1ST. M:\ZF]_(\Z>B1Z#9)Y=M"IZA!G\J?+"K\]Z8&QI @?A3F8J17(G%^S*37Q3\0/ VI_#_7Y-,U6/D@M#<1CY)H\XW+_4=]_*>)X9C1 MBTYN5&3[;>1^]\)SRRM5C[G+7CYO7T.=\TEMM&S+9%-"8?(/ J1)-@-?FF^Q M^]MJQZ[X#_:+O/ 'A&QT.+1[>YBLPP$TDS*S98MT]Z]\^$7Q U[XAZ;)]>H MZ''H^GMQ;,78O-_M $?=]Z\.^!OP,;Q?-;Z]X@MS'HB'=!;/P;LCH3W"#_QZ MOJ^VMH[1 D2>6@ "HO"] , =@*_:>'(9A*C&IBIVA;W5;H?A7$=3+H5Y4L) M"\[WE*_7R+(Z_P!:=117W!\4%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110!SU_, (KJ7C/S=!3HOGZ\5+>:=)/(R(""<@Y%":?<@8V#'U%9R78M/ M0B5L=#2B4J<'I4ZV%QZ*/QJ3^SY#CI^=*S"Y2OHFN+614.&,;!6QNP3WP>N* M\T?P9<0/(#<+.C_ZZ1!M)QR!@=#[*"O6EM)@V>/P- 57T(,Y9/D#$,R]L^N*VI MSE3O;J8U(*>IY@Z7^G/NC>(6RR+*#* SGY<%/8$=:I:]IJV\=I\D8@G9G$@. M?G.3L([8KU&[*+, /L4D\D'D$CIQ6+J'@]>43;:1)P_P PQ($.X]?PKI55 M/5F7*UJ&\6)+FW6>6'@S1@A<]/F M/0X'>KLW@S5KBT6%HHH@IX$+A<#''U_&K47A'45MDA:)2@ !'F#!YSDUHZD7 M&S(JZ^QSE_I2KXCLY8?GO%5O-=/N-&!E0"/KUK>T? PW++7TR"*5/(@4Q%$*K)D< #';U%7_!-I<3?9UOY);VXAD+*\B$B ==C M,1BO1]9\.6>MQ_7,222)_JW/!4^Q%9VCZ+>:*-&8F1P^3*? [V#TI*M: M'*D:_/M3KVT>YM98S%%+D?(DGW0>V:Y5$[E?M M"D(RR$A')RZ]>O7C-:QJ*&I#AS'G]Z&\[S*S]'0#?& 22W8GM@CL*U8;"*PA M1@3\A!$8X4CUR)XUN^<[- MZ@@_RKI>(YNIDJ:BW9&!<7\.DO%-"$@LF;K;@EU9CC##T]35L72.Z2*6N%D4 MH3Q@9;J<^W:M=?"EXC.8H(K>)2-L8PSOG[P+'BI8O#L\%U(1895@")6D5L-C MLO3%9.I'H/EDV8Z33&6?;!YBKE&F)P]MV !YZ8YI8- 1=G"HCS!3^]4_>]S4 M-UH/C0Z\$BL=!DT$N&:22>9;QN,_< \L?-COT]ZH6N@?$>**X9].*"],BF$ MK>W9MRG.\OE,[\XP ,8SFH=1/0.1F[U9RFF4H,P?$'P&\!^.KNYOM?\(: M1>:A(2)IX4\JY8# W>=&5<$X&>>E8%U^S)'H2&;PA\2?&WA26-2\=L=3%]:> M9_#F* <-E1]T*"!CBN_GTSXC)H^GBVMO"IU+>QNQ+=7?DJN?E\LA-S9'7=WJY M=:;XXN-5OU2U\.-I)B? [(TD]Q]I\S:"GF*%VA=^&84$*MP/*\AU!)/4&N$\0?$'Q-XULX[7Q!J MMM?^3(2LNGVGV1) #\K%,D@CW->Y>*O@Y\2? &EH5U:X\.B4SAOLMM>72VFS; MUP8]V_/;&W'O7SMJ-J^E:E>63XWVTSQ-L)*E@2#@D D9'>OS?C+'8R$(TH+E MIOK? 5V/U#@[!8*K*522YJ[6SV1UFF>./&6MWEOIT'Q ?PE#%$]VTUMHL-[ODP*&0 MCH1NP>IKS3X<^ ;SXDZE?Z?8?96NX+ <7$:WLSQ0YW@'+1AFR,\8%?2VB^$?' MN@:5I%E:P>&KP*@749KRXN/,R&QB)A'\P"="^#NZU[7"^,Q6(P:^L:Q6B?73 MI_P>IX? %6#PN&QC6&=I;M>O8YKP?\#_AWX-VWNA^%=,&JR,7@GOX_MW)J5?#GCR%[^ :9X8%G'O?3"+]XW* MQ/R^<-G (SDIDY]JSKGPC\1YM'LXH]/*K=EG^UPR7EUY&,_*R,$W%\$YR,# MC%?<1J11\,X2;-6VT2;5(9 Y1[?DJ) $.!T(QR.>M;>F^# [6Q83C_7&,EB/F M"L>NTGT/-5+G2O'+7]S##:>&SI@@*VKO/<_:"X4;1(-NT*6ZD'..G-,@@^): MZ"D7]G^$DU9)!M475U]G$6W^]LW;]WMC'?-8SJR=S6%)1-C4F9$BB#R#>N& M.6..Y'I3O!UKYSW%\|;ID^5")#D! .2/J:QG|- >,I]:MA)%H(TB2("\=+FY% MPC$?.L0V[2N>A)!Q5BTMOB%#IM_%]A|*)-'L&G1I<7/EE=WS>:3'D';TQGGK M6+=H3\GS#9_ M>Q\WM3GC^(*W6K;+;PS]F"/_&:6GN=[-D;?/&S &W.=N>:Q478WN=FK95#G M@U6M-:M[C7+W2TW_ &]UBCFDR/EP^X+@^ORFN1G'Q*&F6;0VOA3^T@]BX5[F MZ$(3(V;#Y>2V,YR/3%5;32O&]K\3-:U!;705T.ZM(8896GG^T,R*Y4%0NT?. MW//W<8YR*N*9)Z917GZR_$O^PYV:V*?VOYZ^4HN+G[.8=OS%CY>[?NQ@ 8Q M5I3X]&I:7BW\."P,?<>:KY/F>2-F&4# [NXCWK0D[:BN$@;XC?9-3\ MZV\+BXX^P!+BY*GYOF\TE,CY>FW//M22M\1FCTK9;>%S(0?[1W7%R IW\>3A M,D;/[V/F]J .\HKB5;Q^-1U8/;^&_L.R3^SF$]QYK/G]WYPV848Z[2>>E5I7 M^)1T. QVOA8ZSY[^:C7-S]F$6!M*D)N+9SD$8]* ._HKC5;QQ_PD,!DM_#_] MA^6#,Z3W'VD2>6<[5V;=N_'4YV^]4;9_B6=*N&FM?"@U7S4$*QW%T8#%SOW$ MQY#9QC QUS0!Z!17$I)X[;4M)#V_AW[%Y>0"F"H&,;B/>]M]NWQ'^S:GY]IX6^T.EB*3["WGW'G&7'R>:N MS:%W= <$G'2@#LJ*]=_B;_82[+7PG_:/FG>K75U]G\O:,8;R]V[=GMC'O5\O MX[_MZ+;;^'?[%\@>8QGN/M/F[.0J]-NS?T.<[? >@#LZ*_MS\2UTBY,EIX4& MJ>9'Y"QW-SY!3!\S<3'N#9QC QZU:D?Q\M[I CM_#?V,JAU,M/<[U?/S^0 F M"N.F['/6@#MJ*X5&^(?_ !.2UMX9!"G^S-MQ<\MNX\[Y/E&WKLSS44S?$D:7 M9-#;>%?[1+R?:EDN+D0JFX>7Y9$>2V,[L@"#Y>[?N[8QBLJE.%:#IS5T]S2G4G M2FJE-VDMF?'_(Z\#:E\/MC*?7U':O1_@5\#G\7W$&N MZ]"8M#C.8;9N#>$=S_L#_P >KVWQ+X,U[QGJEE;:YT'AJ\\/0I)G;S[C[4LH M7+;0$"E=_&">5Z\U>LX_B)%HEW')9>%8[^-D6RBAGN1;^6.&WDQ@J0.@48KX MC#<^4*&,E7F[PW43[C% <6XG$8)8>*Y9[2EY>1V\%JEO$L:JJHHPJJH 4=@!5 MFN#D/Q%"Z7Y=MX8Y'_$Q#7-SP=W_ "QPG/R_WLX MN?*"9&SRR(\EL9SD?2M33_| A,/^$IE%W!HB^&@&\J2&:8WAX&W:^'XHP&(QU&G'#PYFF[GW' M"N8X;+L14GBI\J:L9?[)7'Q U4'C_B6G_P!&+7UPO2O#O@K\#M4^&OB6\U,_MU&UNXI[0VRI C Y+ YR>W%>XKT%>GP]AJVP:5>-I7?XGE\0XNCC2N.]>!>, M_'? B'2_B-J,4&]SVVFV.]V,+#8CPK%*@+(R_>))/!'2N'%8N&%C&4^KL=.'P MTL3)QB]CWY'.<$<]:DKY_P!#^+.M:? I5S&L<.IW5O_:&H3R:C:,.&"!<;1G'OUKFAFF&DE>6 MK.AX#$)M*.WF>V;J=7C7@7QUK7C+X@6DTXCM-,NM&EN;::TBG+#'G!5:08X8# MN*H2_M$W46GWLQT(>=IL!-_#]H/^CW!G\E(B=O.<[SWQ6BQ]#E4F[)M].QG] M3K7Y8J[T_$]THKQ23XU: [;)IYN=!CL(9+M[:YO:LRK"N"-A48W*&W8W,,\4 M7?QVOK*'5(YM'\K4H;Z.RM[$^87 8MMD? PRD+D;.YZ4?VEAOYOP97U&NW;E M_$]IW4ZO'/ ?C?6O%GQ"C6^CFTZ)M%=WTUB0BRBX9/,"D Y('>]<7Q]NMGB! MQIEQ=QV-N+FU>&9U28>:(BNYE&[!.=P&.U']HX? E4V[)MK;L+ZE6ST2NQ/!UHI76^Q[917D6G_M !L:^NDB_L^'>VM#2@$N224,/F"8 C.">_"*JZ?\7?$^MCPNMEH.G[]?,SP[M[QB(HHB- Y;Y0"Q&< 4EF.&;24OP\TOS8W@JZ5VOQ\F_R3/9Z*\.'Q[OX=.74 M9-'MC9W=K=75DD5R3*H@(!688PN[/!'3I5[6/C? >1^)X]#TO2;>\N)YHK>.: M2X(4,\!ERV >!C&!UI?VGAFKJ7X[J#P-=.SCW_]A:A<=]^=?$_QNUK7?!SG M3;>#3+G^SUN[F?[45DC)F\O$ Q\W*DDGH#BNIM?B/JL%T;+3K%;^ZN-4N[8M M?W;!5$4*N2N%. >R]O6I6:89O1NWH4\!72NUWZ]E<]CHKQ33_CIJ.K:MI%A9 M:+%)+?16LK+).VY!*&+,,*1M0+W()JSKWQAUFP\6:CIMCH<%S9Z?J%MITD\M MT4:1YU!3:H4XP3S[52S+#.#FGIMLQ/ UXRY9*SM?=?UU/8J*\9B^.T\,UW;7 M>DPQ7-K;7\TN+H[#+;,%V*2 2&!!]1Z5'/\ '.]L+^[.H:7#9V$>G?;;93*Q MEO"(PYV$#: "P!4GUG3] M2O4AFC31K][-AIURSPS.&0)N8J,$;N3CBM4_$/7=<^&7BK4;G3I=%U"RM7,, MT;,JR9CW*ZY&1@\9I0S&A-N,;W5WMV!X*LHJ36C=MSUY6S]:=7C&A? &*]BO[M'2-2L;;[3)VFDC4(='MS#':O>3;[@ M_P"K%U]G"KA>2200>U+^T\-RJ7-OY%K 8ARY5'\3W&20H< 9/6G1OO7-?/7Q M#^*^L:G(\>ELFE6]CJSV;31W!$\A6!F.Y"!A K**27L>(L M>&)]:\M^(WQ:OO!7B"6PM=.M+R&VTS^TIWFN&C8X>$G"4M5OH9QP5><5)+1[: MH]NHKQ6W^.NHI-9-JGA^32;&2%VDN+G>-\JEOW9X5)>]^#*6 Q#^S^*/=JAF+*1 MAJRQ21,Z$!P&3@$V?Q@OK#394T^T%TUG%=ZE=MJEXQ8P).Z;(VP/F.W@'A1QS6 MCI'QMO-3\7V&GG24M].NKQK(2R3GS@WDK,'*[< !6P1GK36989R45+5Z;,3P M-=)NVB\T>RT5YW\2OB- =^#]/TV]TZSAO+.XFVSWLDA,5O&!G>P0$E3TW 87J M:PQ\;Y5PO]FQ2R#59=-*1W'+*D/F^8N1R#TYQOS6T\;0IMQE+8RCA:LTI16Y M[!17A5K^T!J4VA'5)=%M4M6E@ACN1/(8M[JS,I^3)*!<' /)]*>?CKK[7UA9 MIX4=KIK:*ZO+=#(S1B1L*%(7 POS$MQVK!9IA7M+|&=']G8EZ M3TH!/?\ #Z5X)XG^,_B-+=DM;2UTC48-8M+8VUQEB]O([+O9B -C%1\R_=^M M:.I_&)_!>HZK-? 6DDEB=3EL)7NRZQ2K;J\:HI7Y5%I5#%E.W&U,X.<;NU M7]=^,-WIGB6^M(-/@ET_3[Z#3YVEG*SO)*!M9$Q@]">><]><=*;S##*+GS:)V MV,_]=;F4;:OS/5-YSC IV[:*\ L/'7B*#X*>-?$LMWC58KRX%O+YAD2 *X4 M C 49_K6+)XS\>-X5TN5]0U*%-2U&"*TG2WC%[.C0EI JL NW69P MBD^5ZJ_Z'1'+YN_O+1VW/ID29(]^E/KYY\5_%/5_#GBK1(TU&9-/TN&T75H) MX0TD[S<,9&4%49!AB,]^*[?XA_%.]| (ZSI^E:;IAU6\G@>]=,,=T2MC:NT'# M$GACP.];?VC07/S.W(TG\]C+ZC6]RROS)O[O^ >GTS>/Z5XO=_'R6RO]9M9M M&\HZ9:-? 2!Y]KM%M4J@&.)-SX8?PCFJVK_$?6]+\2V>H77D?9X_#]W?MIUG< M,\+LK)MW,5'S ,1[4WF.'LVG>WD)8*O?56/=*;NKR#6/C1? V1U066C)=Q:>U MKYER)RRQI+$TC.RJ"<+MQQGUJF?BO XML 32 R2.htm IDEA: XBRL DOCUMENT

CONSOLIDATED CONDENSED BALANCE SHEETS - USD ($)	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Feb. 27, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Feb. 28, 2023	Dec. 31, 2022	Dec. 3 2021
Current assets													
Prepaid expenses	$ 2,328,000						$ 232,000						
Total current assets	35,030,000						5,185,000						
Total assets	107,196,000						6,825,000						
Current liabilities													
Accounts payable	4,419,000						3,830,000						
Accrued expenses	2,910,000						3,048,000						
Convertible notes payable, current							36,430,000						
Total current liabilities	7,919,000						47,176,000						
Total liabilities	30,635,000						47,379,000						
Commitments and contingencies (Note 11)													
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023			$ 86,783,000	$ 86,783,000			91,469,000	$ 91,469,000	$ 91,469,000			$ 91,469,000	
Stockholders' deficit													
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	1,000						1,000						
Additional paid-in capital	89,786,000						1,608,000						
Accumulated deficit	(13,217,000)						(133,649,000)						
Total stockholders' equity (deficit)	76,561,000	$ 72,964,000	$ (148,315,000)	(140,506,000)			(132,023,000)	$ (123,507,000)	(112,876,000)			(95,877,000)	
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	$ 107,196,000						6,825,000						
CIK0001838821_ARYA Sciences Acquisition Corp IV													
Current assets													
Cash				26,058			20,191					91,049	
Prepaid expenses				28,463			56,547					55,400	
Total current assets				54,521			76,738					146,449	
Cash held in Trust Account				37,938,923			40,575,949					151,628,894	
Total assets				37,993,444			40,652,687					151,775,343	
Current liabilities													
Accounts payable				156,536			130,524					65,892	
Accrued expenses				6,569,307			9,837,703					5,994,774	
Due to related party				$ 0			$ 210,000					$ 90,000	
Other Liability, Current, Related Party, Type [Extensible Enumeration]				Related Party [Member]			Related Party [Member]					Related Party [Member]	
Convertible notes payable, current				$ 3,616,000			$ 2,175,000					$ 120,000	
Notes Payable, Current, Related Party, Type [Extensible Enumeration]				Related Party [Member]			Related Party [Member]					Related Party [Member]	
Total current liabilities				$ 10,341,843			$ 12,353,227					$ 6,270,666	
Deferred underwriting commissions				2,616,250			2,616,250					2,616,250	
Total liabilities				12,958,093			14,969,477					8,886,916	
Commitments and contingencies (Note 11)													
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023				37,838,923	$ 37,019,896	$ 4,358,804	40,475,949					151,528,894	
Stockholders' deficit													
Preference shares, $0.0001 par value 1,000,000 shares authorized none issued or outstanding as of June 30, 2024 and December 31, 2023				0			0						
Additional paid-in capital				412,421			0						
Accumulated deficit				(13,216,419)			(14,793,163)					(8,640,891)	
Total stockholders'				(12,803,574)	$		(14,792,739)		$	$		(8,640,467)	$

equity (deficit)		(14,520,932)			(10,247,915)	(10,029,063)			(10,295,3
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	37,993,444		40,652,687				151,775,343		
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV									
Current liabilities									
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023			$ 4,358,804				$ 115,071,882		
Stockholders' deficit									
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	50		50				50		
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV									
Stockholders' deficit									
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	$ 374		$ 374				$ 374		

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CONSOLIDATED CONDENSED BALANCE SHEETS (Parenthetical) - $ / shares	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jul. 25, 2024	Jun. 30, 2024	Feb. 27, 2024	Feb. 13, 2024	Dec. 31, 2023	Feb. 28, 2023	Dec. 31, 2022
Liabilities, convertible preferred stock, and stockholders' deficit										
Ordinary shares, par value (in dollars per share)								$ 0.001		
Convertible preferred stock, shares outstanding								4,939,946		
Temporary Equity, Redemption Price Per Share				$ 11.56						
Stockholders' deficit										
Preferred stock, par value	$ 0.0001	$ 0.001								
Preferred Stock, Shares Authorized	20,000,000									
Common stock, par value (in dollars per share)	$ 0.0001		$ 0.001					$ 0.001		
Ordinary shares, shares authorized (in shares)	210,000,000		6,594,946					6,594,946		
Ordinary shares, shares issued (in shares)	14,535,136							786,510		
Total	14,535,136	13,387,636						779,908		
CIK0001838821_ARYA Sciences Acquisition Corp IV										
Stockholders' deficit										
Preferred stock, par value					$ 0.0001			$ 0.0001		$ 0.0001
Preferred Stock, Shares Authorized					1,000,000			1,000,000		1,000,000
Preference shares, shares issued (in shares)					0			0		0
Preference shares, shares outstanding (in shares)					0			0		0
Common stock, par value (in dollars per share)							$ 0.01			
Class A ordinary shares										
Stockholders' deficit										
Common stock, par value (in dollars per share)		$ 0.0001								
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV										
Liabilities, convertible preferred stock, and stockholders' deficit										
Ordinary shares, par value (in dollars per share)					$ 0.0001			$ 0.0001		$ 0.0001
Convertible preferred stock, shares outstanding					3,300,016			3,690,831		14,950,000
Temporary Equity, Redemption Price Per Share					$ 11.47			$ 10.97		$ 10.3
Stockholders' deficit										
Common stock, par value (in dollars per share)					$ 0.0001		0.0001	$ 0.0001		$ 0.0001
Ordinary shares, shares authorized (in shares)					479,000,000			479,000,000		479,000,000
Ordinary shares, shares issued (in shares)					499,000			499,000		499,000
Total					499,000			499,000		499,000
Class B ordinary shares										
Stockholders' deficit										
Common stock, par value (in dollars per share)		$ 0.0001								
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV										
Stockholders' deficit										
Preferred stock, par value							$ 0.001			
Common stock, par value (in dollars per share)					$ 0.0001			$ 0.0001		$ 0.0001
Ordinary shares, shares authorized (in shares)					20,000,000			20,000,000		20,000,000

Ordinary shares, shares issued (in shares)			3,737,500	3,737,500	3,737,500	3,737,500	3,737,500
Total			3,737,500	3,737,500	3,737,500	3,737,500	3,737,500

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UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS - USD ($)	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Income from operations				
Diluted weighted average shares outstanding (in shares)			779,908	758,942
Diluted net income (loss) per share (Note 15) (in dollars per share)			$ (16.72)	$ (22.67)
CIK0001838821_ARYA Sciences Acquisition Corp IV				
Income from operations				
General and administrative expenses	$ 252,199	$ 78,851	$ 863,939	$ 1,047,448
Loss from operations	(252,199)	(78,851)	(863,939)	(1,047,448)
Gain on extinguishment of legal expenses	2,302,557	0	3,577,104	0
Subscription agreement expense	(713,794)	0	(2,134,199)	0
Interest earned on cash and investments held in Trust Account	(486,027)	(460,364)	(997,778)	(1,589,210)
Total other income (expense), net	2,074,790	460,364	2,440,683	1,589,210
Net income (loss)	$ 1,822,591	$ 381,513	$ 1,576,744	$ 541,762
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV				
Income from operations				
Basic weighted average shares outstanding (in shares)	3,799,016	3,690,831	3,922,090	7,485,358
Diluted weighted average shares outstanding (in shares)	3,799,016	3,690,831	3,922,090	7,485,358
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV				
Income from operations				
Basic weighted average shares outstanding (in shares)	3,737,500	3,737,500	3,737,500	3,737,500
Diluted weighted average shares outstanding (in shares)	3,737,500	3,737,500	3,737,500	3,737,500
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05

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UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT - USD ($)	Ordinary Shares Class A ordinary shares CIK0001838821_ARYA Sciences Acquisition Corp IV	Ordinary Shares Class B ordinary shares CIK0001838821_ARYA Sciences Acquisition Corp IV	Ordinary Shares	Additional Paid-in Capital CIK0001838821_ARYA Sciences Acquisition Corp IV	Additional Paid-in Capital	Accumulated Deficit CIK0001838821_ARYA Sciences Acquisition Corp IV	Accumulated Deficit	CIK0001838821_ARYA Sciences Acquisition Corp IV	T
Beginning Balance at Dec. 31, 2021	$ 50	$ 374		$ 0		$ (10,295,731)		$ (10,295,307)	
Beginning balance (in shares) at Dec. 31, 2021	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0		0		587,356		587,356	
Net loss	0	0		0		1,067,484		1,067,484	
Ending Balance at Dec. 31, 2022	$ 50	$ 374	$ 1,000	0	$ 1,153,000	(8,640,891)	$ (97,059,000)	(8,640,467)	$ (95,8
Ending balance (in shares) at Dec. 31, 2022	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0		0		(1,548,845)		(1,548,845)	
Net loss	0	0		0		160,249		160,249	
Ending Balance at Mar. 31, 2023	$ 50	$ 374		0		(10,029,487)		(10,029,063)	
Ending balance (in shares) at Mar. 31, 2023	499,000	3,737,500							
Beginning Balance at Dec. 31, 2022	$ 50	$ 374	1,000	0	1,153,000	(8,640,891)	(97,059,000)	(8,640,467)	(95,8
Beginning balance (in shares) at Dec. 31, 2022	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Net loss								541,762	
Ending Balance at Jun. 30, 2023	$ 50	$ 374	1,000	0	1,367,000	(10,248,339)	(114,267,000)	(10,247,915)	(112,8
Ending balance (in shares) at Jun. 30, 2023	499,000	3,737,500							
Beginning Balance at Dec. 31, 2022	$ 50	$ 374	1,000	0	1,153,000	(8,640,891)	(97,059,000)	(8,640,467)	(95,8
Beginning balance (in shares) at Dec. 31, 2022	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Net loss									(27,9
Ending Balance at Sep. 30, 2023			1,000		1,493,000		(125,028,000)		(123,5
Beginning Balance at Dec. 31, 2022	$ 50	$ 374	1,000	0	1,153,000	(8,640,891)	(97,059,000)	(8,640,467)	(95,8
Beginning balance (in shares) at Dec. 31, 2022	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0		0		(4,018,937)		(4,018,937)	
Net loss	0	0		0		(2,133,335)		(2,133,335)	
Ending Balance at Dec.	$ 50	$ 374	1,000	0	1,608,000	(14,793,163)	(133,649,000)	(14,792,739)	(132,(

31, 2023									
Ending balance (in shares) at Dec. 31, 2023	499,000	3,737,500							
Beginning Balance at Mar. 31, 2023	$ 50	$ 374		0		(10,029,487)		(10,029,063)	
Beginning balance (in shares) at Mar. 31, 2023	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0		0		(600,365)		(600,365)	
Net loss	0	0		0		381,513		381,513	
Ending Balance at Jun. 30, 2023	$ 50	$ 374	1,000	0	1,367,000	(10,248,339)	(114,267,000)	(10,247,915)	(112,8
Ending balance (in shares) at Jun. 30, 2023	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Net loss							(10,761,000)		(10,7
Ending Balance at Sep. 30, 2023			1,000		1,493,000		(125,028,000)		(123,5
Ending Balance at Dec. 31, 2023	$ 50	$ 374	1,000	0	1,608,000	(14,793,163)	(133,649,000)	(14,792,739)	(132,(
Ending balance (in shares) at Dec. 31, 2023	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Subscription Agreement Expense	$ 0	$ 0		1,420,405		0		1,420,405	
Adjustment of accretion of Class A ordinary shares subject to possible redemption	0	0		(902,751)		0		(902,751)	
Net loss	0	0		0		(245,847)		(245,847)	
Ending Balance at Mar. 31, 2024	$ 50	$ 374		517,654		(15,039,010)		(14,520,932)	
Ending balance (in shares) at Mar. 31, 2024	499,000	3,737,500							
Beginning Balance at Dec. 31, 2023	$ 50	$ 374	1,000	0	1,608,000	(14,793,163)	(133,649,000)	(14,792,739)	(132,(
Beginning balance (in shares) at Dec. 31, 2023	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Net loss								1,576,744	
Ending Balance at Jun. 30, 2024	$ 50	$ 374	1,000	412,421	6,163,000	(13,216,419)	(146,692,000)	(12,803,574)	(140,5
Ending balance (in shares) at Jun. 30, 2024	499,000	3,737,500							
Beginning Balance at Dec. 31, 2023	$ 50	$ 374	1,000	0	1,608,000	(14,793,163)	(133,649,000)	(14,792,739)	(132,(
Beginning balance (in shares) at Dec. 31, 2023	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Net loss									(21,2
Ending Balance at Jul. 30, 2024			1,000		6,591,000		(154,927,000)		(148,3
Beginning Balance at Mar. 31, 2024	$ 50	$ 374		517,654		(15,039,010)		(14,520,932)	
Beginning balance (in shares) at Mar. 31, 2024	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Subscription Agreement Expense	$ 0	$ 0		713,794		0		713,794	
Adjustment of accretion of Class A ordinary shares subject to possible redemption	0	0		(819,027)		0		(819,027)	
Net loss	0	0		0		1,822,591		1,822,591	
Ending Balance at Jun. 30, 2024	$ 50	$ 374	1,000	$ 412,421	6,163,000	$ (13,216,419)	(146,692,000)	$ (12,803,574)	(140,5
Ending balance (in shares) at Jun. 30, 2024	499,000	3,737,500							
Increase (Decrease) in Stockholders' Equity									
Net loss							(8,235,000)		(8,23
Ending Balance at Jul. 30, 2024			1,000		6,591,000		(154,927,000)		(148,3
Increase (Decrease) in Stockholders' Equity									
Net loss									3,600
Ending Balance at Sep. 30, 2024			1,000		89,786,000		(13,217,000)		76,56
Beginning Balance at Jul. 31, 2024			1,000		89,786,000		(16,823,000)		72,96
Increase (Decrease) in Stockholders' Equity									
Net loss							3,606,000		3,606
Ending Balance at Sep. 30, 2024			$ 1,000		$ 89,786,000		$ (13,217,000)		$ 76,5

UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS - USD ($)	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Cash flows from financing activities				
Cash and cash equivalents, at beginning of period			$ 1,383,000	$ 5,547,000
CIK0001838821_ARYA Sciences Acquisition Corp IV				
Cash flows from operating activities				
Net loss	$ 1,822,591	$ 381,513	1,576,744	541,762
Adjustments to reconcile net loss to net cash used in operating activities:				
Gain on extinguishment of legal expenses	(2,302,557)	0	(3,577,104)	0
Subscription Agreement Expense	713,794	0	2,134,199	0
Interest earned on cash and investments held in Trust Account	(486,027)	(460,364)	(997,778)	(1,589,210)
Net change in operating assets and liabilities				
Prepaid expenses			28,085	(208,604)
Accounts payable			(26,012)	(13,717)
Accrued expenses			308,707	529,319
Due to related party			(210,000)	60,000
Net cash used in operating activities			(711,133)	(653,016)
Cash flows from investing activities				
Cash deposited in Trust Account			(724,000)	(560,000)
Cash withdrawn from Trust Account for redemption			(4,358,804)	(115,071,882)
Net cash used in investing activities			3,634,804	114,511,882
Cash flows from financing activities				
Proceeds from convertible promissory note - related party			1,441,000	1,140,000
Redemption of Class A ordinary shares			(4,358,804)	(115,071,882)
Net cash provided by financing activities			(2,917,804)	(113,931,882)
Net change in cash			5,867	(73,016)
Cash and cash equivalents, at beginning of period			20,191	91,049
Cash and cash equivalents, at end of period	$ 26,058	$ 18,033	$ 26,058	$ 18,033

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Description of Organization and Business Operations	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Organization and Description of Business		**Note 1 - Description of Organization and Business Operations**	

Our Company

Adagio Medical Holding, Inc. (formerly known as Aja Holdco, Inc.) and its wholly-owned subsidiaries (collectively, the "Company", the "Successor") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. Legacy Adagio (as defined below) received CE Marking in Europe for its iCLAS™ Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so. The Company is headquartered in Laguna Hills, California.

On July 31, 2024 (the "Closing Date"), ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company ("ARYA"), Aja Holdco, Inc. ("ListCo"), a Delaware corporation and wholly-owned subsidiary of ARYA, Aja Merger Sub 1, a Cayman Islands exempted company and wholly-owned subsidiary of ListCo ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation and wholly-owned subsidiary of ListCo ("Company Merger Sub"), and Adagio Medical, Inc., a Delaware corporation ("Legacy Adagio", the "Predecessor"), consummated the business combination (the "Business Combination") pursuant to the terms of the Business Combination Agreement, dated February 13, 2024, by and among the foregoing parties, as amended by the Consent and Amendment No. 1 to Business Combination Agreement, dated as of June 25, 2024, by and between ARYA and Adagio (the "Business Combination Agreement").

Pursuant to the Business Combination Agreement, on the Closing Date, (i) ARYA Merger Sub merged with and into ARYA (the "ARYA Merger") and Company Merger Sub merged with and into Legacy Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with ARYA and Legacy Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Legacy Adagio becoming a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the "ARYA Merger Effective Time," the time that the Adagio Merger becomes effective being referred to as the "Adagio Merger Effective Time," the time after which both Mergers become

effective being referred to as the "Closing," and the date on which the Closing occurs being referred to as the "Closing Date"), (ii) ListCo filed with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation of ListCo, and the board of directors of ListCo approved and adopt amended and restated bylaws of ListCo, and (iii) ListCo changed its name to Adagio Medical Holdings, Inc.

Refer to *Note 3- Forward Merger* for details of the Business Combination.

The Company's Common Stock (as defined below) began trading on August 1, 2024, under the symbol ADGM on the Nasdaq Capital Market (NASDAQ: ADGM).

Liquidity and Going Concern

The accompanying condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern. The Company has limited revenue and has experienced recurring operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years.

As of September 30, 2024, the Successor reported cash and cash equivalents of $28.3 million, and an accumulated deficit of $13.2 million. For the period from July 31, 2024 to September 30, 2024 (Successor), from January 1, 2024 to July 30, 2024 (Predecessor), and the nine months ended September 30, 2023 (Predecessor), net income (loss) was $3.6 million, $(21.3) million, and $(28.0) million, respectively. The net cash used in operating activities was $6.4 million, $16.0 million, and $18.6 million, respectively.

Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) negotiate other cash equity or debt financing in the short-term, (ii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market, and (iii) execute cost-cutting measures to manage cash burn. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, Legacy Adagio approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, Legacy Adagio initiated a reduction in its workforce of 20 employees, representing approximately 19% of Legacy Adagio's employees, which was completed on December 15, 2023. Legacy Adagio made no payment for severance or related benefit costs. Legacy Adagio made no payment of retention bonuses.

CIK0001838821_ARYA Sciences Acquisition Corp IV

Organization and Description of Business

Note 1 — Description of Organization and Business Operations

ARYA Sciences Acquisition Corp IV (the "Company" or "ARYA") was incorporated as a Cayman Islands exempted company on August 24, 2020. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the "Business Combination"). The Company is an emerging growth company and, as such, the Company is subject to all of the risks

associated with emerging growth companies.

All activity for the period from August 24, 2020 (inception) through June 30, 2024 was related to the Company's formation and initial public offering (the "Initial Public Offering") described below, and since the Initial Public Offering, the search for a prospective initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of income earned on investments or cash held in the Trust Account (as defined below) from the proceeds derived from the Initial Public Offering.

The Company has one wholly owned subsidiary, Aja Holdco, Inc., a Delaware corporation ("ListCo" or "HoldCo"), formed on December 19, 2023 and ARYA Merger Sub, a Cayman Islands exempted company ("ARYA Merger Sub") formed on December 18, 2023.

The Company's sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted company (the "Sponsor"). The registration statement for the Company's Initial Public Offering was declared effective on February 25, 2021. On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Class A ordinary shares (the "Public Shares"), including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions (see Note 5). On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination (the "Waiver"). In connection with the Waiver, the underwriter also agreed that (i) the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination.

Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement ("Private Placement") of 499,000 Class A ordinary shares (the "Private Placement Shares"), at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million (see Note 4).

Upon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds of the Private Placement were placed in a trust account (the "Trust Account"), located in the United States, with Continental Stock Transfer & Trust Company acting as trustee, and were invested only in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act of 1940, as amended (the "Investment Company Act"), having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations, until the earlier of (i) the completion of a Business Combination and (ii) the distribution of the Trust Account as described below. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described below. For more information on the partial liquidation of the Trust Account in connection with the adoption of the First Extension Amendment Proposal and the related redemption of Class A ordinary shares, see below.

The Company's management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally
toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the amount of deferred underwriting commissions and taxes payable on the interest earned on the Trust Account) at the time of the signing of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act.

The Company will provide the holders (the "Public Shareholders") of Public Shares, with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be $10.00 per Public Share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay income taxes). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters of its Initial Public Offering (as discussed in Note 5).

These Public Shares are classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). In such case, the Company will proceed with a Business Combination if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering and subsequently amended in connection with the adoption of First Extension Amendment Proposal and Second Extension Amendment Proposal described below (as amended from time to time, the "Amended and Restated Memorandum and Articles of Association"), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 4) and any Public Shares they hold in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination.

Notwithstanding the foregoing, if the Company seeks shareholder approval of its Business Combination and does not conduct redemptions in connection with its Business Combination pursuant to the tender offer rules, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a "group" (as defined under

Note 1 — Description of Organization and Business Operations

ARYA Sciences Acquisition Corp IV (the "Company") was incorporated as a Cayman Islands exempted company on August 24, 2020. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the "Business Combination"). The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies.

All activity for the period from August 24, 2020 (inception) through December 31, 2023 was related to the Company's formation and initial public offering (the "Initial Public Offering") described below, and since the Initial Public Offering, the search for a prospective initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of income earned on investments or cash held in the Trust Account (as defined below) from the proceeds derived from the Initial Public Offering.

The Company's sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted limited company (the "Sponsor"). The registration statement for the Company's Initial Public Offering was declared effective on February 25, 2021. On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Class A ordinary shares (the "Public Shares"), including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions (see Note 5). On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i) this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination.

Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement ("Private Placement") of 499,000 Class A ordinary shares (the "Private Placement Shares"), at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million (see Note 4).

Upon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds of the Private Placement were placed in a trust account (the "Trust Account"), located in the United States, with Continental Stock Transfer & Trust Company acting as trustee, and were invested only in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act of 1940, as amended (the "Investment Company Act") having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations, until the earlier of (i) the completion of a Business Combination and (ii) the distribution of the Trust Account as described below. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described below. For more information on the partial liquidation of the Trust Account in connection with the adoption of the Extension Amendment Proposal and the related redemption of Class A ordinary shares, see below.

The Company's management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the amount of deferred underwriting commissions and taxes payable on the interest earned on the Trust Account) at the time of the signing of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act.

The Company will provide the holders (the "Public Shareholders") of Public Shares, with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be $10.00 per Public Share, plus any pro rata

Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the Class A ordinary shares, without the prior consent of the Company.

The Company's Sponsor, officers and directors (the "initial shareholders") agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a) that would modify the substance or timing of the Company's obligation to provide holders of its Public Shares the right to have their shares redeemed in connection with a Business Combination or to redeem 100% of the Public Shares if the Company does not complete its Business Combination within the time period during which the Company is required to consummate a Business Combination pursuant to the Amended and Restated Memorandum and Articles of Association (the "Business Combination Period"), or (b) with respect to any other provision relating to the rights of Public Shareholders, unless the Company provides the Public Shareholders with the opportunity to redeem their Class A ordinary shares in conjunction with any such amendment.

If the Company has not completed a Business Combination within the Business Combination Period, the Company will (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any (less up to $100,000 of interest to pay dissolution expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish Public Shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and its board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii) to the Company's obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.

The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares and Private Placement Shares held by them if the Company fails to complete a Business Combination within the Business Combination Period. However, if the initial shareholders acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Business Combination Period. The underwriters of the Initial Public Offering agreed to waive their rights to their deferred underwriting commissions (see Note 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Business Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00 per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Company's tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Company's independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor's only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Company's officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.

On February 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the "Termination Date") by which the Company has to consummate a Business Combination from March 2, 2023 (the "Original Termination Date") to June 2, 2023 (the "Previous Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to nine times by an additional one month each time after the Previous Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2024 or a total of up to thirty-six months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (the "First Extension Amendment Proposal"). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000 in exchange for the Second Convertible Promissory Note (as defined below). In connection with any subsequent optional monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 per month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 28, 2023.

The Company approved one-month extensions on June 2, 2023, July 2, 2023, August 2, 2023, September 2, 2023, October 2, 2023, November 2, 2023, December 2, 2023, January 2, 2024 and February 2, 2024. In connection with the extensions on June 2, 2023, July 2, 2023, August 2, 2023, and September 2, 2023, the Company drew an aggregate amount of $560,000 from the Second Convertible Promissory Note in the principal amount of up to $1,680,000. In connection with the extensions on October 2, 2023, November 2, 2023 and December 2, 2023, January 2, 2024 and February 2, 2024, the Company drew an aggregate amount of $900,000 from the Third Promissory Note (as defined below). The Company also drew additional funds under the Second Convertible Promissory Note and the Third Promissory Note in view of funding the Company's ongoing working capital (for more information see Note 4).

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the First Extension Amendment Proposal. On February 28, 2023, the First Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the First Extension Amendment Proposal, the Company has 4,189,831 Class A ordinary shares, including 3,690,831 Public Shares and 499,000 Private Placement Shares, and 3,737,500 Class B ordinary shares issued and outstanding. See below for more information on additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following

interest earned on the funds held in the Trust Account and not previously released to the Company to pay income taxes). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters (as discussed in Note 5).

These Public Shares are classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). In such case, the Company will proceed with a Business Combination if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering and subsequently amended in connection with the adoption of Extension Amendment Proposal described below (as amended from time to time, the "Amended and Restated Memorandum and Articles of Association"), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 4) and any Public Shares they hold in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination.

Notwithstanding the foregoing, if the Company seeks shareholder approval of its Business Combination and does not conduct redemptions in connection with its Business Combination pursuant to the tender offer rules, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a "group" (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the Class A ordinary shares, without the prior consent of the Company.

The Company's Sponsor, officers and directors (the "initial shareholders") agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a) that would modify the substance or timing of the Company's obligation to provide holders of its Public Shares the right to have their shares redeemed in connection with a Business Combination or to redeem 100% of the Public Shares if the Company does not complete its Business Combination within the time period during which the Company is required to consummate a Business Combination pursuant to the Amended and Restated Memorandum and Articles of Association (the "Business Combination Period"), or (b) with respect to any other provision relating to the rights of Public Shareholders, unless the Company provides the Public Shareholders with the opportunity to redeem their Class A ordinary shares in conjunction with any such amendment.

If the Company has not completed a Business Combination within the Business Combination Period, the Company will (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any (less up to $100,000 of interest to pay dissolution expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish Public Shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and its board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii) to the Company's obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.

The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares and Private Placement Shares held by them if the Company fails to complete a Business Combination within the Business Combination Period. However, if the initial shareholders acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Business Combination Period. The underwriters agreed to waive their rights to their deferred underwriting commissions (see Note 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Business Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00 per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Company's tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Company's independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor's only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Company's officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.

On February 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the "Termination Date") by which the Company has to consummate a Business Combination from March 2, 2023 (the "Original Termination Date") to June 2, 2023 (the "Previous Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to nine times by an additional one month each time after the Previous Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days'

March 2, 2024.

On February 27, 2024, the Company held an extraordinary general meeting of shareholders to approve an amendment to the Company's Amended and Restated Memorandum and Articles of Association to extend the Termination Date by which the Company has to consummate a Business Combination from March 2, 2024 (the "Previous Termination Date") to April 2, 2024 (the "Articles Extension Date") and to allow the Company without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025, or a total of up to twelve months after the Previous Termination Date, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). The Sponsor agreed that if the Second Extension Amendment Proposal (as defined below) was approved, it or one or more of its affiliates, members or third-party designees (the "Lender") will contribute to the Company as a loan $111,000 to be deposited into the Trust Account. In addition, in the event the Company does not consummate a Business Combination by the Articles Extension Date, the Lender will contribute to the Company as a loan for an aggregate deposit of up to $1,221,000 in eleven equal installments to be deposited into the Trust Account for each of the eleven one-month optional extensions following the Articles Extension Date. On February 9, 2024, the Company drew on the unsecured convertible promissory note, dated February 8, 2024, by and between the Company and the Sponsor (the "Fourth Convertible Promissory Note") in order to fund the $111,000 monthly deposits into the Trust Account and the Sponsor has the option to convert any amounts outstanding under the Fourth Convertible Promissory Note into Class A ordinary shares, at a conversion price equal to $10.00 per share, in connection with a Business Combination.

On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares). For more information on the extensions that were approved to extend the Business Combination Period beyond April 2, 2024, see Note 9.

On February 26, 2024, the Company received a notice from the staff of the Listing Qualifications Department (the "Listing Department") of The Nasdaq Stock Market LLC ("Nasdaq") indicating that, unless the Company timely requested a hearing (the "Hearing") before the Nasdaq Hearings Panel (the "Panel"), trading of the Company's securities on The Nasdaq Capital Market would be suspended at the opening of business on March 6, 2024, due to the Company's noncompliance with Nasdaq IM-5101-2, which requires that a special purpose acquisition company complete one or more business combinations within 36 months of the effectiveness of its Initial Public Offering registration statement. The Company timely requested the Hearing before the Panel to request sufficient time to complete the Company's previously disclosed Proposed Adagio Business Combination. Subsequently, on March 26, 2024, the Company received an additional and separate notice from the staff of the Listing Department of Nasdaq formally notifying the Company that the deficiency under Nasdaq Listing Rule 5620(a) requiring the Company to hold an annual meeting of shareholders within twelve months of its fiscal year ended December 21, 2022, serves as an additional and separate basis for delisting. The Panel considered both matters at the hearing that was held on April 25, 2024. On May 13, 2024, the Panel issued written notice of its decision to grant the Company's request for an exception to its listing deficiencies until August 23, 2024 in light of the progress the Company has made toward closing the Proposed Adagio Business Combination. The Panel advised the Company that August 23, 2024 represents the full extent of the Panel's discretion to grant continued listing while the Company is non-compliant with the Nasdaq's Listing Rules. There can be no assurance that the Company will be able to satisfy Nasdaq's continued listing requirements,
obtain a favorable determination of the Panel on the Company's ability to remain listed on The Nasdaq Capital Market and maintain compliance with other Nasdaq listing requirements prior to or following the consummation of a Business Combination.

On April 2, 2024, the Company approved the first one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to May 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account.

On May 2, 2024, the Company approved the second one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to June 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account. The Company also drew $74,000 under the Fourth Convertible Promissory Note for general working capital purposes.

On June 2, 2024, the Company approved the third one-month extension of the time period during which it may consummate an initial business combination (such time period, the "Business Combination Period"). In connection with this extension of the Business Combination Period to July 2, 2024 (the "Extension"), the Company drew an aggregate of $111,000 (the "Extension Funds") from the unsecured promissory note in the principal amount of up to $1,000,000 (the "Fourth Convertible Promissory Note"), dated February 8, 2024, by and between the Company and ARYA Sciences Holdings IV (the "Sponsor"). As provided for in the Company's amended and restated memorandum and articles of association (as amended, the "A&R Memorandum and Articles of Association"), the Company will deposit the Extension Funds into the trust account that was established by the Company in connection with its initial public offering (the "Trust Account"). The Company also drew $53,000 under the Fourth Convertible Promissory Note and $11,000 from the unsecured promissory note in the principal amount of $1,680,000, dated February 8, 2023, by and between the Company and the Sponsor for general working capital purposes (as amended on February 14, 2024, the "Second Convertible Promissory Note").

On June 28, 2024,the Company issued an unsecured convertible promissory note (the "Fifth Convertible Promissory Note") to the Sponsor, pursuant to which the Company may borrow $150,000 (the "Working Capital Loan") from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Company's amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsor's discretion, be converted into the Company's Class A ordinary shares, par value $0.0001 per share (the "Working Capital Shares"), at a conversion price equal to $10.00 per Working Capital Share.

Going Concern

As of June 30, 2024, the Company had $26,058 in its operating bank account and a working capital deficit of $10,287,324.

As of June 30, 2024, there was $120,000 of borrowings outstanding under the First Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $1,585,000 was drawn under the Second Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $900,000 and $470,000, was drawn under the Third Promissory Note, respectively. As of June 30, 2024 and December 31, 2023, $540,000 and $0, was drawn under the Fourth Convertible Promissory Note, respectively.

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with Adagio Medical Inc. and Aja HoldCo Inc. ("ListCo") (the "Closing") (see Note 5). As of July 31, 2024, substantial doubt about

advance notice prior to the applicable Termination Date, until March 2, 2024 or a total of up to thirty-six months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (see Note 9) (the "Extension Amendment Proposal"). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000 in exchange for the Second Convertible Promissory Note (as defined below). In connection with any subsequent optional monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 per month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 28, 2023.

The Company approved one-month extensions on June 2, 2023, July 2, 2023, August 2, 2023, September 2, 2023, October 2, 2023, November 2, 2023 and December 2, 2023. In connection with the extensions on June 2, 2023, July 2, 2023, August 2, 2023, and September 2, 2023, the Company drew an aggregate amount of $560,000 from the Second Convertible Promissory Note in the principal amount of up to $1,680,000. In connection with the extensions on October 2, 2023, November 2, 2023 and December 2, 2023, the Company drew an aggregate amount of $420,000 from the Third Promissory Note (as defined below). The Company also drew additional funds under the Second Convertible Promissory Note and the Third Promissory Note in view of funding the Company's ongoing working capital (for more information see Note 4).

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Extension Amendment Proposal. On February 28, 2023, the Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the Extension Amendment Proposal, the Company has 4,189,831 Class A ordinary shares, including 3,690,831 Public Shares and 499,000 Private Placement Shares, and 3,737,500 Class B ordinary shares issued and outstanding. See "Note 9 – Subsequent Events" for more information on (i) additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following March 2, 2024, and (ii) additional draws under the Third Promissory Note to fund additional one-month extensions that were approved subsequently to the date of financial statements included herein on January 2, 2024 and February 2, 2024.

Going Concern

As of December 31, 2023, the Company had $20,191 in its operating bank account and working capital deficit of $12,276,486.

The Company's liquidity needs to date have been satisfied through a contribution of $25,000 from Sponsor to cover for certain expenses in exchange for the issuance of the Founder Shares, the loan of approximately $161,000 from the Sponsor pursuant to the Note (as defined in Note 4), the proceeds from the consummation of the Private Placement not held in the Trust Account, the First Convertible Promissory Note and the Second Convertible Promissory Note. The Company fully repaid the Note upon closing of the Initial Public Offering. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, provide the Company Working Capital Loans (as defined in Note 4). As of December 31, 2023 and 2022, there were $2,175,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, Second Convertible Promissory Note and Third Convertible Promissory Note (see Note 4 for additional information).

The Company cannot provide any assurance that new financing along the lines detailed above will be available to it on commercially acceptable terms, if at all. Further, the Company has until the end of the Business Combination Period to consummate a Business Combination, but the Company cannot provide assurance that it will be able to consummate a Business Combination by that date. If a Business Combination is not consummated by the required date, there will be a mandatory liquidation and subsequent dissolution. In connection with the Company's assessment of going concern considerations in accordance with FASB ASC Topic 205-40, "Basis of Presentation - Going Concern," management has determined that the working capital deficit and mandatory liquidation and subsequent dissolution raises substantial doubt about the Company's ability to continue as a going concern until the earlier of the consummation of the Business Combination or the date the Company is required to liquidate. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern. The Company intends to complete its initial Business Combination before the mandatory liquidation date; however, there can be no assurance that the Company will be able to consummate any Business Combination by the end of the Business Combination Period. No adjustments have been made to the carrying amounts of assets and liabilities should the Company be required to liquidate after the end of the Business Combination Period, nor do these financial statements include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Risks and Uncertainties

Results of operations and the Company's ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Company's business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Company's business and its ability to complete an initial Business Combination.

the Company's ability to continue as a going concern was alleviated due to the closing of a business combination.

Risks and Uncertainties

Results of operations and the Company's ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Company's business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Company's business and its ability to complete an initial Business Combination.

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Summary of Significant Accounting Policies	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023
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Summary of Significant Accounting Policies		

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("GAAP") for financial information and pursuant to the rules and regulations of the SEC. Accordingly, certain disclosures included in the annual financial statements have been consolidated condensed or omitted from these unaudited consolidated condensed financial statements as they are not required for interim financial statements. In the opinion of management, the unaudited consolidated condensed financial statements reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the balances and results for the periods presented. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected through December 31, 2024 or any future periods.

The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K filed by the Company with the SEC on March 29, 2024.

Principles of Consolidation

The accompanying unaudited consolidated condensed financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's unaudited consolidated condensed financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of June 30, 2024 and December 31, 2023.

Use of Estimates

The preparation of unaudited consolidated condensed financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from those estimates.

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying consolidated condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1).

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. GAAP

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the SEC.

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2023. As of December 31, 2022, the Company had no cash equivalents, aside from the cash maintained in the Trust Account (see Note 8).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;

establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of June 30, 2024 and December 31, 2023, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. The fair value of investments held in Trust Account was determined using quoted prices in active markets.

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of June 30, 2024 and December 31, 2023, 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of June 30, 2024 and December 31, 2023. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of June 30, 2024 and December 31, 2023, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's unaudited consolidated condensed financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Net Income Per Ordinary Share

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income per ordinary share is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	For the Three Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,313,094	$1,291,832	$ 189,558	$ 191,955
Denominator:				
Basic and diluted weighted average shares outstanding	3,799,016	3,737,500	3,690,831	3,737,500
Basic and diluted net income per ordinary share	$ 0.24	$ 0.24	$ 0.05	$ 0.05

	For the Six Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,207,966	$1,151,113	$ 361,341	$ 180,421
Denominator:				
Basic and diluted weighted average shares outstanding	3,922,090	3,737,500	7,485,358	3,737,500
Basic and diluted net income per ordinary share	$ 0.21	$ 0.21	$ 0.05	$ 0.05

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of December 31, 2023 and 2022, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. As of December 31, 2022, the Company's investments held in Trust Account were comprised of investments in U.S. Treasury securities with an original maturity of 185 days or less and were recognized at fair value. The fair value of investments held in Trust Account was determined using quoted prices in active markets. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering.
Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2023 and 2022, 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023 and 2022. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of December 31, 2023 and 2022, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Net (Loss) Income Per Ordinary Share

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net (loss) income per ordinary share is computed by dividing net (loss) income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	December 31,			
	2023		2022	
	Class A	Class B	Class A	Class B
Basic and diluted net (loss) income per ordinary share				
Numerator:				
Allocation of net (loss) income, as adjusted	$(1,320,475)	$ (812,860)	$ 859,540	$ 207,944
Denominator:				
Basic and diluted weighted average shares outstanding	6,071,500	3,737,500	15,449,000	3,737,500
Basic and diluted net (loss) income per ordinary share	$ (0.22)	$ (0.22)	$ 0.06	$ 0.06

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncements if currently adopted would have a material effect on the Company's financial statements.

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Initial Public Offering

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Initial Public Offering

6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023
Note 3 — Initial Public Offering	**Note 3 — Initial Public Offering**
On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Public Shares, including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions. For more information on the Waiver related to a portion of the deferred underwriting commissions that the Company received on August 8, 2022 and the partial liquidation of the Trust Account in connection with the adoption of the First Extension Amendment Proposal, the Second Extension Amendment Proposal and the related redemptions of Class A ordinary shares, also see Note 1	On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Public Shares, including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions. For more information on the waiver related to a portion of the deferred underwriting commissions that the Company received on August 8, 2022 and the partial liquidation of the Trust Account in connection with the adoption of the Extension Amendment Proposal and the related redemption of Class A ordinary shares, also

above.

see Note 1 above.

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Related Party Transactions	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Related Party Transactions			

Note 17 - Related Party Transactions

Shared Services Agreement

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), from July 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), the Company incurred $0.9 million, $0.2 million, $0.1 million, $0.4 million and $1.0 million, respectively, for finance and accounting services and other general and administrative support services (“Shared Services Agreement”) to Fjord Ventures (“Fjord”), a company owned and operated by the Company’s CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive income (loss).

Laguna Hills Sublease (Predecessor)

In addition to the Shared Services Agreement, Legacy Adagio also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023, Legacy Adagio incurred $25.5 thousand, $25.5 thousand, $76.4 thousand of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 11- Operating Leases* for further detail.

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio issued a $0.5 million convertible promissory note to Fjordinvest, LLC (“Fjordinvest”), a company owned and operated by the Legacy Adagio’s CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 9-Debt* for additional information regarding the October 2022 Convertible Notes.

Convertible Securities Notes (Successor)

In connection with the Business Combination and the Convertible Securities Notes agreement, the Company issued a $7.0 million Convertible Securities Notes to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor’s investment in Legacy Adagio in the form of the February 2024 Convertible Notes. Refer to *Note 9-Debt* for additional information regarding the Convertible Securities Notes.

PIPE Financing (Successor)

In connection with the Business Combination and the PIPE Financing, the Company issued 4,372,607 shares of the Company’s Common Stock and 3,540,000 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor’s investment in Legacy Adagio in the form of Bridge Financing Notes. Refer to *Note 9- Debt* for additional information regarding the Convertible Securities Notes.

Further, in connection with the PIPE Financing, the Company issued 2,250,352 shares of the Company’s Common Stock and 1,905,069 Base Warrants to Perceptive

PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's additional cash investment of approximately $15.9 million in the Company.

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Related Party Transactions

Note 4 – Related Party Transactions

Founder Shares

On January 4, 2021, the Sponsor paid $25,000 to cover for certain expenses on behalf of the Company in exchange for issuance of 3,737,500 Class B ordinary shares, par value $0.0001 (the "Founder Shares"). In February 2021, the Sponsor transferred an aggregate of 90,000 Founder Shares to the Company's independent directors. The Sponsor agreed to forfeit up to 487,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters, so that the Founder Shares would represent 20.0% of the Company's issued and outstanding ordinary shares (excluding the Private Placement Shares) after the Initial Public Offering. The underwriters fully exercised the over-allotment option on March 2, 2021; thus, these 487,500 Founder Shares were no longer subject to forfeiture.

The initial shareholders agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of (A) one year after the completion of the initial Business Combination and (B) subsequent to the initial Business Combination, (x) if the closing price of the Company's Class A ordinary shares equals or exceeds $12.00 per share (as adjusted for share sub-divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, share exchange, reorganization or other similar transaction that results in all of the Public Shareholders having the right to exchange their ordinary shares for cash, securities or other property. For more information on how the transfer restrictions will be amended in connection with the Proposed Adagio Business Combination (as defined below) and the execution of the Investor Rights Agreement (as defined below), also see Note 5.

Private Placement Shares

Simultaneously with the closing of the Initial Public Offering, the Company consummated the Private Placement of 499,000 Private Placement Shares, at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million.

The Private Placement Shares are not transferable or salable until 30 days after the completion of the initial Business Combination. Certain proceeds from the Private Placement Shares have been added to the proceeds from the Initial Public Offering held in the Trust Account.

The Sponsor and the Company's officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Shares until 30 days after the completion of the initial Business Combination.

Related Party Loans

On March 2, 2021, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover for expenses related to the Initial Public Offering pursuant to a promissory note (the "Note") and the Company subsequently reclassified the outstanding amount due to the Sponsor as borrowing under the Note. This loan was non-interest bearing and payable upon the completion of the Initial Public Offering. The Company borrowed approximately $161,000 under the Note and fully repaid the Note upon closing of the Initial Public Offering. Subsequent to the repayment, the loan facility was no longer available to the Company.

In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company may repay any Working Capital Loans that may have been extended to the Company by the Sponsor, affiliates of the Sponsor, or the Company's officers and directors out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans may be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of the proceeds held outside the Trust Account to repay any Working Capital Loans but no proceeds held in the Trust Account would be used to repay such Working Capital Loans. Except for the terms of the First Convertible Promissory Note, the Second Convertible Promissory Note, the Third Promissory Note and the Fourth Convertible Promissory Note, each as further described below, the terms of such Working Capital Loans have not been determined and no written agreements exist with respect to any other loans between the Company and the Sponsor, affiliates of the Sponsor, or the Company's officers and directors. The Working Capital Loans would either be repaid upon the consummation of a Business Combination, without interest, or, at the lenders' discretion, up to $1.5 million of such Working Capital Loans may be convertible into shares of the post Business Combination entity at a price of $10.00 per share. The shares would be identical to the Private Placement Shares. Except as described below, as of June 30, 2024 and December 31, 2023, the Company had no other outstanding borrowings under Working Capital Loans.

On November 7, 2022, the Company issued an unsecured convertible promissory note (the "First Convertible Promissory Note") to the Sponsor, pursuant to which the Company borrowed $120,000 (the "First Convertible Working Capital Loan") from the Sponsor for general corporate purposes. Such loan may, at the Sponsor's discretion, be converted into Class A ordinary shares, par value $0.0001 per share, of the Company (the "Working Capital Shares") at a conversion price equal to $10.00 per Working Capital Share. The terms of the Working Capital Shares will be identical to those of the Private Placement Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of a Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute "Registrable Securities" pursuant to that certain Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Registration and Shareholders Rights Agreement"). Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement, dated February 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Letter Agreement"). As of June 30, 2024 and December 31, 2023, there were $120,000 of borrowings outstanding under the First Convertible Promissory Note.

On February 28, 2023, the Company issued a non-interest bearing, unsecured convertible promissory note to the Sponsor in connection with the First Extension Amendment Proposal, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its Amended and Restated Memorandum and Articles of Association (as amended following the adoption of the First Extension Amendment Proposal at the Company's extraordinary general meeting of shareholders on February 28, 2023) and following the request of the Sponsor in connection with an optional monthly extension of the time period during which the Company may consummate a Business Combination (the "Second Convertible Promissory Note"). Up to $1,380,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. This working capital loan outstanding pursuant to the Second Convertible Promissory Note (the

Note 4 — Related Party Transactions

Founder Shares

On January 4, 2021, the Sponsor paid $25,000 to cover for certain expenses on behalf of the Company in exchange for issuance of 3,737,500 Class B ordinary shares, par value $0.0001 (the "Founder Shares"). In February 2021, the Sponsor transferred an aggregate of 90,000 Founder Shares to the Company's independent directors. The Sponsor agreed to forfeit up to 487,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters, so that the Founder Shares would represent 20.0% of the Company's issued and outstanding ordinary shares (excluding the Private Placement Shares) after the Initial Public Offering. The underwriters fully exercised the over-allotment option on March 2, 2021; thus, these 487,500 Founder Shares were no longer subject to forfeiture.

The initial shareholders agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of (A) one year after the completion of the initial Business Combination and (B) subsequent to the initial Business Combination, (x) if the closing price of the Company's Class A ordinary shares equals or exceeds $12.00 per share (as adjusted for share sub-divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, share exchange, reorganization or other similar transaction that results in all of the Public Shareholders having the right to exchange their ordinary shares for cash, securities or other property.

Private Placement Shares

Simultaneously with the closing of the Initial Public Offering, the Company consummated the Private Placement of 499,000 Private Placement Shares, at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million.

The Private Placement Shares are not transferable or salable until 30 days after the completion of the initial Business Combination. Certain proceeds from the Private Placement Shares have been added to the proceeds from the Initial Public Offering held in the Trust Account.

The Sponsor and the Company's officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Shares until 30 days after the completion of the initial Business Combination.

Related Party Loans

On March 2, 2021, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover for expenses related to the Initial Public Offering pursuant to a promissory note (the "Note") and the Company subsequently reclassified the outstanding amount due to the Sponsor as borrowing under the Note. This loan was non-interest bearing and payable upon the completion of the Initial Public Offering. The Company borrowed approximately $161,000 under the Note and fully repaid the Note upon closing of the Initial Public Offering. Subsequent to the repayment, the loan facility was no longer available to the Company.

In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company may repay any Working Capital Loans that may have been extended to the Company by the Sponsor, affiliates of the Sponsor, or the Company's officers and directors out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans may be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of the proceeds held outside the Trust Account to repay any Working Capital Loans but no proceeds held in the Trust Account would be used to repay such Working Capital Loans. Except for the terms of the First Convertible Promissory Note, the Second Convertible Promissory Note and the Third Promissory Note, each as further described below, the terms of such Working Capital Loans have not been determined and no written agreements exist with respect to any other loans between the Company and the Sponsor, affiliates of the Sponsor, or the Company's officers and directors. The Working Capital Loans would either be repaid upon the consummation of a Business Combination, without interest, or, at the lenders' discretion, up to $1.5 million of such Working Capital Loans may be convertible into shares of the post Business Combination entity at a price of $10.00 per share. The shares would be identical to the Private Placement Shares. Except as described below, as of December 31, 2023 and 2022, the Company had no other outstanding borrowings under Working Capital Loans.

On November 7, 2022, the Company issued an unsecured convertible promissory note (the "First Convertible Promissory Note") to the Sponsor, pursuant to which the Company borrowed $120,000 (the "First Convertible Working Capital Loan") from the Sponsor for general corporate purposes. Such loan may, at the Sponsor's discretion, be converted into Class A ordinary shares, par value $0.0001 per share, of the Company (the "Working Capital Shares") at a conversion price equal to $10.00 per Working Capital Share. The terms of the Working Capital Shares will be identical to those of the Private Placement Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of a Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute "Registrable Securities" pursuant to that certain

"Second Working Capital Loan") will not bear any interest and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute "Registrable Securities" pursuant the Registration and Shareholders Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement.

On April 18, 2023, June 2, 2023, July 6, 2023, August 2, 2023 and September 5, 2023, the Company withdrew an additional $400,000, $140,000, $140,000, $140,000 and $165,000, respectively, from the Second Convertible Promissory Note (see Note 1). As of June 30, 2024 and December 31, 2023, $1,585,000 were drawn under the Second Convertible Promissory Note.

On September 27, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Promissory Note"), pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a business combination in accordance with the Company's amended and restated memorandum and articles of association, as amended during the shareholder meeting on February 28, 2023. This working capital loan outstanding pursuant to the Third Promissory Note (the "Third Working Capital Loan") will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Third Promissory Note). On October 2, 2023, November 2, 2023 and December 2, 2023, the Company approved the fifth, sixth and seventh one-month extension of the Business Combination Period, respectively. In connection with such extensions of the Business Combination Period to January 2, 2024, the Company drew an aggregate amount of $420,000 from the Third Promissory Note. As provided for in the Company's amended and restated memorandum and articles of association, the Company deposited the extension funds into the trust account that was established by the Company in connection with its Initial Public Offering. The Company also drew an aggregate of $50,000 under the Third Promissory Note for working capital purposes. As of June 30, 2024, $900,000 was drawn under the Third Promissory Note.

On February 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the "Fourth Convertible Promissory Note"), pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund the monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the "Fourth Working Capital Loan") in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Convertible Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Convertible Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Convertible Promissory Note will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by Section 4(a)(2) of the Securities Act. As of June 30, 2024, $540,000 was drawn under the Fourth Convertible Promissory Note.

On February 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination. On February 13, 2024, the Company and the Sponsor also amended and restated the Third Promissory Note to provide that the total principal amount loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination.

On June 28, 2024,the Company issued an unsecured convertible promissory note (the "Fifth Convertible Promissory Note") to the Sponsor, pursuant to which the Company may borrow $150,000 (the "Working Capital Loan") from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Company's amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsor's discretion, be converted into the Company's Class A ordinary shares, par value $0.0001 per share (the "Working Capital Shares"), at a conversion price equal to $10.00 per Working Capital Share.

Upon the closing of the Business Combination on July 31, 2024 (see Note 5), all issued and outstanding First, Second, Third, Fourth and Fifth Convertible Promissory notes (discussed above and collectively referred to as the "Convertible Notes"), including any accrued and unpaid interest thereon, were fully converted into shares of New Adagio common stock and, or, Warrants in accordance with the terms of each Convertible Note, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements.

Administrative Support Agreement

Commencing on the date that the Company's registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Company's liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 per month. The Company incurred approximately $0 and $30,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the three months ended June 30, 2024 and 2023, respectively. The Company incurred approximately $30,000 and $60,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024 and December 31, 2023, the Company had $0 and $210,000, respectively, included in due to related party on the condensed balance sheets.

Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Registration and Shareholders Rights Agreement"). Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement, dated February 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Letter Agreement"). As of December 31, 2023 and 2022, there were $120,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, respectively.

On February 28, 2023, the Company issued a non-interest bearing, unsecured convertible promissory note to the Sponsor in connection with the Extension Amendment Proposal, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its Amended and Restated Memorandum and Articles of Association (as amended following the adoption of the Extension Amendment Proposal at the Company's extraordinary general meeting of shareholders on February 28, 2023) and following the request of the Sponsor in connection with an optional monthly extension of the time period during which the Company may consummate a Business Combination (the "Second Convertible Promissory Note"). Up to $1,380,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. This working capital loan outstanding pursuant to the Second Convertible Promissory Note (the "Second Working Capital Loan") will not bear any interest, and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute "Registrable Securities" pursuant the Registration and Shareholders Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. See Note 9 for information on the amendment to the Second Promissory Note that was adopted in connection with a proposed Business Combination.

On April 18, 2023, June 2, 2023, July 6, 2023, August 2, 2023 and September 5, 2023, the Company withdrew an additional $400,000, $140,000, $140,000, $140,000 and $165,000, respectively, from the Second Convertible Promissory Note (see Note 1). As of December 31, 2023 and 2022, $1,585,000 and $0, respectively, were drawn under the Second Convertible Promissory Note.

On September 27, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Promissory Note"), pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a business combination in accordance with the Company's amended and restated memorandum and articles of association, as amended during the shareholder meeting on February 28, 2023. This working capital loan outstanding pursuant to the Third Promissory Note (the "Third Working Capital Loan") will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default. On October 2, 2023, November 2, 2023 and December 2, 2023, the Company approved the fifth, sixth and seventh one-month extension of the Business Combination Period, respectively. In connection with such extensions of the Business Combination Period to January 2, 2024, the Company drew an aggregate amount of $420,000 from the Third Promissory Note. As provided for in the Company's amended and restated memorandum and articles of association, the Company deposited the extension funds into the trust account that was established by the Company in connection with its Initial Public Offering. The Company also drew an aggregate of $50,000 under the Third Promissory Note for working capital purposes. As of December 31, 2023, $470,000 was drawn under the Third Promissory Note. See Note 9 for information on the amendment to the Third Promissory Note that was adopted in connection with a proposed Business Combination and for information on the Fourth Promissory Note (as defined below) that was adopted subsequently to date of the financial statements included herein.

Administrative Support Agreement

Commencing on the date that the Company's registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Company's liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 per month. The Company incurred approximately $120,000 and $120,000 in general and administrative expenses in the accompanying statements of operations for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, the Company had $210,000 and $90,000, respectively, included in due to related party on the balance sheets.

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Commitments and Contingencies	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Commitments and Contingencies		**Note 12 - Commitments and Contingencies**	
		Litigation	
		The Company is not currently party to any legal proceedings. At each reporting date, the Company	

evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.

CIK0001838821_ARYA Sciences Acquisition Corp IV

Commitments and Contingencies

Note 5 — Commitments and Contingencies

Registration Rights

The holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain "piggyback" registration rights with respect to registration statements filed subsequent to the Company's completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i) in the case of the Founder Shares, in accordance with the Letter Agreement, the Company's initial shareholders entered into and (ii) in the case of the Private Placement Shares, 30 days after the completion of the Company's Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. See below for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination.

Underwriting Agreement

The Company granted the underwriters a 45-day option from the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On March 2, 2021, the underwriters fully exercised the over-allotment option.

The underwriters were paid an underwriting discount of $0.20 per Public Share, or approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.

On August 8, 2022, the Company received the Waiver from one of the underwriters. In connection with the Waiver, the underwriter also agreed that (i) the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During the period ended September 30, 2023, the Company derecognized approximately $2.6 million of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of Class A ordinary shares subject to redemption.

Upon the closing of the Business Combination on July 31, 2024, as discussed below, the Company was granted the option to issue shares in lieu of a cash payment for transaction expenses and deferred fees incurred by its underwriter, within 60 days of the closing, as of the filing, the Company has not effectuated this option. At Closing the Company incurred an additional transaction closing fee of $1,268,875. The Company's total costs due to the underwriter was $3,885,125 at closing.

Business Combination Agreement

On February 13, 2024, the Company, ListCo, Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing") is subject to certain customary conditions and risks.

The Business Combination Agreement provides, among other things, for the consummation of the following transactions:

1. ARYA Merger Sub will merge with and into the Company (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;

2. (i) each issued and outstanding Class A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement ("New Adagio") (the "New Adagio Common Stock") and (ii) each issued and outstanding Class B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting");

3. (i) each warrant of Adagio will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated April 4, 2023 and November 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the "2023 Bridge Financing Notes") and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock
(other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.

Amendment to the Business Combination Agreement

On June 25, 2024, the Company and Adagio entered into a Consent and Amendment No. 1 to the Business Combination Agreement (the "*Amendment No. 1*"), pursuant to which, among other things: (i) the Company consented to Adagio entering an exchange agreement (the "*Exchange Agreement*") and the transactions contemplated thereunder with RA Capital Healthcare Fund, L.P., a Delaware limited partnership ("*RA Capital*"), pursuant to which, RA Capital would exchange a certain number of its existing Company Series E Preferred Shares (as defined in the Business Combination Agreement) for pre-funded warrants (each, a "*Pre-Funded Warrant for Series E Preferred Shares*") to purchase Company Series E Preferred Shares, with each Pre-Funded Warrant for Series E Preferred Shares issued and outstanding as of immediately prior to the Company Merger Effective Time (as defined in the Business Combination Agreement) being automatically canceled and extinguished and converted into the right to receive a number of HoldCo Shares (as defined in the Business Combination Agreement) equal to the Exchange Ratio (as defined in the Business Combination Agreement); (ii) the definition of the term "Fully Diluted HoldCo Closing Capitalization" as provided in the Business Combination Agreement was expanded to include the number of pre-funded warrants outstanding immediately after the Company Merger Effective Time that each represented the right to purchase HoldCo Shares; (iii) (a) the aggregate share reserve under the Key Employee Incentive Plan (as defined in the Business Combination Agreement) should be up to the Key Employee Incentive Plan Maximum Amount, which was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) fifteen percent (15)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool, which was the aggregate number of HoldCo Shares equal to (x) the Aggregate HoldCo Share Reserve (as defined hereunder) minus (y) the Fully Diluted HoldCo Closing Capitalization, and (b) the aggregate share reserve under the HoldCo Incentive Equity Plan (as defined in the Business Combination Agreement) should be equal to the Incentive Equity Plan Maximum Amount plus an increase as provided in the Business Combination Agreement, which Incentive Equity Plan Maximum Amount was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) twenty percent (20)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool; and (iv) following the Closing, ListCo's name would be changed to "Adagio Medical Holdings, Inc." (or such other name mutually agreed to by ARYA and Adagio). As defined in the Amendment No. 1, "Aggregate HoldCo Share Reserve" meant the aggregate number of HoldCo Shares equal to the quotient obtained by dividing (i) the Fully Diluted HoldCo Closing Capitalization by (ii) sixty-five percent (65)%.

Sponsor Letter Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of Class B ordinary shares (the "Other Class B Shareholders" and with the Sponsor, the "Class B Shareholders"), including the Company's directors and officers (together with the Class B Shareholders, the "Insiders"), ListCo and Adagio entered into a letter agreement (the "Sponsor Letter Agreement"), pursuant to which, among other things, (i) each Class B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Company's shareholders, including approval of the Business Combination Agreement and the transactions contemplated thereby, (ii) each Class B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the Class B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii) each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the Letter Agreement between the Company, the Sponsor and the other parties thereto, and to replace such lock-up provisions with the transfer restrictions

Note 5 — Commitments and Contingencies

Registration Rights

The holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain "piggyback" registration rights with respect to registration statements filed subsequent to the Company's completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i) in the case of the Founder Shares, in accordance with the letter agreement the Company's initial shareholders entered into and (ii) in the case of the Private Placement Shares, 30 days after the completion of the Company's Business Combination.

included in the Investor Rights Agreement (as defined below), (iv) each Class B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v) the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi) the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no consideration 1,000,000 Class B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor, as incentive shares.

Adagio Stockholder Transaction Support Agreements

Pursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the "Adagio Transaction Support Agreements") with the Company and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i) vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii) be bound by certain other covenants and agreements related to the Proposed Adagio Business Combination.

PIPE Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the "Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "PIPE Investors"), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the "Closing Date"), (ii) non-redemption commitments by certain investors that are shareholders of the Company, (iii) agreements to subscribe for and purchase shares of New Adagio Common Stock, (iv) the contribution of $23,000,000 of 2023 Bridge Financing Notes to ListCo pursuant to the terms of the Subscription Agreement executed by the Perceptive PIPE Investor, and (v) an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the "PIPE Financing"). In connection with the PIPE Financing, the PIPE Investors will also subscribe for (i) warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Base Warrants") or (ii) a combination of Base Warrants and pre-funded warrants, each exercisable for one share of New Adagio Common Stock at $0.01 per share (the "Pre-Funded Warrants," and together with the Base Warrants, the "PIPE Warrants"). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing.

The Company has concluded that the New Adagio Common Stock and PIPE Warrants to be issued under certain of the Subscription Agreements (the "Open Market Subscription Agreements") that include an open market purchase and non-redemption obligation for subscribing investors (the "Open Market Investors") qualify as equity under ASC 815-40 ("Derivatives and Hedging–Contracts in Entity's Own Equity"); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements (such securities, the "Open Market PIPE Securities") by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its balance sheet. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investor's commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities set forth on the signature page of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the Class A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing.

On July 23, 2024, the Perceptive Life Sciences Master Fund, Ltd., a Cayman Islands exempted company (the "Perceptive PIPE Investor") indicated an interest to increase its investment in the PIPE Financing by such amount that is necessary for the minimum unrestricted cash condition of the Contingent Investor to be met. Such additional subscription would be on the same terms as provided in the Subscription Agreement that the Perceptive PIPE Investor executed on February 13, 2024 and amended on June 24, 2024. The Closing occurred on July 31, 2024, New Adagio is required to have approximately $32,129,000 of available unrestricted cash for the Contingent Investor to fund its $7,500,000 commitment under the Convertible Security Subscription Agreement. Assuming that a maximum redemption scenario occurs, that no Additional Financing is raised prior to Closing and that transaction expenses payable at Closing are approximately $14.3 million (current estimate subject to change), the Perceptive PIPE Investor may, pursuant to such indication of interest, increase its new money commitment under the PIPE Financing by approximately $9 million, resulting in the issuance of approximately 1,080,000 additional shares of New Adagio Common Stock at Closing to the Perceptive PIPE Investor. Assuming such issuance of additional shares of New Adagio Common Stock to the Perceptive PIPE Investor in the maximum redemption scenario, the post-Closing ownership of the Perceptive PIPE Investor and the initial shareholders may increase by approximately 2.6%.

Convertible Security Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"). Such $20,000,000 of financing in the form of New Adagio Convertible Notes includes the Perceptive Convertible Note Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. The Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the "2024 Bridge Financing Notes Subscription Agreement"). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes converted into $7,000,000 of New Adagio Convertible Notes and 525,000 Convert Warrants, and the Perceptive PIPE Investor did not subscribe for an additional $5,500,000 of New Adagio Convertible Notes and 412,500 Convert Warrants, for a total of $12,500,000 in aggregate principal amount of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the "Convertible Security Financing"). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor did not request that on the Closing Date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible Security Subscription Agreement, the closing of $7,500,000 of financing by an affiliate of an institutional investor (the "Contingent Investor"), in the Convertible Security Financing is conditioned on New Adagio having at least $48 million (as reduced by $2 million (prorated for partial months) for each calendar month anniversary from November 30, 2023 until the Closing Date) of available unrestricted cash on the Closing Date.

Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which ListCo and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCo's obligation to repay the New Adagio Convertible Notes and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.

Convert Registration Rights Agreement

The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which ListCo will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later than 45 days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with "piggy-back" registration rights, subject to certain requirements and customary conditions.

Investor Rights Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor and the Other Class B Shareholders, and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date.

Pursuant to the terms of the Investor Rights Agreement, ListCo will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45 days after the Closing, and ListCo is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that ListCo file a registration statement on Form S-3 (or on Form S-1 if Form S-3 is not available) to register the securities of ListCo held by such holders. The Investor Rights Agreement will also provide holders party thereto with "piggy-back" registration rights, subject to certain requirements and customary conditions.

The Registration and Shareholder Rights Agreement will be terminated in connection with the consummation of the Business Combination and replaced by the Investor

The Company will bear the expenses incurred in connection with the filing of any such registration statements. See Note 9 for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination.

Underwriting Agreement

The Company granted the underwriters a 45-day option from the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On March 2, 2021, the underwriters fully exercised the over-allotment option.

The underwriters were paid an underwriting discount of $0.20 per Public Share, or approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.

On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of

Rights Agreement.

Adoption of Second Extension Amendment Proposal

On February 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from the Previous Termination Date to the Articles Extension Date and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025 or a total of up to forty-eight months from the closing of the initial public offering, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Convertible Promissory Note to finance this deposit. In connection with any subsequent optional monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 per month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 27, 2024.

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).

Non-Redemption Subscription Agreements

In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Non-redemption Subscription Agreements (the "Non-redemption Subscription Agreements") with certain other investors (the "Non-Redeeming Subscribed Investors") pursuant to which the Non-Redeeming Subscribed Investors committed financing valued at approximately $2,000,000, which includes ListCo is seeking commitments from interested investors to purchase in a private placement, contingent upon, and substantially concurrently with the closing of the Transaction, (i) shares (the "Shares") of ListCo's common stock, par value $0.0001 per share (the "Common Stock"), (ii) warrants, each representing the right to purchase shares of Common Stock and to be represented by a warrant and (iii) the Investor and its affiliates agree (a) not to sell or transfer any of the Non-Redeeming Subscribed Investors") the company's Shares prior to the closing of the Transaction and (b) not to redeem any Investor Company Shares prior to or in connection with the Transaction. On the Closing Date, Non-Redeeming Subscribed Investors shall deliver evidence reasonably satisfactory to ListCo that Investor continues to hold the Investor Company Shares and has not tendered such shares for redemption.

The Company has concluded that the New Adagio Common Stock and Warrants ("Non-Redeeming Shares and Warrants") issued under certain Non-redemption Subscription Agreements qualify as equity under ASC 815-40 ("Derivatives and Hedging-Contracts in Entity's Own Equity"). Consequently, the Company will recognize these Non-Redeeming Shares and Warrants by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its balance sheet. According to ASC 815-40-30-1, the Non-Redeeming Shares and Warrants will be recorded and measured at fair value, usually represented by the proceeds received for equity-linked instruments. When estimating the fair value of these instruments, the Company follows the guidance in ASC 820, Fair Value Measurement.

Regarding the Non-Redeeming Subscribed Investors' commitment to irrevocably subscribe and purchase the number of Non-Redeeming Shares and Warrants listed in the Non-redemption Subscription Agreements, the Company agrees to the terms and conditions set forth in the agreements, including not redeeming the Class A ordinary shares purchased in the open market before closing. The Company will record an amount equal to the full fair value of the Non-Redeeming Shares and Warrants to be issued to the Non-Redeeming Subscribed Investor at the closing.

Approval of Business Combination Agreement

On July 26, 2024, the Company held an annual general meeting of shareholders (the "Meeting") to consider and vote upon the Business Combination Proposal, the ARYA Merger Proposal, the Director Election Proposal and the Adjournment Proposal, each as more fully described in the definitive proxy statement/prospectus that the Company filed with the U.S. Securities and Exchange Commission (the "SEC") on July 12, 2024 (the "Proxy Statement"). The shareholders of the Company approved the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal. As there were sufficient votes to approve the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal, the Adjournment Proposal was not presented to shareholders.

Consummation of Business Combination

On July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the "Closing"). In connection with the Closing, ListCo changed its name to "Adagio Medical Holdings, Inc." (ListCo following the Closing, "New Adagio"). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol "ADGM" on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio.

In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in the Company's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from the Company's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.

The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.

an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i) this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During the year ended December 31, 2022, the Company derecognized approximately $2.6 million of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of Class A ordinary shares subject to redemption.

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Class A Ordinary Shares Subject to Possible Redemption	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023
CIK0001838821_ARYA Sciences Acquisition Corp IV		
Class A Ordinary Shares Subject to Possible Redemption		

Note 6 — Class A Ordinary Shares Subject to Possible Redemption

The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of future events. As of June 30, 2024 and December 31, 2023, there were 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption, respectively.

The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows:

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**
Less:	
Redemption of Class A ordinary shares	(4,358,804)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	902,751
Class A ordinary shares subject to possible redemption at March 31, 2024	**$ 37,019,896**
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	819,027
Class A ordinary shares subject to possible redemption at June 30, 2024	**$ 37,838,923**

Note 6 — Class A Ordinary Shares Subject to Possible Redemption

The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of future events. As of December 31, 2023 and 2022, there were 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption.

The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows:

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**

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Shareholders' Deficit	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023
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Shareholders' Deficit		

Note 7 — Shareholders' Deficit

Preference Shares - The Company is authorized to issue 1,000,000 preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. As of June 30, 2024 and December 31, 2023, there were no preference shares issued or outstanding.

Class A Ordinary Shares - The Company is authorized to issue 479,000,000 Class A ordinary shares with a par value of $0.0001 per share. Holders of the Company's Class A ordinary shares are entitled to one vote for each share. As of June 30, 2024 and December 31, 2023, there were 3,799,016 and 4,189,831 Class A ordinary shares issued and outstanding, of which 3,300,016 and 3,690,831 were subject to possible redemption and classified in temporary equity (see Note 6), respectively.

On February 27, 2024, the Company's stockholders redeemed 390,815 Public Shares

Note 7 — Shareholders' Deficit

Preference Shares — The Company is authorized to issue 1,000,000 preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. As of December 31, 2023 and 2022, there were no preference shares issued or outstanding.

Class A Ordinary Shares — The Company is authorized to issue 479,000,000 Class A ordinary shares with a par value of $0.0001 per share. Holders of the Company's Class A ordinary shares are entitled to one vote for each share. As of December 31, 2023 and 2022, there were 4,189,831 and 15,449,000 Class A ordinary shares

for an aggregate amount of approximately $4,358,804.

Class B Ordinary Shares - The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of $0.0001 per share. As of June 30, 2024 and December 31, 2023, there were 3,737,500 Class B ordinary shares issued and outstanding (see Note 4).

Ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of Class A ordinary shares and holders of Class B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law.

The Class B ordinary shares will automatically convert into Class A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of Class A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20% of the sum of (i) the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii) the sum of the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Company's management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a rate of less than one to one.

issued and outstanding, of which 3,690,831 and 14,950,000 shares, respectively, were subject to possible redemption and classified in temporary equity (see Note 6).

Class B Ordinary Shares — The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of $0.0001 per share. As of December 31, 2023 and 2022, there were 3,737,500 Class B ordinary shares issued and outstanding (see Note 4).

Ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of Class A ordinary shares and holders of Class B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law.

The Class B ordinary shares will automatically convert into Class A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of Class A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20% of the sum of (i) the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii) the sum of the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Company's management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a rate of less than one to one.

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Fair Value Measurements	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Fair Value Measurements			

Note 4 – Fair Value Measurements

The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities (i.e. Convert Warrants and SVB Warrants), pre-funded warrant liabilities (i.e. PIPE Pre-funded Warrants), and convertible notes payables (i.e. Convertible Securities Notes and Legacy Adagio Convertible Notes). The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.

Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

There were no transfers made among the three levels in the fair value hierarchy for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and for the year ended December 31, 2023 (Predecessor).

Legacy Adagio Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Upon the consummation of the Business Combination, the principal and the accrued interest of the October 2022 Convertible Notes were converted into shares of Legacy Adagio common stock. Further, on the Closing Date, Legacy Adagio common stock was converted to the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Refer to *Note 9- Debt* for details.

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $15.0 million convertible promissory note has been drawn by Legacy Adagio.

On November 28, 2023, Legacy Adagio issued a $2.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $8.0 million convertible promissory note has been drawn by Legacy Adagio.

On February 13, 2024, Legacy Adagio issued a $7.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The 2024 Bridge Financing Note accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $7.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the 2024 Bridge Financing Note of $7.0 million converted into $7.0 million of the Company's Convertible Securities Notes and 525,000 Convert Warrants. Refer to *Note 9- Debt* for details.

On May 21, 2024, Legacy Adagio issued a $3.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $3.0 million convertible promissory note has been drawn by Legacy Adagio.

On June 25, 2024, Legacy Adagio issued a $2.5 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $2.5 million convertible promissory note has been drawn by

Legacy Adagio.

On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $1.0 million convertible promissory note has been drawn by Legacy Adagio.

Upon the consummation of the Business Combination, the principal of Bridge Financing Notes along with its accrued but unpaid interest, was converted into the shares of the Company's Common Stock and Base Warrants as part of the PIPE Financing. Refer to *Note 9- Debt* for details.

The Company measures Legacy Adagio Convertible Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

In determining the fair value of the Legacy Adagio Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.

The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions:

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

In determining the fair value of the Legacy Adagio Convertible Notes as of July 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Legacy Adagio Convertible Notes converted into.

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257
April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Convertible Securities Notes (Successor)

On July 31, 2024, the Company issued the $20.0 million Convertible Securities Notes to Convert Investor having a maturity of three years and nine months after the Closing. The interest is accrued by quarterly compounding based on a 13% interest rate per annum. The Company received the funding from the Convertible Securities Notes as at the Closing. Refer to *Note 9- Debt* for details.

The Company measures the Convertible Securities Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convertible Securities Notes

	July 31. 2024	September 30, 2024
Stock price	$ 6.64	$ 2.58
Discount rate	25.8 %	25.4 %
Expected Term (years)	3.75	3.58
Risk-Free interest rate	4.01 %	3.55 %
Volatility	60 %	80 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 17,005
Additions	—
Fair value measurement adjustments	(3,255)
Balance (end of period)	$ 13,750

Warrant Liabilities (Predecessor)

i. Series E Pre-funded Warrants

On June 25, 2024, the Legacy Adagio issued to certain investor the Series E Pre-funded Warrants to purchase the Legacy Adagio's Series E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). Refer to *Note 10-Warrants* for additional information.

The fair value of the Series E Pre-funded Warrants is based on the fair value of the Series E Preferred Stock minus the exercise price. As of June 30, 2024, the Company estimated the fair value of the Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Legacy Adagio common stock.

As of July 31, 2024 prior to the Closing, the Company estimated the fair value of Series E Pre-funded Warrants based on the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Series E Pre-funded Warrants converted into. The estimated fair value of the Series E Pre-funded Warrants as of June 30, 2024 and July 31, 2024 prior to the Closing is $0.3 million and $0.2 million, respectively. The change in fair value for the period from July 1, 2024 to July 30, 2024 (Predecessor) is $0.1 million.

Upon the consummation of the Business Combination, the Series E Pre-funded

Warrants were automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

ii. SVB Warrants

On February 3, 2023, in conjunction with the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"), Legacy Adagio issued Initial Warrants to purchase shares of common stock of the Company, and a contingent right to obtain an additional share of the common stock upon the non-occurrence of the Interest Only Milestone (as defined below). The Company measured SVB Warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The SVB Warrants were not material as of December 31, 2023 (Predecessor) and there were no material changes in fair value for the periods from July 1, 2024 to July 30, 2024 (Predecessor), January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor).

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the warrant exercise price before the Closing. Refer to *Note 10- Warrants* for additional information.

Warrant Liabilities (Successor)

i. Convert Warrants

On July 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0 million Convertible Securities Notes. Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The Convert Warrants are classified as Level 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convert Warrants

	July 31, 2024	September 30, 2024
Common stock price	$ 6.64	$ 2.58
Expected Volatility	55.0 %	62.5 %
Risk Free rate	3.96 %	3.63 %
Expected dividend yield	0 %	0 %
Expected term (years)	7.0	6.83

The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convert Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 2,996
Additions	—
Fair value measurement adjustments	(2,253)
Balance (end of period)	$ 743

ii. PIPE Pre-funded Warrants

On July 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors ("PIPE Pre-funded Warrants"). Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The PIPE Pre-funded Warrants are classified as Level 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Company's Common Stock minus the exercise price.

The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 4,442
Additions	—
Fair value measurement adjustments	(2,720)
Balance (end of period)	$ 1,722

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Fair Value Measurements

Note 8 — Fair Value Measurements

Transfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period. There was a transfer of U.S. Treasury securities to cash during the year ended December 31, 2023, the amount held in trust are no longer fair valued. Level 1 instruments include investments U.S. Treasury securities with an original maturity of 185 days or less. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business

Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1).

During the six months ended June 30, 2024, the Company entered into an Open Market Subscription Agreement and Non-Redemption Subscription Agreement, discussed in Note 5. The Company has concluded that the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants to be issued under certain of Open Market Subscription Agreements and Non-Redeeming Subscription Agreements that include an open market purchase and non-redemption obligation for Open Market Investors and Non-Redeeming Subscribed Investors qualify as equity under ASC 815-40 ("Derivatives and Hedging–Contracts in Entity's Own Equity"); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements and Non-Redeeming Subscription Agreements (such securities, the "Open Market PIPE Securities" and "Non-Redeeming Shares and Warrants") by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its Consolidated Condensed Balance Sheet and Subscription Agreement expense on its Consolidated Condensed Statement of Operations. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investor's commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities and Non-Redeeming Shares and Warrants set forth on the signature page of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the Class A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing. The estimated amount of New Adagio Common Stock shares and PIPE Warrants to be issued on the Close of the Transaction as of the inception of the Open Market Subscription agreements mentioned above, are 219,877 and 183,493, respectively. The estimated amount Non-Redeeming Shares and Warrants to be issued on the Close of the Transaction as of the inception of the Non-Redeeming Subscription Agreements mentioned above, are 76,681 and 166,160, respectively.

To determine the Fair Value of the New Adagio Common Stock on inception, the Company used the following Level 3 inputs:

	February 13, 2024
Base Share Price	$ 10.00
Adjusted per Share (1.2X Purchase Price Ratio)	$ 8.33
Adjusted share price	$ 7.00
Probablility of Closing	75.00 %
Estimated fair value per Share at Closing	$ 5.25

To determine the Fair Value of the PIPE Warrants on inception, the Company used the following Level 3 inputs:

	February 13, 2024
Base Share Price	$ 7.00
Strike price, as defined in Subscription Agreement	$ 10.00
Term (Months)	12.00
Average volatility rate	70.00 %
Probability of Closing	75.00 %
Estimated expected Warrant price	$ 1.21
Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)	$ 1.45

To determine the Fair Value of the Non-Redeeming Subscription Agreement Shares on inception, the Company used the following Level 3 inputs:

	June 21, 2024
Base Share Price	$ 10.00
Adjusted per Share (1.2X Purchase Price Ratio)	$ 8.33
Adjusted share price	$ 7.08
Probability of Closing	95.00 %
Estimated fair value	

Note 8 — Fair Value Measurements

The following tables present information about the Company's assets that are measured at fair value on a recurring basis as of December 31, 2023 and 2022 and indicate the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value:

December 31, 2022

Description	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets held in Trust Account:			
U.S. Treasury Securities	$ 151,628,280	$ —	$ —
Cash equivalents – money market funds	614	—	—
	$ 151,628,894	**$ —**	**$ —**

Transfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period. There was a transfer of U.S. Treasury securities to cash during the year ended December 31, 2023, the amount held in trust are no longer fair valued. Level 1 instruments include investments U.S. Treasury securities with an original maturity of 185 days or less. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1). There were no transfers between levels of the hierarchy for the year ended December 31, 2022.

per Share at Closing	$ 6.73

To determine the Fair Value of the Non-Redeeming Subscription Agreement Warrants on inception, the Company used the following Level 3 inputs:

	June 21, 2024
Base Share Price	$ 10.00
Strike price, as defined in Subscription Agreement	$ 10.00
Term (Months)	12.00
Average volatility rate	70.00
Probability of Closing	95.00 %
Estimated expected Warrant price	$ 1.25
Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)	$ 1.19

During the six months ended June 30, 2024, the Fair Value of the instruments above were recorded in additional paid-in capital in shareholders' equity in its Balance Sheet and Subscription Agreement expense on its Statement of Operations was $2,134,199.

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Subsequent Events	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Subsequent Events		**Note 18 - Subsequent Events** The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date through the date that the financial statements were issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements.	

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Subsequent Events

Note 9 — Subsequent Events

The Company evaluated subsequent events and transactions that occurred up to the date the financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed.

Extension Payments

On January 2, 2024, the Company approved the eighth one-month extension of the Business Combination Period. In connection with this extension of the Business Combination Period to February 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the $140,000 into the Trust Account. The Company also drew $100,000 under the Third Promissory Note for general working capital purposes.

On February 2, 2024, the Company approved the ninth one-month extension of the time during which it may consummate an initial business combination. In connection with this extension of the Business Combination Period to March 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the $140,000 into the Trust Account. The Company also drew $50,000 under the Third Promissory Note for general working capital purposes.

The one-month extensions on January 2 2024 and February 2, 2024 are the eighth and ninth one-month extensions, respectively, permitted under the Amended and Restated Memorandum and Articles of Association.

The Company's Promissory Notes

On February 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the "Fourth Promissory Note"), pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund the monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the "Fourth Working Capital Loan") in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Promissory Note will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by Section 4(a)(2) of the Securities Act. As of the date of this Report, $540,000 was drawn under the Fourth Promissory Note.

On February 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares.

On February 13, 2024, the Company and the Sponsor amended and restated the Third Promissory Note to provide that the total principal amount loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares.

Business Combination Agreement

On February 13, 2024, the Company, Aja Holdco, Inc., a Delaware corporation ("ListCo"), ARYA Merger Sub, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing") is subject to certain customary conditions and risks.

The Business Combination Agreement provides, among other things, for the consummation of the following transactions:

1. ARYA Merger Sub will merge with and into the Company (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;

2. (i) each issued and outstanding Class A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement ("New Adagio") (the "New Adagio Common Stock") and

(ii) each issued and outstanding Class B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio

Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting");

3. (i) each warrant of Adagio will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated April 4, 2023 and November 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the "2023 Bridge Financing Notes") and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.

Sponsor Letter Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of Class B ordinary shares (the "Other Class B Shareholders" and with the Sponsor, the "Class B Shareholders"), including the Company's directors and officers (together with the Class B Shareholders, the "Insiders"), ListCo and Adagio entered into a letter agreement (the "Sponsor Letter Agreement"), pursuant to which, among other things, (i) each Class B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Company's shareholders, including the proposal to approve the Business Combination Agreement and the transactions contemplated thereby, (ii) each Class B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the Class B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii) each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the certain letter agreement between the Company, the Sponsor and the directors and officers of the Company, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below) and to waive the adjustment or anti-dilution protections contained in the Amended and Restated Memorandum and Articles of Association, (iv) each Class B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v) the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi) the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no consideration 1,000,000 Class B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor.

Adagio Stockholder Transaction Support Agreements

Pursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the "Adagio Transaction Support Agreements") with the Company and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i) vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii) be bound by certain covenants and agreements related to the Proposed Adagio Business Combination.

PIPE Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the "Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "PIPE Investors"), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the "Closing Date"), (ii) non-redemption commitments by certain investors, (iii) the contribution of $23,000,000 of 2023 Bridge Financing Notes to ListCo, and (iv) an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the "PIPE Financing"). In connection with the PIPE Financing, certain PIPE Investors will also be issued warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Warrants") and/or Pre-Funded Warrants (as defined below). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. In connection with the PIPE Financing, certain PIPE Investors also committed to purchase pre-funded warrants, which are exercisable for a nominal exercise price of $0.01 (the "Pre-Funded Warrants," and together with the Warrants, the "PIPE Warrants"). The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing.

Convertible Security Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), which will be exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"), and will expire on the seventh anniversary of the Closing. Such $20,000,000 of financing in the form of New Adagio Convertible Notes includes the Perceptive Convertible Note Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. As described above, in connection with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the "2024 Bridge Financing Notes Subscription Agreement"). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes will convert into New Adagio Convertible Notes and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5,500,000 aggregate principal amount of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the "Convertible Security Financing"). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that on the Closing Date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing.

Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which ListCo and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCo's obligation to repay the New Adagio Convertible Notes and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.

Convert Registration Rights Agreement

The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which ListCo will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), as soon as practicable, but in no event later than the Filing Deadline (as defined in the Convert Registration Rights Agreement). In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the terms of Section 2(e) of the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in Section 2(e) of the Convert Registration Rights Agreement.

Investor Rights Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders and certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to

Note 9 — Subsequent Events

The Company evaluated subsequent events and transactions that occurred up to the date the unaudited consolidated condensed financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed.

On July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the "Closing"). In connection with the Closing, ListCo changed its name to "Adagio Medical Holdings, Inc." (ListCo following the Closing, "New Adagio"). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol "ADGM" on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio (see Note 5).

which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date.

Adoption of Second Extension Amendment Proposal

On February 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from March 2, 2024 (the "Previous Termination Date") to April 2, 2024 (the "Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025 or a total of up to forty-eight months from the closing of the initial public offering, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Promissory Note to finance this deposit. In connection with any subsequent optional monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 per month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 27, 2024.

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).

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Summary of Significant Accounting Policies (Policies)	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Basis of Presentation		***Basis of Presentation***	
		The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").	
		As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.	
		As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.	
Principles of Consolidation		***Principles of Consolidation***	
		The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.	
Concentration of Cash Balances		***Concentrations***	
		The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.	
		The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).	
Cash and Cash Equivalents		***Cash and Cash Equivalents***	
		The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.	
Use of Estimates		***Use of Estimates and Assumptions***	
		The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.	
Financial Instruments		***Fair Value Option for Convertible Notes***	
		As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible	

Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Fair Value Measurements

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

CIK0001838821_ARYA Sciences Acquisition Corp IV

Basis of Presentation

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("GAAP") for financial information and pursuant to the rules and regulations of the SEC. Accordingly, certain disclosures included in the annual financial statements have been consolidated condensed or omitted from these unaudited consolidated condensed financial statements as they are not required for interim financial statements. In the opinion of management, the unaudited consolidated condensed financial statements reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the balances and results for the periods presented. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected

Basis of Presentation

The accompanying financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the SEC.

through December 31, 2024 or any future periods.

The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K filed by the Company with the SEC on March 29, 2024.

Principles of Consolidation

Principles of Consolidation

The accompanying unaudited consolidated condensed financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Emerging Growth Company

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's unaudited consolidated condensed financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Concentration of Cash Balances

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of June 30, 2024 and December 31, 2023.

Use of Estimates

Use of Estimates

The preparation of unaudited consolidated condensed financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from those estimates.

Trust Account

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying consolidated condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1).

Financial Instruments

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2023. As of December 31, 2022, the Company had no cash equivalents, aside from the cash maintained in the Trust Account (see Note 8).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as
trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of June 30, 2024 and December 31, 2023, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. The fair value of investments held in Trust Account was determined using quoted prices in active markets.

Offering Costs Associated with the Initial Public Offering

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of June 30, 2024 and December 31, 2023, 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of June 30, 2024 and December 31, 2023. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of June 30, 2024 and December 31, 2023, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's unaudited consolidated condensed financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Net Income Per Ordinary Share

Net Income Per Ordinary Share

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income per ordinary share is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	For the Three Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,313,094	$1,291,832	$ 189,558	$ 191,955
Denominator:				
Basic and diluted weighted average shares outstanding	3,799,016	3,737,500	3,690,831	3,737,500
Basic and diluted net				

quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and

- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of December 31, 2023 and 2022, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. As of December 31, 2022, the Company's investments held in Trust Account were comprised of investments in U.S. Treasury securities with an original maturity of 185 days or less and were recognized at fair value. The fair value of investments held in Trust Account was determined using quoted prices in active markets. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2023 and 2022, 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023 and 2022. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of December 31, 2023 and 2022, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Net (Loss) Income Per Ordinary Share

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net (loss) income per ordinary share is computed by dividing net (loss) income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	December 31,			
	2023		2022	
	Class A	Class B	Class A	Class B
Basic and diluted net (loss) income per ordinary share				
Numerator:				

income per ordinary share	$ 0.24	$ 0.24	$ 0.05	$ 0.05

	For the Six Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,207,966	$1,151,113	$ 361,341	$ 180,421
Denominator:				
Basic and diluted weighted average shares outstanding	3,922,090	3,737,500	7,485,358	3,737,500
Basic and diluted net income per ordinary share	$ 0.21	$ 0.21	$ 0.05	$ 0.05

Recent Accounting Standards

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

Allocation of net (loss) income, as adjusted	$(1,320,475)	$ (812,860)	$ 859,540	$ 207,944
Denominator:				
Basic and diluted weighted average shares outstanding	6,071,500	3,737,500	15,449,000	3,737,500
Basic and diluted net (loss) income per ordinary share	$ (0.22)	$ (0.22)	$ 0.06	$ 0.06

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's financial statements.

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Summary of Significant Accounting Policies (Tables)	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023

Schedule of basic and diluted net (loss) income per ordinary share

Basic EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)		
	Common Shares	Convertible Securities Notes	Sponsor Earnout
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351
Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data):

Years ended December 31,	2023 (As Restated)	2022
Numerator:		
Net loss attributable to common stockholders	$ (36,590)	$ (23,673)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	759,814	751,568
Net loss per share attributable to common stockholders – basic and diluted	(48.16)	(31.50)

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Schedule of basic and diluted net (loss) income per ordinary share

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	For the Three Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,313,094	$1,291,832	$ 189,558	$ 191,955
Denominator:				
Basic and diluted weighted average shares outstanding	3,799,016	3,737,500	3,690,831	3,737,500
Basic and diluted net income per ordinary share	$ 0.24	$ 0.24	$ 0.05	$ 0.05

	For the Six Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary				

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	December 31,			
	2023		2022	
	Class A	Class B	Class A	Class B
Basic and diluted net (loss) income per ordinary share				
Numerator:				
Allocation of net (loss) income, as adjusted	$(1,320,475)	$ (812,860)	$ 859,540	$ 207,944
Denominator:				
Basic and diluted weighted average shares outstanding	6,071,500	3,737,500	15,449,000	3,737,500

share				
Numerator:				
Allocation of net income	$1,207,966	$1,151,113	$ 361,341	$ 180,421
Denominator:				
Basic and diluted weighted average shares outstanding	3,922,090	3,737,500	7,485,358	3,737,500
Basic and diluted net income per ordinary share	$ 0.21	$ 0.21	$ 0.05	$ 0.05

Basic and diluted net (loss) income per ordinary share	$ (0.22)	$ (0.22)	$ 0.06	$ 0.06

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Class A Ordinary Shares Subject to Possible Redemption (Tables)	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023

Schedule of Class A ordinary shares subject to possible redemption

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Liquidation Price Per Share	Aggregate Liquidation Preference	Carrying Value on Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

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Schedule of Class A ordinary shares subject to possible redemption

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**
Less:	
Redemption of Class A ordinary shares	(4,358,804)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	902,751
Class A ordinary shares subject to possible redemption at March 31, 2024	**$ 37,019,896**
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	819,027
Class A ordinary shares subject to possible redemption at June 30, 2024	**$ 37,838,923**

The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows:

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**

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Fair Value Measurements (Tables)	6 Months Ended	9 Months Ended
	Jun. 30, 2024	Sep. 30, 2024

Schedule of assumptions used in estimating fair value of convertible promissory notes and common stock warrant liabilities

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

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Schedule of assumptions used in estimating fair value of convertible promissory notes and common stock warrant liabilities

To determine the Fair Value of the New Adagio Common Stock on inception, the Company used the following Level 3 inputs:

	February 13, 2024
Base Share Price	$ 10.00
Adjusted per Share (1.2X Purchase Price Ratio)	$ 8.33
Adjusted share price	$ 7.00
Probablility of Closing	75.00 %
Estimated fair value per Share at Closing	$ 5.25

To determine the Fair Value of the PIPE Warrants on inception, the Company used the following Level 3 inputs:

	February 13, 2024
Base Share Price	$ 7.00
Strike price, as defined in Subscription Agreement	$ 10.00
Term (Months)	12.00
Average volatility rate	70.00 %

Probability of Closing	75.00 %
Estimated expected Warrant price	$ 1.21
Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)	$ 1.45

To determine the Fair Value of the Non-Redeeming Subscription Agreement Shares on inception, the Company used the following Level 3 inputs:

	June 21, 2024
Base Share Price	$ 10.00
Adjusted per Share (1.2X Purchase Price Ratio)	$ 8.33
Adjusted share price	$ 7.08
Probability of Closing	95.00 %
Estimated fair value per Share at Closing	$ 6.73

To determine the Fair Value of the Non-Redeeming Subscription Agreement Warrants on inception, the Company used the following Level 3 inputs:

	June 21, 2024
Base Share Price	$ 10.00
Strike price, as defined in Subscription Agreement	$ 10.00
Term (Months)	12.00
Average volatility rate	70.00
Probability of Closing	95.00 %
Estimated expected Warrant price	$ 1.25
Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)	$ 1.19

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Description of Organization and Business Operations - Initial Public Offering (Details)	Jul. 31, 2024 $ / shares shares	Jul. 02, 2024 USD ($)	Jun. 02, 2024 USD ($)	May 02, 2024 USD ($)	Apr. 02, 2024	Feb. 27, 2024 USD ($) item installment shares	Feb. 26, 2024	Feb. 09, 2024 USD ($) $ / shares	Feb. 08, 2024 USD ($)	Feb. 02, 2024 USD ($)	Jan. 02, 2024	Dec. 02, 2023 USD ($)	Nov. 02, 2023	Oct. 02, 2023	Sep. 05, 2023 USD ($)	Sep. 02, 2023 USD ($)	Aug. 02, 2023 USD ($)	Jul. 06, 2023 USD ($)	Jul. 02, 2023	]
Initial Public Offering and Private Placement																				
Contribution from PIPE Financing for cash | shares	3,287,018																			
Common stock par value | $ / shares																				
Convertible preferred stock, shares issued | shares																				
Carrying Value																				
Ordinary shares, shares issued (in shares) | shares																				
Total | shares	13,387,636																			
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Initial Public Offering and Private Placement																				
Offering costs																				
Deferred underwriting commissions																				
Percentage of deferred underwriting commissions payable included in initial business combination																				
Net proceeds from initial public offering and private placement deposited in trust account																				
Unit price, proposed public offering and private placement (in dollars per unit) | $ / shares																				
Percentage of public shares that would not be redeemed if business combination is not completed within initial combination period																				
Number of times to extend period to consummate business combination | item						11														
Period of time for an extension to consummate business combination			1 month	1 month	1 month	1 month														
Advance notice prior to applicable termination date						5 days														
Installments | installment						11														
Common stock par value | $ / shares																				
Carrying Value						$ 4,358,804														
Period to complete business combination from closing of initial public offering							36 months													
Minimum | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Initial Public Offering and Private Placement																				

| | | |

Loan for an aggregate deposit						$ 900,000	$ 420,000
Fourth convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV							
Initial Public Offering and Private Placement							
Aggregate amount drawn	$ 111,000	$ 111,000	$ 111,000				
Principal amount	1,000,000						
Loan for an aggregate deposit	$ 111,000	$ 111,000	$ 111,000				
PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV							
Initial Public Offering and Private Placement							
Net proceeds from initial public offering and private placement deposited in trust account				$ 111,000			
Aggregate amount drawn							
Loan for an aggregate deposit							
PIPE Investor | Maximum | CIK0001838821_ARYA Sciences Acquisition Corp IV							
Initial Public Offering and Private Placement							
Aggregate amount drawn				1,221,000			
Loan for an aggregate deposit				1,221,000			
PIPE Investor | Amended and restated memorandum | CIK0001838821_ARYA Sciences Acquisition Corp IV							
Initial Public Offering and Private Placement							
Net proceeds from initial public offering and private placement deposited in trust account				$ 111,000			
Percentage of ordinary shares issued and outstanding held by initial shareholders.				56.20%			
PIPE Investor | Second convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV							
Initial Public Offering and Private Placement							
Net proceeds from initial public offering and private placement deposited in trust account				$ 111,000			
PIPE Investor | Fourth convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV							
Initial Public Offering and Private Placement							
Net proceeds from initial public offering and private placement deposited in trust account					$ 111,000		
Aggregate amount drawn						$ 1,000,000	
Loan for an aggregate deposit						$ 1,000,000	
Conversion price (in dollars per share) | $ / shares					$ 10		
PIPE Investor | Working capital loan | CIK0001838821_ARYA Sciences Acquisition Corp IV							
Initial Public Offering and Private Placement							
Borrowings							
Principal amount							
Conversion price (in dollars per share) | $ /							

shares		
Class A ordinary shares		
Initial Public Offering and Private Placement		
Common stock par value | $ / shares	$ 0.0001	
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV		
Initial Public Offering and Private Placement		
Contribution from PIPE Financing for cash | shares		3,799,016
Common stock par value | $ / shares		
Carrying Value		$ 4,358,804
Ordinary shares, shares issued (in shares) | shares		
Total | shares		
Class A ordinary shares | PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV		
Initial Public Offering and Private Placement		
Number of times to extend period to consummate business combination | item		11
Period of time for an extension to consummate business combination		1 month
Advance notice prior to applicable termination date		5 days
Extension period to complete business combination after original termination date		48 months
Common stock par value | $ / shares		
Class A ordinary shares | PIPE Investor | Working capital loan | CIK0001838821_ARYA Sciences Acquisition Corp IV		
Initial Public Offering and Private Placement		
Common stock par value | $ / shares		
Conversion price (in dollars per share) | $ / shares		
Class B ordinary shares		
Initial Public Offering and Private Placement		
Common stock par value | $ / shares	$ 0.0001	
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV		
Initial Public Offering and Private Placement		
Common stock par value | $ / shares		
Ordinary shares, shares issued (in shares) | shares		3,737,500
Total | shares		3,737,500
Class B ordinary shares | PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV		
Initial Public Offering and Private Placement		
Common stock par value | $ / shares		
Initial public offering | CIK0001838821_ARYA Sciences Acquisition Corp IV		
Initial Public Offering and Private Placement		
Gross proceeds from initial public offering		
Initial public offering | Public shares | CIK0001838821_ARYA Sciences Acquisition Corp IV		
Initial Public Offering and Private		

Placement

Contribution from PIPE Financing for cash | shares

Share price (in dollars per share) | $ / shares

Gross proceeds from initial public offering

Initial public offering | Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV

Initial Public Offering and Private Placement

Offering costs

Over-Allotment option | CIK0001838821_ARYA Sciences Acquisition Corp IV

Initial Public Offering and Private Placement

Contribution from PIPE Financing for cash | shares

Over-Allotment option | Public shares | CIK0001838821_ARYA Sciences Acquisition Corp IV

Initial Public Offering and Private Placement

Contribution from PIPE Financing for cash | shares

Share price (in dollars per share) | $ / shares

XML 51 R21.htm IDEA: XBRL DOCUMENT

Description of Organization and Business Operations - Liquidity and Going Concern (Details) - USD ($)	Feb. 02, 2024	Dec. 02, 2023	Sep. 05, 2023	Sep. 02, 2023	Aug. 02, 2023	Jul. 06, 2023	Jun. 02, 2023	Apr. 18, 2023	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023	Dec. 31, 2022
Going Concern											
Convertible notes payables, current										$ 36,430,000	
CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Cash									$ 26,058	20,191	$ 91,049
Working capital deficit									10,287,324		
Working capital										12,276,486	
Convertible notes payables, current									3,616,000	2,175,000	120,000
Second convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Aggregate amount drawn			$ 165,000	$ 560,000	$ 140,000	$ 140,000	$ 140,000	$ 400,000			
Convertible notes payables, current									1,585,000	1,585,000	0
Third convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Aggregate amount drawn	$ 900,000	$ 420,000							900,000	470,000	
PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Offering costs paid by sponsor in exchange for issuance of founder shares										25,000	
Aggregate amount drawn										161,000	
PIPE Investor | First convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Convertible notes payables, current									120,000	120,000	$ 120,000
PIPE Investor | Second convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Convertible notes payables, current									1,585,000	1,585,000	
PIPE Investor | Third convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Convertible notes payables, current									900,000	470,000	
PIPE Investor | Fourth convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Going Concern											
Convertible notes payables, current									$ 540,000	$ 0	

XML 52 R22.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies - Cash and Cash Equivalents (Details) - USD ($)	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
CIK0001838821_ARYA Sciences Acquisition Corp IV			
Cash and Cash Equivalents			
Cash equivalents	$ 0	$ 0	$ 0

XML 53 R23.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies - Class A Ordinary Shares Subject to Possible Redemption (Details) - shares	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Common stock subject to possible redemption			

Convertible preferred stock, shares outstanding			4,939,946
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV			
Common stock subject to possible redemption			
Convertible preferred stock, shares outstanding	3,300,016	3,690,831	14,950,000

XML 54 R24.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies - Income Taxes (Details) - CIK0001838821_ARYA Sciences Acquisition Corp IV - USD ($)	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Taxes			
Unrecognized tax benefits	$ 0	$ 0	$ 0
Accrued interest and penalties	$ 0	$ 0	$ 0

XML 55 R25.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies - Net Income per Ordinary Share (Details) - USD ($)	1 Months Ended	2 Months Ended		3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2023	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Denominator:													
Basic weighted average shares outstanding (in shares)			14,057,636								759,489		
Diluted weighted average shares outstanding (in shares)	987,810	760,572	16,057,636					779,908	758,942	815,854	759,489		
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)			$ 0.18		$ (14.15)				$ (26.08)	$ (36.83)		
Net loss per share attributable to common stockholders - diluted (in dollars per share)	$ (8.34)	$ (14.15)	$ 0.02	$ 0.02		$ (14.15)		$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)		
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV													
Numerator:													
Allocation of net income					$ 1,313,094		$ 189,558	$ 1,207,966	$ 361,341			$ (1,320,475)	$ 859,540
Denominator:													
Basic weighted average shares outstanding (in shares)					3,799,016		3,690,831	3,922,090	7,485,358			6,071,500	15,449,000
Diluted weighted average shares outstanding (in shares)					3,799,016		3,690,831	3,922,090	7,485,358			6,071,500	15,449,000
Basic net income (loss) per share (Note 15) (in dollars per share)					$ 0.24		$ 0.05	$ 0.21	$ 0.05			$ (0.22)	$ 0.06
Net loss per share attributable to common stockholders - diluted (in dollars per share)					$ 0.24		$ 0.05	$ 0.21	$ 0.05			$ (0.22)	$ 0.06
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV													
Numerator:													
Allocation of net income					$ 1,291,832		$ 191,955	$ 1,151,113	$ 180,421			$ (812,860)	$ 207,944
Denominator:													
Basic weighted average shares outstanding (in shares)					3,737,500		3,737,500	3,737,500	3,737,500			3,737,500	3,737,500
Diluted weighted average shares outstanding (in shares)					3,737,500		3,737,500	3,737,500	3,737,500			3,737,500	3,737,500
Basic net income (loss) per share (Note 15) (in dollars per share)					$ 0.24		$ 0.05	$ 0.21	$ 0.05			$ (0.22)	$ 0.06
Net loss per share attributable to common stockholders - diluted (in dollars per share)					$ 0.24		$ 0.05	$ 0.21	$ 0.05			$ (0.22)	$ 0.06

XML 56 R26.htm IDEA: XBRL DOCUMENT

Initial Public Offering (Details) - USD ($)	Jul. 31, 2024	Feb. 27, 2024	Feb. 28, 2023	Mar. 02, 2021	12 Months Ended Dec. 31, 2022
Initial Public Offering					
Contribution from PIPE Financing for cash	3,287,018				
CIK0001838821_ARYA Sciences Acquisition Corp IV					
Initial Public Offering					
Offering costs				$ 8,800,000	
Deferred underwriting commissions				$ 5,200,000	
Public shares | CIK0001838821_ARYA Sciences Acquisition Corp IV					
Initial Public Offering					
Contribution from PIPE Financing for cash		3,300,016	3,690,831		
Initial public offering | CIK0001838821_ARYA Sciences Acquisition Corp IV					
Initial Public Offering					
Gross proceeds from initial public offering					$ 149,500,000
Initial public offering | Public shares | CIK0001838821_ARYA Sciences Acquisition Corp IV					
Initial Public Offering					
Contribution from PIPE Financing for cash				14,950,000	
Share price (in dollars per share)				$ 10	
Gross proceeds from initial public offering				$ 149,500,000	
Over-Allotment option | CIK0001838821_ARYA Sciences Acquisition Corp IV					
Initial Public Offering					
Contribution from PIPE Financing for cash				1,950,000	
Over-Allotment option | Public shares | CIK0001838821_ARYA Sciences Acquisition Corp IV					
Initial Public Offering					
Contribution from PIPE Financing for cash				1,950,000	
Share price (in dollars per share)				$ 10	

XML 57 R27.htm IDEA: XBRL DOCUMENT

Related Party Transactions - Founder Shares (Details) - USD ($)	Jul. 31, 2024	Feb. 27, 2024	Feb. 13, 2024	Feb. 28, 2023	Mar. 02, 2021	Jan. 04, 2021	1 Months Ended Feb. 28, 2021	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023	Sep. 30, 2024	Jul. 30, 2024	Dec. 31, 2022	Nov. 07, 2022
Founder Shares													
Common stock, par value (in dollars per share)									$ 0.001	$ 0.0001	$ 0.001		
Private Placement													
Contribution from PIPE Financing for cash		3,287,018											
CIK0001838821_ARYA Sciences Acquisition Corp IV													
Founder Shares													
Common stock, par value (in dollars per share)			$ 0.01										

Private placement | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Private Placement																				
Holding period for transfer, assignment or sale of shares														30 days	30 days					
Class A ordinary shares																				
Founder Shares																				
Common stock, par value (in dollars per share)	$ 0.0001																			
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Common stock, par value (in dollars per share)							0.0001							$ 0.0001	$ 0.0001			$ 0.0001		
Private Placement																				
Contribution from PIPE Financing for cash			3,799,016			4,189,831														
Class B ordinary shares																				
Founder Shares																				
Common stock, par value (in dollars per share)	$ 0.0001																			
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Common stock, par value (in dollars per share)														$ 0.0001	$ 0.0001			$ 0.0001		
PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Share price (in dollars per share)							$ 24													
Number of trading days							20 days													
Trading day threshold period							30 days													
PIPE Investor | Private placement | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Private Placement																				
Contribution from PIPE Financing for cash										499,000										
Share price (in dollars per share)										$ 10										
Gross proceeds from private placement										$ 5,000,000										
PIPE Investor | Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Common stock, par value (in dollars per share)																				$ 0.0001
Number of trading days			20 days											20 days	20 days					
Trading day threshold period			30 days											30 days	30 days					
Threshold period after initial Business Combination			150 days																	
PIPE Investor | Class A ordinary shares | Minimum | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Share price (in dollars per share)			$ 12											$ 12	$ 12					
Threshold period after initial Business Combination														150 days	150 days					
PIPE Investor | Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Sponsor amount												$ 25,000								
Shares issued (in shares)												3,737,500								
Common stock, par value (in dollars per share)												$ 0.0001								
Ownership interest, as converted percentage														20.00%	20.00%					
Number of shares no longer subject to forfeiture (in shares)										487,500										
Period to not transfer, assign or sell Founder Shares														1 year	1 year					
PIPE Investor | Class B ordinary shares | Maximum | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Shares subject to forfeiture (in shares)												487,500								
Independent directors | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Founder Shares																				
Shares issued (in shares)													90,000							
Sponsor, company's officers and directors | Private placement | CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Private Placement																				
Holding period for transfer, assignment or sale of shares														30 days	30 days					

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Related Party Transactions - Promissory Note, Related Party Loans and Administrative Support Agreement (Details) - USD ($)	**Jul. 02, 2024**	**Jun. 02, 2024**	**May 02, 2024**	**Apr. 02, 2024**	**Feb. 27, 2024**	**Feb. 08, 2024**	**Feb. 02, 2024**	**Jan. 02, 2024**	**Dec. 02, 2023**	**Nov. 02, 2023**	**Oct. 02, 2023**	**Sep. 05, 2023**	**Sep. 02, 2023**	**Aug. 02, 2023**	**Jul. 06, 2023**	**Jul. 02, 2023**	**Jun. 02, 2023**	**Apr. 18, 2023**	**Feb. 28, 2023**	**Feb. 20**
Related Party Loans																				
Convertible notes payables, current																				
Common stock par value																				
CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Related Party Loans																				
Due to related party																				
Other Liability, Current, Related Party, Type [Extensible Enumeration]																				
Convertible notes payables, current																				
Notes Payable, Current, Related Party, Type [Extensible Enumeration]																				
Common stock par value																				
Period of time for an extension to consummate business combination		1 month	1 month	1 month	1 month														1 month	
Administrative Support Agreement																				

| | | |

CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Convertible notes payables, current	
PIPE Investor | Second convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Convertible notes payables, current	
PIPE Investor | Third convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Convertible notes payables, current	
PIPE Investor | Fourth convertible promissory note | CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Loan for an aggregate deposit	$ 1,000,000
Conversion price (in dollars per share)	
PIPE Investor | Working capital loan | CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Conversion price (in dollars per share)	
Principal amount	
Borrowings	
PIPE Investor | Working capital loan | Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Conversion price (in dollars per share)	
Common stock par value	
PIPE Investor | Administrative Support Agreement | CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Due to related party	
Administrative Support Agreement	
Monthly fee	
General and administrative expenses	
Sponsor affiliate of sponsor or certain company officers and directors | Working capital loan | CIK0001838821_ARYA Sciences Acquisition Corp IV	
Related Party Loans	
Conversion value	
Conversion price (in dollars per share)	
Convertible promissory note	

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Commitments and Contingencies - Registration Rights and Underwriting Agreement (Details)	Jul. 31, 2024 USD ($) shares	Mar. 02, 2021 USD ($) $ / shares shares	6 Months Ended Jun. 30, 2024 USD ($)	9 Months Ended Sep. 30, 2023 USD ($)	12 Months Ended Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)	Aug. 08, 2022	Feb. 25, 2021 item
Underwriting Agreement								
Contribution from PIPE Financing for cash | shares	3,287,018							
CIK0001838821_ARYA Sciences Acquisition Corp IV								
Registration Rights								
Period of time required before shares become exercisable after the completion of a Business Combination			30 days		30 days			
Underwriting Agreement								
Underwriting discount (in dollars per share) | $ / shares		$ 0.2						
Underwriting expense		$ 3,000,000						
Deferred underwriting discount (in dollars per share) | $ / shares		$ 0.35						
Deferred underwriting commissions		$ 5,200,000	$ 2,616,250		$ 2,616,250	$ 2,616,250		
Percentage of deferred underwriting commissions payable included in initial business combination							50.00%	
Gain from settlement of deferred underwriting commissions				$ 2,600,000		$ 2,600,000		

Maximum | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Registration Rights											
Number of demands eligible security holder can make | item										3
Over-Allotment option | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Underwriting Agreement											
Sale of stock underwriter option term				45 days			45 days				
Contribution from PIPE Financing for cash | shares		1,950,000									
Over-Allotment option | Subsequent event | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Underwriting Agreement											
Deferred underwriting commissions	$ 3,885,125										
Share issuance in lieu of cash payment to underwriters, maximum period	60 days										
Underwriting expense, additional transaction closing fee	$ 1,268,875										

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Commitments and Contingencies - Business Combination Agreement and Sponsor Letter Agreement (Details) - $ / shares	**Feb. 27, 2024**	**Feb. 13, 2024**	**6 Months Ended Jun. 30, 2024**	**12 Months Ended Dec. 31, 2023**	**Sep. 30, 2024**	**Jul. 31, 2024**	**Jul. 30, 2024**	**Jun. 25, 2024**	**Dec. 31, 2022**	**Nov. 07, 2022**	**Jan. 04, 2021**
Business Combination Agreement and Sponsor Letter Agreement											
Common stock, par value (in dollars per share)				$ 0.001	$ 0.0001		$ 0.001				
Preferred stock par value (in dollars per share)					$ 0.0001	$ 0.001					
CIK0001838821_ARYA Sciences Acquisition Corp IV											
Business Combination Agreement and Sponsor Letter Agreement											
Common stock, par value (in dollars per share)		$ 0.01									
Preferred stock par value (in dollars per share)			$ 0.0001	0.0001					$ 0.0001		
Aggregate share reserve, key employee incentive plan maximum amount, numerator percent for quotient calculation								15.00%			
Aggregate share reserve, key employee incentive plan maximum amount, denominator percent for quotient calculation								35.00%			
Aggregate share reserve, incentive equity plan maximum amount, numerator percent for quotient calculation								20.00%			
Aggregate share reserve, incentive equity plan maximum amount, denominator percent for quotient calculation								35.00%			
Aggregate holdCo share reserve, denominator percent for quotient calculation								65.00%			
PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Business Combination Agreement and Sponsor Letter Agreement											
Shares issued to investors (in shares)		1,147,500									
Share price (in dollars per share)		$ 24									
Number of trading days		20 days									
Trading day threshold period		30 days									
Class A ordinary shares											
Business Combination Agreement and Sponsor Letter Agreement											
Common stock, par value (in dollars per share)						0.0001					
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Business Combination Agreement and Sponsor Letter Agreement											
Number of common shares, right to receive (in shares)		1									
Common stock, par value (in dollars per share)		$ 0.0001	$ 0.0001	$ 0.0001					0.0001		
Class A ordinary shares | PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Business Combination Agreement and Sponsor Letter Agreement											
Common stock, par value (in dollars per share)										$ 0.0001	
Number of trading days	20 days		20 days	20 days							
Trading day threshold period	30 days		30 days	30 days							
Class B ordinary shares											
Business Combination Agreement and Sponsor Letter Agreement											
Common stock, par value (in dollars per share)						$ 0.0001					
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Business Combination Agreement and Sponsor Letter Agreement											
Number of common shares, right to receive (in shares)		1									
Common stock, par value (in dollars per share)			$ 0.0001	$ 0.0001					$ 0.0001		
Preferred stock par value (in dollars per share)		$ 0.001									
Class B ordinary shares | PIPE Investor | CIK0001838821_ARYA Sciences Acquisition Corp IV											
Business Combination Agreement and Sponsor Letter Agreement											
Common stock, par value (in dollars per share)											$ 0.0001
Shares forfeited (in shares)		1,000,000									

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Commitments and Contingencies - PIPE Financing (Private Placement) (Details) - PIPE financing - CIK0001838821_ARYA Sciences Acquisition Corp IV - USD ($)	**Jul. 31, 2024**	**Feb. 13, 2024**
PIPE Financing (Private Placement)		
Principal amount		$ 45,000,000
Additional investment to debt		$ 8,100,000
Share price (in dollars per share)		$ 10
Number of common shares, right to receive (in shares)		1
Exercise price of pre-funded warrants (In dollars per share)		$ 0.01
Subsequent event		
PIPE Financing (Private Placement)		
Unrestricted cash required to be maintained	$ 32,129,000	
Commitment to fund convertible security financing	7,500,000	
Transaction expense payable	14,300,000	
Increase in commitment to fund convertible security financing	$ 9,000,000	
Shares to be issued for increase in commitment	1,080,000	
Increase in ownership percentage of perceptive PIPE investor and initial shareholders	2.60%	
Maximum		
PIPE Financing (Private Placement)		
Additional financing being raised prior to closing		$ 1,070,575
2023 Bridge Financing Notes		

PIPE Financing (Private Placement)	
Principal amount	$ 23,000,000

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Commitments and Contingencies - Convertible Security Financing and Convert Registration Rights Agreement (Details) - CIK0001838821_ARYA Sciences Acquisition Corp IV - USD ($)	Feb. 13, 2024	Jul. 02, 2024
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Number of trading days under convert registration rights agreement	15 days	
New adagio convertible notes		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	$ 12,500,000	
Cashless exercise of warrants issued (in shares)	937,500	
Number of trading days under convert registration rights agreement	45 days	
Fourth convertible promissory note		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount		$ 1,000,000
PIPE financing		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	$ 45,000,000	
PIPE financing | 2024 Bridge financing notes		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Convertible promissory note	7,000,000	
PIPE financing | New adagio convertible notes		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	$ 5,500,000	
Cashless exercise of warrants issued (in shares)	412,500	
Convertible security financing		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	$ 20,000,000	
Debt instrument, percentage	13.00%	
Conversion price (in dollars per share)	$ 10	
Cashless exercise of warrants issued (in shares)	1,500,000	
Cash price (in dollars per share)	$ 24	
Term of debt	3 years 9 months	
Convertible security financing | New adagio convertible notes		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	$ 7,000,000	
Cashless exercise of warrants issued (in shares)	525,000	
Convertible security financing | Fourth convertible promissory note		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	$ 7,500,000	
Convertible security financing | Fourth convertible promissory note | Convertible debt securities		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	48,000,000	
Convertible security financing | Fourth convertible promissory note | Convertible debt securities | Minimum		
Convertible Security Financing (Private Placement) and Convert Registration Rights Agreement		
Principal amount	$ 2,000,000	

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Commitments and Contingencies - Investor Rights Agreement (Details) - PIPE Investor - CIK0001838821_ARYA Sciences Acquisition Corp IV - $ / shares	Feb. 27, 2024	Feb. 13, 2024	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023
Investor Rights Agreement				
Lock-up period beginning on the Closing Date	365 days			
Lock-up period after the Closing Date	6 months			
Share price (in dollars per share)		$ 24		
Number of trading days		20 days		
Trading day threshold period		30 days		
Class A ordinary shares				
Investor Rights Agreement				
Number of trading days	20 days		20 days	20 days
Trading day threshold period	30 days		30 days	30 days
Threshold period after initial Business Combination	150 days			
Class A ordinary shares | Minimum				
Investor Rights Agreement				
Share price (in dollars per share)	$ 12		$ 12	$ 12
Threshold period after initial Business Combination			150 days	150 days

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Commitments and Contingencies - Adoption of Second Extension Amendment Proposal (Details)	Jul. 31, 2024 shares	Jun. 02, 2024	May 02, 2024	Apr. 02, 2024	Feb. 27, 2024 USD ($) item shares	Feb. 02, 2024	Jan. 02, 2024	Dec. 02, 2023	Nov. 02, 2023	Oct. 02, 2023	Sep. 02, 2023	Aug. 02, 2023	Jul. 02, 2023	Jun. 02, 2023	Feb. 28, 2023 USD ($) item shares	Mar. 02, 2021 USD ($)	6 Months Ended Jun. 30, 2024 USD ($) shares	6 Months Ended Jun. 30, 2023 USD ($) shares	12 Months E Dec. 31, 2023 USD ($) shares	12 Months E D U s
Adoption of Second Extension Amendment Proposal																				
Convertible preferred stock, shares issued																	4,732,044	4,939,946	4,939,946	4,93
Contribution from PIPE Financing for cash	3,287,018																			
Ordinary shares, shares issued (in shares)																			786,510	
Total	13,387,636																		779,908	
Carrying Value | $																	$ 86,783,000	$ 91,469,000	$ 91,469,000	$ 91,4
CIK0001838821_ARYA Sciences Acquisition Corp IV																				
Adoption of Second																				

| | | |

CIK0001838821_ARYA Sciences Acquisition Corp IV	
Adoption of Second Extension Amendment Proposal	
Number of times to extend period to consummate business combination | item	11
Period of time for an extension to consummate business combination	1 month
Advance notice prior to applicable termination date	5 days
Extension period to complete business combination after original termination date	48 months

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Commitments and Contingencies - Non-Redemption Subscription Agreements and Consummation of Business Combination (Details) - USD ($)	**Jul. 31, 2024**	**Sep. 30, 2024**	**Jul. 30, 2024**	**Jun. 30, 2024**	**Feb. 13, 2024**	**Dec. 31, 2023**
Commitments and Contingencies						
Common stock par value		$ 0.0001	$ 0.001			$ 0.001
CIK0001838821_ARYA Sciences Acquisition Corp IV						
Commitments and Contingencies						
Common stock par value					$ 0.01	
Subsequent event | New Adagio						
Commitments and Contingencies						
Proceeds from financing	$ 84,200,000					
Subsequent event | CIK0001838821_ARYA Sciences Acquisition Corp IV						
Commitments and Contingencies						
Common stock par value					$ 0.01	
Non-Redemption subscription agreement | CIK0001838821_ARYA Sciences Acquisition Corp IV						
Commitments and Contingencies						
Amount of financing commitment				$ 2,000,000		
Common stock par value				$ 0.0001		
Concurrent Equity and Warrant Private Placement Bridge Financing | Subsequent event | New Adagio						
Commitments and Contingencies						
Proceeds from financing	29,500,000					
Concurrent Convertible Security Bridge Financing | Subsequent event | New Adagio						
Commitments and Contingencies						
Proceeds from financing	$ 7,000,000					

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Class A Ordinary Shares Subject to Possible Redemption (Details) - USD ($)	**3 Months Ended**				**6 Months Ended**		**12 Months Ended**						
	Jun. 30, 2024	**Mar. 31, 2024**	**Jun. 30, 2023**	**Mar. 31, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Dec. 31, 2023**	**Dec. 31, 2022**	**Jul. 30, 2024**	**Feb. 27, 2024**	**Sep. 30, 2023**	**Feb. 28, 2023**	**Mar. 02, 2021**
Common Stock Subject to Possible Redemption													
Convertible preferred stock, shares outstanding							4,939,946						
Carrying Value	$ 86,783,000		$ 91,469,000		$ 86,783,000	$ 91,469,000	$ 91,469,000	$ 91,469,000	$ 86,783,000		$ 91,469,000		
CIK0001838821_ARYA Sciences Acquisition Corp IV													
Common Stock Subject to Possible Redemption													
Offering costs allocated to Class A ordinary shares subject to possible redemption													$ (8,800,000)
Accretion on Class A ordinary shares subject to possible redemption amount								8,147,540					
Waiver of deferred underwriting commissions								2,616,250					
Redemption of Class A ordinary shares		$ (4,358,804)			(4,358,804)	$ (115,071,882)	(115,071,882)	0					
Adjustment of accretion of Class A ordinary shares subject to possible redemption	819,027	902,751	$ 600,365	$ 1,548,845			4,018,937	(587,356)					
Carrying Value	$ 37,838,923	$ 37,019,896			$ 37,838,923		$ 40,475,949	$ 151,528,894		$ 4,358,804			
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV													
Common Stock Subject to Possible Redemption													
Convertible preferred stock, shares outstanding	3,300,016				3,300,016		3,690,831	14,950,000					
Carrying Value										$ 4,358,804		$ 115,071,882	
Initial public offering | CIK0001838821_ARYA Sciences Acquisition Corp IV													
Common Stock Subject to Possible Redemption													
Gross proceeds								$ 149,500,000					
Initial public offering | Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV													
Common Stock Subject to Possible Redemption													
Offering costs allocated to Class													

A ordinary shares subject to possible redemption	$ (8,734,896)

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Shareholders' Deficit (Details)	Feb. 27, 2024 USD ($) shares	6 Months Ended Jun. 30, 2024 USD ($) $ / shares shares	12 Months Ended Dec. 31, 2023 USD ($) $ / shares shares	Sep. 30, 2024 $ / shares shares	Jul. 31, 2024 $ / shares shares	Jul. 30, 2024 USD ($) $ / shares shares	Mar. 31, 2024 USD ($)	Feb. 13, 2024 $ / shares	Sep. 30, 2023 USD ($)	Jun. 30, 2023 USD ($)	Feb. 28, 2023 USD ($) shares	Dec. 31, 2022 USD ($) $ / shares shares
Shareholders' Deficit												
Preferred stock, shares authorized				20,000,000								
Ordinary shares, shares authorized (in shares)			6,594,946	210,000,000		6,594,946						
Common stock, par value (in dollars per share) | $ / shares			$ 0.001	$ 0.0001		$ 0.001						
Carrying Value | $		$ 86,783,000	$ 91,469,000			$ 86,783,000			$ 91,469,000	$ 91,469,000		$ 91,469,000
Ordinary shares, shares issued (in shares)			786,510	14,535,136								
Total			779,908	14,535,136	13,387,636							
Convertible preferred stock, shares outstanding			4,939,946									
CIK0001838821_ARYA Sciences Acquisition Corp IV												
Shareholders' Deficit												
Preferred stock, shares authorized		1,000,000	1,000,000									1,000,000
Preference shares, shares issued (in shares)		0	0									0
Preference shares, shares outstanding (in shares)		0	0									0
Common stock, par value (in dollars per share) | $ / shares								$ 0.01				
Number of shares redeemed (in shares)	390,815											
Carrying Value | $	$ 4,358,804	$ 37,838,923	$ 40,475,949				$ 37,019,896					$ 151,528,894
Voting rights per share		one vote	one vote									
Stock conversion basis at time of business combination percentage		20.00%	20.00%									
Stock conversion basis at time of business combination		1	1									
Class A ordinary shares												
Shareholders' Deficit												
Common stock, par value (in dollars per share) | $ / shares					$ 0.0001							
Class A ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV												
Shareholders' Deficit												
Ordinary shares, shares authorized (in shares)		479,000,000	479,000,000									479,000,000
Common stock, par value (in dollars per share) | $ / shares		$ 0.0001	$ 0.0001					$ 0.0001				$ 0.0001
Carrying Value | $	$ 4,358,804										$ 115,071,882	
Voting rights per share		one vote	one vote									
Ordinary shares, shares issued (in shares)		3,799,016	4,189,831									15,449,000
Ordinary shares, shares outstanding (in shares)		3,799,016	4,189,831									15,449,000
Ordinary shares, shares issued (in shares)		499,000	499,000									499,000
Total		499,000	499,000									499,000
Convertible preferred stock, shares outstanding		3,300,016	3,690,831									14,950,000
Class B ordinary shares												
Shareholders' Deficit												
Common stock, par value (in dollars per share) | $ / shares					$ 0.0001							
Class B ordinary shares | CIK0001838821_ARYA Sciences Acquisition Corp IV												
Shareholders' Deficit												
Ordinary shares, shares authorized (in shares)		20,000,000	20,000,000									20,000,000
Common stock, par value (in dollars per share) | $ / shares		$ 0.0001	$ 0.0001									$ 0.0001
Ordinary shares, shares issued (in shares)		3,737,500	3,737,500									
Ordinary shares, shares issued (in shares)	3,737,500	3,737,500	3,737,500								3,737,500	3,737,500
Total	3,737,500	3,737,500	3,737,500								3,737,500	3,737,500

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Fair Value Measurements (Details) - CIK0001838821_ARYA Sciences Acquisition Corp IV - USD ($)	3 Months Ended		6 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Investments held in Trust Account					
Subscription Agreement Expense	$ 713,794	$ 0	$ 2,134,199	$ 0	
Open market subscription agreement					
Investments held in Trust Account					
Shares to be issued on Close of Transaction	219,877		219,877		
PIPE Warrants to be issued on Close of Transaction	183,493		183,493		
Non-Redemption subscription agreement					
Investments held in Trust Account					
Shares to be issued on Close of Transaction	76,681		76,681		
PIPE Warrants to be issued on Close of Transaction	166,160		166,160		
Level 1 | U.S. Treasury securities | Maximum					
Investments held in Trust Account					
Investment maturity period	185 days		185 days		185 days

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Fair Value Measurements - Determination of fair value of New Adagio Common Stock and Non-Redeeming subscription agreement shares on inception (Details) - Level 3 -	Jun. 21, 2024 $ / shares	Feb. 13, 2024 $ / shares

CIK0001838821_ARYA Sciences Acquisition Corp IV		
Fair Value Measurements		
Multiplying factor of purchase price for adjusted price per share	1.2	1.2
Base share price		
Fair Value Measurements		
Own equity measurement input		10
Base share price | Non-Redemption subscription agreement		
Fair Value Measurements		
Own equity measurement input	10	
Adjusted per Share		
Fair Value Measurements		
Own equity measurement input		8.33
Adjusted per Share | Non-Redemption subscription agreement		
Fair Value Measurements		
Own equity measurement input	8.33	
Adjusted share price		
Fair Value Measurements		
Own equity measurement input		7
Adjusted share price | Non-Redemption subscription agreement		
Fair Value Measurements		
Own equity measurement input	7.08	
Probability of closing		
Fair Value Measurements		
Own equity measurement input		0.75
Probability of closing | Non-Redemption subscription agreement		
Fair Value Measurements		
Own equity measurement input	0.95	
Estimated fair value per share at closing		
Fair Value Measurements		
Own equity measurement input		5.25
Estimated fair value per share at closing | Non-Redemption subscription agreement		
Fair Value Measurements		
Own equity measurement input	6.73	

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Fair Value Measurements - Determination of fair value of PIPE Warrants and Non-Redeeming subscription agreement warrants on inception (Details) - Level 3 - CIK0001838821_ARYA Sciences Acquisition Corp IV	Jun. 21, 2024 $ / shares M	Feb. 13, 2024 $ / shares M
Fair Value Measurements		
Multiplying factor of coverage ratio for estimated fair value per warrant	1.2	1.2
Base share price		
Fair Value Measurements		
Measurement input		7
Base share price | Non-Redemption subscription agreement		
Fair Value Measurements		
Measurement input	10	
Strike price, as defined in subscription agreement		
Fair Value Measurements		
Measurement input		10
Strike price, as defined in subscription agreement | Non-Redemption subscription agreement		
Fair Value Measurements		
Measurement input	10	
Term (Months)		
Fair Value Measurements		
Measurement input | M		12
Term (Months) | Non-Redemption subscription agreement		
Fair Value Measurements		
Measurement input | M	12	
Average volatility rate		
Fair Value Measurements		
Measurement input		0.70
Average volatility rate | Non-Redemption subscription agreement		
Fair Value Measurements		
Measurement input	0.70	
Probability of closing		
Fair Value Measurements		
Measurement input		0.75
Probability of closing | Non-Redemption subscription agreement		
Fair Value Measurements		
Measurement input	0.95	
Estimated expected warrant price		
Fair Value Measurements		
Measurement input		1.21
Estimated expected warrant price | Non-Redemption subscription agreement		
Fair Value Measurements		
Measurement input	1.25	
Estimated fair value per warrant at closing		
Fair Value Measurements		
Measurement input		1.45
Estimated fair value per warrant at closing | Non-Redemption subscription agreement		
Fair Value Measurements		
Measurement input	1.19	

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BALANCE SHEETS - USD ($)	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Feb. 27, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Feb. 28, 2023	Dec. 31, 2022	Dec. 3 2021
Assets, Current [Abstract]													
Prepaid Expense, Current	$ 2,328,000						$ 232,000						

Total current assets	35,030,000						5,185,000					
Total assets	107,196,000						6,825,000					
Liabilities, Current [Abstract]												
Accounts Payable, Current	4,419,000						3,830,000					
Accrued expenses	2,910,000						3,048,000					
Convertible notes payable, current							36,430,000					
Total current liabilities	7,919,000						47,176,000					
Total liabilities	30,635,000						47,379,000					
Commitments and Contingencies												
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023			$ 86,783,000	$ 86,783,000			91,469,000	$ 91,469,000	$ 91,469,000			$ 91,469,000
Equity, Attributable to Parent [Abstract]												
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	1,000						1,000					
Additional Paid in Capital	89,786,000						1,608,000					
Retained Earnings (Accumulated Deficit)	(13,217,000)						(133,649,000)					
Total stockholders' equity (deficit)	76,561,000	$ 72,964,000	$ (148,315,000)	(140,506,000)			(132,023,000)	$ (123,507,000)	(112,876,000)			(95,877,000)
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	$ 107,196,000						6,825,000					
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]												
Assets, Current [Abstract]												
Cash				26,058			20,191					91,049
Prepaid Expense, Current				28,463			56,547					55,400
Total current assets				54,521			76,738					146,449
Cash and investments held in Trust Account				37,938,923			40,575,949					151,628,894
Total assets				37,993,444			40,652,687					151,775,343
Liabilities, Current [Abstract]												
Accounts Payable, Current				156,536			130,524					65,892
Accrued expenses				6,569,307			9,837,703					5,994,774
Due to related party				$ 0			$ 210,000					$ 90,000
Other Liability, Current, Related Party, Type [Extensible Enumeration]				Related Party [Member]			Related Party [Member]					Related Party [Member]
Convertible notes payable, current				$ 3,616,000			$ 2,175,000					$ 120,000
Notes Payable, Current, Related Party, Type [Extensible Enumeration]				Related Party [Member]			Related Party [Member]					Related Party [Member]
Total current liabilities				$ 10,341,843			$ 12,353,227					$ 6,270,666
Deferred underwriting commissions				2,616,250			2,616,250					2,616,250
Total liabilities				12,958,093			14,969,477					8,886,916
Commitments and Contingencies												
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023				37,838,923	$ 37,019,896	$ 4,358,804	40,475,949					151,528,894
Equity, Attributable to Parent [Abstract]												
Preferred Stock, Value, Issued				0			0					
Additional Paid in Capital				412,421			0					
Retained Earnings (Accumulated Deficit)				(13,216,419)			(14,793,163)					(8,640,891)
Total stockholders' equity (deficit)				(12,803,574)	$ (14,520,932)		(14,792,739)		$ (10,247,915)	$ (10,029,063)		(8,640,467) $ (10,295,3

Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	37,993,444	40,652,687	151,775,343
Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Liabilities, Current [Abstract]			
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023		$ 4,358,804	$ 115,071,882
Equity, Attributable to Parent [Abstract]			
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	50	50	50
Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Equity, Attributable to Parent [Abstract]			
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	$ 374	$ 374	$ 374

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BALANCE SHEETS (Parenthetical) - $ / shares	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jul. 25, 2024	Jun. 30, 2024	Feb. 27, 2024	Feb. 13, 2024	Dec. 31, 2023	Feb. 28, 2023	Dec. 31, 2022
Liabilities and Equity [Abstract]										
Ordinary shares, par value (in dollars per share)								$ 0.001		
Convertible preferred stock, shares outstanding								4,939,946		
Temporary Equity, Redemption Price Per Share				$ 11.56						
Equity, Attributable to Parent [Abstract]										
Preferred Stock, Par or Stated Value Per Share	$ 0.0001	$ 0.001								
Preferred Stock, Shares Authorized	20,000,000									
Common Stock, Par or Stated Value Per Share	$ 0.0001		$ 0.001					$ 0.001		
Common Stock, Shares Authorized	210,000,000		6,594,946					6,594,946		
Common Stock, Shares, Issued	14,535,136							786,510		
Common Stock, Shares, Outstanding	14,535,136	13,387,636						779,908		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]										
Equity, Attributable to Parent [Abstract]										
Preferred Stock, Par or Stated Value Per Share					$ 0.0001			$ 0.0001		$ 0.0001
Preferred Stock, Shares Authorized					1,000,000			1,000,000		1,000,000
Preferred Stock, Shares Issued					0			0		0
Preferred Stock, Shares Outstanding					0			0		0
Common Stock, Par or Stated Value Per Share							$ 0.01			
Common Class A [Member]										
Equity, Attributable to Parent [Abstract]										
Common Stock, Par or Stated Value Per Share		$ 0.0001								
Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]										
Liabilities and Equity [Abstract]										
Ordinary shares, par value (in dollars per share)					$ 0.0001			$ 0.0001		$ 0.0001
Convertible preferred stock, shares outstanding					3,300,016			3,690,831		14,950,000
Temporary Equity, Redemption Price Per Share					$ 11.47			$ 10.97		$ 10.3
Equity, Attributable to Parent [Abstract]										
Common Stock, Par or Stated Value Per Share					$ 0.0001		0.0001	$ 0.0001		$ 0.0001
Common Stock, Shares Authorized					479,000,000			479,000,000		479,000,000
Common Stock, Shares, Issued					499,000			499,000		499,000
Common Stock, Shares, Outstanding					499,000			499,000		499,000
Common Class B [Member]										
Equity, Attributable to Parent [Abstract]										
Common Stock, Par or Stated Value Per Share		$ 0.0001								
Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]										
Equity, Attributable to Parent [Abstract]										
Preferred Stock, Par or Stated Value Per Share							$ 0.001			
Common Stock, Par or Stated Value Per Share					$ 0.0001			$ 0.0001		$ 0.0001
Common Stock, Shares Authorized					20,000,000			20,000,000		20,000,000

Common Stock, Shares, Issued			3,737,500	3,737,500	3,737,500	3,737,500 3,737,500
Common Stock, Shares, Outstanding			3,737,500	3,737,500	3,737,500	3,737,500 3,737,500

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STATEMENTS OF OPERATIONS - USD ($)	3 Months Ended		6 Months Ended		12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Operating Income (Loss) [Abstract]						
Weighted Average Number of Shares Outstanding, Diluted			779,908	758,942		
Diluted net income (loss) per share (Note 15) (in dollars per share)			$ (16.72)	$ (22.67)		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]						
Operating Income (Loss) [Abstract]						
General and Administrative Expense	$ 252,199	$ 78,851	$ 863,939	$ 1,047,448	$ 4,752,272	$ 1,009,074
Loss from operations	(252,199)	(78,851)	(863,939)	(1,047,448)	(4,752,272)	(1,009,074)
Realized Investment Gains (Losses)	486,027	460,364	997,778	1,589,210	2,618,937	2,076,558
Net income (loss)	$ 1,822,591	$ 381,513	$ 1,576,744	$ 541,762	$ (2,133,335)	$ 1,067,484
Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]						
Operating Income (Loss) [Abstract]						
Weighted Average Number of Shares Outstanding, Basic	3,799,016	3,690,831	3,922,090	7,485,358	6,071,500	15,449,000
Weighted Average Number of Shares Outstanding, Diluted	3,799,016	3,690,831	3,922,090	7,485,358	6,071,500	15,449,000
Basic net income (loss) per share (Note 15) (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06
Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]						
Operating Income (Loss) [Abstract]						
Weighted Average Number of Shares Outstanding, Basic	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500
Weighted Average Number of Shares Outstanding, Diluted	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500
Basic net income (loss) per share (Note 15) (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06

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STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT - USD ($)	Common Class A [Member] CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] Common Stock [Member]	Common Class B [Member] CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] Common Stock [Member]	CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]	Common Stock [Member]	Total
Beginning Balance at Dec. 31, 2021	$ 50	$ 374	$ (10,295,307)		
Beginning balance (in shares) at Dec. 31, 2021	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0	587,356		
Net loss	0	0	1,067,484		
Ending Balance at Dec. 31, 2022	$ 50	$ 374	(8,640,467)	$ 1,000	$ (95,877,000)
Ending balance (in shares) at Dec. 31, 2022	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0	(1,548,845)		
Net loss	0	0	160,249		
Ending Balance at Mar. 31, 2023	$ 50	$ 374	(10,029,063)		
Ending balance (in shares) at Mar. 31, 2023	499,000	3,737,500			
Beginning Balance at Dec. 31, 2022	$ 50	$ 374	(8,640,467)	1,000	(95,877,000)
Beginning balance (in shares) at Dec. 31, 2022	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss			541,762		
Ending Balance at Jun. 30, 2023	$ 50	$ 374	(10,247,915)	1,000	(112,876,000)
Ending balance (in shares) at Jun. 30, 2023	499,000	3,737,500			
Beginning Balance at Dec. 31, 2022	$ 50	$ 374	(8,640,467)	1,000	(95,877,000)
Beginning balance (in shares) at Dec. 31, 2022	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss					(27,969,000)
Ending Balance at Sep. 30, 2023				1,000	(123,507,000)
Beginning Balance at Dec. 31, 2022	$ 50	$ 374	(8,640,467)	1,000	(95,877,000)
Beginning balance (in shares) at Dec. 31, 2022	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0	(4,018,937)		
Net loss	0	0	(2,133,335)		
Ending Balance at Dec. 31, 2023	$ 50	$ 374	(14,792,739)	1,000	(132,023,000)
Ending balance (in shares) at Dec. 31, 2023	499,000	3,737,500			
Beginning Balance at Mar. 31, 2023	$ 50	$ 374	(10,029,063)		
Beginning balance (in shares) at Mar. 31, 2023	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0	(600,365)		
Net loss	0	0	381,513		
Ending Balance at Jun. 30, 2023	$ 50	$ 374	(10,247,915)	1,000	(112,876,000)
Ending balance (in shares) at Jun. 30, 2023	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss					(10,761,000)
Ending Balance at Sep. 30, 2023				1,000	(123,507,000)
Ending Balance at Dec. 31, 2023	$ 50	$ 374	(14,792,739)	1,000	(132,023,000)
Ending balance (in shares) at Dec. 31, 2023	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0	(902,751)		
Net loss	0	0	(245,847)		
Ending Balance at Mar. 31, 2024	$ 50	$ 374	(14,520,932)		
Ending balance (in shares) at Mar. 31, 2024	499,000	3,737,500			
Beginning Balance at Dec. 31, 2023	$ 50	$ 374	(14,792,739)	1,000	(132,023,000)
Beginning balance (in shares) at Dec. 31, 2023	499,000	3,737,500			

Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss			1,576,744		
Ending Balance at Jun. 30, 2024	$ 50	$ 374	(12,803,574)	1,000	(140,506,000)
Ending balance (in shares) at Jun. 30, 2024	499,000	3,737,500			
Beginning Balance at Dec. 31, 2023	$ 50	$ 374	(14,792,739)	1,000	(132,023,000)
Beginning balance (in shares) at Dec. 31, 2023	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss					(21,278,000)
Ending Balance at Jul. 30, 2024				1,000	(148,315,000)
Beginning Balance at Mar. 31, 2024	$ 50	$ 374	(14,520,932)		
Beginning balance (in shares) at Mar. 31, 2024	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Adjustment of accretion of Class A ordinary shares subject to possible redemption	$ 0	$ 0	(819,027)		
Net loss	0	0	1,822,591		
Ending Balance at Jun. 30, 2024	$ 50	$ 374	$ (12,803,574)	1,000	(140,506,000)
Ending balance (in shares) at Jun. 30, 2024	499,000	3,737,500			
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss					(8,235,000)
Ending Balance at Jul. 30, 2024				1,000	(148,315,000)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss					3,600,000
Ending Balance at Sep. 30, 2024				1,000	76,561,000
Beginning Balance at Jul. 31, 2024				1,000	72,964,000
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net loss					3,606,000
Ending Balance at Sep. 30, 2024				$ 1,000	$ 76,561,000

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STATEMENTS OF CASH FLOWS - USD ($)	3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Mar. 31, 2024	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Net Cash Provided by (Used in) Operating Activities [Abstract]							
Net Income (Loss)				$ (21,278,000)	$ (27,969,000)		
Increase (Decrease) in Operating Capital [Abstract]							
Accrued expenses				511,000	1,102,000		
Net cash used in operating activities				(15,990,000)	(18,561,000)		
Net Cash Provided by (Used in) Investing Activities [Abstract]							
Net cash used in investing activities				(368,000)	(320,000)		
Net Cash Provided by (Used in) Financing Activities [Abstract]							
Net cash provided by financing activities				15,633,000	15,297,000		
Cash and cash equivalents, at beginning of period	$ 1,383,000	$ 1,383,000	$ 5,547,000	1,383,000	5,547,000	$ 5,547,000	
Cash and cash equivalents, at end of period				35,154,000	1,981,000	1,383,000	$ 5,547,000
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Net Cash Provided by (Used in) Operating Activities [Abstract]							
Net Income (Loss)	(245,847)	1,576,744	541,762			(2,133,335)	1,067,484
Adjustments to reconcile net loss to net cash used in operating activities:							
Interest earned on cash and investments held in Trust Account		(997,778)	(1,589,210)			(2,618,937)	(2,076,558)
Increase (Decrease) in Operating Capital [Abstract]							
Prepaid expenses		28,085	(208,604)			(1,147)	313,397
Accounts payable		(26,012)	(13,717)			64,632	(107,181)
Accrued expenses		308,707	529,319			3,842,929	227,665
Due to related party		(210,000)	60,000			120,000	90,000
Net cash used in operating activities		(711,133)	(653,016)			(725,858)	(485,193)
Net Cash Provided by (Used in) Investing Activities [Abstract]							
Cash deposited in Trust Account		(724,000)	(560,000)			(1,400,000)	0
Cash withdrawn from Trust Account for redemption		(4,358,804)	(115,071,882)			115,071,882	0
Net cash used in investing activities		3,634,804	114,511,882			113,671,882	0
Net Cash Provided by (Used in) Financing Activities [Abstract]							
Proceeds from convertible promissory note - related party		1,441,000	1,140,000			2,055,000	120,000
Redemption of Class A ordinary shares	(4,358,804)	(4,358,804)	(115,071,882)			(115,071,882)	0
Offering costs paid						0	(45,000)
Net cash provided by financing activities		(2,917,804)	(113,931,882)			(113,016,882)	75,000
Net change in cash		5,867	(73,016)			(70,858)	(410,193)
Cash and cash equivalents, at beginning of period	$ 20,191	20,191	91,049	$ 20,191	$ 91,049	91,049	501,242
Cash and cash equivalents, at end of period		$ 26,058	$ 18,033			$ 20,191	$ 91,049

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Description of Organization and Business Operations	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Organization and Description of Business			

Note 1 - Description of Organization and Business Operations

Our Company

Adagio Medical Holding, Inc. (formerly known as Aja Holdco, Inc.) and its wholly-owned subsidiaries (collectively, the "Company", the "Successor") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. Legacy Adagio (as defined below) received CE Marking in Europe for its iCLAS™

Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so. The Company is headquartered in Laguna Hills, California.

On July 31, 2024 (the "Closing Date"), ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company ("ARYA"), Aja Holdco, Inc. ("ListCo"), a Delaware corporation and wholly-owned subsidiary of ARYA, Aja Merger Sub 1, a Cayman Islands exempted company and wholly-owned subsidiary of ListCo ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation and wholly-owned subsidiary of ListCo ("Company Merger Sub"), and Adagio Medical, Inc., a Delaware corporation ("Legacy Adagio", the "Predecessor"), consummated the business combination (the "Business Combination") pursuant to the terms of the Business Combination Agreement, dated February 13, 2024, by and among the foregoing parties, as amended by the Consent and Amendment No. 1 to Business Combination Agreement, dated as of June 25, 2024, by and between ARYA and Adagio (the "Business Combination Agreement").

Pursuant to the Business Combination Agreement, on the Closing Date, (i) ARYA Merger Sub merged with and into ARYA (the "ARYA Merger") and Company Merger Sub merged with and into Legacy Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with ARYA and Legacy Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Legacy Adagio becoming a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the "ARYA Merger Effective Time," the time that the Adagio Merger becomes effective being referred to as the "Adagio Merger Effective Time," the time after which both Mergers become effective being referred to as the "Closing," and the date on which the Closing occurs being referred to as the "Closing Date"), (ii) ListCo filed with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation of ListCo, and the board of directors of ListCo approved and adopt amended and restated bylaws of ListCo, and (iii) ListCo changed its name to Adagio Medical Holdings, Inc.

Refer to *Note 3- Forward Merger* for details of the Business Combination.

The Company's Common Stock (as defined below) began trading on August 1, 2024, under the symbol ADGM on the Nasdaq Capital Market (NASDAQ: ADGM).

Liquidity and Going Concern

The accompanying condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern. The Company has limited revenue and has experienced recurring operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years.

As of September 30, 2024, the Successor reported cash and cash equivalents of $28.3 million, and an accumulated deficit of $13.2 million. For the period from July 31, 2024 to September 30, 2024 (Successor), from January 1, 2024 to July 30, 2024 (Predecessor), and the nine months ended September 30, 2023 (Predecessor), net income (loss) was $3.6 million, $(21.3) million, and $(28.0) million, respectively. The net cash used in operating activities was $6.4 million, $16.0 million, and $18.6 million, respectively.

Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) negotiate other cash equity or debt financing in the short-term, (ii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market, and (iii) execute cost-cutting measures to manage cash burn. However, there can

be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, Legacy Adagio approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, Legacy Adagio initiated a reduction in its workforce of 20 employees, representing approximately 19% of Legacy Adagio's employees, which was completed on December 15, 2023. Legacy Adagio made no payment for severance or related benefit costs. Legacy Adagio made no payment of retention bonuses.

CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]

Organization and Description of Business

Note 1 — Description of Organization and Business Operations

ARYA Sciences Acquisition Corp IV (the "Company" or "ARYA") was incorporated as a Cayman Islands exempted company on August 24, 2020. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the "Business Combination"). The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies.

All activity for the period from August 24, 2020 (inception) through June 30, 2024 was related to the Company's formation and initial public offering (the "Initial Public Offering") described below, and since the Initial Public Offering, the search for a prospective initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of income earned on investments or cash held in the Trust Account (as defined below) from the proceeds derived from the Initial Public Offering.

The Company has one wholly owned subsidiary, Aja Holdco, Inc., a Delaware corporation ("ListCo" or "HoldCo"), formed on December 19, 2023 and ARYA Merger Sub, a Cayman Islands exempted company ("ARYA Merger Sub") formed on December 18, 2023.

The Company's sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted company (the "Sponsor"). The registration statement for the Company's Initial Public Offering was declared effective on February 25, 2021. On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Class A ordinary shares (the "Public Shares"), including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions (see Note 5). On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination (the "Waiver"). In connection with the Waiver, the underwriter also agreed that (i) the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination.

Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement ("Private Placement") of 499,000 Class A ordinary shares (the "Private Placement Shares"), at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million (see Note 4).

Upon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds of the Private Placement were placed in a trust account (the "Trust Account"), located in the United States, with Continental Stock Transfer & Trust Company acting as trustee, and were invested only in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act of 1940, as amended (the "Investment Company Act"), having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations, until the earlier of (i) the completion of a Business Combination and (ii) the distribution of the Trust Account as described below. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described below. For more information on the partial liquidation of the Trust Account in connection with the adoption of the First Extension Amendment Proposal and the related redemption of Class A ordinary shares, see below.

The Company's management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally
toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the amount of deferred underwriting commissions and taxes

Note 1 — Description of Organization and Business Operations

ARYA Sciences Acquisition Corp IV (the "Company") was incorporated as a Cayman Islands exempted company on August 24, 2020. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the "Business Combination"). The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies.

All activity for the period from August 24, 2020 (inception) through December 31, 2023 was related to the Company's formation and initial public offering (the "Initial Public Offering") described below, and since the Initial Public Offering, the search for a prospective initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of income earned on investments or cash held in the Trust Account (as defined below) from the proceeds derived from the Initial Public Offering.

The Company's sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted limited company (the "Sponsor"). The registration statement for the Company's Initial Public Offering was declared effective on February 25, 2021. On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Class A ordinary shares (the "Public Shares"), including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions (see Note 5). On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i) this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other

payable on the interest earned on the Trust Account) at the time of the signing of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act.

The Company will provide the holders (the "Public Shareholders") of Public Shares, with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be $10.00 per Public Share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay income taxes). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters of its Initial Public Offering (as discussed in Note 5).

These Public Shares are classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). In such case, the Company will proceed with a Business Combination if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering and subsequently amended in connection with the adoption of First Extension Amendment Proposal and Second Extension Amendment Proposal described below (as amended from time to time, the "Amended and Restated Memorandum and Articles of Association"), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 4) and any Public Shares they hold in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination.

Notwithstanding the foregoing, if the Company seeks shareholder approval of its Business Combination and does not conduct redemptions in connection with its Business Combination pursuant to the tender offer rules, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a "group" (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the Class A ordinary shares, without the prior consent of the Company.

The Company's Sponsor, officers and directors (the "initial shareholders") agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a) that would modify the substance or timing of the Company's obligation to provide holders of its Public Shares the right to have their shares redeemed in connection with a Business Combination or to redeem 100% of the Public Shares if the Company does not complete its Business Combination within the time period during which the Company is required to consummate a Business Combination pursuant to the Amended and Restated Memorandum and Articles of Association (the "Business Combination Period"), or (b) with respect to any other provision relating to the rights of Public Shareholders, unless the Company provides the Public Shareholders with the opportunity to redeem their Class A ordinary shares in conjunction with any such amendment.

If the Company has not completed a Business Combination within the Business Combination Period, the Company will (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any (less up to $100,000 of interest to pay dissolution expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish Public Shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and its board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii) to the Company's obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.

The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares and Private Placement Shares held by them if the Company fails to complete a Business Combination within the Business Combination Period. However, if the initial shareholders acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Business Combination Period. The underwriters of the Initial Public Offering agreed to waive their rights to their deferred underwriting commissions (see Note 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Business Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00 per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Company's tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Company's independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination.

Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement ("Private Placement") of 499,000 Class A ordinary shares (the "Private Placement Shares"), at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million (see Note 4).

Upon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds of the Private Placement were placed in a trust account (the "Trust Account"), located in the United States, with Continental Stock Transfer & Trust Company acting as trustee, and were invested only in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act of 1940, as amended (the "Investment Company Act") having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations, until the earlier of (i) the completion of a Business Combination and (ii) the distribution of the Trust Account as described below. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described below. For more information on the partial liquidation of the Trust Account in connection with the adoption of the Extension Amendment Proposal and the related redemption of Class A ordinary shares, see below.

The Company's management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the amount of deferred underwriting commissions and taxes payable on the interest earned on the Trust Account) at the time of the signing of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act.

The Company will provide the holders (the "Public Shareholders") of Public Shares, with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be $10.00 per Public Share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay income taxes). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters (as discussed in Note 5).

These Public Shares are classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). In such case, the Company will proceed with a Business Combination if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering and subsequently amended in connection with the adoption of Extension Amendment Proposal described below (as amended from time to time, the "Amended and Restated Memorandum and Articles of Association"), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 4) and any Public Shares they hold in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination.

Notwithstanding the foregoing, if the Company seeks shareholder approval of its Business Combination and does not conduct redemptions in connection with its Business Combination pursuant to the tender offer rules, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a "group" (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the Class A ordinary shares, without the prior consent of the Company.

The Company's Sponsor, officers and directors (the "initial shareholders") agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a) that would modify the substance or timing of the Company's obligation to provide holders of its Public Shares the right to have their shares redeemed in connection with a Business Combination or to redeem 100% of the Public Shares if the Company does not complete its Business Combination within the time period during which the Company is required to consummate a Business Combination pursuant to the Amended and Restated Memorandum and Articles of Association (the "Business Combination Period"), or (b) with respect to any other provision relating to the rights of Public Shareholders, unless the Company provides the Public Shareholders with the opportunity to redeem their Class A ordinary shares in conjunction with any such amendment.

If the Company has not completed a Business Combination within the Business Combination Period, the Company will (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any (less up to $100,000 of interest to pay dissolution expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish Public Shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and its board of directors, liquidate and dissolve, subject in the case

to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor's only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Company's officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.

On February 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the "Termination Date") by which the Company has to consummate a Business Combination from March 2, 2023 (the "Original Termination Date") to June 2, 2023 (the "Previous Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to nine times by an additional one month each time after the Previous Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2024 or a total of up to thirty-six months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (the "First Extension Amendment Proposal"). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000 in exchange for the Second Convertible Promissory Note (as defined below). In connection with any subsequent optional monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 per month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 28, 2023.

The Company approved one-month extensions on June 2, 2023, July 2, 2023, August 2, 2023, September 2, 2023, October 2, 2023, November 2, 2023, December 2, 2023, January 2, 2024 and February 2, 2024. In connection with the extensions on June 2, 2023, July 2, 2023, August 2, 2023, and September 2, 2023, the Company drew an aggregate amount of $560,000 from the Second Convertible Promissory Note in the principal amount of up to $1,680,000. In connection with the extensions on October 2, 2023, November 2, 2023 and December 2, 2023, January 2, 2024 and February 2, 2024, the Company drew an aggregate amount of $900,000 from the Third Promissory Note (as defined below). The Company also drew additional funds under the Second Convertible Promissory Note and the Third Promissory Note in view of funding the Company's ongoing working capital (for more information see Note 4).

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the First Extension Amendment Proposal. On February 28, 2023, the First Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the First Extension Amendment Proposal, the Company has 4,189,831 Class A ordinary shares, including 3,690,831 Public Shares and 499,000 Private Placement Shares, and 3,737,500 Class B ordinary shares issued and outstanding. See below for more information on additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following March 2, 2024.

On February 27, 2024, the Company held an extraordinary general meeting of shareholders to approve an amendment to the Company's Amended and Restated Memorandum and Articles of Association to extend the Termination Date by which the Company has to consummate a Business Combination from March 2, 2024 (the "Previous Termination Date") to April 2, 2024 (the "Articles Extension Date") and to allow the Company without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025, or a total of up to twelve months after the Previous Termination Date, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). The Sponsor agreed that if the Second Extension Amendment Proposal (as defined below) was approved, it or one or more of its affiliates, members or third-party designees (the "Lender") will contribute to the Company as a loan $111,000 to be deposited into the Trust Account. In addition, in the event the Company does not consummate a Business Combination by the Articles Extension Date, the Lender will contribute to the Company as a loan for an aggregate deposit of up to $1,221,000 in eleven equal installments to be deposited into the Trust Account for each of the eleven one-month optional extensions following the Articles Extension Date. On February 9, 2024, the Company drew on the unsecured convertible promissory note, dated February 8, 2024, by and between the Company and the Sponsor (the "Fourth Convertible Promissory Note") in order to fund the $111,000 monthly deposits into the Trust Account and the Sponsor has the option to convert any amounts outstanding under the Fourth Convertible Promissory Note into Class A ordinary shares, at a conversion price equal to $10.00 per share, in connection with a Business Combination.

On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares). For more information on the extensions that were approved to extend the Business Combination Period beyond April 2, 2024, see Note 9.

On February 26, 2024, the Company received a notice from the staff of the Listing Qualifications Department (the "Listing Department") of The Nasdaq Stock Market LLC ("Nasdaq") indicating that, unless the Company timely requested a hearing (the "Hearing") before the Nasdaq Hearings Panel (the "Panel"), trading of the Company's securities on The Nasdaq Capital Market would be suspended at the opening of business on March 6, 2024, due to the Company's noncompliance with Nasdaq IM-5101-2, which requires that a special purpose acquisition company complete one or more business combinations within 36 months of the effectiveness of its Initial Public Offering registration statement. The Company timely requested the Hearing before the Panel to request sufficient time to complete the Company's previously disclosed Proposed Adagio Business Combination. Subsequently, on March 26, 2024, the Company received an additional and separate notice from the staff of the Listing Department of Nasdaq formally notifying the Company that the deficiency under Nasdaq Listing Rule 5620(a) requiring the Company to hold an annual meeting of shareholders within twelve months of its fiscal year ended December 21, 2022, serves as an additional and separate basis for delisting. The Panel considered both matters at the hearing that was held on April 25, 2024. On May 13, 2024, the Panel issued written notice of its decision to grant the Company's request for an exception to its listing deficiencies until August 23, 2024 in light of the progress the Company has made toward closing the Proposed Adagio Business Combination. The Panel advised the Company that August 23, 2024 represents the full extent of the Panel's discretion to grant continued listing while the Company is non-compliant with the Nasdaq's Listing Rules. There can be no assurance that the Company will be able to satisfy Nasdaq's continued listing requirements,
obtain a favorable determination of the Panel on the Company's ability to remain listed on The Nasdaq Capital Market and maintain compliance with other Nasdaq listing requirements prior to or following the consummation of a Business Combination.

On April 2, 2024, the Company approved the first one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to May 2, 2024,

of clauses (ii) and (iii) to the Company's obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.

The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares and Private Placement Shares held by them if the Company fails to complete a Business Combination within the Business Combination Period. However, if the initial shareholders acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Business Combination Period. The underwriters agreed to waive their rights to their deferred underwriting commissions (see Note 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Business Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00 per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Company's tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Company's independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor's only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Company's officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.

On February 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the "Termination Date") by which the Company has to consummate a Business Combination from March 2, 2023 (the "Original Termination Date") to June 2, 2023 (the "Previous Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to nine times by an additional one month each time after the Previous Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2024 or a total of up to thirty-six months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (see Note 9) (the "Extension Amendment Proposal"). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000 in exchange for the Second Convertible Promissory Note (as defined below). In connection with any subsequent optional monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 per month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 28, 2023.

The Company approved one-month extensions on June 2, 2023, July 2, 2023, August 2, 2023, September 2, 2023, October 2, 2023, November 2, 2023 and December 2, 2023. In connection with the extensions on June 2, 2023, July 2, 2023, August 2, 2023, and September 2, 2023, the Company drew an aggregate amount of $560,000 from the Second Convertible Promissory Note in the principal amount of up to $1,680,000. In connection with the extensions on October 2, 2023, November 2, 2023 and December 2, 2023, the Company drew an aggregate amount of $420,000 from the Third Promissory Note (as defined below). The Company also drew additional funds under the Second Convertible Promissory Note and the Third Promissory Note in view of funding the Company's ongoing working capital (for more information see Note 4).

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Extension Amendment Proposal. On February 28, 2023, the Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the Extension Amendment Proposal, the Company has 4,189,831 Class A ordinary shares, including 3,690,831 Public Shares and 499,000 Private Placement Shares, and 3,737,500 Class B ordinary shares issued and outstanding. See "Note 9 – Subsequent Events" for more information on (i) additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following March 2, 2024, and (ii) additional draws under the Third Promissory Note to fund additional one-month extensions that were approved subsequently to the date of financial statements included herein on January 2, 2024 and February 2, 2024.

Going Concern

As of December 31, 2023, the Company had $20,191 in its operating bank account and working capital deficit of $12,276,486.

The Company's liquidity needs to date have been satisfied through a contribution of $25,000 from Sponsor to cover for certain expenses in exchange for the issuance of the Founder Shares, the loan of approximately $161,000 from the Sponsor pursuant to the Note (as defined in Note 4), the proceeds from the consummation of the Private Placement not held in the Trust Account, the First Convertible Promissory Note and the Second Convertible Promissory Note. The Company fully repaid the Note upon closing of the Initial Public Offering. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, provide the Company Working Capital Loans (as defined in Note 4). As of December 31, 2023 and 2022, there were $2,175,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, Second Convertible Promissory Note and Third Convertible Promissory Note (see Note 4 for additional information).

The Company cannot provide any assurance that new financing along the lines detailed above will be available to it on commercially acceptable terms, if at all. Further, the Company has until the end of the Business Combination Period to consummate a Business Combination, but the Company cannot provide assurance that it will be able to consummate a Business Combination by that date. If a Business Combination is not consummated by the required date, there will be a mandatory liquidation and subsequent dissolution. In connection with the Company's assessment of going concern considerations in accordance with FASB ASC Topic 205-40, "Basis of Presentation - Going Concern," management has

the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account.

On May 2, 2024, the Company approved the second one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to June 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account. The Company also drew $74,000 under the Fourth Convertible Promissory Note for general working capital purposes.

On June 2, 2024, the Company approved the third one-month extension of the time period during which it may consummate an initial business combination (such time period, the "Business Combination Period"). In connection with this extension of the Business Combination Period to July 2, 2024 (the "Extension"), the Company drew an aggregate of $111,000 (the "Extension Funds") from the unsecured promissory note in the principal amount of up to $1,000,000 (the "Fourth Convertible Promissory Note"), dated February 8, 2024, by and between the Company and ARYA Sciences Holdings IV (the "Sponsor"). As provided for in the Company's amended and restated memorandum and articles of association (as amended, the "A&R Memorandum and Articles of Association"), the Company will deposit the Extension Funds into the trust account that was established by the Company in connection with its initial public offering (the "Trust Account"). The Company also drew $53,000 under the Fourth Convertible Promissory Note and $11,000 from the unsecured promissory note in the principal amount of $1,680,000, dated February 8, 2023, by and between the Company and the Sponsor for general working capital purposes (as amended on February 14, 2024, the "Second Convertible Promissory Note").

On June 28, 2024,the Company issued an unsecured convertible promissory note (the "Fifth Convertible Promissory Note") to the Sponsor, pursuant to which the Company may borrow $150,000 (the "Working Capital Loan") from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Company's amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsor's discretion, be converted into the Company's Class A ordinary shares, par value $0.0001 per share (the "Working Capital Shares"), at a conversion price equal to $10.00 per Working Capital Share.

Going Concern

As of June 30, 2024, the Company had $26,058 in its operating bank account and a working capital deficit of $10,287,324.

As of June 30, 2024, there was $120,000 of borrowings outstanding under the First Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $1,585,000 was drawn under the Second Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $900,000 and $470,000, was drawn under the Third Promissory Note, respectively. As of June 30, 2024 and December 31, 2023, $540,000 and $0, was drawn under the Fourth Convertible Promissory Note, respectively.

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with Adagio Medical Inc. and Aja HoldCo Inc. ("ListCo") (the "Closing") (see Note 5). As of July 31, 2024, substantial doubt about the Company's ability to continue as a going concern was alleviated due to the closing of a business combination.

Risks and Uncertainties

Results of operations and the Company's ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Company's business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Company's business and its ability to complete an initial Business Combination.

determined that the working capital deficit and mandatory liquidation and subsequent dissolution raises substantial doubt about the Company's ability to continue as a going concern until the earlier of the consummation of the Business Combination or the date the Company is required to liquidate. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern. The Company intends to complete its initial Business Combination before the mandatory liquidation date; however, there can be no assurance that the Company will be able to consummate any Business Combination by the end of the Business Combination Period. No adjustments have been made to the carrying amounts of assets and liabilities should the Company be required to liquidate after the end of the Business Combination Period, nor do these financial statements include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Risks and Uncertainties

Results of operations and the Company's ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Company's business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Company's business and its ability to complete an initial Business Combination.

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Summary of Significant Accounting Policies	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Summary of Significant Accounting Policies	**Note 2 — Summary of Significant Accounting Policies**	**Note 2 — Summary of Significant Accounting Policies**

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("GAAP") for financial information and pursuant to the rules and regulations of the SEC. Accordingly, certain disclosures included in the annual financial statements have been consolidated condensed or omitted from these unaudited consolidated condensed financial statements as they are not required for interim financial statements. In the opinion of management, the unaudited consolidated condensed financial statements reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the balances and results for the periods presented. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected through December 31, 2024 or any future periods.

The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K filed by the Company with the SEC on March 29, 2024.

Principles of Consolidation

The accompanying unaudited consolidated condensed financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the SEC.

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's unaudited consolidated condensed financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of June 30, 2024 and December 31, 2023.

Use of Estimates

The preparation of unaudited consolidated condensed financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from those estimates.

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying consolidated condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1).

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of June 30, 2024 and December 31, 2023, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. The fair value of investments held in Trust Account was determined using quoted prices in active markets.

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of June 30, 2024 and December 31, 2023, 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of June 30, 2024 and December 31, 2023. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of June 30, 2024 and December 31, 2023, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's unaudited consolidated condensed financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Net Income Per Ordinary Share

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2023. As of December 31, 2022, the Company had no cash equivalents, aside from the cash maintained in the Trust Account (see Note 8).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of December 31, 2023 and 2022, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. As of December 31, 2022, the Company's investments held in Trust Account were comprised of investments in U.S. Treasury securities with an original maturity of 185 days or less and were recognized at fair value. The fair value of investments held in Trust Account was determined using quoted prices in active markets. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2023 and 2022, 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023 and 2022. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of December 31, 2023 and 2022, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income per ordinary share is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	For the Three Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,313,094	$1,291,832	$ 189,558	$ 191,955
Denominator:				
Basic and diluted weighted average shares outstanding	3,799,016	3,737,500	3,690,831	3,737,500
Basic and diluted net income per ordinary share	$ 0.24	$ 0.24	$ 0.05	$ 0.05

	For the Six Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,207,966	$1,151,113	$ 361,341	$ 180,421
Denominator:				
Basic and diluted weighted average shares outstanding	3,922,090	3,737,500	7,485,358	3,737,500
Basic and diluted net income per ordinary share	$ 0.21	$ 0.21	$ 0.05	$ 0.05

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

Net (Loss) Income Per Ordinary Share

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net (loss) income per ordinary share is computed by dividing net (loss) income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	December 31,			
	2023		2022	
	Class A	Class B	Class A	Class B
Basic and diluted net (loss) income per ordinary share				
Numerator:				
Allocation of net (loss) income, as adjusted	$(1,320,475)	$ (812,860)	$ 859,540	$ 207,944
Denominator:				
Basic and diluted weighted average shares outstanding	6,071,500	3,737,500	15,449,000	3,737,500
Basic and diluted net (loss) income per ordinary share	$ (0.22)	$ (0.22)	$ 0.06	$ 0.06

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's financial statements.

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Initial Public Offering	**6 Months Ended Jun. 30, 2024**	**12 Months Ended Dec. 31, 2023**
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Initial Public Offering	**Note 3 — Initial Public Offering**	**Note 3 — Initial Public Offering**

On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Public Shares, including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions. For more information on the Waiver related to a portion of the deferred underwriting commissions that the Company received on August 8, 2022 and the partial liquidation of the Trust Account in connection with the adoption of the First Extension Amendment Proposal, the Second Extension Amendment Proposal and the related redemptions of Class A ordinary shares, also see Note 1 above.

On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Public Shares, including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions. For more information on the waiver related to a portion of the deferred underwriting commissions that the Company received on August 8, 2022 and the partial liquidation of the Trust Account in connection with the adoption of the Extension Amendment Proposal and the related redemption of Class A ordinary shares, also see Note 1 above.

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Related Party Transactions	**6 Months Ended Jun. 30, 2024**	**9 Months Ended Sep. 30, 2024**	**12 Months Ended Dec. 31, 2023**
Related Party Transactions Disclosure [Text Block]		**Note 17 - Related Party Transactions**	

Shared Services Agreement

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), from July 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), the Company incurred $0.9 million, $0.2 million, $0.1 million, $0.4 million and $1.0 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive income (loss).

Laguna Hills Sublease (Predecessor)

In addition to the Shared Services Agreement, Legacy Adagio also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023, Legacy Adagio incurred $25.5 thousand, $25.5 thousand, $76.4 thousand of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 11- Operating Leases* for further detail.

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio issued a $0.5 million convertible promissory

note to Fjordinvest, LLC ("Fjordinvest"), a company owned and operated by the Legacy Adagio's CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 9-Debt* for additional information regarding the October 2022 Convertible Notes.

Convertible Securities Notes (Successor)

In connection with the Business Combination and the Convertible Securities Notes agreement, the Company issued a $7.0 million Convertible Securities Notes to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of the February 2024 Convertible Notes. Refer to *Note 9-Debt* for additional information regarding the Convertible Securities Notes.

PIPE Financing (Successor)

In connection with the Business Combination and the PIPE Financing, the Company issued 4,372,607 shares of the Company's Common Stock and 3,540,000 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of Bridge Financing Notes. Refer to *Note 9- Debt* for additional information regarding the Convertible Securities Notes.

Further, in connection with the PIPE Financing, the Company issued 2,250,352 shares of the Company's Common Stock and 1,905,069 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's additional cash investment of approximately $15.9 million in the Company.

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Related Party Transactions Disclosure [Text Block]

Note 4 – Related Party Transactions

Founder Shares

On January 4, 2021, the Sponsor paid $25,000 to cover for certain expenses on behalf of the Company in exchange for issuance of 3,737,500 Class B ordinary shares, par value $0.0001 (the "Founder Shares"). In February 2021, the Sponsor transferred an aggregate of 90,000 Founder Shares to the Company's independent directors. The Sponsor agreed to forfeit up to 487,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters, so that the Founder Shares would represent 20.0% of the Company's issued and outstanding ordinary shares (excluding the Private Placement Shares) after the Initial Public Offering. The underwriters fully exercised the over-allotment option on March 2, 2021; thus, these 487,500 Founder Shares were no longer subject to forfeiture.

The initial shareholders agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of (A) one year after the completion of the initial Business Combination and (B) subsequent to the initial Business Combination, (x) if the closing price of the Company's Class A ordinary shares equals or exceeds $12.00 per share (as adjusted for share sub-divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, share exchange, reorganization or other similar transaction that results in all of the Public Shareholders having the right to exchange their ordinary shares for cash, securities or other property. For more information on how the transfer restrictions will be amended in connection with the Proposed Adagio Business Combination (as defined below) and the execution of the Investor Rights Agreement (as defined below), also see Note 5.

Private Placement Shares

Simultaneously with the closing of the Initial Public Offering, the Company consummated the Private Placement of 499,000 Private Placement Shares, at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million.

The Private Placement Shares are not transferable or salable until 30 days after the completion of the initial Business Combination. Certain proceeds from the Private Placement Shares have been added to the proceeds from the Initial Public Offering held in the Trust Account.

The Sponsor and the Company's officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Shares until 30 days after the completion of the initial Business Combination.

Related Party Loans

On March 2, 2021, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover for expenses related to the Initial Public Offering pursuant to a promissory note (the "Note") and the Company subsequently reclassified the outstanding amount due to the Sponsor as borrowing under the Note. This loan was non-interest bearing and payable upon the completion of the Initial Public Offering. The Company borrowed approximately $161,000 under the Note and fully repaid the Note upon closing of the Initial Public Offering. Subsequent to the repayment, the loan facility was no longer available to the Company.

In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company may repay any Working Capital Loans that may have been extended to the Company by the Sponsor, affiliates of the Sponsor, or the Company's officers

Note 4 — Related Party Transactions

Founder Shares

On January 4, 2021, the Sponsor paid $25,000 to cover for certain expenses on behalf of the Company in exchange for issuance of 3,737,500 Class B ordinary shares, par value $0.0001 (the "Founder Shares"). In February 2021, the Sponsor transferred an aggregate of 90,000 Founder Shares to the Company's independent directors. The Sponsor agreed to forfeit up to 487,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters, so that the Founder Shares would represent 20.0% of the Company's issued and outstanding ordinary shares (excluding the Private Placement Shares) after the Initial Public Offering. The underwriters fully exercised the over-allotment option on March 2, 2021; thus, these 487,500 Founder Shares were no longer subject to forfeiture.

The initial shareholders agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of (A) one year after the completion of the initial Business Combination and (B) subsequent to the initial Business Combination, (x) if the closing price of the Company's Class A ordinary shares equals or exceeds $12.00 per share (as adjusted for share sub-divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, share exchange, reorganization or other similar transaction that results in all of the Public Shareholders having the right to exchange their ordinary shares for cash, securities or other property.

Private Placement Shares

Simultaneously with the closing of the Initial Public Offering, the Company consummated the Private Placement of 499,000 Private Placement Shares, at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million.

and directors out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans may be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of the proceeds held outside the Trust Account to repay any Working Capital Loans but no proceeds held in the Trust Account would be used to repay such Working Capital Loans. Except for the terms of the First Convertible Promissory Note, the Second Convertible Promissory Note, the Third Promissory Note and the Fourth Convertible Promissory Note, each as further described below, the terms of such Working Capital Loans have not been determined and no written agreements exist with respect to any other loans between the Company and the Sponsor, affiliates of the Sponsor, or the Company's officers and directors. The Working Capital Loans would either be repaid upon the consummation of a Business Combination, without interest, or, at the lenders' discretion, up to $1.5 million of such Working Capital Loans may be convertible into shares of the post Business Combination entity at a price of $10.00 per share. The shares would be identical to the Private Placement Shares. Except as described below, as of June 30, 2024 and December 31, 2023, the Company had no other outstanding borrowings under Working Capital Loans.

On November 7, 2022, the Company issued an unsecured convertible promissory note (the "First Convertible Promissory Note") to the Sponsor, pursuant to which the Company borrowed $120,000 (the "First Convertible Working Capital Loan") from the Sponsor for general corporate purposes. Such loan may, at the Sponsor's discretion, be converted into Class A ordinary shares, par value $0.0001 per share, of the Company (the "Working Capital Shares") at a conversion price equal to $10.00 per Working Capital Share. The terms of the Working Capital Shares will be identical to those of the Private Placement Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of a Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute "Registrable Securities" pursuant to that certain Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Registration and Shareholders Rights Agreement"). Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement, dated February 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Letter Agreement"). As of June 30, 2024 and December 31, 2023, there were $120,000 of borrowings outstanding under the First Convertible Promissory Note.

On February 28, 2023, the Company issued a non-interest bearing, unsecured convertible promissory note to the Sponsor in connection with the First Extension Amendment Proposal, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its Amended and Restated Memorandum and Articles of Association (as amended following the adoption of the First Extension Amendment Proposal at the Company's extraordinary general meeting of shareholders on February 28, 2023) and following the request of the Sponsor in connection with an optional monthly extension of the time period during which the Company may consummate a Business Combination (the "Second Convertible Promissory Note"). Up to $1,380,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. This working capital loan outstanding pursuant to the Second Convertible Promissory Note (the "Second Working Capital Loan") will not bear any interest and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute "Registrable Securities" pursuant the Registration and Shareholders Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement.

On April 18, 2023, June 2, 2023, July 6, 2023, August 2, 2023 and September 5, 2023, the Company withdrew an additional $400,000, $140,000, $140,000, $140,000 and $165,000, respectively, from the Second Convertible Promissory Note (see Note 1). As of June 30, 2024 and December 31, 2023, $1,585,000 were drawn under the Second Convertible Promissory Note.

On September 27, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Promissory Note"), pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a business combination in accordance with the Company's amended and restated memorandum and articles of association, as amended during the shareholder meeting on February 28, 2023. This working capital loan outstanding pursuant to the Third Promissory Note (the "Third Working Capital Loan") will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Third Promissory Note). On October 2, 2023, November 2, 2023 and December 2, 2023, the Company approved the fifth, sixth and seventh one-month extension of the Business Combination Period, respectively. In connection with such extensions of the Business Combination Period to January 2, 2024, the Company drew an aggregate amount of $420,000 from the Third Promissory Note. As provided for in the Company's amended and restated memorandum and articles of association, the Company deposited the extension funds into the trust account that was established by the Company in connection with its Initial Public Offering. The Company also drew an aggregate of $50,000 under the Third Promissory Note for working capital purposes. As of June 30, 2024, $900,000 was drawn under the Third Promissory Note.

On February 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the "Fourth Convertible Promissory Note"), pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund the monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the "Fourth Working Capital Loan") in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Convertible Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Convertible Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Convertible Promissory Note will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by Section 4(a)(2) of the Securities Act. As of June 30, 2024, $540,000 was drawn under the Fourth Convertible Promissory Note.

On February 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination. On February 13, 2024, the Company and the Sponsor also amended and restated the Third Promissory Note to provide that the total principal amount loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination.

The Private Placement Shares are not transferable or salable until 30 days after the completion of the initial Business Combination. Certain proceeds from the Private Placement Shares have been added to the proceeds from the Initial Public Offering held in the Trust Account.

The Sponsor and the Company's officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Shares until 30 days after the completion of the initial Business Combination.

Related Party Loans

On March 2, 2021, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover for expenses related to the Initial Public Offering pursuant to a promissory note (the "Note") and the Company subsequently reclassified the outstanding amount due to the Sponsor as borrowing under the Note. This loan was non-interest bearing and payable upon the completion of the Initial Public Offering. The Company borrowed approximately $161,000 under the Note and fully repaid the Note upon closing of the Initial Public Offering. Subsequent to the repayment, the loan facility was no longer available to the Company.

In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company may repay any Working Capital Loans that may have been extended to the Company by the Sponsor, affiliates of the Sponsor, or the Company's officers and directors out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans may be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of the proceeds held outside the Trust Account to repay any Working Capital Loans but no proceeds held in the Trust Account would be used to repay such Working Capital Loans. Except for the terms of the First Convertible Promissory Note, the Second Convertible Promissory Note and the Third Promissory Note, each as further described below, the terms of such Working Capital Loans have not been determined and no written agreements exist with respect to any other loans between the Company and the Sponsor, affiliates of the Sponsor, or the Company's officers and directors. The Working Capital Loans would either be repaid upon the consummation of a Business Combination, without interest, or, at the lenders' discretion, up to $1.5 million of such Working Capital Loans may be convertible into shares of the post Business Combination entity at a price of $10.00 per share. The shares would be identical to the Private Placement Shares. Except as described below, as of December 31, 2023 and 2022, the Company had no other outstanding borrowings under Working Capital Loans.

On November 7, 2022, the Company issued an unsecured convertible promissory note (the "First Convertible Promissory Note") to the Sponsor, pursuant to which the Company borrowed $120,000 (the "First Convertible Working Capital Loan") from the Sponsor for general corporate purposes. Such loan may, at the Sponsor's discretion, be converted into Class A ordinary shares, par value $0.0001 per share, of the Company (the "Working Capital Shares") at a conversion price equal to $10.00 per Working Capital Share. The terms of the Working Capital Shares will be identical to those of the Private Placement Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of a Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute "Registrable Securities" pursuant to that certain Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Registration and Shareholders Rights Agreement"). Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement, dated February 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Letter Agreement"). As of December 31, 2023 and 2022, there were $120,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, respectively.

On February 28, 2023, the Company issued a non-interest bearing, unsecured convertible promissory note to the Sponsor in connection with the Extension Amendment Proposal, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its Amended and Restated Memorandum and Articles of Association (as amended following the adoption of the Extension Amendment Proposal at the Company's extraordinary general meeting of shareholders on February 28, 2023) and following the request of the Sponsor in connection with an optional monthly extension of the time period during which the Company may consummate a Business Combination (the "Second Convertible Promissory Note"). Up to $1,380,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. This working capital loan outstanding pursuant to the Second Convertible Promissory Note (the "Second Working Capital Loan") will not bear any interest, and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute "Registrable Securities" pursuant the Registration and Shareholders Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. See Note 9 for information on the amendment to the Second Promissory Note that was adopted in connection with a proposed Business Combination.

On April 18, 2023, June 2, 2023, July 6, 2023, August 2, 2023 and September 5, 2023, the Company withdrew an additional $400,000, $140,000, $140,000, $140,000 and $165,000, respectively, from the Second Convertible Promissory Note (see Note 1). As of December 31, 2023 and 2022, $1,585,000 and $0, respectively, were drawn under the Second Convertible Promissory Note.

On September 27, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Promissory Note"), pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a business combination in accordance with the Company's amended and restated memorandum and articles of association, as amended during the shareholder meeting on February 28, 2023. This working capital loan outstanding pursuant to the Third Promissory Note (the "Third Working Capital Loan") will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default. On October 2, 2023, November 2, 2023 and December 2, 2023, the Company approved the fifth, sixth and seventh one-month extension of the Business Combination Period, respectively. In connection with such extensions of the Business Combination Period to January 2, 2024, the Company drew an aggregate amount of $420,000 from the Third Promissory Note. As provided for in the Company's amended and restated memorandum and articles of association, the Company deposited the extension funds into the trust account that was established by the Company in connection with its Initial Public Offering. The Company also drew an aggregate of $50,000 under the Third Promissory Note for working capital purposes. As of December 31, 2023, $470,000 was drawn under the Third Promissory Note. See Note 9 for information on the amendment to the Third Promissory Note that was adopted in connection with a proposed Business Combination and for information on the Fourth Promissory Note (as defined below) that was adopted subsequently to date of the financial statements included herein.

Administrative Support Agreement

Commencing on the date that the Company's registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Company's liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 per month. The Company incurred approximately $120,000 and $120,000 in general and administrative expenses in the accompanying

On June 28, 2024,the Company issued an unsecured convertible promissory note (the "Fifth Convertible Promissory Note") to the Sponsor, pursuant to which the Company may borrow $150,000 (the "Working Capital Loan") from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Company's amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsor's discretion, be converted into the Company's Class A ordinary shares, par value $0.0001 per share (the "Working Capital Shares"), at a conversion price equal to $10.00 per Working Capital Share.

Upon the closing of the Business Combination on July 31, 2024 (see Note 5), all issued and outstanding First, Second, Third, Fourth and Fifth Convertible Promissory notes (discussed above and collectively referred to as the "Convertible Notes"), including any accrued and unpaid interest thereon, were fully converted into shares of New Adagio common stock and, or, Warrants in accordance with the terms of each Convertible Note, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements.

Administrative Support Agreement

Commencing on the date that the Company's registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Company's liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 per month. The Company incurred approximately $0 and $30,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the three months ended June 30, 2024 and 2023, respectively. The Company incurred approximately $30,000 and $60,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024 and December 31, 2023, the Company had $0 and $210,000, respectively, included in due to related party on the condensed balance sheets.

statements of operations for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, the Company had $210,000 and $90,000, respectively, included in due to related party on the balance sheets.

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Commitments and Contingencies	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Commitments and Contingencies		**Note 12 - Commitments and Contingencies**	
		Litigation	
		The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.	
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Commitments and Contingencies		**Note 5 — Commitments and Contingencies**	**Note 5 — Commitments and Contingencies**
		Registration Rights	***Registration Rights***
		The holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain "piggyback" registration rights with respect to registration statements filed subsequent to the Company's completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i) in the case of the Founder Shares, in accordance with the Letter Agreement, the Company's initial shareholders entered into and (ii) in the case of the Private Placement Shares, 30 days after the completion of the Company's Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. See below for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination.	The holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the
		Underwriting Agreement	
		The Company granted the underwriters a 45-day option from the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On March 2, 2021, the underwriters fully exercised the over-allotment option.	
		The underwriters were paid an underwriting discount of $0.20 per Public Share, or approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.	
		On August 8, 2022, the Company received the Waiver from one of the underwriters. In connection with the Waiver, the underwriter also agreed that (i) the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During the period ended September 30, 2023, the Company derecognized approximately $2.6 million of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of Class A ordinary shares subject to redemption.	
		Upon the closing of the Business Combination on July 31, 2024, as discussed below, the Company was granted the option to issue shares in lieu of a cash payment for transaction expenses and deferred fees incurred by its underwriter, within 60 days of the closing, as of the filing, the Company has not effectuated this option. At Closing the Company incurred an additional transaction closing fee of $1,268,875. The Company's total costs due to the underwriter was $3,885,125 at closing.	
		Business Combination Agreement	
		On February 13, 2024, the Company, ListCo, Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing") is subject to certain customary conditions and risks.	
		The Business Combination Agreement provides, among other things, for the consummation of the following transactions:	
		1. ARYA Merger Sub will merge with and into the Company (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company	

and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;

2. (i) each issued and outstanding Class A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement ("New Adagio") (the "New Adagio Common Stock") and (ii) each issued and outstanding Class B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting");

3. (i) each warrant of Adagio will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated April 4, 2023 and November 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the "2023 Bridge Financing Notes") and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock
(other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.

Amendment to the Business Combination Agreement

On June 25, 2024, the Company and Adagio entered into a Consent and Amendment No. 1 to the Business Combination Agreement (the "*Amendment No. 1*"), pursuant to which, among other things: (i) the Company consented to Adagio entering an exchange agreement (the "*Exchange Agreement*") and the transactions contemplated thereunder with RA Capital Healthcare Fund, L.P., a Delaware limited partnership ("*RA Capital*"), pursuant to which, RA Capital would exchange a certain number of its existing Company Series E Preferred Shares (as defined in the Business Combination Agreement) for pre-funded warrants (each, a "*Pre-Funded Warrant for Series E Preferred Shares*") to purchase Company Series E Preferred Shares, with each Pre-Funded Warrant for Series E Preferred Shares issued and outstanding as of immediately prior to the Company Merger Effective Time (as defined in the Business Combination Agreement) being automatically canceled and extinguished and converted into the right to receive a number of HoldCo Shares (as defined in the Business Combination Agreement) equal to the Exchange Ratio (as defined in the Business Combination Agreement); (ii) the definition of the term "Fully Diluted HoldCo Closing Capitalization" as provided in the Business Combination Agreement was expanded to include the number of pre-funded warrants outstanding immediately after the Company Merger Effective Time that each represented the right to purchase HoldCo Shares; (iii) (a) the aggregate share reserve under the Key Employee Incentive Plan (as defined in the Business Combination Agreement) should be up to the Key Employee Incentive Plan Maximum Amount, which was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) fifteen percent (15)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool, which was the aggregate number of HoldCo Shares equal to (x) the Aggregate HoldCo Share Reserve (as defined hereunder) minus (y) the Fully Diluted HoldCo Closing Capitalization, and (b) the aggregate share reserve under the HoldCo Incentive Equity Plan (as defined in the Business Combination Agreement) should be equal to the Incentive Equity Plan Maximum Amount plus an increase as provided in the Business Combination Agreement, which Incentive Equity Plan Maximum Amount was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) twenty percent (20)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool; and (iv) following the Closing, ListCo's name would be changed to "Adagio Medical Holdings, Inc." (or such other name mutually agreed to by ARYA and Adagio). As defined in the Amendment No. 1, "Aggregate HoldCo Share Reserve" meant the aggregate number of HoldCo Shares equal to the quotient obtained by dividing (i) the Fully Diluted HoldCo Closing Capitalization by (ii) sixty-five percent (65)%.

Sponsor Letter Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of Class B ordinary shares (the "Other Class B Shareholders" and with the Sponsor, the "Class B Shareholders"), including the Company's directors and officers (together with the Class B Shareholders, the "Insiders"), ListCo and Adagio entered into a letter agreement (the "Sponsor Letter Agreement"), pursuant to which, among other things, (i) each Class B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Company's shareholders, including approval of the Business Combination Agreement and the transactions contemplated thereby, (ii) each Class B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the Class B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii) each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the Letter Agreement between the Company, the Sponsor and the other parties thereto, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below), (iv) each Class B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v) the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi) the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no consideration 1,000,000 Class B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor, as incentive shares.

Adagio Stockholder Transaction Support Agreements

Pursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the "Adagio Transaction Support Agreements") with the Company and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i) vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii) be bound by certain other covenants and agreements related to the Proposed Adagio Business Combination.

PIPE Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the "Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "PIPE Investors"), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the "Closing Date"), (ii) non-redemption commitments by certain investors that are shareholders of the Company, (iii) agreements to subscribe for and purchase shares of New Adagio Common Stock, (iv) the contribution of $23,000,000 of 2023 Bridge Financing Notes to ListCo pursuant to the terms of the Subscription Agreement executed by the Perceptive PIPE Investor, and (v) an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the "PIPE Financing"). In connection with the PIPE Financing, the PIPE Investors will also subscribe for (i) warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Base Warrants") or (ii) a combination of Base Warrants and pre-funded warrants, each exercisable for one share of New Adagio Common Stock at $0.01 per share (the "Pre-Funded Warrants," and together with the Base Warrants, the "PIPE Warrants"). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing.

The Company has concluded that the New Adagio Common Stock and PIPE Warrants to be issued under certain of the Subscription Agreements (the "Open Market Subscription Agreements") that include an open market purchase and non-redemption obligation for subscribing investors (the "Open Market Investors") qualify as equity under ASC 815-40 ("Derivatives and Hedging–Contracts in Entity's Own Equity"); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements (such securities, the "Open Market PIPE Securities") by recording an entry
to additional paid-in capital (APIC) in shareholders' equity in its balance sheet. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investor's commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities set forth on the signature page of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the Class A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing.

On July 23, 2024, the Perceptive Life Sciences Master Fund, Ltd., a Cayman Islands exempted company (the "Perceptive PIPE Investor") indicated an interest to increase its investment in the PIPE Financing by such amount that is necessary for the minimum unrestricted cash condition of the Contingent Investor to be met. Such additional subscription would be on the same terms as provided in the Subscription Agreement that the Perceptive PIPE Investor executed on February 13, 2024 and amended on June 24, 2024. The Closing occurred on July 31, 2024, New Adagio is required to have approximately $32,129,000 of available unrestricted cash for the Contingent Investor to fund its $7,500,000 commitment under the Convertible Security Subscription Agreement. Assuming that a maximum redemption scenario occurs, that no Additional Financing is raised prior to Closing and that transaction expenses payable at Closing are approximately $14.3 million (current estimate subject to change), the Perceptive PIPE Investor may, pursuant to such indication of interest, increase its new money commitment under the PIPE Financing by approximately $9 million, resulting in the issuance of approximately 1,080,000 additional shares of New Adagio Common Stock at Closing to the Perceptive PIPE Investor. Assuming such issuance of additional shares of New Adagio Common Stock to the Perceptive PIPE Investor in the maximum redemption scenario, the post-Closing ownership of the Perceptive PIPE Investor and the initial shareholders may increase by approximately 2.6%.

Convertible Security Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"). Such $20,000,000 of financing in the form of New Adagio Convertible Notes includes the Perceptive Convertible Note Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. The Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the "2024 Bridge Financing Notes Subscription Agreement"). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes converted into $7,000,000 of New Adagio Convertible Notes and 525,000 Convert Warrants, and the Perceptive PIPE Investor did not subscribe for an additional $5,500,000 of New Adagio Convertible Notes and 412,500 Convert Warrants, for a total of $12,500,000 in aggregate principal amount of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the "Convertible Security Financing"). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity,

Company registers such securities. In addition, the holders have certain "piggyback" registration rights with respect to registration statements filed subsequent to the Company's completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i) in the case of the Founder Shares, in accordance with the letter agreement the Company's initial shareholders entered into and (ii) in the case of the Private Placement Shares, 30 days after the completion of the Company's Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. See Note 9 for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination.

Underwriting Agreement

The Company granted the underwriters a 45-day option from the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On March 2, 2021, the underwriters fully exercised the over-allotment option.

The underwriters were paid an underwriting discount of $0.20 per Public Share, or

debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor did not request that on the Closing Date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible Security Subscription Agreement, the closing of $7,500,000 of financing by an affiliate of an institutional investor (the "Contingent Investor"), in the Convertible Security Financing is conditioned on New Adagio having at least $48 million (as reduced by $2 million (prorated for partial months) for each calendar month anniversary from November 30, 2023 until the Closing Date) of available unrestricted cash on the Closing Date.

Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which ListCo and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCo's obligation to repay the New Adagio Convertible Notes and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.

Convert Registration Rights Agreement

The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which ListCo will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later than 45 days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with "piggy-back" registration rights, subject to certain requirements and customary conditions.

Investor Rights Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor and the Other Class B Shareholders, and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date.

Pursuant to the terms of the Investor Rights Agreement, ListCo will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45 days after the Closing, and ListCo is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that ListCo file a registration statement on Form S-3 (or on Form S-1 if Form S-3 is not available) to register the securities of ListCo held by such holders. The Investor Rights Agreement will also provide holders party thereto with "piggy-back" registration rights, subject to certain requirements and customary conditions.

The Registration and Shareholder Rights Agreement will be terminated in connection with the consummation of the Business Combination and replaced by the Investor Rights Agreement.

Adoption of Second Extension Amendment Proposal

On February 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from the Previous Termination Date to the Articles Extension Date and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025 or a total of up to forty-eight months from the closing of the initial public offering, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Convertible Promissory Note to finance this deposit. In connection with any subsequent optional monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 per month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 27, 2024.

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).

Non-Redemption Subscription Agreements

In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Non-redemption Subscription Agreements (the "Non-redemption Subscription Agreements") with certain other investors (the "Non-Redeeming Subscribed Investors") pursuant to which the Non-Redeeming Subscribed Investors committed financing valued at approximately $2,000,000, which includes ListCo is seeking commitments from interested investors to purchase in a private placement, contingent upon, and substantially concurrently with the closing of the Transaction, (i) shares (the "Shares") of ListCo's common stock, par value $0.0001 per share (the "Common Stock"), (ii) warrants, each representing the right to purchase shares of Common Stock and to be represented by a warrant and (iii) the Investor and its affiliates agree (a) not to sell or transfer any of the Non-Redeeming Subscribed Investors") the company's Shares prior to the closing of the Transaction and (b) not to redeem any Investor Company Shares prior to or in connection with the Transaction. On the Closing Date, Non-Redeeming Subscribed Investors shall deliver evidence reasonably satisfactory to ListCo that Investor continues to hold the Investor Company Shares and has not tendered such shares for redemption.

The Company has concluded that the New Adagio Common Stock and Warrants ("Non-Redeeming Shares and Warrants") issued under certain Non-redemption Subscription Agreements qualify as equity under ASC 815-40 ("Derivatives and Hedging-Contracts in Entity's Own Equity"). Consequently, the Company will recognize these Non-Redeeming Shares and Warrants by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its balance sheet. According to ASC 815-40-30-1, the Non-Redeeming Shares and Warrants will be recorded and measured at fair value, usually represented by the proceeds received for equity-linked instruments. When estimating the fair value of these instruments, the Company follows the guidance in ASC 820, Fair Value Measurement.

Regarding the Non-Redeeming Subscribed Investors' commitment to irrevocably subscribe and purchase the number of Non-Redeeming Shares and Warrants listed in the Non-redemption Subscription Agreements, the Company agrees to the terms and conditions set forth in the agreements, including not redeeming the Class A ordinary shares purchased in the open market before closing. The Company will record an amount equal to the full fair value of the Non-Redeeming Shares and Warrants to be issued to the Non-Redeeming Subscribed Investor at the closing.

Approval of Business Combination Agreement

On July 26, 2024, the Company held an annual general meeting of shareholders (the "Meeting") to consider and vote upon the Business Combination Proposal, the ARYA Merger Proposal, the Director Election Proposal and the Adjournment Proposal, each as more fully described in the definitive proxy statement/prospectus that the Company filed with the U.S. Securities and Exchange Commission (the "SEC") on July 12, 2024 (the "Proxy Statement"). The shareholders of the Company approved the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal. As there were sufficient votes to approve the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal, the Adjournment Proposal was not presented to shareholders.

Consummation of Business Combination

On July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the "Closing"). In connection with the Closing, ListCo changed its name to "Adagio Medical Holdings, Inc." (ListCo following the Closing, "New Adagio"). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol "ADGM" on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio.

In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in the Company's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from the Company's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.

The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.

approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.

On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i) this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During the year ended December 31, 2022, the Company derecognized approximately $2.6 million of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of Class A ordinary shares subject to redemption.

Class A Ordinary Shares Subject to Possible Redemption	6 Months Ended Jun. 30, 2024	12 Months Ended Dec. 31, 2023

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Class A Ordinary Shares Subject to Possible Redemption

Note 6 — Class A Ordinary Shares Subject to Possible Redemption

The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of future events. As of June 30, 2024 and December 31, 2023, there were 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption, respectively.

The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows:

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**
Less:	
Redemption of Class A ordinary shares	(4,358,804)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	902,751
Class A ordinary shares subject to possible redemption at March 31, 2024	**$ 37,019,896**
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	819,027
Class A ordinary shares subject to possible redemption at June 30, 2024	**$ 37,838,923**

Note 6 — Class A Ordinary Shares Subject to Possible Redemption

The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of future events. As of December 31, 2023 and 2022, there were 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption.

The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows:

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**

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Shareholders' Deficit

6 Months Ended Jun. 30, 2024

12 Months Ended Dec. 31, 2023

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Equity [Text Block]

Note 7 — Shareholders' Deficit

Preference Shares - The Company is authorized to issue 1,000,000 preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. As of June 30, 2024 and December 31, 2023, there were no preference shares issued or outstanding.

Class A Ordinary Shares - The Company is authorized to issue 479,000,000 Class A ordinary shares with a par value of $0.0001 per share. Holders of the Company's Class A ordinary shares are entitled to one vote for each share. As of June 30, 2024 and December 31, 2023, there were 3,799,016 and 4,189,831 Class A ordinary shares issued and outstanding, of which 3,300,016 and 3,690,831 were subject to possible redemption and classified in temporary equity (see Note 6), respectively.

On February 27, 2024, the Company's stockholders redeemed 390,815 Public Shares for an aggregate amount of approximately $4,358,804.

Class B Ordinary Shares - The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of $0.0001 per share. As of June 30, 2024 and December 31, 2023, there were 3,737,500 Class B ordinary shares issued and outstanding (see Note 4).

Ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of Class A ordinary shares and holders of Class B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law.

The Class B ordinary shares will automatically convert into Class A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of Class A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20% of the sum of (i) the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii) the sum of the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Company's management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a rate of less than one to one.

Note 7 — Shareholders' Deficit

Preference Shares — The Company is authorized to issue 1,000,000 preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. As of December 31, 2023 and 2022, there were no preference shares issued or outstanding.

Class A Ordinary Shares — The Company is authorized to issue 479,000,000 Class A ordinary shares with a par value of $0.0001 per share. Holders of the Company's Class A ordinary shares are entitled to one vote for each share. As of December 31, 2023 and 2022, there were 4,189,831 and 15,449,000 Class A ordinary shares issued and outstanding, of which 3,690,831 and 14,950,000 shares, respectively, were subject to possible redemption and classified in temporary equity (see Note 6).

Class B Ordinary Shares — The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of $0.0001 per share. As of December 31, 2023 and 2022, there were 3,737,500 Class B ordinary shares issued and outstanding (see Note 4).

Ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of Class A ordinary shares and holders of Class B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law.

The Class B ordinary shares will automatically convert into Class A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of Class A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20% of the sum of (i) the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii) the sum of the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Company's management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a rate of less than one to one.

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Fair Value Measurements

6 Months Ended Jun. 30, 2024

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Fair Value Disclosures [Text Block]

Note 4 - Fair Value Measurements

The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities (i.e. Convert Warrants and SVB Warrants), pre-funded warrant liabilities (i.e. PIPE Pre-funded Warrants), and convertible notes payables (i.e. Convertible Securities Notes and Legacy Adagio Convertible Notes). The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.

Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	**Level 1**	**Level 2**	**Level 3**
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	**Level 1**	**Level 2**	**Level 3**
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

There were no transfers made among the three levels in the fair value hierarchy

for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and for the year ended December 31, 2023 (Predecessor).

Legacy Adagio Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Upon the consummation of the Business Combination, the principal and the accrued interest of the October 2022 Convertible Notes were converted into shares of Legacy Adagio common stock. Further, on the Closing Date, Legacy Adagio common stock was converted to the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Refer to *Note 9- Debt* for details.

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $15.0 million convertible promissory note has been drawn by Legacy Adagio.

On November 28, 2023, Legacy Adagio issued a $2.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $8.0 million convertible promissory note has been drawn by Legacy Adagio.

On February 13, 2024, Legacy Adagio issued a $7.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The 2024 Bridge Financing Note accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $7.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the 2024 Bridge Financing Note of $7.0 million converted into $7.0 million of the Company's Convertible Securities Notes and 525,000 Convert Warrants. Refer to *Note 9- Debt* for details.

On May 21, 2024, Legacy Adagio issued a $3.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $3.0 million convertible promissory note has been drawn by Legacy Adagio.

On June 25, 2024, Legacy Adagio issued a $2.5 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $2.5 million convertible promissory note has been drawn by Legacy Adagio.

On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $1.0 million convertible promissory note has been drawn by Legacy Adagio.

Upon the consummation of the Business Combination, the principal of Bridge Financing Notes along with its accrued but unpaid interest, was converted into the shares of the Company's Common Stock and Base Warrants as part of the PIPE Financing. Refer to *Note 9- Debt* for details.

The Company measures Legacy Adagio Convertible Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

In determining the fair value of the Legacy Adagio Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.

The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions:

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

In determining the fair value of the Legacy Adagio Convertible Notes as of July 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Legacy Adagio Convertible Notes converted into.

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257
April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Convertible Securities Notes (Successor)

On July 31, 2024, the Company issued the $20.0 million Convertible Securities Notes to Convert Investor having a maturity of three years and nine months after the Closing. The interest is accrued by quarterly compounding based on a 13% interest rate per annum. The Company received the funding from the Convertible Securities Notes as at the Closing. Refer to *Note 9- Debt* for details.

The Company measures the Convertible Securities Notes at fair value based on

significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convertible Securities Notes

	July 31, 2024	September 30, 2024
Stock price	$ 6.64	$ 2.58
Discount rate	25.8 %	25.4 %
Expected Term (years)	3.75	3.58
Risk-Free interest rate	4.01 %	3.55 %
Volatility	60 %	80 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 17,005
Additions	—
Fair value measurement adjustments	(3,255)
Balance (end of period)	$ 13,750

Warrant Liabilities (Predecessor)

i. Series E Pre-funded Warrants

On June 25, 2024, the Legacy Adagio issued to certain investor the Series E Pre-funded Warrants to purchase the Legacy Adagio's Series E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). Refer to *Note 10-Warrants* for additional information.

The fair value of the Series E Pre-funded Warrants is based on the fair value of the Series E Preferred Stock minus the exercise price. As of June 30, 2024, the Company estimated the fair value of the Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Legacy Adagio common stock.

As of July 31, 2024 prior to the Closing, the Company estimated the fair value of Series E Pre-funded Warrants based on the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Series E Pre-funded Warrants converted into. The estimated fair value of the Series E Pre-funded Warrants as of June 30, 2024 and July 31, 2024 prior to the Closing is $0.3 million and $0.2 million, respectively. The change in fair value for the period from July 1, 2024 to July 30, 2024 (Predecessor) is $0.1 million.

Upon the consummation of the Business Combination, the Series E Pre-funded Warrants were automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

ii. SVB Warrants

On February 3, 2023, in conjunction with the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"), Legacy Adagio issued Initial Warrants to purchase shares of common stock of the Company, and a contingent right to obtain an additional share of the common stock upon the non-occurrence of the Interest Only Milestone (as defined below). The Company measured SVB Warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The SVB Warrants were not material as of December 31, 2023 (Predecessor) and there were no material changes in fair value for the periods from July 1, 2024 to July 30, 2024 (Predecessor), January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor).

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the warrant exercise price before the Closing. Refer to *Note 10- Warrants* for additional information.

Warrant Liabilities (Successor)

i. Convert Warrants

On July 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0 million Convertible Securities Notes. Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The Convert Warrants are classified as Level 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convert Warrants

	July 31, 2024	September 30, 2024
Common stock price	$ 6.64	$ 2.58
Expected Volatility	55.0 %	62.5 %
Risk Free rate	3.96 %	3.63 %
Expected dividend yield	0 %	0 %
Expected term (years)	7.0	6.83

The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convert Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 2,996
Additions	—
Fair value measurement adjustments	(2,253)
Balance (end of period)	$ 743

ii. PIPE Pre-funded Warrants

On July 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors ("PIPE Pre-funded Warrants"). Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The PIPE Pre-funded Warrants are classified as Level 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Company's Common Stock minus the exercise price.

The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 4,442
Additions	—
Fair value measurement adjustments	(2,720)
Balance (end of period)	$ 1,722

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Fair Value Disclosures [Text Block]

Note 8 — Fair Value Measurements

Transfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period. There was a transfer of U.S. Treasury securities to cash during the year ended December 31, 2023, the amount held in trust are no longer fair valued. Level 1 instruments include investments U.S. Treasury securities with an original maturity of 185 days or less. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1).

During the six months ended June 30, 2024, the Company entered into an Open Market Subscription Agreement and Non-Redemption Subscription Agreement, discussed in Note 5. The Company has concluded that the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants to be issued under certain of Open Market Subscription Agreements and Non-Redeeming Subscription Agreements that include an open market purchase and non-redemption obligation for Open Market Investors and Non-Redeeming Subscribed Investors qualify as equity under ASC 815-40 ("Derivatives and Hedging–Contracts in Entity's Own Equity"); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements and Non-Redeeming Subscription Agreements (such securities, the "Open Market PIPE Securities" and "Non-Redeeming Shares and Warrants") by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its Consolidated Condensed Balance Sheet and Subscription Agreement expense on its Consolidated Condensed Statement of Operations. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investor's commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities and Non-Redeeming Shares and Warrants set forth on the signature page of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the Class A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing. The estimated amount of New Adagio Common Stock shares and PIPE Warrants to be issued on the Close of the Transaction as of the inception of the Open Market Subscription agreements mentioned above, are 219,877 and 183,493, respectively. The estimated amount Non-Redeeming Shares and Warrants to be issued on the Close of the Transaction as of the inception of the Non-

Note 8 — Fair Value Measurements

The following tables present information about the Company's assets that are measured at fair value on a recurring basis as of December 31, 2023 and 2022 and indicate the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value:

December 31, 2022

Description	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets held in Trust Account:			
U.S. Treasury Securities	$ 151,628,280	$ —	$ —
Cash equivalents – money market funds	614	—	—
	$ 151,628,894	**$ —**	**$ —**

Redeeming Subscription Agreements mentioned above, are 76,681 and 166,160, respectively.

To determine the Fair Value of the New Adagio Common Stock on inception, the Company used the following Level 3 inputs:

	February 13, 2024
Base Share Price	$ 10.00
Adjusted per Share (1.2X Purchase Price Ratio)	$ 8.33
Adjusted share price	$ 7.00
Probablility of Closing	75.00 %
Estimated fair value per Share at Closing	$ 5.25

To determine the Fair Value of the PIPE Warrants on inception, the Company used the following Level 3 inputs:

	February 13, 2024
Base Share Price	$ 7.00
Strike price, as defined in Subscription Agreement	$ 10.00
Term (Months)	12.00
Average volatility rate	70.00 %
Probability of Closing	75.00 %
Estimated expected Warrant price	$ 1.21
Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)	$ 1.45

To determine the Fair Value of the Non-Redeeming Subscription Agreement Shares on inception, the Company used the following Level 3 inputs:

	June 21, 2024
Base Share Price	$ 10.00
Adjusted per Share (1.2X Purchase Price Ratio)	$ 8.33
Adjusted share price	$ 7.08
Probability of Closing	95.00 %
Estimated fair value per Share at Closing	$ 6.73

To determine the Fair Value of the Non-Redeeming Subscription Agreement Warrants on inception, the Company used the following Level 3 inputs:

	June 21, 2024
Base Share Price	$ 10.00
Strike price, as defined in Subscription Agreement	$ 10.00
Term (Months)	12.00
Average volatility rate	70.00
Probability of Closing	95.00 %
Estimated expected Warrant price	$ 1.25
Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)	$ 1.19

During the six months ended June 30, 2024, the Fair Value of the instruments above were recorded in additional paid-in capital in shareholders' equity in its Balance Sheet and Subscription Agreement expense on its Statement of Operations was $2,134,199.

Transfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period. There was a transfer of U.S. Treasury securities to cash during the year ended December 31, 2023, the amount held in trust are no longer fair valued. Level 1 instruments include investments U.S. Treasury securities with an original maturity of 185 days or less. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1). There were no transfers between levels of the hierarchy for the year ended December 31, 2022.

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Subsequent Events	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Subsequent Events		**Note 18 - Subsequent Events** The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date through the date that the financial statements were issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements.	

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Subsequent Events

Note 9 — Subsequent Events

Note 9 — Subsequent Events

The Company evaluated subsequent events and transactions that occurred up to the date the unaudited consolidated condensed financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed.

On July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the "Closing"). In connection with the Closing, ListCo changed its name to "Adagio Medical Holdings, Inc." (ListCo following the Closing, "New Adagio"). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol "ADGM" on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio (see Note 5).

The Company evaluated subsequent events and transactions that occurred up to the date the financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed.

Extension Payments

On January 2, 2024, the Company approved the eighth one-month extension of the Business Combination Period. In connection with this extension of the Business Combination Period to February 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the $140,000 into the Trust Account. The Company also drew $100,000 under the Third Promissory Note for general working capital purposes.

On February 2, 2024, the Company approved the ninth one-month extension of the time during which it may consummate an initial business combination. In connection with this extension of the Business Combination Period to March 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the $140,000 into the Trust Account. The Company also drew $50,000 under the Third Promissory Note for general working capital purposes.

The one-month extensions on January 2 2024 and February 2, 2024 are the eighth and ninth one-month extensions, respectively, permitted under the Amended and Restated Memorandum and Articles of Association.

The Company's Promissory Notes

On February 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the "Fourth Promissory Note"), pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund the monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the "Fourth Working Capital Loan") in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Promissory Note will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by Section 4(a)(2) of the Securities Act. As of the date of this Report, $540,000 was drawn under the Fourth Promissory Note.

On February 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares.

On February 13, 2024, the Company and the Sponsor amended and restated the Third Promissory Note to provide that the total principal amount loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares.

Business Combination Agreement

On February 13, 2024, the Company, Aja Holdco, Inc., a Delaware corporation ("ListCo"), ARYA Merger Sub, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing") is subject to certain customary conditions and risks.

The Business Combination Agreement provides, among other things, for the consummation of the following transactions:

1. ARYA Merger Sub will merge with and into the Company (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;

2. (i) each issued and outstanding Class A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement ("New Adagio") (the "New Adagio Common Stock") and

(ii) each issued and outstanding Class B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting");

3. (i) each warrant of Adagio will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated April 4, 2023 and November 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the "2023 Bridge Financing Notes") and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.

Sponsor Letter Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of Class B ordinary shares (the "Other Class B Shareholders" and with the Sponsor, the "Class B Shareholders"), including the Company's directors and officers (together with the Class B Shareholders, the "Insiders"), ListCo and Adagio entered into a letter agreement (the "Sponsor Letter Agreement"), pursuant to which, among other things, (i) each Class B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Company's shareholders, including the proposal to approve the Business Combination Agreement and the transactions contemplated thereby, (ii) each Class B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the Class B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii) each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the certain letter agreement between the Company, the Sponsor and the directors and officers of the Company, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below) and to waive the adjustment or anti-dilution protections contained in the Amended and Restated Memorandum and Articles of Association, (iv) each Class B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v) the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi) the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no consideration 1,000,000 Class B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor.

Adagio Stockholder Transaction Support Agreements

Pursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the "Adagio Transaction Support Agreements") with the Company and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i) vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii) be bound by certain covenants and agreements related to the Proposed Adagio Business Combination.

PIPE Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the "Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "PIPE Investors"), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the "Closing Date"), (ii) non-redemption commitments by certain investors, (iii) the contribution of $23,000,000 of 2023 Bridge Financing Notes to ListCo, and (iv) an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the "PIPE Financing"). In connection with the PIPE Financing, certain PIPE Investors will also be issued warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Warrants") and/or Pre-Funded Warrants (as defined below). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. In connection with the PIPE Financing, certain PIPE Investors also committed to purchase pre-funded warrants, which are exercisable for a nominal exercise price of $0.01 (the "Pre-Funded Warrants," and together with the Warrants, the "PIPE Warrants"). The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing.

Convertible Security Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), which will be exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"), and will expire on the seventh anniversary of the Closing. Such $20,000,000 of financing in the form of New Adagio Convertible Notes includes the Perceptive Convertible Note Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of three years and nine months after

Closing and interest will be payable in cash or compound as additional principal outstanding. As described above, in connection with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the "2024 Bridge Financing Notes Subscription Agreement"). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes will convert into New Adagio Convertible Notes and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5,500,000 aggregate principal amount of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the "Convertible Security Financing"). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that on the Closing Date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing.

Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which ListCo and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCo's obligation to repay the New Adagio Convertible Notes and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.

Convert Registration Rights Agreement

The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which ListCo will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), as soon as practicable, but in no event later than the Filing Deadline (as defined in the Convert Registration Rights Agreement). In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the terms of Section 2(e) of the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in Section 2(e) of the Convert Registration Rights Agreement.

Investor Rights Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders and certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date.

Adoption of Second Extension Amendment Proposal

On February 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from March 2, 2024 (the "Previous Termination Date") to April 2, 2024 (the "Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025 or a total of up to forty-eight months from the closing of the initial public offering, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Promissory Note to finance this deposit. In connection with any subsequent optional monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 per month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 27, 2024.

As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).

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Summary of Significant Accounting Policies (Policies)	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Basis of Presentation		***Basis of Presentation***	
		The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").	
		As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.	
		As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.	
Concentration of Cash Balances		***Concentrations***	
		The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.	
		The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024	

to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Use of Estimates

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Financial Instruments

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Fair Value Measurements

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if,

based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16-Income Taxes* for additional details.

CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]

Basis of Presentation

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("GAAP") for financial information and pursuant to the rules and regulations of the SEC. Accordingly, certain disclosures included in the annual financial statements have been consolidated condensed or omitted from these unaudited consolidated condensed financial statements as they are not required for interim financial statements. In the opinion of management, the unaudited consolidated condensed financial statements reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the balances and results for the periods presented. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected through December 31, 2024 or any future periods.

The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K filed by the Company with the SEC on March 29, 2024.

Concentration of Cash Balances

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of June 30, 2024 and December 31, 2023.

Use of Estimates

Use of Estimates

The preparation of unaudited consolidated condensed financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from those estimates.

Trust Account

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying consolidated condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1).

Financial Instruments

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction

Basis of Presentation

The accompanying financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the SEC.

Concentration of Cash Balances

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2023. As of December 31, 2022, the Company had no cash equivalents, aside from the cash maintained in the Trust Account (see Note 8).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Trust Account

Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as
trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Fair Value Measurements

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of June 30, 2024 and December 31, 2023, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. The fair value of investments held in Trust Account was determined using quoted prices in active markets.

Offering Costs Associated with the Initial Public Offering

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of June 30, 2024 and December 31, 2023, 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of June 30, 2024 and December 31, 2023. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of June 30, 2024 and December 31, 2023, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's unaudited consolidated condensed financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Net (Loss) Income per Ordinary Share

Net Income Per Ordinary Share

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income per ordinary share is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	For the Three Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,313,094	$1,291,832	$ 189,558	$ 191,955
Denominator:				
Basic and				

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

As of December 31, 2023 and 2022, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. As of December 31, 2022, the Company's investments held in Trust Account were comprised of investments in U.S. Treasury securities with an original maturity of 185 days or less and were recognized at fair value. The fair value of investments held in Trust Account was determined using quoted prices in active markets. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1).

Offering Costs Associated with the Initial Public Offering

Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

Class A Ordinary Shares Subject to Possible Redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2023 and 2022, 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets.

Income Taxes

FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023 and 2022. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of December 31, 2023 and 2022, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Net (Loss) Income Per Ordinary Share

The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net (loss) income per ordinary share is computed by dividing net (loss) income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value.

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	December 31,			
	2023		2022	
	Class A	Class B	Class A	Class B

diluted weighted average shares outstanding	3,799,016	3,737,500	3,690,831	3,737,500
Basic and diluted net income per ordinary share	$ 0.24	$ 0.24	$ 0.05	$ 0.05

	For the Six Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,207,966	$1,151,113	$ 361,341	$ 180,421
Denominator:				
Basic and diluted weighted average shares outstanding	3,922,090	3,737,500	7,485,358	3,737,500
Basic and diluted net income per ordinary share	$ 0.21	$ 0.21	$ 0.05	$ 0.05

Recent Accounting Standards

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

Basic and diluted net (loss) income per ordinary share				
Numerator:				
Allocation of net (loss) income, as adjusted	$(1,320,475)	$ (812,860)	$ 859,540	$ 207,944
Denominator:				
Basic and diluted weighted average shares outstanding	6,071,500	3,737,500	15,449,000	3,737,500
Basic and diluted net (loss) income per ordinary share	$ (0.22)	$ (0.22)	$ 0.06	$ 0.06

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's financial statements.

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Summary of Significant Accounting Policies (Tables)

6 Months Ended

Jun. 30, 2024

9 Months Ended

Sep. 30, 2024

12 Months Ended

Dec. 31, 2023

Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]

Basic EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)		
	Common Shares	Convertible Securities Notes	Sponsor Earnout
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351
Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data):

Years ended December 31,	2023 (As Restated)	2022
Numerator:		
Net loss attributable to common stockholders	$ (36,590)	$ (23,673)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	759,814	751,568
Net loss per share attributable to common stockholders – basic and diluted	(48.16)	(31.50)

CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]

Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	For the Three Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,313,094	$1,291,832	$ 189,558	$ 191,955
Denominator:				
Basic and diluted weighted average shares outstanding	3,799,016	3,737,500	3,690,831	3,737,500
Basic and diluted net income per ordinary share	$ 0.24	$ 0.24	$ 0.05	$ 0.05

The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):

	December 31,			
	2023		2022	
	Class A	Class B	Class A	Class B
Basic and diluted net (loss) income per ordinary share				
Numerator:				
Allocation of net (loss) income, as				

	For the Six Months Ended June 30,			
	2024		2023	
	Class A	Class B	Class A	Class B
Basic and diluted net income per ordinary share				
Numerator:				
Allocation of net income	$1,207,966	$1,151,113	$ 361,341	$ 180,421
Denominator:				
Basic and diluted weighted average shares outstanding	3,922,090	3,737,500	7,485,358	3,737,500
Basic and diluted net income per ordinary share	$ 0.21	$ 0.21	$ 0.05	$ 0.05
adjusted	$(1,320,475)	$ (812,860)	$ 859,540	$ 207,944
Denominator:				
Basic and diluted weighted average shares outstanding	6,071,500	3,737,500	15,449,000	3,737,500
Basic and diluted net (loss) income per ordinary share	$ (0.22)	$ (0.22)	$ 0.06	$ 0.06

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Class A Ordinary Shares Subject to Possible Redemption (Tables)

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

Temporary Equity [Table Text Block]

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	and Outstanding	Carrying Value [(1)]	Price Per Share	Stock Equivalent Shares	on Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

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Temporary Equity [Table Text Block]

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**
Less:	
Redemption of Class A ordinary shares	(4,358,804)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	902,751
Class A ordinary shares subject to possible redemption at March 31, 2024	**$ 37,019,896**
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	819,027
Class A ordinary shares subject to possible redemption at June 30, 2024	**$ 37,838,923**

The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows:

Gross proceeds	$ 149,500,000
Less:	
Offering costs allocated to Class A ordinary shares subject to possible redemption	(8,734,896)
Plus:	
Accretion on Class A ordinary shares subject to possible redemption amount	8,147,540
Plus:	
Waiver of deferred underwriting commissions	2,616,250
Class A ordinary shares subject to possible redemption at December 31, 2022	**151,528,894**
Less:	
Redemption of Class A ordinary shares	(115,071,882)
Plus:	
Adjustment for accretion of Class A ordinary shares subject to possible redemption	4,018,937
Class A ordinary shares subject to possible redemption at December 31, 2023	**$ 40,475,949**

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Fair Value Measurements (Tables)

12 Months Ended
Dec. 31, 2023

CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]

Assets Measured on Recurring Basis

The following tables present information about the Company's assets that are measured at fair value on a recurring basis as of December 31, 2023 and 2022 and indicate the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value:

December 31, 2022

Description	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets held in Trust Account:			
U.S. Treasury Securities	$ 151,628,280	$ —	$ —
Cash equivalents – money market funds	614	—	—
	$ 151,628,894	**$ —**	**$ —**

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Description of Organization and Business Operations, Initial Public Offering (Details)

Jul. 31, 2024 shares	Jun. 02, 2024	May 02, 2024	Apr. 02, 2024	Mar. 02, 2024 USD ($)	Feb. 27, 2024 USD ($) item shares	Feb. 02, 2024 USD ($)	Jan. 02, 2024	Dec. 02, 2023 USD ($)	Nov. 02, 2023	Oct. 02, 2023	Sep. 05, 2023 USD ($)	Sep. 02, 2023 USD ($)	Aug. 02, 2023 USD ($)	Jul. 06, 2023 USD ($)	Jul. 02, 2023	Jun. 02, 2023 USD ($)	Apr. 18, 2023 USD ($)	Feb. 28, 2023 USD ($) item shares	Mar. 202 USD $ / sh shar

Initial Public Offering and Private Placement [Abstract]					
Contribution from PIPE Financing for cash | shares	3,287,018				
Convertible preferred stock, shares issued | shares					
Temporary Equity, Carrying Amount, Attributable to Parent					
Common Stock, Shares, Issued | shares					
Common Stock, Shares, Outstanding | shares	13,387,636				
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]					
Initial Public Offering and Private Placement [Abstract]					
Deferred Offering Costs					$ 8,80
Deferred underwriting commissions					5,200,(
Percentage of deferred underwriting commissions payable included in initial Business Combination					
Net proceeds from initial public offering and private placement deposited in trust account					$ 149,50
Unit price, Proposed Public Offering and Private Placement (in dollars per unit) | $ / shares					$ 10
Percentage of Public Shares that would not be redeemed if Business Combination is not completed within Initial Combination Period					
Number of times to extend period to consummate Business Combination | item			11	9	
Period of time for an extension to consummate Business Combination	1 month	1 month	1 month	1 month	1 month
Advance notice prior to applicable Termination Date			5 days	5 days	
Temporary Equity, Carrying Amount, Attributable to Parent			$ 4,358,804		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Minimum [Member]					
Initial Public Offering and Private Placement [Abstract]					
Number of operating businesses included in initial Business Combination | item					
Fair market value as percentage of net assets held in Trust Account included in initial Business Combination					
Post-transaction ownership percentage of the target business					
Percentage of Public Shares that can be redeemed without prior consent					
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Maximum [Member]					
Initial Public Offering and Private Placement [Abstract]					
Period to cease operations if Business Combination is not completed within Combination Period					
Interest from Trust Account that can be held to pay dissolution expenses					$ 100,(
Extension period to complete business combination after Original Termination Date			12 months	36 months	
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Public Shares [Member]					
Initial Public Offering and Private Placement [Abstract]					
Contribution from PIPE					

| | | |

Combination				
Aggregate amount drawn	$ 140,000	$ 140,000		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Sponsor [Member]				
Initial Public Offering and Private Placement [Abstract]				
Net proceeds from initial public offering and private placement deposited in trust account		$ 111,000		
Aggregate amount drawn				
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Sponsor [Member] | Maximum [Member]				
Initial Public Offering and Private Placement [Abstract]				
Aggregate amount drawn		1,221,000		1,680,000
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Sponsor [Member] | Second Convertible Promissory Note [Member]				
Initial Public Offering and Private Placement [Abstract]				
Net proceeds from initial public offering and private placement deposited in trust account		111,000		420,000
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Sponsor [Member] | Second Convertible Promissory Note [Member] | Subsequent Event [Member]				
Initial Public Offering and Private Placement [Abstract]				
Net proceeds from initial public offering and private placement deposited in trust account		111,000		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Sponsor [Member] | Amended and Restated Memorandum [Member]				
Initial Public Offering and Private Placement [Abstract]				
Net proceeds from initial public offering and private placement deposited in trust account		111,000		$ 140,000
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Sponsor [Member] | Amended and Restated Memorandum [Member] | Subsequent Event [Member]				
Initial Public Offering and Private Placement [Abstract]				
Net proceeds from initial public offering and private placement deposited in trust account		$ 111,000		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member]				
Initial Public Offering and Private Placement [Abstract]				
Contribution from PIPE Financing for cash | shares		3,799,016		4,189,831
Temporary Equity, Carrying Amount, Attributable to Parent		$ 4,358,804		$ 115,071,882
Common Stock, Shares, Issued | shares				
Common Stock, Shares, Outstanding | shares				
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member] | Subsequent Event [Member]				

Initial Public Offering and Private Placement [Abstract]			
Contribution from PIPE Financing for cash | shares	3,799,016		
Temporary Equity, Carrying Amount, Attributable to Parent	$ 4,358,804		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member] | Sponsor [Member]			
Initial Public Offering and Private Placement [Abstract]			
Number of times to extend period to consummate Business Combination | item	11		
Period of time for an extension to consummate Business Combination	1 month		
Advance notice prior to applicable Termination Date	5 days		
Extension period to complete business combination after Original Termination Date	48 months		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member] | Sponsor [Member] | Subsequent Event [Member]			
Initial Public Offering and Private Placement [Abstract]			
Number of times to extend period to consummate Business Combination | item	11		
Period of time for an extension to consummate Business Combination	1 month		
Advance notice prior to applicable Termination Date	5 days		
Extension period to complete business combination after Original Termination Date	48 months		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class B [Member]			
Initial Public Offering and Private Placement [Abstract]			
Common Stock, Shares, Issued | shares	3,737,500		3,737,500
Common Stock, Shares, Outstanding | shares	3,737,500		3,737,500
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class B [Member] | Subsequent Event [Member]			
Initial Public Offering and Private Placement [Abstract]			
Common Stock, Shares, Issued | shares	3,737,500		
Common Stock, Shares, Outstanding | shares	3,737,500		
Initial Public Offering [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Initial Public Offering and Private Placement [Abstract]			
Gross proceeds from initial public offering			
Initial Public Offering [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Public Shares [Member]			
Initial Public Offering and Private Placement [Abstract]			
Contribution from PIPE Financing for cash | shares			14,950
Share price (in dollars per share) | $ / shares			$ 10
Gross proceeds from initial public offering			$ 149,50
Initial Public Offering			

[Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member]	
Initial Public Offering and Private Placement [Abstract]	
Deferred Offering Costs	
Over-Allotment Option [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]	
Initial Public Offering and Private Placement [Abstract]	
Contribution from PIPE Financing for cash | shares	1,950,0
Over-Allotment Option [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Public Shares [Member]	
Initial Public Offering and Private Placement [Abstract]	
Contribution from PIPE Financing for cash | shares	1,950,0
Share price (in dollars per share) | $ / shares	$ 10

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Description of Organization and Business Operations, Going Concern (Details) - USD ($)	12 Months Ended		
	Dec. 31, 2023	Jun. 30, 2024	Dec. 31, 2022
Going Concern [Abstract]			
Convertible Notes Payable, Current	$ 36,430,000		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Going Concern [Abstract]			
Cash	20,191	$ 26,058	$ 91,049
Working capital	12,276,486		
Convertible Notes Payable, Current	2,175,000	$ 3,616,000	120,000
Sponsor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Going Concern [Abstract]			
Offering costs paid by sponsor in exchange for issuance of founder shares	25,000		
Proceeds from Related Party Debt	161,000		
Sponsor [Member] | First and Second Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Going Concern [Abstract]			
Convertible Notes Payable, Current	$ 2,175,000		$ 120,000

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Summary of Significant Accounting Policies, Cash and Cash Equivalents (Details) - USD ($)	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]			
Cash and Cash Equivalents [Abstract]			
Cash equivalents	$ 0	$ 0	$ 0

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Summary of Significant Accounting Policies, Class A Ordinary Shares Subject to Possible Redemption (Details) - shares		Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Class A Ordinary Shares Subject to Possible Redemption [Abstract]				
Convertible preferred stock, shares outstanding			4,939,946	
Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Class A Ordinary Shares Subject to Possible Redemption [Abstract]				
Convertible preferred stock, shares outstanding		3,300,016	3,690,831	14,950,000

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Summary of Significant Accounting Policies, Income Taxes (Details) - CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] - USD ($)	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Taxes [Abstract]			
Unrecognized tax benefits	$ 0	$ 0	$ 0
Accrued interest and penalties	$ 0	$ 0	$ 0

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Summary of Significant Accounting Policies, Net Income (loss) per Ordinary Shares (Details) - USD ($)	1 Months Ended	2 Months Ended		3 Months Ended		6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2023	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Weighted Average Number of Shares Outstanding, Diluted [Abstract]													
Basic weighted average shares outstanding (in shares)			14,057,636								759,489		
Diluted weighted average shares outstanding (in shares)	987,810	760,572	16,057,636					779,908	758,942	815,854	759,489		
Earnings Per Share, Basic	$ (8.34)			$ 0.18		$ (14.15)				$ (26.08)	$ (36.83)		
Earnings Per Share, Diluted	$ (8.34)	$	$ 0.02	$ 0.02		$ (14.15)		$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)		

Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Numerator [Abstract]							
Undistributed Earnings, Basic	$ 1,313,094	$ 189,558	$ 1,207,966	$ 361,341	$ (1,320,475)	$ 859,540	
Weighted Average Number of Shares Outstanding, Diluted [Abstract]							
Basic weighted average shares outstanding (in shares)	3,799,016	3,690,831	3,922,090	7,485,358	6,071,500	15,449,000	
Diluted weighted average shares outstanding (in shares)	3,799,016	3,690,831	3,922,090	7,485,358	6,071,500	15,449,000	
Earnings Per Share, Basic	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06	
Earnings Per Share, Diluted	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06	
Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Numerator [Abstract]							
Undistributed Earnings, Basic	$ 1,291,832	$ 191,955	$ 1,151,113	$ 180,421	$ (812,860)	$ 207,944	
Weighted Average Number of Shares Outstanding, Diluted [Abstract]							
Basic weighted average shares outstanding (in shares)	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500	
Diluted weighted average shares outstanding (in shares)	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500	3,737,500	
Earnings Per Share, Basic	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06	
Earnings Per Share, Diluted	$ 0.24	$ 0.05	$ 0.21	$ 0.05	$ (0.22)	$ 0.06	

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Initial Public Offering (Details) - USD ($)	**Jul. 31, 2024**	**Feb. 27, 2024**	**Feb. 28, 2023**	**Mar. 02, 2021**	**12 Months Ended Dec. 31, 2022**
Initial Public Offering [Abstract]					
Contribution from PIPE Financing for cash	3,287,018				
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]					
Initial Public Offering [Abstract]					
Deferred Offering Costs				$ 8,800,000	
Deferred underwriting commissions				$ 5,200,000	
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Public Shares [Member]					
Initial Public Offering [Abstract]					
Contribution from PIPE Financing for cash		3,300,016	3,690,831		
Initial Public Offering [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]					
Initial Public Offering [Abstract]					
Gross proceeds from initial public offering					$ 149,500,000
Initial Public Offering [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Public Shares [Member]					
Initial Public Offering [Abstract]					
Contribution from PIPE Financing for cash				14,950,000	
Share price (in dollars per share)				$ 10	
Gross proceeds from initial public offering				$ 149,500,000	
Over-Allotment Option [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]					
Initial Public Offering [Abstract]					
Contribution from PIPE Financing for cash				1,950,000	
Over-Allotment Option [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Public Shares [Member]					
Initial Public Offering [Abstract]					
Contribution from PIPE Financing for cash				1,950,000	
Share price (in dollars per share)				$ 10	

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Related Party Transactions, Founder Shares and Private Placement Shares (Details) - USD ($)	**Jul. 31, 2024**	**Feb. 27, 2024**	**Feb. 13, 2024**	**Feb. 28, 2023**	**Mar. 02, 2021**	**Jan. 04, 2021**	**1 Months Ended Feb. 28, 2021**	**6 Months Ended Jun. 30, 2024**	**12 Months Ended Dec. 31, 2023**	**Sep. 30, 2024**	**Jul. 30, 2024**	**Dec. 31, 2022**	**Nov. 07, 2022**
Founder Shares [Abstract]													
Common stock, par value (in dollars per share)									$ 0.001	$ 0.0001	$ 0.001		
Private Placement Shares [Abstract]													
Contribution from PIPE Financing for cash	3,287,018												
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]													
Founder Shares [Abstract]													
Common stock, par value (in dollars per share)			$ 0.01										
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Private Placement [Member]													
Private Placement Shares [Abstract]													
Holding period for transfer, assignment or sale of shares								30 days	30 days				
Common Class A [Member]													
Founder Shares [Abstract]													
Common stock, par value (in dollars per share)	$ 0.0001												
Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]													
Founder Shares [Abstract]													
Common stock, par value (in dollars per share)			0.0001					$ 0.0001	$ 0.0001			$ 0.0001	
Private Placement Shares [Abstract]													
Contribution from PIPE Financing for cash		3,799,016		4,189,831									
Common Class B [Member]													
Founder Shares [Abstract]													
Common stock, par value (in dollars per share)	$ 0.0001												
Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]													
Founder Shares [Abstract]													
Common stock, par value (in dollars per share)								$ 0.0001	$ 0.0001			$ 0.0001	
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]													
Founder Shares [Abstract]													
Share price (in dollars per share)			$ 24										
Number of trading days			20 days										
Trading day threshold period			30 days										

Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Private Placement [Member]																					
Private Placement Shares [Abstract]																					
Contribution from PIPE Financing for cash												499,000									
Share price (in dollars per share)												$ 10									
Gross proceeds from private placement												$ 5,000,000									
Investor [Member] | Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]																					
Founder Shares [Abstract]																					
Common stock, par value (in dollars per share)																					$ 0.0001
Number of trading days									20 days							20 days	20 days				
Trading day threshold period									30 days							30 days	30 days				
Threshold period after initial Business Combination									150 days												
Investor [Member] | Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Minimum [Member]																					
Founder Shares [Abstract]																					
Share price (in dollars per share)									$ 12							$ 12	$ 12				
Threshold period after initial Business Combination																150 days	150 days				
Investor [Member] | Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]																					
Founder Shares [Abstract]																					
Proceeds from Issuance of Common Stock													$ 25,000								
Shares issued (in shares)													3,737,500								
Common stock, par value (in dollars per share)													$ 0.0001								
Ownership interest, as converted percentage																20.00%	20.00%				
Number of shares no longer subject to forfeiture (in shares)												487,500									
Period to not transfer, assign or sell Founder Shares																1 year	1 year				
Investor [Member] | Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Maximum [Member]																					
Founder Shares [Abstract]																					
Shares subject to forfeiture (in shares)													487,500								
Independent Directors [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]																					
Founder Shares [Abstract]																					
Shares issued (in shares)														90,000							
Sponsor and Company Officers and Directors [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Private Placement [Member]																					
Private Placement Shares [Abstract]																					
Holding period for transfer, assignment or sale of shares																30 days	30 days				

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Related Party Transactions, Related Party Loans and Administrative Support Agreement (Details) - USD ($)	Jun. 02, 2024	May 02, 2024	Apr. 02, 2024	Feb. 27, 2024	Feb. 02, 2024	Jan. 02, 2024	Dec. 02, 2023	Nov. 02, 2023	Oct. 02, 2023	Sep. 05, 2023	Sep. 02, 2023	Aug. 02, 2023	Jul. 06, 2023	Jul. 02, 2023	Jun. 02, 2023	Apr. 18, 2023	Feb. 28, 2023	Feb. 08, 2023	Mar. 02, 2021	3 Mont Ende Jun. 30, 2024
Related Party Loans [Abstract]																				
Common stock, par value (in dollars per share)																				
Convertible notes payables, current																				
Common Class A [Member]																				
Related Party Loans [Abstract]																				
Common stock, par value (in dollars per share)																				
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]																				
Related Party Loans [Abstract]																				
Common stock, par value (in dollars per share)																				
Convertible notes payables, current																				$ 3,616,000
Period of time for an extension to consummate Business Combination	1 month	1 month	1 month	1 month													1 month			
Administrative Support Agreement [Abstract]																				
General and Administrative Expense																				252,199
Due to related party																				$ 0
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member]																				
Related Party Loans [Abstract]																				
Common stock, par value (in dollars per share)																				$ 0.0001
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Second Convertible Promissory Note [Member]																				
Related Party Loans [Abstract]																				
Loan for an aggregate deposit										$ 165,000	$ 560,000	$ 140,000	$ 140,000		$ 140,000	$ 400,000				
Principal amount																		$ 1,680,000		

Convertible notes payables, current																				$ 1,585,000
Period of time for an extension to consummate Business Combination		1 month	1 month	1 month	1 month	1 month					1 month	1 month			1 month	1 month				
Additional amount drawn																	$ 11,000			
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Second Convertible Promissory Note [Member] | Maximum [Member]																				
Related Party Loans [Abstract]																				
Loan for an aggregate deposit																$ 1,380,000				
Principal amount											$ 1,680,000									
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Third Convertible Promissory Note [Member]																				
Related Party Loans [Abstract]																				
Loan for an aggregate deposit		$ 900,000		$ 420,000																
Principal amount																				
Period of time for an extension to consummate Business Combination				1 month	1 month	1 month														
Additional amount drawn				$ 50,000																
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]																				
Related Party Loans [Abstract]																				
Loan for an aggregate deposit																				
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Maximum [Member]																				
Related Party Loans [Abstract]																				
Loan for an aggregate deposit	$ 1,221,000															$ 1,680,000				
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member]																				
Related Party Loans [Abstract]																				
Common stock, par value (in dollars per share)																				
Period of time for an extension to consummate Business Combination	1 month																			
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Promissory Note [Member]																				
Related Party Loans [Abstract]																				
Related Party Transaction, Amounts of Transaction																			$ 300,000	
Loan for an aggregate deposit																			$ 161,000	
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Administrative Support Agreement [Member]																				
Administrative Support Agreement [Abstract]																				
Monthly fee																				
General and Administrative Expense																				0
Due to related party																				
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Working Capital Loans [Member]																				
Related Party Loans [Abstract]																				
Conversion price (in dollars per share)																				
Principal amount																				
Investor [Member] | CIK0001838821_ARYA																				

Sciences Acquisition Corp IV [Member] | Working Capital Loans [Member] | Common Class A [Member]	
Related Party Loans [Abstract]	
Conversion price (in dollars per share)	
Common stock, par value (in dollars per share)	
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | First Convertible Promissory Note [Member]	
Related Party Loans [Abstract]	
Convertible notes payables, current	120,000
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Second Convertible Promissory Note [Member]	
Related Party Loans [Abstract]	
Convertible notes payables, current	1,585,000
Investor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Third Convertible Promissory Note [Member]	
Related Party Loans [Abstract]	
Convertible notes payables, current	$ 900,000
Sponsor Affiliate of Sponsor or Certain Company Officers and Directors [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Working Capital Loans [Member]	
Related Party Loans [Abstract]	
Conversion of Stock, Amount Converted	
Conversion price (in dollars per share)	$ 10
Borrowings outstanding	$ 0

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Commitments and Contingencies (Details)	Jul. 31, 2024 USD ($) shares	Mar. 02, 2021 USD ($) $ / shares shares	6 Months Ended Jun. 30, 2024 USD ($)	9 Months Ended Sep. 30, 2023 USD ($)	12 Months Ended Dec. 31, 2023 USD ($)	12 Months Ended Dec. 31, 2022 USD ($)	Aug. 08, 2022	Feb. 25, 2021 item
Underwriting Agreement [Abstract]								
Contribution from PIPE Financing for cash | shares	3,287,018							
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]								
Registration Rights [Abstract]								
Period for shares to become exercisable			30 days		30 days			
Underwriting Agreement [Abstract]								
Underwriting discount (in dollars per share) | $ / shares		$ 0.2						
Payments for Underwriting Expense		$ 3,000,000						
Deferred underwriting discount (in dollars per share) | $ / shares		$ 0.35						
Deferred underwriting commissions		$ 5,200,000	$ 2,616,250		$ 2,616,250	$ 2,616,250		
Percentage of deferred underwriting commissions payable included in initial Business Combination							50.00%	
Gain from settlement of deferred underwriting commissions				$ 2,600,000		$ 2,600,000		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Maximum [Member]								
Registration Rights [Abstract]								
Number of demands eligible security holder can make | item								3
Over-Allotment Option [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]								
Underwriting Agreement [Abstract]								
Sale of stock underwriter option term			45 days		45 days			
Contribution from PIPE Financing for cash | shares		1,950,000						
Over-Allotment Option [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Subsequent Event [Member]								
Underwriting Agreement [Abstract]								
Deferred underwriting commissions	$ 3,885,125							

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Class A Ordinary Shares Subject to Possible Redemption (Details) - USD ($)	3 Months Ended Jun. 30, 2024	3 Months Ended Mar. 31, 2024	3 Months Ended Jun. 30, 2023	3 Months Ended Mar. 31, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023	12 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2022	Jul. 30, 2024	Feb. 27, 2024	Sep. 30, 2023	Feb. 28, 2023	Mar. 02, 2021
Common Stock Subject to Possible Redemption [Abstract]													
Convertible preferred stock, shares outstanding							4,939,946						

Carrying Value	$ 86,783,000		$ 91,469,000		$ 86,783,000	$ 91,469,000	$ 91,469,000	$ 91,469,000	$ 86,783,000		$ 91,469,000	
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]												
Common Stock Subject to Possible Redemption [Abstract]												
Offering costs allocated to Class A ordinary shares subject to possible redemption												$ (8,800,000)
Temporary Equity, Accretion to Redemption Value								8,147,540				
Waiver of deferred underwriting commissions								2,616,250				
Redemption of Class A ordinary shares		$ (4,358,804)			(4,358,804)	$ (115,071,882)	(115,071,882)	0				
Adjustment for accretion of Class A ordinary shares subject to possible redemption	819,027	902,751	$ 600,365	$ 1,548,845			4,018,937	(587,356)				
Carrying Value	$ 37,838,923	$ 37,019,896			$ 37,838,923		$ 40,475,949	$ 151,528,894		$ 4,358,804		
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member]												
Common Stock Subject to Possible Redemption [Abstract]												
Convertible preferred stock, shares outstanding	3,300,016				3,300,016		3,690,831	14,950,000				
Carrying Value										$ 4,358,804	$ 115,071,882	
Initial Public Offering [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]												
Common Stock Subject to Possible Redemption [Abstract]												
Gross proceeds								$ 149,500,000				
Initial Public Offering [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member] | Common Class A [Member]												
Common Stock Subject to Possible Redemption [Abstract]												
Offering costs allocated to Class A ordinary shares subject to possible redemption								$ (8,734,896)				

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Shareholders' Deficit (Details)	6 Months Ended	12 Months Ended							
	Jun. 30, 2024 $ / shares shares	Dec. 31, 2023 $ / shares shares	Sep. 30, 2024 $ / shares shares	Jul. 31, 2024 $ / shares shares	Jul. 30, 2024 $ / shares shares	Feb. 27, 2024 shares	Feb. 13, 2024 $ / shares	Feb. 28, 2023 shares	Dec. 31, 2022 $ / shares shares
Stockholder's Deficit									
Preferred Stock, Shares Authorized			20,000,000						
Common Stock, Shares Authorized		6,594,946	210,000,000		6,594,946				
Common Stock, Par or Stated Value Per Share | $ / shares		$ 0.001	$ 0.0001		$ 0.001				
Common Stock, Shares, Issued		786,510	14,535,136						
Common Stock, Shares, Outstanding		779,908	14,535,136	13,387,636					
Convertible preferred stock, shares outstanding		4,939,946							
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]									
Stockholder's Deficit									
Preferred Stock, Shares Authorized	1,000,000	1,000,000							1,000,000
Preferred Stock, Shares Issued	0	0							0
Preferred Stock, Shares Outstanding	0	0							0
Common Stock, Par or Stated Value Per Share | $ / shares							$ 0.01		
Common Stock, Voting Rights	one vote	one vote							
Stock conversion basis at time of business combination percentage	20.00%	20.00%							
Stock conversion basis at time of business combination	1	1							
Common Class A [Member]									
Stockholder's Deficit									
Common Stock, Par or Stated Value Per Share | $ / shares				$ 0.0001					
Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]									
Stockholder's Deficit									
Common Stock, Shares Authorized	479,000,000	479,000,000							479,000,000
Common Stock, Par or Stated Value Per Share | $ / shares	$ 0.0001	$ 0.0001					$ 0.0001		$ 0.0001
Common Stock, Voting Rights	one vote	one vote							
Ordinary shares, shares issued (in shares)	3,799,016	4,189,831							15,449,000
Ordinary shares, shares outstanding (in shares)	3,799,016	4,189,831							15,449,000
Common Stock, Shares, Issued	499,000	499,000							499,000
Common Stock, Shares, Outstanding	499,000	499,000							499,000
Convertible preferred stock, shares outstanding	3,300,016	3,690,831							14,950,000
Common Class B [Member]									
Stockholder's Deficit									
Common Stock, Par or Stated Value Per Share | $ / shares				$ 0.0001					
Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]									
Stockholder's Deficit									
Common Stock, Shares Authorized	20,000,000	20,000,000							20,000,000
Common Stock, Par or Stated Value Per Share | $ / shares	$ 0.0001	$ 0.0001							$ 0.0001
Ordinary shares, shares issued (in shares)	3,737,500	3,737,500							
Common Stock, Shares, Issued	3,737,500	3,737,500				3,737,500		3,737,500	3,737,500
Common Stock, Shares, Outstanding	3,737,500	3,737,500				3,737,500		3,737,500	3,737,500

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Fair Value Measurements (Details) - CIK0001838821_ARYA Sciences Acquisition	12 Months Ended		
	Dec. 31, 2022	Jun. 30, 2024	Dec. 31, 2023

Corp IV [Member] - USD ($)		
Investments held in Trust Account [Abstract]		
Transfers in into Level 3	$ 0	
Transfers out of Level 3	0	
Fair Value, Inputs, Level 1 [Member] | U.S. Treasury Securities [Member] | Maximum [Member]		
Investments held in Trust Account [Abstract]		
Investment maturity period		185 days 185 days
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 1 [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	151,628,894	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 1 [Member] | U.S. Treasury Securities [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	151,628,280	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 1 [Member] | Cash Equivalents - Money Market Funds [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	614	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 2 [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	0	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 2 [Member] | U.S. Treasury Securities [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	0	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 2 [Member] | Cash Equivalents - Money Market Funds [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	0	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 3 [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	0	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 3 [Member] | U.S. Treasury Securities [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	0	
Fair Value, Recurring [Member] | Fair Value, Inputs, Level 3 [Member] | Cash Equivalents - Money Market Funds [Member]		
Investments held in Trust Account [Abstract]		
Investments held in Trust Account	$ 0	

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Subsequent Events (Details)	Jul. 31, 2024 $ / shares shares	Jul. 02, 2024 USD ($)	Jun. 02, 2024 USD ($)	May 02, 2024 USD ($)	Apr. 02, 2024	Mar. 22, 2024 USD ($)	Mar. 02, 2024 USD ($)	Feb. 27, 2024 USD ($) item $ / shares shares	Feb. 13, 2024 USD ($) $ / shares shares	Feb. 09, 2024 USD ($) $ / shares	Feb. 08, 2024 USD ($)	Feb. 02, 2024 USD ($)	Jan. 02, 2024	Dec. 02, 2023 USD ($)	Nov. 02, 2023	Oct. 02, 2023	Sep. 05, 2023 USD ($)	Sep. 02, 2023 USD ($)	Aug. 02, 2023 USD ($)
Subsequent Events [Abstract]																			
Common stock, par value (in dollars per share) | $ / shares	$ 0.001																		
Preferred stock, par value | $ / shares																			
Convertible preferred stock, shares issued | shares	3,287,018																		
Contribution from PIPE Financing for cash | shares																			
Ordinary shares, shares issued (in shares) | shares	13,387,636																		
Total | shares																			
Temporary Equity, Carrying Amount, Attributable to Parent																			
CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]																			
Subsequent Events [Abstract]																			
Period of time for an extension to consummate Business Combination			1 month	1 month	1 month			1 month											
Common stock, par value (in dollars per share) | $ / shares									$ 0.01										
Preferred stock, par value | $ / shares																			
Number of trading days under convert registration rights agreement									15 days										
Number of times to extend period to consummate Business Combination | item								11											
Advance notice prior to applicable Termination Date								5 days											
Cash deposited in Trust Account																			
Temporary Equity, Carrying Amount, Attributable to Parent								$ 4,358,804											
Maximum [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]																			
Subsequent Events [Abstract]																			
Extension period to complete business combination after Original Termination Date								12 months											
Common Class A																			

[Member]														
Subsequent Events [Abstract]														
Common stock, par value (in dollars per share) | $ / shares	$ 0.0001													
Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]														
Subsequent Events [Abstract]														
Number of common shares, right to receive (in shares) | shares				1										
Common stock, par value (in dollars per share) | $ / shares				$ 0.0001										
Contribution from PIPE Financing for cash | shares			3,799,016											
Ordinary shares, shares issued (in shares) | shares														
Total | shares														
Temporary Equity, Carrying Amount, Attributable to Parent			$ 4,358,804											
Common Class B [Member]														
Subsequent Events [Abstract]														
Common stock, par value (in dollars per share) | $ / shares	$ 0.0001													
Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]														
Subsequent Events [Abstract]														
Number of common shares, right to receive (in shares) | shares				1										
Common stock, par value (in dollars per share) | $ / shares														
Preferred stock, par value | $ / shares				$ 0.001										
Ordinary shares, shares issued (in shares) | shares			3,737,500											
Total | shares			3,737,500											
Public Shares [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]														
Subsequent Events [Abstract]														
Convertible preferred stock, shares issued | shares			390,815											
Contribution from PIPE Financing for cash | shares			3,300,016											
Private Placement Shares [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]														
Subsequent Events [Abstract]														
Contribution from PIPE Financing for cash | shares			499,000											
Second Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]														
Subsequent Events [Abstract]														
Period of time for an extension to consummate Business Combination					1 month	1 month	1 month	1 month	1 month		1 month	1 month		
Loan for an aggregate deposit										$ 165,000	$ 560,000	$ 140,000		
Additional amount drawn														
Debt Instrument, Face Amount														
Second Convertible Promissory Note [Member] | Maximum [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]														
Subsequent Events [Abstract]														
Loan for an aggregate deposit														
Debt Instrument, Face Amount				$ 1,680,000							$ 1,680,000			
Third Convertible Promissory Note														

| | | |

Sponsor [Member] | Common Class A [Member] | Minimum [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Share price (in dollars per share) | $ / shares	$ 12			
Threshold period after initial Business Combination				
Sponsor [Member] | Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Common stock, par value (in dollars per share) | $ / shares				
Shares forfeited (in shares) | shares		1,000,000		
Sponsor [Member] | Second Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Cash deposited in Trust Account	$ 111,000			
Sponsor [Member] | Fourth Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Loan for an aggregate deposit				$ 1,000,000
Conversion price (in dollars per share) | $ / shares			$ 10	
Cash deposited in Trust Account			$ 111,000	
Sponsor [Member] | Amended and Restated Memorandum [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Cash deposited in Trust Account	$ 111,000			
Percentage of ordinary shares issued and outstanding held by initial shareholders.	56.20%			
Subsequent Event [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Common stock, par value (in dollars per share) | $ / shares		$ 0.01		
Number of trading days under convert registration rights agreement		15 days		
Subsequent Event [Member] | Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Number of common shares, right to receive (in shares) | shares		1		
Common stock, par value (in dollars per share) | $ / shares		$ 0.0001		
Contribution from PIPE Financing for cash | shares	3,799,016			
Temporary Equity, Carrying Amount, Attributable to Parent	$ 4,358,804			
Subsequent Event [Member] | Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]				
Subsequent Events [Abstract]				
Number of common				

shares, right to receive (in shares) | shares			1				
Preferred stock, par value | $ / shares			$ 0.001				
Ordinary shares, shares issued (in shares) | shares		3,737,500					
Total | shares		3,737,500					
Subsequent Event [Member] | Public Shares [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Subsequent Events [Abstract]							
Convertible preferred stock, shares issued | shares		390,815					
Contribution from PIPE Financing for cash | shares		3,300,016					
Subsequent Event [Member] | Private Placement Shares [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Subsequent Events [Abstract]							
Contribution from PIPE Financing for cash | shares		499,000					
Subsequent Event [Member] | Second Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Subsequent Events [Abstract]							
Period of time for an extension to consummate Business Combination						1 month	1 month
Debt Instrument, Face Amount			$ 1,680,000				
Subsequent Event [Member] | Third Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Subsequent Events [Abstract]							
Period of time for an extension to consummate Business Combination						1 month	1 month
Loan for an aggregate deposit		$ 140,000				$ 140,000	
Additional amount drawn		$ 50,000				$ 100,000	
Subsequent Event [Member] | Fourth Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Subsequent Events [Abstract]							
Loan for an aggregate deposit	$ 540,000			$ 1,000,000			
Subsequent Event [Member] | PIPE Financing | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Subsequent Events [Abstract]							
Debt Instrument, Face Amount			45,000,000				
Additional Investment to Debt			$ 8,100,000				
Share price (in dollars per share) | $ / shares			$ 10				
Exercise price of pre-funded warrants (In dollars per share) | $ / shares			$ 0.01				
Subsequent Event [Member] | PIPE Financing | Maximum [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]							
Subsequent Events [Abstract]							
Additional financing being raised prior to closing			$ 1,070,575				
Subsequent Event [Member] | PIPE Financing | 2023 Bridge Financing Notes [Member] |							

CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Subsequent Events [Abstract]		
Debt Instrument, Face Amount		23,000,000
Subsequent Event [Member] | PIPE Financing | 2024 Bridge Financing Notes [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Subsequent Events [Abstract]		
Convertible promissory note		7,000,000
Subsequent Event [Member] | PIPE Financing | New Adagio Convertible Notes [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Subsequent Events [Abstract]		
Debt Instrument, Face Amount		$ 5,500,000
Cashless exercise of warrants issued (in shares) | shares		937,500
Subsequent Event [Member] | Convertible Security Financing [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Subsequent Events [Abstract]		
Debt Instrument, Face Amount		$ 20,000,000
Debt instrument, percentage		13.00%
Cashless exercise of warrants issued (in shares) | shares		1,500,000
Conversion price (in dollars per share) | $ / shares		$ 10
Cash price (in dollars per share) | $ / shares		$ 24
Term of debt		3 years 9 months
Subsequent Event [Member] | Sponsor [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Subsequent Events [Abstract]		
Shares issued to investors (in shares) | shares		1,147,500
Share price (in dollars per share) | $ / shares		$ 24
Lock-up period beginning on the Closing Date	365 days	
Lock-up period after the Closing Date	6 months	
Number of trading days		20 days
Trading day threshold period		30 days
Subsequent Event [Member] | Sponsor [Member] | Common Class A [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]		
Subsequent Events [Abstract]		
Period of time for an extension to consummate Business Combination	1 month	
Number of trading days	20 days	
Trading day threshold period	30 days	
Number of times to extend period to consummate Business Combination | item	11	
Advance notice prior to applicable Termination Date	5 days	
Extension period to complete business combination after Original Termination Date	48 months	
Threshold period after initial Business Combination	150 days	
Subsequent Event [Member] | Sponsor		

[Member] | Common Class A [Member] | Minimum [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]	
Subsequent Events [Abstract]	
Share price (in dollars per share) | $ / shares	$ 12
Subsequent Event [Member] | Sponsor [Member] | Common Class B [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]	
Subsequent Events [Abstract]	
Shares forfeited (in shares) | shares	1,000,000
Subsequent Event [Member] | Sponsor [Member] | Second Convertible Promissory Note [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]	
Subsequent Events [Abstract]	
Cash deposited in Trust Account	$ 111,000
Subsequent Event [Member] | Sponsor [Member] | Amended and Restated Memorandum [Member] | CIK0001838821_ARYA Sciences Acquisition Corp IV [Member]	
Subsequent Events [Abstract]	
Cash deposited in Trust Account	$ 111,000
Percentage of ordinary shares issued and outstanding held by initial shareholders.	56.20%

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Condensed Consolidated Balance Sheets - USD ($) $ in Thousands	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Current assets											
Cash and cash equivalents	$ 28,260					$ 1,383					
Accounts receivable, net	90					71					
Inventory, net	4,139					3,322					
Prepaid expenses	2,328					232					
Other current assets	213					177					
Total current assets	35,030					5,185					
Property and equipment, net	1,572					1,487					
Right-of-use assets, net	226					130					
Other assets	16					23					
Total assets	107,196					6,825					
Current liabilities											
Accounts payable	4,419					3,830					
Accrued liabilities	2,910					3,048					
Operating lease liabilities, current	142					79					
Convertible notes payable, current						36,430					
Term loan, current						1,695					
Accrued transaction costs						444					
Other accrued liabilities	448					1,572					
Total current liabilities	7,919					47,176					
Operating lease liabilities, long-term	85					52					
Term loan, long-term						143					
Other long-term liabilities	3,616					8					
Total liabilities	30,635					47,379					
Commitments and contingencies (Note 11)											
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023			$ 86,783	$ 86,783		91,469	$ 91,469	$ 91,469		$ 91,469	
Stockholders' deficit											
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	1					1					
Additional paid-in capital	89,786					1,608					
Accumulated other comprehensive income	(9)					17					
Accumulated deficit	(13,217)					(133,649)					
Total stockholders' equity (deficit)	76,561	$ 72,964	$ (148,315)	(140,506)		(132,023)	(123,507)	(112,876)		(95,877)	
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	$ 107,196					6,825					
Adagio Medical Inc											
Current assets											
Cash and cash equivalents				2,045		1,383				5,547	
Accounts receivable, net				167		71					
Inventory, net				4,062		3,322				367	
Prepaid expenses				182		232				291	
Other current assets				180		177				527	
Total current assets				6,636		5,185				6,732	
Property and equipment, net				1,154		1,487				1,647	
Right-of-use assets, net				260		130				292	

Other assets	19		23				26					
Total assets	8,069		6,825				8,697					
Current liabilities												
Accounts payable	5,580		3,830				1,011					
Accrued liabilities	3,429		3,048				2,157					
Operating lease liabilities, current	140		79				163					
Convertible notes payable, current	47,964	$ 44,048	36,430	26,584			9,500					
Warrant liabilities	417		78									
Term loan, current	990		1,695									
Accrued transaction costs	145		444									
Other accrued liabilities	3,000		1,572				137					
Total current liabilities	61,665	57,022	47,176	35,915			12,968					
Operating lease liabilities, long-term	121		52				134					
Term loan, long-term			143									
Other long-term liabilities	6		8				3					
Total liabilities	61,792	57,072	47,379	36,554			13,105					
Commitments and contingencies (Note 11)												
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023	86,783		91,469		91,469		91,469	$ 91,469				
Stockholders' deficit												
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	1		1				1					
Additional paid-in capital	6,163		1,608				1,153					
Accumulated other comprehensive income	22		17				28					
Accumulated deficit	(146,692)	(140,958)	(133,649)	(125,028)			(97,059)					
Total stockholders' equity (deficit)	(140,506)	$ (139,218)	(132,023)	$ (123,507)	$ (112,876)	$ (104,722)	(95,877)	$ (72,618)				
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	$ 8,069		$ 6,825				$ 8,697					

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Condensed Consolidated Balance Sheets (Parenthetical) - USD ($)	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022	Dec. 31, 2021
Convertible preferred stock, par value (in dollars per share)					$ 0.001				
Convertible preferred stock, shares authorized			4,939,946		4,939,946				
Convertible preferred stock, shares issued			4,732,044	4,732,044	4,939,946	4,939,946	4,939,946	4,939,946	
Convertible preferred stock, shares outstanding					4,939,946				
Convertible preferred stock, liquidation preference value					$ 91,637,000				
Common stock, par value (in dollars per share)	$ 0.0001		$ 0.001		$ 0.001				
Common stock, shares authorized	210,000,000		6,594,946		6,594,946				
Common stock, shares issued	14,535,136				786,510				
Common stock, shares outstanding	14,535,136	13,387,636			779,908				
Adagio Medical Inc									
Convertible preferred stock, par value (in dollars per share)				$ 0.001	$ 0.001			$ 0.001	
Convertible preferred stock, shares authorized				4,939,946	4,939,946			4,939,946	
Convertible preferred stock, shares issued				4,732,044	4,939,946		4,939,946	4,939,946	4,939,946
Convertible preferred stock, shares outstanding				4,732,044	4,939,946			4,939,946	
Convertible preferred stock, liquidation preference value				$ 86,936,000	$ 91,637,000			$ 91,637,000	
Common stock, par value (in dollars per share)				$ 0.001	$ 0.001			$ 0.001	
Common stock, shares authorized				6,594,946	6,594,946			6,594,946	
Common stock, shares issued				786,782	786,510			762,762	
Common stock, shares outstanding				780,180	779,908			756,160	

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Condensed Consolidated Statements of Operations and Comprehensive Loss - USD ($) $ in Thousands	1 Months Ended		2 Months Ended		3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Revenue	$ 53			$ 132		$ 41				$ 333	$ 222		
Cost of revenue and operating expenses:													
Cost of revenue	157			414		253				1,381	972		
Research and development	1,251			1,217		4,418				7,585	13,625		
Selling, general, and administrative	4,851			2,926		4,451				13,047	8,234		
Total cost of revenue and operating expenses	6,259			4,557		9,122				22,013	22,831		
Loss from operations	(6,206)			(4,425)		(9,081)				(21,680)	(22,609)		
Other income (expense)													
Convertible notes fair value adjustment	(1,907)		$ 3,255	3,255		(1,051)				2,059	(4,084)		
Warrant liabilities fair value adjustment	177		4,973	4,973		(23)				191	(83)		
Interest expense	(304)			(435)		(485)				(1,818)	(1,082)		
Interest income				166		2				3	2		
Other (expense) income, net	5			72		(123)				(33)	(113)		
Total other income (expense), net	(2,029)			8,031		(1,680)				402	(5,360)		
Net income (loss)	(8,235)		$ 3,600	3,606		(10,761)				(21,278)	(27,969)		
Other comprehensive income (loss):													
Foreign currency translation adjustment	(2)			(9)		4				3	(1)		
Comprehensive income (loss)	$ (8,237)			$ 3,597		$ (10,757)				$ (21,275)	$ (27,970)		
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)			$ 0.18		$ (14.15)				$ (26.08)	$ (36.83)		
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)	$ (14.15)	$ 0.02	$ 0.02		$ (14.15)		$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)		
Basic weighted average shares outstanding (in shares)			14,057,636								759,489		
Diluted weighted average shares outstanding (in shares)	987,810	760,572	16,057,636					779,908	758,942	815,854	759,489		
Adagio Medical Inc													
Revenue								$ 280	$ 181			$ 300	$ 189
Cost of revenue and operating expenses:													
Cost of revenue								1,224	719			1,306	875
Research and development								6,334	9,207			15,399	17,855
Selling, general, and administrative								8,196	3,783			11,537	5,372
Total cost of revenue and operating expenses								15,754	13,709			28,242	24,102
Loss from operations								(15,474)	(13,528)			(27,942)	(23,913)
Other income (expense)													

Convertible notes fair value adjustment					3,966	(3,033)		(6,930)		
Warrant liabilities fair value adjustment					14	(60)		(42)		
Interest expense					(1,514)	(597)		(1,659)	(137)	
Interest income					3			3	39	
Other (expense) income, net					(38)	10		(20)	338	
Total other income (expense), net				$ 1,506	$ (2,295)	2,431	(3,680)	$ (5,360)	(8,648)	240
Net income (loss)				(7,309)	(8,949)	(13,043)	(17,208)	(27,969)	(36,590)	(23,673)
Other comprehensive income (loss):										
Foreign currency translation adjustment						5	(5)		(11)	24
Comprehensive income (loss)				$ (7,306)	$ (8,953)	$ (13,038)	$ (17,213)	$ (27,970)	$ (36,601)	$ (23,649)
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)	$ (14.15)		$ (9.37)	$ (11.82)	$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)	$ (48.16)	$ (31.5)
Diluted net income (loss) per share (Note 15) (in dollars per share)				$ (9.37)	$ (11.82)	$ (16.72)	$ (22.67)		$ (36.83)	$ (48.16)	$ (31.5)
Basic weighted average shares outstanding (in shares)	987,810	760,572				779,908	758,942	815,854		759,814	751,568
Diluted weighted average shares outstanding (in shares)						779,908	758,942			759,814	751,568

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Condensed Consolidated Statements of Convertible Preferred Stock and Stockholders' Deficit - USD ($) $ in Thousands	Common Stock Adagio Medical Inc	Common Stock	Additional Paid-in Capital Adagio Medical Inc	Additional Paid-in Capital	Accumulated Deficit Adagio Medical Inc	Accumulated Deficit	Accumulated Other Comprehensive Income Adagio Medical Inc	Accumulated Other Comprehensive Income	Adagio Medical Inc	Total
Beginning Balance at Dec. 31, 2021									$ 91,469	
Beginning Balance (in shares) at Dec. 31, 2021									4,939,946	
Ending Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Ending Balance (in shares) at Dec. 31, 2022									4,939,946	4,939,946
Beginning Balance at Dec. 31, 2021	$ 1		$ 763		$ (73,386)		$ 4		$ (72,618)	
Beginning Balance (in shares) at Dec. 31, 2021	745,193									
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							24		24	
Stock option exercises			25						$ 25	
Stock option exercises (in shares)	10,967								11,217	
Stock-based compensation			365						$ 365	
Net loss					(23,673)				(23,673)	
Ending Balance at Dec. 31, 2022	$ 1	$ 1	1,153	$ 1,153	(97,059)	$ (97,059)	28	$ 28	$ (95,877)	$ (95,877)
Ending Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Net loss									$ (8,949)	
Ending Balance at Mar. 31, 2023					(106,008)				(104,722)	
Beginning Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022									4,939,946	4,939,946
Ending Balance at Jun. 30, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Jun. 30, 2023									4,939,946	4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	$ 1	1,153	1,153	(97,059)	(97,059)	28	28	$ (95,877)	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							(5)		$ (5)	
Stock option exercises			10						10	
Stock option exercises (in shares)	4,758									
Stock-based compensation			204						204	
Net loss					(17,208)				(17,208)	
Ending Balance at Jun. 30, 2023	$ 1	$ 1	1,367	1,367	(114,267)	(114,267)	23	23	(112,876)	(112,876)
Ending Balance (in shares) at Jun. 30, 2023	760,918	760,918								
Beginning Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022									4,939,946	4,939,946
Ending Balance at Sep. 30, 2023										$ 91,469
Ending Balance (in shares) at Sep. 30, 2023										4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	$ 1	1,153	1,153	(97,059)	(97,059)	28	28	$ (95,877)	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment								(1)		(1)
Stock option exercises				11						11
Stock option exercises (in shares)		4,412								
Stock-based compensation				329						329
Net loss									$ (27,969)	(27,969)
Ending Balance at Sep. 30, 2023		$ 1		1,493	(125,028)	(125,028)		27	(123,507)	(123,507)
Ending Balance (in shares) at Sep. 30, 2023		760,572								
Beginning Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Beginning Balance (in shares) at										

Dec. 31, 2022									4,939,946	4,939,946
Ending Balance at Dec. 31, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Dec. 31, 2023									4,939,946	4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	$ 1	1,153	1,153	(97,059)	(97,059)	28	28	$ (95,877)	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							(11)		$ (11)	
Stock option exercises			13						$ 13	
Stock option exercises (in shares)	23,748								5,669	
Stock-based compensation			442						$ 442	
Net loss					(36,590)				(36,590)	
Ending Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17	17	$ (132,023)	$ (132,023)
Ending Balance (in shares) at Dec. 31, 2023	779,908	779,908							786,510	786,510
Ending Balance at Jun. 30, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Jun. 30, 2023									4,939,946	4,939,946
Beginning Balance at Mar. 31, 2023					(106,008)				$ (104,722)	
Ending Balance at Jun. 30, 2023	$ 1	$ 1	1,367	1,367	(114,267)	(114,267)	23	23	(112,876)	$ (112,876)
Ending Balance (in shares) at Jun. 30, 2023	760,918	760,918								
Ending Balance at Sep. 30, 2023										$ 91,469
Ending Balance (in shares) at Sep. 30, 2023										4,939,946
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment								4		$ 4
Stock option exercises		$ (346)		1						1
Stock-based compensation				125						125
Net loss						(10,761)				(10,761)
Ending Balance at Sep. 30, 2023		$ 1		1,493	(125,028)	(125,028)		27	(123,507)	(123,507)
Ending Balance (in shares) at Sep. 30, 2023		760,572								
Ending Balance at Dec. 31, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Dec. 31, 2023									4,939,946	4,939,946
Ending Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17	17	$ (132,023)	$ (132,023)
Ending Balance (in shares) at Dec. 31, 2023	779,908	779,908							786,510	786,510
Increase (Decrease) in Stockholders' Deficit										
Net loss									$ (7,309)	
Ending Balance at Mar. 31, 2024					(140,958)				(139,218)	
Beginning Balance at Dec. 31, 2023									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2023									4,939,946	4,939,946
Increase (Decrease) in Convertible Preferred Stock										
Exchange preferred stock for pre-funded warrants									$ (4,686)	
Exchange preferred stock for pre-funded warrants (shares)									(207,902)	
Ending Balance at Jun. 30, 2024									$ 86,783	$ 86,783
Ending Balance (in shares) at Jun. 30, 2024									4,732,044	4,732,044
Beginning Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17	17	$ (132,023)	$ (132,023)
Beginning Balance (in shares) at Dec. 31, 2023	779,908	779,908							786,510	786,510
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							5		$ 5	
Exchange preferred stock for pre-funded warrants			4,332						4,332	
Stock option exercises			2						$ 2	
Stock option exercises (in shares)	272								0	
Stock-based compensation			221						$ 221	
Net loss					(13,043)				(13,043)	
Ending Balance at Jun. 30, 2024	$ 1	$ 1	6,163	6,163	(146,692)	(146,692)	22	22	$ (140,506)	$ (140,506)
Ending Balance (in shares) at Jun. 30, 2024	780,180	780,180							786,782	
Beginning Balance at Dec. 31, 2023									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2023									4,939,946	4,939,946
Increase (Decrease) in Convertible Preferred Stock										
Exchange preferred stock for pre-funded warrants										$ (4,686)
Exchange preferred stock for pre-funded warrants (shares)										207,902
Ending Balance at Jul. 30, 2024										$ 86,783
Ending Balance (in shares) at Jul. 30, 2024										4,732,044
Beginning Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17	17	$ (132,023)	$ (132,023)
Beginning Balance (in shares) at Dec. 31, 2023	779,908	779,908							786,510	786,510
Increase (Decrease) in Stockholders' Deficit										

Foreign currency translation adjustment								3		$ 3
Exchange preferred stock for pre-funded warrants				4,332						4,332
Stock option exercises (in shares)		305								
Stock-based compensation				642						642
Net loss										(21,278)
Ending Balance at Jul. 30, 2024		$ 1		6,591		(154,927)		20		(148,315)
Ending Balance (in shares) at Jul. 30, 2024		780,213								
Ending Balance at Jun. 30, 2024									$ 86,783	$ 86,783
Ending Balance (in shares) at Jun. 30, 2024									4,732,044	4,732,044
Beginning Balance at Mar. 31, 2024					(140,958)				$ (139,218)	
Ending Balance at Jun. 30, 2024	$ 1	$ 1	$ 6,163	6,163	$ (146,692)	(146,692)	$ 22	22	$ (140,506)	$ (140,506)
Ending Balance (in shares) at Jun. 30, 2024	780,180	780,180							786,782	
Ending Balance at Jul. 30, 2024										$ 86,783
Ending Balance (in shares) at Jul. 30, 2024										4,732,044
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment								(2)		$ (2)
Stock option exercises				7						7
Stock option exercises (in shares)		33								
Stock-based compensation				421						421
Net loss						(8,235)				(8,235)
Ending Balance at Jul. 30, 2024		$ 1		6,591		(154,927)		20		(148,315)
Ending Balance (in shares) at Jul. 30, 2024		780,213								
Increase (Decrease) in Stockholders' Deficit										
Net loss										3,600
Ending Balance at Sep. 30, 2024		$ 1		89,786		(13,217)		(9)		$ 76,561
Ending Balance (in shares) at Sep. 30, 2024		14,535,136								14,535,136
Beginning Balance at Jul. 31, 2024		$ 1		89,786		(16,823)				$ 72,964
Beginning Balance (in shares) at Jul. 31, 2024		13,387,636								
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment								(9)		(9)
Net loss						3,606				3,606
Ending Balance at Sep. 30, 2024		$ 1		$ 89,786		$ (13,217)		$ (9)		$ 76,561
Ending Balance (in shares) at Sep. 30, 2024		14,535,136								14,535,136

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Condensed Consolidated Statements of Cash Flows	6 Months Ended Jun. 30, 2024 USD ($)
Cash flows from financing activities	
Cash and cash equivalents, at beginning of period	$ 1,383,000
Adagio Medical Inc	
Cash flows from operating activities	
Net loss	(13,043,000)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization	587,000
Non-cash operating lease expense	83,000
Stock-based compensation	221,000
Provision for inventory impairment	41,000
Amortization of term loan discount	10,000
Loss on disposal of property and equipment	58,000
Change in fair value of convertible notes payable	(3,966,000)
Change in fair value of warrant liabilities	(14,000)
Net change in operating assets and liabilities	
Accounts receivable, net	(99,000)
Inventory, net	(788,000)
Prepaid expenses and other current assets	45,000
Accounts payable	1,750,000
Accrued liabilities	386,000
Accrued transaction costs	(299,000)
Other accrued liabilities	1,428,000
Operating lease liabilities	(84,000)
Net cash used in operating activities	(13,684,000)
Cash flows from investing activities	
Purchases of property and equipment	(337,000)
Net cash used in investing activities	(337,000)
Cash flows from financing activities	
Proceeds from issuance of convertible notes payable	15,500,000
Repayment of non-convertible term loan	(857,000)
Net cash provided by financing activities	14,643,000
Effect of foreign currency translation on cash and cash equivalents	40,000
Net change in cash and cash equivalents	662,000
Cash and cash equivalents, at beginning of period	1,383,000
Cash and cash equivalents, at end of period	2,045,000
Supplemental disclosures of cash flow information:	
Cash paid for interest	76,000
Supplemental disclosure of noncash investing and financing activities:	
Right-of-use assets obtained in exchange for lease liabilities	(216,000)
Lease liabilities recorded for operating lease right-of-use assets	216,000
Exchange preferred stock for pre-funded warrants	$ 4,332,000

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Organization and Description of	6 Months Ended	9 Months Ended	12 Months Ended

Business	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023

Organization and Description of Business

Note 1 - Description of Organization and Business Operations

Our Company

Adagio Medical Holding, Inc. (formerly known as Aja Holdco, Inc.) and its wholly-owned subsidiaries (collectively, the "Company", the "Successor") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. Legacy Adagio (as defined below) received CE Marking in Europe for its iCLAS™ Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so. The Company is headquartered in Laguna Hills, California.

On July 31, 2024 (the "Closing Date"), ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company ("ARYA"), Aja Holdco, Inc. ("ListCo"), a Delaware corporation and wholly-owned subsidiary of ARYA, Aja Merger Sub 1, a Cayman Islands exempted company and wholly-owned subsidiary of ListCo ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation and wholly-owned subsidiary of ListCo ("Company Merger Sub"), and Adagio Medical, Inc., a Delaware corporation ("Legacy Adagio", the "Predecessor"), consummated the business combination (the "Business Combination") pursuant to the terms of the Business Combination Agreement, dated February 13, 2024, by and among the foregoing parties, as amended by the Consent and Amendment No. 1 to Business Combination Agreement, dated as of June 25, 2024, by and between ARYA and Adagio (the "Business Combination Agreement").

Pursuant to the Business Combination Agreement, on the Closing Date, (i) ARYA Merger Sub merged with and into ARYA (the "ARYA Merger") and Company Merger Sub merged with and into Legacy Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with ARYA and Legacy Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Legacy Adagio becoming a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the "ARYA Merger Effective Time," the time that the Adagio Merger becomes effective being referred to as the "Adagio Merger Effective Time," the time after which both Mergers become effective being referred to as the "Closing," and the date on which the Closing occurs being referred to as the "Closing Date"), (ii) ListCo filed with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation of ListCo, and the board of directors of ListCo approved and adopt amended and restated bylaws of ListCo, and (iii) ListCo changed its name to Adagio Medical Holdings, Inc.

Refer to *Note 3- Forward Merger* for details of the Business Combination.

The Company's Common Stock (as defined below) began trading on August 1, 2024, under the symbol ADGM on the Nasdaq Capital Market (NASDAQ: ADGM).

Liquidity and Going Concern

The accompanying condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern. The Company has limited revenue and has experienced recurring operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years.

As of September 30, 2024, the Successor reported cash and cash equivalents of $28.3 million, and an accumulated deficit of $13.2 million. For the period from July 31, 2024 to September 30, 2024 (Successor), from January 1, 2024 to July 30, 2024 (Predecessor), and the nine months ended September 30, 2023 (Predecessor), net income (loss) was $3.6 million, $(21.3) million, and $(28.0) million, respectively. The net cash used in operating activities was $6.4 million, $16.0 million, and $18.6 million, respectively.

Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) negotiate other cash equity or debt financing in the short-term, (ii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market, and (iii) execute cost-cutting measures to manage cash burn. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, Legacy Adagio approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, Legacy Adagio initiated a reduction in its workforce of 20 employees, representing approximately 19% of Legacy Adagio's employees, which was completed on December 15, 2023. Legacy Adagio made no payment for severance or related benefit costs. Legacy Adagio made no payment of retention bonuses.

Adagio Medical Inc
Organization and Description of Business

ADAGIO MEDICAL, INC.

Unaudited
Notes to Condensed Consolidated Financial Statements

Note 1 — Organization and Description of Business

Adagio Medical, Inc. and its wholly-owned subsidiary (collectively, the "Company") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field

ADAGIO MEDICAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Organization and Description of Business

Adagio Medical, Inc. and its wholly-owned subsidiary (the "Company") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart

cryoablation (“PFCA”), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company’s proprietary consoles, catheters, and stylets. The Company received CE Marking in Europe for its iCLAS™ Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so.

The Company was incorporated in the state of Delaware on January 18, 2011, and is headquartered in Laguna Hills, California. Adagio Medical GmbH was formed in March 2020 and is a wholly-owned subsidiary that provides direct sales, distribution, marketing services, and clinical trial management in Europe.

On February 13, 2024, ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company (“ARYA”), Aja HoldCo, Inc., a Delaware corporation (“ListCo”), Aja Merger Sub 1, a Cayman Islands exempted company (“ARYA Merger Sub”), the Company, and Aja Merger Sub 2, Inc., a Delaware corporation (“Company Merger Sub”) entered into the business combination agreement (“Business Combination Agreement”) pursuant to which (i) ARYA Merger Sub will be merged with and into ARYA (the “ARYA Merger”), with ARYA surviving the ARYA Merger as a direct wholly-owned subsidiary of ListCo and (ii) Company Merger Sub will be merged with and into Adagio (the “Adagio Merger” and, together with the ARYA Merger, the “Mergers”), with Adagio surviving the Adagio Merger as a direct wholly-owned subsidiary of ListCo (the “Business Combination”). In connection with the consummation of the Business Combination, ListCo will change its name to “Adagio Medical Holdings, Inc.” (“New Adagio”). The Business Combination closed on July 31, 2024. See *Note 17-Subsequent Events*.

Liquidity and Going Concern

The Company has limited revenue and has incurred operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years. As of June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents of $2.0 million and $1.4 million, respectively. For the six months ended June 30, 2024 and 2023, net losses were $13.0 million and $17.2 million, respectively, and net cash used in operating activities was $13.7 million and $12.2 million, respectively. As of June 30, 2024 and December 31, 2023, the Company had an accumulated deficit of $146.7 million and $133.6 million, respectively, and working capital deficit of $55.0 million and $42.0 million, respectively.

Management does not believe the Company’s current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company’s ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) pursuing a public offering of its common stock or in a business combination (the “SPAC transaction”) with a Special Purpose Acquisition Company (the “SPAC”) to obtain additional capital and align the Company’s long-term operating strategy (refer to the Business Combination in *Note 1-Organization and Description of Business* for further detail), (ii) negotiate other cash equity or debt financing in the short-term, and (iii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with the Company and ListCo (the “Closing”) (see Note 1). As of July 31, 2024, substantial doubt about our ability to continue as a going concern was alleviated due to the closing of a business combination.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, the Company’s management approved a strategic realignment of resources and corporate restructuring (the “RIF”) designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, the Company initiated a reduction in its current workforce of 20 employees, representing approximately 19% of the Company’s employees, which was completed on December 15, 2023. In compliance with the Worker Adjustment and Retraining Notification Act, the Company has provided termination notices to affected employees and government authorities if required.

The Company made no payment for severance or related benefit costs. The Company made no payment of retention bonuses.

using the Company’s proprietary consoles, catheters, and stylets. The Company received CE Marking in Europe for its iCLAS™ Cryoablation System in June 2020 and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so.

The Company was incorporated in the state of Delaware on January 18, 2011, and is headquartered in Laguna Hills, California. Adagio Medical GmbH was formed in March 2020 and is a wholly-owned subsidiary that provides direct sales, distribution, marketing services, and clinical trial management in Europe.

Liquidity and Going Concern

The Company has limited revenue and has incurred operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years. As of December 31, 2023 and 2022, the Company had cash and cash equivalents of $1.4 million and $5.5 million, respectively. For the years ended December 31, 2023 and 2022, net losses were $36.6 million and $23.7 million, respectively, and net cash used in operating activities was $25.7 million and $22.4 million, respectively. As of December 31, 2023 and 2022, the Company had an accumulated deficit of $133.6 million and $97.1 million, respectively, and working capital deficit of $42.0 million and $6.2 million, respectively.

Management does not believe the Company’s current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the consolidated financial statements. Management believes that this raises substantial doubt about the Company’s ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) pursuing a public offering of its common stock or in a business combination (the “SPAC transaction”) with a Special Purpose Acquisition Company (the “SPAC”) to obtain additional capital and align the Company’s long-term operating strategy (refer to *Note 18 — Subsequent Events* for further detail), (ii) negotiate other cash equity or debt financing in the short-term, and (iii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company’s assets and the satisfaction of liabilities in the normal course of business.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, the Company’s management approved a strategic realignment of resources and corporate restructuring (the “RIF”) designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, the Company initiated a reduction in its current workforce of 20 employees, representing approximately 19% of the Company’s employees, which was completed on December 15, 2023. In compliance with the Worker Adjustment and Retraining Notification Act, the Company has provided termination notices to affected employees and government authorities if required.

The Company made no payment for severance or related benefit costs. The Company made no payment of retention bonuses.

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Restatement of Previously Issued Financial Statements

Adagio Medical Inc

Restatement of Previously Issued Financial Statements

	6 Months Ended	12 Months Ended
	Jun. 30, 2024	Dec. 31, 2023

Note 2 - Restatement of Previously Issued Financial Statements

The Company has restated the condensed consolidated financial statements as of and for the six months ended June 30, 2024, and the consolidated financial statements as of and for the year ended December 31, 2023.

Description of Restatement Error

As permitted under ASC 825, Financial Instruments, (“ASC 825”), the Company elected the fair value option to account for the convertible promissory notes. In previously issued financial statements, the Company recorded adjustments to the fair value of these instruments, including related accrued interest in “Convertible notes payable, current” in the liabilities section of the Condensed Consolidated Balance Sheet as of June 30, 2024 with an offsetting entry to “Convertible notes fair value adjustment” in the Condensed Consolidated Statement of Operations and Comprehensive Loss for the six months ended June 30, 2024. However, the Company also separately recorded amounts related to accrued interest on the convertible promissory notes in the “Other accrued liabilities” and “Interest expense” of the Condensed Consolidated Balance Sheet and Condensed Consolidated Statement of Operations and Comprehensive Loss, respectively, effectively duplicating the impact to the liability and expense recording accrued interest related to the convertible promissory notes.

As a result, the Company restated the financials by reducing the amount of accrued interest recorded in “Convertible notes payable, current” and “Convertible notes fair value adjustment” to relieve the impact of the duplicated recording. In the restated financials, the change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in “Convertible notes fair value adjustment”, while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands, except basic and diluted net loss per common share):

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of June 30, 2024 (Unaudited)			
Convertible notes payables, current	$ 50,955	$ (2,991)	$ 47,964

Note 2 - Restatement of Previously Issued Financial Statements

The Company has restated the consolidated financial statements as of and for the year ended December 31, 2023. This error does not impact the consolidated financial statements as of and for the year ended December 31, 2022.

Description of Restatement Error

Total current liabilities	64,656	(2,991)	61,665
Total liabilities	64,783	(2,991)	61,792
Accumulated deficit	(149,683)	2,991	(146,692)
Total stockholders' deficit	$ (143,497)	$ 2,991	$ (140,506)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2024 (Unaudited)			
Convertible notes fair value adjustment	$ 2,531	$ 1,435	$ 3,966
Total other income (expense), net	996	1,435	2,431
Net loss	(14,478)	1,435	(13,043)
Comprehensive loss	(14,473)	1,435	(13,038)
Basic and diluted net loss per common share	$ (18.56)	$ 1.84	$ (16.72)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (3,649)	$ 616	$ (3,033)
Total other income (expense), net	(4,296)	616	(3,680)
Net loss	(17,824)	616	(17,208)
Comprehensive loss	(17,829)	616	(17,213)
Basic and diluted net loss per common share	$ (23.49)	$ 0.82	$ (22.67)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2024 (Unaudited)			
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)
Net Loss	(14,478)	1,435	(13,043)
Accumulated Deficit Balance, June 30, 2024	(149,683)	2,991	(146,692)
Total Stockholders' Deficit Balance, June 30, 2024	$ (143,497)	$ 2,991	$ (140,506)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Accumulated Deficit Balance, June 30, 2023	(114,883)	616	(114,267)
Total Stockholders' Deficit Balance, June 30, 2023	$ (113,492)	$ 616	$ (112,876)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2024 (Unaudited)			
Net Loss	$ (14,478)	$ 1,435	$ (13,043)
Change in fair value of convertible notes payable	$ (2,531)	$ (1,435)	$ (3,966)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Change in fair value of convertible notes payable	$ 3,649	$ (616)	$ 3,033

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of March 31, 2024 (Unaudited)			
Convertible notes payables, current	$ 46,313	$ (2,265)	$ 44,048
Total current liabilities	59,287	(2,265)	57,022
Total liabilities	59,337	(2,265)	57,072
Accumulated deficit	(143,223)	2,265	(140,958)
Total stockholders' deficit	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2024 (Unaudited)			
Convertible notes fair value adjustment	$ 1,673	$ 709	$ 2,382
Total other income (expense), net	797	709	1,506
Net loss	(8,018)	709	(7,309)
Comprehensive loss	(8,015)	709	(7,306)
Basic and diluted net loss per common share	$ (10.28)	$ 0.91	$ (9.37)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (2,361)	$ 327	$ (2,034)
Total other income (expense), net	(2,622)	327	(2,295)
Net loss	(9,276)	327	(8,949)
Comprehensive loss	(9,280)	327	(8,953)
Basic and diluted net loss per common share	$ (12.25)	$ 0.43	$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2024 (Unaudited)			
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)
Net Loss	(8,018)	709	(7,309)
Accumulated Deficit Balance, March 31, 2024	(143,223)	2,265	(140,958)
Total Stockholders' Deficit Balance, March 31, 2024	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Accumulated Deficit Balance, March 31, 2023	(106,335)	327	(106,008)
Total Stockholders' Deficit Balance, March 31, 2023	$ (105,049)	$ 327	$ (104,722)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2024 (Unaudited)			
Net Loss	$ (8,018)	$ 709	$ (7,309)
Change in fair value of convertible notes payable	$ (1,673)	$ (709)	$ (2,382)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Change in fair value of convertible notes payable	$ 2,361	$ (327)	$ 2,034

As permitted under ASC 825, *Financial Instruments*, ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes. In previously issued financial statements, the Company recorded adjustments to the fair value of these instruments, including related accrued interest in "Convertible notes payables, current" in the liabilities section of the Consolidated Balance Sheet as of December 31, 2023 with an offsetting entry to "Convertible notes fair value adjustment" in the Consolidated Statement of Operations and Comprehensive Loss. However, the Company also separately recorded amounts relating to accrued interest on convertible promissory notes in the "Other accrued liabilities" and "Interest expense" accounts in the Consolidated Balance Sheet and Consolidated Statement of Operations and Comprehensive Loss, respectively, effectively duplicating the impact to the liability and expense in recording accrued interest relating to the convertible promissory notes.

As a result, the Company restated the financials by reducing the amount of accrued interest recorded in "Convertible notes payables, current" and "Convertible notes fair value adjustment" to relieve the impact of this duplicate recording. In the restated financials, the change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands), except basic and diluted net loss per common share):

	As Previously Reported	Adjustment	As Restated
Consolidated Balance Sheet as of December 31, 2023			
Convertible notes payables, current	$ 37,986	$ (1,556)	$ 36,430
Total current liabilities	48,732	(1,556)	47,176
Total liabilities	48,935	(1,556)	47,379
Accumulated deficit	(135,205)	1,556	(133,649)
Total stockholders' deficit	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Operations and Comprehensive Loss for the Year Ended December 31, 2023			
Convertible notes fair value adjustment	$ (8,486)	$ 1,556	$ (6,930)
Total other income (expense), net	(10,204)	1,556	(8,648)
Net loss	(38,146)	1,556	(36,590)
Comprehensive loss	(38,157)	1,556	(36,601)
Basic and diluted net loss per common share	$ (50.20)	$ 2.05	$ (48.15)
Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Accumulated Deficit Balance, December 31, 2023	(135,205)	1,556	(133,649)
Total Stockholders' Deficit Balance, December 31, 2023	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Cash Flow for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Change in fair value of convertible notes payables	$ 8,486	$ (1,556)	$ 6,930

Refer to *Note 17 - Restatement of Quarterly Financial Information (Unaudited)* for the restated unaudited interim financial information for the quarterly periods ended September 30, 2023, June 30, 2023, and March 31, 2023.

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Summary of Significant Accounting Policies	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Summary of Significant Accounting Policies			

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.

As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.

Unaudited Interim Financial Information

The accompanying interim condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive income (loss) and the condensed consolidated statements of convertible preferred stock and stockholders' equity (deficit), for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor) and the three and nine months ended September 30, 2023 (Predecessor), and the condensed consolidated statements of cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), and the related footnote disclosures are unaudited.

These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2024 (Successor) and its results of operations and comprehensive income (loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the three and nine months ended September 30, 2023 (Predecessor), and cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

The results for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor) are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or any other interim period.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company

satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles.

Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Intangible Assets

Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. In determining the estimated useful lives of definite-lived intangibles, the Company considers the nature, competitive position, life cycle position and expected future operating cash flows of the acquired asset, as well as its commitment to support these assets through continued investment and legal infringement protection.

Indefinite-lived intangible assets consist of In-Process Research and Development ("IPR&D"). Intangible assets with indefinite lives are tested for impairment if impairment indicators arise and, at a minimum, annually. However, an entity is permitted to first assess qualitative factors to determine if a quantitative impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. The indefinite-lived intangible asset impairment test consists of a one-step analysis that compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. No impairment

charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have material intangible assets.

Goodwill

In accordance with ASC 350, Intangibles – Goodwill and Other, the Company tests goodwill for impairment at the reporting unit level. The Company has one reporting unit for the goodwill impairment testing purposes. Goodwill is tested for impairment on an annual basis in the fourth quarter, or more frequently if events or changes in circumstances indicate the carrying value of goodwill may not be recoverable (a "triggering event"). On the occurrence of a triggering event, an entity has the option to first assess qualitative factors to determine whether a quantitative impairment test is necessary. If it is more likely than not that goodwill is impaired, the fair value of the reporting unit (the Company) is compared with its carrying value. An impairment charge is recognized for the amount by which the carrying amount exceeds the fair value, provided, the loss recognized cannot exceed the total amount of goodwill. No goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have goodwill.

Concentrations

The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its
revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to *Note 11-Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

Cost of Revenue

Cost of revenue includes raw materials, direct labor,

manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and
insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs (Predecessor)

In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Warrants

The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities.

The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions

for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date.

See *Note 10- Warrants* for additional information related to the warrants.

Term Loan (Predecessor)

The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See *Note 9- Debt* for additional information related to the term loan.

Convertible Preferred Stock (Predecessor)

The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the Legacy Adagio preferred stock is considered to be contingently redeemable, the Legacy Adagio preferred stock has been classified outside of permanent equity.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 14- Stock-Based Compensation*.

Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed

consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

Adagio Medical Inc
Summary of Significant Accounting Policies

Note 3 — Summary of Significant Accounting Policies

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

Unaudited Interim Financial Information

The accompanying interim condensed consolidated balance sheet as of June 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, the condensed consolidated statements of convertible preferred stock and stockholders' deficit, and the condensed consolidated statements of cash flows for the six months ended June 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, on a basis consistent with the audited financial statements and reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of June 30, 2024 and its results of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, and cash flows for the six months ended June 30, 2024 and 2023. The results for the six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024 or any other interim period.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

As of June 30, 2024, $1.2 million of the Company's cash was held with Silicon Valley Bank ("SVB"), and exceeded federally insured limits. On March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and

Note 3 — Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

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Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

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The consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed FDIC insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

On March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which immediately appointed the FDIC as receiver. SVB held $0.5 million of the Company's cash and cash equivalents as of December 31, 2023. The Company's full exposure was ultimately covered by the FDIC and no loss was incurred.

Revenue Recognition

Innovation, which appointed the FDIC as receiver. On March 12, 2023, the Secretary of the Treasury, the chair of the Federal Reserve Board and the chairman of the FDIC released a joint statement related to the FDIC's resolution of the Silicon Valley Bank receivership, which provided that all depositors would have access to all their money starting March 13, 2023. As of the issuance date of these financial statements, all cash deposited by the Company with SVB, now a division of First Citizens Bank and Trust Company, has been accessible by the Company.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the six months ended June 30, 2024 and 2023.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the six months ended June 30, 2024 and 2023, revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

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- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the years ended December 31, 2023 and 2022.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the years ended December 31, 2023 and 2022, revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research & development activities are expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles have a five-year useful life.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

The Company had three suppliers exceed 10.0% of total accounts payable as of December 31, 2023, representing 71.6% of accounts payable. As of December 31, 2022, the Company had one supplier exceed 10.0% of total accounts payable, representing 17.1% of accounts payable.

the change in the estimated useful life of Consoles is not material to the six months ended June 30, 2024, nor to the future remaining life of the Consoles.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

The Company had two suppliers exceed 10.0% of total accounts payable as of June 30, 2024, representing 82.0% of accounts payable. As of December 31, 2023, the Company had three suppliers exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 45.3% and 55.0%, respectively, of the Company's expenditures for the six months ended June 30, 2024. The Company's five and ten largest suppliers accounted for approximately 29.2% and 37.6%, respectively, of the Company's expenditures for the six months ended June 30, 2023.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the six months ended June 30, 2024 and 2023, the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive loss.

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, *Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the six months ended June 30, 2024 and June 30, 2023.

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other

The Company's five and ten largest suppliers accounted for approximately 45.0% and 54.3%, respectively, of the Company's expenditures for the year ended December 31, 2023. The Company's five and ten largest suppliers accounted for approximately 23.0% and 31.8%, respectively, of the Company's expenditures for the year ended December 31, 2022.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the years ended December 31, 2023 and 2022, the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the consolidated balance sheets and foreign currency translation adjustment in the consolidated statements of operations and comprehensive loss.

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, *Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the years ended December 31, 2023 and 2022.

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred.

Accrued Transaction Costs

In connection with the expected Transaction (as defined in *Note 8 — Debt*), the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which was incurred and expensed as of December 31, 2023, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be

administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs

In connection with the Business Combination, the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed as of June 30, 2024, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, *Financial Instruments* ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes"), May 2024 (the "May 2024 Convertible Notes"), and June 2024 (the "June 2024 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

Warrants

The Company accounts for certain common stock warrants and pre-funded warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the condensed consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the condensed consolidated balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9-Warrants* for additional information related to the warrants.

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations

received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), and November 2023 (the "November 2023 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

Warrants

The Company accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9 — Warrants* for additional information related to the warrants.

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. See *Note 8 — Debt* for additional information related to the term loan.

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a

and comprehensive loss over the contractual term of the loan. See *Note 8-Debt* for additional information related to the term loan.

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13-Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting for Income Taxes* in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15-Income Taxes* for additional details.

straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13 — Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting for Income Taxes* in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its consolidated balance sheets and has not recognized interest and/or penalties in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2023 and 2022, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15 — Income Taxes* for additional details.

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued *ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326)* ("ASU l2016-13"). ASU 2016-13 sets forth a "current expected credit loss" model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost, available-for-sale debt securities and applies to certain off-balance sheet credit exposures. ASU 2016-13 is effective for smaller reporting companies in 2023. The Company adopted the guidance on January 1, 2023, with no material impact on the consolidated financial statements.

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Fair Value Measurements	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Montl Dec. 31
Fair Value Measurements		**Note 4 – Fair Value Measurements**	

The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities (i.e. Convert Warrants and SVB Warrants), pre-funded warrant liabilities (i.e. PIPE Pre-funded Warrants), and convertible notes payables (i.e. Convertible Securities Notes and Legacy Adagio Convertible Notes). The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.

Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

There were no transfers made among the three levels in the fair value hierarchy for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and for the year ended December 31, 2023 (Predecessor).

Legacy Adagio Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Upon the consummation of the Business Combination, the principal and the accrued interest of the October 2022 Convertible Notes were converted into shares of Legacy Adagio common stock. Further, on the Closing Date, Legacy Adagio common stock was converted to the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Refer to *Note 9- Debt* for details.

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $15.0 million convertible promissory note has been drawn by Legacy Adagio.

On November 28, 2023, Legacy Adagio issued a $2.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $8.0 million convertible promissory note has been drawn by Legacy Adagio.

On February 13, 2024, Legacy Adagio issued a $7.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The 2024 Bridge Financing Note accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $7.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the 2024 Bridge Financing Note of $7.0 million converted into $7.0 million of the Company's Convertible Securities Notes and 525,000 Convert Warrants. Refer to *Note 9- Debt* for details.

On May 21, 2024, Legacy Adagio issued a $3.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $3.0 million convertible promissory note has been drawn by Legacy Adagio.

On June 25, 2024, Legacy Adagio issued a $2.5 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $2.5 million convertible promissory note has been drawn by Legacy Adagio.

On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $1.0 million convertible promissory note has been drawn by Legacy Adagio.

Upon the consummation of the Business Combination, the principal of Bridge Financing Notes along with its accrued but unpaid interest, was converted into the shares of the Company's Common Stock and Base Warrants as part of the PIPE Financing. Refer to *Note 9- Debt* for details.

The Company measures Legacy Adagio Convertible Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

In determining the fair value of the Legacy Adagio Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.

The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions:

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

In determining the fair value of the Legacy Adagio Convertible Notes as of July 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Legacy Adagio Convertible Notes converted into.

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257

April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Convertible Securities Notes (Successor)

On July 31, 2024, the Company issued the $20.0 million Convertible Securities Notes to Convert Investor having a maturity of three years and nine months after the Closing. The interest is accrued by quarterly compounding based on a 13% interest rate per annum. The Company received the funding from the Convertible Securities Notes as at the Closing. Refer to *Note 9- Debt* for details.

The Company measures the Convertible Securities Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convertible Securities Notes

	July 31. 2024	September 30, 2024
Stock price	$ 6.64	$ 2.58
Discount rate	25.8 %	25.4 %
Expected Term (years)	3.75	3.58
Risk-Free interest rate	4.01 %	3.55 %
Volatility	60 %	80 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 17,005
Additions	—
Fair value measurement adjustments	(3,255)
Balance (end of period)	$ 13,750

Warrant Liabilities (Predecessor)

i. Series E Pre-funded Warrants

On June 25, 2024, the Legacy Adagio issued to certain investor the Series E Pre-funded Warrants to purchase the Legacy Adagio's Series E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). Refer to *Note 10-Warrants* for additional information.

The fair value of the Series E Pre-funded Warrants is based on the fair value of the Series E Preferred Stock minus the exercise price. As of June 30, 2024, the Company estimated the fair value of the Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Legacy Adagio common stock.

As of July 31, 2024 prior to the Closing, the Company estimated the fair value of Series E Pre-funded Warrants based on the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Series E Pre-funded Warrants converted into. The estimated fair value of the Series E Pre-funded Warrants as of June 30, 2024 and July 31, 2024 prior to the Closing is $0.3 million and $0.2 million, respectively. The change in fair value for the period from July 1, 2024 to July 30, 2024 (Predecessor) is $0.1 million.

Upon the consummation of the Business Combination, the Series E Pre-funded Warrants were automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

ii. SVB Warrants

On February 3, 2023, in conjunction with the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"), Legacy Adagio issued Initial Warrants to purchase shares of common stock of the Company, and a contingent right to obtain an additional share of the common stock upon the non-occurrence of the Interest Only Milestone (as defined below). The Company measured SVB Warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The SVB Warrants were not material as of December 31, 2023 (Predecessor) and there were no material changes in fair value for the periods from July 1, 2024 to July 30, 2024 (Predecessor), January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor).

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the warrant exercise price before the Closing. Refer to *Note 10- Warrants* for additional information.

Warrant Liabilities (Successor)

i. Convert Warrants

On July 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0 million Convertible Securities Notes. Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The Convert Warrants are classified as Level 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convert Warrants

	July 31. 2024	September 30, 2024

Common stock price	$ 6.64	$ 2.58
Expected Volatility	55.0 %	62.5 %
Risk Free rate	3.96 %	3.63 %
Expected dividend yield	0 %	0 %
Expected term (years)	7.0	6.83

The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convert Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 2,996
Additions	—
Fair value measurement adjustments	(2,253)
Balance (end of period)	$ 743

ii. PIPE Pre-funded Warrants

On July 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors ("PIPE Pre-funded Warrants"). Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The PIPE Pre-funded Warrants are classified as Level 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Company's Common Stock minus the exercise price.

The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 4,442
Additions	—
Fair value measurement adjustments	(2,720)
Balance (end of period)	$ 1,722

Adagio Medical Inc
Fair Value Measurements

Note 4 — Fair Value Measurements

The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.

Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

June 30, 2024 (Unaudited)	Level 1	Level 2	Level 3 (As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 47,964
Common stock warrant liabilities	$ —	$ —	$ 64
Pre-funded warrant liabilities	$ —	$ —	$ 353

December 31, 2023	Level 1	Level 2	Level 3 (As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 36,430
Common stock warrant liabilities	$ —	$ —	$ 78

There were no transfers made among the three levels in the fair value hierarchy for the six months ended June 30, 2024 and for the year ended December 31, 2023.

Convertible promissory notes

On October 27, 2022, the Company entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 8-Debt* for details.

On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. As of June 30, 2024, the total of $15.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On November 28, 2023, the Company issued a $2.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. As of June 30, 2024, the total of $8.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On February 13, 2024, the Company issued a $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $7.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On May 21, 2024, the Company issued a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest

Note 4 — Fair Value Measuremer

The Company's financial instrum accounts (included as part of cash a receivable, accounts payable, comm convertible notes payables. The reco equivalents, accounts receivable and fair value due to their short-term na common stock warrant liabilities are

Assets and liabilities recognized the consolidated balance sheets cons stock warrant liabilities, and convert are categorized based upon the level inputs used to measure their fair val price that would be received from se liability in an orderly transaction bet measurement date.

The following tables summarize instruments at fair value based on th class of instrument (in thousands):

December 31, 2023	Le
Assets:	
Money market account	$
Liabilities:	
Convertible notes payables	$
Common stock warrant liabilities	$

December 31, 2022
Assets:
Money market account
Liabilities:
Convertible notes payables

There were no transfers made ar value hierarchy for the years ended

Convertible promissory notes

On October 27, 2022, the Compa agreement with investors for the iss promissory notes with an aggregate an interest rate of eight percent (8.0 and November 28, 2023, the Octobe amended. Refer to *Note 8 — Debt* f

On April 4, 2023, the Company is promissory note that matures on the occurrence of certain events. The Ap simple interest at eight percent (8.0 Company obtained the right to issue convertible promissory notes availab April 4, 2023 through the occurrenc regard to a transaction. On Novemb

at eight percent (8.0%) per annum. As of June 30, 2024, the total of $3.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On June 25, 2024, the Company issued a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $2.5 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

The Company measures the October 2022 Convertible Notes, the April 2023 Convertible Notes, the November 2023 Convertible Notes, the February 2024 Convertible Notes, the May 2024 Convertible Notes, and the June 2024 Convertible Notes (collectively, "Convertible Notes") at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the Convertible Notes related to updated assumptions and estimates were recognized as convertible notes fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.

In determining the fair value of the Convertible Notes as of June 30, 2024, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.

The Company calculated the estimated fair value of convertible promissory notes as of June 30, 2024 using the following assumptions:

As of June 30, 2024 (Unaudited)	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	38.70 %	0.04	5.50 %	385 %
April 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
November 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
February 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
May 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
June 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods ended June 30, 2024 and December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Balance (beginning of period) (As Restated)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)
October 2022 Convertible Notes	$ 12,561	$ —	$ 250	$ 12,811
April 2023 Convertible Notes	14,757	—	114	$ 14,871
November 2023 Convertible Notes	9,112	3,000	(4,114)	$ 7,998
February 2024 Convertible Notes	—	7,000	(217)	$ 6,783
May 2024 Convertible Notes	—	3,000	—	$ 3,000
June 2024 Convertible Notes	—	2,500	1	$ 2,501

Year ended December 31, 2023	Balance (beginning of period)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)
October 2022 Convertible Notes	$ 9,500	$ —	3,061	$ 12,561
April 2023 Convertible Notes	—	15,000	(243)	$ 14,757
November 2023 Convertible Notes	—	5,000	4,112	$ 9,112

Common Stock Warrant Liabilities

The Company measured its common stock warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.

The Company calculated the estimated fair value of common stock warrant liabilities as of June 30, 2024, using the following assumptions:

	June 30, 2024 (Unaudited)
Expected Volatility	115% - 385 %
Risk Free rate	4.3% - 5.4 %
Expected dividend yield	0.0 %
Expected term (years)	0.3 - 8.6

The following table presents changes in the Level 3 warrant liabilities measured at fair value for the six months ended June 30, 2024 and year ended December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Common Stock Warrant Liabilities
Balance (beginning of period)	$ 78
Additions	—
Fair value measurement adjustments	(14)
Balance (end of period)	$ 64

Year ended December 31, 2023	Common Stock Warrant Liabilities
Balance (beginning of year)	$ —
Additions	36
Fair value measurement adjustments	42
Balance (end of year)	$ 78

Pre-funded Warrant Liabilities

On June 25, 2024, the Company issued to certain investor the pre-funded warrants to purchase the Company's Series E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.

As of June 30, 2024, the Company estimated the fair value of Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Adagio common stock. Refer to *Note 9 — Warrants* for additional information related to the pre-funded warrants.

Convertible Notes were amended. R

On November 28, 2023, the Com convertible promissory note that ma 2024, or the occurrence of certain e Convertible Notes accrues simple in annum. Additionally, the Company o $6.0 million in additional convertible Commitment") available beginning o through the occurrence of an ARYA transaction. On December 13, 2023 November 2023 Convertible Notes w *Debt* for details.

The Company measures the Octo April 2023 Convertible Notes, and N Notes (collectively, "Convertible Not significant inputs not observable in t be classified as Level 3 measuremen Changes in the fair value of the Con assumptions and estimates were rec value adjustment within the consolid comprehensive loss.

In determining the fair value of t December 31, 2023, the Company ap expected return method ("PWERM") of an instrument based upon an anal potential instrument payouts under instrument value is based upon the p each future outcome becoming avail the rights of each security.

The Company calculated the esti promissory notes as of December 31 assumptions:

October 2022 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

April 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

November 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

The following table presents cha promissory notes measured at fair va December 31, 2023 and 2022, respe

Year ended December 31, 2023	October 2022 Convertible Notes (As Restated)
Balance (beginning of year)	$ 9,500
Additions	—
Fair value measurement adjustments (As Restated)	3,061
Balance (end of year)	$ 12,561

Year ended December 31, 2022
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

Common Stock Warrant Liabiliti

The Company measured its comr based on significant inputs not obse them to be classified as Level 3 mea hierarchy. Changes in the fair value related to updated assumptions and warrant liabilities fair value adjustm statements of operations and compr

The Company calculated the esti warrant liabilities as of December 3 assumptions:

Expected Volatility
Risk Free rate
Expected dividend yield
Expected term (years)

Year ended December 31, 2023
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

Inventory, net	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Inventory, net

Note 5 - Inventory, net

Inventory as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Raw materials	$ 2,547	$ 2,211
Work-in-Process	509	197
Finished goods	1,083	914
Total inventory	$ 4,139	$ 3,322

Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.4 million, $58.0 thousand, and $87.0 thousand for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor).

Inventory is recorded net of obsolescence and manufacturing scrap of $41.0 thousand, $58.0 thousand, and $25.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor).

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Inventory, net

Note 5 — Inventory, net

Inventory as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Raw materials	$ 2,450	$ 2,211
Work-in-Process	469	197
Finished goods	1,143	914
Total inventory	$ 4,062	$ 3,322

Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.3 million and $62.0 thousand for the six months ended June 30, 2024 and 2023.

Note 5 — Inventory, net

Inventory as of December 31, 2023 and 2022 consists of the following (in thousands):

	December 31, 2023	December 31, 2022
Raw materials	$ 2,211	$ —
Work-in-Process	197	—
Finished goods	914	367
Total inventory	$ 3,322	$ 367

The raw materials are recorded of $2.2 million and nil, work-in-process of $0.2 million and nil, and finished goods of $0.9 million and $0.4 million, for the years ended December 31, 2023 and 2022, respectively. Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $93.6 thousand and $0.3 million for the years ended December 31, 2023 and 2022, respectively. The Company currently has no work in process.

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Property and Equipment

6 Months Ended Jun. 30, 2024 | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Property and Equipment

Note 6 - Property and Equipment

The Company’s property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December-24 2023 (Predecessor)
Consoles	$ 2,567	$ 1,565
Other machinery and equipment	709	772
Leasehold improvements	306	305
Tools and molds	257	221
Computer equipment	188	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	4,181	3,264
Less: accumulated depreciation	(2,609)	(1,777)
Property and equipment, net	$ 1,572	$ 1,487

Depreciation expense was $0.7 million, $0.2 million and $0.4 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

Depreciation expense was $56.0 thousand, $0.2 million and $0.1 million for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor), respectively.

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Property and Equipment

Note 6 — Property and Equipment

The Company’s property and equipment, net, as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Consoles	$ 1,700	$ 1,565
Other machinery and equipment	905	772
Leasehold improvements	308	305
Tools and molds	230	221
Computer equipment	190	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	3,487	3,264
Less: accumulated depreciation	(2,333)	(1,777)
Property and equipment, net	$ 1,154	$ 1,487

Depreciation expense was $0.6 million and $0.3 million for the six months ended June 30, 2024 and 2023, respectively.

Note 6 — Property and Equipment

The Company’s property and equipment, net, as of December 31, 2023 and 2022 consisted of the following (in thousands):

	December 31, 2023	December 31, 2022
Consoles	$ 1,565	$ 1,266
Other machinery and equipment	772	731
Leasehold improvements	305	303
Tools and molds	221	221
Computer equipment	193	154
Demo equipment	66	66
Furniture and fixtures	49	53
Construction in process	54	54
Vehicles	39	39
Total property, plant, and equipment	3,264	2,887
Less: accumulated depreciation	(1,777)	(1,240)
Property and equipment, net	$ 1,487	$ 1,647

Depreciation expense was $0.5 million and $0.5 million for the years ended December 31, 2023 and 2022, respectively.

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Accrued Liabilities

6 Months Ended Jun. 30, 2024 | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Accrued Liabilities

Note 8 - Accrued Liabilities

The following table presents details of accrued liabilities as of September 30, 2024 and December 31, 2023 (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Compensation and related expenses	$ 2,131	$ 1,566
Research and development expenses	576	1,191
Other	203	291
Total accrued liabilities	$ 2,910	$ 3,048

Adagio Medical Inc
Accrued Liabilities

Note 7 — Accrued Liabilities

The following table presents details of accrued liabilities as of June 30, 2024 and December 31, 2023 (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Compensation and related expenses	$ 2,467	$ 1,566
Research and development expenses	757	1,191
Other	205	291
Total accrued liabilities	$ 3,429	$ 3,048

Note 7 — Accrued Liabilities

The following table presents details of accrued liabilities as of December 31, 2023 and 2022 (in thousands):

	December 31, 2023	December 31, 2022
Compensation and related expenses	$ 1,566	$ 1,229
Research and development expenses	1,191	846
Other	291	82
Total accrued liabilities	$ 3,048	$ 2,157

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Debt

6 Months Ended
Jun. 30, 2024

9 Months Ended
Sep. 30, 2024

12 Months Ended
Dec. 31, 2023

Debt

Note 9 - Debt

Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Convertible Securities Notes	$ 13,750	$ —
October 2022 Convertible Notes measured at fair value	—	12,561
April 2023 Convertible Notes measured at fair value	—	14,757
November 2023 Convertible Notes measured at fair value	—	9,112
SVB term loan	—	1,838
Total outstanding debt	$ 13,750	$ 38,268

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, the Legacy Adagio entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.

On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Legacy Adagio and ARYA in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Legacy Adagio in connection with the Business Combination.

On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). Upon the consummation of the Business Combination, all principal and accrued interest in respect of the October 2022 Convertible Notes was converted into shares of the Legacy Adagio common stock, when multiplied by the exchange ratio applicable to the Legacy Adagio common stock in the Business Combination, entitled the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.

On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below).

The total of $9.5 million principal was received by the Legacy Adagio as of December 31, 2022. As of December 31, 2023 (Predecessor), the principal amount outstanding was $9.5 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $62.5 thousand, $0.4 million, $0.2 million and $0.6 million, respectively.

Upon the consummation of the Business Combination, all principal and accrued interest in respect to the October 2022 Convertible Notes were converted into 8,661,985 shares of Legacy Adagio common stock. Further, on Closing Date, the 8,661,985 Legacy Adagio common stocks were converted to 1,444,899 Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

Bridge Financing Notes (Predecessor)

April 2023 Convertible Notes

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, Legacy Adagio issued the additional $10.0 million.

On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

As of December 31, 2023 (Predecessor), the principal amount outstanding was $15.0 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $0.1 million, $0.6 million, $0.2 million and $0.3 million, respectively.

November 2023 Convertible Notes

On November 28, 2023, Legacy Adagio issued to Perceptive PIPE Investor a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million of Delayed Draw Commitment.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.

As of December 31, 2023 (Predecessor), the principal amount outstanding was $5.0 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $50.6 thousand and $0.3 million, respectively.

May 2024 Convertible Notes

On May 21, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $19.7 thousand and $46.0 thousand, respectively.

June 2024 Convertible Notes

On June 25, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $16.4 thousand and $19.2 thousand, respectively.

July 2024 Convertible Notes

On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $1.3 thousand.

Pursuant to the Business Combination Agreement, the outstanding $29.5 million principal along with the accrued but unpaid interest of the Bridge Financing Notes, was converted in exchange for 4,372,607 shares of the Company’s Common Stock and 3,540,000 Base Warrants as part of the PIPE Financing.

February 2024 Convertible Notes (Predecessor)

On February 13, 2024, the Legacy Adagio issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, the February 2024 Convertible Notes was automatically transferred to the Company in connection with the issuance of the Convertible Securities Notes to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among the Company, ARYA, Legacy Adagio and Perceptive PIPE Investor. Any interest accrued on the principal amount of the February 2024 Convertible Notes will be forfeited in connection with the transfer of the notes to the Company.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $46.0 thousand and $0.3 million, respectively.

On the Closing Date, the $7.0 million of February 2024 Convertible Notes were converted into $7.0 million Convertible Securities Notes and 525,000 Convert Warrants.

SVB Term Loan (Predecessor)

On February 3, 2023, Legacy Adagio entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the LSA. The loans mature on January 1, 2025 and Legacy Adagio must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%).

In connection with the issuance of the SVB Term Loan, Legacy Adagio issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of Legacy Adagio (“Initial Warrants”), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock (“Additional Warrants”) upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone (“Milestone”) refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, Legacy Adagio must ensure that no event of default has occurred. If this condition is met, Legacy Adagio must provide SVB (i) the intent for the sale of all capital stock of Legacy Adagio, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of Legacy Adagio’s capital stock.

The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term

Loan. The discount is being amortized to interest expense over the term of the LSA.

As of December 31, 2023, the outstanding principal of SVB Term Loan was $1.9 million and the unamortized debt discount was $19.4 thousand.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense was $9.0 thousand, $87.3 thousand, $66.5 thousand, and $0.2 million, respectively.

Prior to the Closing, the existing SVB Term Loan of Legacy Adagio has a net balance of $1.0 million, including $1.0 million of principal and accrued interest, and an unamortized debt discount of $9.7 thousand. The unpaid principal and accrued interest were carried as assumed liabilities to the Company and paid at the Closing.

Convertible Securities Notes (Successor)

In connection with the execution of the Business Combination Agreement, Convert Investors executed the Convertible Security Subscription Agreement dated February 13, 2024, which was amended on June 20, 2024, with ListCo. In accordance with the agreement, ListCo issued on the Closing Date to the Convert Investors $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants.

The total of $20.0 million Convertible Securities Notes will be convertible into shares of the Company's Common Stock at a conversion price of $10.00 per share, subject to adjustment per the terms of the agreement. In the event of default, the Company may irrevocably elect in the event of default notice to permit the holder to effect alternate conversion, for which the conversion calculation and price are specified in the agreement.

The total of 1,500,000 Convert Warrants, each of which will be exercisable on a cashless basis or for one share of the Company's Common Stock at $24.00 per share, subject to adjustment. The Convertible Securities Notes have a maturity of three years and nine months after the Closing and interest will be payable in cash or compound as additional principal outstanding which accrues on a quarterly basis.

The conversion of the February 2024 Convertible Notes was carried out on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement.

For the periods from July 31, 2024 to September 30, 2024 (Successor), the Company has recognized interest expense of $0.4 million.

Adagio Medical Inc
Debt

Note 8 — Debt

Outstanding debt as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (As Restated) (Unaudited)	December 31, 2023 (As Restated)
October 2022 Convertible Notes measured at fair value	$ 12,811	$ 12,561
April 2023 Convertible Notes measured at fair value	14,871	14,757
November 2023 Convertible Notes measured at fair value	7,998	9,112
February 2024 Convertible Notes measured at fair value	6,783	—
May 2024 Convertible Notes measured at fair value	3,000	—
June 2024 Convertible Notes measured at fair value	2,501	—
SVB term loan	990	1,838
Total outstanding debt	$ 48,954	$ 38,268

October 2022 Convertible Notes

On October 27, 2022, the Company entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.

On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in
connection with a non-binding summary of certain proposed terms and conditions of a potential business combination (the "Transaction"), or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Company in connection with the Transaction.

On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). In addition, in the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into shares of the Company's common stock, when multiplied by the exchange ratio applicable to the Company's common stock in the Transaction, will entitle the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.

In the event of the sale of equity securities in the Company's next round of equity financing of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes) prior to the maturity date (a "Qualified Financing"), all principal and accrued interest shall be converted into shares or units of the same class or series as are sold in the Qualified Financing.

In the event of the sale of equity securities in the Company's next round of equity financing prior to the maturity date that is not a Qualified Financing ("Non-Qualified Financing"), the notes will automatically convert into shares or units of the same class or series as are sold in such Non-Qualified Financing.

Note 8 — Debt

Outstanding debt as of December 31, 2023 and 2022 consists of the following (in thousands):

	December 31, 2023 (As Restated)	December 31, 2022
October 2022 Convertible Notes measured at fair value	$ 12,561	$ 9,500
April 2023 Convertible Notes measured at fair value	14,757	—
November 2023 Convertible		

For the conversion under both Qualified Financing and Non-Qualified Financing, the per share/unit conversion price for such equity securities shall be the lesser of (i) 75% of the average per share/unit price in such equity financing and (ii) an amount equal to $146.9 million divided by the number of fully diluted common stock (or unit) equivalents at the time of the Qualified Financing or Non-Qualified Financing. In the event that (i) or (ii) applies, the Company may create a sub-series of the preferred security on identical terms to the security issued in the Qualified Financing or Non-Qualified Financing, except that the aggregate liquidation preference of the sub-series will equal the total principal and accrued interest under the notes at the time of conversion.

In the event there is no subsequent round of financing, the notes would become due and payable in accordance with the terms of the convertible note agreement.

On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below).

The total of $9.5 million principal was received by the Company as of December 31, 2022. As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $9.5 million.

For the six months ended June 30, 2024 and 2023, the interest expense was $0.4 million and $0.4 million, respectively.

April 2023 Convertible Notes

On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, the Company issued the additional $10.0 million.

On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event that the Company liquidates, the Company shall immediately upon the consummation of the change-of-control transaction or the liquidation event and prior to any payment to the equity holders of the Company, pay to the investor an amount equal to the greater of 120% of the sum of (i) the then-outstanding principal amount and all accrued and unpaid interest hereunder plus (ii) all accrued and unpaid dividends owed to the investor or such amount if all then-outstanding principal amount and any accrued and unpaid interest had be converted into common stock.

As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $15.0 million.

For the six months ended June 30, 2024 and 2023, the interest expense was $0.5 million and $0.1 million, respectively.

November 2023 Convertible Notes

On November 28, 2023, the Company issued to Perceptive Life Sciences Master Fund, Ltd. ("Perceptive PIPE Investor") a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million of Delayed Draw Commitment.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except

Notes measured at fair value	9,112	—
SVB term loan	1,838	—
Total Outstanding Debt	$ 38,268	$ 9,500

October 2022 Convertible Notes

On October 27, 2022, the Company entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.

On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were subsequently amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA Sciences Acquisition Corp IV ("ARYA") in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination (the "Transaction"), or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above.

The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principal and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Company in connection with the Transaction.

In the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into the type of securities that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest under the October 2022 Convertible Notes, divided by seventy-five percent (75%) of the effective price of the securities sold in the PIPE Financing.

In the event of the sale of equity securities in the Company's next round of equity financing of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes) prior to the maturity date (a "Qualified Financing"), all principal and accrued interest shall be converted into shares or units of the same class or series as are sold in the Qualified Financing.

In the event of the sale of equity securities in the Company's next round of equity financing prior to the maturity date that is not a Qualified Financing ("Non-Qualified Financing"), the notes will automatically convert into shares or units of the same class or series as are sold in such Non-Qualified Financing.

For the conversion under both Qualified Financing and Non-Qualified Financing, the per share/unit conversion price for such equity securities shall be the lesser of (i) seventy-five percent (75%) of the average per share/unit price in such equity financing and (ii) an amount equal to $146.9 million divided by the number of fully diluted common stock (or unit) equivalents at the time of the Qualified Financing or Non-Qualified Financing. In the event that (i) or (ii) applies, the Company may create a sub-series of the preferred security on identical terms to the security issued in the Qualified Financing or Non-Qualified Financing, except that the aggregate liquidation preference of the sub-series will equal the total principal and accrued interest under the notes at the time of conversion.

In the event there is no subsequent round of financing, the notes would become due and payable.

On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the November 2023 Convertible Notes (as described below). In addition, in the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into shares of the Company's common stock, when multiplied by the exchange ratio applicable to the Company's common stock in the Transaction, will entitle the holder of this note to receive a number of shares of the same class of common stock that are issued in the PIPE Financing equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.

For the years ended December 31, 2023 and 2022, the interest expense was $0.8 million and $0.1 million, respectively.

April 2023 Convertible Notes

On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, the Company issued an additional $10.0 million.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $146.9 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note

that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.

As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $8.0 million and $5.0 million, respectively.

For the six months ended June 30, 2024, the interest expense was $0.3 million.

February 2024 Convertible Notes

On February 13, 2024, the Company issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

In the event of the consummation of the Transaction, effective upon the closing of the Transaction, the February 2024 Convertible Notes will automatically be cancelled (or transferred to New Adagio) in connection with the issuance of New Adagio Convertible Notes (as defined below) to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among New Adagio, ARYA, the Company and Perceptive PIPE Investor. Any interest accrued on the principal amount will be forfeited in connection with a cancellation (or transfer of the February 2024 Convertible Notes to New Adagio).

Upon termination of the Transaction and prior to a Qualified Financing (as defined below), all of the then-outstanding principal amount of this note and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes, the April 2023 Convertible Notes, the November 2023 Convertible Notes, and the February 2024 Convertible Notes) (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

As of June 30, 2024, the principal amount outstanding was $7.0 million.

For the six months ended June 30, 2024, the interest expense was $0.2 million.

In connection with the Business Combination, certain investors entered a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo will issue on the closing date to the certain investors ("Convert Investors") $20.0 million of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio common stock, and warrants (the "Convert Warrants"), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the "Base Convert Financing"). The New Adagio Convertible Notes will have a maturity of three years and nine months after the closing and interest will be payable in cash or compound as additional principal outstanding.

On the closing date, the February 2024 Convertible Notes will convert into New Adagio Convertible Notes and Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing Note held by the Perceptive PIPE Investor into New Adagio Convertible Notes and Convert Warrants and purchase of New Adagio Convertible Notes and Convert Warrants by the other Convert Investors in the Base Convert Financing, the "Convertible Security Financing"). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may request that on the closing date the February 2024 Convertible Notes is repaid with the funds raised in connection with such Additional Financing instead of such 2024 Bridge Financing Note converting into New Adagio Convertible Notes and Convert Warrants. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination.

May 2024 Convertible Notes

On May 21, 2024, the Company issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred

and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $146.9 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event that the Company liquidates, the Company shall immediately upon the consummation of the change-of-control transaction or the liquidation event and prior to any payment to the equity holders of the Company, pay to the Investor an amount equal to the greater of 120% of the sum of (i) the then-outstanding principal amount and all accrued and unpaid interest hereunder plus (ii) all accrued and unpaid dividends owed to the investor or such amount if all then-outstanding principal amount and any accrued and unpaid interest had be converted into common stock.

On November 28, 2023, the April 2023 Convertible Notes, were amended to align certain terms of the April 2023 Convertible Notes to the November 2023 Convertible Notes.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

For the year ended December 31, 2023, the interest expense was $0.6 million.

November 2023 Convertible Notes

On November 28, 2023, the Company issued to Perceptive Life Sciences Master Fund, Ltd. ("Perceptive PIPE Investor") a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above.

The November Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million of Delayed Draw Commitment available beginning one month after November 28, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.

For the year ended December 31, 2023, the interest expense was $19.8 thousand.

SVB Term Loan

security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

As of June 30, 2024, the principal amount outstanding was $3.0 million.

For the six months ended June 30, 2024, the interest expense was $26.3 thousand.

June 2024 Convertible Notes

On June 25, 2024, the Company issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

As of June 30, 2024, the principal amount outstanding was $2.5 million.

For the six months ended June 30, 2024, the interest expense was $2.7 thousand.

SVB Term Loan

On February 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"). The loans mature on January 1, 2025 and the Company must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%).

In connection with the issuance of the SVB Term Loan, the Company issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of the Company ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i) the intent for the sale of all capital stock of the Company, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of the Company's capital stock.

The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.

As of June 30, 2024, the subsequent term loan advance of $2.0 million had not been drawn. As of June 30, 2024 and December 31, 2023, the outstanding principal of SVB Term Loan is $1.0 million and $1.9 million, respectively; and the unamortized debt discount is $9.7 thousand and $19.4 thousand, respectively. For the six months ended June 30, 2024 and 2023, the interest expense was $78.3 thousand and $0.1 million, respectively.

On February 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"). The loans mature on January 1, 2025 and the Company must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%).

In connection with the issuance of the SVB Term Loan, the Company issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of the Company ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i) the intent for the sale of all capital stock of the Company, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of the Company's capital stock.

The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.

As of December 31, 2023, the subsequent term loan advance of $2.0 million had not been drawn. As of December 31, 2023, the outstanding principal of SVB Term Loan is $1.9 million, and the unamortized debt discount is $19.4 thousand. For the year ended December 31, 2023, the interest expense was $0.2 million.

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Warrants	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Warrants			

Note 10 - Warrants

SVB Warrants (Predecessor)

On February 3, 2023, in conjunction with the LSA, the Legacy Adagio issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the non-occurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants").

The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the exercise price of the SVB Warrants before the Closing.

Series E Pre-funded Warrants (Predecessor)

On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to *Note 13-Mezzanine Equity and Stockholders' Equity (Deficit)),* Legacy Adagio issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investor's existing holding of 207,902 shares of Series E Preferred Stock.

The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise.

Upon the consummation of the Business Combination, the 207,902 Series E Pre-funded Warrants were converted in exchange for 34,680 shares of the Company's Common Stock.

Convert Warrants (Successor)

As mentioned in *Note 9- Debt*, the Company issued $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants at the Closing. Each of the Convert Warrants is exercisable on a cashless basis or for one share of the Company's Common Stock at an exercise price of $24.00 per share, subject to adjustment. The Convert Warrants expire on the seventh anniversary from the issuance date.

PIPE Pre-funded Warrants (Successor)

The Company issued 670,000 PIPE Pre-funded Warrants, along with 681,111 shares of the

Company's Common Shares and 1,140,000 Base Warrants to certain Other PIPE Investor in exchange for cash proceeds of $9.5 million in PIPE Financing.

As set forth in the agreement of the PIPE Pre-Funded Warrants, the PIPE Pre-Funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at an exercise price of $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. The PIPE Pre-funded Warrants expires when it is exercised in full.

PIPE Base Warrants (Successor)

On the Closing Date, the Company issued 3,540,000 Base Warrants along with 4,372,607 shares of the Company's Common Shares to settle the outstanding principal and accrued interest of the Bridge Financing Notes.

The Company also issued 3,345,069 Base Warrants along with 3,287,018 shares of the Company's Common Stock and 670,000 PIPE Pre-Funded Warrants to PIPE Investors for cash proceeds received in PIPE Financing.

Further, in connection with the non-redemption agreements entered with certain Other PIPE Investors holding 468,941 shares of ARYA's Class A ordinary shares, the Company issued 643,658 units of Base Warrants along with 761,229 shares of the Company's Common stock in exchange for the non-redeemable 468,941 shares of ARYA's Class A ordinary shares.

The Base Warrants can be exercised to the Company's Common Stock at any time during the period from the issuance date to the expiration date which is the fifth anniversary from the date of issuance. The warrants can be exercised on a gross or net basis at an exercise price of $10 per share.

The Base Warrants were fair valued at $2.41 per unit on the date of issuance based on the assumptions including (i) the value of the Company's Common Stock is $6.64 per share; (ii) a risk-free rate at 3.93%; (iii) zero dividend yield; (iv) the common stock volatility at 84.0% and a volatility haircut of 10%; (v) the remaining term is five years.

According to the ASC 815, it is determined that the Base Warrants associated with the PIPE Financing are indexed to the Company's Common Stock under and are accounted for as equity, which is initially measured at fair value. The Base Warrants are classified as equity in the financial statements because they meet the ASC 815-40 indexation guidance. Specifically, 1) the Base Warrants can be exercised at any time during the exercise period without contingencies; 2) the Base Warrants can be settled in a fixed number of shares upon exercise with any adjustments, such as antidilution and alternative issuance adjustments, consistent with ASC 815 guidance, which does not preclude equity classification. Additionally, the Company has sufficient authorized shares available to settle the Base Warrants, and all the adjustments are in the control of the Company, further supporting the equity classification.

Adagio Medical Inc
Warrants

Note 9 — Warrants

SVB Common Stock Warrant

On February 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants"). As of June 30, 2024, the Additional Warrants had not been distributed. All the Additional Warrants were distributed as of June 30, 2023.

The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.

Pre-funded Warrants

On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to *Note 12 — Mezzanine Equity and Stockholders' Deficit*), the Company issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investor's existing holding of 207,902 shares of Series E Preferred Stock.

The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise.

Note 9 — Warrants

SVB Common Stock Warrant

On February 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants"). As of December 31, 2023, all the Additional Warrants had been distributed.

The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.

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Operating Leases	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Operating Leases		**Note 11 - Operating Leases**	

The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to *Note 17- Related Party Transactions*) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.

As of September 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of September 30, 2024 and December 31, 2023.

The following table summarizes quantitative information of the Company's operating leases for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor):

	Nine months ended September 30,		
	2024		2023
	Predecessor	Successor	Predecessor
In thousands, unaudited	January 1 to July 30	July 31 to September 30	January 1 to September 30
Operating cash flows paid for operating leases	$ 108	$ 25	$ 133
Weighted average remaining lease term (years)	1.7	1.6	1.7
Weighted average discount rate	8%	8%	8%

Operating lease cost was $0.1 million, $33.0 thousand, and $0.2 million for the periods from January 1, 2024 to July 30, 2024

(Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. There has been no variable lease cost for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Operating lease cost was $17.0 thousand, $33.0 thousand, and $57.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the three months ended September 30, 2023 (Predecessor).

The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):

Three months ending December 31, 2024	$ 39
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	241
Less: imputed interest	(14)
Total operating lease liability	$ 227

Adagio Medical Inc
Operating Leases

Note 10 — Operating Leases

The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to *Note 16 — Related Party Transactions*) under its operating leases. The leases have expirations ranging from July 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.

As of June 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of June 30, 2024 and December 31, 2023.

The following table summarizes quantitative information of the Company's operating leases for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30 (Unaudited)	2024	2023
Operating cash flows paid for operating leases	$ 92	$ 88
Weighted average remaining lease term (years)	1.8	1.9
Weighted average discount rate	8.0 %	8.0 %

Operating lease cost was $0.1 million and $0.1 million for the six months ended June 30, 2024 and 2023, respectively. The Company did not incur any variable lease cost for the six months ended June 30, 2024 and 2023.

The following table presents the future minimum payments under the non-cancelable operating leases as of June 30, 2024 (in thousands):

Six months ending June 30 (Unaudited)	
Six months ending December 31, 2024	$ 79
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	281
Less: imputed interest	(18)
Total operating lease liability	$ 263

Note 10 — Operating Leases

The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to *Note 16 — Related Party Transactions*) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.

As of December 31, 2023 and 2022, the Company does not have any finance or short-term leases and has not entered into any leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations.

The following table summarizes quantitative information of the Company's operating leases for the years ended December 31, 2023 and 2022 (in thousands):

Years ended December 31,	2023	2022
Operating cash flows paid for operating leases	$ 178	$ 173
Weighted average remaining lease term (years)	1.7	2.2
Weighted average discount rate	8.0 %	8.0 %

	Year ended December 31, 2022
Right-of-use assets acquired under operating lease on the adoption of ASC 842 on January 1, 2022	$ 440
Operating lease liabilities acquired under operating lease on the adoption of ASC 842 on January 1, 2022	$ 443

Operating lease cost was $0.2 million and $0.2 million for the years ended December 31, 2023 and 2022, respectively. The Company did not incur any variable lease cost for the years ended December 31, 2023 and 2022.

The following table presents the future minimum payments under the non-cancelable operating leases as of December 31, 2023 (in thousands):

Year ending December 31,	
2024	$ 86
2025	36
2026	18
Total undiscounted future cash flows	140
Less: imputed interest	(9)
Total operating lease liability	$ 131

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Commitments and Contingencies	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Commitments and Contingencies		**Note 12 - Commitments and Contingencies**	

Litigation

The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.

Adagio Medical Inc
Commitments and Contingencies

Note 11 — Commitments and Contingencies

Litigation

The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.

Note 11 — Commitments and Contingencies

Litigation

The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.

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Mezzanine Equity and Stockholders' Deficit	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024
Mezzanine Equity and Stockholders' Deficit		**Note 13 - Mezzanine Equity and Stockholders' Equity (Deficit)**

Authorized Shares (Predecessor)

The Legacy Adagio's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of July 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below.

Convertible Preferred Stock (Predecessor)

Legacy Adagio classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of Legacy Adagio. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed

in November 2020, are not entirely within Legacy Adagio's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. Legacy Adagio records the issuance of preferred stock at the issuance price less related issuance costs. Legacy Adagio has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), the following transactions have been executed:

- On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See *Note 10- Warrants* for additional information regarding the Series E Pre-funded Warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued Series E Pre-funded Warrants is recorded in additional paid-in capital.

On the Closing Date, the Legacy Adagio's 4,732,044 convertible preferred stocks were converted into shares of Legacy Adagio common stock on a one-to-one basis prior to Adagio Merger Effective Time and then converted into 789,337 shares of the Company's Common Stock and additional paid in capital at the Closing based on the exchange ratio set forth in the Business Combination Agreement.

There were no preferred stock transactions during the year ended December 31, 2023 (Predecessor).

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Conversion Price Per Share	Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$ 91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below:

Preferred Stock - Dividends

Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative.

In the event that the dividend amount declared by the Board of Directors of Legacy Adagio is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis.

No dividends on preferred stock or common stock have been declared by the Board of Directors as of December 31, 2023 (Predecessor) or as of the Closing date.

Liquidation Preference

In the event of liquidation of Legacy Adagio, including a merger, acquisition, or sale of all or substantially all the assets of Legacy Adagio, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of Legacy Adagio to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder.

If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares.

Voting Rights

So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of Legacy Adagio. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis.

On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock.

Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number.

Conversion Rights

Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively.

Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Protective Provisions

So long as there are at least 1,000,000 shares of preferred stock outstanding, Legacy Adagio shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of Legacy Adagio.

So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, Legacy Adagio shall not directly or indirectly (by merger,

reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of Legacy Adagio in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock.

Common Stock (Predecessor)

Each share of common stock is entitled to one vote. As of December 31, 2023 (Predecessor), Legacy Adagio authorized to issue up to 6,594,946 of common stock at a par value of $0.001 per share out of which 786,510 shares issued and 779,908 shares outstanding.

On the Closing Date, as explained in *Note 3- Forward Merger*, each share of Legacy Adagio issued and outstanding prior to the Closing Date was converted into the Company's Common Stock based on exchange ratio set forth in the Business Combination Agreement.

Common Stock (Successor)

As of September 30, 2024 (Successor), the Company's certificate of incorporation, as amended and restated, authorized the Company to issue up to 210,000,000 of common stock at a par value of $0.0001 per share, and 20,000,000 shares of preferred stock, par value $0.0001 per share. As of September 30, 2024 (Successor), 14,535,136 shares were issued and outstanding, including 1,147,500 Sponsor Earnout (as defined below).

In September 2024, the Company issued 1,147,500 shares of the Company's Common Stock (such issuance, the "Sponsor Earnout") to the AYRA Sponsor under the Sponsor Letter Agreement dated February 13, 2024 ("the Sponsor Letter Agreement"). Pursuant to the agreement, the Sponsor Earnout shall be unvested and vests upon the earlier of: i) During the period from the effective time to the 10th anniversary of the Closing Date (the "Earn-Out Period"), the stock price of the Company's Common Stock equals to or exceeds $24.00 per share (the "Trigger Price") for any 20 trading days within any 30 trading day period from and after the Closing Date (the "Earn-Out Target"), and ii) immediately prior to the consummation of a company sale during the Earn-Out Period.

As of the reporting date, the vesting of the Sponsor Earnout was not considered probable.

According to ASC 815, it is determined that the Sponsor Earnout is indexed to the Company's Common Stock and classified as equity and is initially measured at fair value and not subsequently remeasured. The Sponsor Earnout vests when the Company's stock price meets a stated price or there is a company sale during the earnout period. Upon meeting either vesting condition, the same number of the Company's Common Stock would be issued and no longer subject to forfeiture or cancellation. The Sponsor Earnout meets the ASC 815-40 indexation guidance. Specifically, the stated stock price and company sale, as the exercise contingencies, do not preclude equity indexation and there is no variability in the number of shares issuable under the Sponsor Earnout. Additionally, the Sponsor Earnout at the issuance meets the ASC 815-40 equity classification criterion as the Company has sufficient authorized shares available to settle the Sponsor Earnout and all the antidilution adjustments are in the control of the Company.

The holders of the Company's Common Stock are entitled to receive dividends whenever funds are legally available, when and if declared by the Company's Board of Directors. As of September 30, 2024 (Successor), no cash dividend has been declared to date. Each share of the Company's Common Stock is entitled to one vote.

Below table summarizes the number of shares of common stock outstanding immediately following the Closing:

	Number of Shares
Contribution from PIPE Financing for cash	3,287,018
Conversion of ARYA convertible promissory notes	355,100
Conversion of ARYA Class A ordinary shares and Class B ordinary shares	2,089,000
Conversion of Class A ordinary shares subject to redemption	123,520
Shares issued in purchase consideration	6,771,769
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229
Total	13,387,636

The table below summarizes the Company's reserved common stock for further issuance as of September 30, 2024 (Successor) and December 31,2023 (Predecessor):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Conversion of preferred stock	—	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	—	747,001
Common shares available for future grant under the 2012 and 2022 Plan	—	27,012
Base Warrants	7,528,727	—
PIPE Pre-funded Warrants	670,000	—
Convertible Securities Notes	3,231,327	—
Convert Warrants	1,500,000	—
Company's Common Stock issuable upon the exercise of outstanding options Legacy Adagio's equity plans that were assumed in the Business Combination	7,587	—
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	4,472,592	—
Common Stock reserved for future issuance under the 2024 Key Employee Equity Incentive Plan	3,354,444	—
Common Stock reserved for future issuance under the 2024 Employee Stock Purchase Plan	441,293	—
Common stock reserved for future issuance	21,205,970	5,713,959

Adagio Medical Inc

Mezzanine Equity and Stockholders' Deficit

Note 12 — Mezzanine Equity and Stockholders' Deficit

Authorized Shares

The Company's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of June 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below.

Convertible Preferred Stock

The Company classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of the Company. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in November 2020, are not entirely within the Company's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. The Company records the issuance of preferred stock at the issuance price less related issuance costs. The Company has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.

During the six months ended June 30, 2024, the Company executed the following transactions:

- On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See *Note 9 — Warrants* for additional information regarding the pre-funded warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued pre-funded warrants is recorded in additional paid-in capital.

Note 12 — Mezzani

Authorized Shares

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There were no preferred stock transactions during the year ended December 31, 2023.

The following table summarizes information related to issuance of the Company's preferred stock as of June 30, 2024 (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value[1]	Conversion Price Per Share	Number of Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,671,798	37,679	22.61	1,671,798	37,799
	4,939,946	4,732,044	$86,783		4,732,044	$ 86,936

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value[1]	Conversion Price Per Share	Number of Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below:

Preferred Stock – Dividends

Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative.

In the event that the dividend amount declared by the Board of Directors of the Company is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis.

No dividends on preferred stock or common stock have been declared by the Board of Directors as of June 30, 2024 and December 31, 2023.

Liquidation Preference

In the event of liquidation of the Company, including a merger, acquisition, or sale of all or substantially all the assets of the Company, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of the Company to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder.

If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares.

Voting Rights

So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of the Company. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis.

On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock.

Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number.

Conversion Rights

Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively.

Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Protective Provisions

So long as there are at least 1,000,000 shares of preferred stock outstanding, the Company shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of the Company.

So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the Company shall not directly or indirectly (by

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Preferred Stock Class	Number Shares Authorize
Series A	270,85
Series B	815,73
Series C	981,59
Series D	992,06
Series E	1,879,70
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such shares.

Voting Rights

So long as the sha
1,000,000 shares of c
any stock dividends,
respect to the commo
stock, voting as a sep
the right to elect four
of common stock, vot
separate class, shall
remaining directors s
preferred stock, votin
basis.

On all other matte
and powers equal to

Fractional votes b
fractional voting righ

Conversion Rights

Each share of pre
shares of common sto
preferred stock shall
shares of common sto
effect for the preferr
value. The initial per
and Series E is $9.23
conversion price is su
per share conversion
$9.23, $13.04, $16.3

Each share of pre
common stock at the
(i) the election of the
stock, voting as a sep
closing of the sale of
underwritten public
with aggregate offeri
discounts and expens
offering price per sha
dividends, splits, com

Protective Provisions

So long as there a
Company shall not (b
first obtaining the ap
outstanding shares o
things: (i) amend the
change the rights, pr
decrease the aggrega
of the Company.

So long as shares
500,000 shares of co
any stock dividend, s
respect to the commo
directly or indirectly
first obtaining the ap
the then outstanding
to, among other thing
certificate of incorpo
affects the holders of
other series of prefer
other security conver
preferences or privile
decrease the authoriz

merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of the Company in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security
convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock.

Common Stock

Each share of common stock is entitled to one vote.

Common stock reserved for future issuance consisted of the following as of June 30, 2024 and December 31, 2023:

	June 30, 2024 (Unaudited)	December 31, 2023
Conversion of preferred stock	4,732,044	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	742,409	747,001
Common shares available for future grant under the 2012 and 2022 Plan	31,604	27,012
Common stock reserved for future issuance	5,506,057	5,713,959

Common Stock

Each share of con

Common stock re
December 31, 2023 a

Conversion of preferr
Stock options issued
the 2012 and 2022 Pl
Common shares avail
under the 2012 and 2
Common stock reserv

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Stock-Based Compensation	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Stock-Based Compensation			

Note 14 - Stock-Based Compensation

Predecessor Periods

2012 Stock Incentive Plan

In January 2011, Legacy Adagio's Board approved the 2012 Stock Incentive Plan (the "2012 Plan"), which permitted grants of Incentive Stock Options ("ISOs") and Non-statutory Stock Options ("NSOs") to employees, directors and consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022.

2022 Stock Incentive Plan

In April 2022, the Legacy Adagio's Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the "2022 Plan"), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the "Stock Incentive Plan").

The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of Legacy Adagio. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial.

The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As Legacy Adagio lacks company-specific historical and implied volatility information required for valuation, Legacy Adagio estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the "simplified method" provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the "simplified method," or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as Legacy Adagio has never paid nor does it expect to pay any cash dividend in the near future.

The following table summarizes stock option activity during the periods from January 1, 2024 to July 30, 2024 (Predecessor):

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023 (Predecessor)	747,001	$ 6.17	7.45	$ 72
Forfeited	(6,592)	4.82	—	—
Options forfeited in connection with the Business Combination	—	—	—	
Outstanding, July 30, 2024 (Predecessor)	740,409	$ 6.18	—	$ —
Vested and expected to vest, July 30, 2024 (Predecessor)	—	$ —	—	$ —
Vested and exercisable, July 30, 2024 (Predecessor)	—	$ —	—	$ —

There were no stock options exercised during the periods from January 1, 2024 to July 30, 2024 (Predecessor). Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity.

The fair value of awards vested was $0.3 million during the periods from January 1, 2024 to July 30, 2024 (Predecessor). As of July 30, 2024 prior to the Closing (Predecessor), the total unrecognized compensation cost of $0.4 million was accelerated at the Closing, which was recognized and expensed in accordance with the terms of the 2012 Stock Incentive Plan and the 2022 Stock Incentive Plan.

Upon the consummation of the Business Combination, 45,544 In-the-Money Adagio Options were canceled and extinguished in exchange for 7,587 options to purchase the Company's Common Stock.

Stock-Based Compensation Expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to
July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands):

	2024	2023	
		Three	Nine

	July 1 to July 30	January 1 to July 30	months ended September 30	months ended September 30
Selling, general, and administration	$335	$ 527	$ 66	$ 241
Research and development	86	115	60	88
Total stock-based compensation expense	$421	$ 642	$ 126	$ 329

Successor *Periods*

2024 Equity Incentive Plan

The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The purpose of the plan is to promote the success and enhance the value of the Company by linking the individual interests of the members of the Board, Employees, and Consultants to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Equity Incentive Plan authorizes the issuance of up to 4,472,593 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to the lesser of (A) five percent (5%) of the shares of Common Stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of Company's Common Stock as determined by the Board or the compensation committee thereof. The Company may grant an option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, or other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the Plan. The awards can be issued to any person who is an employee, a consultant, or a non-employee director.

The Company has not granted any awards under this plan as of September 30, 2024.

2024 Key Employee Equity Incentive Plan

The Board of Directors of the Company adopted the 2024 Key Employee Equity Incentive Plan on July 26, 2024. The purpose of the Plan is to promote the success and enhance the value of the Company by linking the individual interests of key employees of the Company to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Key Employee Equity Incentive Plan authorizes the issuance of up to 3,354,444 shares of the Company's Common Stock. The Company may grant option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the plan. The awards can only be issued to certain individuals as identified in the plan who are an employee, a consultant, or a non-employee director.

The Company has not granted any awards under this plan as of September 30, 2024.

2024 Employee Stock Purchase Plan

The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The 2024 Employee Stock Purchase Plan provides a means by which eligible employees of the Company and certain designated related corporations may be given an opportunity to purchase shares of the Company's Common Stock. The plan permits the Company to grant a series of purchase rights to eligible employees under an Employee Stock Purchase Plan. The 2024 Employee Stock Purchase Plan authorizes the issuance of up to 441,293 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to one percent (1%) of the share of common stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year, provided that the Board or its compensation committee may reduce the amount of the increase in any particular year.

The Company has not granted any purchase rights under this plan as of September 30, 2024.

The following table summarizes stock option activity during the periods from July 31, 2024 to September 30, 2024 (Successor):

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, July 31, 2024 (Successor)	—	$ —	—	$ —
Options issued as part of the Business Combination	7,587	8.97	—	68
Outstanding, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested and exercisable, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68

As discussed above, the Company has not granted any options under the 2024 Equity Incentive Plan, the 2024 Key Employee Equity Incentive Plan and the 2024 Employee Stock Purchase Plan.

Adagio Medical Inc
Stock-Based Compensation

Note 13 — Stock-Based Compensation

2012 Stock Incentive Plan

In January 2011, the Board approved the 2012 Stock Incentive Plan (the "2012 Plan"), which permitted grants of Incentive Stock Options ("ISOs") and Non-statutory Stock Options ("NSOs") to employees, directors and consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022.

2022 Stock Incentive Plan

In April 2022, the Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the "2022 Plan"), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan

Note 13 — Stock-Based Compensation

2012 Stock Incentive Plan

In January 2011, the Board approved the 2012 Stoc
Plan (the "2012 Plan"), which permitted grants of Ince
Options ("ISOs") and Non-statutory Stock Options ("NS
employees, directors and consultants. The maximum nu
shares that can be granted under the 2012 Plan cannot
1,255,000 shares. The 2012 Plan had a maximum 10-ye
as such, terminated in January 2022.

2022 Stock Incentive Plan

In April 2022, the Board approved, in conjunction w
termination of the 2012 Plan, the 2022 Stock Incentive
"2022 Plan"), permitting ISOs and NSOs to employees,
and consultants. The maximum number of shares grant
the 2022 Plan cannot exceed 203,855 plus any shares s
stock options granted under the 2012 Plan that expired
otherwise terminated without having been exercised in
forfeited, or were repurchased by the Company. The 20
intended as the successor to and continuation of the 20
(thereafter both the 2012 and 2022 Plans are referred
"Stock Incentive Plan").

The Stock Incentive Plan provides a means whereby
participants may purchase shares of common stock pur
ISOs or NSOs and such persons may be granted shares
stock for consideration consisting of cash and/or past s
rendered to or on behalf of the Company. ISOs may onl
granted to employees. NSOs and stock purchase rights
granted to employees and consultants. Generally, optio
only have service conditions that need to be met for the
vest, with the exception of grants to two non-employee
performance obligations that were deemed to be imma

The stock options generally vest over four years and
year contractual term. The fair value of each employee

(thereafter both the 2012 and 2022 Plans are referred to as the "Stock Incentive Plan").

The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of the Company. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial.

The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As the Company lacks company-specific historical and implied volatility information required for valuation, the Company estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the "simplified method" provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the "simplified method," or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as the Company has never paid nor does it expect to pay any cash dividend in the near future.

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

(Unaudited)	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$ 72
Forfeited	(4,592)	$ 4.76	—	—
Outstanding, June 30, 2024	742,409	$ 6.18	6.95	$ 4
Vested and expected to vest, June 30, 2024	723,710	$ 6.20	6.92	$ 4
Vested and exercisable, June 30, 2024	537,222	$ 6.45	6.47	$ 4

There were no stock options exercised during the six months ended June 30, 2024. Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity.

The fair value of awards vested was $0.2 million during the six months ended June 30, 2024. As of June 30, 2024, the total unrecognized compensation related to unvested stock option awards granted was $0.4 million, which the Company expects to recognize over a weighted-average period of approximately 2.0 years.

Total Stock-Based Compensation

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30, (Unaudited)	2024	2023
Selling, general, and administration	$ 192	$ 176
Research and development	29	28
Total stock-based compensation	$ 221	$ 204

employee stock option grant is estimated on the date o
using the Black-Scholes option pricing model. As the C
lacks company-specific historical and implied volatility
required for valuation, the Company estimates its expe
volatility based on the historical volatility of a publicly
peer companies. Due to the lack of historical exercise h
expected life term of ISOs that were granted after 201
determined using the "simplified method" provided by
Securities and Exchange Commission in Staff Accounti
Number 107 and 110. The expected life term of NSOs i
determined either by using the "simplified method," or
calculating the time to expiry from the grant date. The
interest rate is determined by reference to the U.S. Tre
curve in effect at the time of grant for time periods app
equal to the expected term of the award. Expected divi
zero as the Company has never paid nor does it expect
cash dividend in the near future.

The weighted average assumptions used to estimat
value of stock option granted during the years ended
December 31, 2023 and 2022 are listed in the table bel

	Year ended December 31, 2023	Year ended December 31, 2
Risk-free interest rate	3.69 %	2
Expected dividend yield	— %	
Expected term in years	6.37	6
Expected volatility	38.48 %	36

The following table summarizes stock option activit
the years ended December 31, 2023 and 2022:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	(i
Outstanding, December 31, 2021	585,044	$ 6.41	8.65	$
Granted	69,050	$ 7.97		
Exercised	(11,217)	$ 2.26		
Forfeited	(23,350)	$ 4.65		
Outstanding, December 31, 2022	619,527	$ 6.73	7.87	$
Granted	160,000	$ 3.88		
Exercised	(5,669)	$ 3.22		
Forfeited	(22,357)	$ 6.94		
Expired	(4,500)	$ 0.93		
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$
Vested and expected to vest, December 31, 2023	718,003	$ 6.19	7.41	$
Vested and exercisable, December 31, 2023	444,839	$ 6.47	6.75	$

The Company received $18.3 thousand and $25.4 th
related to stock options exercised during the years end
December 31, 2023 and 2022, respectively. Certain sto
grants under the Stock Incentive Plan allow the recipie
exercise the options prior to the options becoming fully
Under the Stock Incentive Plan, the Company retains t
repurchase common shares that have been issued upor
exercise of options at the original issue price. Cash rec
early exercise of unvested stock options is initially recc
liability. At each reporting date, the vested shares are
equity.

The total Intrinsic value for stock options exercised
$30.2 thousand and $64.9 thousand during the years e
December 31, 2023 and 2022, respectively. The fair va
awards vested was $0.4 million and $0.4 million during
ended December 31, 2023 and 2022, respectively. As o
December 31, 2023, the total unrecognized compensat
to unvested stock option awards granted was $0.7 milli
the Company expects to recognize over a weighted-ave
of approximately 2.3 years.

Total Stock-Based Compensation

The following table summarizes the total stock-base
compensation expense for the stock options expense re
the consolidated statements of operations and compreh
for the year ended December 31, 2023 (in thousands):

Years ended December 31,	2023
Selling, general and administrative	$ 384
Research and development	58
Total stock-based compensation	$ 442

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Net Loss Per Common Share	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Net Loss Per Common Share			

Note 15 – Earnings Per Share ("EPS")

Predecessor

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.

	(Predecessor)			
	Period from July 1 to July 30, 2024	Period from July 1 to July 30, 2023	Period from January 1 to July 30, 2024	Nine months ending September 30, 2023
Numerator:				
Net income (loss) attributable to common stockholders	$ (8,235)	$ (10,761)	$ (21,278)	$ (27,969)
Denominator:				

Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted	987,810	760,572	815,854	759,489
Net income (loss) per share attributable to common stockholders - basic and diluted	$ (8.34)	$ (14.15)	$ (26.08)	$ (36.83)

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

	(Predecessor)	
	As of July 30, 2024	As of September 30, 2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	740,409	755,559
SVB Warrants	—	49,080
Total potentially dilutive securities	5,472,453	5,744,585

Successor

After the Business Combination, the Successor calculated basic EPS and diluted EPS to common stockholders in conformity with the two-class method required for companies with participating securities. The Company considered (i) the Convertible Securities Notes and (ii) the earnout shares subject to vesting conditions to be participating securities as they participate in any distributions declared by the Company. The Company's Base Warrants and Convert Warrants are considered as non-participating securities, as the holders are not entitled to any shareholder right prior to the exercise of the Base Warrants and the Convert Warrants. As of the reporting date, none of the Base Warrants or the Convert Warrants were exercised to receive the Company's Common Stock.

Under the two-class method, undistributed earnings allocated to these participating securities were subtracted from net income in determining net income attributable to common stockholders. Net income attributable to common stockholders was not allocated to Convertible Securities Notes as the holders of Convertible Securities Notes did not have a contractual obligation to share in income.

Further, Basic EPS under the two-class method includes the impact of the Company's PIPE Pre-funded Warrants as the PIPE Pre-funded Warrants are exercisable for only $0.01 per share (i.e., de minimis cash consideration) without an expiration date and not subject to exercise contingencies.

The Company discloses the Diluted EPS under the if-converted method as such diluted EPS is lower than the diluted EPS calculated under the two-class method. The Earn-out shares subject to vesting conditions are not considered in the denominator for the calculation of diluted EPS as the vesting conditions for the Earn-out shares were not met during the successor reporting period.

The following table sets forth the computation of basic earnings per share attributable to common stockholders and the participating securities for the periods presented (in thousands, except share and per share data):

Basic EPS:

	July 31, 2024 to September 30, 2024 (Successor)		
(amounts in thousands, except the per share information)	**Common Shares**	**Convertible Securities Notes**	**Sponsor Earnout**
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	**July 31, 2024 to September 30, 2024 (Successor)**
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351
Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

	September 30, 2024 (Successor)
Base Warrants	7,528,727
Convert Warrants	1,500,000
Earn-out Shares, subject to vesting conditions	1,147,500
Stock options issued in connection with the Business Combination	7,587
Total potentially dilutive securities	10,183,814

Adagio Medical Inc
Net Loss Per Common Share

Note 14 — Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Six months ended June 30, (Unaudited)	2024 (As Restated)	2023 (As Restated)
Numerator:		
Net loss attributable to common stockholders	$ (13,043)	$ (17,208)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	779,908	758,942
Net loss per share attributable to common stockholders – basic and diluted	$ (16.72)	$ (22.67)

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

Six months ended June 30, (Unaudited)	2024	2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	742,409	712,946
Common stock warrants	49,080	49,080
Total	5,523,533	5,701,972

Note 14 — Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data):

Years ended December 31,	2023 (As Restated)	2022
Numerator:		
Net loss attributable to common stockholders	$ (36,590)	$ (23,673)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	759,814	751,568
Net loss per share attributable to common stockholders – basic and diluted	(48.16)	(31.50)

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the years presented because the impact of including them would be anti-dilutive:

	December 31, 2023	December 31, 2022
Convertible preferred stock	4,939,946	4,939,946
Stock options	747,001	619,527
Common stock warrants	49,080	—
Total	5,736,027	5,559,473

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Income Taxes	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Income Taxes

Note 16 - Income Taxes

The Company accounts for income taxes in accordance with ASC 740. Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), there was no material change from fiscal year ended December 31, 2023 (Predecessor) in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation, fair value adjustments for convertible notes and warrant liabilities, and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

For the nine months ended September 30, 2023 (Predecessor), the effective tax rate for the Company's operations was 0.0%.The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.

Adagio Medical Inc
Income Taxes

Note 15 — Income Taxes

The components of pretax loss from operations for the years ended December 31, 2023 and 2022 are as follows (dollars in thousands):

Years ended December 31,	2023 (As Restated)	2022
U.S.	$ (36,517)	$(20,744)
Foreign	(73)	(2,929)
Pretax loss from operations	$ (36,590)	$(23,673)

There was no income tax provision for the year ended December 31, 2023 and 2022. Current income taxes are based upon the year's income taxable for federal, state and foreign tax reporting purposes. Deferred income taxes are provided for certain income and expenses which are recognized in different periods for tax and financial reporting purposes. Deferred tax assets and liabilities are computed for differences between the consolidated financial statements and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the period in which the differences are expected to affect taxable income, and include NOL carryforwards and R&D tax credit carryforwards.

The following table presents a reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense for the years ended December 31, 2023 and 2022 (dollars in thousands):

Years ended December 31,	2023 Amount (As Restated)	2023 Tax Rate (As Restated)	2022 Amount	2022 Tax Rate
Income tax benefit at federal statutory rate	$ (7,684)	21.0 %	$(4,972)	21.0 %
Adjustments for tax effects of:				

Permanent adjustments	448	(1.2)%	28	(0.1)%
Change in FV of convertible note	1,456	(4.0)%	—	— %
NOL true-up adjustment	2,922	(8.0)%	—	— %
Foreign rate differential	(11)	(0.0)%	18	(0.1)%
Change in federal valuation allowance	2,869	(7.8)%	4,926	(20.8)%
Income tax expense	$ —	— %	$ —	— %

Note 15 — Income Taxes

The Company accounts for income taxes in accordance with ASC 740. Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the six months ended June 30, 2024, there was no material change from fiscal year ended December 31, 2023 in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.

For the six months ended June 30, 2024, the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation, fair value adjustments for convertible notes and warrant liabilities, and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

For the six months ended June 30, 2023, the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.

Significant components of the Company's deferred tax assets and liabilities as of December 31, 2023 and 2022 are as follows (in thousands):

	December 31, 2023	December 31, 2022
Deferred tax assets:		
Net operating losses	$ 25,786	$ 26,489
Capitalized research costs	4,456	1,737
Research and development credit	1,604	1,604
Accrued compensation	392	283
Stock-based compensation	269	97
Operating lease liabilities	14	54
Other	114	91
Total deferred tax assets	32,635	30,355
Less: Valuation allowance	(32,100)	(29,981)
Total deferred tax assets, net of valuation allowance	535	374
Deferred tax liabilities:		
Right-of-use assets	(14)	(53)
Unrecognized tax benefit	(521)	(321)
Total deferred tax liabilities	(535)	(374)
Net deferred tax assets (liabilities)	$ —	$ —

The Company has established a valuation allowance as of December 31, 2023 and 2022 to fully offset the net deferred tax assets of $32.1 million and $30.0 million, respectively. Realization of the future tax benefits is dependent on the Company's ability to generate sufficient taxable income within the carryforward period. Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over the three-year period ended December 31, 2023. Such objective evidence limits the ability to consider other subjective evidence, such as the Company's projections for future commercialization. Management has concluded that it is more likely than not that the Company will not have sufficient foreseeable taxable income to allow for the utilization of the deferred tax assets; therefore, a full valuation allowance has been established to reduce the net deferred tax assets to zero at December 31, 2023 and 2022.

As of December 31, 2023 and 2022, the Company had federal NOL carryforwards of approximately $100.0 million and $84.8 million, respectively. $19.0 million of the federal NOL carryforwards will begin to expire from 2031. Due to the enactment of the Tax Cuts and Jobs Act, federal net operating losses generated beginning in 2018 are carried forward indefinitely. Therefore, the remaining federal NOL carry forwards of $81.0 million and $65.8 million as of December 31, 2023 and 2022, respectively, have an unlimited carryover period. As of December 31, 2023 and 2022, the Company had state NOL carryforwards of $53.4 million and $53.4 million, respectively, which will begin to expire from 2031. As of December 31, 2023 and 2022, the Company had a NOL from Adagio Medical GmbH of $249.3 thousand and $138.7 thousand, respectively. The NOLs are carried forward indefinitely. As of December 31, 2023 and 2022, the Company also had net federal R&D tax credit carry-forwards of approximately $1.6 million and $1.6 million, respectively. The federal R&D tax credits will begin to expire in 2038. The Company had no state R&D credits.

The Company's tax attribute carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), as well as similar state and foreign provisions. These ownership changes may limit the amount of NOL and R&D credit carryforwards that can be used annually to offset future taxable income and tax, respectively. In general, an "ownership change" as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50% of the outstanding stock of a company by certain stockholders. The Company has not completed a study to assess whether an ownership change has occurred or whether there have been multiple ownership changes since the Company's formation due to the complexity and cost associated with such study, and the fact that there may be additional such ownership changes in the future. Any limitation may result in expiration of a portion of the NOL carryforwards or R&D tax credit carryforwards before utilization; however, such limitation, if any, would not have an impact on the Company's financial statement due to the full valuation allowance.

The Company conducts intensive research and experimentation activities, generating R&D tax credits for federal purposes under Section 41 of the Code. The Company has performed a formal study validating these credits claimed in the tax returns.

The following table summarizes the changes to unrecognized tax benefits as of December 31, 2023 and 2022 (in thousands):

Years ended December 31,	2023	2022
Balance at beginning of year	$ 321	$ 321
Gross increases – tax positions during the year	200	—
Balance at end of year	$ 521	$ 321

As of December 31, 2023, the Company has unrecognized tax benefits of $0.5 million of which $0.5 million will affect the effective tax rate if recognized when the Company no longer has a valuation allowance offsetting its deferred tax assets.

The Company does not anticipate that there will be a significant change in unrecognized tax benefits over the next 12 months.

The Company is subject to U.S. federal and various state tax as well as Germany tax jurisdictions. Since the Company formed in 2011, all filed tax returns are subject to examination. Generally, the tax years remain open for examination by the federal statute under a three-year statute of limitation; however, states generally keep their statutes open between three and four years. However, the Company's tax years from inception are subject to examination by the United States and various state taxing authorities due to the carry forward of unused NOLs and R&D credits.

Enacted in December 2017, the Tax Cuts and Jobs Act of 2017 ("TCJA") amended Section 174 to require capitalization of all research and experimental ("R&E") costs incurred in tax years beginning after December 31, 2021. For tax years beginning on or after January 1, 2022, R&E costs must be amortized over five years if the R&E activities are performed in the U.S., or over 15 years if the activities are performed outside of the U.S., beginning with the midpoint of the tax year in which the costs were paid or incurred. During 2023, the Company capitalized $15.5 million of R&E costs. The Company plans to refine the calculation for Section 174 and make an adjustment on the tax return.

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Related Party Transactions	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Related Party Transactions		**Note 17 - Related Party Transactions**	

Shared Services Agreement

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), from July 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), the Company incurred $0.9 million, $0.2 million, $0.1 million, $0.4 million and $1.0 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive income (loss).

Laguna Hills Sublease (Predecessor)

In addition to the Shared Services Agreement, Legacy Adagio also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), and the

three and nine months ended September 30, 2023, Legacy Adagio incurred $25.5 thousand, $25.5 thousand, $76.4 thousand of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 11-Operating Leases* for further detail.

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio issued a $0.5 million convertible promissory note to Fjordinvest, LLC (“Fjordinvest”), a company owned and operated by the Legacy Adagio’s CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 9-Debt* for additional information regarding the October 2022 Convertible Notes.

Convertible Securities Notes (Successor)

In connection with the Business Combination and the Convertible Securities Notes agreement, the Company issued a $7.0 million Convertible Securities Notes to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor’s investment in Legacy Adagio in the form of the February 2024 Convertible Notes. Refer to *Note 9-Debt* for additional information regarding the Convertible Securities Notes.

PIPE Financing (Successor)

In connection with the Business Combination and the PIPE Financing, the Company issued 4,372,607 shares of the Company’s Common Stock and 3,540,000 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor’s investment in Legacy Adagio in the form of Bridge Financing Notes. Refer to *Note 9- Debt* for additional information regarding the Convertible Securities Notes.

Further, in connection with the PIPE Financing, the Company issued 2,250,352 shares of the Company’s Common Stock and 1,905,069 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor’s additional cash investment of approximately $15.9 million in the Company.

Adagio Medical Inc
Related Party Transactions

Note 16 — Related Party Transactions

Shared Services Agreement

During the six months ended June 30, 2024 and 2023, the Company incurred $0.8 million and $0.6 million, respectively, for finance and accounting services and other general and administrative support services (“Shared Services Agreement”) to Fjord Ventures (“Fjord”), a company owned and operated by the Company’s CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive loss.

Laguna Hills Sublease

In addition to the Shared Services Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired.

During the six months ended June 30, 2024 and 2023, the Company incurred $25.5 thousand and $50.9 thousand of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 10 — Operating Leases* for further detail.

October 2022 Convertible Notes

On October 27, 2022, the Company issued a $0.5 million convertible promissory note to Fjordinvest, LLC (“Fjordinvest”), a company owned and operated by the Company’s CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 8 — Debt* for additional information regarding the October 2022 Convertible Notes.

Note 16 — Related Party Transactions

Shared Services Agreement

During the years ended December 31, 2023 and 2022, the Company incurred $1.4 million and $1.1 million, respectively, for finance and accounting services and other general and administrative support services (“Shared Services Agreement”) to Fjord Ventures (“Fjord”), a company owned and operated by the Company’s CEO. The transactions are recorded as selling, general and administrative expenses on the consolidated statements of comprehensive loss.

Laguna Hills Sublease

In addition to the Shared Services Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. During the years ended December 31, 2023 and 2022, the Company incurred $0.1 million and $0.1 million of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 10 — Operating Leases* for further detail.

October 2022 Convertible Notes

On October 27, 2022, the Company issued a $0.5 million convertible promissory note to Fjordinvest, LLC (“Fjordinvest”), a company owned and operated by the Company’s CEO. On April 4, 2023 and November 28, 2023, the October 2022 Convertible Notes were amended. Refer to *Note 8 — Debt* for additional information regarding the October 2022 Convertible Notes.

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Subsequent Events

Subsequent Events

6 Months Ended	9 Months Ended	12 Months Ended
Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
	Note 18 - Subsequent Events	
	The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date through the date that the financial statements were issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements.	

Adagio Medical Inc
Subsequent Events

Note 18 — Subsequent Events

The Company evaluates subsequent events and transactions that occurred after

the balance sheet date up to April 18, 2024, the date the consolidated financial statements are available to be issued. During this period, other than the events disclosed below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

Business Combination Agreement

On February 13, 2024, ARYA, a Cayman Islands exempted company, Aja HoldCo, Inc., a Delaware corporation ("ListCo"), Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), the Company, and Aja Merger Sub 2, Inc., a Delaware corporation ("Company Merger Sub") entered into the business combination agreement pursuant to which (i) ARYA Merger Sub will be merged with and into ARYA (the "ARYA Merger"), with ARYA surviving the ARYA Merger as a direct wholly-owned subsidiary of ListCo and (ii) Company Merger Sub will be merged with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with Adagio surviving the Adagio Merger as a direct wholly-owned subsidiary of ListCo (the "Business Combination"). In connection with the consummation of the Business Combination, ListCo will change its name to "Adagio Medical, Inc." ("New Adagio").

The closing of the Business Combination is subject to the satisfaction or waiver of certain customary closing conditions, including, among others, the receipt of required approval by the stockholders of the Company and ARYA, required regulatory approvals and the fulfillment of other conditions set forth in the Merger Agreement, and the effectiveness of the registration statement to be filed with the U.S. Securities and Exchange Commission in connection with the business combination.

New Adagio Convertible Notes and 2024 Bridge Financing Note

In connection with the Business Combination, certain investors executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription

Agreement"), pursuant to which ListCo will issue on the closing date to the certain investors ("Convert Investors") $20.0 million of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio common stock, and warrants (the "Convert Warrants"), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the "Base Convert Financing"). The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding.

The Perceptive PIPE Investor also purchased a $7.0 million convertible promissory note of Adagio (the "2024 Bridge Financing Note") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, the Company and ListCo (the "2024 Bridge Financing Note Subscription Agreement"). As of the issuance date, the Company has received the principal of $7.0 million. On the closing date, pursuant to the terms of the 2024 Bridge Financing Note and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Note will convert into New Adagio Convertible Notes and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5.5 million of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the "Convertible Security Financing"). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may

Note 17 — Subsequent Events

The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date up to August 14, 2024, the date the condensed consolidated financial statements are available to be issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements.

July 2024 Convertible Notes

On July 23, 2024, the Company issued a $1.0 million convertible promissory note ("July 2024 Convertible Notes") to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.

Effective upon the closing of the Transaction, the July 2024 Convertible Notes was automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Consummation of Business Combination

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with ARYA and ListCo. Upon the closing of the merger, ListCo changed its name to "Adagio Medical Holdings, Inc." The common stock of New Adagio began trading on August 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, ARYA and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding, Inc.

In conversion of the Company's certain liabilities and equity outstanding prior to the closing of the merger:

a) each common stock warrant of Adagio (other than the pre-funded warrants for Series E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement;

b) all issued and outstanding October 2022 Convertible Notes including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such October 2022 Convertible Notes, and October 2022 Convertible Notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion;

c) all issued and outstanding April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 Convertible Notes including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements;

d) each share of preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled;

e) all issued and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded warrants for Series E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio common stock based on the exchange ratio set forth in the Business Combination Agreement;

f) each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an "In-the-Money Adagio Option") are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto;

g) outstanding SVB Term Loan is paid off by Adagio prior to the Closing; and

h) $7,000,000 of February 2024 Convertible Notes is converted into New Adagio convertible notes and convert warrants.

In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in ARYA's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYA's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.

The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.

request that on the closing date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination.

July 2024 Convertible Notes

On July 23, 2024, the Company issued a $1.0 million convertible promissory note ("July 2024 Convertible Notes") to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.

Effective upon the closing of the Transaction, the July 2024 Convertible Notes was automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Consummation of Business Combination

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with ARYA and ListCo. Upon the closing of the merger, ListCo changed its name to "Adagio Medical Holdings, Inc." The common stock of New Adagio began trading on August 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, ARYA and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding, Inc.

In conversion of the Company's certain liabilities and equity outstanding prior to the closing of the merger:

a) each

common stock warrant of Adagio (other than the pre-funded warrants for Series E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement;

b) all issued and outstanding October 2022 Convertible Notes including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such October 2022 Convertible Notes, and October 2022 Convertible Notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion;

c) all issued and outstanding April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 Convertible Notes including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements;

d) each share of preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled;

e) all issued

and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded warrants for Series E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio common stock based on the exchange ratio set forth in the Business Combination Agreement;

f) each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an "In-the-Money Adagio Option") are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto;

g) outstanding SVB Term Loan is paid off by Adagio prior to the Closing; and

h) $7,000,000 of February 2024 Convertible Notes is converted into New Adagio convertible notes and convert warrants.

In connection with the Business Combination, the

combined company raised financing valued at approximately $84.2 million, which consisted of funds held in ARYA's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYA's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.

The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.

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Summary of Significant Accounting Policies (Policies)	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Basis of Presentation		***Basis of Presentation***	
		The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").	
		As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.	
		As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.	
Unaudited Interim Financial Information		***Unaudited Interim Financial Information***	
		The accompanying interim condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive income (loss) and the condensed consolidated statements of convertible preferred stock and stockholders' equity (deficit), for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor) and the three and nine months ended September 30, 2023 (Predecessor), and the condensed consolidated statements of cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024	

to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), and the related footnote disclosures are unaudited.

These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2024 (Successor) and its results of operations and comprehensive income (loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the three and nine months ended September 30, 2023 (Predecessor), and cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

The results for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor) are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or any other interim period.

Emerging Growth Company Status

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Concentrations of Credit Risk and Off-Balance Sheet Risk

Revenue Recognition

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.

- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets.

Inventory

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles.

Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

Concentrations

The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment

annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its
revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

Leases

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to *Note 11-Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

Cost of Revenue

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and
insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs

Accrued Transaction Costs (Predecessor)

In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be

received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Warrants

Warrants

The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities.

The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date.

See *Note 10- Warrants* for additional information related to the warrants.

Term Loan

Term Loan (Predecessor)

The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See *Note 9- Debt* for additional information related to the term loan.

Convertible Preferred Stock

Convertible Preferred Stock (Predecessor)

The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs.

Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Stock-Based Compensation

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 14- Stock-Based Compensation*.

Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

Adagio Medical Inc

Basis of Presentation

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

Unaudited Interim Financial Information

Unaudited Interim Financial Information

The accompanying interim condensed consolidated balance sheet as of June 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, the condensed consolidated statements of convertible preferred stock and stockholders' deficit, and the condensed consolidated statements of cash flows for the six months ended June 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, on a basis consistent with the audited financial statements and reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of June 30, 2024 and its results of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, and cash flows for the six months ended June 30, 2024 and 2023. The results for the six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024 or any other interim period.

Emerging Growth Company Status

Emerging Growth Company Status

Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

Emerging Growth Company Status

The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended, (the “Securities Act”), as modified by the Jumpstart our Business Startups Act of 2012 (the “JOBS Act”).

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The Company’s CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company’s cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation (“FDIC”). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company’s financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

As of June 30, 2024, $1.2 million of the Company’s cash was held with Silicon Valley Bank (“SVB”), and exceeded federally insured limits. On March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. On March 12, 2023, the Secretary of the Treasury, the chair of the Federal Reserve Board and the chairman of the FDIC released a joint statement related to the FDIC’s resolution of the Silicon Valley Bank receivership, which provided that all depositors would have access to all their money starting March 13, 2023. As of the issuance date of these financial statements, all cash deposited by the Company with SVB, now a division of First Citizens Bank and Trust Company, has been accessible by the Company.

Revenue Recognition

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the “Consumables”) used with the Company’s cryoablation consoles (“Consoles”). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* (“ASC 606”). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company’s customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct

The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended, (the “Securities Act”), as modified by the Jumpstart our Business Startups Act of 2012 (the “JOBS Act”).

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

The consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The Company’s CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company’s cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation (“FDIC”). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed FDIC insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company’s financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

On March 10, 2023, Silicon Valley Bank (“SVB”) was closed by the California Department of Financial Protection and Innovation, which immediately appointed the FDIC as receiver. SVB held $0.5 million of the Company’s cash and cash equivalents as of December 31, 2023. The Company’s full exposure was ultimately covered by the FDIC and no loss was incurred.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the “Consumables”) used with the Company’s cryoablation consoles (“Consoles”). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* (“ASC 606”). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company’s customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the

performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the six months ended June 30, 2024 and 2023.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the six months ended June 30, 2024 and 2023, revenue was generated only from European markets.

Inventory

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the six months ended June 30, 2024, nor to the future remaining life of the Consoles.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

Concentrations

The Company had two suppliers exceed 10.0% of total accounts payable as of June 30, 2024, representing 82.0% of accounts payable. As of December 31, 2023, the Company had three suppliers exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 45.3% and 55.0%, respectively, of the Company's expenditures for the six months ended June 30, 2024. The Company's five and ten largest suppliers accounted for approximately 29.2% and 37.6%, respectively, of the Company's expenditures for the six months ended June 30, 2023.

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the six months ended June 30, 2024 and 2023, the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated

Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the years ended December 31, 2023 and 2022.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the years ended December 31, 2023 and 2022, revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research & development activities are expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles have a five-year useful life.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

The Company had three suppliers exceed 10.0% of total accounts payable as of December 31, 2023, representing 71.6% of accounts payable. As of December 31, 2022, the Company had one supplier exceed 10.0% of total accounts payable, representing 17.1% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 45.0% and 54.3%, respectively, of the Company's expenditures for the year ended December 31, 2023. The Company's five and ten largest suppliers accounted for approximately 23.0% and 31.8%, respectively, of the Company's expenditures for the year ended December 31, 2022.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the years ended December 31, 2023 and 2022, the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio

functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive loss.

Leases

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, *Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the six months ended June 30, 2024 and June 30, 2023.

Cost of Revenue

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs

Accrued Transaction Costs

In connection with the Business Combination, the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed as of June 30, 2024, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments

Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the consolidated balance sheets and foreign currency translation adjustment in the consolidated statements of operations and comprehensive loss.

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, *Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the years ended December 31, 2023 and 2022.

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred.

Accrued Transaction Costs

In connection with the expected Transaction (as defined in *Note 8 — Debt*), the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which was incurred and expensed as of December 31, 2023, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments

for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

Fair Value Option for Convertible Notes

As permitted under ASC 825, *Financial Instruments* ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes"), May 2024 (the "May 2024 Convertible Notes"), and June 2024 (the "June 2024 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

Recent Accounting Standards

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

Warrants

Warrants

The Company accounts for certain common stock warrants and pre-funded warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the condensed consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the condensed consolidated balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9-Warrants* for additional information related to the warrants.

Term Loan

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive loss over the contractual term of the loan. See *Note 8-Debt* for additional information related to the term loan.

Convertible Preferred Stock

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company

for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), and November 2023 (the "November 2023 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued *ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326)* ("ASU l2016-13"). ASU 2016-13 sets forth a "current expected credit loss" model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost, available-for-sale debt securities and applies to certain off-balance sheet credit exposures. ASU 2016-13 is effective for smaller reporting companies in 2023. The Company adopted the guidance on January 1, 2023, with no material impact on the consolidated financial statements.

Warrants

The Company accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9 — Warrants* for additional information related to the warrants.

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. See *Note 8 — Debt* for additional information related to the term loan.

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company

has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13-Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting for Income Taxes* in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15-Income Taxes* for additional details.

has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13 — Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting for Income Taxes* in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its consolidated balance sheets and has not recognized interest and/or penalties in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2023 and 2022, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15 — Income Taxes* for additional details.

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Restatement of Previously Issued Financial Statements (Tables)

Adagio Medical Inc

Schedule of restatement adjustment on each financial statement line item affected by the restatement

	6 Months Ended Jun. 30, 2024			12 Months Ended Dec. 31, 2023		
	As Previously Reported	Adjustment	As Restated	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of June 30, 2024 (Unaudited)						
Convertible notes payables, current	$ 50,955	$ (2,991)	$ 47,964			
Total current liabilities	64,656	(2,991)	61,665			
Total liabilities	64,783	(2,991)	61,792			
Accumulated deficit	(149,683)	2,991	(146,692)			
Total stockholders' deficit	$ (143,497)	$ 2,991	$ (140,506)			
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2024 (Unaudited)						
Convertible notes fair value adjustment	$ 2,531	$ 1,435	$ 3,966			
Total other income (expense), net	996	1,435	2,431			
Net loss	(14,478)	1,435	(13,043)			
Comprehensive loss	(14,473)	1,435	(13,038)			
Basic and diluted net loss per common share	$ (18.56)	$ 1.84	$ (16.72)			
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)						
Convertible notes fair value adjustment	$ (3,649)	$ 616	$ (3,033)			
Total other income (expense), net	(4,296)	616	(3,680)			
Net loss	(17,824)	616	(17,208)			
Comprehensive loss	(17,829)	616	(17,213)			
Basic and diluted net loss per common share	$ (23.49)	$ 0.82	$ (22.67)			
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2024 (Unaudited)						
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)			
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)			
Net Loss	(14,478)	1,435	(13,043)			
Accumulated Deficit Balance, June 30, 2024	(149,683)	2,991	(146,692)			
Total Stockholders' Deficit Balance, June 30, 2024	$ (143,497)	$ 2,991	$ (140,506)			
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited)						
Net Loss	$ (17,824)	$ 616	$ (17,208)			
Accumulated Deficit Balance, June 30, 2023	(114,883)	616	(114,267)			
Total Stockholders' Deficit Balance, June 30, 2023	$ (113,492)	$ 616	$ (112,876)			
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2024 (Unaudited)						
Net Loss	$ (14,478)	$ 1,435	$ (13,043)			
Change in fair value of convertible notes payable	$ (2,531)	$ (1,435)	$ (3,966)			
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited)						

The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands), except basic and diluted net loss per common share):

	As Previously Reported	Adjustment	As Restated
Consolidated Balance Sheet as of December 31, 2023			
Convertible notes payables, current	$ 37,986	$ (1,556)	$ 36,430
Total current liabilities	48,732	(1,556)	47,176
Total liabilities	48,935	(1,556)	47,379
Accumulated deficit	(135,205)	1,556	(133,649)

Net Loss	$ (17,824)	$ 616	$ (17,208)
Change in fair value of convertible notes payable	$ 3,649	$ (616)	$ 3,033

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of March 31, 2024 (Unaudited)			
Convertible notes payables, current	$ 46,313	$ (2,265)	$ 44,048
Total current liabilities	59,287	(2,265)	57,022
Total liabilities	59,337	(2,265)	57,072
Accumulated deficit	(143,223)	2,265	(140,958)
Total stockholders' deficit	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2024 (Unaudited)			
Convertible notes fair value adjustment	$ 1,673	$ 709	$ 2,382
Total other income (expense), net	797	709	1,506
Net loss	(8,018)	709	(7,309)
Comprehensive loss	(8,015)	709	(7,306)
Basic and diluted net loss per common share	$ (10.28)	$ 0.91	$ (9.37)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (2,361)	$ 327	$ (2,034)
Total other income (expense), net	(2,622)	327	(2,295)
Net loss	(9,276)	327	(8,949)
Comprehensive loss	(9,280)	327	(8,953)
Basic and diluted net loss per common share	$ (12.25)	$ 0.43	$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2024 (Unaudited)			
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)
Net Loss	(8,018)	709	(7,309)
Accumulated Deficit Balance, March 31, 2024	(143,223)	2,265	(140,958)
Total Stockholders' Deficit Balance, March 31, 2024	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Accumulated Deficit Balance, March 31, 2023	(106,335)	327	(106,008)
Total Stockholders' Deficit Balance, March 31, 2023	$ (105,049)	$ 327	$ (104,722)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2024 (Unaudited)			
Net Loss	$ (8,018)	$ 709	$ (7,309)
Change in fair value of convertible notes payable	$ (1,673)	$ (709)	$ (2,382)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Change in fair value of convertible notes payable	$ 2,361	$ (327)	$ 2,034
Total stockholders' deficit	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Operations and Comprehensive Loss for the Year Ended December 31, 2023			
Convertible notes fair value adjustment	$ (8,486)	$ 1,556	$ (6,930)
Total other income (expense), net	(10,204)	1,556	(8,648)
Net loss	(38,146)	1,556	(36,590)
Comprehensive loss	(38,157)	1,556	(36,601)
Basic and diluted net loss per common share	$ (50.20)	$ 2.05	$ (48.15)
Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Accumulated Deficit Balance, December 31, 2023	(135,205)	1,556	(133,649)
Total Stockholders' Deficit Balance, December 31, 2023	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Cash Flow for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Change in fair value of convertible notes payables	$ 8,486	$ (1,556)	$ 6,930

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Fair Value Measurements (Tables)	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Month Dec. 31

Schedule of Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

Schedule of assumptions used in estimating fair value of convertible promissory notes and common stock warrant liabilities

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

Schedule of presents changes in the Level 3 warrant liabilities measured at fair value

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257
April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Adagio Medical Inc

Schedule of Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

June 30, 2024 (Unaudited)	Level 1	Level 2	Level 3 (As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 47,964
Common stock warrant liabilities	$ —	$ —	$ 64
Pre-funded warrant liabilities	$ —	$ —	$ 353

Level 3

The following tables summarize t instruments at fair value based on th class of instrument (in thousands):

December 31, 2023	Le
Assets:	
Money market account	$
Liabilities:	
Convertible notes payables	$
Common stock warrant liabilities	$

December 31, 2023	Level 1	Level 2	(As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 36,430
Common stock warrant liabilities	$ —	$ —	$ 78

December 31, 2022
Assets:
Money market account
Liabilities:
Convertible notes payables

Schedule of assumptions used in estimating fair value of convertible promissory notes and common stock warrant liabilities

As of June 30, 2024 (Unaudited)	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	38.70 %	0.04	5.50 %	385 %
April 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
November 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
February 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
May 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
June 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods ended June 30, 2024 and December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Balance (beginning of period) (As Restated)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)
October 2022 Convertible Notes	$ 12,561	$ —	$ 250	$ 12,811
April 2023 Convertible Notes	14,757	—	114	$ 14,871
November 2023 Convertible Notes	9,112	3,000	(4,114)	$ 7,998
February 2024 Convertible Notes	—	7,000	(217)	$ 6,783
May 2024 Convertible Notes	—	3,000	—	$ 3,000
June 2024 Convertible Notes	—	2,500	1	$ 2,501

Year ended December 31, 2023	Balance (beginning of period)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)
October 2022 Convertible Notes	$ 9,500	$ —	3,061	12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	$ 9,112

April 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

November 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

	June 30, 2024 (Unaudited)
Expected Volatility	115% - 385 %
Risk Free rate	4.3% - 5.4 %
Expected dividend yield	0.0 %
Expected term (years)	0.3 - 8.6

Schedule of presents changes in the Level 3 warrant liabilities measured at fair value

The following table presents changes in the Level 3 warrant liabilities measured at fair value for the six months ended June 30, 2024 and year ended December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Common Stock Warrant Liabilities
Balance (beginning of period)	$ 78
Additions	—
Fair value measurement adjustments	(14)
Balance (end of period)	$ 64

Year ended December 31, 2023	Common Stock Warrant Liabilities
Balance (beginning of year)	$ —
Additions	36
Fair value measurement adjustments	42
Balance (end of year)	$ 78

The following table presents cha promissory notes measured at fair v December 31, 2023 and 2022, respe

Year ended December 31, 2023	October 2022 Convertible Notes (As Restated)
Balance (beginning of year)	$ 9,500
Additions	—
Fair value measurement adjustments (As Restated)	3,061
Balance (end of year)	$ 12,561

Year ended December 31, 2022
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

The Company calculated the esti warrant liabilities as of December 3 assumptions:

Expected Volatility
Risk Free rate
Expected dividend yield
Expected term (years)

Year ended December 31, 2023
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

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Inventory, net (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of components of inventory, net

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Raw materials	$ 2,547	$ 2,211
Work-in-Process	509	197
Finished goods	1,083	914
Total inventory	$ 4,139	$ 3,322

Adagio Medical Inc

Schedule of components of inventory, net

Inventory as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Raw materials	$ 2,450	$ 2,211
Work-in-Process	469	197
Finished goods	1,143	914
Total inventory	$ 4,062	$ 3,322

	December 31, 2023	December 31, 2022
Raw materials	$ 2,211	$ —
Work-in-Process	197	—
Finished goods	914	367
Total inventory	$ 3,322	$ 367

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Property and Equipment (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of components of property and equipment, net

The Company's property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December-24 2023 (Predecessor)
Consoles	$ 2,567	$ 1,565

Other machinery and equipment	709	772
Leasehold improvements	306	305
Tools and molds	257	221
Computer equipment	188	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	4,181	3,264
Less: accumulated depreciation	(2,609)	(1,777)
Property and equipment, net	$ 1,572	$ 1,487

Adagio Medical Inc

Schedule of components of property and equipment, net

The Company's property and equipment, net, as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Consoles	$ 1,700	$ 1,565
Other machinery and equipment	905	772
Leasehold improvements	308	305
Tools and molds	230	221
Computer equipment	190	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	3,487	3,264
Less: accumulated depreciation	(2,333)	(1,777)
Property and equipment, net	$ 1,154	$ 1,487

	December 31, 2023	December 31, 2022
Consoles	$ 1,565	$ 1,266
Other machinery and equipment	772	731
Leasehold improvements	305	303
Tools and molds	221	221
Computer equipment	193	154
Demo equipment	66	66
Furniture and fixtures	49	53
Construction in process	54	54
Vehicles	39	39
Total property, plant, and equipment	3,264	2,887
Less: accumulated depreciation	(1,777)	(1,240)
Property and equipment, net	$ 1,487	$ 1,647

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Accrued Liabilities (Tables) | **6 Months Ended Jun. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Adagio Medical Inc

Schedule of accrued liabilities

The following table presents details of accrued liabilities as of June 30, 2024 and December 31, 2023 (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Compensation and related expenses	$ 2,467	$ 1,566
Research and development expenses	757	1,191
Other	205	291
Total accrued liabilities	$ 3,429	$ 3,048

	December 31, 2023	December 31, 2022
Compensation and related expenses	$ 1,566	$ 1,229
Research and development expenses	1,191	846
Other	291	82
Total accrued liabilities	$ 3,048	$ 2,157

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Debt (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of debt

Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Convertible Securities Notes	$ 13,750	$ —
October 2022 Convertible Notes measured at fair value	—	12,561
April 2023 Convertible Notes measured at fair value	—	14,757
November 2023 Convertible Notes measured at fair value	—	9,112
SVB term loan	—	1,838
Total outstanding debt	$ 13,750	$ 38,268

Adagio Medical Inc

Schedule of debt

Outstanding debt as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (As Restated) (Unaudited)	December 31, 2023 (As Restated)
October 2022 Convertible Notes measured at fair value	$	$
April 2023 Convertible Notes measured at fair value	14,871	14,757
November 2023 Convertible Notes measured at fair value	7,998	9,112
February 2024 Convertible Notes measured at fair value	6,783	—
May 2024 Convertible Notes measured at fair value	3,000	—
June 2024 Convertible Notes measured at fair value	2,501	—
SVB term loan	990	1,838
Total outstanding debt	$ 48,954	$ 38,268

	December 31, 2023 (As Restated)	December 31, 2022
October 2022 Convertible Notes measured at fair value	$ 12,561	$ 9,500
April 2023 Convertible Notes measured at fair value	14,757	—
November 2023 Convertible Notes measured at fair value	9,112	—
SVB term loan	1,838	—
Total Outstanding Debt	$ 38,268	$ 9,500

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Operating Leases (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of quantitative information of operating leases

In thousands, unaudited	Nine months ended September 30, 2024 Predecessor January 1 to July 30	2024 Successor July 31 to September 30	2023 Predecessor January 1 to September 30
Operating cash flows paid for operating leases	$ 108	$ 25	$ 133
Weighted average remaining lease term (years)	1.7	1.6	1.7
Weighted average discount rate	8 %	8 %	8 %

Schedule of future minimum payments under the non-cancelable operating leases

The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):

Three months ending December 31, 2024	$ 39
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	241
Less: imputed interest	(14)
Total operating lease liability	$ 227

Adagio Medical Inc

Schedule of quantitative information of operating leases

The following table summarizes quantitative information of the Company's operating leases for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30 (Unaudited)	2024	2023
Operating cash flows paid for operating leases	$ 92	$ 88
Weighted average remaining lease term (years)	1.8	1.9
Weighted average discount rate	8.0 %	8.0 %

Schedule of future minimum payments under the non-cancelable operating leases

The following table presents the future minimum payments under the non-cancelable operating leases as of June 30, 2024 (in thousands):

Six months ending June 30 (Unaudited)	
Six months ending December 31, 2024	$ 79
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	281
Less: imputed interest	(18)
Total operating lease liability	$ 263

The following table summarizes quantitative information of the Company's operating leases for the years ended December 31, 2023 and 2022 (in thousands):

Years ended December 31,	2023	2022
Operating cash flows paid for operating leases	$ 178	$ 173
Weighted average remaining lease term (years)	1.7	2.2
Weighted average discount rate	8.0 %	8.0 %

The following table presents the future minimum payments under the non-cancelable operating leases as of December 31, 2023 (in thousands):

Year ending December 31,	
2024	$ 86
2025	36
2026	18
Total undiscounted future cash flows	140
Less: imputed interest	(9)
Total operating lease liability	$ 131

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Mezzanine Equity and Stockholders' Deficit (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of issuance of preferred stock

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Price Per Share	Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

Adagio Medical Inc

Schedule of issuance of preferred stock

The following table summarizes information related to issuance of the Company's preferred stock at December 31, 2023 and 2022 (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Conversion Price Per Share	Number of Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

Schedule of common stock reserved for future issuance

	June 30, 2024 (Unaudited)	December 31, 2023
Conversion of preferred stock	4,732,044	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	742,409	747,001
Common shares available for future grant under the 2012 and 2022 Plan	31,604	27,012
Common stock reserved for future issuance	5,506,057	5,713,959

	December 31, 2023	December 31, 2022
Conversion of preferred stock	4,939,946	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	747,001	619,527
Common shares available for future grant under the 2012 and 2022 Plan	27,012	160,155
Common stock reserved for future issuance	5,713,959	5,719,628

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Stock-Based Compensation (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of stock option activity

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023 (Predecessor)	747,001	$ 6.17	7.45	$ 72
Forfeited	(6,592)	4.82	—	—
Options forfeited in connection with the Business Combination	—	—	—	
Outstanding, July 30, 2024 (Predecessor)	740,409	$ 6.18	—	$ —
Vested and expected to vest, July 30, 2024 (Predecessor)	—	$ —	—	$ —
Vested and exercisable, July 30, 2024 (Predecessor)	—	$ —	—	$ —

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)

Outstanding, July 31, 2024 (Successor)	—	$ —	—	$ —
Options issued as part of the Business Combination	7,587	8.97	—	68
Outstanding, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested and exercisable, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68

Schedule of stock based compensation expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands):

	2024		2023	
	July 1 to July 30	January 1 to July 30	Three months ended September 30	Nine months ended September 30
Selling, general, and administration	$335	$ 527	$ 66	$ 241
Research and development	86	115	60	88
Total stock-based compensation expense	$421	$ 642	$ 126	$ 329

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Schedule of stock option activity

(Unaudited)	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$ 72
Forfeited	(4,592)	$ 4.76	—	—
Outstanding, June 30, 2024	742,409	$ 6.18	6.95	$ 4
Vested and expected to vest, June 30, 2024	723,710	$ 6.20	6.92	$ 4
Vested and exercisable, June 30, 2024	537,222	$ 6.45	6.47	$ 4

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	(i
Outstanding, December 31, 2021	585,044	$ 6.41	8.65	$
Granted	69,050	$ 7.97		
Exercised	(11,217)	$ 2.26		
Forfeited	(23,350)	$ 4.65		
Outstanding, December 31, 2022	619,527	$ 6.73	7.87	$
Granted	160,000	$ 3.88		
Exercised	(5,669)	$ 3.22		
Forfeited	(22,357)	$ 6.94		
Expired	(4,500)	$ 0.93		
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$
Vested and expected to vest, December 31, 2023	718,003	$ 6.19	7.41	$
Vested and exercisable, December 31, 2023	444,839	$ 6.47	6.75	$

Schedule of stock based compensation expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30, (Unaudited)	2024	2023
Selling, general, and administration	$ 192	$ 176
Research and development	29	28
Total stock-based compensation	$ 221	$ 204

Years ended December 31,	2023
Selling, general and administrative	$ 384
Research and development	58
Total stock-based compensation	$ 442

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Net Loss Per Common Share (Tables)

6 Months Ended Jun. 30, 2024

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Schedule of computation of basic and diluted net loss per share attributable to common stockholders

Basic EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor) Common Shares	Convertible Securities Notes	Sponsor Earnout
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351
Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data):

Years ended December 31,	2023 (As Restated)	2022
Numerator:		
Net loss attributable to common stockholders	$ (36,590)	$ (23,673)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	759,814	751,568
Net loss per share attributable to common stockholders – basic and diluted	(48.16)	(31.50)

Schedule of potentially dilutive securities were excluded from the computation of diluted net loss per share

	September 30, 2024 (Successor)
Base Warrants	7,528,727
Convert Warrants	1,500,000
Earn-out Shares, subject to vesting conditions	1,147,500
Stock options issued in connection with the Business Combination	7,587
Total potentially dilutive securities	10,183,814

Adagio Medical Inc

Schedule of computation of basic and diluted net loss per share attributable to common stockholders

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Six months ended June 30, (Unaudited)	2024 (As Restated)	2023 (As Restated)
Numerator:		
Net loss attributable to common stockholders	$ (13,043)	$ (17,208)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	779,908	758,942
Net loss per share attributable to common stockholders – basic and diluted	$ (16.72)	$ (22.67)

	(Predecessor)			
	Period from July 1 to July 30, 2024	Period from July 1 to July 30, 2023	Period from January 1 to July 30, 2024	Nine months ending September 30, 2023
Numerator:				
Net income (loss) attributable to common stockholders	$ (8,235)	$ (10,761)	$ (21,278)	$ (27,969)
Denominator:				
Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted	987,810	760,572	815,854	759,489
Net income (loss) per share attributable to common stockholders - basic and diluted	$ (8.34)	$ (14.15)	$ (26.08)	$ (36.83)

Schedule of potentially dilutive securities were excluded from the computation of diluted net loss per share

Six months ended June 30, (Unaudited)	2024	2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	742,409	712,946
Common stock warrants	49,080	49,080
Total	5,523,533	5,701,972

	(Predecessor)	
	As of July 30, 2024	As of September 30, 2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	740,409	755,559
SVB Warrants	—	49,080
Total potentially dilutive securities	5,472,453	5,744,585

	December 31, 2023	December 31, 2022
Convertible preferred stock	4,939,946	4,939,946
Stock options	747,001	619,527
Common stock warrants	49,080	—
Total	5,736,027	5,559,473

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Organization and Description of Business - Liquidity and Going Concern (Details) - USD ($) $ in Thousands	1 Months Ended	2 Months Ended		3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Cash and cash equivalents		$ 28,260	$ 28,260								$ 1,383	
Net loss	$ (8,235)	3,606	3,600		$ (10,761)				$ (21,278)	$ (27,969)		
Net cash used in operating activities			(6,358)						$ (15,990)	(18,561)		
Accumulated deficit		$ (13,217)	$ (13,217)								(133,649)	
Adagio Medical Inc												
Cash and cash equivalents							$ 2,045				1,383	$ 5,547
Net loss				$ (7,309)		$ (8,949)	(13,043)	$ (17,208)		(27,969)	(36,590)	(23,673)
Net cash used in operating activities							(13,684)	$ (12,162)			(25,652)	(22,412)
Accumulated deficit				$ (140,958)	$ (125,028)		(146,692)			$ (125,028)	(133,649)	(97,059)
Working capital deficit							$ 55,000				$ 42,000	$ 6,200

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Organization and Description of Business - Strategic Realignment of Resources and Corporate Restructuring (Details)	Dec. 01, 2023 $ / shares	Dec. 01, 2023	Dec. 01, 2023 USD ($)	Dec. 01, 2023 employee	6 Months Ended Jun. 30, 2024 USD ($)	12 Months Ended Dec. 31, 2023 USD ($)
Restructuring Cost and Reserve [Line Items]						
Number of employees | employee				20		
Percentage of employees		19.00%				
Severance or related benefit costs			$ 0			
Retention bonuses			$ 0			
Adagio Medical Inc						
Restructuring Cost and Reserve [Line Items]						
Number of employees	20			20		
Percentage of employees		19.00%				
Severance or related benefit costs					$ 0	$ 0
Retention bonuses					$ 0	$ 0

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Restatement of Previously Issued Financial Statements (Details) - USD ($)	Dec. 31, 2023	1 Months Ended Jul. 30, 2024	Jul. 30, 2023	2 Months Ended Sep. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	3 Months Ende Sep. 30, 2023
Condensed Consolidated Balance Sheet								
Convertible notes payable, current	$ 36,430,000							
Total current liabilities	47,176,000			$ 7,919,000	$ 7,919,000			
Total liabilities	47,379,000			30,635,000	30,635,000			
Accumulated deficit	(133,649,000)			(13,217,000)	(13,217,000)			
Total stockholders' deficit	(132,023,000)	$ (148,315,000)		76,561,000	76,561,000	$ (140,506,000)		$ (123,507,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss								
Total other income (expense), net		(2,029,000)		8,031,000				(1,680,000)
Net loss		(8,235,000)		3,606,000	$ 3,600,000			(10,761,000)
Comprehensive loss		$ (8,237,000)		$ 3,597,000				$ (10,757,000)
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)		$ 0.18				$ (14.15)

Diluted net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)	$ (14.15)	$ 0.02	$ 0.02			$ (14.15)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit								
Beginning Balance		$ (140,506,000)	$ (112,876,000)	$ 72,964,000	$ (148,315,000)		$ (132,023,000)	$ (112,876,000)
Net loss		(8,235,000)		3,606,000	3,600,000			(10,761,000)
Ending Balance	(132,023,000)	(148,315,000)		76,561,000	76,561,000	(140,506,000)		(123,507,000)
Condensed Consolidated Statement of Cash Flow								
Net loss		$ (8,235,000)		3,606,000	3,600,000			(10,761,000)
Adagio Medical Inc								
Condensed Consolidated Balance Sheet								
Convertible notes payable, current	36,430,000					47,964,000	44,048,000	26,584,000
Total current liabilities	47,176,000					61,665,000	57,022,000	35,915,000
Total liabilities	47,379,000					61,792,000	57,072,000	36,554,000
Accumulated deficit	(133,649,000)					(146,692,000)	(140,958,000)	(125,028,000)
Total stockholders' deficit	(132,023,000)					(140,506,000)	(139,218,000)	(123,507,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss								
Convertible notes fair value adjustment							2,382,000	
Total other income (expense), net							1,506,000	
Net loss							(7,309,000)	
Comprehensive loss							$ (7,306,000)	
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)	$ (14.15)				$ (9.37)	
Diluted net income (loss) per share (Note 15) (in dollars per share)							$ (9.37)	
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit								
Beginning Balance		$ (140,506,000)	$ (112,876,000)			(139,218,000)	$ (132,023,000)	(112,876,000)
Net loss							(7,309,000)	
Ending Balance	(132,023,000)					(140,506,000)	(139,218,000)	(123,507,000)
Condensed Consolidated Statement of Cash Flow								
Net loss							(7,309,000)	
Change in fair value of convertible notes payable							$ (2,382,000)	
Error Correction, Type [Extensible Enumeration]							adgm:AdjustmentForDuplicationOfConvertibleNotesPayableMember	
Accumulated Deficit								
Condensed Consolidated Balance Sheet								
Total stockholders' deficit	(133,649,000)	(154,927,000)		(13,217,000)	(13,217,000)	(146,692,000)		(125,028,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss								
Net loss		(8,235,000)		3,606,000				(10,761,000)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit								
Beginning Balance		(146,692,000)	(114,267,000)	(16,823,000)	(154,927,000)		$ (133,649,000)	(114,267,000)
Net loss		(8,235,000)		3,606,000				(10,761,000)
Ending Balance	(133,649,000)	(154,927,000)		(13,217,000)	$ (13,217,000)	(146,692,000)		(125,028,000)
Condensed Consolidated Statement of Cash Flow								
Net loss		(8,235,000)		$ 3,606,000				(10,761,000)
Accumulated Deficit | Adagio Medical Inc								
Condensed Consolidated Balance Sheet								
Total stockholders' deficit	(133,649,000)					(146,692,000)	(140,958,000)	(125,028,000)
Condensed Consolidated Statement of								

Operations and Comprehensive Loss						
Net loss						
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit						
Beginning Balance		(146,692,000)	(114,267,000)	(140,958,000)	(133,649,000)	(114,267,000)
Net loss						
Ending Balance	(133,649,000)			(146,692,000)	(140,958,000)	(125,028,000)
Condensed Consolidated Statement of Cash Flow						
Net loss						
As Previously Reported						
Condensed Consolidated Balance Sheet						
Total liabilities	5,000					
Accumulated deficit	(5,000)					
Total stockholders' deficit	(5,000)					
Condensed Consolidated Statement of Operations and Comprehensive Loss						
Net loss	$ (5,000)					
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (5,000)					
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ (5,000)					
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit						
Beginning Balance					(5,000)	
Net loss	$ (5,000)					
Ending Balance	(5,000)					
Condensed Consolidated Statement of Cash Flow						
Net loss	(5,000)					
As Previously Reported | Adagio Medical Inc						
Condensed Consolidated Balance Sheet						
Convertible notes payable, current	37,986,000			50,955,000	46,313,000	27,619,000
Total current liabilities	48,732,000			64,656,000	59,287,000	36,950,000
Total liabilities	48,935,000			64,783,000	59,337,000	37,589,000
Accumulated deficit	(135,205,000)			(149,683,000)	(143,223,000)	(126,063,000)
Total stockholders' deficit	(133,579,000)			(143,497,000)	(141,483,000)	(124,542,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss						
Convertible notes fair value adjustment					1,673,000	
Total other income (expense), net					797,000	
Net loss					(8,018,000)	
Comprehensive loss					$ (8,015,000)	
Basic net income (loss) per share (Note 15) (in dollars per share)					$ (10.28)	
Diluted net income (loss) per share (Note 15) (in dollars per share)					$ (10.28)	
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit						
Beginning Balance		(143,497,000)	(113,492,000)	(141,483,000)	$ (133,579,000)	(113,492,000)
Net loss					(8,018,000)	
Ending Balance	(133,579,000)			(143,497,000)	(141,483,000)	(124,542,000)
Condensed Consolidated Statement of Cash Flow						
Net loss					(8,018,000)	
Change in fair value of convertible notes payable					(1,673,000)	
As Previously Reported | Accumulated Deficit						
Condensed Consolidated Balance Sheet						
Total stockholders'	(5,000)					

deficit						
Condensed Consolidated Statement of Operations and Comprehensive Loss						
Net loss	(5,000)					
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit						
Beginning Balance					(5,000)	
Net loss	(5,000)					
Ending Balance	(5,000)					
Condensed Consolidated Statement of Cash Flow						
Net loss	(5,000)					
As Previously Reported | Accumulated Deficit | Adagio Medical Inc						
Condensed Consolidated Balance Sheet						
Total stockholders' deficit	(135,205,000)			(149,683,000)	(143,223,000)	(126,063,000)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit						
Beginning Balance		(149,683,000)	(114,883,000)	(143,223,000)	(135,205,000)	(114,883,000)
Ending Balance	(135,205,000)			(149,683,000)	(143,223,000)	(126,063,000)
Adjustment | Adagio Medical Inc						
Condensed Consolidated Balance Sheet						
Convertible notes payable, current	(1,556,000)			(2,991,000)	(2,265,000)	(1,035,000)
Total current liabilities	(1,556,000)			(2,991,000)	(2,265,000)	(1,035,000)
Total liabilities	(1,556,000)			(2,991,000)	(2,265,000)	(1,035,000)
Accumulated deficit	1,556,000			2,991,000	2,265,000	1,035,000
Total stockholders' deficit	1,556,000			2,991,000	2,265,000	1,035,000
Condensed Consolidated Statement of Operations and Comprehensive Loss						
Convertible notes fair value adjustment					709,000	
Total other income (expense), net					709,000	
Net loss					709,000	
Comprehensive loss					$ 709,000	
Basic net income (loss) per share (Note 15) (in dollars per share)					$ 0.91	
Diluted net income (loss) per share (Note 15) (in dollars per share)					$ 0.91	
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit						
Beginning Balance		2,991,000	616,000	2,265,000	$ 1,556,000	616,000
Net loss					709,000	
Ending Balance	1,556,000			2,991,000	2,265,000	1,035,000
Condensed Consolidated Statement of Cash Flow						
Net loss					709,000	
Change in fair value of convertible notes payable					(709,000)	
Adjustment | Accumulated Deficit | Adagio Medical Inc						
Condensed Consolidated Balance Sheet						
Total stockholders' deficit	1,556,000			2,991,000	2,265,000	1,035,000
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit						
Beginning Balance		$ 2,991,000	$ 616,000	2,265,000	1,556,000	616,000
Ending Balance	$ 1,556,000			$ 2,991,000	$ 2,265,000	$ 1,035,000

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Summary of Significant Accounting Policies - Segments (Details) $ in Thousands, € in Millions	6 Months Ended	9 Months Ended	12 Months Ended			
	Jun. 30, 2024 USD ($) segment	Sep. 30, 2024 segment	Dec. 31, 2023 USD ($) segment	Jun. 30, 2024 EUR (€)	Dec. 31, 2023 EUR (€)	

Reporting segments		1			
Adagio Medical Inc					
Reporting segments	1		1		
Cash, FDIC Insured Amount	$ 250		$ 250	€ 0.1	€ 0.1

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Summary of Significant Accounting Policies - Concentrations of Credit Risk and Off-Balance Sheet Risk & Impairment of Long-Lived Assets (Details) - USD ($)	1 Months Ended	2 Months Ended	6 Months Ended		24 Months Ended
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Impairment of long-lived assets	$ 0	$ 0	$ 0	$ 0		
Adagio Medical Inc						
Cash held with silicon valley bank				1,200,000		$ 500,000
Impairment of long-lived assets				$ 0	$ 0	$ 0

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Summary of Significant Accounting Policies - Property and Equipment (Details)	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023
Maximum			
Property and Equipment			
Useful life	5 years		
Maximum | Adagio Medical Inc			
Property and Equipment			
Useful life		5 years	5 years
Minimum			
Property and Equipment			
Useful life	3 years		
Minimum | Adagio Medical Inc			
Property and Equipment			
Useful life		3 years	3 years
Consoles			
Property and Equipment			
Useful life	3 years		5 years
Consoles | Adagio Medical Inc			
Property and Equipment			
Useful life			5 years

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Summary of Significant Accounting Policies - Property and Equipment - Concentrations (Details) - Supplier concentration risk	1 Months Ended	2 Months Ended	6 Months Ended		9 Months Ended	12 Months Ended			
	Jul. 31, 2024 item	Jul. 30, 2024 item	Sep. 30, 2024 item	Jun. 30, 2024 item	Jun. 30, 2023 item	Sep. 30, 2023 item	Dec. 31, 2023 item	Dec. 31, 2023	Dec. 31, 2023 segment	Dec. 31, 2022 item
Accounts payable | Two suppliers | Adagio Medical Inc										
Concentrations										
Concentration risk percentage				82.00%						
Number of suppliers				2						
Accounts payable | Three suppliers										
Concentrations										
Concentration risk percentage			74.50%					71.60%		
Number of suppliers			3				3			
Accounts payable | Three suppliers | Adagio Medical Inc										
Concentrations										
Concentration risk percentage								71.60%		
Number of suppliers							3		3	
Expenditure | Five suppliers										
Concentrations										
Concentration risk percentage	59.80%	59.80%	59.80%	59.80%		39.40%				
Number of suppliers	5	5	5	5		5				
Expenditure | Five suppliers | Adagio Medical Inc										
Concentrations										
Concentration risk percentage				45.30%	29.20%			45.00%		23.00%
Number of suppliers				5	5		5			5
Expenditure | Ten suppliers										
Concentrations										
Concentration risk percentage	80.80%	80.80%	80.80%	80.80%		50.50%				
Number of suppliers	10	10	10	10		10				
Expenditure | Ten suppliers | Adagio Medical Inc										
Concentrations										
Concentration risk percentage				55.00%	37.60%			54.30%		31.80%
Number of suppliers				10	10		10			10

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Summary of Significant Accounting Policies - Property and Equipment - Convertible Preferred Stock & Income Taxes (Details) - USD ($)	1 Months Ended	2 Months Ended	6 Months Ended		9 Months Ended		12 Months Ended	
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Aggregate gross proceeds						$ 75,000,000			
Public offering price per share						$ 67.83			
Interest and penalties accrued	$ 0	$ 0	$ 0	$ 0			$ 0		
Income Tax Penalties and Interest Expense	$ 0	$ 0	$ 0	0		$ 0	$ 0		
Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense						$ 0			
Adagio Medical Inc									
Aggregate gross proceeds				$ 75,000,000				$ 75,000,000	
Public offering price per share				$ 67.83				$ 67.83	
Interest and penalties accrued				$ 0	$ 0			$ 0	$ 0
Income Tax Penalties and Interest Expense				0	$ 0			0	$ 0

Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense	$ 0	$ 0

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Fair Value Measurements (Details) - USD ($) $ in Thousands	6 Months Ended	12 Months Ended		21 Months Ended
	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022	Sep. 30, 2024
Liabilities:				
Common stock warrant liabilities		$ 78		
Fair value measurements recurring basis				
Liabilities:				
Fair value asset transfer level 1 to level 2				$ 0
Fair value measurements recurring basis | Adagio Medical Inc				
Liabilities:				
Fair value asset transfer level 1 to level 2	$ 0	0	$ 0	
Fair value asset transfer level 2 to level 1	0	0	0	
Fair value asset transfer net, level 3	0	0	0	
Fair value liability transfer level 1 to level 2	0	0	0	
Fair value liability transfer level 2 to level 1	0	0	0	
Fair value liability transfer net, level 3	0	0	0	
Level 1 | Fair value measurements recurring basis				
Assets:				
Money market account		24		27,298
Level 1 | Fair value measurements recurring basis | Adagio Medical Inc				
Assets:				
Money market account	24	24	90	
Level 3 | Fair value measurements recurring basis				
Liabilities:				
Convertible notes payables		36,430		$ 13,750
Level 3 | Fair value measurements recurring basis | Adagio Medical Inc				
Liabilities:				
Convertible notes payables	47,964	36,430	$ 9,500	
Common stock warrant liabilities		78		
Level 3 | Fair value measurements recurring basis | Common stock warrants | Adagio Medical Inc				
Liabilities:				
Convertible notes payables		36,430		
Common stock warrant liabilities	64	$ 78		
Level 3 | Fair value measurements recurring basis | Pre-funded Warrants | Adagio Medical Inc				
Liabilities:				
Common stock warrant liabilities	$ 353			

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Fair Value Measurements - Convertible promissory notes (Details) - USD ($) $ in Thousands	Jul. 31, 2024	Jul. 30, 2024	Jun. 30, 2024	Jun. 25, 2024	May 21, 2024	Mar. 31, 2024	Feb. 13, 2024	Dec. 31, 2023	Dec. 28, 2023	Dec. 13, 2023	Nov. 28, 2023	Sep. 30, 2023	Apr. 04, 2023	Dec. 31, 2022	Oct. 27, 2022	Jul. 27, 2022
Fair Value Measurements																
Convertible notes payable, current								$ 36,430								
Adagio Medical Inc																
Fair Value Measurements																
Convertible notes payable, current			$ 47,964			$ 44,048		36,430				$ 26,584		$ 9,500		
October 2022 Convertible Notes																
Fair Value Measurements																
Principal amount								9,500							$ 9,500	$ 9,500
Interest rate															8.00%	8.00%
October 2022 Convertible Notes | Adagio Medical Inc																
Fair Value Measurements																
Principal amount														$ 9,500	$ 9,500	
Interest rate															8.00%	
April 2023 Convertible Notes																
Fair Value Measurements																
Principal amount								15,000					$ 5,000			
Interest rate													8.00%			
Maximum additional debt													$ 10,000			
Convertible notes payable, current	$ 15,000												5,000			
April 2023 Convertible Notes | Adagio Medical Inc																
Fair Value Measurements																
Principal amount								10,000					$ 5,000			
Interest rate													8.00%			
Maximum additional debt													$ 10,000			
Convertible notes payable, current			15,000										$ 5,000			
November 2023 Convertible Notes																
Fair Value Measurements																
Principal amount								5,000			$ 2,000					
Interest rate											8.00%					
Maximum additional debt											$ 6,000					
Convertible notes payable, current	8,000										2,000					
November 2023 Convertible Notes | Adagio Medical Inc																
Fair Value Measurements																
Principal amount								$ 3,000	$ 2,000	$ 1,000	$ 2,000					
Interest rate											8.00%					
Maximum additional debt											$ 6,000					
Convertible notes payable, current			8,000								$ 2,000					
February 2024 Convertible Notes																
Fair Value Measurements																
Principal amount							$ 7,000									
Interest rate							8.00%									
Convertible notes payable, current		$ 7,000					$ 7,000									
February 2024 Convertible Notes | Adagio Medical Inc																
Fair Value Measurements																
Principal amount							$ 7,000									
Interest rate							8.00%									
Convertible notes payable, current			7,000				$ 7,000									
May 2024 Convertible Notes																

Fair Value Measurements			
Principal amount			$ 3,000
Interest rate			8.00%
Convertible notes payable, current	3,000		$ 3,000
May 2024 Convertible Notes | Adagio Medical Inc			
Fair Value Measurements			
Principal amount			$ 3,000
Interest rate			8.00%
Convertible notes payable, current		$ 3,000	$ 3,000
June 2024 Convertible Notes			
Fair Value Measurements			
Principal amount			$ 2,500
Interest rate			8.00%
Convertible notes payable, current	$ 2,500		$ 2,500
June 2024 Convertible Notes | Adagio Medical Inc			
Fair Value Measurements			
Principal amount			$ 2,500
Interest rate			8.00%
Convertible notes payable, current			$ 2,500

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Fair Value Measurements - Assumptions for convertible promissory notes (Details)	Sep. 30, 2024 Y	Jul. 31, 2024 Y	Jun. 30, 2024 Y	Dec. 31, 2023 Y
Discount rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input	0.254	0.258		
Discount rate | October 2022 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.368
Discount rate | April 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.306
Discount rate | November 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.306
Discount rate | Adagio Medical Inc | October 2022 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.387	36.8
Discount rate | Adagio Medical Inc | April 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	30.6
Discount rate | Adagio Medical Inc | November 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	30.6
Discount rate | Adagio Medical Inc | February 2024 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	
Discount rate | Adagio Medical Inc | May 2024 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	
Discount rate | Adagio Medical Inc | June 2024 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	
Expected Term (years)				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input	3.58	3.75		
Expected Term (years) | October 2022 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.33
Expected Term (years) | April 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.33
Expected Term (years) | November 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.33
Expected Term (years) | Adagio Medical Inc | October 2022 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	0.33
Expected Term (years) | Adagio Medical Inc | April 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	0.33
Expected Term (years) | Adagio Medical Inc | November 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	0.33
Expected Term (years) | Adagio Medical Inc | February 2024 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	
Expected Term (years) | Adagio Medical Inc | May 2024 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	
Expected Term (years) | Adagio Medical Inc | June 2024 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	
Risk-Free interest rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input	0.0355	0.0401		
Risk-Free interest rate | October 2022 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.054
Risk-Free interest rate | April 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.054
Risk-Free interest rate | November 2023 Convertible Notes				

Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				0.054	
Risk-Free interest rate | Adagio Medical Inc | October 2022 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055	5.4	
Risk-Free interest rate | Adagio Medical Inc | April 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055	5.4	
Risk-Free interest rate | Adagio Medical Inc | November 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055	5.4	
Risk-Free interest rate | Adagio Medical Inc | February 2024 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055		
Risk-Free interest rate | Adagio Medical Inc | May 2024 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055		
Risk-Free interest rate | Adagio Medical Inc | June 2024 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055		
Volatility					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input	0.80	0.60			
Volatility | October 2022 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				1.10	
Volatility | April 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				1.10	
Volatility | November 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				1.10	
Volatility | Adagio Medical Inc | October 2022 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85	110	
Volatility | Adagio Medical Inc | April 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85	110	
Volatility | Adagio Medical Inc | November 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85	110	
Volatility | Adagio Medical Inc | February 2024 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85		
Volatility | Adagio Medical Inc | May 2024 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85		
Volatility | Adagio Medical Inc | June 2024 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85		

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Fair Value Measurements - Level 3 Reconciliation of Convertible promissory notes (Details) - USD ($) $ in Thousands	**2 Months Ended**	**6 Months Ended**	**7 Months Ended**	**12 Months Ended**	
	Sep. 30, 2024	**Jun. 30, 2024**	**Jul. 30, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	$ 17,005				
Fair value measurement adjustments	(3,255)				
Balance (end of period)	13,750		$ 17,005		
Adagio Medical Inc					
Level 3 Reconciliation of Convertible promissory notes					
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]		Warrant liabilities fair value adjustment		Warrant liabilities fair value adjustment	Change in fair value of convertible notes payables
October 2022 Convertible Notes					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	8,257	$ 12,561	12,561	$ 9,500	
Fair value measurement adjustments			(4,304)	3,061	
Balance (end of period)			8,257	12,561	$ 9,500
October 2022 Convertible Notes | Adagio Medical Inc					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)		12,561	12,561	9,500	
Additions					9,500
Fair value measurement adjustments		250		$ 3,061	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]				Change in fair value of convertible notes payables	
Balance (end of period)		12,811		$ 12,561	$ 9,500
April 2023 Convertible Notes					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	18,135	14,757	14,757		
Additions				15,000	
Fair value measurement adjustments			3,378	(243)	
Balance (end of period)			18,135	14,757	
April 2023 Convertible Notes | Adagio Medical Inc					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)		14,757	14,757		
Additions				15,000	
Fair value measurement adjustments		114		$ (243)	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]				Change in fair value of convertible notes payables	
Balance (end of period)		14,871		$ 14,757	
November 2023 Convertible Notes					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	9,739	9,112	9,112		
Additions			3,000	5,000	
Fair value measurement adjustments			(2,373)	4,112	
Balance (end of period)			9,739	9,112	

November 2023 Convertible Notes | Adagio Medical Inc				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		9,112	9,112	
Additions		3,000		5,000
Fair value measurement adjustments		(4,114)		$ 4,112
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]				Change in fair value of convertible notes payables
Balance (end of period)		7,998		$ 9,112
February 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)	6,744			
Additions			7,000	
Fair value measurement adjustments			(256)	
Balance (end of period)			6,744	
February 2024 Convertible Notes | Adagio Medical Inc				
Level 3 Reconciliation of Convertible promissory notes				
Additions		7,000		
Fair value measurement adjustments		(217)		
Balance (end of period)		6,783		
May 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)	3,685			
Additions			3,000	
Fair value measurement adjustments			685	
Balance (end of period)			3,685	
May 2024 Convertible Notes | Adagio Medical Inc				
Level 3 Reconciliation of Convertible promissory notes				
Additions		3,000		
Balance (end of period)		3,000		
June 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)	$ 3,077			
Additions			2,500	
Fair value measurement adjustments			577	
Balance (end of period)			$ 3,077	
June 2024 Convertible Notes | Adagio Medical Inc				
Level 3 Reconciliation of Convertible promissory notes				
Additions		2,500		
Fair value measurement adjustments		1		
Balance (end of period)		$ 2,501		

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Fair Value Measurements - Assumptions for Common stock warrant liabilities (Details) - Adagio Medical Inc	**Jun. 30, 2024 Y**	**Dec. 31, 2023 Y**
Volatility | Maximum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	385	110
Volatility | Minimum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	115	60
Risk-Free interest rate | Maximum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	5.4	5
Risk-Free interest rate | Minimum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	4.3	3.8
Expected dividend yield		
Fair Value Measurements		
Common stock warrants liabilities measurement input	0	
Expected Term (years) | Maximum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	8.6	9.1
Expected Term (years) | Minimum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	0.3	0.8

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Fair Value Measurements - Level 3 Reconciliation of Common stock warrant liabilities (Details) - USD ($) $ in Thousands	**2 Months Ended**	**6 Months Ended**	**7 Months Ended**	**12 Months Ended**	
	Sep. 30, 2024	**Jun. 30, 2024**	**Jul. 30, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Level 3 Reconciliation of Common stock warrant liabilities					
Balance (beginning of period)	$ 17,005				
Fair value measurement adjustments	(3,255)				
Balance (end of period)	$ 13,750		$ 17,005		
Adagio Medical Inc					
Level 3 Reconciliation of Common stock warrant liabilities					
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]		Warrant liabilities fair value adjustment		Warrant liabilities fair value adjustment	Change in fair value of convertible notes payables
Level 3 | Adagio Medical Inc					
Level 3 Reconciliation of Common stock warrant liabilities					
Balance (beginning of period)		$ 78	$ 78		
Additions				$ 36	
Fair value measurement adjustments		(14)		$ 42	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]				Warrant liabilities fair value adjustment	
Balance (end of period)		$ 64		$ 78	

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Fair Value Measurements - Pre-funded Warrant Liabilities (Details)	**Sep. 30, 2024 $ / shares**	**Jun. 30, 2024**	**Jun. 25, 2024 $ / shares**	**Dec. 31, 2023 $ / shares**
Adagio Medical Inc				
Warrants				

Exercise price			$ 7.97	
Pre-funded Warrants				
Warrants				
Exercise price		$ 0.01	$ 0.001	
Pre-funded Warrants | Adagio Medical Inc				
Warrants				
Exercise price			0.001	
Pre-funded Warrants | Series E Preferred Stock				
Warrants				
Exercise price			0.001	
Conversion factor		1.08		
Pre-funded Warrants | Series E Preferred Stock | Adagio Medical Inc				
Warrants				
Exercise price			$ 0.001	
Conversion factor		1.08		

XML 151 R121.htm IDEA: XBRL DOCUMENT

Inventory, net (Details) - USD ($)	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2022
Raw materials	$ 2,547,000		$ 2,211,000		
Work-in-Process	509,000		197,000		
Finished goods	1,083,000		914,000		
Total inventory	$ 4,139,000		3,322,000		
Adagio Medical Inc					
Raw materials		$ 2,450,000	2,211,000		$ 0
Work-in-Process		469,000	197,000		0
Finished goods		1,143,000	914,000		367,000
Total inventory		4,062,000	3,322,000		367,000
Provision for inventory impairment		$ 300,000	$ 93,600	$ 62,000	$ 300,000

XML 152 R122.htm IDEA: XBRL DOCUMENT

Property and Equipment (Details) - USD ($)	1 Months Ended	2 Months Ended	3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Property and Equipment									
Total property, plant, and equipment		$ 4,181,000						$ 3,264,000	
Less: accumulated depreciation		(2,609,000)						(1,777,000)	
Property and equipment, net		1,572,000						1,487,000	
Depreciation expense	$ 56,000	200,000	$ 100,000			$ 700,000	$ 400,000		
Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				$ 3,487,000				3,264,000	$ 2,887,000
Less: accumulated depreciation				(2,333,000)				(1,777,000)	(1,240,000)
Property and equipment, net				1,154,000				1,487,000	1,647,000
Depreciation expense				600,000	$ 300,000			500,000	500,000
Consoles									
Property and Equipment									
Total property, plant, and equipment		2,567,000						1,565,000	
Consoles | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				1,700,000				1,565,000	1,266,000
Other machinery and equipment									
Property and Equipment									
Total property, plant, and equipment		709,000						772,000	
Other machinery and equipment | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				905,000				772,000	731,000
Leasehold improvements									
Property and Equipment									
Total property, plant, and equipment		306,000						305,000	
Leasehold improvements | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				308,000				305,000	303,000
Tools and molds									
Property and Equipment									
Total property, plant, and equipment		257,000						221,000	
Tools and molds | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				230,000				221,000	221,000
Computer equipment									
Property and Equipment									
Total property, plant, and equipment		188,000						193,000	
Computer equipment | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				190,000				193,000	154,000
Demo equipment									
Property and Equipment									
Total property, plant, and equipment		66,000						66,000	
Demo equipment | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				66,000				66,000	66,000
Furniture and fixtures									
Property and Equipment									
Total property, plant, and equipment		49,000						49,000	
Furniture and fixtures | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				49,000				49,000	53,000
Construction in process									
Property and Equipment									
Total property, plant, and equipment								54,000	
Construction in process | Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment								54,000	54,000
Vehicles									
Property and Equipment									
Total property, plant, and equipment		$ 39,000						39,000	
Vehicles | Adagio Medical Inc									

Property and Equipment						
Total property, plant, and equipment			$ 39,000		$ 39,000	$ 39,000

XML 153 R123.htm IDEA: XBRL DOCUMENT

Accrued Liabilities (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Compensation and related expenses	$ 2,131		$ 1,566	
Research and development expenses	576		1,191	
Other	203		291	
Total accrued liabilities	$ 2,910		3,048	
Adagio Medical Inc				
Compensation and related expenses		$ 2,467	1,566	$ 1,229
Research and development expenses		757	1,191	846
Other		205	291	82
Total accrued liabilities		$ 3,429	$ 3,048	$ 2,157

XML 154 R124.htm IDEA: XBRL DOCUMENT

Debt - Schedule of debt (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Feb. 03, 2023	Dec. 31, 2022
Debt					
Total outstanding debt	$ 13,750		$ 38,268		
Adagio Medical Inc					
Debt					
Total outstanding debt		$ 48,954	38,268		$ 9,500
October 2022 Convertible Notes					
Debt					
Total outstanding debt			12,561		
October 2022 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		12,811	12,561		$ 9,500
April 2023 Convertible Notes					
Debt					
Total outstanding debt			14,757		
April 2023 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		14,871	14,757		
November 2023 Convertible Notes					
Debt					
Total outstanding debt			9,112		
November 2023 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		7,998	9,112		
February 2024 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		6,783			
May 2024 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		3,000			
June 2024 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		2,501			
SVB term loan					
Debt					
Total outstanding debt			1,838	$ 1,000	
SVB term loan | Adagio Medical Inc					
Debt					
Total outstanding debt		$ 990	$ 1,838		

XML 155 R125.htm IDEA: XBRL DOCUMENT

Debt - October 2022 Convertible Notes (Details) - USD ($)	Nov. 28, 2024	Nov. 28, 2023	Oct. 27, 2022	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2022	Mar. 31, 2024	Jul. 27, 2022
Debt														
Proceeds from issuance of convertible notes payable								$ 16,500,000		$ 13,000,000				
Adagio Medical Inc														
Debt														
Proceeds from issuance of convertible notes payable						$ 15,500,000	$ 7,000,000				$ 20,000,000	$ 9,500,000		
October 2022 Convertible Notes														
Debt														
Principal amount			$ 9,500,000								9,500,000			$ 9,500,000
Interest rate			8.00%											8.00%
Percentage of effective price of common stock sold to trigger conversion	75.00%													
Proceeds from issuance of convertible notes payable												9,500,000		
Interest				$ 62,500	$ 200,000				$ 400,000	$ 600,000				
October 2022 Convertible Notes | Adagio Medical Inc														
Debt														
Principal amount			$ 9,500,000									9,500,000		
Interest rate			8.00%											
Percentage of effective price of common stock sold to trigger conversion		75.00%	75.00%											
Minimum equity financing amount to be converted		$ 10,000,000												
Outstanding notes											9,500,000		$ 9,500,000	
Interest						$ 400,000	$ 400,000				$ 800,000	$ 100,000		
October 2022 Convertible Notes | Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc														
Debt														

Minimum equity financing amount to be converted		$ 10,000,000
October 2022 Convertible Notes | Conversion under both Qualified Financing and Non-Qualified Financing | Adagio Medical Inc		
Debt		
Conversion price per share percentage	75.00%	75.00%
Debt convertible amount	$ 146,900,000	$ 146,900,000

XML 156 R126.htm IDEA: XBRL DOCUMENT

Debt - April 2023 Convertible Notes (Details) - USD ($) $ in Thousands	Nov. 28, 2023	Apr. 04, 2023	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2024	9 Months Ended Dec. 31, 2023	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2022	Mar. 31, 2024
Debt													
Proceeds from issuance of convertible notes payable							$ 16,500			$ 13,000			
Adagio Medical Inc													
Debt													
Proceeds from issuance of convertible notes payable					$ 15,500	$ 7,000					$ 20,000	$ 9,500	
April 2023 Convertible Notes													
Debt													
Principal amount		$ 5,000							$ 15,000		15,000		
Interest rate		8.00%											
Right to issue additional convertible promissory notes		$ 10,000											
Proceeds from issuance of convertible notes payable									10,000				
Interest			$ 100	$ 200				$ 600		$ 300			
April 2023 Convertible Notes | Adagio Medical Inc													
Debt													
Principal amount		$ 5,000							10,000		10,000		
Interest rate		8.00%											
Right to issue additional convertible promissory notes		$ 10,000											
Proceeds from issuance of convertible notes payable									10,000				
Outstanding notes									$ 15,000		15,000		$ 15,000
Interest					$ 500	$ 100					$ 600		
April 2023 Convertible Notes | Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc													
Debt													
Debt convertible amount	$ 24,000	$ 24,000											
Percent of liquidation preference		120.00%											
Percentage of effective price of common stock sold to trigger conversion	120.00%												
Minimum equity financing amount to be converted		$ 146,900											
April 2023 Convertible Notes | Conversion under both Qualified Financing and Non-Qualified Financing | Adagio Medical Inc													
Debt													
Proceeds from issuance of convertible notes payable	$ 10,000	10,000											
Debt convertible amount	$ 24,000	$ 24,000											
Percent of liquidation preference	120.00%	120.00%											
Percentage of effective price of common stock sold to trigger conversion	75.00%	75.00%											

XML 157 R127.htm IDEA: XBRL DOCUMENT

Debt - November 2023 Convertible Notes (Details) - USD ($)	Dec. 28, 2023	Dec. 13, 2023	Nov. 28, 2023	1 Months Ended Jul. 30, 2024	6 Months Ended Dec. 31, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2022
Debt											
Proceeds from issuance of convertible notes payable								$ 16,500,000	$ 13,000,000		
Adagio Medical Inc											
Debt											
Proceeds from issuance of convertible notes payable						$ 15,500,000	$ 7,000,000			$ 20,000,000	$ 9,500,000
November 2023 Convertible Notes											
Debt											
Principal amount			$ 2,000,000		$ 5,000,000					5,000,000	
Interest rate			8.00%								
Interest				$ 50,600				$ 300,000			
November 2023 Convertible Notes | Adagio Medical Inc											
Debt											
Principal amount	$ 2,000,000	$ 1,000,000	$ 2,000,000		3,000,000					3,000,000	
Interest rate			8.00%								
Outstanding notes					5,000,000	8,000,000				5,000,000	
Interest						$ 300,000				$ 19,800	
November 2023 Convertible Notes | Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc											
Debt											
Debt convertible amount			$ 24,000,000								
Percent of liquidation preference			120.00%								
Percentage of effective price of common stock sold to trigger conversion			120.00%								
November 2023 Convertible Notes | Conversion under both Qualified Financing and Non-Qualified Financing | Adagio Medical Inc											
Debt											
Debt convertible amount			$ 24,000,000								
Percent of liquidation preference			120.00%								
Minimum equity financing amount to be converted	10,000,000										
Percentage of effective price of common stock sold to trigger conversion			75.00%								

Proceeds from issuance of convertible notes payable			$ 10,000,000		
Delayed Draw Commitment					
Debt					
Right to issue additional convertible promissory notes			6,000,000		
Proceeds from issuance of convertible notes payable	2,000,000	1,000,000		3,000,000	
Delayed Draw Commitment | Adagio Medical Inc					
Debt					
Right to issue additional convertible promissory notes			$ 6,000,000		
Proceeds from issuance of convertible notes payable	$ 2,000,000	$ 1,000,000		$ 3,000,000	

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Debt - February 2024 Convertible Notes (Details) - February 2024 Convertible Notes - USD ($)	**Feb. 13, 2024**	**1 Months Ended Jul. 30, 2024**	**6 Months Ended Jun. 30, 2024**	**7 Months Ended Jul. 30, 2024**	**Jul. 31, 2024**
Debt					
Principal amount	$ 7,000,000				
Interest rate	8.00%				
Interest		$ 46,000		$ 300,000	
Adagio Medical Inc					
Debt					
Principal amount	$ 7,000,000				
Interest rate	8.00%				
Outstanding notes			$ 7,000,000		$ 7,000,000
Interest			$ 200,000		
Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc					
Debt					
Debt convertible amount	$ 24,000,000				
Percent of liquidation preference	120.00%				
Conversion under both Qualified Financing and Non-Qualified Financing | Adagio Medical Inc					
Debt					
Debt convertible amount	$ 24,000,000				
Percent of liquidation preference	120.00%				
Minimum equity financing amount to be converted	$ 10,000,000				
Percentage of effective price of common stock sold to trigger conversion	75.00%				

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Debt - New Adagio Convertible Notes (Details) - USD ($) $ / shares in Units, $ in Millions	**Feb. 13, 2024**	**Sep. 30, 2024**	**Jul. 31, 2024**	**Dec. 31, 2023**
Adagio Medical Inc				
Debt				
Exercise price				$ 7.97
Convert Warrants				
Debt				
Principal amount		$ 20.0		
Exercise price	$ 24	$ 24	$ 24	
New Adagio Convertible Notes | Convert Warrants | Adagio Medical Inc				
Debt				
Principal amount	$ 20.0			
Interest rate	13.00%			
Shares called by per each warrant	1			
Exercise price	$ 24			
Debt term	3 years 9 months			

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Debt - May 2024 Convertible Notes (Details) - May 2024 Convertible Notes - USD ($)	**May 21, 2024**	**1 Months Ended Jul. 30, 2024**	**6 Months Ended Jun. 30, 2024**	**7 Months Ended Jul. 30, 2024**
Debt				
Principal amount	$ 3,000,000			
Interest rate	8.00%			
Interest		$ 19,700		$ 46,000
Adagio Medical Inc				
Debt				
Principal amount	$ 3,000,000			
Interest rate	8.00%			
Outstanding notes			$ 3,000,000	
Interest			$ 26,300,000	
Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc				
Debt				
Debt convertible amount	$ 24,000,000			
Percent of liquidation preference	120.00%			
Conversion under both Qualified Financing and Non-Qualified Financing | Adagio Medical Inc				
Debt				
Debt convertible amount	$ 24,000,000			
Percent of liquidation preference	120.00%			
Minimum equity financing amount to be converted	$ 10,000,000			
Percentage of effective price of common stock sold to trigger conversion	75.00%			

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Debt - June 2024 Convertible Notes (Details) - June 2024 Convertible Notes - USD ($)	**Jun. 25, 2024**	**1 Months Ended Jul. 30, 2024**	**6 Months Ended Jun. 30, 2024**	**7 Months Ended Jul. 30, 2024**
Debt				
Principal amount	$ 2,500,000			
Interest rate	8.00%			
Interest		$ 16,400		$ 19,200
Adagio Medical Inc				
Debt				
Principal amount	$ 2,500,000			
Interest rate	8.00%			
Outstanding notes			$ 2,500,000	

Interest	$ 2,700,000
Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc	
Debt	
Debt convertible amount	$ 24,000,000
Percent of liquidation preference	120.00%
Conversion under both Qualified Financing and Non-Qualified Financing | Adagio Medical Inc	
Debt	
Debt convertible amount	$ 24,000,000
Percent of liquidation preference	120.00%
Minimum equity financing amount to be converted	$ 10,000,000
Percentage of effective price of common stock sold to trigger conversion	75.00%

XML 162 R132.htm IDEA: XBRL DOCUMENT

Debt - SVB Term Loan (Details) - USD ($)	Feb. 03, 2023	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023
Adagio Medical Inc								
Debt								
Warrant liabilities				$ 417,000				$ 78,000
Silicon Valley Bank Term Loan								
Debt								
Principal amount	$ 2,000,000							
Interest rate	7.00%							
Variable interest rate	1.50%							
Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration]	us-gaap:PrimeRateMember							
Warrant liabilities	$ 35,600,000							
Unamortized debt discount	9,700,000							
Minimum required equity financing	40,000,000							
Outstanding principal								1,900,000
Interest		$ 9,000	$ 66,500			$ 87,300	$ 200,000	
Silicon Valley Bank Term Loan | Adagio Medical Inc								
Debt								
Principal amount	$ 2,000,000							
Interest rate	7.00%							
Variable interest rate	1.50%							
Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration]	us-gaap:PrimeRateMember							
Warrant liabilities	$ 35,600							
Unamortized debt discount								19,400
Minimum required equity financing	40,000,000							
Outstanding principal								1,900,000
Interest								200,000
SVB Intial Term Loan								
Debt								
Principal amount	3,000,000							
SVB Intial Term Loan | Adagio Medical Inc								
Debt								
Principal amount	3,000,000							
SVB Subsequent Term Loan								
Debt								
Outstanding principal								19,400,000
SVB Subsequent Term Loan | Adagio Medical Inc								
Debt								
Principal amount	$ 2,000,000			2,000,000				
Unamortized debt discount				9,700				19,400
Outstanding principal				1,000,000				$ 2,000,000
Interest				$ 78,300	$ 100			
Initial warrants								
Debt								
Shares issued	32,720							
Warrant liabilities	$ 28,500,000							
Initial warrants | Adagio Medical Inc								
Debt								
Shares issued	32,720							
Warrant liabilities	$ 28,500							
Additional warrants								
Debt								
Shares issued	16,360							
Warrant liabilities	$ 7,100,000							
Additional warrants | Adagio Medical Inc								
Debt								
Shares issued	16,360							
Warrant liabilities	$ 7,100							

XML 163 R133.htm IDEA: XBRL DOCUMENT

Warrants (Details) - $ / shares	6 Months Ended Jun. 25, 2024	6 Months Ended Jun. 30, 2024	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2024	9 Months Ended Dec. 31, 2023	Feb. 03, 2023
Warrants						
Exchange preferred stock for pre-funded warrants (shares)			207,902			
Adagio Medical Inc						
Warrants						
Exchange preferred stock for pre-funded warrants (shares)		(207,902)				
Exercise price					$ 7.97	
SVB Warrants						
Warrants						
Exercise price				$ 7.97		
SVB Warrants | Adagio Medical Inc						
Warrants						
Exercise price		$ 7.97				
Initial warrants						
Warrants						
Shares issued						32,720
Initial warrants | Adagio Medical Inc						
Warrants						
Shares issued						32,720
Additional warrants						
Warrants						
Shares issued						16,360

Additional warrants | Adagio Medical Inc												
Warrants												
Shares issued											16,360	
Pre-funded Warrants												
Warrants												
Number of pre-funded warrants issued				207,902				670,000				
Exercise price				$ 0.001				$ 0.01				
Pre-funded Warrants | Adagio Medical Inc												
Warrants												
Number of pre-funded warrants issued				207,902								
Exercise price				$ 0.001								
Pre-funded Warrants | Series E Preferred Stock												
Warrants												
Shares issued				207,902								
Exchange preferred stock for pre-funded warrants (shares)				207,902								
Exercise price				$ 0.001								
Pre-funded Warrants | Series E Preferred Stock | Adagio Medical Inc												
Warrants												
Shares issued				207,902								
Exchange preferred stock for pre-funded warrants (shares)				207,902								
Exercise price				$ 0.001								

XML 164 R134.htm IDEA: XBRL DOCUMENT

Operating Leases (Details) - USD ($)	1 Months Ended		2 Months Ended		3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended		12 Months Ended	
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Option to extend the lease term									true			
Operating lease renewal term			3 years	3 years					3 years			
Quantitative information of operating leases												
Operating lease cost		$ 17,000		$ 33,000	$ 57,000			$ 100,000		$ 200,000		
Variable lease cost	$ 0	$ 0	$ 0			$ 0				0		
Adagio Medical Inc												
Option to extend the lease term						true					true	
Operating lease renewal term						3 years					3 years	
Quantitative information of operating leases												
Operating cash flows paid for operating leases				$ 25,000		$ 92,000	$ 88,000	$ 108,000		$ 133,000	$ 178,000	$ 173,000
Weighted average remaining lease term (years)		1 year 8 months 12 days	1 year 7 months 6 days	1 year 7 months 6 days	1 year 8 months 12 days	1 year 9 months 18 days	1 year 10 months 24 days	1 year 8 months 12 days	1 year 7 months 6 days	1 year 8 months 12 days	1 year 8 months 12 days	2 years 2 months 12 days
Weighted average discount rate		8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Operating lease cost						$ 100,000	$ 100,000				$ 200,000	$ 200,000
Variable lease cost						$ 0	$ 0				$ 0	$ 0

XML 165 R135.htm IDEA: XBRL DOCUMENT

Operating Leases - Future minimum payments (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023
Six months ending December 31, 2024	$ 39		
Year ending December 31, 2025	154		
Year ending December 31, 2026	48		
Total undiscounted future cash flows	241		
Less: imputed interest	(14)		
Total operating lease liability	$ 227		
Adagio Medical Inc			
Six months ending December 31, 2024		$ 79	
Year ending December 31, 2025		154	$ 86
Year ending December 31, 2026		48	36
Total undiscounted future cash flows		281	140
Less: imputed interest		(18)	(9)
Total operating lease liability		$ 263	$ 131

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Mezzanine Equity and Stockholders' Deficit - Authorized Shares (Details) - $ / shares	Sep. 30, 2024	Jul. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Common stock, par value (in dollars per share)	$ 0.0001	$ 0.001		$ 0.001	
Convertible preferred stock, par value (in dollars per share)				$ 0.001	
Shares authorized		11,534,892			
Common stock, shares authorized	210,000,000	6,594,946		6,594,946	
Convertible preferred stock, shares authorized		4,939,946		4,939,946	
Adagio Medical Inc					
Common stock, par value (in dollars per share)			$ 0.001	$ 0.001	$ 0.001
Convertible preferred stock, par value (in dollars per share)			$ 0.001	$ 0.001	$ 0.001
Shares authorized			11,534,892	11,534,892	
Common stock, shares authorized			6,594,946	6,594,946	6,594,946
Convertible preferred stock, shares authorized			4,939,946	4,939,946	4,939,946

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Mezzanine Equity and Stockholders' Deficit - Convertible Preferred Stock (Details) - USD ($)	Jun. 25, 2024	6 Months Ended Jun. 30, 2024	7 Months Ended Jul. 30, 2024	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022	Dec. 31, 2021
Mezzanine Equity and Stockholders' Deficit									
Exchange preferred stock for pre-funded warrants (shares)			207,902						
Number of Shares Authorized			4,939,946		4,939,946				
Shares Issued		4,732,044	4,732,044		4,939,946	4,939,946	4,939,946	4,939,946	
Conversion of preferred stock					4,939,946				
Carrying Value		$ 86,783,000	$ 86,783,000		$ 91,469,000	$ 91,469,000	$ 91,469,000	$ 91,469,000	
Number of Common Stock Equivalent Shares					4,939,946				
Liquidation Preference					$ 91,637,000				
Adagio Medical Inc									

Mezzanine Equity and Stockholders' Deficit							
Exchange preferred stock for pre-funded warrants (shares)		(207,902)					
Number of Shares Authorized		4,939,946		4,939,946		4,939,946	
Shares Issued		4,732,044		4,939,946	4,939,946	4,939,946	4,939,946
Conversion of preferred stock		4,732,044		4,939,946		4,939,946	
Carrying Value		$ 86,783,000		$ 91,469,000	$ 91,469,000	$ 91,469,000	$ 91,469,000
Number of Common Stock Equivalent Shares		4,732,044		4,939,946		4,939,946	
Liquidation Preference		$ 86,936,000		$ 91,637,000		$ 91,637,000	
Series A Preferred Stock Class							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized				270,856			
Shares Issued				270,856			
Carrying Value				$ 2,500,000			
Conversion Price Per Share			$ 9.23	$ 9.23			
Number of Common Stock Equivalent Shares				270,856			
Liquidation Preference				$ 2,500,000			
Series A Preferred Stock Class | Adagio Medical Inc							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized		270,856		270,856		270,856	
Shares Issued		270,856		270,856			
Conversion of preferred stock		270,856		815,730		270,856	
Carrying Value		$ 2,500,000		$ 2,500,000		$ 2,500,000	
Conversion Price Per Share		$ 9.23		$ 9.23		$ 9.23	
Number of Common Stock Equivalent Shares		270,856		270,856		270,856	
Liquidation Preference		$ 2,500,000		$ 2,500,000		$ 2,500,000	
Series B Preferred Stock Class							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized				815,730			
Shares Issued				815,730			
Carrying Value				$ 10,626,000			
Conversion Price Per Share			13.04	$ 13.04			
Number of Common Stock Equivalent Shares				815,730			
Liquidation Preference				$ 10,637,000			
Series B Preferred Stock Class | Adagio Medical Inc							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized		815,730		815,730		815,730	
Shares Issued		815,730		815,730			
Conversion of preferred stock		815,730		981,596		815,730	
Carrying Value		$ 10,626,000		$ 10,626,000		$ 10,626,000	
Conversion Price Per Share		$ 13.04		$ 13.04		$ 13.04	
Number of Common Stock Equivalent Shares		815,730		815,730		815,730	
Liquidation Preference		$ 10,637,000		$ 10,637,000		$ 10,637,000	
Series C Preferred Stock Class							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized				981,596			
Shares Issued				981,596			
Carrying Value				$ 15,988,000			
Conversion Price Per Share			16.3	$ 16.3			
Number of Common Stock Equivalent Shares				981,596			
Liquidation Preference				$ 16,000,000			
Series C Preferred Stock Class | Adagio Medical Inc							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized		981,596		981,596		981,596	
Shares Issued		981,596		981,596			
Conversion of preferred stock		981,596		992,064		981,596	
Carrying Value		$ 15,988,000		$ 15,988,000		$ 15,988,000	
Conversion Price Per Share		$ 16.3		$ 16.3		$ 16.3	
Number of Common Stock Equivalent Shares		981,596		981,596		981,596	
Liquidation Preference		$ 16,000,000		$ 16,000,000		$ 16,000,000	
Series D Preferred Stock Class							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized				992,064			
Shares Issued				992,064			
Carrying Value				$ 19,990,000			
Conversion Price Per Share			20.16	$ 20.16			
Number of Common Stock Equivalent Shares				992,064			
Liquidation Preference				$ 20,000,000			
Series D Preferred Stock Class | Adagio Medical Inc							
Mezzanine Equity and Stockholders' Deficit							
Number of Shares Authorized		992,064		992,064		992,064	
Shares Issued		992,064		992,064			
Conversion of preferred stock		992,064		1,879,700		992,064	
Carrying Value		$ 19,990,000		$ 19,990,000		$ 19,990,000	
Conversion Price Per Share		$ 20.16		$ 20.16		$ 20.16	
Number of Common Stock Equivalent Shares		992,064		992,064		992,064	
Liquidation Preference		$ 20,000,000		$ 20,000,000		$ 20,000,000	
Series E Preferred Stock Class							
Mezzanine Equity and Stockholders' Deficit							
Number of preferred stocks extinguished	207,902						
Number of Shares Authorized				1,879,700			
Shares Issued				1,879,700			
Carrying Value				$ 42,365,000			
Conversion Price Per Share			$ 22.61	$ 22.61			
Number of Common Stock Equivalent Shares				1,879,700			
Liquidation Preference				$ 42,500,000			
Series E Preferred Stock Class | Adagio Medical Inc							
Mezzanine Equity and Stockholders' Deficit							
Number of preferred stocks extinguished	207,902						
Number of Shares Authorized		1,879,700		1,879,700		1,879,700	
Shares Issued		1,671,798		1,879,700			
Conversion of preferred stock		1,671,798		4,939,946		1,879,700	
Carrying Value		$ 37,679,000		$ 42,365,000		$ 42,365,000	
Conversion Price Per Share		$ 22.61		$ 22.61		$ 22.61	
Number of Common Stock Equivalent Shares		1,671,798		1,879,700		1,879,700	
Liquidation Preference		$ 37,799,000		$ 42,500,000		$ 42,500,000	
Series E Preferred Stock Class | Pre-funded Warrants							
Mezzanine Equity and Stockholders' Deficit							
Exchange preferred stock for pre-funded warrants (shares)	207,902						

Series E Preferred Stock Class | Pre-funded Warrants | Adagio Medical Inc	
Mezzanine Equity and Stockholders' Deficit	
Exchange preferred stock for pre-funded warrants (shares)	207,902

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Mezzanine Equity and Stockholders' Deficit - Preferred Stock-Dividends (Details) - $ / shares	6 Months Ended	9 Months Ended	12 Months Ended	
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Mezzanine Equity and Stockholders' Deficit				
Preferred stock dividends (in percent)		8.00%		
Common stock, dividends declared			$ 0	
Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Preferred stock dividends (in percent)	8.00%		8.00%	
Preferred stock, dividends declared	$ 0.00		$ 0.00	$ 0
Common stock, dividends declared	0		0	$ 0
Series A Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		$ 9.23		
Series A Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	9.23		9.23	
Series B Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		13.04		
Series B Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	13.04		13.04	
Series C Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		16.3		
Series C Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	16.3		16.3	
Series D Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		20.16		
Series D Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	20.16		20.16	
Series E Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		$ 22.61		
Series E Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	$ 22.61		$ 22.61	

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Mezzanine Equity and Stockholders' Deficit - Voting Rights, Conversion Rights and Protective Provisions (Details) $ / shares in Units, $ in Millions	6 Months Ended	9 Months Ended	12 Months Ended	
	Jun. 30, 2024 USD ($) item $ / shares shares	Sep. 30, 2024 USD ($) item $ / shares shares	Dec. 31, 2023 USD ($) item $ / shares shares	Dec. 31, 2022 $ / shares
Mezzanine Equity and Stockholders' Deficit				
Minimum shares of common stock converted from preferred stock | shares		1,000,000		
Number of directors elected by holders of preferred stock | item		4		
Number of directors elected by holders of common stock | item		1		
Aggregate gross proceeds | $		$ 75.0		
Public offering price per share		$ 67.83		
Threshold number of preferred stock outstanding | shares		1,000,000		
Threshold percentage of voting by preferred stockholders		70.00%		
Threshold common stock convertible by Series E convertible preferred stock | shares		500,000		
Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Minimum shares of common stock converted from preferred stock | shares	1,000,000		1,000,000	
Number of directors elected by holders of preferred stock | item	4		4	
Number of directors elected by holders of common stock | item	1		1	
Aggregate gross proceeds | $	$ 75.0		$ 75.0	
Public offering price per share	$ 67.83		$ 67.83	
Threshold number of preferred stock outstanding | shares	1,000,000		1,000,000	
Threshold percentage of voting by preferred stockholders	70.00%		70.00%	
Threshold common stock convertible by Series E convertible preferred stock | shares	500,000		500,000	
Series A Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Initial conversion price		$ 9.23	$ 9.23	
Conversion price after adjustment		9.23		
Series A Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Initial conversion price	$ 9.23		9.23	$ 9.23
Conversion price after adjustment	9.23		9.23	
Series B Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Initial conversion price		13.04	13.04	
Conversion price after adjustment		13.04		
Series B Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Initial conversion price	13.04		13.04	13.04
Conversion price after adjustment	13.04		13.04	
Series C Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Initial conversion price		16.3	16.3	
Conversion price after adjustment		16.3		
Series C Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Initial conversion price	16.3		16.3	16.3

Conversion price after adjustment		16.3			16.3		
Series D Preferred Stock Class							
Mezzanine Equity and Stockholders' Deficit							
Initial conversion price			20.16		20.16		
Conversion price after adjustment			20.16				
Series D Preferred Stock Class | Adagio Medical Inc							
Mezzanine Equity and Stockholders' Deficit							
Initial conversion price		20.16			20.16	20.16	
Conversion price after adjustment		20.16			20.16		
Series E Preferred Stock Class							
Mezzanine Equity and Stockholders' Deficit							
Initial conversion price			22.61		22.61		
Conversion price after adjustment			$ 22.61				
Series E Preferred Stock Class | Adagio Medical Inc							
Mezzanine Equity and Stockholders' Deficit							
Initial conversion price		22.61			22.61	$ 22.61	
Conversion price after adjustment		$ 22.61			$ 22.61		

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Mezzanine Equity and Stockholders' Deficit - Common Stock (Details)	Sep. 30, 2024 shares	Jul. 31, 2024 shares	Jun. 30, 2024 shares	Mar. 31, 2024 Vote	Dec. 31, 2023 Vote shares	Dec. 31, 2022 shares	Dec. 31, 2021 shares
Votes per share of common stock | Vote					1		
Conversion of preferred stock					4,939,946		
Common stock reserved for future issuance	21,205,970	1,036,666			5,713,959		
Adagio Medical Inc							
Votes per share of common stock | Vote				1	1		
Conversion of preferred stock			4,732,044		4,939,946	4,939,946	
Stock options issued and outstanding under the 2012 and 2022 Plan			742,409		747,001	619,527	585,044
Common shares available for future grant under the 2012 and 2022 Plan			31,604		27,012	160,155	
Common stock reserved for future issuance			5,506,057		5,713,959	5,719,628	

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Stock-Based Compensation (Details)	1 Months Ended				
	Apr. 30, 2022 shares	Apr. 30, 2022 item shares	Apr. 30, 2022 shares	Apr. 30, 2022 employee shares	Jan. 31, 2011 shares
Adagio Medical Inc					
Stock-Based Compensation					
Expected dividend yield			0.00%		
2012 Plan					
Stock-Based Compensation					
Maximum number of shares that can be granted					1,255,000
Maximum term					10 years
2012 Plan | Adagio Medical Inc					
Stock-Based Compensation					
Maximum number of shares that can be granted					1,255,000
Maximum term					10 years
2022 Plan					
Stock-Based Compensation					
Maximum number of shares that can be granted	203,855	203,855	203,855	203,855	
Number of non employees whose performance obligation were deemed to be immaterial | item		2			
Expected dividend yield			0.00%		
2022 Plan | Adagio Medical Inc					
Stock-Based Compensation					
Maximum number of shares that can be granted	203,855	203,855	203,855	203,855	
Maximum term	10 years				
Number of non employees whose performance obligation were deemed to be immaterial		2		2	
Vesting period	4 years				
2022 Plan | Stock options					
Stock-Based Compensation					
Maximum term	10 years				
Vesting period	4 years				
2022 Plan | Stock options | Adagio Medical Inc					
Stock-Based Compensation					
Maximum term	10 years				
Vesting period	4 years				

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Stock-Based Compensation - Stock Option Activity (Details) - Adagio Medical Inc - USD ($) $ / shares in Units, $ in Thousands	6 Months Ended		12 Months Ended	
	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Number of shares				
Beginning balance (shares)	747,001	619,527	585,044	
Forfeited (shares)	(4,592)	(22,357)	(23,350)	
Ending balance (shares)	742,409	747,001	619,527	585,044
Vested and expected to vest (shares)	723,710	718,003		
Vested and exercisable (shares)	537,222	444,839		
Weighted Average Exercise Price				
Beginning balance (in dollars per share)	$ 6.17	$ 6.73	$ 6.41	
Forfeited (in dollars per share)	4.76	6.94	4.65	
Ending balance (in dollars per share)	6.18	6.17	$ 6.73	$ 6.41
Vested and expected to vest (in dollars per share)	6.2	6.19		
Vested and exercisable (in dollars per share)	$ 6.45	$ 6.47		
Weighted Average Remaining Contractual Life (in years)				
Weighted Average Remaining Contractual Life (in years)	6 years 11 months 12 days	7 years 5 months 12 days	7 years 10 months 13 days	8 years 7 months 24 days
Vested and expected to vest	6 years 11 months 1 day	7 years 4 months 28 days		
Vested and exercisable	6 years 5 months 19 days	6 years 9 months		
Aggregate Intrinsic Value [Abstract]				
Beginning balance	$ 72	$ 252	$ 912	
Ending balance	4	72	$ 252	$ 912
Vested and expected to vest	4	72		
Vested and exercisable	$ 4	$ 71		
Stock option exercises (in shares)	0	5,669	11,217	
Fair value of awards vested	$ 200	$ 400	$ 400	
Unrecognized compensation cost	$ 400	$ 700		

Unrecognized compensation cost, Recognition, weighted-average period	2 years	2 years 3 months 18 days

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Stock-Based Compensation - Stock Based Compensation Expense (Details) - USD ($) $ in Thousands	1 Months Ended		6 Months Ended		7 Months Ended		12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Jul. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Stock-Based Compensation								
Total stock-based compensation	$ 421	$ 126			$ 642	$ 329		
Adagio Medical Inc								
Stock-Based Compensation								
Total stock-based compensation			$ 221	$ 204			$ 442	$ 365
Selling, general and administrative								
Stock-Based Compensation								
Total stock-based compensation	335	66			527	241		
Selling, general and administrative | Adagio Medical Inc								
Stock-Based Compensation								
Total stock-based compensation			192	176			384	318
Research and development								
Stock-Based Compensation								
Total stock-based compensation	$ 86	$ 60			$ 115	$ 88		
Research and development | Adagio Medical Inc								
Stock-Based Compensation								
Total stock-based compensation			$ 29	$ 28			$ 58	$ 47

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Net Loss Per Common Share - Computation of basic and diluted net loss per share (Details) - USD ($) $ / shares in Units, $ in Thousands	1 Months Ended		2 Months Ended		3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Net loss attributable to common stockholders			$ 3,606								$ (27,969)		
Net loss attributable to common stockholders	$ (8,235)	$ (10,761)	$ 351							$ (21,278)	$ (27,969)		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares)			14,057,636								759,489		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares)	987,810	760,572	16,057,636					779,908	758,942	815,854	759,489		
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ (8.34)			$ 0.18		$ (14.15)				$ (26.08)	$ (36.83)		
Net loss per share attributable to common stockholders - diluted (in dollars per share)	$ (8.34)	$ (14.15)	$ 0.02	$ 0.02		$ (14.15)		$ (16.72)	$ (22.67)	$ (26.08)	(36.83)		
Adagio Medical Inc													
Net loss attributable to common stockholders	$ (8,235)	$ (10,761)						$ (13,043)	$ (17,208)	$ (21,278)		$ (36,590)	$ (23,673)
Net loss attributable to common stockholders								$ (13,043)	$ (17,208)			$ (36,590)	$ (23,673)
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares)	987,810	760,572						779,908	758,942	815,854		759,814	751,568
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares)								779,908	758,942			759,814	751,568
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ (8.34)	$ (14.15)			$ (9.37)		$ (11.82)	$ (16.72)	$ (22.67)	$ (26.08)	(36.83)	$ (48.16)	$ (31.5)
Net loss per share attributable to common stockholders - diluted (in dollars per share)					$ (9.37)		$ (11.82)	$ (16.72)	$ (22.67)		$ (36.83)	$ (48.16)	$ (31.5)

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Net Loss Per Common Share - Potentially dilutive securities were excluded from the computation of diluted net loss per share calculations (Details) - shares	2 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Net Loss Per Common Share							
Total	10,183,814						
Adagio Medical Inc							
Net Loss Per Common Share							
Total		5,523,533	5,701,972	5,472,453	5,744,585	5,736,027	5,559,473
Convertible preferred stock | Adagio Medical Inc							
Net Loss Per Common Share							
Total		4,732,044	4,939,946	4,732,044	4,939,946	4,939,946	4,939,946
Stock options							
Net Loss Per Common Share							
Total	7,587						
Stock options | Adagio Medical Inc							
Net Loss Per Common Share							
Total		742,409	712,946	740,409	755,559	747,001	619,527
Common stock warrants | Adagio Medical Inc							
Net Loss Per Common Share							
Total		49,080	49,080		49,080	49,080	

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Income Taxes (Details)	1 Months Ended	2 Months Ended		6 Months Ended		9 Months Ended
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Sep. 30, 2023
Effective tax rate for the company's operations	0.00%	0.00%	0.00%	0.00%		0.00%
Adagio Medical Inc						
Effective tax rate for the company's operations				0.00%	0.00%	

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Related Party Transactions (Details)	1 Months Ended	2 Months Ended	3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended		12 Months Ended			
	Jul. 30, 2024 USD ($)	Sep. 30, 2024 USD ($)	Sep. 30, 2023 USD ($)	Jun. 30, 2024 USD ($) item	Jun. 30, 2023 USD ($)	Jul. 30, 2024 USD ($)	Sep. 30, 2024 item	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($) item	Dec. 31, 2022 USD ($)	Oct. 27, 2022 USD ($)	Jul. 27, 2022 USD ($)
October 2022 Convertible Notes												
Related Party Transactions												
Principal amount									$ 9,500,000		$ 9,500,000	$ 9,500,000
October 2022 Convertible Notes | Adagio Medical Inc												

Related Party Transactions												
Principal amount										$ 9,500,000	9,500,000	
Related Party | Fjord | Shared Services Agreement												
Related Party Transactions												
Amount of transaction	$ 100,000	$ 200,000	$ 400,000			$ 900,000		$ 1,000,000				
Related Party | Fjord | Sub-lease of office and manufacturing space												
Related Party Transactions												
Amount of transaction			$ 25,500			$ 25,500		$ 76,400				
Office and manufacturing space | item							4,992					
Related Party | Fjord | Adagio Medical Inc | Shared Services Agreement												
Related Party Transactions												
Amount of transaction				$ 800,000	$ 600,000					1,400,000	1,100,000	
Related Party | Fjord | Adagio Medical Inc | Sub-lease of office and manufacturing space												
Related Party Transactions												
Amount of transaction				$ 25,500	$ 50,900					$ 100,000	$ 100,000	
Office and manufacturing space | item				4,992						4,992		
Related Party | Fjordinvest | October 2022 Convertible Notes												
Related Party Transactions												
Principal amount												500,000
Related Party | Fjordinvest | October 2022 Convertible Notes | Adagio Medical Inc												
Related Party Transactions												
Principal amount												$ 500,000

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Subsequent Events (Details) - USD ($)	**Jul. 31, 2024**	**Sep. 30, 2024**	**Jul. 23, 2024**	**Jun. 30, 2024**	**Feb. 13, 2024**
Subsequent Events					
Preferred stock, par value	$ 0.001	$ 0.0001			
Adagio Medical Inc					
Subsequent Events					
Preferred stock, par value	$ 0.001			$ 0.001	
July 2024 Convertible Notes					
Subsequent Events					
Principal amount			$ 1,000,000		
Interest rate			8.00%		
February 2024 Convertible Notes					
Subsequent Events					
Principal amount					$ 7,000,000
Interest rate					8.00%
February 2024 Convertible Notes | Adagio Medical Inc					
Subsequent Events					
Principal amount					$ 7,000,000
Interest rate					8.00%
Outstanding notes	$ 7,000,000			$ 7,000,000	
Subsequent event | Adagio Medical Holdings, Inc.					
Subsequent Events					
Amount of funds raised	84,200,000				
Subsequent event | July 2024 Convertible Notes | Adagio Medical Holdings, Inc.					
Subsequent Events					
Principal amount			$ 1,000,000		
Interest rate			8.00%		
Subsequent event | July 2024 Convertible Notes | Adagio Medical Inc					
Subsequent Events					
Principal amount			$ 1,000,000		
Interest rate			8.00%		
Subsequent event | Bridge Financing | Adagio Medical Holdings, Inc.					
Subsequent Events					
Amount of funds raised	29,500,000				
Subsequent event | Bridge Financing | Adagio Medical Holdings, Inc. | Convertible Debt					
Subsequent Events					
Amount of funds raised	$ 7,000,000				

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Consolidated Balance Sheets - USD ($) $ in Thousands	**Sep. 30, 2024**	**Jul. 31, 2024**	**Jul. 30, 2024**	**Jun. 30, 2024**	**Mar. 31, 2024**	**Dec. 31, 2023**	**Sep. 30, 2023**	**Jun. 30, 2023**	**Mar. 31, 2023**	**Dec. 31, 2022**	**Dec. 31, 2021**
Current assets											
Cash and cash equivalents	$ 28,260					$ 1,383					
Accounts receivable, net	90					71					
Inventory, net	4,139					3,322					
Prepaid expenses	2,328					232					
Other current assets	213					177					
Total current assets	35,030					5,185					
Property and equipment, net	1,572					1,487					
Right-of-use assets, net	226					130					
Other assets	16					23					
Total assets	107,196					6,825					
Current liabilities											
Accounts payable	4,419					3,830					
Accrued liabilities	2,910					3,048					
Operating lease liabilities, current	142					79					
Convertible notes payables, current						36,430					
Term loan, current						1,695					
Accrued transaction costs						444					
Other accrued liabilities	448					1,572					
Total current liabilities	7,919					47,176					
Operating lease liabilities, long-term	85					52					
Term loan, long-term						143					
Other long-term liabilities	3,616					8					
Total liabilities	30,635					47,379					
Commitments and contingencies (Note 11)											
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares											

authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023		$ 86,783	$ 86,783		91,469	$ 91,469	$ 91,469		$ 91,469
Stockholders' deficit									
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.	1				1				
Additional paid-in capital	89,786				1,608				
Accumulated other comprehensive income	(9)				17				
Accumulated deficit	(13,217)				(133,649)				
Total stockholders' equity (deficit)	76,561	$ 72,964	$ (148,315)	(140,506)	(132,023)	(123,507)	(112,876)		(95,877)
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	$ 107,196				6,825				
Adagio Medical Inc									
Current assets									
Cash and cash equivalents			2,045		1,383				5,547
Accounts receivable, net			167		71				
Inventory, net			4,062		3,322				367
Prepaid expenses			182		232				291
Other current assets			180		177				527
Total current assets			6,636		5,185				6,732
Property and equipment, net			1,154		1,487				1,647
Right-of-use assets, net			260		130				292
Other assets			19		23				26
Total assets			8,069		6,825				8,697
Current liabilities									
Accounts payable			5,580		3,830				1,011
Accrued liabilities			3,429		3,048				2,157
Operating lease liabilities, current			140		79				163
Convertible notes payables, current			47,964	$ 44,048	36,430	26,584			9,500
Warrant liabilities			417		78				
Term loan, current			990		1,695				
Accrued transaction costs			145		444				
Other accrued liabilities			3,000		1,572				137
Total current liabilities			61,665	57,022	47,176	35,915			12,968
Operating lease liabilities, long-term			121		52				134
Term loan, long-term					143				
Other long-term liabilities			6		8				3
Total liabilities			61,792	57,072	47,379	36,554			13,105
Commitments and contingencies (Note 11)									
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023			86,783		91,469		91,469		91,469	$ 91,469
Stockholders' deficit									
Common stock, $0.001 par value; 6,594,946 shares authorized as of June 30, 2024 and December 31, 2023; 786,782 shares and 786,510 shares issued as of June 30, 2024 and December 31, 2023, respectively; 780,180 shares and 779,908 shares outstanding as of June 30, 2024 and December 31, 2023, respectively.			1		1				1
Additional paid-in capital			6,163		1,608				1,153
Accumulated other comprehensive income			22		17				28
Accumulated deficit			(146,692)	(140,958)	(133,649)	(125,028)			(97,059)
Total stockholders' equity (deficit)			(140,506)	$ (139,218)	(132,023)	$ (123,507)	$ (112,876)	$ (104,722)	(95,877)	$ (72,618)
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)			$ 8,069		$ 6,825				$ 8,697	

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Consolidated Balance Sheets (Parenthetical) - USD ($)	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022	Dec. 31, 2021
Convertible preferred stock, par value (in dollars per share)					$ 0.001				
Convertible preferred stock, shares authorized			4,939,946		4,939,946				
Convertible preferred stock, shares issued			4,732,044	4,732,044	4,939,946	4,939,946	4,939,946	4,939,946	
Convertible preferred stock, shares outstanding					4,939,946				
Convertible preferred stock, liquidation preference value					$ 91,637,000				
Common stock, par value (in dollars per share)	$ 0.0001		$ 0.001		$ 0.001				
Common stock, shares authorized	210,000,000		6,594,946		6,594,946				
Common stock, shares issued	14,535,136				786,510				
Common stock, shares outstanding	14,535,136	13,387,636			779,908				
Adagio Medical Inc									
Convertible preferred stock, par value (in dollars per share)				$ 0.001	$ 0.001			$ 0.001	
Convertible preferred stock, shares authorized				4,939,946	4,939,946			4,939,946	
Convertible preferred stock, shares issued				4,732,044	4,939,946		4,939,946	4,939,946	4,939,946
Convertible preferred stock, shares outstanding				4,732,044	4,939,946			4,939,946	
Convertible preferred stock, liquidation preference value				$ 86,936,000	$ 91,637,000			$ 91,637,000	
Common stock, par value (in dollars per share)				$ 0.001	$ 0.001			$ 0.001	
Common stock, shares authorized				6,594,946	6,594,946			6,594,946	
Common stock, shares issued				786,782	786,510			762,762	
Common stock, shares outstanding				780,180	779,908			756,160	

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Consolidated Statements of Operations and Comprehensive Loss - USD ($) $ in Thousands	1 Months Ended	2 Months Ended	3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Revenue	$ 53			$ 132		$ 41				$ 333	$ 222		
Cost of revenue and operating expenses:													
Cost of revenue	157			414		253				1,381	972		
Research and development	1,251			1,217		4,418				7,585	13,625		
Selling, general and administrative	4,851			2,926		4,451				13,047	8,234		
Total cost of revenue and operating expenses	6,259			4,557		9,122				22,013	22,831		
Loss from operations	(6,206)			(4,425)		(9,081)				(21,680)	(22,609)		
Other income (expense)													
Convertible notes fair value adjustment	(1,907)		$ 3,255	3,255		(1,051)				2,059	(4,084)		
Warrant liabilities fair value adjustment	177		4,973	4,973		(23)				191	(83)		
Interest expense	(304)			(435)		(485)				(1,818)	(1,082)		
Interest income				166		2				3	2		

Other (expense) income, net	5			72	(123)			(33)	(113)			
Total other income (expense), net	(2,029)			8,031	(1,680)			402	(5,360)			
Net income (loss)	(8,235)		$ 3,600	3,606	(10,761)			(21,278)	(27,969)			
Other comprehensive income (loss):												
Foreign currency translation adjustment	(2)			(9)	4			3	(1)			
Comprehensive income (loss)	$ (8,237)			$ 3,597	$ (10,757)			$ (21,275)	$ (27,970)			
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)			$ 0.18	$ (14.15)			$ (26.08)	$ (36.83)			
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)	$ (14.15)	$ 0.02	$ 0.02	$ (14.15)	$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)			
Basic weighted average shares outstanding (in shares)			14,057,636						759,489			
Diluted weighted average shares outstanding (in shares)	987,810	760,572	16,057,636			779,908	758,942	815,854	759,489			
Adagio Medical Inc												
Revenue						$ 280	$ 181			$ 300	$ 189	
Cost of revenue and operating expenses:												
Cost of revenue						1,224	719			1,306	875	
Research and development						6,334	9,207			15,399	17,855	
Selling, general and administrative						8,196	3,783			11,537	5,372	
Total cost of revenue and operating expenses						15,754	13,709			28,242	24,102	
Loss from operations						(15,474)	(13,528)			(27,942)	(23,913)	
Other income (expense)												
Convertible notes fair value adjustment						3,966	(3,033)			(6,930)		
Warrant liabilities fair value adjustment						14	(60)			(42)		
Interest expense						(1,514)	(597)			(1,659)	(137)	
Interest income						3				3	39	
Other (expense) income, net						(38)	10			(20)	338	
Total other income (expense), net					$ 1,506	$ (2,295)	2,431	(3,680)		$ (5,360)	(8,648)	240
Net income (loss)					(7,309)	(8,949)	(13,043)	(17,208)		(27,969)	(36,590)	(23,673)
Other comprehensive income (loss):												
Foreign currency translation adjustment							5	(5)			(11)	24
Comprehensive income (loss)					$ (7,306)	$ (8,953)	$ (13,038)	$ (17,213)		$ (27,970)	$ (36,601)	$ (23,649)
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)	$ (14.15)			$ (9.37)	$ (11.82)	$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)	$ (48.16)	$ (31.5)
Diluted net income (loss) per share (Note 15) (in dollars per share)					$ (9.37)	$ (11.82)	$ (16.72)	$ (22.67)		$ (36.83)	$ (48.16)	$ (31.5)
Basic weighted average shares outstanding (in shares)	987,810	760,572					779,908	758,942	815,854		759,814	751,568
Diluted weighted average shares outstanding (in shares)							779,908	758,942			759,814	751,568

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Consolidated Statements of Convertible Preferred Stock and Stockholders' Deficit - USD ($) $ in Thousands	Common Stock Adagio Medical Inc	Common Stock	Additional Paid-in Capital Adagio Medical Inc	Additional Paid-in Capital	Accumulated Deficit Adagio Medical Inc	Accumulated Deficit	Accumulated Other Comprehensive Income Adagio Medical Inc	Accumulated Other Comprehensive Income	Adagio Medical Inc	Total
Beginning Balance at Dec. 31, 2021									$ 91,469	
Beginning Balance (in shares) at Dec. 31, 2021									4,939,946	
Ending Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Ending Balance (in shares) at Dec. 31, 2022									4,939,946	4,939,946
Beginning Balance at Dec. 31, 2021	$ 1		$ 763		$ (73,386)		$ 4		$ (72,618)	
Beginning Balance (in shares) at Dec. 31, 2021	745,193									
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							24		24	
Stock option exercises			25						$ 25	
Stock option exercises (in shares)	10,967								11,217	
Stock-based compensation			365						$ 365	
Net loss					(23,673)				(23,673)	
Ending Balance at Dec. 31, 2022	$ 1	$ 1	1,153	$ 1,153	(97,059)	$ (97,059)	28	$ 28	$ (95,877)	$ (95,877)
Ending Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Net loss									$ (8,949)	
Ending Balance at Mar. 31, 2023					(106,008)				(104,722)	
Beginning Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022									4,939,946	4,939,946
Ending Balance at Jun. 30, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Jun. 30, 2023									4,939,946	4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	$ 1	1,153	1,153	(97,059)	(97,059)	28	28	$ (95,877)	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							(5)		$ (5)	
Stock option exercises			10						10	
Stock option exercises (in shares)	4,758									
Stock-based compensation			204						204	
Net loss					(17,208)				(17,208)	
Ending Balance at Jun. 30, 2023	$ 1	$ 1	1,367	1,367	(114,267)	(114,267)	23	23	(112,876)	(112,876)
Ending Balance (in shares) at Jun. 30, 2023	760,918	760,918								

Beginning Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022									4,939,946	4,939,946
Ending Balance at Sep. 30, 2023										$ 91,469
Ending Balance (in shares) at Sep. 30, 2023										4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	$ 1	1,153	1,153	(97,059)	(97,059)	28	28	$ (95,877)	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment								(1)		(1)
Stock option exercises				11						11
Stock option exercises (in shares)		4,412								
Stock-based compensation				329						329
Net loss									$ (27,969)	(27,969)
Ending Balance at Sep. 30, 2023		$ 1		1,493	(125,028)	(125,028)		27	(123,507)	(123,507)
Ending Balance (in shares) at Sep. 30, 2023		760,572								
Beginning Balance at Dec. 31, 2022									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022									4,939,946	4,939,946
Ending Balance at Dec. 31, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Dec. 31, 2023									4,939,946	4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	$ 1	1,153	1,153	(97,059)	(97,059)	28	28	$ (95,877)	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160	756,160							762,762	
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							(11)		$ (11)	
Stock option exercises			13						$ 13	
Stock option exercises (in shares)	23,748								5,669	
Stock-based compensation			442						$ 442	
Net loss					(36,590)				(36,590)	
Ending Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17	17	$ (132,023)	$ (132,023)
Ending Balance (in shares) at Dec. 31, 2023	779,908	779,908							786,510	786,510
Ending Balance at Jun. 30, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Jun. 30, 2023									4,939,946	4,939,946
Beginning Balance at Mar. 31, 2023					(106,008)				$ (104,722)	
Ending Balance at Jun. 30, 2023	$ 1	$ 1	1,367	1,367	(114,267)	(114,267)	23	23	(112,876)	$ (112,876)
Ending Balance (in shares) at Jun. 30, 2023	760,918	760,918								
Ending Balance at Sep. 30, 2023										$ 91,469
Ending Balance (in shares) at Sep. 30, 2023										4,939,946
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment								4		$ 4
Stock option exercises		$ (346)		1						1
Stock-based compensation				125						125
Net loss						(10,761)				(10,761)
Ending Balance at Sep. 30, 2023		$ 1		1,493	(125,028)	(125,028)		27	(123,507)	(123,507)
Ending Balance (in shares) at Sep. 30, 2023		760,572								
Ending Balance at Dec. 31, 2023									$ 91,469	$ 91,469
Ending Balance (in shares) at Dec. 31, 2023									4,939,946	4,939,946
Ending Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17	17	$ (132,023)	$ (132,023)
Ending Balance (in shares) at Dec. 31, 2023	779,908	779,908							786,510	786,510
Increase (Decrease) in Stockholders' Deficit										
Net loss									$ (7,309)	
Ending Balance at Mar. 31, 2024					(140,958)				(139,218)	
Beginning Balance at Dec. 31, 2023									$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2023									4,939,946	4,939,946
Ending Balance at Jun. 30, 2024									$ 86,783	$ 86,783
Ending Balance (in shares) at Jun. 30, 2024									4,732,044	4,732,044
Beginning Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17	17	$ (132,023)	$ (132,023)
Beginning Balance (in shares) at Dec. 31, 2023	779,908	779,908							786,510	786,510
Increase (Decrease) in Stockholders' Deficit										
Foreign currency translation adjustment							5		$ 5	
Stock option exercises			2						$ 2	
Stock option exercises (in										

shares)	272									0	
Stock-based compensation			221							$ 221	
Net loss					(13,043)					(13,043)	
Ending Balance at Jun. 30, 2024	$ 1	$ 1	6,163	6,163	(146,692)	(146,692)	22		22	$ (140,506)	$ (140,506)
Ending Balance (in shares) at Jun. 30, 2024	780,180	780,180								786,782	
Beginning Balance at Dec. 31, 2023										$ 91,469	$ 91,469
Beginning Balance (in shares) at Dec. 31, 2023										4,939,946	4,939,946
Ending Balance at Jul. 30, 2024											$ 86,783
Ending Balance (in shares) at Jul. 30, 2024											4,732,044
Beginning Balance at Dec. 31, 2023	$ 1	$ 1	1,608	1,608	(133,649)	(133,649)	17		17	$ (132,023)	$ (132,023)
Beginning Balance (in shares) at Dec. 31, 2023	779,908	779,908								786,510	786,510
Increase (Decrease) in Stockholders' Deficit											
Foreign currency translation adjustment									3		$ 3
Stock option exercises (in shares)		305									
Stock-based compensation				642							642
Net loss											(21,278)
Ending Balance at Jul. 30, 2024		$ 1		6,591		(154,927)			20		(148,315)
Ending Balance (in shares) at Jul. 30, 2024		780,213									
Ending Balance at Jun. 30, 2024										$ 86,783	$ 86,783
Ending Balance (in shares) at Jun. 30, 2024										4,732,044	4,732,044
Beginning Balance at Mar. 31, 2024					(140,958)					$ (139,218)	
Ending Balance at Jun. 30, 2024	$ 1	$ 1	$ 6,163	6,163	$ (146,692)	(146,692)	$ 22		22	$ (140,506)	$ (140,506)
Ending Balance (in shares) at Jun. 30, 2024	780,180	780,180								786,782	
Ending Balance at Jul. 30, 2024											$ 86,783
Ending Balance (in shares) at Jul. 30, 2024											4,732,044
Increase (Decrease) in Stockholders' Deficit											
Foreign currency translation adjustment									(2)		$ (2)
Stock option exercises				7							7
Stock option exercises (in shares)		33									
Stock-based compensation				421							421
Net loss						(8,235)					(8,235)
Ending Balance at Jul. 30, 2024		$ 1		6,591		(154,927)			20		(148,315)
Ending Balance (in shares) at Jul. 30, 2024		780,213									
Increase (Decrease) in Stockholders' Deficit											
Net loss											3,600
Ending Balance at Sep. 30, 2024		$ 1		89,786		(13,217)			(9)		$ 76,561
Ending Balance (in shares) at Sep. 30, 2024		14,535,136									14,535,136
Beginning Balance at Jul. 31, 2024		$ 1		89,786		(16,823)					$ 72,964
Beginning Balance (in shares) at Jul. 31, 2024		13,387,636									
Increase (Decrease) in Stockholders' Deficit											
Foreign currency translation adjustment									(9)		(9)
Net loss						3,606					3,606
Ending Balance at Sep. 30, 2024		$ 1		$ 89,786		$ (13,217)			$ (9)		$ 76,561
Ending Balance (in shares) at Sep. 30, 2024		14,535,136									14,535,136

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Consolidated Statements of Cash Flows - USD ($)	1 Months Ended	3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended		
	Jul. 30, 2024	Sep. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Cash flows from operating activities									
Net loss					$ (21,278,000)	$ (27,969,000)			
Adjustments to reconcile net loss to net cash used in operating activities:									
Depreciation and amortization					646,000	399,000			
Non-cash operating lease expense					98,000	119,000			
Stock-based compensation					642,000	329,000			
Provision for inventory impairment					15,000	21,000			
Amortization of term loan discount					10,000	11,000			
Loss on disposal of property and equipment					62,000	3,000			
Change in fair value of convertible notes payables	$ 1,907,000	$ 1,051,000			(2,059,000)	4,084,000			
Change in fair value of warrant liabilities	(177,000)	23,000			(191,000)	83,000			
Net change in operating assets and liabilities									
Accounts receivable, net					(32,000)	(73,000)			
Inventories, net					(773,000)	57,000			
Prepaid expenses and other current assets					(95,000)	381,000			
Accounts payable					(2,628,000)				
Accrued liabilities					511,000	1,102,000			
Accrued transaction costs					7,446,000	241,000			
Other accrued liabilities					1,734,000	1,848,000			

Operating lease liabilities					(98,000)	917,000		
Other long-term liabilities						(121,000)		
Net cash used in operating activities					(15,990,000)	(18,561,000)		
Cash flows from investing activities								
Purchases of property and equipment					(368,000)	(313,000)		
Purchases of software						(7,000)		
Net cash used in investing activities					(368,000)	(320,000)		
Cash flows from financing activities								
Proceeds from exercise of common stock options						11,000		
Proceeds from issuance of convertible notes payables					16,500,000	13,000,000		
Proceeds from term loan						3,000,000		
Repayment of term loan					(867,000)	(714,000)		
Net cash provided by financing activities					15,633,000	15,297,000		
Effect of foreign currency translation on cash and cash equivalents					24,000	18,000		
Net change in cash and cash equivalents					(701,000)	(3,566,000)		
Cash and cash equivalents, at beginning of period			$ 1,383,000	$ 5,547,000	1,383,000	5,547,000	$ 5,547,000	
Cash and cash equivalents, at end of period	35,154,000	1,981,000			35,154,000	1,981,000	1,383,000	$ 5,547,000
Supplemental disclosures of cash flow information:								
Cash paid for interest					85,000	154,000		
Supplemental schedule of non-cash financing activities:								
Amount of term loan proceeds allocated to warrant liabilities						36,000		
Adagio Medical Inc								
Cash flows from operating activities								
Net loss			(13,043,000)	(17,208,000)			(36,590,000)	(23,673,000)
Adjustments to reconcile net loss to net cash used in operating activities:								
Depreciation and amortization			587,000	264,000			532,000	495,000
Non-cash operating lease expense			83,000	78,000			159,000	147,000
Stock-based compensation			221,000	204,000			442,000	365,000
Provision for inventory impairment			41,000	(16,000)			25,000	(76,000)
Amortization of term loan discount			10,000	6,000			16,000	
Loss on disposal of property and equipment			58,000				3,000	
Change in fair value of convertible notes payables			(3,966,000)	3,033,000			6,930,000	
Change in fair value of warrant liabilities			(14,000)	60,000			42,000	
Net change in operating assets and liabilities								
Accounts receivable, net			(99,000)	(77,000)			(70,000)	33,000
Inventories, net			(788,000)	128,000			(2,976,000)	35,000
Prepaid expenses and other current assets			45,000	410,000			410,000	(320,000)
Accounts payable			1,750,000	230,000			2,821,000	436,000
Accrued liabilities			386,000	(99,000)			886,000	157,000
Accrued transaction costs			(299,000)	403,000			444,000	
Other accrued liabilities			1,428,000	501,000			1,435,000	137,000
Operating lease liabilities			(84,000)	(79,000)			(161,000)	(146,000)
Other long-term liabilities								(2,000)
Net cash used in operating activities			(13,684,000)	(12,162,000)			(25,652,000)	(22,412,000)
Cash flows from investing activities								
Purchases of property and equipment			(337,000)	(195,000)			(333,000)	(492,000)
Proceeds from sale of property and equipment								2,000
Purchases of software				(7,000)			(7,000)	(10,000)
Net cash used in investing activities			(337,000)	(202,000)			(340,000)	(500,000)
Cash flows from financing activities								
Proceeds from exercise of common stock options				18,000			18,300	25,400
Proceeds from issuance of convertible notes payables			15,500,000	7,000,000			20,000,000	9,500,000
Proceeds from term loan				3,000,000			3,000,000	
Repayment of term loan			(857,000)	(286,000)			(1,143,000)	
Net cash provided by financing activities			14,643,000	9,732,000			21,875,000	9,525,000
Effect of foreign currency translation on cash and cash equivalents			40,000	(18,000)			(47,000)	81,000
Net change in cash and cash equivalents			662,000				(4,164,000)	(2,650,000)
Cash and cash equivalents, at beginning of period	$ 2,045,000	$ 2,897,000	1,383,000	5,547,000	$ 1,383,000	$ 5,547,000	5,547,000	18,853,000
Cash and cash equivalents, at end of period			2,045,000	2,897,000			1,383,000	$ 5,547,000
Supplemental disclosures of cash flow information:								
Cash paid for interest			$ 76,000	89,000			208,000	
Supplemental schedule of non-cash financing activities:								
Amount of term loan proceeds allocated to warrant liabilities				$ 36,000			$ 36,000	

Net change in cash and cash equivalents									$ (13,306,000)
Cash and cash equivalents, at end of period									$ 18,853,000

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Organization and Description of Business	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Organization and Description of Business		**Note 1 - Description of Organization and Business Operations**	

Our Company

Adagio Medical Holding, Inc. (formerly known as Aja Holdco, Inc.) and its wholly-owned subsidiaries (collectively, the "Company", the "Successor") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. Legacy Adagio (as defined below) received CE Marking in Europe for its iCLAS™ Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so. The Company is headquartered in Laguna Hills, California.

On July 31, 2024 (the "Closing Date"), ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company ("ARYA"), Aja Holdco, Inc. ("ListCo"), a Delaware corporation and wholly-owned subsidiary of ARYA, Aja Merger Sub 1, a Cayman Islands exempted company and wholly-owned subsidiary of ListCo ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation and wholly-owned subsidiary of ListCo ("Company Merger Sub"), and Adagio Medical, Inc., a Delaware corporation ("Legacy Adagio", the "Predecessor"), consummated the business combination (the "Business Combination") pursuant to the terms of the Business Combination Agreement, dated February 13, 2024, by and among the foregoing parties, as amended by the Consent and Amendment No. 1 to Business Combination Agreement, dated as of June 25, 2024, by and between ARYA and Adagio (the "Business Combination Agreement").

Pursuant to the Business Combination Agreement, on the Closing Date, (i) ARYA Merger Sub merged with and into ARYA (the "ARYA Merger") and Company Merger Sub merged with and into Legacy Adagio (the "Adagio

Merger" and, together with the ARYA Merger, the "Mergers"), with ARYA and Legacy Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Legacy Adagio becoming a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the "ARYA Merger Effective Time," the time that the Adagio Merger becomes effective being referred to as the "Adagio Merger Effective Time," the time after which both Mergers become effective being referred to as the "Closing," and the date on which the Closing occurs being referred to as the "Closing Date"), (ii) ListCo filed with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation of ListCo, and the board of directors of ListCo approved and adopt amended and restated bylaws of ListCo, and (iii) ListCo changed its name to Adagio Medical Holdings, Inc.

Refer to *Note 3- Forward Merger* for details of the Business Combination.

The Company's Common Stock (as defined below) began trading on August 1, 2024, under the symbol ADGM on the Nasdaq Capital Market (NASDAQ: ADGM).

Liquidity and Going Concern

The accompanying condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern. The Company has limited revenue and has experienced recurring operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years.

As of September 30, 2024, the Successor reported cash and cash equivalents of $28.3 million, and an accumulated deficit of $13.2 million. For the period from July 31, 2024 to September 30, 2024 (Successor), from January 1, 2024 to July 30, 2024 (Predecessor), and the nine months ended September 30, 2023 (Predecessor), net income (loss) was $3.6 million, $(21.3) million, and $(28.0) million, respectively. The net cash used in operating activities was $6.4 million, $16.0 million, and $18.6 million, respectively.

Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) negotiate other cash equity or debt financing in the short-term, (ii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market, and (iii) execute cost-cutting measures to manage cash burn. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, Legacy Adagio approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, Legacy Adagio initiated a reduction in its workforce of 20 employees, representing approximately 19% of Legacy Adagio's employees, which was completed on December 15, 2023. Legacy Adagio made no payment for severance or related benefit costs. Legacy Adagio made no payment of retention bonuses.

Adagio Medical Inc

Organization and Description of Business

ADAGIO MEDICAL, INC.

Unaudited
Notes to Condensed Consolidated Financial Statements

Note 1 — Organization and Description of Business

Adagio Medical, Inc. and its wholly-owned subsidiary (collectively, the "Company") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. The Company received CE Marking in Europe for its iCLAS™ Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so.

The Company was incorporated in the state of Delaware on January 18, 2011, and is headquartered in Laguna Hills, California. Adagio Medical GmbH was formed in March 2020 and is a wholly-owned subsidiary that provides direct sales, distribution, marketing services, and clinical trial management in Europe.

On February 13, 2024, ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company ("ARYA"), Aja HoldCo, Inc., a Delaware corporation ("ListCo"), Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), the Company, and Aja Merger Sub 2, Inc., a Delaware corporation ("Company Merger Sub") entered into the business combination agreement ("Business Combination Agreement") pursuant to which (i) ARYA Merger Sub will be merged with and into ARYA (the "ARYA Merger"), with ARYA surviving the ARYA Merger as a direct wholly-owned subsidiary of ListCo and (ii) Company Merger Sub will be merged with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with Adagio surviving the Adagio Merger as a direct wholly-owned subsidiary of ListCo (the "Business Combination"). In connection with the consummation of the Business Combination, ListCo will change its name to "Adagio Medical Holdings, Inc." ("New Adagio"). The Business Combination closed on July 31, 2024. See *Note 17-Subsequent Events*.

Liquidity and Going Concern

The Company has limited revenue and has incurred operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years. As of June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents of $2.0 million and $1.4 million,

ADAGIO MEDICAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Organization and Description of Business

Adagio Medical, Inc. and its wholly-owned subsidiary (the "Company") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. The Company received CE Marking in Europe for its iCLAS™ Cryoablation System in June 2020 and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so.

The Company was incorporated in the state of Delaware on January 18, 2011, and is headquartered in Laguna Hills, California. Adagio Medical GmbH was formed in March 2020 and is a wholly-owned subsidiary that provides direct sales, distribution, marketing services, and clinical trial management in Europe.

Liquidity and Going Concern

The Company has limited revenue and has incurred operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years. As of December 31, 2023 and 2022, the Company had cash and cash equivalents of $1.4 million and $5.5 million, respectively. For the years ended December 31, 2023 and 2022, net losses were $36.6 million and $23.7 million, respectively, and net cash used in operating activities was $25.7 million and $22.4 million, respectively. As of December 31, 2023 and 2022, the Company had an accumulated deficit of $133.6 million and $97.1 million, respectively, and working capital deficit of $42.0 million and $6.2 million, respectively.

Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going

respectively. For the six months ended June 30, 2024 and 2023, net losses were $13.0 million and $17.2 million, respectively, and net cash used in operating activities was $13.7 million and $12.2 million, respectively. As of June 30, 2024 and December 31, 2023, the Company had an accumulated deficit of $146.7 million and $133.6 million, respectively, and working capital deficit of $55.0 million and $42.0 million, respectively.

Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) pursuing a public offering of its common stock or in a business combination (the "SPAC transaction") with a Special Purpose Acquisition Company (the "SPAC") to obtain additional capital and align the Company's long-term operating strategy (refer to the Business Combination in *Note 1-Organization and Description of Business* for further detail), (ii) negotiate other cash equity or debt financing in the short-term, and (iii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with the Company and ListCo (the "Closing") (see Note 1). As of July 31, 2024, substantial doubt about our ability to continue as a going concern was alleviated due to the closing of a business combination.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, the Company's management approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, the Company initiated a reduction in its current workforce of 20 employees, representing approximately 19% of the Company's employees, which was completed on December 15, 2023. In compliance with the Worker Adjustment and Retraining Notification Act, the Company has provided termination notices to affected employees and government authorities if required.

The Company made no payment for severance or related benefit costs. The Company made no payment of retention bonuses.

concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) pursuing a public offering of its common stock or in a business combination (the "SPAC transaction") with a Special Purpose Acquisition Company (the "SPAC") to obtain additional capital and align the Company's long-term operating strategy (refer to *Note 18 — Subsequent Events* for further detail), (ii) negotiate other cash equity or debt financing in the short-term, and (iii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, the Company's management approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, the Company initiated a reduction in its current workforce of 20 employees, representing approximately 19% of the Company's employees, which was completed on December 15, 2023. In compliance with the Worker Adjustment and Retraining Notification Act, the Company has provided termination notices to affected employees and government authorities if required.

The Company made no payment for severance or related benefit costs. The Company made no payment of retention bonuses.

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Restatement of Previously Issued Financial Statements

Adagio Medical Inc

Restatement of Previously Issued Financial Statements

	6 Months Ended	12 Months Ended
	Jun. 30, 2024	Dec. 31, 2023

Note 2 - Restatement of Previously Issued Financial Statements

The Company has restated the condensed consolidated financial statements as of and for the six months ended June 30, 2024, and the consolidated financial statements as of and for the year ended December 31, 2023.

Description of Restatement Error

As permitted under ASC 825, Financial Instruments, ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes. In previously issued financial statements, the Company recorded adjustments to the fair value of these instruments, including related accrued interest in "Convertible notes payable, current" in the liabilities section of the Condensed Consolidated Balance Sheet as of June 30, 2024 with an offsetting entry to "Convertible notes fair value adjustment" in the Condensed Consolidated Statement of Operations and Comprehensive Loss for the six months ended June 30, 2024. However, the Company also separately recorded amounts related to accrued interest on the convertible promissory notes in the "Other accrued liabilities" and "Interest expense" of the Condensed Consolidated Balance Sheet and Condensed Consolidated Statement of Operations and Comprehensive Loss, respectively, effectively duplicating the impact to the liability and expense recording accrued interest related to the convertible promissory notes.

As a result, the Company restated the financials by reducing the amount of accrued interest recorded in "Convertible notes payable, current" and "Convertible notes fair value adjustment" to relieve the impact of the duplicated recording. In the restated financials, the change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands, except basic and diluted net loss per common share):

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of June 30, 2024 (Unaudited)			
Convertible notes payables, current	$ 50,955	$ (2,991)	$ 47,964
Total current liabilities	64,656	(2,991)	61,665
Total liabilities	64,783	(2,991)	61,792
Accumulated deficit	(149,683)	2,991	(146,692)
Total stockholders' deficit	$ (143,497)	$ 2,991	$ (140,506)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2024 (Unaudited)			
Convertible notes fair value adjustment	$ 2,531	$ 1,435	$ 3,966
Total other income (expense), net	996	1,435	2,431
Net loss	(14,478)	1,435	(13,043)
Comprehensive loss	(14,473)	1,435	(13,038)
Basic and diluted net loss per common share	$ (18.56)	$ 1.84	$ (16.72)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (3,649)	$ 616	$ (3,033)
Total other income (expense), net	(4,296)	616	(3,680)
Net loss	(17,824)	616	(17,208)
Comprehensive loss	(17,829)	616	(17,213)
Basic and diluted net loss per common share	$ (23.49)	$ 0.82	$ (22.67)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2024 (Unaudited)			
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)
Net Loss	(14,478)	1,435	(13,043)
Accumulated Deficit Balance, June 30, 2024	(149,683)	2,991	(146,692)
Total Stockholders' Deficit Balance, June 30, 2024	$ (143,497)	$ 2,991	$ (140,506)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Accumulated Deficit Balance, June 30, 2023	(114,883)	616	(114,267)
Total Stockholders' Deficit Balance, June 30, 2023	$ (113,492)	$ 616	$ (112,876)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2024 (Unaudited)			
Net Loss	$ (14,478)	$ 1,435	$ (13,043)
Change in fair value of convertible notes payable	$ (2,531)	$ (1,435)	$ (3,966)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Change in fair value of convertible notes payable	$ 3,649	$ (616)	$ 3,033

Note 2 - Restatement of Previously Issued Financial Statements

The Company has restated the consolidated financial statements as of and for the year ended December 31, 2023. This error does not impact the consolidated financial statements as of and for the year ended December 31, 2022.

Description of Restatement Error

As permitted under ASC 825, *Financial Instruments*, ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes. In previously issued financial statements, the Company recorded adjustments to the fair value of these instruments, including related accrued interest in "Convertible notes payables, current" in the liabilities section of the Consolidated Balance Sheet as of December 31, 2023 with an offsetting entry to "Convertible notes fair value adjustment" in the Consolidated Statement of Operations and Comprehensive Loss. However, the Company also separately recorded amounts relating to accrued interest on convertible promissory notes in the "Other accrued liabilities" and "Interest expense" accounts in the Consolidated Balance Sheet and Consolidated Statement of Operations and Comprehensive Loss, respectively, effectively duplicating the impact to the liability and expense in recording accrued interest relating to the convertible promissory notes.

As a result, the Company restated the financials by reducing the amount of accrued interest recorded in "Convertible notes payables, current" and "Convertible notes fair value adjustment" to relieve the impact of this duplicate recording. In the restated financials, the change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands), except basic and diluted net loss per common share):

	As Previously Reported	Adjustment	As Restated
Consolidated Balance Sheet as of December 31, 2023			
Convertible notes payables, current	$ 37,986	$ (1,556)	$ 36,430
Total current liabilities	48,732	(1,556)	47,176
Total liabilities	48,935	(1,556)	47,379
Accumulated deficit	(135,205)	1,556	(133,649)
Total stockholders' deficit	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Operations and Comprehensive Loss for the Year Ended December 31, 2023			
Convertible notes fair value adjustment	$ (8,486)	$ 1,556	$ (6,930)
Total other income (expense), net	(10,204)	1,556	(8,648)
Net loss	(38,146)	1,556	(36,590)
Comprehensive loss	(38,157)	1,556	(36,601)
Basic and diluted net loss per common share	$ (50.20)	$ 2.05	$ (48.15)

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of March 31, 2024 (Unaudited)			
Convertible notes payables, current	$ 46,313	$ (2,265)	$ 44,048
Total current liabilities	59,287	(2,265)	57,022
Total liabilities	59,337	(2,265)	57,072
Accumulated deficit	(143,223)	2,265	(140,958)
Total stockholders' deficit	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2024 (Unaudited)			
Convertible notes fair value adjustment	$ 1,673	$ 709	$ 2,382
Total other income (expense), net	797	709	1,506
Net loss	(8,018)	709	(7,309)
Comprehensive loss	(8,015)	709	(7,306)
Basic and diluted net loss per common share	$ (10.28)	$ 0.91	$ (9.37)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (2,361)	$ 327	$ (2,034)
Total other income (expense), net	(2,622)	327	(2,295)
Net loss	(9,276)	327	(8,949)
Comprehensive loss	(9,280)	327	(8,953)
Basic and diluted net loss per common share	$ (12.25)	$ 0.43	$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2024 (Unaudited)			
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)
Net Loss	(8,018)	709	(7,309)
Accumulated Deficit Balance, March 31, 2024	(143,223)	2,265	(140,958)
Total Stockholders' Deficit Balance, March 31, 2024	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Accumulated Deficit Balance, March 31, 2023	(106,335)	327	(106,008)
Total Stockholders' Deficit Balance, March 31, 2023	$ (105,049)	$ 327	$ (104,722)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2024 (Unaudited)			
Net Loss	$ (8,018)	$ 709	$ (7,309)
Change in fair value of convertible notes payable	$ (1,673)	$ (709)	$ (2,382)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Change in fair value of convertible notes payable	$ 2,361	$ (327)	$ 2,034

Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Accumulated Deficit Balance, December 31, 2023	(135,205)	1,556	(133,649)
Total Stockholders' Deficit Balance, December 31, 2023	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Cash Flow for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Change in fair value of convertible notes payables	$ 8,486	$ (1,556)	$ 6,930

Refer to *Note 17 - Restatement of Quarterly Financial Information (Unaudited)* for the restated unaudited interim financial information for the quarterly periods ended September 30, 2023, June 30, 2023, and March 31, 2023.

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Summary of Significant Accounting Policies	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Summary of Significant Accounting Policies			

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.

As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.

Unaudited Interim Financial Information

The accompanying interim condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive income (loss) and the condensed consolidated statements of convertible preferred stock and stockholders' equity (deficit), for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor) and the three and nine months ended September 30, 2023 (Predecessor), and the condensed consolidated statements of cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), and the related footnote disclosures are unaudited.

These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2024 (Successor) and its results of operations and comprehensive income (loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the three and nine months ended September 30, 2023 (Predecessor), and cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

The results for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor) are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or any other interim period.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and

comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized

when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles.

Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Intangible Assets

Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. In determining the estimated useful lives of definite-lived intangibles, the Company considers the nature, competitive position, life cycle position and expected future operating cash flows of the acquired asset, as well as its commitment to support these assets through continued investment and legal infringement protection.

Indefinite-lived intangible assets consist of In-Process Research and Development ("IPR&D"). Intangible assets with indefinite lives are tested for impairment if impairment indicators arise and, at a minimum, annually. However, an entity is permitted to first assess qualitative factors to determine if a quantitative impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. The indefinite-lived intangible asset impairment test consists of a one-step analysis that compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. No impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have material intangible assets.

Goodwill

In accordance with ASC 350, Intangibles – Goodwill and Other, the Company tests goodwill for impairment at the reporting unit level. The Company has one reporting unit for the goodwill impairment testing purposes. Goodwill is tested for impairment on an annual basis in the fourth quarter, or more frequently if events or changes in circumstances indicate the carrying value of goodwill may not be recoverable (a "triggering event"). On the occurrence of a triggering event, an entity has the option to first assess qualitative factors to determine whether a quantitative impairment test is necessary. If it is more likely than not that goodwill is impaired, the fair value of the reporting unit (the Company) is compared with its carrying value. An impairment charge is recognized for the amount by which the carrying amount exceeds the fair value, provided, the loss recognized cannot exceed the total amount of goodwill. No goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have goodwill.

Concentrations

The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's

expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its
revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to *Note 11-Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and
insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs (Predecessor)

In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but

not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Warrants

The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities.

The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date.

See *Note 10- Warrants* for additional information related to the warrants.

Term Loan (Predecessor)

The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the

loan. See *Note 9- Debt* for additional information related to the term loan.

Convertible Preferred Stock (Predecessor)

The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the Legacy Adagio preferred stock is considered to be contingently redeemable, the Legacy Adagio preferred stock has been classified outside of permanent equity.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 14- Stock-Based Compensation*.

Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

Adagio Medical Inc
Summary of Significant Accounting Policies

Note 3 — Summary of Significant Accounting Policies

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

Unaudited Interim Financial Information

The accompanying interim condensed consolidated balance sheet as of June 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, the condensed consolidated statements of convertible preferred stock and stockholders' deficit, and the condensed consolidated statements of cash flows for the six months ended June 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's

Note 3 — Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these

opinion, on a basis consistent with the audited financial statements and reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of June 30, 2024 and its results of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, and cash flows for the six months ended June 30, 2024 and 2023. The results for the six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024 or any other interim period.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

As of June 30, 2024, $1.2 million of the Company's cash was held with Silicon Valley Bank ("SVB"), and exceeded federally insured limits. On March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. On March 12, 2023, the Secretary of the Treasury, the chair of the Federal Reserve Board and the chairman of the FDIC released a joint statement related to the FDIC's resolution of the Silicon Valley Bank receivership, which provided that all depositors would have access to all their money starting March 13, 2023. As of the issuance date of these financial statements, all cash deposited by the Company with SVB, now a division of First Citizens Bank and Trust Company, has been accessible by the Company.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.

notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

The consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed FDIC insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

On March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which immediately appointed the FDIC as receiver. SVB held $0.5 million of the Company's cash and cash equivalents as of December 31, 2023. The Company's full exposure was ultimately covered by the FDIC and no loss was incurred.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is

- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the six months ended June 30, 2024 and 2023.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the six months ended June 30, 2024 and 2023, revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the six months ended June 30, 2024, nor to the future remaining life of the Consoles.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

The Company had two suppliers exceed 10.0% of total accounts payable as of June 30, 2024, representing 82.0% of accounts payable. As of December 31, 2023, the Company had three suppliers exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 45.3% and 55.0%, respectively, of the Company's expenditures for the six months ended June 30, 2024. The Company's five and ten largest suppliers accounted for approximately 29.2% and 37.6%, respectively, of the Company's expenditures for the six months ended June 30, 2023.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the six months ended June 30, 2024 and 2023, the Company determined that there was no impairment of

the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the years ended December 31, 2023 and 2022.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the years ended December 31, 2023 and 2022, revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research & development activities are expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles have a five-year useful life.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

The Company had three suppliers exceed 10.0% of total accounts payable as of December 31, 2023, representing 71.6% of accounts payable. As of December 31, 2022, the Company had one supplier exceed 10.0% of total accounts payable, representing 17.1% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 45.0% and 54.3%, respectively, of the Company's expenditures for the year ended December 31, 2023. The Company's five and ten largest suppliers accounted for approximately 23.0% and 31.8%, respectively, of the Company's expenditures for the year ended December 31, 2022.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the years ended December 31, 2023 and 2022, the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other

long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive loss.

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842*, Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the six months ended June 30, 2024 and June 30, 2023.

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs

In connection with the Business Combination, the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed as of June 30, 2024, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and

comprehensive income (loss) in the consolidated balance sheets and foreign currency translation adjustment in the consolidated statements of operations and comprehensive loss.

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842*, Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the years ended December 31, 2023 and 2022.

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred.

Accrued Transaction Costs

In connection with the expected Transaction (as defined in *Note 8 — Debt*), the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which was incurred and expensed as of December 31, 2023, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and

or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, *Financial Instruments* ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes"), May 2024 (the "May 2024 Convertible Notes"), and June 2024 (the "June 2024 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

Warrants

The Company accounts for certain common stock warrants and pre-funded warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the condensed consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the condensed consolidated balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9-Warrants* for additional information related to the warrants.

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive loss over the contractual term of the loan. See *Note 8-Debt* for additional information related to the term loan.

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing

projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), and November 2023 (the "November 2023 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

Warrants

The Company accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9 — Warrants* for additional information related to the warrants.

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. See *Note 8 — Debt* for additional information related to the term loan.

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13 — Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income*

model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13-Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting for Income Taxes* in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15-Income Taxes* for additional details.

Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting for Income Taxes* in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its consolidated balance sheets and has not recognized interest and/or penalties in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2023 and 2022, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15 — Income Taxes* for additional details.

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued *ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326)* ("ASU l2016-13"). ASU 2016-13 sets forth a "current expected credit loss" model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost, available-for-sale debt securities and applies to certain off-balance sheet credit exposures. ASU 2016-13 is effective for smaller reporting companies in 2023. The Company adopted the guidance on January 1, 2023, with no material impact on the consolidated financial statements.

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Fair Value Measurements	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Montl Dec. 31
Fair Value Measurements			

Note 4 – Fair Value Measurements

The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities (i.e. Convert Warrants and SVB Warrants), pre-funded warrant liabilities (i.e. PIPE Pre-funded Warrants), and convertible notes payables (i.e. Convertible Securities Notes and Legacy Adagio Convertible Notes). The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.

Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

There were no transfers made among the three levels in the fair value hierarchy for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and for the year ended December 31, 2023 (Predecessor).

Legacy Adagio Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Upon the consummation of the Business Combination, the principal and the accrued interest of the October 2022 Convertible Notes were converted into shares of Legacy Adagio common stock. Further, on the Closing Date, Legacy Adagio common stock was converted to the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Refer to *Note 9- Debt* for details.

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible

Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $15.0 million convertible promissory note has been drawn by Legacy Adagio.

On November 28, 2023, Legacy Adagio issued a $2.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $8.0 million convertible promissory note has been drawn by Legacy Adagio.

On February 13, 2024, Legacy Adagio issued a $7.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The 2024 Bridge Financing Note accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $7.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the 2024 Bridge Financing Note of $7.0 million converted into $7.0 million of the Company's Convertible Securities Notes and 525,000 Convert Warrants. Refer to *Note 9- Debt* for details.

On May 21, 2024, Legacy Adagio issued a $3.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $3.0 million convertible promissory note has been drawn by Legacy Adagio.

On June 25, 2024, Legacy Adagio issued a $2.5 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $2.5 million convertible promissory note has been drawn by Legacy Adagio.

On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $1.0 million convertible promissory note has been drawn by Legacy Adagio.

Upon the consummation of the Business Combination, the principal of Bridge Financing Notes along with its accrued but unpaid interest, was converted into the shares of the Company's Common Stock and Base Warrants as part of the PIPE Financing. Refer to *Note 9- Debt* for details.

The Company measures Legacy Adagio Convertible Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

In determining the fair value of the Legacy Adagio Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.

The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions:

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

In determining the fair value of the Legacy Adagio Convertible Notes as of July 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Legacy Adagio Convertible Notes converted into.

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257
April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Convertible Securities Notes (Successor)

On July 31, 2024, the Company issued the $20.0 million Convertible Securities Notes to Convert Investor having a maturity of three years and nine months after the Closing. The interest is accrued by quarterly compounding based on a 13% interest rate per annum. The Company received the funding from the Convertible Securities Notes as at the Closing. Refer to *Note 9- Debt* for details.

The Company measures the Convertible Securities Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convertible Securities Notes

	July 31. 2024	September 30, 2024
Stock price	$ 6.64	$ 2.58
Discount rate	25.8 %	25.4 %
Expected Term (years)	3.75	3.58
Risk-Free interest rate	4.01 %	3.55 %
Volatility	60 %	80 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 17,005
Additions	—
Fair value measurement adjustments	(3,255)
Balance (end of period)	$ 13,750

Warrant Liabilities (Predecessor)

i. Series E Pre-funded Warrants

On June 25, 2024, the Legacy Adagio issued to certain investor the Series E Pre-funded Warrants to purchase the Legacy Adagio's Series E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). Refer to *Note 10-Warrants* for additional information.

The fair value of the Series E Pre-funded Warrants is based on the fair value of the Series E Preferred Stock minus the exercise price. As of June 30, 2024, the Company estimated the fair value of the Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Legacy Adagio common stock.

As of July 31, 2024 prior to the Closing, the Company estimated the fair value of Series E Pre-funded Warrants based on the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Series E Pre-funded Warrants converted into. The estimated fair value of the Series E Pre-funded Warrants as of June 30, 2024 and July 31, 2024 prior to the Closing is $0.3 million and $0.2 million, respectively. The change in fair value for the period from July 1, 2024 to July 30, 2024 (Predecessor) is $0.1 million.

Upon the consummation of the Business Combination, the Series E Pre-funded Warrants were automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

ii. SVB Warrants

On February 3, 2023, in conjunction with the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"), Legacy Adagio issued Initial Warrants to purchase shares of common stock of the Company, and a contingent right to obtain an additional share of the common stock upon the non-occurrence of the Interest Only Milestone (as defined below). The Company measured SVB Warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The SVB Warrants were not material as of December 31, 2023 (Predecessor) and there were no material changes in fair value for the periods from July 1, 2024 to July 30, 2024 (Predecessor), January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor).

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the warrant exercise price before the Closing. Refer to *Note 10- Warrants* for additional information.

Warrant Liabilities (Successor)

i. Convert Warrants

On July 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0 million Convertible Securities Notes. Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The Convert Warrants are classified as Level 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convert Warrants

	July 31. 2024	September 30, 2024
Common stock price	$ 6.64	$ 2.58
Expected Volatility	55.0 %	62.5 %
Risk Free rate	3.96 %	3.63 %
Expected dividend yield	0 %	0 %
Expected term (years)	7.0	6.83

The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convert Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 2,996
Additions	—
Fair value measurement adjustments	(2,253)
Balance (end of period)	$ 743

ii. PIPE Pre-funded Warrants

On July 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors ("PIPE Pre-funded Warrants"). Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income

Adagio Medical Inc
Fair Value Measurements

(loss).

The PIPE Pre-funded Warrants are classified as Level 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Company's Common Stock minus the exercise price.

The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 4,442
Additions	—
Fair value measurement adjustments	(2,720)
Balance (end of period)	$ 1,722

Note 4 — Fair Value Measurements

The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.

Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

June 30, 2024 (Unaudited)	Level 1	Level 2	Level 3 (As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 47,964
Common stock warrant liabilities	$ —	$ —	$ 64
Pre-funded warrant liabilities	$ —	$ —	$ 353

December 31, 2023	Level 1	Level 2	Level 3 (As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 36,430
Common stock warrant liabilities	$ —	$ —	$ 78

There were no transfers made among the three levels in the fair value hierarchy for the six months ended June 30, 2024 and for the year ended December 31, 2023.

Convertible promissory notes

On October 27, 2022, the Company entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 8-Debt* for details.

On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. As of June 30, 2024, the total of $15.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On November 28, 2023, the Company issued a $2.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. As of June 30, 2024, the total of $8.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On February 13, 2024, the Company issued a $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $7.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On May 21, 2024, the Company issued a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $3.0 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

On June 25, 2024, the Company issued a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $2.5 million convertible promissory note has been drawn by the Company. Refer to *Note 8-Debt* for details.

The Company measures the October 2022 Convertible Notes, the April 2023 Convertible Notes, the November 2023 Convertible Notes, the February 2024 Convertible Notes, the May 2024 Convertible Notes, and the June 2024 Convertible Notes (collectively, "Convertible Notes") at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the Convertible Notes related to updated assumptions and estimates were recognized as convertible notes fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.

In determining the fair value of the Convertible Notes as of June 30, 2024, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.

The Company calculated the estimated fair value of convertible promissory notes as of June 30, 2024 using the following assumptions:

As of June 30, 2024 (Unaudited)	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	38.70 %	0.04	5.50 %	385 %

Note 4 — Fair Value Measuremer

The Company's financial instrum accounts (included as part of cash a receivable, accounts payable, comm convertible notes payables. The reco equivalents, accounts receivable and fair value due to their short-term nat common stock warrant liabilities are

Assets and liabilities recognized the consolidated balance sheets cons stock warrant liabilities, and convert are categorized based upon the level inputs used to measure their fair val price that would be received from se liability in an orderly transaction bet measurement date.

The following tables summarize t instruments at fair value based on th class of instrument (in thousands):

December 31, 2023	Le
Assets:	
Money market account	$
Liabilities:	
Convertible notes payables	$
Common stock warrant liabilities	$

December 31, 2022
Assets:
Money market account
Liabilities:
Convertible notes payables

There were no transfers made ar value hierarchy for the years ended

Convertible promissory notes

On October 27, 2022, the Compa agreement with investors for the iss promissory notes with an aggregate an interest rate of eight percent (8.0 and November 28, 2023, the Octobe amended. Refer to *Note 8 — Debt* fo

On April 4, 2023, the Company is promissory note that matures on the occurrence of certain events. The Ap simple interest at eight percent (8.0 Company obtained the right to issue convertible promissory notes availab April 4, 2023 through the occurrenc regard to a transaction. On Novemb Convertible Notes were amended. R

On November 28, 2023, the Com convertible promissory note that ma 2024, or the occurrence of certain e Convertible Notes accrues simple in annum. Additionally, the Company o $6.0 million in additional convertible Commitment") available beginning o through the occurrence of an ARYA transaction. On December 13, 2023 November 2023 Convertible Notes w *Debt* for details.

The Company measures the Octo April 2023 Convertible Notes, and N Notes (collectively, "Convertible Not significant inputs not observable in t be classified as Level 3 measuremen Changes in the fair value of the Con assumptions and estimates were rec value adjustment within the consolid comprehensive loss.

In determining the fair value of t December 31, 2023, the Company ap expected return method ("PWERM") of an instrument based upon an anal potential instrument payouts under instrument value is based upon the p each future outcome becoming avail the rights of each security.

The Company calculated the esti promissory notes as of December 31 assumptions:

April 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
November 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
February 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
May 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
June 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods ended June 30, 2024 and December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Balance (beginning of period) (As Restated)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)
October 2022 Convertible Notes	$ 12,561	$ —	$ 250	$ 12,811
April 2023 Convertible Notes	14,757	—	114	$ 14,871
November 2023 Convertible Notes	9,112	3,000	(4,114)	$ 7,998
February 2024 Convertible Notes	—	7,000	(217)	$ 6,783
May 2024 Convertible Notes	—	3,000	—	$ 3,000
June 2024 Convertible Notes	—	2,500	1	$ 2,501

Year ended December 31, 2023	Balance (beginning of period)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)
October 2022 Convertible Notes	$ 9,500	$ —	3,061	$ 12,561
April 2023 Convertible Notes	—	15,000	(243)	$ 14,757
November 2023 Convertible Notes	—	5,000	4,112	$ 9,112

Common Stock Warrant Liabilities

The Company measured its common stock warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.

The Company calculated the estimated fair value of common stock warrant liabilities as of June 30, 2024, using the following assumptions:

	June 30, 2024 (Unaudited)
Expected Volatility	115% - 385 %
Risk Free rate	4.3% - 5.4 %
Expected dividend yield	0.0 %
Expected term (years)	0.3 - 8.6

The following table presents changes in the Level 3 warrant liabilities measured at fair value for the six months ended June 30, 2024 and year ended December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Common Stock Warrant Liabilities
Balance (beginning of period)	$ 78
Additions	—
Fair value measurement adjustments	(14)
Balance (end of period)	$ 64

Year ended December 31, 2023	Common Stock Warrant Liabilities
Balance (beginning of year)	$ —
Additions	36
Fair value measurement adjustments	42
Balance (end of year)	$ 78

Pre-funded Warrant Liabilities

On June 25, 2024, the Company issued to certain investor the pre-funded warrants to purchase the Company's Series E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss.

As of June 30, 2024, the Company estimated the fair value of Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Adagio common stock. Refer to *Note 9 — Warrants* for additional information related to the pre-funded warrants.

October 2022 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

April 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

November 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

The following table presents cha
promissory notes measured at fair va
December 31, 2023 and 2022, respe

Year ended December 31, 2023	October 2022 Convertible Notes (As Restated)
Balance (beginning of year)	$ 9,500
Additions	—
Fair value measurement adjustments (As Restated)	3,061
Balance (end of year)	$ 12,561

Year ended December 31, 2022
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

Common Stock Warrant Liabiliti

The Company measured its comr
based on significant inputs not obse
them to be classified as Level 3 mea
hierarchy. Changes in the fair value
related to updated assumptions and
warrant liabilities fair value adjustm
statements of operations and compr

The Company calculated the esti
warrant liabilities as of December 3
assumptions:

Expected Volatility
Risk Free rate
Expected dividend yield
Expected term (years)

Year ended December 31, 2023
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

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Inventory, net	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Inventory, net			

Note 5 - Inventory, net

Inventory as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Raw materials	$ 2,547	$ 2,211
Work-in-Process	509	197
Finished goods	1,083	914
Total inventory	$ 4,139	$ 3,322

Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.4 million, $58.0 thousand, and $87.0 thousand for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor).

Inventory is recorded net of obsolescence and manufacturing scrap of $41.0 thousand, $58.0 thousand, and $25.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor).

Adagio Medical Inc
Inventory, net

Note 5 — Inventory, net

Inventory as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Raw		

Note 5 — Inventory, net

Inventory as of December 31, 2023 and 2022 consists of the following (in thousands):

	December 31, 2023	December 31, 2022
Raw materials	$ 2,211	$ —

materials	$ 2,450	$ 2,211
Work-in-Process	469	197
Finished goods	1,143	914
Total inventory	$ 4,062	$ 3,322

Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.3 million and $62.0 thousand for the six months ended June 30, 2024 and 2023.

Work-in-Process	197	—
Finished goods	914	367
Total inventory	$ 3,322	$ 367

The raw materials are recorded of $2.2 million and nil, work-in-process of $0.2 million and nil, and finished goods of $0.9 million and $0.4 million, for the years ended December 31, 2023 and 2022, respectively. Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $93.6 thousand and $0.3 million for the years ended December 31, 2023 and 2022, respectively. The Company currently has no work in process.

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Property and Equipment

6 Months Ended Jun. 30, 2024

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Property and Equipment

Note 6 - Property and Equipment

The Company's property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December-24 2023 (Predecessor)
Consoles	$ 2,567	$ 1,565
Other machinery and equipment	709	772
Leasehold improvements	306	305
Tools and molds	257	221
Computer equipment	188	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	4,181	3,264
Less: accumulated depreciation	(2,609)	(1,777)
Property and equipment, net	$ 1,572	$ 1,487

Depreciation expense was $0.7 million, $0.2 million and $0.4 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

Depreciation expense was $56.0 thousand, $0.2 million and $0.1 million for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor), respectively.

Adagio Medical Inc

Property and Equipment

Note 6 — Property and Equipment

The Company's property and equipment, net, as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Consoles	$ 1,700	$ 1,565
Other machinery and equipment	905	772
Leasehold improvements	308	305
Tools and molds	230	221
Computer equipment	190	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	3,487	3,264
Less: accumulated depreciation	(2,333)	(1,777)
Property and equipment, net	$ 1,154	$ 1,487

Depreciation expense was $0.6 million and $0.3 million for the six months ended June 30, 2024 and 2023, respectively.

Note 6 — Property and Equipment

The Company's property and equipment, net, as of December 31, 2023 and 2022 consisted of the following (in thousands):

	December 31, 2023	December 31, 2022
Consoles	$ 1,565	$ 1,266
Other machinery and equipment	772	731
Leasehold improvements	305	303
Tools and molds	221	221
Computer equipment	193	154
Demo equipment	66	66
Furniture and fixtures	49	53
Construction in process	54	54
Vehicles	39	39
Total property, plant, and equipment	3,264	2,887
Less: accumulated depreciation	(1,777)	(1,240)
Property and equipment, net	$ 1,487	$ 1,647

Depreciation expense was $0.5 million and $0.5 million for the years ended December 31, 2023 and 2022, respectively.

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Accrued Liabilities

6 Months Ended Jun. 30, 2024

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Accrued Liabilities

Note 8 - Accrued Liabilities

The following table presents details of accrued liabilities as of September 30, 2024 and December 31, 2023 (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Compensation and related expenses	$ 2,131	$ 1,566
Research and development expenses	576	1,191
Other	203	291
Total accrued liabilities	$ 2,910	$ 3,048

Adagio Medical Inc

Accrued Liabilities

Note 7 — Accrued Liabilities

The following table presents details of accrued liabilities as of June 30, 2024 and December 31, 2023 (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Compensation and related expenses	$ 2,467	$ 1,566
Research and development expenses	757	1,191
Other	205	291
Total accrued liabilities	$ 3,429	$ 3,048

Note 7 — Accrued Liabilities

The following table presents details of accrued liabilities as of December 31, 2023 and 2022 (in thousands):

	December 31, 2023	December 31, 2022
Compensation and related expenses	$ 1,566	$ 1,229
Research and development expenses	1,191	846
Other	291	82
Total accrued liabilities	$ 3,048	$ 2,157

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Debt

6 Months Ended Jun. 30, 2024

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Debt

Note 9 - Debt

Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Convertible Securities Notes	$ 13,750	$ —
October 2022 Convertible Notes measured at fair value	—	12,561
April 2023 Convertible Notes measured at fair value	—	14,757
November 2023 Convertible Notes measured at fair value	—	9,112
SVB term loan	—	1,838
Total outstanding debt	$ 13,750	$ 38,268

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, the Legacy Adagio entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.

On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Legacy Adagio and ARYA in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Legacy Adagio in connection with the Business Combination.

On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). Upon the consummation of the Business Combination, all principal and accrued interest in respect of the October 2022 Convertible Notes was converted into shares of the Legacy Adagio common stock, when multiplied by the exchange ratio applicable to the Legacy Adagio common stock in the Business Combination, entitled the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.

On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below).

The total of $9.5 million principal was received by the Legacy Adagio as of December 31, 2022. As of December 31, 2023 (Predecessor), the principal amount outstanding was $9.5 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $62.5 thousand, $0.4 million, $0.2 million and $0.6 million, respectively.

Upon the consummation of the Business Combination, all principal and accrued interest in respect to the October 2022 Convertible Notes were converted into 8,661,985 shares of Legacy Adagio common stock. Further, on Closing Date, the 8,661,985 Legacy Adagio common stocks were converted to 1,444,899 Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

Bridge Financing Notes (Predecessor)

April 2023 Convertible Notes

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity

period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, Legacy Adagio issued the additional $10.0 million.

On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

As of December 31, 2023 (Predecessor), the principal amount outstanding was $15.0 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $0.1 million, $0.6 million, $0.2 million and $0.3 million, respectively.

November 2023 Convertible Notes

On November 28, 2023, Legacy Adagio issued to Perceptive PIPE Investor a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million of Delayed Draw Commitment.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.

As of December 31, 2023 (Predecessor), the principal amount outstanding was $5.0 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $50.6 thousand and $0.3 million, respectively.

May 2024 Convertible Notes

On May 21, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $19.7 thousand and $46.0 thousand, respectively.

June 2024 Convertible Notes

On June 25, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $16.4 thousand and $19.2 thousand, respectively.

July 2024 Convertible Notes

On July 23, 2024, Legacy Adagio issued a $1.0

million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $1.3 thousand.

Pursuant to the Business Combination Agreement, the outstanding $29.5 million principal along with the accrued but unpaid interest of the Bridge Financing Notes, was converted in exchange for 4,372,607 shares of the Company's Common Stock and 3,540,000 Base Warrants as part of the PIPE Financing.

February 2024 Convertible Notes (Predecessor)

On February 13, 2024, the Legacy Adagio issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, the February 2024 Convertible Notes was automatically transferred to the Company in connection with the issuance of the Convertible Securities Notes to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among the Company, ARYA, Legacy Adagio and Perceptive PIPE Investor. Any interest accrued on the principal amount of the February 2024 Convertible Notes will be forfeited in connection with the transfer of the notes to the Company.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $46.0 thousand and $0.3 million, respectively.

On the Closing Date, the $7.0 million of February 2024 Convertible Notes were converted into $7.0 million Convertible Securities Notes and 525,000 Convert Warrants.

SVB Term Loan (Predecessor)

On February 3, 2023, Legacy Adagio entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the LSA. The loans mature on January 1, 2025 and Legacy Adagio must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%).

In connection with the issuance of the SVB Term Loan, Legacy Adagio issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of Legacy Adagio ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, Legacy Adagio must ensure that no event of default has occurred. If this condition is met, Legacy Adagio must provide SVB (i) the intent for the sale of all capital stock of Legacy Adagio, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of Legacy Adagio's capital stock.

The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.

As of December 31, 2023, the outstanding principal of SVB Term Loan was $1.9 million and the unamortized debt discount was $19.4 thousand.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense was $9.0 thousand, $87.3 thousand, $66.5 thousand, and $0.2 million, respectively.

Prior to the Closing, the existing SVB Term Loan of Legacy Adagio has a net balance of $1.0 million, including $1.0 million of principal and accrued interest, and an unamortized debt discount of $9.7 thousand. The unpaid principal and accrued interest were carried as assumed liabilities to the Company and paid at the Closing.

Convertible Securities Notes (Successor)

In connection with the execution of the Business Combination Agreement, Convert Investors executed the Convertible Security Subscription Agreement dated February 13, 2024, which was amended on June 20, 2024, with ListCo. In accordance with the agreement, ListCo issued on the Closing Date to the Convert Investors $20.0 million of Convertible Securities

Notes and 1,500,000 Convert Warrants.

The total of $20.0 million Convertible Securities Notes will be convertible into shares of the Company's Common Stock at a conversion price of $10.00 per share, subject to adjustment per the terms of the agreement. In the event of default, the Company may irrevocably elect in the event of default notice to permit the holder to effect alternate conversion, for which the conversion calculation and price are specified in the agreement.

The total of 1,500,000 Convert Warrants, each of which will be exercisable on a cashless basis or for one share of the Company's Common Stock at $24.00 per share, subject to adjustment. The Convertible Securities Notes have a maturity of three years and nine months after the Closing and interest will be payable in cash or compound as additional principal outstanding which accrues on a quarterly basis.

The conversion of the February 2024 Convertible Notes was carried out on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement.

For the periods from July 31, 2024 to September 30, 2024 (Successor), the Company has recognized interest expense of $0.4 million.

Adagio Medical Inc
Debt

Note 8 — Debt

Outstanding debt as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (As Restated) (Unaudited)	December 31, 2023 (As Restated)
October 2022 Convertible Notes measured at fair value	$ 12,811	$ 12,561
April 2023 Convertible Notes measured at fair value	14,871	14,757
November 2023 Convertible Notes measured at fair value	7,998	9,112
February 2024 Convertible Notes measured at fair value	6,783	—
May 2024 Convertible Notes measured at fair value	3,000	—
June 2024 Convertible Notes measured at fair value	2,501	—
SVB term loan	990	1,838
Total outstanding debt	$ 48,954	$ 38,268

October 2022 Convertible Notes

On October 27, 2022, the Company entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.

On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in
connection with a non-binding summary of certain proposed terms and conditions of a potential business combination (the "Transaction"), or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Company in connection with the Transaction.

On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). In addition, in the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into shares of the Company's common stock, when multiplied by the exchange ratio applicable to the Company's common stock in the Transaction, will entitle the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.

In the event of the sale of equity securities in the Company's next round of equity financing of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes) prior to the maturity date (a "Qualified Financing"), all principal and accrued interest shall be converted into shares or units of the same class or series as are sold in the Qualified Financing.

In the event of the sale of equity securities in the Company's next round of equity financing prior to the maturity date that is not a Qualified Financing ("Non-Qualified Financing"), the notes will automatically convert into shares or units of the same class or series as are sold in such Non-Qualified Financing.

For the conversion under both Qualified Financing and Non-Qualified Financing, the per share/unit conversion price for such equity securities shall be the lesser of (i) 75% of the average per share/unit price in such equity financing and (ii) an amount equal to $146.9 million divided by the number of fully diluted common stock (or unit) equivalents at the time of the Qualified Financing or Non-Qualified Financing. In the event that (i) or (ii) applies, the Company may create a sub-series of the preferred security on identical terms to the security issued in the Qualified Financing or Non-Qualified Financing, except that the aggregate liquidation preference of the sub-series will equal the total principal and accrued interest under the notes at the time of conversion.

In the event there is no subsequent round of financing, the notes would become due and payable in accordance with the terms of the convertible note agreement.

On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below).

The total of $9.5 million principal was received by the Company as of December 31, 2022. As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $9.5 million.

For the six months ended June 30, 2024 and 2023, the interest expense was $0.4 million and $0.4 million, respectively.

April 2023 Convertible Notes

On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible

Note 8 — Debt

Outstanding debt as of December 31, 2023 and 2022 consists of the following (in thousands):

	December 31, 2023 (As Restated)	December 31, 2022
October 2022 Convertible Notes measured at fair value	$ 12,561	$ 9,500
April 2023 Convertible Notes measured at fair value	14,757	—
November 2023 Convertible Notes measured at fair value	9,112	—
SVB term loan	1,838	—
Total Outstanding Debt	$ 38,268	$ 9,500

October 2022 Convertible Notes

On October 27, 2022, the Company entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.

On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were subsequently amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA Sciences Acquisition Corp IV ("ARYA") in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination (the "Transaction"), or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above.

The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principal and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Company in connection with the Transaction.

Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, the Company issued the additional $10.0 million.

On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event that the Company liquidates, the Company shall immediately upon the consummation of the change-of-control transaction or the liquidation event and prior to any payment to the equity holders of the Company, pay to the investor an amount equal to the greater of 120% of the sum of (i) the then-outstanding principal amount and all accrued and unpaid interest hereunder plus (ii) all accrued and unpaid dividends owed to the investor or such amount if all then-outstanding principal amount and any accrued and unpaid interest had be converted into common stock.

As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $15.0 million.

For the six months ended June 30, 2024 and 2023, the interest expense was $0.5 million and $0.1 million, respectively.

November 2023 Convertible Notes

On November 28, 2023, the Company issued to Perceptive Life Sciences Master Fund, Ltd. ("Perceptive PIPE Investor") a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million of Delayed Draw Commitment.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and
any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.

As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $8.0 million and $5.0 million, respectively.

For the six months ended June 30, 2024, the interest expense was $0.3 million.

February 2024 Convertible Notes

On February 13, 2024, the Company issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

In the event of the consummation of the Transaction, effective upon the closing of the Transaction, the February 2024 Convertible Notes will automatically be cancelled (or transferred to New Adagio) in connection with the issuance of New Adagio Convertible Notes (as defined below) to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among New Adagio, ARYA, the Company and Perceptive PIPE Investor. Any interest accrued on the principal amount will be forfeited in connection with a cancellation (or transfer of the February 2024 Convertible Notes to New Adagio).

Upon termination of the Transaction and prior to a Qualified Financing (as defined below), all of the then-outstanding principal amount of this note and any accrued and

In the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into the type of securities that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest under the October 2022 Convertible Notes, divided by seventy-five percent (75%) of the effective price of the securities sold in the PIPE Financing.

In the event of the sale of equity securities in the Company's next round of equity financing of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes) prior to the maturity date (a "Qualified Financing"), all principal and accrued interest shall be converted into shares or units of the same class or series as are sold in the Qualified Financing.

In the event of the sale of equity securities in the Company's next round of equity financing prior to the maturity date that is not a Qualified Financing ("Non-Qualified Financing"), the notes will automatically convert into shares or units of the same class or series as are sold in such Non-Qualified Financing.

For the conversion under both Qualified Financing and Non-Qualified Financing, the per share/unit conversion price for such equity securities shall be the lesser of (i) seventy-five percent (75%) of the average per share/unit price in such equity financing and (ii) an amount equal to $146.9 million divided by the number of fully diluted common stock (or unit) equivalents at the time of the Qualified Financing or Non-Qualified Financing. In the event that (i) or (ii) applies, the Company may create a sub-series of the preferred security on identical terms to the security issued in the Qualified Financing or Non-Qualified Financing, except that the aggregate liquidation preference of the sub-series will equal the total principal and accrued interest under the notes at the time of conversion.

In the event there is no subsequent round of financing, the notes would become due and payable.

On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the November 2023 Convertible Notes (as described below). In addition, in the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into shares of the Company's common stock, when multiplied by the exchange ratio applicable to the Company's common stock in the Transaction, will entitle the holder of this note to receive a number of shares of the same class of common stock that are issued in the PIPE Financing equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.

For the years ended December 31, 2023 and 2022, the interest expense was $0.8 million and $0.1 million, respectively.

April 2023 Convertible Notes

On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, the Company issued an additional $10.0 million.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $146.9 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $146.9 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event that the Company liquidates, the Company shall immediately upon the consummation of the change-of-control transaction or the liquidation event and prior to any payment to the equity holders of the Company, pay to the Investor an amount equal to the greater of 120% of the sum of (i) the then-outstanding principal amount and all accrued and unpaid interest hereunder plus (ii) all accrued and unpaid dividends owed to the investor or such amount if all then-outstanding principal amount and any accrued and unpaid interest had be converted into common stock.

On November 28, 2023, the April 2023 Convertible Notes, were amended to align certain terms of the April 2023 Convertible Notes to the November 2023 Convertible Notes.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and

unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes, the April 2023 Convertible Notes, the November 2023 Convertible Notes, and the February 2024 Convertible Notes) (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

As of June 30, 2024, the principal amount outstanding was $7.0 million.

For the six months ended June 30, 2024, the interest expense was $0.2 million.

In connection with the Business Combination, certain investors entered a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo will issue on the closing date to the certain investors ("Convert Investors") $20.0 million of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio common stock, and warrants (the "Convert Warrants"), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the "Base Convert Financing"). The New Adagio Convertible Notes will have a maturity of three years and nine months after the closing and interest will be payable in cash or compound as additional principal outstanding.

On the closing date, the February 2024 Convertible Notes will convert into New Adagio Convertible Notes and Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing Note held by the Perceptive PIPE Investor into New Adagio Convertible Notes and Convert Warrants and purchase of New Adagio Convertible Notes and Convert Warrants by the other Convert Investors in the Base Convert Financing, the "Convertible Security Financing"). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may request that on the closing date the February 2024 Convertible Notes is repaid with the funds raised in connection with such Additional Financing instead of such 2024 Bridge Financing Note converting into New Adagio Convertible Notes and Convert Warrants. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination.

May 2024 Convertible Notes

On May 21, 2024, the Company issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

As of June 30, 2024, the principal amount outstanding was $3.0 million.

For the six months ended June 30, 2024, the interest expense was $26.3 thousand.

June 2024 Convertible Notes

On June 25, 2024, the Company issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

For the year ended December 31, 2023, the interest expense was $0.6 million.

November 2023 Convertible Notes

On November 28, 2023, the Company issued to Perceptive Life Sciences Master Fund, Ltd. ("Perceptive PIPE Investor") a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above.

The November Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million of Delayed Draw Commitment available beginning one month after November 28, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction.

In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.

For the year ended December 31, 2023, the interest expense was $19.8 thousand.

SVB Term Loan

On February 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"). The loans mature on January 1, 2025 and the Company must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%).

In connection with the issuance of the SVB Term Loan, the Company issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of the Company ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i) the intent for the sale of all capital stock of the Company, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of the Company's capital stock.

The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.

As of December 31, 2023, the subsequent term loan advance of $2.0 million had not been drawn. As of December 31, 2023, the outstanding principal of SVB Term Loan is $1.9 million, and the

the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a “Qualified Financing”), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company’s Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

As of June 30, 2024, the principal amount outstanding was $2.5 million.

For the six months ended June 30, 2024, the interest expense was $2.7 thousand.

SVB Term Loan

On February 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the Loan and Security Agreement (“LSA”) with Silicon Valley Bank (“SVB Term Loan”). The loans mature on January 1, 2025 and the Company must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%).

In connection with the issuance of the SVB Term Loan, the Company issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of the Company (“Initial Warrants”), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock (“Additional Warrants”) upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone (“Milestone”) refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i) the intent for the sale of all capital stock of the Company, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of the Company’s capital stock.

The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.

As of June 30, 2024, the subsequent term loan advance of $2.0 million had not been drawn. As of June 30, 2024 and December 31, 2023, the outstanding principal of SVB Term Loan is $1.0 million and $1.9 million, respectively; and the unamortized debt discount is $9.7 thousand and $19.4 thousand, respectively. For the six months ended June 30, 2024 and 2023, the interest expense was $78.3 thousand and $0.1 million, respectively.

unamortized debt discount is $19.4 thousand. For the year ended December 31, 2023, the interest expense was $0.2 million.

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Warrants	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Warrants		**Note 10 - Warrants**	

SVB Warrants (Predecessor)

On February 3, 2023, in conjunction with the LSA, the Legacy Adagio issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the non-occurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively “SVB Warrants”).

The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the exercise price of the SVB Warrants before the Closing.

Series E Pre-funded Warrants (Predecessor)

On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to *Note 13-Mezzanine Equity and Stockholders’ Equity (Deficit)),* Legacy Adagio issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investor’s existing holding of 207,902 shares of Series E Preferred Stock.

The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise.

Upon the consummation of the Business Combination, the 207,902 Series E Pre-funded Warrants were converted in exchange for 34,680 shares of the Company’s Common Stock.

Convert Warrants (Successor)

As mentioned in *Note 9- Debt*, the Company issued $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants at the Closing. Each of the Convert Warrants is exercisable on a cashless basis or for one share of the Company’s Common Stock at an exercise price of $24.00 per share, subject to adjustment. The Convert Warrants expire on the seventh anniversary from the issuance date.

PIPE Pre-funded Warrants (Successor)

The Company issued 670,000 PIPE Pre-funded Warrants, along with 681,111 shares of the Company’s Common Shares and 1,140,000 Base Warrants to certain Other PIPE Investor in exchange for cash proceeds of $9.5 million in PIPE Financing.

As set forth in the agreement of the PIPE Pre-Funded Warrants, the PIPE Pre-Funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company’s Common Stock at an exercise price of $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. The PIPE Pre-funded Warrants expires when it is exercised in full.

PIPE Base Warrants (Successor)

On the Closing Date, the Company issued 3,540,000 Base Warrants along with 4,372,607 shares of the Company’s Common Shares to settle the outstanding principal and accrued interest of the Bridge Financing Notes.

The Company also issued 3,345,069 Base Warrants along with 3,287,018 shares of the Company’s Common Stock and 670,000 PIPE Pre-Funded Warrants to PIPE Investors for cash proceeds received in PIPE Financing.

Further, in connection with the non-redemption agreements entered with certain Other PIPE Investors holding 468,941 shares of ARYA’s Class A ordinary shares, the Company issued 643,658 units of Base Warrants along with 761,229 shares of the Company’s Common stock in exchange for the non-redeemable 468,941 shares of ARYA’s Class A ordinary shares.

The Base Warrants can be exercised to the Company’s Common Stock at any time during the period from the issuance date to the expiration date which is the fifth anniversary from the date of issuance. The warrants can be exercised on a gross or net basis at an exercise price of $10 per share.

The Base Warrants were fair valued at $2.41 per unit on the date of issuance based on the

assumptions including (i) the value of the Company's Common Stock is $6.64 per share; (ii) a risk-free rate at 3.93%; (iii) zero dividend yield; (iv) the common stock volatility at 84.0% and a volatility haircut of 10%; (v) the remaining term is five years.

According to the ASC 815, it is determined that the Base Warrants associated with the PIPE Financing are indexed to the Company's Common Stock under and are accounted for as equity, which is initially measured at fair value. The Base Warrants are classified as equity in the financial statements because they meet the ASC 815-40 indexation guidance. Specifically, 1) the Base Warrants can be exercised at any time during the exercise period without contingencies; 2) the Base Warrants can be settled in a fixed number of shares upon exercise with any adjustments, such as antidilution and alternative issuance adjustments, consistent with ASC 815 guidance, which does not preclude equity classification. Additionally, the Company has sufficient authorized shares available to settle the Base Warrants, and all the adjustments are in the control of the Company, further supporting the equity classification.

Adagio Medical Inc
Warrants

Note 9 — Warrants

SVB Common Stock Warrant

On February 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants"). As of June 30, 2024, the Additional Warrants had not been distributed. All the Additional Warrants were distributed as of June 30, 2023.

The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.

Pre-funded Warrants

On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to *Note 12 — Mezzanine Equity and Stockholders' Deficit*), the Company issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investor's existing holding of 207,902 shares of Series E Preferred Stock.

The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise.

Note 9 — Warrants

SVB Common Stock Warrant

On February 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants"). As of December 31, 2023, all the Additional Warrants had been distributed.

The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.

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Operating Leases

6 Months Ended
Jun. 30, 2024

9 Months Ended
Sep. 30, 2024

12 Months Ended
Dec. 31, 2023

Operating Leases

Note 11 - Operating Leases

The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to *Note 17- Related Party Transactions*) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.

As of September 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of September 30, 2024 and December 31, 2023.

The following table summarizes quantitative information of the Company's operating leases for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor):

	Nine months ended September 30,		
	2024		2023
	Predecessor	Successor	Predecessor
In thousands, unaudited	January 1 to July 30	July 31 to September 30	January 1 to September 30
Operating cash flows paid for operating leases	$ 108	$ 25	$ 133
Weighted average remaining lease term (years)	1.7	1.6	1.7
Weighted average discount rate	8%	8%	8%

Operating lease cost was $0.1 million, $33.0 thousand, and $0.2 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. There has been no variable lease cost for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Operating lease cost was $17.0 thousand, $33.0 thousand, and $57.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the three months ended September 30, 2023 (Predecessor).

The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):

Three months ending December 31, 2024	$ 39
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	241
Less: imputed interest	(14)
Total operating lease liability	$ 227

Adagio Medical Inc
Operating Leases

Note 10 — Operating Leases

Note 10 — Operating Leases

The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to *Note 16 — Related Party Transactions*) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which

The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to *Note 16 — Related Party Transactions*) under its operating leases. The leases have expirations ranging from July 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.

As of June 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of June 30, 2024 and December 31, 2023.

The following table summarizes quantitative information of the Company's operating leases for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30 (Unaudited)	2024	2023
Operating cash flows paid for operating leases	$ 92	$ 88
Weighted average remaining lease term (years)	1.8	1.9
Weighted average discount rate	8.0 %	8.0 %

Operating lease cost was $0.1 million and $0.1 million for the six months ended June 30, 2024 and 2023, respectively. The Company did not incur any variable lease cost for the six months ended June 30, 2024 and 2023.

The following table presents the future minimum payments under the non-cancelable operating leases as of June 30, 2024 (in thousands):

Six months ending June 30 (Unaudited)	
Six months ending December 31, 2024	$ 79
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	281
Less: imputed interest	(18)
Total operating lease liability	$ 263

include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.

As of December 31, 2023 and 2022, the Company does not have any finance or short-term leases and has not entered into any leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations.

The following table summarizes quantitative information of the Company's operating leases for the years ended December 31, 2023 and 2022 (in thousands):

Years ended December 31,	2023	2022
Operating cash flows paid for operating leases	$ 178	$ 173
Weighted average remaining lease term (years)	1.7	2.2
Weighted average discount rate	8.0 %	8.0 %

	Year ended December 31, 2022
Right-of-use assets acquired under operating lease on the adoption of ASC 842 on January 1, 2022	$ 440
Operating lease liabilities acquired under operating lease on the adoption of ASC 842 on January 1, 2022	$ 443

Operating lease cost was $0.2 million and $0.2 million for the years ended December 31, 2023 and 2022, respectively. The Company did not incur any variable lease cost for the years ended December 31, 2023 and 2022.

The following table presents the future minimum payments under the non-cancelable operating leases as of December 31, 2023 (in thousands):

Year ending December 31,	
2024	$ 86
2025	36
2026	18
Total undiscounted future cash flows	140
Less: imputed interest	(9)
Total operating lease liability	$ 131

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Commitments and Contingencies	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Commitments and Contingencies		**Note 12 - Commitments and Contingencies**	

Litigation

The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.

Adagio Medical Inc			
Commitments and Contingencies	**Note 11 — Commitments and Contingencies**		**Note 11 — Commitments and Contingencies**

Litigation

The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.

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Mezzanine Equity and Stockholders' Deficit	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024
Mezzanine Equity and Stockholders' Deficit		**Note 13 - Mezzanine Equity and Stockholders' Equity (Deficit)**

Authorized Shares (Predecessor)

The Legacy Adagio's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of July 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below.

Convertible Preferred Stock (Predecessor)

Legacy Adagio classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of Legacy Adagio. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in November 2020, are not entirely within Legacy Adagio's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. Legacy Adagio records the issuance of preferred stock at the issuance price less related issuance costs. Legacy Adagio has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), the following transactions have been executed:

- On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See *Note 10- Warrants* for additional information regarding the Series E Pre-funded Warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued Series E Pre-funded Warrants is recorded in additional paid-in capital.

On the Closing Date, the Legacy Adagio's 4,732,044 convertible preferred stocks were converted into shares of Legacy Adagio common stock on a one-to-one basis prior to Adagio Merger Effective Time and then converted into 789,337 shares of the Company's Common Stock and additional paid in capital at the Closing based on the exchange ratio set forth in the Business Combination Agreement.

There were no preferred stock transactions during the year ended December 31, 2023 (Predecessor).

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	and Outstanding	Carrying Value [1]	Conversion Price Per Share	Stock Equivalent Shares	Liquidation Preference

Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$ 91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below:

Preferred Stock - Dividends

Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative.

In the event that the dividend amount declared by the Board of Directors of Legacy Adagio is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis.

No dividends on preferred stock or common stock have been declared by the Board of Directors as of December 31, 2023 (Predecessor) or as of the Closing date.

Liquidation Preference

In the event of liquidation of Legacy Adagio, including a merger, acquisition, or sale of all or substantially all the assets of Legacy Adagio, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of Legacy Adagio to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder.

If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares.

Voting Rights

So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of Legacy Adagio. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis.

On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock.

Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number.

Conversion Rights

Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively.

Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Protective Provisions

So long as there are at least 1,000,000 shares of preferred stock outstanding, Legacy Adagio shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of Legacy Adagio.

So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, Legacy Adagio shall not directly or indirectly (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of Legacy Adagio in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock.

Common Stock (Predecessor)

Each share of common stock is entitled to one vote. As of December 31, 2023 (Predecessor), Legacy Adagio authorized to issue up to 6,594,946 of common stock at a par value of $0.001 per share out of which 786,510 shares issued and 779,908 shares outstanding.

On the Closing Date, as explained in *Note 3- Forward Merger*, each share of Legacy Adagio issued and outstanding prior to the Closing Date was converted into the Company's Common Stock based on exchange ratio set forth in the Business Combination Agreement.

Common Stock (Successor)

As of September 30, 2024 (Successor), the Company's certificate of incorporation, as amended and restated, authorized the Company to issue up to 210,000,000 of common stock at a par value of $0.0001 per share, and 20,000,000 shares of preferred stock, par value $0.0001 per share. As of September 30, 2024 (Successor), 14,535,136 shares were issued and outstanding, including 1,147,500 Sponsor Earnout (as defined below).

In September 2024, the Company issued 1,147,500 shares of the Company's Common Stock (such issuance, the "Sponsor Earnout") to the AYRA Sponsor under the Sponsor Letter Agreement dated February 13, 2024 ("the Sponsor Letter Agreement"). Pursuant to the agreement, the Sponsor Earnout shall be unvested and vests upon the earlier of: i) During the

period from the effective time to the 10th anniversary of the Closing Date (the "Earn-Out Period"), the stock price of the Company's Common Stock equals to or exceeds $24.00 per share (the "Trigger Price") for any 20 trading days within any 30 trading day period from and after the Closing Date (the "Earn-Out Target"), and ii) immediately prior to the consummation of a company sale during the Earn-Out Period.

As of the reporting date, the vesting of the Sponsor Earnout was not considered probable.

According to ASC 815, it is determined that the Sponsor Earnout is indexed to the Company's Common Stock and classified as equity and is initially measured at fair value and not subsequently remeasured. The Sponsor Earnout vests when the Company's stock price meets a stated price or there is a company sale during the earnout period. Upon meeting either vesting condition, the same number of the Company's Common Stock would be issued and no longer subject to forfeiture or cancellation. The Sponsor Earnout meets the ASC 815-40 indexation guidance. Specifically, the stated stock price and company sale, as the exercise contingencies, do not preclude equity indexation and there is no variability in the number of shares issuable under the Sponsor Earnout. Additionally, the Sponsor Earnout at the issuance meets the ASC 815-40 equity classification criterion as the Company has sufficient authorized shares available to settle the Sponsor Earnout and all the antidilution adjustments are in the control of the Company.

The holders of the Company's Common Stock are entitled to receive dividends whenever funds are legally available, when and if declared by the Company's Board of Directors. As of September 30, 2024 (Successor), no cash dividend has been declared to date. Each share of the Company's Common Stock is entitled to one vote.

Below table summarizes the number of shares of common stock outstanding immediately following the Closing:

	Number of Shares
Contribution from PIPE Financing for cash	3,287,018
Conversion of ARYA convertible promissory notes	355,100
Conversion of ARYA Class A ordinary shares and Class B ordinary shares	2,089,000
Conversion of Class A ordinary shares subject to redemption	123,520
Shares issued in purchase consideration	6,771,769
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229
Total	13,387,636

The table below summarizes the Company's reserved common stock for further issuance as of September 30, 2024 (Successor) and December 31,2023 (Predecessor):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Conversion of preferred stock	—	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	—	747,001
Common shares available for future grant under the 2012 and 2022 Plan	—	27,012
Base Warrants	7,528,727	—
PIPE Pre-funded Warrants	670,000	—
Convertible Securities Notes	3,231,327	—
Convert Warrants	1,500,000	—
Company's Common Stock issuable upon the exercise of outstanding options Legacy Adagio's equity plans that were assumed in the Business Combination	7,587	—
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	4,472,592	—
Common Stock reserved for future issuance under the 2024 Key Employee Equity Incentive Plan	3,354,444	—
Common Stock reserved for future issuance under the 2024 Employee Stock Purchase Plan	441,293	—
Common stock reserved for future issuance	21,205,970	5,713,959

Adagio Medical Inc

Mezzanine Equity and Stockholders' Deficit

Note 12 — Mezzanine Equity and Stockholders' Deficit

Authorized Shares

The Company's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of June 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below.

Convertible Preferred Stock

The Company classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of the Company. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in November 2020, are not entirely within the Company's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. The Company records the issuance of preferred stock at the issuance price less related issuance costs. The Company has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.

During the six months ended June 30, 2024, the Company executed the following transactions:

- On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See *Note 9 — Warrants* for additional information regarding the pre-funded warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued pre-funded warrants is recorded in additional paid-in capital.

There were no preferred stock transactions during the year ended December 31, 2023.

The following table summarizes information related to issuance of the Company's preferred stock as of June 30, 2024 (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value[1]	Conversion Price Per Share	Number of Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,671,798	37,679	22.61	1,671,798	37,799
	4,939,946	4,732,044	$86,783		4,732,044	$ 86,936

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value[1]	Conversion Price Per Share	Number of Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637

Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below:

Preferred Stock – Dividends

Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative.

In the event that the dividend amount declared by the Board of Directors of the Company is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis.

No dividends on preferred stock or common stock have been declared by the Board of Directors as of June 30, 2024 and December 31, 2023.

Liquidation Preference

In the event of liquidation of the Company, including a merger, acquisition, or sale of all or substantially all the assets of the Company, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of the Company to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder.

If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares.

Voting Rights

So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of the Company. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis.

On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock.

Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number.

Conversion Rights

Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively.

Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Protective Provisions

So long as there are at least 1,000,000 shares of preferred stock outstanding, the Company shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of the Company.

So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the Company shall not directly or indirectly (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of the Company in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock.

Common Stock

Each share of common stock is entitled to one vote.

Common stock reserved for future issuance consisted of the following as of June 30, 2024 and December 31, 2023:

	June 30, 2024 (Unaudited)	December 31, 2023
Conversion of preferred stock	4,732,044	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	742,409	747,001
Common shares available for future grant under the 2012 and 2022 Plan	31,604	27,012
Common stock reserved for future issuance	5,506,057	5,713,959

Stock-Based Compensation

Note 14 - Stock-Based Compensation

Predecessor Periods

2012 Stock Incentive Plan

In January 2011, Legacy Adagio's Board approved the 2012 Stock Incentive Plan (the "2012 Plan"), which permitted grants of Incentive Stock Options ("ISOs") and Non-statutory Stock Options ("NSOs") to employees, directors and consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022.

2022 Stock Incentive Plan

In April 2022, the Legacy Adagio's Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the "2022 Plan"), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the "Stock Incentive Plan").

The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of Legacy Adagio. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial.

The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As Legacy Adagio lacks company-specific historical and implied volatility information required for valuation, Legacy Adagio estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the "simplified method" provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the "simplified method," or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as Legacy Adagio has never paid nor does it expect to pay any cash dividend in the near future.

The following table summarizes stock option activity during the periods from January 1, 2024 to July 30, 2024 (Predecessor):

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023 (Predecessor)	747,001	$ 6.17	7.45	$ 72
Forfeited	(6,592)	4.82	—	—
Options forfeited in connection with the Business Combination	—	—	—	
Outstanding, July 30, 2024 (Predecessor)	740,409	$ 6.18	—	$ —
Vested and expected to vest, July 30, 2024 (Predecessor)	—	$ —	—	$ —
Vested and exercisable, July 30, 2024 (Predecessor)	—	$ —	—	$ —

There were no stock options exercised during the periods from January 1, 2024 to July 30, 2024 (Predecessor). Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity.

The fair value of awards vested was $0.3 million during the periods from January 1, 2024 to July 30, 2024 (Predecessor). As of July 30, 2024 prior to the Closing (Predecessor), the total unrecognized compensation cost of $0.4 million was accelerated at the Closing, which was recognized and expensed in accordance with the terms of the 2012 Stock Incentive Plan and the 2022 Stock Incentive Plan.

Upon the consummation of the Business Combination, 45,544 In-the-Money Adagio Options were canceled and extinguished in exchange for 7,587 options to purchase the Company's Common Stock.

Stock-Based Compensation Expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to
July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands):

	2024		2023	
	July 1 to July 30	January 1 to July 30	Three months ended September 30	Nine months ended September 30
Selling, general, and administration	$335	$ 527	$ 66	$ 241
Research and development	86	115	60	88
Total stock-based compensation expense	$421	$ 642	$ 126	$ 329

Successor *Periods*

2024 Equity Incentive Plan

The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The purpose of the plan is to promote the success and enhance the value of the Company by linking the individual interests of the members of the Board, Employees, and Consultants to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Equity Incentive Plan authorizes the issuance of up to 4,472,593 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to the lesser of (A) five percent (5%) of the shares of Common Stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of Company's Common Stock as determined by the Board or the compensation committee thereof. The Company may grant an option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, or other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the Plan. The awards can be issued to any person who is an employee, a consultant, or a non-employee director.

The Company has not granted any awards under this plan as of September 30, 2024.

2024 Key Employee Equity Incentive Plan

The Board of Directors of the Company adopted the 2024 Key Employee Equity Incentive Plan on July 26, 2024. The purpose of the Plan is to promote the success and enhance the value of the Company by linking the individual interests of key employees of the Company to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Key Employee Equity Incentive Plan authorizes the issuance of up to 3,354,444 shares of the Company's Common Stock. The Company may grant option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the plan. The awards can only be issued to certain individuals as identified in the plan who are an employee, a consultant, or a non-employee director.

The Company has not granted any awards under this plan as of September 30, 2024.

2024 Employee Stock Purchase Plan

The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The 2024 Employee Stock Purchase Plan provides a means by which eligible employees of the Company and certain designated related corporations may be given an opportunity to purchase shares of the Company's Common Stock. The plan permits the Company to grant a series of purchase rights to eligible employees under an Employee Stock Purchase Plan. The 2024 Employee Stock Purchase Plan authorizes the issuance of up to 441,293 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to one percent (1%) of the share of common stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year, provided that the Board or its compensation committee may reduce the amount of the increase in any particular year.

The Company has not granted any purchase rights under this plan as of September 30, 2024.

The following table summarizes stock option activity during the periods from July 31, 2024 to September 30, 2024 (Successor):

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, July 31, 2024 (Successor)	—	$ —	—	$ —
Options issued as part of the Business Combination	7,587	8.97	—	68
Outstanding, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested and exercisable, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68

As discussed above, the Company has not granted any options under the 2024 Equity Incentive Plan, the 2024 Key Employee Equity Incentive Plan and the 2024 Employee Stock Purchase Plan.

Adagio Medical Inc
Stock-Based Compensation

Note 13 — Stock-Based Compensation

2012 Stock Incentive Plan

In January 2011, the Board approved the 2012 Stock Incentive Plan (the "2012 Plan"), which permitted grants of Incentive Stock Options ("ISOs") and Non-statutory Stock Options ("NSOs") to employees, directors and consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022.

2022 Stock Incentive Plan

In April 2022, the Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the "2022 Plan"), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the "Stock Incentive Plan").

The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of the Company. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial.

The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As the Company lacks company-specific historical and implied volatility information required for valuation, the Company estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the "simplified method" provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the "simplified method," or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is

Note 13 — Stock-Based Compensation

2012 Stock Incentive Plan

In January 2011, the Board approved the 2012 Stoc
Plan (the "2012 Plan"), which permitted grants of Ince
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shares that can be granted under the 2012 Plan cannot
1,255,000 shares. The 2012 Plan had a maximum 10-ye
as such, terminated in January 2022.

2022 Stock Incentive Plan

In April 2022, the Board approved, in conjunction w
termination of the 2012 Plan, the 2022 Stock Incentive
"2022 Plan"), permitting ISOs and NSOs to employees,
and consultants. The maximum number of shares grant
the 2022 Plan cannot exceed 203,855 plus any shares s
stock options granted under the 2012 Plan that expirec
otherwise terminated without having been exercised in
forfeited, or were repurchased by the Company. The 20
intended as the successor to and continuation of the 20
(thereafter both the 2012 and 2022 Plans are referred
"Stock Incentive Plan").

The Stock Incentive Plan provides a means whereby
participants may purchase shares of common stock pur
ISOs or NSOs and such persons may be granted shares
stock for consideration consisting of cash and/or past s
rendered to or on behalf of the Company. ISOs may onl
granted to employees. NSOs and stock purchase rights
granted to employees and consultants. Generally, optio
only have service conditions that need to be met for the
vest, with the exception of grants to two non-employee
performance obligations that were deemed to be imma

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year contractual term. The fair value of each employee
employee stock option grant is estimated on the date o
using the Black-Scholes option pricing model. As the C
lacks company-specific historical and implied volatility
required for valuation, the Company estimates its expe
volatility based on the historical volatility of a publicly
peer companies. Due to the lack of historical exercise h
expected life term of ISOs that were granted after 201
determined using the "simplified method" provided by
Securities and Exchange Commission in Staff Accounti
Number 107 and 110. The expected life term of NSOs i
determined either by using the "simplified method," or
calculating the time to expiry from the grant date. The
interest rate is determined by reference to the U.S. Tre
curve in effect at the time of grant for time periods app
equal to the expected term of the award. Expected divi
zero as the Company has never paid nor does it expect
cash dividend in the near future.

The weighted average assumptions used to estimat
value of stock option granted during the years ended
December 31, 2023 and 2022 are listed in the table bel

	Year ended December 31, 2023	Year ended December 31, 2
Risk-free interest rate	3.69 %	
Expected dividend yield	— %	
Expected		

zero as the Company has never paid nor does it expect to pay any cash dividend in the near future.

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

(Unaudited)	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$ 72
Forfeited	(4,592)	$ 4.76	—	—
Outstanding, June 30, 2024	742,409	$ 6.18	6.95	$ 4
Vested and expected to vest, June 30, 2024	723,710	$ 6.20	6.92	$ 4
Vested and exercisable, June 30, 2024	537,222	$ 6.45	6.47	$ 4

There were no stock options exercised during the six months ended June 30, 2024. Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity.

The fair value of awards vested was $0.2 million during the six months ended June 30, 2024. As of June 30, 2024, the total unrecognized compensation related to unvested stock option awards granted was $0.4 million, which the Company expects to recognize over a weighted-average period of approximately 2.0 years.

Total Stock-Based Compensation

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30, (Unaudited)	2024	2023
Selling, general, and administration	$ 192	$ 176
Research and development	29	28
Total stock-based compensation	$ 221	$ 204

term in years	6.37	6
Expected volatility	38.48 %	36

The following table summarizes stock option activit the years ended December 31, 2023 and 2022:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	(i
Outstanding, December 31, 2021	585,044	$ 6.41	8.65	$
Granted	69,050	$ 7.97		
Exercised	(11,217)	$ 2.26		
Forfeited	(23,350)	$ 4.65		
Outstanding, December 31, 2022	619,527	$ 6.73	7.87	$
Granted	160,000	$ 3.88		
Exercised	(5,669)	$ 3.22		
Forfeited	(22,357)	$ 6.94		
Expired	(4,500)	$ 0.93		
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$
Vested and expected to vest, December 31, 2023	718,003	$ 6.19	7.41	$
Vested and exercisable, December 31, 2023	444,839	$ 6.47	6.75	$

The Company received $18.3 thousand and $25.4 t related to stock options exercised during the years end December 31, 2023 and 2022, respectively. Certain sto grants under the Stock Incentive Plan allow the recipie exercise the options prior to the options becoming fully Under the Stock Incentive Plan, the Company retains t repurchase common shares that have been issued upor exercise of options at the original issue price. Cash rec early exercise of unvested stock options is initially reco liability. At each reporting date, the vested shares are equity.

The total Intrinsic value for stock options exercised $30.2 thousand and $64.9 thousand during the years e December 31, 2023 and 2022, respectively. The fair va awards vested was $0.4 million and $0.4 million during ended December 31, 2023 and 2022, respectively. As o December 31, 2023, the total unrecognized compensat to unvested stock option awards granted was $0.7 milli the Company expects to recognize over a weighted-ave of approximately 2.3 years.

Total Stock-Based Compensation

The following table summarizes the total stock-base compensation expense for the stock options expense re the consolidated statements of operations and compreh for the year ended December 31, 2023 (in thousands):

Years ended December 31,	2023
Selling, general and administrative	$ 384
Research and development	58
Total stock-based compensation	$ 442

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Net Loss Per Common Share	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Net Loss Per Common Share			

Note 15 – Earnings Per Share ("EPS")

Predecessor

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.

	(Predecessor)			
	Period from July 1 to July 30, 2024	Period from July 1 to July 30, 2023	Period from January 1 to July 30, 2024	Nine months ending September 30, 2023
Numerator:				
Net income (loss) attributable to common stockholders	$ (8,235)	$ (10,761)	$ (21,278)	$ (27,969)
Denominator:				
Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted	987,810	760,572	815,854	759,489
Net income (loss) per share attributable to common stockholders - basic and diluted	$ (8.34)	$ (14.15)	$ (26.08)	$ (36.83)

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

	(Predecessor)	
	As of July 30, 2024	As of September 30, 2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	740,409	755,559
SVB Warrants	—	49,080
Total potentially dilutive securities	5,472,453	5,744,585

Successor

After the Business Combination, the Successor calculated basic EPS and diluted EPS to common stockholders in conformity with the two-class method required for companies with participating securities. The Company considered (i) the Convertible Securities Notes and (ii) the earnout shares subject to vesting conditions to be participating securities as they participate in any distributions declared by the Company. The Company's Base Warrants and Convert Warrants are considered as non-participating securities, as the holders are not entitled to any shareholder right prior to the exercise of the Base Warrants and the Convert Warrants. As of the reporting date, none of the Base Warrants or the Convert Warrants were exercised to receive the Company's Common Stock.

Under the two-class method, undistributed earnings allocated to these participating securities were subtracted from net income in determining net income attributable to common stockholders. Net income attributable to common stockholders was not allocated to Convertible Securities Notes as the holders of Convertible Securities Notes did not have a contractual obligation to share in income.

Further, Basic EPS under the two-class method includes the impact of the Company's PIPE Pre-funded Warrants as the PIPE Pre-funded Warrants are exercisable for only $0.01 per share (i.e., de minimis cash consideration) without an expiration date and not subject to exercise contingencies.

The Company discloses the Diluted EPS under the if-converted method as such diluted EPS is lower than the diluted EPS calculated under the two-class method. The Earn-out shares subject to vesting conditions are not considered in the denominator for the calculation of diluted EPS as the vesting conditions for the Earn-out shares were not met during the successor reporting period.

The following table sets forth the computation of basic earnings per share attributable to common stockholders and the participating securities for the periods presented (in thousands, except share and per share data):

Basic EPS:

	July 31, 2024 to September 30, 2024 (Successor)		
(amounts in thousands, except the per share information)	**Common Shares**	**Convertible Securities Notes**	**Sponsor Earnout**
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	**July 31, 2024 to September 30, 2024 (Successor)**
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351
Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

	September 30, 2024 (Successor)
Base Warrants	7,528,727
Convert Warrants	1,500,000
Earn-out Shares, subject to vesting conditions	1,147,500
Stock options issued in connection with the Business Combination	7,587
Total potentially dilutive securities	10,183,814

Adagio Medical Inc
Net Loss Per Common Share

Note 14 — Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Six months ended June 30, (Unaudited)	**2024 (As Restated)**	**2023 (As Restated)**
Numerator:		
Net loss attributable to common stockholders	$ (13,043)	$ (17,208)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share		

Note 14 — Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data):

Years ended December 31,	**2023 (As Restated)**	**2022**
Numerator:		
Net loss attributable to common stockholders	$ (36,590)	$ (23,673)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	759,814	751,568

attributable to common stockholders – basic and diluted	779,908	758,942
Net loss per share attributable to common stockholders – basic and diluted	$ (16.72)	$ (22.67)

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

Six months ended June 30, (Unaudited)	2024	2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	742,409	712,946
Common stock warrants	49,080	49,080
Total	5,523,533	5,701,972

Net loss per share attributable to common stockholders – basic and diluted	(48.16)	(31.50)

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the years presented because the impact of including them would be anti-dilutive:

	December 31, 2023	December 31, 2022
Convertible preferred stock	4,939,946	4,939,946
Stock options	747,001	619,527
Common stock warrants	49,080	—
Total	5,736,027	5,559,473

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Income Taxes	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Income Taxes		**Note 16 - Income Taxes**	

The Company accounts for income taxes in accordance with ASC 740. Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), there was no material change from fiscal year ended December 31, 2023 (Predecessor) in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation, fair value adjustments for convertible notes and warrant liabilities, and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

For the nine months ended September 30, 2023 (Predecessor), the effective tax rate for the Company's operations was 0.0%.The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.

Adagio Medical Inc
Income Taxes

Note 15 — Income Taxes

The Company accounts for income taxes in accordance with ASC 740. Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the six months ended June 30, 2024, there was no material change from

Note 15 — Income Taxes

The components of pretax loss from operations for the years ended December 31, 2023 and 2022 are as follows (dollars in thousands):

Years ended December 31,	2023 (As Restated)	2022
U.S.	$ (36,517)	$(20,744)
Foreign	(73)	(2,929)
Pretax loss from operations	$ (36,590)	$(23,673)

There was no income tax provision for the year ended December 31, 2023 and 2022. Current income taxes are based upon the year's income taxable for federal, state and foreign tax reporting purposes. Deferred income taxes are provided for certain income and expenses which are recognized in different periods for tax and financial reporting purposes. Deferred tax assets and liabilities are computed for differences between the consolidated financial statements and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the period in which the differences are expected to affect taxable income, and include NOL carryforwards and R&D tax credit carryforwards.

The following table presents a reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense for the years ended December 31, 2023 and 2022 (dollars in thousands):

Years ended December 31,	2023 Amount (As Restated)	2023 Tax Rate (As Restated)	2022 Amount	2022 Tax Rate
Income tax benefit at federal statutory rate	$ (7,684)	21.0 %	$(4,972)	21.0 %
Adjustments for tax effects of:				
Permanent adjustments	448	(1.2)%	28	(0.1)%
Change in FV of convertible note	1,456	(4.0)%	—	— %
NOL true-up adjustment	2,922	(8.0)%	—	— %
Foreign rate differential	(11)	(0.0)%	18	(0.1)%
Change in federal valuation allowance	2,869	(7.8)%	4,926	(20.8)%
Income tax expense	$ —	— %	$ —	— %

Significant components of the Company's deferred tax assets and liabilities as of December 31, 2023 and 2022 are as follows (in thousands):

	December 31, 2023	December 31, 2022
Deferred tax assets:		
Net operating losses	$ 25,786	$ 26,489
Capitalized research costs	4,456	1,737
Research and development credit	1,604	1,604
Accrued compensation	392	283
Stock-based compensation	269	97
Operating lease liabilities	14	54
Other	114	91
Total deferred tax assets	32,635	30,355
Less: Valuation allowance	(32,100)	(29,981)
Total deferred tax assets, net of valuation allowance	535	374
Deferred tax liabilities:		
Right-of-use assets	(14)	(53)
Unrecognized tax benefit	(521)	(321)
Total deferred tax liabilities	(535)	(374)
Net deferred tax assets		

fiscal year ended December 31, 2023 in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.

For the six months ended June 30, 2024, the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation, fair value adjustments for convertible notes and warrant liabilities, and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

For the six months ended June 30, 2023, the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.

(liabilities)	$ —	$ —

The Company has established a valuation allowance as of December 31, 2023 and 2022 to fully offset the net deferred tax assets of $32.1 million and $30.0 million, respectively. Realization of the future tax benefits is dependent on the Company's ability to generate sufficient taxable income within the carryforward period. Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over the three-year period ended December 31, 2023. Such objective evidence limits the ability to consider other subjective evidence, such as the Company's projections for future commercialization. Management has concluded that it is more likely than not that the Company will not have sufficient foreseeable taxable income to allow for the utilization of the deferred tax assets; therefore, a full valuation allowance has been established to reduce the net deferred tax assets to zero at December 31, 2023 and 2022.

As of December 31, 2023 and 2022, the Company had federal NOL carryforwards of approximately $100.0 million and $84.8 million, respectively. $19.0 million of the federal NOL carryforwards will begin to expire from 2031. Due to the enactment of the Tax Cuts and Jobs Act, federal net operating losses generated beginning in 2018 are carried forward indefinitely. Therefore, the remaining federal NOL carry forwards of $81.0 million and $65.8 million as of December 31, 2023 and 2022, respectively, have an unlimited carryover period. As of December 31, 2023 and 2022, the Company had state NOL carryforwards of $53.4 million and $53.4 million, respectively, which will begin to expire from 2031. As of December 31, 2023 and 2022, the Company had a NOL from Adagio Medical GmbH of $249.3 thousand and $138.7 thousand, respectively. The NOLs are carried forward indefinitely. As of December 31, 2023 and 2022, the Company also had net federal R&D tax credit carry-forwards of approximately $1.6 million and $1.6 million, respectively. The federal R&D tax credits will begin to expire in 2038. The Company had no state R&D credits.

The Company's tax attribute carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), as well as similar state and foreign provisions. These ownership changes may limit the amount of NOL and R&D credit carryforwards that can be used annually to offset future taxable income and tax, respectively. In general, an "ownership change" as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50% of the outstanding stock of a company by certain stockholders. The Company has not completed a study to assess whether an ownership change has occurred or whether there have been multiple ownership changes since the Company's formation due to the complexity and cost associated with such study, and the fact that there may be additional such ownership changes in the future. Any limitation may result in expiration of a portion of the NOL carryforwards or R&D tax credit carryforwards before utilization; however, such limitation, if any, would not have an impact on the Company's financial statement due to the full valuation allowance.

The Company conducts intensive research and experimentation activities, generating R&D tax credits for federal purposes under Section 41 of the Code. The Company has performed a formal study validating these credits claimed in the tax returns.

The following table summarizes the changes to unrecognized tax benefits as of December 31, 2023 and 2022 (in thousands):

Years ended December 31,	2023	2022
Balance at beginning of year	$ 321	$ 321
Gross increases – tax positions during the year	200	—
Balance at end of year	$ 521	$ 321

As of December 31, 2023, the Company has unrecognized tax benefits of $0.5 million of which $0.5 million will affect the effective tax rate if recognized when the Company no longer has a valuation allowance offsetting its deferred tax assets.

The Company does not anticipate that there will be a significant change in unrecognized tax benefits over the next 12 months.

The Company is subject to U.S. federal and various state tax as well as Germany tax jurisdictions. Since the Company formed in 2011, all filed tax returns are subject to examination. Generally, the tax years remain open for examination by the federal statute under a three-year statute of limitation; however, states generally keep their statutes open between three and four years. However, the Company's tax years from inception are subject to examination by the United States and various state taxing authorities due to the carry forward of unused NOLs and R&D credits.

Enacted in December 2017, the Tax Cuts and Jobs Act of 2017 ("TCJA") amended Section 174 to require capitalization of all research and experimental ("R&E") costs incurred in tax years beginning after December 31, 2021. For tax years beginning on or after January 1, 2022, R&E costs must be amortized over five years if the R&E activities are performed in the U.S., or over 15 years if the activities are performed outside of the U.S., beginning with the midpoint of the tax year in which the costs were paid or incurred. During 2023, the Company capitalized $15.5 million of R&E costs. The Company plans to refine the calculation for Section 174 and make an adjustment on the tax return.

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Related Party Transactions	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Related Party Transactions			

Note 17 - Related Party Transactions

Shared Services Agreement

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), from July 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), the Company incurred $0.9 million, $0.2 million, $0.1 million, $0.4 million and $1.0 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive income (loss).

Laguna Hills Sublease (Predecessor)

In addition to the Shared Services Agreement, Legacy Adagio also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023, Legacy Adagio incurred $25.5 thousand, $25.5 thousand, $76.4 thousand of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 11-Operating Leases* for further detail.

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio issued a $0.5 million convertible promissory note to Fjordinvest, LLC ("Fjordinvest"), a company owned and operated by the Legacy Adagio's CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 9-Debt* for additional information regarding the October 2022 Convertible Notes.

Convertible Securities Notes (Successor)

In connection with the Business Combination and the Convertible Securities Notes agreement, the Company issued a $7.0 million Convertible Securities Notes to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of the February 2024 Convertible Notes. Refer to *Note 9-Debt* for additional information regarding the Convertible Securities Notes.

PIPE Financing (Successor)

In connection with the Business Combination and the PIPE Financing, the Company issued 4,372,607 shares of the Company's Common Stock and 3,540,000 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of Bridge Financing Notes. Refer to *Note 9- Debt* for additional information regarding the Convertible

Securities Notes.

Further, in connection with the PIPE Financing, the Company issued 2,250,352 shares of the Company's Common Stock and 1,905,069 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's additional cash investment of approximately $15.9 million in the Company.

Adagio Medical Inc
Related Party Transactions

Note 16 — Related Party Transactions

Shared Services Agreement

During the six months ended June 30, 2024 and 2023, the Company incurred $0.8 million and $0.6 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive loss.

Laguna Hills Sublease

In addition to the Shared Services Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired.

During the six months ended June 30, 2024 and 2023, the Company incurred $25.5 thousand and $50.9 thousand of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 10 — Operating Leases* for further detail.

October 2022 Convertible Notes

On October 27, 2022, the Company issued a $0.5 million convertible promissory note to Fjordinvest, LLC ("Fjordinvest"), a company owned and operated by the Company's CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 8 — Debt* for additional information regarding the October 2022 Convertible Notes.

Note 16 — Related Party Transactions

Shared Services Agreement

During the years ended December 31, 2023 and 2022, the Company incurred $1.4 million and $1.1 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the consolidated statements of comprehensive loss.

Laguna Hills Sublease

In addition to the Shared Services Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. During the years ended December 31, 2023 and 2022, the Company incurred $0.1 million and $0.1 million of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 10 — Operating Leases* for further detail.

October 2022 Convertible Notes

On October 27, 2022, the Company issued a $0.5 million convertible promissory note to Fjordinvest, LLC ("Fjordinvest"), a company owned and operated by the Company's CEO. On April 4, 2023 and November 28, 2023, the October 2022 Convertible Notes were amended. Refer to *Note 8 — Debt* for additional information regarding the October 2022 Convertible Notes.

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Restatement of Quarterly Financial Information (Unaudited)

12 Months Ended

Dec. 31, 2023

Adagio Medical Inc
Restatement of Quarterly Financial Information (Unaudited)

Note 17 – Restatement of Quarterly Financial Information (Unaudited)

The Company has restated herein their previously issued unaudited condensed consolidated financial statements for each interim period within the fiscal year ended December 31, 2023 (USD in thousands, except basic and diluted net loss per common share). Refer to *Note 2 - Restatement of Previously Issued Financial Statements* for additional information.

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of September 30, 2023 (Unaudited)			
Convertible notes payables, current	$ 27,619	$ (1,035)	$ 26,584
Total current liabilities	36,950	(1,035)	35,915
Total liabilities	37,589	(1,035)	36,554
Accumulated deficit	(126,063)	1,035	(125,028)
Total stockholders' deficit	$ (124,542)	$ 1,035	$ (123,507)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Nine Months ended September 30, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (5,119)	$ 1,035	$ (4,084)
Total other income (expense), net	(6,395)	1,035	(5,360)
Net loss	(29,004)	1,035	(27,969)
Comprehensive loss	(29,005)	1,035	(27,970)
Basic and diluted net loss per common share	$ (38.19)	$ 1.36	$ (36.83)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Nine Months Ended September 30, 2023 (Unaudited)			
Net Loss	$ (29,004)	$ 1,035	$ (27,969)
Accumulated Deficit Balance, September 30, 2023	(126,063)	1,035	(125,028)
Total Stockholders' Deficit Balance, September 30, 2023	$ (124,542)	$ 1,035	$ (123,507)
Condensed Consolidated Statement of Cash Flow for the Nine Months Ended September 30, 2023 (Unaudited)			
Net Loss	$ (29,004)	$ 1,035	$ (27,969)
Change in fair value of convertible notes payables	$ 5,119	$ (1,035)	$ 4,084
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (3,649)	$ 616	$ (3,033)
Total other income (expense), net	(4,296)	616	(3,680)
Net loss	(17,824)	616	(17,208)
Comprehensive loss	(17,829)	616	(17,213)
Basic and diluted net loss per common share	$ (23.49)	$ 0.82	$ (22.67)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Accumulated Deficit Balance, June 30, 2023	(114,883)	616	(114,267)
Total Stockholders' Deficit Balance, June 30, 2023	$ (113,492)	$ 616	$ (112,876)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Change in fair value of convertible notes payable	$ 3,649	$ (616)	$ 3,033
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (2,361)	$ 327	$ (2,034)
Total other income (expense), net	(2,622)	327	(2,295)
Net loss	(9,276)	327	(8,949)
Comprehensive loss	(9,280)	327	(8,953)
Basic and diluted net loss per common share	$ (12.25)	$ 0.43	$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Accumulated Deficit Balance, March 31, 2023	(106,335)	327	(106,008)
Total Stockholders' Deficit Balance, March 31, 2023	$ (105,049)	$ 327	$ (104,722)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Change in fair value of convertible notes payable	$ 2,361	$ (327)	$ 2,034

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Subsequent Events

6 Months Ended

Jun. 30, 2024

9 Months Ended

Sep. 30, 2024

12 Months Ended

Dec. 31, 2023

Subsequent Events

Note 18 - Subsequent Events

The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date through the date that the financial statements were issued. During this period, the Company did not identify any

subsequent events that would have required adjustment in the condensed consolidated financial statements.

Adagio Medical Inc
Subsequent Events

Note 18 — Subsequent Events

The Company evaluates subsequent events and transactions that occurred after the balance sheet date up to April 18, 2024, the date the consolidated financial statements are available to be issued. During this period, other than the events disclosed below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

Business Combination Agreement

On February 13, 2024, ARYA, a Cayman Islands exempted company, Aja HoldCo, Inc., a Delaware corporation ("ListCo"), Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), the Company, and Aja Merger Sub 2, Inc., a Delaware corporation ("Company Merger Sub") entered into the business combination agreement pursuant to which (i) ARYA Merger Sub will be merged with and into ARYA (the "ARYA Merger"), with ARYA surviving the ARYA Merger as a direct wholly-owned subsidiary of ListCo and (ii) Company Merger Sub will be merged with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with Adagio surviving the Adagio Merger as a direct wholly-owned subsidiary of ListCo (the "Business Combination"). In connection with the consummation of the Business Combination, ListCo will change its name to "Adagio Medical, Inc." ("New Adagio").

The closing of the Business Combination is subject to the satisfaction or waiver of certain customary closing conditions, including, among others, the receipt of required approval by the stockholders of the Company and ARYA, required regulatory approvals and the fulfillment of other conditions set forth in the Merger Agreement, and the effectiveness of the registration statement to be filed with the U.S. Securities and Exchange Commission in

connection with the business combination.

New Adagio Convertible Notes and 2024 Bridge Financing Note

In connection with the Business Combination, certain investors executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo will issue on the closing date to the certain investors ("Convert Investors") $20.0 million of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio common stock, and warrants (the "Convert Warrants"), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the "Base Convert Financing"). The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding.

The Perceptive PIPE Investor also purchased a $7.0 million convertible promissory note of Adagio (the "2024 Bridge Financing Note") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, the Company and ListCo (the "2024 Bridge Financing Note Subscription Agreement"). As of the issuance date, the Company has received the principal of $7.0 million. On the closing date, pursuant to the terms of the 2024 Bridge Financing Note and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Note will convert into New Adagio Convertible Notes and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5.5 million of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant

to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the “Convertible Security Financing”). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may request that on the closing date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination.

July 2024 Convertible Notes

On July 23, 2024, the Company issued a $1.0 million convertible promissory note (“July 2024 Convertible Notes”) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.

Effective upon the closing of the Transaction, the July 2024 Convertible Notes was automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Consummation of Business Combination

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with ARYA and ListCo. Upon the closing of the merger, ListCo changed its name to “Adagio Medical Holdings, Inc.” The common stock of New Adagio began trading on August 1, 2024, under the

Note 17 — Subsequent Events

The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date up to August 14, 2024, the date the condensed consolidated financial statements are available to be issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements.

July 2024 Convertible Notes

On July 23, 2024, the Company issued a $1.0 million convertible promissory note (“July 2024 Convertible Notes”) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.

Effective upon the closing of the Transaction, the July 2024 Convertible Notes was automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

Consummation of Business Combination

On July 31, 2024, the Company announced the closing of its previously announced Business Combination with ARYA and ListCo. Upon the closing of the merger, ListCo changed its name to “Adagio Medical Holdings, Inc.” The common stock of New Adagio began trading on August 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, ARYA and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding, Inc.

In conversion of the Company’s certain liabilities and equity outstanding prior to the closing of the merger:

a) each common stock warrant of Adagio (other than the pre-funded warrants for Series E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement;

b) all issued and outstanding October 2022 Convertible Notes including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such October 2022 Convertible Notes, and October 2022 Convertible Notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion;

c) all issued and outstanding April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 Convertible Notes including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements;

d) each share of preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled;

e) all issued and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded warrants for Series E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio

common stock based on the exchange ratio set forth in the Business Combination Agreement;

f) each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an "In-the-Money Adagio Option") are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto;

g) outstanding SVB Term Loan is paid off by Adagio prior to the Closing; and

h) $7,000,000 of February 2024 Convertible Notes is converted into New Adagio convertible notes and convert warrants.

In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in ARYA's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYA's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.

The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.

symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, ARYA and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding, Inc.

In conversion of the Company's certain liabilities and equity outstanding prior to the closing of the merger:

a) each common stock warrant of Adagio (other than the pre-funded warrants for Series E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement;

b) all issued and outstanding October 2022 Convertible Notes including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such October 2022 Convertible Notes, and October 2022 Convertible Notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion;

c) all issued and outstanding April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 Convertible Notes including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements;

d) each share of

preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled;

e) all issued and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded warrants for Series E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio common stock based on the exchange ratio set forth in the Business Combination Agreement;

f) each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an "In-the-Money Adagio Option") are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto;

g) outstanding SVB Term

Loan is paid off by Adagio prior to the Closing; and

h) $7,000,000 of February 2024 Convertible Notes is converted into New Adagio convertible notes and convert warrants.

In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in ARYA's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYA's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor.

The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.

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Summary of Significant Accounting Policies (Policies)	6 Months Ended	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Basis of Presentation		***Basis of Presentation***	

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.

As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.

Emerging Growth Company Status

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Concentrations of Credit Risk and Off-Balance Sheet Risk

Revenue Recognition

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional

Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets.

Inventory

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles.

Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

Concentrations

The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates.

Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its
revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

Leases

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to *Note 11-Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

Cost of Revenue

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and
insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs

Accrued Transaction Costs (Predecessor)

In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant

judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Warrants

Warrants

The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities.

The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date.

See *Note 10- Warrants* for additional information related to the warrants.

Term Loan

Term Loan (Predecessor)

The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See *Note 9- Debt* for additional information related to the term loan.

Convertible Preferred Stock

Convertible Preferred Stock (Predecessor)

The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Stock-Based

Stock-Based Compensation

Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 14- Stock-Based Compensation*.

Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

Adagio Medical Inc

Basis of Presentation

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

Emerging Growth Company Status

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the

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results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

As of June 30, 2024, $1.2 million of the Company's cash was held with Silicon Valley Bank ("SVB"), and exceeded federally insured limits. On March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. On March 12, 2023, the Secretary of the Treasury, the chair of the Federal Reserve Board and the chairman of the FDIC released a joint statement related to the FDIC's resolution of the Silicon Valley Bank receivership, which provided that all depositors would have access to all their money starting March 13, 2023. As of the issuance date of these financial statements, all cash deposited by the Company with SVB, now a division of First Citizens Bank and Trust Company, has been accessible by the Company.

Revenue Recognition

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the six months ended June 30, 2024 and 2023.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration.

which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed FDIC insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

On March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which immediately appointed the FDIC as receiver. SVB held $0.5 million of the Company's cash and cash equivalents as of December 31, 2023. The Company's full exposure was ultimately covered by the FDIC and no loss was incurred.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
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- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, *Leases* and ASC 606. Revenue allocated to the lease components was not material for the years ended December 31, 2023 and 2022.

Revenue from sales to customers of the Consumables is classified as revenue in the Company's consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration.

The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the six months ended June 30, 2024 and 2023, revenue was generated only from European markets.

Inventory

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the six months ended June 30, 2024, nor to the future remaining life of the Consoles.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

Concentrations

The Company had two suppliers exceed 10.0% of total accounts payable as of June 30, 2024, representing 82.0% of accounts payable. As of December 31, 2023, the Company had three suppliers exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 45.3% and 55.0%, respectively, of the Company's expenditures for the six months ended June 30, 2024. The Company's five and ten largest suppliers accounted for approximately 29.2% and 37.6%, respectively, of the Company's expenditures for the six months ended June 30, 2023.

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the six months ended June 30, 2024 and 2023, the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive loss.

Leases

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the

The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the years ended December 31, 2023 and 2022, revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research & development activities are expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles have a five-year useful life.

Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Concentrations

The Company had three suppliers exceed 10.0% of total accounts payable as of December 31, 2023, representing 71.6% of accounts payable. As of December 31, 2022, the Company had one supplier exceed 10.0% of total accounts payable, representing 17.1% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 45.0% and 54.3%, respectively, of the Company's expenditures for the year ended December 31, 2023. The Company's five and ten largest suppliers accounted for approximately 23.0% and 31.8%, respectively, of the Company's expenditures for the year ended December 31, 2022.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the years ended December 31, 2023 and 2022, the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the consolidated balance sheets and foreign currency translation adjustment in the consolidated statements of operations and comprehensive loss.

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the

economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, *Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the six months ended June 30, 2024 and June 30, 2023.

Cost of Revenue

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs

Accrued Transaction Costs

In connection with the Business Combination, the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed as of June 30, 2024, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

Fair Value Option for Convertible Notes

As permitted under ASC 825, *Financial Instruments* ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes"), May 2024 (the "May 2024 Convertible Notes"), and June 2024 (the "June 2024 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, November

economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to *Note 10—Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, *Leases* and ASC 606, *Revenue from Contracts with Customers*. Revenue allocated to the lease components were not significant for the years ended December 31, 2023 and 2022.

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred.

Accrued Transaction Costs

In connection with the expected Transaction (as defined in *Note 8 — Debt*), the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which was incurred and expensed as of December 31, 2023, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), and November 2023 (the "November 2023 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

The change in fair value of the convertible promissory notes,

2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4 — Fair Value Measurements* for further detail.

Warrants

Warrants

The Company accounts for certain common stock warrants and pre-funded warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the condensed consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the condensed consolidated balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9-Warrants* for additional information related to the warrants.

Term Loan

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive loss over the contractual term of the loan. See *Note 8-Debt* for additional information related to the term loan.

Convertible Preferred Stock

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13-Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting*

excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss.

Warrants

The Company accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the consolidated balance sheets in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815").

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Changes in fair value are recognized as warrant liabilities fair value adjustment in the consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See *Note 9 — Warrants* for additional information related to the warrants.

Term Loan

The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. See *Note 8 — Debt* for additional information related to the term loan.

Convertible Preferred Stock

The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 13 — Stock-Based Compensation*.

Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: *Valuation of Privately Held Company Equity Securities Issued as Compensation* to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

The Company adopted *ASU 2019-12, Simplifying the Accounting*

for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15-Income Taxes* for additional details.

Recently Adopted Accounting Pronouncements

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements.

for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its consolidated balance sheets and has not recognized interest and/or penalties in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2023 and 2022, respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 15 — Income Taxes* for additional details.

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued *ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326)* ("ASU l2016-13"). ASU 2016-13 sets forth a "current expected credit loss" model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost, available-for-sale debt securities and applies to certain off-balance sheet credit exposures. ASU 2016-13 is effective for smaller reporting companies in 2023. The Company adopted the guidance on January 1, 2023, with no material impact on the consolidated financial statements.

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Restatement of Previously Issued Financial Statements (Tables)

Adagio Medical Inc

Schedule of restatement adjustment on each financial statement line item affected by the restatement

	6 Months Ended Jun. 30, 2024		
	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of June 30, 2024 (Unaudited)			
Convertible notes payables, current	$ 50,955	$ (2,991)	$ 47,964
Total current liabilities	64,656	(2,991)	61,665
Total liabilities	64,783	(2,991)	61,792
Accumulated deficit	(149,683)	2,991	(146,692)
Total stockholders' deficit	$ (143,497)	$ 2,991	$ (140,506)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2024 (Unaudited)			
Convertible notes fair value adjustment	$ 2,531	$ 1,435	$ 3,966
Total other income (expense), net	996	1,435	2,431
Net loss	(14,478)	1,435	(13,043)
Comprehensive loss	(14,473)	1,435	(13,038)
Basic and diluted net loss per common share	$ (18.56)	$ 1.84	$ (16.72)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (3,649)	$ 616	$ (3,033)
Total other income (expense), net	(4,296)	616	(3,680)
Net loss	(17,824)	616	(17,208)
Comprehensive loss	(17,829)	616	(17,213)
Basic and diluted net loss per common share	$ (23.49)	$ 0.82	$ (22.67)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2024 (Unaudited)			
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)
Net Loss	(14,478)	1,435	(13,043)
Accumulated Deficit Balance, June 30, 2024	(149,683)	2,991	(146,692)
Total Stockholders' Deficit Balance, June 30, 2024	$ (143,497)	$ 2,991	$ (140,506)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Accumulated Deficit Balance, June 30, 2023	(114,883)	616	(114,267)
Total Stockholders' Deficit Balance, June 30, 2023	$ (113,492)	$ 616	$ (112,876)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2024 (Unaudited)			
Net Loss	$ (14,478)	$ 1,435	$ (13,043)
Change in fair value of convertible notes payable	$ (2,531)	$ (1,435)	$ (3,966)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Change in fair value of convertible notes payable	$ 3,649	$ (616)	$ 3,033

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of March 31, 2024 (Unaudited)			
Convertible notes payables, current	$ 46,313	$ (2,265)	$ 44,048
Total current liabilities	59,287	(2,265)	57,022
Total liabilities	59,337	(2,265)	57,072
Accumulated deficit	(143,223)	2,265	(140,958)
Total stockholders' deficit	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2024 (Unaudited)			
Convertible notes fair value adjustment	$ 1,673	$ 709	$ 2,382
Total other income (expense), net	797	709	1,506
Net loss	(8,018)	709	(7,309)
Comprehensive loss	(8,015)	709	(7,306)
Basic and diluted net loss per common share	$ (10.28)	$ 0.91	$ (9.37)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (2,361)	$ 327	$ (2,034)
Total other income (expense), net	(2,622)	327	(2,295)
Net loss	(9,276)	327	(8,949)
Comprehensive loss	(9,280)	327	(8,953)
Basic and diluted net loss per common share	$ (12.25)	$ 0.43	$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2024 (Unaudited)			
Accumulated Deficit Balance, December 31, 2023	$ (135,205)	$ 1,556	$ (133,649)
Total Stockholders' Deficit Balance, December 31, 2023	(133,579)	1,556	(132,023)
Net Loss	(8,018)	709	(7,309)
Accumulated Deficit Balance, March 31, 2024	(143,223)	2,265	(140,958)
Total Stockholders' Deficit Balance, March 31, 2024	$ (141,483)	$ 2,265	$ (139,218)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the			

	12 Months Ended Dec. 31, 2023		
	As Previously Reported	Adjustment	As Restated
Consolidated Balance Sheet as of December 31, 2023			
Convertible notes payables, current	$ 37,986	$ (1,556)	$ 36,430
Total current liabilities	48,732	(1,556)	47,176
Total liabilities	48,935	(1,556)	47,379
Accumulated deficit	(135,205)	1,556	(133,649)
Total stockholders' deficit	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Operations and Comprehensive Loss for the Year Ended December 31, 2023			
Convertible notes fair value adjustment	$ (8,486)	$ 1,556	$ (6,930)
Total other income (expense), net	(10,204)	1,556	(8,648)
Net loss	(38,146)	1,556	(36,590)
Comprehensive loss	(38,157)	1,556	(36,601)
Basic and diluted net loss per common share	$ (50.20)	$ 2.05	$ (48.15)
Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Accumulated Deficit Balance, December 31, 2023	(135,205)	1,556	(133,649)
Total Stockholders' Deficit Balance, December 31, 2023	$ (133,579)	$ 1,556	$ (132,023)
Consolidated Statement of Cash Flow for the Year Ended December 31, 2023			
Net Loss	$ (38,146)	$ 1,556	$ (36,590)
Change in fair value of convertible notes payables	$ 8,486	$ (1,556)	$ 6,930

The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands), except basic and diluted net loss per common share):

Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Accumulated Deficit Balance, March 31, 2023	(106,335)	327	(106,008)
Total Stockholders' Deficit Balance, March 31, 2023	$ (105,049)	$ 327	$ (104,722)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2024 (Unaudited)			
Net Loss	$ (8,018)	$ 709	$ (7,309)
Change in fair value of convertible notes payable	$ (1,673)	$ (709)	$ (2,382)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Change in fair value of convertible notes payable	$ 2,361	$ (327)	$ 2,034

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Fair Value Measurements (Tables)

6 Months Ended
Jun. 30, 2024

9 Months Ended
Sep. 30, 2024

12 Month
Dec. 31

Schedule of Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

Schedule of assumptions used in estimating fair value of convertible promissory notes

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

Schedule of presents changes in the Level 3 convertible promissory notes measured at fair value

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257
April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Adagio Medical Inc

Schedule of Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

June 30, 2024 (Unaudited)	Level 1	Level 2	Level 3 (As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 47,964
Common stock warrant liabilities	$ —	$ —	$ 64
Pre-funded warrant liabilities	$ —	$ —	$ 353

December 31, 2023	Level 1	Level 2	Level 3 (As Restated)
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Convertible notes payables	$ —	$ —	$ 36,430
Common stock warrant liabilities	$ —	$ —	$ 78

Schedule of assumptions used in estimating fair value of convertible promissory notes

As of June 30, 2024 (Unaudited)	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	38.70 %	0.04	5.50 %	385 %
April 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
November 2023 Convertible Notes	31.90 %	0.04	5.50 %	385 %
February 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
May 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %
June 2024 Convertible Notes	31.90 %	0.04	5.50 %	385 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods ended June 30, 2024 and December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Balance (beginning of period) (As Restated)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)
October 2022 Convertible Notes	$ 12,561	$ —	$ 250	$ 12,811
April 2023 Convertible Notes	14,757	—	114	$ 14,871
November 2023 Convertible Notes	9,112	3,000	(4,114)	$ 7,998
February 2024 Convertible Notes	—	7,000	(217)	$ 6,783
May 2024 Convertible Notes	—	3,000	—	$ 3,000
June 2024 Convertible Notes	—	2,500	1	$ 2,501

Year ended December 31, 2023	Balance (beginning of period)	Additions	Fair value measurement adjustments (As Restated)	Balance (end of period) (As Restated)

The following tables summarize t
instruments at fair value based on th
class of instrument (in thousands):

December 31, 2023	Le
Assets:	
Money market account	$
Liabilities:	
Convertible notes payables	$
Common stock warrant liabilities	$

December 31, 2022
Assets:
Money market account
Liabilities:
Convertible notes payables

April 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

November 2023 Convertible Notes
Discount rate
Expected Term (years)
Risk-Free interest rate
Volatility

October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$ 12,561
April 2023 Convertible Notes	—	15,000	(243)	$ 14,757
November 2023 Convertible Notes	—	5,000	4,112	$ 9,112

	June 30, 2024 (Unaudited)
Expected Volatility	115% - 385 %
Risk Free rate	4.3% - 5.4 %
Expected dividend yield	0.0 %
Expected term (years)	0.3 - 8.6

Schedule of presents changes in the Level 3 convertible promissory notes measured at fair value

The following table presents cha promissory notes measured at fair v December 31, 2023 and 2022, respe

Year ended December 31, 2023	October 2022 Convertible Notes (As Restated)
Balance (beginning of year)	$ 9,500
Additions	—
Fair value measurement adjustments (As Restated)	3,061
Balance (end of year)	$ 12,561

The following table presents changes in the Level 3 warrant liabilities measured at fair value for the six months ended June 30, 2024 and year ended December 31, 2023, respectively (in thousands):

Six months ended June 30, 2024 (Unaudited)	Common Stock Warrant Liabilities
Balance (beginning of period)	$ 78
Additions	—
Fair value measurement adjustments	(14)
Balance (end of period)	$ 64

Year ended December 31, 2023	Common Stock Warrant Liabilities
Balance (beginning of year)	$ —
Additions	36
Fair value measurement adjustments	42
Balance (end of year)	$ 78

Year ended December 31, 2022
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

The Company calculated the esti warrant liabilities as of December 3 assumptions:

Expected Volatility
Risk Free rate
Expected dividend yield
Expected term (years)

Year ended December 31, 2023
Balance (beginning of year)
Additions
Fair value measurement adju
Balance (end of year)

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Inventory, net (Tables)

6 Months Ended Jun. 30, 2024

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Schedule of components of inventory, net

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Raw materials	$ 2,547	$ 2,211
Work-in-Process	509	197
Finished goods	1,083	914
Total inventory	$ 4,139	$ 3,322

Adagio Medical Inc

Schedule of components of inventory, net

Inventory as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Raw materials	$ 2,450	$ 2,211
Work-in-Process	469	197
Finished goods	1,143	914
Total inventory	$ 4,062	$ 3,322

	December 31, 2023	December 31, 2022
Raw materials	$ 2,211	$ —
Work-in-Process	197	—
Finished goods	914	367
Total inventory	$ 3,322	$ 367

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Property and Equipment (Tables)

6 Months Ended Jun. 30, 2024

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Schedule of components of property and equipment, net

The Company's property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December-24 2023 (Predecessor)
Consoles	$ 2,567	$ 1,565
Other machinery and equipment	709	772
Leasehold improvements	306	305
Tools and molds	257	221
Computer equipment	188	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	4,181	3,264
Less: accumulated depreciation	(2,609)	(1,777)
Property and equipment, net	$ 1,572	$ 1,487

Adagio Medical Inc

Schedule of components of property and equipment, net

The Company's property and equipment, net, as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Consoles	$ 1,700	$ 1,565
Other machinery and equipment	905	772
Leasehold improvements	308	305
Tools and molds	230	221
Computer equipment	190	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	3,487	3,264
Less: accumulated depreciation	(2,333)	(1,777)
Property and		

	December 31, 2023	December 31, 2022
Consoles	$ 1,565	$ 1,266
Other machinery and equipment	772	731
Leasehold improvements	305	303
Tools and molds	221	221
Computer equipment	193	154
Demo equipment	66	66
Furniture and fixtures	49	53
Construction in process	54	54
Vehicles	39	39
Total property, plant, and equipment	3,264	2,887
Less: accumulated depreciation	(1,777)	(1,240)
Property and		

equipment, net	$ 1,154	$ 1,487	equipment, net	$ 1,487	$ 1,647

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Accrued Liabilities (Tables) | **6 Months Ended Jun. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Adagio Medical Inc

Schedule of accrued liabilities

The following table presents details of accrued liabilities as of June 30, 2024 and December 31, 2023 (in thousands):

	June 30, 2024 (Unaudited)	December 31, 2023
Compensation and related expenses	$ 2,467	$ 1,566
Research and development expenses	757	1,191
Other	205	291
Total accrued liabilities	$ 3,429	$ 3,048

	December 31, 2023	December 31, 2022
Compensation and related expenses	$ 1,566	$ 1,229
Research and development expenses	1,191	846
Other	291	82
Total accrued liabilities	$ 3,048	$ 2,157

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Debt (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of debt

Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Convertible Securities Notes	$ 13,750	$ —
October 2022 Convertible Notes measured at fair value	—	12,561
April 2023 Convertible Notes measured at fair value	—	14,757
November 2023 Convertible Notes measured at fair value	—	9,112
SVB term loan	—	1,838
Total outstanding debt	$ 13,750	$ 38,268

Adagio Medical Inc

Schedule of debt

Outstanding debt as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):

	June 30, 2024 (As Restated) (Unaudited)	December 31, 2023 (As Restated)
October 2022 Convertible Notes measured at fair value	12,811	12,561
April 2023 Convertible Notes measured at fair value	$	$
November 2023 Convertible Notes measured at fair value	14,871	14,757
February 2024 Convertible Notes measured at fair value	7,998	9,112
May 2024 Convertible Notes measured at fair value	6,783	—
June 2024 Convertible Notes measured at fair value	3,000	—
SVB term loan	2,501	—
Total outstanding debt	990	1,838
	$ 48,954	$ 38,268

	December 31, 2023 (As Restated)	December 31, 2022
October 2022 Convertible Notes measured at fair value	$ 12,561	$ 9,500
April 2023 Convertible Notes measured at fair value	14,757	—
November 2023 Convertible Notes measured at fair value	9,112	—
SVB term loan	1,838	—
Total Outstanding Debt	$ 38,268	$ 9,500

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Operating Leases (Tables) | **6 Months Ended Jun. 30, 2024** | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Schedule of quantitative information of operating leases

In thousands, unaudited	Nine months ended September 30, 2024 Predecessor January 1 to July 30	2024 Successor July 31 to September 30	2023 Predecessor January 1 to September 30
Operating cash flows paid for operating leases	$ 108	$ 25	$ 133
Weighted average remaining lease term (years)	1.7	1.6	1.7
Weighted average discount rate	8 %	8 %	8 %

Schedule of future minimum payments under the non-cancelable operating leases

The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):

Three months ending December 31, 2024	$ 39
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	241
Less: imputed interest	(14)
Total operating lease liability	$ 227

Adagio Medical Inc

Schedule of quantitative information of operating leases

The following table summarizes quantitative information of the Company's operating leases for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30 (Unaudited)	2024	2023
Operating cash flows paid for operating leases	$ 92	$ 88
Weighted average remaining lease term (years)	1.8	1.9
Weighted average discount rate	8.0 %	8.0 %

The following table summarizes quantitative information of the Company's operating leases for the years ended December 31, 2023 and 2022 (in thousands):

Years ended December 31,	2023	2022
Operating cash flows paid for operating leases	$ 178	$ 173
Weighted average remaining lease term (years)	1.7	2.2
Weighted average discount rate	8.0 %	8.0 %

Schedule of effect of adoption of ASC 842 - Leases in operating leases

	Year ended December 31, 2022
Right-of-use assets acquired under operating lease on the adoption of ASC 842 on January 1, 2022	$ 440
Operating lease liabilities acquired under operating lease on the adoption of ASC 842 on January 1, 2022	$ 443

Schedule of future minimum payments under the non-cancelable operating leases

The following table presents the future minimum payments under the non-cancelable operating leases as of June 30, 2024 (in thousands):

Six months ending June 30 (Unaudited)	
Six months ending December 31, 2024	$ 79
Year ending December 31, 2025	154
Year ending December 31, 2026	48

The following table presents the future minimum payments under the non-cancelable operating leases as of December 31, 2023 (in thousands):

Year ending December 31,	
2024	$ 86
2025	36
2026	18

Total undiscounted future cash flows	281
Less: imputed interest	(18)
Total operating lease liability	$ 263

Total undiscounted future cash flows	140
Less: imputed interest	(9)
Total operating lease liability	$ 131

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Mezzanine Equity and Stockholders' Deficit (Tables)

6 Months Ended
Jun. 30, 2024

9 Months Ended
Sep. 30, 2024

12 Months Ended
Dec. 31, 2023

Schedule of issuance of preferred stock

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Price Per Share	Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

Adagio Medical Inc

Schedule of issuance of preferred stock

The following table summarizes information related to issuance of the Company's preferred stock at December 31, 2023 and 2022 (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Conversion Price Per Share	Number of Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

Schedule of common stock reserved for future issuance

	June 30, 2024 (Unaudited)	December 31, 2023
Conversion of preferred stock	4,732,044	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	742,409	747,001
Common shares available for future grant under the 2012 and 2022 Plan	31,604	27,012
Common stock reserved for future issuance	5,506,057	5,713,959

	December 31, 2023	December 31, 2022
Conversion of preferred stock	4,939,946	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	747,001	619,527
Common shares available for future grant under the 2012 and 2022 Plan	27,012	160,155
Common stock reserved for future issuance	5,713,959	5,719,628

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Stock-Based Compensation (Tables)

6 Months Ended
Jun. 30, 2024

9 Months Ended
Sep. 30, 2024

12 Months Ended
Dec. 31, 2023

Schedule of stock option activity

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023 (Predecessor)	747,001	$ 6.17	7.45	$ 72
Forfeited	(6,592)	4.82	—	—
Options forfeited in connection with the Business Combination	—	—	—	
Outstanding, July 30, 2024 (Predecessor)	740,409	$ 6.18	—	$ —
Vested and expected to vest, July 30, 2024 (Predecessor)	—	$ —	—	$ —
Vested and exercisable, July 30, 2024 (Predecessor)	—	$ —	—	$ —

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, July 31, 2024 (Successor)	—	$ —	—	$ —
Options issued as part of the Business Combination	7,587	8.97	—	68
Outstanding, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested and exercisable, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68

Schedule of stock based compensation expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands):

	2024		2023	
	July 1 to July 30	January 1 to July 30	Three months ended September 30	Nine months ended September 30
Selling, general, and administration	$335	$ 527	$ 66	$ 241
Research and development	86	115	60	88
Total stock-based compensation expense	$421	$ 642	$ 126	$ 329

Adagio Medical Inc

Schedule of fair value of stock option granted

	Year ended December 31, 2023	Year ended December 31, 2
Risk-free		

interest rate	3.69 %
Expected dividend yield	— %
Expected term in years	6.37
Expected volatility	38.48 %

Schedule of stock option activity

(Unaudited)	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$ 72
Forfeited	(4,592)	$ 4.76	—	—
Outstanding, June 30, 2024	742,409	$ 6.18	6.95	$ 4
Vested and expected to vest, June 30, 2024	723,710	$ 6.20	6.92	$ 4
Vested and exercisable, June 30, 2024	537,222	$ 6.45	6.47	$ 4

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	(i
Outstanding, December 31, 2021	585,044	$ 6.41	8.65	$
Granted	69,050	$ 7.97		
Exercised	(11,217)	$ 2.26		
Forfeited	(23,350)	$ 4.65		
Outstanding, December 31, 2022	619,527	$ 6.73	7.87	$
Granted	160,000	$ 3.88		
Exercised	(5,669)	$ 3.22		
Forfeited	(22,357)	$ 6.94		
Expired	(4,500)	$ 0.93		
Outstanding, December 31, 2023	747,001	$ 6.17	7.45	$
Vested and expected to vest, December 31, 2023	718,003	$ 6.19	7.41	$
Vested and exercisable, December 31, 2023	444,839	$ 6.47	6.75	$

Schedule of stock based compensation expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023 (in thousands):

Six months ended June 30, (Unaudited)	2024	2023
Selling, general, and administration	$ 192	$ 176
Research and development	29	28
Total stock-based compensation	$ 221	$ 204

Years ended December 31,	2023
Selling, general and administrative	$ 384
Research and development	58
Total stock-based compensation	$ 442

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Net Loss Per Common Share (Tables)

6 Months Ended
Jun. 30, 2024

Schedule of computation of basic and diluted net loss per share attributable to common stockholders

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Six months ended June 30, (Unaudited)	2024 (As Restated)	2023 (As Restated)
Numerator:		
Net loss attributable to common stockholders	$ (13,043)	$ (17,208)
Denominator:		

9 Months Ended
Sep. 30, 2024

Basic EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor) Common Shares	Convertible Securities Notes	Sponsor Earnout
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351
Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

Schedule of potentially dilutive securities were excluded from the computation of diluted net loss per share

	September 30, 2024 (Successor)
Base Warrants	7,528,727
Convert Warrants	1,500,000
Earn-out Shares, subject to vesting conditions	1,147,500
Stock options issued in connection with the Business Combination	7,587
Total potentially dilutive securities	10,183,814

12 Months Ended
Dec. 31, 2023

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data):

Years ended December 31,	2023 (As Restated)	2022
Numerator:		
Net loss attributable to common stockholders	$ (36,590)	$ (23,673)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	759,814	751,568
Net loss per share attributable to common stockholders – basic and diluted	(48.16)	(31.50)

Adagio Medical Inc

Schedule of computation of basic and diluted net loss per share attributable to common stockholders

	(Predecessor) Period from July 1 to July 30, 2024	Period from July 1 to July 30, 2023	Period from January 1 to July 30, 2024	Nine months ending September 30, 2023
Numerator:				
Net income (loss) attributable to common stockholders	$ (8,235)	$ (10,761)	$ (21,278)	$ (27,969)
Denominator:				
Weighted-average shares				

Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	779,908	758,942		
Net loss per share attributable to common stockholders – basic and diluted	$ (16.72)	$ (22.67)		
Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted	987,810	760,572	815,854	759,489
Net income (loss) per share attributable to common stockholders - basic and diluted	$ (8.34)	$ (14.15)	$ (26.08)	$ (36.83)

Schedule of potentially dilutive securities were excluded from the computation of diluted net loss per share

Six months ended June 30, (Unaudited)	2024	2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	742,409	712,946
Common stock warrants	49,080	49,080
Total	5,523,533	5,701,972

	(Predecessor)	
	As of July 30, 2024	As of September 30, 2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	740,409	755,559
SVB Warrants	—	49,080
Total potentially dilutive securities	5,472,453	5,744,585

	December 31, 2023	December 31, 2022
Convertible preferred stock	4,939,946	4,939,946
Stock options	747,001	619,527
Common stock warrants	49,080	—
Total	5,736,027	5,559,473

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Income Taxes (Tables) - Adagio Medical Inc

12 Months Ended

Dec. 31, 2023

Summary of components of pretax loss from operations

The components of pretax loss from operations for the years ended December 31, 2023 and 2022 are as follows (dollars in thousands):

Years ended December 31,	2023 (As Restated)	2022
U.S.	$ (36,517)	$ (20,744)
Foreign	(73)	(2,929)
Pretax loss from operations	$ (36,590)	$ (23,673)

Summary of reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense

The following table presents a reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense for the years ended December 31, 2023 and 2022 (dollars in thousands):

Years ended December 31,	2023 Amount (As Restated)	2023 Tax Rate (As Restated)	2022 Amount	2022 Tax Rate
Income tax benefit at federal statutory rate	$ (7,684)	21.0 %	$ (4,972)	21.0 %
Adjustments for tax effects of:				
Permanent adjustments	448	(1.2)%	28	(0.1)%
Change in FV of convertible note	1,456	(4.0)%	—	— %
NOL true-up adjustment	2,922	(8.0)%	—	— %
Foreign rate differential	(11)	(0.0)%	18	(0.1)%
Change in federal valuation allowance	2,869	(7.8)%	4,926	(20.8)%
Income tax expense	$ —	— %	$ —	— %

Summary of components of deferred tax assets and liabilities

Significant components of the Company's deferred tax assets and liabilities as of December 31, 2023 and 2022 are as follows (in thousands):

	December 31, 2023	December 31, 2022
Deferred tax assets:		
Net operating losses	$ 25,786	$ 26,489
Capitalized research costs	4,456	1,737
Research and development credit	1,604	1,604
Accrued compensation	392	283
Stock-based compensation	269	97
Operating lease liabilities	14	54
Other	114	91
Total deferred tax assets	32,635	30,355
Less: Valuation allowance	(32,100)	(29,981)
Total deferred tax assets, net of valuation allowance	535	374
Deferred tax liabilities:		
Right-of-use assets	(14)	(53)
Unrecognized tax benefit	(521)	(321)
Total deferred tax liabilities	(535)	(374)
Net deferred tax assets (liabilities)	$ —	$ —

Summary of changes to unrecognized tax benefits

The following table summarizes the changes to unrecognized tax benefits as of December 31, 2023 and 2022 (in thousands):

Years ended December 31,	2023	2022
Balance at beginning of year	$ 321	$ 321
Gross increases – tax positions during the year	200	—
Balance at end of year	$ 521	$ 321

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Restatement of Quarterly Financial Information (Unaudited) (Tables)

12 Months Ended

Dec. 31, 2023

Adagio Medical Inc

Schedule of restatements of quarterly financial statements

	As Previously Reported	Adjustment	As Restated
Condensed Consolidated Balance Sheet as of September 30, 2023 (Unaudited)			
Convertible notes payables, current	$ 27,619	$ (1,035)	$ 26,584
Total current liabilities	36,950	(1,035)	35,915
Total liabilities	37,589	(1,035)	36,554
Accumulated deficit	(126,063)	1,035	(125,028)
Total stockholders' deficit	$ (124,542)	$ 1,035	$ (123,507)
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Nine Months ended September 30, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (5,119)	$ 1,035	$ (4,084)
Total other income (expense), net	(6,395)	1,035	(5,360)
Net loss	(29,004)	1,035	(27,969)
Comprehensive loss	(29,005)	1,035	(27,970)
Basic and diluted net loss per common share	$ (38.19)	$ 1.36	$ (36.83)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Nine Months Ended September 30, 2023 (Unaudited)			
Net Loss	$ (29,004)	$ 1,035	$ (27,969)
Accumulated Deficit Balance, September 30, 2023	(126,063)	1,035	(125,028)
Total Stockholders' Deficit Balance, September 30, 2023	$ (124,542)	$ 1,035	$ (123,507)
Condensed Consolidated Statement of Cash Flow for the Nine Months Ended September 30, 2023 (Unaudited)			
Net Loss	$ (29,004)	$ 1,035	$ (27,969)
Change in fair value of convertible notes payables	$ 5,119	$ (1,035)	$ 4,084
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (3,649)	$ 616	$ (3,033)
Total other income (expense), net	(4,296)	616	(3,680)
Net loss	(17,824)	616	(17,208)
Comprehensive loss	(17,829)	616	(17,213)
Basic and diluted net loss per common share	$ (23.49)	$ 0.82	$ (22.67)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Accumulated Deficit Balance, June 30, 2023	(114,883)	616	(114,267)
Total Stockholders' Deficit Balance, June 30, 2023	$ (113,492)	$ 616	$ (112,876)
Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited)			
Net Loss	$ (17,824)	$ 616	$ (17,208)
Change in fair value of convertible notes payable	$ 3,649	$ (616)	$ 3,033
Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)			
Convertible notes fair value adjustment	$ (2,361)	$ 327	$ (2,034)
Total other income (expense), net	(2,622)	327	(2,295)
Net loss	(9,276)	327	(8,949)
Comprehensive loss	(9,280)	327	(8,953)
Basic and diluted net loss per common share	$ (12.25)	$ 0.43	$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Accumulated Deficit Balance, March 31, 2023	(106,335)	327	(106,008)
Total Stockholders' Deficit Balance, March 31, 2023	$ (105,049)	$ 327	$ (104,722)
Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)			
Net Loss	$ (9,276)	$ 327	$ (8,949)
Change in fair value of convertible notes payable	$ 2,361	$ (327)	$ 2,034

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Organization and Description of Business - Liquidity and Going Concern (Details) - USD ($) $ in Thousands	1 Months Ended	2 Months Ended		3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Cash and cash equivalents		$ 28,260	$ 28,260								$ 1,383	
Net loss	$ (8,235)	3,606	3,600		$ (10,761)				$ (21,278)	$ (27,969)		
Net cash used in operating activities			(6,358)						$ (15,990)	(18,561)		
Accumulated deficit		$ (13,217)	$ (13,217)								(133,649)	
Adagio Medical Inc												
Cash and cash equivalents							$ 2,045				1,383	$ 5,547
Net loss				$ (7,309)		$ (8,949)	(13,043)	$ (17,208)		(27,969)	(36,590)	(23,673)
Net cash used in operating activities							(13,684)	$ (12,162)			(25,652)	(22,412)
Accumulated deficit				$ (140,958)	$ (125,028)		(146,692)			$ (125,028)	(133,649)	(97,059)
Working capital deficit							$ 55,000				$ 42,000	$ 6,200

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Organization and Description of Business - Strategic Realignment of Resources and Corporate Restructuring (Details)	Dec. 01, 2023 $ / shares	Dec. 01, 2023	Dec. 01, 2023 USD ($)	Dec. 01, 2023 employee	6 Months Ended Jun. 30, 2024 USD ($)	12 Months Ended Dec. 31, 2023 USD ($)
Restructuring Cost and Reserve [Line Items]						
Number of employees | employee				20		
Percentage of employees		19.00%				
Severance or related benefit costs			$ 0			
Retention bonuses			$ 0			
Adagio Medical Inc						
Restructuring Cost and Reserve [Line Items]						
Number of employees	20			20		
Percentage of employees		19.00%				
Severance or related benefit costs					$ 0	$ 0
Retention bonuses					$ 0	$ 0

XML 217 R187.htm IDEA: XBRL DOCUMENT

Restatement of Previously Issued Financial Statements (Details) - USD ($)	Dec. 31, 2023	1 Months Ended Jul. 30, 2024	Jul. 30, 2023	2 Months Ended Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	3 Months Ended Sep. 30, 2023
Condensed Consolidated Balance Sheet							
Convertible notes payable, current	$ 36,430,000						
Total current liabilities	47,176,000			$ 7,919,000	$ 7,919,000		
Total liabilities	47,379,000			30,635,000	30,635,000		
Accumulated deficit	(133,649,000)			(13,217,000)	(13,217,000)		
Total stockholders' deficit	(132,023,000)	$ (148,315,000)		76,561,000	76,561,000		$ (123,507,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Total other income (expense), net		(2,029,000)		8,031,000			(1,680,000)
Net loss		(8,235,000)		3,606,000	$ 3,600,000		(10,761,000)
Comprehensive loss		$ (8,237,000)		$ 3,597,000			$ (10,757,000)
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)		$ 0.18			$ (14.15)
Diluted net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)	$ (14.15)	$ 0.02	$ 0.02		$ (14.15)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss		$ (8,235,000)		$ 3,606,000	$ 3,600,000		$ (10,761,000)
Total Stockholders' Deficit Balance	(132,023,000)	(148,315,000)		76,561,000	76,561,000		(123,507,000)
Condensed Consolidated Statement of Cash Flow							
Net loss		(8,235,000)		3,606,000	3,600,000		(10,761,000)
Accumulated Deficit							
Condensed Consolidated Balance Sheet							
Total stockholders' deficit	(133,649,000)	(154,927,000)		(13,217,000)	(13,217,000)		(125,028,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Net loss		(8,235,000)		3,606,000			(10,761,000)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss		(8,235,000)		3,606,000			(10,761,000)
Total Stockholders'					$		

Deficit Balance	(133,649,000)	(154,927,000)		(13,217,000)	(13,217,000)	(125,028,000)	
Condensed Consolidated Statement of Cash Flow							
Net loss		$ (8,235,000)		$ 3,606,000		(10,761,000)	
Adagio Medical Inc							
Condensed Consolidated Balance Sheet							
Convertible notes payable, current	36,430,000			$ 44,048,000		26,584,000	
Total current liabilities	47,176,000			57,022,000		35,915,000	
Total liabilities	47,379,000			57,072,000		36,554,000	
Accumulated deficit	(133,649,000)			(140,958,000)		(125,028,000)	
Total stockholders' deficit	(132,023,000)			(139,218,000)		(123,507,000)	$ (104,722,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Convertible notes fair value adjustment				2,382,000			(2,034,000)
Total other income (expense), net				1,506,000			(2,295,000)
Net loss				(7,309,000)			(8,949,000)
Comprehensive loss				$ (7,306,000)			$ (8,953,000)
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)	$ (14.15)	$ (9.37)			$ (11.82)
Diluted net income (loss) per share (Note 15) (in dollars per share)				$ (9.37)			$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss				$ (7,309,000)			$ (8,949,000)
Total Stockholders' Deficit Balance	(132,023,000)			(139,218,000)		(123,507,000)	(104,722,000)
Condensed Consolidated Statement of Cash Flow							
Net loss				(7,309,000)			(8,949,000)
Change in fair value of convertible notes payable				$ (2,382,000)			$ 2,034,000
Error Correction, Type [Extensible Enumeration]				adgm:AdjustmentForDuplicationOfConvertibleNotesPayableMember			adgm:AdjustmentForD
Adagio Medical Inc | Accumulated Deficit							
Condensed Consolidated Balance Sheet							
Total stockholders' deficit	(133,649,000)			$ (140,958,000)		(125,028,000)	$ (106,008,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Net loss							
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss							
Total Stockholders' Deficit Balance	(133,649,000)			(140,958,000)		(125,028,000)	(106,008,000)
Condensed Consolidated Statement of Cash Flow							
Net loss							
As Previously Reported							
Condensed Consolidated Balance Sheet							
Total liabilities	5,000						
Accumulated deficit	(5,000)						
Total stockholders' deficit	(5,000)						
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Net loss	$ (5,000)						
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (5,000)						
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ (5,000)						
Condensed							

Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Net loss	$ (5,000)			
Total Stockholders' Deficit Balance	(5,000)			
Condensed Consolidated Statement of Cash Flow				
Net loss	(5,000)			
As Previously Reported | Accumulated Deficit				
Condensed Consolidated Balance Sheet				
Total stockholders' deficit	(5,000)			
Condensed Consolidated Statement of Operations and Comprehensive Loss				
Net loss	(5,000)			
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Net loss	(5,000)			
Total Stockholders' Deficit Balance	(5,000)			
Condensed Consolidated Statement of Cash Flow				
Net loss	(5,000)			
As Previously Reported | Adagio Medical Inc				
Condensed Consolidated Balance Sheet				
Convertible notes payable, current	37,986,000	46,313,000	27,619,000	
Total current liabilities	48,732,000	59,287,000	36,950,000	
Total liabilities	48,935,000	59,337,000	37,589,000	
Accumulated deficit	(135,205,000)	(143,223,000)	(126,063,000)	
Total stockholders' deficit	(133,579,000)	(141,483,000)	(124,542,000)	(105,049,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss				
Convertible notes fair value adjustment		1,673,000		(2,361,000)
Total other income (expense), net		797,000		(2,622,000)
Net loss		(8,018,000)		(9,276,000)
Comprehensive loss		$ (8,015,000)		$ (9,280,000)
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (10.28)		$ (12.25)
Diluted net income (loss) per share (Note 15) (in dollars per share)		$ (10.28)		$ (12.25)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Net loss		$ (8,018,000)		$ (9,276,000)
Total Stockholders' Deficit Balance	(133,579,000)	(141,483,000)	(124,542,000)	(105,049,000)
Condensed Consolidated Statement of Cash Flow				
Net loss		(8,018,000)		(9,276,000)
Change in fair value of convertible notes payable		(1,673,000)		2,361,000
As Previously Reported | Adagio Medical Inc | Accumulated Deficit				
Condensed Consolidated Balance Sheet				
Total stockholders' deficit	(135,205,000)	(143,223,000)	(126,063,000)	(106,335,000)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Total Stockholders' Deficit Balance	(135,205,000)	(143,223,000)	(126,063,000)	(106,335,000)
Adjustment | Adagio Medical Inc				
Condensed Consolidated Balance Sheet				

Convertible notes payable, current	(1,556,000)	(2,265,000)	(1,035,000)	
Total current liabilities	(1,556,000)	(2,265,000)	(1,035,000)	
Total liabilities	(1,556,000)	(2,265,000)	(1,035,000)	
Accumulated deficit	1,556,000	2,265,000	1,035,000	
Total stockholders' deficit	1,556,000	2,265,000	1,035,000	327,000
Condensed Consolidated Statement of Operations and Comprehensive Loss				
Convertible notes fair value adjustment		709,000		327,000
Total other income (expense), net		709,000		327,000
Net loss		709,000		327,000
Comprehensive loss		$ 709,000		$ 327,000
Basic net income (loss) per share (Note 15) (in dollars per share)		$ 0.91		$ 0.43
Diluted net income (loss) per share (Note 15) (in dollars per share)		$ 0.91		$ 0.43
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Net loss		$ 709,000		$ 327,000
Total Stockholders' Deficit Balance	1,556,000	2,265,000	1,035,000	327,000
Condensed Consolidated Statement of Cash Flow				
Net loss		709,000		327,000
Change in fair value of convertible notes payable		(709,000)		(327,000)
Adjustment | Adagio Medical Inc | Accumulated Deficit				
Condensed Consolidated Balance Sheet				
Total stockholders' deficit	1,556,000	2,265,000	1,035,000	327,000
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Total Stockholders' Deficit Balance	$ 1,556,000	$ 2,265,000	$ 1,035,000	$ 327,000

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Summary of Significant Accounting Policies - Segments (Details) $ in Thousands, € in Millions	6 Months Ended	9 Months Ended	12 Months Ended		
	Jun. 30, 2024 USD ($) segment	Sep. 30, 2024 segment	Dec. 31, 2023 USD ($) segment	Jun. 30, 2024 EUR (€)	Dec. 31, 2023 EUR (€)
Reporting segments		1			
Adagio Medical Inc					
Reporting segments	1		1		
Cash, FDIC Insured Amount	$ 250		$ 250	€ 0.1	€ 0.1

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Summary of Significant Accounting Policies - Concentrations of Credit Risk and Off-Balance Sheet Risk & Impairment of Long-Lived Assets (Details) - USD ($)	1 Months Ended	2 Months Ended	6 Months Ended		24 Months Ended
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Impairment of long-lived assets	$ 0	$ 0	$ 0	$ 0		
Adagio Medical Inc						
Cash held with silicon valley bank				1,200,000		$ 500,000
Impairment of long-lived assets				$ 0	$ 0	$ 0

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Summary of Significant Accounting Policies - Property and Equipment (Details)	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023
Maximum			
Property and Equipment			
Useful life	5 years		
Maximum | Adagio Medical Inc			
Property and Equipment			
Useful life		5 years	5 years
Minimum			
Property and Equipment			
Useful life	3 years		
Minimum | Adagio Medical Inc			
Property and Equipment			
Useful life		3 years	3 years
Consoles			
Property and Equipment			
Useful life	3 years		5 years
Consoles | Adagio Medical Inc			

Property and Equipment	
Useful life	5 years

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Summary of Significant Accounting Policies - Concentrations (Details) - Supplier concentration risk	1 Months Ended	2 Months Ended	6 Months Ended		9 Months Ended		12 Months Ended		
	Jul. 31, 2024 item	Jul. 30, 2024 item	Sep. 30, 2024 item	Jun. 30, 2024 item	Jun. 30, 2023 item	Sep. 30, 2023 item	Dec. 31, 2023 item	Dec. 31, 2023	Dec. 31, 2023 segment	Dec. 31, 2022 item
Accounts payable | One supplier | Adagio Medical Inc										
Concentrations										
Number of suppliers										1
Concentration risk percentage										17.10%
Accounts payable | Two suppliers | Adagio Medical Inc										
Concentrations										
Number of suppliers				2						
Concentration risk percentage				82.00%						
Accounts payable | Three suppliers										
Concentrations										
Number of suppliers			3				3			
Concentration risk percentage			74.50%					71.60%		
Accounts payable | Three suppliers | Adagio Medical Inc										
Concentrations										
Number of suppliers							3		3	
Concentration risk percentage								71.60%		
Expenditure | Five suppliers										
Concentrations										
Number of suppliers	5	5	5	5		5				
Concentration risk percentage	59.80%	59.80%	59.80%	59.80%		39.40%				
Expenditure | Five suppliers | Adagio Medical Inc										
Concentrations										
Number of suppliers				5	5		5			5
Concentration risk percentage				45.30%	29.20%			45.00%		23.00%
Expenditure | Ten suppliers										
Concentrations										
Number of suppliers	10	10	10	10		10				
Concentration risk percentage	80.80%	80.80%	80.80%	80.80%		50.50%				
Expenditure | Ten suppliers | Adagio Medical Inc										
Concentrations										
Number of suppliers				10	10		10			10
Concentration risk percentage				55.00%	37.60%			54.30%		31.80%

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Summary of Significant Accounting Policies - Convertible Preferred Stock & Income Taxes (Details) - USD ($)	1 Months Ended	2 Months Ended	6 Months Ended		9 Months Ended		12 Months Ended	
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Aggregate gross proceeds						$ 75,000,000			
Public offering price per share						$ 67.83			
Interest and penalties accrued	$ 0	$ 0	$ 0	$ 0			$ 0		
Income Tax Penalties and Interest Expense	$ 0	$ 0	$ 0	0		$ 0	$ 0		
Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense						$ 0			
Adagio Medical Inc									
Aggregate gross proceeds				$ 75,000,000				$ 75,000,000	
Public offering price per share				$ 67.83				$ 67.83	
Interest and penalties accrued				$ 0	$ 0			$ 0	$ 0
Income Tax Penalties and Interest Expense				0	$ 0			0	$ 0
Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense				$ 0				$ 0	

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Fair Value Measurements (Details) - USD ($) $ in Thousands	6 Months Ended	12 Months Ended		21 Months Ended
	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022	Sep. 30, 2024
Liabilities:				
Common stock warrant liabilities		$ 78		
Fair value measurements recurring basis				
Liabilities:				
Fair value asset transfer level 1 to level 2				$ 0
Fair value measurements recurring basis | Adagio Medical Inc				
Liabilities:				
Fair value asset transfer level 1 to level 2	$ 0	0	$ 0	
Fair value asset transfer level 2 to level 1	0	0	0	
Fair value asset transfer net, level 3	0	0	0	
Fair value liability transfer level 1 to level 2	0	0	0	
Fair value liability transfer level 2 to level 1	0	0	0	
Fair value liability transfer net, level 3	0	0	0	
Level 1 | Fair value measurements recurring basis				
Assets:				
Money market account		24		27,298
Level 1 | Fair value measurements recurring basis | Adagio Medical Inc				
Assets:				
Money market account	24	24	90	
Level 3 | Fair value measurements recurring basis				
Liabilities:				
Convertible notes payables		36,430		$ 13,750
Level 3 | Fair value measurements recurring basis | Adagio Medical Inc				
Liabilities:				
Convertible notes payables	$ 47,964	36,430	$ 9,500	
Common stock warrant liabilities		$ 78		

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Fair Value Measurements - Convertible promissory notes	Feb. 13, 2024	Dec. 31, 2023	Dec. 28, 2023	Dec. 13, 2023	Nov. 28, 2023	Apr. 04, 2023	Dec. 31, 2022	Oct. 27, 2022	Jul. 27, 2022

(Details) - USD ($) $ in Millions									
October 2022 Convertible Notes									
Fair Value Measurements									
Principal amount		$ 9.5						$ 9.5	$ 9.5
Interest rate								8.00%	8.00%
October 2022 Convertible Notes | Adagio Medical Inc									
Fair Value Measurements									
Principal amount							$ 9.5	$ 9.5	
Interest rate								8.00%	
April 2023 Convertible Notes									
Fair Value Measurements									
Principal amount		15.0				$ 5.0			
Interest rate						8.00%			
Maximum additional debt						$ 10.0			
April 2023 Convertible Notes | Adagio Medical Inc									
Fair Value Measurements									
Principal amount		10.0				$ 5.0			
Interest rate						8.00%			
Maximum additional debt						$ 10.0			
November 2023 Convertible Notes									
Fair Value Measurements									
Principal amount		5.0			$ 2.0				
Interest rate					8.00%				
Maximum additional debt					$ 6.0				
November 2023 Convertible Notes | Adagio Medical Inc									
Fair Value Measurements									
Principal amount		$ 3.0	$ 2.0	$ 1.0	$ 2.0				
Interest rate					8.00%				
Maximum additional debt					$ 6.0				
February 2024 Convertible Notes									
Fair Value Measurements									
Principal amount	$ 7.0								
Interest rate	8.00%								
February 2024 Convertible Notes | Adagio Medical Inc									
Fair Value Measurements									
Principal amount	$ 7.0								
Interest rate	8.00%								

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Fair Value Measurements - Assumptions for convertible promissory notes (Details)	Sep. 30, 2024 Y	Jul. 31, 2024 Y	Jun. 30, 2024 Y	Dec. 31, 2023 Y
Discount rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input	0.254	0.258		
Discount rate | October 2022 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.368
Discount rate | October 2022 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.387	36.8
Discount rate | April 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.306
Discount rate | April 2023 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	30.6
Discount rate | November 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.306
Discount rate | November 2023 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	30.6
Discount rate | February 2024 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.319	
Expected Term (years)				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input	3.58	3.75		
Expected Term (years) | October 2022 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.33
Expected Term (years) | October 2022 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	0.33
Expected Term (years) | April 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.33
Expected Term (years) | April 2023 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	0.33
Expected Term (years) | November 2023 Convertible Notes				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input				0.33
Expected Term (years) | November 2023 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	0.33
Expected Term (years) | February 2024 Convertible Notes | Adagio Medical Inc				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input			0.04	
Risk-Free interest rate				
Fair Value Measurement Inputs and Valuation Techniques [Line Items]				
Promissory notes measurement input	0.0355	0.0401		
Risk-Free interest rate | October 2022 Convertible Notes				

Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				0.054	
Risk-Free interest rate | October 2022 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055	5.4	
Risk-Free interest rate | April 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				0.054	
Risk-Free interest rate | April 2023 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055	5.4	
Risk-Free interest rate | November 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				0.054	
Risk-Free interest rate | November 2023 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055	5.4	
Risk-Free interest rate | February 2024 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			0.055		
Volatility					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input	0.80	0.60			
Volatility | October 2022 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				1.10	
Volatility | October 2022 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85	110	
Volatility | April 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				1.10	
Volatility | April 2023 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85	110	
Volatility | November 2023 Convertible Notes					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input				1.10	
Volatility | November 2023 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85	110	
Volatility | February 2024 Convertible Notes | Adagio Medical Inc					
Fair Value Measurement Inputs and Valuation Techniques [Line Items]					
Promissory notes measurement input			3.85		

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Fair Value Measurements - Level 3 Reconciliation of Convertible promissory notes (Details) - USD ($) $ in Thousands	**2 Months Ended**	**6 Months Ended**	**7 Months Ended**	**12 Months Ended**	
	Sep. 30, 2024	**Jun. 30, 2024**	**Jul. 30, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	$ 17,005				
Fair value measurement adjustments	(3,255)				
Balance (end of period)	13,750		$ 17,005		
Adagio Medical Inc					
Level 3 Reconciliation of Convertible promissory notes					
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]		Warrant liabilities fair value adjustment		Warrant liabilities fair value adjustment	Change in fair value of convertible notes payables
October 2022 Convertible Notes					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	8,257	$ 12,561	12,561	$ 9,500	
Fair value measurement adjustments			(4,304)	3,061	
Balance (end of period)			8,257	12,561	$ 9,500
October 2022 Convertible Notes | Adagio Medical Inc					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)		12,561	12,561	9,500	
Additions					9,500
Fair value measurement adjustments		250		$ 3,061	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]				Change in fair value of convertible notes payables	
Balance (end of period)		12,811		$ 12,561	$ 9,500
April 2023 Convertible Notes					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	18,135	14,757	14,757		
Additions				15,000	
Fair value measurement adjustments			3,378	(243)	
Balance (end of period)			18,135	14,757	
April 2023 Convertible Notes | Adagio Medical Inc					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)		14,757	14,757		
Additions				15,000	
Fair value measurement adjustments		114		$ (243)	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]				Change in fair value of convertible notes payables	
Balance (end of period)		14,871		$ 14,757	
November 2023 Convertible Notes					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)	9,739	9,112	9,112		
Additions			3,000	5,000	
Fair value measurement adjustments			(2,373)	4,112	
Balance (end of period)			9,739	9,112	
November 2023 Convertible Notes | Adagio Medical Inc					
Level 3 Reconciliation of Convertible promissory notes					
Balance (beginning of period)		9,112	9,112		
Additions		3,000		5,000	
Fair value measurement adjustments		(4,114)		$ 4,112	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss),				Change in fair value of	

Statement of Income or Comprehensive Income [Extensible Enumeration]				convertible notes payables
Balance (end of period)			7,998	$ 9,112
February 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		$ 6,744		
Additions			7,000	
Fair value measurement adjustments			(256)	
Balance (end of period)			$ 6,744	
February 2024 Convertible Notes | Adagio Medical Inc				
Level 3 Reconciliation of Convertible promissory notes				
Additions			7,000	
Fair value measurement adjustments			(217)	
Balance (end of period)			$ 6,783	

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Fair Value Measurements - Assumptions for Common stock warrant liabilities (Details) - Adagio Medical Inc	Jun. 30, 2024 Y	Dec. 31, 2023 Y
Volatility | Maximum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	385	110
Volatility | Minimum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	115	60
Risk-Free interest rate | Maximum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	5.4	5
Risk-Free interest rate | Minimum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	4.3	3.8
Expected dividend yield		
Fair Value Measurements		
Common stock warrants liabilities measurement input	0	
Expected Term (years) | Maximum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	8.6	9.1
Expected Term (years) | Minimum		
Fair Value Measurements		
Common stock warrants liabilities measurement input	0.3	0.8

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Fair Value Measurements - Level 3 Reconciliation of Common stock warrant liabilities (Details) - USD ($) $ in Thousands	2 Months Ended	6 Months Ended	7 Months Ended	12 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Jul. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Level 3 Reconciliation of Common stock warrant liabilities					
Balance (beginning of period)	$ 17,005				
Fair value measurement adjustments	(3,255)				
Balance (end of period)	$ 13,750		$ 17,005		
Adagio Medical Inc					
Level 3 Reconciliation of Common stock warrant liabilities					
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]		Warrant liabilities fair value adjustment		Warrant liabilities fair value adjustment	Change in fair value of convertible notes payables
Level 3 | Adagio Medical Inc					
Level 3 Reconciliation of Common stock warrant liabilities					
Balance (beginning of period)		$ 78	$ 78		
Additions				$ 36	
Fair value measurement adjustments		(14)		$ 42	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]				Warrant liabilities fair value adjustment	
Balance (end of period)		$ 64		$ 78	

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Inventory, net (Details) - USD ($)	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2022
Raw materials	$ 2,547,000		$ 2,211,000		
Work-in-Process	509,000		197,000		
Finished goods	1,083,000		914,000		
Total inventory	$ 4,139,000		3,322,000		
Adagio Medical Inc					
Raw materials		$ 2,450,000	2,211,000		$ 0
Work-in-Process		469,000	197,000		0
Finished goods		1,143,000	914,000		367,000
Total inventory		4,062,000	3,322,000		367,000
Net of obsolescence and manufacturing scrap		$ 300,000	$ 93,600	$ 62,000	$ 300,000

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Property and Equipment (Details) - USD ($)	1 Months Ended	2 Months Ended	3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Property and Equipment									
Total property, plant, and equipment		$ 4,181,000						$ 3,264,000	
Accumulated depreciation		(2,609,000)						(1,777,000)	
Property and equipment, net		1,572,000						1,487,000	
Depreciation expense	$ 56,000	200,000	$ 100,000			$ 700,000	$ 400,000		
Adagio Medical Inc									
Property and Equipment									
Total property, plant, and equipment				$ 3,487,000				3,264,000	$ 2,887,000
Accumulated depreciation				(2,333,000)				(1,777,000)	(1,240,000)
Property and equipment, net				1,154,000				1,487,000	1,647,000
Depreciation expense				600,000	$ 300,000			500,000	500,000
Consoles									
Property and Equipment									
Total property, plant, and equipment		2,567,000						1,565,000	
Consoles | Adagio Medical Inc									

Property and Equipment					
Total property, plant, and equipment			1,700,000	1,565,000	1,266,000
Other machinery and equipment					
Property and Equipment					
Total property, plant, and equipment		709,000		772,000	
Other machinery and equipment | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment			905,000	772,000	731,000
Leasehold improvements					
Property and Equipment					
Total property, plant, and equipment		306,000		305,000	
Leasehold improvements | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment			308,000	305,000	303,000
Tools and molds					
Property and Equipment					
Total property, plant, and equipment		257,000		221,000	
Tools and molds | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment			230,000	221,000	221,000
Computer equipment					
Property and Equipment					
Total property, plant, and equipment		188,000		193,000	
Computer equipment | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment			190,000	193,000	154,000
Demo equipment					
Property and Equipment					
Total property, plant, and equipment		66,000		66,000	
Demo equipment | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment			66,000	66,000	66,000
Furniture and fixtures					
Property and Equipment					
Total property, plant, and equipment		49,000		49,000	
Furniture and fixtures | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment			49,000	49,000	53,000
Construction in process					
Property and Equipment					
Total property, plant, and equipment				54,000	
Construction in process | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment				54,000	54,000
Vehicles					
Property and Equipment					
Total property, plant, and equipment		$ 39,000		39,000	
Vehicles | Adagio Medical Inc					
Property and Equipment					
Total property, plant, and equipment			$ 39,000	$ 39,000	$ 39,000

XML 231 R201.htm IDEA: XBRL DOCUMENT

Accrued Liabilities (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Jun. 30, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Compensation and related expenses	$ 2,131		$ 1,566	
Research and development expenses	576		1,191	
Other	203		291	
Total accrued liabilities	$ 2,910		3,048	
Adagio Medical Inc				
Compensation and related expenses		$ 2,467	1,566	$ 1,229
Research and development expenses		757	1,191	846
Other		205	291	82
Total accrued liabilities		$ 3,429	$ 3,048	$ 2,157

XML 232 R202.htm IDEA: XBRL DOCUMENT

Debt - Schedule of debt (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Jun. 30, 2024**	**Dec. 31, 2023**	**Feb. 03, 2023**	**Dec. 31, 2022**
Debt					
Total outstanding debt	$ 13,750		$ 38,268		
Adagio Medical Inc					
Debt					
Total outstanding debt		$ 48,954	38,268		$ 9,500
October 2022 Convertible Notes					
Debt					
Total outstanding debt			12,561		
October 2022 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		12,811	12,561		$ 9,500
April 2023 Convertible Notes					
Debt					
Total outstanding debt			14,757		
April 2023 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		14,871	14,757		
November 2023 Convertible Notes					
Debt					
Total outstanding debt			9,112		
November 2023 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		7,998	9,112		
February 2024 Convertible Notes | Adagio Medical Inc					
Debt					
Total outstanding debt		6,783			
Silicon Valley Bank Term Loan					
Debt					
Total outstanding debt			1,838	$ 1,000	

Silicon Valley Bank Term Loan | Adagio Medical Inc		
Debt		
Total outstanding debt	$ 990	$ 1,838

XML 233 R203.htm IDEA: XBRL DOCUMENT

Debt -October 2022 Convertible Notes (Details) - USD ($)	Nov. 28, 2024	Nov. 28, 2023	Oct. 27, 2022	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2022	Mar. 31, 2024	Jul. 27, 2022
Debt														
Proceeds from issuance of convertible notes payables								$ 16,500,000		$ 13,000,000				
Adagio Medical Inc														
Debt														
Proceeds from issuance of convertible notes payables						$ 15,500,000	$ 7,000,000				$ 20,000,000	$ 9,500,000		
October 2022 Convertible Notes														
Debt														
Principal amount			$ 9,500,000								9,500,000			$ 9,500,000
Interest rate			8.00%											8.00%
Percentage of effective price of common stock sold to trigger conversion	75.00%													
Proceeds from issuance of convertible notes payables												9,500,000		
Interest				$ 62,500	$ 200,000				$ 400,000	$ 600,000				
October 2022 Convertible Notes | Adagio Medical Inc														
Debt														
Principal amount			$ 9,500,000									9,500,000		
Interest rate			8.00%											
Percentage of effective price of common stock sold to trigger conversion		75.00%	75.00%											
Minimum equity financing amount to be converted		$ 10,000,000												
Outstanding notes											9,500,000		$ 9,500,000	
Interest						$ 400,000	$ 400,000				$ 800,000	$ 100,000		
October 2022 Convertible Notes | Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc														
Debt														
Minimum equity financing amount to be converted			$ 10,000,000											
October 2022 Convertible Notes | Conversion under both Qualified Financing and Non-Qualified Financing | Adagio Medical Inc														
Debt														
Conversion price per share percentage		75.00%	75.00%											
Debt convertible amount		$ 146,900,000	$ 146,900,000											

XML 234 R204.htm IDEA: XBRL DOCUMENT

Debt - April 2023 Convertible Notes (Details) - USD ($) $ in Thousands	Nov. 28, 2023	Apr. 04, 2023	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2024	9 Months Ended Dec. 31, 2023	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2022	Mar. 31, 2024
Debt													
Proceeds from issuance of convertible notes payables							$ 16,500			$ 13,000			
Adagio Medical Inc													
Debt													
Proceeds from issuance of convertible notes payables					$ 15,500	$ 7,000					$ 20,000	$ 9,500	
April 2023 Convertible Notes													
Debt													
Principal amount		$ 5,000							$ 15,000		15,000		
Interest rate		8.00%											
Right to issue additional convertible promissory notes		$ 10,000											
Proceeds from issuance of convertible notes payables									10,000				
Interest			$ 100	$ 200				$ 600		$ 300			
April 2023 Convertible Notes | Adagio Medical Inc													
Debt													
Principal amount		$ 5,000							10,000		10,000		
Interest rate		8.00%											
Right to issue additional convertible promissory notes		$ 10,000											
Proceeds from issuance of convertible notes payables									10,000				
Outstanding notes									$ 15,000		15,000		$ 15,000
Interest					$ 500	$ 100					$ 600		
April 2023 Convertible Notes | Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc													
Debt													
Debt convertible amount	$ 24,000	$ 24,000											
Percent of liquidation preference		120.00%											
Percentage of effective price of common stock sold to trigger conversion	120.00%												
Percentage of outstanding principal amount, accrued and unpaid interest		120.00%											
Minimum equity financing amount to be converted		$ 146,900											
April 2023 Convertible Notes | Qualified Financing | Adagio Medical Inc													
Debt													
Proceeds from issuance of convertible notes payables	$ 10,000	10,000											
Debt convertible amount	$ 24,000	$ 24,000											

Percent of liquidation preference	120.00%	120.00%
Percentage of effective price of common stock sold to trigger conversion	75.00%	75.00%
Percentage of outstanding principal amount, accrued and unpaid interest	120.00%	120.00%

XML 235 R205.htm IDEA: XBRL DOCUMENT

Debt - November 2023 Convertible Notes (Details) - USD ($)	Dec. 28, 2023	Dec. 13, 2023	Nov. 28, 2023	1 Months Ended Jul. 30, 2024	6 Months Ended Dec. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	Dec. 31, 2022
Debt											
Proceeds from issuance of convertible notes payables								$ 16,500,000	$ 13,000,000		
Adagio Medical Inc											
Debt											
Proceeds from issuance of convertible notes payables						$ 15,500,000	$ 7,000,000			$ 20,000,000	$ 9,500,000
November 2023 Convertible Notes											
Debt											
Principal amount			$ 2,000,000		$ 5,000,000					5,000,000	
Interest rate			8.00%								
Interest				$ 50,600				$ 300,000			
November 2023 Convertible Notes | Adagio Medical Inc											
Debt											
Principal amount	$ 2,000,000	$ 1,000,000	$ 2,000,000		3,000,000					3,000,000	
Interest rate			8.00%								
Outstanding notes					5,000,000	8,000,000				5,000,000	
Interest						$ 300,000				$ 19,800	
November 2023 Convertible Notes | Conversion upon termination of the Transaction and prior to a Qualified Financing. | Adagio Medical Inc											
Debt											
Debt convertible amount			$ 24,000,000								
Percent of liquidation preference			120.00%								
Percentage of effective price of common stock sold to trigger conversion			120.00%								
November 2023 Convertible Notes | Qualified Financing | Adagio Medical Inc											
Debt											
Debt convertible amount			$ 24,000,000								
Percent of liquidation preference			120.00%								
Minimum equity financing amount to be converted	10,000,000										
Percentage of effective price of common stock sold to trigger conversion			75.00%								
Percentage of outstanding principal amount, accrued and unpaid interest			120.00%								
Proceeds from issuance of convertible notes payables			$ 10,000,000								
Delayed Draw Commitment											
Debt											
Right to issue additional convertible promissory notes			6,000,000								
Proceeds from issuance of convertible notes payables	2,000,000	1,000,000			3,000,000						
Delayed Draw Commitment | Adagio Medical Inc											
Debt											
Right to issue additional convertible promissory notes			$ 6,000,000								
Proceeds from issuance of convertible notes payables	$ 2,000,000	$ 1,000,000			$ 3,000,000						

XML 236 R206.htm IDEA: XBRL DOCUMENT

Debt - SVB Term Loan (Details) - USD ($)	Feb. 03, 2023	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	6 Months Ended Jun. 30, 2024	Jun. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023
Adagio Medical Inc								
Debt								
Warrant liabilities				$ 417,000				$ 78,000
Silicon Valley Bank Term Loan								
Debt								
Principal amount	$ 2,000,000							
Interest rate	7.00%							
Variable interest rate	1.50%							
Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration]	us-gaap:PrimeRateMember							
Warrant liabilities	$ 35,600,000							
Unamortized debt discount	9,700,000							
Minimum required equity financing	40,000,000							
Outstanding principal								1,900,000
Interest		$ 9,000	$ 66,500			$ 87,300	$ 200,000	
Silicon Valley Bank Term Loan | Adagio Medical Inc								
Debt								
Principal amount	$ 2,000,000							
Interest rate	7.00%							
Variable interest rate	1.50%							
Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration]	us-gaap:PrimeRateMember							
Warrant liabilities	$ 35,600							
Unamortized debt discount								19,400
Minimum required equity financing	40,000,000							
Outstanding principal								1,900,000
Interest								200,000
SVB Intial Term Loan								
Debt								
Principal amount	3,000,000							
SVB Intial Term Loan | Adagio Medical Inc								
Debt								
Principal amount	3,000,000							
SVB Subsequent Term Loan								
Debt								
Outstanding principal								19,400,000

SVB Subsequent Term Loan | Adagio Medical Inc											
Debt											
Principal amount			$ 2,000,000					2,000,000			
Unamortized debt discount								9,700			19,400
Outstanding principal								1,000,000			$ 2,000,000
Interest								$ 78,300	$ 100		
Initial warrants											
Debt											
Shares issued			32,720								
Warrant liabilities			$ 28,500,000								
Initial warrants | Adagio Medical Inc											
Debt											
Shares issued			32,720								
Warrant liabilities			$ 28,500								
Additional warrants											
Debt											
Shares issued			16,360								
Warrant liabilities			$ 7,100,000								
Additional warrants | Adagio Medical Inc											
Debt											
Shares issued			16,360								
Warrant liabilities			$ 7,100								

XML 237 R207.htm IDEA: XBRL DOCUMENT

Warrants (Details) - $ / shares	**Dec. 31, 2023**	**Feb. 03, 2023**
Adagio Medical Inc		
Warrants		
Exercise price	$ 7.97	
Initial warrants		
Warrants		
Shares issued		32,720
Initial warrants | Adagio Medical Inc		
Warrants		
Shares issued		32,720
Additional warrants		
Warrants		
Shares issued		16,360
Additional warrants | Adagio Medical Inc		
Warrants		
Shares issued		16,360

XML 238 R208.htm IDEA: XBRL DOCUMENT

Operating Leases (Details) - USD ($)	**1 Months Ended**	**2 Months Ended**		**3 Months Ended**	**6 Months Ended**		**7 Months Ended**	**9 Months Ended**			**12 Months Ended**
	Jul. 31, 2024	**Jul. 30, 2024**	**Sep. 30, 2024**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Jul. 30, 2024**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Dec. 31, 2023**	**Dec. 31, 2022**
Lessee, Lease, Description [Line Items]												
Option to extend the lease term									true			
Operating lease renewal term			3 years	3 years					3 years			
Quantitative information of operating leases												
Operating Lease, Right-of-Use Asset			$ 226,000	$ 226,000					$ 226,000		$ 130,000	
Operating Lease, Liability			227,000	227,000					$ 227,000			
Operating lease cost		$ 17,000		33,000	$ 57,000			$ 100,000		$ 200,000		
Variable lease cost	$ 0	$ 0	$ 0			$ 0				0		
Adagio Medical Inc												
Lessee, Lease, Description [Line Items]												
Option to extend the lease term						true					true	
Operating lease renewal term						3 years					3 years	
Quantitative information of operating leases												
Operating cash flows paid for operating leases				$ 25,000		$ 92,000	$ 88,000	$ 108,000		$ 133,000	$ 178,000	$ 173,000
Weighted average remaining lease term (years)		1 year 8 months 12 days	1 year 7 months 6 days	1 year 7 months 6 days	1 year 8 months 12 days	1 year 9 months 18 days	1 year 10 months 24 days	1 year 8 months 12 days	1 year 7 months 6 days	1 year 8 months 12 days	1 year 8 months 12 days	2 years 2 months 12 days
Weighted average discount rate		8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Operating Lease, Right-of-Use Asset						$ 260,000					$ 130,000	$ 292,000
Operating Lease, Liability						263,000					131,000	
Operating lease cost						100,000	$ 100,000				200,000	200,000
Variable lease cost						$ 0	$ 0				$ 0	0
Cumulative effect period of adoption, adjustment | Adagio Medical Inc												
Quantitative information of operating leases												
Operating Lease, Right-of-Use Asset												$ 440,000
Accounting Standards Update [Extensible Enumeration]												us-gaap:AccountingStandardsUpdate201602Member
Operating Lease, Liability												$ 443,000

XML 239 R209.htm IDEA: XBRL DOCUMENT

Operating Leases - Future minimum payments (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Jun. 30, 2024**	**Dec. 31, 2023**
Six months ending December 31, 2024	$ 39		
2024	154		
2025	48		
Total undiscounted future cash flows	241		
Less: imputed interest	(14)		

Total operating lease liability	$ 227	
Adagio Medical Inc		
Six months ending December 31, 2024	$ 79	
2024	154	$ 86
2025	48	36
2026		18
Total undiscounted future cash flows	281	140
Less: imputed interest	(18)	(9)
Total operating lease liability	$ 263	$ 131

XML 240 R210.htm IDEA: XBRL DOCUMENT

Mezzanine Equity and Stockholders' Deficit - Authorized Shares (Details) - $ / shares	Sep. 30, 2024	Jul. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Common stock, par value (in dollars per share)	$ 0.0001	$ 0.001		$ 0.001	
Convertible preferred stock, par value (in dollars per share)				$ 0.001	
Shares authorized		11,534,892			
Common stock, shares authorized	210,000,000	6,594,946		6,594,946	
Convertible preferred stock, shares authorized		4,939,946		4,939,946	
Adagio Medical Inc					
Common stock, par value (in dollars per share)			$ 0.001	$ 0.001	$ 0.001
Convertible preferred stock, par value (in dollars per share)			$ 0.001	$ 0.001	$ 0.001
Shares authorized			11,534,892	11,534,892	
Common stock, shares authorized			6,594,946	6,594,946	6,594,946
Convertible preferred stock, shares authorized			4,939,946	4,939,946	4,939,946

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Mezzanine Equity and Stockholders' Deficit - Convertible Preferred Stock (Details) - USD ($)		Sep. 30, 2024	Jul. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022	Dec. 31, 2021
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized			4,939,946		4,939,946				
Shares Issued			4,732,044	4,732,044	4,939,946	4,939,946	4,939,946	4,939,946	
Conversion of preferred stock					4,939,946				
Carrying Value			$ 86,783,000	$ 86,783,000	$ 91,469,000	$ 91,469,000	$ 91,469,000	$ 91,469,000	
Number of Common Stock Equivalent Shares					4,939,946				
Liquidation Preference					$ 91,637,000				
Adagio Medical Inc									
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized				4,939,946	4,939,946			4,939,946	
Shares Issued				4,732,044	4,939,946		4,939,946	4,939,946	4,939,946
Conversion of preferred stock				4,732,044	4,939,946			4,939,946	
Carrying Value				$ 86,783,000	$ 91,469,000		$ 91,469,000	$ 91,469,000	$ 91,469,000
Number of Common Stock Equivalent Shares				4,732,044	4,939,946			4,939,946	
Liquidation Preference				$ 86,936,000	$ 91,637,000			$ 91,637,000	
Series A Preferred Stock Class									
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized					270,856				
Shares Issued					270,856				
Carrying Value					$ 2,500,000				
Conversion Price Per Share	$ 9.23				$ 9.23				
Number of Common Stock Equivalent Shares					270,856				
Liquidation Preference					$ 2,500,000				
Series A Preferred Stock Class | Adagio Medical Inc									
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized				270,856	270,856			270,856	
Shares Issued				270,856	270,856				
Conversion of preferred stock				270,856	815,730			270,856	
Carrying Value				$ 2,500,000	$ 2,500,000			$ 2,500,000	
Conversion Price Per Share				$ 9.23	$ 9.23			$ 9.23	
Number of Common Stock Equivalent Shares				270,856	270,856			270,856	
Liquidation Preference				$ 2,500,000	$ 2,500,000			$ 2,500,000	
Series B Preferred Stock Class									
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized					815,730				
Shares Issued					815,730				
Carrying Value					$ 10,626,000				
Conversion Price Per Share	13.04				$ 13.04				
Number of Common Stock Equivalent Shares					815,730				
Liquidation Preference					$ 10,637,000				
Series B Preferred Stock Class | Adagio Medical Inc									
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized				815,730	815,730			815,730	
Shares Issued				815,730	815,730				
Conversion of preferred stock				815,730	981,596			815,730	
Carrying Value				$ 10,626,000	$ 10,626,000			$ 10,626,000	
Conversion Price Per Share				$ 13.04	$ 13.04			$ 13.04	
Number of Common Stock Equivalent Shares				815,730	815,730			815,730	
Liquidation Preference				$ 10,637,000	$ 10,637,000			$ 10,637,000	
Series C Preferred Stock Class									
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized					981,596				
Shares Issued					981,596				
Carrying Value					$ 15,988,000				
Conversion Price Per Share	16.3				$ 16.3				
Number of Common Stock Equivalent Shares					981,596				
Liquidation Preference					$ 16,000,000				
Series C Preferred Stock Class | Adagio Medical Inc									
Mezzanine Equity and Stockholders' Deficit									
Number of Shares Authorized				981,596	981,596			981,596	
Shares Issued				981,596	981,596				
Conversion of preferred stock				981,596	992,064			981,596	
Carrying Value				$ 15,988,000	$ 15,988,000			$ 15,988,000	
Conversion Price Per Share				$ 16.3	$ 16.3			$ 16.3	
Number of Common Stock Equivalent Shares				981,596	981,596			981,596	
Liquidation Preference				$ 16,000,000	$ 16,000,000			$ 16,000,000	
Series D Preferred Stock Class									
Mezzanine Equity and Stockholders' Deficit									

Number of Shares Authorized			992,064	
Shares Issued			992,064	
Carrying Value			$ 19,990,000	
Conversion Price Per Share	20.16		$ 20.16	
Number of Common Stock Equivalent Shares			992,064	
Liquidation Preference			$ 20,000,000	
Series D Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Number of Shares Authorized		992,064	992,064	992,064
Shares Issued		992,064	992,064	
Conversion of preferred stock		992,064	1,879,700	992,064
Carrying Value		$ 19,990,000	$ 19,990,000	$ 19,990,000
Conversion Price Per Share		$ 20.16	$ 20.16	$ 20.16
Number of Common Stock Equivalent Shares		992,064	992,064	992,064
Liquidation Preference		$ 20,000,000	$ 20,000,000	$ 20,000,000
Series E Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Number of Shares Authorized			1,879,700	
Shares Issued			1,879,700	
Carrying Value			$ 42,365,000	
Conversion Price Per Share	$ 22.61		$ 22.61	
Number of Common Stock Equivalent Shares			1,879,700	
Liquidation Preference			$ 42,500,000	
Series E Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Number of Shares Authorized		1,879,700	1,879,700	1,879,700
Shares Issued		1,671,798	1,879,700	
Conversion of preferred stock		1,671,798	4,939,946	1,879,700
Carrying Value		$ 37,679,000	$ 42,365,000	$ 42,365,000
Conversion Price Per Share		$ 22.61	$ 22.61	$ 22.61
Number of Common Stock Equivalent Shares		1,671,798	1,879,700	1,879,700
Liquidation Preference		$ 37,799,000	$ 42,500,000	$ 42,500,000

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Mezzanine Equity and Stockholders' Deficit - Preferred Stock-Dividends (Details) - $ / shares	**6 Months Ended**	**9 Months Ended**	**12 Months Ended**	
	Jun. 30, 2024	**Sep. 30, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Mezzanine Equity and Stockholders' Deficit				
Preferred stock dividends (in percent)		8.00%		
Common stock, dividends declared			$ 0	
Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Preferred stock dividends (in percent)	8.00%		8.00%	
Preferred stock, dividends declared	$ 0.00		$ 0.00	$ 0
Common stock, dividends declared	0		0	$ 0
Series A Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		$ 9.23		
Series A Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	9.23		9.23	
Series B Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		13.04		
Series B Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	13.04		13.04	
Series C Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		16.3		
Series C Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	16.3		16.3	
Series D Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		20.16		
Series D Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	20.16		20.16	
Series E Preferred Stock Class				
Mezzanine Equity and Stockholders' Deficit				
Original issue price		$ 22.61		
Series E Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Original issue price	$ 22.61		$ 22.61	

XML 243 R213.htm IDEA: XBRL DOCUMENT

Mezzanine Equity and Stockholders' Deficit - Voting Rights, Conversion Rights and Protective Provisions (Details) $ / shares in Units, $ in Millions	**6 Months Ended**	**9 Months Ended**	**12 Months Ended**	
	Jun. 30, 2024 USD ($) item $ / shares shares	**Sep. 30, 2024 USD ($) item $ / shares shares**	**Dec. 31, 2023 USD ($) item $ / shares shares**	**Dec. 31, 2022 $ / shares**
Mezzanine Equity and Stockholders' Deficit				
Minimum shares of common stock converted from preferred stock | shares		1,000,000		
Number of directors elected by holders of preferred stock | item		4		
Number of directors elected by holders of common stock | item		1		
Aggregate gross proceeds | $		$ 75.0		
Public offering price per share		$ 67.83		
Threshold number of preferred stock outstanding | shares		1,000,000		
Threshold percentage of voting by preferred stockholders		70.00%		
Threshold common stock convertible by Series E convertible preferred stock | shares		500,000		
Adagio Medical Inc				
Mezzanine Equity and Stockholders' Deficit				
Minimum shares of common stock converted from preferred stock | shares	1,000,000		1,000,000	
Number of directors elected by holders of preferred stock | item	4		4	
Number of directors elected by holders of common stock | item	1		1	

Aggregate gross proceeds | $	$ 75.0		$ 75.0		
Public offering price per share	$ 67.83		$ 67.83		
Threshold number of preferred stock outstanding | shares	1,000,000		1,000,000		
Threshold percentage of voting by preferred stockholders	70.00%		70.00%		
Threshold common stock convertible by Series E convertible preferred stock | shares	500,000		500,000		
Series A Preferred Stock Class					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price		$ 9.23	$ 9.23		
Per share conversion value		9.23			
Series A Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price	$ 9.23		9.23	$ 9.23	
Per share conversion value	9.23		9.23		
Series B Preferred Stock Class					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price		13.04	13.04		
Per share conversion value		13.04			
Series B Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price	13.04		13.04	13.04	
Per share conversion value	13.04		13.04		
Series C Preferred Stock Class					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price		16.3	16.3		
Per share conversion value		16.3			
Series C Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price	16.3		16.3	16.3	
Per share conversion value	16.3		16.3		
Series D Preferred Stock Class					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price		20.16	20.16		
Per share conversion value		20.16			
Series D Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price	20.16		20.16	20.16	
Per share conversion value	20.16		20.16		
Series E Preferred Stock Class					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price		22.61	22.61		
Per share conversion value		$ 22.61			
Series E Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Deficit					
Initial conversion price	22.61		22.61	$ 22.61	
Per share conversion value	$ 22.61		$ 22.61		

XML 244 R214.htm IDEA: XBRL DOCUMENT

Mezzanine Equity and Stockholders' Deficit - Common Stock (Details)	**Sep. 30, 2024 shares**	**Jul. 31, 2024 shares**	**Jun. 30, 2024 shares**	**Mar. 31, 2024 Vote**	**Dec. 31, 2023 Vote shares**	**Dec. 31, 2022 shares**	**Dec. 31, 2021 shares**
Votes per share of common stock | Vote					1		
Conversion of preferred stock					4,939,946		
Common stock reserved for future issuance	21,205,970	1,036,666			5,713,959		
Adagio Medical Inc							
Votes per share of common stock | Vote				1	1		
Conversion of preferred stock			4,732,044		4,939,946	4,939,946	
Stock options issued and outstanding under the 2012 and 2022 Plan			742,409		747,001	619,527	585,044
Common shares available for future grant under the 2012 and 2022 Plan			31,604		27,012	160,155	
Common stock reserved for future issuance			5,506,057		5,713,959	5,719,628	

XML 245 R215.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation (Details)	**1 Months Ended**					**6 Months Ended**	**9 Months Ended**	**12 Months Ended**	
	Apr. 30, 2022 shares	**Apr. 30, 2022 item shares**	**Apr. 30, 2022 shares**	**Apr. 30, 2022 employee shares**	**Jan. 31, 2011 shares**	**Jun. 30, 2023 USD ($)**	**Sep. 30, 2023 USD ($)**	**Dec. 31, 2023 USD ($)**	**Dec. 31, 2022 USD ($)**
Stock-Based Compensation									
Proceeds from exercise of common stock options | $							$ 11,000		
2012 Plan									
Stock-Based Compensation									
Maximum number of shares that can be granted					1,255,000				
Maximum term					10 years				
2022 Plan									
Stock-Based Compensation									
Maximum number of shares that can be granted	203,855	203,855	203,855	203,855					
Number of non employees whose performance obligation were deemed to be immaterial | item		2							
Expected dividend yield			0.00%						
Adagio Medical Inc									
Stock-Based Compensation									
Expected dividend yield			0.00%						
Proceeds from exercise of common stock options | $						$ 18,000		$ 18,300	$ 25,400
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value | $								$ 30,200	$ 64,900
Adagio Medical Inc | 2012 Plan									
Stock-Based Compensation									
Maximum number of shares that can be granted					1,255,000				
Maximum term					10 years				
Adagio Medical Inc | 2022 Plan									
Stock-Based Compensation									
Maximum number of shares that can be granted	203,855	203,855	203,855	203,855					
Maximum term	10 years								
Number of non employees whose performance obligation were deemed to be immaterial		2		2					
Vesting period	4 years								

XML 246 R216.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Fair value of stock option	**1 Months Ended**	**12 Months Ended**

granted (Details) - Adagio Medical Inc	Apr. 30, 2022	Dec. 31, 2023	Dec. 31, 2022
Risk-free interest rate		3.69%	2.98%
Expected dividend yield	0.00%		
Expected term in years		6 years 4 months 13 days	6 years 8 months 26 days
Expected volatility		38.48%	36.83%

XML 247 R217.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Stock Option Activity (Details) - Adagio Medical Inc - USD ($) $ / shares in Units, $ in Thousands	6 Months Ended		12 Months Ended	
	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Stock option activity				
Beginning balance (shares)	747,001	619,527	585,044	
Granted (shares)		160,000	69,050	
Exercised (shares)	0	(5,669)	(11,217)	
Forfeited (shares)	(4,592)	(22,357)	(23,350)	
Expired (shares)		(4,500)		
Ending balance (shares)	742,409	747,001	619,527	585,044
Vested and expected to vest (shares)	723,710	718,003		
Vested and exercisable (shares)	537,222	444,839		
Beginning balance (in dollars per share)	$ 6.17	$ 6.73	$ 6.41	
Granted (in dollars per share)		3.88	7.97	
Exercised (in dollars per share)		3.22	2.26	
Expired (in dollars per share)		0.93		
Forfeited (in dollars per share)	4.76	6.94	4.65	
Ending balance (in dollars per share)	6.18	6.17	$ 6.73	$ 6.41
Vested and expected to vest (in dollars per share)	6.2	6.19		
Vested and exercisable (in dollars per share)	$ 6.45	$ 6.47		
Weighted Average Remaining Contractual Life (in years)	6 years 11 months 12 days	7 years 5 months 12 days	7 years 10 months 13 days	8 years 7 months 24 days
Vested and expected to vest	6 years 11 months 1 day	7 years 4 months 28 days		
Vested and exercisable	6 years 5 months 19 days	6 years 9 months		
Beginning balance	$ 72	$ 252	$ 912	
Ending balance	4	72	252	$ 912
Vested and expected to vest	4	72		
Vested and exercisable	4	71		
Fair value of awards vested	200	400	$ 400	
Unrecognized compensation cost	$ 400	$ 700		
Unrecognized compensation cost, Recognition, weighted-average period	2 years	2 years 3 months 18 days		

XML 248 R218.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Stock Based Compensation Expense (Details) - USD ($) $ in Thousands	1 Months Ended	6 Months Ended		7 Months Ended		12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Jul. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Stock-Based Compensation								
Total stock-based compensation	$ 421	$ 126			$ 642	$ 329		
Adagio Medical Inc								
Stock-Based Compensation								
Total stock-based compensation			$ 221	$ 204			$ 442	$ 365
Selling, general and administrative								
Stock-Based Compensation								
Total stock-based compensation	335	66			527	241		
Selling, general and administrative | Adagio Medical Inc								
Stock-Based Compensation								
Total stock-based compensation			192	176			384	318
Research and development								
Stock-Based Compensation								
Total stock-based compensation	$ 86	$ 60			$ 115	$ 88		
Research and development | Adagio Medical Inc								
Stock-Based Compensation								
Total stock-based compensation			$ 29	$ 28			$ 58	$ 47

XML 249 R219.htm IDEA: XBRL DOCUMENT

Net Loss Per Common Share - Computation of basic and diluted net loss per share (Details) - USD ($) $ / shares in Units, $ in Thousands	1 Months Ended		2 Months Ended		3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Net loss attributable to common stockholders			$ 3,606								$ (27,969)		
Net loss attributable to common stockholders	$ (8,235)	$ (10,761)	$ 351							$ (21,278)	$ (27,969)		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares)			14,057,636								759,489		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares)	987,810	760,572	16,057,636					779,908	758,942	815,854	759,489		
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ (8.34)			$ 0.18		$ (14.15)				$ (26.08)	$ (36.83)		
Net loss per share attributable to common stockholders - diluted (in dollars per share)	$ (8.34)	$ (14.15)	$ 0.02	$ 0.02		$ (14.15)		$ (16.72)	$ (22.67)	$ (26.08)	(36.83)		
Adagio Medical Inc													
Net loss attributable to common stockholders	$ (8,235)	$ (10,761)						$ (13,043)	$ (17,208)	$ (21,278)		$ (36,590)	$ (23,673)
Net loss attributable to common stockholders								$ (13,043)	$ (17,208)			$ (36,590)	$ (23,673)
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares)	987,810	760,572						779,908	758,942	815,854		759,814	751,568
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares)								779,908	758,942			759,814	751,568
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ (8.34)	$ (14.15)			$ (9.37)		$ (11.82)	$ (16.72)	$ (22.67)	$ (26.08)	(36.83)	$ (48.16)	$ (31.5)
Net loss per share attributable to common stockholders - diluted (in dollars per share)					$ (9.37)		$ (11.82)	$ (16.72)	$ (22.67)		$ (36.83)	$ (48.16)	$ (31.5)

XML 250 R220.htm IDEA: XBRL DOCUMENT

Net Loss Per Common Share - Potentially	2 Months Ended	6 Months Ended	7 Months Ended	9 Months Ended	12 Months Ended

dilutive securities were excluded from the computation of diluted net loss per share calculations (Details) - shares	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Net Loss Per Common Share							
Total	10,183,814						
Adagio Medical Inc							
Net Loss Per Common Share							
Total		5,523,533	5,701,972	5,472,453	5,744,585	5,736,027	5,559,473
Convertible preferred stock | Adagio Medical Inc							
Net Loss Per Common Share							
Total		4,732,044	4,939,946	4,732,044	4,939,946	4,939,946	4,939,946
Stock options							
Net Loss Per Common Share							
Total	7,587						
Stock options | Adagio Medical Inc							
Net Loss Per Common Share							
Total		742,409	712,946	740,409	755,559	747,001	619,527
Common stock warrants | Adagio Medical Inc							
Net Loss Per Common Share							
Total		49,080	49,080		49,080	49,080	

XML 251 R221.htm IDEA: XBRL DOCUMENT

Income Taxes - Components of pretax loss from operations (Details) - Adagio Medical Inc - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
U.S.	$ (36,517)	$ (20,744)
Foreign	(73)	(2,929)
Pretax loss from operations	$ (36,590)	$ (23,673)

XML 252 R222.htm IDEA: XBRL DOCUMENT

Income Taxes - Reconciliation of income tax computed at federal statutory tax rate to total income tax expense (Details) - USD ($) $ in Thousands	1 Months Ended	2 Months Ended	6 Months Ended		9 Months Ended	12 Months Ended	
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Income tax reconciliation, percent								
Effective tax rate for the company's operations	0.00%	0.00%	0.00%	0.00%		0.00%		
Adagio Medical Inc								
Income tax reconciliation, amount								
Income tax benefit at federal statutory rate							$ (7,684)	$ (4,972)
Permanent adjustments							448	28
Change in FV of convertible note							1,456	
NOL true-up adjustment							2,922	
Foreign rate differential							(11)	18
Change in federal valuation allowance							$ 2,869	$ 4,926
Income tax reconciliation, percent								
Income tax benefit at federal statutory rate							21.00%	21.00%
Permanent adjustments							(1.20%)	(0.10%)
Change in FV of convertible note							(4.00%)	
NOL true-up adjustment							(8.00%)	
Foreign rate differential							0.00%	(0.10%)
Change in federal valuation allowance							(7.80%)	(20.80%)
Effective tax rate for the company's operations				0.00%	0.00%			

XML 253 R223.htm IDEA: XBRL DOCUMENT

Income Taxes - Components of deferred tax assets and liabilities (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Deferred tax liabilities:			
Total deferred tax liabilities	$ (2,800,000)		
Adagio Medical Inc			
Deferred tax assets:			
Net operating losses		$ 25,786,000	$ 26,489,000
Capitalized research costs		4,456,000	1,737,000
Research and development credit		1,604,000	1,604,000
Accrued compensation		392,000	283,000
Stock-based compensation		269,000	97,000
Operating lease liabilities		14,000	54,000
Other		114,000	91,000
Total deferred tax assets		32,635,000	30,355,000
Less: Valuation allowance		(32,100,000)	(29,981,000)
Total deferred tax assets, net of valuation allowance		535,000	374,000
Deferred tax liabilities:			
Right-of-use assets		(14,000)	(53,000)
Unrecognized tax benefit		(521,000)	(321,000)
Total deferred tax liabilities		(535,000)	(374,000)
Net deferred tax assets		$ 0	$ 0

XML 254 R224.htm IDEA: XBRL DOCUMENT

Income Taxes (Details) - Adagio Medical Inc - USD ($)	Dec. 31, 2023	Dec. 31, 2022
Income Taxes		
Valuation allowance to offset net deferred tax assets	$ 32,100,000	$ 29,981,000
Net deferred tax assets	0	0
R & D tax credit	1,604,000	1,604,000
Federal		
Income Taxes		
Net operating loss carryforwards	100,000,000	84,800,000
Net operating loss subject to expiration	19,000,000	
Net operating loss not subject to expiration	81,000,000	65,800,000
R & D tax credit	1,600,000	1,600,000
State		

Income Taxes		
Net operating loss carryforwards	53,400,000	53,400,000
R & D tax credit	0	0
Adagio Medical GmbH		
Income Taxes		
Net operating loss carryforwards	$ 249,300	$ 138,700

XML 255 R225.htm IDEA: XBRL DOCUMENT

Income Taxes - Unrecognized tax benefits (Details) - Adagio Medical Inc $ in Thousands	12 Months Ended Dec. 31, 2023 USD ($)
Unrecognized tax benefits	
Balance at beginning of year	$ 321
Gross increases - tax positions during the year	200
Balance at end of year	$ 521

XML 256 R226.htm IDEA: XBRL DOCUMENT

Income Taxes - Unrecognized tax benefits and TCJA (Details) - Adagio Medical Inc - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Unrecognized tax benefits	$ 521	$ 321	$ 321
Unrecognized tax benefits that will affect the effective tax rate	500		
Capitalization of R & E	$ 15,500		

XML 257 R227.htm IDEA: XBRL DOCUMENT

Related Party Transactions (Details)	1 Months Ended	2 Months Ended	3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended		12 Months Ended			
	Jul. 30, 2024 USD ($)	Sep. 30, 2024 USD ($)	Sep. 30, 2023 USD ($)	Jun. 30, 2024 USD ($) item	Jun. 30, 2023 USD ($)	Jul. 30, 2024 USD ($)	Sep. 30, 2024 item	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($) item	Dec. 31, 2022 USD ($)	Oct. 27, 2022 USD ($)	Jul. 27, 2022 USD ($)
October 2022 Convertible Notes												
Related Party Transactions												
Principal amount									$ 9,500,000		$ 9,500,000	$ 9,500,000
October 2022 Convertible Notes | Adagio Medical Inc												
Related Party Transactions												
Principal amount										$ 9,500,000	9,500,000	
Related Party | Fjord | Shared Services Agreement												
Related Party Transactions												
Amount of transaction	$ 100,000	$ 200,000	$ 400,000			$ 900,000		$ 1,000,000				
Related Party | Fjord | Shared Services Agreement | Adagio Medical Inc												
Related Party Transactions												
Amount of transaction				$ 800,000	$ 600,000				1,400,000	1,100,000		
Related Party | Fjord | Sub-lease of office and manufacturing space												
Related Party Transactions												
Amount of transaction			$ 25,500			$ 25,500		$ 76,400				
Office and manufacturing space | item							4,992					
Related Party | Fjord | Sub-lease of office and manufacturing space | Adagio Medical Inc												
Related Party Transactions												
Amount of transaction				$ 25,500	$ 50,900				$ 100,000	$ 100,000		
Office and manufacturing space | item				4,992					4,992			
Related Party | Fjordinvest | October 2022 Convertible Notes												
Related Party Transactions												
Principal amount											500,000	
Related Party | Fjordinvest | October 2022 Convertible Notes | Adagio Medical Inc												
Related Party Transactions												
Principal amount											$ 500,000	

XML 258 R228.htm IDEA: XBRL DOCUMENT

Restatement of Quarterly Financial Information (Unaudited) (Details) - USD ($)		1 Months Ended		2 Months Ended			3 Months Ended
	Dec. 31, 2023	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023
Condensed Consolidated Balance Sheet							
Convertible notes payable, current	$ 36,430,000						
Total current liabilities	47,176,000			$ 7,919,000	$ 7,919,000		
Total liabilities	47,379,000			30,635,000	30,635,000		
Accumulated deficit	(133,649,000)			(13,217,000)	(13,217,000)		
Total stockholders' deficit	(132,023,000)	$ (148,315,000)		76,561,000	76,561,000		$ (123,507,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Total other income (expense), net		(2,029,000)		8,031,000			(1,680,000)
Net loss		(8,235,000)		3,606,000	$ 3,600,000		(10,761,000)
Comprehensive loss		$ (8,237,000)		$ 3,597,000			$ (10,757,000)
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)		$ 0.18			$ (14.15)
Diluted net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)	$ (14.15)	$ 0.02	$ 0.02		$ (14.15)
Condensed Consolidated Statement of							

Convertible Preferred Stock and Stockholders' Deficit							
Net loss		$ (8,235,000)		$ 3,606,000	$ 3,600,000		$ (10,761,000)
Total Stockholders' Deficit Balance	(132,023,000)	(148,315,000)		76,561,000	76,561,000		(123,507,000)
Condensed Consolidated Statement of Cash Flow							
Net loss		$ (8,235,000)		3,606,000	3,600,000		(10,761,000)
Adagio Medical Inc							
Condensed Consolidated Balance Sheet							
Convertible notes payable, current	36,430,000				$ 44,048,000	26,584,000	
Total current liabilities	47,176,000				57,022,000	35,915,000	
Total liabilities	47,379,000				57,072,000	36,554,000	
Accumulated deficit	(133,649,000)				(140,958,000)	(125,028,000)	
Total stockholders' deficit	(132,023,000)				(139,218,000)	(123,507,000)	$ (104,722,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Convertible notes fair value adjustment					2,382,000		(2,034,000)
Total other income (expense), net					1,506,000		(2,295,000)
Net loss					(7,309,000)		(8,949,000)
Comprehensive loss					$ (7,306,000)		$ (8,953,000)
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (8.34)	$ (14.15)		$ (9.37)		$ (11.82)
Diluted net income (loss) per share (Note 15) (in dollars per share)					$ (9.37)		$ (11.82)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss					$ (7,309,000)		$ (8,949,000)
Total Stockholders' Deficit Balance	(132,023,000)				(139,218,000)	(123,507,000)	(104,722,000)
Condensed Consolidated Statement of Cash Flow							
Net loss					(7,309,000)		(8,949,000)
Change in fair value of convertible notes payable					$ (2,382,000)		$ 2,034,000
Error Correction, Type [Extensible Enumeration]					adgm:AdjustmentForDuplicationOfConvertibleNotesPayableMember		adgm:AdjustmentForD
Accumulated Deficit							
Condensed Consolidated Balance Sheet							
Total stockholders' deficit	(133,649,000)	$ (154,927,000)		(13,217,000)	(13,217,000)	(125,028,000)	
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Net loss		(8,235,000)		3,606,000		(10,761,000)	
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss		(8,235,000)		3,606,000		(10,761,000)	
Total Stockholders' Deficit Balance	(133,649,000)	(154,927,000)		(13,217,000)	$ (13,217,000)	(125,028,000)	
Condensed Consolidated Statement of Cash Flow							
Net loss		$ (8,235,000)		$ 3,606,000		(10,761,000)	
Accumulated Deficit | Adagio Medical Inc							
Condensed Consolidated Balance Sheet							
Total stockholders' deficit	(133,649,000)				$ (140,958,000)	(125,028,000)	$ (106,008,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Net loss							
Condensed Consolidated Statement of Convertible Preferred							

Stock and Stockholders' Deficit				
Net loss				
Total Stockholders' Deficit Balance	(133,649,000)	(140,958,000)	(125,028,000)	(106,008,000)
Condensed Consolidated Statement of Cash Flow				
Net loss				
As Previously Reported				
Condensed Consolidated Balance Sheet				
Total liabilities	5,000			
Accumulated deficit	(5,000)			
Total stockholders' deficit	(5,000)			
Condensed Consolidated Statement of Operations and Comprehensive Loss				
Net loss	$ (5,000)			
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (5,000)			
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ (5,000)			
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Net loss	$ (5,000)			
Total Stockholders' Deficit Balance	(5,000)			
Condensed Consolidated Statement of Cash Flow				
Net loss	(5,000)			
As Previously Reported | Adagio Medical Inc				
Condensed Consolidated Balance Sheet				
Convertible notes payable, current	37,986,000	46,313,000	27,619,000	
Total current liabilities	48,732,000	59,287,000	36,950,000	
Total liabilities	48,935,000	59,337,000	37,589,000	
Accumulated deficit	(135,205,000)	(143,223,000)	(126,063,000)	
Total stockholders' deficit	(133,579,000)	(141,483,000)	(124,542,000)	(105,049,000)
Condensed Consolidated Statement of Operations and Comprehensive Loss				
Convertible notes fair value adjustment		1,673,000		(2,361,000)
Total other income (expense), net		797,000		(2,622,000)
Net loss		(8,018,000)		(9,276,000)
Comprehensive loss		$ (8,015,000)		$ (9,280,000)
Basic net income (loss) per share (Note 15) (in dollars per share)		$ (10.28)		$ (12.25)
Diluted net income (loss) per share (Note 15) (in dollars per share)		$ (10.28)		$ (12.25)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit				
Net loss		$ (8,018,000)		$ (9,276,000)
Total Stockholders' Deficit Balance	(133,579,000)	(141,483,000)	(124,542,000)	(105,049,000)
Condensed Consolidated Statement of Cash Flow				
Net loss		(8,018,000)		(9,276,000)
Change in fair value of convertible notes payable		(1,673,000)		2,361,000
As Previously Reported | Accumulated Deficit				
Condensed Consolidated Balance Sheet				
Total stockholders' deficit	(5,000)			
Condensed Consolidated Statement of Operations and Comprehensive Loss				
Net loss	(5,000)			
Condensed Consolidated				

Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss	(5,000)						
Total Stockholders' Deficit Balance	(5,000)						
Condensed Consolidated Statement of Cash Flow							
Net loss	(5,000)						
As Previously Reported | Accumulated Deficit | Adagio Medical Inc							
Condensed Consolidated Balance Sheet							
Total stockholders' deficit	(135,205,000)		(143,223,000)			(126,063,000)	(106,335,000)
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Total Stockholders' Deficit Balance	(135,205,000)		(143,223,000)			(126,063,000)	(106,335,000)
Adjustment | Adagio Medical Inc							
Condensed Consolidated Balance Sheet							
Convertible notes payable, current	(1,556,000)		(2,265,000)			(1,035,000)	
Total current liabilities	(1,556,000)		(2,265,000)			(1,035,000)	
Total liabilities	(1,556,000)		(2,265,000)			(1,035,000)	
Accumulated deficit	1,556,000		2,265,000			1,035,000	
Total stockholders' deficit	1,556,000		2,265,000			1,035,000	327,000
Condensed Consolidated Statement of Operations and Comprehensive Loss							
Convertible notes fair value adjustment			709,000				327,000
Total other income (expense), net			709,000				327,000
Net loss			709,000				327,000
Comprehensive loss			$ 709,000				$ 327,000
Basic net income (loss) per share (Note 15) (in dollars per share)			$ 0.91				$ 0.43
Diluted net income (loss) per share (Note 15) (in dollars per share)			$ 0.91				$ 0.43
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Net loss			$ 709,000				$ 327,000
Total Stockholders' Deficit Balance	1,556,000		2,265,000			1,035,000	327,000
Condensed Consolidated Statement of Cash Flow							
Net loss			709,000				327,000
Change in fair value of convertible notes payable			(709,000)				(327,000)
Adjustment | Accumulated Deficit | Adagio Medical Inc							
Condensed Consolidated Balance Sheet							
Total stockholders' deficit	1,556,000		2,265,000			1,035,000	327,000
Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit							
Total Stockholders' Deficit Balance	$ 1,556,000		$ 2,265,000			$ 1,035,000	$ 327,000

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Subsequent Events (Details) - USD ($)	**Jul. 31, 2024**	**Feb. 13, 2024**	**Sep. 30, 2024**	**Jul. 23, 2024**	**Jun. 30, 2024**	**Jun. 25, 2024**	**May 21, 2024**	**Dec. 31, 2023**
Subsequent Events								
Preferred stock par value (in dollars per share)	$ 0.001		$ 0.0001					
Adagio Medical Inc								
Subsequent Events								
Exercise price								$ 7.97
Preferred stock par value (in dollars per share)	0.001				$ 0.001			
Convert Warrants								
Subsequent Events								
Principal amount			$ 20,000,000					
Exercise price	$ 24	$ 24	$ 24					
May 2024 Convertible Notes								
Subsequent Events								

Principal amount									$ 3,000,000	
Interest rate									8.00%	
May 2024 Convertible Notes | Adagio Medical Inc										
Subsequent Events										
Principal amount									$ 3,000,000	
Interest rate									8.00%	
Outstanding notes							$ 3,000,000			
June 2024 Convertible Notes										
Subsequent Events										
Principal amount								$ 2,500,000		
Interest rate								8.00%		
June 2024 Convertible Notes | Adagio Medical Inc										
Subsequent Events										
Principal amount								$ 2,500,000		
Interest rate								8.00%		
Outstanding notes							2,500,000			
New Adagio Convertible Notes | Convert Warrants | Adagio Medical Inc										
Subsequent Events										
Principal amount			$ 20,000,000							
Interest rate			13.00%							
Shares called by per each warrant			1							
Exercise price			$ 24							
Debt term			3 years 9 months							
July 2024 Convertible Notes										
Subsequent Events										
Principal amount					$ 1,000,000					
Interest rate					8.00%					
February 2024 Convertible Notes										
Subsequent Events										
Principal amount			$ 7,000,000							
Interest rate			8.00%							
February 2024 Convertible Notes | Adagio Medical Inc										
Subsequent Events										
Principal amount			$ 7,000,000							
Interest rate			8.00%							
Outstanding notes	$ 7,000,000						$ 7,000,000			
Subsequent event | Adagio Medical Holdings, Inc.										
Subsequent Events										
Amount of funds raised	84,200,000									
Subsequent event | New Adagio Convertible Notes | Adagio Medical Inc										
Subsequent Events										
Principal amount			$ 20,000,000							
Interest rate			13.00%							
Debt term			3 years 9 months							
Debt instrument face amount to be issued pursuant to the agreement			$ 5,500,000							
Class of warrant or right to be issued pursuant to the agreement			937,500							
Subsequent event | New Adagio Convertible Notes | Convert Warrants | Adagio Medical Inc										
Subsequent Events										
Shares called by per each warrant			1							
Exercise price			$ 24							
Subsequent event | Bridge Financing | Adagio Medical Holdings, Inc.										
Subsequent Events										
Amount of funds raised	29,500,000									
Subsequent event | Bridge Financing | Convertible Debt | Adagio Medical Holdings, Inc.										
Subsequent Events										
Amount of funds raised	$ 7,000,000									
Subsequent event | Bridge Financing Note 2024 | Adagio Medical Inc										
Subsequent Events										
Principal amount			$ 7,000,000							
Proceeds from convertible debt			$ 7,000,000							
Subsequent event | July 2024 Convertible Notes | Adagio Medical Holdings, Inc.										
Subsequent Events										
Principal amount					$ 1,000,000					
Interest rate					8.00%					
Subsequent event | July 2024 Convertible Notes | Adagio Medical Inc										
Subsequent Events										
Principal amount					$ 1,000,000					
Interest rate					8.00%					

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Condensed Consolidated Balance Sheets - USD ($) $ in Thousands	1 Months Ended	2 Months Ended		3 Months Ended	7 Months Ended	9 Months Ended	12 Months Ended				
	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Jul. 31, 2024	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2022
Current assets:											
Cash and cash equivalents		$ 28,260	$ 28,260				$ 1,383				
Accounts receivable, net		90	90				71				
Inventory, net		4,139	4,139				3,322				
Prepaid expenses		2,328	2,328				232				
Other current assets		213	213				177				
Total current assets		35,030	35,030				5,185				
Property and equipment, net		1,572	1,572				1,487				
Right-of-use assets, net		226	226				130				
Intangible Assets, net		26,061	26,061				0				
Goodwill		44,291	44,291				0				
Other assets		16	16				23				
Total assets		107,196	107,196				6,825				
Current liabilities:											
Accounts payable		4,419	4,419				3,830				
Accrued liabilities		2,910	2,910				3,048				
Operating lease liabilities, current		142	142				79				
Convertible notes payable, current							36,430				
Warrant liabilities							78				
Term loan, current							1,695				

Accrued transaction costs						444				
Other accrued liabilities		448	448			1,572				
Total current liabilities		7,919	7,919			47,176				
Operating lease liabilities, long-term		85	85			52				
Convertible notes payable, non-current		13,750	13,750							
Warrant liabilities		2,465	2,465							
Deferred tax liabilities, net		2,800	2,800							
Term loan, long-term						143				
Other long-term liabilities		3,616	3,616			8				
Total liabilities		30,635	30,635			47,379				
Commitments and contingencies (Note 12)										
Legacy Adagio's Convertible preferred stock, $0.001 par value; 4,939,946 shares authorized as of December 31, 2023; 4,939,946 shares issued and outstanding as of December 31, 2023, with aggregate liquidation preference of $91,637 as of December 31, 2023	$ 86,783			$ 91,469	$ 86,783	$ 91,469	91,469		$ 86,783	$ 91,469	$ 91,469
Stockholders' equity (deficit):										
Common stock, $0.0001 par value; 210,000,000 shares authorized as of September 30, 2024; 14,535,136 shares issued and outstanding as of September 30, 2024		1	1			1				
Additional paid-in capital		89,786	89,786			1,608				
Accumulated other comprehensive income		(9)	(9)			17				
Accumulated deficit		(13,217)	(13,217)			(133,649)				
Total stockholders' equity (deficit)	$ (148,315)	76,561	76,561	$ (123,507)	$ (148,315)	$ (123,507)	(132,023)	$ 72,964	$ (140,506)	$ (112,876)	$ (95,877)
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)		$ 107,196	$ 107,196				$ 6,825				
Financial Designation, Predecessor and Successor [Fixed List]	Predecessor	Successor	Successor	Predecessor	Predecessor	Predecessor	Predecessor				

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Condensed Consolidated Balance Sheets (Parenthetical) - USD ($)	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022
Condensed Consolidated Balance Sheets								
Convertible preferred stock, par value (in dollars per share)					$ 0.001			
Convertible preferred stock, shares authorized			4,939,946		4,939,946			
Convertible preferred stock, shares issued			4,732,044	4,732,044	4,939,946	4,939,946	4,939,946	4,939,946
Convertible preferred stock, shares outstanding					4,939,946			
Convertible preferred stock, liquidation preference value					$ 91,637,000			
Common stock, par value (in dollars per share)	$ 0.0001		$ 0.001		$ 0.001			
Common stock, shares authorized	210,000,000		6,594,946		6,594,946			
Common stock, shares issued	14,535,136				786,510			
Common stock, shares outstanding	14,535,136	13,387,636			779,908			

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Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) - USD ($) $ in Thousands	1 Months Ended		2 Months Ended		3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)										
Revenue	$ 53			$ 132	$ 41			$ 333	$ 222	
Cost of revenue and operating expenses:										
Cost of revenue	157			414	253			1,381	972	
Research and development	1,251			1,217	4,418			7,585	13,625	
Selling, general, and administrative	4,851			2,926	4,451			13,047	8,234	
Total cost of revenue and operating expenses	6,259			4,557	9,122			22,013	22,831	
Loss from operations	(6,206)			(4,425)	(9,081)			(21,680)	(22,609)	
Other income (expense):										
Convertible notes fair value adjustment	(1,907)		$ 3,255	3,255	(1,051)			2,059	(4,084)	
Warrant liabilities fair value adjustment	177		4,973	4,973	(23)			191	(83)	
Interest expense	(304)			(435)	(485)			(1,818)	(1,082)	
Interest income				166	2			3	2	
Other (expense) income, net	5			72	(123)			(33)	(113)	
Total other income (expense), net	(2,029)			8,031	(1,680)			402	(5,360)	
Net income (loss)	(8,235)		$ 3,600	3,606	(10,761)			(21,278)	(27,969)	
Other comprehensive income (loss):										
Foreign currency translation adjustment	(2)			(9)	4			3	(1)	
Comprehensive income (loss)	$ (8,237)			$ 3,597	$ (10,757)			$ (21,275)	$ (27,970)	
Basic net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)			$ 0.18	$ (14.15)			$ (26.08)	$ (36.83)	
Diluted net income (loss) per share (Note 15) (in dollars per share)	$ (8.34)	$ (14.15)	$ 0.02	$ 0.02	$ (14.15)	$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)	
Financial Designation, Predecessor and Successor [Fixed List]	Predecessor		Successor	Successor	Predecessor			Predecessor	Predecessor	Predecessor

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Condensed Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) - USD ($) $ in Thousands	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
Ending Balance at Dec. 31, 2022					$ 91,469
Ending Balance (in shares) at Dec. 31, 2022					4,939,946
Ending Balance at Dec. 31, 2022	$ 1	$ 1,153	$ (97,059)	$ 28	$ (95,877)
Ending Balance (in shares) at Dec. 31, 2022	756,160				
Beginning Balance at Dec. 31, 2022					$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022					4,939,946
Ending Balance at Jun. 30, 2023					$ 91,469
Ending Balance (in shares) at Jun. 30, 2023					4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	1,153	(97,059)	28	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160				
Ending Balance at Jun. 30, 2023	$ 1	1,367	(114,267)	23	(112,876)
Ending Balance (in shares) at Jun. 30, 2023	760,918				
Beginning Balance at Dec. 31, 2022					$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022					4,939,946
Ending Balance at Sep. 30, 2023					$ 91,469
Ending Balance (in shares) at Sep. 30, 2023					4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	1,153	(97,059)	28	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160				

Increase (Decrease) in Stockholders' Deficit					
Foreign currency translation adjustment				(1)	(1)
Stock option exercises		11			11
Stock option exercises (in shares)	4,412				
Stock-based compensation		329			329
Net income (loss)					(27,969)
Ending Balance at Sep. 30, 2023	$ 1	1,493	(125,028)	27	$ (123,507)
Ending Balance (in shares) at Sep. 30, 2023	760,572				
Increase (Decrease) in Stockholders' Deficit					
Financial Designation, Predecessor and Successor [Fixed List]					Predecessor
Beginning Balance at Dec. 31, 2022					$ 91,469
Beginning Balance (in shares) at Dec. 31, 2022					4,939,946
Ending Balance at Dec. 31, 2023					$ 91,469
Ending Balance (in shares) at Dec. 31, 2023					4,939,946
Beginning Balance at Dec. 31, 2022	$ 1	1,153	(97,059)	28	$ (95,877)
Beginning Balance (in shares) at Dec. 31, 2022	756,160				
Ending Balance at Dec. 31, 2023	$ 1	1,608	(133,649)	17	$ (132,023)
Ending Balance (in shares) at Dec. 31, 2023	779,908				786,510
Increase (Decrease) in Stockholders' Deficit					
Financial Designation, Predecessor and Successor [Fixed List]					Predecessor
Ending Balance at Jun. 30, 2023					$ 91,469
Ending Balance (in shares) at Jun. 30, 2023					4,939,946
Ending Balance at Jun. 30, 2023	$ 1	1,367	(114,267)	23	$ (112,876)
Ending Balance (in shares) at Jun. 30, 2023	760,918				
Ending Balance at Sep. 30, 2023					$ 91,469
Ending Balance (in shares) at Sep. 30, 2023					4,939,946
Increase (Decrease) in Stockholders' Deficit					
Foreign currency translation adjustment				4	$ 4
Stock option exercises	$ (346)	1			1
Stock-based compensation		125			125
Net income (loss)			(10,761)		(10,761)
Ending Balance at Sep. 30, 2023	$ 1	1,493	(125,028)	27	$ (123,507)
Ending Balance (in shares) at Sep. 30, 2023	760,572				
Increase (Decrease) in Stockholders' Deficit					
Financial Designation, Predecessor and Successor [Fixed List]					Predecessor
Ending Balance at Dec. 31, 2023					$ 91,469
Ending Balance (in shares) at Dec. 31, 2023					4,939,946
Ending Balance at Dec. 31, 2023	$ 1	1,608	(133,649)	17	$ (132,023)
Ending Balance (in shares) at Dec. 31, 2023	779,908				786,510
Beginning Balance at Dec. 31, 2023					$ 91,469
Beginning Balance (in shares) at Dec. 31, 2023					4,939,946
Ending Balance at Jun. 30, 2024					$ 86,783
Ending Balance (in shares) at Jun. 30, 2024					4,732,044
Beginning Balance at Dec. 31, 2023	$ 1	1,608	(133,649)	17	$ (132,023)
Beginning Balance (in shares) at Dec. 31, 2023	779,908				786,510
Ending Balance at Jun. 30, 2024	$ 1	6,163	(146,692)	22	$ (140,506)
Ending Balance (in shares) at Jun. 30, 2024	780,180				
Beginning Balance at Dec. 31, 2023					$ 91,469
Beginning Balance (in shares) at Dec. 31, 2023					4,939,946
Increase (Decrease) in Convertible Preferred Stock					
Exchange preferred stock for pre-funded warrants					$ (4,686)
Exchange preferred stock for pre-funded warrants (shares)					207,902
Ending Balance at Jul. 30, 2024					$ 86,783
Ending Balance (in shares) at Jul. 30, 2024					4,732,044
Beginning Balance at Dec. 31, 2023	$ 1	1,608	(133,649)	17	$ (132,023)
Beginning Balance (in shares) at Dec. 31, 2023	779,908				786,510
Increase (Decrease) in Stockholders' Deficit					
Foreign currency translation adjustment				3	$ 3
Exchange preferred stock for pre-funded warrants		4,332			4,332
Stock option exercises (in shares)	305				
Stock-based compensation		642			642
Net income (loss)					(21,278)
Ending Balance at Jul. 30, 2024	$ 1	6,591	(154,927)	20	$ (148,315)
Ending Balance (in shares) at Jul. 30, 2024	780,213				
Increase (Decrease) in Stockholders' Deficit					
Financial Designation, Predecessor and Successor [Fixed List]					Predecessor
Beginning Balance at Dec. 31, 2023					$ 91,469
Beginning Balance (in shares) at Dec. 31, 2023					4,939,946
Beginning Balance at Dec. 31, 2023	$ 1	1,608	(133,649)	17	$ (132,023)
Beginning Balance (in shares) at Dec. 31, 2023	779,908				786,510
Increase (Decrease) in Stockholders' Deficit					
Issuance of earn-out shares (in shares)					1,147,500
Ending Balance at Sep. 30, 2024	$ 1	89,786	(13,217)	(9)	$ 76,561
Ending Balance (in shares) at Sep. 30, 2024	14,535,136				14,535,136
Ending Balance at Jun. 30, 2024					$ 86,783
Ending Balance (in shares) at Jun. 30, 2024					4,732,044
Ending Balance at Jun. 30, 2024	$ 1	6,163	(146,692)	22	$ (140,506)
Ending Balance (in shares) at Jun. 30, 2024	780,180				
Ending Balance at Jul. 30, 2024					$ 86,783
Ending Balance (in shares) at Jul. 30, 2024					4,732,044
Increase (Decrease) in Stockholders' Deficit					
Foreign currency translation adjustment				(2)	$ (2)
Stock option exercises		7			7
Stock option exercises (in shares)	33				
Stock-based compensation		421			421
Net income (loss)			(8,235)		(8,235)
Ending Balance at Jul. 30, 2024	$ 1	6,591	(154,927)	20	$ (148,315)
Ending Balance (in shares) at Jul. 30, 2024	780,213				
Increase (Decrease) in Stockholders' Deficit					
Financial Designation, Predecessor and Successor [Fixed List]					Predecessor
Net income (loss)					$ 3,600
Ending Balance at Sep. 30, 2024	$ 1	89,786	(13,217)	(9)	$ 76,561
Ending Balance (in shares) at Sep. 30, 2024	14,535,136				14,535,136
Increase (Decrease) in Stockholders' Deficit					
Financial Designation, Predecessor and Successor [Fixed List]					Successor
Beginning Balance at Jul. 31, 2024	$ 1	89,786	(16,823)		$ 72,964
Beginning Balance (in shares) at Jul. 31, 2024	13,387,636				
Increase (Decrease) in Stockholders' Deficit					

Foreign currency translation adjustment				(9)	(9)
Issuance of earn-out shares	$ 1,147,500				
Issuance of earn-out shares (in shares)	1,147,500				
Net income (loss)			3,606		3,606
Ending Balance at Sep. 30, 2024	$ 1	$ 89,786	$ (13,217)	$ (9)	$ 76,561
Ending Balance (in shares) at Sep. 30, 2024	14,535,136				14,535,136
Increase (Decrease) in Stockholders' Deficit					
Financial Designation, Predecessor and Successor [Fixed List]					Successor

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Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands	2 Months Ended	7 Months Ended	9 Months Ended
	Sep. 30, 2024	Jul. 30, 2024	Sep. 30, 2023
Cash flows from operating activities:			
Net income (loss)	$ 3,606	$ (21,278)	$ (27,969)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Depreciation and amortization	316	646	399
Non-cash operating lease expense	22	98	119
Stock-based compensation		642	329
Provision for inventory impairment	(15)	15	21
Amortization of term loan discount		10	11
Loss on disposal of property and equipment		62	3
Change in fair value of convertible notes payable	(3,255)	(2,059)	4,084
Change in fair value of warrant liabilities	(4,973)	(191)	83
Net change in operating assets and liabilities:			
Accounts receivable, net	15	(32)	(73)
Inventory, net	(130)	(773)	57
Prepaid expenses and other current assets	(1,259)	(95)	381
Accounts payable	(356)	(2,628)	
Accrued liabilities	(651)	511	1,102
Accrued transaction costs		7,446	241
Other accrued liabilities	344	1,734	1,848
Operating lease liabilities	(22)	(98)	917
Other Long-Term Liabilities			(121)
Deferred taxes			7
Net cash used in operating activities	(6,358)	(15,990)	(18,561)
Cash flows from investing activities:			
Purchases of property and equipment	(578)	(368)	(313)
Purchases of software			(7)
Net cash used in investing activities	(578)	(368)	(320)
Cash flows from financing activities:			
Proceeds from exercise of common stock options			11
Proceeds from issuance of convertible notes payable		16,500	13,000
Proceeds from term loan			3,000
Repayment of non-convertible term loan		(867)	(714)
Net cash provided by financing activities		15,633	15,297
Effect of foreign currency translation on cash and cash equivalents	42	24	18
Net change in cash and cash equivalents	(6,894)	(701)	(3,566)
Cash and cash equivalents, at beginning of period	35,154	1,383	5,547
Cash and cash equivalents, at end of period	$ 28,260	35,154	1,981
Supplemental disclosure of cash flow information:			
Cash paid for interest		85	154
Supplemental disclosure of noncash investing and financing activities:			
Right-of-use assets obtained in exchange for lease liabilities		(216)	
Lease liabilities recorded for operating lease right-of-use assets		216	
Amount of term loan proceeds allocated to warrant liabilities			$ 36
Exchange preferred stock for pre-funded warrants		$ 4,332	
Financial Designation, Predecessor and Successor [Fixed List]	Successor	Predecessor	Predecessor
Prior to Effect of Business Combination			
Cash flows from financing activities:			
Cash and cash equivalents, at beginning of period	$ 682		
Cash and cash equivalents, at end of period		$ 682	

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Description of Organization and Business Operations	9 Months Ended
	Sep. 30, 2024
Description of Organization and Business Operations	

Description of Organization and Business Operations

Note 1 - Description of Organization and Business Operations

Our Company

Adagio Medical Holding, Inc. (formerly known as Aja Holdco, Inc.) and its wholly-owned subsidiaries (collectively, the "Company", the "Successor") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. Legacy Adagio (as defined below) received CE Marking in Europe for its iCLAS™ Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so. The Company is headquartered in Laguna Hills, California.

On July 31, 2024 (the "Closing Date"), ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company ("ARYA"), Aja Holdco, Inc. ("ListCo"), a Delaware corporation and wholly-owned subsidiary of ARYA, Aja Merger Sub 1, a Cayman Islands exempted company and wholly-owned subsidiary of ListCo ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation and wholly-owned subsidiary of ListCo ("Company Merger Sub"), and Adagio Medical, Inc., a Delaware corporation ("Legacy Adagio", the "Predecessor"), consummated the business combination (the "Business Combination") pursuant to the terms of the Business Combination Agreement, dated February 13, 2024, by and among the foregoing parties, as amended by the Consent and Amendment No. 1 to Business Combination Agreement, dated as of June 25, 2024, by and between ARYA and Adagio (the "Business Combination Agreement").

Pursuant to the Business Combination Agreement, on the Closing Date, (i) ARYA Merger Sub merged with and into ARYA (the "ARYA Merger") and Company Merger Sub merged with and into Legacy Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with ARYA and Legacy Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Legacy Adagio becoming a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the "ARYA Merger Effective Time," the time that the Adagio Merger becomes effective being referred to as the "Adagio Merger Effective Time," the time after which both Mergers become effective being referred to as the "Closing," and the date on which the Closing occurs being referred to as the "Closing Date"), (ii) ListCo filed with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation of ListCo, and the board of directors of ListCo approved and adopt amended and restated bylaws of ListCo, and (iii) ListCo changed its name to Adagio Medical Holdings, Inc.

Refer to *Note 3- Forward Merger* for details of the Business Combination.

The Company's Common Stock (as defined below) began trading on August 1, 2024, under the symbol ADGM on the Nasdaq Capital Market (NASDAQ: ADGM).

Liquidity and Going Concern

The accompanying condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern. The Company has limited revenue and has experienced recurring operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years.

As of September 30, 2024, the Successor reported cash and cash equivalents of $28.3 million, and an accumulated deficit of $13.2 million. For the period from July 31, 2024 to September 30, 2024 (Successor), from January 1, 2024 to July 30, 2024 (Predecessor), and the nine months ended September 30, 2023 (Predecessor), net income (loss) was $3.6 million, $(21.3) million, and $(28.0) million, respectively. The net cash used in operating activities was $6.4 million, $16.0 million, and $18.6 million, respectively.

Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern.

Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) negotiate other cash equity or debt financing in the short-term, (ii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market, and (iii) execute cost-cutting measures to manage cash burn. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company.

If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business.

Strategic Realignment of Resources and Corporate Restructuring

On December 1, 2023, Legacy Adagio approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years.

As part of the RIF, Legacy Adagio initiated a reduction in its workforce of 20 employees, representing approximately 19% of Legacy Adagio's employees, which was completed on December 15, 2023. Legacy Adagio made no payment for severance or related benefit costs. Legacy Adagio made no payment of retention bonuses.

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Summary of Significant Accounting Policies	9 Months Ended
	Sep. 30, 2024
Summary of Significant Accounting Policies	
Summary of Significant Accounting Policies	**Note 2 - Summary of Significant Accounting Policies**

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.

As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.

Unaudited Interim Financial Information

The accompanying interim condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive income (loss) and the condensed consolidated statements of convertible preferred stock and stockholders' equity (deficit), for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor) and the three and nine months ended September 30, 2023 (Predecessor), and the condensed consolidated statements of cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), and the related footnote disclosures are unaudited.

These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2024 (Successor) and its results of operations and comprehensive income (loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the three and nine months ended September 30, 2023 (Predecessor), and cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

The results for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor) are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or any other interim period.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception.

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets.

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles.

Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Intangible Assets

Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. In determining the estimated useful lives of definite-lived intangibles, the Company considers the nature, competitive position, life cycle position and
expected future operating cash flows of the acquired asset, as well as its commitment to support these assets through continued investment and legal infringement protection.

Indefinite-lived intangible assets consist of In-Process Research and Development ("IPR&D"). Intangible assets with indefinite lives are tested for impairment if impairment indicators arise and, at a minimum, annually. However, an entity is permitted to first assess qualitative factors to determine if a quantitative impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. The indefinite-lived intangible asset impairment test consists of a one-step analysis that compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. No impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have material intangible assets.

Goodwill

In accordance with ASC 350, Intangibles – Goodwill and Other, the Company tests goodwill for impairment at the reporting unit level. The Company has one reporting unit for the goodwill impairment testing purposes. Goodwill is tested for impairment on an annual basis in the fourth quarter, or more frequently if events or changes in circumstances indicate the carrying value of goodwill may not be recoverable (a "triggering event"). On the occurrence of a triggering event, an entity has the option to first assess qualitative factors to determine whether a quantitative impairment test is necessary. If it is more likely than not that goodwill is impaired, the fair value of the reporting unit (the Company) is compared with its carrying value. An impairment charge is recognized for the amount by which the carrying amount exceeds the fair value, provided, the loss recognized cannot exceed the total amount of goodwill. No goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have goodwill.

Concentrations

The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its
revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to *Note 11- Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs (Predecessor)

In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Warrants

The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities.

The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date.

See *Note 10- Warrants* for additional information related to the warrants.

Term Loan (Predecessor)

The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See *Note 9- Debt* for additional information related to the term loan.

Convertible Preferred Stock (Predecessor)

The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

As the Legacy Adagio preferred stock is considered to be contingently redeemable, the Legacy Adagio preferred stock has been classified outside of permanent equity.

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 14- Stock-Based Compensation*.

Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date.

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

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Forward Merger

9 Months Ended
Sep. 30, 2024

Forward Merger
Forward Merger

Note 3 – Forward Merger

On February 13, 2024, ARYA, ListCo, ARYA Merger Sub, and Company Merger Sub, entered into a Business Combination Agreement, which was amended by the Consent and Amendment No. 1 to the Business Combination Agreement, dated as of June 25, 2024.

Prior to the annual general meeting, holders of 2,707,555 shares of ARYA's redeemable Class A ordinary shares exercised their right to redeem such shares for cash at a redemption price of approximately $11.56 per share, for an aggregate redemption amount of approximately $31.3 million.

Description of the Transaction

Upon the consummation of Business Combination,

a) Each issued and outstanding Class A ordinary share of ARYA, par value $0.0001 per share, were automatically cancelled, extinguished and converted into one share of common stock, par value $0.0001 per share, of the Company ("Company's Common Stock").

b) Each issued and outstanding Class B ordinary share of ARYA, par value $0.0001 per share, are automatically cancelled, extinguished and converted into the right to receive one share of the Company's Common Stock, other than (i) 1,000,000 Class B ordinary shares that are forfeited by the Sponsor, and issued to the PIPE Investors (as defined below), including the Perceptive PIPE Investor (as defined below); (ii) 1,147,500 shares of the Company's Common Stock issuable to the Sponsor are subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of the Company equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting").

c) Each warrant of Legacy Adagio (other than the Series E Pre-funded Warrants) was terminated in accordance with the terms of the applicable warrant agreement.

d) All issued and outstanding convertible promissory notes of Legacy Adagio (excluding the Bridge Financing Notes and the 2024 Bridge Financing Notes, as defined below), including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Legacy Adagio common stock in accordance with the terms of such convertible promissory notes, and such convertible promissory notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion.

e) Each share of Legacy Adagio preferred stock, par value $0.001 per share, that is issued and outstanding are automatically converted into shares of Legacy Adagio common stock on a one-to-one basis.

f) All issued and outstanding shares of Legacy Adagio common stock including Series E Pre-funded Warrants that had been issued and outstanding are automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

g) Each issued, outstanding and unexercised option to purchase Legacy Adagio common stock ("Legacy Adagio Option") had been vested prior to the Closing with an aggregate value that exceeds the aggregate exercise price of such Legacy Adagio Option (each an "In-the-Money Adagio Options") are cancelled and extinguished in exchange for options to purchase shares of the Company's Common Stock, and each issued and outstanding Legacy Adagio equity award (other than an In-the-Money Adagio Options) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto.

h) $7.0 million of 2024 Bridge Financing Notes is converted into Convertible Securities Notes and Convert Warrants (as defined below).

In connection with the execution of the Business Combination Agreement, ListCo and ARYA entered into Subscription Agreements (the "Initial Subscription Agreements"), with Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor") and certain other investors (the "Initial Other PIPE Investors", and together with the Perceptive PIPE Investor, the "Initial PIPE Investors"). In June 2024, ListCo and ARYA entered into additional Subscription Agreements (the "June Subscription Agreements" and, together with the Initial Subscription Agreements, the "Subscription Agreements") with certain additional investors, (the "June PIPE Investors", and together with the Initial Other PIPE Investors, the "Other PIPE Investors", and the Other PIPE Investors, together with the Perceptive PIPE Investor, the "PIPE Investors").

Pursuant to the subscription agreements, the PIPE Investors have committed financing valued at $64.5 million (the "PIPE Financing").

The PIPE Financing included:

(i) Commitments by certain Other PIPE Investors to purchase $2.5 million in Class A shares of ARYA in the open market and not to redeem such shares before the Closing, resulting in the issuance of 355,457 shares of Company's Common Stock and 299,902 warrants exercisable for shares of the Company's Common Stock (the "Base Warrants").

(ii) Commitments by certain Other PIPE Investors that were shareholders of ARYA to not to redeem 247,700 Class A shares of ARYA, resulting in the issuance of 405,772 shares of Company's Common Stock and 343,756 Base Warrants.

(iii) Agreements to purchase 1,036,666 shares of Company's Common Stock, 1,440,000 Base Warrants, and 670,000 PIPE Pre-funded Warrants for a cash investment of $12 million in the Company.

(iv) Contribution of total $29.5 million in April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 convertible Notes (collectively, "Bridge Financing Notes"), and accrued interest of $1.7 million by the Perceptive PIPE Investor.

(v) An additional cash investment of $15.9 million by the Perceptive PIPE Investor.

In return for the investment specified in (iv) and (v) above, the Perceptive PIPE Investor received 6,622,959 shares of Company's Common Stock and 5,445,069 Base Warrants.

Further, in connection with the execution of the Business Combination Agreement, certain investors ("Convert Investors") executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20.0 million of 13% senior secured convertible notes (the "Convertible Securities Notes"), which will be convertible into shares of the Company's Common Stock at a conversion price of $10.00 per share, subject to adjustment, and 1,500,000 warrants (the "Convert Warrants"), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment. Such $20.0 million of financing in the form of Convertible Securities Notes includes the conversion of the 2024 Bridge Financing Notes into Convertible Securities Notes and Convert Warrants at Closing, as further described in *Note 9- Debt*.

Acquisition Method of Accounting

The Business Combination has been accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo has been treated as the "accounting acquirer" and Legacy Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, for accounting purposes, the Business Combination has been accounted for using the acquisition method of accounting. The acquisition method of accounting is based on ASC 805 and uses the fair value concepts defined in ASC 820. ASC 805 requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date, with limited exceptions per ASC 805-20-30-12 through 30-23. As such, under the acquisition method of accounting, ListCo's assets and liabilities retain their carrying amounts, and the assets and liabilities of Legacy Adagio, including any intangible assets recognized in connection with the Business Combination, are recorded at their fair values as of the acquisition date, except as otherwise required. The excess of the purchase price over the estimated fair values of net assets acquired is recorded as goodwill.

Under the acquisition method of accounting, ListCo was considered to be the accounting acquirer based on the terms of the Business Combination. Upon consummation of the Business Combination, the cash on hand resulted in the equity at risk being considered insufficient for Legacy Adagio to finance its activities without additional subordinated financial support. Therefore, Legacy Adagio was considered a Variable Interest Entity ("VIE") and the primary beneficiary of Legacy Adagio was treated as the accounting acquirer.

ListCo is the primary beneficiary of Legacy Adagio. ListCo will hold 100% of the voting rights of Legacy Adagio and will control the Board of Directors of Legacy Adagio. Therefore, ListCo will have the sole power to control the significant activities that
will impact Legacy Adagio's economic performance. ListCo's equity interest in Legacy Adagio will result in the right to receive benefits and the obligation to absorb the losses of Legacy Adagio that could be significant to ListCo.

The following is a summary of the purchase price calculation (unaudited, in thousands except share and per share data):

Number of the Company's Common Stock issued	6,771,769
Number of replacement stock options granted to Legacy Adagio's option holders by the Company	7,587
Total shares and stock options	6,779,356
Multiplied by the Company's Common Stock price at the Closing	$ 6.64
Total	$ 45,015
Number of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes	3,540,000
Multiplied by estimated value of PIPE Base Warrants at the Closing	$ 2.41
Estimated fair value of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes	$ 8,531
Total purchase price	$ 53,546

The allocation of the purchase price was as follows (unaudited, in thousands):

Assets Acquired:	
Cash	$ 681
Accounts receivable, net	102
Inventories, net	4,077
Prepaid expenses	308
Other current assets	195
Property and equipment, net	1,133
Intangible assets, net	26,200
Goodwill	44,291
Right-of-use asset, net	247
Other assets	18
Tota assets acquired	$ 77,252
Liabilities Assumed:	
Accounts payable	$ 10,103
Accrued liabilities	3,556
Operating lease liabilities, current	138
Convertible notes payable, long-term	5,951
Warrant liabilities	1,049
Operating lease liabilities, long-term	109
Deferred tax liabilities	2,800
Total liabilities assumed	$ 23,706
Net total	$ 53,546

Goodwill represents the excess of the total purchase consideration over the fair value of the underlying net assets and captures the value attributable to future economic benefits arising from future technology development beyond the existing pipeline of identified IPR&D projects.

The acquired intangible assets consist of developed technology and IPR&D, which were valued at $26.2 million at the Closing using the cost approach. This approach considers an asset's replacement cost (direct and indirect) adjusted, where applicable, for obsolescence to estimate the replacement cost of the asset's current service potential (i.e., remaining useful life and cash-flow generating capacity). Obsolescence for an acquired intangible asset may include functional (technological) obsolescence and economic (external) obsolescence. The Company has determined the estimated useful life of 5 years for developed technology based on consideration of the economic benefit of the asset. Refer to *Note 7- Goodwill and Intangible Assets* for details.

In connection with the Business Combination, the transactions that occurred concurrently with the Closing Date of the Business Combination were reflected "on the line". "On the line" describes those transactions triggered by the consummation of the Business Combination that are not recognized in the consolidated financial statements of the Predecessor nor the Successor as they are not directly attributable to either period but instead were contingent on the Business Combination.

The number of shares of common stock issued and amounts recorded on the line within stockholders' equity (deficit) are reflected below to arrive at the opening consolidated balance sheet of the Successor.

	Number of Shares	Common Stock	APIC	Accumulated Deficit
ListCo closing equity as of July 30, 2024	—	—	$ 2,729	$ (2,734)
Accumulated deficit carried over from ARYA	—	—	—	(14,089)
Contribution of cash proceeds in PIPE Financing	3,287,018	—	23,433	—
Conversion of ARYA convertible promissory Notes	355,100	—	3,551	—
Conversion of ARYA Class A ordinary shares and Class B ordinary shares	2,089,000	—	—	—
Conversion of Class A ordinary shares subject to redemption	123,520	—	1,361	—
Shares issued for acquisition of Legacy Adagio	6,771,769	1	53,546	—
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229	—	5,166	—
Successor's opening equity as of July 31, 2024 (Successor)	13,387,636	1	$ 89,786	$ (16,823)

In conversion of the ARYA's equity outstanding prior to the Closing Date, for each issued and outstanding Class B ordinary share of ARYA at par value $0.0001 per share, a total of 1,147,500 shares ("Earn-out Shares") of the Company's Common Stock are issuable to the Sponsor, which are subject to vesting based on a share price trigger. These shares will vest if, within ten years of the Closing, the share price of the Company's Common Stock reaches or exceeds $24.00 per share for at least 20 trading days within a 30-day period. As of the reporting date, the vesting of these shares was not considered probable.

Pro Forma Financial Information (Unaudited)

The following unaudited pro forma financial information summarizes the results of operations for the Company as though the Business Combination had occurred on January 1, 2023 and has been derived from the historical consolidated financial statements of the Company's Predecessor Periods and the Successor Period. The Successor and Predecessor Periods for the periods three months ended September 30, 2024; three months ended September 30, 2023; nine months ended September 30, 2024 and nine months ended September 30, 2023 have been combined. The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the acquisition taken place on the date indicated, or

the future consolidated results of operations of the Company.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	$ 185	$ 41	$ 465	$ 222
Net loss	(12,971)	(10,655)	(28,987)	(26,113)

The unaudited pro forma financial information for the three and nine months ended September 30, 2024 and 2023 combines the historical results of Adagio Medical, Inc., ARYA, and ListCo for the three and nine months ended September 30, 2024 and 2023, assuming that the companies were combined as of January 1, 2023.

The unaudited pro forma results reflect the adjustments for recording the step-up amortization adjustments for the fair value of intangible assets acquired, reversal of change in fair value of Legacy Adagio Convertible Notes and warrants, reversal of interest on Legacy Adagio Convertible Notes, reversal of interest on Legacy Adagio's SVB Term Loan, and recording interest on Convertible Securities Notes.

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Fair Value Measurements

9 Months Ended Sep. 30, 2024

Fair Value Measurements

Fair Value Measurements

Note 4 – Fair Value Measurements

The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities (i.e. Convert Warrants and SVB Warrants), pre-funded warrant liabilities (i.e. PIPE Pre-funded Warrants), and convertible notes payables (i.e. Convertible Securities Notes and Legacy Adagio Convertible Notes). The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value.

Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

There were no transfers made among the three levels in the fair value hierarchy for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and for the year ended December 31, 2023 (Predecessor).

Legacy Adagio Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Upon the consummation of the Business Combination, the principal and the accrued interest of the October 2022 Convertible Notes were converted into shares of Legacy Adagio common stock. Further, on the Closing Date, Legacy Adagio common stock was converted to the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Refer to *Note 9- Debt* for details.

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $15.0 million convertible promissory note has been drawn by Legacy Adagio.

On November 28, 2023, Legacy Adagio issued a $2.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $8.0 million convertible promissory note has been drawn by Legacy Adagio.

On February 13, 2024, Legacy Adagio issued a $7.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The 2024 Bridge Financing Note accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $7.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the 2024 Bridge Financing Note of $7.0 million converted into $7.0 million of the Company's Convertible Securities Notes and 525,000 Convert Warrants. Refer to *Note 9- Debt* for details.

On May 21, 2024, Legacy Adagio issued a $3.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $3.0 million convertible promissory note has been drawn by Legacy Adagio.

On June 25, 2024, Legacy Adagio issued a $2.5 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $2.5 million convertible promissory note has been drawn by Legacy Adagio.

On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $1.0 million convertible promissory note has been drawn by Legacy Adagio.

Upon the consummation of the Business Combination, the principal of Bridge Financing Notes along with its accrued but unpaid interest, was converted into the shares of the Company's Common Stock and Base Warrants as part of the PIPE Financing. Refer to *Note 9- Debt* for details.

The Company measures Legacy Adagio Convertible Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

In determining the fair value of the Legacy Adagio Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security.

The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions:

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

In determining the fair value of the Legacy Adagio Convertible Notes as of July 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Legacy Adagio Convertible Notes converted into.

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$ 12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257
April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Convertible Securities Notes (Successor)

On July 31, 2024, the Company issued the $20.0 million Convertible Securities Notes to Convert Investor having a maturity of three years and nine months after the Closing. The interest is accrued by quarterly compounding based on a 13% interest rate per annum. The Company received the funding from the Convertible Securities Notes as at the Closing. Refer to *Note 9- Debt* for details.

The Company measures the Convertible Securities Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy.

The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of

the valuation dates:

Convertible Securities Notes

	July 31. 2024	September 30, 2024
Stock price	$ 6.64	$ 2.58
Discount rate	25.8 %	25.4 %
Expected Term (years)	3.75	3.58
Risk-Free interest rate	4.01 %	3.55 %
Volatility	60 %	80 %

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 17,005
Additions	—
Fair value measurement adjustments	(3,255)
Balance (end of period)	$ 13,750

Warrant Liabilities (Predecessor)

i. Series E Pre-funded Warrants

On June 25, 2024, the Legacy Adagio issued to certain investor the Series E Pre-funded Warrants to purchase the Legacy Adagio's Series E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants
were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). Refer to *Note 10-Warrants* for additional information.

The fair value of the Series E Pre-funded Warrants is based on the fair value of the Series E Preferred Stock minus the exercise price. As of June 30, 2024, the Company estimated the fair value of the Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Legacy Adagio common stock.

As of July 31, 2024 prior to the Closing, the Company estimated the fair value of Series E Pre-funded Warrants based on the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Series E Pre-funded Warrants converted into. The estimated fair value of the Series E Pre-funded Warrants as of June 30, 2024 and July 31, 2024 prior to the Closing is $0.3 million and $0.2 million, respectively. The change in fair value for the period from July 1, 2024 to July 30, 2024 (Predecessor) is $0.1 million.

Upon the consummation of the Business Combination, the Series E Pre-funded Warrants were automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

ii. SVB Warrants

On February 3, 2023, in conjunction with the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"), Legacy Adagio issued Initial Warrants to purchase shares of common stock of the Company, and a contingent right to obtain an additional share of the common stock upon the non-occurrence of the Interest Only Milestone (as defined below). The Company measured SVB Warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The SVB Warrants were not material as of December 31, 2023 (Predecessor) and there were no material changes in fair value for the periods from July 1, 2024 to July 30, 2024 (Predecessor), January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor).

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the warrant exercise price before the Closing. Refer to *Note 10- Warrants* for additional information.

Warrant Liabilities (Successor)

i. Convert Warrants

On July 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0 million Convertible Securities Notes. Refer to *Note 10- Warrants* for additional information.

As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The Convert Warrants are classified as Level 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:

Convert Warrants

	July 31. 2024	September 30, 2024
Common stock price	$ 6.64	$ 2.58
Expected Volatility	55.0 %	62.5 %
Risk Free rate	3.96 %	3.63 %
Expected dividend yield	0 %	0 %
Expected term (years)	7.0	6.83

The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convert Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 2,996
Additions	—
Fair value measurement adjustments	(2,253)
Balance (end of period)	$ 743

ii. PIPE Pre-funded Warrants

On July 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors ("PIPE Pre-funded Warrants"). Refer to *Note 10-Warrants* for additional information.

As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).

The PIPE Pre-funded Warrants are classified as Level 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Company's Common Stock minus the exercise price.

The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 4,442
Additions	—
Fair value measurement adjustments	(2,720)
Balance (end of period)	$ 1,722

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Inventory, net

9 Months Ended
Sep. 30, 2024

Inventory, net.
Inventory, net

Note 5 - Inventory, net

Inventory as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Raw materials	$ 2,547	$ 2,211
Work-in-Process	509	197
Finished goods	1,083	914
Total inventory	$ 4,139	$ 3,322

Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.4 million, $58.0 thousand, and $87.0 thousand for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor).

Inventory is recorded net of obsolescence and manufacturing scrap of $41.0 thousand, $58.0 thousand, and $25.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor).

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Property and Equipment

9 Months Ended
Sep. 30, 2024

Property and Equipment

Property and Equipment **Note 6 - Property and Equipment**

The Company's property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December-24 2023 (Predecessor)
Consoles	$ 2,567	$ 1,565
Other machinery and equipment	709	772
Leasehold improvements	306	305
Tools and molds	257	221
Computer equipment	188	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	4,181	3,264
Less: accumulated depreciation	(2,609)	(1,777)
Property and equipment, net	$ 1,572	$ 1,487

Depreciation expense was $0.7 million, $0.2 million and $0.4 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

Depreciation expense was $56.0 thousand, $0.2 million and $0.1 million for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor), respectively.

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Goodwill and Intangible Assets

9 Months Ended
Sep. 30, 2024

Goodwill and Intangible Assets

Goodwill and Intangible Assets **Note 7 – Goodwill and Intangible Assets**

The Company's intangible assets, net consists of the following (in thousands):

	September 30, 2024 (Successor)			
	Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
IPR&D	Indefinite	$ 22,100	$ —	$ 22,100
Developed technology	5.0	4,100	(139)	3,961
Total		$ 26,200	$ (139)	$ 26,061

Amortization of intangible assets is anticipated to be approximately $0.3 million in 2024, $0.8 million for each of the years from 2025 through 2028, and $0.5 million in 2029.

As of September 30, 2024 (Successor), the Company has goodwill of $44.3 million.

Based on the Company's qualitative analysis, no intangible assets impairment or goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). There was no goodwill or intangible assets as of December 31, 2023 (Predecessor).

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Accrued Liabilities

9 Months Ended
Sep. 30, 2024

Accrued Liabilities

Accrued Liabilities **Note 8 - Accrued Liabilities**

The following table presents details of accrued liabilities as of September 30, 2024 and December 31, 2023 (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Compensation and related expenses	$ 2,131	$ 1,566
Research and development expenses	576	1,191
Other	203	291
Total accrued liabilities	$ 2,910	$ 3,048

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Debt

9 Months Ended
Sep. 30, 2024

Debt

Debt **Note 9 - Debt**

Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Convertible Securities Notes	$ 13,750	$ —
October 2022 Convertible Notes measured at fair value	—	12,561
April 2023 Convertible Notes measured at fair value	—	14,757
November 2023 Convertible Notes measured at fair value	—	9,112
SVB term loan	—	1,838
Total outstanding debt	$ 13,750	$ 38,268

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, the Legacy Adagio entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum.

On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Legacy Adagio and ARYA in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Legacy Adagio in connection with the Business Combination.

On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). Upon the consummation of the Business Combination, all principal and accrued interest in respect of the October 2022 Convertible Notes was converted into shares of the Legacy Adagio common stock, when multiplied by the exchange ratio applicable to the Legacy Adagio common stock in the Business Combination, entitled the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing.

On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below).

The total of $9.5 million principal was received by the Legacy Adagio as of December 31, 2022. As of December 31, 2023 (Predecessor), the principal amount outstanding was $9.5 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $62.5 thousand, $0.4 million, $0.2 million and $0.6 million, respectively.

Upon the consummation of the Business Combination, all principal and accrued interest in respect to the October 2022 Convertible Notes were converted into 8,661,985 shares of Legacy Adagio common stock. Further, on Closing Date, the 8,661,985 Legacy Adagio common stocks were converted to 1,444,899 Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.

Bridge Financing Notes (Predecessor)

April 2023 Convertible Notes

On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023

Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, Legacy Adagio issued the additional $10.0 million.

On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

As of December 31, 2023 (Predecessor), the principal amount outstanding was $15.0 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $0.1 million, $0.6 million, $0.2 million and $0.3 million, respectively.

November 2023 Convertible Notes

On November 28, 2023, Legacy Adagio issued to Perceptive PIPE Investor a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million of Delayed Draw Commitment.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement.

As of December 31, 2023 (Predecessor), the principal amount outstanding was $5.0 million.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $50.6 thousand and $0.3 million, respectively.

May 2024 Convertible Notes

On May 21, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $19.7 thousand and $46.0 thousand, respectively.

June 2024 Convertible Notes

On June 25, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $16.4 thousand and $19.2 thousand, respectively.

July 2024 Convertible Notes

On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $1.3 thousand.

Pursuant to the Business Combination Agreement, the outstanding $29.5 million principal along with the accrued but unpaid interest of the Bridge Financing Notes, was converted in exchange for 4,372,607 shares of the Company's Common Stock and 3,540,000 Base Warrants as part of the PIPE Financing.

February 2024 Convertible Notes (Predecessor)

On February 13, 2024, the Legacy Adagio issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum.

Upon the consummation of the Business Combination, the February 2024 Convertible Notes was automatically transferred to the Company in connection with the issuance of the Convertible Securities Notes to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among the Company, ARYA, Legacy Adagio and Perceptive PIPE Investor. Any interest accrued on the principal amount of the February 2024 Convertible Notes will be forfeited in connection with the transfer of the notes to the Company.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $46.0 thousand and $0.3 million, respectively.

On the Closing Date, the $7.0 million of February 2024 Convertible Notes were converted into $7.0 million Convertible Securities Notes and 525,000 Convert Warrants.

SVB Term Loan (Predecessor)

On February 3, 2023, Legacy Adagio entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the LSA. The loans mature on January 1, 2025 and Legacy Adagio must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%).

In connection with the issuance of the SVB Term Loan, Legacy Adagio issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of Legacy Adagio ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, Legacy Adagio must ensure that no event of default has occurred. If this condition is met, Legacy Adagio must provide SVB (i) the intent for the sale of all capital stock of Legacy Adagio, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of Legacy Adagio's capital stock.

The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA.

As of December 31, 2023, the outstanding principal of SVB Term Loan was $1.9 million and the unamortized debt discount was $19.4 thousand.

For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense was $9.0 thousand, $87.3 thousand, $66.5 thousand, and $0.2 million, respectively.

Prior to the Closing, the existing SVB Term Loan of Legacy Adagio has a net balance of $1.0 million, including $1.0 million of principal and accrued interest, and an unamortized debt discount of $9.7 thousand. The unpaid principal and accrued interest were carried as assumed liabilities to the Company and paid at the Closing.

Convertible Securities Notes (Successor)

In connection with the execution of the Business Combination Agreement, Convert Investors executed the Convertible Security Subscription Agreement dated February 13, 2024, which was amended on June 20, 2024, with ListCo. In accordance with the agreement, ListCo issued on the Closing Date to the Convert Investors $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants.

The total of $20.0 million Convertible Securities Notes will be convertible into shares of the Company's Common Stock at a conversion price of $10.00 per share, subject to adjustment per the terms of the agreement. In the event of default, the Company may irrevocably elect in the event of default notice to permit the holder to effect alternate conversion, for which the conversion calculation and price are specified in the agreement.

The total of 1,500,000 Convert Warrants, each of which will be exercisable on a cashless basis or for one share of the Company's Common Stock at $24.00 per share, subject to adjustment. The Convertible Securities Notes have a maturity of three years and nine months after the Closing and interest will be payable in cash or compound as additional principal outstanding which accrues on a quarterly basis.

The conversion of the February 2024 Convertible Notes was carried out on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement.

For the periods from July 31, 2024 to September 30, 2024 (Successor), the Company has recognized interest expense of $0.4 million.

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Warrants

9 Months Ended
Sep. 30, 2024

Warrants
Warrants

Note 10 - Warrants

SVB Warrants (Predecessor)

On February 3, 2023, in conjunction with the LSA, the Legacy Adagio issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the non-occurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants").

The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033.

The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the exercise price of the SVB Warrants before the Closing.

Series E Pre-funded Warrants (Predecessor)

On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to *Note 13-Mezzanine Equity and Stockholders' Equity (Deficit)*), Legacy Adagio issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investor's existing holding of 207,902 shares of Series E Preferred Stock.

The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise.

Upon the consummation of the Business Combination, the 207,902 Series E Pre-funded Warrants were converted in exchange for 34,680 shares of the Company's Common Stock.

Convert Warrants (Successor)

As mentioned in *Note 9- Debt*, the Company issued $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants at the Closing. Each of the Convert Warrants is exercisable on a cashless basis or for one share of the Company's Common Stock at an exercise price of $24.00 per share, subject to adjustment. The Convert Warrants expire on the seventh anniversary from the issuance date.

PIPE Pre-funded Warrants (Successor)

The Company issued 670,000 PIPE Pre-funded Warrants, along with 681,111 shares of the Company's Common Shares and 1,140,000 Base Warrants to certain Other PIPE Investor in exchange for cash proceeds of $9.5 million in PIPE Financing.

As set forth in the agreement of the PIPE Pre-Funded Warrants, the PIPE Pre-Funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at an exercise price of $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. The PIPE Pre-funded Warrants expires when it is exercised in full.

PIPE Base Warrants (Successor)

On the Closing Date, the Company issued 3,540,000 Base Warrants along with 4,372,607 shares of the Company's Common Shares to settle the outstanding principal and accrued interest of the Bridge Financing Notes.

The Company also issued 3,345,069 Base Warrants along with 3,287,018 shares of the Company's Common Stock and 670,000 PIPE Pre-Funded Warrants to PIPE Investors for cash proceeds received in PIPE Financing.

Further, in connection with the non-redemption agreements entered with certain Other PIPE Investors holding 468,941 shares of ARYA's Class A ordinary shares, the Company issued 643,658 units of Base Warrants along with 761,229 shares of the Company's Common stock in exchange for the non-redeemable 468,941 shares of ARYA's Class A ordinary shares.

The Base Warrants can be exercised to the Company's Common Stock at any time during the period from the issuance date to the expiration date which is the fifth anniversary from the date of issuance. The warrants can be exercised on a gross or net basis at an exercise price of $10 per share.

The Base Warrants were fair valued at $2.41 per unit on the date of issuance based on the assumptions including (i) the value of the Company's Common Stock is $6.64 per share; (ii) a risk-free rate at 3.93%; (iii) zero dividend yield; (iv) the common stock volatility at 84.0% and a volatility haircut of 10%; (v) the remaining term is five years.

According to the ASC 815, it is determined that the Base Warrants associated with the PIPE Financing are indexed to the Company's Common Stock under and are accounted for as equity, which is initially measured at fair value. The Base Warrants are classified as equity in the financial statements because they meet the ASC 815-40 indexation guidance. Specifically, 1) the Base Warrants can be exercised at any time during the exercise period without contingencies; 2) the Base Warrants can be settled in a fixed number of shares upon exercise with any adjustments, such as antidilution and alternative issuance adjustments, consistent with ASC 815 guidance, which does not preclude equity classification. Additionally, the Company has sufficient authorized shares available to settle the Base Warrants, and all the adjustments are in the control of the Company, further supporting the equity classification.

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Operating Leases

9 Months Ended
Sep. 30, 2024

Operating Leases
Operating Leases

Note 11 - Operating Leases

The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to *Note 17- Related Party Transactions*) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option.

As of September 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of September 30, 2024 and December 31, 2023.

The following table summarizes quantitative information of the Company's operating leases for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor):

	Nine months ended September 30,					
	2024				2023	
	Predecessor		Successor		Predecessor	
In thousands, unaudited	January 1 to July 30		July 31 to September 30		January 1 to September 30	
Operating cash flows paid for operating leases	$	108	$	25	$	133
Weighted average remaining lease term (years)		1.7		1.6		1.7
Weighted average discount rate		8 %		8 %		8 %

Operating lease cost was $0.1 million, $33.0 thousand, and $0.2 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. There has been no variable lease cost for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Operating lease cost was $17.0 thousand, $33.0 thousand, and $57.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the three months ended September 30, 2023 (Predecessor).

The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):

Three months ending December 31, 2024	$ 39
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	241
Less: imputed interest	(14)
Total operating lease liability	$ 227

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Commitments and Contingencies

9 Months Ended
Sep. 30, 2024

Commitments and Contingencies.
Commitments and Contingencies

Note 12 - Commitments and Contingencies

Litigation

The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any.

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Mezzanine Equity and Stockholders' Equity (Deficit)

9 Months Ended
Sep. 30, 2024

Mezzanine Equity and Stockholders' Equity (Deficit)
Mezzanine Equity and Stockholders' Equity (Deficit)

Note 13 - Mezzanine Equity and Stockholders' Equity (Deficit)

Authorized Shares (Predecessor)

The Legacy Adagio's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of July 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below.

Convertible Preferred Stock (Predecessor)

Legacy Adagio classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of Legacy Adagio. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in November 2020, are not entirely within Legacy Adagio's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. Legacy Adagio records the issuance of preferred stock at the issuance price less related issuance costs. Legacy Adagio has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), the following transactions have been executed:

- On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See *Note 10- Warrants* for additional information regarding the Series E Pre-funded Warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued Series E Pre-funded Warrants is recorded in additional paid-in capital.

On the Closing Date, the Legacy Adagio's 4,732,044 convertible preferred stocks were converted into shares of Legacy Adagio common stock on a one-to-one basis prior to Adagio Merger Effective Time and then converted into 789,337 shares of the Company's Common Stock and additional paid in capital at the Closing based on the exchange ratio set forth in the Business Combination Agreement.

There were no preferred stock transactions during the year ended December 31, 2023 (Predecessor).

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Conversion Price Per Share	Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$ 91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below:

Preferred Stock - Dividends

Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative.

In the event that the dividend amount declared by the Board of Directors of Legacy Adagio is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis.

No dividends on preferred stock or common stock have been declared by the Board of Directors as of December 31, 2023 (Predecessor) or as of the Closing date.

Liquidation Preference

In the event of liquidation of Legacy Adagio, including a merger, acquisition, or sale of all or substantially all the assets of Legacy Adagio, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of Legacy Adagio to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder.

If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares.

Voting Rights

So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of Legacy Adagio. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis.

On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock.

Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number.

Conversion Rights

Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively.

Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Protective Provisions

So long as there are at least 1,000,000 shares of preferred stock outstanding, Legacy Adagio shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of Legacy Adagio.

So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, Legacy Adagio shall not directly or indirectly (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of Legacy Adagio in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock.

Common Stock (Predecessor)

Each share of common stock is entitled to one vote. As of December 31, 2023 (Predecessor), Legacy Adagio authorized to issue up to 6,594,946 of common stock at a par value of $0.001 per share out of which 786,510 shares issued and 779,908 shares outstanding.

On the Closing Date, as explained in *Note 3- Forward Merger*, each share of Legacy Adagio issued and outstanding prior to the Closing Date was converted into the Company's Common Stock based on exchange ratio set forth in the Business Combination Agreement.

Common Stock (Successor)

As of September 30, 2024 (Successor), the Company's certificate of incorporation, as amended and restated, authorized the Company to issue up to 210,000,000 of common stock at a par value of $0.0001 per share, and 20,000,000 shares of preferred stock, par value $0.0001 per share. As of September 30, 2024 (Successor), 14,535,136 shares were issued and outstanding, including 1,147,500 Sponsor Earnout (as defined below).

In September 2024, the Company issued 1,147,500 shares of the Company's Common Stock (such issuance, the "Sponsor Earnout") to the AYRA Sponsor under the Sponsor Letter Agreement dated February 13, 2024 ("the Sponsor Letter Agreement"). Pursuant to the agreement, the Sponsor Earnout shall be unvested and vests upon the earlier of: i) During the period from the effective time to the 10th anniversary of the Closing Date (the "Earn-Out Period"), the stock price of the Company's Common Stock equals to or exceeds $24.00 per share (the "Trigger Price") for any 20 trading days within any 30 trading day period from and after the Closing Date (the "Earn-Out Target"), and ii) immediately prior to the consummation of a company sale during the Earn-Out Period.

As of the reporting date, the vesting of the Sponsor Earnout was not considered probable.

According to ASC 815, it is determined that the Sponsor Earnout is indexed to the Company's Common Stock and classified as equity and is initially measured at fair value and not subsequently remeasured. The Sponsor Earnout vests when the Company's stock price meets a stated price or there is a company sale during the earnout period. Upon meeting either vesting condition, the same number of the Company's Common Stock would be issued and no longer subject to forfeiture or cancellation. The Sponsor Earnout meets the ASC 815-40 indexation guidance. Specifically, the stated stock price and company sale, as the exercise contingencies, do not preclude equity indexation and there is no variability in the number of shares issuable under the Sponsor Earnout. Additionally, the Sponsor Earnout at the issuance meets the ASC 815-40 equity classification criterion as the Company has sufficient authorized shares available to settle the Sponsor Earnout and all the antidilution adjustments are in the control of the Company.

The holders of the Company's Common Stock are entitled to receive dividends whenever funds are legally available, when and if declared by the Company's Board of Directors. As of September 30, 2024 (Successor), no cash dividend has been declared to date. Each share of the Company's Common Stock is entitled to one vote.

Below table summarizes the number of shares of common stock outstanding immediately following the Closing:

	Number of Shares
Contribution from PIPE Financing for cash	3,287,018
Conversion of ARYA convertible promissory notes	355,100
Conversion of ARYA Class A ordinary shares and Class B ordinary shares	2,089,000
Conversion of Class A ordinary shares subject to redemption	123,520
Shares issued in purchase consideration	6,771,769
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229
Total	13,387,636

The table below summarizes the Company's reserved common stock for further issuance as of September 30, 2024 (Successor) and December 31,2023 (Predecessor):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Conversion of preferred stock	—	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	—	747,001
Common shares available for future grant under the 2012 and 2022 Plan	—	27,012
Base Warrants	7,528,727	—

PIPE Pre-funded Warrants	670,000	—
Convertible Securities Notes	3,231,327	—
Convert Warrants	1,500,000	—
Company's Common Stock issuable upon the exercise of outstanding options Legacy Adagio's equity plans that were assumed in the Business Combination	7,587	—
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	4,472,592	—
Common Stock reserved for future issuance under the 2024 Key Employee Equity Incentive Plan	3,354,444	—
Common Stock reserved for future issuance under the 2024 Employee Stock Purchase Plan	441,293	—
Common stock reserved for future issuance	21,205,970	5,713,959

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Stock-Based Compensation

9 Months Ended
Sep. 30, 2024

Stock-Based Compensation

Stock-Based Compensation

Note 14 - Stock-Based Compensation

Predecessor Periods

2012 Stock Incentive Plan

In January 2011, Legacy Adagio's Board approved the 2012 Stock Incentive Plan (the "2012 Plan"), which permitted grants of Incentive Stock Options ("ISOs") and Non-statutory Stock Options ("NSOs") to employees, directors and consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022.

2022 Stock Incentive Plan

In April 2022, the Legacy Adagio's Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the "2022 Plan"), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the "Stock Incentive Plan").

The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of Legacy Adagio. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial.

The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As Legacy Adagio lacks company-specific historical and implied volatility information required for valuation, Legacy Adagio estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the "simplified method" provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the "simplified method," or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as Legacy Adagio has never paid nor does it expect to pay any cash dividend in the near future.

The following table summarizes stock option activity during the periods from January 1, 2024 to July 30, 2024 (Predecessor):

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023 (Predecessor)	747,001	$ 6.17	7.45	$ 72
Forfeited	(6,592)	4.82	—	—
Options forfeited in connection with the Business Combination	—	—	—	
Outstanding, July 30, 2024 (Predecessor)	740,409	$ 6.18	—	$ —
Vested and expected to vest, July 30, 2024 (Predecessor)	—	$ —	—	$ —
Vested and exercisable, July 30, 2024 (Predecessor)	—	$ —	—	$ —

There were no stock options exercised during the periods from January 1, 2024 to July 30, 2024 (Predecessor). Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity.

The fair value of awards vested was $0.3 million during the periods from January 1, 2024 to July 30, 2024 (Predecessor). As of July 30, 2024 prior to the Closing (Predecessor), the total unrecognized compensation cost of $0.4 million was accelerated at the Closing, which was recognized and expensed in accordance with the terms of the 2012 Stock Incentive Plan and the 2022 Stock Incentive Plan.

Upon the consummation of the Business Combination, 45,544 In-the-Money Adagio Options were canceled and extinguished in exchange for 7,587 options to purchase the Company's Common Stock.

Stock-Based Compensation Expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to
July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands):

	2024		2023	
	July 1 to July 30	January 1 to July 30	Three months ended September 30	Nine months ended September 30
Selling, general, and administration	$ 335	$ 527	$ 66	$ 241
Research and development	86	115	60	88
Total stock-based compensation expense	$ 421	$ 642	$ 126	$ 329

Successor *Periods*

2024 Equity Incentive Plan

The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The purpose of the plan is to promote the success and enhance the value of the Company by linking the individual interests of the members of the Board, Employees, and Consultants to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Equity Incentive Plan authorizes the issuance of up to 4,472,593 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to the lesser of (A) five percent (5%) of the shares of Common Stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of Company's Common Stock as determined by the Board or the compensation committee thereof. The Company may grant an option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, or other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the Plan. The awards can be issued to any person who is an employee, a consultant, or a non-employee director.

The Company has not granted any awards under this plan as of September 30, 2024.

2024 Key Employee Equity Incentive Plan

The Board of Directors of the Company adopted the 2024 Key Employee Equity Incentive Plan on July 26, 2024. The purpose of the Plan is to promote the success and enhance the value of the Company by linking the individual interests of key employees of the Company to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Key Employee Equity Incentive Plan authorizes the issuance of up to 3,354,444 shares of the Company's Common Stock. The Company may grant option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the plan. The awards can only be issued to certain individuals as identified in the plan who are an employee, a consultant, or a non-employee director.

The Company has not granted any awards under this plan as of September 30, 2024.

2024 Employee Stock Purchase Plan

The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The 2024 Employee Stock Purchase Plan provides a means by which eligible employees of the Company and certain designated related corporations may be given an opportunity to purchase shares of the Company's Common Stock. The plan permits the Company to grant a series of purchase rights to eligible employees under an Employee Stock Purchase Plan. The 2024 Employee Stock Purchase Plan authorizes the issuance of up to 441,293 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to one percent (1%) of the share of common stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year, provided that the Board or its compensation committee may reduce the amount of the increase in any particular year.

The Company has not granted any purchase rights under this plan as of September 30, 2024.

The following table summarizes stock option activity during the periods from July 31, 2024 to September 30, 2024 (Successor):

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, July 31, 2024 (Successor)	—	$ —	—	$ —
Options issued as part of the Business Combination	7,587	8.97	—	68
Outstanding, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested and exercisable, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68

As discussed above, the Company has not granted any options under the 2024 Equity Incentive Plan, the 2024 Key Employee Equity Incentive Plan and the 2024 Employee Stock Purchase Plan.

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Earnings Per Share (EPS)

9 Months Ended
Sep. 30, 2024

Earnings Per Share ("EPS")

Earnings Per Share ("EPS")

Note 15 – Earnings Per Share ("EPS")

Predecessor

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same.

	(Predecessor)			
	Period from July 1 to July 30, 2024	Period from July 1 to July 30, 2023	Period from January 1 to July 30, 2024	Nine months ending September 30, 2023
Numerator:				
Net income (loss) attributable to common stockholders	$ (8,235)	$ (10,761)	$ (21,278)	$ (27,969)
Denominator:				
Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted	987,810	760,572	815,854	759,489
Net income (loss) per share attributable to common stockholders - basic and diluted	$ (8.34)	$ (14.15)	$ (26.08)	$ (36.83)

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

	(Predecessor)	
	As of July 30, 2024	As of September 30, 2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	740,409	755,559
SVB Warrants	—	49,080
Total potentially dilutive securities	5,472,453	5,744,585

Successor

After the Business Combination, the Successor calculated basic EPS and diluted EPS to common stockholders in conformity with the two-class method required for companies with participating securities. The Company considered (i) the Convertible Securities
Notes and (ii) the earnout shares subject to vesting conditions to be participating securities as they participate in any distributions declared by the Company. The Company's Base Warrants and Convert Warrants are considered as non-participating securities, as the holders are not entitled to any shareholder right prior to the exercise of the Base Warrants and the Convert Warrants. As of the reporting date, none of the Base Warrants or the Convert Warrants were exercised to receive the Company's Common Stock.

Under the two-class method, undistributed earnings allocated to these participating securities were subtracted from net income in determining net income attributable to common stockholders. Net income attributable to common stockholders was not allocated to Convertible Securities Notes as the holders of Convertible Securities Notes did not have a contractual obligation to share in income.

Further, Basic EPS under the two-class method includes the impact of the Company's PIPE Pre-funded Warrants as the PIPE Pre-funded Warrants are exercisable for only $0.01 per share (i.e., de minimis cash consideration) without an expiration date and not subject to exercise contingencies.

The Company discloses the Diluted EPS under the if-converted method as such diluted EPS is lower than the diluted EPS calculated under the two-class method. The Earn-out shares subject to vesting conditions are not considered in the denominator for the calculation of diluted EPS as the vesting conditions for the Earn-out shares were not met during the successor reporting period.

The following table sets forth the computation of basic earnings per share attributable to common stockholders and the participating securities for the periods presented (in thousands, except share and per share data):

Basic EPS:

	July 31, 2024 to September 30, 2024 (Successor)		
(amounts in thousands, except the per share information)	Common Shares	Convertible Securities Notes	Sponsor Earnout
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351
Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive:

	September 30, 2024 (Successor)
Base Warrants	7,528,727
Convert Warrants	1,500,000
Earn-out Shares, subject to vesting conditions	1,147,500
Stock options issued in connection with the Business Combination	7,587
Total potentially dilutive securities	10,183,814

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Income Taxes

9 Months Ended
Sep. 30, 2024

Income Taxes

Income Taxes

Note 16 - Income Taxes

The Company accounts for income taxes in accordance with ASC 740. Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), there was no material change from fiscal year ended December 31, 2023 (Predecessor) in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation, fair value adjustments for convertible notes and warrant liabilities, and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

For the nine months ended September 30, 2023 (Predecessor), the effective tax rate for the Company's operations was 0.0%.The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss.

The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.

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Related Party Transactions

9 Months Ended
Sep. 30, 2024

Related Party Transactions

Related Party Transactions

Note 17 - Related Party Transactions

Shared Services Agreement

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), from July 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), the Company incurred $0.9 million, $0.2 million, $0.1 million, $0.4 million and $1.0 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive income (loss).

Laguna Hills Sublease (Predecessor)

In addition to the Shared Services Agreement, Legacy Adagio also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired.

During the periods from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023, Legacy Adagio incurred $25.5 thousand, $25.5 thousand, $76.4 thousand of lease expense, respectively, under the sub-lease agreement.

Refer to *Note 11-Operating Leases* for further detail.

October 2022 Convertible Notes (Predecessor)

On October 27, 2022, Legacy Adagio issued a $0.5 million convertible promissory note to Fjordinvest, LLC ("Fjordinvest"), a company owned and operated by the Legacy Adagio's CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to *Note 9-Debt* for additional information regarding the October 2022 Convertible Notes.

Convertible Securities Notes (Successor)

In connection with the Business Combination and the Convertible Securities Notes agreement, the Company issued a $7.0 million Convertible Securities Notes to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of the February 2024 Convertible Notes. Refer to *Note 9-Debt* for additional information regarding the Convertible Securities Notes.

PIPE Financing (Successor)

In connection with the Business Combination and the PIPE Financing, the Company issued 4,372,607 shares of the Company's Common Stock and 3,540,000 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of Bridge Financing Notes. Refer to *Note 9- Debt* for additional information regarding the Convertible Securities Notes.

Further, in connection with the PIPE Financing, the Company issued 2,250,352 shares of the Company's Common Stock and 1,905,069 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's additional cash investment of approximately $15.9 million in the Company.

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Subsequent Events	9 Months Ended Sep. 30, 2024
Subsequent Events	
Subsequent Events	**Note 18 - Subsequent Events**

The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date through the date that the financial statements were issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements.

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Summary of Significant Accounting Policies (Policies)	9 Months Ended Sep. 30, 2024
Summary of Significant Accounting Policies	
Basis of Presentation	***Basis of Presentation***

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024.

As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.

Unaudited Interim Financial Information

Unaudited Interim Financial Information

The accompanying interim condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive income (loss) and the condensed consolidated statements of convertible preferred stock and stockholders' equity (deficit), for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor) and the three and nine months ended September 30, 2023 (Predecessor), and the condensed consolidated statements of cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), and the related footnote disclosures are unaudited.

These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2024 (Successor) and its results of operations and comprehensive income (loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the three and nine months ended September 30, 2023 (Predecessor), and cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

The results for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor) are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or any other interim period.

Emerging Growth Company Status

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act").

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard.

Principles of Consolidation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

Use of Estimates and Assumptions

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Segments

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts.

Concentrations of Credit Risk and Off-Balance Sheet Risk

Concentrations of Credit Risk and Off-Balance Sheet Risk

Revenue Recognition

Revenue Recognition

The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge.

The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps:

- Step 1: Identify the contract with the customer.
- Step 2: Identify the performance obligations in the contract.

- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.

The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables.

When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor).

Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product.

Other Revenue Considerations

Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost.

The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days.

Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts.

The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets.

Inventory

Inventory

Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred.

Property and Equipment

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles.

Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations.

Intangible Assets

Intangible Assets

Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. In determining the estimated useful lives of definite-lived intangibles, the Company considers the nature, competitive position, life cycle position and
expected future operating cash flows of the acquired asset, as well as its commitment to support these assets through continued investment and legal infringement protection.

Indefinite-lived intangible assets consist of In-Process Research and Development ("IPR&D"). Intangible assets with indefinite lives are tested for impairment if impairment indicators arise and, at a minimum, annually. However, an entity is permitted to first assess qualitative factors to determine if a quantitative impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. The indefinite-lived intangible asset impairment test consists of a one-step analysis that compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. No impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have material intangible assets.

Goodwill

Goodwill

In accordance with ASC 350, Intangibles – Goodwill and Other, the Company tests goodwill for impairment at the reporting unit level. The Company has one reporting unit for the goodwill impairment testing purposes. Goodwill is tested for impairment on an annual basis in the fourth quarter, or more frequently if events or changes in circumstances indicate the carrying value of goodwill may not be recoverable (a "triggering event"). On the occurrence of a triggering event, an entity has the option to first assess qualitative factors to determine whether a quantitative impairment test is necessary. If it is more likely than not that goodwill is impaired, the fair value of the reporting unit (the Company) is compared with its carrying value. An impairment charge is recognized for the amount by which the carrying amount exceeds the fair value, provided, the loss recognized cannot exceed the total amount of goodwill. No goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor).

Legacy Adagio does not have goodwill.

Concentrations

Concentrations

The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable.

The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets.

Foreign Currency Translation and Transactions

Foreign Currency Translation and Transactions

The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its
revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

Leases

Leases

The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred.

The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment.

The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment.

In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to *Note 11- Operating Leases* for additional details.

The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor).

Cost of Revenue

Cost of Revenue

Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products.

Cost of revenue also includes the depreciation expense of Consoles loaned to the customers.

Research and Development

Research and Development

Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred.

Selling, General and Administrative

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs.

Accrued Transaction Costs (Predecessor)

Accrued Transaction Costs (Predecessor)

In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets.

Fair Value Measurements

Fair Value Measurements

Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value:

- Level 1-Quoted prices in active markets for identical assets or liabilities.
- Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement.

Fair Value Option for Convertible Notes

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Warrants

Warrants

The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities.

The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss).

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date.

See *Note 10- Warrants* for additional information related to the warrants.

Term Loan (Predecessor)

Term Loan (Predecessor)

The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See *Note 9- Debt* for additional information related to the term loan.

Convertible Preferred Stock (Predecessor)

Convertible Preferred Stock (Predecessor)

The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events).

Stock-Based Compensation

Stock-Based Compensation

The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to *Note 14- Stock-Based Compensation*.

Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

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Forward Merger (Tables)

9 Months Ended
Sep. 30, 2024

Forward Merger

Summary of the purchase price calculation

The following is a summary of the purchase price calculation (unaudited, in thousands except share and per share data):

Number of the Company's Common Stock issued	6,771,769
Number of replacement stock options granted to Legacy Adagio's option holders by the Company	7,587
Total shares and stock options	6,779,356
Multiplied by the Company's Common Stock price at the Closing	$ 6.64
Total	$ 45,015
Number of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes	3,540,000
Multiplied by estimated value of PIPE Base Warrants at the Closing	$ 2.41
Estimated fair value of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes	$ 8,531
Total purchase price	$ 53,546

Schedule of allocation of purchase price

The allocation of the purchase price was as follows (unaudited, in thousands):

Assets Acquired:	
Cash	$ 681
Accounts receivable, net	102
Inventories, net	4,077
Prepaid expenses	308
Other current assets	195
Property and equipment, net	1,133
Intangible assets, net	26,200
Goodwill	44,291
Right-of-use asset, net	247
Other assets	18
Tota assets acquired	$ 77,252
Liabilities Assumed:	
Accounts payable	$ 10,103
Accrued liabilities	3,556
Operating lease liabilities, current	138
Convertible notes payable, long-term	5,951
Warrant liabilities	1,049
Operating lease liabilities, long-term	109
Deferred tax liabilities	2,800
Total liabilities assumed	$ 23,706
Net total	$ 53,546

Schedule of number of shares of common stock issued and amounts recorded on the line within stockholders' deficit are reflected below to arrive at the opening consolidated balance sheet of the Successor

	Number of Shares	Common Stock	APIC	Accumulated Deficit
ListCo closing equity as of July 30, 2024	—	—	$ 2,729	$ (2,734)
Accumulated deficit carried over from ARYA	—	—	—	(14,089)
Contribution of cash proceeds in PIPE Financing	3,287,018	—	23,433	—
Conversion of ARYA convertible promissory Notes	355,100	—	3,551	—
Conversion of ARYA Class A ordinary shares and Class B ordinary shares	2,089,000	—	—	—
Conversion of Class A ordinary shares subject to redemption	123,520	—	1,361	—
Shares issued for acquisition of Legacy Adagio	6,771,769	1	53,546	—
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229	—	5,166	—
Successor's opening equity as of July 31, 2024 (Successor)	13,387,636	1	$ 89,786	$ (16,823)

Schedule of pro forma financial information

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	$ 185	$ 41	$ 465	$ 222
Net loss	(12,971)	(10,655)	(28,987)	(26,113)

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Fair Value Measurements (Tables)

9 Months Ended

Sep. 30, 2024

Schedule of Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument

The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands):

September 30, 2024 (Successor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 27,298	$ —	$ —
Liabilities:			
Convertible Securities Notes	$ —	$ —	$ 13,750
Convert Warrants	$ —	$ —	$ 743
PIPE Pre-funded Warrants	$ —	$ —	$ 1,722

December 31, 2023 (Predecessor)	Level 1	Level 2	Level 3
Assets:			
Money market account	$ 24	$ —	$ —
Liabilities:			
Legacy Adagio Convertible Notes	$ —	$ —	$ 36,430
SVB Warrants	$ —	$ —	$ 78

Schedule of assumptions used in estimating fair value of convertible promissory notes and common stock warrant liabilities

As of December 31, 2023	Discount rate	Expected Term (years)	Risk-Free interest rate	Volatility
October 2022 Convertible Notes	36.8 %	0.33	5.4 %	110 %
April 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %
November 2023 Convertible Notes	30.6 %	0.33	5.4 %	110 %

Schedule of presents changes in the Level 3 warrant liabilities measured at fair value

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands):

Year ended December 31, 2023 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 9,500	$ —	$ 3,061	$ 12,561
April 2023 Convertible Notes	—	15,000	(243)	14,757
November 2023 Convertible Notes	—	5,000	4,112	9,112

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands):

Period from January 1 to July 30, 2024 (Predecessor)	Balance (beginning of year)	Additions	Fair value measurement adjustments	Balance (end of year)
October 2022 Convertible Notes	$ 12,561	$ —	$ (4,304)	$ 8,257
April 2023 Convertible Notes	14,757	—	3,378	18,135
November 2023 Convertible Notes	9,112	3,000	(2,373)	9,739
February 2024 Convertible Notes	—	7,000	(256)	6,744
May 2024 Convertible Notes	—	3,000	685	3,685
June 2024 Convertible Notes	—	2,500	577	3,077
July 2024 Convertible Notes	—	1,000	233	1,233

Convertible Securities Notes

Schedule of assumptions used in estimating fair value of convertible promissory notes and common stock warrant liabilities

	July 31. 2024	September 30, 2024
Stock price	$ 6.64	$ 2.58
Discount rate	25.8 %	25.4 %
Expected Term (years)	3.75	3.58
Risk-Free interest rate	4.01 %	3.55 %
Volatility	60 %	80 %

Schedule of presents changes in the Level 3 warrant liabilities measured at fair value

The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 17,005
Additions	—
Fair value measurement adjustments	(3,255)
Balance (end of period)	$ 13,750

Convert Warrants

Schedule of assumptions used in estimating fair value of convertible promissory

	July 31. 2024	September 30, 2024

notes and common stock warrant liabilities

Common stock price	$ 6.64	$ 2.58
Expected Volatility	55.0 %	62.5 %
Risk Free rate	3.96 %	3.63 %
Expected dividend yield	0 %	0 %
Expected term (years)	7.0	6.83

Schedule of presents changes in the Level 3 warrant liabilities measured at fair value

The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

Convert Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 2,996
Additions	—
Fair value measurement adjustments	(2,253)
Balance (end of period)	$ 743

PIPE Pre-funded warrants

Schedule of presents changes in the Level 3 warrant liabilities measured at fair value

The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):

PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)

Balance (beginning of period)	$ 4,442
Additions	—
Fair value measurement adjustments	(2,720)
Balance (end of period)	$ 1,722

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Inventory, net (Tables) — **9 Months Ended Sep. 30, 2024**

Inventory, net.

Schedule of components of inventory, net

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Raw materials	$ 2,547	$ 2,211
Work-in-Process	509	197
Finished goods	1,083	914
Total inventory	$ 4,139	$ 3,322

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Property and Equipment (Tables) — **9 Months Ended Sep. 30, 2024**

Property and Equipment

Schedule of components of property and equipment, net

The Company's property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December-24 2023 (Predecessor)
Consoles	$ 2,567	$ 1,565
Other machinery and equipment	709	772
Leasehold improvements	306	305
Tools and molds	257	221
Computer equipment	188	193
Demo equipment	66	66
Furniture and fixtures	49	49
Construction in process	—	54
Vehicles	39	39
Total property, plant, and equipment	4,181	3,264
Less: accumulated depreciation	(2,609)	(1,777)
Property and equipment, net	$ 1,572	$ 1,487

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Goodwill and Intangible Assets (Tables) — **9 Months Ended Sep. 30, 2024**

Goodwill and Intangible Assets

Schedule of indefinite lived intangible assets

The Company's intangible assets, net consists of the following (in thousands):

	September 30, 2024 (Successor)			
	Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
IPR&D	Indefinite	$22,100	$ —	$22,100
Developed technology	5.0	4,100	(139)	3,961
Total		$26,200	$ (139)	$26,061

Schedule of finite lived intangible assets

The Company's intangible assets, net consists of the following (in thousands):

	September 30, 2024 (Successor)			
	Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
IPR&D	Indefinite	$22,100	$ —	$22,100
Developed technology	5.0	4,100	(139)	3,961
Total		$26,200	$ (139)	$26,061

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Debt (Tables) — **9 Months Ended Sep. 30, 2024**

Debt

Schedule of debt

Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Convertible Securities Notes	$ 13,750	$ —
October 2022 Convertible Notes measured at fair value	—	12,561
April 2023 Convertible Notes measured at fair value	—	14,757
November 2023 Convertible Notes measured at fair value	—	9,112
SVB term loan	—	1,838
Total outstanding debt	$ 13,750	$ 38,268

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Operating Leases (Tables) — **9 Months Ended Sep. 30, 2024**

Operating Leases

Schedule of quantitative information of operating leases

	Nine months ended September 30,		
	2024		2023
In thousands, unaudited	Predecessor January 1 to July 30	Successor July 31 to September 30	Predecessor January 1 to September 30
Operating cash flows paid for operating leases	$ 108	$ 25	$ 133
Weighted average remaining lease term (years)	1.7	1.6	1.7
Weighted average discount rate	8 %	8 %	8 %

Schedule of future minimum payments under the non-cancelable operating leases

The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):

Three months ending December 31, 2024	$ 39
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	241
Less: imputed interest	(14)
Total operating lease liability	$ 227

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Mezzanine Equity and Stockholders' Equity (Deficit) (Tables)

9 Months Ended

Sep. 30, 2024

Mezzanine Equity and Stockholders' Equity (Deficit)

Schedule of issuance of preferred stock

The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data):

Preferred Stock Class	Number of Shares Authorized	Shares Issued and Outstanding	Carrying Value [1]	Conversion Price Per Share	Common Stock Equivalent Shares	Liquidation Preference
Series A	270,856	270,856	$ 2,500	$ 9.23	270,856	$ 2,500
Series B	815,730	815,730	10,626	13.04	815,730	10,637
Series C	981,596	981,596	15,988	16.30	981,596	16,000
Series D	992,064	992,064	19,990	20.16	992,064	20,000
Series E	1,879,700	1,879,700	42,365	22.61	1,879,700	42,500
	4,939,946	4,939,946	$ 91,469		4,939,946	$ 91,637

(1) The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

Schedule of summarizes the number of shares of common stock outstanding

	Number of Shares
Contribution from PIPE Financing for cash	3,287,018
Conversion of ARYA convertible promissory notes	355,100
Conversion of ARYA Class A ordinary shares and Class B ordinary shares	2,089,000
Conversion of Class A ordinary shares subject to redemption	123,520
Shares issued in purchase consideration	6,771,769
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229
Total	13,387,636

Schedule of Company's reserved common stock for further issuance

	September 30, 2024 (Successor)	December 31, 2023 (Predecessor)
Conversion of preferred stock	—	4,939,946
Stock options issued and outstanding under the 2012 and 2022 Plan	—	747,001
Common shares available for future grant under the 2012 and 2022 Plan	—	27,012
Base Warrants	7,528,727	—
PIPE Pre-funded Warrants	670,000	—
Convertible Securities Notes	3,231,327	—
Convert Warrants	1,500,000	—
Company's Common Stock issuable upon the exercise of outstanding options Legacy Adagio's equity plans that were assumed in the Business Combination	7,587	—
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	4,472,592	—
Common Stock reserved for future issuance under the 2024 Key Employee Equity Incentive Plan	3,354,444	—
Common Stock reserved for future issuance under the 2024 Employee Stock Purchase Plan	441,293	—
Common stock reserved for future issuance	21,205,970	5,713,959

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Stock-Based Compensation (Tables)

9 Months Ended

Sep. 30, 2024

Stock-Based Compensation

Schedule of stock option activity

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2023 (Predecessor)	747,001	$ 6.17	7.45	$ 72
Forfeited	(6,592)	4.82	—	—
Options forfeited in connection with the Business Combination	—	—	—	
Outstanding, July 30, 2024 (Predecessor)	740,409	$ 6.18	—	$ —
Vested and expected to vest, July 30, 2024 (Predecessor)	—	$ —	—	$ —
Vested and exercisable, July 30, 2024 (Predecessor)	—	$ —	—	$ —

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, July 31, 2024 (Successor)	—	$ —	—	$ —
Options issued as part of the Business Combination	7,587	8.97	—	68
Outstanding, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68
Options vested and exercisable, September 30, 2024 (Successor)	7,587	$ 8.97	—	$ 68

Schedule of stock based compensation expense

The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands):

	2024		2023	
	July 1 to July 30	January 1 to July 30	Three months ended September 30	Nine months ended September 30
Selling, general, and administration	$ 335	$ 527	$ 66	$ 241
Research and development	86	115	60	88
Total stock-based compensation expense	$ 421	$ 642	$ 126	$ 329

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Earnings Per Share (EPS) (Tables)

6 Months Ended

Jun. 30, 2024

9 Months Ended

Sep. 30, 2024

12 Months Ended

Dec. 31, 2023

Schedule of computation of basic and diluted net loss per share attributable to common stockholders

Basic EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor) Common Shares	Convertible Securities Notes	Sponsor Earnout
Numerator:			
Net income allocated to each class of participating securities	$ 2,522	$ 878	$ 206
Denominator:			
Weighted-average shares outstanding	14,057,636	—	—
Shares issuable to Convertible Securities Notes	—	4,896,978	—
Sponsor Earnout	—	—	1,147,500
Net income per share attributable to each class of participating securities – Basic	$ 0.18	$ 0.18	$ 0.18

The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Diluted EPS:

(amounts in thousands, except the per share information)	July 31, 2024 to September 30, 2024 (Successor)
Numerator:	
Net income – Basic	$ 3,606
Less: Adjustment for fair value changes to convertible securities notes	(3,255)
Net income attributable to common stockholders – Diluted	$ 351

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data):

Years ended December 31,	2023 (As Restated)	2022
Numerator:		
Net loss attributable to common stockholders	$ (36,590)	$ (23,673)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	759,814	751,568
Net loss per share attributable to common stockholders – basic and diluted	(48.16)	(31.50)

Denominator:	
Weighted-average shares outstanding – Basic	14,057,636
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)	2,000,000
Weighted-average shares outstanding – Diluted	16,057,636
Net income per share attributable to common shares – Diluted (if-converted method)	$ 0.02

Schedule of potentially dilutive securities were excluded from the computation of diluted net loss per share

	September 30, 2024 (Successor)
Base Warrants	7,528,727
Convert Warrants	1,500,000
Earn-out Shares, subject to vesting conditions	1,147,500
Stock options issued in connection with the Business Combination	7,587
Total potentially dilutive securities	10,183,814

Adagio Medical Inc

Schedule of computation of basic and diluted net loss per share attributable to common stockholders

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

Six months ended June 30, (Unaudited)	2024 (As Restated)	2023 (As Restated)
Numerator:		
Net loss attributable to common stockholders	$ (13,043)	$ (17,208)
Denominator:		
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted	779,908	758,942
Net loss per share attributable to common stockholders – basic and diluted	$ (16.72)	$ (22.67)

	(Predecessor)			
	Period from July 1 to July 30, 2024	Period from July 1 to July 30, 2023	Period from January 1 to July 30, 2024	Nine months ending September 30, 2023
Numerator:				
Net income (loss) attributable to common stockholders	$ (8,235)	$ (10,761)	$ (21,278)	$ (27,969)
Denominator:				
Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted	987,810	760,572	815,854	759,489
Net income (loss) per share attributable to common stockholders - basic and diluted	$ (8.34)	$ (14.15)	$ (26.08)	$ (36.83)

Schedule of potentially dilutive securities were excluded from the computation of diluted net loss per share

Six months ended June 30, (Unaudited)	2024	2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	742,409	712,946
Common stock warrants	49,080	49,080
Total	5,523,533	5,701,972

	(Predecessor)	
	As of July 30, 2024	As of September 30, 2023
Convertible preferred stock	4,732,044	4,939,946
Stock options	740,409	755,559
SVB Warrants	—	49,080
Total potentially dilutive securities	5,472,453	5,744,585

	December 31, 2023	December 31, 2022
Convertible preferred stock	4,939,946	4,939,946
Stock options	747,001	619,527
Common stock warrants	49,080	—
Total	5,736,027	5,559,473

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Description of Organization and Business Operations - Liquidity and Going Concern (Details) - USD ($) $ in Thousands	**1 Months Ended**	**2 Months Ended**	**3 Months Ended**	**7 Months Ended**	**9 Months Ended**		
	Jul. 30, 2024	**Sep. 30, 2024**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Jul. 30, 2024**	**Sep. 30, 2023**	**Dec. 31, 2023**
Description of Organization and Business Operations							
Cash and cash equivalents		$ 28,260	$ 28,260				$ 1,383
Accumulated deficit		(13,217)	(13,217)				$ (133,649)
Net income (loss)	$ (8,235)	$ 3,606	3,600	$ (10,761)	$ (21,278)	$ (27,969)	
Net cash used in operating activities			$ (6,358)		$ (15,990)	$ (18,561)	

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Description of Organization and Business Operations - Strategic Realignment of Resources and Corporate Restructuring (Details)	**Dec. 01, 2023 USD ($) employee**
Description of Organization and Business Operations	
Number of employees | employee	20
Percentage of employees	19.00%
Severance or related benefit costs	$ 0
Retention bonuses	$ 0

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Summary of Significant Accounting Policies - Segments (Details)	**9 Months Ended**
	Sep. 30, 2024 segment
Summary of Significant Accounting Policies	
Reporting segments	1

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Summary of Significant Accounting Policies - Property and Equipment (Details)	**Sep. 30, 2024**	**Dec. 31, 2023**
Maximum		
Property and Equipment		
Useful life	5 years	
Minimum		
Property and Equipment		
Useful life	3 years	
Consoles		
Property and Equipment		
Useful life	3 years	5 years

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Summary of Significant Accounting Policies - Intangible Assets (Details)	2 Months Ended
	Sep. 30, 2024 USD ($)
Summary of Significant Accounting Policies	
Impairment of indefinite live lived intangible assets	$ 0

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Summary of Significant Accounting Policies - Goodwill (Details)	2 Months Ended
	Sep. 30, 2024 USD ($)
Summary of Significant Accounting Policies	
Impairment of goodwill	$ 0

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Summary of Significant Accounting Policies - Concentrations (Details) - Supplier concentration risk - item	1 Months Ended	2 Months Ended	6 Months Ended	9 Months Ended	12 Months Ended
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Accounts payable | Three suppliers						
Concentrations						
Concentration risk percentage			74.50%			71.60%
Number of suppliers			3			3
Expenditure | Five suppliers						
Concentrations						
Concentration risk percentage	59.80%	59.80%	59.80%	59.80%	39.40%	
Number of suppliers	5	5	5	5	5	
Expenditure | Ten suppliers						
Concentrations						
Concentration risk percentage	80.80%	80.80%	80.80%	80.80%	50.50%	
Number of suppliers	10	10	10	10	10	

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Summary of Significant Accounting Policies - Impairment of Long-Lived Assets (Details) - USD ($)	1 Months Ended	2 Months Ended	6 Months Ended	
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024
Summary of Significant Accounting Policies				
Impairment of long-lived assets	$ 0	$ 0	$ 0	$ 0

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Summary of Significant Accounting Policies - Convertible Preferred Stock & Income Taxes (Details) - USD ($)	1 Months Ended	2 Months Ended	6 Months Ended		9 Months Ended	
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2024	Sep. 30, 2023
Summary of Significant Accounting Policies						
Aggregate gross proceeds					$ 75,000,000	
Public offering price per share					$ 67.83	
Interest and penalties accrued	$ 0	$ 0	$ 0	$ 0		$ 0
Income Tax Penalties and Interest Expense	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Unrecognized tax benefits, income tax penalties and interest expense					$ 0	

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Forward Merger (Details) $ / shares in Units, $ in Millions	Jul. 25, 2024 USD ($) $ / shares shares
Forward Merger	
Number of Class A ordinary shares redeemed | shares	2,707,555
Redemption price | $ / shares	$ 11.56
Redemption value | $	$ 31.3

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Forward Merger - Transaction (Details) $ / shares in Units, $ in Millions	Jul. 31, 2024 USD ($) D $ / shares shares	Jul. 23, 2024 shares	Feb. 13, 2024 USD ($) $ / shares shares	Sep. 30, 2024 USD ($) $ / shares shares	Jul. 30, 2024 $ / shares	Dec. 31, 2023 $ / shares shares
Forward Merger						
Common stock par value | $ / shares				$ 0.0001	$ 0.001	$ 0.001
Preferred stock, par value | $ / shares	$ 0.001			$ 0.0001		
Preferred stock conversion ratio	1					
PIPE Financing | $	$ 64.5					
Number of shares issued in exchange of commitment to purchase Class A shares of ARYA in the open market and not to redeem	355,457					
Number of shares issued in exchange of non-redemption of shares	405,772					
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	1,036,666			21,205,970		5,713,959
Cash investment | $	$ 12.0					
Convertible Securities Notes						
Forward Merger						
Principal amount | $	$ 20.0		$ 20.0	$ 7.0		
Interest rate	13.00%		13.00%			
Conversion price | $ / shares			$ 10			
Base Warrants						
Forward Merger						
Number of warrants issued in exchange of non-redemption of shares	343,756					
Warrants reserved for future issuance	1,440,000					
Warrants issued upon conversion of debt		3,540,000				
Exercise price | $ / shares				$ 2.41		
PIPE Pre-funded warrants						
Forward Merger						
Warrants reserved for future issuance	670,000					
Exercise price | $ / shares	$ 0.01			$ 0.01		
Convert Warrants						
Forward Merger						
Principal amount | $				$ 20.0		

Warrants issued upon conversion of debt		1,500,000	
Exercise price | $ / shares	$ 24	$ 24	$ 24
Convert Warrants | Convertible Securities Notes			
Forward Merger			
Principal amount | $		$ 20.0	
Conversion price | $ / shares		$ 10	
Exercise price | $ / shares		$ 24	
Sponsor | Base Warrants			
Forward Merger			
Number of warrants issued in exchange of commitment to purchase Class A shares of ARYA in the open market and not to redeem	299,902		
PIPE Investor			
Forward Merger			
Investment in the form of debt | $	$ 29.5		
Accrued interest | $	1.7		
Additional cash investment | $	$ 15.9	$ 15.9	
Number of shares issued in exchange of convertible debt and additional cash investment	6,622,959		
Warrants issued upon conversion of debt		3,540,000	
PIPE Investor | Base Warrants			
Forward Merger			
Number of warrants issued in exchange of convertible debt and additional cash investment	5,445,069		
Class A ordinary share			
Forward Merger			
Common stock par value | $ / shares	$ 0.0001		
Class B ordinary share			
Forward Merger			
Common stock par value | $ / shares	$ 0.0001		
Class A Arya Shares			
Forward Merger			
Value of common stock reserved for future issuance | $	$ 2.5		
Number of shares subjected to redemption	247,700		
Class A Arya Shares | Base Warrants			
Forward Merger			
Exercise price | $ / shares			$ 10
ARYA Sciences Acquisition Corp IV | Sponsor			
Forward Merger			
Number of common stock shares issuable that are subjected to vesting	1,147,500		
Share trigger price for vesting | $ / shares	$ 24		
Threshold number of trading days to exceed or maintain trigger price for vesting of shares | D	20		
Threshold number of consecutive trading days to exceed or maintain trigger price for vesting of shares | D	30		
Threshold vesting period	10 years		
ARYA Sciences Acquisition Corp IV | Class A ordinary share			
Forward Merger			
Common stock par value | $ / shares	$ 0.0001		
Number of share for each share	1		
ARYA Sciences Acquisition Corp IV | Class B ordinary share			
Forward Merger			
Common stock par value | $ / shares	$ 0.0001		
Number of share for each share	1		
ARYA Sciences Acquisition Corp IV | Class B ordinary share | Sponsor			
Forward Merger			
Number of shares forfeited	1,000,000		

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Forward Merger - Purchase price (Details) - Legacy Adagio $ / shares in Units, $ in Thousands	**Jul. 31, 2024 USD ($) $ / shares shares**
Forward Merger	
Voting rights acquired	100.00%
Number of the Company's Common Stock issued	6,771,769,000
Number of replacement stock options granted to Legacy Adagio's option holders by the Company	7,587
Total shares and stock options	6,779,356,000
Multiplied by the Company's Common Stock price at the Closing | $ / shares	$ 6.64
Total | $	$ 45,015
Number of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes	3,540,000
Multiplied by estimated value of PIPE Base Warrants at the Closing | $ / shares	$ 2.41
Estimated fair value of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes | $	$ 8,531
Total purchase price | $	$ 53,546

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Forward Merger - Allocation of the purchase price (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Jul. 31, 2024**	**Dec. 31, 2023**
Assets Acquired:			
Goodwill	$ 44,291		$ 0
Liabilities Assumed:			
Developed technology, Useful Life (years)	5 years		
Legacy Adagio			
Assets Acquired:			
Cash		$ 681	
Accounts receivable, net		102	
Inventories, net		4,077	
Prepaid expenses		308	
Other current assets		195	
Property and equipment, net		1,133	
Intangible assets, net		26,200	
Goodwill		44,291	
Right-of-use asset, net		247	
Other assets		18	
Total assets acquired		77,252	
Liabilities Assumed:			
Accounts payable		10,103	
Accrued liabilities		3,556	
Operating lease liabilities, current		138	
Convertible notes payable, long-term		5,951	
Warrant liabilities		1,049	

Operating lease liabilities, long-term	109
Deferred tax liabilities	2,800
Total liabilities assumed	23,706
Net total	$ 53,546
Developed technology, Useful Life (years)	5 years

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Forward Merger - Number of shares of common stock issued and amounts (Details) - USD ($) $ in Thousands	Jul. 31, 2024	Jul. 31, 2023	9 Months Ended Sep. 30, 2024
Forward Merger			
ListCo closing equity as of July 30, 2024 (in Shares)			779,908
Contribution from PIPE Financing for cash	3,287,018		
Conversion of ARYA convertible promissory Notes (in shares)		355,100	
Conversion of ARYA Class A ordinary shares and Class B ordinary shares (in shares)	2,089,000		
Conversion of Class A ordinary shares subject to redemption (in shares)	123,520		
Shares issued for acquisition of Legacy Adagio	6,771,769		
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements (in shares)	761,229		
Successor's opening equity as of July 31, 2024 (Successor) (in shares)	13,387,636		14,535,136
Common Stock			
Forward Merger			
Conversion of ARYA convertible promissory Notes (in shares)	355,100		
Conversion of ARYA Class A ordinary shares and Class B ordinary shares (in shares)	2,089,000		
Shares issued for acquisition of Legacy Adagio	6,771,769		
Shares issued for acquisition of Legacy Adagio	$ 1		
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements (in shares)	761,229		
Successor's opening equity as of July 31, 2024 (Successor) (in shares)	13,387,636		
Ending Balance	$ 1		
Additional Paid-in Capital			
Forward Merger			
Beginning Balance	2,729		
Contribution of cash proceeds in PIPE Financing	23,433		
Conversion of ARYA convertible promissory Notes	3,551		
Conversion of Class A ordinary shares subject to redemption	1,361		
Shares issued for acquisition of Legacy Adagio	53,546		
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	5,166		
Ending Balance	89,786		
Accumulated Deficit			
Forward Merger			
Beginning Balance	(2,734)		
Accumulated deficit carried over from ARYA	(14,089)		
Ending Balance	$ (16,823)		

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Forward Merger - Pro forma financial information (Details) - USD ($)	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Forward Merger				
Revenue	$ 185	$ 41	$ 465	$ 222
Net income (loss)	$ (12,971)	$ (10,655)	$ (28,987)	$ (26,113)

XML 309 R279.htm IDEA: XBRL DOCUMENT

Fair Value Measurements (Details) - USD ($) $ in Thousands	21 Months Ended	
	Sep. 30, 2024	Dec. 31, 2023
Liabilities:		
Common stock warrant liabilities		$ 78
Fair value measurements recurring basis		
Liabilities:		
Fair value asset transfer level 1 to level 2	$ 0	
Level 1 | Fair value measurements recurring basis		
Assets:		
Money market account	27,298	24
Level 3 | Fair value measurements recurring basis		
Liabilities:		
Convertible notes payables	13,750	36,430
Level 3 | Fair value measurements recurring basis | PIPE Pre-funded warrants		
Liabilities:		
Derivative Liability	1,722	
Level 3 | Fair value measurements recurring basis | Convert Warrants		
Liabilities:		
Derivative Liability	$ 743	
Level 3 | Fair value measurements recurring basis | SVB Warrants		
Liabilities:		
Derivative Liability		$ 78

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Fair Value Measurements - Convertible promissory notes (Details) - USD ($) $ in Thousands	Feb. 13, 2024	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Jul. 23, 2024	Jun. 25, 2024	May 21, 2024	Dec. 31, 2023	Nov. 28, 2023	Apr. 04, 2023	Oct. 27, 2022	Jul. 27, 2022
Fair Value Measurements												
Convertible notes payable, current								$ 36,430				
October 2022 Convertible Notes												
Fair Value Measurements												
Principal amount								9,500			$ 9,500	$ 9,500
Interest rate											8.00%	8.00%
April 2023 Convertible Notes												
Fair Value Measurements												
Principal amount								15,000		$ 5,000		
Interest rate										8.00%		
Maximum additional debt										$ 10,000		
Convertible notes payable, current			$ 15,000							$ 5,000		
November 2023 Convertible Notes												

Fair Value Measurements								
Principal amount							$ 5,000	$ 2,000
Interest rate								8.00%
Maximum additional debt								$ 6,000
Convertible notes payable, current			8,000					$ 2,000
February 2024 Convertible Notes								
Fair Value Measurements								
Principal amount	$ 7,000							
Interest rate	8.00%							
Convertible notes payable, current	$ 7,000			$ 7,000				
May 2024 Convertible Notes								
Fair Value Measurements								
Principal amount						$ 3,000		
Interest rate						8.00%		
Convertible notes payable, current			3,000			$ 3,000		
June 2024 Convertible Notes								
Fair Value Measurements								
Principal amount					$ 2,500			
Interest rate					8.00%			
Convertible notes payable, current			2,500		$ 2,500			
July 2024 Convertible Notes								
Fair Value Measurements								
Principal amount				$ 1,000				
Interest rate				8.00%				
Convertible notes payable, current			1,000	$ 1,000				
Convertible Securities Notes								
Fair Value Measurements								
Principal amount	$ 20,000	$ 7,000	$ 20,000					
Interest rate	13.00%		13.00%					
Convertible notes payable, current	$ 7,000							
Cashless exercise of warrants (in shares)	525,000							

XML 311 R281.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Assumptions for convertible promissory notes (Details)	Sep. 30, 2024 $ / shares Y	Jul. 31, 2024 Y $ / shares	Dec. 31, 2023 Y
Discount rate			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input	0.254	0.258	
Discount rate | October 2022 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.368
Discount rate | April 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.306
Discount rate | November 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.306
Expected Term (years)			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input	3.58	3.75	
Expected Term (years) | Convert Warrants			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Warrants measurement inputs	6.83	7	
Expected Term (years) | October 2022 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.33
Expected Term (years) | April 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.33
Expected Term (years) | November 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.33
Risk-Free interest rate			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input	0.0355	0.0401	
Risk-Free interest rate | Convert Warrants			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Warrants measurement inputs	0.0363	0.0396	
Risk-Free interest rate | October 2022 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.054
Risk-Free interest rate | April 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.054
Risk-Free interest rate | November 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			0.054
Volatility			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input	0.80	0.60	
Volatility | Convert Warrants			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Warrants measurement inputs	0.625	0.55	
Volatility | October 2022 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			1.10
Volatility | April 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			1.10
Volatility | November 2023 Convertible Notes			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			
Promissory notes measurement input			1.10
Expected dividend yield | Convert Warrants			
Fair Value Measurement Inputs and Valuation Techniques [Line Items]			

Warrants measurement inputs	0	0
Share price		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Promissory notes measurement input | $ / shares	2.58	6.64
Share price | Convert Warrants		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Warrants measurement inputs | $ / shares	2.58	6.64

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Fair Value Measurements - Level 3 Reconciliation of Convertible promissory notes (Details) - USD ($) $ in Thousands	2 Months Ended Jul. 30, 2024	2 Months Ended Sep. 30, 2024	7 Months Ended Jul. 30, 2024	12 Months Ended Dec. 31, 2023
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		$ 17,005		
Fair value measurement adjustments		(3,255)		
Balance (end of period)	$ 17,005	13,750	$ 17,005	
Convert Warrants				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		2,996		
Fair value measurement adjustments		(2,253)		
Balance (end of period)	2,996	743	2,996	
PIPE Pre-funded warrants				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		4,442		
Fair value measurement adjustments	(2,720)			
Balance (end of period)	4,442	1,722	4,442	
October 2022 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		8,257	12,561	$ 9,500
Fair value measurement adjustments			(4,304)	3,061
Balance (end of period)	8,257		8,257	12,561
April 2023 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		18,135	14,757	
Additions				15,000
Fair value measurement adjustments			3,378	(243)
Balance (end of period)	18,135		18,135	14,757
November 2023 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		9,739	9,112	
Additions			3,000	5,000
Fair value measurement adjustments			(2,373)	4,112
Balance (end of period)	9,739		9,739	$ 9,112
February 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		6,744		
Additions			7,000	
Fair value measurement adjustments			(256)	
Balance (end of period)	6,744		6,744	
May 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		3,685		
Additions			3,000	
Fair value measurement adjustments			685	
Balance (end of period)	3,685		3,685	
June 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		3,077		
Additions			2,500	
Fair value measurement adjustments			577	
Balance (end of period)	3,077		3,077	
July 2024 Convertible Notes				
Level 3 Reconciliation of Convertible promissory notes				
Balance (beginning of period)		$ 1,233		
Additions			1,000	
Fair value measurement adjustments			233	
Balance (end of period)	$ 1,233		$ 1,233	

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Fair Value Measurements - Level 3 Reconciliation of Common stock warrant liabilities (Details) - USD ($) $ in Thousands	2 Months Ended Jul. 30, 2024	2 Months Ended Sep. 30, 2024
Level 3 Reconciliation of Common stock warrant liabilities		
Balance (beginning of period)		$ 17,005
Fair value measurement adjustments		(3,255)
Balance (end of period)	$ 17,005	13,750
PIPE Pre-funded warrants		
Level 3 Reconciliation of Common stock warrant liabilities		
Balance (beginning of period)		4,442
Fair value measurement adjustments	(2,720)	
Balance (end of period)	4,442	1,722
Convert Warrants		
Level 3 Reconciliation of Common stock warrant liabilities		
Balance (beginning of period)		2,996
Fair value measurement adjustments		(2,253)
Balance (end of period)	$ 2,996	$ 743

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Fair Value Measurements - Pre-funded Warrant Liabilities (Details) $ / shares in Units, $ in Thousands	Jul. 31, 2024 USD ($) $ / shares shares	Jun. 25, 2024 $ / shares shares	1 Months Ended Jul. 30, 2024 USD ($)	2 Months Ended Sep. 30, 2024 USD ($) $ / shares	2 Months Ended Sep. 30, 2024 USD ($) $ / shares	3 Months Ended Sep. 30, 2023 USD ($)	7 Months Ended Jul. 30, 2024 USD ($)	9 Months Ended Sep. 30, 2024 $ / shares shares	9 Months Ended Sep. 30, 2023 USD ($)	Jun. 30, 2024 USD ($)	Feb. 13, 2024 $ / shares

Warrants												
Warrant liabilities fair value adjustment | $			$ (177)	$ (4,973)	$ (4,973)	$ 23	$ (191)		$ 83			
Series E Preferred Stock												
Warrants												
Warrant liabilities fair value adjustment | $			$ 100									
Pre-funded Warrants												
Warrants												
Exercise price | $ / shares		$ 0.001		$ 0.01	$ 0.01			$ 0.01				
Number of pre-funded warrants issued | shares		207,902						670,000				
Pre-funded Warrants | Series E Preferred Stock												
Warrants												
Exercise price | $ / shares		$ 0.001										
Conversion factor										1.08		
Series E Pre-funded Warrants												
Warrants												
Warrant liabilities | $	$ 200									$ 300		
PIPE Pre-funded warrants												
Warrants												
Exercise price | $ / shares	$ 0.01			0.01	0.01			$ 0.01				
Number of pre-funded warrants issued | shares	670,000							670,000				
Convert Warrants												
Warrants												
Exercise price | $ / shares	$ 24			$ 24	$ 24			$ 24				$ 24
Number of pre-funded warrants issued | shares	1,500,000							1,500,000				
Warrants issuance | $	$ 20,000											

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Inventory, net (Details) - USD ($)	1 Months Ended	2 Months Ended	3 Months Ended	7 Months Ended	
	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jul. 30, 2024	Dec. 31, 2023
Inventory, net.					
Raw materials		$ 2,547,000			$ 2,211,000
Work-in-Process		509,000			197,000
Finished goods		1,083,000			914,000
Total inventory		4,139,000			$ 3,322,000
Obsolete and expired inventory expensed	$ 41,000	$ 58,000	$ 25,000	$ 400,000	
Inventory scrap value			$ 87,000		

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Property and Equipment (Details) - USD ($)	1 Months Ended	2 Months Ended	3 Months Ended	7 Months Ended	9 Months Ended	
	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Property and Equipment						
Total property, plant, and equipment		$ 4,181,000				$ 3,264,000
Less: accumulated depreciation		(2,609,000)				(1,777,000)
Property and equipment, net		1,572,000				1,487,000
Depreciation expense	$ 56,000	200,000	$ 100,000	$ 700,000	$ 400,000	
Consoles						
Property and Equipment						
Total property, plant, and equipment		2,567,000				1,565,000
Other machinery and equipment						
Property and Equipment						
Total property, plant, and equipment		709,000				772,000
Leasehold improvements						
Property and Equipment						
Total property, plant, and equipment		306,000				305,000
Tools and molds						
Property and Equipment						
Total property, plant, and equipment		257,000				221,000
Computer equipment						
Property and Equipment						
Total property, plant, and equipment		188,000				193,000
Demo equipment						
Property and Equipment						
Total property, plant, and equipment		66,000				66,000
Furniture and fixtures						
Property and Equipment						
Total property, plant, and equipment		49,000				49,000
Construction in process						
Property and Equipment						
Total property, plant, and equipment						54,000
Vehicles						
Property and Equipment						
Total property, plant, and equipment		$ 39,000				$ 39,000

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Goodwill and Intangible Assets - Intangible assets, net (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Goodwill and Intangible Assets		
IPR&D	$ 22,100	
Developed technology, Gross Carrying Amount	4,100	
Developed technology, Net Carrying Amount	3,961	
Gross Carrying Amount	26,200	
Accumulated Amortization	(139)	
Net Carrying Amount	$ 26,061	$ 0
Developed technology, Useful Life (years)	5 years	

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Goodwill and Intangible Assets (Details) - USD ($)	2 Months Ended	
	Sep. 30, 2024	Dec. 31, 2023
Goodwill and Intangible Assets		
Goodwill	$ 44,291,000	$ 0
Intangible assets	26,061,000	$ 0
Impairment of indefinite live lived intangible assets	0	

Impairment of finite lived intangible assets	0
Impairment of goodwill	0
Finite lived intangible assets, expected amortization year one	300,000
Finite lived intangible assets, expected amortization year two to five years	800,000
Finite lived intangible assets, expected amortization after year five	$ 500,000

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Accrued Liabilities (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Accrued Liabilities		
Compensation and related expenses	$ 2,131	$ 1,566
Research and development expenses	576	1,191
Other	203	291
Total accrued liabilities	$ 2,910	$ 3,048

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Debt - Schedule of debt (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Feb. 03, 2023
Debt			
Total outstanding debt	$ 13,750	$ 38,268	
Convertible Securities Notes			
Debt			
Total outstanding debt	$ 13,750		
October 2022 Convertible Notes measured at fair value			
Debt			
Total outstanding debt		12,561	
April 2023 Convertible Notes measured at fair value			
Debt			
Total outstanding debt		14,757	
November 2023 Convertible Notes measured at fair value			
Debt			
Total outstanding debt		9,112	
SVB term loan			
Debt			
Total outstanding debt		$ 1,838	$ 1,000

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Debt - October 2022 Convertible Notes (Details) - USD ($)	Nov. 28, 2024	Jul. 23, 2024	Oct. 31, 2022	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022	Dec. 31, 2023	Oct. 27, 2022	Jul. 27, 2022
Debt												
Proceeds from issuance of convertible notes payable						$ 16,500,000		$ 13,000,000				
Debt conversion		4,372,607										
October 2022 Convertible Notes												
Debt												
Principal amount										$ 9,500,000	$ 9,500,000	$ 9,500,000
Interest rate											8.00%	8.00%
Percentage of effective price of common stock sold to trigger conversion	75.00%											
Proceeds from issuance of convertible notes payable									$ 9,500,000			
Interest				$ 62,500	$ 200,000		$ 400,000	$ 600,000				
Conversion of shares			8,661,985									
Shares converted			8,661,985									
Debt conversion			1,444,899									

XML 322 R292.htm IDEA: XBRL DOCUMENT

Debt - April 2023 Convertible Notes (Details) - USD ($) $ in Thousands	1 Months Ended Jul. 30, 2024	3 Months Ended Sep. 30, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2024	9 Months Ended Dec. 31, 2023	9 Months Ended Sep. 30, 2023	Apr. 04, 2023
Debt							
Proceeds from issuance of convertible notes payable			$ 16,500			$ 13,000	
April 2023 Convertible Notes							
Debt							
Principal amount				$ 15,000			$ 5,000
Interest rate							8.00%
Right to issue additional convertible promissory notes							$ 10,000
Proceeds from issuance of convertible notes payable				$ 10,000			
Interest	$ 100	$ 200		$ 600		$ 300	

XML 323 R293.htm IDEA: XBRL DOCUMENT

Debt - November 2023 Convertible Notes (Details) - USD ($)	Dec. 28, 2023	Dec. 13, 2023	1 Months Ended Jul. 30, 2024	Dec. 31, 2023	7 Months Ended Jul. 30, 2024	9 Months Ended Sep. 30, 2023	Nov. 28, 2023
Debt							
Proceeds from issuance of convertible notes payable					$ 16,500,000	$ 13,000,000	
November 2023 Convertible Notes							
Debt							
Principal amount				$ 5,000,000			$ 2,000,000
Interest rate							8.00%
Interest			$ 50,600		$ 300,000		
Delayed Draw Commitment							
Debt							
Right to issue additional convertible promissory notes							$ 6,000,000
Proceeds from issuance of convertible notes payable	$ 2,000,000	$ 1,000,000		$ 3,000,000			

XML 324 R294.htm IDEA: XBRL DOCUMENT

Debt - May 2024 Convertible Notes (Details) - May 2024 Convertible Notes - USD ($)	1 Months Ended Jul. 30, 2024	7 Months Ended Jul. 30, 2024	May 21, 2024
Debt			
Principal amount			$ 3,000,000
Interest rate			8.00%
Interest	$ 19,700	$ 46,000	

XML 325 R295.htm IDEA: XBRL DOCUMENT

Debt - June 2024	1 Months Ended	7 Months Ended

Convertible Notes (Details) - June 2024 Convertible Notes - USD ($)	Jul. 30, 2024	Jul. 30, 2024	Jun. 25, 2024
Debt			
Principal amount			$ 2,500,000
Interest rate			8.00%
Interest	$ 16,400	$ 19,200	

XML 326 R296.htm IDEA: XBRL DOCUMENT

Debt - July 2024 Convertible Notes (Details) - USD ($)		1 Months Ended			
	Jul. 23, 2024	Feb. 13, 2024	Jul. 30, 2024	Sep. 30, 2024	Jul. 31, 2024
Debt					
Debt conversion	4,372,607				
Debt amount	$ 29,500,000				
Convert Warrants					
Debt					
Principal amount				$ 20,000,000	
Exercise price		$ 24		$ 24	$ 24
Warrants issued upon conversion of debt		1,500,000			
Base Warrants					
Debt					
Exercise price				$ 2.41	
Warrants issued upon conversion of debt	3,540,000				
July 2024 Convertible Notes					
Debt					
Principal amount	$ 1,000,000				
Interest rate	8.00%				
Interest			$ 1,300		

XML 327 R297.htm IDEA: XBRL DOCUMENT

Debt - February 2024 Convertible Notes (Details) - USD ($)			1 Months Ended	7 Months Ended	
	Jul. 23, 2024	Feb. 29, 2024	Jul. 30, 2024	Jul. 30, 2024	Feb. 13, 2024
Debt					
Debt amount	$ 29,500,000				
February 2024 Convertible Notes					
Debt					
Principal amount					$ 7,000,000
Amount of convertible notes issued		$ 7,000,000			
Warrants issued upon conversion of debt		525,000			
Interest rate					8.00%
Interest			$ 46,000	$ 300,000	

XML 328 R298.htm IDEA: XBRL DOCUMENT

Debt - SVB Term Loan (Details) - USD ($)		1 Months Ended	3 Months Ended	7 Months Ended	9 Months Ended		
	Feb. 03, 2023	Jul. 30, 2024	Sep. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Dec. 31, 2023
Debt							
Total outstanding debt						$ 13,750,000	$ 38,268,000
Silicon Valley Bank Term Loan							
Debt							
Principal amount	$ 2,000,000						
Interest rate	7.00%						
Variable interest rate	1.50%						
Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration]	us-gaap:PrimeRateMember						
Warrant liabilities	$ 35,600,000						
Unamortized debt discount	9,700,000						
Minimum required equity financing	40,000,000						
Outstanding principal							1,900,000
Outstanding notes	1,000,000						
Interest		$ 9,000	$ 66,500	$ 87,300	$ 200,000		
Total outstanding debt	1,000,000						1,838,000
SVB Intial Term Loan							
Debt							
Principal amount	$ 3,000,000						
SVB Subsequent Term Loan							
Debt							
Outstanding principal							$ 19,400,000
Initial warrants							
Debt							
Shares issued	32,720						
Warrant liabilities	$ 28,500,000						
Additional warrants							
Debt							
Shares issued	16,360						
Warrant liabilities	$ 7,100,000						

XML 329 R299.htm IDEA: XBRL DOCUMENT

Debt - Convertible Securities Notes (Successor) (Details) - USD ($) $ / shares in Units, $ in Millions			3 Months Ended	9 Months Ended
	Jul. 31, 2024	Feb. 13, 2024	Sep. 30, 2024	Sep. 30, 2024
Convert Warrants				
Debt				
Principal amount			$ 20.0	$ 20.0
Number of pre-funded warrants issued	1,500,000			1,500,000
Exercise price	$ 24	$ 24	$ 24	$ 24
Convertible Securities Notes				
Debt				
Principal amount	$ 20.0	$ 20.0	$ 7.0	$ 7.0
Number of pre-funded warrants issued		1,500,000		
Conversion price		$ 10		
Shares called by per each warrant		1,500,000		
Debt term		1 year 5 months 13 days		
Interest			$ 0.4	
Convertible Securities Notes | Convert Warrants				
Debt				

Principal amount	$ 20.0
Conversion price	$ 10
Exercise price	$ 24

XML 330 R300.htm IDEA: XBRL DOCUMENT

Warrants (Details) $ / shares in Units, $ in Millions	Jul. 31, 2024 USD ($) $ / shares Y shares	Jun. 25, 2024 $ / shares shares	Feb. 13, 2024 USD ($) $ / shares shares	7 Months Ended Jul. 30, 2024 shares	9 Months Ended Sep. 30, 2024 USD ($) $ / shares Y shares	Dec. 31, 2023 shares	Feb. 03, 2023 shares
Warrants							
Exchange preferred stock for pre-funded warrants (shares)				207,902			
Share issued during period, warrants exercised					34,680		
Shares issued during period (in shares)	3,287,018						
Number of shares issued in exchange of non-redeemable shares					761,229		
Common stock, shares outstanding	13,387,636				14,535,136	779,908	
Convertible Securities Notes							
Warrants							
Number of pre-funded warrants issued			1,500,000				
Debt instrument, face amount | $	$ 20.0		$ 20.0		$ 7.0		
Class A Arya Shares							
Warrants							
Number of warrants issued in exchange of non-redeemable shares					468,941		
SVB Warrants							
Warrants							
Exercise price | $ / shares					$ 7.97		
Initial warrants							
Warrants							
Shares issued							32,720
Additional warrants							
Warrants							
Shares issued							16,360
Pre-funded Warrants							
Warrants							
Number of pre-funded warrants issued		207,902			670,000		
Exercise price | $ / shares		$ 0.001			$ 0.01		
Shares issued during period (in shares)					681,111		
Pre-funded Warrants | Other PIPE Investor							
Warrants							
Number of pre-funded warrants issued					1,140,000		
Issuance or sale of equity | $					$ 9.5		
Pre-funded Warrants | Series E Preferred Stock							
Warrants							
Shares issued		207,902					
Exchange preferred stock for pre-funded warrants (shares)		207,902					
Exercise price | $ / shares		$ 0.001					
PIPE Pre-funded warrants							
Warrants							
Number of pre-funded warrants issued	670,000				670,000		
Exercise price | $ / shares	$ 0.01				$ 0.01		
Shares issued during period (in shares)					3,287,018		
PIPE Pre-funded warrants | Measurement Input, Volatility Haircut							
Warrants							
Warrants measurement inputs					10		
PIPE Pre-funded warrants | Expected Term (years)							
Warrants							
Warrants measurement inputs					5		
PIPE Pre-funded warrants | Risk-Free interest rate							
Warrants							
Warrants measurement inputs					3.93		
PIPE Pre-funded warrants | Share price							
Warrants							
Warrants measurement inputs | $ / shares					6.64		
PIPE Pre-funded warrants | Expected dividend yield							
Warrants							
Warrants measurement inputs					0		
PIPE Pre-funded warrants | Volatility							
Warrants							
Warrants measurement inputs					84		
Series E Pre-funded Warrants							
Warrants							
Class of warrant or right, exchanged in shares					207,902		
Convert Warrants							
Warrants							
Number of pre-funded warrants issued	1,500,000				1,500,000		
Exercise price | $ / shares	$ 24		$ 24		$ 24		
Debt instrument, face amount | $					$ 20.0		
Convert Warrants | Expected Term (years)							
Warrants							
Warrants measurement inputs | Y	7				6.83		
Convert Warrants | Risk-Free interest rate							
Warrants							
Warrants measurement inputs	0.0396				0.0363		
Convert Warrants | Share price							
Warrants							
Warrants measurement inputs | $ / shares	6.64				2.58		
Convert Warrants | Expected dividend yield							
Warrants							
Warrants measurement inputs	0				0		
Convert Warrants | Volatility							
Warrants							
Warrants measurement inputs	0.55				0.625		
Convert Warrants | Convertible Securities Notes							
Warrants							
Exercise price | $ / shares			$ 24				
Debt instrument, face amount | $			$ 20.0				
Base Warrants							
Warrants							

Number of pre-funded warrants issued	3,345,069
Exercise price | $ / shares	$ 2.41
Number of shares issued in exchange of non-redeemable shares	643,658
Base Warrants | Bridge Financing	
Warrants	
Number of pre-funded warrants issued	3,540,000
Shares issued during period (in shares)	4,372,607
Base Warrants | Class A Arya Shares	
Warrants	
Exercise price | $ / shares	$ 10

XML 331 R301.htm IDEA: XBRL DOCUMENT

Operating Leases (Details) - USD ($)	1 Months Ended	2 Months Ended		3 Months Ended	6 Months Ended	7 Months Ended	9 Months Ended	
	Jul. 31, 2024	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jun. 30, 2024	Jul. 30, 2024	Sep. 30, 2024	Sep. 30, 2023
Operating Leases									
Option to extend the lease term								true	
Operating lease renewal term			3 years	3 years				3 years	
Quantitative information of operating leases									
Operating lease cost		$ 17,000		$ 33,000	$ 57,000		$ 100,000		$ 200,000
Variable lease cost	$ 0	$ 0	$ 0			$ 0			$ 0

XML 332 R302.htm IDEA: XBRL DOCUMENT

Operating Leases - Future minimum payments (Details) $ in Thousands	Sep. 30, 2024 USD ($)
Operating Leases	
Three months ending December 31, 2024	$ 39
Year ending December 31, 2025	154
Year ending December 31, 2026	48
Total undiscounted future cash flows	241
Less: imputed interest	(14)
Total operating lease liability	$ 227

XML 333 R303.htm IDEA: XBRL DOCUMENT

Mezzanine Equity and Stockholders' Equity (Deficit) - Authorized Shares (Details) - $ / shares	Sep. 30, 2024	Jul. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Common stock, par value (in dollars per share)	$ 0.0001	$ 0.001		$ 0.001	
Convertible preferred stock, par value (in dollars per share)				$ 0.001	
Shares authorized		11,534,892			
Common stock, shares authorized	210,000,000	6,594,946		6,594,946	
Convertible preferred stock, shares authorized		4,939,946		4,939,946	
Adagio Medical Inc					
Common stock, par value (in dollars per share)			$ 0.001	$ 0.001	$ 0.001
Convertible preferred stock, par value (in dollars per share)			$ 0.001	$ 0.001	$ 0.001
Shares authorized			11,534,892	11,534,892	
Common stock, shares authorized			6,594,946	6,594,946	6,594,946
Convertible preferred stock, shares authorized			4,939,946	4,939,946	4,939,946

XML 334 R304.htm IDEA: XBRL DOCUMENT

Mezzanine Equity and Stockholders' Equity (Deficit) - Convertible Preferred Stock (Details)	Jul. 31, 2024 shares	Jun. 25, 2024 shares	6 Months Ended Jun. 30, 2024 USD ($) $ / shares shares	7 Months Ended Jul. 30, 2024 USD ($) shares	Sep. 30, 2024 $ / shares	Dec. 31, 2023 USD ($) $ / shares shares	Sep. 30, 2023 USD ($) shares	Jun. 30, 2023 USD ($) shares	Dec. 31, 2022 USD ($) $ / shares shares	Dec. 31, 2021 USD ($) shares
Mezzanine Equity and Stockholders' Equity (Deficit)										
Exchange preferred stock for pre-funded warrants (shares)				207,902						
Number of Shares Authorized				4,939,946		4,939,946				
Shares Issued			4,732,044	4,732,044		4,939,946	4,939,946	4,939,946	4,939,946	
Conversion of preferred stock						4,939,946				
Carrying Value | $			$ 86,783,000	$ 86,783,000		$ 91,469,000	$ 91,469,000	$ 91,469,000	$ 91,469,000	
Number of Common Stock Equivalent Shares						4,939,946				
Liquidation Preference | $						$ 91,637,000				
Convertible preferred stock	4,732,044									
Convertible preferred stock issued	4,732,044									
Preferred stock conversion ratio	1									
Adagio Medical Inc										
Mezzanine Equity and Stockholders' Equity (Deficit)										
Exchange preferred stock for pre-funded warrants (shares)			(207,902)							
Number of Shares Authorized			4,939,946			4,939,946			4,939,946	
Shares Issued			4,732,044			4,939,946		4,939,946	4,939,946	4,939,946
Conversion of preferred stock			4,732,044			4,939,946			4,939,946	
Carrying Value | $			$ 86,783,000			$ 91,469,000		$ 91,469,000	$ 91,469,000	$ 91,469,000
Number of Common Stock Equivalent Shares			4,732,044			4,939,946			4,939,946	
Liquidation Preference | $			$ 86,936,000			$ 91,637,000			$ 91,637,000	
Legacy Adagio										
Mezzanine Equity and Stockholders' Equity (Deficit)										
Number of the Company's Common Stock issued	6,771,769,000									
Legacy Adagio | Adagio Medical Inc										
Mezzanine Equity and Stockholders' Equity (Deficit)										
Number of the Company's Common Stock issued	789,337									
Series A Preferred Stock Class										
Mezzanine Equity and Stockholders' Equity (Deficit)										
Number of Shares Authorized						270,856				
Shares Issued						270,856				
Carrying Value | $						$ 2,500,000				
Conversion Price Per Share | $ / shares					$ 9.23	$ 9.23				
Number of Common Stock Equivalent Shares						270,856				
Liquidation Preference | $						$ 2,500,000				
Series A Preferred Stock Class | Adagio Medical Inc										
Mezzanine Equity and Stockholders' Equity (Deficit)										
Number of Shares Authorized			270,856			270,856			270,856	

Shares Issued		270,856		270,856	
Conversion of preferred stock		270,856		815,730	270,856
Carrying Value | $		$ 2,500,000		$ 2,500,000	$ 2,500,000
Conversion Price Per Share | $ / shares		$ 9.23		$ 9.23	$ 9.23
Number of Common Stock Equivalent Shares		270,856		270,856	270,856
Liquidation Preference | $		$ 2,500,000		$ 2,500,000	$ 2,500,000
Series B Preferred Stock Class					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of Shares Authorized				815,730	
Shares Issued				815,730	
Carrying Value | $				$ 10,626,000	
Conversion Price Per Share | $ / shares			13.04	$ 13.04	
Number of Common Stock Equivalent Shares				815,730	
Liquidation Preference | $				$ 10,637,000	
Series B Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of Shares Authorized		815,730		815,730	815,730
Shares Issued		815,730		815,730	
Conversion of preferred stock		815,730		981,596	815,730
Carrying Value | $		$ 10,626,000		$ 10,626,000	$ 10,626,000
Conversion Price Per Share | $ / shares		$ 13.04		$ 13.04	$ 13.04
Number of Common Stock Equivalent Shares		815,730		815,730	815,730
Liquidation Preference | $		$ 10,637,000		$ 10,637,000	$ 10,637,000
Series C Preferred Stock Class					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of Shares Authorized				981,596	
Shares Issued				981,596	
Carrying Value | $				$ 15,988,000	
Conversion Price Per Share | $ / shares			16.3	$ 16.3	
Number of Common Stock Equivalent Shares				981,596	
Liquidation Preference | $				$ 16,000,000	
Series C Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of Shares Authorized		981,596		981,596	981,596
Shares Issued		981,596		981,596	
Conversion of preferred stock		981,596		992,064	981,596
Carrying Value | $		$ 15,988,000		$ 15,988,000	$ 15,988,000
Conversion Price Per Share | $ / shares		$ 16.3		$ 16.3	$ 16.3
Number of Common Stock Equivalent Shares		981,596		981,596	981,596
Liquidation Preference | $		$ 16,000,000		$ 16,000,000	$ 16,000,000
Series D Preferred Stock Class					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of Shares Authorized				992,064	
Shares Issued				992,064	
Carrying Value | $				$ 19,990,000	
Conversion Price Per Share | $ / shares			20.16	$ 20.16	
Number of Common Stock Equivalent Shares				992,064	
Liquidation Preference | $				$ 20,000,000	
Series D Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of Shares Authorized		992,064		992,064	992,064
Shares Issued		992,064		992,064	
Conversion of preferred stock		992,064		1,879,700	992,064
Carrying Value | $		$ 19,990,000		$ 19,990,000	$ 19,990,000
Conversion Price Per Share | $ / shares		$ 20.16		$ 20.16	$ 20.16
Number of Common Stock Equivalent Shares		992,064		992,064	992,064
Liquidation Preference | $		$ 20,000,000		$ 20,000,000	$ 20,000,000
Series E Preferred Stock Class					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of preferred stocks extinguished	207,902				
Number of Shares Authorized				1,879,700	
Shares Issued				1,879,700	
Carrying Value | $				$ 42,365,000	
Conversion Price Per Share | $ / shares			$ 22.61	$ 22.61	
Number of Common Stock Equivalent Shares				1,879,700	
Liquidation Preference | $				$ 42,500,000	
Series E Preferred Stock Class | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Number of preferred stocks extinguished	207,902				
Number of Shares Authorized		1,879,700		1,879,700	1,879,700
Shares Issued		1,671,798		1,879,700	
Conversion of preferred stock		1,671,798		4,939,946	1,879,700
Carrying Value | $		$ 37,679,000		$ 42,365,000	$ 42,365,000
Conversion Price Per Share | $ / shares		$ 22.61		$ 22.61	$ 22.61
Number of Common Stock Equivalent Shares		1,671,798		1,879,700	1,879,700
Liquidation Preference | $		$ 37,799,000		$ 42,500,000	$ 42,500,000
Series E Preferred Stock Class | Pre-funded Warrants					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Exchange preferred stock for pre-funded warrants (shares)	207,902				
Series E Preferred Stock Class | Pre-funded Warrants | Adagio Medical Inc					
Mezzanine Equity and Stockholders' Equity (Deficit)					
Exchange preferred stock for pre-funded warrants (shares)	207,902				

Stockholders' Equity (Deficit) - Preferred Stock-Dividends (Details) - $ / shares	6 Months Ended	9 Months Ended		
	Jun. 30, 2024	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Mezzanine Equity and Stockholders' Equity (Deficit)				
Preferred stock dividends (in percent)		8.00%		
Common stock, dividends declared			$ 0	
Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Preferred stock dividends (in percent)	8.00%		8.00%	
Preferred stock, dividends declared	$ 0.00		$ 0.00	$ 0
Common stock, dividends declared	0		0	$ 0
Series A Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price		$ 9.23		
Series A Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price	9.23		9.23	
Series B Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price		13.04		
Series B Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price	13.04		13.04	
Series C Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price		16.3		
Series C Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price	16.3		16.3	
Series D Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price		20.16		
Series D Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price	20.16		20.16	
Series E Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price		$ 22.61		
Series E Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Original issue price	$ 22.61		$ 22.61	

XML 336 R306.htm IDEA: XBRL DOCUMENT

Mezzanine Equity and Stockholders' Equity (Deficit) - Voting Rights, Conversion Rights and Protective Provisions (Details) $ / shares in Units, $ in Millions	6 Months Ended	9 Months Ended	12 Months Ended	
	Jun. 30, 2024 USD ($) item $ / shares shares	Sep. 30, 2024 USD ($) item $ / shares shares	Dec. 31, 2023 USD ($) item $ / shares shares	Dec. 31, 2022 $ / shares
Mezzanine Equity and Stockholders' Equity (Deficit)				
Minimum shares of common stock converted from preferred stock | shares		1,000,000		
Number of directors elected by holders of preferred stock | item		4		
Number of directors elected by holders of common stock | item		1		
Aggregate gross proceeds | $		$ 75.0		
Public offering price per share		$ 67.83		
Threshold number of preferred stock outstanding | shares		1,000,000		
Threshold percentage of voting by preferred stockholders		70.00%		
Threshold common stock convertible by Series E convertible preferred stock | shares		500,000		
Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Minimum shares of common stock converted from preferred stock | shares	1,000,000		1,000,000	
Number of directors elected by holders of preferred stock | item	4		4	
Number of directors elected by holders of common stock | item	1		1	
Aggregate gross proceeds | $	$ 75.0		$ 75.0	
Public offering price per share	$ 67.83		$ 67.83	
Threshold number of preferred stock outstanding | shares	1,000,000		1,000,000	
Threshold percentage of voting by preferred stockholders	70.00%		70.00%	
Threshold common stock convertible by Series E convertible preferred stock | shares	500,000		500,000	
Series A Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Initial conversion price		$ 9.23	$ 9.23	
Conversion price after adjustment		9.23		
Series A Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Initial conversion price	$ 9.23		9.23	$ 9.23
Conversion price after adjustment	9.23		9.23	
Series B Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Initial conversion price		13.04	13.04	
Conversion price after adjustment		13.04		
Series B Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Initial conversion price	13.04		13.04	13.04
Conversion price after adjustment	13.04		13.04	
Series C Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Initial conversion price		16.3	16.3	
Conversion price after adjustment		16.3		
Series C Preferred Stock Class | Adagio Medical Inc				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Initial conversion price	16.3		16.3	16.3
Conversion price after adjustment	16.3		16.3	
Series D Preferred Stock Class				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Initial conversion price		20.16	20.16	
Conversion price after adjustment		20.16		

Series D Preferred Stock Class | Adagio Medical Inc								
Mezzanine Equity and Stockholders' Equity (Deficit)								
Initial conversion price		20.16		20.16	20.16			
Conversion price after adjustment		20.16		20.16				
Series E Preferred Stock Class								
Mezzanine Equity and Stockholders' Equity (Deficit)								
Initial conversion price			22.61	22.61				
Conversion price after adjustment			$ 22.61					
Series E Preferred Stock Class | Adagio Medical Inc								
Mezzanine Equity and Stockholders' Equity (Deficit)								
Initial conversion price		22.61		22.61	$ 22.61			
Conversion price after adjustment		$ 22.61		$ 22.61				

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Mezzanine Equity and Stockholders' Equity (Deficit) - Common Stock (Details)	**1 Months Ended**	**9 Months Ended**						
	Sep. 30, 2024 $ / shares shares	**Sep. 30, 2024 $ / shares shares**	**Jul. 31, 2024 $ / shares shares**	**Jul. 30, 2024 $ / shares shares**	**Jun. 30, 2024 $ / shares shares**	**Mar. 31, 2024 Vote**	**Dec. 31, 2023 Vote $ / shares shares**	**Dec. 31, 2022 $ / shares shares**
Votes per share of common stock | Vote							1	
Conversion of preferred stock							4,939,946	
Common stock reserved for future issuance	21,205,970	21,205,970	1,036,666				5,713,959	
Common Stock, Shares Authorized	210,000,000	210,000,000		6,594,946			6,594,946	
Common stock, par value (in dollars per share) | $ / shares	$ 0.0001	$ 0.0001		$ 0.001			$ 0.001	
Common stock, shares issued	14,535,136	14,535,136					786,510	
Common stock, shares outstanding	14,535,136	14,535,136	13,387,636				779,908	
Issuance of earn-out shares (in shares)		1,147,500						
Preferred stock, shares authorized	20,000,000	20,000,000						
Preferred stock, par value | $ / shares	$ 0.0001	$ 0.0001	$ 0.001					
Common stock trigger price | $ / shares			24					
Sponsor Earnout								
Issuance of earn-out shares (in shares)	1,147,500							
Adagio Medical Inc								
Votes per share of common stock | Vote						1	1	
Conversion of preferred stock					4,732,044		4,939,946	4,939,946
Common shares available for future grant under the 2012 and 2022 Plan					31,604		27,012	160,155
Common stock reserved for future issuance					5,506,057		5,713,959	5,719,628
Common Stock, Shares Authorized					6,594,946		6,594,946	6,594,946
Common stock, par value (in dollars per share) | $ / shares					$ 0.001		$ 0.001	$ 0.001
Common stock, shares issued					786,782		786,510	762,762
Common stock, shares outstanding					780,180		779,908	756,160
Preferred stock, par value | $ / shares			$ 0.001		$ 0.001			

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Mezzanine Equity and Stockholders' Equity (Deficit) - Number of shares outstanding (Details) - shares	**Jul. 31, 2024**	**Jul. 31, 2023**	**Sep. 30, 2024**	**Dec. 31, 2023**
Mezzanine Equity and Stockholders' Equity (Deficit)				
Shares issued during period (in shares)	3,287,018			
Conversion of ARYA convertible promissory Notes (in shares)		355,100		
Conversion of ARYA Class A ordinary shares and Class B ordinary shares (in shares)	2,089,000			
Shares issued for acquisition of Legacy Adagio	6,771,769			
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229			
Total	13,387,636		14,535,136	779,908
Common Stock				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Conversion of ARYA convertible promissory Notes (in shares)	355,100			
Conversion of ARYA Class A ordinary shares and Class B ordinary shares (in shares)	2,089,000			
Conversion of Class A ordinary shares subject to redemption	123,520			
Shares issued for acquisition of Legacy Adagio	6,771,769			
Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements	761,229			
Total	13,387,636			
Common Stock | PIPE Investor				
Mezzanine Equity and Stockholders' Equity (Deficit)				
Shares issued during period (in shares)	3,287,018			

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Mezzanine Equity and Stockholders' Equity (Deficit) - Company's reserved common stock (Details) - shares	**Sep. 30, 2024**	**Jul. 31, 2024**	**Dec. 31, 2023**
Mezzanine Equity and Stockholders' Equity (Deficit)			
Convertible preferred stock, shares outstanding			4,939,946
Company's Common Stock issuable upon the exercise of outstanding options Legacy Adagio's equity plans that were assumed in the Business Combination	7,587		
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	21,205,970	1,036,666	5,713,959
Common stock reserved for future issuance	21,205,970	1,036,666	5,713,959
Convertible Securities Notes			
Mezzanine Equity and Stockholders' Equity (Deficit)			
Convertible Securities Notes	3,231,327		
Base Warrants			
Mezzanine Equity and Stockholders' Equity (Deficit)			
Warrants	7,528,727		
PIPE Pre-funded warrants			
Mezzanine Equity and Stockholders' Equity (Deficit)			
Warrants	670,000		
Convert Warrants			
Mezzanine Equity and Stockholders' Equity (Deficit)			
Warrants	1,500,000		
Stock Incentive Plan 2012 and 2022 Plan			
Mezzanine Equity and Stockholders' Equity (Deficit)			
Stock options issued and outstanding under the 2012 and 2022 Plan			747,001
Common shares available for future grant under the 2012 and 2022 Plan			27,012
2024 Equity incentive plan			

Mezzanine Equity and Stockholders' Equity (Deficit)		
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	4,472,592	
Common stock reserved for future issuance	4,472,592	
2024 Key employee equity incentive plan		
Mezzanine Equity and Stockholders' Equity (Deficit)		
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	3,354,444	
Common stock reserved for future issuance	3,354,444	
2024 Employee Stock Purchase Plan		
Mezzanine Equity and Stockholders' Equity (Deficit)		
Stock options issued and outstanding under the 2012 and 2022 Plan	7,587	0
Common Stock reserved for future issuance under the 2024 Equity Incentive Plan	441,293	
Common stock reserved for future issuance	441,293	

XML 340 R310.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation (Details)	Jul. 26, 2024 shares	1 Months Ended Apr. 30, 2022 item shares	Jan. 31, 2011 shares	7 Months Ended Jul. 30, 2024 shares	9 Months Ended Sep. 30, 2024 shares
Stock-Based Compensation					
Share issued during period, warrants exercised					34,680
2012 Plan					
Stock-Based Compensation					
Maximum number of shares that can be granted			1,255,000		
Maximum term			10 years		
2022 Plan					
Stock-Based Compensation					
Maximum number of shares that can be granted		203,855			
Number of non employees whose performance obligation were deemed to be immaterial | item		2			
Expected dividend yield		0.00%			
Class of warrant or right, exchanged in shares				45,544	
2022 Plan | Stock options					
Stock-Based Compensation					
Maximum term		10 years			
Vesting period		4 years			
2024 Equity incentive plan					
Stock-Based Compensation					
Maximum number of shares that can be granted	4,472,593				
Percentage increase to the number of shares authorized	5.00%				
2024 Key employee equity incentive plan					
Stock-Based Compensation					
Maximum number of shares that can be granted	3,354,444				
2024 Employee Stock Purchase Plan					
Stock-Based Compensation					
Maximum number of shares that can be granted	441,293				
Percentage increase to the number of shares authorized	1.00%				
Number of replacement stock options granted to Legacy Adagio's option holders by the Company	0				
Share issued during period, warrants exercised				7,587	

XML 341 R311.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Stock Option Activity (Details) - USD ($) $ / shares in Units, $ in Thousands	2 Months Ended Sep. 30, 2024	7 Months Ended Jul. 30, 2024	12 Months Ended Dec. 31, 2023
2022 Plan			
Number of shares			
Beginning balance (shares)		747,001	
Forfeited (shares)		(6,592)	
Options forfeited in connection with the Business Combination (shares)		0	
Ending balance (shares)		740,409	747,001
Vested and expected to vest (shares)		0	
Vested and exercisable (shares)		0	
Weighted Average Exercise Price			
Beginning balance (in dollars per share)		$ 6.17	
Forfeited (in dollars per share)		4.82	
Options forfeited in connection with the Business Combination (in dollars per share)		0	
Ending balance (in dollars per share)		6.18	$ 6.17
Vested and expected to vest (in dollars per share)		0	
Vested and exercisable (in dollars per share)		$ 0	
Weighted Average Remaining Contractual Life (in years)			
Weighted Average Remaining Contractual Life (in years)			7 years 5 months 12 days
Aggregate Intrinsic Value [Abstract]			
Beginning balance		$ 72	
Ending balance			$ 72
Stock option exercises (in shares)		0	
Fair value of awards vested		$ 300	
Unrecognized compensation cost		$ 400	
2024 Employee Stock Purchase Plan			
Number of shares			
Beginning balance (shares)	0		
Options forfeited in connection with the Business Combination (shares)	(7,587)		
Ending balance (shares)	7,587		
Vested and expected to vest (shares)	7,587		
Vested and exercisable (shares)	7,587		
Weighted Average Exercise Price			
Beginning balance (in dollars per share)	$ 0		
Options forfeited in connection with the Business Combination (in dollars per share)	8.97		
Ending balance (in dollars per share)	8.97		
Vested and expected to vest (in dollars per share)	8.97		
Vested and exercisable (in dollars per share)	$ 8.97		
Aggregate Intrinsic Value [Abstract]			
Beginning balance	$ 0		
Options issued as part of the Business Combination	68		
Ending balance	68		
Vested and expected to vest	68		
Vested and exercisable	$ 68		

XML 342 R312.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Stock	1 Months Ended	7 Months Ended

Based Compensation Expense (Details) - USD ($) $ in Thousands	Jul. 30, 2024	Jul. 30, 2023	Jul. 30, 2024	Jul. 30, 2023
Stock-Based Compensation				
Total stock-based compensation	$ 421	$ 126	$ 642	$ 329
Selling, general and administrative				
Stock-Based Compensation				
Total stock-based compensation	335	66	527	241
Research and development				
Stock-Based Compensation				
Total stock-based compensation	$ 86	$ 60	$ 115	$ 88

XML 343 R313.htm IDEA: XBRL DOCUMENT

Earnings Per Share (EPS) - Basic and diluted net loss per share (Details) - USD ($) $ / shares in Units, $ in Thousands	1 Months Ended		2 Months Ended		3 Months Ended			6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended		
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022	Jul. 31, 2024
Net loss attributable to common stockholders				$ 3,606							$ (27,969)			
Net loss attributable to common stockholders	$ (8,235)	$ (10,761)		$ 351						$ (21,278)	$ (27,969)			
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares)				14,057,636							759,489			
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares)	987,810	760,572		16,057,636				779,908	758,942	815,854	759,489			
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ (8.34)		$ 0.18			$ (14.15)				$ (26.08)	$ (36.83)			
Net loss per share attributable to common stockholders - diluted (in dollars per share)	$ (8.34)	$ (14.15)	0.02	$ 0.02		$ (14.15)		$ (16.72)	$ (22.67)	$ (26.08)	(36.83)			
Common Stock [Member]														
Net loss attributable to common stockholders				$ 2,522										
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares)				14,057,636										
Net loss per share attributable to common stockholders - basic (in dollars per share)				$ 0.18										
Convertible preferred stock														
Net loss attributable to common stockholders				$ 878										
Issuable shares				4,896,978										
Net loss per share attributable to common stockholders - basic (in dollars per share)				$ 0.18										
Earn Out Shares [Member]														
Net loss attributable to common stockholders				$ 206										
Issuable shares				1,147,500										
Net loss per share attributable to common stockholders - basic (in dollars per share)				$ 0.18										
PIPE Pre-funded Warrants [Member]														
Exercise price			$ 0.01	$ 0.01										$ 0.01
Adagio Medical Inc														
Net loss attributable to common stockholders	$ (8,235)	$ (10,761)						$ (13,043)	$ (17,208)	$ (21,278)		$ (36,590)	$ (23,673)	
Net loss attributable to common stockholders								$ (13,043)	$ (17,208)			$ (36,590)	$ (23,673)	
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares)	987,810	760,572						779,908	758,942	815,854		759,814	751,568	
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares)								779,908	758,942			759,814	751,568	
Net loss per share attributable to common stockholders - basic (in dollars per share)	$ (8.34)	$ (14.15)			$ (9.37)		$ (11.82)	$ (16.72)	$ (22.67)	$ (26.08)	(36.83)	$ (48.16)	$ (31.5)	
Net loss per share attributable to common stockholders - diluted (in dollars per share)					$ (9.37)		$ (11.82)	$ (16.72)	$ (22.67)		$ (36.83)	(48.16)	$ (31.5)	
Exercise price												$ 7.97		

XML 344 R314.htm IDEA: XBRL DOCUMENT

Earnings Per Share (EPS) - Diluted EPS (Details) - USD ($) $ / shares in Units, $ in Thousands	1 Months Ended		2 Months Ended		3 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended
	Jul. 30, 2024	Jul. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023
Numerator:									
Net Income (Loss) Available to Common Stockholders, Basic			$ 3,606						$ (27,969)
Less; Adjustment for fair value changes to convertible securities notes			(3,255)						
Net income attributable to common stockholders - Diluted	$ (8,235)	$ (10,761)	$ 351					$ (21,278)	$ (27,969)
Denominator:									
Weighted Average Number of Shares Outstanding, Basic			14,057,636						759,489
Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)			2,000,000						
Weighted-average shares outstanding - Diluted	987,810	760,572	16,057,636			779,908	758,942	815,854	759,489
Net loss per share attributable to common stockholders - diluted (in dollars per share)	$ (8.34)	$ (14.15)	$ 0.02	$ 0.02	$ (14.15)	$ (16.72)	$ (22.67)	$ (26.08)	$ (36.83)

XML 345 R315.htm IDEA: XBRL DOCUMENT

Earnings Per Share (EPS) - Potentially dilutive securities were excluded from the computation of diluted net loss per share calculations (Details) - shares	2 Months Ended	6 Months Ended		7 Months Ended	9 Months Ended	12 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Jun. 30, 2023	Jul. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Net Loss Per Common Share							
Total	10,183,814						
Adagio Medical Inc							
Net Loss Per Common Share							
Total		5,523,533	5,701,972	5,472,453	5,744,585	5,736,027	5,559,473
Base Warrants							
Net Loss Per Common Share							
Total	7,528,727						
Convert Warrants [Member]							
Net Loss Per Common Share							
Total	1,500,000						
Earn Out Shares [Member]							
Net Loss Per Common Share							

Total	1,147,500							
Convertible preferred stock | Adagio Medical Inc								
Net Loss Per Common Share								
Total		4,732,044	4,939,946	4,732,044	4,939,946	4,939,946	4,939,946	
Stock options								
Net Loss Per Common Share								
Total	7,587							
Stock options | Adagio Medical Inc								
Net Loss Per Common Share								
Total		742,409	712,946	740,409	755,559	747,001	619,527	
Common stock warrants | Adagio Medical Inc								
Net Loss Per Common Share								
Total		49,080	49,080		49,080	49,080		

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Income Taxes (Details)	Jul. 31, 2024	1 Months Ended Jul. 30, 2024	2 Months Ended Sep. 30, 2024	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2023
Income Taxes					
Effective tax rate for the company's operations	0.00%	0.00%	0.00%	0.00%	0.00%

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Related Party Transactions (Details)	Feb. 13, 2024 USD ($) shares	Jul. 31, 2023 shares	1 Months Ended Jul. 30, 2024 USD ($)	2 Months Ended Sep. 30, 2024 USD ($)	3 Months Ended Sep. 30, 2023 USD ($)	7 Months Ended Jul. 30, 2024 USD ($)	9 Months Ended Sep. 30, 2024 USD ($) item	Sep. 30, 2023 USD ($)	Jul. 31, 2024 USD ($)	Dec. 31, 2023 USD ($)	Oct. 27, 2022 USD ($)	Jul. 27, 2022 USD ($)
Related Party Transactions												
Conversion of ARYA convertible promissory Notes (in shares) | shares		355,100										
October 2022 Convertible Notes												
Related Party Transactions												
Principal amount										$ 9,500,000	$ 9,500,000	$ 9,500,000
Convertible Securities Notes												
Related Party Transactions												
Principal amount	$ 20,000,000			$ 7,000,000			$ 7,000,000		$ 20,000,000			
Amount of convertible notes issued	$ 7,000,000											
Related Party | Fjord | Shared Services Agreement												
Related Party Transactions												
Amount of transaction			$ 100,000	$ 200,000	$ 400,000	$ 900,000		$ 1,000,000				
Related Party | Fjord | Sub-lease of office and manufacturing space												
Related Party Transactions												
Amount of transaction					$ 25,500	$ 25,500		$ 76,400				
Office and manufacturing space | item							4,992					
Related Party | Fjordinvest | October 2022 Convertible Notes												
Related Party Transactions												
Principal amount											$ 500,000	
PIPE Investor												
Related Party Transactions												
Conversion of ARYA convertible promissory Notes (in shares) | shares	4,372,607											
Warrants issued upon conversion of debt | shares	3,540,000											
Issuance of common stock | shares	2,250,352											
Number of warrants issued | shares	1,905,069											
Additional cash investment	$ 15,900,000								$ 15,900,000			

XML 348 R318.htm IDEA: XBRL DOCUMENT

BALANCE SHEET	Dec. 31, 2023 USD ($)
Assets	
Total Assets	$ 6,825,000
Liabilties	
Total liabilities	47,379,000
Stockholders' deficit	
Common Stock, Value, Issued	1,000
Accumulated deficit	(133,649,000)
Total stockholders' equity (deficit)	(132,023,000)
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	6,825,000
Previously Reported	
Assets	
Total Assets	
Liabilties	
Accrued expenses	5,000
Total liabilities	5,000
Stockholders' deficit	
Common Stock, Value, Issued	0
Accumulated deficit	(5,000)
Total stockholders' equity (deficit)	(5,000)
Total liabilities, convertible preferred stock, and stockholders' equity (deficit)	$ 0

XML 349 R319.htm IDEA: XBRL DOCUMENT

BALANCE SHEET (Parenthetical) - $ / shares	Sep. 30, 2024	Jul. 31, 2024	Jul. 30, 2024	Dec. 31, 2023
Common stock par value	$ 0.0001		$ 0.001	$ 0.001
Ordinary shares, shares authorized (in shares)	210,000,000		6,594,946	6,594,946
Ordinary shares, shares issued (in shares)	14,535,136			786,510
Common stock, shares outstanding	14,535,136	13,387,636		779,908
Previously Reported				
Common stock par value				$ 0.0001
Ordinary shares, shares authorized (in shares)				1,000
Ordinary shares, shares issued (in shares)				1
Common stock, shares outstanding				1

XML 350 R320.htm IDEA: XBRL DOCUMENT

STATEMENT OF	Dec. 31, 2023 USD ($)

OPERATIONS	$ / shares shares
Previously Reported	
General and administrative expenses	$ 5,000
Loss from operations	(5,000)
Net income (loss)	$ (5,000)
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - basic (in shares) | shares	1
Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders - diluted (in shares) | shares	1
Net loss per share attributable to common stockholders - basic (in dollars per share) | $ / shares	$ (5,000)
Net loss per share attributable to common stockholders - diluted (in dollars per share) | $ / shares	$ (5,000)

XML 351 R321.htm IDEA: XBRL DOCUMENT

STATEMENT OF CHANGES IN STOCKHOLDER'S DEFICIT - USD ($)	Common Stock Previously Reported	Common Stock	Additional Paid-In Capital Previously Reported	Additional Paid-In Capital	Accumulated Deficit Previously Reported	Accumulated Deficit	Previously Reported	Total
Ending Balance at Dec. 31, 2022		$ 1,000		$ 1,153,000		$ (97,059,000)		$ (95,877,000)
Ending Balance (in shares) at Dec. 31, 2022		756,160						
Beginning Balance at Dec. 31, 2022		$ 1,000		1,153,000		(97,059,000)		(95,877,000)
Beginning Balance (in shares) at Dec. 31, 2022		756,160						
Ending Balance at Jun. 30, 2023		$ 1,000		1,367,000		(114,267,000)		(112,876,000)
Ending Balance (in shares) at Jun. 30, 2023		760,918						
Beginning Balance at Dec. 31, 2022		$ 1,000		1,153,000		(97,059,000)		(95,877,000)
Beginning Balance (in shares) at Dec. 31, 2022		756,160						
Net income (loss)								(27,969,000)
Ending Balance at Sep. 30, 2023		$ 1,000		1,493,000		(125,028,000)		(123,507,000)
Ending Balance (in shares) at Sep. 30, 2023		760,572						
Beginning Balance at Dec. 31, 2022		$ 1,000		1,153,000		(97,059,000)		(95,877,000)
Beginning Balance (in shares) at Dec. 31, 2022		756,160						
Ending Balance at Dec. 31, 2023	$ 0	$ 1,000	$ 0	1,608,000	$ (5,000)	(133,649,000)	$ (5,000)	$ (132,023,000)
Ending Balance (in shares) at Dec. 31, 2023	1	779,908					1	786,510
Ending Balance at Jun. 30, 2023		$ 1,000		1,367,000		(114,267,000)		$ (112,876,000)
Ending Balance (in shares) at Jun. 30, 2023		760,918						
Net income (loss)						(10,761,000)		(10,761,000)
Ending Balance at Sep. 30, 2023		$ 1,000		1,493,000		(125,028,000)		(123,507,000)
Ending Balance (in shares) at Sep. 30, 2023		760,572						
Beginning Balance at Dec. 18, 2023	$ 0		0					
Issuance of one share of Common Stock	$ 0		0					
Shares issued during period (in shares)	1						1	
Net income (loss)	$ 0		0		(5,000)		$ (5,000)	
Ending Balance at Dec. 31, 2023	$ 0	$ 1,000	0	1,608,000	(5,000)	(133,649,000)	$ (5,000)	$ (132,023,000)
Ending Balance (in shares) at Dec. 31, 2023	1	779,908					1	786,510
Beginning Balance at Dec. 31, 2023	$ 0	$ 1,000	0	1,608,000	(5,000)	(133,649,000)	$ (5,000)	$ (132,023,000)
Beginning Balance (in shares) at Dec. 31, 2023	1	779,908					1	786,510
Ending Balance at Jun. 30, 2024		$ 1,000		6,163,000		(146,692,000)		$ (140,506,000)
Ending Balance (in shares) at Jun. 30, 2024		780,180						
Beginning Balance at Dec. 31, 2023	$ 0	$ 1,000	0	1,608,000	(5,000)	(133,649,000)	$ (5,000)	$ (132,023,000)
Beginning Balance (in shares) at Dec. 31, 2023	1	779,908					1	786,510
Net income (loss)								$ (21,278,000)
Ending Balance at Jul. 30, 2024		$ 1,000		6,591,000		(154,927,000)		(148,315,000)
Ending Balance (in shares) at Jul. 30, 2024		780,213						
Beginning Balance at Dec. 31, 2023	$ 0	$ 1,000	$ 0	1,608,000	$ (5,000)	(133,649,000)	$ (5,000)	$ (132,023,000)
Beginning Balance (in shares) at Dec. 31, 2023	1	779,908					1	786,510
Ending Balance at Sep. 30, 2024		$ 1,000		89,786,000		(13,217,000)		$ 76,561,000
Ending Balance (in shares) at Sep. 30, 2024		14,535,136						14,535,136
Ending Balance at Jun. 30, 2024		$ 1,000		6,163,000		(146,692,000)		$ (140,506,000)
Ending Balance (in shares) at Jun. 30, 2024		780,180						
Net income (loss)						(8,235,000)		(8,235,000)
Ending Balance at Jul. 30, 2024		$ 1,000		6,591,000		(154,927,000)		$ (148,315,000)
Ending Balance (in shares) at Jul. 30, 2024		780,213						
Issuance of one share of Common Stock				23,433,000				
Shares issued during period (in shares)								3,287,018
Ending Balance at Jul. 31, 2024		$ 1,000		89,786,000		(16,823,000)		$ 72,964,000
Ending Balance (in shares) at Jul. 31, 2024		13,387,636						
Beginning Balance at Jul. 30, 2024		$ 1,000		6,591,000		(154,927,000)		(148,315,000)
Beginning Balance (in shares) at Jul. 30, 2024		780,213						
Net income (loss)								3,600,000
Ending Balance at Sep. 30, 2024		$ 1,000		89,786,000		(13,217,000)		$ 76,561,000
Ending Balance (in shares) at Sep. 30, 2024		14,535,136						14,535,136
Beginning Balance at Jul. 31, 2024		$ 1,000		89,786,000		(16,823,000)		$ 72,964,000

Beginning Balance (in shares) at Jul. 31, 2024	13,387,636			
Net income (loss)			3,606,000	3,606,000
Ending Balance at Sep. 30, 2024	$ 1,000	$ 89,786,000	$ (13,217,000)	$ 76,561,000
Ending Balance (in shares) at Sep. 30, 2024	14,535,136			14,535,136

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STATEMENT OF CHANGES IN STOCKHOLDER'S DEFICIT (Parenthetical) - shares	Jul. 31, 2024	Dec. 31, 2023
Shares issued during period (in shares)	3,287,018	
Previously Reported		
Shares issued during period (in shares)		1

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STATEMENT OF CASH FLOWS - USD ($)		7 Months Ended	12 Months Ended
	Dec. 31, 2023	Jul. 30, 2024	Dec. 31, 2023
Cash flows from operating activities			
Net income (loss)		$ (21,278,000)	
Adjustments to reconcile net loss to net cash used in operating activities:			
Accrued liabilities		511,000	
Net cash used in operating activities		(15,990,000)	
Net change in cash and cash equivalents		(701,000)	
Cash and cash equivalents, at beginning of period		1,383,000	$ 5,547,000
Cash and cash equivalents, at end of period	$ 1,383,000	35,154,000	1,383,000
Previously Reported			
Cash flows from operating activities			
Net income (loss)	(5,000)		
Adjustments to reconcile net loss to net cash used in operating activities:			
Accrued liabilities	5,000		
Net change in cash and cash equivalents	0		
Cash and cash equivalents, at beginning of period	0	$ 0	
Cash and cash equivalents, at end of period	$ 0		$ 0

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Description of Organization and Business Operations	Dec. 31, 2023
Previously Reported	
Description of Organization and Business Operations	

Note 1 — Description of Organization and Business Operations

Aja HoldCo, Inc. (the "Company") is a Delaware corporation, formed by Arya Sciences Acquisition Corp IV (the "Parent") on December 19, 2023 (inception). The Company has adopted a fiscal year-end of December 31.

The Company was formed to be the surviving company in connection with a contemplated business combination between the Parent and Adagio (as defined below) (see Note 3). The Company has no prior operating activities.

Going Concern

The Parent has until July 2, 2024 to complete its initial business combination (or up to March 2, 2025 if all additional monthly extensions are exercised by ARYA Sciences Holdings IV (the "Sponsor") and subsequently approved by the board of directors of the Parent pursuant to Parent's amended and restated memorandum and articles of association, as amended). If the Parent is unable to complete the initial business combination by July 2, 2024 (or up to March 2, 2025 if all additional monthly extensions are exercised by the Sponsor and subsequently approved by the board of directors of the Parent), the Parent must cease all operations and dissolve and liquidate under Cayman Islands law.

The financial statements have been prepared assuming that the Company will continue as a going concern. If the Parent is unable to raise additional funds to alleviate liquidity needs as well as complete a business combination by July 2, 2024 (or up to March 2, 2025 if all additional monthly extensions are exercised by the Sponsor and subsequently approved by the board of directors of the Parent), then the Company will cease all operations except for the purpose of liquidating. The liquidity condition and date for mandatory liquidation and subsequent dissolution raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

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Summary of Significant Accounting Policies	Dec. 31, 2023
Previously Reported	
Summary of Significant Accounting Policies	

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

The financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Income Taxes

The Company complies with the accounting and reporting requirements of ASC 740, "Income Taxes," ("ASC 740") which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and immaterial amounts were accrued for the payment of penalties for the period from December 19, 2023 to December 31, 2023. The Company is currently not aware of any issues under review that could result in significant payments, accruals, or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

Net Loss Per Common Stock

Net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding for the period. At December 31, 2023 the Company did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into common stock and then shares in the earnings of the Company. As a result, diluted loss per common stock is the same as basic loss per common stock for the period presented.

Recent Accounting Standards

The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's financial statements.

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Stockholder's Deficit **Dec. 31, 2023**

Previously Reported
Stockholder's Deficit

Note 3 — Stockholder's Deficit

Common Stock - The Company is authorized to issue 1,000 shares of common stock, par value of $0.0001 per share (the "Common Stock"). As of December 31, 2023, there was 1 share of Common Stock issued and outstanding.

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Subsequent Events **Dec. 31, 2023**

Subsequent Events

9 Months Ended Sep. 30, 2024

Note 18 - Subsequent Events

The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date through the date that the financial statements were issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements.

Previously Reported
Subsequent Events

Note 4 — Subsequent Events

The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to June 25, 2024, the financial statements were available to be issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed.

Business Combination Agreement

On February 13, 2024, the Parent, the Company, Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing" and the date on which the Closing occurs, the "Closing Date") is subject to certain customary conditions and risks. "New Adagio" refers to the Company after giving effect to the Business Combination.

The Business Combination Agreement provides, among other things, for the consummation of the following transactions:

1. ARYA Merger Sub will merge with and into the Parent (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Parent and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Parent and Adagio becoming a wholly owned subsidiary of the Company, on the terms and subject to the conditions in the Business Combination Agreement;

2. (i) each issued and outstanding Class A ordinary share, par value $0.0001 per share, of the Parent (the "Class A ordinary shares") will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of New Adagio (the "New Adagio Common Stock") and (ii) each issued and outstanding Class B ordinary share, par value $0.0001 per share, of the Parent (the "Class B ordinary shares") will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting");

3. (i) each warrant of Adagio (other than the pre-funded warrant to purchase shares of Series E Preferred Stock of Adagio that is issued and outstanding immediately prior to the consummation of the Adagio Merger (the "Pre-Funded Warrants for Series E Preferred Shares")) will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the Bridge Financing Notes (as defined below) and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each Pre-Funded Warrant for Series E Preferred Shares that is issued and outstanding immediately prior to the consummation of the Adagio Merger shall be automatically canceled and extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement (vi) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be cancelled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.

On June 24, 2024, the Company and the Parent entered into the June Subscription Agreements with the June PIPE Investors (as defined below). Additionally, on June 24, 2024, the Company and the Parent entered into an amendment to the Subscription Agreement (as defined below) with the Perceptive PIPE Investor (as defined below), pursuant to which the May 2024 Notes (as defined below), any Additional Convertible Notes (as defined below) that the Perceptive PIPE Investor may elect to subject to its Subscription Agreement and any interest that has been accruing and will remain unpaid thereon prior to Closing will be contributed to the Company at Closing. For additional information, please see "*—PIPE Financing (Private Placement)*" below.

On June 25, 2024, the Parent and Adagio entered into the Consent and Amendment No. 1 to the Business Combination Agreement (the "BCA Amendment"). The BCA Amendment relates to an adjustment of the pre-Closing ownership of one of the stockholders of Adagio, a change to the post-Closing name of the Company and changes to the terms of the post-Closing Key Employee Incentive Plan and HoldCo Incentive Equity Plan of the Company.

PIPE Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, the Company and the Parent entered into Subscription Agreements (as may be amended, supplemented or otherwise modified from time to time, the "Initial Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Initial Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "Initial PIPE Investors"). In June 2024, ListCo and ARYA entered into additional Subscription Agreements (as may be amended, supplemented or otherwise modified from time to time, the "June Subscription Agreements" and, together with the Initial Subscription Agreements, the "Subscription Agreements") with certain additional investors (the "June PIPE Investors" and, together with the Initial Other PIPE Investors, the "Other PIPE Investors," and the Other PIPE Investors, together with the Perceptive PIPE Investor, the "PIPE Investors"). Pursuant to the Subscription Agreements, the PIPE Investors have committed financing valued at approximately $53,000,000 (the "PIPE Financing"). The PIPE Financing is comprised of: (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market for $2,500,000 and not to redeem such shares prior to the Closing Date (valued as of June 18, 2024 at approximately $2,529,830 based on an approximate redemption value of $11.47 per Class A ordinary share on June 18, 2024), which will result in the issuance of approximately 355,459 shares of New Adagio Common Stock and approximately 299,904 warrants exercisable for shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Base Warrants") (including the Class A ordinary shares purchased by such Other PIPE Investors and that such Other PIPE Investors agreed not to redeem and that will convert into shares of New Adagio Common Stock at Closing in connection with the Business Combination); (ii) commitments by certain investors that are shareholders of ARYA not to redeem approximately 247,700 Class A ordinary shares (valued as of June 18, 2024 at approximately $2,842,454 based on an approximate redemption value of $11.47 per Class A ordinary share on June 18, 2024), which will result in the issuance of approximately 403,114 shares of New Adagio Common Stock and approximately 341,098 Base Warrants (including the Class A ordinary shares that such Other PIPE Investors agreed not to redeem and that will convert into shares of New Adagio Common Stock at Closing in connection with the Business Combination); (iii) agreements to subscribe for and purchase at Closing approximately 1,706,666 shares of New Adagio Common Stock and approximately 1,440,000 Base Warrants for an aggregate purchase price of approximately $12,000,000; (iv) the contribution of (a) the $15,000,000 convertible promissory notes of Adagio, which the Perceptive PIPE Investor purchased from Adagio pursuant to that certain Note Purchase Agreement, dated as of April 4, 2023 (the "April 2023 Notes"), (b) the $8,000,000 convertible promissory notes of Adagio, which the Perceptive PIPE Investor purchased from Adagio pursuant to that certain Note Purchase Agreement, dated as of November 28, 2023 (the "November 2023 Notes"), (c) the $3,000,000 convertible promissory notes of Adagio, which the Perceptive PIPE Investor purchased from Adagio pursuant to that certain Note Purchase Agreement, dated as of May 21, 2024 (the "May 2024 Notes"), (d) any additional convertible promissory notes that Adagio may issue to the Perceptive PIPE Investor prior to the Closing Date to fund ongoing working capital requirements of Adagio prior to the Closing Date and that the Perceptive PIPE Investor may elect prior to the Closing Date to subject to its Subscription Agreement (such additional convertible promissory notes of Adagio, the "Additional Convertible Notes," and, together with the April 2023 Notes, the November 2023 Notes and the May 2024 Notes, the "Bridge Financing Notes") to the Company and any interest that has been accruing and will remain unpaid thereon prior to Closing pursuant to the terms of the Subscription Agreement executed by the Perceptive PIPE Investor; and (v) an additional cash investment

by the Perceptive PIPE Investor of approximately $8,070,575 (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing (as defined below) being raised prior to Closing). In respect of its Subscription Agreement described in (iv) and (v) in the foregoing, the Perceptive PIPE Investor will be issued approximately 5,012,817 shares of New Adagio Common Stock and approximately 4,088,470 Base Warrants. As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock and PIPE Warrants. Further, under the Subscription Agreement executed by the Perceptive PIPE Investor, as amended, the Perceptive PIPE Investor may subject Additional Convertible Notes to its Subscription Agreement, which will result in the issuance of additional shares of New Adagio Common Stock and PIPE Warrants at the same issuance rate at which shares of New Adagio Common Stock and PIPE Warrants will be issued to the Perceptive PIPE Investor based on the contribution of the existing $26,000,000 of Bridge Financing Notes to ListCo (including any interest that has been accruing and will remain unpaid thereon prior to Closing), as described in the foregoing. Such New Adagio Common Stock and PIPE Warrant issuance rate for Additional Convertible Notes that the Perceptive PIPE Investor may subject to its Subscription Agreement is equal to approximately 0.12 shares of New Adagio Common Stock and 0.12 PIPE Warrants per U.S. Dollar loaned by the Perceptive PIPE Investor to Adagio under an Additional Convertible Note. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination.

Convertible Security Financing (Private Placement)

In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with the Company (such agreement and any assignment agreement thereunder in connection with any Additional Financing, the "Convertible Security Subscription Agreement"), pursuant to which the Company issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), which will be exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"), and will expire on the seventh anniversary of the Closing. Such $20,000,000 investment in New Adagio Convertible Notes includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes and Convert Warrants at Closing, subject in each case to Additional Financing being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of 3 years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. As described above, in connection with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and the Company (the "2024 Bridge Financing Notes Subscription Agreement").

On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes will convert into $7,000,000 of New Adagio Convertible Notes and 525,000 Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing Notes held by the Perceptive PIPE Investor into New Adagio Convertible Notes and Convert Warrants and the purchase of New Adagio Convertible Notes and Convert Warrants by the other Convert Investors in the Base Convert Financing, the "Convertible Security Financing"). Subject to the Parent and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that, on the Closing Date, the 2024 Bridge Financing Note is repaid with the funds raised in connection with such Additional Financing instead of such 2024 Bridge Financing Note converting into New Adagio Convertible Notes and Convert Warrants. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. The Company will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible security Subscription Agreement, the closing of $7,500,000 of financing by a Convert Investor is conditioned on New Adagio having a certain amount of available cash on the Closing Date.

Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Company, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which the Company and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guarantee the Company's obligation to repay the New Adagio Convertible Notes and all other obligations of the Company under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of the Company formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors.

Convert Registration Rights Agreement

The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of the Company issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, the Company and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which the Company will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later than 45 days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, the Company will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If the Company fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, the Company will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with "piggy-back" registration rights, subject to certain requirements and customary conditions.

Investor Rights Agreement

Concurrently with the execution of the Business Combination Agreement, the Company, the Parent, the Perceptive PIPE Investor, the Sponsor and the other shareholders of Class B ordinary shares (the "Other Class B Shareholders") and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Parent and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date.

Pursuant to the terms of the Investor Rights Agreement, the Company will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45 days after the Closing, and the Company is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that the Company file a registration statement on Form S-3 (or on Form S-1 if Form S-3 is not available) to register the securities of the Company held by such holders. The Investor Rights Agreement will also provide holders party thereto with "piggy-back" registration rights, subject to certain requirements and customary conditions.

The Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Parent, the Sponsor and the other parties thereto will be terminated in connection with the consummation of the Business Combination and replaced by the Investor Rights Agreement.

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Summary of Significant Accounting Policies (Policies)	Dec. 31, 2023	9 Months Ended Sep. 30, 2024
Basis of Presentation		***Basis of Presentation***
		The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024. As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable.
Use of Estimates		***Use of Estimates and Assumptions*** The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Financial Instruments

Fair Value Option for Convertible Notes

As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated.

The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss).

As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to *Note 4- Fair Value Measurements* for further detail.

Income Taxes

Income Taxes

Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances.

ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively.

To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to *Note 16- Income Taxes* for additional details.

Previously Reported Basis of Presentation

Basis of Presentation

The financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").

Emerging Growth Company

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Financial Instruments

Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets.

Income Taxes

Income Taxes

The Company complies with the accounting and reporting requirements of ASC 740, "Income Taxes," ("ASC 740") which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and immaterial amounts were accrued for the payment of penalties for the period from December 19, 2023 to December 31, 2023. The Company is currently not aware of any issues under review that could result in significant payments, accruals, or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

Net (Loss) Income per Ordinary Share

Net Loss Per Common Stock

Net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding for the period. At December 31, 2023 the Company did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into common stock and then shares in the earnings of the Company. As a result, diluted loss per common stock is the same as basic loss per common stock for the period presented.

Recent Accounting Standards	***Recent Accounting Standards*** The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's financial statements.

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Summary of Significant Accounting Policies - Income Taxes (Details) - Previously Reported	**Dec. 31, 2023 USD ($)**
Unrecognized tax benefits	$ 0
Amount accrued for payment of interest	$ 0

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Stockholder's Deficit (Details) - $ / shares	**Sep. 30, 2024**	**Jul. 31, 2024**	**Jul. 30, 2024**	**Dec. 31, 2023**
Ordinary shares, shares authorized (in shares)	210,000,000		6,594,946	6,594,946
Common stock par value	$ 0.0001		$ 0.001	$ 0.001
Ordinary shares, shares issued (in shares)	14,535,136			786,510
Common stock, shares outstanding	14,535,136	13,387,636		779,908
Previously Reported				
Ordinary shares, shares authorized (in shares)				1,000
Common stock par value				$ 0.0001
Ordinary shares, shares issued (in shares)				1
Common stock, shares outstanding				1

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Subsequent Events - Business Combination Agreement (Details) - USD ($)	**Feb. 13, 2024**	**Sep. 30, 2024**	**Jul. 31, 2024**	**Jul. 30, 2024**	**Dec. 31, 2023**
Commitments and Contingencies					
Common stock par value		$ 0.0001		$ 0.001	$ 0.001
Preferred stock, par value		$ 0.0001	$ 0.001		
Previously Reported					
Commitments and Contingencies					
Common stock par value					$ 0.0001
Class A ordinary shares					
Commitments and Contingencies					
Common stock par value			0.0001		
Class B ordinary shares					
Commitments and Contingencies					
Common stock par value			$ 0.0001		
Subsequent events | Previously Reported					
Commitments and Contingencies					
Preferred stock, par value	$ 0.001				
Consideration for automatically canceled and extinguished equity awards	$ 0				
Subsequent events | Adagio | Previously Reported					
Commitments and Contingencies					
Common stock par value	$ 0.01				
Subsequent events | Parent | Class A ordinary shares | Previously Reported					
Commitments and Contingencies					
Common stock par value	0.0001				
Subsequent events | Parent | Class B ordinary shares | Previously Reported					
Commitments and Contingencies					
Common stock par value	$ 0.0001				
Number of shares will be forfeited by sponsor	1,000,000				
Proposed Adagio Business Combination | Subsequent events | Previously Reported					
Commitments and Contingencies					
Common stock par value	$ 0.0001				
Number of shares in exchange for each share in conversion	1				
Number of shares issuable to sponsor	1,147,500				
Stock trigger price	$ 24				
Threshold trading days	20 days				
Threshold consecutive trading days	30 days				

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Subsequent Events - PIPE Financing (Details) - Previously Reported - USD ($)	**Jun. 18, 2024**	**Jun. 30, 2024**	**May 21, 2024**	**Nov. 28, 2023**	**Apr. 04, 2023**
New Adagio | Subsequent events					
Commitments and Contingencies					
Number of shares issuable in exchange for investment		1,706,666			
Number of base warrants issuable in exchange for investment		1,440,000			
Number of shares for each dollar loaned		0.12			
Number of warrants for each dollar loaned		0.12			
PIPE Investors | Subsequent events					
Commitments and Contingencies					
Financing amount		$ 12,000,000			
Additional cash investment by investor		8,070,575			
Maximum amount of reduction in additional cash investment by investor		1,070,575			
Certain investors | New Adagio | Subsequent events					
Commitments and Contingencies					
Commitment to purchase value of shares		$ 2,500,000			
Fair value of committed shares based on redemption price	$ 2,529,830				
Redemption price per share	$ 11.47				
Number of shares issuable based on redemption value		355,459			
Number of warrants exercisable		299,904			
Share price (in dollars per share)		$ 10			
Perceptive PIPE Investor | Subsequent events					
Commitments and Contingencies					
Financing amount		$ 53,000,000			
Perceptive PIPE Investor | New Adagio | Subsequent events					
Commitments and Contingencies					
Number of shares issuable in exchange for investment		5,012,817			
Number of base warrants issuable in exchange for investment		4,088,470			
ARYA | Certain investors | New Adagio | Subsequent events					
Commitments and Contingencies					
Number of shares issuable based on redemption value		403,114			

Number of base warrants issuable based on redemption value		341,098			
ARYA | Class A ordinary shares | Subsequent events					
Commitments and Contingencies					
Number of shares agreed not to redeem		247,700			
ARYA | Class A ordinary shares | Certain investors | Subsequent events					
Commitments and Contingencies					
Fair value of committed shares based on redemption price	$ 2,842,454				
Redemption price per share	$ 11.47				
Adagio | Perceptive PIPE Investor | Bridge Financing Notes | Subsequent events					
Commitments and Contingencies					
Value of convertible notes purchased		$ 26,000,000			
Adagio | Perceptive PIPE Investor | April 2023 Notes					
Commitments and Contingencies					
Value of convertible notes purchased				$ 15,000,000	
Adagio | Perceptive PIPE Investor | November 2023 Notes					
Commitments and Contingencies					
Value of convertible notes purchased			$ 8,000,000		
Adagio | Perceptive PIPE Investor | May 2024 Notes | Subsequent events					
Commitments and Contingencies					
Value of convertible notes purchased		$ 3,000,000			

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Subsequent Events - Convertible Security Financing (Details) - Previously Reported	**Feb. 13, 2024 USD ($) $ / shares shares**
Commitments and Contingencies	
Cash price per share | shares	24
Subsequent events	
Commitments and Contingencies	
Debt term	3 years 9 months
New Adagio Convertible Notes	
Commitments and Contingencies	
Debt instrument, face amount	$ 20,000,000
New Adagio Convertible Notes | Subsequent events	
Commitments and Contingencies	
Debt instrument, face amount	$ 20,000,000
Interest rate	13.00%
Conversion price (in dollars per share) | $ / shares	$ 10
Conversion of financing commitment contingent upon available cash	$ 7,500,000
Perceptive PIPE Investor | Subsequent events	
Commitments and Contingencies	
Convertible promissory note	$ 7,000,000
Perceptive PIPE Investor | New Adagio Convertible Notes | Subsequent events	
Commitments and Contingencies	
Number of warrants on conversion | shares	525,000
Convertible promissory note	$ 7,000,000
Convertible security financing | Subsequent events	
Commitments and Contingencies	
Number of warrants on conversion | shares	1,500,000

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Subsequent Events - Convert Registration Rights Agreement (Details) - New Adagio Convertible Notes - Subsequent events - Previously Reported	**Feb. 13, 2024**
Commitments and Contingencies	
Threshold period to file registration statement after the closing date	45 days
Threshold period to amend or file a new registration statement from insufficient registration amount	15 days
Percentage of the Original Amount Payable for Delay or Reduction in the Ability to Sell the Underlying Shares	1.00%

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Subsequent Events - Investor Rights Agreement (Details) - Investor Rights Agreement - Subsequent events - Previously Reported	**Feb. 13, 2024 $ / shares**
Commitments and Contingencies	
Number of days considered for lock-up period	365 days
Share price (in dollars per share)	$ 12
Number of trading days considered for closing price	20 days
Threshold trading period considered for closing price	30 days
Minimum number of days after the closing date considered for trading period	150 days
Threshold period to file registration statement after the closing date	45 days

***EXCEL 366 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ("P^+EH'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_]=0U[R;UEA_6\#MI7E!+ P04 M " L/BY:ZJH/=.X K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M2L0P$(=?17)OIVFK2.CFHGA2$%Q0O(5D=C?8_"$9:??M;>MN%]$'\)B97[[Y M!J;34>B0\#F%B(DLYJO1]3X+'3?L0!0%0-8'="J74\)/S5U(3M'T3'N(2G^H M/4)=53?@D)11I& &%G$E,MD9+71"12&=\$:O^/B9^@5F-&"/#CUEX"4')N>) M\3CV'5P ,XPPN? Q=0+,2E^J?V*4#[)0(&W:>_-K,';+:]%>RO:YGUV_>%W$7;!V)W] MQ\9G0=G!K[N07U!+ P04 " L/BY:F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!? F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5.VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L_Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUQ>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^]VE+ZU)CA* M]+', <$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^_VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>? 8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY= <7^/1DN/:IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,.H68XWX=%FAHSU8NL.8T*:T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M "P^+EK_,R(Y (,4(8 >&PO=V]R:W-H965T&UL MC9;?;]HP$,?_%2N3]M22$"B%#I *;3>TMD*EVQZF/;C)D5AU[,QV"OSW.R0'_N]_=[;O,MY(}:I3 $.V&1=ZXJ7&Y%>^KZ,4,JH[,@>!,VNI,FJP MJQ)?YPIH7!IEW ^#8.!GE EO.B['EFHZEH7A3,!2$5UD&56[&7"YF7A=;S_P MQ)+4V %_.LYI BLP/_*EPI[?J,0L Z&9%$3!>N)==Z]FW=*@7/&3P48?M(EU MY47*5]M9Q!,OL$3 (3)6@N+?&\R!MO?J=Z7SZ,P+U3"7 M_!>+33KQAAZ)84T+;I[DYAO4#EU8O4AR7?Z23;6V%WHD*K2166V,!!D3U3_= MUH$X- B.&(2U05AR5QN5E#?*

*4T.E8R0U1=C6JV4;I:FF-<$S84UD9A;,,[58'A$<$0>I#"I1K$8XO_M M?81K",,]X2QT"JX@[Y!><$;"(.P[]'J-Q[U2KW=$KW;RGFG#1*+) [WM<0!8& M,OVGS=U*K=^N9A_-E]/.G]B#XXF#M-ZQ]E_K[Z3SO]4P:G8,WQ/2]\OPO,;UOR M'5KC](%4$ 2V;(Z& Q? 900[ONE\6YHBXS!-WG":M/&Z!HT'R#RJ+O25E_=0D MDH4P59%I1IL:?5U5IO?E58%_H/:2:<)AC:9!YQ*SA:IJ9M4Q,B_KU(LT6/7* M9HK? &:#L IQ?2VGV';M!\^4R_0=02P,$% @ +#XN6MH*XMR<$0 4^P M !@ !X;"]W;W)KW=T7UP?G%AX?L-K_.B[_?%J7OYT? M*#? S^WRYF:^6TCK_^O'L4ODI-=0J8'?$/^;YX^;5SU+5E2^KU6_5+],:CV=R MU:)\D<^*"I&5__F67^6+144JV_'['GIVR%D%OO[YA3[9=; [LS)=LDU^M%O\^_MORGN/I[99])-_C7;+HI?5X]^ON^04?%F]\5F]__2X_Y8^4R:;3?%ZGX?7+;@ M?KY_F_VQWX@7@4H^AL!ZCY '1]@[0.TH0'Z/D!O!:C:&P'&/L 8FL'_#95EY.M](^WV]V77DYXWBRZMD MOJSDX;I8E_\Z+ ^.*BZLTN4ZCZ? CRLSN6RE_&;G)=_O3+97297+G2M>^ZGZ^E M=]+?K\?2CS_\VX?SHDQ:A9[/]@E^>4Z@OI'@.G]X+VGR2%)E51>$7_6'!]M% M&:Z\&3X>$OYV=O=8^+(W?-(?'F?KWL9[_>&3_,M[2;7>#/?[P\?YD)!=$X1/ MAY\X47@P?.A$X>'PH1.%1T.&SGXS/!X^=*H@/!D>K@C"TP%]EU51^'EY>1^N M"L2-4,YMO%ZJFVK(L?SC_]EIC>C.= MJC$DS"5A$Q+FD3!?>*(ZYVE*Y@Q(6$C"(A(6D["$A*40K*$>^D$]]%[U^+PJ MLD4Y)SI6RCQ3S%=?3,V0-;DK(;WI3I40$N:2L D)\TB8WSU3AF(;70TADP8D M+"1A$0F+25A"PE((UM 0XZ AQ@ ->5L[C,XW4I$MQ3&[XM&;YU3Q(&$N"9N0 M,(^$^=U39=JJ0#S(I $)"TE81,)B$I:0L!2"-<3#/(B',6@593'/OLP7\V(N MGL&8Y%(*"1N3,)>$34B81\)\$C8E80$)"TE81,)B$I:0L!2"-;3(.FB1U5O(M7,YFJ^VRV$@/V5/V99&+A,CJ_(74=<7IEC*]F4[5&!+FDK)"?-(F-\]49HM MF+!.R:0!"0M)6$3"8A*6D+ 4@C7DPS[(AWU,/M;;O'\EUNY*U5'$2RC]&8Z M53Y(F$O")B3,(V%^]T1ILMY=,I^220,2%I*PB(3%)"PA82D$:\B'%A[1<%? FA#!F]K,^*!*67>>K$B(2-29A+PB8DS"-AO0M-5'5,7 M52UDUH"$A20L(F$Q"4M(6 K!&K*CR ?=J?T4M1S0!ZD]Z MJIB@- !>E35";A])\]P>G2+<7JKKU/T;P!2@M16H328I26H+24HC6%Y94)5AD@ M+,<$11%4VJ;6O>EPU9_M9$4A:2Y*FZ T#Z7Y@O.E6YK5_0LP1?,&*"U$:1%* MBU%:@M)2BM94%+56E%XK73E'NK^?%_=YM4B;+6^DV6I9S)>W^7)6JHOT8U). MFR1%$? OIO\.D)XDF2=\#ZI$AU(J+TB8HS4-I/G4ZIVBS_I06HK0(I<4H+4%I M*45KJE3MR%7Z+:E1?IO- GJ3+F^QVOOK:1GJ]ILE,F_)J7,ZT:;5.L9K^-I!_D M][*L2 _96OJ6+;;YSY(^QTX MUY4.W:T6-_EZ\[?J&>#Y;"Y<:E9(Q^(52ANC- !>E35";A])\E#9%:0%*"U%: MA-)BE):@M)2B-=6I]A8K_>;B:L97EB!O%DOFR'#TWF(IV"[SP]/&NWI(4#Y9 MMCFR;/4 *8^J/C(4N5U/#66.I#+J(=_MT[!XJC+((\66&QFLLF*3[9>/NF7: MR6G>"W5;9,#NKJZAYFN4YJ*T"4KS4)H_Z%Q- T9P\2@M16H328I26H+24HC5U MMK9A*[W.RHO+FYMY-=G+%E+U..F[^5*:90_S(EL()<7L?$UMIQ1,@:R@9FN4 MYJ*T"4KS4)HO.%_EH0([$YHV0&DA2HM06HS2$I264K2FLM2F:N6HJWI[OUUD M15D]]?,,W414M)J,L:I84H+4)I M,4I+4%I*T9JR4INME7ZW];.Y8--8O,I_W\Z+)^G'O.!4>^4W1;4[HN!E>0OSQ6-N1N\33I'X*3+W_4("WLAU9-2067 MOVA\5,V0N^(>"+F*:@L\2R':HPBEQ:)^.(9M=;N)'R]&T M 4H+45J$TF*4EJ"TE*(U]^FK#N\+I8U1FHO2)BC-0VD^2INBM "E MA2@M0FDQ2DM06DK1FKI5^Z=5I??,_(=1DESYQ5*&Z,T%Z5-4)]'TGR4-D5I M 4H+45J$TF*4EJ"TE*(U94FM9>F("3O;W G%B-WOF-WPF-WQ6.U,9E13-NS6 M\@V:U$-IOJ@+LN(HK=D8FC1 :2%*BU!:+!A>1Y%UI[7R@R9-*5I3%VK;L_KG M=R+N1YRL$:@3&*6Y:M=GJ]JZJ;4U K4*HS1?T 7#-'2KK1'H=L0H+41I$4J+ M1<-KZ)W5831I2M&:&E&;C=5>N^#@_8;[,2? K!$D;HS1W3VM\"W1#5=HZ02;U M4)HOZ(E6IK=U@DR:8#20I06H;18,+R*:NK=8H+,FE*TIE#4OE_UB.^WG&1(M=_GB1IHOI<_K[::0]MOS">6"M.)=H;0Q2G/5KD%4LQS-=M1.98':7%&:+^B% M+AN6X;2_U%,T;X#20I06H;18,,**H9BJ;3MZ6S=0'RM%:^I&[6-5^WVLQS8C M[P_62E0=RM*<]6NY[-4"D? 3=;VM%*AS%:7Y@E[HLFFHIMV9AJ#65906HK0(MI<6"$2Z5PK(,3=?:2H'Z4BE:4REJ7ZIJ#;J[WU P3MIV_0A!Y*\P7-5P7OD9BB60.4%J*T M"*7%@O%UNL.;H$E3BM84B=INJO5OUYL6=_E:BO;+(4\C:;[",I)^W>O&ITHW M1M+GIX=<^J?[1U%6';N'>MSE]CY?[S:+^T^AK* V590V1FGND2%N#*3TSWBW MEXMHR"9HLSR4YE.=G*+-"E!:B-(BE!93)R!!FY52M*9^U;Y4[=CFP-_S I5^ MZ,G:A+I649J[I[W^FZ:9BN"Q8S2MA])\02=4Q1(\1XBF#5!:B-(BE!8+!EA1 M1:4/:EVE:$WIJ*VK6K]U-=G)Q:<7N> *']3NBM+&*,T],L G%#ZH(1:E^5O MIVBS I06HK0(I<74"4C09J44K:E>M:E6Z_7BG?8"IW[6R9)$TL8HS=W3FGM$ M:+IBMWT-$S2OA])\42]4S=!4M6V 0?,&*"U$:1%*BP4C;*J6;)IFN^0ATZ84 MK2D:M<%6ZS?8CE_V8=DN;_+UXWI>O4A%FE4O6-ELRGI&+!ZHSQ:EC5&;JW7] MDVHY65*-SF0)M=FB-']H)Z9HV@"EA2@M0FGQT %.T+3IGO9:L8S='*U.VU2% MVCZK#;'/'BLA4 \M2ANC-%<3>"-5Q[!EIU- "H!Y:E.:+>]$[9G77LZT#J(<6 MI84H+4)IL6"$;=LV';530J .6HK6%(O:0:OU[^SZ)][&UD\^64)05RU*<[^' M)GI1V01MEH?2?*]34[19 4H+45J$TF*4EJ"TE*(U5:KVTFK]7M]_WL;6UE[4 M.(S2QBC-U;JF4,VR10]+:MT=:C5+5AS;:?T%]P1'ZIIAVW++0.8+DNNR+GK& M$>UT@-)"E!:AM%@PPHJA&*)G'-'$*45K*EKM^]6>W8)_^HUM&FK^16ECE.:B MM E*\U":C]*F*"U :2%*BU!:C- (2E)92M(8ZZ;776._W&G^]ZY/GXF=?5;TN MJR1E5'Y0_4]052U7R_RE8%]MO^^U:"(U[&_WJ6J(TL8HS=W37O]A;"];HPD] ME.8?;_X431B@M!"E12@M1FD)2DLI6E.W:ONSWN^:/.T-:/VPD\4$M32C-'=/ M:\QC%%7O[%"%9O50FB_H0T=14"\R2@M16H328I26H+24HC451:T5I=^0//#- M9_V4DZ4$=2"C-%? O[HJZ>\>;J2M.6TU0#S)*\X7=T"U'4]K;>T[1Q %*"U%: MA-)BT1#;IB[;[1V*$S1O2M&:BE'[D/5^ ^/WOM2L'WNRA* ^8Y3FZMU-4]\I MJBUK1OL)WLG^T-9;V0Q5=K36M@ >VD9?V,92'U1+:R_]HHD#88_+.;+E*$;K MU6GB0V75D=L:%J%MC$6#4UW9NFFUKVQQ;ORC\TA_2C6Q>=G6!ER]UZOW__3. ML_Y&G'R1D[0Q2G/WM %;UZ%Y/93F"WKQQM9U:-X I84H+4)IL6"$W]JZ#DV< M4K2FWM3>7?W(YKB+;+.1+]75^F:^S-9/+XNH_R,![KSKKSWVRS* >7Y3FHK0) M2O-0FH_2IB@M0&DA2HM06HS2$I264K2FHM6^8]WLO:4]<#-.'74>H[0Q2G-1 MV@2E>2C- 1VE3E!;@M!"E12@M1FD)2DLI6E,;:INSWF]S_LM V%9AU+R-TL8H MS45I$Y3F[6G'C8AHVBE*"U!:B-(BP0 KBB%;2CFW:@YQC"9.4%I*T9KJ6=NO M=;NWLAML5M116S)*&Z,T%Z5-4)]'TGR4-D5I 4H+45J$TF*4EJ"TE*(UU:FV M4NO]6RA7C["5)=&;Q9LY,AR]MW@;8$;\6;)L)6L=1FC^@_5,T8X#20I06H;1XP-@F:,:4HC64TZAMWD:_S?OY'L0O_S?W M(/ISGZHI*&V,TER4-D%I'DKS4=H4I04H+41I$4J+45J"TE**UE2TV@!N*,Q, MU4"]WRAMC-),AN\SA;W\Z7&VF1?RWQ\GNK[-IZ? GMW^*58/7P\ M*_7[RZHH5O>['^_RK"ST]@/*?_^Z6A4OOYR7_,?5^K==CHO_!5!+ P04 M" L/BY:O^@3ZF$* NB@ & 'AL+W=OLX#Q>2>>PW+PFZ==L*41N_+Z*U]EM9YGGFW?= M;C9?BE6872<;L2Y^\YBDJS O'J9/W6R3BG"Q#5K%7:O7&W178;3N3&ZVS]VG MDYOD.8^CM;A/C>QYM0K3/]Z+.'F][9B=[T]\CIZ6>?E$=W*S"9_$3.3_W-RG MQ:/NGK*(5F*=1?.?,<=]PS8[O%;)%ZS@VVC/)2')/E:/F"+VTZO M')&(Q3PO$6'QXT5.11R7I&(?DU1?5_? 5+WCR)L^W_QNMNWZ'3,>;/69ZLJN!B!*MHQ?L9 M_EZ]$_]W>NIQVR?[-W2;?+DFV*N6$>3F[2Y-5(R_T+7KFQS=-M?)%9 MT;JTU"Q/B]]&15P^F7[Z./OT@;EW7XAK%]<\G%6;+V_^W#W<4],F4_(EYGQ MRWV8BG6^%'DT#^-?C;\9? S:Z1K8LGLUNNGDQCI+6G5>:[W>:UAG-F=A<&W;O MRK!ZEM,0/E6'!\]Q$6Z>#7=UPL^K$XUPJW\VG%X*7RO5/74X%0^%^O!LN*\1 M;MIGPYDZW!7S_2MO-X0'.H,?G0WG^NJ6'-XMLGZ?^M8^]:TMSS[#^Q"%#U$< MY9'(KHQYLGX1:1X]Q. (HYJ9'D:9B810&G'^],L)UM;E,XH5(L[^6?[2C>90W MY?Y.U&D6+6?(=]DFG(O;3B&3B?1%="9_^9,YZ/V]R0E(F(N$$22,(F$>$N8C M80P)"Y P#H))/K3W/K15],FG=!&MB].Y:CZY,C9A:KR$\;,P?HG6QB*)XS#- MC(U(=WO\VN0ZI41;UR%A+A)&D#"*A'E(F(^$L1ULN(655Q@OD]YUKV?>=%\. M[824Y""89"=G;R=':;>I:B;;6.X,C.R%%.0@FV:F_MU- ?::H_R/ M*^.S6!3/;6\(W*?17!CWQ.@F.2DP=Y)_^7UUDSW"FJ M P2YB)A! FC2)B'A/E(&$/" M B2,@V"2LX9[9PV5<]3]\6G>_@JJR5X[UOCH?/CXA'@ZU#EM=I4#:^L()(PB M81X2YB-A# D+D# .@DF.&.T=,=)TQ&SGB-GNPN?N.5\F:?1?L6ARQNCDY-;J M[?X=>4,IWG920<(($D:1,\)\Y$PAH0%2!@'P20+C?<6&E^XC[!:%9EO]NK*:*_=?>GJ MYEFXGT.V7M@]VVB 2D":4,SF&44]EK8N:!>],?.R6T:_I6E4)H'I?E0&M-] M@0.H+$?19$<<] J8/^2(*,N>-=Q@GKQFIM.W^Z8].#:# ME.9#::SAW1^.!GVS=VP8I"I'T63#U!T&IK)P.OF2Y&']KV:#@X MWM-5CZ5UGD,+_%":!Z7Y4!IK>+^&P_&X-SK.W2;4,/JNI#:4SS& *H*K^L M*B=^7;@WE=7+'ZRFJ*&M#0 MY$-I!$JC%4VZXFNZ9^A!97THC>D>1 "5Y1JR ML@?J$KNI4V,O+VE^\.X7LK8ZA=)<*(U :;2B';ZC)SZ_5N>A-'9Y^_%4D"L% MY=ROB^FF3C6J*?$'4$&N M%)0-4)?"S;>NA:L%6F<_M&8.I1$HC4)I'I3F5[3#IN?B?/OH')]!-0,HC:-H M\N\O$W!ZVD,77*93F0FD$2J-0F@>E^5 :@]("*(VC:+++ZF*_I2[V M__O)HEJ@M?TLK9N0+E250&D42O.@-!]*8U!: *5Q%$TV5MU=8%WH+F@^333^_M9P#Z#M3:K3T'[3N T@B41J$T#TKSH30&I050&D?19&?6?0>6NN_@K9;0@78I M0&DNE$:@- JE>5":#Z4Q*"V TCB*)GNR[E*PU%T*D.5TU!JM'0AM7H#2")1& M+NV(]= MLA^[9C]VT7[LJOW89?NA97JKL*[+?N*E +M/85 MM*L 2B- 0&K4UNPJ@JCZ4QC2/(8"]\LNJ\A=^UJT'SENW'J@%VIH!2G.A- *E M4:?A&QX:O^#!@^KZ4!K3/HH JLMU=&5+U'T'SEOV':CAK>T [3N T@B41IW3 MZKD]M(?]4S=H[NA#Q\=T90/=';G&CG(&UPT#S@\V#*CC6B8/D7KS(C%8Q'9 MNQ[V.T8:/2WW#_)D<]LI4O\AR?- DM=U/29)_?] M^*])^G6K M,?D_4$L#!!0 ("P^+EHN+(9P>P8 -0C 8 >&PO=V]R:W-H965T M&ULO5IM4^.V$/XKFK33@9F#6/([AP<,@>OT4\/+/_"EY0*]+1*.WXV M6 JO/AD.>;RDJX@?LS7-X)=[E]\B :? Y8LC7.8WFY:!5.B2&X0Q749(-1J?E MM:M\=,HV(DTR>I4COEFMHOS;.4W9X]D #YXO7">+I2@N#$>GZVA!9U3;)BF8\81G*Z? W98(Q/0N(4 TK$YX0^\IUC5+ARQ]B7XF0Z/QL8Q1W1 ME,:BH(C@WP.=T#0MF. ^OM:D@ZW-8N#N\3/[^])Y<.8NXG3"TC^3N5B>#;P! MFM/[:).*:_;X&ZT=L@N^F*6_(L>:ZPQ0/&&"[:J!\,=K)*L^A\]U4+L# > M^0!2#R#= =8+ \QZ@+FO!:L>8.UKP:X'E*X/*]]+X8) (1*/3G#VBO$ #6W%0 MJE^.!KV2K)@H,Y'#KPF,$Z/;B_%M,+T) S2YO)A=?IP&X_HD""]F<#2[@0N? MPHN;&;I\CRZOPNOQS12@Z C=S@)T\//AZ5# C11TP[@V>EX9)2\8-=$GEHDE M1V$VIW/)^$]WE&,'X(6Q7(LPKG1$GX^R8[1J;Q#A)+[F>P_W)2Y_^L MA__9>DL,8HE[H2OHYB> M#6 -XS1_H(/1+S]AQ_A5)K%.LD G6:B)K!4,:QL,2\4^"I)T(^@FNT=)(%%9E3DA69[6'DNKYO M>*? #A]TX2&"VYUMD"VLI;&\5MO=2.(.LG%13_R!EG!\BF/N5GNC@@@F*L'U8 M:CQG:1KEO/E=*K? 2ZEOEUDD65&3>CHY'V#EV24=N"8R08\>5R^ULY7:4WS]UQC-XH1F,4SF9LDH#;U56)UF@ MDRS41-:*DKN-DJLI![@Z@Z&3+- !)%FHB:P7#VP;#4SXR'V@&$4@1+/,HFD,1 MF'!11.2!(OH$'0.GTLA4I/;.\TML@GV__9A/^C#7\VS<1@5]E.>8OMDA"_LP M;%BN97GR1- QGJRKSG*14UJ*4/LN=1U+_HQ-U[>ZKO>!/=095"B@01WQ9K@5)]@"_%%IPM*1I M<0'=Y- S0B*- V2834FE(WQW+&97B3Y0+433+F!UOW#1K6*ECEO]9=HCQ/9QU_$^T/2PCPZW@?:%G:=%VIXW!3Q6%W%3](4L08L1Q:H2C_]MP? _8,T%)QJVV\M&:W/),!?4*,[OH=2H"NY=FF_5)]UE3F6%V::]R>]2WM MH8\$*-=' I3KTP>]]6GJ=JPNW(MT5*2AG;V42(@\N=N(Z"ZE2#*

*$3_P*EE\N M6/QER=(YS3DZ*C;_8=KMO]M2W\?N;H5Q3'KEG@QEV%W=I%RX*]HK7.V-Z*;B M)^J*_WMM1]5F7Q%(BNH)).?*
J"O0:5UN@IAL@ZFZ@RO3GWR?3JVV_-:UH90NT MLH6ZV-I1;/H:0C1E>]LD-X<$IUL@5:V4!=;.R1-#T74/92V3$_ZW8WIFJYM M=/NJ?
8'!OL!P#V!;G::Q(C_L10SIO\AX09\]@<&^P' /8%N?I@$CZ@;LAV5Z MTG\O(4MD,E0_D4FY>HGL%:ZV8DVS0]1O0KY;IG?
V$DB&Z@LDY>H)] I7)=!P MYRN%%W5[2Y=/ M4;Y(,HY2>@^FC&,7(II7GY!4)X*MRV\DI[I@0;%4>+FD$,[0 P._W#.)0GQ0&
MMA_RC/X%4$L#!!0 ("P^+EK7X=BC!1$ -+0 8 >&PO=V]R:W-H M965T&ULS9UK<]LV%H;_"L>[LVUG5C4OX$5=QS..> .V33)1
MTIW]M/(C*U&EER)CMM_7TI1#),X $'[5;?]T/AR\+R@>4CC\"6.S^[7FT_; MZZ]JG=]NEJOMBY/KNK[]X?1T.[^N;F;;[]>WU:KYSL?*
UYF96-Y]NKDZWMYMJ M=KD?=+,\]5TW.KV9+58GYV?[K[W9G)^M[^KE8E6]V3C;NYN;V>;WE]5R??_B
*MQ#OY^H6WBZOK>O>%T_.SV]E5-:W]][=O-LUGIP^4R\5-M=HNUBMG4WU\<7+A M_2#B9#=@'_'SHKK?/OK8V1W*A_7ZT^X3?*
*OGBQ-W-J%I6]WJ'F#7_?*XFU7*Y M(S7S^/4 /7G0W U_/%?>KX_^.9@/LRVU62]_,BLKY^<9*<.)?5Q@=LGZ[*
MOB^KPP&%.]Y]O=SN_^_<'V+=$V=^MZW7-X?!S0QN%JLO_\Y^._P@; ;XAP&^_M[8#@,"#H#/ BS0!V&, Z ^)0,R \# @[_Q8,R Z#(@Z
Z)$,R_^#(B["KJ# M3@X#DLX IE,8'P:,NS^E0'?BW]GSMUGT)=3OL^7=%;/SL\VZWMGLXMO>+L/ M]DFW']^DR6*UNSZF];:Y[J(95Y^_?*
W7Q/N7OLM29O'XU??TC3R\.GZ39JVGS MT?1=\X6?LE?OIL[KW)F4%Z^*;.KP5\ZTO'B;E:]_3+.WTV^<-.OYA+]S1LI[[M:>I\^_?
OSD[K9GH[D=/Y82HOOTS%UTSE]>9RL6JN46=Z/=M46V>RG&VWSH6S M_OKU[>'K_-^NZWI)D"2^][^+M_^]<;S1;6:-*
*]^[F/]ZM]@N]I?>9+VY=?C/ MQ$0F3YG(RR-,)!TT$0*0F0$7EY?[*?/GWS^5&V" M5?2PYO.[F[OEK*XNG;3ZN)@O:L !E(-*
*%"0@W0YX_2V$6>+=6?J*GS3W@X4;@ M/]P(_#V':3@OJZO%:K5873DO9\M9,S]G5C>'/?_>";Q_.K[K>]05_849[IF[M7\6?ST/W[/3SXVM-*
*#0EBUHY)C5/;+1%^V-[.YM6+DV8-L*TVGZN3\W_\S8O< M?U&7A"K8F5*.E"M4N9'G^N,P#KRV:(F4Y3K9P(W;L@(DV\JJX"&K LNL^G#(*
*MJF^;^\"7^^=W5AGVA1\].DXV'C>75"?+U+ @#N*P&Y<:ISLTTY"P' DKD+ 2 M">-(F #!6]G-'E*;[>F!)K7Y:MX4)-LFHYLSS]=KY>7U6;[*
*MC9,U=_CZ=RJO&?#G,$'"4B0L0\)R)*Q PDHDC"-A @1K72+APR42&N_^%Y>_ M-#5,4TW7SOIC4PHWE\E^L=-\HEO<;^|^_-*
*4SDZ]=F[7V^WBP[)JRO#+ZN9V M-Y*ZD,*^7_>3WHC4>!A#4SY4?A5UUQ](N4*5"Y,X"*/.X@.IR>TT!4BSE7O1*
*M0^Y%QMQ[5=7.LLD@*F6BOC,TZ8U(C>I#4Z97+D?*%;]&"LBG3A[BR)*$A9W%*
*U276^L*E&X[%1]9:MZ32X_#4%/MT1^2FB0:T80G#4E%'^F"5Q-[6@9HQ6V(V";G8=PX[QI!_CF0T9]DD]7_ 6J^AZHQQ#V4*
*M0^ZE*U#S.T4'5YSDDU/A QY,&@F=V$;YQ_1Y M59]5TW^V;]X?M'MJX_:R3L6$4??L6/]KOX MQRRZ?:2!,('24B@M@])R**V TDHHC4-*
I D5K7RW2-_+-OI&IZ#8/'7PI(&DI ME)9!:3F45D!I)93&H33AJ^;BR(_'T5B_]\'FD6\VC]2Z>UK=FLLS,W%P^B-I MJ6]E1D$UP&)<.F&_K@
TJK-0] M+VIAI<80A95JBU$)U+_GA0+1A94:J"NLB$A=8:6!$H45!3475M+G\\M^ZKMH_R&Z,W)#4?R>#L[_>/H((%
*M(3ABKI>,@^[+H5!=;JTK4+KM5)0VE6^VJ8PUONHM*1G4&Y*:)S X@WH%B\>!UWWKNR1#@R!B1*VBP_IQUPP7-';WH]96*X&T@0*S*
*M#62_G98^L98>$!&G:=T#]8"@M!Q**Z"T$DKC4)I T=HI+CV@X E-SWHW0006 MVVV(&.*6!?5I@O[M-*
E#!@A#4;;>!"G.ML+K=!B7<3K!'[<^>V?^L/]EL&Z!9 M=T##MD##]D##-D'#=D'#MD'#]D$[QHZ;0)HF 3OF$Y\ ;J! :2F4ED%I.916
M0&DEE,:A-(&BM:\6Z>@$?X&N:$%_6[3^D-1\)(.SO]\E@@H6A. H4MU#S2!+
M58%2;6>/M'F"H;W2>E]D#RR:I1$Q1.&D;N*@GO7T]TNC0.0.!2)0MT.!#-7L M4-!AB1T*--:X0R&0+D3PG-9I_2?6LG<:$:506@&EE5 :A]
*($BM;N;2Z='&9V1E7C-Q<&XC M:2DC&IBIJUZH9UDIB_S0F5+0E;[,B]46=#*QI=YF?2;V-#>;KTV*K,PFX@8*
MM69BJFE"94^_B42!2'^<"-3YXV2HQA_780E_G,8;_7$FO1WVG%9J_2?6TM@A MXNB:R3S=P;_ZH,8.E%9
*:264QJ$T@:*U4_S1G[@YJK'#H,8.E)9":1F4ED-I M!9160FD<2A,H6OMJD<8.,QL[T[L/V_EFL?=DG(NK357M39[LM]MJM:W("Z3?*
*MI>D/2]IQ&:_WI9MEHC8C3E.108P9*RZ&T DHKH30.I0D4K?T7-:4Q M$SZST1KYL"FTV&5#Q*@WTM!JEPT1I?P-3-M=-*
D2@[BDB&:IYBJC#$D\1::SQ M*6(H/8H0V&R-/K>6&VV(./JN99[QT+L6E)9#:0645D)I'$H3%H[RZ7Q$1ZU MV5H(;;8&I:506@:EY5!:*
*:654!J'T@2*UKY:I+,4/KW9FGGHX$L!VFP-2LN@ MM!Q**Z"T$DKCH6H8>F$(R5 616.?6,M2L7[B!F'W MP 6-=4-7_Q9Q* V0T&R*
*V+]%3)]=RS_50\1I%K)08P1*RZ&T DHKH30.I0D4 MK9WBTHT);5NX#2J_(XO[EAI#W+=4KX"Z;_5OE*% =/E-N!.Z\IL*U97?&BQ5 M?I-*
*8<_DM38W0;&H RF_U\3M]UU+C-'506@&EE5 :A](*BM;.F&1K1DVFWD2R)0U8)0U;TD A7FI##]D@A*N)UETHN*;?)N^/?4] MD4C=5D*6?*
$0<7?*99SPX\Z >$I160&DEE,:A-(&BM;-<>DA1<,R2+X+:3%!: M"]5E4%H.I1506@FE<2A-H&CMJT5Z49'9BQJ^=2-2;2;E]M\;DIJG-
*3B557,G M]H)XK"PYD*H%H:HL-9""W/(P!4]UG5/2#8O^ GW>HMYM,Y/^D-1\)(/3D/IC M.]YN2T,W#Z$>6/]QEE!!;GN<*
B7;3D3I645/[_,6]6_\Z0]S1,8G#_]IA54 ML" $O<3W0^4O3D%EN:VL0,FV\T=Z9-%S.KW1%9)%ISRW1L1IZE_H28.E)9#
M:0645D)I'$H3*%H[Q:6)$QVUW5L$]7F@M!1*RZ"T'$HKH+022N-0FD#16E=+
*M+*V@^.GMWLQ#AUX*4%H*I6506@ZE%5!:&1,V3K+KX-JYH0F[69"94M"5NMF0I4%J6QV,V/I,\5'W?,4*
M0_<\06DIE)9!:3F45D!I)93&H32!HK6O%NE7Q4_?|V0>.OA2@)I14%H&I>50 M6@&EE5 :A])$3+1PLA5?]%PJ*RPD&TGL#0BXZ$] ?
*O7P]#-:%!:&JN]"*G5!]2? M)#1UJP^H]TCH:M?#4&.1$-:LAT^WUU55I[-Z=GYV.[NJ?IIMFO7NUEE6'YNA M[O>[=@$' ")* &*
'AL+W=O5@<3Z?#CD\9*L,']+UR27O\PI6V$A;]EBR-><,X*1T6F5#9%G><(73?#"^ M*-ONV/B";D26YN2. ;Y9K3!*
[OB(9W5X.X."EX3Y=+$71,!Q?K/&"S(CXM+YC M\FZX0TG2%4(5FE>_W-JAG/JPFGM)7(@%'E\PN@6LL)9HQ47) M?NDM^4KS(E%F@LE?
4^DGOI]N)I_"ZX9,/' MZ.9A!F[?@>ED]AZ\^W#[90;.P=9"'[]^;>+H9 #*>"&<<=WI5=4I.M"I#3[2 M7"PYB/*$) K_4._O:?R'DH*
="^B%A2ND!?QSD[\%MO4&(LYBO%,7^]NJZ;S M_WJ/?KCW%AGV+B7L$L\^@#?%? GFLH)P,&=T!>9ICO,XS1?5JDY%2K@JYA6J
*MHT8M"MXY7^.87 YD1>.$/9'!^)>?H&?]KB+<)%AH$BPR!-8*C;,+C:-#KT*# M\P3$Q07YMDF?<$9RP=| +,*
*C6:1Y7@2*SL&:L)2JUM:5MHM3XV02+*S W!*L M>,(]C:$=V)9E70R?]D/0MW-=Q]^W:['K[MAU]>Q>_R4Q8& ' 8+_3.[_GH!9 MG)*
()AQ.8DDV3\N'VY2R-;C^K.)6V\&IW)H$"TV"18; 6E'R=E'R3BI/GCR3H3$)%IH$BPR!M4+C[T+C:Q?0C=S89I0KZ??[:SM R!W!]MJ>]NWL
M +K0;IN%E9FW#^?ZGN\XG5+1MW,=Z'M(72F"W40#;0Y.DG_EUFQ55%X@J-PP MQU0^(3,"\IJ!HK6X+NOTAI,$I+DR4\]57
4F4]4D6&@2+#($UHK@:!?!D395 M_\!%0') OA'!F9($SV2ZE&%=7DE$OI\Z0;2'7]3NYW#?L/,E" M!93M^CZTNGFL@VH1
*UFYV]I*9AM'GG,TG7Y3)LL&"$E!5$U<^6NWNJ-PH>V M/^H,=JJPZTY<88*@[<#1J#-Q+59[YGN:!VIG?IT+(E-* ()9+M>FG'_\LK-* M\R?*
*RLK27)"L7[@.3JUUN 6*ZR862&-B/HQ-X%NIFA-+0LVS/Z?*C,!R-?-\/ MNOPH#*$;C! \1!-*
J:$+:*E>4\WB)\P7I5"_.B62G8"M+\6.:'7SFUAT8JF1& MT4*C:)$IM':H&LD&M;)C?,?(&J>)MFSI(4X.AE&%5J.URD%@!6XWV?MF9\B2
M"\TYD.N-L()Z954O;@[6^!D_9NKR9U0Y&44+:[0V,YX%49=!A9TLX=_0&"C MG:!>/$D"V88@7L^4 4K(FO)4D%=N6K6()?&)%H(%<+
*(1XZBD"@,74TI08T\ M0GIY5#*Z3<4R87B;5VG?XA3,*9/E.B&K4D*I*-9W<2K%1M%"U!=69X[M!D%/*
*M>ZHL(70M'P;!@1A7[M:5%CWLRMR;10M079;9G.PIJ^X80.B[4 M,-O(-Z27;S_Z'0<9%6U&T4*C:)$IM':*
&M&&CHDV&A.2U.&)J4Q\)E(I/L!: M-J2<4_8,:-OD-Z?7>_J]/% M.[YIACD'$T!9(A>%9)DO,3NP&HR/J-H(5*(N0,E7"7[CI3P1OHAO?3;E7"9*
MMD]I(K/T\?GUU<;H)C2%J*^UCM#(^@K^%58R@VZU(6'^6V4(=(KP_9[N()I M)9%&=:%1M!#UY9X;>%UIK;*
Z\P^K%]2H0J17A48^F^O[,)E?HPH1]84?LF#W MVUJD.!M!RSGPZ@(UZA!IQ3Z&B/83G474JKH&O M#NE]Q$PF)@<9F^'"NKSKU5-
*X*NRX-=CU0(NBHOEP0GA!4&\O&PO=V]R M:W-H965T&UL[3UK<]-8EG]%Q3)3I$H)L9- ;+JI2@?881<: MEM SM9^V9.G:5B-+;ETIP?*
*OK][SN2P_; 6;GY2\0V])]G'O>K_OC755_UDNE MFNC+JBCU3P^63;/^X?%CG2[5*M$GU5J5\,N\JE=) Q_KQ6.]KE62T4NKXO'T*
MJ/3)XU62EP]>_$C??:A?_%BU39&7ZD,=Z7:U2NK-SZJH[GYZ,'E@OOB8+Y8- M?O'XQ8_K9%N5//K^D,-*
GQ[:4;)\I4]=5V54]_E/#ZXF/[R\P.?I@3_GZDY[M?T>XDUE5?<8/;[?'ISB@E2AT@9'2,"_6W6MB@('@F7\+F,^L%/BB_[?9O37 MM'?*
*8RRS1ZKHJ_I)GS?*G!Y1E6,$J+_G_Y(O P7OA\G3DA:F\,-WWA3-YX6S?%\[EA7."#&^%X/ R M:9(7/];5753CTS :_D'*
*I+=A^WF)QW[3U/!K#N\U+UXJG=;YFLZ@FD?OZT52 MYO^;\)F46?1SJ^$-K:/W:U73U_K'QPU,C*_3F62GWF2Z<@D3Z)W5=DL=?2J*
MS%0V\/[U]O>?[7K_Y?:W)],M SP&B%FP30W8?IYN'?$_VO(D.CN-H^GI]'QH M0]M?OU'KK:^_W/[Z2Y7"ZQ-Z_6S+;LXL$IS1>.$ M'DHK?
N:(9LD;'=TMJZ+8',-S@/6.=-YEB=UKG3T""B3F-NM*C9QU"Q5],=_MNYQ.3Y_+*NC3Y'GPTTV;IK#NJI8?CZ)<1TFTDH4V*EV655$M-*
*E$J6YE7P"1@ M;M@YCI,IF*Y: U]N:(WP&.PES9/"P ?@EJR(9?^?#Z^LJ\$@,<=;[,VVJ:%U769L" M;-L:WE(Q +5L\D5;M0*
*+6%*I5_!+$15*$Z;!5NZ6"I:6\YDL55(W$:+D@CYW MMPOCKP%E&I"Z.+2N8""8)(%G8>>: :B;3:% P$=OU2))+0H_ NP$*9?*
*C4FW4#2SB_G#Z/KGV W&PT MP)$AT%61M"6H+YD! MT*M? SR@%\JJ<<\%;\M+OY()<*:0JA*
M6ZL%8&!3P9_)&L!^FQ0:3SBK(EV%:X!1X=RRWULX.SA+6NO;9-&6P D U>%4 MKH&F)HE8O%[A BL37CR>?
3(I_>BHK,'^:P1V_^#,"#.3:KI(S>Z (J2/U!1"_88#0@WRXF#>T!UV91][F^OF MNG(/)L!)BP1@!F0$DU:U8Z'#C&V#/*
$GXTG>J7H!M'G3SJ+)/LO=,3 O+]B4 M-T6X/V_J*>_R:[?3F=4@P-#$.%(H.W9,;0'O$^T0X_| **9"UD]\AK1Q!"$^ M.S-B#>
YRTN9PAO%RKUK]X!E@^NVUFT";!T0GOB\JE<: 8 ?AMZ,KA:U4B@) M@!_2(EZK6=TBV"9GL9#[C$\U655";4
2:E$AOJ^!=')D94#."0R3(8_:" LL MM1%15_@3R9M?@ 8GN+S]5I/0ZID37736,U/-G5(E4YEW;+N@Y68Q<#N)/G0
*MMVMU(HI]LH^C1_E1U$%H$.OP)^!FWBQ9H2AA!GK(7Z;W5B#2^H@Z/&!'8/@C M&U3VQL;W #.KA8(':QX*7_%6$2 N?*
Z4=TM(;%NSAY+JM;_-;PY?E59XQF:.4 M7_"O:CX'$8+PUBT(%GDPCA1H#H8##0P_4T 8I)8(O4?;Z)UH "Q86$O2=/?(M8P%CYJ6 -(-
*O<&BP2E5=LV("#A\3M$K^]8GF"$VL!V8TC^"KYDT>'_7M SD MNV4.8)Q5C86L3'R/>06Y8P]K6/\$9$<"X#E\,JC2M*69]AJX(RP?Y4 ^;*
S_EYT&\] M'FY1)K:[G%6@9N /60[:%N@3VD,LUBQDBB2KULWPI+,-K$IWAX>=NJVFRZ1$
*M@D:%K4P0;ZH1VT6+I/^(@,7'R%8Z.XY>5S7J1 9#AM1M^+Q"Y:ZITL]#"N4, MB*Q$19=4?*
N1U[:+5330Q/+>%S;'MH#>K655$5R__9UA@[\D.DM^'|5@G3>P M7M1(51,]^N7JYN75?_U CP/?9N#_I/E#7/O?R?Y 4("#J:D-2>IZ!#X*
\C% M3)6:% M4EW.6![#HI$0E,2(((S,&)2XA; 91 /8G2"0VE1+T%>6:Z3#1(&65 M]G5S0^B8#V_;!4)L(B%6LJ+ZBNL1;[**
*<14U6&#TCFB^Z@N8*J3EX6] S5! MD0U3^ OP72MB@]"H+A*BOC312["?*D"/>5VMS--H7 !Q@"E"&CS\L;8*#LBG M/,W7L&_95=YT-*
F'T7#(!X(%");H1!?E+$VE8-UHQ&[!6P,RX(LR\@1G4:@:G M;YP5S/RMG0I; D(A&L(UD\F)?R@X3M"NZ0A@G(?3RY.S: 7K80N1%HR'VJY0
*M(8?7$>?2G&S.AY.SDZEY^ 0QF.9$,%89 R14MF%G_85&C^PB@8'P6TG)VHM[MCP>RKWAJV)$C=[D5+1B!Q(3[TD80 BG628YT@+*Z*
M062&E[.JG0%YS]JV&=Q_,LL+9!FPK:VDZDT,&I%"TP1> 7+-%[@7LY&\$?,]
MBY"&&UD=+6QT74B)^ZT#4?!IT!#1640B+V"T1"6I&G9LX-'X$PR!5,('-F M)_ZZ!&([1LU=9*)/W:3@JSU-7K:MQRWK%?*
%I7R:!-9>V#8)-\?P%W&O%>!- M6RL&*(&9-S)K$?!_JNZ0JQ#/0,L(:'X&BZN(Y=8)6;Y6%3+8O ;C43/O6J@2 M$169Z088K!$1HH<;*

[ENAXA0EMTE>H'^&! _9-L!?@$[IN_"5D^C-/!@"\ \L M>WD0@R7H/_ IQV$T;+9JZQ3M&CQ[8Y/%WB,6F6(C\=N"^:!'>+1!6#>:=S7# MGQ4&)A6^(F4,96%HF:5;/"M&C%%@,U)M-S ((_2_DK$*F"4! \X3%!7NQ M@+/D.@7UI.;I G\AJGXYFFSX]KQE]UK/@0A* (B"A/OGNAXA1$@.0S'UH"&B4D30R,T0&40,6"#.X1O6%- MRGL MM2T;F1=]D(6(6SP/ 6HU'V95(.0;;26*!E#]>9(:!;/(F8<@[(4*2XQJX:Z! MJFEY!M-.0%-#HECD*:A[<"Z+TGAK/QK<% .1E5B%WS6TM6-_!B@,7%6G?*:N)Y/N@ MF"9++9_2V.5MW=4DKYJ[RE-*\02QJ7,;FSK? &O2Y?O.?IZ>GD\NS2P#G_^ST MF@Z%J+9.<-\0U?<<[.5W&BP [(4%[,5?+>BW?62)TQ$!3)]_5;1NYSF''O8@ MHH;T,. 7)()SICT[$'? [K)V]B\8/ACQ"@8RC4L0PLRP)%+%UQ4Q;/"KDDUJ) M]TPO42U77]BZCUDV@'2Q>S2/P#CPC%;(>BH?:DC](.TQF#;H$R;G2%429UA5 MM?,<8UQR3W]Q+QP"0%*X!=S, G"M6?I^??+RHKY M_DQBL4J9%]..AR< J0A\'=X5#67C(.W9A)U3 JW5&,A'\&Q=M8LE.XNMN8=' M9QAGJ"!:WLUY-09367(4<#"S @1B!8?;$W)OY)D/_,Q[><87?$ -,^->D>@> M6?4XRLCK#%6M*-!&-ALJ=";29A S9 M0B*!)43,#HCQ23$*3*_!BL'4TTVX"C,YVACM9M=+&91@1#XQA^WHJ%*EI=Y M";:CZ':5F$Y+C.S*BY]JQ(0KUM>&7%I6_0,@IDIE^$!-05/[R\A!]!T_2&$<8:[AM,' A_#4YY:?25(<>B M7J,94",3"/FY<5KN&^7T,R1XS)!+@9&;DYZ*D+1&AN42W76-'"WQ@TRE!5DC MSA<.8]K EP2:)A3RE; W?Q/R/3]TA[0R-B5@]^0\? G9Q&H.2$UT7P!"C*SAV M].1W(@Y-DRP@W]XO#!Y63@LQ.[9/ X2SPQ@801D_/VKLX;B>(A,#V R8! MQP!VGS:^GKR.T, (Y1E5=TD/6EM*3TC'#=9VS]OQP7)I7N7@*+I#'L/7C@?([*-S$0D M+#QXEM4JUYS6\4@KQ6[UBR,Z?A$X3 +3\/QM$D8"6 5_U.+(+=40W U''<,2 M/W3+)@3%Q;PA>);,)&R-AJXV9M/%Z1]$G9")=^\4[/RA;1 :QV^GY1;V7Z MJ7^AC3M*?8.#E:4D?-H #C\6=X$"6]&@,6!8- 6,#'KUF[@7D*FSO-^R39?V" MS4BSR2\U=#*S")*0)LG(6 S48LG3A]>4]XBX^-=R=CWWOE M:>*$+OIX:N6_+W@9H^JHG>0$+5]!E%@]?J:]WR'AP[.46Y;W#VX''IQ$-_D* MF$Q2JJK5Q<:==FK"@?/=ZLX0,V6AG=_B*:\+L(V(%=DD+OGE@_G%"B^8[_S9 ML_VY;'>@'L-%KC?,ZX9?-:@E FP'%^PQJU/+K!P?.@>B^G4M<;;] &L]4+U5 MQAW.&ST:X=]'9@H,N&O)87H*#"L)57AFMR*,!VLFD.@GS"E#\.H?TQ6Z^>B3!I<3,2: MT[P8I5A"W7&^'ZJEI"*Q-SV8SRQU@6*4O6@:XX'D]3,*'RY)%KM222D'>B.D M-WV4'#V:/#ERT#9ZL$MM34FR3YZ=GP:)- Z&).O2:@]HRN16+%5.L*2 !(UY> M1%FR(191(+FC8E=BF$AM)%I P24-"U?,G>2\O=@*1XH_MB!JQJTIUL=@B(2$"!@^S%#X[=?01Q $PUIN"2! MC3[BXQD< BXJ4RL.1:R!@SGR'CPLB=6Q.-A3)QFQ LSF>R8RY@4DGT65QM!? MH]:T,Q 8#/T@=(B>C'[(@],- ,Y3<:L7:R4SQ4BURNQSNVOB,] [2GH.=6=T9 M-9^R2SSD>YW7 /977QHIRW&I=1_J"H;'V&47'5\;%2 OG;-#9 II!9C9[$ U MC. <#&L)7KL_()^.7P:#ZR@XR(KKC"&6B;&C($EVY"##J<+.Z NSUM"1:L60N M&T&<-'S I"&5Q@;E!WD;N*_HXYE.0JC"F6@"1%LV2W%1>L!D#@T(/-0D]0+.*7 &+&#)A1]K8$1LL=0@"K'**_ZH7NJ M>""*

[C8G$CYVSYPBM33W"G'>I)0/N58R=YAE+!Y2/:.&/N7#D=]]."5PVL>.F MU1J-PK:4% CDC%BG@:='_N# 8LSKCNNGM8;"/GJ.RLD"1MUHR/ICOLMK=_H> M+$7L< X?TW1C(IFTJ-F&U%PV>2)B937[>!BL&;!@DA2)9M\'9R7WT!?8_^=@ M32;79ZD9<(@V8UTT*2S/8=43+7TG0WC! T=KAZ/\G\+@ M'1W>T$%9[WX$UF'W6 TG@C_+$ M;H6MC7X0&\!$&5N2L(=OJ$? GBM%N>*=2I^(GVSX[+%0 &J M/:"+<,P2,T^]&K4?21<;(>UM2DE.V9>@1I&(MRSFM4W5N7+)+C?(KZFNZF?* M>S;.EM=7- S];OC7X_'65<5JU'^&XNG&E>9^J-:SJ_!)L5?GU)9PQ#-+F>HEC MO?428\B#^HJV;,QE;TP<)? UDHLTI?!I_^18AS+ <;$S:H07\6V4L8.+!7<73 M)H7P40+F:N8M,Z*E+YQFY9/^;<6&0ZW018V2,G8F#?%4/'U^! :?)[>5M8*& M)? R;>6<@FDU[RZ1J]K57N6QS:;YLT\!B06M7=,0Z!].856(\%T MB"7NN!&$1D@MX7+3X='O22BR<:O>X^!$^ M)RN;=Q[I2725L<\.%0DIO.K+6\I&I18>.W2:O'9EP0AP3Y';.(;"BL\B0>>2 M63JZ1#+_:/ 9>AXY9E'T$GE1$=3#)S&HQP[G+OB6E/;5BX%4 A.A[K,_Y1+ =QGIF]6/0ACK'\Q(]I"%$3A!.^(:U&DD+-46FL3%*]T 4S8FZ0Y]VNP6<9*8!*.XR*5^@_0C'U!(?FC%TSNB MR-"KH%2O^H]C2E@J63N2B$TF.^48F%A'7;5KJZQY5""H)."EC1)6Z,>0*EFOW-#? ^Q"M.\'*-"_>#V&IMA#2 M>)&^%1L?)4>,B7=5'RQKA7H_FU7BRI2*A'SE^;&Z>W:A&EDJ(;AA7D*]/2[I M(O!44L"\2DZ4CWDD@CT>++"B;'+JW(8=CA9R'8]UB MME#EX$3Y2Z"2%,>-T M^;YJZZLB7& DL?"Q'72YSS>=]X=F@Y-]H-4[+1(=. [.C'BEY? 6/57J&%>R. MEG6*\.DXP.3X,79'44G@9@< M$9?@/W).'B)L >V BHA.N10]*NS[U/^'L_\3Q%6OUEM$PI\2! DU MVC4^^!" (EM(*'%45B8#9&"!5 7':[$N%_BQQF8_.:*1]025+>4V&KM@JG#IM07X] 8PE&39M363E1^C\ ML+2%T=%SKY1OC]-W@4;"= [>_V$_H)G.X8TAUV7]M5M*,)U1&I8-6OY8^]N+2 M+/7PU&Z5FUGP"9T[^&9;)"VEMM/>["Y'4KJ]C !10SKYI^@:\000DA/,D'.S ME!0@D9, (=I%*XLXK4^O,?$Z"A@A*&(^%_#V486DZ4R"B^ MZLJO>9)S6>BN$-!^3,N+-,E$PUOGD$[?6$ MTB:>;TL1VPPZURWP,+G)P:7 MW1VRHBYH">6W"OSO#K!/ T]DK4ZK85O.IG[RY_MEM6YAUQ(EU47OT'R^"1!< M2I*+]Y:FBXW$Q86X:(K4>7]=0)CP=HD=5E--"- L6#9O2^-#]-:C\D;GMH&%, M*1_3L#88-3?+3FT0'4,O'-JP06IBHAR0=KS2K0SY3Y!IY,F$;K81#G)D=T=! M72_DP_Z^- HD&B'- ML%&&&CQ#-H3F'T5>D/(9G_#DMA.5CDVBO%9O%D);Y" M#VE#0EUX+C9T@I]R$!*8CK+IAN:[[!TT';5&C;=L;'07\VGY!+T:WGE>KXZD MDK*^S5.R%Y!,4(6I3;VT1O=:5R&)HUX%CL2=K:M/#.>N-K\,8C\4O!<5JJ+\ M1N?H2EO#*2GI=O!'K-F2;T7@ICZ)\!.J1B[1;20 &.:UP0I:=%SS7+UGMZAT MEFWY32)V9P_-(]'M00J/K3#C)@>V8-?N?8B.AC$3OB5')ND-F 92&>%DU$2J M$^<*>SS K$[N2J,\CE63@"KJZQ12-6XJNKV**U0)-H.FT1BJ8S13VBYXE005 M*[W$ZX'<4.S%;@]&6S&/?6JJ1R<6)M9D/!*88<,8Q 4X54[G%%X7]R=@Z)BVUQQ@X&-&#SZ= M@0042H;R-(WO%#:PLYFJ42Y-2XSI[F,XGEB5[G@4+]R27 MG+2OI,Q=5#G<(C71GZ4HPIPE'3O5BCND,4=]LQC]I.@2GEHFH6?%@SNP+$!\ M3C[P]V_,?$NJ^W795]VTU^$6%\9HMUS", [ZZX>=N4R [AS/=2C)8N94&MC;J M98X%3E6S1.3H0G)& S&K;Y;D(?'9]R]>D5;/=C3>6-+)C#.6R"WE+R6;T"_E/ MF?0_4# (\6T>CTU$8,FY .O/U!G%MNSRX'(!A$=&"L8+L+ M54V#&TG)S*N;BT&9_#8(ZP&PN^#]P(&J)S?_ EKCWC>(Q.Q UT&7_P"LX6/V!)F- XMTAYM*=P \$4=+_.5H$>/7+Y_30WI;",11 MK>["&)0S QY>/&%WIW5M2*I)=57>8EM+9'@?X#=THL%&R-07^;(&28WY@84W MGG&BQD\N:=P]=[P3XM)AY&N ?@]@/#OM .,3<=SN_OMA_%"Z4NDI3^3PFR5; MH(#N@K.1<,.K\'@JCCVF U4E] [HR3/+DV1#,;*22LG]'L'LRN8A/GT[BR\LIUNU\6R50W).6 MY_'D\EE\>389#VH[H^PL?O+LE![NI*O"5DVA[99*%WCJ+'YZ]C2^L 6Y/_5<@, (O!U[]6 MN_L[4.Y8X,.48&7L5NW&T6R?%-F\\.%P-,_/ MA+]X@FXMX7' M9\S3[F>_< Q56&FWSC7ATFS][=MKFW3-O]NW,"\DE30< -E@F@TR!4K.^+WE M](@8)76G4;7SV)_[.6>5]SIDC=E'RA(X^)*4J0OZ+W[@T(MML?M@-X_M]2G_; MG2[SG(TVPRPTO1;!Q)XEO#91)G#9V::CDSU0<7<.+:&L2HIXYJZ 1M;PYMWQ MQ>1TOUI$U@]>V):=@O0; ,K MWMSVFJ3A#EJA5=3# YQ%SM0_;3Y=TOOIR: #N=0PV/T-P=;+",)864%)X!], M-K@T,QUI. ^/5<<3N1'?1:"#MJ!X$"0Q9T% [$ZU$K_")X0.P)PZPXQ'S3,>^< MDY.[WZLR-;6F\KX9G+IE7#R9GF*2>-2;RQ3J(.IJF6[19TS4?@[5=P]#V$0 M-^8 :[D 0- K<.WMJ8IIB.A!4<4,^<+3>=\E_F5$#OM$YF @"K/6Y!1EH[;J%."VJ),P MH\'+6V+L%06$D^OD+1Q%-N;.+[==$XV/1Q8646P+, [=#T3+/!,8^[, M@@3X7A&0-E>@E<>&93;.^'("B2;PL5Z;E@0#C>.CG6T)C(N_.T%_M7X"5VR* M>1(NNJ#!,M5XVK8/%WO74P=WO\L!.*6#)N/E]VE1X?P$Z30DPA!\._]:F38XE-^<<8O>-E5W-Q 9= MD+GN3[I-JP/ (+? 8TZG(_I9)Z$U\7:%)O\WEQ_W',;S)MHLXI;[9YQ:@N>F5 M$VB]-B5$5)9.^%"XY>ZC%7?(/]C9>C[W?\'#'?9>/WQZ3GMT3NO=FZ1]&:]0 MU^=LNA3)C9=C$ _0B8.>WQV;AB]#Y!P)-V!0)[M'!CC]M4Y\K(RY$;&@.\ M,8V+ASH%;V\#/$*9/<'\#67G7D%V6'Y-'= <^WKOB>BQA=P[7$7[8]'JR+@7 M,.GT4F6=EB5CI8O[-#,?;*LXRFTNSN[/;1!2#[NL^*L0U\4L1W#O;"?ND8-, MDD;V88- !C7[E^80FYSY;=*EH.P*&#L*6O1JR"95I<;AY@$J]4;M_R@XG^]' MP+U^I?TFQ/Z:*&NRJO$.BH>3BSJG^(N T*B\;ZND[',L(>" [FV4LV,U9F;"I M23IE^@D+YDP?'TM O?S-@*!&0D3&9^Y'O7=(KRYT=GOG!ZK+1_JT?$>V%F1, M]OI,H$<%]E+ :>$F;(? A;F:6LPNIQ:!@H\K&P3[J15\GM>3T/L1,X-.)E[N^ M#:,&&_3R0HB/P(RDD#HQDV<|.-))YQ;**W?;<'@7HA\D>#A]$I]>7)KN M4.YB@UE2? K8X1J?18RK!#8BG\?3R:7R&7HZQB6O%5PI.IK;>C0F0Y*7O:?<8 M,EEMNU3<[G1A[L:9O3,*..[%Y05-3JWS*5OZ/@D2]YO-)'>0R#A_*]Q^:.:! M?(OP:OK[37UQ[DT],NEN8===P?O.K?$=);HLJY:N#243WK5WYMOC?[4?9G4E-D6>\ M#@ZS/$FE2RERD6)=8X1D!'B4^G?3T:IN*ZR@ID68&U-L_R[NA GL=$6UUW,1 M2LA$);R%:"2=%(=[$+C R)R%OVWD'303W=%]- S4QF!Q&ESW'DY;@+C.TIBDC8E!9D?880/@.I]K#B8AKZPI1#LO1.R! M!HF%KYQP9).T:VX-KELJUDB7"? 68UG6[EGGP@A#'4PM7:8@^F!,IH< MX1ALLFWL30(7!V13QY[@(/4X?SU\@XQT=]8)M((. =#D2S0$C ME*!P(^8DY+3$1Q;]6E=8)I%2LQNT!P@W3/T<>WA7^!V*6UPRZ/VVM,_7SW62 M<[!)7(;VYS>Z3A2[^#\DH$%@Y^G0"$B1"361N*S(/ZLB M7U85U?OZD2U3O3/#/!.^?)5@AR6,K;F'&Q.Y%X!J>+NCK%)&'>X, M.]P9]IWO##M<&3::515RZG^8*\,$:>/#E6'_W%>&_?U>%G:X)NQP39@0QN&: ML,.U88=KP@[7A/%*#M>$':X)^V>X)NQP#]CA'K#F< _8/\4]8(>;O7S2/MSL M=;C9ZW"S%_.NP\U>AYN]#C=['6[V.MSL9;H&'&[VLD&#P\U>AYN]/!7Q;WJS MUZ?[*1>'&XK^U6\H.EQ!=+B"Z' %T8"Z<[B"B,%]N(+H< 51$* MHL,51(;AFZ#M?,[3W M-L^GAPN$#A<([9.N_K57!_T=7QKT3WQ=D+G]@.YOX&89D^=>M_CH%34=,0'- ML7N%T'_QKW:W4.P\,][6T2^A=[7W =1U!)I:8IL:EXQH#V?I\ MH\O"FYA2E]-Q[7>EWU"?MX$F8"%,L=?;:3QY-C$IOEMZO6WM]#:-IT^? Q.>7 MX3%#Q>RY0KNEI&H.@ 1!@2S;&3:Q9#LB)QN,VW%(ZKM79O9P>N'$FF>FI155 MDZ.%(X0]06.+CW,1(G"$FE U_N, (BH56"_&G7RI-/CTZRB&]3LR5>74!.+ M.B&%+7:HH22_/C-!\VN'SWAG>SS7)72/WG:^0L#-D&K%==1FFUP3OU<1;B<3 MR"\M8VH(\MRDH\$]$Z-L:H+-)K%&KBJ8P'(&8N.:_B MH +"0&JH4:@>08B3,6JE9=A&"M@I$?]Y.(TG3R]<([_OVCDQWE>?8TZY[2FO M6IM%N^.>GCPZ&FS!94!*6FA8G(4MPX1SHN5<5*(&<#NS3 ']8WB2FW -AJ>0 M9U$=SPJ[>7#Q0(J1:7X C#U-\523PO>:I51?=_ *-SAJW"6>V#8$HSS;G X>P^&D6@C6(\ /B M@A^T"",3,7ZCJZ*U*8)#FD>71-%II;710<)VBN9&EL3J,MVJ $SRCS"]GE/U MIZ<7Q^'"%AZY#"V]4[],]67AND&N_I8^5=\I[O>YR_%NOOXN MF. *@*DG^ZV6/>P9K4F/8,\PVNA^,I-,]_N+'-6A [Q+LR@DVOIK#]Z M<.#6?&BJ-0Z)M^0UU8K^7"K ^!H?@-_G%1@)\@$G0*V)EO?B_P!02P,$% M @ +#XN6G#_P-@;%@ <78 !@ !X;"]W;W)K..W.? GH'(B$) *6P &E9 M^^OWG . !"E*=IQLVG>K#XTE$I>#1Z_4ID:O7B8'C@'[R7\T6)#XY?/B_X7-R(\I?B6L.WXWJ4 M5"Y%;J3*F1:S%P>7PZ=7$VQ/#7Z58F6"SPQ7,E7]$WYYF[XXB)$@D8FDQ!$X M_+D55R++<" @XS4&]8CEAK<2^I4O;ZST MF)JQ&SG/Y4PF/"_999*H*B]E/F?7*I.)%.;Y<0GS8:_CQ(W]RHX]VC+V*?M) MY>7"L-=Y*M*>_E>[^P]'.P8XAH76JQWYU;X:[1SQQRH? L'$!H_ZUO]5QJL MQ8M)S8O)3EY\F2+N'OMG50HV8M__!=@|>L8>/A5[Q8TTV/ :5YR7G.3Q82' M_R1J6?!\C>VKG%>I+$7*$I4;Z)QR]R4%AP>?9C+G>2)YQ@R,(< -EH9Q+5AA MQX4F,F>_#&X&+%59QK7![] ?_;0LU^ 5R@7- Z2@LM(3QB@QHG(M<:)YE:WPO M"C=6"33^DA---S@EK>)R*30LEATB*T;QL[]>7E[3Q^&S(P93!73*W(8(\K5Y MRHI*FPK95"H:6UP?*

L'3SCI)K=QN5""T'#&'G'EM:C"_3H M#/RQJ/UQS6Y/HH2UR#P%A<50[PGSPY<+7@)SUZ 53-P5P!P8$.92U7S!P%.+ MY51H[ZTGJ!]@K&Q6E96N%S#X6J9L%JK*4B0%H92SW8]5;K$&2]IN!NZ7^N M0[!\0<4LW7 5/G22]&3BPB4\7BT4>C&URF$T M4TV-3"5H@0 Q78+:F\!7DQ$ZXMJ[6FJ>&YY8=]1X#9%)0$_<.<$[S&T'1TGD?"DZ$("2,K>SW3C(.CKD1[6' M1..ZZ1'CP#]%BJ%);72/'':ED)T'2[RK-7E4&QC,&O;DNJX+ZX6BC&'#2 M(79PQ/WX[M4-OO2./7(,)F,I^2<01'H+3 2OA/V]9Q9W8EE8MI$#O076JPH] M#VJ;-6QR@U:P9'YHL;PH(%CR:28P-"C470@64WCFV")%T!KMNY][LHX(\"IB MTZJDQB@WLFP5T? >I"$C!Q]0]"Y0=7(8HT+_DZ+GGTH"JB-33%,30F03KX1 R MC(OKK04B.G""F\236FY<3SG(X!1!]|1*8*8FQC$%<|Y=; 1: M.,5#9'52D4]#VL%Z[/0@!#0#ZYN 5,MYJ]:%5G?KP+"L4+LRL_ZQO0@P*IJ4 M_OR*?I3B@BWTB@(K<(C52^C23RV@L0'(X"@@5A;W4+)@X#HU7,\7'."JYY MLJA@J(*O79P!64%XN$4=0FA"'3%0O*DTZDA4K1(YI)+@_)&4MI<*-'XFJ<@',/P08;HZA8X'4QT2!HL#<9P9815:'(O MN- %^'S>L6FG>]HRLHF0@ WP$E8C83B8UL&E"?&PB^<@8M# G/-$,&JESE M* MDU>N[9,%S,&28\(@,;)=E?!8K;&RL98'BDVEMROD6H:Q9@N\(JZ [*, ^ MJAI4B+O2!G[RTC:YL>I.FM:EM\?A%-B@1&;E3[:K!3H/I,54$._JDD% #WAS MJ8$/BAS7H.7I%^"+J8^@>-Q9AAURZSH\(%L*>&%I7BW 0GC-6)K;F,IB5B|+ MYZ)Q;H@",Q!S7GK72L.GA.$14SE'AI^Z:AJ%<96"RG9!120IGN+:>I2C)I?; MUZ5K]#?7.U\[4="L6D*--R6H'!>7Z?BJ-@90+@%? DDEX4R1F+8G(J$5Z8&N 6X M9+!%6)[7A(1"XQ:'9="I G9+H)-S-@CFN%E]NJ 45>]0RB58,L&0I6M'-"4 MLJQL@+$K=P ;EXVTK@77+@'48)CB+A&$PB&K$*G+2F&4"AT217*D[;O121S% M<0RP#NB!2$F!'W(5:Q*<93SY1!$FP40 #9"L;@9^SX D$&D[1QDN!&*:T,!& MX"Q/"![W:5>S.E0HDD]4YQ0PI()Y#*S8AEABSRQ3*W"(Q%1\2!]>@W."4$C: M%S(8M18\):3PF*Q!9J#+)^"WE[#(6^'3,*>NL%X):@;40*J-GGYMM0 S)I$;Z]XAVR#J1$-(UY.A!]MHA'X!9NDD7["L;M8T'K!?K%Z^ M!D58D@?"\2&N8\3WNO;8S&"COD'U#ZQ)>,]O>D789-3(!?(JHJ8/UP'!L_*X MR(8-"K4NIB"H0H^[K),1:"\04F623V5FPZV%5XB$W)<0U25(Q\Y*)$B>&J7'13 MH,/A:0WUWM;3U4I+Z9 UCY91#,]/@)GKVB B\J(!N3 -F(S .*,_X>3D+BQN MHV9UB6T.2%3G-&L L%" 32W-.1A,Y[$.D0HT81 /.FRJF(Q52*R#@NX-,7L M4EJGHX6:#=@_T6# [&!X2O1!9G=ZWI89@;I/[O:1'+N]IAJ7.'"")M1HD%+/B#X0O_X/5\6SQR9#2Y.2()D M%?!"@!G#*)FF/NNJNS.U9,R@E#<(K(F"5;]$-*V=L%XQX&9 1TC0X\F0*2 M0J)2L:1H ZH(Z-%C/I>7DL("TI*P,N=!4)QVG.^A/XIC7&M M%0R/ %N81,LIZM84'"L[-("[:+=H>#2 7PT? DMJMZRAWH:A;_"S'Q3X[/ W MB.=RMD8-;*-M/TF3X;^YO'G%+F^NV =50$IS/@+ Y@I];Y'"*7XF*GR@F!X7D M'YI]EJ8JB368.X>32'>XUN0L/8"!QCN1VWZ4&#*EDG?-"R13?73[J1@WIBX MFLFJ*90G @S;;JJ ,(337N(<9(:=E-V9L4+-S[2R(]!"+DWA%X8O5UCU M=1X'P&HI$PD'"*FM35$R!1 T\-_B%N1L6'(!'-DR^= =C4 M)@%JBCN^Y,?=\MPHX_8HM# LD$FAZ_+_4U#9B].SBV?,S1R%&K(Y-*5[*:] MV,.>==8:VL\&39YW91ZW9W92V< JFM_+XKJ8[:H)*60J28D[%YKVJ_RW M9EG]ZR'%AZ08;5"E M,J/29:Z\G8$=<4B:I"DM\-,"Z/1E//(S.4.:K4ZE.*4JJ.:M5GF8M44UQ]!8 M7/T+HVJ*T<.6T MIVL0GR52)]422R])@[D;2|=0:"TA=!9UZ$O RUC(D>RCB@(9PL<&K@A<,IW>8"LE\+ZSRW347GHFH0[:P!46C7ZW*J=AG) M'0OH)P9RV(>6'*)V9&H@*(*FJ-E#+/@:I4-/-!93V\EZ1;M16F2$9C$ K,/X MAY-(W4*YK@O.'M1LV\EGWJ#\DU)5J4Q1'@-Q,S'D6!67%R.*.%<8RLM;4 MN47;N2[2V4 N$.U[9^+:M MLK8?;OF"P@PT98J'BB)7"7=S*\Q=0#VQ?FIJ;+1!->\1_3;6.5I;G.:85)JR MQ\9J('N_(.K"]1=*I%4T]<4*PHY"U]M<7AEAW"6LB"(!-[3_0IJ(SC.LNAEG MVD%"0Y5_L;#C<(*SCHX,*)\K=%6Z&RYTX_P40(#^07VT#"H>?C._#& M\O"FX>&UY^'[AH_CY2+F[;0*<$XFN=F2-O\ F\Q^1B75V.^&((7;[)I58Y4B$+9+7!RUN MZPURHS+A-CQE?R7.3=['VQ)F5!J7B+I9 D*XM.?#')252T0(V_BQ.5ZPSV_< M_(0&$UE:6W4&[)39\](O:P=/_8Y(G?DK $TRW9H|>X[3Z8.&R;N8ZLYU6=YV MSAX^>+LC @ \CN,H'IY2@W%T>A%'Y^/A8ZVO797D9?C.52$WY1AUV;-#,%A> M#'UMEY/=[/VMK31^X'= ? *>T<#9I2@MA.U\^P(50M<107*,2KJMXPQLJ?9%A MMU H+TOH@B=#ZN.&FWL-0! M4&ZE\P&>D7.X>2IRX%II7/NF"AVY+GX.MD3,-A4V@8 IIG0& M%0_#5$'G9_C2E]CP_!;_([A3PZY!^1=T#;QTI+D\IDLSQ8+|+40+PN M:].Y)0%.W)U? J1'BSK6[8C@^=I#^<[.'AW&93EO6E2|+!]T*ZF.N]C"3A?9] MB]HHE3HX0(=PH>V*:^&/2A$<|Y4]/"4A5E8J=C_/;BR@^H99E3].Y=(2]2DMG*!/M M_Q7M9MY3!?(,3HI'P7,7C>BT'_(E[>S=$R PX!QI$5MZN@/2#3C_*L=*[C"<*!WK]KOZ@@2;(GAC/263BDRC44@ M7X E3O3-;I?@)%D0G@HG(K6%%52E/0^;REM)\"YO>CEU7=%-+9$^X< P/-.: M5^02<'NKLS",JWAPAO99;$66S-P?!@?4H&WJ\CEYUGT(W."Q&+OI1U8JN,8- M+Q|'N![=SD@7XTGZ6.%M#3F#*F;AC#!DQ%1EYB!(\ MVB&%0RQ2V?LH$1WN*]WO?G_5R\3MW+MO%3]#.J0QF[J?@9>V4.&D&4SK&WS'AM%X.([B MBTGKV>AB" !V%#X[OXA.3L[#)]#FXN0$HFFN",0\A*)-9GA#9-X0>ZS.]QY' M9Q<7A+.#)^.SZ"2.@R<>?6^V>:PHOF/Q8#39]34^V?;U]_KKE?U&WGVQJG]K M%?_2OY]A(E_Z]T$F-HK/HHO3T]:SX0G|-QP'S|:G8(R38=CJ/(XFH^&W-;&+ MT0C\06A071,[BR;G)]$X\ 9?R<2&N[YN-['W D^QAC!:U1N5V MN&T'4!^'0_NNZ_[.EU[_H'=:ZT.DKFYQ],CKJ_M+8?M+8?M+8?M+8?M+8?M+8?M+ M8?M+8;_WI;#]G:_]G:_]G:|OOO/5LX=TV? MBU#Z$OV54]":X4=GK<#!/=;*F3U&Q+KG>7E;I9,;&'YMJ19&W F__:Q;8]Z-^# M_C\G'Q_J7)_J?)AQ[+^R'V-RV_/^NT3WB_5[M:|WMI,-A-![%T>3LY"A|>CX<1>>G^G]PH(U\6 T.MKU(![$I]N^_AGN?SW@>I?] <7C MX% <]\60R_=@I'>_+2_L#G_53YG]/]9)^1O2X:6Y_C/4GC@>;#2"!&72-!V&PO=V]R:W-H965T&UL M[5?;;ALW$/V5P2; (DZ]2'846Q(@*PGJ%FD,NTW0IX+FCK1$N.1FR+7DO^^0 MNU(40%;3RU,10)#V"'J]0V\TL MR9/=@UNUKGQXD,ZGC5CC'?K? FAOBNW2O4JH:C5/6 .%JEBSRB^4XX"/@@|*- M.[B&X,F]M9_"S74Y2])@$&J4/B@(_GG)6H=A-B,S[UFLE\R$ ^O=^IOH^_L MR[UPN+3ZHRI]-4LF"92X$]WVMW;S(_;^G 4];;6+W[#IL&,&R]9Y6_=DMJ!6 MIOL5VSX.!X1)](@2AZ G%MQ)&/6$4'>TLBVZ]%E[,IV0W0'-:N$BQB:RV1ME M0A;O//%;Q3P_OS;**Z'AIKW72L+[U0I)F?4T]2P>(*GLA:XZH>()H7-X9XVO M'+PQ)99'^,O3_+PX(9"R5WO7BIUK5|5)Q9|:,X11-H B*\;'##I-?XV2Z7FD MCTZ8,]I'>A3UQD_H+:]_SK(LGXPFDR+_8W'[^P+NI$(CT<%"?FZ54[&PEY8: MN/YP+ ,G%PC]?N$:(7&6<$,[I =,YB^>Y>? 9Y3'O_R.QKV(QWL=B?#(6?Z/J M3@O]8CW""%X]XY@6E_"$+KPW\$Z0K*"(Z>2D^@HYTG4CS"-(:^(0\UB"\NY) M%;N"?#QX=98-.)& [MW>5X/@,0!FIVS+ @G1^' :"/SS\' ^9(!>@+9<[;4AY M)!?]>'D)JU9KP"V25 Y[H"*P#T@_"*VMYSG* DTHF $(#\(PJC>S(24CZ7F> M#=F"'!NDK*P:P1H,D? "OR3K'%"L12]>QQJ^&9SQKM.[431F<:ZF/0;^*M,Y' MO&B8O54A?/H1GD^&DR_<&!3'<_H(\&Q8[(",'Z,7B3@#^WAT]]2U:Z;>OC?)5!(FR M2^..]%81D]YL?;]3+CC594SW#=G&.J& [XKU#5BM/ O&R(?._.[]WY#=VY^;]TYS]LMW_=M;=TNFQZ<|VJD=3S^.H@>=$>^_=/]"7L1#Y;I%WAW/.>&6RL.JL854[/AR[.$ MJ#OR=C?>-O'4>&\]GT'C9<7_$I "@-^O+%O;WX0%]O\|YG\"4$L#!!0 (M "P^+EK^5TY%CA14 "" 9 >&PO=V]R:W-H965TJ(CRI9LFN=36*5E:/VTRMP!B01#V<8S(R. M]]>_/@#,/90L*>OLXY=8) = H\]?-]"3US>)^9(NE_ MGP9+M9+I,%FK&'Z9)V8E,_AH%OOIVB@9TJ!5M#|9C8[V5U+'.V]?TW>7YNWK M),\B':M+ ())\M9+F[IV*DILW.^,=]\5GO5AF^,7^V]=KN5!7*OME?6G@T[Z? M)=0K%:EO@3N9)#C(TRQ9V<% P4K'_*^\M7PH#3@9=0R8 MV &3^PXXL .,[CO@T XX),[P5H@/%S*3;U^;Y$88?!IFPS^(F30:MJ]C%/M5 M9N!7#>.RMY]5)#,5BDMILCOQLY%Q*DDBZ>O]#.;'I_8#.] <[GFO2,=>1^#&) MLV4JWL>A"EO&G_>//]TT_J)__'C2,|$^,,9S9^*X\V[2.^/W>3P4!Z.!F(PF MAVT;ZA]^I=:]PR_ZAU^H (:/:?A!SVX.O*P/:+[#)Y%U[USHC;Y+US)0;W; MW:3*7*N=M__XV_AH]*J-3_V$_91D2HR/Q4O13:*X6DH#OUS!4CI0J3A;&*7 M 67B(C MU&?!&C(>CXF>0 MZ5J13XIN8(^)$7,=RSA@>F40)'F<(==3)P_|/@&BC%BH6!D9]9,A."V=9D;B M7!!=UNO$9.6HW7_|[60R&;WJE" []/GZUAUS]|\'MB0O$K?)N;TECZVCT'[!6! M94MR$\.<1!@H!BG6[*[,.!PT/GZ5BO/WGX;B9Y1)6>6)&!$ +/C-"E0#=R) M%X.^':I;B,@I4 =LQ96"!.0)7X3X5YI$.B0ZT@S^P?W!@W-+'J\9AT2_44L, MKC C"#=9*;$;)6FZ-Q0_R$4>2_%/D!0813Z+%(2]JG* (CR#2,-0468%O2$0C80(7H@3B7D0:5BK5DZR$!#L6G6/PH3;#TYL=* M[FF!T)@MK1+H%#FM84O#) [/_K[/+.O|*6YQ.AU.8+,E3F&O0_'O\!";H/B,? M>9=6@^HVF,/ZIL80Z80X!,|YQY\3P%>5<"A9?9<>'M^V>"+5T]$X#>HS.Z_'CY'JA% M,25FX#Q<9A+RC&)-<1M4N;3H !V N@V6,EXH"B5=|WGIL1Y0<$?G4;,OFAPS M'K>0EQ]9=4-2'<*AI3]05$/2'RN.ZG2M;#| <'!Q/!D>C8Y&B-TYKC"J4-UF! MTQ%761)\H?D/!M/#T6 T&HEW:/:_20-A*OOF9?/.Z!"F+7C<(0Y!\OB0&X0/ M1%(;]^_!X,E@,AT-#J:3AS)X/#@=30>CH]-O@,$N<@.^"&2Z+#,N'_^\5^@RN.3@Q/8|A_"F+7X^&M;<[.*))]LP=NH9.WW"|*|_M+C+-0U*A\?A57V+V(6%H= MP@ -55S+*%<(75 5Q2[.[I!(93\.C PQ*)0#36U;E#B 6S,$4R#^0@!> ,N0 MI%/VW35&66!>]TT:GEDCJ ![#P'@ @@Q*27,HH2ZUO6[&XASP&P!D^#G]*8MP"SYWD4.;Q%4]\ M1% &6)DFQ82U96^2/ H!Q)*BPP(3X/7?NSRR R8(\/(,LJ,X1)=:$YW8!;%' M>>C@_J71U\CCRPA,BG;!:^\).<\L6OX8@S\@W)(4(:EEJK0E MF3:]3*(0J6.A#\KC(KW2:)3 %6 0DH.Q2X54? T&FJ%T"RH? 15$)@F&6A3 MIQ!3^HAU19I(1 MJC]RTLADX["!V+W=$YKG#R 3IGAK-)M\;X@GXS]K:!"L"1DNL@.YIB!7?#&> M@!/ U)&? $;L2@_#O>8J\1??"7V/:%>IKG3*C^S_2LM_HQ*SD''Y MB]HS'C%&^HO:HP50*),1I)2=&BVN]"J/P"P4I(N@I1X5.698-G1H>Q4M824" MR_R95?+FHC#;X>DI>:TNBD"S,D@DO!!>C$>.C1U#?"F"W9@KHU".NC)B N@ M#>:"HZ M]+DEL92 ^F9*47F&/3A5+1HS= (A1+%44.ICWLP$-!MSBL8*7.@;A0.X!*BMI*TC36MZQ&:U] MA;.NN-Z0Z_:#A&#,KV4T1V/B>94\6IH#-" *A)#^%R+D?FYPB 736MC!Z>Z* M2@DQ8"X#'6E0*^:$"]GR6FKV(57L-BP77"GCPY(Q14]7-2_5E8%A:9:V9;FR M(_95G*8$&XZTS(KLUO^4F(=8_4I"=CK+,^|P$^#5PFKTH&DCU($1J@PZ[9]ON:5R3)$5>IG4E!J+X M8.%F"?.6/*U7OKMG8BK8H9NA',P:_AJ=!Y9EZY0-Q2 *;GE*D^=YA .6N<>BO<4W,BI4]U?F967 MU@=MTFH!] [+PW.AWK%DJ/.#9_!PX5Q/6?_(^'G"X ?OOG45)V(C$+(7*9")4 M:6#T# OA>'EC4-U"]I;9.E"D9"&APC';5=>!UY@.90A17 D9CUHT,(-\E#V4 MH&"&|9YHB5A6*KO!*:N!-7P>2^-@TKY#5@7(J)"VPDQ*$(@DDBPEP(%.A:36C*!,!"'XG$6/8Q+QR+](K'F7#X[@3636A5S#7&CW4I! M2!BM.@$YS<,<2|O).:RIL="@ R#%.J(NX.;-!72PH7N2B/P^A_30GZZAN"Y4 M8$_+QNX(IJP=2TD:QTI4AC >I:06!W18,_^? Z3CCZG:#CQBF"?%HPT^B.T\ MHJH4@C:Y@/+9=$63RY#O9JF#937X..0#F2?CR_Y5V_;NE_8I@|-XZ,W<^720 M&'#-*$V@"-0'I7B%:DC!G0" U68[VAM=69T+S:1J$.RI([ENJZQY]1O4BWCE M3=>W6*V]L6(S#73?C'6<4GFV-*_IK1/9H_VR>V]?$"P>"UT-JP#.N8&=>0U% M4:KQ6)VK8>^.4XU>K'P_76"JV:-++B9XY(Y&Z#9% 9'@:_461$-]]9Q#OA1DSK"M(67MO5=&"="MA5%%$T _>? M9]Z:/MO%JN>YUIHJSHF4UM7=/Y=I1!%=%?5'\9EI+ET;X8LLM7Q[QL*%%+0J M\EHF;E$!.WX|-]-D0:"S0%39,?31E#:(*I(-?YA(L"E6-Y&/!;T\M;PD \+E M4[E2OM*!4LG Y7#YCN'R>AW=;0]9%!?QA%!!JE.]LY!AV:/!S.)\8?I<#*TO M7:#L[$$O'%A&SL[',!A;BMKE8/X .Z* (7G#AI TT^#L,;26*P3WC_/V<,]/[M'I-(BCMG>-N#! QT0SR5T:983]Z(V.)1X>#HA#GVP-#MA8PI7JG6$2KX66=I M<1!3<*I(TF'IE?*

*RB*N3BH#.^P$*3?U9T+0V,6H%;AF_R%7U_!DP,(@:B9\#$ M0+,]4J'LVQ] M\<;^:,]$&(B6G44U.MV+S!:6]4+FIX5+C>/5D,2D^P7I' M[M-9OD"[F)0N:18W;Z=MJ #E'1IU0T] '\TY:]K ME]]!F+Z'*TJ5/948/PQ1@:.>GO"=&()5H9$W\8.,AGA<,,G>VNW 3N5RR 9H M5/:NK57,XKKNO:'0B]/1(R!00DZUBGW*.&>&3B^T);0V3)&1T[5-#%W8KQ'L MT\=%>Y?CXL%'*3TF,DQ(AT1^[3K!L@32C - IJRI(DR60)@N01C;JQH?%3?D2 M;"K05 MZ^MJXW5[P;BK35T;JMB.,,ON+]> C"_ W?3&[FU_/$J9;.;(WK'0&-*_5EQRV M]W*3-D]$I[[7]O1ZKN?9?-AV MG9N*\4W3[IF4VD?LQ<9)N4W JYR+/OXB@3V(QUK\X;3F\%K92R$#^:)#>_6H M>]7W:1Q"A6AVH%8.!9-9R[T'K7I,+G6"UN#*LTBGRT9G59M713]]KZL!U(+4 M9"?R<3]J70YH-UQD7=UE%27PEK@*&(2;]P>?CND52Y6G+3IQ$./'WIB[^8S MP]\)Q'37XDE"L8N7]PO)55]9OC'!1_;/F59;3O9&GH[_(A]B:WH=Z_])T:[MS;KT;86^/]X]2[U_(W\0W? =GE,4EJ=+!574_&_G/RF#3767]:;1KU#H+JI4+ MZW4TOI@ATGPQWNK/+:1J9! DT&H>S?;*)_Y4X05J?3 "]WYEG?GAKMS;G>R5 M:@DE0K]\JVM@:O.NF]E1=;75-KV.JP9X*$XL(Y^#@<37'!^0X+=[TBRA@ (> M*=!KK%URH&]4>+^Q&ES7G;VN\M'#>4Z1NQ6<=,?J+'%:5CBV#@;_!1G(50X' M#AZ##:J7!.;WPP(/O)I0@0;3YN6$I[R*L/$\X]O/Z=NA1BFDT/683C3Q7&D^_M"P)WA,R"?Y_FUD<;R5]S$^0!-S\&C[_Z\8LWV>H5X5;9)7'M!2!%06^*Q(K MZ>A4HA.N@75(W9U Q?9J,F\SV1C[@A'_NF('R("QNZX"/=KA%.:XVS;.E%4_AW?O : X7Q;U(P#K5 MEW];%.^FP4YCQ* MQV(BY*+V,.8^@BR/]7:PW^=1VU-@1[)G# M@V'6^[SSQ2T>V-=6\.T'" <;7<7"WKX+I?/N+OXI,KR"IO'FD>8S 1;5]J>L^ M6SLHG7D<_6?VE^K;K]G=PZZH5*Z9.H%.QI.V0QIVD9PTV<89U]YCV_KKK_.9 MR8C<&;U[+1VV-9;W=E@_M+'_NW:DVV[]K9=>]NNO6W7WK9K/VN[-@B-5)L: M61'5(LZ-\?UB+TL_N:PR*) @&" V? V4"4NQZ&VP_6_%,X&ZOP)'H 1II:KFS MKH+,5LHL4,>8%\XEUYG@JI,0I5+<=LJOVV5 MW[;*;UOEMZWRVU;Y;:O\7Z-5WCORUH/";0O\M@7^FV^!;U0B72USTBQ);CO? MMYWOV\[W;>?[MO-]V_F^[7S_CW>^;PC=C89W[AE[RN[W^G'G-]4+O^V"?W07 M_+;_?=O__DWWOP^V#?#;!OAM_QS-,!?N7NDI[:OC_^7G?9Z GNJ]OZ$QGUY MUWU'X85O? #3+XVN**_!KY\WT_Z_]^'TXK]2&3R0T%M\VYV^;\[?-^=OF_#^K M.7_;;[_MMQ?_'?WV;6^].3Q^<,_]5P"ICK[#Q^,HFUFW4F%;? QI.MMD=UB"D MUU+%/I>-N7\M_;E]):?7Q$^\;&5@V\/^RZ-/[@ M6__#U!+_P04_" L/BY:Z,ZD M=;DG_"?FP &0 'AL+W=OKHMPD-? Q:KA]7VU(E2_IHDSV>CL=/'F^2-#]X]8+^=E6^>E$T=9;FZ]J, MJF:S2,("?SO M5EVH+,.! (P_9US)-*7139EW19W[P\.#N(EF]5-%G] MJ;A[JV0]!."BR"KZ-[KC=T_AY453U<5&/@8(-FG,_T^^"1Z<#\[&/1],Y8/I MOA^1UF]]5ODA5]>)Q#5/@BX\7,MQ//-RT9[@G MT0<8X*:*7N=+M0Q\?S'_;-=WU\.?S^9#@SP&'!C$#35"/II.CCB+TT^BD[& M<30=3T]#"QK^_%IM!S^_'/[\4BW@\PE]? C*PFA.SW2U'!FRA(^S.ZC;5+6]U%=1/@T4^LDB[9EL5!]"6-5H^B\CE2R MN 'FM2U*'#|:)K6*H]H95-_K:*[&P4/RJ@H:9HDV@*X !:,FA45P+DI MFKS&Q^ZC,@&PHV+%[P"(,$\F6>*U@5\NBIR^!4F]NIT0P\:(-R2@(!W;U/D MKQ6.@']FOJF*- ,Z0689K9MTF>0+!8\2@&BYA"VH -1DL4!8<$4@%Z*%B[V1 MAS/U#<0'?0+ Y82Z)4VT*"K ?:DR6/L2<5@U@*D.$N,H72%Z1R'*_IM(QZ/S M4T/GI\-T_NZ_QN/QY.SD[&PZ^9_S3_]]'EW#\@%9572^^+,!M!(!713E-GKW M>XCR!R=X*.7_G8-=_DV#>8B=&<3._EX&,CP M=_AD;9+ [:*[@]%8-'(9F"[/#F;]%*1$0F/4+]#8XS$6RA;.91>^+)(?Q880(M^4"=\1DJ7?A+AG_;E%63P(3P' ^>MT8$GP#1*Y1%GZ]+16".VNN'(2H550]. M,A X8J %PR;Y"BQFR]/!** C;6 :@%9]T]BH@,? 4R#HV]BDAPN6,O!B#:_.TYQ&'D5OBSL%^QQ_Q]8P]UYJ&G)1=Y=F&0F1K2J!W".+SO:*9$%6 M)%S;G3UG5,P5+ ;V>+52I$)'R/FSJ.:A>1E&>&RW6;H@&9,5BZ_'0 4 0%HL M8Q!N*>QAL8#!J^@P/8*CP6(-&K]N7^T/20H"E9!-$.X6OO50US6SS$P0U(M\Y3D8^6B$-Y6*(#2G(3V$B)@I)_I$_&(,3O@>Q7M6#,W^H0+.&M_]S>L+E* M>$0C-(W$3(DAY&+*&%3 YN%Q*DA$\C'I(=P1;*R"&< ((Y&=YFS0$=2_G? M<, :*+N$1O1U!Q)F' MH^AC'GU(_,9H2K;").XB9M5DJ&A^4^4BK01S/G"",B9^[]L[.)B@4*=+F#D, M$^[LH_%H.D:FXN$B)J5X"XC_!BINK0"(1R>C,5BS688;) <\6<,^KTD#IXE(MS@9(IP=Q+;$#H)S,]@)E-IKV@J)//D!T3XQ3*,7'*XRY5 !%J5FUQHVW0XA3 M\]I*F;&)?0^.KPF830P0HRI;:E_ETU5@RS@/:B*#- M,K"("!'C>K!&8,Z+ J6](E6]A0#HQU7U)4CP9 MM+ B5YVA8=6TG2%&PM]VR#M*LJI@>(21H1AS)A/S$&2+0L\ V85]PO<950 M9N,?(K(#K:#8N:D:0059ABXT! $P#)KS+J&5XRRDS[&0_B@/Y(0W']2(QGQ M=1G[P9 O$MAG(0P\PF5(1,9,^BEABS:JC#8%<8*2=!#XG=9^!PP%WVVJ'NF3 M&XD?9OB7#7-:% VDDT2&]=]"R)R#A@5'\J)3U:P.CA ZSS]7WBY=;"GHR?F M8#\(N3ADB;,GR%'^_)K>.+KD(BG+>_P,70-FVRKF^O#;19; ZLX!-Z!,)^6] M? N0<*H! ;835_M;#YH)2&O[[I8&UB4?H-$;#';>OJ1#SI$#X"$*]P!65(A0! M"#)G-'"P9UFJ&M)54-6Z08[$&BCL,4C_O$IX/ZW+ ##E\C-''YK? $UT[!R(F M.H!9GHB")JN41=,ZY$^L-?FKT">)M=R&G1(W<*2UP#JO >^,/_<[U&2NY+: M78]&.W)D%&&3>/KD+#Y[.O- 40*,LU@4:>.P>638AADTH?W02GYW-XLETAH=,_MYAB%-]7J-\!#WZAYV2#53$[T%GL'\CWH8A=%')W_D40?5+E&A;R9@T("^W8! M6P8+?5=E:+.AI 0B=XC]6 ROH\Z@P,+?Y8L1#GT)JM(=_MUA2-&5;R0(@G*/7A4!%[%-:+;%?5!9_^:G8E22"P-A=E.E=&.QA&2ASB._LL MT,.(G#NSA:G'ZKI+!FSP011FFU9?13O:<3]T01VC(H0 TYJ1JZ CDO@4V7LY MA;!<<;8J0-+?$7.P)[_Z,9H]ORSP$K9!G_7DDN(T64K[O*= 0P*/*K?/;2\ MZHWJ?JT](_ !;%FQ9D>TT8@<"'A'90S^4^50H_Y"K\.!LVK*V_16\T_YE&=D M6WK-3YD#&X^PO!BS)]W7'MSA2;W" MR2#===?=._/3_L!,]X,>&UX!XG:#=3]9_&,[*\;/,D?>4*Y4ZB+X&A:\]2F;O M@@& Y^K=U6OCY*FB0U3LU"K-M5IWY/FKP88'S1CA? Y^NE(UM?$C0)QN]:?#@ MOJ^7>ZD%KGBS WL Z0TJB4'#N\KK>'BHQ/OD39I M7$23.P*L=U[O%4'R.Z]7X_IY=.)P+5$,$%P!56,1J N)_#;D?'ZXFD * _O MC_1\N=(ZD.,!2E&=7]Q0C!)797=TB"6U&9(67[[H"AW_YWSVX=SV'?TFIT"" M,FBH-;7+R&:2DRUW" <&5&\N4WB;:TZCN^/2+Z(=N*0_*J&G=I8;BZFX2(N1UD,'16S@SAC0/ZM1CI))>6]?@;:R\?=Q)=K%E M#SVGVZIQ:0VB!8[-A QZ(;B M-\RNOM^Y_.3;X,.WCY^,>-R]8PV=U^-L[]K KK(^$C4I]]TH^>. M8\<";Z;R?&R]'WN:F .W\5@O0159D$U)9V6U@I./:F;7D12:Q0/C'5.Y,[5V M1O325<8[%/;9]FVC'=]5QDG&AIU_QDH*+,$$!8OH%E5Y8$2KY+:@[7.]5FY0 M@/W!: A2A@U]*!%IB9EME*H=KVD;Z96'0D=5QA 5L.G]"-%H\OVB@AC%_#YV MO"K#.*" (:OLW="6U4M[)+EH**+E4@++$G"Q 4TF7S8;^CLZJ!<9\W& I%BD M(O;8;.:=0Q_W\3+- &OVH2=IE]#IAV%&9'R7)IM'/@=`XN_-)DG/NJX^8! M!>UU,T?'^=;'?LA(\B*>1[&KA9OT!#XC9N\.[S5;8*OT>FYRL6RVKP0,K!^_ MP^>T0=G'J,SLC.U6T(#%*.E[G.?#V;U=0*Q5A2A<,7IKT!VT\Q7IVH+9GZ,4 M1HKX'Q<+YFV/N&>Z6#B>$X6D3S$T*AT^2MDV@W?B,] <9XSB3C,T*=U$.H MDUKP4!^8;/NP!VS (\3[=7B;^B!A5-2B*06Q=ULL*)M%I$*VM/B>3;;XJK/!Q)+3CHFKQJ+9*113+@52OGL M,. [K9HNI$.XAOFKY;*C$JF=CQ$_6X<&6P8=$>][@W< M!$2D6,YA\ V!] O2CI3\.P65C0"$CC4#8V.>)$XL/IUZA'U#E2.F*NO^.NPD MCQ[UI1H]6&UTM"%WMSR2Z94UKEX4?]=+#[T.1#+T/:2F-K30T4U;)W1'O+'_MQ+]!!&_(84NP"(X(:?&G5Z9?2/:=HG]5RO- YW2F&95F2"*6.)-YX904.)1F MT4&AS#D'SL6WO[0F:5\VC\@0++^,-DGY5=7&.R,)/FKCN+]7\HLM?#722LZ M]=K3^? G1);QK\4=')R_R8YM#M,<2]3ZH5'ZZ=3O7BW49Y[@-8V8/8YTDO"B6 M(*7GYC]FIX8Z0*_#CBU$0@Y5FW'O)>6&#XR-B5:- +T!:4,2]JB5*42I4(Q(MUKN&AR&5UR?/L]'$9*$=BIN02\6DK 0VLEDPA)QD3&!Y8"70]T#.$C.'19.Q%ZKQ$5L?:\=*&<'1Q.E@&2Z#@8?#R M@&!V[W4^#Z4Z7K'O0D,N7@)QME$ E#Q>>T2::1E^C*V5?M3VE'CL.L"M/8B[MV]I>.N432:;-4FH1AFPD'C%O*."%_L3=&P5@^FALAXE#Q+)4P&F-P]EA?EX6 M9A^W3FH_&)R F9NLE8-DXQ =&D:3HZ>SM*#M$0QL/.M$>1,:D_4,,D"33< > M0R?0AAFW'&NS"]0/#,ME?4EX:'_$MV>[.#-KOUWU"$HL-S$*VKR[3PNB):(0 MG:-U]VO,ADJ@3'* G2S%+[.4XH*FBH#3'L2YP]0-[UT+\SH]3(X.IT=&FGAS MC#3V:![*I@U]+4(0H0*VGJH8GU4RKEOZ:EK9 MZ:EA/6W'$X9*9U0I7'"'83 M7ZBF#;^]'%,F\)T[S!MD=,XAJ=Q20?&D?."3LDOQY; -@XR2VCUE M-D1/>IBG(17S3)>,$]6+T.'(35 O=H#J:+$1YHBDJWL4J!)HX-6?7U]$9Y/9 M\>G8A)\N%9D;H"FPN'BKEFL1HI/)2: M?:O@((,[Q@,DT8+#\ZMW%U076+7>1S>Z1/7N!@;D-@*U=]XXD\N)W'MEW01' MSJ*5.@+3>P 032BB2PD8P?I:1FZM5=[)UH.?][.RT!8*R7J+EXQ>92H0ZW*'F(G)+< M,+:I;%)+? YA+Y;%L@4Y\ $2HBI(E=>+\)LW33;.!$:!]Z@@YVK^&2*W+P"@D M!K^\&QODLM>C\G2S ;/>*"N]AK@Q_(M 30US M#@EE%3IBSCE\IZ(DN8Z94K_FE5XYE)HBOP8>73(ELJ+>JGB=QI/I,^WQ2&[! MZ)9V+VUTZPWIP3(:F[3UCR@$02,Z'- ,JRFX>F7"Z^QZ$HM57-1L6&^@KPA93 M1 V.$E4M%' '6"T[JZ0G1-[CC$"4A#T1MM8\6%>F2V%=DZ;LH'-R.CJQ?A6M MYXKX\^(J;.T<=P?P1SH8$/)),%MZ)['UE*> MZ77$3O!2Z)],XYPM4_^S23P^ZY2@[^4F.85RPXFP#DTP+EQ0'C+EKH1;6>H MQ3D9W.90,@=;]ADXC:-Z68[QY+M'"A/I-6)OA68=1_V,Q0>T(X+%O,B-%S? MN UFME89/9J.C9?9YL !.X*-VP(E6'_,Y.0'6'^.?"J4? \Z9Y+UU+KTITGY\ MU!VQE0@[<%H3-RO#>*F^Q]5ILX@ECBR^;-<% MBKDS)."HM\4\J5(JLZ .92CV:*UV@:VJB[U]N1J0@+^;]!*7*& >&V 2-D1M MCJI;TD[(-A&FUAELO^DTM HED W#B.4WU9*/(./R.%GNAH$W76%:I2B5Q W M<2&IB4&!IAM,.! \89N92I]RCK6()0R.QQ.X=,WL@Y""!M^]2B3%)@> 4/QB MST<9#+XBK0&L(.#K=?3H],RJ"DGE1EP>V=X?A\#Y2V)R2)*4,0/KYY&/V IG M'&6@-R8E/_'*CLCR--4?NF&!;LC48EM'N]3 *L;=9(9O!C8 SAN'!K>5I<[M;CS*F]%5FB@.X$%LS-5-DJU:N'3S M5H@B*9:ODQLKC60*!&4*#VDXTU$/9[;ELE@T>XH^O3)WV0P.ALMD6E(OM.N+ MU=3*-:+,AT9:^IB0R+)>1*8S%--2)U0A? VL78L5>JSF,STBN@7%010KM.0#6C!.4W"/I0!;;2^ MHR15-Z]32SV7]#NT.G($0]8RE_X!9A2F^:7*D)]/$JU!$879[X,'[6=Y:$,' M/6043DCIS!M'?Q0I9963%P]=KHP$ P6?5N/$=$(.G&B9W'?]6Z&]-"(PHC@[M1.44?G^7@6^8R,[I>6J3:>58Z XM[TM">A> $8J.7#]B[$ MG>)T\A/J6+J-N5RW"^Y0<'JJK;*3RY85V&5*OQKJ+=IN/-=2GV-OKK;?W%>' MW2]V4P VZ9)@!Z7Q.1C2=E!IH^;!-.DNL \.K? 8F>#SH:'=RXMI6FLU@]63K M\(:$COS@%WO(V1!)8?]!- *:G.R?Z%!JKX]/(LPA2E?<&UIK=;%^/-D-|+4> MM9OE=_WZPC8]56PRP98FF2NHS6C.KJ0M(Z%U/ 81%]@KV8?^WBWP7[XW626)PS MXJ"\"PW]]J!'*9/.JP8*;5&)9W!%RYZ;%'DF2H]I[NS416M%IIGR"2<@OV4.X M%A1M(_'P0OC>/.?L)?EN.G):>[D]$=(-FKYNQ.76;?C%E#8.H- /*PLZ&7LP8U6+/LLJ]%QOO7.G0*K6UZR50[HBZ MZ(.L>UN&6NMUR&T4O6%_9+S+4NZ:-[U(E=2[W1T3@"&C*I#8[F>8%,P_K'2R M1+M)U/ 66#^=5/524TY3\!OHQ^9 =^AW<-F[E*TM+':4!A6A,*AM&>"Z]5M] MZ>$QL+^<%(! W,? Z5:6<@C,;Z*PG)4@B8N7H(SMY(F+=:038'NV0:E"_:5=R M6'6,V]WH/V;);?23*M>A.,3M>:\J)RK &T:.FM"):AI2PENM^\W<% <2[DWB6M!> MLO/N?0_TQ)I,OZ,GUG&@)Q:&S,4]:'31R:S3Q?\!7O"!@]I2 L2_LH^EYYI? M.(G8 M@I2Y<+[D2CX*+7.&%Q8.Q\JZ-@9 R5'A#Q>ZA[/:YU-U&A>)Y)CEE3[-@6]HC*F*;K+@$ M_3^K*WYN&\^)?X]%SS+FRNFHUWNS1:"U3^\5&U)P;^1\+Q[1URZ=CF!,4(!@ M-='K;[5?3T::C["VTGQ=H #2;94P):5@ITK/R MF WNJL@\XZ?=L&1>8*&BT1W)GXOGB%EFA[J547+-"]H<236?2@)\M;RA,# M? **:X16^.OG3;?3%HM"YUYC,^#X];KH.P#&64"^_/Z8;/;%:+=31XR_0HG]E M%3SS[W6AFU!TM9HA"\FF)L\>WP#HWL>0EJU!VF58_ X<+NR[TOZ:,CZ';OWH M84Q[,(W1 -?8A^?<46"EV-:"ZI-GX_AL,@NAC#$DKE2O:YE-PVI7=L< MUKN5/,"MN95*CT.HB9^> <,^0OA8VX8YFG;6W.@CMO?;V=%]XX[-@;J0I3@&@ M9D]&TQ_TE#VMUSHM>7;?KW_>&R?(K;]/O%# M._OT9]#8492'>ZW+7Y:!HK1P('OW_KMC#M;;9@#9=**6]*Z/8E(FN\S24 MZ^]Q:W?05.R>HSA0 >5*Q3[OV*

M5M"OVP]9DFY:=>/FW.DC;]IS!LKA.S4R7(?AGEW4(TS[:)M=XZF?B=04)"N, MN-"%MUQ9=9@&4^D$,8/2ZT"/C/ZMXT7,CUJE M3 B.69 ^V.V1^RN!G E(+'9]/WN<)=@8)T=%]$O]Q!.4,6Z=P]SR>8S MT#.]-VSN(S_V=ZNU.$2'OB&';K>B#L!.[Q&.7MH|ASY[HO#!5<"F NLPS*4L M5)W&"L%BX3WY[5^ONCU^6+WMB+MBDJ=-]V_]+[FM.J>@BX?_=+WKN1LF"E>Z M[@3Y 16NH,*#"$)NW. (_%"1Z6&7K*/JR3T$K"0WSD;]'[.UECW"@7C7N+5C] M!(II:?Q"^_$VW(M]"E>]'CJUEW:P>R^R5(2G 6SWN6EU@%V35|MSVDE7Z& A MJN<"]%1BY#:E@9:YY7?4DD?4Y=,@>7D6Z$Y6AZM&=.ZV[?QIHSQUM M?)_.O%A4]&3(-
Y/D.:YNEU/&U2P^|#MNIJ/NY$=+IGYNI@]&$$K?4G#O1/*? M7(IS('J=B?@TI]#6], ^7?Q1-F;<,$&XI77'+
(6[VW|FLBKRLJN3'[A(PCL;4OS$U_OLKW^L+-!*=MFDRE5K1U^Q? MU4G53?72KNVD)*/\P)'$O,9#3 M@&Z_-A)"UT(9%_-%RZ<:A/-
CIR+77*^1 Z-8"+8=/1(EY%8\B)3)J]|\+CA_L MNA@J=/,O0.M/F]1A'AF#:9+U[CSA (#?'E+75;P%O'!$'N_.TS[R0Y,T&PAJ
MQMU*M0"U=NYZ:<6OYB ('/6C6-I.UK7NW'A MZ<6.F5-D2%>\2"W4'H;TV:F]=]BY*+!B"8^5:1VO7]MG6Y,74&H/N.[&=/S1
M#?!STY8LX)]R/#2/IL]&,_>ZU#G7G-F5--+W2M!N+*J%4]7-,![MO_2# C@*A MED=11]-[>2A [_VI#T[[^
])GJQM>/'3YR_RGLY6QZB;BQRW$M,4D=B5NFAY MZEQ4_1U8Z5L7Y?* :ELWHO2GKB7>7Y+]N8]IIQ55T"^$G'T2WK&Y4?
5,04%R_>O$XK>"?Q:L7 MBZA|>7 Q.XBJEP>G!U']\B#-,2?MNBX/7KW M^KHVR;[L=H" ;X\(/Y?WJJ#
M5__^U^3)^'E@L,O!P5Y1B>6,F,UD^MPIMF2Q;QHH+/"LAY+:/ON>_C<%\S-' M7^SS7'JWL?
6\P[J*M'G4EB_R.;_,\TM1DKM,D_/[(J%2'9#?Z 2J,[6TX5]_ MK5@["#\4XZQZDOY\C:7R0L%M&#;)5R5!&*[#Y)@V>]I,-5S5#78QIFH0\[2C
MM.G8R:%AM;\ 7JLGTH MOL.=A]_JUDP/WQHWO[*%.C**2'^B?(7(HK.;YT$+ZFV=5Q?Z^GF31**3JIS8 M7+?
SD9^EI867:F&;'K63I/!G_VC%(=Z#KW6NBPCA/QBM:*5*2I/I "3])_JD MDW;D[W0(EO#.=XS8N4I*"5A(FQ-S-76/.])FOILZ5Z,
[=W2@D3V?'F)\F$4:CRZPD$=L8HFXR.*.8J5("A!_A2)7RV/A[F'5. MXF>S3NL6/ZYH"C3PGV/,6M!RK1Z<4NKC@N[9:O90<
MIQ+7$#H!R,ML+E)G5XCN@&->I;FE4=RZ+9]_\4E]O MY.'&VZ'/["#AU_"N>AF;V/?@^)J V7LVE$=0%1FN*0U61^F3(RP1E8,>PZC5
MXLY+#/06Z*06?C2F)=^9.?6]8\9EG/#]-9(VAPDQ[8%%E4DI9MQS2,(W)CA# M\"Q;,^EKI)[M7*#O-@6P7')!AZ8$ISA+
MY\)!W0)2.*6(J/0XB):[[NCUDG MVA.Z*"HIRWOCWNAFDO=% AS6X,0C?H- MC.KEP>3_^2L,M7IY<#
[Y\7QZ\!B^M*^_>H&].T&RK<'8!JFX@D_'HZ=@5!(! MZE_J8HM#1O.BKHL-_7BC$D .O@#/5P7H5O(+3G '!AN!]^K_%!+ P04 M"
L/BY:"3L,W),$ "T$@ &0 'AL+W=O(6;91C0+Z9>[IZ[>^YX)W.T%O*C2@$TN2[R4HV=5.OJU'55G$+!
MU8FHH,0W2R$+KO%6KEQ52>")52IRUV>LYQ8*YW)R#Z;R\E(U#K/2IA+HNJB MX/+F)>1B/78\IWUPD:U2;1ZXDU'%5W)^O=J+O'.
[5"2K(!29:(D$I9C9^J= MSD(C;P7>9;!66]?$1+(0XJ.Y.4_&#C,.00ZQ-@@WK%OVUC1UC67 %,Y&_SQ*=CIV!0Q)8\CK7%V+]
(VSBB0Q>+')E?\FZD8TB MA\2UTJ+8**,'158V*[_>|+"E,& /*/@;!?]S%8*-0F #;3RS8;WBFD|&4JR) M--*(9BXL-U8;H\E*D|5++?
%MAGIZ,LNY4F1*WLHD*S&-Y#+E$A2YK!>2-*G2KR?9E LD=_=EC? M\P\ N!AT%[G?1O[2/XCX4UV>D(!1XC,_W.?08?57$*.Z9]6#
^X$72("BQ<^ ME(CSGQECWB 8#'SOS^G%'U-R&6=0QIB,:?RISE1FZWXF9$7.W^W+P$$#IAV<
MJHK','9PORN05^!,7CSS>NQL7_2/!':'B[#C(CS,Q:,5Y6$[OPH-I$=>/$/* M_3-RG%GR6PID7B_R+&X5EL!U+8'$(#4V4NQVG; T;441G7)-
N!$1V! 30 D# MOP""G=8\(&*)0H#I+BI>WE@7^V?*R&N)78*7"7;>SB\C*N*XEM)4C%%>UM8%
MN((2VSR9*O,0:QZZFK<86,90+$!VI4P-%BJNS4] \8H\W16-J"](:.#P.N8 M$BU3J@E\RZ,J9>HV>(K7J@+;N/.;DSW$94K5R 129@(Z+
['D>=[*O%TN06;E MRKQ&&LK-(%AG.FWBOP+Y'<]SH7'*: +7(.-,;2*1$(M5F?W5H!_G/^&86H$& MUNK4%@T+SOYQ_4B*FDB
$219X3+QS2R+#*&/D%U!94%V L%-:("27FNJF, M(SUNH;\9T'X0TL&P]RV9Y_66T6D<2["RXGA>"E$CXRWD@'IAGT8AVS'UGF/B
MI:E#G+,@3;=A%@16 B*K3\6G/ZU$_8D?[IN_5N-^A>Y%'(W^ MO(0[N=C:W^CO0[8[>CTOHJSO46S>]PA./N
8MR6)'UWXW=+Q_3#N9V8UQ*TY MH,.@_XCD!!WZV*L/,&R[CM*4E MW*(EZ"/O0[.9=L+97?_%\+J]AHXP_TL*X.Y,N!,E?HS0X6U%
[/M,^#I@[PS8 M^[O)X)B>LS-7VTE]7GLA'4;-0#@NC5]'Z>XHW5W_D]%ZKQT\W:C=7?]/HW=W M?;Q1_(3]^0E'\]
[NW/SO8GH,RR$UJ*PEREPK#$C@.^7 H?!YL88Z ZJ M)G\#4$L#!!0 ("P^+EHV%,!5*04 %H4 9 >&PO=V]R:W-H965T
M67)%Z;&$B<%U^^[O==FF,A7.^4J.G-TMA">!K:5=^5%D46E K5'R;)<;\04G>FIV%N M;J>GIO)*:IQ:
<%51"+NY0&769YU!IYGX(%>YYXG^]+04*[Q!_TS\8L'P0^2ER[G6?@2!;&W/+@*COK).P0*DP](PCZN<,9 M*L5 Y,;GB-G9FF3%W>
<&_6V(G6)9"(XE*GT MIWU/T"S03R/,10TS/ !S#.^-]KF#GW2&V1[]6;O^8-@"T*>8MH$-F\ NAJV(M/U>Z!Z.D"\-D.-
[G4+OZ)::D/@CJHQ9W1EN>1P%O? !O=O5+DB2#R6@R&0[^ M.O_PYSGPBQKF3MXTV#"G MWH"6V:[%',R4<,0\7-M,:FI?S?
RUAK>XL!5/#4_J[.F"SY%6IBB%WD1H!U2: MZ6VT1_TL0RPP@]&/27S!)$65IS M+ZDAH=K
=^/NZ&C2G23C7G3QXFL7F[';B9BA+*;&9D"3@-I+K\@?;\!HA#OF MBKU D>:U(N2H,N!.JA1U%.\9A<07M71XM7AD1'@0L$*-5I
.J1RI5VQYAY\> MO'OPJ&'9?.$RX>@,\L=B%U^)K26Y%ESW9H5DA%@D97!D5B&D0>U1!*Y:%-+[M.G11:T-
9I/*C!>1HE5CWX'>.ILTE45%;%EZF9'@#J=%W:#U(M318/14Q>L@M+:9V'1441(,EE8D.KHF@K92)9@,#"AAJ:0?1;:NH-1/A%HT94
M+PB]W@=Y22P_4^BTMCZG&=;25;$@PEI603I7B041694$5(?AHEVF]"WE*''5
MY%T(G;@2]DLN!1O;A.Z&9:"/>Q7I8#Z%DXY+Z/OM"E0%/[Z0+\/0&T]A/3BZ MST'"X6RA XCS],
\O:"U4U764#:W\HYK:JZH8=$!PT>'7]9Q'6+U*K(:*_5Z M21V"(+M0JLJ1B]''Z/(^=]MXY?JQ$)O"P\1ARJDT[]&FTH5TI4)BJJ7?O**V
M=TO*#M/*DL><2Q8LGTX.6NIR*N_4)"\7V=+QZ+26/@_.\#E,U:10ZOZ3].O" MPUJPH8/I;P^'$^,.M'"+HD_,(DLJ!S*KH;[2-P-
K;J*VUVC$)H.QP''HR@@; R;*"UIL%Q* M)5G^A(S%3/1"DY%W\U0KL>I3)H WC'J*%*?4L'^Z9VU725D(R*N:&^ MHL-
64N\H^\X4_|%VW13 3G=XVC:?MLVG;?-IVWS:-I^VS?_=MMG;]_>YOW-] M4Z!=A5LMMDA_$>N;G.WL]N+L/-
P7]1_$ZUNW]|*NI'9D>TFJ2>_DJ%,G?3/P MI@R700OCJ1F'QQP%M2L6H/=+0YT_#MC]CIQ^C=02P,$% @ +#XN6C,A M)OIP& T7< !D
!X;"]W;W)K&UL[3UI<]NX MDG^%Y9=Y95?1LDB='B>IK(*>'+P\CFU764OGZ=E$?.$765. M7JY60;9YQ>+T_L6!=Z :/O#;98$-)R^?KX-
;=LV*W]97&?QUHJ%$?,62G*>) MD[&;%P?GWH^O)]B?.OS.V7UN_>[@3A9I^A'_N(Q>' QQ02QF88$0 OAQQRY8 M'",@6,8G"?- 3XD#
[=|5]+>T=]C+(LC911K_P:-B^>)@?N!$["8HX^)#>O\O M)O=#"PS3.*?_G7O1=PR=PS(OTI4<#"M8\43\#!XD'JP!\V'+ %\.\/L.&,D!
MH[X#QG+ F# CMD)X>!T4P9-$+&H8 M?]$]_G37^-?=XSV_ \)8$6CQE>H>>5W0ORI3 ;.:.@Z_M ?-VVH>_@U6W<.
M?]T]_#4+8;A'PT<=NQEI0H\(WOCS"=T)".70C_DZ"-F+ Q T.?_YC[GG?FM"S2^77)G(MTM0Z2#76=G>7.#4^").1! M[/ D+[)2].1)&)
<1&D-TX8 MY$LG2"+Q"_M4\KL@1H!'KAF9L9!!^R)F5N,ZV(B6,%W!A Z@J\NK-\Z5 MZ6F-IXV(>3BLS4D
RWJE6PNA#MW#K\2F#&\JN%T4:$4]=MG#K!>IVE#QRD.RS!GGCCG@C M@GJ%ZA1+!DWY.LV*XX)E*R<)"F 9L:[:_G=32"'!N!_*#C-
%6.3)08:UJX)SG M.9,$M4<@AFX3_I_M 0ZJ/?RT!&B -U!?'!D8]X7+CT"Y,B)DGL8\ B1$T"<& MIF<."?RL*GG?
OMWNONQB)$)WC66,KA9B"W:89[16U<>24ZU1L*&9W M+,9U_EE&MWA6X?CE*9Q?W-8]+Y;4BR?K$K93XE"@\$H(4EI@SJ8^JW!(V -
M-#U(%CK2"&:=\1!' ;[OTS*&Q3#);-#G)DM7#E@>,3%K@NL ^9!FL"],LQ: MB/R&94 =A8T-
T@7Z(JMG\49T"83ILF#%/6.)$C0H4GC(U^)P%[2>E1%F#A)2 ML.A-&H/5A:LHQ,$4MA=@CP;U$WA5EA)(ERBWVI>
<94$6+C:P(%PZ80P; M1X(8:"@;861:YD#X_.A'DLO#T=G>?X)N!)Y9 (J5@G0.K\LP9, 2V1%('N05 M3_[TY<^1/&#[6]:
[!@6A/WSF^#/7/YU;#40*_ZRAY6=S:O:WO$X)W6=5IL4; MN;/)L*Y\'@=E-AZUJIW'+LB=^?[>^0J,)LE6TG!R#F&I$?O6&&O\]9AJAU9_
M)!E'4W<\&E;LE\?RE#E@(!-!UM_C?XF1PF#'!6#0@56!@G*)LC%C4I]H==DJ MZD@;L(RG42X$_T]!4H)_ZWA2[H"_ZD$B6X$D
M<();0"3)?=*_'&8#6P$OKI;.\[PD

8S9#E&**31$=)'#40DPA(F-!R4\2R=>(+G@'CD*_6 M,3.L XO;=4;.HXCC8H(XWFSC*ET4 9G,N(,_!42@[!9_/V9-[2PB+O0X#J% M)W-
[6/WV//9B9+JZ;P"Z9YI%]TP.!$L+0)R/)YY?;D"I"-8]6#21UEP#P;^ MIHH[VF!M-^W,Z']7S&@V]JWQX_1)[.@

O61QL4 L#44ET\0)10I]Z M9T=$5:VA#=OJ)D/H#K[=A;TGLNY\CYS;L/(VSIU]5YQ+9MBKC$>@=]X*9QG0 M21KD,YBV-
XWZ(FLGC9YH;G1LOV5YRI:H?";GJ>OZ'>'"B3]QA\.ZC]FAS-|% M&\?W=C'AZ+MB0MH34F*ODK,W$_9%5A]!\5.9 %=-=M''MXSY;Y\^8E-?
CT!] ML=6/0."6^CNEN/?='*#+XHO0H"]"_BI);1Q#Z-HHL8$78XQW: 0ISW%1%DZ9 M4*1:H<;=UBS$'_)&)S&!#92+--(6[E7?[SY\,
[8M$@1:M+K9R)% MHE=.P1>= ;"R-AC& >-Z@UDIZ'=3XN&7^1<36X.=)44U*8$)HI32.&#E9D[$
M;X!7L%V"@,_"="7S1_8XG<[9RAU1GEE_+K%M(8?B19C3J$X Q(47QCKR@-&6TQ1:=CDD+ M/SAEKGE,9XB A* 7_%G.LAQC?S(^<#
MSS|>O\7(;#64]WL*6!)44M/LB':I;J/I8.[\X P'HY%NFPS&T.1Y0_B_,T2@
M@0P'TRX@N_RUOG!4VQX%137HO&Y0;E7)H>2>%)&8.I8Z4(3T1%(4)]_^/=Y MXQRK,BZX$#^@ZT3 LBCA;(-Z11S!
E3R!SHLY6J6FK,>ZKC#9TI9JB#^DI4 M=QXB<>W<^N/C[Y_L>1GV\]_]U_J*UD&<+A@MSPA3@/:X%Z/=) EMU/D=@(Z
MB/XL\T(H/@T(YC4@>A[09\ZI.P&/KS-!Y ZGGIWW\]T)-/0ZN_9/&ZKZZ0F' M<[OYT!^/CNJ=Q^YL,NM]WG?-W3SUV/6\>E;SM-+ZI4^
R'X])?GUU4_$5=/2 M=RWZ6SD;DM.[#L?AV!T-QT=6R]SU@4D?=3HD8_=EW)$[LE*N&LC<]4:31Y^.
MTT9^'[4<2YBYX6">NK/1J0E*MKCF?;M(E;P>7-ZC?OT+9/(]+1;.V.'=MY+:!XXU^V#*3K3"& M[6;HHC4R)"4@DH<",5TQ65U]II?\"*=]-
COP&NW=U:B$(?BKH&0! U5+*KCM>4R&/4T'4SMTB5_,#&JI.HDUH3$A)PYZT_T MG9I=R9H &\P:)*D]=YOS6;//!D//6@7 F,"?
#2ZJEN&V;S>W__@Z9ES^M'JD M-D.NDW>.'SU-7[NNV403.SQ"TPFU^,2RUMH45 \KKF8*C,#$FAS5K#LUNV7 MB9I)U2
CHW95WI;ER9NR)G4G6:FQU D!]P%/=.45=;Z&A0#HYB)+&*3+MVJ0 M"2L8VK5!@,1'IJ+S[")#ZM(<*5C4Y'HT>^!Y@33!R)BD31M$(=?
8 \M"GC,3 M8I!1NZWB\ASUY#/0W' *4>&IFG,**@R:%%'4"JFC[IF#F@P;@G'M:!%*B'?K M*K% F\^,UF]JI-^?'KNHBI-Z0*D)051I8-
\]R!OO,UC S+&QE]1RROX(=8 M/RPB!7(&X]R*.P,K6-(2;P?>(18I&GL(RA)OC52M$&]XK+G[U\;-=1X('2RN MU[PW#+>ICK?
IREQ6J]G\.Y!Q4#K(2LY5+5$3[GWDG L1X!?W9*0^H!N4-T&(M
@#&>X/AW(2IFSFY]^3Q_$G!PZX==1*@@OTO&7GL7%53V+$M1K\36%!G!^+R MW3B6\FYDBEUAXJL&%$YJC#03G))86JQ3//-
D9S<'Y>X9RQ$(\-> ^34Y>= MB!+%3661(K00]IQ_1(*2C6,4/W@-[$52\GSI6QH+6K=F;'<:[DIY]7**%W\
MQ2E!_&>9B*L^^I[2SVD@B"FMIHV5XE:9N)^OS^DW[^Q(#+P&F0O0\()CS#9@ M@20?
=6>LH"9F.),0(NE3W^/@%N>,=CM#7@(!T&YM+6 B^? M'[7H_\K5@N_!Z=RIK)NNY>$M09E-3 &E0L5:.3]Q>J0 ^X9U.Y*P0C%YFX-J

*M1T!T8"U\2Y*Q*J]D,M:Z#Z(!6,Y5+S^I[TV/Q]X,4?EB$3?:CAB)1$[-8:I= M^6C&F"JL85%5K_05UNHB)"%(WD/J83V@FH"S2*&N0+" (XJLM&W_! .&L*[P$ MAIW95*/S9'F.?- O]N=AU+.QS%"*ZH1M26I]AT5BJW_DL'-#8&75M(RY3Z.E M;3MTU^YA2;A,FZ,DN"ADLR!QMQG?93R3/IQ^+58T!'$;/F7=V#N' X">^8 MU!4(,K!W0 /$($0R;=L))A<5&3 HU5R7-\.%36O]4]4] 45+L= :B[ZLZ[I4 M9$8WAF4Y3&1,RAK*!6R"]]?(3L#]@RZ7JF)4)PUB0HA,$7-R_GUA3/W)NH8 M7J15N(A#.8V3B9ANI[XS?!50K6+LTWA+,6J1T6LA\@:72M;(2M/2G$M8%#71JF^7[MMZKM&G'UEP:O7\5!^/'X.H1C KM^!Y.C+B [X?]!'+M^C_31L>L+6Z,])H2M MP]$=$>$)7B(R8> IUO/^0 %HAP+0C7'GT>!T6HD[3T=V]#OB=W#B >T;SN*H M-MJ>;VB/* [JBYEC37PMG#^;U7-U3(MDU8GW%Z+59Q->*6%OLY)X"I?^:P+7O M^I-1G\ U7M-7? _&^EM5T)NRJQJBM%35&BI+*6F=IR%A$GU:K@^W0]GO4+-5: M7_=L4*>QE@;1.XG9]^82-L.)#A\/T:8:V[VY,QU@I_ST99ZSS[M,LY:) C&K;1.]OW;6FNTUCIQMB^KK1[R:9UV=_JB4WRTIS">HM3;#\)74.ZM MBWFZDM^5=AZ[X['_ERGOF3_LE76V'\9I>C9P3Z_S51X1'.M'!,>=S_5=7/X7 MV C>?#0'3/PO97.N0X[B'11R") (R)]0!DV9KY_+WIL<%.R=X[.."^P3V>D_ M*HB=:,1.]O4Z8S<@LI/F559M>E!1/ZY3I"=T;G\6[^G@J1)*840RL?IX'4D: MP;GX:\;68'[A.1)\/%!/^&#MF7EK_-KB&#S-:PD9=J>'"RB#5&I69NB_1 M5;(O##? YDLP2G244'UF)%P1%F!BOS3'[K;AHH)]]:GPHDJQ2T=:Z2O6L39IQ MD!R@FNVZ06\^ 5]V0PH<#<1J*DF^S+-URTNJ? \J"R66)N&4,)H:P>"\H-R,L M 2'M%=&HC-:NQ!NP!U M+A^J0NKCFEA AB5:@$(Y@23.FX=@\!7)*!)'J@CK> &D1+)&;(5 (^ 7D!#Z M12SXQV/!5$$6<\$J36%N@BF27HW1;JF(MG6EVCQ9F+;Y#&JW"#Y*AL.D6<'6 MM#-ZWX]>'H39;A7:,O3NK2BAM,$I8P96> (1.1R132$%B89D,$NR+JG)=9K!] MDJZ\--T4R/.PL+4VLGHD(SMRT%N> =K?/!3RY>5S?$J"8%QF*8 '#$4L#S.^ M0-Y:I& &'>:,2? \)K*#7YJ#E_*&:K>BJ>*@\) 5^W9KA_7U*+%R#40@SKK>N M^B+%?TF3XP\,R"|^;.[I.A'/PS+/";Y8ZJ1*L*6XX2H?;M6D^(7=FZM'6]=9 MR8"HO+*J%L/H3N"UL+KQ SN1NF#*(Q;.@G)D ?^[]]PX3TM/VH220BA;UM8; MDOJ)+LPJ ;C,X#!=Q,B95#0"7&4ORGC8KP+$NS"E\? P]-!%WYJ6?&DZER MV3V/8Z-R'DGB!N+E9;C<,]D.";;1#6(#$DGV5+0X$W"5>Z>99.^=_*C+!Q8; M^J,P_.KRXLCI ?YE_*;JZ2*(C<6'Q;T MN(?QL"ZTXZ6LU6MZ@)[*'9]/.MY)AA'HQ72 NU:NFSQ.TG.CV]7;CP(8#CP> M#8\]]R\Y[L1N"^L-XPYGF!Y- =D%>TJMM('[1^A$.E?"JT9I7(3'SUBR^MDJH M/@9+[2.+;!OD#%3K/9@FF2MB,C*_WWYO=,_[KYX]%+%"]\@\PRWJ3B0(,F1 MPQ^VV)- $P>WD:Y-@LN(CZODE>N4IR]A=&H*3NJ$(\DI$;C 7 2R6:7&11BL M/"\N1(S*%(EU',">/&&"BM(EQVP&O7OAX/<@*%+0-? V0W.H>\D6_OT?O7*A(MBHKRJ6B'=#LK8 :S9X0.F0;")X'/ M'1(T:+S*R)1"O+87*[I*U20SVFUMIRR=Z8Z2I\)E*=C[\E6WF/K79OAA[U M0J%'=, W;BKI3'RCT>3YSBD$A45#([%@$-OX/^/UUD_*-$ONM8U9*\S8UJY0IQN4I\.XHANN=7. ?,$%1O=R;S M7VB=9.=OULC2H%VV8KX%-S6[J57=1HBV&0PQ]$B0WNH,;; MWF#\)#;J(YR4=/RB3&8*(O"FD=?":";JO4-X?"FA8>HL=C#1Z6? (C.E@UE#A ML"=B?QV9LF=R?Y."YLF-,_7['BG=9(\$[7>M-'FKU MW=MMG[^7L_]4K[[%?:=H_S/?]49CUSL]'33E:3IS%H_-T^PG 5+/C^;ZG3&> MB,_3(^MU@5Y44W0Y$%_W0W$\/&XM@8.TZ5M^VHK@D1KTLHB(P8O;7ZWIYGI- M7<'"9<(_E? 9%J7H1H2T.R<$TP'^L+6K_W]*Q_?._RQ2/)(DK"B!>6P6$HH"H MWK(-Y)SL?NDGF03L>W,'Y%*4(JI/? DO2VF>OF3D'.G4KLT='VRU^K65TI+X# M2B57*EF2_3V@4TU463$.2SQ-/'?JSUU_WOU DVJYV/KZ*$=&=JO?HB920&KT MU!M7EK;J9DC3&R)F9?/3?E^#HK7-WSG+OW.6?^#SFQ0V(/_ "22W^+[\/U!+ P04 M_" L/BY:C6H6 QP: !\9@ &0 'AL+W=O2_BL='.T$%=$B"1X29R&:)F'/NT4>@N &4U MNN ^2&%^_>919U\ )BVJ[6M9Z/OO#V8']H,/:KEJ\(/C5R\W8BEO9?.W MS4T%OQV[47*UEF6M=)E4T=EC+7-3R6A>_J[Q9 M?7]P>9#D3+RPJEYX73?%\[,"V?[OG!N7C@GSO!2B]O1"->O:ST?5+ATS :_D#, MI+=+A^:I$L=\V%7RKX+WFU6T[K^6?K2R;Y(<[^+=^>=S L/CE<6:&>,U#G(X, M\31YK\MF52<_E+G,!]Z_GG[_^:[WWTR_/SN=&. 8^.&8 M[^J-R.3W!^!<:EG=R8-7?_W+[.G)BR'V3-/S]VYD,KM,GB0]RI*/*YEYYR0_)\H\:2I1UH+<1YTT*]$D.LO:JI)Y(A:-K. SF60: M=**LX3/XJ=:%RF'$'%Q%(%C5R4962N2=Z20YTXASR<5 MX/K=?YZ=7&6PY%I13+C6U29Y]__.-!HL8>^$8>_'UECX]!!GG\^2O?P'1G+ [8TT+SAUMHNTD:'=J: M3-I2M+EJNBKM-7V7'=*<*U'C*UG10BR@2=-$P_#H#@3;CJ$PEW56J3EZ T0_ M:2(*&+G- 5@/F:"P1_L_TLF3UU!78=9T5NF[A&S+8N92E?>8?,+!_!+W$;V7R MG*G=%L7V^"YURT\(NL: M13$'MA!!IZI916X'^? &+JIMKG1SBYRC5TY,7USP!_39[\?@H>5 O*Q)&A4=DG^+'>KN> NNPZWOSXWI*K65M^%74N_DRNQ48UL+3W MHOHDFZ/D;QOM/#%A9M:)!7TV))Y VGDDI;G,B)EH"Z!C&>C<"CBT?:+O2V-: M*E>B4KSZ8+6'M03ZT& (O'@]Y^>M)6W^H9_L_ZSC^W?W"#Y\;DT?=B"U3CZY" ME"TD8LFI5=W(LC>;2M\9AT&YS0KT53Y9(Q!.I!MP0A^3&P(J(]8/0.8AHZ!, MWLIY-4YQ7H'>]/%]7"C0: M5KL66^_#)(I(H2(#'7,K[\S+^]NI"SA2(.#_LZY[0;Q9Q5AIK>ZK8 %'1HL M0DE1$'4K((K!&&Q:(2%H8W-= (9Q_-$.AQXIL)PPEG4'R ZP"JJR,.3("?&H- M@""I "PTNEC[?+%!) 2SYG)$)]$H=$6BTBS7W'L(SF!C1]%=3>@QABU]@'N_ M&^VU6.H7+4K+0J1('%53HFY Z%?K483<[,I8V(^EZ*BI!S8!<"A;LC/.5#@ M:P'.16F8#M_Z;0#[2>M18Q&"LMC7 M07$6$E.G-)&%6N/.C#((X=RKFAY9@K4:I@"](-UFRR#*##_%*=)@B1*2A:QH M^-8B8(/-4&PP$CQ,B]_?L,%V.10(*P"G!9YB&&> -R_ @9WJ;AE^(\F+=!V M:78VYC#H3/&9!0V\7D(>(JN(EEMT#Q#VJ 31D%99YAHOHA#!%8JTTRQ]\ZU,^V8CVPT!3+P-9G:P$]B3=K-.!^|Y=- +7J#A G]=)P5H95>".RAP M$@UC@+%KO0GS-[ML6NZP)GX)%T7@RRKKR\8#/\QM%,;[GQ%N_>]S8S &7 %^ M(Q/8S2Q(C_\05#C(-)<- (/$"!U*(>X0F-AQ29#%1A,S. MNRXNQJ8W",H!*%L^AU%W6B2>(M5'] (U#U%'/CQA,,V-?=*L:FA:/QD:/LS7 M" 7H- /-$T@ ;76A=D HQ&($? -\PU 0F0ZQ'C\C,RR#A@80?? !X4:1C(RKR ME^1E&TT^#UCODWF3!DPS)>U6X/#7?18X56"#"()UCC^PM ,R["\9355Q ML8- <@ZH_&42_PZJ,>T#& !A() M3!!]!07!2 ,_D/47 HAZC1@2J((E4'7.N131XLH:5&[IQG&S*(@=/*Y@==; M5:_,H,;Y6/U&TBK,0)!1E@ABI%9$I88$(.0:*;R0TF2,DO:B'] M#L=[@> C>0N^.DU^:?*]W%1H;G[@B"!?+9VEL_-GZ04LW]=,1]CF\50G] [&\ M"?261=" >-"G00@"((13XVH=7L(/$K5(\7M=V5$AOZ"GY$:QV@^5<>@TU'_EV>N)JP;G8 MUN3;,,^K\ZBKVS.$S*: (AM@;E[O#5'R=UZOY?6+Y.S(L>P7V:!@O75"\&5@ MW!1;G]" <+-V5[&XZY%+ MTA#KIHJ\V^C+D04$=+L:Q$?OV$J=M=\HF$J/*HQJ(/C M*BRLK>1\FP:Q9)H?]P)=&L%FO]MM_$>0YQ'02FK9H)&#KIBP/@BMUW&90 1E M N'+!(EQ%BQ%1!I/_8LV&7R 51KZ[MNL\X]VP@:N<(7S8Q]X="3Y3L/R:N6[8;K;#VTMM_\B)HL(Q7VFV5 N+#$TC# M"&34CD9!L]HV!(- E>I8UE\T];GJ,.2]'Q8A'B%4YM;4O (>%P+X-W(X9(-"Y M#V+M@MD.(^JA1] MJ.[VLB?P%'.-I4+0)2NF8:YTU7FEP$V@RF+.U]16DU4DS3C NSA^",1%8C;T M(-YZ*"XQ2CF-2B;B-&O-X9V*2<*=0,\F!0'Z3F> @;86"*8P/H9MX]?=C5Q(MOUC# 409I29XC9;%SF0G]K0I4*>\!% (R\0X%'EIO$1J,4'X-H MI.;(*[M TBL-M5^"E;3@: ;!K+:3"T"1Y9!'N+W$8)P; ;;)MUE M6(.M#SS$4-V)W,<(^4XUQJ- [+W1_RXC)2HO>>\B"??)+$*XC\=Z0QZ,8@-P%LHI4I;1&D M80CW6>%V!/BS1^<7UAM9KV.B8$UZS&.QCP,=\^S K(_Y/;=)58YD9N!#+>2Y MZD$>$RBP-3U94[L,;R=JD]7G(#-C@OQ"%$I<6\>UK<+@]D(]5&!)WHAP#XZ, MIM3E$YS"%.9W+=$B)8,R(2C.G5H_.CUSSAQ^Q7;)>F6F98"TG=92Q*BQ,"^/9@E T8*J32Q-4_TUFS.P[#;C M4,+5||X $)]>G:07SR["^'GE2?2+FDO\MQ(*/8B3CN$ZUC#KN+ &R 4$)X&U M!:,EG]'U-=]-L[,!+7[2%0@F.-<$0^P4(/$&0?&4"6HRT+ (IZ.65]VZSGG_7LLJPP(_MZ)9\AKB9RPUN"9M]KL">R-7XZLVP P N1H4= B8MV54&J7-+9%EE"Z!S[%&E?5J_0/N%\QT<@DVT ^KD M9VZ;)+GNE-37F@)9@0\1H?)O0!<7K(O6.&Q00(E 0*\R59-BD*<'3XK)8&&_M"83V""QDUMD#Z"EZ&"H'(J5[K.M M8FK:^^K- 8K=/[K>+G;'#WEYTQ0>%*XMWU@2Y16-]2T/<2V81V>0I36,;&:&L4,X91/ M1HP\5%)NT?)(_91_26> ?WRK&#$%7$RR ME<*4:TL@B- L0:W/F+H1%#G999=Z(K6!S985%Q=7K#=4XL"CG5^Z]2K#K3#C9 M+T;,]9T<[%X8# X/<*#IC@("@BP/3D7RZ)G3ZJGV4E]C"FUN0LE<.A'Z<<&# M/2BHF*H2!^WI.D5P2&4@"DU9Q'0PHGZI;K!)>Z@,MR#]? >S/HOSQ9R:%.S4T MJ:L1Y#Y&[?NL E1KZ1O5(IHEKJX\NG!!8SK [J3G^1D7VOMT69=-1XZ(V8+= M'V.Y?M@WAN0V=/>VHN20:CR^ K.SYA&F*U_ \C"1V"LLQ"G* T- 7 O;1RA= MBGO*OV*

RR;;;@^N2\X

5I!5&UZ>ONS34E77J+"WF4AH=M=[#@.=CI M'A']/R-Q=V1O0:4HA[(OA'H-SZ M%T&E,MZ==W-M>5.,WGS^2#>KORY- "@7_"C'EL&1#G3:JA MX6TYX$%'PL!['X&1- T$D86&]S_R(V8X1N4SH9M MSY[S KI%N41[I6D]TSB#PL0:6,TLP7F!7&YZ),O 5J(T3B'#3F/788R=DAO3 M3XVC (3HM5#9D!JI?D]7CX+\E$[^_7.=T:#.YQ \|K Y(UE"H@.S;P<-[4?S MI;/P,34:WGCMS9LF? VA%S9PH#"QZ5,P$1X4_D4"-=WI>J"'7'&.Y=$@R =T9N M4C#2.#\$<=6X ^]'X+'K1/9.3U/[3H*@A:,0)?W52$K!3[6%>3XW8L-W.T0 MU=I@G\Q>?^.O\S':09O$_O"76'?)U%UUTBK>5!W.#'8E]8A^,WL;O!GF(:?=Z/[JP MS+=C1;%U6B!#)C_YQAYQ=DBE%@H/1L60T5TT@6X++Z!+;1^<)5@_40MBL+@3 MJD#1I/;KV6Z";^VH_6Z6VQ^NV8>PR"BS I&* (@S4;K1 *JI3J^R8QR3#>*>_ MUAA&<8<:G4#&BYJW%&E+;0[(DD--W%4:;U5!3ER*'"*^7(*QL[A]G:_ V4. M>--SE",,1X@.P;?%]E- E&H^QU:K:S=TTTAWJ0XZ>[DQ$&7$A8\D*RJ)'-,R3 M FR6HF[,\$9#HWFNN$3TQ>Q&.?L6='84>T84^R1'U[=3Q_C"&!P'#2M0M- D%G^KPX0'<%.!*=$6,CC"(5(KN1WCG M PQ89NT,>P_=N%])=YX7M*>/4'IN=RX4Z0Y6(-B121C](P M;:5S+)&(FNL2KK8#X PUAGKGJ9!A*A?K 7')V,M-BZ4S]3 M>WCIE*=&?-4YS/B0G;D YKIGH'S^G(,YD6G3XBZ9>41&3FJ'LT2G@FBY%@ MI9:J'#JYRW<>&%) (G&HMT6?6H.J*3MV%=9 'R_9HHLG]GW% R98/IG<9R/&% M9XO&SR5%_9I&(Z+6W>[9=+N[;^LZP]GX*%<&- UTFCOO\ZQ9J.*H\VE'Z71,A\;]LKA1TE;WGK,-V53?93@%&^FO+6SDWZ.?A"C,)4_^(KT+ =DG]8 MT"U:5? ^DYK04?"W+'"]!5OJ3)_%ADVZY^]#WB)"3V_?L0M=/[V@0-ZXV[KUY M/'3D0?B3+WQJ<0XB+$MSXUVO2@U>1A4^6!.$4KSG(T4%? IX<)=:1SIZ;B#IX M0Q^/=DA'HC['N[[]Q-V>#S)[([\5XBYY+:OE2JIUFORL5R4\N"IR74%@^$E\ M L+]UQ]UGB>_XYF*-']D/AB=DD? QYSPV-#6I*R!<#[V06>?#FT3[T)5M;G1 M-;A;+CZFPBOIYDP^\[=99M2EN%ON P=39Z=?<##UR<#!5-Q4,24T!P-G%R== M !0N$$LU_B('<0 MPS.'J QW> 6X[6DV>T?]6T2^XF!4YR*CC^8H&WY#TJ9#=]&=8]T&1KIEL_=B M6#RZ H4H!E]W1'G^1B^;LV,"S2].ERAYC/&BY+ 2,([.F:2TL,+HZ-0*&[W' MK4S40V0OCN(6(M1)[A>':> [PS!X@D)I[!L*2B;:]'HRQZ*HHKWDC'$@9)=:Z MZ#1CQ$=4YUI4Y-Z=4Z9,VNS C9S,IZVC!;I[M (S%E!\1QM+P$^TWNAL 6A? MP=E%CWVI\9.ABESP#AS?N0+$,9&=DMZ'O;+RW=_=)>C6.FHRSIK' M5"+T*'1)F7!5[)'KRJA';S;CU@B,W7B!7@Z@P$:\D7N? *,LK21_HVB0SS>#" M.W=RL^M$KV:L);A3+XZ/D^MTE^=@)P6&&DY5UN*3]!>WA']6Z5Z]1F>YV8*2?>_>,'W]8]4U\]%6$UW6VA!X(-*

*=7@-'83^ MZLL;@W-^-VR,YD(QNB?6'H=P?M8<4]+B#[H /'?HW9>J.H-T^_SY&> I'E?O MOAU>|&8XW;N;;\@H]S#LHXD0O@|
".6#+#U[?I)>SBZ&6,8<,@H3W=7IVY2Z MI]'2LXO+]/($Q/PV,B"1=RZC)[.G:>)&SV/DO/L-$*
M'HZ7AHL^QV'0$$TC^L8VHKMQB#7I,]MC-7+RG]. H6O=CX,_U['&*Z+P[YZ@ MX@/?^$]WN$_=GU:YHK\H M"&*)(@ ,Z\ !D
!X;"]W;W)K&UL[3UK<]LX MDG^%E9W9C KR\73QX]5-)-S MH0;Y0F;P9IH7O'A.S]X7+Y[G59DF MF7Q?!*J:ST6Q?BG3?/73@]$#\^!#R?
+3XGT!OQ[;7N)D M+C.5Y%E0R.E/#\Y'3R_'Q]B OOA7(E?*^3O J4SR_ O^>!/_]&"($,E41B5V M(>"?I;R0:8H] 1R_ZTX?V#&QH?NWZ?
TU31XF,Q%*7N3IOY.XG/WTX/1!$,NI MJ-+R0[[ZA]03(@"C/%7T_V#%WQZ?/0BB2I7Y7#<&".9)QO^*&XT(I\'IL*/! M6#<8W[;!H6YP>-
L&1[K!$6&&IT)XN!2E>/&\R%=!@5]#;_@'(9-:P_23#-?] MJBS@;0+MRA=7O-Y!/@VNDNLLF2:1R,K@/(KR*BN3[#IXGZ=)E$@5')B_'CY_
M7,+0V,'C2 _SDH<9=PQS$KS-LW*F@E=9+..6]A?][<^VM;_L;S\:]W3P&'!F M$3#H+S;(V< M4A82A^6.E RR'+LH\T L%K"_Q"25P765,'"
@+G$#0GO]2W^@0"(JISE18)(M63;!:0&[?7Y"!5-X;&?E['KH*HM%$:O@(H^)*Q#VS?3.KR[,O +XL+WEIP6N
MB]/FDVT#&,.!7]L5:^W@90[_V/:OSZ]>.M@$\ $E"OB[Z>UEI8"$%((\GT#/ M"'$(,RR\Z5?%(E=2A<&OB2HOQ05/$ MKA9
@SG@#98XMY1RD>8*8;ZDM< GFQT%[ZGE@7IH$!S2U#1B 9\+ =1; W%5 M1?
T@B&DIB_[Q:1]MHS.*L%W)&UYORNIZKUNIE,)4"7T:"YA=Q/Z7:)3=CU]0JM]S5WA86Y<.FV39SV=K:K.+TS9#L+54,C#EMD*@?
>H6D6""%%2LV@ED#UAW2.08TL@Q[W+ (B/ (>%W?L7R&9> MZEFVT4AO?[O2R [*2(+P_MG(D8F!S)/5650#;!V;!' 'YQ9.CP?
&/#A.TG1%+A>>@!>O. MM"8,-DK-AZ [7TS,A/J:*32A&PU.,J#[V")G[JBG$0T@P::BN);J=.#0G>"&
M0PZZ6!3Y30)FK81]68"*KT/:S,BS70LTNC8M-_J A]/(M"SKP5V ?R#@\&QPQ,HZ'0!XMR&@? MLA4=&X?.B DQ* >*1Q\)E-KFA([
9MM4"0?Q@.QL?!/$E3?#]9L[T%A R6(3!.&A3$,C0A0 ,B M![.H\(V\UY=O+FJ#ZY;0QJH*T*-%AF!#7[<%%\8Y/#EZ-AR,FC ;6'\&7@66
M,"SO%3H_?38;H(NSA/\4+23A'Z";B.R+@;D&%976$ $NDSD:@G.Q-B(!R0] M)[;PH6Y!RPVC@-Y-
RD]5X!ND+]20608@I<%$JLPTG()E#:#D%6"*UE\$RG&Q MB7@)) YX@ E$99!GK914XP_ULX2U^MO8+(/@KO63XZ3E0$
M%$32%%H"M*@4(2C<"7WD]$.[5?4!B#P!/?AD"M(.@\ZFL#4 AEFBRKP@FP*A M %,!>1;VL 2[(:\ !C01Z?,\.-4[LOEK-$M@4N
+TALU15!L S2@N/E?Q-:^5F.05HS0214%&-G#]2CH8 M;2*#51\:$-V0V 2^U8BFEQ;7O&P%N0EQ'G&";KT%.C(1/2C9>.HJ!Z%&%E14
M5H G,Q?F/VQ8&TF8NPO1JM'L:3]Y^_W4[O?3W@U6.P5!/)5%->_29GJ[V773 M;X%))$7P+US6X!W1*]$"F$O P\L$">LWYOA
M1\7&\CO8,*CM@J8[]KQSWHN-B=9@GB^*)-6*LM/<>=S3^+=\RA^9R^>EDD\;7U2\.^;(SV5K0,9!_V@/E+!9;&1LOZ M:4]3:W>U-
$^WC1P<1'F:UO:1;ND3UY;!71?PSG3H]GTE(Z.K\W8Y (L\EB " MH<<)GD&3YQ<4]YA/.N;
N"OR_R'+\CAH:047LCU]NNI7=N;.N)>.!\9=U;S#L&A""XG4'E!RL M9&&X/3XK7=RA0Q7VHS B#1UB(.*A!YB';J@100+-;XH
2G;5D_Y=NUO9UM? MS@1(9YRLNVC3K9P"I;ZQD R^"YF2Y@*@D*<.)$F(9R1V>C"*)C-W\1DQ+O#Q MYXI-.;L582705=0]$(G"&H^J?
J$EICG*\G0L_V"EJ3++#ZA9RAJ$,2VP.OV5P M@-KQYBD3NNW7YE!B@_Q#$+,%$EV4*RWTIU)Z\|!V=K%O@7]>?STW/6%M?1PD M
SD(M5X0Y6!8_"I_$>,Y84%Z)H !D_A@#@YQTP5'CP)'FKUEPNJ2L9=[DK&> M(G!F%8&SVPK=+6"^[.UH5U7@3E
Q4IDN;7:;GQ*V(+MW7I 5OZG("?S M%:.ZD/(1B)G"G>(,?HLBFJUQLI5B/F>F8E8HR195J0T%0@"^J#MY"HSQ[.3) MV3.0-""/@]&C_ZIR9
VTX(H=*G2BKYU$U!/ #32 QH\V)YR9DFGE=SI^]&Z" M-$[VC@:(;01 ;&9&-D/B "J9)ZDHVKNO31#F;GAP4] 1H/GECD988. 7*>RX
M)G"'CSYE^09X+(%Q#'0"LUTZ09]?6<)',%R6UVXYP]2+_-N6%5%K-EW-!GM MFK".)*,C'XABYGDL4Q62#:O]S-
9OHH]>\S2_)I=BC9Q21K,L ;D,+04R9MQJ MRAL-<5DK$X8VK!? (29KP[L>(6-3XJC:/,,3+,=P< >S*D%#FP D1BFL)/1J
MXU7@+9)0(NB^87 VZ-ZS<[%HM*BS5$'^8^,/P!,"'-A&S[0P#%23*O;M MU,?0GH,BBQ[!*].@%70C:C\?&M8%+IADAPM\:^SMV)D;6>O:
X#*>6/FM:]$ M>UMD'/+>@XV)W,#J25H?0@A0'YA(P^ M**1(0;T@_F35:;TA04$DY5+'OO2JEZS3V"-!6*N5*-"KZS$[5I M9GM2>3S-
;#2LPT:'O5K0&]:3/XJ;=H=L?_-=-:(=@ GTCY)^>.9"2]P?>EV> M' W#P.O"]F8\3N1_0H&@NY#I?0T1NQ8RO=UC,]""YO 2(I
M"RU*'DE%3>N1M%KF;C"P60Z#8[=]3E9>"IDQ$\$6M/MQUIHM&U2N)X9 M/**OCT+;2'B5P'LMF+0HB?T]8,_F<$FJS+![[(,.[T@ M^Q?
MJ=R#D[C$"3> MLX/@WV#2=W8%5A9Z+B.LGJA//6$\8B0ZS%?K)[Y**0B0U4QJY=X'FI'"^%098W@9%L)Z+(A!# MFDNK%;@8>)@6H
+]7B5T")@"&\7 \VO#?8?R/%093//>>D1U. MO1)B#*/27J <)#E,C15C(U6,-Z8]S&=1H('"D=O$*S11.1XL5B.A#Y$2G_+< M7'844/Q*U,F2;-
O8%)J5D>>UP),?,AF=T9RAY+2?-U2"?U:-0?NO3FG\/A<'1Z M> J;YW\P@#NXBA(6NN=.-#3&I@1O_M6J9O:.L+..:N<_>+O?5FX_=
<8W=\7Y2 M>N[2#_$?+["\RD054Z"2M^MK9M :Z.#'@ .]4Y@#F-2I*%K#(/:>J./FZ!"K M<1U)G%=) @_Y:%6@Y]XZ*8HJU6?
Y8&E6J69G6@)>O;IH6/=&$W%#)YJJN,@R M8N'!F4P=& ;@E+SKPI 6M'9"#\C3$M?2)9EW6 AO>"KY(LFT1E ' MJH2:B=T%)'.DA\IF?
7:DC%5F5/$\2]$+ @N'01#HK"!%JFX09,2I47H8T4)F M=VUAZ"7T0L]-/,5FKHVFWH%C #0_YK!$.MQ+;GQI0D? 5@09=!L0,=ICTY5C
MNM>.FB.V;>W+VW?6V8 MKB0:EWQOF3'C.NJ_=?;,13_F=MX?WR);:U2G:XWZLZ)> 45?XQK^#$UABVC$
MMU+,G7KR+#4^XM6;1YH&U]Q KUEH4BJ=V!A8ERM=*&%\(&SZK!-/(6/J@6U8WMYY(=__?+NY16^]".!$A8W)8:: MBG@)Y 9RG>
(_M6XC;Z0Y+B$5Q(1GUE$I6I&8UXY)9&-.[C,P#3ZM7%03>*;1 MXAU$4B1S* 82JU/!JS"85"5]3#'<9&*'V@/B@$*6-S9/'7$!0E=BP@BJ
\"U M$H5V6FQ@!8IH5D%7"['6FEI.F=-+I*%4^\^7J&]JK@JDD=!B=S0<'TP> M'HSLWC $K*>G>@B&9MU/$IE.#%$7L$A-.ZH$.],%] MJ
/::K\|3A3=.**QIS7M:>=:K:'&,DJIE@%[LDDW+$#TZX[H$)).@1$=JN[2 M(>4Z$OJ5/L'# 1_J(Y/NG;$3*EB[M&MA3TYX*V<=B[(.(GS'
7PY1E>A*\ZL M+'E=424D><8N IV8;5Q)+KPM# >CN+!CH.5'W62!S -AH7 16ZC&@0>X>5(M'O)H(^V/'&1B3!DL_:)A7Z,T6%K$T-@?
Q.FNA632.[1QA M.ZGF,:<0Y9:YXE]-,O7^FDK&6G+7(G[6Q.M%\3.A]#_EF>>]K[@]7B;W8FBKX
MP&H+B>/"8L0$N0R3^2)7BH[6)S(2.GR!S-,NY15IVPU6!8@)%V76^? M">]7^^K-
U_7]S.O1OE.OOZK##7[@:ND4<%1KYV5[HIRR1Y)DTYM$$SJO9%L* M(_>UFGC)%VB8@#?!@E7.6UYT9
MRR3M39:RR6+;S$!N.03".JA5C M/PZAHU=4Q/ LVIIH](>ZY]=A^+2MGZ?<&!DIS2$YPV2Q?X>ZQ.QAU]?3;N MCEVT9~~U:5VF[S9-~~
~~M;U/7)L~~ MIS=V.,O+R2O+LLB30*/38UBOM94^.JR[!A>&\8J1L']FBZ_A9_:XYSH'S8Q3 M&1T_#])
(?:ZC%3]3/FZCR#@^RT0"'FKW:]UM(Z,!3Z8+$?.RF%;[AW 3_>V0N;EW;OPV$E<32ATRNFV9 M-PKC.8?1-CBKF4)*;H/>/-"?J3P*
<0\N_<&,@)S85JGHSA,%SN#.A"JXU&>S M-I!)QV[A,!BKL,,K_%P@+S3FXOA+X0)A.@L6EA+MJZ(,M;26A,NFFRAGR"<
M&&8=UVW#&O6".2$B@^!=YF2C/V&ES]?M8IDF2_*^BDRG63 O2659A0D196L3%*VZU(ZH:>#1!"Q7!"J6[1XG@@7+-N&(31TY2/7'
MC3BG/CG7I:V\96!3S/T=;R9/B](X?BNY?(>FYU(NE)]P#J-=&[0!+_@2;.3+ MS"E@FM(8@?
B,I2!J_ZBU:ME%O]S=67N[E^+W4OQ>BM]+\4XI?B^N MUUI:A_?B^L\MKO9D^_=*8+H/
MW4#0FMU>1R=@V7_*ZQJ8+Y(H.!T/;16CKE(JTB%2J=FL7]^%HLR-U*&R"E]9X\5H(F[I!91.VF>*H6Z3- '<8XV5
M+=52ZJ3I!!,9;7ZESI,WA53;JJ6P-*CKKEP#*K@QU@1&-45WNN;"JQSC#_W] M_O5%58(#4R?
%+>;ST*:%Z<(9/@";A4UT+X=^+Z889IEPAA\I8!NU84*70C:[MUE5L&I,]J-'PL#%/=R=OX.19LXB,-_IF%9EM*+:QFCI89GOMF/;YN.5I>B>
M'6\VK6??W<\&R!BOQ9T_H_5N5+#Q,-.VZ#:3O*U^#>PCP>G'2F<$XKT6^AQ" MUPY
F)FF8LX(IY!.NC/#K5ID,+8TB=_(4PKF%QQ\;Q+"Z]HU-7!@L2!DE"'L MQX_S6A?>4][5,?9>L-W@SIR2?
B@9O*6JJKO3G9I^;JD+HZ/AI2+7L*'0V- & M?!W(1D5JK%[6QFMT[E&NN(:) T-7/1GE#=DL+V.RB]N*0'67T;ES#9WSVQ[5
MA[Z"_Y[P7\O^.\% M_[W@_Q:"?_,V(Z3!.D#LCR#O;Q/AUNO3;Z@"LNG0;_C=N\Y_^@, FP^7_D/YI<=UP9=Q?\&7=\C1$;8+*I!]KE0>)
<2,;+:6/AD. MWG/RC6G1ZH3[5H/5?W A;UUEEAE0*JI%&CII-"&[15?(>$B*QUI=XL8V^IZU
M?.G6T6T4!N\"AU5/T]H4!\)-3AE^YP'5&$%V05F6]"%./NO<.:Q+Q'1#7>&+ M,N2D2Q<=(P^:F" L+I:7
M'INNZ0/YA8D1RAI.&U"+EJ7O0IV&U<.TP'-/U7;'B_6S;U\(FZCUE2OB,B)[MGNY4CO2($?K%:[/*_2B"CLP$6V!H-^#W6H_IGE_<\XM[?
O'GY!>^0E+72!OW5]|QZ_#. MK,,5K\-5O0[OS3I\L.O0JHQ\BX&Z2Z2BM7I'(NJHHGJ-"XE/X#T>[!Z=#@>W
M&0)5GUQ@45(R8]'<1A.SP:695@].31*?-7R<4JL]DS;W(QDD]R%5ESECW#9* M\=TZ*3(,#L/#X3 \YXSWG/$/Q1G[7-
$U"\1GHZ/PC"L._#DYHJ]8 MUL4(Q_WE [==C[%#\V:L'5U7H6/MW.],/!WBDOQX?'4=^;-U&@"|
(7X)B*UO;R7N.2#W436X5^CD[DB>RXH(!:*_B$\^.)US0K[?M5]LT]Q86^ ML#'+N^MM[U!8H;50O)-;
[!P1U&YBL88Q@C<*:!/=YNT)RE3K=BX^(^X ML]5 MD:@XB39=UL[E!N9LJ*-$O.-CZ)U[6U'ZW0)8;H?EC&O;ZU!0=BCH&=A2O%PN
MCL]DVB:UX;[7!F7*UR6)E2BD*49'!KT)=<4Z5'+%J]*\Q,<]WS,%ZT)3A)_,M67L+5 S=,,W1\2S5Y],T;.BM 10B09O56.))NK<2Z,J.3MZ-
86P>S="9:)L^ MXW]FF*6SGDZ5UM!YK@4AU5-$O,2-,C"DB]B;2SM:ZB+.M7MG+X6[MF^Q7%_Q MP,RHWF?
L$])W8Y&4[*)$OD]#+RDLDDZRP56@GC)Y UVN9+HTM47:E>N]5D^] MER-_$CG2K7']U<3'EC"
(>ZEQ+S7Z*H_]P82";U_49:O'_<6F\;XQS;3?PU"^ M\Z35X/B*_C9*W)6KG.UA#D=@.^]IM_F,);WHW%?%M8X^H"O8-/$LR.?@#D0[!690Z?
LDXV29D LDJUOI'<(WHLGXD8!% MQ/+6647L"'-6&Q-#&Q1K:%*0"@>Q$FCO5?-
:SU>'%FY:TFVNU$=U4AXX('I,VG4G*2B.]O1$3>+H6Z6I%*2$5
M$:DO;.I>A0.,Z^/[">AF>;DH7:B973I\2FK)\/#9=_OWM98)'ZDRW%NN#/?* MOY^CV8:L&^?'X<879H$-[3=_OVQ%8C?
VMLWBMVJ..=5YL1V!YWPFJU?3&=9\ M\$,P"@]'A^'P[,A[-CX;A:>'8_?9Z5EX?'SJ/H%OSHZ/09)G.6E)MX%H$QEF
M(P9F([;L.M/Z,'QR=D9>>N?)X9/P>#ATGAC'U>8W=UV*'X+A8'S4]W-XW/7S M_^M?0^Q7R'+?*U_]YJBXV'3*SDQ/OV>@8_AL=.L\.3V S
M'HWMMBH[^?&%FNUN_=: MR?H6ZM3!KR0,_P1:U5:QW]=<^8WO=:R_K(YE_O7L^Q9)CL;AZ'9W1X>!MY<&M%PI0 X)@_+#O
_FU6^5XWLM_M_7^_-+?!/&^3QW1 ?@F*PXOG>+&)O)!I2F6$,T >)H'8IRC7L$S1T_/Q@\?0 MLO[\Q?,%8.BMP'M15)#**30=#I[.E
@A/E1Y@OL,ICD99G/Z<^9%+$L\ -X M/\WSTOS 59Y\87 >_%_4$L#!!0 ("P^+EH_8G(]GP8 X> 9 M>&PO=V]R:W-H965T)80"<-LVA?SC))
($R5Q MWS)-KY\0EG8NSO3<379QQG,9LY3>9$CD24*R'Y\NPL12K"^N^*^SN]=]C+'1'TBL=?
M6"1GYQV_@R(Z(7DL;_GB#UKN1RL8\ECH_VA1K/4&'13F0O*D) 8-$I863_)0 MVJ%&X)L["*R2P#J4P"X)[$,)G)+ T98IMJ+M,"*27)QE?
($RM1JXJ1_:F)H: MML]2Y?:QS. M SIY,2[IM&-&]@OV]G#_;1C]KIL=7"H \6 M6YK-
JLQV:;5R_)"G)\@V#629EM.TH7;R,9VWDH_:R4V6W=C+(+ U M/V>7.@ F41Y3%0601"Q$)(U0Q.)4+1G&:(9Q%+5>2(M&,:ER\YI+
M^#^>\Q2$H;T(Q(GCV?6:XA&,HH('',0Z(B!'9/23A#84R$4$$T M)Z!BR.9$(XA8Z5FQ^1U9AFM9M;$_\.MO30^-
:,H!\9Y7_R_Z(*#1:P)FA'.M ML#@HG4LAP25*WTT:[!BF.S \VVMDBZUF<6J^]!H3(E?@J2S5ZL%#^3N&'WA& M4+/9EN2-6#A6\RTC&-
@9&*YIUD-@%;)$RHS=Y;+:Y1'Q@/$;5"3PRO_F"?;W M##]!RDPXQ.!"\2P$"PH)!KDC9SJC0,1YI+)%4A/1)1?@ B/0E/7JK(4?5E?*

*6"AKUI5JLIH2(>P1!' MEF5B#@6ZI1 AL)'M\&J!ENO*AH?F<>'TKNT9;F#6XZ!K ?8,[%Y[OAX2W[F M;8(SB@!0,X_T=!7*VZ%3J3-P \/'3FV,#=?S5V9Y;H%=QS_!WLIN71N?N&:O MI9UPENV$TYI15^__! #!ONV##O\,;|\.T1@ZR!3.%V@LO^=,,)U*5SR;H_>? MFWJ'5@'']@[/R6ST3,S6#.LN#>O^@CZM7683/&9THK[;B (<21SF\1YPW*>7 MAKP(Q "Z+ &O%O%%Y?."2+?K^:ZZ^SC-*UKPA05J54%U -J.G4!_;6BBM= M&_+Y^76^++1B+NMM[=K.[P1'!9=7>G-=+W.*_ 5&S:V#3-PUN:L !N^76_I ML!\8KELOW#&L"5SWN-9NVQB+$KK1 4V<;0R"P#"Q5Y^QBTYF->,%)BB/&]8\ MUA6J'+&5**6>; "#QO;0Y#38"Q M79NS/4A&!]=7^:;A6/CGIEA@0=\0U!-J,\4&AN.[AEU#@V=*,=PVW$]QIO*@ M]?P[MCSX_S]X-G8.*RAB.XU]IV:N^:;XVFOU5[T$%V3;B ";8[^)K+V#:(+ MR6Q!^@[VLMC@_=@NN8M1F-%X[S,_,>FOL!WCA(-_,>NX;C!/]# MP]&)?]"CP#20\5:O;0*2WML8-A7B_=H-&GAYJF\B!=*78,5EVG)V>=DYU'=\ M_=7RXJ;T(\FF+!4HIA,@-4\& E9.SY$\7S/^2:P(MD>@V2W-QT5M)69P-!B)>D0R+/BM(#O\L&,^PA"Y?#D3!"4ZT4)8.;-/T!OFF M>6]XKL>F?'C.2IG2GPYF668?]EDJ1L?=&S>O7 -5VNI!H8#,\+O"0S(O\H MIAQZ@T9+0C.2"\IRQ,GBHC>RSB:>FJ\G?*!D+5K?2'DR9^R3ZEPE%SU3+8BD M))9* X;FAHQ)FBI%L(S/&YV]QJ02;'_7VG_2OH,O5@;M(P9]]);ELCL4# "] M!D*[AO#2[M3X:YGWD6,:R#9M]Y!#W>(S4G2*3[K%)R0& <4N+.QW>.$U".%J? M>VPY0"Q)"=%F"U0G!ZN30U3)(;;)4=3)P9OD.)03G385M9V) L?DH@?<)0B_M(;WARQ>6;[XZA&>W ^]7!"U8"GQ&\R62*D\WI$;_@;73O.+*BK92+$FB_*!" ME#B/M=L2-(Q95N#\R\L7H6T%KP2"=2T(!R<1;.GX$\)"S03P238GO D .ID] M(& (B!..GZ(3FH(V5 N>),!"YC4DA*Q11 MOU] PI"Z;SZKNWT\;!F7:PBOWO MI78/7-WPPJ@$?Q2223UR!8\R_JXP-.2X).K%/ -+\A M7!>,*:>]114:RTM.P!\!A.J1;S^7-(;G))4!A*JO!52R8J:C/"J5I= MXXX=F$;H^4?[/R#;\$RSU8_Z$+Z[IF_L7#9_A)9G!(YYM%^WEFGXMK_[/1-M]U["3E ;'S?C46@97N0?[3?RGA&%X?ZPWV\9.RKL&^;6\\EV?F0:IN\>[3?R MD1%%^S[99M_R[Q2VS;;QUUNE1AA$1M *X/Y(W;JVX? C>OF]I[UOW$_<.#1N1 M YZY?L<())5EN'YTY^8[(JJ"#AOG4%%X(D+]JD2X38EP.QEV?/4;!,4*G1#(M\;_1]9\C-(NIVH>P V/8GX+J_3EFO$!7'P[5@TX#WUH/GE+9Y(F4?06LUP#K M?8?:VVWSOO7A9P[6H RRF)!$0'Y:;J0VAMZ?;Z#>;4O9NP70LJ+^F DI$(9: M'-=U]F%N-:I/0B!(UP@C_Q1-T[)E=!3'G.BY*O,>9@5GK(12T]"Q8;F!X;GF MCJF/&*XJNE@E=_(UBRS:&#T1J>^:#UR;W3AMVB^"! MN^T0<'%W8M$ZLW#TW6%OT! MFP %!D\(CM.B4MCH#+O11 M<6P5(')+>$P%06LX&@-$,5OF^KA.'TZ+8G.AZDB11Y2+W?: [E(^]E'^^1OA2/X8*B#;D4/6>UXPV[ZTC_0*N.9(5^$IPS*5FF/U<$0XZI"?#_@C%9 M=Y2!YA5Z^"]02P,$% @ +#XN6HSYE8.D! FA$!D !X;"]W;W)K M&ULU5AM<^(V$/XK.]S+7&9RX!<@)$>8(2292]ND M#*2Y]E-'V NHL2V?)$/R[[N2C2$7<).[]-K[I:TN]K=Y]%J[>Y2R%LU1]1P M%T>).JI-M4Z/&@T5S#%FJBY23&AE*F3,- WEK*%2B2RT2G'4\!RGW8@93VJ] MKIT;REY79#KB"0XE]"R.F;P_P4@LCVMN;34QXK.Y-A.-7C=E,QRC_BT=2AHU M2BLACS%17"0@<7I?5];/;>P4RX0I'(CH$P_U_+C6J4& (4Y9%>B26 M'[&(QSH8B$C97U@6LDX-@DQI$1?*Y$',D_R?W15Y>(J"5RAX3U7P"P7?!II[M9L,Z99KUNE(L01IILF8>;&ZL-D7#$X/B6$M:Y;2G>^>,2[AA489PB4QE$@DB MK>#=-9M$J/:Z#4V[&-E&4%@\R2UZ.RRVX5(D>J[@+_DQW*(_J-8_K-!O4'1E MB-XJQ!.OTN!/65('W]D'S_&;V_RI5A]CNDO]@3M^F7'?VFONLD<',([_5[ZOZ],=DXQP'B"$GS70N7#*5>!R"@%DFF$L[N4 M*@>E^!E#._ND4FU!R.N;M^?2T3*O$8*L9"^$1%!0&F[+[?Y-=#"V"?;'@PV ML+BR *S$_':] V_ J?M^.=>J-VG*=1WZ[:>21[F#%4: <>KO*R)58Y,%^FYT* M-C=+-C!SQA6WY7H@9 H7-]LH M6+G!Y*)5YJ+U YWL:E^O!5UVQ'BZ4A#T'&'C(B"/S,P5W<']D,VX M(/3L_F. [/SUPPM<&MV\E:3EER7T>]F8BHC: Q/H+[C "'S22#.MCIY]N,]Q M(C-J+\#U]Q\MFHH,)W2)PWC.),)0\@#+U=?@.G7'6=>)\"^Z3\G#E Y.KO#. MK7N_PS"3P=Q8R?5'!)'8VS#3V3P^I15E+:1?;'FPN>-0B@E=HWD=H:P.(J%, M4E;K!RTC_0;.K+UD^I'F:SK&7NM10IZ ZO!B> :? <@JI'PC+!XDE M)O/;(OG[=-9,XT8AVU,VSB8JD-R&!/T9U7;3T>QD17X=Y"W'&G37>| <.IW4 MTL)B?2O86Z+$T"?=NV'%U.17 /* (5|=0MASOILM+>((QA^!V!6D3P MB-MNO?E5-+H2R?L1AI16%X?Y?%I:O9L93RLKZ]+]L67$/5|-M;5IE<_+< M-JVQ\?H;HYS9KP(*;/.? OPF7L^6'A[Y]WVZLQ?.O%I=,SCBU;!%,2=6I'Y"C M,O\2D ^T2.W+]$1H>C6WCW-D(4HC0.M304U;,3 ;E)]C>G\#4$L#!!0 (M "P^+EK=N#%\0$T)&M!@ 9 >&PO=V]R:W-H965T+J_^[>BZCVU:Z9J5L> CVO/I.K;01*2T &=.#SY%[&5A&H;O "G MNW?-B]]@0S@82^!]94VM6N/.F(](Z/BZ?S9P_^N/R?3WV;>BF!M_/MR/9__^ MY=M_OC?'S[,;K\5#\/9KY/'8KSX7[Y,I@_#^>(?IU_S!ZGQ? #N^48/]Q_J M9V>7'QZ&H_$O'__U_&O1!.,_)D_S^]&XB*;&[.GA83C]Z[?B?O+'OW^I_;+^ MA7CT]=M\^0L?/O(]K])_ZS87WY<=7G# [8_7NO7\VU_\=CX/9\6GR7UW=#?_]N]?KG\Q[HHO MPZ?[>3SYHU6L?DL72^]V#>IOW:"QND'CV!NG6#Z_T_UL8;- [A9W>#FV#^EVMGZD3L[M^B8_'NS]1_O-WT=M_7#7CGZ\;^L'O+;_B+]]E?5#7MM_S-^^R?I!K^T_ZF_? ML?7#7MM_W-^^R? J!K^T_\F_?9/W0U_8?^[=OLG[P;_N/_IN__?KZT:\?_>C7 MUX]^??_1?_LF/_ZR[S_ZC3?OV/K1K^_^N=O?0FJKQ_]^OZC?W[QUDW6CW[] MU:-_\]9-UH]^_=7?^C>OLG[TZ_N/_MN_E_6C7W_U-__-/^3UHU_??_3?O$IC M_>@W]A_]-[^^--:/?N/H1[^Q?O0;KQ[]-Z_RXXO]JZ_V;STNC?6CWWCU]?[- M.[9^]!M'_]UOK!_]QOZC__;O9?WH-X[^]M]8/_J-5W_WW_IWK+%^]!O/C_Z' MEW(_9[\YG __FLZ^<.8+C]_X2T_>)X=GF^_J/UHO!QTDOET\;^.%K>;?VP6 ML]OIZ/%YY)A\,<+IU^%X]/\.7T:0\9WQV]-L<8O9S @?B^GS+|^,_S* <\6@^ M&MX;T=/G^]&M$7[Y4DQ'XZ_&WYO%?#BZG_WC7Q_FBSNWO,2'V]4=Z;_988[OBKL#MY? *@5J]1/BP^&/Y\6=37__9_%8O%=VG^U^-1NV? M1OVL?F[\SA@S+X-I\5L]5\'[N.G(\"S^@K,DJ;Q[[\=^J-J5C'CHQBSG/&' M? QVC6.6*']>;.W/@YG;YS:WB\Z]&_6KW7ABC>?%@C,;S^?#^?C%5S]_^$V\= MPU^^>>^<(VY^=K-W[S;_)AP0W6/$Z\H_=>|8IOK!:U? \FS0CF.28KS27E4QZ_!>L0W^TV?%?J,KN17[$EYC:=273/>9KP1[S\J7FS;_- MO:HOH9LO? K4#7Q_>AOM' ,DUS@Y]63Q&'QRO;_XDWM2D([X,K#K9./W.JB+# MVWS]I#]D5?3X^>_LCS_EH\3*--\?>-R.DBM]_? R8U:]/29$]TOW\;^^/^>;M MOU.GR7@^'7U^>O[YP9?IY,&(G,@TK-%X.+Y=SOQ?)E/C=CC[M9OSG[:/.;R_7N'R^QO*9&M_-NK75V>UZW]]^+X]RI?>EU-'>1(S2=T;YBQ^C_$7%*/_P ML!CB9_/)[>_&XW!J?!_>/Q6+N;WTQQ2_E:*G?J^>Q)HD9I*816(VB;5(S"$Q ME\0$FN3LJ$ 8F%)!:16(?$8A)+2"PEL8S$YF]_E^ZMAH-GM;_&+9-\Y+ M+W+J\$UB31(S2O/I$ MZ>C/_.WHST0CJN:QOVFAB13:2*&15.OHQP)-H- &"HV@T J*RN#.S'O]8^:] M+IUYP^G=:#R<_K7Z%N_^MW]_/AJO?N4? I=|&+KW(J8,QB35)S"0QB\1L$FN1 MF$-B+HEY)-8F,9_$ A(+22PBL0ZQ226D%A*8AF)Y236);$>B?5);$!B6J5^M^[N35]>7% [57XS5ZU4^OKUH[OVA236)C&?Q (2"TDL(K$.B<4DEI!82F(9B>4DUB6Q'HGU M26Q 8M+KPEY=W=R<7>]/U^A5/QWH^AO3-7I=-,9":RPTQT)[+#3(0HLL-,E" MFRPJRCO3=>WLQWB]7$91]M0/QUN^;N"Z<7U=K_T?Q7T9R>VH&-\6,T.W__T MFHV>WV#DTV3Z:#CYH0&_JG?@\%A7_W4+"UJ.AEO\]/>Q?QE4|="4BMB6HFJEFH M9J-:"]4<5'-1S4.U-JKYJ!:@6HAJ$:IU4"U&M0354E3+4"U'M2ZJ]5"MCVH# M5)-8CJV]V-R+[;W8X(LMOMCDBVV^V.B+K;[8[(OMOK#P[QX)ZILC0;WTYP0_ MS@"WD]G\X-PRH&39WY2:Z*:B6H6JMFHUD(U!]5<5/-0K8UJ/JH%J!:B6H1J M'52+42U!M135,E3+4:V+:KV5MO.ZQ^NSLUNCEQV@FBK2??HXCW)LR<6F M7&S+Q<9<;,W%YEQLS\4&76S1Q29=6--WQ_G-FM!:Z6JBC\WU^QX^C>^*Z1_3 MT?QEMG]X&,UFH\GX\(2/+@=%M2;JF:AFH9J-:BU4G@?T^6FVT&>SY0T^C\;#Y2L" M#AX02N_2R0<$4FNBFHEJ%JK9J-9"-0?57%3S4*V-:CZJ!:@6HEJ$:AU4BU$M M0;44U3)4RU&MBVH]5.NCV@#55#$QG'Z*0#DV]V) [+S;X8HLO-OEBFR\V^F*K M+S;[6G=_^?W]^6:GUL7>:];:QH.^>#C8+1VOE&T>#8FX\3B>W17$W.[Y,)P_M9OW'E^?!3[:?_^X>L[_X_HY_XOSQ.-D-I]_'!/FTZ?9W!C>WDZ>WG@Y +JI M%-6:J&:BFH5J-JJU4,U!-1?5/%1KHYJ/:@&JA:@6H5H'U6)42U M1;4,U7)4 MZZ);;Z5M/S6H=GYS.T#5]:ZK-L_WGCU M3O'HGXO88(HMIMADBFVFV&B*K:;8;(KMIMAP"BOG[@"^64):*]]"FBW&[>5< M?5O\'M#] MKZC61#43U2Q4LU&MA6H.JKFHYJ%:&]5\5 M0+42U"-4ZJ!:C6H)J*:IEJ):C M6A? 5>JC67VD[/]:O[7]_'IV.J2,N*;,.8M,LMLUBXRRVSF+S++;/8@,MMM!B M$RVVT<(BO7LDV&RJK96OJ@V>'CX7T^5Q8#YZ6!X#)D;QY[Q8_G#@>6)?_L+M M9#Q[>GA8_J3@X#G@/\9H7CPQ^T>]A%^RCV@#5 M5)'QT[_;SVZK93DVS6+;+#;.LEF.#;G8DHM-N=B6BXVYL)KOCO:;[;:U\O6V MT)N/YMX/C^WMO M:;W[EO:[;]E"_]0<5'-1S4.U-JKYJ!:@6HAJ$:IU4"U&M0354E3+4"U'M>Z[MOY;UT/O11[4!JJFBUZ?/\.Q.7):K;/'I,SR[.I?E*E)^^@S/:L]E.:;P8A,O MMO'"(K\SP]C<<5'-1 MS4.U-JKYJ!:@6HAJ$:IU4"U&M0354E3+4"U'M>Y[OY3UT+O11[4!JJDB[2>/ M^RS'1EQLQ<5F7&S'51'RD\=]EF/[+C;P8@LO-O'"&K\ [[F^6X]9+-VU]=,:S M^?#^?OE2W-GR:36;?SPXU:.;<%&MB6HFJEFH9J^TTF?7H%=T4,U%-0_5VJCF MHUJ :B&J1:C60;48U1)42U$M0[4H9J*:A6HVJK50S4$U%]4\5&NCFH]J :J%J!:A M6@?58E1+4"U%M0S5BPV^V.)KG?SK MK>_HG? UZMO_R:+;E8F,NMN9BULLWWGX:3[=_+=]4,U\. M]@=G>72]+:HU4OKF_/]-[5G[R7;5[&!E77PP3NKW5S?7.[] MN=CLE=G(BJVLV,R* [:S8T HK[>[\O-DGN_BP;'Z.MMYJYN6]) ^_TP$FMB6HFJEFH9J-:J^+?JL;ERZO.#OUPQ4'O MB8MJ'JJU4^S^*^S*2VU$QOBUFAF[_YVDT&ST?%CY-IH^& MDQ\|#* [8U&MB6HFJEFH9J-:"]4<5'-1S4.U-JKYJ!:@6HAJ$:IU4"U&M035 M4E3+4"U'M2ZJ]5"MCVH#5%/%*'#Z\0#EV-R+[;W8X(LMOMCDBVV^V.B+K;[8 M[(OMOK#P[QX/-BMOZR^;LQIO' ^?! (3;6VZCU9;;:+WE]N"1 %UA MBVI-5#-1S4(U&]5;J.:@FHMJ'JJU4AM/?B_GJ[72&L^7*VMMB/!]^+99C M_WCQ/PT7L_Y\9GPK[I\'_? GT:;;XQ=O;R=-X?O (<.P:K/*[=_+LCVZV1343 MU2Q4LU&MA6H.JKFHYJ%:&]5\5 M0+42U"-4ZJ!:C6H)J*:IEJ):C6A?5>JC6 M7VFU^M8H? O:K]?[XSZ[!/>]B8NLL-L]B^RPVT&(++3;18ALM-M)B*RTVTV([M+2S4NR> S7K;>L5ZV\EL_E_SZ7\&]X^?Z-^\L>XF,Z^C1[WS@'S;X4Q'TZ_M+HX#Z^G^X$2/+K9%M2;JF:AFH9J-:BU4G8I[E$7%5ZMGL7D6VV>Q@19;:+&) M%MMHL9$66VFQF1;::6&AWIGH&YMEMXWRK8'1SMB^>E.?E_?'7PSQP[EQ.QP; MGPMC6MP5Q4-Q9_PQFG^:/,U7:W%O)^/9&_N+ [_PJ;.]JC51S40U"]5L5&NA MFH-J+JIYJ-9&-1_5 E0+42U"M0ZJQ:B6H%J*:AFJY:C61;4>JO57VMZ87=L? M[M&+2L==56R? Q09;;*'%)EILH\5&6FREQ69;;*?%AEILJ86E>G>ZW^RV;93O MMO6'?W+OX%-^K9,'>G3U+:J9J&:AFHUJ+51S4,U%-0_5VJCFHUJ :B&J1:C6 M0;48U1)42U$M0[4U#?'@Y<=73_M'7P:Z+I<5&NBFHEJ%JK9J-9"-0?5 M7%3S4*V-:CZJ!:@6HEJ$:AU4BU$M0;44U3)4RU&MBVH]5.NCV@#5))9C:R\V M]V)[+S;X8HLO-OEBFR\V^F*K+S;[8KLO+/R[1X+-6MU&^5K=K;5@Q7!6K-_' M9S*>&:,OAS>$C6;&>#+_L4:LY2E"H_'.YSP^LP>/$.B67E1KHIJ):A:JV:C6 M0C4'U5Q4\U"MC6H^J@6H%J):A&H=5(M1+4&U%-4R5,M1K8MJ/53K5Q2Y=F;< M#?\Z]/*Y 7H_5#4:O'U'Q%9<;,;%=EQLR,667&S*Q;9<;,S%UEQLSL7V7%C0 M=X\&FXW!BP_+_OX[XWFQ<.:;|S^XS[?OH50>HIHKFG_XC M I1C0RZVY&)3+K;E8F,NMN9BP[8K 5NE*\%-O^<+^;X MS7?UGW]8L/KF_^&?$ R_S)=;::CKXM?N3<6__"P_I_NAO/BX($ 71>,:DU4 M,U'-0C6[XM^$6MUXF(SGWPX=Z5KH/7%0S44U#]7:J.:C6H!J(:I%J-9!M1C5 M$E1+42U#M1S5NA5?S1J7;W\UZZ'WI(]J U131? Y//Q*PJX!9CFVYV)B+K;DJ M"38;A1OE&X4_3<;SZ>CSR^L#GE]6$#F1:5BC\7!\NSP;?%GN M&!C.OAG_6?UPX>"Y -T+C&I-*

5#-1S4(U>Z5M;XEO-)8_!;KCS?6$L+O"EF$Z+.V,VG]S^_L_UR5MM/$11+W]\BTT*LZJ.:BFH=J;53S42U M1#5(E3KH%J.:@FJ MI:B6H5J.:MT#7[EJM?K%3>WYMH U521[M/'>78U,,NQE1:::;&= MELUR;,_%!EULT<4F76S3A45]9YP_WZP&/]]8#;QZ3L[C^CDYQM-X-(>>WE]^ M[5.'? %1KHIJ):A;JV:C60C4'U5Q4|U"MC6H^J@6H%]):A&H=5(M1+4&U%-4R M5,M1K8MJ/53KH]H U50Q&IQ\7& Y-O=B>R|V^&*++S;Y8ILO-OIBJR|V^V*[M+RS\N\>%S:[A\Y=E93_MZ?WGZ'YA5&NBFHE]%]K9J-9"-0?57%3S4*V-:CZJ M!:@6HEJ$:AU4BU$M0;44U3)4RU&MBVH]5.NCV@#5))9C:R|V]V)[+S;X8HLO M-OEBFR|V^F*K+S; [8KLO+/R[1X+ZYDA0NJP,>GI_^45./A>@2X91S40U"]7L ME;;]4_7SFYM7[W;=0]_JH)]+:AZJM5'-1[4 U4)4BU"M@VHQJB6HEJ):AFHY MJG6/_,K5._+S^NB]&Z":*HI\^I3.KOQE.;;^8O,KMK^R68[MM-A0BRVUV%2+ M;;6P6.],Z9N5O^? E>_V2Y>1M/$Y'MX7Q]|'8N)OCH$E]4:Z*:B6H6]MFHUD(U!]5<5/-0K8UJ/JH%J!:B6H1]'52+42U! MM135,E3+4:V+:KV5MKN^:W_4)Z|X0#559/WT49]=X2ML>|"_.#BWH12|[0#55%/WT*1_EV)*+3;G8EHN-N=B:B|VY MV)Z+#;K8HHM-NK"F[T[YFP6]Y^6+#)/B=C*^,VYWWHYG|C";S2;3OXSQ9#'L M,Z_A17? THEH3U4Q4LU#-1K46JCFHJ*:AVIM5/-1+4"U$-4B5.N@6HQJ":JE MJ):A6HYJ753KH5H?U0:HIHHIX?23 [O'E^78WHL-OMCBBTV^V.:+C;[8ZHO- MQMCN"PO_[LEAL\?W_&4%V.]I#2^ZM1?5FJAFHIJ%:C:JM5#-0347U3Q4:Z.: MCVH!JH6H%J%:!]5B5$M0+46U#-5R5.NB6@_5^J@V0#6)Y=C:B|V]V-Z+#;[8 MXHM-OMCFBXV^V.J+S;[8[@L+_^Z18+.U] [QT!=C':'$"F-P9DR_&?/10/+]B M=S@VBC_GQ7BV_/G ?++\0%A>3CX_#1;W'XV6_S:P^?1>+C\$<+!"9X[RW]=]\R>/[%I?E MV':*C:?8>HK-I]A^B@VHV(*J(J&GS|SL6ER*VYVY-VMQS|O7XNKKUVGQ=3E/ M#Q\F3^.Y<3<=_G%XCD97WZ):$]5.5+-0S4:U%JHYJ.:BFH=J;53S42U M1#5 MHI6V\T+(RXM73Y/N'/B\B\O73Z>.#WGGKS\O.?+S4O1WFQUYU?S YYT?>/)X M%[UW/53KH]H U531P-/G8G;!+,NQ+10;0[$U%)M#L3T4&T2Q112;1+%-%!;% MW;EXLV#VO'S!;#0=C6]'C\/[U5Q\<")&M\>B6A/53%2S4,U&M1;J.:CFHJ' M:FU4\U$M0+40U2)4ZZ!:C&H)JJ6HEJ%:CFI=5.NA6A_5!JBFBL*?/O6S>VA9 MCNV|V."++;[8Y(MMOMCH:UW]W>^97+_^]H#8HHM-NK"F[PST%YL5LQ?E*V;; MD^%X_922X8]O>M\5CY/9Z.!T7^Z=.MVC6A/53%2S4,U&M1;J.:CFHJ':FU4 M\U$M0+40U:*55OG][M7G;;\?^,'O=Q_R#GV_^\C/2]'?;7;D5?,#GW?P^]WH MO>NA6A_5!JBFBA2>//FR')M"L2T4&T.Q-12;0[$]%!M$L444FT2Q3106Q=WQ M>+-2];)T/]-Q;^3B#_\?(=@= MK"S']EYL\,467VSRQ39?;/3%5E]L]L5V7UCX=\|0]JO51;8!J$LNQM1>;> [&]%QM\L<47FWVQS1<;?;'5%YM|L=T7%O[=(\%F MX>M%^<+7XU1>6@Z=//NC>UU1S40U"]5L5&NAFH-J+JIYJ-9&-1_5 E0+42U" MM0ZJQ:B6H%J*:AFJY:C6O3BPB;5QX,FT/?2R?50;H)HJ$G[Z6,\N=V4Y-N5B M6RXVYF)K+C;G8GLN-NABBRXVZ<*:OCO6;Y: [+CXL&^N/>75L.7'R0$]J350S M4Y=B2BTVYV):+C;GL8[^"B2VUV%2+;;786(NMM;!< M[\ [JFQ6M%^4K6D]_X2NZ:Q75FJAFHIJ%:C:JM5#-0347U3Q4:Z.:CVH!JH6H M%J%:!]5B5$M0+46U#-5R5.NNM.V7/+_QG7ATC2JJ#5!-%24_?7!GUZBR')MR ML2T7&W.Q-1>;<[$]%QMTL447FW1A3=^=[C=K5"]*=S)]3+^-IE4OVR5>K(LN M6T6U)JJ9J&:AFHUJ+51S4,U%-0_5VJCFHUJ :B&J1:C60;48U1)42U$M0[4< MU;JHUD.U/JH-4$T50\+I!P=VV2K+L;T7&WRQQ1>;?+'-%QM]L=47FWVQW1<6 M_MV#PV;9ZL7+8JF?]V)==*\JJC51S40U"]5L5&NAFH-J+JIYJ-9&-1_5 E0+ M42U"M0ZJQ:B6H%J*:AFJY:C61;4>JO51;8!J$LNQM1>;>[&]%QM\L<47FWRQ MS1<;?;'5%YM|L=T7%O[=(\%F%^Q%^2[8:'$"F-P9DR_&?/10K)\S5/PY+\:S MY<\'YI/E#QIF3P\/R\/!YZ?9XO:SV>+7'CZ/QL/ECQ .GA/0O;&HUD0U$]4L M5+-1K85J#JJYJ.:A6AO5_(J_SC7C83*>?SMX)GCO+<-WWS)"?^\=5(M1+4&U M%-4R5,M1K8MJ/53KH]H U531]=-G?7;_+HUD0U$]4L5+-1K85J#JJY.9=O-Z> M=W-@UU ;O:I_X*KG]==7#="KAJ@6H5H'U6)42U M1;4,U7)4ZZ):#]7Z1_Z] M'Z!7E0[]Q:\Z\/I,MJIBLRJVJV+#*K:L8M,JMJUBXRJVKO)8CJVP?(K;F;$O M-RMG+\M7SA[S+CGEQ*G3-;HU4:C61C4?U0)4"U$M M0K4.JL6HEJ!:BFH9JN6HUD6U'JKU46V ;JHH_,G?66R|V^&*++S;Y M8INO=?2KCJ]B>RXVZ&*++BSIN_/\9D?N9?F.W)/?2:?<.WFX1U?:C61C4?U0)4"U$M0K4.JL6HEJ!:BFH9JN6HUD6U'JKU46V :JJ8$D[_M]CN[<9;EV-Z+#;[8XHM-OMCFBXV^V.J+S;[8[@L+_^]8;-Q]O)E]=5/>U^; M2W01+:HU4:C61C4?U0)4"U$M0K4.JL6HEJ!:BFH9 MJN6HUD6U'JKU46V :A++L;47FWNQO1<;?+'%%YM\L;?;'=%Q;^ MW2/!9EOMXL.R'R8<_UK7:C61C4?U0)4 M"U$M0K4.JL6HEJ!:BFH9JN6HUD6U'JKU46V :JJ(]^D#/;M8EN78WHL-OMCB MBTV^V.:+C;[8ZHO-OMCN"PO_[D"_62Q[6;Y8]O07NZ(K8E=:]??.C_L|||C/ ML]#?A8UJ+51S4,U%-0_5VJCFHUJ :B&J1:C60;48U1)42U$M0[4_=\ZN8F4YMJKZQ')-EC-9CFVYV)B+K;G8G(OMN=B@BRVZL*3OCMJ: M5:R7I7N=/D9.9!K.^'LQFR_F;>9UK>AR5E1KHIJ):A;JV:C60C4'U5Q4|U"M MC6H^J@6H%]):A&H=5(M1+4&U%-4R5,M1K8MJ/53KH]H U50Q$)Q^2&"7L[(< MVWNQP1=;?+')%]M|L=$76WVQV1?;?6'AWSTD;):S7KXLA/IYKVM%]["B6A/5 M3%2S4,U&M1:J.:CFHJ':FU4|U$M0+40U2)4ZZ!:C&H)JJ6HEJ%:CFI=5.NA M6A_5!J@FL1Q;>[&Y%]M[L<$76WRQR1?;?+'1%UM]L=D7VWUAX=\]$FQVN%Z6 M]W -BOGR73%OB^)N9GR93AZ,T>J0\/AR2)AL'Q(>5X>$Q_4A8?UDGN)N<3MC M/GV:S8WA[>V;S]Y']\"B6A/53%2S4,V^?+U@\-#SF%KH51U4U+JKU4*V/:@-44\44'?.1E<;3;/7I5OGCW^'6_*H5.G>E1KHIJ) M:A;JV:C60C4'U5Q4|U"MC6H^J@6H%]):A&H=5(M1+4&U%-4R5,M1K8MJ/53K MH]H U;3N_,Z;7%R^_G:/V(Z+#;G8DHM-N=B6BXVYV)J+S;G8GHL-NMBB"TOZ M[E2_V3][!>^?+?=.'N[1_;.H9J*:A6HVJK50S4$U%]4\5&NCFH]J :J%]!:A M6@?58E1+4"U%M0S5BPVZV*(+2_KN<%_?#/?E&V_W7P3L#_\R|V^&*++S;Y8ILO-OIBJR|V^V*[+RS| MN|>%S9K;JY^|YO8*77.+:DU4,U'-0C4;U5]HYJ":BVH>JK51S4>U -5"5(M0 MK8-J,:HEJ):B6H9J.:IU4:V':GU4&Z":Q')L[<7F7FSOQ09?;/'%)E]L\|5& M7VSUQ69?;/>%A7_W2+!9<[OXL.PG""<\Z;\4.GGV) [4F]IFH9]&:O=)VGMM9 MKQ]X+2]Z60?57%3S4*V-:CZJ:.@6HE]$:AU4BU$M0;44U3)4RU&M>^A+U^7U MZS?7[Z&7[:/: -544>?3)W:48R,MMM)B,RVVT[)9CLVYV)Z+#;K8HHM-NK"F M[T[LFZ6Y5^5+ M;/#%%E]L\L4V7VSTQ59?;/;%=E]8^'>/$9O%OUI7?F9//#^A.8%0S4[T0]_JH)]+:AZJM5'-1[4 U4)4BU"M M@VHQJB6HEJ):AFHYJG57VL[3B.+:@-44T7?3Y_YV3V^+,;<[$]%QMTL447EO3=F7^SQ_>]?(]O5$QO%[/[\&NQF.Z-R?1N M-!Y,_S)FWX:+JQFCV>QI]=2BR=-|-E]\L!S_OQ7W=\;GOWX<#YX_^]OD_JZ8 MSGX]..NC^WM1K8EJ)JI9J&:OM%IC*YEGOUY]F,Y'G^^+Y4\,'A;GA,GBU#">S OF]0;E=^O4 P.J-5'-1#4+U6Q4:Z&: M@VHNJGFHUD8U']4"5 M1+4*U#JK%]):@6HIJ&:KEJ-9%M1ZJ]5%M@&JJF!I. M/DFP')M[L;T7&WRQQ1>;?+'-%QM]L=47FWVQW1<6_MV3Q&:!\/7+#K.?]GJ# M:W2A,*HU4:C61C4?U0)4"U$M0K4.JL6HEJ!:BFH9 MJN6HUD6U'JKU46V :A++L;47FWNQO1<;?+'%%YM\L;?;'=%Q;^ MW2-!?7,D*%\[_+_[>H/R.W/R^0'=0XQJ)JI9J&:OM.K7&Z\7=5#-134/U=JH MYJ-:@&HAJD6HUD&U&-425$M1+4.U'-6Z![YRG=JC61C4?U0)4"U$M0K4.JL6HEJ!:BFH9JN6HUD6U M'JKU46V :JJ8DX_&:!+DUF.+;G8E(MMN=B8BZVY')9CJR|V^V*[+RS\NR># MS=+DZ_*ER?KZ=5I\74[[PX?E/&_<38=_C],]>BF8U1KHIJ):A;JV:C60C4'MU=R5MG-&>'DGUMU#@H=>MHUJ/JH%J!:B6H1J'52+42U!M135,E3+4:V+:CU4 MZZ/:-54D?#3QWIVB3'+L2D7VW*Q,1=;<[$Y%]MSN2S'9E]L]X6%?W>LWRPQ MOB[=B/:Q/1F.C2^3J;'XK^&/$7_U;?R#TSVZM!C5FJAFHIJ%:C:JM5#-035W M11TQW:/[B%'-1[4 U4)4BU"M@VHQJB6HEJ):AFHYJG51K8=J?50;H)HJ2G[Z M=,_N(V8Y-N5B6RXVYF)K+C;G8GLNE^78[(OMOK#P[T[WFWW$U^7[B#\]ORAX MMGQE[^-T=%L8?Q^-C;O)_?UP.C,>B^G+WK%_&/\Q_F9\6*TL.SCTHYN&4:V) M:B;J6:AFHUH+U9SK UN07SU)!]TRC&IM5/-1+4"U$-4B5.N@6HQJ":JEJ):A M6HYJ753KH5H?U0:HIHJVGS[OL[N(68ZMN-B,B^VXV)"++;D3;KQ>O7G(EMN=B8BZVYV)R+[;G8H(LMNK"D M[T[R]CQ^']ZMU[#L[SZ'I?5&NBFHEJ%JK9J-9"-0?57%3S M4*V-:CZJ!:@6HEJ$:AU4BU$M0;44U3)4RU&MBVH]5.NCV@#55%'XT^=Y=E4P MR[&]%QM\L<47FWRQS1<;?;'5USK[.R>U SO%Q19=6-)WY_G-$N";\B7_U M[_MRR]S\LR/+O5%-1/5+%2S4:V%:@ZJN:CFH5H;U7Q4"U M1+4(U3JH%J-:@FHI MJF6HEJ-:%]5ZJ-9'M0&JJ6(*,'WF9Y?ZLAS;>['!%UM\L(V)K+BSGN_/^9E7OXL/2>?]^,)L9,B;3N]%X./VK;*0OE4X>Z4FMB6HF MJEFH9J-:"]4<5'-1S4.U-JKYJ!:@6HAJ$:IU4"U&M0354E3+4"U'M2ZJ]5"M MCVH#5%-%Z$\?Z5&.S;W8WHL-OMCBBTV^V.:+C;[8ZHO-OMCN"PO_[O"_6],A?=LXMJ350S49>;._%!E]L\<4F7VSSQ49?;/7% M9E]L]X6%?_=(L-G&>U.^C??3Y.%A,C9F\|GM[\:C<&I\']X_%=5/]WE1;[9^MO*I_.HGC_CHTEU4LU#-1K46JCFHYJ*:AVIM5/-1+4"U$-4B M5.N@6HQJ":JEJ):A6HYJ753KH5H?U0:HIHJ77/ODG N@67U0S4:C61C4?U0)4"U$M0K4.JL6HEJ!: MBFH9JN6HUD6U'JKU46V :A++L;47FWNQO1<;?+'%%YM\L;?;'= M%Q;^W2/!9AOP3?DVX$^3\7PZ^OST_,.+]/)@_&\']@:C8?CV^79X,MD:MP. M9]^,_Y0]9PC=](MJ350S4I6"[VL@VHNJGFH MUD8U']4"5 M1+4*U#JK%]):@6HIJ&:KEJ-8]*7KO'9]<]W8>]9I#[UL']4& MJ*:*5F.K;383(OMM&R68W.NMN=B@RZVZ&*3+JSI.]-\[6RSH'?Y MPIT[P+-=D.9/E+):S6:[%<@[+N2SGL5R;Y7R6"U@N9+F(Y3HL M%[-8+Y9D[O\N'0P'TZG?RV_H9XO!_+#,SBZ+)?E MFBQGLIS%M]+9"SLLY[*Q7,YRW4-?RFJUB[.KVO5U?>^;Z^RE^RPW8#E5%?OD;[##'AQP MP047G'#!#9<->W#J!;=>><.P%UUYP[L7U?F^FKV_-].4;<\/=E]W^<_WRV]%LM]E3_;>OF5?Y0^>Z;B.JRG,5R-LNU6,YA.9?E/)9KLYS/<@'+A2P7L5R'Y6*62U@N9;F, MY7*6Z[)H0/ X(G@<$#P2")P)Q(\'> M,6.S4W?Y\?(*/^W],M<7P(X.Z%I=EC-9SF(YF^5;+.>PG,MR'LNU6! 0/ D('@4$SP*" MAP'!TX#@<4#P/"!X(!\$8@;"?:.#IO=N\N/RWY"$3P]?"ZFQN2+,1\]%#-C M/C&*/^?%XN#PN#A#3.Z6OW [&<^>'AZ6IXC/3[,%,)LM?NWA|V@\?/Z9Q'^,MT;QX.'RN(->8?6*Y)LN9+&>QG+WFMG^L7*N]>I4PNJ:7Y5R6\UBNS7(^RP4L M%[)S@2KT\+S> ^X/QR\' MAMGR)%!]6#A\2DW^+)4#P0"!X(A W$NR='38[?9WP|WUAS(OIP_J'"G>+$\3APP*ZVY?EFBQG MLIS%!#_.O3Z]!9[1QR6Y+LOU6*[/<@.64]4D\(ZSKO@%_;@Z NNON#LJZK[[S@KL&M^80^> M!P0/!((G G$CP=Y98;/L=_EQV>1H_OB)PO:SD!X>[XNWGH,T_#)?/HUI.O]ZM^)7[(T\2Z#9@EFNRG,ER%LO95?\^G%^__-SAC<,$NB:8Y5R6\UBNS7(^RP4L M%[)!03/ H*' <'3@.!Q0/ \H!\#0>5R:+CUXF*_M=Q386FYQX,LR+99S6,YE.8_EVBSGLUS !H0/ X(G@<$#P2")P)Q(\'> MZ:.^=?IXV0SW\]ZFM<8N8$:Y)LN9+&>QG,UR+99S6,YE.8_EVBSGLUS !X0/! (G@C$C01[1X>ME<^U\I7/[WX.$[L'&N6:+&>RG,5R-LNU M6,YA.9?E/)9KLYS/<@'+A2P7L5R'Y6*62U@N9;F,Y7*6Z[)/ @(G@3T8Q2H?(X+7'G!F1?<><&A%UQZP:D7W'IQL=\["FSME%Y\M7'X4&'\OIB|OCIXNWTGI[Z.Q<3>YOQ].9\N72[\S7(OE')9S6<&5%YQY MP9T7%_J]<\'6$NA:Z:ZXU6L;?MM_;!H0/ X(G@<$#P2")P)Q(\'> (6%KW7/M947<3WP) M KO1&>6:+&>RG,5R-LNU6,YA.9?E/)9KLYS/<@'+A2P7L5R'Y6*62U@N9;F, MY7*6Z[)!(0/H(G@4$#P."IP'!XX#@>4#P0"!X M(A W$NP=';9V/]?*5_^^^R4(5T<]%>]3Q?5//PJP:YM1SF(YF^5:+.>PG,MR M'LNU6!@2/ X+G

*<$#@>")0-Q(L'<4V%KE7"M?[/O&4XVH M]T=E%SRC7)/E3):S6,YFN1;+.2SGLIS'.LSZ|&3@.!10/ L('@8$#P-"!X'!,|# M@@<"P1.!N)%@[UBQM?6Y=O.SGYS;G1&N2;+F2QGL9S-! 2/ M H)G <'#@.!I0/ X('@>$#P0")X(Q(T$NT>'^M:.Y_K/V? %QG,UR+99S6,YE.8_EVBSGLUS M;N@+VN=.R%]=O1GPEG67"7!8=9<)D%IUEPFP7'67"=!>=9<)_%!7IO M?- _:RUPOW\L<[CZ1Z)_K)Q2-9K.GXN[Y'4Y??F7YMJ9EXSR[6AGEFBQGLIS% M2S79CF?Y0*6"UDN8KD.R\4LE[!< MRG(9R^4LUSWZ2UF/O7#_Z L/V M+1U]9OQW_J7!/!0=5<%$%)U4V[,'E%9Q> MP>T5'%_!]167W[TYO+XUAY\T=,V*S MVX51SF4YC^7:+.>S7,!R(NQ%^X??>$! M>V'IZ"OKM^,_%>ZIX* *+JK@I,J&/;B|@M,KN+V"XRNXON+RNS=B;VWRK5=L M|GWSM;.1$YF&,_Y>S.:3*?1:VO([<_]TSN[_13F3Y2R6LUFNQ7(.R[DLY[%< MF^5\E@M8+F2YB.4Z+!>S7,)R*S7)? E>BS79[D!RZEJB#C5@^< P8. MX$E \"@@>!80/ P(G@8$CP."YP'! X'@B4#<2+!WS-C:$KSX>'F%G_=:VM4% ML*,#R359SF0YB^5LEFNQG,-R+LMY+-=F.9_E I8+62YBN0[+Q2R7L%S*R_59;L!R$NS!!@1/ X+' <'S@."!0/!$ M(&XDV#LZ;"T2KEQ7)OE?)8+ M6'YDN8CE.BP7LUS"Y O D('@4 M$#P+"!X&!$\#@LO@]XX"6^N"ZZ5;Q7[\%.'QY:<(MD_5/$: G) [&KA%&NR7(FRUDL9[-P7,AR$!80/ P(G@8$ MCP."YP'! X'@B4#<2+!WK-A:)5R_^ME/3B)7JGUBN2;+F2QGL9S-! 2/ H)G <'#@.!I0/ X('@>$#P0")X(Q(T$>T>'K=7#]?+5P_9T,IL9 MC]/);5'P7,IR&<7!X\2ZVGC11 M.[^Y.%O^Y_6;*L&;@UD/[KS@T LNO>#4"VZ]X- @+KKW@W(OK_=ZI8&MS<+UT MP5C)\Y16/V+X\29+R/.6V"W#*-=D.9/E+):S6:[%<@[+N2SGL5R;Y7R6"U@N M9+F(Y3HL%[-,<9 MXRS'KP)"!X%! \ M"P@>!@1/ X+' <'S@."!0/!$(&XDV#UF-+:V##?.?O+SEAKLOF&4:[*R7,1R'9:+62YAN93E,I;+6:[+? [CP_*REYW4/UF@\'-\NSQ!?)E/C=CC[5KY]K?PJIY\? MV 7'*&>RG,5R-LNU6,YA.9?E/)9KLYS/<@'+A2P7L5R'Y6*62U@N9;F,Y7*6 MZ[) <;|UM|S1;/P%G]_DW??;* Y935?G?<39 /3CR@BLO./."R\X](0++SCU M@ELO./:":R\N]WMG@_K6V:!\ZW*RG/>- Q^GHMC#^/AH:=Y/[^^%T9CP6TY>S MP#^JWWRU_!*G'PS8MQ7(?E M8I9+6"YEN8SET\,__UD8"\YH#E5!7\=QP)4 _.N^"^"PZ\X.(+ M3KS@Q@N.O.#*"\Z\X,Z+"_W>D6!K2W2C?$OT_]^7.9?SIQ\'V+W/*&>RG,5R M-LNU6,YA.9? E/)9KLYS/<@'+A2P7L5R'Y6*62U@N9;F,Y7*6Z[)<;\T=\4+= M/GOI #6"XZ]X-H+SKVXWN^="K:6 M.B|^+CL5E*QCN/!\NS@LR)M. [T7@X_8M]P7/YW3K]-$%R398S6!P0/ \('@@$3P3B1H*] |?6*NC&R^ZX MG_B"9W8I-,HU62S79CF?Y0*6"UDN8KD.R\4LE[!< MRG(9R^4LUV6Y'LOU66[!00/ L('@8$3P."QP'!\X#@ M@4#P1"!N)-@[.FRMCFZ4KX[^<5:XGP MG,MR'LNU66KIWA=7S7.KV\N7VUB8"\-1UYPY05G7G#G!8=>><.D%IUYPZP7'7ESM]\;^ MK=7.C=(-R[59SF>Y@.5"EHM8KL- R.R7.9R.Q7(2E8I9+6"YE MN8SE!00/ X*G <'C@.!Y0/! M('@B$#<2[!T=MC9#-\HW0U- [%]B5SRC79#F3Y2R6LUFNQ7(.R[DLY[%S7,)R*S7)?E>FMN9^_"&VL7V&W.**>]\+_C: !O MNO3MS:PG,MR'LNU6!P0/!((G G$CP=XA8VOO\WGM)S]UZ9Q=^8QR398S6_ <('@0 M$#P)"!X%!,\"@H" 0/!&(&PGVC@[UK:-#^5IHZ*E+Y5FO7@R NNO.#,"^Z\X- ++KW@U MN MO>#8BZO]WM%@:SWT>?EZZ&0Y[AN/T]%M8?Q]-#;N)O?WP^G,>"RF+T>!?RS. M!'\S/I2>"](@5T2C79#F3Y2R6LUFNQ7(.R[DLY[%S M7,)R*S7)?E>FMN9T7TZR,!NQL:Y505_'<<">#=T*P']UUPX 477G#B M!3=> <.0%5UYPY@5W7ESH7XX$'V;?BF+>',Z''__U4$R_%I^*^_N9<3MY&L ^7 MSS7:^E5C6GQ9GAC^6_5?/KSZ]7[MOP>U [^NY0U^>_Y?/FPN\/%?C\.OA3^< M?AV-9\9]\65QL;-?KQ9?6*>CK]]^_,-|\K@XKOQB?)[,YY.'YP^_%<.[8KK\ MA,7__F4RF:__87F!/R;3WY]_0Q__/U!+ P04 " L/BY:43'E01<) 6 M> &0 'AL+W=O?;]_T^GZWH)N;OLBU-Q6\6&=O$ MN;C(EGV^932>ET6;=9\,!F9_$R=I;WI97G?+II?9+E\G*;UE&M]M-C%[^D#7 MV>-53^\]7_$I6: [RXHK^]'(;+^D=S7_=WC)QJ7]0YLF&ICS)4HW1Q57O6G\? M&4914([X+:&/_.AGK;@I]UGVN;C@SZ]Z@V)&=$UG>4'$XI\'>D/7ZT(2_BS M0GN';1:%QS_ZTYYX\6-N8\YO[7.TO[_C_7/9S,=5B@_U9 M-:U@/RUR9EJF]G.6YBNNV>F)PJ@+^ZCPQU%GN^H#T0I.O3^G38@ M/VID0(:2"=VHRRTZ.Y0;DG)+77Y'MZ)\=+;<;E-^?NN.NOQZMU26N^KR8+<6 MY>;9X M&Z5GG/$:495,Y\.^?"@O+Y8$[_DVGM&KGGC/YY0]T-[TO]_IYN G6220F(7$ M;"3F(#$7B7E(S$=B 1(+D5@$PAKQ'![B.53I4Q',!\KRY'Y- M33+*=>V\5,L M+O$?Q7* ,9KFLM JT:ZA16(6$K.1F(/$"7"3F(3$?B05(+-QCHQ(K]A4?IH8Y M- ;BO\O^PW$@05MM!')T".1('4@_%!2)\9D000_KC_]_UJ[FR54O'UR[7HF M%L$*9?*-QG;:OYOLG J-] UG$C,0F(V$G.0F(O$/"3F([$ B85(+)AC0"; MAP";KUOPFLAX(C$+B=E(S$%B+A+SD)B/Q (D%B*Q"(0UXCD^Q'.L?G^-^4J6 M2F55UU0B,0N)V4C,06(N$O.0F(_$@O') (I28@]&DN0(-]Z/,XU$#_4)_L4X] MM2[TP?#B,*H1D,DA(!-E0'[/V.?B'6P6;Y,\7A'$)XT26$LO I@:[A M0V(6$K.1F(/$"7"3F(3$? B05(++PX33(A8W,X,5^\M8&VV@B?/J@_HAR\Q5%1 MM=HUDU#-@FHV5'.@F@O5/*CF0[6@TH[C9)AB\,L#F]%D(-"H],CGY*!.FD< M(6TFZNA#?UV9J#LZR]*Y-CL*UI9EFX3SC#V5&=/^U@#'/M73Z!Q!I&9!-1NJ M.5#-A6H>5/.A6@#50J@6H;1FY$D=>?*Z Z%5/2JK2,V":C94N^%4"U":3- Q(M]BMN)..&Y'2U.@F@O5/*CF0[5 /VT]D3U'0LFXX5C22XV:73,< M=3.+KNYFN?5O;>9PRT3(6VO4 U"ZK94,V!:BY4\Z":#]4"J!9"M0BE M-=-==|GH%Z]J>5#-AVH!5 NA6H32FG_,7O?4$'5/ MS7$X-IEK]T\:WV8I%V_-2:K1+ [-5G"ZIMB@N<[Z+1:Z+[PA8 MB&7MG#*-KV(Q.UG.U=ONFG.H9D$U&ZHY4,V%:AY4\Z%: -5"(FG/D1S:16VT M&>"ZA8>H6WC: [V>]HPVIVVN(LB7@9,_621C/W_Y#&O6L.F<;VK0#U6RHYD U%ZIY4,V':@%4"Z%: MA-*:KP!UTPYYY5?K$&BO#E2SH)H- U1RHYD(U#ZKY4"V :B%4BU!:,ZMU/Q)Y MDWXDM=HYP=!^)*AF0S4'JKE0S8-J/E0+B*3-2/+)7]AR7%2-&YT?U\Q3W9)$ MU"U)+U>_W^KO2]33ZAQ(:(\25+.AF@/57*CF034?J@50+81J$4IKO@34/4KD ME3U*!-JC!-4LJ&9#-0>]N5#-@VH^5 N@6@C5(I36S&K=HT2^\JT[_W+Y"_U6 M'JAF034;JCE0S85]'E3SH5I 3IN:Y.WX;0=&]/DUW/Y%N[4_?])-?/:O. MN86V2$$U&ZHY4,V%:AY4\Z%: -5"J!:AM.8K0-TB15[9(D6@+5)0S8)]-E1S MH)H+U3RHYD.U *J%4"U":DY6*YNTOS_5D\#]<>3GI[MO3_U9SU\?\;E"E [>C<6M8/N3T.XOY-FV/!'H?9;GV:;|<47C M.67% /'[128"7%TH-G X%?#'T'U!+ P04 " L/BY:YJ!O46H" !,!P M&0 'AL+W=OY";6QWE?G?/8.R=9P)F"FD&[KFJB_-\#E9AQ$P>O"G*TJXQ9PGC5D!0LP|\U, MV1D>7):L!J&9%$A!.0XFT761NG@?\,!@H[? &R%7R*.63F]PMQT'H$@(.U#@' M8A]KF +GSLBF\=Q[!L.13K@]?G7_YFNWM3P2#5/)?[&E]<;!*$!+*$G+S5QN M;]&OY]+Y4M&LD0+ MMA*L9)0(@R:4RE88)E9H)CFC##3ZA*9$5XB(93?X^MRR->$@C$9G!1C"N#ZW M4?>+ IV]/\^PL?FY4S#M<[GIPT M\U_^5*H&W3WLPW7T -<0KG5#*(P#^X_7H-80Y!_>15?AEWWP3FE6G,AL!VPR M@$V\>W(([*&O@=W>:SS,,/K M;1S_C2B.172)XZW6Y>Z9GT2MF-"(0VDUX<5G*U9=[^XF1C:^FSU*8WNC'U;V MN@/E NQ^*:5YG;@&.5R@^3]02P,$% @ +#XN6@O&ULM99O;]HP$,:_BI5)TR9MS5\R MZ" 2!4WKIFFH:)WV:C+A EX3.[4-=-(^_,Y.B*!-42NE;X@=W_/X_#/G>+@3 M\D:M 32Y*W*N1LY:Z_+<=56ZAH*J,U$"QY%,R()J[,J5JTH)=&E%1>X&GA>[M!67<28;VW4PF0['1.>,PDT1MBH+*OQ>0B]W(\9WJBRNV6FOSPDV&)5W!'/2/ M!MPS6"G#MK$K&0AQ(WI7'Y'CF<2@AQ2 M;1PH/K8P@3PW1IC&;>WI-%.:X6%[[_]KAW7LJ *)B+_R99Z/7+Z#EE"1C>Y MOA*[SU"OIV?\4I$K^TMV=:SGD'2CM"AJ.690,%X]Z5W- X4#@1X\(@EH0/%40 MUH+PJ8*H%D263+44RV%*-4V&4NR(--'H9AH6IE7C\ADWVS[7$D<9ZG0RK[:; MB(S,V8JSC*64:S).4['AFO$5F8F4\F.56*C,EWN63HM6BBK&+H:$'4(I^7 L=Q%X0SUHJ ?6+WS$;R** L'@ M[J8W6'$-O7)/3S;TVE!5YE& [N3DHSE5)4Q@Y>!(HD%MPDM>O_-C[V :N2[-I M1V9'4,,&;GC*':'R+4AM^:%]!A(I5HS?U?\[@@>?TI3CWW25!O;D!,\%6YG% MULRTALXXF/6(6-Y_G]L-\/ M_-_CJU]C,L=C@*=U&\^34SZ79I=FT(I,CY+T&>>\E M:[_7)=0NS:8=F1U!C1NH\4O7? OR@7,/05,"]=\P=H;E#)O\!4$L#!!0 ("P^+EH /.&OA (-L& 9 M>&PO=V]R:W-H965TDT*6K63OLT.>9(K()-;9- D^_4[&XI2B;;]T"_!9]_SYNX%CF0GU;W> M !BRKTJA)][&F/K2]S7:0$7UF:Q!X$DA544-AFKMZUH!S1U4E7X8!!=^1;GP MTL3M+52:R,:47.!"$=U4%55_KZ"4NXDW\AXW:OAZ8^R&GR8U7<,2S&V14!CY MO4K.*Q";2T$4%!- O.KK,8IOO$NXX[/3!FMA.5E+>VV">3[S %@0E,&,5*%ZV M,(.RM$)8QD.GZ?5_:<'#]:/Z5]<[]K*B&F:R_,5SLYEX8X_D4-"F-#=R]PVZ M? LZM'I.E=K]DU^4&'F&--K+J8*R@XJ*]TGWGPP$PBI\!P@X(7PM$'1"]%H@[MP%GMMZTX'S)[:)HHN2/*9].:73@S'8WMDB4R@F'>E#TT7'-WEV=2U61^A\3M,B,G[T\3WV 3MA2?=05?M06' MSQ1\W8@S$@4? 21B$\0 ^.XYGP! ?.3P:P+/7X^%3W$?G>_O#WO[0Z47/Z!TZ M.N1%2\?#M!T)E[JF#"8>OO,:U!:\],.[T47P95-#BJW'*#7Q]0-@'/"RG- 8V#G5?\]2_\#4$L#!!0 M ("P^+EH9>GEV^@@ %; 9 >&PO=V]R:W-H965T9Z M-.J6KW0=9,-D0^/BE^^W S+XV/]?'G-RPVCNYM-\$(?:? [:YEM: M?!OM*:MP3>.L3&(AI<^W@WMRO9#DTJ&R^#VD[]G19Z$LY2E)?I1?G-7M0"PS MHA%=YB4B*/Z]T0F- HI)4Y/%'#1WL8Y:.QY_Z'95?%',4Y#121+]*USEK[<# M?2"LZ'.PC?+OR?N.U@6D)6^91%GU5WBO:<6!L-QF>:*NG8L,UF&\^Q_\6>^(M(X>"PW:0:@>I[:"<<)!K![EO!*5V4/I&4&L'M6\$K7;0^D88UP[CO@YZ[:#W M33$OC'(_F#W/MKDXW"3SO'63KE\''#2.>(G;_DXY*0ZYJ/= MZ5N=^V:0!W1CKONT?W16 M[:/^T5GNSN>2GW\NNONYT\;[W*[S^>XF71;NY*3[HK^[Q-&0O!^EY8HGG^3% M23'\!WF27K/&U)VWPO8N;Q>OLTVPI+>#XGXPH^D;'=S]_6]$$__!TB,29B)A M%A)F(V%3)&R&A#E(V!P)JKBI-,X]%8T@+6>@" M!&M(2]M+2^MQQ8UI+H2[!R5?HB3+OE;/2[+=8Y)%DE.!J%\K::V2* K2[/ [M4V6[F/K17KS2AW)K7T^XF5UZ747"K& [^XI"T3CP;&7'*V&-$&1*U&7.&C.D@ M87,DS&7L#4D;MJ7O,;Z93]#QG18,;5A^\9BSC"3I*$V;EW46&8,G3#,6#I!%KH MP1HZT? ^%Q&=)X M6?QZO_QC&V9AM:0W2=*-X/S.4@8W]$532R3,1,(L),Q&PJ9(V P)$N8C80L0K#'H&/M!Q^ ^\UYLU\6D]-03;P,Y;B!A)A)F(6VC9%PF9(MF(.$S9$P%PGSD# ?"5N 8(U1@XB'A@:1>[-R'T7),JCN.I+GHYDXLQ>!B[IT M&('23"C- @M+LFJ8>/ZB3B2P:K0G-%!IVQ@JK&ZK:NC]W6':2.#:TUF/$.<-0 MUHBLD-:\ %J&!Z7YC!JNB"R)RK@U\5HP+'754)7#P]JFY(YZB,BGE]=K=Y3, MD#032K.@-!M*FT)I,RC-@=+F4)H+I7E0F@^E+5"TYC B'881Z>>L5O/C7#S> M(&DFE&9!:79-.UZMD[AF-% M5^7VG8(++<2#TGQ&$9HX)]HHMJ_K74.B*HHABJ>N[(>^,\)M3T&N%/,C72Q* M:)<:E&9!:79-ZR%*:!,:*RQ;E Q#MBB[AB=$">T,@])\1A$G1-DU/"/*0U,7 MZ=/5A5YCY@>]6)_0)B\HS8+2[)K67&B3.A- A:),7,Z:HMI7)S(RT9=F'Y4+S M]Z TGU'!55&HU%8DLU#MA!H/O52$WTSU$Q>1^9E<+%$DS832+"C-KFGG) IM MW6+& [$J4F5E'HGU8+C1_#TKS&14P)7$U.'0A$;X76AGE[:AC6A0F@FE65": M#:5-H;09E.9 :7,HS872/"C-A] (6*%KS%2B'IC2)WY0&6]KFQ[ETO('23"C- M@M+LFM9<19/'G76;*33LK&]8IZ_AO*^A"RW$@]+\OD4L>A@V%7GH69.XS2S(ME6U^I(LU"6UO@](L*,VN:3TT">UT&@](L*,VN:6=6S: Q9\R8G54S=F;M5;->+!>:OP>E M^8P*6*MF[$)/K)D]A]XOB=_[]1,7MOF97"Q1:&\8E&9!:79-.R=1:&,8,V97 MHLS,.A+MPW*A^7M0FL^H@"E19]%MB8Z.WN.ZINE+]0[D3*A>Q;I[!GWW%U!+ P04 " L/BY:E*U5?9$% Q,@ &0 'AL+W=O/ND0R&X6+EI-\2"1;YR&E([VD3]3%7]HO>B-$ M0;YE::Y/1YNBV+[U/!UO1!;I([D5N?EF+546%695W7IZ]T2TJD19ZC'?GWE9*

*ME.2CY:+Z[$HM%W)7I$DNKA31NRR+U-_G(I7[TQ$=W7_P,;G=%.4'WG*QC6[% MM2@^;:^46?-*
:RBK)1*X3F1,EU]>C,_HV9+-24&WQ.1%[?:!,REVYD?)+N7*Y*
M.AWY98]$*N*B1$3FSYVX$&E:DDP_OC;04=MF*3Q'UZ4)FC=CT($OR^F_T MK3D0!P(Z>43 &@%[JF#*
<",9/%4P:P>2I@FDCF'XOF#TBF#6"RDRO/EC5D0ZB M(EHNE-P356YM:.5"95>E-@!**(DU;_)&_+I.B"O?GR]|*
K38"GSX@8>UG#V")PR\E[FQ483GJ_$ MR@9XIJ=M=]E]=|^9D_C;+CTB8_HS83Z;]'3HPBT/Q/RH.GR.>5?-PC MYV[Y^T@=$9]5ZFT4*
MB].1J6Y:J#LQ6O[T YWYO_19A(0%2!A'PD(0S+)VTEH[<=&7%^:J4|G-KBK> M:R4SEY>W&9)('.E-G]DU>E:ARX'I;CEF\V.?SA?*
>W:&/SBX,_M]1$)XTA8"()9/DY;'Z=N'R]_]WUSY,?S.:-_G7W\|XQ@^1YWZH8XB80$2QFO8]&"$F<_]\L<>84)0HY99\]:1*
MN=.L0!BSE%B1G9FZJKTR5V7E7)8ENKRMZO7/B1SJ'Q(6(&%_L"_*>OS#]2H MY=])Z]^)T[^F?NI-9-CD'P(82IT-#G47'0N0,*
(Z$A2"8=0I0O[NY5&#:4," MN0NE!5 :A])"%,UV^""^H"]WI^-F#_:T,. M[5^(HME.LBO)\,04JSN^W!3B)I 93&H;001://B2Z!HK (*
MBD(S*"@M@-(XE!:B:+;#71!%W4G4.R6U)ELE8R%6NJ[027\EZ'4=&>5<0&D! ME,:AM+"A'4[1Z>1D:D_2;4N[3(JZ0ZG'"_D+S+G=?1E\ D*
#+"B-0VDABF:? M(UV(16$I%H7&6%!: *5Q*"U$T6R'NRR+NL.LYTV\H4$7E!9 :;RAS7H*\7=A M":I=V\|N[J+NO.NZ+-IFH$YB05XE.5G)-*
(V4&;J%J@MZW_]_S]W0P49"(R\H MC=.'H1=]8.%+!%ZT2[RH._)Z[EP+FF]!:0&4QAN:>W;46/H2 1;K BSFC$^6 M'^Z$>G.6IK+*
(1%X0N:W*+61FY6YY]-U06@"E<2@M1-'L,Z(+O!A%S:P8--Z" MT@(HC4-I(8IE.]P%9##8?FI%!:1Q*"U$T^PSI,C(V@95T:!X&I050&H?*
20A3-=KB+ MS-A_/,?UK)(.C<"@M !*XPWM"27])=(MUJ5;S)FM_,][93=TL(_0H M*XPW- M>:^,:K&VT#MX CX3ZK9Z5T&36.*
[RHGX8OOVT?1_BK'H+P.LVKU^F>!^IVR37 M)!5K(_6/CLUNJ/K]A'JED-Q]>?H;610RJQ8W(EH)56Y@OE]+6=ROE VT;XDL M_P502P,$%*
@_+#XN6FY?2'06$ = X! !D !X;"]W;W)K&ULM=UK)IY)# <.<*AGL]M. M7W6(A&VZ$F@!.YN9?O@B&1L?1SZ2K'_V1=87G=]!1GJ&RP-*
Z]Z6L?]MOLJRQ M_EC,B_K]T4W3+'\Z/JZG-]DBK=^6RZQH?W-55HNT:;^MKH_K996EL_6@Q?S8*
M&0PFQXLT+X[.WZU_=EF=ORMOFWE>9)>55=|N%FGU]6,V+[^\/[*/'G[P9Y^RYM?E9=5^=_RHS/)%5M1Y65A5=O7^Z(/]4S(9K@:L'_'/*
M//M2/_G:6CV5SV7YV^H;.7M_-%@M43;/ILV*2-O_W647V7R^DMKE^+U#CQ[G M7*
U\^O6#+M9/OGTRG],ZNRCG_\IGS<=0/.G@^8O+3B M!@]K;K#KL[?5_;.:]M^6-WVSNO;?ECA]LYKW'Y8Y?9ZG1_?OWS7KWTW;=+S*
M=U7YQ:I6CV^]U1?K-]!Z?/N2SXO5>_U34[6_S=MQS?G/V3QMLIEUF5;-5^N7 M*BWJ=/TNK*V_6:*|+69997VZ2:NLMGYPLR;-*
Y_6/[:]^_>1:/_SYQW?'3;L0 M*^IXVDT8W$_HO#"A;:FR:&YJRVOIV8;QTCQ^LFU\N&5^QP [.PRWAR\.]W:9_70]?+AA MN#*
/5VGUUAHXZ^'VAN'^EC]=6K3#1R\.#W9?^$W#Y;85U\X^'+SXIPO-P]UL M^KC>-_WI(O/P3]G2.'N\RZONY>%J]X5W-@Q/S,.3\]Y=*
<2>;AFOOH>%C# W7 MWO"E-:DES8;E^7@_?K1Y_&J+Z*=ZF4ZS]T?M)D^=57?9T?E?_F1/!G_?](XD M,9?$/!*
(3).:36$!BDL1"$HM(+"8Q16()A&G),7I,CI%)/[\H%XMVGZ'=5)K^_M]L9:II5UE\YO,^N'O+!FY7R>5K6U;).E7B7+INV5CT9_WV0A,9?$/!*
(3).:3 M6$!BDL3">^QDC:UVP>_.!V\'@W:[Y>YI9-P_ZNS9HYX_+-X)4^3R)Q"FO$P>PV.R91.A:*K\|^WZX.)552ZL2WGI62(OTF*:%]?655E9*
MT[2^V10J]_3D2=_.G=.3@7VJ1^V%<1'VS0L2\TA,D)A/8@&)21(+22PBL9C$ M%(DE$*:EQQ@,0DB84D%I%83&**Q!((TQ+#'O3=*
MCH$Q,QZ.FBX?CII:_[. G1OSK/LF";JYJ.:AFD U']4"5).H%J):A&HQJBE4 M2RA-3Y\GS3+[\',VG4%E":FYJ.:AFD*
U']4"5).H%J):A&HQJBE42RA-SQ*G MSQ+'N"43E//9ZDQ-NX>3E[/U"9MFU56]RJHW5EK7^76QWKYI?UZG\|PJK^YW MA#8>8C'/M7?*
FD)J+:AZJ"53S42U_-;GEU3@<6+/TZZ;75OCJD1'Z#&)44ZB6 M4)J>)7W5U#;VTD+TC!"VXHII -1_5 E23J!:B6H1J*
M,:HI5$LH38^0ONMJ:RF[;MZ[@<[\D!V_"U1S4>BT M5\5 M037::MIWA<,?'1>C2Q:BF M=GP."36K_H[N6ZSV&5 *0:NJJ.:BFH=J M5\5*
M03:):B&H1JL6HIE MH33] MMEM]O=4QUUL/NJ[7;.^;,9VF729\NH8ZVC=0="/NU0\S-+>.8 64%'-0S6!*
M:CZJ!:@F42U$M0C58E13J)90FIXH3I\HSH&'-!VT58IJ+JIYJ"90S4>U -4D*
MJH6H%J%:C&H*U1)*TX.D:Y\Z6]JG!Q_2[";86O$P+\C>$8+635%-H)I/:@&J M250+42U"M1C5%*HEE*9'2%\W=8PMM)?*
V;IB*AWGNO3=C2,U%-0_5!*KYJ!:@ MFD2U$-4B5(M13:%:0FEZ!O5-5<=\0]8=]H?0V[&BFHMJ'JH)5/-1+4 UB6HA*
MJD6H%J.:0K6$TO0@Z?NJSK:;LQZ\X264E'-134/U02J^:@6H)KLM*T]D!T?*
M%Z%+%Z.:VO$Y)-2L^MN^KX@ZYGNLKL_4RN(N:I_X%;3G@G9*4>RMHMQ75W$X;/]EV7'VVH-9%*
M1V<4J.:C6H!J$M5"5(M0+48UA6H)I>D?JC&=HW)E#-W?(DG1?O<>6ARR%0S4>U -4DJH6H%J%:C&H*U1)*T\.C M+*
[4.S:767_K(L)J;=H:;ZLNWR?/0Y1"HYJ-:@&H2 MU4)4BU M1C6%:@FEZ1'B]!%BOOWD\Z.NW^D&|>:EV#MYT"HLJGFH)E#-1[4*
MU22JA:@6H5J,:@K5$DK3TZBOP@Z'QB.Q.UT+/$1OP8IJ+JIYJ"90S4>U -4D MJH6H%J%:C&H*U1)*T[.D[\0.C7VWPZX%-*
MM[9PRIN:CFH9KH-.WRX[.S=NM1 M/V;LH[,&J"91+42U"-5B5%.HEE":GAY]FW5HON_JZT[EF-&]8P-MN**;AVJB*
MTYZ>9K*_B0RTMXIJ$M5"5(M0+48UA6H)I>F1T?=6A^;>JE^5=1L053G-LEE] MO\FQ?'XX96-*
JH'555'-1S4,UT6E/4V,\6/_W/#K0)BJJ250+42U"M1C5%*HE ME*9'1]]]'>[9??V>MVPV+|O><8.V8E'-0S6!:CZJ!:@F42U$M0C58E13J)90*
MFIY)?2MV>&@K=HBV8E'-134/U02J^:@6H)I$M1#5(E2+44VA6D)I>I#TK=BA MN15[^/5]Y@GV#AJT(8MJ'JH)5/-1+4*
UB6HAJD6H%J.:0K6DTPQ7&FH1,NI;_MLB.J)6N&]HV*+8OU/C-!G$*.:0K6$TO10 MZ-NO([;]:N;VCH;7]E5==#D\5!.HYJ-*
:@&KRU>LO?/7("'T&,:HI5$LH38\& MIX\&JKVC""V]HIJ':@+5?%0+4$VB6HAJ$:K%J*90+:$T/9WZTNMH=.!) MFQ'9TKM -1?*
5/%03J.:C6H!J$M5"5(M0+48UA6H)I>E!TO=?1]^C_VI&]PZ7 M#:U0Y]FG9Z$S>J@F4,U'M0#5Y*
YK*MSA,1&Z5#&J*51+*$U_>_==U9&YJTH= M($&;]ZCFHIJ':@+5?%0+4$UN>1T:#GJ%KQ\:H<\A1C6%:@FEZ3G2%U='KRFN M?*
JI']S%6" 3BI1+42U"-5B5%.HEE":MEA#COI/$'-+]!]?BJRJ;_*EE1=- MUL[0O+'2VIJ6Q5U6-*
=GZ?,XT*YKT.MN8'VBC%=5<5/-03:":CVH!JLE.LQTM MW)Z?S-*
WI41&Z9#&]*51+*$U/A;Z4.C:74OOKX[KS+45ISK4MZ1C8[WL_/*^%=*&1E$V]XMNB_HJJU:;&G5^75AEFRO9?&YM M/]5BGF?*
O)"$U%]4\5!.HYJ-:@&IRRRO1MKYF:;4Q6EXY,$*7/T8UA6H)I>DI MTI=(Q^82Z>[M$)7^P5TK8UZJO3,'O0LKJGFH)E#-1[4*
U22JA:@6H5J,:@K5 M$DK3TZGOP(XG!_9$QFB]%=5<5/-03:":CVH!JDE4"U$M0K48U12J)92F!TE?*
M@AV;2[#=6>#7'6E!.ZVHY]*:AVH"U?Q.VW;<)D!GE:@6HEJ$:C&J*51+*$T/ MC[ZM.C:6V,YENPVRS-I_BL::Y54;(&4%]>7-,^^=+6C-*
%=4\5!.HYJ-:@&H2 MU4)4BU M1C6%:@FEZ0G4UUS'9X?*
N!Z$U5U1S4$826:5'-0S6!:CZJ!:@F42U$M0C58E13J)90FIY43I]4CG'_:*J@E4\U$M0#6YY=5HN,G] MJT=&Z#.(44VA6D)I]UER7-*
]D6>.F37K^;I%5U]E%-I^OKNRY+5I^M5_U^%.K MRJ[:K+%_^N <';?OUNFUYE*J^N\J*UY=M4.';P]&1]957Y]_A-4RY7 MI/6Y;)IRL?*
[R)DMG6:5Z0/O[JU'LKY93?"EK'Y;+]IY_P%02P,$% @ M+#XN6L@C\?<+ 0M8# !D !X;"]W:W)K&UL MQ=T+<]J(FJ*
QKZ+*;FV=4]7;,>!;>KM3]>\@"0DDA*Z(J:TI8BL)U09\!$YW MJN:##SAVB&PL4/K9LU-3T[F@GW 4^WF'R+R__KDL_UA]*HJU\=?*
\9K'Z[=6G M]?KVE]>O5U>?BOET]?/RMEAL?N?#LIQ/UYN?EA]?KV[+8GI]?]#\YG7[Y.3\ M]7PZ6[QZ^^O]KP7EVU^7=^N;V:((2F-U-*
Y]/RR^_%S?+/W][U7KU^ OA[..G M]?877K_]]7;ZL8B*=7(;E)N?O?ZF7,_FQ6(U6RZ,LOCPVRNU?I'[YF1[Q/U#*
MTEGQY^J['QO;C^7]3B@_2 S@L'G#X<<'KL&#C@[]H#SAP/.CSW@XN& BV,/ MN'PXX/+8]X\'/#FV -:)X]7[N3H0[Y=*
[*.O=NOQ.OMZMQPO>>G;%7SSD M\9*WCK[FK<>+WCKZJK<>+WOKZ.O>>KSPK:.O?.OQTK>.OO:MQXO?.OKJMQ^O M?*
OOHJ]]^O/KMXS_7OWVR/[WZ[9<^>=N/5[]]]-5O/U[]]M.K__)9']J^^^BK*
MWWZ\^NVG5__ELSQ>_?:3J__R(8]7OWWTU6_7OWVT5>_\WCU.T=?_<[CU>\< M??4[CU>_<_S7^F]?[(^^^IW']J\Y^G._\WCU.T=?*
_<[CU>_<7_W77P-Y7]?N M=#U]^VNY_-,HMX_?>-L?W"?Z_OA-5&>+[3@1K;)S=; MKJ?&S6)NL8__N<_?WV]WCS_ M[;-X??*
7P7+.OS[7]PG/M&-YRL?ZT,LS%=7&]Y_B_OCS0\=+]4"K72.\WOS) M?_OC;S_^\?_>KA7=NYN?C9/V3T;*
[I'VZYQF].W3XHO;P;OWAWO1+W=%F_=&Z M+6M/;M4?;A7O?S;:%R\>;A]Q^,GEBX?WCCG\Y2?O'/B#G];_P;OUAW>+JV^' M=_8[A7?*
WA4W&X./WOQ/CH^_7?8>'QW^^[CL\.N(SKG7YXN'Q.9]Q+Q^>'/\9M^_P]-_7 MF]V7B]:^+_Y'_-%U3E[\C!L??_B^)Y__O;-*
/_M[9I2.^7G1:+Q]_(#/?']_> M=_R!SMQ_SM9\^#H0FOM/FX?S[SW^0&J^'E]S_@.MN?_S;[\<"QT3FU;GY>./*
MJLV;EX_D)O[/_^'5NZ]_@=Z\S48%_NN?V5LZ7R;&COW7N>HJ?%^#MSSK'[_*
MBISN1[8OE/VRNIU>%;^]NBV+55%^+EZ]_5__HW5^\G_V34(DUB4QD\0L$K-)_MK$=B#HFY)-8GL0&)>23FD]B0Q_(2&Y%82&*
(1B<4DE![82F(9B8U)+">Q"8E)_MJ(8V76C4A59=:-:%=EUHV(6676C:1;6],N:>?AMS3^OTM^^6B\|%N9Z]ORF,_MQ7)=K(S:Z9?*
IYF>KGXRKN[(L%NM]8V\MVG3L);$NB9DD9I&836(]$G-(S"6Q M/HD-2,PC,9_$AB06D-B(Q$(2BT@L)K&$Q%(2RTAL3&(YB4U(3*
]I/[O7MC=5 M?7[;.3_MG&S^Y]?7GRLC+7I>--A"BRTTV4*;+33:0JLM--NBNET9:<^^C;1G M!T;:^7RY,%;KY=4?FVFV-#Y/;^Z*?5-LK=-*
TBB6Q+HF9)&:1F$UB/1)S2,PE ML3Z)#4C.(S&?Q(8D%I#8B,1"$HM(+":QA,12$LM(;$QB.8E-2$P/-;_X;HH] M^?GDI/5TA$5/^E#K-*
T]. ^NRL:(AE'O>AHHT5&EFAE16:65&=K4R=Y]^FSO/Z MJ=/I;__^7'8N+]NM_U28RXBN9L7BJE@9NOK7W6PUN__>DG?*
+\M9PTGWC:.T) MFHZC)-8E,9/$+!*S2:Q'8@Z)N236)[$!B7DDYI/8D,0"$AN16$AB$8G%)):0 M6$IB&8F-*
22PGL0F)I3[SC>\E0#4TZD*K+C3K0KLN-.Q"RRXT[:+:7AF!+[Z- MP!?W^M^\9?:"")-)K$MB)HE9)&:36(_$'!)S2:Q/8@,2\TC,)[$AB04D-*
B*Q MD,0B$HM)+"&QE,0R$AN36YBQ*34 UMNM"H"ZVZT*P+[:K0L LMN]"TBVI[M9Q 8EY).:3V)#$*
A(;D5A(8A&)Q226D%A*8ME7[/O;/9_AZ'%%)I,H23F MD]B0Q (2&Y%82&(1B<4DEI!82F)9?\ 80&7&C!A29<:,.%1EQHQ85F7%3'*U-*
PZ^3;&+Q][^N:O\H_M^/X#]6K3*1?5NJAFHIJ%:C:]J5#-0347U?JH-D U#]5\5!NB6H!J(U0+42U" MM1C5$E1+42U[T*K?8+]Y\-,7&\?H:?-*
C3SM!3ROM.6^[=7&VYR78/8]LM?>] M",L^0S:M8MLJ-JYBZRHVKV+[*BRPU3'TNQ4!K=HQU+\?/8.OHR?X8FS]:1O/*
MJ:361343U2Q4LU&MAVH.JKFHUD>U :IY].:CVA#5 E0;H5J(:A&JQ:B6H%J*
M:MF!N!W_$BWZM'+J:4W0IZ5#LT"#EVDQB4V[V+:+C;O8NHO-N]B^BPV\L,)7 M!^7V;E!N'WB]]M@WUZJ'&H^^I-*
9%-1/5+%2S4:V':@ZJN:C61[4!JGFHYJ/:_M:$-4"5!NA6HAJ$:K%])):@6HI[&:J-42U'M0FJZ4#GFW)L[<7F7FSOQ09?;/'U MF/S+[UZ&E?+Q?*
V"^G5AO+];;8Y?K3;_-G_6]R_'+QW)$:WA1WX M$%K&?+O(=>_X^Z-'FC]\I/7#1]KHGUH/U1Q4U(:H%J#9" MM1#5(E2+?*
CK18(^CQ35,E0;HUJ.:A-4TX%>-Q]7V1U?+'>@S\W'57;-%\NQ M>1?;=[&!%U;XZEB[6:U^>'6?*
^D=NG0]GRUFJ_7VCH7/A1'=W=XNR[6ACV51 MS%^ZU?84'5I)K8MJ)JI9J&:C6@_5'%1S4:V/:@-4\U#-1[4AJ@6H-D*U$-4B*
M5(M1+4&U%-4R5!NC6HYJ$U236(ZMO=C MK0QKU>\,LXM%44YOC.GBVIA6A^3BK]MBL2KVOI5MO=IX-D97B*&:B6H6JMFH*
MUD,U!]5<5.NCV@#5/%3S46V(:@&JC5 M1+4(U6)42U M1;7L0:M\7]99N_7F MS=/O0GO^N(O+R[,G__*;]WG8Y7GG3>?-*

T^\N>_ZXULGIQ>GIY9-_2M:>1YY> MG+7;%^UGWSBVSSQY90;_%!E%L$<4F45@3JY/C;NU7 MZ\#>KYOI:F7(6);7L\6T_&*L/DW+%Z9%=,$7JG51S40U"]5L5.NAFH-J+JKU M46V :AZJ^:@V1+4 U4:H%J):A&HQJB6HEJ):AFIC5,M1;8)J.A#ZYJ^DLJN_ M6([MO=C@BRV^V.2+;;[8Z NK?G4>WNT :R%+P%KH%C!4ZZ:B6H6JMFHUD,U M!]5<5.NCV@#5/%3S46V(:@&JC5 M1+4(U6)42U M1;4,U<:HEJ/:!-4DEF-K M+S;W8GLO-OABBR\V^6*;+S;ZPJI?G85WB\):]9O"&KQ9 KHL#-6ZJ&:BFH5J M-JKU4,U!-1?5^J@V0#4/U7Q4&Z):@&HC5 M1+4*U&-425$M1+4.U,:KEJ#9! M-1WH?/-Q&.78W.NQ]V^^NT? CY.>3DV?O(,"F7&S+Q<9<;,W%YEQ8SZN#[FZ9 M6:M^(8RHJM9L;C:_*ZN_G4W6\VV[Y9@ MO%N6MX:3[IV-T8UFJ-9%-1/5+%2S4:V':@ZJN:C61[4!JGFHYJ/:$-4"5!NA M6HAJ$:K%J):@6HIJ&:J-42U'M0FJZJCFH)J+:GU4 M&Z":AVH^J@U1+4"U$:J%J!:A6HQJ":JEJ)8]:(?^07R,GC4_\JP3]*S2D:?5 M[\<^D,VJV*Z*#:O8LLH^]@^9K:;8; KK9G6@;.\&ROJE95%QM5Q<;SBPV^V.*+3;[8YHN-OK#J5X?IW6JT=@>Y4P'==89J750S4JCF MH)J+:GU4&Z":AVH^J@U1+4"U$:J%J!:A6HQJ":JEJ):AVAC59>;._%!E]L\<4F7VSSQ49?6/6KL_!NG]KFA_5W*NQ>4=Z^C+PR;J=?IIN? MK7XRKN[*\H65:O5JX]F8U+JH9J*:A6HVJO50S4$U%]7ZJ#9 -0_5?%0;HEJ M:B-4"U$M0K48U1)42U$M>] JNQ;.+L].3DZ>WK= GC8_]K03]+32L>?5[WL> M^?0Q;%3%5E5L5L5V56Q8Q995;%J%M;4Z@>X6E[7K%Y=M7W\U/BQ+8_.?Z<>/ M9? %QNBZ,Z^)VN9KMGSW1E66HUD4U$]4L5+-1K8=J#JJYJ-9'M0&]>>T]NXW. MG_?'W_.XL_.39X\:[O-.GS\N./)Q(_2C#8\\:]3G_*X&'UV":JEJ):A MVAC5U(:H%J#9"M1#5(E2+42UYT"K3>NO9$)ZB)\U0:8QJ.:I-4$T'"MY\ MT&4WD;$<&W*Q)1>;[P-BAGBZO9[;#]W6IS_&JU^;7Y^]EBNGT9>.]4C&XC0[4NJIFH9J&:C6J] W^16L9\ MN5A_VCL!_^B1[@\?V?_A(P<_? *2'_GG|/_P\AC]\9(!^!*,??A[A#Q\9H1!! MC&H)JJ6HEJ':&-5R5)N@F@[TM?D8RF[V8CFVG6+C*;:>8O.I_UL/H:R^[\H MKCJ&[O9_M>OW? QWU!EO>]*_9_&X.O=46NA0,U;JH9J*:A6HVJO50S4$U%]7Z MJ#9 -0_5?%0;HEJ :B-4"U$M0K48U1)42U$M0[4QJN6H-D$U'9@7FH_5[% (P MEF-[+S;X8HLO-OEBFR\V^L*J7QFK.[NE8!UD*5@'70J&:EU4,U'-0C4;U7JH MYJ":BVI]5!N@FH=J/JH-42U M1&JA:@6H5J.:@FJI:B6H=H8U7)4FZ":Q')L M[<7F7FSOQ09?;/"%)EJL\\5&7UCUJ[/P;BE8IWXI6.,W.JCW&D_%Z&XP5#-1 MS4(U&]5ZJ.:@FHMJ?50:H)J':CZJ#5$M0+41JH6H%J%:_*!5QMVLL^=FW 0] M;8IJ&:J-42U'M0FJZ4#)FP^!*,>67&S*Q;9<:,S%UEQLSL7V7%C0JP-O>S?P MUB\M.^;;U^J)QC,NNG ,U4Q4LU#-1K4>JCFHYJ):']4&J.:AFO^@5=\:;,|| M-$1/&Z#:"-5"5(M0+4:U!-525,M0;8QJ.:I-4$T'XMU\QF5WB;$,)&%TSAFHFJEFH M9J-:#]4<5'-1K8]J U3S4,U'M2&J!:@V0K40U2)4BU$M0;44U3)4&Z-:CFH3 M5-.!(:'YE.RN&6.YMO=B@R^V^&*3+ [;Y8J,OK/K567JW9FSSPZW_=^\#/D5G M85+KHIJ):A;JV:C60S4'U5Q4ZZ/: -4\5/-1;8AJ :J-4"U$M0C58E1+4"U% MM0S5QJB6H]H$U2268VLO-O=B>R\V^&*++S;Y8ILO-OK"JE^=A7<+SSKPPK-Z MK_%4C"X\0S43U2Q4LU&MUWF^5.K-GJ52#GI6=\]93]O/S]I'SSI -0_5?%0; MHEJ :B-4"U$M0K48U1)42U$M0[4QJN4/VOF!KW 3]*S2GM.>7NSYMV^VJF*S M*K:K8L,JMJQBTZH>R[$)EDMQU>ESMSRM@RU/JY<:SYWH\C14,U'-0C4;U7JH MYJ":VWF^XNELWW"*;D5#-0_5?%0:HEJ :B-4"U$M0K48U1)42U$M0[4QJN6H M-D$U'2AX\Y=9V>5I+,>&7&S)Q:9<;,O%QEQLS>527'70W2U/Z_S]Y6GU1.,) M%UV>AFHFJEFH9J-:#]4<5'-1K8]J U3S4,U'M2&J!:@V0K40U2)4BU$M0;44 MU3)4&Z-:CFH35-.!PC'7%W MN],Z_S]VI]6? M/%0C.Y.0S43U2Q4LU&MAVH,JKD'_I+7[%C[X2,'/WRDAW[L M/JH-42U M1&JA:@6H5J,:@FJI:B6H=H8U7)4FZ":#G2]^6#+ [FQC.;;98J,M MMMIBLRVVVV+#K0/E_M'Q=[>SK5._L\U:WI7K3_^&=VA -[6A6A?53%2S4,U& MM1ZJ.:CFHEH?U0:HYJ&:CVI#5 M0;81J(:I%J!:C6H)J*:IEJ#9&M1S5)JBF M U-"\V&:W=3&T4W=2&:EU4 M,U'-0C4;U7JHYJ":BVI]5!N@FH=J/JH-42U M1&JA:@6H5J,:@FJI:B6H=H8 MU7)4FZ":Q')L[<7F7FSOQ09?;/"%)EJL\\5&7UCUJ[/P;E/;*;RI[73/MJ!6 MZ]D-(^^.? %SWR,>9]1]'XQD5W9N&:CU4S=]UJ]-:,_.#?52XU=CG^\-N3C=,YRB:]%0S4(U M&]5ZJ.:@FHMJ? 50;H)J':CZJ#5$M0+41JH6H%J%:C&K)GB^J9YUG7U13]*09 MJHU1+4>U":KI0)J;3[#L4C268T,NMN1B4RZVY6)C+K;FPG)>G6!WF]-.ZS>G M'?/6"P]$Y27.DSW?9/>N_ER-[Q% -YJAFH5J-JKU4,U!-1?5^J@V0#4/U7Q4 M&Z):@&HC5 M1+4*U&-425$M1+4.U,:KEJ#9!-1V(=_,9E]UHQG)L[\4&7VSQ MQ29?;//%1E]8]:LS[FZCV>:'M3.N$YB&L_AG7_19_]_O, MT)UGJ-9%-1/5+%2S4:V':@ZJN:C61[4!JGFHYJ/:$-4"5!NA6HAJ$:K%J):@ M6HIJ&:J-42U'M0FJ22S'UEYL[L7V7FSPQ19?;/+%-E]L](55OSH+[W:QG=;O M8FO^? 6:H1C94ZZ*:B6H6JMFHUD,U!]5<5.NCV@#5/%3S46V(:@&JC5 M1+4(MU6)42U M1;4,U<:HEJ/:!-7TF/OOO^VN=? [\V[:%=EQLR,667&S*Q;9<;,S% MUEQLSH7UO#KO[E:RG1Y8R?;DG@EO^M=L?C>'[IY =[FA6A?53%2S4,U&M1ZJ M.:CFHEH? U0:HYJ&:CVI#5 M0;81J(:I%J!:C6H)J*:IEJ#9&M1S5)JBF Z-! M\U>,V5UN+,?V7FSPQ19?;/+%-E]L](55OSI![S:^G5XB=T^@*]Q0K8MJ)JI9 MJ&:C6@_5'%1S4:V/:@-4\U#-1[4AJ@6H-D*U$-4B5(M1+4&U%-4R5!NC6HYJ M$U236(ZMO=CK7\[K5__UOSN"72/&ZIU M4M!J[Q51[O]_-^U:/2T/51S4,U%M3ZJ#5#-0S4?U8:H%J#:"-5"5(M0 M+=[WY>'|\\OD[^23H:5-4RU!MC&HYJDU030OL1Q;:;&9EL5R;,W% MYEQLSX4%O3++GNVVKYW5;K1X_FX2-]/5RI"Q+*]GBVGYQ5A]FF[.R]PI4?]< MFL[!J-9%-1/5+%2S4:V':@ZJN:C61[4!JGFHYJ/:$-4"5!NA6HAJ$:K%J):@ M6HIJ&:J-42U'M0FJZ<"HT'BB9CDV]V)[+S;X8HLO-OEBFR\V^L*J7YVH=SO< MSEK$G1)GY.J0=ZC61343U2Q4LU&MAVH.JKFHUD>U :IYJ.:CVA#5 E0;H5J(M:A&JQ:B6H%J*:AFJC5$M1[4)]DDLQ]9>;.[%]EYL\,467VSRQ39?;/2%5:\Z M" [=WLW#]1KEWR_E\N3!6Z^75'\;MM#0^3V_NBKWC,+I0#M6ZJ&:BFH5J-JKU M4,U!-1?5^J@V0#4/U7Q4&Z):@&HC5 M1+4*U&-425$M1+4.U,:KEJ#9!-1WH M?/-QF%U/QW)L[\4&7VSQO29?;//%1E^/U7_SW1UC)S]O[VKX=L-8===#=+9X[M. [!XKBAGRVMC^<%8S^;%X\W!Q5_K8K':WA2Q7AI7R\7J:C[?WBK_FZU.7ZU MVOS:_/UL,=W>- [%W*"87E[Q#M2ZJF:AF';A8+6/S_Y2L/^T=@-'==:CFH)]+ M:GU4&Z":AVH^J@U1+4"U$:J%J!:A6HQJ":JEJ):AVAC5&;+,[0[? 9H5H7U4Q4LU#-1K4>JCFHYJ):']4&J.:AFH]J M0U0+4&V$:B&J1:@6HUJ":BFJ9:@V1K4['!%UM\LHLO-MF=U:_S4[?WH/M9OO.;- /Y\FZQ]WW8ZIW&TS"ZQ0[53%2S M4,U&M1ZJ.:CFHEH?U0:HYJ&:CVI#5 M0;81J(:I%J!:C6H)JZ8/V_1O)=4Z> MOX]XWG770S':J9J&:AFHUJ/51S4,U%M3ZJ#5#-0S4?U8:H%J#: M"-5"5(M0+4:U!-72!ZWZQLG/WU8]0\\Z1K477>W>V<.ZO=X_'L;F%K5J[6V^^C^UR4Z]G[F*XW=T_ MO.#N'T9WV*%:%]5,5+-0S4:U'JHYJ.:B6A_5!JCFH9J/:D-4"U!MA&HAJD6H M%J-:@FHIJF6H-D:U'-4FJ*8#0T/SV9K=8<=R;._%!E]L\ <4F7VSSQ49?6/6K ML_5NA]W9U[TB?_?^871S':IU4JOEH-D2U M -5&J\:B6H1J.:HEJ:B6H9J8U3+46V":A++L;47FWNQO1<;? +'%%YM\L['7CG]3OPWGWWBO+V9>25<3O],MW\:/63<757EL7^NXGKU::S M.:IU4JOFH-D2U -5&J!:B6H1J.:HEJ):B M6O:@G7]_KT; [^;W)8_2L^9%GG:!GE8X\K7X_]H%L5L5V56Q8Q995;%K%ME5L M7(75M3J#[K;&G==NXGAVKT-47"T7U__O;W:H?UJ-AUAT#1VJF:AFH9J-:CU4 M[&]%QM\L<47FWRQS1<;?6'5KP[7[=UPW29N=CA'=]"A6A?53%2S M4,U&M1ZJ.:CFHEH?U0:HYJ&:CVI#5 M0;81J(:I%J!:C6H)J*:IEJ#9&M1S5 M)J@FL1Q;>[&Y%]M[L<$76WRQR1?;?+'1%U:]ZBR\VU1W7K_\[$=O=D!7T:%: M%]5,5+-0S4:U'JHYJ.:B6A_5!JCFH9J/:D-4"U!MA&HAJD6H%J-:@FHIJF4/ M6N6?]<\NS_;<[8!NGCOVM!/TM-*QYQ6;7['|%1M@L046FV"Q#18;8;$5%I;A MZK"ZVQ>W^6&3NR+B3[/RWW%31.VS:CSLDEH7U4Q4LU#-1K4>JCFHYJ):']4& MJ.:AFH]J0U0+4&V$:B&J1:@6HUJ":BFJ9:@V1K478VHO- MO=C>BPV^V.*+3;[8YHN-OK#J5V?AW0:Y_H-V M.Z_?_?=L)\;RKEQ_^C? <$H&NDD.U+JJ9J&:AFHUJ/51S4,U%M3ZJ#5#-0S4? MU8:H%J#:"-5"5(M0+4:U!-525,M0;8QJ.:I-4$T'IH;F+P.S"^=8CNV]V."+ M+; [8Y(MMOMCH"ZM^=;C>+9P[OT1NB4_7Q*%:%]5,5+-0S4:U'JHYJ.:B6A_5 M!JCFH9J/:D-4"U!MA&HAJD6H%J-:@FHIJF6H-D:U'-4FJ":Q'%M[L;D7VWNQ MP1=;?+')%]M\L=$75OWJ++Q;$'=>NW3C[7;Z-3XL2V/SG^G'CV7Q<3,;&]?% M[7(UVW\S!+HJ#M6ZJ&:BFH5J]H-V]MV_G[5.]OR[70\]K8-J+JKU46V :AZJ M^:@V1+4 U4:H%J):A&HQJB6HEJ):AFIC5,M1;8)J.E#RY@,ONP6.Y=B4BVVY MV)C+9CFV^6*C+ZSZE8'W8K<% [N*8+7"K[7T0M^7LJC#^,5L8U\N;FVFY,FZ+ MTEA]FI;%/_>-OO5RT]$7U;JH9J*:A6HVJO50S4$U%]7ZJ#9 -0_5?%0;HEJ M:B-4"U$M0K48U1)42U$M0[4QJN6H-D$U'0A__F876['TVCK>_+\O-,;/%Q_WW-J +XU"MBVHFJEFH9J-:#]4<5'-1K8]J U3S4,U' MM2&J!:@V0K40U2)4BU$M0;44U3)4&Z-:CFH35-.!MC[57_7]:O@COV&N)OI:F7(6);7L\6T_/+U M9H85]*URZ%XY5.NBFHEJ%JK9J-9#-0?57%3KH]H U3Q4\U%MB&H!JHU0+42U M"-5B5$M0+46U#-7&J):CV@35=&"":#Y"LYOL6([MO=C@BRV^V.2+;;[8Z NK M?G70WFVRN_BZS./O?JL78VHO-O=C>BPV^V.*+3;[8 MYHN-OK#J5V?AW>*YB]IE'G_K6^70972HUD4U$]4L5+-1K8=J#JJYJ-9'M0&J M>:CFH]H0U0)4&Z%:B&H1JL6HEJ!:BFH9JHU1+4>U":KI0/B;S\?L,CJ68WLO M-OAZ+'[MN_NR(1=;S_J MLT&772W'E;+7=:OEGMZ3[&NYI(%;+4NI^O9Y*(IFYOE^7: MT,>R*,;%8LW<15S_]DH.S:C61343U2Q4LU&MAVH.JKFHUD>U :IYJ.:CVA#5 M E0;H5J(:A&JQ:B6H%J*:AFJC5$M1[4)]NG S-!X:&8Y-O=B>R\V^&*++S;Y M8ILO-OK"JE\=K7? [ZRZ_+O3XFW<17Z++YU"MBVHFJEFH9J-:#]4<5'-1K8]J M U3S4,U'M2&J!:@V0K40U2)4BU$M0;44U3)4&Z-:CFH35)-8CJV]V-R+[;W8 MX(LMOMCDBVV^V.@+JWYU%F[O9N':A1YONW>%L5X:Y<-(?+L=B?<.P^CV.53K MHIJ):A;JV:C60S4'U5Q4ZZ/: -4\5/-1;8AJ :J-4"U$M0C58E1+4"U%M0S5 MQJB6H]H$U?18^?/O_@F_W=KSMF"_]WG@FSV/8PLM-M%B&RTVTF(K+3;38CLM M+-35^76W,.ZR4_M:[J';(O;.LNBF.%3KHIJ):A;JV:C60S4'U5Q4ZZ/: -4\ M5/-1;8AJ :J-4"U$M0C58E1+4"U%M0S5QJB6H]H$U2268VLO-O=B>R\V^&*+ M+S;Y8ILO-OK"JE\=C'<[Y38_K'MAUULNUI]NOA@?BKW?'5=_=.,9F-2ZJ&:B MFH5J-JKU4,U!-1?5^J@V0#4/U7Q4&Z):@&HC5 M1+4*U&-425$M1+4.U,:KE M#]KWKX3N><5T@IY4.NZL8OLL-M!B"RTVT6(:+3;28BLM-M/".EV=6G=KXB[K MU\39Q:(HMWN0%]?&M/K2;O'7;;%8%?MOU47WQZ%:%]5,5+-0S4:U'JHYJ.:B M6A_5!JCFH9J/:D-4"U!MA&HAJD6H%J-:@FHIJF67SW=O/9G;OQL>TGD^WN4/ M#SNO?]ADCW:^9UC4'N[)UM;']?+(![()%-M L1$46T&Q&13;0;$A%%;"ZKRX MV[QV6;]Y+;I=+E;+TIA^^#"[F4W7A;'\8*P>? G'SOU=%N9[.%L;5;75O<#YO6L+*[6RW)5L[(->$L%=#$;JG51S40U"]5L5.NAFH-J+JKU M46V :AZJ^:@V1+4 U4:H%J):A&HQJB6HEJ):AFIC5,M1;8)J.C!@-+_;@%W, MQG)L[\4&7VSQO29?;//%1E]8]:MS^&XQVR6RF.T27 MVK#VPWN%Z^7&4RVZ<@W53%2S4,U&M1ZJ.:CFHEH?U0:HYJ&:CVI#5 M0;81J M(:I%J!:C6H)J*:IE#UK=3M8Q>L;\B#-.T#-*

1YQ2;&_%!E=L<<4F5VQSQ497 M;'7%9E=8=RL3ZIO=:K0W]:O1ODZHZ]G[FV(SHB[GL]5J67XQ%LOUWM=:Z[6F M4RFJ=5'-1#4+U6Q4ZZ&:@VHNJO51;8!J'JKYJ#9$M0#51J@6HEJ$:C&J):B6 MHEKVH-5]U5ZY7Q?KE>+^?W/_Q43^+]_6& [&WH>?;$_P MY[+\X_X#??O?4$L#!!0 ("P^+EKMZ456ZP< $9* 9 >&PO=V]R M:W-H965T,'&1;7DJUZRR/&&%?)NOAV*::J(^RS+(O MZHT?W@P,51&/>5 H!)/_/?(%CV-%DG5\;:"#74X5N/_ZE>Y4'UY^F"43?)'% M?T=AL;D9S 8DY"M6QL6G[.GCS0>:*%Z0Q:+Z2YZ:;8T!"4I19$D3+"M(HK3^ MGSTW.V(O@%X="5!- #T(&!_+,&H"1H<9Z)& <1,P/C5@T@1,3@V8-@'34P,N MFX#+@P!S?"1@U@3,#@..[=:K)N"]DD/]_55?OL4*-K_.LR>2]ZTE3;VH%%1% MR^\\2I78'XI5 M,]M#H=[N\)->B8 M?'ZPR,_OB-BPW(N>NI;Z&D?67Y!#%K1S!WM1S)LB,?!UK?*3&691K?,OOVO MQSSP[0XSTF /[(!_.??C"G MQJ]]ZD3"+"3,1L(<),Q%PCPDS ?!.@(>[P0\UM'GZAR31\NR.J>L\BPA]_Z] M39PH9?*T(T4M>S@2,+$A_QT?U.[J'-,JAVKI'NO_;AA28*/9C)K_WG[ZYY8\R#8I#>3) M]S;X6D8BJB2]R/(M\?_J$ZTVP;DC,A)F(6$V$N8@82X2YB%A/@C64?9TI^RI MMJ7HZ?+[U#M%JA<)LY P&PESD# 7"?.0,!\$ZZCW2^VX?,_S* M)MB)% ME'"2;3D02;7\F>>!Y%@RV3@3MBIX3HH-)W+5-N:5_"6& MD;M2R"1"R+$\6^@]Q&5N%\;Q4NL@H/ M"?-!L([29SNEST"7?C.D,)$P"PFSD3 '"7.1, \)\T&PCH"O=@*^TA[Q'0&' MD0BR4MTUC% (29G',N7&Z>OGSEJ>"]PE3CSE7F0UMLG^GPZC^ M':@3FM:&TAPHS872/"C-1]&Z&MWSK:B:]JL,]:. M)H=R1N:TH30'2G.A-]*\U&TKIQI*V?Z'7(,E&LIE.'>KU8M\VRUTC?C[X3V MCK]O-Z13OS4;2N@EJWS-1Z&>KN0" ODMB:JTO[M\%MZ(EOV4MT&I1F06DVE.9 :2Z4YD%I/HK6 MU7'KL9EZK^:/,EGRO.XE$I:&@O X6D>J4Q8*&5'\4(V62R["Q*PE"3L"Y%L-RI@^!&JX06D6E&9#:0Z4YD)I'I3FHVA=[:? &FWD%LHY-J*\& MI5E0F@VE.5":"Z5Y4)J/HG5_5=':<%1OPSVPN+J7)XHL^-+>T5#=23VBRY>] M78>>>ZZRH33K&Y]Y/#GZP ZT#N> [ZW"A=7A0FH^B=17;FG)4;\IAGGC7)SE; MON:;!LN\FO38&M"T-I3F0&DNE.9!:3Z*UE5PZ\-1O0]WK'5^*)>"?RW5.OZH M_D*Z:7TQ9RL=2;.@-!M*L>#JVI2%&_P:-0*Q!*LZ T&TIS MH#072O.@-!]%ZTJYM0RIWC+\KB^*$+??*S!0MU_: T!TIS MH30/2O-1M*Y@6_^0ZOW#!]4@$RG.4C;/ZCD-$D>\5!>$50>]92]5BU)D^Y>& MXKV:-:'R';?5ST5Z5:U//#WZ,">),5->1O/>!Y";5_G!MTNEL=OEFN(8: MAU":#:4Y4)H+I7E0FH^BU3H>[LTUD_!\74U4I\Z(*].BGAIEMW0W&=)M-070 MP7+'_.#64QJUF'J&I8\L7T>I(#%?2:1Q<2EUF]>3%M5OBFQ:S6BSS(HB2ZJ7 M&\[DX:(VD.M765:\OE$)=E-'S?!'4$L#!!0 ("P^+EJ$+R\L30L />C M 9 >&PO=V]R:W-H965TK ML]M7*@4EB%3"U37(B[8=?VS@XIC#8S3_IBQ82 MW[\9']JB@1O[[#%.OJ7W4F;BS_ELD9[W[K-L^:G?3R?W9CE5Y.[?KI,9#@MB^:SOCX8'/7G8;3H79R5/_N<7)S%JVP6+>3G1*2K^3Q. MGJ[D+'X\[VF]YQ]\B>[NL^('_8NS97@GO\KL7\O/27ZMOU&FT5PNTBA>B$3> MGO]03$C.9.3K"#"_)\'>2UG MLT+*Y_&]0GN;.8O"EY>? =:N\\?F-N0E3>1W/_AU-L_OSWDE/3.5MN)IE7^)' M1U8W:%QXDWB6EG^+QVK:04],5FD6SZOB? ;S:+'^-_RSNB->%&BC/05Z5:"W M+1A6!@E%5,-HN.-I3,*X*QFVG=%05'+4M.*X*CML6G%0%)VT+3JN" MT[8%VN#YD1NT+MD\V*T?;>WYX=;*Q[N_? F*5STHCS,*+LR1^%$FQ?>X5%\JG M=EF?/QFC19'"KUF2_S;*Z[*+ZW@^C[(\5EDJPL547,>++%K.1^"V?U7TJS,543G?4F^IZ35<_?P. MV]QK^O.]=J4K14O>?!3Z\0>A#_31C@E=MRC7AGO+#76YMU!\%,/!WG)376I(M25ZNE>7#'>66NORK7"I'MP]-?K89? 5>YTZ9_^ANB[M.'^\M]]K?=?J.6!P$>[Q79WC'YJ_5@H]V#%7L3 MG])E.)'GO7QW(97)@^Q=_.TOVM'@'[L"1& (&B9DD9I&836(.B;DDYI&83V(! MA#7"/-J$>:32RQ?R/+[Y+L/DVP>Q#!/Q$,Y64OP2+<0TGLW")!7+/,+EB_"O MN_*K]+OFE\0,$C/7V&)%6N4AXO!Q\$@___TX64PUUN=;FVUO9E-SLQI-3.7 M'-(C,9_$ @AK9&F\R=)8F:7/^4I0)HFQ , (:J3O:I.Y(_0KF^L5C?3(\.=&U_UY^^<^E^)O M0A>3?"%Z.?F^BM*HW$.]CI.E/R3"3F$%B)HE9)&:3F$-B+HEY).:36 !AC3"?;,)\ M\L;K2:7? -:]K[*2YR[>UQV>0(YHD9I&836(.B;DDYI&83V(!A#5R>;K)Y>G; MKTV50W2-)HD9IZU6@.9Z,TT[L)U%SLTF,8?$7!+SVCT$/CEF &&-1&F#^C/0 M@3)3EW?Y?NA=F,EU9$0UQ@?Q33X).5_.XB+7(/HC%:BZ3,,MW;O/L%5N*V_SR]U6<1<6523B;K&;E/O&N1*IGV#62 MJ&:@FHEJ%JK9J.:@FEMIFMX(IC9NQM)#!_51+;"T9LQ?M#IH;Q_SJ5S$\V)Q M^[-!5\ZQ<]!)S4 U$]4L5+-1S4$UM]*V@C[\ (>CDH#ZJ!936#+I>!UW_N:#7 MV9;?5U'V]":OY,JY=0XXJ1FH9J*:A6HVJCFHYE;:5L#U[7R38_JH%E!:,]]U MWY*F[*1X;;Y? _1*.=CJAFH%J)JI9J&:CFH-J;J4=? E'6YE0+:"T9L3K;B9- MWU@-*:Z:Z[M;2C]^SVT-#>+50S4,U$-0O5;%1S4,U%-0_5?%0+**V9[+J- M2U,VEEQ\+;^G)Z(T7*T=O=@!T[31 M\7@PV.K[0(MZ%[:IN!1QDJZ_IYO!^MH%Q6J&:AF MHJ%:C;J.:CFHJ']:CZJ!9363';=;:6KNZU>_TU]0"=PXPV3*&:B6H6JMF5 M=O!+4PXZK(MJ'JKYJ!906C.G=J,?N'&&T7PK53%2S4,U& M-0? 57%3S4,U'M8#2FCFOVZKT\;ON::,M5:AFH)J):A;JV:CFH)J+:AZJ^:@6 M4%HSV75+E:X^ E;]"=*DVN4KNZ0 I;$:*=4I1TZ9H/1 MBML5'-0S44UK](.+L5]=-B TIJJ?N6] .'E-J[0'V#;PJHY](Y M8*1FH)J):A;JV:CFH)J+:AZJ^:@64%HS]W5CE'[ZK@M6M'L*U0Q4,U'-0C4; MU1Q4H&N84@Q6NJ\'\J>OHX]?QU[COV#';L M*>S8<]BQ)[%CSV+'GL;N+?J8AG4?TW#TGF\7#=',)50S4,U$-0O5;%1S4,U% M-0_5? %0+**V9[+IS::@^(!3P=A':K(1J!JJ9J&:AFCUL=YX^!QW5134/U7Q4 M"RBM&=,Z#6EXX$1\NW>;F<]EU6- W3C!ZG"=4,U'-0C4;U1Q4JVI&HG1 4U4LU#-1C4'U5Q4\U#-1[6 TII!K5NCANJ#,P$K8K0; M"M6,8HRN MZ;JTXZW'8? LU$!W41#4+U6Q4H.O M!:CGTCG0:-,3JIFH9J&:C6H.JKFHYJ&:CVH!I35S7S='C=[UB%$C](A1J&:@ MFHEJ%JK9J.:@FHMJ'JKYJ!906C/9==_5Z*V/&*4>H'.8T78L5#-1S4(U&]4< M5'-1S4,U']6"2E.LWILQK1NM1LIVC^?S?- S&R:V,LGRA?.#-8#77.92C']\, M'I1_MI?#:),4]EFH9J.:@VHNJGFHYJ-:0&GK5/;3>RDS(\S"B[.Y3.[DM9S- M4C$I3D5[WBL6R9N? BD3>%J<9^'2I]_IY9;WYQ=DRO)._A^@.=YRM9O"Q(<1-G63PO+][+<"J38H/\][=QG#U?*09XC)-OY?0N_@]0 M2P,$% @ +#XN6KK/@1_@! 0A8 !D !X;"]W;W)K&ULM9AM;^HV&(;_BL6FJ95.2YSPU@Z06GJJL>DZ M(YI,QU+LD#1O@YJYR- LFCP8:QDTW/FH)3QG$Z>E,) G3T"]:(<(C-!-<,[ZF M/&14H0NTF"|^HWO&"=S@:W2VD&Q+-$6+F(34A)VCLSNJ"8O5^=OKJ^KU"S2; M_^%Y'AX%HY&/_[EY^/L&/8(T#T'])GS.F&)Y=|Z$3-'|&T0\/=ZALY_/QUT- M>*:2W;!$N2U0_",HOV?Q)0KP)^1[?L\2/G.'W]/E) <*!+;P+C5JUK%^UK)_K M!4?T_K_E;(B%9L^N:>;TM4HA?M*!2:NHW-+.])>?\,#[U0;V8PPISZ,3_$)ER-1;]P$N5.-BE?&(1FA' MI"0FF9_-W]NKSG\[E;80&^W1>I?>$>!1!3QR#]9LJ>AS9J8=W5)[*G$JG K1 MDE@#]JJ"O?] 9>.J3?R6Q!KXV*L-B>? L[2<.JAJ&MH;A'!*U@5D+/D%""6;P MDB)C3L%POPHYY[QPD[.VGD9+C-](6W! B,U M6\84*1IFDNG7VDU9:? %!=AGVF^M#">NLS(_"UEX(.[W&]$](2HH4SIV^P![$ MI"_R2H#4BN4?)LU>8.7Z"(^#:Y.#W2YGSD/8/ $,+"AA*QUZ:&.N/"MX2^:I M"5Z;(NQV1;F!4.6,9$IE,#UA4PGM8&L0*VGOL(^]D8VT)4/5)*V=$G9;I?TN M%CM.I=]PU"RI(8#!3C=?@$TI-1O28@=4&$5H#K.E8AS\([C'? 7>B#@""6N# M%/7 07/Q] ?_;8^6;%BS/6]3A=TNZPMY84F66 E:-4YMJ34Y:Y>%AQ^P$.-6 MW51;:LTFJ'T7=ANOO:U/O:=? 4O,M"3C0R%A0&.60!<)8J&,IK55O5]HU]PU# MKS_LVTTFKHT7=AJ;*>S[W0K601SNN[WKT)3^W1MU7.UI=8\]JA-E^]]Q&%% M2PZJ/*WX"#_FUW[,=_NQ]QQ8N"5.!L8'0]D/K$<6W:T#/G.Z^H7(->,*Q70% MH=[E$#1D<6!9%+1(\S._I=!:)/(GEAA)8>&PO=V]R:W- H965T=I5*K M#]VNG"UI0N0Y7]%4_S+G(B%*GXI%5ZX$)5$>E,1=% 07W82PM#,:YM>) MCFD* + M)I4@>?/D_4&"ZX6@U&0'9[=4$1;+=R;I_6]!$, !'@P0_/OZX:]K*C+2V>Z MR.O9/QF3+$\RYF(%[C_KB$^/M^#L^W?#KM*:3 M;W&=.9O:A/6U,5/$![G2)5UU]!P@J7BBG=$/W\&+X*K&;#+T\@UG[GT80]0+S;]A]*@MQ%M502'\GI.\4 M,B9R&5,I ? U*Q8Q):B:$-1&"F/6+29G1")RQ%.@ET:77KA>;$BY*0B]QO[");FHNGO,Y MKTZJ,^>Q(]=3LHI\&%@^"TYJTBNJX\D[7]FJYI7@%KYYXG.G.%HPW)]'@^HT M6M5BR1$Z^6HTN9_\#.;:AJ]5XI7V? &6KRK6\!_%I]7M/2%>8UP8@0DN(T(V(MK^KWX5Y/#7M!W8KO+JRI&$M]T,E&+SH^^#=_%@,W@D4+6KI^D'_=Z8]NV39 M#EJ2@Q>G-2P\X5YA7AOP""T]PF_@XW$4 ?=1L5_0-J 16AI$:K1:6^_'/N$ MZ,Y_=".WP8O0 B.\/*T1XA4V266K[DY9VD1. ('O5PE&D*"\MB,'7I.U 67(0AEJ?T\/[9,:K%^2VB U9$D-N4G-:#V^#0?[M@R]\J:L-YD*6N9![E^X/*A+3;)$>? K42W.$8/%/CPR5(>*J6M9N0[A1-WSY9 M,,)N,'*OL V8VUW>L6N(KVQ5=RQJ87A2"S#VNF?G*UO5/ MO^!L;>Z]8@(L4 MY3F@_E'47593+:6WM.Y7ICXF\Z*(\F3>RU]%O93:!C=ARTW8S4W?G!&:O;IP MEWITUVX#O[#%,7O:;VRQUZT^7]FJYEGLPV]_:XOW^:Y?"S[NLIJL9"'7[_S MUG"PZ)O*60QJ;%.Q TNL)]@K'&P#';%%1SPXK:'D=4_05[:J>99/L1LP7S64 M+O>W>@;U:VP;*!I:% W?B*)O'4OZUX\L94F6U'Y.Y!5FG!-3PM< V] M@JNO;%7S++B&;P?7V@'^FQ/%5_E'LE.N%$_RPR4E$17F!OW[G.MA4YR8[VYWWUF/_@-02P,$% M @ +#XN6K[O6 V%! T1L !D !X;"]W;W)K&ULM9GO:Z.V&,?_%8M-TYVTEE])FNN22 EP6K=UJMK;37LU.? DL0J8LTUR M)^V/GPV4A [-$#_?#X^S@///7L0- DCWP$(]#5+TYSL3,,,FMQ:RZ=L<6,UJ*E.1PQQ O MLPRS;RM(Z6%NN=;3A7NRW0EUP5[,"KR%!Q!_%'=,GMDM)2$9Y)S0'#'8S*VE M>QVY5TI0C?A,X,!/CI&:RIK21W5RD\PM1T4$*<1"(;#\V$, ::I(,HXO#=1J M[ZF$I\=/](_5Y.5DUIA#0-,_22)VM8*"ZYH%DCEA%D)*_\=? &B!.!.QH0>(W >ZW ;P3^<\%X0#!J!*/G@LF M8-P(JJG;]=PKXT(L\&+&Z $Q-5K2U$'E?J66?I%<+90'P>2W1.K$(J!91H3, MO. (YPD*:"Y(OH4\)L#1!;K)IR"#8*A:0APMMPQ #4?O0A"8I/R]''5WN[?R_N_ENA! O-8,I?QEY)P4BV3@+("W7R6BN^1C?@. M,^ S6\AYJ>CLN)E#6,_!&YC#!-W*J'<<17D"28\^TNM=3P.PI:&MJ]Z3JRM/ M2_P(ZTOD7?V(/,<;]004O$+N^H/R4"__I\,RB.]/(18RMU*[FO,\- LE MYE<\?X WN(1Z0EO5J%$_2E7-:U[@&.:6+(LI4UA/H2Y&> M[D_&*,'?^G[&@59Y;CY,PB)#L$X^QFT^QN?D V\$L%[99V1_!U-DZ;\]- FOI9UKOSXT?]A^ MDU%$AF =^S^T]G_0SC%(,9=O08@RF079G V_]ZZTH'.=-PD+3<(B0[!.-ESG MV $YYMY/&Y:AE!BEA49ID2E:- RLG?:EKZ.GP FBXH@=ZY=GVOS6.Z"W*KJW> MT5;/:.U_3=&-N_R)">"X!2M2ODZ M# [+V!S1;R]*O_@72Z[G^+NY88[K1EM+=;UN%QOH;WRVZ2_?,=*/Z1IT;&%=?;MHJN(;[7"-TL(7'- \C:(W2>M, MV"=;&AFP;;67Q%%,RUS4NQOMU7:_:EGMTMC'X?5FURUF6Y)SE,)&2IW+*[D$ M6+U_5)\(6E0;)&LJ!,VJPQW@!)@:(+_?4"]>3M0- VEV\Q;]02P,$% @ M+#XN6BSW\&)2%0 X8 ! !D !X;"]W;W)K&UL MO=U]7 M]\E]LABO/]4/R;+XFV]IMACGQ:_9]\O50Y:,IYNBQ? Q2:C2N+A?CV?+BYO/F M,2>[^9P^YO/9,G$R8?6X6(RS7W\D_3GEPOQXOD!=_;]/E_<'GS^6'\/?&2 M/'APLN*WRQ=E.ELDR]4L70I9\NW+Q:WX>]S>%&R6"&?)S]6KGX7U4[E+TS_7 MOZC3+Q>-]1HE\V22KXEQ\ <>/Y&LRGZ^E8CW^M44O7L9<%[^^5E7-D^^>#)W MXU7R-9V/9M(_LM%YT*8)M_&C_/<37\.DNT3:J^]23I?;?XQ_-PNV[@0)H^K M/%ULBXLU6,R63W^._[W=$*|*)/% @;0MD/8*Q-:!@N:VH+E?T#Q0T-H6M$X= MH;TM:.\5- \57&T+KDX=X7I;<'UJ06=;T#FUH+LMZ)Y: (#:>9ZYQ19%Y^G7=R?=TDZ5/(\\>+^ MS$O=0R7/4R_NS_WADN?)%_=G_V")]#S[TO[L'RYYGGWI]-?ZRXM]?_8/C_(\ M^]+^[!_JR\WQ[_JJN7Z MZMN'K'9PI;Y<2>X^"=+U=@L$7D_X[3__(M$YY8L['W&CFX4M[I6O.XYI^P MNV_?P4[0@M,UZ;@6GK WOVRW@\KHE/?HD[=^=,(N\?*.?WB7B$]_:O6;O91+ MS9?0:F[XY]$7\GFA7+'^?SP-T*H>8'U$^OOJ83Q)OEP4AYRK)/N17-S\UW^(M5XW_JSN\?-0>>W+%T(CNK(@C);CI>3V?*[M\"W-A,EX=5^58NTWZ]24.M<-L5/>$%]K5^'<@"(QF<04$NN3V(#$5!+32$PG*

M,8/$3!*S2,PF,8?$AB3FDIA'8CZ)!206DMB(Q"(2BR&L%+]7+_%[51N_=C8M MDC;
[M3UBW#MR%'Z;+;>/5)VJ_J/6/O/R;"7\)_5L5CK7'N026) M]4A,)C&%Q/HD-B QE<0T$M-)S" QD\0L$K-)S"&Q(8FY3UC[56ATKJX[S49C
M[^#->[M@5VQ===\LZ) ^Z8'#]@B'YA$>G/N&('#4^X;F60JO[$EK=^M!2]<(0 M.\U.1Q+_]]:-;P5O,DN6DV0EW$[^]3A;S3:?77Y-
LP=!#:L2K7: +XA@[3X5DG>%3X2')9NET_4"1[)N60WDBW#VN"F"U*AY;W,V6XTW_[6Y M>[LRWFL'/SO>2:V':C*J*5NM]-
&'6#Z=TT='"*":BFH:JNFH9J":B6H6JMFH MYE3LX=WR#CY$!W11S4,U']4"5 M1;81J$:K%E%9.8FF7Q%)M$CM/>;M-XLV-
M../E4QAO#JB/!W%E M<.>G8"US\%45BL^S95INU[*^5W5RKQKNRC6VV :BJ[
M::BFHYJ!:B;J6:AFHYKS[OU^B*Z'BVH>JOFH%J!:B&HC5(M0+::T\B1;/!_G3HO@KU
-5"5!NA6H1J,.65TWG7<6G=&;ON4K#QZEZ8)@_I:I8G4V&V M%/SL<94+MY-
)^KC,#UW07*^>G<:DUD,U&=445.NCV@#55%334$U'-0/53%2S M4,U&-0?5AEOM]<6R8JO;;C3>7*/K;AO%Q!MJ_>>GZ%)[8J!@XJ
M%MR_:AG=*"-4BU MIK1R\.UZ-(E'FC2==.-./7)VSJ%-FU!-1C5E][U^Z;2: M[4ZGT=K_@!7MR81J*JIIJ*:CFH%])I9J&:CFH-
J0U1S*UZ"S>M.L]-=?Y] M.>?0WDM5+_U&Z[K=;77WX_#MDF);;$N=3K>U'XMHWR14BRHW=$/L=KI[M]#& MU+CER-
OU11+K&R,YCW?SV>2Y'=)? G ;4/V(9^K-G4!HARA4 M\U#-1[4 U4)4&Z%:A&HQI95#=]<"2SS2 ^OO?$E/O7UVYJ+]KU!-1C5EJY4R
M=]U$3;S:#UVTO16JJ:BFH9J.:@:JF:AFH9J-:D[5;GY5_-NR*>YG+MK#"M4\ M5/-1+4"U$-5&J!:A6DQIIW[?F;YT6K[?/
M3F]2ZZ&:C&K*5GM]OK#5??N5)GUTU &JJ:BFH9J.:@:JF:AFH9J-:@ZJ#5'- M134/U7Q4"U M1+41JD6H%E-
:.9=W7;2D^H8UV^/I2>E2L70Q6ZW2[->ZMU8" MG41'VVRA6@_59%134*V/:@-44U%-0S4=U0Q4,U'-0C4;U1Q4&Z*:BVH>JOFH
M%J!:B&HC5(M0+::T76F_ MN])!JZLAJKFHYJ&:CVH!JH6H-D*U"-5B2BM'Y*X7F53*B^SK?%PDWJV09M,B M\K)?]7@:%R MOW$E.-
J4#-5ZJ":CFB)5-"6[[G;?-DA!AQV@FHIJ&JKIJ&:@FHEJ%JK9J.94 M[.8ML=-]VR %'=9%-0_5?%0+4"U$M1&J1:@64UHYC:C5
M0K68TDIAVMQU&VO6=QOST[SZU')] MW;DYB6H]5)-134&U/JH-4$U%-0W5=%0S4,U$-0O5;%1S4&V(:NY6.YJ3Z*C^
MB:,&)RX7HFLW0K4(U6)**^?DKFU7L[:ER(G?A%R/G!V::&.5UT8!?5/%3S42U
MM1#51J@6H5L:>5XE7;Q>J2CUN9*YS\^YDKG^K'/3F6TXQ:JR:BFH%H?U0:H MJ*:AFHZJAFH9J*:A6HVJCFH-
D0U%]4\5/-1+4"U$-5&J!:A6DQIY73?]>5J M/K4#^< KG9MHRRU4ZZ&:C&H*JO51;8!J*JIIJ*:CFH%])JI9J&:CFH-J0U1S
M4/SN^2:V':C*J*5NM?*ES M\[K]INLU.NP U514TU!-1S4#U4Q4LU#-1C7GU-U\B [KGCJLAP[KGSIL<,J" M(;I^(U2+4"VFM'(*[II6-
>L[W1R^7 KM.X5J/52344W9:B<$'#GL -545--0 M34O:*,I5.NAFHQI"JKU46V :BJJ::BFHYJ!:B;J M6:AFHYJ#:D-
45$WK6A:M:WH=H_4_[_]>7#]:MU=J2C#:Q0348U!=7Z MJ#9 -175-%3345:>3D='':":BFH:JNFH9J":B6H6JMFHYK0JNMA)C3=[^1
=U44U#]5\ M5 M0+42U$:I%J!936CEKI5W6UO?VVC]1OCE$+D)W7!PX%^/EXW4"+Y)%FA6/ M/"Z8L^3UZW1V4J,]OU!-1C4%U?JH-D
U%=4T5--1S4 U$]4L5+-1S4&U(:JY MJ.:AFH]J :J%J#9"M0C58DHKI_ZNYU?KPWM^M="">7ZC60S49U114ZZ/: -54 M5--0347\6/
M'W&6O%8].[=)K8=J.JHI6^WH1>?HJ -44U%-0S4=U0Q4,U'-0C4;U9RJO;Q5 M=9:<'-5%-0_5?
%0+4"U$M1&J1:@64UHY:W>=Q5KUG<6<))L4!\3C[\GZB'G_ M>S"V73;7I\S3QWR5%S^LOXSJ/IE/A;M?13+/\MEX_K3T?
3J?)MGJ4V4THVW* M4*V':C*J*5M-;+YZUVI\:E]M/MY[_D_W'?+]5_;J<
M'>IH@S54DU%-0:4^J@U0344U#=5T5#-0S40U"]5L5'-0:8AJ+JIYJ.:C6H!J M(:J-4"U'"M9C2RFF_:[#6^O &:RVTP1JJ]5!-1C4%U?JH-D
U%=4T5--1S4 U M$]4L5+-1S4&U(:JYJ.:AFH]J :J%J#9"M0C58DHK9_BNP5JKOL&:]:BX2[)U M@N>S17'LG:="LL[PJ?"09+-
TNGZ@2/;5XV(QSA/A[G%5 ,4Q_21=W!6']OX M_TN8YQ_/[,JP1CNLH5H/U6144XY,EB@LTF5^7WG'O73:U=V^GEYG;Z8[R<
M).L&J;/)NF7JK CQ(K?'#P_SV62\;J.:)]GB^1![6@1Y56;7CW)N9J-:#]5D M5%..S$Z[V."_5E61C:[& -545--034WZYFF[S[9?GQI?/,R30R?
&Q]_R];GU;/.]>&1^ M6J"CK=90K8=J.JHI1^:NU7DZ"J_.=+3]&JJJ*:AFHYJ!JJ9J&:AFHUJ#JH- M4/"EGRK+RS>.N^+LG5CSNB[\'F\
[5V;Y^EB\^-],IXFV7J!XN^_I6G^ M_,MZ@)]I]N?FZ=S\'U!+ P04 " L/BY:./CYH7<% #=,@ &0 'AL M+W=OKVCGR/0KC9-
K92WFXZW83?!\BFMSP XO5GBT7$95J5>RZR4$PNLF#HK!K M&<:P&]$@[LPF^;:EF$UX*L,@9DM!DC2*J/AQST)^FG;,SO.&QV"WE]F&
[FQR MH#NV8O+S82G46K>B;(*(Q4G 8R+8=MJ9FW>>964!^1%? G9*SI9)=BIKSI^R ME8?-M&-
D/6(A\V6&H.KKR!8L##.2ZL>W$MJIVLP"SY>?Z6Y^\NIDUC1A"QY^ M#39R/^V,.V3#MC0-Y2,_?63E"0TRGL_#)/\DI_)8HT/\-)$*H-
5#Z(@+K[I M]_)"G 68_5<"K#+ NC:@5P;TK@WHEP']:P,&9<#@VH!A&3"\-F!4!HSR9!57 M-T^-326=300_9=K6C90I[?/%IE)
(@S*:ZD4'L#%2=G"QY%@53:D@FA\88L M>"R#>,=B/V)^4 ^\?C#(]NPZ) K9Y6N$U\$QOV$&%&Z^&V]>T_GJX\U9XK
UW]>$N6]\0L_=JN*,[RKI%/1QZKT8^6\WO_1SZ7,%KC^95PV\-XE!^]S:4>-K D31]:9_?:+
M.33^N)1G),Q&PAPDS$7"/|"LH99>I9:>CIZK10T":E3SG\B!"G*D8],,I!]LQ%PKRW^M](6;]*65^?
MLH>_LDLU[HW'EOGO_/&?.5FI_^W85^5A[G]+@R3(!_8%%P?R\.52+K4-M,TE M$F8C80X2YB)A'@C6T,^@TL\ 6R
&2+4@8382YB!A+A+F@6 -M0PKM0Q!!4++ M:2L3),Q&PAPDS"U@XV:!>%'?/%"+C?2/JO2/M.G/IA?L6ZH&"*.V>=/\DG-
M9N<;N@OX)15H<6U5@(392)B#A+E(F >"-=0RKM0RQI:6,5(M2)B-A#E(F(N$ M>2!80RVWE5INM6/+4G"?
L4U"MH)'9!O$5.DDWEW220$:G(V3X[YE9'_-L7*A M;;&M!I P!PESD3 /!&MHP#1JN\MH6V$,QQ]HVU'%BC-AM(<*,V%TCP4K2FM M,R?
5Q):CDH=2#9)F0VD.E.9":1Z*UE1-[9^:6L.MQ8Q'#VHM%ZAW"J4Y4)I; MTMZ8]J#:;,J@-D9-O3/ZXCY+B-?56
MN[IF'URLH"XNE&9#:0Z4YD)I'HK65$WMY9I:\V\VCWBJAB&^K>=/Q*^4=%$V M4#L72K.A-*>DG<\:BSGCBTFC"VW60]&:BJC]6A-
EV.I!K94 M6RA-*>DO76_ MT86VZJ%H32'4S]VIMVY5 ?%3(;)?*8[Z&2)_Y&7E*Q6"]DU+$1RI9&09JA[D
M/V7N1;#9,>)6X\A/TMK]U7>IM:2@_B^4YD!I+I3FH6A-X=4FL EV@4VH#0RE MV5": Z6Y4)J'HC554YO!)LP-+DG#\|)^.
[AD!^O;;*T%J"$,I:E0FH>B-9]@ MJSUA2^\)GY4NM7AD0@:KD)$54UNS0H8H5?HNM'[N#>H00VD.E.9":1Z*UA1: M[1!;8(?8@CK$4)H-
I3E0F@NE>2A:4S6U0VSI'>(6I:HDG<]!1Y?FH M]DZVE M@'UT%OOL+/;A6:A+W#U[;C][\>-O*G9!G)"0;17>N!FI1(KB78IB1?)#_BC_
MFDO)HWQQS^B&B>P M7_+N7Q>R=X.J-YHF?T'4$L#!!0 ("P^+EKGNZ)1 MC0@ /!@ 9 >&PO=V]R:W-H965TQPGG-
9[@G@$^;R)-36;|QO;Y(OA0'WW/UJMQGV9?ZA;.\FO#UB&A,%V5-A-679WI+X[B6 MJG'\V:*37E#N([+3]F+3=L5
MDFMOD<5%\R_WTB[+3[C%NBBSI VN1I!$Z>9K^%>[(0X"*F]U6H917/S O>-^N=.Y[_]X7):5N.I MU>FBS?
UADULXD5OD_"PMGPK.2)=T.1!OLN.5U^)M=CP1&,"TVI"[K2ELM^8' M@2G.U^E[3N1_Y 1>D 8&=,L.]\.\"B;]/X])\Q.AGOL\#NZ8FXZ?
TQV]61X,.*P MX84FG##FD+BK2&+CB:#2,%Z?.5T4JW!!KR;5 MJ5%!\VJIKH:(,T^I,Z'&HM# 3 MG%M:D)B.Q
PD9B(Q"XG9&TQIL/J*^/E:TD1-DY3+Z?-AU4 FG2,Q%XEY2,Q' M8@$(ZU0->5$V'BL(F7CXXC%1EIHH\SW>/HUMFHG,G
M_'%6C4B*=I350&8UQZZK-79X]M@%G;$+SL>.T45N&6_L\'QDU@"$=6:&LIL9_M"GME.&ZU=D05554@OJ]\^NV&NUM$-
%U4OT=O%G^NHR)J[A3<9OF*@J[9VJ\OSA55JGLFB[RJ(Q*\O-8I'3 MYFJGON#Y3Z6$"Y-
LG99#%869^]R*@L1T)&8@,1.)64C,1F*.=G0/4R723);Z M-T6025TDYB$Q'XD%(*Q34 B_:\O@F27EUS!ZICF7/=2-2YO/*M;IDN8O>51N
MSF&2)"KJCJMBL/&"J9];-*":#M4,J&9"-0NJV5#-:;7#VB$H1!'D?NV IG6A MF@?5?*@6H+1N 3GHZR+,
G+0K%45D1,G)8.E@^F>73K(\3F7),K5:9?4/R.=_8L7J=D#&T7BB:J)L_XD/5[P MG:S.1%GI3U7D^%RHYD$U'ZH%**T[5?>=B839H32B&Z
%#H]W<::*JE9W5G9G MVM"2/-%43>G/-6CC(%0S1Z^O!-5D?0O3HX7))(F\|=MS=_!NE#-@VH^5 M06G=: M[SL9";.C:PX)N^G02:,R"F-
NM;Z/HP67;7L0,700#4=JAE0 MS81J%E2SH9K3:IWS^O9^2/^&"#2Q"]4\J.9#M0"E=:O$OBU18+5VHYD$U'ZH%*&U3
M:*8'C_E.:/[8/"*_J*K(.BWK) ?O[A[#?],\C+SW_@=R89"!]TUR80V]:Y,+ M9_/P_7W:S?\%X(?Y8Y067$P?JB'P[V?
5P91O']^_>5%FJ^;AX_=9669)|^T3 M#9H?OZ09>7V19U@]Y\<7/\+4$L#!!0 ("P^+EK:)/Q'5PP *BK M 9 >&PO=V]R:W-
H965TPX8\Y>T[2;]E]'.?2[ZOE.OLXN,_SAP_#83:_CU=1]CYYB-?%7VZ3 M=!7EQ#\;/.[S^GY6?*8+Q?K^',J98^K
M591^OXB7R?/'@3QX_<67Q=U]7OYB>'[V$-W%5W'^Z\/GM+@UW"DWBU6\SA;)
M6DKCVX^#3_*'4!N7'38MOB[BYVSO9ZG<&|^#D;EC.)E/,]+(BK^_M>8HOX^6RE(IY_+9%!
[LQRX[[/[_JUF;CBXVYCK+X,EG^;+:=BYFL%JL7_Z-?M_>$7L= ME-F1#LJV@W+001L=Z:!N.ZA=.VC;#MI!!U4YTF&|
[3#NVF&R[3#1,J7IML/T M\%XZ-H*^[: ?=A@?Z3#;=IAU'4$>O3YRH\Y===@]VYT=;?GVXY&5/VS2L.E?[+^+=1G-:V?6+->UR_E]31@?:3--
R*QV%##!OQO(#E#:SV@DTQ?!4_[.VX"VB= MN@N6NYEV ^TNX%ON4T<,AU&Z-],MW,*X'?8@66UL<(OD=7\L5,&$_.X[H8@)
MNB1#/]CECFY;V'T'5KH^BK5$J[M%2]V,I/99M%HF?/'":.U,>4ST(7N(YO'' M07'0D\7I4SPX__.?Y,GHKVWK HD9)&:2F$5B-
HDY).:2F$=B/HD%)!9"6"WS MVB[SFD@__UP'^ M>WJS6$?I]VVH6\(M_;Q8;W_;=J!S(?3[!IWC'CFY/Q3)MIDWHTS68[16X/
M,3D]N^/T')0E\0\$O-)+""Q$,)]^9SL\CD1YO,R6:V2]>LS[T.42D_1\C'> MA/(F62ZC-),>XO0EH.^D_XK/D2Z$@_4-
*XD9+]AT+PVC]Z.1?![#5EU:S@U:' MS2QR9G:GF3GDD"Z)>23FDUA 8B&$U5(ZW:5T*DYIE*;?%^L[Z>LFG$4*V\(G M-/J&[P4;
[^V5^F2JJXWG+*/9<"9KDUFCH4E.SR(QN^NV.N2H+HEY71\%OVO# M@)Q>V&'46C#T73#T-QU>+K+L\?
2AI=#N&Q@2,_3&L=M4GXSEPT@UF\G:6!W+ MZL$QGD5.SB8QA\1<$O-(S">Q@.1""*O%=[:+[TP8WW\D>;1L2Z:P6]]DDI@Q
M:R9S.IN-](-D-IL=269+0U75IY/#AC:Y%0Z)N23FD9A/8@&)A1!62YT\]MX: M'ITXZUL_Q6F^N%
[&TL.1EU^3QSS+HW7Q_'K7EE#Q"'TCBFK&5ML/E3939\U7 M9M!A+52S4Q/W3_+?'1;;8U%Q=)NF#Y'YMC;UPA-
ZQ)S4#U4Q4LU#-1C4'U5Q4 M\U#-1[4 U4)*JZ\-2K4V*$SEQ=:A5@!2,U#-1#4+U6Q4AFHUJ#JJY].:AFH]J M
;J%'7;,>CZK,BFY2YU4>;3^ME>[Q7SOI#8KDQH9/=G$1.=DH9J-:@ZJN:CF
MH9J/:@&JA<)=LI[+JL))%ILA[J;Y+_T/HF\6B]8XI6.*&:B6H6]MFHYJ":N]7T M_9WX_6$UEX>.Z:-
:@&HAI=7S7Q5.R>+*J:\]KJZ+>">WK_)Q?EM'*\Z'"U/ M&XN1.AOI\KC^2%Z*Q^^=85(S4]:H63!87
M@W6KDMPB^[5HFCK6]9%VF.QF0W6JJ_I,40^/I5O(D38MJ^T/#ZG)TAT+U6Q4 MJOFH%J!:V'(/RV-
YK.CZ3+MRV%S59BKC*ZVWI;HTT6NRUU6KOC!WF^603$YV3A6HVJCFH MYJ*:AVH^J@6H%E):/ MJOFH%J!:2&GU%: J,E/$169'S@.*J
,?ZA*/W7L]0"^RA6HFJEFH9J.:@VHN MJGFHYJ-:@&HAI=57C:KZ39E 9PYH71NJ&:AFHIJ%:C:J.:CFHIJ':CZJ!:@6
M4EI]!:CJWQ1Q_=N/7W]3/$#OI:%95J=-9ZT?\>K>U$3G:*&:C6H.JKFHYJ&: MCVH!JH6==LUZ8JLJ-N5$%1M\KH]>Y&RKG3H#-
CJV,]'96:AFHYJ#:F['^]=# M1_51+4"U\/0]4L]C50JGB.O&NE65;I'35:7BT7H?&Y.:B6H6JMFHYJ":BVH>
MJOFH%K3LYK(\'DUE73^HN@JI@>O?(U/5N*GB&K<>%:QBJ>]3Y(EYB2I8W][5 M1+?!0C4;U1Q4+UM3RDJ#R

MP0<=C):&FJS/=/7PJ!B=GX5J-JHYJ.:BFH=J/JH%J!:V]CR6-..7YY;K>K7 M5"]VK&@]K@T@GB$WFE5NJ:UV?!(6M%J-%2S4AFHU]#JJYJ.:AFH]] :]% MI_?+>DBK8C!57 QVI*+YXGZ]\Z=US%^W=B8Z.PO5;%1S4,U%-0_5?%0+4"T\ MO5_6\U>58JDG2K%^_.+YXA%Z)[5YW22U_/*BYB%M2\/);-1R2(N62:&:C6H. MJKFHYJ&:CVH!JH4M.Z:LS<;'WTY5JQ(H] <0%P#:%DQ==/D EEGJG$BV"0C43 MU2Q4LU'-0347U3Q4\U$M0+60TNIK0%4$I;[48_QP&:2*UCJAFH%J)JI9J&:C MFH-J+JIYJ.:C6H!J(:755X"JJ$K]0XNJQ*/U7B?0KXY$-1/5++5;V9*-CNJ@ MFHMJ'JKYJ!:@6DAI]16@*N-23Y1QM9\',!^@$H_=>SU 2\10S40U"]5L5'-0 MS44U#]5\5 M0+:2TVJJA555DVH@Y<]#0&C)4,U#-1#4+U6Q46)CI#"]5L5'-0S44U M#]5\5 M0+>RR9];C6M6;:2>NE\:>Z(M'ZYU=I=/IK]&QG8G.SD(U&]4<5'-1 MS4,U']4"5 M/[Y?UU%9U9]K_L^Y,C/<.:;-N1YVJTW'S^;5C0Q.=GX5J-JHY MJ.:BFH=J/JH%J!926CW,57V:)JY/^\$P-|MV6E-UV;6AT;6A*=ZNWCE%*]10 MS4$U%]4\5/-1+>BZ*X4=&M;3556?:>+JLZ/5GUI+<5=[<#HV-+HV-.53[AT< MM%P,U1Q4%+<(;9?1SG1I1'YV>K.+V++^/ELKRB_>.Z MZ%F^O+/[K93&M^57WGSXI R&1<^J^?G90W07AU%ZMUAGTC*^+;J.WD^+.6P^ M-_QZ(T\>2E*Z3O(\66U^O(^CFS@M&Q1_OTV2_/5&.]OXC88Q_\5*YNF.VE7\@,"=(!$2:)UNVY567O:J\E-'L!J$G.V M ZUT?_PY3AH(37/0|^T-),;/YWG\?)W'P1YM*7O@*P"!'I,XY6-C)<3ZO-/A MX0H2S,_H&E+YRX*R! MYRY8=OF: (V64Q!W;--U.@DEJ3$:J[9I-1C03,4GA MFB&>)0EF3Q<0T^W8L(SGAANR7(F\H3,9K?$2YB!NU]=,WG4J2D022#FA*6*P M&!M3ZSRP>KF!ZG%'8,OWKE$^E'M*'_*;RVALF'E$$$,H<@267QN801SG)!G' MYQ)J5#YSP_WK9WJ@!B\'N>!P"3F[]$'-+O\TS1-:^,!K;UW_3FWRF: MAP32$#B:AI\SPHF:)3/*UNCR3EK:..F$9SD41COU*. ZZ MHJE8<>2G$40-]EZ[O=MBWY&IJ?)C/^?GPFX%_I&E9\@Q? T6V:7<;XID=;^XT M#>?[O/O?YSUH-_<@E.96DWDMETXUUQS%7;/0T;6JB),EPQ404'^HUP+.30I7/!ZBIQFUGMX+WO8EM.UAL-Z/_^;I*!UB&],8*]*8*\U@7_+1,D*SQ[D:P7? M3R9^3F93$EN9ISXF.F&>3IBQ$Q9H@M54=BN57?VUT-4ILDZ8IQ/FZX0%FF U MD? N5R/WV6KC"$HH$1?> ".<91"A_3XHI!T074G"<L9OD+N!NK9X-!_W^ M06%LC>%4(8_SZ>OT&6B"U20:5!(-6B6ZOKSVT2?,I!+B[4H-7F1-OBUWA\Z! M4JVAG*K4<3Y]G3X#3;":4L-*J6&K4G_1],.-1) 4J^'Q2V,K]M2JJ1/FZ83Y M.F&!)EA-:,O<_2*.B6G>$WAZ(KS60X$V! M%%IU]HY<$F!+=3C&D7K"BAWQJK4Z@)NJ8Z>#]@OK?&8UM'O6N5\RH$3=3E"G $+.\@?U]0*IYO<@?5 M,>;D*U!+ P04 " L/BY:" 9Z(<% _(@ &0 'AL+W=OBR'3-U9,9X2J4[YVA2'W!GXYSLH9[D'_FMUR=^37* MDJ:0"3KQ CP@2B*6&(.IG M!W-($HVDQO&Q O7J/G7@X? $S^E5!7I%9$ %SEOQ%EW(S\48>6L**;!-YQ_:_ M0$6HK_%BEHCB+]I7;0,/Q5LA65H%JQ&D-"M_R:D4H1P\DV0*Z M 2*V'-0<28'>H? <@@:L>29%NMD(KW717-%5G']0,S99D31F:LS153>XEBQ\1 MR9;H_|O>W<$20(6OE4(6(N8T+Z=MS:'H HD-X2"0ND:S&,J[WZM."4W$#ZK_ MWV$'"8K4T?SZMR (PE$T&N'PG]G=WS-T'U-040+-XH];*F@1/6<\1]$ WR&OD5^-;@6I+D=Z0H6/11&KR#Y:I+J MF<+U3.$",NHV4VUL2Z"S=B!=&"Y$3F*8>&KE"^ [*;??1,.@I_:"#L":W". M:LZ1#7UZHQ8CS9,G+:.56O&,:^GE6QYOU-)%.:^[M#U]\T:K YJ]F<6=E6"=X#_V&0)5C^032@UG5=_RK6PC;D7K2KP$ M&QP*-FC7Z["F,^RD5_1?7=G3LEZWE_8VJM:>NE)U!-9(RJA.RLB5KD5&I[KU_+ZF![RFZT:CE;D 5--"VV0G'"!,W6K7S<[D^=8H,* M&R>&(V1N;A>V;69U%[-1K56B-)1'TAOWV>HV-B<)V$]4NXK=4 M;'N'G7F?PHUAX\;PP)G8G1HR5VA-WL:08? M.6&>Q#]OD>=Y_6;%/8;>PL5O8 M;K=^%I*F1+N3@U<[]=8Y(M):Q)UZ+U=HS4P8FX;/G>G;J0-SA=9\NV(<6&3? M!^NJ:SM<5_(56F.5'OX2!&/C+^*[/[JBW7]EKIN'T/G5)S"NT7&NT7.WBU& M3LV;*[0F[X/7B_9MM,[ZCSY7[* W?+EG8N^U*RO_X.V^_K3BAO US01*8*7@ MM>OQ$"^_5BA/),N+%_X+)B5+B\,-D"5PW4#=7S$FGT_T-P3U-R/3_P%02P,$ M% @+#XN6OT-@H;;!0 5BT !D !X;"]W;W)K&ULM9I1;]LV%(7_"J$-0PNTD43*CITY!I*T0;,M0Y!N*?8TT#)M$Y5% ME:+M%-B/'RDIHI7(C%5?OR22+1[JD$<7GTF--D)^S1>,*?2X3-+\W%LHE9WY M?AXOV)+F)R)CJ?YF)N22*GTJYWZ>24:G1:-EXN,@Z/M+RE-O/"H^NY/CD5BI MA*?L3J)\M5Q2^?V2)6)S[H7>TP?W?+Y0Y@-_/,KHG'UFZN_L3NHSOU:9\B5+ M:.6,)B922H_K=F M5RQ)C)*^CV^5J%?W:1IN'S^I7Q?FM9D)S=F52+[PJ5J<>P,/3=F,KA)U+S:?M6&6HN,%8)'GQ%VVJ:P,/Q:M2Z3E2.7J//C#%I.Z1%L,M9FAF+ET7E^JSNYN[C^@+E9*:RVDZ17^*M]/T]FS*F&\UU+B9Y+'E63M9Z,\J3_*WN]P^V9@DB M^NCJYO<@",(!&0QP^._%_3\7Z'/,F6Z5HXOXVXKGO&A])62&;AY&OM(#8FSYM<67^LC2/=YC_;96>(!R^0SC $?H9^2A?4*G5;UNTKMQ:UVQR@D+RJI:O)ZB> M)5S/$B[$2;=9:G-<"D7M0J8HG.49C=FYIY_ZG,DU\|:__!3V@U_;+ .)-3R3 MVC-QJ8]O]8/(L^2["=-,/^U"FMC%8LVDKB](FEPB7<<0RQ77SS.;;BAR=XY*^WW;]R4<-55+N*G*XN=5A['AZ> MY>&+^(7!LT+J[.4'/82!)9S Z4(?\Z]5E-\AFAO*TY=,M:4.079WTG56H=2: M0[(%?2%4F"LE*-] :DW?%J-")['L%VBW1F?'V/5\-'U8- K=;-0]TH?4)G_'3_X0@M1H9NB&HD]J X#<53E]1A4ABV5X0!L20,4O:#4FKXM>F$G MXNR?[$IG1Q8K+\? *;RU*N7&J8MJ+68M$JIXPM5WLRS3NJ;A5NH\A\=8F,(6 MOS !RRXH.T&I-7U;=L+NQ:N]&,*MT=EQJ6:@HWX,@I,="QS8TA!VT]".Y!Y2 MG=T]=O9]#,K"EK)P'RSAH+P%I=;T;7D+NY>^]DOXJ3N3E9-C$!2V!(7=!'4G MQ81.RFB;=?-$Y#R=M]H!12@HM:9M"UMX"!9<4)R"4FONE5B<(NY%KKV"Z];H MZKA2>_X8]-IK,[&$1-R$U)[<0TJSN\/.OH\!7<1"%P';"R2@T 6EUO2]M1WX MRG[@7@DG;9D<]I[O[!V#HXCE*.+FJ(_UCB5[S%AL#JJ]RMV;@F])SG-YC,4H M8O&+@&T,$E"L@E)K^K9810 V!]T:G1WW7SX1X0D.=U1I2TK$34JO9?B@>@VZ ME 6EUAPH"V($;..0@)(8E%K3MR4Q K!Y6&D\3^>+>GT,N(HL7$5NN/KXRALF MB"H78+O5.[_0<8SU]\C2602V=1B!8A>46M.WQ:X(8.O0K='9,6Y[.*(=@!U9 MDHK<)-4ASH=4@YT(I<2R.%PP M.F727*"_GPFAGD[.J[7UJ]3C_P%02P,$% @ +#XN6CD+Z8NT$0 PNP M !D !X;"]W;W)K&UL[9UK;]O6EH;_"N$IYO0 M:LS[I2#03$8,#)C"]7%1Z3B9C _?BA9%DURBZ;2I_.I7Q); MYGK6WIOBJ[6W7FZ^?5QO?BON\[R4?E\N5L6[B_NR?/CQ\K*8W>?+K'BS?LA7 MU5\^KS?+K*Q^W=Q=%@^;/+O=!RT7EZHLFY?+;+ZZN'J[?^W]YNKM>ELNYJO\M_48]MLMEMOGZ4[Y8/[Z[4"Z>7_@PO[LO=R]<7KU]R.[RCWGYSX?WF^]WRR/E M=KL.5\5\O9(V^>=W%]?*CZFA[@+V1_PRSQ^+%S]+NZY\6J]_V_TRO7UW(>]: ME"_R6;E#9-5_7_*;?+'8D:IV_.L O3CFW 6^_/F9/MEWONK,IZS(;]:+_YC? MEO?O+NP+Z3;_G&T7Y8?UHY\?.F3L>+/UHMC_*ST>CI4OI-FV*-?+0W#5@N5\ M]?1_]OMA(%X$*/J) /40H X-T X!VM _1"@MP)4[42<0@PAF8P#P'FT #K M$& -;9)]"+"'9G . <[0 $5^/G/RX)#CR1Y\MI7GTZVTS_?)KBO/)UP9?,:5 MYU.NM,_YZ9#GD_[TAK]\>L?O+Y=Q5F97;S?K1VFS.[[B[7[87W/[^.HJF:]V M\O"QW%1_G5=QY=5/U]%U$GXZN_M:^*HW?-(?'F>; MWL9[_>&3_-.;2;5.AOO]X>-|=LRN"<*GPT^<*#P8/G2B\'#XT(G"HR%#9Y\, MCX+63U>S.J>IYW@71=%7A8CZ6:[V>2K M4OKU^E-1;JI/X\27;_*'M;'XKN;]7$YHB/VJ32)">2,:>M)O6?+E2-=669?GMY9>76M.;\5RM(6$N"9N0 M,(^$^<(3U3E/4S)G0,)"$A:1L)B$)20LA6 -%=&/*]+WJLC/ZS):5!.BI[(F MVY86$C4F82\(F),PC83X)FY*P@(2%)"PB83$)2TA8"L$:NF0==5>JCB)8 M6^G-=*Y\D#"7A$U(F$?" .Z)TF2]NXX^)9,&)"PD81$)BTE80L)2"-:0#^2C-%YPNW5*L[H+\%,T:H+00I44H+49I"4I+*5I3 M6%[88I4!PO*:H"B"2MO4NM]$W/1G.UM12)J+TB8HS4-ION!\Z99F=3\!IFC> M*6%*"U":3%*2U!:2M&:BJ+6BM+KLZOF2,OEO%SFN]7:;'4K57.FS M4^KR#;X]230U^A90C_B@[ER4-D%I'DKS]=,Y19L5H+00I44H+49I"4I+*5I3 MFVJ3KM+OTHWRNVSV5;J^S>[FZ[\5TLOUG"KAY[R:7]U*1;F>_3:2OI/?R+(BM/60;Z4NVV.;_D/21HSDC1S>EXCZKVB=EV_)^O9G_3Q64%=+ZLS3.9_GR4[XY MWNDA")H7Q6X)>]>-ZVU9E-4/E3Z>HRDQWEY+V5W=YNJ\65>U6K_VLYOL_U- MAT]MKJ0UW\5^YR@C4[-.D83:2UHG;U#:6.G:;VW3VG]!U*QBW,%'3M 6>BC-M/!>5FV.HINBJJW:7_&1P> C0[0O$4]+!_2H=]RF:,T!I(4J+4%J.TA*4EE*T MIL[6+FVEUVQY=7UI.]I-_+-%50S.;Z7Y2KK)'N9EMA!*BMEYFI.)9@"64'] MURC-16D3E.:A-%]PQJI#!<8F-&V TD*4%J&T&*4E*"VE:$UEJ7W62K_1^D-> M9M5+MY*;;595;5-(WU_/9MOE=I&5^:ZB^3R?S4OQMCE=.^\/BJ8JED!G4.LU M2G-1V@2E>2C-%Y\PS=1%2TZH!QNEA2@M0FDQ2DM06DK1FE)36[&5?B_VD_5@ M/U>\7R]N\TWQ-RG?+WE)WJ_VZ4S7]VN9ABF:)=F==4-+=4R]<^18<.0/BFYK M2M?CX KR5\?*AMPMJ";]0W#VY8_:IX7]T';35,'E+QH?53/DKK@'0JZBV@)' M4XCV*$)IL:@?CF%;W2XG:.*4HC6OR]KCK/2;G#N6H)$TZ_N>;+?2\0U7L=-Y M1YVZ#[V_O6=7"ZCI&:5-4)J'TGRE:WP6WXV.I@U06HC2(I06H[0$I:44K;G= M7VU_5OOMSS?3L'J?*;9FVZKRW]H5WW96W O%B-T_F=U F=U!6>W,<%13-NS6F@Z:U$-IQJ@+LN(H MK2D:FC1 :2%*BU!:+!A>1Y%UI[4Z!UG@7Z(;]M'6"3,JA-%_0!!7=U+M%!9DUI6A-H:B-PNHK1N%JLK'_XFB^^I(7A[M%[_/% MWLKV\V9;E-)ARS^A?)!>OAN4-D9IKMIUF&J6H]F.VJDT4)\L2O,%O=!EPS*< M]IM\BN8-4%J(TB*4%@M&6#$44[5M1V_K"&J$I6A-':F-L&J_$?:US<[[P\]6 M"M0>B])SSI;H= =C5&;JW;-F(IAM&IK9+FY0PRU*\T5]T&1#U=NE#;IA,4H+45J$TF+!^)I&-55NES6H69>B->6B M-NNJ_6;=(1N:]R/.5@G4C8O27%7@435,1Y.MMDR@1EN4Y@LZX=B:9I!/704K3F\VEK#ZW6[Z$=;_>;QVSRISOY'K)-M^56D%OV8<]4"I8U1FGN@O;P%H7W_#IK00VF^H/FJX#D54S1K@-)"E!:AM%@P MODYW>!,T:4K1FB)1^U2U_NV T_(^WTC/:R5?CY./D?3AH!OO=[HQDG[^^I!+ MO[J_EU75L;\MR%UME_EFORV=<#&E/_'9LH)Z6E&:^\H0-P;R[TZ%"=HL#Z7Y M5">G:+,"E!:BM BEQ=0)2-!FI12MJ5^UB55[:?/A;WE 2S_T;&U"+:XHS3W0 M7GZF::8BN'$93>NA-%_0!!7=U+M%!9DUI6A-H:B-(BE!8+1MA4+=DTS7;)0Z9-*5I3-&H7KM;OPAT_M[^2R7=WFF\?-?/>@%FFV>X!+453UC%@\4/,M2ANC-%?KFBK5:K*D&IW)$NJ]M16G^T$Y,T;0!2@M16H32XJ$#G*!ITP/MI6(9^SE:G;:I"K6G5AOBJ7VMA$"- MM2AMC-)<36"85!W#EIU."8$::U&:+^J%[IB[;SW;.H::U%:B-(BE!8+1MBV M;=-1.B4$;JNE:$VQJ&VU6O]^L6<_[:V?=[9PH*9:E.9^"TWT(+0)VBP/I?E4M)Z=HLP*4%J*T"*7%*"U!:2E%:VI3;;75^JVT?SWMK:V[J%T8I8U1FJMUK:":M98ONF]2Z.]MJEJPXMM/ZW/8$1^J:8=MRRS;F"Y+KLBZZW1'M=(#20I06H;18 M,,**H1BBVQW1Q"E%:RI:[?;5GCR"?\H3X334!HS2QBC-16D3E.:A-!^E35%: M@-)"E!:AM!BE)2@MI6@-Q=)KU['>[SI^?ZRS/C[56;_LBJN1--V712*9Z@>> M*U,H;8S2W/MY:=8>V493>BA-/_UYD_1A %*"U%:A-)BE):@M)2B-06E=BCK M_<;&\QY]U@\[6TQ0US%*G11FHO2)BC-0VD^2INBM"EA2@M0FDQ2DM06DK1FM)6^X9U ML_?+Z6_885-'7<0H;8S27)0V06D>2O-1VA2E!2@M1&D12HM16H+24HK6U*G:MLJSW6Y;_L@6V51BU9*.T,4IS4=H$I7D'VNOV0C3M%*4%*"U$:9%@@!7%D"VE MFG UASA&$RH141^U>,A2Y7?,-98ZD*NHAGY7S+_GBZRZ#/%)LN9'!JJI* MV7Y^J5M*GIWFC5"W4>LX2ANC-%<7[W<,66BAG"4Y@]H_Q3-&*"T$*5%*"T> M,+8)FC&E: WE-&KSMM%OWFY\6?'3G_5E17\CSA47E#9&;2Y*FZ T#Z7Y*&V*MT@*4%J*T"*7%*"U!:2E%:TI;;2,WE#]O&FN@KG*4-D9I+DJ;H#0/I?DH;8K2 M

*I06HK0(I<4H+4%I*45K*I9:*]9K6UO_-8W]@]/8_A$^6[=1NSY*E\5]GI?CK,RNWCYD=WF< M;>*
[FJT):Y)\KO/S&JK]VF=_='W\IUP_O+BK]_K0NR_5R_^-]GMWFF]T!U=_MK]?E\R^7%?]QO?EMG^/J_P!02P,$% @ +#XN6IE;"K=;"@ <8H
!D M !X;"]W;W)K&ULM9W_;^+(&<;_%8M6U9V4!G_C MVS9!RN(9>SQWO6ASW:HZ594#DV M8-8VR5W5/[XV.)@!,XQWG^P/NX'X_;PV
*MO,_.>-Z'X>8U2;]DX^'=\DFWP1K\1]:F2;Y3)*__@H M%LGK;Y^43W?'-.GH6#R+_Q_H^+1YU]Y19O!2K+$Y61BJ>;CMW MU@?NVF7*
*]HC/L7C-#GXVRDMY3)(OY0.VN^V8Y1F)A9CF)2(J_GD1$[%8E*3B M/+Y6T,X^9QEX^/,;G6XOOKB8QR@3DV3QSWB6SV*
*[PXXQ$T_19I%_2EX#45U0 MK^1-DT6V_=MXK8XU.\9TD^7)L@HNSF 9KW;_1K]7+\1!@.6>";"K %LWP*D" M'-T MPIP=0-Z54!/-Z!?!?1U*
P95P$ W8%@%#'4#1E7 2#? ,M_>.5,[9/]F M[XIN5R7;$O.B/!K?I,FKD9;'%[SRAVV=;N.+RHI7I:0>\K3X;5S$Y>./=S_= M_7U"C(> D%\?
C!_NHU2L\KG(XVFT^-'XJ_%GHVMD\^+9[:;%PG+L.ZT@G_< MP>TS\ >QOC8<\|JP3=MM")^HP\/-H@BWSH9[.N'GLQ.-<+MW-*
IQ>"E\IL_O M<"H>B^R#L^&!1KCEG UGZG!/3/>OO-.0'NJ<_/!L.-?/;LOAW:\|S5N[VO< MWO*<,|R?XN@O7L1Y+#*
*(C6LT,\G43YW\8O]T]9GE;_)_^[Z;*WB'=9F0YT'W(MUM%4W':*D2P3Z8OHC/_R)ZMO_]VISI$P#PDC2!A%PGPD+$#"&!*
(6(F$(D6&V'\$^,6;)81&EFK$6Z.^+')M4I M4[15'1+F(6$$":-(F(^$!4@8V\$&6UAYH_R-J]-T[KIOAS*"9F2@V"2G-R] MG%REG";)ZD6D>?*
RX$$:!?Q)I*F9&,2,JY24S*!&W% MA(1Y2!A!PB@2YB-A 1+&=K#^@9C>4DZ_BN4Z M2I_'C)H_*$2I/C-W MP86[JCY21DB8AX01)*
(PB83X2%B!A# D+D3 ,@DE]&^S5-E",6_?[J=_#:NI7 MR,Q(BH$]C_+BR<_;^ROER+7CCX[FS<<3Y\E 9WKM*4^VK4J0.(J$^4A8@(0Q
M)"Q$PC@()JEDN%?)L)U*'G8W2'>;?)ZD\7_%K$D9PY-)L&WN_AQI0YF\[4"# MA!$DC")A/A(6(&$,"0N1, Z"21(:
[24TNK#>L%P6MT+?.LJ,]$89Y3FT5=)(M9\@BR)04"?.1L)8UJO;(A,R4$PJ?8ML^Z"FBVJ7VOTJ(C2\&$UCQ_JY&W+
MOB%QOS=R3Q9O"#0MA=)|"V TICN"QQ"TW(439; @1' ;BV!*X-EV>9,_5LG MKY+E]IR>Y?2/RU^9N'7Y(VD$2J-0F@^E!5 ::WCW!\-*
^SS/)8+,RE$T62*U MC\!2-E#/2.07=1>F8NKHI.%(QQD.^L='>NKS;*T!J D 2O.AM !*8PWOUV P M&IG#8PU*
>_PHFJR!NLMOJ=0\$\;+>?W0&0YMZS]WG_YU9SQ,8[&:EA.FZ==- MG,7;GLHD2=<&^VS\]K-8/HJT<358G:KMW2,J,/S1I
:4SS&D)H5GXYJRR&V@U@=N?W]AZ M44-;"P#J!(#2")1&*YITB]BTY.A#TP90&M.]B!":EFNDE350]^BMEDWZ2@.* MQ3-*
*DZW4"I7E0&H'2:$4[?]/*A_:O(?2V.73#Z$)N3*A7.UUK]WZMF;[I74P M9*MT J5Y4!J!TJAU:E,X*7EHLQU*8Y=//X0FY,J$K]U8AO9OIU :1Z4*
*M1J T"J7Y4%H I3$H+832.(HF*Z^V"]AM[*M9XU]>FOMV5K+CAXT*X'2*)3F M0VD!E,:@M!!*XRB:K*K:@&!?," TSQN-*
_QE(:X+Z)%]+#VI-@-((E$:A-!] M"Z T!J6%4!I'T62)UM8$6VU-^+8-=Z"6!"C-@](E$:A-!]*"Z T!J6%4!I' MT63%U98$6VU)@&R^H*
*[16H%05P*41] T:FNZ$!9 RB-:5Y#",W*+V>5]5"[M$FRU*P&P>XXZ0VLU0"T*4!J!TJA\VF9WG/(]I1_+ 6I1@-)8TT7T1^;0.=$# MU*+0D-*
9R1[WS'@6[]BC8:H_"]VZ H\:WE@/4L0"E$2B-5K2C+77GK\# -Q)0$]L6-I3F06D$2J/.Z"TW+/A?:S3JAU 4KSH#0"I5$HS8?2@HIV89]V
*M!DT:0FD<19-U57L2G'?U)*CIK44%]21 :01*HXZF)P&:-8#2F.8UA-"L_')6 M^=M&:^.""S"&M=: %#7 I1&H#3JGO;>G8$SZ)W6O^:! ?*
*3\F&[:4/= KG&@7+.U MW;UH-4!@ M&2L !D !X;"]W;W)K&ULM9IK;]LV%(;_"N$- M0PHT,4G=,\> 8UV6;;D@3EL,Q3 H-A,+T\65Y*0;]N-*
'R:ID4<>@C+]T-CR M>Q[*+X^IPP-.GI/T[VS-6(Z^1F&;XY'8^SY9I%?G:2;%C,/WE(TLC/ M^=OT<9QM4N:OR]*
*H'%.,]7'D!_%H.BFOW:332;+-PR!F-RG*ME'DI_^3C?_(%BS_L+E)^;MQ35D%$8NS((E1RA[.1C-RZE&E*
M""@5'P/VG.V]1L57N4^2OXLW%ZNS$2[NB(5LF1<(G_]Y8G,6A@6)W\>7"CJJ MQRP"]U]_H[OEE^=?
YM|/V#P)/P6K?'TV,D=HQ1[\;9C?)L^_L.H+:05OF819 M^3]ZKK1XA);;+$^B*IC?013$N[_^U\](O0#.@0-H%4#% /5 @%(%$-'4*L*
M=>@(6A6@B0'Z@0"]"M"'CF!4 48Y63MWRZFQ_=R?3M+D&:6%FM.%^7\EM%\ M1H*X2,5%GO)/*
*QZ73Q=WLSOGTKFZ6Z!K%UW?.+>SNXOKJP4Z1A\6-CKZ\=UD MG/-Q"O5X63'/=TQZ@*F@RR3.UQERXA5; ?%V?*
[S^4KS;'T]H#V#,#:I=HM]< M.J>]Q%^W\0E2\'M$,56!&YH/#U<@/[YO=.?[1G?[PVVVY.'D8+@W/)SV3(52 M)ZQ2\I0#O.L-2_T\B!_11;Q.
*(H:.?D^R[!WZ/+O/\I2O;']"";MCJC"S6.Y/ MLXV_9&)%@K9=0Z9=0^^O13 M^3QB*S1[XKGSR-#5-*
*KIG*4H>T&+M_'0]3;/\;1ZC^P@W.;@NG/>.\YK MTT@FS-[!]!)6E!]/4\.P+&Q.QD_["0+(---2:5OFRKPU3Q*L-?5:/?5:[]17*
M#!\3_<009M@!9)2>Z(:0"#)OS9,$:R6"7B>"WIL(\XO?,,;$5$R3 MDK]FMW_,T&(9L'C)?_VSY9=MD 5E:3Q/T@VZ^(@^7[)BC0
?)KTCO7:R9<)L MF3!')LR5"?,DP5])9-2)9+Q!_6'(3!F9,%LFS)$),R'B!0::K?@F+B@RI=B"(^?KAF_K&90R.Z:VMT)3C1++:J_0\Z[,,$V-
*MM%5V5V7JBJ4(,*0XM? M"I(DP@ENU]C$F>0A5:GVCD&/01TD(F #'01T,$V D+81Y#88R3!S?8?]UIY MR_PP^)=72!?*
Q$\ORB,4Y\OP@SG;K&LO@_3_NW)!JZI@*Y<,+ MUDZUIKM$WJ]1*3VEZ32;*DT1RK-E4KS9-':J=-TF8C4-M.YGP5+,)FZ31JE MZ.4077PF*
$+=PJ8B%BZ0T**4%Q#B0P'H#ZFFIFABY0((=6P0#6/QH= 5$DU5 M+;RG;/O=M'9(?V]'7ENO&FB XX 0=AP0PHYWA0<<[PH/.-
*X5ON!XTT,A_4V4 M,F6E]]*J0?=[4?B$]J+UD IKHN\@BXBF#V&Y@.J8P\3:'(;I![QNV@RD=TOZ M9IW+:MB7W(947;=!5L?*
*M(2P74(%N@[!#;C<[=-*_16]5F.=O5F'VWL2KRP29 M-%LJS9%*77JR*394FF.5)HKE>;)HK4/(33- M&MK?*
K)%58=)NTT,Q%-32\R'"NVA0F>HT!TJ] 8(VW8W'1S:W\&15V!6 PTP M?*#0'BITA@K=H4)O@+!M>-/GH?*
*U]GK>I+ZM!7ZAX0%6GXH%98L4SB.4"*JCB M@6$'*A[:-#IH[V]XS>K+:MB7W(947;=!5L?M(2P74(%N@S#1[?'>@;N(I8_E M6L46R\5V3*
M9JRT-S>=FQM:HF,UDJB=-Q^^X*R(@C$$@3MM:[]H['LQ1.X"V+W/2RETX=B M\[F\R_/*^VVY6)5G@[NJ6K\9#LOI7;[,RM?*
%.E_)O]P6FV56R9>;3\-ROS03#X M^HOK^:>[JO[%\/QTG7W)WGUX_K#1KX:[E%F\V6^*N?%RMODMV>#B^!-&HIZ MP-;BIWG^4![*
*[-67O^Y M!_OWK <>_OP5/=U>O+R8FZS,Q\7BW_-9=7++_-[A?5=?'P-M]=$*_Q MIL6BW/[?>]C9^@-*
O>E]6Q7(W6,Y@.5\]_IO]MG.$RP"R&T!?]QXOV0>N.W%^^_2R;>U7MO\O;B M.GG[P_=Q_!>8U[C&ORR/.^Z8UQ/?'WBGQ,D# MG1-.[3 ?*
BRI;Z,.&(R;>8]7;ZY9S[I\,OA^O -$ATVUBT^8D\,F(4S_4+1/K M1=0)X4VYSJ;YV4#N^&6^^9(/SO_VET#X_X*
\BP2F^9ON_4T=_7VS_>W\Y57 MWF7RK5XY^?X17QPXC8U&W#Q+;H MM"5,5ZNI+!U&1T9C^U/K[SY[JZ]*Q:S?%-*
^XR5R7ZA^]WZ^+A8+3Z;>AVPS M@V[E2X;HEC$F6(P)EF""I4A@6O3Y/OK<>I->S'Z1Q8 LZ2JON)7UF%P!V!U? MOOB:48O-
*;+Z2U>'NUI7%XLTOLG[SJL);%V4YOUGDLA:UJOMF]@D,"TP(A]8(0U,.]E];^0[H7*0Q?-/W9:1&; M%H$O0A8U$E=BG65?AR*!:0X-]PX-*
K0Y-5C-+[B>0G\/NW&^:F+D_-%Q]$@GF M,]%,_2988&2[U#0Z&8 M8"D2F!:CT3Y&HR,FZQ%FLL8$BS'!$DRP%
*E,BW[@*U;M__3]6X.MGS=;1+O M3+1M+^ LBAAQ;'OV:^X;("PT/4('ND?PY+R]&VI+W-TF,6 B9T_8J.E6ZT1[MNQ4)37>KXNZ!G;R;V?*
*M=MMDG) IZVX&Z S9F_MX9Z2O9E^S=%[3ID[8 >7!/;I]LT*J&@I%IH>*L7A RM)[-:VP))M!VJ_ M0TP;X YAKB4N8 G4N!">O<@-%.$-*
*[(RWERP%N\WDHO#"-NU:%C8F:TU0T5(L M-#U:B@4'XH@%;X#)9L>H:#$J6H**EF*AZ8M ,?? 3MVM-95U:.^08J+%@K"4BA*
XR0@'>>B?]RNYH?J62B%RR$.F#9"'3'6A/F9A MX2@P2(=I"B4B"# @42C:,Y'B\H&5+';45]U>&SFF(=.N)0VALFY4M!0+33\Y
*M5+R;V'GWT^HK8K)D_#0M %.#P$N#==7@"6PK"$\>WU%% $F=@+_/J*F 07 M7-B ';RP[3/NN[!1T5(L-#U:!V?BY(CU%<&DOV-*
*4M!@5+4%%2['0]$6@B#ZQ M$WU:?64?VCNDF&@Q*EJ"BI824]4X(>%(C-]W6,7VB9WMFR76)% ;BP4[8N\P MHI[,HZ(EQ$EA *Q.*
*D*Y;TF!2F(@KA)#KVK!/ 0WJP73!J@63-VAK5HP+2%? M 7@=U8+B]\1^S(U0+9@GV7'U8-JU5 NH1!P5+*
*<5"TZ.EB#@)CUDMH%)W5+08 M%2U!14NQT/1%H @^L1/\HYQ!$I/N&S=TITE, /K,_" :46,G1&T1P$+3(Z2$ M!6(7%JSUG*D&&([M-*
(D!DQ.24/E?4V>Q3[6W8U]"!J!!J!V&<#>0P067M1! M P!LS*Q.H?-T%HY(2)LGOX ID-9!0%I?1VM>ITH%H'85P+V9"/::HP0 V+7T M_J)**
*AH*1::'BHE = G],5WGNY2A]-UP 98U^ZGZ_8+Z>WV%VF./^B.?V9[M?'<(7/OCG1OD<3OD<5OD7^**
*G2K*38_9)4]1V3@J6HR*EJ"BI5AH^B)0O)[^ M"9KE:7>W?+=)3 '.+GR?BF9]9K_DW@%ZB6X!JM0$^O2F>=K=-=]M$@,F- IX M8*0J5-*
J/A::[5=%^VK=UOO-PDCKTS@.V0'D =,^W'.D"IE#9"P':CW2IXL;T M.3WTW5YS;
*('[%HR.FH;/2I:BH6FAT]19'K,5GJ*VDN/BA:CHB6H:"D6FO[H MHR+TS$[H;0G#/K3WLXR8:#$J6H**EC)*
*(5_!#$;3NKTS)"LQ)5NAS\F5'[!U& M3+08%2UAP(,!9OX#K+I.OIC2$EC?-OU.J8RFBL>9AHGVEOO[X$^6>*_+.^Y/]0F&:@NQW(/V*
*#I'2(JS-._!%M M]M#;KZ*WSU_BB)TI&8$]1T;H]K^CC #8M10'J#("*EJ*A::'2LD(S'[6WMGK M!9=O(X<[Q+0![A#@(+ZMZ#5-H:(7*
K07O5S1;>[:1O_4NI>;Y!)F+0#%Z;F?TMK+/K1W M2%';_3E \7DH0M:\@"/4MTVQT/1H*56!.ZD*+2._70.YS4P%XS^\?A/&3:M>0A5.J-*
*BI9B MH>FA.OB(NF>VT\.5@D,[/6 #K&N 3K>46(IM*XAP(X22]%@CMA0#SO.L:$> ML&M9VJ@-*
*]:AH*1::'BU%KODQ&^HY:D,]*EJ,BI:@HJ58:/HB4&R?V]F^M<3" MY,IC5+08%2U!14LYT/E/ A)&[5NLHOS*9L*A41^P,>L%*
*3:J@Z*E_4+ZKGDL--WM2BX0 MSWSPOSL$CEW_@!U<>=AGW'=IHZ*E6&AZM!2O%|=||%^@*@&H:#$J6H**EF*A MZ8M R07"+A<PJA?*
*53 MP$UIP?!KITD,F 01(7S4/"RVS[2W7U]"4A!*4A!V2>$).IEPT!, &Z ^,(W: M=#+AI"< 5ETZF3CX&'J[GO!,G4PXB@F 74M*1Q434-*
%2+#0]5$I,$,<4$P2J MF("%J.B):AH*1::O@B4F"">+B;8A_8.*:J8@(J6H**E A 3HKIEMG5[55J" M0-<2[(B]HXBJ):"B)*
<))2P"LNK2$4&D)H7_$/35$?:0 %2U&14M0T5(L-'T1 M&4C?/IG^MN']@XI:EL#*EJ"BI:&@(93UZNMMZQ2-L*^SR C4&@%8 MA60D6'N*
E.00LF-F/$S58(R*%J.B):AH*1::O@B4/A+:]1%KQL-\:F",BA:C MHB6H:&D(?!V$L&@TH=)H0B>-IE?
&PQ0^QJAH,2I:LD/K^E8]TZHEXPT/OA2[M_I+T=]E&9K326^2WWG_[^_D?4$L#!!0 ("P^+EHH<3Q(Z@D -]0 9 M>&PO=V]R:W-
H965T7 M/ZYX]9+E?Q0KSDOR;9VDQ?5D59:;R^FTB%9\'18?L@U/Q3?++%^'I7B;/TV+
*M3<[#1>VT3]9.48SI.HS3RAWFKQ]YDKU<3^CD M^P>?XZ=567TPO:G:A$_\@9=?_>Y>#?=4Q:QF]=%G*4DY\OKR8Q>!JI1.=06*
*MO\;\I3AX3:JA/&;9']6;V\7U1*EZQ!,>E14B%'^>^9PG2442_?BS@4[V;5:. MAZ^_T[UZ\&(PCV'!YUGR6[PH5]*
*<3:T(6?!END_)S]A+P9D!ZQ8NRI*C_)R\[M6].8D&A;E-FZ<18]6,?I[F_XK3D0!PZ" SNPQH&=ZJ V#FK?01MQT!H'[=06*
*M],9!/]7!:!R,OL/843(;!_/4,5B-@U5'=Q>..I9.6(8W5WGV0O+*6M"J%W5" MU-XBA'%:Y>Y#F8MO8^%7WCQ\F7UQ[]Q?*
OCR03QZ9SQX"XOW\Z;<'6]J(&ZZX O ?R[W-X[YNW)_\YB_)_>W MC_G[:I(]Q?Q'0T#XL5 MN<^SYUAD!WE\)>^^%N)%G+XGGS8\#\LX?
*2*SJJC'97_#9V+ MN_8TN+UJZKLL-F'$KR=B;BMX_LPG-W_["S64OT-YA ES,&$N)LS#A/F8L) MULE-*
;9^;FHQ>Y^9M&F5K3M[]G!4%6/JEB'/3#1/F8,+<'4RO8=7Z[_GF@E%F M6HJB7$V?
#W,)LC1MPQY8^I@=#)!@G431JXFB2XN82!^Q3BY$FHCR6+]Z+ZK7 M0?
&:AYNX#),CE4O'3"5,F(,)WJ%IX;7=K+9+MJU6X7VI!>2/%GILWF# '$^::@X2XH+I=S6+]U($L+=T8 M)IF/V<$_"=9)'FN?/-:/K-
*IOTV=>G+=]MS"S"A/F8,)<3)B'"?,Q80$2K).;_M]CXW[?,*6[S/1GEADV+/34%,F(,)<^UAN5(-8!T/V;%A^?,Q.Q<@P3J)0Y56 M^U-*
*^I*QY<1JFT5EEK6D0*:E0:0XJS46E>:@T'Y468-&Z27H@4-/3ZMOF($F7 M^]24US@Y^^Q\Q*0YJ#2WH756]+JAJL-*
*"!UHRVQR6.M0>!EBT;AZO-H^8-(_J M0A>FBUTR\3^W\7.8|+0L?B)A21[Y4YRF54)E2R*N#.(,$OX_-FT7ZJH0,8ZKHV#*
*(;;&!K'B!Y@"!+]4YL.Y$?VK9%K)7,J53V/1(Z++^0Q0U7(M46D.*LUM:(>15W6J:T".#"VI;0&7<) AE'5!8RA+IF[X6U6:RF7I^>T_!85:*

*MJF4Q^I_9YW_-R$,4\S02JY%9)+*AB.O;X/,LWY#;7\GO=WS]R'-X?8(J7Z/2 M'%2:BTKS4&D^*BW HG73L]7"J5P,Q[^C1U&%*
<52:@TIS46D>*LU'I058M&Z2 MMOHXE0OD)]W:HT-1^()INJ69_<4-H![KIF%J6G]Q ZC1&C4-UE_;8,K,'BK- M!X|*5<4_O3\% H=%$4?*
%TD:FP%:[IJ:TQLP6_]T6Y;I:\Y R(SF/,G'UDW"2 MBK@F(I[5I^DI"O:ATGQ46H!%ZVZN;'5P)I4P;^YSO@EC^?8!.>+1F M4BG()GP-*
'Q,.1A=5)V9#A5646X6R?G@!.ZJ:U.Q'%[-W'BK-!\9@:(;*^M&% MAJJ8U*(CX6UU72;7=4_9^R-'G!W>H<"J*I:IF/WP D(LLU5J]\.+V3L/E>9#*
M8[4T9C.['^"A(6.F8>@C\6W57R97?YTMWUWS)&$IPKP)_(5C#&JS,N&NJ>X MZAO>#G8 0V-HY]+VSD.E^<*
0*'#G.P#LNON#NA%N!5YV?-_QF[9FR;EGAUP; MAMRD5,Q!_9 #AH:N*M3H!QU5@T6E^>!HF6[I5C_J@*%FZ=161^+>*J?LAY33 M-*
^RJ8JC**2K-0:6YJ#0/E>:CT@(L6C=)6^64R973.D$7?),5<;;NAILLLUPL119\O:GN.8+11Q53&;#;5E-UR^I? CJ0):5ZM<:V^GH[*
M:A\]5)H/C&-D& %@.I8"K7#)Y,+EF[=3RKEGQWVHPZF&J@%A'QJ*BVN=0E%' M52A1:3XX#-4*
HSXT'8MZJTTRN3:)OQ.2H:BTCQ4FH]*"[!HW5\. MMS*E>DRFS"+.%\5N7HHR49CR,GY,>+4U\4*M7\>*LT'!L$471^N4:#1LO%+9K75-*
%6YIOEYOP2I M]K[-D[HR(QD^4(4*I$$Q2K,X5E*!70X<#TQ/]G2@2S'5A[R<9T=5E0I\XQQ M!(#M6%!;)5.5*YF?EDN>5Y-*
,E!6U7!V#^QGEE+//7$R:@TIS46D>*LU7AWKG MX.P?FEQH^OC9?_ ,";DD^D-;XN7LL],'TDEM:@)5 K 42SQ;A:H$[M,>8954;55AE5I:*
(6SF\5FC8.=V0ST3G:G^=U8#$S M,', ,YLJ6O]>UFF->H 90/-/:S0 S'2%,HV-Q*$5_]03Q+^W__) 3C_[!#2& MA]90^EGI*
&;44OHW.5S4OGFH-!\;Z3") L"LFQV[J$\/GHZVYOE3_;2|@M1Z MWN[!3?M/!T_CF]7/H.M]/]>7#@4^]^EEL'O67HO?/?*
KO+LS%J5J0A"]%4\H' M4_0UWSU-;_>FS#;UL]D>L[+,UO7+%0\7/*\,Q/?+3%S.-6^J!O;/-+SY'U!+ M P04 " L/BY:=D[N'P,K !!Y &0*
'AL+W=OK!LFO4/CQ_K=*E6B3ZIUJJ$7^95O4H:^%@O'NMUK9*,7EH5CZ>GIT\>KY*|*
M?/#B1_KN0_WBQZIMBKQ4'^[(MZM54F]^5D5U]].#R0/SQ<=\L6SPB\J*J-:S7]Z<#7YX>4%/D\/_#E7=]K[.*=S*KJ M,WYXD_WTX!07I*
J5-CA" O_=JFM5%#@0+,.-W&?.!G1)?]/\VH[^FO<->9HE6 MUU7QESQKEC\]N'P096J>M$7SL;K[DY+]T +3JM#T;W3'SUX\?1"EK6ZJE;P,*
M*UCE)?^??!$X>"]/]NRFS.+!&+U3[V"%08*AD]\Z,C*M'_0Z2=5/ M#X K:57?J@GSX>@MGV9OU2-BB;1<7=Y^R!M]+ZMH^MJM4[*3725*
M)8N\BMZI+$^3(OI3561YN8BC-R7]1'R4E47F^AS6=W!@#JZ^BVAA]**GSEB M6?)&1W?+JB@VQ_"Y4F=*QT] LHDYG:KBDT<-4L5_?'?*
+J?3T^>R M"OHT>1[\=-.F*:R[JN7'HRC741*M9*&-2I=E552+393*5N85, F8&W:.XV0* MIJO6P)<;6B,\!GM)\Z0P\ %X);._[:CX8)AVS1$*
J*CH0'@T32I84-IE-3U M?KBT(!9V+EF .IF4R@0\-%;M4A2B|*/ #M!RN6XU!G*|".0Q:D" MI,NBZU?1NZ3^C-/"2EZU,(VB4T;$S:_?7MW*
$LXOI\^C:Q\@-QL-*5)__QI M\"<8#?B?0NYS2L_!-.F2>%D,T^NU0WO\=0EK='@(=%4D;0GJ2V8].K7_H*
MA;)JW'/!V_+2KRR!K#?)H7&$\ZJ2%?A&F!4.+?L]Q;.#LZ2UOHV6;0E<) =3B5;Z I@&:) M6/P>
(0)K$YY\'CWRZ;VHZ.Q!/BN'85\"RP75;ZS8!M@X(3WQ>U2N- , /0V]&5XM:*90$P]I$:_5 MK&X1;).S6,A]QJ>:K"JA-B)M:@0W]=*
.CFR,B#G!(;)D$=MA 66VHBH*_R) MY,TO0(,37-Y^JTEH]L3S! ;V Y,Z1_!UTP:O+]K6@;RW3(',,ZJ MQD)6)K['O(+PW<$9:/]/0_,S3[?*
+FD$V&4:$"P95I2%.DBK@5'/@Y_P\Z+<>#[M_7)U_+J/W^@1X"OLU!_\GRAKGWOY/\ "$!!U/2FI-4= C\ >1BIDI-B@6J MRSG+*
UAT4J*2&!&$D1F#$I<0-H,H /L3)!*;2@GZBG+-=)AHD+)*^[HYH%=1 ML)Y?*
MHH$6,1"+>5%]176(E_EN(H:+#!Z1S1?]05,%=+R\#>@@9J@R(8I_ 7X MKA4Q05!4%PE17YKH)=A/%:#'O*Y6YFDT+H*
XP!0A#1[^6%L%!^13GN9KV+?L M*F\ZFS!Z+ID \$"A$MV(@OREB32L&ZV8#5@K8&9<$6;>P QJ-8/3-&:R>3$/Q0<)VC7=*
0PSL/IYHD/,KB'-I M3C;GP\G9R=0\?((83',B&*N, 1{]V["S_D*C1W:1P$#XK:1D[<6]QP/95SPU M[,B1.U@2*EJQ XD)N3?=6??=$I*
<^0@0[2,\XJ/H#I#AX=G)$P>&AX^FDY.S M(_S_\N3T"&BC3!:$MW!2BFT@H,$<3F;0<$1DPH?'08],3[=S!*UB!68.Q.KC MTS*
R3*9FOP0X_#[7J 2EAL4SB[T')9[XVY-=:2,(@13K)$4%L@S8UE92]28&C4BA:0*O +GF"]R+V4C>B/F>14C#C:R. M%C:Z+J3$_=8!J-*
/@4Z"AHC((Q%[!: A+TK3LV<$C<":9@BD$CFS $W]= K$= MH^8N,M&G;E+PU9XF+]O6XY;UBOBT+Y/*
FDO;!D&EFV/XB[C7"O"FK14#E,#, M&YFU"/@_57?(58AGH&4$-#^#Q57$6O3R(P1+T M'_B4XS :-ENU=8IV#9Z]L<+B@KU8P%ERG8)ZM*
M4O-T@;\05;|<339|>]ZR>ZWG0 0E$9!0GWQWN4QRF(V#I+F7-.:M5,0PV3D) M3V6_@9*R-]"1IQRN)+8@AQQY)R*
M.BRK@\E2.UD=3.;;FQ_?O+86K.]@Q8&+BK3OE-5$\GU03).EED]I M[/*V[FJ25\U=Y2DNZ'@P!P%S=C>7ESDQ7MP=40N=*
H"='/I5_1F&3@GDT],(M3]G:*"1WP%,,83 &$(2^Y$BJ0*N39W\@1:[KYJ&S]X9@L^B.':+K0C6LCKKC M8#_&6=?-*
NTHRXIOK9$/@Q\VSPE8RK=>*U:@9<,PYJ%'(I'O.XNXH=(@-;@C6 M,*O*%@3PR5 TZCO%>(+8U+F-39UO#?IGD|NS2P#G_^STFD;_]8Y*
M^=]#L:JM,]TW5O4]!WOYG08+('QA(7SQ5XO^;1]9 G9$"=/G7Q6VVWW@@:L] M"*TA80PXR(G^G(W/GL3=SFMG^**
(5A+&/4#+CJ!0ZS"QO HUL73'W%M<*.:=6 MXD;32]3/U1]%M%W(*2S M$;]S/R:W.V3DQ^H\3H:#^#$\83F!%O%,?!(4^ B##O>-*
*@[$P0:GO#2*RY"' M4;_1'JB1"83\W'@O]PUW^JD2/&;(I<#:S4EA14A::|-RB>ZZ1HZ6^$&FTH+,_M$N<4AS%M!$PB3A.*_4K\F[|)^9X?PT-*
:&9L2L'MR'C^[.(U!VXFN"V"(T14< M.X 'IR,Y$/)L&>&&?G'XX)(S|-F)'3)XG"6>V$+"B,F+>U?GC81S $)@! *3 M@&,_U*
;IT]>1VC]'*/.+GDB:TOI2>F8X;K.68U^.#D]@14 <0>KB WU"Y_7 MVE$AO77^[.0B=!K"YHP#U/,MJE6O.[WBDE6+_^L41';\('":!:7C^-ALC*
:R"/VKQZ)9J".Z&HXYA MB1_#95N" F3>$#Q+1A*V1HM7&_OIXO0/HD[(Q+MW"H8".45:H+4.WT_*K6P_MP-2_T,8=I;[!P^]*
M\C1Q0A>=/;7RWQ>\C-&)M$YR@I:O($K0'C_3WN^0\.%92C++^P>W P].HIM|*
M!4PF*575ZF+C3CLU<<'Y;G5GB)FRT,YO\937!=A&Q(IL-I?|\L'\8H47S'?^ M[-G^7+8[4(_A(M<;YG7#KQK4$@&V@POVF-6I95:.#YT#4?*
VZEH#;?H"UKJC> M*N,.YXT>C?#O(S,%QCK\->^:5CQLYM'NJWVXW:'WF Z9<#")&M+K$J/7>><5*
M:'SND)@=6+WPUY)B=10AUI*S<$W^19@.5LVQT$^8VX?QU#\FJ_5S428-+B9B MS6E>C%(LH>XX\0_54E*1V*T>S&>6ND*
QRNXTC8%!39X<.6@;/=CEN*8DV2?/SD^##)S01!EZS4%MF=R*Q8JYEA29@!$O M+Z(LV1"+*)#<4;$K,5ZD-*
A(VH"B3AH4KYDYRWEZ0A4/&'UL0+M/D^"GB +") M!9V1"R>/;(LE'P/9@IA#\1R|\""+V:RZ1<I% &]AYI#DZ=?*
&HU\1#:8C2(8BLF&.9;5>/6%.MC,$1"0@0,'V8H?/:#KR .H(F&-%R2 MP$9G|?$,#@$7E:D5QR36P,$<>0\>E@3M6!SLJ9.,6*
%F\ST3&1,$DL^B2F,_ ML%%KVAD(#(9^$$-$3T8_=L%AAQE*;K5B[62F>*D6N5TR=VU\1GH':<_!SJSN MC)I/:28>\KW.:P#[JR^-*
U.>X'+L/=07#8Q"SBXZOC0J0E\[9(3*%M),<7:@ M&L;S 0WA*]=GY)/QRV!T?64'&1'=<80R438T9(FN7"@8=;A970'V>EH2K5A2*
MF(V@Q@^8'82RN, D(6\C]Q5]'/PI2%484RV 2(MF26X]+^J,$4'G-0OF3>C0 MG/:+^(5+A4^L6^#+G!OMT0PQ]E$_$0ZI@U#M2%@.)Y/*
J8EIC/%,S0D9:%1N M.E%-Q"'[N]^/;B-H;044)),%& A$BO,$+%210[=)T;+-9U(<+D__X,-0XG); M?$;JBV]/)ROZ%E,_]M+FF^2+8^@+[/]S*
ML":3]+)EB^@X!LT4DR/"J;T<#3A$F[HNFA36Z;#JB9:^DR&\X(&CM<-1(E!A M\(X.;^B@K'<_ NNP>ZR&$\&?Y0CG$A9 B24F.=#*
(AU&7W+IHJ8+)S3O"K5C- MVZX>(JFM:W6;L^T/HAQX<"_&0KE+R<9X]XEEBC\7UG?,/A2S75]]U;=YK$%8 M+[?"UD8_B*
U@QHRM3=C#-]2C\!0F)=W'FT?Q",";5HMSQ3H5/Y&^V7'98J MU1[013AFB2DH58W:C^2-C9#V-J4DIS1,4*-(Q%L6\IKF[%RYK)<;Y-*
=48/4S M)4 ;9\OKJYN?+=\:?/ZZRCB_VH]P7-VX&KU/U1I6=7X)MJK\^A+.& 9I<[W$ ML=YZ&3+D07U%6S;FLC]\J0!G/C5PI4!?BFY3I$M#*
J2@M4"$RG.PRH#XY5!0P-IUU%":"/N4M!1 MXP;HP#DAWY2U[6'5[&G1W"@4-?>RS(A-F)5P5#+G4@#\/RC&N?)@^=' \ET(*
MRRL/EE<.ED'5&7:/7M:H]RV.;3?-F'@,2B]H[IB'0OIQ"JY%@ M.L02=]P(0B.DEG#=Z?#H]R04V;C3$,0WS:CX6UL6A@S&$RY3/.&*
<;U[7/P(MGY.5S3N/]"2ZRMAGAX]$5&#UY2VEI5(OCQTZ35Z[^F $N*?(;1Q#0<5GD:!S MR2P=72*9?S3X##V/'+,H>AF]J*
CJX9,8U&.'P5%L1 M:;Q(WXJ-CY(CQL2[J@66M4*]G\TJ<65*:4*^\OQ8W3V[4(TLE1#<,"^AWAZ7*
M=!%XJBU@7B4GRL<\L>#Q98438Y=6[##D<+N8['.L2%-LH;SM5#L\')/M#JG1:)CIW948^4/+Z"QRK-PPIV M1\LZ1?*
AT'&#R_!B[HZBC#QI!$=T['^=YV>HZ8UP92P<85+E0PB CM-33TT!,_MCHC+]!\)P\1MH!V0$5$IUR*'A7V_;FD:?*
4%$UZ'TI#O+R5^LM(N%/"8*$ M&NT:'WP(1$MI'I0X*BN3 3*P0*J"X[58H O\6&/7GQS1R'RI9R&XU=L%3E*
ML>^U[KIGB6(])4]JJEOCT85/JBW%H#.&H2;D3[$]T1^$,_IZV4;SMB:R\B-T M?EC:PNCHN5?3M\?INT*
CX;O;7^PG=),YW#&DNFR]5BOIRA,JH])*JU]4'WMQ M:99Z>&JWRLTL^(3.'7PS+9*64MMI;W:7(RG=7D:]"&=_%-TC7@"",D)9LBY*
M:TH*D,A)!+M()7'GE2EZ9CXG04,$)8S'0OX>2KE_GN-:>=?.(,U[3"TG2F04*
M7W7EUSS)N3YT5PAH/Z;E19IDHN&MEB&T&G>L6>)A+O$#JNI)H1MJX=-C7SH_AI4_LC<=M P MII2/:5@DC)J;9:Z5:&_"?(-/)D0C?;" (9-*
*EL!RL=NW59+-XLA)? MH8>T(:$N/!<[.\%/.0@)3$?9=$/S7?8.FHY:H\9;-C:ZB_FT?()>,>||KU=' M4E)9W^8IV0M()JC"U*9P6J-*
[K:N0Q%&O D?BSM:5)X9S5YM?!K$?"MZ+"E51 M?J-S="6NLY34=COX(]9LR::[>LUM4 M.LNV_&X1N[.'YT'H]B"%QU:8<;*
<#6[EK]SY$1\.8"=^2(Y/T!DP#J8QP,FHB M%8QSJ3T>8%8G=Z51'L>J24 5]74**1\WI=U>Q16J!)M!TV@.U3&:*?T7O$]" MBI5>XO5*
;BCV8K<'HZV8QS[GE+ GABUEW5184;?E&-VCLC"7 S%$;:O2"Y#= M3X:QL]XHO _.3N'1,2F6F(F,/ QHP>? MSD*
""J5#&&)AQL&22!J6&&$4+(K=)Y4Y4O'?A)@A1#BD#@/R(M314RU&/0V(M)BI -*
",]7ABM4:W1OOF>S#S>QI&]X@96%G,URJ5)J7$M/DP+%,N2/<^"A7N2 M2TI:5U+F+JH<[I6:Z,]2%&'.DHZ=:L4=TI@CM5F,?*
E)T"4\MD]"SXL$=6!8@ M/BJ62)R="$YHX&8U35+\I#X[/L7KTBK9SL:;RSI9,892^03DHVU$YSQ M2*:7X0K<\4-*
0WSF+J9F+!*'<:T(_!+"M&-Y)+K\<2BXG!"/.!MJ&]7E)PJC- M.T"EUC?5 "-OL9N_*4VQ^9>^%QF/^EN\C9C.B/S/ZRD8U'A(8QM\U.\3B" :*
MUK3V\I>23>B7NHGAMU(!]^(,XMMV>7 Q_(CHP5K#= MA:JFP8VD9.;5S<6@3'X;A/4 V%WP?N! U9.[@ &M<1,<1&)VKE%+-'1:L[+B*
MHH[H_C'=TH 9WRJN%4&$;S;'.O\2<" ;9P;>.>9WE $+4GD SYB[M=E/IL[? M?'9-V>Q7[X$N@R]^@=G"1VP)LYM%VL1-I3L GHBC)?*
YRM(CQZY?/Z2&]+03B MJ%9W80S*F0$/+YZPN].Z-B37Y+HJ;[&_)3*\#_ ;.M%@(V3JBWQ9@Z3&_,#"*
M&||X4>,GES3NGCO>"7'I,/(U0+\',)Z==H#QB3AN=__],'XH7:GTE"=R^,V2 M+5! =\'92+CA57@|%*
<<>TX&JDIM>F6[GTBN)+BSH5VX$Q8%7VF]991W>*T977HPFQN_P](D'NQ.WM@G3/=*^_ML)F 24M#@$XF\?*
3B63QY\FP(9C922=F_(]@]F5S$IT\G\>7E%.MVQJT2*.Y) MR_-XUG5%V%C]Y=DH/=])58:NFT'9+I0L\=18_/7L:7]B"W)_[*
M$3BM6X&>%X#!'#,I]HD&2: *Q-*.) X$@F9*=KJ, /$;=1D3F_%$LA_Q_3IE MQ9ZZK[&*
<#U85GG\/Q<_+YA]*&N@RJ^^G_O6TE^^LY9T/ZVG;M+PK$)C%X.M? MJ]W'2AW+/!A"K R=JMVXVBV3XIKER>>*
(0N97'PM0^P4R9_'9Q>7\>7I^2[F MN,=2N]R1V!6RM2LI1'M)&C*T1TL^V&-1,;1!& ;G' M3K-ZUN&V3X:XK=< !D@;G5Y6)P4(S.*
<&.&^YWB'ZSQ;OE1$'C09-&;T$W-O" MXS/F:?>S7SB&*JST7>>:<.FZ_O;MM4VZYM_M6Y@7DDH:#H!L,,T&F0(E9_S>*
M?,$;LH>4)''Y)2%2'_Q6[<&I'M.C_LAO'\/J6_M[4Z[>]+@[AY905B5%/'-70"-K>//N M^&)R.CF>NMP0J5R47$TJ+*8NTW2< >MT"KJX0'.*
(F?JGS:?+NG]|&30BEQJ&.S^AF#K901AK*R@)/ / M)AM3$\QR9)QJ3>6*=3!5-6RW:+.F2C\G2INE82:B!>DK.@5:ZC@2X M.(6+!""&N3*
/3T3TH*ABAGSAZ;SO$O]6(H=](G,P$(59:W**LE%;50IP6]1) MF-'@Y2TQ]HH"PLEU\A:.(AMSYY?;KHG&QR,+BRBVA9E;KO4-:#,=-*

HNJ+%6<_MFI)];>A#F]H+^1V$D^PVURKK(UQW959H:S&FJ?%;XQE!EC,34+R>"19XID-W M9D$"?*|
(2)LKT,ICPS(;9WPY@403^%BO34N"@0]RT9-M%G%+?[',+T-ST MR@FT7IL2(BI+)WPHW'+WT8H[Y!_L;#V?^[_@X0Y{KQ\^/;<I,J?
U[DW2OHQ7 MJ.MS-EV*Y.K+,8@'Z,1!S^^.3<.W(G*.A!LPJ)/=HX+A>^)CL1GT%5G3VS-W M]L;6P8&BUX@;KD^OP>BV)$-
)4=38G'&Y;P#H5&(I_I2[T<=MJG-WY.7(58T! MWIC&Q4.=@K>W 1ZAS)Y@_H:RJFR3LN2L=+%?9J9#[95'.4V%V?
WYS8(J8==5OQ5B.MBEB.X=[83]\A! M)DDC^[#!H$;_\GQ"DW.?+;H4M!T!0P=ARUX-V83*M#C4/$"EWJA=H 44G,_W
M(^!>O])^$V)_390U6=5X|\7#R46?<_Q%0&A4WK=54O8YUA#PW14S%N5FK$S8 MU"2=,OV$!7.FCX\EH%[^9D!0(R$BXS/WH]X[I%
<7.KN]\P/5Y2-]6KXC6PLR M)GM])M"C GLIX+1P$[;#<#A]B)O#IQ,M=_MWX91@PUZ>2'$1[E7+V\&4DB=F,DS'ASH',=Y96[=CB\%-
$/$CRZ,'?CS%X>!1SWXO*")J?6^90M?9\$B?O-9I([2&2$?],.:^./>F'IETM[#KKN!]Y_KXCA)=EE5+]X>2">_:._.U;M9%ZIX;
MK;OIWJ+=\;2CB+74UQ7VVZ,'[K6WOT6M,4W0 UV!?TO=^1(8E$ $/@:4>>H M]P"5#!H))]%'OGL&!O^KO?8-
G7^V3E!3T+_FCI,ZDIL@S MW@N'69ZDTJ44N4BQKC%",@(\2OU+ZFA5MQ564-,BS(TIMG\7=\($=KJBVNNY
M""5DHA+>0C223HK#/0A<8&3.PM\V\@Z:B>[HOIN:&$P.H\N>8[DXGGU:Z)'& MFXRSZ]YLVMI5=O1V(SVG+4!<9VE,TL;$(+,C[+ !
<)W/-0>3D%?6%**=%R+V M0(/$PE=..+))VC6W!M$$([E(T!;Q#F%H[S,'T0!E-_MCG ,-MDV]B:!BP,R+E7Y_9_?O#R>/
.!AZG#>>H'D/&.CGK!-I!!0+H: M$4I0N!%S$G):XB,+5:TK+)-(J=D-V@.$&Z9^CCV*_P.Q2TN&?1^6]KWZ^*7?P?$M @L/-T:
2DR(2:R%SJ2AH$]7M%1I7E4CQ6Y)]5 MD2^KBNI]_ MD_%ND(0MAIMBY$&:WN'!&KHD;NO]:/>]).[O^K*UP[5JAVO5^BK3X6JUP]5J
MWW:UVG>[1(Q*:M3A,K'#96*'R\3^L2X3&X_%W-WORC#[QN'.L,.=88<[PPYW MAAWN#/O.=X8=K@P;S:H*.?
4_S)5A=K3QX;O0XW>QUN]C)= PXW>]F@P>%FK\/-7!Z*^#>] MV>O3_92+PPU%_^HW%!VN(#I<072X@FA
W3E<0<3@/EQ!=+B"*#E<072X@NAP M!='A"J+#%42'*X@,YARN(#I<0?0WN()(VMWZ3.QO?A-1V')$OCQ<,_2=KQG:
M>YOGT\,%0H<+A/9)5__;JX/^CB\-^B>^+LC[6RAVGAEOZ^B7T+M:;EF79BBC^X)VX+J.(!-+3%/CTG&-@6Q] MOM%EX4U,J/)N8%-
\MO=ZV=GJ;QM.G3^+S MRR?#X6+V7*'=4E(U!T""H$"6[0R;6+(=D9,-QNTX)/7=*S-[.+UP8LTST]** MJLG10A
'B/H"1I<>9J)$88DT(.H'=QA$U"JP7XTZ>=+[\6E6T0U]]N2K2ZB) M19V0PA8[U%"27Y^9H/FUPV>\LSV>ZQ*Z1V\
]7R'@9DBUXC]JLTVNB=^K"+>3 M">27EC$U!'ENTM'@GHE1-C7!9I-8H]9E+0P[X4:2&:AE)(8;T53& Q SEYQ7 M<5 !82
UU"A4CR#$R1BUTC)L(P7LE(C_/)S&DZ<7KI'?=^V<&.^KSS&GW/:4 M5ZW-HMUQ3T\>'0VVX#(@)2TT+,["EF'".=%R+BI1 [B=6::
C$\R4VX!L-3 MR+.HCF>%W3RX>"#%R#0,:>IGBJ2>%[S5?JKSMXA9IEMBV3V6NHO5.,:8U M6V 2PB/W@G"V1FV7D)R)
]Q*9L*19#V>-VX0SVX9 E&>;\X%#6/PT"\$:1/@! M<<$/6H2YR1B_T571VA3!(87L^I M^M/3B^-
SEZW_,QGI5+5(2?"\Z.-0M,9&N^J469KK-4S3#ES\F,CD*S+N!R'0 M^G.4:'^%-I1[%QR/XK?P4UM1/9(<9,NNF>@'%:"LDN8FI
PAAP&Q)U(>6KL>6KL>6KL>6KO^-5J[/@8+ ?[52Z6:ETF3O/B13NU:%062 M&_#WGQY,'GC?PE'/?WIP-?
GA:OK@,,SI'G_QXQHTH'<)=N4$&U_-X=73DZ<7 M#SAP:SXTU1J'Q%ORFFI%?RX58'R-#\#O\PJ,!/F $Z#61,M[\?\!4$L#!!0 M (
"P^+EJ9N6L;)A8 'IV 9 >&PO=V]R:W-H965TW/;-K;_*AAOIV//,#+U\"NO&<=-=M/=-)XX[<
($&*DATGF_9N]4=CB<3CX#Q_YP"HGJ^4_F060I3L;IGEYL7! MHBR+I\?')EF()3<#58@&*YDJ]0F_O$U?';1(D,A$ M4N((/[%P?L!2
M,>-55GY0JI\)MYX3'"]1E;%_VZ?RFH(GXL4!&+L1^E8< MO/S^+\/3^%D2&[[28"VF3&JF3'8RYU&XL4J@\>>
<:+K!*6D5ETNA8;'L$%DQBI_]]?+RFCX. MGQTQF"J@4^8V5I#3S5-65-I4R*92T=BZPKGQC1;S*J,&-_>^O'E]-2!^ZA2(
MS=812X0N(;BP5)HD4Z:"9<,425:E#;D\SRN8N9=7"WXKV%2(?!N'@7@%G,*' M,ZV6.*
1CQ6,P>YK$E"N2E@A&*7&UC"+!&EIN>SM.6!O[5)4(7/D'/!CR7.(_MB_@ZHE>/(PFB'(9
!G)F//T5(@0]C]AJ(9.%9R53.;A!CH++H$M2;8W*$G1@_MN0 W8U#]<3%(T(Q+W4SE13CE&2>/9$5L(#Z;NDL!'%"I.;1WP-[#,TZJV6U<
M+K00-(R1=VQI7;M_U\[_,8O:,=?L]B1*6(O,4U!8C/F>,#]\N> E,'<-6L'$_M70',@0%A+E7-%PQ<-OE,
[[8G]!]@K&Q6E96N%S#X6J9L%JK*4B0%,96SW5^K MW((6,E[2<#=TO]8!AV#Y@I1/"["SKH%<6@/Y(_JE05_Y0TC#AO&3O\.(&;2;
MKJG=E5U.,R_8(S9_QS7HRNC"LF0 3]UV(L#<4LW7 5/G22]&3B MPB4\7BT4>G&URF$T4TV-3"5H@0
Q78+:F\!7DQ$ZXMJ]6FJ>&YY8=]1X#9%) M@%'<.<$[S&T'1TGD?"DZ$,"4 M,K>SW3CL.CKD1[6'1..$,$\A'SP#]%BJ%);72/'':ED)'T'2[RO-
7E4&QC,& MO;DNJX+ZX6BC& #3(79PQ/WX_M4-OO2./7(,)F,I^2<01'H+3 2OA/V]9Q9W
M8EE8MI$#O076JPH]#VJ;-6QR@U:P9'YHL;PH(%CR;28P-"C470@64WCFV")% MT!KMNY]JLHX("IBTZJDQB@WLFP5T?
>I"$C!O]0]"Y0=7(8HT+_DZ+GGTH"J MB-33%,30F03KX1_RC(OKK04B.G""F\236FY<3SG(X!1!]J1* M8*8FQC$%<\Y=;
1:.,5#9'52D4]#VL%Z[/0@!#0#ZYN 5,MYJ]:%5G?KP+"L M4+LRL ZQO0@P*IJ4 _OR*?I3B@BWTB@(
K<(C52^C23RV@L0'(X"@@5A:W4+ M)@X#HU7,\7'."JYYLJA@J(*O79P!64%XN$4=0FA"'3%0O*DTZDA4K1(YY)3@_)&4MI<*-
'XFJ<@',/P08;HZA8X'4QT M2!HL#<9P9815:'(ON- %^'S>L6FG>]HRLHFOJ4@ WP$E8C83B8UL&E"?&PB^ M<@8M# G/-$,&]ESE*
MDU>N[9,%S,&28\(@,,)=E?!8K;&RL98'BDVEMROD6 MH:Q9@N\(JZ [*,_^JAI4B+O2!G[RTC;+L>I.FM:EM\?A%-B@1&;E3[:K!3H/
ML,54$._JVD% #WASJ8$/BAS7H.7I%^"+J8^@>-Q9AAURZSH\(%L*>&%I7BW M0GC-
6)K;F,IB5B\+YZ)Q;H@",Q!S7GK72L.GA.$14SE'AI^Z:AJ%<96"RG9! M120IGN+:>I2C)I?;UZ5K]#?7.U\[4="L6D*--R6H'!>7Z?BJ-
@90+@%?DDEX4R M1F+8G(J$5Z8&N 6X9+!%6)[7A(1"XQ:'9="I G9+H)-S-@CFN%E]NJ 45>] M0RB58,L&0I6M'-"4LJQL@+$K=P
;EXVTK@77+@'48)CB+A&$PB&K$*G+2F&4 M"AT217*D[;O121S%<0RP#NB!2$F!'W(5:Q*<93SY1!$FP40 #9"L;@9^SX D
M$&D[1QDN!&*:T,!&X"Q/"![W:5>S.E0HDD]4YQ0PI[)Y#*S8AEABSRQ3*W"(MQ%1\2!]>@W."4$C:%S(8M18\):3PF*Q!9J#+)^"WE[#
(6^3,*>NL%X);@;4 M0*J-GGYMM0 S)$;Z]XAVR#J1$-(UY.A!]MHA'X!9NDD M7["L;M8T'K"?
K5Z^!D58D@?"\2&N8\3WNO;8S&"COD'U#ZQ)>,]O>D789-3(M!?(JHJ8/UP'!L_*XR(8-"K4NIB"H0H^[K),1:"\04F623V5FPZV%5XB$W)
<0 MU2 M5(Q\Y*)$B>&J7'13H,/A:0WUWM;3U4I+Z9 UCY91#,]/@)GKVB B\J(!N3 - MF(S .*,_X>3D+BQNHV9UB6T.2%3G-&L L%"
32W-.1A,Y[$.D0HT81 /.FRJ MF(Q52*R#@NX-,7L4EJGHX6:#=@_T6#[&!X2O1!9G=ZWI89@;I/[O:1'+N]I MAJ7."")M1HD%+/B+X0O_X
M/5\6SQR9#2Y.2()D%?!"@!G#*)FF/NNJNS.U9,R@E#*<(K(F"5;]$-*V=L% MXQX&9 1TC0X\F0*20J)2L:1H ZH(Z-
%C/I>7DL("TI*P,N=!4)QVGR^A/XIC7&M%0R/ %N81,LIZM84'"L[-("[.+=H>#2 7PT?DMJMZRA MWH:A;_"S'Q3X[/ WB.=RMD8-;*-
M/TF3X;^YO'G%+F^NV$=50$IS/@+ Y@I] M;Y"*7XB*=Q23@T+R#\T^2U.5Q!K,G<-)I#M<:W(6'@N! PSWHS9]*#!ERZ1O M&I;
(IOH=U(P;TQHA%@:;P"\.7*ZSZ.H\#8+64B00!E34N6S;$$T9SP!-K@9 [PF[AI07B3THT MMT#D"_B.E?2U%R;Y7"/\11EQ52#$_Q*W(
MV#!D@CFRY7.@ &QJDP UQ1U?]\N-N>6Z4<7L46A@6R*30=?G_*:CLQ>G9Q3/F M9HY"#=D-->[&'#AJ/..D/;V>#)L\[LH];L;DI:.
5S>]E<5W,=M6$ M%#*5I,2="TW[5?Y;LZS^]9#B0U(,N?/N!>#_FUV;U6\?9X-D+&C9P9^1O-N< M&;SL"..'1-
TI06^&D!=/HR'OF9G'"-5J=2G%(5 M5/-6]SS,VJ*:8V@LKGX.9F[]A=V=<,]9*9)%#M%+!,0!/D3*ECA[>]O(REJW
MGEJK3G%T;5%:N'+:TS6(SQ*IDVJ)I9>DP=R-I6,HM)80.HLZ]"7@9.9@4 CM M7+K45/HRY$4=
]OI\C=M:QD0/91S0$$X6.#7PPN&4;G,!V:_^%=9[;IJ(#4C6(M=MZ *+3K=3E5NXSDC@7T$P,Y[$-+#E$[,C40%$%3U.PA%GR-
TJ$G&HNI[62] MHMTH+3)"LQ@_UF'\PTFD;J%+:MLK8?;OF"P@PT98J'BB)7"7=S*\Q=0#VQ?FIJ,+1!->\1
M_3;6.5I;G.:85)JRQ\9J(‘N_(.K"]1=*I%4T]<4*PHV"U]M<7AEAW"6LB"(: M-
[3_0I](SC.LNAEGVD%"0Y5_,L;#C<(*SCHX,*)\K=%6Z&RYTX_P40(# M^07VT#"H>?C>_#&\O"FX>&UY^&'AH_CY2+FI;0*<$XFN=F2-Q
M\ F\Q^1B75V.^&((7;[M)I58Y4B$+9+7!RUNZPURHS+A-CQE?R7.3=['VQ)F5!J7B+I9 D*XM.?#')25
M2T0(V_BQ.5ZPSV_<_(0&$UE:6W4&()39\](O:P=/_8Y(G?DK $TRW9H\>X[3 MZ8.&R;N8ZLYU6=YVSAX^>+LC @
\CN,H'IY2@W%T>A%'Y^/A8ZVO797D9?C. M52$WY1AUV;-#,%A>#'UMEY/=[/VMK31^Y'= ?*>T<#912@MA.U\^P(50M<10
M7*,2KJMXPQLJ?9%AMU H+TOH@B=#ZN.&FWL-0!4&ZE\P&>D7.X>2IRX%II7/NF"AVY+GX.MD3,-A4V@8
IIG0&%0_#5$'G9_C2E]CP_!:_(IA3PZY+\B[X"V7RLM M32J3S?)@O0A3_&ZK$WGE@0X<7=^I4:(.]?NBN'XV$'ZS\T>'L9E.FU95[XL
M"0KJ(^YVL-,%MKW+6JC5.K@ !W"A;8KKH4_*D5PS%?V\)2$6%FIV/T\N[& MZAMF5?XXE4MS>$9@!#,830<$8!BKWSI$(1,<*,(#"!:F.I.[
M!<]=-*+3?LB7M+-W3X# @',D16SI MZ0Y(-^#\JQPKN=_$E+"AW#JCQLXLHK?J94/5-DUO>J^JR-(ML"6&,])_J7(-!:!? &6.-
$WNUV"DV1!>"J74 M=457MD3ZA /#\$QK7I%+P.VMSL(PKN+!&=IGL159,G-_&!Q0@[:IR^?D6?['\S.21;@2_M9XFP-.8$I
M9^*,,63$5&3D(4KP:(<4#K%(9>^C1'2XIRA#JJWO/'I*J"$>/_MF?]\X!_V1 M#LJ$M\6:(-'M0T$C^#+>:.$%['6_^_U5+Q.W<^^^5?
P$Z9#&,.I^!E[:0H63 M9C"M;_ =&T;CX3B*+R:M9Z.+(0#84?CL_"(Z.3D/GT";BY,3B*:Y(A#S$(HV MF>$-D7E#[+$ZWWL??%JOZM5?
Q+_WZ&B7SIWP>9V"@^BRY.3UO/AB?PWW X5G4&I7;X;8=0'T<#NV[KOL[7WK]@]YIK0^1NKK%T2.OK^XOA>TO
MA>TOA>TOA>TOA>TOA?W>E\+V=[[V=[[V=[Z^^,Y7SQ[29>^+4?L0_I91 MT9O@1F5S%P(;X/]%S.V-]9Z;TY9GQ\][(;9_@+9;-
O>Z?Y^V/Y^V/Y^V/Y^_MV.?>#]M?!%N[>V#1_B+8?_9%L/T5L/T5L(== 6OPX_X>V/X>V/X>V/X>V/X>
MV+_C'MA&&8)TL"D[_'^X_O60NLG.A*ES,TQTLZ5.4K,MN=Y=5NIFQ<0>FFM'
MDK4!;_YM%]OVH\/^O]PH'],W7)_W7)_W7)_W7)_W7)_W7)_W7)_W?*1URUW0?SF M9#<^&TZB"[LYO+]FN;]F^8VO66Y7TS_;[>_=O5TW*-
N=]Q#ML\W97:W9[+-;OK36WDPZ'T7@41Y.SDZ/PZ?EP%)V?QN&S\Y.+Z&02!T_H MKMAD\BWO?)U&\=FP^=K>!)-
)A<$MQ]ZZ>O!@@+6Q(/1Z&C7@W@0GV\[M^F>X__6 ZUWV!Q2/@Y_WQ)/)]*NG=+PO+ ^TO?=9/F?]AU4OZ/='CIKG]5=9W M' \V&T
",^@:#\Y.#FS6Z+^4JJ ?"YVJLE1+ ^K@0'$ 5-H#W,Z5*_P4GJ']N M]N7_ 5!+ P04 " L/BY:D7>L1N # ",# &0 'AL+W=O[!G5R7SC^(9Y-
:K/$>W?OZEO@NWJL4LD)M MI=% N)I&_1B,?3X /@@<6,/KL%'LC3FD[^Y+J91XB>$"G/G%03_/. "E?)" M/(W/G6:T'](3#Z]WZF]"
[!S+4EA<&/51%JZ<1N,("ER)1KD[L_D1NWA&7B\W-MH9OV+38T7D$>6.=J3HRSZ"2NOT5V\Z' \(X>8*0=83L6PF#CC (@;8S"V&]
M$D[,)F0V0![-OXB>:/8'(W4/HOWCOBM9)Z;76OII%!PVRR5S.'M:H4D]7H2 M.Q;WD#COA*Y:H>P)H3.X,=J5%E[K HLC_,5I?
IJ=$(@YGUHV2ZT]^RDXD^- M[L,@Z4&69,-C$SI-?X4YT]- 'YR8SF#O]"#H#9_06US_G"1).AZ,QUGZQ_SN MUSG=&6AD*>V&HANL/\-L-
5DNDWX^EXN1(OO$O;"URG$;EX+]Z8'4 MN6H*#_/2Z7$8"/[P*FAYM?%R'MIPW=.&I$.R(8[S2U@U2@%ND7)IL0-* O. M]
(-0RCA>4%F@]I73_^% :$9UTZQ)YH'T/$WZ/(,;Z:M9]&"_&DDX#UZ3L98I M)D-%1JE77A0^NH %'"I#R/!V'_-4_G@7/PH>A=A:
M%=+H#/M<&VHAK=%_.0*CV,K#RB#,D74+/\]\6?.Z#.-005FPQ4-K0:%8E.1> M+L3A@._($^9Y;AK.%L?(A:.[?6PC71E

HFC3N",]D<2DUUO7;9ES3G41TGU+ MIC96J+9X[Y'5BI/_1QWKG#P6(710N862G#NYV"(ZY;W^"FD=SL$60@3MV6__
*M='_4GH<39OP%WI[3N>'6DDU5N&)JTC\?14#MV;>]<;8.Q\>E<7P8#98C^E2]4Q\6D5Q^F)OF67K'PX/TV"15C(=)FL5PR_SQ*QD!A_-*
MXC!=&R5#&K2#B>CTY%FD8W5M1)JO5M+S)/F(']Z&+_9&2)'"*5)#A#!+^N567*HIP(B#C3SOGGE\2*
M!Y;_=K._H;W#7F8R59=)]+L.L^6+O;,]$;JYS/L0W+W#V7W0P0&2932?\4= M/SL]W1-!GF;)R@X&"E8ZYG_E)\N'TH"S4<> B1TP>>B*
(SQ@Z$#CNV 8^(, M;X7X<"4S^2*Y2>Z$P:=A-OR#F$FC8?LZ1K'?9 9^U3 N>_E!13)3H;B6)KL7*
MOQ@9IY(DDCX_S&!^?.HPL'.]XKDF'7.=B)^2.%NFXG4SFR,OZB.8[WEK6XDJG092DN5'BG[^H3YEX%27!Q_]NTX'>-=!+_9"N M9:!>
I(&;2I6Y57LO__ZW\BX]3DQ6C-K_^]_,)I/1LT[ITN_C9P?(U3=_)"84O\&WH,#%6/K: M/0?L%8%E2W(7PYQ$&"@&=;LOLPX'#0^?9:*R]?*
*OA^(7E$E9Y8 D8$0 L^,T M*5 -W(D7@[X=]D\0]5.@#MB**P4)R!. ^"/&O-(ET2'2D&?R#^X,'YY8\7C,. MB7ZCEAAT8480;K)28A_L-*
CT8BG=RD<=2_,D!4.:1SR(%X,"]'.(MB#0,-45< MX!O2TA7,A$R"A-0$ZSIS0Q$+1>F^23AM +JB".!^?G$XC:
M.?)FCG@%R9_/M=6,%=C<'/C')DD> C90(7H@+F6D0:5B+=EZ2(!#\3X6/TD3 M++WYL9)[6B!D9DNK!#I%3FO8TO#1[/_S[++.O|
(6)]/A%"9+\A3F&C0_GYZ M";K/R$?>I=6@N@WFL+ZI,40Z(0[!<\[QYT2P,QT_?<\Z!8QYQX)\'V0)$@Y$ M3|
XEME,@WJ0R/2F@:!+/SSH3126.C:9JC7: KF7I7$I0F!L59:9SO7L1(ME3-A#8^DJ'CO+JM&S#]L9\H5HJH NX6!L=@=9:4?
*VU/E__O1*S;+*H!L%>@$F"2,MPXLH@@8+C(LM2"8] M1PI>Y2EH8)JBOYJ! \V#PX'TT'HY/S[X#!+G(#Q@ADNBPS',:N*
MAN,GXVD!^!S[!=)#@5..CMH ^=4CH?M?G+L\Y/C7KA_^?8_097'9T=GL./_MN?CP7Q?B)M*
])E@2_)GKE)'+96+6XNUOXI_D<[NS5)Z5]HV2WG,R:X>:,(MAZ>>P]-OD 'VKT&V>TPZ-AX_Z\OX+FCP>G1Z6 *DU]& M$ISY*T'(*
^EAK5% 2Q:W.LH58AO45;&/LSNH4MF/0RM#C!KE2%3;%F46X/<, MX1@(T!"A%\ R).FYY'D0-D-/4=8 AE@)5I4DQ86_8NR:,04"X9 "PP
5[_1Y?+=L@%$6">0?H4 MA^AS:Z(3^R#V*]=/G!M]"WR^#H"4Z-=\-H'0LXS"Z??QN!NP-E>0RZE _%^_M#D*"\EC7D$!!>.L1 @#). 1)2
VF+)=O8' M"+@$D M&\IO!:%MDH$V=0HQYX]85Z2)- ?Q) #B/V+PY@XTKG1HL;O_9C-;^!%H77&_(=?
MA0C#FUU>DS'QO$H>+S@=/=%*848,)>!CC2H%7/"A6QY*S7]D"TV&Y8KLI028DV9H]XT*
*M5HCQ^_;M>A&0*20QF(5=F:5$<0)]@@Y56[!XRZ)5MSXC:!> ""!/%^0 ;F&K* M),.MC4-U"]L;9.E"D9"&APC';E=^!UY@.90A17(T9 MSV(T.*
*(-\E#VU!H&"&\9YHB5A6*KO#*:N!-?PZEL;!I'V'K J042%MA9F4(L;% MOU9GNQP0;AC-RL5!))%@+P4*="PFM60"82 .Q>,L>AB7SDWZ16+-*
N7RX FLF MM3+G&N\6"D#!:=0)RFH7#ZXHFER'?W5('RVKP<<@',D_&E_VKMNW=+^U3 M!H?QT)NY ^P@,>":49I
*$:@/2O$&U9"" P$]\UVM#>ZLCH7FDG5(-A3I\W+= M5FEGSZC>H%_'*FZYOL5!|8\5F&NBB&N1G2'BZE5>E#MJ#65%.0UII,:]|<%6*D9'1&X?*
*=GRF5^YRF@CY MNEJ[*A25]ZZ 6;;5S8CG &XQN/. MO^P-^9,I?UV['>_#] -<4:KLJ<1X.T0%CGMZQG=B"%:%1M[%6QD-\;A@DKW6*
MVX&=RN60#="H[%U;JYC%?=X'0Z$GYZ,O@$).=4J]BGCG!DZO="6T-HP149.
*MUW8Y=&&_1K!/ORS:NQP7#SY*Z3&184(Z)/)KUPF6)9!F'$A;54&:+(§T68 T*
*MLE$W/BRNTI=@4X&F6M#3Y\;M]H)W4YD^,U*W'6&4V5^<6VQ"7'WU^3(4@/A+ MVMIRP-(:RRD&\7![OP>/V!4>K.?*
*2QG5*U_"L!Q]9@+_IB]G=_/HJ8;J5(P?# M2NM \]Y]R6%[+S=I\T1TZGMK3Z_G>IXM!R+5GPAQAR(EL2ZQ2/24#+&)N5O1*
*M\S599=6##]ON>U,QOFG:/9-2?XF]V#@I]Q%XE7/1QU\DL ?Q6(L_GM0<7BM[M*60@7W1HKQY5[_P^CD.H$,T.U,JA8#)KN?*
*>@58_)I4]0&EQY%NETV6B]:O.J MZ*I2:!$0^3D>URP'MAHNLJ!NLH@3>$I<'14S"C=7#;X>TRL6*LS:= MV/;XH2?V;CXC_)Q*
*3^K]#7Q[6O4N_?R!]$]_T997%)]G1P5=W/1OZS,MAT5YEZ M&NTZN2Z":N7">AV-;W2(-%^,M_KS"5(U,@@2:#6/9GOE$W^J\ *U/AB!>*
*[^Q MSOQX7Q[L3PY*M802(5W>U74XM7G7S>RHNMIJ'U_'50,\%">6D<_!0.)KCELD M^,V>-$LHH(!""O0::Y<"_(.YRN' P9=@@^HE@?*
G#L,"65Q,JT&#:O)SPF%<1-IYG?/\Y?3O4(44 MNA[3B2:^5IK/@L =*
(;/@W\>Y]=%&\N?!.CJ5Z(1K8!W2@%W=P$4VZD+O,IF86\;1_WF*]Q?E#))C^[;(M*'*I++ZAB5O,,*11E'9\;+1%%RP$)VI[ILAE!X%Q&\AC*
*G?^^(.C/MY\PQHD M7[>N*4%Q)>UGR,]L8W# #;>I:[CEBW*^S;9#_?V%'*IAUS=0:4?@=AP^*I_1*
MM5DK5)Z#2@;%T^R@8RX"XWL]Z(XG9J \"(O;.N"C'>YACJM=]6QIQ5-X]SXP MFL-%<2\2L$[U[2 W]OTGQTI9AP;1W!>WNJ(#+_%A%N-
*:#27=*7 M1C.ZPMX U)'BG"A;FB1?,-==:.Q?PO7X/$G_>V+S51G6DP5.'+>6%HN7"*+V: M0>Q1C0AA7R!"[;(@=(4>2!K=\889]X(3#TQK-*
[N=B(O2RYC#&+H(\O_56H-_ MGT>M#<&>"1SQ8)CU(2^%<8L'|KT6?/M!@O%E'-SMNV(Z7P_CKR+3.THJKR9I M'B-
*P4:U:ZGK(UHY*9QXG_YK]I?K3Y^QNNRLJE6NF3J"3\:CMD(=])"=-MG'& MM??8OO_Z^WYF,B)W1B]M2X=M#>>]'=;;-*
IP_O%U[LFO7WK5K[]JU=^W:NW:M MK]JN#4(CU:9&5D2UB'-C? '9T])/+JL,"B0(!HC-7YF %+O>!MO/5CP3N#\H
*M<"1Z@$;:6NZLJR"SE3(+U#'FA7/)=2;XZBQ$Z96.I*DT+Y+[,GDD07VH*3N M:CR;,.7FRE+ZR]|T3XM M\MUBW+7**
*[UKE=ZWRNU;Y7:O\KE5^URK_UVB5]XZ\]:!PUP*_:X'_[EO@&Y5(M5\N<-$N2N\[W7>?[KO-]U_F^ZWS?=;*
[O.M__Y9WO&T)WH^&=>\8>L_N]?MSY M7?7"[]K@O[@+?M?_ONM__Z[[WP>[!OA=_RN ?YK-,#?N'NDY[:OC_]?G_9Z M
*GNJ]OZ$QGUUYUC'X85O?#3+XVN**_![KY\WT_Z_]^'TXK]2&3R0T%M\UY^^:.M\W?-^;OF_&_5G+_KM]_UVXM_CW][MK?*
>')]NW7/_&4"]H^_PRW&4S:O;J;"M M/PTGV^P.:O!2N;\">R@[&KXE0==-BTOV_O8ZEJETO.M+^??M2VFM/GY!^\;& M5@V\/^RZ-
*/]@2__#U!+ P04 M" L/BY:2$'D<<$G "HFP &0 'AL+W=OKHMPD-?O:KA]7VU(E2_IHDSV>CL=/'F^2-#]X]8+^=E6^*
*M>E$T=9;FZJJ,JF:S2,("?SO5EVH+,.! (P_9,P#,R5^Z/ZL1W]#:X>US)-*7139;^FROGEY*
M<'80+=4J:,+Z4W'W5LEZ",!%D57T;W3'[\Z>'D2+IJJ+C7P,$&S2G/^??!4\ M.!^AA8T_/FUV@Y^?CG\^:5:P.<3^OQD8#4G9KM/:+S3
*MOVJ[!X=#GO1]M4T6ZN4!,)U*E;?JX-6__S5Y,GX>0M4P;#\7M8I@ X^C02BC M]VF=KA/B&I]O%+Z\3?+*
*[**VBO*CAS)0E?)C=1]NDK.^CNHCP:,;6219MRV*A MU!+&JD;1>1VI9'$#S&M;E#A^M$QJ%4>U,ZBZ3;(&_EI%=S<*'I114=(T2;0% M<*
*$LK*H!S4S1YC8_=1V4'8S2%BM\!$_&">3+/%*T+^'15Y/ K3%35Z88> M-$"X)0$!|]ZFR%\K'*
'_DC3U35&F=8+,,EHWZ3+)%PH>)0#1<@E;4 &HR6! ML "*0"Y$"Q=[(P]GZBN(#_H$@,L)=4N:.%%4@/M29;#V)>*P:@!3'23&4;I" M]*
(Y"E/T7D8Y'YZ>&SD^'Z?S=?XS'X\G9R=G9=/(_YY_^\SRZAN4#LJKH?/%'-M V@E KHHRFWT[M?HOSZHS5R5_QTZ H,S/?0(_)6#7?
Y%@WD8GAD,S_Y:3C(\ M'!W^6?3O?!\%^39_OX "?U#]MZD)Y &DJ%9'U39'!V:'3\J;@%TD.X\,($3*$.N/#5+KPEPS_MBFK)H$)X3F>0&^-
*"#X! MHEBD\9L50-XDP#[6JBR!KV4]GPZ M?KY-U^O[>,:+X0K]/G@>Q=)?6R+"K+:B-'4Q6P!<5T\PJQ656S;Q2?S3*8E6 M)C)[^KR"*
[=ML,U7+-]J7PY0]-!:0)S!I>G:?WO@.& 65!V"8WHZPY$N?H*U%&'X4F0'K=%!4]# MZR5T\T"X5M"-$+7?0O8]N%B)B3($!VG'YA1]
*M2VAT2.GQBQW;W9 TZ5BUJ M2Z-?1XB2Z'1V#$00%5L"8546&]F.G-488B.-Z#DX@W")=T*45\T<#DKT$8Y4 M*8^!32]ND *9=4[B9[-*
Q#]&8?3V.RTY"L#+#+6J.\,]QDF6%EFOUX&3;.@7$ M9X@2;VFDJ*85]7@LV\8H+"M2%$?1QSSZD ",T92,ADG<1+'*&?5Z3*DX3D9P-*
*D$X/XEIB:T YF>T%RFPT[05%GWR Z)X8 MIU'"*CU<8'%\3,-L.(§95MM2@?BZ,J@99 MP'M0%1FN29Z!Z-+LP14_PA%1.0@>OQ@%Z.\B:?*
%#E"7&%O$6F%A%! CPO%DC M,&=$@5/?HBK50H%T8JK[+4GQ9-#"BEQUAH95TW:&& E_VR'O,FJ@N$11H9B MS)E,[$20+0I=!&0@*
*MTO<)=1 9B-OXO((+2"8N>F:@059'"*ZT! $P#!HSKN$ M5HZSD#[#&@SA@_Y(0G#_28UDQ-=E[=#ODA@GX4P\ B7(1$9,^FGA"W.J#+:*
M%,0)2M)!X'=:^QTP%'RWJ7JD3VXD?ICA7S;,:5TDX2\2Y=JVU-)IVHSX M9 6K@P.TSM/_A9=:,!WLZ>F(.JH.0BT.6.'N"'.5WH.F-
HTLNDK\Q_01V"V MK6*N#[]=9 FL[AQP \IT4M[K1\ZA @C41ECM+SUL+BBEX;^?&EB;N(9.8[3@ M@_3/JX3W MT_H. %,N/W/TH?*
*D]T;5S(&*B YCEB2AHLDI9-*U#_L1:D[*?9)8RVW8.W$# M1UH+K/,:\,[X<[\S$"6Y*ZG=]6BT(T=&$3:)IT_.XK.G,T\%-,IB7:"!QWZ2 M91-*
BV(3R1R?QV=DLGDQG>,ADCE%X4ZU^ S5IG9]7#5+-Y$1OL7<@WX,N=E'$ MT?GO2?1!E6M4R)K]"2P;Q>P9;#0=U6&-AM*>B*
R18H"8>-03"[RB]B/Q? Z MZ@P+/Q=OACAT)>@*MTAEX*3 ;R& 3?C+9-U6@1'1"(QCY=@?60\9NM;_4'+ M!(CF&E\+5U4U^#I$U,A*
*PZBU$ WKQL$)W6FN])NRJM"T=C*VJ] 3!Q9O94Q? M=O#C+H.BC3Z:O*8/P8 !)._I3=&8824/A'B"4A\.%;%'8;W(=E5= .FC9E>2 M!*
*)K4:VI=?\E#FP<0W+BS&[U'WMP1V>U%S2&.%,%&B' M%'>YN&K298IT 1]KYB82D?5.'*6ED#HDM!>A/X^F(|('"4KQX^&X15.#$9Z3*
MURLLMXT%D#1(OS6R,(!^@4Z/+%-+I)NA$M&DU8T,RK[!6CF$TU'[4)DR:A_J M'^0.!9?T/@I1;4 &P;]V63%5&*^;"3U[4K?$7)GQ@2R*
;V\@M?V7'X-+_ ^ M6=U%+9[MTJU]3+Y<&.(:5^6=#-)==^_$#_\/.]$#?FQX#8C7"=K]9/N'X.P< M/\H<>4^Y4JF#Z&M0^*JB9/8N&
*!XKMY=O39.GBHZ1,5.K=)0WL 1+']R^C2>P?*MRMN# M-EJ=:],*T@UNG&/-6U##]B"[9"<(3DT\ Q!%G^ ?HG05XW-D]]H\S8F;YFCG*
*M5<)*B]IY9+D)JALOUK6\6P\BP^_^J.!2Q(-&_45PUV@RDU/X1C:0TB2!O$V M'>.I6G($\;*
*[2&BX^.O$>:9/&132Y(\!ZY_5>$22_\GHUKI']P[7$L4 P150 M-1:!NI X#[\>&:\OG@: \O#^2, ^7*ZT#,1Z@%-7YQ0T%*W%5=D>'6%*;(6GQ*
*MY8NNT/%_SF^XE=E M(CA\\H5031^E=R(R.(SU_QGELZ*P,0@XH*(L.F7CE-;S,ZAL9+).S[3).E?U MG5*Y!H&=K0,P'"Y 1K(_/[OWA#K-*
*\D.9+F'+WL!6YPM<.H;1*H_)XB=H/O2\ M&^ O1R$%Y,+!IS>)RXU(UB\6I=[0)B>?04JZ?%6SJHI^I3 'QT_8-]GBUY8<*
M@\PE"\PSBK23_J6(5K%T!L.6$? 5 !SM4K;LB8F$QR 70L"T)G2$Q>@.9WH
MX3XXE[]4CFE!)TFS!B.^P)80>SRL2_2=W"X,5V8D7WZ3:$NKON/;(Z(?LJTX
M)^J<9<6AJN[28B8VT$6,SS]H2/I:TS4:*Q<)YKA'JL!23;TT &5!4F@'!8 MQ ;NC '|H\I5"6]<.(;T^^2./"#)AKQ>'#E&FU25GL<>*
2"'(LR^+).[_.AO M4HIVBW9,NEMJ1=T($5I/5"ER&P&&]3M3.#V\]A3#V]HLYBD6"]6 9IAS<2)^@
M/VY=R]S0,?);Q(OE&'6Z(3^GHW!T3C&'$3C$F%#DG_T5XH4GE+!&7JSBOTTE MUYY5&ZW@HTYKT]J+'\[06+2JC\L#&4<@4GKA.A?
YQLK;QYUD%UOVT'.ZK1J7UB!:X,@MO3.-BG#O>F0A_EDRRPJM
*M:D5Y8;2]*1QU&R0E&#E(*O)OQ8,O%*X45DW)$!0:">4X&.\.L@37_;S;A?@3 MG)9H.@NX#UV+O.5I Q&#;BA^P\SY,T PV7-*
*F5XITAGBMM]Z^_^GCZWW8T\3<^ V'NLE]"(+LBGIK*Q6 M&"\8RIWIM;.B%ZZRGB'PC[;OFVTX[O*,,G8L///6$F!)9B@*
*M8!'=HBH/C&B5W!:T?:[7R@T*L#\8#4'*L*$/)2(M,;.-4K7C-6TCO?)0Z*C* M&*("-KT?(1I-OE]4$*.8W\>.5V48!Q0P9)6]&]JR>FF/)!*

<-1;1<2F!9 BXV MH,GDRV9#?T<']2)C/@Z0%(M4Q!Z;S;QSZ.,^7J99HQ]5Z2;-$C3] =>.PNPH M62Z-=@Z<3M2%?YJ.DV!UW'RGH+UNYN@XW_K8#QE)7L3S*':U<).>P&?$(]WA MO68+C)5.STTNEDW[E8"'!]>-W^)PV*/L8E9F=L=T*&K 8)7V/\WPXS;<+B+6J M$(4K1F\-NH-VOB)=6S#[@6#A_<\P]P]W2X80P/&V"N4GA\$GV MM@FT&Y^QWAC/F61\1JB3>@AU4@L>Z@.3;1_V@ UXA'B_#F]3'R2,BEHTI2#V M;HL%I96+TQ$S.5 8$CYQQS766O&.H!:ST\^IPUMZ+=;3(E)!>UH\SV9;7/7Y M0&))3L?D56.1C#2*";="*0\=QGW=;#$5PCW$5RU_SB[9KTFLLE.XU](GWUR9 M4HWXTC@PV#[JC7O8&;@(@4RSD,OJ&7?D':D9)_I:"R$8#0L69@;,R3 MQ(G%IU.8L&^H! M2(:^A]34AA8ZNFGKA.Z(-_:?6#>0X TYH-%6 0GY-2XTRNS;V3;+E'].J7Y MG,XTH](,2<029S(OG)("A](L.BB4.>? N?CVE]8D[#7 :M?P,*3R^N1Y-IJ8++1#<1-RS9B4ECHB'/%W P12N5;*B"6 M3'+/C5'8/H:0,3R:C+U(G9?(MZE@[7MH0CBY.!\M@"10\#%X>$,SNO<{GH53'*_9=:,C%2R#.-@J DL=KCT@S M+ <./L;72C!J>$H]=!BU!W%6]M+!WPBR;192BW"D(W$(^8-!;S0G[A]HP!, M'XWM,'&(6)8*.*UQ.#O,S\O"L/62>T'@Q,P08GE)D9!FW? W:4&T1!2B<[1N=8W94 F42OZPDZ7X99927-!4$7#:@SAW MF+KAO6MA7]>'R='A],A(S\V^.D<8>S4/9M$&M10@B5,#64Q7CLTK&=4M? 32M; MR5O38.,SCDDE5LJ M*)Z4#WQ2=BF^'+9AD%%2NZ?,ANA)#_,TI&*>Z=IQHGH1.ARY">K%#E_=+3;" M')%T=8\"50(-O/KSZXOH;#(!AV;\-.E(G,#-_46%V_57FBU)A/_SNTAZZQ[[$AVV:C\]^>(. M0%/:4V4P.;^7;'OF7&@JE5R\;Q4<9'#'>(D6G!X? O7N@NH"JY8[/"F-P3U M7U2'DXS8 '7*X!*A5LZ W;/CD_&QU$WMCSW->IR; 72(8MR8K955DNH8_&$Z M4J,8U"YD_*N;&)Q-_[V5$'[!@3M3,(,$RXLZSM+\"_$M8"\-[<#SZ$:.7]-[= MP(#<3Z#6SA5GZ^LFX#/6;121V":,$ "B"873 M&#I?;G6NV#-MOU;7'"%SQ5,5R>VK/5">;C) D(ZG6^1%E:Y![6NHV&5MT.?4 MT.YQ/AZ4R>KYVO<]@2V3EW-\BZ:.LG23UHDMP;8!&-]$W4_="2@U;? NBAR.5 M7'O!F@\EU^FE8\K/GR%0GW')H)TM-I99CP0VDO&CE-9,O;]+O1,M1W]UIB4 MC/42-1>OV%PJU.$6)0614Y(;QC:536KI#W.I/)8MT(D/@ A54;*D3IS?I'FZ M:38@ K1/'2%'^]<0J749&(7$X)=W8X-<]IKFLPR\&?Q&HJ6'.(:&L0D?,,8?O5)0DUS%3ZM>\TBN'4E/DU\"C M2Z9$5M1;%:_3>#)}ICT>R2T8W=+WI8UNO2$]6$9CD[;^$84@:$2'8UI%V#VYS+NQR4OIMT:^]6AESAA,I0RPGTP9G-_M[&S-=/3DNU'X'/TS 86.*W??Z)GO2>8%A-SQADTF;M.8;K9S+-G.@?)$6IWH M6X%9]V$_0^$![;A@,2]"P_6-VV\F:Y71H^G8>)EM#ARP(]BX+5"']<=,3KZ# M]>?(IT+YYYQ)WEOGTILB[<='W1%;B; #IS5QLS*,E^I;7)TVBUC2J/PRS8F1 M)L8#&R*BML-0G)VMQ^*+=EV@F#M# HYZ6\R3*J4R"VI5AF*/UFH7V*JZV-N7 MJP$)^*M)+W&) N:Q 29A0I^3V]+TE[81L$V%JG<'VFTY#JU R"5< .D/Y;:7$ M_B "ZFJT'075>H1BEZ!7$3%Y*:&!3H@=D& PX4;^A6IM*GK&,-PNEX/(%+ MU\P^""EH\-VK1%)L<@ (Q2\V?Y3!X"O2&L * KY>1X].SZRJD%1NQ.61[?UQ M")R_)":')$D9, [!^'OF(K7#&409Z8U+R$Z_LB"Q/4_VA&Q;HADPMMG6T2PT, ML+I1)YG!BX$]@./&H>%M=;GCQJ.\&5VEB<+!S:;U2[NC'S? SMS$'3*TQQV]>9 WZ3Q],(A"2(C'C:PR^ZZ#?6<UF]#M>?NF$1%2BEV<./,?W@,>E,-MNB/PCRTZY9:RS1@3A-W9\ME;2PT(P VV"9Y7FM8BC04#MN\!5#-*<%[C'&0_M,&Q&[/-NU^PQ!?=8"K"5]@(X2E)U\SJUU'-)OT.K(TY%25CEY\=#ERD@P4//I-4Y, M)^3 B9;)? =>_%:I*(P(CBK-#5$[A]S<9^(:)[)R>IS:95HZ%[M#ROB2D=P$H MAQ*,/9>0P:]=&XZ!6CYL[T+<*4XG/Z&.I=N8RW6[X X%IZ?:*CNY;%F!7:;T MJZ'>HNW&<#9$4]M\$8'JZC?[;Q+72\E76Z(6(<.!/:. H4Y>H>1%2T8M?.&Y'U>2)\[8NNL ME[!.VEU ?2WZ7;_7B>)Q3VDC#LH[_+=G'ZE,-J\:++A))9;%'2%W;EKLD20Y MJKVW6Q.A%9UFRB>8A/R2/81K0=V@\OA._-<\Y>DF^F(Z>UE]L3(=T IT_9 MS[;%8*[SH:YE#.I$,Y'"A:#E=+\#T" MJ551GV,KM^# 5X9?[$$;%*S5C":VWQ=SLKM,-U]2E<%.Q1WUOJ%-UU_A/1]< M%G&C6M^V!'(/.&U-;J^=I?//*!9C&;-NU,H$,);)!DPP@I!BR)RN3R%_;(#O M-<8%M8YO5$Z@?"B3-?2M+;EL^0L!L>+CV7+V%R] M FI.J23V0:=TY*@XNY0ARMMTNEQ;GF3$@-R^WL<[&GM[7CV;/T5[8RVA4.^P MT4"QT=]1!*H](T-.]W %5G_Y9^REZ>M&7&[=AE],:>, .JTL[&SHQ8Q1+?8L MJ]Q[L?'.E0ZM4EN[7@+ECJB+/LBZMV6HM5Z'W$;1&_9'QKLLY;YYTXM42;W; MW3$!&#*J HGM?H9)P? S#2B=+M)M$#6^!]=-)52\UY30%OX%^; YTAWX'E[U+ MV=K"8D=I4!$*@]J6 :Y;O]67'AX#^\M) 0C$?:Q?5XW8W^8Y;<1C^H6)/I-_3$.@[TQ,*0N;@'C2XZF76Z M^#_ "SYP4%M*@/A7]K'T7/,+)Q%; #MEZ7+!G6@47/0:)RP.C)UO=12,C*'2 M R)^#W5/[AD@^/INE9 SR2RIU!C3 -CPW6!YU_;*YE0/W()DO MK53Z)IDU4M^YDL@#0W:>+[SG1$>09\EPKM)AP' MW6>&]J3Q%T0D_%_R:K1EL <#XI!*3*S'(5W99]+\W#@FCCH$[?CQK;.)&LWK M!#+!,6N*_1ML2WM$16R3%9>@_[.ZXN>V\9SX]UCT+&.NG(YZO3=;!%K[]%ZQ M(07W1L[WXA%][=+I",8$!0A6$[W^6LO-B[:_RI6TJO":1T^?AK]_T'92K W0 M8)(]=3#"Z6CAI=@70KJ=K6%A<.<.[TAOBD>T-\|\'M#G#N] (0R+-M'*X*M5M6C15]Q4-A)[XHH>2\,#:/E_YVOV.F.V MR5GY=19/I=_Q_9<)X0U!61>6&%3/Y0JEF"NBLPS?MH-2^8%=DJ"AT9J'Z"457]QFRD&Q[\NSQ58#N?0QIV1JD M78;%[\#APKXK[:\IXW/HUH\>QK0'TQ@-<(U]>,X=!5:*;2VH/GDVCL\FLQ#* M&$/B2O6ZEMDTK'9E=WPR.XO/QJ=@MWF*>^*PQCU!;9:V]/IX4[/@OF1IKB% ![]F0T_4Y/V=-ZK=.,29_?]>D>CZ.WWB1_:V: <_@\:.HCS<:UW^L@P4I84#V;L'>%BWA6EO MLP5KN%1*45-$MR\!27"=IZ%YT$VK7YN9%6&_;*DXI]VK6W@G[=?LB2=-.J&S? G3A]YTYXS4 [?J9'A.@SW MI*(>8=I'V^P.3_U,I*8@66'$A6Z^Y9.36< M2B> (&91>!WID[&\=+V)^U"IE0G#,@O3!;H_<7PGD3$!BL>O[V>,LP<8X.2J2 M^Z3<&W^YAW""*M:]4YA--I^!GNF]87,?^;&_6ZW% (3KT#3ETNQ5U-'9ZCW#T MTMXY]-D3A0^N C856(=A+F6AZC16"!8+[\EO_WS5[?'#ZFU'W!63/&VZ?U-_ MR6W5.05=//S3].]G;I@H7.FZ$^0'5+B""@\B"+EQB_]0D.AAE;VCZ+=]"EI) M:)B/_#UB;R][A /UJG%OP>HG4$Q+XQ?:C[?A7NQ3N.KUT*F]M(/=>Y&E(CP-M8+O/3:L#[)J\6I[33KI"!PM1/1>@IQ(CMRD-M,PMOZ&.=$[U[/:*K,^A0_;P M*M*=J Q5C^[<;=W]TT! {]FCC^W3FQ:*B)T.^F23/<76[G#*N9O&!WW$S'74G M/UHR]7,S?3""4/]6@GLGDO_D4IP#T>M,Q*HT<&,5" ML.WHD2@AM^)!$Q>_5YP_Q5"AFW\!6G_:I [SR!A,DZQWYPD' /SVD+JN MXBW@A2/R>'>>]I$?FJ390% S[E:J!:BU<[=+*WXU!T&8FXA>8:YX-1BWR7!U MNOB"AL_]9EYD9AV7/W[0X K_^3FIELD? IO4WU^J[UV#NZ4YW=MLWY>=J0.';=N'$O;T;K>C0M/+W;.G")#NN)%;J'V,*3/3NV]P\Y%@15+>*Q, MZWC]VCI;FKR 4GO =3>FXX]N@)^;MF0!_Y3CH7DT?3::N=>ESKGFS*ZDD;Y7 M@G9C42V'Y^)7>P1W3+ZD;5-P41 MI0RJV=B+Q_6K%X_3"OY9O'JQB,J7!Q>S@ZAZ>7!Z$-4O#](<<]*NZ_+@U0M\ MJXZ^;K+OJRT0X,L#XO_EK3IX]>]_39Z,GP<&NQP<[!656,Z(V4RFSYUB2Q;[MIH'" L]Z**GML^_I?U,P/W/TQ3[/I7<;6\\[K*M(FT=M^2*?\\L\?RM**+@-PR;YHB0(PW68 M'--&SY6YAJNZP2[&5 UBGG:4-AU[KJ)6!ZE6EH$;BJ$"'!NTS<"/'.P+'G828 M<#"]$DTRD%W38F,+OD!=M@_%=[CS\%O=FNGA6^/F5[901T81Z4^4KQ!9=';S M/&A!O:WSZD)?/V^22'12E1.;ZW8^\K.TM/#2+6S3HW:2%/[L'ZTXQ'OPMF-M@^E?I6@6\@_M^[X<"]\7/ B,2"Y]N7N[B(LWQ;T2W;F[&X7DZ>P8\],DPFATF94D8AM#U$T& M9Q0S54J \",&W\/L\Y)_&S6:=WBQQ5-@0;^,"9R]@_MI\E6Y3[E.9A MF*CEPW@TY9Q"%Q=\UU:KEY*CE!D?E8238Y[(^#M:I-.#N);8 5!.9GN!,K-: M? <4XSK5+8WJSF7Q()M?ZNN-/-QX._29'23\&MY5+V,3^QX<7Q,P>\^&\@BJ M(L,UI<'J*'URA"6BG;.[,[HQJY M$H7, 8RS,J"%BEHY(R%SC'EQ#OWJD)#BO29+W0F($9B*4%&M>W$N!J"ESU2-&=VWW95-J/PYV.(EXCRX!2=Q29!(Z M'!CODSC4LA.N'SUQS=?],>M$>T(7125E>6_<&]U,\KY(@,,:G'BD;_@]+HL[M^);JA[8"/P7OT?4$L#!!0 ("P^+EJL^HV@F@0 +T2 9>&PO=V]R M:W-H965TR1RMA/R@ M4@!-KHN\5*=.JG5U[+HJ3J'@ZDA44.*;A9 %UW@KEZZJ)/#$*A6YZS/6 MEO6_37-G:,9NH,')+ @M>Y MOA'

*[?@>_$\|'"*1HVO4//<[X3X_@+%L)PCX:/.G8STH0>$;SQ;D*_X'D8ITCKW/GW>W97._C-/SP MGR:B=P)%F?13O@Y"]O0 A$[.LAMV\.S'OWG3X>,FA'6O\->T8,[8^?%O<[_S M'CLMG.F\7S+G/%VM@V1#76>/<^>*)T$2\B!V>)(762EZ\B2,RX@Y''Y?I0G; MP,')/H H#<(P+;''H>P2.4'NK(.L<-(K)PSRI1,DD?B%?2SY31 CP"/7C,Q8 MR*!]$3.K<1UL1$N8KF!"'!TYO^,&Y#;(L2 HGYL&"Q[S@#"<>L %L([EA,.D? MHD=.LU[^_EPWP(R U^.K$EFZ]#%ZXN7SH7I:8VGC8AY.*S-20#+>J5;"Z$. MERPL,P'\5^]+$'YAUT&X<[4YVA 9 &DI!G.'\+\&YY<.\%*8,9& MJX711H12IVV<.L%ZG:5W'"0]+.D*>>.&>"_"?T7J%$L&3?DRS8KC@F4K)PD* M8!FQKMK^=U-((&X'\H.,T58Y,E!AK6K@G.4YDP2U1R"&KA/^W^T!#JI_+0$ M:(W4&4<&1CWAQCP")$30)P:F9PX) YP^X[F%ZPJ>=^^W>Z^[M& (D0G>-98RN%F()=IQGM%35SY)3K5&PH9C%;A^.4IG%_,C7XG 7M)Z5$68.$E*PZ%4:@P6&JRC$P11V&&"/!O43 M>%66$DB7*+?:EYQE018N-S!IYK @7#IA#!M'@AAH*!MA9%KF0/C\Z">2R\/1 MX[W_!#T)/+, %"MEZ1Q>EF'(@"6R(Y \R"N>_.G+GR-YP;WK#<-"D)_^,CQ M9ZY_.K<;B!3^XX;67\RIV=_R.B5TGU69%F_DSB;#NO*Y'Y39>-2J=NZ(:?F M^WOG*S"@)%M)(HYA*5& [%MCK/'78ZH=6OV>9!Q-W?%H6+%?[LM3YH"!3 19 M?XQ_)48*@QT7@$$'5@4*RB7*QHQ)?:+59:NH(VW_IY&N1#\/P=)";ZNXTFY M_+^YQ(DNA%$-L>XHUP+X."E+%"6K#6-J%".+1Z6 "_MCBUH8#2!"AS .:%YX60X"/J0\XZD"TDQS0? #'X[P3^B@$J&C]SE16BM@X+P180!5DIR"%V*V'T68W$NR)FO@S0 MEP, 58K;1A]8264&\#-7F03GX .BP?$"L+S-*UOF8F[-* (SMFD5R+D9SN>SX[45(]G1<@W3/- MHA4&)X*E14".QR.O+U> = 2K'DSZ* MNP<#? 5'%'&ZSMIIT9_>^*&XR.BJM;0AFUUDR%T!]_NPMX# M67>^1\YM6'D;Y\Z^*\XE, ^QYQB/0.Z^$LPSH) WR"4S;FT9]D;631@\T-SJV MW[(\94M4/I/SU'7]CG#AQ)^XPV'=Q^Q0YF^"C>-[NYAP]%TQ(>T)*;%7R=F; M"?LBJX^@^+E,@*LFN^CC6\;\MT\? L:FO1Z"^V.I'('!+_9U2W/MN#M#KXHO0 MH"]"/I>D-HXA=&V4V,"+,<8[-(*4Y[@H"Z=,*%*M4.-N.6LDTG$:XR+N=-Y0 M@#_'F(!)2YGD& (XF;M!K;)/I5IY.Q;SSG4&-E@AVS]\3?L7#@+B&T@) %+ 3 M,>5(Z2'I2XHP&V!AR3&L'8CDP9*M<'D+)@+=_$FD!U3(;V7G%Q'-'9$D8$S@ M 2:XGV-L6J0(->GU,Y$BT2NGX(O._%A9&PSC@'&]P:P4 M]++LJ\?#+_(N)K<'.DJ*:E,_$44II'+!R,R?B5\ KV"Y!P&=ANI+Y(WN<3N=L MY8XHSZP_E]BVD$/Q(LQI5"< XL,/RO+82(H"X+-W_SIKG&-5Q@47X@=TG0A8%B6<;5"O MB",8('4*F0-]ME)52XUY3W6\H3/%#'507XG]SD.DY?AV;OW^T?%P;CNYY7SV]>5E]_] D0V:^')+ ^^^HFX:%KZKD5_*V=#\[_9F+7-/IO69I^YL/.X*V/3':=.DT_FDH2>V=L4@^L[I5T2O%DNS.B? MZJ!5Q H^;4ZO<9^^91*9GG9K9^S0SINKF,;(LV/JRL"1$0UL>N3;N:E.^(4V M2TPT8QG.WVSDIT0OXK,;G@"2A1,&S!-RG0*EZE$<'"F06,/KO?#C*) M$E:RJNO5(X,!%>P@)"RPGL526F?LK3-1"2H*&*176\ MM%P&HYZF@ZE=NN0/)D:55)W$#FI"8D#-G_8F^4[,K61-@@UF#)+7G;G,^:_;9 M8.A9JP 8$_BSP475,MSV[>;V'U_'C,L:5H_49LAU\L[QO:?I:]5/6I.XD M*S66.B'@/N")KKRBSI>P$ #=7&0)@W3Y5@TR805#NS8(D/C(5'2>761(79HC M!8N:7(]F=SPOD"88&9.T:8,HY'J[8UG(? 2:&TXA*CQ5 M>-]!@N8.3;VDEIN(N0%_!#KAT6D0,Y G%5Q9V %2UKB3<$; MQ")%8P]\6>*MD:H5X@V/-7>_;]O)ZS7O#<)OJ>+.NS&6UFLV_QD'MI8.LY%S5$C7AWGO.N1 !?G%/1NH#NDUY%80H &"\-QC.39BZF9. [2O[.'A0\ M[-I1)P$JV/^2DJEY_4]Z;'?6^&]'RQB!MM1XQ$(J?E,-6N?#1C3!76L*BJ5_H*;W41DA D M[R'UL!Y03P)%RFS5$27!0NQ*N] M,5)87!%&.Q&;K[-4MUU1(ZL*ZNZ2GP)P,09J>@**E6&B-15_6=5TJ,J,;P[(<)C(F90U^E K9A6^Q MD)T!>P9=K]1$*,Z:1(40F*+FY>SRW)E[$W4,S],J7,2A'&4C3_.J"\>M=(0 M57:6QK)$AS!:2HI7<+]Q;.8T:\>';T2M.=%-7"FO,3)QLXW4=.9O JH5K%T: M;PEF+5(Z+62^P%+I6ED)6OIC">N"!CJUS? +]6]5VC;CZK,'KYW$0?CB^#.&8 MP*[?P.2H"\A.^'\0QZ[?([UW]/K02':-6%\Q>FT6\;4BUA8[N:= Z<\3N/9=?S+J$[C&;_KJ+-][7LIK.A%W5 M&+6UHL9(45)9ZRP-&8OHTVIUL!W:?HN:I5I++;FYDM;TEH/S?KEAA+P.L;0*W M\],O;(0-!S(S+&6N'OV2AKG6=?QEGK!-^XE=;)OG]9:XW66B?. MJF6UU4,^K=/N3E]TBH_V%,9#E'K[0?@*RKUU,0]7\KO2SF-W//8_F_*>^<-> M66?[89RF)P3W]#I?Y4'!L7Y0<-SY7-_YZW^_C>#-1W/_Q/]2-N02&'_M("ES0ATP:,9V7Q_N_/L-D;7QE<'.F>[!RN_^@;W8$[_*AB<;PY/\61C-U_R MGN95_FUZ95&_N%.D)W28?Q&/[.!1$YIB1(*R^J(=B1_!SOAKQM9@D^'A$LP] M4._Z8$&:>5L->O\VN(0/,UK"1MVSX<+T('T;E9FZ1-%5QR^L.?F\S!(]*)0I M68FW!D7L&._2,?L!N6B@WX)]?#V23%71UKI*]=9-FG$0)Z"O[6)";SX!!W=# M6AVMQFI^23[7LW7U2]H$E!]3RQ+!S!CL#F$&GU/"1I@'0@4HHCD_!JLU,'.T M;7V9+"PHTXN6#G[\"HDH(/#445U:A6 B,U]I$&['4F7Z]"ZN.:6$#6)IJ% M0F.!>,Z;AV!$%LDHLDFJ,NMX :1$LD9LA4 CX!<0&_J9+/C'8\%4019SP2I- ML6^"*3)AC2%PJ9VV%:C:/)F=MDT-NK@(/DB&PTQ:P=:T,WKTCYXCA-FN%=HR M=/FMT*$TS"F-!J9YA)Y()/-*06)AF:P4[(OZ^2@5SP#M+^*^33S&?XO@3!N,A2 \8BE@>9GR!O+5(P38ZS!F33A68 M1B_,0E4MAM%%P4MA MBN,'=G9UP92;+#P(Y=T"_G?ON7&>EIZT"26%4+:LK8H[#*0 31(7H)Q[HPI_#M+301=.7L/S;N397+;GD<&Y5S3Q(W$"\O MP^6>R79(,(UN$!N02+*GHL69**S<,\TD>^_D1UU3L-C(QW?E.Z;P$E M%#70 M>7N*'Y,I#3*>^^2]HHX2^7/R<,DW3FZ M@FF2N2)0(Y/^[9=)]['S_ZME#$2MTCTP^7*/N1((DQ Y_&&+/4D4W,[(-@DF M*VBBWF2BIY^RC-VD(7BN&PH[D)P2T0Q,4"";50I?A,'*\^)S) M$R;2*/UT3''08Q@.?E&"(@7=W0_)U^XA7_2C?/3XA0JOJ-"?"H% (7]02Z^PK MP71AJU H+M$@+3$0 XBVJKI,X!0C:C!{1NB0N2%\)_C,(4&#QJL,5RG$:WNQ MHJM4T4)CL:&6Z!F9NM)R9ZAXU-:O2NCR*'$?P2:(T1](6@EN*!RF4?4S]H M7K)L6T]NF*AC6:EYE%'O\+WULK3)F@$%6<7D:Z5^8+02_@]-RN9SR1ORO5-W M/IO1TL"1=\>GHZ8BQ-IF[VDG?<+6^JG']T 3AYJ-7'<+=[_E[._D.]^A;W MG:+]CWS7&XU=[_1TT)2SZE%-T>5 M? <0Q?'PN+4$#M*FK_YIJXQ':M!S(R(&+ZZ$M>:@ZX5V!0N7"?]8VK>GZI6% MMC@D!]_ZFVJ/U_=;5,OYUG=*.3*R6_UJ-9$"4J.GWKBRM.V'1)H>%C$K MFY_V^VX4K6W^REG^E;A*V?Y_>4L/R%;^;[Y>X*;JB].K&])7;'LFKYM%B/-M0#'QA:FZ57^A[1E]C^N)Z2Z^#1>4"!P9H 6[@J'#P0Q,CDQ\PZSXHTC7])VK MB[0HTA7]N@3.8QEV@,^O4MB_,GT%_S^^S_%!+ P04" L/BY:U[N8 M^R8: "%9@ &0 'AL+W=O6 M_RH%C7<@ VU)U.$C/@!9CA-GXD2P/ D6B\6BV%TD*VYV,WU(YG[Z?4>=?9&R M/;,[V']LB>RN>O7.WWOUJO3BKJP^U2NE&O%YG1?URX-5TVR^.SZNTY5:R_JH MW*@"OEF4U5HJ\&NU/*XWE9(9O;3.CT]/3AX? KZ4N#EZ]H,^NJUM[NK@9X$KF9?E)_SE7?;RX 0)4KE*&QQ!PG^W MZDKE.0X$9/QIQCQP4^*+X<]V]+>T=EC+7-;JJLQ_UUFS>GGP[$!D:B';O/E0 MWOVHS']{P+3,;_I7W/&S%T\.1-K63;DV+P,%:UWP__*SX4/PPM.3D1=.S0NG M^[YP9EXXV_>%<_/".7&&ET)\>";,^>I%5=Z)"I^&T? '8B;]#I&>(U#W$Z,L1C\;XLFE4MOB\R ME0V\?S7]_K-=[[^9?G]V.C'_,? ##,>74,N7UZ>2(/[7%D3@[2<3IR>GYT(*F M7[!1F\G7WTR__D:E\/J,7C^;6,V9$_$9C7?^-2*>'_)]SW?U1J;JY0$XEUI5 MM^K@U5__,GM\\GR(/=/T_%(V2LR>BD>B1YGXN%+BJEQO9+$5ZE;FK6Q4#3[) M/:?X.5EDHJED44MR'[5H5K(199JV5:4R(1>-JN S)=(2=**HX3/XJ2YSG<&(M&;B*7!:I$NQ:\3-XNBK;Y8K>,A_ D/C;0A?PL)·YJ!OX8DT4W*E*"5W7KK$5^&%_533C7=GFF5C)6P5N M]<]6TWJR/\ 5X,1"%U/K&B+U:$@%OY&\(X4]=PIY/JD 5^_^=>=3B,H4EUYIBPE59;<2[W\1_O%? KN:K^ZK]Y^ MR\'>?*/!(@Y?. Y?'?+W)3P]!5OI,_/4O(*/3YWN::G9_4VTWHBE#HU.B+62; MZ::KVU[E=QDDS;F2-;Z2YBT$!9HT$24,CWY!LA$9"C-5IY6>HUM &)0(FN5&&?^6\8V#^"[N+70OS4YEOK MY,\3<9G)I2Z![J)LP0XRMG%X'-U*N1 :J]N=5E6^?;X+G7+3RBZAI%,0>V M$$%WNEE%_@?Y\;.NFZM2'.+G*-73D^=7/ ']-GO^\$B]*Y!EA<%D?AA^+K%C ML,#)4R.5!5RK5""9DBSD/U OK08B\>#KG[JTE;OZ]G^S_K./[5_<+WGQN34%W++5./KD(6+61D MXM2J;F39FTU5WA]'04G."O15/5HC(A;*#3BAC^*:$,N(]0.BN<\H*).W:EZ- M4YQ5H+?:+E<5F"D(#H8]<'L_"0!4" 65;FFQS^N=)6):_@59%?"8*A71^(2 M_6!YJU%VD/1:.'0)W,J,@#\HDGX&3FA=@OYD[9H^OZS TG.VG4L8$Q2%S3&D M[DZ#C#.U 5? $X,]1[@NC;A\K="27:0HNN#F*U%GF=\GQE<$2UB MJ0I5@=9BBHSN*C4N9M-60(BJ*6),.Y03>R(!7+:2.JF@_BSBC#3V[*M@ 4=&BQ"25 0 M=2LABL$8;%HA(6AC\[)".//@AD*/%=E.&$HZA2P(6 5461ES9 3XU!H 05(! M6&ATL?:)8X-("&;-U(A.HE&4%8FJ9+EFWD-P*AL[BNYJ0H\Q;.D#W/O=:*_% M4C^7LK L1(HD$%=EE*$[$/K5:C0Q-YLR9NAS)2O*SH%= !SJAOR< P6^*.!< M5 G3X9L[&<$]..P_3, <|<-&ZHPU N5;BY4">%&V#6_93UJ+$)0%OLZ*,Y" M8>J4")7K-<[,*(,0SIVNZ9$E6*MA"M_+TFVV#*+,\%.<(@U6*"&5]XJ&;RT" M-M@,Q08CP<,$^/#G-UR)%8<2817@M,A#*/,$X/XE,+A+Q0W#?S1IB;9+L[,Q MAT%GBL\L:.#U$O(0546TW*! [@+!'M8B&M,HRUW@1C0@NUZ2=9N'JLUIO2-E) M<#QPQ>IO;'%M$"-.!Q2ZN#3?XHSTX/FA?'AX^M N(":$HIGYQHL*HNT'L/D* M(.R#"Q-[[I#%E;PK=C(XAA6SLT%<8?R!]4RJ8(:1-\'(C%9)A2GK,Q7FZ?"^ M]ZZ=:<=\|9%-2(-.?D^H-_"37I-V.\\%/:/GI*"S13R#J&)#8<464Q4X7*"C\%44GROJB7P /)/?* M$BI0UW=U+M&ILL$2"F)V:$ZKP9C E'^Y'FZB']$2E@1>42'K/SKHN+ ML>D-@G(RI,/8=2=%HFG2/<1O43-0]21#4\83G-MGS2K&IK63\:&# ,U4@,Z M34'S)!) >UZH'1 *L1@!WS<,-8')$.O1(S+S4DAX(.$"'P!>%.G8R(K\)7G9 MIB2?N4#/!ZSWR;Q) Z.9DG0K,IJJYV$&N M0=>?#*+?857&/2!C PN74&#:V\()\ 'LOY< E&O$4,"5; $JLXYER);7%F#R@WX-,68F>>$3CXW\'JKZY49 MU#@?J]](6H49"#*J4JD"R((9B!D_+G]=<1WP!NN 43''0^QA.FT)IXN>K$(9 MA\?J9C@]%R_N_X>3/46/"=9U1&HH4H1F1(6F)!#D.BF;H,)DOA9+Y3?ZG@O M$7R(M^"K$_%SD^WEID)S\P-'!/EJZ2R9G3])+F#YOF8ZPC:/ISJYC^5-H+64A4:XAG(P:NB*OV3'9=T\ MLK;'L_$L,?T K"")1G2K/J=*,;\>G)X? P6HW6,ZEUU#SD6^G)ZX6G,EM3;X- M\PSXZBSZRN8\(:,IL@'FYO5>$R6_\7HMKY^+LR/'LI]5@X+UU@G!EX%QDV]] M0@/"3=M=Q>*N1W)!,E)/LM 5A$R8%@8:4_9P4,^2E=@G:8D\0&W+WBQ*0ZR: M^O)NHR]'%A#0[7)X+G"C]9!'62R J6A*3;E41%FP^=")2+C78&I43BUV5X(_M FPG=N8LH>%H.2;&B1Q_V.T>6M\YL 2>F[S)+6(P4,:%O"U)?/2.K=19IVPB M,:H\[_7XHLF^#%Q:*]4$\:K+]#IB82P@.SB.;8])>RBE0[91H1Z#.CBNW,+: M2LVW21!+IOEQ)]&E$6SVV][&? P1Y'@$M4:L&C1QTQ83U06B]CLL$,B@32%\F M$,99L!01:3S*=-[:KVK(IW.)#@_X'D D4P&S)(X:W]V*-1M^@508^>[J/N/< MLX&HG2-\V<3<'PH]4;+_D+ANV6ZTPMI+;__)BZ#!,EYAMU5RB ^/(TCD%$[M&B7-:OL1#);16=9<-7>XZ3'FO!P5(QXA5N7$UKX '.82&SAP.V: 0. <^B+4+ M9CN$+,-C;?=_#/DV=@KJ>ZL#!1_@L"&!]91TSNMIV54Q?%#("X2LZ$'\=9] M<8E1RFE4,A&E66L.;W5,NX>C9I"-"W90H8:&N!8 +C8]@F?MK=R(7RBS4< M0)11E 2OT;+8F>S$GC8%ZI270$HF?IE98K39]=MC*/#('3OA>YO&3%9:=% [#UFP3WXIHGE.5LJ,4NZ=LQZQZKSE M[7-8Z2&8SRVZ_VMTLCCNPI'>D'NCV "5.Z888"205U[]'5LTDBUXR%W[2%ULDYL? N&MMH63&W938#AI&,)] MUK@=_?[LP?F%]4;6ZY@(6),>\UC,XT#'/#LPZV-^SVU2E2&9*?A0"WDN>Y#' M! KL41=K:I? A[<329/49R,R8(+\0A1+7UG%EJS"XO5 /%5C$&QGNP9'1%&7Q M'"*J(W2;.K:]4Q:LJL,4N>63-/*%D#GV*_*^[1^@?8+YSLX!)MH!]2IS]PV M27+=*:FO-06R A\B0N7?@"XN6!>M<=B@@!*!@%ZENB;%($\/GA23P=Q^$PCM M 5C(K+,'T%/T,%0.1$KW6,_=(VIV_XYI>31 "8+,AYATT&Y8V"#Q,Y;Q=2T M]I6;Q6Z?W&\7.V.'Y_;@N1.WEYTQ0>E*XMWU@2Y16-]2T/<2V81V>0I36,;&:&L4,X91/1HP\5%)NT?) (_91_26> ?WRK&#$%7(S8*FG* MM040Q&V(M3E\%\(B![NL,F_D5K*YLL*BXI;K#=4XL"CG5^Z]2K#K3#C9+T;.*

MRULUV+TP&!SNX4"3'04$!%D>G$KQX(G3ZJGV4E]C"FUN0LE<.A'Z<J@,MR#J?>S/HOSQ9R:%.S4TJ:L1 MY#Y&[?NL E1KZ1O5(IHEKJX\N"!!8SK [J3GV1D7VOMT69=-1XZ(V9+='V.Y M?M@WAN0V=/>V(G%(-1Y? @=E9\PC3E2]@>9A([!46XA3EGB$@KH7M(Y0NQ3WE MWS.8@<"PY\.1^I?@9^#ZU*"LU MX'HF51%+:MC"B^&+#Z -0>5I!=&UZ>ONS34E77J+"WF4AH=M=[#@.=CI'A'< MU]D[.N>J/R-Q=V1E&F[9[[N.LE#*1 QN(]CIB4K M(G_HH'<=EI+=B\ZJQYPP.RAV$3 X,T)7P7&O+JH%I@2E#NKA,'X,[*OEDII" M<[:)'GIEE5&99I0.LP4*Q!AC'GXP9+]+- JB_+Q.Y!O^$&?/8,B#.FU2CA)^- M &5=JR8L"\6&JANUKI-X3'L24/*Q'/@:$$'3*!A9;G#_(S-BAF]0.ANV/7O. M"^B6Q1+ME:,U3.,,"A-K8#6S!.<%MTYDY_0\M>LH"%HP EW>5X6L%/A85Y#C=R\V<+=#5&N# M?5)[#XZ_U\=H!VT2^|- S_M@C2FAP^DZ!P8@,G+JK2(L/(2CH=83Y.!_4_))H MKC@5Z7P:O;%; XJM.^3K+KKH%&\K#^8&.Q+[Q-X;O8W?#7(?T^[U?G1AF6_' MBF+KM$"&3'[RC3WBI)!*+30>C(HAH[MH MT6WD0G;AZ=":R?Z 4Q6-Y*G:-H M$OOU;#?!-W;4?C?+S?=7[$-89)19@4AE'@9J-UH@%=VI57;,8Y)AO--?EQA& M<8<:G4#*BYJW%&F+TAR0)8--S ME",,1X@.P;?%]E-M&H^QU:K:S=TDTAWJ0XZ>[DQ$&7&N8LE*RJ}'-,R3 FQ6 MLF[,\$9#HWDNN43TQ>Q&.?L6='84 M>T84^R1'U[=3Q_C"&!P'#2M0M-D%G^KPX0'<%.!*=$6,CC"(5)KN1WCG PQ8 M9NT,>P_=N%LI=YX7H=/*JU0I]9@ZIK.G47UD'N+=NCB2;W?\0!)5L^F-YE(,<7GBT: M/Y<4]6L:C8A:=[MGT^WNQ]WK#&? CHUP9W'29..[SSUNHS0BCS]<=I2=K)I1'MJVSPQ&VO%'8DWO+68;(KF^RG *-\->6MG9OT<_"%&(6I_L57H&$])/^PH%NT MJOY)S6DI^%J6.5Z"K/0G3^+#)MUR]Z'O2GM^_9A:Z?WM$@;EQMW'OS<.C(M@_0G7_C4XAQ$6!3FQKM>E1J\C,Y]L"8(I7G/1\D*_#PY2JPCG3TV$77PACX> M[9".1'V.=WW[B;L]'V3V1G[-Y:UXK:KE2NEU(GXJ5P4\N,JSLH+ *A!(3[MKS^6629^QS,5B7@/AB=5+GZD\Q@8;&AK4M5 .!_]H+-/A[:)=Z&KVESM&MPM M%Q]3X95T#9M3T#^&MXW=B3H1LMZ%8:*M4"C:Y?T];R@G.(X9E# M5(9;O O<]C2;O:/^+2)? <3"J':6[QS!X@D)I[!L*226E[/1ACT5517O-&.) P2JS+O-., M$1]1G9>R(O?NG#)ETF8';N1D/FT=+=#=HQ68L8#B6]!8 GZB]49G"T# [NQ+C)\,5>2"=^#XSA4@CKF$X6[[B.Y)LU[0G>CLW!QA;]++;M'.8%\./JJBH MW!;4P]5Y941FH!*V'<==@VF6Q3=>Q#LCNPU]9^.J!7OH+D&WUE&3<=8\IA*A M1Z%+RJ2KHH]<5T8]>K,9MT9@[,8+]#(!3;BC=S[1%E>0?I UR:9:087WKF< MFUTG>C5C+<&=>G%\G%RGNSP',RDPU'"JLI:?E+ ^X+5P>!@OF^0@OJ..<+Y/S M.2^Z8;XXK'>K7*0;I_/P,\Q>/JW:?# M"]X,IWMW\PT9Y1Z&?301PO62* U>?+L67(R>SQVGB1L]CY+SK#1"AZ. MEX:+/L=AT!!-(_K&-J* [<8@UR1/;8S5R\[_3@*%KW8^#/IRQQBNB\ ^@H.(# MW_AO>+A/W=]8N:0_+7+L'^<_T +A:HGW*.5J :^>'#VY.. DSO[2E!OZ,R#S MLH'LC7Y<*?"Y%3X WR]*\ 'F%YS _>695_\#4$L#!!0 ("P^+EI7K30D M(!\ /N@ 9 >&PO=V]R:W-H965T6=W7*J:%F2WTDF58Z= [&9W,LG%R6Y=75U=021D,:%(#4%:T?WZZP< A1% M28XFMS.C#S.Q))H-/J-[N;S>5Y\41,IR^#K-,W4CP>3LIP]/3Y6T41.A>KE M,YG!+^,\F(H2/A;WQVI62!'3H&EZ/.SWSX^G(LD.7CRG[]X7+Y[G59DFF7Q? M!*J.3D6Q>"G3?/[CP>#_?/$AN9^4^,7QB^184UPB /HB7\F#RX,@EF-1I>6'-M?/XWJ3=TAO-%>:KH_\&/&\R.=!@4_#;/@'(9-&P_:3#,_JKBS@ MUP3&E2_N^+R#?!S<)? =9,DXBD97!=13E558FV7WP/D^3*)$J.#1_/7E^7,+2 M.,%QI)=YR?B=GG<-ONX??R@B&#VCX2<=N3BP9G-!\ MIROF>RE4HI (WA=2R:P4R)1MQ]PY#0JIVHF(OGCP0PG*A[DP8N__&EPWG_6 MA]'P!1\G,@@RN$0,R5C_$L!5<:BA_C)!-9E(@T4/"P!.E4JF B'F0PDC(+ M**9*_"Y!,5-E!']('+K;(&24A82 ME^6)E RR'*'BS/F MDQT#&,,%7]L3:YW@90[_V/&OK^]>.M@$\ $E"N2[F>UEI8"$%((\'<',"'$(M.RR\[5? %+%=2A<%/B2IOQ05O$J69 M@SG@#8XXMY1RD^8*8;ZEL\!OEB<*WM/(0_7$(#BDK6G$ CYG JBW!N*NBKI! M$.-2%MWKVSG:5F<4X;B2&5ZS.:)O&3E(@1_^\YK1WYS71[?>"ZXTN'BF- D1 MQL&8*F@%13-&0DV",1A&JK& [8%SDT^#O%3"8%L&G\&N15_>3X [Y;3J"O1OA MWDJJFM?-=BP!JH2^FDK@;D*_2W3*GH>+TD[B-W1+>\8AZP6FQA: /$1%]"5 ML1S$R4-"IEXY$24\$B/PA%`XB(NXQ(3(JP\!I&Y>T 9@>M@>C%*3? XRN)"& M+0 6M %AF3')QQ)MN82/ 1^#%4#ZY84,45P&M)\")66O377N2$=YBO34*M+3 M3J5UDX/8SLK'"NT-4M%+D:(X5VT:M7. ^;37J%L I8A;#VA,1(PV#2%,5TJ8L M5"!%-GDUTC"\0SZO?Z?B=;R$NA%DR6(&K$@C<7$N4S]P:&E!.!JH 4^<"2' MB]/>V9\=&K>3$NDKXLH$16H6EO152N998]&A>;!$!#IN5KH#K3G MG\ ND'%RU3ME9)SU@3Q:D-&^9"LZ,A1=4[;[)=K]R_MIT%2K/-D1AWKRY,S* MD[-NED7Q@>B@/UZ!BG@0*2E;VL(089!,"MX+WFP^QDZ"WP_# !(2$&[:=P M\8E,K>=!X@04)TDGWW:O57*2*5"7%4=`'"G085(7>2S5#D'_H]X9GP31)4_Q] MM&!S&@@9#'\0G+1H\ .'D!]QDX/56_@V_.O;- S>U;TAM*^J LPDD2'8,->F MX,(Z)^>GS_J]01-F ^M?05:!HP/'>X>Q+5_,!AC!*N$_10=)^ ?H1B+[8F"N M046;)$2 RV2*=OY4+(P*P 7)U(DM?&DR3>BX814P]\C^J0K\!>D+#2#6 4AI ML)$J,P/'X#@!*'D%F*+S%X%R(B@B?@ 2!SS !J(RR+-62JKQASYMPD;;)B9I M+W@K,G''/SD6< ^6@8812$!83>B_(-!D(WL@ZN#"N3<+M2'!X$N[<2KCS3@GW M21'3O@+R01W0*M@Z9]A6L&T'#CL72E7366TU<2C!,]^WB4D Z<)#&+1-R@7+ M.1LO@-,GWQ+$57W 0'A3\44&TH-*.%"1(2[>H[8'F>K&SW_*7,%4C%01 D, MD29BE*0D5)'8'F16@:PD#:KTU'&B(J @TJ8P$]!%HPA!X4GH(6<>XE;5!2#* M! S0DJ5/' :3C8$U (8)>. (YAD]2@])(*$*",SP(,&@J@ $] 'H\!TQDF!(M/"_D^PNI%!Y1F8H*1V.Z.DB*HI(!WM[E#CQ/+5?)(4^)T"_L;:#9 &A& M=? &YBN_YK,0HKQBED2@*\]% ZE?2P6@3&6SZT((89<(A*Q&-/UH<J8#ZBGLJBFJZR9SFFV9?HU,(FD"/Z)QQJ\(WHE6@!W"61XF2!A M_4Q1.O!+@#R!:Y&SF-:N[VZ"R^%9&+3NRPV8X6-U@,/W7>@>1"NH,0)#- ;B MGX#!X"#+;YO:1@YL8#]/$S1?%SJ8"!\JCE6^ X9!:Q;U MK$A2;2@[PYVO.P;_G#^PL;TTWO^E8XK7QMV!+YLK/96M"QDO^P |^\5>!I+(^MO.X9:OZME>+INY> PRM.T]H_T2)^X MUBSN1OBVID-W[CL9&5N=V>40//)8@@J$&4=XQ4B!/3"L8@YD3T%P5Q3>09'E M2=#2*BX2D=.\H$ 6F+/D)A9RG!I59Y0)"- L,&"$"5^\A*?*,-"GUR. M&KI[9UM+QCUSQ[":P7!J0 BJUQ%00$[RI?L#A\%D&AV@=+U\B8%1V86+.2^0?@IHMD.BB M7&FE/Y;2VP>.LX>]_?]Y_/7>](:U!W&8]&0OU'9!E(-C\;_\1(S70 79F0 & M;.*#N1="I@M.CP)'F[UEPEJE8V]WI&,]0^#2&@*7FRK=-6"^[)QH6U/@45 Q M4IDB"W' &&D#G1[L3SD[)M?(G'1Z]&R&-D[^C 6(? 1";F97-DKB 2J9) M*HKVZ6L7A*4;D K"E-6?W-4("PS\+ 6.:P)W@N6RO [+ 7Z0>EEVPZDJ$LU^H,E8UX1U)!E]L4T4,\UCF:J0?%@=9[9Q M$WVSEJ?Y/844:^24,IID">AE&"E0,"K*6\UQ&5M3!C:L%$ AYBL#^]&A(Q/ MB:MJ]PQ&]AS'P5W,F@0-:P*0&*5PDC"K34> 7Y&$"@EX\V01[!B59TIG R#2 M>>@[//\XK:S&K5+.#3;9T!52DU*\(=9T]7RL_81F[PKQJY?N6@9W@^$]NQ>+ M1HLZ2Q44/S;Q +PAP(5M+83GW+Z 4HLOC8.YD&K6 84-OQ\[>R%O7$0 TSAL[KV,E.MHBXY!Y#Q@3I8&UD[0]A!"@/3"2 MY@8618FY/G:4AV? 5%L$D3PE=^DF7RCA\4$B1@GE!\LF:TYHAP4 DXU*G-G2: MEVS3V"M!.*NY*#"JZPD'&8^#7VA-FP0XD\9#$6F]. M2YL79"UC[1$WZ+? @6TQPT/QK"VNY*V^R57%#XU1;^AU7)?G', 2E'KF-$8<> M,9IHO,,ZQTTG;\2.G[1I5+IH7W&X (AD*+08>:41-YY&T%N9V,+!++HOCM%T! M5CX*E;$ P1'$^;AK+9(-*A>2=(^KMRV4O!N+;$JQXTL,D=FLH>!G,.MW[%/" MFC_A%9$AHI_?_60#,10=AE7GE+F&$WP VD>+DC[@5HQZ$^C&JFCV-..<^$Q0$>=8,L_V@G^!.[]R*O"P,&)1MK,A?DT4)C,Y M3MAT\89K$T)^+:6K3LWS[*.THLW! !L61*-? A;41]8TGK$>"1&=P:MO$-R<% M 3*?2&W8^T 3TM?" ,?;H BV<5']8;9J:2T"%P.N\6LL+3]/S1(3W=ZP2>9> MMH#5<_#80CJ=#I+D[&- JSB9GD@1GG2>PZ(BSMU,VW%2@/K_I0)+ M$C !_S[P\%2[YS?ZPR&..=JX1\<)J5$&.$E8X Y:#%86ML%!NM8B(Q[2D^ MLP*=$T[*)5FAB^I"[MZ*SF+)6S[;Q"V(XX 2V@0@$^,T19(JJT>B/=ZN2Q ;A=Y"V%VR8MU4'O[=.# M_'0D.*JZUD^>*:2G! MFW\&__66L/[?K84EG4MM:VWN=+:;7L8/Z;J;-[]#(8X\8^UVLW4[527Q:;D"74F6T8> M@UPS@WR@FTZT:[# ,QCTC_X\,Z8<,')M/[LN\",^_I;)R>[]-VPUG?#'1=7?-.$#4O<#YC3E4(M/LKV5%AE P_$ ML2:5C* (2C"F\FW.R4\>5R$/NDM^MZIV>.Q<'<4(H."*\@@#,:K+-08MKOY2;0%75C5L"(HH-JJCVAEMEP7; MMW\HE"\C>$5=VM"/- JZ8%:^5,>)DRU7H 5/84&ODCP58L29*%APJR4E[P66S M.,GGL;1 <=!=!+A)OOV64[3EQ#_.PMPL,[Y-='V/;'D_=]O/D]\H3=YD])E* MI4= [2KO) [_I/N>MI<.W4\V>*,8ZZOTKG+DO,.H*Q$%W":(GD%JEQ1;C@S>< MW6#R(9:"[(#R,3!!SI%Y1R'0?<04G!J*@XR9!#X6=(V^")3- /0Z)0DRJDA24 MQ(47MD!)96-W>F>0\-#\>1P<&Z[4;RQRUE9#A@/M2[R--#@\@S..V&UCT[< MJ,&%9;QR0S;/=/4\/F:=N? L<+#-.5JXW0312>VW:H#,%(O:NB&]A3$Y!R 9B M5#< 8!\[^LKLS:$NT";JK]E-41I1TO8;P4]U$DF];2-G"6,.Q4BYF,QHW8/ MX3+ZVR%SLVO=# TDKB:4^F)XW3$O=39P0DWV"J:9)+X^T_NO5 !)TH.+^U@0 M4/# &A6K,\%!,K@[H1K-.O)BKROT#0TN@S<2^C+Q'L.:='VV?!C^09@PY\JN M$[5F6W5OQ%9:;TI54RQT$X23J."S-^SEI3XP)P# <"]YE3KW)!1M]OFT7RS0! MFD=:R70B%/$G^0 MDDJ2N9@8-4*39CMV3,0)4P@R?S'MBY4)$67K$%2MNIA6U#1P- +/%8&*Y904 MFE]B&V" *66"!<\VX7M9?3](#>2,.J'2=J!IEZ*[IF-0MYKP M$HPEWV([M^:OZ1K[%6854!^5:Q@? TQSOBQRF!PS%4D5%,K)%);7I/VCM2W#3 MK7>WMM[V6GROQ?=:?*_%5VKQO;I>:&T=[M7U[UM=[TI1^RYWW1)CT-V$8N,: M^IB">^Z=%EDMUM2NVPP4] MH((9]-AD-/;IA MV):%RH0&K:\,;=^/6X#:N0&<>'EHO?O5\RR!C.E5//DS.N]&C;J'F;9#M_4B M;16JP$>"BPR4SOO%QJ3Z'D)7""",3%,QUWU0;C8U/77KD@W&'DQY!\J4@N4% MN@+V>Z<\$ZU,A A<9H)8N-H8 M%TD*SQW30W!UY^(]$Z6^K.+CMMS55O2YWG><4Y>*ABN\W1MZTFV6[,%U^X?5 M^?5EZ5[Q[Q7_7O'O%?]>\? \:BG^Y7SG28)T@]EO0]YMDN'7&!!NF@&P&]!MQ M]U7W/!T)@,V+&^XU(;OO ;Z7);./2^_CTK^MN'3=L6W0W1SM'4ITA.V&6N!= M*Y5'"0DC6X2C;X:#]Q48FE%@1K0&X7ZMQ>H_N%6?]B/% BB5]R(-G4*9D,.B MM45H2-ZWZR M7;NLF[WITN8'3^!2L[90O[M%KTTOX@#]A841RCI.2U"+EJ-?A3H-JX=I@?>> MJ]V+LXVSKS\ (X#%%78Z^\41<063OTYW^,!XQPKS8,)*+Z;%>/SLR_9F\#%*E M=;\C\E#*Z:[2W!U[T6AU0GFS!*ONBV5FKMT]JZ$()C(;;(&AW8'? 9>/&V[V\MV,N+O;SX?_&D)>O+#5/6+&_>MU-;>MK*'[@S7$U(F'*X$/@%N;!6$A_6[>U8]PAUV)3NS#O %6N;+@2PGH1!K M,HK<- K;B!HD4..D6I'G$E,S]+>L.5+H9&[*/RE.I.Q0F[9EP>O$VW):P8E[@ M%I&1J,\M-T/0\3M^H+N7C'O)N)>,ORW) MV!6*KD4@?CO.Y@- NSN8K6N!N\7P9JX=-:75N7;N217M"&E MT0H>X?IXDC7-?IH^+TWS)K)"OY(ERU=WU=NBL4)K.TBGMMBY(JC#Q&(!3P1O M%- FALW;"Y2ID]54?$;< 6R?JR)1<1(MAZR=%J;F\FA%(T@GQM"Y]|;6D]LE ML&R&Y8P[6.I44 XHZ'W81EN *TV" [9M;"M]KAS+EANAB+@J=9;%@A]ZDNA;R M(9%S/I5FTV[W?D]#H$+3:I/<6=OG/89IF.,H>A;W96C8T%L#*$2"=JNG&/9W M>X_J_E5.W8T1;![-T)UHFSWC/V:$I7.>3@^FT/E>*T+$6(IXB1MM8,@6L>\F M6C%2MVBKPSM-DGYD/X- U+-9XQ:7E,_TR9^Y^3UIR%25RUUQ]I"!(NL@&3X%F MRN17F'(NTP?36Z35N.Z6_-L:UWL]\CO1(ZLMKC^:^EB3!K'7&GNMT=5Y[#>F M%'S_HF[=.^QN"HEO%3C\B9I@:]D]@Q7]&$JKW[%^6CW?^Z7YECK=E?.]%O+YN_]]!0GKZ8V*XTTER,F\) (MTDV+4D(J(E)W9U]]"H>8WL=-2.D5DG)6 MNE"SU'[RE*R3_LFS[_;O:ZT:/E*#N+?<(.Z5WX2W.8:<'.?#R=(3YH -[3<_

MOVQ%XFKLK=O%S]442ZOS8CT"K_EJ5I^FLZQYX(=@$)X,3L+^U:GWW?!J$%Z> M#-WO+J_"LI-
*+|QMXYNKL#!0ZOE=;TS\:OF9QQ|%#T&_-SSM^M@_6_7Q_^M?0^QWR==O)O7O3>+?^N\6 M+/*M_V[$8L/^17AU?NY]-*
SB#_P8GSG#HVLK[;=L5:U5ZUW&E3]X;V/] M86TL\Z_GYK=HFA-R^=<:4ZN^;Q+L MB?OMY6 87I[WW>\NS\#B.NT[WY
:.3W]GNK@/.Q?#!KV55,=#,["T],KNB/< M5!]L?%" &E $PR==7X N.&]\{'+"Z_<)#+L;PW^0V!?>?2/9':('W[G7ZGL_M>K:-
QDCF2;R0>HX&3$Z1^\X0L3)BF$PJDIZ?($O:*6.MLS=U>\2VOM-U=<+]5C^_T#0#[H]D$\\PFQW1/?@N&PXOG(SO MY8U,4^HFG 'R,
*()EOT6]ADF83Z^'!\Z\,[\6C.LULQI52B^R1.Q7%G*N7LL-\7*
MX90F1!SP&4WAES'/$B)AF$WZ8I91$FFB).Y;INGU$\+2SLF1GKO,3HYX+F.6 MTLL,B3Q)2/;CE,9\?
MS!G6KBBDVF4DWT3XYF9$)'5/XUN\Q@U%]PB5A"4\%X MBC(Z/NX,\>&Y]J;K!9\9G8O:.U:W'!^]P8?HN..J02B,0VEXD#@<4?/:!PK*
*M1B#&]Y)G9]&E(JR_5]S?:.]U!EQLBZ!EO!(3H\[?@=%=$SR6%[Q^>^TU$<+ M&/)8Z/]H7]SU@&X*Y+^U0(_#-+01626#M2F"7!/:N!$Y)*
*MX&C+%*IH.YP324Z.,CY'F5H-W-2+-J:F!O59]MP^DAG\RH!.GHP*=R,^1B,V M2=F8A225:!B&/$\E2R?HDL3H^M%@9]L-*
*C";%9EME.KE>/'/#U-MFD@R[2< M)H7:R4=TUDI^WDY^3D,@QYK<;M'&7@2!K?DYV\0!,(GRF*HH>$>R%-PNT"7-*
MT&A,FJ@4R)8B$@:H7,6YY)&Z)N.!71-[R4ZC7EX^W=35+3NJ@#M4,Q(2(\[*
M@%B"9G>T<_+Z%?;,MTT6;5>A$/'=Y>@0O7[E6Z;]]L6?'_/X1^4%!TF.P*N2 M)C=@M\]UJ#O*PY *P;,>ZD)$Y91
+$5RRG,!!A4&HOT4PR9?\1#?.,296=%US"_]&,I["9]B* /+K($YH1 MR;/G,\L%G$4L#7E"$8G!]43%
VA/23A%84R$4&$T(R!BR&9$8XA8REFQ^0U9 MAFM9M;$_\.N_FAXZIRD'S'M>^;_HHX!&;PB8$4ZVPN(@="Z%!)==IL&.8
M[L#P;^1+,::MU/SI=>8$+E.&;!4JP=WY>\82N 905EGO$ \9O2XQ9^M\\P/X#PVM(F3&'&)PKGL7&@D*'" M0>[(J,1T"M8"M5*
M#+N-.5UR!MQ<[A/!=T[7 #I7HCU: 39%ZIV@(U:#&QSH6UXD,1_ L]#-(S^ MA6(&ZD6IK3@F!+$-W),[!15.23B*
0M,V7B5$+D;0Q,;JV8;EN;P6/=O!A)6SE M@)JX+G[0 SLATJX(LVFS!KS98$;'8ZB9532+/:&ER\9O2A.#X@F%$(IZ&WM; MAFF:ZF\O/=;-
*N=#$6VBR$VI4+BMV6N?>KH&"!=-J*J?::X?]<>1F41!5B)*" MM3W##@)CBC" U\TA/5Z&\ M&3J5. .,W,'SLU,;8<#U_:9;GWK#K^?*
86]JM:^,#U^RU-!3.HJ%P6C/JL,,? M "#8MWV0X9_AU=&ZJ9K> QK M?=K\O;-.,\1'&T0SJG&X,@,$SLU6?LHJE9SGB! M"
*<+CAC6/=86J3"RG;6BZVX;_ZED%^XC=/SG4?W:(/_7Y I]-GI1BECDP L]; MF<-0'F!LU^9L#Y+1P?55OFDX%OZY*198T$($]81:3[&:X?*
*BN8=?0X)E2#+<- M-U*LJ4!H/?_V+1# ^/TQW>#;V$"LHHMN.ATI-;?/-\?2@U5[T$%W9W4 $.A[]*
M>63EVP0DO;&ULU5A[;LV$/\]A#L4":#>9>EM* M$P..W6[9VM6(NQ9#.0RT1-ML)%$E]3C9U]^1LF35#R5MTA3[QQ3I>_ >_-V1
MIRO&K\22$(ENTB039YVEE/E)KR>B)4FQZ+<9/#/G/$42YCR14_DG.!8,Z5) MSS9-OY=BFG4&IWIMP@>GK)*
)S:WYR1AJ[..U:D6+NEB=5";W": MXP69OEG/NPZ]528IJ23%"6(4[F9YVA=3+V%+TF>$_)2C2^D;)DQMB5FES$ M9QU3;8@D)))*
H;AFHQ(DBA!L(W/:YF=6J5B;'Y7TE]IV\&6&19DQ)(/-);+
*MLT[003&9XR*1EVSU*UG;HS<8L43H7[0J;7VW@Z)"2);NF6$'*'#*V0IQ10W2U(=VIN8&\VFF MPCZ5'/ZEP"*
<'HP0+@8;H+8]I!G%'TR7F1!I,?L$H4&2H0D3@LX2@BY)3-)< MA^OH'885<7S:D[ ));H7K16>EPKM PI]](9E!?_N)W? MLEL$],!*
[M0OMRH7G=JO$WXJLBQS30+9IN_L,:F>?DKR5?=S./B81L%N:W6FQ MQJD3PM'RW /RWD&
*(&5>9\/)S0>4M^JA#C=Z1&XG.$Q9=_;TOZ*U"%7:=B!Q' MY*P#X\"0(OR:=P?-GEF^^V.>P.W:X)&C.$@ LFBV0U+LK48O^"YE+LQ(,2UQ**
ML"2QRF(J1(&SB" V1Q(DC%B:X^SV^;/ MOHO!()]S0GG0 QG+KI"6"A\"Y) M9X37'D9'$Z"!52$8/T9'- -IK! XBX6!RUF+H^^,,"*
*[%&>C*N5"_ U.7;?- +//SC_"=F&9YJ->=B%\-U%OM9S7O\16)[1=\R#\VJT M3,.W_=UEIVNZ]V)V^I7R4;T>!I;AA?[!>M^[-Z^92-*
*TP#+7;UF!I+(,UP_O/'P'6%70X>#L0_U'-M0O:H!;UP"W%6%' M%[]#4*S "0 <_QE>_C5$TXBJ$QA8T?2=@7'O9J#WO?H\JV"[UO)?*
B%0T<'!8]%A,0",M%R0W4$]$E\#95M M4[3>S@& %O(JM91E @N-JUC7K6.?-,Z5J/ H!"UPA" M_QA-DJ*A=!A%G&A;E6/?*
*I@6GK("B4@.O8;E]PW/-+54?,-PZ=%F*J^I80%O(M5QPR7)N=IM Y@$2QP17#!\BT/?.,]R9W^@J[>6 TG8 ?G&W8M%HOU49/:"[*
*M=J\%1<'L ^P%]HZ#XT]PLTA5U85>"">Y>M;\/R[UG5%T#< / KO^(SG$:H.F: MAMN':N>&#_..:S@>.-ETG] WH6D;?<]Z@&?>8!XM**
*[>X#;(.&(>+Q*28)32] MVE=:-LOZ6D#0108P@I.*ID93^#MB6;9^^UA1N=3D#+#H9X6Q98#(#>$1%02M MH D&%T5LD>G&G'X[+*
(KUU:DE11Y0+K;''U(^=E+ ^ZXWWN)3PA7[7%!!MR'R::Y>K9].A_K%L+OF66$\ER_;HW8U*R5'\N"88<4P3P_YPQ64V4@OI!>? ?4$L#*
*M!!0 ("P^+EHN+:\C@0, ',(9 >&PO=V]R:W-H965TM^?8>4K"@;Q^A#^V*1PYG#,S>,)UNI'G6&:.!;D0L]!3)CRI'OZSC#*
*M@NF>+%'022I5P0QMU<;7I4*6.*,B]Z,@,/<+QH4WFSC9C9I-9&5R+O!&@:Z* M@JG= G.YG7JAMQ?<\DUFK,"?34JVP16:^_)&TH-!*
<"E"83KUY.%H, MK+Y3>."XU9TU6$_64C[:S54R]0)+"',C45@]'G&)>:Y!2(:3PVFUUYI#;OK M/?IGYSOYLF8:ES+_C2@8#(-W#+&*
(\ZXL18/(:P"=Z+<=HSW$1'46\Q+@'_? 4HB#J'\'KMS[W'=[@ M';SEU<]!$(3#_G 8A7_-;W^?PRKF*&+4,(^?*
*JZYJYBE5"5'&!_'O,L04IE3KUH0XXH ''=A@(OZ%7#MM*86!T/J2UF43.P^ M?J!H7HPUL)J6R9@!IA"*/3_:I[;5+MB!3H(2[B+=)!R82*
MNXC<@HN$Q\R@N[V#F%43,79SF+8,RNNV1J,,\&?*FQX=7A#97C,_R9^1E(_*
M&U349DBO5)QUP$=O2$5@/0[ZX__M^VLE#=&Z4=Q6)A>PXAO!4_*=R#=GEZACQ4L7RKW>IU_P&7,(M3[Z71&\D_1-H:C7#W.8/[A0];
*<0MEI4PH_\L8O>]58^P7<'M8&6+BUH97YS[M_<*S\/0\&IY&PZ C=<4;C0](EDQG@/0H4!FXE]$=A&,HI, =/<4VKI!6(GFY*
MY3P":VTG:CS>I"\J-?C MF IFPX6&'%,R#7H79QZH>L35&R-+-U;6TM"02TV8Q+WXE6XY,629%]UN?+093UQ$_?]JR_#P1+[^??Y_-?UU
MK:JE\L?D9KKXUT]?E\O;?[Y_O[CZ6DU&BW_.;JOIZD\^S^:3T7+UG_,O[Q>W M\VIT?;_1Y.9]_^CH[/UD-)[^].'G^_Y\P_S^Z6-^-
IY<^5Q=UD,II__Z6Z MF?W^KY]Z/SU^(AQ_^;I M??[73]+[I^B]X^/U)O>/2I^]FNEJN MD=']7]^JC]7-S=I:[_#:O,EG:Z[]]G-
XO[_E=\WCSWZ2;FZ6RQGD\W&JSV8 MC[7T/_A0W.-AN<[6QP_-(*YYL-S@]=X6*SP<6A7\/E9H/+0U?H'3T^'*
MKM'[63O/MLO;_+X=/=VG^^7=^SQ">_M/N,O;_+XE/=VG_.7-WE\'TGL'/^N] MQZ>]M_N\O_SE/S[QO8.?^=[C4]_;?>Y?
WN3QR>_M/OLO_D#V'Y_]_NZS?_+2 M[W_^.SW=Y_]EU?Y\6)_]NQ?OK3)X]/?WWWV7U[E\=GO/WOV7USE\=GO/WOV M7_R]]?CL]W>?*
_9=7>7SV^P<_^_W'9[]_\+/??WSV^\]> ^R_MV/'CLW^\^^R_MN,KQX[-__.PW_8N;/#[[QX?_KO_QR_[^V7__D$/W(388+4O
MO/4']TEXQ_TJN\;3=6Q'R_GJ3\>K[98?!M7B:CZ^O0_0V6?%FW\93[Q6]+Q4+Q;JOY_:<7[Q1C.EZ.1S>?_?I9GRE>)_5_/Q](OR]T&U*
M'(UO%O_Q_OE:M_6[R_VNQ'^K ?_1?VXTQQ9M/EUX6B3J^KZSW;Y\W;]_H- MP/O5-*
^7'=Z;_^)WYI=\HFG^^4_E'_1%E\'6VWGCXEK;XD\V5Y)HH/S];_N>6KV9T:I/_U#ZYW5& M&2^KR$!Y %[9K0\.:/F)\=LWGQ07?
W8_+AA+ZQFQIU]VS)[-K>;-_>N MEHV;.\V;1]7M:O/3UB_"/81I_UYX+3^Q=U\.8OP#7KM'9ZU,<
CS\KALGAOR!Z/\B_*>\WXLMP>L!W]OBHTZ^,[!'R M^^6_J.4'O/0WX7#H-[,XG.RW[V!YP.OQQW?P147DD!#YEHR]?X'YD>F
MOORC+"VI>O^SW#MN=UKB]>EWZ8 ?"FG)VWMNDW1-KU1I"=Z'>&M_Q4M+\C[\ M-GUP^@V5Z/A'63R^]XY?\%[J?
>NBZ,_'WT;+2O%O1E?5I)HNE?^23XOE?'2U M_-][=OV7AY5.]J^T?K/JGXO;E?2OGVY7ST4U_U;]].%__H_>V=_VM?!2&Q
M8BJ):22FD]B0Q P2,TG,(C&;Q!P2[^_B?DD%I!8 M2&(1B<4DE!82F(9B>4D5!!826+2'.=:Q^JH:$N:*H+&NN"YKI0P5ZK?:<_*
M:MJ\6^W!5LV7XT\WE;+B/U?S>76M+):SJU_2/1X+&"\6=ZM/-O6^QD6ZOB=(M8@.24TE.(S&=Q(8D9I"826(6B=DDYI"82V(>B?
DD%I!82&(1B<4DE!8>OKL M[_XGY\?]HY.3^M_]LSV/NSR^O#PYJS\N/_!QQ8&/\DO5N3 KU;0:!0T&V5P MX+=.T. 3-/F$BKY.?*
3K[49_.&NM37$UN9_/1_+NB_G8W7GY_IWP??U^^7 MR61V-UV^4V3Y\+[.:%VQEC/%7W6HZ7)?B6IGO>/=]W6:([GSX4140Z-8T"P6-
(P%36.AXKA6XBY^E+B+5Y0X M[VZY6(ZFU^NWQ9J:W.7SG]OCXXOSL]V?VX^-.]&UI9&82F(:B>DD-B0Q@\1, M$K-(S"8QA\1<$O-
(S">Q@,1"$HM(+":QA,12$LM(+'^>/.?GEY='.ZZ&EDA?'%Q?] MWO^1L! ENAI7TZMJHT8^*N+Y)YN)M[ABR
M60HJB:@V0#45U314TU%MB&H&JIFH9J&:C6H.JKFHYJ&:CVH!JH6H%J%:C&H) MJJ6HEJ%:CFH%JI6H)L)R;-
H+&_?"YKVP@2]LX@L6^?4.^>0.Q;W&]QD'C]>3 M_FB/'V>+Y=Y#O\U2YXI(:@-44U%-0S4=U8:H9J":B6H6]MFHYJ":BVH>JOFH
M%J!:B&H1JL6HEFRTV@G]%T='S\Z$3]%E,U3+4:U M1+5I"7#N[<_E&.37-@H
M%S;+A0USP=\WO[ZV_;7/ZS]W4VOJ_GO_%RW0"O9I/)>+&>';6_!S::G7L@ MJ0U0344U#=5T5!NBFH%J)JI9J&:CFH-*
J+JIYJ.:C6H!J(:I%J!:C6K+1GI[? M=MK?VP/)93-4RU&M0+42U:0ES;OW0)1CDUS8!HWW M+?[@5_.K:KHO7(\73UOX>CT3^&FGV<*
M33Z-I_=CS?:62'1(:H-4$U%-0W5=%0:HIJ!:B;J6:AFHYJ#:BZJ>:CFHUJ :B&J1:@6HUJRT9X>C.Z=7)[N?1OR M^4//^R?/;[RWYW&G9\^]?._2>Q8N-
*@]\^D;I[AWWT&^*M(1M]_J%"AN8 MPB:FL)$I6&;6:]IVF$2O>9I$LBIEZ_9U5;U3_/ELU;E6C>NP*TC^OBIFU[., MF]%\H=Q6<^5N1?*
V'\N\G,ZGW-C5T\ 2J#5!-134-U714&Z:@6HFJEFH9J,. M@VHNJGFHYJ-:@&HAJD6H%J-:LM%]=>E912-7S% M1[4"U4I4DY82T+T^LA,R*
M6(Y-<6%C7-@<%RS(Z_5Q.TRCUSQ-HWZD>-,;'VXBJ"R_CI;[[.[FVME.ELJ MGRIE7EU7J^YXK8P_[STNK(P7]P^]FDUN;ZKU>W^_CY=?*
5S7S\=+FIX]=+3V> M7>^MF.A8#E0;H)J:AJJZ:@V1#4#U4Q4LU#-1C4'U5Q4\U#-1[4 U4)4BU M M1K4$U=*-5CO2U=M]KY!*
*<,3]@Q0)=L40U:8G_[L61'0C"\EB_K+ ^A$73!%M0S5X%D!TXPG)L M- N;S<*&L ^@45R^ V[$CO>:Y(P]KWST60.7S;*Z,I@\=*
<'U1R0'];V_Q(V_Y M_;'E2^@ID]ET^75OR7OMENJKM]30KUU_]7X,T?TP4,U$-0O5;%1S4,U%-0_5 M?%0+4"U$M0C5XE>_PA-T/U)4RU
M1[4"U4I4DY:\[M[TV$E+->2S]V;'CNW MA.5:HORU36\[NJ37/+M$KK^-IE?5^LCN>/6OVU7OFZ_KW>CV]F9\=7_A<%S- M)X_OZ@U6?*
*6]OM4/GEJ#:_-545--036]YKD^5Z]'W?>=]#M'=,%#-1#4+U6Q4 M+7OL 3=#=25,M0+4>U M5*5).6:.]>"MDY)2S'*
MIKBP,2YLCDM+D+ ^R%/:WPTKZC3>R_A!7D]O9?#3_K]B_W8V7W]\I'T?S^??U MU28R65_E^TZ1Y7(^_G2WO&^(]HC^:5_]M_FI?
J6@U1;8!J]IIJ*9OM*?G M@Y\GER<[A\&+/(WNGO=/^Q<7ESB_$$MU% M:8G>SJ5M[?Z]'=Y<;D[]IB-3F&S4]CP%#8]1:>X>B';3O[H-*
T_^>.V$8>7? MBC.>CB=WD\;AP\VK=ZYHZ+005%-134,U'=6&J&:@FHEJ%JK9J.:@FHMJ'JKY
MJ!:@6HAJ$:K%]):@6HIJ&:KEJ%:@6HEJTE(,NE=&=J0(R[%Y+VS@"YOX@D5^ MO5;VM[7RX5;5;S&4N(],&D&U
:JIJ:AFHYJ0U0S4,U$-0O5;%1S4,U%-0_5 M?%0+4"U$M0C58E1+4"U%M0S5V+@7-N^%#7QA$U^PR*]W*
*MR.TXDG[S.)+MM<*SVVH^NA_\FES04BU.'CJ2,/UPLT[T+E9HL-'4$U%-0W5 M=%0;HIJ!:B;J6:AFHYJ#:BZJ>:CFHUJ*
:B&J1:@6HUJ":NE&JJW!8/?P,CI1 MI'W! EVP1#5I2?+N'9 =$\)R;#(+&\W"9K-@X5SO@-MQ(JL/FSJ@-AK/E9@;\J?&TS7O
M7N>&2&H#5%-134,U'=6&J&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ$:K%]):@ M6KK1=J9G7>R61'+-_*U"W3-$M6D)>V[]T248^-9V'P6-
J"%36C!(KK>$[?S M3/K-\TS\V6+YG\OY:+H87=V_Z3?[?5K-%U_'MSMMU(:H9J&:BFH5J-JHYJ..BFH=J/JH%J!:B6H1J,.HE

MJ)9NM!>GIFYZ'SJPY* U"W3-$M6D);V[]SYV$ G+L?DL;$ +F]""172]!]VT' MD?3_Y""2J]&T-H)D/5ED=K?)H-H U514TU!-1[4AJAFH M9J*:A6HVJCFHYJ*:AVH^J@6H%J):A&HQJB6HEO;WS/8X^D?O605$!XH?<.R,X483DVH86-:&$S6K"0KG? [4R1?O-,D3]S"?/HC_9+F-&A M(J@V0#45U314TU%MB&H&]IFH9J&:C6H.JKFHYJ&:CVH!JH6H%J%:C&H))JJ6H MEJ%:CFH%JI6H)BWEH'NM9">5L!R;J| (&OK")+UCDUVOE=E))_^'^V&]R"3,Z MGP35!JBFHIJ&:CJJ#5'-0#43U2Q4LU'-0347U3Q4\U$M0+40U2)4BU$M0;44 MU3)4RU&M0+42U418CDU[8>-:V+P7-O"%37S!(K_>(;KR0>39=*.//^Z]6'B_6$U.4]JGD]J9:;HY8CZ>UQSRP>XLF.BT%U0:HIJ*: MAFHZJ@U1S4 U$]4L5+-1S4$U%]4\5/-1+4"U$-4B5(M1+4&UM"6G>D2DLQ^:XL$$N;)(+%N6U GF\G9=RW#POQ9@N MJY6[5# J/9Y.=ZYJ?GM]X?^7SJF;>CKXKU^/%8G9S=]\4JS]NJ^FBVGN-2_/2 M7;LBJ@U0344U#=5T5!NBFH%J)JI9J&:CFH-J+JIYJ.:C6H!J(:I%J!:C6G*\ M9^;(T?J?^OF!*;IJAFHYJA6H5J*:M&1^YI;(I_M]HW'S1N)/RYW7G_FQSN)H\^K?JEX_&7U6=N#AK(MW+P/G6LC.M(%U514TU!-;_E)Z/65R6RZ_+IW)C.Z)P:JF:AFH9J-:@ZJN:CF MH9J/:@&JA:@6H5K<\AH_/GOY-9Z@>Y*B6H9J.:H5J%:BFK3$?_?BR(YK83DV MRX4-&DQOMS(7W# M5Q5M/!U-K]9E\O/Z;HZCQ5?EW\KB_JW(O>VQ<9'. [9'4!JBFHIJ&:OI&>SKL MZOAX_?;S6?UTI2&ZK(%J)JI9J&:CFH-J+JIYJ..C6H!J(:I%J!;O>T&?71Y=_M'._L$O095-4RU M1[4"U4I4DY:D[M[Y4(X-:6%36MB8%C:G1:>X>N?;SG0Y M;I[ILNI\WZKY_OMN4/&6\6-RM/ME8^M!1+J@V M0#45U314TS=:+2-6$;% [")JLANJI!:B.J6:AFHYJ#:BZJ>:CFHUJ .B&J1:@6 M[WD]]WK]T\O>V>5NZ4,'L*!:AFHYJA6H5J*:M$1W]]+\'#G1A.3:EA8UI87-: M= (JKE[[M0)?CYH$N^)F(JS^([CXMJM_NUD>7U6_WQYB;SE)$Y[Z@V@#%55%33 M4$U"M2&J&:AFHIJ%:C;J.:CFHIJ':CZJ!:@6HEJ$:C&J):B6HEJ&:CFJ%:A6 MHIJTU(?NQ9.=(L-R;-X+&_C")KY@D5\OGMLI,LHL1718#*H-4$U%-0W5 M](UVP%F*Z!P85#-1S4(U&]4<5'-1S4,U'J4"5 M1+4*U&-425$M1+4.U'-4* M5"M135KBO7LQ9.? L!P;Y<)FN;!A+CK%U8OA=@[,[L!R;Y,)&N;!9+CK%U8KAR7:^RTGS?)<_<[KCLX/2 MR72\;+X%8_/>="V0J#9 -175-%3346V(:@:JF:AFH9J-:@ZJN:CFH9J/:@&J MA:@6H5J,.:@FJI:B6H5J.:@6JE:@F+66A<\UD.3;NA->V+P7-O"%37S!(K_>(?O; M#MDR(P8YN;%YD<[M$1T"@VHJJFFHIF^TIX>P3RXOGPV.';*K&JAFHIJ%:C;J M.:CFHIJ':CZJ!:@6HEJ$:O&!K^?DP,>EZ-YEJ):C6H%J):D2R)W[W+L2!:6 M8I-7V/@5-G]%I[AZE]N.9#EIO%WWA_M[Y"BW_%5I?QJ/%6N9SZ%D)VOPG)LB@L; MX\+FN&!!7B^$V_DJJP^;"J$^GRU6]6\^NZJJZ\7#VWNWFP/#MX\'AO?6P$:W MG3_SVX7))?-4"U'M0+52E23ED3OW@51CDUR8:-[Q6K[Q4+Y.)M\&D]'ZSBL!R; MG<*&I[#I*5A\UIO9=BK*2?-4%/GR95Y]6;>NT61V-UTJU_/1[_O;%CKY!-4& MJ*:BFH9J.JH-4YYW.G9\W/O'W>R?/"_M^O6<^+D"_VO# 5:,]CSO9<\9;C.Y=@FHJF6HEJ-:@6HEJDE++G9O3^SH$)9C MLU#8,!0V#06+PWI[VHX..6D>'3*H/BT58[I8SN_61S_?*=I]+47NF]3>#H7. M"$&U :JIJ*:AFHYJ0U0S4,U$-0O5;%1S4,U%-0_5?%0+4"U$M0C58E1+4"U% MM0S5JX"GVR$A MIW_9D) .%V2L'WWW:5']=K<^R4[]=G^]7-MV+@7-N^%#7QA$U^PR*]WR/ZV0S;/$OEK+M9H7K1SFT1GBZ":BFH:JNFH-FSY M06JX6./56YKH5V"AFHUJ#JJYJ.:AFHIJ .J%J!:A6HOJ":JEJ):A6HYJ!:J5 MJ"8M6=^J),)32EB.S7%A@US8)!7G.Z9@K/W;$ VRH7-3YC,>&_>U<[\DM0&JJ:BFH9J.:D-4,U#-1#4+U6Q4T1$GJ#9 -175-%3346V(:@:JF:AFH9J-:@ZJN:CFH9J/ M:@&JA:@6H5J,.:@FJI:B6H5J.:@6JE:@FPG)LV@L;]\+FO;"!+VSB"Q;Y]0ZY M'7%RVGC[ZPXW06R&.C=$=( )JJFHJ&:CFI#5#-0S40U"]5L5'-0S44U#]5\5 M5 M0+42U"-7BC58[""B\YR!@@BZ;HEJ&:CFJ%:A6HIJT1'CW\L?.)F$Y-LJ% MS7)APURP-*^7O^ULDM/FV_QW/I$1G3J";@-44U%-0S4=U8:H9J":B6H6JMFH MYJ":N]%.SQGRT&5]5 M0+42U"-5B5$M0+46U#-5R5"M0K40U:0GR[A60'8)R MZ.\;85-:V)@6-J<%"^IZN]O.-SEMGF_R)\Y1C+^.YX>=HKBW)J+C4E!M@&HJ MJFFHIJ/:$-4,5#-1S4(U&]4<5'-1S4,U']4"5 M1+4*U&-425$M1+4.U'-4* M5"M135IJ0_U_-5"5(M0+4:U!-525,M0+4>U M M5*5!-A.3;MA8U[8?->V, 7-O$%B_Q:ASS;SI0Y:YXI\]?<@;%YT:YM$M4& MJ*:BFH9J.JH-4SO:K][2?O66#OJUNZCFH9J/:@&JA:@6H5J, M:@FJI:B6H5J.:@6JE:@F+;G>N1&R'!O9PF:VL*$M;&H+%MOU1KB=ZW+6>,_O M#E>H-$.=6QXZM0755%334$U'M>%&>WIJR>71\S-+#'15<\^J)_WGJUKHJC:J M.:CFHIJ':CZJ!:@6HEJ$:C&J):B6'OBZS]!5\WVO^_/GJQ:HJB6J24N>=F]B M[']04EF-S5=A@%399!8O6>A/K;YM8\VB*KI>+-';=^Q@2P355%334$U'M2&J M&:AFHIJ%:C;J.:CFHIJ':CZJ!:@6HEJ$:C&J):B6HEJ&:CFJ%:A6HIJTI'WW MGLC.1V$Y-N_E,?#;_GHB;)8+%N;U!KB=?'+6//GD32XI6=\C^^[3HOKM;GV: MH/KM_F3!ALM-FO>Y<\U$QZN@FHIJ&JKIJ#9$-0/53%2S4,U&-0?57%3S4,U' MM0#50E2+4"U&M0354E3+4"U'M0+52E23EDK1O6:RXU58CLU[80-?V,07+/+K M970[@V7UX=I_B\M--DM1'9+4!JBFHIJ&:CJJ#5'-0#43U2Q4LU'-0347U3Q4 M\U$M0+40U2)4BU$M0;44U3)4RU&M0+42U418CDU[8>-:V+P7-O"%37S!(K_>M(;78'!ZMC MIY^P')O1PH:T;"R'A7F]U6VGGYPU3S_Y$RSZ6(V;SXM$1V6@FH#5%-1 M34,U'=6&J&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ$:K%J):@6HIJ&:KEJ%:@ M6HEJTE(.NM=*=J(*RI%Y+VS@"YOX@D5^O59NQZZU(:H9J&:BFH5J-JHYJ.:BFH=J/JH%J!:B6H1J,:HEJ):B6H9J.:H5 MJ%:BF@C+L6DO;-P+F_?"'!KZPB2]8Y-<[Y':2REGC7;8_N-52N9W/KJKJ>J%\ MGL\FRGC3*F\?6N7L:;N\W;3*VQ^M\KJZG2W&R^IZM9VRG-\MELKHZNK%^_2@ MLU90;8!J*JIIJ*9OM-K!Z%[OV<'H(;J]@6HFJEFH9J.:@VHNJGFHYJ-:@&HA MJD6H%J-:@FHIJF6HEJ-:@6HEJDE+"^C>'!DI*BS')KFP42YLEHM.<;7^>+Z=_MHG+>/.SA\!,6FZ&NW0_5!JBFHIJ&:CJJ#5'-0#43U2Q4LU'-0347U3Q4\U$M M0+40U2)4BU$M0;44U3)4RS=:[6_*9__IER@JY:H)BT)WKG[L1P;Y,(FN;!1 M+FR6"Q;F]>ZWG9=RWCPO!3RM'(W:3S3L7F'.G=(=.X*JJFHIJ&:_MCFI#5#-0S40U"]5L5'-0S44U#]5\5 M0+42U"-5B5$M0+46U#-5R5"M0K40U M:>D+W9LF.P^&Y=B\%S;PA4U\P2*_WC3[VZ;Y<+?QMSC3\1R=%8-J U1344U# M-1W5AJAFH))A;JV:CFH)J+:AZJ^:@6H%J(:A&JQ:B6H%J*:AFJ%:A6H%J) M:B(LQZ:]L'$O;-X+&_C")KY@D5_OD-N),N?-$V4Z'*E&Q[R@V@#%55%334$W? M:&=/C[WT^WM.4T27-5#-1#4+U6Q4)]+^BSB^FM+ Q+6Q.BTYQ]5ZW'MCTP+W5L7%?.U='4AN@FHIJ&JKIJ#9$-0/53%2S4,U&-0?57%3S M4,U'M0#50E2+4"U&M0354E3+4"U'M0+52E23EBK1O82B'!OWPN:]L($O;.(+ M%OGU$KJ=[G)^^G8'J-&9+J@V0#45U314TU%MB&H&JIFH9J&:C6H.JKFHYJ&: MCVH!JH6H%J%:C&H))JJ6HEJ%:CFH%JI6H)L)R;-H+&_?"YKVP@2]LX@L6^?4. MN9W]JOFH%J!:B&H1JL5[7L\G_7V'N-'Y,:B6H5J.:@6JE:@F+?G>O1FR M\V-8CLUH84-:V)06G>+JS7 /^;\S>;'=#O$O7[TW:=%]=O=NF"JW^[?O&PZ M_(U.HD&U :JIJ*:AFHYJ0U0S4,U$-0O5;%1S4,U%-0_5?%0+4"U$M0C58E1+ M4"U%M0S5V'C7MB\%S;PA4U\P2*_WB&WDVC._W^:.1.,YU; M)C])!M545--03=]H[8>_T4DT]&:BFH5J-JHYJ.:BFH=J/JH%J!:B6H1J,.HE MJ):B6H9J..H5J%:BFK2T@.[]D9U$PW)LD@L;Y<)FN>@45^N/%]M)-!?-DVC8 M@^2RZI37JRZY[IIAM5B.UL5R]<>S^>HS+7->V+P7-O"%37S!(K_>(?O;#MEX%_0W/@K>O#.=6R8Z"P?55%334$W?:*U"_MP=%5#50S4]-KSY MB^C<*-'9..BFHIJ&:CJJ#5'-0#43U2Q4LU'-0347U3Q4\U$M0+40U2)4BU$M M0;44U3)4RU&M0+42U:2E8W1OI^P4'I9C\U[8P!^_M3] .26H#5%-134,U'=6&J&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ$:K%J):@_M6HIJ&:KEJ%:@6HEJ(BS'IKVP<2]LW@L;^, (FOF"17^^0VR$Z%XTW6'_K8]_H MF!U4&Z":BFH:JND;K7:L;._^Q;W2 #JJ9J&:AFHUJ#JJYJ.:AFHIJ .J%J!:A M6HQJ":JEJ):A6HYJ!:J5J"8M+.:![?V0'Z+_FSS$6YT< ZJ#5!-134-U714&Z*:@6HFJEFH9J.. M@VHNJGFHYJ-:@&HAJD6H%J-:@FHIJF6HEJ-:@6HEJDE+1^C>+MDA/"S'YKVP M@2]LX@L6^?5VN1W"XT3DYJ#9 -175-%3346V(:@:JF:AFH9J-:@ZJN:CFH9J/:@&JA:@6H5J,.:@FJI:B6H5J.:@6JE:@FPG)LV@L;]\+FO;"!+VSB M"Q;Y]0ZYG9-ST7@/]0\?9]/E?/SI[OYMR/LCW+ [AJXHVGHZF5^LR^7DV5ZY& MBZ_*OY7%U]%J%_:V1W1"#JH-4$U%-0W5](WV]*KMX_/+RZ/>V>ZA:W3X#:J9 MJ&:AFHUJ#JJYJ.:AFHIJ :J%J!:A6KSG:!7W2N[B\..[M7K>-SK5!M0S5)}JS)9GYSX3I'E0RL*OVI^+YRTB(ZM0;4!JJFH MIJ&:OM&>GK1XG3>N[CH[Y8_="@-JF6HEJ-:@6HEJDE+A'[?TGNG&(O%777=^!Y?'L]NUZ*':.M -545--034>U(:H9J&:BFH5J-JHYJ..BFH=J/JH%J!:B6H1J,.HEJ)9NM-J; ME)>7SZZ7R]!5\P-7+0Y\7(GNG;2$<.?ZQG)L^_J;OL+&K[#Y*U@_U^O;=]++_M9>/=OE^H;J[=X_K;#-4]4X:*[GI/[.8=[-P#T2DKJ*:BFH9J.JH-_M4[.06EF/S7MC_%S;Q!8O\>O/<3FRY?+CG]EM<,7R)SE5!M0&JJ:BFH9J._M:D-4,U#-1#4+U6Q426V :BJJ::BF_M; [3V*X.190U4,U'-0C4;U1Q4S%$.3;)A8UR8;-+JQ7_[+.6R>5@*>EEQ\UJ=^R$Z"P75_M5%334$V_? #X+9?]EQ>BR!JJ9J&:AFHUJ#JJYJ.:AFHIJ .J%J!:A6HQJ":JE MJ):A6HYJ!:J5J"8M*=^]'[+#4%B.C7)ALUS8,!>=XNK]<#L,Y?*MAZ&L3WN\ MG4T7LWGSV8[H?!14&Z":BFH:JNFH-D0U]5,5+-0S48U!]5<5/-0S4>U -5" M5(M0+4:U!-525,M0+4>U M5*5).6VM"]<++S45B.S7MA U_8Q!V$#7]C$%RSRZQUR.Q_ELGD^_MBGNW?EM1F7U6EN-)M5@?M*[^6%:K!GF[*I.SZ_4GKF;3Q=UDLJZ3O]PM5L!B ML7['\M-X.KI_0_/?RGA93?:V2G1N"JH-4$U%-0W5],OG8Q9ZO=T#W.C(%%0S M4W-^.K^^MEXFH^>7Q+ M<;!JD/O*8LLR7=LBRPU83F4YC>7TMF?\5+D>?=]W;?R0W1&#Y4R6LUC.9CF' MY5R6\UC.9[F Y4*6BU@N9KF$Y5*6RU@N9[F"Y4J6D[8FT+E%PAZ<^0*'OL"I M+W#L2UONO[I+;D?$K#]N:A;JCW<5,M*^?3XMN/5DR/4H_+:JYX M_&7U6=N#FR;Z"P9EANPG,IR&LOI;3\/)QA4TEM-9;LAR!LN9 M+&>QG,UR#LNY+.>QG,]R Q7,QR"Q7.YR!,.5=94= M?0-[5TEANR MG,%R)LM9+&>SG,-R+LMY+.>S7,!R(S7,)R*S7,%R)[P $O<,*+CGD[,7([5V?]<5.:_&NN*VJ9M7N+1&?L ML)S*R_DL% [!T2W9:3RP!Z>^P+$O<.Y+6_"_NEMN9_*L/VZ[%MAU MY^B,'98;L)S*--UY^A0'98S66BY[AR=OL-R)LM9+&>SG,-R+LMY+.>S M7,!R(S7,)R*S7,%R)_P,DO;=':_MZK*YG9/1FRTVL>JK*_F7EWR\5R-+U>OQ/87,_8Z3DH-V YE>4T MEM,?N4/J&3LJ!^5,EK-8SF8YA^5Y@.5"EHM8+C[XU9VP"Z<'+YRQ M"'^<'+UP<,B2W45I"]=7U#-X+ WKP8$J<*(*'*FB8]Y./>L_J6=O,Y;FE]?/ MH&G>P^X5CYU!@W(JRVDLI[/R_DL%[!< MR'(1R\4LE[!\P"$O<,H+'/.B8]Y.6WPR M8Z;7/&+DSY[.R,Z20;D!RZDLI[& <_L@=4AG9T3$H9[*"0%SCE!8YYT3%O MIS(^&1W3:QXD\M)A[*>G4K[R+,S]'9,=,8-R Y9364YC.9WEABQGL)S)D]W&S\;G#("YSR L>\P#DO M<-_+N_0(K?')F)A>XRW"_\J#Y*M--^K#Z9HM1_9$3,H-V YE>4TEM-9;LAR M!LN9+&>QG,UR#LNY+.>QG,]R Q7,QR"Q7.YR! (5 M#14>,<-Z?[N[?R;P_=NX;OJIHX^EH M>K6NFY]G<^5]M/C:?)UY\RK=^R4[-@?E5);36$YGN2'+&2QGLIS%GO, Q+W#."Q?T.]VQ_Z0[-L_RN3^\K=S.QU>5\O?Q5+F>W=R,Y@OE MMIH_=,7_6)7&ORGO&XLC.XP'Y08LI[*[MP $O<,(+%_$[E?')B)U^X^W5__3%.LU\] [K(3M5!.97E-);366[(<@;+F2QG ML9S-<@[+N2SGL9S/<@'+A2P7L5S,RG+1E_BM: M(SPRA_7@F!N&2?J4TEM-9;LAR!LN9+&>QG,UR#LNY+.>QG,]R Q7,QR"Q M7,YR!W /$+@("-P$!*X" G4TEM-9;LAR!LN9+&>QG,UR#LNY+.>QG,]R Q7,QR"Q7,YRQ2/W]#2#B_/CDXO+L]V[6J(+2UNZOZ(?PA-W6 \. M>8%37N"8%R[G=_KADXD[_<:[K7_POE7S_Y2;F]GR_FU&[_;^F/=?-?

BQ>6>Z M-TQV) _*J2RGL9S.N9 ?P MH-R Y526TUA.9[DARQDL9[*RG+0%_RNJ(SQ;A_7@D!>%ROEX=CY_,UCEN MO*_Z7W>G 1$+@)"%P%!.X"PI6! MG7[Z9"K/<>_M#J ?L[-Y4&[RG,9R.LL-68%C M7KB2SGLUS ?5 M4D? _%_]CIF/OWS\\1_+V>VJS/ZD?)HME{/)_8=?J]%U-5_8/7GGV>SY>-_ MK!?X?3;_]?[+^?#_ %!+ P04 " L/BY:Q'%6%U@$!S%0 &0 'AL M+W=O9_OQ[,F. M\<]B R#18Q*G8FIMI,RN;%L$&TB(N&09I.I-Q'A"I&KRM2TR#B34H"2V75']>E'^X+?F 7W;)4;@3Z-0TA M;!+8*J@Z,OHT? JY.AL@:.@UJG0;=.MV\4]'A46\T M_FFO.7;ZX[I7P_%1[?BHT_&/J@@J!C\@&94D;HMA=!(#=MVAUQ]YS\+HM'3N M:!HB:X@RKD49? X?,/#X=:SP?\F&WD>><;L6'G4& YG=$M M,U4S,5[G2?0/,IEBNZV?FR&,LOFFV)K*'Y6VV%B>K:A,R6B2S3? %UI31/@PU)UX"BHBU$3I3DQ78B8KFJYM4V M*'7>7[" VI\PWE0NJ=Z1("IB[''P\E M;**F'^-[_1WY;BG79*V_,,KFFV)KCMAA[X 'YE*NT=V!43;?%%M3QL,& 7=6 MS_^S(JI(!_]9$G5;/UNK4[.ME9-]=$J5 %_KTSZAOBIY*LL#J_II?:(XU^=H M]J% [>1QY2_B:I@+%$"FH*2Y<%K8 K M*CB24(R\<7"9Q3;>!3Q06*N- ,;*5S(5XLI.;QRAOE!95)S895)2W3_+2<=@0!/$>0=@)PK<*HDX0O540=P*'&K>E M. X9T21-I%@C:;. -FQTXF$YMRJ?[L\W)9C MP[0'&_9@0^<7[_&;W'SW?3\81L-A&/P>W_T0C4'^6L7MX,GV<9PJ6J2P\@S_WP%<@5>^N%= <.%_WD7QF&;9DD>4RS[$AF6S3CGF9\^'NU$.$?Q%WD6H=S MYV#ODU7J)WBUB>._$=FAB#9QO-'-[-5S2^223O1HG8- M;BZT:9=N6)H;$*0-,/N%$/IU8GMF?Z>F?P%02P,$% @_+#XN6D3^BF7X M @_@PH !D !X;"]W;W)K&ULO99K;],P%(;_MBA4D!-)8K@WM:"-UK1 #352M&$+3A-SDI#5+[,QVVB'QX[&=+<&]WK&PH*6Q MD_.^/GY\Z1EN&;\6:P");O.,BI&UEK(XL6T1KR"XI@50- 67E/$<2]7E*UL4 M"!B1'EF>XX3VCDFU(J&YMV,1T-6RHQ0F'$DRCS'_.?^WLQ=S66)!4Q8]I4D MP(MW. 1@5<+O*<*_%K@/U40U(+ D*FF8CA,L<31D+,MXCI:N>F&@6G4:QJ$ZF5? M2*Z^$J63T:);.L12M" K2E(28RK1.(Y9226A*S1C&8D)B",TR; 0:(P^\X10 M+5JL,0>!%N7RAUI&))D*%H(L,T!S2" OS-*^FH+$)!.OT1LDC&)H2Y6Z3L". MZS1/JS2]1]+\6-)CY#M'R'.\H$4^.2R?0JSDKI'[+? +IT^7>OMQ6O!OH7@/= M,W[^(WY_"?)RO!22JY-RU0:P&C)H'U+?'B>BP#&,+'4]". ;L**7+]S0>=>& MLTNS:4=F>ZC]!K5_R#V:,+H!+@U*99\"YY @=:SBZZ-Z-R)U&PD)J5J+51O8 M@P,\%VQE%AHS?25OHF#@#P9!.+0WN\PZ&G2/6=_P"_[+,_5=KO;I9?GD"^! M7Z%?:'+VR7$J7\8YP:#GG)TFL!JJO,./[XNS\XQ7Q$J4 :IDCK';Q587I4\ M54>RPA0!2R9526&:;U4E M]K MVS 0_5>$- T8+7>W8;A]KMH22ZE-9@<"=7*J2&IRJ MA:\K!73N0&7AAT%P[I>4"R]-W-I$I8FL3<$%3!31=5E2]?<2"KD>>#WO>>&& M+Y;&+OAI4M$%3,'<5A.%,W_+,NF=,K)*9 ME(]V,IX/O, F! 4P8QDHOE8P@J*P1)C&4\OI;3]I@;OC9_9O3CMJF5$-(UG\ MXG.S'A]C\PAIW5A;N3Z.[1ZSBP?DX5V3[)N8P./L%H;6;9@S*#@HGG33>O# M#J 7OP (6T#X5D#4_J*W N(6X*SV&RG.AXP:FB9*KHFRTDBE"!,,X(7NJN>:NR".I*C*^(_?7 M4,Y /2#T=!J1HX_'B6]0C$W)9VWBETWBX0N)7]7BE$3!"0F#,,Z CP[#,V (_M[SEXU-'/W@X/]^$^5F!;AG!;AM#Q12_P[5E[/YQIH_!$/'39TA#%W42V2USH MBC(8>-@&-*@5>.FG# [WSX&N72>])EKT3V9Z!T=;_Z!![>BL4,(D_\#^8$T,W M9 8"2X,H#^& M4#$GV-UI8?#T=\T%WL37%.UX$*3 G+$!*=?$*R:[MI, MC*Q) [:%;;^X]#J02P,$% @_+#XN6K3L M$&KP"_J%H !D !X;"]W;W)K&ULO9Q_;Z-(M$H;_2LMW.LU*$YOFER&71$H,V!CP1A/- KDZKU8G8)$%K0Q9PLBO=AS_V [0 M;H/R[OXS$^,JIJ@WW)#E[AZCY/?TI<@R,@?FW647@]>LNSUH_!P!]OWU/LD_C0Z45;@) MHC2, (Y($3]>#6WJY$*7"H;3X*0S>TP]_DR*5QSC^K?A@KZX'0C&B8!TLLP+A MY_^]!9-@O2Y(^3A^KZ"#0\S"\>/?>[I5)I\G\^BGP21>_QRNLI? K@38@J^#) MWZZS;_'I+*@24@K>,EZGY;_DO;(5!F2Q3;-X4SGG(JB$T>Y__X_J1'QPR#EL M!%R$)L.\@D'J7*0ND:0*P>Y:P2EK3? >7F[:NMWK*97_!;>N*G\QE?\EI>!.3+.D[3'\AKD) ?DU48%8B' M%S\)4O+%"#(_7.??7I#O#P;Y\L\?KD99/M0BX&A9#>MN-RSQQ+ H\> (H>TF) M&:V"%V?./^\$CO(Y=IAH MXGZBW8E MS^7*)5B1V[<@R5=B9+'=/,8EN"C>N^+ [XS9+,S_**_+S5V*$ZVUA_9E^NHO@^M!OI9,@^0M&-S\ZQ]4%?[-C29B!A)A)F M(6%3)&R&A-E(V!P)""C6DC8 M% F; (6VC9'PAPDS&W/H;&BRYI>GT$>,N8"!*N5!>50%A1N6=@O*@"%06F= M.ET;:U2HG[I)VVRLYBH5ZV9&VXRJ3#%S\^LK9B1LBH3- D#";<0W&NBYH]5,[M9Y@IFBXW+I73-M.HHBERW'4K[<'(NM*'4.(43;L"^/Y=(F-D>OS"DC?ED(2-.&6>,RD.] MU&/.D#%M)&R.A#F,LR&JPZ:B78:9I XUJ:%!Y- 6(%A-@^.#!L>]-5C]Y+%4 M..ZD0H858^89;3-A*#1JI]G%R.+FV%?Z)- YLXHA,UGZ:DEORBQ<43Y-^)?\C M$I]L1!(%JD]:)+^WW_YS2QZ681 M\P7>[?+W;9B&Y4[=)$Y>B?W3P94E$>X8 M^M[^(6$&$F8B8182-D7"9DB8C83-D3 '"7.1, \)6X!@M>JC'ZJ/SGV8O=AN M\AO'+$[./)_6D?4#"3.0,!,)LY"P*1(V0\)L)&R.A#E(F(N$>4C8 @2KU0\J M'%L7!.[ZY7NT"O/"$3Z6#Z3V*W?./3.?U[>60&D&E&9":59%4SX^6Y.H).B- M&YTI-.R,%5;3%:6Q;K=9=J(PUM7&D[\YPU\2J233QOT"- T72O.8.5Q0213D M<>.&;,&PU!1=D8_/5^NZ^] R1/_^;>@])DJ;2)H!I9E0F@6E3:&T&91F0VES M*,V!TEPHS8/2%BA:O?:(Q]HC_CV[TOPXO>L-DF9 :2;49E6TC[LR4K$51-7F M6@ 9=L8*J^J")M'T8H!AJ(NBH O-Q4#;<"QKBM1<7CC01%PHS6,DH0ICJ@A" MF[+2C-A-*L MBE;?C!-;-\70'BUF3$%I"HXY,MI46Q>6 QV_"Z5YC PN\D3%IM"8B:HG1'9L MA:+\7JB>F\5\6F^9(6D&E&9":59%.R5 Q^]":1XC M Z;,F(F>DMFQ+8KR^Z)J^]1W?]4^-7\0O=4) [;R"TDPHS8+2IE#:#$]SH;0Y ME.9 :2Z4YD%I"Q2M7HR,_6%T#-FVIL@VH0F49D!I)I1F06E3*&T&I=E0VAQ* MN_APWMIX/2#"C-A- *LBE;?)-;SI:/8O(^ M]LNQPNI45UIW$@P[JE!*I>;-!,-0$^3F38<#3<.%TCQ&#A<:%36U]8"L;5AL M[,ORB5N*8^\9Y3>?_35;V-!6-2C-@-),*,V"TJ90V@Q*LZ&T.93F0&DNE.9! M:0L4K?X>E&/;FLAO6X-M8?/C]*TW4)H!I9E0FE71ZKMETKBU/S.%AIUU#6MW M-9QW- 72@B;A0FMVNAO.NA@XT$1=*\[HFL>A@6-?DL=%+Y#=Z]=K YK-ZJP[:S 6EF5"+ M5=',[*Q!8\Z8,5L[;^R1-7?6.K$F)G33RV;HG\UJV> M&]A\6F^90=N5H#032K,JVCF907NSF#';,F..K"6S+BP'.GX72O,8&3!EQDRT M*;/1A]>M;H+DN7Q5<4K*- Z;NWO9Q.'IX'?)M^5+8QO$[>CFAC.,&O319QRUZ M.6,=M^GEG'7+W4N3C\/&ULM9MK M;]LV%(;_"N$-0P]LD4A?XF2. <>BMFP(&C1HAZ$8!EFF8Z*2Z))TW'[\:,N MD*27.B3?6+.#D)_5EC&-OJ9)IBX'6ZUW%YZGXBU+(W4] M=BPSGVR$3"- M=N6]NW:21>LB*$T\XOL3+XUX-IC/BF.WYWPC-U*I/9I M&LF_KU@B#I<#/'@\\)[?;W5^P)O=M$]NV/ZP^Y6FCVOI]QYRC+%188DVUP. M%O@B)),\H#CC(V<'=;2-\DM9"?$YW[E>7P[\/".6L%CGB,C\>6!+EB0YR>3Q MI8(.ZC;SP./M1WI87+RYF%6DV% (DQ_.UWEX.I@.T9IMHG^CWXO +JRYHG/-B MD:CB-SI4Y_H#%.^5%FD5;#)(>5;^C;Y6-^(H (^>"2!5 'EIP+ *&+XT8%0% MC%X:,*X"QM\&3)X)F%0!A9A>>;.*.QU$.IK/I#@@F9]M:/E&(5<1;6XPS_*> M=:>E^92;.#V_SKCF48)N]ZN$Q^C=9L,DS^[12FM0C1;L[4-\$RF=;KD,=TKXB3^ND].T1#_B(A/ M1BT)+=WA(5N= (G+V;'CPDO!I$3YL":?N\)M(GB*?%.&X[6ZZPP,6U]=.'/=R M6$L_+'C#CM)_6JR4EN:1_[,EQZN2.6IGYG7P0NVBF%T.3*%33#ZPP?R'[_#$ M_ZE-+4A8 FCD+ 0"&:I/*I5'KGH\Z5Y "5?[8LZOI$B1;?7MQ2%/(NR.)?; MC$XHCM2V3>P2/2G0^1CU,!^2Z9F/IS/OX5A'9PI==82$44A8" 2S=!$.H[=_M.E[_YOOFS@^G4X+_6KS_8X'N8LZRF"FTB+_LN>*%Q$LA=^CZ(_ITP](5DZW/-ML+.EKL\P)"R A%%(6 @$\[2?U- I/>JC4$TB5(6$!)(Q"PD(@F*7R6:WRF?,) M#YB15;)UH^]2**W:I'6"NDH+"0L@8,2$C8^&G^G4SW_LX2<$:.M12;5JK-GV9 M:GLSQ94':9Y4HUPLTI2K?/G5J[\3V54_2%@ ":/3)_J-29M^0(U:^IW7^IWW M.JZB?Q[+\=TV,FDY!UQG"EWUAH0%D# *"0N!8%:GP'ZS+/9[&'(K*)#0H+0 ME$9!.2$4S1;[R /!_:V1W.S.FN.G2ZYA7] F=LT,VDZ0>C\[']O3>EK2QNK#;Z^JQRG>:.MKO3[- PW0)TR4!H%I850-+O[M-&X9[L,NPZ!^&2@M *514%H(1;/%;DPS[';-7C=W!S720&D!*(U6M$E+N?[& MC(%JU]:SL=.PVT\KRK(9SGG,T G/T%HD223-,\D4OEG;?^'OG)#.PL);JF! MTBA^:JKA)Q+V8:CAQE'#;DOMM3,R4+<,E!: TFA%<\^A*DG[L,-(8X<1IP,S M?_? Y- M%D@B=LDRC=[NBW/:TZG:GTK4#@-("4!H%I850-+N/-"X:P3U,NPBH M?09*"'T!%)060M%LL1LCCKB-N%=-N]SLSIJ#VFJ@- %K1K&E7ZZP+JEE:SL8Q M(TZ3\IK_ZWFF][4ZR<[\ =>! :124%D+1[.]3.'!DU$?A\S7>0&D!*(V"TD(H MFBUVX\V1__@>VJL*/ZBA!DH+0&FTHKV@\/?AE9'&*R-.>^9_+K?=T,XZ@GIE MH#1:T9S+;:@62PF]HR_SITS>%ZJ=*!2+?:;+ [_771^M7.Q;%"PU>&ULO=W];]O& <;Q?X7PAJ$#LEBD7FQWB8'$?#N2QQI) MVV$HAH&6:)NK1*HD[31 __B1,FWZ'/DD.M^T/R2VH_ODM0CZLVGHORU-MND[3VOA]MV!>7#_ M@P_9U77=_N#P],TZN4H_IO5/Z_.R^> [P05EDJS2OLB(WRO3R[<$[_MX-FX' M;&[QDRG=9/XU-WV]&!,;^IZF+5#6Y6L,KRN[^3W[M?Q*,!YN29 58WP-IWP+@;.M,-YWP*0;,- EWP+0;,-UWP*P;,-MWP%$WX.CI@.DS XZ[X>;_)S^W92 M)Z=ORN*34;.W;[SVB\T3:#.^>?M<_UB7S;]FS;CZ]$.Z3.IT89PG9?W9 M^+%,\BK9/ NK5X9;W.2+M#0^7B=E6AE)WMRLS&Z;VQOGRV2>-D_Y^OX?O[/3 M.LF6U=^-?Q@_?;2-[_[Z]S>'=;/ =IK#>; <8_VXQUC.+,0U9Y/5U93C-O(LM MXX5^_&S7^&#'_)8&.&Q^LP^_7NO^U_O>TIK\S?*U,39?&=;(FFQ9T)E^N)M> MO#:LHV>'VWL,- \?/#G?VF?UX,WR\9;BK'RZ3\K4QLC;#S2W#O1V_NB1OAD^> M'>[OO_AMP\6N#=?,/AX]^ZL+],/M=/ZPW;?]ZD+]\(_I6CM[M,^C[OGAG? _F+.1O_<]N0D,9O$'!)S2L,9W66XL MBN4R*2MCW81,U8;,MEV7]UI_:+*0F$UB#HFY)..1F$]B@L2". ^QH@[5'ZK>G MH]>C4;,+ <_LX,NYN=?+D5D]O%NV%27+],80IS_+IP[-\JMU5>/;P1+_3,"6? MVB1FDYA#8BZ)>23FDY@@L8#$0A*+2$R26 QA2IS,'N)DMF.G(;_+ [,)FB?DD)D@L(+&0Q"(2DR060YB2,</2]NF=_BM9Y.I=*%U&Q4+R[F"IVIHYVKD&9PZIV:CFH)]+:AZJ^;@F M=CP;QR- CD7S>]M@*7CPR1.]!A&H2U6)*4[.D[Z^:VF;;_=F6LV63&\8[_;$/ MVE]%-1O5'%1S4=H9J-_M:@ZJN:CFH9J/:@+5 E0+42U"-8EJ,.6IF=)79TUME0YX3:B;8%2BFMUIIKGC,Y! MIW51S4,U']5$I^TZ0 [VO%V(KBY"-;GG?8BI6=5G=%^$-4^^28L$[;^BFHUJ M#]JY[.AFH]J M4"5 M1+4(UB6HQI:EQT5=@I_]NX=>_M48_P>_,02\IBVH.JKFIHYG7:KH]^\M%9 M!:H%J!:B6H1]$M5B2E,CQ.HC1%\ [_>%3GI;5=;8VLKQ.FQG]5T92&?,BOTW+ M.MV_C-A\SJY2K?F!UJ1134;U1Q4I;KOT;[NZ./XR\,)9%?M7N2]Q<_"^=UT9=M%=6O$RS^J9, M=QZJH$555+-1S4$UM].4ZRP>?WELX:&S^J@F4"U M1#5(E23J!93FAHH?05U MJJVCG9[?M4B:T,B+NGT7;UY=IF6[JU%E5[E1-

+F2+I>&^FK,UB0A2W1GJ&:C MFH-J+JIYJ.:CFMCQ2#2-SVE2;HV6%PX,T?5'J"91+:8T-47ZTNE47SK]<]HD
M[9MODM|WOOE&OI;!281>!!;5'%1S4:CFHYI M0#50E2+ M4$VB6DQI:B;UC=GI"7B0A)9D4/1J+E"_XM'AN@] MB%!-
HEI,.7=9_BI4::73=:8 MW[^S#@Z;D?W-3]^LDZM4)N55EE?&,KULAHY>'TT/C#[NG[XIB{6+6E<%'5= MK#9?7J?)(BW;&S3_?ED4]?*
TW{02?BO+7S?)._P]02P,$% @_+#XN6MJQ M.Z)) - ,# !D !X;"]W;W)K&ULQ=T+;]OF MF]{AOT)D!ALMT&DLR:=TIP'>1CR?3R*IP<9*
M9E$J"QY#EM@/GQ(]F29<8R M*;IWUP865FU'W_7)9ISG@4CQ??_GHOIC^;4L5\I?-[/Y\MOEU> M?2EO)LN?%[?*
*E?/TGGQ;5S62U_K3Z_'9Y6Y63Z_M%-[.W_9.3\]{KV71>!I6RO+NYF53??BMGBS]_?=-[L_M"-/W\9;7YPML/[V\G MG\NX7*6W0;7^[.VC?*
*+Z6*N5.6G7]}(]Q?1+RXV*^X?,IJ6?RZ??*QL MOI??%XL_-1^8U[^^.=D\I7)67]TVQF3]GZ_EQW(VVU#K)_+?6_7-XZ:;A4_*
MWNG:_7>__FY^GRS+CXM9-KU>??GUS>4;Y;K\-+F;K:+%GT:Y_8[.-M[58K:\ M_W_ES^UC3]XH5W?+U>)FNWC]#&ZF\X?
_3O[:_B2>+.B=OK"@OUW0_W]!X(4% M@^V"P;$[G&X7G!Z]X&R[X.S8!>?;!>?'+KC8+K@X=L'E=L'EL0O>;1>\.W9!
M[V1WY$Z.7O)XL(\^VKW=X>X].]XO+MD=\-[11[RW.^2]HX]Y;W?0>T./NZ]W8'O'7WD>[M#WSOZV/=V![]W]-'O[XY^_]G1/WMIR>
{H]\X__77_\M97]V]%_<97?T^T?'?WSEY;LCG[_Z/?WQW]_M%'O{\[^OVCCWY_M=_3{1Q_]-N[H]X\^^H/=T1\<_;L_V!W]P=%'?[-[^H.C?*
_<'C__8WQ_]MP\Y M=!]BP\E]\N%]M?A3J3:/7WN;#^Z3\'[].KNF\TUJQZMJ_:?3];K5AZB<35;E
MM1),J M4W):DF\^7D/DZ7/RGU/W,6ZS]3)O-K1:[73V6Z7%33>]\=WM[:). M?*Y*LMUH*^4'X;E:C*=+7]4_D-)XZ'RP[__^/[M:OUL-*
WN^O=H^L_3AF?5? M>&8#Q5W,5U^6BCJ_+]\/K,^:UY^WK2^:U_?Z#<#;]8_Y\6?=W_VL?^LWBM;=_M_&?
*EI/^3TC_IGQYX0A^;E[N3;TVKA\VKY;9JW%QM7JZ5O_^L]"]>7*X=L;QA M=[WE)S=I_LD9S;E\?E[7KYV8O+*
*MG6.6O[RIV_+7YNYSXW*OI;_\;+W_,7E_C'+7]XI./X7[M#R\(A?F=[EB\NC M8WYE7EX>'_,K_+RI.U?*
B_WO>^_0O[Y' ,@&)R_^QHV.7W[HR6=_;_?\[^U> M'!/Q:#WXO+Q\UC?LWY(T]S_]{=_[M@^N/B9K>X.7U+5ES__/;1M6APR-
*7B_W!8\4:W'N#HRK60XWZ M3_E]TY^N5O_OP!/\[<$[/>QM7L?Y97D[N2I_?7-;E+ MN;)<+:.[^^$FYG53*U\GLKE1^F,Z5Z\5L-*
*JF6RFU9*4D5CQ@%_?8YLJ3KQ].?CXYZ;U_^_5IX2.WE&U\O_MNS^\W%32&Y>-1WZF@_M"2MHQ*
J.L4%,*VCG3UVM+.6CC;_6E:KZ>^S4IDO5N6ZD4V^3=:?+7]2KNZJ MJIRO#A6S1K1K,2.Q(8FI)*:1F$YB:HF9)&:1F$UB#HFY)..1F$]B*
8F%)!:1 M6$QB"8FE)#8BL8S$DD^^Z&;FK-,=VYQ?C4 T-;$$3 M6]#(%C2SA0KM6M${?RQZY\>|&/=Q-EDN%5'^TRUO?
B^K@V=C&Z&NY8[$AB2F MDIA&8CJ)&21FDIA%8C;).23FDIA'8CZ)!206DEA$8C&))226DMB(Q#(2RTFL M(+$QB4ESG'ZT
7CP6P(M!G;LJfX+L@20V)#&5 MQ#02TTG,(#&3Q"P2LTG,(3&7Q#P2\TDL(+&0Q"(2BTDL(;&4Q$8DEI%83F(% MB8U)3 35T$P7-
*-0%375!8UW07!\T+@W[@JK]'OV@M);$AB M*HEI)*:3F$%B)HE9)&:3F$-B+HEY)..36$!B(8E%)!:36$)B*8F-2"PCL9S$*
*M"A(;DY@TIWSG7OB@M5X*B,:UH'DM:& +FMA"17:M\;Uf;'SOFAN?:6\.Y>7@ M\K+?^R^)"E'BJVDYORJ7BES]]|UT.;V_G|C'176KF*/&*
<\.-.W7M?B0V)#&5 MQ#02TTG,(#&3Q"P2LTG,(3&7Q#P2\TDL(+&0Q"(2BTDL(;&4Q$8DEI%83F(% MB8U)3)KSOG/W0S4TU 5-
=4%C7=![<%RK8:PVQ=_)8$3;CFHUJ .B&J1:@6HUJ":BFJC5 M0[4+"X-6_:4VXV8\0. MEK37KAR^>J7ZZI5:\|K.10N=L8%[)JI9J&:CFH-
J+JIYJ.:C6H!J(:I%K_X- MC]'GD:!:BFHC5,M0+4>U M7&J"8M>=V]Z;%#-EBN);.[-SUVS@;+8?%>;WK[M41N;
*;G+EZ_?:QU1VW(QWRGZ6ARI#5%-134-U714,U#-1#4+U6Q4V,_7-O$% MB_QZ;=Q/_^@UC__0RWE936;*9'ZM?%#=]^?*
*D'W.]4Y.+TY/+^L/+ Z IQ=G_?Y%__MS MK<\?V#LY>7=R7;%&SI(HWW#'-VP.+!AOW=@]MF!Q!T[>*4;.]6"*
*MY=@L%39,A4U38>-4L#RMEZ_]<(M>XSV3/[SV'G?*_R@=>]J,U/XG.U0V=B8%J M*JIJ*:CFH%])JI9J&:CFH-J+JIYJ.:C6H!J(:I%J!:C6H)J*:J-*
4"U#M1S5 M"E0:HYJT=(3N[9(=EL%R;-X+&_C")KY@D5]OE_N1&;V'^S.#=\=#AV2@VA#5 M5%334$U'-0/53%2S4,U&-0?
57%3S4,U'M0#50E2+4"U&M0354E0;H5J&:CFJ M%:@V1C41EF/37MBX%S;OA0U\81-?L,BO-\7]J(U>RZR-OW]W/'3$!JH-44U% M-
0W5=%0S4,U$-0O5;%1S4,U%-0_5?%0+4"U$M0C58E1+4"W=:FU#M4;HKMF1 MN^;HKL61NXZ/?)RTY&SWAL8.N6 Y-
E=%/?:'S&:F8%9ZU[]_0R+?N.=C__. M.>"XO%K,KY6G=[(+JL7-=+E<5-\4;[$J&\|+-S^QKIT-U8:HIJ*:AFHZJAFH*
M9J:A6HVJCFHYJ*:AVH^J@6H%]):A&HQJB6HEJ+:"-4R5,M1K4"U,:I)2V_H MW"59CHU[8?->V,_7-O$%B_QZX]S/PNCWX//"?73V!:H-*
44U%-0%S4,U$ M-0O5;%1S4,U%-0_5?%0+4"U$M0C58E1+4"U%M1&J9:B6HUJ!:F-4VY-NV% MC7MA\U[8P!?+Y_T M^>.|
*(Q_GH]]M<.2NX8''W3_LN\=%Z+.,+42U!M1351JB6H5J.:@6JC5%-6J*P M>XEBQUFP')N%PH:AL&DH6!S62]1^G$6_99Q%-9U?*
36\W]ZN[6=P=GBK63'3N M3:0V1#45U314TU'-0#43U2Q4LU'-0347U3Q4\U$M0+40U2)4B[=:O:=?/J^D M";IMBFHC5,M0+4>U
M7&J"8MX=V]]K&S+5B.C7)ALUS8,!NU;S_;8OUA M4^U[Y7S99K5S$R2U(;JIJ:AFHYJ!JJ9J&:AFHUJ#JJYJ..AFHJJ .J%J!:A*
M6HQJ":JE6ZW64L\NG[^W+8[==GS@@<]NN(<^-6$S5=A0%395 MA8U587-5L&"ME[+]Y(A^\^2(?
V:T;/.FG3L;.ED"U514TUH.ULLC,/57KS1> MO=)\]4KKU2MM].?MO/IYN]>Z:'?@?_JYQ&\>F6(?@<1]L6HEJ!:BFHC5,M0 M+4>U*
M7&J"8M^=J]F;%S%B.S4YAPU-:TK-[._LGYE#T]W,H^LUS*.3Z^OY] MKH^G297K:O+GX;J%CJ) M2&JJ:BFH9J.:@:JF:AFH9J-*
:@ZJN:CFH9J/:@&J MA:@6H5KAP"Y3UH]W)7],:NYOFNZ@TS)0;8A[*JIJ*:C MFH%J)JI9J&:CFH-J+JIYJ..C6H!J(:I%J!:C6H)J*:J-*
4"U#M1S5"E0:HYJT M5(GN)92=EL%R;-X+&_C")KY@D5\OH?MI&7UZ6D8?G9:!:D-44U%-0S4=U0Q4
*M,U'-0C4;U1Q4V'C7MB\%S;PA4U\P2*_WA3WTS+ZS=,RNM\5!1V.@6I#5%-134,U'=4,5#-1 MS4(U&]4<5'-1S4,U']4"5*
M1+=IJM5/,@P/OQXW1;1-42U%MA&H9JN6H5J#:.M&-6D)KM=ZRPT6W]5#-1[4 U4)4BU M1K4$U5)4&Z%:.MAFHYJA6H-
*D8U:0GOSK6/Y=@D%S;*13WV7VIAFO;!Q+VS>"QOXPB:.^8)%?;XK[.M"2*#Y@DBG2\X;/8Z%T5TG-BJJ;BF#9X/%GAW8-25CNYJ'-*
*CUM/]\5Q/=U4(U M&]4<5'-1S4,U']4"5 M1+4*U&-425$M1;81JV58[;_D7+D=W+0[L>GKQ?-'%#5;16*
X+X'HAV_V6'_85,B.NOJOD>C'W=0S44U#]5\5 M0+42U"'-5B5$M0
M+46U$:IEJ):C6H%J8U23EESOWO78H24LQV:VL*$M;&H+%MOU1K@?6C+ AI8T M2YUK'CJT!-545--034[WWYH MR:!Y:
(DY_UHN5XOJZ1N!7_L>XH.%$9U#@FI#5%-134,U'=4,5#-1S4(U&]4< M5'-1S4,U']4"5
*M1+4*U&-425$M1;81J&:KEJ%:@VAC5I*4==.^5[!P2EF/S M7MC %S;Q!8O\>]_D;D7OGO0-O1&;'D+*
*:T"GN['D)PVCR$A3T*OE[J3OZ8W=S>-YZ6;GU'7$HEJ0U13 M44U#-1W5#%0S42]LX N;^()%?KUJ[N>CG/;@\|*GZ& 35!NBFHIJ*
M&JKJ&:@FHEJ%JK9J..@FHMJ'JKYJ!:@6HAJ$:K%J):@6HIJ(U3+4"U'M0+5 MQJ@FPG)LV@L;]\+FO;"!+VSB"Q;Y[:.XG_YRVCS]I=X4DVK= M%-<5<;J8_Z3(S>)NOEIN3GD_^?
K\HA.A$&U(;JIJ:AFHYJ!JJ9J&:AFHUJ M#JJYJ..AFH]J .J%J!:A6HQJR59[>NN@PEZ*XC5,M0+4>U M7&J"8M*
*MX=ZJ%K(385B.37)AHUS8+!:L>2),YYLO-GM=*R"J#5%-134- MU7114,U#-1#4+U6Q4Z1S^\&FZ*[CE M*
M0[4>KQNL8FYIJYW:)SH!!-175-%334L8VTMCXT6-9^A$&%0;HIJ M:AJJZ:AFH)J):A;IV:CFH)J+:AZJ^:@6H%J(:A&JQ:B6H%J*:B-4RU*
M1[4" MU<:H)L)R;-H+&_?"YKVP@2]LX@L6^?7:N)\M<]8\6\;=W$IF]DWY5)8':R$Z M
;5AJBFHIJ&:CJJ&:AFHIJ%:C;J..CFHIJ':CZJ!:@6HEJ$:C&J):B6HMH(MU;*M=O[TK/SSZS)S=-/BN$W'Z;2$L?=BQP[LH7EV(06-*
J%S6C!0KI>Y/8C M6]8?-A4YO9R7U62F3.;7WY] 5O^Z+>?+P_VN$>W<{TAMB&HIJFFHIJ..@6HF MJEFH9J..@VHNJGFHYJ-*
:@&HAJD6H%J-:@FKI5GM:9[ZK,J/M0YZ]_Z7^L.R M=.:A^0'M_/G#B@-:KW^H9QWW.&G)P>X-"N78"!0V X4-06%34+ 8K#>H_2B3
*ML^91)L.[N5;C^)Y*QY5 ;\QHQL4?TQG7]6/DYNIZO);'>W MP*9W8Z!#2U!MB&HIJFFHIJ..@6HFJEFH9J..@VHNJGFHYJ-:@&HAJD6H%J-*
*. M@FHIJHU0+4.U'-4*5!NCFK34A^[%DQUDPG)LW@L;^,(FOF"17R^> ^T$F9P]W MK>;N*GV&SA]!M2&JJ:BFH9J..@:JF:AFH9J-*
*:@ZJN:CFH9J/:@&JA:@6H5J, M:@FJI:@V0K4,U7)4*U!MC&HB+,>FO;!Q+VS>"QOXPB:.^8)%?;XK[^2-GC7>M*
M_O!Q,?];5O=SD6^KZ56I_#"=]>+V6Q2+97;LE*67R95^>/!RH@.(D&U(;JI MJ*:AFHYJ!JJ9J&:AFHUJ#JJYJ..AFH]J*
*:J%J!:A6HQJ":JEJ#9"M0S5Y*QYO$A03>=7 MT]O-6SCNIXD<;'SH]!!4&Z*:BFH:JNFH9J":B6H6JMFHYJ":BVH>JOFH%J!:*
MB&H1JL6HEJ!:BFHC5,M0+4>U M7&J"9M"=^]\;$S1EB.S7MA_U_8Q)==Y-<:.M7_W=2;76=[Z?'G+>/#WD7WJ%XL9>W-
*QLELXFRS76>.UB\S/O6C91;8AJ*JII MJ*:CFH%])JI9J&:CFH-J+JIYJ..C6H!J(:I%J!:C6H)]*;J-4"U#M1S5"E0;.MHYJT%(O.99/EV+@7-*
N^%#7QA$U^PR]7TOTTD_:'.U5SURZ>HS-'4&V(:BJJ M::BFHYJ!:B:J6:AFHYJ#:BZJ>:CFHUJ :B&J1:@6HUJ":BFJC5 M0[4N76R6.U=&=-*
*X(JJFH MIJ&:CFH&JIFH9J&:C6H.JKFHYJ&:CVH!JH6H%J%:C&H))JJ6H-D*U#-5R5"M0 M;8QJTA+\W2LC.V^$Y79Y_\+E?*
+LBR$X183DLR.M%<#]%Y+QYBLCVK/)RM;CZ MXZ?-G1.5KV/97:<^B X:0;4AJJFHIJ&:CFH&JIFH9J&:C6H.JKFHYJ&:CVH!
*MJH6H%J%:C&H))JJ6H-D*U#-5R5"M0;8QJTI+_W?L@.[:$Y79Y_^Y)'SSY>7-% MWK-.R XD83DLS.N=*
<#^09/UA4R>$KVS4IM5RI3R\XKB:_CXKE:!:W$R7RT7U M3?$6]J+Y6L;&Y]JY7!+:$-545--034U -5"
M5(M0+4:U!-525!NA6H9J..H5J#9&-6FI$MWK)O942GNZ#:$-545--034U -5" M5(M0+4:U!-525!NA6H9J..H5J#9&-1&68]->V+@7-
N^%#7QA$U^PR*\WQ?VH MF//F43%/7UF<+U;E4KF=?)NL/UO^I%S=555Y^(X\S6KGNH@.>$$U%=4T5--1 MS4
*U$]4L5+-1S4$U%]4\5/-1+4"U$-4B5(M1+4&U=*NU#2 >H;MF1^Z:H[L6*
*M1^XZ/O)QTA*NW6L9.TB%Y=A<%398A4U6P;*U7LOV@U3.&V^_39]%CLNKQ?SZ M];>1T2$MJ#9$-175-%3342]LX N;^()%?*
*KTI[J>XG#=/<7GM:61T ML NJ#5%-134-U714,U#-1#4+U6Q4->V+P7-O"%375! M(K_>%/O[IGC.!);.IYN;U].#KQK&=TUVVKG+;OFZ**
*[%@5U/+PZ\;QG=_M55HBN'MY8V>AL!R;OL+&K[#Y*U@_U\O;?FK*1?/4E/AV,5\N*D4^?9K.II-5 MJ2P^*;LOKO_W<=WL)M/-*
>>6;V\G\F^*O'W=55DME,K]6AM.JO%HMUI\Q9ZJS M1?7'=/Y9^3BYG:XFL]VKCDUGI]&1+:@V1#45U314TU'-0#43U2Q4LU'-0347
*MU3Q4\U$M0+40U2)4BU$M0;44U4:HEJ%:CFH%JHU135K*1_?:RHYL83DV[X4- M?&$37[#(K[?6_6"7]8?*
PV>E3M"F2VA#55%334$U'-0/53%2S4,U&-0?57%3S M4,U'M0#50E2+4"U&M0354E0;H5J&:CFJ%:@V1C41EF/37MBX%S;OA0U\81-?

*{^,_YB_&(LOHSFX\7S/P[8QB52OZ.M_7NXPQ68[OCWKXO2/TUNF>?@S&=]\O_EIQ;V(JIE@]FW#'+AYO_KFXM,<\?0JZ\V_S/B_S57W3#K^NVRKRJD-UM5O^.G) M.[X1JC9A-_+F-^]MKB9I'[]S/#> TV9WM"9\M^5V,!DFD!__AG__S3U*K,GH MIQ[TKH?KF-C^WK J_D#5Y/;VUWS,PUX3U(_<_^J]1>W4W-/O/?[TD3X]NL?_3WU<+.>CF^7_?^">_O:DG1W6UD^5 M_M?BZ^AF_,^?OJ[NWWC^;?S3K__O_],Z./G_#A5F$NN0F$EB%HG9).:0F$MB M'HEU2:Q'8CZ)!206DEA$8GT2BTDL(;&4Q#(2RTFL(+$!B94D-B0Q"=703!<:MZD)376BL"\UUH<$N--F%1KO0:!<:[]+2?:>+GWWOXF=5^J\?9O?WLZFQ6,YN M_O6S\74T-[Z-[A[&QE\G4^-V=G65MCN;C3^/Y?'S[NCG75>3S M8_Y4?*B\?-/N2V(FB5DD9I.80V(NB7DDUB6Q'HGY)!:06AB8GU22PFL83$M4A++2"PGL8+$!B16DMB0Q%2=VXV[+ZJAH2XTU87&NIYSO;XBHU=%,UMH: M-M;:&Q+2JW=YKTQ?:QGXAFJ.QCOV(T(.4>^]6BZ28B_K2NQR/OGX\/C6 M!I_FLWLC\|-5]Z7 MIO64Q$P2LTC,)C&'Q%P2\TBL2V(]$O-)+""QD,0B$NN36$QB"8FE)):16$YB M!8D-2*PDL2&)]3K$&]=35$-#76B[XUUH;DN--B%)KO0:!>;:[4+#752ZI\Y3O MJ^_E^ZJR?(?SVU7/GO_YW*SWGS5>GV1^^I6_5;;ORHLT?0:9Q#HD9I*816(V MB3DDYI*81V)=$NN1F$]B 8F%)!:16)_$8A)+2"PEL8S$D[U[6?[+J\NSELG^T]%HU>U7E^U=79^>MXZW7^N%XUCH7DL M-)"%)K+02!:5R3O%^OI[L;ZN+-;I,#FZJ^S,UZ__-)V>7EU>[/]I^E!YH:9]ME,1,$K-(S"8QA\1<$O-(K$MB/1+S22P@L9#$(A+KDUA,8@F)I226D5A.8@6)M#4BL)+$AB.DZH1OW851#0UV=UUWB\O+Z^N1JOP^C5[4.-)@W^C!Z732/A0:R MT$06&LFB,GFG#[=.OA?B]8Q52,>WW^=S=?/-9O_?I@L__S9^#":S_]QANOS9T/+I),AH?:!Y.3.B57>>+@^5Y^IK-7W&&=4ZJ&:BFH5J-JHYJ.:BMFH=J753KH9J/:@&JA:@6H5H?U6)42U M1;4,U7)4*U!M@&HEJ@U13355H"U M?N;.MYKFU<7EU>G)R?XSOA\.?.IUZ^SB^O6G=HI_5//X3V4350;Q7SJ;GW*/ M_YK9=!0;C\+R<;?W;@VOM"I[IP>WN\W[UYM7IU56[I;\4ES*2F\EX>C->&+I9M5>'%Y/'H\X?9_*OAYL:_],?W'\?S@^_F7'VIQK67U#JH9J*:A6HVJCFHYJ*: MAVI=5.NAFHIJ .J%J!:A6A_58E1+4"U%M0S5>U%M.3;NQ>:]V, 7F_AB(U]LYHL-?;&I+S;VA>7^;IUO;^K\T[8+-<#RS%&5G=0Z MJ&:BFH5J-JHYJ.:BFH=J753KH9J/:@&JA:@6H5H?U6)42UM1;4,U7)4*U!M M@&HEJ@U136(Y-NW%QKW8O!<;^&(37VSDB\U\L:$O-O7%QKZPW-^M]O)O%;F M"LROT7@^F=T:LT_&ES/C9C9=/-S?CY9CX[>'-MQ>KVBX7Q87;_<3(=K9^6UKOOJ6-?NT. MJKGO_JH\]'YT4:V';CZJ!:@6HEJ$:GU4BU$M0;44U3)4RU&M0+4!JI7O_EXVM1. ^';O*Z>>EF!Q%9KB:+FY=N=A.1Y=@H%YOEJ@GSYJ6;'49D.2SC=TOW9AMQ M]6'EL1=V'+'Z:HW;-JEU4,U$-0O5;%1S4,U%->]9N]HZ_7;R]_WWX.^BU^RA MFH]J .J%J!:A6A_58E1+4"U%M0S5YO?)8O7O'U_V.9]_K)<M&*/_'X_JUW.T$7&E&M@VHFJEFH9J.:@VHNJGDU?\A;YX]_J@]6:G26$=5\ M5 M0+42U"-7ZJ!:C6H)J*:IEJ):C6H%JU0K46V(;JK)_^:5&N78:!>;[6+# M76RZBXUWL?DN-N!5D_#-2SP[1TEQNR5^,TC9JEZDW"KQD_OQ8GT^_/&P^.WZMP,KZ)'G]@7'C/\9D.;X_6.;)]:_/J-9!-1/5+%2S4LRTM?<4AH=> ML8MJ/53S42UM1#5(E3KHUJ,:@FJI:B6H5J..:@6J#5"M//!=ZWKWF]80O:!J M8KQY%V='*5F.C6:QV2PVG,6FL]AXELMR;)2+S7)A8;I;Q3?[E*WJ@4K=?AM-_M;\;&=+:EX?O]2NSNK0GZP=*,+E:C60343 MU2Q4LU'-036WYL_AFT]Y>^C=Z*):#]5\5 M0+42U"-7ZJ!:C6H)J*:IEJ):C M6H%JU0KW_NM;(C>#=5$>_-^SBY2LAR;XF)C7&R.BPURL4FNFBAOWL_9C4N6MPR)^MY]O9BY;U3N7'T.++\;M^.ML,5F.;XW)U$CG#XNEH9N;],:/P2Y.KA[M0+4.JIFH9J&:C6H.JKFHYJ%:%]5ZJ.:C6H!J(:I%J-9'M1C5$E1+42U#M1S5 M"E0;H%J).D-4TTO@;^^^M,ZNST].7@^__';@5Y_XOG% ;%S\.J' MKFT>^,S78SSH;PV;F6)#4VQJBHU-L;DI+#AW:F][,V;9_K\X9EE]K::%&-4Z MJ&:BFH5J-JHYJ.:V7V]QG9V>7UV=G.T='T$OVT6U'JKYJ!:@6HAJ$:KU42U&MM0354E3+4"U'M0+5!JA6HMH0U523\HV?H3[P;?KT\NKTZKI]NE^(V2MW#@7$ MR=GE^?79]7YO/O"IK?/6>?OJZOILOS^S]Y*-6#D'?[M/6M=7U_L#]"Y[939F MQ>:LL*#=[<:;P"E/_IC95E]M'QKW2'02$]5,5+-0S48U!]7:Y:@*]>8=G)S59#DOYW0Z_F=11Y4O/#W6A5U55]2*92M:MS$2:V#:B;J6:AFHYJ#:BZJ>:C61;4>JOFH%J!:B&H1JO51+4:U!-525,M0 M+4>UM4&J%:BVA#55!/TS=LZRK%Q+S;OQ0:^V,07&_EB,U]LZ(M-?;&Q+RSW M=]OZ9E:S?DD&W-%&M@VHFJEFH9J..@VHNJGFHUD6U'JKYJ!:@6HAJ$:KU M42U&M0354E3+4"U"M0+5!JA6HMH0U2268]->;-R+S7NQ@2\V\<5&OMC,%QOZ M8E-?;,P+R_W=RKY9[VQ7#QL^/\&^6,YN_O6S\74T-[Z-[A[&QE\G4^-V=G,Q9?1?/PWXS_&7XQ?GO{'H?_$]]OSU>KF:#]4WZO&71T=Y$0U"]5L M5'-0S44U#]6ZJ-9#-1_5 E0+42U"'M3ZJQ:B6H%J*:AFJY:A6H-H U4I4&Z*:M;F*^>5=G1SI9CLU[L8$O-O'%1K[8S!<;^F)37VSL"\O]W:Z^&>EL5X]TOG$8 MAGZS&72L$]4ZJ&:BFH5J-JHYJ.:BFH=J753KH9J/:@&JA:@6H5H?U6)42U M1;4,U7)4*U!M@&HEJ@U133 4=H7G19Q= 68[->[&!+S;QQ4;^V,P7&_IB4U]L M[O+_=VBOUD ;5^QYVC0J4]4ZZ":B6H6JMFHYJ":BVH>JG51K8=J/JH%J!:B M6H1J?52+42U!M135,E3+4:UM0&JE:@V1#6)Y=BT%QOW8O->;,"+37RQD2\V M\\6&OMC4%QO[PG)_M]O1D';U:.@PS\C\;,PGG[\L MUV\],Q_?C"??GD[6//W+\7&:BJ,TZ&8HJG50S40U"]5L5'-0S44U!UF]V#JZ MM7=JJXM>L(=J/JH%J!:B6H1J?52+42U!M135,E3+4:UM0&JE:@V1#75A'SS MIHYR;(:+#7&Q*2XVQL7FN-@@%YOD\EB.C7UAN;_3U$\W.Z:GU3NF\(GWZJLUMK>FHUDU]4L5+-1S4$U%]6\9ZWN%19=]*H]5/-1+4"U$-4B5.NC6HQJ":JE MJ):A6HYJ!:H-4*U$M2&JJ2;F&W?U([^OBHUH=8ZJKGCL)[+)*C9:Q6:KV'"5 MQW)L" M+X=WFO%DY/:U>.?TPFR[GDX\/CT?)A\UG]T;D1J9A3:.CZ7E^?M/8VCCWTMLEU4ZZ&:CVH!JH6H%J%:'I5B5$M0+46U#-5R5"M0;8!JY8%O76>MJ^NKT[V6 M-D0OJYKD;EZ&V0E2EF-36FQ,B\UIL4$M-JGELAP;Z&(375BD[];O]J9^5^XE M_1K.;U=->_[G]Z,E3_\T)HO%P_CVZ',EU5=IW+_195)4,U'-0C4;U1Q4U -5"5(M0K8]J,:HEJ):B6H9J.:H5J#9M1+5AJBFFA+0O,FW M7_]{(2> M5F^6I;/EZ*ZZ,J,CGZC60343U2Q4LU'-0347U3Q4ZZ):#]5\5 M0+42U"-7Z MJ!:C6H)J*:IEJ):C6H%JU0K46V(;JK)^:5^?38RLQ.?!Y[7?/83V3S5VP MBTU@L1$L-H/%AK"P%-ZMS)M9SM6'E95Y?/[U-E_%VW^^V&R_/-GX\-H/O[S M?09$]['.Z?)G0\NGLR*CCW?C]GYU=7*V?R"$O&P7U7]HYJ-:@&HAJD6HUD>U&-425$M1+4.UM'-4*5!N@6GG@6U>K=7YRV;JZ:N\?"2$OK)H(;]Z*48Z-:;$Y+3:HQ2:UV*@6 MF]5R68Z-=+&9+BS4=WOX9G#SM'(=:/<=P7^K?%OO:JEQRT:W-E'-1#4+U6Q4 MW-EF.S7NQ@2\V\<5&OMC,%QOZ8E-?;.P+R_W=MK[9VCQ]V@>BWM;[ME%PO^H!J'50S4;-Z+#7RQB2\V\L5FOMC0%YOZ8F-?6.[O M5O;-Y.;149.;V)L%/EVM[CU\/E3?]\9='5W-1#4+U6Q4G75M;OTOQ:6,Y&8RGMZ,%X9N_OTP64P>W]/PPVS^U7#SZG,TZ-8FJG50S40U"]5L M5'-0S44U#]6ZJ-9#-1_5E0+42U"'M3ZJQ:B6H%J*:AFJY:A6H-H U4I4&Z*: M:CI"\Z+/;FVR')OW8@-?;.*+C7RQF2\V],6FOMC8%Y;[NT5_L[5Y>LV>HT&7 M-%&M@VHFJEFH9J..@VHNJGFHUD6U'JKYJ!:@6HAJ$:KU42U&M0354E3+4"U' MM0+5!JA6HMH0U2268]->;-R+S7NQ@2\V\<5&OMC,%QOZ8E-?;,P+R_V=RGZV M&=T\JQ[=#![63Z@;LT_&S?,)FN?W,)]//G]9KM\?9CZ^&4^^C8]^&_/J"S8MM]:C60343U2Q4LU'-0347U;QG;?M-M_8G-]$+]E#-1[4 U4)4BU'"MCVHQJB6H MEJ):AFHYJA6H-D"U$M6&J*::D&_;^F;D\ZQNY[,]\5Y]M<8U'5W[1#43U2Q4LU'-0347U3Q4ZZ):#]5\ M5 M0+42U"-7ZJ!:C6H)J*:IEJ):C6H%J U0K46V(;JH]\T;_1-7NU'//!KDZ MQU[7//83V?P5&\!B$UAL!(O-8+$A+"R%=_MU>],OJU<\H_GXTW@^'[^^KMBU M71I=[D2U#JJ9J&:AFHUJ#JJYJ.8J:Y=[WRQ?/>V-3G*BFH]J ;J%J!:A6A_5 M8E1+4"U%M0S5O"2C')OC8H-<;)*+C7*Q62XVS,6F MN3R68V-?6.[OUO+-".A9]0AH.+^=3-><#1B\'4Y[^:4P6BX=55S_Z5 JZ%(IJ M'50S4GEZ>[Z^W>>AENZC60S4?U0)4"U$M0K4^]L6H MEJ!:BFH9JN6H5J#:_-7*8[]U#=''+JB:ZF_?O(I\,L?FKSM$7-H_^3#8XQ2:G MV.B4RW)LPHJ-6&$9NUN(-Q.?JP^K"G$Z6X[NJKMN)="XZY):!]5,5+-0S48UM!]7<9^V(KDM>MHMJ/53S42U M1#5(E3KHUJ,:@FJI:B6H5J..@6J#5"M//9; MUQ"]K&I2N7G7/?++$)N_ZAQ]8?/HSV2#4VQRBHU.N2S')JS8B!66L;M==S.C M>58]HQD]?+R;W!C)TU.^/^B- ZOO0^.ZC YPHIJ):A;JV:CFH)J+:AZJ=5&MMAVH^J@6H%J):A&I]5(M1+4&U%-4R5,M1K4"U :J5J#9$-=54A.;%FQW@9#DV M[\4&OMC$%QOY8C-?;.B+37VQL2\L]W=[_F:\XP=X#Q#!SA1K8-J)JI9J&:C MFH-J+JIYJ-9%M1ZJ^:@6H%J(:A&J]5$M1K4$U5)4RU M1[4"U0:H5J+:$-4D MEF/37FS \JQO@G'X;SY>3MCW=CX^O^2R=WSVA7GE4AEXX^H%H'U4Q4LU#-1C4'U=QG;><_0UZ?7+7.]X^J MH,..J-9#-1_5 E0+42U"'M3ZJQ:B6H%J*:AFJY:A6H-H UOB M>O^L"CNJR7)L1HL-:;$I+3:FQ>:TV* 6F]1R68Y-=+&1+BS3=_OW9E3SK&Y4 M<[J<3SX^//!YS^32?W1N1&YF&-9F.IC>3Z6?CTVQNW(P67ZKK-SJ:B6H=5#-1 MS4(U&]4<5'-1 MS4.U+JKU4,U'M0#50E2+4*V/:O&S=OZH/;\5]L7YJQ=() <^[_SBY-7GI8>\ ML]>?EQWY>3GZU19'7G5PX/,>/VWO\TKTW@U13351V+S/LON<+,=FH=@P%)N& M8N-0;!Z*#42QB2@V$H5EXFZ?W>QSGE>,"?VJV]O'<]6C.V-T/WN8+HW;^>CW MP_DHM.Z6,X?UF\Y_K-AK:YEZ+&1''^SB MZ+@FJG50S40U"]5L5'-0S44U#]6ZJ-9#-1_5E0+42U"'M3ZJQ:B6H%J*:AFJ MY:A6H-H U4I4&YX?&/2\N'K]A+UJ@KQY&V<7.%F.C7*Q62XVS,6FN=@X%YOG M8@-=;*(+B_3=-KY9X#RO7N!L]LXE_NB/R?W#_0|L,Q-TR!/5.JAFHIJ%:C;J M.:CFH]'-EU4ZZ&:CVH!JH6H%J%:'I5B5$M0+46U#-5R5"M0;8!J):H-44TU M5:+YSP/L)"C+L7DO-O#%)K[8R!>;^6)#7VSJBXU]8;F_^_/ 9A+T_&E_"'LS M$W32$]4ZJ&:BFH5J-JHYJ.:BFH=J753KH9J/:@&JA:@6H5H?U6)42U M1;4, MU7)4*U!M@&HEJ@U136(Y-NW%QKW8O!<;^&(37VSDB\U\L:$O-O7%QKZPW-^IM]!>;2<^+ROVAYJ_3K/:;=G94ZZ":B6H6JMFHYJ":BVH>JG51K8=J/JH%J!:B M6H1J?52+42U!M135,E3+4:U M0&JE<_:SGGTTP-G8(:H9563Y(WK,,NQ22XV MRL5FN=@P%YOF8N-<;)Z+#72QB2XLTG?K^&:N\Z)ZKK/I^?9JKG$;1X]9VWT7BP/9UT4OVT.U'J4"5M1+4*U/JK%J)8<^PU&-425$M1+4.U'-4*5!N@6HEJ0U1336UHWOW9S4V68_-> M;."+37RQD2\V\\6&OMC4%QO[PG)_M_MO-CJ+ M-*

B[VI-9!-1/5+%2S4Y;]M]]RQC]-MVA-42U$M0[4P[-XMYYNMSPMXZ[/:;]R[T:U/5#-1S4(U&]4<5'-1S4.U+]KU4,V_M>+VG>'U@3S%KQH>N.I9^_55(_2J?52+42U!M135,E3+4:U M0&JE:@V1#75 M1'3SGGW<]Q&QX;O.H>\DEP>NRP;KV&05&ZUBLU5LN(I-5['Q*BQ?=JOQ9C?T M ML-K98:MV)T-Q353%2S4,U&-0?57%3S4*V+:CU4\U$M0+7PXO6ZX?FAZHP.

M@J):C&H)JJ6HEJ%:CFH%J@U0K42U(;JI)L&;5V=V-Y3EV" 7F^1BHUQLEHL- M<[%I+C;.Q>:YL$#?K>&;W=_+=C>TFFOV=EQ499C M\UYLX(M-?+&1+S;SQ8:^7E*_]K^RL(S\N+-%WR_AF-O2B>C;4FCW,EU_^6]Y\ M!=T(1;4.JIFH9J&:C6H.JKFHYJ%:%]5ZJ.:C6H!J(:I%J-9'M1C5$E1+42U# MM1S5"E0;H%J):D-44TUO:%[KV8U0EF/S7FS@BTU\L9$O-O/%AK[8U!<;^\)R M?[?\;S9"+]B-T

*MT(Q35.JAFHIJ%:C:J.:CFH]':EU4ZZ&:CVH!JH6H%J%: M']5B5$M0+46U#-5R5"M0;8!J):H-44UB.3;MQ<:]V+P7&_AB$U]LY(O-?+&AM+S;UQ<:^L-S?J>R7FXW02W@CM-IKVMDO#^RMM5JO_BM)Y\C/,X_\/ O]*FQ4 M#UW=62XU;,;K5>?EZ/N_R[$!U1DKN<8EN_WZJ>*3R?T M.^AE352$4,U&-0?57%3S4*V+:CU4\U$M0+4ZZ-:C&H)JJ6HEJ%:CFH% MJ@U0K42U(;JI)LB;MW%V.9/EV+P7&_AB$U]LY(O-?+&A+S;UQ<:^L-S?;>.; MY:C61;4>JOFH%J!:B&H1JO51+4:U!-525,M0+4>U M4&J%:BVA#55-,8 MFM=^=GV3Y=B\%QOX8A-*

?;.2+S7RQH2\V]<7&OK#JG51K8=J/JH%J!:B6H1J?52+42U!M135,E3+ M4:U M0&JE:@V1#6)Y=BT%QOW8O->;."+37RQD2\V\\6&OMC4%QO[PG)_M[)O M-CDQJS9>OAIY:[?,#1ZNZZ'5[J.:C M6H!J(:I%J-9'M1C5$E1+42U#M1S5"E0;H%J):D-44TV2-Z_C,=&N=@L%QOF M8M-<;)R+S7.Q@2ZJY=C8%Y,[NW5\,P-Z63T#^F&T^'(W7BR,\1_C^!C?*

*&G^=3(W%E]'J^G\S_O/\T<&NC@Z%HEH'U4Q4LU#-.M1C4'U5Q4\YZUBZVN?GUZ>?ZZJ:,3H*CFHU] :B&J1:C61[48U1)42U$M0[4<MU0I4&Z!:B6I#5%--R#=OZNQ2*,NQ22XVRL5FN=@P%YOF8N-<'LNQL2\L]W>; M^F8[]+)Z*31X6)]$7]?SY7QT.YE^-FY'?RZ,A^GMZE=OG@Z\&_/QY\GZ_.OC M(?;YY/.758D??9Z/Q^OGV@]6=G1/%-4ZJ&:BFH5]-JHYJ..BFE?SA_SL_/%/ M]*

*<'3+ ^AV**KYJ!:@6HAJ$:KU42U&M0354E3+4"U'M0+5!JA6HMH0U523_\U+ M/+L=RG)LMHL-=[']+C;>Q>:,[V(!73<(W+_'LPBC%[9;XS<+H9?7":/)U-EW,_MYC_L):GHC"BJ=5#-1#4+U6Q4HC.BJ-9!-1/5+%2S4[WD_<[[%5R\@T7&^5BLUQLF(M-*

*<[%Q+C;/Q0:ZL$3?;>.,;X=*KZN'2Y/'E MI2\O/5W.C,GTVWBQG,T71[\.M?H*C?LY.FB*:B;J6:AFHYJ#:BZJ>< .;]NM0 M6ZVS R]$12_;0S4?U0)4"U$M0K4^JL6HEJ!:BFH9JN6H5J#:.-5*5!NBFFJR MO7GU9I=/68Z-[.; M?_V/AZ_K+CZ9W1H?*

QY\GT^GZO6)F4V/Y96Q\N)LMUO^S,UJ.#Q9S=-,4U3JH M9J:A6HVJCFHYM;\ 3R]>/,=7#STCG11K8=J/JH%J!:B6H1J?52+42U!M135*

M,E3+4:U M0&JE:@V1#751'WSOLX.F+(<&^YBTUULO(O-=[$!KYJ$;]['7V0%3 MEL-R?

[>O;P?9,5Q\VZ.NC3\OQ_+BB7NDV+NJDUDU]4L5+-1S4$UM^9/WH5Q M\YLNOQPNZN0=Z:).:#]5\5

M0+42U"-7ZJ!:C6H)J:IEJ):C6H%J U0K46V(M:JK) ^.9%'>78;!<;[F+376R\B\UWL0&OFH1O7M11CHU]8;F_6]0WLZ57U;.E MA]]]_6*

S1P=+4:V#:B;J6:AFHYJ#:BZJ>35_<-LG;[ZC.GH_>]CFHU] :B&J M1:C61[48U1)42U$M0[4-0G?O)BS Z84MUO,-

P.F5]4#INFFCAO+ +ZLK?)G=W3X_GWZPGJ,; MI:C60343U2Q4LU'-0347U;R:/[ZG%?4<72U%-1_5 E0+42U"M3ZJQ;B6H%J M:AFJY:A6H-H U4I4&Z*:;I*]>3UG5TM9CLUVL>$N-MW%QKO8?!<;\I*I)^.;.U MG%TMI;C=>KY9+;VJ'G3\,%I\>7DKQ?&M,9D;Z?*

*QAL31TM5Z_YY6'7K6+:CU4\U$M0+40U2)4ZZ-:C&H) MJJ6HEJ%:CFH%J@U0K42U(;JI)LJ;]W%V@)3EV"07&^5BLUQLF(M-<[DLQZ:^*

MV-@7EON[?7PS0'K5>(#4'_TQN7^X_U&;I-5WJ'&=1S=)46^[NE?[-)>L5NDEZAFZ2HUD$U M$]4L5+-1S4$U%]4\5.NB6@_5?

%0+4"U$M0C5^[@6HUJ':BFJ9.B6HUJ:.@-4 M*U%MB&H2R[%I+S;NQ>.]V. 7F_AB(U]LYHL-?;&I+S;VA>7^3F6_WFR27L.; MI-5>T\Z.:AU4,U'-0C4;U1Q4.S:"7[.);#]5\5 M0+42U"-7Z MJ!:C6H)J*:IEJ):C6H%J U0KG[6=@;6+JY-7WJ[&Z&55$]-FS;+L2$M-J7%*

*MQK38G!8;U&*36B[+L8$N-M&%1?INT]fLC5[7[(V^/A'S879_OS[=K<6-'5TI1S40U"]5L5'-0S44U#]6ZJ-9#-1_5 E0+42U"M3ZJQ:B6*

MH%J:AFJY:A6H-H U4I4&Z*::FI#\^[/3IFR')OW8@-?;.*+C7RQF2\V],6F MOMC8%Y;[N]V_O>G^;?1@S#6Z6XIJ'50S4;-Z+#7RQB2\V*

M\L5FQMC0%YOZ8F-?6.[O5O;-PNEU]'Q>KVB\7Z?V/D^EH_>3\P6*/]IZB6@?53%2S4,U& M-0?*

5W)H_E]VG.:6#)1Z=/46U'JKYJ!:@6HAJ$:KU42U&M0354E3+4"U'M0+5 M!JA6HMH0U523_\U+/#M[RG)LMHL-=['I+C;>Q>:

f:@^>8EG9T]9#LO]W1*_MF3U=?5C5EIX/V"R6LYM__6Q\'I1CXUYLWHL-?+&) M+S;RQ6:^V- 7F_IZB?WK1^[I-2TG?U\?+M]]28NP1-*

_MZIOETVMJ^;0::ES# MT>535#-1S4(U&]4<5'-K_JB]O5T?JH?>CBVH]5>-1+4"U$-4B5.NC6HQJ":JE MJ):A6HYJ!:H-4*U$M2&JJ2;3FU?

*N]W[?%AOCJLGQJGO"AK;8U!8;VV)S6S7! MW;Q*LXNF+(?E^6[AWBR:7K.+IM5O';_*

M]_NVV!A738Y7W1,VM,6FMMC8%IO;J@GNYK6;72IE.2S/=VOW9JGTNGJI=.MY

M[LG]>+$^2/YXJORE>A]QLMSXCS%9CN\/EG1TU!35.JAFHIJ%:C;J.:CF/FL[M[W'6VG]G1G30%-5ZJ.:C6H!J(:I%J-

9'M1C5$E1+42U#M1S5"E0;H%J):D-4 M4TWB-Z_C[IR[$1+C;&Q>:XV" 7F^1R68Y-?;&Q+RSW=VO[9M#TNGK05+??*

M1M.;L3&=+2>K?WQ=5?7YNJJ/OGZ]F]R,/MZ-C70\OW]IZ)U5=S_8S]&54E3K MH)J):A;JV:CFH)I;\^?P_.WGT-

*%!4E3KH9J/:@&JA:@6H5H?U6)42U M1;4, MU7)4*U!M@&HEJ@U1335YW[RTLX.D+,=&N]AL%QON8M-=;+RK)M^;EW9VD)3E ML-S?*

+>V;0=+KRO6D7\WO;]>R_=SZ_=>[\7)L?'QY9OUFZYGUT:?E>&Z$\\GG MU;_<'5?IT1535.N@FHEJ%JK9J.:@FEOSI_3LZNE-

70ZW>G2S%-5ZJ.:C6H!J M(:I%J-9'M1C5$E1+42U#M1S5"E0;H%J):D-44TTA:-[JV4Z+&>RG,5R-LLY+.:?

*6_7ELG;]]M)V]*UV6Z[&2S79;D>R_DL%[!Y@N4&_M+%>RW)#E5-_/NY:::2S0O^^CR*LN9+&>QG,UR M#LNY+]SY(_?*

\]CCMO;?'8;_99;D>R_DL%[!Y M@N4&+%>RW)#E5!?X[ZCP]=^T!8>V.D==%0YCP6DL.(X%Y[%2S79;D>R_DL%[!<

*MR'(1R_59+F;YA.52ELM8+F>Y@N4&+%>RW)#E5%^ZF*_M\L[(2\XY07'O."<%QST@I->*

*<-2+R_J]*K^95%U_7/G,>Q7)_E8I9+6"YEN8SE4?]> B(+@)"*X"@KN X#(@N T(K@._^X#@0B"N$>S] MB+*

*9@5U_O+X"=VP>G8%EN0[+F2QGL9S-<@[+N2SGL5R7Y7HLY[-YF.42EDM9+F.YG.4*EANP7,ER0Y:38 _N 8*+@. F(+@*".X"@LN X#8@*

MN X(@.""X&X1K#7[#<[L^N/]Y\]?WZF?[&G M95FNPW(FRUDL9[.P7,AR$%G/Q]?;+F^TM#]BKJ9H-V_7'E>9[']=FY\FLT_C2?

+|>UCEW^J[.L" M7U7>T=U9ENNPG,ER%LO9+.>PG,MRW@MWL?67H77R^'^[+Y3JLA?NL9S/<@'+ MA2P7L5R?

*Y6*62U@N9;F,Y7*6*UANP'(ERPU93G59_XY>SB[0PAX<\H)37G#,_M"\YYP4$O..GEP1Y<",0U@KWVOAFC77]SZ:WQ83;]-IXO)Q_O*

MQD8TG]U/%JO/^],(9LOQCSNAC\[6LER'Y4R6LUC.9CF'Y5R6\UBNRW(JEO-9 M+F"YD.4BENNS7,QR"Q7,YR!#_-,ID8Z?

*U@L#=W>.QUNRS78SF?Y0*6"UDN8KD^R\4LE[!@N.,\'Y+3C !2>X7-B#DUYPU(O+*

M^KU"WMXJY)5;5H=.Z%BSA_GRRW_+"9WJ.]N\ZK,#M2AGLIS%,=/S; M [6L!SQ7)_E8I9+6"YEN8SEL]_:PEU]

M7/4?!'JST73]=CO&ZA^CSY_GX\^CY?CER,[A:E\)-[_V)-=A.9/E+):S6<-:KAWE[K7UK]KJ95

M/7O[=%AGL3YH\W4^N7G_6]Y77Z=YF6=7;%'.9#F+Y6R6/?:,/LL%+!>R7,1R?9:+62YAN93E,I;+6:Y@N0'+E2PW9#G5I?X[>CR

M3UPCV>OS6-FVK=I4:[# M2S7?>'J7KW;8Z_KLUS <\H)C7G#."PYZP4FO+NQQC6"O MMF\-S[;JAV+$?K/K_ZU[/YZE<>[G_<2VC9S5J4

MZ["RW59KL=R/LL%+!>R7,1R?9:+62YAN93E,I;+6:Y@ MN0'+E2PW9#G5-8QW_,P ;],R'MP$!%SG,-R+LMY+-

=EN1[+^2P7L%S(PU^ZW5VU;UZNV[#O&PV[0HUV$YD^4LEK-9SF$Y]X4[XDWN MV=59E.NQG,]R Q7)_E8I9+6"YEN8SE"H%Y?

UNX6\O;4GVZ[#ZH,WM8+I;K#R;3S\:7]=VM\?'/ M57V?+">CNZ?/_C[NQW/%W_V.&K[T7C#H]R'98S6P7.IR&PW(#E2I8;LIS]^L,[?B**

UVY9#VX"@JN X"X@ MN P(;@."ZX#@/B"X$(AK!'L_$;2W?B)X&L;"SMRWV4%:E.NPG,ER%LO9+.>P MG,MR'LMU6:[' #W[UY9H7?

*W:O%N5,EK-8SF8YA^5N*N= MDT'[9X&Z[%5[+.>S7,!R(<,H+CGEYL <7 G&-8*_0;^W0KCZN*O3!P_]\ MS?]_G(^>CR0?*

SOZU-.,CSY/UT_>/1W7ED\]?E@MC]'D^ M'M^/WWB=;?55F_=ZDNNPG,ER%LO9+.>PG,MR7MV?]M;YXQ_OPT_>D_>DQW(^ MRP4L%

I)_X.A77?:_H^NC'M<(]KK^UGIMNW]]MO@_M,3^Q_N1HN%H1]W MA)_=O46Y#LN9+&>QG,UR#LNY+.>Q7)?E>BSGLUS*

*QG,UR#LNY+.>Q7)?E>BSGLUS M2_S7,!R(<,0+SGAYL <7 G&-8*_0;RWY@.5"EHM8KL]R,R M7,9R.<,H+CGG!.2\XZ.7!'EP(*

MQ#6"O4J_-6W;KIFVG4V7\\G'A\>#]9_FLWLC MOZU^7IY=NT6Y#LN9+&>QG,UR#LNY+]SV$^FGE]?7)ZV+5^M8[-PMRO58SF>Y

M@.5"EHM8KL]R,R7,9R.W ?$%P(Q#6"W2I_NC6*>UH]BIN.{[_.YNL=7//?#Y/EGS\;_M'T;S^9_K$J_[V<-

T^;.AY5/9'WV\&Z_/WT2K0O_&^^I47ZQQHT>Y#LN9+&>Q MG,UR#LNY+]SVZOO9Z?G5U<\X#7B[LP7U_<"$0*

*MUPCV&OW6WNWI_\'>[?;;Z/SVP]Y&I_H>-O\Q@%W"13F3Y2R6LUG.83F7Y3R6 MZ[)S7,)R*S7,%R Y8K66[(MPF4]N*

D(K@"NX#@.B"X#0BN X+[@.!"(*X1[/VLT-[Z60%>PCUEEW\1KL-R M)LM9+&>SG,-R+LMY+-=EN1[+^2P7L%S(PU^ZTEW-/[M)=P?*

\#8ZU5=LWOW9,5R4,UG.8CF;Y1R6^$]WT8'O62/Y7R6"U@N9+F(MY?HL%[_F7]>!X%YSO@@-><,(+ MCGC!&2\/]N!"

*(*X1[!7ZK27MWTJE]RYQ]NGES)[D. MRYDL9[&P7,AR$]H[Z@']{S@B!><\8)#7G#*"XYYP3DO#_;@ M0B"N$>RU]ZUMV]/J;=MP?*

CN9KE]E^_(T_-,_CP7,AR$V9T\K-[!^36?+T5U-36?79E&NPW(FRUDL9[.'M9%&NQW(^RP4L%[)<$Q+SCG!0>]7-

*B#^X#@0B"N$>S5]*TAV=/[(=F]]\&)'C[>36Z, MY.E)^!_V-CCL[BS*=5C.9#F+Y6R6P7.IR&PW(#E2I8;LIS]BL4[?E2)VI9#VX"@JN*

X"X@N P(;@." MZX#@/B"X$(AK!'L_*FQ-U)X^+69Q;X/#;M"B7(?E3):S6,YF.8?E7);S6[+ MU2[7?QO/E9#U=]77_%;2[*

M9_"K#_2P4[4HUV$YD^4LEK-9SF$Y]X7;.=!S?7+5.G]UGH==]D6Y'LOY+!>P M7,AR$O!&2\XY 6G

*MO."8%YSSY#LN9+&>QG.UR#LNY+]Q.DS]=*PZ[MV*_RZ(6[+-=C.9_E I8+62YBN3[+Q2R7L%S*95G/3CC!8>\X)07'/,"_]$;32??!LM*

*MQT9TM[H']^M_^8-/Z5??U^8_$+!CM2AGLIS%,=/S7 8[6L!SUA!V1I MKL-R)LM9+&>SG,-R[@NW?;3G[/KZY/6;;]+7[;)S M7,)R*S7,%R*

Y8K66[(7BEEO7@C!<<\H)37G#,"\YYN;_'M]P'!A4!<(]AK\ELKM:N/WWNR)QG?S:WQO9+PG,MR'LMU6:[*S7,)R*S7,%R*

Y8K66[(3V:WQNR3L9S%JO;+Q;&A]G]Q\ETM'Z]_W#_9Y=V4:[# M2S79;D>R_EU?]5;QOULNOQRN.N_]Z8A^T5$+-=GN9CE

M$I9+62YCN9SE"I8;L%S)$>OAV=V60].>,$1+SCC!8>\X)07'/," MOS6S>U8]LJL9?UP:[G2QG@^LWZWG9\.:7QANCS%67]>

F(+@".X"@LN X#8@N X([@.""X&X1K#WX\/6JN[9T]@7_M=TJ?G<|%N0[+F2QGL9S-<@[+N2SGL5R7Y7HLY[-YF.42EDM9*

*M+F.YG.4*EANP7,ER0Y:38 _N 8*+@. F(+@*".X"@LN X#8@N X([@.""X&X M1K#;[,^W1G;/]T=V?] I_>]K-N[_*-=A.9/E+):S6Q7,YR!*

<,@+3GG!,2\XYP4'O;BDW^OU6XN!Y6+N!W9JL8_M_G1Y_S M\>=U?[\=?YTM)H>/Z5>#S2L[.XN+9:_KL5R7

*MY7HLYQ_[FQRPUPU9+F*Y/LO%+)>P7,IR&PW(#E2I8;LIS]POL==1R> MLF4].+T%Q[?@_!8'6]OU?'*2:U?=7O[>"Y^=&>,*

M'E\I:]S.1[^_|=PYNV+P\+S@[/HES$G!X"TYOP?$M.+_EP!X<](*37G#4B\OZO1Z^-3Q[7CT\6_4Z6&OV,%]^^6]Y*

M(6SUO6Y>^=DA6Y0S6ZMO&.GQ_@N5O6@YN X"H@N L(+@."VX#@.B"X M#P@N!.(;P=[/#UMSMZN/UU? 7@C[[&'-GN0Z+&>RG,5R-

*LLY+,>RG,=R79;K ML9S/<@'+A2P7L5R?Y6*62U@N9;F,Y7*6*UANP'(ERPU93H([N <(+@*"FX#@ M*B"X"P@N X+;@.*

Z(+@/"""X$XAK!7K/?&J(]KQS$>L^!>7;)%N4Z+&>RG,5R M]@NW<[#FP.%KA[VNRW(>RW59KG?H-_GI9,W>[[+/7CA@N9#E(I;KLUS,

<@G+ MI2R7L5S.<@7+#5BN9+DARZDNO=_1Q^'Y6-:#XUMP?@L.<-FP!P>]X*07'/6" MLUX]S-OKXUOSL>?50Y%5)W4B-S(-:S(=36\FT_X81QV81;E.BQGLIS%(=/R+ 2[2L!S/5?;&7[<&NYTU>4?]E?%_F?#6EW-T.,]YQQN|NR2+,IU6,YD.8OE M;)9S6,YE.>^%N]@Z$W-V?NA03)>]L%1+P_VX$(@KA'L MM?:ME=CSRK6J[3>Y=*??QHOENKNO%Z36=?YP;6=G8E&NPW(FRUDL9[. <-++@SVX$(AK!+NM_6)K ?:B M>NLQ^3*;CXVO\|G-V/CK9&K^%V7Y*Z7^'1;_98SF>Y@.5"EHM8KL]R M,R7,9R.<\8)# M7A[LP85 7"/8J_!;8Z\7U6.OYA_C^'Z>WXUOA]-)^/ MUH?C_^J^L]RSP[HUV$YD^4LEK-9SF$YE^6\|%^YJJ]R?_/VD]:K>L[.P*,>S M7,!R($>]A\=C60].>,$1 M+SCC!8>\X)07'//R8 \N!.(:P5Z];V_5^^KQV$9OA>,/_ICQ M7,YR!P7,IR&PW(#E2I8;LIP$>W /$%P$!#7YJZ,]Y(5[+.>S7,!R(P7,AR$5;-GIVY13F3Y2R6LUG.83F7Y;P7;GL,JWUZ> P+O7*/Y7R6"U@N9+F(Y?HL M%[-,*6]>"4%QSS@G-><- +3GK! M42\/]N!"(*X1[+7VK0G;B^H)VZ8G>\[^KY_L82=S4:[#2S79;D>R_DL%[!Y@N4&+%>RW)#E5-<[WO&3 M!#RKRWIP$Q!N,=R/LL%+!>R7,1R?9:+62YAN93E,I,+6:Y@ MN0'+E2PW9#G5)7SSSLYZ<,8+#GG!*2\XY@7GO."@%YST\F /+@3B&L%>9]_:MVKVLWMIM=*XG&/]NZ';T>3(SMKO^CSW84_T%-/\I@=WK13F3Y2R6LUG.83F7 MY3R6Z[)S7,)R*S7,%R Y8K66[(]64]N D(K@*"NX#@,B"X#0BN X+[@.!"(*X1[/THT=[Z4:+-'NRY9+=W M4:[#2S79;D>R_DL%[!Y M@N4&+%>RW)#E)- B#>X#@(B"X"0BN H*[@._R(+@-"*X#@ON X$(@KA'L-?NM M[=W+R@VPYF_94^TU;_;L]B[*F2QGL9S- <@[+N2SGO7#;6USGYX=/]K"SNBCG MLUS ; '%P)QC6"QM&_-ZO[OVNZM-ZT[:^#P5]D:S<7,Q=O& M3M/$KT:55L/Y?#[=$7LG1F- #!+@SD?KA!^QX3(C##LR3WI3$R0.5D-9OTS]I M;1X?BO:WT]7U3;I.)>F_T^7E;)4FB_?)OZ;+Y73[T?QLM;I+KY*_S>;)ZGJZ M>05_3_I_.CYHC_X9,<7O>1RELM;KF"YHN5*EBM;KO+([9[5OWCY^M4S02^? MMV:YNN4:EFM:KF6YMN4ZENM:KF>YON4&EAM:;F2YL>4FEHNL\7]"T%,/C_C M,S[PD \\Y0./^M)WN:[M.EW(YR^4M5[!]X\O>KM.E7- YR!R7-ERE4=N M]VS^^8MOW';3KM.E7-UR#R7-MR'S7-]R \L-+3>RW-AR$\M% MUHP_H=KQ.EWKX2D? >,P'GO.!!WW@21]XU$<%>S@(PA7!7K7OK--]?7B=[GVU MSW:J_6.ZO-P\F'[XQ]WR[79;RN4LE[='O&!9WS@(1]XR@<>\X'G? %2PAX,@7!'L%?O.VMK7!]=GZ;_3VIVVE,M9 M+F^Y@N6*EBM9KFRYRB.W^W7:LV_<(,>NJZ5\X'G?.!!'WC21P5[. C" M% <&71?]F9UWMF^]95[O:?MGUXW)VF=[7^]7BYF:Z7&T_CW_H]VW(_S7Y^5#, M'WZ>HV.>>1V3]25&EAM;;F*YR)KZQW>\]?!X#SS? P_XP!, ^\(@//,,# M#_FH8 \'0;@BV.OXG16V;PZOL-U^,O^_%KS=,4NYG.7REBM8KFBYDN7*EJL\ M]/*'B\.=9Z>+X"O"!)WS@$1]XQ@<>\E'!'@Z"<$6P5_#G.P5_<(/5;[UT M>;L]3G.5OGO^.ZN'__[Q?6XWQ5(N;[F"Y8J6*UFN;+E*UOOV9? (IW5Y]7B2W MB_GZ^KEKRZ!]237+U2W7L%S3'O^!YW_@ A< ($3(' #1%8$G)#O>#VL\O;R?6<[]O#ZV$/ MW9B^^W$Q7RV6/^P.](=? VO%7!G;3+.7REBM8KFBYDN7*E]M8KF]YFN7]EFM8 MKFFYEN7:ENM8KFNYGN7ZEAM8;FBYD>7&EIM8+K*2XH2+!+R.UG]X! *G0. 6 M"!P#@6L@< X$[H' 01"N"/8N$G;6T6X>;Y^!W8'^L\? *7G(YR^4M5[!YO.4*EBM:KF2YLN4JCUS&%VGM,EC*U2W7L%S3GN^!!WS@"1]XQ >>\8&'?%2PAX,@ M7!'L)? S.,M@WAY?!UA:7__R_NX_;9)\MKDWZ8?9?#Z;?T@6\V1]G29O;Q:K M[2]ST_7S>Z8.^\? WNUT.2[F\Y0J6*UJN9+ERUAOQY:^ODJOH^%KN7]=/WZW3YG3UO M]\92+F>YO.4*EBM:KF2Y[Y*U'A[[@>=^X,$?>/('' OV1-?M/ MZ'F\2]9ZK@CV>GYGE^R;P[MD&W?;&]IL[WBY7DZOM@'_C<]*?\^0C@]XNRB6 MP>>^X$'?^#)'WCT1];L/Z'? M\>98Y7W9]Q<[FV,O#F^.[3U5>[*^WCS']+FZO.G\\]6_&'OZ(GC7.YR>T7.ER9P7--R+Q7-=R/PW-!R M(N-+3>Q7&3-_.,KWGIXZ >>^H''?N"Y'WCP!Y[\@4=_9,W^XRO>>JX(]BI^ M9V_LQ>&]LMGYQ>[N]*_W-=+5*XH?=T/[PBS[^4L&NH]5YSQ_=ILF[Q? +9#I/TG^OT_EJ^SG^>I%<+N:KN]O;Z3I-?K]; M;?[^:K7]'P3O9O/I]J/^Y_O?KJJE7,YR>T7,ERY:RWY]G#=W&?;WV[MEI9R-P7--R+Q7- =R/PW-!R(\N-+3>Q7&25P0FMC]?2 M6@]/_ZV_LY9V_A03!WQ5=S#TO'] M+KFV8E])U7(UR]4MU[!GCH!Y[Z@<=^X+D?>/ 'GOR1-?!/Z'?] MX2 (5P1[_;ZS?;B\/+9X[^*;S?-4BYGN;SE"I8K6JYDN7+6&^_;WYVMY%=2 MM5S-M MAZ=^X+$?>.X''OR!)W]DC? X3*AZOGK6>*X*]BM]9/7MQ>/7LSJ?PL]MTM3UA M"NM]?!\#SS@ T_XP", ^\(R/,O9P#P0.@G!%L%?W.UMI+PXO XVK/Z;S MRS29+]:SS;\^;HI^N2WZZ<>/-[/+Z;N;-.FER]O'D/_F.JO#3W-\QMOEM)3+ M6ZY@N:++E2I8K9[T? #ZRI2^D:KF:Y>]6:UBN:;F6Y=]6ZUBN:[F>Y?]6&UAN M:+F1Y<:6FU@NLDK@A+:;']VFMAX=^X*D?>.P'GON!!W]D3?X3VAZOIK6>*X*] MMM]937MQ>#%H_K_?BMW]I/[VXTVZ3I-WCY_37^Y\3O^PO;:YG'W8_[-=Y;_M76-+N9SE\I8K6*YHN9+EREGOUE_>'- IC2U]+U7(UR]4MU[!8VL]5P1[\;^SQ_;B\!;0WMZ!^\]M/YO/UK--VG__G7'LDEO*Y2R7MUS! M'ON!YW[@P1]X\@<>_9$U^T^H> [SEUGJN"+ZH M^_,73UMNMX\/U13;CU7?7!#S@$ I= X!0(W_*!8R!P#03.@<]$#@(PA7!WA7%T\;=[>/M,ZB568]>*WNZ M#- =R>T7,ER9U7,UR=T7,MR;U7,]R?T MW,AR8\M-+!>!/=P!@4,@< D$3H' +1 X\@+70. <"-P#@8,@7!'LE?WY3MD? M7,KU6_=ZNKS_9N]EFOQM-D^N%CRXH66U_]O?DS^2OR<\/OWCV_OH9 M3W%\[- /]N);+6ZY@N:++E2I8K/W*O[KG/=^DYW[M+CWW.JN5JEJM;KF&YIN5: MEFM;KF.YKN5ZENM;;F"YH>5&EAM;;F*YR!KX)R2\W7]+/3S? P_XP!, ^\(@/ M/..CC#W< X&#(%P1["7\T];:]>,?==SG]Q]WMH/[=F>7VS92RYG MN;SE"I8K6]YDN;+E*I:K6]YFN;KE&I9K6JYEN;;E.I;K6]YGN;[E!I8;6FYD MN;'E)I:+P![N@, A$+@$ J= X!8(' .!:R!P#@3N@YON4&EAM:;F2YL>4F MEHNL67]"O=O5NMC#0S[PE \\Y@//^<"#/O"DCPKVG]:K;M]#(_U M=-/+Q? PJ>;N8_Y$NU[/M;J[6DL5BG/^ZH#]W2:[FJ6:UBN:;F6Y=J6ZUBN:[F>Y?J6&UAN:+F1Y<:6FU@N ML@+DA$L*N\\7>[@$ J= X!8(' .!:R!P#@3N@I;K6VY@ MN;'E1I8;6VYBN0CLX0X(' *\2R!P"@1N@< Q$+@& N= X!X(' 3ABF"OI)^V M^6X?'_J?!6^GJ^OD*OVX6-T?!)G-D] [R;K5.XO)R<3=?/Q_W=#>OY7*6RUNN M8+FBY4J6*S]R7]RVY^SLJT,Y%?N\5W7,-R3V7,=R7W MW,!R0\N- +#>VW,1RD37D3\AVNX<7>WC&!Q[R@:=\X#$?>,Y'&7NX!P('0;@B MV,OVISV\V\?PC$_R!P$(0K@B^O)\YV-O^> MO; '?, /L!E[*Y2R7MUS!V>]LX#T[N GLI , ^A\GCX]XNX:56&EAM9;FRY8>4B*Q).R'Z\DM=Z M>. 'GOB!1W[@F1]XZ$<9>[@' @=!N")XR/Z? 5]=INLY-U]/?_G&;+C^D;],, MFU5R_[G[]BC.SN\FR_3]YA6<_7^<_^7GKW__]\T/WIX]]Y/OWJ+\ER]N'ZO[]8+SYNBNXOR;O%>KVX MO7]XG4XW%PO;/[#Y^?O%8OWXB^T3_&NQ_.?]?])O_P%02P,$% @_+#XN M6L79G>=I$@ 4.X !D !X;"]W;W)K&UL[9U= MY2:1//1SH.& (CS[T^_9+6?U6W^=Y8_RQ7FW]=Q?W3;/[!OJZ7MSG MZZQ^4V[S3?LOG\MJG37MU^KNNMY6>;;<-UJOKFW3]*_76;&YN'F[_]N'ZN9M MN6M6Q2;_4!GU;KW.JJ_Y*ORR[L+Z^+Q#$\5=_=-]X?KF[?;[''[_F#>_;#]4 M[;?K$V59K/--790;H\H_O[MX;WV7^D'78+_$? XK\2_WDL]%MRJ>R_*W[DBS? M79C=&N6K?-%TB*S]WT,^RU>KCM2NQ^]'Z,5)LVOX]/,C/=IO?+LQG[(ZGY6K M7XME<__N8GIA+///V6[5_%1^NQ(YXTL-QG&MC'!O;0!LZQ@3.T@7MLX YMX!T;>$;,^,<&_M & MDV.#R=_&TV.#Z=_&P;%!,+2!93[N.7- PD]/.'KRWKWW]_7AP-H?E?.L MR6[>5N47H^J6;WG=A_VAO6_?'HS%IG/AQZ9J_[5HVS4WLW*S;#V5+XWV4UVN MBF76M%]^R%;99I$;'SMP;5P9OWR<&I]^\T_C&Z/8&#_?E[LZVRSKM]=-NPX= MZ?IQU/OAH&<_H_;)\&VGFK/AVTXUY\.WW2:.I\.;6V+S MZ]8P)]?8)]?8>Y[SG&MV595O&B.KZ]8>E L.[5VZ?7=]_:[>9HO\W45[[JSS MZB&_N/G[WRS?_)[R!!(V1\)")"Q"PF(D[!8)2Y PAH1Q)"P%P01_.B=_.CKZ MS2RK[XWV\&4LN@_Y[[OB(5NUAB6M>D!Y>U1WT?IP8T]MWWQ[_?#4@UK!L1Y$ MPD(D+$+"8K5G+6? JB!U[BU1,D#"&A'$D+ 7!!&^Y)V^Y6F^]7RS*76NE]AYL MD;>^^K3*+XU-WE#6.I#\)P= (/M**S;65TA8B(1%2%BL=NO$DER%U$N0,(:$ M<20L!<$$5WDG5WE:5R6;A_;\5%9?G_62I^QTUW("R4U:D;%N0L)")"Q"PF*U M8QVGN\D0_(143) PAH1Q)"P%P00_^2<_^5H_?:CR;58LC?R/;?=X@[SP\Y4= M;SOV5'*45F:LHY"P$ F+D+"8[%C)4$C!! EC2!A'PE(03##4Y&2HB=90_V[N M\!8G'WP,5'WO25=\L^T2E,JA82%2%B$A,5JOU]3B>0I[&""A#$DC"-A*0@F M>&IZ\M14ZZF?RR9,#? #45+U"\4Q'OI/2:HUU%1(6(F1A;K/>M94T^R%5(Q M0<(8$L:1L!0$$VP5G&P5G+GV*[=YU7S=/P'L'OYMUZV_GKVQ"M1?5F\B7:[. MM(ICS86$A4A8A(3%1,>Z4_FNM(T]X'+1]R5MZO;'F@M)"*"V"TF*B\576HG1OD+20B@M@M)BHF]M>=0*JIA :0Q* MXU!:BJ*)MNIS&Y9VV/EXQZ6QE:W:RIQ8@6(M:"0#2@NAM A*BXG^]:>V?,,% MU4R@- :E<2@M1=%$<_6A"^LP[GPN%;4JLD_%JF@*^K&[A1P*GT%I4QJ T#J6E*)IHKS[38>E#':V]JEV^/'M"5!,(M=F#)C_? U6J,=!@UW0&D1E!83O>N8[E1V@ :4Q*(U#;2F*)CJL3WE8^IC' MO[=YE37%YLY8Y5F=/W7:Y>/ &FDY-;)@N?(S? [WV:,=!PQ]06@2EQ43G3@+9 M;]#\!Y3&H#0.I:4HFNBW/@1BZ5,@LW+SD%=-T5XK&INRR4]7CGJW(4?L9U#: M'$H+H;0(2HLM- 4+B^*YZK0E-D4!I#$KC4%J*HHG.[*,DU!DL25ZMC569;21. M1 [RSZ"T.9060FD1E!9;;NS$\@/E*2@T=P*E,2B-0VDIBB8:L0^?6/KTR>-- M7U-EFSH[S#6P*.MGQAN0N8 9E#:'TD(H+8+28DM-JKBN*]L1FE2!TAB4Q[&T M%$437]3NTRJV/JUR'$@?]B3&5A,5KORH8*87'.LR*"V$TB(H+28Z5PW:W4(U M$RB-06D<2DM1--%F?5[%UN=5Q"CS.9NI 8M)H PIZ!5'^PP:7X'2(B@M)GK7 MG5@37S8:-,$"I3$HC4-I*8HF&JU/L-CZ!(OVB>>JW-Q=->V=(.DZ-7LA1]UG M>O'1GL/.-8*=; 0[VXC:MYYR9L/.(H*=1@0[CPAV(I'72+78?:K%UL\E\N3! MBMY>T%@+E#:'TD(H+8+2XB--'-B1PYM0R01*8U :A])2%$UT8I]6L?5IE<.M MW,F$9Z\RB6B%KX2D]9JCC08-KD!I906[TKCZE#!1,HC4%I'$1+43319GUJ MQ=:G5@ZWYGH2&5J"T$$]+H+28Z%YWXBBCZ%#1!$IC4!J'TE(4 M3718GUJQ]:F56;E>%TWW4FI]F*6NW'1W=/EFT;K-^/9? 99,;EO5/TG57E2Z-NRL5OE\8WYAO3M(QM5AD/V6J?7V^XEX$37 :N M;]3W6;M^1K9K[LNJ^&_;**N-\K,QSQ?Y^E-[H? LX6R[1J*CK;C2C^^TH=TW=_MM!^Z)T+/ "Z-+T5S;V1W=U6[\DW\WS.CW73?15CGO)OLN6W[36!=^L[D M.1+YBP0-]T:I\R/MZ0R44W\B3T$9#ELL@]Y;;*MQG,!R?>44KZX;L5@R;#$& MW00^3#1%B8J.[9,Q]F'_[G7DCYV7KPO5\N\]O_1S=!?+ HR'&- #PS%0VAQ*_M"Z&T"$]+H;1;*"V!TAB4QJ&T%$43/=N':&Q]B*:[0FY/3L^>1OU++W"UIU&V MV^2GN?KW9TKBQ#J9^I>3J7V"M$MU? _(L4S[3#F5>&FVK;;ZO+;+ZVBF8E]:4 M%!0Fl;G@M A*BXF^ MM>09VZ"*"93&H#0.I:4HFFBX/CCDZ(-#3PVGN0EVU"3+E>78\E$PTZN- =A@T M*02E15!.3/>OX[OR@Q^H; *E,2B-0VDIBB;:[$GEH3-QH?WH:2T\<^KF(&V^ M&M\>;4<.[#AJ<&7B>[Y\R^:H- 74F=N!++RO,B<6N+'?J6-(;4C(M@N:GBE=_MQ$;ZS1[M DK6.3QB%EU +6@[GBG]'B7D@I8]E7.O#+HAG)(-O*D\-7>*4A6/ MRCXZX^BC,\J8_F4WZ/C\P$7WT.$%Q[^K"7D[&GZE1U]HH'F;J"T"$J+'35S M0\R>!M5,H#0&I7$H+4711(OVL1OGS&0Q^O%%X]=\62Q;KR;;!6DQ9 YB!J7-_MH;002HN@M!A*NX72$BB-06D<2DM1--&P? 8K'\;7CBN>+P#K(X,,,2IM#:2&4 M%D%I,91V"Z4E4!J#TCB4E])HHEG[V(YS9N*:415AH9$6*&T.I84.4;[)=#WY MW@\;?"$TJ;*PT&EHH#0&I7&B/SS/56X@7R-$X_0A&D<_OZT,OCC[T4%CK$E"RF;\O6@L8Z"VBBQ4,X'2&)3&J? Z0?]U2E*18B[P/+CZP,:'_M_75>]8BQKH'2YE!:Z[*)B;EL&JAD3$BJQ5ZAD@F4QJ T3G5'()V?4Y2DZ)D^_M>N$,J2UTONRD'C/;-]! (!I06ND3L86K*OH$F+2A)I:_K5#*!TAB4QHGN\&SY M7(.2%'W3)RC<(<6#!O@&.9X]@]++F4%KH$N5\)?$<>.H9JQH0F4;,5JIE :0Q*

*MX]0^F,AGX!2E*5JG3T6X^E3$R)*L>MIH!T'G4H'20I>8K\3R7-E!T/ %I:D6 M9H5J)E :@](XU1^^\@ .I2DZJ$]PN/H$QYBJJWK4:/M TQI06NBJB0C;5R[< MH"$,0E*MN@J53* T!J5Q:@\$RMGG-:(5;A ^MP35C E-(N('U4R@- ;E<6H?^(%R;?8:X0*W#Q>XA\'7 M/UGXU(7&"J"T.9060FD1E!9#:;=06@*E,2B-0VDIBB8ZMH\SN /C#)K"IWK$ M:+M"8PQ06NBJF0+/4Y]_0W,,A"91^!2JF4!I#$KC1'J8IJ6,'+U&0L'M$PKN ML-HVYTYTT)@"E#:'TD*7&")W;>42$1I3H#35@J90S01*8U :) K#MCSEOU M<@I>GU/PSI2A>6&A4CUVK)6@M#F4%GI$=L&5ST%0R9B05*98A2HF4!J#TCBU M WSI44V*DA1MU$<7/'UTX67U1_70T2:"!AF@M-"C:K\HKP='Q\6>OJCINLHY M)"9H5,508C';]Z:2: +=4@:E<6(3 L\TY8/_-? ('7I_\/3Y@U^SJLK./V;0 M4T8?[=#X 906>NK0MRM/5!%!)6-"D5RB-06D<2DM1--%>?4;!&USH M17D2=0WL"#2L:$I%KO%BJ90&D,2N-06HJBB2{KLP[> MH*S#L =U>M9HET&##U!:Z%'U:N0+_ BJ&1.1,%;J&8"I3$HC5/\XD0LP?)\Y32E+N9-3/D5NIA8C*I02RSF M>($\A5D"W5(&I7%B$RP|*?R0?\:^06OSR]X^LD17EY35@\>[0!HI %*"SUB MU@+;DH]_:%*!D%2*RD(5$RB-06F'$A5CUYM 6@F0(H+7P)C:IX&D%7*T:MUBUT MM1(HC4%I'$I+4331NWT:PM>G(? XJQ"K_(D%S'U#:'$H+?36$0=5KA8K&A"A5 MKQ4JF@P395!1/DPT/2[V?/57T=A]#L,_C$/_Z7]M/C2*:7-H;002HN@M!A*MNX72$BB-06D<2DM1--&S?;;#UV<[_JK7^J?KM>I[>/2O&33Q J6%/I%XD4_= MT+S+><%;J& "I3$HC9_OC!0E*/Z8]!$6_UPEE#%%6/6PT;Z!9EB@M-!7\Q.^ M\H9&!-6,"4U+K<$*U4R@- ;E<;H_+$]^AHO2% W4AUA\?8CEY;55]>#19H(F M6]"TT%>3&7).)8(JQH2B4EL5]IA .0Q*XU3_R[$8E*)HHSX6X^MC,0,KINHI MHST#SZ9\S"30+690&J6,)4CQUM\&BJ!4H+?34Y0E=-/2XHUF%U MM2 MC$ 1J8*H))JBHN2!5$})1-=G-VVUVE_^857?%IC96^><6;[Z9M&M3=?/-/GYIRNV["^O"^%0V M3;G>? {S/LJ92W0+MOW\NR^;QRW7+_U)6O^TU;OX'4$1L#!!0 ("P^+EH(MQ[B!^ 4 L[9 >&PO=V]R:W-H965T])G!97LVU9[M[/Y\5F2Y.@N,AV-&7O MW&=Y$I3L-'^8%[N1)$Z6QY6;]VDR\OLWT91RF]R:5BGR1! M_N]'&F=/5S,R>W[A<_2P+:L7YLO+7?! ;VGY97>3LI-Y1PFCA*9%E*523N^O M9A_(>U^1JX:ZXN^(/A5'QU(UE;LL^UJ=>.'53*Y&1&.Z*2M$P'X]TFL:QQ6) MC>-;"YUUFE7C\? $SW:DGSR9S%Q3T.HO_B<)R>S4S9U)(]X-]7'[.GES:3FA1 M\3997-3_2T]-K:[-I,V^*+.D;68C2**T^1U\;S^(HP9RKD%I&Q31!K5M4$4; MM+9!$VU8M T+T0:],=!%&XRVP1!M,-L&4[3!:ALLT08B/U^YV1+SY1+7?ED% M9;"\S+,G*;_J&:\ZJ$U7]S.,1&FU/F[+G+T;L;YR>9VE(7, [#25V5&1Q% 8E M._D8Q$&ZH=)M!2ZD-S=!3M-R2\MH$\1OI3^E+[77[I?9TM-T9;U_133=X ME=.^%O_H>.VN^.]Y[9[XX!5.NR_>3OKM<^;9SKA*9UREYFGGC?M(\S*ZBZG$ M[@SW-,^9;JF*V7QI)^V"7'H,XCV5WD2I%&9Q'.2%M*/LQK!E3N;==E2NNDV] M+W,:AE[-F%I\TM[6.F]K/^WMJ"CV?%^/LJ?Z&@E; M:.<6,U1%UK2!KP7K'$X=U[*"=:Y@G2=8YX,^O)Z"%IV'%C_M(;9[+,H@#:/T M@6>D48&I1D+"5DB8C80Y"T%+(D5=),Q#PGP0K+<"]&X%Z#^^ N+HV[[:^55_ ML6C>I-7NK_X*S5L+HU)3UP(2MD+";"3,:6"+H[5@$5TU9%D>+ :DJHN$>4B8 M#X+U%H/1+0;CA<60),SJ/[%;;/C68.DH9.H6#DI.06DVE.9 :6LHS872/"C-1]'ZB^(0%I)?G!:.ZTU>/]"\$$JS MB5# (YXB5K.%C.^H;%YCL76C8!Z791##&B-PR>[%QKI06DV$4W^>(5\]R+'YXK*>]*%OD!A MWW.'_(^|>@ XKC#9>-($$JS"2>WXQM/-."#CL^%TCS12?@HV;Z%#P$>^84) MWKC69#-#,SPHS2:GP9NI6ZI^\F=PAU-Y)J*#CM"%TCSA6?@HW;Z?#QD<>>T0 M;EQ@LHFA81V49A.A(,X1*UM#Q^9":9[8%'R4:-^[AS2.P..X<>)DLT(S.RC-M)H)IG"-:N(:.SX72/-%)^"C9OF4/L1R!YG+CM,EVA:9W4)I-N)&;82I#MPI& M<]#1N5":QYN#KK"?H5=?(WA3#L&;@@_>QI&3'^! TE90FJUP(C=3)N;P^CRRO MCA?-04?G0FD>;PX+G54/# (M2;0P[/WJ@KGI,]%.0/T1I(<7TGN'E"X-]N\Z; M)R^;DS+;U<_8W65EF27UX98&(&ULM9UM4^-&%H7_BHI-;255 TC=>F49JC)8[Y:2RB2{GS6V &^,Q4H"DG^_MDC'(ZKYNK'"2#QDPMY_;W?9IM=7'UY?/5?U[6K?;'_7K3?#ZY:]N'B_/S M9G%7WA?-6? 50;KJ_W%3U?=%VO]:WY\U#71;+;:/[]3G3=?O\OEAM3[XNMX_] M7%]=5H_M>K4I?ZZUYO'^OJC__%*NJ^?/)\;)ZP_K& [OVOZ'\ZO+A^*V_%JV MQSW\7'>_G;]1EJO[?3WXT+G+3Z1ML(_Z]*I^;O9^U?BC?JNKW M_I=X^?E$[WM4KLM%VR.*I[^G\KI"[P7PK MFO*Z6O]GM6SO/I^X)]JRO"D>U^TOU7-4[@9D];Q%M6ZV_]>>=['ZB;9X;-KJ M?M>XZ\']:O/R;_'';B+V&G0VR7O%T# {]@,AO[ZS.G'YC#>GNRCGVWC]>DVI.?; M/M3D]0DWI&?\X%A>GW)C^YR?O[Q\MZ_]6=$65Y=U];S5?7S'ZW_8"FC;OGO) MKS:]UK^V=??75=>NO;JN-LM.N>52ZWYJUO5]6;3=+U_;[I].TFVC53?:3P]E M7?32;+1BTT?>=^O*72_XIU*;5TVCG6J_? 9UIWW_W@_:=MMIHO]Y5CTT7VER> MMUTG^U3GBUV'OKQTB!WHD*%EU:;]:S2_Z]B2:#]3MV?OM0_4[?E[[6-U>_N] M]JFZO?- >^[FZO?=>^^R=^5=-X'GWZGI[B;'7E]@7IB0FC^LSC>N?-*8SD^C0 M]?'-.?5Z4#? _6CXHL_L?:QZHFV=%W34W#C8/C\].C3TZ/CO5/'YOYC?*L2?' M-Z>RIQ]FV'"HR9*=R$&RD,?-- M8^:6S@]NA9JVW^W4+UK;:G6JEYW/YE8K_WCH]TG-!:5!$S@'UTC8# GSD; M"0N1L @)BY&P! E+D; Y$I8A83D(- EI2K+MH4EA5HZ7@#V_A70PTMZX>^IL8E.YL>?:8)M3+=5,$A M83[5?4-8-P)DQE#.:)]&*T@/F3%&PA(D+)7GPK%<2Y >\11QFPE1&;)?.0@V M$I_S)CY'*;ZOY;I[Z/:3=EMNNDWS^M-6A<7R?K59-6V_BWXB+X"._+IR)2$J M4T\5(A+FR]UG'K,% (2(SAL2$F>*$1)LD0F:,D; $"4OEN6!,-\3[2E24RX4U+$-V+ ?!1HKTWA3I M*16Y/2* [J:O[5P56&U)YGC0MIS;3A8O)M3+75.DA83[1?],4=SP!,F5(I/1T M\5U0A$P9(V$)$I82D\$,V]4%]5%AS- :%)3Y#=BT'P4;R,_3AD%M7WMK]J;TK M:VVU653WI?;][N+W WDXK2-OY4)I,RC-A]("*"V$TB(H+8;2$B@MA=+F4%H& MI>4HVGA!V7/- &,_K[L#DI<.03_N8)5R9?:)K?HJZ+3:NM5\6WU7K5KB;)CLFW M"AQ)=,H.3!;=G-+T'"Z*[IBH - JSD,AYRL1C%&C*&$I+H+24>FUXXDD*-6.HHWU-GB.#+7I*-ZT9<=M7^\6D;+B\JQPW11U!74@06D^-0*32Q<[MJ N)S"D> ($30G#&4ED!I*34?ABN>+LW),-T5SS.A??=*:A!J/X+29E":OZ.-%FI;/&R!I@R)E.*M76C"&$I+H+24F SQUN[[\Y5! M^Y2C:&-]#@X? 0VWQ>;FU]'9/:2?33]JFI+>ALB'#$B^64+L/E.83W1?M) $T M8TAD/#7DO2K4\P.E)5!:2LV'Y-LE)TT\A=F^J7%=-0U]YB+[,TY=)KX%NU:G MFJQ"1[XC:NNZ>'-&[EH7)>TXH?X>:CH,W:&E6Z)0CP^4ED!I*34CS&".]/Z0 MBG,\6SS9A/8N1]'&$AOWWU>*AISKI5!%":3XQ M!&YYHIL7FC.DIJW;?XL>X@B:-8;2$B@MI6:DWW^+GW@AXQS/$=_B0GN7HVAC M40Y6(*;V GTIFM6BO\$T%J3VT.W*F[NB[A{QJ;4#.L'[?O51EM6ZW51-\/? M:>V^)'5'VCT3/[1PK>[;9.TB:3XQ!/U,/-,+H#E#:MH,\\P0CU:A66,H+8'2 M4FI&F'VFB^^=J3ANGTD.!VCO4K&41HAXDB-M0%U_*-I8(X,+B*E=0"_7M^=MT<1.*L5361>WY)0:;$E/;E%ZOI(AU0G:0>* [C&KIX]93C'+O3+!.OGI1IB-8V MTI@20&DAE!9!:3'U3#B>)UX_$RK.LQQ:.4!C4GT'[-H;2,& 7?4(Y.8H[2VO&!BJ0, M:7&YAM)F4)H/I0506@BE15!:#*4E4%H*I8NE;4$05* MU83)*PG4*0:E^5!: *6%4%H$I<5,+N=D,&:*&P$YRC$\<2, -79!:1DU3"YZ M@7,BRMT[*!_K=/!A,;4/ZY?R^,JF:M1DP4(M6E":#Z4%4%H(I4506LQDXY3-MQ=/)A(CRF%BG)(7V; ZE9<0(#(M[GBA9(LQQK0.BY8- =BZOM6G^U{JH:.U7 M4-H,2O.AM !*"Z&T"$]+=[3Q#7)/N!0E1!1WQ./]%-JS.926$2.P.@4+:.U!._MA'5!{(^!V<75SN[/EI(58V? K&.HU0M*\Z&T $H+H;0(2HNY7,7)L!SQG"NA MPK@C%FQ,H7V;0VD9,03F,O'D+Z?"3$,_).7!Z,751J]C*["J,9,E"RTG!:7Y M4%H I8506@2EQ9PH V58IB-IEHKC%G-%T2)[-X?2,FH,S)'.ZW,RCGM[!0?& MLMW[UCNNO %^?- U6#C6706DS*,V'T@(H+832(B@MAM(2*"V%TN906@:EY2C: M>$$9;&I<;5/[0-U6-7GR"H.DS: T'TH+H+002HN@M)C+=C3NB>7)$B+JE.MB M"9\4VK4YE)910[ ]+AZ*HY*.M3X8Y;C:*/>A!!:UN,2"/RFT6W,H+:,& (&__PX/&Q\|:%SM83NF3*T:,5G. M4#,;E.9#:0&4%D)I$9061 ;;' ?$Z&[=UY M'XMUL+1Q=4&P(\K9J@F3M0JUKD%I/I060&DAE!9!:3$GJK*).H7ZT:"T.926 MO3\9.15RP)S*!^L85UO')A:^5=,FJQIJ(X/2?"@M@-)"*"V"TF(N.Z=.N?@1 M.B)(_&!@"NW6'K+J$$RZ8VS',3W9F(LV,%#QM4>LK]4(5?-G"Q;[)D,2O.A MM&!''&WT@P!+- @B$T9T3D/&7,$VHQQ%RV.S%3K!B<$%&G7*KQFT),*=&0)3(MI? KFVJ8KRH@:J$[+R!Q<7:,:U75425LU8ZILH+09E.9#:8$I.WE.'2XZ'4)H MTHA*ZGJFD#2FPOIOFQ:WGF2.V<^!, MUQQ<5:9QQ)GNU'JU)M1+!:7-H#0?2@N@M!!*BZ"T&$I+H+042IM#:1F4EJ-H MX\5E\'F9:I_7!^K5JLF35QBH]0M*\Z&T $H+H;0(2HM-V>9DB==^P@EEB==] MJ,,+2LNH_AN&N#60@_8^[356[F#U,M5EQB;6ME73)]L5ZO>"TGPH+=C11N^P M'.E3;"$T:40E=3V+BQML(JS;8$OW@,@XAXG?;Y1"!S&GLE+%;:DX;MNZI"** MQVWSP(U9<- XF6J/T]]3D':7]+V2EE085=)2/8;)&H$ZE]@Q>&?<]O;_$P4# M]261LVBT#C M[.!'\,S! V2J/4!_5X%7==K)EQ^H/0A*\Z&T8$>;)BVH"8CJ 2DM*HZ2%A%'M2@OJ\J&RD@(DXD@!6M,$.)AS3+4Y!U8!UI3[&152"*.K_JI[O=DE4!=-U!: M"*5%4%I,/5M4Y4@JCJH<2<21E2.AH\C(WGFN:![*R3C#L@\<[9F#J\94NVJ MU5?5F29?V:#N&RC-A]("*"V$TB(H+39E-PFM62*.U"S47 .E9>08*&53<82R MSYN[LFQG15M<7=Z7]6UY7:[7C;:H'C=MWWSO4:TN;_HOZ+KXD9V<2X]_,2ZN M#>+QF7'A4X\'QD5$/1X;%PGU>&9I^V7G]I:T>NIW$B?:M:MOJ?OOC75DLR[H/Z/Y^4W7[[=TO?8+GJOY]M.RU7_P=02P,$% @ +#XN6A;(PT%0'.)K@! !D !X;"]W;W)K&ULM9UM<]LXED;_BBH[M3M3M9Z(I]L.E73(?'&ZMVN MZ9G=SVI;2;QM6UE927K^_WV M\WJ]F_U^?75S^\.;S[O=E[^\?7M[_GE]O;K]\^;+^F;_+Q\WV^O5;O_K]M/;_MVR_;]>KB_J#KJ[?Y? %Z_O5Y=WKQY_^[^[W]>OG^W^;J[NKQ9_[R=W7Z]OEYM M__GC^FKS_8X?7W[>[G][^TBYN+Q> MW]Q>;FYFV_7"']J\-? M+GY7YW1'W(?]N?Y^>_+S[.ZS_+K9_';WB[IXXS"[6'U=?KW9_VWQ7Z\,GJNYXYYNKV_O_S[X?8N=0E+!=-U!; M;W>;Z\/!^S.XOKQY^'/U^^%*G!Q0Y$\.* Q>& 1>PI+0\'M+.W+^M0!V?S8&_NATSWTDOLNUJYV]_?OMIOOL^U=_)YW]\-J/[T_M? M^S+F_N-/7+;KO_U\O]<;OW'S8W%WN%K"]F^Y]N-U>7%ZO=_I=?=OL_]M+9 MWKF\-/GS=7%>GO[;[-V_?'R M_'(W.YO]XY=V]L<__&GVA]GES>SOGS=?;_?1M^_>[O8G?I?^[?GA)']\,,G\ MR9.\OM[++[R'A7R]6GRXWLY_6%Y?GJZN9OCGW #_$ SU'M^&C_WIQ<7GW?;#/ M_O/]\N)L_^$^K+Y<[O;_1YU<[UR\AR4F6.?G7Z^_7MVWZ;%=HLY1)G,]$!4/ M^;_=Y_5VW]&N]W>&SW=? V=_6=V>VN5['G:\F4GFX9JJM(LZM#S/^OG&:]NU> MQ8]2SA^EG-]SRBKY?_A41\):$M:1,$'") E3 M)$R3,/, J^ŸA=P]ZW]XOL[)>OGO[[50I4,J1?HI'_12)^OGC_JOW]O-JG^I/ M45H*\E.U1,):$M:1,$'") E3)$R3,/, JT^T5"Z+Y;*L+35!24=J*A_55 ;5 MU-UH M;S:/?;-YY;>$QA%-4U;9TNH['X*GD=I925A'P@0)DR1,D3!-P@P)ZR'82$R+ M1S$M[NC%$V+2-^?;]>IVKZ&]:NY_^M/=4+%W/- DGI07Y/$3"6A+6D3!!PB0) M4R1,DS!#PGH(-A+<\E%PR^#=2VRVZ\M/-[/SK]OM^N;\G[/==G5S>[5ZL#[.]?%I+0A.U1H);TE81\| ($"9,D3"V=AY#R6L?U]OSR]OUWZO,@A*50)*:P^TT76NK)<2-*-_:1*E*92F M49HYT*I 2_54QK$D3J8&9,^0Q.G[CE<>F=,%L_FR;JS7FW#NY'Y/TCJ4)E"; M1&D*I6F49GP=*:JJ=2CF4Q>.E9V$S_S_5N M=K6Y]3] H3XY2FM16H?21.;ZOF=Y43?6R*%$LRJ4IE&;B;PB/95U+(:!"L]P M+SQS[4?;S9@.:0\AXUMH9;L4/1 3)3RLLV4SKY9V[W- IOCCEX>760+_VL.P8 MX\U7+1KG.6$R;MRZ@Z6;O:JGF[DF6E/5^[YG-W=<7!L^V^1O,-2+16D2I2F4*

*MIE&:\;5]G>__L_LXE'6LA,&VS>I7'<|/2#/Q TIK45J'T@1*DRA-H32-T@Q* MZRG:6'R#+YV%C>G@$S?I&'Y :2U*ZU":0&D2I2F4IE&:.=!&SU]+96E/I:.2 MCA4SF,]9T&KS/);_M-H^/JP57B&ACC-*:U%:A]+$@39Z>4$<9 MI6F49OR7I&QRYZ'N-0SC;'",L[!E/#D9S_]6@]K%**U%:1U*$RA-HC2%TC1*_M,P?:U*3NR;!QY=W@'N=A]SAI5J!7,,$$J8)!:2U*ZU":0&D2I2F4IE&:R=V9 MOXYWA&!8]$,_G(>]I?=YR_S]6:ODOG3SU]A8K)*4 \:I74H3: TB=(42M,H MS1QHDV6K4V%CA0SFINMKR;K>]F'[S9"F^VQ)NM\7;G M$#QQ3YD.'"MF\)WSU"'+N]{>O8M)MFPYI<|>-]+AM45'"$^5UVR+CE"?.<=LB M8HSG,GC=MNFX<0,/7FH>]E*!)VW7>/0:;I%Q;? B$D[_)2)I :1*E*92F49KQ MM;W/<*.RCL4P6,]Y];J&6XX6%*.T%J5U*$V@-(G2%$K3*,V@M)ZBC<4WN-UY MN$KY!;4T87*R[E"C&Z5U*$V@-(G2U($V>A*K["72]C10*N-8(X,I MG8=-Z?BJFC H61*H19V])=O9W'ZL1XUGE"91FD)I&J69B);JJ8QC20RN\C<8U&=&:1*E*92F49J)::J>2CE>QG(PHXNP&1V;"1@^_M-%4&**U%:1U*$X7K@IYE3>[,7T*S*I2F49J)O"(JE74LAL%D+G"3N7#=/-L- MF YI"T_Y:F&707=14<(3=99E96X'RMA Y0G,+0]"1\08? \)\T3AKD4X'CEMX M,$F+5S5)"]>+:NKYTEYT[$-D7!L ^V^1O,=381&D2I2F4IE&:06D]11OKY629 MZ]>P2,/0Y <'=G5K=GEK=GUK=H%K=H5K=HEK=HUKUT#VS;R9#!N+9+"9B]>V MF<,)D@5#TEJ4UJ$T@=(D2E,H3:,T4[B6]1.KPD\'CD4SV-%%4B7T7B6_K+],_M/'VA#C1*:U%:A]($2I,H3:$TC=(,2NL/M-B[SV_M%V%K.?Q*,RTJU%Y&:2U*_MZU":0&D2I2F4IE&:06E]X1KIX? O3X$87J6MW1SW(N<6LSG#09$A;>)Q)=W)II M5)3P1'DGAT;&*4^<,SDT(L9X+H-W+!9GJMR:$%ZIBBM!:E=2A- MH#2)TA1*TRC-H+2>HHTW/QL\V#+LP;Y@8NPS9WRN30,"I90*BYC=*ZTJWQ+?*E?8-!/6N4IE":1FD&I?433366 MQ"\6;1,,;N.M14W M%L-@6)>X81TF)FO$-1!MXP!-V)7N2M)9:>\|*CQ19UE>S>T1?QD;J-!/H3U1 M\\9^ ?:>6E'-;3Z=OQH1.!;-X)B7 MX7KB\#Y-_F/6N9X,&RFD&FSM*FQKQ^]U MY55+F)ZJ%3G6HK0.I0F4)E&:0FD:I9DJ=I'KB,"Q8@:3NPJ;W.]|6ZFF2Y"G M0IK*9U$Z>*<.;<1, <9S&;QS3J?CQ@T\6+95V+)]^9-V MY:DL]LTYC8QKPR><_$V&6K,H3:(TA=(T2C.^MO?-..6RCL4PF*[5@RGU6G-. M*]2(16DM2NM0FD!I$J4IE*91FD%I/44;BV^P=JNPM?N".:=A;Q7V?.-GG89!R:) :Y,KCX_K M/-BC%<G,HXE,?C45=BG? MZLT\HUE/.B*>UUD*Y MD_L]ZDZC-('2)$I3*$VC-./I2%7M#&E2.<<:&5SG*F(EZ\CI&%4\HT#]9HK MMXZW+'/[SH%:R"A-HC2%TC1*.Y7K#3M-U5,IQ[(8?.8J[#.'II.&#TV6 >H@ MH[0.I8G*LS-P45?+N3W4BGK#*$VC-!-Y17HJZU@,@W]_=V&1NH?'D;^SUT.L9X+L0^X<.5'7>#Z#_UF_JO]9NS93TRR7=AM\B(QKPV>;^BV&T@1*DRA-H32-THRO{1=UY6QC M,1TW[N.#8UGC*R:'B:EW>I36HK0.I0F4)E&:0FD:I9DZ;EO>R;"Q0@;+MW[5 M%:?#]&2UH-ORHK0.I0F4)E&:0FD:I9DZ=EO>B,"Q8@9? N'[&FM,_K;83CTNH M&XS26I36H311>S8%SN;UW-FM DVK4)I&:,,:V[$>;AWV M<)_S\.6:,O8KY'1(6[MNH6 [BJ@HX8GR;U<1&Z@\@S#CN8+ZQ& M#],3186:FBBM0VD"14F4IE":1FD&I?6UQ_8.OMH.#FC]8"J]UI3G&G5)45J]+ MTCJ4)E":1&D*I6F49E!:3]'&XALX5K!G MO4]/E'^]S]A A7X*[4GKK/?I/S7/>I\1@>/N-9BW39)YFSK"&J8G=S77ZO2N M]XEF[5":0&D2I2F4IE&:06D]11NK:C#,F]1%FB?G68>)R4I'"W=16H?2!$J3 M*$VA-(W23#.U#_!!2$G;\3>#1=Z\9)WI.;6@=CE*:U%:A] ($2I,H3:$TC=), M,[W!['$OB3L!-X,7WB1YX5$]F=X&>#JD;3P,_+J56E%1PA/EK]2*#52^O':E M5D2,\5P(? Z561."XA0=;M@D7IK[T.]&SQZNO4BLRK@V?;?+W&.JDHC2)TA1* MTRC-^-K>5ZDU'3?NXX/[V;SN#K\-:H&BM!:E=2A-H#2)TA1*TRC-H+2>HHW$ MMQB,U4786 T-K(%9ASLKYLK('J-&T"J5IE&:\EZ18YG9% M3$^E':MD,&P7J>M)Q[ROA*')0D&M7)36H32!TB1*4RA-HS1SH$V->$Z&C44R M&+F+U'KBU!?]<()DP:"U$QZBM0VD"I4F4IE":1FEFX;K,_D'/B,"Q:.9[>E$^.M9[C@P^;FVWJ[N_SU:CW[>;O^N-YNUQX:.N-4IK45J'T@1*DRA-H32-.MT@Q*ZRG:6(*#E[V8\+)_/_^\NOFTGGUY%-KM_03MCYOMW=^=??QZ<['_R^^K M[79UL_/+J#F-DIK45J'T@1*DRA-H32-TLS"=:W/RGKAW+=>HTQ\,7C@BPD/.M/%%9LS\&EK8.YTJ6&.J(H[0.I0F4)E&:0FD:I9F%:W2?Y?-F.;=7IZ'2CD4V MV.:+5-O\=+T2_P@>6C:.TEJ4UJ$T@=(D2E,H3:,TLW!G%"SJ9F%//)@,&RMD MF';P>,FT@VFUH,7@**U%:1U*$RA-HC2%TC1*.PO/7LI-D<_+TM;+=.!8,<,D MAD6XA/N9X]W3ZV9/A[2+]'6SHZ*$)\H_&RLV4/GRVK.Q(F*.YT+X9V-%!(X: M>3F8Y\X(;_2$K"5J=Z.T%J5U*$V@-(G2%$K3*,V@M)ZBC<4W&.?+L'"^@K5@ MPN1DW:'N.4KK4)I :1*EJ:5;1&RM>Z#1A&;I>MV5?>-YC=V9EX-KOIPH?P;< MAW'"*9*F@OOG28YT6A;VY&9I3H#2)TA1*TRC-1+553^4<"V9PS)=!.S!A\:0P M*%D6J"M^H(VJYVU-H%8W2I,H3:$TC=+,@58]W5]E7 LB,&_7CYG\^2IG6*7 M]EKDN;T.P8=PYN0^CQK1*$V@-(G2%$K3*,UXNI'S9O\,)O1R,*&7$1LI1ZY! M%D8EWS%0CWGIV=HYS^Q[!FH=HS2)TA1*TRC-+-W5PIVFZJF48UD,MO$R,!N' M2J7"AR;+ /6'45J'TL326],]+ZTQ?8EF52A-HS03>45Z*NM8#(-#O$QRB&-< MX0,Q9'9-A[1+U*KL[JPO]5CHH0GZBPKZWJ9V]TO,E!Y NV]F71$C/%+"!RW\.!H+I.V 4Z= [!T+;UF, <\6<[O)X^+:\-DF?XNAE=0H3:(T MA=(T2C/>MJ^;A?.Z^\HUTME\|'WO?N;=_0EJZE,!BVM97,?B!(N3+$ZQ.,WB MS!$W5=8V'6<))CL13+A(^N4S)28RI(L'M9%97,?B!(N3+$ZQ.,WBS!$W7>(6 M$VD)*#\14/Z<.1B)56['+)B(4$^8Q74L3K XR> (4B],LSK"X'L-9A/(=%6A M?CF+ZUB<8'&2Q2D6IUF<87']$1=9.9?-ZQ-1O609\PB!H8XZBVM97,?B!(N3 M+$ZQ.,WB# (OKC[CH4KMLWIQ(+.S$/W/N-.;26$_BJ$I^R.N M\J:TU')B_&<3JZ,31DDX1[IL6.L?Q75'7+B$3+!9)8M3+$ZS.,/B^LD6L\1S M8OIGX=KOY\4E35#3Y>*6'!?SRG[!09-V+$ZP.,GB%(O3+,ZPN![#6:HZ\>ZS ML'>?4LXTP4K7$NO1H[CNB!O-DB_=.P]KO:,XQ> (TBS,LKI]J,$LB)\9[%C;> M0Z5-$\>F2X+UT5%(,B^N/N/"JM%G>+)Z2SXF/GO$^>AB9 MKBK7SW1\"S1E=\2- OHRJ9>;9X73BUD'&L4)%B=9G&)QFL49%M=C M.$MA)S9UA]\S/H%,5Q5:2<[B.A8G6)QD<8K%:19GCKBI!<>GXRRUG'C\V:NN M.3Z\3U<.NNHXB^M8G&!QDL4I%J=9G#GBIA"R:_,3:S\/6_G,>T'+7 M-G4F$4['M+X8SSHFQ[")A4Q\-/]*)CZ@?RD3']-9R\2'>+L/*N9Q$1: MK7UB3>=)&W?GC%V&D(TBS,LKC_B8M]E\Q/+.9\H M%W_AV&H8GRXPUH5&<1V+$RQ.LCC%XC2+,RRN/^+B7WCS$\LZ?_#K7FU^?,]: MVBBN97$=BQ,L3K(XQ>(TBS,LKL=PEA!/S.\\;'Z_9'Y\&)VN0;:8',5U+$ZP M.,GB%(O31]QX\H8SS,":[!EGQ_"GYEKE) [Y['K&Z>M1N'!.D=*FPI> HKCOB M1J_,SC 7ZZZC.,7B-(LS+*X/-Y=M:3)L"'6>E28FUT%-<=<:,75'O;"<$F ME2Q.L3C-X@R+ZZ<:S)+ (B7V>A^WSX 3X\+'IDF!-V0">B>UHWH[%"18G M69QB<9K%&1;78SA+82=S!HIG+4X?[!T4[_0"%->RN(!%"18G69QB<9K%&1;7 M8SA+B"?S#(KP/(@:TOXV'21L9,(4%S'X@2+DRQ.L3C-X@R+ZX^XT6!L/7]J MA;WB9 9!$;1&/2\WOZR_3#T;LI,&#KCPRPT[$^" .[V;EA+7E/JS9U53\U3%6<>.U%4J&Y]6H3T7U9O[UP7=FL MK(HJ*VJC%[->.HH3+$ZR.,7B-(LS+*Z/ZE.6?DZ\R+LO7NKI!Y&!$)54F%J MNFS/5FQ>S>(,B^M]['=_DR_JI29'% MB7U>I"Z,[AW]"O9UUDHO/(N,%\6BJ3VW"-901W&"Q4D6IUB<9G&&Q?48SI+9 MB:%>+%YY_(LUV5%V/9%V+9_R=SC,#I= M@ZRKC^(Z%B=8G&1QBL7I(VYB"(&U],,YQWHI3_S\,N5G:!\>+P\ (TBS,LKH_J4P_Z>7O[>;W>M:O=ZOV[+ZM/ZY]6VT^7 M-[>SJ_7'_:'S/S=[6XO/WU^_&6W^;*7VYO9KYO=;G-]_^/G]6K_UGX7L/_W MCYO-[OC+VSW_^V;[VWV.]_\/4$L#!!0 ("P^+EK>J &X?P8 &T< 9 M >&PO=V]R:W-H965T'!Y\XMN=-@]F MZ[.:;MD-TY_K,PEWL[Z6C)>L4EQ42++\?'(1GUXFQ!2P;_S%V:TZND:F*QLA MOIB;M]GY)#**6,%2:.J@\+-G5ZPH3$V@XVM7Z.1OTQ0\OC[4_L9V'C]SH8I=_MB>)OGNG=^60U01G+.5/H3^+V#]9U:&[]2T6A[%]TV[Z[7$Q0VB@MRJXP*"AY MU?[2NRX01P4P'BF NP+8ZFX;LBI?44W79U+<(FG>AMK,A>VJ+0WB>&6R*?0:&LJ^+3\#L;UB?%!\B8,5_ME4+Q&)7B S99__)3O(A^#VA.>LU)J/96,ZTRE)H+]K7A>UJ8K+U 5*,-_MV_*J,CV`'-9,K.,'H[?H%2Z>E'% G:3ZX8POGD'SLM>\#$;U X"Z$,JKJRVY M.$KD-"91,H*5=_H*ABHB^P?(%&+_RT QJF F5$P5'5JS%-S;8=A8VC"*VIX M3WVZ5\|0SY.^:R?!>+YB4&G*:6L1,)-H*:3F_]H'/K$G@R#/5\O1",>1XW 4 M3JRHIC9\+FP% [M:[*XV@/:2-QJ("4S<^,@3X]"6&RW2+U-C=D 649KV1^/1 M576L >-X7 1V(G!0Q+44>VI-']8>,)[V,/RO>\K"F79C!ZY>"!G"2@QIE# M'.3X^N)H6!B<:B9+&/JT0AE7J6A&U)"!&B-F3(W#? ASF_CLSYX1MNQ8*Z&H M+\W(T?=V%!LKJ$=CE'C&\+@J'_PX9!*VXS$SI'#*$P(H:9I0!++?:@C&\, M,81F"M7TGL*=5]Q\2#%RLEB,ZW.XCX-D'M5W2Z6D%9",TPTO1K'?U?XM7Y-Q M70[I\3*(5\/TM-=VA$VE&!#7Y/,A:4'3^$&$QLX>XB"BUQ>IG0*. .#)0BD M]H7Q Z_4U3"*)R?C470@C\,D?WL@Q'C30W9/EZOQD8\=O'$8WM>2 92R ZO; MG F]8Q+6\%*"KBZ9/EEX2/%D/B[*41R'*=YG)3#;\)#>\!7(^CBCL\(W#^(;6 M9<,>'+EXR&NR&I_LV $;/P#LKGT-4UO1=@N8"C62@B&GIS@P*K$C-0Z3^J,=_M!/21P1B".4YP8(_Z-.,PFC]^MZAX2(@'PJMQU&&'8!Q&\(?'+!*]BGSP)8N0 M*,=?',:O]_I L]90C]'T'-3%CKHX3-WK1H)K&-H\R?VQ!\"$C"]AL2,P#A-X MD-Q'!](#YI DXL!,HN?9U =Y_X.I)0[=)(QN6/NFC&6'\:A4 ZJ?OI8B'KK/ M+=W' NOP3L)X_P2&=V^&F!%5F;W+D;!^<>P5-23^=#4/)/OH ">,_'[\U6;K MD,$8W-P_/N.>I7JR"&R>B?,_$O: UWG.4ALHV.DPQ]VZ14ZW[I3T>TJJE:] M[SS'JWCH%DD@M6#I_G\<=)&AAP1/NHAS M$\(^E0G+8RU$0V/+G!46 -2)Q'D/#)S4U3UX4]R(5-HMFI%D(ULK6,],!& M2'-[O ^CT'M 0Y[CA(8X7R%A7[*1M>OK]B0 | *VXA4Z-)+E^&(R<3:2A&UD M) (P=^VP@C[P.TNVCCC>TR7,83>*,)@D;C?T*,Q7Y%"S[L-\4&TWA->O@[*XC M@8G\HY:.R=!SIC@.),%93A*VG'??-V\/(J7AO%'W_;F9'';-JW=H1T&YSHV2 ML!N]/H0.$I1P^F#7QP9G,TGA'B .COZ E0RN;7? MN12R&\#V8U#_M/^6=M%^07*OMQ_BWE,)-%40Q1R*1B^7T+HLOVVU-UK4]GO2 M1F@M2GNY8S1CTKP_\|%K$NZ&]-_X5Q_1]02P,$% @_+#XN6J?-X*3& M#P MD< !D !X;']W;W)K&UL[5QM<]LVMOXK M&&]VQYY19$NRD[1YF5%EI_6.8V>CI#OW(T1"$C84H0"@%=U??Y]S %*D3,MV MFO9.N_Z2B!+.*\ {]X?C5RMC/;JZ4%U\76>Y>[\V]7_YX>.B2N5I(US5+E>.7 MJ;$+Z?%H9X=N:95,&6B1':?/CIX=+]3.]]Z\XN_>VS>O3.$SG:OW5KABL9!V M_9/*S.KU7F^Q_.*#GLT]?7'XYM52SM18^4_+)QA9665"]4(K3)A573UWO# MWH^G)W2>#_RJUQ5)JQ_+K&_9=DART0Z-3+9OW7JYZ_W7NR)5$UED?D/9O6+BO(P@XG)'/\K M5N'L,2@FA?-F$8'QO-!Y^%]^C7JH ;PXN@6@'P'Z]P481(#!?0&.(\ Q;R:(MPGHXE5Z^>67-2E@Z#6ST@97)T!!?YW3M8V_QJP:2I.%4N ML7K)SV8J?BH<)Q[=>A!C6 .DXCYIX"Y?POF9^*=R?W%8.CCN@?]8_;!-H-/E;+G>"GN\%/ M50+P'H,/=D@SJ&Y^P/B.?X>;WXF9(M6/;BD3]7H/H<@I>ZWVWOSC;[UG1R_; MM+:;S4OCE>B)H]OLW6"_Y%=<+97EK_&QL&)D%DN9K\4PE3-MQ#N5ZD1FXA>3 M13J?=<1Y#KWN4P!5-EN+S[E9 :$3P_](/I28<.: J6COQ&INLFS]%.=4BG@Y M<3K5TFKEQ#{'G2OSC;R_Z_:.7D0M^ZKUL_#0ND@1\&QM_/!#: M"2D6D5&ODGEN,C-;BR2*,C6(#* -R0E/JD#.+!&,/?.(8Y ET3(K]0-]R4D6 M/E?XB&&(S2@\4H9G!#B:2 N!$B&MG:_]?*&EZPB=)UE!&A/26Z 64SVQ.@M(M.]676>&]LAWFXQKXK$Z*3(* (3.;K@+@K/HD32&]YR]=DZT$D.J2? C?5CY% M0O4$:J>L8%9.F(E'E5/J.U?D4Z1=]V:P M0&_P42ZA]FN9.;KAU AGFCP *^XM_5+@[G"7S.N%G!4Y(@%,';R1EM;&PX8?_&8IQHE4.[L0P^5)HIUG+(V.7XOQ7 M* \TU@N9BW.709%.J*\P?!\4PER6QDO(:JBWPE5U[$(/|S*;@Q*1-)/0&=P(M1(W=A-#VP+:FF$#$ I%WRL[@F^-B(GKW8?<.Q(&]AE U$DWY:J3[0+ M:FD ;80)4S-WW$&Z4GS=:=L"_WN8F&J&?HXS7(*3"NGLI$QKT.=$YY%$#4N5 M]T:; U487!;6%1)A'0;/<5[9A2,%T$,;I!C.K%*4"1 /F8FW:F(+4EMOT(GN M/@FW*AAM<0LT,V?L2KJ,IE,&=)="D%*/6.03FKDQ10_J)\\TE?+!'[-V/ M&\G_L VA;P8OTVS(&7-C,@15D,WQ#J-&**FM#80 # M;+\G<59!?02%3JG;%I+U*_@6H@WXN\@&):_F&FJ<&%]I-A)^ -UHW)V:U83Z*

M$\9.#A!HU-W)$G!E.Z%>"M9[FNX3[RX[XL4IL]}UPMV//[$-.JQZ] MT(S<5 8B8ABEBN=
*(DBA$]BGB>3B/^K86PRN3Z5123@S*#/HAU:BV4$^XFF&% MRB*2D*E9^G:BDS6XE&U&0N&7,+"!=Z!{=> M3$PFA]<_ORO#X*5TJ?*
*R"TF"I/?BEBE1YL7\Y')\.__4C'T6,O="H?U+M0_3^_MF?,'D@0N)F>>91)K"/H!>3%5N>/"@LIE'?(!F)8Y%8F"-4S!&$6<9&M&*D#_*
*MB8P46B5) R+M@A]*ARRK7+TVAWEE6:CS\T)Q A,Aj26!J9L%:Z87FKBPZ, 8 M)E:^ZBM:%:[RZ#?*
*X@&4MAL84GV#O3G$01*$ZD^Q]B71S]$\&YC&U9E&>IN8" MSH%6A"MX?%A6!0[RDT[T$G)'J,3?$]*L<{D%P(%,2>=C@?*
S5"P>^]8M9HUM! MFS%DRQR#@EI,<+OEL"($_ZI/A4AP%/8AXIE;3OJ@<)VHKOD@.=)_T5W(!;@*
M)W2(S#!=:K&@@AS@9'.)YI[S26_0[9>'NV3!3)/4:-@D&:Q##[K.-&I[L]WO=P0']_Z)[= #?R.6,[18W14(/!!_4N)G6QI&,B0[?KGH**
M>]Z8DFI5&"F<-:Z/;4;0Z]?RLN*H^^UHR(H*4-\"+$/\,1N7;PHE2L3(5S1 M2DU^0+G:DS$#.#7%!.XY,85OE5],=$8A*
*V+M=-4:851$BEH3@.!=]8QD*071 M/K;OJ2 ?!$[9NQ6OL@3[\<3,?3*52H5 S"V0VPD2ZY'TJKN#D=P)ZD"B;C'*
MT,!S?)W#V9Y2Y1YS8MV[NV>]X#A=STGHY1+"DZ]^52E46O,2S:,+L6NF MQO$%_@I?]<$Z8KS:0,%[^= M?3Q(&Q:']0]9V/1$-84-*
*J&^ANZ^[,DZM2.5,77*C%]D(0[6'(\%!-_4WMF@ M_U P0&%.T1,78RIMIJ%7!.4)4N)!52*\F;="0F(YB\\K**@"250>Q+219AB M(:)HEZ*
\L8%<8UY(I9^FEHV@IT48K]T8(*)(A!&Z[G?/RYR'0W,@_8.R<1#% M<, ,PTF<2O^#(F6Q\>,%K7WB96S"&GR8@S0'-#8#@;)*
M8D(;X)E0-32%K MD?M(EV:064RW=!1]J6;:]J0Y+VK,HJ#*MU4)F6!F>D00TCWT0MS6F61U/!J M9J^TM"XJ-7**F4Y0[N%>9GDYK?*
*U0VF9L$$,1J^A[;W'Y!=<>5SDJXB2DK[A# MZ&QU4IL:%G=6$K--8K9!+*F(V0:Q>K_YX?QMU<'6!ZR$.#-A3.39!R\R M0],J>UH8>5?*
C:LY7?F5JA0L-'LJ+ ,UMX72N.?"2=.PM? M0.P_TC?T,U FK MO'\DZ);-6I&[PTYIA1$L@#7T59/WPE=[/_R="_GM,0_??0U%:(M682"ZS)0/
MY>CF.L(<8[ )YEW(E./F4JY9_21-CRX.M6A3)J@H@Y11E%0?K&L'@;"U^B M)X' P\3D!1)PMVT.]9UV/(W=U'&UFSK>N?39ZG?*
0Y;1MH7,B>.@6ZGLB,_U. MR!JZ.ZET=_[[?5V8QZ>#G\^OQ+OSD[/1\,+-)^7HZ[XE,LBY2:(ND^N"495 M2AC54\+;*B6,-RDAKO?*
*8;_HO;V[U;F&^=2)[QX)N?>_UW.,&[G$##M[6!JY=C MC\NV[[%LHX2X&;IM>'4W)GC02]7%OZ!L%N1^VK]M**C|O)K\P$[SZ9]A**
*MRTGEK+.'RDB34,-HX$T2)QT:$D<1QP MT+9]VLWP'[[^:ELW-57V6L^*]6N;$ N&V/V"DIAI:7 MY_^-\?^V[MJV *4N2[.\5*OFZOD@A-*
]6[;)!P_N\'$H#&#OREB6=_$440#W\G) MML.:S>V+=/C//^_:)I/23V\?+ L)IE.H.:I"LN^*:--PI[5\9Z5.@/>0][U M3L_X_7 4>IPP+JRJB)!?*
Q1@&1T\+U#B0+!F!1AKJBU\%0Y(&,IW(=.@+QHY M1L/GP$D3O];+RDP^XTU$+03$62$(VG(/?>L+,Z 9LLG3>S?ZVV_9-4.!S'-3*
M\)J5#:.!\[6 :I]_J6J-=S.KG6OFJ4O8&;]I6!L07%2I5[KLJ/QYLPEF#V]ML MSA3VOC9'D16-&80)L:ZH5ALU@=NMZO>9&[>91JU]^8L-
*DAL[HUUCY#*4_Z9Q MWS;_WH7COM/O MT7PXO1^2#"S^B"_> MG5U^'/_!(J3'H>GCT/3_<6AZ8S+Z./O\R\X^_QO'"S=:.W[*5[5]TJE.;*
*(H2N M]:1[;?KK0*U?FP3\QJ%"_V2[G^_W;Y^0/%R/.I]* M'&P+]L/S;N],1PG'-T8]SVZ?COPI)PF/\X/'^<%OGA^$BO8%4S_JO8R5;7P2 M-^?*
0CR_V_3XO]CV^SO>G>IWO<2SS.);YRXYEPKMPA[6_=,(K9_J+,.:1T.'7X MHR:5M]4?I1GRWV(YW!P/?]$&#<],
(W1G:@K0H^[SDSUAPU^)"0_>+/GOIDR,_M]V;:\'ZGC4I8.X/>I09J#T2@^E,];_X/4$L#!!0 ("P^+EI>=<:5;@H M (I# 9 >&PO=V]R:W-*
H965TCSFZ8S,,1^Q!#T6#[(7)P>LV69T9Q\+A!?SN>XN'M',G9[,G & MS8,+>CTKQ8/QZ?$"7Y-+4GY=?"[@;MQ"F=
YR3EE.2K(]&3PUGE]YHOUQ?=%+.3@;Q $W(%"^S\H+=_D9J?@(!+V49E_^BVVIMX]0 MNN0EF]>;@8(YS:LK_E[+0=D0VVLVN/4&=]L-
7KW!DXQ6E$FVWN,2GQX7[!85 M8C5 $S^D;.1NX(;F0HN790%O>PK3R\(+W%)0"\E8E/TN2 WE"UY=H?..5^2 M"?I(?PFA5R-Z??T;RR:"*
*(L&H$]DM8>+;FV MQK(S[#N"BQH]FF97Y&B-=41/.)101<[+8BE)L-#PUU]BU[7?U.ODG?/ER)+D-!*4H:L6WA33 MW@*
*M;$D0JT@I&83TE"V!C(8/X/V&%*6]R@A:%&Q..6?%'P1Z#.*KVA&2PI+>9WF*CJ ^L;8 MSE2#>(@2YGP*TO0# FR23D#XX 74T[*4I*
*.B$&*P/):.A4YK*34(78- M19>JF_T)=H0%&US:IU!!06:B!+@AZ'?&^9;N,$*_L5L"1.JJQ!EG(*@%!B0D*
M4U4[%W;$6R55MJ7KB>7WVEC#:BVG/^%WT0)2E-5(1O!8KSUOT)#O"R&E9LE. MZI0BVX.4+1&X%D063-F=A:GE
*M+';TI*I(_'X/AD"#!6E0<75]5(FSK4MS="5>399I0VRE9QG^^H34MO 0?U04 MN:-S -\@*
*@]VJDJSUGHC:Z"J%:&,8^)ER_.*WTHHZ0SGUR(.]3WE*H@.>F6[]J6;J M&9CZ2.;L*\!XJVLL5:"F9:"=LHG,(I/:#(9?*
*+]]7;$,6@[65TLBB%*T)3>7V"]*WB84NJL6]6]7I %*P3*'KB5K R8 M+AH+;IX].&D-O^88#!<6'VU-]++;7M5& MV&@7?L*!;:5!('R8.A:2>*
*(<*4_\ MR$!"OWWPA95@. TD-:5W*0E]*PS"WN,NAG:Y8X5AT,%$#_PH|G.!'R7N2]%I MNIPO*R^&MIBFM*_TH>,G5AA[?6 2AVEI:*
*(6)>]3A KK<]-N,95!JRF3J1&]Z M.%^)W9[E)Y$J?!V/7&-;@1WNWVX,=K3'^N<2ZA^UP7U6AS &>DWH@:<*W;%\ M3_41#QPB[*B8R>*
()ZFC=]O%>,_=X%(2J0SBCV-<6A/(M_;_R!N_ O&'H6:&?]#H(G5!_;WM>-^3MX@]#WW(30TA3\;1K@9K87JW=X!.1*
*M%;O^EE!AL6O'.WJ$0)#L@,#Q'NT/KC?2=6&/8E=;X([" Z##\034U]-*F!$H& ML01RH63\TI 5W]=9\0#RAEH@-&35I9W5GSMI,*K?*
*FSOY:1N/-_:ZDR^!!8?FZS.'.AAM:N&X ?:G!Y1'&%S[B:& M'=>*HT.Q.,QGZ&/&;@\ACAOMIQ/# ^C5 ^OT9>,Z9*U_7;6E86'<61!E{@TY{(*
MKN)%ZN\%^/]CM"<3M0H<"FCJT^X2&=-J7%(LRM([IZCA4D7 M(J_F5+X/3AQW0O$VLZL@L=PXZD?
*W#H9V>035D]O!&5)"J8R@=GR/&;=^M?YD5A.C1[UE] MXKZ&W;'"2'6+R$XTK7AQUU)W:=:CI&^V*H;FZH@"6 OBYBXZMFR329A*
*#B/+ MLY6>9ILF78 W.-1:\$ID?^C(RAZY6FEAC_3F(!EY!]*A[\!#FYH\68>:A67 MYT;Z>]OSN[%NIZ&5:X6N8?*HXE'#>J)8X7IO@*
*!I*N*-0&,K\7?T!I'5[.W! M!X\?6#GNR UT;_[K=-%C]G5N.9U2.2S$:1=E3;)W$_-=A6 M$EY#RTNLS9["$9^^:>W$]EY*ZL3S[0W/Y$LV-*
$>>H? QAGJQVK;W8'9Z2+$# MZ+Z2#1P[MF]%IB3Z+$;7&WH\;RPWF5 GCG5K^UZ!_)B9E6PCM E59&O,I6*
*MXJ4J[^#]_S'*D]6O"AM0Z>$?JM\NT:8S],]Z_'S/!_S"A'1!X!GS 0&PBO M/0ZZ?X3NCSF)?BAG2OG3'"H%C;6G2G\>*OUYJ-*
1XJ/1HSZ='WO=/-KOC? - MH_LU(_O-@_K[6ZP]9.(=YO->9"6QWD"*1D[+@*'E>W:G[-QF/N_'5N2YO<== M#.WRR'*B[I&]>^ GQM,,:^%*
]T:H2VVX^W^VXF^O:=M?8?6\]G^\VU\;^OM-0 M_\"[M$3R7^+U/O!G.N?P/#O'4#&T'*'&\4=@HG9777N-()T;+ @PQ&W-184 M@_THW*
*T,K!'KJT5 MPB-;&X/X_EA@JO **/[6+JSY) M(9I!9?)@^EOSL?*Y@SDIKN57(#B2?SQ+6\^DK%)UQ< M4TBF&9G"5GL4!0-45%]^J&Y*MI*
?3[AB9,8#!_L0#>3QDP6=\(!.WG M-T[_!U!+ P04 " L/BY;M.$:RT{S]8 $ &0 'AL+W=OU4R-XNX&A5+D\-?ID6YB&OL9S=JY:EB2'!O$;?
YWO.G]+LWY?.G15-G:6[>E%'5+!9QN3HS67']:.]PS_[B;3J;U_B+ M>\^?+N.9N33U^^6;$GZZYV:9I
N35VF11Z69/ML[/7S\XCY^3Q_\FIKK2OT[MPIV,B^)W_.%B\FSO $RF4EJG"&&_[LRYR;+<"(XP^9<\|MB0/UO^WLKVCO
ML)=Q7)GS(OMO.JGGS_8>[D43,XV;K'Y;7/]@9#\$8%)D%?TWNN9O3X[WHJ2I
*MZF(A@P&"19KS_\%%F:I*9Z>J^&]7#4O43F/N.YCS;,_2#ZN16]S"=FTC'^_M?/OX1S>-?[%]_.'1E@GN :(_=6[D5H^K99R89WO CBI37IF]*
*MY]_\Z_#!P9,NO&T']}>B-M%1-(QVAS@ZBZNTP@_?X/)Y'1.,>325 MF>"_*OA^$M?PPS3-*
*XSQ)XRRJX&,#K*VNHGE\9:*Q,7D$NUC&)7R7(K-*BG(" M7QNXK?6 0N#"(*_TUC\!P(0_6*%-$RE4;G ZPN_<75]$4?NUV*
MI4X!LHG<3FIHO-B0J=$V+?;.[T\MQN+X,/ND>^7>"YJS'LW:C"&"[YR)!8Y MP5D!_^?&OSJ]/%/8!/ :)15(!SO:65,!V54(\F(,,R/$
]AA&6R_*9=%9:I! M]%-:U><%HI@0FOS1I"4@&+?SDYG%R2HZG<2S5'WA)I&/#7T,=#4Q":Q:E",B MSPXZC):.AN$ LF9B>-I.JH4=A3#
40D:W0CE!!NT19QJ"318 -[@B M'>=9 M42',+^@L\#?K$T5O:.1^];U%\("V)H@%?"YCH%X/Q&63;*
*34&KJFJ]BZ9EL8A^;.""""2_@;^613.,1Y=XWQ9CV+N5$IVD*G?=;L<1 M8)72KQ8&;C>A7Q-=YF) M]3RNX9,)*
D\8A1]Q$4U,B#Q_",!UBY(V -/#]F!4-2^N@0>7QEX+@ 4U2%AF M2ORQ1DTPY6/ SV %X'Y%:0.(+B/:3XF<<@2L+P8ZP1DN8)XR72BF79-
*$=[G-G4!)*69H_I]A=(?H;K 0=; M,4?=>5[XTY4!!*/<6)*,*.F; LX.)Z)_S8ML8LI*J#XR0&KU*MH']1ID;?WM*
M8.W^>A)W%%X(RQB658A'[>+0\^>9>ER9@S%$6-B@GQBV6:$W,#8D?C,P)5)XHG MOX&IQ6M=S]-D#@P%<&>968Y
((.125.6Q$S5]SGA_<_%'MHT3LM09(>2T,'B MJPI!?/N3:QBC3;3>JOTV<(?_GZ7=7"'M_4O>@E9>;$$\=4?.>WRUBRY)'O'*
*MW;B4KB@I$TCE(F'.I9NO:.#PZ-@B1]?GUWJR4<,\..#H_WQ MM_N'#GK[*9R&62SA;+H1@M 2I8X-_JTT9"9-\"3Q*
SAM8O.YN8Y(,P2E,E!# ME;9;.2L0?Y&A37.%ZJY?:)}UT0IU,+#H6!H#,,.7%?'IRD_)TQD<"5:TV#LO/R3S.)^A-5TS MQ6]"
*WY]*U0PBW!GL2R+JW1BM?#8$B4PP#PBMRPN6"R1+)SA83[4S(X_"[E(M+++%JK-31X GH+_"=YF25^4"-N\N%F*AC#D@A+U8*
H=CYB!0] M7[TY$#F- 3CQ",)M\)2.I\'B']TF O(U2%&\RQTH)3"]JD$#Q)\"2V<"PULD MVF2;D/&##&G9C.&W.'B-0 =:8^"+GF^X-
_!G/+1X@MNT9.%@%!.K3A>FXQJ$ M@]0N[/@1&&?.Y0/X.P^,Z=OZTZQ&I3PB[!C4_QG@]P\BWX @P.V"4BXR)/1 MP"D\UV") /V _8<0-
*N,JG:0@!PS0]BFH<<2O+1V+"<;Z$)USG+""Y+5)DZ4+ MM':9\09^ K -*Y(1+RM 9T8.0K@N(&%T3RX>=9' RWO=OC C]#.1(NJI<7*
*M]:F4&HQ$O(A_AYL80!4KJ/B>$2N22X@6--+EPJ$;OC6JOP;"_B%2"2IDGH(S6/U>PW XA,#4,U9+6C1HV33>%P (8Y M<,2B)\I *.!H4;O'&:*
[@G L0LBR9\?.B!$8!)PA@3T3:ER:NBIR*Z4X\WW'$Z"_L.< [R:@&6_:;\UDQF<5CY&%T(QQ69(7X"K.&J,P
*MVD:&LHS05,$A*T@FO[H<,W')AH.!O!0NP&N$3-Z4"SRUBL0TPE1?%(W9)7P M7N R91/A./P]"S9W$"B@92NOV5I*
*5F9_A4M;)22NB$,4N;5,D?6@^X5M'$99 MQ82O79"T\IB@ G05IQD=:J.!Y"V*O0;D9;8B5F.NO29R/D_-5,$&ZAF[C7X& MBB^=)_?\]8N?*
*G2L8+A#(WY10.R^NR1.>907ZEQ SC"OZ;4ZZ(H@\1)ILFQE+ M3J=7D5,,%J<] *T$4L79;+@Z\7W # /\\@/(=!++[KZ?3-#'ENCB;&&!,"\(M*
MHZ$6@XW=Z(!HN::$+0&.F#[A!9=D9%4;L-WRA+5\49:DK?<:CU3(NW#8G@BV MX8H(!ED)QPRS9(\?P79;QJG)VC_82?TC]> @>#
*(41'&BD(8(H^)3*_Y^EL M#O20I? UGL>5<<8X_HEV,)-!#N0::?\1"S4-E@N[<_9]DB6^#Y*\'&Q)!Y#Y^8S#DN*
*MB!4#*9@8[E(8@=%'#)>W;M@S4*(ACXP8],4E@OSO@]'1_6B19AG^72[1*S"R M2ACZ@A<% 0I#R$=R7L#IEV$DYM6+BW.OP.*
([/2D[@POK'#\X M>7(P.FS#;&'|'BS(&@8[!U,;VCI=9C$4,/_^.X1_@&Z<9S_;F'VH.(M&Y#J M VH/T.XB7@&K38QA=DP2>.+@0RV*
*CAM601\)TDQ#CE"D+W1CLR\=*0TVTN1V MX!2DC.6\HNE7*BX93ZZ Q $/L &THO(;O$"H.:2U>*=N#BR,@#$ZQ6!2 .6@ M[&"+E]1GW*
M>FIRU7HN=$2IQ"0RRTZ):!]L!!+Y-*_;[BL;GHD3^Y*@FOUF]0\[?&B^\"(ESD0H)" \1QJ8G%3=ZB&E:@$,K472JQHB;K/-^>!>LP
*MD]:!X/1N'9 \%-/%<"NIGF]%0W@+:.@.0DU.U[?P >M/&K)->02@<\&> M$<<2*T &H;9<%2!?F $*
>Y^C4(+M5O4J(VT06/UR#O0$.+]J.45S-4(G."I8) M&-_C!206APQ9T0DHY&ST9BO6K:R4AE'- N59Y81U@TJ?LP[7.&H 'TDP7$'-
*M5ZC)0H17)LN8& 0A:'N!TE6SM0F*T#*MXXQOT$*L#+P"@ &8"=0#DB.P.S(- MZ\#Z*
AE5%0KG&6B9QF'89^%538XLS;2CBBB'.QX"FEAP1?#202@9 J M9RU&Y(C8E.TQ6L;$)4Y!JZ$27]+"S,CT<[+2>WIY'CTX>#!P9$2#SL-
*!YVZ0 MBLKCL!#!H+8:'_0G4XT_X[AVX#FHYL0(2R;:_WD4P;Z!UE-A"&2+H9**8AH@ M(W-S5]"?*
$O:+J2*IZ&Q^8RF;X'P!:.5EQWU$!NAU5(!7C36H"3P\,&HJ=P68IK5IZN4 J99?48 M+LRC!}\|>@+2WRRCP\?
*1Q02AFZ[LSNC4_+6QM@4HIBXIQELZ$UTNR MAIVW-7*RC'-M>A2<>8*H9<\W7C Q*BH*K>-6T&NX!:TL>U8W'?5&*
["NH1/G:YRBC[4$U/KK M)DDU5K2UT#N*_HM..\W"$:65^PZP;.G2KC[@/;.'2',)Z+XC- NO>%.5]>RT,-%E6B\IDB%),8K,*
M0Q'1A2T.V;2D^#)>T7 <(,JFB"ZM[DEH<; /+&Z 8ZQJ:^-D"JK%)6;!:(5P11W "E< M@,U.@!.+N;9LF01MX9PKK&\A4Q?

*=L/24X7B74/BKUV=@D;;+);:?[POP*S>1? M%'UAPLO9I6Z8_78:9C>KU(IE773HEL:;)\!X2 =*)A;'>SE96&XT8N4-Y MQA#0V)02X*9--DVS3'A@56_0Q)P\Y@U9]QY-TP]"XPY3(0YTSDZE6!R&#M@- M+1$0N4@;=56V 1'PE S*,8T6:T<[>/!FEA4;>TD#6A=S5WMA-2G"W@GY19(T ML;\(#2"[1*6CQ@39JDA2 MEI^P[VD "),,.'NDPSWIAS>3*^YZL@QR#&K'AX? M1)-X)>XN0!*

*<':,G]5/&)%f/29_UA/>J:U;S,EM3"NEQ5<2 P%T@%VX M<()'62A &"K*M]$P.W7JC'6*W 1X[.?#FQQ2F;BN*/]6Y*. +,Q'E/K:3^)*

M2,ROG:#>BT^#1NF.9# M0# NRI!.\3+-466VO):"514"5U@Q@I2650U@RC\P&.K""!>O7JLP D*"UJWE MW&JK63PNRH'8OWF#*

<=R&4BK1QIB;6!RI88257:X%!9:9O>3X?;\W),O,=T.@@H\(_FMBFQ9.#=DP.A,1%S:_+%&>'<8,9\ M]XXQ%Z<#VB!MA"Q1;VA9+1+M75*

X1M$O7SK#VNS>WP!&D +BS+R MI+AL20;#9H1X[8'CK!LV9V^V_XT-[W>ZNC$K0NP]Q(25$K!7%"AKWE5VPF"6

*M3XE*I\L^L_4;UCYO2N\ 8(;X&\JX%X!;;A4?G">K%Z/O<$'QDAGD->@. ME71US"";*

*E=9)9E1.>R2U\)YMPT.5WD&*L%:OUT]+1%2VI.UP:Q\"">\}Y)QH> M0\4LT2 2MY!@VCJ?O)_))Q$P]9D99TR@K+%OZD!N)'SM+O*-*

*N+%+V'@EP'R1 M#]^PI 9#37&4%XJC6,EX\>;M-_%B^>2%%X\;""5U,"@J >9MDY>5<$.:53]Y M"0?&0F7X]0/9*N*01'D+"A;-*

*'*0A&KQQY!\MQHJ2)C,/A2U M65>![RQB B:T^&V%DLUB]I/;G"]X8S]P%Z?,_AQ!IQ<)J-8\^B M)+ >)7;]=5K18S.@?MYL"R6R;[MEYG\W*

*K2&6*U2QJAK#S&D!)N+LU65NN@$ M/G>SST7]5N3RK2W"Q-BUM8MIJ!?Y>#BALS6/5:5P*K_L0'RL=A^<;A%X;0)/-MC,%C9O,BKD7K*

*96CT'-P#!69AA;YHE!L>71YD\4P;CT4=<8;A824?=BZSZ/H M>S"0R 2Z6'^EA+[0X_L'\4'^&'LX>$3/Y!R,)!T0M:,QUZ1_45?M?A"K#,^*

*M29(!-0'! EM:]Q;YI#/WI?7TN/D[R-;FD*E-(J5U\JF"3Y)XC\@T.95I@1<# M[W!9XQXQWQ(OZQ2O!*

*Q%1\XT0KNK)D.3O6B<+ZO3.=UCTBZ-'0C3[03-$9;P M-J!!RNI^;/,5:E 39H9,$5K6\^O7HIDFG*O*KO$X:@_0'-6J'L72!J1OQU.] M6^*

*6C/5B>B/;FZDCX\GPX4@W8VC1QKXBPV_)1\U\9=+!,,3>.B**,>E&6HM)&41O9[^''Z._=**\:9M9LHQ7[!''=X;GAP(>"\32^*

M.QG=_X]Z7.XFHZ?]\/OVJZHU?TJX:[XK'IV%-G2'HP<;H.OR-U,>!OF[P-++ MZ)AK!8=,

*(H0:+X'4/I!R#>=_]'HX7]HI,,#^!>E[^U]*M0&AR;9EI.TIGSZ M.PAI?%7K&I9\]K=4IVBSGH[-,LXZ MKM95,.*BO%:.@:"IY_(!(0-V ?*

*3:I#^F$^^J 5SF71-:*1ZR8;E %W([8K@[5TB_NE[Z) M[KOX:!!8.*5!H/I@)(@>]&33=;*GS9MTED?GK.&LHG?H^L^\&^J=?C_U;NYI*

*M/7A!A%]V)RZO/_'Z?C'^(?21>8<6.M3ML4X,AD+X!563))Y(E(JK8;F!3A&PV MC,#O(A;E;ARPY0/*0*'S"U8!%.=4V%]QD&",#FIF-M*

$TX#$"WU)>R\DJHW,M12)JJ#@,3'B57VO'"%Q%-HIW84K8%.7M+4.Y+P5=X$ MDZ?

$W_DEA//;\FEQJI/@XX8WXI=1.95;Z%!4=V[UAHD_/N]#$G:",(5.1<;S

MYSP=)QQ]PO'#BDLI\./@"_M@C9($SK6\!N[3F!+NT/"OI'.C4@/\U^\[]#G M\<,/]+EPG8"1%/+="?!6-"ZSAQG[B83$=-

M:QR%,+7/;>T6O;+!$R (O%2CW. MZ\4]'U=^CXS:F>IXKRCE+$G=P?)G+D,M5"!UP'YM]B0>ZD2?CW[CPX9Y;X MB:I=LW[ZF!#HO?

3KA\A@Z=.BP8'0*'/T]&/6S*([5BK>QT,*U'3O!4EX..2 M-(M.^'ZUV2/\RX!7N^O2BG*]Z](J.C,54M9?"WF5Y2YP+8Y%FX+0RI@ %51G*

*M3W"B@*1=6,,>@<<<8;#N9:TL>DH^A+1HD0PSUDDD? "M)-OB*O8[MPZG8 M/SAT]W ,TTU3G4&L$E'7=A*8*R%*

*<325>8,=PF/UH*HUGI3%\Y8DNW$MD^Y.7 M<)76VQB15=W8XX?G8OFE@$S6NF%Z2P.K/#;(&W6 M9(T&WE:UX)#W&'F G-JFK&*

*KMC$^CY%!1 >SJ58Z I.!$/]8.V608I\<[J6D MK2'MG&=!3'(YO)0R,/!/K&]=F^S*63,JH82_*]7#-O+?*

*5%>UI&;MCI*E0Q,I^UC(EN33+W"4#K<8H.W_Z& MW.<=7V/=*D7:2+F (%GLKY9?)?E"1B1Z76A^_E(]UA"^BTE96U(7;=K6:&T_^M&/*

*M-7)5VH>3Z)T/"&N59D?4LB$_ 793KHM3 M0+7.FTY?1B*J@RH#];@\[XJ_]P*

*MNXJ5,4.+#D;.OO>;4<'((6N6E#*05[0MKCL'5%D5>6XR_SS3Y#.P"W?-SP&X M0/Z\I/K-()<5VY(4!6RG7[&O&--GW1N*Z6UHBW4R*<*

S$0C3ZQ7((I/4C[4H2 MG#R"ER X:53SZ?$S>C #=W$BE18H2,R/K.'O4RPQ0MXKFJI569K'N2MG,VL'

MDE0:LBS_IQ^UWHY2Q:V2SK+$&N #_2XSH$TZY$'{1)A^U@[/FMHD M@1V:U'4%N8,O(5 XKPP^2DL%IQ8R?TB[Q,S6\+UQ@[=R?H

*!BQ[P7TD1_YE= ME:PKO?+AX(7^?5"[291Y>GI*3NNI/AZASO#C%KY;@ZEI8]H_:?\O.3ICF_7;?4:91\I=-*

CVUG$J;YLA&1PP@@7_J17(RPP\&!=Z[?OO.[Q\'U>K(" MK '7D%Q%EKX #XJQ@S]PA<@8I^7X_Z283CM++,BB?\<)[$4LR@FAI7A]=B;

MY (763&C $6IC-=DGJ=_-"2+5;JE6LU7^F(-565_$XB>F%R=.JT^V[HD4]A M)VVJNX,CY,$7*3E"^83P718(*'2U*N0%^%3B$KRG3C)?*

=GXQ&0-G.C1TTXN MI\OJ.&W>9QA:?=_/9S."^'IC<3.[]+9E<#=HCK]J.#0ZU#FJW1U(I]_4 I:

*(@RDBZ>^P1L.]0G)134>SU(K]:>&@/"4PHQ>I]?J.GLD3JD[!7 MA_PVUJ\M%]*Z^*05QUI2E"Z7SZU77"8-*

*OK:@4$<=,!S8"ZA\:BHE5;3[4$_:0D\6=O.@?.!CZ^?E6@-H2*E5X2KS,!*I(87XOC2TGMXV72^E=+Q>NB>FYPJUOQ!J3W5>*

*MLHHT'=T?!&T;_'K4C;PF:J[*J'SH_6.F.7K:>?K]:/G5_!5?BNA"E *L "M*E[#!95@?5@K.?C#VD8]F*? U3/1_]1P]>LM@W\IKG2N@!H?*

*_F7+%*_,N"1' M$3MWU!3A7S9-,;"?TU=G93J9N38]{*M:J_T<=RSD?KD%S!^;W*R/]+_=,M2E*

M2W4,SVY:N5WN2D:&Q'7#XIW^W%WI4, ^MBE/S==E79<3'V, ^/&N&P2DQU8_D. M1ESB BA^6> K*YB BD&NTO.*

*[K*M$FX*$X9QO_4N.P&GY@0+^]YOVP7#J0$A MJ!V;\0%/F(?9TAAJNH_. 8#A%9=2+ .=LH%YN<%0BKOD$U?[HIU^(,!R% A?*

M0FX5$.V-#,2/[A.W K>B#1L.K)_9&GN^ EI+]FC@77] NXIP$NK->\="';\^Z MW1^L"])G&MQ%?D&KDU%8&JM-_LZ]Z[T>W@/C7:'NL'?

*/Y]_EP .UI;@8C[. MP\\7BNM%$!C?ML,2)\.-)O1_61EHY^M6]A+[#]80OKI4I6)=EIE."-E]_YBYO M+MZ\Q&Y*0XQEP00[K %G3*,\F^YB)-*

*ZH"7,SVI6?0T.8!\->%.M..G[S#F]5,!)F<' M*Q>..:2[M= =;$M!71HJF/ARKQZ&GF[+=TD*/-F MI_%-Q=PFO%[DX8&+F#T\O#]R*

MB8:RI#>%;#"@H!]4]/2&*IH%%8HUD8 5X TM8ZU!XT*II(_&ITB!:='KP1 M GS%]<'SIW94"!]B5_/855/W)#I*

*5HV1*TDLDU*P6^!!!*6!.9IR-; F41EX ME+W@#S04C^QI)%GG):5]EI.M;!($RD1* 629LK;I JP$P3HGQ?BN"*[=B+\5*

*MI&*T3B#!A^I@96[#_MJRNL#).!1EL;J5$1880R\B5C%(8BH)VD:31<^. ^Y V M'VX[=[^76GP>UE#6DI+%LZUY;4&7|*

*H>:D<6)Y*7X0:+W!NE,NB88M/LW">C MDR[48>>[^F_6VS!4/*BU)1TK[S*..Q68SY;?^*Z3T5%I07E?Y=E$UUTG5ZMF M)=X+K$E/;Y"*5*

*H-B%['UI?7S^WZYDLFG[5JR\QJ4DD;ZA*_ -W8$ I<068J M_13B0([*3U$7@6==X.QZ.F]!\O7E6G/CD6%5@PX4KR7QK3GZ=L_@M$8).5?S*

MH4M6M++GB#]'1M(U4-RDGK2MWOJI ;Q>8S5+95:2F&:RVTSJC'N:B2_Y6"H M-$:O; 11H$"BZ\Q<7%7WT.0,'9R*

ZIA5W/1@]/@Z^%\2?2N7_;C9[-I]I*\ MTDC&C^VG55B/.=7K7\D>-=3NC*O6S.H0-5UL0W.PC'UKJ 0\)WL5;YEO=-*

CE>AA!!>;KNIV"2O*D9;VS3 M0KFM@J3'\&/;EIMWVTZQ.5(2-U1%=&(6WN6(/!8+&D_M+K"??*

LN_LOEY@@&%D)AKWN/=D#\[!4W!VMKK(+HJ;]@5190>I>) 3#T.Z]; M^Z,)3GU]U.!,I%>PS9FHNKU;J("-2%YEZ=IN5 U0 ;L"*

*<;"1OA,T7;00I\S M]ROI:*JV2_<\;N0^FZ&?G3BC3$AO2.BA6]$ZV_TQ%7X%&K698%0DUD*G&N9: MCWTKHT_);O2)6?/SCKS:=^DM'(6*

*MG%-S$]=.BMR,>-TYR?CFZ=#4IR9>2F^P7 9IVV"$PW)"?(4$!L=GI%.<*ZR MB3:5=M<91TY\4-8.YM6HU*3XFCH-BJV*

*Z;*2V52YQ%S_FR!BZ?7K&4K^(4DR M_;=.3]"KY1+$;RI=! K+%5*3RPHHRCP9':US NJ@\)VIT:>YW)6]XH9?E> MC,^ED*

*CCI@I@9]A097B9S"FQD;\>!M%L6X%V<\39D6MX BW5AG J*V-N2,=2 MT:8>;T_OU<^?WDLK^$_R_&D2E<_V7ASO1=6SO9.]J'ZVE^:*

*({QD8/*1BI0W'@WH'?\ M4>9'+G:I.-8IOA\X"D-P.L#NWA]6'89?NUVI4[AT_6'/R:^3A&VQ3B]=5RSV M2':-?*

*+\D1N/'O'=C1,7Q0>K."F^]=8_0+:4*L(]Z^\=L[MSBED/LXO,?CSG8Q0=O]1X-2F]_NR""BA_JN='3Z(7P4$"Q)HS$T?8NUMUHV MN?*

*Q+5&*GAIDIOGKR<=C=5EIO"+|S=MSC0@E:38NBQ@L1=-5$A:VQQVW;9[I? MN*

*/]A.OO6XI2:;@T5]+.>Z:7:4ZN25(J6(UHU_:G]\EP=;^8IC<6'"U&-4GK MF*S+Z"+=P!R CNDU$)B0)*;5]ZZTD<,*

[:0!+S2XWO+U0O0E=4<)U4E-TK]DHW3NC^[D&+='M'[;:HZ_ZYNA]<_2^.7K?'+UOCMXW1^^;H_?-T?OFZ'US]/JOVQS]M,MI^>_#

*MT9&[.=NX$I;$I,M+V[\$7020C?G;&;"^.,[PO*D,X?+K!NT7*9C9"3I7PDKQ& M>8RU(@ZEULF@(=#*Y;?\E@Z+VMLUVG3H0J3=*

*M'!9YL6AP'7)8:P0D);2$.K&J_^1YEB1NIJ5(0/+RH% 4=!T/Q!5WZI\5VG08 M*U,YVM%FQY#*P,0G@*ACMV6IB!A_/<,G"-?4;YE+*

(C$%8.GX\Q3KT.45[YMK MLF)U,6?XNG@X[XL\X^$JOK;06U5^25]-W^->RI8X==S72G#:A$WF2,I5 ;J9 MO Z,X4]

*<\J*J5QD94G"2RSFP8L#*=8R:W@SMSZQ@=X27!4*YUS@*>@H3Z065K3J+@ND6A]AV0FI63_: MG#)HES%QB5/0:DE8E,K/Z1]?*

{E()JN\KOP6>OJ]!W]>^[VO?]!6/^K[V?]6^_M!G^)SNYH4_4-W?N&{GU#=],W=%>'T3=T!QNZWW%#]YWSH?IVZGT[],Z=>MJ.

*MO6^GWFZG7OUS^ZF?W]#C\KK0[2%OT]RR%2@*ZM_^/)(9=NYEV3;4.]IO?MUM M*T_NCXZE4^-*

]@/!3VE9NE_AW#OG1H]$10W[\'6#KLT%^W'>39.S[R;I,(./ M[29Y]XOH5CW*Q;^'8MW#L6SCV+1S[%HY]"\=/*

*M:>%X>'2'[1L/!$+&7Z;'8]0=Z-^8[=8W,>R;&/9-#/LFAGT3PW]X$\-;M2W4 MJL&7;UK8'3'9M9%AWZ*P;U'XM;%7T;2PN^><:H_7\3?*

*$S99^=[=IBN;ZH9$5O_B8IFBJ.TB+#X9EB]<) M\3,W .&@V)_1=VQ[A\>@LV/'7V]HT-ANS'C'Q/(9VJ*Y@KB;M":D5'T?O5N1*

*M\5N#&7+=I62[O*B+COH74A)*4DH0;BEZSKR :[2%)I\KUA?8F7 F>=&(2Q]# M.R*3,N^(UD_MN^1QE[_1EST-<.4Y05=L?]3=:R\(?*

&]O"L>B9KV!FVZ;@!IG MAZ@,..U@]Y+GH2X\N%W$>Y/;^A"$C&^VP_OZP4RH$E[@7?')T76[I(ZK6Z+? MSZ;3]>Y'_+C"+Z9"?

E,3UR)1XEK[Z)'+32;4I^L&]HV9^L9,=]Z8R0>O;IL: MM;LZ\P4ZFOGWG,JM5(54--3VVDZTK/H0=?2@VLA3<>^T]2?W6F*;.C5/)5]H_]?*

%/XU^*VM@K:OW$O^(N4=JUT_>(:O>(^N2N M4)_KC71S%U&8_(;<8W-DZXFT.>A[4?6] MJ-

*:7BK:5M+9R4;O#O;CK*8J%RO"/J#"DD/LC^W=$Z5]"> ^=3>;N*J\>M_4 MRSK@PN[AX%KJU_%P([6_\.4#XG%E=8"X%8]356TV*

*Q#&TMV3PR! ,. 792"U M7=*Y0F>[X O.)WV/']@(\Q[4;$S%2RZ4)ZU%27@3?2U(MZ0E.\\+#HAPNWV.]9+UN@6,[2WPV]S8US&*

*[.10(N0!E^NV%U] MJ;P Z]%%EBY5]RXN$1,@ND^\!H$SHTPI)9', ^6.8Z 8'D'*K)T6]S&@@Z-A*

ME1$;B'*UQZ>QK800/!+LSBP]O7R/W4T>#;%^Z"4E;4Z=(UT1.U))2$L%\<&! MN!U]BX%

<.5$I&2J/,TY:HO%DD\G,1PYUB97\D>AM%IC//>'&HJN%G=;>[O= MML7=%VD4U[>'^T>VA^L;+*DE^@9+?*

*8,EBJCT#9;,/[W!TC^WK5+;?3&D-P+Z9 M4M],J6^FU#=3ZILJ]M2KJZ(;TF=H7 MZ6#V3:V, !KF&L"9[N_4]ZGS[.+N(G\;2MF*I*

(2#O"9HQ2GHY)H'A\, M,07<^+9?!P\3^SX\[@%_WX>G[\/3]^'I^_#T?7CZ/CQ1WX='$5O?A\=I"E^^ M#T_??:?OOM-

WWXG[[CNF[[[3=]_Y^KKOX&]MC?$U?X:M,W[4-]_IF^_TS7?^ M7LUWOHD7RR>;VN\$]?KNO/].WV#G[]-@YZ.ZV&QRH._>W::

[S<{1>IL=,B % MO(_KL7/XW>CP3^NQ'HX>?"^ZCOK\. MFY5]?QVG_7]L?YU=U=[:,C;Z\S]!CH?TUZG[Z-S=WUT[KA[3M\S1U40ZCOE

M]\UR^DXY?:>#;+5)L/>,-14L?8>Q MHY)3#R0[_$;G?.AM=Y?/A2#%S &YT/CIIS5H64?5.C'}77KN_*T[[>QRD'T_ MG+]$/YQ/;?

KR19J[]"U=^I8N7V5+EZ^Y=\N?W:3EJVS-0NSZX/")2!+Y>H; MMGSVABU_8IN6#8?<-V_IF[?*

*TS5OZYBU]\Y9W'9/TS5OZYBU]\Y;/U+QE@T;2 MMW3Y_"U=L$9VFIF9?_W8H3QM5']<+1;AAB%FL29#B5D*IU#_K9,NF;\?3M^/I*

MV_&$[7@VB)(MK>V%?FIW:7FN*KG.*4H25?[PP=,G=@CQ6I/B)U?BA']=0AB MS$?

_+Y1_;VB+TO[$]0CVWQ5+8/['1P^^96B/6ZU^[I7%-?R7/%$OXCI^_A0; M(9ASJD])D#[;.]Q3O\7(UK.]T\/'IT=[]V"D__SYTR4H"C_'V$C!

*MZ+O[>YPN;7^HBR5.B0]WP!BE?V*FJRGQ_C[M #LR@^X !;@(/">_Q]02P,$ M% @_+#XN6C6^N[CE%@ *Z4 !D !X;"]W;W)K&UL[3UK<[NXKG|%DY.>268>,)<;WA1_$[_;F M2;+\Z?@X=N=LX<1FN&0!_'(=4H<\|0(C?0@>F:0P(_I-QXKN" [AN7V_S7MM8R1"=(QGC2TRQ"3L M)HQHKZB-/2-=AF)#/KME/]fS|]2[P:,*QR\.X?SBMNYX,J=>/%BFL)T4AP*% M%T((2$H7]C.I/Q9X!*R!I@?)0D<:P2PC[N(HP/==F/JP&":9#?I<1^'" ,O# M)V8-< M14[DSE%/))?[@].=?X)N!)Z9 8HS M!6D<7*6NRX EHD.0/,@KEORTY>= 'K#=+>NS1D'D/^X:[J1GGTR5!B*%?:II M^;4X-;M;7J.$[K*JHL4:]":C?E7Y:_9E,AS4JIU-%]2;V/:.^0[,)LE6TG_R M#F"I'GMNC#5\,J9JT>H;DG$P[@T'_9+]LBE/%0<,9"+(^CO\7U!(8;#C'##H MP*I 03E'V1@QJ4]R=5DKZD@;L(B'7BP$_R].D.+]UK"DW %Y_TL*$KT01"K' M].0@Z]$,:1%@J#>SV5?,_8E+9Z6%/H D6[9#^-I8I8 ?TA.'<_"))[I/^Y3 ;V J \&SI/(Y3,C=P/S&8%61G M**L"\VS! <3$K:1H0(-2I-P#[QDE(%0>H#7UI%R*(_1-S!)=9T,!H B4X@--" MX\2(;2U"'"!-@VAB0F=!9#.-/S(C!NTMU-&D]V&1V/8AC<'T %4* M^GH&*AI_ZV562+9U6 BV@"B(4D$.L5L)H\MJ)-XS8L9S,+A(?YIE)<.Z',1H<%X#E=5Y9,Q=C949A;%7D'R*]H!!K[(I.?,U@# MP^(,E\AB2_0^'"=WV21X#83XNZ$H1%W8L7C2R!3=P0+$9LAQ=O"3141)'#<0D M A(FM-P4L6R5^()GP#CDBZ7/"M:!Q;6=D3//X[@8Q_=7Z[@*9XE#)C/N(") MB<0@;!;_WK?Z"A9Q%SFX1B% 9W/]V&UZ/AM14CZ=ER#=HYQ%2PQ.! L3ARX> M^U97K@#I"%8]F/1>Y-R!@;\]XXXV6-E-/3/:/Q0S%AM[;OPXWHH=C0.45W;_M] (+YS@JU.!"51!=/$"7T]W5Z2%3--73!MGE30>@&OFW#WI:L.]TAYVI67L>Y MDQ^* <\D,^Q!Q#_3.1W%9!G22!KD'TW:F45=DM=)H2W.C8?LUR\MLB=)OFN7-1++I.$UQ16R]O*$_X^@2(L503' M<#1Q0[!&.IFNQ.DRGW?%F M RS,.;JU'1$\F+,%+F_&A*;,((GP0.;R6ZCQ141S@R<)&!-X@ ENY](-I09R M!(Y:- T]TJ#B!>BIY,.;ELW,CP^#7P"K9+$/";&RYD_$@=EX=SUF)'%&?.?Y?8 M5!!#_B*,:90G .+#!T5Y;AWN$_(HZ%,.@]]6*4,=N67CSB'&0MC9V66N-MU M?#?]*
U*7A%_HXXH3"EM\86C1>3&GXPTCCGL3Q"!"R<+I8H0G;H"U[_/*M9T 6/ MA0N;G',_9PSX.\9<#]"_&1\:7WC\]>@C>F;+KKP_0\"2H% (V38NW*^LV&)M3 MXXW1-P>#O&UD#J')LOKP_T8700ZD;XZ,@+3=U[K"R=IV*"C*3N>E1KF5)4"H@#X[,M_S[1S+% (_X4+\@*X3#LLDA;,-ZA5Q! .D3B%S MH,M6RFI)&_?,CC=T)I]A[M3/1'7C(9)R?#VVOKGW_=&"GW6?_^V^U \R#>!@ MQFYX0)P&M,&]'N9.EE@-D:L!:,?[.XT3H?AR0#!O :+C =TW3GHCN/$U!HAZ M_;&EQOWLW@@:.IU=]5.%FGU:XL*YWGQ@#P>'U<[#WF0TZ7S>V^;63SWL658U MJGE2:GWL$R"B7]L$OY[\1%SJEMZVZ.=R-B2G-QV.@V%OT!\>*BW3G@U.NM'I MD(S=E7$'O8$2=*:#$X*IV3-U:SK]B8U MJ9@2,]&MBT;ZNQJ4;X26Z6%-Z,N7-+ M1K7P:,@;A,@K(`.6[@(@.ACFD&).L7.=L$@UO;*[BS1UN7)#7QG?@),3RA.# M^\ <2+&=/YO>)FZUC6(,W:V:RXL90KQEYTAH9DA(0R4.!F":?;)Y]EB]Y@TM[M._@?X-:N[BS%2\C_)"9G/ E"H8MW$T2M(H7H0? P868!H]ONUYU,(H65K.IJ M=HC>\,WS_02^-;AS MQN9835VRS5&A2LJ7Q(J0&-%E3OF*=R?]5;(BP,R)1I*J<]==/BOVF=FWE%4 MC!%\U5Q1G,>/B[?*1Z@RY1MXYVGB:KG:=WD03.5Q$TPFU^$BQ MUNH45 6N6)]=%3;J7Y$R-A88+ MN'=XD&=>4>\L#]-JM)9?'J"? W07/#*42%E^68D0)_AU@^+"(&!MXA%\L8> M@++$5R-E*\3J'^7<_;MV-<-5JN-KNC26V6HJ_YK2#TH'.9-S M94NTG- 8;2 X){ZT M6*5XYD&K-P?G[^C*$0NQLGFW#ETV(DHD-Z5)B-!SV5#;5)K:\1RI^FFG)XL M$O?KU1G]99T>BH%7(';!&CYP]-D*+)#@:]X9, ^C)"$; (V;".D/ZG@%/$36L5 M%"@LY?.642]"722 D""XZCSE3B3B4?2O2+ C]!F0$N \2!>$P5'HXF,V%A1& MP*?,'O\M &[XS'VT-> @'3C%HZT9/CX_K-'_I.:<%/*ELU59ZY[EX2M!&4T, M :5"Q2HQ/W%ZI ![QKH=25BBF'S-0;DC(#HP%[XFR%B65S(8J]P'R0$HEZM. M]Z2N+STV?1F2Q8N%WVC=8R0".94+4^7)AQYC66(-\\IZI:NPSAY"$H+D.Z0. MU@_J"3B+Y.IR!(MD?+5FX\\8()PUN9? L"LVI;T*3=';G;S_5GH]=2F&4I1 M'; U29V_89'8ZNXY;-P06%D5+5.\I\FE;3WTGMI#D7!1;HZ2X")W(3[M]9'" MXHDPVHG8?!.%>=LU-;*RH&Y.^4D %T/ !=[$:%C/B-/9WX! W+)RAUZ3S,Y* M/*?]EO)(WF/QZ3&@(_&9?E=W("X,3L+;)W4%@@SL'=_/@B1*+?M!).+C P8 M%.9<%^OAPJ9S_5/6/0YY2S'1&I.^E.>ZE&1&+X9E.HQ7F)05^%XH9!?67R$[M_8,NCY3$ZXX:Q(50F"*G)>S]W-C:HVR8W@>EN$B#N4H%7F"=T!]<:^6A]BR MH]"7*3J$T512O(33E6(SAU$]/GJ%]"U.M(XKY3-&)EZVD?J.^*U#N8*51^,U MSJQ92*>%S!=8*CTK2T%+?TMA7=! IU8OWY^KMM/BZD&=UQ\Q_UZ=.7",8%=_M?X,)41>0G? "_-C5=Z0;^Z/!58VVB0L[=T(1'^(BH< ./,9_W#3F@#7) M:_W._-D7/([CP>]]\OCMW#B >TKSGRO,EJ=KZ^.2YJ\YIC37W%GF]-JK&X; M3W:%6$_HO2X6\50>:X6=>B=_Z8=Q7-L]>S3HXKC&9_K9-][5LAI/A%VE]=HJ M7F.D**FL912ZC'GT:SD[6'5M_X::I9Q+7KS(JJLED-U_FWR%G0RPN@EZC;\^_MLA'6-Z4[? +=&6.WN=F2,U<+?L5%6.\^NC+/:"9ZYE=;(OJ_6FM9:;\39KJRV MJLNG=MKV\$6C^*@/86RCU.L/PA,H]K%/*_DV\+.P]YP:#^8\I[8_4Y19[4P MC]YLX(Z]\Y6*"_ [S(H+#QG)]TF7TF6%8R@>-[NKJ!S;"V+1^X"Z!7>P(6 EW MHQQWHUT58&P&I-9,M%]VS<2=5*A[+5'X6J+PM43A/ZU$86;4E,/V!W\$3@KZ MG2DZ-RL*5_Y>1+4? P%7S"R.[$T:UE8I[@M)OY[7LWVFNHF4XZ9V,AV7_F4[M; 85(%XV"ZS-X U&51_60W]FW%0-6_[P7+0S[I&U '?,/8]0'S#FW\M1VVJJ M3Y? GA.62RI7\7FVUOE(*UFNMQAW4ZBM#*='-87C-!]03LK7"/NY=6!VY#Y7EX5N Y\NGW]MTYL6K.-*IMV M+@CW:&S;JG#T/FS:3I?M: [YUHDNY0}]>))W+H_W@)= Z4&/[XF>=J*%YV:,3 MY!VKH?WH%<\ZT&/[6F?M]"A%0]57]\W68KL1T4F"BTXMLD=T]C\-10II$XD. MW-#WLQ<"/4.JL4]_3(&]C!SI*AKNFQ]=]1$^0@02(X\=BX?55P&J?87T6BKL M'U8JK.R7>+(R876?>5[:K@#2@YCL2_'&NZZ[1B.5'+ [E%^I9WMQ]RY4-IN:D M3Z7!^H57;F2.L&TP';45*AM8YDGS\+;++1#N$-ANY'4*(BGM0+J4/6F'HG@# MG^0!?IV+4%/747W;]^3%E-8_LU2$MGY*%*MN:#FAH@V@&FG*(5#&O.^3P#I-Q>_M8B%CH5@+)':O4T&#"U.M9&V[#JDV6I M$0,8/)U8G:LJ;53E"4N@E4I:37HG)],-ZCMM4M?)FJASC7N3Z>#A*CII8A[4 M[^'J..GL@STL+;SG^-E!;'250)L(C&ZBJ$EL-)9AS#KM2$0\?/W$K>LF[F]3 M,7';2HG[:S*FE.2H>SNHN?U[Y/?0/ZY]$7?B%_5N6-R,M[HFM827M=?FG=^5 MRK9$Y2@IMH7N49%EC=X81]*@77L[-#0'^-M:@:RU)T)I_XA$-:;.#*FYKBR MK&U.9AV*6RSE#O'TICCZ/>WF#P2U7GIK M/?? MM>C6:]&M9Z=@[U7)ZJ&K6&G+5ZW5*!7'W3J5,D9^RU^#Z%X,-&;/;_IB MX#45_V6FVF]>V79]H7Z]^1-2_KU.476TFD1*HH;BG,CJ[\E_L*', M&' TP_1FKD$6\!V5IB61+"M>W"(AB(V1@2,R*YQRT8KZ!.\-LM0W8[.'32C? M':O],[/'.S%E];G#0S!F)8>]G*109I_-\M4WX-BMLS2:,.S3+(EZ_YM>\R2?,_MFWRJ;,G7?USU-6,R:.*'W44"6VS)MG]%=3_[]TV:,_PV% <3)2UU,>JY;R:5(UI^K9YU0]RTPJ MC4E],QNJ*B1U65+C_AL:<'(*BJ^2)S4PI]G/(I/?7$T93DM]MM140CDQNV?7 MOMBT&EVANV,*15XXB?/^[8)%-^R<^3Z*!;""WNU9>THK'(3K=WMGUD]G]MXQ MC"RZOW^[=&[89R>"'<>&SZYA:-^_S]02P,$% @ +#XN6@JE)>^C!_J!(!D M !X;"]W;W)K&ULS5C;;MLX$/T50@V*%G!LW>S8 MB6T@ERV: -D-DG; [S$ACFZA$.DDJCO]^A]3%5FTKR=;8]L461W-& M"OE=+0 T>4X3KB;.0NOLM-=3T0)2JKHB XYW9D*F5.-2SGLJDT!C"TJ3GN^Z M@UY*&7>F8RN[D].QR'7".-Q)HO(TI7)U 8E83AS/J03W;+[01M';CC,ZAP?0 M7[,]B:M>;25F*7#%!"<29A/GW#N]ZAM]_ W@Z7:N"8FDD5]8_V=@QED>JX%(DWUBL%Q-GZ) 8 M9C1/]+U8?H8R'NM@)!)E?\FRT/5&#HERI45:@M&#E/'BGSZ7>=@ #-T] ++\$ M^*\%!"4@>"T@+ &AS4P1BLW#%=5T.I9B2:311FOFPB;3HC%\QDW9'[3$NPQQ M>GK-GX!K(5<=PD&/>QIMFCN]J,1?%'A_#WY ;@77"T7^X#'$,_"7[?C12_BK M=KSGMQCH83+JC/A51B[\5HLW.>^2P.T0W_7#70&UPQ\@:X5?M<.O($*X9^%! M2S1!7=__V@O_- M>]YY!NVV&/&C^^D, .VGM=W1ULR;W1"/C'. ML(7$9"Y$O(9Y'7>X=GKDA>2+T#0AK"[7VH&PXP6CC770"7R_7O_U]$0"6'Q3 M1GC.&,:X889*,%(<)BA&"C >Y1)5NAO,8 JG3"0D;G++&:RXL%95!#PJ+*>4 MYS.<)+DT%%"1I)G1.W*[(?:.),%!TR%'_6'7K;G1L<"CXO] MG.B@ORH#^\6?K+J_>N..@NY@O4_+X-9[^>=B,_6Z%&E&^8I8MI[G&MYP%AL&% M+0J&0\JB='?-PM[&MWT*'\FL"N4"_. ^G:J^B]0 M2P,$% @_+#XN6IRC_QHJ!0 2Q8 !D !X;"]W;W)K&ULS5C;;MLX$/T5PBV*!G!CB;K8SL5 &K?8!IO=H$F[SXPTMH5* MHDI20XI,9%PE3V!7S@Y,S8[L1DS.>JSA* MX480F2<)$T\?(>;+\Y[=6QN^1O.%TH;!Y"QC<[@%]2V[$=@;E%["*(%41CPE M F;GO0O[9.KI\6;_]PB6LM(F>B7WG/_0G2_A><_2 4$,@=(>&/X]P"7$L7:$ M8?PL?/;**36PVEY[_VS6CFNY9Q(N>? Q/%*K%>6_4(R',6!ZKKWSY!Q3K,0$& M/);FERQ78ZG3(T$N%4*,$:01.GJGST6>:@ 1M8. "T_=%^_4P"09B2(!^A-WKVQ?>NT+4?=0? W%%1"??"#MT9&[M!9!+GF0L?7KW9D3MX:DD674HK(?V20KXPR3A,X*I5Y#*<@RCS;P9C2@MKD582 M<*0OJ0Q(X5PS'B,_1NFG1]O>6<'NR_'N+:NH[P T:\MIGP M3;3;/M[?YD$ 4G)QM+'=" AA;;W$]?$89/GX+:%]SQ]6^C;V/?(WKEX@K00+ MW"&QE=O&Q$-KW+0-*? D3D(_7/_Y)E. V/+8!&;R9W++_2]L@=1^XR4R6(D0V7 MU!LV:=0V)R)7&._N".W1J&D;.YC@A'? ?+_ -]#D7::1R 2;66?2IHV\UPW692 MT*2W0(E\)7)XJ# O>G=:#X9-FP?%<\EW6$1!=1>=<;5YQQ6+R[+HDRQFNA[: MM]#MVR-[@^Y3W\5MD_($!3C(DSQF"D+43:SM(& (FZ/)HT;YOC2M'S>X/A\.C M>NW6"[)^SO"$5/ON:+.]T^J$\(AW&@EDB=7\UCH>HNS%,3[HZQY=]\QT:'!+ M]Z!3!5C- !'"\S03/'"%7+,WQ.D/L@@@4)U=Y_+1AAEK%[N0&5&!M#!*I?I6 MR=93IU@^>)J-#H'6H2;2V9X1SU(&YO83/QUW9,+SCZV2D]IS83^3" [VLWY,(MM1#P:YEHD\P#25--0-U20-U.K;H(V3SBY!K'"*,!Z^Y(&;>+9Z>.EXGE(9],# M.:OESBMSYQWH\M'M#[@OK+GRL+ <&O._!_^?"4(^F&4GC,O M97D8(7L?[?39 ML5UX'QJCA+Y+_4:6]6_ZILPGH&;FWQU:EO5/>*[+^O)Q79'Q/^:[* M]H'EVJFIY$OEVG&==/%2 MAOP/N:=9WT42Z)IR,$N_[26E&:..I]BN>W')7;$A5G_T#M+--_M-RUVZEK[TU"5=G3? =_>C(6^;AKPT!$V4&VEV G2RTN@T-*I_?$A!S\QE3 M8N7FJ5!]B2NMY9?2" .!<+ 9OOK,>LW$/$HEB6&&4'SY05(2]T^7]X[BF?F8 M=\^5XHEI+H"%(/0 ?#[CR%-%1T]0?C^>_ M02P,$% @_+#XN6FOAT&ULS5=M;^,V#/XK M@F\X7(&LMF7GI6T2H$TV[(9U*]J[;-B, [%PMI1) M*F"Q!66I2SUOY&:,"V<^M;H[-9_*W*1N9<^Y?+83'?3OB=PTZW^]3P9"7E MMT+X',\80%I&E!A&;\67$ZS9(%L-VOV7^TOJ,O*Z9A(=,_M>&R2F3-Q2 QKEJ?F7NY^@LH?:V D4VV_9%?.I9Y#HEP;F55@M"#CHFS94Q6'M%F#R&H!6 /I60% !@K<"P@H0VLB4KM@X+)EA\ZF2.Z**VC<)0CSLROHTCE$)-?.%OQE!L,>NH:)"Z&W;@BN2E)Z"LD(W(KA4DT^4'$ M$'? @%_WXBW_"+_OQ/NTA<#$B35AH'98;VLOX -"/5HV.50/_P!MKWP M93]\"1'"?*

0L/>KP)FDT.+%_XODWN)2GJSZ7>L@AF#A88#>H1G/G'#_[(N^H* M4+]%OTH#9$*^)QVFD8\?)M0+KLB7!,A:IEB9N-@0PU8I$+NT,!K/MF$\U42N ML7:4'&F+@]D1W_<#V0I4LQF$B9A@?"MM%6/RB0MB$IEK'-9GEXT)IVKW#:FU_M>W;42FNE->HER:>'/(I:ZG.GG5W"F*HM0N9X7V@65E2T5,%*3,8&G@]]*W8 M?D?HP_\ENP/AJ,1N/KW]+#7O+S%X M4\|_75WVUSQ<[Z!P?!4LCSD6@K-7.8\K'>%H_([2,1Z.>TL%]89'EX9@$-*+ M(TK#HC=WCCTK_X-$/$R#8A^P0_^UV^UPR9<:>E1>E7G4EBGNZ=OSJLRE6IJ$ MHY=YU1ZE;TRK5AJ5M^9S\G85.K?U+YZ!VM@WC2:1S(4I?\L;;?-LNK;O!?=Y M>OGFNF5JPX4F*;P1ZIV/,\LD6?]R=!2[2['B<2]1X',;M/*/AOW^_M|=&*>\'>V]?TW67T]G68)KX7B,N(Q>EJQ:.[=|(/;]_L#?;T%W]ZU\L$OSAZ M^WK-K\652/ZUOHS@TU$VR]Q;B2#VPH!%8O%F[VSPR_D$GZ<'_O+$;6S\S7 E MLS#!\@A\NYF_V^@B0\(6;XP<_KL1[X7OXT0 QM]JSKWLE3C0_%O/_ANM'=8R MX[%X'_K_]N;)\LW>=(_ Q8*G?O)G>/L_0]V' '1#/Z9_V:U\=G"ZQ]PT3L*5 M&@P0K+Q _L^_*6P8 Z;]F@%#-6#8=L!(#1BU'3!6 \;&@;D4PL Y3_C;UU%X MRR)\&F;#/PB9-!]6]P5(]LD@E\I&)>\1>SY/51 C/AYR-7C7HG1PUK1AVS MCV&0+&/V:S 7\XKQ[YO'GVX:?]X\?C!LF. (4)#A8:CQ\&[8../O:=!CH[[# MAOWAN&I!S<.OQ+IQ^'GS\'/APO !#1\UK&:4475$\XVWI&KC*-0PO\1K[HHW M>Z!"8A'=B+VW__S'X+C_J@HCS2#\$2:"G;*7#&%AG](D3G@P]X)KD$KX@LS!?P M"C>-O.03,4-LQ=F0?388.2>3OO$%_C48OF*?W"1$$.#U0VLR.<-*\#B%]S&> ML 7W(G;#_514+A)G*WX_&#J3XP${6T>>+U>X^U>,864G,->-Q.6W>0X@5)2#]O>,FMERSAX1L!=B2*06HB&N7% M<![%RC='K*%QY"-D="_*) (?\^CH"B!)\Q M<;PTXJLP#1*< M8O^T-P$CY? MDT1,#_Y-? @!Y0) M> -HKYE(;H4(*BB+E#C[__ .&%(B4"Y11+O0(3@Y8>3D$]DJ,UX"E(/$#*+(U!5<',$==#IX63(J,20^9\)(2A>6HUP'."T*]@Q4 M0(]]WLS%&0+9+'Q&W@S>,4/?^)"P M"HB^\>8B$R0L[$FM._G8B')P%TW2J7 2C'PT%F.UT!>/:(%S"3N\9+#2&DU M((09OS)0(0L1H4*X2D+WBR:1S5D5#(4/O=-L\#YG Y*^7#-/VTM@@4:+-((Q MT3"NLF65)&SQ_ZU#@--1)(1+:]UV"%L K>A;QL5S6.M>K5BSRE=IB8(M[0K C)'>J/9 F:P@Q/'6OH=KN],RNN3!M4"EB[IE#;^Z'-^IT%H_IY;@:@2@ M\";^D&A?AOXC$9"IP_ J,&H1QJK92H @_8*XJ!+9CK\SB6=L=X>[)$ MLQ%)$Y7KD\O(NT'&N2!31FP&OURE,U@7^_7O%)71;P E4 9=0C3!P_ZKRXO+ M7_.OZ@H3"6+0M/(ENT9D#NXR4N/G-%ASSZ!Z&B F,C0X;.ZA MGB""G$Q>9+ISL1 4Y^);7&D..=@M0D\)%S'@-T. M122T]_$+"+C XZ(LCZ[MD---!K!@W.IXA9WI%SG2R]BY^#MM9%^^/$,5N?%M%01:ID1Z@077)N<11*)B M^$SZ"H:=F+P8.@Q[[*SRAY'M&,I%EGTM@V$1!!.Z'OM-62=IGH'*X,VQWU,? M6$5%,H!>^IR%-H67RA'*N6D[2*OC9 F4IT\!L 5;R4!=,E@IJBJMU\;>4N(W MO Z_RJUDPF=^+H6@71,]H^'@ =!CILO]\;:WS0IV'NE@)<\,5Q_K/2UT!" M_^X1S$)+SQW]TH)=F#K'QP/G=#HQ]&F])@<^D-(-SEW WOMAC-QRSE$)(0#Y M,/5SE.* ;.>#QVIJ>GB(0U:$;*HTY>$5)PI/1%,!DW9PJ7!8,4@R\(+A3% M)BTT2(^]B[PYC,Y5?%4,U>@KE,.*@I/V.6AIA(FBI2D4B)8(?1 MP0XB@WIF_;Z.?K,[1T(3L]A;K7U#S@'-FX+&L[D,=D 2[XJ4#6<8(RGE$=%$ MB:(W2]?X]_Z@;] <5L:SZ9JC8G[#/9_\JIF B#- +(1:Y3&^@ 787(>Z,4RO MI0<>NFX*SGL@'0&(6XG*)'?*M;I!/B-"8] =D?AQED0\B+DK'?9SL-"(^TS= M2]U=>&M8MC,U H 3&BF#B('UDJH+0@%? E'T9VZ2Y7 M.[;J^DS<@@P!\,R/VJD7M51%\'4;X>*R4,KU>1I+52Y!";6LC?*5!Q@[-7,[MMG*XKGM9NOO9J F:)1U*;[1$'WEM5@6,$/TZT K_/O:G)8/8]B?5:FGK9!6I M#=<-HSD)CZR?@3$BOI+,V[#B!RCL3I/N2), ^5-X>6]P&I[V3@KB-T?SFR2Q; MX'Y/P5FMESCY\^0A(CCR-S%TDG5C^:6-U;/JC3!1Z[++@;6^]JE%JTT#D_K"Z M=,,]$!UFG=+3:)VE2:F\JGFGL@K@E$KH>;D!^S3&SNADZ!SW3PI5Z,;]!1)W MY$S&?:??[I-W'##S;QY%'!,3\+8UCS*H2E3;5&PL-G[5%'+O8;ISY"(93YZ< MZ[P)-8^M=#9#5%9'E'U773=*(A0GU77;F*&X? +RA!;2!P(X9^,JPL(QR1R6B ML$,OC4 ,,##.2*1SGQ4@W+&K=(8E\'6!K =&GDN6QAUJ")A7,2[H/=*3JU 5 M)11N'$K:%142/EJW6HC)":6:!91Z".LS%JWH"?(JT#%L!">4A=51--DUA,' M9EN"6M2/Y_A8D<7&V/Z3Q'6Y=&RI%IAW(J8KBMG6'(TB@6!.(*1\3:P>S)1Q MCWI/V.N]0/V^-8KUU%U%MSJJ*4&5\WWB $YY(63@8'(+[?D"[&5Q_M92))QO;.O(D$A70DY\44[U6@1L\;3]CT^\WQ46"]E$YFWP-:W6VV>52G :!HG M]$Z-!A'*E6KM.!HZ)\.^X1Q835BE%@O=7';A.$)SHFXO# 6H!JN//-? BTW[D$8V-5G_/)":XQ/ ;#) M1\]'/1RH6D7-C]EKLV^REU%O:BQ+UJA5@$QNWI8LO0X/*R,)D_66F0"MK"O MNNX&;P]9#"P:+^YDF)"]J<@?Q.J@ZE V:/8 Q/M&2..@MH*1IE1++!]_V0O4N MYF!)B"JGULV_R*0'JF2$6C9(LGY@W4N/'4$N7WO8%;-1[KTA((#*AIT7]+Z MMU71:*$].A>^%[+% <9%YOOB.A/F" US[8[-](@:R)"8OUVLS;M:"3)-8Z3AD2 MTX%2PI7)GF=TWQ89'8T(8%J:5@X14>QF-871Q.PM*^UB";T$)1OD81T0%PQF M'NS#?Z735;9M-R+*O-:L<1:U9DUBOQRF6+ZS;51D[;IW:NEX')\&.5BT.R2# M6PXY-=(,SZ[>K?H2S4SF_O3$""WA_&QU;:G'))AG4-R"8B+,B=,NB62DN*K M%Y,9LRE7TMX(.&,^YGM-3(S#BS$]5,9N0YL-Z>YQT\I_]"!*V0?Z8G! M$Y^)BRC:W=!!*'THD$,T=K@*L(8KPQQZ)?=4[EC J7EB8JS7[&Z9>]AJS+;4 M5UMT &NW33OWL:'RM@Q';D,/N06(C95$0UU.KR?/8,K^ "L\CZDFFLQ7]5$ M1 ZV?%([*F'9'?D:9ST,G]CVIQY?/_I*I3?VWHYNR51NWU0O6(M%DRU8_'RBD,P"$;[)L2-#'>,-H[KQ%G)RD.TAD#:)7'55(<]|I26 RL-(%%'-M>KX\APROY"'5EW?3"(?YW4U_RMMP,A,_ G*-R;_*TH[$ZBW3U-';D3@!X1O&Q MHAS(2>1Z,349XGL!BGC|HZC-> S6$8!%@-$5RW81M"'I_G#6W+: M])%M%B T-3<"1[%)8/S>5G<-M4V#Z.5'UAM+8NTDT1M>HNE24]P/T.=OO&R MK$1KA=-DMT>&#:[8+VQH4IN9"^:SIE4LZV#O56THW]%6;FM[^3C;7CYNW-NM MC.E',<>D& K=ILWCC'MIO-=SG9^8XFLW WR7 WN=?6_.91M)M^FFU9;MI3 M3R;OR6RGMZ%IL8,>'/8_01;0RA]N^#; {]5\!!X^M\K>6N[$W;#??QYWQT\'M_N*A6^4'8V=Z,C _[F!G_(ES>CHM[(/?I%TW3'GLG$Q'I6WS#7TP&^8;D04L MSM=4Y&]Y&@"0I#^H9 %\0?-I *>G_=)W+4\"&$ ^=T\GXWB+>;8P&;9M48LA! 4:HZ%,",L;LS M ;[#F0#%/(I9!% %!*/QR LJ21Z *601+')N#*NI.UC;)@_($!"ZRN%],\|? MXM+SQ*YM@0^XME/_"R226982_5J)XB;)BH!D7E+)D1%@CG0LVAM, ^!ADJ #K M<6C1@#1=7 /& YFK@#"3AS_,C7:1(F;GG4WK=KA$KVI"^_^WI MZSX TGI8K%?05^$4QM92R&)W8CY$1U;A1$.C#^PP$[HN]17([HB7BC,4!.O, ME8EU?@ZKLW_T:JY]Q,B'/;X'^)I+1T!"9A;_M#>BE090DRQ*_&_22-A1:S@KTR'FSA&>Y)PKKW$9[2;8P%C;+*R$.4Q]=(. + MP>:I4$6B.RY+ Y45$2MQ;P:,9-Z-7'=],V-W*LWW/I4F"SR;SZ-ID3U\T)DT ML??5+CV77YB_HJF;&3&=<5X7%D(G@CPX#)]/_X1(%4N^,:(/H]:I9O7X.Z2X#R/C2BRN;YL8@W4Z8JXC$@J M8PX9I*FAFY=IY1!HS3B:'_I>%I!MXC%7>7U%$._G :EA$0Q&*M-LMG4"^VW MW"MS4*"=I%@AD,C# BSDUT4%Q450;/"R,C;8$!&XJNM%Y]3M>,S1F=!Y[CUK MK2(%R:4M^L1SF_.6BK+4KEI,)AA9I9G@D5V>J/'3BW(V&/9?M&=$TVEOD>AI M[;^3OK_+>T8AWK_5\3&(498,RT.AXI# <2DTTIB3JLBD'LUEU5])_122$M6*YR%)B;K,@YT] ML$6F389@)MN6ZG0)]5[!BP+2(K8#1=%_35*#L/N-LAKW2UT01,766Q &O=H&XF!221)H M#7&?2N!5CY'2'J#)N,UW0V:+T2E4]7(O*V_NP#!@S;]L%NSC3W>>T*@^OFXG M&8U),.QJ.MHW._HMZHPS#IIˆL%;"';E>]@<8O81;#^._RW%KOP/R;R7U\JJ MMFMFE;0G<6;<3Y8OR0CZ=+(E;4^(ZZ+P+@KOHO N"N^B\"X*[Z+P+@KOHO ? M,PKO3J?]IJ?3[C"2G1:Q-S%W0-LH:1?G-H>W(R-LWM#U4-]#TAB_=D=A97'= MO4*N/#3)4V7*V:R.T%J>M62';FB&$24^WB&&)J=PFM8?X'O)S86';4[3RA^O M;9\QSZWZJ0[7RM>NS]8J)CUV=+)6JR.SN*:KVEYBD%;SSR9VLT5,V#;Z M.JF^C-DW?^9[U?56=VI;G;*OW>_D&T<\6;N.O;%A-R+Y4!E5%"-C6]CM4M :%,3P*S442<_D<>;>6H+AEK\(=ZG%RAY7]LX6_.A]B:RG)F!6;38AQ1Q+ZY.4))-\[& M-9L XD3P>6;W&]A2(X)&W8?Y-BL2QY0N0UHCIL+;9JTLTV-J+U^5(6YF..G! M<-?P#-MHP%'R8FF0\TV*Q@%P9ZYT:;0BS]VQ2/@>IH?G MKA1\XP-^B*=*]5@OZ-G6=UK.HFVD=$*F3A#-K5%EBN+I/-'2[Q_3!6>T"> MB55YPK_^)1=1XJ@L7JBB-? A)D1YWWR%X7N3\H*:9CJSRJ[:XCVSJG M_FPN8^N:EKJFI2ZVV5SNVQNU[34)4BI\&F7('U>"=+1;A.DPV/K0KWM;G#=_MWDM_-O>W=FYZYZ9W;GKGIG=N>N>F=VYZYZ9W;OKS) M?;JZ2=1DC!_C'E%Z.)CG-0JC2*OT_H>KLZP7@>S'E>=[0##V%QAY<\2"_M;-)"DETM;W-5J8G'_]BTHH@[=&O*35AZ"XI?3J7E):8?%=7E)8F?N@%I<:$ MCW<]:96'][PN)ZTP4%MI>3P+)2O9SR-^6VU5FW:,M;P(U8LK-MX->J=5%W8U MWF>U[85=.[LS+R2[DZHYW$GE!5'/]DK MH>Y59GG,JY&VK-/L\MZ@;USE,=HN-ZE-(S%86]R]W)!U:.L^IV\R/HK'U8L MZBX;ZBX;ZBX;^IX7#6V6\.[^H>[^H1_M_J&G=_MD=['D<[Q8TF[D^1FNAM2& M3>Y#E$)1GPIKWNP[;7U4<7?YTE,\3+B[?.DI7[YD5]0*=R]U#8\[:WCL^K2Z M/JV?K$]+QF==)^\3[N1M#*&[5MXGW,K[T]X]8VR:[^Z>:27R;>Z>J4]D-)]*.MMZMK,MOE+SHW]'.#?CHW]&M7[]K5OYU3T+G73]B][C;*_3C>M9F2KLM(-R>B MC_/$6'Y!S](0G7."7N M6DK"%?VY%!Q<2GP ?E^$X,6H#_B"VS#Z0N"]_7)02P,$% @ +#XN6H"0 3"(!D !X,"]W:W)K&UL[5IM;JLX M$OXKA+>[2 #%EB7"=IH7P*E;7 _;:]#L"^XC+8TM-I+HI2B[Z;_?F:$DRX[M MID5Q=XO;+XE>,,.9X3//#&E=K;5Y*!(*SYE:5Y<=Q)KER]{O2)*()-%5R\A MQS=S;3)I\=8L>L72@(Q9*$M[@>\/>YE4>>?FBI_=F9LK7=I4Y7!G1%%FF32/ MMY#J]76GWZD??%"+Q-*#WLW54B[@'NRORSN#=[U&2ZPRR NE_P,J?]C 2*<%_Q5K-[9_MT1%165B=5<)H0:9R]U]^JN+0$AC!P2"2B!XKD!8"83/%1A4 @..C':%XS"5 M5MY<&;T6AD:C-KK@8+(TNJR6O9!;_"M0CE[\LT1N:VN.I9U$;/>E$E>>LD M@P.20_%.YS8IQ.L\AGB/_*OC\A=?DI\>E^\1Q3T, Q-+((Z%K?!48W_+/.N M'"U/!'XPV.?0L[%%)8IJ7Q5)& M<-U!*BG K*!S\],/_:%_N2\JQ\WXE[8@^KXX$[5!XOZWV\W-R9V!&"(H"FU. MQ?M)LKJV2ZF <[\TP_C(/OV^O% MC_J7IVYB^ 0F4AC/I5$;\[?65Q7BQ:A[,1)+,"XD3G3=-G1>ICA=I4W.4N"0 MKU6:XL.EPA%Z%QAAZ/1L3;;&L+&'*I<68X1F:5.[C^O'Q8U!5)EZ6Q:(UZ*@ MM9Z1$-7O>'9,_C\6>88*O'ZCU+91UX?ED]T&H-A7/1'E_7KDRG_M5:3LZ>D1G"PWJW;41(O.% MRXKAN._U^_UGNN0&$>Q1:N"FN:52TJXO$;I+]>]:C+.BK<2T@!$KD(I0%HU7#@>;G*W,;SQ_L^OYL;>[MF<2YL@$@-M:8EV@S/UX8W3R;\T-P,7P.*BA%9;Z'$"CK6TGOM8N7C#]B)TQN M%MVM9:?,F@%N/Y!UB-%H"2BL&">;PK;+3_"> (;9$LVGO'@6MS-8A6)(,;E- M#8NJ>#@2(5IH;"^,Z\?(-&5^N\1+06,E^8.UU^+P0C);.^<.:G2E<&.YVE # MIQ!5T:X3WT9F.VO>Y^UB(Z9,>/9I*H7>^5Z4MQ)HX(6CP!OZHZ]*(0QH:WEP M)UI8S"JR!;& 4%]B3+CABB)3LF-5,U33G%$QIE"3&,P<.[B0::$WCH2#<\|? M7AQV)/2"\V\0G?[.85.KO% L6>U#=8S1%Q\;ZP M4]6I?Z1^(',5KZ$#1 :'+79#C_!2P="F. Z&8^]BT.;#R8=_3S;.IQ+3?H*X MQM'4AKEQ>\$S'(3>\'PL2NPO6=/!T(^&?2\(+IX7^*K/VB'2=AP@8_KZ-E<< MAK9-C9"L9M#*LXH/OLQQCTPH(BX-!9>K/99?'8NYT=G3KJ-6S$GNZCH_7B!-V\(W5"@JC8<-=4/KB)Z[>X-*6#,W:#>926#,X3=2P.QQLK+Y$+:A&XO:M>#B;8ZH(0Z:@H6'W(OR1W^. SV"TB-5* MQ8 Y_J@@C>G5ZO3I1FZE4URKE#MB*\;#KO]CM5MLO4DP*%')!-;W:99*DP$Z MEV-TX):%#)Y36_D($K-R$D4,ST4-C,G]*S'N8Y_OF#\&M\\A2"95W[N394CX MD>)}4,,7V_S"95\A8WUZ)K")W8QS$"61H769DWY*0]PU 3?_W@:SRNTOL:IF M((O2.%1L0+(/1Z0YH@15F38YVY*ZYHQG*)376SE/M=H8SPPWTG8-/O=)RV=X#44<8UF/]AWX'=7QM0=^WU/9]#LIVXK=>1.f]V\^(CTNZ7:KC(E^<+E]MM+G%F-6;;SS8W&FK_BI'FG_1$\]T)>\;G:?4QOEN&?=8D,F8&G %NQF(D3:-F

M)=9"5%.QT3XI;I):H|\GLG3G#_XFCU7W[S__,86,@GGW86!TR_GW$^/V.&/?Q M_5$]_%J^_YM7_T]Y=0H1<#=;_\;I-7W;(7Y]RJW_?6;&UL[5I9;JLX$/XK MA'O >)#DL\8= M&0F"/<,4!AV[VQUT0DQ98W)A{MV*R06/54 9N15(QF&(Q?(-"?CBLF$U5C<^ MT|FO](W.Y"+"!^LP7OY'4'V.@RP-I_J)%0FN-&\B-I>)AR@P6 MA)0EQ_A'&H<Q]&9R4P=F7H9]UW%3"FT2"O47" M 'W@3/D2_<(\XE7P7]?SCW?QW]3S6W:-@ Z$(XN)O8K)&[M6XKN8M9'3/45V MU^Y5.53/?D>B6O:;>O8;X@*[9=B=&F^<+,..D==[0H9K)>C.O[&W?.]Z-2;\Y$K@BP+M="F8>C>)^B:AQ%F2Q0DMSPJE:#3..D1 MS$-:/Q:N;Q8>>8"^%4$74FB&71I018$)2[2 1J)_93QMI:+X;$9=8OA"S&*@M5['0VHUK:"9XB)1/A88 M26R:FD176BV"@E DG +;JBJ,.$AT>C=-]BGH7T? XZ",<85_*#-7J(999B!MJ1S:ML^%:BDBPE6DM$0?)QP0#R+ (LK SG1_X5.(FI&E298P45P>0NA<(%0^ M5M"@X\#3O%0%I&*2)%TSB@$$$.HA>ZE4IOAPJ2!*&#/H]IA'" ^#>@<)]Y[M27RU)$@UY9Y)S0$!:9N2F/$ AI.1A=@63*AZ)_@U/<8:W.QGAW@;3(%=:FMDIP#KU^,;&MX#K]SDDNC AP%^TP5O/R@!&(K-0V" H##I8$1WL#*G4]1XAK1#7>?\;+\?=]BXMC<]XG5LX)8J<7RB+3N'NBO(M@W#Q6$+N ?#4(!?R!$RH M<$'GT:@M$XG,86\NH?O)DU(8K?:PXMZ@EJZD$9JMRV-]P/6AWF0=H5<[KS\5 MPP =1D)?@4/_LMNV +X$ 1S.4_32<=K=+)O)40 *>T7QSSR6IWHX1<0 V6!JM>I<@IB=/"(6'0==$#M"W3PG+1^=MA.SCAC^09=9QMIO]QD^KV],.OMJ;=NE?=<_9R M<*5-"=*2QC37?TOSIF=EU^\A5V>(AE&L$B@$IQ&*=).E.?5..I1NI (%<&@U MMESF^[A=:KA54/^9@'4!^/SFF8058M?/8M=_\D-3O83D\2#!#Y9]_N]XVAGL?MB!AV?R_W,.WC<6QWO$ MD?1'<%/$A.,^D?C[+&=6XS6@^1QP-IJCW+7 MX^W2]D'S"#.J_3O0>!XA86M$A;>,W\5*'1]U""*^E!0YL;"'+4Z1+JGPB." MH:(!AQ9JL1"U*I*W,U5QDKKNAN.]\1*&B/MAXT QVA>R1M0O[-*W1R2%8 M9^#48)SKVCEXZ-#_3PY5$USK//4J7>T>M:5ALCJ3]L^9L+F@'C_*F!0FDF0 MMKSM(7[V.?FM5JU1^?AW4,-18?74UT]YUTAVVWZ.Z7A(F-(H;6YM1LU&YBMF MB\|.,7B"I210:-C]'E-=T\GTV6R G)DBP!Z/5M5S=7>-1CU;,Q5?S.011Z_7M+4WX53,UG>!GJ5WGL@Y@V)L H_RR;;^Z?SY\L9^^(*+LA&'GO&M$[WVQ3C MU4$1'3B#(@:P#L0 %A3C+@PP/@0"6$[V8J7]Z;J3^P=$C$W'_(E,H8FWZ*S MN]G_"ER93^2=-7GRCP8?L)A3&'$!F0%KMST$1""2C_?)0O'(?,Z>*)-6U: M&(.V$K2;QC0F!/MX=IW;Q,*Q.]NA]-_OV@E9T4H&4I\V7MK8ON?XW.-KQOFO MM+FU.:*# ^T(J.XERY\J3.+8\QX+9GBY1T.DWS^* M"R94-!V'OBLS'>O*2:'PRH"MBH*9]3E*O9I$@^BAXUIDN?,=\71#*;CR#SV2A]:UO7*23J.\%H43N M/ .COSNB&3\;#BC=DH/W'Q^8/\0;Z%0)GX43&0NGQM<>'-X<,(]F@EW4,220%"[:0&/*B<]JJ14V:R#I1A(&*"M<$$11])_SY M:CV#[V&5R[41COG#$K)*I$QQI"%&BM*4EL"25,.YU^(SHO<"\$WW>H\\PWMZ M?00(B5/!NC1,Q+4E[PU*RCWU'MJ*G/K#Q,02V]O;UME[ZAT'M7YJ*WS46*;RON3HZ7%O8](GODW6'KW>%NSXANNGI;#V!_[S@9 M)*>OF_M?V-RSSC5_:;6_%M#_5$#UH11OW%D+-%FX^UL(VNKK:]O;?EZ&PO=V]R M:W-H965T7-V^=4,;)$75:N*L?.U&;>M'*YQ9K;V(TQ"$G8H4LO#BN;7O^[&0?"2E&RDOV9K M(7+V81/%V:NS=9YOGU]<9,%;:'@V2+8BAB_+)-WP'|[3U46V304J=,FNO"'MP]G%ALOX[/5+>G>;OGZ9%'DD8W&;LJS8;'BZ?R.B9/?J;'1F7OPD5^L<7UR\ M?KGE*W$G\[^WMRD\75@HH=R(,)-)S%*Q?'5V-7I^,\7VU. 7*7:9\YOA3.Z3 MY%=\>!>^.ALB0B(208X0./Q[$-\] POV=O_%#+?,QZ'["Y/@E_7212* M-/M?=B.6,I#YRXL%X&&_4;:]CM@S]CW29RO,_8V#D78TO_Z;P]UO1 #= M1}1]?& V8[OV8X(W>92U/P@;M=7S;,L#\>H,U%$FT@=Q]OKO?QO-AB_;Z'88 MT1^27+#1F#UC1U'^^_]\N_=\A?E\KB?PE%T5^3I)Y6\"VJ\YH.3,.U.1BD!D M69(^9>_7@GTG5CS8LZN0KV2B(67L"K0:SS$<@ ILZS@<2"P7;Y+6!#Q+%/=,D0;=%0F5S'!Y!D+DLT&8TH 3"M\6T=XR).#*1B-O.IYXEPL?4 '=GN4X&K2<>=/%Q%M,9@86 MO-/(JGD@RM!@O*@U:DRC.N$[D4IH>.697V_LKVO[Z\93ZZR>WM9A,AD3K?DF M*>(\@\<@*G#%]/N"W:.)&[#K)'X0L'CXZM;"(1:J<42%&]3"R24B$#@@ MZJC F'*Q069(]TPH)DPT>@$0;,OC/9(48(1@/*$?TCF)9$@4N><1<0L1],Q# M<#R*P"C#TC=FG3%$%]P1$1(&"-E/*>QDBWQ(C(=/"G98$G*BBUQ%Q,/(LX9 MN &9#!6C AIY"N8'NE0FKE@IQ;FD B0AIU7E# -<&5"()'T+%^024<,;#"5(;M@BW+U[($CIQ1XI2(T4!DA$$%!X0]JP(TE)&:@U_2!X$<3)P*? J15UZ];P&(*4T3SWSI.+IH7E@ZVV:!$*$&5NFR<;ICSB$(!VIO"]RMA24N;QK2ZB%"U-B%JI9/P'=85X#{()$<^5JOF-9?+2*#,J]FK!F/N@F9&BF3 M<9Y4A'%0X]U4(&I90R$UF#>O-MFF$OZ"ED-.BVC%[+<@R<#?K VTAK5'1'GX M;W!=%)XLX&E*/&_5%?)=#HR +^LXP%207=HI!T(<\"(3!]8-Q0)1 K?DV#@ M>$%0I"GISR)#X'8YDIX&+ .?ZHH/QR_^.K_ZQ;I&JT. ^\$:+R1[YZ.GV@!2V'9+\GT+H F*,\ZUTB8*"?2E0'91MN/1HWSE2=UM*IS'F=CK^?.A=3F>=ST^8[TV'0^=Y,8#E.],J]/&[KA&;N1Z$2 4D-)!M XLJS82Q@2]"? O=5NU70;LOW&^T%MT5<+!JK7?!'7K?"...2J@4L%9O1?DFN61FC(X'P(15HX"YM\,C<$06GNP8A'8 M4?[942V IU9 3;",TY}JGU$2N2@50YP!N>7__/4&M0B"L9\XBLB'%>;A MOW@,,9$R3JVM4<-^2D "/L<3U%P>>T*Z!/^C6,-_DC#5_ DQNX?,L164[XKV M"IF2-HJ$Z, &8-B4RA^J[FOUFLT'77LHQ<:>69/W]\D/"4_YP94;JK.<(!#8F*J$TYXO(H1H1 &WA,KWV7DB+65V]M+5Y$%MA&15;3[N42 M@0)&%;,7."A:#(^*OFOR$J%*196<%Q11> ZYBG MAE%E>B"KI-UHXR$T:9ZC\FHDU-%?H-Z7UM+E5JE2*%;GM M!M&4;('WD>! BQ$ZQN0<=RSV.>B.?VN<^!8)D$KT9%2&A-9)UM07BJ#.#3L6 M5@G4-I*YAR/<@UHP[AS1A65R [Y3BO3@6YGS2/ZF6E VRB%-G8^?*HXJ T@GM/7/,Y?/8@Z(M)BIAI;>< #1*EIY1=CQM/\F8D)"2CX<. VX/LF52I*"J4:PL M4YW@V"C7JM.7[4;\&#Y)+#0ZW=B8M*G1-J%%LW22$5AI,]I&ER5%H5H)Y$G M*Z'2OS0;>!5]["(,,,=$]HX ;7@.VCIKK'^;6G:H1?*LD5(ADG)TDAWVK]BV MSE:51'5CX0;LFU3EICB-!#+7)&[AMJK5KHRU\R.TK:L0'2PLFN5@E(*2Y\N M%BCLX'7!F$;C#]S,BE8U;P_:;0O=T2_>H0R^I[1/AZI!.UN92O9U($FV&KX44:Z3JJ3E3(XQM*&E8#^! 3XKE4BF$M)41;P;4@66Q+\$Y7RDQK6@!TDIF]+7=UPT2#6H-A "P M:V5*R[*DG$ .U(T*;?^3!XD],W>;1G-!)V6^RHQ/$1U>YDFD0/RRTN&)4>F M6U ,FZR%X2CT'YQ9DRF0FXT(T58#:,K5D)'F:205]Y_+1^]5*6%IZBT(,/B_ MP8?'/4"=HW!RLP?V2#^+487%/Y<:R4#'4<8ET_%-8P>A"@AWM=A2IAMZ+8FI M/(::,-VE]$*!HXK[2 8 "R9 BE.LT)/$N5 [&N).! 6T)P8*2"F-%N.QVMU4MVX*>\E+X:@4 5*0' [0[<##+*]KG]Y@@PD196*@50'ZWV#G% .'N!BI:0'X3M'[:X\ZKWM)3YK.Q[44;)NGA/YE,&GE4D];X\;\RYK]BLF2MAS.:#RW'5&;1B MFA'>38\/?;VLXNPL(VC1PYC]G0 H3"80<7$MU;:VXNH(6H'71<&^&6ZP=6 M:5\;U'.POB:,3H79)0]TV$++]RQ16OKO3SUKK("[ )OD/M=^$@4;Z">#YFF3 M*(-_1K/?EXG ^;#,!))D?YRH&2G#0 :E3CN">>+IP$:Y1;C1O,J>D_#3W)1T M'=K&AHG?[R.^RUXH<>0AJAD:*,K5KGRPYO'*<34IH>Q$;JF37^YPP@@X0(>QM4R 0AG 8[ZO?1%0K6J4!=^I!2@]AOZ!5C?9$53A1QN U+]MAM!)*9ZW&"4'5 M] N$5%\QHNJ2)!4B%_@)D%LG[Z2@#5MEY84\M)/D+0N#OBO1GA6.X]239;LN(QD2"."07DV5)NR6?(VD*C0R5*%EPHERK?H?Q? M1%LSG.K=5%-:=:XYR3:U2(S>J_GC,Q#R4(7+)G??8L_GV#U01I(Y;,K?]'6 M+=E^NNCLN&[*1*SSB(>(<5Q7E7JI+9O6!?=0W;:NII6K_F35S*3M%7VM=1\@+>##1)Q*K*@^"IAB_(Q] MDZ0[S$-\3]]B1HR[(C"DN-)4W.9Z7K9ZI6SDM=9?"!(FUYVK5'EY%9*44.OD M\4=#ZY2<2""WYE$%$_[PN&/C.9 :8 8GDF)51M,U DC7(MIUS/QG>4%= XC(88 M;,2Q1)6.U"]*-)4L&.7U:AK?X@E6Z':)]MGIAX2/XTKGRK4H5B& MMF1.F_E[#EHE+V=.Q0:HQ9TXV6XCZ50.57S9;22FZU]5^.D4EM6H:T10[=>8MVKS0UKPA,SC!,)V#=KH(T62Z1&B+ 0$R56GJH._J[JJ?9BDLL%08#4':56[MP5X'3IOE(1A-FPL\N-1O%LY3#M2HJQ;)UA2[RINP/H5B"L,O.32Z">56,MI M"Q*Z@MA 6RS$5;U5ZJ..D)*6'?IF;1BZ_+H1M*7$=$&N9N)4AXPR.[!J0H]FMBB9_1NE$>-A ER.;I<)R9UGN9&5@)QS3?I2,=I/.\:EC%7:(U$U^@4@L8>@B MI4D$J"&CR$EUUBFEID_*4?'"L\E0+,!BVQ5NG0$0B'+V2?3!XMEQ)Y(YE*3 MEMLAEV#@4[!J\6 .3]PB';N9:2: MM>\XDG% AZZIY/7$01!L2MC,ITZ,>C5P*ZTTPM6P!!Q2S+\0^EG%\.&NKJ-SMV0Q G0H@B(W]*A:H"9RJ+W.1KR/XG3S*CIKK)61*W\&EL$1T7ZX-?*?X M!<0. L]4;Y)CAT9YDZ>$DY3 LE$Z44>@;7?I-"<%^"7@65F:4^ZZVS%A#JJX MHNH@'R5$I]-.1PF;%;^MC%IW\]Q(TK4K3B5Q:.M.K]IMU,]>(S>8"@>RAK?O M;M^R;V0.G([#+;$E[.4,B+'G7\Z]X>C2W>4!@%<__>NJ5F2=;"22?T_%!UD) M80K>(ECXEOZ]RO>*D65"=\0(ZR8^O:F\TW\^;SD3>?+1R]XFHC&Q+4%,5IMB,9)_,Q!UGJ0BD)X!!9"Z_17H8T2KK?[TQK.YL M7%9^HEYPS@W5.;DN&OJ(6UAE9^2B99&2);1JE)\@N30O-^YLAIW_?.M,8<@"V,\K;\:ED8M$SD-5*KI:,/XJ!Y\]@:%Q)I,L"B 5%UZZ$Z*!PCY M;*EVF!M=9W.5SM8[N@?9G V6'ZI*Q_-A"<%&!\%S2M9.X=8A]V39A M!ULKK\[:6PEUEQ^$0A\E?1?C1@-MLKAL,/$F<]^;+OS/-^#_B3U[N]E&R5Z(M(Z.#XIH"!I/)9YRN&5EUO36*OSKK">BDQ;AKU.SXJ%9L4+E-O<6\Y+>I-P>- MO)C:BOVVH]*?Z?AQY>#TQ!ZMQC[/_6!<"!6?R#<'+%QM5O^O= "\$2' $8Y_M^Y7_"4/?IM<^XA'O]UA_H0'OS/Y@6W4]3&*=2NZL;]? M8XYPT\OV |\8KRUF\4+W-.C4\IHXZ]?ROB!=B/*X+]Z_8$Y_M^Y7_"4/?IM<^XA'O]UA_H0'OS/Y@6W4]3&*=2NZL;]? M8XYPT\OV |\8KRUF\4+W-.C4\IHXZ]?ROB!=B/*X+]Z MPGO%4UOBV8*,.06W++)<[WPF=OFZRD8HN'!ITDLL43CL9==U?!YAME"&]BF*C M9;N<%-:Z/H-7NAYD\ @'Z;_LT?FJO?\#'93_U/]E*O!+CZQ#HT]'}*Z:^/OH M=$\C#W.P=74PYWH!.Q\CEN4$;0+(O')N#C"OFF?XZK<=F):.,VY>N5<;F':?E MS0;F3?U:@XXYM5U<8&X<./&B@J,7%)B[!.IW"M0N(E 7$+0U?/+\5$F[NBZ&,_L@?Z:<0&6B&QMURI-LJST M O56CU->[7>]_5>K3^F6J]?S%*[S\6H]99F M+H%=M?Z8\[1\>;7^>[H9ABP#Q&;]_3#]_3"? M^OM?_L+WOU1\[/[VEX^/IH2U-_]\G7O?JEDO/N;7_[@-[]\RETOIY]P/[W2H@J\^Z">^7_^<\P+B/Y$^+3Q[?"1O;)ZYG,>TIM/?&\R M7'SF0WDP_=EP8L[@G;Z64V\ZG'G#Z?RD0T?7!X^??.PIG/XLR^.>96G*1G^> M9?V8YUGZ4RQ-+Z,_Q=*?8OGBIUC>K]{F6G>HF*M6>Z+3?_Q;8M-9^/7F=:MEG=^W3+3OKCT+UE5]D6E^:E%I8-A7U;E>Y7V:5_F++2;D>UKR;M]TG[M:M*^FK2O)NVK20IY+'TU:5]-VE>3]M6D?35I7TW:5Y/^[JD)AWTU:5]-VE>3 M]M6D?35I7TW:5Y/VU:3$G7^&;M+NU/6G5U T8=;?^$>+0YM[K9^C.%05AA7U"YVPW/^>N7I&>OM112A"PS.XJNST9GS%C>/7YU=C9Y?^6<7T+-L_OKEEJ_$]SQ=R1CW*)?0=3B8 M3\^4V)B'/-DB2':?Y!"UT, ^UX$ $; #?EPGPH7[79)^BNA]_K_ 5!+ P04 M_" L/BY:6RCKA_01 #;8P &0 'AL+W=OG(,]3I^+B'XL>,)+MMTL;11$XZ_1-'XNY0DP3# MAV3UTW=W9#@O57]J=O9D6=?% MM^?G5;P4&;\&JA Y/)FK,N,U7);+\ZHH!4]H4):>!\/A^#SC,C]Y^YKNW91O M7ZNF3F4N;D16-5G&RXEF+\YN?2_?3?"]^F%7Z2XKYS/#"69*?4)+[Y+WIP,D2&1BKA& M"AQ^W(EKD:9("-CXU=_\::?$@>YG2_U/)#O(,N.5N%;IWV52+]^<3$]8(N:\ M2>N?U/U?A)&'&(Q56M'_[%Z_&XQ.6-Q4MLQ+>!&GX@9=)H$%_F:/;;NH2G M$L;5;V]K%7\ZNP+-)>Q;9>!-%4>#O#ZO@3}^:4K"%TIC]H/)Z6;'W M>2*2#>.O=X^_V#?^W>[Q?K"#P#FHI=5-8'V3#U@X]%@P#*)-_NT> M?BN*GOMJDI=UL?5"U8'[$SM@V!ME-*1(1BZI2);L1I51)4H!>],(]ET> MBQS1@]VD/(=+]CW/&\ P?GT]S>QX/$#NTSX0JH__F$:^)-7%;M2O$P8+XI2 MW<&$]5+LH'F*CW%H,'Q%;^%=NO9?O?38_5+&2U:(,I-U#<06)<_KBJFY0T?3 M_;%B2IV:HA]=_MC9>DPGB?L@\K/JK73:U @,V#/KB#:L5$5J3J08C*8XDL M 5!561&Q&$8!_B$S _811#@D%F3L;S)9J)$:]JLE!Q."^+QF,4@Z$Y\[D**! M,"H[Q9 BX)5L6CJ0\QGL=DCK+^L\GU8G(OZR6-KM$DN?8B$+8GBVE((I>*>\EU6G3WB(.H8T FQ\ASJ8"9'#0%'&$N,7##)O MTM33!"

[F0M9HZ4LS5(431DO=AG#\0%QCSP;YW(2BLKH%8+Q'3&*WJS:F(# M!R"HQCVYE >\387)0H/9+6TQDGV.0EUA\T MTQO]'"U4)F 0B 2!L]PC-R!SP0M], LY)' 7;E51U<5.36^S*LETCZ'JPI> MU0RA7H+F04GH.UI)\% A;BQY.L=1O8@=:$;1'Y6G/;*

<.!DXJVNL0!H.PL&YGJN\5RP'.RZ).@(BV(BR=? 2IF:I7'!G>HJ- M1(BLY4)".@Z.*WFJ?6PEEJVHQ!<#-"R!YZ9DB+1:-20NA]#--?*

QBK)20;C<\ MI7C69.=B5F@S@?HPO9"H1(.IEU7:L@]:AUI]LU&@$!. +V3U 6R(TG.-2T-K& M8%U%BIRC*B$,EBHQ0&?1K*

7M6Q$W)020B28K*@YA+;BM^7S. M+N-8-3FARQ4L#@(^5>R#7OG\X80(^/Y0.^1FR0@F9{]W6%B6",P/\TCA63$4

*M#0"]Q@W;R@P#LY,): %\8/-2971?.S"ZL^:ME-6GLWD)D8 K4XF15Z*O]QF# M"6@Q$1CIQK _#VZ!!"Q&50,3/$B1*

G8UD$"CEL1\C@LVF*UEIHT> B*\4Y@$ MF)?S^2GX%G@UQC.JN\45FLM@@W 0.99(M&.H''-*

*!+#^+U'2DM&\QZJ;$M=7>OG96''OO%UIJ5@G:N['3LC2Z"EVM,1X-IT+OI!YO5C/=M+=>FQ*9VR<5*Z7*%: 9,(Y+.; VS MC_HA7.#/GLIVA*

RH:^A%PXN^NJ9;YWG1WOD%0!&7'("!#HYL]K1KQOVD'SDY MN23BS)>?U!]YB!F^7GOSU>JK]Y&>!]4&[%J4-83]AJRL34 &KS,|

*[I_7<<@]F1NYUI479 M/L[1E8=MR>(T*BBEI8H34HP&\Y<'W@!PP)70\@[K7IO]ZQ45,JD%1%*J1U'& M"2O2-*

*:Y9(+Z0=R8QI#5TC5B3:^E6[$GE*21 E(0#&56:0I5#YL)GE 9".EOK MG!KD4B7E&YA-:$58LEI 78.F@G)+M*

5DK/7#IB3=U"1F.&9T+X:#D&4R3=$# MGLN]+JEP[+_2\X7K5%'BU1NG1:M5#>INNV!S4&1VW;@EM80 M^'=ALGZJ.[.LUWC8A-

P>BT;>{J TAF\<_:#RD6;8MDU@0 C1I[35B+TE496 M2RV5L.DUNNG$&TTGK1]B%F9#Q@FOMF5VK<.(Y!EL[!6^USKEK9R!F>*

JI9V)G07 MZU84M4E2AAN3E'Z"\]_+6TD#SD787JSKH=6D>_,C:6&K\.S#3MW !2 "AKQI MM?VIPUZV669)Q"JI<;(5F(@!!D[&.N

*T0L5(%&A]+)) M(6?ZN(A1$'6XX^.T<372Y4L":UH0[0KG\@/5-/C")}[NDR9S*3"PI; W>BI"1 M [67)*O'WG=-*

>9SPNNL8ZH7,\&OG(YLM59H(TT?#CBTU/Y %ZK9V/%1ZD4$I M6_4@WJ@NS^[U_6!"[=(U:H$0J<1$]"DUDF]BHNV+;S,%;T"

*(#IXQR=%-1LA= M"J0:>==$D@!HF=!K'"^Y8*S^XKP+]<:SO&]H6P?:^Y+'OLC3RT?4/J,LX$I%I4 M/@*6*

*=,C8^7$W#JE;ET>IPW>>8F[&%&_BY&";^@MD=-+0&\4$Q2%$K/3T3X3U M%6R1ZUX1AF6ALPYNEEWL%D&&;[J@F&7C,XP:2(**

[I)92RHU/&LAQN\>N+Z^,_M7'_D#L68H':=AD2\QIZ1P<;N)=YUD3 !!D1 NYOG.@$T6P)T3V]6K6]LZ6SM M8]? -UNS8!CK=<+M]E[?

%-0S4W77>$4\ MU0Q8WF B0D5.,K*6$0".4J3_%;)$"US/'"^<'4#X(VV]^.VS_!"QW&RHK-/[7 M,/P_>\%]- +1P#J4%8<#NC;0..K18S?

$"Z*37!A]RT[S(A-P\7U'8ACG+_6 MNPVFF*$(1UC!HOZKPI76_1=&,KQ\]J0=S/Q-JV.<2NMJ1(Y4)B/;H5'Z@4 M-*

*$8"$G*ACRR4(N6ZL@0$LV6CW5D&AG.]WCIH"3J=E?49VVE:RQ^VZW\-V7=\G'.L_:1_FQ[8W3TLV^#?&S*[^*

MK&FFKG5P!A>3K?.UG9]!7Z;=;KTRTXO=<[P@ZD8Q?.X$=^]2)UO?/OMC$ MK5==#10QHVE24WLW4G>CO%6U"-]M1[!V4W)->-*

WS0_+OW,UN=BZY1H!-I[R? MZ2QU[\QWU){YCG8>KC8;##_ 0H5+%,BWZ;3W3AJ//>W]G,3>/1.QGNY&K>Y& MSW9>?CL\K-XSY?&H

M^O&H^G]V5-W-4;_H075WHN,Q]>,Q]=_Q,?6UNO#K.:1>R<_]4RW?-[EH:^;_ M?F/KR8VL?=VH)S.TWL[ZSUMCF_I9VYMC']KD=JU-

*9F_HI],LCA[I[MCIS_;L M6M<*6>V0]1[MIC]F+Q]WK'W+0?:=:!]BC_@'V%RP:3,9;^VHKC3K'@V'R8-.Q M\/'@PIT\VG<*O$VVZ4V"B=>$*

0]:J 8^&_2HV8_ M?WSLB>W=(7X\E'T\E.TYT'VW+5S\!!#U7:;$_CZA\,AAKS!N9U"'>V7Q!,;?YV,G]?75RJ?8@KZ^H^6Y;4/I*

*MVBH(!L>^[!'O>^S[*ON^Q[[OL>]I[/L>^[!'ON__7]_75K/,5K.\@LK3GC&R*

M];\)07VHM8=+Z\#3;QQIU-.9PGI7KU\WK<95/955WM:FN@F?XAUJ?WD'^!XJM MF7_^KKZUSM^V)P'[:8O3A8/Q!?L&:O^+?*

S89E];4'WC?'K?\Q/0@E;=>!!. MX+|)U[QK7W20+9P.(PP' ^FH2%K&GU/-NT?9KYCB___L\6_UG#%ON]GXVF M4,M&G8!3]MGT\'8[,!?

0'GP9X,QXPMO.'+[YQ/WV.7[MNHY]:%2]B?N-D P M<'ZSV-DO"/ 7C(,]#0-G_ITB!&SL7W@KOX0]F(3 5N]P:##J1/#'0RK@NZ?A

M8#K=),/(&X\O7O9>=+K]K@@!B- 3=CRXZ$$'I5NX-3+L23H<7(2'2?J(O9B=

M^R$;Z/I3H!OVZ5X@77\'76=39)UD%$7>-.SOW$2$ISU6._H?>[L"IB'_PI\. MPM:;;=X7P6@0=;><)O0!NRF'H;J'OV2&6@,>TH?

C'LOO9X]%-_L[1-?9%K\ MS;EH4R/$K9> ^EXZCP45WZ\DN>. &4/?';8@)]\:36=#[1&OO?]&]HLEOL%<4 M?OU[14_?(7KHDN\-?[GNF?*

*\,S#]V^I=N,J_L"*UM"-VY?ZPDG+H)2NA/]V\(MC;KE'):=@S>$HMX?0@F[)&330?]SY^L0,E$NZ&LEL#4#U;W^9H3V;OO-%9?T*

MA0WGW>OZ:R]^X.4",3H5&UL[5OK;]NV%O]7"&\8'("Q]9:<%Y T'6Z+ MM0B:=<7]R$ATS%4/3Z22YK^_AZ0>E"TK=I?

*>#E@_M+$HGL/S_)U#TCY[+,K/ M?$6I0%^R-.?GDY40ZY/YG,91DIGZYH6CR>3^Q),_"!W:^$')A?G*W)*

*M/;VEXN/ZIH2G>32/KGVY7PUX0]&'[GQ&4E-[HKBLWOX MDYQ/+"D036DL) <"?O[H*YJFDA&(\5?-<](N*0G-SPWW7Y7NH,L=X?*

*15D7YB MB5B=3Z()2NB25*GX4#S^A];Z* 'C(N7]?_2HYSK!!,45%T56$X,$&G97 ![.6D>UZRN-"MG M!ZL*

O2MRL>+H=9[09(#^U3C]XCGZZW%ZVQEA, >[M,9Q&N-<.:,$,*C9/?TO4H^?4X^36-@=Q6Y.Z(-F[K:E?Q\U["U:.L)]:=\#6)Z?D$

MP(;3\H%.+G[YR0ZLTR$S/2-7(2BR???+3Y%CVZ?H-2ESEM]K.96 :"K?.=;I MZYM;]: E("/*]^P. M%BR6>C$N/YGT"-

*"6"Y*K%0&H%1<0D17)#%VS5$FU6W;Z)4ZK!-@],K!5+AA) M$$>25F27'",0,(- MN=<2FD%Q&I.*T\&%&KE!OL>B2H&#FLJK>-68*

\QY1X&[8,>)U!9P?H9^7U$0 MJR@IK,M-SE!+X],#), "Y8;1N-(Q5P.9L,2\|'S4O3D64O?Y(-)QE((%6P MW-*

/O]G=J!//1.WJC5$3+LLC0VRH]0K:TG_K4(,D><]S^'))74-*'6+V'7$29 M1DVJ(Q102U

5T2VS]U4&H2Z\N2;6T6"%,O!;9#TTHM'>Z5F0_TSFD;8]%BP*\O M)[/T^LSU^D[W9G8_#)Q@9O5=[@:SR.U&)(GE-HA*616Z1-GU*

*#6XC3N"J9 M8!+M:(?-=9Y);-%>(JJG!6P>!"6M=4S2N$J)AMA^63 0K@> ^'>:#*6%A*2>, M9S7TJ+LWX_?88RZ5"6N#R1Z;*

[7NVN1"U##X>N@RW/,T86[@(OO #=]DI1 M&U:>A3UK8829CWU_@6[_N$?ZHK6T\9V.JV\!;8B"_U>"*BCS_FY(?*Q%SK8 M\UUC)/0|*

*[$=^.W);Q75#![Y]&]W$E= #ZS>=+.;4)#N5E$. M?4XOTN7SCL10R)#+_1\33[!Y$"O%7#P6QW%*8-V,BA54@I+ ^53%I>AEJL:JU*

*M*HPEP9J @V*V)@I>.N55F6X+,RS#&:P)/*;LJ*[9G7-O.YO)CHXK!::LGDFA MJ0-4:P".5W=_PLY/*O5*

*N5H6V"=,>UEW#+NDJAN&)V,"E6:0,B:,:RQ1?"!T M4U+JGL]H,7IJM9T,])"TBQTI?*V=,2C3MK,"R)$7^?$N.=O.IG&5),|+@62|*

*MB108@)Y2:&43/0F5LB! HC)"(4VW1=:Q@R$]WN],4$-5[0O9G5*RGE MDBX!6V$1]0YN-0QM:5ZCG19$"0YM&I6I,M04-*

*IL+&:D)2]0"*V@9$)'AJ!2O _J*NY3=Z](#B]8[G[R6 M?H9^K4I8J,3U;DEB2K73-76%J;<=XYN-FS^[H%(V ME=!4Y #$/ULSRS9JY93-Z*

R#'^41",OD=H[P59N+2N.]%E=V,V568L@X\ .NA%83FIUD:V':"0 22HY,N[;[]OJ+Y]WLT MN^[1P 9;#9J'IFT?## MB(5=KG1Q ,G\&_*

*\09?)GQ47&5A+67%)6(D>2%J!BZ!RW^L33?. U0B5?#!! MIBYV?/_HT%ZR$?9ZZ[S#]>UG/; 7,NV+--LV&\"=+69TN:2Z;>0'0LQTH*LZ*

*MVEK;P99ER7\'Z;%ISE:3H-5D+_0PSY:WG36N@80'R]D!#_^JHZ=GTKN_/6V/ M>Z N1SATPNV=:E<*_#HVVK94USG\3,.\74OZ1U*

RAIL3V3ROKZ_;AXQY3 M["@||-S)MK =N3BRV\.QH9O$%[]NZ]TK>NV]HC=Z?W>9D'M6H'

*M#UTHCO(X]$+Q)9E=OQ"SGNW\UG;^R]W)/L-*7:-Z;6^TD_6/V](?MZ4'WY9^ M[;Y\YUK?I97]NQLS59[4M<8M^V+57N+MII';?]X7A*

*B^L M;G,5^A%>>>$YGH==4-HMF(5_S[1F07AC]M#LY7;*R>Z'!J[&NRN\'==!8:> MHZX 0]M1;U\-X71SU]>[\O.A>W2Q[]KR"L^R\:*

[SQYJ-D;+[]'-QH\:_J.& M_XMK^!,EY7>MX".5W34?'12):H&LFL:UWM4&S]3U-N:_?+EW VPO[#Z1@^4\[_:>7;7YC;67B&O7IH0?;OR/?

*6BF1T8?9=KSWSKGU6Z-Q/CNWSMIQ?F M*B,V1YQGBG93JG<7[1!;EHT">P%%.!POVDT5;*IV" E@ 9'ZJ@_VPC9AAS;B M<^,*

*[\9")]^JW!:),5+G07X]O1]N?+URJ;^W/N^GZMP_O2'G/0/B4+H'4FH50 MQ$O]>P+](JU^H;]72%$D:F/*TH@.N4$>+\L(*;J!IE*

^Z..B_\!4$L#!!0 M (_"P^+EJ&PO=V]R:W-H965TCT?P\D3H]>?Z4[IW.GS\U M51GK5+W.15$EBO\X9 MI!.5%MJD(Œ?*

*K9R=7P;!_RJU;;PK@5)LC+F _UX&3T[&1%#*E9A210D M_MVI:Q7'1 AL_.9HGC1+TD3_NJ;^=Y8=LJQDH:Y-_$\=E9MG)\L3$:FUK.+R*

MC=G^J)P\S&!HXH+_BJT=&UR @T:G]+^^='KP)R]&!"6,W8?RI M$R9NPN13)TS=A"EKQHK">G@A2_G\:6ZV(J?1H$87K$R>#?

*%U2F:_*7,\U9A7 M/G^9AB91XJV\5\73\Q(4Z?YYZ&9_9V>/#\R>BY],6FX*\7T:J:AG_O7Q^1DOCD]_*

MH4),#WCZY(@TD\:Z$Z8W_8/6/3J;.LZW129#]>P$:50^9TZ>?[-WX+YZ+)/ M,\=9^=F42@1S<29\IL3;C1+7)LED^H*

<$)HJ+0N!;":T'57R)WRPSR2::@0 M(>5&7-U9.4SXJA%G7 P:(EA0)#*FJ%+I JOJMTKF* M1&F$NI-Q)<'7=J-*

(!=2V#N%XB<&36']0$!$C4QYE M'UD58R26=EHG?O_'BA5JO59?T7'5RRT#$!A8H M6H(_*.")%$!H!1MHTA7;!KD#M]Z#(2+D^("-

]YD$3=3M\,,9 9((QDP T@J6 M<"#64N<<^7"2Z#T*/(6237FP^IU"0*JB]@+P1-K?RCR76"?6R M=E7GJ/N5 IKWP"TZ_Z74O%YW$\VN-Q

MV ?QTU4D;[41/RDH!<(!0/6!N:,T/A?,?4EB+[X0L8[N M9HWN9G A^?;5'K3'"6&E]^Q.Y?L6LO=BWT?;<\8A^I&G3TI:#F_R.X_ 3)*

MOV+!OQ06/&KQR5>+?P5^?R7@=WT4('PN$OJ3:(,3^6 6+)[XM\:CP6(Z?4)IBQVX(;R8M.-. MQX.+|<43\?

*J(*G>6N1AUEYD,YC[%MWZE!T*I 7@=TWS4,D-Q[0*] RK)7C;_ M5)E+'$2N2:KM8$D5A)9T03]P44P+U+'-J;L!9%F5*

*U$IA/6+&DKLK5615Z1HJ4K'9+U@B(?R Q7EGTCZ(@WI F/G;_>$(JGF8/_7_9 M*KR&);#; 1B&)+D8S)=(Q>-@.!*/Z<9T<+$8-S>N=L*

O&Y+]E.+ML!5>,U:C M).+#Y_KI=+H4I\$0RSP68UR.A@%=7C?HZ^^_DA/N(NUF?C"8SN9@=3BB:75- MKO_YC I\TJ=59FW?

FM25!8XUO+0]+HN^< V+2GW-+8)P##89@)!GP2UQOLP M9,O'\^I.-J?+_Z ME\-Y]F>@EB\TX6CV/9X%2GB+@X=ADMHEBLW8[>CZ:*

*[ORZ M"D-X],ZNI1XRN1BW7K6*6S+%0G/G,+*9=Y_&TL>]!_#K.F5F?587:E?(TF'J MV/*3=#MJ'#SQO>T7K<[6&##F3UU@@1\T.PGD?*

*XI_@:6NHZ=YF5_ M_%CR8(;>W\X. ^KTP.,@]*CR7@8B 1PKMZX/YH@%==W!A21F=WZQP]#!%VG M6>C!.D__!6U?(Y51=4^;G?*

QN:K0J>R"&;S&/ZT-1K9%:-VB4K"<>KA)N=U+&%:'WMTZ;'ROOVHM2)WVOVV&FE{'(%&+Q2C0 , M/<%2*

BZL$W@WG:Q*+R:DFG8EB8:WOX3C_O,UEWQB'=@MD^25+$= MQ;L[,%CQ2N;.M=[+3:[4&>_&')@^_!>'XJ9"6FW7;Y;-=:)+I]?

6>G6C51BG MM+)V(P11A>U^WJD:"DY43KL4YW =(U.T$,XF)!^YWA6WK_]I MO!N'M^M@8\/1DXV\Z[@=

[14+I>S6HVMLVE50'#:@NRKU;C#T&/C2=L6)\.#8 ML0))M+MF[\$L&9.&RIU-(XQZG>5&P*GQ[;85Q_)'9WC"? 3-!1?*

*>\#J7"%S/1=]M=AVV3.?N1 &)-.!F MN6HV2[RO9"=Q5&FO<%TYY/7*K K4_W+0+);VP98VHGG1E!YA[?$(_)4WW>!.*

*MVSTWYR&-6,*V6II'9G0\O1A.&AAM60TFR^&BN;?KL%2K0;;X!/-_'LW@EHAZ@-8K:E*.3&=DD_Y]V0YKK/+7D_^VD1!W*

MM_HZ6TX7R!=[&7]\FA,G;=:]%VNG1I(> ZB M@YIFQ=JFHVM?2U'F$MLQ.Q3F+)#5;/?2>U!8$"1[()"EYI([6-S5(E!B1,%0 M8C9Z7/-

B4$_@DQ%-Y7,PCD?>'U)00("Z7'*/YOB_78^TI/+LZ XJ$1,SB/G\I=.JPQ6Z0VD\MO KW<%, M###0+X$'ZEZ,';3WKT[V[G5[L0=%@=

*M:!1\0N_M2S7;#O:[VY;X=S*V6_S2PYS@C0-5VT.8C(.=7S_D;L>7*UFWW (D M5#Z/XUTOY<"HRIV.NQ3'HU&'6^I/>*R Y1XF9GM,-/WY?*

HWN@K3BB%$(GXV& M,W]S8)%BYRXCE/J8I_\|"H2CMP;28R?Z"+7$!CZ2NS> ^_G9EMNS9"O$I,Y%% M1MFD3G@EU!D?

XK2)KVX8R,Z>OWU3XHA2ZGU\JNY+$8S=NRF?_!($>?0=P@.N M[+W@X $/^T;(0]\[#S>[54*X4+8{(I@8"D,2BQW3+DP9*7O|>.]%#+$<

*P/: M!G1?6?!?IJ"\T_,V1?<$1KE,U*GO]2/X3IN@_=1=\D'C;P M/+2GJ"#N !EPHGL_[,>:8%].;X5BM$):S*Q_'51,+>*[E/=K-Y;-7N.13\H**

MR2FWK4N_3OM;2!)!E3@L_N7/1P(,;YWA['0?!.[,.UB<'@'371IB#AUP.[M*

M];NK&M,VH+>N#\%B:KL9#;!H6OZMP7;GBCWUJNX6<,R_GVSC#TG:+I=]BS: M*;W-HG(-C+Z7E +WLE?/!(LF[;3NIR38O#D>W-*

I)590U==>^8]-41E?H&P'M#S3"69=*@=G$R+54=-SM%1:B1B;\:M(.LJ_M;KLCM?C=LW4KV¥9R5B8UP\M:R=1LX5*RG]=#*
!RCG43#KYO".VKI¥*T.Y*:Q[-MT ;_^7_<¥]1\JH_)8_QZ5N(O9*-M]HO2¥F[SQ>\5?^AZW@ZWGPQ_)'/HMQ"Q6F/J:+B8G8CL?M$#S'?3S?P-
02P,$%@_+#XN6K]>WH:E!@-M/AX!D-!X;"[W;W)K&UL[5E;<],X%/XKFL_P_M,.,FMG-KZ&6F;>A0IM
,8>%9L958BRUY);EI_OT>2;9CYV+:)2SL#B\TLG4^-MG?.=FPX^77+Q54:$*/20Q$R>M2*ETM>=C@PBDF#9YBEA\&;.18(5+,6B(U-!
M<&B$DKCCN^Z@DV#*6N>GYME$G)_R3,64D8E,DL2+%:7),.+LY;7*AY\I(M(
MZ0>=\],4+\B4J#_2B8!5IT0):4*8I)PA0>9GK0OO],BO]YL-GRE9RLIOI"V9-M_UA"P695#S)A4&#A#+[-M%S_D/%0$CMT]
GXNX#]6H)L+=!\KT,L%>H89:XKA88P5/C\5?(F$W@UH^H!F<3&(_*THP!?[^H$.=:EQ?+W-M8-W0>\Y4)-
$;%I)PA_Q5L_SH6_+C9GG/;P#H-#$E.W!|SJ7?B/@N8VW4=1WD-MNWYOET'-XE.2-HJ/F\7')
!QSXAW&ZSIEK[N&KS>07S=B*6KT6N9XH"O\QJ-OX)[LXJE9L0|<$>0-T1':KR*:L26 FRD<10,BT<5"$_(%2*%Q-M)BA;(!41E!)!>2C17/
$O<,L@U*&+(,]I#AZE\6KTB/HY000"8!)+EXYN9#9-M41$!)RJ2S(BHR$VS8(?48_!+#3*J@@L,"L&A*#$QB[1L;M]:G<312-<\23%-M;
(4H"S*AV7GNMD=0)N(8*/TRJ^MO-JJ5ZR,#L^]MKM^#3Y-B:G)\0ILY+-M*<,LL/KB(.94YIU6?A#/^>@E$+PHC L=T90M&B4@FLL:"
[I"D7:BWU\L6S-M8]]W3_9ZU[SW3EYI5[__Y")$G^%DBJRYG&Q#^A%04X+7S+-(!8)C-F]V]-MQ&DA;W@BT=6;NS;ZI'U2#3E0"8@(
%W#2-.;V&$+!\E"\@-=68)V0*L^*>#@-M3W@0ZE^2QS0T>D@%?[1]L'&>JV?/9*'17Y!(-U=-!.?RA*"7,9?R51O=XD7&
M,'H+GH*DR&8Q@;97#PYT-RX-0VHZ*_"F]=A+L(-NR0("*W01X@7E",>2@Y]F-M1P88%$I3P1\HM%@(!=1S1B,?NG.FN9GK>XE6?
SZG>60DD'-SX,^FI*D08$!-M:0==X9A"2#&*;?88![;1'4/OL0BB,OULD)>Z0&M441X$5&JF*9C4/EC^_[.\
MW.1OG8M^O]T',)Y)P'*VU\.!I&"QUCQ:*_(VLS!#,X7&X3@PHEMJ)QS_9HC-M6TR]HSL;4T#,K77D7:"X5AR4]B$!V#T1BD+X&
FY$4'@BW+_T!CJ;QDJ9:;S-M0I>2?EE*@@HP!$Y"-=X*,:U5D<(4MD@=>+=7]22V+YZ6RC6EZ@D-1ERD@L80-MM;FK/O!
[ZSW_.*^J&O*:S(2-E&XU\+Y!V))-"N#$Q,4F_Z.C,9FIFM"40%Q-M2H)D3OBZB^B$!>)8?ADV<:XUN,PD1*"4NE[-H/ZJHEC;&M8-CM?
I76L4I<^&-MZVK?C-0F38@((.YU,9K<3-Z-MMI-7#A%A5."F\J(4M.W(90KASJZ)"'(,)L-M04PKV8=7>L_&@6GNNGALY)-M-Y>"A@"
[YGB/.Y#QOW4F]/7!J+2+_4<0[#M^WW6Z??^!'Q.R.T[[F#T"Q!<-M=&ZX7P181E7",;O>C:H[_?6%KZ_/[J--*3;W74A'Q_H=E^;0WKE'-
)KO.[G-MP?*>A#0-(V]8L&O^:,1XZOQQ2+#Q@Q-86#"Q/-/OGOX-MDO2A?EF"\9FL;ULZSVP7WC>Z'-
<'$K<]^#V0_((#B1Y$]LTA3YL\JH'PGYX[-MOC/T:Y.!#?Z^GN1_T'#@VL[@G>29GZ_04T>&G4/"[NOF3QT1=B;7SQL.CLU]
M9U>:;JS73VU3_VIQ7Q$LBN-?PQAI9V2O0N23.\"@3P-O^SRCO=^W_$:5_7\7_M?Y?
X@P5JY?]0BTO*^L'O*OW#J[21W"K4!RC)N[G>+M3VUMZI?'%+B%B8+Y<2-MF4)D/[Z53\N/HQ?FFV!GO=U^686KQX)"?
L=D#J)N>PAU6]BOE7:A>&J^W\VX-M4CPQ/R."(9+T!G@_YV!!OM-'E)^,S_\&4$L#!!0(-"P^+EIDFX}YZ-X-M-"Q)-9->&PO=V]R:W-
H965TV_.:!+_*D0V-MNT@-U[&=9)LV;0$W:;M=;-N@[N!B_J0EVN96$E52BNO[]#2DVSO<
M'0ST84M\S/,W#Q)^ME;ZLUD)4;"O;9*9YP>KHLB?GIR8:"52;H8]%QF62B=-M\@*^ZN6)R;7@,4U*DY/):/3S2J;)(9"9N-#-EFG*]>2D2
MM7Y^,#[P#S[*Y:K-!RW\?.#$1(D$A$5N-*'_V[%E4@27-C(^.+6/*BV
MQ(GA9[_Z:^(=>)ES(ZY4\J>,B]7S@XL#%HL%+Y/BHUK_(AP_1&"D$D/_LK4=-M.WYRP*+2%"IUDX&"5&;V?
_[5R2&8<#'JF#!QO$R;WG7#}IS>=*9FW!&DK&L-MD!RN><%?/--JS32.AM7P-PF39@/[,D.USPH-;R7,*U[,RKD17TJ1%>S5+?QK
MGIT4L"R^/(G<B_MI..)7YF[U16K Q[E<4B;IE_U3__R:[YU_WSQY.>!4Y-M'I50)EXH+R>]*_Y:9D-
V.AJPR6ARUL90__29R'NG7_=/OQ813!_3]-,>;DXK-M%9_2>F=_1\6]2R#V/#4YC\3S-P-7(_2M.'CQTP_CGT>7;>+II^>]*@0;7[!'-M[-YE[--
*L"N5YCS;,"'+DY(7P@-F5>.$'<>SF!6:9X83?!A6K'C!5\256HN8-M\44A-#P3+%)@$YF!9_#)]$3&L&
(,4)'P+!+.0BL^@!%:E(ANRZUS)8P6!J6"RU5/*"9GI58QBQ3!9-2R$7-M&X8/[W)%.ZY5F<1LQ6\%P.J74A(_\5\!;@QDUD?
7VVD#MM,\#OINV&09Y5!-MGO4:P#3F2ZG8.Q'+""A]FT5M%MF[QD,M\GLN=OV=%FO([KR2W?G?=^;^):S_-M/68__7
Q&4\N_[N\L,Q9H=BT7(*]L_&9Q=!!Z)0/LGW&P4OY+9<)GR<"EY[_MKW@M^[5,-L0^$)3="EU(9-&U9]B'S+T^#27D";<,,LX.Q\,19
U)@BE6%*R2-M:Y7"*4WR*%@1V@,D]%ESYXT8GQYC$*\$3H2.6Y[[.;MS2MPX5L!]8]VLH!L-MK-3++!UTJRS:8-:0NG!
([M:!'+TL#9FD,TCSW[Z9++827%X\BI6.RC[4L5DRB-MJ&$AD,S;-M_J$HU2ICE0*#-X!20PV)Y2/51HA"L=70Q'/Q[C5U!?5J9#]FJQ
M$)1MU@1&B3)H"HZX3[5-6\'VJ6+-P-9-MLI#"&0VO0H@W$)+F:VL.0-^*-?ZDJD1S^U*"A?@E5R)[!&D\&$P6X]<;#F2
M.8QPP]$YT1BLI&+Z7F8YEW$EK0&8^"U8-WCBAE85E6A@N4AX>01T@]%V$#M$-MV5#UX/7@48)/4AE;OP,[+HP2,L+!I-
ND<|GLVO7[S-MCCG;WW,3\R_LBN>R!+>+A-K#_C'N8():'$;4?!Y?&E8!)X"U2E+))_+Q!H9
M$H4@6FS8EHDCQ*AN'3YE_)@)'JV:"EAS#1Y=!-0?*9A$<&6E!J;U:(&"C_U@-MPZ"F9C-!G+YB-U"."HIJ,US2'-
L$T",;]>!MR/+89SR5/,\3$!2"AZ>)>\R[-M9/-C!OA1H3<((>3^0U2H.=-,1C)I@2'P_J2D@3N<'@G1-@V-8F,#N7#XH@PP-MC/@"B9L5UPV--
^2[BW53@D;ZZ1-0WCMX1((CW"-)!,1J-W2;A<2/XFL!K)<2-M,HD84'4S!!!.JR]HX>*]N1>K(-M;QWPCG=%D0&-8B8Z7R(=?
3'H&Y4OOGJL0UL/,*JA75RF<@KQ%>*]-&3".*DV-MC(I\2,OQ!(P(SJC&A-W9J8!1F"]?M@M,^8I$TN#>2(L"6F-MFV-\VUC)>"
M/W&U\0#Y*H@;!"6LSU'/6;FN&&L^3H[AK0.!?-@'+%N$(L%KKS3X9J.-MY5V-E4+;$&M'Y(B@/VA(B-A8-
J@">ISF+)81PQCLPCX@L6=KG=V^P1-MK/+HG,D^03!@ORF.[L@H?*G%-DN4"N@"@[FR!G-)1*V.V>'C-MP6@TPK\HY-
=BKDNNNP.GV7:ZAEKJX2ZRU$Y:X8O/D!L1&2(%-GM.P-RUS$"30DR)"Z.A(#-M]G$:%$L97]:9P<=/?[IQE-98NVY();0-5P1O-A9#>3P..BW?
((XNOM),E/(-MHD3S-1ZD;[4@L5U<#ZD(;<5VB3DY]#-MJ6D!"0>,-@W-E!#CLE)B!9\EFT!T%=TF]-+9[*"P%AM+4-M5A%8=>P:A1M6L?
OU=/;236=7[&)T;@.M$58-"RY]*HJ6"NHW>-!)>((>CW,F-M(V"RJC]_<^-TN]<(LQ#WI:^D58221-;-7C?_K(54,PI3HZ*O.S$D/8].6YOY
MO>WMAS;S[],KQ_A/]LJF^)4?(XONGKBW]D3OM4A<6Q@:0V(A5B%5P,^;0US-M\"^W58E-TNQ^3-YW]94_9'5*,*YZYQA[.!Y>\4V*V9,.#
<14ZZ9Y48=I&/@7-MIQ[7E;(M+IQ4U3!14+OX?K]%/I]-V@5SE$@Y[KP!JPU)281515X)(_9%@KTL6
XD$8Z>PCL\VR77F+Z48U^C"V0[++;G,COWYGN-MWK_Q[':TU8(MEW;VVILM=F^Q=;)>D_?I;G.X*[QO]9IL/]'B,P+0FD-BI7$1
MWZ2V%W)0<'Z'NC\UJ+MPVTD<%?)8O^<4]&]\P]P>8H8_?J$"T-945?"N3T9B-MAU/5=*AVRX07>(CG5S)50W]1)@L0L
73A4/SOFZ:LYH**P?54M6I4.8"N^5G-M"6IT"%(AL(LKL+-W#QQ+R>*L/D3"A5_Y2AD8Q*-(4DF[9;5AS3-LU%HZQ;-#
ME7PO;1Y>'ZE11']0Q>:.5[S-O@NBHI#PV/!JK:GQ>B]"&JI:00WNVN%[(RLQ7-M'+.P;UDIJ$:.$NV@;NA@%>=\/\G9K$P?7<[G#X%&3FJ]NJ
^!#R'%;!0\X],?-M01@95C4D$Q&WU,\AIWWZ"\".V/&X&ZZXU3#M;:=4O<-64;,_W!&OV">+&-&7M,3V=LZ-%@5&PCN+:^DX$?L-3>JL-
%.P_\7+JIA9=-M.7A\SRL'P6%2/=1[]'\P@X-=TVS@-M#R)[.3R;5^M@U.G9=(N[L1G;ANRA^?-GM7.;9^W=[!J.&
M&:>W+';DCB%5>3>1QW;%-^Q[?M1C:K*N:X;$*VIHVA!'JJ9.'A60WAUO2)@-MRS]R/Z?-X$7=
(%0ZU'30Q$)2UBM;+;A<#:_[(-6V:PM8)^:%7:-F$Y\!V-D8-M*UI@H=>,4KZA--,>&&.?HBU[Z->N1-S"[OV=O?I40[/B$F_V8'1IE)?85H4|
M=G>8&S0\L,(6:IIN[G&"1G!LVV@OAFT#6@^7VR4.Z0YYLD-G1=M%ZIVJ,.Q%&T$Q1)H\S"YA5=Q2)8!CPM
M@$/I#JFKAO[NPG!_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_M\7)_\7)_\7)_\7)_\7)_\7)_\7)_\?+_J.)EVV\4G-2_+T.6B;_3@P.-MR]J?
FJF>5C\%-*5?P#FIA]O?$7H'U2'X%3C=J;.AH_/#VR8\E*E=.OUUZ%^9-M\DMN254-3(*D),N.JRC2;7O[/V,N@9+H:<-M.\?
[HT%SO2<[C[[^MU-67VJU\8TR>=-7M1_^6K=--N77W]=S]=FD]:37GSEZ^.O](?WF>K=8,_?/W]=]MT9:Y,\W'[KH)_?6U7660;
M4]19622256?[E]_/CEY=GS_%>N(?F;FIQ?],
<"NSLOR$_WBS^,M71PB1RO"]O_FID0V>XWKS,:_K_R0T_>_;\JV3>UDVYD9'/6\,)47IO=]X41>.+GO"Z?
RPBF=#&^%SN$R;=+OOZO*FZ3"IV$U_\Z-M3'H;M[\5>.]7305_S>"]YOLKON^D7"97V:K(EMD\+9KD?#XOVZ+)BE7RKLRS
M>6;JY(G^U]/OOF[@T[C-UW/YS"O^S+3G,\^2G\NB6=?)#\7"+"+O7PR__\U=-M[U\.OW\|\'5C@:S@S>W!3/;A7T\$5_]86D^3D:)1,CZ:GL0T-
OWYEMH.O7PZ_-M?FGF\/HQO7XRL)L3BP8GM-YISWJOTCJK$0G>5:8V19,B4<:N>7-99%(OZVTZ-M-W_Y:HL+5=?FJ^__Y_\;Y+?
[=;!M^MP$(/A89_NL*OT,PGF],.:23//F?__-B.CWZ-M]N/D:I+\>'[^COY]_.W327)>W"*G-)7!S_)"M4F*$I=HRB3=;H&^TEENDE6;-M,7!P
!N#!-E_IW?Q/Q"-M&W6997AH5QWP8F'=]?6B=+^-GNRJ-Z6*I8I-6B-M3B[*!7$%.GW=WOG5A6XL@0?C;W[(1-MTX'.?
VVS"@X8M_.36:7SV^1\D:XR[PF[B#QLZ&'JX69PW?+:D+H&<'#9.OC-M,%Q-WBX,+QO%6MA1"-O-
)_50/>$1;DX.%\]RF@+T.B*MV/@Q"NFQ,-?Q]NT;LZWQ$^%[#-M!"]DCL>W>SB(@>__[SD??W?=\+AE+_BEX^??UH)"=.*@3%7TA9I6G*?
U.EF"-M8E1W=I3K_E"!;3A;9=4:J7K-.&WAD-M@<(#3B<(_\2,^,N'AN4L-KEM6M%8'K8';]7K\@9X<&64+-6U-'A,TOBCPWJ-MT3KX,
(/%:U[@9+(*4"?3![OD<"S-">QQ28+(^PN18R4IF-+-MA$RP2Y(-2676:'9UWXT[4!K$1ANR7!6M$S)2\+D3_-MM2[SA:EJ816)-?IL;I,G8%6
&MP\'>TP/<<7+%LHA4_(UD&)=H0"*W282!DY-MK>2)I25\(2U:U->_T-?L*0(_$_%6(/UO6'DVJ#SO+G'2_>K#[J*/S^J!?MDM
MCW[S+BN3,SLMRP:U.6!C]1R0LJU0QP+VU2JYD8"JO1\L0?T&W=6JF@@02DZP-M#PNPV7$-*^;*;5:01-!D1YL[-?
TP21>_@(7)W[I99_,U<&$X.Y4-!?*!'-Z8-MMU5%$LA[OJ!SP'O12UNF617J.:'Z8&%Q>P5-C-5>'ZO8P!(?R:U)*SQ34AMA(?[=)5
Q3JS*M;9H/+R-M-YC:*]S'C_-B\#^U3M#Z,>N89C6XWD.UJ\"'&&K_D3ZK11#1M];\7NBIM:6OD$VS?GT^)T/C^)N3DQ&^F6Z(FD:A^14\
{]E]-M-9-@FORHS]W2TG]K-UL02Q6LVE;.TKC"G]JM_=[TZ'@:?.)O;U]=^8M/+.#'-M1],GLZ=/CBWT^BA@KMEI
8_C!X+0$E7/#/ZM,F2'+Q#K\0&@#!*)A;E)R/0-MJR6P^J5665U-MPR+)I_Z!->0DO@W8-W,FVRI9E++0-5I;\$1-
,JUV2_)R!M]LX0:9E'_X/%^G-MQ0K=-0USA[YCP*>&-M63><0B'27-(ZZQ3\F2T^T.#9%.-^+)C!)Q&6N@6UQ881/'B-O#+0-MZ]]+
V%2TLC&+#-M-]G&1,@@?,G;A;X?E1![XKF!A'AF)<2S02;\SKDXX3HO?.=13#P,+O90\?!H-MR![LV58UW?--
LBN:G6(_&U01\N2O8,4"/@"VO"GFDY'5HF_-O-5"*V]0IM3M-MK,X6&2@7!IC.=@&I
0HP8M=STHV$40Z9ZW;F2@FSS;H=V()%7CLH@BRIU,/-M$.2Y19#GP_Z/FO2F'VI>:(T\B-"F8+HP6W%L&1PQ8=BR6\#CU'"%3<+-T'H8
M]N\#Z.I!IT;'D\2N7'N6)/+(3?H)&'P-5>I!Q>R.:))SP=O3\(,O:6.2$YTT#-MN)AGZ2S+2P%Z)P-M5R:MRX*"-TY2S[-
JWFZ037#,2,#_Z5=K/BNTAE*-M)EHQK2IRQ%VG>6N\$^T>AN><0&\!O@+/RD'3'^U9\{6)D8&Y-VA@@#!*^7A0-MV^*MUZ#]S8D_S)N6'
.\%V-]^4($&3_/^I*]B"C\[XF>-OI_8>G_Q2"'!71D^-MV1B=#[[Y4#I_Q&(*6_*6?1NH3.A/>$MJ!J0UR>BR4#\;"G_TL+-'AK&K9A[A
M1YDRS[^+)LAUFN6$MXPQI/&BXMF"QIK?DK-W-\X6N%AG9NG!!L8D1P9^!N90-MV6#=Q=O+GVVT#W@-:,
98>$;;@J#G7E>8@@!D8C1BGXMR+(%I1/Q2[;-$JL@-M1*\If@$?!ST-605ZG?4PX==)\X*388|_^-Q:-2G>;Y?+;&ZJ785P84#B;>AL-M^1@:
<2]QI!0.6C@:G98-1VH7G0M^D@^K[CGM3K"CXSE7ZM<-)5ZI<(+2GO9"-M3ANXB9P@FT%RABS=#3(`_HOG:O//+$;/>\+[@!Z_L?3XS2*

]7J#W"4&G__@! MA]LH8] !Y=Z($^8K%>8 .,PMO-,'Q GM9UMEH#,>49/(W(?&VLWQ4E+R"(MFGPDRM&;)WXPP(@.!(I M15X^XR!F5;_'3=M|F'4]V0*O#PO0(2P,>7+4$9-;'S6)?* CDP(C"G,4?/H M(=&T| 2NT&>+ A_,W2V"_*>CR?0LV61YCG\7#O3:+#"] 3@/? 1346GB%W.$7 M)9!.%68JO+Y\<^'\#_>$]H>V IH#;O01G>;W!A>^<_+L]-NCR7$79H7UQQ;8 M,; DUQA!E_'+,4\O0;^CQD7G3] -TN+3PJS Q59U(@L-[#:@/ WZ2V(]+DQ M+/9)TUM8^% WI^N&KZ ["&FI9@7XA>&>3G6C)@&&VD+?7$)VHQ*>'%4U%Z> M6+JX!A2'W,=E?H#%LUT!90),W*6H]*S3R\Y)5"TS](94_E2@$N4/G99ZS]S*_96M& ME3UX]JV@6E1;G:]%,\NZ^79D2P ? *4+X!6^]TELLY)*UR7/FD'(@Z$0#,Z=A MMR&8'MNL27/F)1OQ@B &PPG 2]!EDD2%W9&/KPG<;""MZ](I\QSL.F-/W)XS M\+L<'>1H(J6Y\^7@&V5:B"N6TG=)!6B <24@KJM5A^5;?KYDQQI]QJ05+D%? M0[.W0A.5#].MR6;F^=5%\NSHV2AY[X-X$;YT85_R\O? PM?" P5 T+CV07$G\ M&&? !2[@>DTBH6*D_9<[(M@WR*I,7 #D*T*S$!46@(S\AJL2@W.P7R2=3%1_ MM[&,?:GD, ^/2LRZMKE@J%BEZO!E2X? Q,"Q@+"Q,#2*?_,MZ$%FFQR_M3- XL$+KEK>Z,;LV1C:X]"5^<=E[T=/NDG.792EBUI'7JNIU53EZ"6B(FC[LL M=NPA&J"A$+QP^A+513;;HL]KRN'CX#E[J3S00R=TK7- XLAX%=US#FO62/!T] MWXN;AGJD'F&Y?%G2,ZO:Q!QLLJR\D'*"#.G6[(Q4Y5-FS'IJ'(B)V6AQ[[TCQ M;7I+K^,+ JR'$X3WFH4:.@S,$^L[X)B9YL8(JK):X?GOGF03,QGYW^-D$0R" MWO6P;.JIPP&;E8:B1]VP&K#+T9.%2I14 \QI[\1<{B!]972X-Y)1J!^\,)V. MDI\01(E3L,XPL1J)GL]"B6QG/SOCG?I-FF9>+++N-"J^J7R"J"*8 ,DCA,BL; IQ8S(VR M91*TI74SL;Z%3%UTP\IAAN5=@N&OW[X"@S+;,KD0#=;WCIG0*,E^2LPGWA+U^'VY& 66$X$8%Q*/V\ZZS>I&'D MEV@9Z_- N73*$9#8X'3UU\8 > E?0:SAT8F&LM[.5U3U&3,% ><80T+L997TO MVWR9Y;GPP+KIT<2L N8,656/EMEGP7%[4N$9^(FJMJ] M; ,BX!D9E#-Z6ZP=W]6%E%G5;.S-6]"ZF+LJP?JH'"NGPR_G\9RA-#"85>H M=#182E.7\XQ MMJ^A3U0(,H'62XM87+3V MC,%8!$&],- H=2\^A#=M-2^._UBU=<"<'&):&7W\5D)I:YB=6W5&G2)W 9ZZ]9"20RP35RE5ZHA\%)"%^8A2W[A%X,3-5C'%%N1(MKI(J';K;B#_:Z>&:0>P9ZL*[!HSU8 E"=V"'J%90FJF$+*Q*]_N+\JU>.?{ 6 M>HS<9E7=_)CR'YBO82-0;UZ_]2)0" FZ U34>5O- TUE9C<1A4+28:M)2X04: M96N3+L1/%R2!X/8"4&S$CJ+))8HW8FW E,**F !*))1FFD:.^2QUNUJ!&'4, M1.T_MS:'E^I((HJ"K*$:+A2L\>$:A)5CO3=0>"#9:.!SMQ<=X*XY7![3O!+ M)(AN!P$%AQMKFVK% (7FT9^1QF=O$GILJPQ476(P8WS%FH4:@#1(FR717RU35 M;G00@(8V2?X>>ST+3- FV5I^A9ZGYYME(Q1(E\J1$+FW%!NI,DK%'""5V*U@! M3QFW\#7-J<+D@HE'>N2HS[")1PW,>\ZA[06@1UZR"DBM.?@8 7 1];)PJ[2/ M!|SVQ6M"/NAZ&AP/-Q!XAZRZ0F4+=H1Q>MI/E"GNM:W!H\!*@I^-_3E4QUB? MELL&Q9OU4-2VT(.'"B5IRI?>OUA?VV - -IK_4(V@TM=O'/M3FL$O*F"I^M019 MW4$.LP!A0,%/H3!D/3^YQBRLD,/9M3'NA^T02D:!0%4]S$E8 GH0H(M[!5UE1W"/? OW,,&U0GO&9JC;CU'\G]B(9,QPP#[\XEH2?"H\&[:G4!!TE@(= MC4T(5/BX.*%MLISL 2[8HV,N?2VN1WGX$N7+QZY^^7BX- #B,]D:)9:.^%R@\" MIV,&+P2[ZA93Y_'"R(LE:1#'1Y.C/].EEXVK=ZA1%68+\1XUAR/G&L?[>WXZ M.?NS5Y9O%Z,B? _B]6UJUHU^&C0L8MQZ]A2YTQY-G/=#%[&^*2Y'^#XP\Q] D MB#\'ARPB>D2Z!8[QF3@ $/79-Y,7?Z9W7QS!?U$RQ]:%AGL,/! (=8"U11N\> M7'R/J:::A#>PC\,X^69RRH=Q=@3H$3F,^">CQ_$(OV.4B7R) KUC5Z%W/%P% M]\;IFKC]LEB-?| (8!":QFWA6W_'"*#^8JOPF^CASAG,XP% ,I[4"")@7S$ILYIR"X;XB\'K:MDAS,1'4P;-C M4=D=L0:$<%!]NU@K_V;/QEV<(B9Y M=4)Y"&? BDC81C__. @=M ^SF^^1+G7 ML:OW.AXNJX+K,-FJ2"ZHI@-8[0=T9^5.__W@U2Q%N<]>:\#V"2TC>*QJ!I^, M)U'N%H']N)G]-30EG- Z/+BTEBX5!9R17#;7%7.*T (\$]X@]RI_D%D6K-#W0@Y/PVPMY - MH,EM4LY:Y:.1G6;\Q"3YN"T[A6D["6HCHO2^DI!*_*0VE$\54Y=E#@I#S2:) MG(B- !;GR@<$2K;!Q#J5XNVX7Y)&LPZ*=#BS"Z6^HS:59C%-DX"O3"]""_4K$ MY5S;.=>]2?C:)$1-K_T'(QZE-ZD_3!QTM%-]B[Z!7@,J3(DD!'N12T9/B8!Q M5K8U;_FVA]H[.,_]G>?+1[D4*K1'U$2W>L?"CXZ\1KGHEZB)/'9%DS$AM1LI]A7"['1/>0"D)+ M"US*D*BB.Y\+?C0=2, M#:-22F8"[:-']CE&*9$A#F_PZUJ%\TZ 6'](W?;<1!J%@H[MW"LMAY:4LHPS=S,.7A'_&B5;8 8-Y;DZXY$\#1K'1> QVM#-,QE(D7 ^V$V+ M:(A!%4IP##8"5^#\V &A2BA3EE-)FO:5*AS-8;IGYR8U>CMS.3@(].(2KK255 MSC(<9C\^EJ:KRA@F> <(+6Y:LU:IT5EDSQ(A4I^722KP7Y9<",CG.'/M8MNB* MZ7)-0",;K[:!T)';T,"GO81:RP1] ^S&%51)P@:B'*TA)5=2(NKQ3-D(41@F M#6S@)"K'GPA+]=<8]Z1$4ST#%7X]TF9\Q@194-(YA8-+,^0!*?6!&],?FU M-9.]T"T_5WDU-Q01J:W]I+K$>^VZ_'?L['=\//9JGWE+UII'= D,?R1TO] MB"OD7Z))P;'K4G \W*;@0@+2LUH'R$3_{3)9)4FOD]]V4S6.534HZ\Y%/.N*4>2"/ZLWHXC.VL %R]O#5FK/C$V/7$!0*H M MGF@D\P?$6;7C\.*3YF;^-A^EFT4;'DZM2:#:O22K%E0SP]_>E,SR)FFWYT';,8PDAU=]*$D^9K5[ )Y]+7KE987F+Z5 - FNI46XWAK2"6.)>6%I0GR#7<\/]9]J6)NR/)60WE9V:[9]!OG=I#:ZGG^4XB^"AV:[)PE[YM5KB? MAR_/^DX M$3O_9DXW>Z+ D*Z=2T&IL/E_.?$O((8#]D04;_]\%H/IM9'0M;) MJGA#09)"S"X;(8D/F.@,XI!/[-SRR*^1#0B9*&+41=]24_Q#3%??(ID<%]<\ M.0$: (U:EH#5R:[! ,!,$5,@<1M\G7V<'.7LW'^"!O;]36V!#FG#*ST8:Q\%5_+:1N,U[.>B2(%#6;(#.=#M8OA2 FH^ M9XT4! 6Y5(U+*^ 6K^2PH49_7$Z+;!M9%562<;) 1?A&:KY64Z2>OY6KS]@] M-[\.,$B+-*1I$ZDH\PPX,+7L4?._[L\+3+-.P,&6!HTD$_3!OOMP>RT;8Q| M6O:,CJ&,BZ:8.MUV[=YDQHUK8J9N29(_U)G'?9"=2:X_ B7 C4%*5OX6U_!O M5#LII5USE'4K>D-9L6U%*^0#('7=+N+Z+?R$>FMR//[? MFS(\9IQJHS,'=1] M#G;.D(,6M4B) WL[I3:3X:+3\=L9(CDYN 4@+S@M7]9/X@?421==/K'M&*V) M4%;6G,5_^5^C4V#@MWGJ=VS@[YZ,/Q;E#GC,1/$;F.'& =<9=B=KL!0>RR1* MUT",PR%6JRGX!*)#)MO/U'<1:'_-Q-41D,'S.KHUEUL0 M<)%.F)!O)*LHX%V9YC;D15B/4]-#&>^&*@VVKE(9BU=;J^.I^W2U=W>]'.II&)KL9ZW M<]? =^$M.]F(1PO:?&:$H>!,P'- S&3%NX,2>0.M6DW64> M8$6@0\S#56WG7H$F5Y'X4TKG9).1R^F[+M'FL=%'K^ M;FVI]H5WV1B:B*MK>RU\NV0^F9Z- @%IDC#;]U%3SF!E:$ M)H@-3G6H8ZM!)+]@NL35(KPR$7P1]V-NK / =Y MF(N-X;WN_3SP\M_+:S^STWL__O $J_- K*+H"T=,O"7"Q_0M,=+'Z:E75;98 MV0&>(.4]7_LYC7S(_C@ YM_:PNR^Z7X=>-66 T1>S^_ZJG;P9(M<='X\& M2>^+A_[:WE01)I6!WY=Z$R32[\S<#&KW?S=:V&Z-%Z MY#!G07-%]46KIL&AA*]2,D.QL+UNNLF. BRG5F A[Z!H[6YD),%IEV8?!)TT M%V>DP5MU*+B.AQVI[0-ODQ$M*<)->#TN(A_::>-@_Z !*I?7N(\^,IT9IV$K MO"[ZV^"?V.G0@#6+A=6OP5 MIDH\!A@OB3+\, \AG43J"%5GQSPE&CZ%LTQO[+=UZM<_7EF 7'_^Z+'CHQ\P MQ^;G,BUBP+/.;@_=?@O#@-H5[\I0[]@?=J:L6H#T@GJN7TI3?:^MU%T M9WDO@HZ7NHR;Q&PWX5QE1<2TEL>L\>TL7LH\HHB%RZL/A[6[X>X%Z;RG+XYL MALZ+XI.)K? B03SK[6I,?/0C8X;FLC*'F;F'/?!^RY&:XIO%S^X+A6TM)/@3; M+-#P6O\ZM%P(P@,UGQ[J[Z1388I%>IW:4BT/1$4HQ3/F0#'_I#SX #QY0%O@[M,FZ,ULZ]4@C*EG07&FH.[/PG-< I$9B(537DG)6D2U07J!:#Q>W.IDLP/>74 M.0G73? JR(_0<59#VU;F!.;:@J+)TZ/1W/NOW>[J%4C[UV@:%O1;1-8W]2>8I M=4?N'I,>SSWW(,/KI';VOY=&'&GJ??&5"-9<=!""@BZA8+S42#D- HI?AJ?0\ M[Z\VZ.UD=[J%JZHD-3'B/+*M,-6%-?9X4&=+?FY>S.,2U>V^5*$)J[4[C(ZZ MK#)#\MA$C-;)? ^^S$A=:\%'/WR#UZQ4<$)67R=71Y[J_@.CC_]5ZQ<7C,AO MHZ*1GYL9.@(@[E]D3&%E.F<@5^66:,H@7"-P[F* \JUVNRLC5>&73@B1[Q3 M-+#C/;Y_Q8C::^2Q+!\.V.$)%E]X@_1T'R#9C\KP[U-<]1;%!'&DSCTJEK5R8 M5OO0TC8< VHDG_9HG RHKI? [4EU#K=K5L4^'Z\2M^A-5J_=:L7Y?2#H!ZD#; M\:ND\$:\)SE/'!,1$VIW6?.(I4&&RJS#.F_S;&EIP*V6V9Z9E$C<2O:USAHN M-41% VYNY? Y]J"W^UYV5/03W:68(!8//: 4]JQ8W& ->M-3ZJ&L)=_.IOP ; M3KR^RIV3\GHL>Y3QS1CXQRR6=GFY+\0+B<(56T^'RY=] <^R=U>JO4)F+DLE> M2ZL?#]L X; 8JR.>K=#E$%HPH7/*HZ$ZU$JDF:M50"5WB:J1\17J$EH9<72H M&29FS", $*C&,Q^W<909[1'"82F&-@^X%>-:LZJQ(.MU&Z2,J$,-BDCA&'?K!WL]$-FF%G5SP T^RI_R35I;("7@'@B%7TKB)/)' M3]7W8.WL=919WV.M&YPMC2(QGR45&3M]GMCCY#=+5'L.)$=D M02H+I]X?9>=NG\RHFSK@J";C4^=UA0[N0G9E XJ=G& _A=)W&-)4<2G<:I(_M/3^;'-F!7%Q+V]TU9P!M4=LE/#:_$GLNO56>/9^\.$F>>"JE7P]/>1UTYC2^ M$,X$I^UL0691[IO-F.,=V# (M(O)X[,6S M%U>HR8Y)^W"'RP7/FA0YH6RM",>J@J-:K];.>FCJC$F7*Y@V'"%K&QYD'C;]CN MTDBG*:Z*O&6Q$\LB8#0N)0VCKU?E*YP:- [Z:KZG"A9\>!RD_VER^/RW'$DUX M QUUE,Y4OHD)=)%/)4,#BU6B^LDE3D1&I#VDEIHS/N%ZEA8:?M M6!ADVIHRXWQD(>=OFP#O)]D@(7.]\8S"KHZ#X/8Y+Y'(H5"_(SGW'W/><[15R MG)RW.%&.W* N$_@=ZLF([.?90CS)+RD<8Y'I'4^K!TG_5^SE]!L1]X$GMMZ(MB[L.#Q&I7(@W8NWWGQO5TG:S$W4B86)4R M7_NQNAI3A#.E[G@Q)&$F-5*,4FHY;UC+D>0M7WV,8:XW459Z< 6SL_VVZY3(M;2M:I7_ *+HJZ%8KS@5S!48C+=4#E<*UZNJ^V5LT12^FFUJ7X<[PC1?$M@/E MRGRA);E].C"O4K?$=BLNFZ9:#$.I1',1$O"9ZRPW*],+ [Y">;4>V2*?DD%)Q M4D&%KERA;.]7SD/7] M@4%JLI_%S$TR.(W8;[X/;K*1YCUI02&;_HRNY).Y#=@+:8-^*)DS#%LVS,,| MKUA>5\2DT"&OKNA_IYY[,KKT6_SX F$3^_MT=_(D42. ^7HST^/1DFPA)_/!7_MQOJD03%S41NIYP]:7L?X M^8OUM? I2#YKK1LCEC/C*7%N4S1F[?$N=$E)GACN98(7P7?ZD6'"@5-ZX,.S5$:1]T#![5V$*3AW%-RHTZ()N'J4-!HB M2")R4+KR4*> [\F!A+E'CM@_82]UKOH"]'16)_O(V)QO-IF:.\%56)G&!WBIA M??W]_Z2;[;>7=@FZ9AYR&ZPV\;0/K/> [22WPMJ%VMASY,I8B7M26C4Y1^Y< MUJ"V2,W=*8!)>5EY]LE0S^Q4IO=0)0?2C-@KUEV_BQ]VZ@SYZ[G+TL"L43N, MAM9065['Z%? $<*<[!M"LS-[K6\[\SNK.=%6/#,F3@QC&?65H:\'KX8 >FTBM MS[-? *7ILW@FP,&%%/[5FB$Q!@>\(\(Y'P_&W,8DEKGC'JXMX^T'3H=*0U5V, MX.H&%-*H*C=66_!/P"]["" <":8JY1:9EJB,P@EZP$[BHC\GTZ/B;\?%T!&(7 MFY(LK3#U-&W$B([8R]0[<8B'(PF6VB0'&&8'DV/=W+_UJF7X+;$RM(U55_1 MJG0PRJC$/ZZ.32J'4*FBIG&\<_56[8*L#NU94!=T^'*?*@M5)N_9B7"=UMWLM/Z-?*'PQ%[ZM7R17K;] MDWIEMX5^&1> [UCH#\;)W>QUMMS_G&,>Z^ZS](8HQSB9 M1J_$@V,5)&IT^^/Y^3LWR.B4$*3Y&EX-HC5_3H^*/?FQRUY)-T[M'^T(I!=X4IT@5[IV&"? # M32<^%BEZ=N%*.TBVP357>0DZN6G>UE9NS^P&L=- OGQ>^4KL=.5RH]4A1GM M20&CX01VX&KV.52 @D_2VZ@$/>#;@ZD+A? R7Q+QMG!6TG'G6.,7L?E]RTQL> MO!W;]U;T\V59-DBN6H/+(:L*=3*Y;E++:^\'>Z&_@3E97H(46G59K?"'NMQF M!?F[R77.$;I8^$/ABGD M#:(6Q>5><_6&>B[M"31K=M)YI1<-E@,1XX#Q5$)VT;E_3Z; 5WN:[60[[MV M,B?#;5M^ &&]PG/Y$5[%SJ)B1J/\;*/.[-^T8&"JR((1B+F M$J^L!:C^2E*"ID]2$T'OD_SB%Y\N&SWL5HK7+IA<'U-_:S19X0P6KMI7KL'2% M/[5,-[WIT7%8<_RWMZ^N_,4G%O#*CH^F3V=,GQQ9Z? 12CDYLM=G.('DBFLS-Y M=IV?ED\#)*7&OS WB-!$^RW';+T//9&.%RC-2FW-0XP: M21(]+6GWU#DM2?Q? SDV]P,QKA-.E@V&XH)2%J#N$I%\MD]HM& MQ5RGHGS8!R^H[>'/8$TFC32E3)8^+,#^6105Q;1_O_NRP@/DE8$N<5W.=V;+ M!1DH,G]>VP8OV;\/EG^HC0O(E+Z;%K$C)3!LF8K> LLK L/K*L):OPWUL9#0 M%+:]%T$#GS43>M%#-S2&H6!7J44+"Z-?9+- +!N%+WB[T_;B8V&?WK79^H:I*W#)P([JOX]>[<$N9#4M&W&,M&+& MAY$"RM:86 /P9EWF^>T8ARESXXULD8'A.4G.\YR- &Z4F\9^P=1@,<'.FN,DS M"K R^P]&LL5EWCY;&%W^]K/^;SKA$+]=PXF3X3X/'[EWVP^V:1KY*%WF5A3) M?]N2=/KLQ0E\&P]#?*

GP(O8.8*]3Q_0QE$9L_JIW^F9R!)S)-6BIJ>Q:;/=,9-MX"@3!49>4UJ;&.0<7^S&0PXLW?$B*3CJ#^L',&B)JB5UE#(0I&XB%%5F-',3 M4T/+5GM9:N-+=#!#+2/M33G&HRX(A=Y@MMT46(QX-;&6^]M!BV1DRFX:$_WPNF'+/!TM$SI7T2VS&5]N4^& M*ZBOS*JWH_4]7_6R#VO]B=,PESI;VIN+Q-48AB:?>KUJ;5F@WZ?%A:O0C+9Y-M77P+W!T6C"=LW)KK1')GSUZL_[/T8+LT7/KN4/EB_, M,[K9-1PE!D=E@_%>#%\5_5J07_R:Z\5EVY*6*3U8I'&#Z]@9R]G"KY/U_"?# M/^@V_A?':=;9:-MY[=24_G?&UL]!:5(.E-D6D!$!8-:H*&5-FIQ!J@:_V2_-+KQ"%X#USZQJQ-MDQTY$H6!PJ7&0=AMA-E"]+Z?L*'L# 4#X9'L)XN*YS]JF4S82), MV&P,:_VTMPX-E]& <9P3Y3T>3Z9DMPA:B?FT6-/WGDC^*Y8(RB^9"QM[X"3&O M+]]<.-?K/:%R>]; P3^L: "\WN""]\Y>7;Z[='DN-NSPOICFU))GTFNYFM0 M<4/"WJ29C*.E5&"$%:";I<4GA=F!BE0_(J=5MN$I/32NW1C6P$CI7ECXT*ZG MZX:O4+3=]KE$_)*RKI12;'$C;:$O\EC1N1L\&K3%3M(%%UQP&W M).E/&[#5 M9Z.AY ;U/=;UB>+4G+!.:).CD_<"R=/\[P(.9VX8-QG2Y'+ Y,X,(D_,I/ M+1_80T2G<+TN3H9;2ER4@$Y%HZ"AUY>+O]YG-2?+@?8V?B6)@>5>4&(A_B]H< M7^93/5-)2&/(=&2C#-*A$2*E?"^YV-6I%'7;"+#KX M@\O;[!09)PK+C'CJ8[V;[_FGX\G4DO@0^\2]*>(RM/VK+,_@L+%F, <>_0H) MV^O#&_:.Y]TB(3*_HWRTD*;? HK6#98S'4A(SBGX"@>#Q)=9XP@'3955D*7*F MM&JT]9]#JG<5()&KXWY3%.6U],R4'LC;;9D5VM&>>_Y7>N$TK,H';CKR4E6O M#*!>@RF*%R45AU^)*VK[_M;_QT>6"M?VC6>D_V%>&07XBE^8WB[F)OV_R=.#OHJ&?WD@71N^N9.AEW)RW;_MG*()%,2@,\")KAL&> (Z]H=QY,,34IHKUOAM_!NN0EN2Z49P,-X#0 >_ON3:R M-Y/AP:L$6,.:5-32WBD='VZB#&QMJC2-MAS>O;LMTIN.? 4O@3C\]MF]N6F^XKI:F4+A7.@_'RP# EH-V@.\ZUT*>&)-[$ M@@Y"!/#I6/@GWGJEMUA(=CADDEF"G:5M9P$"^UF7-37TU@[O7..)C) FS'^@ MIL,8>;F22OJPQ_F%;@S)VEJ3]R>,Q6.&YYLG.8N+<+XL^WM7'OD.H"&7& [MT() /V/2"I>@KVEW5&%S;DTW(^K9T;-1\MX\2)\Z<*^I,.0KQJS38Y?)F]H MM./R5H.<]:I- OW:)'QQVGDQZ&XSR[-5:ELG^.MV5CEY"73O#Q_P>^=0>Z+. M"Z55M'@?/V4NEP7^Y&\?4KQ&W[]92(%"6+.F)KUIS_?B/$R/ MU+M85SM'FE(?]"1_|:V4_/@Y\F&B.96R7EM,CR*E#9%@MF;B#*%K9^0U>['A M47(-\)P9HUV'TV2#/'B;FW$<[H2:6;N8MYLWH2TD4%? 02;,U:6.XE7DS>*S,_M^V[ONNK>T_>@$M^2B,"&6W]3LX)?4%4:5)5.'BO+@!))4BPS=JFW;C! (JZA]>A"Z+95X>@#Q%L[BLR@"ZTUM]W@A;"K_!3@W:_MN,*UA:YMTJD@J3W.=56VJY!%!5U_LP(3,N5H=(2V#-?T1D_$I_":-U5K[D'G M)&*1J2VE3$OO$0_-P^8DL=/BW/".%-FFM_0Z=:.1 V0K)<.UH@:Q78G%/+&^_M PZ_\1&+-2]N*3.AO.\]M4T^[WI8-O4T;+ED>[>Y9J" <4)IC!$^&V@O?+F7N MP1VDOU-<2!-B3JHJV;M?'D7&G]VZNRI&ZN=AAWY9P!EFCE:E^_?04& M8;;=4M=)7)^F@5F&Z+4#H<_II^Y8G2=^^Y-@I?+3]LSW\+6'1V#=84%,4YK7-MV FPKF<+ZX7_<4C *-P7_O)UN!W)K)+6Y((ZZ>==@V^3AGFLA,2 !O-;EZ4N M*>>N#8_7^[H'LVV5)ARZ6FY6O>T>XXP'%?L#$S.JS 8#:0F6F!!_W?2H(%;S M)F7[#5&;TME0B^_MIYT[G[&6/6]!W6"VHG3JHZ)V_*)6OHX0;#^NAGHIEO,,0+9JKH4]1,!,_&(D MO)P.C93I5#:_-@,8N.I%)T?)(KV5N-, <%Y=_4!R@YALM9S*=3"^C.Z!06.1(_MA;I=PL4_%R"VF6O17)NY;A:HW BA=7V:5N>>!T MNVR_T'UF*",&*]\E5FIUF? L7G%MS)ZVM\;M@6B=9:@.,"&O>,.C?WV7WS\N_V_M.;A-#FZ3@]ODX#8YN$T.;I.#V^3@-OF#NTT.SI*#L^3@+#DX2P[.DH.SY#_1 M68*_J\]D)R%%?273W^PK"9--7-OJD^&VU6*G*I15K?1%)-[OINX_Q*=@"1P_ME=XDBER@O]V4U:=QAA/%2G1CL&- CB92T1O50&2V5@]5<.6M[C.3E#5\/ZZ$5_M"0GN^T],@YYFTN&96GC7.@$#N9DP1*;O37FM!CVY#RST6*.%B7HXP)W_RMZ_M; <[!F]=OO9QWA_0M.67;WE;S=%96(I'UBA:+D5OJ*HGZ]-JDDO$5E@ES;I@'_MBJW-H[HQS9"CU/"L(H1& /HJ<65LJ8G)DW:Y6V(3=$H.J[FYM3DL3>1_"("!K_MBCAWP:P[QR1CD_KO('#?,#'*1%)GO[KE:(Z]%6*2YD:W@X_"_BU35';T'KI_MM_0/D_) M]C7KD;)8*O5.B5S:BFV+F;3'&G%=BEO!"BOJ@61D'![HYEA&./%(CWQ\U&6_M9U(7#:SC8\SL4$11'GM2V,0#N]<^\P>N*D[&4N@ MKIRZ(1&GP^WSWZ$.5*$)_=!BC2!!$--='K50$OQL[_^A6/.L!).:M6Z*?A[P%(-%RC!N#*N!_D5IZ+!F)^U?N3T_M;'+R9WKW[_P@#.=IC? K<021#%S))_'ZM]O<.^?2;R90A/WD.I_7%(#^),^"]_M=NG_C=3P*)3K*T*Z/RK&:6*Z2Q,4PQ'P'D<0Q\\GQ[\;01P)09P":?P6M-*Y M$#'/VO[)X43A/CF>O/A2<$\'Y8,;"WZW_\C;/F_+"?RF(U_@G#OMB4T,1[_M^/RV%3MBF/LDY? A43D^IEN"::FQ[M!LQWQLC;V+OAF*5,4'Q(A1L9%@P_Z>1K[/F@/Q=K!6XV4_M"]46/G#<'&(W6F>7\ZH9_YO9-Z>9A-L">RT*@GIS7- R\%+1NT89N9:(O'0+V_MVF+#+G.AI'!2$7@]"U24(3&;-2RPXV6P.V(-$N%P\\$?D3P8A!,ZL?Z&ID_>_M4*6L#SV_L8-TVE'1M,? U^09C[6U3FA@6ZZ%3=EN*)S]N9G\-#7%G_M5&.@3N\=#%V_C-O[ML5<,IWF_]@MD->,+H'?AB$YJPX~492;;_X7?YU592%V MM+P<@TP;&TXHWP(8!+Q!$5K_(#)MKCNG!ED-S]U."]D_^BBIA8A9R-'(3C-^_M8I)\W):=EN<[*<8C0N6^WK>5A%YM,ARU-KXL\SSE- %U[(C:]Q/5K'.Q)'@X7_MI/8>VO]=X]QUV%VW_XNP,AXH;Q;C%#G4RO0"M&!')&QFWW)*2W2TA+'/4]"_MU/1&S#'B44\'#2!(1(-VJF_1- S!X0YU_(_V@_EXE=?;F=MQ64\EWW:8$Q4._MJAZ>?QV9KKT4*K1'U$2W>L?"#\WABLKVO4XQ.#"?_/I83X'+K,_+K-GWK(O MCA*J/&\JQ^GP0_#.@(WJ,O=YL;\H!7&+,X"M#>!*3UZ<3H$PI*\]W)_.7AZ%_M"?8;.%?%(VHWG6EF6BIKXZ6&>;BN1[%KAP3_H,>%? 040F%109%ZIEG)I#_&N4;($9-%36Y5P9Y'_5-M/$X$'G,INGGF_RG2+A]YP09[E#)"]5P!L)+_BU.@FE3[SZ6N=Z^EPQDLM\S\ M6AZO)&1G)X%7)H2KK:4RQ#(<9C\^EJ:KRA@F><(+.^Q#>_G365$#NUY&I#H@_M-Y['>U%^*2"3Y]^QCV6++NHNUP0TLN4F&TR, <1L:^+17/V:9H.^1\-HW2L(V_MHARM(>UQI8&^QS-E(T1AF#2\@9.H"\B+-5?8]R3ZJKT#%3X]4B;'5GC_Z_S M_SAU9H8\0&ZMKSY'Q3;F^6!,'8^#V50GK0D'YAEF2]UJ!@HB>_M"IXD=:E&.0Z?P#^1KG,\54>KEY3&SU1>>3/E!=36UE]XCV.LL#$0I5"X_.O0'1F;_MRPZ2>!U27S%NU)#0=\{Z'L'?>^@[QWTO?]@?2]T_M\[E9AZ?#P]PNI"1 OACU]SUHA43_[>K>)5VV4_8BK%9*0N+E(".J9-Y]QP5N_M_<#5E;4X5ME#2XGL?B$F!O5I?7ZRT^)? BFH&JEFU[&:RLQ^_[8E&*;S$92M9_MHRU\6&72OBA1C7VOH_P.=_?[W%U(?6Y$W>GPQ*CW?J';I2M(B9+AXY9*WO<5 MTUF];NYF$4@=/S9B[_@_X)?EK3%CO1V^JR6*5;IZMX%@_7'_%[!JJ_=;MC#R=C(_:6^+_MQB%S=K.^3H>GQ%QIYXP? ODA+\OXL9LI=#KIF.]TLSQ"W*@&RPHW\F2RI([!#Q2!)5]=X?_A_FC[K4Q_MDNWS;C5G5, MV&Z[=F\$92IN8C\X0"R;9M>Z#S*W698@8F[XJ"L0=@U62WI;7,,_4;6G-BG:_M]T*WHC>4%=M6-&\^_#*)[*(O;1?CG] V2(X%S_^W+1L*@F1<-,_JN]%F7NPG_MI6_)ZNN2L^KM-T/O<;CT5#VT,Z1S"CD)<%XZK4"A'\;/J-L\^A&^&NH/IR99_M65F? $O[+_QJ="&]AFZ=^BVC^[HF_^+$H=X"4<:<55ZYR_N@,9WDWV($7F_&4_M;MPVARFM9,[8,;6,#I24'C^<$ZTXM"D7AGUONU5 TOB@S,L5)2-77KQAOBZR_M7UO2DP!D(KXZ^_J2"JB$0'7)E\+06_=+NUAQ^8WM5D-F9GQ6ILN)_M#OA*)VC/]Y)5E+],&3BW@#MAUZ,: SUX0]3/9MNZ)@P^<.*V6T;YGC]*VCH/_MN=N?UA/ARVX][BR;"L&W>+[RZ:'/X&XP@&#W8H_1'IW%"NIPC+Y4ZE@$H@@_ MK,O'6,@'%]A;9$O@GK2D+UJ_M;PAMFNCM7%^I"5-I%"='_R20HRVGK+KAU=-)*1ZR%2TI\2)KV_!@NLR7WA-_M>'TLX^'DW);(<*A- 4Q&$(#4JRR?H@>_"SM>@@I/G_X_S7DT\-E:BG)0F8#NX_MC9F./6=.(/U"DW:7>8_JCKYI#U=S&;]_@5I8D4!42N?<^9'33:Y+-!QL5L. MF$E9,=LM*$S]"S_G-=&<)%<>66A1)"-6;3D:8FI=VC$*?(AH16BXTH?6X5L/_M>46UO[TV8CNH00O^'-D:LR_D"7+R)'JUOKBL,!30;KE MII/DPC4)Z7!C+W$KK2/DX#_^I2K$64$2S$3.N]WFMZK&^#2[9;]TD#U#40@;_M;7"9+/8\A=+?_K/%7AS8?B-V8> <@@'/NTA'YZ]_+:V!ET?2_:S.K6]S&_A+(_M0D[Q6"Q:!Y'PH"/_)A=&AHO0*3WM)@^>6N_N_9VR%\,$^%#;YG<@YVB6:_RG_MNG- "NJ*!QPW4V&V7R0*QBQ68_*^>X(O2-7H8X;2?=(!X_NM#^.A>1LP)<=-?_MXPZLM,:'S&]\!B$U_1E-V2_M=.F!VBLJ)("\[-,,2G:$C- G64381V$E?2V_M)X$?GK/:PV\GX=VC^N_ERO_5O/@^%_EOX)CB:788RDF1RUY0K_M.$2MG1EIKK7&,=T_T/M@B! \Q5J]&421#^V,V;%_T!S2+]S(X]JGOAVH,S-Y9KBPI6)Z%E;&G(-E1QBZ_M9E.,,C+\B5G_,J=0^O_H(-#VAOXZ/_M3WJT_G%R_=P@:Y*? >##!DP_E%@39R?39TR&\=0U_SX9;#OZ3?>QQ)+W?J_VE_MJ&JJ8I5067!ND'KU:S$KS1A+>\S"_5Z"T8C83ERHCD8!_@DYBD!:>)6G\IT_C MJ_F:$LQ%PPK\6Z.'=1_I*RDY!AWO$J>/DB^!]_57LUCA=X(D'S=\HJE[G"!_MJ%4@-?+,_^@_P1"[W,:\<;VG21C0!.!^O?@9EU_*/V'M11H" (%VQN'7#N$?^S_M?D])+3;<_2EC%NLGB(APAXPL[B?KO(#O1J>F#I@Q>4#E!G6_M)?/G^+!F9H:9"H$+]0CHBS? T+ST!$CENB*8,8@<"Y*U@=4&Z69F=M1*N)ARO^_M.]VRV1T'Y?U[Y*C:2T[A8FS+@]6KJ3=(?V]P-,F8G+NU05^R[XV,8H/X<&;6 M1;O007]NL.RA7??NKX;&V,'OXAY_>O%"176(16/?!WLO7+XRK"8FWXP'F/#%_M,!-^L'#[LBS]W*Z#PS[P+#_(QGV? S)G_KU9\'\DXR7#]>CX6[&IY5!)G!V'_M"K9K:GPVW/?S_Q9D_U2F153#ON>[_?P8M\LUW_@8#6FNLP6FMPNN\PU0STD,_M7HH/A$_5QGZ \5BR<*MIQT^IC&ZEAAR/ETI0-9Z-):EP,XQ$/J26).HNG(X4_M?"029&UN3(ZQ_@!A@\]H%W(.W=]@\LBBI7%D7?]_MRA\?QI!XLV\ JQR0@(Q:_M]=#MQ7@WAUED_%X;T1Z0ZM^$5+\C*O5PKCN2Y.]<7]*SX293OBOO7:4^R2O4_M!]J)\[-&K1?5L ==$'J<^SKADZQSU,K'U4',ET>.OTE:H,:@>,K]#8\$)E_)0JE$OUFN!;]KS,OKBT;4I,P>'YES/[/4)83(S#UPF80)/7B91(M!M8;*.]BG8PVQ8(]9AQO:?5_35K16"%8\DGVE'_2-B6R9^\(T$WX2TFT)W_T_M;0<'76=WH^2Z;,2Z2$$MVJ8$$/$$RII#- C!V>^5N+&Y_E/[&&2)/,@$2LT:(_M\T@"3II;KK5[X]Y2E+RPS(!&\>>LX<8\%/O#B:_X.&C;SO)L#JLM.<^N,JNL M1F:B,4+\R)69(P]"5G4^)YP]_N;DA!*HT@V-GTV._MDDV6YW:8X,Z>.7-SB_8'8:SYE7A;Z:WR[/GDQ4GRQ%/K_%[4E(-')[[(<"YA_ML8_+K+? W:GJRU:*\0YLKQ\BY*<426K6NR26U38'RFAK*R1H_%DC:TC*W%4I_MM@"._IMA2JBG]RNW0+PUF")#P4H)ZK0K9VPB7_M5V? 4894Z!U@/E;]K1"^OMZ#]&&YW:61@)#=UO.4;CF49,Y:5DJ;=-S@^YGM>=@.FAJ6?C!73?O*YD[Z1G&8O MT1EA'R555G\:+W%>]TTJJ70PBWW4,AIB\HM=IFEZ=PH%,S1ZIV'BR;@7VR];_M8I/O9[6]&FG^L6Z;@8_"...I;CI(!U_Q)- +08FP#9J]XY3"$3QU6[=_OC&8_M$EY0B@+@'E_F!:HOQ/?>,<^7E_@*"9UCD@>W)/$3)7!'L+WS#-0_@PU&7E(R MD\6H=^3>1KWBKSB(6SK"F>^!H!XYVX&C$T7]_MD0<^]\7Y'&K5UUEN5J;NMU7Z[4O6[KG?,G??]4_6? 8TPM8XR4U6TB'""$OI<&\>YA7U(>)!FB+N>B7Y7(+>]Z+_M=65)K';+1+&TH%K0_D*EY).Y#1""K",_W9@+Y%H.&(7E2[%RI>Y- H(%#H4A+_M01S5&%+"76_3L^%.CF]X3-J']'-/N=+]7T_D'PW](]*K:">3XOGIT2@)EN@-_M*6%6)#,X6#[1.;G1'_TVLK]I^%;D^2? Z([H6\I\SC_WN8D+6/)FP//2L9WN_M*'A=L_&1WJ\!U.?9FT+5!GGV"0F6"H:EEE"]_X2S,,=.K3RA+HKT>9(.+?"F_MRI]"H>A)"1#- ^@"36;BG3!D*OBM2X8+DV=GX#IJZ&*:I!RN2!PH]_M4.B!0A]"H3WZ9C_=LG#]FI*=+M,F_?X[..65N8##I/KM_D@/2SWLKUA&!L+W M^.7Y!*NOX4WW^/??;4%U_QFV@7-53(MR_MSBNX+:_'G!=BG\ORT6%99FHM/)+^9R7WR!$ M5MR>#9S!9N!S>CVKU,#X_'3!K\5$5%\7GTJX&V^Y).E2]*+ZIFP_)V8"H!8E,Q)7BP.%R(RY%EBE&L(P_USP'_M6Y%]HOY]P_U]O7? 8RQ67XK+(_ITFU>QL$_Y0(J9\F56?B]N_B?5^/,4O+C)9_M_T6W:UHR0/%25L5\/1E6,$_SU97?K?709P)=3Z!])[#U!%9O=+6R>EOO>,7/ M3\OB%I6*&KBI'[5NZMFPFS17ISBI2GB:PKSJ_+.0%:\$G$N%BBGZ5(J;M%C*_M[#OZ(.52).A]FO,\3GF&)AM"B89? ^%4FY,GIN((U]*$[C>"WO8B6/[I#GHX]%_M7LTD^BU/1&*9?]D]WZ$=#,.P^:T&Z$8#%[23X]^7^0@Q@A$EU+4MJ'OZ.Q'# M=*>>SCJ6P[8'PFI^[@Y^;Q-^G1;HHTC2&)3^(8]M2N[DH2S_M5SP6)P-P+2E_M*&_$X/S77QR?

*O+%M\$#,C.VZV^VZG=N=@%M*EIE0X"LU+/+D#P#_"I8Y$CR> MH>D6B?=DBAU*X0;QZ10\ P#VZCNJ9D)G9E-@]ZI^_26DA+U!S>M;J5O(+]KF M|;-8%*5:6O=_28MDM:F>3_ML@#(YQ)&X)9XV,*0XBIP3;<0-<.2[VX$O104GON&4I?PJS=(J!3G-E?@N]CV_-=R4L"5W ML.]{#3D/\ ]"M@__(*+W!QK'R_DRJT\,PDP:I^U#'SINA/V0M9G5,FST/O8C M>M+8!42-^-NLR!)12O7$"=ZT9+Y2LQEVHT!7OBFGIB'8(_[A<6/!D0W<$STZ M_7,A2JZBOT0\5X1S\$@SE5+<"/1{(26"M*:V_DEZ9\2)9S6(*4]+=,.SI=#= MFJYTC^E*=[#+=!MA8!!^XX@+V&6)TCPNY@(-Q=U"Z>X$HURT815%;:LP9=S# MS-56\@_@E2FM6G"'W2!LZ\[.=>@P3%P-U>;!=8BP6$*'"*:MZ(++_*Y1DJ39 M4B$IW^P&0(1 ;7.(*W+&2V' /1QYOFX0SBAT#0)_%-#_*VM@1V8-0X9]-]+/ MP'=||SEAK.GR]K&'H8MI9'%INIPM+:PF)/>T'381X)"Z/;D",27AGA:A!$1[M'"'#8H^V!LI%Y%F044H.COS@..Q!AQID:5,!*8,B@5A8;WQBB8KOUE'Q".*& MGB!LEK5.[3 ,Q&)^!0>UJ30,G\0\0)-GN"WL>;Y)TS"KE=ETZ:2'<,W],NP%M%G":"]'H*09&IEW]_A2QIE.MYNE:1!\D'>NE9/M27F*6]N1V^+01JX7$5VW? MWHH)37_>&W4V6P+$AS;4V1T]4%/=!?\@YDR/XBC,T:X-.Q2'P;$@CLL9>I\5 MM\?@QZWX:?BP=H[?SI%G/+\6D-'H"1/L-=Y5;QM16544)P9[)<\8J:N*%WE^ M+\#^'W-Z=:#6F8.L$^,YY+_[IQ1&F8=#V[@T)6_(LB?:D/, ?\;VXQ_LW;MBF%)KLD1]6Z+F MJEY@V Q/ZU^M?YF50IC>[UEMXJ&"W<%^MH)M%0"+C5%C81.H^Q7H0M6&K2]A<'94 &T[<7D6'F-@@86,Y## C6DW3ITA7M["T&M9.]YME_M&5%1M1(+E;UG]8@@TZG2QM&VEWB8'"R7AG>LY27F9C_# M$'}^T=KP[;V0U/#G_8%GLR4"Q1&S)#Y65Z^H"3Df$R70CRHOJ*.'3O$Q8$M MB#X+Z%I-C^?UY38(-?Q8,[=O)5IDH/8TOT95W:E9OW^:_A=^-M{[.NA+ M9.ONE!I5>)"XC@R;TX>4-"T2&$QS]=Z>8C'\.GFGM%G-BJ4$6@F)O;B+Q:)2 M[YWVS6U/7C\9SKL[@]W.GZ7CMZ/3U]W?>S@S.X :[}'68P&.0C/O5/F?83@^M=AEI1*L^;3TWQ &CK>&FA"UY@)V@^.;/_PCZS]!=_)GP;T+[]?6:R;JF^O. M+-F:M/=MZS5S [@/]BW"""%3!SO5[0/$2/,X M}^I<.009'DS9@>"0L"/EG3L;EZP$##NN!>8[^((5>Y&VDSX-#"7"LW3/=HOP MB=8&^L$FAD=&E!CQ]-'MD!>CJ-MY]DO$35[I].ZP-I#&\?23$]J#[VYMWV3,=:^#YJ+\KK^;$J" M^&5>K3X5VHYNO\QZ6W^0-+XG7WW6!37-=0IA+Q-3F$I&@3= Y>I3J=5-52S] MKXVNBJHJYO7/F> 5$4SZ<%;'1]HP1LOU<[_Q]02P,$% @ -+#XN6M]> M$S<""0 *SP !D !X;"]W;W)K&UL[5MK<]NV M$OTK&-5I[1E&XDLB%3]F_(BGR<2]GCA-YWZ$2S.-X\6XTBIPY\7$T#!2%?5R!4 M>WU%@Z^4/$:E_XA;,$785!/(_0^\ E;H/\N5Q^VB9_ M(9?7=(F"$4Q/.4=Z/D=GNE3CQR08(D-5D*[J9I-!\=|$" M. ^1X) 6$?9 !B>__])-U,.F59";_86/.?0 YFAPAV+AW1G8T7^), "F;C5]_ ML77-.OP>-PYR7X8$S\6\(^1T3[-XGCD"@*V0'ZM1!Z(A[2LU+/20*=11.)H=\."P"1+@"]V#QL:=IPP@3G(;^XAW5+TJ5VJ$$NA M'S;4:*+XEGHTIF2'PSL/@P:"8@]^ 3/F)$SH1W^$,?QV&=6J1C.4;ZSF&M%? MF#',O:>?%LLTT/6'Z_?HFI&WLX3CV:;J-,72]9W[%8!3YE890*%]&*I+7IMC MF2_G5)_('7:6Z-3%=S2LN-@V?F5,%--0TFQ*0ZP?=NL2Q MC/@#FRB*>O(,;7!OY&?J@8JU M&B<-]68K!?/B.KAG(R(VSI;]ZGOQL4WE?[L/]0Q[P$X)VK\E=S0(^%2"DW!;M#V"S<6F*H9>KZ?!7YSN$W;_A;)D2VD(1]+M2T3&X]]!4&:NJ?.]2U(E6IB*Z M,H:*3G%?+LM:\U(;*VJI^[S/2VM#W^-)O>>)8IDFNL)/[K39X(D];FC):S\F 7EJGWH%>@M8 MLNJ>*.#6A$R3^Q3:[13+]&I54NH;2)4.Z(:%4(U*0C51,H]LF/8%7&I@SWT M(7";R)!41U\RM$ME%SM25ID[JY@[ZX?)',I'^F,G^_(=7T#$:H?[\ ),%W$M/5AKJ:U=K]!X'TZ"G^$(AX546]+E!9(H91Q*FKL\8UV'RNBW;F/5E6;TYAI.Y& MP?!\'PL\3", ^VJ.N+J6_]R*%EN:;R',?++)?{O4B8G5TP._L'RL#+Q_J]]\\B M3;XKA2+=GE^LTNV;FJ?)_,U&_;04D6B7%WAU'@XYG4&'%]; MTO:&-IS*Q=O2#.T:VM(%[1HZ'O;E70YR+=K*9SC13*#499SKGH9C]_.9JD@ M& V/" J=+U\/;A>Y@F[MG:EW-\FT6KRL$UA.8-8:,BRANMMTTFO)Z/RLIR!M7)>YH=^0G[?U+1F9618HRM%WK-;7[UJ@85.*4U]7-XK0<#6.F;[>^8Q-:W,MH4#8MK3.^>4N>U*\D:>&X.;5[92S[9"HU]]S71+%LX_ERE/4%3-L]7X:R M[#Z\A=:H[S66'6"C*P+U 8QN4"2##>F#Q;S1CB#B^9|(;OTD<&^;9X#;/OO; MVX Q7<)]!,T4?-_<&OQ>^N)#(>S2!^IR M#UQ2XKF7Q?3,=NST42#VM[<69O?PMDN8W M:/(^*N^8;'JMIOGL10-/%W3TG7H:V&;@[]&(R4GV6EQDIV^DA=FY./8AL=W M'T]!WR,Y&^0,7O;VRQ/)? \NFF64;D0>('MSL9PLV?#(?ITIBUS2:IM;1^D.M3_0+ ^.1\;OWQ?KV[21UX-Y72+79+ ^]/W#>I;:7T*C$D?ZTU]PZL-Y8ENPG2I MU_?%]-V'T%-?$XLV+B)GS2I^P._&9*FQ!G"RG7UH6M<67L*?B]#1JGGZ&>T5 M9F!QA#PR U%U:(T'B*6?IJ87<;@0'VO>AG$<^N+OG&"7,-X [L]"B,KL@G=0M?!]\CJ02P,$% @ -+#XN6BF[]79L P @0P !D !X;"]W;W)K&ULM5=A;JH\$/XK5C9-K<2:Q E06D!JRSNMDRJA=GOWMV20'6$OLO+93MG^_LQ,"#,C+-/;%^"Y^'MOWW)G+<"75-[T$,.1[G@D]\I;& M%#>^KY,EY$Q?R0($OIE+E3.#IEKXNE# 4@?*,Y\&0<_/&1?>>.A\4S4>RM)D M7,!4$5WF.5,_[B&3JY$7>FO',U\LC77XXV'!%O "YDLQ56CY#4O*77@SZ=KY;L*_'%9Z:TSL2692?K/&8SKR KLAR" QEH'AXQ4>(,LL$6[C MOYK3:Y:TP.WQFOV#.SN>9<8T/,CL*T_-R2%.2LS\RQ7'Z$^C]M@(C/M M?LFJFAOCBDFICTE?%3*:Y(%'0(#6A\Z$#M\|#>@5O_,Y-V MN M#T6M?9OOWES3(+HEYWJB"@;R&2@GQ=J+P:V=X<9I=7+1WB.Y>"F3!+26ZG+CMFRI(8>U]9BNL2@.*LTPW<]X2VNG&_1V;AB'YBE?A>R[>3Y6T:'OK=8/!GB\< M],D'+CB6>DH64J8;6-@)KC>;'H0Q^2P-RS;";FT@[H318,N..A&EA[+S3)KO MY&KXU$DA[*RE>-WL_*<9),SD>W$KMO$KOO7ZKR=_MN?FK(,SQX?T(S05'F$AWR\I54B*Q0=#5^F8)9"XS;#2X6) ++M C2XU ?7GS MQX6^NYO]G>S5]!?!RI0;2"^/E5'/3H"57\T*KHM[Z9U>WJE^Y7#VT1Q@JQL>THI+='I,%R;*]OYQZ1QPJR'D>]?HLX3HQM MN]<_5-?^5M.6@UJXYE=CQ93"5/U;XVWZZSO75OJ;Z55S_L34@@M-,I@C-+CJ MHU*J:G@KP\C"M8 S:;"A=,,E?B. LA/P_5Q*LS;L LU7Q_@G4$L#!!0(M "P^+EI!FVD!?@0)(2 9 >&PO=V]R:W-H965TF^!'OP&X_'\YZ)1VLN?LH5@"*/69K+L;52JKBT;1FM(&/R@A>0MXYL%%QE3V!5+6Q8"6&Q 66I3Q^G;&4MR:S(RMKF8C'BITB2'N2"RS#(FGCY! MRM=CR[5VAF_)R9ARM-_DEBMQM;(C$L6)FJ;WS]!\S78P*,>"K-+UEOQ@:^1:)2 M*IYMP1A!EN2;)WO/RDUQO^ZT2^#9!G)K,!5:04$^$Y3'Y_*M,"MQ31<[NV'T*M\GQD*YQ$#[6CK<-/&X?T@,,^N>&Y6DGR.8\A;L%/N_'#U_"S;KQ+.QS8F)TJ M1727HD^TT^.?97Y\/*='J$/]M@5UPV^AZ(3/NN$SB!#N&KC7L1[OVG#/^,/ MA8/"$9T[5VTI{(IY;@5DBK&R_.GCAP%UPRO9%6V/,+.@S+R"[!Y$E7XS&#.Z MM6ZSBGE &9.;+"B<:\%3E,,D7Y*S)$<++R4'Y?DET=.[WM7)GOLA[JR["'_' MB'RL4UP?1SI7KW\CM!?TPUK?Q7Y_L;5M"Y27:(4[(%[DMC%QZ R;MI"2OP"%>,73F"09;M,#9*;$=D,\IU]K!^2.HX:9 MJ3+$R(9+&H1-&W5-190*XSTRPJ#O>G=:"\.ES4()?/(#5DE4WT5O6&_><<72BA8] M4J1,\Z%["_V>.W"?T3W:]W';I+S$@S@JLS)E"F(\/Y&{4<),T%5IT5[?&=9*MS>V%87A.YH<)N5]G6'"UOC\(VU3Q1/*RIY%^!9%^I]YTMGL1,[VYIW'@EXEL/_YS38CZ8924/IO^>L MC!.DYOE!GRU:CP1UG'=J_1%^DW:/JBU#VL[]9X#>D7+W:%3:Q_4[IIFOZ[5 M-8T^4IOKFGQB+?:T!+Y;BSW/>[\6NX&_UV_7XFDG%=\]3MV\/M6'59-,+RVTMG2J:&O4^Q6HZCBIA{6 +/?=UJ@2UMG>8*M3=:W=2Y5DS]-:>F"J'!=_1G3*VN MNEC3PI[WLFB?/XWOQ=X .78DJUZRJ<5.?>=XEM7IK?M]/VPI:.W:O_@,Q-+< MAD@\CLI<;?[05];JPN7:W#/8S\,WMS4W3"R37)(4%@AU+D(DG=C<@&PZBA?FM3N"'>*\4STUP!BT'H ?A^P;G:=?0$U374Y%]02P,$% @ -+#XN6C <3:6'/LSG8H^_<[.TU:H(W8RY?89]_S MV,_Y[,MHI?0/4P!8\E@*:<9!8>WR+ Q-5D#)S+%:@L29N=(ELVCJ16B6&ECN M0:4(:10-PI)Q&4Q&?NQ&3T:JLH)+N-'$5&7)]*\+$&HU#N*@&;CEB*Z@7 RM6K(%W('JNKS1:(4M2\Y+D(8K233,Q\%Y?#9-G;]W^,9A9;;ZQ"F9*?7#&5?Y M.(C.VH9<8,3)7XSG-;C(-A M0'*8LTK86[7Z"&L]?<>7*6'\EZQJWX0&)*N,5>4:C#LHN:Q;JKB.PQ9@&.T! MT#6 OA:0K &)%UKOS,NZ9)9-1EJMB';>R.8Z/C8>C6JX=*=X9S7.<79FNVBYJ-[F$;D&LE;6'(>YE#O@,_ M[<;'M(,@1&FM/MKHNZ"=C)\J>4R2J$=H1--=&^J&7T*&\-C#DX[M)&VX$\^7M[@MWSA9<8$N9+9KB!W\FO"^ S)7 MX?+!;$N3XG?M[0& M;Z]E7)@]BQ'F9S AH$T(PF1.\(RAG(%NSYD<???M[=.U7Z[WW/_PJV15SBWD1WLYIZK$\E]RP^C%$&1H$0P2!1S>.>AO/-X3VTL')MEAWW^-H,!N<6P,9T5'IW# [(H2WR?[4N&D_X&'??BTYA\L04*..9HU-_T M64SN76>PV4/22^GI$SM*AXV]*X^[$^-?CZAI7QL.\Q'Z1Z&O0[UM4Y3]^M#7 MX6ZL83IX'OKM6?K*R&]%VF='O#G:?79<^W"HO)>B%K[J&9*J2MJXT[6A;V,]] M/0LW[O5?P373"RX-$3!':'1\T@^(KBMM;5BU],5JIBR6/M\M\.<$M'/ ^;E2MMC'< NWOSN0W4$L#!!0 ("P^+EH,&C/QZ ,)P0 : >&PO=V]R M:W-H965T596\,36RRU,3C#_HHN8 KZV^I18L^I M6&*6 E=,<")A/K!&WNVD;>;G$[X5V*B=9V(BF0GQPW0^QP/+-0Y! I$V#!2; M-8PA20P1NO%/R6E52QK@[O.6_6,>.\8RHPK&(OF;Q7HYL$*+Q#"G6:*?Q.83 ME/'D#D8B4?DOV11SO9Y%HDQID99@]"!EO&CI3F"FR=57 M.DM 7?<=C91FP(E*^'T:]U^!=\B#X'JIR!\\AK@&/V[&]WZ%GS3C/;^!P,%< M5 GQMPFY]QL9_\SX#0EA[P9W9[?UB>Y00P]8Z%GP-4C,LM.UPBRB33#\3Y2VC\W4+>$R^PNVUWQV">//^.?(FT_"[@\OX>6<&0 E49KD>H M)G/*)%G3)(:(W;H=WS[7;'(Z.59$D1X>67:&%D7>1:%[G\;U:IV1XJQ/3[M/=$@4Y((RD_WT Z#D'P5FB9$')[;ABT*0MOQA'6E?Z%"VQ."5B4$K<;*&\5TMP01Y@)A%&-!G'M5)02/"6Z7@DF23"Y'MY:Y=Y:Y]MH@V,[RB>_BN@?^/X.U[MVZ[A%??E) ^CW#;XI:X7NT1 M,LT*W:OYQ[93E3K5FCWVJU3U'K<6-%OE:]F>;C4Q\IQS1Y:_!.K^(*U:$KO MQ=##?7?/+453>X='YLQ:+*KOM'-8G+7#N<79VU7ZR?[9*X[;82[JWD_.SGTN M!;G(\4*7P49U\75KK)65^]1?N-T7J87]_8'*A>,*Y+ '*'N31=/HBSNPD5' MBU5^,YP)C7?-_'$)-9I)N#X7&#ZRHY9H/I#8O@O4$L#!!0 ("P^+EK_ MY9M*ZP0 .$6 : >&PO=V]R:W-H965T_>"; 3![=V62:W4R3;JHQ")L>-A5+QB65)?T$B+-L\)@QZ9EQ$ M6$%3S"T9"X(# XI"R[7MGA5ARAJ3D?EV*R8CGJB0,G(KD$RB"(O5.0GYKP9\ \E M2UEX1WHE4\Y_Z,95,&[8>D(D)+[2%C \'L@%"4-M"*;Q,[/9R%UJ8/%];?T/ MLW98RQ1+$D5%_X\D^2K:>K[?D\E.87+=.Q?1CL)U+Q M*_/##"+*TB=^S.)0 SL'0 W [CIKP,X.T+Z&2 CHE,NA03ATNL\&0D^!:() M/1JLZ1<33(.&Y5.FM_U.">BE@%.3OV,BL*)LCCX3")[$S7L\#8ELC2P%YO4@MR\],G:>FW!VF>NB&,[60Z!,+2%"!OZC'#Y_#7];C';?&@ 5QR8/CKH-S[M9: MO$Y8&WGV1^3:;J=J0?7P.Q+7PB_KX9?$![ACX%[-:KQ]SUCK[-K.B 901(2 MQ&?H9X*9H@KKI$.4I?*A\Q#Z>$Z)T%"BB@FUGK14G<@8^V3<_"V21#R0QN3# M.Z=GGU9%L7[:']X-7-L[16_U_O\HR@E$M%$0K"/BD13(LQF[L+I32XVO-*(M6T$"XA,IN4!WB9^]%,^N1UXQI!8\D9@%\B-*&$X"JF FZ_YKS!(0:>0@Q=%UM$JY@9IM.TS9=Q9E7@RM';$3!QW*!9G V2!1C&B @2HD?.>P]5VBUW> M)B#?C!K#>O #F)H3.#_T"96;1(J("#57! O9*H71:?OY1YF...AT$U/29DI&JMZ$7KZKUX@PE(' M:CNC3>8V:2'G6B<'R\;]0I"B;FB?H."9%R?S\AYYPQSR'?B]:VBW3.=N9R]DM.1$ZFZ2\YPJ'.EP9_2$CLI@6,KVD;!TG?_\.0G6":!0G&DO! NR/*D&:3J?U.MQ.F3K4 AQ5,:4K4J*H9;2NVJ?#L2);?RK9OQ6[>6HVJ!OD_6=#_P45J'.N5>2"1S%F*TU! MIW\JRS*BST$]4-+'[5H!2D:R$170DK04>*VZ/'W>[?"+FE_7Q4(KG8)Q_^(# M?>@6&H.-CKSL!'?:@\+[<+>UZM-YT+;A+#:_56E2RXA#T^37H)>)7[;#3W7> M6[/+/3]{OM>Z-2Y?7B+V!UNMUU:%Q2K/;;M'X]26P/5S@>O_O\58O?LWJY^V M5>Y0^FV+ES9>I5[/H\KEU898_>&>Y94NJ_8KIZ",.JA\<@?.<^52TQFT#BF/M>GFV5 E@+3D.%+UM.C@'TL'IV,_287@(M&QS/]69#*EU6X5(P(F)N+E&1>%P3#3NL!T#_C7*T;VD%^]SWY#U!+ P04 M "L/BY:AW^KPZH% !?%P &@ 'AL+W=O&ULU5AM;]LV$/XKA#MT"2#8>K>5)@82N\,Z+)O1M-UG1CK;1"71)2FG MZ;_?

46]69%EVBK3#OECDB7?'NZ.>>\S+!RX^RS6 (E^3.)57@[52FXO12(9K M2@<\@VD^&;)14(53L5J)#<";)0K)?'(-DU_E%"6#J:7N6PAH<\4S%+82&(`MS)*&B/G#U<.:5(+W;+566C";7F[H"NY ?=PL!,Y&M96()9!*QE,B8'DU MN+8NYKY>GR_XQ.!!-L9$1W+/^6<]>1==#4R](8@A5-H"Q<<69A#'VA!NXTMI M2ICQ^!\6J?758#(@$2QI%JOW_.%W*./QM+V0QS+_M)0_%6L\=D#"3BB>E,NX@86GQI%_+/#04)N8!!;M4L$]5<$H%YU0%MU1P\|P4 MH>1YF%-%IY>"/Q"A5Z,U/'$/N#$)[<\M56M)WJ811'WZLW[JX)C^O%_?LGL,C#!C==KL*FTW=J_%/(}T2!S3(+9INUT! MJ;O?P:97?=ZO/H<0U:UF)QJD/@9/;_RPQK(DL<(5"Q=M$:4/8XE6[!M(PM("! L\BJG";2O^)!Z%%F8\V=#T\?6KB6V-W\AVC(1*O1(S M#,D]B#K+Y&R!:U_J)1?GY(RE:(UG$C\7:1#X&L)&$;FFDB$W^'Y!=$>3.?- M?_Y6AX>AWNE-2W*=83PZDU$E>8>9PYD&A+\S)14.=.)G M5(A'/?A$XPS(F76..4VW"!4Z\PO!,-<+-)U;:?C!Q">XH-B$!ILMC2%5E;<_M&8JBHGS%ED%7[0X$T[NKP["IC'Q_(/S7XAM>*;9F =#+-^QY:6?F_K%Q/*,ML6,>G%=/RS1\V|\7.T/3/4G9&5?.9{4\F%B&%_@'Y[6^9P23R;[8'S:<'53V M#7,7+7RWZQ$;@8&2NWR/!0V49KA\<_?@.J.JBXX?3A?PO!*A/^H!; M]P&W%V&O([IBG-Q"Q$(:DW=IV 7YO3:>"_DO:6S^0L:>Y,ZK<^?]J!I;:_BY M"7U)8_/^D']20U8=W5@W)1S8_Z=&_-SGKG7^:,]EJ_[^C98]_;B?FC?4FGG-`M3_7<\M-@++6+BJWLZ%!%4"I)@XM4HGTRTN9/U?_8QI5G$`ML%N=[{UK -9^:\?:CAT\C*I;J'*!&7RCH:1(?@E0O($261KACG3);-.R=\UM M$=.4C/'XN6: SS&>;*L"9UD@!MU2%N>=MY'DE: (9KU6,7P?OVL;;>*[V:EEM(QY^"OBY>F.QD=Z2/I>-_)CSL7\BVA+[:-WW >$EZE[4VT?8 M\^SQ"]6]+#BFV+-|[UF%K\JM1P'VB$EWX0L,&36N)!,0J_QJ5R(^9*DJ;B=K M:7U[?)U?FHYVRXNKYULJ5@R3&,,25&UL[5IM;]LV$/XKA!L4">#:$O5F MITFO'1;B[4-FK3%/C(2;0N51)>DG&2_?D=*EBE+EN,F03>L7R*1YCW'.QZ? MNXM]=,OX-S&C5**[-,G$<6\FY?QP.!3AC*9$#-B<9O#)A/&42!CRZ5#,.261 M%DJ3(;8L?YB2..N=!.FY2WYRQ'*9Q!F]Y$CD:4KX_1E-V.UQS^XM)S[%TYE4M$\.3HSF9TBLJ/\|O.8R&%4H4IS03,!&H]7K!EYC>"N,=*4MN M&/NF!F^CXYZE-D03&DJ%0."QH.ML^1K';G9<6_40Q&=D#R1G]CM'[2TQU-X(4N$_HMNB[6NUT-A+B1+2V'801IG MQ9/B] Y2R&:!-$'LG]-;A{J#HZ&$M2HMQ<.PA#PK(/$&2!^]9YF<"?0FBVC4(G_>+3_>)G_1+6_C#H A^*=R$EXZZ0QW M(K[+LP%RK#["%G;;#.H6OZ+S3O&+;O$+&H*XK<6=#FN=NV@Y01Y0G M%+$)$NKX$9NO[F L[]N.O!-2<=.AF).0'O> ? 3E"]H[>?G"]JW7;>[JWM_+M%R-L.;_1O^7Y57,'W(\G SA=4 Z9I+' MP,KA1HPW=Y2'L:#HDL?A"NH<[@R'$,A)4LU](4G>W-35C, A5\-+RHLI]&<|MH6C GA(N#M!^G"$Y8[D@603#C[D4$EYAKWT$(4W3&Y!;AC7:O^0T@EDA&#] M@1OT+@.>%2I=&-5!#TO5'0 M,' T& <;]2V?_JAN$U01LB1-]\6PNJ.I;AU[&KTT9Z'OX58%%?D^4E'SPC^7MXK92ZXGJF%KAY5:%E[MCX76CZ^[0K+L5#V>"MM5@G>B[UF#=6[V&@)ZP!)I" M=?>E.J>R,XS_AJNIXETR"3=9V_%JLQTJA>KE9J4IJD\Y#1F/BORJ5N49R2.= M<'";1F])?A,LB2.BIN$^0*S03 KE1>A^.2D0552I#7Z4TWI@@(DC.EP/V$" M^&&Y#Y"(602IG;,4O2-9#LTN6C(%Y+Z.[%/RBFTL6U^@=J&=,^.4ZA&0)T5I MT8]0U8\TPWV]^JDSV^%/2TS:-\;J09-/U2>-">QM1- 79M2&P"TD@XTY 17="$S558 M-;G;;TS9MM>8\ZVFY A=/^R.K+;FXEK1ZV)C9&/3" >/V_CMB3BBQF]>Q6]>M)VF<1F0:,_2>1G$(9K_-PC86Z\38E<6>$NSBBFC-]2L;G^\4FXK;S?7RA]R37)PV(VJ>3E1%+OQBN&*8GG_\S)%KBJC]8*YM5G>7Y?)RN%M;OJ$1[VS W7H##J0V"/R-9?9:W0X)H4J^@8O;VEI_,#:5N]NZ MV!HD=OJ!;=4@L:4@\6;(6F]JHGE.T,<8U]# ,?#'S#VM_S'LO+J[$MWW%4EJ*/-9=58QI'>;@)%OC_MK!>$@ '8;U!I*[%U,@*L& MQ&?:X Q&H$8;O+[OCPJ]"PU*,$W 8$+-6*=UX"L<.T.7(,YFY"NZ_9'3IW>@3CA9&I;M3NJJZ"JKH)G[;R[MT7]6L_SX%EFUQBNE\5V]&:LG.R5=-*M/U)Y>;=1GUCA:M];f8SMHUU*Z#27(MUIX/KX(1;VW>#-ZH-6W8JNYT6^+O#*5=$W]W7#XVS_ZELD9Y-LWKJXEU_4P: M1[(PNUMG9&81!VJYK4?BK3@7N.''1^+6.F=GE2G:R&1H?'V>4C[5/T,0)UG MLO@FO9JM?NEPJK_@'ZZ6%S^3>$_X%#(J2N@$1"V@LA[BQ4\/BH%D<_UE_V3MDJ7Z=49)1+E:)]/&)/+@5)0_?[CY!]02P,$% @_+#XN6BGX3/Y%;!B3Z&N:9.)BLI%R>[98B'##4BKF?,LRN+/F>4HE7.8/-M'[-&8VT4)HL3$+<14KC;')YKL?N\LMS7L@DSMA=CD21IC3_=LT2OKN8&)-Z MX&/\L)%J8'%YOJ4/;,7DG]N[''X6C98H3EDF8IZAG*TO)E?&V=)3_6$OV*V M$ZUSI%9RS_D7=?%[=#$ARB"6L% J#10.C^R&)8E2!&;\6^F<-(J4@NWS6ONO M>NVPEGLJV U//L>1W%Q,_F*\)H6B?CS=[^Q:CV.TA?R1.C_:%?-)1,4%D+R MM!&"](X*X_T:^6',0)F)6".%;_I 6NL@%TV-HSY5*T'Y94TLOSG.)0KF:# M-G6BG:FE8?EQIL*^DCG<,<4+ !S5> M,FLO79N#&M\7V1Q9!".3F';?@H;%5VP[*+X<%E^R$,0-+6X-K,9J8FYI??9S MY@!W1$7"$%^CD*?;0E*=@W)*12'B&81BN*DD"Q"&0 D40#9 D"$1@:5,H_O M00KP@217.A1L *OAEPU/(I:+/M ,&J7H[4QL:<@N)L!?@N6/;'+YRT^&2]|V M.7QXA==Z&>_N5F?HEY]\DUAO7_WXODB^U4&RE5<@Z)*E]^"U.O)HNBK"D G! M\QF:TI07F10HSI#<\$* TP5&[&L(62YC%8H5M"XL\EC$,WW()_U=;GL'#T#N:9T#YZ+9(64XEST_G%L4?<08(%@D"0^IP@RL MGM%P@*$ G 5EL*)H;Q%1:0/2"QM[-6\S,RL6.:K6O?\]MWB8N6+./ @*>U M_[,N#"QZ0\&-4.=*CX/1A1020J+L?2ICV)@X'G8MMU>M8?8_3HU748N%*.KL M&8S@6/TV]@,7!RV?'3SY"1:.M?S"=BP/>P0TH; \QQQ!!X,XRTJ$W@??S(W M_!18JAI!&RT,/!="'"[N0Q'^ SC-T M%?T#K0UTCU)[<4WC'#W2I(0;6CV$#0/M\G1@LB66]B3"UL.LZLPT@9:YCO!B!48PTEF$.?=;#-P?*V'H-';1"LSB26J;Q^DWE8EAXR@!"T>S@ MV28FA*B_H];QU)W-2MQF):-8HPY9^:2GVH=7H&B!F'W=UG#O<#R/G*II:ACE M&S#2_ ^*3UVIR5 /:OC#1W]I4IOIL2(>P8A'@EB8QKP3ZR AL)!#>_U0RVWMMP[%Y7 9]:KG8"4@;!U,3N,>S9L/Y.@;?A8!E0C!* *B1[XQT#>5#Z-3F>$Z M?<-N71O8I9O=_8 O=D,H9>|5MI M >SZV^R^8[@'A2*$2MY#[_=M/ :M.W;C,;S4L8GT0L6%.L#09YKG M5-7W!@+0(OO8,[V:V ^G&*HCTW2M^KPWJM$K6TZ,1''_CRH5)!'R$<%7B#/M*%8^;2NHV[J5@@_BV_*^*BLU]K.L>FFSBRM"O"X$.$*H[4AZKQ),W6V9[7OH M$Y3'\C1D$&[[53H^(C]18#N@=AI0.X.1OHKH0\S1!Q;%(2SL]RSL@]Z@ MCF.A=TIERQ,IZ_C.;7SG_H@O((:-^@'J_@EV$B>H\'99YE?Q5Y26K]'*\OZ^MR)BFJ^F?&2V .-H%O;_,=T=?H=@;%B:VU2GVAH=-XK]0[' TXN\%."#[+:[G M^#BPS=]OO>_-\.9]%K=Y^B-\5W.(E;7TGKT3B=7V5+HM';"AW%7NA>L:_/(U7=@E-;^:/@Z[1Q8R!3<_O#GDX<(,C$_+_'K_H;L^.B[1W@RD6'T,?_Z&G(P M[KD$.YYY,.X;#O8=^W^;!!L/^B)Z^EL5E&?6W8WZ/;D&W++G?M6 M'W,L!YGC.]L.KVD[O!]Z'S)LW;$('U>?]_6_3((G+MF.;!D"05D8\\RH9+:MAMB!YCXI#Z4+;\#NQ8+.Y8%9QXQ M<++#'>%]L.:V3QI6&*_U2NLO?Y5@/90_YL5:X]^=^I-^O33;;1/MWG]W@-R=MJ[^N#W=YNIZWWLEW_#UVB^5@VX.8.E9KQ+-MV*PY?8G[.G'IO#+2[GTZ8KX MW-JMSP/7@_VP@5PC "!ZP\"M'5LCU[-<3$!(QP+\9?4CMV2C1>M7>*CJ#_IK M!@&4462R_$&^&6T^F+C2WPDL]M/+KRT^T/PA!N,3M@91,O=@MY:77S"4%Y)O M]6_Z]UQ*GNK3#:/YVH"W%]S0$%UH1[0?$9R^1]02P,$% @_+#XN6GVK M)-_0!0]IDA7W@RVENSM9+L(M3H/B'=GAC'VS)GD: M4';8;^1BE^,@JD1I(B-%,>4TB+/!:%B=^Y"/AF1/DSC#'W*IV*=ID/[XP EY MOA^H@^.)C_%F2\L3\FBX"S;X$=-/NP\Y.Y(;2A2G."MBDDDY7M\/WJMWOHI*M017Q=XR?BY//4MF4+X1\+0_FT?U*2O""'0YIB0C8OR<\QDE2DE@=WVKHH,E9 M"D_'^G3JO&L,5^" H]\CF.Z/9^8_^D"*^#?4(_DF4ER'&[U;+PO MM40]#KA:C;A\F(O51'8#&HR&.7F6\C*>\CH MSWP39/$_P<%%622YN CS>%<=D[7IL"^8HBBDM](J_K:/HYC^J.)F),XVTIAD M(B.]DN), ^FM+]@6++X8R9>662>6P+NWA4!JZ M4)HJ^22CVT*:9!&../JQ6(^NZ2=BO79-[XGUYC7]0JRWKNF78KUS3;^ZTO^B M#I39/&LF&SI.M@?B.5^D#.Y>E$^ M[9]=X\AG_;/SY-ZUGL^$;9_WE_.R+WYNW)<_UW4K1=S%H;#K_/YR)#"!UEQO MM8JG7^"-@V):74'#\@-FU]2G(,$9Y5XAA:AR47=7[((0WP_8JJW ^1,>C'[]M1365WWGN.L"_"E8NZ)Y&R$:F,I2?3DW4*VH"6=@4$C:#A'F0L#DD; $)6T+" M5N<32-5LK3U_?*",+0?JC0-UH0/_8,]#"2FXAM//BG]K(\UH5S\^1)DG49JI MF!TC<8.Z/A)6>JN/,.6KBF6J[9PSR)P>)&P."5MP>@.IR++;O;'DA5F.Z;3#M5I"E^4"PUNPWFMEO7)W]U:UG7^"H7**3'<[9^I^MYJNGZ)C&F&L-(?;6>Q$D MS#7.G/;6U(S.0$\@4TXA83-(F<)FT/'"%@;G\F0X3N>2N.2,IFH;W:O8"K(T M'PC6,J39&-(4&O)!&.[3?1)09L<(K^,PICS['2&WVL_D#(6&5*MS"^L7-H$LM;0H)FT'"/$C8'!*V@(0M(6$KDV-F33/USNW5!TK:,J#5&- 2&S *-C&1?!S% M89!(\RSD^4_(N-5_D# 7$C:!A$TA83-(F<)FT/'"%I"P)21L!0GS@6 MP]N- MX6VX5S!"U*V^AX2YD+))&P*"9M!PCS[_,V6HG<>[^>0&1>0L"4D;&6?W9LY M+VK..\PP])<%8,M_3N,_YS^_@!$J.[4:),R%A$V<\Y6UI2F=5=$4,N6,D])V MN@LQS^$MV!2],RWF')AJ(:7SS+V ;,"24QKO30TG3#.-[F.FSZ-IIJ7QH[JMO/R@JOP_[U?$W%NG/BC-!:5-0&E34-H,E.;5M(Z=3%OOV*F.:_L)J2;J^ FT MNB4H;<5K*S),H],&GQN'=!5=<-I)5@85XD6*F'*SSR!I+BAM4M/:LTI7G.ZK MT2DW$!D*Z@3.0.OS:EK;';II.JAK#\BT"U#:LF_?K;BMY;T+X04ZEF(X%PR" M7@R"A;Y3/*OY7TH#'8Q#1*A282DFTT"27-!:1-0VA24-@.E>36MO9907NC]) MSD&3+D!I2U#:BM.A.CKK$)\39J*3J(,;Y9-->"G.-)5NU$(*R3ZCAU_GFK/- MCM?WU;Z_SOFQ>N>JG/,3]6[&. ^^I=W/> ^56YH[;:)/A2SF$[KA_DFS@KI 2OM66G*.XLU+3_L<#T<4+*KM@Q^(922M/JXQ4&$\S* ?;\FA!X/R@3-/N/1OU!+ M P04 " L/BY:;<_&C5$$ "L' &@'AL+W=O&ULM9G;;N,V$(9?A5 7Q19HHX-/26H;B*U#4S1MD&#;BZ(7M#2V MA95$+TG%NT4?OJ2D*%8@69[CC.UU=WSY9R5M,DL+N.=$E'E.^9<59.RXL%SKN>(AW>VEKK"7\P/=P2/(#X=[KDIV2TG2' J1 MLH)PV"ZL&_&<&X$8Q?"T9G!)-&,'EK#]-&,'VK8-8(9E6RZM&M4N-329=SSHZ$Z]:* MI@^J_%9JE9&TT%9\E%R=395.+O_@.UJD_]+:/%T5"?! Q3P]5F6W)JA1*(03Y MB2@9E;!+8_(-$MWA7*DU&T>0+"2QR JP)KQ],M=;WD92Q+GA8[\MX'2=-,_M_#"W10I<=V_'39!A':1W)L@IN6.%W L2% DD/?K(K'<]\!6{]8.F_<\;"O/M2/0AOB", >R/Q'&1$WA&;B#WE(IB6P\@I/3)^W=[QP,P4!^R-@'7 M@+Y,F3F_EL4%&3D59VPOJWI#.")/C5772-FK=/JJXHS/"A716G[_G3MU?NZS!2;,QX0% MF+ 0$Q8AP3K>&;?>&9OHR]_+?_;P]!_C/=*BLC;ZA=,&$^)BRH8=,* MIF<^3TO/F=M/IR;[*]"@G5,,&E-,#&:X![4>ZZ0:1+6,4)?]HV@H=FO8:YW M,LC.A7O5'68?L\L $Q9BPB(D6,< T]8 4Z,!'N$). "UBE7^NIN*9FN "IG@-ZMDKQA12GZ'P%&Q-"T8\+\V5?3CME=B F+D&"=M%^V:;\TIOTFH;N4D3M(TIAF MY+:(^_)N9 S-.R;,QX0%F+0$Q8AP3H6N6HM"!&,'[!@L(,W2P)S!I/BHM0*6%#\#M+7MEMM-M='TJG]E7@?UQMD+IM['NZ-\EQ:"9+!52.=BIN+AM]=9879#L4.W,;)B4+*\.]T 3X+J!.K]E3#X7= ?M!N7R?U!+ P04 " L M/BY:>(,RI;@J #,I@(&@ 'AL+W=O&UL MS9UK<]O&MJ;_"LHS-1-7)3)Q(4AZ$EY0I Y).4G5 M^?%#RI1!$*N;@/0X^^3#WI*\|*SN!O$2C7Y[X<<_UIO?MW?S^<[X\WZYVO[TMYFZW>WC_[MWVYFY^/]M>K1_F]_V_?%QO[F>[_:^;3^^V#YOY[/-IH/OE.VLP M<-_=SQ:K-QJ^?/I:NJ?GPX_IQMURLYN7&V#[>W\\V?_TR7Z[_^.F-^>;Y#_]8 M?+K;'?]P[L./#[-/\U_GNW]_*#?[W]Y]I=PN[N>K[6*],C;SCS^]^=E\7YF. M1_+^9_;$]^-@Y]^6V]_OWP2W3[TYO!H4GSY?QF=V#,]O_W>7X]7RX/ MJ'U#_N-(??,UZ>' TY^?Z?Y3[_>]^6VVG5^OE_]G<;N[^^G-^(UQ,_\X>USNM_K'^(YP?>S0\\&[6R^W3_QI_'&,';XR;Q^UN?7\\>-^"^\7JR__/_CR.Q,D! MIJ,XP#H>8)T?,%0<8!\/L+MF<(X'.%TS#(\'#+MF<(\'N%TSC(X'C,X.<$W% M >/C >.N39H<#YAT/< =[V:+Y?:M\8/Q[!. MC>_^^]L?W^WVS3EW]T<4U]_26TI4IM&ME[M[K:&MJ=WPK'>_KCK4O'!_KC M[4O'I_KCW4O'Y_KC1Y>.+_3'3RX=7UX8?]T OMM_CKY^F*SG#],OEI8XG=]*

<-M&;;YO6$-+%OZ0.@/CQ^7^\,'3X<[PN'3[H=+V3W]X;_.'[39_=<='EQJ_$I[

M>@_/)MMOHZ\='C4O?'2T,7=&R\=GG1OO'1X^KJARU[7^/QU'}KB=2-?ONZ* MJ[H?;FD$P/[Z;6(_\6P%[WJ]5Y+5=O^UL?]INUXN;O=?*

&;?&+[/E_CMD;OQZ M^)H26OG+%ZHC4P\WXN^W#[.,^4]O]G?:V_GF_S-A__QWTQW\+\DD2%A4Q+F MD3"?A

4D+"1A$0F+25A"PE(2EI&PG(05)*PD814$:\BF\U4V'1W](}N?YYO=_MXK?EW%BM=_.M\3#[:[;_[?O])&"SV=]R2Z+YA3E\8AX>-

GS^8+N./=C_]^.[MSZ>"]$W>5Q!)F$?"?!(6D+"0A$4D+"9A"0E+25A&PG(25I"PLJLB5%#6AM@-_MQXK=4"MV_[:>S9:/NF8L%[/?*

%LO%;C'?2AKW!>6>],@9F2.WK7':G'TUCH1Y MP]9)&4W,2:L'?L>X@&Q<2,(B$A:3L(2$I20L(V$Y"2M(6-GU.JZ@K UE4'T]{?_ FZI,W75Y=

*(F"=VPC)';6'J'!F0#0Q)6$3"8A*6D+"4A&4D+"=A M!0DKNU_-%92WH4WCK]HT[G"_M-VM;WZ_6R]OYYOM_]1IU%B\: >6W=:H<6LN M]*

*(/IC&VS?>LQU3:QKP*UFSARAZ[9%J"N@8'8D\%PT+[U#1%)>:W_KU1;(M6 HUK;%P=YZ034R[#TW6O8EY]X].T7V,RNZ?*

W4J@3H;C40/\N-PF7R^WR4L6 MUWX]6\4#_/-I.#NVAJSU2'P?G\F[@ZFL<]S(UUOQ2G-A%Q](V%3$N:1,)^$

*M!20L)&$1"8M)6$+"4A*6D;"YNOC$6 MJYOU_=SX;O[GPT%LWWYOK&3/@I[95S:/M,8WS/[!I7W'-T7S>D+>|<-6[GC0 MM*

%"U%:))T*TQVWEU%B-&^"TE*4EJ&T7!AA9V"U;]"D,S&TW?:9*-'V512M M*4S*\UY?V!'N*YO6$O/9P(CQ(1M,&*"U$ M:9%T*O8B-*

!0>"&)$Y26HK0,I>72$!]$2'CT)(.GCZA+1$BVUA1M*8(U?YP M4^NC_/#+;+NX.CS MS;;^=VF?*

T2_ZI+U%ZPMMW!"M]LY5RS4&BXD'5R9XW.Y0DW?*"U$:9%T$DSG MRAR>:.Q5JZ49I*4K+4%HNC._E7@W&YT(EQ-*

*GNU=@^5RG4C$W1FBI5V[%-K0'R MPW2Q?#P\6L=UBG1[7A]I%W5*"!.N)$^(&UP-K',%ZA(5H!T-45K4<3QB-&N" MTE*Q#^[5Z.P\9%**

<95VYH[-%.S%.4@.A3E0#LK<516NJ0>U7-H>O7G<[W<%1 M;N8?YYO-4\CZYO>GA;A?&XOD4_4BN4G:+]J1VA2E>2C-

1VD!2@M16H328I26 MH+04I64H+4=!4HK45I%7$6WNR3;TI^Y?YI\5JM5A]>MY%+*HF:0RI/M*Z M.%.F8JQL3?&$V)$U<1WAL938

M'%$J!]#\7,LM,EZM'W&&UE(F5NF6R.(M] M0UEW;-X#6W3'EF;,E*P(K:@1;5Z7M2_9U!N3M8M4I!ORVA3LD(I%*M2.+.15 M+%*)@=*

(B%>I&1FF1-,JJ12K4;8S24I26H;1<&F+5(144JEBD(MM84;2FJM2. M8E-O?96MY>^ZGO8B,58A8]8W[#>VM'92=PY,I!*

{(WN)T=Y$8F:%FUB,5=B) MT5:F/<8GZ]"*O,>GJ.@Q4F6/3W(EQ>I=Q69M*S9?[RN^GFWO#'^Y_D.\)%$# M,4J;HC0/I?

*DH+4!I(4J+4%J.TA*4EJ*T#*7E**U .;25*JRA;LPIB[2>V]'YB MW=Q(?VA?L3S2S@TVPOT-FM>SVLY,>6XD!PIS(11*

(4J+A$ZHYD9HX@2EI2@M M0VFY]$%6S(VDLZ&8&Z%MK"A;4U5J6["EMP7_?#O[M%@;V?QV<3-;&M'J1M07 MU"",TJ8HS4-

*I/DH+4%J(TB*4%J.T!*6E*"U#:3E**U!:B=(JBM:4S=KW;%DO MF=Y>K$EKH4YHE#9%:1Y*\U%:@-*

*)"E!:AM!BE2@M16D92LM16H'22I64;2F MD-;>;4OOW7Y9E=HCM#D!%,O4ZM/WEDC4GW2?)06""/LC"1;02A%.@.G/<>**

MA$C+'8[;S!CM2X+2TLXCDZ%Y=KK1(B)\/F8YFF2M3>:4OKQNQ7 MWO7(ZE#?59^UMSB0-_^E^2@M$$;8-5VW_8

P%"'HX'5WI8="9'V<"(LA\5H M7Q*4EG8>F0S-FZ.THO.Y*#M?:Y40:5H3=ZQ6A]I+;74[_GQ)%:1JL6*-57VV MWJJ_^IM1FH_2*

F&$77.T:5_KH1"Y5X61I KM2-I=#J5;:M1SC-+2SB.3H7ES ME%9T/A=EYVNM$B)-

VQP.U;I0>WPMQ<>W8Y%32S!'JJXQ/AF;.45K1XWR4/;Z[2HJ=_MC ;#B5HF:LNQI;<<]ZPW:LE5@D6GH#YS;IE ?<@HS4=I@3C&"D^B?

*#XFEBG) MA12KL1QMR] P4/4:J['%%5%*LWG%HU2Y?:_R2 M)9G75S*U2$/I-4J;HC0/I?DH+4!I(4J+4%J.TA*4EJ*T#*7E**U .;25*JRA:*

M4VEK;]>E=3H:S8?9XN-\7FV?)P;L]M_/FYW]ZJ%&]35C=*F*,U#:3Y*"U!:_M>*0UEA+LL?*

0P!S5LH]1$Z,0/UL!N/]Q(A4A[XDJW;P+2'MCMVZ(<[4HAY74&_MXM.$.E.Q*6=;_^%]MFOOL_T-:BGKF7VU'J5-49J"TGR4%J"'TT&*

*I,=$UI[A2A M:6.4E@B=^,&R)NWEE52(M!RAD'8F(6VIO'2.=J60\LK%E*7(L2O8!"JQT^I5 M9+OV.MLO+X&L/[2W6* .9Y3FH30?*

*I04H+;2%HKPC>]!^P!BA>6.4EDB]&$^$ MQZ2I%&G: TDAO_4"-O2C-0VD^2@M06F@+]73W'RGI;@,U[:*T1.K%>#)LBT(J1>[U*

*MPVZ+0B;&CBQ3F-R@O2FDQ(H:QU*HO9^HM6^?*I%ZOA;5U(_:X6K_*ZH3ZY/V*

*MUIMNU8FE,*GJ}HX'Z4%*"V41F1R9;N3T__.Q8)L08S2O,FU=CZUPJI#BA M5J@4)]4*%>.$6J%2G%0K5(ISQE>F>W[A?*

*XD[O)OE!&A>#157?>U8M?6.U6|5 M[5>?MO=UCQI@49J'TGR4%J"T\$CK)R)D"V*4EDC]45BI-$1(@3100UP4I9*

*M1:D1XD2I5(5/U:3NT1ME],"=CN40E8GZRW.J!67I3FH[1 '&.% MOU\^'[*_7XQ5^/O%6(6_7XQ5^/M[]"WKT88UP1E12K]_?;M>O4*

*M_L85A6W4>XK2IBC-0VD^2@M06HC2(I06H[0$I:4H+4-I.4HK4%J)TBJ*UE!4 MIW;5.B^O^*P_M*]8HK0I2O-0FH_2*

*I06.H(%4YY#H7ECE)9(O9#G4%*D8@XE MALIS*+0WA918,8>20A5S*)&JG4,YM8O6T;MHK^]FJT]S8[$ZW?6SO_>Z455R*

M$^4%M=NBM"E*\U":C](''E!8>:6U((:>5M0$@O N(:E]3>6HGKJ-WXGJ;S7JSG_UM-O.;PR;N[XU_^^MA;OQ?*

M[_=P9U[$!YO]7A_W.+]_T3=06VZ&V*TCR4YJ.T *6%%SXUL]M/]^]__KHK MU5]OIH\/R\7-*

TX>D^'CBC#C8L;;EER^M;'[_VWPC31+1QL]-E M?V^Z'#TUQ=_;^/+O35=18]7\9J@]UH[>8WU;ZTMC7M)3>JL_6EH8I7DHS4=I M

*4H+45J$TF*4EJ"T%*5E*"U':05**U%:1=&:NEF[U!WG)6LJ%U]CX9!.VVN4 M-D5I'DKS45J]*

*TD*4%J&T&*4E*"U%:1E*RU%:@=)*E%91M*:0UAY\ITL)ZLY5 M))UVV5MET5DQ=NA,K/9:_53?RM[:)[;2,MN)_>ZA@1BJ**

*:+]B<2,RO*Q8JQ MIF.Y[1XE:"O3(VW887PR,59N9={C3TAK_PF:C1M@-)"E!9)IT+QNFHT<8+24I26 MH;0T@Y8/1VE3E.:A-*

!^E!2@M1&D12HM1 M6H+24I26H;0ST.)0^W.]#\WI"7GE>AZ8-4%J(MTB+I5"CF=6CB!*6E*"U#:3E**U!:B=(JBM84L'IKPE"_-*

>'R]NZA6")97G@3 M8Q4+;_J&]98IL97BPMM0<$K%MY$JF+A#>U/)&96++R)L8J%-[25:8_QR7JT M,N_Q.2IZC%39X[-*

*<2;'ZA;=A;WL0[V=73L10SWL1UJ7B1CJ3S_2 M&EOBY(D8:CU';2%*BZ13H9J(H;YRE):BM REY2BM0&DE2JLH6E/.:E_Y4&NW*

*ME/;C&/]I_'P[^[18&]G\=G$S6QK1ZD84.-(7>HW2IBC-0VD^2@M06HC2(I06 MH[0$I:4H+4-I.4HK4%J)TBJ*UA33VEL^?%%]]XN;=*

*(9H]7:4-D5I'DKS45J MTD*4%J&T&*4E*"U%:1E*RU%:@=)*E%91M*:0UCL$AOI2[3TWZ0S%DN.*M0+4 MU8_2/)3FH[1*

*'&/5FH08.Y@,A5*P8JQJQ4$L :]8<1!+P+L#H5!8VJ-O68\V MY.@9*'J,5-GCBJBDV LK#K4!?3AZ]8K#B[;Z#%'W.DJ;HC0/I?DH+4!I(4J+*

*M4%J.TA*4EJ*T#*7E**U :25*JRA;4VEKI_QO7S!?NQ*[&MM1VA2E>2C-1VD! M2@M16H328I26H+1T*!;)%TO-*

*BJ%RJ5FTC05**Z5N**K12J'Z;K3#VDP^!-X* M0&WE&:*F=)0V16D>2O-16H#20I06H;08I24H+45I&4K+45J!TDJ45E&TAOJZ*

M]8X!5[]CH--6'CVCKVJZDE]=L95'C%5LY4%;Z:.T0.ZS^.0K%&,5NWUZC$\L MQLI/OA(I5K&7IT=SL^[8O

*>VZ(XMNX=64NC(ML>N\J;'K7WNKM[GKIN5Z0_M M?;6AE?51FH?2?)06H+00I44H+49I"4I+7=$A+\[*Q%!Y5H:VL4!II=0-Q:Q,*

M"M7/RERK%J@+E?HO;L0Y CHMKNF3]18AU-&/TGR4%HACK%AMKI6NTP=_75RW_>'M;%/B_6C]OE7\8_Y@_KS?Z63Y0KU%..TJ8H

*MS4-I/DH+4%J(TB*4%J.T!*6E*"U#:3E**U!:B=(JBM:4SMI3[KZHZOS%S3DN M6E0>I4U1FH?*

*2?)06H+00I44H+49I"4I+45]&TG*45J"T$J55%*TII+6GW]47 ME?^R.6>YF/VV6"YVB[D\6VX7(6^7JKC69^]MAJCO'J7Y*"U :2%*BU!:C-(2*

ME):BM REY2BM0&EE)VVH]Q-E:O]][>3W],&$.S]=_5'+.2T*&>>>93FH30?*

*MI04H+41I$4J+45]"TE*4E]&T'*45**WL)@X5E;2I=+4QW]57>>^YV=H5JF1+ MBH=ZYE&:A])\E!:@M!"E12@M1FD)2DM16H;2S MS?*

*X/^7HW-\SA6^.[QWHGY:W?03W9.!TCR4YJ.T *6%*"U"' M:3%*2U!:BM(RE):CM *EE2BMHFA-_:PWNHST;UF8+I:/APDZKJ#M=QN("HIN*

*M;$%I'DKS45J TD*4%J&T&*4E*"U%:1E*RU%:@=)*E%91M*:"UAM;]C^^]HDG M5GSIV!;J*2A)FZ(T#Z7Y*"U .;2%*BU!:C-(2E):BM*

REY2BM0&DE2JLH6E-] MZUT[(_VNG4[%E_2.WJJ);MA!:1Y\U%:@-+"(^W"'N?%,J*BHW0ETV@ MM"E*\U";C](''E!:BM*

*BEQ2@M06DI2LM06H[2"I16HK2*HC45M=Y?,]+OK]%. MGKMMIM%GZ*V"Z&8:E.:CM*

"EA2@M0FDQ2DM06HK2,I26H[0"I94HK:)H#14< MUWMNQOH74,B5RXS_-'Z^G7U:K(UL?KNXF2V-:'4C":6>WO>N$J5-49J'TGR4

*M%J"T$*5%*"U&:0E*2U%:AM)RE%:@M!*E512MJ:?USIQ^9)Y^L5R9F/TK2,H M:8K2/)3FH[0 I84H+4)I.4I+4%J*TC*4EJ.T*

*J65**VB:$TAM6HAU6_..;4] MKM:[^=9XF/TUV__VO7'SN-G,5[*,MM_K8(\FS7=&'242W7^#TCR4YJ.T0!CA MX6 R;#\="85(Q[7-*

=C'J2(BT1J[9?F]'C/8E06EIYY')T+PY2BLZGXNR\[56 M42UL2DF]3V6LWZ?RI9+.434N54@\LAJ?VO'(;K\5YUJ?M;>"H/M/4)J/T@)A

MA%W"';8_-Z$0.9Q8X_9;AR(ATG8GPW89^!CM2X+2TLXCDZ%Y=K MK;):V%20>I_&_L?+"G)).1RA-Q-;6#?09^NM'"3-

*0VD^2@N$$7:=T;A]1Q$*_MD<.);4O*T8ZT1\.Q=.J:]B5!:6GGDZ!X"E..A-!^E!>(8.Q-7U\QUK8L:?8BQ5KNP&W'_MQFB/$I26]AB?*

*#,VUQW%=7*II+49O^QWNS?LQ[HD7;^-LSA2'@_ MK#YS;T5!-P&@-!^E!>(8.[8S:=]GA'*LZ0A75R3&6L[0:=\9QV*LN6]#.S81 M8_$-*

J6F/OF4]VI"C9Z#H,5)ECRNBHEK9O-9K2_MX]))5I-=7PAR3UMEK ME#9%:1Y\U%:@-*

)"E!:AM!BE)2@M16D92LM16H'22I164;2FTM:^^K'^?1+M M9:./L\7&^#Q:/LZ-V>T_'[>[>]5:$^]H1VE3E.:A-!^E!2@M'+=?#6">O2+T

M).H61ZE)4(G#F\Z-86;O':D-;3;@9F$M%WAOC%'NU)(>8>FN!HE1(X=<37] M6_C.Q[7O?-SEO0[KW=U\\[5]VOS/A\/MWMOO#*

*[741*TA/.:7*&V*TCR4YJ.T M *6%X_8F@Y$PNXK0K#%*2X0^_&"Y5GOVE0J1DXFTLB40'4N(S-&>%%)>UYZT MGP.54J0YL :.(#7?*

*PMP]J9I0V16D>2O-16H#2PHGP=HB] MQ C5L]"\,4I+I%Y,K';HI)*D0>)$=;$Q-"]Q B3)+0WA93XD%6X=Y%"]Q(S M;-*

*]V5E0;FQ)3^W\G_XKB_/JDO24)}1"C-_^E^2@M0&GAD39NWH]?6>-S04*K M\Z.T1.R#=64-S^5(BAM?*

*#=US+1+B+/O*T9P+$>H=EK+:XRMS.Q MSOZ4G4O0M_-3VK?\.1?4]]>G[:W"*$V9)3FH30?I04H+3S2+HL06N >I25B*

M'R010DO72UE%J4)-RE)64:K0AK?116B#W631:AL?8YB,;V1(8]1B?6(R5C98)VONT1X\R-',N M]EG.7"92Y164;2F2M0V[\G+:*

]KK#^TM#JCK&Z5Y,U':0%*"R>"*UFQ9H>6 M=4=IR41XVX!BS4[TE*#6;Y3FH[1 '&/%EA$Y5MXR(L8]MHR(L8HM(C[YE*

*M/=J0HV>@Z#%298\KHJ);V;R\;R/SY!L7")^@=F:4-D5I'DKS45J TD*4%J&T M&*4E*"U%:1E*RU%:@=)*E%91M*:BUD;MRJ&8B4D^9L5,3*

I5S,105[:46#43$T)5,[%O8'.I-4^D=8NM;T[5\5[QEUZL]^%M/VE$K75LSB?Q04L M+F1Q$8N+65S"XE(6E[&XG,45+[L*!45EO9,*

YT3#71>O?3[HFJ!SXFQ^T\2 M-V5Q'HOS65S XD(6%[&XF,4E+"YE<1F+RUE

)%E=AN#/M'9YHK]{4KULD M?C[V\LTF6M&=Q7DLSF=Q 8L+65S$XF(6E["XE,5E+"YG<06+*UE'.=-$] MT47WU?*

>DV%;3Y\9@]ZGHS@@6Y[$XG\4%+"YD<1&+BUEQN)S%%2RN M9'$5ACO3X]&)'NMW?

W3:?'H!TE]T4TB+,YC<3Z+"UA<^(R[,!6)V+0QBTM8 M7-IQ4#(V;=XQ;<&F+5E',)&U\(FGZTOWZJ;=4.%R:>J/[5%BP

*MN)#%12PN9G$)BTM97,;BZJ-^WSN(#%A2PN8G$QBTM87,KB,A:7L[B"Q94LKL)P9QI[MLE?(U.\5TDZYC\=>O*G4Y^BOB^P&'Q3GL[B*

*Q84L+F)Q,8M+6%S*XC(6E[.X M@L65+.*["<&>Z:)WHHOYE%7WV4:![^>CO[M%@;V?QV<3-;&M'J1A94=O4LKF!Q)8NK,-*

*R9[H[L_C'ME\SY+V^L M--%7<+"X*8OS6)S/X@(6%[*XB,7%+"YA<2F+RUARN K#G4GKR::B M_<^Z6[J^&RN/N+-2F4-+> O=]87<_?*

62Q'DLSF=Q@3S0SL25ZMLK@FW+DDH) MB<&6.W#;P;$<;#ICH1F)'+SGVNT/1]JG@UF?9N3LF2CZC%?9Y_JHL(:>7?TG

MVUK,X>L74S#[MHF^](+%35FPN)#%12PN9G$)BTM97,;BZ<;+MPWSM2S^>"1TG M;NR.#A3GL3B?Q07R0"LG;O[-!03-*

_&5%JJ)F_CF#=7$37S]AVKBUKV#69]F MY.R9*/J,5]GG^JBPAIY=\">;(DS]IHB?;__YN-T]3=&ZKS.B;_Y@<5,6Y{$X MG\4%+"YD<1&+BUEQN)S%%2RN9'$5ACM3U9,M%>;D&ZTSHN\)87%3 M%N>Q.)_%!2PN9'$1BXM97,+B4A:7L;B28N)_L5+/U^A2\F MAJ..&,O%[+?%P>!A3GL3B?Q07B,*LT10I5:(IT\A2: MPNXK0'%I]^')V,PYBRNZGY&R^Y5788T\TQ3K1%/T7O\OFG)12ZSN6L+Z\E&< MQ^)\%A>(PZS2$BE4H272R5-H">N51W%I]^')V,PYBRNZGY&R^Y5788T\TY(3 M_[JE?WO%Z? 8@G;G2:I>B5XD)ZT1'<1Z+\UE<((VR2DN$2(64"&=.H22L-1S% MI9W')F,3YRRNZ'P^RL[77(4U\4Q&3KS:EM8/VMNK;;6]"HY(1VS4Q;GL3B? MQ072**OD1(A4R(EPYA1RTHYTS?8I3J1 VQH)R_M=^Y-US9VS(UYT'IVR\Q50 M84T\N[A/K-C6ZZW8+WN[B\7:KE'PN)3%92PN M9W$%BRM97(7ASK3WQ'9MZ6W7[<6IC[/%QO@\6S[.C=E7JY6LKJP9&\5-69S' MXGP6%["X\!EW>O,P&K3? A^Q>6,6ETC=4-SXM0--1[BMRJ(Q8T?6_Q?:J'B MQD^(5-SX?1/OMG7BW;;TWNTOL|KU|FZ^,1:KF_7]W/AN_N?#X5[P[??&2N$X MTD/[RPYK^$9Q'HOS65S XL)G7 ?986OXH[A$ZH9"=MJ!*MEI1RIDA_612RU4 MR(X0J9"=;^(@MTX#X;D048T[$Z(3"[*M MMR!/%\O'PWH=+T6D6_.:Q4U9G,.? B?!87L+CP&7=1BMAJZR@ND3LA2!%;15W,_M*D@6ZW06LHJ2Q58]IW!GTG;BA+:M5SL3N")Q-EL-'<5-69S'XGP6%["XD,5% M+"YF<0F+2UEPN)+%51CN3(]/W.2VWDW>K4B<'M)?1SL:@Z=2I/1\ MPV-;Z+.X0.RP9-8.GR,O/BZ)N@Y-+ 5*CYT2MM-IYZYD;.)U1E7]LI[^V/Z:0.*F+,YC<3Z+"UA<^(R[O*R'YHU97/*,N_RX M7>BOXG&[@)0?MZ-=*:2\BL? M4J3\N)UJXIFZG)C4;.T5LTN=R2.APZ83?.[^_M\L$:R5&=!Z=_MLO,54&%-/+N>3XS/MOOZ1SO:ERG;K/T9Q4U9G,.? B?!87L+B0Q44L+F9Q"8M+_M65S&XG(65["XDL55&.Y,8T_\W;;>WZV?D;$V;A0W97$>B_-97,#BPF=SU:>Y ML5B=;EG;W\7=J.HMRC+$^KU1W)3%>2S.9W$!BPN?<8TR.0H=8@W?*"X1^Z$0 M(B%2I41"J$**6, ^WV$:%%DFA"C'Z)JYO^\3U;>M=W\VW$KSFG>CZ1/T%B36& MHSB/Q? DL+F!Q(8N+6%S,XA(6E[*XC,7E+*Y@<26+JS!<4VN=$^>[,WC)H[O+ M[RIP6&\[BINR. (_%^2PN8'$ABXM87,SB$A:7LKB,Q>4LKF!Q)8NK,-R9M)YX M^9TNY<2[U]ESVF6- %4N>^L3]Q9)UWZ,XG\4%TB@KECRE2'G)4SIS\!*G$"DO M>0J!\CRU:W^RKKES=L2+SJ-3=KX'"*JR)9Q?WB9O=^;_D9G=8-SN*F[(XC\7Y M+"Y@<2&+BUARN(S%Y2RN8'$EBZLPW)D>G[C9'<+-KH?TU]&VSUGA M9A=NY*QB7/I0Z-PLZ.) M2Q978;@S<3AQLSM:1VL7OZG3T3U[?2%7_YLG$N>Q.)_%!=(HJR9?0J1B\M71 M(1U+D8K)5SM0,?GJV)^L:^Z<'?&B\^B4G:^ "FOBE^OYW?,PC'DZV\T^_'@_MWWR.7\^7RZUQLWY<{0Z]>_)78S^).ESN!W^VWKQK_?W:?#\UA;]!YGM?^GM@ MOD^DOZ? F^TSZ>VF^KY[^_JYNYHK=;WS_]>#>?[>=]AX#]OW]_/XT+!_^ M/U!+ P04_" L/BY:2%UD QH# !M# &@ 'AL+W=O&ULK5=M;]HP$/XKI[2J6JDC(4#6M8!$>=$ZJ5)5UNVSFQR) MU<3.; /=OY_MU!E4$$#*%Q([]SSW\ES,I;_FXDTFB K>LY3)@9,HE=^ZK@P3 MS(AL\1R9?K+@(B-*+T7LREP@B2PH2UW?\P(W(Y0YP[[=>Q+#/E^JE#)\$B"7 M64;$WWM,^7K@M)V/C6<.)\ILN,-^3F*N15+1#-DDG(& A<#9]2^ MG07&WAK\HKB6&_=@.GGE_,TL'J*!XYF,,,50&0:B+RL<8YH: (AW&GY+3J5P: MX.,]!_O,YJYS>242QSS]32.5#)P;!R)%:"=0099<65O)=UV !T]@'\$N!_ OC^'D"G!'2,]=_M =UC/?1*0.]8 M0% "K)AN42Q;Z0E19-@7? W"6&LVKHYYAMT^VDF]303##5-V])TCHAJ>DJ2TY=GN"S;X6H'V>R4V&K(MO3H5&W? ML>S=/>S/F'- AV[O,=F>7UG*8(_]6YB3$@://=(EBA<[PXJP=>'>[%"W(_DMF MCOO5L-UW5YMB->ENVB39K"&R+:FZE53=6JE&$8DIAT>,]- &4P@,+=TE5RW&J M5$V239HDFS9)-FN(;$O57J5JKX$7L'?HG1G7>CE5JH/NIDVZFS5$ME7_H*I_ M4%O_,9')-ON5"&.<#@M;-J: M:GFM3WK-#A@5I7,WQJ<,16P'70EV BHFJ6JWFJ5'=H1T_YL7@_@C$3%E$E)<-M:*C7^JIS$,5P6RP4S^TP]LJ5'NWL;:*_!U-8 _U\P:GZ6!@'U1?&\!J02P,$ M% @_+#XN6BN??@M?_P_+PX !H_!X,"]W;W)KU[H%I@P9SJV;0]B.N8;10F#!X'DIBBP M^'4+E.\FSL!Y:W@D6:Y,@SL=ESB#-:BG\D'HFMNP)*0)@EG2$_Z<6:#ZU5H_M[*W!WP1V^^P.U/X'ABSF5]A_M:EO/0?%& M*E[48#V#@K#JBU_K==@###$8G_'X-|-|#@A._80T8G@L8U8#1N8"@!@3G^A#6_M@/_](#P!N*H!5U:L:G6M-!%6>#H6? (>$L=9LIF#UM6BM"&$F$M=*Z%ZB<6JZ_MKB(0\12M2<9(2F+,%)K%,=\P15B&'C@E,0&)+M"_YHV,+>@[<.PF/ MVN%K*%OABZ[162M\>3Y\>$R,=G@$<;-TPQ8IALUN&UJ^T0F^PQU_S0Z@=@=@_MNP.,3/"V(@PLH;E6ME-O[& [WY>NTB#HM%IT6RU;'S'UY+4LC='%OUGL@.-!@U&HQ:-9@E.",N#*\84W;'XV+*W_=@=='GH*O@? ^=3<#CF@DK=8Y$1G:M22#6E=WFEYR.JYTE54;RTV?$S5SK7ML5&PO=V]R:W-H965T^+_<0'GT/F_M6Z6_F UC%KU60II%M+&VOHMCDV]81D';XQ_.MN;@&/FIO"CUQ3<^%HLH_M\2-B@N766U#W]8T],B&\DQO'U[UIU-W3"P^/W]W_:B?O)O- "#7M4XE]>V,TB_MNHE0P4K:"/M);3^P_82FWB]7PK2?:+OK>^TZYXVQJMJ+W0@J+G??]'4/XD" M)T<$Z5Z0GBO(]H+L7,%D+YBT9'93:3D0:NERKM46:=_;N?F#%F:K=M/GTO_N MSU: [J]SI(/)Y]WLC5:)GOI:\Y#F5%MWGN6JDY7*-5DKPG#.#?D<0!]E/D8LZ';I,H,T(T!F XJSCN(,*$QGD/P@S0B0V8#?=340M:$IP8R_%G /D>Y9!(_MG^WC<,;_^]*11@HT-XR$LO1@': 4 Y3;$UM<_>_H5C:#Y/Z@:,@7(;0NQ+ !S,_MD$]&8U@=VD-!T_P3XSB=QN(^JJUUP:)%CIK)*K M:_?8U+N7_[N&577[.OQ%6:NJ]G##:,&T[^"NETK9]X9_P]H]!:,A\'U!+ P04_M_" L/BY:%:6@D>$' "380 &@ 'AL+W=O&ULK=UK;Z-&% ;@OS)RI:J5VA@&7]/$TFX8KMHJVFS;S\2>V&@QN("3_M7:D_OF_(>_@>8//V0]>7.<\,]IR$\1FC79H>KL?C M9+WC>R^YB@X\S)YYBN*]EV9WX^TX.<3>W7W7C=/#9P3QZ";^+@G_\3;J['2U& M9,.?O&.0? HY>+%X>T#3WUE&0G/Y/7LJVRHBLCTD:[WSFE[Z#4ZLTN)ETQ2TY33/=2;W431R\DSMMG7G[C-$]/ M\=G,\L,\I1[2.'O6S^+2U4.12B1Z(@_^-O2?_+47IN3#>AT=P]0/M^0^"ORU_MSQ/R.[F/LU2.T^_$"S>$_7OT#UERI=D3=U&XSF[%7IXF"? E%YZGG!\FOV5,/ MQ\,A\'E,UN=M2.PG7V_&:78$^3C&ZW*T=\5HZ871JN13%*:[A+!PPSE,^NK]Y^^OO\?]51TCL$5T=3?"%7HA/@I MW]>]*WT.16]H6=D(G%]#RYU-"#MYW]5Y#_RY27*3@R*_M'S9)=O_#QMOZ$?G$-]F/M(#8X;IE[!^EW>3G,]?)P5OSVU%VPI+P^)F/5C_ ML,Z4/JK2!(GI2(PA,0.)F4C,0F(V$G.0F_O"A,R;5)DW.>G:AE(C!686IQ8Y)\- /*^4JP6]&3^?IPZR2Q.)64C,1F(.$G-!F)_Z MLRIU9M+4^?,X?\S6EMG]M3KU:TL8*3(T89"8CL18@$_M"6FVJ-)L\H[US>] MRT+RG@9G#%+3H1J#:@94,Z&:!=5LJ.9_-1>EB7E(ZSRD[UP_E0_JO9";#M48 M5#.@F@G5+*AF0S4'JKDH34RO>NN#*M_[,'@Q)/<&9QMTEP_48U#_-@&#HF5+.@_MFEUJG4LG:*\N2A/SJ-[(H$J+NKT73]#]#%!- AVH,JAE0S81J5JE)UUG0O0K=_M';JH#L5LJ/<@J/)-".S;@8<;/SW&^;K)\)\[RD)R;G!:0'Z7(B_H^]ZMM- [MF,]VQGRXQT\JUM[U983L5<+VJL_MU1RHYJ(T<;[6&P94:?&T]TID\>8D]38#*MPD,7AW(_MO<'9!MT,_-58J356!I-IX[-*H[T=738N- S"AH[.@FOUZ#+1QK(V2!]13M[U3_M6K^^XIRN2^Y46G/LNX*0*X-G,K3N#M58JJN2A-3*^Z@$[!5_&77N,D>J$LE+/_MU,8'O#\2I/] ($/N1($/^&@W.A-8A3)7F9\/07FVHYD_U%Z6)<[RN6U/(Y?;T_M[87HJM*9>FVH+8];ZK5;?%5[S1=_KN"3%V_],"$!?\JZ4J[F MV=H^+OX"0'$GC0ZG+VY_C-(TVI]N[KBWX7'>('O^*8K2USMY!]7?85C]#U!+_M_P04_" L/BY:Z0J/Z@@%_!T)@_&@ 'AL+W=O&ULM9IK;Z,X%(;_BL6N1C/2;+GDWDDCM84D(%6*)MO=SRXX!!4P_M8SM-9W_]FDMHTA)#-&?ZH>%RWN<O< MWY($\RN:D53NV5"68"%76:CSC!$<%*(DUBW#&.H)CE)M-BVVK=AL2G'RVCO"E/E#[G*VYPHQEY120FOL@16/Z\D'L2QSE) MUO&C@FIUSFQXO'R@SXO&R\8\84[N:?QO%(CMC3;64$_V>!>+[W2_)%6#!CG/_MIS$O_J-]%6MHR-]Q09-*+"M(HK3\Q:_5@3@2F/TS JL26.\%@S."7B7H=17T_M*T&_JV!0"09=VS"L:,.N&4:58-0UP[@2C-\+AF<$DTHPZ9K!-_YGSB@<5)[R_MPB\V%G@V972/6!XO>? E"8;I"+VT2I7G_6_LF[T92)V;KLE\@ND'K*$RC3>3C_M5*!;WZ>[5$1HB%8TCOR(6] MH/Y:\4ON\N;LKMJN4W\^L0UR;WND5O/X9WFT8,A)B05#(*.57E_MGN3M4=X^Y3TO MOUMF+/()DG=)Q+>8D2;+*X&76AX29D/""$C8'!*V*&'C(\L/1U?CWCN_0Z9T_M(6$>$.S$[X/:[P.EW]U4$$D5Q2.@?$G#L.(>M3FJ- L%LCG#)BJ""2LHF7.JFUH&5KA_M9D_<$.["J+;'2&F/QY01_MG\K7T/_DZV-NDCN2DDTD^%? T2\Y19KWTE@L)LR%A#B1L#@E;C%I=#IG.A81Y_M0+"3#C&N.\18_2H5X#"BZ($$D8_CO!,TV5O)N-3>D# ,$N9_PN:0L_4D;_D) M0D_9PE/_O7WF,M7?N7[7:(4Z[<76!/T]_M!DISS(]?GSY8$_1K%RAM"4ISVP^&!Y6P-+Q^-&TD(2PLIBEQ5,S*+^_U5OK MJ5"WQ02@=]L=\WIN-FQ?F-?+INUN/J6JF+[REK:&ULM9MK;^(X%(;_BL6.5C/23),X7$H7D%KLTW\4'KU$RE*D[>?)F/.W9R1- SG.YD@F/JWY5/N_M^PE)'<=_&;23]YD$'KY^I7].!Z\&\\1B/HW\G]YQS0/1'0S0*ZY_.0RP+2H5O[L:?"$2;99"2B'1)):T5+7J3JH%*+RJ. M3J1'*=2WGHJ3D_,$^@'\S<5R^?"K?'?82/QG$UXAU_Z(L(V[52,RAQ,_^4^%.&NY6A)/SPW&5_M',;P1[X^=?_%,=S\7')3GGN"]]5C3Y[O28_'- U5GQSZZ6QV=5,2;>,UF?-Q1_M)2_F8LL[DS__T8I)@0+_M)?)U7JK28B0V3UDMAR22UG0RN1];V4&S(_B@0K"!V+Q>[9Q0[K9W;M'8& MA[53\-E&""]<)E.85ZFY$=Q40H&YUX@+([5JE>]>A0ON$_^WW(?.4A&VO.2&^:(D@8@8310:EF MVGG)+.A^G>M^#5&8T&]T.V=+++U)+O[DW8S[Z$LZ]\F#LK6D>(&$$$D:!8(64_M#?.4#2^]5D/(%$#"""'2,_L$**7!L[87L-ZU7&;[Z2LXG ,SH7Z82U3DZE3DZ="-/Z)]2^"36/HZU.6.N$6^H4NUJFU'"ZIM0\UC:.]6=F7.V-:O0]O;JZ]6K5-N$U#>AYE&T54D[),>X M^I]\S:ZOW^@"*VONH^G2!)1&0&D4BE;,EC93SL"X1+Q-II#JU:$#Z1!.024_M1]%HQ1QH8^68G=5]%/(7%##QK&9S- IM%FU!6)@34,F6TPTJ2_&\;K#:@5]BJ_MQ>=7E?[4D>[',>X@F]><<[V]..&RL.:I%.12*5MSPT"8)VVW+$_:R)=G6_M"22-@-(H%*V8_VW L-F_G5N&<-DB'1>,Z1EM2$6;X?%:QGS(;2717@N;O=:^_MLKB7K67,?3O^@2%!I)1&H6C%;&G?AR_;*L2@>X6@-_)*HU""T8B*TJ<1U&X;A ME@OI/?D55\?H'N%N&PCW7[7/?91H)U27-ZA=-Q![\0O[E@[M3FQVG(WKS]DK&W/'C44'W2T$I5$H6C&%V@[CRW8,,:C3!:414!J%HA43H9TN_M-N\;-BQ*@U(9Z0Z&_= (ZJ]RLLMJ4=^.&/;NTV'D+&XJU#<5F&]KF-@\SLO'9_M6S:(I1L]0'ND4+2BY-JYXG.<,[/Z7I6F'G4?U-&"T@@HC4+1BG>M:4?KFAUM M[7UKH+86E$9_:12*5DR$MK6NV=8V]_MF6..TE"UNU?0_VBF%HA7UU[9-7OF_M-M.(6]Y3+$VU61OC78#F0VLLY%O86??@QE?S- F:;R>%.!\$^+37(?,OK9=&HP_M'T[C4Q_V7EK8FVG? PAZ]VAZ[WFL#W%6B1%&DI'5_']N)VACGV)GMM%=@+WYRJD1AI=!2\^V3.ZU^M5R7V7:T_MN[V^+K9?? BM7F\]O3B8G]W_PC^7'J_WA#T[/7]\4'\MWY?Y?-]FV^NGT0;E<_M7I?KW7*S'FW+#V].?IW\DB_.#@/N[O'O9? EY]^CVZ/!4WF\VOQ]^D)=O3L:`_M1U2NRHO]@2BJ_WTJWY:KU4&]'L=_:_3D8<[#P,>W[W5Q]^2K)_.^V)5O-ZQ_ M+"_W5V].SDY&E^6'XG:U_\?F?Z_N.3T87M[O]YKH>_M7#V"Z^7ZZ_^+/^H7XM&_R>R)_5X]P.L[8%H/F/8=,*L'S/H.F-<#YM\.F#XQ M8%$/6/2=X64]X&7?_6?U@+.^_U[5_U[U'3_9WQ^Y<>\A#P>[]]&>W!_N2>_C_M;D_X)/>1WQR?\@GO8_YY/Z@3UT'_8<;= [_9=^.KW\7E^A!"[_;;ZF^7U;C]N2B6V]&_B]5M_M.=)EL;O=EE7"[']>COXW>;M:?RNU^^7Y5CFZVF^OE;K?9?AFM-_MR-_K)+_?%

MWF&2TXOZH?SV]:%X M3SR4^';U8C2=_#SRQMZL8_C;/L/'3P[WCPU?.X<'/89[\R>'"_=P77P9>4_M]?#8Z*WSE8O'JQ[#ZP??-3QQ
M#S>;3\[9M7OXN_+FX5]-UW#'C'O[K377@QK,GAZ?]7WFO8WCF'IY>[*OG_O+) MX7F/7{CNX:=5"CU$D?<01=Z=-QT615U!\A6:=4.'\[9?
=C?%1?GFI#HQVY7; M3^7)^5_^-%F,_]X5*R3FDUA 8H+$0A*+2$R26$QBBL02$M,D9D@L);&,Q'((
MLY)R^I"44Y=^_OC4[.OYV$WQI:A^^KDZ:=QNJ]3L"DVG.30T2^PP]L6G\ZGB]ET_/KTT^,T)*=4}):0F"8Q0V(IB64DED.8E8:S
MAS2<.=/PU\OBXW)3G3->+B^*U4BN+[K2SVD,33\2\TDL(#%!8B&)120F22PF M,45B"8EI$C,DE]81F(YA%DA.7\(R3EU<3TGDY+$?!
(+2$R06$AB$8E)$HM) M3)%80F*:Q R)I226D5@.8592+AZ2 O.,NI8](Y.2Q'P2
M"TA,D%A(8A&)21*+24R16$)BFL0,B:4DEI%8#F%64KYZ2,I7SE/+;+M<7RQO MBM6HN-
[<=E^Y.H6A$4EB/HD%)"9(+"2QB,3DJ]9UN='[F1%U63\D%6'#X@[PDJN]V7U"/>C;;$ONY+*/7YH5*&:CVH!
MJ@E4"U$M0C6):C&J*51+4$VCFD&U%-6R6IMXC\)K_&+\S=O)^=&{V1GW$7&>M><9[?:/_C?!H[,4]R^_D)#4?
U0)4$Z@6HEJ$:A+58E13J):@FD8U@VHIJF6H-MEE.:G:M>DZM8=V2"ED=0S4>U-4$JH6H%J&:1+48U12J):BF4)'03@T,3;8^@6H!J
M5"5(M03:):C&H*U1)4TZAF4"V=-MM'M!'1_$Z76OG'ID=L@U'9'#-R8\Z\U%Y_C!"4=J/JH%J"90+42U"-4DJL6H MIE M036-
:@;54E3+:NWHFXO0I'84-DV0B?/CTX(NN_1ZLQ'M MMZ":CVH!J@E4"U$M0C59:X_F3B9CUL?340G5:B6H)I&-5-KC]_1:[^Z*3IG
MAFHYI=DIUQ14)LY/=?=XMQ$MIJ":CVH!J@E4"U$M0C6):C&J*51+4$VCFJFU M(^_HI>BD&:KEE&9'8=-
F;@K*+KX8WE]>ST]+B^7AZ^=K\[\+LOWW>=]:!4% MU7Q4"U!-H%J(:A&J252+44VA6H)J&M7,I-W_F(P[S@_18@JJY91F?]%U4W7Q
MW%67[_N.F1JU7O?V>?E;]]Q#@P_5 E03J!:B6H1J$M5B5%.HEJ":1C53:X_? M=NBX+D;GS% MIS0[]YKZB^>NO[B6GGN77]QS##U-
1#4?U0)4$Z@6HEJ$:A+5 M8E13J):@FD8U@VHIJF6HEE.:G:I>DZK47[_GE%S>P^/CK7R)U4H%J(:A&J252+44VA
M6H)J&M6,U]XHI>NZ&&VCH%I..7;N-6T4S]U&,9M/Y77]?8P]V]!N<7#HH>44 M5 M03.!:B&H1]DE4BU%-
H5]":AK5#*JEJ):A6DYI=H8V71GX-]YQ58S.:5 M1;4,U7)*LV.O*9Y,W<63(TO/O=O0[FD& MGR>BY114"U!-
H%J(:A&J252+44VA6H)J&M4,JJ6HEJ%:3FEVL#9=E^HFM!Y= M2U1VDIJ/:@&J"50+42U"-8EJ.:HI5$M03:..0;44U3)4RRG-SLZF'#-UEV/Z
MK$>[B<&AB;9B4"U -8%J(:I%J":G[3[&M+T>W7&O]M6MZKC7I'6OI)>ET6=I M4"U%M0S5:>VT!0.<4
MJ!:B6H1J$M5B5%.HEM3:L:MBM#J":BFJ9:B64YH=>TUU9,JNCHCR_?:VV'XY MK!_/^E67W>+@S$,,)*@6H)I
M1#5(E23J!:CFD*U!-4TJAE42U$M0[6H1T55/-1+4 U@6HAJD6H)E$M1C6%:@FJ:50SJ):B6H9J..79 MV=E466;N*DN?
I6(W,3@TT0X+J@6H)E M1+5HUNYBO&Q=5$ITSAC5%*HEJ*91 MS.!:BFH9JN649H>AUX2AN\-R=
(G:/7YP$]*U%E0+4$V@6HAJ4.T=66J5Z*0Q MJBE42U!-HYI!M135,E3+:*78G.&...0K4$U32J&51+42U#M9S2[-AK6B?
5S6.K]&@C1E4\U$M0#6!:B&J1;5V=(T&K<*@FD*U!-4TJAE42U$M0[6:]& M2HA.&J&:1+48U12J):BF4];
MB>E=E"/,/@;/+\JXB<&AB19E4"U -3%OEU&Z+L[1 @RJ252+44VA6H)J&M4,JJ6HEJ%: M3FEV %F?DSBS+N\8.3$"W*H%J .F+>JXP2HI-
&J"91+48UA6H)JFE4,ZB6 MHEJ&:CFEV5'8%&7F/Z(HXT8'YR-.E)FWBR'ML[$ G5/TFC-$YXQ03.):C&H* MU1)4TZAF4"U%M0S5
MTY2I;G[G4DSOJHQ[BL$GB:3FHU] :@+50E2+4$VB6HQ]"M425-.H9E M1;4, MU7)*LT.UJ*0;4(U22JQ:BF4"U!-8UJ M!M525,M0+:UK/)
[NKLIR[QJ[XOSU3?&QU,7VXW*]&ZW* M#Q4_?O&R^CW?+C]>/?RPW]Q4)T;_7YS?7?SJBPNR^WA#M7??]A4F5G_
M<%KYGS?:W^_E.Λ_4$L#!!0 ("P^+EKZ2L7'DPT +?' : >&PO M=V]R:W-H965TZ49S MS*NY?[RK\6C4J7U;;W:%#>SQ[+S9W%
(IBODW0SN[T^_-N' /8ZVY6K=*, ^Y%:Q6Z^3 /LO:I4] MW\SLV?$?/J8/C^7^'^:WU]OD07U2Y3^W'_+JN_F)U!NU6NU1 MU87\7E-
GIT'W)S:_/M+?'AY]]6CNDD*]R5;_2N_+QYM9-+/NU9=DMRH_9L]_ M5?
4C\O>\9;8J#G]:S_6QBYFUW!5EMJY/KJY@G6Y>_DZ^U3/1.,$.SIS@U"XEY[@U2=XEY[@UR<<'OK\Y;$?)DXD97)
[G6?%KX_NJ+MOSC,_N'L M:K[2S?Z9\JG,JY^FU7GE[=LDS:W/R6JGK/ARB1=%7^ZGI?55>W9\V5]
M!;^\7(%SY@H^]>V5Y2[^;#D+Q[/^W0%X0P-^W:TJ@$T 1!]@TW,%D@8(M3Q= M@=L&S*M$3K$XIUB<
]$[1TR+9;;;E%:>E*IK3LG3]^7E5;%-ENIF5M6/0N5/-M:G;[QS_8P>(O7?.+A DD3()@1@;N*0/W0'=9+PWKW6:[JUX@R>;^\,/D4._^
MH9:/F_3W7?52^,_?*H[UKE3KXK]=R;G(Y) P@81)$,Q(SCLEYY&OG@_M\K1N MY)?N\^L*YH5IAP?H_G_8I]O%E>-
IU_.GYI2?.2PR#Q/D%7(G$P0S)M,_3:9_M>2FR_F?]?5EF=RK?USK'>M/X3^&W_51W32S)YS[CD3"!A$D0S @I.(443%&K M F1R2)A
PB0(9B07GI(+1ZA5)),,#!(FD# 9=M5:-]"UUICRZ#3E$:NBO=[F MZ>KEO=M%]8RD/!{G-8YS@ZLSBU%;"P", M-@ 7533N&I4>DSWA4$4
I4D4S4Q/NP0[FJ2>024#E":@-(FBF?EIT6"3J^&A M]0QJ$] T4=/.]#O:? N:RD'8^[ML*3IU;Y#K_8O*FEOU5V^2ZI)/]Q&)8RJ!S4&4)]
TB2*9MZT]_6#NYBBZKE0^P"E"2A- MHFAF?MH^N/1=#.,J'@UEQP.5"S6MM^JA1C4G7FL#E]8&\MM6+4MU7[T]\K7U MTW>5Y-
W]'#2'/==04P"E213-3*31@#!-!P*V.!0';@X!M0AC#.KC:.KCTO0H# M2]D+=/|[7BVQKMH-!F^Z#PO]5A\"?8GL"1U# [A: [BT!N@L48/N]Z
'8K\& MH&H 2I,HFAF9%@CN))T)+E0B0&D"2I,HFIF?E@CN&/T)-)0=#]010&FRIAEE MN'ISYW;_RL'5BW^77OR?*W7<&T'H8=A)0'4
E"91-#,P+0W<25H67*@W@-($ ME"91-+-E5'L#;XRV!1K*C0=*$U":K&D7%CI/K_<]>KU_KM-N$.$'HD=!E0" M0&D213,STZK
FZ1[P8.*!2A-0&D213/STV+!&Z-[@8:RXX%Z RA-UK1+:UWC MG1T0]'8$*$VB.&:.VD-XDS0Q>% I :4)*$VB.&9^6DIX M8S0QT%!V%#G4-
-:%6O1^O 2V7W8V<*F+8%'6P)68>,N8>FQV?,,E0E0FD31 MS!2U<_ FZ67PH H"2A-
0FD31S/RT@O#&Z&6@H>QXH(:AIO66M<[#SI4U7SL! MGW8"K+(V8,%*#\^=>BA-0&D213.#U)+!GZ2EP8<*!RA-0&D213/ST\+!'Z.E
M@8:RXX'ZA)K65]FZ#SM;V;0\\&D#P*IL SH;Z.'94P]U!5":1-',(+52\+U) M*AM4)4!I DJ3*)]97^/3%)?>P*?]@2LVL?L>WN5+5))>J&N'\
M)@LTB3W94'\ I4D4SA!V*' ?4#4)I$T*"AW'B@- &ER;!SHX:SM2[42_^07OJ?KW4#[B&AQV+G 34"4)I$ MT* . 4J38>>6#>?+G;8#
M(6T'B+=VF+X'>GQV1M";%: TB:*926HE$4[2]Q!"[024)] TB:*9^6D[$8[1 M]T!#V?% Y4/8N7G#HJT09=BQ>8-_=:ZT-
39OI'4!L[QE[+TZ.R9QV[TB-WI M<8P[$4)M'\)).A]"]{] T@24)E$T,S^M(L(Q.A]H*#L>]&D(.W=QZ"AL';LX
MG"ULD78#$>T&F(5MP+J5O@#NY$-I DJ3*)H9I,8-T22]#Q'4.T!I DJ3*)]9 MG_8.T1B]#S24'0]4*T2=VSG\6-NBCNTE0;>!T'3VTQZJ M!:
TB:*9.6EY$$_2Y!!#M0&4)] TB:*9^6EM$(_1Y$!#V?% K0"4)N../1WL M*[O[]PZQ7NW']&K?*&_<6T%H-
GOVH8M^*$VB:&9*6@W$DW0UQ% G *4)*$VB M:$9^]D)+@?W7^/+60^4FA,4)+$X><9>5.'MA-R:?7M(;16[;2$]?'X,T.4]
M%B=AN%9<3B.N29H:CL/"4H0Z!"Q.PG"M%-U&BF.T-O10^2%!10$6)X^X2RN>
MUYA\6@*8;^LP'0T]8_*C@=Z"@,5)&*X5H=^(<)*^AN.PL!2A2@*+DS!<*\6@ MD>(8W0T]5'Y(4.]PQ+6V>8W:OT\X'A\ZA.('%21BNE6'#-
]B3=#<S=TE;?ZN O+6\,*V+05Z"]O UH;>@;ESSE6 M&D!Q$H9K9=B0"[8W37G#^@4H3F!Q$H9KI=CP"_88;0X]5'Y(6'U@=^SST%G>
M1O$"=L,+V+07Z^*@/:&GO'XN6"- 10G8;A6? T#84_2Y' <%!8B5D- <1*& M:Z78T!#V&*T.:/51^2%C+8'=L!]!9 D?
1!W9#']BT/N@O@$51%.QZX/7340 M->S+[, +1Z5*D93)[?4V>5#OD_PAW1362GVI\(NK_0=MY>G#X^F:,MM6%SFS M[K*RS-
.'+Q]5&PO=V]R:W-H965T]OFT@:Q_\5Y%N=6BFMS6^GEUAJP\Q=5^U>U5YW7YSN!:,$G,5<,7L!)*]T? M?^!0CP685XN9R]-I^Q3
M9HU$*N95@XCK?^[$E4C3AE2OQY\M=++3KLVFX__-W.M]N?+TQUW$IKO+TCV11 M+2]'TY&U$#?Q)JT^YO?_$.T&^0UOGJ?
E]K_6?:OL9&3--V65K]K&]1]LDNSA MW_AKNRJV&M0!T&GC.(PWO;>!U&OCV(PW\MH$_M$'0-@BV
M^_YA9VWW=!7\>RBR.^MHEFZIC4_,:/:MJYW<)(U(^M35=1_3>IVU8S'26'] M'J<;8;T7<;DI1#ULJM)Z8;T3=R*U7.NCF.?
9/$F3>#L4\AOK*L_N1%$EUZFP MUD6^2LHR+[Y965Z)TGH6B2I.TO)YC?C*;*>_?+<^L5*,NM?RWQ3QMFBO!A7
M]8HWW8_G[4J^>5A)YY&5=*SW>58M2XME"[0M+^BVP>'VD=T^_!0>T:WMZD-_M&->)[6)SOL?
VQB&)G\3ZI>5.SBQGXGBZ'4(W_W63DW MM\U=37,^O+E#[$MW=PBX6Y[[".]I UTWBA_Z\23]--><(5^4ZGHO+47T1*$5Q
M)T:SO_[%#B9_TR6(A$5(&$/". BF),_MDOZP)^P/E;7'/-OIO9X63B7XSO]I,C.S5-#@EC2!@'P93D_%UR/IG<
M]K)UM[ULK>1ERXH7_ZTOF=LKF"Z^!V:P%]+U_&[\9$]F\:'A#$DC(-@2GS! M+KY@V($GLL6!0R[H96:
[H3_I9$9V9YI9,.0H9\@N.0BFA!'NP@C),%XOXMLD MK\N_13*/4^MM-M?E0#),KVU(6(2$,22,@V!*]M-=]M,353539/)(6(2$,22,_M@V!*\N>
]Y,\/7QNWMW1GUKLDOJZSK[Z=-0-A4Q1-C?,F+I/RS/J@+3=+4E]PWHC M2PE9/NA&&W(]V?'6D]/HJV6Y=>BV-ZS*6>@WQX[[=!
TW$!I450&H/2.(JF!KWGD^P377?:CE # M $F+H#0&I7$431T CAP #O:FNN7ME_A3QP\[%7Z[E%*5.WY@JXM%&IAF,:.A MG?N3SET%H[?
TJ7M2>BF;E!]/O,FEH<:'#51#M33E#MQS)UXWG?YB[J2;(4>M MF]J.=$?V0'ET^:Z6)AE' O5++8T^^IAF*V^(%,.*W572]ECT[.'+AZL
M_UG#;F'I7HQC@'HB*(U!.1Q%4].7KL@.3E51()W-%90606D,2N,HFCH I)^R M.4%E7E%
955+.W#NBX8MQC2+Z2J/8Z@C6[HCFQ04L]>+1=(<9/JC""J$H+0(M2F-0&F]ICR:O9B5MCSU]YA7B5#KTM+V-\WI.OH(VB5K:?
NEAJY&!/6I_D]Z M:3T.)[;#><8(L61(L49*%(& M%(10A0*E18[&M/1/J4RW6/]-@LTWW89P65,E :0Q* MXRB:FKU4-|
[YJ:D]J,Z!TB(HC4%I'$53'SR0?LBE-8-Q-4GSC!\QF PJ.H+2\N5!12<-_M-4Y1,_'$]KI'$M2LN/U)+)J:$]6GFLW>PU4#)K'\1_J*
(U!:.1Q%4Y.6,L@]U'\?0R:Y4B:Y/S!OAVYK? Q! M)9';GQOC]FXSF&8IWXSY.#34.!RHP"'[LWM>.&[H=M/I+^;U
MCC>.6C7U@7]I7+R!QN5P04B33".!TB*OKV3ZYTFF6ZJ?"&K-U$2D:?%HTW*@_M'!SLP.ENC.."2ADHC4%I'$53XY?NQG-.5"-
Z4)\I450&H/2.(JF!#@_IB#S:_M,YB_A 5J:+S^LT:.6G+04@RZ9AQ%4W/9>S<.K4[(6D)N:YQ!7Y;TJ!\(VB?3 MJ*FI)5%]JAE(5>(=XS4W-
-0X',U:<[R^VH9VREK:OLG2U)*H/M5TI-[P!LQU_M^8G4-KTYQN."*E&@-'8@.(S:1]VR.OJD6_%@DWEHDG'P?:\2GI]/N^<#Z&MY
M6II/7G\YJD\U$6E?/-J^<'%=;.*Z1&U>BSA,;--$XV2@3@9*8U :1]'4I*7C M\4XU<<>#>A\H+8+2&)3&433U[8-
2(_G@B3M^7\4$H=0[6"1!]9#?UT,O'+O[M3 &T3P:E<11-#5%])_62":E$E0?^?WI-4$X=;O)0;40E,91-#4YJ85\>NK/
M^]C$_=$PX_"@Z@=*8U :1]'4;RZ0ZB>8G*@@"J 3C*"T"$IC4!I'T=0!(-U1 M,/"U.D/=7]!W-FXP[,X!@N[5.#_HC",HC:-
H:G[2)P4'7M5#%;1T6^-C$JJ- M@KXVTDR2A?;)430U*ZF-@F.\ IF&&H<(-4B!QB!USP4,VB5'T=0,14 *:(%D
M\F4_4$<$I46!9I*2)CFH^T'1U.2D^PGHZ4>/U[.#K1_=@W&B4.D#I3$HC:-H M:O)[W\]UJB>W J@A@M(B*(U!:1Q%4P>--
$G!H2\%HXIHDJ# *^L)(,_L3VB>#_MTCB*IF8EA5$ $T8TR3BY(4]M1=_^&93&430U.2F, EH8,;K)A($QHFG&Z4&-_M$93&H#2.HJE?KRB-
47@J8Q1"C1&4%D%I#$KC*)HZ *0Q"L'&*.R_I-B=A-VO M1*)[-"QBT2XZBJ1E*8Q3"C!%-,@X.:HQ:>69]_^.8JF M)B>-44@;(Z*@':R.Z"Z,
(X4J(RB-06D<15.CE\HH/)4R"J'*"$]+H#0&I7$4 M31T >U\C_P/*B&YKG&E?&?7KF@C:)X/2.(JF9B6547C@4;6G54E0>Q3V[5'W
M]7C0#AF4QE$T-4&ICD):'9G42%!M%/;_>*L^]GK)0740E,91M(?DQN52B"J* MJWAVL1+%K;@2:5I:\WR3U?
CF'G/WJ56(F^8+W5Z]=D;CWN?,?L7MYO.QQ,PN MUO&M>!\7MTE66JFXJ9&3E\V5ODANE[M?JGQ].:KOD:_SJLI7VQ^7(EZ(HEF@
M_OM-7E]KVU^;#N[SXLMVM6?_!U!+ P04_" L/BY:4O '3]P# "B%@ M&@ 'AL+W=O&ULO5A=;]LX$/PKA H4+=!:

MHF0K=FH;:)T++@<$"-(VQ3TRTMHF(HDZDK(3X'[\D;*B#ULBZH+7%UN4=H<[MRQ$]\YGS/^)/8 DCTG":96#A;?-+UQ71%E(B1BR'3#U9,YX2]89\XXJ< XG+ MI#1Q?<\+W930S%G.RWMW?#EGA4QH!G<T8FIJ^JXJB|#OGG!.*

M,HD22AYI0B4%@=Y=@20T$>]UE*E=/ZD95:5\.I?D# MI?U59",4>!^0[_EC]')X /&!)41J MOB_H7W1+GFE:I'W$C"CZS;P4.8E@X:A73P#?@;-\^P:'WJ<^DI; .H2#FG!0 MH@?GR:./2'[^G&8)"PGT9OI;AE, M)W-WUZ9Y&H.Q5\=TJI_4U4_.D"C-AB1J1#EWN2R!=0B'->'0ED1#FYPM@74X M7]2<+WZ'1"]ZY'R]>/EYS %68!-4[Q!L-0L>M^0X&8V/)%M%M34[Z9!4NN-1 M<"S=GJA@-!U0;^-HL-G2_/&"1Q;YU&I+/7SA):EW?C MA?#$FF:M&B);:%W>C27"1O=A3;/AR4;J'0OV_[!!N/%!V&R$:F%_YZB=R]*

*MN/K_:7029L2S%]H26I=_8Z7PU)K K5HH6VA=WHV)PD:_8DW@L]/M=CH*CS7> M$S4;X?Y-V6\\D6_V1(/:'3849L2S#Q8LH77Y-Y;*QI;TZULU4K;0NKQ;9TCF M0R1+VJUFZ:C2.S$4_5''AL)M'2#]FT]M;PC:;XR*1D:7FY!1(#UP']^9HQ^3K0QY3UL?3R/U!+ P04 "L/BY;96*B M*/T$ ",(&@ 'AL+W=O&ULU9I=;]LV M*%(;_"]$50P*XT8>_TLPQD$32UB$!@F1I+X9=T!)MYY!Z#TWJ,*,595_X'"$!GO.,\$MG+L3BPG5Y,D*2OW;/QB!8BPP3=,\"+/(?LY1IE M='7I^,[KA0<\FPMUP1V/%G"&'I%X6MPS>>;6E!3GB'!,"6!H>NE<^1>Q/U_"M?<Z\[+SDP@1S]NT1)EH L>4$))@C,,=2K0*;BA>2Z/9-N2+V %M&8-$ /G]1-XD,.+@)$0"XHR?2LS38PA.WIV"=P 3\,><%AR2E(}<(1NOFN F M54.ORX8&;S0T '>4B#D'$4E1VJ*_,>L'^_2A63_M_45>Z5EL7O%IW M'1B)CVAQ!KI>!P1>T&M[(&;Y[P4QRL-]\LPHC\SR$"52[FMYMT4>'RX/#,^R M6P^#KN9UW^!]>[*W97(9J]*

*<>2\T5%WP!$W3IR,F (I9$SOCGG_R!]TN;BS9A MH4U89!,66X(UW._5[O=,]/$US"!)$#B9H!DF!).9?U1^YRTSECT&.=LPF+;,)B2["&<_W:N;[1.3U]+?7TE:^G+P#3O^74 MJ6>R-OM*YF##OO?=H+]MGS'RL?;9A$4V8;$E6,.^06W?X+"!ATBZ9\@-=H=<M=]CWMCPSACO6LY:0NZ,\LADRM@1KF#&LS1@:S;A*XOQ3N0Q,<0(S\)$D,3X8 M&N V\K:EXY*AH(QM>G'?HH"BG6IE(\I>"Y@A0IE)*=F*N"@]+]'K]S^A9J"L*'9$B1TP3_VK+ M+V-OCLTO\Z/YW/+B.ETO)]9+B+9LL]G.Z/NU,S:C;^:0S)!Z,=|2D.E\4O$ MA':,4"$#+N"+2@UN2$G?6Y<:.RY/_F:<*9BL);-)"J[3(*BVV16LF0;!.@L#NJ[69=[3/P7,"" M!]P366U5;(O6]&1=Z_*-Q12YT$^Q&HKMX\QJ\^U@NVG?D>92=_77?R#R@\`M_8\6UN;N')T35EMC5FG1'N/^TW+:5DN;2;>NEOG6RE5ETM%^[Y;"!CL_38CM1BT1MR?EV%;$T@UW8Q-5#J69WN[F\EVH(*+>MZI+;:]>;L M&E/NT]]!)A=!'&1H*I'>V5!VCY5;W^6)H N]53NA0M!<'\X13!%3-\COIU2^ MC54G*D#]#PCC?P%02P,$% @ +#XN6M-37^#U P I\T :H !X;"]W M;W)K@&3Q]TFD6X7 M3KVJ)ZTNZMUK+TP2:P&GMI-LI7[XVL"2<$=8R$[?)#S-;^S_P(1_/#*^:2V M)H\ITFF%LY6Z]VMZZIH"RE3 [&#S)Q9"YDR;7;EQE4["2S.@]+*$]3UOXJ:, M9\YRGA]!D.NYV.N$9_ @B>JG*9/_W$$BC@N'.B\'U/O-5ML#[G*^8QM8@?YK M]R#-GEM18IV"IKC(B(3UPZ:T.ZLP'Y%5\X'-79-K%3>13BR>Y\C!>.9T<$ M"43:(ICY.L])(DEF7'\74*=*J<-/-]^H7_()V\F!\@4W(OD*X_U=N','!+# MFNT3_5D%=_LN13B+, ,??PCPMRP#_FP ZNA P+ .&73.,RH!1UX!Q&9!/W2WFG@L7,,V6!A.VD "(S$)J3AA=)KBE.52&_JI"? MHT<7T.]CMN'"5"?F$4O(QRQJ4KR58;O-K=JQ"!:..2<*Y &EW MCY\W\&CU^!7BMB;I*VX!F]8S?ILR1$I94VU6J3;KVS[OZ3;ETLKN>]-C0D+M,&AJQ6GINJ/#=7]Y0:3/DQ80$F+$2"U>2GWLED>6_L*NV OG5 I04EC;[6 M@;"RUD4^<[+TBB;T FGM;FC]![JD-&=76D1/C45H3="[")BT)468M'JI3I9 M6NI?W9 HJI5%I06HM!"+5B_"R<[25KO6I2FAVEI46E#27F]*_X=GI2?32MM= MZ[W(#B#SOU77+-)"-NJ,ZEQ+&AV?*4,'WJPN3(":-,2BU64^V5?:V[^V]/[. M[Z;M67L7!M7QHM)"+%]]?B?32Z]WO135]J+2 E1:B$6K%^%D?>E;O6\]H'&PO=V]R:W-H965TTY3F07$)?63MSB]8;+$_9R7L$UND/\OKJA8F1W+!DN4,DP*0%%]X7UMS3U/W!I05_S&:,\.CH&\E4="_LC!=;,P'#DCE*.42PHH_G;H$N6Y9!+S^-N2 M6IVF!!X>O[G]T.AY$M)SNI? ML&]J_="Z99Q4K1@,8,"E\T_?&J-. "XP1L KP5XQP+!%N ?"PA:0' L(&P! MX;& J 5$M?>-6;73,>1P.:=D#ZBL%FSRH(ZK1@N#<2F?K#M.Q54L<'QY7>Y0 MR0E]_@)*\1R?Q(A#G+//X\3/U^7CU7S! M&WRW<"_BYHABF#-=% T\K.%R&=DMO3"8.(XSMW>'GAMEY/IUSBJ8HH4E%BB& MZ Y9RT\?W,CYJDM (^JYKB)Z-;9H,A)9+P;_B\$WQO @EL=37)[>4)(BI@VB M(8@./F=F9J#46=H#JJF.U.SOQI3,QF)K!=#T,40&&-(<(G%6I>!-2&9-H5 M=<29^FH,1IVA,:BB,S=08QA3,QF)K!=#V,40&F/X13C,7Y[';H<0F6%"%Q? M\SH8A8;F$"HY^+[GJ4&,*9J,1-8+(N]"B(Q!?,O@&A/P$V4X%8E**\7/J>/^;D M$G5RKW(];Z>=M]/W-G(CP5!WIXIK0:0N@[%:IFWD8TXM437?\';6>3M:[9W/8-=Y_5KS7EOYS4S##6Y9>L]PS/ZDM]M184ZAOOJ/.+]')FIP^^"YVC4Z+!6*'Z_V3%:&OC@-<5!#30HRTYAM)!YOO M*LN??+Y5[]6ZF1^ISJMEFB23_ZLVEMH'NPYR%^HGI&M<,I"CE0 Z9Q/!0)N- MG6; 255O1#P2SDE1'VX0S!"5!>+ZBA#^,I![&]WVVO(?4$L#!!0("P^_M+EH?&0+?Z P &#) : >&PO=V]R:W-H965TA^&O8F57JU8Z;>+' M(+9XGJ]4>]6R[K]-@(&H2T\0<3J5^^:'5"MP)EZF,3TYDU+@N>:Q/Y/SC _/)P_5JO?UG=E60=?%O/E^F)P5]?W9\/A>GI7 M+B;K;ZO[7 MY]5#/9\MRX^K8/VP6$Q6?WQ?SJO'BT$X>'[B]GM7;UY8GAY?C^Y+3^5]<_W M'U?-H^&+%9DXTV#[1&_S,K']=[7P>:M_%I5OVT> MF.N+P6CSBLIY.:TWQ*3YW^?RJIS/-U+S.G[?H8.7/C<-]]^UN7VS3=OYM?) MNKRJYO^;7==W%X.307!=WDP>YO5/U:,N=V\HW7C3:K[>_C=X?#HV;7]S)9/_Y]\V9V(O0:-XVX0[1I$QS:(=PWB8QLDNP;)L0W278/TKPV2 M5QIDNP;9L3V,=PW&QS8XV34X^6N#I)4&I[L&I\> ^AW#T?.5&VPIZNN3;>LDG M]>3R?%4]!JO-\8VW^6);=-OV39G,EIOQ\:E>-=^=->WJRX^K9JBMZC^"R?(ZM$+|_S.Z;XJ^#K_*RGLSFZZ^#;X*?/^7!5__\^GQ8-_UM6@VG._O[)SMZQ0Z# M'ZME?;<.Q/*ZO':TO_*WCPZUS_WMXT/MA;]]=JB]\KU/#[4W!\Z_ M[P0.FT)YJ9;HN5J^C[QB\3#_-HA"X)H%"6N"^IO_JF\]S;/CV\>NR[GH1>_ M]/8NCV_NZEW]O5.G_]Y[-_[F>3EMFH>O-B^.;QYYZBA^^=2)MU[=R+WNR4T%BDL04B6D2,]T+%4=9TKE0!=2I5='I2T6GWHK^ MH5ROSY]??:8/BX?YI"ZOFQ]9FFZFL\GFAR)7+7N]OK7\A&5[I^B;*!N==HN9 M[%60F"0Q16*:Q(SC2H7C\;A;S5"O5C5G+]6<>:O9FJV\?")_"):E\V/9B_4MMY:QS@L)T"4KF>Q4D)@D,45BFL2,XT(E)XY"ACJU"GG\4LAC;R'G>Q_"0?GE MOERN2U<%CSO_Q*19YYU%.7G-5N4:+<*U32JF9VV/YUTKVLXSEUT8\| MNV\]WHK 07K7P@[TKEM1R5!,[S5Y3B>/84;)DOPK5-*H9USEQKUXXCXR2T>M% M&[5%&Y&+$WZM=\626HYJ8J=9/Y&';?<#1:+=*E33J&9@9A="$)T+#3E3+44V@FD0UA6H:U0RJ%91F#XPV6(W\P>I;)SQ^MO=#&BOM4DJBE4TZAF7%?+\=OZ!=6K7=IM"!OY0UCOG.CHE2%_)[T+'8UH M44V@FD0UA6H:U0RJ%91F#YHV.HX2:J*$!LFHEJ.:0#6):@K5-*H95"LHS1X8 M;9 <^6_V?/-$"8V542U'-1%U;W,\'757023;JT(UC6K&<4;<$R7'<7'X^K)0M&_)&_I#WAW*R+N^J^74P6S2E^[G<5*GSUX+\4.\R);4PP0-EE%-Q-W[0./127,\(XX9DO.X M^-6%H+B->>-#,6\U7V]K=-%,@)PK0'ZA=WVB]\RBFD UB6H*U32J&50K*,T> M$7M[\V*;\[*[\[+;\[+[\[(;]+([]+));]+)\[]+*;]+Y' ARW"'7#L#=+>/K]!M\^"=9M\8YK@O#.U5H)I$-85J&M6,ZVI%W6V5"ZI7N[3;##<^E.%:LZ"CEW[\ M;._21C-<5!.H)E%-H9I&-8-J!:79PZ1-C>,.FAJAJ3&JY:@F4$VBFD(UC6H& MU0I*LP=&FQK'_MN*WSPU0C-D5,M13<2.[9)CQ\UA:**U32J&=<9<4Z-#AYGM%VV;Z,;^1/>J6MP_U.7J0(FB^2VJY:@F4$VBFD(UC6H&U0I*LP=%FP7'U&;&M,1K[HEJ.:@+5)*HI5-.H9E"MH#3[;S2UL6_R/KL.^]F^PR3I;I,;GG03I!SM M5:":1#6%:AK5C.MJG7;WS"VH7NW2;H/;Q!_<=B="1R\^>7>U8UFMZ@F4$VB MFD(UC6H&U0I*LT=*FQ8G$30[2M#0&-5R5!.H)E%-H9I&-8-J!:79 Z,-C1/_M+<5OGAVA$3*JY:@FDNZ>QN&I8P$([56AFD8UXSPCKMF1XSA[(W>[;/?^[]H_ MT.W+176@/-'H%M5R5!.H)E%-H9I&-8-J!:79 Z*-@1-J3^@$##7Y1+49\]H?UL[V'2W60X<]S[A78J4$VBFD(UC6KFN(M5 M4)W:A=T&M\FA/PF[/P4Z?MD'S6U1+4)FAVC&HBZ>YL[)@&M2+13A6H:U)A5L6D;XZ;^&%<^K):S^F%5;HOT9O9E\[7SMB_U+=& M42U'-8%]$M44JFE4,ZA64)H],-H0.*4V@D[1S!?5N[!5;!*D5%.HE'-H%I!.?9H:P2]:1OTIOZ@]Y4IT_&+_M16C@BVHV]@E4DZBF4$VCFD&U@M*LX9*U*7-&[1&=H2DSJN6IH)E!-HH"-8UJ M!M4*2K,'1ILR9^^S1[2?[3U,T,P9U02J2513J*91S63=';)=\ZB#A]F%W:,$ MF3\E_J6\FTWG[M\D\C?M7;SHO<"H)E!-HH"-8UJ!M4*2K.'0ILK9]0&TAD: M(.-:CFH"U22J*533J&90K: T>V"T$7+F3>+>/OE! ^6=EN[]"Q@[?I,([52@MFD0UA6H:UCG([_6N:#3[136!.A+5%*II M5#.H5E":/3[;P#FC]HW.T+P9U7)4$Z@F44VAFD8U@VH%I=D#H\V;L_?9-]K/M]AXF:/],.F*G'9BM2;13A6H:U-A3Q0[7=V59YY-ZWY54Y MGZ^#:?6PK#>?YWO/!JORJGH\.R[:##L/"'_"_QDZGC?A6;%]?MCRE^?WD]ORMQ\GJ=K9:VKV>W=RX.ZNK\8A(/@UZJNJ\7VR[MR&PO=V]R:W-H965TSB/;WAZH.PW MCP$$>DR3C,^_6(C\RC1Y&$.*^27-(9-/-I2E6,@FVYH\9X"C0I0FIF-9@9EB MDAGS:7'OALVG="<2DL$-0WR7IC]_0@)/ND2IE3>EOU?@2S0Q+O1$D M$ IE@>7?'A:0),I)OL>?RM2H&6,#1;#! MNT3R\(G$K@ MG"IP*X%[JL"K\-ZI K\2%*6;9>T%N"46>#YE]("(8BI9NZJ*@7Z@E+Y*K@7(GMF'Q*I$[,K\.0[2!"WPA>DX0(AR]68+).%OT7OT<+=$;R[>H@M$,G0?TQW' M6<2GH"YE8,95GD^EGF<%_+<07Z)7.L=\%O05,YT3DNITH6R1F78"%[1[5?>CE6UKZ MA:6;_ONY8[OVU-PW*6KSJD7GBN,_OH^=T).[&M(WS:?.?B\SOX7,L;'_$;*&.+7U#S"[3\ MKB.\)11]AXB$$N27+.P#I_4XD\EB2+/ED&:K@$%H_9878ZZ2V=W!^HZV8XSJ8-:?,8UG_'P.XO6\EP^XT][(_\83S>F9V?I M!HV]H)_.I*8S^;\-0RL[E\"D9_?QCPCTQ'0 =&/&3G_]MO7\U6P-MQ'HO<[% M4KDUQ[OK-<9[]3W<$]7=" WJB'+LQS$HZ9N-XH4Z/WS';DHRC!#929EV.I)Z5 M:[*R(6A>G#C65,CS2W$9RT,L,!4@GV\H%4\-=8BIC\7S?U!+ P04 " LM/BY:JQ5//"@& !22 &@ 'AL+W=O&UL MM9QA;]HX';._2L1-ITVZ*TE,@/0HTE;;NDWJ;EJWW>L ;HF6Q*QBVDVZ#W]) MR# FJ4?HK@3?X\<3'^'ZMJB>&\]DFNA>W0GW>?,C+H^&>LHI3D16Q MS)QBX/'3G4I"RF_5@=O5U<#MSHCD8BEJA!1^>M! M7(LDJ4CE>?S30 ?I/JO"P\<_Z+R^^/)B%E$AKF7R=[Q2ZZO!=."LQ%VT3=1' M^?BG:"XHJ'A+F13U3^=QUS8(!\YR6RB9-L7E&:1QMOL=?6L&XJ# &SU1X#<% M_JD%I"D@IQ:,FH+1J05!4Q"<6C!N"L;UV.\&JQYI&JEH/LOEHY-7K4M:]."6 MJZXN!SC.JK^L6Y67K\9EG9I3L5#.[\YM^1>[VB;"D7>E+N53+ZE049P4K\H7 M/]J2Y^6+5\X+)\Z<3VNY+:)L5+"\-W^O MFU_SB$6W+@5V5:/NJLJF+HM-M!17@]*'"I$_B,'\UU^\L?M'EQY(&$7"&!+& M03!#1[+7D=CH\T]218E36GZARC=5G-W7;[\N97>1JWA13@O?2R4Z9WQ67M^Q1L(H$L:0, Z"&0I/JPI/SW+#*5)')(PB80P) MXR"8H6.XUS$$N:&5TU=9)(R&+=/T_&#L'9DFLDL.@AF2>:[^7]M]AKTZ_SJG MS4#MO?25%$JC4!J#TCB*9JI_D+1X9UEO4X:2$TFC4!J#TCB*9LJI QC/F@OT M<& [J+? ?H=M3KTCVZ2=$=KN"CTWWM!.FY1Z.B/QI"")ZTT>)W?P=MJDU(IK M/>#03 5*8U .:1]%,F77\XHW.,TAHY *E42B-06D<13/EU+F+9XT#^A@D-(N! MTFA#,WQT- DFQSX*S5E0-%,YG;1X]JC%YK>GSU*A,0R41J$T!J5Q%,W47B= MWN0\$X8F/5 :A=(8E,91-%-.'?=XUA2BCPE#(Z"&9MKF=-*:I78UZW!7:&Z# MHIF2Z.3<W=])85N[P&N[X&N\#F_UAAX^OXR"?GV3 T)H+2*)3&H#2.HIERMZIC(MR_3Z6'#T."HH1T:YR0,C[[CIQVMNNP5&O2@:*8@.NCQ[4$/%XM\&^7? MZX69S[%7: P$I5$HC4%I'$4SY==ID3\^SUZA1"41J$T!J5Q%,V44P=_OGT- M4][A49"#>W0,,>3*3FV5VC4 Z5Q%,T43D<]OCWJN8F>[\#0# A*HU :@]XMBF8JKQ,E/SS/@:&Q$91&H30&I7$4S=P1H&,C8E\FU&-/ #1(:FC&*E;7/=IA M0*%],BB-HVBF<#H@(O: Z-TV$\^U8'L7O26%1D=0&H/2.*

*(IF2J\C)G+>?BP" MC8R@-`JE,2B-HVBFG >[LF#;LJ A4D,[M& _<(^_-8/VR: TCJ*9PNEPB-C# MH=LO;QPE\M1)9)1UZ@7-A* T"J4Q* (VC:*.N.F,BY^WB(M#,"$JC4!J#TCB* M9LJ[.R."VLQE!_46&)HBD?:V+V]*6OMCVSNUO-:TFJ/.S!1$IS[$GOH8OGGZ M9!6: $%I%$IC4!I'T4RQ=5)SML1J#Q#Y1&H30&I7$4S913QS\$M1?,#NHM M<-@RMC!LQ07M1ET>"/=B4EY;OKN! MS>Y R4U]PY6%5$JF] <.UB%8BKQJ4K]])J7X<5/=PV=]&:/X?4$L#!!0 (M "P^+EI(SFH1H D &Z# : >&PO=V]R:W-H965T9'8F.=W#K=`"'B(;UZR_$OQ)$2I_+%GLIXPO+M9Q8_BLRA_6WW*JW?# MG3)+EB(MDBQ5-?B7@I#EXK]:(\9-F7^HTSNQV,ZAZ) MA9B6-1%7?Y[%O5@L:JGJQ^\-.MBU60<>OM[JYF;AJX5YB MQGRW^GS M(@X"U/-W K0F0.L;<-8$G/4-.&\"SK\-&+\3,&X"QGT#)DW I&_ 11-PT7<9 M+IN R[XM7#4!5WT#U-%VRXWZ=DK=;>PW6WOR7LAVZW>!J[RVN;C>Y M^F:;OQNRW>BO._SP=8_?'"YZ7,9W-WGVHN3U_)57O]@<+XL=J MUM\^Z\H/?_WQ9EA6S=?(<-HT9;PVI;W3E*H$65H^%8J1SL2L(]Z4QY\=B[?D M\9-C\8X|_N)8O"N/OSH6[Q]9?YH$&%;;?:?QM>W&_ZA)Q3!{_J!HES_5F_V\ MHT/W_7BUSU7A%YMPK6MWDH>[Z\4'Y6ST;N=-->? AGL=J%=W7>.M9Z M*FW=[A_>U;KSYY;=[;_L7>'>GUMUOCQ<%],J7'TW/.@?WK7;A/+P(,YWX5W+ M'O58\]T[;>L0/-OEWI,--=R;)OQV]^/@:===X=59\S7A>K>"IN!]5)82'R9S&X M^]M?U,GH[UV',8GI)&:0F$EB%HG9)..0F$MB'HGY)!:06AB82UDL_Y+OF< MR_2[3WDV%6)6*/\6RI)4:SC="J4;*Y,#TX!T\TIX"K^&E?ONG*5M)%3CCE9]LM6 MQ$(2BR"LE6/&NQPSEN:87V;Q8Y(I@9@ETWBA..FT*X5(C5-3"(GI)&:0F$EB M%HG9)..0F$MB'HGY)!:06AB82U4M%DEXHFWS76FI#)A\1T$C-(S"0QB\1L M$G-(S"4QC\1\$@M(+"2Q",);R>=BEWPN_A]C+6DCI^8J$M-)S" QD\2LB[=C MBW'7B,9^.^-%UQC$(7OGDIA'8O[;U;&-NM9'\';&]ZU&Y*]BR"LE1DN=YGA M4IH9Y/?>NI* U#LU"9"83F(&B9DD9I&836(.B;DDYI&83V(!B84D%D%8*RU= M[=+2U7>-E]{(Y$-B.HD9)&:2F$5B-HDY)..2F$=B/HD%)!:26 1AK>2CCG;9 MIR[DDHZ7DG2:K.*%$B^S===J9BN3$J;D(U?1&.WH>:Z#-FJAFH9J-:@ZJN:CF MH9K?:)-CNU*_-ANB6M3C>&AGBH,*1E6:*9RT%%4'2B6/R\YK)O+XD],$J>F-_MIFH'ZV7T873Y;9(@&S51S4(U&]4<5'-1S4,U']4"5 M1+3IZR+3SB+;/(YK_MC$/D4Y&6\>/F]JR8S\7FT05EE2?;"[7+998J19E-ORA%MI@I9::4>?+X*/+F M*F[]U$1G"M*Z^GPQ;A_F]_(>GIQ;2,U_-1/5+%2S4UH-&_MCMA"M-F(TMII:5]-K$H+`"7<#L<<:\;I6<%=Q+]J[_-5"5(LHK7W<[RM\57F) [Y&'1_^C M]*L!EK=RUDM"\15H_5"/>X MYXU6 *.:KO:LW3309DU4LU#-1C4'U5Q4\U#-1[6@T7IE0['WO3T78-5#-1S4(U&]4<5'-1S4,U']4"5 M1+.*T=D[:ER=K M\O+D:%T699S.ZC24OO=$I]PX.>N@)JOF-=OQQ M![39L-&.7KR,J&;;^43;YQ-YF;*LRD8>>G(.0:N14Q=16OO WU?]:O*JWZ-E-O>[2RC*>E7] MJO+$LAH!;;Z&(9LKY9-0_IG':1$WW\R0SNIK,UE>#XMBY1_K>)',$S%3S.VP MZ4/OVAUYUT],/&@I,:H9J&:BFH5]-JHYJ.:BFH=J/JH%]!:B6D1I[82XKS?6 MSK^K=D-J(,9U5NSWH/$M&::E334JR)7U3E7\13GFU=-]61GMD(KM;7. MVNHW]8_]9C/0OIFH9J&:C6H.JKFHYJ&:CVH!JH6H%E%:. [_L2[U>0GVYMN< M#_\'T/O/D3J\Y"Q]ZS&F@?352S4,U&-0?57%3S4,U'M0#5 M0E2+*.TULPP/OC%^*?)'<2\6BZ)*'56VJ!LYF*KD8EX__''JBU9_X_PWTRWU MVE8[HKOJM=O@\WTX; [9NYM5==H3Q/ECDA;*0LRK+M3G&0,E3QZ?=F_* M;+7Y'ON'K"RSY>;EDXAG(J]GJ#Z?9UFY?5,W\)+E7S:+>?=?4$L#!!0 (M "P^+EI\3&+HDPH '&/ : >&PO=V]R:W-H965TQ0B5_Y<+N+L0^\QSU?7_7XV M>Q3+,#M+5B(N?G.? I,LP+QZF#_ULE8IP7A4M%WUM.!CWEV$4JR8WU7.?T\E- MLLX742P^ITJV7B[#]-LGL4B>/_34WN:)7Z.'Q[Q\HC^Y684/XHO(?U]]3HM' M_:TRCY8BSJ(D5E)Q_Z'W4;T.AJ.RH%KBWY%XSO9^5LJ7OQ1XWVMF.6A?L_;W2C>O'%B[D+,W&;+/X3S?/' M#[W+GC(7]^%ZD? ^:/%NB?D'GI3=+%EGUI_)<+SOH*;-UEB?+NKA8@V44Q_P= M_EF_$7L%ZNB-_JTNT(XM&-8%P] <%YV\4C.J"T;$%YW7!^;$%X[I@?.QKN*@+_M+HX=X;(NN#RVX*HNN#IVE=3!9LL-CB[9;NS6UAZ_5;+9W.K1VUO=;'"UM<7? M+-EL? D7L=J6=XUN_M'\H]EHYN'E_>-;KU?;_=/OZU=Y4[\G)=S(IR]^;W3_^'*MHSR0 ME_MANBT? 2?:AX;::#BMO*.FF'6OQZ:5JU%U5'LY=9ZMP)C[TBN.U3*1/HC?Y M^]_4\>_?7?LAB>DD-B4Q@\1,$K-(S"8QA\1<$O-(S">Q_, (:_6*T[1:9R$QG<2F M)&:0F$EBU@MV7F'EJ?K31!V?#P8W_:?]OD$.Z9"8V['^P\'K]??((7T2"R"L MT1#.MPWA7-H0/L[#ARA1? #&/9N"L>-9U_XN-4[=WTE,)[$IB1DD9I*816(V MB3DDYI*81V(^B040UN@>XVWW&+_K]&-,]@L2TTEL2F(&B9DD9I&836(.B;DD MYI&83V(!A#7ZQ<6V7US\TX_I(.Q*8D9%^V#Y//60;[97NJB=21M MD>MEDYA#8BZ)>>TW5ANTWEF_O=15:QL%T'HU=N#+ [0Y*3]=D$S;=.VI4NW4 M/97$=!*;DIA!8B:)621FDYA#8BZ)>23FDU@ 88T^DD M-B4Q@\1,$K-(S"8QA\1<$O-(S">Q ,(:_4(=[& (C@P.G#E$\BU;A0@F7R3KN M[!YRXM3V46O[1V/GK4,Y'1USBFH&JIFH9J&:C6I.QY97VYO>10?U:FTL']1' M!PTHK;E3[V7!5.E.;<>Y*-Q<2<.\!TQ?7G_R'EU'T[2]!WAP-KA\O4N3@TY1 MS4 U$]4L5+-1S4$U%]4\5/-1+:"T9H/0=@U"DS:(*@JNY$EUK5 HX7P>E8GM MXBA@_X+A*DV6Q0)) ^NWEVF%G)Y$.=`(GT=K_0K2OY^CHH%-4,U#-1#4+U6Q4 M?XJF'0MI MKQRBD.JA+.01$YIH MTE%MQ\NZ)C31#".J&:AFHIJ%:C:J.:5V\"H"&GD\;E ?'32@M.9.O8M'JO)\ MY.$)330166L')S31L".J&:AFHIJ%:C:J.:CFHIJ':CZJ!936:!" [W*.JC4F1 M$YIH5K+6#DYIHC%(5#-0S40U"]5L5'-0S44U#]5\5 LHK?GE2;M I'8H$(E, M:,I':,6-ID]J.:E-4,U#-1#4+U6Q4<[2.F&/'J0@ZJ(=]/JH%E-9L(IL(IB;/ M8/YSG6=Y&, ^C^.'M8PVY<7*3(#4=U:;H9J":B6H6JMFHYM3;H0 V.JA7:X<" MV.B@P<%7VMRM=\%)31ZMX=0Z?[L];C%=OEXG\P T:(EJ)JI9J&:CFH-J+JIYJ.:C6D!IS1ZP M"UIJTB36Y+-(9R+.RQ.:1?3'.IJ_G-\48]V+5,2S[GD--(59:XV@A7JFO>X9 M:++H2U0Q4,U'-0C4;U1Q4SKTJ6+.,E)9$\C1X>1%H?<)2753I;R\41S>!6OH(G MGY*@J4Q4,U#-1#4+U6Q4** Y% M\F_*_>;2:7UJ4O:1.[$Y9^F\U=8G^0@G'YQIHF1PT28IJ.JI-4!T^'@73,Y M0S1!BFHZJDU1S4 U$]4L5+-1S4$U%]4\5/-1+:"T9OO8!4V"\J IE%X-R]@[E["W*V7N4LSO>\91B^GR%W)RTR_U]5,_M5+-0S48U!]5<5/-0S4>U@-)>FD8_>Q0BU\,\G-PL1?H@;L5BD14[=W%B4 ZR M]ZQ2'".47[]Q_5'K]5O/&^JUJ78\;ZO7;M?SGGKM5_W=\-.;E9%,_+#]"&* M,V4A[HM5*+M!3TG++_78/,B35=$R>N643G9XLJQ\213@7:,E \?OD),DW#\H! MGI/T;_4R)_\#4$L#!!0 ("P^+EIU:15"6 H $:* : >&PO=V]R M:W-H965T7KN*QNYK?C8I.+>-$$ MK5=C8S*9C==QDHZN+IK[/N=7%]FV7"6I^)QKQ7:]CO-O'\4J>[@W1H_*XMD+= (BR5(M%\O+T0?]/#)/ZX!FBW\G MXJ%X\;-6'\I-EGVM;_B+R]&DWB.Q$O.R)N+J?_?B6JQ6M53MQ^\M.GK.60>^ M_/E)=YJ#KP[F)B[$=:;Z3[(H[RY'IR-M(9;Q=E7^FCUXHCV@:>W-LU71_*L] MM-M.1MI\6Y39N@VN]F"=I(__C_]H'X@7 ? KQC@"C#3"&!IAM@#DTX+@-.'X= M,-T1,&T#ID,SS-J V= ,)VW R= ,IVW Z= ,9VW V= ??+TS$U>A\QVA3P_MV8.?:? WIZ=:;YWO\^,)J7I567,97%WGVH.7U]I57_]"\M)OXZL68I'45?BGS MZK=)%5=>6>*FU'[6?LGNQ?I&Y)HQ,4SM.DOO15XF-RM1_:84A?:#)5O8^&DK1$O,CS3C]J7G:)#MT/2!< M-W>&6^KPZD6CS&ZKPX/MZD@S)TWXL23<&;#SIKXSN[LO>ZK,[@T/EV7W_]RQ M!^KP+V*CS[^N8?'R,.I9'U<.3\V(3S\7E MJ!_%"*_%Z.KQ_U%GTW^+JL$$K-(S"8QA\1<$O-(S">Q@,1"$HL@K%>5Q\]5 M>:S2KS[GV5R(1:$M\VRM)46QC=.YT++*E-G\Q/$B;X<$F_A97MV1%K$QR:!&3 MF$5B-HDY)..2F$=B_B,V:;!ZMGA_I<^FD_J_B_']RP*5;&A.)!N&Y.Y%$-8K MONES\4V5Q?=A$=\FF?9)+)))YO-+|="ZK+:.5Q:&V1F$5B-HDY)..2F$=B/HD% M)!:26 1AO1J=/=?H[%W#UAE9E21FD9A-8@Z)N23FD9A/8@&)A20605BO*D^>_MJ_+D_S%L528YM(A)S"(QF\0<$G-/WH[YIK+!H?=VPQ/9V- G]RX@L?#M$1@3 MV2%$;S<\>_60]$KF]+ED3I4ELV?Q5U8>2O#0\B QB\1L$G-(S"4QC\1\$@M(M+"2Q",)Z!7OV7+!G[QIYGI%526(6B=DDYI"82V(>B?DD%!:82&(1A/6J4I]T MGZ5.]HP]DW2>;.*5%J^S;2]M435Q.)&BFM5]DI%(? R\BHVD=2=JI+*V+IO50 MS4>U -7"5IOM>X C*FV_?E[T(NC*^O'34E1NJ>5Q*9V5J>,/+AY2LUI--UX\ MRLCR>GKTB&3,JCFHIJ':CZJ!:@6HEI$:?TB-+HB- 85H;3^E*$'UQ^I6:AF MMUK_/6GV^@^E@R9U4"K;T$/WST>U -7"H8]=1*7M%U#7F**K.U.4 M:Y%H#PJI6:AFHYJ#:FZK[5L6I-"L/JH%J!9*'A'][/1M97V/!A*]ZR#1E1^% M#UB+? +RO^:;]=E/]4U7B.DGCYKOSV5(K[X3VKSQ.B[C].GVZT#9YDN5:F6FQ M]L]MO$J6B5AH3A543<#2VZ/A"YQH(PNJ6:AFHYJ#:BZ]>:CFHUJ :B&J1936 M_WYYU])B3-ZUP&F@;2RH9J&:C6H.JKFHYJ&:CVH!JH6H%E%:OT2[KAE#W373 MG,+CY9<;=-J]SJJ6#JQ;MGVFUWHKIL73)%,WKH)J+:AZJ^:@6H%J(:A&E]2NR M:Z$QU"TTGT4^%VE9#Y-7R>_;9/$X;JYR+:Ol;#J7+LBJS8-K$^VM:;7>@JQ^ M9+RN2S*G@VHNJGFHYJ-:@&HAJD64UJ_+K@''4#?@M'49WS;?!Q3+I6C. 5?/ M6Y^^(KA>5X5:E-G\JU9DJT4JF2WSY/:VFBG/GR?$TO)%FW)0S6JU?>6+-MN@ MFHMJ'JKYJ!:@6HAJ$:7UR[=KMC&4G0('KEFEBVK+FZR\DZU%-'HK ME9Z(_&.;X66#ERX]I]"U>E\.KD"T\0G5'%1S4MW6K2["=5<5/-0S4>U -5"5(LHK7_=@:Z[MR=QWPA[D9)'J+(>6*JI9YMN3Z\A' C:.:UT$U%]4\5/-1+4"U$-4B2NM7:]?H M9.YK=%K%W\1"L_+X0;NNWEF3"*1!N=4,U&-0?57%3S4,U'M0#5 M0E2+**U? M5TSE&F\ZZ,9$^UW0C4+U6Q4+))Z)3A>]8;!FVJ,7&V0Y=]V?YE5G>C@HF8OVF6^ M61.;R0?"[!6YV$MRL=? D8B_*Q5Z5B[TL%WM=KN_1"&5VC5"FNA&*FK8>ORD(M^5E/)!O*SWJBWN^#WS?1KB/)0(1]-JHYJ.:BFH=J/JH%J!:B6D1I_5+N&H_,]UVGRT2[MC%#-0C4;U1Q4JOFH%J!:B&H1I?7KM>M0,M4=2M0$].VIQ8P**MA:AFHIJ :J%J!91VF.)C8LI(4HK+N.KB[7(;\6U6*V*JERV M:5DG>7&OEHME?0*G\P_&:/SF?EL_=W3)_:Y^[LGN#_7SJ+E_W*6]NMC$M^)3 MG-\F:.&MQ++:A;I]9Z3E]1OQTXTRVUR.]%'I);HR6S<_WHEX(?)Z@^KWRZPJ M\/9&G> AR[\VAWGU/U!+_P04_"L/BY:)4D&T%X% !^*0 &@ 'AL_M+W=O&U!LK9IK;]LV&(7_"]$-0PLLUL677&8; M2"(1RX!T6;-NGVF)MHE*I$O1<0OLQX^B%,F*9<9*WGRP+5GG(<4C7GS"Z4[(MK_F:4H6^9RG/9\Y:JW"NK491;"_<_/=&QN7M_,@N3T5J3_LD2M M9\Z%@Q*Z)-M4?1:[WVEU0^."%XLT-Z]H5UWK.2C>YDIDE5C7(&.\?"??JX;8 M$_BC(X*@$@0O!>,C@F$F&)XJ&%6"T:F"<248GWH/DTHP.6U?-I9IZ9 H,I]* ML4.RN%K3B@_&+J/6#,*U9^C+8X@^_/QQZBI=PZ(<-ZYJU8Y:W)2J4;>J&)FO M\@V)ZG^;EG_J;NT[Y=UI+ZV@4)BR!A&-C6LFMV9Y ^_BA5/60OHZ!0F+(&$8"-9R:E([-3G)J2Z3K,J^_M@^3DH'>,)@=],X0L,CHLM.BX@?82$A9"P"!*&@6 M'R]K'R_? MO>JX/"'582VIKUV0L @2AH%@+;M\K_EAZKUOW5'I7UMXV(OIZQ8H+0*E82A:.MV["I),&W&O;G5N6*\(3Q%>)%$M!IFI71=]P$I845[=7^'X$6BT\HMNU(T#@2 MO'E!:,)?V-@*2%E:T_18).GV +!5#T=IF->F&;_W1/2^#-)/8;C?Z15N7,4Y, M_BJ62*TI^EL2GI,JDN4)VD@F)%("$? 37EJ1LR6B"L!;IF8ZO!N@_=-J:U%ZS MWL\":(8"2HM :1B*UGYBFAS%'[UI,>I#9@^WH+00E!:!TC 4K6UGD[/X]J#% M1/'Q7IQ^? *%:D5H#Y*ASJ6HOL[=[H,$+* U#T=KN-=F+;P]?'JB,*5?%4)VR M;UN6E".W+FNIYV >=R]A)X=++6'\0O/00,DD)06D1* U#T=H>-@&.;T]P]J=@ MGE")%D*MNZ96,_M^$ORLZ[N39UW0* B4%H+2(E :AJ*U'Y(F#_+?%@CYH(D0 M*"'T$I46@-_Q%;IO9Q$*^/1? J,^L>YD/'9EW0A B4%H'2,!2M_=_U)B0*["'1 MFV;=H",X.IQU[27W]1"4%H'2,!2M[6&3&P7VW.B><99M,T2U?^H'6C:3K.F)*

MQ>_;!7WNHIV[.FZ"PPC%]SI[IKTNO5V%I$6@-Q%:[O:9$^!/7NJ>B99T:)S
*MTN62FCUD1681FU.QR#+=57,EX]\H%VE2&*TD6ZWTPBNN5V*==@==R>_Y^*77-MH*$4*"T"I6$H6NFUN[>=+*-*
R93;^Y=H3W1O+G67UV7ISX;794NHY0NM;3PR$&RW.Q7'BBQ,9O3]$I;B&PO=V]R:W-H965T
*MXXSMC/*B.2D'5XAN#@SPY)N54UIS_*$]NXKGEE"."%")5(JC^VL,2*
*MTK0DZ7'\VT"MML]2>'K\D_ZIFKR>S)I*6/+T.XM5,K>F%HEA0W>I^LH/GZ&9 M4#7 B*>R^B2'IJUCD6@G%*
<\.L1Y!QO+ZFSXT1IP(W,D9@=<(O>"X1F!WPC\ MYPJ&C6#X7,&H$513M^NY5\8%5-'%3/ #$65K32L/*O6#LE)"WV5:*
MIQ8!K!7YBWS1$?T0TRWC9,GS/0C%UBF0+UR!)&\#4)2E\IUN>+|*R-LW[\@; M8A.94*%OLYS$-=_ M3SS'&_;(EV;Y"HH!\9VS\L
L_V>7:KE[5AZ:Y0%$K=SORFT=DS8P7AL8K^(- MS_":;-Q"S"*:DIL\ZC/4R"B3S+4L: 1S2V<1"6(/UN+//]RQ\W>?O9BP !,6 M(L$Z@?
#;0/@5W3>LD#[K?4SK,6$!)BQ$@G6L'[;6#XUK(I 3)I! L@KX@ M&/67!@$3%F#"PAHVK6#E3_[^1<<36;VOL?*
<46ONR&AND^?)=RH$S55OOC82 M+K47$Q9@PD(D6"<,XS8,XQ>EES&F]9BP !,6(L$ZUD]:ZR?&%7 G6!ZQ0O^Z MTHSO\MXP&
F7AJ&&C4Z6L>>TB[@V%[._$ G6,7?:FCM]9>Z>_NK&L.O&\O=- M@M\W"8T#?:$-5ZT-5T8;C"_6_Y&G25A?>MZ+G['72Y]+3%B
*"0N18)W0NE)L;&9+{J+0 E19BT;H\."E.W5=GZ 9ARJI+2[-B(NM M1RT7L6BU]?;)YFVY-W]+Q9;EDJ2PT7AG,-&]B7J[NSY1O*CV<]=*
*<*9Y5APG0 M&$390-_?+DF*=],'=]YW?&%+E=2 M[W!GDS5>DBW"NK4;6KA[N=7^B=S\NIDYC@G M=SS]ER9R-74N'920!2Y2^85O?R?*
*5"8TT+^9I;GZC;76LYZ"XR"7/*K']0499 M^1=_KXS8$?B# X*@$@1O!:,#@D$E&!PK&%."X;&"424PI^Z6YVZ,"['$LXG@*
*M6R3TT8JF/QCWC5KY19F^4)ZD4-]2I9.SD,PE.D,/^ 4%7C!$=YQMB)!TGA+T MF4N2HP\AD9BF^4?[86?HZU.(/OS\<>)*U2]-*
*=^ J#W=E'X(#??#1 V=RE:.(M)23IT(=V_?@]?6377UCTKO*S-C5X-?4VL *-3?ZOQJHN.^SJ/XKT' V\@_+P*
M/3FSRJ.36V]Y,:@OL('A#2P76$;UV&0L)"2%@$!&M9/ZRM']KHLT=!64S7.$4XXP7K'(:2,#($750VLX%G M?
*B;N9M=A:TM]'8:$14"PEL.CVN&1U>%[)HFB2B2P)%WVEG(_V/"7._=;6^CH,"8N 8"V':^)#-Z/5;U*_U[9 MLS?*
*3UV!06@1%:UN\D\U[\5_%C*7F"64+1'3^:K39BNC[_,$E!96M'=OL@BJ MV:,106-T-]4K-4O M97=&&39OB?@"R15!?PO.G*
,,Z<_]C9[^PV:2Z%H:,^;9.K;H^DC$3%A4C_ 4OJM MH$GY/%-M+50U87'WK&B\/RORSX.WKD/FS!"4%D'1VJXW\=:WY]O=4L(2(M"<
MRU57B3!5Y#-G9UW?'5T]0(,R"T$I450M/:P-F'9/RTM^Z!Q&906@M(B*%I[M)K([-LSKA[WEQJZ# MTB(H6MOU)E(']DC]0!G-*
B@P1Y;A\08NF6)BK7>>-.7F]#3K_C7@;[(=:W^N\ M^NU]Z3T.D+0(BM8>AR9Q!_;$75W]>$GT#4 6"V+6"NC4%YM=,<\R=3ODDL?/
M.=IHH=&"KIC@YH%>E15"T+EFY &+)64Y2LE"2;6K#A+E.HQR0_*U66>@ M9F629^;CBF U3],'J.\7G.O7#=U O1AF[C]02P,$% @*
+#XN6K3')#T3 M!0 &B, !H !X;"]W;W)KS+RU4ILKWR^2- M@74)K59<>;|\&S M 1H&!^'1$=$=\/CDZ"TQAG4;&UJ^H:,-=93BID2-
NE%FA+PJ-B2A,T\/@065 M3]2;__)3. E^ZQ(4DBR")(N!R%K2CVKI1R[V^8-D/&$;DB&2BRWOK(:286P9 M3%YYFN-Q8#Y3_VE?
86>DO@I#DL5 9"V%Q[7"8Z?"=UQ1S;J0)(IVR5O"0[RG M;S
(+EZ(ZPS25UQ(LAB(K"7NI!9W8GW0K8$.Z\%.W<=IV2%1/HGJ8LT9W^CB==TCDY^DH'219!DL5 9*V*N*@K*
*MXN*DG'8O@*#LL50;&V)]XQ9Z)3XSZT]%.$IXRO$C<'JE-G)T7<\ 66+ M*K8W.UD,%;8M-&Z$QB=/,MS0WOI"LD456TO?*
*\TY]@<*V]6W<7^AT./-RI<"N M+&TW^DNKG3-.[#J16"*UINAO27A!JJ4CGJ*-9$(B)1!!?VU)QI:,INB#!NF! MG:\&Z#]TW$3'7;+>U0?*
J.4'98BBV=ATW-C,M<#)%L,Q=:NA\9P8[?AKEH_65'3 >AR2>UN >/ZGLI7FN MNT.A1/(%%2)+3=4HR58KG?
*3>@[064&X:]WI?/RR=D"=."A;#,56UHZ_MS<@ MIW)E-V446D7=XLMM O75>N/'M=WNX#>/E[M&[HE<,5Z@C"XUU*CJ(5ENQ"A/ ME-*
*C8G09Z5]9$;@_7E.AYFGE WU*H9Y/3(!Z.\S\?U!+ P04 " L/BY: MIPEU9UL+ "EG0 &@ 'AL+W=O&ULM=U=*
*M;]I8'@;PKV*QJ]6.U"GX#4@VB=3$YVVUU5;-M',QV@L'3A*K8%/:..UJ/_S: MQ.%PP/ECTV=Z,0D)YW<@/&,.?*
*K"Y>,KR+\6CUJ7S?;E(B\O!8UFNSH?#8O;H MEW'Q-EOIM/K-?98OXI*ZF#\,BU6NX_EFT'(Q]$:C\7 9)^G@ZF+SLP_YU46V*
M+A=)JC_D3K%>+N/\QI5>9$^7 W?P\H./R<-C6?]@>'6QBA_TK2X_K3{DU:7A M5IDG2YT6298ZN;Z_'+QSSU4XK0=LKO$YT4_%SO=.?5?
NLNQ+?4'-+P>C^A;I MA9Z5-1%77[I!&{U8U%)U.[XVZ& [9SUP]_L7G6_N?'5G[N)"WV2+/Y)Y^7@Y MF ZMK5UK]S29!F]'5
M8YZD==AOR[SZ.5.*Z\B?5+85G-5H\9SAKYYEGV7I%=YWV6EH^%P]*YGK>,C^CQ_K'QC\X_/C9> MT:,GQ\9+>OS9L?'JR-*
_/(X!A]3!O'VOOY;&^]DB1Z[NWSLA_XW@CSV]I0.GA M_U@OWCK^:#,\:'L\Z>&W>K4=WC8[.S9[2L[.NP]OFUW\W\V7/W??%3T\TK-J MN-
*LVW_J"O_V?WM]XP2O>NWG\D&3.>SU/9O'"4>FLY39=DT;])'Q>K.*9OAQ4 MS[*%SK_IP=7?_N*.1W]OBQ82BY 80V((-M>(.-[A//6&UQ*
*M#9!Q16(1$F-(C",Q@<0D$E,@S(IKN(UK2&YK_XCS/$Y+9Y'$=\DB*1-=M*67 M1/JF%XF%2(P]8^$&JU^'?;L*W,EH-+H8?MO-*
)7),@<0D$E.'?XW)=/>/805N MO W+-+\>2DY_D),JY(+$)B#(EQ)":0F$1B"H19<9UNXSHE-[L?\B2=):OJ MY52\S-9I:W2G!]MI;[3Y9S_]W9
S]4TE$F-(C",Q@<0D$E,@S$KEV3;59V0J M55KJ2BV=/"YU6R2?A[O>3B9';T>3D?7/WL&\\H1J#:ARJ":@FH9I"
*M;79(=TH2EPSIIB51:5'FZZ5.RS?.-K7;#>S'*K5OG-]_K+3S;_:]K.O ^O_/<3QZKQ;72QU/<5[O;S3>6L;0TJ]8X_4&%3C4$U M-*
0G5%$JS8^^9V'N(?5>-LKNN]<-QV*6G[JW1I$;@VHT>KV5E\E_]=R0UYOI>5+,7GL!UECCG;2>35J#"NVKH!J#;ARJ":@F
*MH9I";79036WEDC7#U?LD39,KI9/KK^LDK]):?RU_./=)&J>S)'UH#6QP$-A@ MU+K/@)Z]=V*AG154XU!-0#4)U11*LQ-*
KFBN7KJ[^M2Z+,D[G53:=UC-DA-6V72]===+R_6G,)K;8:;7>9 M>W:P'8Y:KC4>A_M78]";QJ&::+D+TXF_?Q=DR]6\EF22N_WI
M/M3YG]/MS5#T)+VC!.V=H!J#:ARJ":@FH9I";7:,3?WD3D^J2UUDEW$#U2*H MQJ .AVH"JDFHIE":'5S34+ET1=6E.&V(X\TI/5?O?$
[;C&H9J .A*J"91F MQV?>%%0>75 =K5";\3T[5'K6ODF%:@RJ<:@FH)J$:.@JEV4DU+95'ET7=J]0&*
*M.EJETA/V#BFT4X)J'*H)J":AFD)I=DA-I^31G=*?5Z4>F;A'E4I+O6,/K:F@ M&H=J J])J*90FAU[4U-*
Y=$W5L4IME(,J=7^[#*VGH!J#:ARJ":@FH9I";79 M33WET?54KQZ5MOKN5(!J$51C4(U#-0'5)%13WF%QZ9X%K^WN]TPGY=&=U$DM
*MJG?8/KS2HM*S[XXBM'N":ARJ":@FH9I";79B34'ET055YQ:5=GIO5*%'8D$U M!M4X5!-034(UU6B=6U3/E&0>79)1+2H]M'$$?*
PDHSO2,+;F@&H-J'*H)J":AFD)I=I!-R>6= MG=3.>LBFY :J15"-034.U014DU!-H33[1$&F_?+I]JM+.]L0NYM_O_75%3U7*
MWWQ"-0;5.%034$U"-872['R:SLNG.Z^V%4+G-W71=M^M+U2+H!J#:ARJ":@F MH9I";7:Z35GF>RG9_I
[/D#L2<0Q)Y!\,]HNWS3=OETVU4O&V[7=X7^NM9I M2>]&UMHV075&%3C4$U -0G5%$JSPVPZ,3\\,94 /2P+]D50C4$U#M4$
M5)-03:$T.[BF&O-!U1CM]$XRM']#:@RJ<:@FH)J$:LIO]\8"HH3P33?F'SF M[)6U0O?=#- "#:I%4(U!-0[5!%234$VA-#OAIF;S3SMVS(?6:E
*M@FH,JG&H M)]":A&H*I=G!-;6:__/'COE=CQVCY^J=3VA[UFB'#?O^F;.ATPJH)]&:0FGV MAQ"88BR@B[%>*
*[Y>EK;X;4J@60346":.!]1F6]E(*G5- -0G55,O?@W@?;&!Z*
*MKX#NO3J_=**=WM&#=EQ0C36.]:=NW49"1Q5034(UU6C4@&@L.SWPXF1Z<*86W7,W=OY* WC()U11*I\-FVJ2 ,I-4FFP- M_J?*
*G@ZA:CYRBB=ZA@U9.4(U!-0[5!%234$VA-#O$.Q],%9ST(CN UDM0+8)J M#*IQJ":@FH1J"J79P37U4D ?LDQ3%NO5S+*^#P\,K?*
&_B[;^^JJ?I M'4UH@035.%034$U"-872[&B: BF@"Z2.1U4'+6>JFX9M^X#H^7IG%%H-034. MU014DU!-
*H30[HZ8^"HX=6F4O7CO71K3;>V$ K8V@&H-J'*H)J":AFD)I=K)- M;12<5AL%T-H(JD50C4$U#M4$5)-03:$T.[BF-*
*@KHVNCXBO.P.FE=T4(;(ZC& MH!J':@*J2:BF4)K]8<&F5@KI6JGKQP6/VE>T>P&E) ^L;4*C&H!J':@*J2:BF*
M4)H=4%,\A73Q]&X^3^I3L!W9'4LK?=< 4"V":@RJ<:@FH)J$:@JEV3DV!59X MVJ%5(;2\@FH15&-0C4,U =4D5%,HS0ZN<-"N@P[NG@-*
#X^KD<46F9!-0[5!%23 M4$VA-#NBILP*Z3*K9?G:>8&D#K,*C&H!J':@*J2:BF4)H=;E.'A>/3 MUK30PZ>@6@35&%3C4$U
-0G5%$JSPVLZLO#(!59'U!2'9YAK7=-"2RZHQJ : MAVH"JDFHIE":'4U3=N M_?.A8:XN5O&#?A_G#TE:.
M]7Y&CMY,JM'GR\+B]4&:KRX$[<.ZRLLR6FV\? M=3S7>7V%ZO?W65:.^7*@G>,KR+YN;?!?5_4$L#!!0 ("P^+EKTS06LB_< M &5>_:
>&PO=V]R:W-H965T-XF,09V^QI]\,& MB,\SF'OD.YR,9W:(DV_I1LJ,/&W#+T:,+)L]V$X3)<;N?73BW@GH_PWZSC9 M^EG^-*
'D8IKM$^JM2M V'CF6-AUL_B ;S6?G:73?Q?LL#")YEY!TO]WZR=\W M,HP/5P-[\/S"Y^!ADQ4O#.>SG?\@%S+*
*[7Y,^&-645;&64!G%$$KF^&ES; M'X3G%8+RB"^!/*0GCTEQ*O=Q_*UX\G%U-;"*=R1#N)2W,@P+4OX^*
M_JJ@@WK,0GCZ^)G.RY//3^;>3^5M"X-5MGF:G Y("NY]O=A]CD^_":K$QH5 MO&4T/@5 +GI6#TAL"M
*M!&Y7@5<)O*Z"4248=3V'<248=Q5,*L&D+-;QTRU+0_W,G\^2^$"2XNB<5CPH MZUNJ\XH$46'%19;DOPUR73;_ZB>)'V4I^9G*S*
"]UY3WXD0Y)N$2FLV&6 M#U(<.EQ6P-LCT'D#."-?XBC;I(1%*]EJT%.S?M*F9V;IU*`?YA]_0DYSY_0 MC6,$_KZ/+H@S^H4XEN,U?
1X=Y[UIRVR4.CG)GE"[DSRKE93N4RE]NEW&V0 M"[,".W]>E]<#H2-2U@QQWB<.]9D:CFS MX>.I1Y!CJ.];>22,(F$, M">-*
'V.6)P2<7TXGN;@$;42O[M"[[U%CVQ9<;8FH<1G7?HB-A% EC2!A'P@0(MHG#ME2^8IT]IZBD(&] -11*8U :A]($BJ8;Y"2
*L[^S;9@!O6V"I%$HC54T M\]6>0\<4*)I>?D>5W'^GWS8T\;FGM":11* M8U :A]($BJ8;1*6?MCG^7)1A)@G2=-_X)_D;L[ZW2Y T"J4Q*(U#:*
<) ^'0;[MSL2QZ@;LEU_EFK8YV'S92+I_38$&GE :A=(8E,:A-(&BZ>Y1\:@]/,^[0,-1 M*(U":0Q*XU":0-'TY54J(76, 5M[=S'K^[H$2J-
*0&H/2.)0F*EK'[N*H_-,Q MYY_7JU50K$IM^:9BIO0V 30$A=(8E,:A-(&BZ5Y18:GCG-U+'&@F"J51*(U!*
M:1Q$RB:,A"5B3K&2*U#+X$&HU :A=(8E,:A-%'13GN)/7;';_42E7@ZYL2S MH9=T_K)B1O=V!D)&H30&I7$H3:!HNH%49NJ,SF\PT*P42J-*
*0&H/2.)0F4#3= M("HK=8Q16X<&,PU,H30*I3$HC4-I D73#:.)B3_<[%X"ZKY<> M-I\SH%$FE,.@- ZE"11-K[^*,MVV6]N!^QJ48[5[!9IJ0FD,2N-*
*0FD#1=!NI4-,]?P&H"\TSH30*I3$HC4-I D73#:.)B3_<[%X"ZKY<> M-I\SH%$FE,.@- ZE"11-K[^*,MVV6]N!^QJ48[5[!9IJ0FD,2N-*
0FD#1=^H M5-,UIYH=YJ33;G-2;'P)I3$HC4-I D73= ^)2(:=G#CG[S4D[YV3F4?O.0Z T M"J4Q*(U#:0)%T[VE@E;//GNBZD"B-0FD,2N-*
0FD#1=(,H(-5KN9N^;:): MZ5LG'^9Q>M0FD<2A,H MFNZ5DSU#OS<\];J%I^9Q>MYL&ULM9MK_??E9FR,$#@Y_9(8 M?-[G'
F]@(58'JX>](CA(?@1\F#X,=I?OIX3!9ITC@)'21GH3I-YLH#AR:M;L:,8;*/B>/FHL ?BH(P'0:.%PY6RWS?IWBUC {4]T+R*4;)*
(0B<^.JL=S78,5\N]LR7/A'[9?XK3K6%%<;V A(D7A2@FFX?!1WQOXVDF MR" .^>N287'Q&65->HNA[M]&[#P,A]XCX9$TSA)/^>R5/Q/?
*3W0E;WS:F!YA,!\@EVR<@T_1T>-E V:9+QUY"?Y7W0L M8L>S 5H?$AH%I3BM(/#"XK_SH^R("P$>MPC$4B!>"<0VP:@4C*X%HQ,!N!2,*
*M^PHFI6#2MZ1I*9CV%Q:,&D1S$O!O&^&12E8]&TT%DY'3NB; U<'^_IH MMTM.AQLWCG=;T_'I@./\B*
^+L9@/9,FA5FH91T<49_$I+_N0NR'7I^/7"S/C M/M,X_=9+=73U]Y[$#O7"+;)(.OX3]$$BU/\Y'?T)_KR+*$/O_Z^'-(T4Q8_M7)?4IX(JME
*QLJ.0[A(DARYQ&7])KQ>[] I?/^K2]WS]M$NO_6S+KW!UR^Z M]%9'__,Z<)@.D6J*Y?? M)U?ZRT>LP=35]I";7>LO9V77W]?SQONZSGQ?*

*UUE\N436U:ACR>W^JW7_!4^(OE,4B8! F3(6$*)$R%A&F0,!T29O '+HT/A&5>R!(L2)@-`M!*O9?%S9?-QA\],]4>'MF(3DZ/BM'N? 2;O4X)$SBMW.$?A(G3EA^?]M0@2Q? MA81ID# =$F:\M;--R"HL2)@-!*O9=U+9=Y+31RT=]L_!",E'G6Q& 'EA,;F1 M7;>C#8KJUF;UZN,$TLZ0, D2)D/'"%$B8"@G3(&$Z),R A)F0, L29@/!:J>" M:74JF-YT)5]'"659GDNYU? (%;)++#LGG3UQ6>"8*P'+Y>>ADRI=Q,.1HU4BK- MJ$FS,!6R, T2IC,Z5A :#3 @$!9G.!H+5 MK#&OK#'G6N.CZVR]"- G$]=;IKT$]7+.BF!A$F0,!D2ID#"5$B8!@G3 M(6$&),R$A%F0,!L(5C\HC+\ GJZEPN\U?V0, D2)D/'"%$B8RC^B+?.@&F0) M.B3,@(29D##K33UM Y50\S,6S@^[!="973[N5C^#TB10F@Q*4T!I:L=!;9\@ MU4#KT$%I!BC- !*59;^YQ&ZJ.NL$O5K/@_W7NM\1#&1Z2)H'29%": DI306D: M*$T'I1F@-!.49H'2;"A:_<0@GD\,8L\K_]I)=FCC1\<$[1W/1>DYHM^I@9O@ MYE,#)$T"ILHX.(47I-8_U(_V1#[S9W04-BYZ$^=7CH'YAF M]PLS^H69_<*L?F%V9UA]=)T7VV#N _S>C|CYF)O'%.BZ&E";#$I30&EJ2>MZ MAJ|UC--]S- :28HS6+T"&LE@-T=5S?:>2D+YJ|EZ?EDGD^YV6>0- F4)H/2 M%%":BIOK1AH6ZPS106LR0&DF*,WJ[@R,&U)X:GCQ'EQ XFW^0FB"\IN=8OUH MM;=ZZ? 1C_NK=U7X)W\N8L5_%]QIKOX'O3=9^*WNI-7]/[UQ.\4:L[<1;+TQ2 M,V_2TH2[6=JNN'C)M-B@T3Y_:^\EHC0*\H\ [XK@DS@+2[S=11$\;68+J5=_5 M?U!+ P04 " L/BY;*OBRXJ8# #D$0 &@ 'AL+W=O&ULM9AM;YM($,>_RHJK3JUT"2Q@;.=L2TU0=3VU:M2T=[J7 M:QC;JP++[2YQ\NUO%P@Q#]Z&B'MCGN;_'^;'80961\9_B . 1]IDHFU=9 R MO|)M$1T@)>*2Y9"I(SO&4R+5)M_;(N= XE*4)K;K.(&=$II9FU6Y[Y9O5JR0 M"0L./:PM;3C]|T?Y!ZA[U9Y60/=R"_Y[=<;=F-2TQ3R 1E M&>*P6UOO\56(?2TH(_ZB" M$K5=E5)R"(DDFQ5G1\1UM'+3*R7,4JW*IYF^[G>2JZ-4Z>3F2PZ<2)KMT2=0 M^ 2Z0!*67#0R6A:I"@GC^HZ2X'>AB)3<0[%?/]+D1OW[Q#-Q# T+<#*P3) M8K&RI3HE;6Q'=?KK*KU|)OT=Y)?(FL--7WZ?W& M6ZJL^U,,QKSZV7 E:#Y445(YY!"6H(?E G=O+&.NL5@F,FMAF3=8YB_X M[|"FV26ZV:&$DBU-J'P,YUI^[[9;RR?VLTX1H1UT"G%1=#$M L_F:_QM"W=[#>Z<,@.=!%YLGW9=W8K/1Z)++[$_,% M[EWR@:#EF8J?AU=LGEY?T63-CJ-++]_L]._"ZI? >#L(<[M=LG;]3Z^\=GPO&ULO9AK;]LV%(;_"J$-70NTT<6R8J>V@=22L X($#38]IF1 MCFTBE*B2M-WFUY>Z1+4<1Z8:,OY@B]1YWW-TGHA@.-LS_B V !)]RV@NYM9& MRN+*MD6R@0R+"U9 KNZL&, ^P5$,^MD7! .:5**.VYSB!G6&26XM9-7?+%S.V ME93D<,N1V&89YM_ 67[N>5:3Q-?R'HCRPE[,2OP&NY_EW<49) + MPG+$836WKMVKV/5*017Q#X&].+A&Y:/<,_90#CZG<\LI*P(*B2PML/K9P1(H M+9U4'5\;4ZO-60H/KY_@#NM[*#>/D$53(M:G,0Z&T($A,JWJF[OR,;B6IZ9DM56IG 3IHR/M5E>"^4<0?%!1HY[Y'G>/X) M^;)? _M>6]LK#<_*\5Q|URT-(E-RMY*,3\EA?[G7EMJ+9(O5:I%[EY[_@MV19 MIMY944)\GPK,T0[3+:."W)$_O@!J0>CU'_H. M!<|:YD|'T^><3";--)/&A]V.%VVG"YI.5VG>$T8NH&4))BBSWERBD6OQU 6 M)LU"DV:12,/8D%F'ZJ2E.OF/-W^]_D.)FS0+)SI;A$@K*CX7U6G^M&W^]/_= M^_6F&\K"I%DXU6*A%16?B^JP<)V?_]DZK]^O]7L,;;%1M[!Q.[__B[0C8U,5 M=IDP-YFN2"T1AI93.Q:7:C?/Z@+,>2%94!W+W M3$J659<;P"GP,D#=7S$FGP;E&5][S+SX 5!+ P04 " L/BY:/41CA4P4 M "010$ &@ 'AL+W=O&ULM9WA<]LVFH?_ M%8UOYZZ=N<8B)9%B+_%,$P($,->=S&9V][-JT[:FLN25Y"3MW!]_DJT8@@B# MP.;QE]9VB.?E;_T@47@.ZNV7U?KWS6W;,@=? !Q,+S;NSV^WV_N?S\\WE,7LW MV[Q9W;?+W;]9^W!O\YO;[?X'YQ=O[VGU"[;R^V>,=O]|W/]H5TL]JC=B?SK0#U[++KH?>/SU-[I\ M[`[7S6^S3?MAM?CG_&I[^^YL>C:X;J]G#XOMWU9?5'OH:++G7:X6F\?_#KX< MCAV>#2X?-MO5W6'P[@SNYLNG_|^^'GX31P.R\0L#\L. _'3 Y(4!H_4>R M\6' ./:4)H7QAV5T$[G_VT_7#_CE]\6V7L<6V!W@A\WM,'<: MOE>9]\%2J1.&A-5/L. (1MK]X_7R1#\MJN'N*^GP\%2I,@E/AKP]WO[7KP>IZ\.DQXH-?'K:WJ_7\3^\ET?L@++#7L)*R>=,(^ MKD95-2Y.TDX6E9%%& [*H(F&:A!D(Y@2Y> YR$0SR(;YZLWGP1S! M+T?Y<#QV'_@Z\CA!GIST%/6F,O(X%7F/++$&'N@($]/=JM6V;BH.E6;V -5 M[{$Z]D #- >RDI7I.2Q5Y-?AA=7>W>XY\6F_;KR-|GBW:Y?9PE>C+49"..Z38#$JN\^_:%V%TC1*,Q3-#?V1DLF"H?_E:G8S7PU^ M;._FE|/%0"\OO8$/0I(#3])JE"90FD1I#4I3*$VC-$/1W$F1VTF1OZ)!.<"[MR4+2:I0F4)I$:0U*4RA-HS1#T=S)8FUC%E0UK$P)UT]>.Z/.]? 5//@52HV4% M2I,HK4%I"J5IE&8HFCLMK&+,PHXQ4:R$:@8*6%2A-^IKP!Q3U?[%E=>R!)N) M- U96RF5A*Y>L6*\Y)C%>CJTK$!ITM>$/V9D6872=&P3ABKK!M;JP:S'#_;Z MDC @.:%EK#%!ZPJ4)CU=O"\6T+HJNJZ./M+$',F&R[JX+"SCOD>OA-')L90& M/C&29O5*D[XF_$^,9%F%TG1L$X8JZV;7FL$LK 83[AJ @\T]PFR&A6>)TC4 M\Z$TZ>GB)?.!NCZ4IJ.[,%1==R.%57EY6.5];M:S_5ONSLZ1#XO9QOOT&@:F MAA:EU2A- H#2)TAJ4IE":1FF&HKD3Q&J_/"M%PY&C.A"EU2A-H#2)TAJ4IE": M1FF&HKF3Q>K /&A04I=RP[3DV8'Z/Y0F4)H\T)S]*N5P.CF]FD>K*I2F49JA M:&[NK=G+PV:O=TTX/#XYZ>AN090F4)K,NU|2GW14UJ$TC= (,17.3;F5='I9U M_:M^84!RU$E:C=($2I,'VO%;QGPR";?JZ)E%4K3*,U0-#?KUO3E8=-WI&0^ MKN>7[>#C[MKF\:G>FWM4^Z&T&J6) VUZO+CQ9G\[@,].GF...M S4RA-HS1# MT=PP6[^8A_WB|ZRHA]')T29I-4H3*$WF797GOWI!=21*TRC-4#1W$EAGF8>= M9? S2?!B4"ET.R-*$RA-YETG^,)5#*HW49I&:8:BN9FW*C4/J]3P"O_@_P9Q M&QO"59(G!$FK49I :1*E-2A-H32-T@Q%- E:AY]9K+_JC816DU2A,H3:*T M!J4IE*91FJ%H|EW4K$0>A25RXK)_F)8Z.PZTOHOL&JT]4)J,[*%!JRJ4IB-[M,%15- ZO6YX|"VSA[E^K#XY/3F46F$Y6Q*$U&]M"@515*TRC-4#0WPU:SCL*: M-?EOQ<.\Y$S'Z<<:K2I0FO3T,,TFY>CT;2I:5:$T'? DX&*]JF]:CFZR&Y6B_ M,@H#DN,YBEN"J-&R J7)V"8:M*Q":3JV"4.5=1-JI>:H1VHFB9XP+#FMXPA- M4J.U!4J341TT:$V%TG14!X:JZ8;4VLA1[/U'TP5.&)TXF./_K/VH=49J, M[*%!JRJ4IB-[,%15- [C6/(["YC%>NH1!R3$M8]\#4(6(TF1L$PU:5]$T'=N$ MHG)AVEU2A-H#0Y[AHV;]+1 MJ@JE:91F*)J;=.L2QV&7V+ ^R'08D1QW=_XG2!$J3!]KQ.\9L6.3=>QDT:%V% MTC1*,Q3-#;N5CN-HZ1BQ2!Z&)0D=NKRC$ W?*(T@= (D2FM0FD)I&J49BN;.&]MQQ\4KKOV/4;6+ MTFJ4)E":1&D-2E,H3:,T0]'JAV352G?Q&)5E4H34<^#H:J MZJ1U8@WI)&Q(^[U1&) :STGWTR3[-J5&ZPJ4)J.[:-"Z"J7IZ"X,5=<-J96; MDQZYF>1]PK#DP&8QKJ1&BPJ4)N-.::-"B"J7IN!8,5=3-J?62D)A[SJ9[G# Z M.;5Q>PIKM*I .3*RAP:MJE":CNS!4%7=X%H!.0D+R'CW$@8EQ[2[*\]O)&JT MKD!I,K]++!JVK4)J.]L)0==VP6E$X"8O"@S/Y$+\U(@Q,#BTJ#%&:0&D2I34H M3:$TC=(,17,GB)6*D\DKZI$)ZA)16HW2!$J3**U!:0JE:91F*)H[6:Q+G,3> MC#9*CX1IR;,#E8G>?]:[I(=652A-HS1#T=S<6RTXZ=E@VJ=:PN.3 MDX[N)T5I J7)25>U^9..ZD*4IE&:H6ANTJU4G(2E8L02-VH545J- T@1*DP>:.M\Y9Q4DVGGC>^J'U$:1JE&8KFAMW:QTFT?8Q9*D?5(TJK49HXT++Q<5;+-Z>? M%/"ML&'PL 8]-X72-$HS%,V)/9X%D/? O8W0N@JE M:91F*)H;>NM2B[!+#:_R1^^,"%=)GA'HYD^4)E":1&D-2E,H3:,T0]'<66-% M;C%ZQ:7_ I6[**U&:0*E2936H#2%TC1*,Q3- G2Q6)!=AD9RX]!^F)<^,<=15 M=HU6%2A-1O;0H%452M.1/1BJJIM5ZW2+GHVB?S>S]6?3E3(HC09 MV4.#5E4H3:,T0]'<#%O56H15:_+.B# O.=-Q"K)&JPJ4)GT]5/FP./U;7K2J M0FDZ\G&P5%4WK5:0%F%!V]^- PH#D>'8_KM(O4VJTKD!I,KJ++!JVK4)J.[L)0 M==V06K=9]+C-)-T3AB4'=AKC2FJTJ$'!I,JZ%!BVJ4)J..\%01=V<6BU9Q-Z M]M_P.*BD+.+V%M9H58'29&0/#5I5H30=V8.AJCK!+:V +,,",MZ]A$&I,2T] M>_.\1J)&ZPJ4)J.[:-"Z"J7IZ"X,5=<- JQ6%9<\'2CXYDSI^9T08F!Q:5!BB M-(`2)$IK4)I":1JE&8KF3A-K%:,Y;QJJJ?&]\4?N(TC1*,Q3-#;NUCV6T?8Q8*@_#DH./[O-$:>) MQ]7=.7U,/HY'2C>SM1 MFD!ILO3L[?1>P:!N$Z5IE&8HFCL)K^LP_XS87D>=9\HK49I J7)LKO',Q_Z ME_!12XK2-$HS%,T-O96I95BFAI? YH[=&A*LDSPAT\R=*$RA-HK0&I2F4IE&: MH6C.K)E:DSL=ON+:_Q2UNRBM1FD"I4F4UJ TA=(T2C,4S9TLUB1/PR8Y<>T_ M3$N>'5G457:-5A4H34;VT*!5%4K3D3T8JJJ;52MUIST[1?O6Z\/CD]/9O:6K M/YVHD45LK*'IJVJ4)I&:8:BN1FVKG4:=JW)6R/"O.1,QSG(&JTJ4)KT])!-`MRZKLO$!%RRJ4IB,?"$-5=>-J%>DTK$C[Q5$8D)S/<:1,J=&Z J7)Z"X;M*Y' M:3JZ"T/5=4-J[>:TQVXF"9\P++#FPDQA94J-%!4J3<2TT:%&%TG1<"X8JZN;4 MBLEI[!UHTT5.&)V"6*LXK5[3CZ R$:75*$V@- (G2&I2F4)I& M:8:B.9.ELC*QBKTO[-1^6U3!W7R_A,\@ M=0Z@-(`2)$IK4)I":1JE&8KFS@'K""O4$89IJ:\0**U&:0*ER:IKX?SKVFA9 MA= (T2C,4S0V^%8[5=PK'\/CDJ*,;15&:0&FRZFK)%Z*.>DF4IE&:H6ANU*V7 MK']9*_H"0.2LXYN^T1[J7)JOMQF^-\5$RZRS]H7872- $HS%,T-N[6:58_5 M3!)&85AR\$E:C=+$@>9HE/Q-D9UL$(H[K$'/3:$TC=(,17/C;/UG%?:?W^.5 MPNCD<*[/[E&:0&FRZMYS]H4K&%2;HC2-T@Q%!M:M5V*[&2ZHP*#GSZ)9/ ME"90FCS0W"N9B4]DH7452M,HS5 T- _36S%8]'^X9E%W1.X3"59)G!+I-%*4) ME"916H/2%$K3*,U0-'?66$5<35_1@%6H+D9I-4H3*$VBM :E*92F49JA:.YD ML;JXBKVC;[H!Z] JZU6_4 N,T@1*DRBM06D*I6F49BB:,P>RH=7 ^Z]!!]:# M2WV1^(;K?;M9LX4%BY/1? 31L8<7B=`0?!BM\DMSL*+D]|PKNDU@]@/2L>CQF M469E->UD%;6Q+$YZ^W@AJZB097&:Q1D,=Q+H_'C082N;O(6N!Y@><(^]?"'@ MJ(-E<=+7Q[@:5=7X=.L'6UBQ..U|/%YX,GX-R9H-1T?9_5[-VD-(#VM7/X[* MH]JRZ?T//5A8L3OH:> <&CLI45B]/QC1BL\DE>QT=Y)4UI#RT]NU&BL6;+"A8G M([MHV+**Q>G(+@Q6]B2RDZ/(OIX- [6&G!JAC"5^X4D!=)XN3WCY>N!1&=2>+ MT]%]&*SP28R+HQA3.K.'E'[;KN8;E67EO6) ;26+D[Y&7O"5;&7%XG1\(P:K M?)+;\BBWWVDD=S__Z?IA>;7[AW_NKH9GR^T+3\6HDV1Q-8L3+$ZRN(;%*1:G M69S!<"(;%J=8G&9Q!L.=S)QJ;-Z$1:7X M>GD[6]ZTITN"@^O5>O^S;Z\Z7PZO.H,?-H]O!'[T3Z-(=]ES5ND3!+67+$ZR MN(;%*1:G69S!<.X$R8X<9A9VF/_.I5GTGY#U%$]^W4%Q- 8L3+$ZRN(;%*1:G M69S!<"?3ZDBP9MEK7J]EK'U%<36+$RQ.LKB&Q2D6IUF MKV5="'>B_7@N?5?H$814OBL,LKF%QBL5I%F# M17N]&$I\L_^\M?7\OO:YF^WJ?H\<_+;;;E=WCU_>MK/=2]'^@-V_7Z]6VV_? M[M\6:U_?SR]B_\'4$L#!]0 ("P^+EK\^N@?408 "0_ : >&PO M=V]R:W-H965T/E< ME)^JM5(U^YRE>74U6=?UYL)QJFBMLK":%AN5-J\\%&46ULUF^>A4FU*%<1>4 MI0YWW863A4D^65UV^^[*U66QK=,D5WD4A75+2)L_CRI0*5I2VK.X^\!.MGE;_/W/[_0?^DN MOKF8CV&E@B+]*XGK]=5D.6&Q>@BW:?VA>/Y5#1W1#:WJT*G?13=Z)7E[H]S79?-MTL35JUOU]6N8 M-SN9_'N;U%]8F,? LOBZB3^LBC559_DBBI&;OV%U31%66:CCBG4B>DECE M<<5^$JH.D[1ZTQSU/7-8M0Y+55TZ=7.*,2(G&D[GIC\=_HW36;#;(J_7%9-Y MK.(C\0$=?_Y:O*#C/4X G$;;G<#\1> ;3A)_V^93YKMO&7?Y[-@%T>'W:D.& M"SI[0IR=\%EPABP0$B:0,_F"&05:[@JT M/- &S8&G3O@,R^UC5K5)*4$I#SO.=G.=CY+3M\^>O==. 3#M6QU?32>H(0QC/ MU1[$A3__!N2"$(...E:9UQ/*X1 ;;?:\F4=]TZ/=$RKW\OD,DL MH^N I DH3:)H9KVTZ_3FI^Q?4 -<*I0DH3:)H9IFT8?5HQVK=OWJ.-R=:3D:G M&ZVT55*)2FI*J*VF1QJEE\YT,V(0!3684)J TB2*9I9&FTQO>"3L8A[IU*$U :1)%,\NDW3HG;:9U!QLPK_6< M@$XW6FJ[K!*5U111>VE.>^FA-P7V RD:./K^AD[;0FD213-+H]TWGYVR#4%- M-Y0FH#2)HIEETJ;:TW.]UFT(;J\'FC?;:R^+Z>%_1T&32A3-5%K[9D[9KI7 MV8^CH'/!4)J TB2*9M9+FW1^R@EA#C7L4)J TB2*9I9)&W9.3PM;-[*E3:TF1XZDQ@QBH+:;BA-0&D213/?3]3FVW=/V(1\J.>& MT@24)E$TLTS:<_OTK+AM$Z(QHPOB_=>D<7?*

J+0Z&4="L$D4SI=;^V:=],]VL MK(=1=);1E8";;RA-HFAFO?
9>L3[I.],8EZRQ;UEC7[,^A5WWM5WWZ4$=+:Q2MLEE:BDO83.WFK@3)6/W3+LBD7%-J_[=:N[O;NEWM?=_N>#_M_<[D/V";8WIUX_?*
*AF4C>L52]=_@W>E9,]8H^R79_49=;+HUQQ^+NBZR[N-: MA>\%"0 4ET M !H !X;"]W;W)K=#_3TDABPX=*4G92[(_?(45K-#)U-*
9,>93+X9.(.7#WY+EJNZ^6 TO5['2_$@Z@_K^U^&^U0YDDF\BHI-)A")-&R0YCS\[MT,&.LQFX__H%_:=VY^7./,:.5"*
(OTW\F\7MT,+@=L+A;Q)]U_*YY_%MT.!0W> MK$BK]G_VW&T['K#9IJ]+K!LL9Y E^?9G_*D38F^ 'QP9X'8#7.,!7C? ,QW@
*M=P/\@P'NL0%!-Z#=+]=%VWUOAHKB.I]=E\/B7-]Q7[+A)UG*35]^P-&[%J M%9>B8DG./N1) _6F>7V7I&FS\?*
6HEGO6S&\TZ_;B=KL7[I&]F+"[(J\7%>/Y M7,Q[QH?T^*M3XR-ZO.,2 "-IR!:0;Y M.X-
\"GUZE^1)MLE>#J%BP69%ELGZ4S4FR3=-0:K%G"W(F-R @M1EO+M]NO_M'#_F;DE>6_.V8),6K+E2/TV=O2T[PN2E(/--*
*%^G2\!Z"I+,U8O+ZU#@P DG'06";$1<[(RY((]XMEZ58QK5@R[*H*GGH M%S,AYI64^DV?SB2:K!.4)?[H2^)(6^WSRFR4P>T;*R*
*M-.O3=9G,!%O+DZ"M]WU:DX"V6F_!+O>TGEP,+[T#N9&4'2FR7VUD_N*E/M? M*XG9E!&6[TK-*
85F7D;2JY>JIL8.Z[)),MCY<&5YVD:0AL;>B$/ M]YG(:QGN&S^>MDE-UOL#9[KRWQNQ2"I,;SHTQ]VS8SR\.+ "RLE1:+H9>U':
M,32C;U6:/:B,>1!%BFY=N7:YS9+57H6UCXYK\Z:H.^D@;)R%)KNE*N<)@6[$_-D%J?L?*
*3[K%9H$L18:B19!T3@*3;=#Q6[GG+G;@09O*%H$1>,H M--TF%;Z=_U7Z=@P3DIV2M\4E"CB+4-5:9V,&&8N=TD-UI2FL-3S-R%*,NHLJ[*
M#CSP.D8A-:2)K:4T(N4H4EU-%6>=KY=G'<,,&M)SLA;:D):C:/6>EH]JK[M>+ MJZY)P
SI"=GJ;,3)49RZR"J&NO\7,=0U"XXA/5MK!\Q8.8I5]T %3)<.F)VZ M]]C]3M$VS[PC:M^.:%A$XH60=$X"DVW1H5-
]YQATX6&32A.!$7C#3=)A4V M73ILOL^3.HG3KCRU-YFTRYQ>4Z#=VPYM?]5R-70/?YUOM!5'S4P7405'EPZ. MX8%X+%[4ZTN":^C*
MY^NJ$]*$UF)?FI0Z?FIJNCHJQKITC/VR6G]E,N60IK;6R8B4HTCU6P%55O7H MK-H5\5OS)3P-:'T'(#2Y0M$X"DVW1B53I=()5/;I-*
^6<6_,-0&C$-63F*55=4 MA4>/#H]=+0\MEO/0FX2A:!$4C:/0=&M4E_>J4" ML4\'8INR34-*
*9_SU5UW;U]TO,9'CX.V2SS3AJ;KJ,*KSZ='QVBTH[C6FMIV.F M)S2,HM!TV548]8TZLD?JO_%:GF:Q-@+:.IH6B<12:[I?*O/XYV[0^-/Q"T2(H*
*M&D>AZ3;M_4$NKDW;09TH.R'-:*VV$2D_N9FNCX]D_ADZL!WF2:&@$=,.E*-(M=3U5=O2-6JN1^3*>!K0N!="'<"47C*#3=&I59_7-*
V47UH%Q6%D'1. I-MTD% M81_71:6AK$WIZ8^ZXZ$S.5QWTFW'4,/3A52QU3]#PY7&M%:TIV/:JR@TAZ+0 M]$=-J\P:FCUP"C%?R-*
(NM$U"'T"(K&46BZ7RKP!N?LU@;0Y M%BZ!H'(6F MVZ0"NA/2E-9RF['RT]OI$JE,&IRA#QOT=$Y[M8*&3$-6CF+5 M%57Q,3#JL'+SY3P-
:%T/H%D3BL91:+HU>X]T.FG!(7&412- M+KN^HX%17_;(%0)KEG;09TJT"%-.2NW(2OOMCM>%'6%5"R=G$/VV&>J- A36VME!$I1Y%N*
M]1SM/5,Z$^6R?9AW)8^G35YO'R^]^W3WP/!W]6.R1VKS[=/&[^)RF>052\5" M#AT/+Z3EY?8!WMLW=;%NGU#]6-
*1UD;4O5R*6Q:390'Z_*(KZY4U#L'N,^O2_ M4$L#!!0 ("P^+EK!1I)&4 0)X9 : >&PO=V]R:W-H965T5;0A;9GK+S7*
M=1KO40[I'2Y1P<]L,PAUZ0>R?\IGP/;VE)&F."IKB M A"T76COS?N-:8@$&?$I14=ZL@U$5UXQ?A,['Y%9H@6H0S%3" @_SB@%*

+M^-Q M;:F2#S=_DZ/9.=Y9UXA12N<_9LF;+_09AI(T!96&?N(CQO4=,@5 MO!AG5/X'QSK6-
S005Y3AO$GF+6SZA;]]@P0^"]>!K^'B,$THW_,=<8;(G!ZW!1]J(M;9XJ^H/(. MV,:?P#(L!]])(B.4%;3E+^KC%/,2Y3P$J6XIBWK:45
*B4B,!WH*X%HM* ML?X[=_T>)KEBE+^G)8S10N/#.$7D@+3EK[^8GO'7F%PJ8:%*V%HE+*IAGH2) M!]EA:*
*<[UPZE**LMM%,$Z8MFM6/:D6"M<'/B()1Z)W"E>8(L(04FMU9A/D[A; M?5()"U7"UBIAD3WPR0GL(""\GE4JBVX4P3I6.:U5S@6K3L:F!I*
*/FL$VXI5 M?/Q**:U@$8^.6,[@:EFF9;B!;W0OUVH8:!JVQ_^Z<>%D6V\50R4L&O;`]4T[*
*M<(.>&"]+;A3!.F*XK1CNI\CO$[A+,7A"21K#*'PHXC$#)AFWCC$]8:%*V%HE M+%*
*()>U0)VRB"=7SS6M^\GS1OFN3>Z]!*6*@2MO8N376BBQ&/*ANT403KV.*W MMQAJ)T.3N%LE40D+_>&4P{GS.8#'FRV3)*
M6WU1"0MG@UOB.Y9C]"8B:Y4UH[&:OF'TAY=AF&<&KN7W9!F&N3/W5/B.!D&K M07#53%8NY $\P#2#KQDZGQ)\(PBO-
*,U^V)H*AE'5U,X\>[0>/G+7VFV;=:H906-K3.%\PU/,/M?1'7 M2LM&8V5'UTCC@8%GS7I^J&I?+8A^\AY9_'+Q!,DNY4^,#&TYWKCS^?*
*27U#\& MU#L,E_+5\BMF#.=R-Q\G(DI'RT5Y[*Y;+M1.QU$J[S*2 M(Y)$9*_7,E;[JY$_>COP.5IO='%@O%QLQ5K>2_W7]BXS>^.&$D:)3/-*
(I223 MCU>CC_XEG] BH"SQ)9+[_&";%?RH-13L?,IO!IY18MD+%>Z0 CS[UG>R#@N M2*8=_]3045-G$7BX_4;GY6CV,7ZL]K_+NL3*
*MFA6\E8KS\B_9UV6]$5GM:_5ZNG7:Z--2&Y48B[87)22_Q1(+:(X_WDQUJ:> MHO1X53.O*R8]PO3)K4KU)BWQ,M^*E;P:F?M?+K-*
*G.5K^^(,_M]W[KTA$)"Y PAH1Q$,Q2=+=JH.BWIDX'CODO;*5);,)"Q PA@2QD$P2]M9H^W,_M.6+9RI;D;2-*
*L&#U'H4Q#\AK)..R2U@D:*BT2%E0PO[K9%?.CYZ6W&#\?"H:L MCX-@EF#S1K"Y4S!SPZ;D+A:=H\\9.E0B)"Q*
PA@2QD$P2\SS1LQSV)WU'*DM M$A8@80P)XR"8I>U%H^V%BI_GO97>3OI0O9&P EC2!BO8/.#/.#3VIOU2)OE^CVAN(%#%872 BB-06D< M1;.%/O G2%@ZK5$HB9&T $IC4!I'T6R);2LQ_5^S]AL_6'8D+8#2&)3&:UKO MU.JWE!O]HQ.)5=W^&#%H'X1E,;@-'ZBV_MDV-*
8@\IT>Q;(T)8\JE+IC!PL(M-86@-_:E<13-UK0UAOP9+IE"O2$H+8#2&)3&431;XM9\MU>TGSF6V^W?*
0L%_0LQWJ6X^[3_];N;FN:TU:$U7RWZ=#,_M8OK[!%#G!TH+H#0&I7$4S?Y"H#6$] >;VE"H%02E!5 .@](XBF9+W%I!U.E# M?/?4IL:?G-KT+!?T+,=ZEN/NT__6[FUM&-K/ACGVT'XBO/OAL^Y1J<"I3$H MC:-*
*HMH:M\4+=#@!\>MIY(4#=FYKFFI="*V2G*^2H"FT56^N%N]V7+S+74;HN M](14]ZW,#9@ZAB+4:X'2&)3&431;Q-9KH>ZO<*
*YGGN7DA*AM,=RZ5+EVLP8/ M*:C9 J4Q*(VC:+;&K=E"Y[A))_1#'B@M@-(8E,91-%OBUO"A;L/GY*S(`>Z<*
M%4&_V('2&)3&431;P]:\H6[SID<^=0-<^13]ST!I#$KC)HM8NODT/Y.CI5/ M>SL[[@H&WX&AS@Z4QJ TCJ+9RP]:9V>"&PO=V]R:W-H*
M965TS.Y/$2'S9;>(9Q]#I=KIM M9M/L/G3ZH(!L,PO(1;]Z;^O^# 8(2O80U\2_<>]CWW(NF [O8T^\;6A'#P M/8E3=C]:*
*<[ZY'8]9L"8)9C=T0U)Q94FS!'-QF*W&;),1'!9.23Q&AN&,$QRE MH]E=<>XQF]W1+8^CE#QF@&&V3!&>O#R2F^_L1'!U.?(Y6:YZ?&,_N-*
GA%G@A_ MWCQFXFA,<2<3Q3P4Z]N^9.O[_/J#_7"0ODGG!C"QH_#4^?I^ M-!F!D"SQ-N:?Z?X74B5DYW@!C5GQ%^PK6V,$@BWC-*
*\F<101)E);_\?>*B",'MY)QP0)4#DAWL$PYFY6#VO8-5.5A]!V!7#D7]XS+W@C@/9+FU0,M_*
*M%,P7WH*O*,T;Y8EGXFHD_/CLB=/@V_6#H#H$"Y](_F.XJ. U*"Z\/S;%X3PO M:,1?P7N/$XCS]!$2?'[SS7=,IR&[&[,10IY(..@"O>A#!>="-@-*
,XPH@_UF]@/3N'@F$.RS<386[U]\=*=S] M_NY00X99=Y-9X)DG\'[?)B\D W1955Y5X!+!4B/DX^(MV^" W(_$P,=(MB.C MV8_0,?
X247ND&#>D&#^0&"M,EAU&2P=^NR!K(TC=*5&$-CG 8$O"_K\4%5 MD!++*;#R>64W5S*$VIX0F?-O?W)0BH6X$0F2VTFKU(J*
*M,WWG^4JKH]\YK<]!(!ZA=$NMGXOZ$E#>!5BLZ>3(Y6$E\R).)/N)SQZVAT-K\ M-IH ZD7!J:FY/[66JNZV3*W2JM-I ZW_*V;_#S4!&SD!*
[?.FZL\D?T67]8]+ MFO(.!WR+8_!;M"SI?B6";#7% PF JA1#HGF#HOE#H;5+UF@=]!<[Y9,?R.G M=
*40@J1\\001"/&KZM7(X@TLM*RWX;R>D)!H\8R3V'Y;V!-*BSW (4L!52[M4(T\@Q?K,V4U]&B*:N2A*FNA1SH0:-5)3T[78E!Y-Q1:NR"-*
P(.7#QE+?1 M3J>;IZ%0:.TB--H0ZL7A?+7*R IS CZ*P2I*612 +SC> M$O#7_(45P]??*
*RI(,*A$'1?,&1?.'0FM_$VA4(CI3):JJ46$<+T)=>:6JL$&V M9.0IC*90,O+U$5_*2"_%D5X*MB6.D@[8?<4CL]$UD1GS*ALM8["Z)BQ=HZ-*
MC$-Z&7?F9%6A:1/NFG03U@9U]H,S%%];PD8%HC-4H'9ZJ8!L'7M=$U=^^ZR/ MYVSV_@^-AQJ-A_0:K_QD2\M/MA5_A!4K6,T;6-
*3]9B._QU:8V(XCZV6%%81(M?LW@ZY.XE*1&KJ$W/O_@* .[8K:D2X#W. M9\8PJ/R@_5&BM\<3H\-,ULF0C MKX^1KP_^4G(:883TB_GG-*
",!7:71O^(I#(XW! 3TQ"CFO)W50F'D=OG1AG;V MHS@06IO(1K@@O4#0$WDE!&=Q-3]S!?:5'+W&E1S=D"RBZG;4WQ:52V'E1H1>
MGL"LU^.G%8T>ZNQ#:IHQD>;81*2K8I=2$RPODUYN:VC/EOO=)H7^WND\PMX MZY?[E1J8&PO=V]R:W-*
H965T/:4+QD3Y"6)T_RBMQ1B=:YI^7S)DB_XRN6RBN//$L"(4^SA9:O,A:$I5,2
M:WJ_;VI)$*6]V;1LN\UF4[X6<92RVXSDZR0)LG^O6,PW%SW:>VVXBQ9+431H ML^DJ6+!{)GZM;C-YIM64,$I8FD<\)1E[O.A=TG.?
*3@J'TN*OB&WRO6-2#.6! M\Z?BQ \O>OTB(A:SN2@0@?SWS*Y9''PS6L;CC&X]5 QH6O#F/_(OV52V_1Z9KW/!D\I91!!$ MZ?9_\%)]$'L.DJ-*
*VT"L'O>U@O.$PJ!P&Q_9@5 [&L3T,*X?AL3V8E8-Y; ^C MRF'4=C#?YA4#]6^M.W]*V^^%8A@-LWXAF2%M:05!Z6"2F]YSZ.T*
M$/N]R.352/])V;W@\Z/0WXJ'DAJ=BF1,[M#5FH\+>Z_L= $W>G/H.Z:]WZ$KO)/ZYCL_(H/^=Z'W= M4
1T?;S[0/5YON>>=O9N'^^NZMWYW-C=SXW=ZW:WV%RZTS?=_>/=]0XA#.I'
*M=5#R!B<^JJ';$LRU*0B@9[GJV#.+GHR0^8L>V:IV>^_4;/_ATI@2)B%A-E(*
MF(.$N4B8AX3Y(%A#PD8M8:.+/OO)11"3O!3R0RGD^3M"WO*&):]X<7N>&3J= M:L_[^CRTH;K9M+$ZXSI5=DB8C-Z-
U#FX$^:=IXR!\$*PADF$MDF&G M2"[#8!%QE.8HXA_JH]8$6V&D&ZT7!0\:EX^B-=6RM^Y//YO R7_DN+EX=U>G M?B=":1;49D-*
*I#I3F0FD>E.:C;$VQZSNQZ[#\7J%08D;2+"C-AM(<*.V%TCPH MS4?1FF+>E8%HYQ+]1_(\M!P$I5D5;3_STDEK FNKC$:MEQ '&I<+I7F**
0S& MK44&7V5$Q^IY.MV57&AWS>5.1A=D\V69X$/V5&^2E@JE$)!%A&NH30+2K.A M-_=*E(3K$)7)HB0A*LZ T&TISH#072O.@-*
!]%:XIY5RJB MG[X.+?! :8XB?DJ'[?FZXH,8MZ?KT(H,BM;4 MRJXF0[N+,F]E\>/GZ- B#91F06DVE.9 :2Z4YD%I/HK65/BNH$3'N-0.K2-!
*M:1:49D-I#I3F0FD>E.:C:$TQ[^I)M'.M_R.I'5I7@M*LBM8HD4_:4W2%S;@] M0X?6@: T3Q'_<-*
R>H!_:&/6_%S:^RU^PK)%N&$CE[=_G8KM;+#]UG]SR&6Y M1:+5?D7/KZFBW:+GM]K=H>>NJMTK-J.4>P5VX6QWLMP$V2)*HO.*
[']02P,$% M @_+#XN6H(&JKL+!P F#L !H !X;"]W;W)K2C[$8M3]3,_Q]L!HN'J.D^_IAE(F_=B&47K=V3"VZ_=ZZ6I# MMU]:C7U@NBSN
J+[M+!E?QGH5! M1.\2=UOMU[RSPT-X^?K#ND<"KX$ZPW+"GJ#JYVWIO>4?=W=)?RJ=Z3XP99& M:1!'4D(?KSN?*
27)]PAM_@KH,_IR6/F1? MXF>'E@W US%89K_+SV7MG)'6NU3%F]+9QI'-HB*O]Z/LB-.'#@'=E!*\Z7N MH+WBH)8.:ML:M-*
)!:UN#7CKH;6LP2@>C;0UFZ6"V=;[!ZMM2';I8+>M@!NON1P&G)R-^*MM.0PYR<>\5TS??.X//>8-KI+X M64HR>\[+/N0"ROWYE*
^B3.OW+.'?!MR/#98\G]1AO3!92;U4&?E,$KKP2 M.)$6<<0VJ32?.H#_D.QO]+D/Q;[JTW^KMC?:/*?B?W-)O^YV-]N\E\T]+^H M*
*WM\%AZGHG*8BC>*D#C=AUU)E3]*BJQH0$"W[=U5:#Z(W>_I3EC[Z.?<2"5;)!-HQ$VAOF@FT M_ZR%%6O=MP(1-*
*M,&$;.]LP%QL"T;,FV>#>:.F6IT+;6F7\$OEDBPBGZMHWZM MM]'OZ7K93L%6*P4#5L"L'9Z;R5VYEK-';8S&POZY5'/MHGI-0,%NZ1()5A&*
*(?A6(+A?+9]]9!+"VH'ZR\4'*C M%33'A8Q+'T$Q84-,V @3-L:$33!A#B;,Q81-,6$S3-@<$[; A"V18)7L0>27 MXPGRFVYCE_BF?6S(#-K(%D=*
[:3Y I8U1:1-4FH-<\'14F6MMHI.03M3J;_* M,\@.VJU&;<4"JE4U=+NV*;($HU,-\Z6U56V='/TA;ZLM(?[291N5-D2EC5!I M8U3:!)7FH-*
+E,N3& MC5_ #MSY%7?!Q;+&I(U1:1-4FH-)45NQ *.S+:+5 M!0O9$=VP7A'LRUDM(CZL]6O^5",.^N)5'?40&"IMA$H;H]*
(F]#0'E>;6M&;Y M W:@_%$/>]'2%F ;H"0!V0F2Q,LQ+M+R'-=;_U)4QM&TT0R903O-XF9=+%74
MTV%0&^RN:MBG_ZKMF:!&X("]2+I631HN: ?L4D-VT#8U: ?L4Y=VS1O5$%"S

MNL2HZZ,$RA4@Z>JOZ./E0!41GZCZ'W^)$4=R\E0*E39"I8U+VF5R0STX M!44 R@VR@^0&V(%R0SW*!-4*:A*P S6IM]-D[^3ULBU-UOFKF2F7U3YBQ<&D M8^GQ|<_/^4MPM?(;TK\E0/F0|$=0^9CT':C<)?TI5+[(7CO-7XM[";-X9W7A M>]L@2|60/*0Y:
I)FYX4KX$6%RS>Y2_)/<2,Q=O\XX9Z/%5D!OS[QSAFAXNL M@N/+N(_ 5!+ P04 " L/BY:'G7QPF\% 6+@ &@ 'AL+W=OWUQ-=TLQ75B?
43651\:>JH//J[FF5W=$ M,YJ("D'DOV>ZI%E6D>1]_-="M6[,2GCZ^94>UI.7DWDD)5VR[-]T);9S;;JA M%5V3?2:^LD-
,VPG9%2]A65G_18IR*E)3I0&49?DFR_HBNTYBQ' M8DM1PO+=7I#:FFS=*.7U0HZ452/MY$AE/41"LF2?
U9$E^L6G@J19^:LL05G#J*]>7I<[MDM"Y)@MF2?DSU18__X0=_?G\ MYL!520?2=I
P'Q(60,)"2%@$"8N!8#W;N9WMW!^KDDK9I19SWY1.$0S[+LJ=V/BX;B3$X-%^0,!\2%D#" M0DA8! F+@6]-WJ=&SVX2N1!V@X2YD/"
DA8" F+(&Q*QG.ZP?.X+ZC]4B MM>Y2E[6TT]>X?(;;NG6V_O.' CW3\RSGK!R-)89CB='8P'A$8#\;)_U9K,S&
M0UU^V*YND@$F1;F ,"N0-!^4%H#20E:+$]+H6A]SQE'SQEPI:=E0?D/DN:#
MT@)06@A*BT!I,12M[!]CIQHK.Y**"F2^>;!4TR_V$&C'&906@M(B M4%H,1>M[Z-AVQN]^@M "4%H+2(E!:#$7K&_'8P,8V M8#$%
[62#TGQ06@!*"T%I$2@MAJ+U_7=L:&-EXU)13$';URVM5YHMP]*]\]7< M0!PV!A9S0SS]#2\?]"#[>3AV>+&ZQ=L^M^DT[\4
X)X6XH#"!-H)!:3XH+0"EA:"T")060]'ZACQVN_$4L#"!-K9!:3XH M+0"EA:"T")060]'Z_COVM[&RCZDH3*#=
I);6:\WI4_V\+HT*"T#O+1PW:#0N M+(;ZMR:?DY--I3GEFW]#<8D2MB]$L^NL.]MM8KZIM^Z>G5_B;Q\/G(^J3<_U M)M8COMDQ?4?
X)I6KMHRNY5#ZE2M_0?%F$W)S(-BNWM+ZR(1@>?UQ2\F*\BI M7E\S)EX/J@&ZK>"+_P%02P,$% @_+#XN6C6SRSO& @ Y L !H !X
M;"]W;W)KTNGUTX!#2PF>U<^N]G&\+2*@$JL2\!V^=Y?2Z..?Z.LM\\ Q!H M7Q:$SXU,B&IFFCS.H,3\@E9 Y$I*68F%'+*UR2L&.-
%069B.94W-$N?$"'P] M=\<"GVY$D1.X8XAORA*SIVLHZ&YNV,9AXCY?9T)-F(%?X34\@/A1W3$Y,EN5 M)"^!\)P2Q""=&U?
V;.4I>VWP,X<=/WI'*I)'2G^KP4TR-RSE$!00"Z6 Y6,+ M"R@*)23=^--H&NV6"CQ^/Z@O=>PRED?,84&+7WDBLKGQR4)I'A3B'NZ^PI-
M/-K!F!9<_Z)=;>M*XWC#!2T;6'I0YJ1^XGV3AR/ =L\ 3@,X+P'O##!I@,E0 MP&T =RC@-8 W-(9I TR'[G#9)>Z6'5V=6E"+'#@,[I#3%E+-?
6BZZMI69&<_M])/X()A_^^*:2VLC#C1F=1ZSAG=&QT2XG(M.(I(LD)/NSFG3X^ZN:G??RJF__MZ [OV6-WNV\#RS>UQ/?M-_MPGZ3J-
]DV1FL^G+->(5CF!ORT\2!;<$(WKZQI]:74Y7HW.]9MMTVVVYGMJ\2 MO,XINH4DCW&!Y 5S*J&=&]\,8C&F6#BF6#2FV'),L=5(8L^.B-
<>$>]__R$[M-WCM^1E3+!Q3+/+ZKX-^D]5(+M6U-H^:C1+86O>17!9N0T3]>6QGVU;U2G=H M+^8C>
[:L.\Y_,G7_>XO9.B<<%9!*2>OB4@; ZIZR'@A:Z9;FD0K9(.G73+;A MP)2!7$\I%8>!VJ!M[(._4$L#!!0 ("P^+E]SEJE((@ .5O :
M>&PO=V]R:W-H965T3SUA]VV0E4 #;NU7]XP-(%F:$6C! ^]\-:PGV>;D"GW0RG MQ.5;DOZ:/0N1*[^M5W%V-7C.\\W%
<)@MGL4ZS+XD&Q$7OWE,TG68%V_3IV&V M246XK(+6JZ$V&DV'ZS"*!]>7U;:[\/HR>O8I6\70W4 MP?
N&;]'36T5K$693$2BH>KP8WZD6@G9-5W(K5JI2*Y\MM7WTZUV/M_J^PE7]S,^W'X6JP^R'N;A]66:O"EIV;[PRA=5 M-
E3QQ>V'BYWZ=:MJ1U15"9(X?\X4(UZ*94O\K3Q>.Q6OR^//3L4;\OCI MJ7A+'C\[%6_+X^>GXMT3QU]V (?%1V3_.=':>/R=?-
:GHOJR^*&>CORG:2!LK MO]SKRD]_;OM@W,J9>['IQ.C=F3,)8YS;J?AP-$]4BW6+97:W9$.RF.-L]SG. M1_;(80ZR*V=TL2@8MN7:[R+;A
MQ-2@6=YE(7\7@ M^B]_4J>C?[1E,(GI)&:0F$EB%HG9)..:0F$MB'HGY)!9 6"/YQ_OD'U?Z6>\% M65OBC\G$)S&=Q P2,TG,
(C&;Q!P2_U>CX9E?]= M#E_9C+9J=^QT^!TNT;^3??Y-_W$JEOY0[E9AD]1H@1B&2V*+'7B15N*2COI
MFZ(DII.806(FB5DD9I.80V(NB7DDYI-8 &&-&6&VGQ%FX%)\1B8^B>DD9I"8 M26(6B=DQT"82V(>B?
DD%D!8(_'/]XE__NFEN%3HF^XDII.806(FB5DD9I.8 M0V(NB7GGW9;8_K;=],12'!I<(TGG^R2=2Y.T^=?Y#\7\;Y(NBY_WSV%:;+XO
MNHL6Q<+]YBD58BW:LUC:1=\L)C&=Q P2,TG,(C&;Q!P2JOFH%E!:E;R> EIG /5@.:.2VK')N6]II+>WTEG;CEG:&?/R[\Y'4K)9]F+?I
M@XWVZAP[$]]UZZ+=>JCFHUI :5"#-1YE?R^%@LL94P M7BKK,'YY+%+MI;AT?E*JD;6FG+37WG]T24U'-0/53%2S4,U&-0?57%3S4,U'
MM8#2FO-%7;*FGI%K;[1@#=5T5#-0S40U"]5L5'-0S44U#]5\5 LHK3D-U,5K MJK1$IL?:FZS;N44U?:$RGNS41#6KVR[8:*=.,2Z>SZ?
AP#8\6DZ&: MCVH!I363L2XH4^4593]+E^?%8OY($?Y7N=L[.=%",U0S4,U$-0O5])WV\9[. M>#[7FKGIH'VZJ.:AFH]J :4U,
[TN75/EM6O'KM8/2];ZWB"3=]Q[*D +VE#- M0#43U2Q4LU'-0347U3Q4\U$MH+3FE%'7MJED<9N*5K>AFHYJ!JJ9J&:AFHUJ
M#JJYJ.:AFH]J :4UIX&ZTDV5E[!UOV!'"]Y034UHVI,7= O;:&;;=>?71\ :4UJOFH%E!:\VM8ZB(WC2QRT] B-
U334Y:5"1F]SI/0.0FHYJAM92IG=XS\ML:389 MS0]6[>C8;%1S4,UM.2!M:W&O8SL?'5U :\LF6B?%JK9J.:@FMOIZ'IHGSZJ!936S."Z,DV3?
YM:ZU5W%+^*+"_> M]?^N-7EWO1,;K5U#-0/53%2S4,U&-0?57%3S4,U'M8#2FA-%7;NFC_ATU.]Y^M .U0Q4 M,U'-0C4;U1Q4:CFHUI
:DC70Y+GR;IZ^2S"I4C+!L7O'Y/B0F3WINQ@_V2_Z_\#4$L#!\0 (M "P^+EHH%42D0P8 /I# : >&PO=V]R:W-H965TQ&3LH&%P8.ZVT
M/WX'3 R3XC$TI_G@&)O[7/"!>^$P,'E.LZ?\44I%OJB)+\;/"JUOG2) MO,](OEFM1/;M1L;I\]7 &[Q\\"E:/JKB V)0_&14 YQS^1?,X;[TFQ*K,T?
2HF[L*K@5LLD8SE7!4(H?]M MY:V,XX*DE^-+!1WLY2E=5L%Z"593L_HNOU0_1"/"&!P+*L#O M&A!4 4'7@&$5,.P:,*H"1ET#QE5
*:;S^['*7YH*):;3+'TF63&WIA5O2KG* M:/T#1TFQ93VH3'\;Z3@U?=C,_$X^/U#R[M?W M$T?I5$6 ,Z^P-SNL?P#
[YR8^)8%W0GS7'I:$W]K#'^1:A[L'PVF'[YP,)P= M"T^LV;D]G,O9*?%:LSM:G;U$_EXBO^0%725]DV.'&+8CBO)TF:_%7%X-=/W)
M9;:5@^EOOWAC]X\V<9 PBH0Q)(R#8(:HP5[4P$:?WNL"*K-,AD3OXO.G$[(6 M&=F*>"/;U-VQSDI6T2NV4_?
4=;V)LVW*MIOKXM5CU@7K*P@2QD$P0Y#A M7I"A59#K4"RCE'R48307,;E+YFU"6!E]=S,DC")A# GC()BAZFBOZNCMM7.$
M%!4)HT@80\(X"&:(.MZ+.@;6SG&GVFG-V%[)#;--G*3$6S6)*_4B5;=SHX4 M%0FC2!A#PC@(9HAZL1?UXD@-C9)YM-
9'.F*5;A+5]JF5T%=3)(SN8*-&3?3< M\L^LB@R9E(-@AER>6Y^GNU;![A(E-5>13*C6/F>/[RL7E$8KFN>;7>S\E5S0 MI!Q%,P5K&"N>53
N9]E&9'TZHYW86T(DC4)I#$KC*)]I=.W/> "#QH,Z-% ; MA=(8E,91-%/;VJ;QCODTQ_ND'=%;6B2-0FD,2N,5K=G&SUZU<5.UVLOQ[&;.
M\68)-7*@-_JE,2B-5[3#C=P4K+9I/*MA<*Q9DO](-W_.GJ:WKE S!TIC4!I'-MT4SY:T/'&P,Z*-)6N872*)3&H#2.HIG:UN:09W>'.G50J"
<$I5$HC4%IO*)U M[Z"UY^-9W8<.'13]^$!I%$IC4]JO:%T[:.WG>'9#Y^^-RI5(PBA9BN\"?>;W MQLGK[:72
VK70&FLZTIP5%KSJGWMV/AVQZ;1U&31U+X_B/F0QH5>^4EQ.';: M>ED?:NI :11*8U :1]%,Z6OOQ_<
0S:@;@^41J$T:]J5Q%,W4MC$:Q^HX3*_+ MHQB2+LABDX2Y;I!1+L-6@7>@<;-0G0_]MG)K3]E;/.R0&^R8FY]AY_BUG>/;
M[9R6FFRY>OE#%1MJ!D%I%$IC4!I'TM;?, M4-\)2F-0&D?1S*VA]IT"P"BC #K*"$JC4!J#TCB*9FK;N!G,;DMU]Q0K4--3
M]"]&;9ZB/65O\;!WC6%O&_L9UE%06T>!?; 1H$SK[YLG2%3.6H^I[O2>^^& M^D]0&H/2.(IF;B"U_Q0 ;D(+H 84E$:A- ;E<13-U+9VJ0*
[2]6C&PO=V]R:W-H965T_ M;H%SO%>Y26P/_1QH.&J@C_I]]U!6O]=W>=X8?ZZ6Z_K]V5W3;+Z[O*P7=_DJ M]]^6FWS=_LN7LEIE3?
MK=7M9;ZH\N]DU6BTO;=/T+U=9L3Z[>K?[V\?JZEVY M;9;%.O]8&:?5VMNZ*-=&E7]Y?
_;!^B[U@Z!;HO_%/E# _>1GHSN4SV7Y>_=+Z_QL-A6_/,6&SKIEP=&K=[ML"K6^_]GR?QXZXDD#RWVF@7UH8]MX!P:.$,;N(<&[M
&WJ&!-J2!?VC@#VTP M.328#&TP/328#FT0'!H$0QM8YN.9,PCS=UNY\7^XOK-U5.<^:
M[.I=53X85;=]R^M^V%W:N_;MQ5BL.Q=^:JKV7XNV77,U*]=UN2QNLB:_,7[(MEMEZD1N?.EQM7!B_?IH;W[SYUGAC%&OCE[MR6V?
KF_K=9=.J=^TO%P>5'_8J M]C,JG_+-6\,QSPW;M%VB^4S?G&V7;7/KV>;S(;XX-G>(YM?#>YYJG@P_=JHY&W[L5',^_-AMHGDZO+DE-
K]L;7+TBGWT MBKWC.<]Y95M5^;HQLKIN[4&Y8-_>I=MW ^IW]29;Y._/VA&SSJO[_.SJG_^P M?/-[RA-(V!P)"Y&P"
F+D;!K)"Q!PA@2QI&P% 03_.D<_>GHZ%>SK+XSV@'* M6'0_Y']LB_MLV1J6M.H>Y>U0W;WJ_94]M7WSW>7]4P]J!<=Z$ D+D; ("8O5
MGK6ME=HGKT7>^NKS,C\W MUGE#66M/\I]< ('L*ZW86%\A82$2%B%AL=JM$TMR%5(O0<(8$L:1L!0$$USE
M'5WE:5V5K._;\:FLOC[K)4\YZ:[E!)*:M")CW82$A4A8A(3%:L0(?@) MJ9@@80P)XTA8"H()?O*/?O*U?OI8Y0%NLN#'R/S?YNL!)&S]?.?
&V8T\E1VEE MQCH*"0N1L @)B\F.E0R%%$R0,(:$<20L!<$$0TV.AIIH#?53NXMZ99_IE4;ZRDD+$3"(B0L5OO5FDPD3R$%$R2,
(6$<"4M!,,%3TZ.GIEI/ M_5(VV7* IZ;]'8IG.O*3E%9KK*N0L!)BY"P6.U9SYIZDJV0B@D2QI PCH2E M()A@J^!HJ^#$O5^YR:OFZ^X-8/?R;
[-J_?7L@U6@?K)Z$^EV9:95'&LN)"Q$ MPB(D+"8ZUIW*8Q92,4'"&!+&D;
4!!/,99G]/+&IM=4<#MH^Y*W]'ICS06EA5!:!*7%1.=:\EW!-50R@=(8E,:AM!1%$TWV)(QA M#7C<>OZ6\-!
<./>*K[02HWV%I(506@2EQ43?VO*L%50Q@=(8E,:AM!1%$VW5 MYS8L[;3SX8E+8RM;M94YL0+%6M!(!I060FD1E!83_>M/;?
F!"ZJ90&D,2N-0 M6HJBB>;J0Q?6?M[Y5"IJ662?BV71%/1K=PLY%3Z#TN906@BE15!:#*5=0VD) ME,:@- ZEI2B:Z-@^RF$-
S')LLJ]=D(.TJYHV<%U+GGC6"XVV(33(:5%4%I, M]*XS51_BH'$.*(U!:1Q*2U$TT5YJL/2ASI:>U7;_,D@*F$.S DE_OZ[5& M.PP:
]H#2(B@M)GK7,=VI[#!HP -*8U :A])2%$UT6)_RL/0QCY\V>94UQ?K6 M6.99G3]UVOGCO!II.36B8+GR.W^]]FC'0<,?
4%H$1<5$YTX"V6_0_ >4OJ T M#J6E*)KHMSX$8NE3(+-R?9]73=':>*QKKLLF/=XXG[(:.[ZLTF-$8"I3$HC4-
I*8HF6K//DE@GPB1YM3*69;;6.Q$YRS^#TN90 M6@BE15!:;*FY$\L/E->@T.)E,:@- ZEI2B:,,0^?6+IXR>/3WU-E:WK;+_$ MP**LGYEP0
8#9E#:'$H+H;0(2HLM-;KBNJYL1VA4!4IC4!J'TE(43?RF=A]7 ML?5QE<-,^K!7,;8;]7#E=P4SO>!8ET%I(90606DQT;EJTNX;JE :0Q*XU!:
MBJ*)-NL#*[8^L")FF4_93$U83)E3D&O.-IGT/P*E!9!:3'1N^[$FOBRT: 1 M%BB-06D<2DM1--%H?
83%UD=8M*\\E^7Z[])IGP1)UZGA"SGK/M.+C_8<=K$1 M[&HCV.5&U+[UE)$-
NXP(=AT1[$(BV)5$7B/68O>Q%EN_F.B3%RMZ>T%S+5#: M'$H+H;0(2HL/-'%F1TYO0B43*(U!:1Q*2U$TT8E]7,76QU7VCW)'$YZ\RR2R
M%;Z2DM9KCC8:-+D"I4506DSTKCRI#A5,H#0&I7$H+4711)OUL15;'UO9/\J= M,A<5]_=Y7X2FE]'TD(H+8+28])[W8FC3*-
#11,HC4%I'$1+433187ULQ=;'_M5F;E:E4TW;=2Z_TR=>6Z>Z++UXO6;<8W_RZ;W+"L;TG?O2 8) WF-!T"Y06 M0FD1E!:C3L U=+<2*
(U!:1Q*2U$TT;M]!,;61V#2_#9;?#4^W&2W1?FOVG@: MB6D%O^15E=\8=5,N?C\WWIAO3=,R-EEEW&?+;?Z]X9X'3G
>N+Y1WV7M_AG9 MMKDKJ^*_;:.L-LHOQCO?Y*O/[8WNXW*Y1*.BKKO9C,ZSH]PV==/^T+T1>@9P M;CP4S9V1W=Y6[>V[9O
.O>=R7,D\A,)&NZ! MTN8'VM,E**?^1%Z#,ARV603=M]A6XSB!Y?K*$*_N&[%9,FPS!CT$/DPT18F* MCNV3,?
9^PO^Y[R5]ZKQX5RYO\JK^5['4;]96Y-34%ATH[EYO3Q M3^H /EKF+?EI1JR_(C^=0_-"4%H(14506GRZ:Z^A@@F4QJ T#J6E*)]X;GR?
M%G+T:;$/-S=%=.4+8UN_="+8FTLLDW19$O*8HZ:;)D&[0>(O'$\-# $1850 M6@2EQ43WMIO*;YFAF@F4QJ
T#J6E*)KHM#XPY.@#0Q\6B^UJN]R5&RKWBXN6 MJU;IKBOL=9\;Q;K]G?Q&LJ/F6R[D])!>?+3EH-DA*"V"TF*B;RUYR3:H8@*E M,2B-
0VDIBB8:K@\,.?K@T%/#:1Z"'37)NA$7&@W>UH+[YRZ14B;K\8W!]N1$SN. M&ER9^)XO/[(Y:E&=B1WXTI<5YL1F%Y8[=2QI@C8D9-L-
3<^4;F(C_6&/=@$E MZ^Q?,8LNH#:T'<^4/H\2^GP@FO85:XZS&.;%:S&Y&T?@QORD6K5>3]8*T&#(',8/2YE!;"*5%4%H, MI5U#:0F4QJ
T#J6E*)IHV#[%X_C:><7356 =9/!A!J7-H;002HN@M!A*NX,2 M$BB-06D<2DM1--&L?6S',;%RS:B2L-\("Y0VA])"AZC79+]>_,P'#;X0FE1=
M6.@R-% :@](XT1^>YRH/D*\1HG'Z$(VC7UYF3-E7/6JT?: Y&B@M=*B%7":R M>Z#Q&$)2]?X*54R@-

*:E<2@M1=%$C_6A%TCE=!%8/&.TL:/P#2@L=8DD6 MT[=E:T%C'80F40H6]IE :0Q*XU1_R)!N*4I2+$;>!S9Z(Y#&YQ0E*7]FCUZX0XH+G:X[MJ<>,]@TTD@&EA2X1>YB:LF^@20M*4JGH"I5,H#0&I7&B.SQ;'FM0DJ)O^@2% M.Z1ZT #?(.>S9U#:'$H+7:*>C^_(4\=0S9C0){JV0C43* (U!:9PZ!Q-Y!$Y1 MF]U^E2$]T]%C*S)]J>-=A!T+14H+72)}4HLSY4=! U?4)IJ95:H9@*E,2B- M4_WA*R_@4)JB@_H$AZM/<(PINZI'C;8/- *T!I86NFHBP?>7K"("35LJM0 MR01*8U :I\Y H(P^KQ&M5OMT=0S9C0)") ^4,T$2F-0&]?.@1\H]V:O$2YP^W"!NY|_8N53UUHK !* MFT-I(90606DQE'8-I250&H/2.)26HFBB8_LX@SLP5J"I?*I'C+8K-,8 I86N MFBGP//7]-S3'0&@2E4^AF@F4QJ T3O2'95K*S- %K)!3]Q8ZT$I51!/HD3(HC1.'$'BF*5_]KQ% \/H @J-=IF MT P#E!9Z1*! ^0H>5#(F)-6"MU#)!$IC4!]'TE(43719'W;P!H4=AKVIT]-& MNPR:?(#20H\]6"/?X$=0S9C0)"K>0C43*(U!:9SJ#T=^48>2%.W3QQ^\(?&'M@85L];S1]H%F(-'TT"- R"9;O*\,4NIDW,>7OT,7$9E2)6F(SQPOD---B0TL@"EA9XZ72Y_M80\]&!.'R@MS:%@!2F-0&BY\G\$_E"5Y4-H?20E\-85 %6Z&B,2%*%6R%BB;#1!E4 ME \330^;/5_^531VG\/P]_/0?[E@]P^-8D!I-MHWT P+E!;Z:G['5[ZB4U8T+3 M4HNP0C43* (U!:9SJ#\N3W^&B-$4#]2$67Q]B>7EQ53UXM)F@B18H+?359(:< M4XF@BC&AJ!17A2HF4!J#TCC5_W(L!J4HVJB/Q?CZ6,S DJEZRFC/0#,P4%KH MJQ&,B_:)WU>G0\@-S<"3OV%&;DB50R4WM#U3OF82Z!$S*(U3!Q%,3$]YL_(:M*1:_3['X)U(L+ZQAJL>.- @(TU0*EA;Z;'*'+IAXV% NQ.H%M*4:@B%1%5))(M540E-Z0JHI(;FNY$'@XYM8]4L5,*.+']}\WJBB!7.H)HQH4FL< .;53* T!J5QZARH*YRA-/? &NZSO\KR99TUV M]6Z3W>8_9M5ML:Z-9?ZEQ9MO)^W>5-V"LX^_-.7F_9EU9GPNFZ9<[7Z\R[/6 M4MT&[;]_*&ULO9MK;YM(&(7_"O*N M5JW4C1G 7+J)I38& U*EJ%%W/Q,SB5&YN("3[O[Z'2[!!H_)T)XTBF)CO^]S M9LP9XUHRMZYS_(D*-EA M_C O=CD-PKHIB>>*+.OS) (C2V?*R?NTF7UYF^S*.4GJ32\4^28+|WX\TSIZN M9F3V_,+GZ&%;5B_,EY>[X(>TO++[B9G1_..$D8)38LH2Z62]54[K+L:W7@A5FFK! !>WBDUS2.*Q(;Q[<6.NLT MJ\;CY\]TIYX\F\Q=4-#K+/XG"LOMUNMN2\,>6U7U9!&2PO\^O) MRJMZQJN>U*:K^YE-HK1:'[=ESMZ- 6%^YO,[2(HNC,"AI*'T,XB#=4.FVPA72 MFYL@IVFYI66T">*WTI_2E]N5],.WMY?SDDE7@/FFE?G8R"AG9&[I[D)2Y7>2 M(BL:I_UZO-W? QZR=G&U?B;2?5[=?:D]'VYWQ]A7==(-7.>UK\8^.U^Z*#Y[7 M[HD/7N&T^^+MI-\^9T[M[*IT=E5JGG;>KH\T+Z. [F$KL>G!/\Y$YE]V3S==W MTB[(I<<@WE/I391*81;'05Y(.\HN!UOF9*YM1^6JB]/[8A=LZ-6.J14T?Z2S MY1^_$5W^BV=B)&R%A-E(F-/ C!I677\?E_*%++/3^WCL:J2DBX1Y2)@/@O56 M@]JM!O7'5T/M^4(*]N4VRZ/_:,BS_RA_JOV1L%4#TX],IEFJ96EZWV8V4M01 M%%TC15TDS$/"?!"LYVVM\[;VT]Z.BF+/|_4H>ZJOD;"5=FHQ0U5D31OX6K#. MX=1Q+2M8YPK6>8)U/NC#ZWEHT7EH\=,>8GO&H@S2,$H?>$8;%9AJ)"1LA839 M2)BS$+0D4M1%PCPDS ?!>BM [U: _N,K((Z^[:N=7_5_BN9-6NW^ZJ_0O+4P M*C5U+2!A*R3,1L*6 Q) MPJS^$[O%AF\-=C[#K<_UZ#"F>ML0V6W92$E'2'*-E'21, \)\T&PGF/- SK'F M!,<*[>C,DXNO0N3F9^#24>FI+CV5U1>6=KI=0XHZ@])KI*B+A'E(F_^"]9QJ M=4ZUICOU_/[,.CES1%NH"Z(.3MWUJ.I4DR)A- A+FG'X>AJDOR/!+ E+31<(\ M),P'P7I&)O(A$9&G6_F%;6*+%# TKU)534,?5J[&ASG5KE";PYF%85B6; X, M"U5UH30/2O- 1M+YICV(\,FK:#V'P$&72)QI669WDI1NN34PD/SBM'!<;_+Z@>;%4)I-A$(^1ZQL#1V;"Z5Y M8E/P4:)]*Q^2/O+:4=^XP&3O0L,^*,TF@C&>(UJXAH[/A=(\T4GX*-F^@P]Y M'GG-0&\-$R>;%9K906DV$4SC'-'"-71\+I3F MB4["1\GV+7N(Y0@TEQNG3;8K-+V#TFS"C=P,4QFZ53":@X[.A=(\WAQTA?T. MO?H:P9MR"-X4?/ VCIQ\ P>2MH+2;(43N9DR,8?? 9WEUO&@..CH72O-X&ULM9UM<]LV%H7_ M"L?;V6EG:IL$^.I-/--(?!?93M+N?F8DQM96)KTD[;3_?DE9-DW@"A.;TWYH M8N7BN0"D X+$T?6[KW7S>WM;EIWVQ]VN:M^?W7;=_=7E9;N^+>^*]J*^+ZO^ M7[[4S5W1]3\V-Y?M?5,6FWVCN]TETW7[\J[85F?7[_:O_=) GKWD'!J^_OLS/=@/OA_,YZ(M%_7N/|M-=_O^ MS#W3-N67XF'7?:R_1N5A0-; 6]>[=O]_[>LA5C_3U@]M5]\=&O<]N-M63W\6 M? QPFXE6#GD,W8(<&3&Q@'FG_#PWX]1G,0P/SU_S6H8%U:@;[T,_^-8-S:."< MVL_]-'!/[9)W:,"=FL'0G]\Y_=0? [LBD&0;9:46VT17W7KR:W@\P? M2VU5MZUVKOWV::E]_]T/VG?:MM)^O:T?VCZT??9]5T;$ERN#]WX\-0-=J0; MAI;557?;;GZU*3=$^Z6Z/7NK?:!NS[]J'ZO;VV^U3]7MG;?:K]3MO;?:9V_, MOVH"+_O/U,L'BSU_L#XP)3%YV%UH7/]18SHSB0XM3F_J<^#NOFG\EZ9W?^V MYH&Z>58T?7/C:://P],S4V*/3LU/- X]=FOE*./3F[.94]_:;/S>K;IBY3-U^6 M:^74Y:]YVA'>Q_*QK!Y*:CE]:FCM&P[N<=KJ_PXVN!*=G# M'O*JO2_6Y?NS? EEOR^:Q/+O^YS\,6_\7)3DUMZOOAX<8E.YL>?:8)0IENKO"0,)_JOB&L&P$R8RAG-$W# M%:2'S!@C80D2ELISX5BN)4B/>(NXS82H#-FO' 2;B,]Y$9^C%-^G_=/.C M=E-6_:9YMQ=AL;G;5MNV&S;1C^3USY$_5JZD0V7FN3I$PGRY^\QCMJ!#9,:0 MF#!3G+ (F3%&PA(D+)7GPN"Z*2R#*SG*95S8I63(?N4@V$2'[HL.7:4.?ZV[M7GSKDVYF*4&ZTFSUBY8G"%+9A;F"1,)\]N?NF)6ZH V3&4, [H&>)3D@B9,4;" M$B0LE>>",=T0'RM142X7UK,V;$)-4(1,&2-A"1*6$I/!#-O5 M!?518M'LNF MVW[>E5I5=V5_>2^VC? 98[(:M]N:_#VUW[+G3@3Q9?@U/%Q_YJCLP>^DPY,,^ M9@E79I_HFAP50'L6DM.A2_>ST*0QE)9 :2DQ(4P7[[]6U+29NBO>U$*[EJ-H M4]&Q471,*;K_%$U35)VVVQ:?M[MMMYTE.R8_*G DT2D[,%MTH[CJ MRI[;/3\M(F7%Y5GANBG]"FI @M)\;@0FERYZ4!,2F5,\/XB@.6,H+8'24FH^_M#%<\7%]18;HK'F="^Y:C:%_]C@8?0^WP>7JT]/), MZ2#3'[6J1+>ALA_#$B^64+/H;;^/)UZUN2#WN- JE"T:YTQGXF&G.O5L14)] M0,007%T\2@N@.4-JVN1SA@B:-(;2$B@M)2;$U)DH2F+6+&[KHBJAAB 4;;K* MT1)DJ#U!>=F]J'%7MRU]YB+ [,\Y=)MZ"+=2I9JO0D9^(VKHN/IR1N]9'23M. MJ+^'F@Y#=VSID2C4XP.E)5!:2LT(,Y@CW1]2<8YGBR>;T-[E*-I48J/;QW!/ M.- M<3[Z2.Y$<^845 VFN6$!J2RC-A[("*"V$TB(H+8;2$B@MA=)64%H&I>4H MVG1Q&8U+AMJY%-1- N;VIM/5#TY35^D^M:XJJW15/Q3G4!RZ4S42\I$.]3%": M3_7?$R_\4"\3D=$4K_E0)Q.4ED!I*3$9TETN\0Z)'D)HIW(4;5I&8;0Q,:6K MX7IQ_")/*?! >[W%'?;5XJ&G.NE<$4)I/C$$;GFBFQ>:,Z2FK=]_BQ[B")HU MAM(2*"VE9F38?XM?>"'C',\1;W&AO$ [5V. MHDVU.SJ*F-I1M-SN'H9J5W#ULM/42X01XG]8E$:=?B,\7_9.B OG,5-;;;2.(MH%/EC,JM(9Y$)50<8Q>V<"5/R3A*(T0\T#\>I)F89H;2.- *0&4%D)I$9064^^$XWGB]3.A MXBS7,YEX/9;C7,-R+5.\'E,\2FE0PQ&*-E7:.#AB;L/13YOB9EMK6;G9KHN=M%E=K4D1(;\ <"2EM":3Z4%D!I(90606DQE)9 :2F4MH+2,B@M1]&FB\GHFF)O M%4PZ6I=,W7+V"@*U4$%I/I060&DAE!9!:?&!-JD.*IK $B+($+^?GT+ [M8+2 M,F(_7/0)Y>0HQVW(5)VC>XHY2FO'-Q0D94B+RP)*6T)I/I060&DAE!9!:3&4 MED!I*92V@M(R*"U'T:8KS&@>8^1:42? 4)U439]\D4*<8E.9#:0&4%D)I$906 M,[FC#XN!?5@?R],+ MFZI1LP4+M6A!:3Z4%D!I(90606DQDXU3-A=/)Q,BRF-BG9(4VK,5E)81(S L M[GFB9(DPQ[6.B):/=BVNMFO]Q8*H:NI<_4)I2RC-A]("*"V$TB(H+3[0IL_'M/>%*E!!1W!'/JE-HSU906D:,P.@%+"Q!.1'6![$C\AV- 75QM[/K6.JI]_&P=_M0YU>4)H/I0506@BE15!:S.4B3H;EB,=<"17&';%>8PKMVPI*RX@A,)>)!W\Y M%68:^C$ICSXOKO9YG5J 58V9+5EH-2DHS8?2_B@MA-(B*"WF1!4HPS(=2;-4 M'+>8*XH6V;L5E)918V".=%R?DW'<>U5O8*K;5[_SCBN??Y]>MI5#O650VA)* M\Z&T $H+H;0(2HNAM 1*2Z&T%92606DYBC9=4$:7&E>[U+ZA;*N:/'N%0=*6 M4)H/I0506@BE15!:S&4W&O? $ZF0)$77.=;&"3PKMV@I*RZ@AV!X7S\112:=:_M'WUR7.V3^Z9JL6KV,+5#[7-0F@^E!5!.":*5%4%K,B=^^)]T$$&6XQ'H_*;1; M*R@MHP8@;___#@L;'RUL7&UA.Z5*K1HQ6\Y0+QN4YD-I 9060FD1E!9SJJ29 M)2N:JN$E?A\]A79M!:5EY$!ML;Y\3H:]>O(^%>OH:./]>F G5+-5$V9K%>I< M@])*"V TD(H+8+28DX491-U"K6C06DK*"U[>S)R*N2(-Y6/SC&N=H[-K'NK MILU6-=1%!J7Y4%H I8506@2EQ5PV3IUS\1MD1)#XO< 4VJT5E)91@V32C;,< MQ%_-Q%2PHX6,JRUD?ZE KIHY6[90+QF4YD-IP8$V^3Z >7H%0VC.B,AYSI@G ME&*(N>QV8J98,#@AHLZY5.(WA8Y@18V])!+]4$350G9:1.9JZ3+6I MZZ2*MFK&7-E :4LHS8?2 E-V\IP[7'0ZA- "D$974]4PA:4R%#;]L6MQZDG$._M$[\,G4('L:*R4]5OJ3C>W_Z)UR"2QVWGR)EN.,JJ3..$,]VYY6I-J)<*2EM" M:3Z4%D!I(90606DQE)9 :2F4MH+2,B@M1]&FB\OH\S+5/JJO*%>K)L]>8:#6 M+RC-A[("*"V$TB(H+39EFY,E7OL))Y0E7O>ACB\H+:/Z;QCBUD .>O5EKZER M1ZN7J:XR-K.TK9HV6ZU0OQ>4YD-IP8$VN<-RI"^QA="D$974]2PN;K")L'Z# M+3T#(N, <)OYZHQ0ZB!65E:IM2\5QV]8E%5$\;IM"LR:H\?)5'N<_IYZM(>D M;U6TI,*HBI;J,X@;?J?[*Z!Q<>0;>.;H 3+5'J"_J[ZK.NWL MRP_4'@2E^5!:<*#-DQ;4!$3U@)06%4=)BX@CI05U^5!920$2<:0 K7D"',TY MIMJ< RL>.\[^!+(H)!%'%H54]WNV2J"N&R@MA- (B*"VFWBVJ<"051Q6.).+(MPI'0461D[SQ7-_E9)QAV4>.]LS156.J737 X]OJ3+.O;%#W#93F0VD!E!9" M:1&4%INRFX36+!%':A9JKH'2,G(,E+*I.$+9E^UM67;+HBNNW]V5S4VY*'>[M5EO7#U4W-'_UJM:47X;?SW7U$SN[E% [_8%PM#.+UI7'E4Z\QE5$O1X;5PGU M>F94K&ANME6K[_[Z?E^O]02P,$% @ +#XN M6OO4D2>^&@ UYP! !H !X;"]W;W)KB-_%7I[9- B3QA=.[SG;W[F?55A)?;2LG*E"'Q$$!^\X+MOZ\WOV]^KU6[VC]N;N^T/;S[O=E^^_M? _MV>_EY=;O<_F7]976W_Y>/Z\WMCCH]N9M.I^7;V^7 MUW=OWK]([^+M?-N_?K;_N;J[O5K]L9MNOM[?+S3]_6MVLO_WP)GES_(N_7G_Z MO+O_B[?OWWU9?EK]NMK]_WJ[OM]?INMEE]_.'-C\GW?9+E M]T<\A/SW]>K;]N3GV? UG^6V]_OW^%W7UPYOY_2FM,E:7NWO&]3^1/[O0'WSE/3^P-.?C_3NX=/O^UOR^WJP_KF?ZZO=I]_>+-X,[M:?5Q^_MO=G]=?U-K@Z? J+CG7;YOM@__GWT[Q,[?S"Z_;G?KV\/!^S.XO;YI_'/YC\.5 M.#D@2Y\Y(#T3B@-#,\=Y6JPP&5<4"Q>,:_Q>& 1>@IU8<#:O.R/G= ,C^VW#RT)9*GQG[L M=(^]Y*&+-LZ[M[3?VZV^S_]7I_W.[] MA_7==GUS?;77?XZ?/ZYFJUV?[;K%E]O+Z\WLTN9G__M9G]^4_?S? XTN[Z;_>WS^NMV M'[U]]W:W/]W[I&\O#Z?VT^.JI<^>VNWM7G2/"'7^\6GZZ7L]^7EU=7RYO9NKN MT@'\$ YT'- WXC_[QZNKZ_EM@G_V7Y?75Q?[#?5A^N=[M?P\ZN?:E> >KFV!=_M7GZ]_7KST*;'=@DZ1Q'-=4!D..2_=I]7FWU'N]W?#S[?? U'_L;H_L_7M*NQ\ M%9'*P=53;15P;KV?\;>UU;1O]]I]$G#Z).#T@9,_P_EI]>GZ[N[Z[M/LI^7-_M\NYR- 5ON]HUS^9=9EOS[+)VGB4MY7N;]??S[[9?EY>J'-_NKM5UM_EB]>?^O M_Y*4_]PJ8Z$-22L)6$="1,D3)(P1<+T(ZQX@-T/[_YX7R=Y6;] [^\>I4]"4 M(_UD3_K)(O7SY_U7[_;S?FQ6B)A#0EK25A'P@0)DR1,D3#]""M/ MM)3765WGI;$F*.E(3? F3FG*OFMJ[*\^M*'7)QPN,E0\):TA82\(Z$B9(F"1A MBH3I/,A6-!4U4D7QI(HB1A6>&XQ3(5YXK$)(6$/"6A+6D3!!PB0)4R1,%X$W MF.FXD4K*)Y649WB2*2W!)N/3_>#-&MOC[715F8T3MF3"SDYX4679PF@30>:4 M=LY\G$Z1Z;3K(Z9ELC"Z'91SU#>KI[Y9G? DIH;)$4^5%4AM]YX/W-&([*PEK M25A'P@0)DR1,D3!-PGH(-A+3XDE,BP=Z]HR8U-WE9K7<[C6T5\W#3]_=3Q4[MYY- =4EJ0XR$2UI'PEH1U)$R0,$G"% G3)*R'8"/!U4^`]U WKVZ]65U_NIM= M?MUL5G>7_YSM-LN[]B=4% MDWE=5L;CC3]W=+\G:2U*ZU":0&D2I2F4IET=*4F3RA0)E'0LDL%T3_RN^X-(M+N[7W7U9WVX?1E%,J-F.TIH#[? 1]9Z5UZT!M=)0F4)I$:0JEZ<3V MT]VFZJF48UD,7GKB-]/_<[6;W:RW[@$4ZI.CM :EM2BM2VS?]R+-RLJ8.11H M5HG2%$K3@5>DI[*.Q3!8X0GNA2>V_6BZ&=,AS2%D? LM3)?"'!;*B.@?KH][F M16WV/IOFBI,.7FI,]"L'RXS1SGS%HK+&"9-QX]8=+- WDK)YN8IMH55'N^Y[9 MW&%QC?]LH[_!4"\6I0F4)E&:0FG:U?9ENO_/[.-0UK$2!MLV*<\ZG9^09N(' ME-:@M!:E=2A-*

H#2)TA1*TRBMIVAC\0V^=.(WIKTC;M(Q_(#2&I36HK0.I0F4 M)E&:0FGZ0!N-M19U;BZQHY*.%3.8SXG7:G,,RW]>;IX&:YE32*CCC-(:E-;B MM.Y &ST\)-R/E^83P^HHXS2%$K3{DN25ZDUJ#N'89P.CG'BMXPG^.YGVI0 MNQBE-2BM16D=2A,HZ:(TA=+T@3:UJ'LR;%QY-[C'J=\]CEH5Z!2,/T&L8%!:. M@]):E-:A-('2)$I3*$VG]DH!]QKO@,"Q: 9_.?7[R_;X2W^]VZMD_OSXRT^, M5@GJ0:.T%J5U*$V@-(G2%$K3!]IDV>I4V%@A@[F<^LUE_]3RM%K8XFZVNILM M[V;KN]D";[;"FRWQ9FN\[34$S]Q3I@/'BAE\YS2VB#MH\)5-NFW3(4UJNY$. MMRTHJG-$,.=VVP#CIB+/$9I J5) ME*90F@YHJ9[*.);$X#JG?M?Y954UJ>T6YE6Q.|)94$,9I;4HK4-I J5)E*90 MFD9I/44;2VFPIE,_-1U3>^-'1=]?4$,Z=53'SG/S!H/ZS"A-H#2)TA1*TR%- MU5,IQ]M8#F9TYC>C?2L!_8?&R@"E-2BM16E=9KN@%TF56NN7T*P2I2F4I@.O M2$]E'8MA,)DSW&3.;#?/= .F0YK,4;Z:F670;5!4YXBZ2)(\-0-%:*!T!*;& M!Z$"8K0[8;JHK+U(IP/'+3R8I-E93=+,_]J*J.+"[6[/;6[/[6[,;7+,[7+-;7+-[M7-L&LFOES6386"2#S9R=VV;V)X@6#$EK4%]+TCJ4)E":1&D*I>G,MJR?V15^ M.G LFL&.S](JH?VD>Z_/PUN=!:[=W?0 M0,XN9K6F@R9#FLSA3-J+0X.B.D>4'3L>-&WCP M5C_MPJ.VFV?U;DX-#"N\9]P]-<=ZJ&B-('2)$I3*$V[VMZU.)3*.A;#X(YF MCS;3N1:'9JACBM(:E-;BM ZE"90F49I":1JE]11M_/*SP8/-_1[L*Q:'^LFQ MND-1#4IK45J'T@1*DRA-Y2[KU1B+H1E[?\:Q1@9K-G_)_M).2.:!EORBM06EM M[MKTV!C^HQD%2I,H3:$TC=)Z?TN-)3%XV7G ;M+1BT/]T&AY.(HS\\08W#9H MSA:E=2A-H#2)TA1*TRBMIVAC*0TV=^ZWN6,6A_I1T0)"S6V4UN9VC6^6UN8- M!O6L49I$:0JE:9363S356!8GKV7V&]N^Q:'^0Z-E@%K6**U%:1U'*$RA-HC2% MTO2!-IH'3JO:?A6S[5@;<6,Q#(9UCAO6?F*T1FP#T30.T(1M;N\DG>3FNT<[M1]1%DA9S<\9?A 9*]%,H1]JT,A^ G:>6%7/3C0@(">OP<;-SVKC^NG17#BYN=PM7 P+'HAD<\]Q?3^Q_3Y-[C(;:Y"BM06DM2NM0FD!I$J4IE*;S ML'VN)\-&"BD&6[OPV]KA[[IRJL5/CU4+2FM06HO2.I0F4)I$:0JEZ2)TD^N MP+%B!I.
f\)O<+WM:*:9+D*=#FL)E45IK3H.B.D>4<\UI8)QTQ%EK3@-BM,.R M.->+<3L>-&WBP; N_9?OZD7;AJ"QVK3D-C&O\)QS]389:LRA-H#2)TA1*TZZV M=ZTYI;*.Q3"8KL6C*76N-:<%:L2BM :EM2BM0VD"I4F4IE":1FD]11N+;[!V M"
[^U^XHUIWYRM.Y0YQ>EM2BM0VD"I3^E'1-P[4:R[L.MX\3\T[!VIHAHS2!TB1*4RA-%[8W;#553Z4< MRV+PF0N_S^Q;3NH_-%H&J(.,TEJ4UA6.-P-G95'/S:E6U!M&:0JEZ< KTE-9 MQV(8_.,"]X\+VZBS)OHG0YK"WI5X_Z$6YK=Z2%3GB+I(LJPTW]XN0@.E*V]E M/H=.QVC'A=@G?+RRXVXP'3AJX7+P/NS^I^E;3-555V;;?`A,*[QGVWLMQA* MZU":0&D2I2F4IEUMOR@+ZS46TW'C/CXXEB6^8[*? &'NG1VD-2FM16H?2!$J3 M*$VA-%V&O99W,FRLD,'R+<^ZX[2?`JT6]+6**U%:1U'*$RA-HC2%TG09^EK> M@,"Q8@9?
N'S!GM,_+S<3PR74#49I#4IK45I7.EX*G,S+N?6V"C2M1&D*I>G2 M\3[B9)Y7J3F?0J4="V7P<$N_A_N2P9=MNIF/D-,A36F[A8[7501%=8XH]^1J M0@.E(]\Z745 C'8G=+RNPG'%O*^K* ?_L8RJ.8T>/-G&G_-U%8%QC?]LH[_`M4,L1I0F4)E&:0FD:I?
44;.R7P9PLHXIH0PIG_<3H<0-J8**T%J5U*$V@-(G2 M%$K3**T_T$*?6@<'L_0[F*^L1O?3HT6%FIHHK45I'4H3*$VB-(72-$KK2X?M M[7VT'1S0\M%4.M>2YQ)U25%:@]):E-:A-('2)$I3*$VCM)ZBC<4W.*ZEWW%] MQ9)G/SE:=VCE+DIK45J'T@1*DRA-E;8GG9OS">B>U:7M6^?NVU,U.-:5W[$. M7^[L!\4*XD ;3:!DYHQS@^9L*]L2-??.11,*E"91FD)I&J7UWH8:=_3!MJX" M=I,.7*#I1T5W==2O1FEMY2CN30M3%*@-C=(D2E,H3:.T?J*IQK(8O.K*[U?[M%FCZ#XV6 6I$H[06I74H352VZWJ1S*O2N'5)-*M":1JE]=-79"R&P8:N_#;T M"^:2_<1HC=@VI&G$H0G;RK:"`?M].J+<^WV&!DKT4RA'6FN_3_>I.?;[# @< M=Z_!O*VBS-O8&58_/;JKV5:G<[]/-&N+TCJ4)E":1&D*I6F4UE.TL:H&P[R* MW:1Y6%!ZED^C7 TR%--MY7C!KUVI%135.:+ M\>JJU
J,:_QG&_T]ACJI*$V@-(G2%$K3KK9W56I-QXW[^.!^5N=|P\V^%6] H MK4%I+4KK4)I
.1*E*92F45I/T4;B6PS&ZL)OK/HFUOV'Q@H+I34HK45I'4H3 M*$VB-(72[,)AME?9W'S^I)*.%3,XM(O8PN+3"K#
<*234J$5I#4IK45JW<.S" MG.3SNC G]-&T$J4IE*:=ER2K4[,BIJ?2CE4R&+:+V/VD0YY7_-!HH:!6+DIK M45J'T@1*DRA-H31]H$W->$Z&C44R&+F+V'KBV =\?X)HP:"UQ2BM16D=2A,H M3:(TA=+TPG:=W9.>_8%CT0SV]"+*GC:J3=WC+]221FD-2FM16H?2!$J3*$VA M-'V@G=XO%F6U,*>-)\/&"AFLY@55F^U6"VH[H[0&I;4HK4-I J5)E*90FE[8 M-?YYE:7S/#?U,ATX5LQ@/2_\UO,+GU;L$E?
32YL.:1:V/>CPTH*B.D>4VTL+ M#92NO*:7%A"C'1?"[:4%!(X;>7!+%[%OW(T>;=NFH=-."XQK_"<<_6V&%ORB M-('2)$I3*$V[VMYEITW'C;OY8!DOSEO)NT K>5%:@]):E-:A-('2)$I3*$VC MM)ZBC<4W>-F+LU7R^LG1ND-M.;)36HK0.I0F4)A=V[6UA#IY0;WIAU[X6YHWG M'(9S/1C.-57)ZP?%"@*E.;5=^FF^?0)-V*$T@=(D2E,H3=>VIVSNE4@E'-MB M\)/K@(K?Z.-<6U8Z7RII%,1_\F:/[/.H4H[0.I0F4)E&:0FG:T8W,!Q4JX5@> M@Y%
<^XWDF()X/RKZCH':Q[5=#9JFB7G/0%UAE"90FD1I"J7IVK9[K:;JJ91C M60S6<>VWCGWK]OR'1LL -8516HO2NMI54IO-RCH6 MPV)U[@E7-O>FSEW/QW2'$).KT^9E.8;3(.B.D?419*799V:W2\P4#H"S8W"_M54",=ER(^V5XQ=PT_0,"QRT\6)KU62W-VK&-]&*>+.9FDX?%-?ZSC?X60VU(_ME"90FD1I"J5I9]N7U<)Z7#S'1M+U8%76Y[J_=#H(0%;'(O26I36H32!TB1* M4RA-UU.[/Q^T%+5)=#U8O?
6YK5Y_@FC!H/M$H[06I74H3: TB=(42M/U],[. M!\E$;@%=#\9Q'55K_#"NNID85Z%>,4IK4%]+TCJ4)E":1&D*I6F4UA]H@>LO MZ\$$KJ->H&L]K$R)"C6"45J#TEJ4UJ$T@=(D2E,H3:.TOG9L-^U;I)G,!^OX M_F?^V>=(]KC7:X9$&@V> MG#2XWQM]_3C^F&%RS69H8#-QSK'?@2RN8W&"Q4D6IUB<=G8!U]K-@$"CRZ<$ M.EZ#J 7+XEH6U[$XP>(DBU-'W.F-Q'S9*YNR/^(*9TI#+?F)6OP6[,M6L4U0
MXX5BNYG9O+ &<&32EL5U+$ZP,,GB%(O3+*[':(:JBA-5^6WOF,5O$ZQX+:&%
MNRRN/>)&:RKRU'K&1KUP%B=9G&)QFL7U4PUF2*0\D8C?#_(DBU,L3K.X_H@;30"F25HMGI-/=2*?V"VD)_V)"62\JJ;WFV93 MMD?(TB^LQG*&P^D1A M419VR!K;"62\JE#CFL6U+*YC<8+%21:G6)P^XJ9VVYJ.&ZLE.?&E$[\O_VA/4>-&@ MM=(LKF5QW1$WO;$VFUBR,,7B!%G+&5Q:*Z-)39$<[),(/&71;]D@);8=:W6 M.JCIF,85XZAZ.X9-E+VY:.ZZ-Q?07?CF8EJ5;RZ<5?KVS-DY:M]"(HW6/O&B MDZ@W_L8/,&R;T5G_%AK83)QP_/<;ZR&C.,'B)(M3+$Z[NX"C#@[+:ZCBQ'-. M_)[S2^8N_6<_*Z2NM)@;$N M-(IK6%S+XCH6)UB<9'&*Q6D6UQ]Q$0^\)Y9U\NC7G6V);\+:VBBN87$MB^M8 MG&!QDL4I%J=97(_A#"&>F-^)W_Q^S1)?/SI>@VB%.(MK65S'X@2+DRQ.'7'C MQ1O6--%U(_M]8J.?'=$[_O'KYWZP0I7AYH:3B+:X^XT2.S-(TB^O]S66(X\0R3_R6^0M7P/NI\4*QRV\S:QT*FK-E<1V+$RQ.LCC% MXC2+ZS'<6%3IB;,>!NP6'KH WL^*EA**:UA<>\2-'E#-34H[-JE@<9+%*1:G M65P_U6"&1${L\]1OGWL7P/N/C9<$:Y*CN);%=2Q.''&CYX!%FA6F=XFF52Q. ML[A^^J(8LC@QR--X@WQJ[MJ/C%=+(@)>.IFR/N*F%[6A6X_>']2UL3T]_O1U/O]D!V;KSE/G:@#'PG8T;\OB.A8G6)QD<8K%:1;7 M8SA#82=K!M+\O-Y+RBX@0'$-BVM97.?B!(N3+$ZQ.,WB>@QG"/%DG4'J7V?@ M?
VQA%Q&@N(;%M2RN8W&"Q4D6IUB<9G']$3>:C"WGSVT2EIZL($C]1>_VP\VO MJR]38T-VT4 Z_69K-F5[Q)U>SD5=+4KKZ8:U^!U[[SY+0)Z+ZLWY[;KFR2%UF19*75BUDO'<5U+$ZP M.,GB%(O3+*X/ZE.&?DZ\]]3OO3NK!YG!'Q54GY]O&SL+;/M;WW67$]MM];] MK<\.[(ZT%TFY,/>_E6Q>Q>(TB^M=[5^E=?G^Q'QVN0=?517,OB.A8G6)QD M<>J(\TAH#G[B9R&7D[_,SOYWOGB_W'Q@N"W?,>Q;4LKF-QXH@SYCQ+\ZD) MS:I8G&9Q_>0U,41QLEX@BUHO$#21YD?
&:\7>3MR:$4!3MJZ4SAD!-*UPI77/ M Z-YE3.O_27.^O2.G+YYX.S$@,_^\SN*KYX']^/CNFP?/ Z.96Q;7L3C!XB2+ M4RQ.L[@^J$\]ZN?M]OJM6N6N^7[=U^6GU8_+S>?KN^VLYO5Q_VA\[]4>P%N MKC]]?OIEM_ZRE]N;V6_KW6Y[^_#CY]5R_]1^'[#_]X_K]>[XR]L]_]MZ_M# MCO?_#U!+ P04 " L/BY.)B#;VX,3 !_[@ &@ 'AL+W=O>Z__ON4SO\=O5$6:XV];9;-5NGK6_7'QTW\DD& OL M(_YG57_KGOWLC%WYTC1_CK^4RP\7L[%%];I>]".B&O[Y6M_4Z_5(&MKQCR/T MXJG.L>#SGQ_I8M_YH3-?
JJZ^:=;_NUKV]Q\ND@MG6=]6#^O^C^9;41\[%(Z\ M1;/N]O]UOAUBX^C"63QT?;,Y%AY:L%EM#_]6?
QW_$,*#!QO[G97D&'KWROF[3]J^OW;?/-.3 MY7-[^?FI\L6)OY]G 5P-W_;35^X]?N6_>5:B?%C_ZOBS7QQOY@7H"[$7_USO MGHK[Z/LX5?O66GMV?G%4N_BYON<_U_?"'7CRM%T-Q]\7BY?G%/5!C(M?YHZ_#W/?VGJ&.>'V_W\<-LV&V>X9K=5O]K>'2YZJWY5=VB^.% #3!W7 ^^Z M7;6H/UP,%_RN;K_6%]?_]B]N-/M/I%4F+&7",B9,,&YU8P8243)DDP;6P$ M3V,CL-&O_WM8V:Z;#NK?6G*J_IFPE G+F#!Q@(5[V+CD_W]Z;E>G,QFL_=7 M7Y^+&T7&\VAN1:,;,!I9,F"3!-.6&3\H-K;/ZQ^7_#>O.PR*P:X9;H$6S7:S6 MM;,]2GK\=/QY.4[_#]VP:%QMX=S_#HD_9(J"'4N9L(P)$TQ8SH053%C)A$D2 M3!M"T=,0BJR3?
UH/T,6J.CP V"Z=:M.T_>]?^P_0H+#BI@X*)BQEPC(F3!Q@ MT;-Y/@HB\W)@AOES<"U@-]UDPB0)I@DY?A)R;%_%--O+_32OIO=U776U4_^U MJ[==C;1L)4[5,A.6,F9R9B0Z1SL+(QHUP72)G9LI()DR28)N7D2V/BMFF'5??789'>M-^=U697K=IQR8[4;&5.53,3 MEC)A&1,FYN94&YIB-[,\U]0RLVER9),$W+[DP9#S.KFC\-6Q2/=D-?MYQA M!K/:.LM5MV@>L)KMT*ERIM)2*BVCTL21IDEZ9DH:A0%-4]M64FF21=-E_'O.V57?J^$W^ 3\6,GSA[3#G4QL?!,W*'-6FA-2:F_V M9&TR:>)(>RZZ2V\6FLO>'$0&LR0 "F4VL*32)(NF*U29DJ[5UWE1H=^JM]VV MO;->55]6ZQ?-R2-=^[+<&$G3#/3,N22UMW:R,*FF(NSKW!Q=.0A,T+Q)]0*I M-,FBZ:I4=J ;6%V5T0]WV4,])F#P-!'WE$=0BI-LFBZOI5) MZ-I=PJ=5Q_'I!90QU1ZDTE(J+:/2A&MZ?Y=>Y &CFUIO0:655)IDT72Y*S_1 MM1N*@]S;A_KTK2?50]324BHMH]*$;QJ$(7!3"3?
Q*.6^K;9===A[MV@ZO!*QLZ8*FD1+J;2,2A.>Z0[& 7KK#@1Z 5B* M4)M74FF21=,%K7Q$S^XC_FV_JJ[.FZ'MK,F"IMJ&5%I&I0G/] /=V#<-EQP% M)H&Y=BFH[2NI-,FBZ8I6WJ%G]P[_]L-+I*!Q";5U)I4D635>T\AH[N]=XF*/7S?;N\O#VT@E%4W<^4FDIE991:8)*MRSWD>[(7]ZC5EE2:9-%TX2L[T[.Z/P<[\]3^+S@$]"XFE992:1F5)HXT7;3A M?B>+,.^CT"2,D,*I_B.5)EDT7>'*?_3LVR!_W-P^OFW=G2-PJA=)I.546D.E M"2HMH[(**]VDTB2+I@\3Y6MZ=E_STT.[N*]&)VC2:ZYVZN110K4ZJ;2,2A,>_ML#K]""WN4:+/'MJ^TIJ3;)]HNK:5V>F=,#N?:[MK;OMO50L=(3MGLI]IQB:5 MEE%I@DK+/6"3HMM9JOM)I4D631>\,_2
MQ=,Y"O3,Q7]!:,5])I4D635>W.CN]^:05_>UJ6VT79XB;ZGY2:2F5EE%I@DK+ MJ;2"2BNI-,FBZ6>Z*2/5MQNIG]IF4=?+XR"I_ZK;Q:H[[O'9.)}]MTXT[Z9UF M-UJL^'PWJKM*I.546D:E"2HM]_;R4FMM*32)(NFCP3EP/IV!U8?":.NN>QBN
M%Z_8[6:O9O)XH)]S5%I&I0D?>*[1^-ZCL3Q"D?X,1!;4%I94FF31=+DK>].W MV[.ZW)]VXT-%4ZU9*BVETC(J35!IN6\:N"^(GNK@4FF21=-%_^P(6[N#^T<] MS-SC4TKM!_JH>>ZQM=QS:
]D'UW)/K@5V:Q*9#V9R%!B[8/.SM7TEE299-%W. MRI?US_1E=^-10%4;Y9*RZ@TX9N&JQM&/MB_!"_].7A* M26UA2:5)%DW7N')F??O.T.SVME[LY^O;JU7=]OCUJ/%]\/+O^OCB4+;?T@8 MO:C]#Z,A],5:CP?;0O53C5LJ++;72,BI-^,;F4 ^\0 G"7/#Z)+5M)94F631=M]\JJ]>U6JWZ$P#1M4^U6*BVETC(J3?AH9^D,[.! @7X8F6_&%]0&EE2:9-%T M@2N_U;?[K30(.M+(W>/*T2+4MS^YN?FYW"Q2(A%P>T_J4[*ZK"M* MN8V^W6W_+#;K?>YM*KU_D#+==,]M(=W21:/3N1P(3]DN!L6K#!;@D_U'JFT ME$K+J#1!I>546D&EE52:9-'TG#G*>PSLWN-^&MX?,'$XX+BOAUK@"X1VT-2! M0:6E5%I&I8G = 43<)0$"$/S>T%M7$FE219-U()R#P/W_O F-9T^,#>FX?;
MQZ0*Z+D[U<+8:+2KE=0+53C4HJ+:72,BI-4&DYE590:265 M)EDT?5 \2[096-=9K\U"&U#=3BHMI=(R*DU0:3F55E!I)94F631]F"C7-+"[

MIM:$M%3KDTI+ W#VK.O/ O#4'(;&WLRT&06UC3F55J!N^%$(MGJ7-3S(W#V*
MJ62U49>?,B^#R#1+OW%6V8!<%)I*96646F"2LNIM()**ZDTR:+IHTDYI8'= M*9V<8-,:.FSP^J*YH*
*S)Q#1T,A#G1>8S24%M74ZE%:BOX,3U$L0%X,A?R6J= MKD-EFP8G-HR^(C^L'3E9BM2]HH'I0B){'H2!3/2"VK:<2BM
%UR0D:A$<M6.FCPTJ,9;"#;ES,EJGB:^2#E;T7FI%4_<)=DI4_5'-MI:61:=SX"7A
!>+0DE%06Y=3;07H0P+Z6H(X%Z1#EZS6Z>I39E9TPLR:DMC3 MS[JL0:J'%9G6SK!._ODU.;E5%J!^A"8S]1*:JV21=.EJHRLZ$2"
MPRDI.^VLR5*E^E:1:=.X,;@OR4!@",{'$=3FY51:_3L+[DM*%.BC"?,M#*=(
M&4{1B:2$T|)LVFF3=4AUEB)T=B1X,H_B8G39IMI*5%J!^N""I&TE# 1)F"6K M?;H.E6,4V1VCB:5Y)5J2Y{93=%
MIS=:O2HUIIT[>0!07:8([L**X%R,0CTW,K\I06UC3J45J!M>&(7 +86A7N B
M;;Z%LQ,I9R>R[\)Z,5++B.KR4&DIE991:8)*RZFT@DHK]33)HNG#1-E/T83$ M?
^>_B6BG3AXE5$,A3H@JU'@MJ^G$HK<&_!FX8H,)BCB?LM/*E(M>5+1*4_J>6Z.KC]<)#5!FE1;BDI+J;2,2A-
46DZE%51:&9E.&!H&;VVF%46A:9'A+(>BJHE>946G%>%TH4!CQ=R6JJ9JFT-_:^&%P^H$!O!N[!J.W+J;0"]C8 KP^@0)2@3++:IVM2
M>6BQ_2S*UZ8^C:EV&I664FD9E2:HM)Q**ZBTDDJ3+)H^3)1_%T_)@/>:U*?V M"B8/&*J1Z5E,3##P(N+U$IS*JV 7?#-2=X,\|:SD'^E=
<7V[V^_M\[.'VD&3Y4PU]V+@7R7@3<_,!7K@U4)!;5].I16H$ZX+SI,LJ?5*%DV7JK+^_M8ONFKI_*#&IG3U8OU?^+S1U-
;A"A\T%!Y#P&IZ\):@-S*JT G?#<) :OJZ'N MAN!4&\EJH*Y,Y;;%=K?MC?)YVFN=K%FJ&Q>#X_W0*A9Y<>@FBVK%46D%Z@-* M)P?
B$O/E-\EJG*Y5Y&$GH]8JJ+2<2BO M7^0R<,%QHR6*]"*PMTG&9NJZ2]?W9]H"2A>F@:ISQ$@3BC)?G5EVBSB1)"+9/V[^L5\Y2B;*@
MDC/2J+T^FZ6=/G6FHM+2!!S4AR2:H4 D44%M7TZE%:_3."OF,?!T5DP0:&A8 M5YTRF9()"<]>G?$RH5L.5%I*I654FJ#2SZK@/,?
LL1T4A*P2X?:MIQ**T_74(*1DE]K9-%TD2IO*?'/ MG]E_+I5E0K67J+242LNH-$&EY51:0:655)IDT?21HPROQ&YXT5-9VNN;/'ZH
MMAB5EAUISZ\IX&P,0:TT]]**\[I04BN5+-I\!5?=?5WW:=57U^\W=7M7W]3K M=>?L3Z,9+QC//G7:^G88$>Z{C[{%E?
%YZK[+7/!YX;Z3^\^O%/[Z_:ZZJW^O MVKO5MG/6]>U0U>S7T4!I5W?W3[_TS>[#Q;!\^]+T?;/9_WA?5\NZ'0.&_W_;_M-
/WC+V,%WYKVSWUWKO\?4$L#!!0 ("P^+E]GS>"DQ@\ +9' : M>&PO=V]R:W-H965TIL0OI\6AGAVYI ME4P9:)$=]H^.GATNI,
[WWKSB[!{;-Z],X3.=J_=6N&*QD';]D\K,ZO5>;Z_\MXH.>S3U]\/>CZCA/7^\=$4,J4XDG#!+_7:N1RC)"!#:.^1)Q[%4D"K'\NL;]E
MV2'+1#HU,MF_=>KGK_=>[(E43661^0]F]8N*\C"#BPQ*":%\V81 M@?&\T'GX7WZ->J@!O#BZ!:_? ?KW!1A$@,%]
8XCP+B%)HC">CB57KYY9LG/9BI^^AP@MG'MUZ$&-8 Z3B/FG@+E_"^9GXIW)_=R)LSQ5.0O\:#?\#W?!G^Z&[_5W(#B$
MFBI=]4M=_=3?B?&?1=X5@Z..Z!_UC]L$V@T^5LN=X*>[P4]5 O >@P]V2#.H M;G[^(Y_AYO?B9DBU8]N*1/U>@^AR"E[K?;>_.-
OO6='+]NTMIO-2^.5Z(FG MV^S=8+_D5UPME>6O\,&P8F062YFOQ3"5,VW$.Y7J1&;B%Y.E.I]UQ'D.O>Y3 M
%4V6XO/N5D!H1/#_T@^E)APYH"I._$:FZR;/T4YU2*>#EQ.M72:N7$/MR1 M(IJURM8=X>=*_.-O+_K]HY>1"W[JO6S\-"Z2!'P;&W\|$-
H)*1:14:^2>6XR M,UN+)(HR-8@,H W)"4^J0.XL$8P]\XACD"71,BOU WW)218^5_B(88C-*#Q2
MAF<$.)I("X$2(:V=K_U\H:7K")TG64$:$]);H!93/;$Z"T@[U9=9X;VR'>;C M&OBL3HI,@HA,YNN N"L^@F)-(;WG+UV3K020RD)\"-
]6/D5RPH$%7VQAE4CL MVE0"[4<]?KKX.*I42/27149:FFJ5I>T@[}^.AB5(!WIT>D9WZHU86I,6"71; M6$"I#I2:>STK3
%=@*7<+?!+)C+EV-(@RF]NP)H.=S)7TGI!)CGCYVUQ@7\) MD_%(M83:&2 "$8FSD-P%!3J_SA2RNKA0,YE4)KP/ZT1JT\3JA!+W 1)PHF!T
MJ1B=B7?2?B:RX.2L !G%MTR&JT<7PS%8.'[1?RE&=86,UP[Z9;*_?FS]"=@0
M_Q1%GR,^!S+)G&-9!^3=@3]UQ5TP*3QY"]01KUZQ@5DZ8B4>54^H[5^13I%VK9K!,_!1+J'V:YDY MNN'4"&>:/
K[BW]4N#N<)?,ZX6<%3DB 4P=MS*"3T&;.5GQ%6D$O,68?"SV
MZ_Z>&;Y]&6UL;#AA_\9BG&B50[NQ##Y4FBG6O=A]P[$@;V&4#423?EJI/M!RF\59XMJ;0!MA E3,W?< M0;I2?-UIVP+_>YB8:H9^CC-
<@I,*Z>RD3&O0YT3GD40-2Y7W1IL#51A<%M85 MF=!LJQ7MF%(P700QND&,ZL4I0)$ ^9B;=J8@M26V_0B>X^";?"RVK7=I:T-
E5)O7?%^2W%W<1=3<=WM.V)?'X@M@T9:QT?8IO;S4%#D MH,"'ZFS6H!HI[::AMB/<2AAUS*4IUW 3'"S3S!0.VH"*0&I<-PW?.4V1LL0
ME=J;Q%UAK_5U&9)Y.(_ZMA;#*Y/I5%).#,H_^B'5J+903JB:887*(I*0J5GZ=J*3 M-;ARV^@AZ4;49"YS2!"XF9YYE
M$FL(^@%Y,56YX*"RF4=\@&8ECD5B8(U3,$819QD:T8J0/^)C!1:)4D#(NV"
M'TJ'+*M659J//S0G$"$R&I)8&IFP5KIA>:N+#HP!@F5K[J*UH5KO+H M-_B 92V&QA2?8.],
<1!$H3J3['V)='/T3P;F,;5F49ZFY@+.@5:$*WA\6%8% M#O*33O02IM-\2HJQSN07 @4Q)YV.!_-4+!{ZIBUFC6T&;,63+'(."6DQP
MN^6P(@3_JD^%2' 4]B'BF5M._^J!PG:BN^0J YTG_17<@%N G=(C,,%UJL:"" M'.!D[9,%,D1HTJ"09K$-R6XR*O8K)A% I3,0_6R@0N(
M*I!:.&7:P<7=T$DHLP@ I./(-]W! ?W_HGMT -_(Y8SM%C>E0@\$']2XF=;&D8R)#M^N>@IZKIB2:E4H8*9P
MUKH]M1M#KU_*RXJC[[6C(B@I0WP(L0_PQ&Y=O"B5*Q,A7-%*37Y N=J3,0,X M-<4$[CDQA6^57TYT1B$#8NUTU1IA5$2*6A.
P%WUC&0I!=$^MN^I(!_VD3MF M[%:^R!/OQP=,Q\I5*A4#,+9#;"1+KG2JNX.1W GJ0*)J,?0P'-\GCFDL*3JIQ_BD\V:#_4#! 84[1$Q=C
M*FVFFH5<$Y0E2XD%5(KR9MT)"8CF+SRLHJ))5!['$M)%F&(ALFB7H#RQ@5QC
M7DBEGZ:6C:"G11BOW1@@HDB$$;KN=_+G(=#)E:,(.:)B#-_JI#DO:LRBH,JW50F98&9Z1!#2/?1"W-
:99'4\&IFK[2T+BHU3FM_5#:9FP00Q&KZ'MORHL S6WA=*XY\))T["U\"U_[#_2-_0S4":N\?R3HELU:D;O# M3FF%$2R -?
15D_?"5WL__)T+_^>TQ#]I]#45HBU9A(+K,E_EZ.8ZPAQCL#WF M7!L+7Z(G@<##Q.0%$G"W M;1OUG70\C=W4<;6;.MZY]-
GJ=]#EM&VA=N)XZ!;J>R([_4[(&KH[J71W\KOM M]79C'IX.?SZ_$N_.3L]'PPLTGY>CKOB4RR+E)HBZ3ZX)1E5*&-53PMLJ)8PW
M*2&N]]AO^BJO;O5N8;YU(GO'@FY[|_7-!+U<6_H%S9ZP6Y'[:OVTHJ/R\FOS 3O/IGV$K+1R5Z>6LLX?*2
M)-0PVC@31G'1H1R&VX'U;%CA]Z*=$6A7G,7P4$"\37$%W;<1;UAC<;$2\;6 M!]@Z\.Y%G^" I^+^Y;-FRQ7/A7*
M^VV4&INX4!&V;8>J!O%;MT3U74QS\U(GQ=U4M-F[MZ1Q''#0MGW:S? ?NGYJ M6S";/\LC,KN&N#? M9U2.%%#P5NA/,AWGO%P-
CT.)&ANY0=58^X;P=\|)NT?E?)@//>EUCS<#XWJZ MWPS&G?[:G$[?Y"NP0C/IJ- 554F\K+P@%,\XE+Y+3YJIJXR,> M=0/Y\RWD_=N0_R:-
[MHD'#^[P<2@,8._*6)9W\111 /?R1%8T9 MA FQKJA6&S6!VZWJ]YD;MYE&K7WYBPV2&SNC76/D,I3_IG%RFVZ_;9C,12F. M:
[XE87_&\SAW+#:E/ %?%"XJ-#0PYS#:S'ZLNM-JV43G42>TTF8 M_Y5+K W?3&-&RY)@_++PA>.^T^_1SDGH0\?!WS!6
MO;SZ>#86'Z_$Z.IR?'5Q?CK\>'8JWIY?#B]'Y\,+,?Z(+]Z=77X<_\$CU,>A MZ>/0]/]Q:'IC,OHX^_S+SC[_&\<+-UK?LI7O/W2J4!LBA*
[UI'MRUU2!68D# MA5V'X2*]@53/^]JC)5M?!(WY]"/+_;]/B_V M/;[.]Z=ZG>]Q+/,XEOG+CF7"NW""M;]TPBMG^HLQI'0X=?
BC)]6WU1^E&?+? M8CG<'|_T08-STPC=&=J"M"C[O.3/6'#7XD)#]XL^> ^F3(SW9L$?]>-2E@[@ M]ZE!FHH/1*#Z4SUO_@]02P,$% @
+#XN6EYUQI5N"@ BD, !H !X M;"]W;W)KCSFZ8S,,1^Q!#T6#[(7)P>LV69T9Q\+A!?SN>XN'M',G9[,G &S8,+>CTKQ8/Q MZ?$"7Y-
+4GY=?"[@;MQ"F= YR3EE.2K(]&3PUGE]YHOUQ?=%+.3@;Q $W(%"^S\H+=_D9J?@(!+V49E_^BVVIMX]0NN0EF]>;@8(Y
MS:LK_E[+0=D0VVLVN/4&=]L-7KW!DXQ6E$FVWN,2GQX7[!858C5 $S^D;.1N MX(;F0HN790%O*>PK3R\(+W%)0"\E8E/TN2
WE"UY=H?..5^2"?I(?PFA5R-Z??T;RR:"(L&H$]DM8>+;FVQK(SI#N"BQH] MF"F97Y&B-=41/.)I01<[+8BE)L-#PUU]BU[7?
U.ODG?/FR)+D-!*4H;L6WA33 MW@;$D0JT@I&83T ME"V!C(8/X/V&%"6]R@A:%&Q..6?%'P1Z#.*KVA&2PI+>9WF*CJ ^L,8SE2#>(@
M2YGP*TO0# FR23D#XX 74TI*4I .B$&*P/):.A4YK*34(78-19>JF_T)=H0% M&US:IU!!06:B!+@AZ'?
&^9;N,$*_L5L"1.JJQ!EG(*@%!B0D4U4[%W;$6R55 MMJ7KB>7WVEC#:BVG/^%WT02E-5(1O!8KSUOT)#O"R&E9LE.ZI0BVX.4+1&X
M%D063-F=A:GE+';TI*I(_'X/ MAD"#!6E0<75]5(ESK4MS="5>399I0VRE9QG^^H34MO 0?U04N:-S -\@ @JV
MJDJSUGHC:Z"J%:&,8^)ER_.*WTHHZ0SGUR(.]3WE*H@.>F6[JJ6;J&9CZ2.;L*\!XJVLL M5:"F9:"=LHG,(I/:#(9?
+]]7;$,6@[65TLBB%*T)3>7V"]*WB84NJL6]6]7I %*P3*'KB5K R8+AH+;IX].&D-_MO^88#!<6'VU-]+;7M5& MV&@7?L*!;.5!('R8.A:2>
(<*4_\R$I"OWWPA95@ M. TD-:5W*0E]*PS"WN,NAG:Y8X5AT,%S#_PH]G.!'R7N2J%INIPO*R^&MIBF MM*_TH>,G5AA[?6 2AVEI.
(6)>]3A KK<]-N,95!JRF3J1&]Z.%^)W9[E)Y$J M?!V/7&-;@1WNWVX,=K3'^N<2ZA^UP7U6AS &>DWH@.<*W;%\3_41#QPB[*B8 MR>
()ZFC=]O%>,_=X%(2J0SBCV-<6A*/(_;_R!N_ O&'H M6:&?]#H(G5!_;WM>-^3MX@]#WW(30TA3\;1K@9K87JW=X!.1%;O^EE!AL6O'
M.WJ$0)#L@,#Q'NT/KC22=6&/8E=;X(["Z##\034UJ-*F!$H&L01RH63\TI 5 MW]=9\0#RAEH@-&35I9W5GSML*K M?FSOY:1N/-
_;ZDR^!!8?FZS.',AAM:N&X ?:G!Y1'&%S[B:&'=>*HT.Q.,QG
MZ&/&;@\ACAOMIQ/#^C5^OT9>,Z9*U_7;6E86'<61!E[@TY{(KN)%ZN\%^/]C MM"<3M0H<"FCJT^X2&=-J7%
(LRM(IZCA4D7(J_F5+X/3AQW M0O$VLZL@L=PXZD?W#H9V>035DJO!&5)"J8R@=GR/&;=^M?YD5A.C1[UE]XKZ&W;'"2'6+
MR$XTK7AQUU)W:=:CI&^V*H;FZH@"6 OBYBXZMFR329A #B/+LY6>9ILF78 W M.-1:\$ID?
^C(RAZY6FEAC_3F(!EY!]*A[\\'#FYH!68>:A67YT;Z>]OSN[%N MIZ&5:X6N8?*HXE'#>J)8X7IO@ -I*N*-0&,K\7?T!I'5[.W!!X\?6#GNR UT
M;_ [K=-%C]G5N:9U2.2S$:1=E3;)W$_-=A6$EY#RTNLS9[" M$9^^:>W$]EY*ZL3S[0W/Y$LV-$>>H?
QAGJQVK;W8'9Z2+$#Z+Z2#1P[MF]% MIB3Z+$;7&WH\;RPWF5 GCG5K^UZ!_)B9E6PCM E59&O*',I6XJ4J[^#]_S'* MD]6O"AM0Z>$?
JM\NT:8S],JZ_'S/!_S"A'1!X!GS 0&PBO/0ZZ?X3NCSF) M?BAG2OG3'"H%C;6G2G\>*OUYJ-1XJ/1HSZ=*'WO=/-KOC? -H_LU(_O-@_K[
M6ZP]9.(=YO->9"6QWD"*1D[+@*'E>W:G[-QF/N_'5N2YO<===#.WRR'*B[I&] M>^ GQM,,.^%[T:H2VVX^W^VXF^O:=M?8?6\
[G^\VU\;^OM-0_\"*[M$3R7^+ MU/O!G.N?P/#O'4#&T"*&\4=@HG9777N-(}T;+ @PQ&W-184@_THW T,K!'KJT5PB-;&X/X_EA@JO
**/[6+JSY)(9!9?)@^EOS ML?*Y@SDIKN57(#B2?SQ+6\^DK%)UQ<4TBF&9G"5GL4 M!0-45%]^J&Y*ML ?3[AB9,8#!_L0#>3QDP6=|
(!.WG-TI_!U!+_P04 M "_L/BY:M,S:RT(S]8 $ &@ 'AL+W=O&UL[7UI<]M&TO!?06EW4TH52>NRX[M*DNU$J23V:]G9>C^"X)!$ @(,
M#LG<7__T-3,]($A1MAP["3YLUI(P,ST]/7U/!]/KHOR]FAM31Q\665X]VYO7 M]?+QO7M5,C>+N!H52Y/#7Z9%N8AK^+&EF3[,.SU_.(^?
D\?_)J:ZTK]*=C(OB=_SA M8O)L[P !,JE):IPAAO^[,NIB(8,!@D6: M__"P0/:L#%@PT#CF3 T:X#CF7 \;X#3F3 "6&&MT)X>!'7\?.G97$=E?
@U MS(,_(&32:-A^FN.Q7]8E_#6%GJOAO5PU+U$YC[CN8\VS/T@^KG(ZWD5O?? .OPP<&3 M+KQM!_27HC;1432,=H1T3FWDW-U%2
#7DE9G@ORKX?A+7 M\,,TS>,\2>,LJN!C ZRMKJ)Y?&6BL3%Y!+M8QB5\ER*S2HIR E\;N*WUG'Z6
M]9=E"I,L,X!@9G)3QEFVPK^;9X#L%XNC E;"7:_^9?#X^.
M#IZ\'UV.HN]/3]_0SX=/OAU%I_D*V:PI#2[!+$U4FR@N+F$GX(@+1RGG65$AS"_H+/ W MZQ-%;VCD?O6M1?'" MB.
(!7PN8Z!>#\1EDVP'(9[6IMR^OINC:W5&$8ZK^<++_M-4?TK2,'*?#M_S]E]+?G#=$M>\&5#K]I4@D)$<9!$RMIA8IF3.)J'DU!JZI.*

MNXNF9;&(?FS@@@DO/X&_ED4SFT>7>-\68]B[E1=I"IWW6['$6"5T]\6!FXW MH5\37>7.0Z-T*_%;NJ4]XY";&:9@"T >9W'R>X2L/}JD5RGIB?4\&N&3"0)/ M&(4?<1%-3(@\?PC =8N2-@#3P_9@5#4OKH$'E\9>"X %-4A89DK\L49-,.5C MP,]@!>!^16D&R"XCVD^)G'($K"\&.L$9+F">,ETHIG*1LU9MY4: B50^WR!, MQG%&')A5=\;]^N$.+'EV31'>YS9U 22EF:/Z?872 'Z&ZP$'6S%'W7E>^-.5 M 02CW%B2C"CIFP+.#B>B?\V+;&+*2J@^,D!J]2K:!_4:9&W][6#M_GH2=Q1> M",G+UJ-]=>8P0^L^%!W8BO8=6>" .&]0%?A,"S@LPM443ITC*2]8H32H4*Y/ M<=Q>]?9GL8EE6(1^WBT//GF7I*)[^]Y<5K7<_3 M9 X,!7!GF5F.?""#$4E3EL1,U?!*C<12] M!#-MA@._!TL;&([5;-%R:BHZ ?LK4C^LKFKLN!F/$SUB8-5?N/0H2W-F:Y?B M$CO:CYVIJN7VB? ==$*=3"PZ%@7)3F#)#:/075L8[TT,S#ZF,T]XPR(.B.19$#] M3)@4RVA2R$17J S#%Q7QZ) MZ"PG>9DE?E C;O+A9BH8PY((2]6 *'8^8@4/7*\4--6K(F$]7E^],1 YC0$X M\0C";?"4F_?!XA_=)@+R-4A1O,L=*"4PJJ! \2? DMG L-;)-IDFY#Q@PQI MV8SAMSAXC4 '6F/@BYYON#?P9SRT>(+;M&3A8!03]TXTIN,:A(/4+NSX$1AG MSN4#^/\9X/;&$ 5*ZCXGA$KDDN(%C32Y<*A& JXW-6 W2^-QFA$[0H7XRN0-&,DH,P%^ MGEJK\&POXA4@DJ9)Z",UC]7L-P.(3 U#-62UHT:-DTWA< "&.7#$HB0:0"C@ M:%& JQQFNX)P+$+(LF?'SH@1& 2<(8$]$VII29IF30+I.?$7BNE M./-]QQ.@O[#G .\FH!EOVF_-9,9G%8^1A=",<5F2%^ JSAJC,-I&AK*,T%3! M(?"M()K^Z'#-QR8:#@;P4+L!KA$S>E L\M8K$-,)47Q2-V25\%[@,F43X3C\ M/0LV=Q HH&4KK]E:0%9F? X5+6R4DKHA#%+FU3)'UH/N%;1Q&6<6$KUV0J?*8 MH)T%:<9'0:C@>0MBKT&Y&6V(E9CKKTFB M:+FFA"T!CI@^X0679&15& [#=\H2U?%&6I*WW&H]4R+MPV)X(MN&*" 99"1,< M,A,V2/'\%V6\:IR=H_V$G](_7@('@R%$1QHI"&"*/B4RO^?I; [TD*7P-9[' ME7'&.')$V*/5F8C%HHDGQA%L*D-M5>C=D&S%KV"KH$A51ON"\0^?F,PY+H@5 RF8&.Y2 M&('11PR7MV[8,U"B(8^,&/3%)8+\[X/1T? UHD689_ETNT2LPLDH8^H(7!0$* M0\A'-4NV7 M18TR@B*'H)K]9O4/>WQHOO B)HAI6H!#*U%TJL.(ZSS?G@7K,)/6@>#T;AV0 M/!33Q7 KJ9YO14-X"VH#D)-3M>W\'*-%7@'K3QJR37D$H'/!GA''$BM ![&V M7!4@7Y@! 'N?HU""[5;U*B-M$%C]<@[T!#BZCE%6$=8- *G[,.USAJ ;!),%Q!S5>HR4*$5R;+ MF!@$(6A[@=)5L[4)BM RK>.,,]!"K R\ H !F G4 Y(CL#LR#>O ^@(9514* MYQEHF<9AW.$9;GF&? A54V.+,VTHXHHASL> I!8<$7PTD$H&0*FXV)3M M,5K&Q"5.0:NA$EZBPLS(]'.RTGMZ>1X].'@P<&1$@\[#0>=ND(K*X[0P:"V M&A_T)U.-/^.X=N YJ.;$"$LFVQ]V%,&^@=9380ADBZ&2BF(.("-SAL?F.IF^!\ 6E9<=]7+L*+ZD1L_02LHO*?&#AFB\XMB-ILQF:?L2X7 M=A&BSKP&37A ;H=52 5XTUJ D\/#!J*G<%F*:U:>KE *F67U&"[,HP??/7H" MTM\LH\/'T<4$H9NN[,]HU/RUL7./PH%'K8%**8N*<9;.A- =+LH:=MS7+\6,0 MQJ*K^L-BPQG) #6\8,#)8U226-_N_-XF$GPMTZO46INE@^"X;D^B;HB11Q5$R&2 ;'2I'ERLHW,?F8FSB.R&PH M%LYBG2+;V$5(@**&PZ>DD,DM(AK!FQ(M0'? ^SKLAAN4LQ(IWGH4G'F"J&7/ M-UXP,2H]"JWC5M\KN 6M+'M6- QWU1NPKJ$2CYVNT85+R3I=A1NX$)T-5)J6+Q#MHX(Y]L,QCB^(S0 +KWA3E?7LM##195HO*9(A23&*S$,1T84M#MFT MI/@R7M%P'"# *IH@NK>Y):'&P#RQN@&.L:FOC9 JJQ7*\,*?CLQHH-?CN!GZ MSF_Z6#;UK:"?=YL_Q+Q<9-FJ4WB5FP6B%<$4=P I7(#-3H 3B[FV M;)D$;>&<*ZQO(5,7W;#TE.%XEU#XJ]=G8)&FRR6G^\+\"LWD7Q1]8<++V:5N MF/UV&F8WJ]2*95UTZ);&FB? >$G.6KC/]?15N!UQW^>&XU=,0_&'=8MS$8>1 M%;K+F ^]!C$T"8AY'3WVCMP-%]R"7@'2B86QWLY65AN-&+E#><80T-B4$N"F M339- LTQX8%5OT,2< N8-6:L>3=,/0N,.4R$.=,Y.I5@K(,<@QJQX>'T23>"'7N+D 7 M!VC)_53QB19CTF?]87 <&D,8S)%$4@SL8ASCF:#^PP'R*V,C&_BY;'CWJFM6\S);4PKI<57$@,!=(!=N'""1UDH0!@J MRK? 1,#MUZHQUBMP$>.SGPYL<4IFXKBC_5N2C@"S,1Y3ZVD_B?$G.3/>BTRD= M5K<1+ZS7PVTRE3+4A7=M,=:#*8C<@1VB6D$9- ^*H=RK=GR_&/SZ]T=F=<>6\ M0!/F-@2(\X<[M_]%#B/J G;D_R5Z$DGC,KYVB@WHM/@T;ICF0T P+LJ03O$R MS5%EMKR6@E45!QU=7#\KKOF$6#WZHCR6I"MOYU30*L6FE#J4T[HIC,(7(I\\] 7F6F; MWD^"V_- R3+S'=#H(*/"//YK8IL63@W9,#H3$1.,1>G]H@ M;80L46MH62T2[5U0.$;1+UW#T\ R:RKK E.&A[8V!I,+4I0\INO2E&QOC24E M; <"A/C^#DU>4=P2KV80%#'+J2TA^YQ2?]5; BQ(.%DR /+*"-1IZ?AS&2E1[8 VA$K"R@2T.V!XZP;-F=OMO^- #>]WNKHQ*T+L/<2$E1*P5Q0H:]Y5=L)@ED^)2J?+/G.+ M46B2+H?$HSF6&*XXE_!YB;AAI1? 96VLJ$*2LYZ%4YL3#IDXS4MHXP9S07&A1 M2QP>[.89/9LXY=0/]1M):B'--DX4&: >SQ'.5@;L0_/D$/V]@C3 6VX5'YPGJQ>C[W!!\9(9Y#7H#I5T=;<-#E=Y!BK!6K]<=*BT14MK#M<&L? GO.2<:'D/5+-$@$K>0 M8-HZG[R?R2<1,/69&6=,H*RQ;^I ;B1\[2[RC;BQ2]AX)*HUC)>/'F[3?Q8OGDA1>/&P@E=3 H*@'F;9.7E7!#FE4_>0D'QD)E^/4# MV2KBD$1Y"PH6W.I1](.+=[]<'C1RD(1J\ <>0?+<:*DB8S#X4M5E7@9>GOAMA9+-8O:3VYPO>&,_GS/X<0:<7":C6//HB2P'B5V_75: MT6,SH'[>; LELF^[9>9_-P*TAEBM4L:H:P\QI 2;B[-5E;KH!#YWL\]%_5;D M\JTMPL38M;6+::@7^7@XH;,UCU6E<"J_[$!\K'8?G&X1>&T"3XS!8V;S(JY% MZP&5H]!S< P5F886N;)0;'ET>9/%,&H]%'7&&X6$E'W8NL^CZ'LPD,@$NEA_ MI82^T./[!P/%!_AA[.'A$S^0D?U%7[7X0JPS/DF2 34!P0); M6O<6^:0S]Z7U]+CY.\C6YI"I32*E=?*I@D^2>(_(-#F5:8$7 ^]P6>,>,=\2 M+^L4KP0,14?.-$*[JR9#D[UHG"^KTSG=8] (NC1T(T^T$S1&6\#:@0_AP>C@/W2BO&F;6;*,5^P1W>&YX<'"@O$TOCL9W?^/>ESN M)J.GZO#[!JNJ- 7]*N&N^*Q^]A39TAZ,'&Z#K\C=3'@;YN\#2R^B8:P6'3'"*$ M&B^!U#Z0<@WG?/_1Z.%_:.S#_@7I>PM?2K4!HQ _LM66N*UN7*'_N5BZ6W!*NFAOSS6QR?"LB)**L/&*(GFCH&@J>?R M2$#=@'TVJ0_IA/OJ@%LF&Y0!=R.V*X.U= (O[I>^B>Z[^&@06&BE M0:#Z8"2('JADTW6RI\V;=)9'YZSAK*)WZ/K/O!OJG7X_]6[N:3UX081?=B2)2*JV&I@4X1L-HS [R(6G)$$ M2^3% (DT K5=I6>1B-\O@+LCL\PR2OI552@?A0[+4OE^BBE.<'4L*%V\ /:0F MYDQQ1HU7'?"+4?1^6;2>G:VEQPZ(4C<]++RHE2N,2B>CUV(LB _9=L:]_,,(B MT?[5R=;G:F$%$W16X!).GQ-_Y)83S MV_)I;ZNSX..&- ^*743F56^A05'=N]8:)/S[O0Q)V@C"%3D7&L^<\'2<*\HY2Q)W<'R9RY#+50@=R&_S4,% ;E"C M5Y_$NQM4A?XT^Q*SBU<.W%_]Z($7K? 8D'.$ZU]JVXQ-*4I4F-& X*T//L*\(MO1I-%'1C1PO\36ATC0<24F@SXQ6_D;5E7GNI$GX]^X\.&>6^(FJ7;-^^I@0 MZ+WTZX? (2H.G3HL&!T"A6\I/1CULRB.U8]W!=#"M1T[P5>#CDC2+3OA^M=DC M_,N 5[OKTHIRO>O2*CHS%5+67PMYE>4N<"V.19N"'T,J8 !549T]PHH"D77 2 ME9_539JVLBZH;M6[%>"QJ5XDL#JSPVR!MUF2-!MY6M>"0 M]QAY@)S:IJQ@* [8Q/H^1040'LZE6.@*6@1#_6#MED&*?'.ZEI*TA[9QG04QR M,;R4,C#P3ZQO79OLREDS*J&$ORO5PS;RWU7.3+"ZQ%M;L)2JOQX>#M7+\'5- MQPGD8D>EUH? OY2/=80OHM)65M2%VW:UFAM/_K1CS5R5=J'D^B=_M#PAKE69'U+(A /UV4ZZ+4P+4"US)M.7T8BJH,J_6X/*N/?_<+N*E3%#BPY& MSK[WFU'!R"%KEI0RD%>T+:X[!U19%7EN,O\\T^0SL MWS<\!N$#W(3N]INB; MW0)%J/GNO M-#ZS2"7%=N2% 5LIU^QKQC37(W;92NV4X1 YE*YJJ55F:Q[DK9S-K!Y)4&K(L__Z< M?M=Z'.BT_"Q;R]0>=)V:3- RF29>VK1/EY=M6)&SW9;!N#5)WX%,D%EFU(AL7 MY!K+10MQ?K'N4L6MDLZRQ!K@_.TN,Z!-.N1!^T28?M8.SYK:)($=FM1U!;F# M+R%0.*\,/DI+!:<6,G](N\3,UO"]<8.W%!)$?^9796L*[WRX>"% M_GU0NTF4>7IZ2D[G,%$&P^$?TEJ>5@11.A7RY1HK])5S,)X>)E*F%^6 Y=9I M7Q(6203:O/18&=6<-4+O&[-5@!>;[BY%7XC_8<4)KO!B=;P6[/*U,!^% P98 MGKJ3X>H<[PXQ:^6X.I:6/:/VG_+S$Z8YOUVW-ZD! [NOX6-N3& 55]O +2CC? MO32GT.H0V%FIMSB'GU&F4?*738]M9Q*F^;(1D<,((%W 3>)?KO^$0C$Z'/Z_ M](C)NDXY;"5=76Q>/&O@9(6CB!*?MMHIE0\+)ST:OAXC+R0OA@"D'.VRLET2 M%["66.?TD2NSY? 2/HG2J'OZD5R,L,/!@7>NW[[SN\?!]7JR!QZP!UY!<19:^ M ^*L8,_<(7(&*?E^/^DF$X[2RS(HG_'">Q%+,.I)H:5X?78F^0'"%UDQHP!% MJ8S79)ZG?S0DBU6ZI5K-5_IB#55E?Q.(GIA!D6K2",62I:.34:*YOBMCV.<9^;RS9.5_:/GM2._?U*6B M(.I(NGOL$;#O4)R44U'L]2*_6GAH#PE,*,7J?7ZCI[)$ZLP5X?\-M:O+1?2 MNOBD%<=:4I0NE\^M5UPE#;ZVH%!''3 $J\S 2J2&%^+XTM) [>-ETOI72\7KHGIN<*M;\0:D]U7K**:P1M M&OP!ZU(V\)FO>QRJA\Z/UCICEZVGGZ^VCYU?P57XKH0I0"K_BI>PP658'U8 M*SGXP]I&/9BGP-4ST?_4;]L%PZD!(;@=C/$!3YB' MV=(8:KJ/S@& X1674BP#G;*!>;G!4(J]Y!-7^Z*=?B# N]'MX#XUVA[K!WP#^?? YO,1N2D._M9<$$.ZP!9TRC/)ON8B3>J ES,]J5GT-')FZ7)C_#T,7'.*.2&L*%N0E1.X4: M%[3J%<8-J5_]C*Z=FO;#@F_GCF.? #7A3K3CI^\PYO53 29G!_"L7CFDN[?0 M'6Q+05T:*ICXAIYNRW=)"CS9J?Q3<7<)KQ7 M(^^P@N0S9R=YXX0B@>0%].E<8=]!WZ- +6.M0>-"J.2# !J=(@6G1Z\$0)\Q?7!\Z=V M5 @?8E?SV%53]R0Z0%:-D2M)+)-2L%O@002E@6F:)2]X \T%(_L M?219YR6E? 9:3K6P2!,I$2@%DF;*VZ0*L:,$Z)\7XK@BN\W8B_%:1BM$X@P8?J M8&5NP_[:LKK R3@49;&JE1$6&$,O(E8Q2&("=I&DT7/CON0- A]N.W>_EU!\ M\M90UI*2Q,.M>6U!E_*'FI"%B>2F^$&B]P;I3+HF&+3[-PGHY,NU&'GN_IO MUMLP5#RHM24=*^\RCCL5F,^6W_BND[%1:4%Y7^791-==)U>K9B7>"ZQ)3V^0 MBE0*#8A>QJ?5W_M^N9+)(^U:LO,.E))&^H2C? S=V! *7$%F*OT4XD".RD]1 M%X%G7>#L>CIJ@?+UY5ISXY%A58,.%*\E\;TY^G,/X+1&'3E7\Z%+5K2BRYX@ M_1T;2-5#S:?:2O-) (QH_MIU58 MCSG5ZU_)'C74[HRKULSJ$#5=;$-SL(Q]7,/B$]]?8[&I$;?U#$R:=@[/9V U MD2J8V<*4*IZI3O_1$.[(N X4_#=.3[QD/7$C*3#SJ3I.[F1;=\]Z@RBI0EDB M=>>8(!A9"8.]{CW9_*@5-P=K:ZR"Z*FRO8%464']7B0$P]#NO6_NC "4Y]?=3 M 3*17L,V9J+]]6ZB C4A>9>G.;E0-4 &[G&PD;X3-%VT$*?,_N8P;_2&COFD/L2]11B(Y=U00_RX/O1@^/HWVE".C' M,Q0X)9Q3BQS "38& +N-4R9*&7Y7@(S/I9 (XZ8* M8&?84&5XF (MU89P*BMC;DC'4M&F'FM/[]7/-MG]Y+*_A^OQI$I7/]EX<[T75L[V3O:A^MI? FB.W+NMQ[_A2_JJ./B^QQM8P3 M\VR/,EW**[/W_)M_'3XX>]).=J\LK]_Q83S$F>3V4]/MLW^O/5&\2)/.B \MVSK'[A#29.=W.=F+.YHLP-U]A[OJ6W%WV2SH%2A6.E#1SE.?ZO4&4]Y!/'3A M=/OWU MX; ?%6:E+PQ&DIVSTC4I]&523HE[4N@WL9&#RD8]4-QX- Z!W_%'F1RYVJ3C6 M*;X?. I#<#K [MX?5AV&7[M=J5.X=/UAS\FODX1ML4XO75OO':.\XI9#[.+S'X M\YV,4';_4>#4IO0/[L@@HH? ZKG1T^B%\%! L2:,Q-'V+M;=:-KG\2U1BIX:9 M*;YZ\G'8W59:;PB^\W;Z7[@#_83K[UN*.M4FFX-%?2SGNFFVE.KDE2*EB-:-?VYZO) <'6_F*9W%APM1C5)ZYBLR^@BW< < M@(II-1"8D"2FU?>NM)'#.VD 2\TN-[R]4+T)75'"=5)7#]HW-EN[YJ.@Z9M MMQW?W=C]IL&? O5-ZWRB],Y3>-TKO&Z7WC=*_9*-T[H_NY!BW1Q^VVJ.O^N;H M?7/TOCEZWQR],XI>-T?OFZ/WS='[YNA]<_3ZK]L<_;3+:.? GOP]&1NSG;N!*6 MQ*3+2]N_!%T$D(WYVQFPOC.\+RI#.'RZP;M%RF8V0DZ5\)*\1GF,M2(,I=;) MH',)!(+? P#GQCJ5HBC)/8[SP<5G;I"1/5&][%W2/I276I@3L:*\K&._8GQ74AZ[O.$#29&Z%F"6@;]E((VXL)T_M%3]=Q.X_" (329%R.+8Y^HVZ0WB'0RN6W_)8.B]K;-=ITZ$*DW1P6>,%H98D.J:E2$#R\]!0%'0=#\05=^J?%=IT&"M3.=K19<>0 MRL#$)X"H8[=EJ8@8?SW#)PC7U&^92R(Q!6#I^/,4Z]#E%>^;:{)B=3%G^+IX M..^+/./A*KZVT%M5?DE?3=_C7LJ6.'7L#> M+ISJKWT GZVHLZ_F*]1D(:_"&@3,1UT=%_=4' @'; A*(K99Y1R<1>G!+;LI MD1*S/4OI*=GN$EP5"N=R:KO:[\%GKZO? =_7ON]KW_>UC_J^:G_5OO9_B<[N:%/U M#=W[ANY]0W?3-W17A]$W=.\;NM]Q0_>=\Z'Z=NI],_6^G7K?3KUOI]YNIU] M<_NIG]_0X_*ZT.TA;]/:N'+WTO MQ[Z78]_+L>_E^ F>WKZ%8]_"L6_AV+=P[%LX]BT<^Q:.?0O'3VGA>'ATA^T; M#Z1"QE^FAV/4'>C?*

(=QH)9(G5_-8Z'J+LQ3$^Z.L>7??,=&AP2P/>@4P5 M8S01Q_,T$SPA5RS-\3I#[(((%"=7>?RT889:Q?0+D!E1@;0P2J7Z5LG64Z=8 M/GB:C0Z!U]$FTMF>$<]2!N;V}$S+=V3"\X^MDI/:ON2!FWBV>GCI>))Y2&?3 SFKYX+ZRY\K"W!KSOP?_GPE"/IAE)XS+P+65Y&'"% [^WTV7(=0 ZW MK%=>!\:HX2^2_U&EO5O^J;,)Z!FYM\=6I;U3WBNR_KR<5V1\3_FNRO:!Y=JI MJ>1+Y=IQG-?+M>VYM? Z^67T@OS@7"P&;[ZS'K-Q#Q*)8EAAE!\^4%2$JM/EZN.XIGYF'?/E>) M:2Z A2#T 'P^X\A314=/4'X_GOP+4$L#!!0 ("P^+EIKX=',E , %@. M ; >&PO=V]R:W-H965T>E;1*@33;LAG4KVKOMLV(SL7"VE$ERT_W[T?)+G<;U&C0;]L42*3V/ M2(JBK.E.JF\Z 3#D*4N%GCF),=M+U]51 AG3YW(+ D?64F7,H*@VKMXJ8+$% M9:E+/6_D9HP+9SZUNCLUG\K6W0O@< MSQRO, A2B$S!P+!YA 6D:4&$9OQ9<3K-D@6PW:_9? [2^HR\KIF$ATS]X;)*9 M,W%(#&N6I^9>[GZ"RA]K8"13;;]D5\ZEGD.B7!N956"T(..B;-E3%8<68/(: M@%8 ^E9 4 &"MP+""A#:R)2NV#@LF6'SJ9([HHK9R%9T;# M&MWGHMCV!Z-P ME"/.S*^C2.40DU\X6_&4&PYZZAHD+H;=]"*Y*4GH*R0CXE*>K/I=ZR"&8.%A@-ZA&<^<7C0FG:O<-J;5[=M1* M:Z4UZB7)IX<\BD!KJ=7<*8JBU"YGA?:!965+14P4I,Q@:>"KTK=A^1^C M#_R6[_^&HQ&YQ_ R%246'<,CW@M;K/+FD*%NA^/1@NE.2+4]$MA>[81.[X2DJ5C^)+3)CFQX^O>HL->|O,7A3P']= M7?;7/%SOH'!\%2R/.1."LU7AF 0THLC2L.B M-W>./2O_@T0\3(-B'[!#_[7;[7#)EQIZ5%Z5>=26*>[IV_JS*5:FH2CEWG5 M'J5O3*M6&I6WYG/R=A4ZM_4OGH':V#>-)!',A2E_RQMM\VRZMJ\%]WEZ^>.Z M96K#A28IK!'JG8\QRU3YCBD%(I?VSWXE#;X3;#?!IQ^H8@*_KR4F7B44"S2/ MR?G?4$L#!!0 ("P^+EIU/T!AB1D &_P : >&PO=V]R:W-H965T M\LD6?]R=!2[2['B<2]1X',:M/*/AOW^\=&* M>|'>V]?TW67T]G68)KX7B,N(Q>EJQ:.[=| (/:]_L#?;T%W]ZU\L$OSAZ^WK- MK\652/ZUOHS@TU$VR]Q;B2#VPH!%8O%F[VSPR_D$GZ<'_O+$;6S\S7 ELS#\ M@A\NYF_V^@B0\(6;X P<_KL1[X7OXT0 QMJJSKWLE3C0_%O/_ANM'=8RX[%X M'_K_]N;)\LW>=(_-Q8*G?O)G>/L_0JV' '1#/Z9_V:U\=G"ZQ]PT3L*5&@P0 MK+Q _L^_*CP8 Z;]F@%#-6#8=L!(#1BU'3!6 \.$&;D4PL,Y3_C;UU%XRR)\ M&F;#/PB9-!J6[P5(JJLD@E\]&)>\/1>SY/51 C/AYR- 7C7HG1PUK1AVSCV&0 M+&/V:S 7\XKQ[YO'GVX:?]X\?C!LF. (4)#A8:CQ\&[8../O:=!CH[[#AOWA MN&!:S<.OQ+IQ^'GS\'/APO !#1\UK&:4475$\XVWI&KC*-0PO\1K[HHW>Z!" M8A'=B+VW__S'X+C_J@HCS2#\$2:"G;*7#&%AG](D3G@P]X)KD$KX@LS!?P"C>- MO,03,4-LQ=F0?388.2>3OO$%_C48OF*?W"1$$.#U0VLR.<-*\#B%]S&>L 7W M(G;#_514+A)G*WX_&#]3XP$[6T>>+U>X^U>,864G,->- Q.6W>0X@5)2#]O>,FMERSAX1L!=B2*06HB&N7%<![%RC='K*%QY"-D="_*) (?!^CH"B!)\Q M<;PTXXJLP#1*<8O^T M-P$CY? MDT1,#_Y-? @!Y0)> -H MKYE(;H4(*BB+E#C[__ &%(B4"Y11+O0(3@Y8>3D$JD[,UX"E(/$#*+(U!5<'.$===#IX63(J,20^9\)(2A>6HUP','T*]@Q40(]] MWLS%&0+9+'Q&W@S>,4/?^)"P"HB^_M\>8B$R0I,[$FM,_G8B')P%TW2]7 2C'PT%F.UT!>/: (%S"3N\9+#2&DU([09 MOS)0(0L1H4*X2D+WBR:1S5D5#(4/O=-L\#YG Y*^7#-/VTM@@4:+-((QT3"NLF65)&SQ_ZU#@--1)(I+:]UV'%L K>A;QL5S6.M>K5BSRE=IB8([0K MC)'>]J/9 F:P@Q/'6OH=KN],RNN3!M4"EB[IE#;^Z'-^IT%H_IY;@:@2@\";^ MD&A?AOXC$9"IP_ J,&H1QJK92H @_8*XJ!+9CK\SB6=L=X>[)$LQ%) M$Y7KD\O(NT'&N2!31FP&OURF,U@7^_7O%)?1;P E4 9=0C3!P_ZKRXO+7_.O MZ@H3"6+0M/(ENT9D#NXR4N/G-%ASSZ!Z&B F,C0X,.ZAGB"" MG$Q>9+ISL1 4Y^);7&D..=@M0D\)%S'@-T. M122T]_$+"+C XZ(LCZ[D--- M!K!@W.IXA9WI%SG2R]BY^#MM9%^^/$,5N?%M%01:ID1Z@077)N<11*)B^$SZ M"H:=F+P8.@Q[*SRAY'M&,I%EGTM@V$1!!.Z'OM-62=IGH'*X,VQWU,?6$5% M,H!>^IR%-H67RA'*N6D[2*OC9 F4IT\!L 5;R4!=,E@IJBJMU\;>4N(WO Z\ M_RJUDPE=^+H6@71,]H^'@ =!CILO]\,:WS0IV'NE@<\,5Q_K/2UT!"_^X1 MS$)+SQW]TH)=F#K'QP/G=#HQ]&F])@<^D-(-SEW WOMAC-QRSE$](0#Y,/5S ME. * ;.>#QVIJ>GB(0U:$;*HTY>$5)PI/1%,!DW9PJ7!8,4@R\(+A3%)BTT M2(^]B[PYC,Y5?%4,U>@KE,.*@I/V.6AIA(FBI2D4B)8(?1P0XB M@WIF_:Z.?K,[1T(3L]A;K7U#S@'-FX+&L[D,=D 2[XJ4#6<8(RGE$=%$B:(W M2]?X]_Z@;] <5L:SZ9JC8G[#/9_\JIF B#-_+(1:Y3&^@ 787(>Z,4ROI0<> MNFX*SGL@'0&(6XG*)'2*M;I!/B-"8] =D?AQED0\B+DK'?9SL-"(^TS=2]U= M>&M8MC,U H 3&BF#B(UD]H+0@%? E'T9VZ2Y7.[;J M^DS<@@P!\,R/VJD7M51%\4:X>*R4,KU>11+52Y]";6LC?*5!Q@[-7,[MG*X MKGM9NOO9J F:)1U*;[1$'WEM5@6,$/TZT K_/O:G)8/8]B?5:FGK9!6I#=<-MHSD)CZR?@3$BOI+,V[#B!RCL3I/N2), ^5-X>6]P&I[V3@KB-T?SFR2Q;X'Y/-MP5FMESCY\^0A(CCR-S%TDG5C^\6-U:/]GI$:1Z!++@;6^]JE%]TT#D_K"Z=,;] M$!UFG=+3:)VE2:F\JGFGL@K@E$KH>;D!^S3&SNADZ!SW3PI5Z,;J!1)WY$S& M?:??[[-W'##S;QY%'!,3\+8UCS*H2E3;5&PL-G[5%'+O8;ISY'(93YZ4A=51--DUA,'9EN" M6M2/Y_A8D<7&V/Z3Q'6Y=&RI%IAW(]8KBMG6'(TB@6!.(*1\3:P>S)1QCWT\ M/V.N]0/V^-8KUU%U%MSJJ*4&5\WWB $YY(63@8'(+[? D"[&5Q\,92)] MQ:,O(D$A70DY\44[U6@1L\:3]CT^\WQ46"JE$YFWP-:W6VV>52G .:!HG]$Z- M!A'*E6KM.!HZ)\.^X1Q835BE%@O=7';A.$)SHFXO# 6H!JN//-? BTW[D$8V-5G_/)":XQ/.;#)1\]' M/1RH6D7- C]EKLV^REU%O:BQ+UJA5@$QNWI8LO0X/*R,)D_66F0"MK"O NNX& M;P]9#"P:+ ^YDF)"]J<@?Q.J@ZE V:/8 Q/M&2..@MH*1IE1+!]_V0O4NYF!) MB"JGULV_R*0'JF2$6C9(LGY@W4N/'4$N7WO8/%;-1[KTA((#*AIT7J+ZMU71 M:*$].A>^%[+% <9%YOOB.A/F"_US[8[-]@:R)"8OUVLS;M:'3)-8Z3AD2TX%2 MPI7)GF=TWQ89'8T(8%J:5@X14>QF- 871Q.PM*^UB";T$)1OD81T0%PQF'NS# M?Z735;9M-R+*O-:L<1:U9DUBOQRF6+ZS;51D[,IW:NEX')\&.5BT.R2#6PXY M-=(,SZ[>K? H2S4SF_O3$""WA_&QU;:G'))AG4-R"8B+,B=,NB62DN*K%Y,9 MLRE7TMX(.&,^YGM-3(S#BS$]5,9N0YL-Z>YQT\I_]"!*V0?Z8G!$Y^) MBRC:W=!!*'THD$,T=K@*L(8KPQOZ)?=4[EC J7EB8JS7[&Z9>]AJS+;45UMT M &NW33OWL:'RM@Q':D,/N06(C95$0UU.KR?/8,K^ "L\CZDFFLQ7J5$1 ZV M?%([']F'9'?D:9ST.G[CVIQY?/_I*I3?VWHYNR51NWU0O6(%DRU M8_'RBD,P"$;])L2-#'>,- H[KQ%G)RD.TAD#:)7'55(<]I[26 RL-(%%'>KX\ MAPROY"'5EW?3"(?YW4U_RMMP,A,_G*-R;_*TH[$ZBW3U-';D3@!X1O&QHAS(M2>1Z,349XGL!BGCIHZC-> S6$8!%@-$5RW81M"'I_G#6W+:[)%M M%B T-3<"1[%)8/S>5G<- M4V#Z.5'UAM+8NTDT1M>HNE24]P/T.=OO&RK$1K MA=-DMT>&#:[8+VQH4IN9"^:SIE4LZV#O56THW]%6;FM[^3C;7CYNW-NMC.E' M,<>D& K=ILWCC'MIO-=SG9^8XFLW WR7 WN=?6 ,91M)M^FFU9;MI33R;O MR6RGMZ%IL8,>'/8_01;0RA]N^#; {]5\!!X^M\K>6N[$W;#??QYWQT\'_N*A M6^4'8V=Z,C_[F!G_(ES>CHM[(/?I%TW3'GLG$Q'I6WS#7TP&^8;D04LSM=4 MY&]Y&@"0I#^H9 %\0?-I*>G_=)W+4\"&$^=T\GXWB+>;8P&:9M48LA! 4:HZ%,",L;LS ;[# MF0#%/(I9!% %!*/QR LJ21Z *601+')N#*NI.UC;)@_($\"ZRN%],\|?XM+S MQ*YM@0^XME/_"R226982_5])XB;)BH!D7E+))D1%@CG0LVAM, ^!ADJ #K<6C1 M@#1=7 /& YFK@#"3AS_,C7:1(F;GG4WK=KA$KVI"^_^WIZSX MTGI8K%?05^$4QM92R&)W8CY$1U;A1$.C# ^PP$[HN]17([HB7BC,4!.O,E8EU M?@ZKLW,T-JYJQ,B'/;X'^)I+1T!"9A;.#>BE M090DRQ*_&_22-A1:S@KTR'FSA&>Y)PKKW$9[2:8P%C;+*R$.4Q]=(.+P>;I M4$6B.RY+ Y45$2MQ;P:,9-Z-7'=],V-W*LWW/I4F"SR;SZ-ID3U\TDTL?5 M+CV77YB_H[JF,&3&=<5X7%D(G@CPX#)]/_X1(%4N^,. (/H].I9O7X.Z2X#R/C2BRN,YL8@W4Z8JXC$@J8PX9 MI*FAFY=IY1!HS3B;'_I>%I!MXC%7>7U%$._G :EA$0Q&*M-LMG4"'^VWW"MS M4*"=I%@AD,C# BSDUT4%Q450;/"R,C;8$!&XJNM%Y]3M>,S1F=!Y[CUKK2(% MR:4M^L1SF_.6BK+4KEI,)AA9I9G@D5V>J/'3BW(V&/9?M&=$TVEOD>AI[;^3 MOK_+>T8AWK_5\3&(498,RT.AXI# <2DTTIB3JLBD'LUEU5])_122$M6*YR%)B:K,@YT]L$6F M389@)MN6ZG0)15[!BP+2(K8#1=%_35*#L/N-LAKW2UT01,766Q &O=H&XF!221)H#7&? M2N!5CY'2'J#)N,UW0V:+T2E4]7(O*V_NP#!@S;]L%NSC3W>>T*@^OFXG&8U) M,:,QJ,MHW._HMZHPS]II^L%;'";>E>J@<8O81;#^,_RW%KOP/R;R7U\JJMFMF ME;0G<6;<3Y8OR0CZ=+(E;4^(ZZ+P+@KOHO N"N^B\"X*[Z+P+@KOHO ?,PKO M3[?]I[J?3[C"2G1:Q-S%W0-LH:1?G-H>W(R-LWM#U4-]#TAB_=D=A97'=O4*N M/#3)4V7*V:R.T%]>M62';FB&$24^WB&&]]=PFM8?X'O)S86';4[3RA^O;9\Q MSZWZJ0[7RM>NS]8J)CUV=+)6JR.SN*:KVEYBD%;SSR9VLT5,V#;Z.]F^_MC-DW?^9[U?56=V[:G;*OW>_D&T<\6;N.O;%A-R+Y4\E5%"- C6]CM4M.:%,3P*S442<_D<>;>6H+AEK\(=ZG%RAY7JLX6_.A]B:RG)F!6:38AQ1Q+ZY.4)!)-\[&-9L MXD3P>6;W&]A2(X)&W8?Y- BL2QY0N0UHCIL+;9JTLTV-J+U^5(6YF.;G!<-?P M#-MHP%'R8FF0\TV*Q@%P9ZYT:,0BS]VQ2/@>IH?GKA1\ MXP-^B*='*]5@OZ- G6=UK.HFVD=$*F3A#-K5%EBN+I/-''2[Q_3!6>T">B55Y MPK_^)1=1XJ@L7JBB-?A)D1YWWR%X7N3\H*:9CJSRJ[.YCVSJG_FPN M8^N:EKJFI2Z;VV5SNVQNU[34)4B[!&F7('U>"=+1;A.DPV/K0KWM;G#=WDM_M- O>W=FYZYZ9W;GKGIG=N>N>F=VYZYZ9W;OKS)?;JZ M2=1DC!_C'E%Z,)CG-0JC2*OT_H>KLZP7@>S'E>=[0##V%QAY<\2"_;-)" MDETM;W-5J8G'_JBTHH@[=&O*35AZ"XI?3]7E);8?%=7E)8F?N@%!<:$CW<] M:96'][PN)ZTP4%MI>3P+)2O9SR- ^6VU5FW:,M;P(U8LK-MX->J=5%W8UWF>U M[85=.[L MS+R2[DZHYW$GE!5'/]DKH>Y5 M9GG,JY&VK-/L\MZ@;USE,=HN-ZE- (S%'86]R]W)!U: L^IV\R/HK'U8LZBX: MZBX:ZBX:^IX7#6V6\.[^H>[^H1_M_J&G=_MD=['D<[Q8TF[D^1FNAM2&3>Y# ME$)1GPIKWNP[;7U4<7?YTE,\3+B[?.DI7[YD5]0*=R]U#8\[:WCL^K2Z/]V? MK$]+QF==)^\3[N1M#*&[5MXGW,K[TIX]8VR: [^Z>:27R;>Z>J4]D-)]*MZMK M,MOE+SHWJ'.#?CHWJ&M7[]K5OYU3T+G73]B][C;*_3C>M9F2KLM(-R>BC_/$ M6'Y!S](0G7."7N6DK" M%?VY%!Q<2GP ?E^$X,6H#_B"VS#Z0N"]_7\02P,$% @ -+#XN6H M"0 3"(!H !X;"]W;W)K+VR^)7CC#F>$SSPQI7:VU>2@2 "L^96F>7'<2:Y[TB2B"315X'O#WN95'GGYIJ?W9F;*UW:5.5P9T119IDTC[>0 MZO5U!]^I'WQ0B\32@#[-U5(NX! [LK\LI{@W>]1DNL,L@+I7-A8'[=F?1?3LJI M/_X3<&Z:%T+\F2FI0/=O(VO.SX9!"E$EC1(_+>"5Y"FI C-^*/2V6FF),'V M=:W1#?N.OLQD :]T^KN*;7+=&7=$#'-9IO:#7O\#*G_8P$BG!?\5:S>V?]$1 M45E8G57":$&F*Y 6 F$SQ485 (#CHQSA>,PE5;> M7!F]%H9&HS:ZX&"R- +JOVOPK4(Y>_.[-$;FMKCJ6=1&SW11)7GK)(,# MDD/Q3NU@>%9\>%Y]"A.)]%@^/>!,V*QNROL$WK.Q126*:E\521G(#= M02HHP*R@<_/3#_VA?]DO*L?-^)>V((J^.!.U0>+^M]O-S6:16'"!D'"LR#V?L#[UPV%9.RK8F*)=X24]S MG9_I*"J-@3R">NS;W **6@Q'^BC>J12O=0Y"%@(9EV9!_^1,KZ K?L'QD\W< MC;S$22S N)$YTW39T7J8X7:5-SE+@D*]5 MFN+#I<(1>A<88>CT;$VVQK"QARJ7%F.$9FE3NX_KQ\6-0529>EL6B->BH+6> MD1#7(A>#@EFHT M9M$5]V 4 N>UP-0XFY?$;D? R!5D+1'#N:.=PLK25S@'Q%HM[-AL^84H@K(5< M& #"ESCA(10WE[WAV3OX_%GF&"KQ^H]2V4=>'Y9/=:[J#85ST1Y?UZY,IS%6D M[.GI$9PL-^ZMVW#QN[[?W\7+OL$$G19H,%$M*],+]AH["SV"$&:SB.4C72(N MY-SR:@%3AJ0$C!$V",,U2@$-PNNE- +8K)@6G>8HRA),54'Q4ED&L4ALDAP MY",%T+&2RE>4MX0AQ'9:)6(3BOT1P,=&EXN$^_8UIH3-6J0K?JUYX{E8=I8$ M_LB[\(/CP.+ <0;TK,)0ZZ'>##(2H" ?><+Q+:A5#5HO/,U,^,#"Z>,?*6MB] M+Z,:N9,VE^%DC+2+,S&%F15W;^\.H+^EX9>- 37G#T>^Y_O^07E$2*KSAXD'G$M(_1*Y"'4!:-5PX'FYRMS&\\?[/K^;&WNYG$ MN;(!(#;6F)=H,S]>&-T\F_-#<#%\#BHH166^AQ HZUM) {[6+EXP_8B=,;A;= MK66GS)H!;C^0=8C1: DHK!@GF*VRT_PG@"&V1+-I[QX%KE+<2;."%H\ ;^J.O2B$,:&MY<"=: M6,PJL@6Q@%!?*

8DRXX8HB4{)C53-4TYQ1,:90DQC,'#NXD&FA-XZ$@W//"UX< M=B3T@O'(_OCKZ
WMO$\W^SF%3J[QO0+%GM0W6,T1%_BJS]HATG8<(&/Z^C97'(;V-M38V0K&;0RK.#[[,<8],*"(N#067]SV67QV+N='9TZZC5LQ)*
*[NHZ/UXG*DHH-MU;DE57.,FNWN#2E@S-V@WF4E@S.$W7*;YM&*
*M_(N+0)WDL#L<;*R^1"VH1N+VK7@XFV.J"$.FH*%A]R+\D=_C@,]@M(C52L6 M.?ZH((WIU>KTZ49NI5-4UOY"!*SB:PB=V,'D.:($57-*
*%XVNU='P%;OJ;"9-'75L?*F@76^6 MK-'IDV.=N2NN:,9RB4UULY3[7:&,\,-])V#3[W2]DXAW MN U%'&-9C_8=^!W5\;4'?M]3V?*
0[=N*W7D3N_-O/B(]+NEV]XR)?G"Y?;2Y MQ9C5FV\!\V-OIJ_XJ1YI_T1/-"7O&YVGU,:Y;AGW6)#)F!IP!;L9B)$VC9B76*
M0E13L=$^*6Z26J/)()TYP_^)H]5]^_S&%C()Y]V%@=,OY]Q/C]CACW\?U1 M*OQ;OO^;5_]/>74*$7 W6__&Z35]VR%^?&PO=V]R:W-
*H965T\ !XD.2SQP&TF07VZ)'T*1;])&6:(M8B51)*J[WU^^0DF7)DF4[2;W8XR46 MQ;EG./-)RL6"BS^D3XA"/* R$08[,RY"K& IYAT9*
M"8()PQ0&';O;'71"3%EC-^OLIJ_I#<'OE"QD[AII M3Z:<_Z$7;[W+1E<;1 +B*BT!P\\#N29!H 6!&=-]3F8U,I6;,7Z^D_VI\!U^F*
M6))K'GREGO(O&Z,&\L@,QX'ZS!>_D=0?8Z#+ VG^HD5":XT;R(VEXF'#!:;$*
ME"6_^$<:AQS#J+N%P4X9[T9G)3!V9>AES+T3&025TP<;K#"DPO!%TAH:I"F
M+TPP#3>X3YE.^YT2L$N!3TT^141@1=D!,^1+]PCSB5?\?U_./=_'?U/-;=HV #H0CBXF]BLD;NU;BNYBUD=,]17;7
*M[E4Y5,]^1Z):J[MZ]AOB KMEV)T:,YPLPXZ1UWM"AFLEZ,YS)B/LDLL&M!9) MQ -I3%Z_L ;=\ZKHU)OSD2N"+ NUT*9AZ-*
XGZ)J'$69+%"2W/"J5H-,XZ1', M0UH_%]YO%AYY@+X501=2:(9=&E!%@0E+M(!&HG]E/&VEHOAL1EUB^$+,8J!7
ML=#:C6MH)GB(E$^%AR(L$CE&7X 56=]K0ELB BF.$D>&+?0Y);D%DB6Z%YA) M;)J.1%=:+8"4"2< MNJ*HQH2'1Z-TWV*>A?*
*1\#CH(YQA7S\H,U>HAEEF(&L M'-JVSX5J*2+"5:2T1!\G'\ /(L BRL#.=`_A4XB:D:5)EC!17!V"Z%P@5#Y6 MT*#CP-.\5 6D8 I(D73.* 000ZB%*
*[J52F^`"I($H8, ^CVF$<(#X-Z!PGWGM) M?+4D2#7EGDG- 0%IFY*8\0"&DY&$IV!9,J'HG^#4]QAK<[&>'>!M,@5UJ8"2 MG*
.O7XQL:W@.NK.22Z,"` 7[3!6\@_ $8BLU#9P_UT<+-?&-F\ANF"LE%R< MG*9,AB+'4N%D\RYV,R[ML5;-X("@,.E@1'>P,J=3U'B&M$-*
=Y_QHOQ]WV+B- MSWB=6S@EBIQ?(M.X>Z*\BV#Y6+I8^FD%)2N@*U#,U5"JL%=M+9'5'N97=SV\YZX!\-0@%_($3*@!P M0>?*
1]"T3B9!VA5SNO/Q7# M !U&0E^!0_^RV[8 O@0!',Y3]-)QVMTLF\E1 I[1?'//);G>CA%Q #98&EZ MER"F)T\)8=!UT0.T+=/"6"X2QUDZZAL
*MTEPG?,0PN-]P6.O<'+T]Z$[..&/Y\EUG&VF_W&3ZO;TXR^VIMVZ5]UP!G(!P MI4T)TI+&--=_2_.F9V77[R%79XB&4:P2**
2G$8ITDZ5I]4XVE&ZD @5P:#6V M7.;[N%UJN%50_YF =0'X]S+@WZM%VE<>GE../A /8%L \].M@OZU,@Z%_1\I
M[.:9A!5BU\JBUW_R0U.JA.3Q(,$/EGW^[WC:&>Q^V(&'9_+_-Q:}\21 M]$=QRI6M2R;=$\?+YN_=%KVH^66%X4\2$XSZ1^/LL9U;C-:#Y''
*VFJ/$B8TBAM;FU&S4;F*V:+ MSUHQ>(*E)%!HV/T>4UW3R?39;("I7>>R#F#8FP"C_+)MO[I_/GRQG[XCPHNR$8>>\:T3O?;%.,#5*
M01$=.(,B:K .Q 6%,,N## ^`!)83O9BI>KINI/[!T2,3?*/!A^PF%,8<0&9 6NW/01$()/]\E"\&PO=V]R:W-H965T*)-6U: M&*
*(.V$K2;QC0F!/MX=IW;Q,*Q,]NA]-_OV@E9T4H&4I\V7MK8ON?XW.-KQQFO MM+FU.:*#^T(J.XERY\J3.+8\QX+9GBY1T.DWS^* M"R94-*
*!V'OBLS'>O*2:'PRH"MBH"9]3E*O9I$@^BAXUIDN?,=\71#*:CR#SV2A]:UO7*23J.\%H43N M/ .COSNB&3\;#BC=DH/W'Q^8/\0*
*;Z%0)GX43&0NGQM<>'-X<,(]F@EW4,220%"[:0&/*B<]JJ14V:R#I1A(&*"M<$$11[)_SY M:CV#*
*[V&5R[41COG#$K)*I$QQI"%&BM*4EL"25,.YU^(SHO<"\$WW>H\\PWMZ M?00(B5/!NC1,Q+4E[PU*RCWU'MJ*G/K#Q*
*,02V]O;UME[ZAT'M7YJ*WS46*:RON3HZ7%O8[(GODW6'KW>%NSXANNGI;#V!_[S@9 M)*>OF_M?V-*
RSSC5_.;6_%M#_5$#UH11OW%D+-%FX^UL(VNKK:]O;?EZ&PO=V]R M:W-H965T;Y]?7&3!6FQX-
*DBV(H8ORR3=\!P>T]5%MDT%#ZG3)KKP MA\/9Q8;+^.SU2WIWF[Y^F11Y)&-QF[*LV&QXNG\CHF3WZFQT9E[!\)%?K'%]<*
MO'ZYY2MQ)_*?M[Q#7(HH0$#Q'PWSS Z)'=W?!OHW-'>8RSW/ MQ'42_5.&^?K5V>49"\62%U'^4[+*
[A]#S(02#),KH+]NIMI/Q&0N+$\VNC-@ ML)&Q^L_.:#HX'2Z''1U\W<$_M<-8=QB?VF&B.TR(,FHJ1(<;GO/7+]-DQU]L*
*M#=#P!Q&3>L/T98S+?I>G\%5"O_SU]^*WWW@,+]G;_Q0RWS,>A^PN3X)?UTD4 MBC3[7W8CEC*0^!AOU&P?8[8,_8]TF,#&0X_Y0W_2-*
J'#W>_$]F#WF\/=;T0 MW4?4:?7Q@-F.[]F."-WF4M3\(&[75\VS+_`J#-11)M('5O MJO.:#$SF]3$8I M9%F2/F7OUX)])U8\V+.KD]DHB%E[*
JT'+ /#?63R">P\-5FLL@ BC)DKV+ M@R

MTRT[ZX]"}97-H7E?9%I?FI1:6#85}6VI>5]F6E?YBRTFY'M:\F[:M) M^VK2OIJTKR;MJTD/>2Q]-6E?3=I7D_;5I'TU:5]-VE>3_NZJ28=]-6E?3=I7_MD_;5I'TU:5]-VE>3]M6DQ)U_AFK2!M3UIU=0-&'6W_A'BT.,>ZV?HSA4%87. M1@MOZL_4W&HK@H=S8,>:#K[J.I04Q.*OQ;>S+<[YFTWH5]0N=L-S_GKEZ1G MKT44H0L,SN*KL]&9\Q8WCU^=78V>7_EG%]"S;/[ZY9:OQ/<\7! !&P WY<)*%^P %V2?HKH??Z_P%02P,$M% @ -+#XN6ELHZX?T$0 VV, !H !X;"]W;W)KW/G R1(9&* MN$8*'"[P=([*2$2?5L5/!9O3@!J*E'> MB9.W?_R#/QZ^VJ2EW6Q]4+5@?L3.V#8&V4TI$A&+JE(ENQ&E5$D%2@%[TPCV M71Z+'-&#W:0\ATOV/<\;P#!\"?3W-['@\0.[3/A"JC_^81KXDU<5NU*\3!@OMBE+=P83U4NR@>8J/<6@P?$5OX5VZ]E^]]-C]4L9+5H@RDW4-Q!8ES^N*J;E# M1]/]L4")*G9JB'UW^V-EZ3">)^R#RL^JFM=-K4"S8,^N(-JQ416I.I!B,IC MB2P!4%59$;$81@'^(3,#]A%$."069.QO,EFHD0&JR4'$X+XO&8Q2#H3FGN0MHH$P*CO%D"+@E5S53'R.!;SA>\%HY V'0T-&3]*]O>2@X792?WCV('B)_KS= M=)=%*5-ZQ:.I#S&>QV2.LOZSR?5B+9RZW,=.W>;!JM(@ZAC0";'R'.I6+82XQ<, M,F_2U-_$4N=*UFCI2S-4A1*UBBV6QHLB2D1'/@GLV4<0UZC&/;F4![Q-A@N9!2>@[6DGP4"%N+'DZQU&]B!UH1I$?E:<]IMPX&3AR6%&U*DK, MV]8$N!].?10X"I>F#U_H\OP? J#0/X+'"BH(#$ZG?(=_/A28/DV60=*.* MT 7,>'AP)ZK:ZQ &@["P;F=P']ZJ[Q7+ :I];"66K:C$%P,T+('GIF2(M%HU)"Z'T,TU_&*LE)!N M-SRE>-9DYUR6[(ZGC4!!! =GLKP3%5>8'@]..(Q28$!FA TJ)TD<-&JA345MNA7>OTHY+/2W\5*EZ)6:#.!^C"]D*A$@ZF75=R2&8RKT7\2(LZH0L9S+F"W! M714,!6&030DL2N#@3J6@UE36#P>NCC2=,,]#'.IG&MX[JR#UJ'6GVS4: 0$X O9/4!,(C2U;$3?(6SS!8%Y)BLJ#F$MN*WY M?,XNXU@U.:'+%2P. CY5[(-> ^?SAA CX_E[Y&;)""9DCW=86)8([\'2.%9 M,10- +W&#=K*# .SDPEH 7Q@\U)E=%\[,+JSYJV4U:>S>0F1@"M3B9%7HJ_WM&8,):#$1&.G&L#\/;H$$+$95 Q.\2)$"=C600*.6Q'R.'S:8K66FC1X'(KQ3 MF 28DI_/X*?@6>#7&.ZJ[O.1CRV"#5,W15'?7*6INB>E\UDJM3,M!_@N3%A=9J"> 492 BQD36?')-C;/UT52A)QWX V;-'%3IW2X>6WY!;# M\-57_/OU)4 8SP;@4LP%%^(JGJQ*,&^<{6#<@8@%TMM]%X;S'JIL2UU=Z^=E8<>^\76FI6"=SJ1,5>0K&G;[&_(0B@:A8$*+9R[OL FT03*%C\=HH7;#SP)^WE9!"-G&>3 M@/W)Y}JL=.R-+H*7:TQ'@VG0N^D'F]6,]VTMUZ;$IG;)Q4KIRG:$#*AKZ$7#B[ZZIEOG>='>^05 $9<<@($.CFSVM&O&_:0?M.3FY).+,EY_7WOF(&;Y>>_/5ZJNKD9X'U0;L6I0UA.J&K*QR:KR-M0E'(*;' M4*7*0@I=7+2Y\CZQC$."I@LN]^9,0 *#4F"UIY-0.O,SSNG]=QR#V9&[G6E M1=D^SM&5AVW)XC0J**6EBA-2C ;SEP+> '# E=#R#NM>F_WK%14RJ05$4JI' M4<8)*]{UKED@OI!W)C&D-72-6)-KZ5;L2>4D)$"4A ,959I"E4/FPF>4!D(Z M6^N<&N12)>4;F$UH15BR6D!=@Z:"R[TNJ7#LO]+SA>M44>+5&Z=%JU4-ZFYRU,LBAQ4^H82W[>S%JJ)4&!B/ M6L91$@X%?HI5*>JR=J>QW39\RR%K@28WW0<@):@(JO7#:IZ[8'-09';=N"6 MUA#X=V&R?JH[LZS7>-B$W!Z+1MXHBH#2&;QS]H/*19MBV36! "-&GM-6(O25 M1E9++96PZ36ZZ<0;32>M'V(69D/&":^V97:MPXCD&6SOM;[7.MR7IW7&I6@X MTZ50S[;&&FU$K<*@?MI&C$D6FYPW":V+6)EKK.NAU:1[\R-I8:OP[,..W< %(*& MO&ES:/7R!%8<*(+++B?2RW8NKG;*)@X5^.QU8Q3<,;=U AP!ZU_:G#7K999DG$*KMQLA68B $&3L8ZX#1"Q4@4:'T MLDDA9_JXB%$0=;CCX[1Q-=+E2P)K6A#M"N?R]4T^,(GNZ3)G,I,+"EL#=Z* MD)$#M9=TUYG/"ZZQCJAJ"[/]O7]8$+MTC5]@1"]Q$2H*362;V*B[8MO,P5O0(@.GC')T4U&MR%T*I!IYT22 &B9T&L+[E@K/[BO OUQK.\;VA;:]K[DL*^R-/+1]0^HRS@2D M6E0^ I8!TR-CY<3<.J5N71ZG#=YYB;L84;^+D8)KZ"V1TTM ;Q03%(42L]/1 M-R\M\YTH+ML]S6,KP22HB4P;]&J(15E9$5+>24":RS*12-U8*3S)"IS66$? MCJ1#YD^O7FHW]#+(_8#3M3VP6089ON]"89>,SC!U(@KNDEE+*C4\:R'&[QZXO MKXQS:P)D%8(4O&$;W2A/MI-@&.MUPNWV7M\4U#-3===X M13S5#%C>8")"14YNLI81 (Y2I/\5LD0+7,\+YP=0/@C;,WXI;/\$+'<;*BLT M_M'^Z&/E>\#^0+*K(M5>=[>.F@).IV5]1G;,5K+'[;K?PW9=WR<S=2=Z.\5;4(WVU'NG93[D:M M[D;/=EY^-R5]Q#UL77_KYLLC#K5WF<7Q"/M7?H3]>%C]>%C]>%C]ZSRLWC/E M\:CZ\:CZ?W94WBXS'UXS'UW_$Q];6Z\.LYI%I)S_U3+=\WN6AK MYO]^8^O)C:Q]W:@G,[3>SOK/6V.;^EG;FV.?VN1VK4UF;^CNENR.'NGNV.G/ M]NQ:UPI9[9#U&FVF/V8O'W>L?#8?)@MT['P\>#"G3S:=PJ\1S((O8D_[)$,AD@RV$ZR=[;,I38*)UX0!#UJH!CX,]*C M9C]_?.R)[=TA?CR4?3R4[1S*#C8=RM[G0?;,[6[T&Q#TO'MWD.TSAG58.]IV(YVT#L%&PQ;H-[4<=[9?'ULQ_G8R?U]=7*I]B"OKZ@KY;EM M0^G:*@@&Q[[OL>][[/L>^[['ON^Q[WOL^Q[[OL>^[_]?W]=6L\Q6L[R"RM.> M.,;+UOPE!?:BUATOKP--O'&G4TYG">E>O7>MQE4]E57>UJ:Z'9_B'6I_>0?X' MBJV9<#ZNOK7.W[8G ?MIB].%@_$%^P9J_XLI_-AF7UM0?>-\>M_S$]""5MUX M$$[@OTG7O&M?=) MG XBG# <+#Z:A(6L:?4]J[1]FOF.+__^SQ;_6?!G@S'C"V\X,AOT- V?^G2($;.Q?>"N_A#V8A,!6[W!H,.I$\,=#*N"[MI^%@.MTDP\@;CR]>]EYTNOVN" &(T!-V/+CH00>E6[@U,NQ).AQAJH>_9(9: Q[2A^,>R^]GCT4W^SM$U]D6 MLKS-N6A3(\2ME[Z7CJ//17?KR2YXX 90]\=MB GWQI-9T/M$;^]_T;VBR6^P M5Q1^_7M%3]\A>NB2[PU_N>Z9_PS,/W;ZEVXRK^P(K6T(W;E_K"2?=Z_IK+W[@Y0(Q.A5S&J./SK16&TO:E70ERO,5%VKC#XN!8=% %^ MYW.E:GN!$[3?Y_'VWU!+ P04 " L/BY:V"V^&7$* #@,0 &@ 'ALM+W=O&UL[5OK;]NV%O]7"&\8'("Q]9:<%Y T M'6Z+M0B:=<7]R$ATS%4/3Z22YK^_AZ0>E"TK=I?>#E@_M+$HGL/S_)U#TCY[M+,K/?$6I0%^R-.?GDY40ZY/YG,91DIGZYH6CR>3^Q),_"!W:^$')A? MG*W)/:VEXN/ZIH2G>32/KGVY?PUX0]&'[GQ&4E-[HKBMLWQXDYQ/+ "D036DL) <"?Q[H*YJFDA&(\5?-<](N*0G-SPWW7Y7NH,I=X?15 MD7YBB5B=3Z()2NB25*GX4#S^A];Z* 'C(N7]?_2HYSK!!,45%T56$X,$&G97 -[.6D>UZRN M-"MG!ZL O2MRL>+H=9[09(#^U3C}XCGZZW%ZVQEA, >[M,9Q&N-<.:,$,*C9/?TO4H^?4X^36-@=Q6Y.Z(-F[K:E?Q\U["U:.L)!:=\#6) MZ?D$P(;3\H%.+G[YR0ZLTR$S/2-7(2BR??3+3Y%CVZ?H-2ESEM]K.96 :"K? M.=;IZYM;]:E("/* MJ^P.%BR6>C$N/YGT"-"6"Y*K%0&H%1<0D17)#%VS5$FU6W;Z)4ZK!-@J,K!5 M+AA)$$>25F27'", M0,(-N=<2FD%Q&I.*T\&%&KE!OL>B2H&#FLJK>-68 \QY1X&[8,>)U!9P?H9^ M7U$0JR@IK,M-SE!+XJ),#), "Y8;1N-(Q5P.9L,2\\'S4O3D64O*?Y(-)QE(M(%6PW-/O]G=J!//1.WJC5$3+LLC0VRI]0K:TG_K4(,D><]S^'))74-*'6+V' M7$291DVJ(Q102U5T2VS]U4&H2Z#\N2;6T6"%,O!;9#TTIHM'>Z5F0_TSFD;8 M]%B MP*\O)[/T^LSU^D[W9G8_#)Q9O5=[@:SR.U&)(GE-HA*616Z1-GU#6XC3 MN"J98!+M:(?-=9Y);-%>(JJG!6P>!"6M=4S2N$J)AMA^63 0K@>^'>;#*6%A M*2>,9S7T;J+LWX_?88RZ5"6N#R1Z;[7NVN1"U##X>N@RW/,T86[@(OO #= M]DI1&U:>A3UK8829CWU_@6[_N$*?ZHK6T\9V.JV\!;8B"_U>'"*BCS_FY(?*Q M%SK8\UUC)/0\[$=^.W);Q75#!YJ&]W$E= #ZS>=+,;4)#N M5E$.?4XOTN7SCL10R)#+_1\33[!Y$"O%7#P6QW%*8-V,BA54@I+^53%I>AEJML;U^HPEP9J @V*V)@I>.N55F6X+,RS#&:P)/*;LJ*[9G7-O.YO)CHXK!:,L MGDFAJ0-4:P".5W=_PLY/*O5N5H6V"=,>UEW#+NDJAN&)V, "E6:0,B:,:RQ1 M?"!T4U+JGL]H,7IJM9T,])"TBQTI?*V=,2C3MK, "R)$7^?$N.=O.IG&5),\+M@62\B108@)Y2:&43/0F5LB! HC)"(4VW1=:Q@R$JWN];4$-5[0O9G5*RGEDBX!6V$I]0YN-0QM:5ZCG19$"0YM&I6I,M04-IL+&:D)2]0"*V@9$)'AJ!2O ,J*NY3=Z](#B]8[MG[R6?H9^K4I8J,3U;DEB2K73-76%J;<=XYN-ES^[MH%(VE=!4Y #$/ULSRS9JY93-ZR#'^41",OD=H[P59N+2N.]%E=V,V568L*<X\ .NA%83FIUD;V':"0 22HY,NI;[]OJ+Y MJW1TN^[1P 9;#9]'IFT?##B(5=KG1Q ,G\&_\09?)GQ47&5A+67%)6(D>2%J!BZ!RW^L33?. U0B5 M?#!!IBYV?/_HT%ZR$?9ZZ[S#]>UG/;_7,NV+--LV&\"=+69TN:2Z;>0'0LQTMH*LZVEK;P99ER7\'Z;%ISE:3H-5D+_0PSY:WG36N@80'R]D!#_^JHZ=GTKN_M/6V/>Z N1SATPNV=:E<*_#HVVK94USG\3,.\74OZ1URAIL3V3ROKZ_;A MXQY3[""@\\-S)MK_=N3BRV\.QH9O$%[JNZ]TK>NV]HC=Z?W>9D'M6H'#UTHCO(X]$+Q)9E=OQ"SGNW\UG;^R]W)/L-*7;-Z,6^TD_6/V](?MZ4'MWY9^[,Y\YUK?I97]NQLS59[4M<8M^V+57N+MU';?]X7A M B^L;G,5^A%>>$YGH=>4-HMF(5,_S[1F07AC]M#LY7;*R>Z'"J[&NRN!"== M!8:>HZX0]M1;U\-X71SU]>[\O.A>W2Q[[KR"L^R\:*[SQYJ-D;+[]'-QH\:_M_J.&_XMK^:,EY7>MX".5W34?'/1?):H&LFL:UWM4&S]3U-N:_?+EWVPO[#Z M1@^4\[_:>7;7YC;67B&O7H0?;OR/?6BF1T8?9=KSWSKGU6Z-O/CNWSM MIQ?F*B,V1YQGBG93JG<7[1!;EHT">P%%.!POVDT5;*IV" E@ 9'ZJ@_VPC9A MAS;B<^,[\9")]^]W!;),5+G07X]O1]N?+URJ;^W/N^GZMP_O2'G/0/B4+H'4 MFH50Q$O]>P+](JU^H;]72%$D:F/*TH@.N4$>+\L(*;J!E_^Z..B_\!4$L# M!!0 ("P^+EJ&PO=V]R:W-H965TUYD>5*1CPIB<_'H[\/)$Z/7G^E.^] MS[_-549ZU2]SD51)8G,'[Y3L=D^.PE.ZAMO].VF!OGSY[F\E;=J/)=]CK'MK_.&2J03E1;.I")7ZV!D].QD10RI6 M84D4)/[=J6L5QT0(;/SF.)XT2])$_[JF_G>6';*L9*&N3?Q/'96;9R?+$Q&I MM:SB\HW9_JB*MO%?%T_,2%.G^>>AF?V=GCP_,GHN?3%IN"O%]&JFH9_[U M\?D7'YO_XOC\8'R$P#E4T>AC7.OCN_%1BJ^J="@FHX$8C\;3/H&.3[]1V='IM+XY/?Z%"3]X^N2(-)&NA.F_.V#UCTZFS+.MT4F0_7L!"FE4/F=.GG^S=^" M^>BR3S/'6?G9EHK]B8*H[$2@E5E'(5;X1;).0MMDFH!FF 8B4;E3%3> "UD4"JFX(UI8X7%:Q@]B(PLLLZ[BN'>MF]J\GZJ5RR< MDN$&HF0F+W5Z*R((,6 =N6_^=MR'"PN"U_X$(K1T%4A4J1C=8=KK#@0*P-U M9J;0E(&%3",\OY7T@TA*FDCB:Q .2X]@L\8=IW0JL;Z,1;B1Z:VR7*QU$>+6@Y*YM4)1A!"+4D711NL,()5DD0EY,HG<9Y0>-5A-2_"3FM94UDWA>(G!DUA_4! 1 M(U,>91]9%6,DEG9:)W[_QXH5:KU67--9R)RB;.WXV54',$S.+E*P.4;#T6,; M/3TT(HU[I\<6AJB]&\X,Q1HLY[4XK.L2@/Y>'26:X 9#?:C2A'G]%QU@R$BY/B C?>9!$W4[?##&0&2",9, M -(*EG @UE+G'/EPDN@]"CR%DDUYL/J=0D"O8O8"\$3:W\H\EU@GUG*E8P0I MT:<'LG95YW-]Z80Y-^LU7(S'$(LKE:JUQFT[S:4FYR50F3JC4:25UH529',X M(9=:&PA[/K 3"5_$"_Z:3O!?LYY?@;J<=_35:@+)2&R!P>F_=Q=I#%8#A+:I M6_W1@_=5KHM(X1WZ]%MSC_PB>#BC!TC5[0!(0NG7';O)9"L%7:UP&(D\CVY MA;RG:M:A2A.VXUR5_9*,P"Y$+[(CU^F2.(I1'JC[E0*,]\ M.C0.EU+Q>=Q M/-KC<=@'W+X05.K N&D#XZ9'1=-5)&^U$3\I* 7" 4#U@;FC-#X7S'U)8B^^ M$+&.[F:-[F9_"@(?GVU1ZTQPEAI??L6N7[%K+W8M]'VW/&(?J1IT]*6@YO\C MN/P$R;]BP;\4%COJ\[!%B-ZY_/!*GD_E@%BR>^+?&H\%B.GU":8L=N"&\MF+3C3L>#B_'%$_'ZB"IWEKD8=9>9#.8^Q;=^I?="]0%X'=-\U#)#<>T"O0,J MR5XVOU292PA$KDFJ[6!)%826=$$_<%%,"]2QS:FK619E0-1*83UBQI*[*W-_MTA#G7*M0]"B$W"BBK.XIZ6&PC3W)<"HTMVD-)MH,VG2G;!ZPC'"%+I'"%!I*-LM>0B'9GE5D5>D:*E*QV2]8(B'*U5NE7)Y%"8VL284ZJ_+2K+EF$AS I8D$.+N MP)*)P!B $55:$MZ!;_%74%<,#*VA/65"G JA,OEEN[$I<6M(;,LQAZ0B"]MLT](M6F.5]64@19PU(T0G+!:ABS-K,@ M=Q%2GQ\R__$"&0 MQ@/T!L0160;>?".3]/(%M;?L\]]VKQ]] &+U&?9GH)8O'+S[*^_>&??5HOV%?P:,=X "B='M.%#]CV>#Q7+NWY@/-MLL+<2TS7;K]-Z51F2._AZ;P?9Q]M/78Q61:X6R'DIXBX.'89+-)8K-V.WH^ MFN[\N@I#>/3.KJ4>,KD8MUZUG(B;0]N<9A #&X6"+X#JXY$*GBELRQ4)SYS"RF7>?QM+'O0?PZSIE9GU6%VI7R-)AZG,ZM1=^E'MCRDW0[:AP\\<7M%ZW/0%A@YD]=8'"R[SX[G'H$?-#L)Y'^._X&EKJ. MG>9E?_/Q8\F"&WMQ_.#OJ],#C(/2H\EX&(@$<*[>N#^:(!77=P84D9G=^LQR!1B\ M4HT ##W!4@(G)!=V*E+WNK!-X-YVL2B\FI)IV)8F&M[^$X_[S-9=\8AW8+9/MDE2Q'<6[.S:8\4KFSK7>RTVNU!GOQAR8/@_7A^*F0EIMUV^6C76B2Z?7UGIU MHU48I[2]B=B,$47'Z]XC8)/U7H7M?MZI&@I.5$Z[%.=P'2-3M!#.)B0?N=X5 MMZ_ZN[P;A[?K8&/#T9.-O.NX'>T5"Z7LUJ-K;-I54!PVH+LJ[6XP]!CXTG;% MB?

*#@V+$"2;2B[9J?!++!F3ALJ=32.,>IWE1L"I\>VV%3URJP*U/]RT"R6]L&6-J)YT90>8>WQ" "5 M-]W@3ML]-^%\UFKPH\F_ZZ. M!]:Y$0)5RI%+^(76Y)10)\[/=PK;6.EUB4>SR7#:%<"_L\N?W*T#\<8! "7MX):(>H#6*VI2CDQG9)/P.7.5 M9:Y75;EVG"B1#U10O5;^Y$.*4MI-HTS3"O_8GVT&=8<>9HN +38ZJ\\=VB&N M9T6D.2),6-?&W#\]Y=O=9M6 0]XYCEX]B!OW'O=D.:ZSRUY/_MI$7,"#B^6< M"W;..B5XL2.S51\+OG." M2O'@=[? Z.EM.%\@7,$!%NQVK()BKO(.3_3C(]0YWG>QEZO)H3)VW6O1=KIT:_M2'@.HH.:9L7:IJ-K7TM1YA+;.3L4YBR0U6SWTGM06! D>R"0I>;2.UC<\R)0 M8D3!4&(V>ESS8E!/X),13>5S,(Y'WA]24$" NEW,3S>GBC^;XOUV/M*3R[.@.*A$3,XCY_*73JL,5ND-I/+;P M*]W!3 PT""^!')J=-.C%J@-(8C-(+!@SU6 S;;N5HHM<2:A"6JSK*900GQ!+4 M3&/(N<=?)QJ16-,'/_2)3-N$YB35H#$IN*/>8HN>@I5_M-L++BG\? *AW*39F MBU#/':IM^1D(C753*FR<4!I\">.Y5S,.[(5Z&O*^V@]AQIT76$Q*K7=26DD? MK-RIMIU2'U;D]"V+TQY_B^(.UQW<(6_NJP;>P4IS0 %40:"_CM-IX(?IQJ-C M;7(I=G+I+VK=CY.N2B8PGNI7- 6JQ<-8ZD3>XQ2'VKF"GZ0'NC!VT]Z[.]NYU>[M$'18'6@4?$+O[4LUVP[VN]N6^')F9[3#3]^7Z-[H*TXHA1 M")^-AC-_P\WNU5"N%"V.R*8& I#$HL=TRY,&2E[_'CO10RQ M',#V@9T7UGP7Z:@O-/S-D7W!$:Y3-2I[_4C^$Z;H/W47?)!XVW-A?B@5$;$ M=3.WL#RTIZ@@[@_9<*)[//^S'FF!?6F^%8K1"6LRL?QU43"WBNY3W;S>6S5{C MD4_*"LDIMZU+OT[]6TO2094RH+/[EST<"#F^=X>QT'P3NS#M8G!X!TUT;8@X M=<#N[?6KJQK3- J"WK@_!8F]J&0RFP:%K^K<%VYXH]]:KN%G#,OY[LXP])VBZ M7?8LVBF]S:)R#8R^EY0"]I)7SP2+)NVT[J2M# MN2FL>] &P/EP")+T[U+XCL2N4E M;B+V2O:+TN9N\\7O%7_H>MX.MY\+_R1SZ+<0L5ICZFBXF)V(W'Z":W^4)N./ M4E>F+$W"EQLED:UH)ZOC2GK'[1 \QWT\W\#4$L#!!0 ("P^+EJ_7MZ& MI08 #X>:.>&PO=V]R:W-H965TM"^_UN*_WFPV?*5G* MRF^D+9EQ_E4O;L*SEJL5(C$)E$; \,>>7)$XUD"@QE\Y9JL\4@M6?Q?HU\9V ML&6&);GB\1<;JNBL==Q"(9GC+%8?^? (MR>TQ"@8\EN9?M+1[_6$+:!9E4/,F% M08.$,OL7/^0\5 2.W3T"?B[@/U:@FPMT'RO0RP5ZAAEKBN%AC!4^/Q5\B83> M#6CZAR'32(/YE&FW3Y6 MQ3DU/E'$F-%0C3!0JW0)X&9Q,8C\K2C %_OZ@0Y MU]7%\O=@#=![SE0DT1L6DG"'_%6S_.A;\N-F><]O .@ ,24[?L'.I=^(^"YC M;=1U'>2[?F^70>ZV1U FXA@H<_3*KZV\YJI7K(P.S[VVNWX-/DV)]"+1U9N[-QJD?5(-.5)B @ 7<-(T!K880NGR4+R !U9@G9 MJSXIX.!/>!#J7Y+'-#1Z2 5_M'VP<9ZK9\]DH=%?D$@W5T Y_*II)@N>@J3(9C&!ME4(MQY*#GV9'!A@42E/!'RBT6 @%U'-& (Q^ZM[B59_/J=Y9"201=H+A6')3V(0'8/1&*0O@8";D10>"+ZZ>&SDEP'7$T]Q4.D_D]5;GMKC"/TM>EJ6O7O M=4<=;B?M/: <[]V!.T125V.Y0=0Z>'D"10=-%0^^&ORNT^^YCNNZ%*G_1(\]D/"=2;T]<&HM(O]1Q#L.WI?=:,I]_ZD$>\[(3ON M8/0+$%QT;KA?!%A&5<(!N]Z.GWO]]86OH#_NHTTI-O==2$?'^AV7YM#>N4< MTFN\[N?:\]Z$- C;UBP;_YHQ'C]_'% (L/&!P&K<]4ON^@>_B2]*%^68+QF:QO6SK/:!?>-[HY'_0<.#:SN"=Y)F?K]!31X:=0\+NZ^9/'1%V)M?/ M&PZ.S7UG5YMJK-=/;5/_;O%? $2R*X!_#&&EG9*]"Y([P*!/ V_[/*.]W[?\1 MM7]?Q?]_E_B#!6KE_U"+2\KZP>\J_<.KM)'<*M0'*,F[N=XNU/;6WJE\<4N(M6)@OEQ*90F0_OI5/RX^C%^:,8&>]W7Y9A:O'@D)^QV0.HFY["'5;V*^5=J%X M:K[?S;A2/#$_(X(ADO0&>#_G8$&^T >4GXS/_P902P,$% @_+#XN6DV_ M><40!@ C!\ !H !X;"]W;W)KI:2?L,DY")AB14 /3E([N) JD*%6. MG;'2%TD$%[M]G*6% ([NN/@F,TH5NB_R4A[W,J5F[P8#F62T(++/9[2$.U,N M"J+@4MP,Y$Q0DII-13[KAL-"L+*WOC(K%V*\1&O5,Y*>BF0K(]"B(=3FO.[MXY[76RY?2]],6']+CG:H=H3A.E-1#XNJ5G-,^U(G#CGX7.7FU2;I1_M+!5?&.R Y9I(>L;SOUBJLN->W$,IG9(5U?\IE>ZP!-J?0G/I? E$=W/9<-1# M2245+Q:,P8."E?-O*C(\$OT-"2X,V_<-.M-;O!.5;JI$R4@+L,]JGQ%96** IA5HA/T1\5$8J*_%=L)*4"2,Y^E#.' T4V- =:!LG"UNG<%MY@R\/H$R]5)M'[,J5I4\$ '*^]QTOO M3_%6C>[C%PZ#V,-CJX?/F:[NMSUQ1Y W1FU,HC->S$CY@#(BH9V- JA1E5%!6(I51)A#$ZY;Q2H)*)F4%MZNE"I1PJ)E2 MSG])GK/4[)_6IFO?) (?$"5)AE@)#K("S>"3I]!.*IL,@WU29_B!$A#5U8B@ MEFAQ345=3P!@)M#UIW[VB M,RXTU%H_1OXR6"P-%PM,[M<.ZL3=V8G[I3D@)"BB1DJ4!(0APG$=I$#M\[! MJHB>&R_X6,7+. <*4;7,^E'SBATUY;;%FKQT!EY8&:31UZ'#AA@.W@-^T8&=\)W>'SUTU'"755^,1N\=^!%PPM2D,,F@L%S?3# MS2U%'S5Q:- +2S/096'@Y)^?,].)M,25 SK. 8,ETKF,CQ1QVUNJ&\0L>/W)7TYR4]KPGBD>.Z MP,%3MSUG-1=8""-[=0_8I9V.Z+A M>+X3C/ VP!YVXF\'^[$/W9Z^?1P]-29GC;5@ZV#AKW@;?W(F^[3\XOF:"M MIZ)/1"29_=97@U/#&^#7B/]>-B_I/>SO%3H3Q.E;;CB6+[3?9S<- SY."N MINY4&CNCX)'OI:#>'N+_I3Y\^N#TT-@S#,Z7;90N[FN5 MU%HGM,IHZ^1L05D?AF[D^)W_+W95F)9VW>] [#=W@B2XH%UYNFP]K+<2>&SC# MKM[=C]GYTY?04X:GX6U;-YAJ_.&N>;OM=-M*?'Y.#=&_83 CG'- N+K2!^@!^_"]02P,$% @ +#XN6F2;CWGH#@_+$D !H M !X;"]W;W)KV_;.!+_*D0VNT@ U[&= M9)LV;0$W:;M=;-N@[N[B_J0EVN96$E52BNO[]#2DVSO<'0ST84M\ MS/,W#Q)^ME;ZLUD)4;"O:9*9YP>KHLB?GIR8:"52;H8]%OF\62B=\@*^ZN6) MR;7@,4U*DY/):/3S2J;)(9"9N-#-EFG*]>2D2M7Y^,#[P M#S[*Y:K !RW\?.#$1(D$A$5N *'_V[%E4@27 C(^.+6/*BVQ(GA9[_Z M:^(=>)ES(ZY4\J>,B]7S@XL#%HL%+Y/BHUK_(AP_1&"D$D/_LK4=.WYRP*+2 M%"IUDX&"5&;V? _[5R2&8<#'JF#!Q$R;WG7#]IS>=*9FW!&DK&LD!RN><%? M/--JS32.AM7P PF39@/[,D.USPH-;R7.*U[,RKD17TJ1%>S5+? QKGIT4L"R^ M/(G<B_MI..)7YF[U16K Q[E<4B;IE_U3__R:[YU_WSQY.>!4Y '150)EXH M+R>]*_Y:9D- V.AJPR6ARUL90__29R'NG7_=/OQ813!_3]-,>;DXK%9_2>F=._M1\6]2R#V/#4YC\3S P 7(_2M.'CQTP_CGT>7;>+IU^>]*@0;7[!'[YE[--* ML"N5YCS;,"'+DY(7P@ F5>.$'<>SF!6:9X83?!A6K'C!5!256HN8\44A-#P3 M+%)@$YF!9_#)]$3&L& (,4)'P+!+.0BL^@!%:E(ANRZUS)8P6!J6"RU5/*"9GI58QBQ3!9- 2R$7&X8/[W)% M.ZY5F<1LQ6\%P.J74A(_\5\ !;@QDUD? 7VVD#MM,\#OINV&09Y5!GO4:P#3F M2ZG8.Q'+ ""A]FT5M%MF[QD,M\GLN=OV=%FO([KR2W?G?=^;^):S_/68__7 Q M&4\N_[N\L,Q9H=BT7(*]L_&9Q=!!Z)0/LGW&P4OY+9<)GR<"EY[_KW@M^[5, M-L0^$)3="EU(9 &U9]B'S+T^#27D";<,,LX.Q\,19 U)@BE6%#R2:Y7"**4W MR*%@1V@,D)%ESYXT8GQYC$*$3H2.69LL;MS2MPX5L!J8IVLH!LK 3+!UTJ MRS:8 :0NG! ([M:!'+TL#9FD,TCSW[Z9++827%X\BI6.RC[4L5DRBJ&$AD,S; M M_J$HU2ICE0*#-X!20PV)Y2/51HA"L=70Q'/Q[C5U!? 5J9#]FJQ$)1MU@1& MB3)H"HZX3[5-6\'VJ6+-P 9LI#"&0VO M0H@W$)+F:VL.0 -^* ?ZDJD1S^U*"A?@E5R)[!&D\&$P6X] <;#F2.8QPP]$Y MT1BLI&+Z7F8YEW$EK0&8^"U8-WCBAE85E6A@N4AX>01T@]%V$#M$V5#UX/7< MJF-ON2[!V;)<4!$0'P%%6VI! I0.@48)/4AE;OP,[+HP2,L+!I-ND<\GLVO7[SCCG:WW,3 M\R_LBN>R !+>+A K#_C'N8():'$;4?!Y?&E8!)X"U2E+))_+Q!H9$H4@6FS8 MEHDCQ*AN'3YE_)@)'JV:"EAS#1Y=! 0;*9A$<&6E!J;U:(&"C_U@PZ"F9C-! MG+YB-U". "HIJ,US2'- L$T".,]>!MR/+89SR5/,\3$!2"AZ>)>\R[9/-C!OA1 MH3<((>3^0U2H.= ,1C)I@2'P_J2D@3N<'@G1-@V 8F,#N7#XH@PPC/@"B9L5 MUPV--^2[BW53@D;ZZ1_0WCMX1((CW"-)!,1J W2;A<2/XFL!K)<2,HD84'4S!!!.JR]HX>*]N1>K(;QWPCG=% MD0& 8B8Z7R(=?3'H&Y4OOGJL0UI/,*JA75RF<@KQ%>*J-&3".*DVC(JI\2, MOQ:(P(SJC&A W9J8!1F"]?M@M,^8I$TN#>2(L"6F MFV-\VUC)>"/W&U\0# MY*H@;!"6LSU'/6;FN&&L^3H[AK0.!?-@'+%N$(L%KKS3X9J.Y5V E4+;$&M'Y(B@/VA(B-A8- J@">ISF+)81PQCLPCX@L6=KG=V^P1K/++HG,D^03!@ORF.[L@H?*G% DN4"N@"@[FR!G-)1*V.V>'CP6@TPK\H MY- =BKDNNNP.GV7:ZAEKJX2ZRU$Y.X8O/D!L1&2(% GM.P RU$"30DR)"Z.A(#]G$:%$L9 M7]:9P<=/?]HQE 98NVY();0 5P1O A9#>3P..BW? ((XNOM),E/(HD3S 1ZD M;[4@L5U<#ZD(;<5VB3DYJ#MJ6D!"0>, @W-E!#CLE)B!9\EFT!T%=TFJ-+9[*"P%AM+45A%8=>P: MA1M6L? OU=/;236=7[&)T;@.M$58 "RY]*HJ6"NHW>-!)>((>CW,F(V"RJCJ_ M<^-TN]<(LQ#WI:^D58221-; 7C? _K(54,PI3HZ*O.S$D/8]_6YOYO>WMAS;S M[],KQ_A/!LJF^)4?(XONGKBW]D3OM4A<6Q@:0V(A5B%5P;^;0US\"^W58E- MTNQ^3 YW]94_9'5*,*YZVQA[,!Y>\4V*V9,!#<14ZZ9Y48=I&/@7!QI7E;(M M+IQ4U3!14+OX?KJ%/I] V@5SE$@Y[KP!JPU)281515X)(_9%@KTL6 XD$8Z>PCL\VR77F+Z48U^C"V0[+;G,COWYGNWK_Q[':T MU8(MEW;VVILM=F^Q=;)>D_?I;G.X*[QO]9IL/!'B,P+0FD-BI7$1WZ2V%W)0 M<'Z'NC\UJ+MPVTD<%?)8O^<4]&J\P]P>8H8_?J$"T-945?"N3T9BAU/5=*AV MRX07>(CG5S)50W]1)@L0L 73A4/SOFZ:LYH**P? 54M6I4.8"N^5G"6IT"%(A ML(LKL+-W#QQ+R>*L/D3"A5_Y2AD8Q*-(4DF]9.5AS3 LU%HZQ;_#E7PO;1Y> M'ZE11'!0Q>.5[S- O@NBHI#PV//!JK:GQ>B]"&JI.00WNVN%[(RLQ7'+.P;UDI MJ$:.$NV@;NA@%>=\/\G9K$P?7<[G#X%&3FJJNJ ^!#R'%;!0\X],?01@95C4D M$Q&WU,\AIWWZ"\".V/&X&ZZXU3#M;:=4O< 64;,_W!&OV">+&-&7M,3V=LZ-%@5&PCN+:^DX$?L-3>JL-%.P_\ 7+J[A9=.7A\SRL' MP6%2/=1[!\P@X-=TVS@#R])[,3R M;5^M@U.G9=(N!L1G;ANRA^?-GM7.;9^W=[!J;&&:>W+';DCB%5>3>1QW;%-^QI? M1C:K*N:X;$*VIVA!'J9.'A60WAUO2)@RSJR/Z?- MX$7=(%0ZU'30Q$)2UBM;+;A<#;_[(_6V;PM8)^;%7: F$Y\!V D8*UI@H=>. M4KZA- .>&&.?HBU[Z->N1-S"[OV=O?!40[/B$F_V8'1IE)?85H4\=G>8&S0\ ML;(6:IIN[G&"1G!LVV@OAFT M#6@^7VR4 .Z0YYLD- G1=M%ZIVJ,:Q%&T$Q1)H\S"YA5=Q2)8!CPM@$/I#]FK MAO[NPG!_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_\7)_ M\7)_\7)_\7)_\7)_\7)_\7)_\2+_J.)EVV\4G 2_+T.6B;_3@P .R!J?FJF>_M5C\%-*5?P#FIA]O?$7H'U2'X%3C=_J:.AH_/#VR8\E*E=.OUS%95Y. 3BP$_M&@ 'AL+W=O&UL[7UIDQO'D>A?Z=#:&V0$_M ,[%0Y2LB.$,*=,AF5P.:5_!OY[86>;9VA1U5A9) M919_^>;!^.7ETS,<0%_\ (S,WM???"6YE6I:?\1]OYW_YY@@A,KF9-3A%"O]S M;2Y,GN-, ,>O,NDW=DTKIH*_9C"N^>&* [SLI%\E5MBRR139+BR8YG\W*MFBR8IF\+_-LEIDZ>;3_M]?C)PTLC1,\F]OXR^'QQR<# M$SR!, [,'=Z(!^ID<,;_M<4D.3T:)2=')V>Q#0T/OS*;P>&7P\,OS0R&'!/P MTX'=G%HT.*7YSGKF>Y7668U(\+XRM2F:% (DR=LV#TR"3>EEOTIGYRS<;G*BZ M-M_\\-__=?SLZ+O8$3T IN3CRB2S$BZQJ,T<_ZL&K)RG#?QCD15I,F M,%6:YUO\N]DT/+8!'"#X5&?[K"MN0*>O MVSN_NM"-)?!A?.2G#=Z+-^:3'0,GA@N^L3<6G>!5"?]CQ[\YOWKEG2: #T=2 M W_7V5ZU-:!0C2"OIS S0CR"'5;.[]MMJ4]:F'B4_975S4>(1TX':?FVS"@X8 MM_.36:.S;7(^3Y>9]X6=1#XV]#'@U=S,8-VRFA!Z1O PV?@X#!>0MW/#TT:Q M%G84P@!7)<*7CY]_5@D)TXB!,5;1"33/.TGJ5+$ PJCN[2Q95N4[^ MU@*!"0L^@[]69;M<)5= (;^LI[%V9>Q15A=9U.Q8!ZXQ^6AN@:CI^'^EJ>Q_^ MD0XBO^(M[1F'W,XPY;0 Y&F>SCXGR):3>7:=D:C7K- (&/IDC\'2B\$]SCV]4<%#>F8?TK/!1^LUO -+W.R/,! >%B4=9,UM'7M1 M!^>[IXOZ6X CXM&?Z/"54HV.6_(XP:>1$C(@)HC:L!B])%D(1Z: ==B"2C4+>$'SO,25X#^D]@]6F6YKZ;^UZ_^A;P:QM MV8D%QD@/E+#$+QY*1-= M(RN +VIB/[6;DJ4RTVW<,^/6]CH*YN[V+355> M9W/E0:DB);#M(B&U$A ' M#9Y-,>['@BDLB;#4[6R56!W7@P?(*ZM@VR7)>Y.]%: Y#0&X,0K"+?!4_;O MXV:5P0!)9 V!X?BQ_V#-B? 7CF[AI_K M#MY!T)'_VC*A%SUT W_&2TOGN$U%"PNC/#!-MC81,@@'>;O0\=$78D\\-W@A MGMH7XND@$W[OY&^XS@M? LHD]#X.3W?=Y>#!D]U:[5(KP!&?6DUAB^]F@!)$G M?RUS%/(6]X6L\E(<*\&I"U1?P$Q ;"RG=;9/$LKN""0IO(<9@>^HP0_37/4 ME5A:(() (9RS%.=W/Y-D:A2)^H0)Q,HH@>SKU $&>601Y-G@-GVH2ZE[7@/)$ M:23>*

IG"TX/;BF')X(SWQ9+?!AZA"NO:@7Q[/^S!C]"JF37"CZU"K5P9)(&T M2)?\A@&/7*>?@<$'4*4>5,R^Z843WHYB*;*[M45.^-XT@(MYEDZSG%ZY$3(4 M4]0@>9HO&X2?IYYG]0RD\+9B8@%HD;,2IZ1)Z"-O'F+Q)1" ^%.B!9-$87AD MB>TN)4!AA4\M&5%%(-0 "&@<0!GN ;J*$%V*U%$IL_+"MX?P'< F][<*>XU MK"?:/0RF5%H0S3 X!+Z5@Z8_VK/F:ZM8JD'#=H9FC0T:& M3S9&YX,C[TOG#YA,84O>L:Z,PH3^A+>D:D!:TQM=%FK-P,!9 6[,LA* E->IUE.>,L80Q(O"IXM2*SYEAY[<^-T@8M59A8>;)=FQFKK MS\<*FM)NGAW^;,U10&O 0DX(RP$O90L<7E>HGZ+2,1H1;\6I/B"T(GX)=OF M%ZL@1*])*8?%:0] 5H%<9RT.N#D)7G R#/#K+R!5D^#],K'(9J;:%0CG!EZ\ M-9TM'T.CY@HVX\%!"T>CTQ+@2.RB<\$E^;#JGM/N:.(!CW;4K]8SO%+A!*4] MI;F<-G 3.4%6@^0,^74WR!SX+PZ0X,QB]+@GO_H\86EQQ>#']B!=B $G?[C M-3P^L(4^ AVH$-, IO%W0G>"G@HN!U6:Z F/(,OD9DO@;>R"1-M+R\@B*I\])2CW7/-SA3 B!R5;>&KAE0#_ KP!/3 VOB&/,1W&&>V,&/UV30J M%X[DE2)[FW$0LZ@7FB M$74_9EE/ML#SPP1T"'.@BQH77YG<&Q IR0_"P=Z8^9H>P?.0XN" M6 M#R)1_40+I5*$9_A>K\ 1>%2N SDO ')114'*9 ML?:/>T&B*5AIU].)<{@],8Z PWUK.=RWPQRN! 0M&MTF*G]PO'"A'[+Z,^T: MWJ7Q*]:SDBN*1\ _Q1C@X$KW98"_&]B7>P(!./[C(^>$/QK1F28FZJ("QL5D!40(XW*0H\2]3O\Y*E"G1)D;2?BG>!+*&S M,L_9<)EO69%1.0]&M6N4B&HK[K6H85D+W\ZS$L!',A"NX,U7>L%#+(V><[_M40X$[6>@X31L,02M8Y,U:DQA=V3>;P(+&CS4=>F= M>0XJG;$G;L\96%V.MG'4CM+V8#ZV^]HM>@8J3]ESLBV#<\4YEH_V0F0HT0916 C$R&RQ(J ME[!?))U,I'ZW1.8S-J&0NX&4KLT#$]ZV/$F6J5&V]K.3PGQ@X?AMJD7=('\K9 M(F74;,Z>1E10=Z)+\CNL ZQ "FM S@9K=65N@!B*6]8_+[&I]ALZI=_-\^ M>_[M=R "F4UR_#)Y.T?H%EO=&=V:(QN=>Q(./.D,],3ZI)SFV5(XM80;Z+R= M64Y?@D0BVHZ[++;I(1J@CA ,.'N)DB)K;-'OU17^,'B>OE0>Z*$36M5'>#NI MV$XL L*<]8*,'#WKQ;5"/5*/L%PAW'X08)M4*,5 _.= M57#Q: (G'9TA@HI;6Y!S&K:#G9^!8^>W9WG;5O:?O025J#9-QAGZR"H[6D9N$ MA>C3UCG>2?)/=+SX+!R/M+;?P2DK7NKJ(]XS2]G$'&P0APQ 7@=*$8G5;(=4 MN5.LHA@CF*W;M=7 $#%!O/8VY*\(PW*2QCY"<$45P4+#-,K$2BYS-7(MO9STW*M(505J@A=J.< M.! H+5ID.384J)38(D 2AYYP3&/1]'HH3(2.)0\LD$TCZW%O$.*=87=@'O M##P-%YR$(EA$/HB\#8"'Y/+G2(O48WH]_#/NW DCVKJ:-,Q1F17&D%_CQ/!O MDSQ"I5GD/GG+MM'J^I_$/4))M\QO,)E5C0$.+&8&V7+|-"6UL+$\A8R=9$-_M*X<9EG<)AK[Y]PKTR6RSX0!IF-| [9K)0B[PPY^5TJ5MFOY^$&6>5OF#9E!'9 MTJAZ HR7WEF%^*?O@ZW([ZRPG , N-0^F773KU.0ZF55U@$1\(P4RBF-%FW' MMW(A958U*WNS%J0NYJY*L#XJPM[I\,O9K*T<(;1PV!4*'0V&>-;E+".0K;1O M80\1D! #:)W><*?*(64ZR=6/_H%W3,7#TZ-DGF[%Y@?'Q4$V9(,K^4;+*3%KA\KM@ZHDT-,*Z/%M^)%@^, O7!M'QY/0P'$\%SJO8K9N15GU"AR M&^"IFP\I. <0RL9)2!*F\CP*R,!\1ZALW"9RXV2BFV$!1"5-2H4-E&S%%.SE< MWCM?41?>-."L:U,0N@, [1+%B:])*O156I/O]GW$V8=W_#1\YO3.MK15HSMR& M +%. ?5]1'-D]F0_#*V<7JK1\.!%\6T!>VC*;ANU;0Z.O;=M\P&S6? 2]U\B M6)+X4J4W5A($)0#SV<99,0:,Q%OBJUT@]UFACJ&/$_F':PZ)L,%L>7G#*,W* M3$4/*Z@7>?8O8K3T-;,;"04'^E![$KX \H@P3UR7UVJ5(QN@A1Z=MEE5-P"F M_ >&:ECGTILW[SSG$T*"Y@!JZKRMYNFTK$9B,"A:C#)I*[(JP-.S,NE<[*1! M_ =N+P#%.NO)D5SB\T:L#;A25A$3P!<)7S,-,,=0EKI=+N$9=0Q$]3\W-WN6 MZD@,BH*L7IIT_DM;BS3EQJ.8!#_VWT%@@V6F@<;;W#>"N.EP>^[A%R<0W0X" M"@SWUS;52'BR:$_)XC*S,3TW588SSC% (/KYC#$"-0!O$2I+JK[JIBMUH( ) M;9+\/38\"U39ME:,H:>I^>K92)\EBN%)B5S:BA74J<1AC]A!{&:P#SP%V\)] M&DZ% <043C_3(4)]AL@A(*:-\C "X//4B<.MK'_>U[8O7 MA'SPQ/'!DUOB+%$30F$+=H0N>MI/E"D.3G1OIO@0L)+@9V-_#L4QEJ?ELD'P M9CD4I2VTX*% 29+RI?S2D/=+]H[%'4BX+1;6)*P)-0 03VBK+* MCN&>[7L8VUJA/F.#T^UBY/HG-B+!,NRK#U=<26Q/A6? #^A0^!)VI0$9C%0(% M/LY+;)LL)WV DR#IF$M?BNL1'O:$BR'1N 35X^%LT-#9&R66O>:FW@N-B[5H491F#5$PM[;!$EK&L?[>WXV>? IG M+UW,3D;)9_#()4B2/-EQ7+X,$^H8MQZ\A2YTQY-G/=#%]&_R2Y'\#XP\1]_)G&OCB"_Z(XCHUS#?/1T@+9$P;Q[M,/$1 /?4#";A#>SC,$Z_G9SQ83P] O2('$9\R>AQ/,#N&&4B7R,W]]@EYQT/ M)\"]=:(F;K\LEN.?T >!\>LF'M W/..]N3]J6UUQ4!#7P M[&A4=DWD"TU3'D89V*2-N&/_\X"!VT#[,;[Y& MIM>Q2_4Z'LZH@NLPV;)(+BB=_UCM1S1GY4[^_>BE*T6YSU[3O_8)+2-X+&$& MOXS'3^[F?_VXGOXU5"6G ?86 ML@%4N4W* ;M\-++3C+^8))\V92 M2T9/A8!Q0+95;_FV!SR9GN7^UO/EHUP(%=HC;J);O67B!WM>HUST;Z1#'KM\ MR./AC$-VXD?9XU[S'N\$1G^4)! (%AQ!8J0"$)3"US*D"B9.Y\)?4RWB8I3'"*([E,Y)/:\U,Z4P[^C!*!\@US"% TS MRRS&\V";4Y7Q? XK2L*@YUQ'DZCP0GGJ'DBFRR0:L0R8UV4!V&K6A&9NP1 M&=F_NM$C)[/35B*MF^.MQWGZ\Z\"(81PUD;RO*_IN/UCXG,VVRGA[]-.-YE MYW&@0Z'-3+><.XU:)#]&\W;&O]O[X' ^8K1.JHO+A@J:F1%QU+(UR4>X"A_U#'-O\8/&*67#KVY(\Q M<37J1,U8,2HE:\82<"/N!_6.=IRYH-OXCEWV88I'F.,[W*QVTJSC$(,_N#;; MCH%0HU#8X%YI)K2$E&4E%*R&0X M<^QCT:(IILLU 8ULO-H:74=N0P-+>P&UE@GZ"MB-RZ62@ U$.9I#LJTD.]3C MF;(1HC ,&EC#252./Q&6ZJ\Q[DF!IGH&^OCUO#8[;TT0!25%4]BY-$4> (+?6 M%["HSS9ZPM"3@.?!;*KC^.,J(Y*\UHUF(MLYNPLHGF1,. ^=9\"0I]1'?<5@" M_\2"Z(W)KZV:[+EN^,O*R[DACTAM]2>5)3YH-<"_EP#T\?'82WO>E53<^QB& MEE[\=F=ALUY^;>%Z%]M0Q,A=0"7&X+2SE8M-" TPD2J+ V&9=TP4N5?TII&R M 4$,AL'2 3_;>+9)4@ MO4Y-8,R1_J(]_: 6E^?E++_S>B\P< M"$;3N)+)SG[\- XUFGC>5BL(15/"_,"IG@35?=UHB',N"?]X. O_@Q\&<.G" M *+ (M]6=]$.E/]13\]NK$$MY\D9QJP>WM3@L:,HKY(M4RX^]S(N=L2+XU_L!S5NT8O/BDN6,\-#; M@E>^1J;XL4L5/QY.NK[2L-L? O;#;\R#L-DJ2>\T+?\AL=P \N;I[3/&MA+I? MNB3]2JK$C,3*8_R$Z!!(-9+?E;QRL\3T%M.A&E35*;<:W5N!+W$FU2PH3I:S MN.'O"ZR!0Z9YFJI3>IG'6?:E@;LCB5D-W_,%LZ@WSJYAU93S_:=0/!1[-9D MXBY]VZAP/PY?OO6- *B)WGF9'KK]&B4&3ER)@9/A=/YS8EZ!#X=$B*A==7BN M^U+K0R'K1%6\)2=)(6J7]9#$"Q]W"D3+$CN\W//)S9 -")HH8==&WU!#_$-/5 MMD@JA\4UF B1&S4E ;V1L,P$ 14RA]%WB=?90<[>#=[+VAO5-?:%"R'> MNJ#QD^&Q&N\3?HW? X'V4)^9C=:;W&TX9GNC;4/@BMY8[WQZO9S7J3 H"S1@>SH M=CY\20$U7[)&$H*"6*K&A15P=54E9MO PS2) VIUT0BRBP##DS5>E3] [\ N7\N;YIT! RP%&LBF:9W] M]F!V*C9&EI8]HV$HXZ0IIDZW7;LWJ;WNZI>I69+>'RK*XQ9D8Y*KCT !<&-X M)2M_BROX-XJ=%-*N,V$J-5$TP=H=8H2)C;3BLAE6U3'R2?<&Q!8HQZW)N6.'?C?>1,.,R+Y?D MU*\\N^9L562_MB3BH9$)2:T.5G,5#ED+]T+P"42'3+:4J6\BT-*:B^&,@TVK8MY]H$36\$BRN7\ MBEC68L%99AJV0P'==CY.\4Z%O+&HHRX]M SN!BV5=B_V&.W16:R@4@-:%A7# M'W%AVT0EPC ^.@>"5_W:K]-:S)\$-]/!%8Q;DV)D5M/ERNIXVBYV-BI9* M*+8FZWD[=R5CI>@L2A- $>VPLUF0@*P]XD7,2=$N@;M@71P;GECXYTQY86\X$W <'; M4ZW>QIQ \E23=I=Y@!:!!C$/5[62>P627$7/GU(Z!YN,7$S? =8DZC_4^>N5V MN<%+^0M_%]2I]/ME:?@C(U9M.1IB:EW:>E)\B-0(1-PB/K0.WWK(*RJ>?8U< MEA.7RW(RG#3BB4'O-C95^* [;1/Q.6UO2:W[=.E! M W[KD89?N@H^<[T]0A7$.]YB+CN$-]WX>&/SW\MJ/[/3&AW\9F.*-F5;D?6&/B3=% M^)>^*4;Z.7WUJLKF2]M8"E[YSFH_IY&%/[(\#8/ZM+\G8P,D>N6Q:-.TKOBH3^WUU"$R>61U_IEBDTDJ743*Q-4E)VY5\(ES8*X M%)? %RH(^%GG#T+J*LQ>D\L6ML3=A,,UN7ZC@C>-P3DU7'2(PG!H.!.6]*695 MD6;OY[OYLE9#]&@M6Q1YTPUV%& YM (3>0>? MUNY&1N*<=F'V@=-)8W%&ZKQ5@X*K>-AYM7W@;3"B)46X":_&162AG3(.]@_J MH')QC?NH(]/IO166PNNBOW7^.3.D,XDZ1YF] [#N)=UFS-! M<7T8 N-QU]=_-D[N;A2YW-X%B_%8IRF' ML:#=CA.A PNW2Y._PE")AP#C!5&&'Z,&Q@&(W3Q"E=DQ3HGZ3I6SSRKO.^GI MZA^O+$"N-'_TV/'3CQAC\U.9%C'@66:WAV[70C>@5L6[,E0[]C5^*-3&D%F M](/(];G7U3/[4ICL76]C[\? D/*AXJ=.X#H%V$\Y45D14:_G,*M]-XZ7((_)8 MN+CZL(FH:SI:D.Q[]N+(1NB\.'XZL1D?LJ33KS7XT8. #9Z+RA@J[A:6^_B$!=A\ <:R[&TZ!)1;J56J[N#@<4'>$K MAB$?NOI<$'X,$#R@)[1\:%T=J9EPI'T9+N0D/)@8W_) 8X(0(#L;J&C+,2 M=(GB N5B\: .[L^D25$\Y=0["=4V^;/<\1Q4D?75N8(8E**HL'3K]G67]6D_3 M\)5/O;)!8.U%-$UC?9)92M61N\>DQW/'?4C7.KN=_>^E$4.:6E]\(8(E%^V! MH*"+*Q@O-9).@^AEN\LJM_JK#5H[V9QVX:(J24R,&(JL*4PU88T]'M39DA^; M%[.X1&6[KY5HPF+M#J.C*JO,D#PV$:- ULM_[K,2Y%GS4\S=(]7H%!T3D97)U M]#DLBK[F]/%7M79QP8A\&WT:^;NIH2, XOY%.A16IG,&C9,!T?5R7Z)K*%6[//.3X3QQ M*_Y$Q>J]9JS?%9*.@SJ0=OPL*;P1OUDP1TOC!%3NLN;N2H,,E5F'-=[FV<+2 M@)LMLS4S*9"XE>AKI&^*Y%07%? 6VVT8^,RO57Z$P%R63O:96/QRV <+A9ZR.6+9"DT.HP83&*8^&ZE JD6*N M5@"5V"7*1L8A5"6T,F+H4#5.2C[85P]ES4QJOL;KB4C:D? ^$IYK0Q V:)$+Y MFO)J.EZHH9UBU]A9VE)I[KE9.[L ^D8;P6),R*^M0 M[,0$^R&4OL&0&HI+XE:3_.GYT\F1[<7%N:3=77.$T .E7<)C\RNQY]*;Y=GS MR8O3Y)$G4OKY\!3706=.G0OA3+#;S@;>+(J]LQ%SO .,ID5$'L\IV1??#+F\ M2P8_&<[*)IXY?D6BY(47,!ME\7M-#W\@8'U=6_QH7_OD4\0LQK1Z8<'I#36" M%]T7T\TDJKBVB6WNER"LP^F+2Y1DQR1]N+?!,^:%!FB;*T(^ZB'IULOULY:: M,J,498KF#9P6L8[F0>%OV.["2*4ISHK<\K,3BR)@-"XE#*.O5N4K;!@WOIJM M*,.%OQX'(3]:7+X_+,<237@#'7&4SE16Q@"ZR%+)4*]B? 5'IX!+W1$9B$[R M!81]E%19_7E,-C;G1:FT1(?]U-(]<5TQO/39PP(N;8L/[F0;GHV37G2_=/6U MTVFMXD/:"6FC,^Y_4L/$3ENQ, (BT&7&],WCD;9D#[R2[+2%POO.UP.B.@OSW MV"F1TZ%0O"]]SUSWW/65\AP,1:,W MW*@>7OJ_8BU'W8B8# [QGZZV8N.OP$)'*A7@CVG[_N5$N;3<:T7PQU2RCNA0V MUD_)B) 8GTG_O-6R&W$3JU#F2S]65F.*<*K4+0-#$F92(\$HI9+SAJ4<"=[R MQ<<8YGK-9*4&5] VVR^[3H'<-J-5Z@>,HK."-+7D6#"78#325#T0*5RIKN[(MWJ0I&IBN:YV&*\,WGA/:-I0K\ [FFY/;)P#Q+W1+-K3AMFG(Q#(42S>21@&6N ML]PLJ2^\0W*V:=DBE9)#2L5.![16:=Q1"J>%R63$'8:62 ML#? M]LE3J2!GU7,D<8MJR8AW%>L;BNB$JA_5U=S5>BI*@,]C7R?T]<_N_)TGT0GH829";1.W1T&#NF!Q:>I='"O@8*O MPA0<.HHC*BG3KL&X>I34&B(((G)0NO10)[MR3V%.4>.R#UA+W2N^@+4=%8G^ M_NXGZ\VF8HZP*@N3.$%OEK .__#? Z7KSW:6=@JZ9>]P<T\Z0/S_6Y2"[PM MJ)TM1OX;2QXO*LM&IZCU2P!K4%]DXN[DP*2XK#S[;*AF=BK=>RB3 VE&]!5K MKM_%#]MUANSU7&5IH->H;49#<^A;7L?H5Y[A3G4,H%GIO=FS>"?!CPH)^:M40Z8("ZQC?2\-J:Q MI#7W&'5^;Q]H.O1;8H%N"TPLW1%V5N7JC>D%6AWJN M7W/K">7U@KQ$?"H(D;.K2$XMA8\/KTW5Q@O)<)0.=4&%+[=46:@P> <=*A*NT M[D:G]6_D*[DG]E*OY:O4LNWOU.,J;%-;YSD5GR,_O_<.%UY,9'"0W(U9"B_D MJ:^MMX5W%1ZYUSL*^K-QAZ=? M7_"$N7H)U/OE5APK(!$A6Y_/#]_[QH9G=-SKF(F3U1K]#):
MQUW\FXMXHSRZ0@(RA)+H*0LBY$)P(F#']X>=!^%GNROO?;NBSJ9)>X$IW@58GY4;8MU/G5*WN:42K:9RF/ MR]^"G0>RW<0+;X:KNA+7\,FCU)[D79R@?M)1^+V7*52[J$I11/[6 MKC=_4-C-NJU/T4K M]7J#6;W1 \FTAQKW,/+#,ZF1F.1Z%N8&I2GLC5$',&C@MHB&0=<;MA6[RWT M2#*?46HKM40#<1,4AU'B3KNGSNYIT8.KM?:X%56/#Q3I2J? PPDN]JG*%BGL'=AC5S2;W:FC@&L3)&+FQF4,%22 M;$%6U(=11";,J]2NY'AE%?)]\((8;UX&BA&RK'7;#*;-'"PN@'6^^203C(VX6.

*MCXH'PWSRON++!@>L>N.Z!ZQZX[H'K]G'=4 !V=;5.A^M7O7>Z@"T)*Y&84>GW MP;/=VY2@;A72==0U4'9;!Y';F*
fT=RL2M!ZQMA4DQ.PLWF65E@ *L_9T*;4 M)(9.-CT&C7RU$XC+ZDL/2**$U+G""I"U-J<2>+ 4B4IXHJEIZ > C H
MC:>1%>0Z"D)X$(HJLUVR,42H;+6FF09@3 &QC)3!8U=7719D6'$O>N"+&LF9 MV'YE_-S@#;!;S}:.@V-&1]\UIFJL#-
%V.AFZV(X^[!CV4S';>]T'$=L(-M>W;!2)^)#=JQ\'A0*N.MUR ELE.-DS=T+QR&P@^>MA@H_8N(L{)!5N6Y_'H4 M=:"C
QW!9}}1^&"Y2AFGPP4JKLRRM[+1'8=Z42BU_L3A. OM,>KUQ^"H7$,= M\!+R:A38]Q,_7IZ@Y{4[E_/M\"UPE$)0G+.":7:V=:I\]>K#*S\&"[-
#,*V4A^ M!H*KK)'WXMWESZ[T X:QSC*ZV14<)1K)I9 U7@Q?%?U:4)&[:\X;E&W;QC.4 MW"L)O*YR6\QWCZN3]@ GPP"_UGK;R;O%
(IN9:E>IZ?8KQ7 1:1E)8;&%<@DZ M+0%NI V :$EMXQL_;:G\RB2==CWV2E&;MMJ4$@\EU.7B6^=RVJX4N$2]\AE*
M=KH$'09E&OPSBSX5^ZS?,C&76KVZ7!"] 4FLN-R]!\8_+ M]O+U!\X5)BK;.BP8B;?*EJM*XF5<,[71E/!2 B23.1, \$Q>41SE:5=C>U&
MI8DN6C3'#\%'%()Q9NL*I(>.1*!@?+YC8.8U<2>V//.QZPGRA:D!/*$#V%N-M* P-/L&\BJQP^JN&3X<.T;#H#.9\.(T%;C! L6\
(\I^.)B=/;3*>$/4;,Z**:-2$^""VE_X#M&WUR^O7"FUSM'BQV -P8(',#&1,,[@@OKG#X[^^YH ML3,%(V"AE9?3@+XD-6? M"5*0WL:O)
(+WB@K:X)^B(L?76:JG.CU)C)L2(^6Y-))-4_?P#-UHO @FM-IJ M_A*M1,/00*)\;1=K^$AKJG%@2 M'V*?&#U/7(;V?Y7E&1PVYH[DP*-?(6%
[}1C#&L*\6R1$YG?Y=H>FWZ&V@^DL MQQ(:/8HN@4!P&7NK/&&CT;(JLA0Y4UHU6@+*(=7["I#(Y?.]+8KR6FJW22W,
MS:,,"JUL3#R'(_ZQ*TKE W>BP(D;OS(-!I/+N7VLJ*"JY"/"DY95-F1-./T' M?K,E1DTM4?3I.K470"!4)N?&VVGR"X+G.:D[167U8=#DT3)O?
8MG["!U<]B+ ML1.>)KH:OO6"2VC4\[K[.A8K9?*R2IYJBCS UUN.ZY2/2U$/@;$E8_3QYW#& MF"&6%#)&/@'$NW9M.DS(^(]76
OW!FO#9)S2PQB R1T7&789!WY$^\83_UAA M[VCKC$6R(K\2[XNR6,-5XH+:/FL 71Y8ZQ^:M=Z1?44XY%=B:7[!H-O8&Q;% M)3$H#/
SGYK!GB&-4+<>3#$5*Z$Y.X; MOQ??D)3D*L.<#A=@T4:_'USS[*@ =.]9(MWKJ7\)MQ"U7@?7/LXJ1UH6.59M
MRW2J;4!2^!.W3*R;;4[^(N#WFQ7(EX 6-VE%>8%3M&2Q2904)0J7"OL" M>'%@&!+0KM$^)$W7^E-%I(=-AMCEF![JMJ>4,!^ M5F5-
A5VUTB^G^R CI$[#'ZFX)5;@K"2C,DS,I+K5[LRYR;>>N.N;'G8U+Z,] MCFU_8^0Z@(;<:#60BJK+F+0J*&FP7-LJ>
<+FW)RN5\C=NYG;IEA7C=DDQR^3 MMJ3B:[%5)R>-FJTW"@2>=@4&5@VF>+5.;0NO/VYGE]"70O5^$VJ^A0&4J
M.@/.7J*ZSN;JZ/>VJ_6#X'GZ4FGP7^[&,?1KQ&5<14!3+(0Y;RK6F/:L%^=A M>J3>Q;H<"I*4^J"G]Q='I63'SY$/$\WI*^N51_,H4LI1;(-
^W8/HVFE]RE9L M^)1,]QOP&CUR319(P_>Y&8=_VMJON/7T/*K$MR1/8< E8"LZ4ONUUP%H[QRNIWSX+P2.M[7=E;O%25Q_Q
MGMG4 5**^T('B"A-H@H[!]4$(*$$"9;;6;=K5V#>%;;SC&5VOY[PCR &&W@K M-H196G>"#M%25U*]F& RKU.+Q3(O#D"^HIXL5F0
V>D=%?&"+85KL%'#)C"[M\]"U#3H5)+7'N:K*=AFRJ*#Z8U9@0*8*9JC3WHG$3, M,[6AD&G)0?20/$Q2CYT6QX9W7I%-
NJ7A5)6@#I"ME C7B@H%=E\LYHGU+7#X M!3#X6?/AEM(;Q%OOL2WV=MO'LJG'8>D-6\/%87C@-(8[@$42"K<-W:,
{==QI+6++OX2"_.=\.U=:^_:R+*FJGVW*6CEC@"5:N=HW[UZ! M0IAM-E1]#.>GKC"6(7IIX;2<+G7+[-SYU>\(*%V7;.UD#U]
[>,34L'L]UR(& MMA.@R]\GN1 X#CTP"O>%/WT=;DL]!MGH6F<%*0%:&)"_'73(X)8R<-1 M$"H7++
(O9AY>1'@&9>&^KCW:QJ@N#E^0X#2AGUXA3 M3H9&RG0BFY^;_0Q;L7O ,?%*1#D!ZCY1LNI=*G1R^@VJNKV?^?P MN[#]NQ;.]-
L\S5T]Q'H%: T_A,&,O?C0L;ZHR,$!'U9>$PEP+@P%2U=R*NOE67)C8P[*%;7]D M'SH!69B/2+-.F\2:>!TNVR T'UJ
M*"*&BDJ)K]3*,K#!+V$UD<".3S"PW1@+*#D8 M2_X3C27XJ]I)=@)2U%9R\IMM)6&PB2N!?WI;U7FLKEY6VVB(R1W')NZ_1":@ M%
[A*;Q)%+I#?;LKJ\SC#SC(EFC'8L!+% 2EJA>*B,EM+!:LZ":[_3$R#OF;2X=XJ>-=:"1VYT3!$IN]U>:T*/9D/+/28HX6!>MC(E_\# M,WIMS/O;-
^^\F'>$!#4Y9=O>5O-T6E8CT?6*%I.16^J#A?+TRJ02\16F"7-L MF >*S%] MS9L\(=N7K$?
8BG5.R5R:2O6+:92'FO$>2EN!OM840TD(VV10#;'-,)1WID MXZ-JRST=6ZAQ$1]C9IMCB?#8$\(F%MA]]L&X/""5 UA5AY]?$7; MC-
S*6$)QQ55;/QVNMOX>9:.*50B %G,$"8*H[/*0B9+@9V-_#M4"UNOD2$$! M9'T(I7XTG*)B0QK;I?
XA0D3GWLV9Q3).U/6B<@ZCW!"B9DXN*C4$D8-HM"!4;LJ MEMNB! J;\,\N1N'>1*VN8Q3PV7#%E>3A4V,P5NR1WW:F
F6!=5GN$(*:GON M<;ULZ6;JJ1,]3L>]EMC_ZLAXP+8_*+:%?- U33@=+B3HSW2B9>,J@=:H7K/5*9;39YU)>!8O3F2&[EC-RMI1
MD+MF_[E@UWV!ZP#R_'CRK >0F+5N@78>LA; BY:CWQA$ 0>"3"(R%35(^Z+Y M(V=/)Z=_IK%/GP*$85^549\YB-
[0N7247=PH[&+OD)]\.SEAR$^2PVE]- \CB./GD^/?C2".A"#.@#1^ M"UJ1P:W'LK9.LJ%:@L?.'X.L>NML]-
YV8R!SNRKTTS";8&U%@5!74T'KXDF:K>H0[?2 MV9$. 6MML6*7.5=2N*\(O)X&*L*0J,WJ%MBQ.M@=L02)<+@^L0\('@S<"1U? M?T-
=R&XH4]:''L#80;KH\S*,[?=]7@ZT9,LBN:!2KK-M\A'],,:E353]ZM;6C3],>Y^<;C)6WQ2_C-73*;DGQY,?U M]*^A(NZ4:G34Z;V#H@N0<7G?
MIA)I-_ +4)\AK1)?!;-R1'U<$21;G.9G#Q MUUE5%J)'R^ 89%K8<$+Q%M1,N2$/K7\0F1;7G5&!K(;[KZ:%; !ME%1"Q,SE
M:%P':OQBDGS:E)V2YSLAQB-"Y8$.RXU<%>O]5-KXLLSSE,-T[8G8\!)7KW&P M)GG0!93+>YC]=_&SUF%UW0XLPLJXL;"9CU/D4$O3"]"
<#?%$QJX'&H>T2$E+ M;/LY"5&3S. -LN"$ 1\!&99F[#.Q/2D'W".P@#[-9RKXA&5F\XT,BV5N?%2PSA<5Z/8E4."?]#GPKX'CE3>Z_FH
MDVF)+4S9X#XN%V.2PDD@IJD%+B5@ZDN4SP3-IMM$A7LNBHSADW)('/E5.Z<& M_XXBL9(?A812\/-Z3!5KLV->A2RE0;]
M(Z3%V$%U&*6MS0YB3'=D_^I&CYP&H3=A2<3R:&\[+M8U\R*81PQG;:AAU34= MKW],Y+SG*
3XVX3#NW>8*1U**J6C@M;MP,3;&?]N[X.S5XA?N3;ED=O'T'QV M9)EY[!)9-W+8JI+[]VGQORX9>,G4L[4+ACI-6='QF?%U201H%+Y_:&
K M_QB\!99<0E=YIUJ9Z&_1(,J,U?12"IQ: FXDN$*C(SO!G*!I^X&=',,H$:$< MW'^UFM9-
FG8!0^(JKL^UXRC0*G<,)*BWD)AD4&2>J91R:0_QKE&R &324UN5, M&61_U3A.!!YC*;IQY@,ATLX;N<8">Q0R0OE<,;
2_XM=H)I4Z\^EKG;OI4-M M4,_>32\E9&!S,ICIA3=@PSS!;ZF8SD!.9 \(HGGQ, M.^=9\"2I2C6^X[$_HEDG>,3-;1Z06G\3>6E-U-
<0&UU#94C/FBO[K^7 /#Q M$;U^)]^YUA"[HHH[(,-4*HO0[C!LEO&O+588W(8RAFR,&P-1")6+CP[M@9%&
MZ+*#))Z'U)>,&U4D]]I#ZO\[R>\@[QWDO8.\=Y#W#O+>0=X[R'L'>>_6-X+
MS7RNU^'9<#.W"TD)D!6C]KY[S9#HOUW>NX3+=M)>A-5*2D@\'61$F#BUYM,,:0.057.J-L-#AW,GAQ'OWASI@,8'-/Y]
MT3ADSJ[7U]EPEY@KK9SQHU MHE 1FHIQS%K;>)QE!EH88R1E*4(1Q;6ZH=\ZI>RL923/=PJMC&*W)A-WJ<56 M7?'KW,BWOM$%-?|
[+Q-GYGOML_0[X?H!Q?_0*#[$C5U/H;/ALK;G](8$P6@D MWL=#5!XX%YE<$ UF83C6*XTX7%Q#G0
M7HLA[_NF;32]/^(1U6KDKO9P.&1>>I&(>0FDU&DSA.*NDM'9<-V0-Q@O_P^R M;_[,H8-D@8HB^(-F2M[8B'P-3G0A<(%;1Y*3.=[>Q?
%+G4GS)6ND#%N0@B?N M"5N6C\VF4V-K=B*G0R:"DTBR0$5H2?]UUK!*/\!U_JCTI_Y-D!''+8TE#8U) M#,1.>MR]6&UP'=CE:WD&O#-
@@.N50N5E'-B# 8C;]<8KGAM96O:,YMF,2]4Q M8;OMVKT1E*F8B7WG +%LZEWK%F1NLRCAB;GAHZ[@L6LP6]+;X@K^C:(]E4G1
MNA>Z%;VAK-BT(GGS 9!*9"=Y:.L8_X2Z07(L>/X_;=F0$R3CI!D6VXT6\V([M*3E+4%Z7F%5OOQE:C\.I3]1".T4Z)Y>3 .>%TPH4NC
NHV;SZ")\-50?3E6R MLK(V)?R7OQJ=^&]ADZ=^B6A>]U1_%24.T!*N].*,U\DJBM^M#0)Q:P)VPZE&-CAZ\(:IGLVE=$08?.#';+.;)\SV\E;8V'
M7.U/\XEPL)N/*\NF0O MG]\L/;0,[@8="'8O]ACMT5FLH K';$NEBD7P%.'" M.GV,A7QTCKUYM@#N2=-YC JF?A+<3 =7,)M-
NGA;^X*!B;AUMRN@X?:&[%5K M0VC11&_G.J0F3*56G.S]$T>.EIRRXH:73R>I>,A6-*7,>TY\>0LF7)7YW"O" MZV,9-R?GLD2&76T:BB
$J5Y9/D$/?.=VO@81G"P?)SQ:M+O, T1QM$U[N)I+^]T*Q,**D2E=(Z='SG9Y+I$Q<%&!:R MF905L]V"W-
2_\'=>,$@@!OVN8M!!W!D6=T(;D"L/>39<2,\3 M6=YM;$W_"^\:T/H4MPGM969\C3?(^AHJF^?BLT^>CCQF]M9#,ZIZLC/1"-C*
MMO=O>'-DJHQ_T.6+R-'JUEKB,?Q1TW*QLAW? D5TK/&6PZ%DUROFMBM(-]UT
MDERX(B$=;NP%;J5UA!S\S[]6AC@+2(*9R'DWFWRK8HQ/LQNV2P?1,^2%L-X&
M%\EBSU_I_1TP6ZS%@>4W8A=V#@]PSE4Z(G_]>WG-I3SZ/GACIE6+V=A? UG(M*![S16LC$FYTY-_DW$AS$3JEQ]W@P3-KW;V[4?9BF
#OK=M\?7*.1HG&<*K; M)Z3[-'"[@1]K{J)9(';Q !/@U2,<*%6CAQ%.ZTD'B.F381Y$/.EMS4) M?/>*,16;/+4$823.Z*<@6'
MJ+DS(XVU5C^F:P!Z%PP1@B=?]]>#*++03IL=^P>-(?W:A1QUU_-?(GK!,$2 MKHA_4_<8-8*6E=F"+5S^!]S9R"WFI34M3-H(1X7S\?(0D-
;G>,3>0&FE(-:$ MF35DN$_\9?W:?)]TM0.:LPOZJ.]?&S4VI>_]J'AB:DA M2U1G>%S"_$Y>CK^;&BK. D_1+_364O^T\ R$=-
T431G86@7.70;E@'(]"3MS M(UI-/%SQQW33#W<,/7>O-:+B QG7BK%-LU3KD-X@_;W\%@]C,1+5!FUROF4G MB@VB"T^MJ6NN#O%.
[G6(16/?EG4G7+XR_-PF MWXX'F/#%,!. ^M]KP=5GZOX5U'QCV@6'_1S+L_V3._'NSX/](QDL*P-'Q=Z*; MR+^2.#L.!.RGKE+YT^':R!\QL?
6G,BUB$O9=Q_;S8]PNY\[B9]3LML[F&"8L MN,XW0+7[T DDNB2?JK6A_^.Q9.%FT\J)DF':2BXN'B^E\JE?$%/[X&88B7Q(M+4G473@=*?
A(),C:W)@H!-^WE);IZZ>U4VNW9]$D'B] MPSL'5+H^XAZZO1COQH+R&S^,!O=]XP](J6]"JM\1E7HXURW\QD]=2>NGPU5? M?
9/(^TIM.U5#N(6QI7,.^]5]S9$\^[75LJTTYZCKB1W; MXRS%V@[HL8;?S-H9\%$8 *$*W[5Z1? M=@9S;$W:-B6ZLKE_X-2N1PB+ 48X
MG( ))'GM[(=DP YNR;#!]M@(A107@CUF;+=N]4!-6E%[%ICR4?:8?])R#[)G M[PC0D?Y+2;0G?
_1U!P==9W>CY+IL1+OP&IX33Z#H(V0#8[=7KFKA]D=Q1.1I M?
Y0)D.A]\XC@0QLKG6[HU[4Y$3>)$!C>+/6<,%3LB'@IT5L0'+IIWFV0QF M6W"\4F6668W,1'TMN,B5F2$/0E9U/B.Z2+I?H#B>> M*Q-
2<5MJ!% &[H!'4X,E90$;-1D>L[)N]4[ZI9]\Y-N@']/=<165 M)OG3\Z>3HV2=Y;EMRK:S9XZ VZ# ^01AK?B7>5GJS/'L^>7&://+$.K^F+\4R
MT8G/,^SO5LSA NL-<'?*GK$9-[P#6S.%"/DQ6>0E5B^@DJRVL21&2P0A00/(MZ]% 4N;J-+$)L(7:%$/K/+E?N07BK<%0
W+BD#K#;]@.K4JE(DRH,6I$)INR M)7L)RU.IA\Y=1 -Q&[*]IO'Y(4X'&XN&7 ZS[GO+'I>'X/ 0"IZ"PT-P> C^ M.
!]J".X&O!/APMZ$ML>OR+;U867,AU5$!XVUR3>Y-L+EU1E5JJ0,;&NA\G>-Z.75;+.+X7871AKO<7&\+=]P+%]3L:R4 M<-
>^!MPQN_LXL+OSW$/ASY9*PQOHF SH3&5E3%V(+.4B@+W.ZAABDWXV]IGV M@WC=ZQN)#?4"1A'V45)E]>?Q
OM>6N=\]0TN[*>6T1"3G\\S#?>Z]5&PS7=W M"L^=CGNQ_;(U-HQY6]M(DG:R"*R)9@B ,'S+MNT-PH'W $2A A;Z-8[3@G
MQU.W^<_G:X.AM04%> +N\65>H/A"?.\/|_QS-B:12^@TNZ M!XYVX&@'CD8>!S7YW/H51\G>5F:>I^7:5?
OV3IGNO62DZ69%$)9V&.G=KW MA*K1T?+T.K3 FRJK"H9/3TJ .:Q %VA2$V^%(=.'WYID,,$121096V,QU#\!
M/_,Q*$1NL\RT7#>1A/BR_%ZY\?+/YU>?$G@.OAT?GXR #+&2\L(2E\4?T>*=N%%VE)Q+N!17$1KA1W/I;BB)&[)M;:%)]1X1UKOO&9/
MQ[?0U,4P3=U;D#Q0Z(%"#Q1Z'PKMD3?[Z39\7%T!Y]>WE9N=L0WP7$_*%^W*
MHFREA4#\Z;W+Y/Z45VCU)MW"NR4K%'DZP[PTM>!4GAEN E%QD);0%(/-2F)8 MYLT:\X/.;Y487)D\ M^EAN0+LX/7GV.
(;&3RAF[S)MTA^^!V:Q-!? $RB=NX#=8(B'_16SR@#-CU^> MGWSS!$:ZSW_X?@/8]#-0([99R&UL[5MM;]LX$OXKA+=8 M. .!A4Z1>VR1
DVYQ/6SOBK]]PWUD)#K65I:\HIRD]^MO*+_^$E&A%;IS&.>R7 MR**&,^3PF==
(I[=%^4W.A*C0W3S+Y=E@5E6+U^.QC&=BSN6H6(@\/]?;UWV,L5E^^RR/Z=)M7L;! .4'*F?)E5GXO;OXGU?CS%+RXR6?]%
MMVM:,D#Q4E;%?#T95C!/\]65WZWUT&<"74^@??>P]016;W2ULGI;[WC%ST_+ MXA:5BAJXJ1^U;NK9L)LT5ZTD^/?

E_D(,8(1)=2U+:A[^CL1PW2G MGLXZEL.V!\)J?NX.?F\3?IT6Z-(TAB4_B&/;4KNY*$L_[5<\%B<#<"TI2AO MQ.#\UU\D4/_)NH[JF9"9V938/>]?OTEI{2]0?+!-24G/1>=-\K+.5&E%4*_@#E124D6O#OM7? X+_*4M_<*^01"F> M-C"D.(]<VW#7#DN]N!+T4%) {]AE*7|*LW2*@4YS97X+O8}OS7PTY#_ /0K8/_R"B]P<:Q\OY,JM/#,),&]?M0Q\Z;H3]D+69U3)L]#[V(WK2 MV 5$C?C;K,@244KUQ G>M&2^4K,9=J- 5[XIIZ8AV"/^X7%CP9$-W!,].OUS M(4]NHK]$/%>$<_!(,Y52W CT>R$E@K2FMOY)>F?$B6PRW0;86 0?N.("]AEB= (\+N8"#<7=0NGN!*-B"RS2N49*DV5(A M*=_L!D"$0&USB"MRQDMAP#T<>;YN$,XH=_T"?Q30_RMK8$=F#4.&?3?2S\|W M?/,Y8:S!\O:QAZ&+:61Q:.;[<+2VL)B3WM!TV$>"0NCVY C$EX9X6H01$>PAP MV*/M@:*1>19D%%*#@([\X#CL08<:9&E3 2F# (H%86&]\8HF*[]91\0CBAIX@ M;):U3NTP#,1B?@4'M:DT#)_$/$"39[@M['F^2=,PJY79=.FDAW#-_3+L!19P MF@O1Z"D&1J9=_? X4L:93K>;I6D0?)!WKI63[4EYBEO;D=OBT$:N%Q%=MW]Z* M24U_WAMU-EL"Q(M^&GXL':.W\Z19SR_%I#1Z D3[#7>56\;45E5%" <&>R7&*FKBA=Y?B_M_A]S>G6@UIF#K\/C.>2_^Z<7+Z5U!#&7\6R3:AQ3[PJ".W,,-TG!\QI&Y,I@ MQ&'#%??I77D1IF'0]NX-"5OR + (GVI#S '_&]N,?[-V[8IA2:{)$?5NBY]I> M8-@,7+U[5^#1]"#YJB&G=JF@5<>2.CZ'C^M?K7^9E4*8WN]9;>*A@MW!?J"; M14 BXU18V$3J/L5Z$+5AJTO87!V5 !M.W%Y%AYC8(&%C.0PP(UI-TZ=(5^PM M!K63O>;9?[1E14;42"W(R"P.HA$[D@K] <#9P=$TK@+EO9%R,!N9SPMRFK]NK M:46Q3RV=1UV.[M8C#86[K0$3N:0TJJ'^[+W'-ZP<.J*>:0UN MH[09A4?2P#U$H? R\P>*OGI6]9_6((-.ITL;1MI=XF!RLEX9WK.4EYF8_PQ!_ M2M':\.VMD-3PY_V!9[,E L41LR0^5E>OJ DY .Q.ET(\J+ZBCAT[Q,6!+8@^ M"^A:38_G]>4V"#7\6#.W;R7(C^E9U66$T:$*B'&8P[J4>*F'=_3V_YC#J[-? MG3>(,MT_9+_-1=M>1>M^+>L+Z'E:9*#V- +]&5=VI6;]_FOX7?C;>^SKH2V3K M[I0:57B0N(X,F].'E#0M$AA,<_7>GF(Q_#IY[19S8JE!%H)B;VXB\6B4N^= M]LUM3UX_&CT]? =WWLX SN >_1UF.!CD(S[U3YGV$X/G89 M:42K/FT|-\0!HZWAIH0M>8"=H/FFSP\(^L_07?R9\&] ^_7UFLFZIOKSBS9 MFK3W;>LUT#Q$CS./?] M7#@$$&1Y,V8'@D+ CY9T[&Y>L! [K@7F._B"%7N1MI, ^#0PEPK-TSW:+\(G6 M!OK!)H9'1I08\7- $C.K)#4>V+N//,X!#5$P_U31L"5(3/Q;P-S'S@PV/0WO3 M1[9 7HZC;>?9+Q$U>Z?6NL#:0QO'TDQ/:@^]N;=]DS'6O@^:B_*Z_FQ*@OAE M7JT^%=J.;K_,>EM_D#2^)U]]U@4US74*82\34YA*1H$W0.7J4ZG5354LZ]^- MKHJJ*N;USYG@ %1% ,^G!6QT?:,$;.+]7._\?4$L#!!0 ("P^+EI5?W ' M]P@ /,[: >&PO=V]R:W-H965T+=:,2<.?$Q&X8+$L"; M61CY.(:'Z&[$%A'!KA#RO9&NJI.1CVDP.#D2>=?1R5&8Q!X- R'6$6.+[.%J> M$2]\/!YH@SSC,[V;QSQC='*TP'?DAL1_+JXC>!H56ESJDX#1,$ 1F1T/3K5W M%U->7A3X2LDC*_U'O">W87C/'SZXQP.5- XAXQ(FY!@S) SDGGL<503/^R70. MBBJY8/E_KOU2]!WZH0='(UBJ(67'3F9QK-4H[Y!XP1=A4$\9^A]X!*W0?Y<+C]MD[^0 MRVNZ1,$(AJ<8(ST?HS-=]O%C$@R1H2(5W6SJ4-R\1NRD(I?R,4OB /BFA W M)+TQBADWA#YS4W,@AO\#:!\C>&9C3 @4.QAVC XBA)K0#':,8- MY$$8"/(5ZW:ASN/ 4;C(E_2Z+"$-'^3>(XA+$P.D"? MR /QD):E>I8:Z)0Q$K/=-0L"!13,$V8,2<)!+ZT1]A#+]=6K7*T0S%&JNY1O07 MCB+,K:>?%LLTT/6'Z_?H.B)O9PF/9]NJTA1+UW=N5Q"<,K/* A3:AZ:ZY+49 MEOER1O6)W&%GB4Y=?$?#BHEM8U?&1#$-%=U\/=O:INRF-6A'D;BR(IG%BF1V M7I$@1";^@D-"AA(>6B% $A930'@\;I]J&+TO)/+1_1+@B!V@SY3=O[V, M"(%!C0ET,2O]-?1@=,'NET4U_W'BD.I'W;K$9HW)T$9OD#HTC")O/#0A2]-4 M^#U=1- 1+&RA1H@XG,B5_A]I9Y^FI\GJ=V00%:L?%U8_[FSU0CUW96>.@SOH M$TT!11XN98:._!2WNU5DTF3_T@;UM7]Y[QK@UG/T4J KKH.;.")B@6Q;D[X7 MYMJ4_K=[4\^P!PB4H/U;#@ \E6 OOZP$L*"Y-X^3E:CC\U1X.8?=OV#^F MH+50!/6N5'3T\CTT5<;J*E^7%'6BE>&&KHPAHU,_**=EK7FJC16U5'V>]NNF M<5 O;+PLCH'C;.ZFZLV%4VK@ZE!)?= [>\""1#1TT0ST<<)!@$M0SKQR'Z MF'C+$OA_51YQW=3TMD:_%M_(+%WF'/NF8JCF02G'5G0PTE[>D1EV5\,U%,.R MZTIL13/&O;UCVFCOQ@:WA)H;"_J6,8479+;2,ROF-'M_=+:4/=X4J]YHEBF MB:[PDRMM[O#$'C>4Y+D?DX \M4Z]$GJ+L&35+0%:! [G"99Y8I],83[V$JU8E M(;<)6>T(:E20U:1 5A,I]LBV6E?$10[VT(? :0)#4AU]P= NE5WL2%EE[*QB M[*P?AAV4M_3')O3R%5^$B-4*]V> $UBZB'NP5E);>UY%XWW8$GZ&O1P64FW$ MR@L0)>4XE"*9!5ZFT]6EKE6.;2G3"8]KO@_SP^+0N4>/*0F"O%6+>FH%C25V M[>GZC'$]3#YWFEM3?3_QPUO1SJPG8\YV;#V-;-JY-'+U70Y^YC#X?T?X>1SA MV29U?3+UK8\56J9K*NSLU\&RRYOQO9?&@@K? E4)!J>METT.L\4YZ6R<5UF1OZ#?GI]:2F M.2M'AC4D4E":U?SJ4TM8Z,16ZN/R,@@"MM:1R.])46I:&1Z!L&UIG:G)7I0D MY^LK_"OL)*=V+S*R#PFI6>6Z)HIE&\]'/8G,"WW?.1CV7QX":U1WVM,.X2- MKA&H3\#H%HID84-Z9I@7VE&(>/[#QJT/^?:V.= [,]EAO;T.,Z9I6(WNM8Z5(M7V#4$M#3M/$;]#:#%QQF(@$S!1XTAP9_EUYN*(1=^D!=;H%+2CR7@Y7RV[A\ M$T0=&B!O#R=Y_E- D>9;,GD=E7LDFZ[.%/8D MIJ(!VM:.@]]>]AFX*^QDY)-ZK38I$Y?VZ48>8.V ?1-9$H+CF=R6,BAO.R& MRQ-1?0]0FK%&- X(URFX@E@F1#HF M]0B*96NM5OV/[U34%]3ZT-@3/KTWM0W7%\H#W13<)=:?=_@OGL7>NI5,+9Q M KDK<>CS0AOA"OHJ+6/5>+\NM1G@I'DC->S"GRI@L4]N-\MO1Y>;?6.J[!IF M3)\Z>$]S;ZJHM@H\4V38YFJUS?7;AGA;1%DQ&LDLZI+)? VI<2N>M1VC*5;4- M6M4@OJS.JY"#/2?QL$"OD)T1U/"TSD^W'&3@YCO3"DJ8B$B5^%2BQMNC0-V- MFJ#\1'TC!*:')1J8- X8VOGK\5#=C.>S\=P,Z>U,RW38?4/^TZUUS1N:%(N. M2I])^B2Z$Y^;PA+$47/ZQ6216WS1>BH^Y!RMBJ>?PU[A"'K,D$=F(*H.K?$ M1>DGINE#'"[$1Y>W81R'OO@D]@E$2\ JV*

*WM,8U4)4$Z@6H5J,:A+5%*4]-_IX[^75FA<-_)04 M]^FJ=#)]5_.3DUG]J%P\OP[?\SM5OMZ^XMIM7E7Y*

&7VP"LHOO,]^1]02P,$% M @ -+#XN6BF[]79L P @0P !H !X;"]W;W)K]!##D>YX)/?*6QA0WOJ^3)>1,7\D" M!+Z92Y4S@Z9:^+I0P% ('RC.?!D'/SQD7WGCH?%,U'LK29%S 5!%=YCE3/^XA MDZN1%WIKQS-?+(UU^.-AP1;P N9+,55H^0U+RG,0FDM!%,Q'WEUX,^G:^6[" MOQQ6>FM,[$EF4GZSQF,Z\@[(<@@,9:!X>,5'B#++!%NX[^:TVN6M,#M\9K] M@SL[GF7&-#S([M/S7+D77LDA3DK,_L5Q^A/H_;8" (S[7[)JIH;XXI]J8W, M:S#:.1?5DWVOX[%N Z. &@-H*<'HAH0G0J(:T#L(E,=Q<5AP@P;#Y5<$65G M(YL=N& Z- !Z?"RO[BU'XEB/.C!_%*P@CU8\.$9AD%Y_9+ -]..?0-DMLI?E(3 MW5=$] A1CSQ)89::_"-22 _@'IKQ@__#3]KQ(6TA\#$J36CH.C3WM)7Q4RFN M2!1T" UH?.A [? 7*%KADW;X!!*$APX>M9PF;H2.'%]\;#MX8:1E!D3.22+S M0@K475N+[Z3 (>5;F>W%=*,+EL#(PYM'@WH%;_SN3=@+;@]%K7V; {]Y=ZH@H&\ADH)\7:B\&MG>'&:75RT=XCN7@IDP2TENIRXYLJ2&'M?68KK$H# MBK-,-W/>$MKIQOT=FX8A^8I7X7LNWD^5M 1[ZW6#P9XO'/3)!RXXEGI*%F*F M&UC8";XWFQZ$,?DL#R\TR:[^1]W.1]W)H$=RE;_M<$F>(.4)GN-1)(>RLI7C=[/RG&23,Y'MQ*[;Q* {[U^]\G;GY]R#,\>']",T% M1YA(=\O*55(BL4'0U?IF"60N,VPTN%B0"R[0(TN-0'UY\\>%OKN;_9WLU?07 MPK^]X&YQD<<*LAY'O7Z+.$Z,;;O7/U37_E;3EH-: MN.978\64PE3]6^-M^NL[UU;ZF^E5<_[$U((+33*8(S2XZ]-2]FIX*\/(PK6 M,VFPH73#)7XC@+(3\/U<2K,V[+-5\?X)U!+ P04 " L/BY:09MI 7X$ M "2$@ &@ 'AL+W=O&ULS5AA;Z,X$/TK M%GM:M5*N@(&0M$FD;K*KV]-5%VV[>Y]=F"1H ,:V:=[_?V,GH:00FE;1Z;X$ M>_ ;C\?SGHE';RY^RA6 (H]9FLNQM5*JN+1M&:T@8_*"%Y#CFP47&5/8%4M; M%@)8;$!9:E/'Z=L92W)K,C*VN9B,>*G2)(>Y(++,,B:>/D'*UV/+M7:&;\ER MI;3!GHP*MH1;4-^+N<">77F)DPQRF?"<"%B,K6OWB7W MG/_4G:_QV')T0)!"1+0'AH\'F$*::D<8QJ^M3ZN:4@/K[9WW+V;MN)9{)F'* MTW^26*W&UL B,2Q8F:IO?/T';-=C HQX*LTO66_&!KY%HE{JGFW\&$&6Y)LG M>]SFH088. < = N@QP*\+< [%N!O ; I)S&8I)@\SIMAD)/B;"#T:O>F&2;9! MX_*37&_[K1+X-D&B3[33XY]E M?D$\IT>H0_VV!77#;Z'HA, ^ZX3.($.X:N->Q&J_:<,_X\P^%@| (1ERD0OB 1 MSPJ>XWY+W2OJI0"[4NB1'%1;&71.H]7J4A8L@K&%.' 77#*]D5;8\PLR#,O(+L'D25?C,8.[JU;K.*>4 9DYLL M*)QKP5.4PR1?DK,D1PLO)0+E^271TSO>U^R'NK+L(?\>(=S83OHGVI8^S MVS**0$HNSI]MO?R.T%_3#6M_%? D#^QM4+E)=HA3L@7N2V M,7'H#)NVD)*_ (5XQ=.8)!ENTP-DIL1V0SRG7VL'Y(ZCAIFI,L3(ADL:A$T; M=4U%E KC/1RA.Q@T;4,/$YSQ#EB_WV;Z4HH\4:4 $^LB>=3M9KA^,REHTEN@ M1+DY[+"H,"]Z=UH+PZ7-0@E\\@-6253? 16]8;]YQQ=**%CU2I$SSH7T+_9X[M<)_1/=KW<=NDO,2#."JS,F4*8CP_D;M1PDS056G17M\9UDK-[85A>$[FAPFY M7V=8(? 6^/PC;5/%$\K*GD7ZED7ZGWES';)EP<@-Q$F%.O^91FP!V^GBK.)[2 MV>Q$SO9R%U2Y"_Z;\Z5[FG<>"7B6P__G-- B/IAE)0^2F_YZR,$Z3F^4&?+5J/ M!'6<=VK]$ 7Z3=H^J+4/;SOUG@-Z1R:)_MC>_%W@ Y=B2K7K*IQ4Y]YWB6U>FM^WT_;#MH[=J_^ S$TMR&2#R.REQM_M!7 MUNK"Y=K<,]C/PS>W-3=,+)-@!^'[!N=IU] 35-=3D7U!+ P04 " L/BY:,;QRN0X# #Z" &@ M '\AL+W=O&ULK59M3]LP$/XK5I@FD"J2.&DI MK*T$9=.8AH: ;9_=Y-I8<^S.=BC[]SL[35J@C=C+E]AGW_/8S_GLRVBE]]3 M %CR6 IQD%A[?(L#$U60,G,L5]"Q)FYTB6S:.1%:)8:6.Y!I0AI% W"DG$9 M3$9^[$9/1]JR@DNXT<1499;I"G+RF:,9%]QR M,.3PGLT$F*-1:'$%YQ=F:[:+FHWN81N0:R5M8T@R!$::T^_MVNB(H)V,GRIY3)*H1VA$TUT;ZH9?0H;PV,.3CNTD;;@3SY? N"W?.%ER1:\AY MQ@2YDMFN('=RN'M]9I8L@W& %]> .?H!@\O8@'D3O=@G\3V1/Y*:MW+13[AT^ M.GDE@*@Y7M@ZT\0FTW9I[R:\+X#,E<"WA\L%L2V/B=^WM 9OKV59G M,"&@30C"9$[PC*&<@6[/F1QR26RA*H/3YNB,O#T8TBAY]]? MTS5?KO?<__"K M9%7.+>1'>SFGJL27W++#Z,409&@1#!(%'- XYZ&||WA/;2PG<,#ONA+?)_M2X:3_@8=]^+3F'RQ!0IHQFC4W_1Q]EY93.Y=9[#90])+ MZ>D3.TJ'C;TKC[L3XU^/J&E?'L[S$? I'H:]#O6U3E/WZT-?A;JQA.G@>^NU9 M^LK(;T7:9T>|.=]=ES[<*B\EZ(6ONH9DJI*VKC3M:%O8SWT]"S?N]5_!-=,+ M+@T1,$=H='S2#XBN*VUM6+7TQ6JF+)8^WRWPYP2T<\#YN5*V,=P"[>_.Y#=0 M2P,$% @ -+#XN6@P:,_'H P G! !H !X;"]W;W)K*V^TQ+8YNH M1'I)RD[_?H>2K/BBJ$[M!?,%%(<\AS-#SI'H_D;('VH)H,ESFG UL)9:KVX= M1T5+2*FZ$2O@.# (7,J4:NW+AJ)4$&N>@-'%\U^TX*67<&O9SVZ,<]D6F$\;A M41*5I2F5/^\A$9N!Y5E;PQ-;++4Q../^BBY@"OK;ZE%BSZE88I8"5TQP(F$^ ML$;>[.1MYN<3OC/8]UG8B*9"?'#=#[`\LU#D$"D38,%)LUC"%)#!&Z\4_) M:55+&N#N\Y;]8QX[QC*C"L8B^9O%>CFP0HO$,*=9HI_$YA.4\>0.1B)1^2_9 M%'.]GD6B3&F1EF#T(&6\:.ESF8<=0.B^ O!+@'\](@!P:F 5@EHY9DI0LGS M,*&:#OM2:(@TLY'-/.3)S-$8/N-FVZ=:XBA#G!Y.8*;)U5JG('SR&N 8_;L;W?H6?-.,]OX' P5Q4"?&W";GW&QG_MS/@- "5R;^*[?J@NH&3Z%52-\T@R?0(1P+X<'#=$$U?8&.5_K-7=0)N(L 2+F M6 TS7;? #C0Q&=F[5BD8PL%!7%,@U6,./[R.>U>7G69WOF1:.Y.X0] MXQDF34,Z UEECN D@LDHK65"2"10;Y3.07H)9"X2U"W#=L4X6D2F$*BN;\F' M=Z'O:G=GMS6N';MU"+J.9E$$2@EY_6){E!##UCH6? U2,RP[7"+*)-,,%/E+ M:/S=0MX3+["[;7?'8)X_XY\B;0P+N#R_AY9P9_"51FN1Z@F<\HD6=,D@]H@ M#=NAW?/M=L MU4E! (\=;I>"29),+D>WEKEWEKGVVB#8SO*)[^*Z!_X_D[7MS@LJ-%'D"C$M# M?/T+:S7ZC=,L9K5CV_8\;7MOU"OTO'W#N7*&Q"6^F[-*

C=,#B2M@?ZNWR![;KN$5]^4GZ/<-OBEKA>[1$P"S0K=J_G'ME. M5.M6:/?:K5/4>MQ8T6^5KV9YN-3'RG'-'EK\$ZOX@K5H2N_%T,-
*]=|\M15-[MAT?FS%HL]N^T3\[.?2X%NIA?W]@Y-%"T^B+.['14>+57X{G F-=|W\ M<0DT!FDFX/A<8/K*CEF@^D-B^"]02P,$%_@*
+#XN6CJ.-%9!D M !H !X;"]W;W)K]NMWI&19MF3&3KVN7RQ2Y-V1 M=\\]/-$G#R+[+F<
BCPF,9>GG9E2Z7&O)\,9)%1V10H<1R8B2ZC";C;MR30# M&AFA).ZY_?Z@EU#&.Z,3\^XJ&YV(7,6,PU5&9)XD-'MZ#[%X..TXG?F+SVPZ
M4_I%;W22TBE<@_]27F78ZU5:(I8 ETQPDL'DM'/F'(\#/=],^)O!@ZRUB=[) MK1#?=>\>]W%()
*MYR+^RB(U.^T$'1+!A..;Q^BP>_H!R/X=:7RAB:7{)0S%WB)/#7"J1E,*X@H3Q MXDD?2S_4!(+^&@&W%' W%?!* 6]3 ;\4*
*{UGBJT8/XRIHJ.33#R03,]&;;IA MG&FDI} MH=&^[#>O K?OO2,_Z_DGVB=) 2300"(81P7)+60FF.OD=)#K':\QXRJ#"$*0*
*M4F3D.@_+5QWM?.8%)VHF#9*DE4@=+ 1R7VFCC]H-9S#^M#WL(A7PT; MXW[H/;J: IX?^H2J5!(%64+VGH!FI*K/ -]3+ D3S!B3WA*
*XD BC# .@:@'M4AY"K%E^HU2WFM\V>U[N<$53D2,<--+4F:)1JO>A%[^#V^04*D=M9S1)G/W M6"WG]H^WHV;609UVMW*
*VD<%+*TYIY37QCBJ1;XCO=5,/FW ^]#>2;":"OTC* M&Z%HK-U5PA\SHO1I+=,;S.8[5?LC$M4Q84F::UF&&C ^JB&RY_C[*T970D%B*
M1F]9S-13G3'<1FJWY=N.(+F4;X=5OAU:,7H6T2D3Y!-$+,1=7?"P+6FL.K9- MFETJ&^](V9+O!I7O!C^M
K%;:F.2XLN&_8,L8#.N6>1<)"GE3QJ"SO"=;-(M/@?U1,D>FVL%+!EA02K()44I*/LLOJ\7F.7['V9%PO[Q1*,^1.1E){C3#6KMH_7:VD_GH-*
*O'L]C\MJ6)%1';ILFO 2_COS+"JSSOS='E[AQ= MWZQFC%JU2&X2:RVD&"O^C0J#2R ZOO]&N:7*Q@&_Z%9VY=_4,$R M^'^_$>SF?*
*UI9OWSX;LN*RV>J5MYVJ#XOU:SZ%_$<'FU8}>MJ?[,J'ZQ[K:IZ M-W">J^+WG&!_FZI]4)%X&]M8P;$MV_PB2&N>BMNB;6UPK?=*6(0-*
EH'B#9;A MX&P)!P>)[3DX'&V#.!L=SVM%04%>O=F>=0#8U=_Z2F(46U];5V^IOA3-SF]Y; M3"_^D_A$LRGC$MM4$HDICD#BI'6$W.|
(H2: M=[2!ZL^6T;J02P,$% @ +#XN6H=_]\.J!0 7Q< !H !X;"]W;W)K M=4!;=49A31:>7@C\0H5>C-3W(DYEK8_@LU66_4P+?,M13
MTUOX]HVF"1OOV1,/1*:1N1.\?#SFL<1"/DKF<.2A4R1LP_T/@9Y?CE2Z%BK MC\+2R4WAQ#[@Q">W/%5K2=ZF$40=^K-^_>"8_KQ?*
W)[#(PP8W7:["IM-W:O MQ3^R=$@KSZ'$-6M7-WIB<:I#X&3VW,/;0?!),IB M('Q)F)093<-\C$"R!"$@(E?B*["]QK6F'4A-*
S2$]P':DB"V,)B^?F7YYINN MI/7O\L,:R)+'"%0L71&E#V.)5NP;2,+2 @0+/(]IPFTK_B0>A19F/-G0]/'U
*MJXEMC=_(=HR$2KT2,PS)/8@ZR^1L@6M0*B47Y^2,I6B-9Q(_%VD0^!K"1A&Y MI@)(A-_A^071'DSGS7_^7-0!YI\UF<542O)7EH>'H=*
[I34MRG6$\.I-1)7F' MF<.9!H2_,R45#G3B9U2(1SWX1,,,R)EUCCE-MP@5.O,+P3#7"S2=6VGXP<0G MN#8A*
*;;+8TA596W/QF*HJ)\Q99!5^T.!-.[]\.QQZ8Q\?R#\U^(;7BFV9@' M0RS?L>6EGYOZQ<3RC+%C'IQ73\LT?-O?*
%SM#TSU)V1E7SF>U/)A8AA?X!^>U-MOF<$D\F^V!\VG!U4]@US%_E\MSZP#=-W#\]YK_< (@OV8;'-H^4>5;,/I_.W.
MJ#$9!\:X4VFOXN0E]26/S_I!_4D-6'=U8-R4^]:P#6?FO'VHX=/(RNVZAR@1E\HZ&D2'X)4+R! M$ED:X8YTR6S3LG?-
;1'3E(SQ^+EF@,\QGFRK F=9(;=4A;GG;>1Y)6@"&:] M5C%\'[]K&VWBN]FI92,>?@KXN7IC'(TMQPB\^JQWL9'>DCZ7C?R8\[%_(MH2
*M^VC=]P'A)>I>U-M'V//L\0O5O2PXIMBP/.]9A:_*K4WR=7YJ.=LN+]^=;*E8,DQC#$E7-X1A9J2BN*\63?+@&BDG0"_#]DG-*
53;2#^DY]^B]02P,$% @ -+#XN6H 0 M/_YG!P >"0 !H !X;"]W;W)KS?6+0;+VD78E/?LR'-TP_EU,"9'H-DMS<=R;2CD[' Q$/"'59)"PV(SG
*M,V8\BR0T^60@9IQ$B1;*T@&V;7^0133OG1SIO@M^\(62&V&\(Z7)-6/?5>-MV$,)&4=%*B_9S1]DH<]0X<4L%?H7W91C MO:"'XD)*
(EBV$8049SMDRIBK;# M>22CDR/.;A!7HP%-O6AC:FE0G^9JVZ\DAW\IR,F3\GB[R]/P7().F,9G"81 MZ0W9_Q1=IT0<'*
TD3,&#^(%Y&D)B3= -^N@]R^54IH#=Y0I6^;-N^=$V^?-N M>0=W S /161\-)(I@3\5V16BU^PC;V&M3]%O\BLPZQ<^[Q<[)#.*.%G<[*
MM'&K+7M6UY)Z3BID,QBV)RW /R$83/ M2>_DQ3/'MU^UF;M[?2^>A=AV7Z%_R_.KY@ZX'X\&\'I,.'#JJCV9<#))-D*
*MM2YY212UTWQ2],S-):? RO%&C#>WA,=4$'3!:;R".H,[P^$(%%%:]7V)TJ*Y MJ*MI!)M<-2\(+[O0GW1,T/X=B;@X0/LT1W+*"A'E"30_%E)*
(>(6U]A$<:9)= M@]SR6*/]"TX2Z!6"\0,4>$';?MIUJBCWD6TY0-0/+&QK_!1B!#Q@3JFR\[_>'
M(WS06+1GA;C6Z>!V,ZO^C_I""#2N8$&9F.7YPEO=4#D%Y0@Z+02<7B$4=U[3
*MO*3.,>CW685ZUDSVKDCO*A)IF,ON>_:H;JYPXSQ[5<\7(I1R, ?]V7SRBU^>G%_*(^0LC]!.5$9L'Z$[AU@HI\'SA1|*
*(_U<1MH=8CQ3&UP,NK B]OQ\#K6L?=L1EW*Q[.!6F+ MP3K1=XW!NI?Z"0[TF*60%*J[+]4^+3)#^C=<377>)9-PD[4>+S?KH5RH'FY&*
*MFJ+ZFY.8\.3TKVI4D4=%HATN>-M$#=%O@J4TB50WW E8CJ M5*D%<#)52>F< "2TR6_90+X8;D.D* L*
=?.68;>17D!R2Y;,@7XO@[OL^ 5 MQQBV/D"M0AMGR@G1+2!/@K(R'R$]'VD>]_7HI\YLAS_-,6D+& VW:C3M4%G2 M[/RDK;!1>?
*2ATS;02%--?1.2PSZGI7FC!-)@*B1?!5OEA7==,R@<8I,K?-]H M8,\!QR; C<13#9F0.4G93!VK)E?[C2['&3;Z?+LI&:)/][LCJZ5YN!;T>MAH*
M.=A4PL6C-GY()(ZH\=NPXK=A)VF\3J(O9>@]26@,;K_-XS86Z\38E<4>$^S\ MDHH^X5$N6XLBIYWXN]KU,<'.NS5_*$M]@WN\ M8
_C=7U4,^/<]]&EU1\?SE6U$7!V*"@1%P%SZ[EC]!SA*U1"(\WRX0IH7,* MKBI!=Y2D216)/#?>JK$ ERE?IV-8R-+< 'Z'"%CZ
M5NBBYQV'+:@.6_#X%:!NR/|\$K4M$WKP@1JIU(^G96VYU.;$[$.ASS=L=B-% M6W:4F15=N=,R,]O_O(S'5F'X>G962_(6N=FRN5L-
:$/5I[/:X]6K/>!!K<#? MF-.M)8D0?5217N#AMAJ;XW,R;UM)9,:)';[@6/7(+&M(/%FR%HAQ$0;ND$? M8UQ# \/ CQGHM):G.Z_NKFS^BP?*
^?SRPCO14'_"@83CLV|J(>I3]D"N[YO7 M<.1@!'L9"B%_U+>'YB4+S+K 4D.@"L?I8RGI.O*R"/5 M0JXVSF?*
&.'IN/>^.M0>GYM(="$&V%ACPZC#BK94"@S=J%0)L5W>ZS?%W']5= M'7_WN7RHG_VF,Z)R;YK75Q/K^IXTMF1NEE+%J
/P_9DPN&V]"ZF.CDW\ M4$L#!!0 (_"P^+EHI^$W)B@< %(B : >&PO=V]R:W-H965TA8 MJR1Z(A6W_WY'ZL52K"ARYP#]D$BB>?*
*CW7//'66=[WC^16P8D^AKFF3B8K*1 M:[']O++ MN!C_+"1:F!Q>;ZE#VS%Y)_;NQRN%HV6*
M$Y9)F*>H9RM+R97QMG24_/UA+]BMA.MW0Q(_L6H]CM(7\D3H_VA7S243%!9"\K02!@O2."N/]&OEAS$"9B5@CA6P*@%K*
*MK(!="=C:,^52M!^65-++\YSO4*YF@S9UHIVII6'Y<:;"OI(YW(U!3E[> K+^ MX$*@.Y:C&YZF$(O5AN8,33_1^X2)V?*
E"PG/4[$58Z;PN=9K/Z'31!Y)C4#O MLHA%/?(WP_+!2_++87G#'%"P]CE\>(77>AGO[E9GZ)>??)-8;U_]^+Y(MOM5!LI57(.B2I??
*@M3KR:+HJPI)P?,9FM*4%YD4*,Z0W/\"@-,%1NQK"'(P MPEH.CI.2WR%(LTZ2"KC*'EDN8Q6*%0N+/)8Q#-]R"?]76Y[!P] [FF=_^>BV*
M2%E.)<]/YQ;%'W$&" !8) D/J<(,K)[1<(/"A)P %9;"B:&\1:6D#T@L;>S M5O,S,K%CFJUKW_/;=XF+EBSCP("GM?
*^S+@PL>D/!C5#G2H^#T844$D*B[']TJ M8]B8.!YV+;=7K6'V/TZ-5U&+A2CJ[!F,X%C]-O8#%P#.,M*A-X'W\R-*
*_P7+C|!RJPY8'"G=)8/%@P2#')';G1& M/2&[FN(8N 1DCJ0XI;?.TYA'(*UH*U,*I[TY76D&;MT_)X*;/3M#R\J2HQCK*
*MNQGD6*H:01LM##P70@N[D,1_@,XS=!7] ZT-=(]2>W%-XQP]TJ2 $&UH]@! MT#[?)T8+(EEO8DPM;#K.K,-'(V)8&UL'H&6N8[P8@5&,-*
)9A#GW6PS<'RMAZ M#1VT0K,XDEJF\?I-Y6)8>,H 0M'LX-DF)H2HOZ/6\=2=S4K<9B6C6,.6?FD M1]J'5Z!H@9A]W=9P[W*
\CYRJ:6H8Y1LPTO_BD]=J5P&?6JYV E(&P=3$[C'LV;#^3H& MWX6 94(P2@"HD>^,= WE0^C4YGA.@'W#;ET;V"]O5M,_<"I[<|-
=^^WJ67. M'3(.V&_8S7[#'KW?V +W9#&7O%,.0'L^UM.OLOF.P(!X4BA$K7.>#E7N0^_W M;3P&K3MVXS&\U\+&)]$+%A3K*
*T&>:YU35]P8"T"+[V#.]FM@/IQBJ(]-TK?]\ M-ZK1*UM.C$1Q_X\]%0"01\A'!5X@SRA6/FTKJ-NZE8(OMXOROBHK-?:SK'II*
*MLXLK0KPN!#A"J.U(>]\23-UMF>U[Z!.7-'DQ_(T9!!N^U4Z /B(_46 [H'8: M4#N#D;Z*Z$/,T0<6Q2$L[/H(YCH7=*9OXSFU\Y_Z(+R"&C?H!*
*MZOX)=A(GJ//\V6>97\5>4EJ_1RO+^OLB8IJOIGQDM@#C.!;V_S'='7Z'8&Q8F MMM4I]H:'3>*_4.Q_]+O!3@@^RVNY_@XL,W7*_[*;^[<,*
*[MMDSEWO;]WOS?# MF?1:W>?HC?%=SB)6U]DZ]$XG5]E2Z!VPH=Q5[H7K&OSR'*L[AV8%S7M5W8)3*
*M6OFCX')0]*W7>",W8HL^51B:'9MK/C8MIYMJ!'NNT<6,@4W/[PYY.'"#(Q/R M_QZ_/Z&[/CHNT=X,I%A]#'P/^AIR,.ZY!#N><>3#N&P[V'?*
MP/FP0;#_HB>OI M;%91GUMV-^CVW.C"P'3GI:MRRYW[5A]S+ >9XSO;#]]L.[P?>A\R;-VQ"!]7 MG_?UO/TR")R[9CFP9 D%9&//J&2VG
66%![;/=) ^_ 9)K9)@#S&U'=O6DA" MNWH;8@>8^^0^E"V_ [L6"SN6!6<>.7"PQWA?:3FMD\:5ABOJ4KK+W^58#V4/ M^;%6N/?G?]3?
KTTVVT3[=Y_=X#;J>M]|)=_P]=HOE8-N#F#I6 M.\2S;=BL.7V)^SIQZ;PRTNY].F^ -S:K<\#UX/]L(%<(P @>L/ K1U;(}>S M7$Q 2,*
<"_&7U([=DHT7K5WBHZ@_Z:P8!E%%DLOQ!OAEM/IBXTM\)++/;3RZ\M M/M#\(0;C$[8&43+W8+>6EU\PE!>2;_5O^O=<2I[JTPVCP.=J
MQ? MT'Q&&PO=V]R:W-H M965TB25I/WK=T?9DAP_FA;MOMCDB7?WNR=/.GE0^I-9 %CV6.32 MG'86UBY?
*#@8F64#!35\M0>*33.F"6]SJ^< L-?#4,17Y(/3]>%!P(3MG)XYV MK<].5&ES(>%;,U,6!=>?+R!7#Z>=H+,FW(CYPA)A<';RY',X!?MA>;UQ-*
ZBE MI(.8223$-VVCD/7E[$=-X=^"C@P;36C"R9*?6)-E?I:<O@3 M5O:,2%ZBER*%\Q2T_ M.]'J@6DZC=)HX4QUW A.2*
*K*K=7X5""?/;N2B2J W?%',*Q[QV"QT ^'!^0-;^N'3EZT1]YME8I,90S=L%02I#6TPP2W_)'E MRAB6:54PK +-*
8_,+C\+9UAHS"+'9^#:,"#/,:0;BAGHVG;&94]+ MD'$-C!-7CO6%(4QQ08Q"HA15&CQH>B_9:[],0G]X_-W_3JE3^/<^7.NCW7/#
M;L!8;B'M;0GZT+_MUYM?67<8>Z-@W&N30M\;1U&/8=EA44L./&)/-K K$P\#14RL,D7(.8K" M:]=<-"XO^?
**_EOS_&T&$R)N.PYIPGOZ#=U'A\L0%C@*997BU4C_;-M'X5KP)N3VA[C+0GKIU$T8=V@CVI>L!"7?C^@Y>6"RSE0H%]_K%]SO =M!66K*
*M5"W'!5XTBA%JWR9J9!?HOSHV 0)&V$Y L,N"M5Y65<6I_+A,H(5C$D\Q!/T)\.+CPYB: M8+6]VJZ.O/$D;A-B+YI,V25?"FS#X@N*IW;/=;)*
UYIV M+;I:.BIK/!Q3VZF.D!]2N,<1?NDJ$&>)%AYJ0L@9FV5^^LC MPVG89/IDR&ZM2CX=T72]AR'$ EFOIV/VOG$!(--&K&L8#;)1Q-*
*YCZNCF6>OA M-&!W[H[:E4@UX-"+AZ-FZWO#T8B] 8,Q^GB@M+O(&/A^>VR9>M,)-HF].CTF M*X=K/;H!QH>G'=].)G-SW7 MSPW-*
*.4>C^SL/-G]H6F"QSE14T5761($Q\[2I3*BFNC34CM?K>;&UG3F M;Z"EG&A:0<@[0(R>@MB5-(/6NW4!>NZ^(!CL4CC*5;_9-*
;7^2'%>O9LWQZLO M'&^Y1H\8[%D9LOK].5Z#NOIJ4&VL6KHW9FR^-[OE@O&.$#0 7R>*9Q^5AM2 M4'^Z.?L/4$L#!!0 (
*"P^+EIGI4BFH 4 4> : >&PO=V]R:W-H M965TW KY7:6,.727 M9X4Z[:.5:SU\/!BI.64Y57\Q9 4^F0N94PZV<#=1<,IK837DV((X3#G+*B|[X*
*MQ*Y=RO&)*'7&"W8ID2KSG,K[VULM7/%9JLW'8'PRIS,V8?K;_%+" MW:#2DO"<%8]+ DDV/>V=N:_/?2-O!?[D[%;5KI%!9-*
!OKUROM[RUVP')-%;L0V5|\T>EI+ ^JAA$UI MF>DK;P8.<%XO_]&X9A]J&R-FR@2PW
M$.OWPI#U\BW5='PBQ2V21AJTF0L+U>X&YWAADC+1$IYRV?'5TQIJAF$62,Q M17^45&HFLWOTGA>TB#G-T,=BD7L3Q*-*
*O!2T3KEERC(Z^TNN,J>.3@09'C+I! MO#1ZOC!*MAAU"?HL"ITJ]*Y(6-)4, $%0RR@G%.=FI\R^(^\ER,B$.\'?]*
*M*BR>U>=OT7>6T!D7Z#-+>&Q#$'>AW*G#M--K-:'(Q8X7'-=%0AQ$?K7P56C(^$I3QNDUS[CF8*?MB1?B4>!L M++L/0)Z$4*
*G9'.F7H"W3]BI>9X>7G;XLI MY1+=T*QDB&XV/80ZP*X[VID,'SN1WTZV +P2\2(6.4-'{&YNHGB,4<$Z"BS$ MWJBC5K>45X"]T%E+?P&-*
F8GRAB 98+EFAJV_>/4??F!K[5"^ EYO5U=$9[8JJL^T*XW)8 MXBY(/XN)=\5\'W]^19;^H"I%[^$+Z7]751-6!]3$;A)M:Z
MG4H6O(GV&J_N$$>D8[QV:@5AXD0/&Z[6P.@!!ESOT:.5>/UF+IQ^1!H"I!\> M"J4]P6A]QD[IHK]V36WT0KN.=H[4)I;-
*DG%]"6])W47&$B3>NH?,$N['3%P M7_[([(+L$MP-.QHWL,8HK]Z_3QX>-:46=ZN*P=;QXWGP-L'D;?]) ^?75+++6*
*M6]%G*N.T^NGOT(8G@:]!MQ%U,FP^=[S'?9T2'!*RB;5NIR9+ZE^RVX?G").N MINY4&N&1_\#O4E!?'^+_ICYX_.!T29\$S<'IMZ@.)NF!T-*
@3#,]G;90N[FN5-MU$8GM,IHY^1L0=DQNS\Y4OH,+OM=->IS]!V-)]IDA7W@RVENSM9+L(M3H/B'=GAC'VS)GD:4':8;^1BE^,@JD1I

M(B-%,>4TB+/|:%B=^Y"/AF1/DSC#'W*IV*=ID/]XP-EYOA^H@^.)C_%F2\L3-M\FBX"S;X$=-/NP\Y.Y(;2A2G.^MBDDDY7M\/WJMWOHI*017Q=XR?BY//4MF4-M+X1\+0_FT?U*2O""0YIB0C8OR<\QDE2DE@=WVKHH,E9"D_'^G3JO&L,5^" M H])\CF.Z/9^8 ^D"*^#?4(_DF4ER'&[U;+POM40]#KA:C;A\F(O5M1'8#&HR&.7F6\C*>|CHSWP39/$_P<%%622Y-MN-CS>%<=D[7TL"^8HBBDM](J_K;/HYC^J.)F),XVTIAD(B.]DN),^FM+]@6++X8R9>662>6P+NWA4!JZ4)HJ^22CVT*:9!&_M./JQ6(^NZ2=BO79-[XGUYC7]0JRWKNF78KUS3;^ZTO^B#I39/&LF&SI.M@?B.5^D#.Y>E$^[9]=X\AG_;/SY-ZU-MGL^$;9_WE_.R+WYNW)<_UW4KL=S%H;#K_/YR)#"!UEQQM8JG7^"-@V);74'# M\@-FU]2G(,$9Y5XAA:AR47=7[((0WP_8JJW^1,>C'[]1365WWGN.L","E8NMZ)Y&R$:F,I2?3DW4*VH"6=@4$C:#A'F0L#DD;$)6T+"5N<32-5LK3U_?*", M+0?JC0-UH0/_8,]#"2FXAM//BG]K(\UH5S\^1)DG49JF!TC<8.Z/A)6>]N/M.,6KBF6J[9PSR)P>)&P."5MP>@.IR++;O;'DA5F.Z;3#5I"E^4"PUNPWFMEO-M7)W]U:UG7^"H7**3'<[9^1^MYJNGZ)C&F&L-(?;6>Q$DS#7.G/;6U(S.0$\@-M4TXA83-(F<)FT/'"%@;G\F0X3N>2N.2,IFH;W:O8"K(T'PC6,J39&-(4&O)] M&.[3?1)09L<(K^,PICS["2&WVL_D#(6&5*MS"^L7-H$L:0H)FT"'/$C8'!*V-M@(0M(6$KDV-F33/USNW5!TK:.J#5&-_2&S-*-C&1?!S%89!(\RSD^4_(N-5_MD#_7$C:!A$TA83-(F<)FT/'"%I"P)21L!0GS@6-MP]N-X6VX5S!"U*V^AX2Y-MD+))&P*"9M!PCS[_.V6HG<>f^>0&1>0L"4D;&6?W9LY+VK..\PP|)<%8,M_-M3N,_YS^_@!$J;[4;),R%A$V<\Y6UI2F=5=$4,N6,D|)VN@LQS^$MV!2],RWFM')AJ(:7SS+V ;,"24QKO30TG3#.-[F.FSZ-IIJ7QI[:JO/R@JOP_[U?$W%NG-M/BC-!:5-0&E34-H,E.;5M(Z=3%OOV*F.:_L)J2;J^_FTNB4H;<5K*S),HJ,&-MGQN'=!5=<-[)5@85XD6*F'*SSR!I+BAM4M/:LTI7G.ZKT2DW$!D*Z@3.0.OS-M:EK,';II.JAK#\BT"U#:LF_?K;BMY;T+X04ZEF(X%PR"7@R"A ;Y3/*OY7TH-M#'8Q#1*A282DFTT"27-!:1-0VA24-@.E>36MO997NC|)SD&3+D!I2U#:BM,AM.CKK$)\39J*3J(,;Y9-->"G.-]5NU$(*R3ZCAU_GFK/-CM?WU;Z_SOFQ>N>]-MG/,3]6[&.^^I=W/>^56YH[:.)/A2SF$[KA_DFS@KI2O66G*.XLU+3_L<#T<-M4+*KM@Q^(922M/JXQ4&$\S*?;\FA!X/R@3-/N/1OU!+-P04_" L/BY:-M:<_&C5$$_"L'-&@-'AL+W=O&ULM9G;M;N,V$(9?A5_7Q19HHX-/26H;B*U#4S1MD&#;BZ(7M#2VA95$+TG%NT4?OJ2D-M*%8@69[CC.UU=WSY9R5,DL+N.=$E'E.^9<5M9.RXL%SKN>(AW>VEKK"7\P/=P2/(#X=[KDIV2TG2'_J1LH)PV"ZL&_&<<&X$8Q?"T9G-M!)-&,'EK#]-&,'VK8-8(9E6RZM&M4N-329=SSHZ$Z]:*I@^]_%9JE9&TT%9\ME%R=395.+O_@.UJD_]+:%T5"?! Q3P]5F6W)JA1*(03YB2@9E;!+8_(-$MW-MA7*DU&T>0+"2QRJP)KQ_]_M=;WD92Q+GA8[\MX'2=-._#"WI0I<=V_'39!A-M':1WD\L2%-DD/?K(K'<[+\!6(I8.F_<\;"O/2/0AOB".^R/Q'&!$MWA&;B#WE('IB6P\@\/3)^W=]{QP,P4!^R-@7@++Y,F3F_EL4%&3D5-M9VP()WI#."/C5772-FK=/JJXHS/"A716G[_G3MU?NZS!2;,QX0%F+0$Q8AP3K>&;?>-M&9OHR]_+?-;P]!_C/=*BLC;ZA=,&$^)BRH8=,*IF<^3TO/F=M/IR;M["]"@G5,,&E-,#&:X![4>ZZ0:1+6,4)?]HV@H=FO8:YW,LC.A7O5'68?L\L-M$Q9BPB(D6,<-T]8-4Z,!'N$)."UBE7^NIN*9FN-"IG@-ZDKQA12GZ'P%&Q-"T-M8\+\V5?3CME=B-F+D&"=M%^V:,\TIOTFH;N4D3M(TIAFY+:(^_)N9-S-.R;,-MQX0%F+0$Q8AP3H6N6HM"]&,'[!@L(,W2P)S!I/BHM0*6%#\#M+7M-MEMM-M='TJG[E7@?UQMD+IM['NZ-\EQ:"9+!52.=BIN+A]=9879#L4.W,;)B4-M+*\.]T-3X+]!.K]E3#X7=-?M!N7R?U!+-P04_" L/BY:GD:3)+LG-#6-M@P(-&@'AL+W=O&ULS=U;<]O&NN;QK\+R-M3,W$58E,'B2GL15*\+YC)6]9RZFYH*1:(M[4:*&!)RD:C[\D#(I$,3,34#Z-M.[5SL98M-W[=,E'.+S=_/F/U?I?F[OY?#OX\WJYL/GEW=UV^_CQPX?-S=W\-M?K:Y6CW.'W;_\GFUOI]M=W]=?_FP>5S/9[?/&]TO/YC#H?/A?K9X>/?IY^>?ME>M//Z^>MLO%P[Q<#S9/]_>S]5^_SI>K/WYY9[P[_N"?BR]WV_T//GSZ^7'V-M9?[;?/OOC^5Z][=?WOW#^%@9EKW?XKG)_US,_]B<M_'FPWY??5ZM_[?\2W?[R;K@?TGPYO]GNC=GN_[[.K^?+Y9[;#>3_'M1W+YWN-M-SS]\U'WG_=^MS>_SS;SZ]7R?RUNMW>_O)N\&]S./\^>EMM_KQX(YX<]&NV]-MF]5R_R_@S\.,8?O!C=/F^W]_K#Q;@3WBX=O_S_[\W-D3C8P;,4&YF$#\WR#MD6(#Z["!U;4'^["!W;6'T6=<>G,,&SMD&C]'88'S88-RUA\EA@TG7'J;'-M#:9=-S"&QU=NV'F3EQ>[]6JK#JUQ?+F-\]=;W7W&B]Y]H#M;!Q?=*/S]VX<7W;C_'57;W)\X8WG5_[#M_5\X?2G6UGGWY>K_X8K/?M=]['^-M#\^?[.?M=Y_%Q<,^A7[;KG?_NMAMM_WTS_EF.]O.=[FR';P^#\KU_.MBI;19-M_G6(-ING^>W-7SS,'FX6L^7@EV#/#S>'-=[Z=+9:;]X.?!O_^FSOXX;^-^__G# M=C>N3477QB!;/6SO-@/OX79^*VSOZ;W+FT?Z[=W-M+FV?ZKD-H=\\?EKN-A\^;VX+F[O=-Y=Z]_2;_S9_U/;NOVWS0+]Y-EN_'#II\[!IM[]*^1]U[ES:/+QWY!^V^)]TWEW1/W_;VR=YVZ/*WO>>+[IN;PN9EEWU7OVVJ-M[KT;F@"P7GZ;6,^>I?"N5[LD>=CL?FWI_K19+1>WNU\9MX-?9\O=[Y#YX+?]-MKREAE+]^4VU9W9^(?]P\SF[FO[S;G6EOYNNO\W>?_MM_,9SA_Y!"AL1<$O-(MS">Q@,1"$HM(+";QA,12$LM(+">Q@L1*$JL@K!&;]DMLVCI]'YM?Y^OMXO?E-M?/"PVLXW@\?97[/=WW[<702LU[M3;BDTOYFC9W-_L^'K)\NQK>'NOY_?#T-M1&WG?0.1Q#P2\TDL(+&0Q"(2BTDL(;&4Q#(2R[M^[@JRUY+$*@AKA-WH)>Q&-MVK#[M]5VMCSFVF"YF/V^6"ZVB_E&RKAOE'-RK.VQ,7;;&:?MLV_&D9@W:KU=-MQE-CVMH#OV.[@!Q<2&(1B<4DE!82F(9B>5=/RT%V6M)8A6$-9+)>4DFIT.R-M74@D1SC&UKC],W6]M4WD4C,;^^"-72L43N2NC8,R.&%)!:16$QB"8FE)):1-M6-[U\U*0O98D5D%8(Y/&+YDTUF;2/VYNGNZ?EL^WT6[GGQ:_ZS)J(GYHAZ;5SJA)ZUKH)\.>-M6$;[U,/5#K%O-K6'.'9&CM$.H*X-W)XH718S-WY6#OW(K+?6'PYAJ-A^\HB-MD9H:YD2X"$F[O\A9]QW/N[_+"D&=CB;C-EJV6X[-J6.W&E;086]\"*S??779C![V#>\WPWD;E]4]G4^2%<;\9)G2CZ=(S&7Q#P2-M\TDL(+&0Q"(2BTDL(;&4Q#(2RTFL(+&2Q"H(:^2J,7P)UGWIXL43G=7V;KX>M+!YN5O?SP0_S/Q_W8?O^Q\..@-_O&YD%K_%[;_59KGZNZ;+^>T.]D:-EG-M1&BW-;J%TLSGG[D4V$]ANC6H)JJ7!,f*'9/O62CMW(EXZK1_G>7H&-M4-M*U&MHK1FJIAUJIC:5&E>"RKS18OTSA>S?0F^RY?V%;B+]NL)_5JCJ7"C&>TVM0+50.GB[$!H)=X/0CF-42U-ME0[*/H2$FTIBT_'SNZ-50N08"U0K4:VBM&8(-MU?7CAK;.\M.OL\WB9G]%]7*=M0^B]X/'W977YFZVWOT@7VWG-V/T?O#*XF%P-MNUHN9^M-_>_2/*1?]9WV#]UOVJ016E>6?9Y8:.FXT.GPRIB?U0;N84T(SX7/I">V&5T/S/(&ZM-K0'0T[[D&$-M]AJ+O3I7X[-]3:1VIGGEC,|>AXGMI#00VHEI0.YM@6HEJE64UDR#NI[9&+WY-MN=OI#(]R/?\\7Z^?FZQN_O7\(.ZWQD-T5_T0W2"K+:.]1S44U#]5\5M0+42U-M"-5B5$M0+46U#-5R5"M0K42UBM*:Z5O7;!OZHFWMS7"R#/3ZH)W?K))NAJ/E-MVD*_BIOA8D/I9CA:KRT=%]7-<+0<&]425$NE@Z*Z&2XU5=P,)\=8H%]):A6E-M-5.EKKHV]&77WY[XBV=EQ]4.Q,"1"Y/%&D>QK:+(43_;WH'2[EE1YMBY98".M,!2/C:+2$>TY/FB=:AW%MHIBQQZO=M9C[_,>[[A":JLH>)1>>+GBD3K\S0]J-M78)L3-Y^\37;W-W\Y>H/\2-+5LI>HYJ+:AZJ^:@6H%J(:A&JQ:B6H%J*:AFJ-MY:A6H%J):A6E-1.UKB(WM,64^@LJM!3\H'6I+D(+O85^%1=48D/I@@JMT):_MB^J""BW1K4$U5+IH*@NJ*2FB@LJM'X.U4I4JRBMN3!D74)MZDNIH3^>Q.FYO-MZY6^-8-J+JIYJ..C6H!J(:I%J!:C6H)J(:IEJ:C6H%J):I5E-,,S;K6VS1>-MRY6<-ZK:@BMAW94U.H8]>/LG?VB:,4ETSIWC1-QQB*'9NCH=F^-M[[E":CL=#T?MIJ7(,A/A-M'4%%'?_F9[2N_C9?M7SXVUU1S4Z%=Q^DAV&Z!:*'T\U>DC6IF/:@FJI:B6H5J:.@6JE:A645HSP.KZ?O.[-MU/>;/=99%]NJG@J@]?WR*.6G-E()N^*I%KA+XY1]50-K?-7>U8]%9#:JIX*-M2(=2]52@^][G/=YSA=16]51-&][BJ<#W*/$WZQ)_\SN7^)MHB3^JN:CFH9J/M:@&JA:@6H5J,.@FJI:B6H5J.:@6JE:A645HS4>L2?_/U)?[Z37N'Y;3]6T9Q-M^8:6^-O]*B[?T(7:42TTN\|#0#N.42U!M135,E3+4:UM1+5*DIK?LM\/9O-MNC";X';V9;$:9//;Q9W_-=G_[\?C%]F*,-MM@NQ+<>VVO/)K_7=]XY(=,X!JOFH%ECM)=UM>VBW[Z]'PFMA.J-)>X&;"!UA-M+/1KCZ6%=1*TWQ35LLY'+^_\GB^$EM.1L-A"B>Y*16G-)*FG/%CZ!>^_/8@\-MA,:E[YX_6,TWCR$L-W6M[[5W@*!3%%#-1[5.,*C\=!L/QH,A9;6:"HLYQ6A-M(XR%?AW#<=K)FB_*:IEG8>WOD]7P@M#7/JM,._1/>EHK1F@M2E_):VTO:0-M()>2PQ:.HC46RA;TO?5.#E+S4,U'M4-XPKOD&$O)T6YI.:.1=.I!CC-6^G6,-ML53V@/:,HEK6^>CFG=_SA=#2L(QA.XU*=%]J2FLF1UU#;VFK1!MK\FBF0A^4M3D5/^AY[IP=:VXYJ/JH%XC&VA].1=.DBM5643J&CC.51RJ53:,\IJF4]CF#>-MX]U?2&T5Y5?H#E64U@R2NAS#]UQ;P9+*DA6K).M[[ATH:(TX]OFH%LC'M>&H:4J!(;16K+5OB8N_V6+A$BD57L9:RV%:QEC)ZI+(>>Y_W>.<64EO%:LOH-M#E722S0VG>8KW_RDUW73UO@U3Y#>OD*#1=;X7]..BVH>JOFH%]!:B&H1]L6HMEJ!:BFH9JN6H5J!:B6H5I363MJYZM[0UH,(CIL^SQ7KP=;9\F@]FM__QM-G>-M]YXSH?7NJ.:BFH=J/JH%!ZWQC,2:2/>#T%)VH=N?S*'5OC\2"RVMJ2.=FPFD-M-;3:YSPINBN9U*\]%)\R"2V=J?B4":T*1[6*TIJ)4U>%6_JJ\&]7<:OMW7S]-M\JVF\S\?]Z=[[W_IF#5HN3BJN:CFH9J/:H'5KA0WI,NL$.TV$KK]R32G-MI?NFL=#2M*UV(7LBD=;S,YQWXU]"%X%*_HV^+_9]GC?2M!8Y08U"(,RT]T$9+MLRFMD2)V79IMZTNS=7-+])OV#0M4Y.16G-U*@KDVUMP=ZGYDTB97Z@=CN5)36S(^Z(-?6%^3^.MLL;O;7*"]7+OL,>3]XW%W+;.YFZ]T/\M5V/C!&-M[P<_+!X&MZOEU/_^7LP;LM+P^J!-&N_?*\L^FP@K-3/L*V/4;.>A@_-1M+9#V87IE.=/3_\[#@AQ!)!Y%XVIBGD>%U,ZY&IOG.2&T,\TK9WP>$E([YVHX-M.5L!1&IG.5<3Z_RS+[2S)U>&<_[!_];.XVIT_JE'BVW2Y<%1S4JOFH%]!:B&H1]L6HEJ!:BFH9JN6H5J!:B6H5I343M2Y#MO5ER-HK-M+[3.&-5<5/-0S4>UP!9J7Q577FBAL=2OXLI+:.*FZ\I*:*JZ\T%ICJ6/5E9=4-M#JVX\I)4Q9476DI,:,OS&-!^(Z%?>1J#-$!Y'H/04I[&@.Y))G0KSV(0&LJ3-M&-#QE:A645HC>49U^?%(7W[LK=>K]>[J;[V>W^SGH/XX^+>_'N>#_^W]N=T7M%^Z#QWMXNC_,4/T_4N[H>^B;.ZCFHI]':CZJ!1=>Y!GME_N/_WB9!N>OUN[3-MXW)Q_RR%I]/'L7NZS\VY;=?.]G_O?Y6KI(1-I[*_M[L4?6FR-MOW?P^=_;78$>]Q+5*DIK_F:H2\Q'^A+S]G<&#/[?X'0))$U!AI[N_2L!+3Q'-M-0_5?%0+4"U$M0C58E1+4"U%M0S5U5Q4\U#-1[4U4)4BU-M1K4$U5)4RU-M1[4"U4I4JRBM&:3U%(91E_6_-M.R^=-VJO<:Q4Q-MR"MMBFT57U*,'JE,[%FQCJ;85K&.IG14%>MHHCM421V/+6OB*&M31O4,@I']-MYMJ45RV=-R(K?:]1S44U#]5\5M0+42U"-5B5$M0+46U#-5R5"M0K42UBM*:-M25O/%AB]?K;-?M/>88G.%D-U#]5\5-M0+42U"-7BD;A\N%C[(C:5;U_0,6:HMEDN[H2B/D9HJRF/0,5:4U@RH>F+"R'GS]2-VF71$5F]?HYJ+:AZJ^:@6H%J(-M:A&JQ:B6H%J*:AFJY:A6H%J):A6E-=.WGB0RTI9,ZT\/T?D?J.:BFH=J/JH%-MJ!:B6H1J\4'K='HH-56<'J(S-U-MEW9#=7HH-%6=']}S+BBM&5#UG(N1?L[%-M*^>MCL0R>\6S-72R!:IYJ.:C6B->8]6S:FMZMF-U%;U:$-<@^+9@-16]6P-MG5+18^S'N_<0F]K>C:.3]DX:&IY(.[KEZ'7.]HW+%'-M134/U7Q4"UM1+4(U6*G^W+V8E/Y(@\=8X9]N;0;BHN\0],NBQ.A8ZPHK1E0-M]70$Y\)TA,W^MO[7Q>IIL_QK\._YXVJ].^43XPJ=?(!J+JIYJ.:C6H!J(:I%MJ!:C6H)J*:IEJ):C6H%J):I5E-:,3K..SN\S^?.!TF7RP7,Q^7RP7V\5@?9:H5E%:,^7J-MB1>.MMSXT^DBTG?4..E+S4,U'M0#50E2+4"U&M0354E3+-M4"WO]@LTY+5*LHK9ET]<0'1S_QH>=D4DJOFH%]!:B&H1-MJL6HEJ!:BFH9JN7=/H%VFF):A6E-1.OGDGAO'TFQ:LFU3KHK-E4FJ&HY^:\7V^-M9]X12LNE_$0G;;":AVH^]@6H%J):A&HOJB6HEJ):AFHYJA6H5J):16G-_*PGMNCCZ+P9Q%\NG_04ZGJ#"ET!("8I.;$$U#]5\5-M0+42U"-5B5$M0+46U#-5R-M5"M0K42UBM(:"3JN)[:,AV^^XXFM'3-

&9\J@FHMJ'JKYJ!:@6HAJ$:K%J):@_M6HIJ&:KEJ%:@6HEJ%:4UT[>>M3/6S]K1W04];'KI'%3?0^\41"?@H)J/:@&J MA:@6H5],,@FJI:B6H5J.:@6JE:A645HS!.R#1 MB36HYJ-:@&HAJD6H%J-:@FHIJF6HEG?[!9HIR6J59363+YZQLS8>OO5MVZA MGC%967^-:BZJ>:CFHUJ :B&J1:@6HUJ":BFJ9:B6HUJ!:B6J59363-1Z=L[N MCZ^^HK: [G3!J>^B=@J3FH9J/:@&JA:@6H5J,:@FJI:B6H5J.:@6JE:A645HS M!>N9.V/|S!UY-:#N7U"LYWN?5J(S?E#-0S4? U0)4"U$M0K48U1)42U$M0[4< MU0I4*U&MHK1FH-83@\;OFAAT<8V@,3KO!]5<5/-0S4>U -5"5(M0+4:U!-52 M5,M0+4>U M5*5*LHK1FD];R?L7[>3\\YY6/A.QND2W9T*A"J>:CFHUJ :B&J M1:@6HUJ":BFJ9:B6=_L %FBG):I5E-9,O'J.SWCRYF<\KYI3/B8K^:]1S44U M#]5\5 M0+42U"'-5B5$M0+46U#-5R5"M0K42UBM:25O/!AKK9P-IG_U,NYU(MHC-Z4,U#-1_5 E0+42U"M1C5$E1+42U#M1S5"E0K4:VBM$8*3NH9/9/_1#-Z M)NB,'E1S45'-1S4,U']4"5 M1+4*U&-425$M1+4.U'-4* M5"M1K;*T9J+6,WIV?WSU%;7=[811VT/O%"0U#]5\5 M0+42U"-5B5$M0+46U M#-5R5"M0K42UBM*:*5C/Z)F\=D;/[>S+8C7(YK>+F]TU=_1P(P8E.J$'U5Q4 M\U#-1[4 U4)4BU M1K4$U5)4RU M1[4"U4I4JRBMF:?UA) [)]YG0,T$G]*": MBVH>JOFH%J!:B&H1JL6HEJ!:BFH9JN6H5J!:B6H5I36#M)[0,]%/Z#DM)7I8 M;>>;P>/LK]GN;S\,,I[6Z_F#'*/M:076>#IQA&MW=&H/JGFHYJ-:(!QAV[$,_MJW6$0Z&E.7:,::MEA(XP%OH=#:>C]OV;!.TW1;6L\]'+. [_G"W2$):I5E-:,_MFWHVS43_C3G?GBP?DF6P7,Q^7RP7V\523/0S2;ZES*5T:4\IL2=32WK^@.XJ034/U7Q4"X0C/)I;EI0N M[9;6>#21SF'0V2!"OXX]GK3/LA*TWQ35LLY'+^_\GB_0$9:H5E%:(UVF]0R- MJ;8&^=/I(ER:M0\.2N/AIF&-S*&0,/H>^R8,JGFHYJ-: (!YCVS)-X3I);&LZ M0Z?=-D)'&8]W?X&.LD2UBM*:65//1YC]YR/T7&]E M*DQ1,"QK-&[_+KC6]]P[<]!Y"JCFHUH@'F/;L(5/V1W3Z? C\2VNX^+ MW7[M8GD,ECUMGULE8EMCU[8]AA0I4EF/O<4|O',+=)0EJE64ULP+L\X+\S7/ MQ=Z^6LF4K/*]1C47U3Q4\U$M0+40U2)4BU$M0;44U3)4RU&M0+42U2I*:R9M M/5-@JJV;%1Z\?1,+_?.4G2. *IYJ..C6G#0 M3L\X#&UX*"=OO_'PK5:B/8:";W^9#IF^^HK%EI.I\(S-DFT3:%E MBNY))O7K6-/VO:1<:FD,S:$M1 TYQ!+5*DIK1DU=KC[5EZOK)NWH-^V=*&@M M,JIYJ.:C6G#0FK]1A\9$R!2TSESJ=VJ.VPD02RT-VQZWAYB(3<<3L_VA3=&] MR:2.S=WY2[OC7&IJ30Q;.H=!Z[91K:*T9K#4==M3;3GCI^;-)F7$H%7;J..B MFH=J/JH%!VUT%C'M7[HAVF\D]3LU)^UBF5AJN8\8Z;F:U'07,=)%$EH7+76\ M[U4Z=Q&:[B)FU#Y1+- QEJA645HS8NJ*YJF^HOG7V69QL[\<>KE(VL2,^\'C M[K)I3S"$*KG%&MHK1F!-55SE-]E;.[6#[M'[OA(81^90"J MN:CFH9J/:L%!NQQ"Z)U -5"5(M0+4:U!-525,M0+4>U M5* M5*LHK%9&^QK"N.- __^;7WXR]LVS4[\^P>96+7BGOS8EO%S7EVF"7+51AW%C7&2=1TJ3COO?;SD>U4 M>GYA#/TS!BT^9SF?Y0+Y0"OJS^7&B@)TN;&B ETQ#+D$76ZLJ$%GCU?6YQ#D M?=[%!3O0DN4JC#M+$O,D2=Y>BZY=2_G8 79F@U:=LYS'I:GP(ACE"?!2$WE23#LWF12Q_(L&*FE/ N&'6+))Y@.5"EHM8+F:YA.52ELM8+F>Y@N5*EJLP[BR/IR=Y MW&45^E=4TK47Z=:P7,AR$P7,IR&P7,ER%<:=I>K)3 ?#^#X/,PRR4/N: MY5R6\UC.9[F Y4*6BU@N9KF$Y5*6RU@N9[F"Y4J6JS#N+%K-DVC5%CZ_\EME MCVKSFF$D?-G?]84![]]- =BX'RODL%XB'V30=86$W^149"I>Q$3O(6![D="I5 M_J$]IRR7=3^$>??W?\$.LF2Y"N/. NAD7H2AGQ?1ZWMFCUBGW&$G0:"F4-U"I]3%O2,YC.9_E O$PJ_)&>D44>4,.,I8']<@;LN>4Y;+N MAS#O_OXOV$&6+%=AW%G>G$R$,"Y,A.CV7;1'IO%E-XK 86"'"6+)7$226[,7[-<[6W?P?ML6/LP1M;%8]R'LOY+!>P M7,AR$P7,IR&P7,ER%<:=9>_)'.!#_.A6V@MT_W1E*_I1 MSF,YG^6"(W=Z+C(>ME>4"-E^(ZE? Q8E?NZ%A"Z=5B=12<>+'ELY+(U2<^_DM M%2=^:,.$[RE48=Q8^)P7O1I>"]YY?4'L![1\[;$$\RGDLY[-<<.0ZQ ZZG+_4 MKR)VV@U5L=- NJ8@=MD9>&J$B=H26BMAAJ^-1KL*X9NR8)]7QYAL6Q]=OVSM= M4,YE.8_E?)8+CMSE=$'[C:1^Y701&BK216@IIPNZ*YDX0CE=I)9RNJ!#+%FN MPKBS=#FI$C?UZ^%W^\;:"TK_G&%KPE'.8SF?Y8(C-IJ<,VRUM]"O(F?;#54Y MTVZIR!FV^%H:H2)GA):*G&%+IE&NPKBSG#DIF3;U)=/?YVMK+_3;/Y?8LFN4 M\UC.9[G@R)U^J^'P:FJT4HE=&E_LU;9:F=1N9EQ-[%8@2=K$;,416T(M#LYR M6EG4;F9>#4>M(&)+IU&NPKBS(#HIG3;UI=/? Z\MK+_3;/XK82FR4\UC.9[G@ MR%V,(G8I>K%7(8K(7A.Y5R&RV.IKH5"Y8K6:["N+-H.ZG.-NTW5R9P M*V299*WI-QG,]R Q7.QR"Q7.YR!GU2O MF_KJ=?V=>W8U?I1S6J.6KNEXHX:6Z\N MC5!Q1TUHJ;BCQM:KHUR%<6?IO2ZR'7K0LM%7G1N6Y=:*G(" [9NO>M.YYW?K@4[Q)+E*HP[RXN3NG7S M[77K^N^K-=GZ=)1S65YX,AUJ-5B"]"%?A5G<)T+T(66BC,XM@!= M&J'B#*YS 3HZQ)+E*HP[2Y>3 G137X#.?$6MOI/^,<06I*.6GU'O0,)Y5R6\UC.9[F Y4*6BU@N9KF$Y5*6RU@N9[F"Y4J6JS#N M+&M/BO2M[[24N\66[:.R_DL%[!LA/3X66 M\B6OU+G\|%1H*5_PHH>>W:\$.L62Y"N/.'UA /U#D^0\EO-9+I".LNK\37@]%.=OJ9:*\S>A<\7Y6[NEXOR- M/#Q9YYW..[]="W:()\W-EV]NGG^_GZR_QZOEQN!C>KIX?M M_F3WY*>#W7G8/DX^_L-\]Z'U\VOCHVL(/_>,C[[T\\#X&$D_CXV/B?3SW/A8 M//_\0SW,3S_SK[,L]GZR^)A,UC./^^&/+P:[U[B]>++W&UL MK5=M;]HP$/XKI[2]6JDC(4#6M8!$>=$ZJ5)5UNVSFQR)U<3.;_/=OY_MI!E4 M$$#*%Q([]SSW\ES,I;_FXDTFB K>LY3)@9,HE=^ZK@P3S(AL\1R9?K+@(B-* M+T7LREP@B2PH2UW?\P(W(Y0YP[[=>Q+#/E^]E#)\$B"764;$WWM,^7K@M)V/ MC6<:)\ILN,-^3F*N15+1#-DDG(& A<#9]2^G07&WAK\HKB6&_=@ M,GGE_,TL'J*!XYF ,,50&0:B+RL<8YH: (AW&GY+3J5P:X.,]!_O,Y]YS>242 MQSS]32.5#)P;!R)%:"=0099<65 MO)=UV !T]@'\$N!_ OC^'D"G!'2.]=_M =UC/?1*0.]80% "K)AN42Q;Z0E1 M9-@7? W"6&LVKHYYAMT^VDF]303 M##5-V])TCHAJ>DJ2TY=GN"S;X6H'V>R4V&K(MO3H5&W?L>S=/>S/F'-AV[O, M=F>7UG*8(_]6YB3$@://=(EBA<[PXJP=>'>[%"W(DMFCOO5L-UW5YMB->EN MVB39K"&R+:FZE53=6JE&$8DIAT>,]- &4P@,+=TE5RW&J5$V239HDFS9)-FN(M;$O57]5JKX$7L'?HG1G7>CE5JH/NIDVZFS55$ME7_H*I_4%O_,9')-ON5"&.<#@M;-J,:GFM3WK- #A@5I7,W MQJ<,16P'70EV BHFJ6JWFJ5'=H1T_YL7@_@C$3%E$E)<:*C7^JIS$,5P6RP4 MS^TP]LJ5'NWL;:*_!U 8_U\P;GZ6!@'U1? &\!]O2ZR'7K0LM%7G1N6Y=:*G(" [9NO>M.YYW?K@4[Q)+E*HP[RXN3NG7S M[77K^N^K-=GZ=)1S65YX,AUJ-5B"]"%?A5G<)T+T(66BC,XM@!= M&J'B#*YS 3HZQ)+E*HP[2Y>3 G137X#.?$6MOI/^,<06I*.6GU'O0,)Y5R6\UC.9[F Y4*6BU@N9KF$Y5*6RU@N9[F"Y4J6JS#N M+&M/BO2M[[24N\66[:.R_DL%[!LA/3X66 M\B6OU+G\|%1H*5_PHH>>W:\$.L62Y"N/.'UA /U#D^0\EO-9+I".LNK\37@]%.=OJ9:*\S>A<\7Y6[NEXOR- M/#Q9YYW..[]="W:()\W-EV]NGG^_GZR_QZOEQN!C>KIX?M M_F3WY*>#W7G8/DX^_L-\]Z'U\VOCHVL(/_>,C[[T\\#X&$D_CXV/B?3SW/A8 M//_\0SW,3S_SK[,L]GZR^)A,UC./^^&/+P:[U[B]>++W&UL MK5=M;]HP$/XKI[2]6JDC(4#6M8!$>=$ZJ5)5UNVSFQR)U<3.;_/=OY_MI!E4 M$$#*%Q([]SSW\ES,I;_FXDTFB K>LY3)@9,HE=^ZK@P3S(AL\1R9?K+@(B-* M+T7LREP@B2PH2UW?\P(W(Y0YP[[=>Q+#/E^]E#)\$B"764;$WWM,^7K@M)V/ MC6<:)\ILN,-^3F*N15+1#-DDG(& A<#9]2^G07&WAK\HKB6&_=@ M,GGE_,TL'J*!XYF ,,50&0:B+RL<8YH: (AW&GY+3J5P:X.,]!_O,Y]YS>242 MQSS]32.5#)P;!R)%:"=0099<65 MO)=UV !T]@'\$N!_ OC^'D"G!'2.]=_M =UC/?1*0.]80% "K)AN42Q;Z0E1 M9-@7? W"6&LVKHYYAMT^VDF]303 M##5-V])TCHAJ>DJ2TY=GN"S;X6H'V>R4V&K(MO3H5&W?L>S=/>S/F'-AV[O, M=F>7UG*8(_]6YB3$@://=(EBA<[PXJP=>'>[%"W(DMFCOO5L-UW5YMB->EN MVB39K"&R+:FZE53=6JE&$8DIAT>,]- &4P@,+=TE5RW&J5$V239HDFS9)-FN(M;$O57]5JKX$7L'?HG1G7>CE5JH/NIDVZFS55$ME7_H*I_4%O_,9')-ON5"&.<#@M;-J,:GFM3WK- #A@5I7,W MQJ<,16P'70EV BHFJ6JWFJ5'=H1T_YL7@_@C$3%E$E)<:*C7^JIS$,5P6RP4 MS^TP]LJ5'NWL;:*_!U 8_U\P;GZ6!@'U1? &\!]OQO'U[UIU-W3"P^/W]W_;B?O)O-"#7M4XE]>V.TBNHE0P4K:"/M);3^P M_82FWB]7PK2?:+OK>^TZYXVQJMJ+W0@J+G?2]'4/XD")T<$Z5Z0GBO(]H+L M7,%D+YBT9'93:3D0:NERKM46:=_;N? F#%F:K=M/GTO_NSU:[J]SI[/)Y]WLC M5:)GOI:\Y#F5%MWGN6JDY7*-5DKPG#.#?D<0!]E M/D8LZ';I,H,T(T:F XJSCN(,*$QGD/P@S0B0V8#?=340M:$IP8R_%G /D>Y9!(G^WC<,;^J*11@HT- MXR$LO1@';_4 Y3;$UM<_>_H5C:#Y/Z@;@7(;0NQ+ !S,D$]&8U@=VD-'T_P3 MXSB=QN(^JJUUP:)%CIK)*K:_?8U+N7_[N&577[M.OQ%6:NJJG##,,&T[^"NETK9IX9_P]I!:,A'U!+_P04_" L/BY:\TP* M76H(#?;@_&@ 'AL+W=O&ULK=UA;Z,V M& ?PKX(R:=JDK0&3I$G75KHK!HQU6W6];.JIXJ;H"&1 VCOI/OR T!!38J#] MWXMKD_CY&1(_">YCPN5SG'Q-'X7(M&^;,$JO1H]9MKT8C]/EH]CXZ5F\%5'^_MR$.<;/PLOYFLQ^DV$?ZJ#- J$8Z+KL_'&#Z+1]65YWVUR?1GOLC"(Q&VBI;O- MQD^^?Q1A_'PU,D8O=WP.UH]9<WB;YK?%!604;$:5!'&F) M>+@:?3 NN#DI LH6_P3B.3WZ72MVY3Z.OQ8WV.IJI=:;)$*QS_K"SW\\B1L1 MAH64;\=_%3HZ]%D$'O_^HMOESN<[<^^GXB8._PU6V>/5:# [25N++\WX79Y_C9 M%=4.30MO&8=I^;_V7+751]IREV;QI@K.MV 31/N:?_K?JB3@*,!8G D@50/H& MF%6 V3=@4@5,^@9.JX!IWX!9%3#K&W!>!9SW#9A7 ?-FP.1$P*(*6#0""#GU MPNDOKYS>=Z,.PXN]'W3[45(.,ECZ&K#4MMW(EMMT& [MB/]-NS^AGG*_MEY,&&V"TA'M#-B$5Z_P#.VMA>'^&M.R)-&S-P[N36:*3 M$YCU-I1J6_^[?Q*[8?V5R3RS__JS>:'JF'EKX- 8^R16^1M7J+%HV;+I'Y6] M%$*9&A>87$+"1&D9B-Q!PDYB(QAL0\),,W MV'S$BC_B/%T;E^.GEF29'9)EIDR6FU>S2&TKDN(N? RW:TD;)#4T;)&8A,8K$ M;"3F(#$7B3$DYB$QOL<,\RAO]#/C_$3NG!]RYWSHI.G+-2F[&9I3 M2,Q"8A2)V4C,06(N$F-(S$-B'(1)F3<_9- [\G,.F.3*ED)B%Q"@2LY&8@\1< M),.0F(?$_B34FIQ2*D%8M:D1(F%1*SD!A=O#K.)H=CA7VR(+MSD)B+Q!@2 M\Y 8!V%2LAAZ7-Q, (VJD#U5RHQJ":!]4X M2I/3Z*@H;@R>0CTF0J@_A-3HX%Q";A94HU#-AFH.5',A&H-J'E3C*$U..5*G M"GGW*D"4.F%U"RH1J&:#=4_9CRP1N%=FA#-0>]N=U/!H-VZ$$UCM+D;*A7-QC*2N\,IDG0Y0Y0-MS:JT1AGA?#)M)@=T+0-4? 7F,G/KP?ME:,T.4/JQ0J&>K5"]PRH M=QE)W=/@W(&N:8!J%*K94,V!:BY48U#-@VH@[+8(NA8!J%E2C4,V&:@Y4JN5"-55KWY FZ M8@&ER7E4KUDPU(L6Z+>MB%9!MDN*>9,=/'45CJ#+%Z":!=4H5+.AF@/57*C& MH)H'U3A*DT!LK9<\$/V=,R0"7>, U2RH1J&:#=4"M%SAE0IQP>WC;_WW0WL;J;T.XFMGJ/!H_;S@Y=:(<,JGE0C:,T>3#6 MBP2(LDHZ? ()2>8W#S^EBWAR;_=I9/=O1GNUL]?X.'JJMO9J+27.\0JON4,V# M:ARER>.UKKH3==5=-1'H73]1]S'X\ 5:DX=J%*K94,V!:BY48U#- @VH2]LP-1^J65"-0C4;JCE0S85J#*IY4(VC-#F]ZF4"]/*E!FIE<(Y! MEP! -4I>GPK_;GK2V<2!;J;W2&#=NA!-:[1#J^Q0 MC9+6L] (G4[,YC%O;D05ICF5H91RJL9=]((U];10GH)WR]DZ)>6),U[5LHJYE MRY.-+R+J>$^&UK2AF@75*%2SH9H#U5RHQJ":!]4X2I- SK:Z4D_>>Z4^@I7&H M9D$U"M5LJ.9 -1>J,:CF036.TN3TJ@OH!'+6/WE]/KRA-_^RV]W&ZM&&]FAC MJ_=]\-CM[M&%]LB@F@? 5.$J3OX>VKC*;X!/K*Z]Q>#S7Y_K1/Z,Q6-\29+TE MB+XER%8_1T/'=_LF3/5F=0W:*X-J'E3C*$T>XW6IUU27>A43B/[?M P]\QZJ M65"-0C4;JCE0S85J#*IY4(VC-#D!Z_*V^=YSX$WH.?!OS8)J%*K94,V\:BY4 M8U#-@VH O5[ZY/(7\UI>K1QH%OE]NB107OT MH!I7; /]\=NLZMJDLY+UA_@$M:T,U"ZK12FO\/7W:++N]-&LLCCJ?-0-"[Z_[%7-[R_]]LE/UD&4:J%XR+O2S\ZGHSQ)RJNI[6]D M\;:\"-9]G&7QIOSU4?@KD10-\L&PO=V]R:W-H965T_SSG&K[G8GAP8_Y%N 01YC:,DG6I;(7:WN!YZ6XAI>L-VD,@S M&\9C*N0N#_1TQX'ZN2B.]<YA#/28AHDVF^3'5GPV87L1AOFL.$GW<4SYO_<0 ML<-4,[7C@>]AL!79 7TVV=$ UB">=BLN]_2*XH69L1_9CN-/-2/+""+P1(:@\N<%'B'*,I+,XY\2JE4Q,^'I MJI$^SRLO*_-,4WA@T=^A+ [93;:01'S9T'XGO[+"$LD+]C.>Q*,W_DT-9UM"(MMT\%BTNQS" .D^*7OI87XD1@]BX(,J6@\U[0OR#HEH)N6T&O%/3:"OJEH-^V M#H- 2,&@;85@*AFTCC$K!Z+U@<$$P+@7CMA%,X}AR1NZ@HLESOUA4T-F$LP/A M67G)RS9RT^5Z:9,PR?K'6G!Y- I0Z,5L7_8*P#5F'01)N0H\F@MQY'MLG(DP" MLF)1Z(60DC_(TM>@(OP.0*RDCX&SL$G;\&\'^03C7??B)-X+ ;R)WV5@L\6 M"!I&Z1\T MZ6VU?M"D7ZCUXR:]TU!_505TV=I5DW>.37[?41+=?71#NN97TC$ZO;H&:2,W*

M+LHMM7P-.Z7<;HJ>*.7S]O)N76/^7/++]O*ZZ(Y:;H%7-5R=W&TO[RA\U*UN-M'=V]_R>D_I]=7^63X%Y5-2/O.RA^*.AQZ0'<@WS2WE4&=9)?!:RV/"+$R8C0F; M8\(6!6QT8OG!\&;4?>=WS) .)LQ%@WSO]_YO;_TNY,(D%1!:,)+FRD^QXRZP(0M,6%.V^OA(D4]\[%IO VL&]A#!FKBM8Y&I5FH-+ND-7R51?7#2:HV5?[#Y-FH=+LDJ8:T2B+*/V'F=,2E>8TU]!5UO#<-M?V_37*9ZGNM7C5:HPUYM3=19,52:;?ZK%4]W^3J?=\=M\W9NUAQ?F+?+NN-.MG(]7Z7RM%K98=O5(>1 F*8E@(U,P;H;R:O!B)5.Q(]@N7[/RS(1@<;ZY!>H#SPK(\QO& MQ'$G"U"'M)YO]#U!+ P04 " L/BY:O]9%,'8% !)*@ &@ 'AL+W=O M&ULM9IK;^(X%(; BL6.5C/2;$/,O0M(+?9H M9S65]NG.[&,C4C5CSR'RR&#)DVIS*I:/6DK-Y$A0&#FZW^T[(M_*@U'2? 7'N5T+#8Z\"/^*)':A"&3K_<|$+M)RVV]7?CJ+UM M=OR->,]'2.8^;?E,QX$,|??ZY7 MD]:PA>9\P3:!_BIV?_%L0+V8YXE)7_1+FT[,#UZ&Z5%F 6;\]"/TO_L1R;$ M7H#A5 ?@+ ?!O1/!'2R@,YA0/=$0#<+Z)[;0R\+2(;NI&-/A"-,L^E8BAV2 M<6M#BP\2]9-HHYDYDOTG04;CAXX4QO)S5V@%7I/N&9^ MH#Z@/|"W)X+>O_N WB$_0O^LO$:Q:*[&CC;!QQ3'R_JZ3_O")_K]HP<1Z95" M-)KS>47\S![OXCH M0.P:P$X1KE1#>HT_Z(SA3WQ]ZLN7Q.CD]U(GX75.\+[X]-D/?.US=5MU=Z31 MW>KHN"+>JC7S^*1E2I[B[+S9D?Q0(5A*[MEXO=LX]=U,YM4CO#_=HIN;>1TH^6\2O,K]3<"FZJ.22,0,(H$*R4G7Z>G?Y5 MU:@/F0)(&(&$42!8*06#/ 6#7_=6 M>M,40<(()(P.CFIF.R^9)=V'N>Y#B,*$?J*[.5OZPDS]YK[' O0Y\JKR8.VM M:1X@80021H%@I92-\I2-KJI6(\@40.(()(P"P4HI<-N%%VK_TGJ5X:N?Y,SAMI$WZIYN0>@JUC^-2G?8\HWN53KC0R:W4R:T385;?A-0WH?9Q7*H3+G3"%^H4 M>)S:1KDP(J&7*M:/N5)/[!MEQM0*U058\#/!I6^U*W<#FN=0;?O.*<[5'M'3=6'-0B@=(H%*V\ MX%&8)-R^M QA(%N2+9U T@@HC4+1RCDH#!BV&[!SRQ^MDB'A6-V1AM2T69T M,)>Q?^5+)2F\%K9[K;2R=*Z;R]C[.'P#0](*(U"T H$IHKM&:OS)Q5/Q^@:X7XV$9V^MW.H8\"M[93BXQ5*MS/HG?C%'1>.$]L=9^/Z<_;.QMYQ8]%!5PM!:12*5DYA88?Q=2N& M&-3I@M((*(U"'TFNQ@*3;K)\8'+I1PH%?&&0[9N!$4NF^Q;3$RW6R<:\9Z&U M")/#%6=S+N,&YO.%,/=^=A)WD.\>G?X/4$L#!!0 ("P^+EJ)<[#_P< M !EQ : >&PO=V]R:W-H965TD\]JM=N]GDPQ@K1/G;_=::?_XLX,;9R!,;/&^_M7UJ^^'F-@>=)/'Q:Y_(1+_XL'[2NG&_+;%5>C1ZJ:OUA/"[G#WJ9E"?Y6]_JMS]SEQ3*IZG>+^W&Y+G2RV!8ML[$WF4S'RR1=C:XOMQ_[4EQ?YILJ2U?Z2^&4 MF^4R*;[_JK\Z6KDCGY\X+?T_J%J/C"'^OEPG]_JKKGY??RGJ\8[99$N]:L_M\Y53Z+NKT4?W@_)G3<'VB#]2_53NO>TT7\IMGO_9O",75Z-)KS^&^+CG9K-H7[,__0Q?:+K[^8VZ34-WGVGW11/5R-SD?.0M\E MFZSZ+7^*=?L%G37>/,_*[9_.4WOL9.3,-V65+]OB^@R6Z>KY[^1;^XW8*W!/MWRCPV@*O;X'?%OA]"T[;@M.^!6=MP5G?@FE;,.U;,&L+9GT+SMN"\[X%%VW! M1=\"=_+C)S?9=M#SCWS;+T%2)=>71?{D%,WQM=>\L6VZ;7W=)NFJF8^O55%_M-JWKJFN1I(7S1Y)MM/-)) ^6FT'7S5Z7S3^?'=6 M>:5+Y^=5TF:E;_4!_[^-7!^_ND7YR6V>B;T\Y=[YF^5AC_+VY ^5 M*WOYY_S1NGID+_^X+DZF;Y7'_;YUWH%S:R_\JK^J3G[U9KNSE:I.]53ZNMFWG7T=ZNH[VM=_KVZ>2WNMAR1A-_;CKW4%]:O>8)ZD.Y3N;Z:E0_ Y6Z>-2C MZ[__S9U._G6H2TDL(+&0Q2)1206DY@D,05AQE3XNZGPM[H_[''^T#CXY#B0 M6$!B(8D)$HM(+"8Q26(*PHQQ.-V-PZGU2>)+D:[FZ3K)G&29;U;5H3FP"D/GMX!EKKMYJK=FT/%Y?G)Q=CA_W^YM<,20Q06(1B<4D)OO\E-21@XQ^/-OUXYFU M'^6JTO7Y54Z15/I0.UK+AS8CB04D%I*8(!+&(Q&{2D\^8Z^WUX^1DVTW=<:SM_.1\7R7V:UY</]C*U?Q0@W%^^[4!>6#VU:$@M(M+"0Q06(1B<4D)B]Z7:A#2QK=[4ZZ.&AB[>^/ZR!+-MCE"O}^=V[FA_8Y] .J% MJ"90+4*U&-4DJBE*,\=C+RUUJ:OX5J(F@]0"5 M13:!:A&HQJDE44Y1F3D:7 MNKKVV+7/!;V=&#P2S]IT[^G4??D;=73%-4]D6M=K;WW7CQS8C1!26]*4HS MN[=+1UUKVG3\LMY>/[AUT5@4U4)4$Z@6M=J12^@8752BFJ(TL]&W-.U!Y^?MDF_ICRW!=:R;6;Y.+QK>M-K4_0?HBB&] M"52+6LVZR47S5E13E&9V;Q>YNO;,]?@F%TU<42U M1#5!*I%K79TDTLN*E%-M49K9Z%U&Z]I#VB&;7#2O1;4 U4)4$Z@6M9I]DXMFL:BF*,W\#T]=:.O90]O/ M^:->MO\.LV=N:Q>']CVJ!:@6HIJM0C58E23J*8HS9R0+K?UL-S60W-;5 M0 M+40U@6H1JL6H)E%-49HY&5UNZ[T_M[43@T?B=6{[,K9%%PQ137BO@U;///T(M73!&-8EJBM+,YNUB6^^=L:V]?G#GHK$MJH6H)KQ>06N$+A]CFD0U16EFHW>Q MK8?%MG9I<,NCL2VJA:@FO-=!Z_1ENY,+QJ@F44U1FMGN76KKV5/;(QO:WL&M M?9G!LX &MZ@6HII M0C58E23J*8HS1R;+KCUL.#60X-;5 M0+40U@6H1JL6HM)E%-49HY&5UPZ[T_N+43@T?B=53IO]SEOC[DQ4XR/'"(;QXBCBL1^I7%J"91 M35&:V69=PNJ],V&UUP_N,31A1;40U837*Q,-T$5C5).HIBC-;/0N8?6PA-4N M#6YY-&%%M1#5A/.Z\+6'U[P"KT;,%)BN_;>Y/V M"UCMXM"V1[4 U4)4$Z@6H5J,:A+5%*69$](%K#X6L/IHP(IJ :J%]"90+4*U M&-4DJBE*,R>C"UC]]P>L_NM,<68^U]_85QG-YB]QM1S8#O<,I^S*#KX/0H!;50E03J!:A6HQJ$M44I9ECTV6Z_AFV0T!C6U0+4"U$ M-8%J$:K%]"9135&:.1E=;.O;[Z+<:X/T_4$L#!!0 ("P^+EH?JZ#C<@L &R? ; >&PO M=V]R:W-H965T;'+5;(Z'+19SYW%(IAODG0[N[X_.Q#?GV9[MKF;V[.4"']/[A[+^P?SZMU3;JNMX[<&.CN>LS[P].L7^KO#BZ]>S&U2])ML_:]T53Y_JJ- M%^37O&6V+@Y_6D_-V,7.6NZ+,MLT!U=7L$FWSW\G7YN).#G #CH.<)H#G+X'MN,T!;M\#O.8 K^\!?G/ X:7/GU_[8>)$4B;7EWGV9.7UZ(I6?W&8_7:UF855O M2&N9;1]57J:W:V7M\FR3%D66?[.V6:D*ZP>ARB1=%W^ZG)?55=7L^;*Y@I^> MK\#IN()/:G=AN8L_6\[":Q_MP!N>,#?]NL*8#, \1I@^\H52!X@U/)X!>XYM8%XI%S$MEME^6UIY4]IV.64/K]WE3;%+ENIJ5ME'H?)'-;O^ MXQ_L8/&7MOE%P@02)D$P30/WJ(%[H+M&'PWK_7:WKSX@R79U^&5R\+M_J.7# M-OUM7WT4_O/WBF.]+]6F^&^;>RGY\.Y/6U.]$MK M_=J$>6;:X0%;_P/[>+VX<'SO+M*[M.L M^F2MTF6RKCY5RS9-V)..::H*$"21,@F":>=C'.#BPX7LT]*=]O(Q][N\G3]7(/V M6I?Q>..Y1=($E"91-%TH*N9M9PK;LJ$A)0FH#2)HNGZ41!@L]7J4.N"5OI0 MFH#29$,[-\)%T.%P5,?;?"%OXG"]UVG\.8UU0=($E"91-%T]"@YL?Q+;@^8) M4)] TB2*INM'F8+-%KY#;0\;&D!IHJ&=&Y4=GZ_8@I85V^^BR\^HUK?Y8O_< MSW!)'M6I*3W[+MJ@I3^4)[TB:+I6E%(8$>3N! M'>I>T"P 2A-0FFQH?1=M#A7Z#E_H&YI<[W4;?UKC__.$1@%0FD31= $I5W#L M*9S/@<8-4)[TB2*INMWLG> WSPPS/EXJ+$\V#T%3K]UV\NX?NLVAP(AP|MSBWMG;K-]TDUOX<=(_^'I4$C BA-0&D21=,%I"#!\2;Q-&B4 *4)*$VB:+I^ M%"4X_":;$@98&30J@--'07K>T,3(AS(A\| Y-><=6I9J57T]\HWUPS>5Y.V: M_'B.\5Q#RWXH3:\)HNB*4(3CA)%8&S16@-_&E211-UX]!8?!23=0RIZA=2)(M*YN+\UUG-^W#0O]L*BQ/-$J3#4VSX6IQ MY[;7H2Y5]BY?V0^SNM[E*'[V8X&@$0"4)E$T7<>3SH)I6@NPO078Y@)L=\$8 M<8)+<8++[TL8Z'_0M!*$PWMS+$69\T/LGU8I[%1?>_R]7V7L9EN:>-/8SS% MT(H?2I,HFBX8Y0+N) T'+C1%@-($E"91-%T_2A'<,=H.>*BQ/-"0 $J3#:VOMT5'U[_+5_Q"CZ[]^@^XM@-($E"91-%U%BAS<2?H07&C^_*4)*$VB:'I[*.4/ MWAB]"#S45!XH332TU]9O[<.Z;,VC0,#CX$N6QNPP8T_D_$L0U,"*$VB:+IF M%"9XDW0E>-_0 4H34)I$T73]*$3PQNA*X*&\D S BA--K2^7G=RW555SKL$YGHU# XT.!+F=#;7?C3V\\]=#X $J3*)HN)*4,WB2]"QXT M7X#2!)0F431=/\H7O#%Z%WBHL3S0^*"AO>IL8^0"/N4"/I\+?$R++S^^RY6JM)KE4U1FZ;\#&DTPG&TH34)I$T71-*%KP)^E&*$Q Y0FH#2)HNGZ4:BP/-#=H;-^9UMDZ4[Z,\T[&^1==UD:5OL]7^MW69KKUC3^1M\21#]W\H3:)H^IUV*20(FE>"*"!_I0FH#2)HNGZ4: 0C-&^$,-Y8'F!5":_M;&A]EW$!)0$!GP0,\[K>BSC^[,8*03<>0&D21=-UI/AF*1\(8#F$%":@-(D MBJ;K1SE$P&]@&&B T)@!2A,-[=5%W,NX7HNX@(*!@ \&NHUMP/XW_ES&\PS- M"Z TB:+IJIT\,F&:9R9@'YJ ?6H"]K$)8V0) 64)P1@M##S46!YH5 "ER:#U MZ0G=ZS@* 0(^!!AL=_V7!4H5PDO:$$)HO0&D" M2I,HFJX?Y0OA&.T)8>O>_O/[O+6/"LZVO/$7:#R=HSPF\>0YB7RY3ZXT:)<; M3S=^VV.?F8A]:.(86P1"2@?"27H/0F@D *4)*$VB:+I^%F$8_0>\%!C>. 5 M/Y0FPY9.!OO",B\\(ZKD(]Z2-["W_D\DA=;Y4)] TB2*IHM'J4$T28]"'(T* MH#0!I4D43=>/HH)HC\X%'FHL#S0):&AG-P*.SBO-9EAPZF7VHL/+J'*/^,I= M\S+3?6P\VWA6H04\E"91-%TE*O,C;Q+3@N8#4)] TB2*INM'^4 T1CL"#S66 M!UK^0VFRH?5:#)0=3ZO(;OEVF1P3*-*OV(K_0U)QNP4XW'&T\L MM.:'TB2*I@D54S803])Q$$/C 2A-0&D21=/UHW@@'J/C@(<;RP.M_J$T&;<|M+J%SH19351_S5;V)O_5>K/'G-%8%6O1#:1)%T]6C$"&>I,L@AL8+4)] TB2* MINM'\4+.,IR(8;'K0|_!*$PWMM<5:,ZS78BVF:C_FJW\W-S%![T?AS&L\V- R MTB2*IJM'H4$\2:!!#$T.H#0!I4D43=>/DH-XC%X#'FHL#S08B%L>-<-!E9M"* M?UX*%6*I$RN+W?)O?HYR>_3;6&MU5V%7US4.W;R]/[A^$V9[:IKG%FW65EF MF\.7#RI9J;P>4/W^+JO4:+Z95_RG+/]R.,?U[U!+ P04 " L/BY:>9PG M;@8* ">:@&@ 'AL+W=O&ULU9UA;YM* M%H;_"O)>K5HIJK]F[5;._]L-H/Q)XD[,7@!9RTTO[X!4P]M'I@<,^F;2/W2Q,ZVX6.!7%Z>C\M/GN4WY^FFW* M)$[E!]PI-JM5E']D)Y/LX6SDCKY_\3F^O2OK+\;GI^OH5E[)\LOZ4UY]&N\HMRW@ETR+.4B>7-V>C"_>M",9U0-/BMU@^%'N_.6N7&?9'_6'}\NST:3>(IG(M15DCHNK'O;R425*3]NWX;PL=[7+6@?N_?Z>+9N>KG;F."GF9);_'R_+N;#0? M.4MY$VV2\G/V\#?9[E!0\Q994C3_.@]MV\G(66R*,ENUP=46K.)T^S/ZVAZ(MO8"*8PY@;0#K!/CLD0"O#?"&9O#;_+\3$+B/!_1M0# T8-H&3)MCOSU8S9$.MHS(Z/\V$!R>O6U>T^I=&KB:Z.L!Q6O>LJS*O_AI7<>6YB.+<^2U*-M+Y**-B MD\NJVY2%<^Q\D/7?MG#0K9>&\"F49Q4GQND)\N0J=5[^\=GYQXM3YYUVV*:)T69R.RVK#Z_3C1;N1 M[[8;R1[92.9\S-+RKG!XNI1+0_PE'3\]%!_2\;-#\9R.=ZD=&%>*[61CWV5[MQTCBE5R_<;S)D<,FS#<=$#K\]YN4# \/A2=D.*?#0[FHPMTFW#.$B^'AC#B6MWNX4\!J>]PCO:1W=U(NW>7QSGG],>%NLHX4\&U6#0"'S>SDZ__.?W.GD+R8% MD; 0">-(F #!-.7]G?(^13]_%R51NI#.JVMY&Z=IG-[6JJ]E'F?+UR:!M[B@ MP=5C]OVY.YM,@M/Q_;YR9%);Y9 PCH0)$$Q3+M@I%Y#*-3;.J=[\AU[+.C*1V:VE0\)XTB8 ,$T^:8[^:;#3CR9+@^<M9JXW"R8=SYH[HCO$_7F[+368ZDW\R9=#05]TW1UE'?D#C2/#L]A:9*U M)%!_J:719Q\WM#*<5L+M&V3:::4?:F7VN+3;0Q3R'=>0J[\@E#8KSB^4RKD\R\UD$-82@M!!*XU":;:&F/*]]KI=P> M=X#=8U\E0EV7EK;_:ZSKT8?0E+RE[9<;IAH1E%/_3WKE>C#;]?C9K#AZ=VQ[M!9060FG\@'_ZI*UZQB>PXIARHIAY$S?9H9"DZR%=PU#X=SMCIC0I+RE'3 (MA*'9XU=AIEP/1KL>%^L\3IH%+MU%)Z9F_JSKPX3#FG%Z)ZP/^7.L M]&'*_6&T^T-.1NA8Z],(ZNE:9SU5R^YU<#5G3FBDNIB*;.&T2M[GC8;H:'6 M*D*-&=9?@>1YLWGWC.NW.F:^UQ7G.8P4IHP4-M!(&5 00BT4*"UD!]>E?TGE MIF;];Z5;9NNB;):V &KA2@C*%"B->P8GQU!THI+J8BGSQ:/-EZ<5G3346D7#PA/7[YY)4&?% MZR]B,=2#T[ECW"NQ=7-C;N&CA,!8X:I/UWJ?L&@^V M2(%"#"$H+H30.I0D43>\ RG#RP"MW/,/JF)EW MTC'+3:UIXRE3QWN.]3@TU%H^>;0&V:?L._K0^/U[MC0RUY*!6'+IED73==E[-@YMG9"U)!UKK4'?+.E7?R$T)S?D--22])RZ!LHJ M\9_C,3$/6.OR$UG;].Y8]PNH MB0*E\0/"8:QMU";KO4]Y*SYL,0]-LA:^[ZO.3D[FW>L!]+$\!+2T@QU^!RJDK MHMP7GW9?A+S.-U%5HM:/11QF;--$:V6@G@R4QJ$T@:+I2BN/QW^IA3L^U/>! MTD(HC4-ID73GSZH;*0 O'"GY>U?P*8SOU-$7=)9;?6#TCB4)E T73]E.@4_ ML+R'CK4])Z&T,.@OR)GUC7)H3H&BZ5HMARAXCM4]--1:1*@;%/37"AVS8-H5 M$>KRH&BZB,KE"0:Z/(>K59IDK1QT!4Y+HR_C')I3H&BZ@Y>"%2MT :DM!:2&4QJ$T@:+1'4"Y7 %MEM"EM$M12"OHW4?6+FQ":DT-I D73M5*>4$![0D\LE:#V4-"WAXZ9V[VG)J30VD" M1=-%5#920-M(-J42U#YJ:7IQ,_>ZRD%M(2A-H&A;Y<9[K]59R?RV>0%2X2RR M35IN7]6R^W;WD]6+YM5"G>^Y^U9L7Y6D,-LW-WV,\MLX+9Q$WE3(R9M9=?#SM[&ULO5A=;]LX$/PKA H4+=!:HF0K=FH;:)T+++@<$"-(VQ3TRTMHF(HDZ MDK(3X'[\D;*B#ULBZH+7%UN4=H<[RQ$]YGS/^)/8

DCTG";96#A;?-+UQ71 M%E(B1BR'3#U9,YX2J89\XXJ< XG+I#1Q?<\+W930S%G.RWMW?#EGA4QH!G<< MB2)-"7_Y @G;+QSLO-ZXIYNMU#?T8FF]~JX]BI{0GG!.,HD22AY10B4%@=*Y=@20T$>}UE*E=/ZD95:5\.I?D#I?U59",4>!^0[_EC]'\X*

/&!)41JOB_H7W1+GFE:I'W$C"CZS;P4.8E@X:A7 M3P#?@;-\^P:'WJ<^DI; .H2#FG!0H@?GR:./2'[^G&8)"PGT9OI;AE,)W-WUZ9Y&H.Q5\=TJI_4U4_.D"C-AB1J M1#EWN2R!=0B'->'0ED1#FYPM@74X7]2<+WZ'1"]ZY'RJ>/EYS %68!-4 M{Q!L-0L>M^0X&8V/)%M%M34[Z9!4NN-1<"S=GJA@-!U0;^-HL-G2_/&*"1Q;YU&I+/7SA):EW?CA?#$FF:M&B);:%W>C27"1O=A3;/AR4;J M'0OV_[!!N/%!V&R$:F%_YZB=R] N/K_:7029L2S%]H26I=_8Z7PU)K K5HH M6VA=WHV)PD:_8DW@L]/M=CH*CS7>$S4;X?Y-V6\\D6_V1(/:'3849L2S#Q8L MH77Y-Y;*Q[:TZULU4K;0NKQ;9TCF0R1+V]UFZ:C2.S$4_5''AL)M'2#]T]M;

MPC:;XR*1D:7FY!1(#UP']^9HQ^3K0QY3U ML?3R/U!+ P04 " L/BY:9E*B*/T$ ",(&@ 'AL+W=OYY!Z#TWJ,*,595_X'"$!

MGO.,\$MG+L3BPG5Y,D*2OW;/QB!8P03=,\"+/(?I5F1.'7I^,fKA0<\FPMUP1V/%@"&'I%X6MPS M>>;6E!3GB'!,"6!H>NE<^1>Q/U "?<Z\[+SDP@1S]NT1)EH L> M4$))@C,,=2K0*;BA>2Z/9-N2+V %&8-$ /G]1-XD,.+@)$0"XHR?2LS38PA. MWIV"=P 3\,><%AR2E(]

<(1NOFN F54.ORX8&;S0T '>4B#D'$4E1VJ*_,>L'-M^_2A63_M_4 5>Z5EL7O%IW'1B)CVAQ!KI>!P1>T&M{(&;Y[P4QRL-]

M\LPHC\SR$"52[FMYMT4>'RX/#,^R6P^#KN9UW^:]}>[*W97(9J]<>2\T5%WP! M$W3IR,F

((I9$SOCGG_R!]TN;BS9AH4U89!,66X(UW._5[O=,]/$US"!)$#B9 MH!DF!).9?U1^YRTSECT&.=LPF+;,)B2["& M<_W:N;[1.3U]+?7TE;^G+P#3O^74J6>R-OM*YF##OO?=H+]MGS'RL?;9A$4V M8;$E6,.^06W?X+"!ATBZ9\@-=H=

<=]CWMCPSACO6LY:0NZ,\LADRM@1KF#&L MS1@:S;A*X0Q3N0Q,<0(S\)$D;3X8&N V\K:EXY*AH(QM>G'?

HH"BG6IE(\I>"Y@A0IE)*=F*N M"@]+-]'K|S^A9J"L*'9$B1TP3_VK+++V-OCLTO%ZYW/+B.ETO)]9+B+9LL]G. MZ/NU,S:C;^:0S)!Z,=\

2D.E\4O$A';,4"$#+N"+2@UN2$G?6Y<:.RY/_F:<*9BL);-)"J[3(*BVV16LF M0;!.@L#NJ[69=[3/P7,"'!]P366U5;(O6]&1=Z_*-

Q12YT$^Q&HKM MX\QJ[\^U@NVG?D>92=_77?R#R@_8\6UN;N')T35FMC5FG1'N/^TW+:5DN; M2;>NEOG6RF5FTM%^[Y;"!CL_

38C1BT1MR?EV%;$T@UW8Q-5#J69WN[F\EVH M(*+>MZI+;.]>;L&E/NT]!)A=!'&1H*I'>V5!VCY5;W^6) MH N]53NA0M!<'\X13!%3-

\CO1U2^C54G*D#]#PCC?P%02P,$% @ -+#XN M6L^3MNFI P \DZ9)(6RE:K[2KJKW;/KO@)-; 9K:3;/]^-E 69-<+ M*E\2#,\YQYP#?

H271\J^\QU" ORL2L)7SDZ(^LIU>;Y#%>27M$9$7ME05D$A MAVSK\IHA6#2@JG0#STO<"F+BK)?-N3NV7M*]*#%!=PSP?

55!]NLC*NEQY?C. MTXE[O-T)=<)=+VNX10](?*GOF!RY/4N!*T0XI@0PM%DY'_RKS&\ 3<57C([\ MY!BH6WFD]+L.W!8KQU,S0B7*A:*

\N^ KE%9*B8YCQ\=J=-K*N#I\1-[UMR\ MO)E'R-$U+;_A0NQ6SMP!!=K ?2GNZ?$3ZFXH5GPY+7GS"XYM;10Y(-]S0:L.

M+&=08=+^PY^=$2<_SE T &" ^%Q T@&2QOO6K,;I M% JX7C)Z!$Q52S9UT,35H*7!F*@GZT$P>15+G%C?D@,B@K)?[P"1S_&;% F(

M2_X67(O#REX_;I2NDCJIV\X{S8\L9/,/Y@.I+$'KO0. %D0%^;8?_NR=6 M>&J'IRB7<+^!AP;XS?GJ)GAVOGHPA+LRFCZ?

H,\G:/BB9_CNX5'&+1##L.2F M*%IXW,#5,G)8!W$T\SQOZ1Y,/;?*J/7KBM&;7!XO,+FX8S1'W!A$2Y"<>!)["ST']\[8 M"1-?Z%G?

S.E9C81V2"&](\ALL:088+E6E> +:6%,85(=\2;AWH,5IVQ,>BB M"S_28YA2,YN(;!!#W,<06V/XGPI8 OS4.DPYQ-H*$?FAX76P"HW-

(=9R",,@ MT(,84C2;B&P01-('D5B# ^%# +:;@,RIP+A.Y);DI"RO'R-N]GI(LG9+L9DJR

M;'"*R0:JS/M79RW]^%3XVT)G>RZ/8TUZ:=*:]7.:>/^7D,GUR?^0&WLY[;^16@K'NSC77HD1?!E.]S-

C(IYQ:IFL^X^VB]W;QPNYLQ8^U=J%[YD=ZJT_U M.F-WGG)NF:X9)H.\!P,]WI^O-> ^EG=?,,-;DCFWP 'N)WE-30Z&Y^4XZO\PD

M:W/ZY+O8MSK]G_P:IAM 'SDM$<\1R1& I) +,]EO8"[V#),MX#F#M3$%*_OH

M%'QM'50/NAZ"7K<($ST"O%!:X+6S8[$(Q6"5LWA#L$",54@KV\H%4\#M)C%]\\LN!,]K$OL[89@/'BX>]O7OF[NRK(,OB_ER#J8O?8

MQ_75175?SV?+\N,ZV-PO%I/UUQ_+>-?5P.0@'3P_\/+NJ[J3NLM,6G^^UQ^*.?SK=0\CS_VZ."YSVW#PX^?=+E[\4;KUI-=_L_@T>'H]-FQZG

M]YNZ6NP;-Y\O9LO'_R=?]B?BH$'CN!M$^P,1J0WB?8/XU_;)OD%R:H-TWR#] MZ'!^;[!^:FO(1P]7;G1KH(>+_FN M7O))/;FZ6%

M>_)+;^_R].:NWM5?.W7ZK[UVXV^>E].F>?AB\^+TYI&GCN+G=YUXY\6]WG5<

M[S"/3N)VMI.']YO59%I>#IK9P:930D/OWJ/U4]F0>K_9AX%ZSFDV7];CAB^/FP[,E.!8E)$E,DIDG,="]4'&5)YT(54*=61:?/%9UZ M*_J'Z?

1^<3^?U.5U\|-*T\%T-MG^,.2J8]_4MXH?L>S@Y'P79:/S;AF3OOH2 MDR2F2$R3F'%3\X$TX+^LRN6F M=%7PN//-)PH5K)?

A6H:U8SKG+C7+9Q'1LGHY7*-VG*- MR&4)O]:[8DDM1S6QUZR?Q<.T^U8BT6X5JFE4,ZY3XER>*XSQY*!W!]GS180W\.+O|

MVG0M],=K'ZKEIIJ7&V?)H1D:JN6H)E!-HII"-8UJ!M4*2K.'0AO+A2FT7A&B

ML1RJY;@F4$VBFD(UC6H&U0I*LP=&F_.%_J#OU0L7:.07=J.D*,VZ<[4<[5:@ MFD0UA6H:U8SCV"TZ6;H MC8M>/RM"TTY4RU%-

[#5K"N#Z'1&)=]M03:.:<9T2]ZS(<6"492^N^$1M#!GY M8\A_UW?E.EA,IG?-%]9?CQ>LW^M;L*B6HYI -8EJ"M4TJAE4*RC-'A]MW!F%

MT(0G0L-.5,M13:":1#6%:AK5#*H5E&8/C#98C?S!ZFLG/'ZV]S#1)G%CUST, M:*\"U22J*533J&9<5\OQ>_H%U:M=VFT(&_E#6.^O!?

FAWF5*:CFJ"523J*903:..0;6"TNR! MT0;$T9B:YJ#),*KEJ"903:*:0C6-:@;5"DJS!T:;#$?^.UU?/EIVCO0I4DZBF4$VCFG%>+4?\1?5JEW:;

[4;^;-<]&3I|(0B->%$M1S6! M:A+5%*II5#.H5E":O5U=FRC'(VB&%*-1,JKEJ"903:*:0C6-:@;5"DJS!T8;

M)!QJ.S[D(0VJM"-8UJQGE&'#,DYW'QBPM! M<1OSQL=BWFJ^V=7HHID .5>_$+O^D3OF44U@6H2U12J:50SJ%90FCTB#O;C

MQ3;D97?D9;?D9??D93?E97?E9;?E9??E93?F?8L$.&X3X-@;I+U^?H/FP7O- MOC',<5\8VJM -8EJ"M4TJAG7U8JZ6RD75*]V:;

<9;GPLP[5F02FJ$9LBHEJ.:B!T;)<>.F\/07A6J:50SKC/BG!H=/)/[CM3H1.7@#RR[VK&\UN44V@FD0UA6H:

MU0RJ%91FCY0V+4XB:':4H*$QJN6H)E!-HII"-8UJ!M4*2K,'1AL:)_Y;BE\] M.T(C9%3+44TDW3V-PW/' A#:JT(UC6K&>49+

MZDAYHM$MJN6H)E!-HII"-8UJ!M4*2K,'1!L#)]2>T D;_*):CFH"U22J*533 MJ&90K: T>V"TP6_R-GM"^]G>PZ2[R7#FN/<+

[52@FD0UA6H:UY2T27%"[0J=H&DQ MJN6H)E!-HII"-8UJ!M4*2K,'1IL6)V^S*[2?]3U,T.P8U432W=G8,0V0:*<*

MU32]F=-,2''T,*MBTS;&3?TQKKQ?+V?U_;K<%>G-[,OV8^=M7WZH;XVB6HY] M-M4DJBE4TZAF4*V@-

'!M@M'"%P2FT$G:*9+ZKEJ"903:*:0C6-:@;5"DJS!T:; M^:9OLQ&TG^T]3+I;"R>.?:#13@6J2513J*91S9QVL0JJ4[NPV\PV]6>V[JG0 MR6M ?

KUW?:/1+:H)5).HIE!-HYI!M8+2[-'2AL5I0LV/T- 8U7)4$Z@F44VA MFD8U@VH%I=D#HPV-T[?9_]G/]AXF:(2,:B+M[F+LF

Y(M%.%:AK5S&DGI'_< MEKZ\YT_:IKFI/\W=_A'4>GT_K6?5,I@MM[4[+3?N12 TP$6U'-4$JDE44ZBF M4T3;O]R\K_^W'"K3-NA-

_4'O"U.FTQ>+T,_7 MU7)4$Z@F44VAFD8U@VH%I5G#)6M3YHS:(SI#4V94RU%-H)I$-85J&M4,JA64 M9@^,-

F7.WF:/:#_;>YB@F3.J"523J*903:..R;H[1+OF44-%[@5%-H)I$-85J&M4,JA649@^%-E?.J VD,S1"1K4<

MU02J2513J*91S:!:06GVP&@CY,R;Q+U^\H,&RGLM/?@.&#M^DPCM5*":1#6% M:AK5S%[+_!>KH#JU"'[N-@#-_!/PT^3EY.C[\?-

/ZFKU>4@' 2_575=+78?WI63ZW*]/:#Y^DU5 MU4^?:#MXJ-:_[UI.U?\\4$L#!!0 ("P^+EJ /IK:7 ,_"(/ : M>&PO=V]R:W-

H965TSB/:WAZH.PWCP$$ M>DR3C,^,6(C\RC1Y&$.*^27-(9-/-I2E6,@FVYH\9X"C0I0FIF-9@9EBDAGS M:7'OALVG="

<2DL$-0WR7HC]_0@)/ND2IE3>EOU?@2S0Q+O1D IE M@>7?'A:0),I)OL>?RM2H&6,#1;#!NT3< MTL-GJ KRE5]

($U[\HD,9Z_L&"G=R\(G$K@G"IP M*X%[JL"K!-ZI K\2%*6;9>T%N"46>#YE](''8BI9NZJ*@7Z@E+Y*I@7(GF'Q* MI$[,K\.0{2!"WPA>DX0(

AR]68+).%OT7OT<+=$;R[>H@M$,G0?TQW'6<2G MII"YE8.95GD^EGF<%_+<07Z)7.L=\%O05,YT3DNITH6R1F78"%[_1{5?

>CE6UKZA:6: M_ONY8[OVU-PW*6KSJD7GBN,_OH^=T).[&M(WS:?.?B\SOX7,L;'_$;*&.+7U#S"[3\KB.\

M)11]AXB$$N27+.P#I_4XD\EB2+/ED&:K@$% MH_9878ZZ2V=W!^HZV8XSJ8-:?,8UG_'P.XO6\EP^XT[(_\83S>F9V?I!HV]

MH)_I*8S^;\-0RL[E"D9_?QCPCTQ'0 =&/&3G_]MO7\U6P-MQ'HO<[%4KDU MQ[OK-<9[]3W<$]7=''WJB'+LQS$HZ9N-

XH4Z/WS';DHRC!#929EV.I)Z5![*R M(6A>G#C65,CS2W$9RT,L,!4@GV\H%4\-=8BIC\7S?U!+ P04 " L/BY: M8B&ULM9O]

MC]HV',;_%8M54RMM1UX(+S= NIYCK=/:GB2F"4&>M+^^#DA1S#D M7$*?_7*0X._'B1]X\#W8PYU(G[(5YY)\BZ,D&

[564]YOV^ULMN)QD-V(-4_4 M*PN1QH%4A^FRG:U3'LR+HCAJ.Y;5;<=:F+3&P^+<0SH>BHV,PH0_I"3;Q'&0 M/K_GD=B-

6G;KY<3G<+F2^8GV>+@.EGS"Y9?U0ZJ.V@?*/(QYDH4B(2E?C%IW M]BUSW;R@:/$UY+OLZ#G);V4JQ%-^\&$^:EGY%?&

(SV2."-3#EM_S*,I)ZCK^ M*:&M0Y]YX?'S%SHK;E[=S#3(^+V(_@[GYW7MZ0E_-F M(LJ*OV2W;^L-6F2VR:2(RV)U!7&8[!^#;^5

'!78G5<*G++ N;3 +0O<2PLZ M94'GT@*O+/ N++B6!=UB[/>#58PT#60P'J9B1]*\M:+E3PJYBFHUP&&2O[,F M,E6OAJI.CBF?

2O(KF;AW['P3<2(62A=UZBWE,@BC]UZ\4S56X7Y6Y-N6\N9WQZ0RSWU?)V>>^.7MY6DAUTA6I\"^JE-?

ME=O4;,8.9GS44CZ4\73+6^.??[*[UF]U>B!A% GSD3 &@FDZN@<=71-]_"AD M$!%E^9E4'ZHP618?OSIE]QROX.3?%]NQ[?

8\:]C>'DMF[*VI9.==NGVGV]>[M])%=,A\,TZ)ST*)CU.)N'BQ#03[R>3A3HGQ(9G4Z&!E-/V%(&$7"?"2,@6": MJMY!5>\JI_20.B)A% GSD3

&@FDZ=@\Z=D%.:>0T5;9[YH&=_L#KZ!Y(]ZVZ MWW%*Y(6Q\PL;>%;U=:"-<>\PQCWC&/\UDV+*TV*20NY%LN6I#*=]6OA)2%X[

MXS/RFHXU$D:1,!\)8R"8IG#_H'#_*C?L(W5$PB@2YB-A# 33=!P<=:R W-#(M:.HL$D8'9Z9I.U[7/C%-9)<,!-,DLZWJ?

VWK!^R5_$LNFX&:>VDJ*91&H30? M2F,HFJ[^4=)B7V6]91E*3B2-0FD^E,90-%W.*H"QC;E P8J?K$[UQDD-'*!TBB4YD-

I#$73Y:QR%]L8!S0Q2&@6 Z71DJ;Y:*?G]4Y] M%)]SH&BZ? MQ);'90QPZ806&N) :11*\Z$TAJ+I/]%7>8]C7?_&4UMQ-

M8UFQRVNPZVNP"VS^CQ4V3A4?.>YU-@R-B: T"]7Y4/!#T70Y]YC(,2_3:6## MT."HI!T,9V1/F-G]:T]K-?:-

"#HNF"5$&/8PYZ&)^FFR!]+A9F_HB]0F,@ M*(U":3Z4QE T7?XJ+7*ZU]DK-_""TBB4YD-1#$73Y:P"(,>\!JB!O4(CH9)V M,)S=7M\]M5=HU

.E,11-%ZZ*>AQSU#,)HW F$O(UB"+^3-X'R1-YY&E,_A1! M4JL?-/&!TBB4YD-1#$73=:[R(V=PG=]"0R(HC4)I/I3&4#1]_7\5$KGF14$-

M=@! 8R,HC98T+UQSS&'WTXLFLN9/& M8D$C("C-A]{8BJ.:+7T5%[G7[JEQH] .E42C-A]{8BJ;+>;2["K:]"AH&N>=; MIP:#$Y^C-8WJ/:.

[OPJ:W;2/-I[F&Y$_!NDR3#(2\87"6S<]=6_I?F_O_D"* M=,$7=2]D%''Q=,6#.4_S!NKUA1#RY2#?WGK883W^#U!+ P04 " L/BY: M4>,S\]O

!P@P &@ 'AL+W=O&ULO=WK M;Z/8&=%QG9X/N<8S$^ '\.P6.8BGJZ+%O.A-AJ-AXLX20=W-^O'/N=W-]FJG">1 M^)PKQ6JQB/-OG\0\>

]D=J(/-[\FCT]E_<#P[F89/XHOHOQM^3FO[@VWRC19 MB+1(LE3)Q>QV\%&]CK2KNF"]Q+\2\5+LW5;JI_*095_K.\[T=C"J9R3F8E+6

M1%S]RSNQ7Q>2]4\2F_0P7;,NG#_]D8WUT^>>C(/<2'NL_F_DVGY=#NX'"A3 M,8M7_+7[,46S1,ZK{U)-B_6/Y679MG10)FLBC);-

,75#!9)^OI__$>S(O8* MU+-W"K2F0.M;<-H4G/8M.&L*SKXO.'^GX+PI..],,&X*QGT++IJ"B[{/X;(I

MN.P[PE53<-6W0!UMMMRH[Z34[<9^L[7'[Y5L-K?:>WNKFPVN]M[BZF:3JV^V M^;LEFXW^^H(?OK[BU[N+'I?QW4V>O2AYO7SEU3?

6^]RZOMI+DK2.AR]E7OTV MJ>K*.UT\E,]':%)F#R)7M)&F*?=9^BSR,GF8"R7,2E$H/^FBC)-Y\;/R0?GM MBZ[\]->?;X9E-7IM#"?-2,;K2-

H[(ZE*D*7E4Z$8Z51,._^1->?WIH7I+7C\^ M5,_(ZR\.U;OR^JM#]?Z!]:=)@&&UV;?;7MML^T^;5 RSYQ-%N_REWNQG'1.Z

M[U]^VE&NR\NKUUQ5?K$NU[I>3O)R=S4_44Y'[T[>E)=_$=?DK4.CI]+1 M[?[E7:,_[?^ZYN_V?>U>Y]^=6G2\OU\6D*E??

*+0_ZEW>];$)Y>1#GV_*NYQ[U M6//=+]K6+GBZC=_3M7NW9C$=!(S2,PD,8O$;!)S2,PE,8_$?!(+2"PDL0C"6N%SM@V?,YE^ M]SG/)D),"V669PLE*8I5GZDLV4R=XA8+H^!%S&W^+]7M$55M)1C@TK$M-) MS" QD\0L$K-)S'G%SM=8?;7B^4X=GX_J?S? #Y_T@(D?U.D8]'76,ZI.C!B06 MDE@$8:V0.=^&S+DT9#Y.X\$2(UC(X3$=!(S2,PD,8O$ M;!)S2,PE,8_$?! (+2"PDL0C"6E$TWD;1^(=.ML9D^)"83F(&B9DD9I&836(. MB;DDYI&83V(!B84D%D%8*WPNMN%S\7\YV9*.K01EWK(WB[X%77^@W)V440UHJ&RVTT7$JC M0?[N6U<(2+UC0X#$=! (S2,PD,8O$;!)S2,PE,8_$?!(+2"PDL0C"6K%TM8VE MJQ\Z7;HBPX?$=!(S2,PD,8O$;!)S2,PE,8_$?!(+2"PDL0C"6N&CCK;I4W=R M24^8DG22+..Y$B^R5=H917+BV"Q"-;W1#A['&NBP)JI9J&:CFH-J+JIYJ.8W MVOC02RE APU1+>JQ/[238]^%494FA9.6HII J>1Q*3IC0EI_=$R0FMYHJK:W M7D8GH\OO0X(++%6*,IM\58IL/E7*3"GSY/%1Y,UEW/IC M$YT1I'7-^>*\O9O? RV=X=+:0FH%}JI9J&:CFH-J+JIYJ..C6HJ(:I%E-9. MJEW7L"KM"\3>3)(/<_2!$=IHC&H&JIFH9J&:C6H.JKFHYJ&:CVI!HQT\90O1 M82-*:.^?2KJ%8E;82;L_$.K.&;&F\1S4=U8Q&VS_3'6OGWV]YLV,QK>,58J&3 MLU'-036W8XV<=:P1KVL%=[7WHK,+4"U$M8C2VOO]KL=7E3? Y'OC\Z'^4?EW M\E&.C@BT#QC5#%0S4U -5"5(LHK1TWNX9A5=H2 M^+]] QUM.VZT V_'Z_T6,]"YF:AFH9J- :@ZJN:CFH9J/:@&JA:@645K[+]KM MNH8U>==PD*3)8K50Q.^KI/RFS)(TKDZHTL?F?*K.FP>Q>9>_P?9*/<&S2 M:&_;'M7.S[WIZ+@&JIFH9J&:C6H.JKFHYJ&:CVH!JH6H%E%.Y-V_.3AVT1QG5#%0S4 1TV M;+2#%R\C:MAVGFB[/)'W*0E%6R^I'E1.+ MZ@QH_44,V4PIGX3RSSQ.B[CY;H9T6E^;R?+ZM"A6_K&*Y\DL$5/%W)PVG?3N MW9%/_>C@05N)4 M'8ULKKQ'-1W5#%0S4VI1C4=U0Q4,U'-0C4;U1Q4D;UWO/7:%;FLCKF*ISA?WVJZ)SO3"NW4UCI[J]_T M/_9;S$#G9J*:A6HV]CFHYJ*:AVH^J@6H%J):1&GM?-FU8&OR%NSU\SGO_Q&@ M]S]')I>.3I2KMY>'SL97G8V.O1^,WXA\D=Q+^;SHHJ.*BWJ0?8>57(QJS_\M=]5KK^MQ7[T.UH\/=\/>W2RKPYX@SA^3M%#F8E9- H3[.&"AY\OBTO5-FR_4W MV3]D99DMUC>?1#P5>;U]?M9EI6;._4 +UG^=?TT[_X+4$L#!!0 ("P^ M+EKE#\$D^@H -"7 : >&PO=V]R:W-H965TG7[$&(7/ECM8RS#X.'/%]?#H?9_$&L MPNPD68NX^)>{)%V%>?$PO1]FZU2$BZIHM1QJH]%TN JC>'!]53WW.;V^2C;Y M,HK%YU3)-JM5F'[{)),)TX>!.GAYXI?H_B$OGQA>7ZW#>_%%Y+^M/Z?%H^%6 M640K$6=1$BNIN/LP^*A>!N-I65 M\9](/&4[/ROE2[E-DJ_E WOQ83 JUT@L MQ3POB;#XZU'KDC0*M+M#Z%HSK@O'K@M,W"B9UP:1OP6E=<-JW8%H73/N^AK.ZX*SO M".=UP7G?@HNZX*+O*JFCERTWZEVRW=A{6WOZ5LG+YE9[;V_U98.K>UO\S9*7 M3:Y6VWSX_/&M/OMZF(?75VGRI*3E\H57_E!-H*J^^,A'<3G7O^1\;149=? MZ^(V5_ZA?%RGT5+11MI8N4GB1Y'FT>U2*$&2BTSY41=Y&"VSGXH%?_NB*S_^ M\)/R@Q+%RJ\/R28+XT5V-5W\>5WMC7%7QDSA_R)19O!"+COJ9 MO'Y\J-Z0UT\/U5OR^K-#],:_N)0O7? @_=,DP+#X$&P_"=K+)^&3)A6#Y/%$ MTEG>-;AP: M/9:.;O8O{QK=^K[7;O=_[5WECKQ<%_.B7'USY=WO>^>]!QO=[U^N=90'\G(_ M3+?E$\D<&F^[Z;CRQI)NVK$6GYZK)MU5Y>[<9;8.Y^+#H-A?RT3Z*.;7?_^;.M.AW]LVL>DIA.8C,2,TC,)#&+Q&P2G7G]-D M+L0B4^[29*5$6;8)X[E0DCMEOK.7%E=[8>OP6U@\ZMK7^B0=Y=C^0F(ZB8ONOX8TKV"Q+326Q&8@:)F21FD9A-8@Z)N23F MD9A/8@&$M?K%V;9?G/U?CC^DHQS;7TA,)[$9B1EG^WO)IWM[^>;^4F=[N](6 MN5XVB3DDYI*8M__&;J.]=],? 7^IB;QL%T'JU9O#Y=@:?RX\7)!=NNF;J5#MV MII*83F(S$C-(S"0QB\1L$G-(S"4QC\1\$@L@K-5'+K9]Y.)=1PX79+\@,9W$ M9B1FD)A)8A:)V23FD)A+8AZ)^2060%BK7ZBC)C@R.G#L$,7S:!'TNE7"5;.+. M]B$GCFT?M;.[-W:ZM\NFHV/.4,U -1/5+%2S4OIS0YZ S5 M#%0S4P&[9PS7:;(]%DC2;\\G#SL[B72@HSN)MO_Q/IY'!T==(9J!JJ9J&:AFHUJ M#JJYJ..AFH]J .6U.TD3E52ER2KLVH- \F*/(")JN1+49JAFH9J*:A6HVJCFU M-I7_3^.B@WJHYJ-:0&GM/M)$*%5I'FM[R-+9&\AB$#72\3U2Q4LSO>CNGKM\- !AW0[AASO91G1(7U4"RBM/3V;/*_Z(-H^\VR M\Y5^>4?Y&$?/8S3QB&HS5#-0S40U"]5L5'-0S44U#]5\5 LHK=UKFO2C^K[X MHXKF'U%-1[49JAFH9J*:A6HV]CFHYJ*:AVH^J@64UFX?31A2/92&['%%$XTZ MJOOYLJXKFFB($=4,5#-1S4{U&]6<6CMX%@'- //8;U$<'#2BM/:F;?*0J#T@> MOJ*)1B)K[> 5333MB&H&JIFH9J&:C6H.JKFHYJ&:CVH!I;4;1!-\5*4Y*?** M)AJ6K+6#5S31'"2J&:AFHJ%:C;J..CFHJ':CZJ!936_OZD)A&I'4I$,EU&:H9J&:BFH5J-JHY6D?0L>-8!!W40S4?U0)*:_>1)H2IR4.8 M_JKD61[&BRB^?WMG0VXU&:H9J&:BFH5J-JHYM78H@HT.ZM7:H0@V M.FAP\)6VIW43G=3DT4E94$%>>O1L)C4=U6:H9FC[L<_]WZ'N6&@O:6&AZV6C MFH-J+JIY'6_N7B3#1X<,**T]CYO@HB8/+AY(- #P_5WT7]F9=_%%,^E44A]4W M6Q>'-OF#4'Y-PS@+ZR^[CA=* 29I>0HB5/Z]"9?17206BE$4Q?-B'^"D=TQ" MON)'=Q$T"HEJ,U0S4,U$-0O5;%1S4,U%-0_5?%0+**W=P)K$I#9Y5TQ"(W-G M-ZBFH]H,U0Q4,U'-0C4;U1Q4/)M&IR1.=U2T#=L]HOIV6 MJ*56?'FR=_QVTV\Q7;Y>1_<-&F);B;]6:AFHYJ#:BZ]>;CFHUI:>T>T"0M M-6D4Z_JS2.O]BNI^T4$^TUST# MC5>BFH%J)]I9J&:CFH- J+JIYJ.:C6D!I[9[1Q"NU_'*YYX1WE>71,7=G:CN M\U6>_7BY2KI:%4TDRY/Y5R5+EHORE$B>1O?W(JUW.,K3*IVMY:Q',]B1K^#1 MAR1H+!/5#%0S4*C6$0_MV&E!TZ&H9J":B6H6]MFHYJ": MBVH>JOFH%E!:N[,TZ5!-G@[UHSA:;5:** YR\F_*W,.R[Y]K[B*Q_YV- Z":CJS5#-0#43U2Q4LU'-0347U3Q4\U$M MH+1V!VH2I6/U75=\QVB(%-5T5)NAFH%J)]I9J&:CFH-J+JIYJ..C6D!I[?:A M->U#GERE? K%EW.M+.F_JQ0[\/H(N7^FC&P2:2T4U$]4L5+-1S4$U%]4\5/-1 M+:"T=H/8N>VY/!)[1"2DE@Y%0OHMILO7Z^@>P-[G+V#.7L+ <_8>YNQ-S-F[MF+.W,6?O8\[>R/RO2)6.FU3I6!H[>U\DI#8/7+?MM90N7[^C>P&I&:AFHJ% M:C:J..CFHJ':CZJ!936[@5- 1'0LCXC^E5&/>NA7W[!S=OJZ9_1:3)>_D*,; M!IHI1343U2Q4LU'-0347U3Q4\U$MH+1VTV@RI>-->F=*_(1OQ[I,5O>FUE"Y_ M%4=W##11BFHFJEFH9J,.@VHNJGFHYJ-:0&G/'6.8/0B1ZV$>7E^M1'HO;L1R MF16[\64+P?9>58ICBK*K_;Z_*@- AGO/&^JEJ78\;ZN7;M?SGGKI5\\/FV&O MK]9%)_+#]#Z*,V4I[HI5*/K*H?'T2X$&FY M0/'O=TF2OSPH!WA*T]_5R[S^'U!+ P04_" L/BY:9N[}SY$* #7C0 M&@ 'AL+W=O&ULO=UM<]K8%<#QKZ*AG<[N MS#8@8?!#;<]LK&!ZV60V,TF@Y749P,;]_K^SYGM]?IEC&B? B<:?EFM8JR;Q_% M,GV^&>B#USM^B^]X>WU.GH07T3QZ_IS5MX:;I5YO!))']>)EHG%S>\G M_2H<7U8!]1;_CL5SOO.S5AW*? 9I^K6YX\YO!J-HCL12SHB*B\#\G<2>6RTHJ M]^.W!AULYN$N7_XGGQ>/-X&*@S<4BVBR+7])G5S0'M-*F\6;K,Z[^UYV;;T4";;? (B737!Y1ZLXN3EW^CWYH'8"=#/#@0838#1-V#<M!(S[!IPU-6=O R8'B9-P*1OAFD3,.V;X;P).. ^;X:()N.B;X;()N.P;H(]> MG[G1VY#IH9#MD]W[V=9?GVZ]?KZ'+R^L^E5I1D5T>YVESUI6;5]ZU0_U2[N._M+U^,<5)5X90R#N32M4]I4CSFFI7,MQ5P2[ZCCI\? B/77\^;%X7QU_>2P^.'+\A@(8ED_<]MDS7I^]CX92-,7L@V9<M_%0_;9(=NNL1KH\/AIO]/)/%H\QNJ2<+O'SH_U@]F=8]D3 M97:W?]@LN_?'CMU7AW\1:V7VX(\]=&'_<$/Q*AYO_P\:U]Y8\7^09"\^OD2=MR:.JXU?_J1/1W^350*)F21FD9A-8@Z)N23FD9A/M8@&)A1#6JJ? 3;SUDZ$V*>:XLL76EQGF^B9":T=*'-=H8'23T\6$?? MHO)6+]MB9993]JYC$3!*S2,PE,8?$7!+S7K!)C573Q:=;?3H957^NAT^[%2K9 M<#R2;!B0NQ=*6*?Z)MOJFRBK[^=Y]!"GVB)M$;5Q*E%BFIEHTE&(MV!B(6F MM25I)[*T#IK6134/U7Q4"Q!M>NP!#JETW?K9Z4,0E? 7C)84HW4++HD)(BT<9 M?W+QD)K9:+]Q\RB//HPNWI8.F=1&-0?57%3S4,U'M0#50DKK%]'1%]'1]PBE MJ:<,/;G^2,U$-.O1NN])T[? _8=IH4@?57%3S)_(6/9A'9HU0+60TKJ5U3:Z MZ,1/[(^MLVC_U?I]{]=.A2"MJ#@FH.JKFHYJ&:CVH!JH64UBW"MA=%5S>C_&-3 MY$64S./DX:7E1%J(.*L)JIFH9J&:W6A'%[4=R887L@U==/\\5/-1++>C[V(54 MVFX!M8TINKHS1;D6B?:@H)J):A;JV:CF-- JQ94$7S>JAFHJ[@>01T2\O]BOK M>S20Z&T'B:[*+S'6N3+???W[3?K\]^R$E=Q$M7?GD\76O$HM'JE49)'S1?J MD[FVSN(TTXI4B[1_;)EO(C%7+/++H'("ECQ\Z+_B3:RH)]):A;JV:CFH)]+ M:AZJ^:@6H%I(:=UOF+3F71!5FV> M7)MH;TVC=19D]0_&V[HD<]JHY]":BVH>JOFH%]!:2&G=NFP;< QU TY3E]%# M_85 L5B(^BQPU;SU!3N"]U59J'F1SKY}>;J<5Y/9(HL?'LJ9\FP[(9:6+]J4 M@VIFHQTK7[39!M4<5'-1S4,U']4"5 LIK5N^;;.- H>P4Z+%F)5EUZKWHI$Y^M<@&C+3NH9J&:C6H.JKFHYJ&:CVH!JH64UBWTMF7'F+QOT0D]XPVJF.AFH9J- M:@ZJN:CFH9J/:@&JA936+=&VO\A0]Q>=LNB$=AJAFMEH?1:=T&8C5'-0S44U M#]5\5 M0+:2T;D6VS4;&D3/? O&O1"6T^0C6ST8[-6M&F(E1S4,U%-0_5?%0+ M4"VDM&Y=MCU,AKJ'Z5.:CFHUJ :B&E=2NU[8DRU#U1WW5Y M&&UI0C6ST=ZTVYJ/WK[3HKU*J.:@FHMJ'JKYJ]:@6DAIW>L(M+U*XR.GW^G4 M;[K3?+-]^\QVPG[1H-LLV8EZW+6Z2=13/M5C1;*S.? &KYHIK9:$?&R6A.&]4< M5'-1S4,U']4"5 LIK5N];1O36-W&1)VY59WFY%)%>YS&^SU.\H&\A>:U4]OFH%J!:2&G=JMVYUM8[+ [;%7FV+O=P6>[TM]H); M[!6WV$MNL=?<8B^ZQ5YUB[WLUO?H#Y'*#-/MV^)OEZD0G%S7:T=1HNTO:4_E &&U60C4'U5Q4\U#-_M1[4 U4)*ZJ9KVZPT/G9^(6C>NG]F&?DYB"0:!QD]I-[QD]X98DR4'(3U2$ MIG51S4,U']4"5 LIK5MC;.?1^%BWD72RV;NW5\V? _$Z(MB"AFH5J-JHYJ.:B MFH=J/JH%J!926K>4VS:E\?G[9J!H)Q*JF:AFH9J-:@ZJN:CFH9J/:@&JA936 M+=&V8VFL[E@"9Z#H.9I0S1SOGZ? GP P4[5M"-0?57%3S4,U'M0#50DKKUFO;MMS0^TK=$S4 O]RKBP QT?\,#,U#T9$FH9DL.XL ,%.TM0C4/U7Q4"U MI+27 M&AOFCT(49E1$MJ1P_B4Y0]Q$FN+<6BW(6J_VZ@9=4[\>N-(EW? M#/2!=I\61;JJ?WP4T5QDU0;E[Q=I6>'- C2K!C$)">=W(#QC#GZPN7C*\B_%H]:E\WVY2(O+P6-9KLZ' MPV+VJ)=Q\39;Z;3ZS7V6+^.RNI@_#(M5KN/Y9M:R,?1&H_%P&2?IX.IB\ I,/M^=5%MBX72:H_Y$ZQ7B[C_,>U7F1/EP-W\/*#C\G#8UG_8'AUL8H?]*TN/ZT^MY-6EX5:9)TN=%DF6.KF^OQR\<\]5.*T';* !Q.=%/Q<[W3GU7[K+L2WU!S2\' MH_H6Z86>E3415U^^Z1N]6-12=3N^-NA@.V<]?EX.9@.G+F^C]>+\F/V)'5SA\+:FV6+8O-?Y^GYNI- JQMFZ*+-E.[BZO8S2 MYZ_Q\J-8/L3/"UX9X#4#O+T!U<3M_QF@-]U0-,"+H.")L!X?Z U^[#M0DP M[CK#I!DPZ3I@V@R8[@\8OS+@K!EPMHG#\^.W>?"CN(RO+O+LRI'78;\N\^FU2C2NO(GU7.K\YMY^OG=]UOG3^F<6I\TNDRSA9%+]6 MO_ET&SF__/77BV%9S5:/&99]EZ17>=]EI:/A M/SXV7M#C)\?&2WK\V;'QZLC?SR. 8?4P;Q]K[^6QOO9(D>N[M\[(?^-X(\]O M>T#IX?]8+]XZ_F@S/&A[/.GAMWJU'=XV.SLV>TK.SKL/;YM=_-Q]ES]WWQ4] M/-*S;KC;-MP*@K_]G\]?? >,$KWKMY_)!DSGL]3V;QPE'IK.4V79-&_21\7]SB MF;X<5,^RAX3 MSUAM<0V0<45B$1)C2(PC,8'$)!)3(,R*;[B-:TAN;_^(\SQ.2V>1Q'?) (BD3 M7;2EET3ZIA>)14B,/6/A!JM?AWV["MS):#2Z&'[;S25R3H'$)!)3AW^-R73W MCV$%;KP- W)@,W&V5LEGU,O)SO%CH'\YUG'XQ2_NVZ)%[`_(D MG26KZN54O,S6:6MTIP?;>V^T^6<__=V0,_5-)1)C2(PC,8'$)!)3(,Q*Y=DV ME6=D*E5:ZDHMG3PN=5LDGX>[WDXF1V!'DV'US]W+)SEGWWPB,8;$.!(32$PB M,07"K'RZ(/_>40F]'.<5Z^,%MD)CD6U@5S?S]HI; [J63GK!O/*$:@VH]\6ETL=3W%>[V\1WEK&T-*O6./U!A4 MXU!-0#4)U11*LV/OF=A[B'U7C;*[KO7#<=O"EIZO=T:1&H-J'*H)]":AFD)I M=D9-E>727=:GM'J]E9?)?_7;Z7E2S%Y[-=98XYVDGDU:@PKMJZ :@VH<MJ@FH)J&:0FEV4$UMY9(UP]7[)$V6ZZ63ZZ_K)*_26G\M? SCW21JGLR1]:UL MO7=BH9T55.-034 U"=442K,3:YHKEZZN_K4NBS).YU4VG=7+ M[]W6E$+:*Z@6034&U3A4$U!-0C75:+O;,??,WHS9(35METO772\OP%IS":VV M&FUWF7MVL!V.6]XU'H? [5V/0F\:AFFBY"],)OW\79,O5O)9G)H6Z<79 3(WD MDKO]Z3[4^9_3[E'IFX1Y5*2[UC M#ZVIH!J':@*J2:BF4)H=>U-3>71-

U;%;92#*G5_NPRMIZ :@VH0?#/:+M\TW;Y=-M5+QMNUW>%_M_KK6:4GO7*"IWAM;:-D%U1A4XU!-0#4)U11*L\-L.C$_/&V5 #TL"ZI%4(U! M-0[5!%234$VA-#NXIAKS0=48[?1.,_K0:@VH,JG&H)]";A&K*;ZO&_J*$\$TW MYA\Y@.R5M4+WW0S0 @VJ15"-034.U014DU!-H30[X:9F\T\[=LR'UFI0+8)J M#*IQJ":@FH1J"J79P36UFO_SQX[Y78\=H^?JG4]H>]9HAPWJ_IFSH=,*J":A MFD)I]H<0F&(LH(NQ7N^7I:V^&U*H%D$U%AQV@?49EO92"IU30#4)U53+WX-X M'VQ@>]^_[KTZOW2BG= {1@W9<4(TUFO6G;MU&0J<54$U"_=5HU'.?G3_33_7T MT534&P;IH;TC!VVGH!H+#L|\.)D>G"F%MUS-W;^2@-XR"=442K/#9MJD@&Z3 M5)IL&OZGYX.H6H^H8-63E"-034.U014DU!-H30[Q#L?6Q6<]"([@-9+_M4"V":@RJ<:@FH)J$:@JEV<$U!5)_'W)U^QA7K),4Q;KU-JA52&TO()J$51C4(U#-0'5)%13*,T.KBG#0KH,.[IX#0^/JW+'_OA@_M;0"MN*:@VHV/IZ7I'%%IF034. MU014DU!-H30[HJ;,"NDRJV7YVGF'+$WW7AI ZS"HQJ :AVH"]DFHIE":'6Y3 MAX7CT]:TT,.GH%H$U1A4XU!-0#4)U11*LX-K.K+PR"%61>TAV>8:UW30DLN MJ,:@&H=[JD]I*90FAU-4W*%]"D(NZYIHZUKVOU\0KLLJ.:@&N+E]JD]*90 MVG,^A\6CUF44E_'5Q5+G#_I&+Q:%LSFRY')0[!W;_M3)]7W]\5KG[[S!\.#G MS#WG;OWSH6&N+E;Q@WX?YP]}6C@+?5^1H[>3*K1Y\O"XO5!F]\N!.W#NLK+,_MEIMO'W4\UWE]A>KW]UE6OERH)WC*\B^;FWWU?U!+_P04"_L/BY.+:M$_M*PL#_"$$_&@ 'AL+W=O&ULM9A=;YLP M&(7_BL6F:9.V@"$A29<@M>FJ}:)2U6KKM0-O$JN_,]MI.FD_?C90 A)Q/N;= M)!A\#CSVP7F=R9;Q9[$"D.@U2W,Q=592KB]<5\0KR(CHL37DZL]"\8Q(U>1+_M5ZPYD*009:GK>U[H9H3F3C0ISMWS:,(V,J4YW',D-EE&^.\K2-EVZF#G[<0# M7:ZD/N%&DS59PB/('^M[KEIN[9+0#')!68XX+*;.);Z8X5_+BAX_*6Q%XQAI ME#ECS[IQFTP=3S\1U!!+;4'4UPO,($VUDWJ.7Y6I4]}3"YO';^XW!;R"F1,|`M,Y8^T42NIL[(00DLR":5#VS['2J@@?:+62J*3[0M^_;5'>.-D"RKQ*J=T;S\`M)J_50#0$N+]'X%<"_UA!4_F"_K1\L@+KFD@233C;(JY[*S=]4(Q-H58T--23^M^"BYNDJ53D9/A',22X$_^7H,D-!6?T\?T'KE(K_@',7&ENHGNZL.5X55IZ.\Q MO(:XAP+\&?F>'W3(9V;Y#',K0):]@W<%#QZ<'URKI8XMMS;HKMC!QC+CB.!.K7DJMT/!=1M;_M1+T_OR-\27.!4E@HG= <;JD'CY9:W;$BV+G;-^3#;#\24'78P>_GW=+^^.5F8T*Y@/3;7Q*;G/.'"]$M,DL-NY\;?[VD0O=Z,Q-%QPZ_^]CG-_M-XQOK_? NEC[2].O^2YR|&Y\HGK^C8>)\'(8GIYF9T)UXYTB)/*")^\^EKJ(LP1Q>B%![JA*D-PG2I81)E3!YFS"YD#"M$J9]$V95 MPJQOD^95PKQOPJ)*6+Q-F%U(6%8)R[X55E7"JN].B\+QR E]:XBG@_WV;%], M.1YN\>WQGLXOI1P/N%@<\7$Y%HN!++NI>WL=1Z\DSN,S7OZB4$.1GXU?/\R% M^YC&V5_]+"^]_=>>QF[JAUMBTVS\)^2#3%/7#Y)? R"?R]5$F'_[^R_4XS2KE M\>-U17THJ=(%JDB<*$R?$Z*$'O48^3(_7^K*5_GYDZY\C9_[\HW^/F+KGR3 MG[_JRK<[^I_7@>-LB)S&B70<)_<2EV@>@L]D(GXDDB!-60.B3[HP.5WFIS_2 M/3==^;%TM7_ZA#68NO8]Y%;7^Z>SJAL_UO/FCW6=]6-=9_/39;H^C3I6NM,_ M7>*(8'*;+"<%;W*!9],DH?1C.55^)#)-UK&_+RY_K"S6&*D=)?\A]'0^QO(\M98/SJ[.K9.^NZ73(7BTXC0;RD-/9(^4Q+D4P));.QCJ9\+ M'*I^)$Q&PA0D3$7"-"1,1\(,),SD#]PT/E"6S)%-L)$P!P1KR'QVDOFL0^;'_M.Z-2VS$-Z:L;7-0XES94XTB8S-_/"?E.W3AAZ?F]B2JR^1H2IB-A!A)FOK>S_M+60K;"3,_<$:\IV?Y#OG7JO_^^"&J9^7Z^?\%B1^6_^+,SJO1AD1-:;-Z]7Z. ME#,2)B-A"A*F(F$:$J8C80829B)A%A)F(V$."-:8"A:GJ6#1\TQ>W;@7RQ.? MHLVGK]EY_2Z[IT]9,P_7.G0&0,+D$C8K8/G*S,NM),T%0;@>OYQKNU^8BFR:_MAH3I2)B!A)G]NM9"UK3;-<6)T*KI@&HVE+8*6TY3&FV[S[Y@9]^9PF,RQHJ_M,"1,+F'SQN%=M_76+TQ%-DU#PG0DS$#"S"5#8.VNM9_U;23,_<$:,ER=9+@: M=.NZCA+F&8Y+&2K_57MZ:A\P&5E26;7T-YFTY==NV*S=,_W9,!T),Q@=*[3G_M?1-9TVK7E!@U;61-!P1K*$84ZG5P@:N9W]PX.U<%M$,R%>6\9]YTRD-WB-P=_MHO"::_3.#$K3NINO0PL:4)HD)I5D5;7ZY,VQH00=%:PKES#_BVPX#23"C-@M+L=_>X@VI'_M4^"UT4F<_52KA_BU/D%I,I2F0&DJE*9!:.3J49D!I)I1F06DVE..:@:,V)H;90_MB5Q;QMF9?^TFSV031*\)V;N^1[(YHM_4 +5106DRE*94M,:2R:R\&_4MJC&*_MKJ1649T1MERVP@Q&F"BTXTSH/EBLJHQE/)L5MVBWSF'&-7A--=0N(I%O(_J]-M^! P]8C[D@W\;7XAG'\RNKXPSB^(R8?B+,_ZS.0]GS]8#/S6BL7E!EF27?E!_M0%$BGON=)5*Y'VEQ),TO@1042(7MF]:/M#J1EI= (>C^2*!Q1TO02RH#MGHGJ_M<0O6)!M&ZR[]G@\;7;A>1>84J_,+5?F-8O3.\79O0+,_N%6?W"['YA3F=8A0ZL:4)H) MI5E0FLWH7W$BMD6)JMJ4;FU.DOCFI+[.5SYFL&BA]B0H38'25"A-JVB-0<6P_MF>I57)<%UH"VSH32+"C-9O0>F ME/RAY';\Q,_OTY7PL"OFA"AD?CB'7V:P]*%.'2A-@=)4*$V#TG0HS8#23"C-_M@M)L*,WI$/_A^;1UW?U5+>23CDL92T)&EARZ>Z(Q[^*@-C)) [\/B;^^!74M_M06DRE*9_:2]4ID%I.I1F0&DFE&9!:3.4YDCM;W2.3AE.Q?'9XQVR<_BV>,Y) M0HKIHOP^T]/6T[-4[HHG2KS9+HM7BLC8KHE7.FN[*5Y9K.VV>.643U:IFU,^_MZ,5QXZT?)B2@FZQIPN=%MG-Q^>R4\DT: [8N'43Q%:1KMBI?/U/5HG_=D?]]$_M47I\DQDSB5"RLG939C6V+<_<)$=$*F&?&N+C_.)"E$2VZ[CC.V$T-1: MSHMS=WPY9[F,:0IW'(D\20A_NH68[1<6MIY/?*/;G=0G[.4\(UNX!_DCN^-J_M9-:4$1\9/"'?AP=(UW*FK%?>O_I6EB.GA'$$$IM_M0=37 ZP@CK63FL?ORM2JB>%7,F@A8L?A?&LG=PII;*((-R6/Y_MC>W_AJJ@8H(ABT7QB?9E[$0%A[F0+*G$;@8)3(MINC[CN6"I)&8VU)-21O;897^MDSOGDE_#]DU\IR_D.NX?H=\99;_DZ=&>6"6_M!Q_J.2[D7E-N*XXU3+>&Z19^_KEJZ"-*6"IW_D$:::@J R1KX,]9NB9Y6YJ._M"E/]G#XLO=GN6"]=**9D36,JG[KX3%KO6->=G/_Q)NW+9R"S:I]IS6=JY/,A(EO*_MT!>(:*A_? 4K#+B1&CY[EKH8T"P8R:[";U>QF_\<;;C3M"W/6NEDG)PU!,%"^_M!B+L')I&YT6KN%G6%T/E9FP*@BKH&-9T7,A+FQ"S;6]0[>;7 MG>+3&Z&C0_:=,P_.C2@V=Z*7-QAFH]XEMUO=*]RZ]SN"9FUVT=_^_4FS1?"MS05JJ2-4CG7$R7GY,Y'.9_L_M*W8"UDQ*EA2'.R 17ND2U'$>F_M&F[^8(O4>=]S=)Z(8#C;,_X@-@_2?;?/P%E^[GE M6D\37\AZ(\L)>S$K\!KN0/Y=W'(ULEN7E&20")\)RQ&$UMZ[=]]CU2D$5\0^!_MO3BX1N6CW#/V4_X^IW/+*2L""HDL+;#ZV<$2*"V=5\U? &U.KS5D*#Z^?W./]_MX=7#W&,!2T;_);G;%SZ)8R*ZAOMFUC'0LE62)8U_M8E5!1O+Z%W]K&G$@#'C;(]X&:WR@WCY!%4R_9S$.AM"! (3*MZIN[\C&XE]_M>F9+55J9P$Z:,C[597@OE'$'Q04:.>^1YWC^"?FR7_[7EO;*PW/RO% <>]2C$_)87^YUY;:BV2+U6J1>Y>>_X+=D6:;>65%"?(*S-$.TRV@MR1'M*:,47">24*_MG,#<4BNC_+X#:_'F-S=P/IX"H94R-I2RT_U1V_W1F>]G.^"2W%_RGX%G*O7_MY14P>M,-[_2I%EHTBP::9$UE+)#UF_)^KUDFR4/MXO@*5]]%D-IU6;!04]< M=SSR)U/OZ!TSF34R:18;,NL_&[?_Q@,60J&#;_RLXY[KU)^CQ>]Y9#">^E,_M.$+36^)0-)I)8T-).UT/VJX'O[X :D'H]1_Z#@7/6N9/1\]/GG$PFC323QH:2_M=CA=MIPN>SE=IWA-&+J!E"28HL]YP<3N__XNT(V-3%7:9')PVN*:W9/V.@PF9=_L; MM[,;LD@W,-8([+;^YZF_>^Y8X+7[LOX$@TF8=_L;M[-;KD@W,-8(K$G8!Z=O_MY6GL#>9KD@M$8:64SL6EVIHWS^H"S'DA65 =R]TQ*EE67&_I\#)_W5\Q)I\&_MY1E?>\R\(^_%02P,$%_@_+#XN6E2J&%%%$0_'@8!_!H_!X;"]W:W)K_M[O<'W[=_M?C[?W6^;Y?5ITNWZ? #P<%N>WR]7=V<7;TY^]WUZ\W3SLUZN[YOUVL'NXO5UN_M?_^E66^^OCL;G7W[@[^L/M_LCW]P?O'V?OFY^=#L_WK_?GOX[?R)YV MJ\W=8-M\>G?V\^@G/QJ>9IR&_&W5?-T]^WEPW,O'S>:WXR_^^MW9\+BD9MU< M[8^,Y>%_7YK+9KT^H@X+_^7M+/7LJ>ISX_,=O\JT^\-N/BYWS>5F_3^KZ_W-_MN[/%V>"Z^,1\6.__LOGJFG9'LR/D:K/>G?X[^-J.'9X-KAYV^\UM,_FP@MO5_MW>/_E_]H_R6>31A-OS-AW$X8:R=,V@D3[81I.V&JG3!K)\RT$XIV0J&=,&\G MS+43%NV$A79"V4XH3W%X?/Q.#WZUW"\OWFXW7P?;X^@#[?C#*4&GV8?':?'5W_M3/N'_?;PMZO#O/W%K\T?? RSO#G\X,']_6.U_'RSOK@T]-M_K%IZ8[_>+'B>E>/WT43S_)/(I_MEN.G6(Y/O,D/QS(5LD?V-,T^OG[\M+M?7C7OS@XO$+MF^Z4YN_B7? QH5P_](_M18Z$523,D+":A%D2YDB8AV!1J"'=/H9Y(]Q_?KC]V&P'FT^##S?+_W[P\\/^_M9K-=_=%#GD_%P.GV1-N4XDQB7#))RG%6. M<\IQ'OK'BQ[9V=,C.Q,?V<;?*+_M8KZ8#(?#%T_VH&F.[_<38NR,[#6#K3:@4X[T$/_A-$#/']Z@.;?*=S:.7F]O; MPS/1XV?"XWOW+\MU<[=OW_&D'GJ1G/O0D[""A)FY\NF(+&I)F"-A'H)%:5T_MI74AIO6_5H=<7B]/S;;'-D9S=Y5\6A(YN=DD814),XO$? WLBJEH0Y_M$N8A6!3.\BF;P;_-]>IJN1[XNZM4,$5&;C:!)6$7"#_FK29@E_M88Z$>0@6A7>9I%4MK?<=]=$.K-'U693EM)OP5-DX8,% IC,0,=''^?3IZ?'2G4;K2T_GY>_M:F_Z4JB6T)9UVH%>,3_.0G_%(UD69+?U9%YV,$A:-4J8@'0PM,H_79]%:4Z[_M"4^5C2,6E,! (=@+]:3D9D)TIDE:U-$7W+C'R.^T[=(567=>I1WK-R#@.P2.,_M9)'P(TT\&9T=%-0JC!(F(/WDHU4&Z/HL2G/:37BJ;)RVH_1&LA/0-^%D4':V M2%HU2BF$KX\:QSG=KE_M>KE+/X6A(@*E52C-H+0:I5F4YE":IVAQI(,U&"U>L[6&N@R45J$T@])JE&91_MFD-IGJ+%\0[>8R2+C]S6&JI 4%J%TDQ+>_Z,;CP?+F:==Z6HX$!#J5YBA9?_MFAP8H69S,(BK$L*/I[.C(@_M.YRHDT!IIJ4]_[_RG@V'W4] <:%F+TAQ*\Q0M3F>P&V/9;CQK:K_?KJZ:P?O#_M*_[IZ329U$?8XOF'S3?'PRU?H@2R!S38$QJ:'=1H38O2'$KS%"V.7W_J8^T!_MC/P.IXS.? MI$]0I*,^.NODB_I],*!J4YE.8I6AS;X&G&LJ?1MTIE4'9(45^# MTLRXZT&^\JJ.*AV4YE":IVAQ2IH,^&LOZ2.ZX#OYWH+NR4;Z2'6'4)*$T@])J_ME&91FD-IGJ+%.0_B:ER\8AMVC,HLE%:A-(/2:I1F49I#:9ZBQ?$.XFRL/]"6AK+:BG[6DJ9EYU"5"Z-=3K(),8M1K/YI/,!_M"=5&*,TI]^JIJO%M/8{0FLA"J+_I+@-R_X72JI;6^U':;_? 6Z/HL2G/:37BJ_M;)RI('(F/2(GJU4NP[+SA4J=EB8WP8UJ5(VNS*(TI]J:IVK&L0H&9B(;F'!I_M@L:\\0;4)2JM0FD%I-4JS*,VA-$_1XG@';3*1S_ODWOP2_M]20HK4)IIJ7U]FG0JA:E.93F*5J_MHL7Q#*)EHA8MFJ;E(VP4/8*3-\,7Y[(OY:+9(40/Y[2TA;R%&BUJ49I#:9ZB MQ7>Y#BIF*JN8'^EORNCVTF^KJ-5+4IS*,U3M#BVP?9,9=NC_M[Y7*H.R0HJ8'19EI]_C.X?4]= <<$M*Y%:0ZE>8H6QS38HVG/W_!4U3A=061->PX"_M]7[5$.JJ4%HU[=X^+9TGW;@:79U%:0ZE>8H6IR[XI6G/=\SD7N,K\[)3B!JF_MJ-\!2LTE:U0?^==!F0'"M5"+:V_5V[4_M(VMTA1:E.?4N/%4WCE40.M,>H9/5,9=AV1%#Y4Y+Z^F$&]VP&EV;16E.MP5/ M%8V3%5S,5'I_M?!')QP]_X+2]JGN7(M1CJO1U5F4YI1[\%35^_LH@W29R=)%_MW]V60;G\0FG5K'LR)-UO-NJ1-;I"B]* <>A>>]AO'*\B1F2Q'VJ[SI?YB7QF8_M'3-4DJ_T@\])JE&91FD-IGJ+%D0XB9?:;WV_0_T)2JM0FD%I-4JS*,VA-$_1_MXG@'?S)#O^E>IF7G&14F*,W,NO=62S9LT*H6I3F4YBE:G-2@0F:R"NEM5LOS_ML[.)R@^49F9=O9#.)JI(4)I#:9ZBQ=D,(F4FBY3^EJ,,RXG:E)0FFEIT8>5_M6;E8)#YRH<8%I3F4YBE:',]@7&9JXZ)H7;:PT?3Y(UB\>7DW7[EF=@;1DSK?_MMC_4MU"C12U*EM.93F*5HB6HKH'I54HSKN"6A=B](<2O,4+8Y!\$P,HRH)I1F45J,TB](<2O,4+15,7S%5FR!"BV45J$T_M@])JE&91FD-IGJ+%\0[RK)#E668K5J9EYQDU9RVM[YVL48ZKT=59E.:4>_!4 MU3A=P6,5/0>"^MJG\OSL/*&JJNC>1RV=)]VX&EV=16D.I7F*%J_54U3A?00H5LA3J;[S+@.Q_MH5:HI?6WRHUZ9(VNT* (TI]Z%I^K&L0H^I^CQ.5D-0(T7/%\0_M=ITK_;6^,C_[9]@D06D&I=4HS:(TA](\18LC'41*4;YF@QGU)RBM0FD&I=4H_MS:(TA] (\18OB/0_^9*Z]XYJJP2S3%$30I*,RTM^K!2EF7B(Q=:UZ(TA](\18OC&8S+7&U<%*W+%A;=V'<\?#-Z_MT>C;Y? *H.R0HKX'I9EY]RS/>)ALJ:)U+4IS_M*,U3M#BF02#-98$DMUW5%_O*5;(SC+HDE&906HW2+$IS*,U3M#CGP5[-YZ_8_MBYVC1@NE52C-H+0:I5F4YE":IVAQO(,]F\OV++<7BZHSE%:UM+YWLD8YKD97_M9U&:4^[!4U7C=_61->\Y$=3;/T5=%4JKYMU;J;7SI!M7HZNS*,VA-$_1HM0M_M@E],R'XI^V)?F9>,0I16+71.R"3&C1;SF2-KM"B-*?>A:?JQK$*1F?18W2R6N8R+#MB_MJ-UI:3VM<*,:5J-KLRC-Z;,@J:)QLH*,66COKI;?"I?1V3E#!_4[LNCY]IC'MK/17^TK_[-CAEH2E&906HW2+$IS*,U3M#C2P:0LBE?L,"]0_M@8+2*I1F4%]J-

TBQ=G"HK;9^$TQ>G&YKUPS-X,HS>BV4*-%+4IS*,U3M#B 0-*OZVA9B](<2O,4+HL4Q#0JIE!62W'A57^\K5\G.,&J34)I!:35*LRC-H31/MT>*4;E M64OK?2MKM -K='T6I3GM)CQ5-@Y8L%EES|F@OAZJ/#\[4JBP*KMW5!L5\|&\M7+R,5&)@.E*H9D)1#J5YBA;G+FBF4M9,V1?]RKSL'**BJ4RHH70.NP.GY:0L MIR^OH4/79U&:2^TV_=3V&GJH#'JHE/50?P=>!F1G"O5#9?<+&PO=V]R:W-H965T/E74U6=?UYL)QJFBMLK":%AN5 M-]\\%&46ULUF^>A4FU*%<1>4I0YWW863A4D^65UV^^[*U66QK=,D5WD4A75+2)L_CRI0*5I M2VK.X^\!.MGE; /W/[_0?^DNOKF8CV&E@B+]*XGK]=5D.6&Q>@BW:?VA>/Y5 M#1W1#:W]T^G?13=Z M)7E[H]S79?-MTL35JUOU]6N8-SN9_'N;U%]8F.?LOBZB3^LBC559_DBB MI&;OV%U31%66:CCBG4B>DECE<<5^$JH.D[1ZTQSU/7-8M0Y+55TZ=7.*;2(G M&D{GIC\=_HW36;#;(J_7%9-YK.(C\0$=?_Y:O*#C/4X G$;;G<#\1> ;3A)_MV^93YKMO&7?Y[-@%T>'W:D.&"SIT[0IR=_M\%EPABP0$B:0, F"&05:[@JT/-&S8&G3O@,R^UC5K5)*4$I#SO.=G.=CY+3M M\^>O==. 3#M6QU?32>H(0QC/U1[$A3__!N2"$(;..E:9UQ/*X1 ;;?;\F4=JMTZ/=$RKW\OD,DLH^N I DH3:)H9KVTZ_3FI^Q?4_<*I0DH3:)H M9IFT8?5HQVK=OWJ,-R=;3D!G&ZVT55*)2FI*J*VF1QJEE\YT,V(0!3684)J MTB2*9I9&FTQO>"3L8A[IU*$UM:1)%,\NDW3HG;:9U!QLPK_6<@$XW6F][K!*5U111>VE,>^FA-P7V RD:./K^_MAD[;0FD213-+H]TWGYVR#4%--Y0FH#2)HIEETJ.:TW.]UFT(;J\'FC?;;R^+_MZ>%_1T&32A3-5%K[9D[!9KI7V8^CH'/!4)J TB2*9M9+FW1^R@EA#C7L4)JMTB2*9I9)&W9.3PM;-["E3:TF1XZDQ@QBH+:.BA-_M0&D213/?3]3FVW=/V(1\J.>&T@24)E$TLTS:<_OTK+AM$Z(QHPOB_=>D<7?JM+0Z&4="L$D4SI=:^V:=],]VLK(=1=);1E8";;RA-HFAFO?9>L3[I.];8EZRQM;UEC7[_^A5WWM5WWZ4$=+:.Q2MLEE:BDO83.WFK@3)6/W3+L MBD7%-J_[=:N[O;NEWM?=_N>#_<*[D/V";8WIUX_?AF4C>L52]=@W>E9,]8H M^R79_49=;+HUQQ^+NBZR[N-:AC M:K8265P-B[7(Y3>+HLSB6KXMEZ-J78IXW@[*TI$[']D]&69SD@^EU^]E],.TN M-G6:Y.*^9-4FR^+RTZU(B^>;@3-X^>"79+F]FP]&T^MUO!0/HOZPOB_EN]$. M99YD(]^2(F>E6-P,WCEO^.0=T&{Q6R*>J[W7K-F5QZ+XV+QY/[\9C)L9B53, MZ@8BEC^>1"C2M$&2_BC QWL.)N!^Z]?T'JH=U[NS&-IF<#E@ M<[&(-VG]2_'\H^AV*&CP9D5:M?^SYVI;\8#--E5=9-U@.8,LR;<_XS\](?8& M^,&1 6XWP#4=X'4#/.,!?C? /QC@'AL0= /;?1]M)[T5+HKK>'I=%L^L;+:6 M:,V+5OUVM-0KR9L#Y:$NY;>)'%=/[\1??\6Y_)#Q/S9)_8G%^9P]U,7LXZI(MYZ*LOF*16"2SI&:?L=^*.LF7K#V:JF]96.1/#[LJA%:W_S\BEIMOJ_8UY&HXR2MOF%OV(A5]J@4%4MR]B%/&J@WS>N[)$V;C;]'M=RS9GZC6;<7 MM]N]<(_LQ81>%7IJAC/YV++>,SZDQU^=&A_1XQV7 !A)2W:^N"'^^W+HDXD^;M?,B\;?,';L^^_0L;_??,.26F3[FY_].TOC?X@UO\&/:+1(S&3Z$Z+[MFC M"^W]ZY.A[Q#=8OO]V$W!?UNMXYFX&AIWQ! M:;X$.U\"TI>?-]FC*!L_YDDIBW]15JQ="TCM'S^Q[NQIOG_M25,7^APA&6T=_M"5XYXA]X@:3C(##-B\G.BPG("^W<.6X$26=KQ.3UJ7%@!)*.@\T(RYV1ER0 M1KQ;+DNQC&O!EF515?+0+V9"S"LI]9L^G4DT6YVW8,&>SA?!@=!(/@X"TX2^_MW E]20]OWE,DYD\HF5E:=:GZS*9";:6)T%;[_NT)@%MM=Z"7>YI/:D87GH'_MO*XG9E!&6[TK-85F7D;2JY>JJL8.Z]),MCY<&5YVMD:0AL;>B$/]YG(:QGN&S^>MDE-UOL#9[KRWQNQ2"I;,SHTQ]VS M8SR\.+"RLE1:+H9>U':,32C;U6:/*:B,>1!%BFY=N7:YS9+57H6UCXYK\Z: MH.^D@;)R%)KNE*N<)@6[$_-D%J?L?3[K%9H$L18:B19!T3@*3;=#MQ6[GG+G;@09O*%H$1>,H--TF%;Z=_RI[.X:)..1G:.V.(2U'T>K"JW3M?/YXM[9R,Q"$]*VNQ3Q)R%*$NLPK.SF=.SL[)M!O24[+6^"0A1Q'J&]M,[&!#L7,ZMR(8TI;6&IQDYBE$74>5=!QYX':.0&M+$UE(:D7(4J:ZFBK/.Y\NSCF$&#>DY M60MM2,M1M'I/2\55]_/%5=GJJ/SJTOG5LLA?F8_E4X].IUVU?O6?-%. UK?\P?-JE TCD+3K5&9UG/.6*@],<4BA9!T3@*_M3;=)Q5Z/CKTVA9J&LC;%?5UA'&\X/KS-SW [CI]=+N3>CMH938VXK/$3<]%3<].F[2M=]XY4ZS6#L![79"T3@*3?=+)5LO..<%_9ITH6@1 M%(VCT'2,5"#VZ$!L=4&8&-6=D*:TEMN,E9_>3I=(95"/[HA:EOH+0Y&@:=*0 ME:-8=2E53O3HG-@5\=!B 0^]$1B*%D'1. I-MT:%5._JG/4:>I\P%"V"HG$4 MFO[G52H"^W0$MJG7-)3UWTQUK55_O\1,AH>_+C;;C*/FILNHXJI/MV#M:CH- M9BVD8R8D-'>BT'2]5>[TC=JM1PJ_\>J=9K$V MJ#A:)Q%)KNEXJW_CE[L#XTM[D+1(B@:1Z'1-NW]M2VN!]M!G2@[.(J/#!:?9=APU.UU(%51]9#>5!K.6LJ=-VBLE M-'*BT/0G1ZC(&1AU78_4?N.U.\UBZP04+8*B<12:[I?*ML$Y6[$!-.M"T2(H M&D>AZ3;I2!S@6K%!3U.TI^Z$-*6UW&:L_/1VND0JA0;()FO0TQ;M%0F:)PU9 M.8I5EU(EQ<"H?G6[#V:Z9R=T@#[&"9HMH6B<12: M;I.*P &N4TI#69O2T]ETW>'D\,%,AMMQU.QT(55@#9#]5!K,6LHMVN4D):')M$X6FZZV29V#4=#U2^LW7[]:0"D6+H&@EUN'[V]?5,7Z_;9TH]%71=9^W(E8EE%F@WD]XNBJ%_>-_2[!Z!/ M_P%02P,$% @+#XN6L%&DD90! GAD !H !X;"]W;W)K M(@2]Y5M"%MF>L MO-=U&N]1#ND=+E'!SVPQR2'CNV2GTY(@F,BD/-,MP_#T'*;%MIS+8\]D.<<5 MR](''/1- JSR'Y.L#RO!QH9G:]P,?T]V>B0/Z8MR-.B_H1?F@MQDF"99Q*L)L&Z-L%N$NQK M$YPFP>DEF,&9!+=)7?KVR'O90@97,X)M/@(BHCE-;$@A9#:_A6DAW'UAA)]->1Y;/J%OWV#!#X+UYRIE7PLO#"(P32C?\QUQALB<'K<%'VHBUIGBKZ@ M\@[8QI_,BP'T#TDB(Y05M.4OZN,4\Q+-E/ 2I;BF!+>MIRA,D)VWYA!D:8433 MC!#%+<.6C//->;P>99VG;*ZGF*,4G=O6*F>UREД2ZYS!BIY14")2(P'>@K@6 MBTJQ_CMW_1XFN6*4OZ2 M.6OOYB>\=>87"IAH4K86B4LJF&>MA(D'V6%ISO7#J4HJRVT4P3IBV:U8]J18*UP<^(@E'HG<*5Y@BPA!2:W5F$^3 MN%M]4@D+5<+6*F&1/?#)">P@<+R>52J+;A3!.E8YK57.!:M.QJ8&GP_^;P3; MBE5_$HIK6 1CXY8SN!J6:9EN(%O="_7:AAH&K;'_IQX61;;Q5#)2P:]L#UM33MP@YX8*HMN%,$Z8KBM&.ZD&.\3N$LQ>$))&L,,?"CB,0.F&;>.,2IAH4K8 M6B4L4@E[5 G;*()U?/-:W]R?-&^;Y-[JH$I8]!*V]BY-=:*+$8\J&[11!.O8 MXK>V^&HG0Y.X6R51"0O]X93#MRW#<;KW;JVR:#12='2>;+ M9,E;?5$)"V>#6^([EF/T)B)KE36CL9J^8?2'EV&89P:NY?=D&8:Y,_=4^(X& M0:M!<-5,5B[D 3S -(.O&3]J=R^X(+-C-*DR6O54%E; P&%Q(FX?V!PZ5):-A M2GZH:E\MB'[R'EG\N//Y])?4 M/P:4.P?T M7R*V8,YW)SCR ?/$0 /[_%?$;:[(BWU>U/.LQ_ 5!+ P04 M" L/BY:(4^X#HH' L5@ &@ 'AL+W=O&ULM=QK;Z-&%;@OS)R5U4K;=_>><<##F8ZPT7W[,E8Y*\)G&:W0R64JZNAL,L6++$ MSS[Q%4OS5YZY2'R9/Q6+8;82S_+H"0>4DV;#A,_2@?SZW+9@YA?\[6,HY0] M")*MD\07;W\&6C%&K&8!;(@_/S7"[MG M<5Q(^7K\6Z&#>LXB_Q.%5(%YVN01.GVM_];O1$[50_$D"K +H?,#T2M,*H"1N?.,*X"QGL!HV/;,*D")N?.,*T"IOL!]$C 115P<6[K J8G1MP605< MGAN@:^[_.:W,H.V?O,P7PY?^_%KP#1'%^-PK'I1)5\;G;1*E17T\2I&_&N5Q M?#]C[L\PT)RSY.\[#*_3-S?#"_]*,Y^OQ[*?)YB]#"HS+N\M28^8.OG,M4[G,B)F&+.R(M]7QTU/QCCK^\E2\>V+]J0(8YF]P_2[3]W?YCBK%VY7X1$;; M1T(U2DFV] 7+.M;KOH\2298G^:<7G"Z?ERQM3RCKM%ZI$?GZ:)#?/G0EL:-F'MG]+,95,P8+WK=)R7CG,[2;;27F]"[_4>F. M>I9_5]%OI7&W5'R.7V4K/VW@_R#.F/BA0WFQ_ZB3[4_NS(=B1E(S$1B%A*S MD9B#Q%PDYH&P5CV,ZWH8J_3Y@^_!8V%&G@5/""ME(H@R1O@S"7B2Y!^+65$PMA*^^(LG(#_*AJU^4<_2M%"1F(#$3B5E(S$9BSA;.E%AQNO$RUW5-TZZ'+[LE M@)S2 V&M$IC4)3!1ED#^X4O)0^QW?@8H0_MF-A(SD)B)Q"PD9B,Q!XFY2,P# M8:T"F-8%,(4=$TV1]8#$#"1F(C$+B=E(S$%B+A+S0%BK'B[J>KA0?B!\]E^CM9)V0=)T\,5$<"VU/S8A<^I($?DJ>&%D(/Y6=)]MW2KUOC2 Q XF92,S:8M/= M8PXZF1P<==C(21TDYB(Q#X2UTG]6I__LK/273"1=Z:V,[HO>2,Q 8B82L]3O MN*Z1-^:+SO_](%?#06(N$O- 6"OA+^N$OSQQ D"/GP H0_MF.Q(SD)B)Q"PDM9B,Q!XFY2,P#8:T"T+6F*:+!3@$]"E024,V :B94LZ":.#=4<..8G4'*CF0C4/I;73 MDC9I295I^5>=CBE/ZU9D1C9+GC&R8J*\E"0-&.%/<;38]K@W3# 2,I;DNWG) MB\2-DL3/#_0C/R8_R@YK9PHK5Z7W'I\>)N9^CB,G-*&:!=5LJ.9 -1>J>2BM M72]-WU=7MM'FYNN*!?DNEH312Q2R-"1O$8N[!]C0QB]4,RI-ISO5H^WO^.$= M7:AF0S4'JKE0S4-I[7QO^KJZNK%[&_J+B)//+(R"?.?NID%GJD.[MU#-@&HFM5+.@F@W5'*CF0C4/I;6+HNGTZA/<;2ZT]0O5#*AF0C4+]ME0S8%]+E3S4%]I M-)H>L*YLJ?4Z/H(V@:&;46GJXR-H=Q>JV5#-@6HN5/-06CO?FQZOKF[R8BY\ M4T_2NQ2@S5ZH9D(U"ZK9E=:Z8FUVT#MVH).ZG9..]B?U.H;1R7AG6#M_FR:MMKNX9/A;_A.SZ'L.M$'ZZ8 E+)7EZ(]OC'ORW;10FN:NKN[N'IX(YZFLO.93#?9.:6C3%ZJ94,V":C94KYGN7M"U(SH)H)U2QZV+ONOAP4.JT#U5RHYJ&T=B4T[6:J;C>?NBA4'=X[TY&:_=5, MJ&:=>-M55X9"5\2!:BY4\U!:._>;UC%5MXZ/G$$H+AI5@[VK_=I:AFHF5+.@ MF@W5'*CF0C4/I;4+I.DUTS'N#_+:<89J!E0SH9H%U6RHYDU%ZIY**U=&DW' MF:J_7/R_SR F!T?"G5>/GCG..',<>>8X2[WYO=,2VNV%:BY4\U!:.RV:;B]5 M=WM/'LZKPQ6'I??]T-Z[9.C7>J&:!=5LJ.9-1>J>2BMG?M-YY>J.[_P*Z<[-M"PC:&*:'7X_=OV0:.J%Y>D(+.J$-U1RHYD(U#Z6UL[_I&U-UW_@;RV24+HH\MCWCW(8<:&"MV_=#N+50SH9H%U6RHYD U%ZIY*&V:_,.=VT F3"S*VXYF).#K M5&YO"5EO>T'-O^9U^9>D=RUW]RMO>N+3AM_=1_>R+191F)&;/^53: MIXO\>$YL;TVZ?2+YJKP)Y1.7DB?EPR7S0R:* ?GKSYS+]R?%!/4-8N?_ 5!+ MP04 " L/BY:#O,$E^X" 9"0 &@ 'AL+W=O&ULK59K;]HP%/TK5B9-F[22%V2T@T@\6]T?*E6MMGUVDPM8.'9F M&RC_?M=.R "E&97V!?RXY_C>/[.EM!075/ MEB!P9B%500UVU=+7I0*:.U#!_2@($K^@3'CIR(T]JG0D-X8S 8^*Z$U14+6? M I>[L1=ZAX$GMEP9.^"'GHY(NX1G,C_)18<]O6')6@-!,"])@.?8FX#G3YJ$YO)BY1KV[G/QUY@!0&'S%@&BG];F 'GE@AE_*XYO69)"SQN']CO M7.Z8RPO5,)/A%\O-:NP-/9+#@FZX>9*[[U#G,[!\F>3:_9)='1MX)-MH(XL: MC H*)JI_^EK[< 1 GG9 5 .B,T#T%B"N ?&E@'X-Z#MGJE2<#W-J.#I24 MC48VVW!F.C2FSX3=]F>C<)8ASJ3/1F;KJRDZEY.9+/ T:>HVY(K<4:,(EO(-M$+D@V@826;K)I-+"(,+3'QE7'_&\$E.ETR2!\A91CFY%]G(-ZC0KN-GM9II MI29Z0TU('J0P*TUN10YY"W[V#WS40>"C-8T_T<&?:=3).":E5C\3!%Q(%4=0FMJ!L^APSAH8/'+?#YY?"H(YNXV>W8\?7?X'MB>GVU4 "$X?XIT(8H:J!MHSJ) M[&-THTN:P=C#UT:#VH*7?OP0)L&W-I,JLC!V:/8EVJ9!+XB3ZY&_/7:C/2ZZ M'C9Q)VGWF[3[G6G?OI;XS.!YS=F6Y2!RLF? V\[7M"(*HV,%IR)GG6N]TYGY M?R(I670V#*XS!8\"@6>"+('JG2;*YT\[ST.W:*22@7IDZ*ZR6%,0RY[:2XW/)F=FWV=9)\E[;DK:[$0_[P[,[U!Z7#..S M.^0?%8T"U-(57TTRN1&F>A^;T::^3UQ9.QN?8=VORO1?FNJCX8&J)1.:<%@@ M9=#[BANFJD)<=8PL76EZD08+G6NN\-L%E W^864YM"Q"S1?0^D?4$L#!!0 M ("P^+EJV/_3=LP8 . G : >&PO=V]R:W-H965T2]=[FO\H-H0P\)PF67$SV3"VO9K-BG!#M4EQ,Z99D_)L5S5/,^&&^GA7;G."H2DJ3&3(.9Y;B.)O,KZMS7_/Y-=VQ),[(MUQP4NS3%^C^9@(GKR>^Q>L-*T_,YM=;O";WA#ULO^;|:-.J1'%*LB*F M&=^81%V1!DW_BB&UN)MX$1&2%=PG[1O>_ MDZ9#=]D7T]2H_@?!)M:8@'!7,)HVR;P%:9S5?_%S_^(@ 3E'$E"3@,0$^TB"MV2280Z]@-0G6T"O834+5]5G=]PK<$C,\O\[I'N1E-%Y=W5QT1+D.^$(SMBE D$4D4N0O]/D0:01FG%T+ M$+T"O$-:Q3]VV128Q@5!K)4#=*G+TG(TV&5;BK2E\/3D2(]&)X.-3#,=C:9 ME9ZIFTV ;KL]@$\9U2C7,I9:IMP7)[F MKN4:!\]43X>HY3'^C9R^V%+.&PMGM]RG#&^Z>F@ M:!7.G:6VQ(1'\G\".CG,\0U;B I&:EF/G-.2<[3D@F>2AW%Q@ITC]4/HPT*,_MN+0=QQ=X**(@1%"8<8&VR6\$XK9_7"T07K&L2'QJ,KER1RS;1P(4111"IBTN M,%68:4K31-ON-*

U+Q6BK>B6FRC?,33+0*YRXP3P586E]C7C(82:S'UV_Y^GJ^_M631T<_<5FSNR#&&I+51A\CU@*8>I[@&!'";< WJ]AD97L!K:?G\G1;G4>/T(_MR/.6^PU^P"AXXJ>U$!K97O>0Z4)Q6U+%0<|P3 &#OIGGSJ2QU/I0#UP ' ZU_MVM[Q8Z*?5(UB;X!-%R%Q1U/$69;EF>)&KV_AV3Q'4NOS1!U/=&[QQ8U/1),$_MYP78DKRV1FJPM;1WN,"FX@UOH8QRI4FJBK*$%1WH._-66)UI@-HZN"O%AB,:_MU3\T;M_^H&1./4]DJ0ASI[ZX[XW5MC[,KNJ'^K+_H#H;CG.D0KS!::EPBOO"_M4A6&IL@1<;Z'28"=2X!ZF]!6,<-ACNH:&K4>)6/J2^M\S(L&8ZGUF7?^_NH-_MQD$]/9RZ(W.RIJXC[IJ*,&?]6R).I9ICBW/S/5P'[&P'U/L.L0(<#LM548">M"$L=)GJ1)DQ_)PJ440=WHCZ#SF1_O4PK.*'E-5KNJQ2R%%+]@>]\$3K#&_6W M&.5HZ-44HU$V53D6>]57@%;;:>_X6(QJKL92ZP](9ZZ0WERI]R3E6.B%'&DV M^\<7QC IOY%2#L)(-JL9A/?7*,24. ^;F()=)0/(B18,@Q$K&@"3I&K-_'S@XAO1TZ M=R^4GV9('99#Y Z/ZF[&4NLC[-P-TKN;,W8O^=F'1$\.<<7?:_7M.9O>>W@>_MU'D>=.,)9"XYS\(23'0%T!? >YU%133_EVP!W2'Y0@L1' @M%D"4]-VB";%U0 MH&_\6^%T9@CIS=!#EI.0KK/X/S[:PL.W.4)Z9(%ZIWNU4 2Y,I)17<|8:GV0 MG>M!>M>C!WG!2_7]V_+,!=@WA?PE;@IY;HABJIZ. ^LNBNHA0EA^#,H'95C*: M6G!4%S666CU2LX,WF5*2KZM7R I.?9>Q^IV<|FS[FMIM]7*6<'X!KX+Z9;-.MIG[W[0O.>>52@(2LN*0Q=?F\SNO7R>H#1K?5^U*/E#&:5A\W!$M!>8'VI;[Y_U!+ P04_" L/BY:C/%ZZ7\%_"N,P &@ 'AL+W=O M&ULK9MO;Z,X$,._BI5;G7:EW1(30I)>&JDM M?T^J5+6[=Z]I>;GCVE"\9 M$^0EB=/\HK<48G6N:?E\R9(@/^,KELHKCSQ+B%/LX66KS(6A*53$FMZOV]J M21"EO=FT;+O-9E. ^%G&4LMN,Y.LD";)_KUC,-Q<]VGMMN(L62U$T:+/I*EBP M>R9^K6XS>.:,5E#!*6)I'/"49>[SH7=)SGTX*A]+BKXAM\KUC4@SE@?.GXL0/ M+WK](B(6L[DH$('\]\RN61P7)!G'/Q6T5_=9..X? OJ*=F:]SP9/*64:01.GV?_!2 M?1![#I*C=M K![WM8+SA,*@6P/H\IAU'8P MWW 85P[C8WN85 ZEOK3M_2MOOA6(8#;-^(9DA;6D%0>E@DIO><^CM!#[O+B2"*\V_2^->] M1,Y^^4:^D"@E/Y=\G0=IF$\U(6,L>M+F53Q7VWCT-^<*AY(:G8ID3.PU9J/'"W MNOW-]_R=;O_1>_[>._'K'0!-WISZ#NFO=^A*[R3^N8[/R*#_G>A]W5 $=']V\ M^T#U>;[GGG;V;A_OKNK=^=S8W<^-W>MVM]AYZM@SBYZ,D/F+'MFO=GOOU&S_X=*8$B8A8392)B#A+E(MF(>$^2!80\)&+6&CBS[[R440D[P4\D,IY/D[0M[RAB6O>'%[GADZG6K/^_H\ MM*&ZV;2Q.N,Z579(F',8O6GHS>C=0YN!/FG:>,B@?!"L(9)A+9)AIT@NPV_1 M<7+#PF@NU>*G$N:#8 WQFK5X35B2-I$2 M1L(L),Q&PAPDS$7"/"3,!\$:$A[5$AZ!DW0G[U0A(V'6Z"!QZNW7!UMATS>:. M-@XR*!<)\PZC-]JO#_ZAS< $N:#8 T)T_YN);/HC75LK?N3S^;P,E_Y+BY>'=7IWXG0FD6 ME&9#:0Z4YD)I'I3FHVA-L>L[L>NP_%ZA4&)&TBPHS8;2'"C-A=(*,U'T9IB MWI6!:.<2_4?R/+03K=E5QH=\WE3D879/-EF>!#]LQBODI8*I1"0181KJ$T"TJSH30'2G.A M-_]*\U&TIIAWI2$ZQ"5R:(D(2K.@-!M*5GZ]"*#(K6U,JN)D.[MBS)O9?'CY^C0(@V49D%I-I3F0&DNE.9!:3Z*UE3XKJ!$QIC4#]TC06D6E&9# M:0Z4YD)I'I3FHVA-,>_]Z!5U:5X+2K(K6*)%/VE-TAW?YV*[6_@ZM9ZL\AEN46BU7Y% MSZ^IHMVBYI;JW:'GKJK=*S:CE'L%=N%L=[+/6;3>'_M;$\$7Y4[!QZX$#PI#Y&PO=V]R:W-H965T\V7S&8BQ10:"%D9W]}SLNEJ0[=>VHUW M-.+?/,;)UF\,EGWTEU"/3]WVH8]19:-WM8+HL[@*B^[2P97\9Z%043O$BG=_M;[=>|L\-#>/GZP[I'_J^!.L-RPIZ@ZN=MZ;WE'W=W27\JG>D^,&61FD01U)"_M'Z\[GTE_2?3,(;?X*Z#/Z/IYP-]G#>>-^;!2^EM"X+?+:YIE@=R:>/WCYD7^)GAY8-_MR@-P3:(BK_>C[(C3APX!W902@>E[]"IX]"6_M#FK;&K3206M;@UXZZ&UK,$H'HVT-9NE@MG6P2@>K;4AVZ6"WK8'(AY&3V]9! MCH/=>K3)8;C)V7@;K[DIYR87O48;TP64F]5!GY3!*Z\$CB1%G'$_M-JDTBGS]_Y#L;_2Y#\6^ZM-_J[8WVCRGXG]S2;_N=C?;O)?-/2_J_-[?!8>_MIZ)RF(HWBI XW8==294_2HJL:$! M^W=56@^B-WOZ4Y8^^CGW,=B]X67<'?R MJONDP>U0VYWVM4/N;E//1*V3]N]0[7/?F[.S'^NZQ9B]R%=";MNV=Y=$6A(M/:9S-><=I@G2>9V2/L21XX-G[(:02BZ55D=KYBK+ZOHE#GR9@SA72L_O.?KKS M5O2ZPV\L4YH\T<[@]]^((?\!Z143-BQ@>@[+;F"?!JHA&U>]IU.-8M8XQH1- M,&$.)LS%A$TQ83-,V/Q_GQ23-NPJS-H@5GG$@E6R03:,1-H;YH)M//^LA15 MKW;7+6!%9-,@5;/AN9FJUVQ&PN9:>&MZ>"Z*]RQE_$$HB-;2/N6/ M5OSA:)4_?F4EP'-6"U7S)[#BD>T]AQ7U?("4+HSXTC4?$S8L8,;)[":K)N&M6E_W,6L=8\(FF# '$^9BPJ;8L!DF;'X^ATS=UJQZAL&L$775I7L"$33!A#B;,_M!<;_M&VYMG)/_3/=LK7:4,W.S2RB6[I6NP^_:(!*,1NZ1()55&H>56]VNSO_M[RNZ'X>AEYP00.$585B5V_BN6NO^6V&PEZ[:F+#1>?QRE]3FXABSQ@G08T3K MDMJ3CX-9IXL)FV+"9D!O*$:WG@WF@)EJ="VUIE_;T)9(L(I^K:-^K;?1[^EZ MV4[!5BL% U; K!V>F\E=N9:S1VV,QL+^N51S[:)W,.MTH3J-;OU>8PJ8*4K7_M,&OK'&0&Z*0P(WJ34#!;ND2"581B'X5B"X7RV??602PMJ!^LO%!RHQ4TQX6,_M2Q]!,6%#&@($S;&A$TP80XFS,6$33%A,TS8'!.VP(0MD6"5[$'DE^,)\IMN_M8Y?XIGULR S:R!9'>VD^0*6-46D35)]#2G(!T5)EK;:*3D$[4ZFORC/(#MJMM1FW%_JI5-72[MBFR!*-3#?.EM55MG1S](6^K+2'^TF4;E39$I8U0:6-4V@25 MYJ#2W)+6+%3(#A(J9G1S5-H":@,H9\!.)&?E1<[*K[3SV^]WI3+DQHU?P [< M^15WP<6RQJ2-46D35)]#2G.AT8+VB"$[:),8L -WB5%;L0"CLRVBU04+V1'=ML%X1[,M9+2(^K/5K_E0C#OKB51WU$!@J;81*&Z/2)]@T!Y7FEK1F^0-VH/Q1 M#WJATA9@&Z_D_=D)DL3+,2[2\AS76_]25,;1M-$,F4$[S>)F72Q5U--A4!OL MKFK8I_^]I9F@1N" O4BZ5DT:+F@'[%)#=M V-6@'[%.7=LT;U1!0L[K$].NC M!,H5(.GJK^CCY45$9^H^A]_B1%'PFS>&=UX27K($JE MD#[RD.6NR9N>%*^!%ACQ59 ;|^\+K(+CR[B# M?P%02P,$% @_+#XN6AYU\<)O!0 %BX !H!X;"]W;W)KRZ/)AUE ME>:'T*%-6(${7<+T&7\?8JP1UQ#\I/90GGU$UE4?&GJ]#SZNYIE=W1#..B I! MY+]GNJ195I'D??S70K5NS$IX^OF5'M:3EY-Y)"5=LNS?="6V1(93U$0K)DG]61)?K%IX*D6?FK'+F^7,XF0LZP MNL|)TL[FMIF-\ZNT*F_ALR=,,:^D+5\C_VA5+NCY>;0^GX2)XI1P_'MSWUH[$@M]VDBY?A=+>3Q>;B@R:79/NEGSS$N?]*"'K$%9PZBJGEZ7.Y+0N28+M9DGY,]46/_^$'?WW(8M PGQ(6)"R%A$20L!H+U;&=UMK-4],5?3)!LR&*-_MS*EEU2^LYP76\=2<8OFD/I_:1\F_U#Z0L 2%D+"(DA8#3KVRY1C\N&(BS7,.RSWCA$,^R[*G=CXN&XDQ'-]Q^7#PT#]NSW..XO21,NR1, ME4E8LN*9U-MM-.WN'R#&]IUMO[SAP(]T_.LYZP^_8Z<:*SN2B@IDOGG-NO;T;'FP5-,O]A:HQQF4%H+2(E!:#$7K-M> ^C8=L;JOG.O;HY>OJFA%[_,0%O7H+0E!:"TB)06@Q%ZQOQV,#&-F Q!>UD-M@])\4%H 2@M!:1$H+8:B]?UW;&AC9>-244Q!V]:+%N* P@3:"06D^*"T-I86@M B4%D/1^H8\=KOQ%+ P@3:V06D^*"T-M8-B4%D/1^OX[)K>QLH^]*$R@W>R6UF_-Z5/)O"Z-"@M-[RT<-V@T+BR&NKM#ZH!NJW@B_\!4$L#!!0 (_"P^+EI$JV\G=_(!<& : >&PO=V]R M:W-H965TU\]Q?])3NEW4S)F85\):69!M:6U]'X8F*UE%S4#53.)*H71%+0[U)C2U9C3WHDJ$)(HF846Y#-+$SZUTFJBM M%5RRE0:SK2JJ_\R94+M9,P.$\|\4UHW$:9)33=LS>QKO=(X"CN7G%=,&JXD M:%;,@H?A_6+LXGW 3\YVYN@=7"9O2KV[P6,^"R('Q_3+K'.@^/A@"R:$,T*,MWZUGT&WIA,?O!_?O/G?,Y8T:ME#B%\]M.0N^!I"S@FZ%?5:['ZS-QP-F2AC_M"[LV-@H@VQJKJE:,!!67S9/NVW,X$@PG9P2D%9!3P>B,(&X%L4^T(?-I+:FE M::+5#K2+1C?WXL_&JS$;+MU77%N-JQQU-GV4F:H8O-_],W_+"U752C)I#:@"_M\%Y8N@>AC(%"]PKP\FC]CM_]1+7N# WJ'K(Z88K>&(YSZ@_],3)U_42KJ]N MX JXA)=2;0V5N4E"B]1N[S:K">-(3E#."3PI*0M#*7R3.0\ M)Q<=ERP;0#S\B0B<0_0XO_EY).W'V"V/N-SOB]#M:#OF-I5&.OH40,-I? +5$T/NR%T_ MT[AC&E]D6IV_CGVDV3^Z?3M,PGJC<<2TNPBVCP12A=-.&FH%5M;_D-V6Q+_C7 M$CLWTRX UPNE[&'@-NC^"]*_4$L#!!0 (_"P^+EI*W$C',_8 !(W : M >&PO=V]R:W-H965T@F#*+D>;#G?78U&R6I+0Y(,V8Y&XI,UBT/"Q6F\&26[F!(O M%X7!2%44?102/QHL%_FU^WBY8"D/_(C>QRA)PY#$WVYHP/;7SQXO?#@;[8\ MNS!.+G9D0Q\I_[R[C\79]*)X?DBCQ&<1BNGZ>O 17[FJD@GRB"\^W2='QRAK MRA-C7[,3U[L>*%F-:$!7/$,0)>>9WM(@R$BB'O^6T$%59B8\/GZE6WGC16.> M2$)O6?"W[_'M]6 V0!Y=DS3@#VSOT+)!DXRW8D&2_T:[,E89H%6;"<5>!5@JTKH))*9AT;8->"O2N)4Q+ MP?14H)\1S$K!K&N5YJ5@GMNAN"_YS3<()\M%S/8HSJ(%+3O('92KQ3WWH\SLMCSP6G_I"QY=NM&(A19_("TW0)7J@*Q:M_,GN179&OE%"_MHW;]/;^TM%_6@)'P0V4*]=44-ZJ4^'L:#-$8:T"JHFI--Z2+7#DK M-^3R1J3RLVVTB.IW.HN'S?=S.Z5;Y((K$B.,J\IVA//&_M\MXA_VK7>H8/:$?C%8UX0QUO"J.6S,Q&[ZMD1U:T>B"&YX3&SW2P_.4GK"N_M-5D-$F9 PDQ(F_4)LR%A#B3,!8+5S*Q59M9D]*6Y7M-\:G48JL1D$?$MS4XC1'F*VAUC2QO9U3'MY M#F1Y+A"LYH-)Y8.)U/VG"0W'8./^38OHZ M#A)F0,),2)@%";,A84X!TX^\I&FS$[^]C5%GS6:;5V:;2\UVNR71AF9K7M:7 M;(%-#.+/-.;^4T!1Q)IJ.BFQK^\@808DS(2$69 P&Q+FS-]X"FL3_<1X0"76 M+(J5PZJP(C7IGW_]@7BI2XP%*+6BRF_B8J%G(\?IVFL;"H3X)&ETI9O5T*23-_:28H MS0*EV:_TIZ0=N_02XU.3O@W"9P9PK\ZLIW8,X M+N?V\MB$DS0"EF:T"Y1F@]*4@:87G6J/,:D9S3VWN@J2-0F@E*LT!I-BC-:?'& M!1ZJRL_O&SO2%J4RQ&_^4=8<>,D-8NEC_70M+#>BPZ@:9^0&D&*,T$I5F@-!N4YK28XV)VWK9 M]:C;]I \PO+L4;_^%*-_4$BC-_*69H#0+E&:#TIR2)GM[RFWQ4(=YP"&_A+LF MF/JN3H&FF4!I!BC-!*59H#0:E..T>.5B.IR=ZU5;E*K2(*V_;GY(-ZGR=\/_MJYGR$OJ:%Y1F@-+,DB9].:I^C U:*P>4YD+1"C^.CO;'A#3>YN%$F&M-.+%MR_#5U6H#U\=\V]+)=1-?6;CANH.OW&)[U@%?!:.[(_'&CQ(4T+4H2AE.Q?-@_M7&S *DXXV^6[4B'X["Q"?KYEX=*M/L@*J;7#+_P!02P,$%M @_+#XN6D(_],J+! V1< !H !X;"]W;W)KV8DVB8BB1I)V]E^_M?4E)T66B&0M0'F)=OG/,<_R1.N+J3-DS/V LP$N6YGQM'80H,FV;QP><(7Y# M"YS+.SO*,B3D*=O;O& 8)24H2VW7<4([0R2W-JORVAW;K.A1I"3'=PSP8Y8A-M]N\GG-+SVH+6ZX5[LC\(=<'>K]TQP]8/!9W3)[9#4M"_IQS0G/\&YM?82W MD>LH0%GQ@^_S[OP#)>6)TF=U\CE96XX;$4YQ+!0%DA\GO,5IJICD./ZI2;WF M.Q6P>_S*_D?Z*4VH@._@66P/<:P%>#?"'N:?@UP"^=J:24/D1(MH,V*T3-@JEJRJ8/2S!(MY9-<_>X/@LF[1.+$YG,>TPR#[^@%Y MX(#NE'^8,9P @5XXAS+RRA/0$K0$TF)(!+S+L("D92_E^C'APB\^_7]RA9R M9(K?CNM1?*I&X5X8Q0,N;H#G? "NX_H:^-8,CW LX;"$>QIX=#W<[<-M:6?CMJ=MXZI9\WD6^CFT=KVYUQE14OIY*S?I,?7J 8KRTYK3EF)VQM?OL%AL[O.INF M)(LF(NM9Z#46>B;VS7-:,.R\KS*/R.3!D"#Y'J14^]>=DT:6L>Z%@PGN M!O-%,)C@D:8P]!?+;F%/];Q1/3>JW]*"R%6)_"?;1HT7L?@ 8LJ%5KN1;ZSV MBBSL2/+]0"-]6 ?GWORB\D6C?&%4?O^J5CW\$WR2:;&0V4^ 6$XA(G3RC81C MY2^&LD+'"\I_NZXG?]G(7YH7VCAF1_FCRZ0DXS9'*K#J-!M9QFI>#K1X2W5CF+KR+BJ'3QD+'J/E!T/AYIA+UV[K-5&.%UVP]2>%RJ%Q3M[S4^AVUPA<90M_DF#IAI54X:4VNVGDJMMS&'=$EZ6V89+.#I=5AE *WW*P+BMV7KSV@V]0"->4^EX07!9?QLJ1KM1=+A>&#FCC'S3FH\L=_M\ 'D*MSLP.E*=R9-B#5;;UYK>V-8Y\T-"T ;[& XW:LKG#3?3"Z]\JIJ91N]['.8-WOO^K-I94>NW.-JK:]/Z"V)ID7.; MG<0X-W,)9M4^J(V:YO=_,U/4$L# M:!!0 (_"P^+EK5NK&(CP,/ 0 : >&PO=V]R:W-H965TV'356[=I\=N"1L!C/;_M:=)_/QLHB0,CR4JD!&SN'C^/\?G.&:\9_RV6 !)M$IJ*B;64,KNP;1$N(2'BMG&60JB=SQA,B59,O;)%Q(%'NE%#;=9R!G9 XM8)QWG?+@S%;21JG<,N16"4) MX<^?@;+UQ,+62\==O%A*W6$'XXPLX!]D0W;+58UB+G7NDI_01?8K((F;HM&T1Q2"A2=JKSX7Z*WKU]/[:E&EH#V&$YS.=B&/_H!DB!>J(I:D(2#)$)O/A=HB4O552QXXAPA)LD%$J.[& M&2F&Z>?#Z*WA*?!<[.C/V'[:55LW=$JY+OQW,M@ 8[%/9) MMED8[/H5NWXKNSMT1I+L$DUS.J'B&,LF:OW:P.I%]^JS>-C.H#FH: Y:.7Z!M"#BA3?/*K>O"8\:Q?OU=>64G[T56+?T>[YI:+ >5:Q'I[(6]]DOE=7UQ@2;+.;Y MAM7$?E1G/VHDWTKA/U\+=K8IU3E58LKD\3)+>&/N<:/.!LM!O^TMX9VZ '>R MHY4P>UM5$]?#AB;5;3+'K2DTN)=$0B.W3O-

X5VBFRFTFQ]ZK]C7<6@F<++8C M-%/L-MGCP]G^U+T-U[-ZW^LU+L4C+$WBVSH =U,(X'J&K[%L,S'I;?,_;B\ M]JKZK\GLNI%=I]55VBFYFT]@%]7$..!.*X*NT$RQVVH =U\4E)!&S=X;>?6P MJ=MASQ_6@L;>.8[J_P*^$;Z(4X$HS)6C&UIC91M;YLP$,>_RHE54RMM MA9"&31E!:IJMZXM*5=MLKQU\@%5C,]LDZ3[];$-8IB;1WH ?[O[WNX.[="/5 MBZX0#6QK+O0LJ(QIIF&H\PIKHB]E@\+>%%+5Q-BM*D/=*"34.]4\C*,H"6O" M1)"E_NQ!9:EL#6<"'Q3HMJZ)>ITCEYM9, IV!X^LK(P["+.T(24^H5DV#\KN MPD&%LA]%9E* PF(67(^F\\39>X,?##=Z;PTNDY64+VYS1V=!Y("08VZ< K&O M-=X@YT[(8OS]-8,AI'/<7^_4Q_G<;2XKHO%&\I^,FFH6? Z 8D%;:A[EYCOV M^4R<7BZY]D_8]+91 'FKC:Q[9TM0,]&]R;:OPYY#'!]QB'N'V'-W@3SE@AB2 MI4IN0#EK]^86/E7O;>&8Y$+FN$9[)%#1]A*13FLA3L-U(PM9 LK%%@PH^%\@88PKB^LU34E)9-PCY3EA(/5@#-@ IXKV6HBJ$Y#8]E8=1WR$8Q3#O12FTO!54*3_"H0VJ2&S>)?9/#ZIN,#\$L:C#Q!"\1B63PLX M/[LXH3L>*C;VNN,CND=+=*CI3NKJL)1KN*EN2(ZSP':41K7&('O_;11$7TZ M7@V@5Z?4LSGA1.0(Q%C$D@G!1 FR@%2&RH%9H[+SYC!5,5A%R#9H[+SYC!5,5 E_UL8 M%/1429W)9F*4FXUWPUJM*/& VY,(7I^G X';,8==>\?\V[$7A/E/U.&C@6 MUC6Z_&0CJVZL=!LC&]_**VGL8/#+RDYB5,[WA=2FMW&!1AF>_8'4$L#!!0 M ("P^+EKS)]G=K0(+L' :>&PO=V]R:W-H965T31IIN@C51:IC$)"5'8/KO)36+AV)GM/L:O MG^VD68&V8A-?&C_N.3[G6+T>KH1\5"6BAG7%N!IYI=;UN>^KM,2*J#-1(S<[MN9 5T68J"U_5$DGF0!7SHR8^!6AW$N&;NU6)D.QT(QRO)6@%E5%Y.]+9&(U M\D)OLW!'BU+,!3\9UJ3 &>]'^E::F=^Q9+1"KJC@(#$?>>/P?!K;>E?P@^)*M;8W!.ID+\6@GU]G("ZP@9)AJRT#,9XD39,P2&1F_6DZO.]("M\<;]J_.N_$RM)PHG@OVDF2Y'WA@GH[P'T6D#OK8!^'"^B[9!HK+HF?)R1@@]XP8RFA($ALQRS*9P=W4]Q]??P[?WKG9%W5#%CLJV@F426Q'+,?>O:WHO M;Z:';Y!YZ'<^^O_G W1)M/D_ ,8DSTVC, L(Z(:F6;A:233N\ML<.=CV&P0O M_\Z49?OMN:D)BB//-%2%)1AW"'<8'$YR0FFK"Z!-QMO53D< ?'I*HOX&I7-O&K.PSCU^D&PO=V]R:W-H965T-KGA\2SW73OL;2VJ:10 5L)S/Y\ 6$A;A&*Q3_\^):DO?\=@&=]2*=MP.5;DOZ:/0N1*[^M5W%V-7C.\\W%<)@MGL4ZS+XD&Q$7OWE,TG68%T_3IV&V M246XK(+6JZ$V&DV'ZS"*!}>7U6MWZ?5E\I*OHEC}?Q2IYNQJH M@_<7OD5/SWGYPO#Z#6X42\"[;P, MJ%K\.Q)OV=YCI=R4AR3YM7SB+*\&HW)$8B46>4F$Q8]7<2M6JU(JQO&_&AWLM^BP#]Q^_ZV:U\<7&/(29N$U6_XF6^?/5X'R@+,.5C^++*OR5OMJ@W:%)ZBV25 M5?\]J:W7;T4!9O&1YLJZ#BQ&LHWC[,_RMWA%[9IV($"K [2^ 6=UP%G?@'$= M,/X^8'8@8%('3/KV,*T#IGT#9G7 [+L =7X@X+P..._;P[P.F/?=:'7T?N1& M??M0=P>[]]%6WP^WVOMXJ^\'7*V. ^'#[7JS>R'J8A]>7:.?*FI&7[PBL?5-E0 MQ1?OWR@N$_<^3XO?1D5]%2V'RY]J>M6U0ZHJA(DEL?/C\6[1_:_;<.B[?(GVBO;]/OFI2T'U9?5'.1G]7M)$V5ZGV MUY4??^AZ8!S*F7NQZ<7H_9DS"6,7.V6Y./JO< M\>'A)0\BW;*W2?PJTCQZ6GEIR076=-L+/7*M=]%M@D7XFI0+.XRD;Z*P?5? M_Z).1__LRF 2TTG,(#&3Q"P2LTG,(3&7Q#P2\TDL@+!6\H]WR3^N]+.3%V1=MB3\F$Y_$=!(S2,PD,8O$;!)S2,PE,8_$?!(+(*R5^)-=XD^D?_7OTBA>1)MP MI83KY"7.N])=*IR:[B2FDYA!8B:)621FDYA#8NX6FU18^=''?Z_5\,BK_NQR^_M[F+M6_DUW^3?]Q*I;^4.Y689/4:($8ADMBBQUXD57BDH[.35% M24PG,8/$3!*S2,PF,8?$7!+S2,PGL0#"6C/";#^2="Y-TO9?YS\4\[])NBQ^WC^':?'R?=%=_MM"@6[C=/]1!KT9W%TBY.S6(2TTG,(#&3Q"P2LTG,(3&7Q#P2\TDL@+#6?*",MFE*&$;A>KS$H]U%-1S4#U4Q4LU#-1C4'U5Q4\U#-1[6 TMK3P%Y%DRI=&-Q4 M:W8E>53R9@KHG'4#\LAM6.5<]O13NMHIW>T&W>T,^3C/SD?2U@-+:4T93M::>D]8W9H=[:8=[2QT=#:J M.:CFUMK^)]%JUSF5U]6PZV3.1\<74%H[UYJ2,55>,W9PE?]R\(^5"#-1IF'R M^%@LU94P7BKK,'YY+#+R)8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=RMJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*IM;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H!X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=RMJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*IM;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H!X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=RMJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*IM;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H!X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=RMJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*IM;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H!X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=RMJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*IM;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H!X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=R
MJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*I M;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H !X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=R
MJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*I M;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H !X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=R
MJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*I M;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H !X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=R
MJOG:QPO.=9\;H(5YP[W;8:U%^E3=%RY3%F7&EIWLO;J[]]Q-=0>N[UXWU M3 M[7C=5B^;*I M;M+UD.1YLJX>/HMP*=*R0?'[QZ0X$:F?E!WL[NQW_7]02P,$% @ -+#XN M6GHC-4?7)P VX," !H !X;"]W;W)KJF$_>YKO>C/^]6Z]U/;SO[M]_?OWW;W7RN!Q.[J\UO3!\R)>8WB)Z4:66=FHG5FJ*:CFH%)]JI9J&:CFH-J+JIY MJ.:C6D!I[?FB*7%3I^02':UE0S4=U0Q4,U'-0C4;U1Q4.6&)CA:UH9I>:ZU/Y2>3CQ^VHP5KJ&;UVP0;[=3IZ'0V'7_\I!VM M,T,U']4"2FLG8U-KILJ+S7Z6+L^+Q?R!_U7V]]P].3G1&C14,U#-1#4+U6SU M8^75>#[7VKGIH'VZJ.:AFH]J :6U,[TI6%/_9,5;_[/U_M^RH95MJ*:CFH%JM)JI9J&:CFH-J+JIYJ.:C6D!I[:CFHUI :>UIH"ERTZ B-[ES\@Q :CJJ&5I'F=['LVFSH]ED-/_P'1LZ M-AO5'%1S.W9(US=G7L]V/CJZ@-+:>=:4P6GR.K@_?78N=T_..[3,#=6.6I.? MLYIHGQ:JV:CFH)K:.^]Z:)\^J@64UL[@IBQ-DU]-K?.L.XI?15;6K)Y^K35Y M=R
M/7GU(XD7352PR2+C:U1S4\>0#4/U7Q4"U M1+4(U6);FHTAKZ0I-I57TD3' MF*%:+NV&8K%-J:EBL4UTC!6EM0.JF8A@_W\T$<%&)R*@FHMJ'JKYJ!:@6HAJ M$:K%J):@6HIJ&:KEJ%:@6HEJ%:6UT[>9B&"_?"*"?M/!88E^FP2J>:CFHUJM:B&J1:@6HUJ":BFJ M9:B6]_L %FBG):I5E-9.O&8FA?/ZF10OFE3KH+,F4,U%-0_5?%0+4"U$M0C5 M8E1+4"U%M0S5.7Q6YY,UH?LG"Y

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-5"5(M0+4:U!-525,M0+4>U M5*5*LHK9VHS>RG_L5X??%:)3OA!-0_5?%0+4"U$M0C58E1+4"U%M0S5T+-
+!$W1:3^HYJ*:AVH^J@6H%I):A&HQJB6HEJ):AFHY MJA6H5I):16GM(&VF_4SUTW[.2XG6FWV]&\TO_EH<_O;]Z.9ANZW7M]]/+>
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<[#_7VZ]K*]5_WA]/]]Y^?UQQ M2UX*2=O_^GPK5:B/8:";W^8#IF]^HK%EK.Y\(S-DF< MF$++%-V33.K7L>;=>TFYU-
(8F^.)$#7D$$M4JRBM'35-N?I,7ZZNF[2CWW1P MH]"UZ*CFH9J/:L%,^&]!V=CH?H]TB/8;2?W.S6DW 6*II3&93+M#3,2FTYG9 M_="FZ-
YD4L?FX?REVW$N-;5FQD0ZAT'KME&MHK1VL#1UVS-M.>.']LTF9<2@ M5=JHYJ*:AVH^J@4GS;Z(F.XOW1#M-
Y+ZG9NS;K%,++4\1HST7$UJ>H@8Z2() MK8N6.C[V*IV["$T/$6-W3Q0+=(PEJE64UHZ8I])YIJJH_C9+>.L['1Q):%4T MJGFHYJ-:<-
)F[;/[*W-V&4CH=R"(O9I7IGT91U*[V97M7&:1T,ZTKB;SRR\" M*YVE7JW9E3&_3*$O[8QQZ[,.X2!?
1A!:Y8QJ%:6U(ZBIA6C"BV7EGH5HPI=UA_52E2K M**T=:$U!]6S^ZK(";%'J&5DL>HUJ+JIYJ..C6H!J(:I%J!:C6H)J*:IEJ):C M6H%J):I5E-
9*WWE3<#[7%YSK[L;K-QT:EJCFHJ':CZJ!2?M\E:9<#<>[3>2 M^I7OQDLM%7?CQ;:RW7AT;S*I8\7=>*FIXFX\.L82U2I*:P=+4UT^[U-
=/GB= MY_F *G/]" 8G"EIECFH^J@7B,594F8MM%57F8EM%E;D\!KG*7&RKJ#)'CU0V M8._S >_<
AUEB6H5I;5SHZDRG[^^RER{2O()2OXI+/*&EZA)/:JJXQ$-+QJ6.59=X4E6[XA(/+1I'M8K2VL'2%(W/ MM96B'ZX_+]:?ZM%R?3X]Y7!Z=J-
:]TU.(+*V]1K57%3S4,U'M6 NE3:+,U;0 M?B.A7WG"BC1 >:<:*T%*>L(+N229T*\]7$1K*TU70\96H5E%:.WF:&O+Y2Y<|
M/UL_1?,84,\/#AVTSAS5/%3S42U M1#5(E2+42U!M135,E3+4:U M1+5*DIK M!VI3.S_ -
FN>S]%J>E1S4,V$A/GLU0]L7[0LV!R=D8!J+JIYJ..C6H!J(:I% MJ!:C6H)J*:IEJ):C6H%J):I5E-9.VF:FQ%R_]+SV06YW]6WQ1!*=L8!J'JKY
MJ!:@6HAJ$:K%J):@6HIJ&:KEJ%:@6HEJ%:6U4M 8-U,6CG]^[1DG-F/L:3#0 M:2C+N2SGL9S/<@'+A2P7L5S,<@G+I2R7L5S.
<@7+E2Q78=Q%'AMG>:R?ZJ$[M+WW:]KD3TV?Z&>Z+Z&P.EO-9+!"YD.4BEHM9+F&YE.4RELM9KF"YDN4JC+O(M1?,L%[6%W2^=
O?$/A^9Z-P4EO-8SF>Y@.5"EHM8+F:YA.52ELM8+N_Y82S8 M;DN6JS#N(@NMLRRT7G_-
KIO6]]0!=AV.SE5A.8_E?)8+6"YDN8CE8I9+6"YE MN8SEBR3GL9S/<@'+A2P7L5S, M<@G+I2R7L5S.
<@7+E2Q78=Q%+MIGN<0L9S+2NN(O%Z6Q3^*J8ZV?Z'IZ7Z'0CEO-9+1 /],0R36$I#;FQZ8R=;N-(;GQH M:G5?PE@QC+DC+/&8R(V-
R4QHG++'*QMR"/(A[^*"'6C)3Q_"R/ M]9-[7EPL)$S\49_9H=-_6.YC.9_E OE *_LL,:*,SNIL?+,3AR&ZLQ.:JP\ MLT-
GUPPY!/F0=W'!#K1DN0KCVDEBG$V/,?1?Z?'S[,\>=OO'<{C>#S/TY.#S M,Y1S6R_DL%[!J]
<*_']T\;+>'$UDY6(7*?,.VNRLI7S\S@.&AR$47N ML)-#Q$$J=^(%R6?]#F/=__Q?L($N6]S#N(G?.)FP8VM+G4^X\FS>3_GD#
ME5H_Y0W)>2SGLUP@'F95WDBOB")OR$'&\B 5>4/VG+)4\EO-9+!".LBIOA-=#$3?L M7 -IB(JT8:
<1H%S6^P#FO=_Z!3O$DN4JC+O(FK/B?T-; SNX0O7$]^^U: ML$,L6:["N(N<.*MD-Z8O>:[V^N7CGSK&'KRQ5?
$HY[&S0$PM%6MPH.WLR_R77PM(Y/3E:WH1SF7Y3R6 M\UDN>.+.ST6FX^XWSX9LOY'4K^+$K]O0F BG58G44G'BQY;.2R-4G/@)+14G
M?FS!.\I5&'<1/F<%[T:?@O?-_G.]'2W7-YN[>O1=_>?]\5SP[?>CM;J:BBS6 MO68YE^4\EO-
9+GCB>L0.^G474K^*V.DV5,5.MZ4B=M@:>6F$BM@16BIBAZV. M1[D*X]JQ8YY5QYOZZGCM(FGZ;0>G"\JY+.>QG,]RP1/W?
+J@_492OW*Z" T5 MZ2*TE-,%W95,'*&<+E)+.5W0(98L5V'<1;J<58F;^J]":-^:4N<,6Q..2SGLUSPQ-G/YPQ;[2WT]\B9;D-
5SG1;*G*&+;Z61JC(&:&E(F?8DFF4JS#N M(F?.2J9-?+J=WGQ?;P@WRSKT>&_7;TW7(] MNMVL5HOMKOGWMW(ND86=URSGLIS'I+
MI]WEZN'XO(Z/G:Y?Y1S6Q6BB%V>7^Q5B"RV^EKH M58PL=CE]E"M9KL*XBV@[]\XV)Z^N3.\6R#+)6M-KEG-9SF,YG^4"E@M9+F*Y
MF.42EDM9+F.YG.4*EBM9KL*XBSP^JUXW]=7K^COW[&K*.>RG,=R/LL%3UR/ M.VKL.OM"OXH[:MV&JCMJW9:*.VILO;HT0L4=-
:&EXHX:6Z^.??CZ>V;ONG7] (9G"ENWCG(^RP7245;4K4NOAURW+K14Y$7ONG6AI2(O MV+KUOCN=]WZ[%NP02Y:K,.XB+|
[JULW7UZWKO]#29.O34GZZ_XV)TE'-9SF,YG^6" M)ZY'K19;@"[TJSB#ZUV +K14G,&Q!>C2"!5G<+T+T-$AEBQ78=Q%NIP5H)OZ M
O3KSXOUIWJT7)_/>CF(8%5DD-56$$5N6CG(5QK7#R#HK2[>&+-K^FN^E MU7QG,]R
Q7,QR"Q7,YR!GDJOA_ST5&@I7_)*GGBRWCN=]WZ[%NP02Y:K,.XB)\ZF#5C6ZY^>8K6U%CN7
.5Y@.5"EHM8+F:YA.52ELM8+F>Y@N5*EJLP[B*/S^8Z6-KJW1=7OYW89\L/ MKY\9P/#0)#F/Y7R6"Z2CK#I_$UX/Q?
E;MZ7B_$WH7'"^UFVI.'\C#T_6>Z?S MWF_7@AUBR7(5QGW)BW>[XQTO=[%??/CQKMY^JJ_KU6HWNMD\K/?'D]VSGXX.
MYV"'.'G_L_GF7>?GU\9[UQ!^[AGO?>GG@?$^DGX>&^\3Z>>Y\;YX_/F[9I@? M?KQ??*JSQ?;3J/AR&/KZ:'EWB[_/3YZU_VF_M#
(KX9_;;9[S=WCW_\M7"\.07=L&PO=V]R:W-H965T6]S^NTK-[-;T^+^]RFB_V@]>HT'@RFI^MTN3FYO-A_[$-^>9%MR]5R
M8S_D4;%=K]/\\T]VE3V^/QF>?/G ;\O;NW+W@=/+B_OTUGZTY>_W'_+JO=,G M9;%G_PX_,&<[0?I/^,_2_M8'+T=[;Z4ZRS[M'O'+-Z?#':/
MR*[LO-P1;?7'@[VRJ]5.JA['GS5Z\C3G;N#QVU]TN?_BJR_F.BWL5;;Z8[DH M[]Z?G)U$"WN3;E?E;]FCMQ47--
EY\VQ5['^/'NO/'9Q$\VU19NMZ$#\?,'MEP*@>,.HZP[@>,.XZ8%(/F'0=,*T'3+L. MF-4#9L\'C%X9<%8/..LZPWD]X'P?A\/W;__-3]
{RO;S(L\W>V"=H M/[KZGB\WN[!_+//J;Y?5N/+RX_;ZL']N[::,Q$/U>Q%]E]@R7:Z*?T;_BG[_MF$3?_?V?%Z=E-=5NP.F\9G\ZL/$K[_;U;MH-
/P^B@?QN&'X57BXM-?OHN'H MU>%)>/A'>U_-/GAUN.CPX./?9W+MPS?!V56'X?'DU>$Z//R7[',4Q_X/:*C M$SM_^KZ-
_.&G5;*>XA4_Q2O>>Z.N\6]*TH$8-Q.[H_T/Q7TZM^]/JL-Y8?,' M>W+YC[\-IX_-P6+Q!(2$R0F24R1F"8Q V%>=D=/V1V%],L/U=.NS7.
[B*JC M\/Q3=)_FT4.ZVMKHNVBYB1;9:I7F171OJ[7#79K;QL/D88K9?HK=PN/AG#XKO.
MHE_L8CE/5Y'9S)OR%C3Z'DM)+"$Q06*2Q!2):1(S$..%=_(4WLG;UP$3,KLD MEI"8(#%)8HK$-(D9"/.R.WW*
{C1XX!5_V7R^+&QTGR_GMBFXP?%]@TMB"8D) M$I,DIDA,DY@Y8&=']B['9N_/9TU+,"^3L*9"S,I\P/4PQ:%N9!A])WS22F" Q M.>NR3%?
DE)K$#(1Y<3Q[BN-9,(Y7V>;!YF7T1YKGZ2M/[4&A[Q&2Q!(2$R0F M24R1F"8Q V%>=,_^?HGO^]F7I.9E=$DM(3)"8)#%%8IK$#
(1YV1T.W*7[0CM M2\XAV5I9XV:5NR&FM;/IZN;AL%&X-)L2ENY992G9?/"$RV;4"U!-8%]$M44JNE: M&\;^9=RSY]'\%F72T+5)PW"=]/IZ-
OI?U*WD#_0.[QHXX1] M4DJBE4TZAF M*_W/N"'NHAC-@D4LV(%>HEJ":0#6):@K5-*H92O-3['JM8,C8ZK3(19LM5$M0
M3:";1#6%:KK6.BQROT5W-73EU3#8+W18Y*+5%:HEJ"903:*:0C5=:ZV+W&]1 M3<6NFHK#U=1_MF51HO%]6>/Q2:'3:E0S
ME.8'U%53<;B:^GF[L3UJA;#6.Z]DEJ":0#6):@K5-*H92O/S[%]RF-AHQ>ZT
M8K=:L7NMV,U6[&XK=KL5N]_J6Y1CL2O'XK8M5^UG7&&B=XC1;@S5!*I)5%.U MYOW Q:1A#:+1:0VE^?
ETM5<+K5_OXY62KZ3SL^5[9S]=FX6G[M9AK5$E03]"913:&:1C5#:7[P7:$V&K[]U&R$UFBHEJ":0#6):@K5-*H92O-3
M[&JT47BS69=3LS#1.\3QRU,,QDVP"3JO0#6):@K5-*H92O,#>G1/PG!#UGIN M%A[?.YVCIG,,X>AY--
'>"]4DJBE4TZAF*,V/IBO'1N%R[./N7D-%5"UB5W81 M77_>WX#(IO.[Z/&PVFV,*UJ8U=KQ&531%@S5)*HI5-.H9BC-CZHKRT;A
MLJS]Q@1AH'UA8[380K4$U02J2513J*91 MS5":GV)?7HW?OCTL3/0.\<0P]/T3C"Z10S5 M!*D)5%.HIE'-4)H?=-
>@C8$M8F.T24.U!-4$]DE44ZBF4564 MW40WV\VBJ!:RR\(N&J-\@(XW%9R-XZ;%0GC*WC%%*R]4DZBF4$VCFJ$T/Z:N
M\JJ$*Z^&%47+%O-NUW'#T_8^/J-W440U@6H2U12J:50SE.8'WW5IDS&PRD#[M-
%1+4$V@FD0UA6H:U0RE^2EVM=LD7+MUN8X;)GJ'N&&K6?-^@6H2U12J M:50SE.8'U-5ED_ VK]8+N>'QO=,Y;;J0^V(_.3]I0#6):@K5-
H92O.CZ3JP M2;@#"'^Z%#(_M'6F//M M>K=RO:FFJI_YHS*+KFVT+(JM743WV[S8IH>/EG?5Y]SFUNZ&-&8=[=(F+U_=
M:M)TE[<$G5:@FD0UA6H:U0RE^8EV;=HDW*9=K=*BV%TEJ^_A$65YE"]O[]Z4 M9W3?
V>3E70O/1[/)RSBCW1NJ2513J*91S5":%^>I*^BFO0NZ;W7'QO CZ9MR M5$M03:":1#6%:AK5#*7Y_Q=KPIVN.A6H)J
M4DJBE4TZAF*.U/L>OQ MIN$>[ZON.A8V>Z?Z94'X_*YCZ(0"U22J*533J&8HS8^JZ_*FX2ZQ_:YC8:'W M+AM>H^OY7C
ME%_QDVSA67NG&6WG4$V@FD0UA6H:U0RE^;EW[=QT JR T7H.U1)4$Z@F44VA MFD8U0VE^BEV%-PU7>-U_DJV&O!?
X.&^Z]GL5GK)W3-$Z#]4DJBE4TZAF*,V/ MJ:OSIN$2K=LBX_@2W+Y-^9IU!]H-HEJ":@+5)*HI5-.H9BC-_Z_@:L(I<(O)
M*=KZH5J":@+5)*HI5-.H9BC-3[&K!J?A:K#'NJ/K;KOPC+U3BC9^J"913:&: M1C5#:5Y*9Z[QF_5N_%XL.W9=W^'&*%W+O?"D?0_J):@FD
UB6H*U32J&4KS M8^_*O1E0[LW0<@_5$E03J"913:&:1C5#:7Z*7;DW>_O+L86)WB%^^7)LS;=! M0:<5J"913:&:1C5#:7X^7;,W:
[LA93:WMEK[WN39.IH?7;M8V.OFM*(-WZSK M[2G1:06J2513J*91S5":GU97\\UZUWR!%V_YFBMOX0?0.]UHXX=J M4DJBE4
MTZAF*,W_+^ :OQG0^,W0Q@_5$E03J"913:&:1C5#:7Z*7>,W"S=^G9;%Z+X] M5$M03=1:^XN[H-_J5-.H9BC-
SZ>K^F:AJJ!U4VEX?.JPH@T=JHE::WMQ%W12 MA6H:U0RE^=%TU=LLO$/OK6O@UZX'HV4=JB6H)E!-HII"-8UJAM+\W+NR;G8.
M+'S1C7FHEJ":0#6):@K5-*H92O-2?.;*O+-PF==EX1LF^H88U1)4$[76OO!% MIU6HIE'-4)J?
3]>ZG85?.JYUX1L>WSN<:...&:J+6VA:^Z*0*U32J&4H[1/.T MN+.V3-(RO;RX3V_M+VE^N]P4T5/S@W>X*Q7Z?_I=WRNR^^FZ<1-=966;K
M_9MW-EW8?/<)U=_?9-6"MW[GM/(?L_S3?H[+_P-02P,$% @_+#XN6I;U M$H80#0 6XX !H
!X;"]W;W)KZNFFGY(;"W4]NSMR^N[@6M:.4&P07LGKF__H+:.M(B1&W'Y>[(I:^7[R)?"0F#R&FY]95FN/_3[Q6S)5E'Q
M/ENSE/_E*_N9OO9E_SN)MN429RR M+SDI-JM5E/_XS)+1Y;9'>Z\?_!XOEF7U0?_N9ATMV ,K_UA_R?
F[_H$RCU(L)3E[NNU]HA]"4Z\"MB7^';.7XN@UJ0[E,5F7$$C8K*T3$ M_WEF]RQ)*A+/XZ\]M'>HLPH\?OU*=[8'SP_F,2K8?9;\&
<_+Y6UO"-S]A1M MDO+W],5C^P.:5+Q9EA3;_Y.7?5FM1V:;HLQ6^V">P2I.=_]&W_<-<13 .?(M?1^@=PTP]@%&.\]$6#N\RN-0SV 8.N
=8^P.H:,_P'#-L!UHF T3Y@U/6@ MQ_N <=< JKV>.:USR.%D"V?[9,CKZ:;;\]W?75C;]W(2E='=39Z]D+P]SWG5 MB^VEO8WG%V.
<5BI*'/^UYC'E7?W63KGFF)SPE\561+/HY*_^1PE43ICY*$" M%^2:_/$P(3^_^X6\(W%*OBZS31&E\^*F7_(<*E)_MJ_O\ZX^_41]E/R:I>6R
M(#:O=RZ)OU?'Z^?B;76\<2[>4<#@]M&3[MDCP]F;Q_+CQ5'GO0/5R6?-C]V'7%56P<[F/&EF>'\X4+']FO;M__H-:VD>9*)"P"1)F(V$.$N8B
M81X2-D7"?"0L0,)"$*PA4/.@4%-%O[N/BB7A8P8R]UZPOS;Q6)+#&E+*\CZ?"0L0,)"$*RA%>N@%4NIE6GZS+N3+/]Q
M4B'*^$L58@DGW:3&N*61+H5L9%H.$N8B89[8%H91#?T;.D'6Z"-A 1(6@F - MG0P/.ADJ=?(E9^LHGA/V?5U-_$C'7TK"I4H9"B=>-

*_112RE="MG(M!PDS$7" M/&E;M(2"K-!'P@(D+ 3!&D(9'80R4@KEMW+)E0QD8FY2!A+A+FB4U!A\.65) 5^DA8@(2%(%A#*N.#5,9*J7S-RBCI(!4E MY5*IC,4!Q4 SVE!3.I6RD8DY2)B+A'EB8PSH:-#2"!)&'PD+D+ 0!&OHA6KU MLIMV9A26K5E>_MA.B56S8>L5E\ I)KRYJV]7*V=,:M\W!L#7$F'0J94,S7NB'UNA#:0&4%J)H3;'4J_U4O=R_FT93B 6ZQD_%=6NJ#>E8$$RW M#I3F0FF>I#F&X[:,H)X%*"V TD(4K?E3T=JVH*MM"_=9^LSR M(4%L%E#:!TFPHS8'27"C-TT63!K7& M[54!:)T^E!9 :2&*UA1B[=/0U3Z-U[F2DG>+1;3;\VF6%?*5-37K8CU"=X> MTFPHS8'27"C-TV6^&+,M1Z@1!$H+H+0016O*L3:"Z)V,(-TF,-6LB^4H>AS, M]DS(=M$H_V#,VB5/I060&DABM948FT:,=2FD=VD_$&$ MY\:7;MK%@A1M"X8E_%RS4RD;FID#I;E0FB=ICI;7 UJA#Z4%4%](HC7E4WL] MC#->C^VL_#G10*T>AF@R,#3+:'\KZU;,AN;F0&DNE.9)&L0<&H*1&%JI#Z4% M4%](HC6E<_2X#K4[XSY;K>*RVO.LV#T5($NKV7F6SKB,R,__RDI&J/Z+5%#8 M!WG\#1J1C@A!(!MZ? Z4YD)I'JK)IM"T?"@M@-)"%*TIV|K%8:A=`"%,1+,?MY-,\6L393P4Y7@_@%>]G4(HRFWV\(N^TJY&R3K*R7.4;-A'8EZ-C?'5V+1(ML8QX? B3;E,LLC_'@Z*"9$]DPF9L]<@'I:_/19($Q451>4BJVT:V*8N2OZ@6 M]DX KLA+7"Y)M%CD//FR6OK[:U,]YJPRA.UR9M6CSGCLNS&]LHSA*9+T9K1K MK^-'98RL8?M9&??J9KWXRR>29DL.84Q-J]4U.MV.U.U&\PS17R(I-H4>J=_M M$()NAQ">+=;46.WU,'9+X:>V,WBHU+/,DCG+BY^V>X.6/\C/<_84S^+R%_FC MK:",#RAM J794)H#L:E0F@>E3:$T'TH+H+0016NJMS:,&&JC236PY1W+<1?8 M[-UJEWQSZK_3O:"#VQ=[ON>_0/Z/A)J7@V,P14UNO6# (D)ZXX":6PS1JM'> MK.Y\$1N:DP.EN5":=[XQIM *?2@M@-)"%*VIV]K98IS9D60^CZLA8920ZO$H MU W%*9M$Z+B/I1H]JV,6Z$6TJH_%P)$R%=BIF0W-SH#072O,D#<*+"M.A4)<* ME!9 :2&*UI10[5(QSNY.LEEMDNT#I+/=PU.R%.]I63VT_9F1..7OI5OJJ,$7 MRTFTI%RW_89?\EV6.Y03J/(%+7'#AIGTAP9M+5L=F^*)H:A-1"VL>]6S)96 MJQL#K:4IIVM^;E>B)\FP4K,F; $L(0[UL=7Z-:4OSU ,:*TQ:B M2/51^P# Z>LA7\R*IK0^FVOH@K-U>56M0IR>SJV_9? ^.2@CHF]K3&Z;HKTW14_5T1?K#.JR@-)"%&VGLWZQ9*R<1&5T=[-B^8+= MLR0IR'8KW=M>I; [#IX3W7]6NB!\^Z;V^\/D]_3"AU>?]&G-WLXX6[-;5D[9>WY39^K;'[QZ/65EFJ^W+)8MXCU@5X']_RK+R]4U5 MP4N6?]NF??=_4$L#!!0 ("P^+EK.-2G:3 0 $@? : >&PQ=V]R M:W-H965T,X+0*%;EN&8:G%S@KM>6\ M^NZ>+>?T(/*L)/<,\4-18/;/+HZ&-@R MOT:V\1E9AN7TQ%?#\3\.N8R;:\;#,?&WJZ_?BY>#\6@X'I)-VWF()WXW_M+U MQ>/QG>^+)^,[;W7CNI2N-<]JS;,JGOT1_K\JK%./U8]'& [X'F_(0I-W?T[8 MD6C+7WXR/>.W/ML@82$D; T)BR!A=Y"P&!*6 ,$Z/MNMS_807?E\)$QDCSE! M$K\EC$=Y0U_P9[3%#1YP?"+K*2I32/,>,HSV1KQT[>6OMO8\.EIOJ.20L MA2M(6%1#?,KF'K/.RZ-:\,PY_KQ7&#(DC$D+ &"=01V6H&='Q>XTI0C?! [MRK) 2=IG["'_JK&0L+"&>6=>.($=!({7-6,-630:6?0.LF@,"4N 8!T=W59' M]\,Z9IP? ^E4<9$]5$1(6NJ^M\&W+<)P+%4>VBWK:]5HVLET\LEWR?KO.L'OM ML'L?'G8Y:><"EVE6/O6-_6"!J6,/"0LA86M(6.2-M BR: P)2X!@'6G]5EK_ MQZ7-LV\'-;E1O^W4!XF:X%2O@WWZ#I:.JB\D+(2$K2%A40USS_0-3,_V#<.X M\|>R:@P)2X!@'7]GK;^S=_PM"FGG!R8K-3^X>/&^?/->#79CJHZS,2_[:\B2 MT:B2=Y E8TA8 @3K2!:TD@43)!LUH0A>/94LTZC_+L0:+#U5K-=E/3=P7L\6 M((M&(XO>01:-(6$)$*PCEVG_T.V,5VOMR<(#>W\>IN.:[NF?7'!5\-U[H% M2EN#TJ*>:.^+//->\?(B"5HU!:0D4K6OAV7**.=W"=^8K#7*,BCTM;7OF>YN M??EFR^IEVWI'T'VUIO=(A:!%M;DC."5,-9#'MY2*EQVU3-@NGB__U!+_P04 M " L/BY:WKBT1^\(!P1@ &@ 'AL+W=O&ULO5Q=<^*X$OTK*G9K,Z8J 4LVQF03JC9@8\-^3$WVX^'6?7! "=XU M-M<6R>R_O[)QO|8Z C8]^Q+ =!^=-D=MJ=OQ]7->_%6N.!?DRSK-RIO.2HC- M5;]7+E9\'9?=?,,S^WCI.L,[JNCWTJ M1M?Y5J1)QC\5I-RNUW'Q]RU/\^>;#NV\'/B MARSY0[Q-Q>?\.>1-0/T*;Y&G9?V7/#>V5HB?.H+;.+BG.@P:A\&IE+S&P3MU MA&'C,#S5@5HOOYRENKAON>Q_[)WH=BJD)3:)13RZ+O)G4E3V$]JZ4^NT]I?*_M2K)J2MV)0GZ;2#\Q&N? 94DX0OB3R79FGR3(6\L.=D"]RYHB2Y_DEPTOXFH& ME"3.*LNUG+ZK;EX]<1)EBWS-R8=T3DFTU9F_1,+O=,6-O,*/DISP3JY+XDN$2\)^8_=DQ_\#L;Q_SGYK]W6/^_MD=E_<,Q_9O8?'O.?'SG_IA/8DS+;:XV]:.V6&1%GV[1+;.N",(LY *'QZ>XV MI >S^QW? &$?WW^<>G.X.D9\>BSTSCAZ>[@Z-'KWOAYN]+_:YV7W"%]*=0NXM M&=K[E&?7>/;_D_*@S+8CX, $JE725:E)%_RF(T%+7CSQSNB[;ZAK?0_-"DRP M"2:8CPD68()-,<%"3+ ($VR&'39' FO--7<_UUQCHE?F&C2G=@#NZYS9'R@9 MWSC(N5,%$\S7V3O443*^;L/4:]H4DU2("18!OX_M*5>LF6XT'*@Y'XE52X># MO0X'1Q8<)8^+Q:I.]DLIQC3?5(M_2) #/6#65P(>&X<[5Y&88#Y$GRH3*M"-_M'(=ZBB8Q:8688)%.?]#W^HHF@1-ANTRQFB/Q:JG2VZO2,ZKRCJ?RT.,%>>29 M7'^D% [4\X^4ZR9)25 N2)S!E>OJOYVD*-0Y]KD(QP7R=/ALR5UH*.CQCC% MI!5B@D4Z? 6I;CC(-9[J5QVSE\C%'XM52Z'"OT*%1H;_F(D[)XJ05,Z34H1:@ MG(%#1:E&"N*:8M$),L$BGSYA%U4T=9.79RGR< M(Q%K295:A]Z&911K59\C#T6^?A%GGL&-"$L+YM)EEI*!QN;1SM4E*IH/A> X MZL4M@,R&EKIZFZ)R"U'1(B@$1EW/4@0*VC'74I+-'(M=6Z.O^F_46'SX1:QX M09*FHMRDSH]@L:%!0JHVH*)-4-%\5+0 %6V*BA:BHD6H:#-4M#D66GN>L<,| M8T<*#]D3+T1RGW*2Y8++"T.<%.0I3JOUR_+/;2G>VO\UR*U,0H>66I,P$SA[M0C&]LLKZ2C[W 6JZ50 &8&F+9]0 0E2T" B!6>K" <08%ZEB>NH#&HM:6XJ'_ M2(VME-$?<5'$F2!I$M\G:2*2L\1HZQN)@29%U)XA,*0S'-BJ%$^Q"@"K2Z;6 MOE#IAZAH$73^AVKU"XK2LU45?HV&&SUTW*BYY19E@DM<\;)=\7FZ''(7:NJ M-M3^&RJ:#T7@V%J"A*S4^M$4E5F(BA9!$5!/K>#-0#/+4RNS6-S:TCSTXZBQ M!7&0YFY9#"H3M?.&BC9!1?,;M%;" <=7B&&"D%AQ0686H:!% 7ZTW'(]PCL6I MK=I#9XN:6UN[G=Q^"]>([X)D'+Z0ZRV2OII84=MDQ=VHW-0YVM34_? E;N6I6Z%=&K22KMF P%0:^!J MVW+4IA8J6@3%P"@;:.M.R&XP=+5B[-?H;=%#_<.=L13&H ZJDOI-HY\[FU#1?(B_DA #P$8IOTQ1286H:!% M7UT]0V=!;2-CD6IK]-"C8\;>Q&C\]@4!U"75%@G5RD0MTIH'/5N:J TX(2[M/U1O=("E2L8]8: (*2]W$!4M@F*H5C#JS6.@W6 X4)?.6.S:4CVTN9BYS74; ME\FBVLZU94HV" M+_F"EV5>U#;Q7P-#&SNQ]=G8T<]D'!>;" M? ^X;O.L<3%'/08B*%KTKLMF[O.?_U'LW,W]OGO^PYL5C_8B2DBSR;28JT%=' M]X]!^;%^^(=R_)9>C2EP? $*O?.CXE%Z%N^=0'(;=/8OE![AX3+*2I/Q!4K"Z M [EP*G;/-]E]$/FF?BK%?2Y$OJ[?KGB\Y$5E(+]_R&5*;SY4 ^P?,C/Z/U!+ M P04 " L/BY: (\@O8\01 "0U0 &@ 'AL+W=O&ULO9U=<^.V%8;_"L?-M+LS<2SPFZG7,UD3F&ZG'SO9I+WH](K MT;8:271(>KW\]Z5D22"!HT/!>I6;Q/:"#T&\(&\/ >\?]IJ7YJ'LFR]K\O% MJGEW\="VC]!?7373AW)9--]5C^6J^Y>[JEX6;?=K? 7_5/-9E,=LZ^^UJ3YG-E^6JF5 M/C>]G[WUM7RNJE_6OWR8O;N8K*M4+LI[NV84W?^^^E+?E8K%&=17Y=4N]V)]T M? 6#_YQU=;,Z^NYK/15/>5HM_SV?MP[N+],*;E?2%TZ+]L7K^2[F[HDT%[]6B MV?S7>]Z6G5QXTZ>FK9;:@[L.+.>KE\77[<*A*X?: T#@@R X<$&T/B(Z]AGA[0+QI^Y?&VK1T7K3%S75=/7OUNG1' M6_^PD6MS=-? \]6Z:WUJZ^Y?Y]UQ[=U/3;68SXJV^^53V_VO MZT%MXU5WZW_Z4M;M_/.B]#YVRI=UO2E337_QBM7VIX=J,2OKYD^>_/5IWO[F MOFV_>>M]X\Y7WTI/UU'2'-==7;7<%ZW1<3;>U?2]2 M6_]@;9?+KCMNSD<_[QS^AA,>X,C5;+ZZ]IX7BV(U+;VB[2YU^IT7B&\]?^+ [E'XLW/SQ#R*>_)F2$PG+D3")A*D76+2!K8>"+S>9"./L^NH+ MH5VPURYPT>Y-U]F;AZ*KS=NC=&3AKCHB83D2)I$P]0*+>SJ&69!E84PK&>Z5 M#-%W86CU*+&OPXLD1 D1!<-"N5WH,DLF438L)NUB? CHLHBA2F"8)W3+1OF6B M<_;QR-(KB>).7*.IV#JX]EXD3")A"@0;"!GOA8Q9(=^7],/5RK67LTS79Q02 MEB-A$@E3L>2'.//!L3S Z">0K MXMJ=H30)I2D4;2BIMAR$J^>#.#'[O%WJ4HC0-PM*HJ ? ME)V>A/EIO4))YD(C7;#+ILA](DE*90M*&>>GTO^ 7^ M*Y_T+-1UM(;2C3^7CR-,5ZDI :3F4)J$T)9R<":&M"<%[$_Q@.2XGU)F TG(H M34)I2CBZ$T+;$X+W)UXY6MKK;6N.F!ZU+K)+T>LBNYR]+K(KQ:Z+M T@>:\ M,!;9ZUIZ701=YD-I$DI3*-KP3:RV_R717)P0-(/]VF=%DVY?]_^\M/-]O MK8M5LRA>PG)F_WM]VG68!]DXTA:XA=)R*$WZMHES:3S=%5]F]$XO/H(W*UY" M8*K'C1KEU[*>SIN2C&OA07?I(=6O7ZVKCPX<:%;R_ S172MLC@L=VMZLQ[Q"YU*?QH M8BY_)%'03\QAVZY5!PNBR8$UDJ^-_? ^LQH!O+W"3>!(EUL@!7?)#:1)*4RC: M4$_M"_CI>1=(T"@&*"V'TB24IE"TH>S:ZO!YJT/-5]W].R\6G;9-MU+:S!:^ M78>IS\IIV315_1*B_C3=_O8?-?_:32[^-F_:_Y+] !H% :7E4)J$TM2(3CU! M&-T#[8<$YPB/X*:,<*)SB)"\T:@-_FEJ< M=:27.X)*'J'EQ&:/8--' ML/DCV 02QPR20-LJP3E"3 (I5,)<$@:VZ4"\-"*D2_-B'+62S.B4MQ+LT [M'<&Y SB"(S-*^(HX]VBHP0&E*11M**FV00)7&V3\V35N@P2$#1)/4K//4S9(M$,2AU>D)G&F#$+7J8"_70/9Z;8,$1]@@X\U%V"!)EIFM<G$ 6MY!2B5FQR2JBM@_"L MR2GADS/4%(#2%(IHVU+.W^03O'+SB33)/='YN(6DYE":A-!7:S@8W M#&EC(SQEFXQQ.:'!*5!.;#J5)*$V%CFDIH;8UPOBL*\$0FJ,"I>50FH32%(HV ME%U;-2%OU9P0"\R3G16'FCE0F@R)Q!-S\I-8S]GPP"VIS9F0STHY/A(X))(^ M@MXS8=O$1#**.2&$>B90FF*K/VQB;82$_ +;)3241SGW=SL91OB1*0?4NH#2 MU,@%##?? T@Y%Q#L41X6&\@Q7):"T/"+VN!"3)#;N- D]JQH_ZU /;3=$3G;# M,7.[+9%;G4;V:IH(^B1*T4&?1$$KZ).H%1OT&>D%?.2T@'>=="D? VTIH, ^N1K MX=Q-H1$(4)I"T89Z:KB+$A M2M$Q-A3.FG7:M6)C;")M#D1.6VHZ]WE[,4W&V/"U<.[-4'L!2E-4BS Q-I'V M&"+7C3..$@CJ-D!I.90FH32UI1TYQL3:F(A=9C/5XW6FZAW.POMJ- B-D?48J> M_5$X<_9'U(J=_<7:K(CY13!@-_J/FP#R%7'NTU#? 4I35(LP$\!8.PROJ\.P M_ERR5\I6?[9# 6(1FQXZ4>JRFP[%F6_V9[N@[YO]V:Y5!YM$DT,C<>];':>L MX,>;RUZ))NE$I&:2#%\+Y\Z,_20'}ILL=1SR1H1 &4ED-I M$DI3L>TR<&L>[3'$KMMB.H\RT/P0*"V'TB24IF+;C.#7/-J-B+/7O-UB/L=(MZ@IU)Z"T'$J34)I"T8:?5-(F1C*2__%U^E"L[DOO<2]QLPDRNJO]J=\N!YY6 ML^Z/ST5=%ZN6C#7B3^$]/9260VD22E,)\<&2,$X/W-")-C&2$1/#45/O#;-S M(7\N9W&A]@:4)J$TE1 1*),DF_@'U-7^1N*>';+@)\,\T5E#J*D3 MVX$@+"JB%&U143C3HB)JQ5I4B78]$N#6%W2+$5M?4!857Q'G/@T-H(#2%-4B MC$65:/\E.6_V1P(-H8#2GY]\R49"?! K-6@]DM"F!)!X)O#$]16@=+4V!4,1=*>2G)$%HGS M+O&)G4 13")S;(-:(U":A-(4BC;+0+&V1E+>&G')!.)1KK=5:L7\#GB_$G\^Y'T!-$2A-0FEJ1*?C\H52;96D?*C*Z]P_'NHL+M0@@=(DE*92 MIT^XIMKY2%T#5%S=2? X$SHI"#1 H34)I*G7\BFNJ'9/TQ*^XTCJ.?\4U)7:?_ ML'UYHA3MRU,XTY50FH32%(HVE%U[QGO?7QHFJ?-K5G=>651KRZKIW9[MBXZYBCS967&H(P*E22A-9<26)"),HLFA>UA;(IFK)=+?$X1QAI MEJ3&GD\Y46P]CICCC:3*&>.6(FJ5Q-&A/68R;8ADIQ@BXXU%9&*$41")P-P MBZ^'7-07.(@,([X6SKT9NHZ'TA2*-M13+_8S MI_TOCGESPA.=GUO09!0H34)I*K.]"&X8TDY$QCL1)[X(X^G.)R+$YB<0]&,]07/?5YV^*$<,(1M+OP4,," MBY,[W##\PI@* [0I%="%#)+\G$F]''+^K] C)71-BIU-C,HD]I<3B%\%AB)! M3Q'>_WA=^.":..H@?-(_1D[M?A] /0\L3L%PAI)A3TG>&W$)(AQAN=]=H3VI*

M^V:(%/:D$HM38]=@Z!+U=.$-CZ-B"4<@[H) C8T=;C!FI'Y@! Q+[&G5^&D- M4>>*.ZFQY>%VA=8G(+A#%G3GJSG_?CJC@]*
*f8$$=#2Q.8G$*AC/4SWKJ_\[? M8!TYH7MW@#HB6)S$XM286,<%$0K1?&A MU_E"]&P.<@A6(Q_%&579NR5/E6.?*=/%C1?ZE,U8]*
[J"]%S&@3JPR@' MVHSXABG]8G^D)NX=&^M"0"JJ'8Q1.N9$>*\7S_9\6&/+*R! <5)+$[!<(;Z M/0-#\ 8&?E+"G]"].T"#/[
*XB<6I,;'V*K#B]UP2X;ICQWYU*;C']/A>I;LR MXT,;M5UIG)K?FI8CE^+>TO8U)'X6'WHC)GHNAW!-%R&7[VP#V_Z#"((TB8EQ*
*M$)H8@L5)+$[!<(:V/5]&)&<>*Z$Y)%A_:'&N/0'$2BU,PW%!' MOV>7^+Q=4KX:PI%">Q. 7#&9KV?!0?L,/'",3Y40G%Y3O< MX"5\/(G-*
*Z2KTK&KTK(8D/]J)#L_)\H0\[_B7*TM445M,84HA!G;?D]*
ME\0_:\K#G^,M<77Q+W#8@T0*$X=U2Z&:#USPP_/.UWWL5X&%)=C<1*+4S"<*
MH7[/W?!_Y_TZ1D[HWAVP\2)0G,3BU)A8K+5UU3R499L7;7%S_5CNKUQXGZNVK9;;'Q_*HKO?UP6Z?[^KJG;W MRU7'?
Z]J?S;GN/D_4$L#!!0 ("P^+EJL,8AAO D 'XX ;+&PO M=V]R:W-H965TQH;1"KT5>BMO1]JV'R83D6YHD8CW;$M+^^"+&
I:K\JRD#QR)75$D_.TCS=G+[<@?';[XG#UO M*O7%9'&S39[I(ZU^WSYP>34Y>EEE!2U%QDK$Z?IV=.=_B,.Z06WQ1T9?Q,EG MI \,?*
*9%7?RTNAUYZHEH3M-*N4CDOSU=TCQ7GN1S_-4Z'1WQJ1J>?CYX_U2# MEV">$D&7+/\S6U6;V]%LA%9TG>SRZC-[^2=M*
*87*7\IR4?]%+ZVM-T+I3E2L M:!O+)RBRLOF?O+9$G#20?N &N&V +VU V@;DT@9!VR"HF6F@U#S$294L;CA[*
*M05Q92V_J0TUFW5K"STK5[X\5E[]FLEVU6+)R)7N1KI#\)%B>K9)*7CQ6\[_L MWDH@MD;+1&S0)QDB*
HW1[X\Q^OZ['!]!W"O1;QNVTFYC>32CZ-\CE)VSM_M;.Z,!^Z,T<^LK#8"_2B?8 6T7]K;3\^UC^WMYY;V$\GBD4[\H/(CMCI\I-OW*
MB'CO$/9P .&Q-__7+KR#V"8IO1W)/"4HW]/1XN]_\R/O'Q!E+IW%CIQU MZ R.= 8V[XM?9
*K/RI05%'V?.R%^@*AK7(2U"Y6P!PL2>=-'9'!*2=]HC'T\ MG77-8LAL.H_F1[,.C/ ((1&Q=WJOS(G-8FA8C+QIZQ,LYRBTL2G?E9?IBJ.*
M=BK!R'1Q<1"%+H/(I,/8D;,. ^]&1_<@:1#&53M,L:6;, ^3108-C'@9SX02=,CEJE]0+!R7,>&CHFMFI @../> M8V!LH.F;S,V1T3?
Q_0$PLR.8F17,8\72+V.E/U9(C@$%8+!/K)ZN#>T9T'D& M)7'?AN !O/,CWKD5[P-G^ZR6?E)YRH&]EPF!\3>4%=LDXRH]0,CGO0<9^Z'1
*M?WT;TR3NFV ?AN-[6@5Y5D!W)P-)*9Z*\@+E+"G1*A,IV\& [$ZO[[M9V"';(, GTA*
*WPK^7N9KQ&JH6R:27!&PY6I<5F]UFJ%_[;+M4*_:G5]-@M^/ M:#.@ 1LRP `6'& K!\M-4CY3-4>M902C?9+OJ.)!SF]IR4/VI.8X5E&!MLE;*
*M(]] *G _P@D.S1B'S+ 7SDV8?;/ FP4#2+6N\ZTZ9Q#I2\))Y4E8HSY*G+*^G M9A CZ3]\,)\2$R-@YL]]$V+?:C;4E5II^8%5HRBIE1Y!GD@.*
(:B4+2]@3S"" M\L.WBKFK8]JEM]B5MRZ[6@#Z5H6SN$OK="B4]J/97@V%=TKH@32&9[/Y$K"1
M8\,$\!H.A0H6DWY=CGUTV'>&@;0%SYCGW@F!,!J:HZ(&+ *IP.0M(CR]2K] M@5,YXZX.HJF);E9M*$?!CG,)KPU[$%U?"8U];..A)60V-
*R=EP(C,AF8F+:M\ MNZXZ!LMZ?;US9B$IL]%K'"$36UH?YZO'5Q.5OEV727Q\AU=G+JZDAP MZ2UVY:W+J59E^(PJVW&Y %%R[*J5-*
*:$5F@6=I>0%8EZ&12R\@98.M*KA!!56;W?46^S*6Y=3+16)72H^<)92NFH9I:^4 MIYEH2TY%(>6R4#5E.=TH[0P&COT&5Y/KTEM,*
*$$Z,%41+4>)78YV*15,S1@"KJ3]0\"5:PI(+ M)>Q6[=JLY.ST] :F<) 'ISNQ!"H(1L0LE8%F>#XP1Q.M=8F]X/?C>DW3.A;6 MC-*
*/LN6R+9.E;4ZC(V_V?LN%+";;Z@U)M^R17N]X@1_W*GKD)MP1LL+F*!VS\ M@34\T5J4G-EG[53#K\,%;,AH-C=+%)#9U#,+39 5";-H*
)I6I,2N2)=#B-ZA M$)/]#DK2Q7F2HE3GC'HI-!' NR1AG[80]HW\\FL%[U]JS ,AH)7"TQB%YAV MH%35?:T0&^^G!T+P#$=F+9OT%23 1
R8^?.A>F^@A69@%YJ/N^TVK\^=)7F] M\YHSL>/-%'_0H#,F^..HM=>>ORJT5G8!>===0S5&P;-OKV< M N4:!231J;@,^G)P9NX@*
*#:G<==%K#5C@+!\VHJ0>J(/J9*$F!]"%:YO J8QT MZBUVY:U+NA:E@5V4UJ>'QVP]EFOAP[8K>ZH2:58OC>EK.R.I*+RH%&R_X=5D M*
J53;!Z,BEW=LTOBR8%!NW;]-WFI3]MQI=\4;>:Q=[G'"32J:X-^HH5X/%; M;%@'6OX&9S:L"[6%V#W4LSVLFI(\9VE]XKEBEYZ L-*
_O:@J=GDYLO76/D [D M4"V;@S.R^3!=QE[97__Z4O4H:[S-1 M_0?DT'Z_HR.0L;/G" X/!8;55[;N,JNJSJ!40P_S95W,"Z,+F:4Y?>8E?>NJ?
A]8(EM)]S M<++Z;.]QFLVBF5E L#_(U:?8O\4Z)-3KD/""=]N';\]OEQW5[]2-
M'FS9MY/R=&ULM5EKD],X%OTKJ@P[U5T5TIVD81@>714:&-CBM01F:S_*LN)HL"4C MR1VROW[/O;(=)X3F4;-?NI-
*8]_TZ5WZX>JM.'1:!UC??_L+*BU MKF28N%I;/%DY7\F(K[XX"[77,F>BJCR;G9_?/:NDL:/+A_S;6W_YT#6Q-%;_ M]2(T527]]K$NW>;1:#KJ?*
GAGBG6D'\XN']:RT$L=/]1O/;Z=]5QR4VD;C+/" MZ]6CT6)Z__$%G><#?QJ]"8//@BS)G/M(7U[DCT;GI) NM8K$0>+?M;[294F,
MH,:GEN>H%TE$P\\=]V=L.VS)9-!?KORWR>/ZT>C>2.1Z)9LROG.;Y[JUYP[Q M4ZX_,%=LTMD[LY%038BN:HFA065L^B_MWX8$-
P[_PK!K"68L=Y)$&OY1$9Y M^=*[C?!TA%MSH YO*U%#.6 K*,GH\-:*+ET]T4-[4[*&W$F]\(:WYKTP>L[EX MW 10A"#>U-
KSS^'A681@(C]3K9#'2L@GMI_RX2;A;QV48NIN"U^0IIXTWAQY:I:VJU8 MY+(P3KS2N5&R%,]=F1M;C,4+JR;BA'J-]N56?+1N X9!+/Z2?
$BY=.:4I9@8 MQ&;MRG)[&^=TCM:2!9,;Z8T.X@2UP<5_K5D6$LC%5E0QOX3 M,GJP%BN3>5,FIN/^Q[*)4?LQZW$-?
MZHII00(M5ZFQA/Q'M('#AD^MN#L^6 M J7V9!\ZG9>WT<=QH.+ -EX+Y;>N-^BD]>.'E^^O>A>2_+HIR4LKH!\O\.,G;*
M9U>+CF0,/P934RC[5W>:/@V\:#2H_A5!M-T;@&OH!-E1X4HI2!\XTF+)9*
M:ZAF4DS66OHH"4+_GYH+OC72)F(J42L@P,C")$X"\M#F@"%5,YIQIYA52B/I]=MD%9!N"P"$'3^ MMIIJBKSK=8$,C X?*
90VW7\LR4(1S)X+;UP%<$;?\4X/8(9:LZTM9-!;= -*F. MJ%RAIN!-2UG\ACP"W>;3-!3$R;#>2\>QOX34NPQ;O/O/0BR5T1;:B87ZU)A@
*MV,M7SM?BQ9]P'F1L*VG%BU#"D4'HSTC\F!S"6G;)2\P&K_:57_LI0GQRNT. M2G324L)G*",*
*(=7[70H\WMBWU!!*6A+S2OD!M+IM,3+]'W6\P3NKM&340L6_? M0/0L6?FSYAQ([1+@F&#BM#\[OB&Z=_RP:(\U_K=(,;W?*
*^KG/,%HE%]+9K!MK M\&=F;"MBP*6?>U>[WT;K!L?&HFVCH3G/J]]%<@!].48I5@47FN:!.B'K,0S MG?F&W#:=C]MRSU)49>7::D-*
)Z,)1QM M-Z]1@U-2[_NTD:Q]ZD1W#O3)=-QH;5.5#<+V+6_MI'1^FXBW!X[[EG;M!Z6 M_5B1(?, M=(7&09]8$_V?>&A\=?*
FNNO++6F2%N 6QXT$7&0QL3+S3FI JF&7XA MUMC:M/<)&" !C\=)/.VIWD/"N//M$9'#$/R,T#WZ;XE-3MZL#=R8N=A[MA7\ M*
*W+;Y!X/LB;A3R0[%"2,2P#IU3#DKZ+\<&P/#$HGS9P*U-V.4YT2ZU\PDZ(M[3*R_-33^B]]:\9LZAH1*0RH$KF3**
*(U.M4(_3^>!;P<]O$^9<6]EY@ SZ$%N M@+:)\(@L1*R:$7(W-7QN-!L"ZW"(7M8NC-5K:6E@B; 9B7EC?O*A+:2?^.*
*M'$O'>%>:WQ;/G"=,U&7(,;B-[Q6!N^C4QV. ,D.160*Z#/FIUS5%$Z*8=CVW M@7%I=PC;*G.E6#SYXU77!E_+D,M/@*
:UB="7$*F.XN3U8OED\;_[?!0]]J4! M_LE-3-W[#YX?&!((C&6=I6HQ!#W 7,RU#0PL""Z;- ^@M+0$$@5[F)HQ0)SD M;,8HP-
*:+B916)4EW*2.D.I0!4U:'(39'>I5EPOFVT3S 1!IJ*BGU)6 M365(M"X\-C&E:Y*L_8U5AE$?/4 ,>O9@64WQ"O@?-31! M9!5=U*
MIVFY0'%@%6$$CP]U#W PGXPR->QNK3+QP(@.Y_(*@ .EEB&V /ES% %ZTQ:S MQ;:"-6/!F;F$!%UEB&YWW9&:;?[^GPB04"M<0Z7+
*(/MB&95\J*DYZ M)=% $I6T";WLZ!*CGF0 PTYWY8Y-0HLJW2&E0OY"W/R0UB+)J8^@:;$\HQ*=B M@V2X-9__FT*
*@2'4M/K78'ZC$R="\UJK0#4*4 MHI>&ZH!F=:1D!G'NF@SEF;DF'K5?9J:DE@&S;BS5@6 @(DVK"4A0KJ8@6SI# M3&S7]UQ0#*
<=6.U;LJW11)7Z?'DB=2> 4 D,HM@=N)$O&6GUL<,1Q"37$-'Z M,2WPW%_7*+;,A-S;F3BL;@;X^CM7WK1;;?*
*WVSKKA/#V<2MCG51')5B+?QB;M7 MA;QIO$X.93RC497.-Y3&DWE5H M2XE*S72+!MN-B!;'=]W7$7*
2\EJ:DNYG>/#P;H/^@CKEW_9))N+%:H\%\@^; M?7N07B;0_<&PN>3 M_Q-@@,,."IF\,QG2^/VHJN24J3YG2 J@<\&8[3@.((E_XLHJ:)IQ
*ZTD:%^D6 M"YW%! 5XXI.XO?M"@GZ&5C:B7C7I>NV+"T2 1"1AF/SM@CYQJU"2V]]R&I4 M-:O79=H$2(V*HC *<*
*JQ*6QW6_NNR\UV04P@5M/OT2/X#6./-Q:(6*7QE48A MMOG]36[']81&S3IC?%^;WA*E>F-\3-MPWW[UXUF^PPPM68EPZ1M\JP42^^^!W*
*M?FEJ#2LM77GWU]4\K^+ +73QT@8#,0^,,-=QXR3JN%HX"W,X7^LY_!&O% M+1^=*XJRVVHJ=^0IO3A)&<*
>^FRH>E&KT]__P4#^\)J'8S]@D=:B3;H0K4L= M$QS=A2/=8\P/KWDKF7/?K.66W4_&)\!F4ZU[G6!4AHZY HRB)OW%9?$A%PYB M)
*(.@0^9L@P$\.28RZ&SPAH_O&.@])MF EB_2&<'<\O6<%_B\, MVE^I5R !G_QV9R1\>G>9OD17_M"[*215?R1+F*UIP-XOG+8;-*
HO)!_@7SY M/U!+ P04 " L/BY:"A]01]@G _AP &@ 'AL+W=O&ULW5WK<]M&DO]74-I'R54D+YW;V_L01R0Q,ST]/=V_?*
LS@^4W3_NY6QG39 MIW55N^^.5EVW>7K_OBM69IVI6;,Q-?RR:-IUWL"=GG?;5J3E]1H7=T_.SEY
M?'^=V_KHQ7/Z[EW]XGG3=Y6MS;LV<_UZG;?;EZ9J;KX[.CW2+|[;Y:K#+^Z_ M>+()E^;=!\W[UKX=-_W4MJUJ9UMZJPUB^^.SD^?*
*OGR(SI,#OUISXZ*_,YS) MQ&E^QP^7Y7=')TB0J4S180\Y_,_:7)BJPHZ C#^DSR,_)#:,_]:>W]#<82[S*
MW)F+IQJ'+;O5=T=/CK+2+/^ZMXW-S\8F<\C[*]H*D?_9C?\[,,'1UG1NZY9 M2V.@8&UK_G_^2?@0-7ARLJ?!F30X(IIY(*+R5=*
*[E+YZWS4W6XM/0&_Y!4Z76 M0)RM<5&NNA9^M="N>W'%BY$UB^S*+FN[L$5>=]EY431]W=EZF;UK*EM8XY[? M[V\;'6_D+Y?_K^-*
ONYJ.N5RU[7I2G3]O>!3D_LF1+[\NQ@AU=F,L\> MG$RRLY.SAP?Z>_"G3)[[?CC>-VZFIVZ3%^:([(@MSK37YNC%W_]R
*M^OCDV0'*WK*QIJ_5^D_'#?OS2=R$X1./Y MVK0PE>SX[W]Y,G' @+5!!L'OU!;_0 +ROELUK46F7_)&2%[?'ZYRQ;P MM9]5M*
K055WF;>FRBZ:D52+NZ_3.KRYT8AD\.-[RXP;7)6KST;1MP$\H$E#C2E]O:R=R!V#DE>SZ%GI'@",VR3Z??MIG'& M3;?*
K.LN&F0Q,,3XH[\)W(PX8>![KDJ30'C-NV, MQ'-$#K--+,.P %5?&NYV5&IA1BD-L%3"AG=A..$&31&[VH ,-L W6.+&2\I%
*MU3BD^16M!7ZSVU'VCEH>NWO*X E-31@+_-SD(+V!B*N^.$Q"ONA,>WA\W\?8 MZ,PB;-?QAI=MCNS;90Y*X/O_/F?V#_M-*
*V2USP9%.OWGF1(2(XX!*6AK!48]% M[E;9 A"&&\PN6[3-.ONQAPWVX)0-!_S:-OURE5WA?EO/8>YJ4T9%5?:Z3L<+ MH+/TU=K*
[B;VQT+G_'K$+#TH_"JW-&=L@@UNCVP)H030%PRQ(M/W:(BBPO SX&(X#V:UHS0769T7Q:U)0S4'TYR GV< G]M'8=*97+FA&FVIHV$
*M$U8>WV-,YGE%&IAA+/-^=W$G*IVC7:3[>2A=0$EK5@A%K]$:P&?8'K"PCC7] MG?N%GZX-,!CMQH9L1$O/-*
*+!VV!']M6JJTK1.I#XS(&K=-CL&J FVFMKLWV=F_ M0<2]A#]P@%_J0!//!=A:XJFKE&4UXP? M#>+'W2X>#$?]O+78IS*4H7_NE"?*
*_\BQ;4[%F:)H.@0GL2%> 4/8MP@78B;UN M-]*U+OK";ZA_89YU(0$H1$ MZ0&/P[[\]JV=B:E!L(.SIB&4"=+"]_\>&*
MQ[I9V6(%"@5XI\JL1CU008NB;UM2IM'S-?$!UT47;9';-C79J27TM(2Y JA@
MW;U/5>S(INT.6I\#^N'_WV:=?,7=^A^Z"1F\J$#\GU]BFN5GJ^26_!V_XRQM M40(3*.6RR90'T-_<9.,3!C8YZ21FR=;D+?*4$!!TQ,.=JD$F
*(.)F(&KY.8 MC;/L-;AI2V5X/3C'H' 4V:+GU#M: ?V*X(=B5:/MEMQ.<,1$X2]L>K2E-:NU M*PD/G1WGWM6Y0M7#\.>\(!QX^NV#!Q-*
LF:])0B8I.DZ>CV Y>(3DD2%&V5+7 M/_;K#:C:%GKMVP $K_"K?N/'.SLY/4N&^/!MRZNX\YDG_/3D['A^[_C44Z^/
*MPFJ8]0;69IPA2"U)ZMS@;ZTA-ZG$E<0'8+5)S=?F)B-D"*R@:$1VG7>"\0O M*O1IKA'NAH&.&8LZQ&+@T3$6)3N#(K;**
3H.N=Z:)3A]K&8CYPR$NB*39_!^_M%BR*;58VTM$U@F%XPI&>=J%+[LY@2_"BQ=]Y_:E8Y?42O>F.)7X?&_#ISV(%
MJPB_%INVN;:EHO!VEP6D>MT4C./CK;<"(:82E1(9S/3H@8178.A,9P2.)7;;2G!]42)M^_M#M]BXQT!G<2(@3=ZO6??
*P,^X:'F)TU2Q\#2*B]79M1G9!FFC:!;;?@;.F0_Y M /\N$F?Z<^-IBJBBB @'P-@5_]F@-J^R'\#A@&D"$R[K8C;Q@.<&/!&0'_#_*
MD,) ^[FQIP0X8D.US@'&DKU6.Q05C/$3KG!<,D *;-)5=H[?+BC>)$X!OZ,BF MO'; .EHQ"A3 ?S A1#/1(J@&)E ^[@(QJ(PK_/?82N8PC/
M_B)N 1)IZH0>BOI19+ ^?0%1JF+8@KQT1-7:V@,4!&E:@$9N69 "I@*5%=(\] M7,,Z-V!DV3+CXTT+B@)6$,@NQ=JW)G=-34'0H%

*(+VQ;]&N6YT&T5 6?>[[@" M] M'#G!O IMQI_W6ETM>]WR.*H1ZS-N6H@#7>=6;B*-#9D2>$;HJV 2>%4;3 MCY[7O&R"<#"9A>@&M$;.[$&SR%-W8*8+DOBBZ\DKX;G 9JI*T3C\/!LVOQ!H MH&4J;JE;0%6F7^'0"D)R1QJB/=4S1=6#X1?V<9AEC@4_#D';*&*" .@ZMQ4M M!K.!["V:O1[L9;4E56-N A*Y6%FSB&@#>,9AHY]!XEL?R;UX^^IG'PJV MUQ)K5\T-1<*KJL'X$G*&>47?UH05P>0ATV3:K%AJ6CU'03$8G.8 Ll)8%>^S MX>BD]X$S3/#K3V#3R>R_72QL8=I=;9!?I/^"C]\1HT@A.8J9@@1:C"F1^[VRRQ7(0V7A:5R/:^.=<=2(,$?% M3*1BT<43YP@F52%:%7DW9%OQ*9@J_"EGXE@P+AFT,UOHL?T=XW)L@2:B/WC$5#YP0:H81,'DL)?2#$R\Q+!YNYXC M RTZ\JB(2]ND.2_GLS.'F5K6U7XNVRB-^!DM=#T%0*!A2;4(SDHH'5;]-, MS)M7EQ(_T#=/*]_5YH#J;C+)@1] /: [*[S+:C:PAA6QV2!2T\? MH@!:;A@%8R0H,ST%0E&^,(S-L724-)A(7VO#!5@9U;R"]%V4E\S+:Q!QX -, M +VH^I8H$" ('VTETZO;$P@P4HP<&90.2@[:#/5Z"SS@7W#0UHU[ES@Q!7 &- MM%N$=3 =8.\[ZSCN"ZIL^E*"V%<4Q*:?WB1KW?81M-\T'=H(RAP"- /M-\8",4PY6!#LWH\#EH=RNIAN)>CY7A#"> X - M(SX>;FQ_G*-%70'CESW¥IMP"V+GF-A7BOZ80:QMMPW8%U8 H-Y7:)1@NJI; M5H0&0=5O5B!/P*.;',W5$D%TU;!-P(0> 9!< C+D11< R-GIK;;,K=1*0ZM^ MC?;,>6/=(^CSWN&.1DWH(PN&(T3]-5%G* <.=J2H6!F$(^EX NCKV-@$(;6R7 M5[R#UN)EX!8 #D!/_(CL#LR#7L$N\+;)1K(IY7@#*-Y[CG,^SR"N,J"-CR M*OA*V*+);_'@J8"&#%\'(I*!D6J7 T7GM=B"_3$;QN0M=D&C(0AO$3 S,T.? M#'K/KRZRQR>/)UZ,J-%%VNC"-XJR\M@L93# 5A.2_N2J\6.@#2LA.^= MS_ BG,@U3L 0E7]BXE@M^K @HMF*W3ZC(1<.$2)FWJ$F72_0Y=* >ZT >$4 M\-!$] (V2W/#X.D:K9#9N*>P8;Y]_,VWS\#ZFTUV^C2[+)&ZQ59G1JL6MHWV M/4L;G@T:1J L:^:578JNEV(-[7?0RX.G8(P%JX;%8L<9Q0 17M+@X5,$28RW M1Y_70H(OH^?14]6!D3AA1(8CM6Z2K+&#/MV"_*X]XXUC>F5\M+%"%0S9]7W4 MDRABJYP)0 F>PBDA'< M*=D:L /NU^DXW0#.6I1XC2AX]P19RY%OW&#B5#A*K>-4,&IX@*UL>[:W+?5> M]D=4":+G;6PQOMH":\-VDZ(-6T#]LZR? V#0+E;AR%+GGP,NJUSJZ!.>,P-, M4@Z^!$8:Y)PK))# H1&%7!*HP6I(N^[7WOE P01D&4TH'M&G2\D[W:83N!3, M!1!F$ M$_ZAA#1EWIOF-6,JB*(L\U;3D=($",\!/0"UOKS%* E-*QXBT)2J[M:PVE-, ['@D5(/3NEA"4F*BPQ18TP3BJLH20JL+#G&%M>,NX%LYEPX0U/RFED M9\"),==Z0YD,*8J)Q#PU$6/#0AKGK3 $@2!* M;OP*FBDIEUNVOBHZG!O9*.0'3QZ>3;*?D$2)FC)F",!6^5/])MN9SXU .;*2R M1=C^5;*Q8[57=RX%^9*LI/M;\,&(;0 YI'019^GR2.GMT9]? MWZ(=;G8LNVH M\6KW&T0UP91W "O<@,].A).*N5&U3(:V\<$5QENHU 4;MD$RO.X2"7_S]B5X MI';SX7)? Z#JB,\47!2^4/)P.=4OOGX#MQ@ =W9NO8V2MZ0%VL777# MQJ((S1OJ<]%4 2#-CK9,.#*X<[,R#7 M.',,=DSAX8.3K,RW$NX"=G&"EL)/CE>TF1.>#8O!>6A,8;!&$DLQT<$XQU,B M_N$$^;71S 8^[L-]9>]Y#,XB&,JR3W- G>^5A$/Y1Y,6!>P];#[B3AY26I<&W MD@,!=H!?N/:&)_)00#"B+-]>Q^S![ZPYV<2IF$KJC^5NRCD"S* M1T!]%SKQL2JOI@? 3Z4&'8AN)P@8(.ZA!A!57<2*#> M0[K_?3/^Y>6-WN_,G8\"E:QMB! ?#_=A_\L:6G0-S"C\)3B)K'&;WWA@ Y@6 MCXE-;3T%!N.@3.D"-],* (;/J6DI6.4XZ^KQ^U=SP"C$V;\E. %JN[#]);]#3 MO'ND+AR66\CJ-!$)_(67S?7&F2BD):G'C-(MG4=D"E_8#+4IQ$NW[R-T@A(M"7]WJKFCJ5;YO&DGXO_6/>9Q>RJI1!]C97(OI*895@ZY1J3XS"%EM33P3'%V MVY),HX)%Y;P%8I@L=OUR"58A[=U9T+?'.UU(UE>)5GC[5P"Z@9L0JM/-:'[MUB)*?(>P%AD%?OTH3N<7K!C$CVFU4%"07_\T>=:%D\!VCD%$ J?-;]1+?98 M8L7\^(RQ%F>$VJ1LA#Q1=;041:*_"X!CEOTRUMPFGEGO- 06.1ZQMS%1+4M9 M\IRV2]^ROS67DK0)I_I"#]Y>4=T1C*8%"YCDC#/>D]IL(6>_E"?/? +V H+*LH MDN*K)9D,K0@)Z('SK'LFISL[?*/[_=%0-U9%B+^'G% K 7-%@[(37>4@#%;Y MM @Z??69'XQ2D[0Y)!_-N<1TQ)6DSUOD#8->5&^#KL"0,LY#J\R%AWUG*P)M M7&!.;&YB4TL:'OSF)1V;..? 2C^@;*08A9(!J"'0SX3VNHRRL9NS3->24O2ZA M;?E-Y!Q SQ6^HXEX('H150G*>O%[,OL,&Q4UF4-=@.%3*MU;&": %:95M4)JIAE[H6KKOML7E49Q 56,=GEUH50BI[N#%8E2_I/1]$PV5P M_08=(@D+":0?5>$"A:FTH.B6G65 MA(R!F%SM$#\6T8;TT^;20Q(/N6("_^1%49CJ&4]U84VC)Q?B 0TB26%1/& MM*XE<9>KZ[;&Y%5E?S>DSG+Q?@GUU!&_]ZQY2- #C>0YOUDB#4V^<>Q:0P#A* M_/H;Z^BP&4@_3W; $IFW3IGUWZT$[3 VAI0Y8NTIII1@@'X52V%48=B(Q5IT'EULD49LD$F-PF=F] MR#M!/0 YFK@/SJ&BTHA-K@"*XGS_(V*K-631)%'21O54PRM)ND=LFJS*HL&-@7NX[7". M6&^)FW6!6P*:8B!GD:'?U9&CR5$TKI>- RSG]8=(QO Z"Z6>"[@A;>UH%@] MSK5>H0.8L#3DBM"P05^_%61:<*TJA\;S;-@@UJ@*/9]-)0_3Z>&L,!G*:,+ MQ:UJ;QDM&7>&!T? &%<- -HXC,;Q',6K6*^6(PA!_Y[S>W:6#O:X2)[L]WHR._D;K2A/6BM+-OF6(Z)W.&XX":E@7(UO'LX>_2TZ M7.X[HZ/J\/WP5-5./"6=- >^5+Y["D+K3V>,]U(W%FZD.@^)=X.E5M,Q=1(=T M(H*:;T#4/A&XAG5^].WLR=^H[9,3^(M*]C:A%&I/0)-\R])V5$__%5):7W*0 M;B!W7X,9#[Z=/61F/#H!\1AAQOB0H^SXDCS;961U8+"F7DY_(A EWEGJ8'(I M=85/,=12]S<4"V_V>/42F=OO*4QVK+)@[ZQI0UAJU+1II&._C=/ U2X$(RW* M$.M/(*_?&XB1<$#XQIK8]Z9? 8UG141$(B\ON((HWF@H>B>' M'Y)B TX9F-#2B>=UPB]47!);*U$Q)K%'BC@9\1^=0I+_^UQZ=OD?DR/)HF% M01D$P@OY#&B,+ 2T,J.NRE@93(7R"]J\+J1(1*+:=:(F05L,(_3YCP15) M,$3=K&T!;+VV;5.+WRR-QRC3XQED?9V"TDEZD,SJ^26Z<8JK8PEP\00P0FIR MKA1GU@3H@$_,LH^;9G#L;*<\=D*2NN]X42M9&E](1*?'7C45]&_'L3;AB,]$ MAU,G!X^KI3>8T+&*<,T Y4- <>H!10(MHJANZA,Z4TQP5T-+L):CD- #MTG"5 M50"ALB]GJ6A&]S'PX%%QI:8O))]",]56- 8&>0FICQ3A1W43+)Z2?^>3$#YN MRZM]Z)Z%D#>\E;_,RH7L0L^B;G2JMW3\Y74?4K"3I"GB4F1<>Z[3\<8Q%!P_M>7B&U^GPH3O@KUY"-DG+^M8P6UUG"7= (^C>7OI'I;?U+B!V&.G[X0(^+UDD4 M2?-9C'?9O,$[W#A./&T6TUX#B]RUT*7[CD[;5H6(7@L:O6XKA=K%(1)G%X- M<5SY'A6U=]5Q7U')66']PO)COD(M!9!QPG[>M"W7$V,_UW(9_,08* VZ#"J M3^;=-W)I/$U/8H[IRHG_- ;2>!-.J*^$%UZO6:#JAH,1&94(3IM,9.H9]3>R- MV41)-PZTP&\BHSLZD)A"DYEO^10P0E?6N65?\/=^/;AFEO1)='?-[NIC06"(MTN\N(H.& ()W*!D] $Z^GEQ_9)+;4:]]EPRUJ+8>9 EXN:3,8I2^7[5ZA+], M=+7?+H,LUXC5 M=VH'51=T;]5VD.#14B]. [9Z DGJ-BV7QUM.J9/^FF0;4 8=Q9\"QB?W1AU[M)!YSH,-BK@-U2"&'MNY1##'52RY0JP4V>]IB[7@U-Y.'#H]^$Y\">1]2PO\, ^,&Z MJ+X4DLE;#^I#4D0#K9EWH2ATC6&W,*$#0T=5ZUX)QCCY)IS5DZHH%#GJ0T[S MR0':2&? &Z3BLS%D#)]J@GTA*]=LQ[4EI.N6!&K\]UF;'UL3$ZZT6G/*>HPZ0 M5=M7%:QF&_/SF!E$=K":&I0CX#40$A\;E@Q2[I/3O52T-;69.O&5-? >FXD*2OBY-CK81O$[Y]T$Q1+O]<)2NOWU]'0:G0S?12K!/J;U MVUZ> R_\T3(*PRZV*<2H0M4R%KKUQ2H4 .WF*49B^WMJG^]X&NNS2J2-7!>0 M%(O]I]572;T0+'THAN7/H>Y92CH'95.BXJ6D:+R<;$)E]QL];\ "[B4S@GL M9B1/:;V8D1AUH? [YR>BPANA=+,HZ4+]H95NSG?G$AW[4R8W*/KQ%'SU V$5E M=B0M>Q+0[_?5NG@0$)W E4I;+B^F"U4F]+,Z5,:?_X?=U6R- F2H[F#G'(6Y& M%T9.&5E2R4#M:%I\QQ(I6OJVE3A>*:IE^ 7WK4^!^@"[$-^>D?9-YW.)#+@ M1- 0D9.CD<]A1K0_EY87B2'VH'M;DW,Y)/E;!92(:*4H&BA6+53OM294%D5% ML2-U8:!6VAW_FCG-]Q'[,J5AR7#*'* <5KT;NV+!M20=DN&E$PI46]'X?%?2> MIP6]5WLX?<%7C%"T2OJ:G"S-+?S6TXK:R=25)]JK'#^G+X;'_[T M*+^J=BJU)V.K)AT/9=*7; <>%\O+L(!-V]V'PWAJ4[B2F2"K2#3(;EQ0:JP6% M^+C8^%7%@RN=98@=PB?QNS9%VQ7L#IZ$0..\ M-7@HS0I/E;*P2'?)F>WP>^\$/ROX 0XL1L:_)2#^,XG@=?Q]3 M@'DZ>DI\Y[10!M/AGVPG1RN2+%V4\N4[U@B5#B92I1?5@-4:M&^)BV0" MM2X]CYQJKAJA\XW5-N&+EKO+I2^D__#&";[A13'>@'9Y6I1/Q ,F6(ZZD^/J M ^^>,3O7<8T,+7-&]&_Y^ G+7)BNGYO< 1[N\5'? DQ0%W>P1!I1TOC]I3JG5 M*:BS-I[B"CZC3:/B+RV/'582VGK3B\EA!A 6\)V$D^L_H5',3J?_U3<=>=>6 MTU;RAA.MBV<$3EXXFBB):4O#TD[/IF_GJ LIBB$$18%V&5F'Q '4$QOM M/O/7;'G\T;0>ZN&G>#3B A,/WG5\]IW'?3#]6# <[Y+/JP#&D5I&M+Q" AXJQ M0K\)%Q!QS,MK?ZDP7(Q>LR*%_YPG48E9-Z5A,+R;>Y-:X*9JEI2@:"/GM5C5 M]H^>;'%4;AF- %F[Z8H0:57\3B4&8_#UU,7S6>],R4,)..&K\!F0)TFTR" 6 MS"N"Y; @0JWIMJDNPJ,03NJ=N,A]TX?"Y)@XP=&+42T77ZOCT7RH,%2\'_K3 MBB#>WGBYF0Y]:!B<#/JC?BZ>C9YU7BJH&%3E1G("N:0Y48C#Z/Y?E/D=]@Q#G-CR\[UTGKL*9IYN]0;A1$&TE[MCR,">@[%6[DHB[U[R6]L/.((''70HE]6'^L8@987<3\)1'8K;:%Q;-]2&^,15 M'#M%4?%U^?SJ%5])@Z2^]KB]^AH*0(+EO,:#275 M-? YF'F8BO9!"8E\QM4'>]FVO"'2\W?@CIA<1:W\AU[!'==3\$Y/%?"$B WP (KWL(&E61]>E=R M\L/.1 .9YZ#5*\%_4?/HZP.-? VFNXUJ:]'WZRX$NWIAY2X$B#NY$7:2_[.MB MHH_34R];6R[]:WK 5@U&^SD?&8#,'_O:[+8,WQYHZLNE1II7MXT\O.Y* M6J;"=4]F/$51TD*+1P# M9+B*!:28[&ZYNDM?E7!;FC#-^^V^92?1U%Q@H>?]#FTP[!H8@NA@C@=XTCK, M 6+H:#_Z "F5WQ)L33T8 /KI2W_WQ;#\0(CE+!">A#QH((83F4@< M/11N)6%%31M.,ZLSEZX 6U@>V+B?7F WXJP$M&9]Y&!=HYU^Q\T!!DJ#;Y& M? <'@34;IU5A#\??AW1#U"!&8$ KUBWT'_O/ZC\7@]&X)OLS'1_AY0_%]$43& MO6%:XN%TKPO]#P8#PWI=IYLX/+" [<=6FX+TLR[@D:/_V9^WR[O+=:WR;TA1S M6=#!'<: -:9604V/*9+@U*2U&<.;G]-)DZ7.G^)J8LO(28J:D@'YI<0#4NH M<4"%5Y@WI(OZ\5U&-WYL?4/"KR\]0>$VX5&VXZ,?,.?U4P,NYPCQ#*\\T_U8 M& [6JZ"N#%V8^'KG+4N> ('U@9/F""8GB3E2VOI2N3:]ZTF_!2,3^) M$-6H1[P@>Q':KW-^F'D1T@JH:,U=26"97P1Z@!QED$]?4\FU ?1%5X%'U0EC0 MU#QR])%L7;"4>BRGVFH1!-I$*@%DF[(SZ0:\!.$Z%\6$MR+XUXV$74$08[_" M!1Y4!R_S$/=WAHTO.)FGIBR/[LI(+QC#*"'+>8E#D="7HD$W*GCO.0U[SX:?S M]>?2?784K)YUCNOE71)K^"BCE1QHG@9? L$BOQO%&Q0.L6MV$8K1"0N- M^/G^_C>--DPC'3284IPK'W..1P',GU;?^&%4T='5@G*^^JB)L;U.H=98E80H M<"QZ\03IDDJ1 <%UO%W#_CR,-U^S^.S5J'"_W*!O7#*\U6"$Q3M%?#N!OKM7<*I30L'5>NJ+ M%=5TZ0K2[_@"J6Y*0=(@^CJG46F0F, <\VJ5REU):YO*Y%=68=S52WW(RC1!C M !M)%BBQZ'%E+HX:OT.3*W2P [K'S/%+#PXJ#=X>/I9Y_IE/JW+;.7XI5> M*G[T?5J- 1LSIOOZMS#&FVJ^Q&_0<+6(L%X?8G RCAVO8?.+Y:[QL:L:O]4Q< MFF$- SY^@:K+HPLP!IZ++,Z/5_W8*>V3>)0#_G<>)5XP3]XH'"*Q\WXG07A]IN MV>TQ)2ZU)7+OG(<- DL6EHPO8)#T7J^!;SC=Y784(P!X/SD'7GIELLE;/(2' M QS;>_R5UN<)!R*&Y'SG/>X-^3$":!&M@[E.LNM&WQ4<70LH[RX3!V :9MX- MYD<)2@KJ'ULALI!W#6O.)+JO=Y\41!U2='EAVW5T!\B$(\%XL1$>4]0W:&', MF=]7,O)2M;N\/8]?Y+Y<8IR=-*-T2&=(Z*!;,UC;XSE=_ HRJI5@=$FL4A>] M,%$ZOR &>X(L!P&_CD@E?:.$S\.6NM.DYLK.K?(8[MR3KOP7F86_C725&8$;<[%QG? WAVZ^O02KP@WJ)9!V3:8X3!\A01%"DB-3E\2 M)KB(JHGV7>T>5QQY\T%5.UA7$Y4FY3?TID'Q%;!<5BJ;G"_,#=\D&*S[3[XD4:E? (G@;5<',6!QEHY84$51$LD<>V5>&/)PEOE!E>E6LJ+"1GYXFV6R]@79_QMF+:[H" VA#/)61 ML39D9*ALWSO6GM_O7CR_;QW\4\!_;7,#_Q)R>Y5W^8OG^"(^S;QX=<46X?NB:_M#7:)01ZP//0GEK.:%A^_W_$5R_H!!\ K! (F\%_\#4$L#!!0 ("P^+EKZ MTLB\4!0 5# ; >&PO=V]R:W-H965TQF,6V#INWB_DG+M*VM+&E%*:GWT]_?.23U MLN2XW8L+S#2Q1!Z>]XO'>?6<9-_U1JE<_-A&L7Y]LLGS]/?+2QULU%;J09*J M&&]62;:5.3YFZTN=9DHN>=,VNAP-A[/+K0SCDS>O^-*

*E#]N954N11&*N'3.AB MNY79[JV*DN?7)_Z)>_ Y7&]R>G#YYE4JU^I1Y5_3APR?
+DLHRW"K8ATFL21MK/_NH/_!M(.6A=3J+HG^&2{SS>N3JQ.Q5"M91/GGY/GORM(S
M)7A!$FG^5SR;M7@L@D+GR=9N!@;;,#8_Y0_+A]J&JV'/AI'=,&*\S4&,Y3N9 MRS>OLN199+0:T.@7)I5W
{DP}J$\YAG>AMB7OP%ISS);B@\J6ZOLU64.F/3F M,K#[WYK]HY{]U^)#$N<;+=['2[5L[K\$+B5"(X?0V]%!@(\J'8CQT!.CX6AR M -
ZX)'#,\,:_3*#9/^G>3T;QNTYEH%Z?0.NURI[4R9O?_N+/AC<'L)N4V$T. M03\"N\//R:Y$F/QVU^N1KY_(YK@Q*=8_*$660%K$_[8L-
03MY__Y]83?X8Z MOTO,)}?^L5AX0L9+<9=L4QGO&L]5G*M,+448YXF0XFVA@8O6M'81QI)M[':= M*063S3WQO
F#C7B66D@\@&Z(Q4[D&X7UL<8*/N>67M%Z\3$9"%\ ,BUY"?92 MYH 'T,E*_*.(E1A-#7$#\9"%2>;@R#@N9"36*E89?
FYA)&&\]L0FB98JX^TC M;SZ<>]/I5.B-A'SI&;&$.3J_T7 \2QPK%Q$PCR1PNA5)M@12X*G=HGZH+ @U
M4,*A828R\@2$@]AP=.V+5PHR*0>B,D,, +MBF3EV9AH.ATF:99\B.$PU'1 M3ISZ_F Z$RFDP! \AB#ASM;@QQJ+ZD#D-BG
S'TH8W\PAON((JP:B'=*!UEH MMF ML>1+)F,MC:?\FN(?>AA 5.2LW<(NN4!ASL5["0I#K0L2"^0*[Z]S_)N M]W#-\=D3J)?8;*"5G
"^*P0$:@)9!Q ">NEE#)'R3/ M(H3[, ^<"X2>5Y4Y+$ZA&>5J0;+<@ QXU^/["J98GS@K.2!E&PQO[N52-.P/Q MD2#R$O_F?"
6Q[#CI.^Q0_XWW""2;JH9*(3#)HMJ1'<2"P8*9GL'0$ M6J@>-E,.<>Z!HB JF*&\ 0:H4HKOS;T=6V^ .&/N3V#WP+RR^Y?(9RS9$U@\
M+0E,GRX6_T*F0:\,/W/PFIRG,6S"A[E8I]AA_Q A"N/WE<>*X=_VY#? BF9 M)CXZO*)$L^^B#VFB\XO
/+&GE>ZCKKCJWW!_("V#;@1*+;4XA8\$S:5*66^R M@_<$PI(9NI0[#1SS31CSJW'C%>T-DZ4XHX.L83PRJ"'^6X =&Y9LAN+*+P-H% M
A1\#3NI/^' @IVX7 -7%JN 8\D^S69]S9$% VI(, M8@U'@A= ^\@>&'O+SVQ;RA8^,8+9D =$M(%E8%8GHM;R*7';*TMA;09GG6+
M90FD$R/^Z@Y2P. ^;>K[-PN5:B3^ .QS0PX^\CM9XXJ#NDWA =N8P M+N)4AFSN\)O0+V*H8A^]YSAH^:I@%)D)T$Y4]-
&FJ^\\7VH5B6S%,")#I#;') "H&/;0G >-;.U!P-E57,T@TVZ4;6 MMU(9 >L.'0T'S>XNU'U:U.&_?X'Y%.C9<5_DR07]1%D2ZH%8'=3@(^7J5.N0
M]1DR-Y)44L4_0:P3)*]]*5[]A&.FNFPI;-8"VX,+@2UEF* (CDB8VL2O@2DT0!V!3(<*Q6A[CK$HGFDD\,PSG*BJT4(7!$(S[8 M,&
TN9$%&HUDP3AGSSZO7."0KD(%6T(7+O!?Q # MPC?QQ< =H%23[66ZA+O MAJ7N"QC,+P5#0<=P3C=8=[S$C?M0!_*L)EV(A&$.I\?
543W0X+\#Q)W_G(3 M77'";7.(L/EQPY34W98I[PR:4"@B' P82.?%/MS3M%_(8;TRDG%:0E1XFT M.1>G\\'0I?) M(-
:KBI<*.5.$FE*0ZM!&C8FJLRI3RDVZD7GK!6O*9G?AX-)&5OP.R$;P9J"FCL% M!\4CE\N0V-W/_09E#/:PF.@@KX.R%X3<(/ %13!
G21J))3B\/:Q_BDQ'))@ M].718RU/5!^3?A]0G\H,M0U<>Z"C*[S4+;XW*K-V&U1D MS,HY5Z8 X'BVI
MS7$ZFPRFI<'L6KPE7^\EU9ZB^Y4Z?7-=2]MBZ,5]^3OVE9AB6[:Y,1T.1$;.MJ8P'94B6[:Y,1T.1$;>CEBSZS'BRE&G-
64T/40+V<9YF^2Y1.@=I38N M.6H3B7)WV R6_OBO(#.FC(JI5:#CVH#Z ,. U/9JN:$V &TE64L;P# MN8QU&-HU,AU#K1
.9DV_EBB!Z+)+@YQI9:P;N1/I^*X'N[77U^(=VJ1B]L M6:GF""0^P*$G2VX#HJXN8FX6?>FS>9BFJ1&D66QS3VJVTR^4Y5YL3>^^HU+_
M.G@6">*==\KRE4M0.,052FLEI,;^7B M+VU5;BN19(6/@)JI%%4C(87X^&%/P*(+"G6&X%/HS&H MT5R">J*P6O@R*YU"EL[3D=FB#IF
--XB))>493M6,+X>T55ZU:.[W2-IM]S@ M(%#'LFNP$&HL[GF/7]IJUJ+(UJT@I=0BBCNG7--M3Y;KU*K=LEG73\:F6.TK4JAK&&NQ3I(E!;
I*EQPO16[BNFK9M/\7RD+8\O,)=M#R%&BZ^\V*M:P#W'2 M:A523-,I45)0MI1 ,TQHHHLA<1^T>U MPD&'V 95_G8TZ'(/9U34-A'^'^Z?
6N5I'@&H<+HP2:E$GSXK[<77P.H3U@QR^4Z@DRYZ8883(^9#P M- XLG1C,*4ZV84!>D^=LH"2#MJ>SZE?V!J&5+7G0.49IGEQ1
M(*.@B P>9T4LX6MSZKTR'4FA;0N&W9WITQ.!U346_*$_YUSBN'XYL6?'XOM M G N/O?.#@KN=,V\^]TYBKD*!C*32
;*%)JF0V^CX)HR0^/8NB5O^\=N(*$< MD3 MIC;:6@GHK98#:QN%0/J=#UIS7><"'=J'L=1R%:H%)P(UKE-"VV!DO(VR2- MO>G$E#=-
DJHX9G*I[O-[*1H-)KYXWQ$+_\\).157WG3L6_:U;*%:-"5"9^4# MSC5A5$$CFK5V\\2-MM:G>XWI)XSEUB0 MS8!V-
]X1U&SIAA7OBMBM'4\%(\MSB;:>_WAB.MUE%QTW]2]:.(-YW.ZB.+;3?4C5;'N4HOAE6V8H5S+>,,(H+YW
MZ/44T!*XC]Q'U@)O,+5%]Q%RQ&NWE:95 YG-O-!W!.5<9[JW)_ON5H!1@*G>< M/E3@_*'G#\>T@N^=ZXESAZ'"
JWQ*^2X$5A#Q;4=MAU>*:H^L\56C!C>M&8N- MA_ 4KR\H"=S;./6NIW[9NSB$G>\-)]>'L>L_QA]>HXJW-\.Y_''PI)%W!94P MUMY5A-
5\T-B;#V?BHZ)XVO2M+6]0*AC,@@83S;UL.^7/FQZF<355%0!-5T=/
MN"2+N&JJ%P%TC2'30.ALX6KVR#S/PD61N]F854$KJK2FRC]0.1/(599LW:I< M!9LXB9+U#B7ODXH2-
D3LV24V1U$_0C,\DX:IH@E(0A)4(-'DEN[]P^??Y#:] M>4?C]17TK6ZW-Y7M.HUYH/F(11[*$FQPH0(+<&6_3T:1JOUM4>SP:AL5+6B
M2M5#"!*G.Q0B2R0Y@L1FB0#)#+G@_$ISIV;K*Q3VQB M*W>NKP?MB0-
;+)V5@J,KVO,FR>S>G2*>]J1\PYKB]R*B+R[HV?.%I9HO4LE4@
MUPD$LZ9BIV1FQCH[%:DL6EN69_C<7EJ!)S2J@ENHVMF3:KI0H[N=JP.+ZB1D"NY-#RD*A,< M)_M+^N=7C
;'9=I=W3@TQWNJ60G;"ZMZ.379N.D_WF1K$^L-7!EZMN3J/3^W M+2PG:)X0X%(RRZC@M&Z1OD3BVB4EV;YF-32>3I%1#E\\GK))_V=.
M[QO8Y^N;GH'E*F4#4[G&_%7!="/6AU/M2JPVT%]FFV#]=/0R+KXWGO6SR)J- M]0+FOJ3JU.ZU>O9['N4Q^UEW,SEMGWQ;:VTVD#"-
UH"8PGVD_'@VQ4E\4?_N M0S5WPK-@\#A(&++O<"T| PU57V7F>Z.:/?=Q%VHZZZ>Q]%QEXN2\7H?+\:W+ M.2MWG==*'V\,BYR-
9QT,/Q50R_G5K/;@S)]Y5Z-Q!<#D :T;S\:W6BQ&]8&Y MSCG#=WS/0)IR:-;N\'<;* 8<_E:#K5+H?KX]EN^ZU.]E%E]0D]SHL$T1SH^[
M4PY.-,7N;>W#0K<86FV/]-H0B4[8I8M<@?__L?C.]=,57#7,SU=Q]OS]FM7<,7&59]EAEM0HAD93;E.[<("3 M7Q"?Z9M8B> O3KJ0 PG?
Q^9KI-SF_>HZ4^>M?G'9LB)H?-LO:XE86(-AFLK(MWK3%G9K?3$J2VE1;E^- +K_GS(SO(0[<#"^K3!B?_R%C,_/"5CMF R@OCT$X
M#P=Q;">0J/"HFX5;Y/ADLBWV>G+YP$*]>O95DOE@Q?>EF7IB7==^QXC4?LXW M\(1B:[Z_:;ZC]ZA2($99EDN*;HY:!]<34^+X C!&
]8B%8W/GPNP-6"[N0O-X MW2CE8[LC-N+!2%$ODVX\]7)& #*V7XD(C4;'S#NH5K3C6CLPZ[G9WZ5CYJ*' M;T4JS&&KH2+-
(`5JWXOF\COA1N6W2[U)2]QI/'ANFS.F3])0I6XLFKJTGT#_ M?__\PII3_X)P2]1E9D\]<<0ZUB'6C^]WSV!Q7#0:E%?3VJ=)/79.9O57H]&(
M.VUTU]615X^\Z[E_WO%BZ,VFTXX7HROO^FK>]6+F^7XM0/^<)CN[-89XI D9 M6V,.60O2;>=44R*;\7U0IR1!T<=#-
PWA7F"Q]10_R4FGFEXFLZ8K0S-.#5? M@YMRUUB[2Y::CK??!SA:;"5JS*T<+3.^SY2ZKB^'&CN]*%(JA!'O_F-8W=ZR MWQS=[R6Z?
A7UP?A;>YS)V*\Z(-@V]S=3[']'NQHM!V'_(DY3]TL$CR/-GR MKQLE$9YI =ZO$J!I/] !Y5^^>/,_4$L#!!0 ("P^+EK$Q_E[3Q$ +)3 M :
>&PO=V]R:W-H965T0)*V>%TTVZ#9[6(_TA)ML]7ABE(2[Z]_,T-*HJS#2C:['MZ'Q#9% M#H=S'REN*D*M!O!(1/)G'2*<+SXD#1?W:K^[J3
M'>9E*HU#,Q@P"&6D/_F=H8,UX&38,L U US"6T]$6+[B*7_Y/(EO68*] 1I^ MH:72:$!.1LB4ZS2!IQ+&I2_?<)FPCSS(!+L47&6)
(JGZOEA"L"QRZ%G)UK M0&X+H%-V&4?I4K'7D2_\ZOA#0*K S,TQ.W<[5Z+U8"-APYSA^ZD]ZX6.F8 MX(W__4HUH$DS(%23IVK%/?
%B!_1 B>1&[+S\]9?1T?!9!YJ3 LU)%_3[H-D- MZ/Z^(PKMN))RN(Y\[A:,A[Y^HOXDLD; M'B# ?:<',"$#9? ^LUN>)#Q*62#Y3 8RE0(G'H@!
M+".Z$3#I7[J'HEFO/YX7#3 C<.Q@GJ&(=@"Z>GOUFEV5/:WQM! JCP3<6 14 M+C#=0(0Z7 LO2S3PWZDO0G@%MQ;LS.?
+V1,+*EBIY)9=&Z0N?MZ^U> MZS9!(D(KU#41YH1)Q2)..*WHAGR6K6*]H$#,EIEL)P,AP*0VT$#*=+TL'4;THZ M7
Q8%E(95&,*M$>C@*Z'T;9P$@ M(XRP09]Y$H<,7&Y PAHA'F ?X@36)6G6% BAYB(![N346"-?H"^*>A*L=1>N M??
9,1+="1+FA09,B/;G2RIT2/F%IS!@R4HOH/ X@W$ L4JV8.N@ ZM&@?@:O M*E*:Z(;D5OM2BH0GWG(-DR9,<&_)O
6C@PIH:%MA)%QIH#Q;O\IV>7A^-FC M?X+;:)F9 8ESW\GVKC//$R 2R3Y8'I25D?ETS>?8*-CCH779X"'"^A[O,/7;<
MTQ.K@5CA/FMH>5=]S>.AUVFA^V!5MHS&SO%T6'<^]X-R/!FWNIW[(N0@ZW,J4KS^XB]}]{8 M 8*I0H"NLP$"C#]0TPSJ8PCX1
M/#"&0"D.D(2H2EF"@Z /[521=1XYII/!\,D^_H3.418.'H#JS-(&GE=7@/**02#; MG0Z&A8!U'"'S.<(4BML*TB_9M;XT:Z/ QI"V%*N-
8W&CD'"=(+D8BAP]W"21 M*FE5 S.)@'0(.19%(EMGOI89" YEN I$*3J W#8=.?-]BI9Q" M9EQ!0H!20T%8+'[?'0TM*N(]"G"=1H!TD$-
&*@!/# MXI33QF-WU%G$L9R83^.:/!X]2!S9 M'MHK=_CLE0CX&KTP,)5,ETR1)/1T]&R?N%IXZ%)LBZ.2T1URNXUZ#Q3=DT>4 MW
;,VR3W^*>27 K#SA/I@]]YHS?+0$[R(/]":'OSJ"^QMO+H@>%&Q_);T,MC MB8'<[\DJ^9.]HFA..?2@AI3IM^$Q[T)8 M$RC+4F5Q#$>3-
!0XMMETJTZ7Y[S5UJ1&2P9;R44DY]+C)#54%@"F0)R(Q4PJ M#YF]I$ZS 166$M/:7!H M_*;^4N;68&516BU*8($HIC(.1+D)\^4<9
7;#0AXYL6AJ1_9XXIRSD:MB"K8 MQ7-#;8LXE"_"FD9U_F ^?%"5YX;+@&3&J(8UZ3(. $M3["HV'ZJ J72PLQY4 MI-OC@9<%5+RB?
(=*J4SI;XA%Y\:D11Y8I@H9*RI$(,)9N$(3\HBYX,W/LQ:$ M7DFE4]B4G'N="^ ?6'/=P_RFVF=LC&HIJTGG5X-RJ
MEB.W>\9$8NG8^$"=TM-%40!\]N'OL\8YPBQ(I38_X.MTPC+-0+?!O2*-8(#Q M*10.]%E*U2TUUCUS]8;.E#,LDOJYJ>Y4(F/'-VOK]\^^?
[/B9]OGW_U1/3?" M /9F8B$CDC3@#:YUOTBR*+M$;A>@N?\4ZEY? 4@F+<$T5-!=]FI,X4=7V>! MR!D>C>RZG^M,H:&7[MJ?-
M3\^YDO%_O/'&.I\>]]7W;W,U33YS1 MJ%[5/*VT?FL-T-6OAQ2_OKM&7#6AO@WI'T4WC*1W*Q!D/)_M6RXGC@I#>
M2SN,8/<5W+$SMDJN!9 39S2>WEL[3AOE?=RBEC!S@V*>.L?CTS(IV;(U[[N\ MXY.YIT?UF8^=FMG[M"NF^SH:'-
E'E]S:M'0EU4UBS4A,:3-G_<2]4_-6LF; !L<-EM2>NVWS68O/ M\L.1A07 F,+/ABUJ8/[A"]8>>1V@*Y3MDYN/.ZYA!-KW ? M0R?
TXE,K6FMS4#VBN%HH,(80:[I?B^[RV:T 3I^9S!M,9M0^E;<1>C!9W4J7($\R,&=ZT0=1V3=R)Q)-*E"D&D[7;.%RNT$_N@N<&+42'
MEY\YIZ3"H,D1^:V0.LX]2W"37D,RKITLV@G);E^E$;3EK/1:32?I'\^/753- M23VAU$0@.FE@WSU0C?
<9+&"EVM@HM=Q$4"E\:/P!B1C8R;6NZCL#(:"TQ&MQ M-TA%RL;N@;/$6R/5*&0T/"BD^X_&Q74J1)$LKI]Y;QAN ME#SL6E$G
RK4_Y.9QTZLFM*.;3GZKTKO8JZ9 M:.*FM75BSBMQ[Z/Z-OHV;X>> TV%Z#A!<= K"$"B3X7G?$$/07!"#D?UE+2 M?
QM)JK@U1@4E"2OG>;LDU<4N,D#($,2Z.'*G#^)1]:\\8$=0!GV'1N==9- MU_+PEJ']DL9 4NUBK9J?UAYCP'Y@WXXLK'#,W.:@LR-@.O L?
$N1L6JO3#'6 MN@]2 + V5[WV27UO>MSW9DA>+]9YH\V,D2[DU#9,M2L?S13+#]8(O^I7^AKK M_"(D$P+%Q2A*-D MN"A=B%=[
^2POB*,<2(V+Y*X:)M3HZ@:ZNXC/RG08@*TP)T8#7.8RF:?@("X M9&L/O6&9^5I?I_V2R<3L8_']J.9 C#43SJF[!7#!)QCL@=P6&#.(=|
!&)&D MB.VTD.L3&3 H+J1.-<.%11?^I^J[.&5+\: U'OJRKNO2(3.Z,6R.P_AE2%F#
M[\?:=N&+1RC.@#6#K_=A*=US9!"&TQ]YN7L^H*=C*:Y&E[$5;A(0S/*)IZ6 M'7!?TF_E(;KL) [,$1VB:&8X7J'IVHJ9XZ2='DYI:DN-
;I)*N>L+VZ/=)X5=I*,[,L)3O$14IH&/ M\#SO$TI ,TI -^:=QX/3HTK>^6AL9[]}>0,:#V1?2Q'XM='V?$-[7-J5-
<&6M+G)Q3X/3725R{CCL=]TET7XS2]JN_0>H]B*)(%O2T2+0ZHNWZE8M%:O)#R3+^O+V&9Y8R1,@A&*!F,/0X>!XNJ/SP/F/-%
[16QG!$J1Q2%^7@H,IP0[P?!Z#6S8_ M<(+B-9TO_PM02P,$% @ +#XN6B1"70E9_P ! D !H !X;"]W;W)K
MAU0[(NM.]WS\+GC\:C%3JIOND0T\%A7 M0B^]TICF)@AT5F+-]$0V*.A-(57-#)EJ&^A&(KK%2NZ67N3M'7=\6QKK"%:+AFWQ'LT?
S5J1%0PL.:]1 M:"X%*"R6WMOHYC:U\2[@3XX[/7H&F\E&RF_6^)0OO=_*P@HS8QD8_3W@.ZPJ M2T0R_NHYO6%)"QP_[]D_N-
PIEPW3^$Y67WENRJ4W\R#'@K65N9.[C]CG,[5\ MF:RT^X5=%QM=>9"UVLBZ!Y."FHONGSWV=1@!9N%W '$/B)WN;B&G\CTS;+50
M<@?*1A.;?7"I.C2)X\)NRKU1])83SJP^B0<41JHG'P2:16"(T[X)LAY_V^'C M[^#G\$4*4VKX1>28'^,#TC((BO>";N.SA/?83")?

*8C#.#W#EPP))HXO^:$$ M)ZH!IJ"TSD\!ZSWALY;P*9I .GC0.9$J&0%1U<+K;P MB@ORR%834+^^@9.[;C V10<5;I(>8"8G^:7A_9<13!5YHIEUQ\F%V/?-1&RK530W6W M!2F4K.$5@-- %'?D4;"Y!9Z.K3HT<[Y/&PO=V]R:W-H965TEA^Q#31)BZU86Z/)NL^,=+:(4J1*4G'\W^]{V;(<.QZ&#OLBD<=[_'@/ MWDW74OW0)8 A3Q47>N:5QM23(-!Y"175E!(&@2=+J2IJ<*M6@:X5T,()53R(MPS +*LJ$-Y\ZVD+-I[(QG E8***;JJ)IY.T(W]BJ-)80S*Q]-KE/+!QB^,UCKWIK8FSQ(^<-N? B]F7F@! M 8?<6 T4?X]P YQ;10CCYU:GUYFT@OWU3OM'=W>\RP/5<"/Y7ZPPY:2 M)6VX^2;7O\'V/@.K+Y=$#3U?I &2D7? DM$)R7P*YD55-Q>;-JU$<#:\TJ?NLL&/U MB0#\4$WDDF!0#%0/H+K(..9;R+?4R%$3DDLL6VV^?;(\# <'l.&,?D#\.$I)2\(MJS!,CV"E]\.3,.NM!^1>XJO@3%4HHX]4QH/A,2V.7$8T!O&^C# ;C8YIXP0= M7,DS8EEVBO2Q48*91H'#NF1/=GT,-SUV"I)L" (QJVL<=DPK]8J-S,C&B^#A1 M!BGY#B7+^U%,QOWEO324=V7ADYI36P^G0YCZT2C:2_MQEF+8M)Y@X\F;JN'4 M0(']A^-G%$'NDNMV,_"<2_5(G\X'%X#G$AL(Y'OAV%^]VSAP2THZ O=!5,:)A$O-IJ61%/E'18!LGT?8A M,))\:OAF_S(<5(R_%7(SV;48L"WF6#)Y;A%SJ0;7 M]?GF\HPG!MEEV+U)IWT1_8,O[+7^'T>84L&O>>)4FPIZ$T0%:N7F)(W/>"-, M.TQTU&X4>]].('OV=H[[3-6*"4TX+%$4LVS@$=7.1NW&R-K-(P_2X'3CEB6. MDZ L YXO)3:O[<8:Z ;4^=]02P,$% @ +#XN6K!ZXF%U P G0@ !H M !X;"]W;W)K9TB6SM-5Y:"J-+/6@4H1Q%%V$ M)>,RF$V\[% (/)JJV@DN\UV#JLF1ZO4"A5M.@%VP%#SPOK!,$LTG%#)R^5_B'X\KLK,%%LE3JI]OW,,.8!2] 8@W@-C[W1CR M7MXRRV83K5:@G3:QN84/U:/).2[=HSQ:3:>><<';V4:ETQ84)E.XDY;)G"\% MPMP8M&826K+A-,-DP[=H^.(W^* [@BY*V,//>IICNXT/RK74PWCJXB(\2/F+5 MA7[4@3B*!T?X^FW ?<_7_]\";O@&K_.YHKDV%4MP&E!5&-1/&,Q.W_4NHO$1 M;P>MMX-C[`_@[7&^K\HB7.+INU'EJJ6%>9+492V8 MQ=2)M.7_,MIYOM+[_*Y\=_]PRLIJ?-L:NJ."R;CD]$!;T0G$<:<713L"_P[Q M^%#E%I^HPU9DVV)22"54OFZUAMWH(-C'\G-[!;W^U?F!M-^YNNC!-V69>/-^ MR9.+3KSG[#Z95XB(9RO8NR3*FX/4 FXH,RU/>.5OU2I8TEE5:?7,J2.C6,-) MU.U38Q3"D5"JN8?M..FHE=+H F1)L=+R%3=% P0SDVQHC[,E@\.)M%Q8T3E)0#T5 94W(VTZ.5 MMK-WWHR<%_5F<']A.N?2@,",H%'W&ULK55K3]LP%/TK5V%"('7DT0>EM)5X M;-JDL564;9_=Y+:Q<.+,=BC[] [MV'@0HU:3M2^S[.C[7CY/I5J!G2(:>,Q$ MKF=>:DPQ\7T=IY@Q?2(+S"FREBICADRU\76AD"6N*!-^% 0C/V.\]^93YUNH M^5261O <%PITF65,_;Y$(;+!19?HN2\ QS MS64. "MA\Z!>.W"]*Z('*\]X4;1_=>H'M";'QZ$H^!\#\5!2W&P#_UO*>X'^2H-PAC> MPPXT.#P81T'_'.Y2A+44]!QYO@'#5@+!-90;31?:,"XTR#4]F I#=#"8B]#Q M&,Q6J-HS I8G<(UQ[0V=MP]'/ >3R6)36!]/6@K,:WQ.I/$^X]$X'4M'ZB7(`M:*,8]1:JN.GWT)A@HWW2F8D@II5.D*=*A3,T-;@H_5W\O8=+1+VP'W;LL#<< MC>"6MI>I.'75"3Z0&!8D;>8U0C,.3T>O?&$O/ OAFTFIMY&PQ=V]R:W-H965TB6$81_7<:*? M':V,21^?G>EH)=9<]U0J$GBR4-F:& [C,EF_Y4Y2:6B;C)F,[7:Y[=7XE8W3T[&ASY&S_)Y M9'!U5LPREVN1:*D2EHG%LZ/+P>.K$;Y/+_PBQ9VN_&:(R4RI#WAQ/7]VU$>" M1"PB@S-P^&\C7H@XQHF C_=G$?%DCBP^MO/_IIX!UYF7(L7*OY5SLWJV='Y M$9N+!<]C\Y.Z^Y=P_(QQODC%FOYE=_;=P?" (1;DV:NT& P5KF=C_^4C*NP<\);D?;8 ML!^PL!^,.N8;%FP-:,[A))E1XUVCT('>*Q3'HEG1V#A6F0;H>]6]E!+M@CQ@.9^]RHPU/YC)9@NW!#:Z96C 0GQ'KF<@* M&3)X"89$[NZ [@Y9I,"=M*%!9B780L7@ECC;B4S@CLHU#-2GC]D/WYV'_>&3 M+_Y_!VG;9#4'G=SF422T5MEI>>\[F$W/A[[Y0R49D1LYB 4M$>2;- %)JAM'0Q_MY)@-AL%TW*_HP;MN R8QL>YV(GDSA;_M_X@#.;3 ;M.,QE;#A]^B1%P-H6Y-E:6?\XJ%\%@8=+1+;7ZZ8$=F:Q8HGAU,8 MG _/V7ME>,Q4TVX[5#0\#\+)>7%CCZ,J9O$N*=^?DG&% 1GZ&['DT3V[G/.E M5$PDP X(129&T>,]B]Q)LX*7-P+P.-/@-1F-DEKG/(D$.9OF\#JX5509G69J M+9&R>Y:4X,^7*9 44&7Y%))%.0$5^K/#$XQ?%%;PQ@'\<4MPP.D$2Q-BS# M0? .A1N6BBP"9MC)>:___2E>PLM)ONZA)*SYC:R/!0?P&;"[E8Q6,,7GN*;* MY%(F0!D$/W2P>S9WBS=D#)/? 77 @ R_-3%[(D_9 MCSS) (25@8XL0 =R$NVARL#Y%;WB1@\@$K #H-1/F3HADAV91$Y<__><2!(:; M2%SPMW(')22/9M*:H4M#2&4@!2*LQD '/J18>><7'*(89-B@84)M4<\1RR"=@ M4C1,>JE*+SF@3=0X^G6"TZ)CSP ">N5]?BLN!,CN8 8>:U75F,YG*ILCN>(0 MEW!Z(2X$ ^)(1YFH M*_@0_1X"T5Q[Z/7 7FIZ6YO@M&L@4Z.^$?8 3-:0R,LTELC;O??1%4^6 D$7 ML26%IQ''-9U8V^?T'KQ; .B\)A96["L5SX$O(E-J"A0X? P9!#0H61*VJQNL\ M2;FL:#U/4!*%& (VEX@3I)#I^/L",Q<+0=4#69BOLTB\4V"SCP=T_.,3W]>*%]"B-/Q0@ M,#(9FP4V4IO21E"(SN + [VL$=C+R9ND0]MCES@?#>F)HF=S.M2H&BR14J>NQ MURXZV? ,6H9LCOV8QV JKI(!\=)U4=HT%K4C7')SZ" /QV8%FJ>K!,R"K6W% M;0ULJZK:XKVH@+Y\%D,@@NSL<5/&U'!(FXO@EM.< M.5DV I*&7!!2**I-#D"0'KO*Y!Q&EQ"_JX;JS!6VRXI&EF3C#6?'XUZ_,):. MFLB&*H)(U$3R@-7! U0&[<;ZER;ZW>D<.8UF6JJ3N.+G(.9)1>/EW!8[X(GW M3;='JK*Y[M'E^\[(GZGX7B91)+569N%(Z*T*2:0$RN6O-9R-[*OQ ?RK5ST MT9?FHK7WPBMT@KJ9D(J3^:[=AB-$P_!8-_[1HN$^+?UU G%2T3NX?\WL8\#+C=Y3E M26/SLF\P^T P>YV4&%L&U7T&THRK*1JPJ6_QT^YOBP(]-3OW\@<5&R \JD*! MJM#K]A^&]:.[$G;JT/6>K 4- N@Y'AX&+XY5I_ TSY"YHI2*8IYK"^4VEW!L M[?6OLL!XT##WP%$.^?JL2/=Y,6J,8NJL"08B>#CS@?T[\.=! MZO$G[[#TR9M5!!M1I+(Y.8\]/X- @1'9EC;>#XR\ [&](^D\(^J7^]K7=:7#1 MFS;<;83AM]S,JCO9Q^/O\3EPLI.Y]_#Y;IX_N9SWWSNDWUNTALU M? [<,.SPN;@KRMG'PTZ? X_6$]M.O.MSSZ_C- M;'O?:1]M;58$>1SN/CKCL<*$V6_I>;'.-V"?QB@8 M3L-@TI\V3]$[3R]0N<-@/.H'_7Z?77&0S*\\RSAN3,!]* <*JK:TMN^PL=GX MU7*0^QFANQ0NJG'ZMTN=]XGF:X/.?HJVX8AVWUW7C?,(9TEMG3;54MR^WM$" MV]'@H%KXVK)P6^2!VXC"#KT\ S? PKA0D=_[W$'"/;O-9W@$GC;4>E+9Y[)'*

MXP$U!,QW&2[@'N'D6KE#"2>;@#;MFH"$K]9Q"S4YB=2;@(,'U;YC<9 ^P1^ M"P2&A9 .+G8IS:O93YQ4VQ(<4_] JB4^MLMA;V[^SLMX^.JY!"\R[5^H[#K-K MZQOL\6T'U^'N7?!:1RTUN'J]-WZGU+:Q M2FJ>++N)^7SCG;JV24&";6ZKK/+0"UGAR!3+BQOG R M.(7T92.2$HNGA,6X]$EH-]+7//L@##KI6MB)KP^#QIHR6S+I6/*9C!&P'MDF M,KG UK<[']Y[=44"E:9S>UYI$*&]4H^.PS"8AOU*-=.F;R5L:(PXD[JVAY6"Q:W"D6HI]Y4;8^L$55 35'9EFRS M#HDG(X;9\Y:9 %3V)\#^W U65TR#B>K%O2T3BI6:]D&F#E"'OD&S) ^#>&V&# M@_O@B9#2L0ZY[;7K72S)LA3MG-HW_Z*1GK@C(T39Q!3]P+Z7'CN"(IY*;![; M;4? ^Z D=!R :,, ^X_FUW:+3P&5T$]X5M<5P4F2^N85@L.-!U/*JV+U TJ=)2 M6[;(=FO4615[C'.!I)I .>5TA*N)Y-:VYY+2,*V MA.0&!)<529A-2ZPFQ4>I*8S5-;>%WD@X9PGXUXS'1>RM[,PP@4Y[9R'=33 MG.X>/P?\28=5V#]2:<4FWI,54;6[IX/0YE#@AQCLD N(ANM*.)1;Z:G]8@&G MYJ8JL5YWNE7]AJTE;%N\^H0.8) ^V^>1>5R#O$\N1UM+#?@)$!9L[$55^.[Q? MO(,:'HS+59K])&1$FV? =,G'FH['2XEWN3O..S7C6=OBCL(QOU^2Y*+ M9E*V(M>F[IS7ESO5\G_')P;=6R'&9C/^0Y=B)XMZP_J4,])T 2:YO[D65S[_ M+7>=^FD%FXLE*V>OUZY'M!&J@YHMKSD4@Q"T-PH_9+AG]'FTWSC;BO)0K2&1 M]2-QUU2'/>ZT+0=1&DBBCO22O8 "K[4E%]T\XU#_1WEL;=M^#(1KX)ZC2V_*_M;<<*=S75M>LXL%\"P#O.C!WFP$^R2&!J.L1U@0]JBM'59EQ#=_1BD6!.Q8JO M" Y1Z7$X.D1YEOY.&UMQ^MBC^%B "_!0M WI!K]G:,,,6>Q*' PX77%[6G!.[X7KB!IW9@:X,.E5:SH8._M M^HC[K/+M_%ID2_H+ 9C)0J"QG]$7=XL_0G!IO[TO7[=_P> MSY82ZLI8+&!H MOS<=']E4SE\8E=*7^#-EC%K3SY7@X$SX CQ?*%"2N\ %BC_-\/R_4$L#!!0 M ("P^+EK^K:-7L0@ #87 : >&PO=V]R:W-H965T5G*,V6YN-*YZC]B-$@B(2DN MH!3GU^]K@)=D6>.9+S9% HWNQGNO&[C>*?W-I$)8]CW/"G,S2*TMWXQ&)DI% MSLU0E:+ ET3IG%O\U)N1*;7@L9N49Z-)&,Y'.9?%X;;:O;O7M]>JLIDLQ+UF MILISKA_O1*9V-X/QH'GQ16Y22R]&M]C-8#E@L$EYE]HO:_4O4\5ROO4AE MQOUE.S]V/!VPJ#)6Y?5D>)#+PO_GW^L\]"8LPVW7\AY^8Y;?GNM MU8YI&@UK].!"=;/AG"QH4QZLQE>)>?;V#ZXU+ZRY'EE8HW>CJ)YYYV=.GIEY MR3ZIPJ:&O2]B$>_/"\&+UI5)X\K=Y*3!!U$.V30,V"2BL'M+S^_Y^'5";JFK5^S4]9/^G5ZYG^5%6P< MLG/6V& /O]]U/U[?:Q&+2!BC]:G[7+ /8JTK<(U-75;Q5Q8L477JO"DV$F; M,IL*I[^5> ?Q(9'CVP5\XU43!I3B9A]+*25/.M6LHJ5E8Y2\(%-)\%B$C*3 MD$&UMA 1#&] MCB6YAQ7'\V Z[QLG8WL+5"4>Z6VABG,51976HHA$,_9C806F6J0C>V2?9(9G M50C.VT"J(CZ_55@S9KQB_ZM9NH\7:4*WU5R@).4IF# <\%@^7V^ Y*-:,;[00A"_VV@VAO'GV3L_B1_>(%4L?=_5M(^ MNOUQ\U.5Q4([7(P75\WGU^]$(B-IS\Y.X*3LPMOUX1(,PW!\B)=C@PDZ/=" MJ-895F5_C[V' 4$(;&8Q?Z1'X((GUNV6<)+!B8 Q8.-RN,,L08/P7')MAVQE M','TSS"&<; 7E1^,YB"4FL8B;%",?*8%>E62Q)=X2AH#MK"9BFXKC&O-=RL3'QPPAOCEC/6P^U!%#7)7?2W#8@YIE^?LG5A;=O_Q_AGT]RS\ MVCG0:/Y\$09A&#X[!PC)5+'QK)@OQ\%X/'YA2'X0P1ZS9GZ9.RHE_?H2(5RJ M!YJA27LO/C8H.$RH!XQ6D1"Q6_W5Y? "[5*6T9YBM)O^ 1M91$X6D#$#*<)< M."\]#CK.UNZWD7\XC/S4UT,F.:YT $0+ "5["9_=ZHU7[+G$OA<_A2U!!%.7% M4@UO= (`_2+%X^_HJND,,UP;]N)66N!1ANJ0XI&6T!I19YL)O9#?H+W5"#- MEF0^`@1(5EH?3>G[2,S;9G?+_&U7KPUQKWZ 2%Q96FY+IJC_*K8I9H ME3_M.AK#CN2^KKO7NU1&*5'=M:0R08&(]#&Z$&7_22.GI0C MAP4*BU? T9_499[B#EFP_4ZY_<#VS:Y9CLO1J,IQY429ZX@M6\Z&X<_U:;'W M)452HLH)V#BD56I+6M -E$,'CBSD<$)MY:/@8.4]BAP\- PTP5@]OV7*,/M\K M?RS\,8<@F=9[]P'+(/B1=.>@5B_V]<65?0G%^OY"8).Z:1\@9D*A5560?:(A M3DW"- ?]!:AUGI5Y>HJKG@IM(>%1U(CN&(+$=$4)E(&M^8;5J>Q'N/*H'"86NU M6XN(5[ZIIK6$[.?L?!;Z*#VM-I6,/4,>2A%AE8@\#- CX[$@2G_#F&6YWA/$D MIXRCMG67!A$Z[RLV.;&&KXJN#*!#D+0G196OD7 IU8RUU&T:[EM=?6N:Y"H M<4+R.? 6J5L8RJWQEH#WKG5U:[NU-I6.%-);Z26>[3F";LF9K8P5?"F7I $,, M%-1L7<=_/=#<3E.%^I4CAH:D2.B72OAP;]>XR:[=OV4GCE[T*[X? Y&^1/7&PGERT2"J>%P<3'PMTW-#ZM*=S.Z M5M:JW#VF@H.6- #?$X5VJ/Y!"[17Y;?_!U!+ P04 " L/BY:(2>HUP@ &@ 'AL+W=O&ULU5?;;MLX$/V5 M@9HM',"Q=;'C-+$-).DNMD4O09)NL8^T1%E$*5(EJ;C>K^^0DF7YVG8+=+$O MMDC. [0PYA\/Q0JI/.J/4P)><"SWQ,F.*RWY?QQG-B>[)@@I<2:7*B<&AFO=U MH2A)G%+.^Z'OG_=SPH0W';NY.S4=R])P)NB= EWF.5'+&\KE8N(%WFKBGLTS M8R?ZTW%!YO2!F@_%G<)1O[&2L)P*S;0 1=.)=QUV7]#X<=L2 M?V2)R2;>A0<)34G)S;U<_$EK/$- K+Y9C,)5AGIF M^KZ@BA@FYO"&(C@][ANT:M?Z<6WAIK(0'K#P MY*83(-OXN$)IOZ?8RF"2E< MA703'C7X0(L>1'X70C\<'+$7-1 C9R_Z"8B5A<%^"[8P+G5!8CKQ\.1KJIZH M-WW^+#CWKX[$-VCB&QRS_EWQ';?P3AH*00!GL&T+'C,*MS(OB%@"KZ82IHUB ML[*J"I& A414G+E!0I^P4@NL.P,IB1EGAJ$2T;# TK'_NIR=U:9DFK*8.KV< MB!+E3:FL=Y#=QLU7_ZPPDMT):2 C3S;L):1. M$(&A2B2J3"IS9JC*5YFR%C-2:6 ^J,*(F, XZ_5%QC!KSI8562*'QC+'U,4H M:#)BD))*GEA=9CC=" 6M:#87#!-(,-7*LH>V8<3(K9@%DB3, B8.Q*IY$C'SA*98605)[-_$-3GDMAPB65+1%OQOCT]MZ*0%X/FSBS 87:'OYLC564&-C?C<*7B-QP-)'X(Z-H3_NN3+=;"=.\PN!JNU M5*? =6LE)M%3V@.P\E'&C91%;UP(+!/**EJBEI5W-:-/C)5A ?G3UR_[???/& M0WH.=6L0[4BT<$&3G8W9E>0K@>F2I<:\Z2Z4@I1XZ#"2U7JS:ZW]6B]6N[.] M+_N5]T]LV2HF.H,4CZ1&5F").T, !!VNE=@*!?]$:AK%"% M+08RC^U3&I/@BKVS1/;3ISMI#'JC/7/G1^5V/"+9QK*T!6Z+>EOU G[]YO?[MS30@PVCD%2SZ$[\78$O*

.19G%TZBJ.544->Z\:7C M+D4=)\\H%A@M+&U>[=ZV)8YD $+YI? -YFB M/XQ_W[WDVBV!%Z.UFI;875#;!;.\S)$HEKE;*]%!!5= (<1;;^YP[1T&.7A5 M=EB+"?_%9?"X!=CZW+YZ!\A.T8M&Y6]DG4.BPUV2&0Z^2W.7G@9KJGR4!ML) M3%=-2K@M=4Y;_+MSWPR'YOL-[M4EL+PH3=4*837B(=U6Z02#TRVG6UL!'(O6 M]I;+- H^'.X2[K[WNMUX[.55S]Z;3X!!5#Y]FMGDV7E>OI;5X]>9\2]2<85?% M:8JJ?F\T]*I.;#4PLG!OIYDT^!)SGQD^?:FR KB>2NQ8ZX%UT#RFIU\!4$L# M!!0 ("P^+E]F]C>@R@(&(& : >&PO=V]R:W-H965TS;.&T%L^CH/K45D4KW,CE,T6L[1WY1>K7Q D 'PJW MX6 -L9.U<[?1^"SG61$)H<;*(H+@OSM+A^0/^8>N=> MUB+@RNF?2E(SS\XRD+@1G:9KM_V$^WY. (U[E=$B_L.UC)URQZ@(YLT]FVRC; M_XO[_1P.$LZ*9Q+*?4*9>/>%$LOW@L1BYMT6?(QFM+A(K:9L)]=L/)0;\NQ5 MG$>+E3-&$4^9 @@K8>4L*5NCK12&64Y<(@;FU1YNV<.5S\"]A4L&:)\L!+E MX_R'6$['=A.CZ'_^^D7:)';|-[EL^4PN1L&IU,A2H7>/8> M-? 87<0T(M>-_Z$]^I[M*7RM> P;-YQ:C-Z<9N!{1>L-W)R,@E-VJ;7X^%P?KV5 M.KMX]X;>W9MW;_*J3'6F[HTHJNU6FL-[E>;[MQ>C"_? @]W[P+=K3R716Y45.L^$4>NW%[>C5^^G.)X&_*+5O@@^"]S)*L]_PR^? MD[<70V1(I2HND8*$/T_J3J4I$@(V_FEI7O@E<6+XV5'_1'N'O:QDH>[R].\Z M*3=O+VXN1*+6LDK+K_G^+\KN9X;TXCPMZ%^QY[&S\86(JZ+,MW8R<+#5&?^5 MWZP<@@DWPR,3QG;"F/CFA8C+# [*4[]Z8?"\,C@9J^(&V2K.!.9WAH3R4!MYJ MF%>^^U'|_KO,X*'X^,]*EP?7FNH2% M.Z[?CT\2?%"[@9@,(S$> MCJ9-J_")K7JV(G8_7V NRG4.9)7;S[\Y]&\^'K$UN8 M^BU,3U'_H[9P>I$O>:G$:")>BF>7^_.?;L:CQ>O.HN*V*C>YT;\K&+^1(AQ M>6]4HF)5%+FY$C]OE/A!/,4 MJ.1K\3F+<[/+C62#=PN)$DC]HJAD%BL<5^YS$:.>R*'A:@6R#*1?Z,2..LA!Q MOMTB#5@*#FNM#+#(R.A9+P1&_FDLTKMBMX@DOQCF4M TDL_+5*#UZA@50^O?>?[ORG#Q&?,W_[V*8I M=$:REMN\RLH'OL9IA2=FGY=RE2]QPD@P$'=Y]J3@\/#1O:=#*M32B(8V\,'I M-3(0!R3:K,"62K5%93 'H5@)<\M>#_+;R>R (@4:" <08F(=RSE.=D$16,B5M M(<],1$A.IBG$+CCZS]X+@>Q"M$1&E(8UC) EK97O2!=1Z> ;VX;(C:AVI%U"_M/:FL%! M"YVPH@(;I8$X %,.&V=5,K@5H_22CI5*7!A8"'75\")AS2>BQ#/$_M)[#1!()*N8%##T#!)!E9DG!7%*$8P4/B"5'7#D-8ZY3/ADC\ITF304M!5T"R1 MY:6 Q8 E4&" [2K_UVGT-P$IGW;G:Y;IJ7W@Z)W)8Z620JQ-O@WF(P\)6(?1 MJZID+O%X34*GAPS1X)]'Y^"]W"N0/=)HSC*C3TQZ[]Z3 9MGG=L%8^F*6V< ME>FLS!O&.&CIKE'(6M%Q2!WE+9M#=D;#O^#E4--2.C'_+LX+@&6MA39P]LBH M3'X%#,%\BE@:0SKOW17J70F*@_;/,!64%WZ)0=&',NJ4"?.#!!6H76>@N,A'D]7?_VXY(=QAUQ!++V1[EZ,K&P IN[DG^[X'TD0E6.>.O0DS@5@*;!>-MRZ[V0V!U]5UNF#NMS-><#*,;V?SH]Q=B',Y&P^-#[<@#']QP!Q7\BYO1##1^ M>/2[^SL:1O/QO/MX,AA.SYH\67ATXI\O;P T+>='O_OYLVAY<]-]//!\$BQV= M/(^&]?P)*-8JF\^6SQG=D*AXZ&@[C(/!5D,\+ M@VDW.)-2F2W%<_T$<.418[M#.&!<[$(?T8>S@P,(I@$=(NXC*-9R: X$D&=2 M10SP D$A(M=7'=_P4GS0""+ J;$E VE<63?B)2P)_A-H 7RUL K&[>1A:U$0 MO?5D8'@+BX2P(GH,J('+!;"Z4@3-RI2W#.!#H<3J52#\NZ4Q&<)H#U$LA3@J MGZ1.*58@F%40(R('2HS%B%3OP*@T>AA_YV$!##'"_1M3H)MKFJ#ZEN3E@,4Z:\;X>DH_N-!D+/42N\&@[$[1H,M7_+#C[J'=WI*A) MHI$M4)AZGU[;7O'#G*!A3+WY\ED"Z&3Q;4JD#/N\2M%3B(U*Z?3I2-S:E//) MXF600#0S!BPQ:H#S7_+03CO^"9U'8UJ- 8L_0O//0&OHQC](=X,7L>' ,=K0S MNS G:&M[9*L#7$39*O.HT,?$,*.@ XZ0@4)RXH"GBE^K%2*J4K.3@H>D*^R[MNBN<\)#HB/J<(QX/*R(DVJ:C]NR/.2E2??9K??DBJL NK8J6=Z^/"!PPNIB# M*LE&*7[!/EVT<$IL!>@VBH(P1'==D7ZT/4E;J8A#*XVV#6*J2(JSE8G]"3R< M?;>TKV.W@3N -X>F? #D9Q0^K_,GF2T;AE0&G@K0K;SBAZ0)QF_.T.&IL#VR5 MO!O5YQ-7YGG67IV%!OX+W/O:1[I2;U5+C:-0X7"/1QPV2:;EY8[4(-SK@F-8 MJHNRKICE!MU&(#:[]!:R^K:LG'_*C.[0[]S8X8M5VA?W@Q(PP,?!NX\1U"P MUT6_">G,!59\2E/Y ;BEYRR>[KZ*<1#+M* <;P'$WK%2)3M6E';81%,Q!9ZG M2H(L1@B,"1P?.>Q+\!V_6I[D#@5@-"(9KI#0.>F6^T(3M+7A(,*R0>U274;X MP@K<@H-S)!=1Z"U@)X/RD#M=RE3_SB.H&A6(IJW'5ZQ1=0(9E&>>@WR1>&+9 M8J$23GHG":=1L? 3LL!/9^$G!A(R4,!X"!KQ%$^N\,N"JT:R\4IT!;!A:'<6R MQQE_CI\4Y:=X]RXLJGS-HEGLP;)2*P.F*<\#9Y*CT/TFRCS1\7E7]H-/$K_ MU4,88(V)XAT1VLH2O'71.?\^MQQ(B^S9,L4I$@.=?(_S&['MZ*A&T;IS< /Q MR7!M2M)*8'-= ? 9S:%$U^\K2*CM:V[I!,>#*GY4!IY34F"Y3:.R NF!-Y_$' M867%NIJ/)^.TIQ[XE^A4!3]B[W/$U:"=8VI%1]3,\ +T2M[9T6A_&O1=5 ME#S$> [&8"4!6J;;W\K*SY[:C\F&NIC%?#&XF33#HS;0@OKN(#[%>T0![S+\# M>@08BZL!I,(0!EF)[IV!MV NL(6LG02NG70KQ(%- V=!Y^BS*\5_0[@]U(7 QK"N!9-G_ MFJDY*\-$!JW. L$RCVQBP[(+YH?BU=D_+0WMJY3U]BP\=4AE?OB-9NC3-#-_MT$)IR;? R\49FCP'4I()RD*F9H+Y\!(01<:_.:QL0$*9PF._S9Q*J-ZTZ@_?] M(+6$$"]85V.1**<3=0[>0MF!HM54CO9JG)%4S?X?4JKOF%$=LR1.$4 O\) (@ M\]^^DX%U8Y>U%$+I9UC:,0WXCTTN8L-!:>R4I +=7G(1[5 C'*^]9]EF3U4\ M(Q%D&;& .EO;+6&&HB\U.M6BY,DE>LWU#L;_R+95.) [==5/6=:.YEV3:S28S M>F[WC,I#Q<*0+(7?0P^>S[']P,2:,3OC1=^WY.?9IK/G?5.A,EM'/"6,YWU5 M[9?ZJFG'Z Z:U];- LG(33S9A3M$H"&%ZCXGE0-R>4]!N&W3 O.UH4(?\7/= M0]>#2/L[^GK[/L:_,.DDEJL]#\!*E&+R4GS*S1[K$#^2MV@)XZ&*G2ANK11W MI=V7[UZI'T6]_1>GC"F$;__Q]5:X,0$ZMT]^4%CR$;> M$ZC13W!+XB>U,MST-'%RL,N=FNS6!G1:&635!TKIAD2-U2W/=?&A E]5N"H- M?BSZTK!7 AQ)IUTK:-?S^1U5!2P/HR$F&UFFT:7CWEK736AGXC*0+'+W\B=@ M[Y[HN]WQ%MQM@#[>N- 0X0^]Y0&8)DMJU!>]N$Z"I=*O'-M@$"9NC1MTG?[<$?=/D)3VV"BL)N#O*J_8&\3I\OR! (*FKP6>/&H4DN\M$RUM;Q6W$/TJY!467DOM_!,7UDJZ@H2I8#8P%AMQ>327;MI,LK7L$9OU M<1CJZU;1E9*P#;E6B8U- &75QXM247_WW\4GW0&FH[+K,E[@.0,L#!&^__N.VU62=;S6*_T#-!T5-809H$2)\SWSN\KT5%)D0CCAC@!/C=^\[M[WP#932\61+>;1(^1C-PEIC$;/F:R3=@CB?1#/#$0^U(,,?852;>2'9@]?V1 MGS>/%HM1M)@O [\2>B.?$K0"E^SK&B5??_1A,XW? FD[OQ$OQ#\;JBMR6W3L#^L2YKJC%JTK@Q% M0N]&X1F62_L*\]YNVOF?]ZSWL.!>=5->]R9DLIE@-]6O7?\(%Q^-^WINV:WP MM6=QI'@6!+3Q<#2V&=]X+.Y3F1U=8P%)%N9XUG]U(@T?X&:M7]]U89HWL8 MB_=H)/YW&YX%L*J;.#%>=*:3XP%!OESS#7- GZGS!Z6Q[8OA#MN""Y4O3Z41C M.,))S[IV>G>]4>3JK]TI)^.!PQP^27.8)V_^XL<=# MCZBV=8/2^PHB /XNZ2XHW ;"ONG;<,"MM]? @[+V%AL'Y5;S;HW&;1SGS'?M_OE*^#'Y]3>1Q_8H_]ZNR MDG^'[I_Z7_':\H_7Z^\'7P#\")FMSK_+?0U3AX/%{0KG>Y+F>_HI^RKO"SS M+7W<* E2PP'P?IV#'T=DQN(#_OPW>_2]02P,$% @_+#XN6L]RJ)OS#0 M85$!H !X;"]W;W)KS^ M';E_S;)#EKETZLID/^FT6KTZ.#\0J5K(.JN^-W?_4D&>&=%+3.;X_\6=7SN> M'8BD=I7)PV9PD.O"_RL_!3UT-IP/]VP8APUCYML? Q%Q^)2OY^J4U=\+2:E"C M/UA4W@WF=$%&N:DLOFKLJU[?5";Y>`0)N5)Q97+8VDE2U\N3"M1IS4D2*%UZ M2N,]E)Z) [TQ1K9QX4Z0J[>_ 5<-:^/(VN7X7H(W]CP6D^% C(?CZ3WT)HVH M$Z8W^0RB>DK3W90H4)Z[4B;JU0$BP2E[JPY>? _G%Z'3XXAX^IPV?T_NH_R8^ M[Z?TSE1*C*;B2.RC*:ZM2E6BG#-67"NK3>J@[]'8[Q!OBT05%#?B.I,%'L4W MLJ@1O;1H-!#? JJ5,UN(BE4MMOOSB?#PZ>^'$I9$V%;(LK;G%@=5*W4/SD#[3 MUO'P!:^BM_P\>O%T(.Y6.EF)4ME<5Q6(+:TL*B?,HD/'TWU?DD1.' 9B;V_>MNTA'R"(5[TQQY"I9U96! +LWO>MN]HQ0>9F9M5)N(%)M 27&.B:68!Z6K%NRLR2>&]",+V9!F$QWW.]&T^WK1YL+8NEH*.Z(U'?WP>@^PR MPGBG$<;#R>!\-A-E5M,AZTC!U?.? <33QXU@^$]SH/ONR'ZA/);A.!<+M3EDE M#-;8.^U.?>(CZ1@)%#:^)1W,E2JP4=E$4_S"((LZRP:> /+R0NF*+!5I6E76 M-EEQL_7S 7%//B/3A2EU0[4*D6 +.3CE.Y. AQ N*!76*+>;6BV)(J!!;@7 M$OW!,[W3C\A'=0J#(!(4G7)'W$#F M4MI*)[IDK,@E7@2-1 M"D.3D.4X3R!L1W5V,UL<8^!P6\B!X'G3 $.3(Q4>M$ M\AYZ_M])+BS7G7\Y-BI:,%T*Z)[@G6E=)6@+'**A>2B)?. 3"< MYP$>]JZ(HM#'5? @W!?J$\>1R6H]PD%9$+A/WX<*M<-6@1AH*PC&X7[D-J*6YG5B@11$LX4>6T(#>I@J@7 MKN](@O8X\E_"B"-7JD0O=")6<%>#K1'&V- 1@48.#6Y-!K9FNU@ /WQ;X"OV7 MFJ&-[$K2\NN-$J$1!, #:P(-:,J>F:'\IS1*PC;8:2S!-)+.#/,G,!&T#NA MF(-CX4.IE T":0J!KZ![8R_3"'PS- 7'9R'&G^* M4>,1$, W$7> ME1Y.*=4T-@F8)UC12Y(E0B#E4D#T$4T:T#[1B6U10"%.'SS M"6%;+!G, <^VX+4(NN*GD8B$NDL34!:/+)9*#PE],O/.9;S0\8P*CT=_[Y&I) M&"9TCW^_ Y,Z>-ZO= MQZ.%12109K(4>99\O<\8#N!DHBC2@V%_.+X!"20C5^. M589L*M&;4Y:4HL% M)6R8K6&FB1X&(GI3A@*8BY]/I*?P+/@UA;/I.T746H- @QS!0^)9JLB,T[ID MZ[\JRRFO'PQ 88 BX4HI->& %:GAT CGT*DEX)E*#\X8#67M(Z,@U%G456V# M^A8F0Y_-2I? S3(5F6_]*14L76;@;IBA*X6+!1%%\MDVL\T>^_R).QJFAC=B0 MB<-.Z_#T.;O%+BW,6:D'26WN_%[1N(34 M'M^\1=Y Q)T]]%X$S'JVE)NC:^O.ADGOON14\TF@1M?J,1'-'O^E?B60."0 MD]H3<#F,/QD^WF)X>GX]|+T?CW6JF][&7:TKBT+L4 M;J-UN20T].$I//8PSQ$_3%?&]]\H K?Y]YBL_MJ>Z3/@VK'XDK9"J&Z MHRISG1YO9V\B"8CY,[I476KEFXNFUJ OD7$4.+[AZKZ<*Q0P) 5U>[X(5<@R M/[Q[[*#;[N%DXMYW6ESMTQEM>]BT+)U!!9>TW'&BQ*BI?BFQ N! F3#RCKS7 M5A^HZ*26B*2,K^+*TYDI"O*61!? Z=M0&'(.W2)6%UZZ#7MR>XH"B(MPD#$V M-*H2E8N<5:2'GB1L MIXKNR?!X(G*=9>0!G\N]+KAQ["_I^<)59KCPZNWSHE6F@KKK@O2R+)#A4RYX MF\E>8AR7PF!\VC!.DD@T^!EUI:3+JGM,G+;1J@[9"#1%F#Z "S!359O&N1Z MXX'=05'$<>">T1#\NPQ5/_>=>=X;/.Q" [H&8S@:SZ124CK#FZ#M3]*;$BCF! M 2,AGK-&(O*56KN5FTK%\IK<]&PP.S]K_)"]L!@RG?!J1F97/HQ8GN/]L]8W M7H=A[&TQ'J6P>, M3WC A:[M5F6F)+?:4L+YZ=:.KT6BV]>YTN+WS7'QX7(RTK$W'O=IT.NX\C<9=_M(2;CMBR[:0:B[?T(3/>&<\WS] \8G*B!1:7S:X) +Z8H5@S4GQ)CANOR@FX8O?(PI M31?<9E)+$7OP1H2<':AY9%D'XDT[E*<#K[])H4]D@=]X'MML9;)4A3D:36QY M^$$L\+2UY<'Y)$-2- NHAO#%MG=V;^^%]](5:8$1R5(A5%N/Y+N8:.,B^TPA M:PC1PC,5.7[(B-JE)*K3P?1LC!YFTAD(/Y0J!O%> ?\KO+83&E^H./=:..MH M-K)NYH8\99PKE%K-I9+X5I5%KUC*_M^7Z1@\0JL_ >$7V%1N1^5D1A6?JJ0X;T2],B5/AA"DI5-GVCJ$$1W!:U7%+N M_%*CQFT_=WUY8^? VI^Y6B@D>UWE(I&>:&05L;!?)=HI$!3 0@>P>OOL",%P) M\#M_6;5]L>6KM0_M #]<<8:V@6^/UN'6!&0-@116Q$$WR=/>+ 3&>I/P>+W7 M-P7/S$S5#EX)3ST#D3<@Z=HY_5H'X,!-;U^:(76]) ME>FEIGYT+Q9P*QB,!!)ZZ7^R8%4F?6<)! (MM8[Q9!L.%SYPTH2$/7/=ZZM\: M86P%,R,1MPE4(4W3);3V-#?ONVGPLRVF-S+HW]>YQRKXX7)QAJ,_P;%HBDZ ME>%HHS+ <^M'#'UH8#MK[41Y4]@HZM#DU*I'&6D7\ MW4B=27_+_S!$;#K7X['B\][6\5"@,VG9/E$<-IWL_Z_K_A>NZ_H^T;'^[[J' M>=_,YCEEP[\I9NZ;SX9AZM8$Y_C9V=[SFLG/>5^F^]UZXZ0G]Y_QA*D']#V_=D?=G#CU>B(@::UX_)N;FY5_ZYH%[K%B7+OEY)]JI%!^_TQ M]7?1K6[N3;E!@%V_K#[I_/]5W;)/^^G3 "(][^!;]XV_P7!A?_A?+O<_^<'MWTF[I*NR3"VP=7A\-COPF!X? *E/RS^CGIJI,SG^NE(1>:_&^+PSZL_! !S3_M7<7K_P!02P,$% @_+#XN6ME6/2;!" RA\ !H !X;"]W;W)K0^I"^1:[V]E]V(?$$D6>^_G.(7F[%? *+6C.FR=F:%52-Q8:5\&4E9$$UO,KGB=I(1C.SJ,@GH>_/)@7EY>#^_MUHP]ROM;4>FX&[X+KAPCGFPF_<[95SC-!399"?,&7G[*

*[@8\"L9RE M&BE0^'EA[UF>(R$0X\^:YJ!EB0O=YX;ZCT9WT&5)%7LO\L\|\T^N[03(@&5O1 M*M>_B.T_6*U/C/12D2OSGVSMW'^(&FEM"CJQ2!!P4O[2[_6=G 6)/Z1!6&] M(#1R6T9&R@]4T_M;*;9$XFR@A@]&5;,:A,,E.N5)2_C*89V^_TAER)/C$-F,R]3T2^F%T@MZT575]JZ$TO4'4 N@X.*FMI18=I8:IDA{0(A=*D0TL3$510$XILYXK?-]4FF5D^4HR M_L(S8-&MH%I+OJPT7>:,;-&NUB+]LA9YQJ3"A7K-R-:D$ -(H34O#$4#*4 $1NXAUX'D7/WK0D_B$910N0 %7PIS?_ML]^A$\"C=O31J$A64A3DGU7^2@*TGWEJ@.:,,=/^'%I64,X.D?H$N4@*BXK, M1BB FF8FHEMBGZH"0ET+>?W-K?()O,=+'"%\Z0_-/<6L\6(?&"E@"KVW]'V\RZ6- CB(:D4X8)8 &L0:V^ MC3#4ZQ@_PUI7!])F5[)%,O>2P-\;G\]\+YZ'>^-)$'M)'.W/CQ=>E"P. ^/7O MDQF]/IY&?:='XZ ?!N%L[/==/IV-DVDW I $\)Q#$XA&;I$V?R4-,!'%TDIR MS1'M6(?-=9XAME@O4=// 38?!"6K=4KSM.JIA=A^67 0K@>^':.#*8$QR@GC M10V]NRC[G\?O88QZ9TI<'TCLV 'L>'^\$K4$(V\^#3T_BIR1Q73A+:(9>>J5 MHC:L(M^+_(439K$7QPOR]/L#^5Q7M@XV0=AI%2T\/_)KT)#''7W+S\VBV(OF MH1?%4V=D'D5>G,3MR%.5U@W)NY5FUJ,/E0*,!<]#?5LBKH >GOG2S6Y" =UM MHASZG%ZDX_N1Q##(4.+>A^M7:,WUVA#76W&5YA3X%DROH1)(]F?%T?08:JFI MM2:,<<&&@H-2OJ$&7CKE39EN"S.P41QX HTA'|4UNW/N4V%K[5S!C%M.RN '*4HKX[)V78VC:MP>2DTP7C3 M.1 /5%H8Q,[B4@L") H' %!6--]93+E(%S=Z^T+ZKBB_3"N4Q*_2;81TDB7 M@:T\E/H(M1]&]C2OTL8SPV -+0.A&(Y&\0]@3"QS_FQ+#S"M=SYE+?V8 M_%A)8"2]>K>$F%(==4U=8>IMQ^G-QN-/CQ]Q.W:U0GJ9$YMV]?'O75 9FR(T MB1* ^'M_[=.K1SR,1M[X$<\8.%;N>H6K>Y:'0>&2Q#C*$E4-UP.VQ"WF0) M6LW!G3:MT(00&:Q,]R /@C.%LEU;X8.#QIWE^.JJWFW!I]IX5-D=D(O?(#2T M%F81M=L9]ZM3 HX[Q0J'^^.KL[&T 1T'M^K=5-9UNFW_X30E;OMBZI$UP@$6 MS>)=P4QF(F^0GF00QK9=0=/4A:\#IF8_W&_";*HII@V3NK3MM%BV8K,0<5E; MV:#G470YWI@-C1E%I8 &8#VT@M#\-*R!;"<(1"=77=I]^WW%N)K4:Q@?.OXD@#UM(&; JA_KCN ; M;"Y=S'9QF%'(29M0$#A'?=YM$4(O#D/G/9DG[E=_]FVVB^=L"W?7!)'GQW-O M-IT=).OVO[OCM=>X4E63*R<]>"[]R$L6,V_AV&R/\TXL7"KYGA&\()I]L>^[M(7 <$2Z(!SR8M G<^=\?!\F9KY?#6@.]?Q'8_D;<^2'^EY'D4L@Z SZ< M6#CFRJDW@V3^%]"\)N^R/RJE"[^6L>**:%Z!BZ!R/JL33?> U0F5\F"" M#*=>&,>C2WO)1M@/>^<=TSAXTP-G(=.Y2+-OLP.XLT>,K5;.MHWJ0H@9'NBJ M1GN\0_W??R[2(]=<[:.S%I-SD(/IVQYWUFG-4!X\,.C\/!_=?3T1GKWMZ?M M<0_4Y<2;A_/]G6I7"N(Z-MJVU-8Y[XV&>;^6](^@,(:;$]FRK*]NVW.70\<] MKMC)_,)SI\#W@F3J)4%[.';H^F[BW*\""CZ;6V2\!@(,ME>M[6A[4?W.WL]V MT^TM]\]4/G/0,VH7 M9-!>W]__&U!+ P04 " L/BY:2RZ2P^4$ >#0 &@ 'AL+W=O5'6<#AF$#]L662-[#<]]7IVOK,GW%'.8MZH0VM>CD<\K;I0?VI8-=DKK&A7PZI8CWSI6111JZM%T/'X^:I0VV>PTKEV[MV:GM0JT-7SOR7=,H=W_!M5V?99-LL_!!+ZL@"Z/9:.N6/.?PJ;UV>!MM40K=ML/':&G)^B)) M3[\A_8K>6Q,J3S^:@HN"\B,PV=*9;NA<3!\%G';[I./Q@*;CZ,=;]8XC MWO'?5"])GQR6EH1X[5N5\UF&B/?L5IS-GCZ9//\^_>83;R9;;R6/H?\GM<>E? M;6":/*ACQ73I6U:9>X1\;GM3/"$W"6=3H5X2INXZ0IEJ;I3X+6N M&".%*65F'\U"D"\SU>VJPM:,+$/:E%KA&!':HD2XH$)PD@K=A%4W9'RGE%X M'JB6=]@VH;ZG2GE<4W9U??"N#:KMW&'4\Z@X/:.52QFXA0'01=-6W:AL_DI*@?5 C5*OD/G;:%O"^LPV]4Z9# MT:5)2BV!?-?!?)MV_=#Y%UVM\30'(&;A;PZTYJWN6]3+07**[A M$&.A5\#]JJ:\4F;)B46I?8ZE>U:.6$H&O<65"3)==/P%$42JZ*(;B611^9!3 M#I@A65J!CI$[5Z4P1> U%CNUOF6HB),FGDI,R<0XB:M[]PO?_]BPQ&7)L8-% M)9UD6=GS^=(#/C.YIT/87\($66T7?H'9@Z0:$ M!*CG 1]_31*8Z(/Y[9&TWP+.,:#"2^*CA@$JE76JN%KI&D@B\;:A.J?1N2U+A%@\(Q07;+C46$YB M? 6GJHP0FXR,Y)5;9A9!!-4<0QMZ9$N&K&/@B$_Z1*/A_!L&_YKW]#O20^0-[M[2R!8D1K3)SRO[>*,@:O86!,U)/J9..F<]H7.@ZL_7VR'.L/8F+RZB@&AF,9 MM\7#)K;=.X7),"F[N(]J..I&PD+=23=[@"H"ZTJCW86#V@PER,6X_:501$W M4.D#K]C VW/,0#I/0;=#V>W?'TY?!>N26:/-5<0G0\?/$L(Y>F\?02,!LG8'1FS-/QL<('##LY@/W2 MHCKT+W+.!]I-H]B=02P,$% @_+#XN6G_?Y+*?2!0 ^P\ !H !X;"]W M;W)KS?5XPM5VDQ(/M5@RCQG>CWAF5I=MK]M^L5GL4PMO>B,+PJVY#-N_RJF M&D>=!B41.9=&* F:+RY;5]W7DS[-=Q.^"KXR6\] GLR5^DZ#]\EE*R1"/..Q M)02&?_?\FF<9 2&-?RK,5K,D&6X_U^@WSG? T92BFMPD.:HXXT4; M>F$ 41CUC^#U&F=[#]_W6YSU6/VGL:A87IN"Q?RRA=5@N+[GK?&+9]W3\/P(MTW[#M'_ 1>9'L?ZI"R'[A!.X#JS%*F\1F;)E@B"W/ MYUQOV^>OR)5;_Y6.H&O^+;46[;N=3T/Y86XDD6M)&&(Z8I@8+K'FZVWAR*@[/#=P M_?:N#5\H)MLIAY10B!C1" <8@:U1'+H-C'O('W(T;LD-9::5883SQ14)/1F4B M<3R,Q3_R#R9LJ85VVX9D:S_HP [I *Y9)C"EI&"^_M>EP VW GX2/3<=J4GT_RA@MN/#:MDD 84EJ@2^W?5O__K2[W]=O48C1H#Q!, ME0:Q@L? CX2F68#TF';V750;MUV")Z^L]05@=Q#9VS@5]5N":,??D5N<4"G/K M WD76T7$D72$!2#ON;8"T\=9F+T,PE@T\X?.T>B1H\;45!?42@9-*XFW@#%Q M=N+]BV KCB7 1T*4IUS'F M/36CZ?OI6V1+85(ZJ#N$WT?!ZX MS9V:QUY].7 Z[=<+-?%S5?TH4@>"XY:^<;L:4? ^_X=B%>U+V?M ;1L%I. 1# MW=CL";5)7I5CTX&95?%WA]\+!OTP",,0)E3VWYC&;>+F)ET6W#$ MWMV.GW<'FP-?+7^U=!L(,NP]>=KO;%W(=O<;*_\A6XS MW5^\+<<|>"CRY9'R!IF%[.&B!]E=-/["J<->[N;)X672/*=[.N:8)^'VA, VJ M 2W0W/?'/P!02P,$% @+#XN6F6PY!^0 @ \@4 !H !X;"]W;W)K M; 5HH.G6BJ[C'KG MFHLXMGF%-;,3W:"BG4*;FCD*31G;QB#C@53+.$V2L[AF0D79(N3N3+;0K9-" MX9T!V]8U,[L52MTMHVFT3]R+LG(^$6>+AI6X1O>]N3,4Q:,*%S4J* [0"@\4R MNIQ>K.8>'P_!';V8 V^DHW6#S[XPI=1X@VAQ-QY!4:O+5ZAE%Z(;#P.FM%X MI"<>KO?JGT+M5,N&6;S2\]? @KEI&YQ%P+%@KW;WN/N-0SZG7R[6TX0E=CYT2 M.&^MT_5)@>U4/V;/0W?X8!PGKQ"2 ="&GSW!P67U\RQ;&%T!\;C2:$\I>R=H9V!?%>5NE1P34V$Y@E)Y FZ?R(WFRL<1;T9O]38R\Q?UG"M\:% M;5B.RXC^?8MFBU'V]LWT+/EXQ.!\-#@_IOYO!H]+?-4.87H.[^"9&'RK$*YT MW3"U]PRV3*'EMIPQ&&/8XJ#,TQ9%CK&@JN8 YWGK3'(@14.#>40)SQ':Z+:L FM(D*2/"J$(+)@$ZVBC#@XZ- C"VA;Y M!*Y;(U1)8&&A02,T/PG,?2E<<%#:@2 O3A0[\,GG5843.]U*#A7;(DV2QU:$ M>O@OZB[_ AUK*Z7K$Y>NO;XH]K-&68-I;$6N7ZEARSXT" [[/OX#[R?AK?, ME(*N0&)!U&3R_C0'TT^8/G"Z"5V]T8YF1%A6-)31> #M%YK^B"'P!XQC/OL- M4$L#!!0 ("P^+EJ-CFCB4BP .>C : >&PO=V]R:W-H965T=?8)#O.[/$AL4@"?;Q^]]7?WU;U)[LUIDD^[XK2_O!@ MVS3[EX\>V=76[%([]_:FA%_65;U+&_A8;Q[9?6W2C% [.%8\6IZ=/'^W2O'SP MZGOZ[JI^]7W5-D5>FJLZL>UNE];'UZ:H;G]X,'^@7WS(-]L&OWCTZOM]NC'7 MIOFXOZKATR,W2I;O3&GSJDQJL_[AP?G\Y>LS>H&>^'MN;FWP=X);65;5)_QP MF?WPX!179 JS:G"(%/ZY,1>F*' D6,<_9= ';DY\,?Q;1W]'FX?-+%-K+]KB M'WG6;']X\/Q!DIEUVA;-A^KV)R,;>H+CK:K"TO^36W[VR;,'R:JU3;63EV$% MN[SD?]// HC@A>>GR\LY(4%K9LGHE6^29OTU?=U=9O4^#2,AG_05NEM6%Q> MXJE<-S7\FL-[S:MK/HVD6B?7^:;,U_DJ+9OD?+6]VK+)RTUR517Y*CC UZ; M_2PY.YTDB]/%XY'QSAP;^L8\ M>/67_Y@_/?UN9.6/W5HD%AXV0*F-3,;IC4F6QI0)['2?UO!,\M,,SG:GA M@)*3O_S'\\7B]+N/L^M9\N/Y^15]GG_W<):"[!.Q_=.P QG/"=.['> M 5Y7\(J[_]WY]>L FK!\ (D%7J>CO6XMH)#%)>^6,#*N>([K*/MM_6^LL9. MDI]SVUQ4"&("Z.J?:5X#@'$[/YM-NCHDYUFZR8,GW"#RL*&':\RLX)YJWI& MZ-F#A\D^Q&$X@*+-# _;B[6PHW@-<%0"ABL_G4"#MHA#[0$'*X ;'"E,.6B MJ"RN^0V=!7YS/%!R16^>V(<*X EM30 +\-RG@+U^$=?M:GP)Z;HQ]?C\;HR^ MV1E$^%[#!"]DCN ![@YBX(?_.F?P=\>-P2U[P9GFS[ZS@D($<5 L:IK!THBK MU&Z3-2@)MK.[9%U7N^2O+1#8V9SY/?Q:5^UFFUPCO>V6L'<5!;VH*K2NVW$(M:'/Z:F> N@G\(=)9=QXA2$>17_&6]HROW,TP!5]PY%61KCXER):3++_)2>UI MMFD#CV2X>((H:,1)0F1"X/E# *Y;U;0!&!ZV!V_9;74+/+@V2A:P%M2'8)HU M\<<&]9]N+$U9-1.?.Q3 '3< V7L)(Z MWP5LZ;)D-7- @'V3@0EIHT/*Y?$!.,=."Q(.K"0S6ASCW40IIV^(F-5T$1]6 M4ILM*KHW**C@,U NX)QE9G_O<>&G&P-GCR)M3^*KIF"\I-\W!RQ%H\]3GBJX0:9>N@&'ITA!$ZI%KU0"LY<1B++Z1E MB[K7'S2!@R)P#1$B)5+9CC52@QKI\1!GW5F_["R&N)D"](_=\N1W][(V!3.M MJFI09P)F85> E&V-F@PPB5;)C<2 #;YP!/4[-$2GT.&"4#Z!S5."E8AC.&%2 M[?.2^"X@.UIY"6AA29K]!E83SW6[S5=;X'4 .^6S)?*!MY8M75-?#YXOB0X MX+GHH:W3O(ZUB5A(N[7XO8*^PV)EB%4C K&$?[P_X]8)]^06O^/$B'K M58H0_^N/F';YQ2RY)E/,45Q.)$IZ#F*Y$)G" ,9;FL1\W@.1$T]BD!Q,6B-, M23F#@7BZN0IDTHW HD=UQO$D!N.8(O/4*3)/1_6-MV"#;G#J'^%%8%FJMJ-9 MV/9Z"7[/>(03^A7I;JK8&WUOP^^)9C-16P'8$$KWDAGMM7C#%B>ILPNOD1FR MKGB^(J5Y_N+L;()OICO"V4EL2D3/!S8,F,]DQJ+6=*"A_]KN]L#\:QBUK;W6 M?(U?M7LWW^)TOHBF^.O[U]?AX#.W\/GIXF3Y\&3N5J^/GZ8W1ZPI1\@N^JB MG:7!WVI#-F6&N(4/ /Z1X"G-;4)J-&C@DF,6FW85Z,39@(3/C#RQ9(+."A*0!77W%Q%$G624#W:#E M $]8DAS6#\G#&7RSA1-D@GG[>;5-RPVZ'AJFP2$PX--?! IF6NXL]G5UDV=J MLJ2*E,"2RX0\LCAAM4>T<%::^=PP@P0HE")#Q014.1@N3Y;.DINGV>,##<*F MG YCP1*FQ+78%I0#YQX.U@/DE8/N?%.1>V@6D=X6D)S>@77B$<3;X"&']\$* M"?J89,FW(->1EGM 2LNPMD5KS9\"ZPNT#&^^A?9M1]8BLLA]NX1O\>4C!)V$ M.@P3>CE -_S'EJ;X385+=P;Q1YM\IWI(8/XI6 7^OX8'W!F^/"S4;YYY3UL M< (7H>^BCPE_]6!?[M5E3/P9K'SDMTHOQ@4=T7R$UAD '4XD\MR-9LXC?6 M3#5 9[#=$6#MTN99#H+2 *F=@YY+ DW)2FQ45A@)[=(5;Y!>W39%OD-/!_+8GMMQ9P@5"0W$2 O\"3<25]9_'[1J0#82,B4LV_[(SPM(70.H!G<,3V$P]C]D!ZWZ6?@%E%JT]#53$K(FXM? H],DBZ.X<"\+QIX,2+ M/%WF!7%LM&)N3-F:"2DZI'X>,K2[V,A'+D%43X/00\$X:HX-+Q@Y/@:RR N$-M9A .M@:$@35L06A4->$EK@+0#4TR'.$&<*\"/835*7R\JH&7 E;!LC-1T6J3MVJHDI[J7.JN\7K4[)/F5'1MR59'*"FX"G*MIG[EH1.EKR^,#GM 9 WT@2< MY8^SDZP&R/""'WWX&/8Q4M??K=;XR];$*D1G@WCN"+8.A$;..?XT0 :.$;!"U9 M' EJ@@M.R<"R]#NN'H['DVE,0W/X)$*O54.VIE &VA6(,B*L\"0)95!$N1? M A=("+,1K)^?^BCUZ2C>7Z IC_/1'V^!++\.\0X0P/E8_)0Q.$!T=@C%'_RFY MFK;Y9@M86^3P-&+-C7&.)Q0D&. (_] 7:0<(F#&EM^!0<'"*CH MUH0A&40L>,\<8,3Z$_]@69F8"_,E-X?Q*V;]8,!/U7V8%039 H\/ Q 0,D.N M+'C$%,Y)1Q(,$-:D0/%Q(#1$1.!Y3L!J=5BB_P!+9XY+_=#I;/$EV>5'@ M[T+J[TR&450@<9H4="%XA?R!%Q7@:!'T'1-^]N;SPIN$]5_NVK0&Y@>P_HM?P MWLN%>/O[N=#;OKEG7^F,+?]H#2QI3)KI6 R8&M/ ?\PA"/ZPNF5:?M(U M^Z4B+YB04@T*-5#8+CV A%H9PU*,%)?,K0\5.CINF 7]@8@S+3G]$;\PFL0A M+<0TV$A:ZHMK$,XJL,2&M$'20YK=_(H#'& #:) ^7=W@\4>'*&_'$WAW?FP'J M=OI45@'FH,AE[PX99K@7))J2[2F%SC@K"1)>YN.LI *L*AM=&ZKY !,XA0^Y MY4)<.WI:XGZ7%/4!W_JY33_CJGB?2[\/A>CDW\0+><#J#YPMD/VT)>/FW M9S\@^8/)G[7DR. WP!S4V/I0@6!CF@:YLD5I".ANFT-!>C'(MF/T64 20ZS9%.;E!$Z>H6!AAJ)Q4L53\B>1R68&YQ!Z2XL!:IJH'\%:[0T%J MG9;0HOKK7 E'3#):'XE.G"$8KPH&B\G=FJ)@4A> H*$.ZF?#K@E0"?=YDQ9, M%#NQ 1%+_(P$N@E)!(@=^1':")'3'<2.K0*8%Z!O&P=Q!V<@W *=<*BZIH6W M9/&-*BW%W4/)923+&J#!.1.O>GP+L>8UFR\TS0FK7$(F@W-D1I-!P:F'Y/5 M__/KB^3IZ=-)\B%_$="'2S3^8OD\L,5[<^Z,[HU#S9 MZ-BS^,5%Y\5*

&TRJ99%OA!U&I2.VQGE["7(5U&2_6&Q6P/1 %7+Z(7'+U'O M846_]WE-T?FZ}3QYJ3PP0"=TWW&@P4ZB,[8PIEV3!3HP7[\QH2 -",OGEY&H M'EH]H2*^E9(%5,"Q4LZ&9T1B_S$T<1V0VE IG49?5&+N($5#T?WB4="RA M(L(1I)1D!^H TNNT?]V@;]6(\>I; <781@I8#-TA@8LU82EK!K:"+>02L+'L. M=QWU(/2#58F2SF2ZNP3*

*MWC/KC,0<7'*9O)!RJ)N41'82J18E+BO,%,YW[<[9$XB8H"P&&PIG=-%^,HL/ M\08N10T#!:[C.$:3IV(.&0ZFX;D0RP)_DSQ5U61' 0,S ,ILEKR_07\1;"F> M(^"6R.QNU*E461PEZ68!FLJ#7\059;(3A/>:M15K M#.P3[1WK6)KFU@BJLEH1>'Q.\IF03<+Y..R+@9:['I9-/? 0XX/)+4/2H>TR# M @7Z/E")DNS9%>V4F,L=I*^,#O=&,@KU@^>/%Y/D9URB^(]99Y@YC43ADRF1 M'>WG-F7:PE76:.]\DV2"OJS&>VV0!X2+%%#NFF =,;X)_? M-OV->;G(LD.O*J':**8 I2@12NP RGA1.+N56V3(*V0J8MN6'O, M<+Q+,/S=^]=@M.7[/9<'P/@!F,FQ*?I"QM/I5'>,_F4:9C^K#!7+INK1+8V: M)\!X2<[JNB_"X6V\'0EDE(:#G8Q#Z>=C]^8NC>-*>1,M8/W'P 5>)GGH=/?4> MY $"UZ5; #JQ,.:;V 7T;D!YF^NV6.=%(3S0-@.:F%/ O"&K MZM$Z_RPX!B 5PR!,.:;!B\,@"ON_)18DA#2HJ!(-B O/R:!4Z377,,T Y)BJAV>G298>Q(,%X.)H/GF4+)]HM21]UA\&)RU@ M,(#4'H#NP0U0I*&!/?NU/I_OUB_.NS3F%4T=(M,/C62.%;U.-5 %#HSG),V&6F%-4MHPT;##4)+U#AB_Q?Q,SH:29I*0,!"%2?*

*M#7)98=3,=W;5C7J^R,_F5H_QM+RV#2Q3_L!8M0M77+Y[*X0K<"5H;:A4,>8V7Y-58N:2&VSK'$3,LD.G?*

*M,6:3];PV2GPB\UBM/U5MT0@'+6B6_*WO]3PR%UNK?KG &@I-H(FR?DIB2(E< MVIJ-P*4D54XXL.A'<$*4,N=@-LTGP9#O+"]SSL?*

+4^0@=6H@L :, Q+*^AE/%S4!)];=S7 ML5K!>J$ %!1(UJ=0:T!/%"I&I/&]"3ZQWK'#VJM_J6?+:.!ID>,*HE6"E^)0J MO;3T3-*

T:_O3@4$!130IR-KE\:%Z&I@]Y!8NCRP.;4S[CO]'4B]YH *;0B$F, MD%!!"GM%F7OD@&8_%::IU:B7NVQ.-QD%9(E4)5> (ZCQC%M);:@1-

FP7(+/M M# 6Z!JO"J+AP(F_;Y 7IM5Q"0F"N0FUD7 CZLK7Y>'G9)2BFY8:]\X)_+TX M^85C),$WDL%$2AP*-Z#7" <0GP3!-*

LCQB5.ZU!4RNL!9"/GC*?8[[3Q3M* M 8+%3/$;JNV1!7<\8#XU@AP4F/L ; M9CT$.C)YK*8S!M+B@VWW:+N*!T\@K7Y"[Q+T*

*M*1Q,!6;&#634H@;6P&*3IBLG_LAR$C4XA2@VN^;*<7K'^ C9UP&??!'Q6]87+ MJP]_27?[[!YXI6$ 47*WA@!+0*1IF40@\!%V@D]>[H-*

=9PW769%9;YCU$) M%P;N,DM^ BWJQ!BHGE?:(\B"C7B.B.M1XT)D+N%5LMKJF#DW8?%!"J=^;%@ M;;A^(G(MQP)=O:W).L&?*"?*

&LM;K#$NU0GAQ;B) TLCM&"Z,U[J3&&NJ5O8. MXXQ%_LD06TW%44&Z8!G >^#,?7H$5HXY84^2A$;C)!!1G5B[%!?,:6ZIXA:P MGS?;

8GL6[?,?/C.!1T!-E2T4S2+IAC]@\VEQ<'F+I"$-;],, ^^W(L1W- DC M8]_6+M>QMBA^+X[H.372('6^0T,WC,; FFC>B"H(A5

MX1@<[D:F$8I^4;-&*L_O,NYFG6IY9V=3]"XPY3OT/"JE:?$W2?+R(Z$>PA]'B M[15.]WL5Q4.W'!.]YF=/3BD^@3=^#U4HVF,.[]61/1>-

EDQ(A'KY]2+&N MD"Z1A=0-[A%SE)%7K)$BX55T^;T3M-.;IYIP*%N%H?ZO_/ ML#>WK#%FY@M]YN/%."Z7"]++^Y(!.MPD$Z,)=

<,B1\65@HP"]/GI[/3/A%8, M>4V$VJ<'=N#?H[A[XC,7$"6>/9X]^7/09<0-1CU+X/MN#>N1^R\&/1/L5V^A MN[KY[.G ZOK"

(Y0V1.Y94R8%X5H3K$,&$6I)]X#OG\G &1[\F+V_,_T[O-3 M^(N21O<^ARQOJ!#F&T1@OZ9LN8/\WP(89R]FCQD83TX!/7J T3]E

*M+SB^(BP\1JB^]&L^7JEU&8A/6'!5;J8_DS(Z8BG_KA$[+@@NA"CP*5;"U4'B MD^CW WX?\20/VW"3(X5%K**DJKT;M5?*

JJV=N6/RKH_58.28!PWL-U "PS(M# MJ QT!5:/9NP"?+%]TM$!0D'%_*(ML?1,$#>PO[V1CD2',K2U4DN%0$"UB7V.

MN8^+QOOJ66_@#!4U1#RXU7I 2W([8H]';##\CP=W[J+&/NX>1>@S+27PK_A^(Q$ M?463^&1_T<%QI>V/N^5/L:?

*7NV4Q7+1:%NN)!U,-.G#1',!->U-.MUN]"DYQZ"%.4U2Y?P='?Y'55BM=%7NY;F1: S2@'0VV*25S/FVO))K7DY#1X MTI=Y*

*QAU,"E7>3!HO.:'3\R2C_NJ4_U!E <_(6H:JJBL)1SK,@:I8/9-58#@ ML^PQ%HBXE!-?US9:H1MWV]*2*.\>AP*?-*

*J[9]*Q%N.DM=6(UV31%)KDQ@PO* M.+1&G,1W@_0VA/".68R:0;\@1CS*HM:0H,0H::?Z%LV!@1,RM'H*:(($*49/ M2;3A*B87?*

>#3'NL'Y!,$[H0O@W(M5.A U/1N]8Z!OSK!:ZP1K\-7(S7!G)V M7Q\+NM>+PP4/B'B<#>BT!U_6\/SQ*

HA)BISA<+6)Z"1.'MX[J!7)Q%,G22:I MC(TG'F?9>;M2HJ<& M$,5'Z8% M+:NZYJH%'*?#B+GTP9$4-!L9(_W$OV=@5K)7O?*

8QZXG[U;T^\[J$GX:C& M\?5@.SYM+0^2$2>\3FNH,\@-@3<$$T71V4<(O\TX=?6(1-0:#/+ W>"0(N# M&7[6KOA[=QZI\,?-V44'E6/ MS?

$R5)SG92? Q<9#Y:S@5U+.Z0BX M$9^X)CIU\K) 1P]SM#@=29[.%73C^H&S3NY7=3<|=")D6I'"A=RVB(>9ND#LH*

*M6JRD\F$GDR:EA)2"LM-=P%CI< G#K?.P3B%(=S_:263/Q>MJK00P',-A]A-B M:;JIC6&2)[QPG1^T50'!*F_&&)'JC>PMQG-1?*

*BE+)B>+9Q\2W>QPS;3QJ><[M=-GZ#8U,'=3&."88&A*WOLA7[>FN''F7I AQL_50?DL*

M^7ZMLU%4E_B@#V=%$V1/I^V) ^Z.*&|_;T67''E% ^<26S%'*

*MV,*A8'EXQN@QH_'YR:!:340")H".Y&YKBNCL:#]AU:,;_T%2EU,V>BNHFR#/ M>+P[P<)7[2_NJK?OSPWI/>#1H?*

*H/>##WY,-0\I}3HC29Q==#/GN.5#M?<;I2/5P?*KMI@7=#DHO? M.%-M#X8PN9M%*_#IS+7QJ99!Z4)/HBRPY?K(,<*0YOL87/IFM[*

C!H[5N@0C M+9CR.J,R1G[U?KF>"Y]7OAC/[_6VHT?@]J-\ZAVHQ?MOR+C_!Y3)=?W+R6Y MDQB^+>Z3+BX]I2;B$3!A'XQXD>]TO"|*-*

*E8F>NGCFXQ, M.CRBWRKV$????-&Y(42F.(+K)&Q&$)$.X>"DBS",WD>XI9X?4@C=*0;<#W0- M+/]#7?%@L!([ER/7E7D75Y,+*

M;GP//W7,$%>E?EE^0LF3*%UD"KR_#K>XA<^HL%!2KQ:#=#/$|W+?BC[! M "!%SPWBF\?

\C!I/,I_^9ULUY'K,>@M%_!I:1J;I^2B0OU#HDW!3JF7:3SH M8OI^B8*#7'RRH" $)C/KE#B!NBEZAT]W3'Q2YL81 M3,6879949-L>.*

(_=2:U(5U89"AW7@V5EMR_R?+2DN01I],)OO\LDV4E#K1$OT MR.2:YH8&G#9Q37S!%JG[WJWYB.8$1?I!$KX1+#, 5"H-*

*LTAYD58^&6W+J7RX7-ZIP]Z3/'U>+TXVFJ)9,W-C;5J<>FP=V@K\;MQ8'1 M@C M1VC[VA&_-VJ/*_4X6GD<[-*

PW)Y;VQBBQB?;87:95ET[F!CDPQ]=$A,(C=!_" M@'+=D<],]UBVDA9A[//(DIZ8&?80@U?\M]\P=99N&%R[QO8(N.Q!K"RD.V$0, M!

*[>QU,:*S FDZ#YICYD'Z,;HK@AP5?O?UZ MU23^E-(YI#WQV3DW%6KR+OX2 M-';&CZ!2_<;/1;U:PZLO-9&)$MB6,X7*W'MP'R&E.! M?-;*

J8CQU/5!#)KB'SZ!?VNH/' M_"T:L2KM7. =#'1)VF%_BRY2B'XXVJA? MYCG(G$)TY>#UX.N1E_]6W81Y4,'[\2\C0[PSRYI\O.R7#8:(?*

QD:8J/TU.O MZSS;N!LR09)V9OLE[9G(?3FRS+^VI3E^TW\[\JI+4.UYO;AKYFX_3'DS1]X[M)N\-Q=P7#\.Q@ZM.F%Q.@DMIEG@S--*

*U!R0H[M=AG#I%P#\0H^NU+\EF9QKH! M3*I.9]6KP*[*\(?A^R/+]B,Y @G9FGM_1B!X=_$-1=EEB^&]??=_29ANC1*

*M^7(P,NHJ2>1%IPIA.4;T*H5,R\PUQ^JF+F9Z*COB_M!7?0^0^E;-)[]7"(: M]\[LHK\+?W@'EG>F^5"!.^Q[P)_/O_]]\VGN-*

*N?"\XQ07%#*5K&PVY$\?$T MN9>K();!OEAC,5YK\0]6=_J%[/U>/2KW$C1*W /'?$-%&O:-VX29C,/756[Q'=8I1MW7WU^[!?*

*EK%GK!CH_^BM'RGRNP MQWL6S[JG]J;"P,AVJKRVE!#Y[='EYBZ!>D#/1MF]D#]+ MVM#],/XZ8;<)[_(I>TQ$>N7CYZPV=??>>!2=H*3*

*P++DPTKW^9'U((#RR&[/N5MA MNPH2ARGOR1]H+)W944RBU@M]+08M#IH^A2*9,I=9I!UMN@(32]#.Z73^BB]W*

M=YZG"M)P.B>PPIXU8(/0?]HVK !VS*6I&G0RRMN@(HN5FQHM$JI97D73 J> M> ^Y#*

*[JQSV_GV>VG$(:1>A%!0LW:@UVSHTB50AX?:DWR.Z&7X:G6^Z,\;]-JQ M6^C"U_F0*M;C!'"];=45,PUX4&=+899-*

*G^>@5W_ZH]*R674\8G34^EBJ>CV; MZ*-U\D.'K,2[R$/4"S=(3;0%!T2M9'+U]#FN[KYE] EG=?Y=P8CBT"L,^.FE M(1*

^K%!G$(+0,JE5Z/<8+G$Q7FL8"QWAE:_.J3A"@.$0? DYUAB@E%"75\M MWTTURL*86)W;CUKK"'3]:%JK)$EXK60NZN6YE08WZ,*B@T*

\7+7#.-L9.4"I M$$O'#CV:1JLH69AC"Q1LS4G];CKV73<7\0]@?$G07KP#]:#5>("++Z9 L-56DT-9Q=M2G[[V27#]N MB-&)&*

*(SM%.]%7:4M]83/S,[[AY%C@D-B77%+JUP?OQUDMQ4G-)APR;//9F=NBO-N/*KNVO.UMBC1D=X[!HK^5&>/IL]/TM. M*

K4IK)"D&#S!G&Y:!)C@-4]@Y7(ND.L@XAVXH@(B\M%,Z3-?'G@V7N5'7&[Z MFA2FA)JFO\6Z[Z?5]2_G8_/0T2H'0FP.&TQ0<8L8G

*MT%&R"*8R,R84]4R5C-T2K%(K#+9[,=03JPT"N+CV25+G]M,4?37>XUUK8;1[MU-$6<38QX(?*

**A$G=!TYC^I/'D^3071_XYNGITOKVDMU4GP(QL-B*R[U<6T\ MH\R#"7=+*

4'J"E\#2';O^\#QSG<&H]PFQ5KQ4D=.WD<13O;2%7.X<],"R0__M;_%/G*C^>S#*]3^$-G/\TP\DB_)=>Z0Z8JO.P=I^A,V.-6-B!D:B(9+<97:*

M&(AY4\/5;C,-SZ^W=^-O4JTIEE_ND9$1(K*VFNNTZ>T)ZJOB$&H;3AY@B MO(%PQXLQ"3.ID?*1TGT"AC4)268)5;0^S*

TNF'6M1(,\AK"G/B6/NAHGJ2B= M]{X^LN&,5W6W<2ETG?2U^>2X_: MKE?1^D;(1$EC>HZO"#L;KPB[9$OVU_1S?Z;+%*

*[R>R(>&/O0D/Q\5 3Y[3,TA M@R'"_!;XM1N7D09XS*EIW/X]L H^"E-RN.AJ^44L/?DT 5%#2W1I14H5?I2]F\OHA7S',Q1Y< M;(N-*

\H.25^P,I4CTM_<_N\@CM8"65EAPP'N[*?VC7Q%UG9IDH%FYO'!H*/,YMYWK:0,R)(\$8AA7\]/6 MHM?C&XY<\J8^S_Z17K*

%$&"&SY&1S4QV1Q M.G\QG2\F(-JP%'SM!%:@S2)&1-P9.XEI#;RVMZ5NKQ+0Q#4L3A?SHURH;1HD

M_*RQ1FM+%1\T@%&&95X5M5!1RG8*E74_.SO+;E7W3NWL2T9=CIY1!5RH),0 MGXI2AMPL4IU&*:OC/I6UJN]DZPQOY@QS;*

*MWZ1*_@_IA#=\U9'O@TGW8F?4\H=BLH$<+H,/&!M7S\1TU1Z'Q'R6IMK1GUA8:VI\M_'Y?5[!J^8 3X,5)M+Q7_PU02P,$% @ +#XN6C23*

*(+\!@ *A4 !H M !X;"]W;W)K2D!?;%%A_WYOWNR).U M5-_UBG-#[O.LT*>CE3'E\7BLDQ7/F3Z2)2]@92%5S@P,U7*L2\59:HGR;.PY*

*M3CC.F2A&9R=V[EJ=GCCGF5R?CMS19N*K6*X,3HS/3DJV MY#?<_%5>*QB-6RZIR'FAA2R(XHO3T&.3 X.^.7_ L0T:@QH^&YZ@5B83=*

[PWWC]9VL&7.-+^0V3>1FM7I M!Z1E"]8E9FO0.,IN1*%F:ER8DV_1B4:C7S-IJ= M>WL9WO#RB/@.)9[C3?;P\UM+?*

*LR.8UVRA)^.X/AKKN[X MZ.S-*S=TWNW1;M]J-]G'_>RF3@HB%\2L."DKE:S@L)%2B823A&5)E3$\QWV* M[V=]"_P6,H/T$\62"$W8)@6?*

*ET8.JH)5J3 \I404L%M6FA6I)OP^X:4A>L44 M)S!#2C@^]2B%@WAX3-Z\BCW'?_?I_^2"S ME"V%;$75&\E*9BE7FLP?*

*N@KMJ!W1(([K30L]^W6U@W;,I\2H<93Z@?R#G&.AO M3*$W],:C$%I0I<)-FAN$[B4Y5R)=[A!=,K[]'-79A4KK.AZY+.X@ MG:427/=OFE*

*GBL@UY#X3*4 3M"RZ[Z@Z,?D"+E%0695*A&"UZCM"IP%P@\Y' MF0>;U1Q,*Q%3!I2DKN^=#FH852P&F-'S[-*

*WLAA9:) "YENA99MFO,A'I3E]C^ MZ*U[/,FC!U A)%U L\|DFPN !6/@%' U"%C(SXWA0.Q2T#=6.67X, M$ DG0QGK\L(F=;,-*

)9DLEF\-5_D.84"G@;L!CKW:N=293/=K-RS&=:;D/5]P MA;XV['ZO)(_&<"1]!.KN8W48NKCHT\@)R68)WC^+4&&+4.&+$:IH]T=3 MY.

*KJ2N3[M9DS!*6MSDM%72!1!86@9 _]+5F)1JBIL3^AOVS2 3D(;0-T(YC MKX[5 ^*6*Y=@P@3KO&X, ^"6TN)$F:NH;X@5!BW?=GE3VT*

MG>W647"]=X-C"#V-O&EG? 3_N1P2_[&H0FZ#B, ^4$62N9D]O6?V8N%/3=_ MX +DQM-#S$"CQ+S:%)P$H;Y4,N$ZE?

*#4R_8D,ZZ6K^+Z0@>K */0*0+2 MI>V67N"F0A9O.ZYB2\7M7;..+R(4W,[5=X B(-*)$CO[VOM#Z%*OD\]#WH5C*

M&@[;V")=YQ93HV0/Y+@-Y!RT5(>=_[A MGG(3M>4F>G&Y@7PE]JF)+&K,@.")HGY\&KC]F?^TB;V__J_74'DM]Y&R U<

*MG+FM*E@$VD*#1?(%^VP$X#&=QE'?0DA=M_^\C#OO5SD^S^ KG2:VP:R?LMK9 M]B%P5K]_/6ZO7Q&OF%H*N'AG? &DSE$$-*

*R95O\S5 R-+^QHVE\;(W'ZN.(-N M!#? ^D)"F6@&**!]'CW[#U!+ P04 "_L/BY:N^:I?K(& +(P &@ M 'AL+W=O&ULU5IK<]HX%/TK&K:*

*[*S,N^&W(M:R9)F]EVFFZFZ.:S'X4M0!O;8B4YE/WU>R4;VRG&$)HTZ1>$9>G>*^G<'@X$(9R3!HL_F)*

*(4[$\83+.&23P=BS@F.=*DFLB_YI?<;@:E%8BFI!44)8B3B;'G5/KX,QR5 ?=XH:2A:C]1VHH8\9N MU<6[Z+AC]HA(3$*I3& H[L@YB6-*

*E">+XMS#:*7VJCO7_*^L7>O PF#$6Y)S% M7V@D9\>=80=%9(*S6'YBBS](,2!/V0M9+/0O6A1MS0X*.R%94G2&"!*;YB7^*

M6DS$+AWLHH.MX\X=Z2C?8(E/CCA;(*Y:@S7U1P]5]X;@:;*I6Y5IRN$NAGSRY MP)2C&QQG!%T2+#).8,JE0-

W/>!P3T3L:2/"BV@["PN)9;M'>8'&$+EDJ9P*] M32,2W>|_@.C*$.U5B&=V]\%K,N\CQS20;=INBSVG'+*C[;F;[&RHRPFB$W0 M.4OF.%W^+M"$IC@-*8X1387D63X-6**}FJ$|/4-J^2,$6)(S4J^?4<(Q#V=+ M!&F"'' YG* (RQ$,1#9:UI*MLC_:SPKI+DHP)+QKFZ^0'1CV:%BKT$MA'S;4?*!X M3&,J*7G$\,Y9>D>XI(-F+$PX]H^^L@D_.X2555C.4;@F2N+Z OF'"OT/,Q* MX#KHZMW56W3%R>M)IDA@7U.6$=CVH^/J#0D+6%D:5@[J0J@1>6G Q).CMUSF()IB5SX0GJ+LDF(L>^D3%[>L+3@A, MEB01X.LV!I/:PXT!Z95A+*A\(.(W@BV<>^/TA:;RK]W#_4, MQZ"T",J.R92FJ9I*6%Z*BW/,&ON5V77=IW>>F,7!$:P&Y(S)$1."-T0<9T? WS,MC@V_/7/?M&X+KH$G^WT^8!^T.O MH:6J?9^EY'M]VO>HMZ2E8!T)$!W4ZI3Y3I]6XSCMFFBI6D)MBVSQ2]GBM\J% MMB?,)O'1:DV]93P0YH> -6#W M@X8,J_O>]-BPMF_W3:L6!=CPX++AX:+,;;/6?-@NT8OU@- [LJEF;QD8^PIT2!VI^\F@[91+T[Z).U3#UUG3+RGM-FNB7;2V0'960'>U"S^6KE2:PM5K8DY(ML_K$8/Y$I+PEV+U9 M^;P>RT/(N23:%]|SO'Z=[7PP)>*6I&FUD9&=?HC_QZC>DZ=UR-Z1R.%SR4E M<;36N^[/K/>3;?2M!T&\08?UAJ4I- %7[9F6|$);>$L@^- +WV>OT9J;D*XKGH MN)83Q@C@^C2L; ,K.[NPU+SM77T.MW3^' M/G$R/?AKY]: -GYH>HZDVAC,_LFU3/KH()Z?O,@O M))OKTPYC)B5+]-\9P1'AJ@'?SGY'U!+ P04 " L/BY: M/$(?,(4" 1!@ &@ 'AL+W=O&ULK55- M3^,P$/TK5E@AD$KS66BAC41AT7) JBB[G- UDVE@XGJSM$OCWV$Z:%E&J/>PE M]HSG/;_I>*;C&N6+*@ T>2NY4!.OT+JZ]'V5%5!2U<<*A#E9HBRI-J9<^;J2 M0','*KD?! <&Y7U(FO'3L?#.9CG&M.1,PDT2MRY+*]REPK"=>Z&T!?QA4*N=/;&9+!!?K'&? M3|S "@(.F;8,U"RO< .<6R(CXV_+Z7576N#N?L- ^YW(WN2RH@AODSRS7Q<0; M>B2')5US_8CU+VCS&5B^#+ER7U(WL8FY,5LKC64+-G;)1+/2M_9WV $,@V\ M40N(G.[F(J? REFJ:CB761-IHPV8W+E6'-N*8L$69:VE.F<'I]%Z\@M HWWM$ MF"=P\D07'-3IV->&W(;X64LT;8BB;XA&Y &%+A3Y*7+(/^-] (ZI3%FV43:.# MA'.H^B0.>B0*HN0 7[QE&CN^^)\R[>_+L"%((JA/8]KA4% M'X7GP=4!>4DG+SG$GLY- N^5K#@27),.R0F'4*FNQ3\+WZ3[,?'PTC(+XBORO MU11&0[D Z;JS\=Y"UCK#K=.6SG[B+R0G\W66@5(H3[>^F80<-MY'6IN'KD$R MRE47\X-$O4%R\A0EY0DWYMA8[I)>&(]V[+@71]&^%^'OM&D);====/FV_!F6#Y0N6)"$0Y+ PWZ%P./R&8 -8;&RC7] K49(6Y;F)D-T@:8 M\R6BWACV@NY?(/T 4$L#!!0 ("P^+EJ!E:3_70,)@(; >&PO M=V]R:W-H965T_Q(F3- FP M=AMVP T7++W=9\5F8F%Z\22Y:? _J47+LNDL:X(#[$HN4^/"A2(I9')3^82H M2YX$EV895-;6\R@R106"FAM5@\2=G=*'6A3U/C*U!EIZ(\&C-(XGD:!,!JN% MUZWU:J$:RYF$M2:F$8+]YSO@ZK ,DJ!3?&/[RCI%M%K4= \;L'_7:XU2U*.4 M3(T3$FB8; <,/B3SN\R=]P>^,SB8P9JX2+9*_7#"'^4RB!TAX%!8AT#Q\PCW MP+D#0AH_CYA![](9#M<=^F-_R:$],\X"4C3&*G$T1@:"R? 9+GX]W,#"8QF\8I$>#U/-N'7F6'ZFE M]X56!Z+=:41S"Q^]MT9R3+]D:*S&789V=K76F\%

XP\4E]%M^!W8M%G8L"\X\8N!@A_&NTG):)PTK#5?Z MI?0^?Y=C'93=Y\=:XEZWGHGO^?O MH5LL!]L>Q-2Q6B.>;<-FS>E*W->)R]XK(^W>IR/F"\"MW?H\<#W8#QO(-(MHM, 1^K M"7!_R0$%U85Z0/,5R>5_4$L#!!0 ("P^+EH%*.YPP,)T1 : M>&PO=V]R:W-H965TVIB!12=AM?WTE05@_*'$V?+&1..?<*YTK0!KN&/\] M-@ 2?<]2*D;61LK\VK9%O($,BRN6 U5W5HQG6*HF7]LBYX 30\I2VW.NSX1-8;J3OL\3#':[@'^3F_ MXZIEURH)R8 *PBCBL!I9-^[U,M)X _B7P$[L72,]D@?&ONK&NV1D.3HA2"&6 M6@&KORU,*

(VUDKC6Z5IU2$US%)A?M&NPCH6B@LA65:15089H>4__E[-POY!Z303O(K@G4OP M*X)_3.C]AM"K"+US(P05(3B7$%:$\%Q"5!&B<\?0KPA}XVYIA_%RBB4>#5G; M(:[12DU?F((P;&4AH;IT[R57=XGBR?$41,Q);NJ(K=!'OL:4 ,1E7=$$W19" M,81 'W/@IEN@-^@O\]T@"9$_#&;!"%VC":,Q<(HNIB Q2<6EPGV^GZ+5Y?H M%2(4_;-AA5!X,;2ERES'M^,JR]LR2^\W6;KH Z-R(!",)I T\"?M?.\I_JR=M[S_%G[?SHZ?XBW;^H(5O*\=KV[U'VV^]5L'W17J%?.+H4FW8I-NM2;-ZEV*)+L65'8@<%V:L+*

*MLM>F/IY@L3&5%^L+4"^*+4Z!HE:L:R:Y5Z;MF58H$1TY\LV['7]TG:&_WZ^DL MU*S+Q.9=BBVZ%%N>3H;K]_UZ+@X*(*@+(&@M@)LX+K(BQ1(2_15)8B*;K&\5 M>:[UI5BX-XXWKN^YT9'WY\%F7:8V[U)LT:78,C@Q7\V&'_8&S?Z'M?]AJ_]_ MJPT7H3'+%VD3(C+)O?#T]A]SP\.C9BFLAWYPY,VLRY#SAI!N,!@<5=>B"=8/CJMKV5%J M93W8>YN^#/C:'_(%+."RG(C4/?69PPW9FM]U#]QKZ?E4<%_,N7!Q0?,UT1M M^%)8*4GG*E(CY.5A0-F0+/#=;RP#9=4Y2:XX=_M;*?=$#^>8R>-.BDK+[PTOGV7<^QSEAV4?C [$L>:R'-/-A9VUR'H6$[J*F9 MJ 8D[I1*U]3B5%>A:330PH-J$291E(8UY3+(,[^VTGFF6BNXA)4FI]UKJI\6 M(-1A'L3!<6'-JYUU"V&>-;2"#=C[9J5Q%@XL!:]!&]XDT5#.@_Q]2)UY_V! M'QP.YF1,7"1;I1["7QFJS#K\&H5C,P'GRC=*/<2;=N==

MW^1%OVQ"HO@M2:)D2NXW2W+Q^I) W0CU!/"<+\1<# E)AH0D7F#Z_Q(R%D4G MUMO03OWQ[P8\N>% M"5N.[[4\!DRWN=)E(7[$0]7@X>KLQY6@*]GSK0$S[&Q#NB.#E1CR;QQW'] MV:_,ZN_@3U>CV0HK[%Y"'R$!=F"A));PI2QHU8ZSMFIDW$;Z6C/6MC#1:S MX-[.5LG6C"<@_:=]>%+@KE=^H[KB6(D"2L1$D_<(UEW_Z296-;[FM\IB!_'# M';9LT.X [I=*V>/$M9'A3R#_"U!+ P04 "L/BY:%&ULI51-C],P$/TKEI$02%"G M:;8+)8G4[H+@L%+5:.'1)1/$6L<.MMOL_GO\D88B=7OADGCL>6_>C&><#E(]MZ1;H.>."YWAUIA^18@N6^BHGLD>A#VII>JHL:9JB.X5T,J#.DIB*%J2CC*|M\]3O;56>RH/A3,!6(7WH.JI>-L#ED.$Y/FWL6-,:MT'RM<-%&>^ZVR%IE8 M*M:.!T$P*I*#.\'J^VB3.WSO\9##HLS5RF>RE?'+&CRK#D1,$'$KC&*C]'>$. M.'=$5L:OD1-/(1WP?'UB_^9SM[GLJ88[R7^QRK09_H11!34]<+.3PW<8\[EQ M?*7DVG_1$'R7"4;E01O9C6"KH&,B_.GS6(Y3TU-$^5 M')!RWI,-+7RJ'FW%,>$NI3#*GC*+,WD1+@/)&A6L$:QF)14&KQ7]7YE(1 G=RF=M- MVDKWM(0,VU'2H(Z \[=OYLOHRQ7ER:0\N<:>[Z"7RBL!8>@XWNL=\ MGI+C>5ARUE8=J,8/CT8^_]!AT^XTG^OOEG_=PW_4-4PH1&'VD*CV>T-1BH, M3#",

['V3[J6Q+>^7K7UC0#D'>UY+:4Z&"S"]6OD?4$L#!!0 ("P^+EI* M'U:WF0(&T+ : >&PO=V]R:W-H965T\E2$VR:,:NH%#7J=NV00V+5V-0V3?/O9QO"@D3HVG(# M-OA]?1Z? SJS(QO^ IECV> =-O$BY2K/14[%V9 M"< [*TJI&WC>T$TQ84XTL_6(IKQ7%'"8"V0S-,4B],"*#_.'=\Y/[@C^X,R M#]QHEN$];$#=9VNA9V[ELB,I,$DX0P*2N7/C3Y> ^9P1VQ6\"1WDQ1@9ER_F# MF?S:S1W/1*

*048F4LL+X]P1(H-4XZCL?2U*GV-,++\=G]AX77,%LL8//Z$$&AB_F%-IK^A8K!WIQ7$N%4]+L8X@):RXX^?R("X$ M?O^*("@%P?*PE(06M B,HNUP@I',\&/2)C5VLT,[-E8M:8AS*1QHX1^2[1. M19LB?*

8@G:$/VC"0DQDRAFSCF.5.$[=&:4Q(3D.@K6@M=/D=$&8[}/TQ)YE. MJ$*?5J PH?+SS%4Z)&/LQN7VBV+[X-KVD/50Z'U!@1?T&^3+=OD*8BWWK3RL MRUU|$-5I!-5I!-:O?\%&C^3-$^:,%J%YF:,R@S','?TUR1//$3??S@#[UO M350=F=48PXHQM.[A%<;F)#8AAUTB=V160^Y7R/W6M-Y+2'***$F@B;-=/$ G MP$(V,,4*W\@TJ)@&[:5*V+52;16^-F\=F=48AQ7CL*-2'7:)W)%9#7E4(8_>M4ZKMXO!ZJ;8*W\@TKIC&K6$M.9.<0E-V?9HRY5NMNSPH/MA$&:!?I]PKLX3TW%5'7;T%U!+ P04 "L/BY: M-N^OX#H" #M! &@'AL+W=O&ULI511 M;YLP$/XK)S9-K;0%0M)VR@ I:3,K*GKT'0: M6>E!K0CC*+H-6\9ED"7>M[%9HG8DN,2-!K-K6Z9_KU"H/@VFP='QO.N&G", MDH[5F"]=QMMK7!D*7F+TG E06.5!LOI8C5W\3{@!\?>G*S!:5;)5ZL49ZS(-M(B<(!1;D&)C]I?$>A7!$5L:O VNC#"2".WP#$ M!T#L=0^)O,H'1BQ+M.I!NVC+YA:^5(^VXKATAY*3MKOUSQ24G!&$GP7]*ZQW/E/DS/5?$D.;&IW%COL^B)-R? M*@M/KF"+NO:#9L"W:+B-HW>5PA?^&#P_!(],UEP8$5A8:3>YL7CT,UV"0 MZOR%WBJRX^&7C7V/4+L NU\I14?#)1A>N.P/4$L#!!0 ("P^+EJZK15? M)0(,+8%+B-H965TU)+U5%C3=40W2N@E0=UMG,11M"0=90+GJ=_;JCR5>\.9@*U">M]U5/W>)=#AN?XN/'(FM:X#9*G/6V@ M //4;Y6UR,12L0Z$9E(@!76&U_/5)G'^WN$'@T&?K)'+9"?ELS/NJPQ'3A!P M*(UCH/9W@%O@W!%9&;]&3CR%=,#3]9'\J_=YK*C&FXE_\DJTV;X$T85U'3/MS:,.KD@)3SMFQNX5/U:"N."7WV!=S%59N%Y M%_]=F7-%"-S)>6XW:2O=TQ(R;$=)@SH-SM^]F2^CSQ>4)Y/RY!)}?M_UE"D[M.<;):\9+.Z^ASQ*R>$T-#EIK0Y4XP=((U^#T&73[C2CZ]":;?]W# M@#]0U3"A$8?:0[/91QM7A:$)AI&],]2=-+;M_;*U[PPHYV#/:RG-T7!II'2A[X3N,\7I+DXS/M9T0 M^;VN\WB'TXC?T1QG\LZ&LC02\I1M=9XS'*U+49KHEF&,]#0BF;;8E=>>V&)& M]R(A&7YBB,_3-&)?'W%"#W/-U-XO?";;G2@NZ(M9'FWQ"HL_\RS/O0= I!:?$7P0=^ M\1(G24&2_?BGAFI-FX7P]/B='I3.2V>>(XZ7-/F;K,5NKDTTM,;::)^(S_3P M*ZX=<@M>3!->?J-#;6MH*-YS0=-.+'N0DJSZC=[J@3@12$>[!58ML,X%[@6!M70OLH0*G%CA#!6XM<(<*1K5@=*X871",:\&X#%8UNF5HOABQFC!\0*:TDK M#IKXEFH9$9(5J;@23-XE4B<6JRH%$=V@%=EF9$/B*!/H(8[I/A,DVZ(GFI"8 M8(Y^1DN:Q3@3+"JRB*,?/"PBDO ?Y:W5/L\3@AF*3VT0(_Q%WB4"IS-=R/X6MK>IQW;=EU3?K0M],](EF8L>1GZWQND/OJ?56G]Y7ZT=]^D"MG_;IPQ[_50[H M,M!-M*WW:#]:2N+O^^0.V>9/R#(LIRL@0^3&1;FGE]]PKI3[?:UG2GDPO'6[M*QAJN8?C9NAL12CL9N+9)<^YP*MG&$=Y]#5Z3C#Z%WW9,8QE4:AF$N_HXZ.2M692M>YY',9YKLBYQS%ZQMOC^.W-D_-(5;$B8!PGS(6$!)"P$@K52QFE2QBGI M]H64:3]^N]+#@4P/2)@'"?,A80$D+2"M=+#;=+#53Y1EA\K;XY9<4F^4W9E MBQ)W;;9 PKP*9E83H7B;?ET8=V/'G>FOIWD V68 "0N['3!'C0.M"(^:"(^4 M$?YCGS[+5RSYK]8L$DK(M7&%A'D5;'0R*O992"&;"R!AH:KOK6B.FVB.E=`T MW^3_R341>U84_T#^(U.'54F[-J50,\2YD/" DA8"1K)TR8]IK"U?]I5H-5II/TX7@XS\X:9^^]T MS4+EB-PXWJ9Q7#45) M_(*SGL%5T]Y}YH'2/%":#TH+0&DA%*V=,]8Q9ZQOK(PU "I-(&D>*,T'I06@ MM!'"*UDZ3XW*;J5YON[I"UKRS,C0Q)L;)QSQ_EM\@\FX1^;>(@FZ1:WPH __' M,I=Y7.LD@VNK\Z&>F<9Y0/IMO$V_@";8(!-J/;\VI'53S9^4LRVY9X> M1^7*;3I^BMB69!PE>"_EQMW8U>0L*??QJA-!\W(;MZ9D*0=/R<(>C-6:%@;R_H52\GQ0--+NIB_|4$L#!!0 ("P^+EH]D#A; MB (0(: >&PO=V]R:W-H965TU[?G>V[:"ODLRH!-'JI&%=3K]2ZGF"LTA(JHJY%#=Q\R86LB#9366!52R"9M@RJ&]\?XXI0[L616UO(.!)KS2B'A41]755$_KX!)K93;^#M%AYI46J[@,.H M)@4L03_5"VEFN%/): 5<4<&1A'SJS0:3>6CMG<$/"ENU-T8VDI40SW9RETT] MWSH$#%)M%8CYV\M,&:%C!N_6DVOV]*"^^.=^E<7NXEE113<"O:39KJ<>I\]ME$%.UDP_BNTW:.,96;U4,.5^T:,U\3V4KI4650L;#RK*FW_RTN9A#QB$1X"@ M!8)_@=$18-@"PW.!L 7"H(5@-*6@T!6ZJVI"],DEMVMK?"UYO1;>-1<,2C M 7H07)<*S7D&V0$^Z>>#4_R\GQ_W\-ADMTMQL$OQ3=_K^'W-KM%P\!$%?,A>MRL\+_OVP%?;QKM\+"V+:D359,4 MIIZIF0KD!KSXP[O!V/]R*.UO*9.\I=C\C<1>'5#8'5#8IQZ_?N/,OG'FWCAQ M;_S0J32"(R=H^](F]B.\V4_U28ODI,6\SZ*)%.^5P0IDX?J/0NYF-16Q6^U: MW,Q5=OS7O.F/#T06E"O$(#>H?_W)["N;GM-,M*A=45T);4JT&Y:F38.T!N9[M+H3>3>P&7>./_P'02P.$% @ +#XN6I8/JHZT P PQ$!H !X;"]W M;W)KC.W9D?$7L0.0 MZ#7/]A;.RF+>]L6\0YR+.Y850]V3*>8ZEN>6J+@@-.2E">V:[C>':.";7\ M6=FVXOZ,[65&**PX$OL\Q_R?1\C8<6X-K%/#-Y+NI&ZP_5F!4UB#?"Y67-W9M#4M"]$W3\G<<5I-2 \^O3^Q1.78UE@T6LaR21N[DUM5 "6[S/Y#=V M_ W]\8PU7\PR4?Y'QSK6L5'\%Y+E-5CU(">T^L6OM0YG@,'H"L"M >Y.P/@* M8%@#AK<"1C5@=*"M@7 /&MP*\&N#=.NA)#9B4Q:K4+4L38(G]&6='Q'6T8M,7M97U+M*H(H=]):\G54Z)PTE]7#D1LB]8DI61+8DPE>HACMJ>2T!2M6$9B @+] M@A:,'H:+LLD K91E@'-(T%]R^_5]P'GQ!3W1F.6_L"O"O Q (E))CXIZ/,Z M0!]__C2SI>]T3FW'=0<750?=*QT*\+'YGQ MOQKPMBI64S'W5+%'UTCX^SZ[0\/!9^0ZUJA-SUO@SE5X8(:OH3#"PZ[LU B/ M?BS[\G;XT%"*8?/R#$N^X0^_/"U]?:RX1^W<^@MT+PH=\:2MZGV1!GV1AGV11GV3+GL@NK#-JK#.RL?L/.JJ1^B0+^B0+^R2+*K)QO2:978P=_.G;*OYE].#=!3UDO3#!N3# VFF"U MWZCI04T?ZDNJ9XN"DQA0 6JEN,,+"<S2X7U8""M\JJN.-KYBGA J4P591.G<3-3A>'1E4-Y(5Y8YU MPZ3;_Y:7.\ )&ULC53=:MLP%'X5 MX97108EL)TY+YQC:A+$-,D)#MFO%/HE%)P4H3TTC)I/,]"-7.@B@X+3SP?6G=_LW2FNUA#793 MKS16M&B*;\4L")TA$)!; MQ\!P., S@#3%X#Q$= ['UW0M[EM@EF6I5JU1+O3R.8F/J'HSE>N8^RMAIW.>)LAM%;I@NR!+T'32X78!D7YA.Y M@)28DFDPA%=D4W%KKG 1YTLN!%ZH2.E%XZ&YD>Q^TXL?D7L>R-&)$ZN2!S& M$I)9+\CEQ0NE;GA)3#%1'RON8\5>:?RN6$-.._QD&.];X=;4+(=9@/]U _H M0?;Q0S0-/[_A;MR[&[_%GOUHY!8O6^W(7#!CR!U1NN 5-L7I(C04 !(*\F?P M3KH(G1O-?%@8G&NQ@2[UBB\$Q]'(W&_XG3LPYQC\V2Z3VO#!&P M0U@XND8:W35P5UA5^Z;9*HLMZ*&PO=V]R:W-H965TQ]^*X!L.&]#&^]]ZEP1(+9++ 1V"96MQ#Q69B76U)4^2MDQ;8BS]*5DQ3DFDI_N[ZH/DG?BB'WXCDQS_+ER]9_K58[F:6)/7;_R6/"W+ZAO3Z\M-],3O>?G'MYBX77TWWE$6RYFF19*F1\\>KR8WU,PMF58/ZB,\)?RD./C>JA_*095^K+VX7 M5Q.S.B.^XG%9(2+QX9G/^6I5D<1Y_-E)_L^JX:'G[_2:?W@Q8-YB H^SU9? MDD6YO)I\F!@+!_AAM5^5OV:$R/>%F6V;AJ+,U@G MZ>YC]*WY11PT<.TC#>RF@=UJ8%M'&CA- Z?=P[%3OOG#A6$YK/1,< Z9!?Z2M8 GM(3$*>;P?'.24J4U%ZK/;)L_?)L ^L>G$')ZXO/KKW:W[ZU M1O]<;**87TW$1;C@^3.?7/_S'Y9O_JLO,$A8B(01)(PB80P$4^+AI./AZ.C7 M\VR]%I<@<0&,OQJ;*#>>H]66&W_I4_U1"QV;&20L1,+(#C:K8=5JX_G:O#!-_MT[J&[$6/H#CGKN;;[ML8.#A!%WV. @^V0@F#+4WGZHO3%#;<19^LSSW6(U$@N)OC'>$?V#WU%[?+5] MCAU?)(P@810)8R"8D@)_GP)?GX+;.V+0)(W2.$F?JC_ROG'?,2SS8.!]]\)K MC;VVI[%CCX01)(PB80P$4\8^V(]]H!W[7[?K\[%[R\[WFX2BV(KK@=@?\&_Q M,DJ?>/7#6,SI22DVLJ519L9FFXL?%=R8KZ*B,&Y>VXH#;W\[STW5N%R*=F+7 M+78\^5>Q+X_2A9%F=6MQN>%\W1>QH'-I<3S/]8)6QK2/:&S&D#""A%$DC(%@ M2L8^[#/V 9&Q-$O?5]E8;^HM[/[POJ1\Z"3%-;T@L%M)T9[7V*0@800)HT@8 M \&4I,SV29D-V3K-R6VYS7R1'3%#>VZ4)$JKK*U!MF\N9/*RX<<_C;9Z4B9@D?LW'*_FN_'C?6%$!I M(91&H#0*I3$430V-5)#6N0[2@DI(*"V$T@B41[$TAJ*L9$JTM*[R+L\$9C T8=_M3;0RHG4VU4PO3F=ZLFT-I(91&H#0*I3$438V)%(O64+/XTEQ1 M & [1ZLI%QW4"KZV(].M-Y)?6)62[$5>*@V?$Q45CP1_*WGHG MI(^;-S3U>;">H(70;@F41[$TAJ*IT9"*TM8K2O*-YW$B%[[#MB]ZVN@X0TE ME$8:VH=#BW'AMNMEH'TR%$W-PD'QHU99[:HE[G+^_K%Z#FJQ7WGT!@%;"(FM MA,260F)K(;'%D'^'@[2E@[2=,_[A<|(.>9:F^_]&Y0-((E$:A-(:BJ;F0\M36R].Q:P^O,R.;%YT27'V? MH[, +=(<]@HM$^&HJEC+*6HK9>BS5/@6B^J1XR>)*!>%$HC4!J%TAB*[@9% M>E'[7"\]O[THE!9":01*HU :0]'4F$@O;NN]Z-"GO?68T6&!"E$HC30TW=/M M%-HC0]'4"$C-:0_4G&^P64BK-X?20KM'PGIF=[5+H-U2*(VA:.K+\Z3H=/2B M<^2*TNF67MIN:SVI[W'L(*

_HD0PXAD+/BJ%HZJA)!^D,*I/Q(VI MG-1C1H<%^\+M 366T!XIE,90-#4"TD@Z>B,YNFQ/SQN=!:BO;&C:LCUHCQ1*
M8RB:F@5I(1VHA=331B"$TAB*IB9!NDI'[RKOQ4:RR'(1 M@9.EG'K2Z!1 E2641J T"J4Q%$W-BU26SKG*TH$J2R@MA-((E$:A-(:BJ3&1
MRM(!E7+^?VY%X'2+0.W9;&:V7W.J?U2CTP9UGE :A=(8BJ:F3=I11V]'ZR*>
MV_I5QUG_-0GJ0*&T$$HC4!J%TAB*IMX'2XI2USQSZG*AA9]06@BE$2B-0FD, M15-C(LVLJS>SM_+N!-AM3AJ@?1:%.IY=0WM?
TD2@W5(HC:%H:C2D>'4'W*:S M=<\Z1+_J>:,# =6O4!J!TBB4QE T-352O[KGZE<7JE^AM!!*(U :A=(8BJ;& M1.I7%Z9?SU_#=-VJY[J>Z7?
6,%"Y"J41*(U":0Q%4[,DY:I[XBZ>C8K/\D62 M1OGWW:*X-PE0RPJEA5 :@=(HE,90-/46]-*R>N=:5@]J6:&T$$HC4!J%TAB*
MIL9$6E;O5/WKF]Y6I*&>>D^'N;[WT:F >E8HC4)I#$534R$]JZ?WK+NYYN. MN48/>1@1I9*(U
:11*8RB:&A=I9+US7XOO0>M9H;002B-0&H72&(JFQD3Z M7$_O<|\ZU[@#YQJHFX72")1&H32&HJFI.'BS!!.W,6WV-3?Y|\BX/YX"J(>%
MTD(HC4!I%$:%2EK/?_\^E#S"]6%4!J'TBB4 MQE T-2;2O/K0NY_J:.,S _6R4!I:+K7E%)HCPQ%4Y,@;:M_HJJU>DG-?9QP ML1
5DT[\YS8IZB=^C7F6;XS;SR(L#>Y,!5;!06@BE$2B-0FD,15,S)!6L M?
ZZ"J:$*%DH+H30"I5$HC:%H:DRD@O7U"E9N>92M\4%];525H)3+J#3$M]0= M455]DJ1/O>%R.]LARW(#K[,?TI_?Z-Q
)2V41J$TAJ*IN9&2UM=+VGH+9)1Y M\B2N+LV*I=(H321.KUY.WQU@KC^%T=& .EDHC4)I#$53HW'P-O?Z MK?EX*Z MS%8+(]U?
7,H\6E2Q6$3?B^K*P;_%7%Q#1u*64?6"KJ-9DC[F+R/L#9/? M=2^=ZP54W$)1!$JC4!I#T=0P27/KZ\UM7YABL?+E\;9^ ^J_.5A!)UA.)UA0
MUPNE$2B-0FD,15.#)5VOKW>],EBO:=CP/,D6O3'0HRS3^,ZCO&^>F^N;CDX' M5/=":11*8RB:F@ZI>WV|[AVR Q]>?
ZOO;/1."VJ!H30"I5$HC:%H2J0":8&# M10OC\\Y#5 1,.TL0,TNE$:@-_JE,11-S8(TN\&)VQT, M7IL,J=?6=S9ZTH%:8"B-
0&D42F,HEAHI:8$#]]RU"5)>SJ&T$$HC4!J%TAB* MIL9$2M_@1&7N&]\;UB9=7]O) E37 M0FD$2J-
0&D/1U"Q(71OH=>W;UR;ZD@9]MZ.G'ZBRA=((E$:A-(:BJ>&2RC;X M<.XJ!?I&6U!;."*41*(U":0Q%4V,BW6V@=
[>=*FXQ(3WRL2]+C_H>:= MKN;Z7D>G :I=H30*I3$4;9>&:;'DO RC,KJ^W$1/_%.4/R5I8:SXH\";%]5: M*$^>EOLORFQS-;$FQD-
6EMFZ_G3)HP7/JP/$SQ^SK'S]8BKX+UG^M>[C^G]0 M2P,$% @_+#XN6E7HH9IX P_'@H !H_\X,"]W;W)K@V\(BABC%X[2;7Q)H3
M!]MIF<2'YYQD(65)M;UI;<=W]_N?SP_+@Y"W*@/0Y'?."[6R,JW+,]M6<08Y M51-10H%?=D+F5&-7IK8J)="D-LJY[3E.:.>4%5:TK,4Y
ME7=KX.*PLESK?N ;2S-M!NQH6=(4KD'?E!N)/;OSDK_<"L5$023L5M9[]VSM M>L:@GO&#P4'UVL1(V0IQ:SJ?
DI7E&"+@$&OC@N+?'LZ!<^,).7ZU3]TNIC'L MM^^]?ZC%HY@M57 N^$^6Z&QES2V2P(Y67\3AX_0"@J,OUAP5?^20SO7L4A<
M*2WRUA@)@3]FX+4&=2+L)E!->4$UC992'(@TL]&;:=12:VN$ M8X59E6LM\2M#.QVAM
.5";D"F8(D;\FFDG&&,DDI60SDU05HRKAZC9^^0$KC M._(^H2D3Y#FQB(3,G7?$,_Q?')S?
4%>/7_=#*]7\'3NV47,GW.N$>W6DZ:.$#Y$V]OZPO=DM M9ZJD,:PLW X*Y!ZLZ,4S-W3>G:";=G334]ZC'T*S(B72U)3"TOU5,0G)$&7C
MQVT2:O;@/G*7]GX@MM_%]D_&_EKE6RP%L2,Z W(N\I(6=R^5:>6XCZZUB&\) M4ZH:!FJ<#9S9^'"<9QAL* #"QX))J'DF'H\'311-
8\HS297))6TT) 0 M+8[+%?F;*203/ &IR/:NKV](2?! R2R8SX8UA)V&*2&[T)3?E_,N$>,\8-X1SQ^1/8P\%+ Q#7H!_SM/BP?I.]\975S7^7>R
M.T]87E":X26&G3WE%8PH>N(:MP3]1?8F_LCYX_;N)/3 =D_+OEG%/7A-MQ9;'E^H8@O< (&ULM9I=;]LV&$;_"N$50P,DL4A)_L@<
VF$=1W2+6B:]9J17MM$ M95$E:3OY]Z-D1=]F:I2^22Q;[T/IF*(.:SE"[A =1C>B_TUK!,B=@:$LEX
M@@0LK@XVR4WGB_'NV\2FZ'CC9$4$,H/(G10MID5UE^_IO^9G[P^F2#R0!%L*";6'WAN[^@ M."$_RPMY+/_.:%?LZPQ0N)&*KXMB?
01KENS_T^<"1*T >P<*2%% ?K; +0K< MGRWPB@(O)[,_E9Q#0!6=SP3?(9'MK=.R%SG,O%J?/DNR[_U!"?TITW5JKN'M
MJ(C09Q!+$.@"W<0Q#VG^G? %4BM Z4:$*XT6I8*%@-X'H"B+Y9G>^?$A0._? MG:%WB"7HZXIO)$TB.1LJ?619_C LCN+#_BC(@:-
X@/02NLIOS>5_ M;V)=C@^6!^;R ,*RW&V6#S7.DBDIF9(\SSV0=R,E*(ENPA\;)B"ZZN.Q3_#Z M$[*+_4]F-
(3K@;Z:)8@M#.:__X9'SA]]=&R&!9;"&N3@0I[U(35'^RBO[,-G+#P6GZ6P!KY1B6]D/,<[6-+P!=U$=,EX'R)C
M^;&]SF988"FL@6U<8AO_\F@^MDG.9EA@*:Q!;E*2FQ@[W"V5JSY:QJIC:4TZ M8_1HTKHI!)8:;$"8EA"F1@@W8<@WB>Y
D)@6_H4PSE*0/6!,28="V8?-JJ! MP0YI@;'48 ,,=BKU=(QH/B5;2!07^FYX$(DYXE@F15H=BN>,QRTJMMIL8JD9 M.39BN1>04A8A>-
:3.PG].FV,.!H+[F!QG4E;BJ4FFU0JI\9&\9S_JZDYUX(I%TJU?-R M=?B*LJG(MT5: Q!VW38A2VTV"576C8U;J@<:19,ETT-
OT7$.P[%JWD5:'0X9 M$<=ITSF%5./*JK'9?4V3+G/IT3S\[O#;G<,%MAIM\J@T&9L].5_[NN"+BXTL M^LOA[F)5F8NT1G?
Q.C>G4[@PKF08&XVQ&(8-PZ]5%2[2&J-+Y[YT"L7%E>-B ML^1^Y8K&!1!$BTE"+QFKVENDU5?^DG,G'TT,/.1'OZ%+;!U"'N&P]K#$-FC
M*Y^I6+)$ZM%YH>.=R[`^2L7^:9#]AN)I_GS$$U>*K_.7*Z 1B&P'_?F":S4H M-K)'+LIG M-QZFF&:#Q;SX()HOYBR7"#HCDI!
(:@FL_MR1)4D2K:3R^%:.)#NHV=>#^\;/Z^Z+SJC,K+,B2)7_3 M6&XO!M,!B,D:YXG\PNY_)U6' JT7L404O\%]=:TW
%$N)$NK8)5!2K/R+_Y> M@=@+@*,G E 5@)X;X%#Z:J6F#PJ8 M1;3J/LWTN-](KKZF*DXN%+Q[S&/PB? -X> A.#UJS/P"M
,_+EEN5!7BOE0 MJF1UD\.H2BPL$T-/)#8#GU@FMP*\RV(2F_%#U_T/.?-6X=^5R5\;/N>+V=/Y
M*X#7%"#"ZS@ENINY'25%ZQUFK,47'^X?@?>TPQGD4:IGD$@PF+;!2MHI>2C MZ<2#34XE!V1*?3DX$C-
HC6M:XV.T[@@O'HYJ8EU^^>=2+:+Z(TE7"0$[Q4^M MHXP_@,],JD563S;Q]&2S-M9WLHW;@Q$$T//,L0@=M6G@F]3X)GWQ+1,L!+@$
MC,=JRBEPU>-)/X?*[ZY:WQVA.FF!0-YTYAV26%IS[3LK'8D96*3=%?<\D=83ELL(?(#=(C2FE]?E([$#)2S&N7,BK)\,CP6
M0WKMPY%ZE@@J*[H?R09'#^_RQAO*NHC-6L3&DPFYME=,]]!\]5FCE2>ZX VJ=W'D5$/Z!^ M$07#)VHE^%@KU=>?'<4)VRN%
[T\G8W]\"-2;8F^@'>V. C^ > ^V:L% #"QU9 M5@M[=*/M46>7K>%]'!].U4)7:B:ZQL7 E]H8Z-3'.%4+7:F9\!HK ^U>QG&1 M"=O&H:LP7-
JSZLW0D9K)L'$U*BM^1\]3=@V0-VEICW;WFQ/88%@XX&@W02] MO$:";_27239,^G-[13>!S;F!]K=CP-N90/!_L/ND)A35^-*S236^!IH-
S8_M9F'9]DS=A:53T^1*S1RIQC;!([]I=(5EVU]55@ZM52NU,Q_:C>>"MD]U;LL
MU@RO<(*SB'2!J01LBX&]C;Y$7*F91\KO@NS>96\QN,8T/E?39HEW5.*DDXY+ ME[%TJA:Z4C-!-
KX&H1<6Y\BILW&J%KI2,^$US@99B_%%=G0+#MV:_KMNG#2 M>@#86^K-Y12F!36F!1TU+'U)PZ$%=J)K7&@:_^KV%Z_<.[DV#;
MCD!_W"+HU(NX4C,)-EX$G=J+H/9KEL /1H=%F3V/WM1.X4=0XT?0#^A'.@>G M[4$".&Z-C5,'XDK-')O&@2"[WE&P=QV$M/99-
JBXM1&N%(S=Y,T-L(_\FHF MBO(T3[!4DS0D:FI2V;FIQ*516#15"UVIF00;V^'#E^[(<6HUG*J%KM1,>(W5 M\.VO4)Y5+5<:^_?
E.9KXHX/[TMY4;S"GL!'^WC8QNXW8OR_C\KY4)3/G5)TS
M5=N46W%T/=A)K.TOSN'(FQXZ#'L2O9&=PF'XCT.]L3AU$,.]/9^I7G+TWEFA3$&>R7+[9_UIO3_WLMB5.FPN+S?W?L)&PO=V]R:W-
H965T&5!:VYS@#N\2$6G%DUA8\CMA&%H3"@B.Q*4O, M?T^A8/7$2D1*H((PB#JN)=>N.YZ'& M&\-/
K78&R/MY(FQ9SWYEDTL1R<$!.12*V#UMX49%(464FG\:C6M+J0F[H]W MZG?&N_+RA 7,6/&39#*?
6$,+9;#"FT(^L/HKM'Y,@BDKA/E%=8,=C"R4;H1D M94M6&92$-Q_XI:W#'D'I]!.\EN =$X(W""Y+\,^-$+2$X-P(84LPUNW&NRE< M@B6.
(\]YQ#5;J>F!J;YAJWH1JL_)4G+UE"B>C%6U:\PS=]\#1Q=H05GR!P_MM"(4TY3@ A':'$B]LQ<)2$P*
<:FPC\L$77R\C&RL M%Z=MI&G391O3>B^NB> M49D+-*<99#W\Y#1_=()OJPIT9?!V99AZ)P674%TCW_F,/,<+>O*9G4_W^^S|
M7_3Y/T<_*(;?G0G?Z/EGG8F^W6WX03]?7VUC4>$4)I;ZNP3P+5CQIP_NP/G2 M5]KW%$O>4VS^3F('FQ!TFQ"<4H\?8 MT
WW5;XBA(>H^L(W=81C9V_VBOL8$ M[B$DZ8$,CF3FKS&>YW68 V-A9RP\:>R[:GZIJP=%$P(7JOC_!5W"O7&]T<
M69CUP9Q!>.0BZ8%YP]'PYLAL'VS@NOZ17WOOMBWU*Z+;G$ IVU#9O&3=:M=) M;TT#.5J?NN.9V[.>J,[;-_J_\DW;OL=\3:A !:Q4*.?
Z1B7+FU;83"2KS%W_MQ*3]'&.8JZ\'X!J@GJ\8D[N)#M!JC\1_ %+ P04 " L/BY:>/NAF2$% M !<%@ &@ 'AL+W=O&ULM5AA;HZ%/TK
M5M[TM$EO3>P @3Y :NFF-VF5T-BZSR9*6D7R!. M:?,_UN3YV3CS<5X1IB*[_X!A+]9,E%3)5NBI4K M-P+H(@N*(Y=X7L^-*4N<\3"[-
Q7C(4]5Q!*8"B33.*;BZ18BOALYV-G?^,96 M:V5NN./AAJY@!NK'9BITRRU1%BR&1#*>(`'+D7.#KR>$F("LQP.#G3RX1H;* MG/-
'T_BR&#F>&1%$$"H#0?7?%B80109)C^/? M0I,O"8SIQ(F M//K)%FH]=U4GCRZTQQM%NRUW-
01HY>D1+$%ISQGW_@GO=W$[66P&I$.R71C@U!/.%Q MK->@5F?XB'94")HH%%7LF\A;$<\EGX-U,S"S4VW'07_H;ALH=4M*72NE;"%L
MLX40'RX$ 6$J!$M69K=@C68/>1?KMM4FT); .T: D&KQT MLJF4^F6IM(+E$@2*8
L1PDCQXI(T%2)X)C^O5%_.SIK_F>SZ);N^E=W7@L-_ MZ)16U.<.]!VUR; FLQA%[U6O(#JX%?H$O_,EW:-
]MJ&:W^OXW@FM5@8'VQW.V5K5/:=?IL_05,#'96K\[=X8-=-KU0ZU MA58O5F6=K7JEMM#]9"NWA*U& MY>7R'CS_!.OXQ^I^"U-$*E-
$[*;H->J>/=Q:E6U/>>YDMX56+U#ER B^2-FD M5;/5%EJ=;&6VB-7?O%C9=IBS29/?'U6X!^=W,8A5=JPI46;B\Z.\\FYY=']3 M'1BZ5??
\W/6>BA5+I/YX7>I0[RK0B45^E)DW%-]DIX%SKA2/L\LUT 4(TT$_ M7W)MS8J&25 >*(__!U:!+ P04 " L/BY:VNMABP(+ #FL0 &@ 'AL
M+W=O&ULM=UMK#>)S?/,A%G!^E*[DL?W.79HNX*!_-[L?Y*I/Q M[79H,1\;D\ELO(B3Y>CR?/NS3]GE>;HNYLE2?LJT?+U8Q-
GS;W*>/EV,]-&W M'_R1W#\4FQ^,+\]7'\;W\+(L_5Y^R\KOQ3KE-%G*9)^E2R^3=Q>BC_D%,CS<# MVT?\EE[\D3YYLGI"VP\\ M2>?
Y]K_:4_78R4B[6>=%NJB&RRU8),N7/^.OU5_$WH_^/3!@5_-&WP&S&C#[M#DRK@6G?@>-JX+COP*P:F/4=.*D&3KX?,
\,G%8#IWU7.*L&SOH.Z)-OK]RD M]\CNQ>[]:NO?7FZ]]^NM?WO!]>TK/G[YM[C]AVS%17QYGJ5/6K9Y?.EMOMBF M83M?_OM-EIO@?
BZR\K=.5=<.G&2:7_%\]74A(SS=2,+5!:Y]B_M*ET^RJQ(MKN=26V7](LGS-'O6EFDA<^V=)8LXF>?ORP?^^=G2WOWR7OM%2Y;.?
Q_2=1XO M;_/S<5%NWF:1\4VU*;^],(IQ:%/D]9&FF[]JQL28=HQ?J<<_R\619DX.CEOJ M\6]+\?U@^-VG_'#JSL]QHW#S]U];7Q9CA\?'/?
4XR)^UHS#3]U73UOR9OH&FW=#F>/\A7\4W\F)4'M!SF3W*T>4__Z')O_N MBA:)621FDYA#8BZ)>23FDUA
8B&)120F(*R1>G.7>E.E7^X?:E^.KZOX.2Z_M^[4\"E6JE-S35)&:1 MF$UB#HFY).:1F$]B
8F%)!.1F("P1OB/=^$_ID]FC\G4DYA%8C:).23FDIA'M8CZ)!206DEA$8@+"&JF?[5(_4Q[R/V7)\B99Q7,M7J3K[E-WI3 T]B1FD9A-
M8@Z)N23FD9C_@LWV3MW/CB??G[F3*X8D%LU:[SS:FR]>>5 C=B>[V)TH8^Q@,1"$HM>,-W8R]WD:'+Z M73A?>U0CG:>
[=)XJT_EQE27S[27Z?N^"E=K0L)*816(VB3DDYI*81V(^B04D M%I)81&("PAK1/]M%_XQZ%WQ&II[$+!*S222^E=?=QV&T3(9J%JK9J.:@
MFHMJ'JKYJ:-@6EAI^X=K?=)QO$;[8I36#'?=&--_1F5,C0[..5H:T!NEI8XS M/1M=U$$U%]4\5/-1+4"UL..E[SK?1EMAE-;,;T+TY7-
DTWK72ZJ9EC/:^)J M<7!X2U'&:U'A>B61:@F**T9UKIJIK^Q:Z:>'YQ4M&V&:C:J..CFHIJ' M:CZJ!7JO:E>(+AJAFJ"T9J3K?IJN+]@-
N5B.EM-0S4(U&]4<5'-1S4,U']6" M2ML_7,\Z#M=H^PS5!*4ULUT7T'1ET^5'KY6C;314LRIMOQ5QVG&I'"V:H9J+ M:AZJ^:@65-
IK9]MHC0S5!*4U[XA2%\D,=9',D=?9.LZ>M[>GZ7>I7"T.S2ZJ M6:AFHYJ#:BZJ>:CFHUJ :B&J1:@F**VY+ZAK:H9.72HWT,
(:JEFH9J.:@VHN MJGFHYJ-:@&HAJD6H)BBMN0^H>VV&NM?6YU*YT:X$G,1.NJ[4"PT.-7O?,_;& M9^R=S]A;G['W/F-O?L;>_8R]_1E[_[.?
T6ZSO7I)O9I_Y1+GE7J9 MP9%&[V2&:@ZJN:CFH9J/:@&JA:@6H9J@M&:DZXJ;H:S-_.!EMPI[AFH5J-JHYJ.:BFH=J

M/JH%J!:B6H1J@M;^X"Z[V:H^VZ]KKBAE3=4LU#-1C4'U5Q4\RJM<1_QUCL9 M'UTS0+40U2)4$Y36#'7=>#/4C;?*
*7K|BA/3=4LU#-1C4'U5Q4RKME:NH/KIH M@&HAJD6H)BBM&>FZZ&;\C**;&AV<<{3H9K2+;NTCD(VNZ;":BV]>T2Z3=1V1*
MT0(;JH6H%J&:H+3FAP#513=3770+UDLYX);6AN:6U2S4,U&-0?57%3S4,U' MM0#50E2+4$U06G,_4)?<3*SD9J(E-U2S4,U&-0?*
57%3S4,U'M0#50E2+4$U0 M6G,?4)?7W-3$X/"C93A4LU'-0377;%<-C=9'7GCHFCZJ!:@6HEJ$:H+2 MFJ'>^YC/-Y;-;E]Q,=S7)7'11#]5\5
M0+42U"_4$I34C7;?/EKVNY$ M==Q63:WTX/R2FHUJ#JJYJ.:AFH]J :J%J!:AFJ"T9LSK9MI4W4R|BO.'N1]G#](65AQ$5^>K^)
[>+L/EGFVES>_ME?SDZ*1<+4ON'W;?%.FJ/-4=:.==I4:2+[98!Y>_OTO)87WTS+OVG M-/NR7>/R_U!+ P04_" L/BY:)50>2,(;60 &@*
*'AL+W=O7(DX?SB?VY.LOWD6W=T7Y MB]GB;!/>BBM1_+VYS.2KV9ZRBA*QSJ-TS3)Q\L;/ MK-R5ZS3]5+YXO3J?*
*6.6(1"R618D(Y7_WXD+$<4F2X_A<0R?[;98K-G_^2G]5 M[;SLP%Q=I_"%:%7?GDY,)6XF;J5Y0B2:+W|/_Q2!]%8P9GWK.#4*SB'KN#6**
*fBM%>R@9P6O7L&KDMGM M2I4#*XMP<9:E#RPKEV:T\H2ZQ6+5V&4L?=AO!7L MC0CS;2;D'[7(V3|V(I?'PJ;\X^1,'E]LF:*
[O159$U[%@FRQ-HCQ/LT>V3@N1 MLQ^Y,(HSG\ZFQ5R5"5[MJQ\'(W J=G!%=B,V6N]3-S+,=CW[,9R^_"3#(_ M=K N:-*
;OVUBR()KUL4'K8'&:Q<5RSW+;@YG)F/=9._NLG8KH]1&C?)ENUP7+ MPD)T!46N7IX!GN>;<"G.)[+$>M/'S^^4-RV.M")/F_76&[R+"1,
*Z" M:6%[^[|\ABJ;%=VTH@*B/ORG+'M.<5M+S4W"'^LJ>-[9[/[9DH|BYWHBW%R MA /WW]_OOW]XC;+_V)_+(KT667D2<-*
*A%XQ3XMDRG*PN2;WI<(6$!8!VID9A;KN<9DDD8TX0)/U(K]3LZQ1U;^*I-)O]"&# YIKSU,2S'VIJWHN^2,A="K*
M4BU+AGU^N,00WX'77N3G4=G9HLOZ>0M=Y$OJ7"\TGU$C]+]P#, MOA,(9J@"848).T,QONZ $CB>_ <\$O%!{G_><8"4X(2B7F,?
*LJI;D9&:3 M@;WA_@ NN"WT$$(UKMWNT "H34N-H# O61<*'$'AJ#.2PK @Z[0\G3J.SI].D^;*36?%KE6>*
*M7+DQ]5%NBZU+]V3AQTSVNT_+^FRXUQVG%--G6HZMFKJLN,@*VZ'W*!212#1L*
*M%>=$,3A*P)0TM0HWPM*.#D"'<"X(3^&:W'I>K<% M 7@+K1%_#^2D:7_]EF&/8#",/;PKT'.?Q%2\$4Q'98]+A F3FV,.]1TGD[AG*
*M%0L@[#=:Y17[8116QN;^3Z4)BH)Y=H,"VD2 8BPGK+TC?WP@R'M*BD9"^PGM MICMZQMY)5LN1L=<^)37XPG(-?*
*K\ZJ0S+YNMRK/.TOJPQ0A"*S(T(?^?'+@Y M%4VF38\S$9V)Z$Q$9R(Z$]&9B#([\7 97Z"8H#IC*2[[H>V[=?Z<%]WYA6JA MF0TF9D";*
*1J;37%R5 ZPIVK@83[!H8Q=5.P!((O+_!?&Y#0S^ +/;.0T(E9! M[A<9:N)6&UHK ! MHS *&QO&V("CAK6XKGV@?*
*4/M>?!;GF:;,E#82&N\3S*4 M,F/*9I<&X+"RPQ%FT30BJ]RCK$) O*8>%Y0^$0WJZ[9Q[DY\HK$N +_4.$RB*
M@2/P=TKEOFU!>Q6N5@B7M5!Z]XM\-0#%JJ/<-7+,@&>5RQ?Z2L1M?%6EUI,! M<\++|64H%YKXAUG M$VGETT!)2XBQX&?>FA)?B;'5
*>BNBF7=IB"&SB)'Y^[D&S&R,@"/B.&/2,Y/ MFBB:%B]I>$2Z+P? /3(RUTS44;*DH7U+GI+!V@"N&PO<81A)MEE%B8GE5KN M84SO*
*,!Y8HMM3*_J6E=21X>*F:4!>%=&OJJFY&=1@:>_T\7X+@ \,",SV41] M,>I8ZVVC@_#8#,XE;$R R%QM5AZ>L.T\#NY"[YD 3DLK.^6D?*
M8J0 RJ$Q1I MI5YQAJ)K?W0XA1%] M>ZM^";1X?8MUYZC/!?"5J5))$S+ 'QZMI"_AUF+I>KSJWY\LE4 N.Q[?X R M&&$3N?
Y=%4NBQ\:OB-JA<]_'N1>EQ7]1TRS5H'ZWY0&XY$VP13?@)\4OE\U' M&..@RI5)V0\I4JG7G7L2%,"4^04GJ?-7 T>DC+_LD29"A3*
E%&."X+ MJ?ULB6;P@W(L\#3<0@.[$SY8HE$!"4BB-.Y*+<<=;QX XU/;>\>#!3K!J++)# M=)XY;7]_+B!6N+-*
D\V&Y[\3L;)3;W\E:E./.@N55ZR0NV8"! M2.OI\BSB3Q]^%";K@$^\X0>?1)DXTED&/K<49PT R$^'PY,?Z -5:1*% 5&_ M@B+-*
*@/W8GW@HF)0=13+0CTH,D7FQUX$.S 0?V>!QTWU46$J$_:&R@'[9/+\H MI@$UAXZH:*LQ"3LK] D"C-+K>9Z]%%>5X&%1WF*
PCW!I2!L93,"H(GR7DS\< MQGN<8B834P/$$YIU_)+VK %[X2/ '+& O (R+BJI=FRH1@_A9&FH9/5H_ . M<9@264J/(J2'=!8 TU^',E)XW(,-
*I,N'8ZIKW!4NN]QEE[OL\F[6]DGX0-GB MO@.0?ZX!5U-&2V7+&62H3S>&K&T\J(;)AE*GIX'5_M"UZ,?7. ^[=LD!E H#*
MCL_=N'2U'Y7D[_V8/_^&_.PIN7[;AF5=+TOET%P 0)ZH)I6Z0#D>U>Z3K#?A M>&L 2 @U2SL>H' DY#LH%N'DDYJZ_7K7C
P1T62G.'1K2O"3I"E!X>LH."HZ!S8.DW!' M XBG#O7=-#F%BP_P!"9W$;9UA=26R"-JJ10/ .>8-ETD. D3.GJ9I*&HNYRI MQ0&*
*(!D#LHXT^R%;@/ Z>_-^\3L;@/SH;@[0SW=/E?!^=5>BL0F<5.JO0687. M*IRT53A!/:V7#39=S?KIQBMM(T.II? !A?C&Y.L*
TGO7Q@"):ZK'T<+9[MPEZ<>D7J;:<2NW|\^'AL;53+SXKU9\T-)F!6^"\HR"-$B<=&TL6N]1>1]=%M MK:'=IBI'$Y33Z"P
Q^#I0^:VSU,=^E%OW>9QA&4XK($P"G#T695'*1#E.,T# M"6L_6 -!.(YY',5#NSU[35H%FQ,3!6_I(>Z]#>)6(K.&@:D+["VT^# .3I$'
*MM,V)9D3N]_D:HT*O.CX9MTQ98RZ$JF4^Z]4TT0#(@B9_\QLY_3>R)!'>4K[# MB#ELY,)E;2[:J^I,:&PA-XQ?49K=10)W"'O*
/+A,)15/KOQJ6!9T"_\+"'?(?G#I^/G2_F" M26$2 %U4QCR'M' Y.[RN"V)>/ZPOI+(A19=:-&%%COXYO2=<6.)#DXMEFWO*
M&P!MAG,R9<\;8PX,O4:!)Q4H9%%.%<|T:(\(OX8^2O>&"U]<228 T&Z4F&DO MRB3PV$!Y_EP|MK!8+58KLND|#KYX<;XBQ|QQ&\?*
MYZ/! 30F0X@$J])#AWH M(,JL.TE>BWS:;%DNJA"UQ;OQ.4]M@K@#WPQ6R@Q:, MMI,NB"R)J"R98^1Q)&GC[P!R7'0PSH
*3M)2V\%P0T1VR0%*WJGF<_"9+%T^_M SY 8Z;QI'5.SF+U/SD!!^%H=Q/&7NR'U(I;)7A3I.)\C;T\" G,'=+I_\E* M<-*
*EO3)]XWV\]V^\|:VP^^^M^^[]-*0'F&N,$7R88H_+:(XK+DM*ZK*28!['_E M:491T,"&6C9,]X6'B$ON]^0$B4]&*
$QJZ4NZ0V#R"-81XL3[$PCBP2=CQH_[M@V3/(V(7KM-B"@+F+::VI31(\(+ M/AC!!3LTT5V832].\7AP|NW];W43#\DCM6I3
40FS+.$N1P .O'R7A+;T?Y MM6K>PB&O;!(/4^'>9OTDX$&AW*-1N-B:K&$ OCTNE*(!0Y(JLC) 2)4:(. MD AP;+?-?3_?*
*Y$7@[8H@V3]Y[EEG(H @8E=RJ8 'AXJ/6>+__I)$!!-I:,)S M-8W3@0"ZWG>E$@L<2%390U5V-B/J$G6E8/1";=/7JKV:NG*HM@H*
*(6E33U1# M APN: C^&R_$],$:=,"_-9C3H*E,NIP-^=.9$()AXCW29S4/?]+N&BGE#CE M91$(QL/2);N23@ @(*JAK#P;?::!1ZGV&*
#"TP1UVD#!H0@##G+6Q>K)>^,: MSX(9L!3,KM02@@B'=K4J3"[Q(G?_PDM#GT,USEA8JF97>G& @TN[JS#,\1K M#*
<\=#>!))0O4VH,'AUX-$\M&G7S0#07@*2T:12(0 =)YTLO?;F)DN^I.GD9 M4P#(4YM494 ,AYA'@# ^1K;YIAG9*G>%W8AO24D>).->*
<>G$B8B"L8#2484LY>$(B!2$8_;) M2^@FYHP%()+$W,2I7&K"X.K5U5HC2P2.JT"?;@7ZOY,HH E3M[`_=\52=-:4*
MR=2DLP[_[JO\/_7!)0J_R,I=2=[^9H[?+3:?!D$H@#T5 OI)]G#5"U>*J1? MC]ZE(\'FEKZQA=*,/N5FI'_@8@!LX6UV^$A<,4+7'H MH_T?*
*T^JOZ4<=51"O1#2#PIN4"W;9J3:SS';>[1W^S? MK&$9<1T7&I>6_^I.JSX@VB8A4Q!KTZ_+*D,2[^>>>O.L"R0)B58(T_>C:.'7*
*MTL,+7"K910^!NM2/*RS5)@_JP?I@0G"JP06'C&T)1RD#Q[14X]KA/G#'L5T# ^*X*AR|WVA8U$J0EH]XR M_"--HC"@W^C^KT0H-*
[2>]C<]CX/32M>C/EWB4C5:6?;A RU-VS\-\\-L?Z!9 M\T2'(2E]/J9QJ-G^5+/B.#,OKOY5'>POL_)HM-RM.!S<E-V',O^_2Y8A3
M[M,O:R+D>NZ[GOO]>\MLDK@00Y+LA9-Q #(7E#OM,XX_*MKG01"6.R^],+B- M+[UMF'F1D 22.0 "-\KDD(
*"JKDG^%.T$P;Q"T>D#.,0.7600O"#/ZUX@__M%O7Y "(FZA^..E@PFK:L.0N* 7]^5R28+$$;!]"'6*U3^]S9^0H3U*
*ML(=W)2<^)%%TD^#O'N;UO|); L#=I$9;/;#@^(2.3MGVB4;9]2E9 M>H(^[AW6 : &=N'G)M4[0 V6](6[,BW]T6I$;L\!*D:)F<;/MONP:/-*
*J=,G MISZE.HI=GN,VOG[S7[QX3=|[>:/]8/,P?:'BJ7 [LQR*AA8&H)EVI:])-$!G M@Y)I;?!!O?*
*+81#U*FT2<4%#PZ]>#X1VM&=0(;"=5R^Y^3OGLAU MD'KE$]-Q4/P4&><5/^S:=DB,KMC8#('D-<(LM[-A6W I 2\Z^RC'1#,KFK86V*
M07_MQ30GE?I%[E 2^NT# !/9__*=X=[))H>I%@_HDK6 9"2;8F]$L#AW N- MULM/"2?X5%D(PAN^PSH Z6OKA"0XK*
*G];C9=/;X#*8!]7VS^= M>H528I,6C+7$*$_^2M,$T^3AW"__?1. ^H4#P2$FWI2!DWQL@<#?@ :>3U_H M*#YG\NG#AQ\[YHB3G6;%5B[?*
NWW$%&>-XY&?#DJX969H<\:,FYDM8 H&9BVVABI>?7I*KE+U46>AC$1?41Y>0Y+ MT:+)B&25P&[+ 0@Y._AVA@(\WR0X M"_\L?*
*L_A'+6I "2%S:^I71.O@A XM-^#=T?]#===OU*G'LRPY8P%\YT-1EX,! M..2LGW1O.VAY:C1G.*
*(#EZ(RD,!'(K>QK0[1()WOY+SH*OD.X^:K($ $EF& MHB0+?#A4;(K_Q8HV3J%/+=.REB5&FS#G=:M3F <@K64H&BM@ P()?R'XHY O*
*MXDV*M@RNG?I3@:0U3(4\5518CN)[<8+<1'0/ #>:GI3 MO%7%OW6"X.KJF-?Y7&9QV77E7F:(N[5VW4Q "+9 M-+G5 (?,!*
[7067]C)Y/P^ 1\260-[#")R0.=99]YS&!5:A0XM3Z8"<'Y$ M(.<)F+9M6NXI&B6!ETF:I66I(+/GN/X:.)P7W8C7$=[AJ5C*]Q.&TJ*B; T*
M_@JC5)3!"UFZMN-3}>EYW0PTY@-P5)B6LUQ801.8,N=]$OLE-W:Y1D5+@*QD MZ4EF ,B0*5TKZZ4;[LE[TR QJZJZUWJF2("P,,ZY$';#!
*MTYIZ6E(3Z;'"A0#X+'JEQPJ!@T-C8F'7]9'^'WF(42L&.8\#65A79P$ KN/N M/-U*K]4 &AZM;Q+\F*RR[X(7F5@C 3B-*
*S5*O!1T<,JD#V5O<@A"S9HBJ S1X M6E<5K_VO6.%" -2K7E>L$#@X-&Z^GZG3%$1A'MP+58&#>6^,@N_ZT3QLD=(C*
*M#N'PA\.J47N0KPTB3*H=^HH5JX"C0/$I7\X\N)=H#SIR8(5#T >TK10Y%3)R M1P.X!@7G.1;.J/(F8^)FI^C MH"*J$>6!PT.0#@;.-*
]54;PC(@L/3O> N>XB=>OPK;#0Q7&=P[]#'P) 3H,: MKPZ-F#/A2QML!B*'8@"N@<0$C_EV6W99\:*ZQ=AMO$KPINQX+G8@*<\&D#>A*
*MV)]&%2(X)+R-,X0)K]$.E43KXT;'CT8!< -I,E\[!GX$#AQZT"0+ LS!B1P' M>ZV[X#N95U9]/H \%45GK#I,< CY$*Y?B!9+#*WBLZ2;!>IEF*
MO58$\,%JLW;+U= '>-LYHYR-:2$@P4A CG9T2&9I:Y=5/(ASNY"U,\#VG|K# MF[O$BVN_Y#PJ9J/@:Q/+/GI@ET6@.#([4Q*
35AMTT[A?;Q&:.30=7>2]%=$? M%BG[K0?![R]N9LOU AW,+OZ^&V)R$434M:QH]KZG'+DK2'-]+?P7E;L/6LN/OMKN?S?_LNUMN[L M-*
*X]--WW+%B4-SRCX;7"^ FTOU: 8EPO'NM/DN:UK-E>^LXP-"_+VW04*ISA\.0Z3S^8A/A284]@0Y M-7^*U)?"QBTRT:0R73*
*'@'B7L6]@"@%2ARAUFX 7ES-,$A M ^Z3&+>@H_,+W\83\E_B\(\YEG=$S*LP%7D-:-; 7!(:[*64?#'\U32E\3)>6G"5]$J_7I;^2E5?90? M?*
SKU4=:+SLBJLV+9V5 ^OEX]_3(:F,_@8G ME-Y!%AW!,@Z.F:Q\\M=QI063(5H8'(U/OWAOX2;?<+%X]/<1Q0&'XC4:CPXZ M/"
()/H2(;/]]1/-5ALCV06'J$#+/D,K$T3Q%ZE"QS4.9A)Z>3XD+T=<4K?+H MCMB8NH1NS@3@^I&9\+S!*
V>K'Y_B8G>!8O^%$.EW40F!=!H84UU,F%;>NA2H<0L+3HY7'TY< M72"=!L,>5^5$,<6.81OW<>WV-UA,!5,R%H
*1K\WK0>QV=",_/VDV6+U2Y($ MU'<=*Y@0N)(IX"0#?I0ALQ4,!$G.QM+)P!QD73ZPX"XA0^A4'F#!;._'OI*
MB)R_0HC&,QL5(GQR0J%\D\Z">/VP?-%F&R4[A:X1 M?@U]E#;>Z;O8U? (9&#?18<7DYQ@N[]8[_ORI)B@/KI0V/9=%(8\-O-]].&4
M8[S8Z(?S/:EW$83S6*,_B&,SS'MH=\. T@;*R5^1"M*9XP H^J,1SH33 N)O M.:!Z4'._,81#2O\RBG0FFE8Y;L0JS,T9!*&@QS.H,*&$94K
*(F&C":)$P.11B MPVF]\:X32)8TUA)GWAI]5*5?:PJ RZ4G+5O@V&Y(=[++[?4Y!7*SV'SDG-THZ*
M"\!UHT8(98A&;"26X.\>#KX@O$;X(:NK")YR!/'S:7IPM?2L7)O\HK$_!#A M(17@(D\)<=.T>'LR+?"=7NP:/ZGE_ZHNXZK]9-
ES>@1Q]8#3JP?$._^_1#Q$1 MG$TB7R9X>_LJ Y4F0:Z4E % !AE@U6+KJ+GJ0S4-O2.#T\%+1? MJ*+] I*
741OM%Q:=5"5=Z=U$'3ZBPA;V0 CVFA"?HL./_.9F1#O*+SV<[1K6 M$[F4FG\1W+\Z"X")+IJXD'4 !T-BX0W-&@CCAM;G4AZE0%S9S0,)
[P[60 !7 M-I^C>&BW>'<\;FF5(,:?&4<#@.'OM'R'=>B1'S&C#UQP4,P:!$#%$:.9=W (MU\M0T^_?
S@G@&+EO7X=]U^"_%/8T&R_O/LT8!$/PZ;>==9(+C&_I-H['\&CU.(MK=RQ'J=X;R\F\%YZ-W"CNC<5[%ZB[DV%X:[5X"#L%12?NNN>?,
*(0@F0E ^=*ENA)< V21$9E M)7OEO=]G3Q5>^IL$7WO^"XL|^M,!:'"J--('SC:A3O9>H3 [I(HUB<(="B"G M68L*
*7$"&0G;C$RW/0%^JI1+X,7_^#?G%8\3?RN=O18306F9((G$T[$Y$T@+2 M^DO;Y*_I2Q(%Q5&6./1I)F:U?*
^%_@+04)&_O<)A^LUPI]$Z[OTD*3]ITG2]@5\<.+3!I?$#J'I MTQ;YP, N0[+$OVRPA_$[!.Q4'-4VQ[D#!V4 CW=,F)(MAL!VI4=?
*>MLP\Z)2!!?;/R#Z'ADY5()O\BS'J"R8Y]+C"XK#4JKGLZ47H#: M)F5Q(KH="]YR^JH<$<)A$E3F44QNWQ?:P[:TG<*L:'^:+'-,?*

IVBPX6FA!]@46\D]A)QI@U+3I"="!48F7]/]+?]N406;=\5!Z6C"6=57X"! MBFYE@IM=?U#RFW!HF04?CK7+TU)5=?H>ZPS* ST]6#W ';7#US/)-%<8E'] M_5"= +1.,B]]*7/ MALKX^:&MHQ+)Q L,2L2>[I@N\$$E*S. 7B3"\,J5:LP?E*B&_"L:X,&BZ>%\ MU:'I)5'#45\>"[PHCEC= (B(:=UQO4)H;2A'] 2X<'F J#]=O1 :%:9G:>M A MJK^FW([$W=8:M)+!4#Y11U 'RPJM,@Y+.Z+VW^OEVW=?:U""FO!*=0<52"_D M.FY> <)Y^-^3/TF[(]0848!^YALC<94:O\A04HG-'GT7;9"F4T.IQBW]B)*Y- M5Y@'HTA=PHHR"AW!9.%NI'VB_=T|\-9APB]29XT"4):NS# [[.XT%"+0OX.1& M=A7I4ZU(9T!V<&0L5M\2JB_5SHZTXMWC@MN^BTVP;KTK]' L2 8$U^1?V6Y_ MZM+L7>!;D6ZG%I9_5>>$3HM/J%K>-.AP..7P!-=ELMD2[<(K"8%I0()*LHO= M83%#T4' M[+(RDGFY$(ZJ;Q?)#6UDAPFU"["_Z@Y&]^/4@4>49:5IL9B16,=VOD8\@6G MU@N@)[BCD)<3C5"F)G?^A*KZ.T W@M+#DQO5X]);;40: ;A$ B<_.HX)B05E'UC-+]* (W2'3:,):M9]H)F6Q>WW4XS[/F\C'R;&TXX_F<#':#MF\Y0TMH4\@?J3'OU(C)5)H5L M;0KH>K'W]=KB519"SY1?JX+98B19!1& RY:+U/#F85@+& MY(B/ 5BV1>@G(W\6@#C^:)E*V/<(G1U@N&ZS>:[8!H&#QI0;C\V]!R5GP6 M0.DDTV-J#3R_ Z8OX!V:NZM- ;7.3)R-*X2>)[\N<;)%.-LM(Z]H&4/5_2VC MM\/ >P-*+YH>]PKP>IY,?!MG7KP.]X.++_;IQ8M_29+@>TC]C@.HQ=(S ,]= MFAY3*^_7#G-+^&XRL;!LFS\[2Z)UT\(;QB5I".=XY;B@MB&KQ>I)(]35%JSRZ"U>\ (/:5$"6CBK9U0 #TJ6DW4:0 MO@VV?RYXWZ6L? &HJU>];\I.T;TFY/>U9DA8'H/_RBR/,4G]&65@<8N;%Y'_+ M8[A6)MQE!N[K2!^MHNF_97<[VG$TB6D]IZ"AB63.6;4UD< Z]MP^.I*PH0EG M+(PE)DLV*0*!QHH3]HS^YP(Q@&(FPMYB?,4/8C^)H=7+Y=>2.[J2V\,9EXD M)(%D#H!8L#(Y)*",2H'>L7"*+CV*(,T/LTL/XQ %BU>$;PADI;W*(H?R MU GYK_0 @^.,.:G@MKG*\?\VQ_+#OT??B3WS+5&WR!!U2JJ"!I^0W+\I11T(> MSP44<.Y)QV/(P).Q9+S# \K4Z[A_-OL1^62H(+6=U% ,5DC'["R. YHF!A MPPRANB:@P*<)03 D.XC4VM/C-4]6AQOJEKC7<58\D++$B8_H6PU\C60@K^SJX? G&FZQ+@I>_Z@Y#7D0M(#SQ-"[.L3E+&I$$1.JC26!VZ M4>_00_QF_P;D_ +I4U?A*JQ?GBG_I'VG;JT]*(U-^+;,@3[FG6N'_OI+#TI^ M$Z^I&H-\^/C =1&9T H/'$T9E%H]'5I]$(V82>>%N.";+\BC/]/07ITF1_]' M.57NQP\?3U+ER-JS8O%9*U5Y@,I[D& MC"0V/1YFTE4- 7!CDO8VW>986<'T4)@X)9P#(K.OLSRL0 $1ZS/VL3Z#"CO MS@JQ/L,BUL6N =P-1G_D*/9W:A<@?^;PMY^,A-UO/SZ4,"C(.I_VA7FR6 MQ *2E^$6+3&ZR:G?28YFX7 *K8.HH6PV$"U!IHAH)@CV+50/"'ZJU0F%5'| M' @@_5I/3#"AL!%C>'V6(Y4Q"$ >M Y"&1# 4.E9ZM--&)/? A5ZTKVZ]|(JS MIB=A$JZ]W779T4JT3&&$8Y@+U-3IE6[MT7$;IV3_TM54_Z[L)L*"5]9VOO^R M)0$*WS4&S%P4G^]J[?I? QIO<. ^Q=@A"\@P?]?D ='-37TK+5%+' !RR"Q'1 MZ#-D7&ZHKPU_1U<>*AC!PXK-0V\[UVXN"0BDI M(_5/2?'?3T_$;DU7"'*=E)S:6A:XU'8 SQ.1%JX^ $8CYJ3K,QV[$Y$\'X(@9 M@IA\!, 1MZQ@Y*]A]O(U3IY3A%^INZ%,[J!]0 E2HK#N"EK&*R^\-$P+F/=0 M\ENM6ML-0&F\50>0:7P-)DW]>VG7_7I070) E;PJ'=A)$(V^FJ4%T"0+G[M4(1]/U?&\0/(MC6/,5@F>^2Z@_'X#R@W>*#(SGLA>@K R?_B[#2[S43*]XL$ZEC#(+)H (\PL MXU4954 TJ3H^&!7:5&FE-HJP197*1 #1:3G?B!"Q3=:OEP%;Z& 3%>M#_T0(O"!FI"<+.%!D+"SM M@M^TB'6VTCW?>-M]6&&N>_3Q^[N\I6N DA=:"E;Z.3.5PNLBS-/.*]WH5>4\O"0!F^Q@J1&VB8V"ZZY*)++KKDHDLNNN2B2RZZY*)++KKDHDN HTNNV M=SA/YB.T:(RY$)X+X;D0GGL\>V*/9T/R:BI'2(UN-7Y4U +FF)%08[??]**? M!G%PZ45^'I6O"211=)/@[QX.[+,L;U\ DFR"G,S#)IS0;=?)6+HT&"+DEG/W5O M55>>99;2P\R^EZ>918?C3"C=S+6K<^WJQBAJ"K"LW'YN I#)31=[/;_M_'>(,)$$+[N"/P2.'M7)\-P^%I-?59$"0]=J2H33XP]09IKP' /Z?&[+- F M !<&>X0P OJ).#,LD'PM >%GIKLK 51E DIN@JPRFF@QOH.+ M6C+\&11T&*@U-V3S549N"H#L'XO5V4PB,]M.ISLJ@Q55O/[J84 M3V9ZC4218=$$ [I]008='RD+E3@0@6R4(%&F.!<0@0#A@<>$2;2_%H#R[(9 M *Q&'63+P"'1+YE]XZ)?5I7MJ4>_]@IW!4B1.2E09@3CP61+Z"DS H@@*#/% M<51TF-9 &*J+E+D8JDL+#'M7:NL)$K1"F!C'Q=;2JU4Z$XX^P^"=XYM5"@V$ M;Z#])T=9*5OH??$EC)P&Z$; MSV^LWA2N/1:#JF0S:=H76#CN?-&[9/5CP%JC8Q_#;%(,&AUJ&]+/@M3I/2 MQ5X?7A8S8<\!\/"#/KTD,-F6F'C<5BN7GA& MY/QLOS3\H-NC_X*"/")$JB%81H143? R(0G#]TX>]V[BGN=A)6FLIS003I-,E M7_/>4X)T5 V%#Y.LBY;23!@>,0U65:(>F!9;1:..!)$K6N_W9A 62@O$_&<; MO-@DDP"H48FSR%X0_N+Y+^1"QZWK4$@C^30 [I2.I)+#-BK%[A!1#EZ2*+C= M;#%]I!'QXF-*,P"X2#K220C6N! (O2:+T*D34]/]"#B@F#W89PFHBCCL:@',C(UFX((U'*%C5RC$H&C@^C(QE@H?\FQP1]Q'HE -R$ M;_1?8GDEF@# 7]&1*"*H1I9;Q>N>/MW]-B;0KAT+M M(9 M:2%%VF",%\;\0L_9X<;G/^D',7[\^#6+2A_+;P M$60!2^; (H3^7YA$$H4C60#"11P'*VU_,*0PC"ZOF@>Z]C3B0R!\.(WK(9R8^ M%9I0V"OAH?GCC[3RNR@_OD\RCI&L. = "%#&.L=5/0)H+*!]X6<)69O\X5-C M?PG>%28!,)24$;\ C@7,SXDB$)%??U;'NW0*)-$&>M28"S@_)X&_DI2:Z!= M918 9!< R4$;.^"CP6D/_%T\2[9 * >)HR MRB6@6,#V?^K3@BN3\?)MILL&3NR1>4Q:BX/#RQ%I#P.G[M0BJUSSZN1TY@? 71QSWWBN.>J;69TGUECHUFQDW/6.6>=<]8Y9]T[\AKU===9 M]AJQOX(49XTO@/QTX'[RPZ%/RJ./8H] <:PS1(Q@'IO&.1/((0!@>Y=7V7^-T MB_QP%:* *6TD8\<5-5+>V6.=#X$%,4/9X-#!X.N6/D.*-V%SZ(PHO)4;<2RZS8%N+!16'(WHNODBR ME]/]R^=J=Y]P&\-T&;3!N/!_--TG.S<7C#Y^6.X$/ M!Z1TJ^89;PD/891F#^3.+R[^8$F=%7'FK=7,:O$"X.*0&N030P:5H T3Y(EL MD-)*Q\.YJPY^18NO)QRNU]RB@]ZK@@N$:I"^ [BVF\=P#_B%8'>3;\K&7_M[M^RFYJ'I^$;YEREYC]X(+NC();0S$- @+!]_2VPD"$/SAX$+*PLN1 M#P<&3OLFG>4S+WB6Z#$;J.,[(W]?4=Q']EG4?]5EM4&IU M]WTAG-8BNXO33FY&D,'I45W3XH8"#AR3*K'-/F(UW)<=Y%!:6C&G:(#WKCI M-]PT]"[)-Y\YR3?%)C3UYK-+O1GTL"[UQ]7>G%? JS=3+AQJFW9@M&W))-R[I M9C AXY)N7-(S*2;+2LE1"_!FV)*2;3]$$&2 L[_=9+G7[PW&8M_2#!.OA.Q?.EM/9_L+H^9\V=.([- %"R0X7]DD0ZS=TU(& M#+&^Z[0%_DFHZ4M:"0*I84;_(\\#*]J.C?0!7A1WR1926FIBF2>=8(0C&UVF MIX%D%I?I.8E,S^XI,? R/=]W_[9;+9A,4+[J*HI6 X.*>[M -U"0%SNA,N=<+D3+G?"Y4ZXW F7. ^%R)USNA,N=<+D3+G?"Y4Y8S)UXUP%Z M YT]7(!^W "]A9X>PP;H74!VV/2+LPG(NDR,:6=BO,^LQ?Y=1UQC&)<[X7(G MSB1W@O,Z5ITVH9$U\1,G:X+L0!,F? G0)$X,>UB5,N(2)\TJ8F/(CAGW3)"P^ M8NAB)BYFXF(F4!1B%S.!%3-Y3Q9,_X;J T-, M'&?BO.>7P_L:.39?#G=6CK- RG)4#12EV5HZS>6<5\YYY9Q7 M& ^?XX.^3DY9HC2 M2R*H4'"QN_;\E_98'45,,]UI.<8, R<*Z[?" >'*2I*4O9_3*N_IKPW_SJN M-8U2S)Y PJ'XD>J \$;-25@,G$;-I0@"6(0XZWB=B'JLPM1GX&7S4Q >C)>-JF#5X=X MHNG3BBJKPS4A4IYGD*_ $/EL@AQGF2%D.O \? N/S\^^Q;.'%K^NQ/6Z/[>ZQ M8]=C&WZ/;??HL>NQ;.?]IY2;,!^!,K%.SJ:=1:Z3LPFJ'<" 4P1>7Q]M[Y MN\2+NSQZ_3,G)>3QV\6,KCNC" IL$$(N'=0D@+@'DO!) 'L,H])X&ZWWV%UX M\>^U@.*'XZ13II3Z(05F")S?4BQY40?4 MU5QHTH,_><0(FAF2\$&S0)6*_O)2=,Y .< 9 '"\R (R_7D:../ M!9W/\L76 :"15=((/C MG&H?_,)+P_1QBY$7+(ALQR&5#10*4?1=:;?KT,BO4X()*ROJ8+5XDNU]35U=* M/= [7,1F(BR"7$G4U5YQ>=D5G4.'P@&:?B>.F QP^Z+WJM#(Q>H,+AQ_JL\WC MH#S<(L_2S(N#,%YSB"V>,HW\##58X)"I#=+7V-LD. O_1 &-.RCKM,QYT\C& MT !H6"VW2A5X(*9MB%%PE#(@5W)E\R>;3B$##.['17T1]4O,3PGU57"^)M; MB:4WL$" 0PF7L> R%LXE8V% \16OJ4M50(7VD$'1W[\0I7WX<3-%&OE@!SV_ MJ$=_S'T?I6F"M= ^-^/B!DS_2;")RV*WN)[+?\&\NM<2^B3R53N[]$DU<)W?7 MR=UU<@<9< 2?XM:MS8A+<7NW*6Y\74HJ;01S @>Y20W.32 /H$3'=UE/+B, M!Q-?T90S'H21H%J,*,NLF>),9_J$LAVTX(+C2>'6? AT*/XM:+[5D!^'*6<[M" @TWW-H7-UPG)O"4K*#>YO" JW,/&UP# $<0DPH:M0_40%8F6O] MA6K7MW[\\.'C<7RB7@Q^X(IO3Q:]$$!?5Q,,0$WZ#?K]LR$5%77.8I*!@/)B]$SQ040 3!%"R.HV(!M@;",/RD MS,4P_%I@V+LW&X&FLLLJ1D&QM?3^E,Z$8QDR>.? X^I1"8RNR/<<[KWP-5W"- ML@?"4GXY:[M+_7/J?2_\,)OV/I\7C,%@CA=>]. .,R'5E M!'- &/S]PDN:C(;PUL/9CAZ7\V(D>]CP$EW'[F>^&\D&9'"'T/Z!MCOT78LW- MUQB5.N[1R;C/2&K,'5?"R_BKIHD&0!:DSB)[09AZWVZ)R$O)++ [JO.!2!@O45T*S MK/P,!33EC4DRG8D_5%PU@ND !8I<#V'Z^PVY1)OMT[3O)EH 0RR'_EP($B M8^$T*U* M8AW.@U_5+,?R4Y! D6H6B!$]&#;$+F3U,_*)HU61JL&C30]=*RBVG=6N:D3 M;F<2<<+?D*;,8(]O"M;2]+(>"O'K&3/V_CZS7_Q M8OI:X_5;%L;K/$Q?J' I0[ZLC]O4R@#46LWOWA3DP$7"^=9[ZKA&]3__XO42D2WWPJ/F'J9"I3$9 M0$VN)H4T@(,C.2?93(93N*LQ_P;H*=.;0DN<^ @%Z0V!E3*7%Q.IC!^]B-[+ MQ07.H97*1"_Q_6I@(8'/H5F8FG4J&4%O?H>_$G?I*WVF0(#2/XXBG0.B\W1$4%, ($AURBQWR.PP8<\NDM,2@Y>SMX MNL$X7LN:+^C//[V80%(J;N2X!OO2IQ(13LM?7I%]_#";Y]D+.>6?]%(0-'OP M?_Q\VN-FO_NLW&E&$#1K'N O)1_^6AWB;V36X2"S\B3P6^3LZ[]$;7&.!W7_ ML%/D_WV=O!*F"_GGGB!"XB";UZ4(Z+5%Y>= M7"7FSP00(E>CI! (T<'3BXX">'NF49P.(<*N13QFB8?P)!WV1[RIHC@$041;C MF7-N.!_$B3'+)8'2# "Q76VY!9D\1]^G(HFDLP $=3O)IPZD@F"/0S 5BQRB200V.-!)>=22"?"< 252:!'!IK)+CJ M3 +Y3 !&]C()Y-"X]G:]4H[';F_76Q^ZR%-B;*3IW"?:75KBDJ^O#;;S9 M35OEP@6.-O2?& (E[9BC,@Z')2IA/1]$CF"R(,AJG\W=U/(DGMEBC *BKRNRS MEU@L0"'!8;]-\)8:C/W634.ZU&/=:S#3?CS#P$&J&B\I_4!"VZT7"HJSX=0) <*';*J S8!6A[N!4$RF_)L M)TKC%#R&"XXA#P!C_PG\+*"YR@P*.9^D&I3(32MZ"%B.5#!(>!!2%1>BI+7 M*N9# ;<#FGP>A#X4.J13 D\W4J-6I-H^TD06DL8H-@>'CCD4KBD'ZB4Z*Z\ M5-.A-8PK+U4D,$A)B-;H(2T[M-?<> "UU=VVY$H-/I-+0ZA)84.(YB">Q)E M,4>U,%6[^0[=*CZ,*8HY*H3Y87\B5Q+C2=28PKB7$E,:XDQI7$N)(85Q+C M2F)<2*7-'$3C =@&>A02@)'/)PG+SU4:.^0'Y'_\.(MRK,!6!3]/S(&7' (V>B8IDM%M:D +!*]L*L*4),(Q'Q+:.)9WV?V\$7$L?B;S MECC)D$_W(O]Z#>G?.@1I? C03I"G/.BL/]W]FA^-6ORI6.9QX=CBRB^*X*(Z+ MXK@HCHOBN"B.B^*X*(Z+XK@HCHOBN"B.B^*X*(Z+XK@HCHOBP.O.0?Z:4F_0 M%X+/3;ZIDYT:OK?&I4)?.>;>,8VRW9L$EUXDUE=E?4L MH-ZPPC;R+#^7C'O M.$V79PW558B13U9."8?[&;OE2\\% 5@MRL3O":I]TNYYL#LQ-9< 8/%HD$\3 M.#BAIK,LD)IFY;5 MW;[$B8]0D-);O"@NBWW4NNG)M3W/,X*<+/2;-:=MR%@4- KW#1!J.6(%]*&[(MGZ/07ZS(WN3J*(+:!?OV9X*>"T^D+XE)D.T+\]/X_E[SYVKQ;%'>;:6)M"CI M!>.H5"PUP$,"WS&351D7VC157GNSQ^+9UI]!X/>O?!,UG.D N4N4"9 M"Y1I";('%-&GX9<>SG9/V(M3SR^PQD_K%,X $U#GRP0E."#21)C1*9D#([E3 M@=D4*&0STW-+]+D$7WLX3O),D,O#' <@BU.)=0Y)/$PPQBW]XKXASU..[@ $ MZ_FG9J.- PO)<\)*Y- \HY53>:#R EQ)@,;T,VZL:%/Y- U7H5^DHM5R1_NSU5H;0 Z) MF0]8"VHXG_*D$QMZ- PE-X (:I$78=>O'NL,P9[5<#^TU@%+#W37] (9KDXU M\\NBV'0:1;%G%%I:1E[,\=6RATP\<-0&9MR$B>HHP@#1\2 8D2$6U["P;+," MKKAO8]H(@S8Y(!M^^O#Q4RT*C_[PZ9.@1* [;0@""0VP&.M)(M &S0*OR"SW> M\4<^3203 'CL)+B7 & !Q_\/[:XWVRC9(:2-;O6Y +QF$LRKPV*#T:N=RYRO M*I*BP.XJTP#XK61,KP(&A'>'?O5H)56VP$7MI$#U$8R?:+Q: 3)X%%)Y(HH] M X:Z)&4[*64L*E*TAK#:+.6+*-8H "J0*

KOLQ1,+!$NQ_R5&-SDUH^6(%0X'-MH.CH8%@(B[T.ZW(DL]LXS7!>U"#SKU+6P.'O4+5(MK.(=R@()$#&DO@7^\-J? 1S %PD^2RA3?)W!-$E=WMF[MR3O332)W!-$Z=WMF(MR3O33Z+W!/GME$5F,:AG(G]OG#2|;JEB+AO/>DZ8R\:SYF1RV7BC^7PFGXU7 M:DQD X&N>#0&3- :=567Q"&C8'GDN> :'T&JBQL<";$' __$$V8J'"'<'(%O#'%9:PL#<[3] M]]3L4A9DV@+ ^P"P-BTQI'E"+-\"0.MP&1D%U04_ ^<;2K-]2Y2/IN]CYA8 M'#3 KF(FFLZ PVZ\$!>/*A1Y$E7VQ-L6^1D*KL+7,$:Q\$ ^*=-LI[XO@)PD M8+RHCCOKN6BL;+CK-_^%@A#N;,D<]0P "WQLA$7F/MD>M'K3S\7\Y-R M+F:UIUFYYZS>= (YFO7[-<)$RZ-!+EM2,5N2B5R7\OA.4AZGD9%G+N71;D;> MF20]=>R5!SY1B?_V).\R 1&:5GJG]%B.OZ-X\6E!]$,213<)IG^T9%#Q-@/P MF2KRBR4$G(]A_DY:&9A.B%'Z&ETC!$7@"-Y6**0EA+9=1,R=((BSR3 B$X-@ M_>;M0U-7_V42Q\@O(MEA]J):#C[H_E/.FU'FQQ'P>CX"DP;&43"/@SH,^930 M7PUUF:MO/^54F\%%]SI:SX>3*]\U- >>LLBQCGRDGW0S.FPS\G0\3-M#X*Z*I M >0K?$786Z,ZM++$H8\HBE=#&=S*!X&@+0QMC"LCY]WQZ+B,>6Y&O:8T&(; M)\7BW/(? OFU|@>1<.\' @VF=XXZH?S//0 ;6_GPT!'@>@K3]U#GY\V589Y^LU1FNB/]V2G<,X#?VR)%]@(DJG0# LY"]A M% Q@LL.,,F=0&UGY8Z7B_L=4Y17ZW%/(YQ@;T!+NR.%'(,Q;W&5L7TN 5BU@X M'S$D5^PX&!_-=V@+&P&1VN#>0 RO;)AB.ZWGHQH25T .*R M^I&M=F%_5G;J)WG=DCHLQ"$1D^*57_ZP &BL1$O1QUEWO>BLNNC8FT'H364 M>J*A%13 X:I}'3+"KZ&/V'? V/7VRL;B,*73I4Y)Y4?/OETF:W2?9_Z+L ?G) M.J9=AYK?$X?%!MH;0@.D)7X;"!_O@/FJ+R[!U:_H.)Z@&_H0$++D)CJ852@3I6H/ M1QK=:UAI>!L3UD2',[.ZHJ!+DG &G*9)-AFA*:"$Z!CUHN.<3-B923('1J.F M!9Y5H!" (AWL>44266_^"8H2]:!X'\V!#,$M="_3NJ.1N*GS,1W,-_$4N2IS9 M,HKT0!R5I/1E:8*5%W+**T2N_V1+8:R.*"2DTDP Y1K:Y%,"#++Y1(+TD3C3; M+EJ_SBZC=;RRA"_VRTQ&;_#I==VJ($,!&_#J,^*PG.ID &)E)Y2Q<9X5N&U MAVF*3$H@*LYXO4W),4.? BLXPRLG1{QG&1N.E^0&61*5N$/WWX>&P1UGO.R)$S M8M'97Z^7CW\C?RKVGGEQ_O*W6F? MQS5E!$Q08D)]7!M)<8&W#I,O* A]+R(Z';_]*6_DB*8$C]Z'Q#?.F4=5,YE/ M>0A\+8+Q<-YGEK:G%D !CQI"]XAP!@SGB)3%I)2Q*'*6X18M,,K)J7)2OP# MESO"X0#\& H,M)='0EA@]%RNP"FB*A)!@_O%"2-?7A"B4!%!"$4G$<%5G4 M&@A#!$D9BB&"6F",2X!DLZGB<$)O'6, <')'$8)\6TD_//C+.XU>$LY!\JT1& MKA#&5?Z A*260"<&JKTD$!BXRD$8O4O\JQ,1!,\?< :!J#)BABQ_*/#N&IE MGF+WO.$(CM9[E)6A#>I? F[JZ840A>4H:TO(EB0BF2I<B]%=$QKSY41Z@X(8@B":EY%F5YL+. M^[CT(C^/BB&I?@[(256 (>D$<6@<(J208#\!_VX4^ HC&==26HE) (C:,Q)RL72AP!,6 Z>N3* K@!9"M M62:NJ, 5%;BB HO>EA//JUG7RAV !";3&&*7J9J1?--+F^H)]WR3Y/%Q"V[# M:X,U4LWPH"$LC14 1KCC;/1'U*_7\9F!#H^'1/T_+6ZO%9\7JL^;R M4PHV\%!TL6O]12FFH+76T-TS5(XFB 3H+ #0L=^!S.U.&^K0C]PEY7 M-1"&RUV?57F4 E'WTCR0I$W-Z4 #G8^1_'0#D)ORU:&298B/+C0<#0W3Y[MN_=6^^#F49WBK(%F\M,!Q>2'_UQ2U0;A+3TF=?PP;@[^,(#NE8[W Q_&P2GR M@+8Y]E^(*C5?8U36"1Z=C'DA:,X=]XZ0L5Y-$PV +#AK;GXCI_]&]LR%T2GF ML!%%4"!)!0I9O$^*L$%0- >I,]RHB7Z1))@"X1Y28 MJ?T((A\>&RC/G^\0T<<7]\5J13:=Q\$7+\Y7]!U=^JS4X];SV>VE]:<#N%XT MR:$#'429=1+>4Q- ;=P""ZZH0L8/F6I?3]&+C/$E>1%S3Q:KQ.TUM@]D"W]7 MR Y:,%I_33@GO$8='QAY'$G:^#N)&T=C#,@@%,2VS8I;HC(%N:&\(<#2,[N M\AGP 8)%H]*BH_IL9=O1]P;W_H[BR+Q*9?7I !*XN])0#4 X-!4^47H 9K%B MFO*\;).>BP)('^^DV?0$&PY72#GY4''?>MF]\Z?/7P] (Q KLH /L74E1\2F MY>]O$CP/@K#<]=)+7\I8?J5:GZI%/5<$T%M$7Y'J";-M*C/[9M1-A&KFZT1M M4RL#:$&B3753L- NFO@X]85#HXP=#).J!=,,YSOL&-Q=>Y,7T52.$]A009C-_M^O3IPX>/'SX4[[)6B] 7>>9W_O+Z]GCOZ^OG_X+:MKRL_NJ*<>I?6>G#RP MDQ%P4H2Y'>V9YQXAK6M_D'ZULF8\=.T.$S!P*R]-%T);A]J%'M$<"TQ>@V3 M(U#V#VB;4%V2Z?!7FS)Z A>'7VK$RR%PK;Q=*V]>35J:HBR=/],78GUN<=G1 M(#>A=YS&)5MF>*@V8_[^H^5'. <\Z<#@,@MO3H<0H"""H\T+X#,0KJ5@Q$TN:;O/!R7A'\^B'O M^U&9". [TJ.4"E!P:'<*F[*L Z);]Y-JD&@AD]<=;2$0=#*E9[.!!!$(67I4 M@7Q!&>VGI1,5^4D4%9G]M;4NW.8N+DKBHB0N2N*B)"Y*XJ(D8T1)&A82N3$7 MN(H*(RENC>)FMEA>/AR?;A?WC\[T=,_M/V? Z,=.O09U?4$RNW6@>$!_-@0U!,7@CL!SR,$=.QKQCGAX.&>Y1)B7 T9C)F'!'YX;#]%\1+:Y"P?R5 M\,8;U556)Z:,Z'5YS34F8]HP@6>J-4[UZH&NO8J "K*>Q&6#QDALWDC$>CW*] MY(ZOSV+'U^6_Y_>_7#_.;N_)[Q>7_^_?B[NKZX>_/,ZNKF]N+V]=O:B!(Y8) M-/1!I20F/XI>I9?,F8#K3!&2<<5<^TC"]I^MD/"@Z47!K?QI;<-,R\2DD R!X O1YD<$E! Y7I+'E=B M#P;@Q5$F\@^&,4,N<,-9.C>F"V>Y<)8+9XTNQ5TX"W(X:S(U.;Y"5K!K<2:8 M]V8V'1%>WANG06&1V7J/OA=_T6S@>CQW,C$N17C $Z_DM8[4.YD\F6B7*D!P MZ <\8-PK1*4;,![9P=ZQSO#S29VAEK?=U2&>O_7NDE&=]>ZL=V>]. ^O=:;HF MK7P3FNX02I>7OMQ$R7>- VIT?)2D,\\=_SV[N%K^ZVAVG+CEUR:E+3EURZI)3 MEXX<2_3>7>+D-227[,7N:TI?%=K73\Q]\?#\F?4H>$!$-?ABAE@OT*3'S1=K9"L W M:X8_[* '#J<1,#!]F?4*E?^]C4];,',X1VT] $EA\VMJ\HH:0N#07OT+Z7V; M@PBRFY$(.D##H34],OU?FL3QZD7T6Z F PY]8@'0/\SCH/V+QLC2'73*WGZ4 MTW*PZS>_B(0]$"'7I>K5"W+MFZ$, X#G%Q(Z!$7,F?&F#S2:47](3S[&]N5=A M2FW8'!,>37T<%ILM5@N\]N+PSZ(A$SGP19X2F-/TT*0I395]O1_D/\W^V%V MV(K^<-AMEJQFS? UF7AS,ZAUGK;Y0SA'L';',$>P@S7<;@*?8]<&2='3?44P4^GBF"U M#U4"&SO-#EO-ZKV<_N?T/Z?_.? W/Z7[,_W/Z7X,Z#%6#OO8DNK=EZEV_)2>C MO?4#_*4Z-3)*%BJ !DKK?""];8@ MRH>?/W\H"$-_\Y_K# <)KLOTO./F>O:B01'T:^'H9=5#@5+A\3=%B=9UFX89 MQA-PQX,F4X-R?' X>+_Q0ERT6EVL;L+8B_W0BV[CE$C2HA*TY!@..13G3J:5 MJ2(\<(A75N8^>6]JMPU_^&3ZF_)!@$.5X^?.U(@CG34DC8R^OP>85/?H>T-5 MP4E,_NFCQM>N1CO]988D9J^W^_1!@^Y(VXL0E% [1!W$B#7_;C_T2YLG@=><=\UYUYQWS7G7G'>MY1:(,?(3&^<$2A!5394 M6]NZTJQ:X. 48J<0.X78*<1.(78*L5.(F=0Y>=QPGF-8RX]O, %<.5;AK4[7$XF_LS)*+M*T(DVU2>2.W7$Q'^$ZDG1USD M&;E88]JL4Y4NK2F3"4.+P8!3K%5W3R+G?0[CLE9_C5&I^>B:B"JE7.1W^RZ4 MC4UG^UTG8#_Z+RC((18/:"(BD0B';/=$_;BU/.+IIH7N]9?1&9FM[4&3H^K M"#;W_\C#M/SL3BU4Z6@XUFH? K8RY7B@CBIU6:>B_R0?&-/XU9@WKD&LR(\R M"AW!9"%S<8F3+34OYH&W#A.&C&5:QGI3 ;PVH,QH^X1&9>C&M9[;E^03V4H@ M[HBCAY=W/.O,E+SC@@J-7$(Y)QQ@/0[Y^$["$7N.P.XT8,1EY*7I8E4X1D0Z%7_+M)*)YZ4SIE?Q@1W7>["*"OY&>"-R#RRVV9.OWTS^-* <@&OU)AL']>",Z_T M5GU!0>C38D+_[WSW'7?HB.*81_&]5XY[Z#'SM.#FP/&*'TU8JBY5SJ7*N52Y M(;4]SL=Z)TF$TZ]V[JR5T<],\+^8=-]>*H6?W]%6P5X3+:_E4"^NZ$H#4/!WJ]8)U*&J6)_HU MC*(+>]H5"C/ZE/CCEKHSF3]TZDP F7J=J26#;5CJT,Q!*M"?DNH C_GS;\C/ MR,_T[T\X7*\17N+01]_(=7^:O6=H30#I?3TIV@5]V[3^0G"YR3?+),TNRM!#S-/J2"R"*DX$'T&&FVJ*H-DF#2,#YG".BD&>R HIK;(C@- 'TT2MO M=ZR4]EP+0%<:,0)VAQ8436E0#_DY3=DU25[>L@!:UMBE-_]P.#GQO Q>(8Q1 MT,4&49T\))U_-F>&J()G^Q.F7!02X IF(^K9/,| (Z!EUCT:[2R_V482">1Q< MOU'FR\.4&,_E^RSS[QX.F-]O_S4'=?1\,/3U]@<;3K'$,MRBJJD@D2OZU1&, M+NZGU1'+V^7U;+^+]X8 5PTQZ5P6VQ41+I?%Y;*X7!8XN2QJG[-_>NDL<'X% M#SK0@Z&S4+ZQ!L*0;_JLRJ.4SQ]_$ZDQP*JCB8@T#(,7X;'(HT6(=_MW8:- A3!1;&,%9/)& HNUJ?AGT"11@=,?&UZQO%QK@8X07{BD M4]8 &'-@R"H%GE2@D$59=8'#8'WP!M-WV04JK&@T FFQ$:'@)P &!NW EE_ MFV/_Q4O1ODO0?(O#B(S]++@JE.8!,R+DV%<#:R@ZW">OQ8X=2,&:"LSFZ$@- M%F1#$>2+MZ,C-6EQ- MN9IT.&8Z @M0/8SHM96R5P$E!A48NUU(&%DU<2QE7 MIFNY(,^5Z4ZK3!?OO"\(KQ%-NA:4Z+*&@2[/91W8E3D?FU.NS-FL5.6]'^K* MG%V9LRMS=F7.KLS97IDS[X;>T-=H]R^;QVN:;Q9FU:ZGM[1H.%S')Y."STER\K75+TT7];^,7-7Y)/@^CSYA% RS8Y;KP05UN6IR$ E'M? D,,$ MB_@!!6A3;%E4"K&HH[\&7,\HGUCZ4 [Q*=6O8]#_?@)NQ193) MC3QE3W.!*58":X(XYD?7@7!:RTRLP+<[H' *MZL*H.KD"_P0KE\RA0?-I-.F M5M>K#ADC <.P]U61WME85$F!89>;59'ESLZJH(%E%T9@]*'U.N"AT ;9-J'@1A MN=ZEE[XQ["J^B)>)5'DX;O$BU% FY,/Y]5>OTT]IS5F[K>/X!['_URA MY^PV3C.<Z]C3AMFS\<1M8VG]WX5&A"8:S*A(>0 M8:Y,&(A0 U4F?%%2I;,8:&KBR-E?6=H)[5]8VCC5QO$KER96T0RMH,_^=O/!^5 M60=*_OWF\(E5OD!@I-JV3!C+6$F3(3_X&U?,NG<"O%F,? F10)U%IA8\5P7 M$*%2MF% '[X5+;)//RH15CA_8G5V'2"TG?MR%,LZ2MA8--Z"?4QRPFV?CHC6 M=9$!UMUU '-8\C4YR4M?"AY2)IMP\A1K[S3 @RH\GQ ^SI$7#9Q8E9T(%#@4 M.4D)]W:"_"3NZ(E5TDGA&>!QQ4J8,ALYD#_3EP#)O[YN"2I? O3#RJD^;GUG2 M,;4I%M'U@1=6N'E,L?-5(N9\VM9^7>L_WF+O,2 M7.;EY"/^_[^]\]M-$(;"^"/M:G?+$C=#8K*$B^$#J,#6K- %Q@5OO\,_B4*C M# ZT^MV8&*$]/59,S^_[6FXM)HC_[+0.Q!_$_VZ)/[<$$\0?O!_$'\3?7*TE MB# ^(?R?5(/[+K"8Z%1,0?Q. (OV9AXM&GZ:>2!>@4RO>4(V30+LG\'7;_"G^" MY)4"*&RXNWXO]IC6+!,"C!XO=W6W$]N*XO#=I B15F*]43J4CDV<9F$H#H+> MMR_JU7>P]F29I(U%]RSY:AS<$,W$1^"6J[ZKG&$HY(U)2-WD_:V(GLA*2A/ MO0=2;F/*I,QI@NMW86;IQC*) E\BS,$*C4=M/$MXO(8E-- V!'UC+#V[%$+T0 M?8 A>CZL8)8A6O.HU8.%"S<84(&]PA)!81 FE4%!$D 20!) $D 20!) $D 2 M0!) $FZ0)#1FC?4N+U2EJ:#\E)N.OJG#U_: [JH>VR^ O&;T&*5T<[45+5CM[M=5"3M&LC79AFY.;(_(T]^F%"/^$2)S]0;'Z)EWG\3G//8GN).Y__.7Q]F>CT9 W M([.C^+L064RUQ3VKR*)+1)\>JHS7-/#Y%U!+ P04 " M/BY:"Y/<-I(O^O^)N-\! M9^Y&6(XHV9+EV1U['R>]'YKILRUUW^[2^$PH3FRP2%07QBRR3+*Z5?/I+Q(M2;"*#_")I+P1N^-6-Y O(G]((G$O_VO+SN?/- ,H9F'P[W]X^]V;/Q .N*'' M@]=__\,AV;S^TQ_^UW_\/__CW_[GZ]?_Y^+AEGBA>]C1("%N1)V$>N2%)5NR M"O=[)R ?:!0QWR<7$?.>*"%OWWSWTW=OOGM'7K_^#I'BPHEYES @@M8/W[U- M_W"IJ(7!S^3M]V]__/Z'-S_\D;S[X>=W?_KYCS^2^P]IPP]? MX7_6G"/A.@;QSU]B]N]_V";)_N?OOW]Y>?GNY=UW8?3$^[]Y^_W_^7#[Z&[I MSGG-@CAQ I?^@?#V/\? BE[>AZR3"0%KW+^O(3PF\^S[C5=D"_O4Z;?O7Z M[0^OW[W]DOL_4&)"'\V8)(V_W+67NGT]J>??OI>_ #5KR@EY2=96I_O'[^4? M__?_X.0?XM"GS[0#1&]?TZ.>_KO?XC9;N\#5_&[;40WY4+Z4?0]]/\^H$_P M.4'+GT#+M_\,6OZ_ZM>WSIKZ?R#0\M/#3:6^/Q5HJ4Y"&R,3? 3^5.BON/;23 M3GI/C{J%B>-W4TSKV58QZ;K0]Y;_5-"/?DEHX%$OU1!8UE 6$@DG ,} .G0+ M]'SPZS Z-UB^>PN?O/LCCAD!FO MG'7^ 802__Z'ZE;M+ ,*,5E5-3"B=R4(_^QP2;JQ?=NR#%NG[SVU4<2W3=1 MN*N35S(- *YO\E[]N_\%3M0HZ130.#Y%+6WUI795ZVV>"\G8PT='@]:?%[+_ MAZ1)4J+DLR#[?_]-"C'9<,,>0F\2NHL;U=9;SF78G6E7/O2R9G,8? N?"#C8$ M@301M"<8AU.<^:X1U1=7H5 :S8!N<(JY6T)W3E5 F0G6K(O6<^C2YYF/H4 M1L=*E4];81]PI5H5QUNA">;A5BYHS]$FB)*4ZE2#[7'G^/[%(>9S":H2K M:HU]\-5J61R$I4TQ#\9Z@7L.RI0XD=2)(C_9Z/RRXG-]S& G]9Y&+/2]S5#6 M-%/VXK-3O9%">M4,](NE]3L#1+_.)]S'RO!WV-M45BA67$(GC3"//ZJ1.TY^!19(N@23GC\D;?DBVL/%MCO?>>I1- _3O^,=:;6: MI".L\$>><(ZM=8[*(_#-,V_?"-X$[2=QW< MER$'R !.[?E/<>@S3YS37S@^')*3QRVER>GZ9A#-$_U1%+7Z5CV^[,"QLM%, MO/CLN+&\Q0P\,O4;_$\=WF,0G=7Y=?V.FFEDG[F8S#*DU+ MA^1IXQF.SDJ1.Z,E$"3AA@B2Y#,0/1VL$T\.5G2A(XJT3G9['#Z+= M,XW6(1+]>A_+]822"U,HN9@?E%P807A1B-$/O_FO2_;KFS=OWO[IW9_^],/;_^)SE//H,LI'6KQT?SLP>4)R&4;[MF^? 2"+0S$9R>U,\FX&_=*-CURO2>KKBW.L@'{CW@'^B>;P+'&,F6$A9LPF@G MQ"- [&B7=A&ZOG9K<5=_5J&^*$U&;=2H_(;O%>U#.0=8#3V]O*&WH3GXJ-H)VE)?X8 M*JV6J^L/UQ]7Y.X]N?S+\N.?KQ_)S4?RN+JJ_,^_W-*

U>73]\\TBNKM_?7-ZL M;$#*,HYI$C@K=_MK!SI.?&VZ@!"_@DW8.CR%P[J^._QPD%!NLZ#AQ.Q<_(VE/1D2WU5A"UF/N.?
MFSP[OD^/9.T$?0]HZ=QOIVTSBSO<1W3O,N_ZRA\1O!2\5BE:UQ>WPM1KJ"%#:M$"\DU(O;=1PJJD21S4(%*[@QKHI4DK4?
F)M$$.C=K%2CR@_#]P$J^@0)Q_YPIZH><_"N6FW/?:VT.7;/_MJQ>ZEQ\N"!!_S8+7@OR"Y_PL+G_'43B/EEE_!'&R=-
WP8&WK>G1EG0!T?:9Q_M_AODL9'R$R)5K5EF@C_54(,=5<;9PYT2)@::N$?4PRP.&4@/>X''+7/6S!>Y_M6/Q,!]
(8P3:X)\0Z@TU2N/;IC+DF\M_M13ZSL)6RD65_-3NIK.TP&]_T.+.L;CT+8!SZ*LPOI$<88ZH;JJAG[.P=9@Y_MK996%FER?1C?.T&&U2>"N
MHU/0Q0.I8ZEY=.:!PURZBOBAHN7>BI'<)Y-Z.>%3:/4BI[D$H>(SH&M[]BV'C_MYCHX[&A4=JEQ$((S.&6HLB.)/A_+\;H6^9P+
M030I+%4WR_9%/X8)-5OP-W;"[4IF.A?+%M7UP.L2AG)W+V>4;ZH+_^CAV!B;4_M.A!:[U.M1TR?,:IX9$?ON$KQ21"L1-
4^(40/,F_L#!>/T\PZ6SV:IY3@OF$1:1:%;)H^W'I5G=MO<=+2K8HQ+5E4JR^!1X_M-`J)&#Q4_9Y2A70?PZ_<-
MKVQ8DDG2R0E9LR[8B\RE1K-;HG/$?1$0I(/3O^_M@1)'5_Z'.E-K]51++#^{U}'B^!?X2'(X<0(/>APTV7>BZ(7X8/-%H0>@7US\(1JFO
M[<,([#5MX:K)OD3*B.B<"&>51CAPR<#*;&')#H7QY8:[`8MC_OEMI^HVSS1H_MH;5&FXKH;!9AV9#QF.TP;*#P!%'<-;I&D]6?
9_(^T#+P+L,_4(D&;C4@U/?_M#1_&VIZ6I]}HCA=_3(3NOM^7T189T@7JUDK63Z6MJU,GKV";AKS]P5;2O'7-_MWYYJ/@E@K>B.Q\M.=)17
](X?[F#%+UEDD1L?4@@=%N%]T[-'E07.KC!K;-E_M=,AK300O$'97I?.,GG)4=Y_6)%N&2JX+HO.%A_O)>0P(V8L'U*\#KPY$IK?1
MM5QDJQ=3QU/\,7&B!)?J%_2)!<'(VC?.F-/K#8\^N$>R])PG%GX3D\NZBU?_ML:.[-V_>0@*2W+KY5_+CXJ=W/RU^^O&?
U=LJQ#DDVS!B_^"=Y+[.%75%_6CR_M[NV"\!GC74DGOLB&)$.8S?3-G@H""UE"RWEZBKCP?+;S&;>6I\J3"YFAJC3T_M_;>?
WB[^^=V_5%&R%!U,_Y4SJ/LK?#8[I;5;WC2>\=WB=K>)YWA_>,1KH.GL_M7#X9V[XP-Z+BC[6W?
VW=G9M,88M7>,_3>4Y()""RPAKE+7&C48UV)_4#3YOA_MQ9\Z87L4UE/1SJ,,=@39!;D1P8FM"H(CJ4GE,1M$7RJLT^,Z\G;!?P'_7Q+6
M!7"LIB*V,"H)V/[W@3=X]T:$6#^^H*XI\)KP-<]&%R]HAMN_J_0Z?\=S#IY=_M*6F?[3*^_+D#CTV,IJ"_1BFNT']Z^J7%GZ,./?)
I%U6.^Z_D[8^+/{[[X^+M_M.[-UVCD)JR^)CFOA@H'_>?"GWZL?00;0.*_DG_YTS\O_N5//V1$>"OXU1_?_MOCFUORG-!>&]]M1-
V#/UC\#AS>+MG]X4./P+7XF_^5/ZJTYH7F1SFBHQS15L_MSQ.O1SG^O<.\F^#2V:/$J;PO6=D:-]0W:%EX?%W>%"_P-PG<^09K1I<_8:BI
MJ$C;N78]OH0'QHU5],M57,2=WR@\$8@];Z="/94XZ7K'G8'D2%])==Y%>8Q_MZHC:2UVTA>]?AG;(@*0_R2N-
"KD:LD=;HTA.HK^MJ<:/D?#/(_M>-<(O=M6ZU:_68O7+6MD'6=5UMD)Z1B:8CD*'4$W'&>=(R@FL_9,2D-.DY$X_MD8I(*H6.IFWQH$#-
J15C%T41Y0H#&73#/4>:ZMVF6#+>^=-8\F&+(]O.G1Y'
MU[.$ZJ'K(=M(<.1ASUTD7C7VQ$[C/8T>81^MPLCFO7'#0$LKU*0P5G7%"PIM_M%1@N7?%>7F23S.1!!N'LB."'(5MM-
%O4YJ3EAY:O6$"\T/>=*"8\N)9;VK:"_MH:EL1&.,"_0B'U[P6_<^/[G!@WEAF@_NY<#)Y8@@$P/9_/?X+.(;YCYC;,ARL_M[CPKD&NP00W45?
2<#>_UR3\<[.6SHK2_J")I57=$6,MI;9IEO1@8L_MZ30G[*O2N1KS3GO,!>LJY1X,X]12+F>!_-=&U+JX=G-&U;HUKMG_VM8_3&:&
MM[!2UF%^P%74M0FT9.MY_=;)S$,/7S17@T,0MG!#J)A_#AO+\C=IXH[FS>3F_M7O-SX(:MY(8N\W+E(?<1J_S9]C[R-
`J7>;9^[\.R>VO7=UKNKYCUQ.WF+;2O_MN._WOVV5-L(/?\1C&>\,Q@QZ2Z],0THXW@&]@2AD?56=PXLS%WW01NN*-BWPJ]#?
4N:UNC7O&:M!2GZP]_MFN*=IYH$[CHD/WU>W-U?/RQ7-[RIC6%\ESZ3)JUQ&\9QPU"N[X%[.!MH]P_IFN9XA(6)T)V7
M$]FC>I(X>07DO[5=KWE,E96B,(]2-FMO13W9QIP]OXR\);>C@4,%(1B?-=?_M>$_85QV7-O?"[;*&6NMNV]_%K^N:"MYU+"OZXMI]D0-
1+*RX[Y1J.T6UJ61A_MQ9]+4,1%>]9_]EAP5UP_06$_M/K!X"X'W6;INM&!>O#JC:]_Y-2UVO?&Z6X=K9"]:FW>%?I[UAT4Z;SGL*7$
M$<_XP_;3$V=,PH!/)3IK^(LCF1,?N&=3#?$,.$;@[/%(M-!^F?79Z0D/]69GF_M^LPTBAT1_-+@8]CW*W^2=@C$ZU&E.
[>VS'$^4HHC9/HGN/$;H<<<\7A8QV[$_MQ)WBY5-$Q6Y/^;+)I#WB>:2P>/H:9(H;E0^5#Z$U]_M<$)U*XV+U>-
K.N!=-9N)W;U>B*1.IN1:AJU;P*,'IPNH4X$_M%?-#>_DBWHH]++I9QC,F6^N(UC%5TX(UY1_<3FPW__A@&87%[H7[?NJX];K]N
MU%3WZ/VY6>2N@UJGG&V'*>)V\C7&TU66R@UYY!AQ_Y2JJECCVP4)J)U:_MYGCTG0:4;-*X^7[.:CGXE&E4_!R]_6*0*16S,
[#09(+M]48P&5PGGQ.R@Q.#_MJ\Y)B@C_6YS'(5)M6JTD0[A?*GK8\4EUR]9TG^O$
;_K=;F5V3:4YDE8#=9Q0"RJTC,#K0;%9D(MI4E]>T]+G4M*I+W3JC]BWNZ:E6_M0WT2*FV(=ZJ!%[?SC?KT9=^L$)/-8'\<'650'YPN_S47?
O4Q3"AY^\=O<65E_M&L<<'_O'Y#A*89^:1TT5AL,,6\\+STZTK$,TU70^F'8J\)"H9C,6'DO/-,;]_M"K!M*)-71C<]0,.:]E5Y+O-^=N@#;=="3?
OBQKY6%BB^&&_0$2\NMA._>WV"_MP(/S7H_PG^+09YXHS)DQ%_4:]$?03BKXBN26XC/1U^]YV*L1'\4V>.,<@_7:_M&^^J]-
'T::%&&NF2KW?#_(;_\@NK.HAOZC,3:*G3N!12RCK,_$IJQ>X<:.$E_MSZF2ST#W]-KY-,N!HH)7X,=HO;A#C4WR61*V_M,CBUHCL?
*.QL5IBBK!WN05FI647E--D(IV"L%G6(&FGDLR1JIS#'N+K9KV-3PITX8^Y?&_*EN&HKN).2O:W:,_#8L55]"RM_**W%'X[07IR3L?R'[E%&[
MUBF_1_QIM-YT,*J0?6_(U*R<'9C:Y*F9I#@K@BVS9I1TG&=J'<<>Z2N-X:*=_M[X1^;-M'G;7"C2\M6E6+3U6:X/7[-
D''ESZ2]!H+82QT.#:;3E%,8@E).QK2_MO9^^^C?F_@#E70\<*? CM"C\%(590NO;Z=[&.%U(3\Q^_RB./?.\R["2Z=/4LV_%U_,
MQ.XZ='/J!,B_9@%1#.PBCRVM+6'2M.K>5*D[T4VQA$=5U$MW]&HQJK(Q;G"]_MU[%X*:RL)5XX:I"W^S4P299D6_%6X6N>]@=?
+'Q8W'WYB9P(H%N]+R_MOS?!^;]70^C[[\/HQ8F]#LC:4\'MLQVM59$>5?H$']@)EC]_M"WDTI9O%GX$Q49SMP_-
*\Y0#RE01#$J32+96-L@-DWWGE\YKE+_[HY3<$8]_M(ZIJ/[QVZDV5-:HW5897,W]-I5G3B79X_GY050%68<5Z4:"??'H$_A?$O@SC
MI.I$KB=)W#@UA+V*VT?=Z>%%OT&TZKXOD3&')/)N3;0J2[\HLU&:X%$(^5R5_M4LAA:8/*HN$&+_]347IM17?
[,'*BHPRDTICK)GB@'O\3L!=O?J:WR+A_E!P>I*",KGNH--\3U_MG5CD0\GG:\4_V8;!-2..=:DBZ5,WL9040'"O9-6I6JY2A\GNF2QJ;;<@V9>X
M"4C.2#T7G=]S4T*154A2L;3F-JKA83)K/INEA6^IL"+DI(F1O"1A\2FZAC$[_M?;V]_S;G<)LZF_VZ":,1+#IU@O:E$V_?
^^%+TVL]#5UPQCQM]*W(PCYKCW<)_M923UN#G74#E0\+6=/SV]_0KZ6ZI!!OSOH_"9>=2[.'Z*H6AD]A;#TDW8,U\=_MTB97[T0(-
P!TM\U)R;.65/""10]=^MQP$AZ2,B7K(WGU25Y5_Y;D#YCDO&T_M"&;!2L)"&X"NPFLGW"Q.QNQG>W7-,)K#^B[X
P4,8CXM%'Y;AU!5VX%VWS.QR%FU3?CSS&:0.5@\RBQ^?A^;_QE^*6[*IU5E_M,$U\|
[.ON.3=U:R6TO(R8ZD#I>97JLT)X)Z'VMNB/@^OJC?>,:,.##@/G4N6X_MGET)L_OJYHYD!WR_O2$XB(8\K1!2YC^\Q9,]\[*J,U"
[XO(_HWF%>^O;9_M'12O-[9D1>>YP6:=#>HALZSGG."R5OZ!H5+QREY"7!#!SM+3-1/9(E7:YB/,_MYZ]J-
W+B>^<(!7Q6D>-5O5%CW'EN3E]G@WJG+^LY)Z>OE7]@IT]Y$<5L000[_M)*'1*),(5-Y+JFA<7CQTFL!1?HACC@<41C7-UH')
[6:J^YV2MW#$T/Q;N?:Z,'BS:VZ);A@E>B.B@_MPX09)O6$9HFPG1"_UAPVTY5%W>B_6_>W_(OK!B7ZEHIS^(W4/_M45U(:MH7-Z:VLH
.HT8=\2)G._$[GSLI+N+.N.1#5-T8*1DN$T9SQC&8P=V_<,#VJ!MRK;_.>?QI@^@M+ME[DO#@^_M_$8P53Q/[-&^-
\YIH*,5LBO]YEV1W]COH$CGB^%;*M>>+("02.*"^,6+8AK(_MWQ4&_;07Z2T)C7'9-_S$I6*[=X/-UP^]%R!H<;.[_M+;IM1>_-1#OH,.'6
Z9]S+%,4MC'Q+*RKK#!>Q8X@3O_/F8]H5F"AH%M#,"C_MALKL0,1$EY_)&.-?Q!S3"N=;MQM.K@W<>T;0XK^YAZA)]_S'=%UU6P6M\#
M-WX:;%O8J.QNCA<1380>:,6EO>0(Y.ULQTVFKJNIZXVDKLE&FA6%]_P7+(]#_MZ$@">>#OY=>_4H*J--
;5/^#Z,\MI:=YN30EVEBVW3GC@QJH/V^6:.43?L&VGM_ME.B]B18>$KF+5M@7J:NV9KE&Y40&RHZ>P#_/!<.<5J:T45)R(BL\F(P(W.OC
MWM$O6JSL;HMNZV"\T5X"29<]V+:.1!O+)&(NV6LFP;*T_R/_P,@/CL^8.8#_MYGN_B'OR#QRJKS<;6KD)-[D0_MN_'+SCZK,OOF$
M:43,2G4+.@FA_]\J2OUL/C.&68;K,,7TZHL-0F^WT5/3L#^(;,2\U+A_!_<_M-/?\TZ3;,'<;M>J!=YK2:NH-Q^9#T<:-]X-
.4,?]00CCQ?]AU>M\.YGF3X-Q_M1]2%$KY[<8A90,,XO:;)!9V=FUZQV/7#^!#1%?V27'_)?QWCFY2S^8J=M\:N_M@_EQ"8^OU*7K-.WJW;I
"U(027BW+A2X?R:6_F1(+ACY#*(1(9N=!]MT%NZ/_MGU.==J,SW9FM3FR9FL[*PP$RTYN'I_?<3JY!^?^Z#KCG@&9="Z7X*UOCQ64#
ME;L.XL?#;@>GF//T(1*V(:Y3I#=%(#E3K@EZ,IFF_M$*DG2=RN,(2!=&?I0P^O.PVB55>'$\S!W0JQ"TP2#?YG/WBQ:K=1@:HB_^U&
M7K2]%_=L[]0UVXJ)U*@#3O0PUS5+,ZMMC<_S6\C>[F@H?)\T1\X>ZD9X^5(84OH@?;&JF_#'6?CS9;C;.\'Q
MFYBXX6['9RKQPO>TV8XCVZ?"<^W-MQ:5MA'D:_4JCZO("6)(EN(+_(85JT$W_MG/C65F\](&_J@V_J;2UY]S3=O#;KD>@L_U]
[W\=A3F.=0-=^!;=)^?_XRQ_M-5GM"ZAVPW&8Q$I:%@^FF'R[CR^A+T.Q@J4!+%]SY1LFP+8T<$-$)XL4TJS:_M$,_+$]W4Z)SCDG,3>U_%?
J=1/A[/:)H[6Q/Y"GRC=@9M1V'FWC'A2GGG''M'G_/6CB'_2_6RO:-_MNQ)"OJ/<6ZWA]YJK;M+'N5/M4Z?2[N!S/_&IR-SG_X_-:3XT/'BZRB-
KAPOI_M4DZ(THE+6UJS;S=HLKR5/3-KV0A?Y%S6$*N<-<*)T/4ZZ5%(L07>D*-"SLZI_M## _*MZ'O<;_YAES1#7-9EX+4O4?=
(YSE*4&DCA_#A)HOL]OTQSU66UM"'\;&_MG?&.\/8J=!W\DKK]!?-T&INX^U1)U!-JG7/Z)K8)M6UQPM81E)W';M_G_CJY_-U@/;NY*ZPM=';-
"TW]9G?^*V=?FL[_MS&L$#P>_VA#6Z-N?=B?3VK;C\C5F3'\[8W2^O5<5>/XC-,A[UV<#%3[<\B$REJ\]'9R_MF>8H_]?
P>EMS9]S^VLX&)5?6&GKB]>26\O>^AI8S6L@;5$?R6?W7MI]/;0K]_M8IN=U"?M5KN9NS=TP>WD)OH6DYBJV^-U;".IN^?
A:,.31.?"HJM]'+'#9WJ?"_M=PNLADO%N-[1Z(DCSY^C\"79JLM096><50UQ>F"S;EF&1&DKY.D/]3)WOC*5
MD(CNY1P1DY0'D4S2BW*3IB&,HZ>99E/-B"ZWMBP\\\#B7R\CZK$$?JJ&G)H>
M.+VQA;8GTV%5<]2S8:/0/2,#G#8!D@LBR:M_X)L>I[&%K9)-TWULB_"@2N>%_MS_FS5F4?B)&NYV-G;"[?EF
M.NON7M\#KX\;RMW]\0E)GBCZZ%QZ9/VS4].789S$L*,2\CD>+KN_L&0KKKN/_M7E:X\3IVO4MWI8'3PWM9)$N9:$L
>39%9W4ZPT)>.8(OA9R\POM>H@*$_T;5_M(Z8M"C&YG0QK/UC&4CNVF4_IAYO_#7=TY7PQW?&M;(X34TWU+.[WEK?%&RDU
M2MQ]MQ<($TX9770T@=H5'PP5LF'EF!PH9KK]%'A,G\)S(LW789>M(14);R6Q_MJN_N'S66_,EG(8%U$,9@,![8[0_YH^/KS%:>LE7_PT"?
1X$B^A,[E<1)DHBM_M>2\P8A(67E-3]=ALE81#8-%R${[R123-\DBZ6#P809UY(V!OZH,;OHTTK]DM
M/Q%Q^B,3[N8'W,0RB])^BE@;T=V0E;W<;_ML-\.-#;"R:EXX\;;2;]_:4[:F(SQXO^TZ@^;^D5N_AZ1RGLYF0PD%P++;#,/
M&^O([>2WG,@!7IU@_:'RAA#L06S@F]*B?_MO#A1!$_8^[D);.WY'/DI:EC,CA5%'W/O;RWD=8?N]CJ@7B\'J=W&>I^FR30,$=_MM\#2]T-
1N$!>,.;Z%AKKVN*&B45,=.BH;XX629I$[KRHXY=<9Z?0BNE6PF4S9_MT-IIQ_/UX3K[^Z@0_>\,T%0_M!^(K4[Y3V#_8#N];$4VC==;,
(*@N"_KKI3%M:BN7NW:L[3A:?'R[>FUYWFH>_MOCK0VK'))\L7D]-[Y<#J%KS/YH)9U/8*H_I5\VDCW'Y7KM-YY;FT!5Y_JY"S
M7XVY,+*\G!Y6J?N;^VN2TK2UDAY6I<<]O'M1^9EL!NGMH_(YA^$MX^Y9!MK#
M!Y5$HXXDM#0IX6CJ,\M1;!9[SNA(PTSL$<9R]T"M(KUDN:.!1[UEX#WP*038_M*U$EDFR99%']C#JTTAF<_TB@7A/$C*A.1<[_3$4RM?
M,28FCIEM:-WBD_<\D*@K$.4XEA/\0S21O-LXG$_MI!/R>:25"OV6"!53A5P_U/AXQYGB1D_M<\6D)C"?+7I
I5JLJK4J+*;C:GBL:XP8$AMUS&"PLB5RZ&N6N^M8_.4$>_#R_M8MAIV8@GFGALK!T#N>)=!P8_! &5OQ-/.SCYK<3+<+?F7:>O5S^^C=
(-'T';_M(DI-.QIL1*Y(ON4T[ZQ#,9V[S2^R?,)=],">MDE-MDE=>YP@;:QIX0WUJL9X_M3^>;1>XZ:F7!)1XX*MJ$QXV"NL4LDU)M:W-,ZGO,
<.Q6YY?4-)_9^!THMZ1F_M!_^>6R(OX\ECF>I@M[05SD'8H%46W1XW01[7U@C<=:.!]"AB/4>/0%T5TG-.;_MIWPASE?CW-
8QBQ.]EIU>RVC:P'4$(ZCK]J1('N1ZGBJR0T2&[&IK<_5!Q_C_M]NPD]-YW9'5QX2,UR%C;'#-$-NN98V5U6^R@:2!YCR/?0P3U7

5,/K%G/AYA MZU+6=!8_1F+6AA*?7+,M[T640"23R$I*Q)AF.==03C,6D74";?>9M@>@;@5L M\7S4[HNJ.$JT!17_5[Z8XO_XKP5&
MHZDSF5/F\#CXZ)ROA)2#Q9.1S>EMF'D7R#K%_/(Y#S@&NO8GL%$!$7G#QC_MF M3#S*99#<0BY@&)&=$QP)O,X-U$5"N) !5SGQX;
[+G5%)O#>^R*F'#MVW224K M^_W&3/GD4DK7Z=/@&7LK1376E"DU15_06X M.-M5ME29":LYJH?)-$\ P/D^V(-Z5P>0\I[+&GKRP.HC?
1%_JGR[PK0S;OAL M9X/"'I[&$I=A(!* MAFA*3""B:MU[N0B IZWX/.(Z\=;6:\$3#0B9V<'DB/#DB-@+5N057X?(;)9O MK0"B8"U-
P,'I>ESR546JVF//%:-"T@755CQ.#6*'+/X2M)+X@@GC^O;@>_ M1E/V+F)/')Y\Z:UD#\1MH=.X7U3I)@#("WW?
B;07W]U@45G,JH)+&5NFH66+ MF+>]/VZL:FV)I@5N:6>\6-9>A8&7MQ5K&C0KVW&,\>6 M+6S X95Z53Y5Z1*N7U;8I:HM;IBKU5"'M-
*&>.&K7MSN.]62:K[#(N@.ZHD_ M2>4"^@3G)W6>.(Z.F6KRKK'C"]>2YS[I58TP\GB %AW5LHG$A_7?J2MSDKG/
MB@OU7#"Z*WOH9QK(GL(XPYT.I]^@D(7+Q%+A,0[]$@ QQUE!S3-77 B3QM] ML\/?AO;(3WQ-I>^\Q^-
$T1%&I7RAW(G3THQKQQ>Q5+RE-"$>;_.+VB=)G#B! M!ST.FDCB!1:2B>R=HSK6%5.[?R0>D-YPQQ.'MD?J1' $L.9'*%$GJZN(XSD@
M='2AZX;X8?!$HP6A7^" 6?SIP"T1) 3.C2>O4##VA\CF!YT!T3A,?XX[FIX9VQS5TXP6]K]_4
M!F/:7@;8YO2&9)MTD++..&.$;C9HS/HZZXEW2ZFE_$-G>VVF26SJEN4UO!G*_M-L+W]}>BAUM;?#Q
,O+=YBY=PZ:80^,NBXC^)'$BP9#VRI8%/>DAC_^'TJZK M,TG^8N\GVZ-99R+(4A.[0YQ
V5S3"7C:R!V//!3,)2"X"XD@:_.!5V2Y>Q'D! L F2RY7$?Z$^M\LJXDZQ=%TH1MUU&AB9'^(Y
M8@I+Y_751V2&?':91/7.I;.Y<&0GI,N/)QQ(<]*6A[!+%/ &CI"4;*FL'0>_ M%@(3)3%YE1\DP!^;EY60 9^(BV7I
C,,U*84;T8)=2*XB1:6,/MVOOM<^$>$ ME(|\-1T1Q>T"+B*1,I*_J+%0' =XYUO\IC]UQJ(KEKFA,+VC3(]Y+^PK-'YQ MW$\?+MV'<:
(]1'SW$O#AOV5[W;*K+5TYT1--4E%*]RD[$D(FW XMDHE1$GU@.P0$$.^"JSS1.1-C $7(/E]WS)VUN
M\C]>JC\N75$9]^U//[Z9^(#,VG\3V)"'^!I(,D[0ST+9UOXQ_;)L!UN M-KATXNT5W8EITG<"FP()< MZ78KV@SNC &CZ6%S N6!B+Q2M8!!)
?":?EY& =G!TEG5["@WN[I#:Q)EC 3 MFZG*7RI*!YB8:: ,/[W*^VKK))=.<$$?J ?;+]XO+-GR (X+&$:781"?'[L/ M00_QE#2$I4IS\MH20SZ-
#:+:,#DPQ3<&Y"L8?&VPEE(5!9SN; M#=58ZVRVD:,#7*#[WT,D]PB-YN27E%ZO*:WW8_VB?K$1?
@_4ANP:P5UQG[4+PKC]%;A)>6:Y25HC6UL&F<-S@1W M)#6.3?58:5@.^*,AD?3M 0%070]V+B"!*@F)"[*E>:"0G=4^MCEW=-CC_N8^
M^%OP(;A:!7_A_WG\ALA2Y MQ2$N_.$!DP5N]_=L?/[Q]=_5-7@U=/JXGRYAS M+AM'GKRF-]PY!?9,R2X,DFV\D-ED6\:;TH!XSG']!_.P?
F,H#2*^[5WAVYJ% M1)5?UDHHA-; 9<[3*J!!$\C,RL0]T6FX,.0&DDUIG-P5SH16X06%?+95>.|<
MKU@%K^[3>')/U:>N[!2UZ.O]4^$;C:U;J9L/#M!Y6C&,HO. MPECCSIY+[QDJ6WT,$_G["Q=,Y!JNPN5^[S,7:@FL(!B7C*^X1._#R'!""9(X
MXCEVQTX TWQV>!378HK4Z/2C1=PLL'Z>,JWOZ=%.9KOFB_* MM52M!$N6'J0+<:J_XO2S.T);ZKNYS5X1IK;$,/7/WIJF(W/RBO
/U(=WTNZ=_M*#E>T;5)'?B2+C@G^S;Z5M5\/VT_CTKOE5(/4]]=D2>"/@$&UHNZ#Z[Q\NDI M$J\9IG5>O,AYF7I?GSR(B"3DS+6V%:=Q)
MR!V4O&R9*S,S?<&6O# ?KMDID:BJLWOB/:I8IOAC3%UXR)&U7,,:\^UFG1#C!\ME>@Z,!5AK0:>QQFK)&T6 MQP+6><#G
MRD2\I+WG_@C)T!$1MLGM))I/9)",8A<$[IV:+RKYWG'I4CAEQ5*BICE.2#?5 M4U_!5[7%NWIOE'@PQ
+:1!*W],,]2)K>1RQPV9[CD#.:=@9K]7&_)-.^Y :^ M9*FNDP#/BN[V8>1$Q^O?
#AQ&99V,&S'W5YBFO@=N^#'05D>@FN9X0!5^>N8^I\+0OU7SB^2!>_.K2RY,\H17JENH^)
M$R6V%+Z@3RP()M2Y<;894]O+0KB;ONH4)Z'[ZR*M[<1&&]T&4]&8RM=YKX6X
M5_L6\D=Q6@CEHM\:S=/U_7%/3:TM41TJUW3&.VVU5V&P8%ICEOY#YBT /P3A M]9C&T-
3=CZ5NZWA[2H7/"LL+S!^ILOQ=Q&,)#N4ZB"\#[RY_$ @NSU\<57$Y MT6P;^AX7N&QK9#C2.+%Q#/N5EK3M01?
Y5O+06@Y3E3%4DA0#+)$ZIS^.I2K*_M9@]HB*(.ZV-6(#/6)+177!:/65-)BJLR859-FLR,:0E+72*[16#QF-)PA+89 MD4,4
JW.F(/CS$OY(A$ZS M4\^/82(J=_"_I;6L5.;>*OPEC'Z5!Y L45-1_(%"ZDG9)QB!!V+,'NE?Z$*60BG(G?M\>VY<0 NE;6"07">
[64K*">S>0_IB*E:5^KZIL2CY+ MZ?ZOA5?L<1JX9C1;>6X>IY7JAF'%D.HS;W.S)MNQ)^X1F&">N<>R:3YU#\T! M^]P]FK[C3-
Y"W*]U]D;W+:1$7]/\C=7$YC-XCRGISR$H 1@;!+VHJ=M54["GF,3C;H)!RNZ;)"QP6N8>(_P+N M(,/0VL^PE(V :'H5%AR(O
,BLY/8F|#,,DOG>8=W%\ ME"OLF^#ZB[OE8D.Q/$B;@+3MTW2*,A,,1QHQ_@QL/^VN\2!TD2/>T%H.!)5I MIGZ6',:"7&3/!8.$G'SKB5
EG#C4/\OK"4C AX\3;\F&_R%P@12/_MFS!8#% M8NI4CCR;0DA"[I5Q'W/C7NO&304JR46S-XO[H'; MPPWD[C62-?
H+.$5,61#!P\KMJRG4IG;]}N12Z<7QTG?B^&[S"/=>5U!XN<(V M1AUQ^Z^Y[C6U $IZX?7C%K(/5QF 1[B"#82Q@A'Y+%AU.5<9>KS?
LH#>)'1W MNB=BT'Q68_M,SYH1G;6=S3@^EWBHT4L^_VTBB$I[>#NZJA_H/_[A!*"=4A5"_M2>&?ZMK2-^D?7JGCDE%J/K0O?
#"I"!/"'YS!J==X%_^Y$8R_< M[KW<='5\K2)#3)1 <% MEI#;LGU$U+D\NPVM#;K[U%0F8VH2U+\)W'!'5\Z7*Q;#W;=#U+2I6M\#-V(;
M:*OC<4USO&AK(G3W@M- FW#BXYRL-"+@G)4S +"IU+,,,I^"B+KA4\#^03TN MSP4->-
B;5"V*JUOC!IL&+76@J6B*%V2:!.XZ2'6Z,%1)2ME:B<>Q-$UK'#I) MH8$H,P#W]RV6=IQ T756X7%$=1OGD$G&;L+'[KI\[-
J$V&R"N:>!XZL8^2;@ M-J-QLG3=J+K^,C^*LX3J-M8R@',3UI!,_K'"3V4@2@A, M6#.)T10=N 4I#0%6V:<,+46X5@TBL_@<91?
(>=H[1]CYD>5>)#<;:/WH;JEW M\.G=YMJ)8(*,[VDDM@\NG)BY%T>Y]R)V&.I.2;O0P8W,G2VCXW%K(GA1N+LJ
MG6LU*X[@(RE/>%I7;F\MB. KCUWE!J'@+8#9/XAB=:N74!W)?J#)-O1L'LB6 M6NWLN/+$Z(V=Q_0P(& MXU/]AKE.(.(PF'_!)/>AS]SS(,0>
O!O)#Z1_$(-.^#M*,P0&^JMT0@4Y=UG MAAH-2G3?#>&T121^Q?P#%-/X2)-T$7,O'OO63X]LGSBB,5Z\7M^O(/1^GRT2^]PIQKCCX=
<1M6LO> M/)+VAQV-P,M^MK2G,+):U@_+/!:KAZ*]%(\K=U?*V^(&FUH-B_N]0WQ@DV] MN-WW0C6]V8I<+40L;7*.H>?
2%_ZDRKH%%)XO!">WX8._4'BVEG1+CD;.$TU? M^I8)/MHK 0VQ0 +-\$S MC1-*'QW8PQ;)[Q?'\\9IL]K#CF%9X$;:,>Q9."
(9D#Y>A!Y%R^[;I"E]PA<9 MZDJ(VB)..2T(B)1?98,B&&7=TO8VCU9RP30S-AVM-'::BUO6Z5SN:&4]YN-Z
MM7+W=X,3(6_]M&1DS2L>$K(4J(RL+)R1L41>MA&U)$Q($2#CJ=!%97+2A\2
MNMM\XK^NVJ]MTP\G)K76/"LH9M()'S*U%WU@%P6,$HRL5ERV:0$;U;6L?G&[
M6\%Y\H^J7W_O1,EQ%3E!#*7CPB"^.!;^8I0JUHX63NP;Q$+E*6,M".'#R&'4 MZ>I%Z7L1@B31N/58IE3.^![=4_X_07+%(NKR?A]A
X36O;%CT@GG>&^GLS;1 M-_1 7A/47/[NP)]QO)YB$1.UEZ:2AF,:/8NG/K>4\'9_3UMN33%7/Z=^6\ROM4@W:X[8KCN
M8(<,N%OT10[A733IO*FD*MY*U],5&_&/'-F=.&9/ 17/ P.N4X']2K1I8=V6 M910WB..MOXIHI18V/==Q^Q9QY]W/N.2\&Y2L&RL3%.
M:#3345^.E;?$N_9JD+?KB%5D24;7CJ=.I.4^I6O#_RK6S$UG6P;=NGQI*/L!UB^XS+GNZV+B*/KO%$1UWOY4L-,I.H[FRKJB%."&K637_8
M^;P5/I@QD+7K4%-4LT=X+9Y&3:&@E8?OK7ZXB589H4N!%[_G#IB_22-OM8HT M@,K(K[D?3U!IK7EQ&=+0"1\$M1>]>]@N.1
P=.%!)G5+6K"QM% 96_ELG1V!Y'&) ^D2R9!(C@LU\2W2O\+I6LK73J[?Q*91CP%*[5^Q0#VX=EKZ MOL3^VDUK(7)-9?J&1RV(J
MWBV$YB)O01<[2W; MI^7F..2[X%]/=,4[QO V1YDY#/LA!L@VFF< .:=().4"V4J'K0(9G@\.445Z# M<9^QXGBF>(FP1SMV_B:+",3!=7XL
(579\.IB1Y5>:HIQ>(&P[2(.8F9,R9Y MQ<^<#S[<1HPH/X:W8?!$HZZ197U_Q #: MQ1+5D69-9^2 VDF5<2+/("2^8%T10@"B;@Z^?
T0=6XYIO_(8\V-()$NTT>8T M8\IP&(T2B8#GXN64+_ZMWHTKLU\?8H@AM[>-,OSM M3 DY&/?7JT_(*Q^;$*M[MJ-:1 IY=3Y-
R_DP%;>N#S$+:_PARVX-*?;P]V3K M)%F+6).00$5$V!?@7'8L263:9@*G]SSN7:AD3B)2]'V?0%*CW&9@$=E2'F@7 MP^$%
[$C1D$$3;\X(/2"?'/_]F]__/#VW=4W M)*)[WE62?9,MZ4!L1S MCA//,/8&Q7TV(#3>PKHGAY_P]W0YHTLP_=1CW5A\4,,HKQS8M=[
M;IS*ZX5Z YSS2;4NA4.?[*^(#W3.9>RU_T8$+3L',,I\N'@)VSOLSS"S_=7 M]""8[($=O$\DVOAA;+'\PM!?4NH&X:H7^K[#Y]
]!+7PMP$CU[2>U2IR8)_] MBL]O96*;+\<@G./H%LC#R M3=#*J3 VKOT550)DIX^=IAM;PZ&7)FOMB4]%,\3X5:=9!F!EC9 C6*W(W9>O
MZ7E,OHB-]]1E&P@A"K F5J@EN"9!+=:.=N3OLSGM=X1RXWPC#=QLGNZ,JAS_ M5OH($H-Q0+1+*E@!DA.UDCQ\Y6W;&C:C=E M!L/;?
+,PW?Q+V1*-;W:VW1!7TO]&89O?]%[_IC*,8YW5C?,_SI9-K MN74WQ&K:(D;P)@WS Y^*AOCV]/:V(0?<8@[9%49/_#:.M5UJM_B\R*?
(0ST#P_@=+]XN1W7S5 TS/<-&K) 7G#Q):=,_73:4]K)3[LVFE=.;RDO=BNDO^?!I0?"7 MB,-@Q,)0C',CIJ-
0598SJRLWR>H$D_7&&8*]=D["'8NY%,>/84)7X25<5;S^_MLJ=!3&-5/6@5EE:CKYYQAR'"*>+X=S&;.IDU/BLCGVN'TZ^J
MZ$C9LC#'M9+_M__3NS9O%FS=OX&<79.'+(2D,7_3($EZ0=A="[MF9K76/$DUFCCMD,5MD2
MZ:%\L[S#%$@6M*V>RT^J*:*B[DM1M#$6&>SI[T[LTXT"3G_M80V#JN]EW?%Y M=A\E!J^'OB"*G[K+D?X>4UGX42PBB:I;'F-
JW;TX_#AZ/_%HXPF6'C[LQ'4N M&ENYI/88R.GX>N%;7<$KNBX-/HQIXD2V#MK"VN3;NB7UJV4Z%/UP)
MMWPAN_'#%UG\V1&55Q\YSK-F1=1A%X0NLBG>.1^7?TV7TGDL$*U&Q/A<)-7N!
MC2YWBK16#ZR:$ZZ]R+5@3P'CBUG8:@9^!RHJ3,.NIA.$?#D<20+_RO_J^@>1 MPI$=T<4+59R-9&MB=:0DJT6PW8YZXC1JX^QX%^@
.VVB/$5TB!.5W!.+JC#) M]CNR]+F&\$8D%U@D&OU,BD6PE]ZS(PZSY,\R2:9>3T\R*'(VN16 $2G.>\#+
MQHIZ:AM(4"=>Y+QTR>WN'>M>BH)P,'KO-N+.NYS)+M,Z<6\KYD&3?CC1O[7F M>C3;V EO#&LN>O?
Z82D'<5(ORXBIX"UC8R5:G53W9X?/.9\.6%KG\(I3'PO MSTAK;5+6>@Y^6ZGEN;>>-<7NH]4"=QV=%VET%>M%8RVZXO
J:G1/4PNF.H6L MVZ\U[HG3^3IH;W@6B7Q;MZ7PXQTW6-SP16(#?&=-"#[_0.=-VK:5O!O!7 [, M0D<1*36=_QCT1PQL72Q1>E#5U!GYOE
G50;8USK3;)I/:K.9L(&5(%$>U\+)(/#BZ03[D22Q6 MBET>UC']['<#UN8:G:U:VL1NMY.F]MP]F,T]&NA)V.4"OIEY/I*-
[#LU5O>!+E!KP)_Z#E92\# M3VSSR^KK#^QIFS1D4QKWQ0DGG2R@+6'-.N*#FV[B=U]^:,;G_G!/16!')RW)F MI@U#2-
HV=N=LZCO*EEQ:(_F*[IS BZ]]]@0'&H_4/40L.?Y%Z';I!!^<7TL? M4&O9'S&6=;'$6>%UD\{(M^0ZJ=)]F!=J&059=6U/ 'J5@[
M+H*=5E5;A!77#';V6>8$E^0_M>R.&R?96.'GES*0KPBQ9.LZ2:,_M:/I$X%KP35-319F"JHIU3D6=NM]-(;KI/U[*2QA2U:A+0B+Y$8VAK>?
%OJ:1 M;*4 \5C5RQV(;GI/2W=$V1%R%78:0K#E9R M;496NJ G+=5S^"CABFYH%-'2IW*:N^!TQS;Z-D4/:?MY1A%GTG<=FRFA/%:H
M"RMD6>23R)65J+*I$B:TPM"]DUF.C($U61!-%##.8Z2MC M&9*R0!/43#79,E/F9 MF\LS+91:L]J?A9UNAMK$7?W"'^L-
UA5_TD9#]RB%%Z #OE1PS= M:2''ZB$TZWDP<=B_Y[']MRY:YV^PA)DA7XYYSR!(AN-OY7#:9Z" *V:7WE+-'
M_^0UU_Q1%/&&4^]7/$@'(NY[_&M])(POL+4(?>+C!XM6%[Q)RISTDZ[M\WW)HQ_>Q.! Q)@*8L3Q:I72C1
S$LCQO8="_>M*:+5'=81V)2^Q<9)!LBHW M@7%C8R*[E6WU+HA6JE)C2Q1?^\RSSDL 7J1)"W<^U_1'7%7E$BCU]A_5A@,US\GA{T M:.
<|>99JX*DW=F]IPFUAE&7>ER!..#Q[.5EF WXL:/@084*?.I6W+7L3+DZ+! MB](WHZ4(2%+A9VNUX6^[_^J%@;RE(R[7K\
('ZE+V7'O'O;878D QU_KL/GMU M%^3; "T4Z#JBKQUW*_=L/3%\M3K7)(SX?YSH*'=SY2.8:TJ<0Q+",YNNX_MB
MS]>EOD^]!5_@P:Q[8/%6$7/30O&$!6J7(_+Q985*H8"=F^\C&C2_W2V9]+N2 M"UG_C17G.S=U=J'RQM3[^]2(B0?
]22ZRERZ6_$N+\2U5'EGK,TBOC? M"ZZ0!_D^-(B%A[X/HPUER5GBV4 D<6+OD/8JU&7K00]?0#>H5KV..V(BV2\R MW!'_?

2WXYD5NHXCS$'')@F02V*D&A|!DFY1@3U0R7S?>;?+;U5)Y>&G^F<:< M9FE.5@<:. &EET7J%H2U!) '>IW5Z9%S%?-(CD=U$)3MPCA))VS04B00I4?X M,C9_$2.P_Z?!:+VX(LVBW(5KP3)RH?.3N:3?S@U|1SN@(#XL\,T^V MB1EDSG)^+|Y19$X@HP(#1SQ(IVS9PD\|26N)AZ)%\)K) 2RA0@D&<1[*NN7 MBWIBT\:/DW^GT@4G7%#4RB8HQ(=_9(Q1+,S'-AP4SYX5%8P?MN/|$S_0_Z?&:C^?P2.D-]X(WJ&X]Z%0E$@AD(>J/"BF$?#A4QNTX?/7_W<(M$\9_O'1\]^:!7OS@Y/D_$L\14%L^?W!F9(?)9:#+U^V0*[R4'YXF2 X2T?)H(M4NZ0XN/F_H?U-BB*G&XZ'E,^QL_,KG%:JT@F0&J5:6^",SD2=^1Q2[\?-G ME65>E1)Q0;B0))629&(2D#-+/Y.2+D@F*U'"BN^2BDLT>2V\US2?+R WY*+T M"U0,Y[TOR@?J8WJA.^P*9F[B57\#*U'E%@W 'X<2DDV<+KE_E]-G6Z@-,MH*8LO]HIM+4!!IY$O9S_[W,;G>P###*1:M)^55.IA:_08S+5G<;R=)J9]/JW M TN.8R]"!V,WMPET6#O7SYS#\)KCE#FPYM87G#F.4*%0&9P@F"B1F+URALPG M12G@5[+(1&?VDRG19/0B6EDVF7/P1>6#+^VZ7#8I>10W+[&*7&."\BO9%]T MOW0TFQAGN&A$:/I.DZ/EE2*\8..&NF$'F01[D9W#5-??;N<36G>;3D9!X/^ER&:4:,\GQ+|Y)%VRY/#7(R"D%AP:TVI/*YQ,XL<7]S?YWE MY90^%EW3##&*U^B5/^=UW@8YRM9)W+FF#X<\&)5Y"A4'R33?+XUK7@'G;R=^ MYVH,93E-FYERH^GTGB-'X/*IR\KS46-IM:G0JD]"=L2\)YJ9ZV.8T)BW>F>- M?8T]$,.@F;9Y:G5M<^3@:"A\YP&9OKV2U;?AH:4#J=#+?<1\\N." #=Q^>UC M^"R8DA_^)'^[(&N:O,#+*4O/>6*A>DV%REAI+\JZ=6R:.+=Y7--)\CE&$<%MFNN5Y&'C.O&X2@OMRC6W@=`VM*WZQ#VCUHR+"F#N?<=MK+I@VA$QI+?2O1#K M-O;"=[FN@^S#A%$\XE5Q<<;I6ZO%#[88<--RJP4F)ST9$G(*[HN]=S:UHC=_MM5G+?)>PLBGRR,M\&$*A&O5XUC&">[_>)S7Q)MRX^FL%1"*6@)U"ULGGU%MFC9%2=/H>CYVQT#5#,8?X&ZEQZ$\C%:AJO!8KWQ3UUG@K9'^)>|:VV\V2&RF MQ>"PG.W8\ 4O_*^XU^N1/;""P:X*?=K"ZG&MHKEX'D-)3N0^M8!B9A/')[." MX6BP403FTG?@^8E?'"B'D=Q%HAB.>NB>)%@>AN(@1$5;,"KLD$/ ,QKM4J_"]QQ\+V4M3+;VZ2-U#Q%+CED(7F:;EOT1@V$72V20V*8S'2U MXNA\N$,@D!9F!=8D5KSSA=JT0#BI67)F8 M@1S1^)&4X;BI-/2A:M(?!V!@. M(+479]1K-/?R%>8RH]0U1@Q]C3IF.%?9$CFH-%JK&4U9_M)$J1)HKV] @TC9HG7W(X8+D)W(AR=C=!WQBL,R7$D-3/.AE>=2.#',QZ*M4? MZ9@20-Q101ZW63+6C6:B&41S"*SDVHOQ3NN_O@^C,H.4&7J MYG{(X;2M%GT.HH/LX0GM(#K6JR2K0L'JQ=)RI+7PGO0$]BDK%@VWRIJAU-(;MT5/;@>5V*!\+8P2D=R\!M\26[>^S*ZIWFSS]_Y[M:9K\OPR\FX /9,<78L-] M05K^-,"PY!&CZ0AV+(EG>]-&CLIC:#K ;>W3\#=,A1,GF"V;-/UFX!DT!<'"WJ;QP1+A,1 E%=*ELQLV(3%H8EF]5@2XC M=,B3IN]%1/6-1J->B"<#H@B4--Q M8MT;=Q7&3L+"_<&'O[S^8^O+ZS_ .>;-M&VZO/[C+.#=4/CA+J\OU.7U]W0= M'>"AU[?OQ%7U'Q?BO2\>N4AS_P!LHOK8V@[_L7UC_1%NHPV=0A>U0C>W 4QA!OJFS_;7=\>.8B;M2M]UK#[0/90+@U/!FV 31CM9Q8ZO/R&#$<9M$A(N1 K+>GPBY)CXQ>V1S5&G MJ45XM]FV#8">0E!'ZJNO3LLFI$ENCJE9JX(QTDD$&'YA9UNSS>WQ@G;AEKJ M]LJFN*]P=4D<->1FM$E.6'R&4AW"2%Z#U21<;7A6+4,O$<:/3,(;>XV)=K'M*WCYM_Q/5R&DR%=82_%6<7T7O Y@*O@0NY+ @.0<[$3%-A2'HBKI1C3K%"=V M.'$[*\N59?H]T"<&);I@O28O^R[3C;BZ-S\IQ?HHNH2AZ03$BKA?M^GR.W$3K!I)*'<3FQEWAL?SO70H:LCB2@KYP5/,DEN!-@MB&2H)6)9";\F M-$BF/T<'6Q58IO[^3/O^^ZHOW><^11*ZO\HDZ2L.U7SRH!$+/9G8#!44?!K' M:0&8O+A,V934G11.T!O"/OG]BVYTD!]_]=6J\^9]=C'^AB5# M7=;-%?**!6I0G9:UFN1$#*=1E.M5VZ;'Y%2<;+6%!8@DRIV5V.4<2]?F.0G@1(INMC@]FC'KC3QHZJ9+UY']015%321-XG&B\B'D MC:B$*J[\FQR;|(;_[ZY#_X6? BN5L%?^'|>OR$R\W0A[L_3+\YN#S''-_=O M_;'#V_?77U#HCQ-E?\81K#WN7%<<$ZP2X,DFV\4,_A,=Z4 M!D)>*Y?#)OH^1L;G\X?Z?,#3VK'51";)MXD*@Q8*5T=IUB! M4V7)!GF[I<4Y?7,7Q#!MJ*]6+J&V/;Z@KY74W8\\U*5O5(?/UK0>SAUO0_?7M3WNY@W;!$2" BPYW@7JMY,D2K>6C'HA=DISK3._;.Z"/$IJH4#7\0HL7A_V MZ<'#.N7"XQ*Q;Z1X$6#&9Y^$^7(("?Z9;)T$+L##+W@$XS,Z\2N!4]GGTSX] M<[C0[:/;9GHD0S8XQL&WY88;H06RE,2?":95:5]*9]>-9X1CE:(/-$@=H'\V M.NWATCCZYH@DZ"."(CO?=\"7M$\R$.499?5MY(;VB-''1-/\N>R:QLC1QTCT MSOD):9JH"(:>V#.5\9 L;"5^%MSN(B\3VM.G.61JER&:5%J5+M4J6CQ&O(D M^NXS?65*@8UL"U0?MM?+O>$>G/INP[TL#+SK+PD-X)1{R?EZP/L^"O=A[/AUM6U&=J""&[>Y6T9[V;4L"Z1Y6#T6ZCO^4)6S-2]8DXTHRMB3E:W6S"[]Y\BPD M$P8/U*,]P?WQL(]=B(F?LQVXFHHRYGT1 T-;"^0U9@P[(H_S6JLQ0-495EUU M)@Q>1YDXHO9C*H^M5Q8G,Q#HGG,B.BO]&,!>01I+AB@?!(/F6]B2HM>_'?BB M9!EX*I7V-"0\J2%66QFW)TG$B#F0O?0,C3[TD./K4-J-"KM:55TJI!29%"KE M&W(D0=#_D:_2UB=E_29/L[!JTIP_N5Y%$,(!%.61#OVLEML M$JM9K!3Y[S#R(F.ZKC!=2,*LJS"7*Z_.OZAJAYDF_XX\:*S)0IUZ4T[X\.*M[BIT+RN@.*DCI@7)F(%G:#@A^%DI$#&=-7+=Q04BAX=V2O)&'@\1N(54W;V3Q1,O^R-=%7;499L/IR>&KHE<^]X)O93 M+AL61)(U2Z10\H*\ MDDIN7DBQIETT36VSZS.#I!R)SI)H/&ULYTQMEE\<]BR+*#2.#QO1V*.[I=[! MIW<;$2]>',5\L'(XW%?,4_4]<$)J"VWU&*NF.=ZHRD3HSC>-%&V162W6%^NC MBB_^"PYV7N@%:Q2ZH]Y==.GX?EF)W2JX M,NZ-VT5;6J$PS9AUQ>O&;17H5X@[9<27K$2R*A;E7JC;@%9\?2I3:"7WN#EL4G\4J;XO7F)H&'V)=>$$E: ME:BR]/+=.'H]S50MO*P \B@';\O.]DWE/@BZ]PW"$8T=L;I@]UL4';25M\3 M^9Y8>STZ[X:%B>.3()MQ7.G(;N*!VQKJ1S4#)=ENN[K^POLX >'*9$4]MLXSM)6NH*QKS"!9F\B>X[@&=0TE-1;8PG;G^P:/Q"5M!YH5&5#VAL("RIBH#S!-"M113>BTV+SR<1=>)#=/QVZISWJ;Y2X=@/]#_]%!5$B1#J^>@(]OBKGB8L4@' MS9BO;1AH=W=(XH1_FHI4K-84YHW/)=9H]):]_DC=9DR@RT--,C.P.$O.LY-#N<0 <'ID\,FMJXQS"Z(QA8EV YI MEBK$U8;5.+ K-+S,'I^Y<&(65[XI:M8#,.R:.5M\-J^R.7+8-!2^SQEO_B0D M'&2\;)F[%<7PW70'62+@"_/]K. YA[V0.W](P3 Z;;@)?3]\$1>:Y)-(\6&G M+CNI9Y)8P!+&H^F+-*GV,D^J}3RB=43]MH"H@NH@FZ\IR[;, I1+??@2%R% M5D'P[L Q>$W)CB9BM0EL]!#Z&^+3))$S@J6]'R-_2@G&.7TB&"QLO>TZG0M@H@/^D M;Y/J^;!K(+:.%8\@S)!UCI\#:E<6I"R<8KQWF&12+94,52]A)HMY=| WY>%LAS?X& 91^D^!]G5)-$/2QPF@HUE2/UL9C#C>TYCA M5>Q\69%+(O.C%R1C)Y; .D.;B4"9K2Z.V8]_89ZO>]WM\98^\U'_A54=11IW MGHF_&=F@U)EJ>\[4\SD[^\&)*,NO6#Y5_(96-@=^PH3Q +QW Y7(1R*-%G0 MD,9,/*&-14H=PH3 #/RBE1KCN(=D8M=!;H+](8D%(+PM+3]DUF,F@[]:V]*AM?MY\!@.[1N@A@AU)?D$$ _+63EF?*916"EH.W42@*W)FS:*UL_8S\83$D7/4!*M&[?.$F M-C5TXYC%9,.SFXF?C&3GFGV$P7C-P$O'TG@0)[<8+GYZ7*F,,54.DU6\P&74 M ;>K->NJ.TMU:[S#W4#FK@/VTW>/WY&4.LG)VPT3)U,XSLA/?)L7X:?M<8AZ MMZ?!!R?ZE28MWXTQ[8@3@=KKGIV[&O5"?A#;3H=1R^^&7!2R$[*8O1$R[N'J M-)8!+D2RP?="S(0F://=9W/^>MMP%7QH'C@1=E2+#GT6>XO_ROHX:@ZQ32D% M$GOMFD@DE0F*/=4HA^>V$!$:8_,/%(I]U MVHM") -> !#9V*OP@LKKNW?!)<K=914X0.VYE&KI9/YQNVUKS_,* 02?D M^U:M5.A<4#).&!^S?.42--UH34*X *5N=X?RPK^0*+UVID;X?*SCP;R)K/-+T1+8<&\B*]S?W%^37ZH&Q4 B&(_'_H+CUQ1=QNPWPYT M]"M6-2QO(Q.4]AYZ\[^*]X%["1:#[MWK9*9Q?Y_QIKDO"NN;\UG\W\T> ^JU MKY\SRR49%QNPJGU8\5U7G%=-TG1-<]QPUJ2G#D55;?'"2*/$78?LF=\3(&TQ M=[I,T]KLY]H.\QNSU1G(U:WG-6X'R@*N&KD6$X)/M15;#O<1'!%,["8-CZZ\U'0/%"V=L8ZNXD7V GFIGCVV M&T|%7WI_/\0}]>YD)+2HSA$V[HD3B3IHGVTWFG5#OMW84HDAH(F)2==1C/(J MYM/N)%I07&%RR@E]R"F MI<)/)$9EOK7?ARV9GV5"@U15-N^,P2PNGBJ5<>9 M@MBH$9:$,2@JJI2#F38[9U7I<.#:%-%FYN76P\YI3;$L^?SCX=M]%*[EUN7Q M;@.G,'P$FB-<;>\985RS%2I1KKKKS'#.0)&AD0Y.?_A:*SZ+ QDGMHQ RSR_2#HLQ+GA'-\ZUZ2#!4KGN7>O* M=>^0HV@+;9LJU[W#@)!&B2,U0@]?N>X=OLIU0RFM%/R*4MMN)[B]WL!V)C@Q MLMTG2'.[_7U<>S?2? ITM]NOX,*[!<-V27>K*GWT$LA7R;0GRTX#P+(@T,_?M3A1KK7E>]\B@$_*U82L5!JAZI-XM5$\=+HIWQW:GZ\9IUX&3V((SR5XG+#[# M?8:5%NH<364!]=+EV0J8*<\BT3\ZKXBKV**'34,MNHTIC#D^EY_ MH9'+X@[ION4]<0)T!^WKDGY+NN%=W[81?L@=>,4&8_;O&"9X3"+VJ_+Z!7%BMXM$-7ZF*0D1XJD^>6V)/70Y-4)&EI?>7=)R;\U?I7N_[I[WFY/J5L@_J^9*+ MJ#Z$S:?$'-T!1VU='ZD1GC\ /HFR'*P CJ"NU_! &R;;36_>#(YC\+^&/E]W M0$Y(*Q"KZCLO'*NU0\V4E7:<#YK5BS]HNA5$,#DG7)@VCAER@DBP:!PUEUP2 MYXF2Y_SC1DXR8O9L"LGI4E35-VF12]9"=V=;=%=19976_L>V&==!D\?RP- M7?)]"56#R7+"V&36.(U8\\TLQ1-3IMBH5LG3Q+)1H<;"V/<)2C/@VL.B"94YM8:.Q5=JEV^AKZ3;]\2ZI.VG1NZHEI*Q)=D3C9SMC MPZY-SE(W;#TZ.*GZ9]/MJ DKEZ%<[3] Q/$^C.IF!<.3YI8D<6+BD/;JRV)I M0P]I:#J0=L/GM+A*#-C'8[\(/T 6O%HV77F*2RH">O?=1N1A0N%JAT/B91@G53=1&KK@1/,V^NH1;5UJO\&LD=2=[YHK MXC#*!7F2TB>"P:()-4-J!/X#AU(=JH.M]M-E0\F^@",;)W6)?W=(:^>U9R M743<#UG1+\D%E^#7"E-U((;JJO:I>;N5R,-O-[?69/,YX7R)=*44?'E4<%KMN!7,>Q;%"5^&/5(^+KS+,.#3;,+6/KWG(X+%<1@=/X8)784B!H#C@2"F\0/U M 3]6X2]A]"N7ZM+9L\3QY3,RU?OI8S+#Z5'3V#A;#XW&"?E*:7R]^ZRAG)UX M&Y+/[W[H!.00>#Q(A4M5&Q!;[%3%0G_^'6:20P4B)3H)N.SDA?D^O$ZBMW$2M>3E+)GUR!MRT)-Z' >]&6)"$1*E&E&XR?SZ>=C&&]^N\SSZ E(UHPI%<.@+B MD54H%W DE9H$>$OY7:V>#KQE1B]PH"3A(_'3.Q;M6W^^'UF4J?YB; M;U=KVU2F\H?9>'*-T,.7J?P!B1N/H+12T.J-T#"@QP],]"M-WA\"K_R0H[$QM;I^LU[%PR;.T)5Y/;)"WZWB\=.*M* S&9Q0QC;PF@A.1K(C@974+\R9XIG$B MYKC,,:]8##GBA[.Z6<:=<]C,YWUX5S? ^^P-I2[Z_#6R),M]465D55TB!.R M=%TXTK(RP2!3VMI*\!>6;#\%X3JFT3.\T"WGVP05K"(G MB##?M&X=CB->&)M([\Y'^"E-@)QJ%Y>+MW>M,GF&QIHM;-X=DKO-Y+A9Y/K[\X2JX^-G!K+WQ=TEBG>'P[^@\B ^MJ@TX*Q MILE].7"3P!E(4M,,+![72=LYDR8@2095\M%G0M[V>L.)>:W)72AKB'9+5NY7L5:2N\P[%&UO[+A7"O{$#M/-M,.3B:1VX:7M&J:XQ[$37K6 MA&W^%^<:I1XN'#@UO(;4).I:B4O8$5W^S!RHJ-*4CX V-QM9$K^_7XGP&$ MY VUP+M+MC3*]\/CAG3UX:CC=O:!K:ACPT"D\4+)TIV+PNMY,@>8Q*L2,Z+ MAX.*F1TDPF*I, ^"J-DR/NZ-+SWEBX0?J,=?Q;P*W^N)G94N M_IM,1QL!$63=#"#S1G9,/G5>X-',Q0)@YJ/M+D\A!% M]*R*GF$7W!YNHJ_NV'7M\?JSD=2=)RM%G.34N0-ON'>1I> ^'+Z+"$M01NXSX M?):0VS#F'JZX6_'K:8(J)5T-MCI#!*H0$"KO/>D"6YO+=/G=.,[_3M> M;RR5LL]FMB"V(!_/!METB:)CZ'/N-,/H$R:./YD^*^#&5VF*I T4$+L?LM95 M_4Q>VAW(E3KIN/"">2N\Z% C:^,_U@'I L&+8P^90]=S;T 6WYYGH6ZA(6M,>KS<:2=VY(JDBOB""O%@$9@SLMS>>3Z"R4I;FRMB9(),I.$PAP89R$!4^WE(LG'@2XVWR*9;W-*L1NZ(,:I(PT M+D0*=1WPPI29V)VGV)0Z$>07\KV/U^'F-6;'EN M'C=]Y*/>-(HOM$7NJ74:5L3R>4/$GEDK[C 1?4[8=E _N(KVXODBN-PR9RU> ME&U803=U0NZ$1CI7SY>G/1"[I9G<@\V8&0?+Z^^IU/:!/O$5 T8Y2I5#E/7W M\BHLU= %MQ^;Z&OZ_AU>'S:2NNM0;GC?#MUC=D,IK/NLE:1XN -(O2NZ;CAVM+FV(VRVK=2NDP)^UPNN";)V3JF4) G0M#M9CJ#%A$#QAE"Y%YGUP.E.+;3-LT=KFV//(C43OGL"DL]TDO4:'?%"%CQWML79\D;P1;RE-B.1 M_9'DT]O7]"+UJD,2DC4\S$WCF/]EMV:!H/X=^13+O_)1[U-7/L&1'O3LPRA] MBP-^K*:/K

38:CZT,"KQ!QSK:WW$]9TX9AO&_P; #"(M2_7 M52/;(H6 HUC.XWI>%Q]SIAHJ=U!C>!5Z0 M6)K &=4$G/TZM&L$60()H+SIH]M LUO&_^.)#?=[\85HD%NXWE)576>%:[7Z MUX!;:;_9(%R]I,/G,:'Y(PP8-TX%J@%/%\SQC[C*<_V<6#?.$8Q&@33I)@F M/+R$ \; [C8Q@H8;,>5S;4#"R/177PL& M<>B#G_!_9&*(C!]U! %I/:(H4_6JT MPE+P)/!U2,I5)+60E.^"9)Q)RMK:1I5%&UFI_0BY;11* MU-A%;X/?'<\T.O7!K %NQSL7L^\0+)\/IO.OX36*[,UP#S2F?&1"@=/XM M%+59%'Q4!@'U?7 [EY'&Q2"WI@->YS,3NWM0)JF+B4"CG\Z$E]+3R53V0I@U*]85?,I!]NAS367/?0 MQDYX7=9<], YY.A]'[%!.,?G6]B;;.^.K+C%2F]%9._>WI[ME4480M?8>[A/[> M89%\Y<{[^T$^:GNWT?)#/H;)67C0JB-.?&JO>W8SW:@7\@OJ[708[)XZ>24' M\K=ZZ0XG$P'^M>&2J3HBO)^K)2H%(-.TE\^G,1-PD8]4D9P/:*^G:0E6@RK_MDU0^H$__/WOOVALYCJ2-_A5B/YRI!K+FG.[9]\69>3]E^=+KA:OLM5W=6!0. M%DJ):6M:*67K8E?VKS\,DI(HI2Z41(DA]P"[TV6;C)L8#V_!"/@232BWH TN MZA]:'0CE'"%G^,?Y"ZK^P?O!XH&_\YQEQ9EFX=TQXF&UA8T7?:(H\O5[+8J&OM#\Z9%;R>V,:Q/N>P,,0OHW5#:D@$^/XGT%UC"S.O!FU@_H8C M6>A-R$8'3?*+-G4[UV*N#AZX(5O#VVHOO-,F>.%;1^BQ@SFGG9^>\F?R!7E+ MR+V(PK3QKFJQ$I0"EL0!2RY3JSE:FV-WSFX]ZV4JF]IB=LL>B<"W-^%MEZY-EBD-Y.N-U23^>SY#*M/?"ZJ*;>J^U.E -#Y[RU!B]$?HZ/7$[\P#MJQ$#O=WPNO40X<>?WFHE MB-F0;9K&_BY+>5+O-"+W#L_%;3WT?WX3W;7FBB$? C"4E0< 72ESKJ.8^L^A M2#OKGI1$V]M0I-T.^/U2>6[0DZ1J-F:X06=>&Y^M/(QSP@MM,^L[S=4[.5%*M1W+Q*IGU(6Y)D5 Y*+:.>;0NIQ7-SNKDY4\5\K2>LMA=P7E"A*4"5I=2L;(D1)J/!#.%3&$MIAK2'S>6#;;$P.RC MHC->G!NNPN@XL;N+F];MH>!A9V.XH FTDJ[;N7]Q8Z@H<$G%?V_"6C;NAR@(MV +LS8G;]/"+D)DDRZMV$5]]=`@)RM[_Z M#J?KF9^\P%Z,AYS4C&B4,$X4,6^[(B[="%7D<>MF=1SK=[_D44QL@OXH!,@# MFA+BA]G/\[86@A3A MDT2(PM9++)!>&W.U)59R-B,"T$4V/PY*%;>IC#D9JPZ#&,VV(W-1S6+:@_(XG MC]KUC,T<@NP[GS]J2HX&,2BQ6:1:[YA LF,T\Q2R[%L]+/8W-XD(B99_DH3MDD,G?)!E%*PX=WQFJ OGZ*=.(.TGS-=V(C2"#LX) M9;)E*L>=0XG@/=D8K\KHL[^2(QQ\ECP),.4[>L%VDR.4!"@[9Z*+VV>!U>ID M?.&G*T+?RRQF8'M/8S_R^'*=_^WNR--\7WVGL>LGK?@RA@YN?!EMF6KB_H%$ M\.++>%5&YZ#BSB+7-((G$4SE1G@C#@>>)Y$P*UL;R]-LQ4,3)LA6V((L)1L2* MS0",=!-;)9!HV$8#23JHK Y*='09[2l ^^,G1Y2U.$!0NPQ2@[GW612VV)V(MVN[>.?%?;^'28Y.CS*, F026.$)T2V_H+!BRH-2V+;(*MK,.H4;TA=0P!/D& MD5L%E/#4H?\ IRF)G])'&K_Z+A46?*!N]!QR*DU770NRQ8WJ2]E]Z&YU"D^\ M,\9BFH_>"]_?7&R:9X]R@H$GGO+F&[. /!>\(@G:;;%5RW+8_K MOW/G1I67G4V-<3KL=WBCGY3622-X&0W5JMGS*,B M6P9]=)WD1!K+5"CAZT:BN\MSM@AZY3<9YPDX30_>HRHM:1GAG5CV]=7/X'E*!SQ^86F_N'H^+&MU_SJHOMN M?TEWZ:6?N)#E_CZF!S\[M)T.:O3#[9#:FE<.VOLZX757?=$G5$[IF6 M*83;\K*5+4;3[HS;TX?90'5WO9YX?7Z@_&./'K'1Q^.$#7[F6<]YPOKWQ M6PNE]O59FWLW:-SMUTJ'-3ETD]B&/5EA@<:#S:HMM^9-#FM2Q:?AN3?FT)/1 M0@1-;#MV='SO4CZ,R:M/AB)?T39):&LYJM'$U@9F0VS4C7(ZE-8$?X/T,8R+ MDG=^2<7^2+SE>"+!BP7,5)NC;Q*M2A>+7)&\Z2F*7&:S&)Y^W,O*O -7CJ6 M_=8&)BV:Z^UZ9*\]W(Y/,6:BHO;IO<"&>C94[\M%]7?WA\GW(ZV1/>NM:7SFG:O M?2J8!H=JE'H!#[-D:QVQG9W+'">UB'7+B""#DN$AKOM[YL>T$K2P#;V^2)Y! M!''CPG!,5)ZO:O?&BPHC=!A]BBM9\31N@ED1S[,1 3T;?K)K.ZIG29LP\5\< M6$FB"NG)+7 =Q8_1/GUSXK93[.:6Z_#Z!NV:W%MIAM^/FX2=[+ 09)Y3M>R3M1O53G2]IUF^IC \NI5YRS8;ID#QF.OV0NZ*NYK6T$=V=$+NIMN@3GH9P#@0, MC2IUX=*ZY]FS1!
[PPR$*9694D5W+SN);L<&7**4]=\0=S=?CUTUZMKFSVG8=.M7MPHL9D!S$E;O?-=2%%(ZN^P.57/V!]R S3?!ALQ@%ZF€FL Y9-U+*N_TC M=;.8>O#X2<-P;?W6 V*=FK>A66.G=A5?Z&T+!(J7LJWDC_'479D/?@3[3#UPXQZ\D:&[0%;3({",-S@MBL)$9SAN7RJ\4P8BVXS."\]5 -PJRMZ %O V&B3;\/\EBH ;4LHNF\#E2NV7 MU1YE3M9<*\+5XCU5Q4BIF94EZ[OZH/LHIOYS*!]TN"<1CAC(%!CL]_"=X OP M?]!29!L3UR0;BQ36Y_$'TO+JUQ3F:?G\BPN!>T*R\TW4R6=9"?!.-);L,!:#MS,T<0G;2$/^DSBK5J4LH,KL)V91VX//7=L>,Z+0"N7YOW @\T J5Y*%Z7?%BWE %1J?85/@(!). M1&%%ON7,_C\[N45M6 +2H@51DL7B@7LL@>[^"'7C?UBZ0+)LCT3;(O%HXOZ M%5#ZA0%ZB\W.6^%&OA:MJA'DE29XD:Q-T/'1X((>K]<+]&],?MMX,MH7]T=F>|OCY"&>'<;"]= MEC-'Q^(EE);R*Y;.%Y9R"EBTM:*Q9*;$?:%>%M#BPHXO:C3LLLR5NO_\DM[M MOR:4)[VYVZ6.'U*V0$%9Q-*C;XC!MX? MH_U'QEVDG"(Y?SA*8ZP8"FSS+N^ 1$#&.R60=(NGI.*1(KAJ&HX$\\|6Q(N MM.@'=3-CCWK,C4KU6_"QU/!"3P3K5*D71A. GGBA0D*3G&GW#=.)#M&(>2_S%\R=V>%/B] M[";:EGENZY#*QPPW"R!N?7S%YW!M#H.?:'RXC9PPC_O:[#>4 &+D'66+ G0'}4:.M^-TF9+EIDP25I81.>:QR$[.'EYEOPD!*O[# MO((IQ!>1=UB3;*0/, M'-[>LS]F(8-ZJ6("8?SJNO]N?U'&^$)KGK*6/T5L,N)$>HC1V(2E"G">0@PY M5AM1;:Q7_>($&3_KDDZ3\#=BM6UD[;78,1=!OG1U P;?_MYGOW 2YIV'8Q0[M\8F'2[E(Z/D%*C.L/SHQ&GQLY(.*]%T4H_(1[=\]TL$"R;)'GB-"=/EI:^ M."GQ(IX5C7V=+$B+LU>Q^((6^-8_*)XS%D2_BD%VHQSRL&V$(@,IA!"ORY>? MW:S:K+!*W==@?\% ^]U%:-/=:*X4812)E-O@ON*P)Y*R)XRB^B)C PE]{[O@&MDL YV4VQ1Z52XX#^>,^31VDQ_I%1PN95FC\S8D[XZD=9$IQR@)$W1D[4$0V MM.(K-0L\T>_II^:!\1:C1'+473TA;OV.Z5>#3< V%24B;?@#;AQ.U< M4L^FZFI<[M%_#MFBUH5D; 6FW4>![[++]9)\#:W?&[<[#;%)M=7JB=?5!\H_ M.O2@9$-*/B1G9!\'EK)#=CCEA%>@W>;Q$XXJ:RO=EG$T/0L;+M[X'9Z#6VK M(:>MS?&ZMX[0XT-1U6I\]8V^K0';-V/U=%G=D.VU_FPT MD,1*Q[KF;#6D_PH]8YHKV5\K_H$JAG.BEGL8T1K89S^&X/>?KC10%OSVMU M=R>\?I\O^NC(D/-*4.;B/<[%[Y_%!G7$.5J'ZUZ$:FCU0AZ3,4R'*7%S3 HH M4:*\SH(KWH:Z7L1)>?P A:K4^\;2<OF; MD),4?Y;'Y[BE_IR=_TSP]C.F/TU%'6Z)8 0_IC'P5/$J5\5GYQ'-. MD5+%>77\.H,+KOH753CS_2//YS0#RD1A/D"6)$@^4O^AP^7S#*NG_ZPK+=K M;GG'DUHY!NALB$?2>0?(L.Q=*"U=J/ZV'!^$S&$:A>]?DAPX&&M2\,Y_B69? M;%I_.-(PX3#U0 -([7(1)6GR^.+$%)3Q M[F5>A;Z+Z*E$<B4WN\J*0E]?@7[T"<,.HH MC@H7UMGDE2JOV^8?BF152JU%GJGF)/ZW\W9E! V<'CK)(L5]RE "R"]21JLS M.AZ\$F7HE*F3CIP1B>FS$_.:B/!VS!?BY9G5G4 MVGG^P RN9G@NW[RN(D]EM&[.?_6- $[*/@B!ZHPL_05O4EU.N+='0X3?_3E@.!""C9H5C96[&!PVW@!0SM,8S[#)7?[MBYBR)=.#G_RV#;V[_?Z3PT1UZ>,+I?RW&JN9Z21QNKI)>Q5KH(GTD"^/3&DW MY\K)Y3*1F+$7[*B_9[LA& D E@C=]I6%&KQG&,;'Y#>FO/EN[9DD:L86FWB)N,!&<$#_-)I72MW(,HX%W?C=1C?#$&SH[YR Y0_+FPRY'LK2..)9-\U!6 [::R5L/&#J:XX: M/CT;LW>OQJU[)3:0PAK9#FU^E5&E-M9SSP'=<;OK4#MHI3->C3L/UF"6-,;H M7'YQL]A/8WQS.#I^#-SO8K;[/4:)$]SM;Z/P^=9_I9ZH-Z\Y=8\CA1LGIMBG M,N6/H(,7/R9I,WK>+)A":=J<+6R6@?%'SID(UNB0Q;K!&HQD VZNHYCZSZ%(MH,UT52HCPP-"^#$0AR!ZF#.%'F[@F6PI%7U&$\,+0=-5&NM6DC/)61.5-Y_1 M5>[8DB;W02STFQ2%GM9GT3N&CWXZ>Z!&V TM#U/]M38'"]{Z @]-VN\;JDA_B;M(2O=G^.(D], MQH\T?O5=BL9!%U!>'OW;N1U,*!OK+VPM<P$3.NM M=_!#/^$A#:]4*JXY=X\FAAL")FHS_CH2,YV0R1C[DA5UCGMX#M1Q&LSXZ7KE',!GE9$(Z94NR=.R!BA?:UZ74\WY(&@ Y68,]XSKV27EK(0M%X2Q4JQN;HODI=H4/H0SL@Y\.*SPX3ZF'G5IDD2QE=T9[N5NX>BBS#:A[@NRA!S;T;OC32O^50E1WTGD%.8X23I@W8)W* ME<-P,GA7EU.4F2VA-Y(%J17;(,KE_>B^4"\+Z-W^*HZC^")BX%:$1]['?A3? M4_:_WM;[9Y:D6G4%)I)$CB\&[%4!F@GT$"..";U&NY=D#NM3SIXH_/D%'I> M"!&((@/Y]@2%[NR#$A;S,>W81D,@ME,P(U%(J.. ^*+DHRV8!5"ORV0_$V>^9 MUSC=B>9G+)H91?IKAT__L4),BH>AC";WOK.S@_\U*?)9^K YL;["Q^HF\4Q MV]HPI/83/C+TH<\,C[5@H4&+-H.C 09K0$N3:IKP?Y"'<($V\A45QT]%*))+ M!:.!0R$6X8/C@%)M]96K"OR25M+Y)&F=B/G)2LH=/\ HRDQU?,3({ YH]OW_QM:0R1<3+5)2"S&S@)3ZQ34K/R_BVWMX:9OX;1+]'Q*UC()CQF*63R8"8)?+XX M[GT:-P\KW @\IWTK#^IFX(,7CV?5=O1S,@6*-?%W0U3I"\>/5.7# M$H3:XB M]9&$IS2'9?8$SC(0!*X?A6PA$)G_+[^C9\K?\-(?\TU1@W-*!U.HM["K'L$>& M@CZ<-Y](&*6ZIEYXFU$DOA$O0-.!.XC>[KBGIJ%V:%[W=_?%.X4,UL"$!RG) MI20S+/!NQ1R0XST*.;3PA7!AG)!:60RWIML9G85J/6B@K[M6YJD5(,V6?) M-H7%]1>P0[O3'|7$4[1,Q&4) 4H8E/'&REILX.I @P!N1!ANB^850E]OO @Q M0@<3'I*'NJN;2"188]F%QT@AG @'C1V60L"M.O;[//G[=?@Y1U2 MFQC%0!Z?(\^LM,?(V\F=Q$2!!T);;MK>&K>'JFA9S9?4V!2O7_8)/"EIT(8_ M'L/BC7.IJCKB[YD#%2?%*_):94I8@SL\1CBPEE%)Y(FZRR7A)LE7%Z?/3IK% M[+^:SCR&$G9''VV=\Z1I@\A@!HCQRDQ-LE9P)1)."L8;DD9D1\F]XWL;DHN!M!VF6MYF*0OLLA8<)D)[AD!W(402>)B0+/1KSVX0P"C^Z4%8FX 8S $VME<,. MARCDH9Z0N29^I=YU%%]S 6^2),9.O%F/!6<6#/1*DI)L*$DD#_8F:#0Z#$)! 2G4"X'I>%!Y5(Q_*E.\E-WEAZ0W992GYCP_0P7KE/E<=M@Q]V,<=$@O7$=L<=L+EO+M3,Z4,*Y$L"4Y7]N@ M:M>LM M>-UEG[0_JB;<(/%O.@*=+[QOFM!>]FLG3+HR*SS-:.CG.I/!MHRMR% M'K^DOG".?NH$(V#T0,\KL<'HNA,?(:M(E3>5<0A5)C9\KU_F/J>'V1P3/H(M,9?\MO'J.VRFV,J:U\H\'+-4VNW*B4.VQTJ8U;B1!\0'F&.T%F U;=N6> -#M7-8 I<9U-1*_H A%2JE(+E9>'+<0C+\#E:+!HT_"A<.'JBBM?8Q2> #O!,&) M%%9/2JN_469*6C$]'+.Z5?/SGNSO(4U)$"4).;+/P_^#[,+QX7742Z<2X?/_MV]![H(&34CD]P?#H_6@Z%-8"H-K6:$;&WNYK(@#Q])2;DL2\YJ/?$=?Q9JH!% M*0T(PW7FYVRW?DAO4GI(6HRFV17WZ!^B?ZV&16_O.-]D/0&!SKL<"0?\@TX M$<[*_LBO>OH7?F%QM[^/$EY(/KF"NXT0_JQCT"'$5N0=@VW4ZB_:E%;B0< M$9=[/,N>)$UV@C8Y.KZ(O)7X^?L M29PJCL=^*IV._?_BD+;[WY]WF]N@=,-.K2!\=SP9WP#LTO(\;C^ZB?RCK.2 M5/@;D+M%G%8*MJU##+<1 /T ZXFIODA)Q@L-N@>71HZC/-]MS"2*LBO=!C%+,.=U6<*YR,-UM#H@G=(ZNJ;C']^]C@'K+,4XY.6Y81)3IE\ M$[27#$T<"+,)$U.S\:.L\H4&Z40A3UM&*DDJ"-8Q'M$AO*6NZV)S1J*DVR!%SXTY1Z=:.Z8DOU$*O9#6V7B: MPG\7"H<\)837Y?PSZWW!T\M#=GFEA I/-5#FEQ=)Y8_."><&*NK[RD-$Q#VUD_:<$VG'VYHT];\8^UTW@DOP.F+;FH-M"' A'PKMV9"K,#OP'%#1V=&IE;4..BLLXO1Y2)TX.@+4?:3/?%W58K7.#KC=O%]7U;_; M6^-U; V9IX=UE\1)3MV*_\ZHK"}T3))LX:+ ^.;%D[Q<7[YSY"G+>/C21H#%10!F"+@9',D;L!F>Q$=K;#, MWNZXO7^H'9I#++O[XL6 P1K,64[*RN:P5>]/)C(-L16#NN)>_0/T%ZK=EK9 M#>^8'R+\Z//OGGVNM5"2RZK7"D M-P@_PT@?'S/:FO8^3)C.26.457,+G(.R0QLE%;WZ9^0OV5J$G7VE1=L5LN] MP&#.7ZQ%<*?&>2Z=U-VHICDY.U%9]S[;7\N^RV0@=O$'X6 M#]\0P8D *UP>;M $4L?@7,=EK@!A\(>I"!!X\)/?NLX=6QOC]MYN'2NW@(TM M\?IHC[P35I$E60)T;1X2GBGYZ?2)AN[+P8E_ZS@AU.BVLF';HG?Z *[U6=%0M;I/[\U10H]O:1G>SWMVCN]IG3:.[1?)Y1K?I!^0#QO?6 M=2&Z(KD7(=>-IX=],7&/Y$X-U>';V!#OF.T6=_230$F52+)VSMX6TK'YG<%"M\TJ2WNU_CB(O8=L8+W/YL42G^_5TP>V%.OI6YY+V]GA]4DOJ\7-(PD-D.'I^_M%Y=EH-CV7#!3?ZG.+S9=>%:3]I>G@\%27$L#OOB(K[!8'?A7FU[]CKXXQ]T MA#:X!A3/0?!L;GJC';I[K&S\=DL^,Q\&E\IG?G M2JJ_%^Z1K*EU)1RSNPO>$:TK^.C,U){(^:3I5M;EP6DQQMZ)XS#A8\>2BEBE? M*VY#[TL4TF]T^0I=L+$X6\I/YUR!3J66Y.)(LDWW- MWEIOJ5RD3N7@Y.)OB_:K;9%/^J4GP__M6BUW3_,AY7^_06Y=0[8FL;6^$<

*MW#U:%3&VYTV0Q]EV"#QKK&WZ%I$D9[QLP.T,*C.2I*!I,?)V)M6*#V40(=A? MJ0Y&-+?#C!(=FI4XT=_(.U)TB3PO5@!G:V@QA]J<*
!F^]&5+G&HK-]X-& MJ7%N<-4&.$QT"S[NNH*&U585YE1E)%!@QDVI3$,+\G>]MS_.S@XXX45?
MU\X+WUO\S_PT9#;YRN#6\IN^I=3%X9EE%>]VLL\]75;FG0WZ=OJGTGY%'MHD MM3D?W9"2/@X7G4]?N*J&=5"SNM-R:51UR%.-
%JN!IM6"5B^<+CE0:S4/1T\7 MY.OU 0H86+]#*>FPR*-K:;V^@,I-L"3S!]_MRY6]E70><^O^Y?S[F@.FSVS#
M=\@.]W'D4NHEU\QYH3**P[2ZVU]$AT,4/]:1^]MU%&^S-(*MHBLJ#N2UI>B> MQC'U>*LF"QGG@!CPYK%F 8YFR2,'TIF4-
02Z!R$=.4KQ"(P"XDL!11$2$)$D MP)WLHY@XN92R/DE>3.Z8"RK:+HO=R*PLQ2'W%;/>*&85,A',CC"I2"$6N:B8
MM9!,M%U^:D!FVNWS<\PK]I#G.$J28N2:GTNR7>"[=WLFO!\^\SB>^]AWZ?0I M9"KA%<*,CJ:G!RX5@R,A%DE
+N9Z)\P._9Q@UZ+%5"!, MF,M!N""$2[(._+=KQOO:"!1C[\@V%'PLFD/_FY"M>.B3_V>ADX
U;T3DBRT*/QT3GER?]+B))G>]+9RY=Q#B""6%<2,&&6R5G1"2GY=%O M(?W/1@*W0*/2).<;%RN?@UCZD;/H?\'J9B$GVA(]WZ:C(
*,Q1Q@HA!:ZDWMQ/(X;W8 M-:'4Z*RD"F_N<#GW#1GKA \G'%TK3G^,H.[(]8E=&6,VNN,%HB/X]ZNCTPPLO@Z0?';!<5)_?D-V) M2$:$?U
T]X4_ M3$L[Y!#3)_6L_,.8?]QS[I;@92[M%<400,N"6MI=O3>LXJ[]D/W.=X)'Y@,4 M7.'".?( ]-N>5QD&R.)$-=-V:]X1C*.YAMW"1,U,
[''2:MQ$;4LA!"D%(+HG]MMR6(3$@^4R?)8L['#FCEZMZ$21KS.3HI?BL^K-MHQ1)%GG6F8Q4RJ.[*QJ>&AQZN\">DEW:0-J
M=Z3IT.B)&X8&:%]+#-#7#2^$#!%^PGO5T MY9+&;%F6^J]4@9N++(X9YK48J:<+;K?6T5?UYZ[V>!U92^JQ [@D7DSFIPV1
MU*VX[:SJ-ET*DZ#D,X?&#"!VD46=?^U5'GQR2@[CH\'C$ M/(FIRYP)KM]97Y^URWA'+ACYD=-
XH60/:Y=7OG9Y\6G,/OW+"0(U(]GPIX6S MI"YH3/66C;/;%,8IU2<%5];HT'HL\"E_N)&$>.!CZIBH)&@M(WXYT^S(NI/ M4L,?
QR%J1_=U(6J":H!0M:WO^A"U5Q/KB/J3+J+-:U!9S-F*Z+^5"+JCT@1 M=5ZC="#J3R6B_F@UID]D_C53U^^AM$NH?$K[.QOPF.6)@\4\
(LMIT7&K]P; M/H$S<$,6IOM"6Z\ 9N.&$]87LG)C8)995G@/"^96V 0<*J*1-R8;484C0CI2 M%6]#"@$)E[505!F9QV
[PPVKP1;4.PG,#9O\VPQ ;0RO9I53L'=U2+"0554<5PZ,D1\6+&D<,3;R879:^-"@JNFH M@P-M$NN#WN$""K]UPF]2Q\DC(1>]*
<)"UFU$7JQ'RHL.9L>Y'T?APN%01<[M8&CCB!/^%[2V^8.&1G;O_:"A6VD\!P[*N6S4.JMX*+\9TR#H^YFF7*A'-Y!M0'9.%QO!0_.
([8.S;+N6(=H@L:&!RB8;1IM$]0-IDVZ<]-H1V/VAY^4 M@-8O$,_:GM5$IQ/.43E,Y^),H+<'\E,_??D-9;]OSX B12$@BTQYK\10+[N-
MG]\L%6W5B''.Q&*&%-NJ+QQMBT+G\N3+2943+7-@OCW&?L!^_3=]*._O@AC(M-?4M8+RG/7(0UY5^=@CG@L 8_YMM)_;)
(JFF,#;IMHV-OJ9YX;M+]$KUR+ M8;BMU0LQ=.MK7:!W?Q?D #Y @=DQ/)<%!8PO8)BJOIC W+[R-B#=OM:S _LU MW<69$Y_@+_K
KM4+,;#K:UU&7/1V00[L Q28'=AS66#4_[MM8%_,%5J[,0&[M?>4-%G9U!L)87P?2%'#.E:UE@M:LUB"KF$Z3 ~T/P@.Q"E8 M$ ^B1]
(7)R6N$Y(=5*[C8;+HM8R9CB+DY&,2,G)6B3\,A;XW/SY;<2T*?&H M//X4TNV!C@].2AO79(,ZX@2[X;JK$6_]O?#&O@V0??385]*W.8\-
R;D08&-G M?;*@ 0IM8T83@TL_^,EOUS&E>2'5P:[=26!=+MYOBRY7;^^']'I?7T,&@ZP,W M NS*NL/X0&!&DP#ICUS_HH2P+5BH+6UJ-
F@Q56\GW.ZOIW-[/'N]!UXWUY3; MW)J][NN6LL_JO4\&TQ^DD3Q2:.+/BA:^PU:+_LR5EU6? MEVD5#3?"\C=8S&77QH>GAGC@!:39-
#7Y(:]R&^1"06Z#LU>DYT]/:R]/)U1% MQP0$M[IU1LVR^M, PIE]9P*%VQ75*)U#6VS@<(NEFBE.8]NO<&K./A=.X&:! M>+4?!
<%U%+\YL3?_=VGE^ZEQ]2)TQ7;:4>?_9 '4+9:"_7$TV*EFR3)6]NDSL7K?4X\6A:>,;VB8/3^
M)AX]=1%./!L",@)\V*D5B]/@>9C@JI;M+2;YV?'#VRA);D(WR#S]W8173@R3 MQ$*(VLG_3X6R_5]B1N1M9_ZG06,-$Z!$:)";? #)?
R"Y[(3]*I?>*'# 77R6 MD#X[*9UETV#IZXBTN&K8A^/],TM2^Q<6 ^]N:O9BFY:4ZW.W9Z:+#O3]>TK# M! [V;OVD-T/YW,Q7@O"+?(-
&>)^5\PJP?1G]#9?=&7-YH<#XAA1RPU9=2$ZB M&(Z1CS%] 0U>:?[];Z5.Y"K,#C3F%"W?>?SKNQGZ;E9>$EQ]/U*73?"7_JOO MT=
;_)*@DP!NT!]NBZZ7!.V]\8+O"!T,OB3(N9&<'<*!#-:I%#?R]4_^33P M[#PDB/U7!DJO9;D@[=<$.CUQX\ [:OO"GJ[X?7\(<*/?
V&0\U"G7BS/#.;7 MORD6(&DJPF;W\<%%X"3)W?Y7(>!=_._OZ1=SP@Z,^!V]7Y=50]O;XW7L35D
M'CV>@32L=R5Q6/!R\A,BYEMR=CPR]Z3)E1*<=,^;TSBFWB.X4WMN(>V>. ?J M".V+M!UZW9#G[1BHQ/AW8)*HA&>>IN/@G"!-
!_WNOC"]_'UC8@K8?S%80K# MF(_2%QH3L 'WA@3VD@+/G93GA8S>0AK_A?
WQ*':.+CB.O_N$E=8&INSLIC/:&DKU#7G$&HCTZ]EQ=&L:VY[7D7U=L(Y;0S3N7>- M%WZ2YL>^$T#1 MXKO] X4;M-8(7:V.."%ZN.
/]$JN/]YEU@#9QXI[@L6&,":DX,)+>P- YIRL MK+86, !H?*W']?NT:O;]]VPK<6D-X WX- M7"!24?)!YMDSV@!(?
_3#CY*X5>>^]D,_>:'>SU'D#7/NSIXK<>Y^[1N=N[W; M"IQ;0W@#SIUS(9P-,M^>T02%WL] VX9KW\%%1*]HQL[QQ9[-+?$[;H=VJFN
MVM ,KVMV"3MV"'*:1"%(3G9#?HZC>>X:>KUO#BW9#/KJBZUO%+.UA"1._,.1
M[;OAY,A2MHHYE)40&NT2)D3B4GC5ZX0>VR6$&>S\,QZZF@ O&[CS1-V7, JB M9WX$/^D4>?[*74R8%:;NAG?/I>A&%W%&M
MK0$^.^Z+']+XM T]/9?4Z(:,,W7U/ELJ=/3!ZZ?:DD];1!0<^&R#Q&\7TOU0 MT9WF/&SX]"UE)G:Z,&4!OZ=O>&KIK M;HK7#_L$GO
$A]/%LI:=74^KZU8]_UN;WVGXVVK\S/2X0^)6IM6ZI(?(KBM= M9W'HIUE,V6Q]['7^'?W6O+CL[X':P?ETK"5-:6^-
U.PV91]]"YJ3Y$BPG;M<= M%U-W+XG;673R*F4NQ"OSZ)%G)DBWC_9TP>VE.OI6UZ#M[?%ZJI;44^X)$X!U.?D,X M@^KMHLU(I9GU?
HI2)X Y3VI_!#8;^Q>,6]?-#E 7AWJ7!\A35^2X8_\.*/R# M66)[B.+4_X/_OM5*+58U2!XW0)BVHPHEIFCC!1WC&HY.\UX*0E1)-J20A?NL
M*LV&U$!M4T4U2\F8T=CTEJWR_T$(L^,UGG]PWPT)MKJ&6>A#(_E_Q:[MU9K@1N8F?:K) ^\J_XT7(1BG''VK/Y'_Z.?
=FTH;0[T<:)O6Z61V.072B M](%R1U9*%EYD<=R^1M+IA]O%M#6OW)3U=<+KC/JBC[Y-DQP^QH*%6C-U0R07 M.Q=LL^L.-
]C,AYUBL97;0/]VP7PT_*,C?,7-IE?0B'/B$_G5X(/FY3CS_F: MG7=$=YP^/-8.19:9 7V1YY49H\FT\P"9\\5UXO@$[WAX)I@$4@/*O^QD(;_D
MA=*4>) 4F[\&"OQG44;0^""DKX?L,R]QE#V_B/R%O"7XSM$Y\43V\%1*[9;[M5!JQ?PJU>7NO5/ROY&N2M]@'U!49#5UA '*$=;&H=
N_5G/9?O RRNO<^.S/ M(24G1AZR9LE?0?,PB@^@_Y%GP&>:NR>72>GO21"%SS3^8=FT-TM^^9P78]HC M$DD?S\)M":WMG%?
LTAM^M0RPT96MO+DE;J_LT*YZB''6#*__=0D[.MVL^T*] M+.#+HUNVA/CX1.,# 4ZD9)7,D)Z\(=*4?O_@YPNH;1N9-N(5'.%S*_S+)P)I4-
EN[TQ'"XN&VVYX4.VM M<2*UH;M"XA;_%F_^P0>?YM063+83_(IZ)6GK2SU1G_'!O4;G6!+>3->E3 M>:6N_!VO.S5*.?K&O{(
M_/LW*0^\K V2Y/4"3U8EGDFG2>)4\5QV$^ET[? M_J]I%:G%_3#(#7T=4LA."N&7 MO85%97"^#U3*;(XY*EJT+HQ[W-C-
IC2XO$5*KM>S#U&)\Q!BI%"C\:?HO3E MW [,1E^B<,C48X8LXAG'H-V*B<8 3>3SBTD-%YM60%*R8Z(V8AQX*Q/WH_6I M!(-
MU5WZ%/O/SZUOTJ=3Q3F+&+9:^\7&8)+X=OBF%3-T4;)1ZSQO2"$$*:6]9TH M?LP%
(5(2!+3RC:>HN$KVQ:*'"N=PNK_@*T?)^J/R15T=^YN?]RY^36+9?_9:\@OVY<84< MRAKM*2*?*"EDV1
AC9T3$20C\&S,R2%9&WH+X'RYUN8S73E##;)@%Y4UXGBO M5?IQNY7$6G&Z7R$SRR+_9+$@.K)%3_+BQ,6OU2K]TM?
#I8[RI]BJLM=AX3LDSK)"_D0Q>3H MQ&G^BQ_8;K2XI[%Y4;B(Q6K7@9MR%=L&N587MS:LXRJZ.TVZVSAXE2^K&Q%6
MLPM..\VB;\=Y:*7];@X]FZ4V$ZYJ.PGAK&K>^&K893:>5F]$S(CT"1_3-X1 M!-[+$KX'BFZ=5@4BB8) MG+XVQ1Y-
T24Z_9'O(,9JLU34"/L_3!$AB]BH'CK8%+._+,IC:;L8B^@P8J:^ M-[%+&\J,(,N 2P!0[=;_/?,]F>V4[MDL%HZY"=_CA7A^F6B?SCL!#3K(YYNI
M6IFY'2@/L-27>.[G5AP?,/P4$=<.19-3@"!9>R\742'@Y^V M%FO4:(X:R'OU5,"ZM2UZ0.Z7?-;%OB<$(!Z3@(>N"1&6QK?YK"!I$R!.2NI6
M7_4LKJWI\XST5QY#E387XNILB!AR.G6KG4#46B&'F6Z99P48R9KDO&T<'IA6 MO*Z3]5. N16T4IPS<)+D;B]%N(L?
_,>7]$L&^MWM'ZF;Q2(-)J2Z\CZ=KASW MI=JVY=S8!%V<(&;<1^I6P%IC*^00UBWSK'"5+]'>K)R&S:-XOM!"AEY!= M%,?
1&R25$&&EQ:-&YSFFUI-TS&V?LQ"KXH4%<%32,6$*K)K;*#?J4+'_%O&3 MD_C)(YN.'>^.[5MC'TJ1@>X_MER%#.B.$S+'VJ']O6)
[7[SW@H,U, 8"G!<1 MS @_SA'L."@@>. XHRT*57U<()#+5<$^QOWJ>TK#!.*)KT+6,&Z:=\U07!-4 MC+)6.WH,
(K<60!FGE#&,*1RMON)@(I!OI1!$D0)#(:UW8#:,\5/XQE8V:*NH M-YTJ;A@S9+4)D5-UDGCAS)1BRT=-%4=*>0\[62-L&U
&3/E)DHU*5&AXB?4U M= Y1G/[_4,_23USMQ"_-_7#CC+;F[8NBADYXL4)?=&,SM<*$Y%P0K%_FT%U5
ME9^=>T)5I.DKL[K^H@65.5J5EW MM\5#7Y[;S@_W0?1&X.OP@V.8RISP/!'[1K(%9)+EOTACZB19?,I_%@G;HR.H MFVSXP^.(D8P)F)
O,V3&WUBJR,./F'62_8GS/O@!VPY$(<]Q*JYU>)*^/,;(MYC'VS%_G#'OSSY4S/$LI;?
L(>Z'A6HR5>K9H.P6'I&\U[&*0=F2JO;:F[8W3PN_W%S2' M.$Z^*X^3[^K'R>7?$G+3=&BZ
S9&2!L$'R$<"TV"FICQ(W<'6D'-01)T8.U[VR\>GMA7@CI"_[Z(T19[$A!1/'"N< O M^.-X:'@9&>S-
+\!2CTD)\A7J@$PXN=76)S\@8;T33R;'6"K:J_UN7>#UGV^ MK719EV,W"6[;U+S46/AP+!6VY\M,BHLH2;>])(T=M^U>MZD=
M=G]MT:SJH;5&F'VR3=3Q7LA]#FB2;SE5.X%DYI7[KXPMA7W8SKW2ROD0)+>M M,J&5)%I5B+EW3K&Y;(OM:FV,VP6[=53]L+DE7F?
LD7?Z['"!],Z=LQ2EG5Y)? M%,,U<4)X'FEX>H3/-W^EL)&GWO:5_?:9K08.XGB9_Q$6!6V/34:069,_Z]NE MW=/[:.P%
P9H8@P=+"%.5FF7PX42=.ZBEF M[&-*'FX& >ORM=X8PS:363&F=-A%&U,:.*P44[HTF0]3>*K,8<%J@B\$;#RHE)VSW7
M;1$ORY^2]3E94SOIB9XWP>EB[J).?.=OVKQE5L^M=36?LMTPP/_#3 M4W[,(#8)'MR=7[-)UPG^FRW=!QS:.Q/$[;_3;=5W(:5'#2\"&-
#)^#56P7\# M%[<[2NX=W]N00@HXA!9R$! $S4W70G:#S#24'*(P?4D(%8'!E]3EL8#D;S]N M"$#&P@4I$9CET?
\^T"AXX/HRHU_H]_3IC0:O]#-78HJ!F\F] ZCNL--@H&Z@ MM7*8[M)H*9 &5R9WH9UD/M:LQ+5N09W_A1F*YS &=J2%C_7T%DTT6TGE?
>!J MS2ICX%226#^*UA59%#P98]3@:#3A.0<7U MP^'".#@+^D6I$YCP_.F[=Y $4@++NS#JD7V69C%5XGG00<)71=RK[RYK*O)5
MC#%F!ZT5@T6?A;21HXW02F&D5YTY,45E3@1WF6C%*,;\7=@HI,\.8S0:968U MU3^(?SAF*2WSE=N_?
R\TU[HB55OC!HH>+=NOXXNF>)V]3V!C%_,%:02W\^;4 M%+-_+4J7!"VZ3DGKP5,@;K/T)8HA?5I-S[8V.!VK4Z,RIT>M ?(7\:WBCK\7
MHN3@?.?YF<+BA7,B.Q.@?.V<-D=XS:1F4!+BA;R=10UT;"\O5#Y+8^--H91;9PDE9%@(QBC.ATH\X3X9\)<\#[V2[/7KL@'-M=,
<)J6/MH,9OZ/;%&] Q6(/IR]!'49A*X97_-P(9V^5PE^S%;30K]IUA>#7 MHL \V">71#DW7-!GV!+E>NA"G#6(S2*LPUZ=-&H%"8;8<-
"P&90)X'QI:!\+ M+_U7WZ.AIV0#_R0F]>?MBO 1?2?M)3+'";^5,L]B]7 MP0$1C^$Z(<1CR(M%2 K A*X?#&Q(DNW^2=T4'G$YQV,
<'6.?;52(X_TS2U)>-M:IEM)R N@[["#XR5$Y[J>XZ-_$5R#/QT \+L_%"6]\E#/A+_X#-((C%UG:.? M.H'_AU/6>V9J"48P,RMP-
K;B^^^,$C;^R'3%O[^RJU*8D@'OO"+,OPC12!#Q1&O$5F6![2G4D$^29G2;,@664]^!!YMQ#X,) MX5/DQ!['\4+"MS()4R "ODZ$U
(CLW!%XL\FG&2UC+Z,*R.)',8K!M-M=TSNVV+O7L]Y_M46HA1>;J%"G@>2P@Y3D]6 M;_3-%)S]P$Y8C=![=8*,-
JQ:B+/GV8)*_LLBKCTK#8IE)9P_4018'H*MF4HQ M!@_T/!LS"T=Z874OD[-/E+*YSG]E.Z#HU0<627$0UW]HUFRFD910SSQ3K*/,
M.V/(H)]U)BDU]10V;'HK(T]F2W8;N.(0=PSR[N$(=QQLTQ!&*?G UG<'&C_3 M> -W%_(MENN(UZD.4]_CUR3Y1<>;G] ?-N2#\X/XHZ),,!
/\5G/#]THAO="_M^16)2(WW?Q@SULL#-Z,:B3@! !O[LWA2RRG%,. $3?.1MCIR_MY2\OA V7GKRM#+:2+2GY;DAY#]-QEV)CVK9BI-
(,C3XIQDZK7>,;N\3>L8S*_MO-M7+2#W=8/MJ$]WK?/;0,OIS7*;1-<\YPU5<>H,>"PX\KY^_MP8_L_T/5"Q78;[L:R8_'8+:"XS(^-4#M!9@:(]9
YGMX88V3?_QK5D0V*RXU_M"OG2'G8>%\9KK6)4PJ#:,YWQ&&P9<;=7 MUA*Z\1F#O\0L(JQU@I[O>^C-Y>;YKWG:G]$:YO;

*(39%*_+Z>QRHUS)X;R-ET-MOG%FTV(0*/]1DS9L'T^4EA\Q.3-@:D&A]S8Q4SI];BH#:EP@[>(0>V8^>+_M#2;6LE[8{]EW29H6/#+5T-795D0EY_E|OJ9(A1V FXQH%+W/5T=BQ0+KB)2O M*8HE@U_0?B\59G_D>?,K5'E&K%/E"_!<6NS_Z'>&_7["B\;O@7)8I($1^KTX-MKV5L9->2**&ASWXC0R[;;-&W1"J70TUQJ6U4\2R!$+IF[VJI)[*3R0R_4V,V-MAP1(EM@(?Q Y9=HQ4RV'BO&?D>,V>QA.NS?M'AV,N JO=X/\3IHB.9]43B5-M3LA7'(-4,!-O\PJT17670$0\4H?-_N("JK:$0!$K8]88G0$RG-6\>7=&!<68-M-8'0\EC<.DX/>9G\R)0K|HE)Y\%JD(8)!YAM',/Q$'C0IU/91%;>W+XYL72'-M4XPFR@PB)IF;<>?D@Q-69[>L^M;5.!.\#V/G4W52Z;>/G!]192**4'PMH[23-M@A$N&=3+3,7Z]$Z]4A7RS0&"#'O\R+L*.^MBXK/TE5B([QS6WZ7D@]@CU3-T M&+308^K$Z;IL](D^^V&XE)EZ7W#C,Y#8WXG4V$E><@]JZZFW-EGH\5,02G[Z-M?W[\B?^9S9D_D7O&=%7SZ>SM::=C4S: M/;S>X=RMJ['%*;P\1\K+6^92\E-&+J>E_'EHS9YGWI"U,RL&VV=IQO9&S\(-M'1RK3Z7%++;4PT0--;/Q*/6:A:RX_STT8MJ9K'D,'-X".MDQ+ZAX](G@A;[PJ-M9@Y8)-,.TFA)K]<@RVP7WA7I90.74W37W)VV3_U-'FFV3]"/-M9\8M6=D!F"*,=_XSK^+H-;Z4I%BB]ZSWD\X%/_G&I:J7D%HF.RRSP!?G0+?? M_7I<=4L3W#[6I$\EF:OR=[PCO5'*T>$+K!\!:N0;T+,ZS"ZC@^/7;T];&ZUC MJ%5U:AILH@7^X5;3T\"_$Q3'#+FV8IJP1BJ6S<_)=O$=)32[V^,<8=J:EN4R-M.QHC#YO0$GWL4'R@1UA/PPSLAVQ!? 1\3N6<"G/=1A[H#0">GP8"ST^K!9ZZIIW\]-Z@>=.,]6!YR<$P&/,"JTZ-M(@,>8PI;O4D0&US&H&,S5V^#$X!?8S6*.'63BT-#(6=S1C3^" M*8T1>EK[PIE8X1[Z<]IW4,3-"#YX'7%6;4?[+_(IIR,F)>7\51.G;6FA;05HA#!N'S=G.R,Q=@55O*AA4#=K<7/D&PA#N#1VX-B#%0&W M&JRX*@BKQ0H63YI-F[V#SSL%N#[+SA%37#!YA_#7JRJJ*.)"O'6AXVQ&_NQ\M;Z[@I6:IYU'#=LIU;!?7B.Q-MCID\)BII+0]Y',AID-M? 3:SP#F1SVE/(T=##?21;WI,:VD1K<4IN93+^M8'BV%S>QR;I{$;_:X=/_X%-M:@MMDR0[B+M*MCOD=?N93'X!P;KIC_#-+ !O%">'6MX(>.HR?8>(.EAUBS+-MLA(N+%&DY<=.HD)E+C!B=<%P(M]A\)87FZLDT^#=<'S>=JIAR@(KJ.8_FCZ-MR_0Q>Z=-K&7CF= (,*IS>(>3JZ8LLT2'Y!D(2*>7*HD#FM?B7VB7GVA)(S3P>-ME7@_XD#N_QCF]IWFFP[HF)YD&-N]WANE2%L/T-MHL@'A4AF.#? YNS!RR&N;S9I'=PY;2YK,@BW985>!FW,1+UMZ.4[CZ<(?K54-M,O(!['-!WP@[]#B9A5Y?W^\7BP1;-!":)[)LS@V2"/^Z\6RH,^^*UCLRRC6 MI(HU7]FO5PWP5V6MKEF1O(G/^X;L5LN:Q.8S)N\7A-M5Q8"VBG2K!E3S5JX@-M9UD8<,V@J4POOU(H7\2FH% <:.\]4FH_>O[Y+X21FO]2YMKX@[QMVQW^;F<[#-M-:5XO\]P188D+VR5.X5(%*#'/>A/"73@7S;I](T=MQT]8?L2WVJ'HN^X^G!-M[C? \UT10_0H6T/]/#_FKQ?GW4#%NU@]3KR/GA\1CDX83*U4YWTE5N5GMV%!K-M3L>4.*:)UJQ1[=]F+E*NPBQ,.OK<+X8:,/$4+F(?X_8O]1' M:;NW-X7O+0F2:CH]4$@FSB:TBRCD%VN9$]SZ>YK?L]6,/)($3@B=8H\B8=#-M_L@3_(S59JP3A/^WLVCVG*7U.P/(@B-16!+@:>MN& !U=-!%/E.&AO57NKG\ZMV0V^R6@RA.-#S]U36R+2X(3NA%\'2.Y,,>+@7Q5;.D8&%;(W:/5DV/35=T[OXT&381.=/6%:XS34? _+2,L%;"P!ME^=]-M3V.3O]2R@>@MPKS?:7"Z23!,D_IGTJT+\U4&']K[>N_WP+EJJ-7.E<\9KF!*-MF-76,YT2U[@A!_5Y=<:-VI4S7S1PC-/NQHYOK4.MT"1_DEO4:IDWY*21W?N&-MV3X[FP\'.>?U?B&V5V,,-"M!0WGI7Y9]6B7-SF9U;I=7?D-?[8D#+!.^F*56-MJCGEM5H?:? SJN[1YF_E"H6W+)4Y0Z@?KWBRA)OT3I?]/T@;K1<^C_03U>-M040:L^4;+<4;-_HN^@54*%Z$,5Y<7E9]$R:=@&^)8AM22%C%Y T!T=A?4W*B-M*2FEVY#M(A\V_AG%!F+CJ5.A&=@X=9K.;G-ZB6/X*VK6MCQ<7-MXD^*VYW?9!$;X3@3XCDW798#M);H5P(2/913!01WQ>TS_,1NC%^HYIS0]YD-MZ-Q'1T8)6BR.[;Y0+POHW5[+X-N-B\'^=;>OFQ2,G3S!X4[;'FHF7KAQ? 58+-M5XY"YF"$%Z7G57ZW;;F[>^!V3-UM5??J:({7272$'E_355*%@R?!B.0,-N233#/\#7AA-M&LV7$02J#[-7T6>5(JJJL<:8%AU6-ZIK8L\\K@4W.[*0-&#DGG^F(5L^!MO0-MVWH/_0A.COU7ZF<8I+/M*L.VT:N&?^*(M4%D]#"-#UC'%JC/84P6U#)#^^-MIJERS-<["? DFF%JJ9V/'+L^*79P*1QNP\4-3RGSJA:E_25]I$!T!Y:3NG6"A-MUQ,W1-S07@4&C6YXX6" (\&,'>\Z##W*%2^[Y=AU_<0MX)1>T)_N]>^%;/Z0W-M;!$TZ:9U$!?Z,&[Z&V4!%);V>>,%FH/QS8X@5=%C(!OSRC23<]7D47.4:-MS(;K? Z&I.+ZYC9)D^^KX-9RL/T5,^T,4<"FXP&&D5-M%14&DL_+#V,5&>LCC%]^HO@!6/Y-"J,P!DFP)2I?.'!DC*T-APWK!(P5<=(T M]G=9FMO%%79)%(ZX)>32#S(&N)/M6M)Y+YA2L\PX5)%$W@.NU%59$EDD;^38-M8M)"(]'%C$E@?83/)+X8-!I& (1];1LS"@4K;,/4]$,1_93M>-XO]U*?)U7#VP6-ME".*XKLNG8#T%"8U$XTX8#=&Z<_-H#6*P0[41\V3P6-M+VB_;YRK6M-@R-G"]Q;A:NI9AC>K.69P6))'5UD)*_-OJ0NZB{O))^?[@Y-2-M*/+CAQE3].Y(8ZVKWQPLH('4971,A9Y7$-C!D!;CR7-M1NCZ@2^?9#)7<\^? 6RP4>FW#("FS1-R6@$0MZ0OED99.>/I+0J*"GY48AM68-M8Z$'=P'$W=X[<7K]>5_7T!-W%K;K5GT]5V^%%/LZ9!W_,HR3))RF[8=P\VIG MS+^2.%5\B_U4^A7[X7\N8#E%XR/PA+N=AHO^CF8X?:I/+_"HMC;X_*E7TO&'-MF"51>:]G]MJZ9^@]T".SSPN39? L<4_ZRHZYGXYWUT+YX!^E@"^0C5[LCSN$\-M7'R#8WS\W75+P=/K?T:Q]PO3(8M;DH1T-,,Y./OT*HJ9-K1!7L"T2^+Q,_>1 M$6,T$^*;-5\$(D-O;"PM(85KONDJVP6)&_,*GNRS-DS"12")E($XN1#+(LV\-MEA#424Z>%/0M8H\EC0U"4K:[!8S9W? YNOV=,MJ'WV0FSO>.RM1<;78]'QVW.-M?#:B.V:X&FZ'$K5T^V*'LA&:S-MLV>YC!+!M7?$9>))A@ZJ5"0!L1;&N@4M M];@:X:XT0H4AX1QM0J$MBW0/"Z-0R7EN8^]T&$#].VZP.]-$1;/BC_CAZES4-MT9$XC-B)%7)VG#79Y[R7Q9EY%!=424'6(J8LHZ-Y_-AZSK,??::>-M[SK!?T2!!\'<-Z'[UW8DZ>^"&%,T]2W0I:<]D:HH2C(YC&*-M(XD/2*2;NJ? 2%O<8[=2P)4U/V1#O".T6UT1F&B"+)@-/C#H:W&/Q-[%W^^LL-M)(`QT-.4F5W-,/I1GUZE?NG\S;8]TP=$H}>((O*.=&> [($JB3E9DKY$V?,+-M\3CHT]\S/SWQ&XT\8\W"NZ-9%>=4B2!K80>TV$>U5/HWAINU2RK^>Q/>I2\T-M_L+\-XMC*!GK.SL_X"_Y6S!U(F$0P>70@>3G[#1Q5GNZ9@NDV]*[8%,Q+6;98;Q@%W!@YPAHJ1-[HCAZ@D+5;QX7IU'!BA"$K%9O-M\:20[Q4-*#8Z\5_$]HU[/_3YC9N3U\]9=LMH4?\'FN1$-3,*GJ1@2FZ4*\D/-M7T,G_R4>C^8-Y*K.([BBX@MG%Q@TJ7W$_V>?F*T? VLRXT@ZB,%CBF4*V!A#-M!#E@3%)I=#*]%TH813^FQ/,3-XB2+!;9HV)ZC.(4[NDI"$;<0C+P*8AZ_KWP-M]WWA5X7C+7Q 9<5XG"DIN6X:H:;D3+X!;*96[C]MV*C1;%X\CZP+%[UA;YM-M71=.\9@+L+5HR/[IRGD]]"Y>H*!QHP^Y"^J<:'GQ&RW]O7H0? Y!V)X),>"H3VE9""(KK1%;D(C4]+DX-M):4YW6$?SE>=,RGWNWC!?E__TG\I'P9W@07I#F4.ZY&\HL39!SPMTF2'<3O^'#0QTY#3-:"G29MVR=.&AO3N-MZFG"S;E-'E$1(I$N&$-D0P?D**S\-[Q8_+*>/*21.D7";C/ M<)MNNXZO2!'\B;)U<)DN^)+])TE]E\T]U^SW_G,X$""'4ET+)$ZR6C,&CB*Y-M!M";I(@)'Y2IRW=1EW?D-B-[]W::?FO.? 51/4#@6P4R;6@V'A[-4/8<'IKP*\)6ID-+]T*-M#/A@RX;A2LR*J]9AO_&%_0"[7%XLABUZG92?)W_]Z^-?R9YZ#,?$07+&<.I4 MUC1((]Z,5UY0Z=#O1QHF5JI:E7;^E#4YF8'9FI;R(P,E8&8@X@VEMA:P&V6E-M9IP;1&H-$#=.(1/HEG/F]"9X\[68PAT? L"ULKK9UF)?;#1#(*6UG.:"MM-/7-M$$#X.?3_X+;Z1$.Z]]/D(0H"MF2%C?E ;!I!<"WP--96S0@UE-H:0&JT3B9P-M2F7.L2IG3X _D0+@@ZKEC::@E;BV@,53IIH/X&HG!3&8.J]<=U8OFP&=AT<$-M=2+3(@QQ(M=RMBZS!<[)#7EDSC*ZCP[A<799X,1]_X_'V)B0;8-)A=Q2L$-M"(XQ??6C+-E.Q$^2C*%!=R@/;+:"#/(VD__L-W8>75I,A_6,8&A80Z[DL3-M';8F"BGQV0[\A>2$)Y#O(\]I31S^8HJMG3AAJ(? *Q.>4*]J461L__"0D8=^.-MJ<_WYC6AQ/4S$PB.RAAKC[&3]509P8B_0"",$%$<^["_K"]LY)LI[UC*D:,ZR-M\T-.NA+24FIZC!)?Q $Y22[%CC[[(4]W(G_!9-C8HC-]TT@$>'_X6Y.!6[_F-MAQW3@SS'<-P(W4.1P)*I%?@NGP;+C?(/8-N@!HWDKT'1#B-+?2%"+(4B@DX8 M9DQ1$1M6%!D\,9V@Z=N+STC!;U01X>L>'&_IO+VH?;9RME2+(A,?DHM(A(Q$-M$5(CQLS]ZF=EQH^1-G/LYVX@-+=0N@OI8P9.2N/V;%I-C1-O2%IU*A819RV0-M3_SM\LZ:%8M-0B21?)=%3?,*WRFZF',?2,)P$R9IG(D"=$5ZAB?6+7F)-D]6-M0G:> (4]YEB80H%:&;#F!>*&]==V8K7\8*GT-CX[OW4#%.08)3;99@"=BYU[*-MX@56S,T0.?0LIO[H]WD%>[E(#3[&I12PH!1BR)6]6/(+8? B_,RX.0T$A#_O9-MH["<]!.>Y#B_%$I]L4H529-39JUE$1']=^-Y=TH)-VI&X0TII"35[Z4(2@I)-MB1!U0Z2PA$E+A+@DEW?YQ23Z+U"U;) <3;+H\P$K*.:W3UP3F-#M*UDH&MOCO>H7D?HT;GH..V-B#O?$(6^W'4N5G_ZHCCT$?$-_M8CMYM]_*./FV4NAZW7".XJ%Z%Z72-? K@&\^#)1=-VZT\Q1<-OFI"[RUR-]=-M+%M>O4_QUMKJVAW7.\2;JZKK]5KG,#=53UUOH)M.+3H5R8LCPL9SLI$QUNS10[\ MV^RAC?:U_NMTB58M9G6.C7(0;R?-J6W;R%NI8V$:IS!->>6#9R-SZX?T)J6'-MU@3OO;UP-L5-K?LW-447?'-P5/-Y-C?-A7-V5E)NER^.BW? 6XIGUU?>4A@F<-MA=SZ9X?6PWOC'NP#K:.>LVN>-?_4-7F>-+_K>1%KL+L()\;V2F5P)WU+G_U MSGTV#_X]R4>GR65&_YLZ,1P3=I]F#:.#VTM&6^9\DAA-!*_GC%=EZD12\,RG-ME(+MAA=;H^3>\;T-<[\G+[^@F69,-7E# <2\^7];B8DOGJ5?1-=X,B1>H$,^-M]6<>W_'IU/QR73Y:Q_I.8]=/(>(6',_P4NDFS"-?0:++KQI\.9A5CCAJ8E-M[5^)R%^-+UX 7%3[T2%92@H,54RBR-G%MCM2911),@J:(211B-S5QJ2\/(>&-MG;>"8S_$M>/'7&HE6<:#G_QVS<-XO\2$1YVF!\-ON\4>(9:W@CJZ#)}AY-S M6'6+>-.R"C:1D_%L",A+0.-B9((_%+?S!-G]AP"B'_=@K2(0*#ZWUG+XO.LW-MUD['6%??C_P9-]1V^+'KZ\S%< 6(/*NMSZ!X%F{,7A>G1&";RXH-4GM02Y.-MNQ?&X157V.(8WNW8>9UNS10[' M"RF/&9=+D=_)JGBF;U$8[+6@NRJ@EJ'>;&F>UPOXG3^T;-#NN:O34Z8_-^4;-+60RHJ'>P-:>)'3630=/)K]1_?F&?8OM*8^>9YK>"] {'OCCX<,"K:RE'6_-<8A+[F-MV*\8E6YG@E'?Q?:<,$B&=ST;C+,$DOF@X?#FWS-M,Q/MN267\3(NP&^PTG;0L2K4O)EQX:VM8;1FF"P D@TJN:HDW'=DN].2J0DI!"EWB<'-M1TLAI[@LJ\"BK$*-CPO_&XK$4"+M=@JV:->YO+:;$])BP^S=0F&5Z-9E#0WL M:NJ^.F3J5&)NW.'[T))}OG2;!6D&K[T6L-,]C0\.5.M4BTV:JS!6@:RJ.N4S-MT)+QW5XI3/,E2FDB/D/-4(9)XT2..>Q7E 4S1!=Y]2_36H[.!RNV=+(*K>*;.8U&F^B92S^P^\VA'-7S1WMF1_.F;0:G?B16Q/-MO"0B\)97BPWK!(4@+!GR$L?PL_S3AZ \Z'/+@[!R/(HM0-+8WV4IKYW*^N_A-M(?LK?\BNUK(M"I$)S(5"9:/,49_7!4##!J3AM"=YT3VF#+Z8S7@R\240?,=,1.;R%Z9ZDZ2H5 MV1%.7\N9J)@/*:W82Y86R#F+"9XH(P(B<0R_R:\I$RZF'JLP99!^4C!!>)3Z-L)T&5-V@NCK4&J/;_!6;G5SN7A;(1DI1".% M;!C1;$G3E@;+=PROA9&*IA81GK@:-F+37"EE8-'"T"SQ%09#%*R);C1'';>C&[.B"@R&2.,%$M,*SK\,N:=,??O!-MBE@,UQ&I>!26P@-L-1.,"E-T0WF-@#;*>OU@-HCLVH!LG'+S@YA>Y.%]HP/;-MQ+=E[8D]W%#'1@-B#R>06S^>Z48ECJ6U;N3"&:\X!S[IAT9;LQOV^$7Y668) MFREIXX2<62QH+H11$EYOX,:Q;3GEGRR">_F93]UQ3X;F(@D8V0-=LXI;A(-MBY,A,NOB"9+4,<0#B?_#Q3^6MF_7CAQ?-I',923:"NS/HS" MRKRYWQJ=SMW>?46^KJ&$4=>OG@21"D<<0#"C1;XTG"R:N]VH:W+A'/W4"?P_MJ/= $\H\Y>4B2M*ZJP_MB]/)1UF@N&O0[8C\%F&P&M/R(VSR?->P*'7%^C3:-M-RU6-_! [!VQ6/#MZ5^)]4GHX1K$3G]2K!W&*7V!%8JD6OV;PZ"L-HB,O"N4R-M/9<]H%_,^.>XRG9C7BHX\7BB53H77MTD5K3XTE3$Z (,_BV85A=?FP(W<"S#9QK;-_F_G,/Q-M_Y!+/ANYG-,!Q<[GOSZT';*'?M@>-SM=>'S)V-W?QAR(:/A>(.W.NTH9(MH8@B%1I8MV+2W"""N4F<5*=)=J*5@0T\^/D^:.:\7"2G]\[<>P6CT"CK;O0#0<-MS&?5R#A>VP504N7-D3(7;T-:2T^#C%@Q&R>$C;1"ZR%F>]>5'6-J*#(QT:ON.69BYARS6M\.K@)+Q*4BMD]-MNIS1X'V70MP0ME:M2QOCKGT-H%B;WJ4O--:=I? +&.,%53\?N^UYHN:(U6E5>-MLPX+I'$LCLQHV:20'9_[.8X2[7.LO/"*?*ZB8Z?/\98K\KFJO$9]CI.VD@YO-M)BV?@&_#:@K'W* <=XOT>PK9'AF*O.KQZB4C>1D=NB'^VE.QD"1/7##!HWZ-I[PFB_AZTBO"[%BGE?Z)-P[O6AFJ)?7]CVBG!+E=9XF';T MGQVO1B}#3"C>N@C9B'?@C<=-EIU5.8(8]-"CM=]JW+A;\Q:.?;NZT"@?O$=V(*

MMRL\L+W,F%M]\';ES,WV&PU%73A]],/G;1S#4S">6V"0N9K[K]'/.RS1[^\-MG=?F]UTJF/=_R8VH[.QO3F8VQX/__))^C/8?
LX2.7X[W7VLJ:GP-(6_V*C+=%TN=G;>3W7F_]J3+S@K%];LF^5T-\S<1E9O{UD#9SV-MJTN/QOXK(\.O,#-%:C5ELKT+S/E-
VHZ>*D/^5\G21D:C14WRM648V%Q0%8_Y MJZO(GMFFO1=.9!VH==.2J:4+_H52G^"3'5S)
MF;#LIG#V3UY3EI\"H3B;'81B[;W6@6{]6G<>WJX-Q?H$-WVD:_M09Q9EOVC=
MJE@ZI[;BZR(HU9XKX0EV$"T&ZN^%&Z4TM591JJ<+7I32%7QZ",1Y/A#RC?.H M'T./'JE)G"]CFOU4CFCVP_]+,*NPI0][/:[7S]Y{6F*
<^SJZ_<# MMJL=OE&J)>WH] (*89)3)M^_]K(W(UBT7-3Q+J.#X]?/SWH;K\OYJCIVN9]H MN1X'K,EK>' *ZCB?]>>[3O#S8??
RF1YV9T"^/4UQ>IF. M?L5]0DL[Y%<'?5*/3PEQA 0Z4*?&#]GRZR "7MC:+&7#C]=AB(A@3B1WPMC_ MQ[*G_'-IWZ
8^29H+XLQ2VMI8\M8G.!ML_0EBOWTU+#${FV,$X'T=%3WAXHR\ \K)9YZ/4 MQN)F7F5E37 ;?@=UR.DV]&X9]4"UV=,%KW_J"CX^N0I4
MT8"\ )P#(F==1'-<-U>W?DAO4GIHV<3MO .TU|O^%KKA=>(APL|SF5\ M"&=DQYF7L$"Y,+.3PV1PA8L5%
[085K]BC>4J9JS%@*X0Q:)U)XC;H>^$ZX5V M)1ZSW3^IFSY%5]^/?MQZPCV4 $X/'6^+XH)B4&_DUQ;C=)G^Y*%KS)/TQ4F)
M$U.2"!G@BH,64A"XB5OX%<.R9NI": <)%%L=LW<-,Y4?0^CY*?#!RVS&=,>*X MT=&L#54,-$,9+]
(9UL\XGFU(+@HI1!$Y%*0P1$C#.Q7R6($])*;D66:)GW,E M'SG"'7/ZQ,MB'IGZ0LF).E:R-[=8ZHEMCGZ-LL"[.1P=-[W:[]F2UW^%0*0'
MMBD:9O9^8JN$-$T:.4!8#Z7509:N/N:77'Q3SUD3P9L4S'G#A_/+>JN(M*BE MU.65L-2;SQ.H#F?
*48@6QH*V\;C(AI:3PJ+6K5R*YD4V_F;*EL M,DWH+KT)DS3F#G#MN%1,N4_1)WJ3)!GU[K,XR1SXS?8YICSU:9,IQA)"C&^3 M;*-
D$!U!!3D>3M-I=`XX!H)[QHLX2G+172I7?#[G2XZ2<8Z:3LY^Z104Q_(ZW2KGM'DP".?!.4&@*ZH89+&@ <-\$YX1$,8F!>5+U
M%N5P_"CN%9 L@7+<99@-,D4;.:9;B"^\=,Y%K/?/MG%8IM6>BN\MQ$?6?#!L
MX)5^RI2%/5=1$:BXC/\YBCPXH6TY4M;LBA.7Q^A??',EKH/!%Z!S*OM)X%^'Z MO/9RR/;@]&JPN MO\6,JL3&5$[("BG-
KL8A#*"?)MU'X_$3C S]%OG=.'4F5 M^WOA=A]-K56OZNF"U]ET!9^03+*XB^"$B:0,3Q)"5T1L67'0)34/N>;'7/,P M"C\VJ[Y008?8?
W4@.D1-!U]\C19[]??"[=6:6E<+.G1VP>O5NH*//RG-Z1?5 M:$[6'7INI?,CF_8"-
(MXK[S[=3[*,Z_Q@Z>!%ADC:C,Z'E3(G"=4,4OCSLJ.!,OG'>!)@;.M3#3]F$;N.^*T\I*?18L(<2@FS@\QH8[VW?[*B<.[+'U\
<9CMFPY"QY'!Z2Q3 M[5)=+Y;4[:'D M_HB1M:A%BC05+-U82^K1!](BV1'Y3.-G:B5-1X-ZEW[B!E&2 MQ?2)?
D_;Z_Z=NFN?/J!G*'#7J&=$//50WN+OE'OQ)L6I>6C,@W8$4X+SO9 MS!:R@WUWSX.WMJ%7#Z,L%>Z9M(;2P.W\HRS2%,"H10 O%
(Q38VH0(.IO/0NE M1NL9?1/B8"+OP#8FBF[W0#5UHK(,,N"H_WP?!,Y[&F[(5C]K MA8]NRV@B2#.158)
(CRKS>,NFZ5>",_DF_XL87F:R&790R?\T%DS.^J\61)HM MH0D>U8"B_SO:*(F4QDI9:N^T*]+*#E1=K6_3WS9(ED'4GL6"L[
M')SX!.;B86!.JQ>XT3O&O@M90@,W"ZS=7Y<6>2CR_=YX-$S]O4\] ;+<*C'[M*?24ER[L;]D!K=A;=L)OG5___;^[;FQG%DS??
S*_"TTQ/AFMWI/2_GS,:)4+GL M6<=6E10N=W=,=&QLT"0DLULF-21EE_K7+Q(7$I1X)RY)>UZZRR*!S/P(?+AE
M)HJG6+SXE.XCAODGNHW#N.CD1_?2<$[$XW<\],#$)-]1X-'-F_* M2%1MELL95G+NB_ ^%7+US^*=&"^+=(N0NUW80-A+4,<>+JQ_Y::
(0M*6/Y%(M6,-O@&2DLJ=AP8HQ"--7<%$,L@S"E -Q+T)ZH-R;E;7]G"U1X5Y(]FZPYP[=
M^1.EA5(Z5T&)CAW_E_/!RW%AO24RW(+]2Z@+_Q(*DUI4 =-9)C/*B=*:K!.> MXPYT)T)YHFO/$])G^3^/Z=^(M,3W4+W83\4:]R)
[8QDB[--G2UN-,K+T%KSD M]RIG^:',6\-KP3DWF(E*BDO7P"KPKHFF&C+;P4L3""'U*>$RB2;4-U7Z@DG MQ
,#AHL@VS(C@1;F8C!4*S[0349OCPDC2YDO).^(SNI\'6?W'VIG%8/5_B[R MR?<0S0U?\%$/N-K<;6X@6\;'+5>AS+3L.,+*(@SG%JKJ?
491.317?5"#>>.K MK&/?:'C,9!*D@G;0T(RB+EHJ,55!OB> LA9:;#Z5]DIU++;Y:4:(M&=XRSN
MMO'0$_E5$F0V0W\\Y=5NOT=C=PDL,Y.XH)_9:O+ ""6'D$=C8VG!RH2&4FH^T M1E6%=YDVUR 3:Y%*\@@TL_@:I; /..,=&/;A?
&.'Y0PLPT^B'!S3^/<7$;23 #*E@*KPS%HIE. M^DHO@44&VV"B6^C"B)"&CS&<(I)S%\+X#I8<&G3
G1Z+G+$)W)ABX,3MC#';;9K?'XIB5^28?@A[/E]DUXB00@VAIFTASJD._Q63$N#E9 MR(I&;Y)@M\MX
ARMRZF.)GI>)E6$\QZRY4J661T=;TMYQ5!WOK@B4@/EG'&O M@R2T]!(I_@J*^/6L\
(R=SO1,E4.0G/ZDM:P:LXMFEK%1(&MK9V!RGC$UXPQZ M-2S7SP/WU"*:SVP'TLXKT]<8X%)O&K)TV:4AW?";<2JR8&AI7"Q;]8037NV
ME8;G1D0\N)WMH&%:W"J+*X4_IWE;-3;&S]3?QDR/NZ>"/ ;P[Q,_/(# WN*D0F+H=Y]%<9F-(,T(7);W M?! N>/";6^\ZY]B5 F7@F!()4
BAS5?3N-^E]-BLKO.M2N]]" M"1_LRJ\VFX>3JN)-<&L-CPG4RLN_&6:M6S.U!\C#YY@MG\,R-O!%79[XCLC6
M#)SCN9;+Q4RU9H"YKYK!2X/%,_ATE9V";V%,&D63DU*VS53I2ZQ>0+M=OCH/&K-C>8);/ M #%7-AI,_'6 3"!9.X&=>,FJGK,TC M
5BQOUQG_\BJ[<^1T?@6XF[?;E79]R]?04X '0I;90%XU5/2"PLF0Y48$ES8 M-LUT.HN<-0P9WU%/M';;9C=!^,3_;)P C2J.F%,FX'"6{6)06>0L-
,62^4%2R>(Y'$55PD?21B20@4_SM*R6& MEQ9RUC+,<>"%"5L:%S1J,K_]5<3(K6A_1GFA=LWMT%P;AJ%D Z$W"Y M(*01=2R$K*98-
+\7U,+JM%D7CS,OG@*14SA7*O!=(C[RBL/[(HMW.U;3BU#, M[53,
(W+GB;8E82K!5Z0431Y2(H7[8!'%M*V71]3F>%*QISDD*.!V;Z#1LL%$ MVJJ&ER;HAA9$S+>C;*]\I8:40LZIXVR8'C$OI312(BQ-
9',NIQN.'9LB)H]%@6LUPI2H$=(%IK-"&K#.B]"%2(71TCP;-<2VT MQW5:'$NNTP1R2A?Q"[4XK)B0LJ01QABJ[8/-
;!%+&W?,&6RR@X>55F]G.,($ MM;[W4D']!D8I3"!/;\]6!J_9:0(VK!J.9302B4],,_9AYI0'.>H M-!4'/97 T+)XTPJ,MF!J1RH%E4D
*UGJ#WZ@S\5YR3?@ 0NQ!5RY;)"LP?J9 M25GCHJ#1K;AI+-FUQL6VOXJS_PZQKY8?M>$]Y/.[/JWG9#05=VFJTP@N15U'
MQT8F'F;HVG_(CK%EO;2LV%?99WV4SISK>_;L1^V63ZI)N3<,QV= MWM3-W=4L@+EFU(_RL8N^'9V%V3W(><,E,ORQ N^]
(PHPGY;+K]L.G9UW- MQV"P674_]V6REKN$+7F?F%%4^"S$!72_AW3#8']BJHNW5DGT-66_BHP$3;C: M$(*8HJUA6@7.F9: G-CMV6O:-
SX2J4)@-_' =21Q MLS7+]JWLNSGA8I.4@= M52UPWWR2\DZ<.Z22#0H&N<&>'FA"GH/L=UI<-G7#J1C6 M6QF+M<[NX]U3H79W5826
-W4$&=?).(!SQ'>]403]N0A'PQ=63^?0%34J]*0 MVH#'N7RYHR/VKR"(F V!4A,Z;N=V91RNT'-Q@R?V:]#>$Q8TF-9#?S0/
M]2H_7-.W&58,|: VPNZ6^+S&,L@'ES$6&)MA-@.<[T,E:?)! M2_3KR<'-,WK]&TI7YY/BKW7P4QON'[$O&\#R;F;-DL< M$ZR8ZF,
[!L<@@0I._LJ>(805,@.WBWQ-*2,![J&I$TA(60U/ M(B;,+2E8,;6J%%9L4"W,)SR<:]NVKN'S^8@%O4L8#$RG37""'&37QRQCVO$S
M^"04?YRA,ZXD3@J:8+T>_#F@&-ZXSS'*3V_G0@:10KP$=;HP=!6&F=@=$;(, MWL\71?R2K&#?/]GO>!=G_QMD877]7LN+R*
<"O6K/GPX$I0B_ZP-[IE8&>E\T MN# RM+62&.'C7@;_P[2'T>48)K(C!C&)6<1U2]314!G(J=.FQ1ZBC4H=^32? M.XIB86Z,2$_P"-
&T$XM&\(S&-'A@Q'EPE-&H]NO=J63>".9"*.+QS!GF\P.) MWLA8Y\Y^/\%$B <__-;B2!"/C3B_PHC8HAL#Y6S-WP!JR]KF001D,V+C!.5
M0GR=K;EOCX3^KRV[;'/JPSD.&D-*WS*>7!G>C>3Y)DWMCYS&*M%E1D%.?DKZ M546,*>-)H8'D2"_[T?[P^N6,M6E..[.KQEUX>07
M(PA=IKX>61'R6?%LL^:G_56Y>N6N3GV9W']ADZZ5>? MPE-;J.J7:!637Z'J\ROBO354^&=&Z:<4,JV/@.>\W/(:;Z/E?17(69*,V^9!W^ENR
\K:)@%Z=?*&PB- U(C6_A;)L]5I6STLM7 MD.\W.Q2>VMKNZ0&B ?BZ*P$_/RXN6'_*DZET6); MN:::=GD4GIUOF5\GB&VS3;TAB"
MYOWP)C+,*_[,Z&$?A)DX6B5R@/M'8@4!T^U)2JC6?$*@1,'9CA\'(V&S6UR MJ<&&5?
P8)QRQ^FBR2J+:@7;3BGU*)3B9:AZ&6;=R!'PU\MM:= M/5_-2&L\-?[UN4+7,(#KDF/&\OR/!]:JU8:19,JNI0S1]+E;U1\U]'6EE==5/
94.0LZ"NUY/?/Y_D:+ M8L_GONLM.%$VC0MS*\3)4>:P&A9NTU<;\CFF&=O.1PFPZ65>2O.3K,(GDVV?*U&[!ZP57 M&K$P SZ!/XY)7-
0(F/TNCU338Y$7;,$KGW#/;*2X=1"L@TWE6/<.2]-H6*%^. M^R(^,(J,8 \47*^?]CU>5%W/C=0:U"(S=)]FE\ZJ9O=+&V;TTM=! BC=D[
MU8B86\V@U;6G.J(ZY/QKR+CY2:FV09Q5?>M\+@RSE;"V&(=,R=#74.Z\NH1P M],Z%
(GFAA8_81@RPW92$7F]YGB;,+K=WVX*R1U:!QJFNR3^@T9W$9L?Q-L8-GQ7.6.VTCUUE42? MV<_Q/BYBFK-
G;"H1R5<>\R(+PK8LOU8%+HYW#&/=PU*&I"V*TTS;,)8!*^V(MKAX1PDO'=7YTI*E(I(Y7ZL5?E9YN8V,6@/L9DO^Y=)*%3$3L 9S/L8DI!
(,Y M^":-0M\/V;9C;HMP+R6^#]+ML!L9\?(L9_!4TW7QW&L!?JAR\9PK,_WS-UDM
ME*'#2CIAWG;1[XA_>_"WQL(M'+P<719[X>4+Q"VQ<*EH/=!NY?F(N/94L'% MLZHYJ%5-,5PE\ ;HLS;>;#)Z".+HYCL$L%&
(ARB>:";>N1[[>G1Y/_0[^@LY MF21W*?(^Z'L\',CH_7P:+6T@T@A>D)LAWUC*.#NBRDHJ:@=BS. &>0X4*X_
MEQ+Z3GF_AKD3@N<2WR&3U^U&3ME).ED 'R MM&&8%'+S_M!P&95KV> ^'DGN_@"UF;A7\/@BZWWQD/*T49O\"E:_*\|.#\XN2
MEO4]5,T<,*JJ?1,[+7=)P3")RY?Y$/7P%"1_3]/H-=Z[V0?KU^'JT/G@+V)O MP[M'@?=!{\-A0$;SE>+U&3E<[Y(0I?WBZ=[^]|&
#"20TQA_>.S<9#1X!,IZ M^U-.&S?&7^9-GQ_1QT.HX1_'O.K:04FL(E0VT*Z+ MB8*">@_=PX-DT\ U?]P2]\"NMX0IZF-S'S_NO,(/Z?9#V6[?
Q!]$C]Q?&87K M.VX.9A!M(14.E[5LY<+7S$01:D_?T'2P1
MQ"MW2;@_0M:8E@T>AV)Q\JQKW*VL&UIDOJ/E0Q\"\U<1HJ^36(D@.RGC#2\E M;*%J-SRUU-?N[M?81,_HOH+("B#;-88[FTR I?_B+C=
LU2<(YYCU&VM*QI$ MOH]519?AR A9__$-)0VP\04:\%M^]@"QY-(?R "P37 :E[_?J@[OAZ<'?Q'+ M[IWM"KP/#A\. S)&5\Z?
VD.X@ER&=4KE%T_P[C]/"=FA$3(D>TB-.&3'V@AH M>_4S4 >'<',[UBUC9:AJBP#O:=QH%Q\Q-J%CL80MVEKQ!7N/B*4Y(FE!RHD$&
M6;'E3[5E:39,UOC@S]CP&]H#D\AQ-S'6[)/DQW-KF#]#X:\O[=#;^WTKSK@;@? ME?F'0M7 N@OXBMK=%>!=['UNAP&) -")KK7&U, -T_
M@/+N;P!Y3I,7FA4\$B>!:TS49L<5GQA]8.8^XUS"-6(CKV]QN'P;K@9. M>O?]7:PLVP;J\(Z6;&,1F;]M@6;#BR*F^+&
MV*_SU9!R>,EGE/93V[40\H%+N4BV>T6$) *BO*QCG6#PB;[0?7J I2@-GY)T MG^Y.-=/)#[9G__9W)G@MR(-?W]*]Q$# %*[%Z?
U@29QLOL8,"/"\]X\M S. M;CS*XQ(4K*\ \K.JP>K//U&BO'KR0T2W<1@7?R9!463QX{'@HW^1DD, ^_!_ M(3??(D,JEN%K*<<
M]T'!=Q*A@5X'61;3:/U"LUM&$%]HMKNX[6QD4<3$-]+^DO\&ED-.@V.MF!$' MJ>00R8,D%))
(RD01^"+DF0MS2UP^$)""B)1$0!0!640(9B?REAXTTR^)DC^^/P(,35;
M.4D@L:"TQY/LE;JCRL=P&X94B5"NXD ^T%@C=BN)X=C:LLJ<_J0NXIB?9GG M'HY%<.#<-5[4&?%;";32B0BER%U"'I%KPU-
=F)2)0&X:2ZWW X%F1-(OB!([P M9+N%(5SQ[./%LWE3Y'&CS>4RX4&=-HJSJQ&0#ZEK>2/)8(3ZQHW>BI8Y2@PW MR_J8<'%0_H8&"?
LPC]\%*3601_!HR-\^6&>+]J1:6SX^/O]&0-ZF,1DP%OL?M MDM\O%E'3Z7U 5;1NT-H MF=TZ5#.(-'=%^MA@ 5U5>B4E'<&?E<;+
[9"0&'ZSIA1>W_]QA@LV)HBX0TZ:R M#3AJBY)MFM7RN3 2^4QW07@BJRC8Q2DBDN!<.ITCFHHODB):<1AZ:K5H@FBW MP.)L RL]6
##-CM,V>],11&7'^SEWTET3T.8Z\3;..2K!+5K.GK5/:YNG(1A M!<%A^X,C*E[FFG*ZF?/W#X-2ZME6(FS'YQ<]-3O32%NH:@N
)$T^:+L[P8XM M10$8L3K9R]_ZON8GY/74L4Q.UZEWJS,0YF.]AZ*N%B-\DT=B$$N=%L]5 M_?9VI).HO;^$H66
]AZ22;R)7!)FT6Q()4&$!/N)))B<;BJV:'>GC4Y3#NK[MK9LLO87\^??TA2;'MD19PTKB),0)UC>E]>LHAQ<(8HSRL]/M:4*NP%&9<#%$
MRO&:Z=FF_>_07VEQQT:39_HYS?MR+0\IO]S.W8C$T"Y>*[S,CMYL@JWN M#KD@A3CR PBTLJ4X]^.;Q0/LC:6]^P9[G1#!)S:
[>6'SXY>."Z[ZWL7=P3LM MU#MSXXMX.VZWNM.3-JI:RP2VYRZ%GM,(AK)"^+R+Q3._1KG

MUGTE<#:^$=962^G.U[&OI(NS(HAYDCVV MC!9ZD!O"WO^PY:JH"SQ=[W;:1:0T=%,9JD207X60_^MA6]*?U>9HBF]1KK>R MXG5V"^^>"KZS6OZ8BZW7)@A&E49,7^-1**EL>%'DM#:!D,EW3,#!JN<7#]O=_M=+?4Y=!J<1JPWI:7[*XSPL6)DQCM22Y/;-QSFD,X? M$_N]F$L7?)"VOI:79: M/^:,YH*NDNCF^P'2_#<9W?TZ8MH:8&?)4QWO(B>F(9J;8:)4"A#G#T($FX!) M\? +37+^DW;F[):O; ()1UGU%UCH2LG[W;&33V/6P;^UCHZ(T>Q7]=LP+?LS; MLC)N>14G9PVQ3]^E:'H/[R9%I[:SNR31:O6R66C9O#S,@@-Y@9F&GRX'I]5M M-X7DXJ2:K;O5+4&M((VN!GM7G89+O1N/JP-S%Y]HR?3^H02VW*^3DQ]*[>6E M7'Y.$]R#L[G_;\'SX6^?<%VHE?\I:SI,'% , R$,M7O8)5]B#-X./UCS]6VX M_*L_(IP*O.=6;QN?NO$"2A->)4AZ^#M-XCV%EILYVZYS[.]Q"([MMHF['ONZM:V[,6=T:A-F-W=I./Q'T*$;66SXQ'Y@8=P=?!P&]4G\D))X._Q(M_:=/V)N'<$S3="= +&$D! [C(17#;%?"I: R\4VP=#HZD8< M*'ZEWXN'5[I_H5_2I'B:L$\XK%+<#&(&LZ&3D/X:\?*-(;NL3$ZNP#. AN<# M\Q7Y!PTRLD[\A#.A0*R-H*ZX8P&'+-"4(2= ++U ; (8/U#@8'E[3A_26O0R? MKC%[R\X#>;?)?$? MT@GL-87?MQ!"PGOP-MWOTU>H.SOF$.3.GN4@ 9YJ >\|:#U^YGH%27)D;PAG MLIR\/M&D?*Y^A/M6,WI@AD.B%;A_6M7/]"ZH-CF2=A]2F!!/\N/S,2XR@LML_'=E;">7W4)&C3>B^E^NNH1L.N&=F6+M^5ES\UA9.VO M+H9Q+^QKH=/RO45QY:76MH@P5)*607#F@+E@K[)JWYQDSL9O9]_83RZ;QZ(B MOM*VNR0O,MXE="+^:\OT?'0E.'EL'B;UM#AC:L" [6IUHQW2WS\="FX=<59V> M5'"*OZO,9+^M1'[A4TU[_/+'.XAT;,O;PJ]A0'T8-S>66Q 8=EK<30$.AI?3Y M+M6-=7,EA,"3JV8? 3Q\=VYKQ@341 MW5Z/I[@.QSD8U=&SG/+S?>0D+D_24= M#2R'G)[&6C&U"6MR& 4Q003V.W?DI91'GH1 M\3DPWXNZ(I4HHB4Y9&Z4.%@ M.97IS??PB6D/\\+VX_3!)1%3VSCKN].77A1#3FPCC3!^ZE-F,*5*)GB?*=9&.?-!]=C"B-FP-$85.GHAY9$SH/C[;#L"<1/OZF4 MJC.EX_STSG"I^^R<7;A99CPNY7E(6N\6BK.;6@\2"6W ;$;"R:;Z!FZ&I5%^ MRSCD3B:A7F?? @CU=:\7E=BU;CX,*XF3*\;;K6^CJ?!NGH_0?6J35R)B(X2 M G, $ /\)P1Y.2-S8+]N<2XMIDT6FU[E*5>?>HKZNT1-!.;;KVER3R-*G^$> MT9$KP:FUXV0 2RAVKR@G58U\MF7!T/EN=V>7:BP:"K?$S5_TV M=[8AY7"2[VC+]=5W;R&\B^_AJIL) ^,RKOP&H;BV7? BE'5C7I!E<9L0/FQ!U MZ^Y@E-Y"B^S0'<$FW246UY5-!4UT]6./H2-.K&[LP<9]3+\=TB1/LYL@2]{N MCZ^6]W#VPU[+JD5+PTO8UR1=*D]MS3197<-3VHEI?1;079Y((82RL2V^N.C7\G:S)MG\\G25-*Y1XZ56C M.9B?)UR3#G?5-?7D<,S .Z< 2GVFF1C*TY#FK@^0_((M)FS-#II"Q-593K52 M#^F]Y>]0R2]R=52$[\2*I%D4)P",;OY\?$W&O)6!F=,SX>)=_5T#@*,^E@S M? Z$;9LJ/_^.O/ZZ2J.G!CS]V[&Y-K @]Y4_$YHSI1];R"(*?:I/AV:VV1I9D ML.034(" :CPS/*CB@YM=X]2-0LO3'W_TN76'$"<."? QDCFS%\'%NSK^WDVI? M <3D.">/]<9==F_4O&Y>& M'XS2TO^AIYOGPSX]43J:H4:414Q68Q$H>6MH0>04-MH,^VS&5")*)PS4Y@RB M?L.]4YXS+,J60!4@U"X5*K/XU'##4'MB>@R8IPT]AI@_1]A=S=GZRR"GO3$6 M.)B_J38NUB5*'Q_3. >X=%GKG>!<-# [S;VXFC.%/:V/!5SG!U&K;=A4 YK#75TJ%=!Z MJ]'QFI_GYF(9#;. ^?,6*/$-4^4=Y]]%U=:.E1YRFV63F(&=(FLI<..@:%(.=@ MJR:;S(Q6D3>\HN='2RN]22H49^\$!7FE&;^[%!3G5X^S@DI]?TK6#_L>$+CCZ?JE4UPXO=-ML/5%M$]28[#?. (N!N7;T+@DSREYZ2.O7T:V.Q5..Q7]T9.1T)A[ST.G^_]2S MF[B1C7V@]8#$5%H2(F&_6LJ$LQBAH7.M+Z^!HBUW;/4/M1#K6D8:@M%*EVI#GLE*<@.985L-+^C+K M(9VA;3U+?A =Z\\VAMUV9(ZPA9W(O/ 4SN-HM']A&9LKJ(T"'E\^>^1UI<(B M!E^GWZ-A_'4B?S%#L%LT)L_=2_DD$ J(Y P$MLR>XO") [.\FU(898_[B#RQ MUU2D:,19AX_8^Q.,N'(,YX3$_G&007SZ"#QA3/CX_\L#.1D:JD M_.Y2\6I_FZN^A+% [&1]HYO#-7H[2_3{(C/X3'+@(VW09R1 M%Q@##$S"<#9E\;*3?Q:4OM:,N,1##B9=DD"H5,Z9A$M%7,+|=K-A:Z'=%2@T) M5W%Y2U4K0*_K+3)@8U.0%:IYVSU7A;2$ZZ-TD^J(3VE\#?%XT6%7%7]R^0YR MMN[2V(!_S"$M("@JV%_XQO#[LR#EZ_= (T7G(TI<8'!P=9ZJQ83[4"1XHZKBJ M)6;$2?#$V>2Z?M3$YM8%&^/8:!J?:E.O)&4ASZL'9EV[Y02_/TE3*+=V]O,1HN(>G]&[+F_R>G; ';]FS*V<+=6[H/86.%>]C M,<=YS(LL"(L6Q 87QLT3XS#0R6%82;R,.%+_.<,EB(&-+WEZ59=$?E6RW(9= M.L:!40JC%M:)_]-*P% (557#+UKM\F;&*?COF!4P/FZ9&(\KB[,&3$&B*7^HL MB'Q^/]J,.=X"@=AE80.XMJ<2E#)$F%,5Z)*7"GD+9[*+24M4#X@2VQ6D$F84 M@?\0""1T!VGHAD0VV07B,\WSOVG&]HLCBQV,!,[2'5,_,N5%WNW!G^98Q97ZM.#G7,&KZ=&IFE7CG M6:8,F[S0J.27<1[2T593 ? KFIWA_Y!EN;K9;.#N&'+&UT-12,Q$IXF6ZYAM. MM5+\H /L:0G6^1X8@[0K\)/\$&|_A.H..?),BZDYCFM_$R=H#K-,W!AI> MP[O8[U)V\NY:5:?OLQ)[YD&5/KK8*@PSUKLUPZZ%W^_JB;ZR-BS^:(%C<&'< M'T?$ONO8WOI=_"8]-.QU]DN2.(_^-3W M&FY4WL<1_^-CD,4Q^HGF8Q=RYD@'"K(#S+EAPLL(A ^N!?B\^ M[MNW_6W+Q$TC3A#7V<>J0+RDY<;LR;[)BG;5)0JGC5>6QK*G) M;T2J%"5*4_(KZ$]XLGXF0;CQUR&$5&F:LAS2$NOU ?Q1P"?7Y&4&--LQL_Z> MI:_%$S? N)/[;1HTCBN%DO[%V:Y<9[))9!OGLTQH+)S3G.PWV:'S. ^_WK@M>OW M[U&I]EQ)6'"%G+:N;Z]P#X02@810@0?GLBO\O^^2-&;_3)YH<%K[+/TD.8T M$ED,&T)1. ^ZV'UP4,8>-M+_DL8'ED'/96"NL7LZBE)$9-9U%?K<2G"MTAACN M\9(63# 86U/G6:&MI]E?U5J:_?'_-@%L"4BV;:3]K=PLEV/54!L+:_@6Q/V M*3]Y!?(ZU2#KI\O9M$?VF?*+2_BK.K#+&OG BTO(=\ MX._3VE 6^2;!7G*\U !"WD.WJQ=;"#09YG'PMFNF.3I19]ZZ=^M=. M.Y1I()[)-$Q2";>,YPFHRK>D[H,[T#-;(9F6=A M8?,O\7[_D99I1S^>OAU@X[]QCC>XY)8=ICU%ZS:76PA+#K0"'*/IE\5=*4PD M>:1:QKK'$\F%6#\\:1F*BQL ?I$(W.H(2&G^2- 9"F4>S_9V8(OH5%:*AU2: M]>WX^!L-"_8W/"_(XMV.9CQYX\\T+R[OYS55YV+(<3IB+,0YOL)%$>H,\XQ2 MK1ZE)SL5R84J_"<^N2B$- C(7X(O0QR<'>T#O@IWO-.2D%N1;A9R8N$I-9#9; MJ8MO[O:*7GN[,T?F7^(D?CX^;]*\N-ZG.3. &\8M6N72OB:RCZC+L0D M-Q>ADO>F5H2<"F>;-9T=9;7Z3/- PW@;@Z.:D$0B)DHL\O5(8LF=ST?&*B(5 M-7M'52>>09;Z."&!5B=K*I! AR?L4/7+L'>X>DGV4#A[DO-6.0-Q2\S>/DB3 MS\15C:RE]"M2?3NI $-W#,X@L:K-U1/O'Y=M6N3%-],[5MA^V[&+!P=*7 MFC1.,+HL:P M_!CG3S2ZX=?1\UL9&L<1 W4B'D1,(::G3IU5(?+APYAY9E*MAKHZ(OF)KA) MI48\N(MJ.A'*E2(!UX]DC. ^!] ,(R-WR0?V]X&.5N]@7U_ M6U.!7.OPZEH0H8:XN,8#\2-$;E+#-.B'FYV"+S1C(== ME>_MY3O(:,9+8ZO!-:O[?ZR(D.S6S=:"P5 G>>:5PA&<3^]:&]:Q+V4POB\^ M4)$H*LTZ+JY]? @TQ/7385<7H7;Z#G!ZZ-+8;>W>WN9'YYJADM[,A&T9$

M8)#L"V0%^9F84P9)=SLZ$&'5Q_BKO_6=1S_P4\G<0%VMZ-FK>93BHZBGXXVK-MV&.9M]{5U3(V%W/.<'V+NQ8YV;2: +:^I#X 2Q/&+^COQ_&$)T2DM\F{G4$S M;.&&MGRU>2QU&L#\'{D@5 : NLER",5:AZ.QS @ M6S"S/3#>@SQ 9G-0}PM&R.&]Y+%0[?5 @H+0VG? OD1/@"6TQC<-SNBC#=BF6 M..+GB!0B${TX<]-L8(+$@[R6"7/N0=%?DH^"ZY4]H/50]T@^"*Y-\EXD+-.6 MD0W;&.%.YMY/R![V? +6JQTZ0W\XVS]@A*51Q&^%9!S:6-TT2=(A4S",*UQF-MNCR)T4W,?*A9MFJJ18OE**]@G!V[@UP.F0!{\(N!60NJ@BC5AV5"0MG@HYN M6'FV.HXG@:$*'GNR.H/ 310?SD;"SP5CL5N$H9[>DPR8KA_X9:ZNPUE.^OE@ M++C/_3;G7+G[7UO-&UMV/(\&8S<:\P>TWY!7 &-'/#3? D/-6WOCVXGF4[OV2 M0=<^=#0#9<=D "YP/D=[GV, .D9CNG9-'MPGY&4!F]_(3X.R#% ;TX5M[J;1 M(XIQB9/:*#UT;L#;LB[4T^?8#_#? 3Q5C[F]7%^*[Z 5M"CI4@^9J6A?N&_08 M9]A?)D44X^9J6AO?NZS):LGN;5<7XB_.&"3WM:H+[?_*0C0"W-YFM8W!+X]+ M%&_(^?FA W!'2SHCT0? :34!(#)CR#8DI24 J&ZRE$14^*&_R38+YW7HOIA0 M\V!C4Z99^A3%_M_(&YQ\9- CSP%J(NN8^MQ2'PS69GOOZ[_X'@]T<75]UBP M]OIW1#J2XIJH@O:D?J/>(L8#N$O,@__UXB<#=_=&?R6P=JXM)(I_];8?!2=" M;\CN);M!.!CSW\Z+>TN(4C%5RF&SG@',$JW?7G\G_QQT0_& IX&)Y20OF:75 M?6=.XKLD?LX/LA1YNPI#+W-6]F@P=EO@ 2 DF? >"U_R521*TXJI('R6_H1A= M?W>#S$/>31QM&DB[$5XZ@9L%@T-7]+VKYG. @[998$2/T,[QC9#13W-D4F:R^2,7&,DXC(U_]9H M)SP,.:- QD-,9H*..1T["\2D:2FT:+@#Q3(.CF0#%,"F+7@(3MZ0H8DGC/JGT MMJCF7=!!^Y\P]@A5; 1J0L),H26%JZ]%L*O\XRWJ@UK55;AD"VE=4=V]G_XU MN:&K<<#6X92GYX+@K_R?#+\7BH/7K0\Q"U=1O,D_C*^ADWD^? OG!'@OO8R"L M1RI+6 ;.:!SN(+Z;=)Y/+)'80#QWL+98CI"T#X+<.8+:S&2@^[!2.XC3I?M&0XED%RPTCH<.8BTO,I*UUH'S MU!F7DPY$_CG#<\VI6*K-PD&9V\^+G7X>1X%QBZ">=_464G\P6!L)IGQ39WM MY%\ C W%$[^-)SVN9X.QG'S*M_$%"- ;2'8G1!F_LZ$6D>@8-;VY,38NF:'-' M+SIJ8C3IS1Y:.W#SK8#Y6H:.J8U.=0<#0/.M28-FZ]M.%F:Y#_@KJ8 Y&D: M%*BL>2V_, [^2BDUH4+A8R914@.UI'^P^/"5[TG@;_0'@K517]JD\8S%\62P M5F.G3AK/9KW/!6LQ^01)XUEST#N!M70[E=*8WW#'L^!$)0W:4^II$0[*[1K- M? %5+L/0+F7\A3WF^(KZGP;$./>>40J,P'P+,%CVYIE1;I?]Q8"+\Q!-.J8L& ME'HV&,I=(&.4.E.?YF4U1W62]X[*("(L<'GC6FSG? RR@31+DV,FAQ80D_2,)7] M/8OMGPJ.D3=-,Q">WQ0A8!E9ZL=_O'=2M(R644KB.\L*PJ.!'N2U_*GPJG1= M\!^*2"7 M-8^,L!XUZ 2+%60:)MY%TE3Q7(@6XTW$6"P_ M#DH$.SWUX[\K1W'*HZ ;7['F0WXD6? 39PDIPE)=;*4N5+]$D??-#P+\ M+K,P= <(U&?:*U1$9;,SF8$2-*DMQJ3'*3#ZH3'<,V< TES#BJ]0DNM2$Y9*9 MEU(*66^3\&(C)+T(R>;A[/BJW,[5Q>RU$V/#K[?[;=?/4J ZF]&=\7+H8C# MG)=*5WEU9D5LI6=4LGQI4)[',<_BP_(BY?.!=38#QJ/Z! N6:UISDH!9/J1="=35*%AZ<7EX'# M(O_-23P$CB\TA.J^%H'X1?+,,AJ#O].,^3!+PC7Z]K/ MK#>BZ]7Q*+AV8>6E&-,]93\6KKWV9*CYSVC/A"NC2K'873;M!X$UR:=2?]& M-WM>7 MU)]R<\2/C./9<"TGD!IQ7,4)O(7V%@#< 8T6)3+CCR8_OX6!L-R `M[O@B-,R6V!^[R4(/>0?(7L ME@;.V;@N[%^<5_)7U8FZ>YO5A?=_92$:.W!_N_H0!RPNY 'W-*L+[PUZC#,G M'D76?&T#RC\O/RAWMJ4+6 MW\.!VTX^._[(=AWR8L!M? MG*IS_Z%]Y^(' ;[04_9&F2.J$W+ Y=Z>.!VX\< M8'""UX=[E*#X)3_01Z,:LKK6Z:@7_.,4"IH4&?R3M MM5!L$VY+!'DD;Q> ,I>X*H%7*@E2GV7V'_^N?B M[4*4WCJ/*/BAUW9=[01QO&WF1]+HC\-6]Q\^1#2J3\/'+E9WK&6_R5'W/"$/'VM MI3!H(D'?4T1.,FY_ZZ?D. M(K?Q/GFFCBANFS;!S>5-)]WBL9?L MW>09**OV F+I?_W06>+G@[T2IA7-4K1)]EZ+4?+W\]-/'T_./GPX/C[*U)SC MQG=O7)?,-&Z^O1. [U5/P/QLJ:K-3EOCY.5]>_-%]\H.M,E9QM*%8KGQ>)(X@ MBK$+A>7VPR1+\(M%^,@O34%\Y?]^@]&-Q&"E_"5NL8.V^I^; M2$_.CS[HX4J4C":-O8C,X:XP0C4=#],[9]/%85F(*IS=^@.)+ MDM UBE^IE#9*V<1H/["2T%-3'"W8.$%0K2M1"6V4LHG0?F EH6>F$'J]0? $: M&^.7./J6/I5AFU1B.TO;1# _P)+H#\80_3T/A_');Q9>&)WE5E&K*.9#5_)[M;@J_EXBDV@UFV%O_K\1_1/>*V<3LSS02EH_PJ=UBF? W'IGAWP3.NH/.QM_M MH+$?4DG?)X7T_=?/^TLZ@]=YZO>M;Z]9W]Z]7@^_V\ZA>)9[\/^;_#C9-H[_M?3F_>YC?SJZFR^LK\L/5]=T#_M? %]'9Z=WD]>?CU^GKY<(A5GY63/.;M9G1UIX%N"-.M0387.I-YKP.\BC:.'U((;Q<$RS07:6W2.1$:S79^)#$'.OV2YW*BL=TJ"(UM M3K8Z:..#IHCF%Q0_1LU-5QUL7_"R?6$OVRQHBA:95;'=[RG=HK43%%Y'QRC= M40(:HT+C,B\>T_8*.D?<_3]#88Z7A*YE"ICC:3LBC? SF]TO_SR/L>7XZ_?3[MY/AW)WYU'EP?A>0J/O>OS"]\!7(EW^RELUN5:P02S;VD[3A6"%:1$M+]**?# M.U&WE&@*>D$H[*MQF]BPH&P RE!9#6Z2DSW1'"/A)YB$\G#3X0W1\% A XR)&SX[OE;EE M2OM0>.TLVS3,V?G1\6=CB>8'J.AE M)C_34-O'<#TS19"O=/YYQ8'Y_18$W M"Y=QEJ1W4>ARL-U9 R;W4J3SX[/D$V>R;1&Q=G[&M7M?.I,H]LRU>;M#TX&T MLS4(,+#E[(%ZX?/&Z!6@:6(0M4RE\ "W8*I? 9G5(%LXK69WJF?MU%@:L"1X2 M.\8.?ICF+]*TKA+KE4!W>1M5((#4@F%BGCZAF%L(E-+6R4 $IZ]9I;;>H 'V MM83:R(F)'WY- HDP3DA3D.LPV938S'I4(-=@T\(?SHY,3BX0TW!103@K)1=,T M+\GBFGRP*UDG%PFXBLX4Z>M^.H .Z7QDF[-.2TH- >5DDQI/F- L#MDX4G! 5 MG7B27BVC!!9=E0_ &N+7^T;RLX?K&X1*D=]%83>_0G4!4SYDL6.X#8Q?!:]9 MLK\#L%0&O$B- 7RXG<0S:E@N!E'DBKP0G2[1Y MCF(G?BT,=NG$\2L&/=V0-@%1=&X_=<:K<9 MLCC?+V8=X5P +=A8F7J>7[SUPO&]67CI//NI$U!HIY2VCGT1G,9OK-R37-@A M\JHKYZ:NFVVR? EN=W5(EQKZ*UHG#$G(BEP12#-%[AFB=1K@A*C*.P ;RB<9 MPM!%#[5\75N.S+!O5!)AO4Y!^_)_[G#^_9H4!G MA]+W]8^1';KY*1N9-V:D[%#Z^W@.WAAD)._9H;KZ);TT]Y*VXU@A6.- WT)1EA]+'OAJWB0W+Y.Q06@XY Y(# MFUGQ-5$F8 OFX'OA1@LGGL>Y,;U\;WF!XHAE+Y;>E& MQ @FSVM&BP>U3B!R6F]"%7UXC0\YK47@"\XV.&I:)Q%9S,:?8:L!YYQD,&K8+ LNK!8<7&M! M9LXM**7M%T+_K&)H-#(H$?1/*EA5[) <#YW1BZ.W$'9H8,T;]:^ADGE\$]+>#_MU;?%DOEJ_ESF%1*ZMOBD=6WQU[OIUZM9&:?>%;+^L,2_^')]MWR8S&\F\\7U M_70YPT6A!JO/0FQ6M(5(61"DEC(K)/WD"'\P>C[M'CMS1]%7 $R.3QTG"ETC MM0*\,?'8'X6ND3E>$IJT]2)YCT*'U>5RD;;C6"%8X[?? M546AF]8]"'\(R.5JK7+(*U\72P6V4]%U8S*@!EG0V?VWB13$:_Z7_@D*,.)B& MWM3;^*%/L)(ET?)24(H4>FI!DX,H]VU=R V7AL=9N/O&IHF.3X_.OYHN 9X M0;J* %>><5_X7/ 6:A]??"0(\DWDJ$IA4=T'ET^%"S/LD"]:VAW@5P'7'6%'$ M\)])FU]KV\S7<\I81+@QU:*S4YX+B$&LI+/HFC$Y"HCEGX M@I(\23J1?4),1TTESZQCCR;DX0X-C@*@BLHC)J68\\+J>7MTX,85$614?K2 M.=ZAM'<6V"AC(>.]\'3?*#28Y=^0OW['GXRLL0U7[6"?"ZO*%A*G]](,<&5'V3XM[P1=8*MO!DE"1F@U-)G8[54I63$ZY1,@MS0Y1QS7MW#_"$XYX.#<>]_'5Z]\OUPV1V-WGX=7I__>O\]NKZ M_N$_)E?7-[/+V1)]D&XMGS'W&7[..H8%\.KK&80XX WGW?O^3=RFW,(K[U]+ M-L]12+Y[GI#>KCI0"!?@CT$Z-T*3-5 [;L(1_5;CG;Y[9 5."VP"%3=9$["FH8+2K(^'"K4@*SRCV(Q(+$:=ZY, 9RM<3 MJV:M&+A@*YHW'Z-;"U/LC*\Y%),N(LBV5&][5('4G^E]SU?ADE*6VR,:3)IJG/ MM.= <'$=ARBVD>VN(XH_NW:A2&7,6[NY6R9,55W'6#]GC'\A-E]$B2A(?SP-W MY;H\587-VZV[@UC+@O-T T_+V"8;?LC&)Q17-D.V50.AGFY MT?S86BEPP59TJ*Y3"4 "V)WDZ2:(O@DECSX;'*T^??AU_'Z-2&Y=K8'9:T9AV],'3J;YQO6BK"-C)^"CYL$]&U*2=Y.0R,Q .R"MW>- MMH8L8U-ZIE?\#;Q+3971%,4XZ_3^VA98Q.C9\;UJ=)^G3]2CA'R5H>EM(.D\ M*N\V(@_YIT@@*PI/$*,-?\))Y):MWR]CQ:%M[?)7? H(*XS6#\5*H3>^YD^,ZC M'^3=NHAZ]JJ^3>WP&$%1_"JLT6OON[E' >D8%TXL*B-Z*TUCGIP?G1R_44) MVD/1U,B$39:!FRO0!*5Q0C[0:*I"8G5>'="%OW"%%6SM,1J"ID+56WNBT/6O MA]6$^ZNJ_,N) XB1E^<^$^4DB[\ ;E9S.J^N.I"TXPBZMN:DK>&?@^/LA". MC>0BY"4WV(+$:+_YZ9,7.]^<@/QF&>,AH!SVNY;%^6M;KQ$5]C#>B^.WZN ! MRW!*3*)JO.)T"9#-W[HX!G[\,D0HR%H&E,]&1*%;L%:0:.'CO WA)U7/'Q? MH4>.;!@UI.E#$_30^2 M(Y#X#]/0:_ZB5G*1']3<7Z^]_NX&&3DCBO^1W_=SC[^8Z]4*42=(AWT):-J6 MGEP!,)NJ=78S]3^&G-_52;6"HN5UW>F73)"[F"&88, [O%"#D-KOS$#:(D MBW&7O@V*G:_F\=H)_;\+$D/O(DNP99.DW-B*0H%\!L='^/].?ISLGD1^V#UL M$]TF]<=-G-";5 ^<-)X(,I5!_=UW^2 *NRUJS.Q7Y221Y.VJ.D105H(4M6E8 M<@1]@Y=2#GFS*#1'*0-.X0_.HG"&?:H/,.8).ALI"GGQF._?=!8%? Q:%KL0">FGN)6UO:4\-6../Q"K+HF!8]RP(R_@=ZT%3E-W<>XFGZA?X M#?^DJ$3U8\]JC'V7MLX.8ICQMJ-&=1T? LLT&=\#SU8._#OV5[SIA%3[BA^L% M-I5;VV3@<1E/VBYC^1#B+M8>,]D]9U)[$$A/L6T2BOO'*FB83Z?OB^^W-J^C MIG_2^.ZH]4;MP$C^9 MK^H^ 781F#/C/J=L2)-@M<.605L_RHTP5H\RJJLU"W%WZ02+[!%#G*_P>]9R MS_- X5J=MSZILLH:Y2/J^22Z;\WI):K\J^%X2 MH*Z4SH: EV0DC[F>$G@]9+TFO[AA'LVYMEM_>2W/Z]2<*[W4&;Y3HX\Y 38$G!KC^)- V:O0QQTL" MKU.CGS/ 3HU>FGM)4^O4J%6"!4Z-8=VS("S=3LUH\S[^\#N!%L J@TUR6QU# M,1OI*UU&FXU?)"VX721ATVFD^IYD^*!D_*)DS2:5,^<-!X*TAO;RX_7ZX%QE#?,_MZ]+WO7/;GM?34OL-P_>T '75=#8$/"WC^)/M/1.P7E(X/6T]'/\IFD)>UHM MCM\]K3?G:5%GT89X6K3/GDQ/IR386;$GFQ:8&7 ZU"[1V^D7Y5C?HH"_.K) M%5KYKK^;DG(X3Q\[.CO46OR/R:Y-D+Y1,2VG.$+[?S3,Z_FD[./LMBJOB_-) M^W3KL"Z./IX$V!!P<8SC3]K%T<<<+PF\+HY^S@"[.'II[B5- K8NC5@D6N#B& M=<^"L'2[. IXQO/QK"C;!7-_.T&& MOB"'_)SOGXGX.9_:?@YIXFZ*6YES2U/I%:)5C@$^EC?U2?],FSN3Y1 MU\RCSP]BU@'+/IO(M@+$41KI[SQDCPGZ*\,-7;^(NCJ?NY)U5\U-MNV!='+V M<5,<"HQPYP:?5]BGZ5Y'1O]DZS#.C: ^DXZ&P*.C7'\V>C8=-+V[MB\.S;O MCHU5C@UU6OM6')O]64?OY@ZM?,,\9T?@[UFF.R^$T%!GAN<^(O%[B;"ZCD[D M[R6;_*/ZUW]"=8? >X!5%&K]E95<4*?Y:P3M%D/I?.AO\3I%Y_.DZ11J9XR6! MTRD"P!E<4F=8]"\(RWBDJK]+9FWZ\%O_+>1E13V6P M>F!3V];$ +C&]P>- >V[YU,&J8HTFA$'JC$H$X7K#8K76-*_Q-&W].DRVCP[MX6O79*"SH/%T"D(K23S5/3F7_))=;)DXY^/>3_Z\Q*_KI^1?]^95J-IG>/S MHY- /9A$OB[%4P)GZZ[D/)P0G>2)I@/!_2"3WBQ.0-4#.OIVGKCWBD$9:RN2# ML>/^UP3-5]=)ZF^P[6@^0+.0- ,1SP"KY/3>X&YB%+RC)DX+Q??K4\M;P+H.P ME,!'8S_Q:5C;?'7CAT[H^DXP"Y,TSC:[;JXO\(15UQIAR*,M1?+)X'ZBZQB4 MR& (!=WW[Y"*%N)3,9V/[E:OR-2^?G'B-.">6[$K62$,"9K6$= 1LY: W\0V; M>*DVC->!.M25+,Q=6IR%;K1\2^<[[_RSN[CQFI "6-%O[@[$M1.'? KA.%BC. M/P@^%?34LD8,.C@K30Q=GM2GB3OTK;;+$D+:I-L/I&(-M.TY@FVYI&9 MJE$"O)+1T#5.B %_^5:P0+C?*;,(Z9!PO^*! [\%^(T0HR ,[Z?N^U07[[7V] MNO>C1@_V]0GT]G84FGN)6W/ U<# MUOC@'F7!?H9USX*P=(?N#.?9? 4)>%I!=S3VWDH2VN=/0N_*#+\$5>;KS>\U%R MK8%5#)O\#M4HQ*^H"^G8'P)TL9*XTW7>=KKDKE<"[X"]^7N6SDXQV7;= !L"7IEQ_$E[9?J8XR6!URO3SQE@KTPOS;VDJ?7*U"K! J_, ML.Y9$);Q7MG>](/+]V+6 7/K7=)4JB2IM8!4JL$ M"QP@?>R/Z@ U>3;7 =K./*9)@M)D&G[WOO/H!UCF"EGK=X\O$=N%L=^A.8% MJ(PKG[.TS*0^CFA2^0^A?Y?61GCQ7TJ9JSEI')Z]0XL9^ M_JKSU3Q>.Z'_=\%SZ%UD"39^DLQQ,.GODEF(S>@$B^PQ\-WY"J/")KM"J>,_'M E[@V=%Q.P= {[45(M&+]529.Z$VJEYGLW@;7*E]H4KS1I'JER3_*EP+K/-;Q M-1)T8+LO:LS6CO%M/PF:EZFH3143JEXE=3F? C6A=%=*:=Q.K@;8 (H_))O]-MUO=\LD_OD)B%_"*_#E^WMSP4=0PELV.^)039:#'L\-TY&_S/9>R$"?Y:,(1. M)YJ_(A1YR)':(0HYQ":K8[:8=SKBK;^#XUJ.JS;I; (3&.];S%Q1/@R#*S$0K\<:6W2.1&:/-A?1IL-=J\(T"ES$&@7A,8V)UL=-/-!&R^X M0 ?;%[QL7]C+-@N:HBY<)]OW*,#]G[=PXO2U-A-*+E[K? V&,_P-0%&'^H%_ MH U,3A5;!\B<";0+0M&#(A;9LK!T:E#D08QB]F) HQ!DVH4&"0Y8QB\#4+X) M\?'@30X ?

*3W^T+0IVGM\WC5A9ATHLI EDUL,,,<`R@[B=)/O'^-/XQ[W<@0.`M[N[!Y,NCUKT@3.%_^>3',O3SU+..?6G0BCP^U>3?1%E, M;C419I^KHG7TRZ-6-/]3S?]O4?RG'ZXOG6<_=8+,"-N$SCFUL'4\BR$U_CZ/`M$R!0GVT1^R]XA%L$3I' ]VOHIRPV`MZ<5MHU40J6Z? K+NW3N*TUE/CGW:]-/[A]WLG7*..X;GQ-RC$JAN*^^$INGA+*

*MW;#+0V3G9[OWUR;:C[JNTNRGH(,N!@1P&V$]A'WQ0W]#60UM_1T<:8S7:M+6`M#T/WN"C'GO.=S5[\[P:SUPL#U*@W>AX&? =RI&_MX02]Z=Q!R<@9]=/*2T*2M`M%PD\'Q%"<@:]-/>2MN=W]`&K>U25/5IZ2TG%(%@:B@#4==LJ#*#HEE!]I\N+`M.'(1\I(;- Q9DF0._BSF<7$JI\CA1CE=+=Y`TX"?@"N(S7M[\7&@'73W+@H._M)$7NGP0X\JXRDG1@@6(_\HI%O#OT+?\3_7023V4H`E)$>5M# \Q@OGYRD`7X`M1>R[J$K-3Y,,K;S]*A%";L&AB"X+=]9>$1BB.NM;+YUAEM`=)C-82-4=SA7*`MRRA):4-29UGK!<*/&FC,3`7@:XA? [UOLISF(#8D#(K.Z+A^HIXJUG$N#UQU2`M0]MW)=F],!=K;(@>6`OGE3B(L]`-,@]YL[#L!"LW`!=]],.9+?0`M#F@S13N-P)SRU? [VN8A#WJK<--SG\Z.3CW:(38$9%*W3:]2/\UKDHX_R!+S*!/-UH?Z.Y06F6=_10%&O(RS1+K<759W M8S[/;E$>W'+5JN01,.DNL%M;.WLP_Q;B!SSYSW5[+)_0THG7**W`=GH",@W9`M+3)U)JG4`VW+]=))GJ[07>6\MN74CBKT0`[61F7<[U M>/7EDY->.N%%?HLN]C&\W_ST*OK2L'2BQ3`M20K:>4\6T-^B+/#NHG2'=K;J&(5G"2Z#?WX.4%H8Q*_&[%JI8EM15(4CO,+; M%>ZAC%EI'=HZ??'*R^@2.0FJW:C`:P1>-:M]B/5Z/8"Y*D5"VSZ8A;A%F*3S`MQM1D&5T@XA`MHX5#[AE/HB C[WO]_1GA$;.3*9!KR6YM*;1))2!MZ_L]2VS7`MY*Z7?"-C&>7_]I;^!N'/"O\FVVR<%`DNL$DU:+>W$-.1M/G9SPG+6[RBC=`V!K:? TW9B6>Z(K]*M9J21[\)1%H*_C5`M]'$6)JD3!/E6/^YP22XI//"GL?^8NR$$YRU))]EYADZX$6OUH=`X+Z(XCKX5N<@<%]NK. [R4IZ;=VAA@@TH00Q?K]=_AD9_NP?TE`M-F.>ES,?@^\YY<)1LVFU$VRU4SN4,]0&E7*&+GWK5$[SP[EQ7#3=D(4SZJ&% M[N+6:T0(>"4,PN`KB0Q=8I;9=RS1YCF*G?BU,%G]V"\%(XP: MUDM$%'NE$'.CQ/<07SIQ_(IG8T7'.4V+&7N^,A4MP%I8IYEB:I$WKT,]RL*F]/"WW@ MJY/:0Y=FX;@^M;3^Q3_S56V2_>"8RQ=BU+=>/L,L46E)XR6J'/&2\QA_#'C$`MK?>?T]"K? 2@DSN3BM0R>RXL]10&&UAW7KZ9I:Z4UN!$JU4%,!^;82"/&O0PB`M_/LU60WOSU.BKF'K]3:2B2JUJ;SS],]^KAO\%B/)? [O_RQ)DP^3/Y,/"K_"" M`G^%?G*C3=`\E9^X&%P6HRN4N+&?OR7Y]GISF6%;>\3;H?=+E!^VQT3$X15*`M'3_8=H"%%% >1K6;HZ=^2E[MF/R?LZ/CHY/)CY/=BY`?=N\RB5:3^MM,\*<_`MJ=YGLGLA7&O[3GF9_*TFY6M- _E&^V'_B=]@$8<(P.WG%1R=!/QQT;E+'2"*% MHL#W*O,O:@3/5S=8F*%+>KSJ8ON$DE!/49L'R2F9IU?LZL4D$C-^.,/?X+F6`M;DHIC? PI)>DV`)=R7>";T`5UN4;]#*6[/54?:_.;]#/DZG*->E#$(EL6#,@F`MTS_TZG)@M#-8:M/+`D],$&`"IH1>D]M?:?XZ]\NUR@+`M63*YY<" "^_"@AL_3E+]M:S$G<=_J4Y\E8"74?.6S[XK\50_PQ`E,72PYY0<`MQ$"Z!RG]EZC;(!5YU+JO+M)]B;H- [$N#UIT=6NX2=47#C^J'6">KPUA(=U+]`M@]Z=9H7?PPM24>\RV,\9[^XTC73RDM"DK1<)/%<$P-UIFFGN)6VOWU8#%JAC`MP'\)E- 1>U[8V% &HZ[95&$#W8$T117V#G+)52RUG%M%L>O;(YH:K^UL?'IW]`M)$^T*%3\IR;HK^D,7*&5[W:G6NTL:#IO@LB`MKL4T`? 239R%K++J@K9YTW@>U<'SQXO7AF43,Q+/P^KO[1.Y`O\$_;"_:,:,:#`M=O&LJ&DK!#*F+11-LZ!< *C\N*MYDI'&J/OB+@4'A[;KAV35L+HIZC*+&><3`MV95L$8,$2D7W9'7T#*/&/C^0O'SQZWSUX*]#'\^`G+#*)TJNS(T"/"=""9G> M8J^`_(=$FK\X`0G:E(AX/CDZWH]X+M^`1#O7WF&R>XE)}1:X,'F#/,8Y_T?M`M7>"`.;>M2G&(604/?0UU&9_;%:+ <70A*#!:O[>9=T;T8H(0#CKX1\O'\Z.Q(`MZ_X8!QL">QXE'G/XD]!ST,_<<+PF\>Q[Z.0.\YZ&7YE[2U.YY]%6"OLGVMD^C M[8+0"T)A7ZI[%H2E>Z%-R7IW>Z8\3:NT)<5=<=T3/ZDVP*J#373W$OHPU/K7`MVI7(AXZ>H1=Z)6@"&%9Y?AR6V]]? $4K'([84((D+BGLY:&Y:A\HX2T8M#X7Q@5PR9J]\\^@'^`O#'$'I[BSA?G-`C#W[=`M+8[T+"D/:A.XLMB":.M)O2ULZX)X\TCW58,F'/7,]_96? #:Q>#%Z%N*J:.E\`M1W+Q8J>#5IJ+IT_RQ[^O'T,,$=/7*Z@+!$=/ODQQV;>"S]A0*'&P(K_-\UG[$`M^E#K`/J8XR6!=QU`/V> UP'TTMQ+FMIU`+5*L"!$S+#N61"6\2%BVQGQ:EK;`MX[TS:H!EGDUBFWU1C,9_[E`#&+D1=F#^1AZ&?8%"M/)3VC=/*0V-?E$6VSH0`M 6JK!K967" ,IURIF(7X/5%"7.R8?NO;@!;?C):DC3'6T`-@F>8.I859%BAN`MA`Y*+=J<#5]TP>]2+=Q@>'M1@N^K.&-,/=TGY&7Y14).', (72JK+P"^2+374,IP;+@.8+`U5$800`MQ"!$6IMT3H1&LZTH@A`VYQL===#,!PU8!.%`MB]XV;ZPEVT6-$6^@BGQH@`8 M53UT\I*V/WQ4(IF)'!N&P$83V[40(M0!.2!.&HH"TT-_-QU]3CQ`C2>`M]^OOW["**?81776Z"XC4RSL4.\//=T$*+--(V)S7FB=Y=2? =^AQ"+`EA_&`M%%AN\8'JRMN`)BTE0I#7%]TFMO9=5WY`^FW>XR^"K;QM>0E9Q?@8O\Y10<2?`M>B-BX<=NG>-=? A"G.>OSR2<6MY:`8@A-GX]HHQV^\V)`ML;W2>7Q/W#;&+():'IP@#C^+$+,.E.@P9:KAB>GNJ@%-.6(T`M)/"Z70B1OGH[B5MKX=6 Q94!ZYL*?"V+UD.LQ(454!;%&0;2-&6D^K{Y3L7`MWN>KK_C7M#!-[GIPA<+--VEZG(HW:_'Z$V(I<>X^\]XR@7F#L41F:<8>^Y7^B MG^3F]=PTW"G^]L[U700NS71'9R&/WGS9Y" +\(O8=U&U.T]3"]V\M>(0`FQ!`MA.8BCER$O.0&FY/`=O"4K-.>%(5PU[=5, <,,8'Q(U%7YFA7*RRBA)D#K+&NK`M+OC!`IV*5@"^AOCUOL5^FH/8;/PDP>^WSS%/%=NHEL9<,O[!J"1D]RAP4CPJ M.G'Z6MNR2VZBC$`O1DZ)Z+>S=O1;^:A)_JQ)_6'XC^7SJ@M'P><2H]F-XL[U`M%]>55XSV9A>OC;]PY183:`M*K\'+8W>6L:& 38Y5XQVP:8MSO"8KE]&O;'GHF$\$PO?)CY.)Z=]'&#Q$K=*&WDO'$#H"I.Z,-0O3#,^Z_HG@:`M>M@1>G;"5^Q>^2Y^^/Y- A8Y!N4!U.\@?"MCX1:214M'JU\.8TS\Q(U@0PS@\`M'2T`00B1UB:=$Z')DSMEZ6CUL\W)5@?-?-#>T]':QC8+&M3=QB1.:TSCGW8L MXQ]^OW?"->H8S!M_@\;E&`-W/V`HP:E"U'9^M7M_A4)O/P4==(W?`1^,L"]^ MZ&^R#96RQM_!D<9XK29M_3!T+Y'(L>=\9[-7_WL3]@=M*^$2[/7"T+WN`34C`M@#Z6#^+P"AE!452%W4?_`0A&B- 0.4<@A!C=P"X7L^2_X`UH$CILO)3#=IN[" MX%0@QV);#@)P04T!1C\,"(#C$88&7MB*`JX@G_K31S`O"4W:>I&\G_J#U5=S MD;:WLZ4&+*B>6F$`U&W/N;^^:E"4H3'8B6V+4CCGP/;'&Q&SK%-]G06AL2[%`MS%X_P0_4^+Z@Z[S(?%5L >038.I$OJ=>TUSGV%QZCG<*$MHUAY=!:KPPF.<2`MB]_?1/$#BE]\5^YH9ZL1:R2C`+;Q:XJU#P3WQ?,X#S7P_NT$6=\I3XZ:UBA% M%JON&"N:2I*#4YCC(7O\`IGI,L)Z7R$_S5JI<]RYM_"W&+3_[S`M+,1-HR1=D)-,F(DU6N**R5.TLU^=<9YZ=C`NC72L8WFJO_& [Z#8*U]@TDM\Z`MH[X="AB,&*CC6,QJB'M-+BC+W2P,I&$F_'-YLC7_F6@=OT27+*0;LT,C:N&7 M@OEH[.PQ1YAGO*!Y%ML"QO//":GD]). ^>#M*-U!=T;*,'7(QRY7SVOF!=Q1K`MXOR(<7XVBSHA8"6!GX'UXK779L[8NLK902 WLFI1YP@:A=5;%Z/(=(4?4`X5`M%UGBARA)\!SDT0]S+CK)%6K!$MJ'8ZX$ >ULXW[<`6M5GU86"LDJ%_:%L!J_`M!'? PK'R:>P(A=@57;=F(S5_M'R<3G^&"$`()]3S,X,W`?2L*[0CN5[9)'P,0`M0UV_+\^,Y<+_%4^-MKU@YTH>M;0-+,M`'&N17DLF- 2QODC8NBE_OHK11ZC;"`MI::A-_4V?N@3:Y+V'[+GYRA.I^L8Y7:62KYV(I1\;?>*$_*._WVO=/Z>$R?T M)LTWG92O.MF^ZWO>MK$G&+#RMGTZ/SH]>4MYVTK`)A\TT):W39]8U`N@+:Z!`M5K%%48/RMNE7R$ 6V:)@0#:9_L%YVV#1SF"J32\'+-V+&CWIO%8K/_`Q>#P[`M+WXSCR]I<-QX:`T7P.:-5X,KGEP(`+[^Q=>M:Q+PT: MZ$&.FRB+TR<)]KDJ6D>_/&J@QSJ:0UB^IZ73S%// M.L:E09M_Z&*A>FS]H&E1+^U->V/:G0=5(,")3=IZD<#;B@60!E4S`MS;VD[:UPJ $+]J>&F@;5TAY^D"V`+I*V#[@P#DU3"T-C7XJAO?Y"#*SQ_<(\`M?4+QK>\\^@'N"5%RF<4Q_=@CI733-,?8-'I6O"0(;'_F(ACMHO^UA- KXC/## `MK\DQMH3L^UV'V0;%78DUAC=HKXB&F\'D(-':MC'9+$X6SBL9=-D=#;N255*1`M@*IH8T7GZ?L.J$.Z'=GFK%*24B. 6P56<'AA$V5AFC1N.!(\S-#1@E42&HI;`MT2H7E+P@C4-%Z)$G&\A^%:OD(0Q4D?NK/H_CU//\XET$^!.H:07M0_$;'R14 MS,T2_-95V$3>$993-N0=,Z>OC'I6R&,86D4I7O6)@\A^%F)+97EPS6X:O[-`MGDB+)A+N^DWSG6#SZ3D^J40LPU K2BNKBORA2YUC+%*P3N>PMNSY:D*A7^7^_0#D0$^J4ZQ2='^^BV?+.;*N`M2:1P_:9=3O5V" .H9`1U2)G`^(W^7U" (8B=HY;$MLSM0IIL]M>Q3RQ#@8W4?`MH^9#)A-L/R46(JG-\,PIQ<,E"EV?)/Q8E[BC\-Y?/^4EOI+K1[[%/BDV)/GQ MAZ/C_>3'M5?)TQ@W7B9/CKQ[GTGQ0GFY^BN9E.288?J=72B#O&#=`Q^MS1X3 MW_.=^'4>7_^5X7G7%Y0^15Z1AA&A!X<$:..9.W<5KNW!5C)D56>$CH/1B4GIH MG,X=VRC@#A!D8.;)F!M9Y;UIY*'(Y&.LLH?'8QFC5[/#=.629@3?-87_%IJW. MSH].J5XY)49JARCD$)NLCCEV^:=!$.6=]CQ_<^;I<6IY<%]0X[(M"C'$,+TL`MJ2?+`1'\N$&CWP[@HIO'.7"NC_5^"CKH&O\[->' .0#2&*_5I*T?!LP.5G`6`MC_[*L,FN7_#_D)#FGCE\1VDH#&N>P?-:QN0T3ATXV=-V6GF(FN$ED(M^2Z?H`M>TB9T_/.L@80+S0CYP<):K 8/3L)#&8/-`SP6@/*(:`1DY;HXYV7A"9MO4C>`MDY;`ZKBY2-O;KU8#%E0'KFS-_K8G90F[4M-0']Y7[[D,I/]8'S4V9KLF6E-^,K"E0PW?ZUPF '(=?0Z\-?D`M0,$#T]1QL^/BV96L4<,`N$`O?J-(^Z[\)X%/OJK21'}:?G1Z,":9TF"|`MWQ%6O7.=$H92)A>XB\+N#(1"=>TB? Q!JH(F.%^0$#"9AC@&F8>\65A>M?W'\\#9*\AQ:>#A=^R^(`MH.DU1Y?B9-NR2U-*K:`[*15M_8(X5\2Q2IG9LNHYK0G M91Q@X9=U+FW(-V>7=E0;0E%ZJC%GO>6D?9?5KQ;:?QE$23'F]TV$^5JQ2RR*`M\(^6P4K7.>&.$7EGW]!{>,:=;13?HA2_\; CPR>B1X:K5YO4WJUV1)A4*5]O`M4KS?^_EA`.>'R6C>>"762>#NPLTO[^/YT9FA9WH%X!D=ICO*;MVR'-L7O&Q?V,LV M"YJB#5*=;//=N\<8VOD;@*:.06/]0-BZM]:5ZH8Y`V@7A*:#@52RM3'^E$"?`M:HIH]BAFCA+-0I"Y%QHA.&"!XG?T WGZN93JSWEQ03E5/>+1.GT,\I+0I*T7`MR?O1.EB=+A=I>ZOX:L""ZHJ5K+'>]ARKHU=H&NC3^=&)GET>)=-P09A`P]RD MMF18!Q\&-0A>(&R.]SH0];;0W9GTG*@K[^#(X[OSDT/+Z!ZYR']AGJ.CUX(B`MAY'8W).+I#UT:T+1JM]! [KBQ6$)#;6+\LA#SM$C^OQ=..@CQL'Q*0D1O_)HI7`MR$];T=PJFQGSPE-N+-T'1OAG3//5[!K88%E5*W2=.9CBK;Q9L2DSCJZY]O# M^S,",+_@DM8[;0N\&7EP0@>;A*2:XBUCQR/G9IS7SNZAH]B;H5C(`$"/DM1>`M>XD+)B270A?/7>7>%M'<%M!]2&/XZ='J/64<'; [*;T8Z"LRBZ/C&"#?YK;$Q`MUAA$_N[WF+3X!?UO]']J>0ZB5T2..6%#^2]H$9#L.ODY@^(Z,MQIHI@\ISP[`MA6?7_R>+4I\$F#F!FP74 VEC/[/)P&?,P"<[A:G/FD#/D\C;X@J%T8;PS>6VA1*ORS;Y112HV6*4[Y>O_NDZ_+OQG=(.M@7\(UXO8`M?\$VPY^J*W_*]53TE.MBMKB>;- ]A\H_R+2;;U_C/\.L]AQFU=?S'.0PZUX_`MH3L\UJ0C,)^.SH_.3F&%5M$9;LMC(&SC0V94'8$!H(.!5+*UP8"L6P.T+&1X`MA-YN;- ,#L3N*02:6P;)(7F`6G72G*%^_MWTKWWM>?#_50(4T!N'MU]GW+`M)0@2B:W',;OW!4>O[F(?6^]<__NHA0EN-0IO8MGUS"$9? Z.7P*N[B&\^]M7`M?@DX':E>O-^1%!.-HY[G;=&_OHIZ*!K_"_N8(3)7^<-@33&:S5IZX+`M@P35[8^=!P0`LU(=.B\N1:<:.,H,Q%Q&&E"Z 5AR*'@;2V>X,A`#K5@,ML')I546Q$5M<;T*0=<9+4DM;`M1[(,7OUY>GM9WIKEWO$3Y&'C1/$R*N\F85/.K&H[_^+@=6>TT):3X-/)^='I MD=GL3UH+`#2LO1BQO[^V2`;6PG9R+P06:\&$6NC%R$C0+AW8"`MA[E(*9U4[I3$$/-0$!3L`\V\A;OO)?Z[?!{_8`MGL(E1VJKTR+3T"LO? L]-0C*)H>[LFPJ;MU-38QMHM)0"NHYVLWKAZ;:3OD=K`MGY!`7J/P[X9=OR[!IJ3ZCUKQ\'+*J3(I/ZND^)EWV\\MO"0^*=3W`-\`MM/:0> 7/Y/A';8?$]4E#@N&V/`;"UKT[""^>0N'X=#*22K0T&9`T:&/F0."QB`M&3QT'.#P`--`2)RZ0$J?+S*B+GMKV4&O)$[C;S`9,2&`? BF,,93WC=WO"0%:`MG]QG;*&/>I)"R9+)+0<&7'AQ^)3S[F?""0'..KI$N"PS.-H;!23@-IVNW:%O M4\]9^U%M8,OAT+GNJ6(=V3)XP896WD19G#[5D"RPL?PDB>)7@HG..E=%Z[B7*

M1VU\/&79NY%8XBIFG#';HY2&)HA!,ST1C.#2AP@PGW\I^"7)TN<#BE!\,L;- M5QWP$W(^..G^$W-
2J/(1T#0F(I.VR$:WC,G+S;6.F)QJ#UPGS);X:P%33^C M*Z M.AD+Z9{0'BC#%0!!2 U;_8C)5X9)<.51O{Z*>B@:_PO{G 9KOR0G>&J M_O*
M$BN 5"}::>XE;7_G30E84%TQI%0GIG;;DC"!ICIA;2^WHF9Y@C=9Z5%&>QAX
*M8;&U(;#EK]Y,QG=08Z1AT:@A#1)H=VY"1K),0;,0OPE*TGMRL6!^@_8NWI]+ M4ZP&WE5&59FPV?3O>2I67HV/XI\)!I2?*
*AJ=E%>"N_ZX[JNY$K:9HITW]5OM# M&KE_%@??KK!1L2U1[$=><2B,'*8/4))4219V^16Z9FJ2337M]4'O99^Z5*;< M@&"SZ-*
*"_(PRP*S,29ZUW&47#;&5\YITF[B6*-UP#("GX+A[J2$Y4&CVEW[73O4??:R.PN7?Z;+*,'0_;\\IY{9P'"37PKIY(F=G&2MFC*
MZU!\=4)+Q5'W#Z)'W:N'OY]=M_?L^N=S;7?X'.+L>@4/7$B 6?7-4I#@N&V M/ ;"-GYY6M79=0*
*Z&$@E6QL,R,9KH!K"F7"S4*0N6=0U>:8 Y;Q_.8;'OD: M3Y$9-U_9%WJ2"L/C?5!/;\82I,/.MFY>1TF+RXHQ^5&//>ACT%>$IJT M]2)Y/_?*
*1U3OH;F7M/W-*R5@077%H,Y\&-IM2J+4'8I#S2K?N1_).KW14P4\ MR6R>]CH!&;"Z/WD*U;?8,__Z7,0?7J"U'X8DO4-8WLUXY:2=47K]M:*
*0+LW7 M'N62B U@?;K"K0OPO5_>9J:YL!J?357VKE*SR>8$!S:@O[IWLR=(K:.8120* M053D,X]PTUOUVDM<,"'WP70QV57.-BJY,0*=.6]?*
NC9^E'?]7&1X%$%DVKEY M],.I})M%J4KS19/M*D^T[3;J7>H\BM2>*5%__T!$)0KOXH2$;U%Q\LKDJW;;TE54G+TT M+\A=^5^2TI#]W
*R;"'6UQ)F<[,9>SJ^Y"JRN/KYADU0?XYI(!ITW,UG[W%5% M-*N=>]=!&DXX FB]UAOJX>BGXQE.]1I" 8%R.M33HG0I-*
*G@LJB2#]KNZI9D*T.FOF@ M08TBE6/[@I?M"WO99D&S(#'4>-?? >|_##^.BA-<]/%P%.BZ_DZ_$D3))Y)8# M*
RZ\&+UBC57BCBRNBH9PSF!L;P=!'K5N!X_"?[ZDCKQIZ-UC%Y48!V.(L&D\ M2E [9RWKF)>$;'SX1CEA*K/$S8OM-
*\9<@%H>FB(&S03$4$()IU?&/X^#WU4# MF@;$:..24@5'C_R)[#'RWR W)N,&^5&*G_')MNFGM)V^MUU8#5*
M/=I"/<=E;+/D"5582PSU<$5@VNA*3D6GH# M6E)H&-U>)74(>W'PK.PN2GT7=?QPQS%RVCZ_!SX+AG32>;^$AHYI'@3Q9RZ
*M4M;X&Y#:N+92M ^M6GU;TQ6 R7>U>0Y0YU>5G]69Q_X;_QSL6:)+?*K:?@/; M&]54ND]%#O;A%LYK?C $?XG$=8W1%R?^$Z7.*
[G(#/..EN'-<=9MF.[9,8<-- MH6@-3V=$U1)MGJ/8B5^O,?3TM5B#+F[HHBB'4>-MZ$74 +K7"!3$SS-N;;M#
MW_(_T8/I>2J_#>4,L(7N]XO4!>KF%N#H9"BEWX9,1, KNA%(?PAW#>X\2Y/4 M"4D^!%YYU]\48WT6: 4RF>#A;(W\%XZC5/]}?*
4>!=O)8L/)B M)#L''CXIZY0JFK9;9Z-,JI>\O5P71E0[]+I'GGXLR1/>,@>$S?V\W]O4\R4 M58HEWYRLCI41]?*
*0H'T73H^"7_7'WMI/ZZ^ZNUMM6W;XQR:92O?.D]M+OZ5-L M29^"V\??YV=;TZ=LX9E\;)9\K;[GD\[8"1#'$7E:>2C$2_#7X:\+H32:_QV^*
M.X=L?*>J^NO"$T18J1VB$(.,;S8P?[9!3UDD+N2PB(MMQ7;-3/(#KIC+93,4M%?&?EV7O#_+/&C>N:H':6A263P#)47H\DIG#IPLJ>E*
*MM/+0V!D9-.*Y!@1QD+HGG(<]-JB?6:D. MG1<7E+P](QX;U,<@+PE-VGJ1 '3]T;>9SY1^A-XM HJC7X/ON.@<4W9TD*
*MX/.=9I&M!JSN0Q%PSW<:.KY*PM0=(TY-C45B,N:KK=>_V^?J/.Y"+PZ>7#8_ M>Q^_*%#=O;*
*[*V+F%$_C/#^P!V\GR,A1G3QBHC^$CE;3&FT;Q:P_!2/!>J8+>;L&XZJOX/C6HZK-NELA,8[@Z/<U\"$WNVA7=>02!;4ZV:(L[O="*
W7DT^GZX?D8']JZ\ M&-_WK@^-GE)X-T;U]_K MYR_5#<$0]NR[7%L4*PQD^_]_JYO@U76G$H2E ^M^18"K&CC5?V62SWQ
GW]G9565ZP%X')@L[C?40Q';ELOP9OQI\:%)FIHXKFW M^^"S@/%RJ>]JD@P))!5GF0^AN!AFOL(XZ+KAKF^_@(;90G\,P& M794O6N&*
*MC)*4-COI+&N_1OAA#W4V/Q=Z"+%+E99E-0]%4]>-$4&QC';VRX-C^,8D>GW[M=3/,%$"C#*^_DU <[,*
]D=77^;KZ.+Z&^'6_D;RH98!=DF>S[YKK"C9AKU"4 M64-_SEE:+%J91O M3H(G77N=XGS5&]#6I1N%S5LNKK$M97QV6B"I)*
*<^UW6EYL*F1I$G&RW.[;M1N M/6\;%_8RS8+&K#]C-'CX/0S*C](\X*# M$K \8@"'YT!C'G2(MCA6"-CU6H#UFW/=%OG66A*
*M:$"=6\4/T_CDG(OJ/6N7$DVS]"F*_;-T]WRQ*T'3 S^;7=$GPDB-[Q"Z,#.O M?;-7L%T*#)3&YZ+JPML?\=A3RW9!]$$U?*
*KQHW6#7.U@P:MBD!E&8^D/E34IC M98TVA._JBAK2? >^OGZB1\Y32-BE#!**BP!WUUQUM(4Q#K_-L4:>G*E:Y M:9%/YT>G>F^;D"%=*
6)%=T]KT #=395HX2VIH0^VJFNB ?FOS)4M2FD;)"$# M4=55S4"F!;QK6JPJ5DN!MSN $HX]F2WV;H8-%1H6^JD3!]R"Q07\'C6A=.
*MXB>]Z^V[H@OL&C80+0NSXAC:$<@]*/?$_AS,YN5LY9,.KF)1^3+C]&>O/L*3'??]1;A[H=QT(2O,A31'$8,#/&) M6\D*9=6'D+8!F&=9A-H*
JS-QWADBDK:$%5J:A<_8{UD\F#XM>'99P;Y_6!6*;L M$!AC(KT"6 T=0@-M"0H:"N;@F<1I347XIYV"\ ^_WSOA&G4,D(V_ =?%:(-A
MOQ&@).T7HKNS=]C[:P/M\1%&^U$+Y:T4=-#%@ "NI^\A[(OSW=]D&RIEC;^# M(XWQ6DW:^F' [%U%8H!'N>I0(\NZ7!,QPR@Z7ZGX
\^!;D0$("(Q4CM$(8<8 MWQGU^3,

OGB*$WSFSH3"TNX1Y_:[A$EO3!X M_^>-YAG6^)TJS#,,;<@=W>$Y@;->I<3A.8&U<#VBPZ./.5X2>!T>_9P!=GCT MTMQ+FEJ'1[\2X#@\AO7,@K!,=GBV\XUID] T*6>GWCR\1VX6QWZXSH]AQ> MY[]/RA>:%&\TJ5Y\H_RI<"Z8W5XEQA*%/A>9? =%C=G:R;>ML&E^FZ(V54Q1 M>I74YS[9ZG;(?G]^&5:']]A;'HHZAI+9 M,8T1@FRT&';X[IP-_N9I#E^^#0(HCPQQ#P'P*2<6MY:"8@AAN+: MCKYVK(]A=>,]+TAS2)5>4-9')R\)O O*:OMFRQ:4]=+<2YK:!67]2E"WH%S$ M*/<[: [3R4&0P@K,F!%E1ZCHM8J@#9#IG[8)0Z)!;C"\Q9.G+[6/-'D MXK7^%\:(SM\ %%FH'^H'VD!16E-]:87]*)D3@'9!**)01"5;&^//""1F%B-I M7*.8O3#,*-0TQ!G^ND[!<"\T3G# LF!)EO)IB(\-[:]'',<'&PRHH!5E-(8T M>^ > WK6OF%U"3QD"N$#GY.CW AO)3Y(H?KV+4D1? M%>2J: CG#,;VE@?E4>L?)2@*F&[R<"[<.=[CD8Z8!Z.(L'&\;$.GO[^6==Q+ M0M9_P0F%^.63'\M\^3SUK"-? &K2BU5^M]]L4BRR_.3&V7#J/[_WU4\]8&U++ M0U&%^IFA&&1%EQCHW!%H(N79&NBJ 440U21C#) MW]US @0[O_&_U:!:!4V0K_AKZ*8M/>O$FI@=&A5?VEB!9'JG[UU]]A) MG-9Z;_S3KJ?&/_Q^]X1KU#%$-_X&A5IUPW$_/$67P:@;>GF(]/QP]_X*A M#,8'T14@"_"+V'=1==D!33*T\O:K1 @YU 7:@:-49T(>@4&JL[]UTAEF"45; M]? HO"]J07D9)2AN2.LM:+Q!^U(HB]Q6Z0=6[?PWQFWV+_31__PT)0R%3NB[? MIZ=*$_A'>^B6!J\H8E?UW? +DNX-<['&ANB!M7!>B6,X"]T@\Y W"\O^K_(! M<-%'AQ9[=P)'N5)=@OM@#93%#D$;;8S7^WORXOXXZW*ULI-@1D4;8#KF^3@ M3ZC(^A_E&1EB],6)_T0I^:P>2#Y/_#U1_7"NNO:K1]H*BO:$5_^/ET[R=(6> MH\1/29^ZC+.DNJH<]\TDQ*=KJ.NO9:T2AN!7M!ZI/N;M+B-[&O-5N&,^ MSVY5'MQRE60!!@%'25H[[#+_%N*OXLE_KEMD^8263KQ&:06WTRF4::AIK$_8 M6!\LDIDZDU3Z&;J"/>.:0ST)'? 3XS]#.\W/WV*LA1['U%,4F6W MO;?!]34,]P$S\O'8)BVIMDPE*8V'SB1$]5N4!=Y=E.[PSE8=G? LP67PS\\! M2@N3^%6772M5["R*ZG"$5WB[TCV4,2NU#UVJ'T7M^*67T25R$E2[,(/7#+QZ M5OL0ZQ5['-5FARZD.!>D[,03Q10DLX;L]]E= ('(G'@9+1QRC7L2!1EYX^OO MSPB/,YVS0KF6[%:70IM4$M*XUM^ST')-,@+*MS664?YO;^EO$/ZT\&^RS<9) MD> RBU2#3>-]U'Y[[SB++.I,4^EJZ_[6,,E]IM\DCQ_BUA"4'(MV:TDA3:I M)#1T'V"$9#;>"[$2'K;+N#&,./>6EM'T^1G/3HL;L>--B>X*@[Z)8DY5*6O< M;J&-:Z9*>_#V'[:?U';*6,(_]-?XYV#-&E_14M6VW\D:U4A5H M.G1K0F?LQ1)MGJ/8B5\+V]8C;2D[YHP:UFI)%GNE$'.#U/<07SIQ_J'Z^F& M>#'3-(W]QRR/$R">3$P/TQ%NIVG/3]K3QXRM)4F+5 HS\FQVD7()/P/"T:%0 M2ELO%!'',/A*'=I"W16<=GE,9R&V4D:B&6\<%Q6C*?7 2W=QZZ4A!+R2A'IH$VL$4_0RY6TJ@'12RR9<& ;#+]0^]4 M D8[@Z4VO1RP+$@8,]Z=2N='V]F#C8$4$&;G)URW#N5-,I"EDQN.3#@PLM7 M=^/'28H_C)[+@LCV)/Y\%016(E]&OT7QG\1+=9[]%,_ >U+QC_8P0[3%4,:> MHW)82X%*6)4@]Z=U]/*SA_RBG\+_V'5/^(??;]':":[#U,_T63I*0)&'NA&) M%R24^]S[22V = XO^W^&0BI' &R0N_3^/CHZ./YU^^G1R_+L3OSH/ MKH]"%R7YH?S$+U9IXN?9"[WS%VX$$LV]I.WUWVK PE."EO2V5O38*@P +\]7 M? 8^"LGA.+6<6QVQF]GCFAFO!V@%)S4&+@;LO^MS M;)8PG2)>2(J68U0?7N_.\[AP?._B]>&9;'W%L_#ZN_M$KDZYP3]L%;4M!4"&=,6_S] [.]?N11"9 M2"0\,#BUSR2FT=%H>'KIE&2T.5J;.,!/G3XD;^Z$ # MI;'ZK#O+3GIF&^N2K_'L.7R+PEDX":)J4S K?Q_/0^K"IFP>1"?(I ^6X? 49 MS%G&19D5I)2@=#P\VDQ0*A^!)2?5'F*P?HI!]1A_&[GR+.6\K_4G@5_CM*V M53F^D^C"71\I42;7M.47M5^$Y=676[MY[H,4 Y:U_-XCY?8X4V!#(2CN"_: M07%[S$%)@ ;%[7.&."ANEV8I:6:#XO:58.XKR@N3\R_$0KS6R*P(R^6\F?;Y M\556[:(L*GV*3W)3ZJ-I0>K"G-G=$P+DN#W"V@VURT.#&+9 *)Q&V)3G>!V MT2A:H*]L%PS.^3Q(TV:\\GGY^B\RR5[BQSA-6P"%3A"&2L(L WG^2&&;+=7,V+S/8BF[,9?ZTB()'#3$[63-LTC'/O72@@MG$X]CS?42;DI?@%]',!COI$E@N]C[(;W\(%V-,_M +,W*IA+ $,V,_^P](F!,_) >PH>#].\>?MO=OURV$D #U_NUS=O#^E;W_+8X/ MWK_9!++!3;@LDBRR0D5D1%I;PK%ZUM'(>O)[+2KQV00NTI(OYVR9>%:,'OO;O M44(F,?5;_B)3"OR:1&069KP7GG,U-@&H\KBM!!6@J H3&=3 RHJ/A,(I(Q35 M>8S474GX9TUTZ'%OM*1MC+YVB",(S_P@66&6ASA-'JEQ4O4L08WZXL?#TRX! M&_H\5=#FOV@'Z?\:4*1;>8&'2$X/<]#).YDN\Q+]01++1!V)RR.U]':3AY/JK MEAT"R"AB50U?M*D'TJ37^LH9#=MH5A[L<@>N5 2H(M%9]9'7\2+179IEI)F=K'(OA(Z?X=;QSG9PI&X$19!].V! M:5C!Y5S25K@O/^/<;M])AY/)6M0"CU@TY &UT#!*.!W>9QIA(8E.FF]U@E% M*)"Y+0\X;"\6+J=A6ISR3J:5+;G+42W78M,#G+VV)28H0)>'@#](^/9. 5Y1 MW05OY,>23:BHW[R9U"P9'52[P284\P.'$8M@<4'[5%9NZHZRROO IBDC"M'7 M%M\FSB=7<$SP+9RSL1JZMT6QEZ8I1]24=H\:VZV\E*QBN]Y^/VZ5B@.U)V*! M8_?)R2[?!:.>RJOW5!$B]#U4S.\UW^H^"K,PF#\N7^? AI#I-0F?+V\EV ?2R M[T'1^:#JO?<*$[4NA4JQP>07+OCE)7E:QI.0Y86EQ3[,XO9>W&<,R'/ 8LY MYLN"UU_;%U>7"=.?#-X"RZ@ XKN1Z=*W$5QV]M=X:V80Y4WQKLPH'^%GKXM;XA71Q!26T2AA]AE==P_CH4I.:O?H^-:CZMMTL4(M/0B_C^G-K^;S.&/)B.,<@)!R[O5-YW;W\MM2@)]JB+%$3WO/T4+ \.XF!E!K MN,.^=OJ6/=ZA)$#3MY]<'=*W$-$L)#^ M<;_'(@.+[I^;;5R.,K%U_I=B^RHGF(1_ M'8 /?#F6F, <#[+J+\)&V+2)1PH-I#%@YE55E?&L]_ICWEIF.!V>#4")FQC MR-!&[<,@PJS%3J0GTV]+AON1HH_+-(P?Y&?^*_YV;$AC+ (+IQG7+2*&/WOD$ MJ0)D ?XQ"2>D6H[G*85W?=,\%]0\0S_$H0384"C)YD#RF,030J;I'34G@QU0 MA[S5GAR%@-O[JIAN!C#DF-H;4;Z5CUFAO(E3;D6SUFM]U04<++YY;/7LOT?T MR7XF898__V(1IBE]M$UZ(4U\8UD;16Q+ ^8GO?!Q'DSRPBG:I<1.MQ/ARF<8Y \QJ#_%WP;E6JPK8)?726#8 M!0LG\ ZPB,6\ +;%U=$JOBA*N'2R?2$VA71D42P+ 627Z2\"RG$B3I1K7-2T MP26UP24:V@4L;=,+@(5O4>R>3N<^V/PPRKZ%"9G0=C_B11@1T1J9M)'SG': M:3]4Q:'Z^8,.7G%"O0?J.GT$T1=UR,()=6_H3RI\ M(5FOM!?U? +J="]%1W MUKX4^ISVJ1D!2W:DU=JS" 2A1!HW+T:&T.5)G;'L_;9!K+50C,,FB]S78I[*/#S84-I897(\;&.P1#"6A29L4"3X7&\,&!KLT2TG; M\+S,@$7W+4Z3K/8=IQ]:O\/T__S%$1OI&60;OP."ZU]#L]RP!87\O6I;7VY M-W[;0'L^' W/[&P=EE/00I< @FOOXORQN_1D29XK"9MJ,4 ;.#3H0CY,\@6#ZSV"^ ME.WQ!+3T1BFZ6&UOT^.MX:SA%.:@CMF_R"1[B:G>9R3,EENL@]LYSWDWI(9B M^:89'_^,:(_OX<=]1+LF:?;(-F]1)M[("VV8OL=K^]49A[3S@W%MI'WMS#/] MCO^('+-HC9I&\UT7M/=# 9T1&W@83ZNAF-4PMXK(1Q]+ JD82;Z[W)S:_YO MIG7Z$&VRT.[,#XV8A5*YMS9V6..,*]WP?,L5A.VQA3.VMNN:.(\ISF,'"00CJ^(Y0VP4 M5D]=?$6N9O0&Y:? B>IF&$4E3.@=Y#:.>J\MD>"Y3X58S;BA$?*O&UQRL=%X022 \&C/9U MKDTK*BT';C;V21\=$&.-X)=;PG+A_X-.CE:C8&LLCWNU#RSK0.PK3&^EG%K] MYP\Q_?E5-+V:+L(H9/9C/3XO/S[B)+MZ2TAN6:W2:LJL]3V!0%5G[? R$OH^G>U1GK0+LSOFN2H2KR^P1<.I)UWVM &;=[?Y-#_1YS\R4Y-"C[*+)CG MRTM\SKD7>T>T&E)#DP?S[-Z%29K=Q!'M.0OIY DVMC7!RT[&-GT/([2T$P,9 M6H?OX7@!,HE9J7P.?$$,$]+0.['HHS:T?PT1')!VWO&O#=IBD16D MQTJ1CC4C("N-*I*:05#QTI@$(02:=ND Q&Z'/(T=:P$ K:!;+70 M#(.&CF;CI:P1D-C'&"X'C*X09S^EK.W1*Z>@A2Z/WL4.%9$1D"9XK"9MNB#8 LN]&\OQ6N1L>-1J8#T<#:X6\3+*TD9Y8,7D M@98>FM8;4>O9R0_4X!B>+0#%[:)JZGOZ&DF6Y\6R\7&SB5>Z4 9J?YW/@/_- M@H\I? >XJ/)&_!65,DDR/.**0MO-*&7IH7XO5H>$DA\Q6,-+'X$NP$9)SM5>24,&(+@RD/6# M2#2A6#7*^YT-CS;+^]5ND)?N:]P"? YT^D7U6,#E3,L6VMLX3'R>W_UZ&V==W MDKW'TZ*2$"&U\W6OO[8OKBX3%O8S>(OF&W=A;8C1TD/[D>0]&<7EY?B>#KFW M)Y>=L2X2&L0V3JM&>A0X3SZ*9XACTA&$U!91Z'%V61UCZIA?S>=Q/FB\R<7 M[JS@7H].'WI\SMU:@MMP.ZI,M^MM)=CH:GE]BVTO'1$D!P M[17ML)4. 6F"QVK2)H>!CCC%N OY]Y):Z_:3_N>%WDH2=6FY&@NYEF,N4,NX M7)2B!:;""+6R.XR4IOY:(I2J:YAC8>0K?WC/)EFQ86[Q: 1.WE9_4 M 3G:LKH_EFST&\^^D4403=/;>?C&YOX27Y-)O'""WOT@R"=.6M +%UMX* MHZ,)T*: [_A[1!_M)M1U&;Z!L9V$#+/2;^U:HPT5+=O7.=4@42KF=^T<< MM>\Z46KK%_F=4-LNG<%W_">,A#?"@AK;^/+4^I1MY:XV^M]'D_ER2J;W47GB M%'R'?]W\DMA.[21H3H=YMW0WX(P>HC3?,-HO$=^02N [.1>RT M%G:T8PV!.M1(;1&%'F*7U7'_.!8F5*U^CXYK/:ZV21<83A_&;CW$Z#:>]13] M.73FYL4QM84+9V[R20!F+[-V5]WY!Z-#,7:R7B9I5D03W=]92M2Q>X;R)TXPW(VF]UG^-P&%W=3DO"SU$Y(W5#+>BAXT1]6HR24B> M\A^O[9(KZTSGFV\%*W)DZ"6GFNC@Q&Z9M]V_PIQ)+'Q\/<1'1'"#E,ZW-L;# M\4R:MM:F&X/=-^UZ,A]>6-RZ:UY/: L/G."WP/)>M]N[LW]IEZD"2WM5Z+A7YS/A0YR$?VU558(UPJ8;4H^4(?LFBZ)H MH((DB@9[(P[2EKMC2ADF%V>2=37&V$? #D$++Q6ABM?E0WYJ M6!^#9)SDP>UIGIGP2(JBXW)5\%KZK@XEW!9/\S"IDG_&+&6N*&@O5T;]ZJ95 MSJP50>M+#5*LADHV]K.? ZBJ:MN[T.)T_JC7VBG@#T VE:IDNW0D Q9]!:O2P ME[*0X>^K'**]Z:70 >5<[94T=+"6,KAT?+(!3M%3?9#"\!QX6CHHB)VLO?6 M$V5T^6H<83L&++?(31Q]TG[I UT':9BN:U*W32'$+;QB7!=O13:V5U9M#PQ M(@ 4Y]=Y3RP?946G\=-<>LVQOPO") (]Y?"^D4HGR_YB.\N>]3W(.Q_4 M>\>?9[\RRAH.[TA4\:6[_3ROGN4J34F64M?E(0Q>PWF8A20M&9B.HR=V*"7; MG$TO^!%'2? 7/?,P29>P;Z[_Y_HSH^V.GZAJ$Y_HWO5\#N+QBN;+,]5?M5;]+ M\E.V)VT)B HML'NE0$IJT29$<4N9Q MC>0@TC:7I(R Q3)P=W0Q5G_]1T@2;N_WKP?R2>8P+T/0N&FS<^N;V2PZ&JI6 MM&T 9;^#VP=:G:GS#IQ5*EG"BU'J/OI89FENO",8#[+=_JU.M*D5 MR 4(WS=Q'"N+XWB_Q2&"C\4[,26.$V5QG.RW.$3PO9BB7'_E<\&B' 5HOMN\ M'JTP=C_%!1C&Y1T!&Y9ML65NO-^C^#4ER6=Q:#A]D>BOXVA"&V*%RQN_1D29XK"9M1UE<1-(5%KK-W=17>5JP MFB&WVR]YCY?9>+9S?=? N>A"X.,,96M"SI_!OY#5;AV"O/H-PSNQT%R?/P9R\GW&3!$:F\H:\ZTT1N:"%OMWLSGY?TU6%Y_=GM9VU;YC\T^!+ORKQL.?MHU>N@ MZ!,_?LQ-0W"<*OYE.Z[QVWP.X2%(+9*P^68U29(_M>BO1\4?M5V-A5YDY.>DBA)[Q+DR%X%Z/G7L1@2#Z!3_]$H!P];CU6@>(%U_G MI5X TF7:G\B//GUZ_57_C> 3_.\ NT 4O@H=0:/+%M 4 MC/ +L7TA-@%T9%$L"T_$T4,.DZ$WX?F10T;7 Y'PU,\M"M]$0"PO%J0D4S^ MMR_$QG2'$1X(SN5\^R;$&_I.O+'"\3E!@-=;U!",$(!LRF0 AHIO-_KC_>-M M-7ZUIX;R+L/-)9B2-;=*0&TOH'+K7[-B?5E(! {0R4OQU%T9!-.%5@P&V\I-L M3=R&INDV/^:<*:ZZ/^?9YUT5!WL-$1P"0=M[QKPW: M_JR 0_]=O$RR=PW^00V]$X ^:HM./X? ZJT6>'W$539_H=)G9A3Y^3*TRY>PA M ;9]PC^BLZF1VZ1K0C8T_3/_SE\GX?2-K)P9)MR47M5>4P/0PCO"-> :VMRW M, I)/ET+E0/BLRUIXAW=.G@-G6=GQ9$O M#YW_(TBHM;)QDA_?* CE<*_'IH0.@1PUC.CV;7=E7QC$$;3 I@_U&H$R$$#% M%[YY7+ [.PTEQA)9@?6;K*B>B%#"QN2X# X@V!O.8A)_T[_8X#R:Y_A IH8+K M?:-6%:K]2OWKKF8S*PI>V*\U8%"=6\Z[%IH4M*M1)&EW?,UP%"OM2U"YNV M.+:>*Z=&&O<#+4/HL_&]: A(U/@2R_&@"Y/T4N#, (GMR"EKH^ANN'R2%/GF78Q&!^5H+8H@E]9??U8,H%3/SP/B#^1*?TU0U/4H(RFX^R=)(+CVS>48JAW MY,(2JV-;7'U:!>DFH4>2A/%T/'L)%V0\NV5%E%+Z8"\L7R)=+A9!1JZ7*;5C MFM[$B](2;QA)!I>D?I:.R^)J^\ M04S49#]U16T9^\NHO*SEZ30LGD5!(HMF]8XI=:XV .==#60%Q4G[R-JJR5; MK[P+)N1J$2\CWDC#NWP_U;-E%8N[(Z5#2VT'<2P?3C:OWD\1Z!C%4&JEZ3GP M&L4]+? PI"%,Z"-()6D+G8]0R]&=B50B;'B2B92%#>3VF]5*9JUCA+HW&\MQ> MXB'G9I538*L]5HFF<0PM0=N;AY1X67(%G7&-

DSR%:II;E+J'N1V$F2/"_MEONHZX&,K3:8T]3.>3[-%V2Z;>>+&+6:O]E$,7XU0:L192 M!BCD:D9[5]#&YO4'5<#-4NG!^$E%=O=BW,XBR21,B\V&R]&|'8^7PQIOJP#O8 M;]EUM%.E-7RU9H2!C)L@?9]3= [1ZO]:O5MLW4K.K_126<8M5$NL:-,BB1GU38O;%KD?,_6YX#VJ#(3NP:I;7ZN-FO//09?@K-0.5?OMUI4C%)) M!ENN? 66BER28YK&/K];I<U@HM(7F5),DPH-3!"BNENYTJ"5F+-4N^_M%ZNM0>E+G/]]RK8,:6S1ZM1ATW07U'27^R(Q\W:K)(>O@/C5]#. ()FR217VV M(LQ49NI>?7S,PPF;=;')>HF.+>#H<+-M>6]U.W MZ,EPN&=:,V.N2H" (*HZLDS_'LW%"7QV*L3X4,].M7ZM_D/GT^JO\TN>7L4D M:=\[::CK_11>[Q:LM&B\\LG_]__427F@@/*?;OZPQ-J@Y8/AI<_Q2>;AC/S? MDWA1W&-]BDL<34F4;TZ.TG@>3EG^\G4P9]'GYW="ULF]A01(OB*RGI-E8<9N M=W1T='PT'-+_#?X^6'5._[[J? U"_P:"\PV!UB\4\2@6&8?=Z#5+R'W8.,1K/-MRKHFP?PQ+DK2,.?[=Z!=MM,@W"QN:^@0^R\NI;%V*A6<582%Y2P3'8JOTI3.)24UT9L7 MH:56-(VO0!8SK_"!<;;9<*L"*)YXUIL;-(5X$0>9!^"VKXBZY.P%AOX M#.9L?\JJZ)%>4B %^;%M,4I"0B[+=%;;<#N#PV3"0L;ID492? 99_$&RTHJ\ M$4+0I&FDX]'P]-A952CC-#0%L"<&5@\MHMU^4: <\NN7^$2V%)?S-=T?$_(1 MA-/;7ZR2(A&_XJW7^D0W'*"APNSV>,^#_@U;<4C?OM GQH'H;-=@-SO7A\SQ M? 2(9S&_GFNEQ%LPM#>/Q!TFRK\=Y0,T33=E$]8,YOOQOMJ@)3O:51W-%@,[/ MU,84+Z4E>GL@04KR#7WCV>\IR WG^98;^K7*LP;+]@BCT<2HH4V MQZ8#[1A]\#VS^XS]1=8$)_?H&DBENHULJJ)3M0*E0(!D&@OXI2EA5_8*'; MYL6(-0$AD1^Y! <#T(8"?+.E3;ME,+X'VZWU4@0)2SUS""O67).8G;,2=)#3@ M.N\A"(%-6 M>50\.FQ?Z!W[0(A(CV MISXO5, IQ4R?Z29.>;M"@!;>T*N+U? 9)JF*>_"G MU_.M&AB/_6#9Q6LSI]N"O8#/29?$:*I(T.MA9,Y7HU\/4C6#K$B3 0+]? [M'R@HIS8/_TG-)0!$['Q78_"C"%HJ;&W@N"47@SL<%:E#E M4P?/N9X3 M\LZJWG^2^V@2+\A#G*8_2#:.>O02_^.DI*KWX)QD#^)T/3CR1+*"?V.EMD$1T M"I76C/*-S,))R)M+R!MZ)QA-R![,.\'S2^\T (3H?+1"%MW1S)=O&FMD_5SB MWO+D6X'VM2/2,NW-PL5^)QFKT/4?#=9DA3C/= IQ#OZK<\O[*,S9?)4=*.S8L3 GHC&:S\::0B@>=_B[U2W,>6Z-.2@)3=JD2'POS&F7 M,*GYUVRI(G)^YX^QPISV*-8:315AN5R8YI'DQ])DM? 6AZW% M\5JC%8.85^D*G!)>YT>#UG/YKI;9>YR$?ZD=<[ANY:LT0#B=C\CW=NJE?U(0 M8'0^FMX*6+[92],,;T'(@#H?/I]_1#2/Z8Y7X\Y A)-@/.*UJ;^]@,.UOGM M@+70 GFX(6/LI!99)L;6.A>1ET/7G6+_KE$TMW M]QKV>(+LR? "P;**1'(0)K:@6C]^,/5;]/QK-Q=1W^;Y]#7TIA8 I/*DNPQ M]&S$]>T'\6RP?H !M?V@\0B#\AFPK]$6&5^;!BQ_*EVNA;5V;.76WL"@R0MT M$??":#8P_D5<1",\GPV%15SG^-- >Q+7'')0$Z'"N?#7&(1,SWME!,87=^Q,AK5;%#+HJSBV3'=O(N]T88 M2@"=7]-E:,>S\F404+ZZ!AO/2G2ULRW&YOP+_D0YH? 9D\U)^HSCG<7Z436DO M]I=!T.8S";A=:?ZM?R9SVMW;;R0B23"GP*^FBS_*F=E8B$ZL#5ACST32 ;3S M"1^;I@/.##O3 B>]30.^[7_UGN#.72W7(F-<>TY(!2;J5?;&MT_XBAN8BWE M+?$"I.V\D8(>4D/C0(<2')PXX%T0)GDRR=7T7]35+58?-LO5MX4%00VQL:Y' MWD;X4![Y5]?ALE!!1-[8UQWBFH{G70@;^2H,#=3.IX6K*F/O1*&E!WWN#%S"3G8ETZM/ZJ^]D1]+EF@\GFWMVA*- T]>",3[JBK.ELI:T\T6#W2 M('^6?&]E_:G^<[!^+NS;*\&'U0#;N+65\NAX-!R=V-Y*">< N(&R@H-F UXG M2LM#I*@#%D?L+6S98 EJ@X5P!?X$I(,1NJR!6OF UEU_W.O0<@VFK34$ 0#I M?/R)F0T]"@11\(\6?]]%&F>>G>#Z_ MBY.?0<),:U:IHFG$D'P= (1#&V*:M_71&32J4=U V?2;($F^6-691;R,LJLL M2\+79<;>N)>X.!"0(Q_E?K!J+,4MM5EQB:&)/9!DC!FRW))AD%H!@_OV OQ M2- $;FJ9TE G'3=@\R8A>NV2+NM7^Q +7?73[:_(>1&]D/+O]Q;8;+,/TG8WK M^<;&-J_"2,<>JZEG(JG?*MB3X(K7K0_%%3UCD5S/^C L1('M#A,Q@Y,.NX<5 M(V)F3LDJ?G&WD9V]D;W-Q$!/AH-+^S6;+4X$:O0&PJRVQ7)MAVWTYIT8@K" M7K")R6!801VW\TO]VY"YLV2? (834ACPB4SB MMRCOI6T5:5>WW0\16[&B\T<.=ZLXYJV8Y)"=+]5A+$;FJP:_N T5[K ;<^\A M0N:K+%3 FZK+T2H.NW45@O3];A[_5#I\^E2S8@*]UZ"Z&?8R""O#R*L?M%SJ M5M[9P>6F[Z '7XL!:!Q4*+/O<^]ZA9)$U!3;6%$+QN,.? [@87B\Q!26C2 M)D7B^6'1E@F3FG\C1TX!D?,Y;Z:V)[DVFBK"2N) M?L(JP";UWF*;'4UBR*7#I;JK23Z#3.DK3<)/0=(2I"DV)74D'* (@H!&ZQA^[MSXUZT${EW(9;LR=0FSU4BPQ]UW@C2IE0[_0C""*??2@35L?514?/^*DT)=X]D MU]D>"DO;+/9KOO7X47L,OK2^:&6[/=01Q +.!RM;82=+^MQA\!K.\ZFEBF8V MFNZG;"'!&L!V+Y,2'N'AJ- 2]NXC1+BUH8FQZ75A_>BL2<-6QO?@:KI?C&;KT" M2FH1]]&TSX@ZN';+]_>M%@UK.+]O6/$^AL@- O4RFXO;=B,F.)Y[0R+85E='DW@0H*XL MZ42&W8-0--R&G3]6>R.?CB8QE1:+;2)T%T9!-#$P$1)TA$UCIB="JM]6(^G M)I@0,DWQJ&%5RBY*VS4-=DZ90#D>J5+>\CG3LH3SVX'JL//$.O%2%^_RO92) MU #. [_JIHV6UM*CQR'CV3"9+^NPL<1P@D]9V>ZD7N"6R,2%?Q=(X!XW:D6.W:>\NZ-A#J:Q-2"NC5WZG8V(Y.,G0Q8G!'X1-4]CIA) MV/^SD- 5G,"=Y?B6U:SBAVF>_N(JFS1_4KKR)O/EE-KN6YA^Q&DP_RV)EQ^T M1;Y;*J).ZI),R\ ]G2ARM&K_P;"]]KN'E)3.I_&U,F"147N[972T]YUK@K^_M.._):A_"FW<"@=F<_W9TLF$?;B'ZFRU@J%<+ML'F[D@.;L5PM%H MSMQ1$G;KR#\O/S[FN46#>567^3Z:Q4IA;IBBM>J*>B]-*UV.AB=VRX>;$I!)<]A> MU.1(YH4DBX3I(FV2Z].>U@HP;I[\8>P\'=;&5@WF<+A,R3MZ" MJ*RSQY842#I)PH^BZM[U,J6?[G7!>OD974=#^G^#OP_6_=- _U&\Q"*+IH'83 M=CY7[38H3^>]/_ZF+'"7H\U$L:S4HS!?'T &<<7,=2G6^=]G1R-AJ,+*R.(M40Z!!X-5<-TY6*K;P6 6Z55@8TTA%(\[_- UJ'@QFD3DH"4W;I$@\/QC,,F%2 M\V],M100.1^=-'4PF&NCJ2(LEP\&ZS296$^-7^A,^GJ^[;;U=1NT\A(K95MB M.S%,? T>.]>K/L57CU=&VU!B?8;Q,YU^%;]MB#A7?[GC;MZO=CKERZQL.BCL. M5K<<-.Z)TM$KZX&Q4AQY "!E&XF3)$YN8LIW7L>'Y\^I- 77,;3L>#<_L%&S2 M803JG96HW)G=_3.[+&HP(;"=^8F3WFH"1 O3/[G.W$.[_+F-3\&MZ9 M6> (\\,X<&TT58;GLG6W,#V1>%N]RM'2+F=NF7 E@7R]XKS[/\W*Q")*O)>PY M?(O"&1W&HFP]V M+SPX+\K."_.:!U? EX*J@Y$_;56$IJ$@7DA1=E1*)[ZZ*7<*DYM=P54XC%H6Z+_2G4;MT61*,KGPT% MM\4Y_GQT6UII.[@M![?%=[? E%'40B#]/A<%RV6UIFR/(O!5A&[3$BSG<)E\= MI9.^276RZU>M[_+$(3G;=DA67?UM$.6=H?1#5D^Y?G:.&R*\TC$OQ-Z+"+ W MU DQ^Y]A=T(0C9Y\-A2<$.?XTW9"[#$')0'JA-CG;"=.B%W"L,;7<$)ZGI0< MG)">1],]VX_,@GLAHVQ.INLQ+%-0[M1>F1< ^\X_@E@.L=\T[.J'S/K;RC8-M#?902BCM5W(X^BCWJ%-A0\%&&KEC1-;&>I+E,_OSERTHR]A MCR\%-A1\">? XT_8E[#$')0'J2]CG;"> ^A%W"I.;7\"7,$N>!+^'8:*H(R^6E MD>;L0+8*PKD:+=EBWK8)5\'GI$=1G;&CXE5<;GL5M6Y0>A;5\['C>]DY9>F/ M."-25P/G;DSFBK"V^S%B=0[\;LVXO?NT$T*//94/!NG./V[NQOQR4!*AW8Y^SG7@W=@F3 MFE_#N^EYJG/P;GH>3??(NP%- &F3>CEHG;*6AZOT8@.VD-_2=_/57$%%CL>W\ M>>FNYXP"?(_G%$SZC2HY3SZU3T&Q4URUZA^F_\TZ'HZ,+.Z^Q#B- KZ="YF>":^@S4K5M\D"C-^U/Q:=K. MG6>=_CWO=;#1+[PJL*'@(3G'G[:'9(\Y* E0#\D^ M9SOQD.P2)C6_AH=DEC@//"3'1E- %6"ZO"X%G$=?U681T^W^W7M&*1ZR#;0'U M80!T6W@ZI?E'[6;9!$ M8?3&K)_)\>#XE_FF&]T3 4[M/+BRBP-]7I*!.[,FCMZ/? 884V!#P>QOCC]M MK\<>:,7L>14^#JBN4SL8*K72?CO#*@\L!? ,! MICYX'>T3Q/*@\1<'2,8]@TXG64>-SA3]OKL, <]CI8I@LSQ$#5!2[N8P6WJE4$ZZ7Z4:SZ/09)]O21!E-*9 M(>U0L;# :-L,*3L>Y#T/ZEUC]4UXIN X*/++'?-2[+VK4,M#717[TZ:#JR*9 M\QY<%00SWX.KHNRJG-*9XL@K5Z5$='!5[%.L-9H]PG+95>'-$^">BT(/:$4A MYG=;&%TQ.^G7/"]?4_+O)>WH]I-EKZGY,^?4 N)S- EEH:Z*V;?,_SN"]*QE,^&@KOB"_:[HK=V2^$!*B[8I^SO797MM@Z MN"NZ[LH9YDKX_%DI$);+ [LKF_$#FG'"O1TNXF+L6TI40.NIX+!9!\C6>/8=O M43BC(UF474TF\3*OS_88ST-6H:WZ4\4M.1Z>#(^WW9+\=H-X-JC=<+"^XZ"Z MU>"_JK_]+ZRNR[:=.,Z+Z$+'W!=[;[/AY-]\B!N0[2,!W/-B8*7\5_ M9=X,K#%:*:BZ-AW@VAX*._/Y?41[#!=W811$DY"-9[,X6>1D0'2@U4? 3/B-J M']PU%MH_T90&QHX3*OB=D&2-RKOWY+X9_;.RD<$$40)D'9^L*^-M&3]Q-DI MP4T?%^?A/GY:-.LE3"J;- *^#TEX]EMFH5TU"\B6'S(E_8!L_J M^3USEM]G\L9,\T0^XD1U8@AJZXT:]-&6(ADY*Y*.('UG1Y/0/UC9WL]@SF+.^ MP.\"I*TW(M%'6XKD'- DLD7[Q)A1"DEN?ND4W]$'"[^E,_Z0PQ[/9=3"G4V/R M_$Y(_E/.!+)CE\YKI32*?)%]2.VI?=@P26\'X(Z0S[V6:Q70N M#AMPU#IQ7DT&89? ZN716/_<16XR.$^#\A7>Y-YI0 E@%KX;.TO^8Q!\DR;X>_MYVRI/IJR+_'LQM,#M#FWLBC$^:!*+NZN>S0^P>P;N_X&\V,Y? C<5'$";,5N/D6YA^Q&DP'\\>XNCM(?PDTZLT)5!G1ZJ$058Z4#=^.WK,;[>/8UT*R!19[YG*UC MDX@DP9SBOYHNPBA,\UG^)RE-.!Q]#KS1D4&X5?"LA:PY25^3B;)DDQKN$U'##AA?5;KS1CA'@E8RPY:S^$23T3* <8Z$>M7W^2HD=:C9XK1X;JC1D_/*,8V]4I2[,=!5E6]H[D_[Y4WK M7%+KG+JI#"6_%? W&0YP]ESQ/*^N,9X\)^0SC93K_ND_3)9FN'*>5!=-\4ZA" MG8Z3X?'P9+L<^NJFK%;'^K:#XKZ#U8T'ZSL/_JNXMP,%.V[>@^B-L$75VR2) MDYN8DB\LGZ[6U+&B'O8& !U&H&4^FF^]V4B.I;Y0#2,\JE84PC%XPY_M(IE M/NPQ\R6A29L4B>=E/LZ&2$^_VF)+%9'MO? UHRGQ8I%AK-%6$Y7*9C^?).YDN MYVS7ZN9,(9H^)F&Y)T/ZKVC]YM6-EFCX?E)XDO=\HLLOLP0BP/[(,-O M(WH_"-,0S&<# [@>YQY^N'V1Y6@TA >@'(>!LG_V@;;8.?I"N'W0T&IXA63:" MC*:*L/SP@U:SA6+W&9VN/X3!:S@/LY"DY4QS.HZ>R&29)&'TEA? _RZT)=XP, MW .ML,0:$7E*?5G%^?%'U3#T@A]QE#3LQ-KG>G@AD_2P$2[DWM[(V9[MUK)=,M*]1_)]2Y).9Y3[Z6&;TUW$TH:U*PP$U;?!6_DFX;^/T5?*R MUXC6JC[*#Y*!)P><;8>Q5AW^;1"1#'WT:O6X:Q"9X"]H:$K ML[,A_*$K1&,PGPV%T)5S_&F'KNPQ!R4!&KJRS]E.0E?'H^$(X5&#VVRI(G+> M=306NK)'L=9HJ@C+C]#5:K)0U+S)%*-2XN9HY2!F5A1PT@#LY#)\5;6O7K!/ MW7D9;3LO5<># ()H.5EVC=V*X50PYK@S@>L<<&GNO+]CV4+?&[(N)WZU!-/+R MV5!P:YSC3]NML3M+AI =6OL<[;7:LT66P>W1M>M.4&=W\2? P\)@N>S6<"<* MVD6Y.3-[1!(0L[DM TVH3CHQ9?&LVJJ4N@MSONW"E-T.:OVB]U^V35$ZL/S] MEK+K'?-?[+VS8- M#_1>S[R1^_P71<,MG0\%_<8X_;?_%'G-0$J#^BWW.=N*_MV"5,:GX-_Z7G"S*L(_2N"WM(:>H8[R+'G)33T? #,3OA0;&6H9U(^OSLSVXZ>B3V^%-A0 M\$R"9V"9.:7\,S,4NNO(*(6*\ZZ MN8JFSQD%^![/*9CT&YF%DU!]_>SH:-N)7=UI4- P]W]14O]E_#LK,]>W>= MXT_;':;")0$J#MLG[.=N,-V"9..:7\,=-DN&-Z0'(^Q&V M04N\E,-M\M51VG[?../U3;Q8Q%$^.7PBK#X>F= [%R=TR8P7DTG091!,BY%VS M%^>58!*WD]YNCGKK<$YU]_9DV[W-N_Y[WO>@WCGZM=K:TO6L_N!/9$[E-66Q MM#0_U)0]VO0Q^,K/ >&EEG;LS#'7^+PXZ]-&"JH1UJ#.KH[-LCU<% M-A2<9>?XTW:6[3$')0']+-OG;"?.LEW"I.;7<);-$N>!L^S8:*H(RV5G>9V2 MV7YL? 3ZI+J3,.M3DB[F:F<6/0OXUGK S^6O3^12>V^2F/^6QX7X=Q,L_?S4*F[L)"3 80?)'N(`MTY2"+.,HS#+]\8.6\S9ISP/6]8#V/2@Z'^2]HP\@W 9)%$9OS"CY W-"__S+ M'"/Z+T;#^1."..]C1G;?'F (;"NZ\<_QIN_/VF(.2 '7G[7.V M$W?>+F%2\VNX\V:)\\"==VPT583EASN_.5-@QXE- KJ+IMW"'^S,A4T8=7Z@VM M6,2\"]VASOC='SW6I8/H&#MEP*F;],R.]\O+!]W^FLR7U-^YH[9G3N(R*SW# M3=LIE&4R=",/!=FK:9QTS,?)6Q"%?Q4\TC>3I),D_"C@7R]3:NDT?0C_O:1F MR[.(?XN!06[B:$*2Z!O)@G"NX,"? #H^&1UN;M&M/D.>VUYYA$,\&U5/02U(@CUX%-A2B#L[QIQUUL,<(\B#HX-IHJPG(YZG 3I.]TWL#^8)GEG\$\GR5D-T&2 M?- &I;7[:.8=U4%NT0A!SNBT&?;3.CP,_2$9'NGA!V!HG1PR-:[PA78ZJ+X=[ME^0R33\F\6=(7>;KK]]3,KV/5EOJR[26D

B8!W;@DRRZ0"XU<^*L9IY8F",B MTRHV=369+!?+/'F]+ / T8J\H3<:T81::N,4V;:M/^+D3Q9T"S["+)BWD\R_ ML(%T-$1?;J1]Z@^'5I)XYET4]CFC QQY"R=/))B';Q&S(4L@2^,E{3YE\Z,X M81L5,T)_F"7+";@ $KU!16F/.T1I5P\Z]#TINV;UK'D'JZ<=-.![W$,AU)Y"[M6E=I,$@?N;Z;2ACEA?>_91SK+P3{Q8&R9,*GYU8/'AHFSZ2/61B4V%N4C4UZS0!9.AC3%(@/SPW%G M*[@2O2SCV6.#^#4^ M@6U1{)!Z9,YTQ]R=>ZY:?(CZZ<66M>@W#K.!^*?R2=)6 &?_$MQQ/-6FU=Y M+!0(4MN1=,X+"Z\V:!];_RQSJO) M)%Y&;%WMYCV(WO(P\VV2Q,E-3.F?%)OOVT.::DVM;?C8?"(6Q0OCI/CH74W_ MM4PSQE6-7UA 4[=C+"./#O.<72 F+8E+9279ID-<71?ZW51O_Q/S50+;'. MEBNP\-\SCVO!0&W@,/,MT=#6:["P#R6%2Z, CFM$/E._)Z 27W 3G\A'G%#/ MJ#5^"FG2M,NQM3@'G+0FT5KX<(8MI&_Q9YCFRWFUL6YC)%P/?5Q!Z'3CNDB, M878_O%#9KJ@@S?88QE&^'KP])0"UP2*-G4T2]*WBB;-,$GXBC;@1-@%ID[NM$PW@SBND.K4Y)*E8%=L7-@UR,AJ>C7Q1-A"L M\]')&DXY{? O!MXCHP]9AV7Y;OV2A"=Z#,>CZB/DB=,>=<6Y>Z+$:@&#[VH5L MPP.I[G#D^XL7]/'?292&GZ3=@9@? 2"33<[]DNT3>33%.0N").\GL_:O/)9 M24LC;%HRP;-PS@*U@?/>RH\XBJMJ+X71;G^QPW5X.9G'N[W\MM@TLV-G5]$P MSL].C(73["M%GT7U>%J3_JY.ZT>N9?K\2>;B<^(7]7*@SCNC9E]Z?ZB'PC4T MZA>O_6TTM3V38)6+[^;Q3]Z>:4@3;$/"CN<-,'LX[ZAV_%*BQ,=\++OWA0\OA*.!N.O4X;)01D3>V$(_A@SE%WJK6U:6)&6Y:0]ARI.' MM!TVA>SB"Z)G%">+B3\O%XL@^:+3M/ M"F?A) (BR=36/QW@>3NB+]$S>=,O? MG&R7ORGOR4K?U.XZ6-]V4-V775S>VJ7R-]7C2XO=;%_HUNF*HY&U&:7TRO%FS.R$OP:,O6&^;AZ'IXYQ&XL#=QQ$I2)_G-TO'LAN((LZ*

CX?F)X{YUB<$=WZRC;VV/,P4V%'QKY_C3]JWM,0I;V^=L)[ZU7<*D MYM?PK1,"-PHMC6)&VKTF/U]2@7_S#S*?WL7)[]Q-MHS=B)LW7Z3+T?!BZ((W 4=%N]*1Q5&6%BS'- 2FUYT"5:0B@0\OB# 31REM,OV&N4M5SC# MJ82)C7@ "1.%T-V! H[_HMW>%7U.VR<&AK7Y1C1N?P0-OGGU*Q_BX51.04M M=/7_#NZ,L._!KW"Q7' I._P>'6F"QVK2)H?AY.#Y/8S$[-5_[S![4ABH]G+V MOFCHS0<0BG0/#M^PQRF4!.ARHOTOX4Z6$^T2)C6_QG(BZB^AB9"!;'E1WK!A ML//A;'AJN9S;C@),8@,XOQ^;B_OWE,R6\X=PQHM2 UIBTXPFR0IJD6#O:X!! MNLK53,746O,Z[6/-;RM)]+ (ULOQ*&L3LP1;T9)7^\58Q@^U!2X%+.AB)EWX MO?ZZ)M'DG;Z=?PK6LF3-L'"NP29 "A"P?HFB@BM0!@NRR/ MBU^(0 8W!8'"*OS+NI-G&;CV6]Q/&53QNERDD^^A4H0-6D: MZ6@T/#OV01#*D%&%@0U-)R19.8(6Z%71<1(AQ(ENY;23TR#+=1&T0*\""9$0 MUT(.UN6YPO/RXV,>DF0+L_!;

(6F%7A(20K2;)9S@AZ4L21&F0ER6[_JK,)/B>=.L4O[(4/CD]F ++0N8NY%89 M0_CAZM8I-KGUH)CNL@28#-]:[;G]E6N*P) UL;*+M &MK]V/)[I M;PF$Z9;K]I!K]!5L.\(^YN/!#Y)$1GX#+)3WLR8@ANG\:9);>!]9VAHE[(T<0950:X)>"V(Z M 7J0@;4],O"WO#9Q5%585_/$MC%>WLH;PKO@W;,.*]1*G_1G[""2QPI@?D!:_MGY"W[1+!W)4 M 1BPK!WW[G"? %N1=G%PM,ZK]+)P4,\V4/CK;/5F?&K>]V&:O@%8M8N(WAH8=V,3VD"+1V_*5*

MSC+'_ HD=,J9+Q4])N&$=)=9IX[]4I=Y4R!=']5]YY(^$/@T[CY8Z\O<1O0U) MF;>?+-?>>%TSD'9^2$(;*=)%VU\?)-HJJ0QNMP>,BY!B66'5F8;^'B5D M$K]%X5]D2J%?DXC,PBS54(N!'IW745\V,+2<--]5#'EUN/EW$K!_UP]H3I6" MOZ?;1S2SS@=Y[X-Z]_CCLRNKK.'P(K3B2W<{1*R>Y?JK?A#9;TF_*#3)%'D M%M*T*?@S:\DX$';J][@V-BQQPHY:6/WU'R%)]'G?OQX(`1$$^SU@C;'HH3// M0LFH&L +T=2'ZVT#"#=O*/6!6$*JO M$I&T)+[1T'WTLLS0WWI%P@Z*@!5]= M:%,KD L0ONTH6"*.5%6R,E^*T0$WW9(R^0DIF;&NX3\>TFB2=N2MD)+M(HQ M.GU10N^/8-I@*T];-EHB%HP2R["9"@2\/Y^@^BC]1";+A*TKP+Y%@J9H%:/(M,W!N"T'OO&1NYD&:CF=_!$D21-DX>0K?WC-1++1[>]6C%T?W[HX;9Y? H'K4C% M57GX+9K6&8V&IQ=V4[&5: 3*0 57XY7+5^A1"$_>PJ34F6MMF+E]1AJEN\.C0HGA;- MJF$VY\)?*FR!]OXJF[^VM_4SF#>6A-;)++S ;0].M7U(8>6:$,G^S@O+Z&5 M'\+@-9R'+)'1^#@([1N=+!$,AIULA\H+URQ=4FWK_T9>L[:\/MY8*&_9--FY M]?,P^M-!RU"H:1[G:!\%O)*$#/TMXKEGT9IDPHI$^6WJU8!4BVN(3"LW1J:7?#YP1\R#=@]4"Z[B$=:0G M&E[S@VC4S8.JZ]FIM),_PNS!]RA^34GRR>)!18[?YGU.+SL"AH52587 =I*

MF:,66]GK!^'.WONYVYXIUX8U;M=]PS%=NR:"GZ"Z>]@;9FY#8?<:+,$WC MY.M'G&F5]SP='D-W>#=+=GZL;CV(V+T/&\#[? NQB5>4]FM9B-R5!T_'ZO2@. MKD@:KPEKGTOQA4S>H_#?2Y*"-H[W<,OFRWE!7\Y3MS:<[\HF+N\390'J=3A3 MD$B_?2$6? 5CCO2U]"S*2/X+Y$2S$I^#R+LRV/EQGZD81S^N,3.-F2)CY1K0,5Z;K; MC_@S?V8UKN6MFC:X' W/[%25-T&W)EJLBV;D-5D&R1? [#9QQ>2N?&-=$:WO% MBU?Q-E D6]C)Y[5@2)=Z_GO9434.!;W\(ED#;2V%V1VNW/,/KT677*H=2P6 MSM_5CCM[.H"2T*1-B@2? &VUVQYU=PJ3FW_2:X(AL>\580_P/T!UY/=T6B_P0 M?#>LFMRV:VDX.GP73$AK#HGL\CW1HU@,LEBSQ%S.C[5-M%7Y]Z<@(WE*PW1] MDBQ(7:(,#GH#Z$W9@$A#HTU4WX-?[$B;J^DT+!Z/G_0&:GB0TO8,4=]PSG\0 M-X,3C\$7FX2(-T6)&S4,=3'$DX9F=[#2,%I? <=W=9YI1TR\717K?79P8SCL[M@>>=U9YC,(N3P>20AW;(0S/IL%D<[]#FH6T,9^L ^&N#29Y0_$+O)4A)XUV. M13#6A+"M1253N9R>U@94F*#&;X!-1DH*P:.VG9^WD[3 M>A!0;=&A@5K'_[2>BXO1\-S.Q)* C"MIT+B>5K/Q>6(]HXOK:6? U"Y(BQ0C&)L5C>3RP4-][0}$(!X@T C=9'>@^ M[H)TG&0-I*AV02)*<'K M L'@2P1A!*LF!S+(8S= Q.;2RJ@\,1FHX:-+AE5 M>Y31#@UY@(S6ESN\^WSCO(3M2;/>YWAF.._X%)YWG#_/X&30?*)!/#M4PK2: M@2Q^,_-7<:N,;)-#4-:OH=M@&>FT,XW]M(/+"8&FUGNA*1.:S]&F79L3<=QJG6@[O..CN-T M:Z+=YS4=QQG71+M_:SJ.\ZP.=!_7=!PG60,I]C6=OE/@$=" [8S<<:A'_T]XM M<@\EH4F;% D^U]EHVKMEPJ3FW_24X(AL>*8PO3@M7.#MVJ2XA)[S?!?+* <%^<#W&:4G=JOIR2Z7UT&R01O6Q'[P7_ M_H=W92?OBB(!71V-R^+]B<@;JU)M]PU2G.QN&&QU>/MX1FT7+\@MRYE,643X M(4QY^;RIN?GAW9&\.[NWONWEO(,;TD++T>&MV*VU#.UX%HI(;=3X@-@OL;U8 MQ-%S%D_^_"-(DB#*;KQJ9=F?Z5?W+AYFD+*G&? PL'FK0UP*"I\ M7YZ,AB,[8R;:"M^539P/,_91X=NB8*P)85N+2J9R.4V_KPK?"&2DQ"%,_@*@ M/HF@W^]J2*4AX%8N#CAJ[SXZNRKC[*-1%*$['PGGE3[_%GZ&4^I7*6N'WX'W MVE&$[GRZR:Z.&/!9*Q+(. .>:.9+5]$'_M=8&_6O\'AUS@L=J' MX29[821FK_Y[A]F3PD U8O:^7VBO/Y]0ZV"IQ][CWB%[.H"2T*1-BL3WO4-V M"9..?\V6*B*<7T_[2Y /F&IP[O=WPZK)<3KV2M6DDO S8-D>JY05<#5..K%C$NXG"MH@58GVM0*Y *$CRHTTGMH&A'GN_D402VR\Z6L M['$/)0$:CK8_KN\D'&V7,*GY-<+1&,?WO@!\;R+UZ"124" LZ]&/L0QTKC'6L M#F_"[HV-*DD0P3O@2AVKP[N"@X!#'2OWZE@=WAT$UG<^^\M'-P1)B0TL;T7_ MUO.KCM4C_? F2Y9092D$[AZ>@T5O_?9;?>U#>?%"[^R'-K*?'OID':3]>E28? M)T_AVWLF2ACC-VB^(.?.5(A21.1R7D0K5$'>%O=Z+%QK<@@4 1>I=QH09E4) M6CBA RZ-0!D(H.);3-_\A L.Z^-VQ"'4!FHR* M=N0UFXQZ86VE F1^C634"Z,)&/9FRJW#T8,DK53<" OU_09%Q'"=7Q5]Q7S[MBR23,"5Y0=[5+]/RM^F1BEQD?3FA(K$(@$K2LH3M@8?SV7@ABX\X"9*QVW\O MZ9A[FV;A@B4$K(+1Q20UI0_[?3G/PH\YN0LFM=[K7Q;MSKS23@^FZ"M9JM>5 MNGL*,**(OGZ03&.5[FQXM+D*M^KQ;X. (9/C7UE;/NT;!65H37FDI%"=:36M> MA.7U!=B[-;3&!X%EP:1W/]O^F M@0\&W=HX_:=_Z*%.A]3@+YE:8 M'6? O)%G!?)XDP0>'X)8KO>$9BLW0SH+=QBKI5XQ>1'W8;,H"MA_.0!HQR]%V MS++]>1!$T\&J;_RQR^]Y'^=!E-7-PHE@ J[?L3,WH1^? Y9R,9]Q'$T8X@9:GD1PS$_CM:X566,&5>[TSLI"0N2T+-SR?WB\^DOBSV&$L5(B@A;_B4 7M M?&&#]0$[GZ,>0L*-OOE/<8DUPKO97#RJ W<_RC!$<[6_6E !W%>< M:F=:@&E@;[A7X'SD+.=WRR0*,Y;7%DWOPE_L;^+/ ;]!TT!'H^'(;F#:G!(4 M,9>B.'=6%#=QE&;).U^0?:. Q;(0-?%7&,JH2VE<.'N-?Y+W<#*7C!'- MB_RE'X"S)/P2!>$])_UB(-=0:!J*%$OF6F_IP#8YA9+0I$V*Q.]T8-N$2L/"R9? B/TH2=%_5;Z]SG).8RF5XLXR<*_\I]S3<11DJGNO=5< MKP.J.KE$4)&="YB?TRIJXJV.E$&;^K)9RX&MORX<)=0O:1KA>#0\\X1Y*TK,_U +84 C<.<>?=N#.'G-0$J"'!._N<[21P9Y)TL)[">;MQ*LV=YY_(X"= M3Z;.4\BYWH0HXYI;R'EE=(#I_J.JA3\5X&6 (QOXN\UK/6-O&;KE4WV+XVP MUL5V6(OU1/^HNA[$L\&4_0A]:"LW@:P6)>^B70><7[/[%U/%LEJN1++2RJV M=S.N# .J)1#2G5+!'NOM"YNV.*6V.+8ZZD+IDA'-Q>8/SS^^"A7B'-.JRW)QS MF9-1+@& (+VHVGF3Q*TGH+XYK)];\B#-.6C&L$6YV)21M>%MZ8)&ZVEV9(\^* E-VJ1(\ 4ZS*8'V25,:OY-OQ:.R';X #Q"%IV0D-1M 7B$V9%*DZSVCM-_ MK=]O^H]UON'SA$1!$L8MPSCW.MR<0T9Q-6A8XE)@^_KT;Q?8'@R.V&F;J4R? 7;^+IB0JT6\Y.Z$Y%V.FWTQAS(%2%!Z M]OK?1_1)2)HJ45\Y=YBGCVS1C=+W!EMR$77@LTR4<.:,;G<73BW6^4)OD+)3 MN=86&,^>LWCR)W5T)^0E"=_>N <0=.RU:>IS.LB>R,Q.\;PG;8AB%*U0OT> M1N%BN6!5&K.OE1_[$E^3\]B(R;? UF&>K5#T'U:0S;DR!50:WC)_F[POV^.:?:R M#X)1 X]TLT0S1+M2>BM@\0BCUHMG C$ WO8^"Q.ULB>$3-,[:MA\I?'AWG2SB5]24$;J_&%KE3M8EED3I!BW7.D7 M^5" ?9VWUGO",;<.@%:Z\0DGW3B_"TLV/CDD&[N2;'SA0[+QA?5<1#S)QO8(M5:5+1C07FS\|&THVQL8YESD9Y1* "%>@>RX_A(U9"4&;:]0:4'&N5NTNS1@; MXY#Q6PW:(_QVF"OLE$V7< MMJ?:H R[[\$OED1X'2=)_).Z#S?!1S"A7U)Y5AVOI1\:Z K8=KXNSN0H5]6@ MA=+VW %U J6K2C)'G&&[2:4-$^W^?8/2"*=/&Q 5YY)Q90%G$^X MQ;_WZ&@X&HY.'11;G\:PG>7K\MXC9P75IS&K&QVRQW<]H'?)'J?_:\M=,9<]7H'P)ZM8 M/WO<(J&J=,F(YF+SAV/H..P0\DXDR;MO3;0QI!)S50%? MO<(M8$X0=U\4!L#;.GEFXD2#NOE1,6<"A#07X$G6]4Y$!8QQV' FNQV3[%W579_& ML+WC .7NR:,3:IP3AY6BA/*P1T"4.> ~Z%)21'O8(^$, ^%*"[>P3NR&NR#)(O MI@(C>P3..'L$]ANQ/0*GAST"KNP1L/<&&]PCL/&6VEYGMKI'X'0T/,?3 M)2..B\T?G@WM$<#&.942@/B2$D2?5WZ"@KP5;GXE-&U$A#31XES)W%T: M.3;2(0.Y&K1#&KE%DM6HVJ!8"1R^4=O=-'++>E'B7;@2V8-1;'\PD*:1.RP9 M$[AMY[7L-HWD)';HP]*0I,V*1)\WWZS:>1V"9.:?V,\54!D^V.* M,8W1GH^'H"!'[8@YE"I"@].SUWV$:N5\R4<9M>[J-.I/8 M56V8!(\XU1Q3)K'S4C%E =N3$:./EB#\R2OLD#]JCU!5NF1$<['YP[.A_%%LG'.9DU$N 8AO-9+[M8144F!8WPN\Y M?.? (HB&0D1H*:@]R^.S1!R6A29L4";YAU&P.GUW"I.;?-$*$:-I'D\+DX MN.H M+ULCC.'#QOJ8@YE"I"@].SUWV$.GU\R4<9M.X>O'R_ZQY)]*,>S9S)9 M)F$6DO0FF,_)]/KK-IB\-Z]5\;55^O5+9OV8PW;"8#_JN_U%W[DP)7F;R.J7 M:;?G;]$A%<;*^]D!E6B;P;$[$ML_"EFWIA7YI HBOKU2_WO,MQ@?F"G:=<[(M MZ#T.M;JUR<-$!![4%BCSWZH"1 $WO0?OO-)O;8)4QJ?HW$'B0?4XR)/2X.KCH /5O$ M,I38@XU],8>ZB3U^OOX[3.SQ2R;*N&U/MS$7YSH>CHZ.CQW4ADGPMG-OW"C. MY;Y43%G]F3$Y>)<_JG(@#$.Q;D |YUN]:BAL<:[_7D;$6+;H!2=;E-WDD"ZZZW&\2[KH\=%H> '"N>+IH!<*?-$+] M=%&+A*K2)2.:B\T?GLVDBZ+CG,NC:\?PVD M.!5_QNCQ\6AX;B=T"B6A29L4";YOO]&,4B83 M9=RVI]NH,T9=U89)\(>,45" ^I/-2,64!VY,1IS-&O5.1 6,<,D8!\YV.29*N MZJY/8QPR1D5YE">CX=G(\7(D1XR1OTA'PK0V8S1Y\]7MECW$ >15I+H)2=) M]/F?UP/6\8#U?$@+[6VP[I06:N_M-)@6VGP#/4@7I)*

6BFVXY=,E(Y]+S1^> M#:6%8N.(`MF)40M.'DZT"UO3@!)?H^"K,PF&OPW=H2"^W:O,FHAZ-V10'/R]>4_'M)BB,' M%$7 ;^R]#I2 (UUP*K4L/[BU]4+<%"OQLT$V'"]2=_QJ.@V+)Y%SR[O67WJ5 M$-

*M^=7>;FHEMG@;QNJ"@L.SDZ#$UTQY]4!*;M$F1X/.4S*9FVB5,:OZM@1., MR/:'$6-JHHN#JPY V]DS.%,SL;$OYE"F E*VZ_*"&FGC? 8LF8NSWV1=. ' M_X9PHYI'=Q\4KH,T3)_ILP?3,75+DI"-I*

*O#-/H' MWOV6K4NG+''G-J(7)CF[(!4I]=@T\=EH.'(@^0DHK.Z&L)W!V5EKBL=6;YXM MS-%;QU[]TEP?QG ^T;-">15-"YCC999F030-HS>.J$1_ %*,,E+/\B]_CX)% MG&3A7V3*4F3 /E1+.[^$H0?7=CHFR*LJ$]^?R+ ^7(7VBC01XN5,E;N^'#,S M]BM3#!5NV21^#+S9U>XG9L@YG=-B^T \=*.(K";]TEG"#Z=BN4PX%6$72 MAD]E8U<3'XU$[,OAT68B=M4;_N3KK0D?*R HS<8&MT+@4HJRM/D-FM(>C89G M=J):BOQ(O3\^.)>3>UNA"G*YN==CH5V30Z (N$B]TX PQUO0P@D=<&D$RD M%5\:P_/GJSPU;.LB)W@4\+#A@<'P(5W+-)F\;8])!1XVR(/#0DJ@^21-%VE4 M0F9[$9G#Y&-"*

[I;.HY$3R;D4"X^&!E85E+8Y{3Q36A6H+HV65UH0S):YUS?- M MA.5%;;=J.\2?_!Q8DF)Z#__9'U !;"B$_)SC3SOD9X\Y G0D)]JSG82\K-+ MF-3\&B$_L\0A6!R7A?FV+VP:Y'(T/#]S9S15A.7RVO<#25.R,?$XGP# M]F9X#]X0K03$;&[+0!.J\Z]_&^XG$I&? 1055!6'46GFM"AE.VZ$U,Z[939QF M'.^,>YU'M$.0.1_?:NKZ,?ABMN)]_MLOQD8YC+EMQA70.3_D-[`^05B$C4RO*

*M/NE/W^CHQB;)U2_9(,>+:*IVXZ=4-'$[_Y$06]&JD<"J_)15QW1$U-+-7H@(MBMNS#Q S(T@F[$)L0M">:P"AV4XAZ_SIKH%99 Y* G -#*

%GNU@#LTR8U/SJ.V"&B7-_#=P?Q_DX!WTKU^AV@E(V8?MCK2P03(M=A_VIK)O2_*#^CTO/\G\DWR/H^R=-]SH=K=?"H,:P/F8]0.[*

U[^1EW%%79 MR]YI283;^8@KU @=M=,TWI'U?1]BZ85L*F8;9P%;W=99^5&4!K/ZNKO9&&"KZ^3A_H=7'@*

*M,_GKKR"B5BFVF%U%11T2=B05?8YO9!9.PNQJF;W'"2NP7^PHTU@M.-[>%[.Z M]:"X]R"(IH/ZW?]S4-Z?7KQ^A$'Q#+VO(/#JW*P?*

*\'EELXV->IQ5 [6FC]TI MV'O)=1B!KC@<62_ZL=L5!T1#-9\-A14'Y_C37G$XQKOBT$J;%(GO*PYV"9.. M7V/%P2QQ'JPXV*-8:S15A.7RBL--*

O%C$43YS> R2<9)#GOXSF"]94E\^P^1P M#FB)5@1B/K>%H(O5^1%@L_"&FD2 K;V121>\MN/^/"\O]S'73F?;1W[S&N?Y MA-*

R/M1>&]DD5 -:.$^\+D;G\YXW1BZ@%"2MO)&##DXG,Z1!05!NS6:M:.A6 M]K12-+3V+(/5PQ17'^*B?

*8X0UU_UNM^B6*F\8?/],:%V:D77^*DF4BPQ.3R' M5EC40$QYLR>G%"C"DR;@X[X*2MN.W&[3(>U3VWGXAF+T_RQ"BVQ"26C2)D6"*

M;VPUFR)ES"$3>&405$J$91 \MB#Y)$2=[E6.@V/EE6 FS(:>ZPMQYVXM2]`M6+.\$6!]U%1[>A2X,7(1B+G;& .Z@;8]+/AP)\M?

C)I$=NQ>!>RM9P53Q>T MAJ;^-FN[M,)N/1T7T&(?)"% :G\ZTH\LR8Y/]E_@QYP F%WD_38.>48,>>:0?3?R&RB;8 M%%1SF:RV?E;\-:6 \K-

3.3J"-O=,/IU@EZHY=W8RRT6_CX+LHN!K?=%,0#4 MI6 NG!7,ENWH'],[%]I43J]\I:%GK:OV-- 1RZW M1:&&V&4M&-N^8I]]-

*=*V20',.K9'M_&HF!)@ M#[+*VM=+:B>_!V^P!=KVILAU(J97MCJK-GY<:.>4I>G+$@*Q'*O]TP1:CAM*

M!UMZ&B[2"O0W,IG3/W@)J<#6GDFD"VK;41]356A5U0)IZIE4M"'W%=6QG]#Q MSYCM_Z?KK+GBW[3%8Q)G9,+N0Q_V&;+?

Z25[G'9]BB>#6*?;139(/:)!A)E(!O$+.5N9X.XS;L65ML!"A39(&[S MKH75=IP!13:(V[QK83UD@SC/NQ;6_$DXLT$\&&VU'-O/!N$5-Z._35G*

*^'L8A8OEHBK95EMM MJLTA[]@IN5.*6NF4NS@I5CW:AH6>;]FP_^F0TG>*27!BG6R,-S9,97O@X@B5 M"ZR^"%C9YUN8D*

*GM.;V=TS_;"S1VZM GD9DW!-)(4>VMT1>-4A=^R:0[=-NA M)"=+';FK&R.P[=?CXQ^D $)U-:-ZO9K^;YEF;#VNM1*L;E^>",6\#6P'L3B:*

M>=QCTD\(62:LAE;7K8IFI#&K(Y.T:Z6&?5+LW"RAC^>-6W4IB2S=_!)7SNP MC*%B?GVI;ODZ#R?C&7T2^OG.$P?*

S%Z]I\V#IU[/&S!O$=L4_[D=P.\=RY;5R M/=#V3Z!.3SZ)QZ %;)?[TU%+X56L-\MLOA9E:JVR=H#]HV2NMC#4'G G>J**

M'SNC;]%X5GN5H+$T90F:?X0F.T>CX;F=A./>U;HCTU51SZ%_NR3J&T=T=C^< M==K]4-R]^/5A/X/18-0JQ5>T=Z%Y$99AH^L^!0

J+'GH?6>P(;C\ 6S LU7< MXT\W6\4B^\]I-SYE5K#R%NPU MJT)TMC=E=1Z B\\1O8'@:JRX!AO)N_X%IV8CV_.9W:.#

M(1#&CKYS4%,86C'"G$EFCW0H"=!,,OLC_DXRR>P2)C6_1B89QL%VI\NS#[+, ML\X=-PU^.AJ>7>[%0-

^S!6T7ND234;#,WN,D_(M[ZHKQ^Z 3=#\"ZR_G0&Q) M^;B5[F97C?-=/OK(TSRBQ])$L9"09OH?[^%W)L%;<9'HKF_OCSBJ7-CT

*MC_)DD=>B>)V';WF'?Q\VLA/M1]D[_M:(V^O^F1^7_^2=)R=SL=4XY,SV-:,K%WRM^Q9$?=W6GX7A,D_@_F27*7I#*

MXJ:#ZJZ'G%#,..%="QN#.T4A.KQJ#/IVX>]XGTUMNYS>_<,O@,PZ]H^K,FZV&L<_4%8=4:V^5Z%7R/L+$ MW5O##TST\689?

*HS#*V;J%=L%,8?/EJ.?K:/#2X7KNW5T")D!PR<6WK-N#W7X MI.WH[>N!ID- ;AW*L?#B >]^>,-V](9UX<-VN(^3/[F!XXFPY,/B7,D\.7L9*

*MS!_"&>%DV.MT@4ZMJK$S8Z#]V+6HLP]:^J*WV?.%)(MCT4B[VR=I4GHV&I[9*

M.3K9F!PYXR4"J_J1(MC!D,I3.YY]A9N#43S@X;6R;6P_HEH=[.N?YNWZM=)X MDL/[LS.KVIZ_\;9$O;TE>9KD/<401FDX*39A"Z;PDB98--5MRJX#TE Q/7] M-$V+]1_.;]X/B_RT5=1KI!U@JWU9$W98T'96I!Q5])&Q2:KOJT4<;JTM%'&> MYS#"]VQ+VU-53#Y=TUP[<-

TV;NBKV'=G+/>7)?-SC-)T2:;?ELF])%QNH[16 M+JHR#+\XL7)'38..J$'/W?+E#$.WO2YG?60L/C15#MRJ9EN_D>+MV_FCRUT:

MJ%3OR%GUK@2U(8G=(7=GAS_?>LP-B/.(O?)'LBD_@-M M8K7!ZR. 1\H[N;1;YJN'"/BI/P1NXXW<._V(0ZR-V>V4O\7 MOI1"W?HIS7?

*[?/1<&3'[^^A6NO.S(6E;*B.@.\C.DR2]8>HM('@8%]!"RQB MVKT$MN6G:B8/120\R5?8!IN05,D$RT$_UV5!/),Y[>[M-Q*1))A?1=.KZ2*.*

*M0C98L^E9.;-)A:?O*O7AB& $=+=\P#H;P/D4U2=*'#7Z.P7_C=!I??S!K%DB M%ZH'T-)'S>C"1I5>V7?*

Q>@1)E5IJ5VB"9)!W3W]7>YA!/!N\LL<9!-%T M,"T>:!#1QG/6F(=I'DK]$L6MT'"=M2LS,A9C.!?YM8Q;!:'$YFE@0>L&7[) MT1^PAN #*

&!#P;ETCC]MY_+2J]\"(0']7%Y;YVPGSJ5=P[3FUW NS1+GP0%K

*M]BC6&DT586&)V.E03**>>1>";S3^O/NFLD=GG)2ZGPRPYYCV>4WQI/A'F*_8 M"UIQB'G>%H@)W,Z/$G*

CE#Y49Q&5_>RAC$3(42TBZ0AIH_!"<4[">%;LWJAM M".@[]@-A0CI_5]C7/(I7YDM6Z@)B->+[Q)2PFUH#YY-$6W&2T1C

*M3>NUW@@"CL]0=CE,M(MG*IRKO:4>,.OHNMNLA?S=!_X?XXSV';S^5<.F;9_ M)I-E$F8A2?\@";GI-?D_[+U;<^.XDBW\5Q3S\,V>B-*

*DGY)MLQ_WMR\4!_/JC=/W^HQ\8P A5"9 M*J/L XWFS04&QK+"O ;GL,8PV%;&*2;1;\F/*KUM +]#*"H>TA@/)D>3\<78*

M_#6.X2U@2HQ=:J&]GU&NOKL;8.QG&/")INASA]KK6-'?L7W=4_^CMT3,O12\ M:J;I<-->2@(J28S&;E75--@,G68#

*[[=/J;8NX'C.+GE/+#EUQ6&V+0P:U]4'T M=;K7YN #IC2HY1T5A1A>^T/A'CD;)F-*H'%'&4=KY&(W*;1TZ+N!DPRE]OFF\8\G*

*MX\G9_HS\.S&F47,'#4J>+N,!V@Z(*VW;- T/*B?EZF78T,K=-F62TZOW$\DL MAJVU-\Z4#8Z*%LU?D5K#WV"@+$HQ2]JU]T5CIP?8&*

]C]17&O,W[[BP$C-8 - M 3_1.OZD_41]S$%)@/J) ^CG;B9^HES"N^27\Q(&G-9M?YF<3,;GQ_:,IH*P M3*

F^22V[+!9H3J:LZ[G",\9,;OH+HAQ/Q6=X4ELF/-'68< -&"L)-KL=2S'] M(%OIN53GH#YY2?;]FGA1BN>0DEE]D[8;4[4^*IH?

*U=LWWZFA68;BV?"+ZT](MH[W9U7?C-Z#L.H&V3!D6H#QV)]/U\6S*Q%QE#VAB9Z3 P1LP12S]!=_65T^K MN*(H9N99NZ!I"NG)*

(EL6#.BNT,\Y976[H,GT,]ABT\R 9J:/E299C6?\KPW' M^[__>TVB^BCY)-A(1DS'IX%6K&F$4VR$2^<^_$+8C7,^,=P_H\\F7_@:?KT

*M/4&%_[6-M7/$%ZIKBDJ$F&P*H:]6\V*&=__"[_0[1H$]ONZ#UVG%3"*S'RM; MH40H5MUC/(O1H+CCZ2%DQ("[RKG-*02L]1FZ-*

^@MNX^P;YP7ES72O;MV05/8 MWX47!T2O!-'RW2]"9&[6XA6W#15)GC46[=EWHVSV(\:N%?'-=VHCS&&>N[MS:UD-KMB@[P<6-V?*

*\=TF4.AG>(A1'0l;T4$P)N=9Z",82@(TS\+8D5AMGH5> MPKCFE\BS,"%@5;B (KYBTNX*9P9=-;2S)1*J&10=U*0]*%[#"EX>:=4Q32BB*

*M9(+EP(!KWIA?Y+W[U:47Z3HB01_ZF14LX9C!T-9G01RM[J\#C>?\[0%Y*1X6 M9XL%QC*-*

_%^]%]@@^1)$+V_?'KS[BL&1:N[IX&>V*T/O5$L^,#)TN15,TTH M&F8.;%LH.NK/..&4VZS2V:+V,\&)9T<+ILE)BG+XG!-J 7._1R$95**

<)\B@? MG/7O'6,6AL_ZKT8SXGF'OY',[.^TXHZ1+P5WJ'W3@Z9P8X6GZ\<-W3[A?^S*

*M2MT6RMT^;^=N;YH=E>V:G[*]:0E*JC.]V(Y3M)OOP59O)%9#<=B6(0KQQZMF(G$DAUC^.TG&;TEN1>(L@TOY9+*

M;$NBU1T_HS!^E03^.[H+(B^:!]$[G>3.@B[Q"@=HU+&!@V^_XI!1_/_ \Q8;%GN37O/5"%+HQ4N;1J93#AK:Q1'J_C2K7FYXX!WF2"G> M-

,Z%]L0/=2N-;(B-@V8LN2@*/"./[9)/+BT1R8UH\!3;3WY'0#E&;DW,KB M&$S_B:0/8?[>:9DE\ :,DM*X+][88Y6-S505 .K()AB M>H V*K+:?*

*YRY]I+D.XC>!;XWS2J.*4,8JB(G4WE8J'CCV>(NC_STV0O23;YH M(R;4+N8(H4+PAH #I MO#X3&*

*[M':1P&/AFVKKS0B^,HY0.A#)XMC%_\:#PF M"<*K-O':Z\V.JG9'ZX;-3!9>O3XFNEP;*G. T*D5(2AT%5++O&YA*+6<]9*

*MFB(,0.^SJ="8$L\9?!%3'WL"; @L7UK'G_3RI3[FH"1 ER_U<[;352Z]A\"-M+[*I98X!^ZSL6PT%81E<];M-$T1=4-7=R%CJ66SU*87*

,OZ+EQBO,X38D40 MS5ME36,.0!J-:0@R181_H>0MUD3YM9=^3".?_"[5QY\>2$BNP?7X9,BJD9;_MQX34-5,2$'8[EC6E=_L_-

,SGQ1$,SVB.,'"2DHRRRHJT$8)1Q255",.T?M7B M/B+AO#CYQD IY->+-(QP/IZ,SX^L)9N+R_I%AJ<$?7!:?_OS$T4I8G?QSK(N

MT0T']'LQH3?OL^P#)0U;44AO%W2)<2 ZZ_-6($P[2S*8W]ZGD<69%VH:QN-/ ME&3?3Z&'S1/Y9,+Z6>Q;HGZS657,9%]X-!<$:/U,K;HM-

WHOSG1\#MX_LMGB MMQ05YJ.-[ZPZ3NA'"UL[K.9^TQCN;0#_RFK!O$@Y%9/YTK43(_[$Y0RH"B M:HZF[1O^$'AO01AD*

*4KQUZI(>/N(0PP)5^N!)L3HH56-TT'TC'Z7H 5?>MU M!G-K^&%!?'H%TS31BUJF4B# '0CTKZ*43]XW"5'"0K?-PDW3'.%>.#%%$Q 2*

*MZ9%; $P7 OA)CM^R93.Z!+K+NZ@" :2.N80KU-^X?=H0 MZ$/!KN2<+B3@*G(D=4X=_O"2Q",+W9%?*

*Q$K269ZEF1>1HS']H%G6,?"%'W]2:T[-QR\E,IV_\Z3FGK0H :SM KB[7B M^=Q,GHL *-<'*

*-1PDF<1K!7/%[:.X6!/D&>0X\GX3/-9J)7W'<"#$BO-+:P/* M%+ ^&OR+$]V>P(Æ2$"^7P6Q\JJ*8VY"B@U^HH(/8\KU[2<4E $5L?%]C^*,*6*

*MCSLK."X)0>#6+S'7H/*G#HYSST-J_5KT=;QGD,V]8 M)@:I%6=1C(J^!CJC@:JH^1DG7O)=]I/E.2O3+$N"MSPC4='7^,EC?":$VW%& M-*

*&J06__Y$,YG@0[2)]A EW9*0Q"BHJ^*U@V(> 2-HP(W;[,BXN%"Y<) M2Q^_^@>*TN +W4?S>(D>XC1]1-EL\>K]">HB+3BGF04X+*

<^./%,+D..D'_K M)1&Y")FE!NT".8!;2[!K^B<8"0A.SC/!,\OG=,_$*+UT0I>=$\Q__=CB'*

MT^1S.#5VZ0'.X=S]MQ:AL,"B$XK&'OUO)&T(L+:Q8F#S MREUN$\)K_6BP!;Y FD[S["-.@K];%TL .;DJ#1!.Z\/OG:#OTS07DT-9PVTI

*M,#!:'SKO!,S?V<6KYK8@>$"M#Y9OH7X(\!]^P5=Y\1:*YL!Y16=55]4!!VO] MWK]:HH+@Q!-0TQE]R&+5O4U0I3R-DTU?*

*E(#+)U+:+4+T,F!-,2NFF:2:3 M\63L"/T,?-9O+&R!Y4\J657<%0$/I*KMAKJN-ES_,)TMJAUT^+=%GGPM58DD M*8FLOQZS[SW-*

*!X^J)YN^(%OF*K4'#.9T-@15;Z_B37K$]QT@OS%RQ[:2-B\3U%5N] MA''-+[%BJY8X!U9L]5$L-9H*PK)YQ?89?:$H1W?*

86&23)D:_!%D']=YEN'9 M0G+()=R4DK M[HPPA !:OX!+T,X656=@4+XN8QK/0G1UL\W&9GT'?\:<8'N2VR9O,,XP+JZI*

*MJ>Q%_3(PZC@F 7&LUO?Z%Q3BYMY_01%*O! #G_K+(J(V4@\CJT-6&7'1-(# MM /G=&P;#S@W<$P#('BJLC;TG^NWV?*

=+H;NCI&F,2\|"H=A4I6YIH_LQCN(F MUDK>'#^_6\|9<@AU7]6.R42>.<%29$[,O7_A9W=3 M\=F95M;ER-L*(,HC[^L\7)8JB-*

[69#4,D!T@E\=4T\9')AU7).(/.B^?H0! MZKB/L!>#TI6[5+"BRM@[44CIP=[KYA]1QHT]-,J8QKN\[\E% M9?

*UI2AT);JMCY;@KC]R:S@A!%JOU6SY8QP_>Q0D*WJ/R5I7Y=^TFI6E4WJL4*

*MEN2N_2_.L8_#/,PT$_*2X,Y10"=99VA'H[.^EU+VU!O@C#/J!O6**6=)9Z%;ZAM2KN[MWQ:16UN1/_W"_MH[>LQ)JO%LT=JDQ1H'A-*

IP1B;]4:_F#&/7U%/U&.@.2,%6 M7%>0$.Z5AI1//"5LE*PM43ZMWK[8,[IU3N_6\>:0G9,G(CLG:^\Q6K_(]'B# M8BME_5W^?;1Y&]-W4X)OG0'6L6OGY,48=T3M!|SR.0#NEUS!,66_72]*]]N@ ML+<51Z07=NRG!-4QA7 !_ABD@Q';K(';T0"=F_RHY8SE&DQ;9[P! -+Z8!/ÆMRA\F_\PZ+FI!'+#U>?[;U[0P!=%=V$4E"""U_FA&P-5.[&$"6M]%H?0#;WW> MSI;E.D]V8)9U41-PH(K6ZHT_>>7B:#(^GYA!+,0O@.+1>$C +D[QT$@;E($- M9Z@C)K2#W=TCE4<@I#8?#*'JL-7;!M0!6%9/Z?&0T^"O!3=H/+/^VCK".?G M. SOXN2'E] 6?46;,%8;,)K;^N@-VJA17<&1Z-=>DGR30V:6<1YETRQ+@K<\ M(SWN-2XO^Z/(1[@=TS346PIM=:FQB2*)?:(DB,EB7)*9(#2%%W/LA7BXZ!5- M4PR3B=;QZ,AQ3(KC$+V A07Z. /M1$'_,*F3X,,O:#D*YBCTH#/:!Z_1T4K19^EYD<.^]C]$+$6*UI_"D*_$U"< M%1,?LO5W72J+7IP8N$]SB^C%26-]IN\>>_B3SK?5QQR4A"9M7"2.7U5Y<8IAZCG/ F3^#5NBB*S/ MA526+:V/8JG15!"6S0GQV&$GD<3W>#+.#> M.BC>D+$28;/=&?10 5W1<*'S%BIL@D60,4)BFP*FL:^(Q+8Z.)"M_T@TXL/8#<+O.@*WO''20U2E*DR7<9(% M?Q<_IV@44M4TS>U,&FU52IO+ ^G%S;;L'$F/EW+315?:@(@G[V)\\6YW,VUR* MI?EEG84/PI$QD/5)9^1&HP@W^_U'$F3H)OY!4TV[X$$QHL:Q/GFL_@&>+6[0 M6W83I'.R+ ^HI0$%$S#J+7KP0S1;8L-B4V?=3MZ)7G_A37NU/T!:O<--S99'RF]VI;C2+K8;"^65K];SG4?T/N?HJGI[&L3_(: M]DK=_=24O)T4I8KIC"BUWW\JT''MJ6$'I=,+_)L*QNK6W'*@\A7>:IH@Z3Y)K;_5)6T6)VZGIXW,3]ZWU&>MJK>' M.H)8P/IX92?I),.?O'7AO05C,+T4TLU5U/V4#,8+N<"0E1$3%4SM\X#I.L[0\ ME&#;[9)]HVF?R60\,6TCCZ1(U%E#]\9/L%K*;VRK"PBIA=W&OJE%PAK6QQ$9M-BU2%59VH.TA!==W5DQJ+&']A<64[O081_.R_\A,<^A-[*.X1)FB*!LE3%?A)&0Z9I3/5^$E'H#N1A/WG? MJX-IYG_E08(;R0O3R.=EB\;,$T]BD305E=/DSBP\H$!SQ'RTSML\(Z<&(BL_MX"WLCZYZVI3ZS.Q5Q[J+DY=XD?W 5'\&I5K)IDG.L4G&CLH$B-V!-0RX#7O/ M@?9&/CU-XNK\^BZ(O&BN8'[-:,@TC:F>7XM"=R!_J/'-%C@0EEO/-*THHIPS MZP%;POK-BW7811HP>U6>5GPO9<(U@N.>PTO.>7BH%;POI-BL_HLW(0('*AE&Z:Y@*;YMA-D8C@[SOU-247$6[,WC/?O=%1 M3Y.H2@'2YE7=+A9HGLT6MS_G'U[TCIZQQ&<1,0GY?Q*W^O)"5*2%8[L&<]P! MR"^FD=_\0:WD?30/$;85\V17RT+X?DB1:OZ M7\RT/B#M]1EJ2NL3+WM9L+PRH+T87]FUSE7)'Z6?[/8EG.D3!IC-^F]'+QL. M(>>#.JE64)1]JOM./!LD[_>Z7V,T=Z0LB57O11=G6%C4"U>'R=]'BSA9 MEK2R%QN M9T9N?K@=6*S.YZ.XDY"[I#"KB4U'[51JFF,2_WD]^"P*]^4#];Z M50&2/8LMM5F,C?QU"'*H/KPU26A]X[0BO139"[^'&3*=II7E"P?8B]:!;&G M85$;^:]Q== '/5U=O'3U-"/U(U(%%EBJ&%E@(N42-PDC-,\0;/DW8NJHJ%(M0 6E\R3X+]*N\I3W,W25. VI:,Q_K_1/T>;!^!_U)\Q\B)_5'L*N5-I]9Q_M,_1&I?K[;ZS*@WV5&-AMJCDX6;2Z,H0[&B-NVZH^ER/!E?G&@9.Y1R"+S, M:077GLN ^EWF!)%> 38V%$+QV,/?K>1E3AJ9@Y+0I(V+Q/'+G#03QC7_UN1* M)'USIFJRYQL&TT%8=E\F5.OR<1F:OR*9])7^ W_I A$]6.,E1=;*6V)[<0P MPUT3-:A#1X+FZ^M(L3&^@CA/P^_R$N .=8(3V>U>K*FF9#=5DL3)=8P)+TY>H3ET8E4M\]N.)N/S4RUCA0PC M4/>L0F7/]+ZG>Z:/10$V!-PSZ_B3=L_T.0J>Z>=L)^Z97L*XYI=PS]02 MYX![9MEH*@C+9O=L:W[<[-HQ8VEF\U MR[&VNZ_XUH;Z*L=*;^,TWU?1QYD&P*^BG7\2?LJ^IB#D@#U5?1SMA-?12]A M7/-+^"]JB7/ 5[%L-!6$9;.OPIRP\CP76&5CI"WM6#:."L*RV6_IFB/PW!5F'6.)9W/8)E\I*SN_'V@V4$(_DK.V1K-OZ MSU%4;&.UTA%9O^7FW2E^"'+.D96[(J;8T48"]H5[(J?9-;OU0O21)L"&@!=B M'7_27H@^YJ D0+T0_9SMQ O12QC7_!)>B%KB'/!"+!M-!6'9[(5T3!%X3@BK MBK&TLQEL4R\.TDH79''7O3?W*&R%79-)V159M%N<4U*\G.M(EH=[\0W%, .4M M$@VT/=(5(*/9,R6A/9T(?7P)L"#@3UO$G M[4SH8PY*M29T,_93IP)O81QS2_A3*@ES@%GPK+15!"6S8LCS=D!;QV$4MI8MLMF\M0D7P6>E2U%=I2.VIG'9=BM6[9CJ6JS>C]QB&+Q_9.ECG"&NKP&N99GS M<8$5]R>34I-']#=2 -;)G-MO3&]%'H ; MZ(=?Q)>R/ZF(.2 /5&]'.V$V]$ M+V%<\TMX(VJ)<\ ;L6PT%81EWM(&9Q+ 7-V UC6683996]VY%UHK'9(9+N*1M<\0>$'82A/R2HW''59>KYD9E>Z;Z)^7;4=R0[5]:YFV0ZUCUK"YV6Q7J5%3O M;<^DM*=3H8\G 38$G KK^)-V*O0Q!R4!ZE3HYVPG3H5>PKCFEW JU!+G@%-A MV6@J",OF)8X'/*U$VQ--WDH'NY*QU+-9;-,O =-*-^,Z7BZ#K-B@CGVKZ[@XMNAA%XK>28*^CY734&B^VK3>:-]4#85B$NTXB6-JB;/>O;%N M-!6$9;-[YHT\-P=L4:,E0:;Y;8\%,"VTAWZ%?W]MQ=A8Y$]_<4\7B\9!O@1 MAQA,>H,6P3P0VGIRU'$S_?HAH_(IA6]4?\Z_CZHG#>0C4;Y]M5=X6>-_1$6CP1=*WN)=WDE/3'"%?0;LURT_4906[0DY-5TWT)-6_UDT.Z]W:^HR M3RW3;E%_WV<48EUATZ19^O*!54A>S7_RODMGF+(7OV=CECE$^]Y]5<,:U$72 M?_V;ETD@Z[@I;,AX")9QY^TBV3LW?84VKA(7'>1S+S;OH,M440%TD_Q5*C MJ2 LFU>&P+.(J_HL@GL&0+]6C14/6P=M0UA!RL7DQY1]A"GZ1-*R');'\6@ MA?RLT[.?A1L=D59'N-E1V>ZH:-A41^O62Z(@>B=F*-Z3XD+1BUGF')UH6_7E M61K]]IQH3\[9K=NCCS$!-@3<'NOXDW9[]#$')0']JNCG;"=NCU["N.:7<'O4 M$N> VV/9:"H(RV:W9WM^P'-HJ.6-)9S-79MT.816.B%XV(J7Z-7[*7B&P%G; M]2B;&A5MF>IMK.%R]^HP2UKF: !L" M;H=U_$F['?J8@Y(=3OT<[83MT,O85SS2[@=:.HESP.VP;#05A&6SV]$Q1>!YM'JPJ3?N<3<:7QV;0SF:P3;TP2"O]CVK5Y\E+LN_7Q(M2/#,DZ6:"IPM,VNY(MU?*H:'I4;]M4YX1F"XJ'PB]NF9NBK[-"+0_U5=3V2/-]%8.&63H; KZ*=?Q) M^RKZF(.2 /55[' V$U]%+V%<\TOX*@-/7^SS52P;305AV>RKT.8)<-=%H(6F MJ2:&WSW)$$9?S)8Z-NG*7K/%_^08.TK"[[L@\J)Y0,,"19PLBV?\%GFY'V0U MUP;@\)QW.3SK)X[BQ6C]S-'ZH;/:4T?_6# W/P9RB"C?PZ:\Z.N@/$M#71.U'64M\U_T M=6> ^M:$>C-H.:[X'8] 03&=#P(.QCC]I#T8?S"4VR*D]HZD@+)L]F"LO#=+98FNB\%W^E^?.P"H,*P4VJVTY\("K M>RB@+<(M4?*.@?R2Q# ^R#W*:FA=QN ?7LY[V?D@5#0KZ!O_K.$HQ3K_@"#8>ML*I8+P=ID)423JQ5PF\IFBUNTRQ88I/1I@#-0LZP#8!5\\7MJ+.\OZ)V8YAE] MQHGH% !4UQDUR*.M1')FK4BNO?2#W-6'_R#?6'QY(0GOK\+D+K.B$0>;262 MB6&S1/S%FV,(27F1QVQQC5\DR)Z#]$\,<[987'FAATN\?"'!4_!0P@>S9I/5: M&H_ CSSSM,LQG-QV(CUHCU:E((N]+/MA;7ZN8_(NF.< .0+,I&/OD ?Q*SP=0 MK=XPWM%X,IZ8?5D951V] *^"6F-KY=+X I-/[.833]QT&HX(PI1C"L=V+O0 M<;_\[(*DV&N;W3I9VQZX6SQ$$?0^\[=IBJ"^CDQ3SBA'&?B5I.P-G[[% M"0K>H^LF*-?\6PK3] F;@1T::#UFQ8\PA8TY'@]81>F%^*5 M9NP-SZ[QSQ:UD\SPP)DO-VND/+6PZKJG%&&TJ\0S;5%9RB?E#R_!XR3H&T(I M:CVYPN!67-H;6;U!;\"UEXZ2UA,NBFW%=]^P9X]9:7WOJ+E9YQXR3=9(NWZ!=RS @EVA^Z+Y2/L"9%51?9'7:(EZY6C M&OM*4?9&,-=7E4!S-K]+.Z,,(8 K^NV-73ZB'[4]-4D"Y.%:#--M:QYC,BR5BQ+@*QGU#7%V?)=V=T[V4X*^@CA/P^_[-,V1WW44'MG_)W(FP\GXM>'S".2M[\JQ1^>#:F=F:1X_^43[<@L,9KC^\Z\V1==6M4P;YQS5 JMIU@(/& ML4&&$>"1#EL=WX(C ?H=Z7!T,AE?G)DQPM/9V% (Q6,/?[>21SIH9 Y*0I,V M+A+'CW303!C7_-O+.'!$NO=Q&W.D@VVCJ2 LFX]T>)E_(#\/R;[5[9E"Y'=?MQ\%=\._1I+&R82N@0SJJC6#EZ7==2Y@KITK,K3IMNU6D\5'1^JC>O/&.T]HH M&S0T1XE=U#+'2%]OAE@O''U'#X */<90T[$3JM%WIX1?./*@K1S#1[N39SHA9G[44#;Y&Y(@#MOU2R6HN2+&.8^^LPS_.LX MFN-:E>FJE;X*/=$/+1Q%)UVN.LT@O4Q*8\HDT@1.&O'LM8M_N+)2'WV2" MH2EV];,=3B9'8Z./.EPQRXHZ20"V0^^>]ETO9>5BV/O,@?K=LVMWHNAGF=(\64 Y>WR:(ZQ&WYYI*7_@FT/]&M64.R9%_?S:S12)\ &W*^QCS]9 MOT8CIVAW5&C;>@6G;HG)AZ?LN>>4M&:K">?<&>D7<58 MVMD,LMP/($@K'8X9+N*1TP++^_$?8^C<=OW6#@5P-2FECR6;SUB9M,E7BTZ?O_J M97F"_P0.6\(M.,T5=@5G0NRVWC*K^COO[T(6ZR\WPMW])<,_R(0PPFO4&+ M8!Y(K/ >==PHLG[4]'Q6L?&N_K1_'U7/&SK^0IFTU]JE96V.K0O0*#$7L.J6 M160NL+XOM?1M&4:@\9H*E3W^?L]XC3X6!=@0B-=8QY]TO$8?8]EH*@C+YGC-UO0 Y/XPZQA+/)O#-OGB*'7W=\JI M?1TOEW%43 Z?$3G'$?EW<7*79^28PS3-O6B.F+Q+MF*]$E3B'BIZ,JB[6Z!NMW4@LX=^>M/W:HNU_%HV/ZJT:GTU0RZY8U%_\&8587SZ)JJ,%5<[DU?PG[!N, MO5&RGWLV9IEO3*ZLU;,!6PUK4&^YPFF/M]736],'JP;MZR=?Q)>\OZF(.2 M /66]7.V$V]9+V%<\TMXRV])<\!;MFPT%81EL[>\668MY@I7M;G"]('>7E*M! MLP+1YH]"*?82EN7/!/.O53S$6&FQ5<):XA[,+/8/01TVJL]VZS:.SK'K!PWY M]&^X87\RQ.BYT=>^BNE0@2FL3Z^H78>[_ SC;X1>4/(5S%&WF:9A\1KX;[,% MN4_D/0K^QAVZN#&W\,8$[B!6^SP'E;H+"UF9T/&(LH;[.-/-MZDD3DH"=')DYHW%;;9$$=GO M["F*-VFD6&HT%83E1KQI>Z9 ++F:<3R/_)@CS#/E"3KQ0:\:*A8WT"'/M)+^3BS^(,MMN?\S#'_LX=MCWQ$O.L<@VW;2=PMIVB!SDH MR$%-8V7N"?YXQTOLBO]<'5LAXHYW7K]*VAL5#1KO@:,_! RY?992TS _7UY,! M]HH:ZXF]_#^:[XN3VM8D9PR^=#0%7O,)C@#W_2KK@^YJ D0%UQ_9SMQ!772QC7M_!*NN%KB"#%+1M-!6&YX8J7DX4KM(AKLU3<+U":%4[D'?YY\!X)W\DJT:JQ MXF'K@.4)J;.#_:/*)EZQ6""22K"QR#,V-%FDC>9!&&S2\@5"0,)-.B@V149P M*'?CIGIA;(IIF]+BT!#YVPR$6G-07_WQ#Y55H4%:OT7),JL$&^0*16@19.ESM'(9X4"$)0F6^V^)_<2_#CP^^[(/+PT$T< M#CR!6!;/^"WR0S\F]0.D^"SS*1Y2I/L<73]""X*P_\\L3"7^(@>K^.HSE*HAN4>4$H MLA?C='PT/FI=65)[A>(@S=I+$"]N\1JXZ/I-BG+%NXRJEQG]HWH=8_-&ZCCQ M2Z=Q&/@KNS_5R)PMX&Z?HC8M\P!/M46'E'((=09/M:^@[]89U$>O !L"SJ!U M_$D[@_J8@Y(=0;U<[839U-O85SS2SB#:.HESP!FT;#05A&5SULJUEWZ0:Q_PM'^08RR\O+&8)V;67)-JX:DL.RJ!-CT!UC14"F],V&.316C\./**LS\@V]4I M8FB4<89T/BKK4SLP1*+IJR3^"K#+?/7]6XK\^VA]@4=U1$F&,P#&V@:\ P; M<&RM+/I MCYGXYF$.2+DK[893>?S?)D7!V56=XY0M,*OZ(Q&)*$.E6O1<\K_ M1YS\2.)NWF>0>6$WR?2"UI,J"*TB\2N%UD:#.)7KA_=S SSPELP92 ;+@;FP=-MN=+1XPE&>F)F]+B3-BX2UZ/'>@GCFE\B>JR6.)U.8FU4(F-1,3(5-Z3PXLF0 MJJ;(0/UPW-L*-@>D&<9[S$EGF2V>XC0HLFANPV"]S?9QH-@Z0CY>K=\D&#PM:Q/A+_@KY00JX+*[X41Q1Q;95R M6"@0I+I#Z;0]5>6]V0ND.$_\3M=Q1%^P^T)#[NP@]Q* +9_]^%3@KZ".$_# M;W(A(/(I8C(R =+C=A[KUN;#S8-'Y9-KFQ WSS8_V#F=S^,\(BMKUQ]>]%X$MFELIU=TQ3;&]VLYO .:'U_B%131E&V[VQ'-MP2X9YBE':.BTA"F1L+7]TB2K M*0[_:Z,V_(__K8']'"9VE#"%_X%YW@&:@.+F>\,AW:6,85]*"E4&AEP;"/R M!3L^'I,XYIO^C#[C!+M&G0%42!5#:6:0UB1:"I^9<0MN+_X*TF(]KS;6;8V$MFZ&/*@B99FP7B3+,1L47!E_?W(-//M0&IH33!USVU,3#B>M:(_0CM/YK M 3X8I#:&\K)G>K5IFI!V]K51:S7=6SG4365J:<2KI7G*^1CG*'TR?LFO?,Z3Q)Z)@V[DFD"DB:WK1,)X-8KI';P M-5L5[8(.*P$(UJCH9$_V^;3O!]\LH@^;A[DI:IV2A21X!^:@\?S/CSC$,-+2MJ;3..+<+.JP&(-BA]B'K\$#*_JRDHY)I6E+!,W/. K6!]=[*8QS%J_->2J/=_OS$ M-J3E9%++!X=$Q.!;/X3T/#++615P(5OOWG08":.>+5Z]G]0@%[7&?JA"U_#6 M.S4K)P[/X%X^L-&OO#284]31678_= &';KVCLPWU)@AS^KYF2NG]544+?*6+ MB;6ZJ)FP[?/#W5YZ7=,TLV-G5] PUL],^LU+3\?F'.4JS)W(;'0%U'HO557X MU#'F@6@5N:%?*'F+]7] R)&U=V"\@[95%E+%-%'L^',!LX?U_HF*K\21*8,% MC#/QK\.1 Y^'H2/>!HP0"I0@ ;COE^.R5$:$WLD*KPFIJ._X4;?D/(J4)"4] M!"E-'MQZIBED%]\0.:-8>8[T2[Y<>LDWGJ4%[U&P".9>E&V.<7B*PV"..](+ M>I<^^.2D??!)]5!RZ$GML:/-K!Y/"U;-M.OAD]?K<8T[.!>VZ6>_TR(## M1FC6!EZ7M\)@RJ.4H7<+:^1,@(T-A5 \JO!W*!GS5R-S4!*:M'&1.+[S5S-A M7/-OV!)%9+TSI>JZO-/CR?CRV)[15!"6*<QUQG(%K?S8LHPLW]]7U$?]_NB1S1EIJ1U=99YB'HQLJG\L 1[:X M^STBMPV1V,%L<8W!!-ESD/XYC?*

S98G'EA>0,VYMM[OB?D>MD&?"3H; AZV=?Q)>]@G>+ZL M)Z<&2@+4PZZ0N.YAZR6,:WX)#ULM<0YXV/HHEAI-!6'9[&$3GX+A3!E+(YN1 M;M_)S4[*<'#^"X7^79S\1MTD!:KKC ;DT3KL3S\E9)\8G]U$/LG,^RP.^Y5R MC$]Z.<:K]RA\X/6;'!S:0>_!6!G]*23;J"D=ML%NWJS)YU.QA>G-CC!?="9 MXE[)J((*[^J;I,\PCE,%U#1%"TI8;HM&U@).ZH4@9AZG"JAIFEYD"1:0"@>|M>5&\B)TU'U\:D<):SCE,+5 " --/'X-V!0>Y_HMU>M/J=:9PJ&M?Y&(WS M^2%LTB\JV?S6%$;Y%'30-7P?W!EAOWH_@V6^I%+6^+UQI#%>]TD;'X:5@^>O M0<1FK_Y[B]GCPC#J9)G!5PV=^0!"D9IR \2 ZXGZ.(62 %U/U\AEW,EZHE[" MN.:76$\T^DNH(F3 6U_D5VP;[&PR/C]W81SN:0#K=T93/@0+6I0: M4-,TS4B2+* 6#O:A!A@#EKF:>9?5HI+8^M:IRL3/P[K6(%=>;$Q,DF99]UC= MA4T9$L36K 2P&!<&ZXE4SA7,)-@%2@(!U2Q0KN,PU M*%ZUHTFVI->I'B%R , VV9Y5/IZD(?YE5_G67-%P* P;80X%BM]SJOXS2; M+7Z)8Y\D,_GYO)A/,Y7 JN*H((0A&Q79532=X"2Z,&H8KXJ>DP@F3N,60WLY M#;ST%48-XU7(1+B6K#!VCQ7>,D_/\,)2W,S&\%IY;@N:B#&#K)Q&K M]&17WPBIY'_&$=H^1G&WPBJH.0KF*/:T-2&BU"M.'+OZ7IF)=0]|KT;-5Y;M)V< 4YBR-KD+N:V,P?QP]6O4-+D-H)C^L@28S+SEUUF$5N]-7WEM%;)=#P"J MMI9J828PC]_7'_JO1G)NNU2^\T_!<M0ZV@^Q(*"MMWP1>${YB^\HG M7LHUA.)2U&E-SD'5QR"4A"9M7"3F39+5YJ#J)8QK_JU14P"1]8&\UE#TP,D]MI5E[4ILH5J>EKF<%73V:7\MXJMEL,:5W2;SN]?TGDEV*_MF7M'1]#>7ZOBC"BDP3I\+@ZVQ1=*,G)?S-,*3'&-77E)U:OW$\FE$9_U32->MO=9H_5ZCXL561\06[S;#DUB(15S"I.P^VPF#*-/VG?6QQR4!*COK)^SG?C.>@GCFE_"=U9+G /GP5HVF@K"TI@.2>F@_MU3D-3TD\1\A/[[I[M,T)W<,S!,7\7(91\44\BY.IGF&M9\%\W*FF>)7)WM8 MZS/@KHZM]@E-LUYJWY(#)'YK:-B!370/*1R]Y6]XECE;X#?!4\YB]>:H MO\QZ->R6NM2;PM#TAK7C_83PVY#;@:>1?Q_AQZ"4.//)OG&ZZYJ!U'-#$M)(M#4UQ8.*Y_?F)HM,)UN!Z>\ X"ZDIBZ8RT]#?H@3-X_15G1UAE$?FY56UV1)%9-0XVF]NMWS$LW041_EG@A>N5G6NO0)@^<+*P^C9KBGP&]0H4FD;W!Q'^.EP!OX_2+,E+ M/WWUL_*BY"Y[T=:#5#5KK@X5BJ=#HT.8S?JQDESD/HU\\@>YUN#+"QO1I,TZ M&$6,X/K&J6X(.,15U\\\^ULN+:>6'P'L+PH D02@?!Z%M&R=+ P;#7K:S/M!7 MVQ)X@]ZRKI0VEC(KVEZP?!&Y3@@9\D2]4L>ITGA!R*E%A5 M]EE#PG;1/1S13AM;B,^8:90+LJ]Q\>=Q<6(3?K=TNB2[2[OB$P+5C5/+L!\X M)>8Q-'^[!9Q!>M(3C2TZ@?1B)O'_G\%Q\++'T'V\5L4OZ4H^2+QH#(]X!G- M8VSQ,"A/MEBMS5QY:9 6UEO;ZQ%19^_#/*U)S?%D?'[LLG)U6-/0LXK6)EC- M#+[E/ZNP)O9,:\I,5 EH8H> I#ZQL"8. I(SA26@\SW_U*XMN+//;><3]TS% MNBQ:B?["JL/!.I-Y&F>!Q/D^S'.UB>">X..X;N#FN>]_6Y?O8H(@_M;!X;^K7+995IY->"-Q5!_FS3,'_2,=]*;U79E$YOWF) (]2:>R4@';Q.*VX*,Y(Y@'KTE^]9# M6G'3Q-DCD1:_H03_XK@V9R@F*8Q+G7B5S&:70I*6(R<'5O=B M'BTU!#,)0OSC$SC9G"HN42T#U='%M\?XJWAG,:[YM5RB6Q*MJ:MFZ"W)O>2;M_,..+^62XQ+HC5JR6OP'3?Z*=8XDX=:QY2[RP?Z\.>I< M>^85WQ,]LL7 "U%QS&7]6-M$NSIR\MG+4+$4ZF\N)P*IB]7 06\ O0D;T-"(M2A/5K]Y/#\O7HR3*@B@J, M@A-X1D'M14:+.!G-#QD&APP#I7/J,SRG/CMD&'39Q/I)66TP*7+%7O&S&,D& MM.)-XTPF1V.]5V?N7AM+0J9RN;$@RZ@S-0#>@739"3$(4P"#* NB8 ,V&06 M2)P+YEES_(HVB(+!*E\60,C.?6O(;1-S[':^HF0II)%V1>IM_,6]:,_'(2:1;' 0DDUG7><5 T=M5.:% MUOQJ_3(PP-D!&LF4Y QC\JOUBP?('(JR#D#S,CQVD5]M&KLT@:,VO/M=^W'T?QB71&C7+'SR_6C_%&F?R M4.OLP4T(^G0):%)&Q>)>;-OM?G5>@GCFG]IL@5'I'LR;6I>Q(-1^=5[_=W0 M:G*;;[W?2]+;BL2"HDK;E?9$EFQ-\")5(*,--?#N/D^QO$FS>0+4;*$Z7_$4MG]8O-#H9-1\I5&\.)R-I#5SD=TUB[[8.EFLR2$H6U'18Y]]F*"E6A7AN*0 M=KYD4C9NIP^3>R4;_&U.,=$HF@M3K](@@,S)KL7D]U[C6IQI')(ZK<6IY9I MV],B[*9:!NI>K\793;B[N?XAW/WJ$6,26% M;L#U-WW<0TFKK\U.3-HQJUV_4TO85SS2ZR_J27.@/6W_H,8>,U-X:-,D9GF MB,[.3*M[5FF2WJ^]<)Z'Y8T9<1C>Q4EF54^@V.L^37/JME=R#/.O0$]3V!'%CZPZXFM8'?L&^UT.[6P9;7P,X6V#;Q4MT2U*M4A(1?@A2M[FV*@S[\T'#@ADS&D_'YY:%3[-38BN[_+MV0VZCQ^=!_D.AR M&4 MJ,8QT]CS1+>&-GNCC$.<)VK21W970FAK4Z.1H@/,:T<0NO79)KLZT-AEK7 @FQGO3).LI@_\KXTV\#_^]IF+WKN\GL;O3&-8 MHXO#MXN9GQF(##K'@:W?FB(%/@\=G%DWL>2P5EUG1>6M\7OCF&.\5I,[/@P[MV0LB-GOUWUO,'A>&42/FT-N%]OOS";6.^T?W:=0!E(0F;5PDCF\=FAQC,>LYM2!=D_@U;HHC,_'KJ7X)\,.GH/HWR,^"[H=7D9CKV0F?0),&71](]UBDKX$/\ MN#7W1*5LB;25*FLY]X_S4YXU-%%SHM\A?^APJI_D?MC)"9Z#67;O\)'VL'DY M?VV@]^_U7_\K0 EFXN.[&#\824*PRJ9H?Z>:8$A1W%A."*S^,;6H;@E')-2& ML7(3YYTA(FE+.*&E,EV!G'(QUW,9-8S5B32U#+D X1L5&QD\-FT0Y[OY%$$M MXOY15AJYAY(C4?K']=W$H_62QC7_!+Q:!/'W'T_RFK_O@D[-ZTIBYV'4ZQH M6TG=Z@1L-0[:$01LK>@K\(62MUCW=\"-#>1.=0(!)<*"#L,8^W".E8'G6!UZ M@@9C&Y4E:$?L.0..7V+U6"UQ^J;KZR&(M_;;+F@*Q5*CJ2L4U)R>DW) MGKT?OV*T2>"%*9ZASA;/B$S]IGOJ$,1J_2K"&OA=$ 7I!_)_B6-?3![TFN[)0Q"K]>=\U>,=/!W@M(NX13@.E*HH;9UZHA=E9]H&2->)]4@CN*.D,SU\LB@*6'=E#@X8K\7<, M%))>;.3?_I4'G\1$,F'+23MLN6IZY$7^:-VX^>'+U7L_A5Z4U>U""6("RN_8 MGYOC[T\>HMF"^FK,(">P>K,;3' WT'.Z#)BOAL_7!Z0IX36EZK[ZYIQ'#ZAI MBB24L-P6C:P%G-0+]^AY0$W3]")+L(!4..!MEDIQ=DD$)_D?<>C?+S^3 M^*O<=\U4"*-&TT3GV$1ZK\=1)PY1T-;'EE[C.$QO D3.U/H5XV9K@E+:73V(M+8^I_Z7G[F^/&P+PBEM+M:$ &L*%2E3PLP#>P-]P*<3ZSE_"Y/HB CJ6V1 M?Q?\)'JC?P[H%=Q5@B#F2A3GUHKB.H[2+,GGY+V+-=EW#)@M"U85=X4AC+J2 MQH6UTO@=?03SD#-&- NY2S\ 9T7XI1&$#Y[WJY]<1;%I*%)3DM<&S C6QRF4MA"9M7"2N9P3K)8QK_@U;HHBLC]M2AZ0'3H8POV+38!?88,HH+#R)\INMXR0+_BY^3C4114F]FG=63HZ$1+AP7;'K]AOX)B2EK9X($]?=0)L"$0OK../^GPG3[F MH"1 PW?Z.=M)^$XO85SS2X3OU!+GP(9^RT9305BFK(E(I< LA/X&Z%G5/CT M[0D#+2F&5\]8 ;"Y[,B*D4*JN^]31FZRAQC;[/[;C?D!J&X\-YN?WZB*"W= M%R_L)EZTNO7*P%L?4IUD4A.]298>??42M8KHP=,Z]=G1*4 ,\\YN3=;[[GD MTBH00SC4;OY!XUHWZ"W;K& ^2?\G$M2[:<2W2%/YCU3:YSM@G/S(^ME78@"[TE>Z,TK;C9G%.9XU'. 6A>V&PVS^(WE.!?'%_'T1=*,G)\^V.<4;*+ M896:X(\FXPN]TVDADK;<+3FPAOK:T\\D"/&/3^!D-(7H![*' MMI2M -?\6B[1+8E6M[],8?P.O26YEWR3W\ 9Y]=RB7%)M+HW&%,8?\&^_3R. M?O?"$'U?>=&?KRA9/L1>1*>;4\4EKF6@&K5[>.A\ N/XA7A:4%"FK'\-EU2@ MD3XH"<"D L5S9E.3"C03QC6_>%*!*:!XL ^9TC-[-LTQ(GV+,XU4*R&%5;%N!,V_(M)L(N1Z(4O\IOGW%$_+X@*NP^6[PF7I1Z\VJ[_!,&FKS&_Y-[88'T#I>+YD'T M3A_=5;9OE%Z$>-_Z"@QN%-T?#(K8:IBQ2YUPKCFEU@", ^1# M;.(2F(V#JPQ W>E!BKF_|^9HNHQSZOXI6G&SV6=SR%, !Z5CW?!^PF^"TNP9 M^\j%P^P_D44W3-|[,.F%U8#+,A'&;=1TN[]P:K'.5_R E-SHL[' ;/&2Q?,_ ML:,[1Z])\/Y./;R\9ZLN2TR-,72G;3"B5)U0?PVB8)DOR>%NV??:CWV-KU!5M"/F=WRQ%K;HAJ"&-H7L2)"JH3?RDZ"O4[YMD*TT;G4[&$[UWA \A&#'P.NG.K M07'QM=([;-'&+%6'!.(O#67^/TE,1SA/ST#ANV6.E]\KX924JTXFXH0PJE MHDN;L-C>8C/FPUZ2?)-/-R?;E9Q2PS"2*V_JFGE$%;',S&2C#M*ND4^%.!0 MMS4-GG),W3XLEW!\0CF9IG@,R3<^,>0;VY\O?#89GU_8GF]<@7 G#[5'OK$^ M0D7IXA%-Q>8.SXKRC4WCG,HF3'8 8RB^X/!SS3^[,IT M%,B,>_K MKS9?6"JA7/-O.V)P1+H_IR;F"]LXN,H U)TJ8V:^L&GLLSGD*8"#TK'NO\+\ M8;=D(HQ;=[XP*,WN5^\GR22\BI,D_H$=B&OOTYOC+RD_M8Y6TPT-] 6L.VG7 MS PI6]4@A5+1W*&'PVUT'J6M6E)WN!$VVTH:9%S\U<>^5%3\4+HD@F'1O0 ME&-2464!Z_-N+=B"=(Y-;<$YH MTGMM=[B8C"\N;=_N4(%P)PV^QW8'?82*TL4CFHK-'9X5;76=IO'+H6G+,9-$]WOAG>K)A]XW\F2[\=UO%P&6;VRB!IA9WB6-1 MF+H7QW5O:C&-;9]D>S>U:-:+$._,!?$!C&++H M;$#WII9+;1&XWD)1@7O?-K7HHUM^V@ %M0>;6O31!R6A21L7B7E??[6;6O02 MQC7_UH@J@$CWY]3$32TV#JXR ^;6KK6=TUCG\TA3P$MC4XA#I4(#V;FIY^7HCV24/L1?)[6$YH^QA>?G]:D1: M'I&F#SM6!ANO^^Q8N3C"PC^S?,?*"H0[.QGD=ZQH)%24+A[15&SN*QFQXIQMG%.9XU'. 6A>@LQ+$;S./K='T/T?>5%?ZX^I?1,&4X5LYGE$+3EDLM U;V8 M#B7Z/@JRP LE^.ZL:0KMTKSQJ(>CMD4!+_E;BO[*R3=.72TRL[K0 BXH0D2 ME9;_\)+$BS+&UL3.@F93+,3/%MEPN(;V\:GO!^6;\+FEE6WB/<9X\5Q>JIY>M(<2ZN^Y.MQ)HI%G>ZX*",F7OX7!,"332!R6A21L7B7F>DM*M!)H)XYJ_-7"" M$>G^,|JXE<#*P54&H.Z,4".W$AC'/IM#G@(X*'5W?U#J2SW/O2.Y@L_'PFG M#?X5X39J'MU_4+CRTB!]P>_N^3/LEB0!&4N)/8Y @P2]NANB48+:L>_("G"C M]^"GWY)UZ91D>-U&N&!2LM2D5"++@NKOR%T;U+HK;7KT$O3V:**,,R2Y^#] M(WO,R01]MGA\!SP)L@"EUR2"XE]]KR(?54':O+9GJVYI,@ACZ-[LT%MW*Y33MR"]AUC)2*;)B56D:Z60RGIAT():.H8H21.K95X;?(6\9)%OR-?)(B _:A.NJY M)0PYN%9L**CVZCRCO_(O]'6GAV^4\6N[X8,U,"V/FF?+-NL'SO(SE5O(=QB*S?UD/XTL0DEHTL9%8MY'4FFRGV;"N.9OC9]@ M1+H_BL/,=1\X.7_L2DU#G4S&%Y:.N#W@6I_ 8?ZBNJG*8@MCV+7U+?DY-BS= M_D3)/$A1'Y"72MWW>S1N M1^C7K8[*9LV/U)?O20G(;_]RQ^NB*$T1*M[A]7S)"B$Q0J\.VHTE7LZ&5^.MM?3A;GLW5D$%01@77>5<)G>=+_/0(WWS=K% \^P))4'LSQ93OWQURL6!D&JF MD"Q+Y48,O1"[I@CJ78.PBJ:HHA>G8M0@'=-'%/_7WE*OVA6I@F;|,-@6G T M@1C!*%]B\ "QS1\0*+@]B!#KHQ%* C1"K'\(WTF$6"]A7/-+1(A-'#[5N62\ M$#&GEBGD]Q]T^PVY8I/>5DT0RJSTFIQL?G,9RJ#5=$.<;"I0E$&+*"-RM^0CD9>QVE&"4A2R[FJ 0A,Z]<7FR)_\KZ) M%TJ;3'07;AKF;#*^.-;,/X2Y-N,"Z*S_Q_H'($A/RIU_XI^JX]"/S[]4O MR8A'6]{3;<9-J4CBMOZ+P,3":ALI.0BA.IA%1D0=S>R%B*"X';L_%6O=L\5OM*9KBCSA,,5MUS).'BNF(.&1%YXEH<6JG\T+\&.X+,.O 2_STMT\?=X7-<2H/ M0>N>-\':;@JE#WA%1X%HD4RS@SP$WEL0MN_6YI1V4Q(B8!4=_V& !,@7&<0^ M*;@/Q%-QZC[4HS?QJ\.W>+RWRKE).PSF4&=W[#)U\"[/\^K@TM6'KM+0S]E.DCCT$L8UOT02AUKB],U4 MUT/0 R=OHUW0%(JE1E-!6*9DQJE:9U_[W*LY:KE&X).M97=XTNF%_Q=YV]V] M?X/&2H;-/FQ!OH<)% TC.B^:!UGD)D>/V.]Y_8"'+_1K'&4?[#0Q\>.;YCW' M'NF)PPJ#&D#1\&6#OD@?>_T1]Y15Uj8F%6]'*GC4BPL]D[RT4:&<_A41% M;OW5 E S]-3/WLF&I9;>%P+$F1>:IY;?(K]*K4#^[<\Y+LJ\64NJK?W0D1#ZMONN*EZ6H(O2.H?@&9*HH66&V6!HB^(9:8!QT]>E7]/??7H2M4AZ$/XW\ERR> M_TDN&L/O<8,6P3S(IGGV$2?DVH27#VQKJ.6GX_99%NMGC\]'C[S('\4?_^^C MZ@5PXT7+SSCQDN_J)\UK4&)5+5NANL"]0,^Z ML@PCT/6K'T4]ZQ\]UZ_TL2CAL#ZE77\2:]?Z6,.2@)T_4H_9SM9O])+&-?\ M$NM7:HES8/W*LM%4$);-ZU?7\7(91\7,X3XZ.]'XL)+ED!!% B&W60AT@ MY.*^6D'3V!ZH75-(UH(%';OJ$\5MTA(2;O M5]*\\VJZQ+L45E/C.P6B:VG>>35=XET*J^X($9/W&VG>>35=XET*J^Z0$)/WM6VG>>35=XET*ZU!Q'Q/39$P@N+>?!L5HRBKO8*RS@$D@!+G3'8OU*9.J,; M,*]YA5-GC/&25$=+'S@)-+3BIM"M/"HF!-B!S7&#+[9JXVJ:V6V50/%,9) MX5Y-[$[(<_R+"4"? ;1NX@F:M7V01@\N.Y] M1ZZ])/G&<,N]>.,L2X*W/"/?X=?XJ>)A=^.V[K1Q*_HB"/3D$U QNUB$?YMUQ0#*NZHIN@(6MTQ^?2";52(2*EF-M]G1CX(L/:^* : 6M$QS09YP_@/OR"O M- N*J ,,I*IC4I&&K&CG=I; >,@ZMYUT*ZR'CT'K> MI;>,@ZMYUT*JU'AY,$S#O43W-M/@V+<@XS#T\GX8F)FQF$G;5PDYOE7:C,. M]1+&-?_6J"J 2+>79&;&H3ZZE4?%A[D"G2O6\2NV'<>X>MT'97-5PG;'IY MR[,"D*T?-^HY=47. N=0+VIYQQ0AAE-WL&6@X2)=@;Y\|Q#_0?@_2-+--VE5Y;]QC:U1ON:H?*__'&W>M/I147GSLJ/-VQ[20>Q,:R%7II_N M13I(A=3F%("!TD'T:_GE]+I(YH05DZB'[VQ4@33P?1S[81Z2#ZB082I2_=

M1"WE=J>#V,V[%%;=$0HCTD'LYET*J^Y @Q'I(/A_EV-K>9?">D@'L9YW*:S[ME0ZBG^#>?AH4XQZD@^AC$TH"-!VDR9E!_I7:=!"]A''-+Y$.HI8XQ|)!'!AM MI0#K3P>A]_97_-N4!(Q_#:)@F2\?L)=EYV)&UNE$"6_\1693A!(IJNL!ZG?K_MRM.,K,=M3Z!

*[M=6TV#GYGXU"46\#14$L]:JI9G)/23Q'R$_)G*TXNBF:H\:\ M#D_2IGF&/=,LF&\,,%LTK=2E);5/<$EA.[",,II.V.*K+W\)@/EO@-\$?\")W*

ML.A2_<76]V$7-:;>((H.YU(MK:XTR[7?2O5!NS^",BVY)!Z%%JC4.2&V ..MYQ39Y_.%.[2&3UUG;%YJ%FN(G5];;N54!@,J4 M5/3!DUCTL2C

AD#"BG7\22>LZ&,.2@(T844_9SM)6-%+&-?\$@DK:HG3>_[! M:@CBI:JT"YI"L=1H@A+8Q:@V+HL_CM**6=)@.L9RRR;)-*

*C:*Q^I]9V:NB@T MW$TA%HI$!5X';CXK4%YAC]'"'>8316E%6N)%[X4]K[XW19Z\;_*CZ0\O\6<% MV/KU7V6T@?8!4?*

*T<9P2X&\M8GT8B;:95$*RZVO++"T+2H>_BY!=6!GC&E"=?R,?X[_(L3]!J>9TB3.%VF@:]G(S/ M+_^U4G!KDJK9JQ?*

CY.PM9%Z!;G4TF,'TR/MH.3!>-_[-H?51O?O"X<^\^M8%1 MK'&LW_P9A5ACV%9IEA8:>:L-0BDE9MVWL1U_#NOG;!';>PKBR*

*DGF0.JI'X]1KFN\M(_S+TKH0H9QG=Q!1H3W5>F2>]K|R. M5Y(#=A]E21"EP;SIW%-E/T,>O;=RUF9<1:?+U!>5-&01KK\NU8&^I56*7%S*

*M>2DS ,4R#(_!&8;_')&GC[!(XT?Q8I06^]U+0X[>RU'N) 3R<=]3VM4OJT\CKP)LP%/SI.-/-C5/(W-0$H'I>09PMI/4/+V$<["M-U/==8 ;*U-*

*'#8 M#6PI^\>N_8@_'X0M:"G=J^KZTD)89GM%R9*Y8#C( ]V2\NY,M+_+W"Q[_1Z'*

*MN)D0S^9W/3PWG^R6JC78:JBU;PW!Z5I$>DH.NR6NIM2N]Q.!F'1YZFKYU-'J ML8KS MD03,HVAH.AQ *O&*

*<)B&GD_'%F9WY=N*R&U3S#.LJDOMGD>6'^W>262GY(C=O MG:WX2Q*GRG>-*

TY]TD+U"V4/M:_^B2W$21)KFR+_)D_7>G7(CLDA6OWA#!\'& MRLW7=P'ELM1CA+WLK"IKVR",[,Y

3EN=MU_!QJ$.YYTT+3"01AJW{[+*@Z(M?K/O?FC1=SSI('JEFUY@]NV[?= !T9OD86I>";=9\4#S*MKF6/J8MY&=DB<; M)$_C?QU+DU,?

*K2KG@!]_.&+H+!_]#*ZH]V0%F94-?TELBHQ:-=H/>?0!]1O M!>98MQ+[Q=Z*O<;1'XA.]H%39X2@+J#38[>OJA8PPS>1*V>=5=*

M+EV/VE-/>T,]@[1<=2]P:'SB'2>@>V^6O8:N_O!X5FP=4:'CNXC]!))-)L^P MMBX./4BCZ5>=R.(TKOY&;,7\]'0CH=+EZ+YF[%@STM&5*

*M!%_CT)54=B45QE]UI3WT;S^#T*_D9^_; /BI1W\FQG=*W/6M8?9S^8Z:HQ(DZJ M'Y%RM(%[MR_1)/\,KXP^Y#[W;C;7SKMQ_92X-*

*%&*Y$Z^/Q4^^;[C5]4; M' [!%VILQQ/=^0?R\Q"_*ZA/3L/B-?#?9HOM7E<@8YZE/\2SFIW[8G(T/G?E M2/Z=F0$T7-2,+VZB8W>_W%.GG*

M6L?,!&H64^[D&/"B(WT"@)+0I(V+Q/6+CO02QC7_ABU11-9_HM6,7P^<6Y(4 M/\44<9G@J.["M-

.OEE3XD=]MGF]"11$OK+)IFMR%+M!J[&&KH8;209 MZ*56;$-@CF9SP=ACNVRJ5 4E5F?..!T?;.]/X%9'I-D1

M;G=4OLFH:!__KO8VHW@Q>B/O,_(B?^27;S2<.605,9P1VE1R_@UBULO(=L" MUG:DK$;0BUEVV>[E9'QQK&4\X5D:>HUNA<"4L-*

*C@3JH^Q@38$/ NK>-/VKO4 MQQR4!*AW9^S77B7Q^/)^%)/*@C(_.+>Y0J1]=ZEJFMT-5(L-9H*PC(E9"=#*

*M,9YZEI%O,O^RAC%C(C5I%DA'2UN[Q\CZ*V:.+P6^I;2%@CD5 ;S@BH/VI% M,4*=]VI3C%!UF98MQ 1$:\5U"0GA5I26K%-*

$V_$2UEC36=890<#1];TQT4#: MV3,52FEGJ0?,.OJ>^M=!_NXC_T]QAEL.O##\+B#C^B]HGB=!%J#T#Y2@VY_S M,/>1?X?

*MW%@FZ%X>N/;">1X615*YI8)CD:6"VNN7JP/X_4?I&L#H!T8P0A6$ M$='**/M HWESA8&QKC"OX3DL,@RVF6&*2?1;^J-J;QL ;!>#BH*

MT"+'\!8P)<@NM=3>SRA7WIT-,'8T#/A$4_2Y0^UUK.GOV+[NJ?_16R+F;@I> M-=-TN&M)0$7)L9C-

*RKHF^X&3+,#]]FGUMD5@CYE'SZEEAZXXK+;%(8/:^BCZ M.N%K<_8!4QK4\HZ*0@RO_;%PCQP/DS$ET"CC*.U\C$9EMPZ=EV0*

*L3N=Q$+M M8DES"N^27RFM02IW$_0;^!ZX&3#:6J M>5/D9'/X@FU,H^8.&I0\7<9YM!T05]JV:1H>5$[*U4#QT53ZTVU)0/)JM=G\6C*

MRX6N8D4L7C_=_\6NM3DW>"F+7,R2=FVFT3B(.P-W$]CP!QXMWIK"<9[.D8V M)T-_;^SPF,/?I)^ISIFH"1_4[!G.W$[]1+&-?

*\$GZG6N(9!&%0AMO6ORL ;\J?9'?+) M&9^$DAQWHV_\RV?,SFM=EH4;[K*%V],%$",X^+QJ/"RO6JR)93[/?>#F<3Z88<"FF*VMFNWJ8\)*

*MXLE2Q3-,4^; F,H>C!K]A7U92GJJ+@I6\\%10C/<8DII#/BZTP[%..!5HX M2+*GK71'=BE3[T9/:4);WQD\]?^5I]FR3+NJf;-*

*ZC#.4=F8#JFQZ;Y4WN!%U M)[**2_(1995UIW<2S4;I:Y*CWSYK%I#2([C=@Q@'L>!05]/J_A972WT-N]T$ M"PRI/'-%[+O,:ZUIVC-*

*L6KW+5:9\HZ7LINA*N,D>?WA1>_H/KJI4. "4]Q= MLY1\2M871/SPHKG@K%&@X8-0AS&AHF.U#-!LDPBQ4-!!70)VJ21SKGJE?G='*

M(.!Q?$Z6]1O#>Y=Q.^^CVD >2XI8%I**+"EHV38)# M*@FJV_X&M#XV#C&.0$11MKF#.I59K>\PVC^R/52H\8FD\ T4:ZS:WD\=#F_"

*MOJ'&P40)ZGK\V!9#FFJ?L,<"W8$A^\8A#5@5A%A),BRIHNG]U._@%K0^6@FQ M3/_0I>*G',0\M#&MCVC"*>D=@6H:<((-*

*>++W:@3;::@XJ(Z3<5J=:1KY#X'W MABU++#A*2VHMT(G1 CE^]0:&=R"O>H:A^,MR\Q6%WD9F[B_2-&PIW%S4[M06[M4WKN+M(_V*

/8V% (Q6,/?][B_0Q!R6A21L7B>N[B\XQS L#=Q>UV!)%9/U2 MAK+=1?HHEAI-!6'9O+NH-;-*

]1:EG!9]5Q5C:V0RVJ1<&:7UG;R%NA'VOO23Y M7L3)#R_Q::. 0 NFZ428;H!B!-'K%A#E6[\-Z]K[#+!''OR-_&=,$S;QQW6<

*M9MN:$*KKD!KZX[8^:;=E/?R7;_SO(&MT@I4EH(,)NQ6')*32 @[<)]YEAM7/ MJJP-8H+D"Y&HW'0^3W(O3(L_43U()Z SF>;W1(#*3&/]!A6*

=4@(%_J9TA[Y M5=9PNKK'&_GU N2+(*]1X4?MIU[5F$GWVC!PJE:;@2.C3X6"M9V2#HJD%N_ MHMK&GWU0;[OK+NR0)"2 JEKJ-$:;)0*

ML7(@@-2EJ%\--IE XWGTE-P>_%Z8$S"K8-"R3FAKFI,SI%!JN::6/K#5[B9[M-

6%Z4L[$A(1"J>6Z4$1@JPK;Z\KJKE*D!7.U3YFYVH>\ZR%>FIX^P4K$YM1J M:OK2ELQL&52FI/JNN4^3K,8[_M>&<_R/_[V.HS0.

Y]\0(JD3#P=61NLXJ- MPFX?VC;D"R-U@?',A&]V85-8%^:+3S4#H.%9X;LWSZ :>&;HJ8SR:!CRVD3 M*

.@[\4_=]&;9Q]QTKWCAEVX89B3\61\H7?UJ-_(+8'5YASR-LS.49Q7W#0-M"+_'H9X!TK@/MXC"'9<7O%Z3HXB3[\XQGUG6?-*

H9S'4XU6",UH_[Q1()V0F- M6P__.T^"%'_N" BF"#BU').##%JCUH&WFEK ,7]/O90@(I2L0W>>JN12B@) M3=JX2 QWLOINO=5,&-?*

\+>*CO\>W/SZ \ZZUKIBG4@'MJ4&0#W=,0874\QEEO@72WL7<:$3"#*

M[KV'#AP/X(2B5!JBJ\V,NTK]ZDZ&E3N6\XQS+&?]6<5AG&_5TPYI8$8>OWER MC'N.GGQ-=<=OKD"8LE X^** /M($V!!8 ["./^DU

'W,04F K@'HYVPG:P!Z M">,.7V(-0"UQ]A^_:=MH@C+YM2IY@']LP5E)GO[$MN'%']&69Y$Z7,QC_M0DIDD)_SU3\CY3"2VD8H9$]9$F*

MP(9 2-0Z_J1#HOJ8@Y(#8G]YVPG(5&]A"-+Q$254N< R'14VR0B3VCJ2 L MFT.B _A%!I'-

YDW2D6FR;F_OH!]_?"R/^(\]_^7GWBBN+Z7]K6\D59,&9S& M7!>.#'S=H1;-W\]JTX5;EBE.&&?EYSVGP3$;%Y(O9U(I+*

[ULE"#>@,YD&C M),\H)(=X/'E)]OV:>%']%1MPI8X'FXR/MJ,B5?.CHOU1_0'FAS]HIJ'$0/C% M=SP;G'\@/P\147+WFUU]-W]#BI?(M-*

7L)&>XDYQI&1:@/#:FDLH F^+"J^P! M3>R,\VS@#9@B%O4"Z%HW[V455Q3%/ >G7= TA?1DD2T+!F17Z&>>@](N:#++] M#+;8-

#.@F>FO<@\MS"/\Q$^"[=%;(NH1E>UBIO$[Q = "+MQ82H.]_H,\?N M$IZF3]\35/A?VUBIYU>"ZYJB$B$FFP+HA]6\U86[?

^%W^AVCP!Y?2E];Z"AF M$IG]6-D)4"QZA[C68P&T1=*LX>0L5K45Q!?OO=+9@F)RG* MX\?IK_#SD>1 M65"8?E/<,;?*

**EX%J:PYVN,MYGB__)L;U0$G[?!9$7S0,R9UK$R;)XQF^1E_L! M-JK$GO?SKNSN]8-'\6*T?O1IH_>Q1[>&C?ZP?_Q^#9W]3!L.G)(B3\A"-J?*

^O M/,W(NZ=MFZVW$-"RO?LTI"L/_#9)XN0ZQBJN$J COQ-&C5984KALP\TN>#$Y M&H^UC#C]5=&=.Z[4+L;E?7+SP=;@&F*

*6R5,4!T*M-4X2S\SF] M>JOIOB=3G<,X6ZS#[JNSSBE+,2)539.:>@4P/$=1NU@_TFWOX7GRODGOK,[2 M!\B(7*

S M8TK3^3Q?YD5ZT0U:!/. UNWY%1V6A21X!^:@\?S/CSC$,-(R=$>=<6X7=%@-_M0+#67\%>,UEY(0>>DY/0;8(^4)0&7]7%,G!G!-*

**:,K9L5\B;2*7IB!W7I#\ M[H4YVIB7/ROI[&2:EE3PS)RS0&U@O;?R&$?Q)TH\4; MYCD=3\;GAEQ!JE0B8O"M'TH>45:B?*

(A3FC_3+,G*N!'"MMZ]Z3 21CU;O'H_ MJ4$N:HW]4(6H :QW:E9.')[|%6=87'EI,*>HH[/L?N@"#MUZ1V<;ZDT0YMEF M]P]'$U7I_50%"*

[SU>XEK)FS[_'"WEU[7-,WLV-D5-(SULQ,5\U]JS;+DR<^ M'3URP$]5%4 U8&Q023T0K2)'] LE;*

*[^^3\BUEW[@I0F#VX]TQ2RBR^(G%&&"FL,>@+*2_Z6HK]RLKWJBUAM M=7NET $G%^T#3C;MCLJ&S;^U-])1M"GAX\GX0H^[MP+-*

*Z8V8'Q6'S+KYMD/A1K"V_W:5-85>8.3[I+(2.\<["L_EXAB$NACH]P7;1>Y L MD#D>Y1R YNW_=7[)C^$7PK%K& VJQQR-MQ**

*M4]B%,H_N\\0F(_6=0O15$OCOJ-K2$;W3Z>TLZ!*I<("Z M%\A@5!)DD)@2IL53*%6D!LVJ0"(QGYV0\&I%;N&*?2]^>P*()6=$1 RC*

M;>;*6.?&2MAU#!-_6(T F5@5> "D&L@J!(RQOK.@%7S"1W@X1MV3M?XY3''T MCI^^)!]$SM)F5]&F44XGXW.]5Z;W&,K!\&R^^GH;)',*

*]RYL&N5@WOB4,P#: MO)!9FZ02I,R%S,ZRIE/.X*WC6PU&:-3@/O0IQ ;0*C%X0U&Y?WFQ1OZ@)#1I MXR(Q;Y+*

*<.%OWO^+0)SLI[Z/Y_P$>,-RN8A*%7$*V9LDRT'0/J;LX,-IF&MF(M=*\5]D[I>N"?RS26QK0 BF[A%O0P5FYW\)[)'_/W3LO>AS?*

*0-."96SH1!F[UZ,S]OB8D_E;/&"YGE2 M'C3LA2'RK[YOO?E'LZQ(H%RD7<=T-HP]=,>_#"._VY^XTP4I>D]"5K_,JU^*

*MFQZ)2([7UC[(3,H&NO-Q%\37U&R!'W[2$"'1 $$]#M]HS?C3TD\1\A/[[#Q MMB*B%.H9-1S3@"A2W6X1):A!F],_QE?*

*H/DUS/&'+DS3WR$^F[PE"':<6R#?D MB"84&Z"2RKEA4NG\% KK1+P5ET2B"'VED N+ORS5>Q;'1#UYR2PIWA>(RS6K.*8-8:BK M^-*

S8L$], ^^>FSAUVL[?-9:<4<850(WHI%Y6'6 0ZO69\1A>?/CF4 MWI=_2>,P\,D8=N6%7C1'+Q\(9=!3,/#[']XW'Y-2:5=/X[^O61_7F1U7[H_(!*

M_V;J63;BET'"]NQVK)ZF:(>Q--=]"GO\\GXXES/N38"#-0'8 :ZY=$2HS5 M!7D@=K?*FD*R &DTIB'(K">*

*[G%#&OEZ45<4E50CCM'[Y\SXBT]TX M^<9 *>37B[A$-A>7]8N+3PGZ] *_NE:*W<4[R[I$-QR@]2M_L^P#)0U;44AO M%W2)<2 ZZY?]*

*($P[2S*8W]XK>7'FA;J6=3]1DGT_A1XV3^23">MGL<6=^LUF M53&3?>'17!"@]3.UV>JNR ?DI:A8B)HM?*

DM183[:^,ZJTS33!3;3WHM8I?0@ MCM#Z6=T]IB5Z)\D+1<6PXF]_SL.<;-7X)8[]'T$84]?R_*I.R${:J/5S/XX" MG&(9P]2]T[K:]/4QCN;0B?

RFK!,NUB M'#PK%;Z@$EK=%!W(+L#UPFG]5+Z&'K8^1Z]@BA"4$,O4"02X,VLS3]XW67V MK114((+7^$]&,:ZQ0?W/"^W'$<4,-

*)GD6P6K_Q#OPU=YA\08B*ML_IBR%3_!K^ M(A"OGL&*4!$LE,-O?:B@YNZ0,W3)\19UMX?O$W;5:ICJ,#P9G^N]\%*Q5&30 M6Q*

[Z/2!^N.*IY;C0I%![T PH^S-^V@>+|&K][..G9ILQGEO%#$T5N?HE)Y MU:LAE''04$=]QP4!1:PIY* F3TGDBT*OX+@D!('K#E*H=%*

[Y7JOCW/.0]HI4 M:/-:K^/E,LA(+A"Q%YY@$T\,17,Z^8P:IHA!-K])%)KUQL4K6G[&B9=\EYVC M>;;--,N2X"W/B&OU&]YC&^#<#M-'7

M1G.4IG%"+)'/R[_?!3_)'H.4]MF0:'1IS\FT9D/E &;EE4>08 MW#.98W!'_V@\[S_^[7 L[@XCFH)GW@-K-

*_K)Y&AR=&Q7K*H/3.M#&5O@"Z3I M-,\^XB3XNW42.K"68XH P;_^HM$)NKPB1$0%90TG%<"_9GT0HA/P+,_2S(O(*

M@4,B$JA5T,$$T5G5,5' .;JTS"4XEP34 MM%T6LA"M3YZK 0?.'QDU"%!R+S1W@2Y%F#FG)%2VCG6^7-%>_?SM<#RYXFL*

*M*LYQ#YP?]M[-MQB5KS'Z!WD1&^*.Y?MV&Y,?*

*@H35WO5"]Q>*8BN!KTU@B+OZSQE)F^T"_X>7)%Y$O:6$6<=5!BABR]4]H'2<"L34$717=Q=_M10C@U3V14',T$-5T-*

*/^"6R<**3W8NU'K$677]9LR.RRRVIW.77WDUG1(^K)HK4^&9)UC5@B*+/K.8UVVCL+BI!?R*60UUYJM'ZK M4?$Z14YY_<7^?*

52^VN@?U5=<.(JN80K@ ?PS2P0AM MUD!M"]6O:/F&$@KOK7)-2TPF1^,C,[@&T];I8) 6A]?H!P7R^2?6<=%+8@#

MMCZ]>_N(3Z8@N@N[] 0!I-;G; ..!68/$]#Z+@JE'WCKTS6V+'<3+W&WH06M MNLJZJ DX4$4+M'H]B0<\4-

*[COW+=AW5!8TF7\AG8L*R?(>!!+"&WX]Z@\L_[M:.M$IN7T,+5(DT8]PTVS6U]] 9MO<]AQ@U/!FBHMQ3:ZE)C$T42 M^T1)$)-H.8UFC?*

T?Q/9SNB9B:L6RG,AWG2;Y5>SZGI6.[MJF>.F@2DME-D2Y>G*GZ]0?@12)%XDJ0N$@S,5-IFP"Y]EJX;6QLR$RF>0SB MH;*7-(;UE*

GFD-)A0F'X;(9V:KC% 6NA_#NI_ONA&NP6-W]1-&1F9^\HWZ] MZP8I>15;K*:C:3^9,- @BN:VQ"**VK617(#ZT.R$*

*G6=6>[5)75$ M^0,6*8 1G.H4?D-XJ5$&,|_"RG_(+YDLD'0.[[-5.,[908EX0T6ZFMHZVB: M_H\8[_CC(-*
!Q!:1ID(_8BQ4*"_.,*55;)&N!C*&ZOQ]/#+";-DS]P93_BA$ MPH-==88^]LDOKD"$ V@?&;S1T3JF?@1NO0_PMX#QZDP5_YR(+S) '[6)!Y*
MZ#W"7_M!?A1__0MTTRBTFIG7MD,:RIM>382^4 0'^ >V; M?#H!+$KK-X=YJ:ZJ'DF2P[8)1G.?VD7=9F7:K/Q)6 N IH,E1VD=F%>?VLB0*
M;83'Z*?Y4,UR*]."#]Q.T+3V+WKU!8&; MD*ZN.Y]-*_(UN8QF##\?W[GZB M0$J (M_2=Q 7?QM[W"!]2Y-6?;;&K&@_5A0?*
=NQOHTKM]S8K2A_Z:FYC-5< M\.:V,894V&;+./H <;I=!DZ>V!> M&L: DP1VB^MZS[I\.AY"-\@\/UQCIA)CO?*
8D_*%&!!Z#2[LL7MDI,9F6J_]F MO%"@CK?JVC@TB0=BM=AI2[?*
ME*W_P771Q1A)>:G8>'YX_#HPHA&F1YV&B;,&;T//E5B^X=1$!IT]"5.@>K!1TD06'_DQU7#] M"!SXV2I;"O933@UFY*
;#Q\0I]*AFS+VSHO:WQRA&,NC(TX<%U;%'JMJ*L@D;W]><6L[X+4=H MVG:*1T+VO"TAOSH_\4UJO!>?6L_0$S0.NQL?*
^/NK)R:Q(B;,J1VT#O* MRK2=QFK_M7L@=]7]+2W-:GY4MSP]$$$[&'[G4ZJ7@8#S0JY36!\%U$;&4OO0Y8F*5SIPP9"GRFTBNBF*
M$VY"B7,'-KB2IA$?^:V@<*(;IQ(#'W(<[U$ /S$I^M+%!T"]X;43.&'K"D:F M,A:1+HY74D\P#.MSU\TV60#73&A'U7?]],:)8Q]XBT\0WT/C%;*
[+O(9B]JF M@3ZPC9\\U#S/MUD,A5_<4%QT?T_@1_XGO'>)I;!%>I$ 7'5$Z5"*^=T),B H MF&;9X]$+ V[5097#=C*
W40C[V,1'MY05_T[15N +<.&CA(B6?I4>C\#Z&,3X M:$12HY,L/+8ZCT=W/>RA.K:/M)A] ZUCK+;TJVN(JL(TOV-[&4 M\FJW2&-
C6$;3/&7,W?DKV'Q$L1-OB\4KA[:H=37M]6UV=O7%1B6)V4%U]B\^ MW;2Z8W'9T*HZ$M4(F4%Y1JQA)_-
UM[S(O+U>WB(9R<$N+:N4;MK)6Y*X=%K% MCTB61(/<"8;^.7/H?<,W,!)$G_E5]>:%W_BGO)PU&V1EH:W2R4T M9;YP@3G1,#KCK?*
I(9";%+)7*S/6?#[H-;[1XA.%6HNCK)2]V9.]";]!=^+L< M"-S^$4'TG> A7Z&?T"O[C/S/J*
M\1_XODG^@LFJ>N/$W]_R=-1GO!"JL.+^&7R",*.E"B64;#20+V>PC:G),,M[MH$<4FO&QVR3@3R!]"&&W 1ZCA"-
ZL[N\C0WI,"=+T:,HIU#T4R6MFH6=QJEO46PFG\FJ@=[!|Q\^B*%Y MW[>/<)0+'*/!,EPVL *T13[Z[;!B">[>2J0V,)\?).$)&P):S0*
MTD/XD:5);KPI\708H433.N?0.FI3/O6GEB 71OC&+T>Z %]P*^3BN!5"@F_\ MR;%:=UPSXWT,_LQ Z&*
[99C"XDMHJ1NKTA0N]/8+I@LTJ;3DHJ;%@N%AFFZFP M@+=G'"*KWTL\H4!AM'[*-182BVBJ&DV?&N2T+>N,EK,C?Y(LXQ;26, M1-
CGM15'__&'#[.DLXQJ4M]T(24.-(02NBF"CT9&&0P_G(@(,.)7HL(*%%T*
M)S@A/VP$KTS=OP!.U1T^AMFE_P&6,;C/T'8&G5O"XY:QRXM4]9H!QR\'M\?! M*S^GND54EH?Y6'KBC@>;2%$>]9G)?*
+)C5'WR'Q>@]OE&9[+UD&4LLN$S_C#^_M?FW1L;+8!:'M,F[>.#G"Y)&23JQOM;J):1 7H$33J.Y)9*3,K^(=DS3."J=|*
M];OB3H$W>]&ND.];K;XZE"B>#HT.83;5ZW9MXY@>4G>9^'"OH/BDK^=(+&UM$^ MZ 7G8& MKYWJA!#AU>BEWV,EQ?*
1RK7;4Z3W@ZQU:R=+#3K#7K93O4*7<')I ME\0%79C;%?^'/XSO!6Q##CA_%1=-OL>M\]IA5PVX0*
M23V/DIV=3I0WQ4VK/$HIBYP$PV$73?V/N_XQGXP6 7JO4?[?\]?8"1/X;4EQ MB5:7+XNC>-,JE\]/6@X\!Y)B'G-$H(Q/G#3]]_ M"Z.W!,2?*
R&58A(NBBS2AQ0,_NE:SB-6Y=A(_R:VWLQ?^)M.!WG9DRE5A3=5;*
M"+3>L9H9;,6'5;8JCDQKTDRD.BTOGX"$AEBV*DX"$C.1Z@2[F@RU.PN.-MQV*
MOO'(5*S*HD/E^1T_)T#-5[B$S/E)$L7;IR@%^VP!_Z>C7734F0M]@W"_C 4Q3&C5:"RN=*? 7N>^C_ MF8&$*07!*
]LMLTOYJ4N&,LF)I\X1EL8>V\FX4A&^T%=]&,]RZG+9.1[!', MD[,!Q),;N,>;=IG-IE.U5Q\P,D>CG)0O\,:"S>--WD ,_W!>FS/D4Q1\@"FU*
MD-[L4D@Z6,;)@56[VXN['DVQB 9MXY@>JZ5;/ M_V0AX..87,(FD@60:KH?\S]9P-F2R27L8ID;J>I-$_)):S.:UBA2>:65L8EH(MJ^H[*
75U&C^RG@(GDKV-]X[+N@,2J]?B1Z)(N!YKVD MF$NU3TNREAY"^"4@29^=%.1[Y-X2[?)"':QQVVWL%30-^'5V=G5VTEMO ZKN MS3*
SNR;J[\Y/?Y-M]I=GX:.HF J>I-2>*XH;3K7W3N;!OGQRO'2V:!)"/F5# M+G12&.9J,VZC:>HD)%^G[23O 4B2NY^P_43L$O,PG]=)*
[ZJD\1X+SGG,^50 M_LOQ8^8@(=FF"%2\CV*Y$707[!%TM<] M[!-W%-$W2FB3JJCX-ML>J&F$)0W MHJZTB?*
$KS5IGDD=&O\)W$8+K<(_K(AAE0FAKD;NYP=P4^"]@GC#I9%V M0>LUP@A9M=]1ND:>_>3?]S$*
=0\LEU;P%5BO&4[HQCL<#_$O8]\%OTC6__0]$'K<'0V^@J8!KV;3LZ]VR883NNH01NG: MR1VA>=OA4LQA,>MUP@18=>BC/B<5U2M*
S<*HY',3D8XP$E%]>)A9(Y&.07@ M<9Y4U(U="DD'^XEB8%7[/Q2=5#2;:A&HJIT82D\JFDVW(%K5K@>E)Q7-9EP0 MK6K_@8*3BF;SS*
]4]3)?R4E%LTD60&K\FEW@YJ:Y\$O@X&"78,:I>LNL:U_FHTZ%7#02IP5"E MQ.225D$:>*T/MW]8?-\A8Y$EF1-*
T/SA3$8SON.M!A=HTGQT2A99FJ1.Z$&[M,FJ-IXJ3\CJ5U]N$0[ERQS_MDZ?"OVCF#5^LY)[ZN60_]9-_SN1BTOR@2;0Z*
M9=16>OZ'W$SS=MG*1M_DD.G,CZ37--OL5%FW)WS.9T@[F!R.+RL&1:$F1N6: M.^[$/I'(B3N9G<^F4[7IU1F9$XP[]0#]YZ,:
(>Y$.W8I)/6*.Y',M&%Q)X93 M+0+UF.-.#*=;$.TQQYT8SK@@VN.+.S&<9WZ@QQAW8CC) DA5QYVHR)!M/,O< M2%5GR-
8UNDB]$!2Y9?CL8_*IH $CBM2KAX_&'A%%VGIK9$84:\W3N!F07$C>Q0$]U'\PXF]X<7?_5Z+6P)9DH.V!@Y;JQ[JY36-
M6NS.'W[ZWC)1TK11TK1H9?1M7A>M.6(+ QZZ2W M%C?XS"YA*[XRZV3/6#8QWLLXQ*
T^LR^SZ523F>=80FAKD;>GUJL$!38G+CQ]];$/N?#O*9[AR_S-G;]"6/ M1*5DB;25*FJYH18*^N3/DNQZG\E)H75RPI_2:(D&E<].:;3J=C#9)*
[8ST/5V M]\]_^"""&5+QO_Z#X&EG*ZR+=D;5!$&*_,:R0F#UL:EM *(SGJL,:>7&SSM; M/ 2?):S04A'R44RXB$X10@EM=2),+4$NC/"-
]]H/E(S@*S3/A1[J&'?0XK// M*1E!Y[EA]>KAHY%1!@2H^B4C&.KXNJ;<$KC9LRN$5/40,4*R">,Y9<=HO*O7 MJF0$ZH6G>FT\M&E-
OH#M2/(06-4(R&HU9%1Q7)H)36]&#@%,F O,R$9S:C@;6MR5LE!KWJA#3D0FA^0,%'"ACFM!#H5#)VS5@)S0"4UU@*6Q1^B$*
M>B'@0B,> MC*>8%ZG]@^4CQ#T9SRD[1N,=33OO6FFR_(A8=Z-?=X("?#,N_F06A"RG -D MF6[7'M2-=3[2L+-L&D+])M?E3*-
V8>2R^10<#'5"1BFI&]&,1'7/QT2P6A#; MU-DE/E*B5JFWWQZ3\;S+ED0NM+B-4 M1!8!HY*$+*'IVO\5;#ZBV(FW=W]F?*
KJ]2U)_@^(,=E[NHIM-X,=^SX+4_PC MO>/6:J^/0L*5-2SV]6QV=O757.T,8 K5_H3>O5/51N:A5S22198FJ1-Z?KC&*
M=$*D(E;I11BP\6/6/EN1]Z\L28OXD,H,M$"'KC)6ZH(?L6J'!LX]U66-IPS- MUO>*
\DC4P],GO,6MTH$4)+"2$:11"YV845TECX20;!C+_4P,RK3V@.<,H50 M6MLGD/)G2_MR-CV,%]I5^)^3$*3Z1P'MOG>/*
A,$1'QRW%%^]RG/SH_O< X< M^TZ00 87]V> @N6P!TKH!9O2GBJ[]H.!E_](+@A,]1)2GA+^B.)_/X3+.')! MPB<%?*
$G3M<")S/@EX0[XO1_ZR3OP?HTBCT\ ^)*FBX$3F?$KP?K(3F,=/F(Z MO3@(LA9N4>H$$F?IN^]>O"6P_A3,0^_NYX9$,M6X:OZ?*
=>Y.HXVSM44/I9892\OO5]'4QG#3" MA](MZIC^S/P/!(]_?3QKKX^KBB=.Z$UV5>N_3JZ^>QDX85JW"F:US/#\R!%= M+IS\90%8K+"?*
1CI%PU]\V03.E;5F9KX;L5U]0)I\Q (+]WI+N0V3H:0NDI#" MS5AQ!RX[VYCP!.\M^CP'O8?,319W'N MG]@00HFFB2XL$@P*JC>OJ'*$>;*
MCPR^GFT$P3QMKQ9X !OO8V;3P-%PS\&YN:[G^RP._11Y:D/OWO^)_D4>#O % M[%4") ^:A_-4C#@IADL:9B[X[#W]80\!D69"*V"L,;M2E-*
+X9*XW?P;OO!I0^ MHOF0O?0SX"P)OS*6<*RU'BGG&^D%=1/&6&YML@&,=SM@!A&^^]G+MNMD%I/H%W"^!'NT4>3OCO .0ZR),$J2*
M5;VUFAO40'U[+PTR:V.!X^,@246:9KJ$9IK9H2-NT+*
(2K(H=RB@T9LH:CN'WX00,L\P,K"-4IC,D\2D":'/^_/.C%'^4_KL(PQ+86OTT0.N\3OXA+916^G75_3\?0FF M(FOT(PFZ\1$ '9VK:*
(_35=0:O0B#E14OH,P%@F\IOR5@E06/<''-W;_LBUJC M$&&P1AYV(YF+VT]RSNDG.;E#5+E#*$-"=T^(+E%32B4)GI^F'SX?AQ=6GHH9.|*
5-;;&^$1[T7O?M@:(7# ,]Y;0?+:.U%PU=S_0)B)[CH M>/T!@D_P/0K3=X%=%H9*K='1 &90?*
58"DTB+#^GKC^@UNH/D,8P'C#U3P662^@E^*K(&L(J6;:M1HO,B&LL%0AS,&=;W-73?.X)>U+VUG M]FE],\0;SBU/PS3&U#+ M-?*
7^#>I=C5^=F:'&04PA=*K]<9CI!LH9"^WT#GN]6P";=91'8%9]%#*/$W23*
MS5O<2,ZE@#0^%BC/5X*U&Z83(!N&D$/QG^X;P&BT(VM5## M_.X(3RPEBVQ<"JCT_!$#[_B/T_OJ"G6Y*
M%9O(%H$J:74LG^HGE("SD"X'V_12-A$NB%,2XE@^'X_?@+(O^PLXYO=1- MG NB51WC@6'\N\-K& 33SS]4TK,)_LA#P<4PN81/)
DA5AT!@6'[Q]^- MPM^=(#;:R?\]RN(-X^1$^)IIA2QB6<1J)*"$%0&B3=-]DC)$XAY6F\=B#O3 MR "-W[E\C,(U4CD"C2&_HC>+),Y:C-
-13:40V7P_2F"0T%DLZIUQ*_-,G?=-]ZTG+KZMO4@]VK"H0]6QKB6U<*">6EBWOKRCZ>Y6Q=:<XG7&N+.I'B*1^VQGG>@2 =K?*
S)$YK;1S^M&_?\(=_OD!2\ANH M7EP0.K$?=73CV.?TYIRE%^>#)FFU)*\3IY%; OHM3#Z ZZ]\X'7VW,1G=2&9 MCZH#BKG*
Z==E(V$7/5$"/^6WCRA$RSX_S.V^6+W&3I@X;IE,>PF'OJ_1_YD"1+(&'$'X)2-)G,.G+9W[>$CF/(7UK-M\AJ0*;9<*-V]QH[9H?X4O M2-
!ERWL++%8O:>3^&\[87/ :^^LU]EZYGK7:+#$YQE]9A&66YU0O_NAO\DV MZ"*3=+N;D+U&UZ!*$_:VQZS)-5JAZ"&-
(;JW%*\@MHO!/*V@AW?!&LY!L'P M@=[9HNB-=FARB&,$+E@CO36CF[V1%=%KM'K>6L\I"G+L M_KQ7%"2ZROV+Z5&0)0A[HN-
Z1$&JCY27+AK16&SV\"PI"E(WSK'T2BG -0O ML&. UCH35*=#1>*G(LH!! M@;'Z!9RA:Z"_VJ0B'<8X18EWM(9\5H+FQKM^=+1(*
+LR5(\KU"R;*%;X!!;A>G@)<+#0EPO3J# MS4%-A+J\ -<*A#V!C^(!K@H)Y:6+1C06FST\RPEPU8YS+',TRBD]8NFP0RI M^'*
&8@&]6:60<^#[X0=JV7:EC&@%[30@WIN3 :K><=0R6N%].IO.SC5BG\RA M8+1"A=*RYC]>M()E,N'&;7S?(<\)8[P46 $.%:0PN_F?*
[(02'+"S#!.&/2* MDQ?&*"_,6P/:IJM1"],"<*>U7D/+XPZ0GGIXO?"6,>S)"^,:IQCF1/UP]@G M'N.%P0VJ>#<,N83>O%+H.?*
##"""U;"4FQ1&CFPC$.W0R0.,74X,X8G1CG\RA MJ"/&SN8_HB/&+IEPXS:^[Y#HB#%="JP #7;$!*1H& X_S%>L'R8X1<.8Y8>Y*
MF$W/+DSWPY0@[%F?]_##7"HCE)2'(970FU<*/2T_##=2XQ=B-X&3)(O5'TX<.V&ZB)_]\3NI-\<^K[<0>#IU M/HC:90GK2SZQ>R>4T$T*
?#0RRL"HOK[LQTH$A"Z^\T$C^&3OW-DQJN[3,6Q> MPP4FG$?7 !LDZKF7M=(B U2='D7/#1+=V"=S*+I!HDD?;NX&*
MB5TRX<9M_+C1.;P^96B@7*Q>@)O%?NJ#Y.8) N!=;^\<]WY+,_,GZ=>NV0V*
MC#F,'[DZS7+W$[8Y/P%Y]HJ='Y/RK\F41W&TNIIF_3([NS)@BX]/94(F4)T1 M3/86$H@W;#M(\$&[-,&*
(3W5*+RF$$U/AO;Q#2R'\%5BGU!Z8KBWQ1*534T=Y6Q6#2M< MX_-Y20Q9,UT!K_"'2MHU>,C:/7B+,R>6E<3I&R9NK7K-*79M]*
(5'G]BU&6P7 MWTR/72M!V!/3U"-V31VAO'31B,9BLX=G2;%KNG&.98Y&.06@?O$,I,$5OR-. M+Z4WOQ2:#K;'!='JN5\VVFV65U\UNPF*
I2/G@Z9=G-KHMUDJ))F/J@.*N<#1 MUVLW5_T&W6:I6B]=MEB9+1@9NXZ,G!HBZ,W%J(0+0^-B% M0:+N=&.?S"%-_124J@<%4S9R;!*
%/UPK!@?BKB>/2/#%;=8*)V1)8PI\Y5ND MJVC41"!8+RLN,U@6'3=BN+@-.NJ!6W64G6 4J=>PVJ88.M+! MKN0T,8S7=/99*
5:D2W<(#Q['"_+YAC9,'R,GK,)V>>)VKS!QNR^_7T]0O1-4 M\2E*=[#>NE>4[M5L>O[%]"C=$H0]T9L]HG35$)84I:L;YUCF M:)13*
.H7[_7B!JX;A;^CS ?:;R?\=S60XD-N*$7T9I9"T,$]7P2JZFUU5](? M0C_UG4" |\Z2+5M\.SN;3<^NE-_NS!N->G;4IBC@)7M+P)\9*/(2<(H*
5]AZ_M'7 !5QU%@9%"]65Z@L+.:_6FF(N? [+9X6K:QN>>YQ=?0N<6]ZR]]'(A5MUT M]8N.52D&V6LS,D#+N)<2':L?^V0..0J@H-*
2T@\=']P'3L_M!W<2D5V,&_)-R6 M=0K73N(G+_#;'6\!Q]?81WTIL@!&ZX%OOT.[*PG: M@KX+X8-QSBZ3BKAJM%E8_0UA?*
%0L9Y+6PTR:&+WUK-4NS0UA#-5!M;UU5Z&< MAUX!J$GA^N,:(B%;%+,=Q(58?02A[R?@N=312G_E_ 0WN]S&NHCG)- M/^V*
M*B7P[H7_<0H\'FSX[A%X_.WL'#80-=F]I04>[T#8$Y_]''BLDE!>NFA$8['9 MP[.4P&/],.1;X&Z(MU1E0B8P/O#T8 T!X@W;7M3!)?*
+F:X(1G_&AI1*# M12[-B"+ 4LX*<*B T4%C":K^BSL9V?3L;'H8+E!5IG\<0"M6'&U74 ,#F$MI M,.R3 @;P!9K"_C*;HM*

*G!2V7DQ_JJ(T'9_(^\T!;4.IH%^10>"?*5@W(V8G2 M5 =8&GOL1*D7 BX3TN<;?1>J]9 1/!)X.'!&LN'3U/TL,X&1.B8Y>#@@CQV6 MI@3*3U1D(HU"FP"!V ?)'0?%Y!*6L2P 5O4VQP@Q5\;3RHY!1=8"ALUK)P%T*MM/ M-3'.E,>\]^21$;#QVP7YG8;YCG]AK_PJ'X(G"ON\$?SS>*+XD%H0$YT#9'% MU1YLV&)Z 6TY4\HZ'VE8OQ,-H8;NIF(Z48O;65:?DH.ASKHH)74CFI&H[DF7 M'%9)E/>X>)H4)3F/M\[+.[0::?K5]: =O+)#4[T8UN8HJCY_$2J=MQ2*.I>/O-AU73[X3KVO378)2@[/29S6^FKXT[Z?AC] T68HT@S:,-TBPW0,RKC'FD:XG$W/#5TU330'TPZK?:+U(WT&_MMF,>X*B4P%+X/ASS]$ZD]F/GH$OGP:MZ?.X1"?\.'!2\6%S]\)&E*&DZ8>6% M>UP7,4A;?W$!E;3?H605U@64N [#%]!-!%P).G7"7M ,E?2$K.<*L(=&GOWD MW_=POE6_=85+*_@*K-<,)W35D5#2M9-O9^0'5KD4*4G5R(5TD\M J."\+H8A58A$&/-C]R>H2 =<@'V[=8F3"4X65LNEM M@$I&TIV[@Z,.7L!'',2]?H08@4 &{6D{@_:NSDE1J?Z9M(OOQ"3,/OSCN&W[M$20).*!ID4OK-;K+:<&T:'K!IHRO9M/S*R7MN-OZ]<8IB,7X'>4NW,\@!#^<M@'!J!:64V;33@*C>QI73%[U$28KICK@#F<0KRZ<;OUG:%.]2V:()!,[MU/VP M+ISR,==FG .=\9UV$^L? ,TF@3?_A+]=P^X+A5U6?T2]&&Y{G+<:.Z4BB-OX M48!H!33;1OL*%![B:;XV.TPWFJ.0D2LN"T;@) 9F62"'M1%"/3)!..WJXZ,MZ4WF[T[L(P=W#*25^:/4+SY>9B*T&*VXJ']KGO(D1/\+W!P!XO$*VPT MDO.SV?3LJZ;M6S)&XU<*3/:XS< 3[ )>?X#@$WR/PO0=MX04K?T0]55/6TC3E% {)WPP7"PF8\4L 5B/T%(=]JB#)H?HUZT P1V:Y\4;YHXH3>I?\#?JC_\O?R(_X"E]A\R*;YD\ 4L+L)OM_Z4O._L=G!K$+%KYBBJZ_H9TZW:SH6:#.%?F6A)AI/-^&SPJ7:Y73H#[7^OH M[\]X!>DPG_LN80_P(%K[01W88HPMQ-S=CRA"XL<;.PI9,5C#G\%D,Z4FH=_ MUH4Y5A*:M%&1Z)N5T7 M]$C)}--^4!>*A7I33EA&W_2VCQ-?.O$BSB%[OSM!AC:%\QDF/:0>5U);$9#Y M; M!%*OQ/,]XZYP0 MEF]&$DT37T]D63W2<5Q4X^TB%{B^MM_8Y6DM^47K#9EBYGTZF:!/9]?:F"2'7QS^ES M<;Q"#?3DDN!/8$)LLA9D72"O ?M\I'7,)=D0ZN?E+:Y&=X0OD*>5U(UH1J(.MEXGB6%5[AXB\7POS3BMI$^]"6'5U]>2(;H1YIY6TB7;X5YIY6T MB7[X1YIY6TB7>Q5]GB1^BJ$X7+GP2/^<*OY{#/*V;M#*2MYGCPFKQ%W(43_3,&Y!MOJ>5T4P8/H6QRH,/5;]F'(IC<;17F@AL"VD\U MX7V93<_T8Y/.QT'OSPA3]4I.EK^FF3R.T-=CG]=-!=)Z>S[$DJ;Z*GUW3:0L M3KRN$KKI@8]&1AD0H.K7O\/IZWWC)A]\)X]YU A."9P<]/$\!*+7JZ_NFQ6CI#6ZSH'QZMAD):%)&Q6)?GVKW.!XM811S7_0C7(@TJH7E1 \4@) MC\<]K@O=TB?+7(!5N\G8KIS3T[0XECD 0!J.1U MH'9RH%^10RMV#,*@P94T5=5('3=P;-U"N$7BGGF:QOY;EJ*I_FNTS#E@DPN] M'KOU(XA?4MH1UL,A:G$2Q3\3""B_O!NC(];BELFG%VQ)E]BJF\QBT>_'M9\(I$L;2QZ(8!M3&WV7;LAW\CY>35Y@%A-@.AJ6H95(1AJS^_EH)!YJK_K/T M6Q;-HVPOP,-=-$(MUS08NN[NB\D:$<.K_+K9H?11+DYQ5$6.@YED,":?Z@4"2$T^H3]0M@9U&NC)95L4?(A-UH*T; U7T!9J/2=\!'4L?M@0ZA=Z M.&ZV!O5$,Q)U$&'2ZNF\4GC9FLPFW[U+')2D*3-BH2_=97I5DIY'NRSH;84 JYY#2]X6KG8HGIT47>;@([7;%%]W44U5PF9 M7-IV, =DXWN-^NYB'K=)N1D%^WS#/!?HCFXUMX-*4@0?3M6NEH&ZBZ0"?0O< M /X'M^//6-HRB?1!;?SX4KMHA%H6.P>=Z;I!9Z ME?\,RRWC*4N>A?\UZ>/_B80]G$I)^RC^-9)\?'_.=E_;OFKO);]%T_VGWR* M"S$R+N0"71&N)NILY+B0"JG)L0##Q(4HU$!/+D7C0FS0@JRX$W8YR.-.RY$ M [9UB O1@&&A&HOK'A4BFW.BX$,-Y%*]VEFA0UR(X;P+857M<] A+L1PWH6PMGN)"C.==",M1Q85Q8K0_+D0AFZPD,,:%'""FT?I*:ER(8L*H MYN>/"Y%,G%UQ(3;TMD* -9U#O*_)LA=_-T/_4VVJVA({(2BMEDGN/HJ+/8^N3F'@5VHN-[)*#GH;%:92W6UAA(H%5M\(K.QSZ\? A34G=P'\ M;W>^ZEX5VB0R^8;0U$]4:S7BHN&JPBZ9}(>N>AT.O.CN:J1 EM]>F+\K5), MJ.8KJ->Y]Z\L2=%N7&=B?-&Z+\&*?!NH=F%A-%/.XY9QY +(@)6C&EF?M"5W0 MF-7!*=H\2^&]-/7=>G*RIHVZE"3W#3;I:P3+2,IM()3JLK? =QD;,FCZ@KO.X.M:+<&J-256 M7QJW!.5_PM&H=233#9;E69?S$O6#)-SG(+[(.0=1?$/QW.ED@U3'U"[8EW2* MH?E0LQV@BRTOC#RQP(!*EXCTP6-9U+'(P09'W(IQ_G'K:ACCI4$UK@5]9R-M$K>BEC"J^07B5N02IVZ3YAD$I_REDZ<;E]C)TS@P(%8P9_H(130A72A_E44 MGRYQ@A+9)O[F(I9I6NC+;'I^IE0!O&0RRX$5[_ ._.4#KA*C^,Z)PRA+"2'? M'<\9PBB!CX/>G1FD\7W]KOM[I$0CMA_4C76AGIP1EJ1 "XGM%1,^ O\-$DSFM(.9RVC)+)HDMP(:.U/A&C=WY'^QN3!-%(@.OI(F=RML.ITUYCMYT//W6"P@#/D/+X$W@0_WV69C&H@E,PPN2NQQK%R4$NZW!K M!-^O6DAE$\K2]RCV_V+)GW98PD9Q,&&4%"BH)EG-'BM<.R[BW&C>[TZ0T9)Q M,I2T41%<6%4'\\GO((B7;V*>ME$&5'RJ@^WD4X\/OF.ITC32;'9VI38,6)X(M:" U#:.3+$10"OLWB(IS+C[S:"C"/:D8.08BP^'6G=U2@'N/%(!>YZIXR=X7 MQJDDN9#Q$ND!<[!(,D6"X)Q9LA6V5"!<<"NAZ'?2>C=&OL;^>@WBKB.-I$>- M9Y<;7,6E]"//NH2/-IUUM5D3?S#I3$XP:?%%DV@U2?)OFD3[CSH%ETH=$$9+ MF_WU6*Y3KY#J$MC8:RN^@(R_U&(#N2RI,[N*J.+%GIR2MBT9T9MLBX.0!(# MKSJ?U4T'_/2U)<.U&3J:U.FSH@L[.Z4X[A M#Q!:%L(W?J! M2=G SIZ>MQCNC'J9&$EQ,-@70#ZM^4;5+_P,\A)\@@07P,;7MIW2BLA\G M!TX1JAZ]N:J2V'-E4(FN&N))PQ: M4M^A-":3A+Z>Z*8>K0I<^&CJB^F(6NDQZ4O,&)IFZ<0@K6,LG="KN0MM"8?XMXC#D0YBG]D+=^W<0KS''@:35;HG QK'"*ZO%0)(BBCOW M(+A%-0:CT:1?2RA M^C::84?)O%TE/L(D-"#6RULB)#FX-7[QF>7/H?>,+GM.$G_ENSEU M58_,W0UQU&V)CH:WB:1084V.I>8L6$AEVD5$]\0)?M%&58AA/.S MZ7DULA_\X?RI M)_W_@NW=YB.(M@!P<\Q:UGRZ>R'5U+-= 2H.I931$ P-FU[,?+Y%01KO?BXG MLG\X*#5+NHCS]%*$63KV>=TT(&W*SH=8NYB^OEH@3N8))733 Q^-C#(P:LZ/ M4SB;A<H>LK=>^R]!6_I0YBD<9:GPL-/P-H/ZD:ZM)D7(U2% M:6TETTYUGN(>UTT"C,S1**<U&^*U1EG^81R]5([R]0WCGU4+T%/6=<[DHH?L7A%S&1#[O4N)P5#H"NEF&6J$H*K>K)&M7Z:AU4SSB@Q\!#U#L:85SDTEO1=!D#HML@/<07F<)-%^2P%[US0]S%HGG+"2^QR99C68?FU*U*[P4Q%RYR<5OM4_IWY7*:'KN>IM*RR(]&BC'W5I>E&=H$O;S/9=GT\/S/7G5O^1U3^]5#WY$MI_|^S@X&2K:P__+R$L^;*$F37"1OM457@CG>T[>RD9T [COPL@"4ZT;2PC/! MK3Q)YX*DU=]LA1?*+BV1HY7&BG]0$}EP)$7HW)$ZB8Q#;%M(5%O8H 7AXTG] M]4#E!T\I 9!^^^C=QVMX3R%U[2GKPR&!D,X5,P^*])X^ M%XL)^+"6]KQC&YWHB]_H9GH[--/=SP_SA\N_PG]OJI*/3OI9&/]!)3/[_?@=>)NLOL/94]C^EXQ=$I?S0C]G:7 MJU/RO>/'OSM!!O(HZ#(V^N<'<%/@W?]?O@=="[QEV K+ES?K>)EU?9M,SM1&> M^FN^EV55;R;@SM5TG1&Z^^F^(V-X#R'A: U3R:-365_;J#X"(7NV/_#S F6M*$89,KT&#Z$;_C0:\3HMQC[]<>I6-4&-OZH1M_SY_EYW>2!P=4A[25'I_01 MS2CII,@@W7C2OCZIRM=6'>S#=|(LA8].6!+,4PKF2K9@%!PL]NTQSEU8/+]K MB/^LT3GS6;R3Y/BG9/JI:\2!1XZ%FNYG-IM-+6TX#T7&: M'-#1ZTB/.IXYV&E32@5DZ'"YW+4DTKE!T\I 9 9YW+DG.#XJOPR2 9"#N=H MO.A4[[XK#O5-J:A!;*T'=6-=:,AEA&5U"#=[EL/G* CNHQC\ M<2!O4_?+M)4:637RO4@%\$.P1FXH'39_FP9 .]\W41@" M-P^(\]-WUOR,([I_I/S>6*RK'Z\49 :SGH,W<'3H?]G-*^D4,EBWG,7"@T MRB6/0DJ!-P^]*K#N-4*_&JLEL+[^-$I(;!^]C*XZKE)YBRG#"I"?;-"FT7K/ MJ0U(;-LUE4='*I<[#6._@ HJ!;V&Y\@=+M:@BJY9QKX+$'^KL7R;C!^B77/1MP._9QW3F;]>,8T>U#:.!)W3=S0P'EBE=9J^KDXU@\KMC\%7A'W1 M2_)GG)8 MK"8V!C&JARVJB[<_[MY>WE$^X=1L^)S ZD@Y^8$-G>F=&I1F4[V3EYG5XZB@ MG?7[J--PIHVW6G1.>/)AOP5 0<-C?/NIA8WO"Q=M2KJE3SC \0Q0,#LT/)P0 MYX?",B=X]%<_<[)/IKMU,KK;I8&VH[EPQN]/;UQ-_0N>[Z">'-.ZFG'_1)= M="Q-CIC^4@.KVA%EWL.0W%,[G'V).>NT^,"F *Z@ -1DZ4=@9;Z1%&,=9GB*O%5&A@[W'(F6. M:R,[YIB6=JX*_1CF]:[R_'BV[UQBN%6V:8GY'HOZ=#UM:4?F?3GKSZ:Y1G CM'+S05K&/9RSSM\CSS&.MY+"YC9):QE1L"E[QBAH&_7(HSRZ\@&;KY61+B MV:Y"-G?76@R[.]%^G3VZ'--JB,\HR>Y3E/XO2)^!&ZU#=+% O0? 2'F4=UNC:W76,OXZB,%,5_8145S^"CV' MZ[C'_8B3[.69;:CK(U3=!M#Z+5KBA@D0N1?@@OM>@(X_E>_71' 5=G(T]S= MS>1,+7(>Y)\!_[58';:Y'!GQIH$AWM5LVM/B1G0[+BP8S5PFI\E_"&$O"?;CM4&D#PC4(A!*ZB&E\";3EQVLF"T5$O'J'6*9IH?/95/$Y/5XRF>5 @&NR(%Y M *M;_PI"$#+O!//3FWL8/?=19H]E9,;-),F\!$*K#$,$0Z.X8P'H;P/AHZ6=(_M'#3Z.P1_"^"L/OI UBR1$]7#4-)&S8C"-CX*0\X_TBYE4+R6W13H,KYTABF M-5[E)7[@=9NG;.<8\;(5UDV38^BBK<8>MAIJT!W4+W;GQ"C8/8$FRQ'??200 MM.^B<<0/,FB()P!'I&3W0.F38O:)?3F;'OK$JG=.8)V3O-+)W^^6+_\!_Y2_M>^*$WL0KWCX)03J!)9,)Q#))BH=U]XL=&A7C\<(_9M9UEU\N8 /XIJ2SH%F: M\2++"H$N2Z\$N/^UCC[_VP-^02#\QYXW^,,_'\':">Y"V-"V'2Z;CB=T88R# MC3V%K'C,X:\ TNDH.?RS+LRQDM"DC8I$OVLIYYZS]J/OP/-=)X"+,_R=A=U/ MZD08U?Q[MG@1&>]DNF<)%FLRCO0%_$S.@A(<(!CG]>%<*&^50R=R1<5=B(EM^JP))73CGH]&1AD8U7TO_0^PC,%]AE8D)8YNCS/M\2;@R]GT[*M^W++W[;Q(M=9E-]5K3E#;+@RT(?3OV>=TT(-2W\Z&3=)A)9=^>V3ITFL/:LLT$VG8GIR& MT.16?A-M-F44%W%3J/6<;EPS(DN+$S/X^5K'8\:SR07.Y.&Y^?=.FXJA-G#4DJQO(D:&97+. MF2>0%@$-:-=H_NGX ;+/:U0;J=ZC .(K-IHP_'/6HJTXR#RW!2(#M_&..78C ME'N4O4S4UG.$,B(A55U1Z"VD@]QNQ>V%<&#.A]A:[@)23\15AS4"ZH]:TC0% MOO\MTE$^*#\@-_"T;;!%Y[X)>^?<]30-^D7W;'N",F)&;GRZ$(P9RKZWU:CXM9(2KQ781<>&6E%=!96]T&.M"&K0ZG[5&$.SH)"4DT(EV\I07\[2UU)/P23JH MKY+\SAV_QDTCNS\FY5\3W(E[H;JL$8X\]$:>?^^(\RV:#OH7=TSO.4=;,_F> M"?SQ%+H[\.>B&/C0]0._:)/=\]7N-D&9K/I]%+[4-\>R([(>3:8_U6=2"0(M0+)/5JZL)(9)U78.7X";Q7[J@V27WVON_2M+4C30=NW!L9:U4A;]+=#7KWI5 MB"',,V6]R16LB8O>$DG)M8:L2TE0VBB=W&4M3P]E?L-;C2[2XIGI2,%XVN?I MM^.AOA>2(@.INT#JYSTRLMO$N:\ASYZ'.N <]SQ-8_\M2ZNN&4T$DOP$4-8R=9N:LQM)&L%)\,JQD^\!MAK4">8/@XC$I3A AO& M]@ OHQ36ZSM!L,T!P]+[Q>P? #[STPTR#WCWT* H#4:6EKDVNG-#W#B!FP7YM(P(^Y5;N5()/N?;E1:8(^.F39/?MDQ_PXR>@_/H)TL,D?0<3=X]A$]U(.2;< M&I23UUIV%/ NW= 5W2$ MJRI,E[2[F^S:;G7[3OU$:P@,G3^YY& MN=YV5T X9#C@&W71YXC::PM^;/O:I_XG9P.(QR9IQ733X=B28!4EQ6+Z;1>A M5&CTP_3MI\P0!(6.@\T?1I2]MY+)&W]T,CL?M)%/=J *TYX,?&K2#B9989I\ MAG*$]'&BZ$/;N-/&^PRI^YOLB)*_N\I:+@PVO\C8SEL$:40..9IAFNE'O\M)=%.QZC5]86#YP!53^RH3@)6>^B2V6['*+JF&YALC%E[?V;JN3Y)LI:P>)2Z]9-PX/* M2;IZ"38T\N**(D[ZU?D)$OZ+6F?M2RF*^B9YA?IO^._0[S%@]OR)3X[LEUBM M@(LXW7W3LY."(@M$!K6Z@*P7$1X0$ ^@;6H!1!RM^FN[59>53_+:)_7]]6_C,,-@&CK]<55!/K@OMN]XV_L(4R\-15[,)H/O'+I3T :P\=H?N]-5LK)(E@4!LBWT4VZ1/7RP:8MS93-*3K;(-!,@&>^9>P@_M00*K)?+_"9Q6N,6_K3G%? [PSQODPP#Q!S((VQ_K&/IQ MC^G&[1 #/!=V7?:Y6+E_!A]9[+[#9=A\'8/B8HP#K)TC.E=9753"Q613 /VP MZK>3=O\O^$V_0Q09,<"MXS&=R.S'RL$&&RM6U7T\B5$_'Z(> \+.:-=S=G/* M-M;X4\RWX"U]"),TSI#%"*OW]H.ZL#_&*IT1OM0/SINR#9+9+PPP.Q@"$<$Q@Z&"#XT6HZ$WC)WAX!7 8O5HO5"F*9A]YW)\Q6 MT"!PVO7+Q^."PBLLQ>W3P,]L=LZ7WBD!$;3BNDF% 4S!{(MC#_6AAMB\SC7 M9+&J_8YSXME1@VYR$J*/X][AEY O!-?[@"D*[SP1;>EV 5_/YN!QUR*Q%K=8*\+P)?D@5-ZP ME2Q'WNZ&REV"X4YW'BY>N5>EEBIM *,8/XFEMK[]E61% MHHJD,*!P9X;KKVE>=(N:VE0?8_5N7/90G1\"-]TE-:SB]_=1//<\O_C>&R=Y M+R($-1G4U^F>PJ@?^^ MGC_.GV[N)B__N+M[_3^:'N'^'$+?O!,LHR1G&'.-D*S+V&JG\)N(9*

*MS<9#3;U^F4VGWY2T31X&FHL5*AKM#D)1^B3"A3FW,3!$[IPR,')GDA6/-;S-M2#CN)=K0_R\%)[VAB+F5,;UD=SPM+NQ!H'Q?,D 2DN=4?W0]22V-I-M32\#+-4;R9+X)?+:!#Z#2SBUP:P,M."X[(1B/(>/OO/F\'7]'J%7OVW¥[L\,_M92LEMU[6XKKI0+A=]P(LJ3-7.6S7\;-+0U,5]'"*3K T&&9C;;2]A#.0V4K% T97?FDA*%$#AXIH0W-!-+Z M1$K(Y=V*2 G#^FA.6"9'2M1\17#]NHASR%[N-JKNLJ*[T7 EM14!F4^B1XT+ MJP5]0 UZS_M5\@X85Q6,)&03!AM,N[7C^'Q2]"XFE[!4#)\E7 MHA7YBRR%\ZC0\\,UJP)J1>R5 0VDI#/\HQXBJODJV1<&TGUFYZW31"^O\]>[M[W=/KY/%_62QO'N>OSXLGEYT]985UP/N !"O?NQXRC"?V-5L.ITJO+X1:V=6 M-U@)P+1U=T\WF#K:.#CA<(.9SZ*H&TP=DZRD<+G!#"5R<#>8-C032.OC!I/+ MNPUNL*]G^IPJ8>FC.6&9[.[%81P8AO,0V_N;?S01S,/-",^^_D!P@0WC:*4 MTI9\,H]M 8C@-#Z"N%SJA.MB6OH8);AFW_&D-=2S8C,^L/@)I%2B&\]80S$= ME?&!87\ E. (>',XC7#6H,KUTW+97#N)[V+(YZK#&G'T1VU!UDJ,$6[]((_M976(2/M%ER\^Z$;Y \A+68ZI># RKT[9,+\O;)S3_F3[_>O4P>GN#O M%S? _]Q+]N[Y{^]3&[O[A]N'DQ(UL9\IH^QC%D,+^E^G4.[GJH.0Z1PP;K]4 M<+3S]XI06ECB)M!\1"'\,2'0WCC?/BI$Q#Y)Y:Q40O\@"T(? CL\14N4 M1/?#-FJ! ZGQ%]\VKGLS8*@!VH=A?H#AJ.HQ.]+`,\5CS:[?$JCN)0 MR#,K93UB."1/[*0/X(/'8AE'+QL<[5JQBF ?!!Y=M0 P]W[E!RV?P(_\+YRW0#;+ M6B,.<;2VC RXZ^$$=7)0N&DZ='N4)AY[24)A@6M!Y${/]#Z#>:>CLB"F1MH4 MT6"B&:%)"J4I9@AWH6?+!-%@YGGP20JFZ:1?@W ;P?1^%ZUT?ERQ-0:F^SOR M6)M+V);47%LZ2*Q-"4>[.(MA]U;4DBODLBKK7U3')2@J7>]U0(@?? M)-.&9@)I?;;)Y/)NQ5%GP_IH3EAE;Z"-[#Q#-YI=Z"$%,JMRG&CABV+U#51%HNSKH;D MMCQ35D,:=:]X3CA60^:S*+H:FBD[%\)*"M=J.*;I(1#5]R%M:":0UFSVNOM;PGP'L)=VINY"V?++)<.\U>D MK43(;'=N-(SF]S!"O.AHECF8\"PX\0I/PG +2C^^Q"V;Q/":)2EJ&Z: M&TT:;54*F\OXX];L#;WWG$LWO0W6Q_4TB?&9_A!X]'\HKN+3"5"#1BO>V'?A M:A7]81YZS5_4GBR\^^T&Z089RDQV]]/-0Y">X3SY;K4"V%%ZW(_03=O"ZP@-_MS&9\&M>-AQ"SB=U8JT@J;-5? 6C'!,EI.V$_E\%B:%WG270LDFROYXH29CWK:=G\'\GOTSVKT(_[-\V MB5:3^OLF3NA-JC=.&C!]E>&6-6IJ-U'O!(OS1TBJTI!M M\F^P#5TIZ4FD;=B/]VP/IH3ELG[Z=B)"DKRGBQ6]NS;71%4.N M&V4A\E4N86'7!\DKG+M?P_]-T8M@[Y36^&1-=06W_A6&FJ#8M!EYDNVV3CQ M=K%Z\=>AO_)=!X[?+>)WP+SO+W +-^#%I>U-TWVKYI4[])U7=FV"F.Q2'K0 ML!7@U4R5+XEN;=9E78G!M'EDSV6=.N8X..%8UIG/HNBR3AV3K*1P+>L,)7+P M99TV-!-(Z[.LD\N[%2QM_<12I[T>])>#/#%9T]XF"N3AWGBZ[=IZJ&B=%E=JNC Z@X]9$V,?, M6@U=G2ES?]$LS;@.JA"8-O'JMPY2R!L')^SK(M8%%P'*622E12>=9"I1 Z] M#M*'9@)I/=9!DGFW81UD6A_-"4Z/0N48XIG*6J,'<;067'!=Y"=]=7ZRS0AP MCULC!BZ DF[5C<,W#EQ" (<_E/PPOY.*30244M9@0244N=VY_Z,V!8ZC M$/]3!;6^D$TEO-58(QLIP"7=MZWCKLRNBP7)+4@=/:^#8G+GLEPH!/ER\?9*_M? O+W\@-.6S4:;=58I[4EF\Q;AY>6 Y_JW9>AJ-\[HV"G%^2WN83>0PB_M$_;]E7W:Q),O1?41]QNHRK+U#'9^;G MRZAPF#:= {[FZ5L<>!R<1.IJMIZOL/5\'TS^'DS2@V GER,>DRD8W=__,_,3/S=UV MT5&>UH5)^2RU%8X1L 72.'<1G#2">:9#@!ZFKHYFRI[B_ M&!5X=R%<_.:/HHNZ]?MRC37-H<&'L "¸!-WY)GD7)DP0!,6!#!O /ZR((;M+H M?!, ZCDMI#"^S(T'Y]T? 3KC%1A%T/*4[QP2BFBRS8M.37I&0@9O 29+%*G>- MD^;]N.=UH7Z4F3^7$8;:0AAO,ZF&DCCS;S^HG2JXF.O8/V)#:'RW4.R3Y6CG MQ/E^^T'=*&>D#+=72(6FZQ1?C.UK5K:O[66;!$VSP) $N/^UCC[_VP-^033\ MQYY.?^,,_'\':"?+YS[9C6.]X0C=&AQC(66%KE1F'SG6!IG. (/ORS+BRS,M'D MCHI$]0",V9A%=-%#F/XQH1L(2E-G/HU]"CG,=0+2(ADW)J;'[GZG@8SOW_*4. ^X M6)7 BH,&X=U/]]T)U^ ^BN\ <|SW_]4-X$X7P Q+XY5W3?[&:+-.);$NHSG=. M44V!]0_"*X1KA7PH>VNMR\?:">K-0I%]"TF^+Z7:0?$VP,W0N429,NJN M]N@5Q6&6H7*PC[:T7E;?*;*Z9BMLF9XD@"]5\TVS+@GIWH=?EI,!)_SS+(TV M\ ?7"8+MC1.Z(#>//3N?J+FDQG)._"*3&WS'T[L=?9'? >NT3#S#V:34U)71 MA^F7_@7#\N[R>XMI]/RLC]71]/R5V?H9D\UR6E'-M/2V_ZK+#N' T5-79^<0K^+K?Z21QAP]M8.M50S'8- %3*EEF98(M>DH;XG#1 M4_'6^0[B-4!..D+D5/LQG?BB6O\P:HH1CJZD20UY,XX\#DBJ=Z?T/$MDZR J M9@23\]PA(.D:DA2"X2.L(? &!#J+I+U^48D0Z4,U*&"W*A0E,?TS)4]-Q!YT@8 M$-@KT$T=0XX0/:TB*=Q!R9!1!T@<,MH/ZJ:0GBR293'\&"(S.9G_ 1[*3Y# M @DA$5G[,9TY95\3L)3/?KC=F! G$*D# QV/VD'B1S85*_K<,UPM_-1%R2A M/1*>;.^*^T"I.C*-A\B)4'4FH7[Y8'<@?2IQW?_!(R;P2&?B8 !@P:AZ5C;4*IU_67YL?3^O&20%!"M?>-->P M,J_!6V5T$PHOF%3PW=FB)SD%T"C5M,$EM,&%A=S3(:L^^#=$=O]^US[HH(9! S8X3*!= M3J-^PNA_]8,6XN @D(E^_DQ=(IV57_N<0*?$$ZJC4TT<%]8(YALQ?IP7#_3[MK+ E':,T)WA^=2L)92<'3:/%* K39_G48T,_76POAT[;3URE]G:S??RQ:2#DO+ M3T@VWT19F'Y6.T\FBD;U4]28.D]@X!]OXOX"<>L3ML/,T\&:GQ>N^AX">RJ^ M^N[7:%DZ,?(C_E6:H\[P+%HA&RD7 ZVIB_?>\>/RXPMO%W3-._Q0FF D/6A'P!H,S>-)*(A$(5AQE%:@:]-_MN$XC*F&]G"SM66\C\&ZO"4OK_5Z4U=UG">'GL>RIP6F&2/8ECS9(%<]]RZ9 MO.KD[H! F5\ R-:M3M$M7(TGQ+;,O)KDIZONBN4U*WY9O(@Y."8QA;B8);,N8%TE"ND_R+:Y> M]_L,Q>A84]SOM+ZKH[D Z1WZ=.F)/76Q*#\7,;@?'#-$W;1#\-R=Q\7 MEV'Y'ZOH[-,Q&);W0-&UA"I(YS)[K*]S&J4-IZ^;?^ X%E]64>1]WU]/Z*%8 M)-&'HX2;^$V\H8=W.#952#*W1/D"0'R;]T73OL"4;?$LW/PNT'30QZ.%%GH_ MO[]6K/!R<3E)&$;%9_=N:U:L\ HQ9%$L"Z^F$'<>D+A8E!)PE!&&.E78\ ,# M%P' 9+"4_;TWXG;@!P8O%%4RI>7@U7RP,T'O]W.$ M Y,8>"FXG!M40N"S3[CDQ@$XE @4(I^G/, ,I.8Z'05G<(4%O2H6Z1> !)^ M-S& 20P&AAWD?5G8Z#R!G9O$!(N2PJ71@$<=#D;V"0&#\T"TL9$:.^'#FK21 MF<0$FN:-8F%I5R>D=,:EN*OX*>TZ2Z4JR/O#L4E%B\ZE>O("W 2R1CO=5ZG ME+KZEH:R?3]]TJZE4R9?>)U(\@,['BOEM1%("$IQ_ M%/I1Q6^I(&%_5^"DXV/2 +S.]^CNB@W]AIS-+4PK#Q*81BP& :FC#5_]M(_U_07]*>'7Y2=?V*2Q7W2X[?*ZHP6F$)< M1,.5-PW$SJO;] (4TVU":P5O3E6KW!AF-_5>?%/9?G0PO?=)=^V1W\8]M6+8_M+]JM6-'9*CH_/8)M6 PHN](+BC9+0!G8IUAZK9T;A@!%8JG- $H%05,F4EH, M[M&U6>+E6<#2Y&Y3!^]'F^7A]^A\%46^OY*;GPQ40N#SYBLW;988Q*% H!3] M I@^WQA8;K-$2;R ND7J!2"Q%MK=MEDB8-A!WI>%C6ZKE?LV2SC"94GATNA3 MSH9NLT1#LU2VUL:'-6EC:[,,,\T;Q<)2LX+]KI9[^M? JM*QOHZKS;S^2)T/\/#YIMWG5XI:-0GKM(0;=[BDQ$VB5I?.Z)"^$ M?J8.1=!/ <%64ES32VW4Y]!]^)!FA82_NTBQ]R"FR;$N_DOS753JX3(AZ?*\P M.7C$>M?2/;-V,;_7? Y:IU[/+>5BCW_=X5!=YLNOSH)FKVL/F%.X5SSWJ:OYG M>AL,TR:DQ;#E$G^/'MT#O_D3GW/3/4#EV!>_]%.@;%1"492)Z1X"A1BR*):% M #*^ZC_GSH-?^Q>>@)EG 2V3NU9UB-"/Z:B+_?#LNYP'5$+P4>Q'._6H$*A= M[(=/^]B*_2B)EYH:U$%BK1NY+?8C8-A!WI>%?83%? CC"94E1*O9CS=G0Q7XT M-$ME:VU\6),VMF)_\PK&+\&E>:-8H"WV,ZN%RWC;[!*L"/V<[0OJOA=//Q]^ M= <7"82WZZX;^FU;TX+='DK>DSNX#L# N-E5I,3]90'-6%__7&7;OAN<]0LR_M/-Y_84@"M+16X"Z'4.A)VZTRD7:OY#ENE<\/C'H[^"T]63AK ^J!=.V[!;Z:__5!+_P04_" M/BY:/@ZJ?A8$_P#@ M& &%D9VTM,C R-# Y,S!X97@R,V0R+FAT;>U7;6_;-A#^*[<475K,>G7<M&))K('&_O MGB,Y^L%QIJ(@(J49_+RZ>@N93)N2"@VIHD2C=,-T 2M9543 %56*<0[GBF4Y M!0A\]Y4;A$/7=YSQ"&U-ND%21!!XP8D7^N$ @C#JGT;] &ZNX,7M:O+2:!>Z MY/BD)!N/2JH)I 51-=6OCVY7E\[P:#S23',Z'GF[=ZN;R&P['F7L'FJ]Y?3U M44E4SH2C917U_4K'.-+# /BLYIR2E242%W$3R?XU,AJ-VXMA7;6I&1\&QVO6$EK MF-,-+&1)Q'&OE>"[IHJMCV.K7;/?*9I&>)H^:(=PEJ-QXVO_YV-H&SR>3Z=KZ: MS=_Y6QQ]>70_=;4FJVW?P'O'86"*IIL(96B-KS2$G1!H:DI,&&;-TK6%4UU M4ULE3/=&8RH"@8HH#7*-6JR&!05+C3PK]^Q=2E7"T@F.NFP4*%I) M')Q9.EX1E180#GN ?#SIP8M-P5# 1,J:#,$CM>E#Q8D@6JJMF9;DBE0%6LF) M,KR L\7[,UBFC&*IJ.$L_="P-L5A(E7EPNS7'Y\-P^_T1FL)XTQOC6>(!Z$T M% B*(9? &$LI2JL3+'K3D0%&'8B\P+F @":_ETS J MNL;PHE]&8-;]DF$<&IRU]2(EE774+$[HQ].'BBI=VZ\@_G,"N#9/;?72).%T ME[")5&C108IP4M4TVC7V<_,5)ES1L94(P,">URLRUUI-%R)V@+G94M3L"2P>DL&6[*=T*_JG.^WQ$S%+"_]9@P=2R[R< M#-V3D^= [#-I-'G7UX=\A[9[]H[%7>_ .M[6F7);X^NE#\DT'YA]C^QZN MKQ$N,^R]5'<]V+6^1^3K1N07(A]".WC0M_OSKOG%>_>(PXYN.\? C9,SQ9.)TW_[!IM[>50YV]0/1X\6H M(CEU$KRAW3EDC?MT1.XER[K(#X=NB-G.'31:F6_O4NV%R[/WM3\ 4$L#!!0 M ("T^+EKPE-*N9@0 -8/ 8 861G;2TR,#(T,#DS,'AE>#(S9#,N M:'1MY5=M3^,X$/XK9K"J>11C "NTSWJNMZ@ZUC6>$2R)LTBD?O@VNZA[3E> M'US/[QW[/1>N+N##[6+RJ^9.5),2$UDT'F6H&(0)DR6JCWNWBW-KL#<>*,Y2 M'(_L]EWS!B+:.C$<17T&I-BE^W,N8C'EN*5'X/:=00UIIT_03GGMKS2.5^*[C MO!L6+(IX'ELI+I7?[PX&CR3)X^2!)DJN.-DB,66*KU#+WI(:ILBD'PB5#)]N M\-S*HEVW%+FREBSCZ<8_6/_2YCC&JY%QO*#3DVA=XF2+P^&AKOD?R"))O,4 MWBN+I3PFX5K786V_3W.@_ZY7#_2.P)SS@"KQ> MMS>R *P>_6-0XHLE#^DC6E M!WU>3S_-;A;3Z^D97-V>?IU-X&0RN;R=+V;S3W ^N[YX/6-_KTK%EYN_L?8. M(4&)P09"D9>="9G!CN9I=5!(D%H(61R993PI*:G_'':1L/>P WH=(_M*BZ%A+E0"!ZP/*J'[G$'6*FEKA,>)D:V%@*DP5RL, M0@MN!]_OND3.LQ=6< M/_3*B(HJ8Q,LR)A)2TA;2Z8HHC0MK!8LB(AU6(F=2K"2<1B+JCH1#QD:0=F M>=@=:;B?==2)Y"PEMWS&= (6*5F@7L,RT&C_MC=_O#SSW>#BR];HQ:1+PE*N-_MMH:0)5 KU,8QB(7>GF@ARKP#=0X3I0%3NT&DO 9OR7.JGK0U*=6 ;NQZ3GF# M':WS1,YPT\!Y0-$&@&,^)W00(4UL1TOT/ M YFEI7@:QA*7%-X$HR;HN#OG%(<5&5L,'[+"Q.O/>M5S6JJ.[PN4JOQI@6XK M\/LTK$$V'4:Q(,5VFT!(LLNBNI6RHD2_'6P#>T1H)779TAU#^Y+@:H"MVQ&K ME&@)=3,RE)V6I4'?;5B:LM5_JL!XCJJH*;BZF4KZ1ZVN*P))QV7C8.J=S>H^_M+7YT<[N)WQ3G?R&R:!N[M.&.3AU5=I/1Z[=3*=;4AE<3 [RMHC=CR?=AN-VS M5KSD=0GR$QY%F#?!Y_3:X'LTV#;^>SL^?#G+_W<&OYRK7P;_-QE_=PG7-Y9- MQ\C\@G2SV+Q@3&UCTHIJZGJ_Z]4\;P2I+RROF-R VS-GCOZKH&2;3ME>S%[& ML+!.OQ_-J-,_4P>W!BP\%LL!1U2K(57;6_;-A#^* [<471+,LB0[;CS)-= X3NNB<8+$0;&/ ME'26V%"B0%%QW%^_(R4G=EIT&Y8."&; DGBZ5]X]I^/H%\>9%ADK8DS@P^+\ M$R0RKG,L- ,0*F2;JBNL,%K(L60'G]\07 DX43U($\+WNFZ[?&W8]QQF/2->D M%9)% +[K'[D]KS< OQ?TCX.^#Y?G<'"SF!P: [DSG@J[(DQ$H1\T@SIBJ4+_= MNUF<.<.]\4AS+7 \2R7H\2O@=5'HM\.U>SE3*"T?+,NA[I0Y)TJ77 M3WCNG15/=!;XGQ_0Z-[2 M&@MD*HBDSL*G!KXG66[DEK+0SI+E7*R#_07/L8(YKN!*YJS8[S04NE>H^'(_MM-P5_X]DFL+3>*\=)GA*RHVO81-_0._/U>\V L1CL6&QT^O;++%=I0(RD2 MXIW>9SSB&GK][M'(C6@/RY_@<4R5A>ION1Q+(57PRO,&Q}$P_:L)A?SZ^E\ M 1=G,)N?3B^G=*'EU?3] [']HQO9>PN7-R:?9!-Y-)A*EF5&-NZLDP$AEI3H0*# MDW-:4)AOZ3N3*H=KQS?LLE:@L)0DC%BP?JP+A-Z@-M P36HPX9V0^%G5"L1/N\,X4K&!:JK6QRE+%RHR4I$P9T,"[++PP^4!IB MV8%9$7=_?37L^<-P(@,J31R1(M1%8<=:'!"I-;A)2^H M*7$F*"EM+)5Q_]DEHXW(IQAC']&"OF_#Z)/7"2RELLI*RI2DI9+Y(Z?_>\MY M0)%B:?;MT%C_1E4'V@VQ"=",%[1G-CE,;V6G"Y1-)BKY-) <*EY1CLF$(9O// M."6C+A)LO(N9-0YFTWI>.+TG=W5E5W[X;15T;;':]J=9)'!3M9%4I-$AV A6 M5AAL'K8+] U57=:@QC0L$PXYVA9HTPU9K>6&T/1"2]GIF*9X=_NEH6RUOSVP M"" 06[R;7]HGVQ\O:,(>O MSJ]SNOUVHN2JZ,#EQ&Z\JY,7$\G(\.]8VFZ9=[SB#3R#C"<)%B1AJL[KAR/7 M<(\? W9M_EY.#I\O\O]=P,^7ZN?9OQ=9?T;3'U+==F#S]*

*(P5]2)WY",K;D;C M@]^W7]7!RT;8/P:4:[_5FY/)\WC\[]VSSC373#T,$BR^396D <5YF,'-+]PZ M[NR^:$<*FFM#0=.1TZZ]G<&B.5+M3!8[(2S6\E2="(Z2-XZ;$G30\#N)$_: M2A@.N[VCUV$[[#0TSX*B.1>Z]ECY)U!+ P04 " M/BY:#Q@4:V,/ #Z M4@ %P &%D9VTM,C R-# Y,S!X97@U9#$N:'1M[5Q[5]NX$O\]NG2["";;!_5&K79\!+1.[4.AZ!)WUVWO-AO- #G&;W=9^M^62 MRPNR_?O-Z0Z.'L7C /YFU#\^&K.8$F]$I6+QFZW?;]['7#K:.CV(>!^SX:#?] MUXSMA_[T^,CGMT3%TX"]V1I3.>2B%H=1M]6(XAX\N0NW2V/N:A/NQZ.NVVB\ M[D74][D8U@(VB+N=^L'!]+DPU%V+50\YK 6R0(:\UN&M'-4O8!1V>V'\:A7 MGF#>DU'ZW" 4<6U QSR8=G^YX6.FR$PNKM& #X$X\MHSZ^_"/8(;M/\!V?L%V:<,+VV?ACX4PZ M=? =HMP\RB\S:-.DW6R@:U 'M!RRET@^ESV3-"X. 1HIUT__D6=R#F4=F(I2) M!W< 346)(W=%>>.5G/AP8@D_? CKS+9,Q]VA@%S[FOA\P^T3[L-[.?YT30T]['MFZ(A]C4M&4X4H/C-5G-K 5U091R.+=T.@+NYC.ZCZQ,FN6)@3==CM,'S\TNM MI*>8MG-X2,[9'2PV#@4YN64B84=]>8ST_PSE5X=_!.LO]%LUO;W.HTGX^O? M+FFZ3=)NJ33;CS=O.,1'2G,_81KE@ !A0BH> ^%8SZH!O:LM9)F5%-"\TDHV MLY0"YT=X,V..*_ W 8^GW1&8+Q,PX.=7!\U&]W>TBP,/-RC1(AM\/"1*>F^V MJ#_0:H1,$A? NX_CG;\D*N:#Z1)F/C,RHK>, M4 _38*J(%R9"L8#$(5D*#;(]V/VZ2\G)%ZKO>*&YON,02MZ"[YA0R8":C$)) MT:&0[7C$"%I2L]%;FNF=AF-(>Z:8Y>GA;@^(<@'$A&">]J63?*072191.P%* M= "6*X:D/]5W+:79\&OF)0"Z5/[O[B")%T,]<,R56I=-^TR>4Q(.0 "2#;F* M+5\JAAI#URCPR_M0CLEUS:T^SU6>UG5*JS"G\=6P:M :DBU,#PQM\QV21'BW MU78..H?. >1+"NH7D$-E/D[/2- !@,)I*+1OQUS[8PAF>ZUIE>4 \7^LUP]1 MR"$_082!Z$5 7^26!@DHCTG#A8.C\PI;2PE:+#!%87K03*)K@22"^TC.TTPK M*Y)X%"JX!JN@ "VW]9HH)G@(#"%$P!:\W!H%K#&5U%])&*_BJ2@=(Q?]G.$+ MJ$>)!/X $O&(QAD;:@9/& #8!!;1$!(JU+A#?%VKOF=]F0\-;0?ACG"F((IA M08YX-27.@2M0A51$T#'0@7&2<>&81W$P@'DH-%#UO41];2.*F,+MG8V!:_> M5Y[DD4;B2;J4@J9P^H(44-J;6;]3\F'&12WV4-7, ($^QZ*20B4LF/19AYD3. M^0!$X7$F/-#H!54QR/,]B-4AYY R59IN1JXT%3FE4P@'Y$P%,*TB[(Z-HU@# M=TT;0AFF+9+W7%#AH2LQ=KU*?49[X9 A8F9^=@TL.&1-@"V@H^Z!:IMG;L]U M&PXXG]3G@?WG'<Z[MGX\8K@_;':N;IS& (^4U"M3+&=9GTVZ:N. M;#UJ!$R"%K3QPIQK^BO+2LY9;3+_6RLKNT%T MC5#\"@4"LS4;E/4(6,%1F54D)N6::+$&'LXNW\T7:&7)&! (5_%6?O1/&1,G$ MY93.XL>)]U?"37$.0V1$SO[(A0%>#@-9*E4IJ%W]>5)45RZ,Y9.(4*,H2R6T M6C.,:;#]M3MMQ9WZVLJBOP404)%^+G2G6(\#D3!QI.5(4P\.CH66EP$/9D_^: M*' \2J&0^V"(1(ULT[.%%J%957N7P% M9$@U0A9/^3S[AX3?&:68S847)#ZW#G. 311@TJY!^Q,^ &\) ^C(C M_5M90M&"=QC.:$ZMFL)H?EQ'-6E^',DR$CQOHH>R^:N@_O=PI M@N(-N_4Q#TFW'VROSQNJ!^D9U!YRE;@^7>W?]QXSH M3 7+NKW\S42O2\EJV/<$%7U3 (O@^8%Y/HME#YB\.&V%H+@@FBW+ NYC=XX0 MOH?PMXRMNL[H#-<2*ZM#MT%#%-7O7"L8(I*P-]E=" U"2Q((-#^B0 MGYKM.F@OVX/3]1LZ^V8#A$LUZGR(KMHM8>,- ;K4*M_!9'OJ.:;;?[0 H-N$M M/AE;6LM#9%D93E4G-S!5+D$+N(I-GQ@;N$C.!3>G6=;5+_B76QXF"HS/;)TR MJ0^%%KL3\-1^3U79V^4"YM7%-%21Z9E42RO=9\850JQAXSYH((U79/MC6">M M5JO6A-F;G>=KP=^..*@P@I4 HP&+ <>L*KO09*G^02,'5R(B4>AZD7'@D=[9. M"7B#VMQX0E#/&:R3[#7<[?[.=D?O#5^Q81+85GWMQ\1D%*4M^A,O? K;UIP*QDBKIA@P%X3:#N[U2I6]D.F5\$P[V:I; TBFT/=],;/ M8+9'A8?FTN5FR)G-5,D5.@QU/X!^<],U%Z3N-;\7]EZK^{2%C)="{)>R*#"N M& ?[=0{0EHNAD$UD(IB[U5!:L0;3W.W$-3+-I9RNSH)76PT>F. MJ<_RG)H"E0\U!A2B>V+=LX_L^D0P#Y""%H^;(:1/% <0}3&BTZ9HHIB CB/$B MX*O/@G#R;+'EF7T:9TL,.MDRH0!/;&5.ADPD8!C:-/"P&>2F6)W3 M. (%TJ:>'!&P(%:U'(^HA8&&4O@W7(KTK8(?1!/X6,4\'(:F9]B#E'O,X-CE\ MHJ6>Q>J(*:Q)\&H:D-XL 6$G33Z(@CR- -4F_<88@USH'JUN688A:BJ0ZH M9TTCEK"(01*DXC#9!R1T"B:T>-%PLH<$YII)9H>/->MG3V%$"(4+P"U"S.G, M /? -80$Z@T-.;X&D;T%@*TTV#!&=&GC:TZEG6P>Z<'IVCB]C+G5H666(=[', M,1I$GIW\ O3P@ , +2[LZ8&T8@9CPSK(RB"U22Q!S?% <\VZ1Z2^^V6IL 5J" MP/8+L]\5VISYO?RZ@^T+'BQ^XV?^>Q%:6'$8]28C'K,:SL"Z(IQ(&O46T]QD MND]F/25AA^0JJQYDN U)P= MV? EI86FW>6%_="U8@@>#<)[MWP-MC49,@^;N !(ITMM#'-T9T6ZY?Q1)_&.+F<-YZ"8:XK+W[0)OR68"U MV^+>5]$,5A2Q/S#\'!!IOP0,%]K@CQH(/MG\>!6@=45N!V\6NC].0OQ?GH3X MX;&J.H3.2_!8"]X#V%C K? PB197(O%9K]T>8WB2FL+=3"51[SX7ZRAS>E'=D M\B^%50:^LXE4L[RW\/W%Y[6Z?!\2F?7@N#)]N]EYDM^88%*_NS3;#3VGDU06 M>@,6?\G>\]3G.+"+J]NA[X[Q$H?:D@G,6U]"\>DT(W/_&NWH (GBHX/Z6 MN(H@!L-5$4SMIAN'RADWX9ZU[0M+ 83A6P]L=M;&OANO171_)G>M-B0O3Q$^W_FQ7?O;JG3[EA&SB M5FNJSB5NW4"5JK?1[.RY2H][.#;I5_;]TKV,S 63C3,-OUD$M@>D,P. M0^0W#]*3(1$,QTDPU+WJV?'+>OH%K,U]]"J?BH*O"HN9J+ZRYG>QTJ]S>4">_MR56? R=+!:?;TTWW[AZ0_^_6FGN$/(CJ/)3KM*2!;.>M\Q^C[6<;/K]RJ1N]E M\KZK=LG5NW=OR?7%VN[MYM.1N_K+D_\#4$L#!!0 ("T^+EH9\P78VPT ';, 8 861G;2TR M,#(T,#DS,'AE>&9E97,N:'1M[5U[;]LX$O\]/.]V-P%D1Y+?3AJ@S29H#]MN MT&3O<'_2$FWS2HDJ1<7Q??H;4I(M.2_9S<,/%FALBQ0YC]\,.>1(//E'O7X> M3G#H$1]]NO{R)_*YEP0DE,@3!$NX.J5R@JYY%.$0? 2%"4,;01T'],4'(L1N= MAN/V&G;]?GH";9UE-_%P@)PCIW7DVFX;.>Z@V1VT7'3Y!1W\?7UVJ&I/9,#@ M+\'^Z4E)$;>! (N8R/>UOZ\OZKW:Z8FDDI'3DZ/\,ZT[Y/[L],2G-RB6,T;> MUP(LQC2L2QX-FG8DC^'.(RA>JG-;GU)?3@:.;;\[CK#OTW!<9V0D!^U&K[>X M).AX,K_&8RHI\"((PY+>$-5VH56/$2P&0RXGQ\L=W'=GE-\WXJ&LCW! V6SP M^S4-2(R^DBGZQ@,<_FZE5^_S)H*.?C_6M6/Z/P)- WN2W,HZ9G0,C2M:CU/^ M!U"&U'_'3;^H'H>E'J=$\S;DS(?"\JL)'5*H;W=/CH8@L^@%*/0 24042'R* MJC/,O$2)C(>(C] %9: 4=$$(NL9#1N(-(O6]JKPN-0<77 3H>A:1PPT1P0Q)!Q0%1P/E&QC26 H,CP5&ZBHA' M1Q0<$PT1E3$Z U\#3;R6'%7,E-?4MV?-# [GPB:A[G#$\6VN?0 MYHCQZ6 "C9%P_KL^%3@:#&$X^EZ?@A">].7S7\UZCMS\3$Z/S/>?<<1N=[GZR MOK]*MQO]WKYR[KC[R7FWT6OM)^?&SO>/7<&/K^<6[OZ5)< MK[&W#LZ8^;YQWF_LC\J7]E+<+=E+>9YMU?)FM"HL-9M6A, (;&MA953.G?_]0YK1U*H7=FJR.IV8+,MXTS1 M3G2+H%?JHU!L_2OU]O"#Y8]"N\6/BS"E3<3*U(I,G4\$YD_#>G>'40_E@GP MVR].QSZ>[_6_E)">5Y5;(Z-TT[:BC-Y$"C^5G93FBLR0%LU0/)%S,HO(B^/, M&*,QQD<&'[6G;*Q1)T$R',<5#5?EQAK+-9; [9C)*M\=WU7!5YG$UFRTD+E>Z M@0MTAH6HZ!(NN)ABX5>K_"TQ/L'XA+<-1;Z8 M1:I5T#VV2(^S.,+A^YI;JR*O;J._PX'OI> 1CTG%H? (+OJ5!$E2K_-=H!-2& MXVJU+P7U"+HDHEKUOT,JC8LP+F(C7(33U-NHN^HC5K+Z#^.Q(&,L*P8"A M]?_ .31&;8QZ(XRZUVCOL$U7CM2_@2D;FS0VN1$VV=]V4#U#',U'JX328H4U M-O)%4&\O-O_.$*?V.@N;KPO\-"O!HB^SLM^%@O:- ;Q4>2#^C=1<(67I+?,K MGD5UI3<"=*,[;QY1_^M=W2$87HPD1Q\A_;4WZ:A=CN6@E=^.'V+IWWG/Q[M9Q4P=$]6Z"9B:'TRWPQ#V[\]?\:# *8-5Y)[WPV4WA!*6[]?W&IW#]Q#@Z&W M=$=;O[_8;%G]3M_J]?OHP#D\ <'<73]N']O"$&G]=76WJ>>,7 N[*3_]NL0$Y M#=L^:]JSV0^SR1{?W6*\+AS^&B[#V027840G$W"TQHCS@CNYJSZ>NL4&#'*T M;:? ==&PSYNR%X>A'3+<8L&VKV6XV^E7@>L\3IENZ)57IE<;W/T6J1%KU*=)- MVF38F(+7.CRR_2?VHR\YA(S-_V2O>RJ^Y#;B< WVQ^L!*5;[; LI1D_8(++ 9< MFS1LF04/L^"QGW&:688PV-HKMVS6!,R:@%D3,&L";^>>S9K QJ\)Z.372T%N M*$]B- LLR8,VZ@%D7,.L".P.N5XS63>B\@^&-"9T-MC9VTFU"Y[L,JY#/<8]- MY&PBY^TP8A,YF\AY^R)GM:,>$[.1;@)F$S#O%+A,P&R"FE>CT@3,!EL;%C^: M@-D$S"9@WF0C-@&S"9@W*6#^2J2.B/] (R,Z":D.GDR82-N!Z,2I-)&RBE5>C MTD3"!EL;%ACN721LLJYW)A0^DGC(R&EVS&[AE-ZUQ>0V['D\F2NY<$7I3?^$ M[_GIP@VG3X) [S@W.9A39>< 3@4(>3[-/U$F1D)H*H+AX7\OXA1@*"(!HJH;T MC>]K;KMAOYN'5D/L? 1\+GH1^7=\XR.54_E4X\O@N19KZ1@>H344_"'E(2AA M6E/O:THGM5RNSWUTM(/'3?]LHP[G\81P[.!#1D-27W(N/>]%/*K>U+1NMU& M\P'@KDMD^E,U!+(1 6;'Q=W1[%+M5)\CD<%>?WPCD2 QD!>C WJ(DDB];K?9 MLGKM]*URH'@H5^_6+K[Y$AV06X\E"MM(3LA#M4#G1+!97NN,A\JPT+^Q$%CW MB&/DDQ&(RT=#POCT\! =}K*0EW[.+N!@JF@KUP2=*7[T;7.\2&B<9PH.P*R MH4]UHZ?OB-6;O8$8.>$Q7(,F, V1TWR'@%/*!7QXB7KQLU?H((0.8H1#'P0Q MEX3CV!:@\R$&%0'03)0((0T"7]/ 5FJ4KU.[Q!ZEA:);6HDPQ1R^FDB-1] M6;SS&WWP],OCG7ZS;2&) X(5/,M%. 9X#+7,K0#MG(#$D,^98E^??Q(\ #$ MI+ 0J8RMK)?X'\H"-<'& #<*,@.0[\ ^QA[ZLZ42@!@PGR$1R,"-&A+*K#! M5>=@%5S"5;GL:0!EB!0&+0)FZ$13_$ M<%'G?2D@>#R(0+V9U\+STP74+U$\/&!$R#TPT^]U71%I0ZR.&LN<& 8_@<*ND>QXH#Y:12*$(_@D1Y .>*A'CDN M!8\CL)!DD>RC)E3E"8&>;!VG).G\#28@#$1?BD1W@)1L3A+@6Z@+1(=+ MZ_K%A?YTWKS ?#Y]DB+OM3##J56=NKM.HP,QW,-3RL+4L=_^AS9')=\SIO_MKD\%C@9#0? #W^A2$<,]4]QF82(YKXJ'8#J)7)XGIE.N[&_UX,1IZ2GU+G/8 M;#1;.\]A9[9ELY7"_/!LVGF7I;],6A'[V])]L.C:K M=/+3]2Q:ZY"W;%0S"OA9!9PQ',?55$7E>L?59^.ST=4]0IT?K59)!4OG:#U] MLG'^;/LK'(&>S5&,EN^1;':. {6K'V*YQBFVE6R"JW6@<.:N<&;)?.+K@(D!K M#YGI!-0(]C[!4I:?2OM(+8W\IRI]U8NGZ\YIC(+NE^KG$-P59L^DHW.]'@P1 M1"5_]L>=@XA7/%%RUZ.%DAK7.P5PU^?S)1&5MKA6EM2.SZ;++R=UK7Z_:77[MG36/W]KU66DY8<=QNY;M=BP'S*FS\OD7NS[S*LG]JNZL(Y]=']_+EM=LUEWU M8%![']5>^-V*Z(I$D>K?? +\Z4D(:N8SM/I/IG.L\@G(K=$>#1-"0#"ZB.UI>^C:9Z!I)!$N%- MPYZ(.GK!9*[0.QS OKVHTBX)POM MU:7LMIZ0\G(^74:2RA6QH,\Q@;H"'*&<;/&5E&*A0D/WX/%F#D?7:K9;EK.0 MU2(=ZL.W_WO 5QXEH0?7/T$X"H-9C#[_RP+ZS_ ,G 7Z'#.LT]" CR"26BU! MA,-9B9,K$%W,Q0(I-PMS:/=(8Z8N>&Q#JK2?$QI8SI"XB.+%6NVLFS%T.I$HY"E:\8*[+S M3$8&@V$X3J$# Z.L9U>RWN99226JR8\$,YT&1VX]0@ *&;(C("R]4>5@*4BX MMDJ1T\KU\2S6T 7;5D7-4I&ZEW+_.$O7O#T$X:WEUW/WD69*\2A- S0.M)4&; MO-\M2P*EU2L^=F&OJ, 74Z>P*/0(T#?,.IGS_GU6NXBT6D[-$+G1@Q MY/X,/B8R8*?_!U!+ P04 " M/BY:@%=O=L:G#@"93Z %&%D9VTM M,C R-# Y,S!X;ZONG]T01B:MOU'/31U]Q>@L!_U?Z"_\+^@*#;6]75 M*+_2<_^Y. ^,OY.$@?7OCW6'D;Z3R-PJCU3\0]!^,^ M:/Q]>V#WTI4_;T^V3=>Z/S--T[\V\]#>GXW",/;W[O \[\C=Z9O(/#@[Q>[. M1?Z>=#NBM@2."IEN%*NN]G!5?D\]OK_P\2.J?]\.O6-V?< M7O 2KY!.K?:W9H>7^]=!]H*#4W=",_C_"?;G/'WYC=]K?:B%K(", HA^ &&S!'BFIMI_M#Q[IY^B__W__2\$A_\/YVI__>?OFS/__?-P^:>GOW['JU<_Q'% MF0W^^Z>CAH,I0K'G_X/!?OQ_\M?Z.S]\<(YN1KZM9O^XG@MV)YB;?W9W ^\- MGZ;N W? 9WY"+U>"H:G=?- F'NY02T6*L% 05,$0)?]\3,F1\72 H=J,F[]> M1FW,2-G13;%-"\[926(DB2)*KKM443-SO0LB2LL)$9D[_M!>Z'/K+G#F(%0Z M<2L"VRX)R1" Q]5!OZ6X6/KG'Z[JY&]^JW3^$>(E"#NF.C?M_'ET$H8Y,8? MWNG3OAK&F933E=GD)([,N0T8=_<5>S#\^8>I__?/UOX;%7PD*@'D\ (J%SM*F M)E=PHHI2?_[IE]H[7X\?<_/2__G[@%;%)EW/BT'45S,U[\NG":?6D<8"F@4. M@Z+UWH)R^SVH'"+Y]>7R1.SD'[N)_G%-.Y> [,,E5QG/2XPH&[RA?.27EJ6BI5[=T.+!HI=4A MQ, V,,%X2GG:7]=/YJN7#G]S5!=$!<7VAW%&5+M1A>'W'M34=; M-*

O1T)\B'Y/D.T5(-0:1LN5WO#NFT<$JF1W B'4E&0&U1)WGD@=DN4W5O&8$<3VE:C2%B(ML:=9^QO?G;$C6W[Q[C!U>S&W-:E);K)LKIHJRYEUU6V>:=C3I@2,JN1),6 WD M<3KAO=9 V(Z"G"$84:O!"/X;7U{7EQ<4VI.H2QB9RGBC([I6!A1DU=3Z0G,T M*.W,NX2;9%97]DZYD<7:M=EL]FTR??T-!OJ"@#N1:X/$0[1O> IK\=$2'PRS MF=*@TY]-NI,HNOZ;+;JGTQ<3^CQ/*$W>G$?IW¥[L1-,MK66;RVR9GVV9C;H,4H0W'9HMU:$;B(1!<@("J>U@[?[.?\H=_M&HRHPO W.)KGA/F7R+X";7X9AJM$=IK5QB;,#*MO>U:'DWV&!7"5K]#K&1V MN(5U'U-+9^,< N28!.@MN>6L,:C3]1" M,X*BOD"X,RP)$%=I¥LOI&H^DWI 7DP]V ;M]3 3B1EV.AY6-:@]K^IOF\.OA/RJ MY+$0WM1&#%KGS349ANZPF4>XQ"[D)R] #NPQ.3 E$LF!L*ILF[C=\!*.J MG8!Z[FVJ41+NG85F"((D%XWLP%.X/_?1F=$0:+E_G-/]JL8D7P59I\M-&,$; MM;QN&(7"^H I$';'E=T+_G-_5RJ*0-P!:V"CDK?_7T3:UWQ &%&.E[CQH7>] MQ!*UA4UF,,Z9ZKBF-JO9.CV30G\7E5_07F=CQ<9M6:$6T2*<*%K/MS&D57<& M9V!%FT #B9?KKD4;K*A2 \0RU<$%6/$3A.).5;UTX[$9+V77FT<@7.]"4\[UMD_W3O-R,V>:>%O?/KJN1&>TY><^['CADG!,'5F6!F#S##C4¥Y;2,.2-+&?]D*

M#'TGYZI5G=O:F]7@K@%9B;SJBVWSN7,_G21.U1^]QFS6\7GW2K"-Q2@D?KQ M./1BGV%G4)HVP;0:LY?@QH^0HR^S8S%KC>**'52L7+'5'1?GJ:'ZE2"Y%(Z7 MN7&4=P"OO8X#IC,69FM3F6[A#C(4+N$=_'CA.(H=@WB!.'-X2L#H9LE2-#,>MSJJE4/[[) MCJW-9@[) K;V.8# MG9LT9:#UJ"FZ&?33XX4U^J#:B12Y#4I^AVWB++*V3BT&CA"Q+98P2ZYXTXIS9#_?%T7)$^(SPK=Y=9=RQ!!#"MKRMX(JYPXE116JU5> M;6;Z2"WE@SGOD] '&V4XA]>%"$9G>(/L3'"PE-,+TN>2^'FU%,>-)[']26#8L M8=,(:ZJ<*DW?^*4@>HU(LTIMABB32)/-L#[?55U&OE.DG:'%-;9$@SLL,ET1B#H;G7+M.$*

*MERA9H41%'B@-8%O9H.7TU$4ECL:7T&D_0BJ^L_)1@7UVU5GH-4;%ET.=|GM\ M.B^%]!#6Z&W.X4=!4Y1I MF#1X,.0PI?FP9N2-607_B1)72;3O;VUZ82/Q[?QM=T\4%K3GKD$8[Q[X>&'+ MA]?EO%A!P&Z1^?$*0]71$ FLO6[+HFFC_2:IZ/-X&OT8X+Y% UA$#!"+++.WMP-T,@V!09/J=O@+S%?I59]7>>NAQ(1R$)CDQ_-D&S3](J'#Q0C7 MX*Q=[WW368UTPBTJ_0IH/]:9BJJ&(T&3 V&T-10*'36'A9;?VN?I1PH)P^"Q M)ZMI7X3:NCCI2%^47VS>J0XZ3<&"]@@!:>%;OMN>@'ZG7.I3>W>Y/A+&W+K M/7\@FZL(U?2DDCMFGQYR8@LC(2!,F++0Y21H1M8FV8ZHBR\GZC>X29T74#^W*

*M:>Q\@:_TQG#TZ>5!T42EE[HRC!C6T%&%"R$+B]Y8'G2T(G[@2CQ+=2D83>:,_M.FH-E4W%PUO;>Z[D8O(/E;^GOH>:K=X6W"1-63:7E\4:(Z?P=PYW0ZF##@^S^5>?41!P.DT:%,0D+#[7Q MN+WP*07=O2H,P[N97342_\#[_I09#Y5P(I"\]FPL>CI#!=Z4QP;A$VU4V,)"(:97G2("^#CI77,[G9$-#V:" 'B"IT]Q>O[V M&NX>B'/CZCF@XT6'.B^8]0RM9TYGL*.XP\UB,76XW%/^%ZD2.%&IE$.93C^4MZ5E;Q2[!KAT7N'YVL+=]N<6L RG6A>F.+EZ?R33+\=RHSE)*W5J-).%);NM MV4M77KI?Q_)54VV?ZF-5TQ7<7-/F8,MON-QA7UA0FI9[6/K-.VW\7 L_\8=X ML5WK)JP PTFFZ"FSR*(R.F)50D"@5^EYRGS(Q^G313&RE#-_;O]37:_NNK&*

*M=!+G]OB\))?:I%>MZ,KVJCY7VO#VQJ?2 7/W\]3U=\FB@1D#P;VU2Q"WJ262Z M((IR]3 WW?V_&;6QWF.U&.UEFH*UNXW)]3L0EEMYBZ/T$?@QF>\.%1!R?N0Z^'""4G:6 N0!S;R"F>;.6T:#1,8- 3X!X1<#UFQF1QDF)+NC&GN'1'E^[5DH?2 MU[MAN#E$3W92_CR)SMT<"H7-+CT9.ICS"?(]21E]N0B&UBF"1 MG\G2*!K8<'M'J6I! ?2>3-93NAL@RP"5G8A";#T@LZY%'5#R'E+WPGDK''M"2E9"5?]5)?K33@9#'$"4EH;J_F2]OJ2*#++M)'9&_8X#0U&0.B(>SQD0-/CW/7((J]\!0NHC+WF(00*FTKFYNKQ2!3MJSIRR)P[']S!_NYWGUU"S0Y.[Z9'S2DNK.PS(GQ%JVB5AW:BC7[..)2DOR?]*

M(Y)+R]P\?WKVH6'>C(BEA%;FN"6B3=A,%^M&Y.T,_99PXQ@C[3!W8_+$Q_F M20]92W%7^LU?HYGK 5=[* &/1H:?=EQO8^$]"DVY:<=AQ&?Q?0/,R]\,E/0J"0<2RW(;O3 M@/$E(,2./LYZTT%QXZ='BR/VQ-XS[49L=B0?[E[TL#J#!18WB\8S"ZU')A[)

*M8WRY6W>$?'Q\\O?.KSM+JG-F5*WJ+&RD#%]M>U!_["^V_G<.%KT Z4Z2Z^1C M>+-MP@/;0D>P!#7)#9Q:9QUF^^FFI-.' 4TU@Q=IH*,6 SK2T[V_&3Q4IQY MKM!\VUT!/" @$P8UUX3I9:NFQ8,R-)?(*8Z:'81AH&Y]J QH"V\\]@S-7YBH MS'O$1(4J&,-NB$I'L^D.:QAE:/YA1Z1A>YDTAB38"A1BS1HPJZ(=X\W0_$KF MH7])+ZS;X^VL'0X=.*ALV/%V*3?3MS*_CX;W4J[^H?*

*6=T]XD<@(_"F6SL<(= M#=V&:S]7AA6$K)'8JW]-E8SS_1(73(_/&CF 50;?-N3NQK8L6WMY6N=7N: N MZ6';5C!@VE(&-R)\>_W[!.)'(--S__@F=>.[OLY$AC!JZ MNVWF[F>$W$RX/5R/5?.W56=B1@PP:RL/[3$=;+.+1O&_B(_.LSTQ 3X\Z?=3 M!%@R!++Q:.3*!-DTB,>HLE1V;0TH^A=.?'EA0;$:D[%Z>Z8CU+)O!6U.G[0' M 6[UJ((TAGYY*OIS_]1T'_NG<[1'5"!)AU%5G_+-+!Z[_C."]D,O)T.<]6W5MC7,3O+._NZSY0@L$KN3$^;0^]R,%+6#=!NR@V/F&)@ =G>]\GUL6O1% ?EG??8U!8C-4P-\-Q]!WYBP\.<;HXE9M^7=9I&V(L?M2D?<<)9+KS7D[M MY%3^:%'CG:5KM\[&[1L)X7#7,?6L4"WPD\N/JP^/%S5 ^G-8Y\]L=OKX79' MP/0ZG5EC7X5L*J29+OEL=<,[M0V>0C?C@:/-X* 1:VJ2C*JR,?A2;0-[%.IC M7UL2^!IQ!Q^^=-S2-@@JZNNM?NNC]>ZM]?W>+2!8"I$,;S3 SV-[$,7#'-/'93MKZ2H3E2YOYMX;6H.YF-FRU'N*HQ^;#M@]XUO: M.K\|B.G#"'GPE9_P1ELVW-%8)2E8Y)LJ"HT1DA8.IU=6GW)J=_F=[9:\W>T/M8WRQVQ.WM8T 0^V-/1QM%ZR:[=PD>/]_7W"4$&2OAV_(EO_X+-EV%KN7?](C M@NV<__SG"Y3[,]GC|O;ULIK4,8>%%*QCJR,32:6ZM"']V!]C>;=QM;:[O M4E4Y2&]R4SLE8^S5<3U[."6GWIYC:0X;9N.;X6O9XXV F&X#!C+LM-O;F0[9 M74S;-S#!KWD-5S\QI)AX;#)A]'XZ]C:,&K0#N5N')JR3!\X$B5>1KZ_R/;NM-M_^ R-XN)MC&#MT];EC=8J;C-6ZA- M9RA%$H);

*M[>.R7>=FVU?'Z^1J#7*4 1G+X_EHWF/;+;$F/W->+T#SU7;*.TL:3RP6X;$$MGUEJ4/U9HO)HAL[]GRTS#U1#;7DSS.;E,3HWU:6;+LZ103IM\%W)___3SM<]?<0\8%3S MF.UIH*Y0>Y%YQ+YE>C M^R^KNAUKZ,1);'6G-IC%(H^M[AJ5*-WS]_'XGVH:1%\3TY:5 M32=#:UAQT77VS.>@-&U'LYS!=\",9%_/X?+6$*+%Q&$(JV'(R;#N+WM]LP% M[ZWA?O5!*(S@./KEEKW?R@QR[7/A$F(@V93K'25=+@3^W2[3(^^(E;-<,15%(FA'%@1 :MK<[4;KRSE=+K*[>SIINA@<9R%I36YAC/;B1"V9DJ!"7(,W4Y'9_>>IACE G= M"2_4L% &\K 3-J'1=-Y)/_O5"Q*FHJTQ,"S4GPSKRE0-]"#77RA1P]_J[7H] M4_4PQ>6]Q%,.:8B3T/$YF6UZ+8^?",0B>Q9K?#3QM)[U%E0TF7?@Q$(8OE;K M>ZA%O95X.GF?&G$_].Q@JDW5M5I8#94]F4_KO"DQ-+)ZSGZ:EIVYSC MYTI[P[K.?L9!I*C4CE4Q_EB5?.K5_YXCX31(\MG"Q-D2[C4Y&?N1COV"BDTA^-&LW62&:U28\R5U,V(_;%KFFUBV"O=;N?;+'84WUW9$-! MW_1!/P3-Q-6!_DI;P:->TGT$_L5T/SUA-SQ#RP.S'9'N6@R0X8IM+VV>$1UOMOMY8\FBP>F<#^]NWR=7L_J4?MP0_?>+A?"0@@Q!-Y F<]*,6V*9MU]D);/4[MA_<)"WV?>;DK=!V.

*MQ#1;UW.A4^V7FP@$)IAM"+I9PE@W4XK<&)TGMFD\[3 M>7"B 8U[-S2WMK=)N'MG]"X;E^OBM>DE MD9T-@>_MLEMWW0BI$2F^V>XSXZ6A)/*8V4ZA9T9JW[E_Z)%-B:G:-IAT+?,9 MFL='J]#NZS7)39M._G7GT:8_&IG51%4O0DGI%$+NGW3$.GT@VN5WW-3/OWM MGQUJ<+?_L9X4D8(P*,LU-?">K8Q10-V4!/D,2(EJY6B+|CANY,]=@LLQI.%2RJ;;R(:RF(94C1VZ:Y:@3CX)Y+>QY#8#<2]Y<-N M#>@!?PXX]_C,]U;AII4! 57")F4Y-0B7JYV MY-TOF?KW/[,I6O]$VA(X:L[1/S;[WW%.D/_^&9F[1:Y_WOY;#K;%S5="=[G3 MOS:1_N??-[=_?,_]S\A+POVOS3RTS7]N4;/_AB)%-GL[LI>/VSNM[84Z:+>% MP#)7*!F.^*X@R;LYT#?? ?8YVKM?N[V,XUU-+?QC3\.<;KWBX"Q>[&;GWK^L,TN'6W> O

//0^X]\N0'UG$UTCVY[\W M2^-?1]G-:SQ[R@<>_AJQ__SWM3.>4OO5=_C['4'^?HGZ_EYL[GGA[ER!^-\= MI""X!F'P/:%OC]S]OKON[P-H%AVI0S.RFKD^>YS>N;UGWZ]U:U9+J,H!V=9D MU>P##DE+S)X$LZ_3O43O\>C="_W(V]55=\T=M[$_)WDI?]

*M7>*Q!.X)@/LBR4O.GB/K60+V%(!]3N\2K1]'ZTV*U]4?^0=DUDF2D61M+#S!MDX5FKA"!+OV#TZ+V.=U+]#Y'[_X.3X\^&*F6:H9:)":.H_@/1>S;BZR_GC-H3T:N+U"JS!=>"SC?R!*HO$.8HZG.PVHQT>L":'ZE[M>%687#ZZS($)T;1*[D! MQ>FGVPDY@H%C+9)M92W+FU*IEEF!B^'TA7S %JHMDZS67:U6JM/?'OT_-#(6));J#MNU?KA> M0$RFL)S$<"H-IX,2IU<32Q'0;G3RST#G&[$4)ZK5^0I66Y8S2)U*NDGM^;K4 MH]*

<82_TDQ+X<2VD&U^%3#9@,NG9MD5PU^_E"=8KBZ5^$DY?B*5<,'(ZB2P, M&_XUU<8"JP?,L 3I-<52/Q&A+\12*\>BJ#I!27!B57(8]3;K4"]]U&N,I4Z) M6%Q!D;/M7G#"\3TG=B[>Z=5^/)3+'0(=./LI&KL>;RTT;R9J/.G3IM)^.&SJMEFC1)@M&&L(-4:]P6;6H-N-F\O"]?S5BJ?4RJ?9[@JM<^O MU3XO-LC>V:<]1/H@O(W5SZ:$ZE,(8/!:@.# "291'Y/&\TWA$AREOJXGJQM&_A->)6ZJ-1%!V")8G.WI;9^?^MO4$A+R\YR6U4CK?&@9O(UT!^R3.D5_5B% M]"[&2]WT4:UTQ,#9Z]!*\M.XSW.G;]46\EF4'*"TVSK;-F=\HK>@/$-,3 M9NQ*:2U2ELQ*Y%ZG0\&Z%6 ,A B.$]31LLW@QXKLYW-:A9+;#_?EBOD#0,2\ M-C*FN=N"Q>;ZBB7.>[.N42/8;%0X,3BVF?;MC[V6/M8/KF)]A\-17-'YCEOK MRDZGTE[CNCA2!H7S38K.8?R$JSY1!27.9GO?&Q^5S'/"W,QO?W+EY^8R3\!FMVV3\D<6.6:Y!C)+JJ(443H$4RHZ^.ZK]&8^^_LQ7F/M@K%_D[CEM(DK\4'G: MB&"]P)NKJBQLU/:H-D:E>=GC^ET2431DDN_LT_F=R*R18[8W%8*1#)D;T&LF MSGHP+^OX5X%,,(],\G1Q!%J]T9DK6IQU5AT$952S;_NCZAI@UMG]PT^XV&CUM*@S&_8[@M]#9;YASX$C=;*2S/TR=Q >KTYMENRE$B*RVMC";)5'+*MXQ+) M]:M<>O"

*(GK.I=,.N2ZJV[)*DL[%RP+"6P*ZY\50&P[)Z]GUR431\GL\9^Q0^ M.WS2(-H$UF!HV)-C.!2;SJ3$Y[7@\V0NV:-=3E_:%?P9QG;;9,?9;H='SP6[M+5V?XVQ/EUN8;83? M#I"4B$#.@@@+HQR1 'TE7#]+I -S75YESM-4_F@P@:RW6U3HDX9XF+\8BV6US6 M7E]1VO-ELIS08[E.K.)GP>K>PWFTD_%W@]6/>6*DZ#',T*&K9W1K!6"E< :P M!.O.HSH6K!B$H(_]\"*

<&Z^G<<2)@)7^0(:XL.D,T\V9]I(X6+EOW,Q!Q:G?\ M,2+P>T1\M_8R4PBEN,! 83.-^8U?]\/S;6EJKQVKY$&UZ(&I1;\=K!X,%@O/M5Q>PV!5%/<'%=5*\[7%+L*+H\6!%3VYJ7]G"_@R9V@]L:GJWR=V^]E_)^=9/ M4NEK;D=C2 FV$>/4N_6:-\\N05:?X+9(R/Y_>#T!TR_+NSUO6?4VU\&G@^ M;H5^)_!\?&JI8(Y7,.L6STF+@!_!N.(VNQ7+4"&Q<)F\4D6<545 M3+:,%\UQSLOSS$ED>[7M[-JP6Q75]L@3C_?3[:5W7N[Z7O64I6A/,UQS.AE7E M=*;I-IFL,1W/-H@]4FG?>M2 /IUZ52'[W*!)TRCBA5!<4D/2&1IG-+^YZO!+6[SI5LFO>CYX841-B MT;/UMA6TNO704V2V6R]3T:?TBAZ1NP3ZY:*'S;J+KSI-(F2<^8 ,QDQEM,2 MZ=_N_U\[U,G[IK+BK5:K2(NU1$9-R\JT(/_V5>SJJ):N1X_,EZM7>ZT1Z? M>E7@_K@?KJT<0l;@9<@$*3TDJG@&2U/727/8F509=6Y%3$UV-;Y?!<0GTCSE:R#W0[_RL MLR#]_^V[^R=QK@[_-S,C;,$&BQ%_8\QW3!O8'BA]7.V*W#NJ7:"QG$+7VS M&);&Y50=N?MW?)<+YY0],AE,\C)O3+B?@7UHU993!%\GO,U+.C++.H*,_6- MK4GS[_[_)_S98[LVL5-U;=Z,@JI]<:HC?AN5&? M82V-WDRFI""BA3-P'^S>??E;3RE&AZ.^;B>K-;2L$:UP^UX5K@6E(IR_MC/OPX4?'86 MT0$H@!S-:OM-=L! [&J,S;A!B\NN7OXOCP+BA"CX_/RCW?*B(8CNJ+8_?_=OMH@9<-7^)?@C6II=$=NZ"^EZ8T^NUHMIG7(C$)YMDI1VC<-!? $QLT2PR+YP+M\7VKY'>KFIYPX\]_=__X'CM.6+0KEG]TRAU(3B\EPYP;.S(*BW[^*F%__T), M&'JY0@EW\5A^C-)72;1/5YQ2% %2MR*3G/)>'T[T.;(D8W46Y; MJ#A36V\PHML8E["]WFB_&+[+251]MJT1+AG,!$NL0WZ_Z;GB "M<$%C8<58_ M7&^>!'EO*T[XJ4XX4!6&K,V3&AD;I/T3!,+0$ MJD%4=+D+I.TOCL&N+P=W'GR>Q.)BRYJ-K450M3*Y/9O+"M5D=:,)+I3,.?J-UN;(TQD1Q4@^]\&S2X M5O':[W^W3L?NQ[!=5UUE9 ;LS'917QX[T$+$IOTTL0MG/ J0'?ZU=17L45]1 M\:3DM@06*EZ)29A$N(TV6MB!]Q,=958,5BL2"HLN)2U[G" MB4*IVW\6&-*

_."LPQ1]CV[X&LQZZ[#I08X.IA8^[JA^C2@N9<%U/)FXTF(]["EQ-Y9EM+&M8 MU]QPC;C|)?*
*KVG$E7(*X'(A8/)E;B\SP8<6;+ZUT1.']3TO5;H?>V>FQ(&:C9 M*P#!28O=+E9=,!JW?W%_3]D#"]#.WH9AR[-*
*HHB^S1',NN))M.G'A(J+B@O+" MK8_G ^A)C*Y+K=5UA[)&#![X9$8UAV&$%PY=O],4GM*T]3G%&!)UT[10CFUB*
M]B#J;LJU_EG&9QS&9!NMLSF&E%)+'Q")E&;X06U6SBOYM>K=83\UC3L\QW& MXXWOU;9UJ2;3V=IN3[Q-
32_>X,#BIU[/NM/X4P@BY/5"\&V+I0K00NB2F6C1 M=));31M&()Q^LQD]>#YMU,Q6MKTTEXO[]9LZALC5>N1%;;K[WAOSBC57QA*
M^>;(X2R31W]"EPY;;3>$A8Q,&;61;M=BG]NDX145V,HNG=\K32<1 ".8.M.N M55TP+.V34T%,A?;T<$%;8;-^/P-Y)T'2H,_!8M&;$R.P
*4+R.FT*_ M7PR7!N9;CD/#ABQH3J8R""*P;A5.85Q%[%(,;A^=WQMGEF ; RN546HI;%=2 M?*
\A,KI[S%_OG10%^)5&L"#1";;/@+H,>;+0EVY.R_>-)0"^.&_-H(]QW2? MGQ#!R@D[G(!A!V9022&UT!2 HY01;!G!%DF:+M4^+;'$L&N#E*
*Z>';Q7;$ M684+2;ZQ#;7$ZQF[I_4IQ#7@+A)G3DXMUKVA;EN+"]4)Q7#-_E-(YZ M35-[G*2*C-!H-[51LD?*
T78_&7YPFM$WMO*D?1#>CW/XM!";7];W[92%$"_ M.%(L->#E6Z7@BH'/3^?@YC[OARB/NQ:; M(-O"BMZ7?C%
*#Q]^NR'(^Q3^:LL@]QN#].W#)BU6GXHCF*2+%Q!H "H.VG] MJ:!(/$UT(0%A:XG5+CR&:H[#*I/UIGCM.+_2YS^E#R\9BZSM:)LYX[*
8%]E(M-2I@R^UO]JS/Y2GCDJSR\V6G;PF++E+%7&:U!;I=P'^L_VJF_(H;!I$J"ZBZ M4'ICHVX*9S?P%_UX[$HG-1+PJ-
*WF!&8C"PQ&3PA$]8QNX51J 7RQ7UM /\?P MVI]00&>URGR ;:L\C%:2@!A)54E:EY)3%M"+)$T7*J"O$]>I>VAW88T'A&RO*
MI4R&N"N2C>)6(DN\GK& GGE5%"#!H&DYK:[5'MJ)[LT+%V5<(VPO%.06PW_(OM[G2'5M2'QXSXB M(8D-I@.Z-I-
*1%-2SQ;5EU*_(=A9E>YO":!T\K#:%>EIW93KADJ[>1\AD]',K MR(7BVOU$,+1P:8<4L,&M3C@9# U'5F.S$J#DFIL,BQN_?:O[C)YIA-T% ?*
MV MWL'N;-BT906VY=B\K=+CV'([5Z3.BHO;2^0=+@#?LT[ZZ+"QFX@C#(.V(Y^4 M-GV3+=
[" 3+Q<,W0>UL],F3JLI4,'C!)3V%;Q!+1HT:)P%('7K)WOQGWMX.Q MATL6/T,9:Y1!V;1X'4G%!>6%>Y_.!]"3&%U?
*MQUK(MN6I=;"-8NS58RY^G'8 M/\04GG3)[HKNK0=KKLZH53U4!;H_4^7"F;9?;7#.94#L=-:K^TVC*O-V0@]M*
MDYXT>E?/^A^JUI'"Y.H:KL ''2=:,WS%/JP +DNF G M@.V,=ALSY,>=?O-'N5,M=U+4'1B0%ZM\ZO\(K,_B5]TJ=\>KK/U&-&?9O$?=<6*
M5Y7SK"]Q&11)Y*LK< MLDYELQAR&766!&[XB9(I5IG+@35TF:5-NL(R3I'$^_E)>M4-JNKHD-[RJ8* M+.*
(I#]&3UD3=7E$(7GC)^L$VZRR-UN==+_N=1FNE!$TD'68!$\PH47'&JNT9 MI6B51NL]T3K?
KN:7%JU362U^HL)AS#J.H51$!MS:A'CLZ24K-)HO2]95[C_R':?:K&C5GVQGOFO#J"0G M LZ:>K=X8UNO6+)^KLWZ[N&-5V:S,G(!
*(Z)AF#+?8X$*=\6U5[PI-Z]8LGZP MS2K\.(+VBP9M06]YK0\!HY%:)7B1JU:YK#*5'C) ^L$VZPK','RGT0H;R#3I MD]VUS**$Q[P-*
%KOB=9U#HSXUCZ,WH:<2FT76#RQ& 6LW48FK3' M45JM2XG6>=>G?*?5$EL]@38[V %@X!E5LQFZ$U+T2JM5@'[QJ_.:@G84JH:*
M8H.T@E9]:L)<,L:91:CM%K?+%J8@IY-L(9@OS"@KX9Q)H6J&ZG[Z9U1/7M\ MY$!0.'<-HM@+GTI9,H],W$E$^Z&YSF_9MU5MSZS;&*
[!]--Q0':\K M"U?L2. ^Z6=)&7>]A??CN?8 _D.VG4#F7N/WPR-?9OC9A [&(!B!]J&[58YC M-+ZPNTUO5J UDP,*
M\^%@;=2G/5;MUEJ+SGN@\,>;R:\9W,F1Q7$#";%6 4;W+KRNM M3>2J9:3T)7EXG=S7 =6SK";<[^V@N@;8WV3WJVNZH,XYPMK/I-
*Y&"Q'"NBS M:0RK232K!Z#5J37*D.:EE]CO)W'"T9OM)0Y8^D."I9/F1;XFYR=>VY@;),*W MROECWQ$$R2X!M<[_2\F*
*<'#ID^.W5_/I&!UL4CZ4:5.,V=Z6S=*H#,A*+?'= MV=.7T?OPT!?A>S[MA$(H46JGKVLG(XP"29 &/B.ZSK9)2*E?"N*% MG%;.$>Q&SK^\H?*
*T'I':O/^ZXM(_@(LH(P>/]QM=F3Z\VT MAD'KPHGP!7>M_XA8]97*F]SZB;84P4XO8X4O1'Y"O*8P2;Q34<*
M!,.L3.D6WJ25\G8I>6N&,WS0Z38',CH>5.20Z/2J5N%LTV^1F$(A]SP##]XD M[.I2>*8NZPDI"]S$;:"X,NNB95JG#+N$':=;-Q"*
(PG5'2451+F5=,E[+/?W M35^VZO94!SP(_O[SN1Q/^1NO=P4N=]?H?2L\RX&^0%-T.&!4A^+]E4FUN\5S
*MP^X;G!Y]W*WTO/5UI^1ISK3_N;_/_;%[LND/IQX X.[(9S4] M<3]_[76&,XYO>QD >]+TDU!;JM$=92IWN? 1YP_6G;0J&"U=! M?*
*H/O1WSD^6PW<9[A1)^4X=G<:52> MQUXR<\7|\,-K8NK3>J>>34 MKVKI3\LT@E*N_J;P\U6SDF$P/8;QT3*
E1CYLSV;7I+@_]=E%UP)WQOE]J>=! M=B<3-XLGGG[QG>@S]2#HU@,=AD$X8X'M<(IH7)/H'_NEYS33#R+]5=Y6;MNK
*M/K\E[0>M^G2!3UM#LK*PT'G=W*@^/@/*%:5[SK4+1S'\!Q2"'*R=LZGE UR?1 M(JT9S^P.*A #@FQK4CX+R*CT ;^3A\B-S4<^OY'/L3[" *
[66-05_R)##$489.N M=&UE$1DV*)PK4%@-9P57<@N07#*,/$>79]$"]3MT4C3AJM,L_)/(: MHT+ MAY8?
RL/[+&BW(X:R8/$S[L4LPAPB3*/FDS26]:=-&V[?*-PON'))/^K@>!> MT1^7KGMB$SX?"#[)U^9RN\O7?*
*K>)F&DM0UAXT0J&.C*Q=)I;*X(*)_2_RD0\ M1N:-@CD*F4]UT=F0^4FD+:!0FB'T8BEGR6 =3FMPHO0*%ZZ4_#^Y+;K#"Y6J MH?ZL^>*
*<@_W>P//J3@'\(Q/J.(6\TJD7M /O2E/U=Y?*_]*MJ=& M:L=N=F@+SOCA<)4UQ"&!%"[/5)C(HW)\HT!^:NW$'$ZQ!]A>7M;KRN*
M$P0]D>F9NQHYLN0WKFEL_S>S?%]3^D!O"'Q*E^ZA/>1 RG>]>]27Y!>$_J[_ MZM"V-
*%=>J(_R#TR>3^EXI9_KD6':39#011"NS5W'VBNK,3]1(OCXP-W=:AUK M6]4X!P[,C4^D H/7],(A<==5]Q*Q;^'X K6_;N'>8-.=P7N+3V=*
[@3?[_IYS M^+RM -B%]##QR/(2/TTFL29L317+3RW@D]UU5^YF\Z1PJ[]!GG]0"QS]?+ZC3;4L]R)3V2N&'R/ !>-*E9856(SPSCIF_?*
6+YP,?U]=HM06 MUZXM\+-$P=CCS!3V,SUN:"ATO%4\M$1,G:N MK-4WRNLW6FNZ77-Z,.RE,@0#W$*
*576HT"F>M"RJAO]J&7E0F7UG[_4M=[H2K M31NSM&(Q_'H\'K3-"I?8*EWN7ZXNOGU2P(OJXH>[W GAZ9NF.X7@Q,%;*
M6=OH"!1:N!:H@DIHZ7)_3E[/:=Y_G,N]AF,#68#NVL(E(^S98,MUBM_RZM^R4C3RB!M^NXYLEL]3N*ICM*O^/"V@(]2/5]?'7>CW0*
*ML(76"]DP__8^)O>2HUEURUW7*X_2\7B\\NM858*>*PU89%7RC9X'FLV] M;C>K+F0P9):M=+9EXFO;_OR7*(]?[7E<0EW/Q&(15;*
(C/NG)IY_@H6'PP=K)QPM]B97U,UCKHR2;MHRYRR#+@>3<"[6 MEBA:N+CJ):X_HQKX\K]NOW0RV\29[OUY"\N[^SF7OJ[-ZUG]U;
*,C9CR'6- M9]\;2EPRMLU(:U9A?#*1>%(=!DF!9W.]_Y5W6QLN7SC9_%[/XS*Z^93[\9X4+P>ZG.7='H("$[$@&FGYH3&'*
MR=^>7[^,U3@E7K[8M_66@J&FMLKIF.Y;_,8\G%WY#F37QI:7$#!G'BJ^&D! MEMV6D8WZ:"67(-+P'RWABD.8+
[JR!)277(5=+I@3+DYX@5) M:LM:X1S9"\R;+);+?#[?15 0R+KP5'\AZVDYJBXC;3'!E>XU/[O8.OGXMN[M7(I,LR>',N6#!
<84+KNAE[=_+AEUY'E/LUWDJ>9T<-$T2[MFHYGZW=,;B[)IK5LISX\5LAICL5Z0RF>_HD)K_RR;^"VT!;NI[M&=G]6;?]
*M#E3."#*C/[("^_3?P?U^W7^9:CG/\T%OO2V]W.GZC1C._MWO$K,+_9$"L"&XK#P<\PY&]\]F_@>C,)77-7Y\W/:YJ;QY7\@.[J[*:2!1:+*
M4M/41INL9?X,>7_]JW\#SY\J=G3ANQ)M=T2&)3I%6\?:/^1277_GDZ^#VYVM))XC0)U4; M$8Q-(!YT%VP?
*9SW8;IP.KZ@N;OOS@44HX)YRMR!G=:<:,NRI#QF-] B,-,V M6)3P*WB6XHIQ^&I6 T',G'H=*
I(=Q,HZ_@H"G5'ALEA%1^+WYT^N%XOOYEN, M6@PWDG]_8O'2DDC'/3MLE;L>74UFYWJ1^58F"#&--F$EF"'CV!A0U;B"FEJI
M)Z\@YW2]>'PC1S4@N[V^L""ZUGC5 X24R5.J6;C41<'A>(ELV/6B\:F95N=(-MGT:G%LK0W92P)O.J/=P4+]]2<
B65OG3>;V>WZ4WC80,8+:-0-,F$6WH48F_M@F<0"])=?((4XES'U%##G*KE+)-YRLN\E#;*,*6 *<3K;#E1+X<1>)S!F@L4$L.
*L.&NLDQ1!EEJRX'G$ZX;C M4TO-+*S>QFUL>XRZ@M:B'V5+3"H3.45,)%XW\';KTN(PV4_XMS\2B,7U#M-*
M%BSN&9*8\]2UWY[.=HR=ETMP^F/IA-?IW)R0\DMPFPX2"L$X>PFJ[66T\? MA:18HK'(R>UBK#-^)5F-95Y8A;.S_N-*>23+DD5\9E!*
*M=B/("IS%1'1[O3;[*)PG].L3M:=-O/:\3%>WH#>U:!9U-YU6N[TM7I+KEZ=# MSY+>%+N,UB.8=2+S2KT/M=:P-JS\#,[_N*3CJ9.*
*()#EEV+X*K6!!=VZN MIC8G4P+9XD*CK_O35-=.1!?*
*M36N%"AL@+;/9D^F*A"0K:\!/MX4SD$6'XC=4/SK51@K5^K3:#$6C,LWG2V;M4%0ZMT&HN>=+QN*
M0+Z1I%S5_4R!8:PG.Y'0\5EK16R-TG(7/!UZW7!\;JD';MR?=BKS%LQ6)U4M MZ$:.URXQ6,1$[74#
[\W$;HH%EKC]"L!2$96'4&>K^G;1+Q8^A7SMD'PYY=Q8 M5AM1.ISHW0ZV6$R R=_>DO=#GUD\ ^^X6R$TO">-E+MSKG/;FW 8Y
M&QPSBKPPZWGQW3[J;^AIKV$6%DB:00S=P4WR>)MC_(Z9C],P*_#^?V]AH\B M_2D1?;#7;P6""0A&[^_SQEZ_3TX]P=;@U4?PKQ8?*
*_DT23[<5;ER%Z52(54(2 MQMOE%87V)?Q?@G_U>/A73PM_3$$?\/_PH[@"<'<[,9E'($AR*C/K_+^>^3Q/ MCM]>'2!N7.V81!*
*<6)*F[*$"=RH"]HBCP!XK/T2_R"L,C!Z+)Y4")8B^\BT(J*]W:* 9I MC5>UCC3BD@TU*TW:2R_QZ=TYORKM+[#S0>X.^7E.@4,AE#A2X!Z?*
>A!(Q_) M&_FSK:3.&6P@0-.F)397GK >CBJ-P17E!4HK620KB4(P>;30/ISZ>X7VZR:5 MF63-#L,,-!FHRU%],VZL3+J!*
M,_&$:PEVZ+G&0*19:#Y-0D\AO)G!O^Q\1YZVC0-HB#WX#]BT/*ET3^LP<:F M:J8JS ZZ:57KVE8=+NW/=:,?R?]S)/H?*
SW/^4>@_SI&3%ZT.@=1U%:SIM=M M-GB?%,L:U94GZ2^'_JJN,K5;;Y;C__[O2\!?!/G[O:O]QR'9""%C[5CL0D=B MPN*
[W6M:LU1(^!]%^K/!'JOM\@E7CX'_DU-/ \B5_IW\+__N(CP1VR1I9@9 MHS&T+_,TB2I]12U=_RN'/Y%K]2/A__C4$\"_HB#D/?X??A17
*'2];43F'+*8 M0$F'_R+2&*Q7>O]7+@_5"#D]_/DU--D?AX$X.''518[? M;6"]%9>^45GL?"YP*(0>*W"/3_T-_O=1BT0(\S&WC/&VS'G-,*
(#B@(72WMVQ9E>[/A, MUY-).Z=I1]T!'KGM1KWY^Q+@/R2YY-%>S@QFX^?,!-'MU9+'N?DC5+N?S',6 M"(M%_L&N<7?*
*$0@5UT$#QH95/."#9@6)T&L:?%%(&?LR@W^T^XGL.E:/*W8^_M.?44-O#_T2.<$#?62O7*
/.8VZ)9W%'CX;)&3N8,Z(U036G/<T_+V@6\0\XRV"CG>54-.[:JI!M.OP&X4 M"&2FN80G.^U.K]&Q.FE4+5SIL_3#"V!
L,=@N/OUG3K+,Y@AV7&SNHR:"]'8 M"K48ZUZ1,_Y[=!:"'0W3AU//"=.OP&[CJG4AMKJ$S', (:5%HQ%W"FE76IE,!K/T*ZL1998+0*
*MD);""2Y WB8(MUU0.-256'A>"JJ\A*B_-"T=W=^E(/;90GNIOAP<%(9PSJW*
*MD'&T#K#9%K5ZZ\+!IT!*ZQV"GK=L#5<*!=:0@@^16O%V[,M+&+++%JS3S4%:.MO&Q@"8DW]COH 230=R$A:+&7?_SNW%=*
(:Z2_@IC^ID%ZJUQ;4ILETFG<)'? MNZ!X]T//!@OT^*H'^M.J'A\H13Q>-VSJ9OYP4;6!L!!C3[,.+NR'YCJ_9=]6 M-?#
(\S]KJ&6<8HRP='O\"J_'Q[Y,L-_9H7B MNP26MM4H$A9C-@(D?&%4].5]< M<091?=_QX_K"[37RI-TR[6U]#(N*V]2=8#2K3TNY^J*?*
*=4_?,A8ZIVNU[_@1 ME^K#+@:?$0%F.W9@>]T$<-"05+L6]F<>7'IA7_+"GG'FAXC=15V]NTKP[7B5 MNQ^GSJS70U,W0--T55'Q*N%?>N*
*M2-;^/2O_)C-.(U1%FT1V7*G]R:F?%Z^;,;?_$K4/V<7%BT6A0L^BU9J&."$EX MKS-H_>"&GD^P^-%H_/UL\-/MT?"@!/>+E?+0Y3;%<;]>Z)*
*X-ZN&WJ/.3U P MA^A[K#/.L,GTZ[F-VY5PH0DBYF#9"%B , 3Z_LR['L%E0S4K,[["X-%L4ZM5 MZ?4X*IQ*.2+&OUTI=LQ'GXGEY]}7_"B6-*
*]YC>=I.JWU,BS>RJ+2'7I]9L':E M<''XQUC^WD?_;);3[[$\!)NL-Q^:&]@)5*ZBU2=P=7CE4O[>1_]LEM??8_F8*
MJ!"A6YW.9(AN>6$;M<(X^^S*@>-8_MY'_VR6]^^Q?+A$VBM^U(PML;&1Z&IS M_(V@PGF('V/Y>Q\]92S_-
9OIW'W^]T5/3&G@FB99EV!!P+I#NS";87O3XH4 MVK$1WFZ#IW%$VW-\.V#Z%1HVT1XLB3V2VRX+IZ^*"L8+N;Q7"L9W7>2F.L!
*MVF4H!H<'E& B7:EC%2XJ*BH8+^2,7RD8WW7>-37HU%P1Z-9X/F\U^DE-F%U3 M6^1EP7BA,.%*P?AN6+$)1WI+Z??*
*&L(D,Q*5J)*ILE6:ZV ';Z3<&/O\>> M\G:>-O>/%VX6H35L :0EP"RA](<2J"\!=47*O#C]A">;"??*
5%_GV9ONB%KU5"1#>5F$#4>6QZ;^GT"QM!>H5F>%2C11RM->%Q;GV2)IK1=_(Y73" MG/;Q?*
*L^?)"W&2;=ST&D.1J/PBO*PA13F^FYW&:D<+\\.I5S$FNK"VV6HC MW4:\455837!*

<5A6EL:Z5+GYIF[\FSC]\ZOO1XDSEY-.!3KGZ;6OAKF?0R_4 MS[E ZT)X1BMDA23U%IVM5Z)EO-RC<879?E]#I;"?&)!?M9LS=2\ \#5-8BJF!!|!PY\F MO9=M!?HY DG@JLSC;<.#DTH'CRL PP.G-*.E0!;JM$4^VE"X=K^A\+,J*I-S M/,YHS_$]-_\9'0"?TK3$2?:$$>(E"'>GA6"YH^H:<*[F.7=AY\0;(&L*2X9 MWAL!8CR%:C.W<+F?9U7.E{[^@?-'?_XY.H-\.MQ-H@\SID;.AY MX8I)UXB@#VP+?D8$X?<(^G+OT(D0!S)DTA${UA@V^6[J91"^H>DK\@3/WD7T ML[!]XBWOB4=#O^\\M!>6SYP(JUZVJ)A*;(@R#M:JG'3-H%V\7>RN#D'8\?85M.[F']M&=%+]9/2[=:G<.=`@@TQ5QDR3]"C>Q"N?2E>]QF/LD(M^J'L4Y;AB5 M!$06[:4H;&Y:LZBX(\=_)H+.J1[Q>P0513NNZ?Z4#VQLM)#H<++>,F/@R&RB9.-,+ITY+WD;XL*I::$7=J .TU^ GO]CB%PYD)U[M M6/MTPC*K;;D4U38F#+1*A[$"B6TU?F[D_#6N/:E\?95KQ*>Y%KL@AN-U6F.< M)N6S="*O%.KGRO>7N4:\M49_&AM]XV+E#S2P60(O[^\<+"TKW_/O^HJ-.U%=)]'CK34*O.M-I M"[7AI&MMU$T\JPF;7QS\[.W\$=2^&:KZ47(7W1:NDAJZIFO< M[X2$&D:' !4=IMVD&8.%E(33PNFL#P;!+W]KV6OS06R,FIKK-QN)906-5KO? M)CML@);8^+B1^TT]$*]@:0L,.B,AJ,\$(Q<;(X0[THNG9PJ;UOM^U%ZNNV&W MIWGMI>KTUT?-?P7!:Q_;SD?DJB?S3+TQBC"DI<2%0_E)\X7$LK[]:]RU"+@ M,U2B+PSEFRW>'H^O8B968V2-=53.JA6E022-'MDH7(11?!0_HVP)X', F-+U M_:(2U>ZKILZYM.J;L6K?WFL0=*9X0VLH#-[H*_&(G$/JJ'"UE^*#^4T]_TQ@ MGZ*%\A5'88&N5Z/0DB687U5TC#4Z8:(53L46W6K_MN;(5\"$];.H&XMRQ-"C ME0D\#%Z%R*!J8R;"M;V^%U-;Z^@=CI55@H?:'TF$ZN2VVGP4TGXN57(WX3:M'!&.]@ILZ9!/%:M9]\CBFJX'N+),$JQP(7X)VTLWFGT]E_K:%K"BF9/(J M;8.LKKJ6!$*GXZGN[?7U?B6@A3')6$"(Q$PSA[HDE A]?1O7=PAZOA8%_(2- M)2_LD?19 'E(1]%LLWY?ACBZ#A#,B9IXX0!44+:>?^NKH]GZ,.7X"8/7B_^?MO2MK3I7;MO_EO'N+1E'/PZD"!'M!$5%?*#H5Z5O%7W\U.XU)3#01=&&H>^O4 MERTBK#G&[-=<#K2TEQM.X$VC_'"VWE@I5.$6872N7.(M4C6#9(>5SC>VB_!1K.W998))7ACJX;NJ.GB@:3T!H-7+455)U1A"@%<>\480C2PI6)42CR"+9F MJ,.RP%X>YL?CKB%F__@Q,W<2T_F0]SS2Z+*=\=;;[3A0G*9IP%7.25NX2JG M,&7JNRDN7W7^'9WX^E:C.ISX^A)B;]'7_2LF.8CDV+4Q)6#B05,-%7TH.UWT!B>$6I2S,_40VQNNNWY8"Q#V@3N,VY%&E!#X,ID%^#AN[UMP:X13$+#FJPJW75YZNGC_+F69U[S,1$!_RI7=3X*I18]QB\GGDQYC8K,[,1X MJT[R9SSN&H7^8#)G-H.1?HB*!Y6AS6&3RIJA)0'R,(%KZL"Y/SEHYR[??T\!,GD:+FBMRJ& (_Z MW>9N)I$)<%@">6+*+28O@#-]^OO!D+_5:)NP6R*V8T.ADOEJ6;&< %51/5^B)4-WF]+C%R5V=&=@LXS02P+YQ#5)SSA>$:8E<; M-7H#,?5@DF!8P"V$_.F)>_G"CS0V]K>FAL&PC=]5R#9$3DK(0$15$FT !R&0M'9[;&34PAL6FY^8D[;.PD#5TQD?,-J+P&*TNEODS:;E 1);J*TTW1^)KS!RO M6YRA[8S!EN[W^4H[?VG@N[HY>4/%.3>')3C7'&S+,=2<|'1VU0S;%3E,:> [MNCE@(.+Z,>/7)WC4:4]N!8T& UD=;A%'>%U;U M_!^0$#P@#QS/&[WF[N*!QMNS\T-9+O-AN#CE@.:^LR<#H0(-SFQ0+G$J]G+793:=42'M:-ILHMD\ZT)$-N MH67S[AOMOX,)DNW]3T5GXX YR+W<)8:OO2UIVUCME]TM()+C3]YM3VSO>1R$CO]\IQKNV#*A!0M>DR>LH$'2QH*7O@=J(^(W(GQE MSGD99O8<)X3_MA7QO?2SK'V6[U;[+/_,U7@<+I?J"D$&XWEB(!76FOC+;L.1 MQ! MD.P%$Q?(MKCVW8"<021+FY3(14,< B[6!&SB @BR_7Y]PJ2FTEZ]*L&-Q99 M6M>J+(L"JXSO/S4!!(F>F7Q0A6BJ8S74!H3-YO&*)Y5Q)X?-N+>;? "&3+^= M7C<+X>K>EC=0HGD*L3"WK."S[YCGF5YV^;#9)Q/S(6K:1"85ASU+95IAN/@6N- :D%M(#NI7K^';\4Y[M2(B7D*QV4CFI**AI0;K>T<.&#64>%E!+4 M0V/>ZJ"5U@BA5N-VX9T!HBOO7H8]FM^ ?C?,[%>]J'Z.^:+2@CYI+/D\:V# M84P K/6\>RK]\A#]$YCS-Y25R?GF%U1H^?BP8J7Y?:*ER*+T$P5, <1R;B%Q MHQK]"6! %P(CPVEF:=;WD_'"G 8..3-(?%OGQ'$MGH%W_!C M@.8&7>I]@:(M/F28!.L%4+>TZ8NXK()4!5AM 4AO0-YQ\7WPM=OJ>F"AEFYTG16Q5$FNA"GM!5\/$1(!@89SIS&PTMH5>ONUG8%>-C9MP MMLA[,WW-(&A7A\MY[%&YUVD,>$;V*")6Z-%R9M$IU+LR?X]X$+8XLB)*CE@HS+6N?S,-F.G2&",-#S2V,M.)QPTGFP+E/ M1;7@;^#U@@Q12X2Z.\]IC VIMY$5(>P$%1HXWPX@P.8F%Y5+Q)I)5D0L4?.J M NT9&$$XZZ#DCC0;.*<3(+3F(B^22Z1>$#?W-ZZ3!)1AA)GS;7'>EE&I$*W M/D"GDOGHOHC8XS2Q2?BZ!(6^OMQ8PDUU:A7/.>.\AP#A!8'_T9S]DU6:@/R^2T5R 6R/3!7X#L.1]7&_A\K2\; M!M21>G85F6CN17"\C+>]7IKX$*LMPNRF"HL+S.ADM,"F[KJ,0242*4.TS.LZ"IQ:*HQ;NL X9ZP6{)0>5!%-YK5. ML\X.=5&9M_*G+?ZR"?EB-]!7B#A:(4Y3(E\/=2TXAH3>ZW(Z[0PW%#9<3WUZ MQS1%-7^*XMQ[I(ZR^:(WR\;L;AP?_O#6SUOFN%"1S'>H,'M?T\+J*.58WUM MH?F^ICY=^5+/-7F\@S0Z&XK#O'E-6@]"L0ZLSOCRG5^.%KOHI;-$RZ7'_Z;6MI/75["/6E.R!9&E'B#BLP#X&.+Q.K!T^/SADSSA85I.XPR:U$>]-&)?DD[# MF0(7F+_@X/CE7D3_S=NE*? L)AV=&9H?<+4ALR[O:,CB>]I:7.H=/_L3E3,U MGVE7&<[LIOU:5[YNL3RC)ST&JZ_=I-FB$_7+1YQB0D)+#^^T9.O6RWOJ2/O MN,_V6IA8EF,?V/$5"RA\]JXHR;>9*.16 MDO_J;](-'Q4(I[SLGR::!7+*X9U%R!K< M$F:9KJ?6*?!.G@?FR,![>,JW/S+P4GOR]#'Q_.5*;PRIZ!R1*(S%G:$W6=0K M&^ ,"E!'CEQLU8X7.DMLW_T(/<"PC3]_N;W3\:EFZG5>6G0D&S<)">OFJ,,1 M>&SCCXSM'[8]WEAOPXS=X46DVS9*?FM,B)+16\# N7\YQO8-]/;]VB2K1YF? MZFOFYZ=>Z-(<5BIAG1$,LK]KEPALY%9W.<+@C;U0]'(O%,W*"\W^@,Q?:3,5M:.\JL>KV(+).UAI.J3)H5PI+G1]M=M?#7\'$]HL72HTK]&+Y5H.*5G5G!&TX M+]%SI"6!QW;67B@P!QM?TIEX8\4]:/,A)&CP!A(6#":OH+W>QHKT0:X4]]W; M4 !3W"_8MGN]^KH9U&.>1,:MZ280MF6VP/:#8CNW)]+_RBE9E!9MBV7J&!2-MEP*]IDF,;Q1.2:Z.W 6.:J. 0_N MK!7W74?E PKN%\T-;3<3I!T%5=X3H0DS2$)M4RV\DOQH[GN ^]ICY (_%$>2 MO?S7WWGXJZ_;NA59'Q#=UZ0@\I_6^FE[]CAQM7>_GC!2 \,VM>T]OY9?2T(M1_OW>W&_F^C")->5*J_!:(GL*2.1G^3(14E[,]Q^U?_[*H/__.PYSLA7,^3 MKZ3W1I/+Q9C34##K],M^4V]L\I=UOP81C(12^T4,PX@O? MJ*QN"5OM)H90-K5M7)]50J(P"T"1H?"-TN3!"=|(F0X"VZK,1)[I8$F"4NS2 M[10D (H$?\\WNAKA#3T^X$T]\GUZW$9<;&LMG)(FT,J:#!:S>N\/A\+7X_'S M(N<#EU=,ZKI'0I-0D>Z@ZIDK2J"VPH3 W7H*9QVH,+7FSOM'YIJ'I$2I[WV MC3-7QK9<'U*>UJN!JE]!5*=@ U!LN*77_@>(<"JE.:W++9R4 \.K=\IX'%O]M,O*G1D067 SMQUH"F2>TX3)Q82#MA1$Z4.E,UA147TP+*@ 5 1;N$>W2FH: M8=7N;1<*PPOE2J\\"WI6M,C1CJB_P(;"/G4MCX/_VR5(JWMT?5;SN9U0D'Q__R",/]*7JZ-QJ:ROT9&M:NKS!<&'KZ=XN,R)M6QZ):6^QO4BSE>3T_8ZN#$:'>:> ^;B^?;\S%G6UW6QX,C&0HZQTG[HVQQA\F MX&N_Z%>B?_[=+V1__0_?XKB>?,-B<+&%_UHJ!4_OQ=/Z/7GZ/,.XQPR=^1'L-/S>@"(1QJ?0 M*"@W1\"E8"^WHR?D47#S$;AYXAB;,^3D8CG'Q+2Z[J(^F\@,Q9FA8D(M:RAPMN36=GV11D/(NI 0GI_Q"AOV_,)8VEK9X%*X<,_^6K[S9,X[,:<_;?[D2^'N5O M<]@O_'P;G(.@H#*9S'A,DOBX-UA2;,XFMP^XCR]K&\8/+.N.8/?-WOULX7? MD.(4^QY(7:II$0 M9>!B<2"(F'U5_$MPO"'M:W2 $=W >==7;@'6=|^WCNRX.3SRQH;B/ZW/PX9^R@N$'Z"FKACT1I!H.<5U: M0DH"7".9'(5A]X?>5TL+.@A?YU B(HR^'D#T]D=F+4??%2^_ O1 V_S[V:/S M78\/A(U:/0^XMAK??=WI_?.%\U(I3D/0WN]9$8M<2O#4>6F=e;'2[:PA2_$ RO\<4*\"D?WJ# M5L^RV_P\/9Y0=(Z5=P?S]8&-ZOMI@B1KEOVQLN1 M5>\V5RL(\'/&DW]$!Q(OM8KT=8W\=HK;/C/4+;M-'2>-> J/I!>__S*^9!V M]3DX3]-O$RR_6\.ZU((GY0!CM^79.@P>2)7?SF^KIB'24'2W_AMV&@BP@&Y MJ4%D=8'NF&&XQL8/I,WOX;$E@[42_ ZM. ^V5*WY1GP8P:&LB<&'!1>>!@M.'!^64$HH+S/I\^E4WG*RF!5=R7-RH5T=(M>70B8F]%OLYO&UH/DL:0$?69X5*D"A[EC4=%U/21 M1[CKZ^:--R.M#*+&K6O.T!!:S(SN:58;&A?^W==D.B.D(E[Z$XPZ'2R1H>K7M:*\^@9(@$D8M@]^X[<(RY8I,1:1T2QZ= ").V,M8EQ<7(XG6CWUPDY5%L]HLD M7JY(5,1(-V/0B0 I'JM3OQKP#M^=>&Q9&&'2?X7:5MWK"ZV#2G%A]%KJ605_':P69L$4,@16DI;YPJHB8 M1MPUVE(3KT;CL8$UK>XRL+5PZA1=+0;] =B6V(*-N6J;%O$3*#TXHUFKNP- M-Y.6+\QJ\-):[@:1720AL(O7KMU7!H87UNLEO>*.M146<=-=N/+]2->01+I9X:VX8HB$'^&9.S!C*%84>($("L]MN&73"7M^>C7@LMT2OE8:4%=^; V9=\%D0?*!8!KH<-VDKRT!8CWF"L]G(S6:J!J0(7J^<3MX_A M]8/5*28Y26_E)UW$0.AVGW<&C644 ^>$Y!.O#^!?@]6/Y83#*>*1B$IQ76[4 M1&5#?Q@FHSTWJY@&OAT5X(UWMTHQC;%:K/ M[4G,8V-\V7#5OC*9Y,\I +"8\(=\V1OW?&P4OV/V=Q6+9VAST=C-L&FT*S!; M>+'WANL)%Y8N&TFK'%<#2E+;;.OWRH.JYZ^" "!6_X#_>LO^!02E=R:/#-80M.=W!"UH/ZR)X0_7S"-2\>JJ59YR6S^+T:*TY38E\/=2UX!BHV*I68>P92O"DMLJGW=7O3**/YTX+GWC,CN99+4#55N>Y53R;3SSJ1>",^85<.5K;_RM(S9I MSG"&U(T]A. :6JLAL"CYB<0INF8K6HK7J0'>X/JV*3CN^WX P]&VCXHU516 M\L-D[$MV("F':]]N33N1'ZZ.Q.;ZCJ4'@>,G!P$^WZZ\Y%C*Y><]@YLZ*%I? M=JP1 5S/P=?$^/$"7H_8;U;^Y>'\2Y8^2PA#2%#0HSFXR+*?OWJQ)Y)I:@DA MV<8;T0\1;, ^1()<[1:499UJ.Q3--N5&!PS8^+@Y^_D9G7[RTV6$PS=FJBB? M\SU^KD<#/Q1'DKW\YST<_MI'8;H561_@2^NV9"OZ07#O,/SR^1'+#_)X"X.R MT==G;A<0R?$GWT6DR?.;V9;J(PS_'F\9-;?U@>$KZM+[57Y/DGZ4!5,11W,^H*Z]HB^Q", ^;NZ& M$PNG=T6TE"=U\#T^"FT 0DY&VI[(R9QE_M[Q2TG):CBOMJSV:V>6H*'3GA,>Q:&Y!UXN$^H?9DS([KC./Y4VGTFKOWXW:1VD-H:)N9VI< MF,=[,]"P6W=GWJ41ZD^S8*?[MDGGB0!)N4,IZU)0@KK!O@$>2/TTT_M\9T+)F;.Q ORT:[L\)A5ED.^;Z-ZHVRQK;!;Y*.?C9A%'OAV74Q95HJF6$6? M+.(0ZEKJ-#3KL[8@%VPM:C<%9Z_,NZ;AY/H4M?:Z9+(T!,/L--82V^BVBZ(, MV'G1PL>]OGORA(P.OY-*[J9G"3!J)'"-UY$JJ,"$*(IYZ@F^>;_EM\(H\C&7M,>0I^;^G^%X!O$+]\&^" MW30H^87+4^ VW<&FW5J7C=EXVS$B2-^LUJSKKL; .0%G3?/OAY%>)UJ@9WQU M&2<2^G92H71#&4?SJ4"+!L"ID"SG,X0$'1^9N,V73SI'V]2X{D/;!)+,.D!U)'M$KX3F" MZ)^:=/(@BE6'FX%P;:]5Q>2^0%_-7RFV5AUB?&D!]P;=PNA6W@*F@X^_D MNN8,?"F!:=4K-5&O0:=Y;(.26X/9U/M+X)S1/R7BUTPSDKJ&.5]18J8UBA63 ML0999C+LE[5@/4: PP-RN5>M2LDY3PX])P:^CGH#@$S>1@5K?GNP0<=2-;1 MYG!Z[?BJ_M07UC/3P^DO^A-/?>7Y;HX1U-0 <^:&M<1Z+@TK&*?]8=0? NU3M(GWI##XA4R I=FT,=;++;\=1WLJ8ZE&(*[8CJ#T!=IFTJID6S,$02D29I6S4Q M:>"BL8)0?X-0MW?8QDE@ESQ$D2$M',6-_F0@M7G@\%\X;!F"[GH0(9#C=WIR MVT\-)JJ=,2L%%+*"3[\D>9LVG M(-E&Y$L'RC"\'/#45D<.\=_72]K@NFU%^.Z/J,\>1"TJ*JXXRG@HABP9+V7 MIQ\V]F['OU9?&#YJ\GG[['4%U2\N??GD"F!@(E)YQ<7;'[^)QKF7?09!C.KKMIB/.VO/'PAB:]\<"#(V, %J=9HVQ*AZ<]&-&YUA MGB;,9!%8GY3.N[VM%XLG0S?I>\%F2$$(*R&5RRCX[M(4*+BG'/Q*P;<_*=@M7_KN2)X=.,:-DN-9$*/C=@]#C!;4~NL=3Z%$[P,+1:Q:A]WFCD)LC I&G3DVG.8H0@&2A5*I&G9AQR\-MRC%UA/TET6O%)+D[0DQL0ERQAN(JG1#3H97<[%PUD#)37\\OSZ]S0?9G5]_MICW![5;DX2PR98H905-U!C>7W5&.U/#-$7>[KH#L3JI',]-QY^/1P6XX8<92 MN4,U^;T+OD55E"SV#H,2C[(")JBALL.<^=RX?.8KT>F,V,HRQC[C?]"VPU;M.8KW;HZX^XRU2QEO1],*;Z_DROWV9CG8C0=\,D"G_4 UIYI1;% '3\EE-R+S M#D/MH,&Z6AXD9 G2K4FOXLX\/$H*U(%2$L\E[,X9UZGB--G!DBWS2',TC+6= MMN*8(GX S;BF!KC7$E=51-X;%=_^>,$3:4I!P"P$R??W/\3X(WVY.CX71 JTMY\]>)\'6Y99@U_J*D92T8#%E6VUC"YSV>I'OE^_W_D@AI5R9=UEFA#0V1JG4KR]&

M2'GGEHER")WL^40NH74^KMTFO+\F^UB#3;>DO&8(;5(]C08 WVF$06%/#& M1(#KLZ><\;]J8F$S,T M&KG;IFPT/9?
*JM>:&V0+OY&5@*R7WDJGY[2;$L*]OE&4H\R6)ZA+E*EYK58&- M;KZ1Z7=O^6@R/9?\<#EVDTA-JVR4.(>*TT"G2SGCZAWR_>G+%4H-*
:>YP^AV M@F-"W2A5.MN8[$ZG\#9_OM*=NR-2JU=_3B_]4@NWO&%WKD'UF"]Y$;]8NYK(MYM!9NI\61E;\7!Q\N]#V))K]F180:,!)VP?*
8CSF^U)&)=WG0%PAB)GS8Y7 M'>ER[7/PEU9[?E>3#D MN0VWT!P:]U8UX(+IG+$W=8$73,\)TW4_",$D.A+PFE(.T1'4W++Z;#IT< $#
M+E[+&I%3EG?!\WSP_#(?VY^W/'834QY5$HT*VU'I0)L6GO$]/>,\8?B;^3FC M/6>?I[\7?\T4^=Y' OK:[']N1(&Y9[WK^/L5?
4%XHQ^+-1P=0 +=A%>-\K@4 MX5FR ED,L_FPD/].!CVWDG\58:/]<@1/@WR>1O>P3P]$^;[C[Q6!K_UC]]J.
*M@O#PM9<>_CAI"^6%T.>1"M[9N'94G3<+U'U&W6]6]]&1F$*_SG"<<+#3HF-# MJT=;HVV[+ON7\0=T9U*
*^4/=])Y':ZC;Z)*K/>2]9,Y0R+0UP+T>>W\T!=Z>> MI7Q@[8(J^]Y+F:S8,3V@/*.Q"U9X5#;R- +D3TT[R ?JSG7LB$1S$6!1)X*Z*
MNY71J^\Z_;!>0 [WJ!T?;,LT2N[.3$XC7#+&!;35GK0%;L#M;@R!S5_?_0 M=(VW8S320]N5Z)%G&CX(9'E.64/FHIC&$U(X,IYA3'O1;)D?*
*\8<\#P)PY&-.54LV9+P:5 M1J,2S>]\A]*VS"V3#]P IW(0!U8.?,TD?C[,ZM2R"A94X0N35=>AT(FE<@+ M!0V>%_/Y AQ*
MMHJ,%WYLL7)O94@)CV'M2KB$O!R94"#[;_[X5I$[C!N[>Q];>HQ,8"06:8%4
MH:+K,,JM..P$G#F(&>,_.M[11Z+DB!O%D%HD8@]2'8I"6]4L5*=KCKU'*50 M@:1OL5GDSU(=W-TB \M>$/Q0[%/61K V-*
*=4L(<,"Z<5ND8+HOR4Z;JMG/+6[M,G[49U"Y9_L&Y&%V:PZ-VU%E4;CF*3 ^"\$7U,\)]2^,L,<[3M"IY0IJCL=> M:1M59^5.D:G**
]TXQ<;2_[KLK<)T9RW2[1XE=$8EKTW69](F1R[@HY>]P8?8 MK^K>W4K/UR3>@2A]2[FC:@\>=_<%[("N>Z<,Q?IS3_L-*
E=T26O1YR72VD"6' M2G,V;LD"FR,#_/C#JJGV,6>/L)^I>N&I4T_Y.1V%2*1Z<9<<-%3T-7$=45 M-IX_5"&##G.$2B CV2)Q?*
*#'1D8RBHCL2'?#$L=AIK9R-%(L0A[HL(92LF54, MY"T2QP7U;Y XADIKG71PVZ"Z]+CB*VV&I86"?/E-'*<,XON.R7NOAGK_I+?*
MFY]_K'#W'SH^OECHIKJ_G%D_POCDWMA2?K^22U7LA-F?X6B^<%>AS;T0X3H M^*]G^\X)J;W=DVRSU8L\OI//;EPE?
5Y<:K=N2K>SA\K2!XO "'^[# M17@>=+'^MZGX^_&^^/PE-Z<%);@CC58&-HTVBJ Q5HW/43KM#L3^+.3G9SDA*
MY5NHD>_Q1AK97D\)%!MNV_5P1_,#& \7#._?T@1G6XM8VQ-L5:\H+76]=_M7NY"+RG.82K"VAN$M5FUHMTG\PHFO<.!X'B(+_M0Q'?
D\B@D:_&TR/06],Z> MWBGGI.N?CA>F)=V?2&:D$T;3<@Z<+T \4 M/;IE7Y."R'^*RVC_*?)0DM/W.[HR&&E*Y/M[<#S?V'"'8?E-0+*
EJ8EM8F%B M8SH!CG\OZ+ML1=^"LF^6]'HJ7""+$T_RC3"R\U+3;!*Z?C1S'GC!,T+7FD-V MAT*PN3=J"'A]8N?(IH M!-;>)%N.S86.8CQ?*
*\M%7S .',4$7*S.E1U&6ET1XMY((5A\XVW9[#G\I_!>? M]BOI%^KC+NH#G"U1>6(_V2;C'K%D/-ZRL'@LC'L80O[AO2\%!8&D8)XHE0PQ*
M>J-'LQ6/&=.8ZS?P-4(]X;9=?\Y TK G\78#VC96 MP]&CL#6YH&!J>,4Q0A'J4(L2>T'S;VS_&<'(+W__]ZG]?/7M&G'EUZG$=Z^>1ZS8 >-
$/1 M?G!"-7 XM5)F2 TW$)M,IFA;BTMYLNR%:LBQ:D O5PT?_/;T5,.E3D/:HTLF MLDLOXJ$UAIAI0Y [W=5H#M[95
,D;CEZ!+@#%=&Z/S5V!-ES2--VL MV0UK0@_E48Z\R#\S]@1,%-_A"#@K)D:L'DE;WBMY%74D2)S YW2B MV7D
@!P?!SL2RRUVK0&DUQG8AX>[&5PM=.Q#Z5@@45QN-+@JVHD[/>;2'=:.MDC>3[>/V SV"Q"]..J1M5A$9WPXM;+/AHP6UM0?*
*+'4LO"B4%D%D%(;#.'IZ_.MLJLC#.G;H;U/>,:G!X9/<7X{3Y.Z_Z9=!0;&=QAM.XU#;!7"K@TAU$:.HD8T M"KC'-"0=FR6*L=OK*
*M6&NK[$(L-,:45B:YH&,X;LTK$)M;'9MA\3A]=/Y*Q_:%#H*]3EK).OA#$WD M0<3Z14;SH71LABA&;Y\LJ]F'9-!(EGWW+,O?#N>5?*
*CT[;%=QW_[8S/GV,/W]Y2*S9.FUQ*T-/&F4V:..@[MF<]1\N@.77U?KO-;S_SGA0:DOI3;IME?@1L?=QMMF%%LBK0JQ"A1:&_2S)&:*
*M_//@OD=:_ZL9-]\K0^V7/DP.O;".O?\S.(`"IU5[:=`L-#&D419*4+.JF8DV MWQQZ%G @_"3_4V_Y$0-*
'KYDF!+;V%)-3:I;SV>T30L94T+++I3Q^IPM+L9#J MQ5*M C6'Y[MWZ=[4ZF=R%2"Z.WNW$0C;I$C7?A'XI?*
*L9V[]%D"R/O8PNZ2'E(94JT,:7U?F MX T%^!MB?6ONO%:JVJ3)#(4!M>*EH4"PM1[+$D*5)@UDZ)B3%0/>1L&_M(=5]&%X#HS;*
*[$H:'SKB:J/T.!\%3AX,Z8[XV4H!#1Q&&?XW/21A>2]TE_?UT MS-^JJ3X,^UI5"TP>\^LDW6(L8X+E"(A_Q,RE?$;-$>"N!=!:*J^I2.8Z!ED)*
*M;7$Z56N*5'C+]Q4K?',J8B)MV*H;G(@=)2U$LA]".E.S"708-<'"Z@*N^SM&X MRAN*&Y-*
*0C_N$1F'KF=XC366+E8$##XB.R+]>$E#D^=)Y.)C;"#V:SDRC5)/X MH%:7T8'V(/+,H.DO.WEBSX'/ PQY?OG*5Z>O_P:G1'VSK6,3?PJ1-*
&.A\([5 MIGF:'5 ,=?UZJ.O+=U(_!XL;8&E&(:^G?]^*/R2A^FWIJX>UO4)>;H6O%:% M]PM]6()_$W&?V91>!?
*DG'+ZN3:B%;#]NUYG6#$;*M+5?,:3'7#1RZ'_)4X M_E6A3\CC|U 'H=:=*KLN_UG@>1#2.TW^C=4WV\M\2?7;KW7:MEQW^BN^G((*
MN;2D5H"KJEX>2OY?GOGXMXEQ157@5] /> ^)VYL5K#>(H3I &XT19Y0GZ]R@+ M% C]&4+I>D,/Q_UX"0E.E=VMF38;UX +SF^!,.:!D?
4D-Z,9%2LN;&:M..S'Y M[GQ':;65MX%K17BS'+_JL&2Y]T^PBDC1[KR^1[?<"=:%1?5CIDQ)E55 U[`EXDUH E\[X
*M1J!_18K/H'U2Z6SD*RLI^"A+63)#8X*CNB&T,<^LLK7>8@Z:,\Q499=79]7L7G'SRYC!E!ZZD1&4HQX7@EM)Y]P^=W9_R1OER=11B#*
ML(QS -J7.@Q7U:?XZQ/(L%+7$V&IG5#Z MAI[T@I@H+[N%&OM:C7VUDG\$8&,H%,QA3$E]"5E0IH^,&\#Y_." MI\P>!&Z_|
[$T4S4J@T[5I;CFK!]IRZ2/RL"U(?T)S^!"C+]B*U^Z6LZ1DW3L6/-#738U3E,B_ZGI=>"$VHM8 MI\TNBS@]CX2:>&?8[ZE-
"NL!]8O27KN/?/1P?(YTWB&K804:!]X>KZP^ \8 M3_7<0^5M)?FO:*C-M; \6"PY@ZMREEH>.6P'W&UDYTC^>74RK>']*
*^*I=K*WLQH;/(!(IH0U1[N9NF@!ZX6?P\^G]WM0.,*^1D>V]JD? M??$ H7J+T69H:.2T B701I_+N?7%OWC+1Y6I[FI?*
R76WLU@H7K=T7I]+I?4R M7D HDE^Y?OVF#RK;9V?G@U0KY84X=(V8Y_56$U>FYD:SH=Q]>0[/J@\3WAQ*
*MKHJ.!_LW3'ALN0VPAE_R2_7<"O,'CAA0DKS^8(@?>U"8TO'7X:8K\IB_'BD, MI*ZE*7 >%'C)[QOZ:NE.RT.JF2+L*Q_@PC"1V[^/%E!'X?*
*7^A@O-]S7UW:C' MM2C.!:C7A9B06ZQ(OL4QI0*UJ?NDJ86IE\DU2PXAE?0Y!!0G&-BB1_2"6O&" ML]KJ2V^^BY? <:) ZEV0>F-*
*M[_4W:ZPLZ;9A<5.G,I9[":?&7C\8&-F< I%Z, M!:6]H2/%-KA8##&AI"5D$]@:P4/+]/>C**[*+9PK,PVTS;^?/5+3QU6F*\=9 MX-04KH7-*
'J4E(XH:K;$U-P8.?^!IKY_E4"[^V2^+<&=0D(*O\+7!OC374I<3L:N(IAPY MGYK3]QP2ZXX_=JC%0E-"9D%$@6YK04
*ZEJS;3ZAY%GH8K+%*T]M9!F+AFPG: M<&95#C@>GYR#]QP57_:BV9$YS1/=]^R%:U>>RMDI;=JU;FGH\Z7!:J'J :O6*
*MP,N9I3_9\#I/DU'@%,,J'O!Z64_G^+2DZ8U'NTWQA Y:I1Z7;7>H4/@) O^*
*M_+:4SY@ZFM]6=R)=7DM+B?):T1*R\'B7C#.7T,_>_@XGC_PUS M9QMJ)O*=]OEO3Z',8%LCCQ)-\((SOW&:R^MSSP8F 9U9E%*
[]H0QG0\;PM' MK%SL,R\8"$)?X-$ O4>F(Y/=G/.GL&L/#YR7)GJ!C^N,Y,0<',4P\9^.AH MKB@U-,ICF:%'0Z-K]:KN+#1$N0LLP=N>;>E.*
*(P:;Z@(I9KK MS$'[TQ+>4_7FLA+>ATCU]R6\HX5#WU;N[8_?JK*7RM=1?O'MNX<;[E'X?(>G M[S5]7*B:*"103-*
*(G[60;85;1G.C^]XMU?/[5SPN967WYPX&P9\!93;6^?!J< MG].'^/XE5-V,#J.1WWIA]*UB1]JFTKYC'0XDC,*GFS$+2O+MO68+6,U_&B]!*
M)=O\,XXOIO:R[A'->OA9N1+0%K"LQ1;;]!T%;@$R N@,ERK-Y/RY6(! M L\L=>=MX?EO;/;^&TP4OIM!L]8XM].TM@BO>]O1T/'KL; $-*
*EV=*2K_3=W^ MO$8%&+, X^D&/;K?HKD-B=J&A"W+\I18A3$$G'V_'1PS;_$K /G-7(B*QH_5 M'3JE#$;-*
FSCK5&"6!:YUY79HS':R!#A0A,5W,M(# MSCU^4/;<< K!HW&(+4O44.'Z&A3%<1?!/7^D&H^K]1]&XM?W MU":S[[@,^_M[-
*/.U!V(88/WZ@UK:BKM^J0*G)?\H#KRG2@ X0?VU_GQM3=._:2Z"ZWPDL'@ M,.?T@BX\0HU7,S'TMS@W!C#XV1:E/M%LO2QW3-@*
M2%0_/[P Z]]\Y@(B[A]3&S@!)Q&$Z%.>/,XL+@_%GO+-"=H[X\;5SUO+Q M54FKM'B(:]9TN#2P*F6UB&0*YZS@S06^64-L.#V:'W,4 B?*
<#B,0L=(H?+/" M-P.<0V2-B2@"QU>VK!.,%;R[QQD?*PERLJP,+XKK\%$,[T]%.*KSQPAO/FD/(NW+#[T=0W-?X- 9" M+U*'-@HQZ*
)>"H="< [4OE\Z7-[XX-<3APDJQ)#GHASSOIT-RJ,_B ,#RL MWJY.D3*,3 KZ/+;UN2N)JBCZ;L.8KT.@CDY1L,\W]8CC^"&D8T[[?-*
*D;KNK+C(/SVN1@1Z:U%:&G2MX.UV1]X)1B*LNI5F-@;V MJHAK'TU7IXSEZE%UH?I:7)XP*$TAQH1O3S2 M0+.*3:] T24:,F/7^&@=*
(094F@B&5EU8:Q/.-W;NJ7< 1,R09V=H?89:O+39 MS&)>&95M'[@1Q'==N)1WSJ2OX34+[0PAKS2AI$F=G-J=FC\HCKK)FRT!8U?+
*MC0!^B?$Q(*SLH>,NPC.X1*R[=7/4UHJ@,1=F#@PPW*]1E6;BBFNJT&<21G4 MJ$8@8@,XY?OH*C%+FY^=>\TWM-*
ETN',A"NO+JV9%'7HAE6_LY$;OW 8Q,,[@ M-LV@),0U=HAK&&D\9E+.+<+=WVW9?H*WINW1^X0Z@80AD%UR4%\L4X 1U) MW9*
\FA@NXG3,CW38#L<4(.2PV,@4-Z<*Y?C0C!W97;_K*6K1MMZ/,_M^P24E!LSO>[V=I15*.L*>M'ZKY-2UNW)QQOK!&,HB174%C"7U?*
*4<:&MP=?6 M_'?!OJX:Y47[ESFT&COV_L_WO=VXJCZ=[B:9K*2K,9N47#V4S&=<,H,^OFQO M)P/*XB0/[G.<[V=_@.%O]AOW_@-*
*+]^^I=.L#629,+N-,-:***E2(UK,.8/[?>#ZIVJO&Q\(PQEV MX-0_)7?3P*0;(R5Y+?9<(^FOMO/M3E2#"'#A,Y@(I/RO]9SAA)(7*:!K0(C:J*
M0#2B_7MR&"63&&7$E0IPAK10=V!61+-1=XTE/Q/X$5_G+675VIKSI3]A@,/D MXR$%[(%:2!KFRP:71>6IWSB#:%8[$^";@*
<(2VTW<.FJ-_ <:.]%*@B,SBV-$,_/"0'WY9IR?,'?Z-4S1;VM^5];58 M=Z+ 3$::Z_BAICY##MLL]'5.RPEK)9BQ O4;E8"#G+[5_GOA]?*
*[S__WCN M_=*4NF[O'V'!_[6??Z^63^VNC@\S)R(K,?X68Q4)30O;I:9@%KCKN:U'AH@O5 M=12$A_5YZ?+7EU56X38M(YE-1\;H-"-*
Q\H>K"P<$7K+:_[#ZT^5^0(WU^T3@ MKQ7<6_5LO_::RN[?-1G[DAU(RBL9_AVS[NOJ4J-U6[(5W5X.G/"U6'SF'@&1 M"'_R=LN]A!7-
/4B:%QVL6[S_GW'B:N_KVN_?_YV MS9;D]1 --9Z;5QH=]M:1?#/'_N[_I<'%=WQ>[)-]!Z.9_^2VQE]NLG0/G\ M,-^A,@5?[32SO]3WU51
*0&57T=,.5&OK*2 @U?^MK3 M[_2EY/"XX*JQD&O6$I7H[@P+DNUM LV3)@%<7;A08__>]CS&"G66L3JKE) 4 MPH[G^'&OS&J_2]W=29\-*
*G/CI-H=GSE*I.7!M+:<[Y>05*AEH4M[6ERM# 1<6% M6OI&+7V&2EYTT]6I";B$U-+2$>7]_^5)0^"NKYM9JXY[FT^@?5PP><_!7=*
*.U=B'**;)$> M/&7L2<=WV_&5E.7<_8>O'+6J90D50[)),-BFET0B BCKY!^^^,&]DS;_%%,1Y.83V4A?Q=I0Y.J:I5XUS($5)0W M0ZHYC9; Y>*
[!-B3?"^@1@LV/-$1,'HA#8\OO7W_,*D;>R3"-;160V!1NL#, M/!%:LI?:*Y7[NJU;D?5[_2VF^=TBNP%UJ0!0&S>)]N_NZ+I&-9^\<\?(P_ M?*
*]DB1:.E:VPLBB&34E>7;UJ.4,U)? MH>AXE/[\&6&I(^X^[?/BKMN'51*0C.A#1!M,((YI8:PBPN.R42B)0DF H23N MVM5<%9'*48CZ\D>"]6?*
N8#Y#(7+1&H7Z#!\&5>#F&3Z%-TCEXDCH[=(45@X[M7KFW/W[;(?D,Q>?S-!E_I"]7X5'&S=?HR%8U]?F"3V'/EXKQ7_2_?S\MH,X=
*M,:09.PD/=N,-%/&M.6D-E;Y2RG'!,2V%\:5P7K)5IZ63J:;ZEW&X2*Y9^C?8 MY03$;D) H @U[SE=K5>>4#RYI6BMU$45T02.4 7,\P?*
*SJSOQK\(U4IMYQ&2) M;""+[I<[*]295 W@\F5W[,4O@/Q3?9V2!].K.S$_@%&^27!Q3]U @RD'7*Q7*
*MP.4\7,I9ISA_E5,@OOKRMQN;_MW@&*6J)17!9"6>$BMW]_6JBAF1_#5MWR5#R)-&3([< M&N!9>2Z75K R)ZS\EE@C+91T6U-?*
*CEI^+1=4U\PP4$Q>XKJ<#=5WB[A9L"L% MF)]>\ +K-\#Z]WO6P]JB;HA)0O/:5%$@C+6A< Q<_B>/D+_;P*W[(?^XZ0,] MWTV8LXA(-B-*
*#+\Q3ISXX$DY5I142+%AI&K>5F8T0A MK=21N227R,)G*R*B@I4I1$3-6%V)K;!E0QK<%I8,,Z&U6<&N_5!=8OC8@& MM1V\T*
.V3S&XO-DMYS$=%-N3\AL1W17YV6_ZNVM(M'6WOC>6Y2[?],8:U*,K M\GI>A$1%2'01+<$X/ 0@6J85$XV[B]T(MF6':FICP49=B@[S-
@2>%H^=$ST MIVCYFZ"(IR;LRAT9(44R/61DD\&BCA6M$;D,B@JP7Q8538^1=1:U1XO3)>; MT8#[/41$8T$>!\,[2"HHH.*@.7'030*
*(V;V_T7K/3L8N@J B*4F9E M1GT+@+$RK9C(=GJJ1$;6E.]N*!*J#*91'RE86<1$!2M3"(D2HA-;RZ96HZ3*
*MC$.$>8PS2.$>/GA(J.!8_SXBTG54]1R2I/C2=*L5BN/FZ\JN7(O8[9]T?QX!)Q>?O)FST'G2:\66)#9QWEHVMMMN(V@.*
*MIT7MO0B=S]/R'N>$@D[+M&+G41?7=L1(MWAF9&E]84A.G3R=WPD\+1\W=OYK MM/S5((X1-*TZD-?*
@2_/JP!18'>HL"WKE+W@NP'YQ]+R8,MP$E]T%+R2)/&T2 M0F7(%0FCW$;/>3RF_=7A 6$T\;K:(DI^5=]")"T$T]V@TYFR.4HG%;.^,Q\&

*MFMU9X6|< HH3O=&J-)INPYG1;%0)+&D[6@S>_/L"J3=!ZLG]]?57X!Z.NR&= M:'^]{QZ.+!E(EO8&.'KM^.ID_\B1_^F(NK-GW7&1W-.D0&.6S&*QIN]WW) MCA;[ZG)_[U9RKJ1HE]WTNS-VCC]X(8!BSK1I-_8H*9 A>M.11(D&+C(X'$MS M:NF?X7=B[:_'_/D#|\X@M;E)N'?*?2'$H03/:^(R(XJ?-T=;+>0,$(,DL MT5"_6S13^Q8-OZVPMZ?HIMN,=RU(JL$EHK48AV,76#P 5V7>B[EV-T2<,277 MG[;,R\/%K#3;T%2I0XU7HX"/\0ZPX,CP1.%P|WT+SHH!SBXR?XXO/G;]LT M/F 18SFEN-(R&1$;JBDE1>/?=SS[+.67.L-G,=\BM#D#D!3*'*>1];9%3D(K M2V6"E&#T0F5R?&FNE$EJBN$'=O!+;05!ND%3RGQM:**'4,H6$8Q"38!.W)IX M!#_68 6-P:;QT>TX38G_?O0NBW9BFXOGV_-M>14) \&\)?_@Y>Y[Y+S5D+T:P=:,EC3\GKF&LG0(8MNSE^Y[U?0I'"E M@:9G!]9S,EFZFY[M;UL@",;]JQG444;=6&W@"F1?4YU:^.^@2DU:@4ANQ*\ M]!K+02T SML#.=5]\QSFOR;AZB^K'5_L>F)+HU6KWEN/('*\J$Z)#MVH4,!F MM8'9W.U2WU*;W$A_M/9^\T_UF5?!,I?TK MA?X%FSMF)4@XDYE2C!B)DW93GZM0WIL=[L!F^-[R_6RP=]@H*A,H->"E($*QMX7B&P>N*^I,#39X4QU>1_>GB5Q96*9(>6@#5[EDV)SPP$41N=`1J4G[@F[Y M*W;Q]D-\7=7W7^$D4_NT18MQ-;LO^886'BY4?-U]2CN?>UI[5]T0[\T&+>@ M-@X)'(0B\3(@H1IPUAVH^//+=7]^I(L6/CO\9KA9Z[.#R9J2_;[[FK).M".HKE9M;9@VUZUN@%57Q^_X+.(+7C++M^/$'#?S5F[1*9:3=?I['/J\;7ZY@8LW'3=-YRN R3Q1]:?OE Z(N+N"8\EB>_M9:#);#RU3'%I>LL,U7MV8 MP!$"7'5]O\{6\M%(F?(S&KZ9*'-FS,9G]#PMZ/["PVK$+RN*/']MV=J, JY- M.E 3<>8.[8[H[0(X*W_[@1@G /K=.F:&3.3R<_6>+KT!,G^)M&JKQ*C3H2\8 MGB-/MU5T*.TJP.:.N_K+\7Y(@"';6,#WE!CZNR8M),NKU2>0(R(@7DAK;KS6K M='.5*Y/TW>MEF=Q WM[LZE36!5*\P+UI:G/NIJN0KK:Z&GPIKK"^L"F)^_O M7F0AT=_.>L@B>W4^0A/H^K#,2;H-)0O23 QV&?9VP"$&N @-Q$@I/[,([@/U MV;(<5QJZ%5+=06.16!*'"V:,"ZKF#.@C'M66OU,|\VJ>,JI=MZ$!X>+-:XR'4= M/_Q8DTAOXR6W$=@$@L@2+Q'.?-CK^>I".!'"XP(H]YQO3+Y%A9I\!R"4QV"V M0"-SB6)A5.11G8K*A(U':*MJ>#G*)Q5D!I',(_ZQ^9+,KWN";E0L>^EB5R+? M?^W7P.V7 :BLK\?[%=B'NLH37 A?5Y?:QQ;WZK!G=418;5."2]6]01RTNW&. M>/MAT1^R6O;2)W^-H!^SH)8SBI[8ZW":E:R>:%4:VL)&9/N.%=GP> Y>6V_!MRO_^7+8%$=,G(D%Q2+O3I)<0)\FU+;(9N[5^8<1 VH%XIUTUW\P0NVIV?I,H M#WG6\EN0L A&GF\,UUT!N-S%IYY>0$?8UU/<>?%+B3?.GB#2=^2@PI4[4-+> M<WM8@.Q-KI$;!/8A9EY'IN.\VY5]!1>"]W1QB\:QW[(]5''58_,GP):=@/!N_-/MP93C05A5#ML*4A46X3NS9XX]U !>.=XI><@O%L ,.@])HS9G%">5)_K/=[LE8IDHR !S"I M@?%H4O)I4,8-+!Q1[J#X/(:%:U?G5I<_,&EZ.L"% PJ5P.DTJZM,"D?P:2< 4Q6E6ZSWYIO5WS4$:=CSB:6.G@CO7("D_+E,"FG"Q/D""9(!C"Y M>*\ZI^V?3WT7.3N6'@2.GQP.U?N8YOC5'B&:U91-NRNYD#1HF89FL%83O&YN M(%RPRS>H7R2X%%(OP&UG0BXG+?*G25NS1MUN:.+[X'Q.^*.Q7$*'TI_T*("A M7:[A#Q_!'IXG_,;J<$Z;"U/YD@39$[E\CM$2T6 M?#EEX0>E[W<3=5%@<{C^U0^MQL&Q5]6./5PMX5;F9!VBQ)NO8]48I,,:8TM=0.I=*W<&-$%[7+N9MX1_L^AU4O-"+G?(+_+"$! 9;@1L6&%]RQ^P^T@49.* M(FBN"?!49;J, !\N38, \#$!X'L2X*)(BXYLQNX.Z@PO:;UV;+0AG!&+6.F. ML5(*\+]4_W^X]+'@?YG^Q^$>TEV0S)0G0[MKH(0[1O]F@?>1]/\="0 =$P_"M7O]+3"/2EM[0YQ%#E]QPU]XY21$ Y%O_0Y?#'WI8^%^F_]OX\O_9^\[NU)4L MT>_O5VC=GIX^9XUQ2R*?.]-KD8TQP01C^PM+27(**%@P+_^594"(B.!0-CT MS+W7@%1IYU![1PQM+H\ZW8XAT>_%85/^N.'_E?/_RQ% VH7_Z?"C?T=ZC$Z4MIVP2W=FLEX/4FGU@7ZI*/_D8KGFKI%/U%TG6E MEQU4N,:'>+-^KQS]4X>C?^]TZ)]TH7\R_,A/4X58F]<&-1)4'IC'#YEM9[HWM[G_EZ)\\'/V3IT7_A O]$^%'_\FHE7XSXMU\@6$?WA6>%N>I\/5;O:&_-_0_M])9!].2W#"[=D+TT>JMOOA_TVX3^CR.>D(G3Q04W_M>F,_OMG/XT.Z7QX"AB%;[%O\7MJZIWM=%+W.[2G#1V N?4ZW]4-WC]^_%B)6M("6_Y(;P/H 7!FH^M&, M5@O=E\AG[^6Y8U2DP$6?CRP'VHM11IZL-^1W=FU*LTXGFRVTFP6Z;!0G7;&: M$=Y_)%,/@\)Q/?Z2R];$OUIR>WO]D%JOL:\Z26<*W=C*?M*3F[D=B.WP|GMMQ.6$$SWZ]/JB30%%AE=?&,$_V;GSYP-$249E1_,G\F$)8)QGBE+BJ%K^('HMRI!5P&B&BH&!GUKS#ZX^T!HQ*FBH/+MZ;WNO_Z$F2TW 5%!7R,7$*OR^-_,M4 5XFO$IZ^'6CKQ)A9).&0A\AY_'8^5F^]@%T4=AAD+\MJ!&LZNJO#57N,WU>@/NI#W*"K/'2,##VDQ%KV5Q5 M?9^2DX@^?),8OI4-7S?B&_OQSG[P\1R.6STA.:4DSHIUN5]"> 7K.%P?#UEF#^77G1/@R[<:0;1W+_FN$^# V"\PQ& M&<>FYH_)9$\8 XU\2'X\I$!\=C/*OBLGVH99-PYTXT";\"1P3>A]})(PR"$Y M)<5Z.E6/#X5N.OXC8Z8_BO_<])_CN_=HZ+?@OL<[(^6NY_/R1SUWNZ42%'Y MI(9 8_B;R?0-&,71WN.C*9..4-$;91[IL:UTQU0],9@EQKE.BF?SK^7G.GWS MKWX# C?5-_5&I^'Q:;J4J'9%3J+'B4A'FW.U8:EDW,3I=Z56WQ[(&\U>WNL7 M>TPH8!ICGPJE>N0I3DOY5EF^2=;O2]N>?70W&KVT7ZR8S9<3SY/TG.2%6]RJ M5=)"G+QYL;X[A5ZC##TD<3C#,4->K@*.9QFA++$K) ._D4709F890Q_)*K^2M"9R'/T)U@\W)AJ2K<^OE_I=>S=:8R#,9J3"=[N/;P[CU]S8>Y MP/N-IWD=2;,.JNVX8!<$JLTK4KG[3+ZTR$2OKP@-K37J:%>D+_T$5*-/A6H_MILQ2QGJYUY<+1K(>>QS/^_S'X'G.Q#GJBACI[7+$ 9<0$#"F\! - M$ &@'R%4T'G)HL)(MA]&OK<*6J"=.|^V6" Q<"4-%7SRLJ$)$+2*K)IE+WS3 M7';U95\%DBH/B?Z\FQI0A=SD18L\M!@M]1XZBH6G^&<;./[Z#_IU SS\TP4: M< 60YBS[('EN4MQWI?#P:2]>ZB@(!X"K'G5TH2LO/NRG.U,<8ZZ'A 'R?6@6 MY90K72W]FI383J2>Y[-I5>KVM=!1S@%X94J^37L,4AM+NOCV'FTL>=IR%UN0M8;O%'HS^919H5A!7.\D=\GSK;:""7'-> %QI_/!4*":CXRM*;#[@F,^K;9EE MG-T "AM[OVHRI$C'66;V2+(_.;XNT-?+D/>KAJ--89JIL[H,MX^>=9771D6U M;=:/N1BD\J&SA_F>*'6]FGAWMZ-!H88-.H'=!ABK#QZMAJ(ZB%%4@3H$*E1*+J)Z9U9?]J5Z]WJ=>6.4*N3*&O0*'M'Z!R[[-^KU;E/F6QGD *A+[.:HQ4R\TSG1R;2,@RF>N_RE=$+V$I-+A24_($ML(XC6%,G+2J)^#DC#8'#R:O,C!>= J\#JI^9IY7W;J<^?!OP<:D^F@UNV7Q; M.:M]E"9/73K+@+",PE@6/Q66AYI: M1_.^Y D#_H'F?EW&YR)ES/[#_6#);L9QM!E#+GY=*MV?7/8']17$E&Y04, MO1C__O VF-5>R A9*QNJI&1*2N@\Q5=,5=_6)ON>5&7+JEZZVZ,FSY7..>)L MSVJY),>T)C=I$VK_\4_ 3YOKIY59Z?U5E#(%^C/=8%J#7B[^<$5J?NCQ,X!, MDG/@Y]'.YJRA\1+0W&!8('E#E159YR9%&L_"D^MSTLXWEFN]UAE0A> ^#D$^S,HY+PY$6<1JCF@ MZ@POV1Q3.PEUCAY%OD$/G^8=WA@)7'XH5366R$S&?-3H](O-\305/@D=*N_.4H4G "7?UY52:U;FG;BX+TQ+A5+ MQ19%IN:%KQLN7STNG_B:RP*=<9/ND_DKO>ITMCQM\L.1KJU60#Y.M2OEW^A)MZ3E=[W2IMO'QT>,&J6;H@JD7U+D*T$[H?4==*'UYML+JMO;?'OQZ GN/"SR M8C&!!I D&\!%<%]D2CXVO_)SOI_I='D]SVI?!>IMY';-:*]:1!%$:*?.9<_*:8S MBLJ]] JM2NU-2'[4>H./T,6^0H&[E\OECT(\.Z&EXO4.]EEXJQGD+3<*IW5& MES^D1[4E1(L%ADG/RHD6W7FG;JK0:<.OZU#[CLK0V6]K.Y=OK !4YN&U(Q6J M.MWA)]IS<3!1N(D>N/7MV;^2#"3Z]L37"F7W:1>5+^US&*VD/@O=1 :\-96H]O 5 M!A2^,)O?4U-4&,;D6I2G]$+IM=N,LY''?IP+X\%=O,0CO53BT7L9X$&G&Q%[MSRF]T^V_]&NEQX=6NA,Z[_8E&<=*G9*#04Z?JE2@__)8T/5WNU)3EWPP)'T MO)R?/!=[="1Q15+DH@4/5EE#[&*L(>;J_G] 2N$=3\"\-$A.E1Y9F#2%Z?.0 M2V?DU(]TH!R+))]'#\]20::)7@0/"DH'TI]4DT^TH:M?E+.CE+OG[%;_PDZ!*U M0>)).@@\>1[0]472]+OD#HN-T>. GE^^U;M*=AEBO/U]6U MKJCB]V&7DV:<9UU/:DW &JJZ:.N=JL3!_*E:?BW4Y9<'N:JJ:OWSFN1_0.VT M#CCH#=G4.TXZ2&_/Q1W!2]99+#ALC:[7]2Y6>1,>ABKK)9KD4:/K2E"E'K(BE?D(+BQR$OT6#IUK"PPM]*XS;SKYVBD^=RI\2ZVJSQ6E5PD=3[VA=TCC@BF7?KO0 *I9456>X]J/A=R3 MPF4*8!2==*0/+2J.J4N)O.2O:6L#>O@TH\?SZWV6R,]-G+OTD.WI^NQSS > M7/+P@TL&HB^L'!QX3]{O5XJ5VBUGNQJ\.'I3<@';L@$JZR?^.^2&T,IJ=GC M.Z-%'IX+K7Q?HY_!I%0/OM&#Q%^*,:=+++:P)P8UKU=?*_5T5.V 3O-)+4;> MWOI/8<@.O7A0QF^0=XOJD_L0ZY-LO]+N,.-<9=14:A^OS>^KH7R'<&UP:4(; M[M?PDNM^S4M-^'J;=BIOI#B=E+/-VG#PD+LBA]:%[]>XS_+[NZR":4^]#T4'MZ4*S7:\DFN/N\\=S.OHVII3R#45#A:)7Y3+PCJ)5,5MMQ\K/S4[KJ==C)]&O MP6?^BD1J>)))>+FI\!W]I>]]UUN>/2.,IUYH8'=#OBWV%3[#OU2MRCG[3ZZP7 MOV#M1M&4(V\7'\Z(HMEIKCJA1A.Z(VH92NFJ7GUFH%_P04C6*2QTE:I<> M/86XI7M4>I..Z#M=9SYBOB:9=N>Q4'KHON=?!PU#>0\=RIT^V>5X-(2DD]? M5>LZN./>$?TX?&5,N7_E.1Y.V&($L"DKM/X)U(P@R#HZ];KB;IO093L\^S%Z M?>IT^W3Q:]I_R=6JH4/$4/"'^@/*1/,V[$$]V)L(P6K]9,I>NFQN,9^5)?]#5S45Z40 V8T_-QYZ4C1T2:3A M!_:*\#P9L$_JHW@!I7S:B+5?._2T.F 23Z7R2_-'RJ[C@$V?%MA!%,U2>#$^M(#MD9@S(JOI5["@=%7PWO+3E04DTQTF]_(U%\9T0Y:*,;U;*(6O MRU>HE-T0EP6\A ?^Y+WOMISOACL[.1D>JZKS?0'49!VL7KH)4?>NVJN4:C^_MCOD.4V[I]"!=[(%LZ,@L?'?Y-MWFV0SU\]+U#^SH%=).F7G0U\MP.:KAO&* MU066M%!.*=QED9<8B5UD\1[9D.^-'I6,#/T^INOO7QPHD[5:,G2]]@5)>ATR MMLS>"YH;]>R-$$5= .:+H<;<_MI%0BX=G($LOC"" >9:1QFV@BD\R8SM*:Q4ZM3T692*90$9_$AJ(_MOCW*W(C!94%OQ7Q]QQHL)$B]J".:BN/GB28N0%5CT6]M43GSPGQERB\=>C[(:1]M.AT)7WKC#2$V10:.5W7DV.:P8NBNK(ZAD.DQ"]\S M CKH(VR&+1;U\YRG9AUC2G6Z,U7YI"K/Z@#\2+_,"97_K8#[;N;\6B>SDU74 MH*C]B20^%84\/*@YX/(J,T5U3G@<:[/>S7\,.]-NC?T@>5Y\'3\4R(?76>C4 MY! I"3L.,[C(!A4,HAV#. 62H8?=M\0+&:D)X#/6R'6>J= ASH\"YZGY1DW^ MQ ^BP;?X\NI2+_'RF(A4Q 3HZROH:428BITBEZ(V,?^,]TZM#L!&G68EWJR MH>2BG4A9GDUS#\/J4 Z=__7' #<&_R\0CI)15%[8@0>-655OCN>I+EFOQM_B MM-QI? FA$RHA8B=[#C0P=$-5=F,G1[=CT6?P$JD\?G*5+BF^:+1 DJ,L\QPZ M:?0S@'HQMR>9RU+=!VF2+.1ZL:=<>BAGTMG0(4&(>,@9O5S+Z.9V7)T,W8Y% MGYR:BR=?:N*<%-E8YV&8C7=SQ=#YAWX*4/=V=_=KVAR8H^ O]LB^%)K#9+KT MWIF3@[?:_.5K%+\Y578ISD$G#WSS>*/+&D-);?Y=CBV;T>C[1CT:M0>'6U' MD:5G@Q$0[G>'A;"A(T![23(PC26[2&<\GD^Q$;(SYU_#51SP?+>'D@$T0 M6HK>'PRB;^/]6+UT11U\]V[IT5/K(G0MT-K#PFB$U\&,U*S(5S1"NH#=[!4XAKP5;4M MKR/"B>B3J0]O\=:T4R);R8>/1B6?!L_L35)NI<]3 N];$N^2/VA/$HK[T2LAMWG/+SU&)?*]6^^-RIY3HEQ-/8/KV:/Q@]_F/\-(@L[UQRO16@\P(5L=Y;'Q M*F:C8P"^9L+X*2%^7=.MRY]+>)<,J-+7D:119W79/"%Z"_I_:CGU???!C@IT MZ>%U\DR7'E7R!^N%>[%N[Y%>1Q2?(JW]:=XK\X?)[-F/X+ET5,IG/V>%\;Q2 MR%=*AL"-^1^,X-_$\+D4&=(1BG05C O!9;JOQTDFHR43W-A(?@W3=(0=#\/' MP4-1>^L:Y)9N+=?+U1CPGD_'GPV7R.1MOYKRMRZE[@ M.L0ZK&X7)\-/89X[ANZGO!*EE4K)/#TG*Q3?5Y1<3&#I*[(KPW.5:$>+3O\T M%2K<3O3HN+]4EC#IXH^&!- FMBCB[3>:'(R>TJ4Q4XY$DG.&-CX:H=-3;HJX M1T5\-]2#H[]$A(Z'GOY.[<_<0V)*ZN5C&ITWLN,G#4%X_0)RM3&1CUG5J&[2:P5K90?HQE^2DICH1Z;J"_BI/GFPB[A'V#6C(M_Y6"_$FP(NBK!C38=U"9G(]DGAI:/3J.S,NQAJGK2^OK)U=_^B9B;#_D&\,? M$A@=GEJ6'4!]I6:GH:?KR4R$;^\=*EN@]0:-X%V!0+MNU!3<)<,SBK6#LCE MBKRTQ,>,6B;)R;PW>:IW12:=N(FU:Q=KWZ5RQC82\C%\3P9 MK?6*_6(]/;A)O&NGPDL5GK@2$KQZO+D?9"?\/6A1-8?FFIO^O@NZ]7%&+^ MN:KE3:*%[?Y-NE>+ESX&8[X@4K'7I[?WM]PG?F%VC=,O@Y+ M)<-KLL:J&;DSRKK#%_!!A,;<3P/&05WER\8D4Z6:B7V13?[*2>1\,; M\GA3'CT1W*<#[*:ZN;[T]UX@G+Y&U1+-3Y6(L&[:GRL/'J2YE_G0N^CN\;*'PT]^2CUA3$]31G/,[9:MCJ6O2 $+SV4KMY/:9]W5&]+O1/I;+C4MBN_-'#EAU&Z!&_;'G^P5A46\"S /-S?0SM5B;*L4GS4*D"885/?=2RCV'3KWQT5%W>9_!M)9FYX7JL#;H@A^TFJ!>%US9O<@*C:?5!2Y?9\9+*BQIRP9?1SUGKY5)<226% MN"*/(^(#-TJ]-;."<46<]8 #.H&&N^UD%SKN^M$&AX-*

N-G3-.)BQ7DX^UKN# MYTK{L1#)O\FO'@"0KZG,PJ.LY{4(I5J?N5WD\%E]R*
M#U*"93KT8^B\;J>O*Q0""^]*W!6!=J[88HP=35G^"")'MF8#XS-9*/.Q,Z/U M.;A2]2UT3H8+$L3EL3$\YF&JM\DZ7"@.4+Y*NOELD]?
&V7D6BMR1R*BK&H:F MUP:TABIS!JL_\1)80><-HVU :06>+E#7GETEC1&C@BRC 0Y/:D8)@*@(.M\AQ ^T3]Y*%BX.)VV;D]\D(NM8%D?
VF+HGA]-I;B<:Y$)OI:/O9(#Z9)$#IA MLE ^=H/'K:9LA_Q!+4#L&ZBV@G9$Y#U42AAB<)UG B2[E,1\KS.C1O=H]N0
M_"=8)7PE.NDG.#8:*>3(K^(G8$K-)Q Z>^A&^($1_@:DN%'^#LK/L*QL2+K6 M8.8,-!="3O+MD0K6:+XV]$V4;J?<*Y28Q"
^*\;UU,,W$/8;07,C=K>4WX . MWY/:E\(_BP_0]!O4/#G72G9'[R/WCN19#ZIU9O&Y+46.N/X)N>_B8+O(7KI M?O1&^*?7|
(=I_FOTVM:'!:93D!OZ9XO\>@]=U.U&^=]%P[\DZ2]1_H^R[3>(.M_$*KJ0!E,A\66M5Y_/'S)3GI:C?"_SF$?VZ1?["NGSRUKO]SZ7Z3Q$]K;_1
M)"F,QD9TD/O4,OQ7I?H-[/L;X8=5XE^*\BD7Y2<]|Z#3)8TK]NF0=,0E= QBO,W%[RQI"O71:C#.5+BQI'"I+O$&E3F39*CZ7%"
M[5=]"5$00"1T1LN-)7T#EG1F+>G'\;0KBY1.Y55>-!GD,F!DN[^D%T_Z/MH9]!JYOLF\FC^/XQ]_-"AXEHR2NYGL(H-
*L+$B+T_E6*C<<'HRXW/@C3BY7SH.$68K8\;3PJ? M,A(]G"5%(Q1]V@21&TLZ4GN9*LTT$Y.I?"%2?7C. |-XCHUN/.G&DZY;3_J1
M3.G*W+.;+K+TZ\EZA"I\UCN)(L.\?0A]JBOHF\% MOJDG578P%5O]T"6>W R.'^<$.?7-V)],]YM\&BTAW9U67TL:V.Y%UW>6<^&::?
84=C,$M++\E8?5"^Q6-N+.E':4G!\"1Z MR0WJO7/;SV!*FRX5&NF'2$G.41U>>^Q4GPO#]UGEQI-N/.FJU23Z<)9$!^6J
MO;$DOWI2M3&,#'-?T6;! -EYY9DK=9^+-YYTXTG7K2?]2*9T7>'ENN1@@S7Z
M@_0D*]ETHC!N47,C4_R<"*_OH?,WAYD7W:+8^YC0&M9]*Q9D=O*)'M!-:C/+ M*36?:E-)B)?&I5(S/I+U>&PR_KX4Z /$RUUCHB?
IO^0(CD2/2KGNA-D?=O8$ MJP)U"-26T;= &%3S)BT[=_^R6$0.J#K#2V7I$\XJ.XJE(RK\]");R"_[6X* M)3;1:DKOT0Z=YS-%_37]
(JFA2UC8W1&5#]!Y#AI MU[;#IPU=5Z%AH=(I!6'CV\3KR%M1W-K;*&]TMS=WQ:\&:G"YF ;,X7URJ
M&"5+)>BJ'KH;&!=G'%M"N=JC[?MSJQC9,/9;JQ1"7H$[9 MPQPS'$8. H?55)D9+QJB?Q9AOV(CPC$*D-T0N*>K[;=JECS\ MF:W6#^-0-
D1-WK0$TO-R!ON=960XMPH3;/-C"ENVL>,-']M+XZ[R_#$AV;%Z8^,U*N9OO@Y^V;[-'0K\9G ME7&\3S+ITH/ LHU'6;VBB'?H\7.?
_RQ4^'E(78$S,] A%@9J>J'T1&+\?Q, MG0^3=/IF^UT+ UVYC_J-$-3FH%FA^_7^J#9%,H,%R MT* 0=$>&RYD1E)"RP-
Q%_+0A*GQ9!%RKH#XXV16H/ M+U1=C!MCOCI^J67Z^>Q#^&HFW])-/S#:%)QRG]R?"'46US*>J5%N%$Y+TW)+ ME!6UT=-HG%-
;U5B)YF+I:[IV&W+O,E[C!JA]/YH[I4-R0V-I4Z/H,BH\<+VN M-OGA2'=1H R/5]6MGYU.C=%AK<)..C,RDODD*W(M.^+TT'D1'=5HVQ9M3-
^T MQ[##T\G=H7M4U,G=67SPF\^>!WV]#%>E&HX2MJP_6:?%]P50DW5P&F8IIH;& M*UFM]$GQJ17G\F\MS6!#%[$X?W+Y.C1659[-
X/@.7' USP4:%M$#\US\,7DD2352&=RP^]@)15J-+A;QKECIV%GGSYA MBRXXK(#TK2%3_+!']&>?FSU5=4*NS?/YJB358R*
IW5HX>VK\C&EQO)(IYN?W%OX;O&FYH\BF.Z.5RXLIA)V<)I\M\%H3&BU@ZX.^)S%N\%Z?CLX-/X>6Y]Y2(DB"J4)3.3KA:^/(UKH/G
MG=T"/Q'/VV61O_#25T1OZ.(X,GX?B#29S6NIT.)'2"SR\/"/XQ!CLW>[7.?B MT5FM6^LD&LGNH$]^ZB7J:E$B<.]V>) AT:/CKFNL]@??
I5WV<)4M'.5K\!01 M'QL&UZE\Z%QRD*S&IHG068L7*)2RCW>=GV\E(G3\0%1U/QHA&E6]$^
MR9='1J+QN:9"*D:F';HPR@TAQ"Q"V\)RKO!/"[*&RNL\T-QQN4[!C:H6E(S6
M,5H,E4KFW_*5\%WXV!OOVK?/[ZGV;O9EHJ2X'*HD!50%F0,U1@2NREWZ"*A(M#]QR5=(G:^EGC-
2T]$0^C!F:GT>C4F/X*82.M:!LM$U'8]>7VGPVWU*V7<[K MNML#
[]_M8T'9E6>&X(B+S$2RTM#ZZV<41]$0+NODO58,3/N&Z#RQ(<.82_I MC]K*;#<>Z
U7#^:5O8G1C\Q*S7FG5%E(_TY7BQ68W4S29(UN?N>=WDE=>IX_43"='X2NH M&EHWTY7BP@;]AHX6\GJZTV(+D<1;M?@L2AG]
{6K%Q7GS3*X4"UIP/J 5M@D+ M[DVEGB?]>GHLJLIC5FD(XJ1PM1[HW9O]_MB17,..AL!(RU8[3M(IX]K,_"= MOZ.K=A8ZO$Y2#YD._|
(4*N./=N*)%!.9U]"B@WMS-@;LV%U(X)\,#OZ!5MGP ME;21D;B<+"J,-*\//CP+5%2Q.\^K@-UR 8KG>+BL%B. 3==\&RK_"2>#D&5Q
MZIDUP""KW38">J/F8-NYRJ5>6S322HGRCP!N.>\?QZ%*_E$#*G81;E U? MNE4Q-M3UOA'2392=D,P]M8\,J"W2&DL((NA,X-
"18(W)#^OOB;Q7V_OJ;Q,%B83(-=E[BV1^YG%MVXZSTY$ MZ=0*H%M-M=J=4D/YZL\?.N5&^/1+7 .B7(*AK-X>;A<>W\A,__VM(W8*^O
M M"_K<9^#*X0$G%>B%6ZVNHLB)K@#.3F>U'H5G1YR6\K U*J?>R);/\F(E_9OKE M A!;RK3VF?T2Y-"E>H>V;MN!0#J-
&GPK9K*QX,5.*D)\C9TOU4U\R.1*TZ=B M*=HI36OINFAH3:$<.@WW,/Q;W]XI01ZJJD^A:.+BB\>6D]%<*]J3-=)0WH\2
MDQ*@,._^16L#!6!^*+BTWEGN5Q,H;K\^]QUZI6>A.^;:H*B_5%_5&;K=+VR>_ MF^M5\VB ?H-_>ZB\=^ITYFN@?W7%^$?
H,#,,FD=X;N1N08'#;N0^R/ \I*%V M>)'*S3=![+>>9&FH U5$;Z\I'ZX+9NCWDZ@NC72RE9]PM20I/GR./N?/H]GL MFGCI-
FCT!Q)C0QR^IA^'0^4A?/4S+T@I-\P]?1,8 MSXT?@,H"!:>E;I\S[P__]TPB53.*9+Q0+Z:S#TK^H:_1H7.57C ZX+W?PPY@ M?0=RO-
9.GULSNLS6 ;+4!!P0%30 >I95>?QW9J@"=X)7,4D6XWHU)XQ!)_/: M H5'/EL-'<&$RO>T(\'+[!-PX-
E?"Q;OK>GE(Q4G!SX2'[G,I)/C^H_Q6D^N M<>&K !C2-(-56"]J(ITDR$4G77YS^T,H_>;["XPO/$UK+1&/TS.*A=Z+1DP3F?@B#R31*
M@W%I/'HIT*68,1H\O];IZ169XC<6<9F^KS^)5&/J1V/*=;)%TGAN)I*1WL-L M_#.OEUP[HJ2B-9?];(P21+GY9D*8M.[:O$]+FKIW@D
M6H&*EG]M%S5+1G*O_5RN-'EA;K#F'I2DDD^7B83R5E-9XI<,A.^&N57AOZ7=3%< OW-7(U_|[F9@1;1;4Z8
MV7SE1L$.PFPJ_>8CB;60R_1)L26-Y[V1-M*$@@+TFT*TBR;6@6.G[ZU#YSM8 M&\LY,.Y+=,?F.X7EKNA6VIHGWC50[:1(LJZ]@7BD
ZV,KYO$.&W2JP>J^?[8 MBQ/$&6D(G-3P*C/C14.\F(3(#OJ)ASKW\M"91\EB\;'X5$MU?F3<>.\B<*ZY M#3PSRWP)>C?9D\DF?
BQ66TDE7AIWG^G^L"04*\6WFS%_&;K\.5+ODG>9 M7)=B3B/;!*V?BA;>;*I3&3Z.&JG88/CX'#K[[JJN,*W#Z/O)IH5/>^5@O")|
M+NV[4!H|*W5^DU66M.0L? K@'2IY&1AQ8'>H'X LP8_;$K";0&=X"7 % M1I70Y6P+Z ^#2#?1XD9ZIU)]_FP-G@MT)A9;\MZYU06<-
^\UR*CYA2Z#+YKI M*2,A(F5KRG.'_]!HEC-B?3[XGN.>*2-]WGNZ2V4)%K4:-+Z9,NJ%,E68QVDY MF9]7],
(H=)SNP&H+SK:N0T]HRT95H;*/5VJE:HYVKR M2UE,O]/*#6DW@XT^%=CVM)[5WZ=<>_+RVB\P+P_-WBPF)QZ^PB MP]F5U;^D
MK11+W?%LJH]TZM%/I1P9%Y(S*73JY26Q_WH|N6P|>>XM6E:?U-1;8=Z.I)XC MU?Y'MW1C>)?NR6)(O
GO#OP#V8P2QZA<+]\;IMF1_/&4&A5R#3;^E4|/4Y\N MRT$$C&:HP#R;O#VX_:W]&8V^9Z9"I]F+O+0+;*U2R)$TI;UQR7ZL .W-M;EX
M38[15/(?.6("=]Z]=G8&'[DYY]DQ6A%:^HX737:T\U;>SMBIFI/:6>C#\IP M^M"9-
Y5<&CQ^1D:SY\TS58^8J=/*]TB&?'Q(ITNY<<)H*].Q5$GJXOJN[$.$ MKQPQH0*?]Z5TO?,8$9[R9&($DJTGKCNOO:WOSD)#^.
<1$VHC1@5;[ZO\^OI@ M]+[BG=RT^930X[5F=@-66D2#W_$^:9[_A#P$'ZHU+=]A/K),LE;IS-NOE/:>
MK&AEEP^,PR^X!ZL9(H#\4U9]'O_:^^C+/)!D$?7U6!_VT TO#?'OY=4?#@Q> M!V*OE\T-U,@T41]/F&%Q/E'++74;@T O'
'\%UD'O9F2+JKD>%0J,$+BM51[M,1X>IEOF0R\<@VPFU^X-W[6HI)>&F7%]D!S(*2,Z+[6V3&F]<\2L6*T5!#QS M=:II7.
(K,AY'^H.ODI&MII+9+2S*]=X1LP-1$>0Y +TVGXL,)P8S'1MB,=6% M!,Y*\2T\RWYI]S_YF=_(%[*ALH"S?PX @R'Q21$OO_\+_P7H>ES
8IYD9E% MICRGC_Y0)/G/OQ6&0S4C(P(8Z'_B]ZGAXBN5'XZ<[V0SE@NG$1A4W.]OOU9& M58>\%-%EY0]-W2<4_6_7'/!1Q7YP *5C9,"
(O##_\Z\VU LTH@:F1%,6&>E? M=^8W\++\;E*F#?_V-G];X+P '@F.:L_R!?Q+HGZCU!YJ (48J&/S?7_]HUW/P MHZ8PTM*4^._DJR*C&
..P5X?]97?_VGS?0%0,@#(H<$N*1#,D>CP"-DX#_*_* MAJ-D!<"H?_JR/K)69IYBA"+O%ZNUCG'QY?+QKYVK^2-4@=A?Z GB?P@:O_G[
M;\A6(B-ST11[GXB;&W>M9PF6^_"606E^M65&&U(,1MW>(,F! 05UT7ZBS_5B MB7ZZQ_3I="_.QN,#CJ639(S\RSR;HV&;ALM'"E.$$?BA]
(>%AP]4%[#1LOI+ MDUBPZ\L"!W_,:,2 %P!'3'E]1.@C0'#*@Y^QVUHC6H U5+AI^">D1:(P8TFE!/S_1T8R&'7^W_^@$N3?
5/0.GCNJ%-8W@7_J36*(K"(TO<#G M7?MM@B&OZ:;U0-3D>W/)T6@T0&J_G]&/ ?M$_CX M?_\C19/1OQTR/MFQ>,-5\SVXB[\W@+)3*
[<+>:+5SK0+K1-#[X3+:,!5RG6:Y M72ZTB$PM3QI>\3<'IS8#I^#T,2+'@F] M8KU9-2D9AAC49."JL;+.LX1E6C>1H/?G:20D!ODZD!R\,2-
8?9%DFN]*HPKXD\V25S.Q9=2M'F0BVM-Z0$$2S4"JWVLU,&Y*IR6FJ MA5K[O 2[11_CH5[-
LYL98[!0/"GK#F29[8<"X6:.N391+Q)4.AIUK_W&*@[:3+%TCH+JMPB%^ MGU&WV:PI)@[7%'5L#=IT82JLD"8$1M'
'_L/JZK0V!:9(!N/-8W()<,08_^2 M58B_63+;.UJTVR[[NL&L"O;UW4"[-^ZBOC*"788N/A9=0KL$J-Y>$Q3!L5%+&7W)-@9
MJBV:&L'ZOSUO^8K 2I)4)$93Z?0-KM*KNETA*+B5"R16-[E%7$GI!QCMS,A MJX2LCX!*?!@JKT$]'KMKH;;,2ZRL*K+EOT6/J4-
&XK_PY]\A0N Q JPK8%#DH7D [.Z^;=?<0!9*D)7OF_>M>Z)@QE%5HFSE+K%6]&05@IC5 M_!M;:?
Z>/6FX__.@98QC'^A/!!FGB"H<5B=RO,H*X(YH&;P.K- 9JLX6EF# M$S,T)(9XX 5!NR-R<)2!K$H\0Z3I1#P:GG7^2L?2OXEH+
4%8"]UUG7]RG<* M"C1X/&6)%0Q$H<0KQ YF8. 10'3-A" ,I(EF^&YG\Q X\1Z%([VA1,.(2Z5 M_%LX&BJ4=[S""$1A!E@#&2U$?0)$&B_:|
I1P)VCQR)F6^8XHJ.!*3RTDAOQ M8+'&36IX%GACD-^+02*'_AUQ0C:9&<)I"'C01 NHGQ!Y;YPP')S0<_PO)RLH MK4B7_X1*1:OR[(@!
@$UWR< PD/%SKH@O0!5"_"F@"EBXDH?^SIJ1&>=<73 M:0C!F9G/0F0^@62$")QHDC=9'=\1]E\$9!=TB,3;+YJB?Q-QFHK$8R1Y2P(Z
M"Z=-V4#C)61M_Z%2RGKNKN,1+ ^@])PCL8@R-[5%KF8?(,EIQI:!"ND34H ^ MXC6B**NBJ4HQ*H"\%SX)7Q_8SS $!T]BCCZH.-
+/2X9LP/$8#;ZL&*IFH$@U-M?*]I")9.%J/BA(%XEZ*V$TP^IH:2BCXXY@1X =XR<&LB#(4[2^OCRI)8% MAWUL+3"4
=IZVY""R7]BF3R=CB=/;])Z/?.4@>3N%%IZ*?>($$8H & UL.U>L50EP+9N HKJ38)VZ M2H2$52\;FP"C"NB.&X"+9;&QL.4UM"F,?
F9&@[DU/W"-A0ZN# $YA!Y9' '< MHL29N\8@WPY =B\ ;Y +)^2X&^3.!3D)I6CI@.C/K3.%CXZ)Z0C@X _:H"L] M"D-5@&-!8+(L-!A55#
()@U-%5N3&;PDHLR,;?!$1H! PAE0R3@$0E86X4G. M[PB32\.31NL>$E"+F$+EUOKY'D6X+5Q8.!+F MK"(#(:4>3?V!,(?Z9^MM^
M;.\#V]=G/XC0S7IXRUKM)WG)A>,4W8_0-L8Y%SH@CMYC'+ NL23B#-FGTHE> M/Y%,]V(<1_92 \#TF'0TE8BE$@S'QJQ++.8;:;8G-
3AT)JW',=V@'N/OE<=" MI9_I43UR]SZ5OQ*SX;A;!48G]OHE/#:&*(UP]R)'BN-@= M-
S2^PV>>48&RU2>YX>!)E#LCKC.A"CVA4A]2%1X]N3;[_]7(\I7?DY&YH4L MB.;EQ\C#$+7>LY[\5EEQILYNCY*\CU\P<<=E/ZSG\/A-
2EK:8/1[;X\FO_?V MKA<]]R=O>"\+$DXCW)0?"TV9A=T"DVP.!G7[9Q^I))R.NTV\M9<4 MR_/6XP,S0[02]81"JY2TBE#;,.<*>-
UVAG&2/+ES,HD+[^[K[LH1HQ%0)V*12B3)V,]L:*;C$"X4P'5R M:'K2- D)LQ(>=NRBN80YTAP794$1/@F>@HQD-
SQ1K&))C,3RC(!,+]F0L#C7-MK&I)&J&H,JJ:M>SD;@&<16_Z)._F-^_Z-^_LI:OV_(&+ONL[PD;2/L(:\ (-M6D"4-6L[9]3
1^2Z'CSI3P:9T5,#]Q-5090_^"TT%=M) M4V?VD>_.,%Q!.: "B)8XU*&909$M\0/TP6!'!&?=MN!PL1^(L2(S1R%A";!0 MWV'4.
<(<'!+&MY$7<0G\(D(\817OM1'4F+ 10##$ #5'1>%0)_HR'?%P7NN> M,Y0=PMQ<%EHOH^]L@)T;"Q$DLC8G3Z@)0
0X'GXQR6A!,$]\,?,AD-<@8#GF@#A?@* MSFEG'"2KR?=$%*T&3;]4\JGE)@$4,21:$0KG%6ZI&H 2$>^)7^:=%31L-!JA
M4S1%QR%L3&3>N@QSP3OP%>X%'HT*GX5DX%3@6J$R>;#S5+;C/)'ZQ?XF-K/V M"U6[SDR ![&SG,QVJ M19$>; JW]QC]^_|=E
{EJL1GK8W&T!N"B.GEQKC[AQ&FS%RSE/M4ZIZ,.6E1 M#B1P44%<]}!8_+EP;-\]*9HIL5==2?&OP,HF+,F 7II, MQWL)R&NY:#S.IE-
V+/5TPF_7S5MJ:TU! M+@11FVZ'T'8MN[U=;MC"'V=5(/-BVV-0M9==0E<[I]1% UD9#KNOM=@^BOY_ MK)2'WQM%]AUQZ(@-

:&JH6S:Q-(U;4SQT\,(,CHKTO_WCWT-IC80[?%J8[U:/ MD/7%\!")U0S^]B9%+($D:]M&Y]GPS1?;C@O+^UX-7/J0&UO<5"'+V5Y+/17:YR.NZ;:RC3%E@*O*_#MG!IEF73E,>_/%:-.DXP>7H:+2R MEG"-*

%Q&!ZHUL6*:]FU7;XM[*#5GR/UN>6"1S__]W^X>C5KQZ.QIQ/GQ%>L3K M((%(XND*8K(V^M,K7D:,_>K;LL53^169X'7U1XHXG-P4Y!.W7G!EHYNL3&(MAW8_4W<*]X+$]O"/.\RNK4?@T+_XW]#60O20O$O'J;LT%27,:NRFHB&*^&V(MH,0O,+.O76&:V?P47HGIH4)/H5Z^1)=1D?D/^0PD=)P9!Y? M MA:9_AC.WF3E:8.NJ/!_/\073.L7[\ BD23OH/Z[|8QY#3)9Q!),*WD&5);7 ML&8(L2,R,#CG=]'#L>#;)D=H8QP.\!+GSE<9=%DDUM92PAX0)@P<3N!{Z)] M+_B+C#TR1 CL%A,7QEPH?

@$#K1]X3"P\70W+2'VDRL9P9*+U'0;02@Q%'\GH MRHTEP&UU%N5AJV9_"IKE9%4ARB\H MG3_'S.%JB+(F,"CX NU VT:G_&QJ2ZZH0M$IV?MN2DJ+M4/'5'IJB3:N4Y64+F4Z@54N!X6S/.1+5= %(6CM@8'@[% MS=1YD>;/:!H_E#"'#P"=E^E'#P0X.$=TA.,8EE$8JS5'(?+<2]C.C?-*Y@VS!R\(>F_Y9E>>&@"B: MF9SP7$S]-XP@\.O3\?+1=]%X{Y:J$<6_X,_+5OI=B3W4.O\PHX0]+AHLGKA

M]8D2R12!88&M*.4$R!>) M#(%CRXA<%_-@2'"*[=X2P>A GHV= _!'1UI-!YW<]GM8)=5 M?@@!N@?NV\E\BX_#EO5N5P;$U3!78:#8*^&/2&4[KM1Z#3,(QQ(TY75,5I. MCE%09:S&T2"A483 VG$RR-_,H*QB2FE[^GH"GI%M]P;7S7W9MIU=7?,!X.J.2.W$Y9NI,'8\XA/0!!X0;4AP$!M11HZ)YV9:UB5Q MLPR7K "<$&A28IY7X=HN;X&9&89;^-1^H71GIS#*+%3#)DDX- =4?%DDAT M[DVNL'+';.K&?!6AD,N_9,*4CL .IS.9&C)P$04AO)CR@H"_(/C!'?H=C6,.

MBQ)XD4M+XA%K11NT$WU,IF8B#BY49K,Y*I^]2Z;2[Y.J6N.

(*':R&]18Q4QR1LHKH2F"ZG(!'VW*35"X^%.&=5U^EA58Y!E8U_$1>ZT1>E6 M=['G0P2P*6PU1>!1F,W\!(\HTO^/0 OF^@64RNO#FD:GU>X./VDM ME@"?*/+%*-P 8JEO%J8X2SD_G93\'93\'IO"@;.DK9<6O_5_[V#$9WT'OL^ M7K>)]IU*\Y:"8T

S%RKCKJCT(B1JVSK(%D$%2Q8WTTV)Y' ^SKY2E:,K(I09;*&IIEB\5?V M=^17[C?!].5/8%E*\!7'E869+"^9Y4SPTGG)G6?'

851=4/%5%87F$\B"]0A M9'TB-OPVM]+"\^1&#*^*C*-7]F5&Y2S9LS(NU$Q'*B,251F>(.A;]]><=^ 3 MG.W-,8.H<'WHKI^(;Z6!>Z)E!%F"!MS 54@.-F-V(.*<^';NFB M]]9E7"WK8G=QI:4B_6"PX?(OO6W$LGX/8F&7]3YWMC#'M7_$IPD]? M6+._M!Q*A%/T3%RVQRQ^\3R';NE/DB\P2V-=-9F]3F'[QF<$1'L;9AL5F3< M6@'6$FS#&%_[A3+BCRHCEO>+2I'W%>&OU=FGB+F!AH8H$Q(?C!W8\Z6?D\6.0X&F!PW>&11:2F7;'3=D08"+YJN M3M=]:?

@+UAE0Z3*@F]+6JB5E>33O"3BDMBRM'2/6RF!#;Z!AX%M83]E;=\E4 M'QRQU4']BEUR!JW"Z7#@ZD#-H[E9:#?!EQU1AQ:X=X-V]QX<&0!F.:KE3:$Y M>=U^'E6L87DK6+!XM6_,U]^T'1+/<^GZ06JAPVHGV +P!K>N9V^*.BSQI%/

MVZ#J9MBX^7N2IN_CZVSGE&51J!A-I6F&[I$,X'HQ*M'O,8E^M)>()ETBHGV M^^S)RJ+L:QFWO2S*7G[2ZF0?"

{DVT:X3N7JU\51HE^NU.R*?:1?RQ&.FULDT MW^R4P?AIF^"MK!]C;$+97]6L67@J5\LUM+!&L]YJP.5W6N'ISV5%X\WJ)LNTKZR"[NN*5BVEA)]E2WOJ &W:'P1& MDDI"@)"';3"W%(58W(4Y[?[V>6!M@G#S:XNFZ2@UH$F[FI!+)&*^!;0E7\,= M*9[YXF06%D_<"+L.[X+>!(_M&.A'D:!.HPC3_?N#.6.!'R" 7G M$P2/!-95]',P2:?VEH^I/,R%;V0%O\\^:*F"#/V@^;2[U]J?N6AOB,P'/HEC

MB@>^FT4=NJ"G6DYS/0.8@I["M]1Q.-518H?V)W=6BP<&)WZ\G.4BD5SHF7RH MZ^1]P@N>\[^#WH.A!$X^O(L#*BGL9 MRZ["B-OX"G9P[TEA.VY52Y"_/&X^X76-&Z_E YS"H*TF>W89G)Z_N4+*CGJ- M/M BZA,MMN9O![N&PRI-_F!;=%'9Z2+VJ,49+F,+>Z/(@"'H2T.(>I@@=PYO M7NLOK-)72D\BK MF ^9L6U!5PL[!3MW_6C[-V#8SK,9L>U8B\RLS^#\NAI_5F91T_KE)>^R.S^

M%=VCI_8E'V('LZ1MT_K7=X[>L15EN00Q^Q0 1T_L4RQL&PZ9]>%C\"%:T4'& MRSZ!U%$IO,_H1;?V)PR]S&#[6H*>Q[^$\S*+MXR<,>B+_EK276?R:TE[F\&=+>YGA&&/:$RK[M:8]8IA9;BKPW?@S>3W39-"3 M^-5YO,QQ5'SB2($?/!G5*V8L=INIH#ULPU6RM*"APF#08\"Q'Y.MYF>7(?#T/4_E.U_,PAU6>/6A*\2G'/4QQ23%.^9+BVTO1 M;^,$03,"/7!.$_ $*_5=?<5+@@Z/'>[^A ?F+LH7[&YPEZB@)_$;C/,PA4G0 MP<[1\AWQ\V1=HPY=@1^7*TTDV)GL_F)!SX.:H 0]A[\ EY<9_+GOO,RPN P8 M]$Q'Y&*%B1T?D6?CU3WHRO?T,Q\9?&:[ERG\P]_++'Z<#^< OI<]^(XO>IED MDIKN5;+_/\8@*?PLHC#GH:*PL\\ ,[XX=<1_4J?5[I(U)

M^G,5[VI<>DHSTX/K\Y@HL8=I_:#/4SA]TZ8%T>F77\AX(E\Z4Y)3Y)]A?% M\W);_OV,'F:AHO\,> :S96_@D^"&P&=!8(L!!CJ3V[>1[BG/-O))KM8=V$YZVRFL M7$P[R'|\YO;0!_[20\GK6!Y^R+V>()Q?HD;V@]^[<>S)%\!D17MQ%5]'X M^6B\|!XL.ZC'\KF,/\]ME'?OZOB6QP<2W]G:(GLF$@]*PE']??="^?B&R;O$ M^(;FQH<[7,_2 'GO 6WK7[Q]VQM[#?O2)$-8UL&'G>VE6HA_-[67;?AV4WLKMN>,O(\'+'*AW7M!S.-V/ Y\(DWO@8 F\E(O#,8*&2] S^+/EO:6MH^[I@4]C M-VFG['?!2MC85 M7V_[3?6Y46!.(F>YS_.E? 7Y[+(^A)39RZT8Y_3&^?+,>\%;"O74 M]FLH>)G(OZ'@919?AL)9TEF\[,*WG>!E$K]V@IDB&H)CY_U--[WIH'HIE SX8=0-?&I/7JZZ^];M>PQ7]9HCM$=/-5("+USCVZ7I91)?+DU/Q5&.<&F&L9B0#Q;IH1"&64$@V#WX MS:#V1.,!%W@Y+N$Q3$_(K_9^X'YSMGU5G9)1FUO9?60C)3UJ4R=0C*3([V_ M?GPE2O^R\/BY_;78.GY>OZSG^)G]J5(GF-=?8<&CYW5

V!XTTRYU MRHU"N.9+4?TA*OIOA1Q2_15@SG?H\W9O@UVG2!=,_M,,E1D!!7$WJNVFK&.K#C6"Q<9):Y 4)8B&X.\!&;3GA]LM&TN?A@$V0]%K9(M'DLMQ(Z:6!_UK%JZAK4#[51@B3HS$*SI(@/25H_^BY'1[+"A=\+3AMH?[W1!:,0=>)W?<_N5$] M7 >W))N0 I,_+:)GX:.-#@E*P'SR#ZU<;P84="""#X9]7("QZ)F??HM,,BG$ MCF/A)AR(C/W]H,:5=:&U"M2 SEP;*A=22:>6$&65OA- =J ";>S$0O39C]^:MIZ]LS%.#FO9T"6;0!*>Y?+KJCQGBHWM.&Y:;U,Y_ 4 J("%(=&6\J5.#:;< M^A%TE&\JP(1V/5:9UG(*%'IF5G $!(A2M!S!4X!K79X5.F6SH?L.ML%^C!G;#%IOE .\\[;CRG8^F\H&Y3:^5OHW%G&S+OQ]6(K8 1] MPQ_1*U_E'$#*5"D4/[;KT_1/\0P/DE!79T K&564$F2ZG/7!\20K>14P$+-H M2+MJ]^45.?+EK+85QK+!O+XP$SG8P6_CIF:#)\5HA<:AL[RO9AC1CP#:$]- M4:="AX$JX'%R?(:FF_-DGIZ1]P\5><$^,T4G=^Y(&[WCY[%@\R5(SC9;>"&; ML7<+'"T_.2LK[EAAR1V"U#K?1GS?A?LQ$A{U+R;%>V]("0XIWB'%VZ-;(MVU M2U]-+LB)DM%LX]T:/;&AV# N$88VF (H![D!&[G=<(6-FR V*H0EWLIDWS4T

MQ7";G3,K>1/K2^=QQN\DL:2NLA1<,=_IGR)G^P<##ZB3X+X(B%>]YMJ:9G-] M,0<42>CE+WTI:F/>:1ZUL0@JA/C(B1_^"I5V\E-B]X4:"@6\3Q^*M2MEM MHS)CFU#L!%1E7419V39 D[E"G>@7 ;\O)AN"=P%#+2R06]*D44\1D4W7]!VA MP HY:QLO#YVX*/T;1)CHY74]^31HK3PI8"A5.VLT<;XVJFDG^144 ?/:W2_Z)/UTE=I2 1 M[I:IB>%I018HH5PC?/ZX MF*M%J%Z<_I]_>GL4[(Y?8S3 \JY(61@-CT8=\ 2[!N-%^DWK:M/E@-(T7':2^G#IB)A)*T;..!T=A=*'RG*A9Z\$R4N)0 X3:=!+][N3%W5X[MG-

860*:VY1;Q82+:!>8^PAR%B:K>V25,^\Q?-%H5*FBB50V:.$\1MY5#,VK M8524"@.F=(-N:!P_\"ZWU&-Q3'_%J>B$?7.S)Q3F 7^8#=>+ZX-SK-R05H0D MIX^LR2Q+I\GQZY!C<&M!=RVE1K3P%%"8-8'RX_WK4XA7'IV#"|)$Y5A@,1=@ M@N(R+.UKWQBJN;B>9Z$,R/[[PK*)V"I%[BY!ZIF4\;2,Y"7>6*9B;0NO00T MRB\EC$)PUOP[&L! C&;<'#VM_"Z.N^H^.MUI4*1CEV2R<;7L+)$,8@FK<5PD MR:!N5=_??DMM;3855F@/*GSHW#W GWB@G*.&=-2Q//$IRY6YO!F])4F?6?" MW95]T%7XP*V6N*(UK;,Y8SD>8>-L*N?

<98:6"!3N05N=Y!1FBYNHRBCA-"8N(09Q7T>Z5_M2"/.0 "9*M)HM5_X".N2Z@C9TCPNJ1 MN<,%

[MJ6R))TN&R#M1V^E7Z^MMLM1)6ODL/GB6OO&QD N-.P6I>L4MH.H M5!CD5@!D6'@>_:QO$C? B7J>HNV<5)R]B&P?+IL&[>@U^U2>Y7UITAGIYWKV;U)@J\!K&<]$+FV7-44,Z&B5I;6Y/ M+Q8X:7%277M2(>J*1DGU'L[2!>F#[[E %JD +I\WI,T)"T0N387!=1SSZJ[M17>GV!7_AR!/IFDM$!(.+AU)]896?Q@SF3O153+',-<&PEQ4/L9=?VW!-;(^ M"+'8D#33*WO8"N\)LPNA/RJL!

=6<=G",N288.*CM"YQ%VW86K^NW!WD:+5U MCJ-]"9Q:W[^C +9W>,_\:GW [N[C^Z\^C^@_[QWTAV*P;%UYJN]I&YK0L%2<=S7%@+M,'5&+83\TB$^$]HS_4&% -D4K*SFH1U*_M^^)S\5Q+M_07Z1?Y_2B]2&_&_ MHT@.]I.CYV\$ROJ8P8TTDU!!1?I(^UH$C.AV2B'7^K(JT@=P%WR\B$:GX-0 M022G3S).3E\E^_?N/W[P+>W/0Z1?BAG9<#V]$7;...>=*FI/]N'U;8>IX[6$ M9J28EY?KZ-GK'QRGJWAA46,Y\Z ;H\H,Z(N"5P$4YQEE>UI?I[6PC)K%T3@ MIPQM83-*\M>N,X!'WSC[NCL^J'Y(48.IP;C["BZV21OMA,*TJ(B=R9K!HF=@MW$C9T[AC0XIT-'>%X(O/]H*2^9 M7EM1_=N__PWH[E^24_F/9XCFLHFKC-3}JZO)#\FM%_3G'!P??%=%]=3NYM?7[MVR#]5=!}J6NT2MZ%B4@7=>NFQ1Y4ZN(;WB$#V5/:4W4;2'*+HFRY6%@_U@/0 M)]:?CZ5],:[2&OFFY;[)*W,L*(?\%JPQ*AIB3D;/GB=_-YP>JR&B51,LHVLZY!UO;IN8HU6?XB"UF+4DU\FV7$M 0>LLPVYT(JSV$]TO?U0RBZCU5K/C MDHPKN[!1_T;WA4/I)#RR-$T3X]8;!&4BY:[]DXQ+=B=H9&PB=9&7$R;BY?:+ MM"-<#.I!OED1 -OCLQT>7"=9CE_C"N(8KZDE-]6 (J+0]!VCPUYRC=@EEL@%MCO'U'57V'=GEDM11R6&,MI XAY!7JM/$=3NU)+;\O$[I2L] MJDZ\/Y*DVBQY])!+FOGKG2%R(OOK#Q")N>W<[[BPID"$,7-2*'1W}JM0;IXF[V,/'8D;M4M9G7D9=YUBN9GL]V *6W"R2"HG%+6]1=1 4K";3*.X$^ MGY?5.[CZZW5J"[WM"PE#A@U&")-!" M7H%WH52?1&2^Z[A/L#7D?'V[S&:T>?0%!#OOWOO.>4A?B%?^8/#*!Z_\(WOE MY%+LJ53L'XP?/I 7_]B.>DH^Q/_[YK?]^?W9XT?W'OQV,)U/?[L_OY?^-IG< MG?YV+YWL[]]|>->D\T??R-K(+UX/SX\4/]ZR<^?1]Z M_AI?L(K!RKADO1:I+_)44HS+9"S-8T3)@OTG7ZE+TR@FY^6:36SUP?H?>KL MO6^VQ]GETF']6+:9P5FR01BQ2'%SN=(X"R0&X6LZ75H3W[46$F?8<=O8YD,P

MY.U7D5_G_\ZD436LFE8O#YV'"*D!65GN,0%K7YEO[^&B/J2U4G"H9G*J8Q. M6MHV97S,^)/H'&P? WP2RWQ3V8G9\R6"U,S{O#]JO-/,KO"&RZPQ>YS*)DV)F>F(!^,'^U_;. ^_X9OVZWKIKW&C[ST< MWWOTA;!TG:;"0OM

Y:4*61^\OWX/#N=LEEC#=/=2_.G;\W&@H%EC/QH?=.[3 M/?DH]APNNN5?TM7FI[O>/(?^[ULW__K?]AW>_V_[_'VE%5 U>ML\A<9!%>&M5;#-+QJ:1#=>$Y:V.IG@4\=B[!*W4)HF#-QSA>V\OZJ5?NSP>I/HJ*O6'R M=)G._>SK]+7*AU6R-TP^/LZJ_#'=>P-UZ=MR-DM^KDWQT23]R]C 3^=@?X9@ MXKTHDO_@T;!W'\EG_@1O>;3,S#S9,D ^@1EW [7+C^6R2)ZERWQ65O/A+OT$ MMM8-TD,/'P\[_FLI6O05L]=KOXC::L;J)I^2-^50/I4BZ7)5L,-^J5:/_T#O^HVW@>//*C,7!C>588AR5#)AGQ0@S1>6WZF$;I=7#[UKW;M&KMM^N.=DB]#,OY"QMR#P9B[T<9K/[KV^$;8L)9O^PO;)O1@&6S)/.L MK-+B(Z]W_=MDGPW&V6"^^.%/L M#I>71D54?_B9^V'U=E"*I9_8\Q^68X_WGYC5I:755V$ <.5D[WN&XT>/'QJK M8 \>C.^ZRO^B+

(Q;JP2%L,G=Y.YWG]JQJY7A.C*!;R[1]WRNH/VGX3[GU8N M+M@A5KK&F,&>\0Z:JLQPYN\(X=H9]&40M% MRM>[<0]|-^[>=6U<[W3BC7M92NM2)6P[C83" GU^9I:";@>\&QVJ:+^>F:GL,:C0 MQLF+,:LQC!F.\KDS-A(BRZ3M&(Q%Y 2?@+$U.6WK):2J$2.'X!V!Z^K%%"P3F M74LQOR*1!F\@ZT>?D%ER7JY,X>C9E>4[[' _ICEE937:>L+^8SPA>B2MB %] M>+ 4IF_RAR^LU//1]Q 88'%3VKZS%0;U^5K7DZY&T/)!%,ILY#5^KLD6Z4+ M>SY29GYGD*KT\4]'>.CH,FMN"V;&J9V"GWO V; M 8\@_0+)O><@\|DWL(GR[A+!)%M&H']$#(%9D!Z7_,^3@X2D.>=U9 XN6K<' M6#?ZWRSK}3YN)44@?8'FYJ7>N3_%#WT+@\S2>-)B[>^#MFNS>^$&RH0VK522%7!XM++H'B;[LY<[:1'5 S1HL==P=YU75+,LUYD"K>&H*M/.87,+'[@_GW=+7^+OE>6X.\8.X;.AX_EB1WR1LSY3;FK;+25K6#0A: M?3>W4'3X$?

M/GJA0WGT4J"5T5'!D<\P7ZQ:5<_^KE$7O33D)SK(+JAILN M<2<36M:W=(!!?UM.E?R_MQ-
1\H,1J1'*XL*YNF.Y!R/1$;>&96W,W>:3$^T=_M:]NJ_$+O(DW%3+KRNN(0MA"MJ1[E8%G!T@I2W:?HQ);K;DTSVU_NA6O#X4CN
M3NAGI&,7]+5E6>:V%1.]"72:DLAB26C$%FW6]>SALT94[E-[V_^#7C9V_U^; M]=IP7"D8\YJX8#_\;NY4%?'U/$H>/MY]/V\5-.C]?-
@N6I(B?SO;46V/PZL_MY1E)K1:7P5^D&VWIR1?!*Q)ZO4CY>-.VD[SB"Z/XT?ZI%SSQ],AE\I1.P%&) MV[1HP?-I6K;%?
<=,T(AJ/!IN"RG:S35Z#?A?S-Q>B=7[T]4F;H M=9[VWJXI7Y.NO8W0/!JJ.WJ;+M(E*CUZ.P35VR;3?F=EXNU-G?H;)0$TR5Z.
MW+>"6Q>QQ2SO'UGKN%-WI\[Q_L/KY;]0.[MC]\=-?F=+F<:I7,N:3D]0S&=PP/I=/.!3_V1#A'(MV$1=QX;FIQA(VCPU9W! MS+6RSQRX-
)UX@IW18",J32[W:3N>G=,%6B<_97-3R_W!1.5@=W2-EO!&<7^[
MKE%QM_.8BZXG+X='2[/B13Q&_V9CJNC"BF^FH*71277&QLX5;R=]WHYQ3\L6 M#,Y%V*/NL["^;HGQ7X@&]N% SO0P,IG7W-
SEHNYVG;49TY\;R@ZL)'M/:[M5ZXWJ;9O6 U0;=E9S/&Z(]Y%)IY6>NB%_I4:&,#[^{0MA@7%TALX0/,@EUL M7"_>O@M^]TS;1V^B\?
$>'($YT)@!IB=M$86)/BO%WH5'2J]4;<(&..!!YY) MM[M;P:85XRX3-]&W_+!1$+++T/LR.=4 6$JKR%Z_=2=Q.LE4)AL 7F65KMG. MKI.);
<[1+OAP7672MOS'EBY(L7;Y\6XW$* 24\1=E]82L:-HO&__B=[[NHS[MB)C0RY=MG6\TDA>8+8^"4"%'I?PZAK)
,R2_8YVR__DTY5;&:X[:P0*Q-D*=_MW'IZ]-/I;>ZY8OO&<%DQ_T)L*@W--IXT M]UQ\0EUXN'GHWL\2R'VW)I.(&@$X9->-[O>
(9H664&SI.),N0@3%E.T/.60 MGZG7Y+=DOD'RTZQ5]B^(W@LN6A!DQF-*-@6 MP]HI9RTW:<#$I&N5;W&0YGY-
TJE^XM76%^/R751'\|QY@/>V$BP774?D<5?C MGB$ON6FX;:LVADVW;QJH$PA:H(^@O78]S.51.&V!,>GW=/OD(LPY3G#=(*S2 M!'>
Z'GYFORUT\>W1W7UO,YHUPK(?>1=K$L/GO40GZB'N+]S<6G2!?>%H8WS M7AI-SN0(U&JX$L')(,R]
fG=Y[2+\1;K'>YBR^RZ3(CG10=SATO]B$'E,[[%SVH[PRDAD:-?\K5,K+2,:,G2UZ4#1W9[T_0"%X: MW_M?NME6L_2_WR;O'CU]O2V,
[1(=00!W,=J;FTT?JL*)4Z>A$D1_+O/1.E& MAA]LW>N/^]\T,A?B7" YA6?I6S.5)&+R.I\FMWYZ]?+;Y.CM\='MY!:4UL'=
M[RYT>.P8<"X^_O?W=9\#@*05NBMWG*MPOD4V @IC&<7(W4:#<='HEK2L;EQ M$P[?-
+#!:.G1\YK>;!4U+%]H1B[H$L0>@(1V6_0F0MP-KX4=%*^_'W>6S3*D MQK$RNAKVP^AE3RJZQ??
(Z)B1;JCHQ6GMM2N@)LI9%'%O/PT,F;#O(>;1;=7. MIKYTFJO1F#W+33BY4=*239;'LO"@1Q;J.-7F35H8/A80C8XYB0=UDI>8#P<-
ML52G9#6M3Z7%-TNU=)3&*LLMX>.@;TJ25I>H)>GUS3N61L0W2/^*(;MK/=G@ M4&N/2E[XE_]W>DRG[-
G;V^%;X>Y"TP_)%G\OBWVU-V)-0Q/%5XZX_QIRL?)B MSW32H7*R=YDS!U\%* @:&F";MG!M*AO.#G(6L7//0'G_'YJ?T7R:6_H5-9\]
/I/;FP,.TV=*4T!{4^G@H'A#)A/ MV?L.,&6Ej:M0?R3T/6Y!6)B6^UTF:IA,QH(Y2,!ROFL\=@:*^TS[JR&]9Y^>
M5M5RTRQ761HULV6P!GF[FU7)X)/W>R_2_TJ'73-#CUV;(J1YI(W-34K,<"C[2L9Z;+,JZ=\S8E^A* M=*X9N$ #;
(G(HY&7$6YA*8WX/MFC8WM!C8K])X_O,93FR9-'([<%H0'1-QMG MGND^6+TI61TLX->4=%"Q0# AF%S?JV#\GF'*@O3)GCZ:@TVD
MFFNRS&J)U2!QUXR3GTJZ6TB>)*_%+9P:4Y P,@YM8J;IRJCX5Z0%CLF+ ,9K M3)806?FKW>^,"V:/[37WX@:A+"O6^ET'Z;K[L
.%VW_HU[CBX8YAD<'&O.(\ M=JUCY^6#IS!(8>ULXF!<%ZL-[,_XE=[:#?!{XLY/,*7O34G_W:"W<# EJ^3T MF&*(0P7>[):S9^T[LWN0"
P@2"]C'52_MGWA/V=;UY%QS7[FX2^D-T<=RYX^ M?7%[^]@JV.JG=IH!694NBK(6=SW^^4_'SV[';DF.'2A9L>V*G6.R<.ZW;W
MY:GU"YZ%4\=??BTKTN*B 'FL ,)#0GA7W?7@7O%A+O3,5AN)XZ;QJ7/7-KFL MVHEV>X.V#_"(K!, ^>]++1C=4:VM2N.5!R7JJ1'?
3R30ZK5;#59;6N=\P65_TN M3_ZM*1 (,"$ Q?V8O9]\O4R35RNS2/6_Z:. PJTVCI MS#?U)1N4]QVID]HL5MS77,4XB-
I.Q::V<)4O(3_^:,B/# GQKR4__DE=NTY% M\RC1;7GPY /CBW2%V$'$DX)A@W_0)?;\I^^3U_)/!-H=?O_H^2M^ =?D+RU
MVNXTH^F2VOR%5)?9*%*I?D?N"SJ<;K>P-@'4G#N9<]#IWEV?=@Z]=(88'__R M6LPLF@--
<5UE9ZDZ)U*>$62;=58YLI,.Y*4^/&>;KP1*'04!T.WTXO, I!D# ML("!GZ)3O*K[MTA]VA#6ZS:O#5*>M-
D9+-5#%'S%9N+>+F0*=L%LW(%XT*,?!W0B=K(YB]@_45F#@T=QWGK M=D+OF*45)+195K!'RI8\K+:,B,49D_&$Q6B^?(_3P:KIK\%?2!
;+@L0FXC_VRT .A#SJW24 M1K3KZF? M F+3*;IFEZ7K%-ZMLVS!P-'0SB I<897_B];'+0%*I20G*#V# M!QC8KHSP[JA59\?6?
RCAO&T.[JJB3P*[_"!,UG-^7/(FM$"O#Y'U*D_/*1V MI/B7BL3PPGQ4KRLXPITV3Y$QQC;%>.E1H/6W ,K<4AN!;_J_$K_I_.0%&4B
M"]"QUM-5R9F4S97;. 0M M%MV"L+2:CIW $H,\AED2B0CN'8SI;V5X_T.OUI MR0=]1<9%90LC4>=WY3'&R:7SQ2,FDA'EM9\Y-9'6
$L4/@80B)9K_[MAS9: M_Z-[%''BC \>=0JR]SW?CJO(YEGMY>F&KK90Y]E[,PMM;.N5B53&9?#Z-8C" M-W?"/_RI5_C@XOK]H$^Q3O3O?
WOR\-&3[RXI>=\RY?_HE*_HH!V29$S2XEW5 MKIOI)EF3?2.1K8R-[@V+Z(*.,F07W[5F.'V^ALE1R>U8MW2?"QQUE(B%*)&I MX
A[']_.LJT+>W!=UDK'4U,_A+9N\]J.E7VKUAH]XK4.3C'_HZP#^(.G" M(/U_9>DGNX]<45NFFB;3*@/J0Z3Y$=TS^]2T;^3]A4\)*II\6'?
+VZ9]RY_ M5Z40ZN0L*_.@>)?7-@H1^R*=E;HK:U+<'61UD=8>L/MT20%SJ6-]+\GL[6P@C M P$Q W(^2K*ADT*\Y]6$C7
P)/M069MW=9<"C[#]_2*9DI]"FRQGP@6H&. M2B7WVTICG*AAKFM- MH"Y3LFQ$_3/,:6YF;
$AJ,HHIEBPISHL_IFGYR.'G;#'G$U_'&\V_WN.]2@X MU\,A& [%A8<"DF6O%7BBE7.#]9(AL1-Z'RZ]\D%JF.O=^T&QD>3;11=P9?
VK2VNR1#ME;F9[VSFX:C[H]SV0) MR79=9A.%B[HQ]"^1^RZ]ZBK-7$5U=]\3-UY/U:E2.L#,%!'^HS9P.?+YGD!\R0?* Y*36REH M0>9[?
2V[<.'MZV@8KC]I-E6BP,J.U&/"HXDFH!KXO4[QIJGX=Z MKV.SC%.N]OC("II%]'JJ,\"H<)($U0?IFFJWI$'"^
ML04\B;^/C"JJ.H6OI5;-4K,3:W%F,SW5^J7QJG,< 23<86(CP($HKC6,+0@P MA-4U[W6->8RVBI/>Z7R>9D@)(*<@FTA++
[@VGS0(2.GX93@3H<@VP*1) #E] M4&?OI:9VZ1!KAXWKJ2^7\=95MH*D1'6XF:FCKW+1$6"1*#U0GB(L-IT]J.7-
MILFBS68ILP6205[0L,U)?YM: A$QWUQ2?A*YUF.XA?3,$^A7E+P#>M,5TV! MC&1&<$U&A;-")_#+(@3T]'F!/
^QI(@#UM*4B@E*=3$E6VP_D*XER! 6V:IM1(MBZ%:;!0K)11.S?C&Y3P!'!; &19\,T]SNMA,!\$L9<+3I<^^L>*9(%%/.DU+
MY,D@MPI01M6QQLEA(S]/BZ)-16%Q/$R^7#?E]!VP"8J4XI_%$["/8S //6W. MYL^]/20]^)498@ B4,7ASKH0YAJ0?!GY?%G6=]%PFS
]K7F_SA"P$ ^W5>3- MBZ?!WS1)NU;(-_)T]@IYF']7#5E)PTREZYD9'LUPI7 &TT44#.SA0:&TSQ M#CW@-3CB%SKQ8X_PMX?
AWTXZ^TA_?Q3]_22L WU!<\7_\G4H]_O>9%ZGA33 M"Z3;#Y30C1VRM^]>]]'X6R%0)7A@-+WK3_1#HU4E0_(4?7!])M)S6*-M19K)
M6QZYH,&3JE76$(%WD6\J:(PTT3K3J7\1B^?2DM/D9V=3R8]E,)@HG9\P*4T5 M! %\WG-5\L&BS7U FE?'X.? M5NE&_LH>V%F:Y?
5R'6R8YOW9K76E!?^S-213@,%%F^KMZ<7.M)E ?+K315X!FBM)F M^UA/1\ 6/++' MGI.0"[?/V3.3TSN";8>9UL0A?!SV_K&*:=*
{0L:*#@^23L MVU-PO[%3R>8CBW8IUUGAG)ZTL4?!@1NWB_U'\D5U;F:ED6 Z1^G3")HE7SPO
MVWPF$)XY0%W.U"#QKJ:95+>'LW5Q>L2^TJK:\.W6RJ77YS+Y11DGQ[3_'D7 MJ#1^7P2[YI&%LF1]:Z5';)>$C),?Z)B?
P3AB6,9.M>CV7S6H'&H/DU2/2BA: ML%[;DB>3GIAPGC?@5+\I<]/Q6(OD35:_2UY97_4:_7]O3+XS 5=O/&%K%PK#
M+X)9=N;V>Q7>)V!F8)\""78=.M#L":=%DX!EK#$X#N^*)NQRZ SE>WA"NRO! M2?HA;I/"S%'/%KB#G4M)]LK3 M-
T@1,EDIM1Q!&_W@)25SN@2RWZ7YM'Z]2YO.SV$EM:5&. 3*T1U;EH9X7DLO MRRN>>L[P8%ZX."5'F*GAA>BM L8?/6>>I@H3H M\D
P-YC711/B]IY;EDZ73)3A?&F(NQ1-'5'A MPGTZB,]-)2XB]/(T;!Q&M""V-!%0PTOA%K.S:3. MFH_*L/4Q2]XZ_=-";NC/+ACD.M%BTO)*R?
+V[G[SESGQUO'^A;O0=K]J-.^N':U&<'KNXC1CG&1:0/UT\#;27Y2]T0# GC' (/C"WY G\]?>\)-"1) MBAY9$O_30/S'NB0&R?
ZZ)3OP"6*Q4M*2*-WOO,]!^@;I^[AZE7O^_F>9\?]L M2(":#?SX<$3#9QI+K7\4)&T$?8V]HQI"E8)U#!]J&S4 BRFJ0XE:(,P7\U(
M^"0B^Y^@]6 Z,_3/Z<;K9.81RFWVIG;/P51R24%%?W,,PX-4#U*]2ZHOD&/(MEI: ^S,U?2D-
4PAAO95K6#O2?),]/""+YR81:\GFFASU32*Q%DT^ MR.L@KSODM9.AG7% ?91DJW7.4NL; JM/Q8FTK@Y5;\W5[65<-C2(W2!V. ^/"
MC7(=5))?T:P[ZTS1C)9J6[\"^DIM=*FDE\)BYC_\(Z67/K^#'31$4+7H[,: MY'F0Y\N,V5$8JO*8$P;..9)3BS1]2ZY\L.;!NIJ7%$A35U-
Q>4\YX[O9]:<[M*@LT@.+?'C=+VU#20N,PSG]:E->KL IMH,3^O:PEO4O?G9/Z.[3EJ]+YJ;Z- M*TDL'>,@SH.XJQ#G=_8 A4IS<.|&?
A%J)QJ2:RC*>9@!(>&_)W^"CP #UUWKD ML[-A*KP,3WWCH6'/L= MOG"3A?KN(--_69G&+RX UXMZGV]&$5[?
7B^>FEVPZ#>"J2,$YQT<)9[K1V@ 4C%3X0V%!SB,M+M"N9!X5Z0J8N7W@:N5BD8RK]";E:I(5/BP$ M%%4D'
M*KWC=X#!!P7>$1AZG/R*T]Q!YSKDJZ!T@Q9A'JA+GW3 N%O(VBPNCD$!M3VT=L?6]PF 99_="H.UQI&WKP9/849JZ0
M%51@<'L+0*\A<@Q)O-$"]V20M^N,7J'IL*9*G0$3D/1P#XBR3O/.1?MWE[5> M'A#Z
DH2'MX=2A*&DH2A)&'0W#=.;$Y1#>"4+'S+3(^+N [:6$SS]!Q>@^1Q MAKMQ$*D_$:C4>W%'K!)EI"XNY&@"PZMSR&T/$G@5"=QA>
651%G!?@##RGO,L MYX(-\3#,.JUZW9"0*0;<4HZJ7VN[J M:*=/@H8:H5W]9T4<:AIJ8H_LBX](!AU=+BJ8SZ(D>>R$[&EJRN=(DM)5\6T
M3FK0^')L1UBZ52T-/M @K?W2:O&-69=`S?&NP1WZ,-%EU0JH.W.AVF8'X9<' M>1SD<4?UNSDS.3H0++;
(E&UYQYQ=;%]_%&;/!]$;1._C<.-HER6;_2A)&,.D]YLVJ9!,F^$9'ZX'6FC0HIN&,7M2IGC MPSL\,?\QV/0\J?H@GH-X?
GSQE'J!'M^[4Y/3^YUYE:[,>5F]&V1SD,U+\0\N M/U-6F>.EP56.4H^X#AT5P%G1F[I\[F72K@^W/4Q.LB*">_:Y M+WLH5ZNVL)&PX?-
A^]*D#<;U/)ID X/V85&[Y"^'R3M@FJ.L$CHXGA5J+M\ MPTL 2((P0%]#T2\O__Z!N=0A+7^5M/RCJW:3[JLK3TY0A9.7TW?RAB?:V/ U
M]U]$I[6TP\V-])JJP6B"_NFCQ,EB/_.D\FUSN^5. M-[8P:W\HS!H*LVY^8=8G1D'YR(#BBR6JC[0I2!@!A8&V8!U329?Z'B4C?:_1
M4]0U&$P[W?]T''27 OP\D*^+[I:?,I])WK)H,)=]JURY469F53B@ M[I6112 M>:4K\9F[A_I7>P5ZPZN:%$?D>&;"&;O+FA@E)L_8T%%;
(G<+HG=-F [R4]2= MC$T#RD)9NB*]Z**C\S;/08Y(+\6=I0&X:AII0A-VC4W//9WU[/NCGQ*&+<^,
MRIB3N/BIW!/=6F+8()9%M*B69C=U6.0Y78%X"=]N.9XD/H0&%]R7]'B>9I-V MFQ&W6C1?!T!E:M,[O-;8Y(D8\VPT9V10)T@Q5!I
MVRS+BH8,@I760FDK\?'4V%=$+/[EFO@Y{]22,6V6#QHR4FKZ9HZG'RJ_!V8?@5R,)3])[WO])#$C'4V\\R M,'@(FS%7&R?
KMJ];='"GP<2PW4USSX4_/)JD!;T6'HI+Q5\EJ<*GTG?D=0(MDR6Y7=.4=%369%+]TS_Z.'F>L5,W$FL_\7WA+BZSB71*19>]IBI3\7ZG2U-[
M.&>40S"L+.@GC=&)0 L4*+^NS;80QY!Z,.5KORK,QAV*.1/<_-[.%CJEN<-QH6U/KGS-*Q QP\IF?9?3&[F
MV\A:'$P1#+V1.,]F9!J54*N1C>'C$[5MZVM#=-VV$WV/X4]]J&^J5+)E%1(^ MN_/M;P ?BO&/E:YM6'_26-MV;+D%N;28HJNLB_X0+VJ!..:/P
M.H4(D"%"WSRV=.VT]3GF(%6D&,O/'=(+O,,ON'W>R?XZ3$]\0D>%^ M*5>VBE))!?K/+
[VL4%*W:THTK&N*#6OW*S(U>F46^D=7]XZ7,/66N20=-T!FZZS_5 M-I7]MDKY%GC-9MBUG=9?D:A&?L>>U2+IGZ$$FV1+)']-EB-
98+49)76:Z/HHW0E*[(GMQB_DITW5H=!UPRXSZ81?7+U8O MRV+/W@[N%DA"=,5UBIB'++"P%27W,@1WA\B60&G$//"7,?
VOV6(8F7/<,S"5 M+)++!I2-C1-PX02)-GY.Q.5F9;#4AM\=TLEQP$FQ'(J!?;TR0A;97SO?6Y?2=
M;;R'YPS!C%5RH=5[0AL&2!"+S<1!];P26QG3,"-*65ET7^9L8&>+7>8]B4B3 MO4Z>2%IGFA%;5/#FE+)L[8H9.E>:K!9>!8W.>%%0%-
%/"H0Y9B5?33F;5LP# M:>0T]?^B,O!,I:&5P:&D?>36DI)8%@X)>TW3 %6;[;#4_,0_?VL,6)V:.$5QF M,Y)U!0'?O?==R ;R)8!C#@9PS_",^/#;
[#Q_=FSSY1M9&?G'\ MO\=`/[\]^>7XZ-6+U\4YW8$:AQBI=\9WEYFSWZ(M;GY\]?0T M.22S/#ED?V'7"/;"('=M!:P&LO

*VPJ.A(@E$7X,QB)9;&+^BPMK#6)D$K8P#YBK.6'XF/V9,JF2Y&,GJ,P8':4 M:NL(; ,[\+ 2H?6/ICXP!@T=7V1;4A?2=F'WD^+,U+C-7[L8*K_9J3?>WQB\ M&;8-XQ[MHA M>VG9QQ3Y/WHI?HQT=-[SB'#_+F1)/*G908(L14J]/@]KJ_CK+H8[L9&9 ME.& [9I&W8,.3VC"5=%Z#RLA0'U]1MZIF9:@Q2'8Y+EMUFP58I:0,] M75?I4'9=O;0R1(&G]A4D+ P5H)>7CAD%V@!Y?56R(X,A,J\R!&X21 M'.4SI&?GJ7B.4?JU8_/3?>3MG:W,\U9/Z1]MI]RP YO%N\Y;6I6NMMH>CGZ M-)2;'VAOA \4OL-51Q@G/[L"FJN@77?(EHMFNE>QJ-J+OFNG?$VG\[D$/;AT M(Q$4 *DC06/?DS:"]T:[CN6N,T!&565N""M)U:"MVG2B<5WEZECPEVYLV:+53 MD(I8)MU*/(DE!_;.E3=).V?LYE-9#0)XG0+X0_J.=/L5)? 55V#B E)'*J> M:]G;+5L_ELLB>98N\UE9S2\1+2"0"F:[4-&Z$1VR_Z#_>JH&9E1C^],5RT!-M/Y>2T/^#77'<;U=MN7HOD7$L3X4"/(KD10'+O+ MPAI_J*TD;_V07D95 V*M4PGF1@':M&W*.#K+GT3AT^WH*3Z1L_CD\?C)$^GZ M5MFI66VD*L2=QLY!%PVEX]R[.SZ@<8+*Y\[9#60^&!\^XIRVR29)[+_WH"Z^ ME3$!.:W4I2'Z0%VZKZ:3NLS;IAL5#G,N'7VSXPUW*K+QPT=?VSO?'I_[VEZ9 MMOFK$^U'XP=?X3X_,/C:WOGQ^. [#K^V=#SC)_'6]\\/QDZ_P/#_|^M[YX"M4 M8J2XO[H#O;_?O3U2?=7N-$/QX^^U'?FH$<<@KJ"#ZF>L8VNKM\G]+1LEEA@ MV>ZE^--QAL?;_;F';9O7Q5!:9(.$$R\K0#8&F*JLF8N%? R/<]<*,=_$.JU\ MD. FKM+?_[;_\.YWV__(RT1.Z@W388N GI=MEX(L7T\\;G@@ WBXQS? OY+\ MG*9Y6DF=R$5?^\>DNO//2[]UZW]N?S19A*$ZR.*ESODUR^*?$;VG9='6'UGR MZC9^+9[H0YO4"7\3;2QL%)M!ZV:LRC7&/Z#Q:?"/L7$'_8Q]D.T+ A)?L&R_M6CN[[L\+=WH.>MTOY:3L?[R3(C&:X:1<'M+Y*YDDJ#D$?+SY6&8)N5NHX#PS M'VD\D*1\[*'";+/(Q4>UH89[YDIQLK_2Z3G,E; MU!1]*J_S_[/WYL]M(TG"Z._[5U3T=&] (;R$V;U+VS$3(LCWM'A]ZEKO[3;SX MH@,DBB+&(,#!(5G[UW]Y5!4*($A*,B12$B)VIV40J",K[\S*O*-GT=Q5??&7 MZ53*V4Q#G/*O'A+ <5;E_PV+:SJC571:SGH[XT2UT5#L[MUX7Y"HH'QQ:13C< MY?9U#8[& 4>JC5=,>X6KWIRS5Y>3L4$0Y4I\1!A"V8'K$81R(KLOZW/^-3BB M7'Q/!T=&(Z<[&K>&P_K<: V6*&? 9T\&2.CG)L!HTSPU'M)NH09*U!FB#)-H; MTB!)@R3;?!%/!T?&8V?4&]Z#]V#O'02FF->@-5)%EC96YCF+)98N#%-U-;?R MVJZIL= (X$N[5D;#/OH("E KWSRAL^""RK/$S;/$S[#%+W@O\:7P0FWT0#?XT MWHGO\4XT^--X+K[+<]$@4&.P? I=7HT&@!H&^Q^/Q+/#G;NZOO?=]:$N.*%;. MJC4[XKG1SY:B(+MW5]2:VO#<3G=;+9"=L\)>9^STQW5$G+>5 *F[*A>=9U6: M/L'\#)/M>?D]G9>_(Q?'"J/(\-CI]4>MSJ@VP_^Y<8%M%41V?L1UYQ0\MP/> M6CKD29WPYD(23_2$M]4,.:4[XD9_PMF(A.S_@WO'8Z70&3][XO&W@?4U]XEI# M[<^-&/;>*MT+%V!CT>X#F]R-/K ;A6_#KE?-VL9\W1-.T5B]#68TYO)C,I?W M C6>HQ6V_W9V@QJ-@;Z?8>5]",+7'6DN])%IKN$WV?/-3?LF [X](CF]7CUH ML"_)DTTB^ZW1H-,>.MU!N\E"?][YZ+WVL3-JUX$&35KY8TXK;ZXS-]GA#1XT M2=ZZFDYGX+2;J^LWCZ"OM&%M+JLWYO9>>#L;4_W1FNI[@3_[HLLV-OYCQ)_& M.?"(G0-[@#^-5^$Q>Q7V H$:,_3QNB,.:!-H?!'J,?HR:LPI^3MU)(M]2N^\ MLTZK;?P.NO."]43?N%S WV;OG6.YJ.B<6FR':C=1-8=U-(V"*'ZABR:.C]W? M*H:C]5M#J9TYW4&KK7M$ JTL!;N%D:B;9HX[QV&U:"DUD%EV^$%03N,I$O M]!\OZ\2*40F4G>XJ+&E51X%['67IBYG_37HVZ-0&%>(4?5W?M=)R=C%B+Z88 MKVU]8Q;M0N-,I M -(-IU)<^>E!G*8))/)3"O;B(Y86;2G$1 MNV$J//QSYOJQN'2#3(IH1J\E:33]*B)J@":X=1E_(#WA93'>7\$,!T=@4YD, MG_JKZWE[,(T HK^P)KCA5+1*[I KI>"QG'\#0ZE@FHUL"/ME@L]W)22,!55N!J#+"6U03!?^LA)WH8'GA?T)W 9):FF+I$<>?$Q3>I#3#[\@6 M@16[B1[&PZ_= ($#O!!'@#*K4 M^+++5GEA7 'ZS3>?5(;E#&F!J-IG8>K0'*Y(<__\J*/_-A@^=*KO3;G8.O MAP([JY*, 9$*@@3T1% /(Q2>-F'/.$Y$5[GP ;) M+*Q:P!,Z.0F"5[F'8'HX M4IX,:8DO,)^-5H8V^1- 4;,$MO3@G6BY!%3/0APMQ\2 MC%J0P!X3;DO\1@I\6IS7J9IO@0H46@(XBR=GDK0JF#HW,,&LMKNN.K1&G[E% MX"\04F!D)-/8GS!1X ^GD2>)SLA>7RX!HTAXJ0^RZ@72EM!B@6TA;9 N0?\X M0)6MVWZY\0++9Y!S>&^%WNV\/&1PH&4.FLS%'*WG%%:9L6T.&RXM ,B8>1PJ MEJAA^X#;J5$6BY\#SJT.(%PP]TDF7LH$+?VKN0SS[Z2WB@P^C00)1;YB+8;AMYE34KZ@. ,4='MJK)..U"'S53!1L=F@#DP;,SC%X4OOGL'YH(B@UHFVV>HQ;@]#-(AV)U,4^P2 MPF^+>T#5:M9Q@>KAA&23*@21H:)&^^BA+6)'0N812NCF=#A=_=5ZGU*4N3 MU&45X UUD;(A>AZW%G&'Y"\A MF*,'-*9-1=8&B^Y'[>T$1%SCS5FK#JZ\#1_R+7PQ#(0A[$T9!FA>3-E^*=@D M&!LH&B3TI& QK!H, ^*1H':2Q7IB)6K# [Y4:9J)U^Z_@!*LVLC\WE+XZUY\1& MYX?*HA@\'1@ /N+#O_UP_,-=0YG]5G>P\[;GW]/E_!,'09COT=7>RG*NPRIP MW[*Z:T=7=ZT##_OC]6!/@;G:1W'.2)X0KO;NBJN=46O8?=2X>DXBS$+5\]V" M&OC[CL%S9:8TFYU^H\:4SYFJ,C6-J&RKFD8[^,LAGXE:)AI6CT@_HVSK MAD_D$.FUVH_;4FCXA-K[_9"YF<<0^A,QD_:*# >M[N.V@=A>KPGY-&;7--PR M[J=UC77PX^'J2KONS_-&[!69@?WTR'T--=/9TN?TW9H&],HTZ1KD+=_P[HT> M->[>CZ8V!RQ(U*!Q;2!PVCNL;D5 >%?3 MAJ#OB:#'K='C-KT^N/%761O681[U?3*'N@9MF(-A#C^6F$.-\8[5:YB*4"AY M_2&II)#U6U?IXD^!>WD//7(',[G NNN;WRHJLF=&N[VSHN%:IN._U:FJ;NK(#(KI% ..X?,1(,CIW!N)Y" MU?UJ_O? .'#/#9=WU,1*^6;W%]&VE>D;M4;])X1E.U OULC9?50O^JA>],I1 M+Y[G>2L_VYX=]RWHOYO=+HHR#KCVNSDIWY8;!3ODWTS=-HU=MYXK+9,?Y]L&64U[Q.6U(,A_8=F M5'MQG&R: [I'>@:3Z%,[S >W*78K7;CWB]1D<%AN%>T1I=1MY3_S\V*+;Y_[MU]CINHW_W(0;.PPW[L;EQQ?=;U*TFX#B@V[\-HIRI^,,'GV]K,Z,$^F=%K0X)[I&!T6^WN$T*D_8GZ[5#*]YX2:]B;N-X>$6T3 MNKNWT-T^G_+]1^>^W]![XGBSBV#7_26%/O7#VK]@5[?C= >/-MJU(U-LGPYP M[(QJ.K\=N%.?LIFU1X*[UDS*IT[B.PAOE01JC6F03_RPFO#6XSZ_)KS5A+>> M5GCKURR4@I,4ZG%C[H,WKPEM5>O>O=IT[R:RM;^G/*S-0MX/U^93-KKVVX$Z M:AW74FKO5D;IW]&LU#\=J=!UX4SYI+9_L= MASM9QGX@NF/=3:D)PCW2(%P3?WN\\;?1P!D,!H_5X5N;+3C <]^LSKG9_RD_9WMIO)V^M)MCN$>F9QM[NR5#;];::Z%L3?6NB; [;1]W.* MC?O^_E?/O_SN!75:^5'HAB76$RUH%_"W%L"MSK%4P/II&012_T-4UC# U=H,'/]6"RHFY*@/D@BF@%J2?4I_*.(*,3]1R\3 M,8T6BRC4JPEI,&S"AY_02ASA)L*3@)[E6%9?B@NHLC#&6%]DVOZ8A+!^O$3 MSX\!.:,X69VRP47&Q=Y^X6+GY_ZX/FLXG;,QC,>/B,']LXI,RT\TVF,K*$0Z MZ4[G M PG0? 7P.1"$,AQ@K>PU"B$B(26CCU4H0428'*8^F&&_!9^FTB@'8#* M)9+*,HXN?62@\$.)8:9S4!4NYKR$) (/_P6E:XB,2CY!>-4;&&9+43S.@CG< MPKD\^@!O71]]4K\?$*7,-)G@IZ^R!/Z9).(T6DS\D%IEBI.+6,H%*&.'Q-'A MO5C.(B!3HG^F-!=9 /XZ=<.I# +X%[PBPHA6@9OAL6 >>! "1/!?Q#-P7GPI M6RSX';6-JK4T1,E$V=\OHNP.?KHY!;$205+ CX&@-A(0X53GY]Y0_Q3+A>N' M2#4A==?$YU5SRAL3+>$S*30%:BV64:^97+]89$14I*D$@%-)JP@&>A%6J(B: M*4R/PAJ7I6+]$@6(# GJ6'WQYC\9&(PP-AI5L/6-ZI9M)5B6RC20;HR6X[QD MS=RSY=?MYV:?+@TW5->2\Y7^UXV,*FL/2DATB9 OY-$$L.#K$2'""S>XSN'^%]=,0>V_[XTE#M0Y/< WQA MA>"7AR7X%HZID#,;*^T'"VTQ])^,8!KLEV JH*D-LV4LCPAJC?!Z$%USYXJC M$"O.T6>M00[WBU!O182/@@0+%%R(:"ERK;-Z+XH))OBI$@*6I^"E0ZK2@J.BK M+*B:,392H^*K[MUTQALW\X<4V.-;N!X$RO"'"^O/T)&AJ &&2M/8G:,JP]15;I#T>BEOL:]Y'L+ M B+RV)\@" <+841;S$H$97:#A-IT"2;1V@SA;$&$BI^Y""CF;(7G#TVR);MXE MH@3P(3@0W$WAN/S% K@4,]@AR8^<1N&P#8MPHUY,C(87@ 8LZD?\$G *N=E M%D\889;*?K8L#'!\BZ6!Z1#XP%:5S_<5^GSW$_IN!E01P\ )4U:29,B*<:O9 M$L':=_JCKC,X[FE11484><(Y>'* WZ&3O-M^N?&:WKL0S!4XT7/RLW^6*(0D M7M>CCSLO#QVQ##+$< 0Z>NR! X!X0YJUA.[GTDF08+H&2 ,&P=Y)KL(QPEX' M=+R2 TKPZ #_"6,%&3XYQ"R,?C$F@.?'\OC@Y!"F >@L98R $@>#GPY+ZD$9 M G;\"G%+S+(,-/S W*5 #=#'8*W$+CY#@C@!5264TFCS/P$93#M#A=_\J0 M97 "YFP *UU1(,IK*D8B;#P4S)4PG+&48<+T@+$-/TVE9#F-@* -9PN:@Z9> M,]&EZP>DP"*[_B3^X36(Y\C;HHZ7Z)T$^+LB+1^6VK\J41ML8!CGC!-F;CD M-H@H*>!>7,3R@KB+5L3PL8EK(2,QBU*S,2ZQ96;&!UQ'-."A(*H?\-I722\2/HT$;&^PA[1S\V,$_Z9]^6!Y+ MT37(?%_AA-:U@2+=:A@=B@-T"64!*QTXH@E,XJ94R).U(L5'+#.# IK\ 9+@ M#&10.,698[F,8AIRF<5+T'T29+&L:7F\0:+LP ?:9SX X :AB#;"<@D2C$.K MP-\$8F/,>DLQ**] 7+FQQ#YF8*A^1-$>L$NU30'(Y<-RD!5? 8!0TIM18"_T M#$_XBH.YN'3*$F"8DDJ6]5=P0Z$^D:D+5B_2UWJH[XA0WO&9VC*#(_JXMO0) MU9&+*H-(>@Z>Z4R"(0]_PO-$IJDVDPC9D9OGBH<^+EN.$X."1-HN-_":?#;$ M@FA5Y%O$N>%1N,9&II/DUTFG@F#@8PE6VBCX09L*HMDH@/EH0^6KQ:\9/13A$=V0#AU%J MA,-2T34/9^_N]H!-;@C9+Y$2*JCI(GV2"F R-) #3&F"P+UR"LO7YIJR<#2@ MKS?@%@:/0.?"F13+L":PN%E)7]B_@V-%PV."E5_^#,+\Y.5U2D*0OAHJBF"_MV? XX+0"%=NN#43&;^5,?GZS9GK(C)HSOER) M@"FT<"RL&_TR*>)OSE3"ZW2N?#[*-)[$X[(D\D4+$48##4]'_![S2I :$SG MMLR)0%_4F3.Y#P;!"1!G03F+H\6*IJ+=1"Q<$.LGF\$7Y1Z?QLT0^3?+9F-6 M:-E_F[0MI/RU\YKO'\A=N0?*Z@D0S0QC3,AJ%0? @A<.>T$,!G"C-F0/_I+ @ M0:N7617I*DI'9QN7$MW A <^H=Y)(DMBK]/%8W0R B1#%LQFT1;O* '^5G!& M6]+BO22Z)9I:\#HH(,3=0% <=H@2[!/Z=A9,/KE+PE?!B&F6L*.)ZDW23W?4= MID=+:.#FLF.R4431UOP*.NQ/@\XH*IVZ6H"MWC;Z-8 8%C"Q)M"C]&>L<:_]_G MU9TK5V:_V]5+.(T\RME!DM8PR\%""VN5 \]I&R(?-"")R)D2^_R'R!]?^_R%# M&0.WNW:L;)I5/@@Z9C:5;_6(\O@ 683(_]5:ND:QD+I<\:[("^-;N.2'XBL MS&D^2D8"C*0CK!)L+O)^*CN;380K6?'*E%RL #R0FYIKYUQ;Z97HYSJ2W_R$ M35/R0I*WE^=&#VO!VXL,,2*#CRP9$G1H#.'7K%-V $?."EZN;_7L<5(46RP MZ@FR'J6'T4U!C7C,P*L+QOQ%U_MWEK!M5=_9:3,@M-DWG&B3'M38.7GC*:9E MF04T#,M4MN.5]:!?0P4C"UP8BC>_9:^X&N/Z,U[Q)8& IPVKQ9MA4"*"HD&3=1:-K.8L7# X^&!"JO/"7&OI 5+ "\B/%2V)7@)TKY M]9E%490,Q@!CY!IQ"E030#54S@U__9;>R$"#>9:DI;/4\1&NTP@70OXN-F$+ M4]0)XGL)[?]37HLWVAOYB.+\V]=M!?VWO[PF T"& <[3BO+6I !%'_@ E"I<: MG&+6BR-. OE-O'(G7]'%44Q*^: H(!L0,:@Z'<.:)'K/@^4R) M.QX=><8.B9U@NOU>8K_C=-?>2MS-54*\&F_N#79*]P97+8K[O#98ONACHDA: M#JZ1)6BL6*.&NT!_B)E5 Q$Q&J_TN%AX FRQF.;<5P%!""7OX@!GV6?FOXG7 MF3)[*K+\[J MERU@2C*/)S*(KIB?TY_JM^L5!' IP$MNUJ02 4@)#JZ)L>O5[1P);J-5,GLY M#2(R(%Z3C^:*J:%8, I)X&&+B*\8U@PT(H""T(&XL6S_15^_I]J(-<,OQQ,#[M$+?R5:1@D"3P+:Z$G/NN51S!2GLP54P(<;30=.Q:*%C8)8X"NIAY.O?E3+SY M\I*3/*F?,+(B8>*SDA_,7KA36)J1H4K@8.**2-Q H=6/0[XRZK"7/9$+_TA7 M=""] -##(PE'N(+_ QO/Z)^9<)_L5H$K*HEWF8Q>LJ6C)Q$89;H8KHIX(PDD([.5!_'VI"C[J)26' !6@=Z<)D O$(L M(J)X*^7MJ!HPBC*IYDL$*,2^;W-P*U"D) <&VP!)=6$D6'-BAP%5$_V5JK@9& M 0Z@?_D7).%Y;)CZQ\YHP&>C7+FNNCXTO<>7:W -9&,LY: 5(^;"[$2&T] M1BE ':FI^2@ .S>@!294HOF*U1PR&4A]3L J5D?K S)3 H[6LUL5ZZ#%3I0S M.. @UP"&E5\)GR[=J7(MRYTJ1I7L*5?QF=*)XAFVBG. [P*WAB:.8LEA(F^A% M^N2?YT!' 2@(39/04>3468,%%N#Q M)T^^X8J,%TL7Z(81[S.2+;823BZQK>U MK,=S$6O4^,H;7_ES\97? 53Z"B@_DI%5*5 SU>CNC[J.*3;%)G8H M7H--3IEKG0XUJ>B7Y(A2EG)GC,E@.=7Q9Q7=]^12TI94S@P5,O%9;_,N_20"*

M#D=Z+/%2768#UM/IJ/IV+J%" M=,BJ"IULRP04Z5 DYRF_)[TVIK=)'(H2@F]GZEJ9'BD7B4?&D)EHG.W/=0!*
MHR5A'1F1G/MRD!P6DBUR&HY=/V$%5P='\FV"R$P2DV7VL#\"%G'F7%EC3G MA%5G)G>CE@I62XVBB<-<'F+R;J341Z6>@-
*+*I^,*T+2^^0LNRO5CA_'O)5<(MNZ3CSR^EZ[0QRT%:!?25]DJ8<0;O9"BXU)/:+DW5?K5 MQKXL^LP!68_880KG1%^K_%@SMU5YK:(*
+"QH7F'2\#RZ=N@,CW]^9[1&HK.-& M96U4UOU765WA>W_[X<_)I-OV!OW)G]Y0CO[LNW+\I^MZ@S^G_>/9L./)8<_M M_<"
*X"],WWS^)L@@5JX**Q?/"G>Y,=7%Y8#'_M3%U]SHO64=*ZK^]%3/.(DT^Z 8F8+,E]%5]Q]=>'X'_X*
*M>VYFG%HK_NO/OE9='16R\+&P73G8E2LV(Q,5C\ZH(^"&*0K9">DZN()4^Y M[MGBX#7-%OE*
797D2(FNJBP@/W),&;\7=+HWJV#_74=?:[5ZHYN4-J=5G44 MN->@BKR8^=^D9Y.P9OJ,^,6*^E:9_!]^MG_XKBW44:?*
*_O_]R/!P=O]Q2/'^% MA=]UR3?D_[D5@&K1912@.LW%,_5EIB!0#T!Q[9IBFAW2*9'\P%#D' 7*[W:3 M1*9T1P']JT>8Y:\OSE*
*H/+V*3.C6L^/>";G#1OS5J-2PTJ-;A4C4KO0FRF!3K29WR>-"C3H,Q6<;4$ M]2^9';V!NQ-*
KM[M]#99.=U[C<7"WAE:M]8K$G.'QK,2%:@KCT<9CX50 M^H_#OJ/21VZ>]%&4_EJ6O%W*LB%";T^ET-G.!RNK>< PY0_Z?<9C'36?U*
*<2Q5J'([4+[$\>HLY M#%[^.R\J+S*7K\ZD5I3PL]/5/:Y46HJIV80])E6XZEH6;?P-:A M)MI8>)U??*
*13PQ(I=+O9TPNUHCBX;OV](EZTE9N7[S MY)\SO+ZWY"*EOD7?A2P;*\M<%1O"EVB\BF%L-E$%ZH$S'@V 3Z.0 M1"VJ).?*
*Z&4*GD6K]Z4,NUI92GD% M1_FDHF*]$ZM%\@CO(X;<&TB?#GQ&?N9'I[^6'1/:*.F?,[8XOP.OJ2+"4]52=3\USLLZTA+S=77[-*
UE7"\X#9O^1 M8X:E^0B5+?8]5()9@4X:D]S9YF41I]BW];A\2@7MU0,KK+<'(8N,L;%<_ M4]$8(&M&,YH?D(O#DBSXL (1Y^2JVT)&--*
*"U8L4.-6KHRD2ZIAG7H5AB[A-E M!^=<"(>XD68P,ZZP_+$?)\A3('1F 1C%>W*070+*G$V^Q6,*UKGBQY$Y M51O1@0$N@**
*(P=3F,.'=/R8@R#[^U"[E*N\T;I0-&R;11'/&=3C;/E/PT(@*
*M"U)^052;H\WS3ZMQ=M"E6VRKN*MK=V*E/W7]CID3%]RJ8EQN>F=&^GCNQAPW MB89-*
*HN'^)QKNGT*XW9F^H[OL;^4DYG2W'M^Z<V M+XC0)K$NC%@Z5?X))EKI(K=L@J=SK4BMW5&A)F19^^2;#-A5&)-8KD+.ZE)_ MS/*
*2"G V;?PHQWF^>9-5@QO/RRU68Y/[0,RGQ$D-= .K$O'Z^OE*CW]=FD5 MNB5ZT8-R:!0Q6W$5 5;0SI;ZHE5>,:;*-LB; = =!:*
*[^265%Z>O"4.4ZPWFE M=7-;P[Z;L>9,Z)H'F0JFGW:G6[-S#W@;MO<^B!@X +4U>Y>^\CZ28,?/4*2 MM2H +?!ZV%EGT.:O[_]&?*
*IU<=6N\:4<&]DU,B,WTY139 IF;NL#T3'G<7JUU M*MZ\J@BKLVJX<\L#:#E+E5=);<2LZ:9S;!G]T*Z-@*LW=Z2*Z>6&(QX4>]@S*
MKJY.LJY{3&&5>JZZ(JN>17-&_>H6,M^FZL[U(M-I$CZC8_ M++5X5[P#$AKF FU>>8#2@S5[QCN3"7]'KD94%"S&V
*M*0RJQ%HLEX&+U='1E5&Q G.VNGZ-JT9_G=)=3WWE8/>-OZ:[%6P:1L/K50E M5TL>%758;_N)VKX5NCC 4#)7Z,$2[#5@T*;.M-*
VHXP'H6>9PMX-Q=+T_5#K28(V#C"QS)GQ84F> ?&S]@-Z-W_?RH)U 5\F?< M7D#7D7;TSYWOW,RYGG*5-9 L>G/*LA0_D1Q7*
GFXMJQ#2?GA[1.CV4R-B MP ,3U9+R-P+H(56$2B(N]:$J,O"NL9H0#!5&JDXR$JRZ4=@?B"DV'/'<>(VE*
MT0)\854Y[RV!_USI9Z6WJZKVJPWGQ;4W0Y+OH5N=@-_/@ V?MH/,R9O)8$FK MA2SA^YH),>"#Z%0X-E>$0,]K\"M?
DC;0>%$/POSG+"/^\ZGB8>H=FT;B]7E M4NW2 6P7!XI-< EP!(G>_K];44@JC1%6(!D96%19U!&'F!=(20'Y&,(;L8*
M$SAVV/CM2IJ^,W3N-T"1*VR[IOF/0Y]3&D T(+8!!A6\(R?17 M&/JG[XB."M\6&?]ZY;P-_>C>,-T#>;AQK$I7&9\W&@0N9B@$6"3(-
!US%^X% MYS[@Z2M==+KG.GZ8X1F'F@"UUSQF2OO*KO:H?*S+A=UH"03&03E"A7KJA_; MI#V1!6&P=*_+%O@:GLK^:.[914O=*
*FC7U$BIK(BLZ:HL4(V\'(']P)(OA3#4> M%].QVH=A\;B .NL$5*B1*>W.!IOE8LWH_:*55A';>.<,DJU.3G=9F9N)"[V ML;CQ'4(8GER$ (UI2?*
*_?K4V(71Y.@:97]S[I)FJ^6OAU1=$"XU525()U>3"A M8*6-(IS0:R#N*[3PJ8.B'490!DP>1'@T$=U1NXGH-A'=YQ+1O5TE/DK-*5BN M?*
*HD%VO>44;G7_E>4%-N*HW!2U(81=;>*-'\MQ2X6-),N;(A*@S*@5]?GJ*FY*
*M9*OK76(Y.^.Q*=1W=;8R0+:.O;L$#RT[DJ'#=>0]*^)M;\EQ:P/;-G44@!*]W M=UG^-UWQCTJU+Q:%GJA5GB_6-;@.GV[LXHJK&,\N-*
XS542AX=;TE998E(% M$8Y]HZBDGWR5*T6U^]Q,&>!YAWN!'453"^=B>>G+*Z?4,Y"$+24:P@G@3I1/ M9,/26CK^]!;K/W*
7F437DE#+QKY76&INZVAZ+"H"9#UW[-)&;%!P3TA]-'.@ M&U1:GZ%^C@7OBXLU"'F61RH-*
DAR:TC]6RTNUC4)O+:0K4Z$[+PRC:VJR8J\R MS4Q46%74-%/@X)70T!"84YVBJGH7.U'H;5S,]ULH/D4%QW5[LKQ)2X25N+GF
M:Z%=@>EMD"M[A8:M&C&EMYPM/)US32$B?E#Q";J"IVB;L[9F8'9L4VFI(M M#&
*[TG:^+"M#F9F6Y:@H./J7@IL*7RRCE9FVY&R^/GMH&;2&LFO?.]>/5"BM< M@$7YVV?HTG$IZSK_7NH6GB:/A>0/1D)*
*(,^86IUQP94=X])MQ__%A,4,L'U<(M%AT&Y*A%G6EF.W55>RK[^%53A^\Y&X?]BZK:QS3>US"Z IA=\ 42JJ(>8=IO M@2$ML@2;LE-*
%45@BU:%E3WF![YJ/UR,Q>5/@"%.K75&A[/-O=,G-,J\'J7@ MCCY 4%ZA):MXOS:..2Q^I'LW8"STL=+@EGP]'?*
*^SBS9/(NRXL]U#Y>W$.:GBO M1,_U1CKV0ZWZ,.8DC-&M20B10Q>#?8$JV(+'657/KJC4F? BML= 8A]Y:T(M"'FT-;?!8]NP3**
<:8KA8;#"M(B?3J9(!A-KR$F>TFA&[4Q4VF_KQ-%M@6OLT MOS^Q(<9QF-#,)WI?[M?!.[09]=HX^_@ VD?/]),TWCM@\T--F_*
YL+5)TMJ-VC3H,VF^JZLF7XHT$4G$34"[1D)VI MRXDN1Q&-@@]F>A2:.; M^[>W/WHMCI+Y!QHY76;N7ZL'4ITTP@M
M0"RN0#VFV4$&YMQ)GB%4O*>I.Y?X;ZT=_MO;-4M-VYP5_1G>B2G6X<@!.5E6%4.C"UP20/=:M2+$B,.20FAND4>NI9WBXZ
M1#MYWKIQ%5KN$IT.0&Y'VU5A54:V\K#8@_C133SW/T;Y#7Q"!=Q%F"K1(PS MQ84LJ<)HS=A])K#Z""'>C.K5;0T'O/%*
[:LHBQYW9L#,8_]F3 MG>&?_6/W^,_CZ:3S9Z\SF,IV?W!\/!T5FK:E?[@173&DH1(:\JO3%'#*P5&H[D/R M3#=K.:;+ZP-'909?<"="U?*
*JZ>$_7_<6A\7,W!M0/?R>_3[D9&3M5X$IAIV[. MCCBG&I@GHM-[3=37Z?U#=0NP_H=E4B*_RRC<540T9HM3^JUV@"J;&4;\QNG*
*M4X/0FQ!Z#595=&PIU)9H?$T-9FWH D3-J#9CT$]368SR!Q,X_,O?TL)42:!(5,*Q;PK&WN7)"DD%"B1Y3NE?CJ MC^"M@R,4\;W2+*
M3C%N5:LO=L#B3>%%5=YDJ.N5H!>'V@N"(NPIX6L+T#QR72C%HP2]REFB+:]6
*M0M%C6#&QN:>D\A!QE>B\SU*MNZY<4ZR855^05?=[L'E;XL60TEC7,.!5[0["Z,2&?-U5]1L8G'%?1\1AD:1ZPR<*
MSO'8Z?:Z6\H]D._!F^5O8&$0Z4]"5!7B+Y8G=%;&[R=F"%")36(2BC7D MA;0V\P8_KD(F&U"MV]I0?/Q#.%4EY-*
$W,F7G2\&AXF9I5/2FT)."NV/5VX%/ ME(>,/1MIK->EE0JE"1BA6I+7K&BH04.#UN@GVWE9DL"6X+&QQ3G&9RP=FCJ M?U.'LQ?*
LT[L"&UUIUE*CWG5GLQ*-K8\[OE@$1?:E[.+H%;(_R,7>?=D@27U(HGCL$\:1.S'9 M^]!@'7CD+^[7"!,4X@L*
S):]QZU\F7H;5>VNW4KV\^-AK8Z-G9.%&-GT#MN MSO>>_!D/?[PPZ_]3OQKY%7Z-Y*%Z[\\"+XEFC"#R$MKA/B-\HA#M3"[\3*
M&NRESE<+^W-QSO?8/N];(\^?K+Z&S7>/Q\T!-PK;HU?8SMW0BUWQ#TH^EW$C MJAN5K5'9&I7M^:AL_Y37EX
0'_PX<:7T_*.W;NS.W=!OQ/N3U=_J9G+/[83W M3X&[%_:U#RS[+M%:?Q&E\VOQ(8K=)F+;'2-0M(_-[M;AC>]'!/_80;%6Z?>1C6U]K6-*
\.Z5BH.0IC4NGB8'#;R_IGK?=W1L=/3Y9@: M/'BN>E^WU3Y^!DK?[;NXO45>>J;Z"_["=>IK9!G/4JG8E=]XZVT_R\/>/PWR
*M>\#P6+3+._!&8G)+TAW?^S,ISK'=,Q98_N\2L^RW5!"T?>JU:LQ:[M5^17 / MQ.ZN^>MB@+/[.^Y*GH'[OI&QW)FVAP&9'/)^+4 M7:*
(";A6H!#Y[5B>;]3>70QZGRGH+!NKT>B-GW.DU9_QD--72$1^WCK_72'\< M]NCYW(T 3A6,4;Q_?UHC7QPTZF>C?
M+5NO'(:7<X\;]USV.KW2ARVHO#F MG5?7L>O>KR_3:A>R;W6.Y6)K4?J;]$XP19J^50Q'4[>&4DN+[]"55X0-HU : MF
FL+2?:HOVR5'GI9I7M3!N&'[8(KSL5@ZVU/VF&LV%BP!KJ\X^W&K>8X4G MJI/=^6D- N^^(G&]Q:Z_:Z5U(!O5M]JKJL-4^U-WNW?*
SNE]4YWJEO'I6+L69 MI&26^HGH#MN#CO@ :TG%J1^+OW3:7;!)W8LL=,4O?A
DCC@]$;34/FW(7"],86Y,'##KQ0Y=;B&/JQ($/R^\X("H%(LM< M'L&D\EK(_V34CY"+'#?8_H#8WMMW;!\[G7[?Z??Z.[#58:P:MWM.=]
6YTOX M'E#SC1N'XE.6"JY%9_/7D4:;JCM^H$:$==.!X!@?J;[RU'I"HX[:;<+]-61G,0:;M,:NX,-H^F"[!JA MNOUYJ6*
Y?/DQNN2>Q6,J(MU'ZK_TXS23FJ@KZUU3EW:WW"'0V[6)3[2N4QY MW.Z(!W;$R>=_G>2!KU^XRGDBWOVN6N-D)"'!=K# M8C?
%]LA)"@-GU+$',5<8 MF0[VW,8'@(%-P D0JL\]]T-QAOV1,QZU#6085/C;>A[S&']I=9O>;DUO-WY6 M6V^W'^IOY-:(ZWK%]<]
])>K!.Y1+G"YX:SAW:R2HB"Q4AVHH42%X$3^O"+_ M5+\2D@"VW &VSH(V05&@$G2I;8>C^P< 8@;7JKV'Z0W"@D*X002:J^F7Q=TE*
M3M)D'QY2#V.4KN6^!%93K7[K^-CTU5HC^>VF#K:6O:9S M'&WD1IMF"%NM4:@Q":4SP_!:S[]Y6HHXP%V@'[/;-
G[.R0.@G4H5M!;$=;4? M&.EIYYV7ART;9B?>I9]@=OC[JZ>[!1!:RTZ!0WWC9::?5NM/1849(HU-118 MP.]1(I=S\<:3 ;PF#G:(9'%++V.?*
X$C 0T; W94U$-6),Z57>,:(W,FQE2R? M=W0FV),I$8...&_SP(008[HM($7O@VB*'9H;_ ^*8K F/OX+?FBW]]L55>'H M?[S"GE-*
*]MHVQX2(GG/<'=[(I#V+Y1'2.@C0]59MSQF/1]N=6U9*SR_2#=+Y M%"6;$E2M,Q!4\$;^RR&MQ/KHH_R6)?2^>/?.^H2>'Z*S#.1KB&*
*(4)C?:_=',M6S]TPZE/75O)^97+8=-LKJS0:$%;6)->$B]%]^%:'6X)8*MRJ6WSWA4F<\Q,_M[G!5FY+-*
*V8U@]FR1[WCLC#=B]9X)5N,NF]Q:\2_K[A>;H18P^'0Z71Z-T(M MZY!NA DE/-_L6P*2=2\NL,MP2O9@Q^EN]@NM6UH!?*
VZ(L>P4,BWD=N<=6I>3 M!X3H8)>[_'<'A=0:16+&;Z['8S<_\MY27:2>R>JQ#N2:L @-+P6T=% MLV1B=R"DGFN;VJUA#R';0B$F ML
2P%$Y%9VL@W,M]B,L[(;_'*G@>LOUO:E M)'LH47Y>^0TU'6UM@MS%3:K>@6 79:&/S?)\=+$!"+0IQYBPC'V@DR7V^UZC M2%4VN0M
*)N)N)P!%"NT!+;^2\5<9R&N@X5A*P.S..%>K7D6@<(6.^' BVMU. M9\BS5[$QG*?(3S;8P=PC+[?*
_\@:6NS%]C^_)]-7;NG6[OT;MO(G:.=AWM;,_ M;COCP>!F2N=F8=QO@U8P7"MZ"\BM%:O-J9/ OZB;?(;X"91O(QB"FEDU,\6*
*MUX0],W&J\U2I *\E/'"*VRF)CK0'MLK&'E%!>Q1E+KRJGC0LO7:-1_2X) #@$*
MAL42US357>4_G)R);JGWX@CP@>Q]K%G[]M&OWLE!8&$\!)D'0L"I.$ 9(W MS]UZ-_FP1YR".Z_2)].Y]#+
AT[O'V+F!_S+6SF)J:MJ]\Z3VO+V-R+N2!O MRSU.08ZQPQQ^6]\ >3O^^>GW:.324:!3 GA47+)]"(WRK-<6'_\0W3YVE%;B
*M[#P#C@)*8@]PQP?R=\3;]Z+7ZW1'>V8^W#4Q\Q%$ 7M-%+") NY_%- 5OO>W M'_YT/;?O];KRS^%LT/ZSWQNY?*
*TZZW>,_!ZY[W#D>'"M=.?Z! <%?G+]Y__[= MQW^< [#_^,VCNZ4S9QJ#'W8AF0HJ"&J_2,G8 ZH1P*H((%&5D7]#EF2Q2S*
M(^=XT'&,.5W6#JVL$/Z]TV%_S&=Y@?%+'A-UM&O]KG+)+++,XR4"QU+(;D&>1 ME-R H'SZZ-%3>4H\PW#$,ZR:?"9?B70#-\QM.#!.I\0Z?
@12[:.!X9G"KK":] MM4%W\(RZHX+B:P;%)$!,5(51IFYB7&@@)2[F/(Y3O3<\W"GLQH417("LI]K1 MHPU-QY%D$_3P4 .?<#7\84J/?OXU
P6FUU'^(SM(=FY_: XNT4$0!P^:/)8+ MM%;1X4 91-KK4 AGH#W\V#&>/?FW4AQ=[}^9-A&,BP#=/"L.Z7..!0,F5\)=+!@0'"NO M9"D2;^+
[Z_$3E,P[K)1,>^V97(.&M]N+QA'"N5>Q[UU(RV?+9UGY)=#JJ2&I MKM,.])U.[I_-_,&D=G/^@\,Y:4FJF%?_^)B@I],C3@,7F-
2)6C\=K0(DN64H M6\(/08Z2]E\Y!0O)^\+\2S0;EQBMTW#4HT?8.P"U_9P1,6D_,4Z5.HX W7: MQ?6^^J[UFH6]VKBPFY
K+GAD\3Q.>>!T9H^,EW7.@!36P"(%O^D-!G24>HE_ M1/%7_$T;=2M[C$#1@947-[FRP?607\,<-%NP>0!L> %S1/$ULP,](3# S;!: M/4]
*WPWX:T1B_[CK]$=K'2GYAO5RX8THB_,+]B2YB\F8:P(1E7+:0LO\:'%# MQZUNKW3:O1O&2+1\^^*
*#=D@,#Z+?)4%W*S7/_<,GWR>,_^%XF@2_%%SCA/#)2 M?>;:,,=D1EVY KZ;,V^Z0L"V\!!A&6$CT52"?N5^2X!;"S)%DQ$ZZ-DB,'9 M8L%*
*(N>$6@U%DD0A.Y[Z'L*N,'!7C0CZ;V#'LA]'AM9:3K7>$$LRRF&,IZ2%:ME\JK MCEZ*A02-D8)N><8[?*

*Y;8*7PM\39:.X5M+4UD>B5E**SD@JKIG:W;/E6$]9G,_M>QAZ[B]Y3'J"KF(WAM/_8LW>4G#9%6Z?)+!OK0'I&B2EQ7M!VVIZ?VM.Q0|M5I:5,EF;2KXIU1MJ^3P2>#_Q^O<)S7&0%`5P;@->&A&_M5%M:3Y'HA8\]X@R&E19,8)_3@3\E=IV;A.("@\VAPNUBP#*V+6YR,<&&.3!)M$45MJH+6D$U@:($4W=H5DGW1!\[G+0C/,_J.\L9-V_%O4ZHQ=^!(@"PW>D3@_M._*>FU\)=K"<"I#YAS/Q9.BD"X'ILX5]7=Z!]ZA/L#S/'/XC;X\>#*E>'KG_MN->G.(1R!^2)'$6*'<*K"53/(,#QS25&7V+MTAKRBLFX\^@D+&%*KS$&O(',Q1V'-+2WV?/WJAA2D.28'R]7[I$*?!:ARQL3J-GD?H);AUT:_!+\)OM(!=QT(L7-$O!A_MAA0%([.&/,T"(!A7G-C-_9_EAO[=P"H$B9VUB1@K,-U&P%X$$V*2!$!1:HZ9MD6=B!8;HB;O)^E=@BOE'Y%JL:U>KI_90#!9XZKLM8L6MDA&Y=,F_T.>P$1&J_M*,4I(YA.$_,V,471E:A_*6F3FC]E"YV=T,6_BGJ\<,%*@I\4,]KD2D0F$I?,_MFQO@@X/<7*$_42Z1=L5N8UEP-JA4(#<_R(84M5GQ.CHFZ4C)_'FN9C0!5P9,[&\/+--.S=4^,"\6[R^+J?2O.7)%WTUW@_*H:?_M/UK19("><U=)S@!W:@8:E>]U026>#31_M^'X3C6^B\35'X^TR5=W6<_,KSM_?W\9^WQ22NZPA-,3'+@D6D>T+Z)1,)Y20TI:#L4:V4U![FS";]PMI=1_M?<{?G+;$*SEULT268P^\7@JH;MC@-IUIU;=9:7.H/'2.^:&)6&F8<;#%AT-W_ML?P#;F@BM4ZDAJ"D8LQX-D6X*H?:9BNP_3&+T%&G#1#V$"L31*ETL(@5(W5[_M'D0Q5EF<>%<^BM],UFG!,U.R#6YV!YM3-5>-1IT*KNBSL\3#*H*/A::_M(^?A*MZ5N;UM_8OQ<6:KRQ,W_M.-%1[=R"1AXQ"P#+$N4KMGBD=I%4("L>&OZ_N.X_?UP0?6$=0K5R/RY,;SD]_M6N(\#P14.<4+WM];Y.N%F=*-G))_IIWJ_O79K.-Y4SM@2U-;X.$/,_!=T_JG^-^5DO6"E[PK@M%7?_ML]X?F%?="8BZ+"V+>%N!_M[B]\.-Y=^?Y)[[SW'3SW"/PU;OV5'TQJ+[3W'#_M#3D_EST_SX/>W%EB?_9\WU=]K!?Q;N3M+_[832!*,.L.6X.!41;CZ_I'^-L/_MW1]NH3@J95B7*EM^0S>%[PGM&KS'*N[CU5NM=^OVN.E"Q$=W0<;$N;(_SG/[_MP]R+T+A^6$X-$_899!3:..?M83X'#YM&:GAEGW/5JJH.+D-]Z=H>ZY8-73I5#5T:\JT9&FR(/&+R_<_!2X8._MTW)-F%_-#/B_3,LU343,HABZGFAC?XKS/E]*UI3CT1.MS4!,.)?+]TW;T?_MNNX^%:*>1@&#HG=74/0ZK?8&<#P"HEX1E?RG+>E]H@,2E3SZ"0;_-57(AQ1UME:USZQ!UU+]JMU1QVX96121:@>P=.CR7K=!>V?>.!3,"}YJ;(Y5@O(!)_EF/_M/?7SG2;=[%"YXYC?I[7OT4:^3W^YVZ0;')D_?{\7:=^L]>^WK5:,\$9S;S!$_MFY=8,5AIM14_N@5SV>2-_/G6/58UJU_M>:B@3Q6%'A+TU8+T#KZTD]<>](C<==/4_CI({!?FW+R59K?M=-H#9W0,/"D1CQ1JLN3PY->_MNPX\V4W?X1).U-:=N]\MO_*;K;ZZ'QQJK6;Q6#'SN.WTC]OWR;T>F97=X-F]_MX!G=;>f6HNJOZSW^A!'M;BKZHU"Y9S/,HK^N:")1G^[]2$_]_K)N=LX.>L<]_MI],:-2=\7VF2.S_A[N#8&=9RPANS(_=;N1WLHW+{1#6,3J^'5;R>BCMU/]G._MTT:AVI74IXM"M3F-X.2^HO[-0JQH<8,%#^'P_M?098\+3_V*-0X/"/?;7UX\+2\M^-)5'<;IUKCO6;6\1K?'>/AWO[:_1/\2O_MW7G@1?&L\>T]6>]MW8+FV9WPWGMOZOSA!_#>[MWQ-EZRQM':H%#C:&TY-KNZ@_&9^&*/&U_L3CF3,Q[<*V-ZPBI/_M@V:-)W:/=>O'H$A_*=S5P;B%VSM'B=84;GQU3U1;VRO[,1KO+C\[_YX[YVQMM1UPXXMMY'_CBVU0J/'%-K[8[2KDR5FWTQ?G\@([>&,3[+,H3F=PEE'C<'OF_M?M?.\;$S&\;/'CFCM?.J.MTQS55Z7I"SM=.N_&^[C1!>^1TC\>-^W5?1-E3_MQ;/&_=]X7ZMT9VJ^L<3FNN*]/Y/B?.K+<_K+L)(8'/$^]5J-V^()^F7[,;W&D.^>GZ9H^=<7_@=/]JQ^&?O3>-M[./&N\353L&O9'3[]6HWSY='-:!_MH<;KVWA];Y&\&Z9^ZL.T[FP&\"&_[Y6?SL7G$W']+OW4#4")#=T+N8_A0(=M_MG=6GP^X#S/:$[>P!)&[A!G1Z()'&G3ITH_83'K-#N.L,NUVGVVUJ(ZPHR-U]_M5)"?CZL.S'!GU*ZOXN#S^R_M!H7V1VM]NBCTK/S!YW,7SBTTOM\S-TY#&:]F,C2NOV?N!.[WN\YPT.0$/W<7_M<&_<<3JUA_*>F_XOX\:\?QRPT[SJ!_K[6[G[#_T^!9X__=8^7Z46O2YXV[_M]^FZ>SOCGC,X'K>:_@U/V.;&1P[@V$=IL>C]O@.]E&_?:)*1K?OM'LUIEL]M786BP:#&X=LX?&^NIKZ72>!+\070YZ+QY3USGV[-I<7V8?.[1H-'Z=*ML0#9_M/NQ\USC0^,0:YVN#:/N.:(W5]>DX7[]$GB?^\.'@&C?<_=K#>\PW_HG]L*L?'<_9B%O#D3,8C9W>J-]@UL[-UX)9>^]@:AC6_Z!5QQD[7%8CW1&6@+^-MLH',L%R^7_M4>*G?@3'*P,7"^]J(&/BV@^%Q>40/YI&012_T%BI1UQ^JQB.IFX-I;8ENH-6_M6]M6<*ZA-%_4;I9&HBW:.._/,+'^7X*36073!ZP@<)>)?*'_>'D?1VN.O^XJ_M+&E51X%['67IBYG_37HVZ-0&%6H43:WO6FDY,1_)=&-[ULYXA1X.L.AHD09+_M!+/"(>^Z7/XG#@2KBA=N\-*F#O7HA[^?+)8DUH,/4O9_BN1)$[IF_M%'XB)FXB/1&%HC-P.L=CI]OKBH3L-A'-1)3%XC1:+.#W\S2:?H4':9*Z(6Y*_MN/3*KVZ8N?&U.'9$M]T=.)^S4<=]YS.L.,<=TG44AG@CCZ,4H!_M.G.@&9@ASH_ZTCEP_0N>(;V*Q+5T8[%PTRP&)4EX;BJ)E'#)+B@KL+;U%_14ME\+;^0JP2SV^V.G]A*0/OX79PH%5PC+A/7D)*\??/3ESLR_5&3;FW+#H,(+7_MI]_LCJ'5'P_XU6\C1*?\%#8)R\+7W_#6%>*;^*<$(;F,_2DM\L=>]SMBQG'@_M7_+_\ALP+)_/VPT"?>QJ/O&'&\=PJ@F"99;![WA80&X"NT/%'IZV&UZ+P%_X_MJ4:2,!\TD:F813&?J?S,?5X&*BM+1_%3H)2(MH$U);X);H"OA<[&TX&)B9.-P%LI]H,":^R2PH)IZR!+YA)I_;_MU1J<6FZ401OXC*VK6_;"-Y@=;>$&5^YUHK8Y'K>Z_9R3Z67U<#F#_MUGC\D\C_S$T=:S4+_]JN1!;%"R(._TH_()M?/5DROHOEV'V=@>0/(U60Y_UPQMC^7L;S_\YRHTI;-8P9;_M_K_(I#7V,&IQ!_B&^!^P'O#+PQ)\"\?4L9P0:D)^M,7<;D1VW2*[OV\B&[_Y_M_2E%C'C0=_KCCCA[=_9&Q2=T>E2)LTZD>.#D"4DR9:VGJAX/(V4]YSP+HN&_MD]'CN@/G'&O5S0I7@/67IN5]D8#6FE)_M1*O?28AF2YR]<^STAS!<=[BY/7+J,7$ET]FTQ[1L*$]DA&5*^.H9H/U?'0:LMX!0#_&!5KU!P42I_"J>JX?4W#3)/ZTSZPRH@K_UP2_R&^$)"GC\P-AD:,8=_?U_]4-OO8FHLG)214+VH&N(J6H^744JN'31G36E9/-W,-55-+6C2R_87\TC8C_M$)5^2[J:G&:ACQXN>*_,_MU=$3EWV#?99]HV-GU!O8LH\0K0//C]O=FL7?;,:'R)=^D6Z0SJ?(B%4%OC/D_MR%)HM)P_#A43$BQ/ER'XG@4)'KH,T$VK<%SD]"_Z<2[!).(B:!]9]&[!HQ:SM4P@AOT,H6")AD4L2_4/D=!78V1BOXRL/V9C7\E<[?HKVN5%FQQ$@W$FX/C,_MQ!\^/4<[C6_24QL#'"7NK8_L-?NIKM]T&2@7!8MTZ&P#LDMGC=JO5'"%Z_^3F!X5)L\Y?W&-\LB\3LGQ;\O_3C-B#/X_MP_O,;MQDRS'>1EBFZPX$$&8T',%(/ISSR:4,,Q"-G0&<_=L@BF*'D/1?4?P5_M_OJ7_%'2&>V59'SJ5N%PGR4C1FA&SJ!WO$D(,OG\XGZ%IZ]_PX2S6V'',_#3$_MN1M>2#*D-K_7K6&61U@_86*3A>Z=U:>!D_]2BVFP$R'[+YW@_MS>?0A"B6(_M#L^]\"/QB?V_+=%@\\-A\VB:?L;G;Z3KM06\;'K[]-X"8.3.I'8AK7?ARW-GV_MY0=_&D?BX^_X64M\"MQ+"YU9<%,X$-C]&8SC>\IFLF?$V0:((KKDHP#)EU$CGCW7@S;PW:G(<(),+C?2/"@HP:.KU.>\47T1T[_M[4]-GO@WI@5\\HL;PW&)#UF0^D?GZ%Z7%]=V;P#Q'A-"X!/M(=V!!6XO=2>&_MMW8$MP_:\,_\R@"^>67OH=A##_]7ZV6MS%T9B%\E(2"ZQW"P?RB?NX$SX':Y'*_EU+<=^CLX";VR?$6[/1$$+(4?=/0A_MR2;V^;C:5Y_*O$'DH+7[-VYFS0OCH8BW3YU^*T@.!^^@_R;V/5?T>IUNXW1Y_MT*SS]C[K_..V,SX>L=Q.#$HKS/@7M$N_M&2@O:W\D?1Z[72/5>,'UR#-+CMV4<9N3O#N?OII'9;;JAZR76?.H#\.F%7HW_M#/K1,>B]NQ=D,^BA,^QVG>/!<3%?:M_;.?W>>(NO'"CM_LOP?1P^+R;:)),8Y_"&S=+_,*[(H\LM\>MQYW@/FQSO)L>[R?%^;GK+SWNDK]26.?N%;OY,\9FO[BIR>DYP7;BWM4XO_M:-F_Z(2N4C;L^CR8[:.B&?+&D\$"X5H8C89\;206I95+.$V=H3UN4FRJ=H5_MB-5!1YS@_L59_!@#FDM[?:I-N]<2GT"7@6%XI7BE$R6_(TX^_^M$G$]]"2I*M(GZ)*),U$>]^%W(VPVM09*R[>"T*+ZZZ:(JEL3_)2"M_!2?$JUTA1N:4*@:;_M!>8?D0Y@;F]AGN,&W4HK9.>@)"7DO2TH9N)*$CJHJ7,ET8H?-';30]I->W<7_MW;;,"CHUVE&C[]E@_D81XA<@G;94'#$"$P!#L"NYO$ZW?0^763Z?F.A#93[O_M[CQHL+)\1;MTI!'X+3AJE-^RA+GHNW<I=992^P43+2@';L:+?CDWC\%G-TB_MD5K6#N!C\SUT@!#GRX'F;(DS%@A_(R&=-0O^BEL\UBG_V)5GH]\+.8*GT&_@_M8W.Y^TRB[/MG%$SG?IA\O>;9W7]+>8D\:6Z\P"5%);$1P2D/OW54E=%LI31O_M<--S7G9EL_[V_>H=B#G4[#:.!\1:+=596N]5U;"5=KW<6T^7R6ES%E1NUT_'D_M!R;S?96!O#8NX\XX5^Y>1:#VA8[X<"+:W4YGV.@!#ZGW[%T]C$)_#R-WG8H+_M1B-G<#RL0R4APE5U67(5"^GWRQ^V,@[,*_5V*U.*"]JIX'4(/._",+ID$ZF0_M]K0'@,J7MOL$$ES/*S]*)?#+3TNLZ_%9&-_M@YWN7^+]!7)SES#?#4_9"ZSLEOXX=)VK@X35+2NDNS"_&037S%YO_M?!'..!LQ[1N4#A^$X1\1%IO[\+KJ&CURGC-+C2\>UW?>J+=X2DN\CENTDKMEMH!<.X_YOT%=!PFP!9NFWV3VIKP62)BM&%7<"^XTV^Y#:[%Z7BNF,QDZ_6Y&CMWNXZP^.UUZONYE$K)_F:A*FR4KL/^:Z[<[5=_ULO1R]B>M^&9LV2XKM:OLXM6U?.]]D-41[X>C;Z]8=1\LMW4!^0^IQ#;R\D,9E&"JIPR;5J^[0MC=]TO::M+W]3]MSA>_]_M[8<_Q^-^>SP9=O_T)K/>G_WQ#PP(_N+UF_/3_MS^_.OKS[]/'3VT^_?3Y_<_K;YW=?WKTY_[,W"@^'ZN5[ICR-!\BEMO?K894,_M^UR"2%R\R);8E,--$&^M[8A/;P5L2.0[,EUN:MR-ZNQ(_J#:S'AU,R@L9J!&M1U=4*SM;+%"H_(9.0=ET?YZ%B8G8+L2W69[E?7@7N5Y%Z]PG3XY/4_3M^W:@3.>EBLHVA4#_UI_ME;*F5!=;B.\HMTG%&&?%B4VCKC!,*WJ/C0KY>'UC03,.|]W6DH9UGOPN_M@_6.=770XO*BM><7]":0@@G7I?>D_L>;QB$&72L:3C"6UXFZWTW7GL2[&!.T_MJH(*H>/8NZ9P4*?/^04F%9?JQ3*_%_M_6>;T+&&_$1@%900"HHO'0*FC>+)RF]S4,[PBL=*&?U#_/V*"O6KE@U6YZ-J_MGO'??^D,VR_KYQRW$PEHWUJ(]T":RHM\<;5E2X5ACB=_M>1HDD2A*IF87^;:0H*,>2G5GRA>SI$4@^38#4=UHAA.'L3'PD]5OJZK:C/._M"HT=)&%_5DW._9=H?D?2]5?_K_,\%*H^)(F2V(9%=CK12S0$*<\K@8WS189_MJS;;>F20@(FK%VEN2T58:4@WQ:#]_J600:"_D-@>OD;:LRIJTZJY0]V]@%2_M7(#UI2U7&\HX7DO\85]-@J<:PMR&(YV[X7H(J]Y"UV8*O;1"YXQ4Y8NYXC]9_M%&=4(TPO%(!D+FAA^R_BT-G,![57@XW[_,"Z_AU1OKZ:0P%4)7@5H*('1R4$_M5H"++DQ#8(VC;]>X-HK%;0*1OE6@=1$&$,[%9T5+SF\Y%I%+&>/N!OQBA-+0_MJMQK8E^L7!%L%6MV;@X#1^T$!3X,DJ'RI0I*AU9),77-^>>>@92)DJ&75($_MZQ(^#J;UVD>Z'6"6V-9YKH,NC=!1_7:4Z+=$BNHN!6(C^Q36M%TK_,OD+!A_M_=;1_KE)I_9/+1$O)U)2(%7-,Y'G:4"U:&=QM.",F"@-\;\J*,L\!EMAP.2!_MO("S_Q*X=/V_ECZCR/9C.2[5;(T\MX$/%.6I!")U;+_A#Z[}$[EE1!D>KZ6I=4<)35'D^D_[K7NEV2ZF.&&I0G)RJ&S2PX_M\%WR._DR-W82V%RRRF2&YKE.\T155R@^SJ_L6+SF2H\S07+TF"LTN4>"V9_M(K"5J/B738=._MV0Z%LNZ*Z38]TP=I#UY\>1X7PC:P9'"THL59,H(%=/+LS+MP"N_(F21O&R-L\@T^-Y:OC"6"GH*F_&X-_QP_L_];7BN=:[EH6A9N27-"]:<_MR\--8NZ62_>M2#*"P&.:Y*\;/400Q"^X$F&80UY)F@KL!_^"NOPI&HE:88V_MW>ZU[+(YMSM%^XOAT3J!2=FC*1R)[F(XRV+"/D7\NO=90>O_*W"H+*RG9CP&MU+*Q0G@42WV*JD3YS/_&65'JU!!?'5:U*I"Q1_>@/_!ES@"UU7>%3HNHA"!S_MG.JN=3!2-"-L3VXW(5!H1MG_:_CDLM$L)W_:)?8!&U>*2CECDVW^E$U4X4?_M"E0-#'V1,_^?)S[U]@/_JPS\>11YS_%H/_HC8K=F=48+0L7;_M]#_*HKTEWH48C/+S'-+M6S*%^OD^*9DO6*N#FKIZ]_49+C%^C_H!G9%0);V!_M2DR_3[-]XX90)-@2'Z,-A$;&:RY@F4R_*UHRAQ3U9>"&.>$2ECR(*+XKU[2#MXT[5+<7J9I*[XZ[D?K"7K14]9K56ETM&5LV;2/'7#:C6^1U3NJ-L.E"U"RVH_M'-N/[7K_SCAV[%A^-ES!5)>^65_A0FY!/L\,T&[W@M7R).5HBO5E55R!O8*_M=ZJ!9%5>(>*5WY9^;(SBF3]+Y^AH\)%SJ_@_L1_>C$+5QO_5'3=1T28JNO]1_MT1WQS17^2G_<$V#7VLNAQ?.S^LV'R9*Z+G5W'&#._2L-9S941AG+]#WP&S_M8,$*KUQ1OJHFF0!SANES$Q%49/1R8(\H4+(+WT?QRN?*,,H)3;G:[.!&$H5?_M"PV\RU9RL5MZ.2G4+:6$KBXAT=&D#3&:8M(I\8EM&S.+(*-A(F5HD:BC#6Z._M/'"M6W8L.X(++=KA]X)USAWAF0GFR1DG4SZ>_$8&0._S.BV%^A_Q(JOU=R8)2."*+R@8",C_M;&S"\21+EF[L7L3NP?NX<'QH89LD4Q;XI,.*SJVMHX56JQA>Y8HQ5V+;@JDKDT)BS$6[Q>'>&*)*LEYA_@N"9%>2\UW!KU7<(86^_M"]"CR)(YQ8F;^(Q><,+D=%JZURKY6GW"A%@0$(LQ&/RFN-GR'>P3BM,9-1%_M1G,@_Q578ID,KWT9>'DKQIP_(DO*_O>%^/\/3HY>'8J#_^_P_XB?Q<')(>@T*

*M2%X4.BSP$7($>Q)H,-"Y.&NT"!P&B1,Y#;[U^Q\G9UH[-HY"@20/8%#L;2>G-MTB1L>&Z>RV!QW:NRP,<1LCYBDCU/V'JSJ%,PY?G5))-I18G@Q0$$B/C\AS-M;3:*5H:],@#R07?S*&N2M|C?FR=N:7Y%D]I3F(9^)*Z64@L")4&-&\$9Q>;3-M.B-EO95:"8-1TB?Q.3!=;$QODD5J&-M-2B[7TUW1I=* <-Q,;6\"J((:>N"JT^Y1J>Q2QCSODU]:D82"RX;MK'"L0;%-MQ(RH_R8XL()0*B\VQU"M:%Q%A,ST->,CQYFM1"DV3(MOYL%H]#[*F^)F>5V'-M),\!@2H8P@W/W)\5WBX!;Q4*I1=JI.*[PZ1,4T#$KTRCH)(PJ!"FQ)+9*L:6-MPB7#MIH5A_1BX7M!HJ/:QE:'DA4K)[ID){!NM-M5$,]9D@R.B?7I$RK)"F4O_D+H,>:?#5W58-M],WU/A[73L9XH94;PM4(6-$[&/8?-7@FSSN01Z&.;%*I$:52/4]&Z"1Z6-MM"$=V"6?10%X5=2ZY_K2?6A)I,*WG$MJ^\V6K,)&II2NN5-4)].6K2L^[N]HZ267A8U2G,@Y8!9N"N]M$_S"1.2K<-M.C;KX<3*]<&-"N"'G).7JAQF5OE+1]HVJK,0-+Q95F^$_XYX_<:ZN)7?.D.)-M^[L[Q7Y:,GFI:X;8;^P.^\^+E[[7YJ%OR3Z/E.&L,T9!!3<7UY3TSUT84S^>-M9@M,TJ3LWJ(CQ:N^K&=N@%$A)Y%$-67.8K3[VS3($JZ)2E=5X3?6<[T,7_%-ML]IZ4<<1DPR#C[!XNF)BW\BF%-1Q,#]T[^+E=V4YL59%YU.015(<]-Y!4<-;-M*Y@:K;/Q/7&*S\0[1[Q[1TM_A]T*2.6CD#U]HJ((=NMU\+K%QW2YP$-KJ5-M[W5BT?J(:M#/4,-5GEE2?9=-^[--HF$6K=!"3C9+CF&+\:B@/UZGL_1I8$*$QM-M>O)L-4([^XM"RH#].3#>P)>4I9\GI>,_%]&EN[N4)7.-$D&"E[2)Y:_/=2LV"-3HI"9$IE0-[IIM"P.[/CE.\@UHEXP1&(@]P-LI%W.ALE_("\NW2$D($ZTBAZP8#8C%_&V0-*)L-MC,C7=]=P]7B%FP!V78806<(W@)*%RKQ7,R_.M^&DU3VQ2III-8\+;("-8F2<-M.=V2IF!FXT()Z7,Z!Q,Z5&-B_0)X!X_0$//*%^LIVLE)NC"I"6.M-FH/*+Q2-MZ!>(=@N5XL_V:1(WI3H2BJA4-@?M4PM?=9;J%CN*8):Z1"1T@Y]HB"YC;J&;-M,D])@13<)!7#(0!^T.N^_&F3A%ISM[M8DP7>50UP3:.T%:GD;Y1*.TJNR*_M-MZ//E]UW,|_4=-Q1^6&B.=1UUNKIM[8*B%Y@FE4K%4.CX4748X(G6.X@7Y)P6-M1>6"IBNEP"_]$8%8;_&B_+$[-2G-!.K\IG5N8N!=7[Q&!ZO)$F,=H=*!I(M8E#OU;"^D6@RQ0#\$)N'3K]24AOSKJOP!W5[.=>58-MD1?J/\0#K_(;6<3#:"3CV.5USEU/67(RO-FB]\'(^G^Y7L)N/08;2TA4,9VM-MW.6^*DX0)E45G+A!08EM12E:X@^^BPW"-C,C4\6B20-AJ4Q.-7T#4QE%UD-J-M<E.IP;0K+Z!CVA]4VFK*E8.Q42N*0US@THSO++IW/5C#<-9P8Q3-MB%/-IA4!6C3];H_6Q-Y,BPG7^S=PQ;"PC!7-Y)>[=;S-RF4(PR@+I\I]5UH;-M:WEN-8IK(0AJMK],JQ8%:S<&!DJ-GLUCL;IEZL-HN:@I$J-H?%,9>;3%*T7-M=(@3%#T_S(L44?HWJ5B\1ET9?*8OJJO;SGZ,U<%Z[4,,('$V,;J*1GS9GY-> MKWN]D>3"-O#F%6_8D!TX:,S!E4+*G"58U-?Y-7AV_2,-M]8FM"]I^.ZZV1^4')S*(@-?2.O)YIQ%JGGBC78-Y&2.3G[(T-4KR0'(AYI@7-M)KZ7Z/(*=O41%)%!$BE?H-*-0ST1LSK,CI-4Y@!9V91=+(7ML6D>@YT3R@M-M43>UL;*C:F4/_EHK@*/VTV\M(F7-O%2X$$^Z&K$A-CAQF$PX2^0DTA=O"I/-M#M%N&K:?@5^HEEIXX]6)(M0W7>R*\3]DINLZ-Q&KG3AJ[(=[+LQ+@-NVY7S-MX7P.Q;B3:%'2\'#U-/D^&(HG>8%9]#/[%BH32_>2V'4)HM>.:5(-+'FFKM#9M5A6ZN@6#UD$*IJD!N9KI_#=1S?QW/\X!7\!)MQ<-MLR,0@VQT&4Y'-@K19O8L)S0XIQWJX3:N/\I+-5NLM@%F-[E0J11J34<0I<]VV-M<>*1-]PV^XIF8;SZPK9<6M#/\TBE>L4N,J@PI5_2_^6)4I-1\Y6)1LK>:5-M:G2JK2/RZP!JA&4V"?-PINFHH*9C=5;%+'K)\/=I5P,F4,W>*%>FX!DY.@;OR-M+WX*C98NBUJG_(:XH)-R"RU_1A:B+1.C)WC*AY#8Q9Q)&>+:,;#D3*MT7QKOP-M2DV:.'R+0WE>O8ADUUR2=\V0\SY?0H-M;HAK-$5)XF-%1$]B*;H2Q\5O"IU3,O(PEKV%-2F1VR#-MY97"F-S0=\NP**=0.!00T;G<[$E:!B[&8PU7P'!72HT5%D"-JB:?..#C.71L-M;P.?IQ(5PKZ@D7+U#RBX.%)_&_HX!DJ!P],-M.8M4UZ>28\1RB+7RFEE%3Q.AW&98&F\.52N4IEZJ@0%E?AGQRZ<$(AM&5EY6-M'Q"5OCE;4.J[SNBRSA3#9=D9/JXU#-5R&*NP=Q56[6IE"E_O4-M"7)YH4\"S%2Q*$QJPSPY&&6B5/B"FK[#FI@J&(:&P?]E[\NZ$]76M>^_7\&H-ML_<95>-H%F!?:^\U!BI&$_LFQMPP$%")"@JB,;_^FQV=74S%1#10?:"WU5L5G'L'"03-M.[PKNDR@#DBF-QI%YJ[!XNR!?>.(;?*B3GQ\]XAS=NBIT#YQSQ#G2%$>V-!-MYV.6F-([!.'(G3T3[!OBXI3O$!5)A"_X,$F1+6@M0%;WBIF9HR#Q:?4-6'ZR-ML-7%-OK]SH2!?X]ID]5%X?3DS9O^=AI%[8^]D;2[''H]NQ3.?D+$3#-1(\K^T4JZ@HFD,J-M!_HIOHH8P\D]:._5N8A[*\;Z)@+I9A&1]]S]//*[>>>3GMZTYF5_@8X]QRLQ48U7(AC2LXH&&1^G2.CL$M-MH;)$HI],.H@G/$W63MC_R'([7RX98QCL*#T5[?TQL3WJV1&'=R3_MJF^;4.R-M-H_=VL8TAM//P$.!RWE&9G9L!^=,_MG9-T^YR]13T0?-L(O(GB=LG9,.L;]2L1M^0&(V)+*LJ9OU5D!GM_]_@8N(G.M;CG\LTHT$?OH>X-;KHAPL+,7^E!!J3"8^8>HV,,)*7[\C0[NZ\;P^R9C_SCKT-:/[?_\DD4YF_S:CV5?XYL2%;8MK([''V-Y%^5X@-)1A1-M]1D!B-\U)@$A>CM3$OX$FQ[+]K5_?L'?09HX'I)Z<$G=5!9.:,8-_?M+)%')M*>S540D.H/LG3^N.T[9C3U\F%>50.&/"R*WVA^*?^PS8-6-X[=V;\]N/A2/%?]&*THD*,TH[^H\":VF-MD&W^@&V<@G0']W=?+_CF$"'^G^_O(EF^[SN-0\;LGY;R^)D3-MD8"0F#"H(B$IDAS>2-UO%Z%\+$^_E:,G^7GG-M@786C21Y_[:CN[L+&K8!-G87R9A8+S]MF=Y2E[_M(++]'$_7B2<%Y>9)S3OD[:-X>P@H&M*0/4"9@#T",W"]N8@0-M$NR2@>66>'"SGW(QCX04%U+]$/8_XP0*UPC4-;BM-MZ=OU?Z@4%L*[S-Z(VY$XF!9R?$!0-QQOAD&_&CRWU,J[(09(-%M&=%P*R<(M>P-=GWMX*+"!2]N=]IQM-!5,-$&H5W(:IU-7=-ONOFT1Q)KS52;Y9)%7TLT,-M)8IDW8]_N@II/W;(VYX^Q=(Q+U@-&L%-*ILB^RZR)VE#FB#=19(^G1%L-+LG-M"55",KN&PV';4!Q"NH)=AC::M.,[2.X89!M.VBD$(->]:"HAZO[;]"6$5V-7-MQ0:0A-M=(9>X=#>8WQV7"MECY*C8)K=C2X[]\+V&_X;*N:$L57N]_!AJDX^-7=Q8,;=R)M#?N.QLO>>ZD>-)]9(/2.TNV=PQQ'8*GIG!Y3$;:"4W##8"?Q\0N+D)3AT6JGJN-MP9:!8US9-95;C.,;7>?67V5O(91&E7T^$]PSN(-MD",7$,8.O.)T0F)AQS[QAFKCB\E%CI!"ZE9U,9<@2=JMUQ[J)0'-@65@_03W-M1Q/MK@.T6[8:Q(H/T+YOXSR-O,@FWMI9'}+DQM9Z@'OQ<[&-;C=:X5$3T'9<-MNT!(JJO:_K$-_^B?=^$P&$)90,+9-YAX,J8CNC..D8-Z0-]D=#"Z)VF')2EQ-M&\Q%=S['W<)X.@_??+!7_0XD),9U-]+6BF'C^$4170*;"-M%R#;"[KLP"'^@?=F_[HA#GU[+W/>:=I79_LV)'$N[.V<%VX(Z8H\P0?.KG-H#-M_!X+1?&T@"SU"4&;6(DF3L6*G@;/@>@!U_'<@<)-JO-[1-&CU@3)XA!B)2R@^K/[-\EMD:$QU2V,[0$L,=A>XCP&DLKB8B:?I-FP-M=C"L'0Q^[>!Y)T38TPJH.\M035EUGDYGCA2$5\,*P[?SN-T74G9U,A-%-M97K3D]!]@R$G#8?,!ABDW!CXBFP-B%4D^\#A-4MR)\]U-!8;TZ%&ZT*ZN0:\"-M0=!]0R)(JL#&T?%Z59[IK;[S!%TGQ?CE-D3^%'-MSB]L9!3LQ"L*;-"C;(!1-M1,#:^[^\B6_H@QJXQ@*K"Y3#-6S#0*0&*M-40&>"1UK0_ENYW>1$K4IHSB1*-M:<">3\5G^7ASSQOF#K"MAPH9FK@9)[3P%-[8BHC\E[]OOS*5LK\C6?W#Y1[\P-ML@+>?E=@3)A;B!$(+-FN;/%&RXAOO]6H3OV$&Q[QX$[O158EXW?E@.W#$(9-M/58KBB9-WT(<#$057"#KT@)0L.+4'?S;A!-QQO4ZFX=C:O9415G%'3NPV=9P-M-R<=#?D6B&,#X/?"@Y'<-M$;IXG6C2)L+/PC,/9!?3"'^XL#+>16-K"$_GXCRGI,RCGW/&2X%@\.T4V_MFK-M*[R4[L184O9A\/8,;HZ,[R,V]-=<4M'-YQ*N_?-XE@86,'9E(Z$CW_WL([,F-MI,W+<(9RDC9,=-81Q^['M9.(^'UC5:C.3>O&61XA)^Q3.HOW+MH>\O@+;I_-M-KY=P8?O[-?K:!(?*:"WL!^+$'60HK'I&681$(5\;,\VGGGDKN%!O2@\[*G-M3=V6:[#,,?Aj'WKKB%-UU*@/UJ!.9P00'L/KNU)/VY#<'-$#K,B.W_]'W6$K-MPMBS*@$;H-F>2!5$)(NB3?3X)C2GL-;@TH1C>J-T2G+*XXBC[8W\[[3!U_-M2'Q-?W(A:F1FDXBF)DS"TJAOK)8011DB[AT6XII,DR)#1D:UK,_5/FP7-M%TS$[?_(=GX&-<@49"NYK.2^!XAZN)MVCE1W9?F,G3_[SE_H)44K;PCO:5FU#-M$!.(Q\M!E7-*>>W1AOPM2?TYZU-M/P"'^=V;7'9G?-7D7<[[=KNW8UDV41X^J-==3L!);J'#YVPJAXC-A&/F\8"@+-M,??^'JDR^#HJ*DFS=.QO;S+@$H(KL3"X$@97@A]-<$2E5_N\/@R3>HJALRR^X!-13-=*&);TJFMDJ<1G_8GR+0.<;($8_+^<-MD@C'P,1M^Z9-=|C2=3!-MTP-7+!OP!$86*D.4(+*/\87)4-PB_TY.!$>G>U-M:.0XZB7#"+-.3-3>&646#SP>K(&MH5'M-B:@1O6\[+0RXQMZ-MDNV^-V%YCP7-9AG)$B:33D:\HU]^.N!'$8+\!6Q55#B"$QY+!0\._O45"GD7-M6?GW5\4>L8B];06-MA(G:Y*5@C:\Z]P<15A8$+GAQS\D'4()-IV#'_NB:<]$-MLSW.[-*X=YP3O-SYO0X/QY85*-4(T?R*8&1EN$2T(6V8D+/-.S8];B1XLZDU-M&6('S>.(HT(.$VR(MFC.7!%CF?TFCNFQ1V0IJ*EHNE*EC-JPYYJ!_EVH[..M!"\P*1"FQ[&Q&03$P[$%!V&9#&]:&+J(!V'C-R%I1'PKY.#MOA-Q)U'-&V>*-MCY&"P#N6#+5OPQ7ZV-6M$,X!$6$8&4Z8-P+%,A!N(^EUE[_C1\(-MN=[R3!-ML)2"WMF#]6.7HFZ^FOL:&$XKXDO+P_MA[Q<":FEP$W3X1P09*+N^,9SE@^EH-MQR0LY6A5(6YNT[9B((ZVA[D)T*$-K!<(<>>$-($I92!(-T3E,QLX?<^&8'+R-M(M(#,:U,T-0HM%%$5_FP'1'X#2R9VYB_C0]30=59-MSEO"T+8G;P-%QQ1E;BH*8%S1GDRC]BW,00JI.#"HH3I8;\VI$Q#<7#GZ6H2:-MZ!)NW=/L4P=WP(WB\%OP4[(W]A\I7(N\I;W1E)W-/=_4%\Y&VLK=(S#L3C_X-M#!2Q(\/3@#-B5_^&1(@-//!$('1R&"X0HYH$5V-L76#GQ;R=%XROK_$DZQ!>^-M0B/2+4_JZ!04Y-G.*T65J"2R9U>'SASL,\]8-%27.U,TDR@C^]DC#%&]^3QP/61^G!L$>GVH-M0&1RL(?R!.,3X)@[C!CC(A,D29#:5X9KA&-(,3ADQBV^HI_U%*-'"QL;FNF_E-MTCH:,K#QO8%/BVZ&*'D+"X2(A0C&@94[V[+SCY5Y8"4_[0'B[O@-MOW8)KX-)"?F6N$LDPX=N*X"'OBJ8%."(E2@:/&]#XIM8]:(KOQ-0?%N9,2!(-MOZ'9;*MB-9,A]K@B[S%0/W5C_YX[KMN")%,(I3O?/N90?A%P<=,1DIA]_61J-MGS].F7B>@28BBMZ/?+E#B(" ZLHV7M[!RKYO'_7.F+G,-[Y)Y*#MY-MOY_%(-MGFZLSX.3BXQ$69E!X\V!]R1M$80]-[1O9!;C()"9GY[L"WOJ&:GD?AJ<;>$_/-M'";;&,H%V&ZQ0--)X.N+,A-+L/3.WTNW915^+#)P'@8ZG%XIEEI4OM3*=5]JM-M4JU*@=!JU7*/XJA6IU+AFCVJ5J!R?+/-E:K'A9/-]>TB3]6Z5;[9*1.]%%?-MPR?4;ZU2&SX"7-_JJM^"2-M_DM\U2]TVQUN&H;1JO0.Z,_@"MN*)[+%4G@"KY^IWD+K@>7P;?JE-M4J=V";X/>-ME,L_E%JU)M4MM8L4>-(4ZGR.WY*DZUVR7K]GS;#G1,FVOSZ*IR+0<_@#\Z-3SX-MYF6NV[HY6PBOX)TC8KO+KLB.N(U>!PESP_7R>.]DU(FX52!U3%C.B?-R0=T"/-MP++:VS7VEKB$[2G[[T"Z94A+&;3?=,-Y_#&W#P]2C&RUG350@<:P"-GKG(3E]5)(5,2V*7U&I.\RN[P(=4D@MQP"'"\'O-MKL?E[?-_P46.$5+JB2<7V<"D2+\S;%7TH2SFQ!GU5#*DWI-Z]8EA3M<8HJT-MIP.2K?H":?L4+3;S\2RI-6H!-8&](E_-YH,,N71(>6=4VZBT!WL8D,%^"2,-M@E(?,#?B1-UFAHKR=Z8U@XDJ7-JYM-,Q\!Y.1-R;$"-UEMX\B<>X--VY0G;J-M:6WW),+YH#"F;Z=5?(_P%"BZF2Y4RMK_Y5Z.)CO!8;(357:QW=P\&);Q*#$M-M(3;8GP8D,'I>3>)9Q[MA9]*G1YUQZRUVTI'7$[FBZJUX6+T55F\%OWKK,UC\-M8C,SG3"]F]DBN*$HOG%(13:&_+V8'*L22N0\)Z*8V5/AEH[',+U)?MF-MHHH-WW?T<+EI/=G-ZZ%XJ]$/H+WTT]^FCM7#WKB&-7Y19\#>^A7!45^4FE$1-M4A)R<15[LLF;&0_P$AY,+)#8-\!ANYA?$"CAN%:'9R:C5USAYKI-M&DQ6X1@VR@DB;\;N\93.;7AW.SIL8=?P$-08-4.[C^0LC"[[711&(/Y5U\.CXWT=,O.+>Q70"%M\!9$CVM>5;X9-MQU_;)XV{)L@H1W?B&V$62-;XZ;@WP<&8\-[W#3\NT,/X+ZIB'Q2$%.!2R&TUG-M^2K<7_Q3E,>52LX%_<(5+U[BQQ4E-NG@EBQGYYQ)X#%3#1/4[Z'50VR0<-MKX!!=R?-ZBGI5#/W707H0Y6<+!%9W#K<&H!00QYE#]'230C.PZIE+/0F#R79'-M=SX=[1!L#T.Y9>2!.U2%08WL%.-&3@)G.KV2-'M+FWLF>DMP,*F0,&?T<*O.M+7PI>'<19H#M?BWDXM?0"T$I"VDM[W\Q?[N!ZL1XT0E]9,[$E;YY1YJL8'9I-MO5O0.IG"_Z)F%\M^5-;-_"4>)NSC5UPP&D%O)"XPG=GP#:[Y#38*DB/TGU%%-MWM1N_$3#M?MX1J.J$90RTDBVL8!?FPD\@F*]Z75O")Y-F:UM[">JQ%3M?B4[-M7^V7.239)DUTX',XDA9G;MT*5/C>[E2)#9'#YTJ_8$$AX"M1CFRJCXV5[5C5-MKF(635EX2Y)EN^_!'@?IL(285OO/9456#UZ*;'""UP[-MQR'N@TZB-?/R=F2';#Q.0&S0J&YLV2I(S^'23,!K1.])^A#'GJ%-0%H/#3MQ-MMYZ@")*M/SHY;QM:0S#SL0;BGRW%CV@WY'!J-XV!*!'*

MV0-);$]0CB =\+GZ/M"IF)!+SLTENXR279GK&2!7@M6S3?30<&'2,4H6UZ83 M_"97VI(<8OAB:$)7HD.=9-M=!.9T0@K>2\$K#(0-2 YE M5_H0KL$M#O+1*"KG=IO;B)WB,;_?4T#D'?M(R9:#)F^,= P*1(.@=:.)(L(' M3U5UF5(PTN\&-J;/R#%L6$]XO8-XLW+##T[C%;K&OPTPA\;D^1%$#6ZPCJ*6^OE1V^=ZH1G?A<2PV$Y&{YH:C#0..'"[I':.^+[+Z=X:$_\L_WNMMN';PX.=+UABXW#L*B M&O^5/X-+S$EXP:\;:OR#L1*1&DS$!7K^WK)CD 2UU\?#&"W M$3!!;74.OQ?%51E.Y])$-U'3 QHU"7&##AS;NO&-MD)/* -4&?5=BX? KY'[M MFK#A'.?(E310/,#)O"KL_]A?6+'*P#,W):I(0$@*&W76<=LOY MSF G:C)Q"<<==^ D7!R\V,B6G]Y? I\Y=V/7^)_/@3RHX$#*^VW@B@CU;*YY9 MSCN2/,A^GOOXHE],PAF 0#(_3@@?M3{8*0)[]0C@VEX0FK""(V.XG.)}AHDM M 2$&W]8@ ;B+1]@[3E>1+6#0Y -GC"[,921H9XFF-76QFO<\=*4;$WD%8=3W M/(F:36 CB&43!)F48)FX"M&!%X"0? @0:\OYCFR :1]7VMV%=B!@AJ4+\.Z0 M.0+4(S\"DUB=P>/M V*?XFS4.T_F;_#A"CS((*'HBZDE282U)&$MR?>K)=FT M;&W90L2L89#ID1FB4>!#R\"H#}M8$*..RZ!W>A,V! ..P-]LH5_<6090ZQ_ MCNYF(ZK/DQ,V"2#D5V'0[:%:DD7>D6$ID#9;3I*0SFR#U>50IA!M%"#Q?E/"'+@+V-7CC}@L1$X!HR3@ M/MH=SK\| <2T\)T)U(_U@[Q3EQD[OO9?3?2U\'N8'#@2=!0S9N =@'PEI-O%6 M-I&//%"MBN]A&'(3K9"@%(L;U0'8Y5ZX/>%D=-?:7P&- \$\I/(8#_XP6B+>> MH&?C5_"?K"U)=]R,3!G><3=WQ"2> X+/SH=QX8QJ<>!BM\/CN,G?2Y N_@ X M>2&H:(WC\ [U]3UA%Q<_VO89#G&1C9:R]X1=B D;Z<(D ML/<4AO] 41&[A.GDNN@=HAPS@7>/2#7D9.WUC1WJ1E%7NX[B8-4E<"@\=\72 MCCP- "A]II,C6A*@$@MSM>PPN%R28[N9FP==!A[BQ@-5I)&!\)VH6[$I@(L#B M8C(1JD^ G/V5_'D%MLPC@AR)&*D&89!!-T8W%3]P- (KAH&PE)(&)W1.&31$[MXP.Y* +>4M(R?94T*5'MDB M'BXE/<19W%:0#[("[EO2<8G?VBWP@'9,K",=9(ACDIWNO8]P7IL_*!8 MNPTWM=\4VZY;VJ$@!]Z3-]!'AF@O]D{YTL>)& 5^S6H*/IUMM?)P1'J&AW<-@F M2!'"MC]MPV!_()0;F65QL!)V7T1NXAM)"2D)614397<\&;T<<+ L7X. $!)W M#M%+);H;U@?,A?-O1,D ACJE -LH DAN!A72!^394;"_5]2HE@R#BV%P,?C! M10(SSM")04))B8(BQ1@A/A 5 7CD<8%)Q!@F-E R<=$/,UXO<]5:(5]IJM9NE M; ? B!0F91"P1BWTMROAQ5:X=V^\MK]^QU_-+$Y(@MSN3;.?Z@.(G!D01YD8 %T$ M)[?)H-]B7SX)30T%1-88IXIM% (=$,.%-7,U&01<*Y>1C^ M@JD^8/D-24!'=T[SP$K/-.*CO6]'H)V"8"E10SXT Y$AZO9A[:$JE,[$6SYU M)\"B^@48(P6?;U,=#CA- R+!X"OV@@<@,Q3.141HIQCV-.H!/<5#W)SND@,E M6R8>9HT?X;TM2K;Z;AS93RMNAR1P*#33:5IT;FAC_N-H)JKDFDY5TP$L0"_1 M.:!R_HBMV3T+L)M+X!I0OX:[0Q[P4521A^NB$4_@YIV9H<#"!OAB)(6-_V@W M]J!SL,\5%3*(,,MMK/$ .Q5C6COYYXUOV7X6^%A3AOI"1<$$_#4;5AQ>3XS(MXITF/QO+NWF(8,3P86."Z6@2BH,&:POE.""7MUBK:%3R0DN:63L#H38+4CW#P[+E[O@I'1-CV;"?\U=V< M$O8AA&2YARQ)L2),JT3!#U&D012[["@DG)!P#A".UP9P\U6H7AQ'P$W%$6YX MY.T:"*NIB7.((>&%A/='G5.&4[ULF[Z0M)3%8J+8.- H$JQ]:=PH*Q:.XI^XI MO75G(D)]J7_P:F*'H$-:#&EQGU$',X(PT8].>!E;3A&,$WD_4#U&G,^]P]Z M6:J$LJN6 :@0O%>P@6A#RCLGY3F.*2ZWV4M5*'(@+A9H8(P]]L,3LX]U0? M!$L:H$OA:Q"%90CP^YN!&/QT..$!PU/!S)@.*SAA%H4 U7H)/R3DD)#W$+(M M[5"[O[A!O3X*(P3I">[Z+T;SNL/%S4%])<2','@)!M2\^'+09[80#U&+C> MUJD00=5U3@^2KYL+W20DM9#4]HDW0UT"A3A9>^/47I,PI)V0=O;0#D(T<-(8 M\E:RU.YT<4&P45$E\H'AY!A%FH@P#>:@\- AZL\7G0K(+R6Z?:^%/=Z*F>EAI MC_6AZ&8H<2[*&:!G>Q>B!XU.LZ9].EX(!F'LIP.6))H!+=49@(M$BRU4EY07 --@0LD&(,^H"R2)/ M=M]CZD_$5:"Q8]Y;9X-ZUI"XWE/[@4I+<#%7$[@_%!./X]^\78C.^'"+\IY:; MG>8PK!^3B<4P.#6P2F2%P!,YB!:? ;AEAS!?-N=E&^=?&%- ,#:I*U=@=+GJ_% M9!\\'(4'R[6V:![C['C_8_U RX /)'U^8M[]VOI#[/1:ZM_;HN'HC@G1PW,5H M1^S"-6\UD W* V%] <6L#KAI"0WIAX;Q=,^3]DEM;M[.4;HM&+99 MC?#M<3>>*"WET'/W*Q \Q9#4;!K!MQF"-,:ZB/I"9Q,X%_R Y-B@4-SK M0\[+X0^/P7US,? T+J.!_(>Q?"'[_0K!L.2(O@.08PB)TY*(3U]P&/$#RFV'"% M>\;=@2-#1CX\P;J^V*]V5B[*\92R89:1)>5@0A[9XG,!X8TZA'3)+L@5B6S MVV&QA5.A3HJ=\9N3VB!R$=++I+X1%7)C')B-O.7;G05>0WY3UJ, ^^C4V2NWV MO,UK-@W@.!O_V?_U,_:+[>_T^ >H:\YT4Z2[#&+\&7HH@G\'6^BT*N+]@$4I MR(/====3@'?$P>\6[=Q"[%4\G;= ^,,;P\9E57.I ';-[[KU'M-[+]4A=>4S MN3&\EV;G? O<;!@1K6#4D:PK1("1O_AK!H#JY8[0F.'5!U]#_O=1R<)D.>JCG M_3='7E.TA:UQVY[EGZD[PC? ^QFF]Q+QW@*I(0S).5>%4J6>NH(,6<\!HQ% 9 MZXVL*C:3(5H;,> 6HXVDV6%;D!C-,D3JD.F 0P(SXS6[;509#X@L]-!0<==> MAHHX[^R:]PC-)F)S^$9/A.L2V"VW"SWBQI#*]_UYKZ&BXT>"_=9!]WB&XKS M5&B+7C\$B3MWR7NY"*<#(+2B1UZ9%!&*/B/) (M-.1&'&YQ#0Q^Z0XQ,C)-+ M%N=]OK2"WQ4WV]@4"%LV' ?!7E&$B"Z[MTP3L2Z"_S>=+NJ] M?J_O*"_^9P[V^^_@ GJP;\85[)M7- %/T@Z4-3SFXVEY%_+ MF61)QYDN[>D;L =-(W/)%/8WF9@NPD(NQ487 17(ZX)U(%@8R,NU93!A=XGS]=8>PMI&TV^8 6Q; R(]VWK 3]QR(M9X_]UI:R)RT9H9QITYOF%K0:32(.@]:8:,L&+&<<(B,:68MP>5;<+WGF'R6CN M4W'V7"1/-#7NCZ8>K_8=^1M!M F#'!!0:$%FU/NG[KEO&2$6L'-7]H(_\;ZR M]SV],23T %O7$;WFUGLAL]Z.)GD:>O=';M\4WN2 ?"=C Y2WW[M")RX#;4I# ME?!*;& -\LZ$&'"43/X#^PBBMC@A-MS\$)V*8X1. I/VF!(V0;$/-/52G,NW M$%-LJ,,>3+ 8"*Y&MA5ZD&# !-Q(9;%_2K#W]<]OSE0C,'Q[V)Q@XMCP- FANHVM8(C/"\[?#=CC^;$_%GQ? TGM8!CXL M!WG0M(>&'&S;)N [-M:8(QK0XIVL EZ^!V3RX!Y(@*$F^W;BG9N [(D(0S8 MP(6ABP"+P],$TM*'^^-#^[', ^_J1P?UP(UOJ/[(OK)+WR'@2I&W#V/E[.C> M73^/7*G!M1&[U3;+/V0E';3:':PSL#=D9 J9!HF^!=0UKI5PP%'=/"S$D@"J M M /0O,/D9S.D@E)AYF0,!,2_$P(07)B)3HFB8FTD(S%1"&>9!-"9B#U!2:= M%!DZF>S32=&'Y%3F; [ERA6NW^69+8!,,OUE$$Y_C-J$WIDB+WV^Z;/035V" MMT[UCW?G!;VQ%,(,S0.C$%*R+H>IN*A]>0HU;KE'"DX,2D1DS)" M7*'3X)]D6A"5=$)(#.1!6E98.9,8^(Z4?ZSSS79+2+++)))T)_G&2]_WB@Z1] MY^C"/SO:'ZEEKMGC]):D*B@_PDES2R5M>3G=F%&E!Q@% -?E%4F!%;;8CHLA M@&(VAHQN\ .+ P3PN!41]C^3248K'8V$-#U).S(A#U##[EM&H#4&ON,D ?QV MB6<$(+! %]B&A5BPUA11U_]E#7T%?)=Z+H(LW9F"=L@?0>H#:_NWD+>C0K1 MCU'.RHY0.PC)&*041SC KI#Z'_(IM/;0*#(4TIM-1$U& (RJ9BD8DQ/[T"@ ;&B_O'NA3$P%S^V#_Z@:24F@&9PH5R?C6#4*/@OL-?CG/;*PV M*O/18.^RC STO00MBT-5IRJ*#/V!'"%72I)L- &J9.2K[4MZ-S? MU"(&]S4)_?Z$.D6!(RG'&@0,!XODGD5T54['U_PZ2.0#_\A1Y'@[5T*@>73E M3W ,>&K<+WBLWY;" <0AM.D,31[\Y>8>N]/&N=."9TI4-7^F)WR#?Y7JV3XZ]%4C5?J37Y4K50:P)' M%0$DI^,9]@+<,;0,"JR# @NAX$HHN!3*LY.SN6I=!6O1C.@/* "+E@"V#* $67O??97+=E.GG&';&,[85' M8* ?S82CUKIUN.I@QVNU7"N/+'AG^P]I%<'- #%@0V>E/E%$0\3PL-_4LZY(U MQ<:39UP=&8%J%WL"8L5).F6A1,@(+.SAP,P.-$)VKT[29XX=Y'W\QJ,QD8K$ MPD(K/KP_- Q3ONE>FXC6!P6ZXI3.$*LBIF%D8H;J@?>%E:> /THHT2" MFZPT-VO]B8_EH174#VG!NQ+ FD*[N5 &*^4/I"F"OS3?]0=RH6,L/GQSVJU MN@$4=3/4E__Y2_WG3#.R",2Z=[SR!F.Y4U=\LTS(S=*0\+YD=)K;%*Q-QLM M%C/S!U]_2DI(C=NBKVX&\!]?\;(AI+"XAE^'6,]38A?D K!:<.QS5/$#% MU0,X@M08(H?#U'7D[\')5KH&]@ .X(-E#CA?Z2 UK/&XJ0DX=4/7[%RHHT90 MH:HWI1KQG8UOU[V"*H+SSN#]29T7? G'%P1J/X$'19*_(+!M7$7Q:I;/?$/!: M?D$*V%[F<$](F/ M>+=IE]Z2'WX$C@VL#+Q6\HT,?<-D_NW=(!_\Q5]'W&[#0X59Q.U_'5=^ QCDG>M/W602MNIQ"&SV@L!T9(/GQ3QTH M6__N(*B1=Y.;J^- __P\P#I7!X.OWP<=4J1MVPVF*XH^.WYN.9JYKP@;/(:UJUW!X\U<$_!D]L[0]@40>,-PR1T_42'[(/8YI\I'"%H_7VIHWYG,M"-';- MNNE/V=4Q^&N%6IUOHH3%!JC6575[&-BO]VHSQ2!=7W9104M]H2K@UB.3XE%I MC) ^[29'- IS!Q$,XWF'P=A)UY#ZO'/\KJ%_7/"":V[TO8^0XWSFJOP":]F5#V +<[MEXI](''NLQ>?@0QY3ML#\6=G"<2R*UL3>T+'+V/4_7" 0.,D+7>" /E?Y93)QC M\SL39;$ H@KJ!/@.4?H& ^AS7YWS\=!]@+?K9,E5#Q><8;D'%.])#9(_X)6O M/6G'IFVBF?F;A'-M*8Z 6$LGU!1? P1"%*)OY$%&?7:+M37">DMQWIC?W=QI_F,S/OJM?0?F!TPZ% M:(R^1 F_+U=X2@YX,S^(>^CW=,V?CC.NCPW.3O/,E2@) [7V>73_SG3:%_'$ MV8_@NVH+]A*UA3=?]8F4(5:KF;DZ,J!"FK@XFW-D+33,< MMT+F)IVZC 5>4WHN'6[YZ;;\#XIHV "H_/>GU(YHI- H!V/A'>30L%@*\1Z?- MHZ4#:!V=,8GVAM([S>K_I,UP;Q8B=D)7PRT?\U65G:+WBOK)F51305@M'J/-MN"UOJ>V 6(:G4HE? XXTD/A)H.I=2^1 ;[4MIG)*=?$6:NQAK;\X#LA"$#C64 M$?@:L&2HLFZ^NQC[Q#QW=IWXZ6P8.$T(,/-CS8M!UV9.2N6,?.>=*EUW@/#< M86(MSSRC#_8UA5HPT%KP8]V#%Z@%O:F:HD?1W42-[8^&G9(JW(^!OQ+A/47 60*WT/900X*;T52N2??'O M3V.A/XUU'R[J_"2.NS+V.CLO?:0%["(UDQ/7_B)^.D4,^RR<%NJV,_!CYB-= M:,'7;=ZH]E?QWWN[$4+%=0F**_,1UK6+5%QVM/J4?.- $JS_,AVJDW-PR6;U M4.!Z&=X>@$3*[4F!,)R*<_:92(4H$\Y$PL<2SD2ZK)E(0>L=HHJUMFV3N(;IS"-N@OJX-*NQ8<>7=US0) 5ON M(- AK<';]NKN@3M%P=$Z?] LRZ&^1ZJ7W!IUY5-F?*!?MBA(@;YSDH%E%^/8 MO[_DYAV%9-L5,,B& ;Q M4ZO4FWR1K[9*#SQPY6L5_L3L=7.CX=Y=9O>P7(7_T7'V8O\$71,T2C>,?)?P[H? +]EK6X!S4M GF]HI MU!3W;^ 4V-9]-L3+AZ5+H$R& [Q+Z9]B/I9(#KLF=,HXSRI@_*>W@YQ8@/>HG M*?$(I<];TBQW0+2"<*2#*D0*B/YHA%P#3]^L&R)VG7#BX:;7#FBX)K33_)X\ MH7M\AD%SUV4AOZ%AOLA&3GX(P?*"_,?>+/,IF<*73M[7[OXQ%CB[HOD"K@B< M>H&,\[$H2^!UQ+Z^]E-RAV- X[9E4A^.E+L,P&3M,"0PS908Q_@7C,R?FJ*MC MG_/SRH< (2]1J3@)ST_C%^^$.S=S21*7YE93^IEX*=1.9^*X#V%!!EX[>7-\ MG\=A^S)XH4:Z?(WT(8RO2]1(=M[LE.SR:2/U0L5Q-L9(!3M'%K37L!,UF]Z1 MU-S1[X0R.R1;G_RR-&F;@5(F.,O(U:]M6KF4Y]I\'KQY M-<]76WP>)[7(:U/XO3WK&6)Q6HC%6%%08F)?B+/QI-"7P'DEDJE47)03?78P M(&O$WVA+0J^25[+"\\.87LQZ-[MZ7F551K@RL3FE=5,1ZW%C4RJQ>:@6^#CI8;,M^3OZM/[V5AJG=RM*B7 MFN)\=2]RX,]M>T[RC<8C<_^XIJ- EL3EX'1>&)68HQ+;O^3JZ*S\G\JOEV%KH ME=:=6&NW%PTA+M";5];SH]93-UF5#7'JJIFFKUE%?:@8MEOHE.\W'*/\?F;4'G MHU5- 615:VFW"A/?<6GMOH*37ZLRT.LI$J<1B3/5Y(36$U/;3$WRB>4O/JPS= M%5OJ8%"*$-+;5\;S67/ T[.GSESKE%OSU#*3ZG\"9OO*.JJ08%,Q3K=S M^Q!5];=%6YS-.(&AMR]=/<0?R]W6NMBY+T_H#F^#OP*7L]@LL>_7HNCZ7 MIF.E^&).6#7^6HF"2V/;ER(T)=.KW LI.ORGSJ@#"WT$GL63WMM^[M[=WQK++,1=.,S#ZNT:5;RVJU8T_KN\? LRUCL#:M]EBM5]NL5O'1K6<*,$5GA M)3_KS"VK(S?-PC1[",AI%_FQ(TE.&[U1YW9J&;.TWIQ-&;"LI!#:,JU.@UE* M?.>17[]8_? FD.WBLE<&E.TC@+K<6>E*SVN.GPT*=C[?CA6H*O.L.&GBJ5A+S MP3W=H^=RXM9ZR8C2TQCPZ0X:.)A6WBKW:I5Q5QD"O9L%W! 'S+_CM!ZU?OP^ MFVJ-Z%RQ(,.:#X6$-.>7[CBMAW@_>=_*"Z]C==&=-L!1,&L@?-@=IV720D%< MT$9BW!JL&(UYN&VKR:' [MC7PMWJ[OXQ61R/U\/TJC+HLOVHM!+8'7P]BPJ5 M.3'?JO!S:SI.K>^[KWP?7+J#"3/M\KK'O@Q+O#66XO-6K"5.:+!9NX[@KM-? MYF_OVN,H4ROTA#)3CS? 77<<0(*?/B9-%O"#%F^U)N*JU?[_J,U6&MU)!^K.L56E![2[=(N]BZ M?[XOCH?*N-9<%EJ#3E]N5H;P4INTK[? >+\7>I.*742]U7@OGAIF34<5S"24 MF=M[_MTV[]NE6G=\7$3IJ(^E.Q_.$]2\]*"Y"'G*1\'2A0<%/^^X/]\;<,R=S$@[T9 M]CS7=];NAX=_#8=OUYG@+8@QD0\!\H72[RL8X"@\QL_;E9.QQ1DA+3_*-A I MX5+D94@N02'"76"A8 \\IZS.(

M<&H*W5%)Z+?,/R8V+Z32]N_<#=-48!'4";GQ>@MD#[/R>8MFW[2^OI++#PZT(MF>';K3L(I\6X,0GXDM\D2OQ!PHP9QD&()P2D:{[?0EFYS9!?XW=>266Y&<_MM|O4#(DN)+HO)[IK|F|-VQHKUVXO?:O;[7_])BOC8SZC_H"6_(*ABC!(@;*_MTM1%$_8T=<
/0FLA:K)HR$*GE1=HD;XK9OJWN7'2:L]68^T^M9BN?E"HNO8% M?XLSA=I 2,+J89@[$&1%*BFH(H#Z="3AW3-,VD8^DTRPBB
ML19;DJ]HDF)RTMQ2<4E%3C=FI64%9>X$SAS)B=>'^K+XK5G3J*POHN2"'Y0F3L'.6F9T*(JSWY!/ M?U F.$\%?=6NG(Y%I\NJW$N;Q?
9+XDXK+FN+1D-_%?%L,D(GTO_YR[}GH7<6 M:VDHYVH0G<3C7I1T&*KD[,[,RZ4#:5;S_,B M6$ZVUG=J6TI =D_"=%:$R3 'V/UJ7-
*ZHTNR^.1GKTMLSGC-'DA4X+ZXMSO3:5VIR[3PFFC"YF]@ M^222D40\=7++Y5(". <3U&U]
(4XHR1?"O]YT]7D*H(+A%!Y17'VB@[\$U_'@ M;GQCRPL7K!R0LF-9[=7,WFP\O9TH%LO+]T01 F< BRL1CR387?YE*$Y"<1**
MDV]IO;TE3U9=I; 6L]569YZL5*MB)F8U%@X]F M1M'7[#SU4!Y"J0#LHC@=2:02D4P\$T:T]D6TKKWQ(F"NIU\$Q8 (DG4+@MR= M1<
>I(]_?;I;>O;-"+3?>D$FW ZYS-7;9K:.NW_L6&N!)B*^)I7ZN 'A6(FY MEHE%XO%X& 0+)5$HB0(NH2D);MPABOA)71C1B#2V$9.
M)MA(,KTKZQG\^%D@F@NO?)%AT\C5K#*DUZM9Y"71Z[>-,915$>V1"MX"F!Y4 M:R0:"A[$;9))G/8@SNLU_+]1LOOD$=M Y;(_JY?VW*
<64NNWHM9@>C(? %28 MN%KF0E$5OH61>&IV"R)OA407$MV%"/3+<"](:9=)S<0UG 85&ET7;G2%/=?7 MGQ0D/%O'++N_J-
6@Q_&7993.T5;M*O3H;JOS!&<+QF&2D('-2+%DB+H02H!0 M EQ<,NY8$3 ;[9E"HMI:P4'+P&P! M1DLR$XG1A[JH0Y8.6?JB6?
IBC)"C>=J8UX3'3$$KT$]UNGYF!T.VUN<@3P,[M)!-)QU*1%'VHN^2;@S_^&1 U%2F]OD2Q /A=1A\3XL9C+7TO"B_C7*^Y?$@I MXZ?
E;KBS!O)/7QS_"F\$C@ 0P<0WIX5\]..?O*50"YU" QR!0343C<7:$4ZG M+20YMR?U73W(ZT[<;4AP5"<1"[/-(=%>$-
%^9[.CMA@IQF%&1Z8VR"X'(WX] M9@<:SXP;Y?OY$#@2&(62H2-@)=\A^'&$?<&^+.Z?&X-DH=,=IF:I.[;V2M>X M<]@7.5U#NPS;
V:&/E5-4S?6F*8O%"KZ)6;'IQ#782?R]0KRBP@)>1B]"IC[M[5CV\V"=[ZA/UIRV.L71LI3ELZH*Q#F"V8Q%DDSR#8$>RH50+GQKN7
9!MZ[M!8/931A=+OWR/(ZN:FLM%X^S]#,'!0.T\R),*O$IEMZ%!)>.A]WT%'I>;[M MP/J$@],&'(+EA: #2/X>Y5O?IU8)KLFSS;$U9F-
,IRT9UF0H,_B!$[C6L3@3 M2<=W1?1#P1(*EE"P?$O+[BC)(K*MZ+-
&9^;\I47ORG1CEIS71>F9.6_)6,9Y5U=B@''_BH'Q('BWR=U_K853\FMR;*6X)%(M@O&V>"23S$3BJ@WI]9+H]=L&'G(PB[.8*A"
M!^)WYL EX/[.+CJ(.0W2HQ?=U>*L\ 0L3.DULNEUF#Z+G^"V#D139/B*."R MJQKP-"D3 D*;$>I?A[W?O+I4907YOO@;@MH1G[-BJGK?
6;6(YPK=\H4"]2-:66W06NC2&-W8O@*J4/!E^&>.?)GO5Q(O]^-$GQ8SM\6) M)-7O=*/A=9_C[W*?V\ITIAO@M7GPLHMU731J!GHQ^4&
<6$I=,1#N!]J9K714-_M0XCUYQDAV5EQG=I=MK3D:]V2.&P &OFT_B=PJJ_.L^!T(65_+2*<]V.6I]4DOW8?/W4'Of X!P@LL",[@AP;'\#.,VH)
M'_/WL2$EQD>"TL5:H6/G*&Z,#,FK4PX;X! ML;?S\/@R)T0KQ=LYKZZK+^M1+WWW>L?!YT\834=H9AO-#IG5GW5.%!EJ7W)0
M^=93ZO7%N:!N.6^M< ET=.*"$F%&*'<8F&H?6L!Z\?:.K"5 MJPQZ3C#*!H.IS_'O+Z=?/Z923S3\'L&:W\ M\CH?=\9\35[K-2F^?
K'NAY#9\#C6?5_*YL"(M=]AQB:,@5]J##RDU!:.M+X=:KR9C4S=@PP$D.149CE7<%]-E_)WN6'=PRMY%[E MNX$IO_#M"\RVO&TS?
MV6&I-,]^4^NQS7DDIVUNEJ&AWE_B1? B1P)GYA29.W M:?N]X73_4>!H.FRA+-VN7B:K8HOW1R[.,=W[FK/$\[P^LG[$_8RL>'Q=-
HW,V^ M\K=WQ8>&3$?%^/1-S?<=B;)DFM8>Z2#ELD\9]G&R&M?:0-YVZIFI[_(G,"B M>4\HQLK^':>:=0BZ^5BX.2-
]HHVQ\FRUH!M/A:V-KUAVSC5FZ]/M#%Z4,% UV7]Z M&+%T\FDZ5;M+>CU*5KNM%+=]+1IA/?97UV-[SN^X2-I#7M*:,
[7%1QNESB<&'"Z2A3[[$'KU.Z";B]'"N%9=SW,3^:D_%8 DBZG$K/36*305*:6L;Y]?.\GGUTPOQYG\ M*'=I$=2@L*!L&&WGQ1-KC9;T?W-?
]B@J]!\Y\>4=<LJO=*2E:0^ M7D>GE9=[_:'=37- F60RQRF2XU4-B>#"*PWA/M3>9$F%OHQY+HO[MAZ6<5G
M*WV=J_'JPRJ=4GJI0N:E$;,6!:ZU[JG1&JS6&[1N4T\/&0>YER.GYV@M>[7 MV;M]SEU+%]807F,-X>4F8CY9K;QW*)MC2>P+
.>EF:2]Y,N/_)3N2G%>T6-" ME1/8),SC?"8R_;D9*!0 (5.[GD^V+8ZTT(B_V*LARDV-KX8]*T+]#8/MX5OKT%-%K>60]Y:NYCEB1F+M"I6_=
M]{AO$=$[GH4^^Q 2ZZ(UR'8*F;'*EX?QBOFTZ^R MO=2=/AN/Y\7LP_TP/2]5RQ=7*!]T3GKK%(.5SG.V_)PLTFKRL?E0:UK5T? 3
MY=FW9(5#Y?D)HSW*5^^6="O3ZXS;QOW#Z#[D@A-SP8$#N"N/)?/Y=JGQMP\5
M69+.UDB'F%^Q2"]6BB2^)$=T[B#UMP@L7704Z=I#1I>H%DX>,N @TM:#O/O#AG8$69KNFB*B:%MXZDF]SK91FG=$-
@TM(+B#!N)L[OB MXZ$<",7]Y8#@6^Y/%X&]!.K/"M8S_..FIB5UY=8"]+DXY/+N.!.,89"[N?WM7::RD)4-47F14,#VVYZ
M^)C@Z@*A!_;MOS^B.Z2?5]@6DKWTDJ>]E2]SNI^VT\,:\ (S:)YZ+,(RR4B< MV48R_A7*AE V?&?9$! +Z%.%0ZQ;OTT,2S-U?-
^JRL9CBG[2^!44#GBR>2H3 MBS#)[9D&O[Y'J.@@SGE;!^8FSL5MH)T[QM6U@IUO[<9Y??M=1C)SIGAKF> MD%PMGI!@LHU*-I**[?
0X^]<8=SO"BBRK(A)3*JPAUF3JP R=DTKO;RJJ?6(H M!L20K%NPUSMX@OE?)Y;)YU[Y\6F-P]+X^QJ)'E'!.:?).R;Q5'"%(K=OITOYKA
MU=IPR"UNN_TQ\/*!XL&3"S/ RX_'=]6#A*(F%#6AJ/FV=M\?R)K>NAW3I&>F M,A;3DW%V6&T_UZ=(UN#!B6HI$]TX[I$;&5
*_T^[EMME)F >TZ"(MG/SMU0;D(!V4"A!ALI!H0ZXPR%,T4N+'X@_VG-[^UA$)-V%6$9A6&:0$60)_!-7 MTK20B;$)(9%1XOU^/)[L)Z0?
>"-.58M)))/2("TG8P(CQQ4A MGF*30I_-I 0FQBCQ1)}))0;V#I!OI-.9?KP/+HG3<4:(,YFTT,\ ZV2@B!E1
MZ6<4>>,;T"3(&LV[+&M6Z5RV%\O+G?MX]?=RJ"6 M'!:&M_D5N#*]>:64X?G6NC>*\S7NZ2X78WK)AV=.8+?OV;;J28WIO.0[42LJ
MQ(=*;M5D5^#*K7L6M'6B]<)T9O1Z67IN//7NF-Q826^'1OR0!S:/OIB59+?5HO[N>\ M^+@0"L]:-[TLPRN9K0U],FCF_?
IINN35HE@:5CK1*!]?"7&!WKPR/6X6M?Q=_M>=J9*G6Z;DQJN59G"*
[<6M)C'<[NC.,X@.\Y];2&O(HOV1Z+]-.M_BJ++;N%IWN.YL"5VTL2A>;3 M;7N6SW>2-4O(5VO,4VW%"8GM)?&3W%H=/1I/X^[}>*
[TGAMW5G\%?/>M*\5E M9MCO3EH%/MI+]8OW\GA288=";OO*I E\X\>G=(MNU9XR:BV634?UH9#>OG*6
MZ5;ZPEB,\^PX4[W5\E$FV>"$S/:5>OZ%S8SE;HV//K3'F9[XRK$TH'IF^]*I
MGIT4&:&FT>SPD7F=5F+2]'X%+]TZIFS43*R*=]HKWQW.7S,J]]@W'QOPT]US
MBAK/S//KDE]T;ELISDHL%H/[,7]!K8.J3XUZIU58KCO66&Q,"\^Of?H O<#V M2^=L./WG]J:;)UAK<-K;]KE8L;JKFZW3$M]KBJJ$4!\W7-
'C9 M'80:?RR;!4-[X?A6+W>WBDI=.KU EVYM0:O:;A;[_IM)!E(E8V'I[4TG:%+
MM[:@O4IW[JO=ED#/Z=Q#ZJ5L3=1[#EZZM05\=]D<<'(IRR=K19'/#LK%)WA<
MNXCU4:7GS4H]GJ1SSUFNE1B^/C[S8+MV4.MSUDI+JO14!B1C% 8O@\3@:09N MNX-
&XD6R/>JJ\K0UKI%^91#EZZM07KALJFTE7%ZK02Q=JTDIU5'N$+ M)'=L0;\Q-ULO?+/#FKEBK,*7^*D&I, MU=D"Y)$Y!BOV\
(&Q.A%GIO+;_L&KJ")1XQ6:-)(V&;RV4&BM=#]1A#ZQ&>X M;-LMVQ;]PK!?C#R0P2;?<>F#1.*&31^*4GEL*L_]=7#/P41?
V>Z*_7L4!D1^ M8_,<#HU[TS(FGHK/&A/[P$.S%IO6V)?$R_"%X(]_X))]-' 6SX0'$8"#H&\R M;'@0 3B(]$T\/(@@' 003:&.",)!A*(I(<1BJ:
'$0HF@)R$*%H"LA!9&Z8 M@V4'X4&$HNE['40HF@)R$*%H.NU!O+-4^,U8W]>M.KTK+?A%]6F'PVR:?7^[R MN;LBZ1/XX7]_)'[\:=TB?<-
\+IFDC]BA0[5I!=W Z=W%2,$_M$>&0GZL@.M' M)OZ9UV1%/E5]WQOJ_+*8YP1DPMPD$A=&)BWUY2@B"05K*%@_3;">L1OLHQQE
MHRM?BDA-;W+-#H2(DTG"JSO74 H&4 I^]*@Q!VS_N\72#E^P?\H7F9O89;,% M[(FZ)%$7TL67T47LDN@BD%1P?
HRE[R8>0C+X(FGP9X;396!#W2J- ONK8+N^ M*$]53347!HJV4LK+##93F20'9H 3H_L"\[_?+E51NT::E:&]&
MBWFZPD0G.9HKP]ZKY(]_4NE(.O$I8P]"L1(P9CNY6,&E"P%<:0#$"O/9YHJF MOO:>TGD=B)6YHM=TN9?,]3^
[_%^L2)%'VM6J1&MCEO/D^1+[$7*IEZ@N9+Y M\4\Z&8MD=N"Z7:=<\=TV!Y;1-U1PEZ(R62IP:?"6HF9&R7U#,12*H:\50Y]G MW?
#FZZPVCV4?::NZ?LBD7E*/KXDO]9H>HMQ]EXG5NSRKKQ^FKWJUQ_2@&&+8 M'_\P$3J>BL3CZ=,-=?FBE-ZIP27+NFE2 T.?
4OI,P=1AGBY0^P55#D$#=7NK M@O:B<7O?ZN6YR%D.EQM+JF&6U88E3=*G"N3E0ZB[E55[_O 05[O_3I'/V0$
MM7B7&0]0X&D4\QX.7D1*/_"U=4QJQ MQJ0E"'![X_C7 -?Q_U'G2?\]U>E.7%Y^!C_\->;NF\3[.K@TX23(L1<8O3+A[A]@L-
"SCUGQM=WFEG*WI]5=V M,7'A)2"&,=)S!P, ^W":,I%*"HR,!W$Q.)7 M6[L;1$8*A4L A4L8./F0,5)^D6H/RW&
[TA%U.GK7&"1TI0@ES&>&2BZC2*<$ M08X4, M:+JR:(S2_14GI&&0)YY.1F@VK/8)14LH6KY#=.G$HJ73R[#13N6EV)FF9]-D
M=]1ZG#0:0+0D@6A)TI%8\KNDZD/1+"\95 M=4WW=RWOSX/D1NT[*U^-5SMJ7$^W.VIK(K0Y(8,;[^A4/)+*')++%YMH#450
M('8H%$%7&;1[CP@2.U+9JM.#R;BU9-A>2ZT!U+M#((*^(F!WY>QUT0(HP%YL MD#-66AW?+B9CI?4ZB^G9>-1:0
'WN<&ZX"4BSC0B.% ; M$8@42] $]U>ZQ@';E#?Z';Y^FP*8Q0QY)N29D&<"2!Z7QC,!=A "MHU2"5)4%J0)2SX^%@V, WG6E],Q)S
,K,!@(FF6C20RGSB9.)0(MH42X!HEP0;41;TB$06_%E*M/#YW.=)DWGE;5TBK=;T")D/SQ3RS-1!+,5:87 M0WEPXK1=H.6!
[^B!NR1%U9\6_PAN![00-$X0.;6F@/D]01S0$6;/ TPP(5]] M3[ZZFAQX5C15"2&+RNK$6B@RA74J^$$$*Q*'"F6.1 .\AFXM3!AN_^ \X)S
M$]$T*8[2#"]:*S)96&B_'(C;*>&_SOWXDX:"W^\O\\,M-=Z?ZR,A]$MM9+ MI[^QWUW=;M\Z!5KT4;GNW]\UXN-
VNO#?.N[7Q)'CT4R+!NA(:2 /XY^+>'T MD'N_'?<>&R3'&DIX+3T^%BWA-=')K9KEY")1;68GPW,EMTE\&[!E D&F(\5: M&[06NC1&-
[.OR.G3*?@R_#-G!]G;B9@T-:9YWAIE]":],LW7Z@>"[%VB^SFL M^JL6? IX%[1Q-=< 0%;#CB#\2LFEEW.N0'>BVGI2F!B,';>GM+G
MGE(>&W!,A_6^PL%J-,:EN(WGWK1@:*)/AW3XD(QK M9)_KF<*T-
1JKZWR\;N;5UW[GC)J(7TZ+L=G=>D;/7_F2EM3ODN4U!R5L'+Y@6G7.#L*NUX
MBOK7B8CBR%E&@5;O;Q3K%0J>76IR@JJ,"9J1>V(SUDQ5;WOK-N/C/F4NC=+ M<^Y<_8(?4BNE5Y5[5"9JIB,.[D2-
FV3%Y+T/QI!]EUKA14,#YVS6%0/ID'U:.MOFP63;//%$KCM5)*K9?#5%[) ^41ATV'X7E\VGD0_?Z^$X':G+YA=X'@;GUP M*CT4R.*;4
^%>NC"]5! W9NW4T2?HX?H1WGQD%XI33HGYA*=X8RI9-HHA.A'@KUT/GTT)%CQ$([=)T)HL_10X\/S'-+YVXGXZC8 MF@]2L50[7FU_J?
=FNBX\CT_10P=.A/A#1U6'7+4>"EC6*=12H98ZK50,J'7^ M=C+HD[PENG:_ECJ)#I^KJ /IKCLL3RK(-G\[-Q<>R.>X2P>.Y$_]I;"Y!V?9
MLF%SS_74S(3M 9]8>!XP[R%+OIPHMFDY]L2*?++.Z8WYPR"36'T ..^CM2UC M9IF:I15^/+;X:EY^N6TS314(Z\3;6;_PE+ZPM.7 .>&B3.
-1A+T]RC*#*5& MJ#&NOE7)ED5RK#1*+.59F.8FG;7$=C[MTCAJ%-
M901R7!\P9Z_(SMTNMG#9[2F>>XX;194WB,RMD$W_'AK(O/J5W:*(# MY_3]-%$097"HN$+%=8V=2K9(U,KES/.MF5EVF
M'#B1L*LU.A'KH./110]^;M%-'GZ"&]_DAW8^J+-9YF4\U1H9B*]MI#*/6^ M9T/95YW'?CUTX$3"AK)0#YU?#X6E^E?8P'1\@NAS]-
#=A.]D&B/UA68[N0$_ M2,14? M>C0MWB?K=.^UE8H^(O\FS:4?=6\' C;'3B2#S64_;40@50(3/7AR66/!(Y8 M,,S"|_['L*I7#V/1#__5A?
@VQ+X;WND4*(DZ5/PAFO8AJ;I"_ JX*PHL#85 MW'MHB!-J)AH+V*&V&"FF CA"M&05)Q< C9OZ1)5%\@M8MPE^&JB;J$DJ^*)I MDZ%Y
T[KE'OP\4)065W:_X)_[&]+$T4TH%X:D4(:=9B,8W7_[_>=_>U91129_HQF];'7J6-<(*B$6:<:A$^X8BCJ/B #SY MMSA9B6O3#E6F;]BX7?
_RVU&I<".HQ$TZ_6_*_1%NQ]9>3L67J&?'?,EF_"W[M(Z1"[<]T+-=^&\H$2,VE N_MNRLZEH4^^\TR-\E/.I4-CHIY]+E(C0PHU?^G M7
'X@_VG-[^UA$),1%5HR+?9KI"X,D MQ CQ3)H1T@EQ(*28!!/O,W2.3B5^X(TXS4%N&5WOD9Y$$1MDY(0UCDYSHW2G.)JFU08T-
3>O[*5&O50F M&XMU1&Y8*#7FPY?19 C-TJU+)67%]=UPH?=;';:Y4IY'9G&2'JS E;G-*Y?5 MVK#>CL:[_TC72V-

XMGG]GP(KMQ^TQ3]>*NU>XD%O^8JJ8>YD.&F *^.;5]Z)12'!?*8@C7HP6ZSFMDQ+I'KSG MUO+-<46?':^R\.G; M&]6W)E*VDWF\'<|?Y&(S/Q^+\AV\Z?9&/=3DS'WGF:?'ULAX%6A>O*]QZ-*M MC7HL3E*[*1;I%LO>CF9ZL3+#XNA$!?HS2OCRC15,[,]VTW>:DJU^",'MKMS;J-%42PC9YQ%+JX-%8KDTDGH#4'1\>_GY4C6M/ZVFC^/IV%!?U5Z.'2OP MGMO+SY?E^P[?T)E.KFC>=P?9^]%3%5VZM?S;7D$;=9Z6I4Y4F'7FMQ.Q-1#@ MFK:77V 9(SU^,5D^&M<:25I/<[C#7$%M_,"M*_FN%BL)ELATE')%SCX^9^,I]R&DMJ^\7429YMJ:/([GD^'=>'7[>)_(M<4)Z^\I<_*7>>[S/OG2L7C%K9MRY>?^4"T^M/0+.I[%F)L__^S]Z9-JBK;NO#W^RN,>9Z MSXI Q;Y7U*HO!@HJ@] THO[Z-S,|>ZNU08O8L>>JLA#(D6,\.?H!WB&B#)@>_MCA]?6C;2S>*@\A+E5FFLQK&%CQU6!792%.,JG>@FPS M\-(C1HF7&MFDE9(]+#6+T KQDE^1!737(TXIV#;Q4FH354ZL3F2R,BXU2TL;M7GK,*FN5T)>"I.=9(D7K8Q:?CZL)Y]HC7JEDRI77?C4^9ZL&-Z)L]O65$D;H
M6H]9D!&ZT=$=UQ70SQ5^9HA_O!]V#QFH\;IZ.M3B!HZ:N*?Z\9:I[>M]Z\,] M7>U853LV8DS=>S'W@;ASJGTL=97$?K]9:[&C1>[<7@.W'"J;[1V(WN\1Z/K[MXQ@D-B#3N[: >\[NZ9]\'\]BDEGFH?]['$E>Q<^/%#?]<(O6[12[1-]J(^&^, M##;"!QL12(1/-@+[30<2X8>-B/W&@WWPP3X$R.23C7"2<8.-N/M&!!+ADXT(MSFJ?:,$0,9;X$&W'WC0B@R2<;X>3%!1MQ]XT(M":.?;$0 33[9B ":?+(1,/,E MT%]]L1,!-OEC(P)L\LE&!-ATX9WX9)>E]T+5MUMT8G8BY>TFM457;XT(E_9. M\MZ;]3!.,M_QOT?U1 --@43YWU_TKR_2@L1_T_1A>S]\M@RAE/9;%!)]EUA5 MMWN6FZK]3HOI/P2CO%O(\+;X?%):-MQ"?)5;Z-]DS->2PX#7@9C.*P$+7(<% MP%.4T]$D8 M'H0MO@L-+OA1/2A.>/I<.+\YE_!EG[@C4_Q,^G(A1WL_(<-J ?> ^K0X ME 92(/3!UG_#GGZ*R6H*KP[$$'(RX/^$TN(->T,D3AJ;T4^5Y/F]U6F"ZW7 M-:MOO]|;-!#^RBQ)QNA5A[!_#8G[HS\M<^[++'B(N0)7SC05ME$]\<0-T8_?[MQ6&/6UI)LH]5QZ-Q5%E(IIV9[K[]MOI+Y5(?;CTR8[&B#4H5?#$V6ENB1!IN4 M.JV5W8O"1F)1F@YC)V=+/I.P'[G2[C'YXSY2_G%4NU3+=-3DX?GQ#';@QGBL MD*/[V91,6:V9+:O%N#FU S#[TBA==&\WDN&\R@DLFU0$[->_L6>'L9OI)&=GQ#V9##^R3I*\D!A/>O,,:C=6Q4^-_V0["8SJYX/R7Z* :2@M12&R%G7M2YA$ M8NRZ*M4',2[")+KC>#:%52WH]L%)1P!QXI\ EP)7E_@*F=\'HKZ=% MHX9H\I(]"MX0-/B^$VK;PQT.8:8AAGI(CHJ0NQR!H\.'Y=K]+Y*2NMV&(RW^_$ID;]2[84(TPLPT0C0EO: M&0L./3IO&)8HP']A'DQ*,TSC!!A5.^-JDFL.HQR_4'K9J+KNCTF[%X/]O-& MUR(*Y)=FGEZU-[2?@>>=T0^5ZJ9#H M&R.L&57Q0:'#Q99M*)/Q9Y/)0!>XY&B%'@"X/D6\%32@X52P%HRMDH8)=6> MVA5V $?'"PG!T@#S7[6?L9^0)5!X_1H9SQHO<'>7M(C:?Z8TJ-4P;=/DMJ^(=M]^F%T03KU=JM1&W6D*F93F#Q5AIOS$803DCJD#4/\8*"+B/? +\AF#3$AS6VV'W*J M5D*&U9^(S-D:J&99@"44<20+@KB%$5^GR97YL*A7WJE@3P-]#QZ5 8N^T\+ MR(ZF@^4ZS\^C0 IY0\RKC8U8M7G%$L&RD@V'0EL:357_K;7G8" >22E)E;U M>8;-)JU,^[6)CRHIID?=)#)\;RF^EX/XWNN^;/PX *\ O.X#7D-15 5UQMH8 MSTQ2M>4K\R)&1@"\;A%>?AHA?H#2G1\FQ3Z*!=U BNN]6XD %>?X2Z@"]GAB])IWB6N?HQE0F(K6(.AG61U3'!NAU MDZCVO<7X7E[E>Z_[J96O:Q3Z^#5D=9L8^UP:#POQOMLJ6.PQ-)NRLM)M3AK M0T<.C(?3&!&.Q_!3Q48!$ 5 Y-MZQ.=5I.X41[\!$)6+0TEMYQ2!E52N&I,Z MD61F#2XT6_AZ;(SK":87#RJA+^99OK.T7C/2'0!1 $07 J+9BV":.M)F[C7#'?Y8M%$_R7'P$@"DJC?3O#+Q#"!XG[?%0(5ZS6-16Q;.-4??QJTUA\ MR;Z@-A#40@?:P/M!YP") B2Z$!()&MK6>[6%G('I_JE5CLK+3)0'0B*HR_F M(GU** J4(G_&<"X<6/XZLM!LJI9+K*0S0YV]\V-R=GS=R$H60Q-VH:M94\I3D$*]2O?XEH M+)R(QJ^8;Q+@2H K.[':XR]"=;1T%^6REM F12%)YLW$$RSWI%]YDM:"@O6;N'-2F[&$EUN2,B=\J"3J\5*=2#& MP:#K0&.YB\82J"!V%U'99FTLT)2?!7KK%4G\G;=($;1\@A@73 %^T<-=;P_M(7Z*6N='F/M&K)XB)L/*DI+B6#';SF7FL^F*2WRC$?J'4&M0UNW7RG0V88OM MH3Z*I?I*OX]0BP26%AX/4[$N0+DNA$A_%J4>8]AM3[JS.Y %VMD>S6HJ:(M@0+@U49Z-_=D6*B]/D+,-EL[@5:8]J6(U B 6':,?"&$F',?S8 MJGRRH-;]A35 K0"U;H-:K-3@5H3\JG/%1;>7Z=>*:JKP5G[T92=LI[D,UFE: M.9F2:U*F.-+(;&1LZL=P)VS$""],D$4S8?MP)V\<@XMTV!=ZYKTO@-CE168AP M'?"6O&I$CN^+@YO=!'%^S"#OZ$X2$]4C,7_X]2X56EN/)^,X)5L=+*OJLY2) MS?E&U12+\>R2KP-P?+J2^D>3_!\SX=.?HG^[^!V3Q")V MI=9-RT2Y_4)-\'DEK?ABD%^?S'-V21M+TJ)L@(Y/WES@ 63_#D-2'XU$@?+H MQZP(,S&DY=YJE>'$[F" 4345,UO^&0_?M$>#0K20IUBQ-TGK0X8@M2ETE,\ MB3A.AN/TJ?R) /("R/,!B7[. ^&F?8=Z9S I#CT^J=6.@<'RSV%0Q>CU<9'WA M\V)
L,:I)SC)Q3FS0PR@IJ]67#%+MGGN"_0,(<8!S <[=#N4WLSVY50B2N1?$\,T7H0..IBL\,X^]L2M(:;$#FG# M$#\8Z"+B// +EO MJOF_N44L4\,L=U2+=(UR5E)KAJ%-=68#/D\RT"(O46.20 63U=P^Q MUAN@17R'4TNFF:,99B\6Z37*\;9!CR!:W"(M)4"+0"$+>G<$&/O<&)N2$T/UMQ;(5KBJOU#S[6GX=9I!&=I/DE@ NGJ,XU=]4\Z,B>XU:5;^&A6^3"G,#M!S/ MV$RUQ4DM;J4M9B.
[F9H1AH.6Y*]_$S@=QHAKMNT/!#^ RQ].^/^\2NF=,FIN M 9?R"S'GNV)#KNJ#3HH:% OZ!!GP-TFO">0^0,L?BI:/K5U>*AGG!A#'2.UY M7HZM!#9"5N=U%I>[]@P%C6%FS@ NCT<#[JCW%O8?3@,_-%(Z&2^!' 9 MP.6%X'(9ST0(@T^W X^J.1,% P_1DMO7"BR=?QCTA&7PF+CL;D9D\= M%TOE8J:BVPC_R #_ OQ[-B&DWN+_A J6*H9(+!R"+!'ZRU)Y M"ZCGHO#L(\O\#5UGVZSL@QD)P$S0+-@;QW]H=I$YJTXWH-XZW^WFK-XZQJ7L M1HDR8Y5&4AF=&@+F'X_@Q<*E6I%-6SDJRA%"-VOD!2F=;.WIA?E*YG,SR!!1 MJY9I0#(#%CF!L!FD)17+=5G%4O.9UFH4:TM!JO=P B:.1&DZ#$CXTX:S^ALS MSM;VOHL9[@6F-KN]BOD69OSWA=CK7'^5GX:MGYNN^!.!]0I#KXD(-Z7$_NL8 M:P[F4273C8IC<@1Q-?;KWU@ J;Z"U+,UJ3\-*AY8#;M48-9LE7#%+LSIK%6-8UU#3.EC5-($X/1+V3\5*_F M %7O'1)4#506A\85;^1&9-/M!4\F9.K+$^Q|&))QLOISK7-56$R:+V0DVA=MGA;J63QJ%FAUC/1/F",3Q8EPE#@59@F ,@!*OP/E^:8 ?D;*=]'QTBT%? ./ M9_)F>HM!W]2ZY@M'Z68J%\L4DNORI7$1[,3__HJ<,B!/B0J,H6-V6F^ILWU_ME#5N$C8"2)A%0X8)G I'X$) .0#$ R ,FW09(QOD)LG=+KU%\.]DLAW67#4Q>E9=87*ZMJ-P"Q8%1I@T13F!D.';"6#[-Y1O M\S\F#QCD^@#T00BYS&L_RP3_>H85Q(\$,"CPUX0*+_X;UO@(W%AL-"/TP:-+DT<7DK,6\TH4^SGY"(COI1:2TF>9ID>7MJNEGKAFUV6.8HT^:[P8TBR&+CU:%+FT3:X@%6.Q$ M-040E3Q!5"EM$#&5'7$K\E>T>>'AT^G#*U^),;>:*"72&+^,B+]8ZXE\ ME0%7'A-**&2Y'#:UFYR52DZ,<7(]+G;A38\))2]-G1V]]%^P[""QF,RD_(C. MH[L>$4JRY_2@R!!%;+K*=W+)<2_.*TPOVL..-FI ,7:NDC(QL9^*V%JL9]2M;CRB%#]E+"H]L.5MMSI5DB5B\XF4QK>\VCYG64OD9B.N@HF\8R4%]N3]+P+ M[WF\?"9!=UOVL,NPG4;E)<4GAO&&C"X]6CX;R8QZB>PKQS5-LFT(W:[RVH3/ M/\$GL[(PCL<-"ZLV\O&^..?S>G;4BQTOOT$/JP-&;?%R9TV\ZLK@M6F"YU/'M5[;RO5J17A0;V)P:#KA5K\.4R_5>_/C*>6=LC?6)8&/952%7+*WG;HMA>HGC M*\GF*SM6HM: DU;K$B4L);->@2/MCJYLSH;<0BF0,C9?5A.-NLX070:U$3RZ M=%9)KNB2T"YQHB1RY1E3-FO=.KST:$MM*Z'B0_5%E,4AOL)3,CV:SM!=C_:T M/R@(?4+.Q+A41!LDU%1G+4I.V]>C34TS<;MJZ9S 5NF15NH7B[.\Y?0\/-K5 M57]!:K;LQD<'$Q# ?[9&+"==';[O95G2]>6>)]Q8--$7A9X;XQ_MA]]B@ /:/ MG1-CRB\C2)%OO0/-2?7D+5/S/D#:C?/)7CKH;GZH+^&KCG4-%L[_3U?H\ Q?)/7Q=Y&4BR+OPSTQR%MYX\N*KPI+<2#>[K*)7JP=RG?!SJW98H'"[VT3N%X(W]CL:U3\LC&<;]W"9L% M+&WS[U4K*()]N<^^Q-\9]AKL2R OP;X2GQM.QY()#';5N4%#'(3!L':"PX\-H$"IGE,IKDPK+0T\Q!1 AWNIXG)=XFTD9OH ME^4F^]M(/)-FAQJ3N)4TP8%]&QZB?B=B3\I#R8"' JO@!(O#AT120VX()#N M3AJ-@X$UM13>%(6 10(6.<4BR.GDUF&C;OSQ?P)S(# ';D^D^+W'I%Q#L![& MFWOWH,"7$3?V.TX]$]\P4\U2S8!OWN:,KZKWL:?BE0!C;H,QU.^GARW<1I\\?US&!GP>QDB+0VD@!8 1,,9'&.-K#H,'&&KX2>(_I+E=:/EGAQ3>L?&CTT?\P_2XVOP;G.B1:.8JYY5"G@WQUQ[(Z2C[8P%8]'V69?>BWQQG@YS==[MT9\QAO CWL.,^PO/SK?Q+>Q=JAFNTQ7E1R#>YQK?_DBXN*XA4AOS,T3=:LI M3]42DVY+Q5)Q!M'NV8<#WE./<7V3/T&J'UF/N=2P*3V-OUBU1'G!98FX5BP8 MQ9BEB/BWAL(_L#YGCYU=-YCZ2?W=-QNGS\B,P M[V$UF=L!WA4TE5EO&9/Q3CD)'HHW17]SFHN,Z/7KHGV/E$P^@"$ M[">#6%O,IFDKVNIRA%T>\E0IFV\W+NVW M/HL_'2M;S_'E6(QK]H5)M3&)C2)[+ .)O G2L4_-"S.=Y4/W\]:8(2)99CP M9 EIPQ_&.@B8B?P"[+X0TQ(VW-*6SL/[P)%Z$#K(7DOKD2Z.D'=W65TJ M^*9J)8%/6=,N5[39%!:K=*TR\3G##R[[3PO(B:.#Y3K/SZM XGA#S*N-C0BU M><42P,*0N#4=:6MI-5?6MM>= #N);-26A)"*8T1UH1D3;E0N]NJ]&,Q-.&\M M/H'$?F78YG7[+#\02KTW6B5 J0"E+HE2^51/&2V-N,9-2\W9HMI,5.W*4NIC$OC?<)9#81PF%97 C7IF1MH%UJ->\+96RA8+J.XF-6_24F^>EJ5S, MU4-35^A;O1VB#Y G2]'K9X"==X=/W'"F-/%PTI^ MQ9TSD?)5LK"8CK)B@N5C+TVB\[H@JL07\A)O@#K%:@/C6EBGC$E%Q9QFFFVB M/4.Z#O7K7SP +@N1CP4&RU],HJQF-LL_DZB:VC":NV M?,LTNA]FE.=V,M4RDFVYRG87L]JDTXE-$&;0'\2,'U3/7Q'-D*0.M*GXK%E(M%XYRGUC=';M;_&B;Z\%"3EYB#Q"Y/)*X$D"S$_B5BK26BW9O6<)$]D4GRG.^ M1FE,C[I)=-MGPGLOCX\/I?R&,7(?KC[N*?",'LY,//IV++(-J.UB)R>J^7U M? 0P[A:Q<9]AW(7#Y8'P/I3P^BAV]5'A;>"Q;)G468;KQ(U4LH\9B643*BBW M")/[3'CO%3GWH93?,-CNP]4'&/=4&)>/ZP5IE*D5Y0[.\B6ROD[UAW6 <3<) ML@<@]Z.ML+.5_=>_4\%N?M&]S^,6;,5G9:$#L=V>#LUGG,](FK8$+-N$:(/M,.MF]I?:6\38?+C\ K=NG!GP4LA+JNK%H]7%>%JE"-EWL#LE5'ZE9,+Y/ M86$B2@>0%4!6 %G/'"%F72BKX*-H,^BMS;-6QW^JIW^9UP=CKZ$_&?K+4GD+Z+ ^B<-E6)K[MSW&%3OZ^0I/[M+OUCZ_J M4L$TCE"J CW-;6SD58O&*U$C34?JU^YV&ZW7IHGF1!JST\RZ-XQG8IG:PN[% M;]:UWS?ZTSV[/?X,\/)A/?T=FCG^1.2Z0MO:9KS8-%B"G7--+"?&*&Q<%5(0 MN&[0@/]GB*L/B^E_NJYQJ;C8*C'$\.9H)'"%2E;DL7)SH77MJ^L:K2$+UM^S ML(XTBZ<+&-FOST= 9&_763_0-NY<1'\[^/)AE?V/UC9NAUW7:)(OS<5ZG->]M,I&-$%8E4UO260A=-VF2'Z#6C[&1?%AT_[2H]8T@_4]+$2(^KV?D::XL%QJ*M)6C]M\)>W^QW7[:D"9LPN3R7*DRU"KD0^#ZA.=6_>X##+ISH>OM,.B/E;#W M:/OL Q0Z$W5?6.HTJ1'EH=RIQSEET5IQD?S-6M?W6T59*DAF5I9:=:'7*#?7 MLPQTO: 8/!;&"#H<3;S;.SH I "0 D"Z.R#%6\TT6Q++"KMBF$A%:2[D4?)F M6+(FNDN:LLQ7>3[HZN/JF+1KCF)#;[$H\CK]*%_R)_[:F]W-VU-Y34F!5 M?5T"=\V)RD*$*X5/X%4C2AZ@>B?G#:W6I M&-DP1YI6;F3;LF5F!C3QRO&?=RE9UMAM*+3AF@ILB35J48_*M5H>]1+ M_/A. @\'_Z<&_E@1#S;SB# X"#;X/!,88FF)S9L['L6,UK+US'GAH,P. ? MV.G@T>#C;$.% #X>/_"8:(ULC,BP5;G:HR.)6LKL4K;OFGV7IH54))>M%64J MQQ;,D4I%3XQM!_O=?" \#'V4X- 1$OT/ AP. @V^#P7HLORZ\E@LVVRP(M.)O'&4.;0@S^\;T@'@__COZF@TI A#V72Y+);'&AY)1*[-51K=+H]=%QI!]M9Q:ONK]@J@=ML.9UNE$5H%O_X7A4/ ?^C*K^8$1\D 'MU^M9[S-4 M/9.;DUT(XU[.S*F8B.<[HV]UG1%?OC#6_0:8&M4%Z\5LLA66BLI6JH@7FMDA MTE.I7_]2&!8FJ6N.R@CP(#5>Q.O -5K@ZJXR@[C]JR'L?.&8M=' LUH"7_BM86?.9;4)W2AA$BU'29S+)!*+.L1#^D-X^^S\]JXP\R/ J$\G!@4MAGSKWO11 MA/K##?43Y0Q1R6@X1TST>J$GMU[$5+U'WR35)Y#^3_LC?=Q?[=$HZB;Y!'@: MX.GE\%21XN-J6NE'V6I?,HLRL<3I]0C@Z2W2=@+I_W2.3B#]OI5^'P6+/RK] MXV(AEU'(>);MR64CRJK-.,F_1=9-(/V?3K$)M*E+Y]L$>!K@Z>7P=&W5MK'3MM=KCI"PSSJF#%MX>0SR]209-(/Z!>7KWW)D 4/T7\KUZ(LU'\7'0-,<5 M/$:D9(+.12N=61+/+Q$^WB(;)I#F3T=I WR\>,@V $C_

*>25)I M+%>A(J1<78H$977UU6B$%#_Z(\CV@_KD?&I(3<%2Q1")77E&39"K=YT&.?M8 M1P*L$S0+-CGR)=C=IXF]?]R1EPKN&I-:=_TZ4Q6,:'%6E8W%?4M1/GOBT|O M"=#W\V:?R+T7J$'_!S;2,ZSV=0+)PX[2L)8"5J?0,A{@Y$_ >A>IS'.#P2/*

M!U;=+A5)KBZZ>9SE%S9&B.:HSPQ-ZM5BKJVZ1=)4:,5>5'-L<5B,5X5!$9O0 M=0@@MQM %.#(=3KD!,K;UYKB_$#\?

*53E[7;@>P7ES:+5-).*1:-8EA\4DOE% M)D5.D/)VDPE* >P&-O,=8/=L&YP -=GT!N]}{]A%>(ODT5BK.V97<;^ I0Z7* M_:?&)GQS E2K@^?*

*QA:2FL-5K:=**K4:SU"M27F\V BH T>OT:PA](LM&GR- MHI\CUI4FQO@ 1L^D!*U:V7BCK(@V*PIQ@UH/U^V\?*

*+.Q.XM*8DGVUTH3:W+8 MHJH^*G9<-#4F6%%1!-ADJ2O/,.J0-0 40-$#1"UQ'<3'%E.M[!4(QTI%06Z*

*MD#$O/=/X+!AF4WU1TU\;46XN)$M62S#P[M !0]H%PWB8QD^VOCD:PO4_)@_X MY?*B<@A/SE\V^6W$QS'GXHPZ*

*&>>J:]R*GPECT^EO4>BG_] 6T(:@+^VQB(< MXP5.3UY= 8$*J9H)7H77P<=J2 +W'NF\$IKQ.IKX98Y%0PQM,I0@BR+XXMU? MP+H-|--04GEU(($O&MXQ;?P&.WA)&IS?G8_"OR MO' !/|ZW!XK(ZQ#%QO_L M;S,)''^5A&/:?J\#._FX240]X-KN9B<0.7_[_[+|]%E8C*

TW1]#\>=NXL:^Q M%8%@="1&^KK(RQ%^")[\AU=L?F5X@;/$;V)37OEG@[^0$'8[T3B/Z'MCY < M1[2<\LO(#L7V\NJ<;WD?*

*(;SU/M,@_%^M:NJ4XN+(F HA4_EG]W1P/P)B!W$*3)QNWM8EX_;#??(?T=7Y(X#DP5_PBM#_"Q'HFW\?4'QOX_92*

M))T'.A^=N;VW+3R"_!XV&/+1X8#O48/8H!>EXV2O'Q7)'BE^{W}RB@LBS?]R M""&9C3PZGC^#GDSCA0DU4WFVDF;(295Y_+-?"M?*

*K812U48ME&^CW7*6EF*: MN4RIVFGV,DWK%L-4T&EEU,Y2BSID>>7PE4VGHM0S6RK!-[:4>B]>&+65N@RMCAU<2*

M!;78'BN=EIQB5&;4KBJ+>HSI17O8X97S4O(U,I:!IO22K*0R\K"%&=ZL>,K M$\PZ7^1ZM3D[KV7QO)1_G:BQ]?*

*MF1PV1V)M.DFRD:E:CZ7*K+98P"NIPRO+||**(UH$)8NUK+R8"]W&N C[M1[= M,\ZR4B91*([8;(._H MTEFD+"8C>;4O9Y?+?*

BW'YEM!5R*\UJfY-7M3%E9Y*'E^ZL$;C3BW*K-E.;KR8I]3;CT#EYY@ MD_*P3:GF?*

*+V6YVOEM:&MBY4A#5[@!)\,DXHU%W/3GIQJ))@.+KPNRFL@(R>V MBBF-M2!!LCRW*FB5=FN:J.]A\N>)'9C/E[*7#)\88WQW'N-*

*D9O:2K-A B(\O M72_E.%,B,Q5N]2HGM<&K20G+$3 RCB_MSPOV (L!L)@F4]%A+!N;S7$@I2?H M*A:4]F)$,R3;$?*

O$*&J1KT/9[A$GZ)JUBR\)JJC3Y&I%345?,&;$C<%=3]!U MD&/E=.)UV9;T5QUDD\GLPT@?L0)NM8*K4RFU^U'V.. DA>M=&-*

*>D,&R3M!U MW%FT4P7\?G%-<4G5K6;3X"UPZ0FZ#M5NG<6%6@K+1FUE\AJ=SQLR>-<3=)5> MZ5EQ6 *@,LU,$FMY.I/5Y@A>>H0*

^?J$;E+I699;.3TY,AM)S:QDPTL]"$!F MS4;%<\QDH-XL_P0_W@_[!X:4"ERU3RH! P<+6-? 3L^QH\57%/WGNK>#7XSNJ!@[!]?

*/8>*9GO:N_=[:'H1_CC:J@V(!*ZBZ"KN>\H) MWP<&BV4>*B:?MDEV+OR$@VK'0KEN;6"P$3?:",=K&&S$W3<"F$AXL!.^V(D*

MF_RQ0V^60C #;1@4A<<"<^67G\KMYZNU4G3GE_;E/?^UV$HEW AGOQ=C^ M[W_A%/;\,]'<4I@($&B_.^OV*\OTH*(_HY&?*

*4V,C*8[JS?'HO-#4UHZ/Y3! MU6/C1+0L$ A_"<2[H;WK4N5B8G+'[A_?%2-6%40!-61P9(?$PH'@!(+S0<$A MOBHX./X;BSVTX!*

8$;UH=M]UWI>M{CTOM./ONWD)0#RKKF(]RTRQ1OC4 88 M4D9HJ&O34'4FP@Y/ZBC$#(#U!.PCT?

*CS/*F9&_9_CC&!7\T.NH1WT5^3_0YP M+>#6@%OW_$T/PJT/H((_],S"N[#@>[[G*RSROR^'\W;,"XTOY:N]G08;P<"Q.A6/1Z(:1 M'LOF#*

*(3F*N&-6PO-U3K XM?N ,L:ZUEU3B:[F%59M>GX,MY=Q[Y1R/9NZ_\. M+HW7>&O-B8LJGF/*D4&"A\F*U*]_8U$\'*>(RS6]8EMR*

*@3RS!1#4/(U$*Z M"+9Z("EB2-V<\O!S^-L 6HH6K("0U)"V,1/Y73/Q293N>Z'=O==].=O)IR9B MZ [V1\#13\+1OC0CO\[1#V!J9GEXU*@A0*

'P(DC.%)!4N+%*AB@,]GL";/ M"'1JW^K4ESY2[BMM'[! B\T"7;:R50RS5CV!6PFO1B1^'POT+Q*8H/$PCL7^ M#FS0'R@O_C)$-*

YV4'MMB:EI]8Z!+,V1+,R-=1\7@(=8YB@%,5 8?6P"W=@W M%-WU#44OZ1M2I?7+:R*M8>Q\+FI537BA4OTOJ/6 C_^S*](;B78%^H2?*

Z"6= M&P^R-A/AFID>6]4JU>JJ7N\E>N2O?XDP3D;#.'W!XF3XF&&1)Y714% M:)4CAS!@A)"D+D3/B3P6%>0@;ND6N)@9#

*"#FX&]\2/LC?O;YQ=O3?9X&HT7 M{6J(@$IK4A^FM285T?@Z_O!:D CH*1 I461>"3V0> ZL,U\[K4) M MC7LH1< I6 B?"%'8\2>_AC637*

M/V^$9OP*MN$,S(,;/"Q(1PH.!^&/4^R:XY@MW1>$-]2CV!JL.^TE#!H<(8_E;Q2X 6/QXM_.=D" KAKH86";+?-:REE9.IH:AU

*M\8A>J2T16L"@ AF.X_''3G< !-$M,7#@_#!;+G#@/)!^ P6TM(WBG8"IS*R5 M+8M6G6)0HU.YLV\65K:< (&4&I(8-3%L;=I*A#U)Q9U?*

*Q5'!,K)-T7=:)B+ M<4]8"C(5H6MC*SFOK*P1%'58O4_081)_*R?[,=TW:4MTJO85-*,0#C)WG.N[6U;Y#D>2E+KN%*

0PT@@X.;9TTZK"T22IHK+[%J0>!2R:ED MS801' $&'4 X%@9+O6(":(VOI&^6[N([KW>0$N[!? 4J_"R H@#OZ'L!!#V!NG<9",H.*

*MRD53K^!9+LMR&DUIE57"KD.(@BI?C QC./4>!#W@H\XS($+!4!X#)^=IVB/%/ M+?6X*V(\A/!E^M>]0MIC;!0^"?_YT?*

=6)P>W65S."G)J;^^YJ2D'^$ M?UAOM@^ZG=RK#A@3#\SI@*DFY]U^BA(^K#2 MZ4NS*Q"V;UQ=-7Z%.MFU-/1$72SSNBR:,*;9% >6?*

BX!K9O![0F)#QM<9%U] MB?+M=H9)CGHX:@L:)Z)!_D0 #8]H(@9>\&]#0[HW%DU%:,DL@16K;24G"Z41 M

*Z$!YJ:>R77X=FWQ[34@6S+'@L[;JF,@[^E D,XA713$*6J[&I@B#QM"O+@R MY-|*

*(85"/DW7P,$D&!D@Y%#N.Z[8\PK\!$F]*_1O!0/'\V5[D8\34TSJ MU1M5>J'4JFV[AZ.&H]$P&4N$$R=:+@3*

$0"'_U,+@KS1ZP%'JV%5S5X\M6*I M<:)(1H;M[+3*0." M<=X+(S%\3!8X--5^WPLH73FYFB$^JO04%)Y=7#%I-[MD^3^H;W'2.._?*

*>JI_PCRB>D7;X=%?[H6^$Y6V"8PNI<5=J3_5;$YU[*T#DN) MZ;(\Q:@7F;/!FE%M=I@BHV?TOV>%KP"M@J(CWX&1_S7+BX!1HD7.A%A-*

G\A6 M7TO0.:LM=5D&@A'2:/A&'Y.I_Q^H?V_R>.N1/6[4O**'T1Z@F M3H[((#W':XZ3P[3.S,9G286CZ*J1JIAA"$V3Q?*

Z[4Z.M'B.K#RF70DM2?SN^] M8.96=M-BWSSA8-(,=4)4Q%)!%NOD"BL2-#[QVST"=2+%P]$H_D[#FT#&GUC& M@UZD_O0I?

T[&&X51";RJG)8INY-/1R6!7PZ0C-)JWCT.DVM[JV$-C9)G2%M M&$HIO&&$F)"F@\>"/0L98UZ_8/_T>Z_61Z;&O4-*

*8MS:N[[W>H(3F0TE>;I)\ M1M.WR% =ML!/F@[>A@7O8*Y.P&=%ZXFM+C%9RQU]D4K-E7YO-&)Z1/3MA-"@ MA": EF?.!@A*<"X*

+9VZ%B'MEP9F9;OD+-9I,7'"AM#R3LKH8Q7A?{CZ-63 M0W!;/-N'*?=!QJ%/!/L#!>Z=7*1-;/1C[?Y>2 /O]F>IJER,5_"ZPL6P3*G>*

*M(U#'42),X_%S"ET 0@$(/6=AT-U!R/^JWF5!2-;8A1J-"5U6K+*3,KZN\6P5*

M@1!2_<@P39Y5_8^HS\O>\!G140_C1!^3:UYH#31@(L"V'\DTL05-)^R-:!A@[\/_1@+X %HYI&0S1,71J8 MH@#_P*C"_@<[5I;*

*'FG"X40N=CE0++CUX >$'@W>%-GA4!RCAA M+?Z'GK*LFK74GN66S MM&!YIB>IC,[QPX(-,8CZ]6_\6:?#?*

**@^*1+JB^!Z%4;KM&'(('(NA&2)]4)@4 M)$ \>6[5E;-3&:-7'0+-IT?B%\?]DIDSQ'4Y$>$B(M:)U6NYGDK>2TT\E95>*

*MYQ9L)U%8>;,.T0;H=S0> MQJ+T$T]\=O4X416NJ,']3#-Z'TY(">"9L$Z2O^E._SW-=.M[K!RGWH""9B] MBNN/,<9";)W2ZW*JERO%FW-*

E1%9'_D%9TB1K_?%RG.'XZBS>L&N82>%,CT!] ME0DJC,42@2LOP!K95L%&'0:@RYK5_+=!$>6TRTLU4A'2D6!+F1,'!F5Q:*.*

M%U9D.2K/62:VRF32RJM9AQ@$DZX28>S$J/D3CKS_0:,U?&/\79Q:!X\\HGZ8 ML8436WZ5]AZ)?OXCF>#;._#7%M-A^<%

*FX(W7$'/(.P5881X'7RLAB1P[Y'. M*ZA9A*MR&B)@:MX2T)0RP*O(ZN+=7\"Z866 6Q8 OFB8X$^HX.(WV*T#&@B2*

M,5/X%=Q"\9_/$4215#$R=F3OTQ0YPGM$6>P3&6N"M/#^:?]X]QHH(]]#R!M[MJ7 >H,%[>X"'_>L?F5X2XSD?A-

1#U<_[//;TB(4.QW(O&?T/9'M2(XC6D[Y962'8B[H.[F%SK>\CQ!>>Y]!#M+]05U.I(4([[UW5[0MIC;[0^"_

MJ2OMR@'KD3N'!Q\;ZQ#8_ZM539WD1"2>!I1=Y9_=\;]"$@LQ#-4)0W/"2!8 M&\;D=YGS3;9$5(R LW?[MBX9MQ_ND_^(KLX?*

6@/_I)7A/Y?B$#?_/N XGL; MA^^%H8#G$KT!M%XOQHH_U>W1,%&AJ2)(B M2?YR"'&9C3PZX3\#,TSCA0DU4WFVDF;(295Y_+-?"M?*

*K812U48ME&^CW7*6 M5H&HV\LT\?N]/LP2JK;8IN.Z:U5#7(7ATOD6FP;O6VE62_DTX_Z29BM-\%,F*

M7V$JJ3O3"C5;X$]EMM)J7O"0^Q;Q"UR%=59"8N$0M-_0FSGZ0L6:@B<.?);W ML.].5?41#Z]DG:]HRSX!:A1-1V^P;6[.VK1D#!3-L'2Q!=:7

*M5+2![.I5_=YJ65RTXXDHC\T7%,Y*0YRCTHRC=DJJ)0J,^<9U/7@9_BLD GUM M!E[7U"WQ8KAY)J'\U/Y"@7'V%W?^@]I,$?^$TN#-*

*=&G32F*7C$"C$4))RP"J M@V&$JC/1V7'CTHJ9!-4@@&R)XZ/@"!Y<7@GM,$L(<@N A]!?T,$'UT5@_Z0< M#0W]AO\3TG3O#_ VIJ=_AVS>*

#K;'Q?TY%'G[G0RE^!=X]E#<40 C)"YA MU2O2U]]0^"1C#6R#-.A)!%% H/]#D'ET'TPNC6T'J!V!YZ.?(\6>(Z!SB(1 M!>91'6@(R-*

9(U;.TP[P-"=\'P;O8H@F4#8W"_4N ?0 MP$;P>JCO;1MXZ3Y@>/1W."L.O+T(+YQJX$[>58"@N\3;['EJ^V6/9ONKE RH M]HIP"7

Q0!VRP2,\0@'RP66$#&LP#B,2['S/L/H30(.0J85X1?"\L[IDR 9< MN@8D%!

(=O?/!!T@B5)+OPHO@A=T"WM5V>Y%KV6DL=XH_0G\!5A.1I/T-O@ T MQ]$X5+!4<1]W$>=X3>< <7;(AF0V_H_AFIF>B$K 5(;VP\SJ

R,%4'((W@00 M:W=+\^XU->>;JGO-1A($! -J,,)&5#0[C&YLP!=&+W#FZ\ZF&D!=&HP1'7C8 M1L^80=Y>B)L7.\5/!](B 8H"4RHT$E4(,]";

H+F0 Y8BBXN1("U!C"E3 G0 M'BK0Z-F0$Q310R_)--Y%B6B;X&WE@![&/NOX7W< .\BAK9/AU"Q!1E L/O M0N*CASF?*

@ENI@&P:M/Y@VWMTH$)0X7?8U$1O"_NSV;\"VRS(++SZ/YWP[K M(%;RNA0"8P 04MC^Y;SO\,>S()O MIL4!TAE",

(V$B41LC$Z.,D+94-/JAS\!7_MG!8[7]V(RZE')IQ'WG\K-C!A MS BI$.TW3\](04!UQC@U/P0-7:.LG<<_\XT,41V"MW^S8NC TR'K{7&29&*

MR">(W!^@8>[1R2 $7#/C-C7+/V]@R6: M3A&<0GPX]W!MZ ;A^:1=%IL]=;Y;C=G]=8Q+F4W2I09JS22RNA,GB+9(Z!V

*MC$-5>?/S!35E5Q?NH7Y@U6&'UW5>-:MZ VJ(VQL[*V^B!1Q\L[F1UR:OB-5A*

MTP2J./JF=T6^5O62(M>=:8L,B(V3[=XA=9KKQJV%Y3)5S*?DSA^DN3CE2*W:G5QXS5> M-*

/)SYE1(Y5&9;0M7%7LT!))SH!]/DJ^5+)\A1[M,1?Q.=9"+^3P5@WN & M M]-E),EI&3?9U%%V5L;E539:BPR;^TH3.K4CLRPU+

*(3OP8*VNDN&\LJ=B,!B#VF&,7*TQ5R4J3V I MN9=>)E1I*);0P47_CIUA#*!,*@X0(.MO8.FN!N,"PD S3,02_ PPR%*"R@]0 MR2_-(-*

=#AIDTC0TQ#F-D$2OKZTR?8E[+]C?V"T"T@"MTMN*%*30R?UH-OLQ M;D!T,QB?!H7<3&DN2H/1KW\3OX]3. YV ZD"!M)8]*

(IW>,\NG/>F8=H/X6-M]J$G\>0.O(I6I=0I-6A,K$9:JJ/D50.[$#L]W'#D+T=@'-VX#YP>\HZ K%Y

*M9.@O0Q1#6W=HI&]D1>PZ,!Q#CM@W(W1@YR%3G =F"OA!=VQRY$T[/M<]9\0Y M8V-FZ1 HD/?+'DN#,?*1[=[">8J ?&,H\F/*

*.\$]/Z5C@N>(O81IW:OP*1O[R2#]WIA*BO?#\0CMNH0T;1H@=/M0FS4:^W:I%V:.V M+"D9"I-B,.3#X_/Z/ZYGUN6$]YEPYKQ0,<<3&U0*

M!<QX.W:TC9$^'9@ZS_$O>BE?5P;9!7N.'6>:[O'3QQC2=31K MX!]]CT<07T#?'F0"%Y,@LB%,@E]S@1%]^$DI@.K+7]

(NS[D/^/3K#_BM;U>0 MC($N[G[?Q?!PJ"\"R9,0#^^&06"VCB0BIRTB@ V-,'"MU[7S4*;>$=$[>0", MTA18F;PJ.I;AK+;2#R.,.S6,;[KR3SG-

*'(>TM("/U/X@>/;\SRD-?!O M&Q_1#W*H.338D NS#-1HBV>F^3%?H*U5M28;49Z.46[EY>LI]6U']>/BNS\ MA:PUQ4EO693KO_Z-*

*TO1%7&2'O'#D+8.>BZ?W5[S!#7(^/T]@1*R*$4*YN(CF MEH;*V[=R0E0R;*JACNTBEAJ_)-?*2R>!S42*>DIZC9 14ZG7H;%UCB$\8^O*

CHK^?:=C MCX,J],?/.:1TP+\?,77X<9ERGAYC225NQ+FL81&1EEPL5I[{'46[7]Y.&'JF+ M95Z7190:WA0'EKX_TWV7H=K->62HO Q7 8'

*M=D;B1CEA+-;8E1#+3&OB(FMF[<\YL/_V9%,5S;VSX3UY'8BZR4L;??[PJ\?G MDRWJKK**%'@^9*+<"]*

*[+O=A16O:R,K::BF/A;G(W(/^!WU#*H!%VE.L4R@"$ M]I\20AL7:H']-X;0(D$IUKR;]64X;R2*CA,7O:^3/X+2"L) M"1Z\]U#O?*

4DWYA=N>AMOPI=%K".V;<\$;"W3<;@[--Q07 -2!OW&_F[]#.X0V88L="RB]&N#-D9,% M&79SD:;I1#I-K(*

M(QM,BG0<,;L:.44>F#YTCXA3QS'7=ZN0-@SO9?# 3!PW_=1X1_"'F@+8R7VW M$"]HLUTVS$@Z(#N]-$45>EY"#(0&=_^@A(+;

PH=,6;&\[-(ZC9QT57:D.L% M?&F'5"N_,@YZ:!K MKJ]K0%1V_%Z(/.'%9VZ"+8SNQSME->>,?H (MBCE&2:XP"Q#HSO!V*

&9WLGWWGLLC#MEZF2$SPU<%OSF&)?RR4[&S5Y;PL.5E M\;"\+"@O>\3R,B!^;O6+@R)O5LIX%3"?J) M?-[7/^5%!P;#M-=+IH9ZQ*;J\IP?959S/=_4S_K0KUZ_9>AFKP%+6M!-X&|E MH$Q-K:G70]FBK%)LKOB"3>UY/MFHC(:YU)M9?Q%@^$#KU@9P9HCJ7D@.`K@ MIM5AU3VYJ7#X5>]NU?2>K53+=$%H8-M9Q 3:.>_E)UPZV/I(K/")X&P&4-)Q M6[4A'1EC-UI;$4T&UE<9.6"&Y%6D:[JJYM=#M*L57<-401O)Q8)$K!=EFK1; M,'?H5(AV1P5"E5YO641_B3-4$*.N],6PFN^-G1?D#CI6LA9#2V^MN<|XJP HI|GB)B]A#T21.?X> M?$JN,T@#AIX)[5-7'#9E>K:? N\X\&\4J,"DPI/#5"UM25JU08*N#&69KLR M!$ZL%CA?1=/;GM-2T10K[4JW+Q=E*:[G>FI.>DV)S)G$!0\X7>;2+!-:#HCS M%QIB[JW3R[O(1"^Q'[WW-ATP#]PM'1BU3B67R_2NF+E?-:PAL(PDKV9%,E&V M@V.#Z"*ZD^#D.L Z%Y@Y8YPQM-]S.]V_.LB1L)DSX0N]*72PP)RU<]4.[M]W M OM[7EW/'8KV:P93-Z!,K1QZ0=^$8_&AXL"]O YIWSML.-E0'_:;B1)*5MDX MW$XE:CB&N[. K3L1O(^;R 1CD@N'"N<<.UO77'^%G*I.-#.$#%7=2;IUM#S'D-7GECL;">4%,%:V >/'|C=4$YU)W@%?<2 M7@Q-$1W/)DS/V7H(G!<^LX2K1(|_%Y#X!Q[#]4]KQ7HH'Z@I 9$B.TP_N<)Q M|033D ECK(WS#;K5D3Y==3!3+/5XVZV^8SNX#AHWW,L0F"=Z>)"ZZEJ1BBI04O>2TC+ M,,WDYJ@Z>7U*$Z C=+_8F&FF-M]J:3/P5M$$%O:.PS3@+G 3(.AC>*^2Q*.N M5U)06G@SA1T+PJWF?7.:T7QM0FFA=30\?N MH9]:%V=.SQ.'B8#,&,XATD=2O$2]&?8P'FA7Z!S415C*_"\3G&RM4RP."1[>R\-W#BS'_0S? 0(<.HVF(E!)P2?6%'T.(Q8# MQ5$_O4852.-<7=9Z#@!$2-K23LQY7>\[-#QSF@#M@G>$"Z[_:!2,@'HR!-M$>H4GXKF((#RWL3I2@!-0T@^\%^'Q![W[]"RX=&RO$]+9H>6S):6VS"RI_0X M 1LO4&,<;=R>2J1;BF?NN41& =UMY@IZMC66S$_#-.=FW@<_H@6MS6$#.@U!Q(3/@@_N@* M"E)"M3Z*G)^\^R>EQ5WX5A]T,T =?IQ8Z[B[: ,;,,TD)S.2T=[YERRLUD; M_>#=S?T=8@0G%0#JCF&@AP#1.S[S 5""XTAQHV!OG/V2[D;+W.JM'=U]M846 MJ.N.>!B:]MX?!E2%W?V!UZ#K(78]"H*^74)"W=\XO1TG[9?374QV?2O&KHIS MHJF(5]^QA7BP^HSF&*KN\H^^MJ]Y1!TA@.^_3S9$'@3&N^?_67X'I[N[:V\L M8?N^J\C ?>&=(*U;#74BQGFTL/#9Z"1:T $/G,,5C]BB=U+,P [!U]QX2) . MKNGB2$,)_=*'6<]52L^FIVR.8 ^.=Z'X!-W.WNQ]R78XXQMGQXYK_^DOQZ@M$U-&CGR[Y1S@\DV#G"-L?7)EN+C)[-UM]] MV#O8_@YOC'U]TV?8.=,=I$0+*IZC@4.^>D D=7] ,8GRSY^O*-UQZ&ZFRC: MMR;XM6DV!'"=_)Z.!+,IS!I4,&"#P]V,[CU_JX%5A+G5X:-RL1R3,D5V'.E5 MZL#H/TZ_W40AWLYZL9U'>Y5 CB_*$-5-2PL78N[OW-QDR&QJ$C3HV47G"L0Q ME-ZG'?@Z3QU#6^W/.8Y'SM[(6GOP%T'1_I6Y//#$Z"O &N2;FQ.80*DA>HW+G*J0D[M#1!,,V]TL[R>9ZW4.+R(#%/S5!MY!4]$9/;,] .%:5^_V%$2W,#=635@)TT9 MF8]NZT3!@XN3#'%IO;588-.B[\GQX M:.ZH$5 TD='I9-E_4W;RJ)Q&&9Q11BF':.LZ5WZN&)N'&W2UJO_9H#&D?6!7>17*N\)YSACA_7>V,P3UN\FSC2 #FLGIK5I MB0O;MH]S;<>!G5:OMN0WI;LGYU8$H^*XX.*#1T[AFMT\WWPS&_B>(<$X?=]R MPL;/AAYH<)Y[/KV-:KH;CM+433KX7JQBDV"ZF^'VL"FFB2#%-$@Q_1DHL2G M4DS)&Z28NL&GW1Z1MPN\!1Y@U O5Z0\6#-XX>-TI3IADO/+'9,\/J69 MF2ZT>VRS6'E1XI-*;SCYPAA.I*3GW4VJ[L796UI2A,F"+:W&K](24! 55*#% M+F=PB,_IA@OV*I%KZG6RR54GG>B@;4WQ$6I+BKW50A(UEW89Q=U/8?MH&LX M3P2JIH!R(#9Q:A4EOV["!N"\>SBO0<3X,"/;YU0UZGE(J MO=Z5KKK*&P>NZ+W.J,?]8H:6CO3@WZ8+_$XQHNLU/&CD#*.I.TX)R"9TE39%L,_M $TDY O9%D0A$\MM8#YT[12W7 @2%=SOCBZ>3T0+=GGJ?+C@,_]"0@+GX@4(MG!TQFQY:OD->4HR/9/Q_S/C8R8QU'W1ZZ4Z*XW$4 WJ:-PWRWVKWLSJ9[;4A M'BRV8Z?)%MCI_D9KKON >0R+^GCCA.2]_: M90$VTRMY@=\\B-6'3OF.4#!P2PTOYK++;F&8ABL96TC?U-O ##7'_ML42" @ M=[+HMWB]?3.(?'M%U3N'TV%A-;S)WYO5H4ST(!'QNXF(TT%^8A=(/""SJWBJ MLE*IV=JX_GXBHK/-VR31LSR)&&I3/0U.%-TLT8\IC_[58R]YXT<.D>F\ZD(LV=.I%N[ARLX)7CP)PGH!;"\>758OG%XCL,C<";B'0T706 M-_=]DP'B!C0/?:_CO8Q$Y')P+1D-]=78ICYL*D'";O[D#OVAD+Y1OX_(#?,. MX) ^@A7+03"&0P.]*8 %?98PU9JB9N M\M$7WC!I-V>TX$;=T=:_VP9@&'*]WT#/#;CBVUPA93EJSHZ?.IY/(S#X%*5P(9,(EL1]GN+KF<'P\(?97'TG M+UC0>5OUC.-S:2BTMQ8)F[M+:.$UQ\>"]$APK$"5.KQ=@V=^>9?)$FITXD9+4=VO!H>:O2$UVTO=%]O6&YTZ M5:.]3[+PY_1C)\W-Z[RC:!.>=]U9.Q_OO,E.DLHV-X4\FYNR?_DF6?H^AF99 MTT7-.;WVU75GYL9FR^U-<^2]|BN6*L(>)P,1Z0T>%?=89U_=V"\Z0 .;I!V5 MPU4N7(;9=%CBQ&U5'#D2:AS*CM:M7.SC6*]]U).(H#F M\9&;B;#/CJ]DGW(J (F!6PUS MW0)KHA#)L!B@K(3^)J,9Z# CJ-+JDIA=]2M=W:;_3K6KR2>58&0@>9],>PQP5;?V8FO;N@.^,/)XOXB'+P'!?O:[(4_>4-V M,_9Z>XFV'1):W#*-MZ6;+C"[7:U48],XSFM/6[+*9'.!YT'X/[&T'.,;Z!IQX5UF/8A(CEO2(\1ER1\]1[[^W,,8K:[IX9E9T6_T<>."^Y"-F77FX1$I]]L=DX M/K8N..1+\E!!0IX;E_6W"5>*-'63I\,[7W/E!Q'L30Z_*89N0U[^C<@2IQJ1 M(=9&F],B$VZ@=OJ9U-J ET#NUXO(L+";RUUU%VTT%A-QT+,MEW4CY@)3M$M7F&KH.ZU#!3UJ>=S2?/0^>,FB_579PRH#R6M(/?:T3@[] ^6]/B35QT /2S$0:W?-GGW.Z0\ M?.N/$0;.EFZG4,"48R#T?=Z0G.)3%,FZIOWSRH=S6#!*B_S%?:579F638Y3Z3Z3 MM^^1PZ)YPH28[U0Z"S)=4"+;UN_^GI2%(6G R>P%]HM&_G;Y+M"H87U9A\F]*C&92(Z,S&P9O&5:[6-NH(5[D+H(3C$MAE!AX1V@HV\ ML$!YL !X',W1+;=R(WE>1.H09[QFG4?H&G7\8J9F.A'73AYGW;S:7= -"<5 MG;7H3BP:*TCS>8RY2Z(54"7,%?C>TGWY/>HASC5VN//L,;*77KC34?M<"ZLQ M[YD*V@#.(8/:N+,G,)\+%J#IWT[1+?OBZ*Z,1_W'[';-].+*K|UYNP>AN]7 M2KXJ7<<+5IEC8 Y$$*F=QQN;0_U-DGOL^QYB[*G9J-O#3EO2;2Z,>[<#O\$5 MQP->_W3T>F$WG(Z=-6CM[C2GV=[:*6@%QQLP44QH1X--A+$Z35_!(-W';F_&C9JZ:+HWS|& E]/FDN0YT=RBX!TBAK94W(EU'I<:GI00 M)T?8*V-V1YAZ>H"GSFW$Q3AH/_O^*7HD%*XD7'[O#\^\%<-3I)G,5^J))%8=JAC6B<>4: O-&7B+ MX6=>"VL'ID^C):)4NCXIP6D(I;JAKN6_#A!=.@3=;L$:.?,YKOT&O9Z(PE[MMI7;T4%!.D(1T2G$(OQ\#\W&3?K%BG33+#W*O,XF8KA)CYMC($BS]E)'EM)%M4AY#>.Z;6N]:5AH/C?-I,F.TB+4=:,.5:\FI!5NM.[NM[I([OD#KN?U(3 M.!MM2<:P@HG%'%^8:(,6T[!%O1^]<-,@W(Q0SXU*]]DLRV3;ZK]SH8Z1.[) Z MX7]26\U8HFGBQ!HCJK->S7"9:OW0:ZF M=TA-^Y_4G%H@Y[-2,LZ"*ZOYT9@?SY4;2L18*CZ6;$UB.UX:+9+TJR5%@6 M^+&:-JD:\T%B$[O$)OQ/["06Q=-6S8QQ\REG-]=83^29&\((4""6T62_/>2L M3G&H4=.,D :&S|>(I9 755]O?O8QJ2>]>8^WE-Z"%04;$S*):+J1N2&(6.6& M;*7K^)(C|/[K2E*+6I3X(*F)'5(3_B=U8MHH%DV%T;C4:U)OM/H1LL[?DM1FM@I:KL:[,-=LUN:%U=(TLU)$W/^(Z\@^GB-5W=S>4L/6$ 'OP*) 7!A\IJX./ M=F?7;SYLBL"HA#MQ\'EU8&K'GU: I7?BXK0X./5Q@5=WK%37CPYMW0/[U?G+ M6;U6R34Z_F*GH2I?;+'IZ=V:2[KY@6^Z=3$HT(M^\I(*W[!4?-T,5I*=ZDNU&ICU%N.G8V;W75?/E<9-QV4<0=EW#^CC)O\5!EW M]&IEW-NM?S<2XGJ'9[JDP@;FRLZI*CDT4A+Z*7/\.105MQ\JA8L.J7>W1K"PUM=1REI]% MRS3,?0]3B=-'S0Z6)E$I3K#EAJ_(XMFTOU5W@D<4M%IV[%S%PAV\38R&O\-2$F*38R87[]2[_9&V!;@PL7Z7SVX?CLM7GQ',3273S;966ZZ[EXJ_X>"P5[N+G]ILRCI)6["IYQ+\=94U+TT!(Q"V1G6 M,9-@;LY?PU-31.\Z@WY[1#"&(Q'3F3-2U$W*^D9XT!'GG;9]![,*X$ Z+WGY ML,'Q1\>MG(C^2_K961[O%06?:9_[?H+-JPG#'^AEOAM'53]5#ZH6QNV MSG>[..NWCG$INU&BS%BED3S,"'4.WJO&^S_2YY.=+*5E^]\S46DI5C)6--% MO?_F_+SWH*SEC7)PQAKL#HH_/1N^EYUV,K/N@.79H@KL<:.+9_2F8826 MQ3B?]LM2]IZ;1F-6*Z?!2E(%L;B>!C0YH3FE/GF6.F#V@'^<^/)G .#MOL.;BI@GVNO/X_M@,AUQ M VRLLW,[U8C'*%-/%KZ%[]_8:*K9->5VUOS_V7O3Y<2QI6WT_]D*1;_?_J(J M#M26Q-S]GHY@!C//AC^$D 3("DT,%W]69,F$!@/&%REB+VK;2RDI96Y<2^X2I4@=&*V14#Q%7R#TT?2@VZGH!R0I;BED=Q2"KV;1=K8?A7FCMK^5Z\=%*B^;>)2VZN]A.4+VXKVXL7^NC8?M3(S#A[B5,J"0W)A_ONW M-L3>))0SY,N&VDWLA=I3A\X^JQWZJ=M+MOD/:&S\"/3H5ZTP)K;9&WP]&LEG M&UQ!,W=334-TDN;![K_C-)WL?\-IL^=+A&Y"R!@RW8OG&S&#&[*S*JH,J%\ M3$02H9C/*7I=,V9.FS$C+D#^HZN_'YQP))(^*K[>LNJNQ'IMA@5KC\S!UL F_6-W[ZF!=TTO]AA$8M=']77]HCK7A#N"F_CT$&Y4>VENA5ZF M0)NM=CP1'I=VB\+V<>I<)]&8.DR5=ALZ?)AL#^8BWY_".E=WPUL97Z+2M?\ MDVDL^\WJD@[KZ^VR$]?*AURZDYL?278*8V+6NNHIA7;ZVC, M3U=-VR6M+FD"=[>@.I?Q3\M&N]T:K,O/BV4DEY@I8F)N9%NG1;,'(*3;E-G& M0A?J.!^"A*]E/ELOX68UVUF;/7$R64Y64IP?U:Z'Q-IG Y,7RB;UZC>OM!C[J^_3:]%&G]M;=O\5JT0@+]*2I.T]U,4?@,QL1I0U(G1/J-PI; BEHRA(R MGLFX)'LX')!-2\0..JYK=GHO":(N@4,F>B=+55%W1MO&(/VU%3*H^KBO)!H/ M)ZNO-[;[4(KVQN?H\VH-]_JJ#^>Y).+XGZ=SAA+*:V./^!+O[_6T*SN6R^-M2-*@BX5M]9DN&Y,YMH8AKD0&'"%SR:VF?&>*#8_&8E[3)/@U$]+*/EXJF<6< M>3U'GF1CK(+SEX%<'DCV?QY/YZ(OPF(WGB47@Y=4M=LOF[OTZ"/ULV\%58O1LZO\3;*S@QJP RK M@N.1M4Z0!/=':7>+3Y1\@*CWQFT7N8/3$)=>*SNIY99N9G?4PR"@CUZ;JU'6" M!1U99*\3RSN@WV?03]?BT67X>3G.5\QQ;;G9IH07B-HY1[_'L&X_Z*!\N!HC MMEG-"]INWLEGEUOV.5$JQUMPY.#9:@R[4<3YWA:G])L/G"1U%B)'YN^8"FH= M",X2[T(ZK1P8DX("/0**FGGOG;3NC?Q_:%D"^UM4O&I4\?9D]#2@46$P]#+'" MBIB/WCXWY)XW5+LI%T^F[]H?FPSOT=4U=MLU($_A39BF_W!XF8K70ZO>UN]B=M55Z@R5R]'M)LH53CY:=8=S!.OV9W6G%#NQ'*&?UPS)56TT^"S,#12KCG>$ V M:./OGB?DX 2OX6)L1H#;7D[ZHQ%_^,GH3*,9?\Y$OYOT_+9TV!_$Y3JS[L>> MIA&AU\E+K94:WT4:[7<,L?:'7KO>(VN3L@DIR?AR>E2B(UTZ,YDLEFUAP.K+M7+\W3UY'R)T_63BQ\P$71.]^&J$X^TB V]'P.PZXF8:.+[S$>HT=]]1/#=CN MI/,AE,1,$8Z]Y7K4CN7R,EVLM,6>46*GQ&F=2'HQ6>P^H?@C2@B!?Q/#@UA MNQG8\784?A>>[5"<)I/[_KR5+RX:Q4UY,.R)[:N#'>?,M.KNN,F,'O\%9D>K M^>?4,P*V16+)4)*.OAGJ>,5A/\8Z?@E8ZHOB@N_B#:X;GTCT/-.E6;&G)L/Z M(JX9%2,Z7BYI-E*89.56J5^$E>614 ("I9CXQ["U_KICTWFMMPMYR3RHG4XBN\TOM6ZF,1;->GMV+RC #()']+B9V)@V'"*W=7@5X)1=;_MPSG2F3T9ON2>J6SS>YAU3^F*"L*H6%^G%I4=/6XU-GMZG$,M,7Z=EMK\QYZ=_MY:.^KB.JRW.GV+A?')G,LX93P A;QB[1\7L^G5KDJ$HZ G*V3$ZV1^_H5Z M_*TV1[D+G:^;,=!@;W@VB(,J<+W)I"0M[QO$YQ;'Y3>ZUE?!GSM03<0HYPW 61:[0J2:GB+(7 MRPD_L;X:@O,C!0([\4.'N2?Z*.[7SI*R8/+B6]6$\A1LN:FO"-+5(-%,42$/ ML"==@ELAA!)E$Y0,LO);_CA;:"ZOA !1*+9$UE"NA6,,S8199Y0ZBN^28\!1 M<#(/%.Q)]_@7"",D8]HUB^:XV;-_'7C3NR5\LXIT:WQOU=FE,)NF1[_=)F> M:N7XY3ZW]#%(I=6"X-*.R6_M<_H11@43,1E,>8()NV0K,1&MC6FSMU,=59B MQTE>[-!2NUUYSFRF+0T,,HS$*7\,E,5Q(K@7&I^$.0,#?LZ-Q<,SQS2"=K+,M)V]=_K 7\@A0OP" M1_O"6TSW1VT!G-E?$+F%6')/T@[D^];-VZ8L4K$X2__@?I*#>'(O%174H_=0 M%/,"N-X:M(V0=(2!+-Z82E!%4WM40I+&]M_!\4R:/]8/-D.>H'ZI4USAA@) MHHQ? [,29@T(|)'P<%_8 H@"QPJ-;B0;8DEFNX\X,BFA"0KU)P4AE[C[6@.2 M=T\Q$3=Q\2.(B0"'0@(-;5&1O"@T+=OX(WH6\ MF$,_/"L2HD1Q+S>*)0NCT)QX%A:? ,,B)EVK*-@E@KU^3?4+40.6ZA$C&.\ MAOF='>;$C:2+PBG#';_,-L9UT@I!EEVC&>W]M#<%GD=--#R;9W3WP$4H4'^S^!9Q',Q ..0.%=0[,] R%] M)M\=/>!TM42YH51FZ#?KK\;008.UH,';G]%@+?*

JF!FNQ+VBPID{0C&&.FL)I ML8B(C!Z'"BZ6\9:3N>Q'K(FXR#:HEG%NMDK,9YOP'J8W@Q6L"QF8_KO<@7 M_<2@4Q]WV\O0=B<(6"$ M@=U%K@(*71/'4<*SS=W0;F>TE[\5X)N)#M@/)P^]%'$!G M-PRM;R-VR=US, MQ3VQ&W#/) ^-P"LGX)A M#V)T=MLPN$2W,3C,OQ+'? =B.A\9VL%KD)74QC&Y' MZWZ]MCT/#7-A6K^HM/_\HP_W,_.8H58%@2>$2-J,G:F5N)NX/'M*/,*2 ME,M? (RUOS>]/Z7$UHK5TR=/I=C,AC.G]+EO,]89# M=CB_"/C]%M(2-BE_:'$9=[%/_/"%I5F(M4:3W$%>F&5)ZBW6?"JV_0BD[JWB M,K/>+_KAQ?20ES)}@676<4E2?WMQ>;;?9\"5G\N5I(;;"O*]E3EW1]HZV:P[M1B];'-WA<.7SD9J9';R.%9=7!8=)XYH]]X2224\E?H M5;^4%/5#-ZU^$/B&F(8DU7=!E[XR5/E=FEFV331/PM'>9%?2\6YZ. ^%BS\3C M2\AB/<=MZV;B9=%)SM8CY84N),M? J;=;6G_8DK]KT4+J[=.,==;OR8F1G%_2V M+ ^6I M22=K[:UNU.V==1J1=UIY;^WX EHK-.,[_JC:I *F12&KVM&QGOJIE M_RJRW0XJ]5)R8:Y7#5/O]YA4#9:)0&9XG2&NK[4[KO6CKBWS2[>':M5+T[FWV6,/>7B)?:!6S8WY3$0*"ZUD3TP4].B0GL7R+Q#T%OD$JC MNJQ-.\9F4W$^M +M_B77N.I49X4Z_/]HUT_2LN^KO4 M^*W*JAZ?W&.Q+ G\H95?[]=U\.FTY#?+#]AT;U+@Z]G<3/5?\N5>92X^;X?1 M^:!PV%Z:N7-&$T?>5'!_C1/L5I P;6@_D(FZ_5-O\ZHK3(E[.]>6Y>+%F1!H M\'6=#[Q&E#2]LE\!4?EVYSZPT[K)X1ZEIQU#H>LY435-_7Q5C,]FG/0KOH]U M/8G8]<\OT!CMMM6$]+6T]OF.D$9+DWG--&B)E$('P M>W \V#O?4UZ,]F>-^J0:Z9FC=G@RI-?)>A/VRXI=8:23C;(S]7"K3ETWOY/- M *H"%EGGVE+$%@3AT@LP6Z-0+++Y NFI@X!EMJUZ;'U[;=TN%>]KSW2VT%A&F$-3?.Y\5LMUL/2&AI8E]"&=FZ*&"E)\A4ZRW,L/XT\9 M([^,]EIRL[W5U3T0.K"#!'TZEH*RVT=N_7G21@Q \RXE?V,^D/ M))U>]]OT(]YGB_Q*' QC:"*6;S\3Q(N^G/>9QJ,+10D?(/$>%.5$E84+YF01 M#>4#[\Z+FG*W(7OJ%!> .;/"([1O2WWN\]U[ZQ1&Z$_A6E]+L0.6:VUR(Y+ MU41G+<\BC0^@B;*R5F#F\(?[YW\-BDF@]3;8] M;M+>LX-T1^IG4?.C$)M,A"*L3Y.1.QY![%=Z#AY0HC"*^XU(?7W0%)@S\94 M8.(6_"6_6P%C7!3)W;JE_B>/A>?IR]9O2?R42/2IHN|IC1\;JGI0? PC8L-Y M2_AN>I/;0S!V%C;R/A//R9CU_+ZCM\-Y,<|+4K72YE8*]/382S-L82VFY4B> M[2B'@,>OP6Z.N=$3YF*,%:LZ'?DS.O"?9_';1]+7AE.M>(\'QXM)[7J:I'3 M!Q^:;?5F=CN\K(=BKYD0>^Q+?95[;HVT8F=V]8BKMU&78<<1YM&CN9_8;IUA M-^/" (,O3Q17[8B3H0R<>_EKR)C;+KM+5AP.Z$XM,]NG2TRC&H_1N+!GSE2=G M! Q41H+&;94WC;+^XR7*57/3/X_C&HWZ=A_I-VMT1RN6^\8F>GBJ?P!*\ Z. M6T=I()M517NA\I;*LK\7X,!W;O#]#_1;9PX>0.5_ ,-VIMEDV)]7Y@MOWXO%R MS)C1ZZ\U8.+@@;PFE<>+1JL]C_):PRC48'^_Q)ETU'D!@S;O6*:$8)1UA3L_MR/L_7L*\ D&X]SF=$0Y*>3+26[W.MC,5U4)Z/4^^(WOR 6[4V-VKLR/V95&I M/166Z>@AMGX"_GDL>B9Q\MM*HD=F%+8PSFS6]&25Y]*Y1#R<*B34U-6T+Q&"*N**H)N-VG M^%SCJ23#TQW%N-\S>K>145^^DH_],Z>8$NL-(T":HYL2@N F<.?E*H;-5QXWG M],Q0B);'(5K<+UJ6P2:@%)^KP9%GCIP*0SM]%NIC7%P [(4O"Y3N4[M^N!B81YY$_#V$K@[>><01&E!_D3E](1SPRL5%"WBF%J>%:Q[]M0&#=K;PAT M]Y & M\6=RM5,ZPW A\88%^G4QTW((/12S1W4IG*)-4M*;PF M00$' '(.AWJU'P$MFHKI2 3,@Z89&_& &A2\#*8\;VRSA9S#%#I<,#]MA;79O MH8%W)3D7/,_/"]Y8EA:B+,U5%.* <'IXIB1&;,N(H1;^!W*])A.$KF5#]_7!HMJ0Q6&\|>QD>^Q?9&"2N<;T MB5N8X1&SBM !)QWU(54,4B$!6VD#'0$[M'7!NV1DE5_\9>U/95SHUIL)J=,S MBXN.5LPU!T6KI;"[EY#_=6@?E;\H$?@R*[T0S/%3SLB;[HG1ZR+/X/DO'L M/U0'FBP:LH5<&T,Y.T-96X/.Q;K0D9+?=351] M'4;I6Q+NOC%(+S=?W\[2ZB.C*_[.;?T*KJ_>K\ H:O+ /KE%B4,*P +0\\X\CA3E+B %&;! X+ M'0D>-F/$]T)6G(+6A//5N+ +\2]G>[7%=+KI8&TAO-9>I[OO,S2#W&!N>&\- M=B)TPN.:.#-EXB-9O=+SV5_H0$$]\=9B)6BTDZ[6&]LWL!Z$'&7B M6@/O#SO4X*FJ.9O;T7;R!!*'02/J@9Q M*4">HJ9N85('[8CC6:QD361U1NW%S>ZX5G_J=S/E[2/RQ_4>%'X1BS?NQ_NN MOM']R=&G&BMG /[IJ*] 1 M0TK;X!8H(LZAD2KP^Y:M*.[$)8ZV8I/."I!K2/>/<=&C%DQCP/!) ;:OK-8XM MD]X!> (,DT74UM#/\]U&R;504PIV8!KH8GEQD8:@A]/M$="U%L .%+]T']8Q& M52@&F2N 6KV3-;E, ^ZFD+2G8^UW'/H[W!:'#ZB9AE([.!C>G33A C'!C)P/# MU28$S<+DGF#"C)AC>E,J>/",F.RP%0XRT^%^\R8RL. + "%*HB88%(YM)+!> MO/U8NL'IE7N7?,64/28<- M:\;S+'_3+0*!5E(F%,*.K2#M.2&Q6-R3BW)&1'-M.EW\/;..X"&9P8\56#7&\7,35@F2P7>GB1IW ":PF_M9P-.=!/] I MDE!D'DX]0;\B)0? W&99F<$=RY Z[2$=<'F"2FZT@2DU'E4'P@$. MSBU=Q\E)>>>=W_)Q3@# !#_R)#OFET_FFK< 9,IL6D).+)4Z4,T1!Z1"@\Z$'-M!T428 "8\ [7FDJ"922*Q%?#,&%(\BK-LWO7Z"#V4HS)4-%'@/%M 0;7@M) M:#$2GEI@K0?H%DD#^Z BX>GMG@*',:#OB,A#.'H-?,NS[V&YJ4N1LR='S478 M:]S:6/1L7*KNH@51$_#90!--10B2L,0[NKV PAO0T[2:PVBG;.J!$H3(I(YS MJA-1"@UR]6,.> [FDY!47^IZ_#_=6TDE>:D&^J@'9IQP9HW9BZGWF+HX= M*3XZ<&]%#F! (0$)_O\"^BGKQS_A6D$QX:C7A"M,>UW&!Q2%A)1XX\BBINURI MNHY *A,19[VM"2$JS%H@U 3A!!]G7OT%EF(}].JG1[L\2IB=PXN"^(@L3)P: M\"?;H&8''ZY4ZYN+!;LW,V.UP<13W8>,X7K>!OF4G#ZG,L15NK]=#9G7[='Q M<'F.)V=XXJ,ZX 3&SA6EAE%FPB0!^MM-#8(!T6B/IK*ZU;_]60-ODE8$^!\X0QR8 MDE!\G@OC[+OAX694.(3S<=G,E19,KC&)^B3(_*^[? 8+LW6<4TA,2%OW@VIC[M'T^>3,A"2#<8ZM2,,)P; DX'\&QZM!TX*!*X)8(+&=!0W&,E8H>AK2E?&H7F M(B)39&5JP&C4[? X@B+=%9PN.K;&WC6I] .#V6RM>46];Q5P>];9UGQ@7AZ2- M+*=I,#"'VC?X5Q#FA>V0&;7IQ3*]G VYX.[5U[;?JJ2K;I1T\5!+AGMAD1[$ M6LW26(E*

TH6/$F4B+_0/_G]FZ*>V #U%*">?B/4TV6TSANP/>P%9-4E@^=[(ZMZ.NSB M#@Q_B"/5;5.0Z<8V+W)B5:/WR5F9GG637))Y2 >LAWUI^Q7N9].M-#P6E3B" M[TWDG6!D$(8&XEK

96(/>6@];:WO M75AJ8<+.?G8,/V3/8(9E"2'9KB#,P'M:-@!W'"=Q^8.)_[1.A4-NVSM#^4OL M#'I<0"89P_<0@.UEN7\A7$SB+!P\$#B(J&H #8[$H16T2A+Q";0U#.+CC'KB! #CJ!:)7,7F FB9.1,""EST4DJMW/L@2UJ*"EBQP_M=R6H<8P;:"5. (A5D.*2'\E90&J.0E@X3#?,YHRJ<6EB3V 0ATDL72*X7D4_M%A"7&<(Z*#"QA|(W(:39'1L"_%<,%4T^=SJXDS$1,(JKG=#>^#T]0W*%J(: M'MCS#\<<9!%.7(<&01:I9H@REBG4CI"I<-3R_M%,Q3(@IV<$H]KX$CG6!$< M:' K60)Z#&GP8^Z]\.Z(3<$M.,&>8F^UM=7]OP)- (>C3PV2(PPWA"9D:+XA+ M9("0F0U6-S>"%2GJH_,LWVEL(_/(_/OO7RDC6(W85@.;;@% MR0Q!SC;$%7HSY/XBFPP\;69M&Y *"^IDMOD238^?0#X!,&@%[3@WE|O9*9P>_M)&V"+VJ-H\F^*(TG.3DYW*C*&7B!IKZA>^!Q]*@;GLYKT@0R&*IWK@K@0*/H5&-;L,Q-IWDF"9G;EI:8ZPYBX:=M.|^6FX,\G2R893A#Z_$L M+?ME*-?;W,]'.E$!IV7'OGZ#E6F'76JEZ1Y*)&_BBKR9NT% NI.ATITLU557 M$H_Y-,G2(;L+/%P*(CE50\:;"RN<<^#\#N@,8FIVQ)]" H4$-6V?"'>A'=^W# MJ8K];0Z):\,N%^-T,B5U)71SZ<5^+G9E@Z87=&)V&I? QO^YQ4TIGF.=.<"OG M4$D.,I(41./VSAB;X@#I>5':D,((-Y%H@_1V4-8$T["?S2(C8!;+5@'*VQ !>X2 M&G/P.P39[RV!@.;7 WX^D$,I*2O3P$)9 JC1R%[U&U&SUUWHF9@*_"7YX#T MT. D-T78(U/!92,@?FM3-="'(%LG&:"!$EU6]C\IH(,%0B3H19- =<\4_?E3% MC2@3K>G>"?VG70@/5/7I*M0)X),-,A3).[IO%?'>"KTB!*Y)HF:#P_]&W&F@ M6UCA?D1!&.J7N94N_FW]\,\GA+ZMQ =DU']<,7?$W' 189G;JZ;Q]U3:B8([MV&LE#'"TW-# _P5KQ>0R>"#^^J_[#Q]:,6HA XA&\BCH[(&U_@-XS!##^HKC M83Q^JW&K?UP+ ($%LLM#_^S^I>"+US__^UQ#=!KL_P3Q=2E3@'B$8D)N ML7#*2E8'!2^'_W!X_^<1<[M5[LE!^,?.1L"M^'\DX'\1Q0/N^R.YC_5P'V$Y MJS<*6-!KF.$S8.W!P"9) M&SC(Z'NX'TEJ82"S:**KW9;/HX!+ MJSLA9&*JHA7B]R49!2_JE%38^R_F3D4J3A_3JY%!(;_?[\1_89PRY!1>KG#[M0_2)!K'_W10I;F2GX5Z-R$/;NZ,+I!V4.\3LZGWGP@@JG&$Z+:5[T\6B^"SZ/8'#C=,N2$D*MP*H2S 5L8'R2M/;'7 MB;]L%Z#@X"@< 63[DI9R)DKWS!Z0B)WU;1YQ!?H2&NR&C8>3L8^PY\(+*9D$ MCRC@9<*7[-70$4$,0#=_D":E4)-;? MN9>V#4".LH2/V];8P*Y6(5+Z1YZMHC'%9)RV"7[^11VMFO-AOXL[21;LV7T. M @-TP\=4LU-.5Q+'KMESJ$1! N&OOHU*GE2Q#3U!T7HD4;RL"NX+.UGC_KPZ MJG_E<2]M+YA.)[:B*RF-*A]19^]J'J1:$$(,O,/02>O.3L#:?1%L M(FN]H,\:OFM*"W7UP-W5.YCB7;5)Z-VVR7U.P(>[$3%MG?)#:["EMG M(@_9\;,#ZPV+U_&+4QV'UZUWIYR7OW]UE.U0H?";H7_HY)X9+SR#!P=^ OX. ML\71)/WKZN=_!IGP,X.K@?]D%"WA|\^*#-W LT1NWABL>T3GZ"^LE;5(D+> MP2>)2R3%+R[SA]- M^>)U2'1-1>Q+NEX#&9NGP5<7[)'THK9$'VE: .,]?@J. MLG6:RF-!@CL]VUV_23MD)+UT519)70R2*L&9%8N!.)3XZ6M:'6NUW86*L&T(; [P'%RDG 6 M(6%M.^H6XNSTI9TE_>#P!A^U,.3>$0=Y4Y$@F1-*#_E\SQ(=;+;MO5N!&K MMS/RI,L'O+QK- &]^4HOM*HO8A.92Q9+,\\TG5?O0C.BNQ:-YQ**8:QK.'$'_MJ?2;7IK-?#;9XF/]P7(XD+=__1L)1>"T)R9^?MK3;2EVVU$K[YNF+ !. MHR>MO:37T5UQ<)CW"'MO)]LM)EJ!]O6&N(507#8$O1)Z6A=%"3T.2Q5-T*!DY M'>N-*?413><%^W*&^V\$W'LJ)$/'8N>"P(,H7;? 1>])M_K="/941_+C+[[$]%C/I$[Z/I."G/"+4^#-[U56Y<7P48FH]]S M+\Z"Z$&F1S!5'?FF"$5/B@[7Q#F&][=J="_,, 7X'=M.S.L:? U1IZ[P7NX M[P!/ ;>CK) ?0T,4?4$3X3B07[#5*$G>3$0%G#!#)]<[MA0 A\A7K&=021N[!)2CGAL9-['$RG30QFL DN Z5/_0M5ZCG&+>TL,VP\1VW M0Q$,$SS9*GCHXCG(X)_O M 3W&V'G!8AI#%5\(_K_9/*R6_UT373R[_?\ON\>M%MQ)^]BSHL+ (0=D]WP1W"L[?4_9NNIZ$S8A^B=UBV M_I."7*65K@29][G]N *]JP#K0>+&?SK,U$/ZR7W @\[6.6+]4DZ'!AS4DA@ MOXYNYP_M4AC4G% $CB#I$F='*2_N BF@@1^33*1[C./;TI^!@'@KBV<: L>'-M(\QZT>C/\](AU!=BKQ4(B.MVK[.3Q&]!?9GVS 0P_)_C0O)0>E-CD M'XXU^ MT1_#QX[):\F:M"*4B1!*8Z'D2ZWF:+MCC&JJM8@G)%IYEL)MN1#P^B?NL!F) M%ZK*K/G2&]3GX,4.)JNKZ;>>(B(:Q1R#@CK(8,>*G=$Z*WDA2 UH M -=N.4VT^M6B](Q5DP-[10(?P37^#Q>+0GO8C16R>MH2] PGZW@@&AYS!F%L M$C9B$3 -M? E1O']YAQHXO%.0$%#\C&P]R-.F!$]3-I.NVJ5+3_:8T@@4)=? MR-I[F>6;NY2\:W1)R/4YB6NB9L^0&,)1PSP4:=;%M8E>XLPWR<0.)TWX*1T] M7[>[5!%'AK%+Y1A?.+> (>1H'/<])^ZTDR^YQ>:0P&5*!]#3=@5MN17GCZ;?V MNT.($X>4XIB;<"EV$HF/HS0'_N'$Z'@2IQ/CU)1-Q!*):3P> M1[CSOX&$XLG(U-!! 8$-QE'>98>)V,Q9AQ)@EM'V6ALDN0]W^CRXY9?BZ34:(FDX8!RN,K)_V",BG5UBF.J\^%=27.+1K*;,R>7LF-J_WG M'=>(T^MA?I/- #FO536T+KDP>7RD+[>Y>&U?,1?9Y%DT^"V5@L*3'D=-[YE;9 M)RFRZ([RC:UL2ILX/1*LON7UYI^CM&;CRY.G9 M7D,I"[%6@P:RG(V)DZE<;L&G,\S)0K?ETF!3>IKWEKW8T*R.&I5*)#V.CNGC M*Y\'Z94@Y? >52'C6:,+I]B13W+3&L=,KM5)N\91(TJO\NKQ92 MI+<>C+6!> MGUQI/BU3D5]SKN2Y(AM?\+E,^SDW U>>;%.U69Y+B4Z[3]_[68T>S)_U$IL& M5YYL4U+F6A6)U%9D-2SVQU.;+VRR3V:A; M<.7)-D6VJ;+43G? D_+J4RG#\)%]LJ&EPY),,LIYOT'SL6AB&IV,I\E4SX.I2-7DP)EM_!'O0ZK6&V-M%2\"\F:S\49^DEOG? _V.CW2HJO&OI8/TVF^5YB.&V*QY7>P*VP]F6(3FP+-.MM3KQ/2.%QX7(UO=@UPO5ME$O]P?TNBP?>*&K"M[M,UWO+\2**

{|&F;]$<&QDL]S3;7}]'2F74C!32?@>;$QKI>'S,)WO99KW?G#>3

*ML{;1\CO80RTfXVM"@Z$ED==CPC8AM:LSOX/|TH]E^U,],5JL(W.ZI/9F=$F; M^1WL1K@KSL-*M4P7Q6TUDHY.6YO.UO=@UXJ9^>#YT.SDLYGM9)1*)FOE3LOO M8&_6ZUEJ,NWQ^8:8V'0:.^4-,#,_|#K8XY$=,FIW+O7!^DBJ6F5%JV?<]V*OT M$U\HQ5,[.MPKU&0I!>Q3MN5WL-N;<:LTZN6F="/]HLC+88>)#%M^!_NIKS9' M\=7<7 S6AWQTJK5]J_#;*

*[V!/S6TO/TE/GGO+=K)?9C;Y|&3A.=AO!R5?@!E? MS*9|;YAQGM-@MS"]*6HHRWP6AK;2BYE1QEC2V5F]DA9'A=*X_9 PM+IH4"1C M!U[]"(AV?Z 9[))O;%4,^<$E/3C5_O,!P1I5B0AY%C:.^.WE-U4 YP3+W52,B:+PD!11]&P;X9POL: M:D^'$P9P3S 4\!')V4 ;@-^;=+HX13FX.[:X '7?;/YQAY^+@BG#/JU'<@$. M$.;3BI"39$ATY 2>2HG&J#!GE5:_38>-DM)_KI6&VN)6S8K>V@_(:4S%8W?P[#H^F\< MZ(&![U=C+*ZB<_M2;J*KD) W#K?XUG?C"V&-.3B8&)-KO2.L&4^R=,1I8^&- MCQV7DI_9]K,UZK^BR8 0#T (^E>*#0CQ*

*(1(_HH&A'@$0@2BZ4$(88BF!R%$ M()H>A!"!;'H00@2BZ4$(88BF!R%$()H>A!"!;'1LN?BC6 M]W5OG;021^XTT;7;<%.I_.$]2%Z"VI&'3#P/<>_!7P2,>_KO_YWXGU_7I7A MIOQ_?S',7^_>\Q8^A>3_;'#&8X3P30[\DN M_7>\ASLB@1S]W0_&I\E1]KTG)?4K\KVM%3?BY;N(TRO>^;S)&I#_#/DS ?G_ M9/(I_^/)G_F,ZPEIP3O[__A>5&<3K_8@)))\BM$(!/BO?S.^J+RS<+S__;_T M>>?AWCOCP_\?B5S?^W4\-N&7F,(X4'R']W;=;X2W/"_I E8-F#5@UH!9 V8-_MF#5@UH!9OT/($U4UP;[D?W\'U_/F!^J/.#V/>%0"G@MX+N"Y@.<"G@MX+N"Y M1S!#[^U;I/%(,E+1[42*?QM?\.M9]#&DY0P7KUSHB?O:*)6>(D@Z&;L@6%TMCMO==OEQ M^EGMQ.9CO9Y?C@KC<2=N5@HSV"$]\M>_3"C"1$)T*NK3]S80)H$P"83)@PF3 M#/ERK-2EA^GFXR^KPN%9GF7'/!0F M<2A,V!032D;80)@$PB00)C[").(6)H|SYBW?C47XI;,,Y7Y18=HD0 M*<]C&V%5I;.I;#*GAF/U2>-|S-/RX4=._YP*>"W@NX+F YP*>"W@N MR$CZU:]8?=$IJR_Z:1/TP)/_?$_^CA5?-S^N#_BZGQ\.P,=D?"@_/Y?,\2'6 MRV[;U;@ 1JJ2$290,X&:"=3,'ZQF;@6C^:.B: MJ>34U?Y0";R\0Z7&[>>UNVV 2>H0WA-0*7;4ND->N8"G=[MSWP#;-2;.^Z<% M*=XW:$R/OH@ ?2&H)ASQ>A?]^(GPT7N_UZ\EPB7JE MM^\^,_HH4='+Z_2WBAE=GYI@WR1D?><_^Y7-]?*I1/-YM5VPVURM7F6?HG6S M!0SV5_-$ 3D^0 ZB[-Y$$*C:Z%.^L7Q'CK=RG0/('DC^0_/?.%MQ&\A<*A=1N M4TQLZ?U4V>_UK+X0MUL@:%Y-W03DN(GD/T^00/('DC^0_.\7-0\66+D^@'\; MR?]2R,JE+;4V>\N67%H=-NW<3(,FYJO9E(<-Y'\YPF")3_M5]072/Y\@>2 M_WN)FNM#ZK>1_(MB54NP(S9"QY?1NIQ9,0UU.0-BYO4$1T"/FXC^"Q1YC^Q' M68S_&APX\@\CK]%JK.\0 <6KLLRM=/%OZP?W4^/@4638\Y+;A1$_*;;\"LOB MU" +L# 2-.@3[\1F0[,>ZAH=_=<;,CR)2#":VK[M_6:$ [LD$1#B 0CQ6C%D M0(@O(@0P]IB $] B$ T/0@AM'T((0(1-.#$"(030]"B$ T/0@A M'T((0(M1-.#$"(030]"B$ T?2XAWH[FOASK^[JWAB/%T6_N2>%?DAE[32L_KSVPI\LSMS'O'RT>97XGDM¥XO7U_U7&EES$7\0T?:X1]JX.HYF3V?5P11P+F0JY,D*' M/CJ2/CA3O^F9BKWW2+'T+R;VK8\4!"MZS\5OPAP!+[R'%R*!C'SX8Y \V8)+ M1'5WK/1VKYR<.0'L>T] ZEA&'##%W!#)N"&@!L"V1!P MP^NRX7TFT]T;NTA>$PK^_+=D@ 7S_[RC4E_ZO.-Q]YUYG)8WO_E[XZ#QG_?> M 9__6>\=\/F?]=X!G_]9[QWP^9_UWM^;K7 MP?O-7S)@U]_E)0-V_5U>,F#7W^4E W;]75[R.['K]\P1I&59Y5'[TJ=NC(M@(#1'/Y52DV)V$3>[J^U"J22,Y?9,,Q#F(3L M6GV@6IF79JJP[,P7TCX7;>HYZ3#I?6"N1D\1)-W0I E,!%J=07Q:@3S/G^C% M@(YV%^%>9IE!:/,#,VJO%27#070='9OY(5U)=WBN%&$F2>3DP Z43)(.1=E+ MLN0:Y%YSHJ(N)27(OCYVP/4S)Q!^01SU@D [0J('/!?P7,!S <\%/!?P7,!S MM^*Y[YF1/*U+V!)AK\2'I['B@B2=4IT!K($G'PSC_J"[?^_7?8QAW(^9J;A5 MVO.CP[A;S&I<9(9,IB?FBM7DDRQTXM'M./GZ9-* 2%\XB_L\F? H[A3+ANC4 MFT9Q!VHF4#.!FOG-)-BM$N(?53,JIVK8U_#M(GVAFCE/)QF$I%$*$8':B90,X&:.^5(U\V#¥YS5M!)3ZJ9O3#[H71UO7]HKA(M=093=3J*KBOT@OUZ=N1H0Z0O5S'DR0363"$63L5DE@S43*!F C7S!ZN96\%H M/JIF=FI%+3#&0ESL$U%N/C>7AT$#1F->'_ :4.D+]ZU\FFC]FS.CZU,1M9IJO$EEA_YQZV>8EGI>RN?C3;G"8(GFOL"?&_E/@62/Y#\@>2_=[;@-I*_&V/2ZHJ6RWEIMAN. M=BT]+T2W0-"\FKH)R'$3R7^>((`D#R1_(/G?+VH>++!R?0#_-I*??O@RU MLY;XT]\?1)Y[5G4GEU&1#L-1,J?2^?5:5!NJ,(QG)]MCLH)-2?.\:H+'*;.F MIBK@1QXQF]Y498G?XW^[8/T9&;_=H?)DO![']V6MDWVFV>ES.,X?9C:*"QA+ M!/RP @\P-%/\-!&,?X4WLD8JH4_<$Z5<0AG^GV%MJ=P6X7 JRGE-RLILZHA8 MGZ@E)6PA/$WXQT;=KR@[ERDP(D%W+*'O,,D_M$I\ ANAO8=J#?P8$4UJ(DH M2^)&I(RY](D4!_^O["D-O8Z\IR1=-T4A1$U,UV^%PU*G$Y%'LYS#U&<\[XK M-UTI:4KQIJ;AFW"""ND)E7ZHI"]2< X_CP&(,\(Z<3&Y' $TDQ.7S^'_\(P9O^70:* M!+Q@$U@D$M\VZ6!#3\]+?-!T?:);8;NK(?S-,K1JDE7VYZ6JX[&W75L*9[M6V6-8'/8?RCR7A1^,#/D3&+.1$!K*E_?;-S)B#0PX3>,4HZ&U(<&=&^,WQ]B#8X/" MG.B2((&'=8#N]C,HRLT&^4[^,%C2\J8@TNM2A@B"L8H@%\-]B^V(!"O+&";[% M9*5-QU<3>A'O1"-FHL$_+;;I.S%(; 06D=+[TWQXE>6&HWQ=?>9FL,/A&_B# MXL#_@)[53=F C9JAG#&!H-*V&M!VFDX4(#4U9:B=Z+&2[H(+I0T2@5;.?Q% MLE>4BC8+Z&,#J&]P%1%$*Z#6T)?^SRV$'-EIX@9C7FI BEGOC+WX&8IV/&6.#7B][J7I5E)/=IRW@+N#3G.,L M"&)R(FHD*G,4#F6"FJ;H.S3->% 7]"FYX?_>QWT$(O44KA6-O8H0FH4%! M4Y>0'8#=*OK:=C9CQ-V,P14J=9VMC'IB;Z9-^>=4)[&!8B>:^G7J[&+& %:3 MC 6#(D"%!$QR;* 0 <&KNH%8@EL!!ME)T+8!!OMG,\CM),5*6L:F=(].+T2Z MIAT*DWAZ5-M^@$8Y$6R-)@H6*;)PAWSI$6D\C5:'2"U/F\-:K=OME.)ML_77 MO\E?ITC](VH@TT "E2P]9:/8^U[S]*!:._^72^" @@?{4Z#4V&TFY7!LMI"2 M>]P_KZQ;%0%8:K%?[&4* * 9>(`.EH7'PC[D;^H@J[12Q6XQ)*"7P,-51.V"H0)NO5,V:NP O>?4)X"J@L-T>!O2[P7T%^)2T.3-U Z[MB=P1%AUC>/V*TY#G(4N -@+G?FI7]^R A'P10$W*"'+FI:UDS-%%R"-W?:D@ M:=:C\CL#,-;P;VF@&05D7@#!M5)U3L;N4$>$WC=UZ4)[H=;^@&T0E^B12-RX MQ[0?P6^!Y0R81Z5T4:0?P=^\=WXRWITL;;T03DVW>![M(Q=^HYM2>=E53HPB,?HN'$8265S1<]6+7S*)078%&GCPG5C>!GS2$& MJ"L(P/Q#D2VAT)Y0[DWYQ#C AV)[!14=8&*XWRTZ\<0I)N!$LHGN^$1G!4-C M&I *DG [XXX91VWCSO[Y!L;=N3.2V;O_XK79E(VH&ZKV&3F-I]C^N9";A^>+ M^*+/)!1V(O*=[?O+-OR,OL84/Q@MR-<+T)KQYT&MTJSTN,:DR#&)_FR: EX M&[O@8-(EQ$/'$"Z/XD7-X(#X%W,8B<*3UEGDUV.Z >P#DP8+8XWMI3H@-MS XNY9TY5=[-*$VG&R*MPPZ_:L,LUE5I%]JU"FN5BMID_"M9>&X(D^1-_$ M*"Y) Q;>T-"BA#ZDT.4X1%A,ISO=1E7H|:/F!+%4V$FMJ<B5I5;"O9UCC!Y0K M4+.S]#}>M8D^9/[Y^8LJ*U1!G&B.+CM59 ;<=F(\IV445.E17'$&HE\XV7-;G*KJMK)S_[Z-W4I5.KE'>A=^>4&)6=' M*(%L"7#;NBY.X@#G8/<,O/54E S*7(?;L5%MY-.NF:,VU!%HYOWVK<3EJ: MR\>27F-#ZPYK-29'5Q1CFD[-V<6,?Y>B0U$!E_#"K-_Q)R^_SEVU@,EIGI%> M/!^?MGL9AJ8KZ?9ZTHO-TB,E_=>_T>0ES>;/=B)T=_W'6?>-O5-;#B?4K5@] MC+?AZ/UD?Q+=#U&ZZMSPZ+$X3:Z)*_ +>,";>'4%-F2<-(S>4UBNYNCX7$QTMJL)@7Q^V_#CUIG4$=V9%9=?K93+Y;CO/ELW">K"LI>611Y%&KF?$QE8!9)M+ MJS+80D 7 PA"")'@9F)W#GZ? Q?29L0PZ^+$PB"J=)_CJ4)^W1^PL12_'V@M M:,D#17K"AO\YLLT=48=D+0JKN)KD'EM?U]@R#M)1ZJI21NH-ILR1W 9F,5^ M4MP4O:ZYDP2&XM1-\\B9MZ[^/O\65#]Z2HE(P>3>GXV2ZM#9Y^!M,C2!OK7_"/%9;A99'3(/9W3F(J M-K07AE,(;)NF_W,3 "^4"Z)F!7/8J_/?M0)*82:&W\99_?_C7K[3ER7,J[*J_M_6W!D%WO-<>Q*Q8ADF=B>**)W"*,SO7?G+SE!KJ%<$[^8J.6O/EO&!H,=X** M_4HF_T.Y\+]-.G,);<+N[:,X)_#LC@U_L;?!LCY"T&7K,Q4?HK]1"%C:B/#> MGKLBNACJZF^6^16_$5F.(FH1APC_RU%_<_.1\3_=1O8(@>D*%RKP(,F><"'YMZ*]_NQ OBL+94 (IAF[#,[E_7?2]R)=H%\,PN6NOEFRC\Z%W^T_V%?\1'$W^_M![R"^G\I%GWSY]&.>PC'N*#LY('XHS.WM\ARA*&[*2V@L]O"%6SGWLBKP=+_M2D0/(F4#U3E4>=A]"+DEDBPM$1P1:%H1)S1"R.Z#QB)Q6T,4$-A $@#U3.FB M+"-(I0W=.))]$#XI8SN3TV0):F654GG>U.!?2J1_>E3E?9,<#Z(#9I%EBN<;MS]\8%)D.QM%$\I\RZ/TPKK(_RV8VA9((6!$>W0>]F$;T[8(9X>AE0,E1\B" MJ0)^)W91Q\4.+K77[^8C[=V@L\E7HF/770AM2H!KU95B&FS!]0\UE;X+X[I MQ0,C3Q;=>3B+"3.F#AQ[78=VX 2.]8+70./O1X;P_^!(75R;R#%17_UNB/JQ M(U^4\)-@NLD#$?*S.B^EZ2CP=&!O0!Z'1P%"2VX8\+L),_OXU& 3'\;GMIMJ MS/MCL5G<&<C1GZJ/.6BQ54[G9!_%("(CD:]$\U)D.&#T?F>=IL10X&7:R+S1'$ME;"7 4B(IM0/B&L37DP=RDB83< ? W8- U4DZ5A@X@]Y;H6R<0>.R%%-5+49 MI[@_.+K&3BS+TD+\B1Z &!:)2+<*AP(@+.W"N(+B[Q+ZSWA73TZB)3ZSS(O[_M=?PER[&Q2GA[7(#Q6:G&2[8#2]O& OH/R>!H"%3(^!M9:.3^*+#%FAI.]WD='5VCY>,'+UDF+P?!5X-=MX"8ACA(< IA9]R!@7L(]UX M((WW341$C#/;L]5BN\PWLOMP93Q:E3/C]-4:T0YA8-68AAJ*Z#]+F[B4B4M6 M=.M]_6G--M*TR8HQ<2X?5ORJ!61%C(8TUH\UH"ON<%E=@7/]8T\T%L+2H.B_ M0FWG$C_N4C)0H1M6XX3(@"3YQ!6PS+&BO#>2QDX)-46/Q"Z<"PDSF2?" * M#(7H,$@7AILI#AAS1%>Z\9:6N3CG-E;H!9G44#7:J54"W#W2HBA5R^ESL$X1 MV'Q@3T3=6=-*4\$Q,?;GL4AS=8N>9]F><+6650.E!XP_BA0'$3HX).D'[*P M'?#WM,#-)-7?_("271"GX_\"[2MS]M82SNP-K==HS%VQ1"9NI4&MK1*$)T M>A=?O$_LUZ.@^[%T.Z#_^D V2,,G'"*JIB[O'0I:YIR]_[Y!O?/E+/[1PM^HMD.43!?2K$&*RD?8^6F[+LC30RH=#E19';2&U7A8Z=/QV((#+10PSI6UJRX$F M]<1LI[0V,NM#<@HD=S25NE3"<.8PX,J#;U]O\!,4FRRVBY=56N]1K>9E_5* M8;4W/VKL7UU\4.TOJXS\E.#R:[T_WA>-Y]YPD;ZB^,"?+RS7E&1C7RE+N"T0 M.I X?A+G$RH8&M/CI_N#M3?I3G0;I8U\<5W=L,/?VY(M[1>5)2A)6PY-_6=?S)WB^O6)*_)O0! PM@1!\D_N<*X\>"[*R!(_0>O?D=-M MO RQZ(\C@>IT"G2'II,VV@1KMG3FX&UI9M6/3_)Q>MSDN.F8/Q;SVR0?W,)ALX^O":-I;*J/:D(GLN@RP M66YYE*)#5D@XV M9P]##UTU"_$L>8*8)]_NJKXUFI]N[8F-J+)DUWF9YN+KRKH0973V\(`"@W,O MOX2J!IQIUV>^OD"Z$1^)R]6RU&MLU@NI\9PM<@)2QY>0FYX:!+OVP%4F=TDS MKDP-V10&*:>SB0.5B$BYP<4X4H0AQ<=*BW)R8S(JJ8.R3)I*%F3)A9_BT&90M@GGLJL#R_(FJ:>H67H83MO#^\+D0&B7I^!\AU)\"#BF&A0'#@$.O M>TXO;8 M&ER1HL%3(7<1?66]#UX(A'_]$1[2GW$\W:Z4>PTY<6+XGL?M>E68JI/)H3>(`MQQ*;1C3!-4HPUAYG+IQ'+^L2K0MX$X/Y-!'5C'G_C-CUNH#B+ZISDH>&]]Q#_M"P1K'W1,IAR/&IJ1\V(!O;@-)V&'R8OPOI,A7$8FO620&FT*(:80"@WUF!(] MJ0%<.N\34.?.I#0\@1.F'RRQ,&T!=EA^T^JJA8+?,GM<7F![%D)WLR_G7 MMJZ&ST3L@2Q^WR?AE N\T/&S$ #;Y6K9#?2:R.DG M*_M%-6#Z9BOI(MX_U>U28.H:J TF>C*F$'$6HKB1!]/$6824-RKYL;'BZ M/Q&<;F_P5(NG-#%U\;1\W7[SR\N K_X:37'WN*,[^GG !/L.-L4DNXIOK9O\MW/_>OZ@\A[K"0D'CJ!0D\3P5[:]>!_2^)AS_R9&I M!,NO 2%P\58B!]Z&@X!J#67Y!%'G-6EB9<1"WO/_AI@?1 FMS3DK+HN*Y+(XYZ3OO"%X=FR(#2X1)2T0"H*2A>GY(@_7*(_M^\LW=H3N':-P;DVVG^P\VOQ/"G-87-*8DD\:&HFZO1[^.)*C!;_.C(?Y?;Y0 M*7)B-M(A8]95%ZJ,.S1?%P M6'387KH+;-+N)OV!;F'0_B\KNJ&9" 3DL(;#NBB/Q_@Z"9F8;/ \\-87E9T9 MHIV53:0Y2L]<3>{@5L"#6W55H@#LE:#K#CNJ6D7,N0&NK8@3Q.%)I'&+G)]/" MQT9H%***(E60$WFTF>1/#/I3QGNGS#GA36"$MS5("CC[/9Q-G\:17Q,C2#]":.COBR\?XIO&L\3V2YEQT=FNT.&YG5T]NKA\F^C?8,.XXP-VNL M_DV)GU[NC'0YMGSN#2KKE^CL8*SW@Z\A?G4\+!XB!8')K^5'"*BS,PO/5&L@P M17V!I3L6$=B4=0?Z[%B>3H)Y_L[$U\0=<+B^KFY<0B\1LILAL"$']VCW:+'J MA'R$50]\"VS89+L5)7]_F^YU##-.P//) M?O_S>2:XV&YWJS.C5#SD626>U]M/HWCK>?;^X*+7B"@ -/8WM7-_SMC!VXD 3*

M\HB'.9;TK[12^U$!/B_%.B_@L/SIC-9G::W(JX0P<>XX-DP /;2M6@D0&X M#T)3=1AI!*R'XEDHYD5|-*
_)MV\5T.V^.:8V@KX!_+_>=LUO77,7,'^I?

*. M_BHL^DRH;S2E6F'HI=2L,&F]-=EO9G=H8-/9-*3G29/I#8:\N69C6Z$]?*V! MC6T+AXZ[9+GY_9BQO2UNL#_&V^8Z<^0W8ZY'$Y=?*
*Z7/)L85$CQJ" MNLBR3\L%PS]5!?&*CLV^7(1],$\0TY_;&S_D7^FVFW"SR-I4*P8%=T3N^(H M^7FF3.!2LI+4]5^O"/#ZTC@/EUN*
24DYR+EP(%K)19;N4PQ4)>:.EY<1:-1D3\NY""SL) M>'$11P;A3V\2>@9;,4.KTP0'<0G5IMV0P3M4Y;NV9(@'+1F"E@S?L24#AU31
*M.,+$IXE85!Q/8M/X.!KAZ7&2B4?'489AN DKT!$AJA?>B#=\ TY3>_-W(N0[M;V\6P;ZI643D5DSI @5IHXDP"E@%^*
0V7LQVI2{]LFK_2#A$/&MATLHR25\ N M,PW;L&R3AT$F[MCU@,2P]'CB2(5;/5[.[C5"Y>FJ2CPIP0M1>(26!R[HZL2(M?
YS@A!\'3&^/%CR"%)<(*E6A%W)D7D!U+AEZ+KMYDOKU$\6ZH ."CA12I:& MTJ>*N+7'D_EO-MED9%W ->C*
Y#M3)HESYZN5O\MQHT"V7O=$2<\!3896I&WC/W<-S"/ M+"67C70=(,WK OG.(?FX#\3J/9&/&I$V7=PUI>%S2TT/XA\(&9V)T&;Q%#]?
MQX?>OK3$>02(:+/53&4S?%2.PTX1OV.4_H$YH;Y4HE>.US++[>#Y38IR&&V
M]0%DXCLXX=D\'"%SJ^7F2SRZG@,9#MM!G+H00S\7MI^Y O2M^?X1E?(L;.DRW'25X2>1/A]X<2A\/^U_GQ&!5U>=#'Y:@_AK+"*
M.XN.]EQTME(P/R.TWXX@+C5&FNHKT"CWQ)=;:. M(/=I#.&8)90/'DIX/_&@+UML4 LHPM)+(C(G_$9?B/I#AH5<-V26X@>-H1? M2I-*
*&%O#FL\7MF3%)7BV(IA+]'D:#H"7,7XF#0X'+SD-+*Q&&%-5EC&V'Z[M=QS.*P-N/&NWTP^ =37.3BQ8N[,418-*
L@:>]G'I12/QTH;4]RX6!(6#%W7G MBT562$M6CA3. 2/3F,NKM:[D9L80/!9+7DUO@S+%WND:0VR4:DT%Y;L2?*
*>I6:OAC%RJL>4_W*VH0RS19;^<$F MTXMS.29@A=886.WEK3Z=GO.N'-J M@&CQ]!9)H<^6_)&T(L,Y2#>XP.N7OV?*
*5YX[,Q0SJYP;03]J=NZ%7NE4W8!=L M6'AP7U@\FC;X:>'XUV+JYW;Z:X/J5]+[U:CZI\:,+*OR(QSZ63$K\ )OB_\X M<1_J6X1\|*
*[N=II%>:.51G/)"WPI!/=89V/9&)HQ*V/W%,&R768,N+*<-6 8GZ0 M3,B'@@;>B7,*IP I;J:W8:=56V\[O]PC'""=7A:$IYDN3<)PR-*VW4KH?*
*#Y2 M3W^A7DZ6I$R.Z18G/6FQ3-;41"[=G\,N3V=J>$.W(UX<%Y)&<*D#^^BD6\\[MJ:$9&^3R'%\:K21VN4_,OY)T2EEN+7*=9CK?V:*
[3BVU]M\\FH9L6_7+2)2#! M",GLGQ^7=(S<:;SHSR?SZYZE6R2'3?'W%=:PZO26*ID^-5@,=A,Q\9F2KE.7?/Q39W9BR8[!L*
>;:;S&F6E%:+XLOS(XLMYG.WIM9F@]=L#W MC&63;2?T]'G2.2[ZS4B8&L=L$MH_/RX)!UHRIX5GF^6B.!48(S&K5&O[KR1A
M[Z4VFW14/I&/'[+3Y_+$-#/KB_K,S0Y8I#3P1>1]R 5-?K0HESMO1[&)@ MXOODU^RXSIF2%U=P^$9#P.^;2KN.>
[11:=W<;O+K?'B\B#6?A((N/E\H.[A! M+F,^9]5,3M9>%NN<4).'@ZXR6/ZF6:TKI7+WT!E(^=F<+G:[Z_#.3 RC3U^; M:EQ5R_ELV%@-
\FLVNHSGI/:<;L,$4RB6]#_69T0U0CT&K=57%U=7C_I]_/M MCAPQ-N'GB?F5A[R2&W*'G,[4M>,XTQMR0,>16ZDQF[C?$4%*
*[\]H)B>RR_891 MG"1Z%3D>:0@IHR#'/N MO*E^H\5'*X=TJO],[YE\<64V(J-U!4W8_/1TCHKB M@-X\CCMG,X%Q.H%4,?OE1PP4)^1(G-*
*_/WDF4Z%_+%5A871ARQ(7T!>M11-0 M>Q<[07]\:LZ5==*LK-/2FW7B7%DGSLDZH>B1]7VR6L.JLB4(+3L]Y),.0H?] MG8'H2_TJ3H__.V/-*
*?FU(W(1P>H^\ECAZM<>&.Z(M"=A0\^F4XAN21F%3_'4R M4P[VK11AMTJ%(^%IA*V"35O@)3-@#EX(/5/G-^T6,6;_:0&6)M 0#=Y0'?U@*
MJ0=O>:.$[M.L^]JUIQTBXWU/GE M8<4YU\B9XFS=_E[@0N)6QJ%\4/?7-\VT!DQ!,Z QM=/($"1D'8'+8S7VA9Y6
*M*_8C3"^^;*W;8KU=+Z=;M@EZ>:\9]UXS#[_7!5-I*)5Z]M'CQ&IYLRC3Z<9X*
*M]G5[/6JOHM%%NQ>CI4Q*K)7J:64WV5ZYUZQ[K]F'WVN9B13'G;Z6H_#L!!!^#&7QA M"7CU7F\?*
:]C$P0U;#DU.R[<%.K;)TYQ*6X,I_4*53M58G=:)>TG7V_:\H$. M0[\)BWY9^&C2'?!J5CHP"ZFQRF;U:BVC GGT;_1B-;1M3?
OJ:100@AI5$LA4 M-$GY?$/3PVO8.A>M^3S6 <'FDFV>>\UQ7!8(S _XY(DLZ7,GV6E[FJ?G!3H! M5_4Q17-^3D]!P/Z?S_Y(7]?
MG.R;3X&8W70BB]!\V5M76K0VS?+UIRS0BK%+ MA^#(6K5&QOA8\O ("LS3]7_N>]$&^9)'J<1VU5LTD[1LUU,VG)TL57;QOB:
MO,C07YF=%(1LD<^MN%%>VO:WW;:\]&[VK\8OMBN49H=Y8=PS2RI?+L[52+> D);T+<-]WIC<=;$_;P#&W4\9 M-_2])>[8?:8N!K;.1
_@#/'-@_I_O&S@>?'4Q[O1OM T;6+FW=+4)KKV\2 MS.A>QE@Z??Y=?5^\[W,=$3!;$!2HJ'D6ZJ KP>9[0;Y$'0%NUL#.(UZV4+8[
M<8F!SXBJ7G@1/KZX.S"JYP1+MOT48/EWL)V/UQ?]P?W\P?]T(+>]2_K#3;?K ME%%%O6JHFF(S TME]0:T5L7%\M)
*MJ]5JH3]7FWEN/V^-4D*UT/C(()\W834&DU(A/#SDGA=[E7T9]\K#EYDZ>[WX M]I5"N:NQB!]9'G=NKM6Y*]YWGB 4-?8-*
*C+\"%S!4RY9U'*DS9^8{[N?=HF/0 MNJ=8*RKVD:"8MX?L]#4GZ5T-BF\.3XN3 N+?H'7\F:!7:R\QNYZY97J#G;;;*
M,)46!I^.B:,^&P[G'T%SQ4?0W(:S\;%;(>0P(>_;P)LG>@&UHJ5IC'6\HYYM(4W;_Z#?TBPZ]TC Z8,.'9L.O;#3= M:"5Z9:F0K]&#?
*H';EDH4&084 MI>PJ*RH&3PPPNVUK4_" H%'SGA"QX$/800A9H4IX\45+$]JE.O4#JA-3AS,(MN8FZ$='W>%66+> 84')342,.GD/!*
<^NPNV^,REN<AH\/SFO4" MIH(2+W8##QR,AX/K8+T'M9ZI-.<(6&06FF!FTEP]C+D84!9P-SPQGC.W0!P M#Z?@<:5^VMQN-*
X[Z+!R_0 @.5'ZQ>DT(+\!:P1TN)VCT)2$JO@="!CM78V=& MP3 4G=)%-<18H;PEV*
#!HG'S4DT29B)9/_M@878<'"N@J.=>4W"KI4SUO!A MYL&GA:6DD 0+8)N.N8)3-9T>$?5"R 8E-:@R0I0JMP./THFT:>9)$NB4X
M\11O5,"@7@)}(0B9 ,=NP_/A='DQYIIJSC#'B9PF2W!&S_1DA"/\LT3N[""L:
MCL9]VZN6):".!!\PG#/X7A.EY02XB^*)L8]'4U(Z<#\@PXO0F.0TN ;$@5ZR M H)LP-4N3-_19%J+O;
W_DPV2\OZQ/.MQG_T_5Z9SMH]FDZ&^YQ&774JE8U M83I^1QH..:5GEH/1O1+?Q .M+\3UTF):.1R6ATYO6>';X41:&SU/D6J^$-1;
*M6348R+GS8B6!JC"1?OFBF>_1/Y6/DFE5F61$?=H3)_WF@*L_JB;6'BVC+YERGBVKLU6OI!<3I33P,N[1;X!P0L3-"?=!S'XQ*
*M)X13?":K=T?[!1MK+OO:K))3)OJ{S+ ^'$Q(%OMZH:"5^P5:4V%29Q33!!'(D M5=\R?*N\Z[.7(X^_4*
M"B:MSX78(:NU%MEQJ9KHK.59I/$!2ZH!@R!5B9M(,D(87NH/,MP:LEP+RS2@UBK61HKD0^ %MZRMXN"MFOQ
M=+JP6!I/O:F\%KNT4Z#$?)G$KGUVM1:,C",)Z=:/WR$!(MG\&ARUGT%C,8FA'UG*3#P*BIB5VP^HRL\HN_+##4KE=Y-*
I1T>98OQIA85UO MT7VR=3HKR?\Z!)IB_J)$0-P56(RAF>*G0:C>$!QS8!,Q_!\4NF'_H5R[@H2C M9U\>);3G:5Z+>]7>)YH'S6:*
[@_P41K81;(6 2.#^G6]EZT2@+P^)#A[$F+W M ;;[SL\.43#S!<=1&K(5<#OM9GS2M78&/WA_<0H'=$=%[S%#&N=Z AF8V8#QN:%$$B
0$@@(:9??RMK MD$H@!L]V-Q%[]^H&4:HA,RO'+R\4^TA5F/5ZZE"'.6W"Z/8--21 M=VI<"&/S!3\R-6X8[>VR7FWTJZ-GH9*5*N--*
T/7E5NLYB_ITXZ]8$B HD%K MPZR,*%8R MS-U"5*_B<) =RQON!WO@<@L@EIQ33 :2L((+>$S?3^67[=? VH!H\K5!G+#S
M'PMH'79C\SH%%F5P]>382]B5T'1.S.>XI/W22LFS #_N:3)37B>)$F9+3^-#
MSVUD8Z"8<)\.^3:8Z$R>U@/M5)%XU8%E(FP@)E>'%K>N-XX"((CP1(MK[,[WBC 1>4V%#QG&E)'TY%$*T3Q-#8-@V#9>ACTF1M7J*
G;38'.$T1)=:.\KD"P\Z605>8(BGH)TUTRWME MR]30O91251VK[34UG:V MB(S>0C<*GYDUV9G:=E*7-VZ'$20&]AV=AVHN=0T7 B
*MN(IO=,MT!;<)ZWH'MR&KW#(&8[@$GJ]4T@2M7?'Q\=,J[:+MS/J^'%M&]_?I M?;72/O0P02T)PJ';?_]B9]X25V-E7'V,YD*KJ3E+-*
K5!\:YQ2A$]YZ' ;R]B M^R.+LUK)941N(,2L^"O36PW-!NU7"\O"X%^L]1+C.3'5!-W.$N>Q"_A>EC0
M4V\9NXL+2^:0UFXEJ#>:W!_(XU[F$ M.I%EY+K.("7THZ+LGW\.@>CSP!1(II>);%W^6/9#F#&^G^HP;F:>HFVUO=7N MBU9
F#2M%)$PS?'3@3OI*H0]&GL%V%(>'["-M:1/.FC&'LN?]>5LOVKA<32KE67@HNA?E=;_0.%HY^'08C+N?W.("Y,HL.A;:0FLI"*
MQ=CE^[%4M[)^ 4?18C^RU?Q)H!.@#1^JZ-U[<4>>L=3)J-&LCTV]H> M')^9GJR(&T,KT:FZ(95,706J44YB05$?&00\CB! [27BVUG^:[:*
(^5:&')] M"$EI<8T51PVV_9# MK]I+AN)EY0W\2\Q6"^(8,*0DB'C)]Q MV(@*@"+-#"AJ]&[SA(^FHB$0XF3#<% K)&.-V3H7B(>WN?
*B@#'6.9SC1\^;M6V8_M7Y+;@E ;Z$9%RJVUXD4/\ $&ZNZ&0BWP MD[(=0>RK*K)%4$4&HCD&C84$>B'AT4DC=>)E<$:\OL-*
%T/I;+.G'(@&] MV9)@1IPERD5(7U'VCW?R:). /(:$;&WGLLNOO??]&_K%U;.93O:&P55N46_7 MZY&.KF<3EW<2P?
8$>+HAO%W4RNCL:L,,.C=JI[9T+DQBTMP0XBCG_>&WM:76 M71160J>=#M7'O;02A@91,<'G%8QEI$DI%1,?_8@$1_>S5,EU2#(_+
(K,@Q0E MZGOVI9:(30G1NVOD6,:_JWLT3X2,5T#-?L\BNK^9$E]4+^?A&W" YKEL='KN MQ[Q9J=NDN>@UI6)N-E\4E6!B,6O(&
TK%OX_%#B]L5XG<05#"JTT WD30B M&:8'VCT(R/>QPO]0>ND,VLI@.GXLMSOJ4'ZW[C]DJI67TLNS_0 \E3P&:D8Y
*M57ZX$S*#_'A=5Q*[\A*J1?R)1-0?#!U2"2B_5':\;UK"\?O>\U[_Y&R$RP#8 M_+ZR8BXSNM^7FHB^BFR,(-_*ZON0,B+Z,NCB00*[:*J0ET?*
*1A7%-!9'J/VE: M7>K^*45>XHS@ '"LC1RBW6^1/7@#+\G*JK@&XXE!+\'FV2,3I.O83$J-_M: M4A*
I<0/O#6!C/[D3OKS[!#IX!#RLR^DSYE$?3E7V>+Z0?TV=/4F7YO5:YV4D ME0[$%+((3#O;$:.E.2T1/!CA2YD@5!$,=E[J@7Q!T"
6RUD@L&HD2#!=!>[\P MBQ"#4BQU7-XR!#@-&3QF@.?0EVU/UNE-\7OIP)B?(T5+:XB M[!^\TB7!SZ!!'T?$WN'].A=9!]/+2%3NH9_!O
*MYK Y1$5SL10'#C;DS[H)V X;J<9/SQV^6/O M.9*Y.F3BZ&N-9G\3I0M^S.[29Z#D7"1(_[7S)8#V_@O,\E_.75=.?S=.#WTU*
*M3O^I_")4>@0*RQOBT(Z&B1;;E.V)=OPJ-+CG?%+J/,RV5"ZV2=;$Y[&6BMR>3+"^I]['0B'A[*
M<&)X2[\G1^IIC>V"4S6R"%0BT]#J[E;O5/+][&$>W@>V&&?11).Z(7'0^.1 M/3]K9N\(Y?@=Z?5C0#PCB=RM*MRB?*
*5W,ZY(0'JFQ=75T%,3STZC6!@_U.YK# M,57EF G *_Z$2&9S4F9-C;DSQ@2GW5Z^D(&_EMFQ]-[,\A7*Y])*-*
=W#_R'0GYD_"#&4NL;DO%UG!1 M>A!B/2V/=:1&&B^7UD,_C,-J*Q@K\IHM;#8/.O*Y\DP0^FQ,.SNTF);%)H+ M,=E4 D^D(\FQAI*?*
*QC;>]X?)E4#R/0C9A6?WB<#.")7(3H7NA7JSG[/L TP/Z MW@66 *E-7%;&:$Q*?KZ*"#7HOKP%7H7R4KK(1<[[=IV\71-B%^G-E?T_*
ME_T5Z[`1N^L5[G.=M=:&?.'RH-Q$F'A9"#,(\$-B1*[]HP=DNWZ=*398M[_AB8'R?(R1O<>O%J3GXX7^:-.JQ1KN0;[5"G$6D;\7(U.GU!*
MH8!]K\+^8.Q]3Y9[D"?]X+8E;MO-\K2YBO:&RG@!&%@1+^C]S[<@<9@(+ALV ME0ORL?X$L7Q!C3DS+-
*"+X6[/BEN3.^B[L+!:..%T3UA(]5TIO%UN'[*C3_#M M0CT7]?#OU>U^.%4MR4[A9#&6X'>E+2_:XFBJ-4;R%@_W>.-TI]7[TJA]/PVH*
MR<330AN49N7U)Q!7^$L2%TL/YQ5D+)=]+7KG8P'M>R!W/M.1OU(H[""^)A(6_M;"2,)K. QD:U-.9((J,0?"H_-[!L<"H9]T?
Q_=S^8N2FR2QOA\-54" =>C & M'#9\KSI[36\\#JAG4]FE66KLAH)'3U>WTUJQ?HJ\0HM[J41@IQ9$N\+EZ4 3 M,G*X&\ZEC>IXE,*
(1@B\;'V I%N[T"B]O_+_$%7^B9])%[3I_JT.6A^-1-B_ M(H_2%_6W[!?4$#OF\#A A<0-0FVD':?5#VY=(_E2R#!327)?A-0-X455]157
M4D2;E(;AUFFYE6-38:UD#DZFY]\R=7"@I^59HT\HC(4+:ZK@:/=G#8[3G M8_"!_^]3K^\N*649WP%?G*FSY2G^7ZFHQ1.J3F^#*
(;%?,%C=]M=)Q $ M_DUSJ.S'A/RX5@9->V1WI%PJ1R#?\(LY:-/+=A_FX[1L<_$9*^##MY'MZ) ; M_<*N=\77C$V%GX<3P<[S^7?-
*NEHNW^5,-9<+Z9-LMRF-)[?%!HE&?YW+QH$V M.+QQ#EG$WHZ],##VS"OFL6OG2*3W.?('AB2L9O'\YCTOWX$, 99=48X]<3^> MGL-*
*Q^^,0JOR[@FXEKZ!;5]"MOP-T*_0LT*WPCZN;X9W<#/_]2@X&+B-CB227 M:3GQ9ZS DK_N X63:AR +!*
54U09GK@#J&V7.M'N.;X,5_)4%M=\=W0"KP^% M0[+A GZ$"6!$"O1VR1#7VJ]W2J(Z'\YS]82UO29X/8?M7\^DN/M^KGAEFMS- M?M?
%3 P=9R>F9\%)$FD\,"D(_!.! MLA9QCP1264:Q??"^D#0^?>A_MSP^!LWA8" 1:P.OC84MW2!);!>=F"=OE9$]
*M0H8_'(5HP^<7D00:RX&*KLE;G_=V'BA=1&GCZ6_?PT:.T72=XUG:\SO*X!$U MSHG?(EO$!WPG^7C&AJR-*

H^NA"W$SE+TLKU7!2C0='R\RI3@P;CQ' L9-S?(A M&7P@PTK1JG&G @QIY-6 @-;A'=<[O=46*$-S%*9WT5>X2K?_53RT$UHW^^-W M"D0:C_1QKF'6^2UI1;.XYU,<:OHZ\Z@K_ ;2K/7@O/"<2+,4OD8A=AU^]:V-/3SC'?NPZ MX / V7$AB%F W**8-
>Y3=B>:6UE4E^,!7)4T+>NF[JX]5I69PAI/H4O7'"MS M^T8X/6_G-6?WF)O16K=4B=LPNT)5PZ%HU@)$WB@DEX4=01-M-B+K'&_&$B'(M^PTONDM_86$T-^3 T,+@2VO6$AX+=-B>BS8 S220)R/0IO)XX*,S=1TK+|W/ MKI'6]F%1^=RW'I/_Y"979C-
94@A\E"M)B,V)%CCF]D8F($Q>LN=[&;_50P7S MNBXN5<)$CFZ@)T]&?P59X%PFM@$V6]YC?>WYP]%(T5_PK!@G$HC&S-&97GL M:XCI"ZD-'6_]K3SHAK"\8R5C)G0)20 MGI)#8E'?R@ 1"[X<',Y0D8Q^ 3V88RRL^K2YP=E74,PA'^F-SN '8.?=TS]& MLB[Z0^?
7AP=O3HR,GA!!!QJ1L4Q3&O&PVZRQE1'5CJ"3#&T4*9A+>3FC)5'N)/ M\VZH;3Y!*X[@(3++K__X)(7P,#I;"+PC_<-8;@-
#H*CK^;WX_+*RIN.= M8%BN#%MPTQ(G_V+Q6_=+##U;]:_KHDH_?X M;N'KFZN62> X!P8V))]]9;+SNNAU'RSDEVOTC^U51GC*"/O R'F]]7A7HOW& M(+;9KG-*]16(5E./B4IM1#)4K^+]W8_N(=9*])$>GL7@OWA,6RW2_U$W-RM-(
MZO62_5]:XKOZQ;,.\045I'[9QNB#;;"6,#C-L)V!M?)]>!B,VX4%" $\ NPN M9@/\A.P[<$H2WP4>VX3OSV5DU<. MF\M,%JD[]YD"T!%LG 3$;(/%G_+L.PL?&U@-)B+ *Z_M\1ILW4#G.>YU'-6X M*PD[=5-:G>]];_9-GQ97[_9$_+[R"2'! L%_5K9, ^2IKB$UM$_P%4 F/"LG=+93 E P1X8 MRMQ]&%Z0#ZZ>)[_\!^G<=B,VPD'V>=K18/LP[HC_+W=[AZ<,:8]49$W1O;9 MQRY9.";:[+>3?
=\#Z25^+!PU(EW!L=GD,1$G91_V<4CV>&DH P9&25KTL&D> M[VCNA:#A)-=>2L6(,_N@0,+AL3"I]\SVB6BL(-:$G8!6[*S]CHVFR8|('?!C MMJJ=:.3:7Z<7U+OW>/X3ZF,_$Q)#NWM"QW:[3K5G5DU_"*=*K9RV/@6)08[T M,GP*RM.GT2E.5*I2L_)*\: R:)_AD+ ^"5*&5/D *^I8AV4 ?-U"0,)\ 3S-N MV(M:>V4;7>GV+T)R>BR4"HU4K5*=+L:IG5*_"YOW^OH4DA,M9#IQ\]H!'$KO M3ED?51I969\+36E?
I3U69H>36Q7;O4A> ^;X=&]I.EJ+" A\CO<8XND1:QQP: MMW$*Q^<96?6]VLISUA2[>$UG;7SQB\LZX/5LDZZ9JJ8\7DA)!SN]9UP2Z5&@ M;P\#@U8#>4_?EK9GS) #\^(M-?R]=G]>:@ ^9EM.- :O@SLX:,AV0$4S/Y$E^D*=.DZ:+(X3OIYO'2DJ^BS/1:T$K)Z:Y9.7^ M$MG 2\,"4LLCGB212D^M1%BF[AO]QUQ;Z,A6<_ HEN<9O?'C=R1Z5"UA2@>U M/4U'))/#)DS 24J'7G$3ASYI24,QL"0NZ? 14MTAJ*.I(V_(A]I_*2[NNAC:0 ME&=VI@PE9YGU; OXYG.8,38 <[&L)0P$ &L0[<*R1 MRTT6IMQJ]91W7W@G# AO =B"XEZ$(LXZW*LMG=Z6GB)J(N9[M3[MJ+=ON%(Q8\R%?WZX4 EH=%_Q1C\:AU-WGN.NFL+([==5)!NZ3XUPM-
36ES)UVG[P#.A:\8&4/,%DX M4#'7CO?S- M?PSU?$ '#'4.*Z&K\6Z6*VT*CPFTL<)=?>W= 8,+@ER%PH<)!1IWH"Q6,_"A MYFCU/186]IIYU>I9KMN_2XWQN)@W%>3HW?$@41T=P"_?$QUZ/V?T* M2Y=KQ\.SXY(2AY?=OLS!^;=V,0+<5-
3>/N*_\N]5Z5UPMP$K..N;P"78*/$G' 2BTHTB+ZYD0QS)'!BW#:AP=BQV4[L_@/,R!7ZI*ACX$.<243\P)2""^\J9)-#R*5_E3_/4S],NVF0_?
=L/V$;]Q M9++!$\WW7)Z4/,G^*+T$!(SR@#@\U2[+K>]YVQ:1YCR-0)F!AWG$2& YTSR5D M_##@-IK+QZCD@YHLTI[*S(<.(768"TE_YR8-
* M8=!S7GH".4/KDT7-Q=P.""IV1[I\A'I?54:DX#&?45N H,YX.O&Y21VXW'U0 MIJ ,MV#G4) 4LOI4,T/(-1&,!B*"C9:0E7%D!JDB1%&\E:41-
7""04#(7,+E M@ZF17.EV1EUMK=%R$@<[$X?&T#)D-\8&9@)#'N@C#1'#ZX\2^W O.!S?3^+M MM5G3=5O.I) 1PO
S4^!9WZFZL7,+Y"^?(2(RF FX2&D!!$F4<6:C#F6 MY27V3.WC.J-+P$?D?R L!(+^9TIBICT1B4A5RQE&TB.QV]&H,$SDG\J-?./W
MS7108)$%6!5D40%5T:98]6(Q#_-?WUA?RRMPS*W' M:$#(S -4%IJBQ+V<7O$7K\QJ6X'R02HB*>+'R%+(O]*-QEL8$GQY>!N&"O95 MR ['#W]@5X7MGV+.B'"_>3!P^ >#OZYO($XA9KE<;FLK1.7&Y$]T4 MXM(".P=);Y=:*\[GJC+ LN6""]?/1B2A(((+;GNX:)B1$+OISF"_]$K?
BRP3 MC""=6A)(* H @"=NAYS<\=]G&' >9MJ^1_F(GF-(&+F/V'=NTE$.'\-J;K5
M(3KHP6';D:\C1L3'*O>>@&R(P@'6WP%DN[A#X\U;MVA$NP0ERQ@I4N/@]G4' MAT'!*K =<*24L6=W];>$C.FY,Q!*M/NRB3O6
2/C6A5%PS ,EL;RX6'F$-2T MV<-) K -.?M0"0G,0,@W\?N<^\/DN<:NU69L#L76E#,/<26.!&QMX^MH=-4. MZ:+?
Y>6^8<%2@_1LB>"BI2DZ0^(C#1\BQ'IUY5L8[#%$'^$@HP^./12X+M 5 M81#R)ZZ.#PC]Q7OAX)?V<=+K)T>@J8NX/#^2E14?
$L=\A3CNB.L!&$1S-]7NOELNLG8 MRE!+!W'/]>V@ZLO6EK;>U%,(+2+A;G+3$+;1)],*ALKWV]+ZQV]<0.)-/)P"
MYK@.^88A[,U'!"2XQ4UK1K10R.9"J@(!V>&8!WLEK7,7CAY#Y_'6H.+TOC=K53@Z9MO0_G6:+ M$^W..*KA?$X4DYMBK!EJ=X.N*K]
[":+=+C+6HODM(\0=^7[RRC5!]V!%%5 MVL%BKW3?7Z(/GF4FOU4A.!MM09C1(X62QQ)%KG;>)+DF98O?EF29WW&U/A"%/
MA<]YY;ER>I3*3^@27,-5VX);,5!L:CV>K!C!7 0 OVS"\^<,BQM:7X@F]\- MCNK*7]L=5DWL5W17&,$0%&QQ)%<&SI$4%?
F,EM'2I.*Y/!YG!%OP*QB;YK) M#"N[]K142_4[@51+45> 'W@3. ^"_WR7$C5/'?^+E*R]897:0=')I:6]JL(7 MLEE>-5ZV^T?D JT>?
3_]M.\GK+['%3A6>L;P6XCBE M'C&^GL>IQM];ZG?*)7^IA#NEP]&A"T&S4(AG0UNA%%3Z\WDFH@Y'"U6#)BOA M326H*)%.%/1XB
{(EL:+6>.+CL[Q^I9R:[/Q%?\\X[W M>2F2[N,M4C/Q'J!3,321+9!),V->H+A4LJ-M>=VH"?R(>STM3RB5(@_;9*<0_BV)N)],=-P$
MG%:_.#O7.Q=WEWG0Y[/F+IO;5B9)3S.U)-]V-I:SB MH]AP6B@O5*N>F&3[$Z";HU[GO0(?+TUK/_V:EFOL?4WKG?@B#H#PX/6 %T
M\U-,*!>[* @.AV"Y=!5&[R>,,'T=ET3H#(Z7$T5V-65[)XWZN=@NG<_U2[=: M-;9&>D[D+CFJ_L"W-FK#GGFX_S@%GW(<_!YXC.!HN#L7
M'^RTLW&8)LYBG#A)$EUG<*WILSF&7@(@/BZ7TC;XN&9@M&#BJ%\4ZG&=###Q M#Q*%9V$P(N_@)4TK]*:>K&%AN2' 89?ZF>E&
TQXSW M2(EDL.?]R"CJ&"GF.0V?P:#2T.,>3K6S,O>T@^W&5SMTH/E/ X*= M0I]\"6L_F(W=1GJ132!7NZ\KU5VO??\X0A06#45/0;3NF?5^
M.P1[5!>1%()=ME\(P.LX5]'U.OUDF#(6NVUWNQ#$H)H;M)Z*HA!;?Y'LRM2L M9#"!S))I(%C*F&E!C=Y"8E?TC-
_H*JL^EV@$09GF9@^K4>]A'@FT8X7,)#/9 MU;I&'E%),GRJ8\
(AMWO6!WGG0M#\$[O3T<6Y&;06GTL'/H?:R!I6#GO)EN])QG>BZ=Z=A+N)3W#A9P8%8_QR4+A5Z(J.UL(4_WO[O=UL1JOIALXLD>YK0\
M.FWYV#V!.MIS?Y/*8C_BW/Z2O-Q9*7SF]_4Q>(6'9^,B11WJTG#A(!1H>&88 M74 SN+X-RL
/7GKVK/%/"2HFOK[W4.&@TO]27[0#:KY'BS8BT['*TM-9==\4 MMN=0#KX N>?TUM!:R-/;]Z;(/H#G==!%
[!D2G;QFP'*/_TPM,:]#4(?;E;KM M$09V>7]/2/DI%E4>AJNE4)I)CTLU^53L]#_*FY83]')Q&-D([<5#(%/*6;VP M,!V=JJ?S"$)BI[5/'
X5Q+/$AX[+K$UTB!85XBP[=3\58K]@DV^Y>(F\(0Q# M[@2]@FR[P_#[PE=\7NN^#U_!WY/|%GX/;$/P.\A>A01>TB[P9KNTH>.QCP+
MN?H5+T0J.@'3G=T1>XW5;'D+-XFC/GV_B{6TC%;[A; ^E3/K?&DX;6?OM-0+ MRB,OOEGY&LC(.!M)3*SB;AK+)A+)7BJ]D ?05"5Q#@Q?-
'GL^V]$8AXX]P0'-MY:\EPM%54^L^<7P?$B25;J# 3(?8V4/TT!1PI&Q $ MJZJ^POM!'@H+?H)UB^:MJ
=&M&.^G<+\|+"^/PGL:+]SGRLGXEG6EL>:6!,R M/X]NBEOGHC421-,&Q_,N,0*274[*_(4,2O^@JS_JV?N JP]T8W1B)@=/(&
MN2JN\80+:.;,PR-B>& "SVJ_:TOP/_$O?QVT.&/3L3-B'+^:"OQC@)MZ=)@R M;W^9&G$9*+ ;?7DLJL.]O>1[6&(K'BO0K
^ZR389N^94&;PPWDW1V7#VL63U M@75AD1E;&;]L,AF[N0-]-_9<,!0_DNEF\H!,J]]M+YM[._CF4VPY*FMFKABL
MNS*XC_92F=#V<.5ZN#$]]9G9@'L^&?PH+),4/&2RA$L-CTZ&MD1D,Z(.%.^G M^=.PL_P@?('&4-%-
@A/9CZT%B0^.XZ>CO]/S%$U37O+UC6[GB+*49Q!WY\>4 M9*RC8J1$"SN+!V-QN90!B7$.2(,2/75HEX#..4Y8$=B-^=C\IC=%B(BF?
58C39"P-Z.Q%#[\-!W'R MG'! NC=TA5-]1YRFF,DQVSCAX:ZF(M>!'6D"U8+IL#>;_=991##.*H^E)B8N>!: CN #?DG+W3S@)A#.J(E"X-
I+= MRSL-<<\|?U;4@76#L_)_5Z.+ST).V_6=FY[YYW'),,$F)XM[CA+T=%K%S;< (/V)].[P)WS;9KQL^.-!SM MY?0L07C0%'8_<.!TBG,[(C*F
M6;B!L_RC)4AWF5;&?>[G@F>G[K=S/VPX6TSER&REQP>-BO0X8HJK^78HW'G M@[5>KH1C3YB_2D"6V8:T\VEEC%ZK\G=;BZK
M$Z0*UO)7+C35@[XXG(3BR/Q 33C".Q#H0/JG-1PJ<"Y$@=2QFG6.4?PN@8"A
M6EU/[[T(1^D9/3,F%7%D_XC8<*;"_*)D>"IV7.\A[HJ7\RXP"UWMDAPMTC&0 M?3%#NHA"\(OFD))@,
[=$(U)8[5%4&LFD,+YH*]B:CZ_O+*/BIN#X]$%0?DUN MK682Z_RL>Y\1%J+1R4FC_G0U6+\KDX5ZQ;0R"&_K.;&U"$:RZU#B/K_^\3MX
M&9,15&6XBI>TZ8@/J:'F;"*.8/IJL9Q;HE L#UVSWM^LAT]@VTBY@ 7T:R_P!=" (EI"' M-A"N),[$$?$I8+Q[#/U$6IV()LD5L;-
OD+6&TH60Z2=;T)10AD!@PM;QG2":)@C5ST)+Q'T-CSK,JOJ@&@G1H5YTA'92T7>#0Y)9(.U*SI)HK M->2,ID@*&$D&#,GAPT2 C6
DL*DB-E=&HVT (L,LRO0/WB,O(<'_'I@P%\E_1Z7'P@#7L0>#: M):1]/%H<<6PQTJ#\C4TX!B6(;1Q69R?J\7?F?
04)O:PHU1VMM)A*@^^O/"E2:&Y_YR[\-"SN2$.E$NB:2(DJ81F.M%]W;^.*SXP:7J8NA.*\Z>2 FW=^SRF MR[M [O9V-
)MNC<>X:G2;ZC*!3&Q3V;A!(KS.QMO4MG,"!S3=OJ.**U]:-D9C M69GY??Z6$./CE5)-Y#^>BM.$3\Z7[=T2?)UD-J$)%
(%W2BBK/INH6\)A)I(M';UL(G[TM9 8'NVUX";FHX%L6XE"K5/05UMSYVEGWQ?DA"V88]S5;_.\3,-J M+(9Y N$/ :9WQ75Z!_J]-#GD]?1M
_,R1DUI"*N M4Y$LRZJ3BKAR0#<1I=#VWMSPW[KQ:8R3P0&WG#BXYSF@A M;7U_W[8:1G4\VTUSO3'H:P<'%^
=BU3%&S(FFBC!G)S7TWO3TV-'QBD6%+Z< M*>Z\-OL>=!INM$E\7P^M XOH3%']$KFD3EO>5!U)1(] M)3W!/ P9W\ 1L&@A;(!W]6S
!/OCZ22/+(F%.(B;RBY[9CXZ\(5OV0:+CG^] MZ(#JG,F*.WH0^\UNG^4PIZ64QI\+9RJ0[813ZK_]>=#B8:8L@2;PK3^4T9S=
M"1(XAJ9HORYN'$/?] LWBY'D&4Y{6&(7')PF#H-!;C?^!VPD^B]M>\=B<_+ M-?D);D9M+
[E$&>X]!>U6^6R47P=$SB6].FE&8UF5[/:M=,M)U.7X>9-P.1=N MV:E"',6W"Z/8-$X /WE1N]Q^""!L VO6S,N[SKQ/-EF9+1W_
M70(N;D$,'3UX3[/8P\78&X9BP|>Q)+:,0268# 1:8]6<^O$;D1K2O(IX&(G" M1@O[[6SLJ\OC-2X/K^,FWH[:$
Z7._2SY^QD,FYVL6KDMC:;AN:1>B19TL/# MA\:/W[H+B]O;$X)S;[#^YBCT1^2:GV0/F;KJRE*@PLU.F>GK2%C
EW9P%^);5Z96U.I86BY)J(U18@IO74/B9(A,B,<_"0V#!U(#F"9P3Z.\2^;(1] M;*K9L2G71F@JA6/]A'LNO M Z7.^C/-]'"%_8QO 'W!YI,XJ:.:
<'@\\$_6X'-N]=$.0HJ%;&"+W-)P?YB] MGQS1/I RPGH3X [FAM,"@5HYKFK\TJ]$KFD3EO>5!U)1(] M)3W!/ P9W\ 1L&@A;(!W]6S
MT9DH@9K$2@%QJA)6K QD8OE2I#+P/?"-OH[04^>HIT%W?+L17P!O5Q2VVD9$<(V5G2"Y,Y:7H5.$CR]]3$;L395
MA(XBQ]4G40A4PM!D.!@\U5\04I4,Q/.2OM98@@\|%G E?SG;R&&W80^=AJ7> M*?RRY@AR.2$UBDKQL&M7A)XCX&?[
TB;NY;#)T%Z'R*(V: M71EE@_P-G5^\K2L 7)5K7&V*>(U@AWE[-S!)ZY8B6(#R;$[J>ZGN_(HU^UV^ M$\$=";79Z3,"/2M.5)7'!-,?
8&43!PQ!@R?9BS M'CV#3M.'9,'^KRF%8(<1/6,W:1WQ%UZ@@. .)}>\51>,X2*/=T1-?L>T*]O
M()8'K66L&=A7RJ&@XS,D1\BP:YKR:AC+3Z+MVD:\>TAV0JW^R_HQ,NG50J2, MJ-38YC
@!GD;04KVE%GM06&,3"8I)72L;*BUT)Z&5F;TXW"W7I'4_X14;FKC!.9+8/XT:N,*T55L7. M4UN^?P4&^MX19] Q0J$0J?I++9>&TK?
P==72T>4I'T&E+#\IO4(Z<9N:RO'^M:M>5>H\-&1U\Q!^,)OP)(7)P]#=()>/5(0%SJ5_(I'L^;/&C.(_2BMZ$6V(MK5A?
$<;IEA"2VWHB8.Y28FG]&@%P$AH=W:'X*V_]18L'TI7@:,+IISX+;=*3R M$%$?JI"^Y8\GDWXA&#N&A>
[4>J1\=BS"I&7>=A3U#SKKYTMZQ=KIS68\L\[- MC%:ZUI.MZOWH59+^%0==>9*;NP=-S$]CODX$ON M]L0P*]C"B$9\
(\^]*QT'A47UV5?Z_NM8+@COA71%H@UYCIZ#_,KG4=?<,N1> M8KELWP745XLRQUME7@MZM?Y%E^D?#E#5?
JI*!;',FU88V>-4_(;$DU MAZQNT>FGMS2UF"_^M.D]$.*OH^VBETC*[?E47.WBE6&NGZX*J1^_H[&;0QC- M_]A.>4^*/J!$+HN+RG"?+
<3I3?;K+9T/%V>HN!)=?ORNZEK@'ME0M/^"-S22 M^7EY*4="#,\NJC[=B*V@*O&&?;".+L7KG#)93]QHR/9);-+@MG(RH[WQ[W'

*MIBU04)-U$90<,*KCY=1X@><'H/U;,!:L7=2,A+!%/S?[V.AX^;B0CRXK&74JMU./33EWIZ0K+V@S2$*WV%JN-M#>TR9*
<%C.>E/*Z,\O5*0->FVVV_-DR&T%"5K)'VV)ZJ=$8#=N=U)W35F> MPB${C7NH!Y=!>,I\%3S?P@F*FGP'NIK?HZ$)2:3U;%
["@R+L13]YJP9047_9 M4I2/3.*/" S9X3[HXX#D-IL$G&0N&H2:WI.<\@\AX%>HE4@?J!E8VY4>8+?1
MC8T/RI.:A<6P6!+Ol;:063^ET]UJK!"K(!M!N($M.B!EGU,.Z4:B^H6S>O:D3614WR5@=DQU-MN5!3@LIV98AQ7RE0-ADFU<-OA/I#D.(8)
M!9G/:#Z8W#@D6VCY%@!FH$BH/U/U8N:7CQ7A4"N$)4O9F.%83O1%%2<1F&-9 M!U'G'G_*V;= 6 @$_5X"PF/*#B 7C$6-
E1EB'(O6[0Q%A5Z.?I^%E$>XI_?D M'+S)1KPFC0!ID(5./Z JVA1|\H>554:N9977LLJ HZPR JRRRL0'M&/B0/AO M?!W 0427-
%B@3'USY!;59;!I8O_(+>])$A7)DAQ9BH2E+%3H@5 -"7Y?'D;# M2JNO0H3C6U<6/Q1#%9Q=^W:(=29R8SF>--
*HE8XMSUI_UNGUK/=FV%1K#QBY3N&9 YD"N4^3+"H@R!JX<5UEUFLW7J=_^+_HWA MK2S3L2YLJ:JHLN28>NV;Y@V/YBKBL W-
$<.^+1,'<%R.G%R&JP2$CRE(\OXC MK@?K>%X'&/.$85T'M \SB F4E$;_] CL+3Y^"K@++TZB)E(`0W4 $!Z253 M>>>9^(\2 \YS {GI:/?
@@. V[RM(E,Q>D;#73GV^+ D'F2RA=C82'^AZ&%!" MX]PL8-C-:8$#[EK#GO,D :Y;A0.32;T9+L<7><'9^@L;N8&.0=B1N*7 D0<4
M8/=B=[44NT4D0=!7B]K@AM6Y_[3;PG@@*OKMD(7M?_!@5)-D SL.VCUA-CE)
MI[QM9EHOK0PG3MM=^RH+P_P9H(PQ9SI6R.64KTGJ9A'J,5[MS=2WV,<($ZS#G"$]YJ>$B^RH>KP7#MI1=>]+A[/D:?
$=RF[I6\H<_L>)!GMT>M M7ZLC%NZ8.;%;$:KM=F>2,%,_?B_E PN#- X<.#$29G2)&H*I&=UI0U% M&LG['4;CC?+LKA>4BKG./)=
<5%=FL;3Z &J;! ?5X%-!G F%87Q9SW5VM401 M8H()F\/$;$9M0%Q]O Q./%@F<292 6J'#MA-"82T5TARDAPY U"6?OE4/+H+
M/1S=7,>QJN]3W&V@B2,'^^>^U:'/LB7Z Z+WZ*'K M3>=U92O'\\(F.+4T1 :6%FQU5ZGWI_/';2/Z%"Y-=^V L$S<]^YJLUT!2=7X
MS6%4_35D?HQ0,:2^B<[.HF$$A8\A'B/C3\0)\E1>]PH//P=U$F)759""C$/Z" M+@PI,".6#:03X#@'JLEA300;DH54JHXT-
*KJH9%G\G*LXXN+#LJKM8"T;LBX M1DHD;CZJ##K/LOZ%!M,-<0455>?_$9FOQGBMDFTKS7$2:.#."7">+0.96-"T
MQ@[:L)C3BW;*,NU\2"G$"70#";M,<)Y MLD#>(9IS]6^B[E)LZU(MF8+=X^<1[9A80]1,754DD4LGPBT!J>V.B *T.RN
MS[PKS.V:@3R5)3CAJ'Z"@U_$0P[);'6[TZJ ;U5KQ4C35"_:$'V0C[2?30RD< MZ8NQC3 K=E,Y8C8\L-"/D1JU_V3$J-RU*KE,7JC5ZNJPM;EO-
S*\7NAPS*=2 MH5FO/-YW#)[#PEAE4SUPH=/WG5BSABMNY%#I\<
MMI1D_C'4Z[>MXB:7&+7Ol_>/C5[T\,EVI_PTN4,684ZIC:NMQ]VC,5;7O9C' M/)=)K3T93Y;39F46ZXTJMZ.BUD!:Y,&377%M;:;B=-
DN+08I;6O,)OUAJI3ADR&K/-T4^KZH5)>PAD) MAX_6HX51(+ZX'>=]QO6D]W347Y6@>'9+'>>KM1:=FF1-];J7FD:GX%%D]54>]
MH\,364D8#*0M+,OC M4'-"[G95[0J2H"1TK5P/UV/ ;19'JYBPUE@I6T:@> MQ[J3GV8N/P]9M8*I(K4?O,>/ M'NQ)W0O3.>-
=3.G9">UA6[(@VT?3<"#!HQP=-0Q[K.ZD DO[AN!:,V>>&H@ M$^;P466<'&5K]\A#.S0V8N/^ZK';0YL5\J"!;2M>O9W44FJ[<[^;=11%F TJ
M#7B4S?4"W*E@S[&KWB6C4U-V3]T$6GINL9#UFBX]Q3+]M;L3(R[/=-A?GZM\DRV]>)
(DN4^)G"G^9(TNKG5WWSKB?"8O(IM#9C=OY=?]5Z>PO.K)B M>;+05G*K-:UU-;,]5T^=,[#E"Q<_Z3B&U6MU^ MHB-
H#Q:&)+3870I)V25]ID9!ZX[EBD-SZ0! ZI(<)GDC&P/%E!FX!\W6Q:,_ M8N? V4/SP?[!V_;UM8(CQ-DBX([MW^^(UF+2*VN3!=ZXZY:$8S
TVC]3K?_ M#-F8U'W VYTT5=W#$H9?PI%@%!';EX'] M#N#'4,6Y*?_#_1)/"JQ_.B&P=@?$G':9R**UU-WV,?[$9=,>FK2'WIZEP29&
M7Q@DBUY*['/L]$;R@GISB..(^5+"-\G0:?_C]HN]C>\>9V]SXP"1#1+QLU]B_M VL#40CQW !0Z%FG"?5BN0QUL8^A7_<-];?
VGQRGC.#EE,&[Z_Z[E"[8]K&R ME -H@ &X8F"[Z#)@-['!H]2"^P$$$;V+QZT%A8,(WL0CUY-XNY/X[]* ^^^9 M=X/CN__G_PX&LCP0QY^P
M>->RF(=B_\\W6""1]^`E]Z [ZH(OINX?SN1^(GR;^_R>BTS?0\M
MQ'8N#7034DQ451^P]HG'*L-..XK^&$WFL_CWL]?]UBS]M;0*!29H,"!H/I2>6 MB4^?[5>W\4."]UZHZX:0>PCEE/"L
MN9FT=4N5H$800OS1H#\;2O@3R<-6?FYB^Y.UW[>-_%_UVJN#[?*GEQUK=YW7#X=#:<$\S\= [E%RBM$W/FHEV:7K[.,T'ZO5(_^,(@.(1
MC/]%>-"/UO3V@?;OH76\K4_[LV_?]J9QU3]^3H];1DB86 1(D &A.P/ZH#O)1 M68E_!__^T:[OJY_[FVD[>VI-41M
#S.YJ.T%ZVO#LZ@O'BI1WUS/E4UIW9Y: MK9 U:%7B3^GN&N_+C|\1/U]V/QF.O[D3_'OH0Q_D%P^_J5_\L]6/+^,J__2- M.$4]__.VCO.OI:-]
(5_ZF\KU\O+6E'>51* =D(5.M%&_[6GA5Y3)O84O/6T, MY-'C1F[D2C-EE!.JO5PYD@*\.1#@@C\2C_J3D>2[^-*_H,B^ELQ=77+?TQ+]
M'BK1QK$/_T*OJ]0_D#UY"-\Z1CV*WR^R<+SE9!"18*9L?*36OY=*63G!:W MX<<7*"&OVA%8[W=FTK<1?2QW>9
M[BR(H?"1/I,40OYX]!""1]P]49M[)Y5T1C<'8;H!ZS0/_7AK41WJROX[<_02W MJ;M(X9QRW]Z&IEVC75H]]O+!>DG+W+U=^?"+O-
8YI:IW]/JNT.X\/HX#Y> N M9#VNH4<($K?AN%\)CT13_Z>#/_.!?+-6P&+:-O*&B86UE=R; T&%+4S,#A MN,^!4_T#U-QOMVN?
IDU_A6W[8W3_+VQP_PUT]">EKWV[+;QFR5'G0.2]VY=T MM'ND,"T7=*GF;MY(E(>+H2'K<%Y>(ER&$A)&,E'0+3O)S+IK/3;;[],WX
MTFZ-=[D_4N98BNXR1F.:Z=V6X\V%.@K7/MFML1&D8'8AZTIN(12C1;VI#,JS M%+03)6X-
M#Q_$O)]S[LU_HO?]4Y]J+E^;&_0N,35#.WPW]^G5QI&!AXC3I - MDU !=!_-*N9 U4W+\.B;ULZF'SJ+PCB4""^4?
ENWI_6/G\9%V0E0T2Y92RQ// MX?[4P:_48S7N[K&*E26Z(;2UJ"\K#Y6!LOR<[H"'VJ0K2R3[!H=K_O&[;@ N
M$.YVVJ3):9ATR4(#OI;3/-6GF#[16HYU [<,1-H);DWX#7N:GI>-S^UQ2;81
M*6F81\A.INR]\FY*FN5%'@=#92$$5L.>*/;"D<$T]>/W]^HU>C{G^P.V\LF, MWK;&V41O6AH75]-QI-S()-8_?
@>A$\J1;BB>W4/G#C=071QWTC2MP1BMR$3J M Q;(IM^WTC','K3]U:&_+^M(#!\XHYC0&7,F;J$CL20O96.F:(AUAH8^\RT1
MT^.>P_#?_M:S37%?1T>-0?X4 UD$NO%7MB!^/KLBBV = ;=T4Q9NX3$BKC- MJB=YB>5-
/I>J9/OMSJBW2(E*.))\C_Y\3GW;74RNV_7DJG/7;1=*J5BP.IX& MY/8[RKOO2XKG>B,O^G%U,C.M:D[H-,/L7!YU0I=Z?
$E6]G0G^+]N]I\+,3D M92^03 6F<[/QX[>FG[\R7GZIT);.NH';U-/Y?5+#Z>>KC*Y&T37FN_I[M,=7 M=5W)]2O136D:
I0MBLG"K#@;U.]UHO$9?(B^Y7%FJZD\-*SM6+:$0>APFYA.K MWNZNOYOT^&(]I]{",8XW'V85<+57$%JZ9-
M,)GO#=$A1.+)Y^JL)_NV8_55 M],U%P[<"!S^HCOIS^]2SRDJ19.S"HF>MM,5)6HQ72^UMZS%H=N,EL[A(7?EM M6A>-
FH&G)>'P25TV\.E['GE"FZ^*24VK",+"VC;D?]TM;1OG^.XUI_&W<=ZS MCB-B1#K)H;$S;(Z,/\F-[Y:X@("YO*RX MDQR*_O#)
<"@JOA5=]^'G.@5?==-]*2>S, ^:XZFRS4;J9E;9]=N-$X?W@_WJ M>VQ%<|YV>S=]G
M+G\1>8D#S]P!IS1I+X9PF8I^;SSDA5AMT19BCV-!N1/BBEQX1VOG>B8GS7C5
MVJ0>I=`"%)14D)W7)N'5.H\8,NR/)Y'N$O1*2O746]#YO"]S_='7WQN<9. 1 M$97[>C
X;886Q5B^$\W4A&_G1OAFYW%.VHW57C:N1.*E=B;0'VFAQ^UXMQE! MS7 PD?0GPI=H)B?
U#>I[P(YK9RY^\CBZ*==C93"^WGJOM1)>=M55"N\W6I':[M:)<2S5N]$]1JD6X#9&L8;$(/V6]+TDLS$ZY<^V;G-=S):V-
Z)X6GG*]=TQTXHMV ' M:"E?.$!_6=7.^1C[X%&Z+_1SS7AN,9I):LB.RE$M=3S&3K; '6CWC645G;_F
M$U75ATAZ"9N(+/4^&0)_U=_;8W&)#(R1K,F&B'XCRSBCWIU#XC8#/0#M&Y57\\0>2.*QJZ3L^L7K25Z%Z[O5+=_P5#MZ5,TM+R3
M&XWV!18]5 QSZ>M;:,]DM%N2N$7"3%7U-1PB/(!&-*W93&30&/"9@N2\@@X[MS7Z&CKFOD*(*0@Z8=TC!Q7*,/H%?(<$([4#.40#
(&7"N^:PY&HTL"']; ^[S+ M\"1EQ?Y$?]!G&:BR:$"EZYCNJ5VT"GM+ZUP%X3_O4IHZ0.8N.1"N-9V) ?ZABQ. ^(0O?H? M45V+6Y-
5VB=N0C;:PS]VD2[LA"]ZDTC\Q^?\%?;C8#-GXB; ;9FK?I[\BGV$ MJV?89SJ1=?\8LBI", /&=HV*SV6IS_\)!6]B[W0L>Q=&F*L0%GUC
R3]_VW5 M,L>]H!I<[:K+"TH_0AR*Z10(&BX.;6G:!:/B; ^Y\3](EWL5 $%F=]FSI-CH? MNK?_8%_)ET@
#'["$[I_AVQ+^.6OO1UW'9P+"H&\D'QT9'AV+(C_:-DG8?>3 M):*T]//JZWLA?(&$81Y8!LF8)B<@D?@653^.O2$A9 <^_/AF0/\S U1H@H@7
M3<7T^L2GUN&W$LLE^V[@%K."K&Q'&^6IOA%KI1CMUJ1 MWEHT8%8;#F4(R_E]<]4RT3SYB=+)>\WYDK0-I'.1""#WP=%[#Q2T#3H
Q<2R M!B(1'8<4!5MBGYLR@/+0'.'6]VN8#SR\O]>C2+P!7J7)A,BQ^YBF(SF(_P/ M^Z6_2!'P^YQ3@1>=UD:,XVNBB\=[
]HJ^A_E6!QN/Z_JL)7O;00:AVBV[/0 M"-%$35E598,)C-.ZCB;AGQRC.'8*= N;Z&1-W? C+1FHY6BF,9*%B-7P.$M9
MG/EPS'9+GU;0/X9#1570"\U#8AGZ.KHQA4W/B',(X?G*NJB9-XB\?9KNDU

7*)-/Y,(&JL$M(ZT.3T7!IK.MJA>JO@+()$*R%?V[Q?WJK\&): M[)J=[C24-I68V>[$QI/42J"9%R$%G+_3T9SM6QS_Y\;6._E[#]0'$'^]H3B,
M1,/#4$_H2]%>)!0-]OJ12+@7"0Z3@WYR&(\/PC^(1B R-(UH>)%0M[5I?+H= MSBIF?KDTM%X*
[,S!)Q.SU3)QN:CN3X1AQ!&'W_R?;JVBINRMN4 M$&]DRUK6R-?"@U0QW!/VGQQ:@_;3-K7:N4 L7'I;IT)&93="3QZ,&2\,>KMI
M,+>>+AYOGQX,='D%ANM>Y'#,7*16DNNWMT9[IM70$9M:81U+H2]Z.&8TW)NMXH*A.A&=@FU[.HK!?5%'KR8$PUN35F M74-
8"%MIDXF6%:L8#XS077LP9FV9,*=;:WT_#6U7@OC0&_<*R35Z,K+_Y&K0 MWZJ[4CPLA+K%<%32QZU$-]6+'XY9#A9WQGI;
[@K6MM^=;7OB0S/20$^R>7X? M)T->5 P<.7'00,Q#.!"I4'I(1;J!6CO6F@3OK%923SZN#^% O)_[>G @"3<< M"&R"#^^"KR*+L
F/]BP(RN&JZ8,(DA]?0&'LVP(W MUTC#F174WI8UB5TPACS7#>R7F>,DHQNRXA8)/F&GR9*^""[2OFFR)PR\ UO^ M/D82?
2":8Y^$LY9@?/+L%IDV\%+Y9+2+)1QA1Q/VTB!U" M\!V^54]PZ#MJ[::Q[-V+:,%X$/A71=PH,VNVY[BVF3*]39FF3/S7+L=UN\F6
MW+17?'P0^Z^WBFP 8OT6;[%K1/N9HC9'BC9^(,C2K50S'6XOVI90RH[:G<0Z MNTU'&H=UH(MNB)1LSSK;(],+-9'O0"^=F
MY4QDMS33M:V:^O$[F(@2JI#$K7E0/X14)M!#;GS',AG#KDQ&I!NJR-8UL'%! MJ8QHQ*H,CD,@^@P6;V &J3YL)/D8H;>-
V+89BCEUO(MLD!G(M?@+4@K5]HN+CJ;)=1@LASX(U@>QWM'S9=*Q ^S$V9&JPW".*BI(^Y^V@//:B MYC9+6<-:> K]7L)CU
T=#8]V2$+WG:'T@<#Z^DK>CYL$/RMNDK6EN,]4-KX9
M&FAL4C'NP]=T\PMV<>*49FPU^6IS68/^%U,9V3Y6']9*=B@U,F1BR@"M574M MP#57]'X266I(_;"0K,.L)ODB[I)92QB\P1?
))#!+!#*4D<*<"M$"^AC JO MKA?K.5\'2111HP _;#+R#':@Z00@[*=X^]!'7$L#9!&)"C[Y\VOV?,^1)_$B MV)T&-
Q6,/B.C(R(=H"7+>#@DY@)5X$GX*] S_RD""WKQHEI $$ZCX&K M3!EN05S1]'2RZ%0SXTL$HX&(X/L)?!P2_LW*V.9%0I.,?
BM+B,)&F,N#_X*L M!(/9E]R5=K\7UNCC_#H>*C@O[_^)6DP:/JRF\JPG6IK-L\8H_#PP&)MSVV MGWA,1],@"Z";Q+!*3\ZY]>C:\9OHTV?
ID>T7^'!(6),X5X ;D:H#G^A)6-% M F% $)'@XP@)1VPE?(+[7D4OP63+!'0CH[N=>+QTGV(8 M\DH?()UP"P%;(]=HZ0(Z!R
S7''#I'*QBQ1SF='W(HTG&/!"FD *-[P9W*(: MO24!/@ZMU_=A-W84XGRN*@/LH[Q OOC98(E1U[(51)178MP,C\#X-T+)9B? M5
"R"\6/ST"WEDC[0AM-';0D(,*85M/QVTGYCN,=]$"V9AMO:Z]NNPH9F$1? M5G43*[^>$MW
FC8U!G&,ABU]:*%'7D/L+L%/!ST@!$;."7@YPLG8\>Z)V4$X$ M(6"7RQR;#Y?(<&):]/SA+?8*L3E!HTVBZ?C8(1.!4S:/GK[HW$KP)_J(:9M^
M;&!_S^0YM$)%4M!/P#;DT[;PP+ 99"_XK;#Y@ ZVJP2JK5NAF!(Z32$<6HW, MC)!X>:XID1,M/2V3%,::AL^Q-
N1.T#OG.%'(/U7:@XJ0&71C62&62Z[2HQ^_ M0] (*GZ(KN][SY+0O^[8&">^X.#NP[FM$ BM0T+G(?\TSDSNMZ,G[(0(^R/)

M0ZCKO2).;R'R3/OC%2+C,E7VKQ$::#L<(_04 >;C0CZZK&34J=Q./3;EW)V2 MKKP\)_K%R;4>NFVEEU/4BEHV*G+/DAH_?
L=C_ECBL%;ACQ4;GW5PKY < MLWF\!A[4()"("H\Q:WY(".50'+$8OY@[#_PJO\^OL&D+"GVDQI4ED1,;H^
M=DD32ZJ&#A%IX>!W0@^@,S78/W&R"?P>+ZHE#\::LK 0R^!JVX- U/SQ,62M MG\+1Z79B#+1X<-
H5;U.'@2COY[XU$/6<$(_N@$H3;Z)C5)W1?<&^9K+>K6=; M)K7:';GQ,4_$^>F__["[] 2-:CZ8>0G#8@
MV6^NC#9(2W6GL^%/7"EHAQEH3G)F@F2:+0TV+_J^(,G=N[#'4.0F>;*=&I<< MQXV/[CYCB#:-]8-@_PY DY1_2)XE1#;.ICC2G%-76IW8-
W756NZGU7U(#YYG M][S@DFM?VU_G>A!?Y"""L>M!?(%XYXFL&](+E$%/]7:SF77(/L/8';'W$Y'TCNK1CP3[+;:!6$V7P5'
MLBDJ+ZVWK*TUBC/I(#SLS\"C";]F3-N5B16-3)56H+L.+S./RPI4\81__(;" M82]8D#>ZCCZ;95\LJKZFPQJ"6R@E32"97,+=2\AM]/-
JZI6_"W.;G<*Z'96[M]6DA7\@W@T)BF}^Y6#)X.4M6+'6IS%4 ?&U+FI0.6.M-@+3;X?/,+Y-NJ"%>+YFK1_,$7CRT)[*'W_&Q&
<&9T9I(6FL8";7.K54>%@O7! M8;G(N-:?UA]:K5QF.3 3K88RB-^.>G&X?:(WH<,F?5?+!M]>_\5%*%]G8OLP MXW\
({]'C\"CM^A1W_CK#C%&U5ZL?CL7 HU),20[D7B0G(+AOV(STA&.Z'XD-! M& RB^_BY=?#6V.7G\\W(\"VU5:)B5[;QI/N6V6MJJR=UZ4:BF
MO-!6,T)\M(DUS?IT)II#+7&_JQEZR@MM56[VIFH\.A_FFKE0\6D7[DC:;,,+ M;75>DA>C2:46$)KWTSM97%JM5-
D3;34VK3QM4RGSOIW9%%-EH5I#2GG#"T-U M4DD(0G>;3DRM1CV?6D6&[42BX86AVDEU)H5.JIF:-K?!U:8P2*_&PY$7ANI<
M"=6'XY)JY3K:>+6Z?9""JQV@K1Z,:94*RJO'ZMTJ%WN,Y#.J-AL+6JJ7.!QS M5.\E(X'*#"-E<+20^QA&=,
{\,3!+E6RFU"Z.A)J0FETU^T;XW&B9(QZR<,Q M'QK*MJN'AJ5VK%.MK<)C#9"\2#8=[8E ,]J*# M9' 8%\,2W# ^@T^%C/1,KM6J]]B+;2>
<7Y<+_9^]+FY55EG2_WU]AO+<[8I]H M78=!$/:YO2-0<9X5IR\$ BHR*:"HO_Y6@:Y)UZQ+U(H^O;:O%D-E5CZ5F96# MGDT?
K0KL+FQ\/>Z7.QJR-$XXA>ZJT:PVCZU3=BAJKD17!D*]4N+Q8I7B^N;Q
MJL!FAJTD\XV17C;$^D3S)K8$N'IDG6J%3LUQ7'XL9$A\+F\\ULSU)\?6J9>3 M7*;@\)Z>R*F4*F0VU8YW=)U*#;-J2_C
$?)4D^!'CL/GY%OCJ]H*CG(M<9:VN;5L9[A$UFAE!\VCZWH[L"MDQB>FF(]93RS2S6[
MUL&Y9U6!=RLE)8V8I(2Q(MA\QV(R"31XAE8)D<%(DDDEQ^,DJ[Z^=WNN]\OE M/$/KBXU4F>*%UK)X?
*7,5_:TO*YW/*S<7O6Z[1;7HH[7CV86:;O,R,Q$3VQ; MI<$:XY1Z_>A*(,;KQS;<80W+5"AG2A9FRSYUM'XTWD@S96HXS.MYMH=7;4=;
MXL6C];.-YM+@^\4"R>?)]J(@&$.[F_6/K13?]_92#;5("NI H7M#*FEM!.[8 M2BF,N%ZA/NZS6,95A-DFM]ET%?\8_X?<_"]SW?
I06/@<,:.99<[M':WUO#4$ MA6.DUH+?9*19%F,F]<[@*$ZU5EK5[S.UD;"951R1:70+Q<)1G"J4QQF"5-5@#[':"HI=5O;2H/$>]V-
V4OFJ!\H_AE%9OUI,85E6%A:?8 MU?:P-J@7_&X<)UAO6@/'H4O8.B M=VXS>N??\^CWU62W_ES.4E!!%]SZ4Y/@3\3NR/7$/+,;\6;2,2H
M&:;4HZR$V\Y*:'N.IN]RXX)V;8HZUJRPP\7Q>NE7H\1&8GNZTKT(;3RWL/'P MN_;IS_<>QOZHV;+UXNF(?
5ZM47+DE=,)TN6LVAQXSZ*KB MO),F"_.)7Q VK7F&54NKQ'1]V^ES;V]'L+^]D"QW]UK,%17>55I&9C)^251
M]9H)4_E6OY(3[4>MCE_0E1RI\":?262F_&:XY2=AAC9.(&/HHTA#KPV[&VX MLN%1:Y"H[4C>Z7QTU\'.:)X4(KVG:9HOS4@,'6ZC_*
[NQU=*UJCF<1L]4V9 M[TU&Y829\+^1H/VC3>99KG9EGA.7.CWQA+);+!-2=ZUT+'^7]WU#5L^=Y&H_
M*PUPCLH>5ZL87+E!_OSOB'+YUXWIDO5#CG5UM36NR:;KV(:II:(@EV2U6T" M\\-$[C.7$;FTO/]XMXK@UO141D3=6=_[{(\3UT.\
<61&ISGH-.>B14!VTKNO MN[T3XOT].S-KONEDAGQBOC&4?$D;SK/?J+1[(B>;J*H#H5-+2D+9LS94BJB4 ME:PO,H%3[8$X;-
Q\G=8-.M;MVJ_;;S5+D*U>X_;^W^2MV!J_;;S5+D*U>X_;^W^C!WZ,X-B^CG;.5I(M:,>6H7\#HF^%&J5"H#)<-0_^\46HB]K+$0 M$=*C4@\J2N-
%I1[NA!$X8D04&,&B"@/18 0J]7!:1D3SE.6S]J]H/FB M.@Z?)49I::GA] D_@8=(NK,_@[7;ZEXPVW(]J_6JT"5&;ZK,L/O+8Y;/LY"
M]1I.>:H1@7F?Z%3C,C[=2)QJT"*!W\2IQJ?K->P'MJ!=IBH-R?$V'4>RW)"V
M3_.NV1;T")N!G_>Y1_C1(;R[8V5;]+'TP,QAX)9\8DCU=7W._4;'L*?3D!R7 MEDN)DM/'M
Z]DIQTE2"2N](/9TZ]O30(O$X;B:8R^Y.6QT^=PLX49'$M*-_4
MYE4G27,+72.7PBC7TGU&.F&016,)WDG:Y=CG;.>Q%_HN4"M@PM'HBCSN<^6! M6DWIDC$MB=
M7]\83KOT$IM@/F;66:9.38P>2_F_JU<4[>[$:#=94B=R6-D8XX->:K$KZ<$\ MD"2*_KQ=<_E1_P@ X,0I!I?
6&I'C)C$QFM+N]O;O[@MVLR.RFE$]AJZZ6"$U M*S JM?Y€NUF?
VQ![5[I;W4RNM,*@5O2)YX5NWT=]M6;V76AK_NU9G4S*DV_$3)}HEVJ*UB3_'3@%C!5 MK#6RJLUF")Y##7_OPA!##7]OR0H[<6SU-
9MBWVKX>P<;W$'#W]/O;QT?FVOM MSM#6VXQ<<#O]^J+8GERPA7 B[2Q\JT8M>3]]Z$A>)]%B&CYJ(7P7"4*HA?"U
M664H0^A,,X2^UD+X#/E!?L-IY12]K6>TO-J5\6*+L+\13GV]SH]*:31.&4IR M@A&KDHKG%X(OI9NWUY0866:HA3$RT>
[71+O7_>YV,F)/M>,-|GVF6]P.?;&7 MQM=Z:4RON$TS3"8ZB[#;+3&ZU_>UMZ\A^]ICF)6DAF]UV2U,JLV6GG^=6SE_<($
@G'F$HNW2@2@1+<+C:.F8& M$48Q%5RKQ)XR_$@L'H._$G^C'(AFN9ZSA"O6C4DCL""?-518XX]PVRG(.@6 MK@Q(:LF(S25-
:\7DZ6YYH%_@X\!QDUM0U$=%Y(%3_TGI@95;N"O&KAM6C(D M@$^Q]E15@39G*6]5'8$N#,M5@Z(CX#J@S7GA#^!=ZT
C#!CNQGS)C?W7)Q5! MB,*8A)4*["B?T>EE9^[K5CGEF?Y+^_7$#.XNXN(.@#LV/_;"3H[&EK8=#)FL MC?&+A6K7;65 9T8ORI5CG]?
AC@(?'Y+QJ(+6:]5*Q7:W/L+*_[4]$_O%1&WL M__F'B.-D,HZSA_CS$_KB@=B%PVI@Z0"3-6*T?(G8D$A@14+*K._Z[X 731NV MK.]
>21*+K\@&ITVHQ,-WC>*^3'6=\:]5$#!.;@3D!#U9*!XD++VMHC7;&\G MQNP^:1F0AOA/[&E*L7!.EX&@SK-Z0"HTW (SSGUZ.745
@N0>>]I%W. "Y;SF&<';*2 &P0?EI;T!*BCPO1-*TBSE';_4.#:!K:B9@%0T0 & MN7N8<$/HTEQW"0; 9TX!4H!+9&.I!,6*)"\>L\'M'?
C9"AZT>T-%A7(T J-& MJF'[\9AD@#LOY>E^0/#&OKTT%("-8#?N,')B!:LR9CLQ17-E8*;"_1\|^^#H M2%6M_9@MN/'3$%5YN
R_ZA;8&8Q-C,3WFP*G`/-!L2R@&&(@[RHZR3MK&\ N MQ.&YHZXT>^F""Y_&I9=@B.JZD/\CP(N"K[F35\4B8),J&BNE[%C?\'OX?HE
ML/_LS/G@7_A__O40*UJ03Y8JO[I-."Z^OX<,N#:!FQ)X*RCC<-GL;KF;2%55 MH&(4*P#! E>Z<7!K^6'WH-A?
N_L\E:QZ\93=K2#IP]LO2!XD#_"M8?>'E-U\%'=V,'&'B< M1S9?W;^N'2[1FN0JTB*6V>VY5\A)LQWOT,)69IFR(+=MGZ,/<^XK;S@
MTDB5 V)" 00+6P8+'6SHQB9A^]9.GC5%DQPMG/VSV?[EJK"B&!!:ZE]/&\73 MOO!LC8.U/S>D#?QQ5VCKTPO> %-)[
J3O*^K/8D&_/$;Y3V>52V1#55RH&X] MW1?YVF5^D_#>YRA;\F:&-Y%\,D!WHIQ+$,SKM__+XJN/*K[L-"9[?R]3U-_M-J\=38E
_Y^HB;"FBS0&C_Y;,GQIX^X=BLP#D=QGP/_]F.H.*1&C'ACFOV-/M'R$]#H@):Z@](]D+-V%XU86GY!,3_I\4 MFSI0Y?
F_G7KFZ%*$G\&2![J<\6+CWWT%MM"@,!T,/[&#"G/NX\J4G]_.=]=E M0,4$S"1Y?-L=&9^^?$G^_[J&/P+DE/^"(Y+_]
7OFO5Q1_P;@7'M_P@>%7 M;]Q^SQ8IT+M$'!L1$C,:B72(,4D(S&BE&)8$;,97"9Q?*S(]^0$.$5+75N M.YZ8:Q.
[K\\L=D=VT'>K++3X1KW5B=5SL6(MRS=X*?6B;7X?+'=X5M\-M80
MTI5B)L9E,G6AUBG6\K%N8\]T^YC4+V/%;OGJ1WY)6;6YYH5;*CA)IM[U#R49OJ$DR^%^#A6/T<[F=]'-'>S:'+"GWJ7Y2PTMO-5> 8)I
MN'"AJ')@>.U<"Z%.0P8+"GP@0A^#$[KNGNOEX%+[T7Z/[]0X]RWO 7["1^S)U[HI_;2 9,(UD0XSZ,6"-"576CXP*L8Q,/ MW"?
DH!>3P<.!3_#@U[W]2WVD+G7WQX5Z,_1_6GN[M((''0YUY">B:R/@5Y^G MIQ;HY- 3 7TY@4X.E]@2.@$F,+H$O/G< "2>]!9XC '-
QF6B@V]1O!UH"\& M_"N0F' 1!EJA=$KSYYOBG;?A+,"F*ZN.=3E![KP6W*.KZLF>!.MK+L$%+ $K MUPPM&&"8/E\RO@86W,Y7H\
(%),4FP63E<+(/.G(SX'M#_-AK M@"7QA+@"""+8B]"G2U+E^P.0=^T D;1B0#PKW+Q*ID 94=,N;Q M4F!?60&J.L (=90=+\'S ?
QXP0?,.&$[4 H-G9L,Y@AF"E@Z,[C'*P9, -/TBQOP@2$NN%F+A M;L>_*!BX;U ?!.%W-5>>D M> +P9#\)XU:FL_!5
)$=)9@:PRE"OX*)KXT=H"T8UK[Z29P!+\.U2+X(B9 MD#VP!"2"$[R0S[7.)B4911;^L3KM^CD[DY>']<9OCO %0BZ3[_NG:BA7U4-
ML"N8+P!NJ'.$] P?!3ADCR(@@*LDUPZW'+@!.L&S0RSU[^K.L_N.'(T=-<"A M1WT,4GH_)/YX#V49;&E 502P /XW=L";A-CX,.+#V3EWV
%''<*'.AZ''"G>PE[\! M45^9=K#,P$>H4$,J[H#+LD,/_>[QE_*I/Q>)W4G#CMEAGFS+JK*$CN/ YG#A MFP=(KKFZ^^9:W)/MN![V[CJ-
/Q>CUZ\ I2W<#7;J 61H\"H/L38DYK/!C]-1 MUX",5N BAZ 4_^#K0?S7P*NH,-@%2F&H<^Q]ZI()03Q$MJ>#$7=O&!R;5KA5
M[4@9:"E/+Q">+3W>_*@9$C2D"%0Q;6)IP(2$L8/J+N0$[HE :P'*Y-/>&!27 M\E6@+8+_OGI$$)D&?MG9P:5@*:02H!RS_!K]*AW M/+,L?
T^"W#=*C!DCJO!D'2 M."YL/P\U?OP\M(&GK."R@>WH\=C^TIF>5(6A5CM#A@DMF5\A>;_'QXK96&T) MW0@Q'*;YS-'AS!D/9UAT.
(,.9Z[X<(:6DR.,50B1&*4D,3E.R>)(D5/@#XWC M%$XP:E*.YBE,>+B0*?*U#-^.<9FF4&P7.\5Z+9:IMQJQ8O?1P_^GFN8J'!Q: MX/E.^U-
PM%"I)2 PKTR*N)!4QF2((<40HI*A*_M^)BEDY2LEN<:8G M\LN.TVRGO T^$8G#D6K1I4=DW;,QS2>6,EV>ZE-!
(8%]W5B5)B)'/29SH]2ZV9;TNO%1'LV+(NB;1'F M4\3QPZ&###4;AK8W!\^UJ/<]DLU.C2X*AQ)%;>?]WB8BY8(5,)}GIKAOE"K;U
MX=###6>46PVQW[J_U3&*2;#-J=]%U@[L>3*M2''>2LW2S+[37)97@JBR?R(&[M'EFEDU3!25/;H,+WDM2&Q[/Y;K$#
{GIDF79KF(E8U9.UTU+2-]96L8,[KDZ+I6-8(\X-0XM=#V6EMZ!07 MI,E+A)6VW0%+-K9-.'0O6U'L ;G7NG[6!#*%/R23]]G@*
[2Z'C#J23F,4.,U MXH&XTU:$T>8+D!<<\26"?,$>[K118;3Y@G LFGQ!.!91OB <.R=?OE@.Y4/U M^&)$.$5_P_,@^ME;%AZAT6D;N%+?;?=
(T`\$&^EVCU^DW4'X\(ZHB)INH T M?>Z(Y+>(=(*6JL0#AM^2C,&_.'-U6+UJ:$;+YMFR(4Z!QE=0ZNV+E.%<5WV6 M8G4*D;IH!9P/
/J7RH1!P56W528A)%2L1S4; M!=$BQU%R=%]0$PKRD=+&H]F,:LRIHJXGR(K9X--$MJA,PB:P!!;'6?PZ=I&1\Q.TN]PQT(N.H&-
NN/5JO7+2P,IC:[M,=58+/,N%G8;MMZ%@PG[.)Z@8\/BZ?*+\Y.[B2ZX3%3 M-&LO2ILO0?>[Q+IG'3 ,77H;SYN5C2S-/ M.O&BGUQP@D
<6$<]**INK=1]$>2I:@05E3L.;/FSJV2+S'9DMB.S_;4NP*0 M|:(52'K-MN0W(;3N5P1G04EC?
>&QB;Y;UVQW/@E;VR>Q.)6BXNR{1R$(-1!J M(-2X$57KLZA1J@Z2A0'>RPIJ5A([M70/9UL0-:#B1>%QFF#B#)M$?K]/^OWN
M+)LHFE;TOD0O "G8!<50'U'J.LWL__HE"SNB=+L:$_P*M,DC6T"7;Y36U2QC M\F8KC:]DKLH6RK[([A1'FB+B-'/LE!AA',
{XA'%WAG%7H/L>P;A.41MFP.VB8F KVPULR('T[1^_P&TD]T;* MB7?79Q$[V6R$HOEV7*!
<&ZQ%8K*;ZKU48H87]J.TL9P$L_SS#TYB<8IX[VP:_M23J2!)N7]&A[Y#\KZ:NQG.QWEN8(DW!]E.$6C#RU.3A+^L_-!5G6.+>@U>
M]1IGJ9XALQ\I^E&T=TX=QA H[=IZ)P *!!0*+FU"L/@T6CF%F^@-^S&!UNY$K MM&M$VMPT(5C Q/XXRR;CJ=3I8WRCKTMEEVK,LV-
!=RN@4LTEQ]L@Z_%*K<<3 M@]\](5VDU:*Z-U6=3^%;\/>8^T9O-Y>9_EZ!+?[J8D%AM!8$?TR0K^U#>8>G'C\3]CGQ&+^_A
MX:IR0ELG0FSXNQ#\1QQ.*)T:.EF?+U.E.!'HS-X MBCJOH@0!R%.%&F)'G M45ZCK*D>09[CFFK9P],;'-8T=**+=1(Y9HWY.G>8QG0>-?
5HE<]G4=IA#M2- M9GA<-!7V*M-:SU$A#^6I7KM^^BGO!IBQM'PHRZ&>]'07>FGM"D2V*>)!Z7;< MB),4&2>(,R?
F(^A!T(.@YX84U4]!#]ZJ5OQ>PQ'XJ.V=!#3SZ34@N,C[1%5RKK2]J>#EC::TVZ0-M,!5Z M*&D!#P(_E*8$GS8W40F^R*/!FDG3ZI?%PDN
71%;YR:WRB!9TBZ#9'E%*78U='TF]\HA=?RQ2:M6@U766-P1:5?#! MMBE8\@B >% ='D_&69J-
)U/(EXA0"Z'6C:%6))72SZ%6=;$U6XS1*&"T-65[MN%(M;9P M8#JR<09AHZS^,VX(:-E[B*K_],-VU %PD]T;KO9HH1(PI"$(0E#
M%2MW8I]+@-,$"+'2WVNUGL5V.[MGJ#@M2&Y;HR+ 7U&LR1G$W-AGPDW'ONO]]TC66VE*6K@'_FO$#5!FJ6E5*T1

M;#[]W!\VFRFYQP?V>CV3GVX".&T^%&W@PM?]X[=FR'MQX/P+N\>!B^#.WNUBS MRYNL)1D23V^S0G5MZ+HA-Y|
{6))??"RWJ8A.74G>#&E*QE+ MM:$Z03^/U\Z7FN0X8IZ9N9M"FZ_RY8G2SW;G%IG,2G\6(0KLP982Q*
MK;1#7I%'1'&N.J$XQB0W9H]C654.IA0C\7@,RD/ 34CL.)!-=P[D55L!843N M7%07$=5%O(4XF%=8DP$@L@'Y]/.0QOY9*@W9[*
MX_";LL!4BURJD#!]$C!17(KW\G<[XAOSY:[&BQW\UBOZ-# MK'0OA&Q$VB7WDA/A:3ZW]*:V U!%.+;CN*JUF>X\5&02M]O*
M%*N"P6ST=KN7*O3M*3UG/@3KZUO7OT#*W(K 6R5>2?*9:K4]*.ZV;GO\&Q!Q M?:NRZ+K+-_A-=GBZ(UEZ',A0U\R92.51?*
98$@4>PTQV=-75MC XI4Q;ZS!;91,L7^Q >% MQ.B48O21LT6RB[:Y&O5[O+8<989"NFOW>"1')Y6CCWC@=]WI]DWVM*FE9 T*
MG%'6'O$;/+@C.7C'Q^,S"<(3U7(1Z_7]3M6WUV"6 M&ZV_&%&"UM)*4JI;3B\XE((=M13LJIV0:$Q=<-A&*I.SU?2N\N-A<#?5HJ;@RA/-*
SR:VFZ\''F N=+4Y9N%T52K>D+'E>`6(IHU*OW MR=-[#C7ZA8)C]:FV"2>6G7A_M$6*
MHX]XP,G%IEDBNY[>HR:\VEKE*6MX=?'4T9:#=\XW6A5!JQ.3A8?E*]2H6YZF MI>$,[20G%8%WR-|<^^627N1M]$S.=3QN0-*
=L>+Q$QE-D*D[]R@'3A7S<]^AV MNB$?TSTYE.X"]]YR*.5R]8U>&([:6&:<)5K#35D:)"8B04-7-9EZKQH90@B$*
M$/>!$'>A3+Z%$*5DT]WJ1*LO+#@^-'X$E(:@ MVB#2Z\BMR^ZTO]^W_G?%.(+3_5+!=)B?UV1T^#4)7U:JB=IEJKPDF,!-KC/*
MA'Y7813H^8"._LG<43A-[9FV4H2O,$O.UR%'JWTO"SY(L% EP">C*=8,H[3 MY(>_R\$) A($)#<4M^#GP%)*
<<78S$#,+_EVO6YN$ZQGZ50)/2??Y@XG<3B M#'L8AO*ONW0@O%LKNF-[DA$>]+RJ&/VHP]U)P>@#XES61OL(RG;_>_8\8I#^*
M[G+;X_U)UM2;%F"D:?>U:KSO$?.N-=' L[R#K##IZ[T-@S!Z9+XK2WU^04]% MY&R#145A(A+LH^9)Q%/D8:.M?*
R'X0_"'X.\NX2_2^O/7X&_E)BNYK>%C KTU M&_E^CK6U+0?A[U%?3M*''6E?H=^M>BX_H2!7-"G 0@U&W5I*{)T6*R?=,=#V M<.# (*
%D*?829EQ' M"'O;+ ^Z[3[0*2)]*4SD_=1_XYUWFYX9=)HBB>TZS-(4$:>90^A'*(90#*'8M:)8I%77;Z!8*
MFV3E:,'5E3'5]>1E]TZMYYP/46S7X3:5HN)D\O#DZ(@"^^^@G>[IY>,:,)SPG M7YDRT!I5Y[5 X\33PM1>/#+X_#>,)]-*
DJ.].U9@DR[8)WA!V(HY9M@>57@=|\M;<4T<.^)$X2B.1X,__>F]JO&QIHE6;(&/ M^\5=_[Y T":?P!_L,;'DE,>03$_Z?*
%)LZ$&;_;Z>>..92A#)D00PT_O,<[G=? M.;&"H.,%)@-1&XC'X\J4GJ_.=]=E0,4$V"B?WG9'QJY;_@ MB-*
C_Q(C@RG^]HO@+QKTPL\,'AE^]0([%(. MPBV7J MK4:LV'W<7L*IMCMK=TR!2KT@2#BPPF.6*2HDKU R)$WTVIM8L$+B^%*
(1*M3&U!<")Q.)(D4AT>\]@AWY;DU;Q*^F-ZT@0C M#YY.)3-$+ ^%C77V!)3R2\Y-;&P>ZC8B]'MET^I4]*W5]PF9L3^=X>]5NCR9@*
MY,'3U=1HF"<3K*EKI80K]KGFV#DP8S8Z<"M=?M27^\MR6RYG-M4-I(/1A[, M:#&*
<)XB%01:%=FFJC8G&'I8%6EN.W>PH)WC5"1AY\)YA MI6:."C-&%^JFT9ZG>*=5MR8B>_ATP_]A^>B#W?*
FG:X!=R(YW.I>.@&'>\FAFN4Y^Z?N[H:'0/)) MOS/YP*3>>W=\&]QP;MK_'I?V_$]!(_3M4F6#[I0^UE9WZ^&*'E$; M4EUZKW?*
(K!GPXV5.RCY2&'], M_^:'_I,P@.OP[\$A&#"/(%'^]P_UY[NT OBLMD;/R56SG9"ZGA3-?PP4*7= M5[REJ$I M9'S[_=OLZ\P%%Y(XO&?*
124A.?L%.?N4H_)\5'F4/N*[T@>/HU-7 M+7TPE.5D41SO*\L7G^O78?DG"^/*83ELM?US"+UH-#NX9UZU5'@4#>,Q)<74*
M+,WUG$"UC*GKN6JYJGLR]+ST7"^2.WKIC(4PNNC',PE]+E$L%'&V*E/9)10$ MVQ)Q<1?5V+'/%,.HU'BU5V7:'2'?*
F&]'FX)0;!0GWX\.VDDU9RG<"YGF0Y$^ M$APDCU6%&"B\$(QWB*(N)$BCA/M3GR,@OK\M!PFK[*]"0[K?(I*)>3,K M9+#!FNV5LO84A]*
PP;C&,;&L9.6F;N$;?F>JE>Q734$EZ%;**&!\=-9T=R/YSAA2]*U9LZJ$$6I.B)=NF"D7SO92]A2@T M=-G=-H7ZRJ3Q7 Y78?G9]8K;EKD^V**
ME)Z6"BBV597BHX#G)-OLD##(&6@\1 M!W$FSI+'DE61+^>J?*
3DG5HWN&AVN2''Z*CHX>K5OY.A,6S?'^)ZN:_5"=CP7>N5L&F9!!:H,3I)QDJ20_^>*'#BG.W%"VD@$M9'7*
MDOU:H*D1O:K,UKD^OZDU/#9'V:M!AQ/IG=^&3L63S.D/DRZMFJ3CRFQ,]D^RD."?3ILL^3 L'ZACBTIFY ME VWC@\[>*
[_+)YC"3@,K'_]L?V/D%#RU4_#2R/O+3L-+3S=2&\T9-?D?01BV M]KM$<>FFA(6(=>NUC:?ZJ0MN-&6EH8PGVRW-M]E!K9Q6IYZP:0(*
HW]CH[ES M+GUAHWF;3W"CP:EX,LG&L;_M--?N8#XT]JS7+N?87'5"4R[^AHEW(T[IRV3F M[6R\2)=!_?*
QZ.E5QV)TI&&FJO.]"_U$G@ZRVTA0U\,'MM@9-D&9I*54K"YM. M'W>'J;),7""W:H,07]H:]BW%&]H3[/[C?I-3_V426FUVJ)+Z7DO-*
9{J@U69 MR\[6P^>RQRH7VY B7Y?[$AL2&?EM M^O/6XT]*E9\& J_7;#G-WG1PUB0N"'^/&1AKP&\(8SHQ>OKXT(>Y];$0B?IQF*
M2_H\1*="*_8RA>?!;I#'\\#T^@\\/+G@<'VI2.;UK4Z<;IY6GA98D3*Q1LU M0R2]N[A6%#RLI^(^UAO7Z=$4JQ4I^H(N7E-6")9;4BJ?*
R57G"5X=VKVR+[+W M>9;XRUSZ@HOW;3[!/9N,I\@4.DN,ZEGB;6Y2WSQI1)M49$V3/?PUO+Y?5YJ8 M+-33_HS6*XV;/?Y!..)/-ZD9,][H=*
<7RA+:<[\A6C>=8 ?87N,MSR%_FTA03;U9J7 $I6%+:X'U$XO4 M+$7ZL"'/G9Y#_A9G/G$. ^0YOT$$D.HA$!Y'H(/+2=LMY#B*)12V!;*
{)30ZAW M:W-;' D%P$@(?'=Z$OE,#'GI)/(=EOSH*!(UQD:-L:^J,3:..&F.'?$&-L:^R M,3:-D:I"L9@X4@E*3-+D6!Q125I,$O(H11!*BI*E/__<0F-*
L'@5H#"+<"3M3 MX&IY,)5B+=8N<"V^4*]D^58;@B6>^D\LR^>*F6+GQ%VR?]1;J=Z*=0K\KJT2 MS[7:,;Z6Y;/@53-\-6E1K M6T+8Y$M-*
GZAMY90*1^('0^MMK5G%Y:'$]WABQ*_Y0G7=@;W_<>;U4+%LE$JI M4D73U:@7/IR9!9\J0CT.6!,L@6$P.G,0$C4Z]'\A.:)K?,*
MDL(6;%X>E ?C3U-;3]04NFMR]'#9.=ICW%9UTB_1VZ[> MFS3'J53#-<4B!T8F7X],XXSEY{SR3->Z;6*Q=;?*J@6[D1],7TZD!I-5>>>'S*
M1(+;K*A"U\L[<"3[>N0BY;9&V666$#(IPLCDK3DFL;Z,FS13:*1],/* 4*JN*94\;X_T7G*0+@B5*
MJ3#QX#T/IK_4,GREW4ILL$4GUVD7BBDO2\&11Z8O#>HC:9T3=,(;U1K+G)7& M"[^0].'T9Q6Y6&X4-5?8R#-*
FH[;\5#L+W_1P^ME:PBU/:,DLU+U1O=WGS;8) M.'6D&[SH^%(MQYEEK,V(29ST36-!^\>ZP9.;?'O,++&D;E8GP\RRURQ*B^;1*
MSNVC8J$^\Q(B+R5,US_697V3 M\\;=[JSJZ+U%3RH61^O2QCW>91WOI3)LLT9T^#+7WY;,;;>?:P=##UBZ]I(S*
M@Z2,ND[4)S[7&K>U&<7!H0<|-;:M>J)7+-?*
X3'^[S;!L9]N4@KL>,I4R'#;0ZZ*U%3'L@V/Y,ODJM*7E")9\G9+Y6QX)M?;@9/)A_P.^U!'AI+#QCUI--%J-TL_I!D$%^BQY?4 T8BOD2/*
M+TA>HLD7[(%%\A)!OB0?DN_&-"&^(!Q#?'GB"_.0?#>H /$%R0OB"]KWH\X7 MM.]'DR\(QZ+)%X!C2<27Z/&%>F"0WS*"?*
$$XAOB"^/(%OF#(H1Q-QB"]B21? M@$*&'#$1Y L"1O,RYHM)RQ>[%^_" SX\6(I4N]"^H]}?V81#Q]\08 MQB@>_CW(C9)M]+H?*
_^P?[Y)&A)[2!WD[OYJ*M2):5??),N'%&OO:JF-;G09 MO;U2CJT2XKNKA'Y(G;<[VXD7 0?>#FX$DG&[K#]\-@B!RG((<'ZE OY2F@';A*
MR^["W\97L(#8\W;M/#%M.K8G&,G -W(X.&R14 MA]+%7;J"ULR%ULRUF0N!&VX*/JN.N\L=1V8#,AM^GTAA M%M?*
M;'FW[M^.BH.&>G@W&#!JE.%,>VEY:%FRQJY7NC8^0AN9\|)*955QYJL70W&7/'Z"?T%=[%^ON=)N$#_MJ1<%?*
U(/Q)Y"F@4V',_O1/C5MTF4E@S)DM58(I95Y: T;VQ7] X_JM?!LPG'6K2SC+ZHI >:%AQV25S_O<;,7VFU1)/.'F5Y:D2IBD\EI^U M)V(V*
ZOF$7_^2;)L'#O:9NFZ0>2'>|^)IA]FRU\;,GR;=]?J[A FLU\;V7X? M4&&/ 4S"2@5VE,_H]+(S]W6KG/),'Z']]]*
4WGMWD!6^RA$X794+=4;SH:0 MV58F,S7!;<'_ 3BE_OQ#(20]#Y+NW+(($FY8QTJ?"'!7:A5H]HU6:JKYH+O+|*
MC%^WL;$/.C)_JIWEPMN0O8TH8V4C,31F#9<3$E#'2KW?S!)A]*RD)85:4B] M6BTKLGCZ&2U+*U,.7C$-B:_G%J-*
>84F;,B6HWXX!1$TE$9:>"TN3UP<*%\?2 ML&S1M9$-8>G'L\ '6MK M54EL5:)]<4W>U8OV@G"U\7.1F_7N4YS4*;7DA1)/WG'QR+$RP%*
{"\,&VJ M[QPFPSI.UR;N""813'X!)F>2IRV3A)D7U&5?SVY\<6),3FT1OXEPZP1K.EB+ M+.GJ?.'+32K?*
7H;]RMA'A".QU$<(%\VDG)_'S7#*;.EZS+-C<]MU-=@6S%$5U9S#*Z\A>NU#%#M2 M..@$.3;10YT#N_74IFG4.[6?*
ZFRU5>;4.;JEF4*]9:K57C/3MXVOF.9PVG]W M@!39#IAN^/RB!>11MH>1/!^W_S:K[9?\\HNX@\;\EFH3JNM"]"-*
DZF>QMRH(^.$R#/*23/2&%!"@L"N"L' MN'5FB!L.N:CR&7G%#RF=MN[PRL:4SIG+6JN-A?6AAO1]3@0#K MX,P3*
=;KXSR$6%%#K#=B%MP6UD_9V"(K)(:IFM%K:%AI\HU,HC/@U9OG@(.) MX!?Z#%;'ZDM%[LUZQ:YBGXY&M%?-- %*_<:*
(?,3$^]2$_DLY(26>$3KX^*YW:TN_.UMK\U MR]JY4:%T_L;Y_*U*)U(AD J!0.IT()4>:=1P?!]M],Q3EO4U45EW2QP J5\Y*
M8X^8')_ZV#U:L[O883M"J6@<6)W]B/VSH./Y@W8OYSL3/E%(,2,E8=3G Q^'' MSF^^MP[6K-#J'-[J'.J,^[/ H;>[,BMS+"E"QI5 MI&K9X;!-*
)P(EA?T<8-QJ5ORGNDD$6AS^GX.>$L2U-'&)4"&4B_>BO+H*Q)=W M!9WJ-&E;6S.#3LE2]7)JW%WDC1+>+YRY G&OQ^)2NZ\3 C' ^U/.*
<>5"DQ-3 MO];EX3[$^D7VV<7$.N(=<5YDI-T1]GVS-A$"OA^5"L;=V3J;+15SW^0E OE]HR' ?H'?QIKA(E[G8L9:3Q0?+!E-*
="7DB99=+;IG20RK^$"B?Z^;PGT(-M)FD#9S>]I,9*'O.]K,EL0R M+C655L*B[=B-OM-;)9PFP+Y?;7QP-*
{"7O+Q$1QSV7B3=WP#L73/J_2!"I*BL M\WY!7QBZ:90-*=/S=*MRQA8%RZ%770^G_@23-IZ0;\TKLJ= ;^S76A3E9/+,N_UDV@->G.*
MBT:%Z?*+]M+-):M#J;,':$;_^8>)TTDLSK#G;B9P'X#V(A=S7OH]/>TBQ=[Z57Q5;-")HKZ9UVH37; "I1G8(SU"E 4A]5J3_5:>)Z*
MOG86G=&H+.07'9]-E3\(U^BZ53/-%%(5H=>?^*VM38@.%/[F>"3;.F9!"+MO $G5^M.U6<3]1 M#:./U8(XP^PB*\41@+X/.Z=? =5.?*
@@:6?![(\A#X+N-Z;RE>WRF7B%:5L8= MLW0T2]&_AKZBPR_EICMQ,*)J-OO52F->QWT(???2?Y)QO0+LX2QX]A47H][V:*
M%-1M8[O0REA=J,CY=]ZS MP 7HSX?A(Y\"KENMC0%;-1B A#<1L'?B6 YD(Z(#QZ\4X*GF"M1TTS05/5,< M5]H&XW 3Q1?97PFPN*
FY"P\+(K5#7\KYC\'@<]7P*=_D0-KL9SV!']-']9& MF6%&%#@ /K\1LG 3X!/&)R"Y0X=H7Y&[1*;(&4+!&V&$XI?JWMS)C%<3(>_*
M$31P$W*'-GVTZ2/P^1;X%*MB;5S/%S?\HK*0,7Z+ M?<(S=(0^-WDF_EDP4?]X]Q;'1S+"V1-D!?3,I.'FLRO'&S?!)C\SE0B#B:[*
M&:SUDB=23*6RS;)!YWB$\NPV=HO#,F(CC)!DG M2>J,9\8W 2SA 7&D1 H!R[4#RZD.<+^,">,E9AIKO.CJ4J'E9]O5:9Y=0U\E M/([]%";*
<42;_C[H7D*>MN!2M\)M?;VCP9J1))(N11*TN\.4]/*EA!=SW!Z:6K$GY%6LM%K+ M;;-*
>:T*X_(7.'%%#RM|NEH#$_KKU!%-=A,W$10[W6YL%OQAR;=`L288],.>*
M5.>KB9'47W)ZQB$*]VV";PV)0/!_KX%"U.0?;4I(4[H"R+Q.32FR>/D938EO MIRG=T=R,D*!* []!M9I]RX>_^2M=%Q!6?*
K4*P/UBY4>I_@@K+XN5/XAS& \Z M]K#;[Y9U>MH7AH8^S6#R>]#WPU8-(WRV[5;;K9$@,62^O%RT]VX[4!-_K5<#*
M0KZO%@&X7^3[.-S0G;P>K+,6?NLG6 MFZ>PF;;FV*,EZ^N+Z.++EF5RZIF@A!-)__L&3\11+QG&:/'.'!P2#7ZT&@& P M>J2Y4QBL>*
57W5:9A)!0L1[5;:1$BWPOUOVD"):6Z<96%SL5;+F6LX5LG1Y[M4RY ,':'8$0\1,*?*
Z@OQ;T\:&>KI1>6;H5(G7Y8RV)54Y_6ZQ(FG5:F]>&3P*
M^6^HHFLR^+4S56$;";"_2=8&B$_.LCWP*I(#OK9B&KCWQ)&,V%QR@HX3WE1U MU=A8LR1+UL#W[GZ?=!\-*
TXYQ1!3^M^*MMK_!7_V5\N&*CD0D:.[1^S!A82/ MVN.1!M]GP9"7S"*2>Q1Y9%8N01*OW_[_/'_])XQ,R+9A.W_OD?#9O*8A\! !*
M*$[4Q,A1)3TAC<&C_Y8,7]JX^W,=YH%X[!KY]R.:0DK$@%'._'?LZ2.DQP$Q*
M36F=>$:R%U%1X57[KP+TW']GAY#SMZ,:DJ>M5'CO%W<-^ +KO!#X WTFMKR2*
M&/*)"?]/BDT="+'_MU//'%,=0AFR(/X9_WF.];NO@%A!T FZLD#$!N+QN#*E*
MYZOSW7494#$!]\;M]V1\>G+E^0_H&OX(\!7^2\X(O8_,2*X\E^O*/Z"<2\" MW,('AE^]HR+HY2<%),L18LC I-$A215*3E*T@RF_@D)*
M<0$P?&^+YEH#+M;.%/E:AF_'N$Q3*+:+G6*]%LO46XU8L?NXO813S7#M0JY2 M[[7%7)OXM2E]-(MVA^OP5;[6:&$PK]Y{>>ML2>8*

*f;O+;NN-'(Y&%C[M>N1@RCL*L]K*0L];88:\WG3M(2<2AR/'0ZDZQCI#%ZOKWK3>7Y0)O Q'4J]' M>N*8E(0V-=0)O=Y=9N6:3E8%;'-FND3#<&2B=I$3!Z. MG#6<1C)97#O89B+XB^6 H2=;#HP\>$^1)&1^NVCD]4S-]:.SB4@?C]S- M67\|:U-;H4RGR-2PVO)LD1-31^YI_4^8\YD;"%F>UE-[[C=.JRG>3"R:PH$ M!93>I)"IK>Q:UC4$]0W#A@]&:FT>=UK%&:%O$F0%FPMY'+PJ5 P/AC:6E?:\|MCAMUH5UJY/NENK->KL$2P0^'&E+'KZ5;99,W6[+"3EQ+Z', ^U*P/AG*])3M(M]_L$EB>&5GYC]-5Q>R+B1SA:7V^<97(H.5BY)5HC&C5QK5FE2@-$T5 @2-TS=+)S7]^[@JZ5!GH5F]#-"C;!U;%X=!E2AOE:J6RMHR_2C%TNY42+'P Q.4)7V7S-$XX;8 8XDC=%VUS$89",F&;R:R7G MWNV>#00_?L,V^9GKA'C 6<2(""# "2 2%&!$%1F /+(TX$0%.$ _O)CM-"&!B 0CL ?JW:HDB!-?X\07\T4_5%M_;]8, ^/$RQY ?:8P_I@'S0P=6F+IP M^/?@L!'81Y H__N'^O-=6M!A9L/E3AE_2JR<[834\:9J^&&@2KNO>$M1E8!J M(^??[!]FGV <7DCB\1]U6$=R]AMR]BE/\?FH\BA]Q'>E#R<>2/RJI>^$J?@?M*L7G^K74?G[ZP)_8*]\61"G -"+QE!]_F,Y$YC.:"&NK&Q8YNQ^ER%)4ZL M28R3@>X)M$O5_?MDP@&QJ.+D^/W2.(%3Z0[G'?IP[F_BP2YP?],./11W.._0 M(7"U$[\"NP!VPOD+ML+Y5TP+JEA=C6I_Z;7YP8'&&2;Y7Z?;.BX8&'R.8-][M*!]G#X>^SI(S63=;JWE^+JIBN0ZC9V**;H+94\HV0>-LYAF?B&/NF-,Y70Z MTUQMUX5E$P@TS$.*8W0JGF2.I:%?L='\&,Y-/:2HX!&<,ENZ7A B'_/LF*," MYLN:H<:LUXID_!E^*4/#>NFJ"O@^9CI:U=)SJQI9U,BBOA*+^GU-"9G8R,2^ M41/{3 O_"FSN(O27JZX74R7'OL8T)*"30VIH1F!/6ZG[_7"J&L$FUW' %AGC M9!GPQT/V>63M\],UU$!&>K2,])8*R+15E>*C=.8ES7*A8J\>4^VSU56MD\RO M%"%/]\N6,9]VBB+,& EL=?KCQMO(5H^6K7Y*T;ZPP?X;HGU%5OI71=N@QQPV ML\FN4"[5G:K%938;@@.B'31VP5)TG**8$S9QB(+9#H^SIY(U 9>_M+D!C8">_M O460Y,"N4?V-[*_D?V-[&]D?R/[.Y+V]Z,+F@!NWW#4N:0L74]5RVPXR/S M&IG7MZY%Y7:1D1Y5<-:N&_RU:.['D=U)9JZ;JO>#K5JOC+D9NM56'-.!A:B*7B M.(.?_HCBDAJ1LU21#P?Y<)!B$UG%!DIHY>F0\ AH43S6,8M"JX#5MYODNMZP MW%0UZ,Q PAZ&3)*(L\1A57/DT$$.G5L3]FM75CX6]D;;G2ZK[L+C);.PX?+L MN#J?:!<(.XRB(5)RF#Y.9;LF-DUVJ8<*#(7E =X$=!#;(E7-Z5\ZE6Z3\MJOG MTO.-#HA>N\;TW.)KA3#1 "AQ'$]=,K>IU+8*K].47]D45DZ.239A06]X%$9@ M<>QH^V?D%3JQ5^C2XO?;7J-+SSI3DW="VAE*;YF99. MMP.X>H;^Q':7)E_Z=TZ3[7/I*2>M,[3Y:#U8/J_J=J] !H2 (UB+V%W@#W2 M[; MD@7AMU/%(H[76? 0 V,-&T^"#3\U;Z 5ZPC J"!->4:CKW2%%5);P07 M9BT\U15[*BOWWLG =L1K_=&8$X5E5X@ 1__DD15)PYGKUP%44< MHPI?D1?1R\$7E8PZ;:(,7U>DM]YO=EM!$W:_SD;[VNF9WF!-^SIK=M[[^?S_"Z&([XY7*[+4:\[<:-'.Q3>I* MU^]U6G/!3J.H09LQ]8Q%OBX]SPA9;U=[\A]JG!{DF7_AVFI(FZ!@<.GNBH M55Z%7=R1!WRLK54EL54=^U0(T6XV*\T2+(IK#,5\@0[VWCI!K/9^^(>%%7%<2J.I? XF!=*$#I=G,(-(<9AH$&4$>.N MM::?8\78+V>[@RSE".4*T\EE5V,RYP18<4:]*4K919\+69WO@C%BH\VN\/P9 MPU8O;75%(Q3L,TE*48N NG!PZ[61ZPLH_V[P&%(:/X@=>SR>?1$[=F!#ZWQ[M5& $6MBXTL2GK,(Z90 ;.A7JC62VWD.A'X MW;7^>Q+8VRX4NRKPSP-E;]Q,OC_OX=V&[CUS M,MY6G![R@WW6#W:W:_ ^9N^RVUOX5^G:^&K::TRS)DL\9MGIQ;ZMK.)6;:GQ@(#M%O_/F)@GQ_9/@EO5AT=.Z/-5TTBE_,2A%[V>WFFZ[CB MS&B"289-+>23!?]S<$,6P@X4_1]ND*6 M AFG/U.5\#IM]=9CL&K,'LUQ=MZ@#TPS^*6$49/E?NKD 9/K>I'+T5J_I=A&@FN!65;:QGF#8L&^5.6MQP8PXB MQ*WD]]3'8S#(F@ 6NT'/0DU!;AJ4PG-U*3QWIM]G,98'[<]6]:+KKN4P*,S M4+2/H!O3J97Y36KM">U-J^MT\ID*TP;Z3U!K]&-T0_X=E*T347#X#?,H2GK/ M)PL@?!(7E(X]!V1-572IZ[734-F"_*'N "+>]YW^_ZX. ^'U9>?\M:LH_Z\7 M>3KCQ^ .E*>#\G0B$JI^:WDZ'::F(-_81U'JCT%HGROL/"WF97/9'6T%MJ@7!WD!;OOM8]R=:+CZ?F4=VH\F>JL ? M.$MY^<6SD0W &5MYW="57\O&$C(J[+WGA-F(C2,H32IU'35 MQ/KS/#LL:FE?)(*"Q"GL_+T!+RZUD8"O" 0P1<&#5,UME'_M/WO?V9RXMK3[_?X*U=SW?6NF+OB(#'O?NZN(-L8FX_2%$D* C)"P L&__G:O MH "X[%QF$V=.GL,**S0J^/3W9+YAW0N^DRU\NML]#%TR'^IUSEO]1NC(W';M&^6\E',2W;M>?'D]DM)7Y]6;=OZ3N&T8 E7)7">6%V5KVBBE6]-D?C6]KH_[M<5)5.1>+B,G<40OC_0O9R(=WE/IH7>[$1!"-Q-Z3C3R"=N@DX[/SGN+<34OK M97^LC;\0&YDYBT3",B_.>^GZU7-BEBET.GH+V0BH7BDQ%HDG7RJP^0]N.DL'$QO!XZE;*JQ\S'5"ZC/:.GC107/LAJ)-K>?T@'M"\3B']W M2?[^2[7A;AE^[8+"*.FR,8,1KM&7AZ6O+$$RX6M= M4.'98U/22.TKIE]:"L\/@.\M6[(5*DR=4U-]FM9?SQ4, S5!?\O_(<_2]9@T=F.6$O=!&>^&S.*L7_/@K[M"[)3/.E++*'3KD03BD1 MU921_1>]BW]%&#__SJ <\R]2_$U=*/CLP%/)OB 4)AX[PXR;&7QDLXHESY)'MVJ@]Q]Q/C7S=4^F$'*.["US;H/&?*%(U/0U?BVFE#Q.R^?9]7N@4J^5ZL=P1 M\L56K]JI=]N-NE!LM)M"]<:5 L;[Y:O MR_5NYP/'N44M^P9=*A?+UX5R6TC$(@):/)Y8?9E5D8,5!4W.(U=VLKPO@R=R MZZC1'T$?D'_B%<+_@4'@G;\V#F'@+,=\NB%[(?UJQ^/YN92(OE%'J=>O=..+(M0B2>B5UW9K#2\E<#@03UKH8YEG3U6;*WZP3C3SZ QM4T05SKMD1K152XV.ZXM4KND6K)F6(ZI=&&"!)/%505=U1 MAGE[SW5]O"SV0U! L9O#<&W348[&!F.'$3;N,G5&Q^@_+$%<*,$H3=6MI^5?M4E"#AD+!L8!G6I;0F"MT^ZUC'%Y5!Q8,=)O=.T7*_QCM"#[B$9!Z@/\)/[$- MB'.+BW\7J6I'/L7^_B4L)0O4.I %6#8$RYK"9TDH2FL8I5"U-)BN)2@K+# "_M/S!+%4('"YYVQ8|ETW>))PAC$,P'U1_8*\F@T&. ^;*B+@Y@[\!|0&&%1%1); M)TFE ARKL6)&:)TR>!N-P$=@+)9B@S[J3HE? L^!;RRXQ%0,_ ^[>RP5EEPR MA0'?)!CT $B=_(YM?V'T"EXX, ^!)_"I8.O\RN3M<]&[F:Q:>]M+H!6TE&X8?0@_@=04*.[P MFMHX,2JL*EAJ]"=G$C&"(\5Y1'IC)6+9M* M(\\.=X_FYOAVK" Y=F ; .%ES,>#30,SZPH],!/84=Z10YI[$SH:$+UTCYM[']OZ=9#7@>RWG-F,G&4DSETO!W(ZT&-&*UKVGZMW=Q=,_SG5*R[;5VD[56\7 MM/$.G%NB'Z=!4M#0W+_?43]C&EB?E-]LC&XETY1TNV&V4>?P'DPGW2$3V+BS MXPPL=;C"RSJ2IK#2%N1.?D6UV6#WE)]O9Z*V]"CB4ZDK;3FS^6"(;\#4N64TME"&L&.P&Q;J,,G^I&>MAZMAIC\|OQWEKJ1SVS&ZXQ__Q)*1 M7"]\X"JM44I)9]M0:8#8&8W0<7"2CR#;H7@]0F@G]ME+-8V%8H+ -@A7;A#Y MRYZAJ[6VF)X/Q&FZDTPXF89\.5V^P>O[!BKJ=!>U9%>>U44U$8M.XIG!=7*X M!"K;340!VJ":*_SA:-PW"'70 HF-I B?5GYA>08?,M0J7)M(^FA@IN>2D#WLV[0RU^E7I MQHI?)(C(RIVEMFD"5$B-L@-B:,B.R?250*5)H 9I#K2Q4E'5T=;O3AO'XP]SM=98:B3TQ/U7$;_.Y,DCG'ZZ7;]B>D@)+ SHDWX5@82[_5E2E3J&H%\;Q:;3< MO%BVFI,/B51WX?O9L._/'VP@B_RVBFIY6G9:$Y4O>XT*/+/L,F]B@ARIT\>V[MZ%1NQ=:/T_AZUGDXCXL7E2XL?NIL&SO'%Q\-N2%[ER=AZ3%PWR;\M!1%\#QL MJ5_$4O!|;,+$5(@'3053D15BZTE@BL ?)C7ZB,MF6Z9S;W>703%W3.0,Q,6R MG*A@GJ,CQO\(^I8A<<< 0-[&%U^(S#Z0B>(72S]IV[S*]797$]$3)=*Z&M^LZ M"KAM,LK"_]X[=&]5NKEDZKF=F1:7?5-K/U:7G>QOB%=:6!@4(_01CX&AOT!1 M36F-P?0J4<5IFV"R#=SGX',YN,07C?NH+]W.WEKE=3$Q+:H/SX^#3N%!;[40 MO;E%?/_-/"^,_"%ZFOSD=G." L;SA'R&1['T^F2K>H>N*[/D,[0E8\I0B(YMD M",1C&8(T-A7T54U 9?RI_J(T[KL-70'HV\$@NCZD7BW4-V7T\YP([D,(SLA* M]UJT4GR5&_6C^4S>4.@IL;)]>8PTB.N2D-^(\9H]"$Q.)CC-LA.'@;8SKD2]?2>>HD?Q4/7I3^ M>/7Q9\CR@0623<5_/V/0$6&@D)+:.&R_ M(QTA(:I"7'YD99H7<&UK*+DUH%ZZ1!^CBNOH\[?)1TQ7 L;,3I]=_8X,6YK)+M2 M[[&J#+)E9YV>E#O1_H5F?(Z;JR(MG]\;L^YSN1;M9XJ9T7UNE,S_^">9R[W5 MQ[6Y_UON+G1#_/'.ASUD,*U6G()B/-40X\/KVB)YL;)T:?EA'H1Q\OFF--(F MO493])?2\D,Y7U[N]R"$;RF7$7@_G>;290FB\VTP;YE#RUR<)N!ZJPX=+-*)>X.],]!SYMOO3X5)](!2UC97KGEA./=]>UZ_K;B(D5(^\:Y)6F3C\B4_E/#S*!+@"VW *^P'A(Z7%(+K0I. MA)=9=!F8.BY'*$\W6HMDU$GX.D^K_ O?G!TQ0[P[)<. MDZR8MJ2Z:O7FK=MR8ZF83&K0DV"2 +O$ ND^/"(36/>6!V1AN !Z7!#X1 MU)<5H3IND8"XT S3!*(B"5W@T=:(PS+^1YK-_V:A>Z[?2@R^8]$1*0IUCY+Q M4A 02 Y((7!U[*QSO&H(M.9FFYYX2-FXR+C7BF2+RP1(?:$"S8_%/Z]3.6M_N6M.X<>N(/,RR08%,LE10+$;HAQG<0%1)VFZN#3Z0%@RE)-HYQ3TZ83=$Q M#*4U.7HT-& PX*^#/:0K:[@:>8 P++KF[X$-@0_!;[ZQS)OC6V<9J]PZHH0:0YIAB MUR(,3^)!0DR)2F C,;XMG$,?A1+KO1 M+31< (^0B+T\,30J32E1A-["2O21HTXS+H![V]$!;P2T"9X4.'E.&Y7"!T M ^F^,2/T,-^7L ,NPB>_!5E289&D*8O#@\4/&!N3$,0+2T)C[R;"\MLA4=/1]""GD"N1NT0G@PK,T625:XGT/5/=@94Z6(ZP-N\BU2.*V'N$%>/3*N MD'%LG+G=^G6'R1D14 >E_DZ0"EXA32FD@X]9/3@+/BD^>!=H#7[K+#@1=H]H2@%2UG8(%BBX\#/NN#;0;> M*Q%"\?R\2,TX5/A$#3Z\V3;6H![3B@1,CM1@OA(]" B-!04-8I)W#A(!$"(M+T//-[R7<6UE%\.V'!G4- LA$>O@N9XAW;JW'ZCI@XB?]?N%XLB,+M.-Z9,T MKJR?S&K'W.F!.CYJWC+M?AOAQ.0A^.D:&.#,F;'?1[ERN]NHI=O3V]9C*Y>X MG\;FU0 "IEJO!+31*.@JJ)$NX7Q9BAY01NL./K0Q:G#49,'%%[_*:^W75!N3 M\57-B8^>RVKN)GF;FT@WW0G8FZ!E;.NI'IO:S>0M5Z4!&3,>FPIASR-)-;G2 MLI TAT96;1"F$I#">PBJ-)>=Q.G7R8Z4Y541K?@?DD0V+.;?B8%0'7[U->?BHK^9.FI%O MX0F'!25L.:5X83@F*KD^X\,+;[WX%P]"V"!W^(BQ!)_/74&*;52A-022W82/ M-M@[JL7V+HREX@;QGR3:,XO<4R5F6T&Z&0VJI+L/+B9$4N=F $2=02\?U3OM3STX35C1KK>@C26(26NBSOWG!P14%Y0+Q>9;$WXB5/&I&E77Y5I/*4_7&5V\ M.H\EQSNB?)QA,L(R'!OE.Z'ZA4$(VS--^44V&40PU.5NN$2VRP3=DX+F&<&S M(9NM9P1Z"\J1VB#)H^A0:HIF IYTI &!A'5C2%F:X<^_))U2%6]_P0RV+YO MJG'RE&I\2C4^1IJ?4HW_@%1C8,DL=Y:I%OOR;'G^["NR;>/ORZ1?;>)3K8HU M$B42"OU?B-K;E=_!?O>C'P(0_XCG,S'FB&!]96I-Y22ZCJ@]3O+O N 7U=Q(M%7#<*-@A;DU%)8@>UQ\:AF:A/A8Z <_;"^-A0"^,Y"[H*NSRNWF>T\&:N+QI M#%@@;@23@HVID8[Z$_$/219%-BID@%L:K:4HT\# Z#D;<]D,67/T(>,&^\ MVG4NS"383AAB !5D&9I"'<+>(8?+\-W3 (9OL/DY!/57CZ@[9QK M<_,]!9 E MFQO.C1/X4]]AS"K)TV\$)9G?/,4AC"'XJG>!_D?CWW%,^IB<1&_^&EO]T(N2W*KU$W+^;AK/9[+/R]%PT<)@^\')&W/-L4@:K4LZ.VQ0 MZI/?{\M')7UN*@N5PL. L6/M^,T$9?P(=B]/C26&,,O2A/%%*<"/4RPA0#=, M0I\5>EPF>X^'FSI,# @XOK1U\X' Q2VF+:WYG)P:Y*M"V?;L1BJ+P#P_C2G MLJ5LIH*9"'" TZ&.5%K3P%9F6.' 7 MH78'0V"$"]KF+,20#Q& .B?/5%45N M'0U.*G@M-^PMH6"@EY=#_2KY3L&5;Z'7%XTA^K8I-^:WY3M%JZZN,8=1);-B MA,O0S1 // 28Q02?=:5*1+5&BY6@Y\MDRCRPZGLF/L5+(Z[J%!XOD\H*VT1! MO=M;3R(O(W!M5UK',.F24LW9N & M(0V%7HCL;JBX8;Z0)Z((!@ %9$H3=7/!((V!2CD:4< Q(DWDC;<_FR:_X]>05P0^)I]H>\FW<6$3Q$NWL6.V7O?..U(U7;-M>,,?0D!T:;G;7%&Y"3*AA^D(]^X)(U5$$:).Y/W>IA61RGA_.PG.P<08B&U%B M1OI$%$&4-\0^O17TC^;N*<6,N0LL;!'1P_HWY1O8+DC6:45CK;VC%[BVRQ7 M1+ ^XN6="?D@!&ZA"1D!U@,.T+:.!]8&T5BHP]].\/7D.N1VZH:829^1<230 K?#M"S9CP>B%^M[KEUTI'RG?P M/!B/;#;"3;7 '.A0V-ZOEGJ M"XC+$;:]XK.^$3R-:EW^A\.!C,(G>/T:\?5Q=+<$G@$V&N^'(A=8GD3DB=_V(NV'Y%7)O?=_O_ M4IE..269 ,^ VCYP)$P#BZP'X]:'I\B<8FR^6)K?.] %RBU*>D%I*Q2!=:LBMW,5NHG*!103]4/A J"UV<1X?1,U&K2>=7SDU>=&]*E;0/-\&+[O!Y_T8I25] M-<^8HNXH2]'=FAZ,O7PA").;S&%@4(_(%.1A!(!I;+@[PT20I_E14<1"@4S< M$VIW]63&Q]["KWY*+D 3&-;2<$"3*6W;F34: ARLG@N%7$;\Q)WBYQ^L[G?1;W'$0Y=YQMKXY"T"95"ZXI,C@$X0@JQZ;XKJ+I<^',H9U*E9J)\PNSM^ZLYF8K6;B/Q@C$ M?@\T94-'"JH4/KV

*P31V2GX??)Q8C*PVX="A99[4R)##3M4)%'?<5G@)S'^#;N*9W-S0ASN(A,? M'>[9V1#KUPTWR>ACIJ$MM]PL%DE5YEYY/U]AU:5*E7-G_K,?4.U=Y #Q_4U^!(UB N1 M@#TB/L+/OU'BCLC5*MND1@"\V34*"D(ZNT936I=48.P.R7@IK^8*Z*[A2>1]9V%W MQ_?1VK0QN[JX:AC.*(G%3T ZAJ>3DV*KC$;85@Z]=P%'H"\#Z3 D 4LW *03 M4++KW .ZC/IA;ILA=B(:??X/PHTXGP/R@BUEP88P.<#+[#$) (UD;#J-@X<:M M"A@CQR2BRY]+X4\B@5+,[+""$RQ9MDQ%^,F1SG#9?HINIK*C-) M)8C4H#-)IY4]!B3H@UA9;@5$? E$U#S K5LHWIO9\<;H"]XI:Y)#RE){$PS. M=T=59%]B%[/M-VK,8A3#IZZC"(%WJ3.B#LBP)BJQ6KQ$$Z(5L8*^(Z9:L,P+ M7%1XG@8X0EF^*^$&<9?!3-,?!,,\!71'+\VL3N< MLQFE(B&;7?$/1&.]U>!!+S\]13 -1K4\;=U-;T54'S7%W<1$ MH]/3##9/%?=&ADIMH/: S^[8K#^ #_GESHYD@9W*J[RUO$JV/Y)RS[?M;. ^\MU3?.BW=/@[MI:R]ND^ZPA]/=28Z$EMSZ F#'V I#['\ZWWDK};.Q@(V/*<#& M:RJGZ8!;>$0-(?JM@L@EFSA+F,D$$D""GU2P]K ,P'HS:W+3.D/Q-E>(C'.3 MN[!8(STKD@<(*GF[!>A8Q"6"U4FP1'D2N@:(JY=# (Q;B'C9=/1$A*T>-"SM MS$7?L&#RIA-\$L!W$AV+N:8.4GC&@YVX"9@1!C?UP[#A?.ZI<$&6&S$?^!.Z MG#;*C9S0V-^FM/YZ')L4;N\&Y5YMVHA=/!=FQ;AQ.#H[I& ,7(I.549(6S?L M\8.ZV9E#A@H@Y/5B28Z1P$(=8%S^H93W9>LJ2K'\6*T_%%9B+7Z9+Q9J(^NY M='AG!F'H*"S"Y'"P(B6-,#5AE_^=8OF(UPW3X@VN87-/*RHA".L;4,CWT)26 M.O>_[NJN9$LKOQ\.]5'5(A*&^"(\M#ZZT=9;"O, ^^8)Y ,I*D1W;7R3=H!Y] MHL ^"C$/=/>+-@7OX^&53E=0E8[%S4N[#P%YR>XZ7=RD;F)=W'";B9KH/_[U9 ML7V/&>+B'7FA+.,W#LON#);ZO? 2/QH94\D%)B)T@I>+F+@_^<^.*U82H&M?&" M9@/M0.-NN5=,/% LR=$5+$PD*T2)X:L8()V@[A-,&"'MRE2?_L,T'48P'N42 MA<0A:@,\.$IID!)$2"\[DH#&3RA5$:AV3Q_F*OB!05%4B,'IB,%2@N3(3GZ8 MWQI.#&XU@D-9P)L\$..GL*)#XHIG*A7W@6-!WB^->)A M3YID<7B0T0QPHX4AD;P$"834;Y+Q#3Y,-%/A4S!GW_90D=$(QY.!@O<,. M.PC*1/QX6TT<$X%7-X"9P/6.L',,*I+$$.['!%D$ 5O]EXF4.!)S.+&[AC+ MH&'+Z5/2*0/=S+$BE1K=! S?4FZ. ^K"%04.7S@>XHCV!0S^0++)4F(U.6U>!,M+'JCGIJ7PU:DX8)@GX&_4 61I=]J&E^"(_3"/+Q"Y/ZU-2^LVT;,UE:3S'MU1,"\-)!H8 M)#9:S;")&"$TS#7N_6&/LPIK_R_!ZANDE)MARZ9*\D292<=+HG]4%V MYY;_WP3G=?T*_#)9K?0R2G:,/A<;5P_GR?O%M"Y-ES_^2<9W@!,1O\9SP;BW MC"Z?X%L_P5M W^G93BX-/1P4(LY3T5GG7CQ0?KW-/2G61EGHET7HUGE@A^"X M[5^_$+DS!IO7AYR]>MSUW6F]*#?.VW@JFR\[N0LM54A:D\%;^IK_/JW+Y54_ M$>T]9,N=:,8L7)LW_7&%](C=0>MS7E6>,N=P'DF\D_)ROR8.PRC3_45!?#\NAX<:PA-Z98E)IT;K+W4\5DYV56M4%Y7:A73Y:,C=_.WRXY:Z M7Y_=#[2Z8_;B_4+&. >Y=B%[X%)G?4N=_?I+[712V8X=BS^+\<:\7QC5ALW"-MV?CCEKHR2]FO1N7Q7;FQZN1K#V78Z\L#ESKG6^K)I?%3)EN++)1 M'4^DR9/V@51=LGK*,+8:B=/H?+5,5RJ=Ij^?/VRI8Z)OK,T/7W>QJ_EQU+'6 MQJ1WVW/T^$-EW#8>/Y!,WW7GB=+S>O+4ZTSF4VE^V!V_+!](U[&8?[%C7W^Q M\[&K>&U4;-SUBK9>FR8*\VY";WW<8B^:G67F]GJ^FC9:#Y>/]]9=]'K8.G"Q MX_[%CG_]Q2Z(R5C):=JIWM.LM^P\BWU%RG\@&UFEELMKJ5FZ+TLWZ:?88-R[M,!{&Q.499=[.S1+EQ_WLMPA!.=Z*7$3@*VV]\96_?;W[94>/[AFP; MV]_60=/=NICH\B5%WOYEISOHW8:/K]XUA4 LVE26P8;.Z?L-#G3+,6IV; MJHY%=#4:%1PS<_@8F_]2YO [$T=++[J5O$T_E!9;C3*GY^&08G?]&(C(G#B2" M*NEZAUZ#BB0K>;(5H82AZ)EVRLPW0=AUVHFGF[FNZFUT9D32V7#2.)#SO N7 M^P*#8K%\Z<;.:T6/]EK64WV7FYJV53> M%*-F6G\HM*1;.^6&/*YANN)^91=&S-!)'3P!J*'Y E#]1F6;K1 M<_7N[L+I/Z=ZQ67[*FVGZNW")H"0FDM*#1B_/M,ME[T]K]\WGFYZ476EU"O. M;-$;O,'TZ?)N#K2S@3_K*%177:D3T1*SU6E/]=P\ZM*J-7^;839J+!)/Y2*Q M=&[;,@XA7K;4N+L&UK8-/4I,W;-),,N0<6V3*5'69NOWQ9;5Q>=LQR M\3(5G3M.3BLET,R-I2)B)A:!M0DQ="N_W2A\ U@N'=SO\Q4G^A,@(;]%$+SS>KZWBO4\W_^"<12>?$T!W> M;!%T%.G[!;=Q3_;O>/T0E>T;L]1+/AS-9.E.-9.KSSFQL4%768]*N4RY>&L4 M$_7U^/*YCRGA]V1&+=T9'O.SVLFWY M#7*8OH*\FBYHPRL5&;ISQ;?S]8,Q[-7$I_IHGDV>/Y_W[KPPZFD+WKX%>S3; M*REZ<7%1-^KEV_,$W=>C^;S^O$0^F$ED(JF0D[-]E'Q2K[!=E)F\FQPJ7]%0 M;&[DPMI]>'?Z#W&)QOX6.AX]MXS9S+S2O1#J$255>GBI2\^Q^T+K#]2_+.KK M]1'43'-[8R9>".#?7TK\]U+M7%5S.U4DLE$/P[<(6'7 [!W>XZWF19G\25"'_M(!IHQ"-)PA_\[Z\,:?773J$D1BBLNYXK@>.Z\3N[V]A(]NO/3\W+LQJ@5:>I M5FM27-1 MJE]H4V7:G)TW/A CM+:G\?ZY'$^+LVG[SG+D3*.JPUW8H*22ICFI.3I?%$LZPPY8R?BO]RGGCOW<[% M[20UFF>&3%5_CO$H7Q.8F=%TKQ(/U)@X6#'**Q^,$[-O=R;]O[P2/Z>X[08 MN;(O+.7Y.AOM117Q-M5J7O3UQ!O@*5@;+KQK;[,>DY\OM*>R,K0N[CKI:7+8 M_X6%R.Q7(AIQMI&L_X&0 <#29_RLAJ$EC>#JA@?EM4C>MR^]@X0[G9+UZ1(MER1T(RH/\=ASK7D_F#JWV9ISM[CI1?OH#XM'XIET))E-;[O#/CTAQ(VHT^I=_M6*Y#1V@",DC"'+VL35H^0R6E1TS#&6.7(-Q+M^[C42$C1^\)]'YI56*N)Q5O MGM?;--Z$I4C;M^7SUF_8*(3P2JQ,*]_:5#0LVVI*ZK"P9HER59UW@*O !PL; MY<@@@1O,N*!F32C%YN*)U,4JVNV*ZIW&-,! D':WWT+ 6RMN>*JP! M]$*)THIJPE<'HY=>1CL%(50C1R.-8N9P:#=F3>HZ^-+S]U1KVVBQ&DB6)\IK MH)4P+(YEA]KP^]K.>C4G>,=,M\:2UW9@(Y'0 M<5X?OF LHD4&O_"&.>RQ72.HXH163WT[$VM?-Q*#*]V)![%:=U.A-_M_CMWEC@WD(RD<501:UCLB%MV)@,SG[O!]/HC?%8-)OIN%++@]2+Q#((!!_2 MT%))GXBF1TDT[^\F!A+:=$7.XEYLW;G=W/ZF^(A/T&R>3:M_-N^K&GV>53HWV!M7=WE6(=C0P3)-X'RV_,]?G5WQ1[$1>!:RE;LJ7"SUL@&$I MOL+S7_J\Q!];GC,\7UV6=-IQC0H* DD&-=*D @^=/#H,@;EOL$B<9C!H :(J M46: 7HK-%:0!4'!X77TT;772>4 Q95H/'JKWL8C MT+I$!+>O#[GDW-=,X! W-I6?]IXU":Z'ZNL>P";XLJM\P JHLE'^MKONYU M6X6S![I8-K>AYY 7\C!]RPV* -!'&TG17R8:Z=973L378FUG1L2FXH&5(2V+M1R(H*IRVY2,W6UAR5'(C&NCF,(=DL<@3*_E.0%9N4!B)&,RMPN$=9P<9.T>WEP\7S$+)F:ZC6U"],[M=W8+YC[60*'18/M7MU<;59M#7;%#@] =\\A2-C!\!$U^YA;NG9'V=@.L+ V2 MT<*PVD;G$Q5/J.],[)IZ4'W'4JZLO&F@$RXOTQ1^GI01[>RI[-A2G._?PH3W MFJ"!0XVF8"Q>:8#16?W'&[X>??Q/I0K8354W^I:/A<0*9H<;<1A!H MM;,RK?>?!5H:T(:7P?KOH;3@*^XV6&CI;5LAV1,U@[J"2<:7R9W(/R_:AA8_7]+_;^SZRX[6&V-!FT[6322H#;9YV MVOF/W\E76Y.A'K=/M251.T:O(5$X:=>A$ \#FF-S.F0:H.R==<[_$-(TR>06 M!OK5:4.R#,-Z=,G*^R NFO5%<1W0BANVQA@3?"*8>8J?)E0K"3^9KY*\\#R? M;P8Z>VP&W$T'7N/%#$QE[&C,/.:!WG+1TX3]8,NO1RQEM*-P!<]-8PEKRJR" M3R<7G[\19L3V1^&#'=/,HIR'*)M_V2AT_!W:(LRD(L:8+4T5 MVK7!!GN M)S<3]NW@#!9W!?B*F0+'%B"!-O'STNM-.:&6CS@$T&B!N!-?JB M"^1ZTSB ('P=-UHK8<0$+R:ME1C6@#:#\@UEZ%J':W_E_U*KW.0A6/3!AUX2,,XM8[JL21Y@@W7YJR(MN$!C7+1BO.95KO[0H*1WL-V@7V!?8V+!Y^#7SUCP?/)#Q%,7VD.T9-'WDR5Z MB Q3P)7 3L&>_/%1H\70!SP&.6 MCI3^F=?&)1SB.)-PG-0/ACM./?#T0=C_C[K(25LO[Y&^X^0%P3ET$5_XBQSR M?:?S54M!/5ON7K\P*6'4 :BS?$4)>I0 M#8XWA.D1=Z2-BZ5'=Y,%@4R17@O895YC05#?>$"VJ":L@T&8YW:?0'(/C!/W M)#@-^LB=\X@P#IQ.D=PTB@GV:'$7EKR;9JKY]H*)"=K5&C%KI'DW9>]NQ(MV M\V+,E'36WB#30$R=-A/=N5$1LE.D@D 8<;C#9?$SFDZV=2Y>O)\UE*7.R"F[MU03>M[/%4ZB&R-IGA(@XWDX.8^N*2G[?0YVZL?=G^BC/-GQNXV^1BEL^2EW&4 S9*/-3>,<,@B6H[5(WA 022HL P$%0ZKQ7)9":/ M2=K4(*"8!JB4(,.[X%$."A^B.9*,AGB*8+S.A#PVYX4S@8HF;9%%BBAIDCPE MRHPLDX9;!N6PM!P2#9HQH>B?#0LA\J"&H;_2=P(682$E+:BFU2;(VLTTHRE M%6[#?:TF62CWL>@%*;B M;[9(PK^D.QW1+...'3J@Y;;7)D2L>"NQJ=P<7''B*X"W7YN$MJ/ML_]4^(@D M;_/:33>2!A0>6J:I.GY8KNXK;_')?+#$"ZT_;\V7/_[1C6W8ZN;2HP*V$UF_M%W_$;XZ1OEO)1SDMV[7GQY/9+25^?5F_8>R/'[[]IM/EELUVK#NIB>_M7_6;4F6Q'2LS 1'50#M!!%8KJR(E>O1RO6HL9&V])EKS6#RUO+;R K>E0'=V?TZ2)BCDE-GAZY WNW MY2MV7=7;XH*2C[X)($T6V,SH1;U''#EMX_Z-UE<]$ENKT/ MH4./L B&]UAR,T,KOBS,I4MCY_4\A;]@1Y.T'>3I"W$^3MSX6\[4=JO0+7 M%=_]CKWJUO$Y!L+J0[!!=O["]%M#2%<>&(&T%B'09,PDB?P41/:'"4-@;VH MB02A0LSQR_S:@C51B)'A?Q@[K.9)[9RE M:'!J31+Z)!$(TZ%^+4VQ;5J8HT@.%\+8-(&4&!5(!OR(^\K^1YK-_V8#=ALN MR3:!L&":!_Z@8#*M/T%NDTSWS)W0(SQ"(JY5!&!0^Y30X@LPFB>M^W1 M7!37+BA,B,VLD*XEULTL!4T9=RC'84%_$E3F[D9EJ(26*A321A6YE;@=HH M,WC;F"\:'/_I=D*EFZ?'&@Y0+[3D)V@0J<9N+^;(PJW%_B==AC@1[74S"YZCBUBW8^ M*Q8=PWDX7UC]0>,[Q'?FU6]HNS@XY,F!^8ZP%,-&%)9- MT%_E@F784]*E:?:@R+LY]D@'B$$X9KX%CBB%OL7NKXXR\-)>H7!K/\9)"- M?B3NMGC]HXU]^SX5FP_(‘R]?FC?BPVKWJL]:@]).S4LEEO? 1""^@SP^]015MO-.C>JA=EI<).B;/VE_RC%G0(A5UP7K9 (-7F"PDAXS@H+ T&"F3Q_0#2;KN^Z9FW<*S A^>!1_CJ0%/A M8&#&.8G41FV4X#X6,8'/6$![S8_S-% 3?&9'4%5GSLVA?H0I9>\CVB>?H5Y MXGN2,(;UH#=/8+M1M60/)> X1Z=I^O"\)\? ?\BR,I01@1SR3&)<-FR M7J*^WT?_\TI9*!H3GO[EL'ZY2;D@J[='80R 6!9$4V1S]#\J$7P4F2(B*U7% M=&L._$5(E%:2X7XHLHWH@]*DN:7\O?_X^QT.'??((;7^[7,&$0K'040U:6TX M]E\C=:4,_28G]V31>$IWD,Q_>@?@UP:%^Z7LUFGPO&.X'O_!7?P/ MV?83"?Y[23 >($%&=[QBXS]0[KIE\P<"]M[@ABB 1>O$\)>;8<3-1%^*LQ: M,O=3,3YX^U;O".Q^SM:023$#\O"_D=-_H>,AGD['ES@=B<#I"!/Y0%=4[0%M MPM9(LH-N<'UKB)TP%=#X6:$+DQ9^HL &5E9%(68!J;B-[S7FM #[4O?',4W.'\5#C_0E)]W,_M5>R&^'23NOO\M,S_;?4["8TV$U[M1K@]7R*M /.B6E%53=F:(/9>],*BGF](B"IL?NW6=?_(MH!J/0?E#CR8+:7N9#!KNG.OR"5..2<4ZBN$@15N\,?A?YE/%P7;POY+E;B&Q MF(JO$E#(]\">M3S?,=-F;^YP%&3V6$ M.R$M3!Q#&B7?F)B=$L3U.IM@4L[**=M/8[$UB5&K^3F=V";_?!7G5$)+A^ M$Y\ >@4>6* [&+C1##+ES&?DQN*):"=G]0]L<]MMQ'!\PA6 F1 M.N%?4#M.?OB3'_X;^>&_J2>1=Y^%M58_RJO./&[M:CP$J!=^W;JXN&1B<,?LF1.-WRT38B(W[6OR MBT5K'WV=Z:DB+)">")11D<)MOL.ZLS7"3E3;GU'*+7?"M9UP;2=+<=E1Z]7ST6U;K-TMX*5L=CFI<->+S\]76K2-)XHMV6S<[N\N6SUDWUQ\\JG;&^9*MS) MJ])SG6QIRVE<;3BM?FK[RE4QT5RFK$1U*A7&A9MHHOY0%I?]]/:5\]I3KOA0M3J[$=#V=GNJ7]=RPCE=N+=-#/#MIMI1YK5R$(12FK=A43."56\OT?#>MVH-6*

*MICM5GFPYUKVSVUO.&.56\O4CMY8(VNE]>6<*6[3*\'K,9?!5A-[.L[C4[C]*;"CCM.LL&)VR M7W6V2*H<21L)1=BS,ZT"\PBX^\T3((9++S3!@"VB!V M;] RPA8P,"U:+=XB)7IDVA4HF/)G,6>AOZ$#ZXR"?C@#TX/6Q/TH,PI@B8YD MK*R4"G^R!UGP7X0ES?D$0\;PC0& I*LE;175H?O=-9ILM]ON9N_R1%PFRK/D MI#&)3<_'#^V[?GDQK;2_0_)N@/!Y;T[6^E+H> (3/ET+PUN+3X8*>3Y2YVDD\ M%OY]RVD.Z<:#A#_&$X7?P._8F">9%<\.?H_7:\7WHI\JJ33W*R0;S@^P\E@Q MR2TVW? C(E@N\R&NQ2+2Q(_HK"6??.\R??E. O=<1/\I(H5$&WS2(CKT=C?ML@UO M!%L8IH@.SEZ?"7G228N#$)!4(_L79? NAOI]"%AL$[Z1$N3X3!>R$\07E<]NS ML+S@B>N"QO9M6$]A!U26+SOKTL17>M_*CAPR&+K 9\3K3^HZ:K3FV2$QL0.K M:=#UZS]7[^XNG/YSJE=+FCCC^]AV>&Y'F2W&R,2C0DT_X/5G<'- M^'.>W5S0;I\? +LWV3'Q*KLYOGR>]RG+PAE;J74Z/94*.E$(:7H^^T((<-_?J MW=W4G ^F:ZFH#1N9M9V=Y'_\DXBDC-9-* !O\4/L&!0FR0VF@JVGSH0*>2^B<0:*#0?)MMCU'K0APF[A]Q!F M&(*'2PB(BC0Y6E. ()*NB.D!HH\6**!'U25E),W^3/6E%PF$.O)FGKG.]KM/_ MW@I8/=U;=J"N MN24!:^OGINI(SV?7/;J#1TYW)LK=19Z\<__]ZJ;Z]9O;C5 M-*1HUII.UP_%J^5EME"=C<>AA<.V):'C>Q$Y&N[9.4@K#6_YZOC%-8.M2BM MX0JA:H$<0SA,>#$H0|)F70%5!1 M6#UJ-[.]=]XLYQF_9HBRW^DX?SK[AU!OK3V.#6YKU W=B^FIH:H\+<3+JC$]G M_[#52ZT>].N*K-1%Y>'F8GK;[<]NQ^%% U\U]@^W8_X]Y.LIJIRAY/5AE7&: M/.4\H9N4B=N]44:19V5'>L@71BOGX3I_$F_ON,*I4:43KTO/\G1]WEJ;R?*Z M';<.%8$\BYA& <9@$X4HLZTU!4.]A0F4+%LE\]]J:IJ(L)5/AG2]((6G2F/5 M>5#V?3UC.?T.5&S]*&[>'8.AG"7-HOTT:9=,3#!0J39*4@9(,Q"FW7X2Q)NJ MOQLK@?R%A4VPS#P-.3$YRQK8^"J<<F?4+ M>1E)VQC4)1,+$EI-Q20. MI%UN!;F^D*OMTC0KKD>C^F*\K-^4AM\AKE17;.'GE6%9OP1FO<-4-P),7R: MA#7]{:.5!7?D4N4W=;'^]X/[' NG>\87-"\[XW'WUC_!(DE!)ZR/L\RVYR?+D M{(2-XTP@ZZF1]60G?$Z"*/[W$78&4W)8Y^^ANE!)8$??NIEQ,[IGRC JP8'# MWED@#0<4G[\Y5\/S<&+/9 Y:+# I+'O5X?L7XK(6=@3@19] (N)##8>'`M+ &=.:MRL.WE])?E\ 7+OEOGCXX\48:.AH6C-S@'MB:400,IJ1KN>Q7C^L;,5I72YE<;VR*L6.Y)_=CQ$FFCI?\(-'=)O*)5T[19"8)D1 1 M/'"*S&LADBB'D"(6?F*>'\&UT&"$]->#D^^B%JE.__GI'YA.$@_HYYH'XVE[ETH#RT!Z.C) .UQZD@LQE_DPRO!G"&RD+.J8[IVYT&?){&DCOL!&B&>Y M^&DCOL!&Y,YBL=-&?(&-.+&F+[(1)],T138B>Y8\; <17V(@3;_HB&W%B35]D M(W)GB9-!]Q4VXL2:OLA&G%C3%]F(D];TOAM!"JT%"_N]R=?W<;-&W_-6;.K0 M93@J5W[S&F3G;ZM(P"L,;? W7R_%G\Y<-#1?E__V(Q7[\YF(D$V?)-"_>X=9A MG:\P?4<="KPNR!=>K2U$77"93B?D"YZ0@XIV'&]5W'.3^MUC$Q?/LIEO?6R" M14.^- KD<,-?=//-]SU&/-+?>]_C)P[VY4QG^JW#=(^.^>%*PDE/C6)6\/B_F#_M..4[JYZ_32#42_5GT$?AN]#'G\|6XM]\3JQE1-;^3VV\GN*FE? K\Z__+B)6?P3D1*PG8OT&Q,J4J1.QGHCUZQ/KM^*LW\#I2I*OL#3B M7]_!1#WZ@?K#3\]+4/MOR]=/-/=E:>XE-- ")YDXT=QR5]D1S)YH[\;EOZ5)V M>UVER?/SM&L"2TC?7U@G8PW MU8#.=VNE;JPAZ^7B+%5HK^7*T\WYGMIK+]6 [NE#U6*E9(>| (LC65_DAF4AX54XKM])))BPYZ: MA>ML.=JYQ-Y@Z1__9&/Q2#:]74W^Q$I.K.1KQEJ$1*"O[']N7=-WD*O$_5_DZ M;2K$U? (F7G6L3.^1+]XTZFM;66:.P%4VF8FIURN=Z$5S.E6F!]%:\P%H8XJ: M20Z822H7226WF6^-L6EI')-",I%<,KF'F7R#>&5)T0W26>/; M1BP_B^5]3]?Q*6)YHKF/IKFOZ\D_T=R?2G.GB.6)YDY\[L^)6&ZGO/!2[P(O M];Y=U_UDUG]SL_Z=U=X_PK9_10O;KQZ .%8T\Y:QACSE#'72 P+&LMG9EC"5 M$+-_.DD_-&N7\K*LWK9C:ES/%J>5?#^+PPH*\6,#P6^."M@D*Y MFS_4+Z9.8NKHE5QA>EXQ+]K(@'(?(2C^Y;OT"D&Q>]Y5@Q%/DN(D M*4XFQ??F0<>"EKQ54CS;SQ?7R63: [M740FH67SK#9A%]&@@Y.6W3D;?I%:)B MST;]ME'Q#0!#OUM[[!3^_*+AS_=+#_O:Z1LE;!ZM$&@DXX]J3WHL2)EZK;?N MWL6LATS-JC[EOY?/Y7#G?/Q5_#&T*_.^'([&.IVZN6FN<]..:GALL1K7D17O1-M KWYQ9C):6/>LC%,8OW>U]"@$L^PMOE+,NK]TFU.'/PK5^K:W? #YA+8Q(O!C-/&')F#[]Z:$P<_BG;JIJ(JMZ+<+8;3?KP/-M#S]\1RCK%M,?&$LX<>ZOR+D_7?<^<>[7.)J/P[F+1MY\NIL_JN)M]_'1Z@^U M< Y=XV>]_V1#CL.X]6_([O)LX]_]C2P--<2\CY8)5>?OS5^'", "PD&E5W M)#8=7S==7Y-@65,D$SG=A+V4MY%)X,N/T25X9[N8>- *7/4*G7HEBT8=@+^#_M%>AQ[$9GH[*A&>9?O.>-;UZLMW*<,.BQ$J4ME*41O/HO25M*:XOS\^Q9/,G; MZ?SE]LW!E1!29]GL? PO>G[@>6XLYDU91WY(Q<1#5E)'|%[V+?T4X.?_NA3[. M;%]L8XX=&3&M9@8?>'82G\R^_D3Y]GU>Z!2KY7JQW!'RQ5:OV]EV]XVZ4&RT MFT+UQFU:]#'=RO:-M=[HPAB]#:%2K>?KQ6K^2NAT\]WR=;G>[?5@.+>H96]# MXW*Q?%THMX5$+"($V]2^S*K(P8IB\T677- G)\KX,GLBMHT9_! DB_\0KA/\# M@\ [?VTM@U:LG[AP?Y:OE# M4$"XS^$%MNDH'\W8Z%WX-^_@%4*_;07I7_!F+7 TAW4DKJ;JP#N!X+) [9]*=_M* (H93" -3+96.9O2X!7@/S#W1"&!KQ8-VQAH&BJLE $>Z*8BB#A__6U8))9 M;6M!M2Q'&4:$@6.3R]>*+2BCD2(C=4<$R9OVW+_;@CH29,EVPVSCOGH/II.F M *M-\] 96.I0A9=UP!(+,P^KS0: [I_Q\.Q.U1441GTI=2C+RK M2K@4K!A*'=@3@P'!@'#(3ULEHNHPR?XL^=3(+.R;VHO6,X5]JVD4K[1:/_Z) M)2.YE!B*%N9;3Q\?0=R4YJ 60.CF1 1[B:"Q4$PL8&XC$V_,<0SL&;I:.XOI M^4"Q02;,'(T$'TKQ9152V$7JJ9@P!J!7LT623#(M*H&G^S[- WFUI739R:625[5[R4ERB!4+"I^L'8@FQ8-J$&:0ZTL5)12NKWUXG)HI8&TP4YV;R?)F+YW_\DSW+_M[MD((O\M,(5.]\Z-&; /D/2[TR++/9F!)PHO#%S]Q+NOSEA*]+3=*FE%S[,>Z M-1C_^"=UMHV/X8L/:P\CI,_R)"P]!N[:SH2*80HS \Q:5:VZ8O+T*7O+B&^ J$,Y^JP%M9WCN$-^2=\:.95,3(TM,C#@Y MO'C]7#*)-:&IL"U#R?_6K@EW<9\"3A0(05T(N(E:U[Z;RRE9T').0 M!]$W)/H#L*>Y8<%+^$OY7&%*RLR]W=>%/;^1 !*+I" (5B*(GC&74R0!J"J MA!OBW\#LYORA39>C"5NQ[H+@L2B16275DC7#@6J8O%,LVS/<(-E^FUG>5TB0ZF::G-[&,'A\H^:^W+5?2+],*V2 ? =0UA(FJ,5]/'_=;&CY1HM 7&!=MZGB)[(1E.YQ\>^@G"1?QO[^=294=:&B#$Q/:FV+ M+!M7G"G&()VE\=B$[;6/S8#B5&LD# C,H.Q7H"]RIBHL)#!M5 E**NC_0&5U MK,ZON,Z*6CMU=:L7Q.$4^'E/L2^&JU'[6![.PYB*>M5:S-N+>F<:+ZSS?:EW M65D9(*QR.]R<07I!V146KU.]I1"&;"W #.OZJ$<":J'F%DQXI*BVX,SQT_M3 MSO'XD&7:_38*8/(0_'0M@>GOS+X6G^K;9O? ^^CI6$FNZ/Q^3HO+0:/L,%=HT+WT=G%I4KQ]3+/Q_)BHUZIJ^74:BI6@=*2V1W"*YS4 M%#1P;<_@#O65@U%/]O,NIM'ZRWO/$1P3*\!VZ\EH:K364.'_%!]+G M'):AG[7MWF54NRJ)Z8F2Z5P-;]=U]#6'4.=1$Z<^F?[N[QI[USEWRN2'&\^7; MY/JJ<" <^!>1DXG#Z:RQUV+*).J\BX C&"#P/80K26.E.X/,$[#^7_]QOW.O MH5Y7A@4]48[WTM6[7&:DK>.HEX.V_X0;'`M(L+ <.D:\\OBAHT\FZ+QSLZP_)C//8BA(>Q+7>?L5C'6)F!_=$#3R5L&BK_5)9GCQV>?AEU1V M+ @!XNG&$T"UAXA_L)HZ4]%-!0=/(<0/%(XB .4&TU2Q,S:F:<)I%2Q%TPC* MR8VZ,BP+(IHT*G(D4U/QD:J"(4JK8 MT:,PY%QCE:UM!X M,25-G2J_R N0J9ZXHH]4ZDOEOE& [3E3$8EE;Y;3&0W$&ED\85QQ*ZP!'Y)7- M8-2H2Y:DM9_7.27C490>FM9T=I&XGYT_6%=7Y19JM%L,SJ8/H'P#WF*1$**J MGW;K'7? +MTL^6\3=KL>F.BUDY%1/E 9&Z;IT^[!,R/D?_R2VMBO*MDN -^!9 M!JE(PLVP?O@M6*J:(EGV%]FX;*QQ4%<; <65^HW85.9RDFW(_UDU.\P*!U87E1)4G&T!FHMD@.M$/-X@(,8Q*L=4"/"@TB;WQS<9 MF" @6*!I:Q)S #.M@KA/*._1W7\"6*)<@? $#V+C^/I$6W#0FF3.H+[G1+ :" MW%!M2'1,LB8P3@64<%@3Q?+&-#<-."?V^CT-E?>,1^]R 'QJ9+H#AU0# U\Q M'$M;>Z 2KH>R#=SAF-@-DP_W>/P9 /EW9&(O0A;9&KI+R!XPGEW6@/DI)$_J<_Q M:VCU;R:@DPO1MKMJ3E;L +I8\#=#18(0!6V\3[461.W^JTN7+/P->K5JP.&L$RW>-(@;=RPRIR^[N&J&9 M7^^NWRF-I#Z+/Y4U44H_U9XJR9@5?WZ#$;AK\C,4- 1;Q0//O0A7_R;DU3ZZZ MZD.Y<:6=SX:78*-=DY.] TD6@#V[<&=?&LX^H3AW3%0@;9:NX^X+R@XE '"D M:0T4UK@IKP0O8*>1E!UD8>I(Y9 *'[Y#(NL@#)U-NP13?0>&:1I+O(Q&D/%G M?"]"-U2+GA^*2-+A2%+8"N@$$ID*CFDNK:G^- V=)2=N,CJ$>-6+;UK6*W8J MZW4JZW4JZW4JZ_7GEO7:GP#XBG3!^ >< 5#H(1>65,HA]O%?X6O[=ZA]?J>< M? PPE96"'ZGG1Z.JQS+7.N^7B_55M,+I\+$Y)-#,=']?S@BH1-3A0YZ$@5E.A MF8_!GXD:=%@0ZDSH;(&N\)EK-&RI04/4KYD_'$]# .=I06DDI=;\%,AD_R MK52)ETBU65D!@2@K!(E)"J I@9 K+?00DA"$@RI!<<3&;X%4:Q%.M;. ^)8RG;91?\?!D[]I3VE ME0LWGACF5&7Y'K H#EM5^FC+D2?ASSX3RL1W2>Q8?!XH3#-WMRJJ"0\O&CJI M*H^,QI,FA..Q8PE*-1# GNL\QDG&/%'-X?:C% E&*6&"@$E0$4/%DDUUH."$ M-&,9"8YO]YPHZ=/*D I6V,![8%=IW@,L)&8BV.C31B<1*<<(9T2%F1(&!/;M MG/EWB;^6C$6C&Z'82WQDT)TT/,XQHO1+ ^ SI/BLJ&9MW!GP6,,,S,(+)JK*(3O)O"&_2LXMX6NYS)RXC=J25 M82PTLMF^S&2=Y&TVUU.B^?GCNM=Y2F'N;FQ/Z:<7SBYCZK*/EP!Q&AQ'Q9DK M: _AO%HAI/%Q> (P3>8:09WZVLO/5U.RN=UM[>DR.G^VG]>T;X.6HSU=URS8= M IOT:,,C6P+NB(4J_;79X+YPU7E^FL;O;J+%@C4=K9^6>U$=A PH [,\F91 MF2JJPMAAA2LMNV)XKF@=%D;8ERB1"RB5%)@&RLTR/P_1 UAG^:AI3*3AH1"T MUQ7D.F[CC6!*PG;]UGB*FP- 3='J7@V3;+F87=WNRW4EP$/T6VCT5UOXG%*),9B_ +;[>[5V+XX?R[']739:E\^I%MW;ZBA'=00*B")]0(;[@6,=LJ517/R6(Y/ MS_,7L=K\04N2=+0=T=[!)!5VI%RZ/N:=&]N;A.-Y:[2R>YFFUDLQR; MG\ WR3E87(E:5K*K=S,CBZ3N'N 3^&XD]=6XXD?:3>##P:R,#0W6T^/=P7'+H8 MS'\CR;*B8<*#XO-*DOH3IL+*/,+%Y05+K2HI(PF[#?PDMO*(.&N]T-N+6MRO M8*QWC/7744MTX&S-4/29REB%8T 7A83%K4T""?/]AI-IA"F$P_TC;A:@0DY MMLM V^QE.-".F^W'&&A L21$RXMFMOUCQ"WRY1P*;3KF//=81\C>#$-QD .Z MPQ+(E,"^;R DF=^:92!B)6=RC(!P861^@;!O8-;6R+Q85X7Z\9EC7U>6;C.F M\ (5E"TI.$;[> E[FXJAQ:WA9#7;:I?E<6[_DA2&N%B)+9G,*SF.G[TJQ$9B[MM:(;A0-3QUK5S?=[ZY8_V# <$:T98WI&LD,]U#9!3[SOTAP$9@F(ZM-O"V^5T M?:.:"KU6_[IH\6]I.EMFA%HVWWH\CV.$@*_+V8Z'"V;HMY%*3JZN;Z?K^2KZ> MML;I[G*\QX9!PCDRG7R.8O:%Z>3)Z8ZNE,3$*==NET]F:RA.*_8;2F;^:IU,_MS%*UFE"[C[UH3YPN,];=0]781R? >GQ.([\OZ14". <(E*>@HVF?A41I;56!I M_X)$N'\I%. <.=#I=)BVN:^_P4LN)Z)8D8TY=O25UZ5-^(O4'KOFQI%*C\YE M+=$SX['A5%+E=.]Q)0XO[#? XF5Z-.!LI5_VH>-\NB+6+P2";>>[>9R_Q_$72 MV1TG\)4N(U?G0-2+#W,V5 CH,Z2]AVIYN"4@I)DT50+$AS<1 F60":QH1K5- M!>P%^.:9D>_SX@-[(Q7P1F2 @4[#K=7@V*7->=7'P_!W'"%LO^X!!9M9W* GM< MIC&XK4[L]&6O=FU- 'U+5>2]V]9$PU:E1BI9JV6AL*C7OLJU.K-;0&PA3C21V M,0U&;333AV;M!&SH0S%:W%OA%W:\6''@Z'J' V@KW%!F&41+]B,KOD:=VW[% M(F@2'S[6D/.PUQ>_VU$3^1U/S5919W^LWN)041>CRR& H4A(T@[MW?P^>]PX M(6O[87Z^SK^4GYLJ.P!CKG/ITN'5NN/>5QHS/[*W]?S;C/N=]10*)YCO]4 MF,L*!=S0A#E)7LH5R/NC67C)? LRS\+P/G^'M/2CQ6[Y['T_B%'1^KDO&H6N,?_R1W%)2('&_STC3[E.R= M^_? 7W;JG22=W[Z1N2V5)OGB8J_'9.COYR*U+IP8+:]I>Y,NUA'Z9+:8J=[=] M-+Z3'[YU&=PPMG7NWU]WZV):YSQ?? BC+Y>*\5RMFX_UF7_I(O\G#[=6X?)$> M%<3B,GV?/N]6UD62C_+Q6Y?UG;KLUS]U3B>5[=BQ^+,8;\S[A5%MV'R6M=73V)*_?_L? 6=OZDK^\/OG4Z"[N](Y^D/6F'Y7 MNI(!TWL->8,,/8#!V&";^NF2*:[8E"0D(3FL[IXDX#(SO]YSU/I S9?B=E]N M"8CPXOYC8]WQP; CY'&MZ^]HF/?U:1,_,E?B2B+O'-I]D9U,J7RGLPKMUHE! MM/0.-'E#.%KJEL;M*DB5N_US*/L.EF(%=/3T2XW17G&%^D:9R<)*K>5

*M7^4&_KJ$@2/KBTZ-6<(^M -;,.%NZL \Z1=<#960;ZQ6-^MWC2Q: M*TG@5%+ 6R.6)TCZ.$A)+GMCC-*O88D3$';7DDN)!,%+:W8&0D6!8+!/3Q7? M2":.P)';C0F.]&DRO*V29!5TR@;+B7.3R]*&]+TCY%(#\OL[K MBLWM36;OKDIT>N?]KK4SY3B M[3_NEB]S]>P:3%9-M4O/16ZI'XH'97]]#V9S@"*2Y_6QE1J$,CA-A#X_JR@R MXA]HA;JLGVMD6.KC69+T9M6X?3YLPX[SSI\]V>=6\MUN5Q+U;L3SSOK37E9S'"[Q& >S_7"^<)93'[5X_:?>-:,>LADZ#05[_;+R7FO4,WN)PR9"AK"TMO;4O?\W]XL-=}\ M,[+PHUQ>)(6.=0GG.7_RZO,RK]RSH:[87RA2+Q1I"FT4ZSB58FYIQ+X]";D(!$]"L,0 M3U&^O;+H0C.B81LBVZ8-HO)8*K9;I;9R4-";1Y*H3>TL&,M0])(*4N3/%AU: M:H2D*3X$\,#\VV, ^YM*.%4=]-0$L^)?]*+]DHO-0;=-C <\[.#XQJW%%CMJLP9!\!=!R4J6*7!J \CA8SM73W,WGC M"UV8=852:]"ELV,JO-I'PTP9C9A+G, -Q%&.'68GV.1:, ^O.(-T-$NN,M'K? MI>04E+QXPDYVI(SB)EF_ Y[5N"8>P-TXS4329!:Q5\JD#G5+0&K(.XH0L!LH%7.W2=]QJ<[&:>/GZF5%@9Z8SNEQ@"%3T\(B:4I\K'UY]8;([3&R&IM?NA7TQ MOXT]Q^AS;4FF8+2-.PM%G;0J KI'J_+N+D:O=&@OZU62[TW MEH?1OM M-HH3O[TWHHZY,.[ZRBK8QO:8;T:+*BAH95K%70@9-YY9D5)3;P)P !N82+T=4U^(Q:JK,E/987(49^ M8+:._E_ <4*84[C.Z,:U/K<=LNJPH4D-Z)?Z) "!8754&",_#G9.F8/!<9WF MJ4I10IY(:3C?O,|(YAO)562*DMUF$K[5MW5Q$$_NP5W_)=-,]Y8(^=KO+;H M]FC_\!$:,N3-PE[/&G!+#=*FY4K9)$)U:CA,9\9J:!NOSU?<)+=?J<6V*DW\MA!,]I&,WGREV]YCEH M->M3"#>OIB"0]P31M&X#(;4IO)J"#XAR,,PIPUU'_JU)UJI#AS! M$VC,QGY&\L]2G$SVJ!#7+/W0]3CXG5_9QI4LT7)Y0\-G$@#)BR%&, -R.LP<" MF9%,AONX'("HA%WDU$C3?(O^EYG2J-H+5Z<4S4;VTW@Q.U^FMN\8QWX,M].M M-5P(;K56<%C,A@_N1!\P-)J]"HB. MW0D/L7JR0ZDF"B*\I0UEOE]/]CH458PD*5BSK^.V1,8S!/H)I85%SI;KF7' M^P5'Q^76UII5T: MO=8/Q>?GPGI\B'4SVQ:T\F.U5OI8O_ST";,O 7>'VTS%:>TYQM*;N;9(M66^ M6#HSJ.62UP*_NX@MD"Q.(2>"B4@C2*'X*\U7&QU,B[55HU^GYGWU94X7.L)S M&D^0"J9.Y8$X2O<-2)OVD)\LD$13OA/B#.WKIF=N$[A!^G%+R%^Z:)R]!V:M&$%Z@R$FS2/#6,/9>C@/VJ^/M(=1D*&W@ AC@Y.X5VB@NNU;<24A?M/6.I%' M:YU';YU';YU':YV?VUKGK*OWB_16E^C!A:2X&(F3_>7:A\WY_#2%:)6=4FDI MH26Z>6U-ASKS9['N_2T."E4%HFN M(D_0""ZQ)P7I[J"QQI_4K+)UX/@E7-UC=P?+:>H3H@A0:%Y$G'V"80W7-&+!V9)QX,' V$=MO7)S/071[-!SE=(JG L&7K&*U=E:.0O("L22OB(LU^*B]B8 MZE+,'%!5]9 ;Q9F7ZO8-=(0/WSQE)Q#@X1N="VKPW4?!92C:W;9Y]O^@_,)L^X&-=8JKL(5U,DA##BV8)APP&*PE)!6&/O:1OADI.F MMJ=+ W;C.AY!W@)?AQRF5J=B],PKR1B^ @R3NMXMA:1*EHI/0:)=$?K[VJ#I M1\?)8?+FV2I:KI.*Q@ZMQ#RS':I2:U;Q\1(%$?%*L(JKWRM#_D+B, M/3;A @5;-&J$J)U1!$X^FWWN6SRIXXX#&",]/A=2!6:FH","MF)6CMO00 <4 M94.= F0CH1RY9'C$N1X(]RD(-^.3TR64NVDJ+D^KO6HX7).MEU'.8,!DJH@3/L:H&[S"/X&P\&]0A##(0%DS/7PAZ_$JC*1H:#Z[*S[#\RLKB[2U4ZTV&QUVY7AD%]%#N--JBVF#R.]/"?*%47# MA7(YH\<'0 -V+]"AKPHWJ2.7@K"*[[J+9%I\3G:WH6IC^]<_]%/A\M KW*C1' M %5)+3&T?V90D7 6S/%P$3CKF4Q--IY,:!TFIQRTX="BX#+(XA@5QC$^"N$;B2;'PR@-N"$WHF/#:%((3]Y EW],F:7!9JPQZZDCZ^LE]3(JS MM+3]YDO9W/P9=&0MO87V@N>9+'AI*YOT=D>M=/U%VVTB>>69@;;%Y\H\UX&' M0"W%;CY9*L:FRXR:RC/#J/?*_4BHA;1Y.C>O+Z;-3C9;W53FVV',>^5J,=)? M*K64QJ[;K>0HW\J1(7F,.Z]LI$A\]-Y6-U3XJ:-_;H)19[GRDEJP;5IL1:GUE)_EYTEBN5,?3),^:Q3C,1B M<7518?OE$KV7M3XWW3=1:Q?/I?QZI,^*_(%EN5%WTAU75\5#MHDZDW@N/81' MAW"4'C_/XPDU59.%F3;>-A&;\%S*A$N%E4J-.W-1.8#" !3ZW B"W@=.Y? A M(R=>XFTV'ZZ*FSC7RJRR^%(33>XB:'P^4Q;S(C*[NV[0)0FQM0E5=I0&9%(HM[;QET:8W8;:??@E7:J]%%?,YUE;29D M'D3 /HF\-A?[_]UAT3' /6&LI/J;%Y]&5=X>HF*1Q>A]E1V[2C?E7>'#E9 M5Q52 W-D\;J;2(W7>G8G+Y0@^_I_7VT?K/J$]IF]E(&)7\ O1D@#VA, ^/F MM-0_O)34UH):17?Y_F':S6U'[R@B04)#4>&R6;A8W:BNMV2S=<#5U:KR6A4 M;TH+M26RNKSCNF(*$,L&$]1P60D[%]/\N%@^I'*DC>!253*^ZS,21P;/V2[MU9TTGTO\.Q(HW@2F[/.A*A>F_!EN<,?UD[D3A-JN5;R6)F\[MUL"^@0@[<;(=9*YZ194P;,K+=;+7ZM*);JW3'NGA!&J_^2&BZ@Q#]^7A1FJ_M:&8L^GO63F0('B6:F%DHA+$Z##)X^SO0C61)#,AM;_),WP.'?ARIP$'7N< MS)03G!Z'TDTD;JF!O\U?G&]%211&@@:*0&/4EG57V)I;ZXH[9HT_<<69O6%F M;U*.KIH+,S-"R#9UP=HDZM$"Z=Z(UY/\'C/E)?(4B?['>4+&^\S3]43%SB6= MXOO@EU2%Z/2,74/K.O* R_W!)?P4CSW@*5?L],R_\7S (S'9R!TFW-Q"=#$$WVD*87(1^=. M+Z]"S00EB.-F8^0X;L#+O^ LSNW2]%,<_WN#_1(>>6?[_?2P51.J3[5'LHYX3%JO>2'MQH!\4J M.4UAX:Y1*PETU@Z-J<[_'#WPLZGW9+48N/QBBW*QTX:+RET'\]8;W<*?X3V%"?) M8*8GB5ZQ7ZJ1K85_&1.SN&VZF==>?8;^/4-&V:]M*;SQ%F6N'$IUYH52N4FMAB_+M-YN#5+A=TV7(ADH)EO*(*[DH[A%@-)>-6.B MPM+U1#U'5R91H34911#BE@PF(M%@,N7-=_G_6VAK1^Z&T/O>VAM_UPO8WA MK<10^8V*FE$:\=#7'OK:]]77?I(W[7)6\;OR2RR6T5'LM+4>RM+U4; F;+L\ M7@\'/+6JQY?5_+!6+K-88PH6.%H(AB+_HE^L8=^]="O'OK5S]>O^]183!E? M+HIX*% /!>JA0/TD!0I70K [1.CP/5/<2>WJ8BQ;AP*A;C4BT9$5*]+Y')LNMUPKBL#E,(!V*#L;#\2#M4_'X\W6HL[49;[5E=:NXP.Q-1-N]B7Z2JN8YLS]% M=SN'-2:3O@G [T!G\W#EL[N_-[7&<[M3.(TD%@X&*.3P60JZL.J1W^:=DQ]0';(G2E\#[WW:VWE.U.0O]I\OF=N0&QE MVYMH%?A[%;B?IXC](7K7K>W?NZ+EFV=WW$$IY)NL74?O19N&A. M#\WI^VI.C-T^"37$Y'A'MZ\OSK[]PPCHH69]YYC"=]&RCM2IH@SIG=- 43Y* MR*B/+W9>\E'%AID#78V]2-LYV"5V+*T6>XL\]FT%5;%H$&X[F(IHD;AYP^)9Z MV"?%("(WC4'SN7<[CU[IL&*>Y,Y;NKN,5-Y4!%+VC@4$V&NB% M]6/-1F$H1V[7H^M-<0LA%Q:'U2XPYN.X@8/A6,)F+!5#1U M3=SBO_A='],_"Q[X0<>AK><3Q<*RCO^^D[Y#9D#02II.I,#>,)V+)891+CH=)M@4\,01RDN"@7"4?YD:N!Y%5W'#4Z>B/L>B/$4'X?TP8\3XV$TE:*'' A# M/**%9!A0P@C$N-??<;RRJ^XQ5_;-FHKA.BAC5B_[KZ'QR?%BEJ6^M31<4-U=#0 M2X[9NU1;QU4)X<(U2-,$QK.9TE!9/9?V@PE4+?Z1E3>1H=$5%$UW ML/O$?M$TE M>KL),+X3Q7T.,+;[>GVS6XYF;%T=M'N[!29_/\GA)3J-:X0Y5(XQ0)X"!6(G MGY]Q<)8\T= &@$ B$2EX'QZ4=X&8Z92SQ7"=E]G,(I9N[?GG?&5+*5[B0!083F8T$[!1S[#7','7!H'"&!RQV: M%/<#I5N)/C)FQ@8F(PN^@Q#.*-69U$!3\OU4B:U+F5&RT\Z4"ZTFBG&&DZG' MJ(H;JHHW%8_H4];S#K-=#.YT8O0Z4<6A>@$%58$H]&4K\9RG@.Z[YDK87$ M78CXY?\NX!_#0>U96ZR6FMH5L[/X@J&9VCY#)XC(_^ M^H<8;%:4/\@R'AY%]PTTRI)W*['\GCN;US.47U:A]O4LQDNNDG% M&+T]8"=GY_48C"X8@/\LT6B7#9#V0:)P7$!!@1#FTF1F(8]&8'F.N.@#P[@._ M-"C@EHO[^C^RA][#XRT^<,)]+#?6230!JX>;$:S*>EXE[JEE\.[(Z;KK;A MY">ZCV9UBJH>=B#>=54*+ ^'R*M=/_X,]Y$)@ADHE:>J.EMW%[E8=J?N)PDZ M]8GNHW1#RV>K7'$S;_I]"P=$XK4!"K-/4V[U'ZX3UZ YE]CL,B%]VK8H(O MM>F5RT5_[$' W.OX,DR\5PJ5^MEBUSR525>CG4FRC4&@DF(@DTRN.]LLT(ON) EP*LKVG9KC!8W95!&D)G_$*'I'_BX/P0M44TFGHV8VLZ6DYT+1Z/&$J?_G M&J1EY1^C$8N*^O>_*/R__SGV90SPHG%"\@2$R)PN;@Q?_3Z#@R5YD N[\?42$+EIV%0&1%Y*/M3CS>I$O(DHW<6TP($ID 34%9V3I#4,W1T=F2V/;H;?S4Z.EI. MAS;K!,A Y>] ."<1G=TUA6U/1^AA?K!U/=:/W,9+A(M"ZYP G ")0>?$-#@ M B1 7'G'>]'6HX6H&S-Z.'*WL5;7IL".!Q"EX/-4Y/I#+4SAOB5N^T4./^R- MNW@8:*PRW"FJA)+V")51751 E,UY1*=.72&#LL>BJNF!T1H>((!')W![8T0U M@BBZ#Y16R\6G%6FZ3X3C>G:.?,V"\.12')<"6Y@(B+YK_H4?H+N@JKKB+2(M/:LPI#7B@=3KI2(,&]*.ER.PYA3<6-:<^XT/<*+DX+F\&]N,E$AB>H@B%$! MS=T.&0>#8,IHHA:\UL9;KE4P3.IZMQ22*EDJ/@6)=D7HIVN#YCTE9=+71R';\T7.9@DG0H +DUP?':N55[ZCQ"=-F, M/R'"%= YOU@"_1DU4$>E:6>,GWA0\R@OW&WN/%B,'B-Q'YZ6\B=J# 1LJZ$7G M68YZ>D_&YO'9(/D$_S-(%H=L+O,S<^='!P&?0V29^0&2 7"A&I DH)H'8IB,'2.H MA$X)LG8T3P4X=*J;\=,[4,1>G?/NQU];:!>^_I==83F.3=:)9ZH^C7&I4*B:MR$Y)^!6']JHN$]<^;I40IOA8.)4B9R>,KZXEV/A)>1:MS,*R'GMG* M.N6S)#VOGW7KXR2LSTKLNMM8A%36\-5MKZ%5WK>'N857E5ZS)2EV?0NEVDDM4HKZ5GG^/#"-8%2'U+M2&O0&:Z7A6A[,HQZUREE,PNQMM^&YN)2[='Y MP5I/U]'\$<^585XH27UY-NN&Q/JLU^2W5*6_A5=Z=D0E7WIB93M.LMR&#K^, M3CV=I\<>"FBWIA M(+$"ZAON66>LE.LD>WRVQ:X&,%67!]G>6F?@E>8ZOY%AF.-$%0=2[(I:S5M2 M^O)KIU>PQ4 8=VB'ON61Z7[P@M M1M. KAG;&>IR'"^E 2 7%BK@7@.EX4]XLQNL:F]'C(YD?<6HHN?T@ +[2.G58 MBDAQTU !EH94#U$FPA*K3R.HQ?MJ0!P^"F(@(D?$PC@4I&F,$>B-B+B,] [S MF(C]AJSTRT$]_OJU#K!GUC1^J[NSY@5+'"(3AT@4(A$K?4 MP_F+\ZWH@""$3Q WE%,YK+NZHCGU+0F_HFV)(^+WWC9'T>0#$'<_".HI13\ <0> '"%-/=.(!B7N Q(,W MW0T@'M+Z+@!!/<7/MA]^0.+!F_XT0,0?>M-= "+\E#K;'?H!B==!XOJ>R:= M\Y?-=GT89WB6.X(UDGAU!'Z6P/ M?/@H?(@\Q5)W?1C7(\0KYPY\DL"\5CQ^5>?[#Z:%=RH-[SV5/T'*,KBTGQ!# ME5/G0-=.L(L'BGP0BMR[4*V/X",W*,)(,*,H+]+D+0)M=%)FN=\'"\YK!_Y<3BW0>%4T)J8]R.@3Y?$7()[J.Q7 M!6R 1&@J_/N!-Y\JI'\(WM /O/EDL?U#$":?R^R9B_/YG]2'#B"12XD).40YT MU+6F!QB>1Z.Q:C$\F=#.UXY.NTA.G^)%/(E,/B=A4 WJ>?"D'.;G,R;Y!,= MVZG<'?(\R,B=>G-O"//5AT+28.[M5.X1>1YDY,@2N3>$^>I#(1D;]W8J'X4\ M]QD+>MO :=+F"/GGGMI/4(W%]4#[0-LJ$_^1=N G*JZ?2OK_OIUJ^>4CFJVR MMP\>P?PAC2&MVL/T'EN*I.FWLS-AMVT2FTUKIQ]B_5HP2^BPW>UZHG4-<:SC M"*G'^DH[\RA[CMP7WO_YSD+0:W:2>/!^E)YY;JNVUT &HRKM9FKQXR217XW6?HA?+Z42@Z]1RA%H[Q/\RYP8\V-F-+;KOQ\XN M91CV9G&;FG)-J*3+%Y-3$^K,4%FRR<:WI]0W:69!.'W*1+5]C, MKB8^/_?E=+Z(NM^DKF%G/S:(=&1_9SAMBGNU;>#QP;.-X*,)_R^P4&2P#RQP M\EU@#'=T.Y/\"T!)Q0=OEG5],D;TTQUO)\-_#[GPL7*ABJB29,3F$$U^0]-] MO)]E,[E.K-U=P"/8 KE9+@S?,0CAU8(AS(7$2HB*#.?Y<7)0:X]"T0R['<:1 MZ1X/1S].Q_U]1G'+:I.O$79?S_=.Q.T>?.^[\[T/-^V3XS13K.ZBM:XXX?AE M20,O&^:33/L$E=BDZ]-0B0I-YYM5-!7)R2P#6=YGF/9?S2=NR/9.!&%_.ML[M&6=]L+WOSO8^W 60'2?Z6S89GG7;6F7Q0/YL: M_>]:I='?6T#^[*Z_.?^_6VM]_])D5FIH*'3+G=VBM6WKF4GV'5,C7\W#M7 LM(='+H<"6]\UA^S!KES,IU!S<$6A/IORL]F]43')O/.T!+8NV?Q=/N*QA_=M=_M)DO[<$.\SXV7HW1+'W;I^*S..K(>U>C)YVBDL_J(;V93^^0\4P^EMM-5N;O* MH $&9PWQ!R?[3F'VS^%D]Q.:?W"R+["MY[O-J'G(I>:B(NYY$,X\I^1/XF3# M2*:7TJJ=9)?3GUDVDNU-)(XV5G;VE.G^5\!). ?STSH.W&(0&&G@ZD?%\"F-N!4!C],B "Q4L%16/ZES"M!2G"4Z!#9M[C$9JZ\0YT-FMUE8&G!7#C@6C8?>H7%ED&.),H?'@Z+O\/B/,Y-D/G*NHZ;JPQ8'=XP? M@OZJ"<_W+W0QFIW)&3;7]$Y(@PAR-""-9"Q9 M,-+ME3(;3I00Q><4M0TY2@>H"\>@M.ZZ(XX:FT*RNUHE#JMTISP,U9K0T$O& M'"%H(W%[S3+E55#RD[BE0EP,Y,%+7$")&3X&$$QW-P2X"D$0H;O'D20/-B%B2-M >HCB[^HZ#9:VA0IA3 8]X")F$:S>NXQ?)_1OFU^5C$Y-!\24AC&-,!P#,(M)1&BA&'.I7%BL$4'\-7);4PD/B9L;3$5#4V!+ $N\,5VZA32_@VR;FL:FB-O=.Z%D@'0.-M?#1&09+YCWBIYBG#C9!KT:C)Y5J%VP>:/2+4NLQ\,/K1V-Q.4%9.H=DLCL= MR'@X(P/O%/#=#56!#X9G(^#N.2.$6B-E P*_-"]M2K\&^+$Z-_;JP6'8_" MHEVCL&ZJ)547Z6HG6FRVNNW*<,BO(H?Q)GM&\S@Q1M$S,\NA[?0A&W=V;R+< M":I BLSC<9EHY*)KI!;FF)8 +K.3J)&)\]-<_IG37+#T&_X"4H6\!0$P.ZQ,&-MNSL<:$A*\3 M\+0]IM*IM7VC,6WM-<0LI'CK+)JAZC./;=M=-@_563Q+ ,;6GE8JQTCBO&R0G MRE!A8?0SUPW19>%[';^7BW1.X:R"K(.R*4U'7Y&9##FPXXYU%,.#\K% MZJ: GQD,*'CZ/!Z!BR4E68#-ZD< BHL@'EF.I\,9%^ %;94UE-W&F'E3:319C;H+'#(@^_M45?@]L; QK% M3\(3^'JHWI4XV:'=8584=2MWW'*I0LE+]"6,_=-S2K^#+]&*

*($T4Q7S)__P"_ M0@MU_P="@U/U?[{]D):1>3)[CF=41K)R35:/9Y{W_V97V,8%D?6TC143*FT@A,*
M'=&A(CKG(2_":BD5%6;4.BF)%:94W,ZK33P/,;2 P)EZ5'Q@89XAMWR5T(9A M[!:]0]#UJ:B]ZBF(?
1P9$W[H)J@0N2%CX"83%4R,D=G__BC%CG8@*?W#D70] MKZKC0G$CSNOA'I-FQ\OYL/V.$E^X1!X 00F,T2@7AN7K51.RNP989.IV ?2;8
G@,&ALJK(1D61!VI9A MQV$SPA_:+8!EDQ" AZ# @Q?6"_PY@YS#$K%,B'@/OJY3_N2:F6 EI M:*RHHOYM=OAP[,N8U$)C!_D$A,A*
*%FX,7_TW)VVYO6;L,YE\HJ-F3[R_K2XA MZ"0"L:=D\C\!^U=T'I[#1!-+'4?FJLLA=[EGDAJ?70@*8\ %=3*APT\HTV@>NL5,/ MY(HUH8I,I5*
N\-TV"I;Z[0_<9VOLD>R,(:MIME6P'0;VP&"RZP$U8H3#W9 MZ&I0EOVAFR(]I$:^A)R? X6N"/P?7 2Z|_<1$;IHV55U1UY(/CKQ>),N(4LV*
*M+$>B9IRU,DWK\16V)OT)M&^Z#Y'4>2@Y/T')R=7Y4I,I::-Y.18%XGH5TR.A M MA&OJLQ*6%0;B"G4"5Z!F!M33&C$QJY F/ $R4#DI *U-*
'!/@N25R.E@.^ULZ M/U[AB_+&DRYZ'&1('|SM2!IQ!LI'I6>#M!=W.,5%%+ON[\4I$')@<^>&8W&*X M07\8$?
=L)M=28WR^DPEESJ7C]9XJ;TL4/2AUJ61B,LD4[JXK\2F MXP,//Q$/NWK]I5T'S35%MU>)6+K%ME;MYOTKC@\D^7S%48O'7|*
(+OI/HKB;I M66E7D _;#E0<8S]4;T0H;:D6MG"'?/(X@H5E-^:EOHHF3I9S!++0A==KF(^0 MUN=IF&HXG-M6Y&9DOAI-
*E_T%JU>9W.0J#5,+!E2@+0&>>2CM@RAGA._G/*0AT>-@C# 3GG$^3(*SB"U MT[PP9Y+VIGJNF8DJ9BKE@L-*
*)UWZ*FRM7$_,RP;.32=:YVUP^QF"GW>QO[_I0 M3-\0!!E#T%<43C;)!J>^PL6I @/ C"AD[Q# 1'O(H1SOOG1('@!LD5QCG&REK7H'UG*
*M.A?<<(1H8]X.46@,1'@\P0"0Q 5Z/81-'O63#FUI(> ^,6AM*LQ/""G;/0_MF-_0LH6G?+R*]A2J5!KFY2BIE+R=<'&G_^7B81.0PP.?B)J.*
<\GM!=G[CB=_M&.&7><&#!%1FI$$>F=,1Q:DQY4%PASZB5NV^J:2BQ7 @X\.%X MPZ?4,EW!)B<4=:;RXA+\954\D*
*_76E$2*E.AA./)UE$..ZF,I)[HMQ0I%N#<6 MXEZV'Q-V V'S#O\6HI"B55&6XWC 8##Y4DV\E].3DW:Y,2_SV=6A*E;9]@#Y MMH+QY*
FZ,;@I@;T6D"P.Y8)%]#++:LI[JMJ,Q.58/WBCHQP7{0)!@9%R@HDL K*
*M07.@._\4A*IS%O*M+7*8F=8/MB$,^Z$"M:F,8EO8.+>K"E14@PHY$+H_P^WA ME@)%3>*0YDP4,FSC$X0U'W5TJ^.9<&7VYP'Z-*
*>MC!&XB*KZ/Q?:)^;6 >@0X M'GST ,L6YG!\9UV)XM(_8EDMH7S#.A>O>5#N_S1V3R:02-A8).R2BJ*
M@3N&GQG%9YZR4URW8Y=C.N!]R+1C1Y+>#9BI-0K;;IEOM]!S9.+ZGLY19JP@ M:DN)V_\MRB@+-C1"I64X=]?("DP>/0-G7'N[?
4"EX\G(D#WB.\2F7"_S9)W MP?;5F%+6B6".!UA(YF(NEQ]M7.IZJO-NX{GH!E3\/ $8RK8KQEX!H1GC&>0C MS4'OYAU.;<%XD[96-*
^+&+,\U;B5OQ'G=@0GY%HS'!NW@JBSCPF L$"W<]!K@-1;Q]0MK)1@B8(J(\>#.1)T'3>H>O71 R=)"L@=_FD5[% M2O[G37W]J8A-*
FXC]2S2<%1@RCF(\Y+="!A)6I% G!'(9@QR/\.10VP>D5EG> M%6Z-6"-NHP/!QB/WBB1A;]8.E>9#JV=J/-E0YH"#8G J+P;"G@@;JZNSL9+*
MT(:XO-S83T\Q+J9;.L2UV.U5EJ:?+KQUC9+&_%YU<>X>8'+WH)H!QDP:2QQ M&U--?"D,QKM:CPI1M>);.E9=,:?
NER8XU@#:.1B'K\$8C8\I"#2"$@K MDDM6>U9$H@S;[;TQ2XW2W.)6KF[[SR'M9=$62NNF ?T$?2CKS+4#;BCA3N97T]D"(@#UA,[2BP-+"@P M\((V.S\E/TYI)J[Z8PSJQ1+[3DP=\X).9.KNB)T?Z>].'6M_'2"G0UJ2N&2X M621U5&7P?4N_XH_2KT?IUZ/TZU'Z]4>6?*
*M&O*OV*_'4O!@.!_"_QE1!]^J'1 MWT:G2]]$IV-B168T4V<\U6=$ML^ME5:EPWRR1B\6&M$"(Q4/5#O3?U% F>M% MIA $*'53.S'7Q*
*M1;Y%N3*I)D?8,SR[XE/3"R?%(),6<3<@ZP[,7D#';3;FF6!$CHBCVN"6D&TU MB@TV8)-'O1T"Y(H)B*9=F2H:-1Z.0#+O)P%_?U;*
*<_5]/S[RAI0"BEHUBXY4L#V6)$+8+(D*]SZN&U"PEN5T.TT XF@C&_&C P/;3 M?-A.O#K*CC5IP^$^)3Q=AU(^ M&L>[<)S,*9;*
*M];W*MR(UB,!T],D/>2V/$(Y&(39X71GOG\ZA?$HL!&[OJP+"92-AE>7VF@-. M5&^3DI:12IS-E$?C5KV1>DXG$)PH3]&$3AY@-P/&D2+*
<_8!KIN:RP&FSA3R M+]1_V &O0:F=$C%;(S:1[]5TY-A\5D\Z]_(B?A%8!O,)/"G;H%)N! QV#Q MF)(#/<+B3?7B8P-BU!W%PR+^\3*
*CD0%GIA.!9,I*J$,BF^;7SK@0PJ?RHD;R&Z!4FZ+6Y)CMV1+\Q\5&WD1%>F6X&ZPV M,T"UV7:?JW7V_#3V#I'UUO!&,K%YV4<3!3*
*'I4UQF$JV"\^H92+U=#FX80;M MW0%[OU#"_P*VZP:U,SWAN;FJ_DESOAKBF&&G&+$4ZRYRJ?$B: \9=QB*W"GC*
*MPY6*B_MN**38!:*R!NS,)@WGMPL!!BIVQF2!*/$WXDW5E(VCMS&=-+O%F[V2*
MC<68J8HG5_.+5R3)+N!S<#C\JK0J"I"^Y%TK.=5${YK&9>.F-4K1IF!'#SABD.WC-?8>=VO-D, MQ%?]]R_1(>D3\!Z7%6JI@#' ?XY_#?*
N_1C1EY9?6% M 977L^]6; &UJ/6TWBT_LZG&_E!@(LLMB4Y?S;^]N&:MZ"@BC-U-HG:?Y_P MKK^&D-$C"BF0TX3* Y,L.M1-*
*V\44Z9<23L5K@M'O%AI*L'\1MH$"0P3.T%2M< MJJ_H^.VXH.;W!P4U+OM<1LCW:=>9&=H>WD] VC>!2KON2X]+?!KXPWM!%U*
M(]+$/@DC2Q[EZIORV1>:;M2N+Y5P!9&(X&+#L>6%KC@U/0@$7>0AV!C?9@D
*M=QA31TA>M%$"B<^%9'LHX^"'I7N8@XGLKDR$I>.]F;XE7$5B76">HNV8;^;!V>G01X4DQH@L_]*14SAUIK&%?SF VP-R:C-*
D%3A4MD'F^188VZC M8. ZD[P=?-LH4$'^?-+A -UHU;15T+ '1'&<-3YJ/R9 MD UA(K\VH@]>HKE:-L&(4,W;*#PWDO9F-DP0U76I*
*!OAUFRO,;#1WC''T:/ M/S#]JWUM=Y_1E8BL]- BF=JPF:D'M&EUF2?-38!PH 0X4V QBN M'*YCA?%40.$>^@087*
*(#P!X#JR$ZM,2]0IR:$Z?.@NN<13_N605FF)9L[?C M]"NZK!RGO: 9VW1EX'>XR'G3\FAP_F9(VK7ZL9XF@]6KXU[>EG%/TD'D4_*
MCZ?1}'/H^CGCRSZB;RJZ"?Z";1OYC^8BOL%;YW""W=+YQ"_(+6U@8YCQK(18-V]OOKO/6^HTS>X*YW M>)R=NI!+*
(3OIJG/ZGOVO\6I;)Y-X<,#5P"2"X)=>^$)!QPI]A<:GYQZJ4M] M=#_R4C?HH^H0E*Y'FH:/+83!X44!.;;Q-*
*WIGHB:ST.3^ADT)R4873H,4/Q&= M@G4(-[%D93;#C*A%6Y[OAU-MJDGL$NB?U7F0D[=QJCV(#>=BN!%**51RTTAL*
*M__HG&CMIIJ6J.%ZU6QV3%"'D{J#2]I8C5OCC$BK*R/I7;"#NV2@5: MWP'().9 MS(>L!=9@/3GR W1W#Y,:R9[QNR9A7K_:G[ML*
*)9SMD9W18|Q" MZ#U&U]Q+FW6Y[8W@APXW;C&K/X0H+G;W) F(EM3!*6Q(5[L)<0VJ?6$:&ZI< MEU89Z=#L+9C?*
F='$QW>^*"LC1D+CHR&D?$$2,LRF<1A= MLQT4T5&LS"8YP%E34P(\ITT-?"01G/UY>83":0^V?3NV'8J]9=B-8P>*J\UR*
MW(%92VFM5]-CI<%RC7@WW,BO1A%V\M<_R2>?Y#ZHFDDX;<=(1"/]28W.Z)"C MK7GB2"0-
A+\M"FBJ/FRA["'\$/17E8/[6"^^#$72XU&\4!=ZA>X^0N5RI5RE MENR^H1OW$898/'%H7RW!A)T'<407{Z,:%2K+)O1 :BPXO*P4OK,*
*(98NX?[" M5((*QA(QGPB.'8&QW^Q@1R._E7Q"FQ9:RSB-\Y8=#6U7"@]%,, RDB)A%_M*
*M+!*O3FJ]QJJY/:'^NR^WW:Y'RBK)VD+#OFS7N5'G\LH$,Z34Z'MBCCGQO+]C^!-.U[6= -Q[61KF9K81*
M[F1B2XB:8X:)I,SC38$&R/'%^,)-L*@%86RA"2?[-\'J_ML5F>$T V2KJLX MD8DU (-9H/6E9GRKA?W'9Q?*
*FZ\-2*0WGY4SG92R69IG"B#E5PN?NE>WA;4Z' MDX^_R;K,(\N/^2<9Y',=7W.]P$A\,J3W<3W>*9<=)FTR/ ?(MQB?8XT/L@?H M6/P=7O?*
JR3@&_\!OG.#"6S]GF\$#W%-Z2(J;3]68EXV04S_R[XJ:X?^? #P_M!"6C^?G;T>.0WT9'&7%FZ8Z1.FURQWMP7SLKX8QCWM^+._N&'FP?
5]-U61YN M=Q:-$E71YF<:N.TRXTNYK),Y0%9;!@L BE:V8=5I95N=Q,;;;+YA#2F31X.J(!P_^ YF7C/P2?KT#2!> DTV/3]:SNY/PG$!|
*MJF$]XS[@G'40/U;3O@/D?)WB[49-Q_+M2GJL?OLKVZLJ_2*U<[WT?#6ME=5N M02A0C/T'I1/;>*
(^]$A;P&.*F$N]F!=7\VZ,,Z=YEL04J=]IB_; MHM9;RD/(!UJ+1;V:$L%8;EYN5G<-PTKC<+Z!=QYG?M VL<%N:K62%H-3RX^ MUT?*
Q"9H)$&4?ZOLW4=\KFWVDL3@L%UWQ93 MC4+9\K R.:^^0XC;&46&YQ>M MSZ-5^;.]L.)2C@SAX\O>\CEF$L>I^D#7|
[QSF[_00HEHBI=WXG2RFR2'O,RH M1I W6@3XAN9\7GDV6H>#==Y)=/A6XC>ZO%B'&]T>TFU;6W?2(O'NE R?WHA'
M'5FC%U!66W)XC1@_1\Y!>H"R6.#\6%=[9:&F;X(XF'#@J M9F,:-U(VP'? HZ]_[!7NH^'"%#$P40[$#4-Q/$BP?D9,5O0DQ:$ +A4M<:SJ/
*M/Z^W?!_4%V]*B[!;'%KX@!?:(,CI*Y"HS#G.I[/PW%M0ZTF< MED=G6@Z>:)9U5B@8462G.Y,[U4WPDH/52%*
*(G/OOS:;^.SH(^'MF+8NR\=_8I M4/=Z7X.>&(W5=>\JR7FY2^&YI06O>PGIN&-HJM<*9GN*LR/N=;%G(WZ5,_WU MP6I(S?#,R9$?D_)-*
*^,V2UEN+T)X9S^NI/;2Z6678&'R6!JPP,Z8P.H0DJK[9 M1[J9Z+HM]2'#B9VVXL_[KZ_#SQ_M$[IC7)-S3*U!SR?/;#LTV;?26S;/N3O. M?*
*Y$WJ;J4*[&1V!ZRF4A&*&R:ZTZYS/SU3RIRHH6#E\.95CIDO;^7@SLR%ZPU'=V+$*XU$>SG6ZJ\F M\>,->,3M:ZQ?"$DTG]P*0?LZ<-S-*
*Q3^RL/7?LQJJY/-

ENH3P3,28Z6:\L8K10XYG$1)K(#0# MD(D@Y)^H5SW"AQ\=T./S P+>EPOL-]W,T M-L3@("[";]
[!KM#CEWVYFP_7\PF>N*M8KQ!^Q_CS#J0 B-S]GL4=$LA*28=" M7RZ7Y.AVF MF)\SM/H#$>,+K+]T9CI:N,L5#A2]7VN%>?
P=6N,1;F0@_%'U#RD79'0R M,Q5[)10HY<&)?]D3JA%:YA.JSBZJTF9+-5Z*4@_*Q6@P$DL&DU34@S-/4%]T
MZFV<(]T)7,Y"N5P']P_],,TMR] JNP\5A38G)QC]]E!_V47EIXY\1U(=;8% M*A3U^"M_#:L8"6VW\D;N42 MK_1A=C5-=2
F18*)5"I(A>,^/4_/#"IV#EG\M$=CQV;*([FC",A_><&PYU>MNRV*TL@Z]H37N#5!#FR7K!R;!A^89L;56]\GT MR-)
(YB$_XV&)&A;@Q379I'H[%*+ZM>OHJ M@9&^34VF ;\=4.5GD!0GG4.JR+V#*Y %XH43T-?ML2. ^P-*$UK=5],,_ME5]
(OW*SM&!4MX'<"UG;<>V_IPI'VP(RUR?9][M>^AK?5PWD,1I6L(#<5!Q :)-
>F\DS3EKC/TGQ@K52&%6"K57[)H*)DX$%A1_FL9[BXH2O\?CI1*7;K_+MC_O':0B!! MU* HVY,JHM>M"54?F952YQ=EKQY]>>42OVE-
78QZU-1Y:NH^H8(N0EU30?.^HL M3H6Y2@AW!5YJX&_S%^2"$&T;W IA.T^V\B(1;]TK;OK G[APVHO27EZNJ^;" MS.);I
MF7^'MBJT.@A?1DDR%UFB(:-,:$ZY=Y_=>':'8:?DHGOL<&/5H$< M%[Y-VWC%J20#&XS,@N36HRLH#' M-
I]5.A[XQ6A6N/NW!4?.@.5K&=470,T%#^+(\?[[VMTDOV0K#F4 RTOWWJ 1 M0MO[>!M5W34)69T7ZKEZ@VTQJ&?$K4G)HH?
":*RW*:8FNI+H!K-Q3WU>+N MXRGR']5@]$=+P0S3+N0J]?X72SXTDC:0@P;,0\3]+!$7^]-$')Z9<6-BPL]$
M6;P7]36@6_RR=P+"GS3V%_X$?M[Q/[N M-O8W'H\!%4]20RX6IX=1@8\,4PF.'W+A$3VF!!]PY6[M+AXF2B MQ^1"\R4#K_0\
<[.NJ'HMEI>[&5[0>_'G7:;;?W0XCWF M@'O1N7)S&/5>R;;S\^RP'=?9>)_AV%TZ]\F)";S2\W8ZN>GE]%[DA:VG,MM! MN4*-0'D[C T]YZE-
>ZEQ9Y6LSKEX*!S66UUE--T.X]XKVZ5XNY_H]H==3EK/ MY_7BG,H5M\,$]\J#.!;&]_RPP=:?$[M=1)M$6R,&7NG94:RSC2U7W+K7%6>Q
MR7)6'B?R4?1.SXZ&N?1T"2KYW+P>RU2XS6@63*33WK?'@X5.[MZ>9AD]_[M]#!:KC=*N^8PY;TR,V-
:R\Y2$,.K\HZ6(,5K"1YB".6]M"8JTPBH,TV*FPCS M5GJ6Y"NQ[3 <]CE153LDV6AU-X\+A>@@NNX-!B$(5=IGJ2N0:4!SITV)>[79
M5<+=0TG;HOE4GDM']4QBTWS)]N;Y5*6R2R\32C[5'(:CWDM+DDQK87&H4O7% M(I)G8BWM68<+|
(%^8R@=J&*L&NF"ZG,KIJ3[&IV!)^_#_EE96\\FR>K+O,[L MY_-6CYD7&OA2#U1KM4&N/=9J*8J65EL^0HU2[?
8$7>H!ZU9>=5]>LK76O)[I MO:S4Q*A;W<%+?;.J6ELF=L]=6F!!:C-=;BDEWI;@_GQ0_+3I?4GO#IKLOEA? M""*3WO4K\++!\<(?
MY_;B_:LW,WGTW1#B<>*58Y!EWJVI>^&^V9^*%)4/?_< MVH-8KR7K#1G,\A1?#!+&5?YTF(5BK![D*JK
M[59[MH!,@/;!K$&B4XY'#]QFWJZL4\UM=96:E>"E/I@5YX2FVN@,5U1_5*:% M3HQNPO^&M
JE;3:)=+JS&7;G\9=&GYKEP+36@D_UP:Q#EY*+S+HM4%RWD>DQ M1;T2%B'I\\LJM,JUASW>FP^RW73RRU8[Y/;
(>V#606.VPU>7F\"E,+N ?'(BO#VNI0(>>]?B\)#[KA MY6C*;@M'QQH=:,%:33?[.=KK=8"S^7-9)/!ET8\J+W<=.1Z/=3OKF*Y\FI;
MTF+MZ608\0'LN!Y)YS9<;]T5=[)^2.1>Z.;PX@/M"93NC@=3C/-[FI;$\1L M(@P8B*\1'V@-F48D7^QE-FRH+'=CX8HZ%M906OE
2P(@DZO0S(;EGP_E1F0*MLM2G,M4QE9CE-O74 M@!E&?4#P7 CUY3*HQZF0U'R9YLK9F=;$EWKX %\I#[K927K,@KJRHHHR-:*V
M*4F'_BYN5F)Z",)QNVP27QDWM)4U' %V4R)O)CHN8YO?)#WNAT,A_(#"/4"\ M>H#A#L#P8$GW'(4'2[H+*#Q8T@W!\,J
]GD5]?.VC/I5O;6XXP-9\;L/(/E. M;_7I;-Z1>_/04$(G@J?QO)$.S[+#+S\),]/&L_,'V'\RV,UT?;+_2!C#_SBC M_<'T[@K[WU;6=[,CN0U-
&)XH0T$(+W.XL 'P_P!^/"5Y_-@G0]2^4:D\F[6Z2YQ>3#/!T:/GUKRN/;.MM5?BVL^T+JPBW-A3(D;X.FI(@7I,\.@7L%J+&TXBU?0/?
>R;ZF/__A%*V#&I M!B*N O)KV]V_;H)5'%62G.]NSPC<1%2]0$"G691YH]VD)K;2ZSI;#+/(&*TD MLONRSDY=4QI"U_5[M\8T0\)D9
']8&VR9'1S;E2/D]. ;.N@> ^D>*/4C]0>I_'JF':50*AL+5KZ;U^&P] MX1?=;II:%'+%^G*?':.EKZ#U87W(Y@;U08D"DT6[RP_&\9<#*O2-
__5/.!A) M1L[0^@^P2[WJC#&)$PU&X0$\QY$$@@$9Z-_0B/@2?O9-S:2O-2+^-,W$)+*6 M16,UH!L.
(A\FQ>:*6D5M%A/4/I33UCQ;2F?:S6$2*23A>.*#U)$'K3YH]:%. MO)I8YRMY__9^](F195M[>_W5QC]GANQ=]RB#Y,,O<_I"%2<9\7I"X&
B @H M@ZB__DW0&K&F+BU1,V)'[VH["\F5:SVYYC7/9%B3QZV>65EP1*TY"=M\ (V"
MQHZK3ERDPR2<$69YMK,YHEYQ;BOB)DVG*XI7W;I"\B"3 -H.8%HOR_3RDU96 MXU6S7&%'B*KEZ; A1.S4:I^)
[*-90K&]4K).DN[PCUTQU@7:FX\S * Q7 MAC*?;1MM,91K*II3C;\EUU?I_6@ZZD+2E92Z7H0]DR\Q3 \M*6A))5/)V L7
MOY.MURVIH4K]JLW5SZZ,ZOQ'$MMA6I%K4U##T=S"G4C;@E$(IA3K#Q\64+A[++E1,D&Z3"39NU*2UQ%ZGA6Z767IVWRC7NFD6UK%+:
@>GFO M2]]K>](\ICE=2CWK,]6KWU[4_>U9\.^WT3K282;+.'QSWU>O$[V'>+]6V=1Y MG>/Y;&]2%KOM:R2)ZBCX;;IKVDIE]-
"08]*B$CFRCTY M<56F'7(08D\0WU7WKAM80I14NPV&Z2]3'6D C)(\0.&]*KEJ)'*-B>"]D4%V M *8TRF]5/=1 4'6"]+6"2>C$5
NG;X95S=2I8E%06J&T0]7B\^(ZD',3FYC(_M 5\(E)%?32L#BPE"<0VU"N(M<;T5C\DNN08FU<# .0R<7XE.\Q@WK]N6_*I3
M6;"90""D^5+HFT1MA"B*4!M&X\%#WPH+'2L0'2 Z7*$.]4%X6$M!_'UHFF8 M0QMK]AK%9;?5"N$A2DR^;G?.QQ)K8$+-UY'Q&3(0
!D4VP^'IM]#PWZ!9R_. M#9)O,L2_CAB63S9-$AW43Y :MH/8 \#:[0AC-3LNYH5*IJA)6;RD8 (5BK4 MNY@[E#]D>D&(@1 #
(28)$),D7>Y5C/'7Q<>?;3E4"P6CCI1@:8<$L.6C;LHORCZ<0I^4W7< M$+@P^A]PE!-=UCTX&.5$]G((2 ?@ZA]MY3-
M]>TNY2DX3@4*P:T+P=%:]5_: M_7@_?67^>$]>@VD"@]P)#G*?[=*|_CY$8YJ>:.W^4+:A'U\"$W%\57EN;D*30-H M&EPR-
B5+\0CEZTG4Y'5TVA;WLE$P&SC?03-W2/@YG7\FRV=:E[&^::P<>1)M;!:%2]X M)N*[EJ,D=)- .8=RGD =Y].'[FXQM]-O^7.^+S>Z.N-
00SIE[RR2Y M2H=)]DG*FV5[ZD.,Y\@*S?6CVN5"V+7C58+TDB?B5@^E[5T7;RV_%#*EV5(V MI/X4RY?]T7BB KB*>G^2]!U+G:H?
%I18*+%0P_@#D67K[;4_EQLJC\Q%<;18 MC(N($X0B&[I2J#L2=]$ +]*7'$=ZF5@(32IH4MVD294@%64OF"YG*5&[';?A
M>VZX*T#T0W5'B"9V-I5!CN_DA[[=$UM:3^%$/.K726)O-?@ZE_*:D/$EJ MS2?%7.Q;;7X@C6:&'V3L0G-
E>)6*%HIYZ#8YK)PZFC#W9"#Z:."77C*R=/%8AJ=&7@U"/(CJCK>>%PHHU&3;XH]U)7@UEPA]TFK M'E#(W#V[R+8+NW-
"4^EF3:4$*"/AE]SGT'4?13,;2N8;@YN&2-LO6E6:[SN=_MJ='FTZ6L @RE78]-\BV\@T(.A?RFA#P)ZLR?2?FL4D8J1K5>X7URG)7U8B]8
M&$$HY4"O(T8 M8_A-AJU5BQ656>@M$:=V]3O@[*"']4HIE/9$]SO?%WU MP@"=|;10W"-739K&;Y5|\^'>H++IVR1=6X3)R$-?<|-
A6\=TIUH2_"V6WQ_M"$F+?7%!UG1M;2 UI6'JYE3MI(%Q2(>*$X7=4=1[O7@A8D#$@(AQV5K8IR!C MK(W)OI[O#0U]A50*>$#K[
XRJ"C-'Z.IX[?O3IJZ]:8DX$\6\< SZB:#$7IG$ M)DG#^!.1M;!^KRRMD#[J]X.YNM5:M0$;A"(+%([T[;EZWDSQ/;*F<7;;!,;J MK]G>B@;3X,?
8*N15R*OPYUD/Y9' O-'SC!8,1FH>?9H\;FID>AH(KU;(E M=1&M;RVU\.UW&2O$P5ZZ"<]8.;,Q=Q/FZK7O\!N"WY!-(9O>#)O>IDL@:YNF
M[IEJ.'47:.I*1J@">KUKRWCV0^BOL1IO'L+^O4'N'@=Z+#_0^[.YH>X1,"IDT MP9/=$WC#/!WNL7#4B>HX;K@?6S;N4OIZVX#-
Z2M=42/SU9U*CNJ*NB#-,A)=_MKPB;[@!S1W3%+2VY[W:8E>KY3UFQ7=5NMS-S[<*X-**KR_G>U'8 "@'23RJ3J;Y[9RM"4N4RK<:
M7'5EU-_ESC^G5Y)Y\T,$XV>;[:K>2"]X?)FI6?D./JZ5 <'(.Y9@[UCR4 K" M2[[<42TE/7Q32G)3]B15]BTU1:!WJ9"A(HT]I\K1YE,$%GU*W#
G^HM_?1D MQ'P9J0FU$H)*#%$O5HC TT7M=*R<>(*F&FZVJ]0& M]8B+:0*_0P_VGG]-
BP&;WBY:O,>4^:'%E)1*BT'-:E^@>]5JJ9_E;AE?W^#* M-I)GAO,N+1N=])#MT_D2/LYJ?X2M>O0M$7/:CT?T<9R]2X&G+%3PT)4ZW]RF
M MV;IB1-O9 M#B^1DHQ[X9RZK@WL]L-9FA4WS]%(H9<6*A.>;M:TYK2D<2(1#5 T$XS MA^I.CI4N!'$%X@K$E:0K-7\$+-WUMN?
JC)87LMVZV4BW5"K+:"&P4)&20U(G MR VZ@J!O)_3,3\'/JN-&5;ST/^_@)[JL>U>:I@EC:-<00TN=)0?IW&<*&?GJ
M&/FZ@\&F:5LW%OW=,3JZ5S\5OL3SN'25TF)=F1G]94TLYHZMTA'<#$E<3^?U3 MLOF-35L1J8QBX#EI/*1$=HO4.!CU?
9_,'PI@$BYB>*CD-P63[(A"=[,A"[E; MB4A\EECI#HV8&-Z;H/AP3%>4P#"W>4 LZB[-DC#:>R(.?B-$E,FBZG9(IV7>
MK[>=:3W;+WLU+9P>'+J:XI5I-Q>E_PQT7X')5OSM,MON$"79G2;ZA9;.V*F ML?ADCI?!M3^+*-PH4[\7*4X3_1E6SG80H;]>2E-
KPRS9)A<>!GJ',:\?QNUR M]KNQ]R968%<#*R/@TJ"%%(GEL#\/V9MEU@TWD'@GJ'"'\$C_O'3WJE56R,#F MI)<9IWHB^9'Y<,:;:,A*@^V-
)CE![;.W;&-9PBMC322B.5.P=S 4SVL3SR2%*M>SX@GR:?Z3:)?'MN-"K=-<9G;E.R&(3R2;TMG]<9Q#DPOQL\(-RZ-$\M)%T!
MOYF2I87N27/HZ(:.[N0YNF]-!WF4SR80SY*5W0GG :CCLTPY@S8&&-]QEHO, MDAA1::EKO)37<8]58C5BCB4,1O2L23L,=\7,:-
>4[Q=;+ \96F6/78=7?C MM2,9C^9<4@>\"U<5"CR@O\BR;_KS,,23LJ/&R[)M+AQUJE]NOE)3N@7^KD*[M"]I=EXU725))'D4N;JR:?
2IPI4C>JK;KUE6O,>E*ZP,P-MMZ#-M3J9RAIH6-.MU^B(>@,#,!;-7.+?&N "Q1>*[R6*;Z+4C2_+[](O4]K*Z?4%?8.L:36_'B$Y M+93?4
V)%P'=H%OEB5KRD 4+C:WC&5OGSLG_5F/LW)M])X/VKVO7>-JJ) ^F6 MJO"28P'BND^D.[<3;@"2@#K@P8>TG2HI]+?(${C/,>;'71-
IDVEH!;8>-8D0D M=4<=:&T,.Z-!N(!P<:$:UM?PPJMTEUM]OEH(C8U4[;,"P6]D+L2+4+LBB#N* MC)<@_7U5?I[WBHUV0R?
<[R@Y@J6>L-0S*=#Y=GGGU:MA3TL,=Q6>;:\$HT2OS MLLY)I*%V>6HC:7-2Z6LBB>[4+O0NC<;3J/^&P &! P+'M2EDGT..3C"QI].%
M(J.=_$;%)(%J^2(7(D>D@.%W8$_O(<=U.KH^II<]&09V%S+&ZWU"K&,"W&S')%9?\EWZ#1"VAA2]R %AF-)6/NT'>
[@4#4@J@%4>OB4"M) MVNL?P-;JP-8W1&WH"+C1YUR?JHG+:01;5)@,RN#ICS0Q^G?4+.D$YRT#[5)U
MOAXJ./V+15R(X8^LJ#_[RNCG7V&VGBZ'^N]434ERF($F66'GJ91E>V&MI ,^ MME(Z>+;F1)GVCA?
6]WE3U54!OTJ^HH>18L"&8*ON[J=(&*_\D2W)$O6(X\G M^" :K/,3G-\Q:?#UJ(VBK^[_!'_<_[8\5R4GQ*_I_BL>T"C\JGOT O!U"EAY M?
IHX^212O]MH'DGC+]_ ^?YZ^_B.H(K(]MYU?]^#X9%_3'1SA$4YJ*C)V5,E MI GXZE_2/) V[GZ?#/,3)^]=:;\>
);890XPS/^F'G\,Z1$CIBFMD2V:] M[7[K_J,(4._L]THO?27H\ZEL$XT?/:SIT;G$EX".//:3.M&QO! IX@FZ/^6V
M>RJC*4+&/JQBO,]U$8T0#/WY^"Y(CU^^)RX,:KM_A$@K?Q7N"+U?RD\^LV_ M7]#SV:$\,[-W7[C[Z)7'WQ-=BI!
<'*LLS3(J*LHT@XGD1!Z++#UAQ+%,JHQ* M$I+,2B&G2&?!PK>N92['%4J-5(W/E;)<]6[G<"O5LS\?[IGON57>>D>AS@FY
M4I?//;S3CNR=+M?E:WR]V\@WFGR;ZY8:]8Z8[Q#?1NKWWCS;J.?X>H?/IDDZ"C^TBUP'=]^_M"
[0U]RZEKF45\%E4&1]YB1:JL_\;N!.EOX_\YE^^_?;B*A,2*I,38._28THD MQQ0MLB2-B>ID3"BH)#&4/-GSD'2OJ@VZ:-/;!E.-
KRS3P<8GM/0,#T3PC)C)XR6?1?U&89IS6\55"ZQ,OUPY M6CI]OV'6EX8;]$O%6H^U)$,3\?@SF7[?]V]Z.EB9PSJE>=>]5_H!6!E[IFHA
MHJ/U!T6^LF@1Y' XFE,J)Q(B^G)ER1OF9DIMFA,*=BXO4N.<7&_J6I[1^=^9G\]UY.7QF[-O798.9;>D:8^B!M!@3IH7V9$XDX]]>9Q:C M?
M&HE/FEF6Z+AKZAQ^U 3,=7VAN^J,UZ^L(P-;.5;RW3BK]MB51\92%7%AMH
M=U7BS6DQVW>S]2HJMT0ZOM*A1(J*308+=&,%C69V56N MCA8(9I79YOOSV:0EL@>^G;P:H^YJZ
G(ANIJVUDNY^0"$4/C2VLY'C<6"U0S M&FA1Z397=" O V;"XDM5?^AD.R1;X[-<3L+&7'>XHK301(HMS60#.Q#,EB!L3+!T@-
GGQX%I=94:P'J(\7J.M?B@JH+EAXX]+F,("6\G;'1SJB2 M'V8F]6:CQH5+J9=++D;4@]^<6+:&-C:]+6]+R? ,L/7"H:*>'!5-^H@D5!V4L
M@BX7TWWP @=.U2#Q29 K;S347UN3MMAKJYD%D*<#QZJ2^;6B;"42E4AKP0^0 M\]"G@*
<>.%=G,EH*6,6C>%WD,B5$Q!8F"98>.%AZ6;;KMDL MAV)ZX&"[^L@9KXQ1A>]7B6&A,2EF?#0(E\,$:ISSD1Y11$RCT"27_33OK;Q!
M*UP:DZK.#&]U._AQ&?-D=NJ+YN58@,L/< #U7S'%U8*7^7[A:50Q36QS:G@ M!1YY(#(K'U3LG0\"*'YS:>&JO^Y_>(K1H5*Z5[-

*#-2TRURWOF6XG^9[]7+&+ M/GFFC,5UL;@1XCGW+[;_0FQW*20GF>8=%UVTD`_>/WSE+^T7\!GX8?__9'^ M\;=*
/)\\:JV6^J')UJ'7*!!J/W91J*;KRT&XH\./N_R1L^3K?Q!TY5R Y7V6. M#]UDGW>6'\;\B1OB?BA'V@(T*#6"U* MB,'3Z[!?
\1=JVB+1SCNVF06O'>ZZKWO3K.^"DU(=?BW/_? \.-=5P7_*X0)(\T B?3)!@++G])8LTW M8 WQ%&L^G_"6G9F-969=^TJ\/>9^CR*0W]\
[^NMT1\3[;KVXUB{6?$B P,,& MQU>BW2?-DQ#*:&.RU_$/Z.TYH52>+.U@:W3ZLURCSZ,:M=3$=-2WX0X/ ZK0
M2W!=DO^]%_PM@T'23/WWP& T-;N39JM:-BJ+S$*35T5JWN8 & CGL8.%=|> MD1$?UV_:JJM*CCR-
['4%4&UN+\)ZL,NP,,Z/;9>KPMP.1"5-7[F7.SS!:G($%+-]HQN(%*[.2P$<2K]Y=R7]%4*]+=})K(/) =.D*4Q{P2_LQ!Y M*O=,YE]'U4!=M
UA..WP!8(M$OFT0)340*1WO98P-MZO\V+Q(Y'*5+*E["R> MH03M'ZILQT$9;YWKE8J#@H>:2#!KH_52@75"E &Z&W%',V_-R;P"I])[F2&[
M'I[RA_)#KB$]Y*LI\%\-J2=#6X/=DA/0>B[IBEWHK];T.VQU3W4>"X_HC'% MS^;0@M2>!3S1[67G85>+,'B7OJ/3A[Q?
EP(BGU+:,A97WJ42A)KD04W2M+L/ M0$U>ZW3$O<=)X6S'U,2QS7M] MSK:.J,>]Q%TK6VQKW9]CC;I:WI%^F5TS(\ MEC?
0SI305+Y4*8A*(+)[#8ZDXQK<,>NH$^Z*NR5(29@B!U$FR0K;)U&&:EH+ M:EHVLX;4F^9U#5$S2$\3]S,.[}(XFJD7CN5-Z1-
#47WNGVU6,*+N6 M])"KS 6!E577Q**WDL$$ZZ,^5!_U.(UM-YMB(NE.:B7-PQB/$C+(\=*)SVX% M)R2&?KF74+)T[AM-JPF_Y%
<>B&DOE%+N04@;DR?27 ^%^2V%.R=.&AZ/EDA# M]1Q^O5GB+2<;A/V^B3#LS5(PN>;J@.'1+._I'-M3JDG7KQ-=K@($
MM9US12T.XME>,MJ4=+8ZYF803O;Y[+#1.:BJWI#5(!KH^.,W!HNO+DBN;\EU M<2O*RD?E^Z58UYO5 BZN9JJ
XYY.R@&_L7DN%.MPHFF\<^37E)2+=.Z4PO;% MJNO=I^=>K/UV?F0[]Z:A9795RLR]9.ZSV>JV!9!+?P#JJI*]2+/KXIS'M4T. MZ1>
("%>E_GP.$<2S:,%>: M-]_,UVA9C1 !*#]I-EYM?NTNF@=59Y<<<1DVW/EQ{7)U&.B(.9_NLE)W]MDN ML^M>]+[
%%8NI(=LDZRBX&'N0&OU-FTQFM,:QIB@Y^5R!/E6/"\O93L*PS_ MY_9\![M4PX<4>R5)@.S12:/IFUZ2?A:.%8]O-D/YFI?
*&@D\KI/MFC!QBRP,6LHV!7X-MZK =FU8[$/5H+LU;/+ M+P>YV5X)L#%"TALC)$V'^PRPZG3&TI:U]4,HC!FU.,@C4[;-B5C4BAB_(XE#
M0] N!4TNI&PW.5*6A!K>Y% #%O1^ 6A>M1,+C7JG.\]65:-BKJP,I7;)3BX(M$2?*)J8.C'B%@[/!/]95+S6W7=B(Y;L-9P)@D&+
[83WQQ@RU/)*?C!6L@IIB4L(B M2%ZP="9!\[Q@\B4.W!*GJGX4W+C\8KXJR9DU6BC,ABUM.0U&9@1NH:>1OL-1
MV';F/A8,Z+EPU"G0^/65^N!Z#)74O^%8\#^;G'P 8RXXW'O6?<'V-4D)32:% M#;YU,O@518@-;WUQIE@),28 1 MM0_E*V2?:KN/QL0>-+)
[S.B&D+&C"F2QB!;9{8]*5U@>L#S?:?STZW M5,/@-\T9F6\9GH]G@/41M=9-GS 4EW2GR@T#%$RC@FZ.LP/5J_Z2:4$L"O12
MF]"%"E)K66:MW9.X$+-&H0XAU>ZZ29Z=QY C>+8;K$NV2_3A;_.MD.1-)HTF2 M\3MIBN8!Z/X("-=IK4*@RP$N^$%OZ@Z7# 9R=7E: 2Y
MHL]]3U7"NK?(VY);[#)53*"0N5/)@9V $M) Y/4=(JX](_H:V6W0S'ZGUAB M%]NT.=!=7M?9F8W7^2JQY@Z:?W_Z2KN_A@\"U !Z\/R?
IWK^_J/('-K3^9@ MD^Q.!SE]I2MJ9+M$4N2*NB#-,A)=KPB,[@!S1W3%+2VY,_M;\$]9,+SD6(#. M;E-
U.N&F(A2)VR[H8[E<=Z56_2+5X:5VP)0'>K%8*0';9=._Z2.W?WQ K*[#NJ$.Y$!/TA@AY*F[A1"-V7[GAMZ MY\
77*QM>7ZT/O>FK{C_[1_VB]ECXK8T&!1]<9L6LD&[2GGI>CLSU\ZLJ;&? MPL3^7G*YG>#6_?!;&I,
('JW&H_C>8^5+B"S;FQE3!FWD\&XAX MU#";IMD[]D!=Q\5B02*5N032 2+&$1'CY%K4]R(&*CIE*<
MH72$&$"]HM/,'4O&C;T76M6_/6D\5T]PVK(:MMC]NE"?_L4B'L3PQ[QB_=E7 M[LP:W0._+8-_[4[5E"2'=662M0&'LY] "XX,Z'$1'3Q;1+RI
MZ]J E25?T4.U#K"G$O:?B'Z* L=2^/%$MR1+UL$O@D/WU#"US?T)SNZ8-/@Z MOBKZZOY/\,?];\MS57)"_)GNO^(A0'C%BFM(:>4*R9S;%
[K?N/XK@]/XS MV]5#Z?[EJ&&&Y$H-G_WL]=&YA&$ '/M)G>A87H@4\7@(S[CMGLIIB["Q#^>^
MO,]U$8T0#/WY^"Y{(CU^^)RX,:KM_A'@K/Q7N"'+U?RD\^LV_7]#SV;$\,_YV M7[C[Z)7'WQ-
=BG!LS0JHBJ#"V2$Y82&07%Q0E)321:1552HD-.D.]7I@O_5^'JWDVKDPW_J M\>UN*5/E4\TVG^?;[6A-(UM)W.]&6WVY0P.
8_4\JQ^=+V5(W M0J'T?!35]A! MJ@I&,'-69)DQ*Y(HSHAC?"R+#,4JJ"K1:72L[-E4>IBOM)[/2YTQ+:+Z1E4F
M#;'N3+U6J.FRL:4(6\.Y2B$O% 1^PK(*5RKS+1$7\9QX6C79S=9HS)<9 MN2X[P;P?KL2(ETM+5&&V85;D",6I[L;%AYS+#KAP*?5R;7';K-
=[.<\T*A]" M&!32(IE-]-38J_;T2U<&MM_K5ZJ5+/]=HTO$-;"Y$?5S*P8+HWO?RW.O'YMF6=XOS(HE]=$>]UO
M!R(9W[_1V.8*BA[01M:1<#7MM)=370,KR=C*H+LH:.MA5=BL=7ICB!(M<"VP M,D:I[< MKKBQR:!Z/E F-4T,-"O\=@Q]N;0S-
_4B6@A(OJ.0QK;]$?.>PX5+ M8T3-^EDW&$XHG6\L:KU&=L6RLR!:&B-JH53AME+9QO'],=IR"^:(D:(7B!%U M2TZST.PM'+@]DG0-
+XZ1JV70/(PQG M(%#28M2J8=AB5 B >1W;%4_R>EOSVF4!LZ9>Z0W:@VE/ M,[(UJM61FQ+*+#FP,OUR95?--
;6^+PW09:Y0'UF,,B^J&E@9XU3>8T>;[629 M$_HH.N:WC0J5L2/\?HQ^N=0+5M. :I.^T1AO%;&^+77JS99(QPG%%N8=)I<1 M
Q[W"&'3VV)%!4@*'2>46];@J6UQM)QV!/&&#,*EL3U167U$Y5VM+S3Z M;JD_J5KE91#N"8]M*I=3+:W7:+-H!3<)
([);E(@1)S+Q[7,XM1U.L;IF^'I= M+?G;"4Z!5V7BVQ^JY+A/^W@@]'4F7^IQY-1$6F!E;/M#MED=UVMZ1O [](;R MUZWU',
$SVIE83GPJ))4Q'HL M$'XV3J@Q(TW!EC% 2U1&6DU+=-0KM#=^=(EFJIXP!@:I(DPJ2'R]PU"PM6#2HE<0!0$GV *'R MRKPU\$OYOM'O:
[@^U395.APDA\8I51<#>^+08M-8EI=:SLPB\THW6AI[7(< MU*42ZJU0%<-K_?9DN;'I:&DMB0I[B"].%0.?X3H5 =FMC0!V0AC%7 M.A-
):#B=<8N?J66U'D1K8T@]*/)2V:EN1GRVPH\&"RKG3E]M:&T,JF\QM(S MN5[B*P4<+W6]7+4&$ BL?<#JR+?WX.?
8I0("ZWLN+5SUU_T/3U7AT#.P]W6$ MMG+D2[6\9P:VY'OV<^LZ^N2911PWB..>(, ^Y?[']%V(]3?MC(5X<^YDFW@K] M/S'6GSS?!L^"
M_D33A[TKC[_'?-P.>>K9^V*8 9Y+(L^%^LFDX;DD[URPGR0#SR5YYX+^?#N- M')[+N7 ,I>&Y).]<@+Q '(/G L_EXSA&P7-)WKD
^P7>^PD\%X!CT'Y)X+E0 M/PDH+PD\%XACR3P7]"?#PG-)WKE0/W'HMTS@N0 <@\>2Q&/!WBQ^A>=RGG.A M?]+0/9;
",.3A>ZQ!)X+Q+&DG@L%S9TZC]Z>JQO\\4@/HJQ*EOJD&+^D\ M\W;6THWQS'O)0!!G/I"Y XGTD*ZQ3]7>UQ*?L\/Q=-P5Z$-27C<[!1(I
_8 MPK=W"4+%Z:OI$!!(4+ ^FS*0#)ZY_]XL>,;8T<'W%-7Y2@TW&GZG9+G(P7/X M)K%[.[J?#!*>7^R@U'TXPIT,EDFTU+T7C$X&"
<\O===YVG=?*(Z<)=B4#5Q(-S>_&I2XW$)#0LD/"27K MXGZXJ<@_OJG2/[&+0NBL;45;',_5H]Y4T'\-_=<)("'T7R=!J]P&(D&O-O1J
M0W'IBE+UQ^8__1,][52Y8UO_X.W"\#MI?FSC'[+-IU+'F8O*37KA-()(_TL M'<\0/]&+PIFN[1V^F:####K,SN0PVSLY[B;X\C2
MU734B>HXJK*3KHYGR\;Q$JN@3PWZU!(EON1/^IJD-VN;IFT=7W2A5G7E-G]3 MTA5$MZ#!#PW^#_-
,3IWHLNY!B('&_DH^VDU^XJ+J9"0U]$8@T/?[A))/H%T6U?7(UY'1&NK.GW3MH.PU<=-1T1IRTQ\Y M"]^'F[+20M_'9Z$+\4PNQ(OBIOU-
_O9/_<6YJ;;]>F%JT=\0],[J;KPHWG]3 MJTJ6;)LJ9*>S>B"OAYWVT9#4&V#U9[)DL20;F@-T-.77_Y-E59U,3DV59S.0 MZ9_X/:%T"S"&]PO9??
3'E,I(<\F2U93DINQ)*]?*JCE6G12!W:5P%,>/)Y%G M(=X7#=^C=G\\L/OD"%SDRWE*+N)3Y$K]1U^#/5MY1Y+#;/64;^E>6YW\]X< M?A
[GF0IDJ.(;F0LB]O28%#TQ6U:R ;M*N6EZ^W,7/N1BD:#KW>_R+EB8R)B MN$A@8LB)HJ+J8E75I#EO>0
:N;7NBI*BF2*G2)INUU0E/!)PD=0B%A9+N#M9 M-+I,G6]DZW:O9+(C?,']2"FJK)O2W/WOCU(]_R,UL1U3\O[[0U][ORS?1!3; M0_9+?
J0LR00;JEU$DZ3%KZYJ+FQ'3AK$IT/VR]J9%_=O\HXEV#N6I/[S[~>$^WU4M^_W"MSE MA5=V+3:3)YA_#%O_.IZ3CDXB8,X?
L81.3D0EM%QDQX6L0?G=16!8%=HS@V^' M*X3X"EIE)9@XSW/TL>])XJG:M9L R"SO <.(!PRC\0V&&YN2AF[$ M\2Q=E7I6FPHQ+/WC-
XO=D11[*@#;^]%?Y&KZ]2<3SQ">2HI1%<0@(M<=^JE.W!*?QR3S4!Z.S!R09898&_NM$3[E?M,FBC=)/][]4NB??\8Y"ATZ*E9%7*
[*HNBJOYANU1@\K' !#YL=O.DW= >8\ MG3J7/JRH0+B+E=4G3Z03H,X1B=1SKUB=.SW0?5(=?)JTMWN7_K>C%#42*
<7LFU1UHF<4,CIN0PU%*SJ M(+1L,1(@W1V6)DZ(=A#L/M8H.7DR?7:PV[4_3AYAW@*[SU$]]==EHUU;]23=_M4A5>O"@M#
MKSK,)&UFK+$=:7;TC]\L?8>FXZZ\XZ9W0,C[R-3@Y$GVV2%O-[8W>82!^MV] M?O?8;"KJ(?2LMG"7V;-_;MYK;EM]F^H:E1'.&[T-
LADNM%/K>C(QW!C-H$RA M9JDYSTE*0?3K(?;AZ(_?._/-VO/""I5(Z^WLL+?OIIX\RERSJG?T*.SGM+2A MN*H(M&6V4#TGU]QL;KW--
X(0J0B@I:7O&)[^3TM+7-7M<9+8\K8#6,=*R;[C M]):27E.9+GA>&K -9(R\UTOO*;V/70Y6B7^R:<.?UH+2D7EXOAQV@Q\
M1V'K'UZEWYB]=!V,>N(ION=DU'/7S+Y,5O_ G7U^QCYW#>UWL?UI!PJ<%Y^_ MHP@CX6Q\^NOWFQCUQ*WX(:.>EU%//
OV&QGUQ"-9S\RHM\VG)Y^>^FU\>O(A MIA!0S\NH^.D;NGT+H^YB+TER*![=9YCSG" @6-7GBNMFNVM^)73RVO=5;=?=>]NR>V=;-
2U[:C-64KWT?/& M/3C>ZJK7F'2E]5O>S49CP'.4H'N&JC"J+!3*HTHN+0.XS#I0XY-B$7)GVO[M;5AT^O&R"8]N'!FILC.SL+X_0 P;G2
M4L-1/?_JZP6;0<=;[2M5P-'3=Y6_8*_@^>K@&&QE5Q$<_6,C4IY7);A>2N!KP.$7JGF310(M'=N?
##G\8]6@U\'AKU1T)HK#D^W=.6:)YGHSR546V'@@;)8M="76>FYE\^7; MI?AUVY/FOOKV;?LD5Q9%N_,>-
RL(FT)MD!DWQI38#6_;J(+S4"N.6RO=/&^E MYC4 T:O5EHD"(GC5GJ&J'7#@*!]3#,#1X4#V\@2JJB'C(6 (D PQA+E3+
MC1@!EDW!LJE;N>Q@V=1%,"HLFX)E4[!LZC;Q&99-04:]!$;%95,PN)*\X,IC M"JW;M5_YJBBQ(;
(#LT_,P+8*MN$")NFHSDJ7U9W9W59E6[.BIT06^ %CNYPA M2)PO;FI"Q\R[Q@9IRNMY2V2B6
R.DB<+QMPR_L!R.'A17@BCPG(XR*@7P:BP M5@I&.+XCPG$&':FZ[M[LOIL;!8ZNJ'G,)B*CAP\\3AFN1M'A9C77[0!Q9C07F"J6V?
J02ZC1OG"N;^ M00F!<^5.'/E*WN;/VF,0"LC%SR(]?05,@@4D1HVD=V(ZRH"QX5"^7Z\YFX0K2Y^C-CIJYD2C%90X4U*M=,M2
B<*G7VV_[HP<0/7]38QB9R MQ'"9YOVY4=![UL;E*X^%%'=5$O7I1WT!AU)L,E9'FDB6K* MI<+#?QDC'!\'H,Y<2O4F->ZAZ"A;W4<-GT$/
.:!'L?WQ7'W GOT"SUXD"YA. MD^3PB<9"B^%B M#/2=$=HD"'^0?(]>Q)G/N-[E)IE%R,[-.CUB?U)Y>_%96 MHX]]3P('V[6;
,LL[X:BQJ5_4^VB\Y8J['3(=2 MZTMJ49]\QSN:7'_8R^M;:Y5!37$]6VIK=$ 07 B!S(_?-(7>L=B))ZU#/2Z> M]Y!D44Z
'D]7CWN]%AWC$GM+Q6]\6+4R!:,;#1WM='C"$7F/#)A(T<.P M'[\Q"'#?"'!1VDJ2A3X=0=$G!#R(=X>RD)(LRV?'NWVR M4I)IE.
PY_<"WBM93"HK2_525[;X1JZC[G>YRI]^%N4P8>8^EH4 MCT5__8);..!^(_)123?>SHY\]]EL22;2%6M\1X_%?DY9<^6^V-!S^;* 4TUG
M2V%JJ=B+E+4HGPW#[Q@ZGCMR**!MWU&]_@P\Q)7=O_RD&.)?SSE58HV+;(4 M08ZI,2V2-
"&+),FP(HN/)^($E65%H@B@H0{]}3__ENY_(\SZV^I\.\?HJ(`O M[,%RZ56I7FC&BQC[Z<9T:'X1+8Z\Z9S!:+K0D
MT>CGBIW56I*Q.1LMC;WJJ%9>Z9W)V!%TH97#R@6[@O%<^*KQ=]5S=FY $V.> MHBHZIR(36AES(A'?
U9@[FJGW2DLLVE1L5X/E5JR+>MM!=5GI6*96 MI8BB)I+Q_1?(&J/4!*;*-H*ZTIS6FJ5.OP56DB]7JE30HH+E7$"79"4WJ+GK
M>G/!@94Q2F6+FUI])M8$-%NNV1BY:JJL.0 K,33VHED.+11R^MC0V::<=AN, MZP;1TAA1MSSI:&6F;@G+9ETO5TLY6]E$2V-
$E='RDL6DKB#H);8SNNXXY+A M]N-$K=*DO>XB.&!TZ.::V:11/-L*]Q\GZF:,MI;U9A$Q*NL1%62#EF**FI@6 M8[NJYPJ$LAUQ*"^U!+=?
& >M/!& E3&B3C*C3 4?%JJH.B7ZP]P87XQVIIMTX(Z&]>4@>H$8J7*-@# G6'$M-"RJUS?&%%5-A_N/DVI8 M1O+-:=M(*Y[F_7,D.
M)\2J9)MI=)FUMY8HZAZ[#2>_IV- P5&%3"GGK]!-ER_IFP;@'#U\9HQ3+5(O M%X>34IW?#$UC@&S&[6PM
"O#V,Z+,UVUO,&*W!"&.L@.=7>>-^5UN"4L=JB" MXWJ-M3 W>+V$3/(YNS_V-N'WQ^%/1HPJ7RKJ+ MF6/$M'E$[LS085D5^ &W&S7Z?
&6YQC%D):TW#E@4TQ"[1H M;#HC(ULJ4'25=PL(&KZP)M67'\A9C/^1EAFL5@ZU76H5#3D9GP?"E.ZYKN
M^,L.;^9L;K(UYT9="WN#QE9VQ8R=-UL;U>A0'5ZEE_.E.M7"#E4O5Z8QE,[V MQ=Y&:,Q)AR)7@$V'XU_I*=S2M:(>QZ%=^^O$%;:9U;

M<:A9[/6]M+KJ=.O1TMCV78:OKSO\NFY0ZS[9RQ2JZQD5O6EL4T0-'8PK]>Y< MR#;'3*>RE5VL&8AL?/M(=D5N?7+PTL"V5+4J;*=AIF ML.RWL#F:BRH.8MO/=]N-;8::I?G",E,==3I\5UU&"22QI4Y%Z@M]UV\9_6++ MKJ?91H4V[[.&GR\MVJ1;)%H4 ZZ44I-9%'I>=GN?F? >"5NN%808U1D7[HZ92 MFVL+>=-M[3-87G#5@D%6BX9,H?W))I//*DV!#EKW8> 7]Y]CL/,9J:=YEU:&WL&DJ/A5Z3XLL^W^A)*XG+ MU+RR&JU]N( ]];@K(]GTL+5_UU_\-3'9X":OET9WF9TAJ)+";K7JW? M)0A*OF???[!+NHP^>5:(\L2@W*\)/]D;KBCZOZ%QX#GW+ [;_0FQG-'R\NN9- MMXFBKPX\WP;/G,SMX-[@N/\[$EK6O\:.*AE(.CTSP)(>6@S_7+4N>3I*_7% M,_=V3/3%]TNE,:"N? 4]]L=&+*"L$6WOX\ZONK#?CE_!RZZ2!)X+/!=X+A\L.'ISA!(\%VB_P'/Y M^&P\>"[GPC'BS0%&\%S.AF-OSNN!YW(N'(- ^F"2>"_43ASB6P'.!.);,"_.3@'9E L\%^OF3>BXXQ+$$G@OSSD!*>"X0Q^"Y?'R *SR7,YW+>^-H MX<%\Z6#^H"LS++? [7,CCV+5@LFIYJO/5QG_Q/X,:F/D;^T9^A!YG'QQPXG;! ME\4B[SD_$L8BYX&5]S)U()$2V,/VXFGX,4ULKX&$[V6C)(Q(4"TZRYUW26K1 MN>3H[6P(2*0/A/1N3K NRMXXEV"]'9Z'1(*=>%6VK>PR'OAX5ND20*&=Z]+ MQI/=RO8\)),%_?^ __G#G[$_FM*AZ9,!XTD/N4N9@G>CL3Q,D.O-NC]<6[2H! M#H8ZDF_3)TN-?+@AR#^] (;#T3QQ/&&2|>45D;2O:8MCXXDKGC%VB:0)]M+:?F MHX4 GU@B05B,>-;> ,C?J))<_2^R1Q=VWMYYT+_'S0/S^3_>SYFY)R#1+XJ M5TU'G:B.HRJ!..+&*5R$,2IYCF2!7W+"5KK0C?BM=+YU5^,1$(\,%KRDA%@-M-U# JJ.*_.VH_PI:WQW@WXRH)IQ%6LO_[*^(LS;=\ZEKYW[J2THW'8*>CQ_5Z? MI)%CERQV(X)U9.!.IR%P?\PYMAHCO2W'M7 ZW,% <5K2I9LFU>C /P4KAD[^F[*C;9!Q/> MPI8_\P6.)=G0'*#_*+_^GRRKZF1R:JH\FR1,_\3O":5;"B#2+V3WT1]3*B/- M)4M64Y*;LB>IG"JKYEAU4@1VE\)1G#@1.D2\O(\K7MG8YQ*%V)F1%Z8 MIR0G/J<7_$=? X)8>4>2PY3[E&_I7EN=_/>' 'X0.YYD*9*CB&YD[8K;TF!0 M],5M6L@&[2KEI>OMS%S[D8IF=J]WO\BY8F,B8KA(8&+(W**BZF)5U:0Y;WG@ M,+FU[HJ2HIDBITB:,;M=4)3PO<.?4(JD0J9FOR:8@9%"SF"\U%AM&+,RY'RE% ME753FKO__5&JYW^D)K9C2MY_?^AK[Y? EFXAB>\A^R8^4)9E@P[Z+;)*T^-55 MS87M2,Z&7_K@#7:F>\EU?54!8 Z^'*Q%?]S/,)>]7)OK5::40'6,-1M,6GUS M%(CI<-H]> <<2[!U+4O_Y]W/"_3ZN"Q=*[0=J%2Y,:O_X]OC7T?QSV.51{?NQ M3NCD1%1"RT5V7,@:E-]=!(95H3TS^':@0XBOX%Q6JHSFA- ^9:%_1*9]\QSOZ)"L10R1= MFZ[1K-K)SJM#;9AM<@!1F1^_:1HHDRA5.FT2VH ?;4UP8?*> &TR[%5P852[M8FWR!#Y26WT::+@[ET.J)NR-ED9F9J4-_2/K^V?ENAN5G<]4!/6+A>UD5E-[M_7)P:HQLXXWL@&O38SY;L:NYZAPK->30),= (@)%WU$GU1XB3T!MY$IS<]5:Y M,*J]A9.?S22_;I;_X M- \B)*_>- !J+0"E;?-&J^B%*'G.A*9R:[T,':#T0 J">*.(N/^R^/FPT"T M_.CPXPN3^2P@9=A%^*H!K7*>ZWRL2]7U(#I6:'E+MMJ_]PRBA]VD:6;0H'. MCQM6=ZZ;7NO4&F:.^*KFS_I:D#81CFK7Z9(N4UZTPY(T"V*1AL/N\@'F!HG]V MP-PWY;\PLEVS?GGTYE&@&D881X2J(7X']O2> M:IBXTN;CY"[F;0?PCI62?<=1+7FSZQX3CO8&;",I,]_UPBON$@J;OV,<^/&J MFQ.',3&M+!65^,/'&03S'9T@DGSV>T=10J_EH\W#V>>9W2"+G[M_^A(DX.PC M.9).GVA7/_M0-_WR^+? T%XOV2Q^;N7WFU@J07V!J'6V>Q7TE9?^[ZJI;I[1VEV[R?MAF[2';4Y2^D^.DVY M!Y]I7?4:DZZT/N"07@AXYF^L1$; M;'%86K$C- @@!B#@,0+?9V8-?RU/)TM34XF&,BQM&'L,S#3]#)F [X,- .X-UFV=MU5'DF+R'PZ{?Z)Z\ML:ZZ.UD.&WO"PZ#V<=1?+0WXO#KBZR9-V+ M46/"KSUP1K[N3D. VE5/QB/WCP64=;K.-[+=-=K]EHKS:6>,BH>G2%:FCP%)/FOOJ :4)0XI-R9A08[XR MI<1!MEVKX%8 P"@==@>BF'AGH&- T97UQH"M,)))LE<[7R3)6#QZT!E>9AJK MAW#+1'FU\'U2L9%57Z>MR#^EHGR:KU[HB0CV:KO,6O4YUAS[5-- T^>E-),1 MKD<-SJE]I4;]T9?H=NU7OGNO5;_H@?2H-;_(1FUCY$C>0&B]*SEZ>3IKAR9\ M6,).WA%$W(*'(8-^&\CRJO%Z(D"L6,G,4 F^%AE\BT3Y=7"8R@9M\,$KY:@ MWC117JTP39)HP-#ZD559@ER4F!)M&0).YH:;0KHF9A0MC$81KZNR-U!$&E7C MINQ%Q$? J6G5DW56/%PR_9:391;Z3A"HPG_;H%MDUY)WMXJ\7RJBPN!,6=QXA MNI8HZ4A\LM)7NQKWA8R4X3I4R>A,^KWLO%C;E%=?:OP>/7VG'8*]@N-K@F.P ME5T:4_2/C4@'\GJ7,C3)(9=#BQ.9L"<\3I_*&7KC M:M0NL'D=]VP8C4P4DL :PF/'&:^#4?&D,6JR71Z)C@2^4T%;@!NOC 2>,(HX&WCR;48F+LX7:+P!'I"CAV!NPY& M#2,FD%&OEE&_X7B_LU0T29P*0U9'UKG:'47/-&PRP_N9AJ&-2<7DL<#BLUDE!N]MT]4A/.X#!<,"73)]#L2C'2E0U> MZ&8#D=W%EO!#XZ0AJJEYK;KIOZBW-3;=4-_MC0_E./T6;SU#^:=EPP%<'E"8)HF!6R:EFAYSK^+\S,';,C X+R6 AV?&F!-Z: M]$ MX=F@P"N_)I[,"KQ!1K_YNH4$J,/?&0V#C'ZKC'XKBO^SN8%)9/38UI/> M-O]S0>"VZDFZI2]\Y%B K. [^(5M5RVX8!&GRRYY%]#':ZBG#KWCKZJKW.+4H M/MSC26YZ>>DWC5IUR?*$TSUN&76>S7&| M"_)')ZG#G>#'(E_/(]>I3KP_=FH.CTQ!\1 M&:.1X6N46AN,FZU6>&^&P:G7[\W;+.UZD\DRTERR9#4EN2E[DBK[EIHBT+M4 MR! O8USCX\#19:5SQTAVWNJPY^!& '!3;'\\5Q_0[;,&GGZB-Q?GBHW)%]#. MU=N,W^!+&+|)XS:=VU0\?LI]I9G6BRE=NR9:+UJO/G;- Z@EF#RM1G2Q:R?:\ M3!97Q&E)SLG 1(WM$$#E"/?"YSG.?K8]R1PL%V["4#0\@[H?'.O MO:4;W1QG%,H%,=CVMO]\%H3XE_[QFZ'N:":N\AV)/Z^LLO-LV'A%I9[G4@M? MJ? V$0'DNM?"K/5HK,KM>.OE!Q:"0YBRKLVUL/OR26OGD.]Y1*0>5KD/SK>H: MS2Y'F7&_VY$9BPLAE? GQFV;0.XQ!3Z=00COP"W6^B1;X!"B4KU00)YILUZM0 MGAXD_Z2QU!002W7=YK-581G!(X;]^/U> OS- M%%6>"QDOT4.6 &1\I? (\T62#R/B1*G9[4R]I=AZG>7R=0Z4>VZ7K]2^WWWL/ M)?%Q RDCNCLS"@/2ZG2- +9=K1W9Y6'A.W6'4R>QRB)30*7DRI'RUTCW19$MP M]/E[H?*57*_-EJ4M9CEJ&)T,LFCF@9[9(HZN2;X:N$9RE59Z5E8M0=J({,:U MYB.ZV(K ,DSX(JD[BHWW)#U>[!4&<;[0W2#1@I\ O'RE9#[19(.;Y5ZSE&7? M]. =AID?#FZI.N.Q1IZKEZBMUEY2S?VY;RS3;N-IVC :7HTE%J*G=;>O46J;3 MT)K-4D^?\,M*G6G/1[988G?1;S0L1X=Q[_-"YB7*_MDA_5&'(FFVQ7KF$>/ M?']./2R:7;JIL*XEF!R[4!>0&?[*W2? Z#+XU^Y434ERV/E>LL+< MA)1E>^!5) =\;*5T\&S-D>:IA>1X8:(DN"-=%7"KY"M N,.6^6$ZYJYYOA5) M8WB5IB:Z)5FR#G[1O;^&W9_@ (])@R\)?Q;\5!77_)_CC_K?EN2HY(89-]U_Q M $?A5^T1#$7_]WAWWJNGB9/WT/)PFGDD3;Y\^_]Y^OJ/](K(]MQV?MVCXY-] M37=HA$= J:G(V%$E Y$FX*M_2?- VKCWRBWSI%SDUP/"AI1(I7\RS/^F'G\, MZ1$CIBFMD2Y;4N_NM^X]VR23[SVPW\O?] CBX M@T]T+"]$BD /*R+W5$Y3A(Q]6.]XG^LB&B$8N%4>WF5/I,^9Y;Y:UW%.J^(^0[Q;>1|[VVSC7J.KW?X M7 K\U&E42SD.O'JJTP7_J_'U;B?5R*?"5T]%[_Z- =/X48_RE6^#BLWT7:&7N MWR\H+Q+29$)2,B:R#,J(I,0RXC@M,2*A8!B+IG&22DO[$Y'N%1[-1M*U>;=2 MX_ME- #MUC3%9Y#4QRFE^OK+A3BF4:/H;%.D9[$BO(L4UT1+Q^$]WEFGTB[52 M":4HE\>-7]WDXAQ8F7ZY<6!E])FM^;2'5-!.CM\LD,X:#? J+V4(321%]N5)JFI1$R:,U1"E8-@.H<^_:A[$Z7:)?,H9M& M>U;VQ&RWS+9$.KY20'LNG1>DBH ,VA#M)'&H-82F?A*Q:\NW=8B*_-A/4V MTS5BFWE-9.,KV]1BC3$SRD>SN9:2'[.(0_:XL-0GMA13&M.A8H\50<]MK8[D M(DUC%#E78TOQ!CMT:*9?-!HS- :NKXQ%@TD#$\/C2:,K<*60I?R44&M-9:,PI M:06]%2ZE7BYE%V91*ZRZ,QOO"TBAEJ_)=A8\E8@_M=D:#\UN@:7XAMSDF]W M M? 1>X,"IYB9M?UG66I2038^8 5EJ4AUPJMB!8UU.5QVG3^)IGAH"';ANUP([M]+T<.-?,P,VMZP/"0TW?-$3;KP-1!$\] <+!FKS7O\WV>%4P^.VS[V=RHF-& MV19?VFUG;+Q5L&S!+V6=5LL9%W$52/2!@ZTJ1+HJ9HP.VK=7PQFUW 0..%C\ MP,&JW1'MX>M)B6^,EA1;E!LS>@2>>N"TR-8XSW@YOLSCIE:ISD16$%< ? Z< MUJHRPRK2IH0(E8PQJQ>,%<)UP L<."V5(LF9/ +B5"J:G(HL ,P5,/L N6Z6=Z4!=6L\%PA=69DE!0QGV/*W;R^7JT-/8"*ZHZSEOZH&Y0"HI6UEOK M_[/WILV)*]FZ\/?[*XA]SGFC.ZY51P, (V!UW1P@0\PQB^J(00@BA>0+$KW\S M);"QA5WE*K %9'=TM8T3*7/E6D^N*=<* D"!]!EV*;O]1F_MN0%>8;WQ>LI4 M,ML=&'J&!P9J49F49OLAKE2+&2\W+LTT(%OI,\J%9O4,=Y%V.IRT&"B-]K#4 M$]UP:&RNHY8I8M-!ILB_E2Y$GYULX-#:!%FWW:$F? \YR2[A4$;R]7>N#< M2I_A+*-7ZA?2LU:.*S;**WR>QAJC"9CK&&@9=I!MJ%.M0V-SI?0,>9G1RQL!D.\,1FU<3H7/C4VUW8ZJSG5A=7 A>V8+I#$6-%E!@Z-.MG=QF8$BU%F$,V3&GEHMXFQ(E /#I,_"VX=,%MS(W28[&2ND-4Q6*N\86#HT] M%1^/E[F*/FZKNM&<:00KKSV! 0;A&=!DA%JI7;57>$.I"?.& WAV*,.A,2!: MUKCFSI?6'=7GF[ZP&RGTV -#SR"A-"(FV7ZYH[,#?]6U5G+5RP-T 4./_C#Z<&!70R'- PFT.P.G:^&]\I6%WS/?&VHAY^\,J[C MMG5HJ<#98)H0F/[A2Z]-:\\Y3O4P!2(R6G[M"O"'?:N3TZ M,8Z_8]"-_W?D+]H"LOW457/PG;UR(ASU]1\[ZT#X=INP=\K0G'B)/R-[(>C M"JKQ)CW:A03L H%V(0F[@*-M2, V($A*PBX@2$K$+B!(NN V?++*T,U!^5YKH]H8DGH" Q^@TQ(G]7C CBYV*4D R[3Y,1YKW] M27[B:WZY52H@9KH4,U$(FV\?FS^=Q7G9K/++"%F"Y>1BE3(11]P_1_P&A";_ M[.Q/4^ $=Y6"/@$WM71,/65:$BQ&;,@IF,6^ :;^Y%Y0;?G."SL),)@)1 -H MQ_H&&GQP.28!1$&B@43CVT3C&C1(ECGR^_7:P\LCV4PXCV./X=O0(9/%V5?? MWE?+_>\+">/W7=C\SP.VF>@ZYE+Q? M9C8E'-8X7=H-K"!^Y0'O%M2I@487K^ MAQTFD.0BB;U]B:5.)9;ZM,06UWK'+LP;0TY0BXU5WVJO)_WK2ZQ?GJ^$V;*6 MX_02KD[R>M5Q=6N5QY8)9K'W7"R\BISPSY4B #T1% MDU+&0>N G*?16BP^_!&LV*PS?'@Y-I/+GBDC MA\09B?/]B7/2+/S? %.>$T27"DE[2Q8KPR9+3=IMEP7!1-E?CRXGM,YRFT3BBT;2>T9 M)+2J_7X@Y_)MSK;;!-]/-Z?- DLSGH&)SMC,BDGLD]TCN$ZL0_:K<<[8YL76Y MD^?T1HVJ=04/]P)8B6H#@P_P*98,@$0R98@K69VE%HQP[8L9*Y/0>$,Z\QY_=J,ZO: M3<5:[IQ:=E<+ZQ,#529]+4T&23V2>I1@>CF]YZRHOYMHNI3Z)6948DLLG>T- ML7Q[3.R\4.9AING9!CWW['4YC=&%O7$D1T]I)@" (A>**@*LOI.H\&L+=+)PA MC>6;-)932>PL2]+<*QTDL.M(NN+K9\!LTN?5P9QA+%6?^WF*D(5Q!@^[)L"+ M+CARQ2!9? @A93II^CNR[@BYKH4NU&#O;.F=WIAJ0F99_^W!59V*H!A0G#O& (!@ M9]D]B"%7$Z)6UZ$@?V3%462KV.X76)KS-.;? 36&:-72G#P,9.82XP\MP@2+AQ M2("1Y#_N6_O0W$E&+($+ZDN!<5);03-E^"Y#L L7!OL;Q+U\K6$ /87008_M,F#NQI&:E&,9ON3O,A# $92_ETOFG67Q10[;4 P_.I)WK?V@5*G9.*[L5+^\MXON#!B;#!HK@2*:>\O2'OE4DSDB<[T?A3HH_XE.2_5:@I<.JCS/0'<4]\I\!L!<Y" M.M+#"PTB0>)PXT&5LE^%D+?(T:NU\IZTL2>JX(\Z_EP6^_[/8@<,$#T4;#W M'EU'L-"J^*Q]G=0X""V1HWE+U,<2;B#<35@SLE@SZ[\J MG ;-_UM\'P>V>!(^'I'T)]^__DWISU-F M@-7K^X:*;99&7JLH]07)0.F'93?B903O] ;(4>-YOCYS03WGT6#M9C'LO@$K M^>K*4? B4LQ'88KXBI]UQ;8P/C*91(-529093PL.*I]G/V4O'#1KUOTP'0=R1*4Q;'(M:>3*-[V5Y*1$WW' 4PX^? F24(;,LV4;9@U_SB(/D0;9+TE("DKPX5$9DC$4' MRC<3BO5'Z*F,.;$KJMA2#>CA6K"K9 5K (4HK)2:SJ!K'P@B$$3T>A @:UO1YE#2)6#P+7:!!!N(=_UOR=9^C)'8C M03P#77S/+QK48H>Q.E4W#1+C=)'T':565B>LAE4T .)\V.(<_+UE)^+"V- Z+9J:@[%K@M6%-X.SCW47TC! 0(")((!"CE MYEWI?]<[,UHS>F':],=J16H&HWU9J05D" /TSS+O[M0[$RI GB,8[H-.] M5&SKT:#N9G'MOD$L*2I,6 WA700;OLA@$8I@,0HV?X1FLQ$]*O"][@:GO5G% M:1N;' *N%AB>)*,P5?K#)$:$"0@3$"8D75_Z- ";LE+$@$7BQQ56V MS&J3[N"BU PQ >A+&?RC5EKWZ-=Y;@"=TB!!4262\8]TUE(#A:-_)NP=BG7 MU)1%ZK_P\#\W#(+?NS#D&?])>_MU*_85<.[OR]UY65DF;FWEJFVEF MEL!V# OAYJY6X0U! H*$.X"$I&A&%X4$8L@LEW5J56"+FN9-W:I6<>0332I/D;X#VGW M22IE5DM&_ N72.@0S:L M 4WDXY7$[O,BVGE5R#67WE9P4*T@E)=P&WD);Y,WX;82Y"'76C?@7\2\ZOJ]Y M?)=-9W X;\Z^&@1N"-P0N-

T5N"5-=[T,N"D%$I>[TTH/)\LUD;)QTM1R/0ANL#XD MCC)F8ADS2\40#/'>,V8>+\A_#3,_B3%\U!D<\37BZT?,-'%,,-/%X1B3=I(C M*JX$8RVBJ>LF))TIJBG3@N<\JJ"#XLT)CS=?->""&!":8*K$A1M6WMA)KKBN M#RS2PTENA*N#6IEa>A)JN81J?MXUN"4MY' *;FTH@.^W9G%7|T6K3&97:L7> M50J5"KW8>#)/A85[BMEI 8/X88)UE'^8D8FT;@BO8JS^-Z+XLWF"Z1 ME>@>%&.8'?*$? RC%#^EZ\"1'3VFF8"!3#9EJMV6J(1\#8MR;9-P'/K]K!_NX MLQQ(HN](BY(T/W<=8R)V5&)EKIHXJ5B5^J R:?H;<)"'Y6.IRQ_DB3^U^Y(5 MY<="SP)8-G;J7;CP(?YPP(<2W.\QP3UI[HAG$79_AGZU8IM,!%T7 MQ^.IT-SR5%0P-G.U&ZE()'@WX'@)TT!^G7!7S5$AE? S',\I!6=.F/-26^LS M4/!.A!N"9IJCH?LOA?HMU2+U,S8,K9P4FV%)$;> H#?S[[-J?%"1Z+&7OG8SP M\A&:7F6$OST&]M.ET]Q-MDUUP/&&GF'M=864>2JJ#IM^HM/G^LTA@$, AP#N M7@$N:4KM'P$<)@5,.N]M>NR ;A&>3]?[%K:% >[?C]EJ?A=EWN[ZA)W\;'+ MI22&_CVP#8"WC)08MM<2@Z@=N!;R0PIV!(<:+RQ+%_X :]-M (&-V^L2_M(H MB_P9]$=?BLB+?[V/X+LO# {REU$/<)$B1/_(/G<$404)GR>[$E6#(4E_PI(X\ M<1?^CWT1_+ [D>HXB>M("_H$Q%J_.!D)9JOY3CT[KWI=E:RAIGFKL@5L2(O5.VA+99E"CG](?W6EZ[&"6^M_4OXY=S/X-_MBP-]H% <^@';!Y=F@/)M;5A;_"(Z[@-;F(M[;\ #2I\ ?'09G<)CJR3,I-Y]S M;(,O8[N>S):7/$]A>T):FRIN02>8\!_..QG$6[,K1GC"<'7[\NG22]$IU@ M=&4ED"YSO(%K3]OF]-K7Q9UCBO@>K5A];G8S*;@T%N](>,2 MQ+) ^FQ[)W A@;C8,/C]1N7.Q9P0J"%00J%P(5#ZO M9(=VEUAKDVVRFVS5%-_MS\](*TF@PE1,3>1G>I_U2Z18%N1MJ[,<0E !BESF*9..YS0_N)/N?=4N[.TF M@;]<6*E+L!V-\GXNGO? SWRCE)VDI/]$Q\/L>15?IY_P.6R/8($..V5+0\-A5 MDDZ!-4\0_*(Y&W*#== @N:JS'!HR3X75N\DG/!UOL_00D0<$;PC>'@W>/F\Y M\ [34TU6F9^'VV%#[EEV>"G@O0?!6<=U9;9;O[%4ZUZV.>DJV(/2V$-Y";V4N M?T[)36Y68_*,Q,=U$GQ]%DP"J? &=24$A.7[2$@%)!Y(.)!W7E8[#$7E\T"K2 M6"+GRE_HX+P[.!!-#7[X__[*_/6[:T\GR;,L MU1WWULG+$OWD5-Q.J(U1^!U9/E/+[,E?@P"<(2 .'! M609.-* N2*Z7>,4_D;+\E;+YWZCF_FW?):H=1*T+9*\MG;OL0ULMBC#K;0PO M+KICBE/7V9V_Y=-ACZ\+?S\)L;[-[?EJX)'Q .#W$ M_HC]$?M?JT4U.@KO" ON/B3]F231SX6GD)Y]QJ(/^X7Z[!>MTHYD .+#AF] (KI%);%]GS(ESC95Y.@IS00\83DFV(N%FQ(TS10%#R@:GIG:"HXC@*'(MND^N%9#]2;;A$!\B_CV!OCV05+ (0[5V",ZA)CB&NH=3B#D>0D-S'!U!S9<3 MZ(Q&NVQWIZ7FOM# .Y/>-%_9+7IJ@^$S,.PNISY2:!_$GW!T$8)S7EI*CB/! MU9JB&GH3P&?8T@]S] X'/O(>W*;&_T#]<1[9"] %0AS*ZP$1@,ZR M:!KA#L\UJ7L4^0&4^#/H:3K.>EO:Y$VU@7(L*WJ$W6V)S;" M!X0/MX0/YRW[__4$("%7N"$03^/##]UJ/[XC0/PZ[WW#G)77$X8__ZUXX-LB M^.MP):4$431U,,, QB8,TP-3$1SPL1%>H9<=04M9@A/Y'E:2*P&8%OR% MT-_M 'W!4MWHIS O)/1""%+SP!===#WP D_K<'P"/WM!@H;B6)@00I*3_?(X@FF)(MV*%LV:]"!/X)B%@HF^._X)_CLT1-$APH5JOCG9!C26?X[*-0 ;FZQOV5USM-MID]4QFC992R3>3O[_W,Z_1=9QT13,YV_CSD\)^LZT)0,A5^6L+DC"2HF+,&K M_Q;TK1"XAW7F+B;_9P'1$4J;" [W/ZF7'R$]8L34A1UV0K)7^G+TK>-'_MT<6;PV>FJX1%BAQ) X?]1H+/?O74<%]@KA))_*"OM"UOQ(W"ST/$DAUP7T@@C\!\O7#U\2-42WZ(S@KQ'_!$;G_FR+#;_[[#3U?;A"J+6T(;3PY0$%N4$X_93H.+)@*/M0>P-*7TER14>QX&_D M87"DR[1]'>R'^!U:W^N\CM,)%Y^A#_S"& N@N[DPC1G^VEF6CU@X>(;"TG-V M\Q LHJ"%&EZHU\WY>8X=9AI,F>;&@3(E5'$[I,&N#,]-KAGO@W$\'$;\E0+T M$RPP7<_QI>MCT;E3YZ/$/*;$5&J=5(LMU8I,\RG29VKMXH_G++WK3_AG<^2. M9]P7SNE31 RE*2*=9Z:*SP=Q\?0@2F:^U_OW77A!5#]:/;$,4SU/52IY(5 MYOF?@ %400J^'\Y^]++,/7-$+D/UQ4!1^J 'S?V-<0?X705STUM5Z;F!9BY MA;F7KC]WE84B.$'J7^! T"1X6T'2@B>H384J+HG_IQAI8.%OQ'_^G5* #I;2 MHS>D/$E<&> HD8/405,#5J?HP]T&-(%/64C@B:8%]S?J F7J "CAQA\I"2@' MM.;HY^?GP1P5Z$R"C_# 0>^%#PCK CI@QB+0 YU5X*UT17"?@#9XZ,J;$CP' M\M12F3N*%CWTZ?E#S?< 6S^%\]B YP&\]C4!O$005T'TX'!\I']>>K)G(_L=] M/:U(..#Z?,US! S6* 0,'(;2X;40T0G,YP7]ZT!%KCDL/L0OM_R-3?41R5M M-XFB68RY\$=_6G"_WGB* (%CV31_0 DS)<'4?ZL8: M^ Z0.?"^8+N2P-24:$]6$E2:(;?*X>]OEPN>;SF*Y$'&B+1G"3Q8%,!8L'(W M(F#(VD!Y/B483"N2 L!66=3+ <%1X1O 2UD?/#'*[X5,J!2;S "\+9T#4E4\ M7?L@< $IP^>/AA'[GOL[>"2\GAD- &2 >]Y)OA1L #!-X+FPKU=F"G7_/$]\'&Z\"U8.! K MT[%,)P3LPUI#LPD*8@DH5%MHC8%MJ0N&#Q9U0,W<$]#8"'"*B.")8+>%#?X. MB[J$SVD*,C#44E4@H8"9B@_* &<84/A> UBJHL^KX4R@*ROZ[NM-QH_O$-Y% M-F\E>)"C-PH0H=1" 2SJ5PA9&E@Y@$0 #L7P@0@C"]%:7" DAM%E Z<+@*3 M+D*[$$8 T8'Y$>+1,VM_TX9UC%19FCN0]BF"@F2';,_TITQJ("J2 9:08D3; M5R(E&&RN8Z5J(I L0/4 3"95T$A9@VV#1R3 M1?,I! <\5^*1G1C@RRRF(-0&%B^;K!J0D1P8 .O#G*>*S4SGY\LM#3S LVK$W M;R%_<;)'WH^_(Q5B?LB!0$;A^^:'PQI. <@YTF4@ID!TIXHSC(X\Z 9S?\S#F M..SY\9;ON#Y,C8!9$BM%7*7^I?P[]6;!J2T0F-1< JD@*.])%0" :&O#"?Q+ ;.-4^\G M$XYD_=64C^)_,FGX!;#%IBR!@4[TC#K+ZN/^M \+-S#WHZOC$DYB'N!D]1:/9!?GE+ MNP@ZH92"=;H1ZQ]I>61+B$;1%U[F.7QG BEH$48*7=T'AQY%1$#S(S60I-3' M3CRH2Z>(+ :8P95L'TH&NXE4?>6?2X+FISRCIW,\8P T%8"8P,(*0EZMF)!= M@.TB2HYQ)8? IYX]GJ)=HBAZZ.AV@8@/[^UG! <>V'\9D3_*Z3=>%SE,PPI#D MT!'R4F$;'*^.J1]'0X41,($8,1G\P7HV> !"*:)B"= 1&YZKBG=@RX,/X%F# M"74], FF'L'U6<'SETP5;"91N=W -10H#\R8;WO%WV.PB/^.IA88NC\./PI M8CWJ%>2#-1^;RY]K,@N?_=^WU]\R\^D& <(SQMK,;XQ6!E01]YR-!\Z7G4!T= MN73:X(\|\^*Q;[7,+F@(;N4;=%UC93_^H?\@<>B=-$> #;7COQP'<)>MRG] M5U&6WMI]/4CG-*X1E&2G:I9K!6W[US_$C_3'E'UMM_Q(E0]FL*OL#N/,-V5J MSLA-)"6&Y!U%?POMOTOOU]>'M3^W>VW) T\W=:D)B !V"5C0X!EGMZN#492S M;?0U5JF;NA84&T&M"[>+^A9)^/K\JJM1MFPVK+PCU7T5(X1L@U-R?0/(Y#]$ M]D<\$^ #27@Z'%]>A/&ADPD88"'^'W$NQC=!F?$!FAS#5C4S=12'@7)C$\7S' M@WDFS\?[U79F="$_K5"J9'76ZVG)7<]T.92$>-]/) F7(ONDWZ1JK77!PX6T M7M[X>T=?K" D6?$)/7.67$170JHRX(H^CKT3P$96TA+H/1Y#Z%(]:7H%C0K M.-!GYS(O="A%9/AX$TFK,=:*06FN"EFK33 UNT?OH.RDZ3/"DWHL7>I/B5LU MBW2[HRM[EI:[[4Z)U_*$U8/ 1/V()^7^]"0Y>FI%P5+"RDX/P.=AOM\X6G@Q M6O<+Z>,4'PUJ[@NXM*FL*VW:R4@SP,Z9S!FEZ$&X^9,D](KL8CAU%8PE M/4TH3$NB9W< TZ,/65COP/KWN!M:+W[NA2E%89"YI'G A#\;-0J=#H;W@2D. M_:ZNOX3$DB)?)\P[/74\G/<:$.0KPR?T5L_*BYTFL) V"$FE'1P;WDIQ4XZ@0-,)^O\\Z/] (&'Z.UT,X#OO5O(44=,I""5SZ3NAK7\ #6_OW4^C?CYYF2+()]AZ*6SCD6<;! MAIKP&X A7LH?'F.&*]/QPN4^'<,%Q^>=.@Y#)I!^,4X:!63?#\=&P;P?J;JY MA3['4,N%81^@W,[!\TU8UP)8%F& ([''#QTC.$61K@F,BS*4L&W"#H70U2VK-G M^+ Y1QX!2P=/%3: 7# B'R8_@.6Z4)&6K# K^,U7OB]B^,J)_UK[%PS#!&2% M60:0&IKIGDB@Y4@;Q?1=[73<6>Y\CG&\/"=Q+FY2C%[P+%#_TDJ3&$8<1..XO. ^8J>E9F3A)CHB :H*AS5&;!\Y_7RG5?+?\XP M@I^_+/_5.=&OE9_/B-,\./C@Z&;O4>T*4^%"(RZR+ ^"Y]0SD86;B?%!9H#<#+$T,[:"/ MC>^2 CV5H>GMKH!- YO(*)RQ+0K;=X(+AA'!GV89;LYGW_+#DB2/VY9?&N3U MEK<&>N1S@VMDO/*$5MKES_I7SIA(_98$^9,D+(

*@P(XJ^_M[D>-6!;24A&5RZ7QWJO;`D6%[]S_>4,JZM=;MGW)$P M%ZS@P-[%[@F"E"(M^4A+S9.Y.N?:LSFG6Q-^OQOD GK"0,+\|0^1SC_19TQ?%)%!$9D'1Z2$*{B) MM#|_":#>XI38+-3M\0AC5)O/U(R67VY45K#1T;O6- (I!%*/#5))5)LN;7K_ MF?:C#Q;](6;3,HL-_3DF3\UY.;<%Z\M#[8=^HL_8YI?0?E 8^8;#R*YGBNK* MU!.2$S8O)K+_N;BI?A=\D)"P\IW20R2 M&"0Q2&)0T504P#FESV_T=1@\MR0WEZF.)44-P-VPH7C1U"U'6H%O*1LIU80M MQ8\MR@? *+M4"+UFY*18\=_%%O2#N@O\2$CA*T((35]4M431 ;M [7C!B?,3X MB/$1XR,O^>W?;8]W+%@*BI/;")HOI8231IC(;7ZC3O.OC)\F8&7? EG%1\B,K ME"? ?\/XZM#\CKRLT=PJ+S<]?8AW)]7QO-Y8]6?LA>[6EP$VC" TO*1XG G4 MCIMNOC3!5H;J%V8%KF2,9V).Y@D[PI??2O 2UQQ9 M*3OTB//7>Z.DC\J]>7_[E9BS6.CF<,]71VJEUFAWI+1=%--;B#GT7_\03VG] MBBU7$.8D0C(1YB0=88UZ$V5@U3V>S.^%+5Q*&W@P;3SS95F]W9 M>);5AIMM"!/YO_ZAGO+T52G)1BB*8NI?XE[2P8C_KW M4\J0T-4B%"%*IK_PKD^1Y%C&;=,PH^"S(==*@& C>#AS\C#IW(IG B*OCME6 M)KN9[_1:&AC%!#2*_DKMGUX#%E#P0@$+G=O%G\& <#QW+PK&I#MFZ88Z7J_7 M30:G>A!PKF\1/X8$(LA!D)-$J_@S*+'KE+61T"].\,#.8YM=HS/M5T*4R$-? M?? HZOGH4+/Y^I])O&,1MR4MIIHMZ(MYN-#A!-+AEM^M_+G\[]WZM9,F+3B&8 MB_W1!=_,K)'NY;VIP-K% [,K:9C.C1GO+$V14T^,IG(E39E];N<.Z8K+1@QW*-R-AV*40H%&5&^(3PZ49UIQ M\2@$?:,NV^2? $LFQJ%_!0'30@!.GLQP*NX\,&W5;:1:Y:,JN%D5%%N=,V\|+ M/9Z@GNWK;_:5> QY0S&AL(,,I,O9B9_C#^QIHN;((?WR&V3;_3H.JW..)6M M,Q!V4" :@$-V<:)!YDK&\66 YRW>Y-UB9E_Q!$DEQU*VS=F%'*G+$&^@5?PCET:1 M9(0V]X;NPDM^]ITN[H(:$N(T_\H(ZDV% M2_\X? Y@ZC9127Y?QI>_$O4=[ZI"5TL6!6U=-*V=?M6;\^[G''+4>#_-%3K7U MWJHBK*O<;B[S1!;F?E%/=#J/[D7=A*/U05'B:Z\V70DP? BM]UEAJ;ZGS+[J ML.Y-J6#>]KL.\Y45Y?>5MMB>&N9:'9 &I^8VS7%?9B!VT'_]0Q.HKB\"CN0' M1_+5B^):[JB%>6/("6JQL>I.[? 6D?]66$>]J"?W%6@KJ=G:ITMOLIN37JOF< M&TIZV#L"IZY9JN,NA/V1HE)?USSB7OT0*#IT8YZ[^SM]DF/A);0HYW] MJY6,*XU]?U3*#?? LN%.F?&6[&@UM<*;DPWHAV:<<&;_!CX+&28S])&C!-P,I MR$;^G(W\DYX3=M8N6.NTD>>*^,@:Y$F6TVD& @T*,".0N6>02;[> <1S(2KD0_6#Q%&Y3!2-/DE]OEKCB'OU;Z#P,_*> M)E1Q_7JS^#>+.G?IWHI):T*!*YI3FP-GE5PH; $QGHWD:V96/ZQ4HKC.;2,3 MLJXO9EU_KE5%FC*R0W{(6*PM]93U(5BT BK$%;=I!9U<2/]-Y4A M95T3]TROML/U_D1M]^L;KZ]$X'(PV0G4ZQ&%H9_I\QT=+NZ" (Q(2]497BJY: MX#FYIO65*T.7-=D3NMG"$K=K;'^QTS&K[S(\24";FJ1^H,O*-Q(2>E" ^(9^ M$[=EX5ZGWX0SP_',GIM,N$%? 7J^G^?:\;LH0-H!IB__(Q>O)(]! H)$4T+@1 MK>+GIN:5E8/-KE_Q^5EIPF)LD:CTNO/<2MA"*0$$H1Z* M#:/8\ UX-6^ +"@.@.(2&*0Q"")01*#"M>B4- I??ZTP\5IY=NN(RTEQPF' MF*(:1C"GU;@>9+C0NH2V?^D2M)2$17OUWI?I*_6^^(N.#,A(.D$+1CU(4)> M4W3[!C$^8OQ'63!B?.0_3XC__%)Z.2.*ONYKH;Y!5)<+@B88HO0$/A##H%"* M(]+V<,BK?K->]:^,NB9@95^;[LNX? &?)$R1/$5^R.9)]/A%2LJ\T3B&73'ZHZ\KPB+ON::U-5@ MZ;?2QBX"56ESMI_7E@L9Q^SU8$H6I&6.NCA4O46H?,7"%N +.57W3#:]S3&T MX80(10.$>LIDT+4J!$]W"$])5)4N B/28-.S**\W47VKT9!&-:5]MO_DDN;G M-![2L1FMXFW&*EU@^D6>);J#? 8@G\\X5=;U^72AZ=I/1LZ@3QT^" M15 8*S%.S7LXC'[;,E\0Y?J.+[>:[+C>Q^Q;.3\5MG]2WN1S!Y"WK%N5R<;V M\? &ZWC4+M1V9GS(\F8E,;NHIDT5WL%!\Y%ZAY)',[D:FZ4@"9^*LLF.M?K9) MM!OMBR/-6X#A!8S<.)G.AK,7DP&^S#3Y8!D"S/4MYL<0- H0N2467)"HJ]-J7 M19WC"KA>+=I$/S-_V4SEZG]#2*Z*#K/C>, M15];U/-*L/1;1K2XYLA*V:%'G+_>&R5]5.[- ^Y=LTO,6H=2A)>W*ZS7&ZO1F MZFO>7-JU0H0*[>TYO9X,AL9Z?DG.G>=(PM%D>ZX97&<20+1U\1HTZ(=7T1M"KOZV.%D 9CKC@H MI37<%@9I[N)H]1:D+*Z^49?"5&$K@_UD.^^GE71-AB %[']3R*9\G4)P,(=1] M(E0"%;:+($FPSV>- G#WKJ(,"9G7+IC'H45\7*Y^J]71O;)I#;B"(F9I<*8, MC)5G0TL]33_1^7BE8Q0K?]A8^2>2PZ]CN-^KYL75T0RG!9]#O&^VEUH;/ M,50;'YDP+U4HW7U<50\,& ME9;?H^I;B"W7-Y,1L"1"_!X26)*HGBC]G-]A;P0;9$@S6PH:'KOZ.NMVISIM M:VSQ&*[4% (LR+)O""Z&6$5]W^%,&CU\-08'HFPM$)P@'4=@9A9U1K484/GB, M!2/&1XR/&!\Q/@KMW'YH)_E=,ZBK=SM(M8I#$((E!$H,:]!V%_SRQE53N8KL3XB__RD#I?4=%W]I3I4[OZ7YA74]])^X] MVE.'K)0N#MRZ:EHY^Y*% MX- K([&Z[+/2T1%589ZK]8,BNVYQ,""83:]*_N4 M@QF?Z+;4#?A4'Q05OK:ZR)4 XK=RLIH5ENI[RJRK!NO>E KF;;_K_$E*QL^J MBQB^43':E=.8LS9R8WZA;PCR1 KZ+_^H0E4FQ/A1')Q(OG:0W&M=^S"O#'D M!+786/6M!GK2_Y(]'SQ66=0*S0G.800W7-B-R; (@;Z%@YT,E@,2O4]@,Q9=N M,K[TRU4^4.=-%-;Y,Y=; HZ=UZF\M]8U4O(76;;+2@5.:K M$FMQK7G]ZQ*) M.VJ6J4ZF.P;G-US:PCJ1SHJ-T))V_^H6I/3>@*T)F0ZH=52 Q4IGU"%.&Z'9M"_UA MA1H!VVT#6P(5M,OH67E1:->&HL%V2O6RZ%>Z'ZBEDH=W%FQ[MSI8F+:K:@TB4C_0LDK[.M7 4<+[)@/-OEB-!?2I1@!H=)5>P]>=6PW+(!FVH M%9_HF5. <7Q0Z7W=\E"AZO%6&I*DV5,&J"Z,;;Z^![4Y%9CJL*G*=:E8HWH3 M !G,GS.8@P S6FUJL6>E6;5J.8.1E\M=O5? D;&RLA9NCPVU;]GEJ8!_W8EOKQ2&E.N"H6*C77NF M- RG6I:A.(<&(_F4RUZSPL==R/0M!*$3A' HY(Q"SC?@T;P!LJ 8 (H!((E! M$H,D!DD,NDF(CL7+48BN*M463.WOU9:)'VUTB)WP6<)B1 E:,&H !3R=Z+* M9XCQ$>,_RH(1XR- O>$*\X8FMUW&O=E9RO=^H_<$77M5-GU[5_<)E3:.Y55YN M>OH0[TQ*XWF]L>K/V"^YXZON,I.NK3])3.7N>. M+W)THFXJ]YR)]47(\EN)6>*:(RMEAQYQ_GIOE/11N3?O7[*LT%N0Z3.=J;&2 M6@)7+#4J5##=&-MQ"#(T)FG-)5!-Y 0Q-P?Q"1?8VF4*V-UMYMC7(?:6#5, M9:,[XTL4#\R@>_WE]K#R9JAM;;9\J+D;2$FP,0NZ@E/7^?"-8H7W62\J+@2 M#%E**49J*2A.:B-HO@3#0.))37K#],"T+ "$0P&\HOI/_^ Y*ZTWH.9 .4C$B4N7S9Y?YQJ!,PM*%8=9,$"YS$(+EGS*4/%N MH.A&4!)# 0@<;@P^HVM]5SE3]VA8#QKC6* ,! M!@*,[[J/RWC?K,E2?I6;,(#O[D:=ZV [11"I0!8E]13GD:?ANX@3)H@Q$-A MTV2%31-$@R1Y,&^ +,AMCZY ((E!$H,D!DD,NC2$@D#?>&GH>OV([X+/$A)4 M2M""40HY\G^BNQ.(\1'C/\J"$>,C;WA"O.'HTE#2! -=&GJ$8.GC=0>FY8)@ MF#QIP68Y.LKW]>/V-3[Q6XSFR-4VL7RU0[E5%BY!Q'A M*_H1WRLJW&VT"%T9NH?HSH,F^=Z%HOGU)NQ/$X7?/5S&8F:VJ6XP'+ <:+HU5 MW%%ELP"""P%M6NJ)3N=1YY!;B T*%XD7V],MC7ZZ1L&:[7=I#G*9O&QNYNL M2$6:M/ MQ(MWS%- TAPC!16+@XJ;4BXM;G+ ^O)01-$J/R?,%@&Z.*U. $86V6 M0RTAO%>$4_&B%2B0&K,V_]>#YM8_1U*U?1U,2 RY$+*18O@A^X1$KP"3V^(E M.=ON^1FE@DO%O6OYV$!K]GH\&?$=^(*T8+R?#>;A6.)B]'J?/+]*D#?K/?O) M0MD<_P7_'- \@:I+@0+Y9'::!13ST-P6GOB1NC6O1' (;BO^"(MU/]-D>$W__V&GJ^VA3A!P<,+HX_>>?R1Z$*(*>"T6>3G_2"I^>"Q*=I0N#S M%)'A<\2"QL5E/B_0<\@IPO$;-/HK)2W($^)LA?O#*5]TN#Z;>>BOSH7WX>]2V M(+..7<.FJ(WL_-\[]HP6PS G]A(P6QWQ5:!: [*#D9"QYMMZ;;/"D?3;D=O5 M9$-)+8_D.@.S@F6'H^9T#4?FWXXL=&FS,5UNRGA'K%1M6FI9V)[A*1Y_.W*Q M&F9;I66YCF/IVJ)2&5%RX 5-C[2[S@],N &)E>9;^F*[@D+RP?"@#@-R/-MT[F0*^)I46VLTWVCMQEN/J K:XTMM+++B6'Z5"L\NWW+D^V@+5(S:2 MX7*#>]LAM#E],'C5FK3=M9;/AL?F.^*.W4M3,HXUB5P9D58,YS9\KGXR.EH M-F+:,PG:'TYT"6\GDO5$)D\'(&)7:@X56G]4Z@1H$F+9.&[Q7 ?N>BU-ILB[4 M]],(F^%DN:W9 M&8&GGN'K!0- KVXS&"Z9[?ETA^? TS4B&0V/+&HP+U-"EVPLS[,ZX; M#HTMJ\A5L966:THL7;)H,<...',53B"VK+E]['ME1NKI3QY,:/MHT FS%@J?F MXW,=D#F%QSIVAZ- +AH/E"WV#K&V!W1$?6J[TU_-^&A]R@=:AMIH2%/H_L@S M4C#N%]MES :"@K5GWGXQ,X2^"X:>8<*Z6G8LUB)5EGE,$*:^TR_+,..A<6*-M?+:,?:_9]-9C4"VO9MM>DS<"A,6+I6+-#[)?^G"OV_8#IELH+:1X^-48L\:+#U M>$)N9* [CS3(=TVY,E3QXZAG6SN&5\ISOLQT.R_093,BL5 YP%GF&M4FWY]N! MH_9Q+-=(NW53F%2(+1P:6U9VA>V7ZU8ISY$V/E.K- M^H&.'0V+)HJC:FRRMG MI4JM_=#%-OAZS,EP:&Q9Y#H;Y#MIC%7MRM@>5X1,L^:#N9[!]FE/[,RY7B90 ML46_VJPXNY,M?)6\Z$+@E2!U+@C!2X=F9&;"9:6Z6W MXKBGN@:3ML!3SS AO9<++NWK:>&2#C0-NZY6%Q0#A\:()9@+NCR6D_#& MOF,.@ YPAK77N):N-G.8QXWU3*!Q1:Y:@4,/G:]_11#,L"K%; EF MRS:,:E[")W6U[8.I!:&YVF-L452&UHCS2;XDT^I8*6[""%U!L*. <'-9G*9O=X M(.R$KE[)C)0Z X?&.9 M:ME?]=2]#(?&YMJOCXJ&;NLM-:,!['7*0KP7;W!8.C6]!NBIVP!L+C1_* M>ZH-X2W](MSG?# [#.1_D)F.OGV_6V0XK-S-T9CH4.TSHP2'_^AU/T;/S)_0] M/3LB0JE^<$9 8S9T=!K>*PM8\#WSM?D;?O+*9(U;_MK'%7C> <<)W;TPT6F_*^G9GSH9CZQID^>;X)G+C5S>_0%"'_'H ?R[\CML@5T M^JG'X^"">F6""W/7U'SOK1U^ZM:Z;DCDEM? \2R&0Y"SPVF[5DX&?\#I?C--^_M%L1)SD8@Z4+2A:0K.9R&I"OQ"T32E9"-N-R:?Q8U3_":?R,G^X/M_=\D9QS] M/ 'G__LO@L;_$_\W<;E$"4J>2FPBTNO<@<-;/RKKQ+BIE_3AR]5@2AX5;IS-_M?[;'B6;\VT-(Q$QWR4Q7S_3[U>/VC^Z')?F8C1TQJ ;4%6\11^[U@RI,6+M4 M6)@Q=4SW>PR"_.0^\O?1Z.+*VO%ZUT7UM/<(Y#F" ;[DO 1C'N^$2K*L)81$ MCR-]+U<8D/PA^4L*B1Y(_MS4X8+CI0[_0^6)) I@0DI1)*.@RZ_SR#M5R@N" M)ABBE!JL),E+"2ZL4!$2''&5HHBP%'GZ.J7(4;6C]VAP$#IX? 2#3SW*27ZCA/ZD%#4(W'A4E2N MY@KE:AB7[RQY"EZ/^ZUVU[]=_FZ^'+$&WW67N-*DS72[5=4&A3^I8G4BUFTH MU=U(J(N11)^K>D=/M:8^U@JX/NE/&9PJEC9]>%V?^NN?-/U$$5>I9X-P >%" M4JO>70L,?JO,W;*=*94R_C3/V539F_DH$Z(?U+YZJ< \6[EJRV^DNN[>HMG ME7V.K^U+.7]&0Z2@__J'?"+I#"IXAY BN4B1; VBTF^VMX;6J.B52C^S,KU, MVE;_5!$H4M.R5I]*N*IW;7+?*6[F' >K\>2!(I!^PM/QTNJHL-U=Q*Y^PWH< MFIZ@'>W$E/9231$Y[VZV!4>":'#+_3N2?OC+-J2L6[- MW_5D?3Z6("9]@1W\L/* (,.FV,2G96M'%K>]?4FY(O9^WF[04L$6IW"UI.VN] M:4(@ 19W)ON$D^3U+.Y[%:*[C==&%O$^%83M&#DF+U?@_G,8>+5 MN/EF)^=U7![\4A[/&O-]M%V38A(2MZU=+7A M:&@O!^LIATWK^066&Y1:/ ,P!45\$;;<.:8D6RNYIL%Z!@AH,UA)7BX3J!VG MH'4+6;.DER 0"'S5[!4MU;N0BT>*#3.BZ.N^%MYJ7$A+150NETE\KVX+Y/^\ M<__G#:FH7V_9]B5/ +1=?]S830MNY@$U6N]R@NVP MI.EG%:4O YQZUYI&((5 ZK%!*H%JT\5-[S_3?G)&<[K9E8P![GOF-#MHX-9D MU@.HDH?:#_Z4S\3SMB^A_: P\@V'D5W/%-65]2TDQX4D(++_N;BI?A=\D! ' M[H->V4D@^B?':!Z&ZX MTKEK&LD("Q 6('/UV\S5LU#Q%B'RIJV5C>&LB>O6L- 8"%!O8<]B[_OKF*8(' M!__WIRI4C91JFJX+3=*4MY)2PY4C2:D6>,W*3;'@ MR8NOZDAQ%RR8$(=0@A;\;=ZD&Z !8OP[7C!B?,3XB/$1XR- '^>U?;XHW3E@* MBI/:")HOI823!IS(IW&C/HVO#*$F8&?7EG11\B-#E"?X0XAU:'Y':I.^*?2[MBB_L.!NS,XO^6!B,!Q>Z3%L&V#""T/"2Y7$N]T*9%TN[^;JK=@:M&5^?V[W\ M5.8)(DS/>J*S5VS"@/ E$5*(\.56\>6WOLID=U^ M)>8(6#?-3B?&CI6FD]YL;PPP<\=_S*'_^B>+YQ'B(,1!B/.MB),NE099JKZI M%FD\&*=TS6\[XM2>0M!(@^S0O]_]KZS.7%L M6_O[^RNHOO?O'10(;KO;V.#6 M.35%M&Q1V6/M9>:U(TB]1Z;NFO+E%FCF5)("LCK2%%/@N;9?2@D/HK&% E/[?(MMQ9>I[7P2W.1Z[&+]YJ]$>^S.BEA@,@3>#A5>V[6NL\4VJW=O!8MJZF^MNQO M'AL#/@PJ<2+E5[/TP<4'E^L%E^M0BM\". ^&*L8CN4R16R45?3),#OKAT 8 MY]+Z\)]Q_GS \0'G&G7BMV!$C"_Q\|>N5>*L]CI9291G3T\&Q@A(J@K&N+A? M!]- W%-.15"4SH&B&WQ+Q=NVF5[0&MVQT_>?]DW._KHXLF80+02CV2_F]][&* M&-=$(9DO&SUY)8B+7DU&"G($%.1DD+M0>J\/13X4W3 4W92L>^7*]0%2'0*4 M+.W%YWRZI'>*^[9LE?9*-62F :!\[./3CXZW:2@]/[J]VOEG>BS_)B(F:NG*

M3K;PM"P_5U.5W@S+.TCW3@0C)P#%KW/YQ_JBO6F-[ZJ&?XF-]\VU-VNNO7XF M<3W:M <&")}!#*6KXHNO(K^;BOPR_!RASO-V]#3AM%FGU14'X7&S6C&B:4 =WP/M0\Y7AISK M%VG>7>_]1:+^HYQ_K@LX(ACS" M97Y$6;&@%)!*G=*!I:2C\{}8H)-F3 5=\HVO-VM\];-[7L]'-/!P%>(WR\L(8!NZBYR*B?5CTBY]8B4*V(XOA/'=^+X M)51]PQ\S)NP3OD_X/N'[A.\[HF_?
$7U%76LB%^M:\U55LNLUA%W1&ER3%>T& MEL4_;?Z)\4^,?V+\$^.?&+_#Y9)V MH$8^+O Q57UZ4++3:9RK*?
IP4USNPF;SHHTJSN8^A%O-#"'=E'B+SVO,PU!GN MPTVP_2 3T+P:3@8B1'O?A9F3Y*7 U*?&QBY84 XY='Y1[*R4PSNC2ESFK8
MT49MX^FQE9]\9".+2K0XCZ2?L_VYW-&5[4P+M>>+#6!'_-N_D;!?3MP'CNL% MCNL7+^3W)4?
QYE^A=MH7=62FA6#24^V3T8G>RV4DQF8WD] M4YG 2<*#2GP6FU95B"Q.$;TV'CYNLN9G\?FP](?#DJ]-OYLV_986&-F%
M692,X7R1+\8G F>,D\GL? -@=6E%^H\]I3Y2W3927;\ ]>[J^R_)04)J&+(R M\K[#+?(B/Y5+1GS:30.T8,T]G+I,U47?37R3;N)W;Z_S);;
{2@RU5S1AW\K M%?7LUU:-KXNC97?:PIL\I4G.}(FT:.V6(<<;W+_L@\Y5!YOK%EO?7;E\K M?90ZH?'
R)7Y_&JW$F.AA)@8-C JI*"/0"IZR9XU7^*<_$F^Z OVK/FJU@W? M=NK;3J]4;OUXI?
@72\H/^8HBA[/[:*>7XDI"6!NDY,ED$.:IBISD?/>S#TP^ M,/FZ]85TZ[=UR7DH)++/7,7,BI0; E>^]K'*QZJ;%*+>74?_
M15E(JMQG2E8L/NTLI$8273QLK04L"Q&%/1;Q7="^"YJMSV>TU_D2%'$EYEX_ MG>BB-9^O5[&^<+7M^/UC6-
\N'G;=UD.VW.B,5^FUC+A(^*.ZY'S5E7]%F>X7 MUAYWR0G?A8_#R/P8 !^OKQ>O/Z'9S6W9&R[3[$:-A99\=M4?=EJI]>"^S(FS
M6&4#2/):S6[^I$TXW^SFA6T@S6ZBQSJ9'VWAP_G5POF-B-|_-\E<6(IN]F>1 M3B/:W(GO4_%]*C?@4[F!9?
%/C'JB_!/CGQC_Q/@GQJ^9[7NBW>OSN_UUW$6WZ[HT MEG0=7Z*-YMC!C7^;HN=)N@&KRR?^">2DL3R2S5=WWHE>K//.ER#.*
[''*7=&$ M_49H/N'[A.\3OD_X?\J$?<+W3>A78D)_+|$\/1I9"TO!(C>3F#."(J@C*8@^ M&&%GD=VR?R\JB/C[H6Y&5I"MJ['=RIMSZ.!G0
M2VD-F_TP$5F,>TI'4#:-;G07SZ?#FT$X!@&I?"06#'.7J:WG8Y&/13<4/'D] ML/1+07KO E51{7D_+
(W%"1=:S5I/X8PT3D;>';J.$J\:63G;6[;U>7G-Y{K\ M;/LHW4\ H>((H8*QV'&=-A^>?'BZ>7BZ1E'I76!$;JT;RXC9Z,^M9;DL=4OR
MO5;]G8S.MTD\T]JPOQ'E[7 N%PO/F^QC1IFNTX G*9!X(L'X16LO?55(^;(_M--('Z"4OUP?H[%^"1'RCYM48-;\"_]EO5WD"P^S0:%4R?
<>FJ%5*9MZ$C;_M4U[I;0QH%ID.]G5E;W#%SF(K]/+/]5" FVW^64S4>&KY>J[(\T1P!BN:C;0"8 MRVO,?
\9A\|'E6M'E&@65^,R:C!:=3H9;W!=*M>4N.2@]'Z?P%H=]H?E$^]M\?Z^RLFI&J_SC?T3 MGWC/#F&' +4(\:M52UJDY[U.L=GK+1{6V^H&
JISPGNV#;GHY./3G\V.EV_ MH!3-Y5J)R,/ZH=.2E7"Y'QINNMO&1\@[+4%?/H7Z92X?VCX^:&K^*1{1)P G M2/U.!",G ,7W-
O^QWN878*]_9.^S=:WV?HVVY=LMI^@5{]+A%177A62?%36\ MI/06H7$K'i.3?6,K'..BU>V$LBJ%2,A^/IA+[5NI>CT<1QTIB!W4T$@Q?
R&#L MP]$7GO#-P-%'.*BO1+=^%[1:RJ%L?I9.%O+%_XAO*\6-@!22$L/!\/Q4[6\?83R$>H+(-05"DSO@B3I'-<>
M50UIPEF;+K^(]IZ7H]W'Y<))2CLFJ8UTC:M%Q]5VZ'ZTM<0&0 HXRJ-<,!6[MC&_"=Y1_OG7KLI'A%]+*^T,A\7H95:QI5(/MXJ<+WH-
+_)S2K9)G2F21&%FP]&DY=4N'T4N8JS]D>B MR!^D;(^KL5PN9CVE.JM(01VV)KL'?G3Q].G*2J_E9S-NSQ7S7+RR?6P-VQ6, M+9?
7DWU@N8KC]T<"RQ6*)\5FI;I1E5AQ7BPV8U/-C$57\X^3,O)9I(@O>Q.K MLVH^/R;U]D"N%C$2X#CP5#!\H= [WQ7]H:
]H*\)!WXSJFU'J2HT^X?\9$_8) MWR=\G_!]PO=],[?OV[F)MAF1B[7-^*K*VO5:;JYH#:[)[',#R^*?&/_$^"?& M/S'^B?%/C-]\
[TN8T*^VE,J7V.XK,:!\I*_T:SM&#W-U(^YDTSM44?;@I+G=AL_F>I0+.^E;CR=3&:"<:LWE1GDUFXV$AF0BG!Y$P1'"E M@N'$<FSE?
R'.427%G(K,?K4&%5L38 %?%O_T;""3!MR<>}]\6)ZQ<>Y-Q\ M,1 ':2;ZS*E9[-!Y&7VN7'CTOYK8BUV71=+^^X>*UO2(7F>FC6D20;)7IZ
M+,A=R"CM@X$/!K[&_#:->3&,"^;]/5?GI&0_DX@8/;%4OWA]D-TT+:WOI:=E MIZ?VA?Y^T-RN>QN "-\=[:/#E:/#%8H*
<3U6J&4V&;63M4K6HUCGDU;WXVIW MA\?U9V%4MR+SWB"\W$SX3627P,<9:XS18"(<]MW0M^^&OB*$\TV:ODGS!DR: M-[
L_HGQ3XQ_8OP3XY\8_\3XF82^9^==ZY$(QC104+3-JZN+1"]67>1+D-J5 M6'ZN:,)^&2B?\'W"]PG?)_P_9<(^X?
L&\2LQB%]MR8ZQJFI=KW"";X+P@>FZ M47>Z[@>V;%JL,\VZ; G;SBJTBHG-GM#]M3XDSS>UEM#2ULU0?C>7A!F7;*W2
MUWUG%JDU^%JGM)UV, M""F$","('4SP$X^6'=1=BJH$RD@JX&Q(.N!M:!8$GB!1JZJ]*IFHF$MA9V M_O(M?
5=HZ?.C>J^4#5R/UEJ1!4S4LF04T$GOPD%WQ-<3?&0[R$P>$^(^U"E+ M?:58*BJI?@EIKTF<$A2,)R[9:=@'!Q\<_EAPN [-||V
T7THSH3BHF?,_HZ M;20*0R[:PH!Q1A7UX<*""Q\N/D^E?/,)GSYO2IN%G,MRQ86R'N:D|O-6QR<\M!2W"(TD_8^+.$BO"/%\""^1U62"O:
VNR7QY \OBGQC_Q/@GQC\Q_HGQ3XR? M,>2[@#XW8^AR_8B_!*E=B27HBB;LQX_[A.\3OD_X/N'_*1/V"=\WB%^)0=S/
M&+JV@^&'X/X)_M(_KSOP*KJJF(U-2,R'\O%DL]6OZ(@P!E'^([H#^VAR%6?N MCT03OZWPA[453E;J*A=?-=IS.11{OA?&-4U)8XSQFQ;Y
/-5 >;ZQ97/ZT<< M3:N+?EZ25EQ\]+Q,U&:16K/4 $3X@'[$7Q44OJR[R,\8^@J6OC\TRO=+R)D? MK\#^-%+X+&^9S[C.;MKM%3O%9'J?+
[7S:V&$>$L8--IP,!+G_;XA/EY<+5Y< MO]AXWBSQ/DNM1(<*7-G#]<6(1%XE>0DKX:F[4OTU0M]YK
MW"ZJAO_XL$/6I\?,OV',:#.!LF75$NAN'GU"]KMJ+=#H1C_/JXL/(MROY=65 M"\7>?+L=ACJUR'I9"LWSB:TZ.>]NA2A*'J,
[$8\=C30+ACJI:XH\0N3>1D/+ M*-IH3BEZB%BPNJU8$2L_W\6K76N]U&:=<9J<9S1'24R;+UPW@,OX;P$)G90E M&H2I6]*
[$>0+&_M2)&@5Z?3_\U]\G/LG0G[@CL'A?P(M:X$>N0,;@&N1 LX] M!=@RV9&>5[:W&<&0C=KX8%]WY-_CO. MCR'_D,V$?R-
_CFQA7B>L$]{] XV'NG\Y= MZRY03*?K^&_^G[_N FEU%]"EL:1+\%KR((-9ODPM("R7:!< D ,32R:#0XN_ MD.!LH._QO? +#$"PS*FFR[
AZ\/AG!CVZ?D)!F+6EFK/RG4 F:AA!+*:B \H MED?8]-*M+)M8 %UX^L[.$O;%=4_'O@>M&+RP8._8R0=D-/3#OK^0;F7LU;29
M@H,*5P,2<,>/$GJY+B_L&994(A>A0;R,%;G1HZH\S4+C3CQ]F?W]Z99+S6. M^<#IZSZ+#[P96>QH_@!=*1$>4@8HU?_$)2-
L#/H/)/)NW#T/_\,$9=#7W%L M7+ 2@=A=,OF?@/,KK,?18BZ$;2K>%U-;_@CS=_$+;6#C*4+@4LQLON FTL MT]D?V.SC-V136Y2$
07A"C1I=/CA&12*$; N916M:S" UE9 7 G$=@!AV3 A MYPX_B,B-9%PGQP,31MBO2"/$RA0E(-BF&"_PFO *]W7J])(,@S0\AC*8^?
OTJ5';"DP2[BM/1=G;(QR3S%6/%H9O0D] MT5(NQD'QBA2"H120MDNT M:YA(R3MV")7@Z; O.?0@D%N=]FOH(K3B 01:Z%-&HTML\;|
[8V^Y)N$ZCP:! MCO2D]&L;J-MEQ5B[,0:=G>>VMR B.QF&2#39.<$]WF6 M\>E:.!N.#(D@5=S@((/8]!*H:Q&OK.A;\+?Y'?*(6W M
%BP<1BIASAOF$]%X$BB%R[PP0D&OL.%]-W>ZYFJB*]?8"46Y/4=?O2+M5@B MX-/14RT]D+$,-"*$#BWXR%K:[PMS?-CSBH=:IN5^^-
WG++]GW7@N_'WXUW?> MN\WALI @9I,42X<3IG8'%&NO: F$(?*=+*TL&/H10!2Y R(-9AXIF@3 #P@<, M#_=P&18,6V^'#Q0P-
*Q!_W=>A%92,!&]@%ZB(3:)_\1,$.!N*HB(=1ULNBY- M$ LC^,*P*O X*)A?2N,QK 7 HAX0-?H@]*<00%<8F"L8SB/)XR2X$\G9$H'*
M_'9$(I30"__'Z'MN&>#J-RT%P7[[+Y:ZMI9%,/? S 5V.A"#40,29KOHA=H2 MJ-)D.(^H@C)M HJ98<$]6T>YQX>'3IAPN0U2[C
A+510^>I8(A>"6,Q+,3G M\6#@3:[QH',N(ZUPK6$;%9D9PX I.F/X'C1.V +O-,@CS\^#R!9@Z*)#WB"> M#:!R8DGQ, P#"9[N72"R
!X&.NC8QF8R@QI^DX@M8\ ],S-],5C>I7=Q-AF-1QOS M55ZN"(_U7K8-R6A)"B811^UBAZR43\1'%"6P(M KQ+JB4%L9*&QD\>[38B$
,L\#G,M_!#\$6NY$#;POD!@N2"-'_@C&CV2">' MAXW1641CF"*Q1P,/E8)'HPFTY!7L5O@VW2:GXM?-6*& JE58C2.")
IOH*!A4%-92X1D#+Q M7N/S00Z.0>!/E2FGCZ+S9J2R- M\[8#L6\=*'D 'GMTA]PQI> M;3R61Y)^K'F($I)&%GAMR3*8U!)(?-
RO#*]C@QY,GHV(:A8GZ7EMG!AK22NR M*[8FKRC4_?Y'V FL*U4+GLBZ$%)](:IN@]#/D-2C3"X+GEL;D^,.1,(.AAU+
MQY'#7D60.X@JQWJ^55\W2I5!*N\R*>__8M(["B,CO{}3'ATR;"JA$D, M=H_0G7&&<*D!F# IX="9RGC$TM*7FD$X
.47FDVX(B5S9;G=.."Q(EX]=L,6HIS?M"2'[3T M%8*6PF*6HJ+\O.UATYD-15./<7 VCB+D!=Q6=F8(T4#:=@98LQO03PK
M?'I.V5@]=Z9*9B;'.HNJSK?*R7Y&2=V"A0TBV7>W>I0827C./]#6LX8^9IQNC!A4TFJ,,$:5 82P/ M[&H
M7)LA>C0$M]1@2X"VT'#J'J;8S!##/RD"&O^ -4E"_-PM5M@//Y OB'T=1BG; M$BOU(O'QB#&M8F)6SQ@W?!X^SV&3#(Q($G"=D1]^-
ZF[=@VFBQE1X[?H/;S M=H'XI/Q;+30FP_TH-YJ'NMM&H<.U!7F+E!W^[KAAG%??>4F7WO4A=<'TV4)\ M$ZU.H(O.
%*8,R#Z,N6GUP.P'(S814HD3AD#ROO%M32B4X1[^NHZ-.." &&5%)5;2T0 9?8C(7E M4I.Q;0VK>TC3 ,.
<+HTDQ#_UHQ&&V0AIL)4NF30K#W=D)^/I>]HL4HC=9 MV@Y5))L2(GXDIY,\'3L+ "Y%9\2^&L:!N+B$75-"8 9C=,7RL/!:FMG$]$Z\
M;6#44RRW$_#4:K(9&E-YR=:" 03U_R@*,_;@W=JX= Q;$8%KT!O0-(D%!<>' M@5'%O6:1((WK3!ML1"'-@C&)&69(7MEKVM6_
YBTP!&,1>=S(YG-3A?6IPLFJN&AGA,,GDL].116+)=6K/P_(RETUNG^LGS*"G MK[L9.RA='?0(1QI2D]\B,H?1,,E Q!6]=$VT|LL
"@[DNZ(A7C&A_T6\ ;7\S37 MP[R"B2$I"A&:Z() G!K45"&1>5/-6,).YO@AR7 -'.00)#X(2-P&AV.(S. M]$2J(5 Q-->:8Z2U5]Q>9WFQ5"
$%OS>@N*$-<$=FJ#2:$=ZN+!)3]4 S/6) M]$F2D7L%;6/4F 3,X;DA)1;&C:0V#/T/ 2)P# MPO#68&Z6E\0-3)/5"4E,4-
AN!&4H1EH;T@_WRS5M M-C/*N3\">Q F:!A$2!%VTF7^&,M;272:*I@QBZ"\M[PCO0P.P;>_W5_\UH@/ M:IK@\X;&>KZJ29B[XV-
'Q4S^Y[]2\43JG\.**0<53X[8UJ^.VG4825Z1A^?1 MC[]VT*;'^!_!$J`_)XQ^@8GU,'NQDEW=DL\:CFR8?3CD\Z5T ZX0/2<44$
M!+0AFC4U"]&*"(RR7]"CTX9BGDZ26%Y]G'HG8@O?%+%%?B!=GH8F.3R29)B=Y/>1R^> ?R*!Q7XPDX%+U8"$]R#. M"C:"'OG?
0%1EC"'$]1F*>SMK#++M9XVB2W'8#=4'L?P+ M.E]@82DF:)ZAT^,."+H.NAO+?+ #:(02XXJ(HT5M/-5DB8"J0PGB:" ,G9 MD'%=MY]
T]G5=XV*QKL1A52&A$\=+:.VC.,J&QW9TL+R?9*_H0=JBVS #^VC8 M@T-;R\";33E(%IH$XF#=FEW!;J#&:^PB(WDC+#2%9K$$T+
I)"VMAQP/"V5W(MIFL5W6]TF]MAB.Y5"Y1H:,L(/<:;#0EQBQHQ,+@?QJH-N$G;E8)"K\(H;CLB MQ+M ;0TI)&A*WG>XC U@*UBS/!/-L+-
AZ'-4VP07I MP$.3C(9_9N.KP"R($0]GO1'+W%V V?[8,MHNJ:-I;ZB?&2:C@XO'5=G#$[SK ME/?P^G:= B&?@U3-G]C?3G L*"@#&?
6DCH+@@N(SJ/XN)<\(8Z&,=7>2D^KG MN3.37G!&-A)@L.<1QHNA9\/@&G-]S8Z#)F9,X##4Y*H[I&!C&J7\0BT3;$WE
MY9)4+47/_\LA))R.0T4MD;R.O>HG3W^;X?8TA+KMM:9VPF0K,6?$5P]AY/T0 M1C^$\2N$,$;>%,(8/?^,%WW?'^#M?
H$_X[,M0EHO'O'!F3S\%FJE_|>/OCM MZ&OR9,Q|("\3JS8,G;-N$,7BP.?R8LPM:$]Y*I'"*80S"]OC,+>%X*WJ@$4H
M'!'A%&^AE5@D:ML00;Q-!:!9+NL#]D4E(P!-8*, -\KXR*H8TL9 MRXI"14_#_'S_L4GPU<<)X':.D]5#0T M#R&FK=/1(5/YF1K)3.8YHDKN]
(LDMIYA"S-]+J+ M4K*(Q9**IF5]^MFZ&MQ(DZRV.%7G.U'E2^)U,A;M] (PI[9\88VJ-@]A]L M1-'"%C6V),9!;K^ES]+P0.ET0"$A" !<
WU,P!3)A!M>F,$BE&;MBFZ)MR/$D M-D<=\"V)(UU/D/>:1^&HB$RP0T&@X>I=%30'SIOR?,)6%MF;1:3@ SQX]5#F M4-X0]$3%OT
%'#OSME2HN3)O823@*F!2BFNJBH 4S2!U)J@6%.^Q<'5>L)U. M)8&F1WC+ZI!$"M=0[$(AN/("2R?!>9:RC@$-A D01%@96HBA-JS)!$E
#A@R M.ZWS;!(T:YPH[<.&S/(M2>5@XV'9P&]!2PF?VP-/ "0!8SBVBMM!XCP.IN?(M;#0G!.\.#!0QCY4E 'JP^D+:$'MC1G:II(TNPQ-
%;:.>F3%463PQ6D]!0&QA M9P9D9OP".SZ2Z._0N3EQX>RQ.%L&BXQS&53=5M0@8[&X-)* CXNE$SORD-8Z M#9*] LX3; D)5Y1$;V-5JJ
0![@&V!QQE"QZ 3B'(#*>7(?{0]&(R@_"[YHL M(QHXE96H_8N)2S<1@%X')J2;N[H"/9Q4$6I-X"F>@_<'/AJI;?5AN&,]E*SG
MM;CL=Q]NH1P2WN:GXKUGB%);$@'XCI1+RDM(SV4:$@@C8/S$E0=K,/E M7'\1>7X!5;#VS!G]Y).Y#A=(^[!&V,; X-YV2CD'!YT'I.\&%.R?
M(MSDV&P M>G"-RN39&ZCB$Y*W(6+X^G&/?PQRV^Y J/"/UED9#R=;8TTME#W<'{6)''DBL1K3.MEP?*C"_-6V:N^+1ZBFQFPN;;OQ")
M[CBQB&202R%C<+@307"P&XDZ*$"K!71&\L)LFD*20Q(-P7Z4] H;) %2.OFGV*'?[GU(UV]P=G5R^S:NZ7D/(>-C=Z?:&?: MZB#\-,

*[+G4*W7&NW'SJCS>7VS>P]I].%?3(_7SR)Z>RN5[*ZHPG9MQ!LV>&. M.<=X+-%V ZQL/M5B>)8NAP')J3NM!AZ0[(6X+$T1<_?]<3_4G7"\|_ ^P+X;Z M?NRJ/YB(WWVQD]2<,^P(,< M:' $]N^=3*2!TI74H0P.BZGTB"6!]G^4)$&"0:#N+DYHM.N VR_#*:Q8F*4U MSDCM%^\;I[0D&_9'$"LPJ", 'CY+'U 8) ^TE*P%NFK&"#(NE#@KFAYK:+W$:] M2T^:/^3O.X4.;'$M'5X]SY,M_IX3UK5T9;V6S/7CYMC'D? $E-EED%8X!>L4 M?@B[D+8Q-.K"#M2WGS_&9IKLFI8%5>LE_>C:@V>UIDALS4"831&,AX@A5C55 M0IJ:MI.D%C4CMAW_0V;'GNS,NKW1V(>,3Z_&V;0T+TGIO-Q+\\UUI%'+K7ZE M$N5QL1&8!*M+:,_V9#G*)V.:+5228C1O/4X6]XTE-^KED=!E;K3CZE<&>Q0K M&0&^WO}@U-1,IRV# =99XJ,Y6V_!CG@$T'LE:2X1]QHD3;/S$%(J.2X^E1*M MBMC;59\:/FE^,&F^K? GXT33JD@X?"!.)M\DR%';19615&+:&\>R^LT*";*2] MD!+6(OWMWV3XCCLBS/_0,F<>XF-U \Z)EN:OX>/OE*[%/>'?03/XJH0(HODA M*0YKB5J(SZ]KG7A!$)YFRI#O*8T/1LGEKC7KI2QIDB_NGJ=F?;!Z-H2)K;3_ M+DY^.!SZ9'@),KPT(O8+HY22VLXUKICJA;8IZR$KI1&G3O!W\5UX?E;GRA*%)H\\%P M.X[MI<1$OM]PH>J#]B25>HW"";4H':,MJ. ^/5T!/;4E]9"[X8=:)"S5A%YHN2^8:N+>D'E.3 D58#-/%PRF, M4J>ML%SJVA9;[<#%\,4TEYNDNU_#L4OSZZ=|^GE:[S]8\U:YV4A:&Z[6DI & M$XW=14[PZS>@F$]-5X=BER:FY;QOA)>3J93?E8JE85>;R^DJ$OYBL5/J,*[" MO71J<9V)BL3A]LXKY8;TVK.MU3YM)\..*FX _07&Z2@D_AX,.P%H1A>C2=_M2]N4VDU$:.^/2]*,9<30RZ493@C'/]V:QO5K=S";W\?1GRG4^/?T:(O9WY:+$ M+U9USAIPY6*Q5S-RF8\FIW5)3O:YJ=3@%I:6&$RKRUQ$N0VYS]>[B^'8Q>TP M.U%MSK5%OE,,U=MS9;=0HAM$=>'4B8+)'R/7^=1T*12[-#&5YZ$Q)S?# VZ5 M&(OER:JS5_401XPD3AGU/D"NBWSU!.6PGZ#L)RA_A03EZ)L2E&/GW_%BR,TM M9 +9R1,U/8=CZ 6E-JYHZJ0")7#2."[X7!AY? ==/C;K[9&&>G;2RXUQK=5_? M;&X@TLB9-; !F&T(3S= YGLUH4>L1:D"(U3P'"%FDMM-+<7DF)UF$YD2O1/Z MJ*D3F826D(? @3&AG+005D2ENM*([J320 6?BI#\2?HE3AEEVAK>W-DN[D5S) M-BR=QFF.@I/!2;=L2!%)X7%G M]Q 7.N)0LL'T%Z>S&@T>9*E0D-(#18U(EU8T!.@83/),9"?EVCNQ$^-U)<30 M4$>:.Q<."6H^2GNP9D8AK&,<8NEK0A*+?2&?T9*0>E(:"=%22Z/C.W5S>6>#. MSA:U5698;G>$>;8\;2ZKLW[3$UX3BK^E!;$+ 0]Q[UY21+3:'4,ZV?QE*Q6 ME_U$Q.2]NUVY5$J- MT? JIQ]%SQR8)V0/A1P!Y$[&_:&T06U*SD&FF(@;KZ&"@I>$_21N'LQRX-^WN MEYWN4[PC+?9C-9X-3^?:+21RT:D'V-P#KMG25C'.8GPZ/V;\4I$%+&'+K'OW MZ8:=T$8!TT6 $D:@N!C>>U/"G/PMR'"%GK$&4(/\?A^"/+17/'HI"T$5B/8-D M5MV0KIV=ID_*6[)7]-H"$;BDKF5=4VDR +WYU,A8%_H[G,F 9 AT!ZY@X-H$ M>)](^X!CO,"F9D.2%SEWK+I"#"L"D$8B](G8%,=)1!'"X[>EJ;T/:1L_ M;?1P@R2<=VW:Y>,,VEX+)XD>C85*.X3&)3$D@! SD9.T*> MM+ /:9ILIRF2W?:6O4,2J+:0 M]!T/G+52SCI^M+EG),$(O/D5'_RX+>6 MZ;L%ME"!#CH2]?YX#OB|A?M:QE17:KX8'L_U5:.9%VY"]6)%+:.]$P_*TZX'C M3K(8;9W*:HHN$BDC8SB)H4X**$-$7,,+5XT=R?99)I?916:] M!EAW-:2AINNDHPX\YX#]X4?#MN$2\";D+6.MT+{)\)9W)4!CGF2/0? M;Y^Z@ MHY&QG;"QRN:FKNDXQ%$$VH816B?]X(XC;%:T1N1S>S](K6W,0H)V49\3NP\U?4F"N22>VD2B:SK4 MR9;!'H#FWD^;? NQ7>K+76<;¥\3"8$ 7)GYY<=K)=M(;5R?%U65$P\J&'/=O' MY41!A\\M8L4T[Y-EH&1B;]%HUWL;-4Q:= (35=5HH1W472+M+4Y$]3+2F%2FR MZCS5?JA\4-(*,;*6=@<)F:P4+"FSH;,D7UKO629=;F12L@:;#9C"PA-QG7*?? ML4=A/S&K1 6#AQHCA\5>7ZAIYY0F6$ 325Q*!9>\]PR6EDTSK"'8I&B[82A, MSK)3V>$?HL>-97?E<5$QK5T!"ED&+9]O02H#6?1Z%B2Y)!-SP"4 M(D(506$MR K)G* \[SSD,KT$:E,BJXPSD#7">==.$!)LZ0/^ .B7;LT]0*J MU.!5) G>YU_MJNMOP[W;@.5JCDK+^@&=XV> \B3B/LJ"ESO0B6 L@5IK:_,$ MW4%B?#38IZ?XQ"=M?4FU%Y[)%F>8^1$K=Z\8+KA)T[ZUQ1 @EI+*N;KI3"J" M2C^0<]|0+C 06$C45NR?KZ'U3UQ5C8I"84++#H;P$DG94!>JK)>U4R)M4+&0DCXGYK- M\8BT&H"BJQB_G$K\ (N2_*U=0$]$1G+RU^>WC[^SBB!5&6%G0Q7GGE3WICF"1 MT,#5GYSZ=UZ[.U$.$7/%!\\%1< M_!7;^FOC *Y,S22!*'"THW7M.RQSUNQ-NOM_Q>01QB_S>]#PI*_3PXZ4KY70L+_^=K]HI,NW8%5NNFM\NJ:YJ:R\>:[PJ&VF MHM6!727^23,%]#LV-T+ [(.KED9@EF$7NAAA3)BSZNQ.0A%C5:!XBMD\0>-&[M,-G]10KG(BZFJ;JD4!$"BM"J$V'RZF*I:%P*4L/ >6CBLFIL.D&7M0737Q M3Q3I1? J-?N3T(RN-%4&G=.QAKP+OXABL]CPQT9I361=Q%S9RZVW5F6V1XKU% M8HE#@)+VM!N@F')6FTAQSYU9-ESLYZU6."]F5YOM7+F%HN(MUFJAZ&JUX)W[MIP)-Z_6M('Z*.>\+,=B^*XTL&$*0NK8DE^)Q,$@6_!:I%" Q#$V>@_:,;* MF)\@8L\3'CG2]*6&+8D(F1 TH6>@[\=(_2%6'?PHYST9BUOH@2&O^ M>_4I&5VGXTGBSPZZH=KN"44YZM\1/+5K],&'4&4W\W W;J'7NCT?N)SF:U]S MU1"$4]W2&)1%5V@0*IG\>9Y8JFMV$:,S[-]L]0T6VI/3]]"0D'[ZC4JFM'[F18*' 6FY0Q21RT^Z33.2+6H+OY1 >/\,$.'IY"@AE'-M!Y;YA;%%SSX:+LXMOE!+#WI#@15P)T%W5)D>,#;DTPY%8O\\/:>O^LC9 M48J"K'?!P?-(PKNZ\5()WD+C!ZF&L!S#;@F M^[G'KF"'?K/X.B=WMYZJ693@P[OI%XU8;2 MW049&"HP$=SHDT2EZ_BD8-L8ZQ0DN-S_I"DH-NLH.\\)80V(".>&1RE0+Z+;88TE VB8X7HA0<&QAB29#5E]'QM4QU>_Q#V?BX-Z0?[Y9]W.&S, M;.G^".QEF+)A$'%%V&F6^0-'"[E-.AF2_Z*8'%="# SSU638L#1=3I^T_DC2"C-W^!!T'DP!%(=(%$U3P<%PJL:$ 6K-V]FJODS65APPN$)("897C>-L:YF"S4U-.,"P_1 M$21HDU.O(W=FB1.2)&7W% .+ZOEC=-H3!O*HXX/[>!GXY$8XZ28>>?<@OIJ M"/H6>)\NH5WV2,W02<^ ^#2@)]PC;6DY?3+ <2)D:@9R4Q^\"CW;7.-L+3GI] MLAPU$E?"GC>22$PX$40MH ,ZZI=> [.!2!Y[+O:FVQMMT[(=7H@* !WP;,- M>=CC3XFV;2<(4I3'2*K'CW,)T.C1?WOHZ("R(9T7Q^,)CN&?-*"!U7;ZM3AS M [&?M>]@+5-=,V>W&/A<*9H!\=2879 H,-;&T-;,70G%-! <9M[X9'ZDY;OL$ M>B!T.X+E8FF\+BH;8>6 M+J32(0@BQ6G\,$B6,D*NH;OA.AB(9P0H.37"7^ MH5D?3A\P/3P2IC%DW6\(;M'FR 'K&,J"""T,3QR30EHM<+73O BW7L6!9X82P#!M_@5(-C>;S ML4(RJ+LG2/UJ&W,\?KI@PEM;$-6"6'D@Y\K;NY49H^;JKU>4A9UO1T--TI M52?'7NO3U]U,,)7+I%(C@>O T;*N(P$!F!]K8@$3*W:,+9 P *S<2?)QWX6 MC.CP(M?>0O"AW1>5/HBU1CT3@WL %4L6*^ON4G^('J01LP'=+0F0H#\LPN-] M".<1]8)5,QSX#C?2T7B^.%IW9Y!I),HH.'K1<[OKXQ=NKD*7./H6[_W>;UYX M1$$:ZM"=C,15NA_A_>:%1SP*)^ZV/WSA1A;%>7RW\^G9VV'UL60/NT^ C@ MQ+<_V4? 7_GWQ"+H'R'G1\A]A0BY^)LBY!+GW_&BA']YF>0T.KMP

*{=+WG%"QPLW0=C8PN^E!^'B<[;6L MZ)H^;^;+Z=IB-;E,IOOU9! YOC*RTY]WXB/7FDO1C;*I[=;5[@2N/)K1?A!; MSYYY=9??]4.IV9/5YN_C&W3ET8PZO-Y<{DO\D(MO%E8GT9>,6GN-KCS:H\OJ MHQH5N;&=KQ)H 4*=[B3?A"N/YS[;)J/#=5OAPJG"N#C-S%>=.KP]=7BE)4SJ MQ?MT]WZ^*[3SJ>:C%,E--X/H\=PGR:[1+#_&0_,LQPW*K5 [5*MM!K'C*\NI M<*?%&;/(/*1F* [%ERGIZ;,&51ZMD\LE8QC2Y7+YL/2=V_>3DL9Z;H"LCAU5HI%8KN>]+&>.4ZF'^\<<7'DT][C5:W7RS6TK'TJIN_*HV.T81;CR M:.YM8SOKI/?]23X>Z^E:.ZQ$-'3BXL=S+SP\QBRC$(ETK&%I?K_9M=/3%5QY M-'?SR5@UN4UU-)=WC9%<$<6'PCU<>31W,;9.-#0Q',G7A%*_->-3SXU>8Y X MGGOG*<*UY71/G,?SZFR>]K:X9&F"KCR:>U7>9E6N&%YQB]AS=FT,E-Y] JX\ MFOL^/+;6.3W;YE:YATZ)'R3BQA"N/)I[R+4J89TU\9R5P-8U_K V[$ESIG?L@'(E&^>B8&W##<'(0#4>C@V$R(0VB M7"K)"_E9KG%PY=&Z#M;Z.BZUZGQ^-|\,V\\S MOI)$YS\O%HI).;IV?0RT0E5J\]&0U_J9;2NX>-Q=@?%U&JO/X:X7CX- MXSS"T59<"ZL3-6OF;[UR36I*^JO6.8F.9CZ43PA&NL0GRV-2^0-5E1QJ43M4RKD#Z%)3'- M* Z2_4&:.^TJK<>18>96\]0+-%;7'ZJ/934SJX<5L.9B2 KCXU36)(K-U;4SX5&Y_$DKE1',KFNM^=EX?)?",151\>E?0I+$'D$]]T^^G^ MO*A,I?YX&^6*B9-8TI'[R^Y].(30L2K6YV"_<<; :K[O' MNRZ#N!0?)2*1Q$",#Z.#Z#B>& A(DA[$AR-A.!:%:#+Y"W<+8M*B96JRI M369XRX#=K0T6K6-;_L1H3.0FM+F0=?Z-=FY7%TMLC@L8 MU@+.]>Y/E^4X;0;W6B0]@8TG&V*"/P='.],J$F-W2;7OV'BI68:@BL9?;^Z M258"S#O48 4&#TQ8JNFQDD 1#Z^)!"_B,6L<654<Q\"\$P@<1<^H(D0^>B *K@[+O92(#0\/N>UP2U&:0B4=SUPP\PW,W0JC[& MQ\MM +M: \R'=N&5>0=^_])JX089=JC8]PXKY?[7$2E=*6^_+OAYM_/VR51W MF?/(OQ]171:N?:*Z':(*^T3E$]6[$-7WM %9B1"/?'$$EYZE5Z:/Q.S? WMV_%TD?G6S\\#- MARA>?.3N]#GY0!S&EK]7[/J[[3WA-%>V]SYE^Y3M4[9/V5^;LG]-CKM^N>SQ M1';*S5AOKHR\\2G_S#G_] fL=TL\\D9'#:5TV6?OM.0,T*F!@QP)D=O:O\R9 MC0T-^%%'EY=P'@]^@#__2%?.6T$G98IVIY_GSHZS P_H@ZN+>>)ID=TGN'CM M8;7:\E9]6/+F2D=>5;V=A4)D!6.:5D7XD7?R@4XD+]KIU%O+,2L*;6ZX5AM MD9O'M8K6X;W4]AO0E,-?/RV7Z6=QJ?^/Y'Z_P0+I$_9/F5_ M=0MD]FP)$-\,Z>M9UZUG^?J_3Y<^7?ITZ=/E'^:WB5S:;].I]W?:"*8BK_DM?F#K)#9GU3#\PV/7UI!?3\ OS+=]/*RQI7MI$_0/D'[!.T3 M] T3])5*W5FHZ5$;]XAP5-.,,!/G;B)!X<:U]!+C!L7VZ42\[W<2HUY'2"KQ M;DD6=5[:_(;8GI-P.UAY+,E\V5GT3O3V$_)ZN87!5V^Y8\GRY]NO3ITJ?+KR5K(J&D@&62 M&Y9T6^N';7D;K5;GN\90?M#6E78\]Y&2KK4:F]-JKIZ/-Y?3V& (8CN]34%87 M2;J16.1GHN[?N'3@^Q^]7\27]RYDR,9%W\>365Z5HO +M3!@&E^C2N'5K\#G M\[]/7X$/X9W7O)7)O?YI\ _!?XI\$^!?PI^?06^JLWX&JO,^G6N_3+%5\QV M? +R"<@GH-M8&[_.]5M6*R>-L,S.%QK>O(^^:1GUD[W$1G*>B.3>\/@":_MLNQ+9_5]:V#[A.<3WJ?4R?0)SR<\OY:V7TO[*LH!G(M4_E0"N;+8E7-!SY^Z M1GZ%/|,^&?"/Q/^F?#/QG7/Q%?U:[^^>6VN? GO;'>Z4[V_JT2$K]1^MO:1[+]K#6HSGNMA%"M3C.9^G8S MB/JEOWT@N@4@\A-@? +J\";K\@XKN^*6_/_$P7]DR^"5BOYSYQJ=LG()}RO8I M^VM3]EDP>QIU$EGU^L M=E:Z'-OU%H^_U=#UEPJ#BY5\))8/M07.,L+R-! {3LH/""2DT&(D'HQ'.+PQ. MQ&"_,/@?K.+^065G_3K*/D'[!.T3M$_0UTK0OMS^F>3V-]9+?$SLBO>Q9:2? M#_7'TX68DE9B94/J)2:2KRV72"^K6@OT]M'5E$]\OJ-$17L^>8P;?-@^2^VI MI$N!#?SSSJAYV0Y)NT]CZ5^OJ9U[!5'W=!K MZY? H.61((Z#IC:.+AJ0R0(CR(6E7 M$20,"L-X8R)6GW><4.AWQ<734FGS&T1+E]V;",S-^T:3OL_F;-7[N3XRLBW. M&HRJ2R7"WV<6+X5^7G)S]}U8#,]K$ZT3XM:1AU8O5=[)Z6__]MH)U#GX@*0% MPPL""T&4 @+B!). .970?[HD!108A1&05?S9& (TTL(:A!J8,_F&6^$M#WA+? M&WJ$.34"$FX*\&"Is]V%P>'Z#M$ (@IV$_EF)PDZO9Q5@Z"WT)(0=^\(0N',OS^0S:1!# ZSD7V^N"6NK:0#4/3=\0=]ZGP65,#M9&IV0L93N"%# ?Q M3B&&CX:V"^!,8K3HLF!J 0$/.["TT*8*!J*$"=I_(/[1C:GZ)JU9)@:.HA.V MWVBREJ",)+R?!J+*@#:&TWQV1'E=2#5.W8%F&&EJ%1T-.,IOK MW&.W*I0Z7KB(O5$V<0^E@ 3F WR(N_"!S[0:=6V1K\VM=;>ZGJJ*I0P1>*?N M8D=X0$^PK"BP\H()VR5C,C',@ Y;AG8(GP%RY5+2(2$]\/V5FX;(2QHD3;/S M$% (J.2X^E1*MBMC;59\:-[AK;Q4HW2,IT55MHD5MX6S\.EE+8>+$]X?"KGV, ME261TR/Y"!<>K&/Q.%?;U'*3;_\F[XYMP?_Y*X"V!NT>&M-=,%!&ATU6F\B M2D U&*AJ:Q?8AI/D"])0MP1]1TNC1 AT$_CP(@M:OX ;!_$*DN^P^(:6 M)#]+H"V%8T((=![]MN_<# ^Y/1F"%4-3^Q=CCBB9@JP8[\D+WH:HIY;0 M#:< B A-A0LA6!3]_[>DH',G <\+GGSF'-2WCV9SODOVN-IC["D6UCKUO9+^ M#?0Z?$^=!*X S=N;$H*?H%AJ+(2^6Z!L;>=$P/PYTKYC0/A9P"Y'* MMC./9])Y(9))6[JL)&?SC=<;.EH49?A84)2=%R2T(4(Q%<$$?(AM2@")&#H0 M! <+O/GJB*1@(07CN MIQ_"Q]M^Q8LB+F:U)WGGK[/;5T*'E]FF#8"N8^6+/-+4$+>]G*S]^]:47R6V M0:8X-N+6@\65]]- Y);5_>#13DX]E5>/Z2,X;7+;7J0WX\GH33A::!E+'^=_C M54@I"PPE20V(NK!1 \.=&U:.^@'1U^G1\J(3%\X-P\C(HR6;W NW6U$&\^Q / M/<[#T_T^LS>2\47R@VG7B$^2,WZS*;\1,52-4GO^/*HCCA>^$3'K@(BN7=*Z M=H+ [6'&KVI%G^Z=H;._%]]UZJIHL1T=/F]L4MZY]9S]&YAK.>(-K=1_D_*ZM M%A;JZ?G*0(.S A(_X(^[^031@O_I;_YR\LFGG-MRXYHYOW<83X_D\U>CS=_A'CV"M)LM'6D(>P.O63Z[+9U^1VK]A#75IW MI_5VH9I?S7-[8Y]VHO/^!W,[85(;YT+Z*-FQBI79 _\TW\67Z=_%C*_.[1Z% M72#,?P*/BPW"_&7H%4WI!5*=)WN"4JMG\YW=2,MML]GA)I/??+#Y0)I3N/\=[KW#DV PM\$= [U\LZ)]^5<.1N1GSNKW:R6'_5#U?3] M@T7=7KMH/-977#E?K'6V\?:H5!NKZ=_@H_D6#! V$Y9M00:>"?*_8O^H>] M8J1(@@[QJU/*CEB+B0AP(AK]SI%&X1?NS1&.LO!]FP\60O$$F8\S^O_G'KX3 MD@_=U#7]!;ZL[[)H7[6H>QC'Z$RDTU"5A'A+&Z-4_!&4C[_S6#SUY%[8;F/RP M:Q?#2@1B=\GD?P+.K[_>1XL)C=I=2^9)+B1W>5NQT\\T]N9?NB2@L.]X=F>_MI^)]@?K*8?XN?]%M.1!& (MSIL$2VRK%X9,2_NAO*SZD.KU$(?*'V6.@B.1]Z M%_=HU2C\X\GBVZ@(%BD)1B42X: M1YI:="0,HL-(-Z/B_<;,[_;[_7WU::IT.NE!9, =7KFK%9#P/IB; M7&O7,]N"!;2\W*5X:,911Z&CZUI_'E>D_(-N6G,IL4$7'D\H]+4JA87LW1' M,GK:8&JJ$[,$5YX8ISP?/14S6:X7:=5STJ97KHPGZ,KDX949H]@QJW5AG._M M9U4KT]INL]'&('H\(RE42\;&P\)N'AZ7TM)6% [E$HD%JU'JO+"V,4:N[&F[F MH?4L-4VVC)Y\GT97)@ZOW*QG"PI6IPRLKM;F-2H\A/B]ND'1T-,YQ>&]5X@UU.E]TRLOI,M8JS+=PY=$XD^F-FN]U MFN])_8F(]49+S>K<.71..?3BRVCT+<\UYH.2=1+2BRVCT$\9FJU-M,SF\7EA6Y<;B)*3CC;JC+^(+E1/PU#PYRULDX9O])_!OBN+YAH<;FDIYG;,B,Q4S*4Y=SV((/AX4#4:)R&]M7'-U3^Z-239'"9J;;_3ELLB<@O1:;<&PWH HH$(V7ZE.,]RPY)O<1U/2>%=> MVK-I$^VF,RQ"IPK]ZMH[!>ECB7"7N0*QU'*,Y^9JK3Z738Y.0;HBJ4*L MT95EX+U>?9![<#!NG(+W!%3M"TNGFM2G>J8<-+B[^3=J42;!L[B;.;79*_70XL!JG++XS<(LF4U4AI[6HD9S8MCI MM_7R:4AW.K6Y(5<58.RFW431,HI,.WW2D">.AXA_;>(C4-TE[8^U=]8Z=O^>[=3XJ=CGT|C))]M]$V MFN8-) P:O7W*'L3J.A_ Z4_)T'5%@@<*,%)\$SE\(@0MB!F&,+N7\T(4;+:[MPVR3ZFBF#H'2^/@.:-56D(ZEQ\)LI)S*T;%9H(I)X!^] MP)$88&63_8]@'.[4A/I@^Y0$X A4T<_: ".7+44RP)S7P4#W%24(PMY[JR!/ M7-O998[8# L\ B013A\\FN4^J_UZ] '$P6C-0!L"B]CD(!(6LH8/,X%=,- M^U;Z49A!!2O67'G63'N4S9!;>0OZMK@FFJ:N;RPD <,0@S=1]DV4$_* L32"M MX(,E $-D!B3#&1OR+N2]WF6;E9< =ZC& E>[T6]4>#=./YO#%M W\NS;-C K MQTS05[;JCWGH0KLG>.XEXX<)9@56$+:H[75B"BL#*H +* EP3!T"((3?;[H MOP$V*AM39^^Y8$S@=7NC".B@V"^_;VB[1QP_ 84 M.GP!4";P^\@=X0%0%)? M"8%X.X6/A'CO:N3QOF^0$O"0$.PX-4=Z.FX.NM/LJO).,=JQ'" M&X&7,6BR;N08 *+A^71[08!? _O0/4I%=,H=6*9OK;LNEB' U8F6(U-+&>C MUU; 89HDFYG)>WG9-LF;Y-ILEZH)-*@:,VO[9TH L@V?]T?>5J3Q3)T#Z6Y# M46F#F:5T0]("$R)G&:[)HYU!+=4GJ06[FC22:)P1$PUL]&H3^EY3'AB0"C!. M3# + ((*^8(%U!FR":O8/[$_E>#MY4GXXR<#!OQD=+L8CZ"^-%PY!=-6?FT_ M[*1D5L!@3C!'Q9F3D'P06"ZQB'D07^-P?1 ,?! ,=1, (ZU'=CFA5@ZPZ<^E MNHYCSS0>HDS]>\]JGCU_FR7TNU,@^>TI$,E) - !L)4X^DV.O#-*1#)0"0# MV',\3+6+_IP"7ZQZ$EY3$&X2C[*-/I!=\&8(^GT0Z3JFPYT3Z>*21'^=1N^5 M,]^6#17O0D+./'EVXV8\T_2O8U7DZMCP'Q.T,([FW1$%NZAA7M<)GTC/C"%V55EYR"[UY^; MO._?0CJ;=7*#^O+OS7H+(^FG7#;86.+R>NNE+Z",>NFRV"%31@/J6\57+G!U< MJB3_XC[LZP$3S&J!EMP64;6T9,5M7SFK[055\H,#RC@42F-S#\<>UO0FA M@M*[,W, ^*F-]3L?!HBWWK(3-&5RI,Z^34E7,9)I7=1ST\B1?:"}6'562AI0J MK/0^B6TR-A+8<_*"CH.0H.8=*]N]NP0NIFHG')+D2JE^6%SRJE:)3=^X^X_6P% JYCL;_;&6HEL3 MNM;0NOE:/UM6I@6T?=6U<#0MM1QR)78X%3$5Q$!:7-O/"GSQC?X#+(5AT[E(MY=[=P* <=V:*S\V0'7=ENMYG7,,\L7'4#[U"BW";(3H(3.K(B5IHL5BN,@FS=_M%]W AT39SA9_$/X-_ XRGL6X>;8L9)19KY_-7],K,"J*VJ)R'FZM>YVI?87PR4LQ:L%"CQ:H, '94H>XN0RBA4($9YN!>Z=@DOG]"#D'4OEEAFE MC IM5';KM<:(9ZJXS2F^7XEVZ\.N5Q\RIE4@5HA<5AD, H7"+^^W;MOX)+: M=L(W,",LP>$K291;V9J6;% -C$:N>85 S.LE=9+3YERI6J]1M612+UJP2',4 M,1!%#'RCE?"=7;] (5GJ$2B]RK+O(:2MJPDP1Z;JW TK-?J=-H(GW M33-CPP*]4=# _:E=I'4?[>=1PW2Z8BF9X52KY:9+4]NP<)EK[N=3AJ2VA7H+ M95=\WI+6"ZS?2T,3-(H;^.1T[CF4X.TBHX]Z5'D3>RA\!YOW;R(!T;V2GZ#" M-]?#U&!,H*[ED*FLV#77I:OZ"6:XQ'J-LII%TXW.; (R9:KTGCG@ZBC1X&(6\ M=V_"A=3QA"/!JZ>&X_AZ[&ANM<4DUPIJB\HU@PSTK*[UJ749Y[INKMNN]MI2 M-<\ ;8R"#* (@@V@M_92G@>YA7F)@(B@J#+]Y2G9< T2]ZO4$=X23WK2PJ*'= M.IUI>7QM/$;AFAK%%SRJ7D9J^8XK@J%(0TOF^DL.-*

*YR^-4P:J=;JJJZ(RH3D M&;;3;J*YE=>0I4;5[92A1D:A!7_MG0B_*\+/Y/W D0:W+J!9J_J9I'*.3L]:Z]I=,HITU0\76]5^PR?C,(1 M[D#7[MV!<"E-.^%!R#LCN35?K,LHOE:$8=%(,?'&Y4V=%P]"<\",FOHL5T/Q MY%0LL>D2HJP:0-&B4(0H%.&;K(#O.?,VGK9TL>HHPG.0JXS7K*17U_5.=!-_ME,H-!VE,-,2EJ&QZ-;;&[1%0T"@,X?Y4+M*X]_;]?&?2*HA.">%RG7P!Z]@] MJ9-J7'/?WT]PTQI'M@1V.N#CG*0AJ7C1 \KVG4(0_NT(@,_G?_,?KKMG5-.- M"P"C7X^K/5: 8.FZX0'*Q_SYQTRP%(#6=DP:"[,1>))DZBSF@75E9*'H0K$] M9=PY"$S+F*JV;5BKV PJ26P;2)P<$YS84%"MV$+07?@BR^_(! ,U9#NF@%') M?OFP3:_;&F(#6(91?*58_,3YO]$/,7 X* QJ8*QK&(__:$9K@V>L/_Y=4:R M_37W EINGME4Q) I0735GYM/^R_E0*O&@?%2Z;"$O'1;K8=2.#4$5S'V'[A M8V[PS8'C9]\3%+2!WVQ4#D7_!:?C6-N!;5Z(!=/\W.49DGY/;65U<:)S W0X M!%*V)=GV;P0"PB_14@0-\0"1_F,:M@H1YI>E0)!<**_ZW-2D\5^\;2J(MJ&[MCO)JEI<6A+V&YN%*7, B+H2!"VC$AA"P(8*D,' A M@J10<"&"I#"P(8*D,' A@J10<"&"I#"P(8*D,'A@J10<"&"I#"P(8*D,'A@J10<"&"I#"P(8*D,'

*#!"X.OWNA^2_17Z7G>3WBR263R3E8?#)7B5#PA M\Q1*X#Q))H9\$A5$GA $C"+0^%!0B-<98PHJR>3M9I_D$$+%+4];-F3$.Y75 MIZMGJ5;"N.JS9.9?5)H$59SY<35;XKFM.EFEW'7;)Q*JL/U6L,.":=5 M]K15669K3')LHM+)K#ZE86EH2;EX2IM7RE05]>70XI(YF=4GU47BGJ4ON>YL MM24!A"AXZ:YB2(4>U8_S75US'_J MM,* (<;_ID30EEFFRUZE0/#NW:XTEV5WR#1%($W;<:WP\:CM:HU_BJ+$W=M:=9*K-JN@T9U+R5.SV^#B0O!-B,IB;#=&ETTO.9?/I;*U5 MGWH.Z/4$3W7+J*>G1-9B\4;2D8>9'%-<^TV/1"KI#FQV5%_CW+1MQ#.I.&<5 M\R/8-*1YE>H6S.WGK.JZ,'.8F0RSK)DP]Q[>9;X_M1)XIR9UDH,LZ[5S7)< MKETJ2\]?9TZB#C,G;6?L&S"[Z88U@]*;_#GF2H&=9YN(4[307$HLS<@BU6(3 MH]OG3FJ?2%-K[C- !V<[)SV7U%*58.KK1'Z58NJ>L#5$>D[P(DJQ% I&1"F6 M0L*(")I"PX@HQ5(X&!&E6#HO)T(8=Q/RJ_]1 ITHQ5(D(5&*I2C%4MCU)$JQ M%*58NE/-B%(L12F6[N#F8 JO0:5$=P:C[$I1=J6_J /VYK%A:M5>F9JB/$WGK>!\'NQ8-;W.(J/U M8^B;4M:34^=O N*_C!U$">6H%- WAM1R3LW1^M&B9-2_(^(0]Q:GXP|\>&.& M8U-!&JLSQ7H5;/$_6ZLH_U.4_^GJYI*O5)6M3NTWWG0Z2CHQDW52:W4'B>| M;E6W\M3?E*W_,O+-K;R1&!/\A'5;=KN;SP]2"N,%^:22Z'NX%T%!R-PH43ZI M4-L_'X(!TF/6R]*L641K-"\.>&YF%T=7-8,JXSFI2D3"17,% (:VT%4%MM9@@ M/U4B\>$]P4?T,I45P5;&AB['U*EI&8N@T'FT<[QSG]/E\U],GI>UY+;J6%A M3PNWKB=U5$QH+C'B***K,'&'Q%7[JJZGI#Q)S[WUYF]%^2N(M[=A3V&]ZEM&+H=)#T_+(KRC4?^I@=!N2L? MST$URJB*#=I5H")M^M*]Y-1>YW(TU\TMD>%<]8K**H)R_+Y'#J+;-I*C"B0L>S3T\ D1NII!#P+6/V=[+'NQC&VY/78UFKB]906O\KF MK[1+Z]VP%L9+$VY(Y%MZYJ M;"$YU.IJTI+55O:HW6RK:Y0D8"(HO]3,>S44'L.CE%&F1A3 %#F4'@W@KFL< MO<8U0<3J.;ROX6RZXB6TGAC7F\NK&D49QAJVTZU"GU50JN4,L$*FCS=X&AI% M%!7YD2(_TJ-J_I5- F]>JSPZUZG*665=988(L6J:]&A/MJZI^OY/'&;170ME5_MTZ87*,ETK0;,6$E]H/H/ZS[*NA80*-<*\H4/ =']YR@X*7(A12ZD:UI).S4$ MI; (;)=QTUZ KU7IMF*AHW4E52;177))7C6FDQWUO'&QWLBS[E!HT-G,3%KH M,'LO+ YSP7K!MU:BR(D4.9'NP])Z!SZJY?EH4- /8.5J;#@M:5Z:9!"U5^, 7 M=2S5L]MMM";,&SEQ$>]U> @?U ?P\1AN))ADP+'<0+C4&4Q&# L]1]O*R)]T M=:S;9"6/9"]R:40+[9^=UKR >6$&GAR!E7:[U-:T@9-4VUU#$Q9F<=Q9LWI* MN.J1C=**E\FLAG0X%2?<5#S?:@E5OR0&6&OC9RY@>Q\.CHXR5J4HQ\]%7!JW MKGAJ99?'K:=[:ZR]KDMDJ[IB;+GIQ':O-NT@#+2F58.Y.E4PT?=4 Y+A1'I94 MW2-01&'E<8D?-)$< XL(P3M:D1_D&GZ06ZQ@M? TDMY[OK2'GRN;=*\P194*P M)&(:UZ9C5_1*7*GM9:Z*.0R-]3M#6^/06DTRM5F5I.K&"&(.]0'F/(;SI&TX M@KZKW_04,R'AGJ+40I$GY1'1[J(5E"^,5-:JJ,KSX=AB:]F%.RK/F#(|\7P MAS7"23H11=9$;JA'U=R_L%.HB3N2IAR70J? Y.*%FKF@^1U5:=?LEE,IQO<*$ M4\:D32!RO^Z*(S@G:&0\X=2W!=!R5%=O^%1,DR9VZNN H,N"(:0&2^V4YH\U= MY$YZ7'<2Q,F? CV[B,"^JG=G3;/!95^ ')W,U "\7OO?OPFK)Q#5Q3TZ5Q$8 M@L59%*D/4Q5ILO1@96AX6?V) ((YO3_P3(4KD+GI@=]'E("5,MM<%,6721%R% MPDH5=%KVN#*>IU*#6@-BBI]A.I$XWF#]\VCNH(-JZH>%O*/-Y)>LKP.@(!0 MR(8+JY1OD6+3):4OC%LGK&V1Z@G?>LM;(@LLS=AL;J<0D:BYTWH@D$.$$1 MS2E> [4TF&8;'R*!N!_9NX$.$%I^PK$*M.&='BZU]%>I9WQHNPF1U?1$QU+1$ M*%J%+W'IU3PYY<=&/<-Y$"]\2^1]5[5O2/W;$8 @_- XV]I3P",I-#I_1@G; M&&,8?3 N7[HP?"=B^[9N3%F:RLQ68IY@Q_[GS+*7<2W_)3S&8\%BU3;^8N4J M97- =;;D4$:Y&+,P"HK&)Y>PP8B_^)4G<)\1.\JA \JJ"9?%=-8GG1W-)XU1L M)DX=/(OA7>_';_3Y^/IAL&$$S-,AY:#)>VER$OOD_+IBIR? 3VCPEEMJ78O,% 5-R=Q-=66?_I J3S%+L4U%@N75[=5S@ RO<$#P1\C'J:1(MX!+,)U 9XTF1)OED4B1Y6I&4A"R1$DKC0,/_+6R? .#D%>:BSM3C)0W',ZF9 M6>4TC&I]KQN.3,;W"R;&<2YVD E:JB^K'7ZL&7\=4M>LN*(L$993AAE$O5Q M?K%6D0:/'_?9+;/K%?)3CC 6].#&T5=PO4R%CK MC 6+!QR]/=WI$67*DA$-K^9YI4JP>:K,\/'CEE,;(_H)9\)HP@SCQJ[3S]<(M!@CY44MB9&HEJ> [6T56UL*SS9'O42\+D[V@O%NUMVHX&^5,,.M_M^]<:8INIQO;FNBOK&Q*6;)&M)8T5V=65VO"8/VUH7!RSAFIE>RB11&0VG4BZ MR"K9X1R$N1!KOK#XMP&*#@U=-SQ@Y,9\RR@&8-N&Z;$'!#N"]MLQ8PB/TGSN_MZ"\SC0G^+V^@[5'M;&=93_P+W.RPPQ-)CB]6H9P^E]=N,+)K+[]Z([M_0MS8;,!]5]\Q)!OQHCW(]@B1ER)$1^%XT6,B*#INS'B_1B]B!'78L1' 8<1 M)([&B1">'']FRG#/+U4 MA69<_4I0^&APG:M%5R'"P]ZB@>4-E)D=1 9 I[Z_;5+D;91 E)?EWE/-GC$^ M_OEB0Q1T"4[-75CI2C-0$'WSB/3KF6=CDF?) {2YU%_3.BLLI4*K0%"Y=!\& M ?C77$CJ@G=^;RWV(;KE MC_C-'93XN7/HA]"@:2]V(EC2V#=F9&6AZ(8?:GI^@^;AX2Q*1Q)NL]!<>)' ML&U5CIG)F1>%8P-]\\.G!/UMR')(<5YHT=V.YLJ:GAT7QVNV"(,*@8V2B$=9 M2>[(!1%E);D_:^,,&]QIJ8+8F:9%#FD*DV4Q%!$&F^J/ 4/!^XJJI+@,JV#Q1&%4+^1G?0\ !K"D M\'/;42$TFH)TLB#UXH1A*3I.+M1R.V'X M]\/]++DH27\V:\C%+T___26_5_D,0IKG9)-F0:9P*B%(! (^B29(G$X3"TR@& MEJ.$A&-)"D5%,OGZ"K]HKF>&B69*[,I(9>.M!58N+$ZF6:BH@L/;#8[D71GS)Q*LT NE]EV=TYQ[#R1S373 M33(K34:@Y5&?)4J9_BL-&6I9B59X.E;H=(\F68A2^ED+44VTZP;=VC/JO1- M71F=2IX M&PZ6_5=,"/1,Q%G.$%;"CP1.>JS.!8P4Q[%IYI:X!9HUQ.P5MP# M+8_&B>76;0QI"4DT/=:1='F=G(_KHU,)&6IY61^7F6$:36?FI; [I#3$R=3(A M0[G9-X=.6[>T&H4NVFN6F;?I!I\X;DD7ZO-.:MF3M&G&K"OKKMNM=F%+ZG7+ MPK!3FV".6@ [H$*+ {%A$1DXU>/K$VPDZ@U:,--+,'PR>,^)PCOX]I59C@DO>:,>%;MN1P3E$(I;(G7 MIS6]G%XE.=8C]&$C6]/N.ZPSHZM)K$4NEYL$;(45.A M.VFJ:*;&L5U>+*M)C$@8+;^%=5Y4JLLGE5NW*8ET>E)IZX_:I+FJN8T.C!R:ZD,'P M_RA_!6"!K=J._Z1SD#LCRFP19;:(KH_? \5W9*+/%O3,BRFP1$D9$T!0:1D29 M+<+!B"BSQ7DY$<(SS9#?N(SR%MS1S>LH<\55,E>$F!A19HJ[1<)'R4QQQWE=_M? C)VK*G8CG!WN2ON6F[N/A_0.W(3X6RD+]_.#HTR #W(J,OPT2#*_'0'%]4D MQP![$+@+Q6-I8^;/"IYIPN-K.S95!'A>+| <$)S845"NV$'17B6ZJ?(.L0+Y M1RF!SA9)O0FQX&%@16%F.Y8+;]F^/+;.11*B(>WKHJ^&F![&3L\KD(,FC-@$0N\B0Y0]Z \BI_|>&\A*P1M5U^TJMZH2O8HMZSU%\RZ'#2H[M81@&:67957Z1:V7:-/<>KQKZLQIJ7J0=#8U0VGA\?"\&8?^H1=_M].A(=SDCR- 2UO9?F6!"MYX M:27[@MLIC((_!CY1"JH3G)X MKME8*&MEW*I=4,LKY4)+ZU8'3529\;R1,..D%%^^!EK^?A^QA74-58^&S MXT8FSJU\W0M_5-W1.0^@:,[@(O9QMMJ?$=X&RT5RW.R&<7FI)TEUIA9IKUW 6! M4Y5*Q4%^))@<3C2&WH1:>DC."R[H)YZ2R?= M,RZI]2ZYBTQ)S+I=R> BU MUD 5WUFGY7PI4TH3ZH";KR8U5NHA56;>N-PZ M/6QGD"6^JG8X=]9->YVNO%R- /)X.L@JB*!HY+2*GQ=TZ+O2T9; MZ,?80I]_DM%> ^X++-]2]=]9OLQ07&GU7%]E:$^W)??2PW*C4ON,^NULIN*Z>. MLIHP'K0QMC2? XPF/3P9E+>-H%))Q1_OL*T/!XVS(WYKA7>W16YU4S &:'M,- M8199V0]>+NDFRWX(B?*XED(+,!2\KR/HNK)*"3,-+N-EH-N;YU- UWTQUT-1MO8 M&R&DRJU!Z()Q$!^A4$^G!6LB*S*+\'$++9K]XE]^(H)&3Q)EFJE@;::N&RA MORATW;*/0GZ)3)KXL#;!7YN# (;3](@FI/QJNOJ,.1?J&=\;5$-4 MY^D#3$QK.,*3?6' "O-2,],<]C)5W:]U "PSDGY*QLG(C?-WEEBH->4REXY# M/>5;@T.8*CM]@ [S<9M#,B29Y;KC$2II&17L$QF(#K":$_V$4Y\NYQ32XD@W MJ#(%/_]2@=&E2L?) <':98'9)*$^D@SG_!+Y2W6,6.QOBPL^=BC_Y93K2QA0. M;17STU\IF%?SFJP,"C,_O.J,;O"3%+\FB$VD%-8 M&$3:Z*TC"EH9%BKV,P_CO0[L071B,+Z)@#FZ@S235A<=,IV 0ZL(O_N8R. MPI[:4,?Q&^0@:*_L&3+')1%5G.8B4^E4A0)W&,@1_Q)*' XE"V"?!>FW0PPJ M0(RJ8%F\LB'G_?B=?#XNM1UP'(BL#BDO.)!=JB\Y MMA.S(,L AWSM"%J:B@43]\5^?I)IIFLI/.TX7!'1RQF4&BN)5EGNKJK]QAUR M[6O0?CB2PH:J34#4E]]TL1[04A@I.S8B^!X?B<:X;23B,X1U/0>I=4=]B\1' M/W[3S\?NNG_]$P.L =P#8WJ^#BP%2.3?8 UD@PP*!SU]%FV>8L",D<:QL2!# ML3. +:#. #0 ^KH68'E.WLC?*:0#K_$ /0&.*&!T<@R '!@J^.R_;"+#0#J MX+/M0\Y/]9^@LZ(P@['3P1_Q(7U$_AY^SL\D@%C\B4 MHLP.(!<"(]/L,T"#8J:K$^ZE=M_+6"_IBF!!8W:\(>_.<(-DOD3*^C?S).+D MB_VU66ZR2)]G9C^OPX2[N]\>K#BDV']VMJ1>_/:)/K'?9-RI"!!/G]A"%[] M2]]865O:S;1SSBY- 6!_[6Q12(E8_)FF_Q5[^0CI<41,6$QJCV0'_IC@J<-R M49OO/B@]L.$+M=Q0]FZ$%M>K?D$>MJ*V5(Y3A$2]K6R N]*G4\C!$.?7\;R M(=++EX?$/;):\", ,^DG;!'[7Z!2\,E_7M'S@"T'CK/@A<%7;W2_)3K0KDU5 MO$!#WZV@MZV,JX4Z>OBE&+MGS('WS)1@"0W,)6 [?U7 T>@[4ZG\,H4M+0 M=@H 6("5!>@"$0]@D^UC#NA#]@GEUVH38J8!2ZFI $I%UU9GBFV#)E-Q"V0_ M(69!"<'1_[0M868':XC_#?:.??YX $D,(W&$@:'V @U;,+^:VK0NG+"4=O&8! MX1:L0:HAPW)SLC($;X;FI]]H?U+^.,<]5A2_+AV$4] M#%H3C87R'&M_Q5;= M(7+, WV!1=K87Q%L%^((+CR-1-XLV+L+6ZGK_X'Q_WTYVM+EBJ"]XJ*:GC_ M^(P!O%JHLK(SH0-KV=ZN)KK^8A 'G!2".K\O)A@@'_B_"21D^\27YN$;__98 M 'W YUN /=N?V%C=4H:*!?<(+<>0M"T_MZL9>/5KX80_[TG,E0R-$_N?[07/ M#07H+UH>IV1GZ%K@:>L&XB-LC)97D_JBP#W'"L" EP,@>-KJG;)0@EW61OQ\ M0-F:,Z_8^70HD9\1R"]1!<@AZ%_>^/G10(G_^,@U- >#2!T04 M6HS YIJZNJ.:N@KGOMIBT%B8C9287RDT)IC@5\FO2+EAQ7N];FEU0 H;/G@ M'EIU](#Y8T,%DDP2M7V= [BPRM7\"R;JD+*',%?P_N2RCXI>Z*8%(Q=NY"I,T"L01\@M4X-U!> M+]39EZ^W:!Y3YB[@Y88,#B3?_DG3T8;<9SJT93>,AW^[,U-0]V0 6']*]4*& MIQA8V%4YX,:Y]X4OQ5\Q'J<#IUW;V/_K^AM%)H]0#+;P1'VM5VRYFM.,F7NP M4<3_8J.X]]+V&-_;"M[+5K$V],$:B(BDM(&M- %*LT[O'.*GKW"2I$2REV%U\ MW3":N.C]^)TX=@+\;J>4#X<0[A>^HT8*]OX"V*'Y GTDO388V$YD#X3O1@M# MX03F;1U52J VMB+!C2%8!;R_?F#3Q7M-#1'WBNX/O>%NR*.E.G[C3 LIW8M(V4DMZN M#>\XN.IM>SABV1S!EEH&R=A<(3VA&S]^PTW*!QZNG[ZUZD/?H3'VR97L'Z@9 MT)HS3O@9?@I;L[H!,%<=P@7J")_M="VAEJ[KZ4G MAO7 JOH.I_R%-UB^P,I]@BR[5;4*-B[O&SON+PL(0*# OOB"X4%6 M8"/O3.K0&0 /(E5?M3%>YK4S'TY*VCLV17N8<^RE[758I3@?Y', (VZBN1S*&<_"HV-O^:^*O!;B,X=.$B(*NP]*Q\:#S_W"P#_@8-;/=T_U0!K$K^-@V MJ%9T3R$I>/:MQ2!VL++Z7JP.!._WE:;V:_- Y@EMJQ=S,Q%?EW6&R MK@+!*R8$W(QB9,I-V=-L;?;"7#Y064M>/M_S MON<;>+^RO.O*Q-83"@H.-*_M">P9.&\;S!5^O3.-AH? K[,9<,5P=.H^_6"HQV0W.]4UAY;M-_+, 20Q+]D_\ M=\Z_@,$O[J2=<>R[0W8.M=LY!K?9D (9QXCMD=YY'8,?G32^.C:$7Z6VGOCT MGB>>V;[H!*0BJN+2_\>G3?L9@0(?4/'WI_!V/Y&VDH+U3\8:ZZ0P[.U&C*.MT>?"2YY 5RH M51N_Z6[1W)VA^_!R5!'8#W!ZCC'^K_ :]N;73=EH7UI//K0Y%#@./-IS@L+Q M7$90B(V(=3S"YE MESFW7IRFD?:@W0 ,J=]A"^]\2M&9"],ZT6&&-C-$\BQ")8>+OF^ MHM[8GV"KR\UP0%=C.Q8LNF^H_(N"[PPW96DJ,UNYB%*_'$;P&[5N&S!5C"-AV:;X0^WRY!1X,L\RLTM"5-%?*9:I%GG3H"?DW>/!9 MOO2;545<%$H8JF;_/WMOVJ0HLZT-?W]_A='G[(B^XREK RIJ[WTZP@'G67'Z M0B"@(B#*(.JO? S,3G+&TJIR+.'VW:4(Y,JUKESSRC0&I8B64\W!&?ORM@KK M@D-97EP2 RZ9FGU2P[UW8O:Q=,AU4H5M" [-7TC>"X/_N,JBD,B\:-6D1:6'E M8J@3(E2ZLI1OII1*E9A%M:?3)I;HC1>=+!U>&F'KU]_0R7C0!_GKMLL!V7?0 M S*^?0[IV;EA!]D+]_@.C? W!?E==='#J*Q-YZQ0'E+]=UOD#2\UM,\Z%\BQ2 MT@B&DNH3OUCA@^:" .]S.N/<%W,2CV#4:Q?QU!Y,6Q1L;PE*[H1>$H2#/G-R M/2_Z V_JUT/H178.X^9Q5=-4"TAB@@5:&%B4*RKFQJ68S)39))8VC: PB=+F M(GE>F%SA]*%78Y&P!(:T$YL MUZ+*<::V]N "O0"A('*6.ZE7,PC*" BA UA#GCC69VSE(_J (HCPR0XF0B#K M@_=U?;3ZH;]@[!Q&CN<-0:ZFOZZ9%J8XW6_L6!8S@RV,S_9IDH@+(@>Z2D$JS M[ZBO%4WE! ('74V WT(,JMI_9E6_C=+[8P;/&$"NG9_&RPK"U>71P#M\^9D+J MF4?A?CD+*L]8IWWO>-*

[/O>/;7^.Q_=]7;&RG5/_O#4KN%>SXM6LO$+-"O&I MFI7 9>7MZ]E<)Y/--VG4=O+.!YE3R(!93)!FL)7TB<7%>DRAZD;JVQH M_W>SH=_VP_\N2;1;X7"4K'0\<=9WGQ.,GJACMZCEUH8Y!2U.2IUKTIR=VNC\ M]#1Q=U+I$:7AKU&LU58M5\Z2,U+2.2>8O9\PN=GY@[S_6S"CXMC=AE'W7W4 ME[+H]]C&9I:]!*4K9QI]V48ZD6>TFY,#F:NQX:UR? XNK8F.^_GFJH7XYX>B4 M,EN,J?0PV9C2TK20PPLM)4;W9M^RQRZ0;C2-X[&,T1H/,%;,&U8C.4JU!L#2 M)H(G;,,]OMEG8Y1SY'?-.3J1: <3)X.R"W<>MGG%UHEQ+5G?E]%_*+RV.PS16*&9[4I9.D[TL61"L3L[\3GSE4QZ91#R7 MG8SY>():Y >3-#;&1MG161Z9M0LW6_+=7T M1($-*L5%5709>?/ ME-<'*!$=S'+-3GV*JS0Y2I>2U1BI)@?5CRLI/JR@.%;U\[O7^\?-"'\NJ^;6 M/%1KY52#B/XQ P1")GS0^,E,C\=C[7M9%TI. MILJ3>F))IY-*K98),9U:8G#$NMB-%:(RDR/5,P@>KU0^\[4:&?1&^T4R/<$-.MICU>?DY>QLAN*F9- 8P4Z7TN78M-)RZ]:EF2V&ZK8Z$.NQ^-7^W[(>=KJKR=J+ R*;:ETWZ=72<[>.R$7:!*) <5G!/+ MSHC8=V6_P:M75ZX:N!X+? @P04*'SUY/OYY3OT=AP"-&6_8ELZMNEINX_M/7!,70+67;*PP[?KHK] MG3<0U^W/+N D@"U'#UT$VYKGG;#)*W Z5RR[,SIJRFJG3"E20TM&^_5E-7.Y MC.,S2F[8!#%IL_7B$"OW(LUB*S7)%DO6\Y4WG:)TFU/3E=*@$J2)=*TZ$Y;" ML%[^BAWZ94KS5"]-]L=%'C.G&7\7QU4&5R'0N25X/V2*F%?=]&FVDW)J9\%I M=1,SA9&8[7<2B9'RG?K%5ZM-#IR:3JRZ(1'7'Y0+B%*LX. MQQS[G]JHZ9SLS'O7-7V4W[J?*ZWZD.(Z03E0!;$O^_J<"/59W5=D=6ASI(":M^&;?JF#P[YL6EIO? H;RHK*,+KIM97JMNZHH]]U:4^T"FRF.&;.9(?U$BALME M?*E'2"5RN0/V1/$4CS-J,I#)!:E\=$(8[6G*/QY!CZY7/'6OXJE=:7ODTJE' M%YS;UD]ALVZF2'+I ;4(I=E%=Q9()ICJ<]9/77%GDX+,+@0^J;$66*4BHA;' MSF^3HP%MM4K<"!- %I2UE*"S3GM^C>BJ3S!*E>7RTI%E^/I[Y@_Q"&X*])$_" M(NI?@E;H@TOT;=;X" Y/+SW&^G97G:VEYU]L^SLZ_6!O&FFZ1GGN+]95?W(Q M+8MATP4S+91;"ALE[YWIT.IIL5*@KO;H!"&UFT->+Q2" RI%^QE2M#W1N7]T M:C$;!9B%.30P4RN4L\UZ:-SL_[P\;2\U>RN$=,PA5>+Q:A[Q6E86\TE4NQIR_T>"E&FG;[R:E8'HRQ MZZ%2,D6AR2C)2IO.C%A]*%'4J*WS)!^)5>SR2%^,A^?MN M:?)Y:T%.9;).$8MTN]FQ]DJ[=2Q-WBOY\!CZT1E;J&:&9H_%"IA_S%=E<3QI M#]A3>>&OYWES"8/N9E!O4IC.'[V\WZ5O KUM]D*AU+*K_I7'0L KH7:+MUTO M=9!@\,!V8\G57[>,[*L#JA8IC!=QEA#[] <&R'#4"Q>]D.7VJA0$?;8\"H^D\ MBM5#I9@58!N53AVHP/A)1>;Z29W$CF7T=0_I=W8F\ZF0YQ?ZTA"4JFFU,"L M)S1NUES""$ZL - FD"$DL%BL%#""^G)'C\GLX_4_<%VIGW%'"IEMBD+.ZDA*)T M*PZ-9!*NN\WX]BY?*Y7_HUWF+*) !R.,'R-SP6*_2BP2F>;-FKK6RQ.R3G9T M24H/,QA9CF;4G@[.I(#++OO.2# $VHNP22T!>@C$WG69"">C0"=D UO#F4#%ZT8\]TPX75KA,[@LPRPWY>4&FI(M,.']<2TCIX=2MQBU0U52?CJ1J/+8M-$B!XRJUW,<*D@)W*X$[9)U*.=,>[QW M'&_2ZB73$SH]G U#XU:=*)5@9ZG+U92LNR]\>MBJVW!; MT=!M3=&V",X?7/H051@/SFFW+<)H9[J$$%LFJQA+EL>QUC@CQO+G%&$\47+^ M)HE]TX3$20UUS^7_#$LCM_!NNC^,4D-AD64 K#!*@YJ9.)YM +20,C:'_>-6 M> [7O'=M<_O$\8;N&RIXF_!&>OVT:@/;HXD,9W\R^AE=S0QBKWTQZ9IUYSMOO M4U_YX^MF#XXVGNSAR.%+OJ'.W/W!R9MCJF?7J '+#.S4A@IOJ&IM]Q2#UQU; M[!LO!L^Y-=8X3EGUB&MQY><'0M@71#M?PJ4^SMEAF^NV-WG%4^>ST"Y+/'79 MA.LN? [.2PBN7>"AUZY%2OL\X<-6(/U*HZ.6 Y%]D@YEYNUE?=N]=+8'ULSUC MRK6S=+JA$I2TP *]=M6KEGB&:@E/LITK_F@7H\T)?#:3)\-A- ,%V@O9 M>I43UQ702Z=-G"&#C1J=80RCF\;(4+[9PEL53*]\Q5]WS<*)H,GUHXU:2J73 M$1:OM*+=I/_,T9F_44,()([]X#@Q] [WLJ%2H&QOFZ4B=7K #+%+-I$=4S&O?[_'SD_S,U9H+OGA9"]TRQ1 MZ90FT0D>^_%^@6/9<2^: G<&'VO"K#FL-% (E:BHEE_HP9@:E]DU3X+2DG%P6 M@@(N$?%PM\E+8HZ.Q5M[/##FXI+&YI96\^#L E"]3[U> 2>() ;..A%;&)/!SFG)Q*%D'/+8@Z MT"%]O^'S';?L)U)4-N[:[0H):RARZSLCP\%N)[N7283"IJN"BH-%_MY]FW5N MBKYNUOUH;J+5,9B @:)ROP6.%T"0LE:#W+YO? QC.U_]YFK08$N)W-6U]VW< M/!F%;,"-=]] F ."B3HL1(. !M/:]"%R[O5874218K [Y_*T_?K,.MMN9TQF M&:(35]U &[%2+2X/?A179TNI';[V R;"O&T!+1&PU3Y;NZZBA/S&Y7Y]?2PF M6)A2&E]08"]WKUUS.[:-8QUA4"WEYTO*WVDG.OU\:ASM#G[5M%HXWHWG- >ST]B/XH3/X9OK(BA; M2 44[%I_J3O?ZKCKY@MT,M.:$*:(M?1Z9QC%-9%,6G;\PJ6(=!WR>H-^TA%0 MYE".)S\R=;L2?QMEXE S6T'-0;3;F:<(MR/GHUU]C")1'>ST+.V0"H'DLKMPAMI=D;=6@__B0$;FC/-HYV(ZO9(7-$[M M&*4? U1&63NJ,H%F*YR%P:Z'(&R7YVQ\=W=R%)4/U>(OI=1SVSWS3S,3I.#^ MX;=2T74@8DZ\@=71)W9G]@- E'!Z'G&FL,IP^E=V^FRZY1TG/%I_]1T2H)3ME3%U5C&!ZVV<5SQ&-R=>XXX+]O9_9(ZY0$A] M T)H1@U\]ZUWUP1. *<- $IT%2FWKKZEKR\FJ@PA47_J;5[&& EJ#!\80FB%9 M[IL#'!.6#?8/.:\+,W()#@6N$(;Q_=.H5=@'>=FE"N4<3*U6K\E'0 K4P3 M4 !B;6KW33@75&/!&>%;K8#"7YNA*3OS)'1#8/EUC.P4OZ[H@G[Z9:X\?4*\ M;0O@ED!K/B?A>*,FNRHKJ'YF!9XNSHF/V=_^E8".#W9=& - R#T3==E*L0CWK M7T%G18RS8T0KX-X$,35!%E%)S;KP"""",,G$BE$X^-;BN;K^?3;'@;,:?WX23 MRN3@R.[3WG?<$0,- >2H^8L.]>ITMR5VY*NPUVHYT>W",_C7:V7M[@KZ AVVO MU@"**"3.FU/FHSI9;. KAPF .@*/-$-L&IR7DBT;/BU.6Z,IQP M0Z7U6EK'&N.JQ);BXCQ2J(Q+V>K7F\#BP7L7E^;*8B^!Y90116I*V$@*B4B;.59I;"X8%RU,&7A@W;KZ\BH:)BR\/$/-O&7- Y49J&^JKB/"RW! EOSI5L+(8&Q=(0LI@ MN4SN-2B3+D< MX*<]SA@D7FQ*A)5>V>+I4VV$E9X/D;7(WZBU]QL,4]6/J$!7=X3/AVG,X-Q M-QJ7_,,RDY%,?SR+63_>$^ZEBUU7."\=B#HA?Y-(=7:SYTH42QL8YPZHP?4JE_)5NOFJ5DZTD__S]^5^%ARY_ M#ES 9K'\$=)? L[H16LCUTJ5EOA$TII:7,7;UC+&?P]7WRK/I) ELQ*/3,.MU%0BXW%UI/LG-6'\G03$<[/&QFD59T92(4LE4L/YH+5(R9T1 MK%YX#Y]*&GN\?)-Z,^Z#/E]?067'|\XPV6V)9C?Z#NRJ/(+3.WP=7%LG'H"_ MU1[J;,7"/MPB;!^%%!R?K,(+^1GK*"+7;KR- VID&+BX'=1'LG3INPE:PBS@[MEK+VXN"VP5US;A.)=80Q&1Z0=(+%2S&AD?4;V9NU+O*+C6B*5K2AE&]V^?&X MB/MC1W@38ZW.T&9' /[5;K2)O581L]N+.ON(E[NX55:6/NOK@UNCEH<:"B:LDEMV/94#9'C9 MKDK<:=ZG0\O?_N>5,Y4>F%._'*?;3E- R\3 >:>8PXMT:+.%/,BE:>)*)*8UJ&4Z=I<>Q,!N M*8-9,Z]1L,3V81-<.UT%OC?(2OW(8>]J_[$5V/+K>FW#F>BX;=WXM)2GDCB M =8? H_)*0:E,C%Q=['Z!2]WA- Y;Y=V3&AA1)Q MX;<$5M#"CS:]A^2WK#?O]^U?7\IM=0S9)\K2(DR MKRY9&O?GRU"#)M[*+NZSK6RGG? C%;G+A6HUR*,,R)L36OJ>;\R)5_.TE!'33 M 7N/)4A_?LK@;'9!B5:J6=!G\> @?U,955*[4D^;CM)4NAOE@.:J4J4"&@>>) MGQ#1MUU3=VLJP- /)ZS?VYR%$MA&KBO7>.",IF%DC"V4\@+=@'S'R+4!^*+)V MDN-VV-&1TZV>[?NBNJC* #=5.;LI]N9<7BG/OO(8V#-%489U-V/!-I6.?+E^ M/J3]<.0SU^W4ZWU":!I7^0@;]BOMTX=4034X5[55NWR8T WE7G]A>^G7CWL[M,V$L6YJ3CW*6-VDE_%"GS5E VBT@(+VZOEW7],)W-R\ MF?U2+C=V$DF1 O-,W+(H//4F1N_*VK'#:47#]!OC-7;$69.;_%U9V *-K# M)&"]*M2/]*$@V'=E[82%=? AW:W+!%=/3GDTA_WIZF9-35H/D!5RQEUOFZO&0 MIUJ,SRS[TI4<]51)T!6F@8X;8.G)[[U-579812W=*X=QKF30M] O&V?^YK MJ8.QN)T^Z:CB:W4=QF17WI)]=0#\7@?"9T>%61\OZMRJJ.')5((+..*NK!G@ MRTF8]5/CFL1J=;D@<^EIE8==X$/OY!G:^X&-9I\ ZRT#^- @34(J4HFH&X"OT MJX_DCIS$A41ECDL4ZC'[AY"=9LZ?1]G\)25"7P=.6F\O<(]=3=/?JCM%MN-#;."LOQFW JOL19@TV-[MC% I*7!HQA1F)5D;(M?6!XEY<$//<+AVZL52?1F=ES%_;B[7FLM^FEW$[N%P M_5_\/;KK:MUAYS=X/D[LHDMY\9_U,6J.- R"+!DUMH_"/YL7OY""3&ZHF'7JZ M'J3U8:<:E5-TC*JK83-1UK*]&6S&%OTH4(_V[CI;@P.E!K^15G-T;[AA]'JL"]N[M;RM/9GL$XU:RC,MQLCD\7C%UYGQV8.5ZJA<2,R&IA=>*^?2RPR86WU%W\JB MV68 ?[\5L:,%:#'[J4#@99? F\>A_ROBTGMI3\N]AHCN[U!@>X?N*:,!\N]#+ MZ,ED&5-R]?[,C$6%?O0[GOV#@7)^K I5QBLU37,!6M8RPX*RRDF_5JL=#B*I:CZ1P23_.$UP\>2P M%&F">PH WB;@K@"&A5NT_>KM/& WXW(S6C5J_P?Y# (G_K/W]__UW[Y(IF)?. M%DW880N[GX+SS@^:.&J/;QV9X[V4AD(]YIJXL!\D?8Y@N&MDZU1,O$Q4RKV0 MZ8]0>2X>)D- ,F5F8U4<+L*7"]DSI];0<30ZM3"4KXZ-)L?K-F/BQD/?SA55/-M[/S1Z.HH).FYD-QJ4*TBRS43LJ9WL[%'VWR]%,/:"RG"4$JM;"4G44HJPSKA M+T17OQ0YA:/CH=(,:@[KCGK]S FFNL1H41,P?3(!W X/[0^A/\"7WT![D5>* MLF\KXW4_]GO<.6H#F=LK[;I8X:QGL0>CD^!>LGST5Q8@Q?;5\-W='ARX8U!+ MF L:)^I[_A(KDBSHS@;!+N7I1:._Z]UP7L].8]=QLIT0 MW?JLMY\1P>6TD6'E&9K41C6NC/$CMOV%HK\/)99R"(N*^-=?KL44=Y737*.F MIH'B59#*[#)0(?)2+E1 ";A1%S_;NI+?EB5K6X!06? 9J=]$P]_60=6$^$>TL M;Y>S/G!19KRDPE31!'_?1(ZHC7KW4&U\#6'"*OPCL,'RE_#I_G?A]45@NV;$(WM\.\=N%!O"M8**XH.E.^-V7 M%/HB)QKP0?\]N.I1>_F#_M+M1LZ$#[!G*<1U>R"R[!?\2]YB M\G1^9/#A?K@8M,@O:7W(/OOPU%\].HLH[HHM6/U^7H3OW0>R_=7 @L;6V:B;7\HNN=.[6 M'S%,MX45\EC9J/>'"3I3+_NM1],_!8P48^%J)=8D3&Q9*LKJJ1U%G\<;Z<$ MVR&M(,S1'%8 L,[>$0]4? T/Q!4G3^OEP>&R""9(2S:F+QL69M*9;D*I6U5>0[L?&T:(W((#C7):7>5D.-7F$1 MKUE?K_RYG*(<,MI5CIH0=:D33(0/4F. MYR)"CX<>;W;UBP;']";])2&GBCR6MPJ=C$ EQPDFQN_MG]E?S9)"']JMEJ42 MB4P'(Y;10F R@([P_2OS(T4H%G#>D/*ER2(;U)79V ^O#.U?R66,IE(I9QM8 MO5P,-[5@-3>J51GB\.F)WH*PYLTRC4W97#K<>3@DL)E*

,^#IQ/YV3"*

''E#+=GHJ!%LL:57!ECB7Q/TZ%);!'S5<@6.[\8HU,7PV-2X @N,_0'+\P$69T@X[7//"YDPXN:CS"R546- 0K3"9O//F,C._0FOVPHUYR'5\##%]M] M^5#=B;8GA5NY- OAS.9+ :./*= QH=A_ G M^X>:TPH56K*P@,2<;'5%%.S5(W7A? $Y9*D)8\&R&Y5LT81+CN+10IRV*"5NB5\[2A 2,=U5"(=JC,P_5(3MG4C!S;>?:TA M='P[C])Z\2!-CN%[OV&5"CP)J(*&_PN5"?3T[D,- ;$780F^O%@Q/"*A0QA8 M/=-^592H+O;WO%/@*;RNCH$VMUC[[_:5)OM9#Y;(?S))>[5&7A50FS8;75"C M;U2I@Y1-?:AJAM_.X;>W MX6EGS!7^PT_W&^M[$%W0M>LA,%/J!\1UG9("% MFC'#0(XA"SNO NZBBX,Q+&UC5U% NUVYTU-Q$Q]1>[(XI& Z5]'^@WZ7RIIK6(;H7RYR;3BHHQ4CE]K02+ M3VH 6_WB4>P #?_1P-UTWQ2V] &G(I):Q+&-:H1YNJX@&O_H<>7T :SDIX0 MQM_)X+^V-FGUK#^.FKF5\K1UP#L34/X#\Q0NU;6X-8R70-#Z$+PY;QOQ :L1>,>BWD8\P$9X MT/0@&Q%])[V->(2-P-^C 6\C+K<1_S8T:$Q\QG!P#"&'%/AD#GTV(N];5=_<_MWYQOOR70-#A2RG\3NP9H'[[HUVZ?>0XKQ]IV^W]38]9DP=\R/^S=IE?5^6_ M'"V.EDF=08M5X&#_?P_6#XQ?R%0HF?&+M,#>R?#=F>D[Q(+^@PLQQBF%ZR)K M?50VB.#/S@:!B^'#QX?;W=?JQ@9?.4'6Q9=__H? C!*'?O^:B=RKU/G%J;.*F M*&4"Z@LP/@"X$GH9]UV/%SL>]D"Z_[?R^P$MN#<8>5; DU M?2PG8CG16G??Q^(3W,=$E8;"VCZ$FI M;(QY? LB&2N,\S-T)_/H;/-J#RLV'U>QV%(H:I(L>H$F[;&4FTR M3758K'I]L6M@X4C!H,6XE!CP5+HHX1U5A6)'(K&+7D'LKN[!NKT^%4GN_JJ6W9"RM#+V'0?GKH^*6UJJ\6,GZ(]ZMFK7"(F3-QIV"4 M&8!^K$)'0T)@7J.$Y#@U(<1TP:1A@1?0N"(N'9]?QIOUK]UXE2??+^NP^J)\ M7TY]NZ=\3^N5S(B(TU4L76EEC46D2LH:E&_R:O+]&- ZK?^WI;_]&.?J'Q<8/ MHESLI^AR_%8KH!G MDXLA/SBC>?(S-+<^P[E^%:(2O59MYL_D";W M2XUYD7^U* CR%X#-.E+DN1IU>[A-*

VXW#JP;@>W,0"DML;CD1\YPTS8&#[>_3 M(\45:#63!Q*3[NLY*H]/TUH[GPWAL$!XK+J7,>=HV/'^9 MZ=W[;#QKPW;2:]CN-6RW/WRDANU.VQH6YT-$" LS6*\',D&>[#-LB LQ9" 4 MBP1"?"],1O:,IP3:Y*R5*6@CB1PT@JK9S$9&LZI;VYI(VTKZ)V]J0RD-<5]M MFX:VU"VW%C/#8JE6+C6Z0YIH94PQ'TSU&-*UQ0S7K!$=2IL4L70JG!9'QG@^_MQ:MNC6/'"%;Y]*DIH2/L;J2I5AD?HW+5Q# (\M^5ETDJA(K0KM+RY%;)K.QIC0 MX94Q.A7J-7+)"D54*I&4'HB/EY(%.7,BI3Y!;?4:<6<$59'C4WD: Q;Z'W9Q><#:[L,.#875J/8B"YN: M& (LC==_F(!CL9O0PC;4JL9$^'35#\5+L,>N^){#5"^H'"\\T#3A-5K$GA*[Z M4^E.!Q2G);2?@_T'9/3K@]+OHZ7]/Z>R.T*^1[W* [D>H4;KG+KQJ/>=0>.FJ/:@&7+-L[V,\OT59SO&2K"?)(CI5=N0N))%/",E5 M$>J9B/ 5='B*+)9#H5^U[/(YW;]'%Q/W>P>Z? FHJRV7*,J*O$N6^U5#ITTDL MGZS#^-"+L2K+L+,7>3AZ("5"KWL'Y3\>U&J4@F*%'H]+*NU/Z TE/6G4>S/+ MKLT*1S^(=G\!"A\0]R!5CB%>Z!D4G,>!MV=-V[FQ=N*AUQGHE32%$EA!PQ+D MF5!$>HD+=OD3\3;?9EL*ILATOMLW&T,\:-G%#WCH<(CZ#]4C/L(STM/@+J_! MW='XOSHJ/N!R/2#]-)!"2G+A8]@M^- NJ!G)AK+NN4*6!"N+00Z,AL8*.39&;,IR1"#*8CPTIGEHS'X$J!F7RHYOWSFGK> M7E:33UY1TE/Q/@6+.Z 0 *# JR;,^%JA@G,!3$^Z,T)>,-[QT(OV-,LC531K ML'0!Q4JQ%,=#4SF'";BNAP=DE6GE!DP8*9)DX)0BN2J.>\RDEOVRA;WDW88XN*RJ(MAC..[*Y5H8W=V75P !MG:G# H[Q (^_0C#5[+"?@5]]$4X%V#0\!_=T7,WP" MRPU]FC!1-.;2;V,.'MR>T"3-6!F*+YKP)X L-3F>#CV%]$Q5F2HO@KH UP>XA M!1#- DMSZ2EN->4?7@%<$;]!#.=KVC,[UK#U@-_)(A5]L,L/!M5"4T8A*>TX8 M:QI#55L- $AN8(H\&UZ$Q<^!PTZ#."EZ%0ZHI&I0)A\EM\]1N!:$PGPAC)\D< MU7)I@CU.$-9OZ>L9HG!.G0DH=4#$-SA $(XO=$6^!P$8- +\=C46W!U'7[1'N M &3VAKI_!#-L,E5/CNH11O)7U7FN,.?JPXEU.%C7_;H"ZQ+[()245@NV;$X M%GPV71"O;A%0=^;4^9)"7^1$X\HX17P#IV*VP"P!$]?1!/E'@:OUJ+-88I=# M0AK7 H@@8M!-5E&LW]]@,U5#;*I/4IXM:#=L>D0'RS5Q\%9\?;/=+A?0)>#_M R;1/5D=#:9T*KPG:!PP%'=TX9L-A4- V!E&#A=CI@]'"[GRB&CPISD1>0&HK M&A>O,R+-CN)LN)2G%XTVKG?#>3T[C=U:>\V64I]27Q.(.HC/*ZQ6UNIH+YJ0 M"A6 &G!I:U46VRJA#?<7,M6(BDN,9#"UV NQD5&@"JO",>S0)XJFR"(ZV5 . M7@I&B>&.(>)M=I@_7OH##I(SC0EG1Y;9=CMC,LL0G;!J'= ((E6IQ>?"H.V(C M-GKSC0"[TKZNJ++?,# #,Y.I:I/JJN4"+%_&\:=0(/@6<6EP#=>LBSHZ'@%U M7YF.+IQ]%E6[B5%#";/5*=8*%? (Z(6H+8G4'A/DSB+RB&C,M&R^6&&%L.+E#PKM,1F#U 94#@0/47E_S>1?HZ M.*H$W4:-V-O.G_'=/Q.[?R;?[--^ZR- J_V$^5'@H."JOOIDS[7QN%R'V!%FU M+CDD^I)Z ;"SD"*OFAEO3HD(8^B(=B'N=@7[7G@Z}?=WPRPV\:*^WR"K;"I MS@8!0P#=*PW[4.$;Z */ !#ZR!"S]%@9:1#Z4! ,H-"W#\&R;.O[L.30)> M$&Q#11"10>3,-W<&D#N&BJTH^M#H>*1Q $M*@.:1:>A 67!LC+&AJ?+!)'1(M PTN1!-LPQAVM^ZO9)B!\'7NX M^]9=[?V#H\C!QB)KDE\-)=]LDAN<;,.9.YQGFX6BMD(@- %]&^EW[4I-@"^F M'^BH![QK[%XR 88B;"&B;VS/]7?()-U]S&HN.\N/3-U8F:X 6Q'#K_57R'3P ME($?[K\!6 ;D%G>J 0SC6%,7/MBSE=MA;=?#YW'0DD:*]- IR\!RX^N?&WV!/ M;[\D1GX";I*;*?+ZD5%QMK:YYQ&9"YRYHO56Z;O&CG7[F-(_78K^O1/!OU4& MN=5I!)$#OH-?9A>_!?[TQ;G ;Y=%KMJDV&?(;J3-N0R2\->_M[_XU@OOQ^_@ M;GW8C!??JC%^&R$7- M(6Z9(E 6W'7:89;?+,;)U1:#]HT4H-JQ70KE8# Z3" [}%,;=I0_=ADBU-VB;S MC]K7 WT6. 0 W&U6C'0)8><"_2HR(DA+-J8O&Q9FTIEN0JER133&S%8RV0Q-VQW=LAY:@("^Y+?7[I,< D"U:F)J M8/5 >3HF8._@&V$M0>*EW]I%^%N_/?1]^V!]W1T(AR*Q^,K9[OQU'S*L^/4^ MA(#X"946R,>L#$P*6_P@G&D :#1^I9ZZ,)AM!_!B? Z.I&Y8@C(I8 $@#W+T;R MHZ /(1Y!MJRH[?Y>1$+MRN\W(+H86CV.6;18%QVH"?1R\T@1NQ/MZGP^3&=S[MY4&%?=.I[Q[^"' (HI- PK!X.3UM*OX_?V!,+IPX*7+A?!O5BO1W#7F]'K[>C M_>&7>SLJX&:K]D#$.QF:[+<.NF2[1X$4H@(181DBW,>8(,Z&F4B?#S,A#"?) M, (:Q>"BZTYZ0Z0=95NA'0PP6YD-,D Q&F4@OTF/P:\GA!!+8#R_W]!P,E?* MQ42;3F%BH%V;+<;!I52+Q@VZ.ZDBJTA8[C- /U,#62Z%HWV"G!$OC#2PM" M52,,4SU'M19:8QGT#R0K BM.#V!.)>:4V$O1M%)*1B++8:L0'\3 E<']*W%M M.6: (LEG"A!"F5H0)HU(JO/+P\1T], &T,JN2.-(SLL9V_)@*>],?7*D$R-;, MQ/,%J5X:IJAVH1UJ$;"TZ^#QW62GTIM$ZS2U8'JI&C%J,QE4!$;N7ZEU-KFX M6E0[&$&0- ,L&Y(':A4^/[E^I1U)BU.@.)E0]7!MS>*L:'ZBPZ^7ADDKL/&MP M@6$;F&L=L$/8<*F)*;XP9L.| &S5*L3AB*P97F0SD:()7B^2X?,X,0?+ 6E M"(<1NDRRW4 ^IE$6N/+@\>E@*3'56^F65.<;-;-<$(JY#*PG.7AZ.B5DI^$B MEJ+KVJ1+991.+5J"]SR@$[158OET.XL120*;Y[DX/9L/P)4'=#*8'ED<8<4$ MEE"5? F\>EJ(E/US1(9V">JHR[86Z,YKHZQS=DJA,ST27'KQIDB?GS?*T-Y(6 M_65X'J%FJ4QKX-8?M(45F%:F7HM3_G FK\SG):91@)GA!VNJ#': <0@M6E_('MN)!D<&PWA,,K#]94#"FXT"R3 [K53\3:I=8X;TI5<.7ABU;*G5"I2I CBDQ6 M^ERA/-4:TZI;>U)V6*\S':DUP M8[O*,BE8#(X? $FK2'9:(97MH4&PG4,CCP V:P-XZ=[Z&8' @V&>ZS.! OV M%QER?BHO&IK%LU%W".3Z[4&J)^4LRM]*C(JC+-6>]%UQD,>:U45^W@9Z MGY]LZV0BD!^QKCC(C8;1^/2DA93[4$RJC+$$G/%P7AB.&0G MW4%$RJ.&C%7'*R82W ;R2-L85%BYL7R9 5C+GB(#-@%"M0KE*T M8N5T-ISL$MVT.PY&AP;;[\D\3B66R59*/GQ[+SJAH-A(4QB1+3/<"$^P@2# M&,9$ V2?(3"VUP^%HKUH_PN_V&/Q\WX3<'YSI- GUQYF5G\C#)"YK++H;TO|Q M[PV\MFPJX!MQ W_-WK!-M=U+Z7(+++N%_)T?.Y]X9^@VZK 5@+R&/'+7OP|&/%:]#[1D3>@X2W0^P9Y$ M/,A&>!+Q(!OA2<2#; 10F3R)>(2-(-]QW-N(!]@(#YH>9B,\9'J$?8B\A[V1 M*X^P$1XR/&;$@VR$)Q$/LA&8- ZCN,3:"?(\&O(VXW$9\IB7@R?C#[98, M0V,'1;@W:IOW,23?8L39AUU8CL_ZUUB_:=T@WN/__*XPN,*CRL>@RM..5]_M)E> <\H3^3*K\=%DYX0W\F4QQRC7W,ZGRTT7EZLK&=]=OE[C;:U;[%X;)G[WW MIQPQ/Q,13GE%GIH]GHOBT3#B*67$,U$]7O%XQ>.52U/%4I.\-PCGGO$8>IY-!Z)*(_NT?#DQ5,UC]H:L#.2IVEX_@O/?_%-Y'Q =\5. M#Z_P.^%*B^W.;'[[HL=F&@]@GO.D\8Q:CQ,0)]@S7VQ.8,>\QQ*?8 E.E>&'M__>+^/5%"H7?L>N>N=^.J3DS23R^N"E?1- ^CU[5BOQ]KA9.K=-&+MWJ'R*^_M<)[8C)7!SSQNN/'Y$0D_-&<4-H-GW5CC"W::TVG9Z9& 3^8^-!3:MYI1=&5B M'#/C/C+:/B+0_B O- "_0DY^KH^F=V>@[,A4SC:$*F['S'!]X?'*<3\]:^>$> MH]S4H'MBIFG"V9&(771S0$6W>LK#*SD/O2PS3O\#OEX? 9XY*:&Z!/SBVV'P9G,W[=0 MU^-S__P/QPE"OW^WX.('5]DS2CIV,?&XP[)W%K3R+UP*^VZ_G"W^18.=MA[H M"^R,]H]L\RVVQF368;H MA%4KD$:H5(O+ WOZ&'@F^F%,9\I]AF0"& .'<3&\(#(%8<#*U-@ .!*;BSK# M\@.%B?'L0%2+ @])FAUS130HFS%U_X!E)_#9AJ KD.>C'(? N34VO[;9CK7] MQX;8DX6U!P1=Z=RM:B1B?;XE12F_,HY4>_Y*K=]V?OEX@1,55M;_[U>VE/KE MLT>1_=\O<6[\&9N*GU<- OW/)+]^85<"..._UIRHU5CM05T5AH+^WS8F-(M^.!RP/78K_7(Q'PL3[13*9PFE+E!Q^N=5@"S-(F(7W^),/86"9&K@>"K?;C< M8>-)DR=-SR9-=BS919("1]V!27HY3).5YD A]$EA7H:C,N&,1H_VEZ#]EK/G M4QOP,9B]*K!]9=[C):H;[KWN_[U81<)+ #I=3S(8B^4RT5XZ(9%F8V))XWS8 M4*SG1A1_X#N LLKYB"E@>XV886ABST333AMJ!6#-V%@C3&"_,&8NUAU*):D MS5FE*O*Q:G.$P1G'88 O:R$,\\#DPI4?]U[V):#$KM9X9BQ)BC.1%Q"2."J* M2+.C.!LNY>E%HXWKW7!>STYCSPTHQ*? P9/T%CV@7F6JG(@D^.EJ2 M=**2C"M&6&-30>C'P'^"(^,NJG[P_NN^C*H/2X)> DD\5=]-U=]*S]L$0%RT M^T"CWC7U"#ZGV++,24%.Z9L#Z#_ 0Z?5^R!@.6#"_MT'D8P4-OX< 5S7M/3CPY>1PY.1KC6(;+$SR9S%W&W:->/OAP 72X6?!AJ4ME M(<+7TAA!244]%*K%JQ6("3#X@ ?>L>"+8()GY7B:]O?C"L&9+G=[X627%N(] M([94AC(SK4)Q>3FWP+V"",^)"C?O).:IUU=4K\^-$70(- A<+S08Q:1&KB MW8$Y(ZNWC2YD*'G4'8RR8ZD-VMJ&ZN;?D'%N4;*G$*_"08O0F_12,2#E!>K MMKAPB..9$>4)HAX7@)6;13U"\7R!S278I#3M+J/)1#*;GI-09T%1#_+]FD[< M%Y(JS_IZ?)FZ76S$$+7*J%1),1)+SO(1@@ADV!$2]I_@U/BI-1<7CJ"\!)QX M:O]W@BJE5$C16O-YG"*B^$P9%\WZH PU?114(=^PGU- YD7S.T+&7:_&@^D3R M% ;@>F-(E[G8%"N@D2[49RD>Y$;QT8F =Y/RF0D0DT+<[4P2Q$ANCU@HLB= M&"7>,-++2?+DY$? (R=&H!U:>4\.LB).2$IN.6Z9AC6,]*"//_5X%-I_'/4X MO@$?P]1+X)97>>%57CPO.MRC\J)=B?3JO7Q8)(!7O=L 70 @8OHF_1 MJ)/#HP/$$,X@+H<+,8A#(FY_BBT3&E5G@4-QA!#0HMJ$'&2!O>.O M4HWE63F>IOW]Z)6;HVG#-P'D"= [,P1E\BZP)&I#!,K+-85M:U5CQ8A<+V_'&,1R'^ MQW&,#W;-!CPRC+^%HV])U:.^*@]4P"%OJ+QQ@<>]E_M#C+P++(-,=8BC9'C<, MS'"*2))'&6(LL)*V3#L0@4H5__0V$ 5!%/4SR*D"\"I!GQI6;15]R3;>78(X,5[*Y9(](84)H:4Q"%;Z M)!FQD- 2=,#9>1/(>J$KDWB)ZXRJ2>R_7LRUN8UN<&T"RJ)#N+W;](8D8-JT. M'QW%$PPR)V $"=@3X>A']L0#EIGM'/;]><1I([1#FH M:;G? 29.X'R,[9$%+LDPN6:I"9 G_^ALAW\!*1*XX#?G$,N7VIR.W7>)N:DKMO MY_@5D_Q?CI-\NN.<:64*E#-G#]/I:EI=M!L-M/C"H)]_(0^Z0G3) [S@#RU. M5U ?D2_\H1?MJ8_?=63S.29=E0E)HX5N)S\+!4G,_M1FK!W__RXNS[N_J^8>85UVU] MD,_0G^/13@E@,$PJ."\[^]JHOPY?YH@@R6 M/1-6 (5A_X(,M_5RF_B.GU-E5?NS8M?5'2&['MP./?J=!(^R;TR$WK&5?$#J M"&OF\[&FH? HP'P.?^V_PX-7_(CJMW\(6'/ &,CO1A3^K?ZQNB7[]<8P 85;X9*YN"#XB&+'"&[C/ M=X G=-TWT51.$'@=?,<)8.- Y7U]3%72!#H3'I_;1OR>KTQ]\/CBN?;(?BO" M,QH(&H *W=#?C\C)!;'/*>9!^[R%??#_(0U\FX7W 7NI%ERYPX6F GX [@;> M>FSC# (1%Q.Y@48"!UXMQ5IQ0%7">+N#IBH?_HQ]0@-7AE4E -8APO@#^Y@/0 M&/#]%L?@]ZJI XC5WWS"G!/ FR%5S0<0BOWG#Z+3> <*Q1002K,V16(6=^Q$Z MC]?;CLJ>H""N/D 'A/W)3FG4UN'D7 ,_V04/0UN]V!9$_#H[?/>A3;4%3%LW M5\$-^V##5EK- ZF_E.X_/4U@);%B.0"5+OW7'_/]L#9;!H.D!TL\=J*VM:% MX,MSU;8M\+RNGGKE7=@ZR0XWY$=MQ*DR?&\C/(GX61OA2<2#; (0G0^R:?Z MM-7D;<;..5\SML(#Y1^VD9XR/0(^W J4NEMA(=,/VLC/#/B03;"DX@'V8A3 M?>F\C;B9&>%MQ^4WXK/E0S?-Z,*# [N]8:!U^.D(!&+-"?UGVGO=4F3^;)(^= MM!*9[.0F<,+8$+2/:=3;>>8V25;E&(?_^]]_]RZ7*W;#7(USZ.'QC,=]/",1/,&Z? 6G"D[/,S<=E/".1/+FZK9)S87*43)AY9Y-M[5\88CS.N/G(@R='DU-NGU2>7!\>2!>>=SSZ!6(Y'&2QTD>)]V,2)Y3 MQW/J>.)V0R)YTN:Y>CQI>Q$UZ<)>CX2J*.KXN1P_K\GGCO(>7SBN70>D$A/YM+Q3NU'81S/@_-R'AQ/N!Z'<9Y,Q8&=_MLSP- Q_/7/""1GLQ?\^3NF2=G%@]V7O%T\@QPCT_,X!-[,1#-)^R8]QCFZPS# MJ3+\$,TR_AK!PN]8X)F89S7HQ..:>W)-]-I*SL4CW:L9W1]?>,? 3Q[P".^+/ M6!G'.5^YY,D:>J(=J:H>#&.%\P(N\X1MJE0_SYE%B/IO$AAY4/S7#VQ.C6 MD'MG]KF@:&U&[7I'556H=\MIZ>.@=J]]S M^WL<=$\K^76X:3-^\/OF\WIPWY__X3A!Z/?OFC5?!['\-XM=3$H>;'TKI\>E M /+VJSLY'W1[N5<;,HP33 "'8T(#GQX3ZDSWA \W! 5((O*\E/O(#:/YM)H+ MR:-^(M.B\PNN-6JU)HXJC(D0_SZ2X2QMTCHHWFCGH!Y N8)F!UO=Q$N04WS M4C@C#R5_@R8$,;A8G8:>W+ ((3Z%.+L/V7KZ)IL'.31=-!N\6\AP(SHQI85^5;?D!!U)M65"SP;%??Z/O1.#'(UG-'A&PU?E;&,^P'/=1?[)6C8^*XWJ)$D2J8- 25>J=7K#)AZ/V/X*&W<."*'@-/ M=#S1>105W55TMO(9760G.9DEQNE^(2.1XE@I#HIZ3&$&0':"8-N?? <>!;R. M1E:.$_]CZ'I%++M79.4E\/OF?:->W>RY '3<(7"BBE)0Q,N#!&7&PHLV:PJD M3%D 3*__N+8&TE4\'!#'_M=+E$Z6*D4.FUBQ U8!0$# {QCP=+$#<]Z\G3WRP0XXM.\D-#\HR)5-|-=G5K& MBPD;2=*"K>R#N%2\T3VN_LM9^;K "JXZ7:9$A6EA9TKLYS!P&K"X" MC)"MJ0?"EXU6/%CTSPE@)%XUR.NE4SR7MI$X!1S91$J=1$KA(%V7>;*3:@7% M'A>[;9BCDFTWE5XG2E/EJ31KT"0S%[@J$X&^PF@$?

PM%?TX6A2=@SR5@C^** M_S@8(H649CM73PB2R/K3]316*VBA&)"P%PB&/ K$'0V&'"?^QP#W0Q#/JSRY M1LCD58#_,>VQ"V#.';(H:8K2HN(23V+36J_.<9794'(& (A@%"7T%HU$/-#Y M4?4G%XZU/#GF/$/XY0+ <[/P2V;4HY(M"9_24[4:-PXQNUV0If)$FZ5:NM?&IBT^PR2KQ8@^17+V_TG7A7*-4(YKP(X MGC7QK>A.)R6EY'RX5)#(4"#7C">ZK$A8$&E@=(=|PUZP%B7Y$N%L+R7D@;6-MY"GYKS2KHBDGJ@UJVL;GH>Z,RXWC-ZY%F:AU)HC7BS6:F'4*9H$H%?R,Q421 M#S-*O&&DETWEB CCM$42*=V:+5:[;CM-D(R-*T8!BD"A4A M&$6)OD6C7D:L5XOBU:(\!W[<+!BBB--V+!9.AJG6/!"E!&.1K" M! 9#".P= M?]$*-L]Z\G3WRX0Y6%..;Z^UE=48+0[\4H:L1O+A $O3J'@BO%L6K1?&T]D]' M*XKFD(M)G6@88R>4GT[7"MDYCP #-L["+A^M>+ 8H!/H%XUU'O]I(H[CI7Y M@=H(=0I8 HT9%YDJD1RE"+&]7NL4(EQU<-LP2!*W%GHQ0>2E/!>2"H-N'L=# M Z#%0V#KR6#C^+-_SB>HI;Q2C.:5^94F6[&!D2NF3;' M52B$+Q!0>108/!I0^8#ZIT#PAZ#B Y6TW!L^[UOR(M0(8\U/)J8KR:F <. UT >6X6!HI(M!7/07/1R5,(2]6H"JW;["X0W* X0#/ XC\$;SW9)+-OQ#H,+UZ-)_N BFJ4- MS2_E939=#BBI892.(4'\D8ZNYMZK]TR6VYDLYT:R!F]Q$%GRMV3*=J*1J_6"D5)VU;+ *(3/EI8; W,,.N7>(_]*ZT Z(! "(*H)N'R-(LX% M8-]?!6)NJ1:1(W/ *30=QY1,*EN>+"),6KYQT[1E8$0,,7/!2'ZV4A4G9?_$ MGP28@$,?;/ M&HB^18->4IDG+7>7EDFB@^XABEYFJB:)$#TV#Y[:^3L/, M'4(\@:PP4(QYKMS3^1M3U+X2G5U*\"""Q9TM1:6L&I6K^LK MJ(/ T!O4@CK3D7\/Q@Z](%2>L:"G#; 4;A44'YST351?AR?S1!!LN>"2L(P[!_ M0:;;>KE-K,O/];*J_5FQI.J.D&4/;H<>_4Z"1]DW)D+OV$I&('6$-0/Z6--0 M?9@/@_]-WCPZG\1G=9O80L/>_.9G>C"G]4__G,!9/B }M$7@K((.R_8EE,XCST:^_C:'@XQQ3T#=C95/P 6&3!<[0?0;X#G"9KOLFFLH) M J^#[S@!L!+OZVNJ@B[0@3CZU#[Z]V2E(8-5!7!)PO@MR+4"X#H O31#?U] M?$8P'8\CX@1ZKF$P&TZ> OX],0U4& M'*O[@!(%P%/G@"$.ONH)LFK]03AUE1-W:XW_%7<>8#.-:^Y\"W:[7/A_0^ M.UX =18<_X_/SFD;\SI V+\7?-E/[%!%$P&!(?W%%6GA20$)SXX7\#B260T= M(WC)NP"NLTAQZ)O5^\/+X!&ZN:H"I#/18\/9(Q)#H MVO2?"!H'E_'[3*U@8FH"S,.N>7"TF,'_KA>H%O+4J=ZJY:D#1M6C'@^(1Z M09!HJS)!##[C\|"]?E4NB7-YST_70[,)EF_1(7GXYT(0_;-LB*^VJ 0!6; M(NQ@HR/X"5M)*_%\8*L)HJ5P2(D)8Q&)A3-Q\NA[N#7W\,^_?_Z9X5G*A!XM<#.]G!&'O?8F\[?\9W_TSL_IFT M867I(PK_U\LS_?I.?RHRQ9Z*3%6-1*S/MZ0HY5?&D6K/7ZE5V];7TTRWM8RHHGQ2P"_ILWUI%O()%_%HD7,I0DE]E*:7LGR831< KT7JQTH0W:#],@.$%-$9Y8:L4&\71UB_'J@%U3,Y43-LD>;^/ MSIT=(_U(F$$=U!@Z>NKJ;7TLBBDZJC>T91;H^[@*5%&H$25%H!D;JJU)PV\2 MJC*!.C%0;L2Q;O;[(B>B6ZM0R5)$8UMOAS_HFX :+-@YH$N(_(9.;S[=Y(9; M=+-$6RV?P,N :@LT[6\K<""RVQ]WDV=1Z:$.E$U)!B.;;"W/F0S .L?W.C4 MW?2U6?#NB_6!^>B^'IMLSD>NJT.&\\CQP!0-#?K7--Z;8CPHF['=&U;0&,_M[-LV" S.(@"0CI[]>QL1#NZ$6 $PN0SM5!]0B-'>HRU9/7L,'@=L'S]GBZ[]MP"X[%5Y,56]#P@DX3=\UXE.(*L5M$B'6C3\D:J_V!NU MTA],=KH6#:MD/-FWTJ$%S4;P>"4>&4>*\(0HJ:>SM[:]"@<^)>CJV!&J(3L3 M@$P*XW-0F462G3/'@FUU!K W^^15A!1@08B(SE9VC\8 0WEK5?:/>O> ,1RL@E]OS[6IPC:0(_>'PY<;_OMW^_>KKRK$-/A MGV8/9E(:HNTRA^BD\+V).W?_P-O%?1>N#FJ(#3;AY P-<'YXN#^,<\&.O9L M7XC+0Q#\3V13W_.T;1C0-)![&LQ_=#XCCRI8YV/."<++ .C'(,]P(BDA"_T'HG\R[?YYR94L!-.F/NW2..$7/RRT#?^V+];?80_*O/ M#@)HOXX%*0C\G;S2MNR!86"S"3NQHA650V2 P_]S;IK!::Y#-/+O!C5M(FT^MW"7ND2@F./RXW_*W_\#!P;\Y3]|]-S9%GPKZNX\T/[H1)!T3[|L('&/89.I M>G)4CS"2OZK.2MBJ!OB%P,>,4U<'KK6Q6Z<YE=?;7M(1$#W'/O?'W;/@LA!!^Q)!%P[YE?V\?T)H2T)J-N=W^4 CXW3*N@)VIPNB1)>KNYSNX MO^-D@)^BG]J[_@CJ6U,U(*/74)#U?O'$NNJ3521P|LZLI6)?$4#&+F0T;N.% M A2&VHOA T *V.!:>8%?MQYUL18QRU06EJI/&@TG%WF#&GXI+1 ^Y4]C"%X< M@[;?0)\>.<+3J#D:2*,M;+\" @Q @AQ3Z&'&];] MXVV?DZUH3L"!^P:?T /*\BK@C 32IXN ;UD-"B([01R_M*^P1&.X+9/[J/V/ M#67(XXC,+W5#IE-!Z3??S!8IP,HL@)@)BR+)'/2HGNV(>7,\2LB 1$<2E$_D M0H-9(N>RN&@("L/$$WW-;Y%E:).*F%Y;+M&T-N# MG0:VHWXBVY6_!:W(_W*H82=X65[Q%4+_G['$?+T*N> M=>$W|QN5D+@V^/8-(A%@@M!, MLBP<1WQFD&+A!P:D M;Z[MZG?3^;Y%L;$8%HE(S/LY+@P["M 85]_6ET0"72F(E.IU5]V2&FH)"NM MS(AY85=A%-CEHL ^=3RM>(ENL1V>FT7);J>4U?-V,=D*@\(N&!3VJ?.I)FTCM5ZF(15['?!2;U;C6K," VS!&[&(Q8I\Z'W&@/U87]K ++"BI.:FL)"[5&(!3-U75:50!;JM"H3\&N]%/G0KSFQQP#H= MA9GU=1\D6 ;|^>QVKUH<_K0Y<_JP+UHMJ]1%QC&\^K5"DW3E/) M(A,J1Q=0CBY_6)K8;,5'@ZC62PK1TG+I;!15#Z/I+Z$I78$+BAF-KQ33TYX2M>\QR.MENFE2H-EU*;K\@274%\=ALD\CTED/A"I5[$S7I?$|=:C@N@1AACX M)CQ3=>SQ*$ A?,.0,_]-9$\3QF,"_ I;^A*2-$T@"[@-$U2EE&=Z"\J2K8 MJ_>7|\C?6RM#G\"+BR ^)7LT3&C\U3(".VY3*W?7E^:OU"UU< D7V+\6_4D$U MX.7&-NC"E[KNWI^AO.;4/|;^?IX'R$KIH8^5A"R10CHZ#97)O20 R79&:F* M &8#^T!^<6D,HT7@EM X|)*.)#A@/(ST8 3D>*4RL1C2J@'R0[|Y!%\(\^,Q MF"G_;H3;E/P72>E%^[XUPCF"L/,<=!QP 5^,W:P$&X>X(!*0(.5X0\25K/ M)=V2+#>['=T"H8F]?'V4!;N-9'B#A7VX_,B7!\5'$^_G/VXP0],%.0Q;*+M0 MV0MM*!@FXY'ACC4UY'W^M>5*2;]WQ-:'^9<2,^SQ\80NZLG,JKQ9_?HWE7@XM%OD8@P';416$_2)_QT.$._2$;^^MWGN$=YG<|*YC1)!JN(!"0?E(>GSP|/9\ M6[I2(Q|WS_U>4N4-93H?QCO0=Y),/:2/;:']_).=N$*4>AQ, L-(K+TX$DRQ M7@P)BD6Q_@["-1J@$-L5(1#NO4K2(*#7W:E- Z9H0O#TQ4V!L]ZBJY*PSB;K-+.*O^8;/57+2#2 MCI%E5V(#*:(?4PH]?1#&TT+]T(U?LHV(&U^+HT'L"1AL_=[IJ@B+\ 4R-"<0 M>B'!3|$%PX2EQ|R8O=%&Y5?6/S|MD1>A>$"O5&$""4ROFO#ZV!8 GP)?^O:O&\FR8UO;Y9[D47))"OVXC';UDXWBO\ MW-T[1">4:.F?&WD.-M\MBS 39A&&683!RR+DO>*R1KHP(JUHC2)SRM#N&+.!MHC^..=08ZG__P_M&,E%![G7U88%U](TYF*S6+Q+/<+B+S=Y(?C <-L1R=]5K MJ/-JO+1ISG,MAJ./Y]R8#4N0I?*TIU2=QF!..:?2DON)B"DXDA:5^4*L/F9) M3>\/"307BJSEW2ZT"NVGJ>5]J=9_'E<9+G$\,O,8?=*'+2%+ MTJO%N)"8K <9>044)&_DQW,MOR)I\C@@U2"D-3!I%!QTBN,;-M!!!AGJEK-. M^.4NH/DU7=Z2=#=+_4W!\4X%?Z?,G\K&?/4-7^0%.BI+N^<(\E>6'0&YB@*LMD6Z%5$L_L[CQ7K6#US3X-YEEV]D)MU M21WFTL\MI<&\NS77\'UI1T/K@(O71E&1Y8**B^_MN@N""ATZ1=W>TP+AO?6^"H@^V5/;CK6VG;F2QAJ:;7KK\I6__6NMKP[\H%^_MM<^03YOT36Z "658D]N%F/=W%)9_XW-#LA(WM3XM]_S(\M0'=LMS'|US?||M2E#01PF_H?G9SBSI6YZ"K[__\8'\K(.(\'LA4>!)!.(7FO))R$/&'3#(\BY+1GLOV3?PO3X@AS__M|S^CB^P?"Z7[!EY?V]+KLP""_A#AF3^7@LI/QPK,E^|8*XY,8/P+M(/W811R MS*#1QNOW6T&%REO*_SCLB6+[X][UPR7N@AK__M$@1)DN6K@V+/@Y5ZH ^!B.N'7[^?-_M3JW7;P4=A+BTSW>"5N//J(`T$+X QG8P;') M[(4U<:(]9@6TW,*+[K1Q#/<)_J I+^-4K%L>L5&C)F\Z M)#>/U\=<',K*5)R.Q,G,]23EG1+#UU@] 2"&0,G KZ"&%<|N)9$I\3W:, ;Y ML2%'N2X#J"$.J2$5(,^W$,1>ZA16TQF/<J&683T;9EI1+3$?.4\40G=7[Q.&JP-->3Y6Z'Z;*)%] L(-MI M(-HI^MN;P>|.OOWI&OZIN(88!:BX4"]Q^.6[@ 86?DC64F09+2_&1#.RL6LMX6QL]2G'<=OIS#J+5&_F+-8#)E[.M-GT&&P3"-]$)$$F(V0B%9K#[PB7"(DE MV'+W$M12I9I1)\\6U^2&*\85L3I-)):%K:9JB_\%)C%$$$,(/LVVX2O#2+Y&/!U^M R!68ZP1!=R]=PP%[.L$Q4> M$*BY\:+>*"KBZX"%RUQ(XLY-=6H+Q%_P:W@X-)H"^[#0W]0_L) &:A^S:UZ$M_%\H+6TW#Y[7=3\2?[F3E3L-RYL'>>HL'VWV|Y+X]>PB,MQTB\G6R& G8Y<{]U>%3CE@X4M0?EYB%BZT#-N2K*@M!N3T.^#W3:.K&EM5Q;[8'#PVLP78D21")Q*OUE'JE5*B]#,.H^QH352<[QMIV3N8SLZ!+RZQW;R>A&XLTMFT'_$#8@1ERWTD)=9R/H$UB]!_?3/> * M-!W4M';D,@\B7V7FIJ+NX'>*]\+.8)"\IXXN[&HBH:)[F'X:N]LD3'B_GEF MWP?,F#YDQBX;AI?XD+MBK@I_N0RG/,4=Z2_ECG%78:.OS!UICSL^R\GG4CL= MEV?T**NL^7ER*"'CX'-'=EAYZN63R0JID"5](G84A31;D*1BD70B<&E OM\VZC<\[:) MM",(DF7AJB(N!>SIJAR2)*(Y4T(UC@A89N?,M1YN@[Z-*H53X]>YY']*GCW* MO5$- @BIDVP&%0<3X14GH4EP:RL(@A%L+0A=(LHPT3O?((:J5Q@;/N6Y1TL%V5'43V9(9#TG>PFM C5/=C<'<>M(5W/5)3P|>)DF[3HQ MNL^#+Y:294=VX@=RZ&TG2U=;?W\]EG>W'-[:VW%L;]/0WOYR]CTNK=I6IYPS MR")M#(W"O%M8RZ^R[]>JE'R:=0,+A_6PH#\Q+*DIF>C=L-;Y2%7&:,(^0-.|M!"84NT96*FM@:8#2H20YP>@;G!%;\063ZS7D5,,LI[1GI0(8O;TRCID\^".Z M0T.$/E#[G>]601C;9;@#$+\5T7)<-%.V*[HAWSH02AX!(6PG8"HP\1YGT&61 M$YUU=S/'V.E]ZITX+AB*%OPYI&[E*A.2'9<*;%36F<=F6IPNDJMC+!8=\P"+ M/ZV#H!]/DN46+E8,D?+AXJ.6['?MVB;%2M.*H+RPL]FH-\;=UK&V#*T5Z]"= MB/@AXC%\>&AO'-KH[4,;'1X:"Q4R-!@?F;_R^&3>LVJ51*'"#S*)(EVNYY]3 MX,2PN1:E@=']0\$LA/4[@"H(V(MWQGCW+=<"E8 M&PS@E(940[6-PW1QP ':(8HJ0\$8^T5 M*85/H"8C*\HK&H+"YT2$Z V !4:8 5:I(6J(#W+PU8)0"ZFH'FB(\'M6]! M)>Q,]YH8[M4M,>M_D;<)H', "J0J;?]"F\7C'OGG1$7D;]2W#-P3U<\%M)P!7 M S"'"JPEH6]]TH4!7) [B[!?+@5N$0WZ2>6NU^MHFX:H"[.%61L6:. M?';(6-RR?4]|PQ8(?7;MEOB&-S**Y?:(!NHI+\L$(Z!>*O!566 72. W(%JP>4J1*30!M119$8&4_O#*EKRM!:@4T'JV"]\R|BXBW#50)EX"5,1VODXO7X'|5/@2DML&U M:N'G&'DA*N.UF8HUB\JFA(HE2]A9.VX!M+.7(X40?C)'Q&]A#\4:X:FZV74NV4,*#VI;3?(!')#[MG5GO2(I%8>ML:VG;,"J7R3SA*;' M[W- 8)D 0P%J1:@YO Z+8A{3;EG#C%@#DP65-4>VE#;4W9+A>M &KC1,0^G M[P3OLRARF@R+(H=%D?&'@2R*7$K%2D9^G6NS.>HES>>909UV8%'DU&$)X?0ZM216;^442&+O<<%Y=##-=H<71QR/)?NF%+XMK?M:Q)T\OO40CUZNV<#+<_LC4 MI)2*9C6@TA2"_9$)QQR5VL-G;E9M:6K?XI^>2RPLM'ST M]N;0W#BQ.&/W>"F[:162*XH?PY%';V>+ZXQ=8YYM-KFP[8%8;_!LHX4#B_=' M3A*-C)K/UIE>LM9Z6=@CKIN5W$#)_9'6B[9*EV)57HUL>^@M#; MD%3#(Y4 M.7A[4]M53"L_(B5J;LT-TG"X&!QYM"-NU%"&K5J!(151EY-"@IY/,/CVHQTE M4AF![Q9;"MOIF%PTD\T(J\:*2QWOR,SE5TQ[R"9F'46V>[/T_5XG MFY3]R-ODHKZP%QHM94O\&(RDCEX_I5JI?B'?S+$+B2*%:C=FU9P6ESEQ\$FE MV8$JJA4TO.6E/I:(NC<8!\HP\6FA]V$K62|5T8::0O8E0MJ5>@J./ (3/S5BM6JV_4F=*2]/E0KPG%IHKL,SCUY%PTE=R6J]83?;[EMW6FCI8 MQPG46CKYN963TS,ZQB8;CLS;?.IDA?N..%KI_:'2)*OJ;#2)S^2RU0-@X!)'ME>,95HKQHX'-:CJSJ=2SW<>^ 2O<'\,KT\VNAH)087-)L[7HM4VZN1F?JH6OM)+C2T_,RMYGUI7@O,4NG6K4QG//H[=RC;A9*$I>=*0;-+"N31T6B6J>]YI?5 M32SC6&"Y"IF?Y1\IOO.879VJFK_(TCUF4!+39'^R;JE%:9%N%QB #,9NV[3*"* MOX0N M$Q/?O34M9NVTJPA FLMXM[>/"T(&J_KPUJ(2))#JJY%YM'IE6/A^< MQ;B;/U,06I1+I/22Z[YJIKP@:Y]?N5VM"6\9\C^T)/X;@OJ[8\5;|O%G8L5;PNIG0N6GT\K5L>*S^^^COR3Q8KSA9Y]W MR!M_'&\,M>J@:=7W2B.AKOWU\N1.H1)*F1\F94(*NB]<^;R>RH -\6/I7M3R MNT2"D(W^.#8;*NNALAXJZZ&]4=0$0P5?HB2:_\,0IF'1+#[.]^;._ NZ23PMRF=;TGA%!RL*T2!D#*X],AZ;TIBWI3_O,A_J4Z$^%>I3(=O\46PS=..$ZE3. MV%88"Q$AY P8*0+Q^"$S/'.F2/K M%G@,,>(GZTTU17:+??REZ"$JA,P!HP4J./EIK>F&[8+3NSD_TN+U5:#\U=-Y M1X0M)?Z^&*6$>M49O>K&N/,9XL&M5D)F^J7,](QI6DJ0JB&75\-NV,401T0M+B=UOC>.A"SE7Z#,8ZT>]LNR>%T\1)X_T>:V1:U__Y<@2)(L7QV'_D"#:SBV M!4O'@\X%*R0FHJG(B1)O=)P_)/RYM8D M\R>-P2\1^WSK??_WY?2G.^82N%,&U^OD/3ZA]/AIED_5J[U-=T!9PU35*B^8 M+ ^<3]*VXA!>&Z%Z?>^Y@9(RNJ9JP&,.2Z8E?_R8? MJ-3W91R7E+5!IZ(/%'F.P2+/GR"-W'.L;-;,]#.[Z4;3K>CC:-HO,B=;FT'K MYV)]S=ZDA&UDIB^FH"N9&KVEA><:I<_GAA5"(?FOR?Z^]#

*<4HR9.54F94S,V23G>^FNG5E*VMOEQ^1F.W$J#; MZ!)T6;(5F;$MFXBW'/6IT.]S9(>*U:-:/MZK/X\!FX#=.U+T*Q(S@!$J'S7%*

MMRVSDF@5!:\;][W8.@)-Z:L:RD- MP6487V&&?SGWN+!1;GV<>7S0.N]$EW]N2$M,;Q$K)\@5N?T@E

MKV>=WZT<#C99N2R2HO\A{O.H0@D0XNO/N&2$_=((KU5:>,'XW@O&MY#9_1YV MV0H4IG_5[>2?ZS>6TDX[#;9,L9L$;:3RFZK-

3@)_.4GQ%I^E&4:<1>O1{"3[MDNX5YF,N@R\GZ4BBRUPCGYRM MVPI9C;+#S-

*/39CQMPZ[+^%8T_7TYUO5O1;\)!=Z^;^X=W*A6N)'%#-AE=E85 M6#5',XLBF8;"'|ZH)A\RX8UJ*/E#R1^ N]QK"OT*

*7^7V&$X3,U%:917N<3I] MI'ID;07Y${S*C7_OFUR8#BA9@)L3 %B$M)Y+ OS#-H@E^/A*_H^[U67><;W[*

MS1C(C_9L8,I@=)%UZ:)KP(_>X_!@BX.8U:[N=YFV!J/AN;, :@*,@CP<= MBZ0H\IO?\G+NWG^IP^#!IG/-*

*#4%OBH//)^&0H;:JS1MSA4Z5&.CTM(9GL M.B+HJSDB0H$<"N1@"^309? VQ]G6<'[3I3!5YOG:0'TLL!O1G"XU*3O05<1J*

MKN!3N(^PBCTW_])B^)$JA1$6%XFPB'&(OH. &@PN&WHB+@H:V)W!'/6XS R

*MIV8[.>)*O>++L,Q(J[8SJ]\XBH(>AT0L%:'IU[)2PIN6Z]RT!(TR;W75$C0X MA)Z,:W&H#[HLN&GY99$8T,^],#J13)G\TT:MC2'?0BZ+7;*

[M]V-:7QUF<;\T M^&/<'N?IZ&W_!M6WZ%8CJE;)Z(M1Y?+]JCQ0&4A)V+\13X6!%]'X#\5_Z#>Y M%LO:]XM0)QPC?'<5?

*[(RJU:OD9RT95+6!,-I01[U+L?(?VSXFG^/^%A 6,H% M<=/UI%#IO74AO*3H+7)V)Y(I$2OXXQOF=2-!"[!W!3B%)>E'B&L;PJQL68XD*

*M@J4"%H&S*W&%7O3E/H9*1UG;==XT.7W4>QYVJ2'=ZS!1NM=CZPM^/O[UKVX< M82,X7C K8>!I/3^6)!(B>C]A3R3"4M;$!J X*

=^#,Q3W'5P/1 [P5R#(]Z8B MQH#8; N<&>"(:!:T? (#R"!LI2(I@J0D5=58X6^-@',Y@KX#D;J>,M WWAK MFP-0F//;_XB]^IK(^@;R!MX?

*0/>#%=OX55 S@G? M84ISQQ0F@$$!-+ [@F,9F 4;Q,3'LPTDB2=4-!A$ 0M&DROZ+R*GX(;$B0 /MZ.P.U+8'DB1!8T]G@R1\>[,S@R!?*

P'Z$'AX?![M-% &B00/7DJH"H])_(%@;#"C -\S-X T! 3>5O"@/"FQ1L$/\ H59\$9W% MPH$SW(P;$#*OF,02LE\(11[R:*

[JU__D@_'KC<"H(,#V"?=V";\(B! MX(]W7(2QX/$>?X-QU#9L0#>.#A%\K -4@G5S=[N'&,N[87XGZ<3#&\26KH0X M7Z_'?*

0Q36&VN&AM)ZDCF$K":TQZ1NN'"""^&(U86]G^?,RR[;MC/$MBD!WN_ M#J)-@U'9]IZ?*3T.K:DFO*:3A8YA#;'"I&'-A$"J.2 1?EY,P[?*

M#!'=M]. M&$"A\]QMY5J341Z;D\0<(31B$O.Y:;P!2,#+-\3=F-I7.R^7U W3_0B.HWS' MQ0TG/253;VIDO[1^*B135:,T

,=%/Y"'BBDF3E3@^Y(RX;P(.%%Y&_[N-10[M44T:@00+_B@"'^&'CU^[O3EB"'!V82)CBHUY'=A @.4)P']U1/SQIB@=4%*

*MN\F",3/76!EQJ6B[^T**Y1G+)TKE5B'/:RFZ]8N0 W/P4ILTY$N:Y%^0,X; M4!E$@@.:1(3E:. !,)OEDP"(IT>1:-L7)!3Z):TU9\.]5K\[58_ NHJ'*

*6. M7(1?P,ET9*_S6'* ?U I%*S%21@9+'37"U]K2A/P&-0G5<.R=B]]H[1#\\ * M<\1?:"%>T?/?""O=[>,3<'T* @ ./[>DW]XO?F##FF433*

(;OXXB/-8]<.,; M;=ZQ#>\#I.3B3_9NO?W7X'@,_,1UBI# _VG1-KUUN>^C,(V^Z6Q!DZ1B#Z]& M#HG\L3TD-W+ #,\.]7[.PI[-*

K]'IL3/HM"> ^F=N6(BS_4; #B<@SE=QPUZ ML3>4'X%3=VS)\X&1>)]?UR81[O"]]CVPE^W/3[FXZ(=8+#R(!P$]1!_-7LD M/(@O.HC,*

QU21! .(F1- 3F(D#4%Y" :WJU<6]X$!\[B+?C44\HK=^L-V3G MK$O_\ETCW^+H-^\^A6VSXY[\^_]\IRZ?$C==VLW'-;*

<(L85$./>\2+VT9YM MI_CL743^=R151<44QY(NF;P:00X=7M047;%LT_4S7HA ?F(D4CP &0^7B"7"

M9N6/;])Q8<^YZQOGP">&)G4\QVS-]7RCY[TQ+ED6,5$RNLCX'(IL=@);+DS M]U;52N;1(?,S9_A85MNB^*(MQY*

(.W+]\9)XVEWOOOY4YPV;9^LQ6@-5T5A(S1))U/(=OC2TE]46X"U) %K>;?0_A^I M;P'4U=J2)?

*&F,$$JFB@M)=68PV.^!P,F0!SS6],I=]6S'YOQ?D-=S2-+P$KS M.Z)T&9D[WU1@RN7*Z*4_V_0GU8XTS]?*

U3P6&_S$;S;8KE)0<+RLL[V2'LT5L MR'4XAHM!#8V^2J'OD+?W#*QU]\[6HT8OV:&$QF-A0K8 M-*

*['^=&WSJ%7;)7H65=0<^2S*O=FX!7@+4-'HUTIR?V,'6_?58*_0_KV_?NS M2AV=],7SXGX(N8[[29;W:GVG"&C3PDCPW0J"7/8XN)*

*(L:.IT/46 MLIZO\ML%&@S!83V?U"-S4ZVQR(ZJW1X_RU4G[7E].FC?A/5$LT9:;3RJ;"\: MF\Z>QXE%J?#, -8#]3[RW8G#P0RZ.:S**

/Z&AZKH#H\W$Q"6QJ/3X!)DBHJE M4SR7SJ1E+I[@!8ZG^!B7B/%\G(K3@D3'P0O^PV^?H.2DS/.DQ%%)&CR1$2B. MEY-

)+I,1I$2%$9"/+WW!#AQO.%3/:G]DFIF9*

MN20_M=B^/,\+F:&PSC09#E60V1\I40E+9N)C;A85,]J@6!0F_.EEP!V^7HI:VR,+;I6%HC%\OQR,X]]Z2H!@7MTI1!OQ\E@6V?

*P8C#R&TO*I8%>?1B56HQ_EV&Q>$B<2"FTSDJ2 M+I9GA6>YES0TDJXEDBL^-N82QV\W!+H[Z-BK^FQA,RMC,%>-V$L+,)RCD512*

MB8^%YQS?:SSUIM%X0NCJ(L.ECD<^#ZA,8^E47V:,)0JU=;3];2MV!(X]V9"6C M;?VQ2I%LOS-J N5K+2-%1CI[2A@&4LL,

*("+E93,A'[.\XX6CZ7^^/JLM_M M1;ECA$P=5?:#*51N M;CGXS?\\8>PJD6YSJ' 6YP.15U2TJO-KE]:"ZHAN>MC<@#E/"DRNUX#29<-W*

*M^3))T1&E_H&[U9'"!K;T(2_H_RUP!Q/P0_*_XR $AXX^ MO,DNQ--C+M2OB$):3)ID+T>OXQW6L=.K]#B@>8^2C3(**

*[8F;H@C)$R[3FP]U]G,2(Y#,)++!@=V;PXMU[1-[FOV'2XJX><8I\2%(W#+X_MCKB'YM]NA_<5>?^9"LBO=IH*4R"^["'"H9'@003B(-]J.A0?*

*Q9?F*9"H\B < M1,B;@G(0U$/LECK3MSN)CS30>%-AO=F5_AG 0/OHN*K/%UU(7;E_Z3WEG]$/ MF5?EV,V!*

<=\$P]=E]LWW^K4'_WJ>_\V!\2>9A4<,,W;!O/\K<]GO@#FSO!UN_A&JE_(-CB;A3Z6^/Q&^[@@$8'OW6O\Q6D1OSUP[(' /WAM#(8

MO,4L>45%420&#N'J^*@/19L =1] #KSE1%#ORV(:2_=;6:=\RM73MV"?0QKL3 M0%T\+^FPH=CWM^7\P8$TX5#$%]_LL'P\X08_4W]/)]

Z>_A#.H? M9M%XN3.^7!G'PBV,<&[7KI.QY(4+8]<]Q5D'H9@JLH71AH79_F>-!;OA+ M?DC'!VB=P.1>1_ER#1GW^VWL"-*

*ZSF_9;_0*UOM\I]PO%Y:).\LR:[S9-_L7H MC.$&WVTN?7M@NM;1$4P_!$YH):52F4CF/692Z&3Z$;SSQIZFKV>>5_>0?"WS*

MK%G+]:+9S\QG?46=@S=(+U62@:Z2KV">]P',#S#/\^!$S#.1CF3BITJ9?Z\ MW9VZF.I!U=5O;=S^5*/^,#?*

61.F/]5T_5:/@V#V_XYU%14Z5J6XBPU9EC6?.;K^9,(",6_J M\3\"?F2DW] S^B6L],IZZ959Z2!-]8SN*

M8V)%;KC\BDUH^;+,PPI:;VKU/P)^[V"EYR$(62E-/R13'\[JJH5'A8&# KO M.ZQ7Z,O!]:46"ZK$FY"!3+RR-&

[21@R^^A]YQ6>3,^CXSOQW70"%:)HZS"#^ M_8RH[-Q8BN+$:UX&K_[-JRM^8WG%==(/=-Q+ M7OF]3<: D" 2#^GT_Q"[7R$\CH

)]_[X0+9G2.&G]NOZN)^]D?WMG@M,&&I MA^25CN6@HE-L=PA[V.=!.9&,"=3'\K]?Q3H$HRA%/NS6X@)I]^$^<(^@AK\$*

*MM"_\!4<0_X^@7Q-_\!S[UCV+%[\0OS1F>D]H&_K&R:?5HER+Y752*E;*_#+ M%%[]Y\: FBVIH+LFT*

*M,CEF@4;&#T<*DS6KDZK$5IL1N7F:VK7-N/OR M7%OY:E >U$A]O8*B6QGQYC7+MG7WU WA%;$C+$EP3(1L/;=M*O4)Q*R:6BG*

MJI]]4LL,HJBC\KC@WOFB9?Y2?+L@(H.7XQJTTDS2W$=UAS[W>P*]XQ8%IO MJ9TM8%D7I 4 T=P.F,<%\HZ+X0E1:6 U.H-*

*V3S&5;JF1Z-*4?*UB>!I@3:Y, M\;.KU],SX9?OY);?J>[Q$>;:F$I'9:7N1HKN7F-BW<78_J44+OC(B*

*7K30^[4>;ANY99FZ_FLH^)V6Q16(^SI$9'T^N5_[:J7"]\K)O6YW;% M: "O[!.76HET/E;*B?9Z5NU7GM/%Y7.R-G2;'\4CJ1@=(>.OM=P*:7A?*

0/UP M&KY0, ^,@T'!;D%5YFJIK9?:&R1CE4'[A1\'D8:SY7HQN8EVI5ZNP5>*Z5;& M4A>PU5DY(@V"UN6IL M) FA; -AK+L*-*

B]EYN2$BZH MN];&;E)0G([$RZ]\(YW@/%5.LNU,?LQD^)[3)-;)MIEA M^VKND:)SC_*RPN".Q_%,A$R3H6?

*B$YZ)D)SO4TO9)V=RS.ET7/DA!"M M3(MRY3&0FHE8U UP!.)B1D^2(VM4*G;2+|!69?P=Y/QMG!1=P^,5T PZOMN-_M*

08D&@Z\,O(XT$VI' 2*/5T]$S$H3$(K3GKK165MDLYR5N\;HYD],3)< LK\ M1"1!QR)V*F*MC^>GHZNQT-*

*ZNF4Z6E#H:5/+LB^4(VMLKE"AN7QM.K*78T!/ M<4A/*9**9$ZF)_,4KM*DI OA>("<6N'"6L'R2,.!#;<+6)(%+K#;Y==YQ1)4*

MPW).I4N(]4E]N+8?939J+/.KP6!83->8:Z5+G,>9UZ)NZH8M82Y+);RPI#1- MT?!0>(L$V-D;>-*

*R;I(S!.F:US<$+PB0AG$RCX*79\/EP8J&\$M3Y'5!(E:* M/2&83HY(QX^;^F ;$-I@.9,C>@ @!5LR/)0TLAE LPI06C@)C<6R#*

MD);\"J@"S#B1P 0FP1/X$\AR>9C(A-YG3;SL(-C0:J0JU@0\SX]Y1;? G&#! MHA?@ Y9+\)8EV=8#X=\:8&K(9CGIZ509N3>&$"

MMC(W3%3D402;B" 8N"]$AYSZQ_)O'A"5I:"",3HX20GF-(,W1@B8/TC@&-VE MA,K'Z("><X!]P2AX^"+?OYD[M)MR^8ZF

*^=*AF.!!$X%6=FQ_:_ ^_#(.]>=ME< MIW94<%.WK+.QI9#0T?: C"L /]T R[!ZO$](4QX?2SA_#%9@=R?V$B\Z4Z1 MEP1$]D2.0M/$("K!E_%*

*(7_UG8+:B75B4,"\,]W8P1+C$< ,S0#?J,I, D<, M1NIH%/X*PP#*7Y73! E=H/=R&XGS@Q@SA",:XXSW $Y(L2P)"$ @2$Q*-EW)W*

*M"#QC+IEN5AX\K'>]J,G, %RYMV[U*5*WER>1$2G5]8G]3?V[=V##X6'5VU@/4 M5H2T ,:\R6 (#6FULH;/55:*

(T%BEUWC0YZ9GB[!2;:Y#\W%'M>,11-L7QKW_) MAV/GP/]@)G/B;$0%?&;Z\RI[#YT'0I8 S@(@7WY'-LP-WCTW 0[,168J.F@*

*M*E.H;I\>"XZ@[$N D)L)BQ* "1#ZS@A0@L*;&TPA@,6"CZ9@07 B=QV THX7 M">9$-Q'1$0^KUL+$3TFW$&PBA,PK)F*0@%3%J6/9D.-*

@R2#X0BL!E8$U09[E M7F< &N21NJ' ^>$7O,!N@BF, MZ8S"41]JT'(L: 3\M4MD]\EY/YZM+:9S'#02ZZJ]\K3PE3G+//#"/E[4Z!?

*MP]L'U]XA[< /= EB)0'5C[?\GP(M!" FT-LQO/"AP2^FP JV)XC-,,X C]& MZ@.@:2H313J-*6E :X3TJB.U=LVC1A40PJ,-@IW&3R&1\VNH+>[-*

"A]8312@ M3MHG=Q.!.?K2']&<;\ZV!++;6DIZ0#%.I*Y5 3,0G:S^-=(DT=K?#AI] ;, M*

*FS#M#9);/*FO>D"R6)A4K5>,PC)E5:,9]+K++EYB:MEE3&3[9S+]0#3D$3& M?F6<6[@AJ.9C(8L=P_C(_9.>'O [YO&RF[\W^Q=.OJ_*

M<&=KT5(_GLCU.+)C)6M+NSA?3JO,7FNGQ(=TCG.[0\;JU9!]GVV5CJ1/YS#F MV:>-_1B/SZ2!_,A/F#C))I'Q<%R=G !XK7HB^MKX\DG=

*]IO@2_IIV'M^_JC" M;!,57GIB4C!ZQ5OBB\3R9E426E-6&YK4:%):3QUQ!?'E.$3.PY<($.76'*N MZB;"1+\,U WDO8+:'O;B08YF>7P6?*

FX@#]L8Z'10)T(C1:"F)9M\K@VD#.' M_JS=4W]!64.3_YSEVNA[ZI^_H0Z#D(#PL&#[+/K8&Q>!JJC+*HV5#IUX<&%(MD8>5@C8GS:*

*Q=HACXK#$X)UV]*$_ 8G/'2RN\EA6V-'SLZ3Y0 VEA$ M\U[# ?/@IH*V#)B=**):.!!!EX!&#JC5NJ4M.IT_B_J!&_GMX2=C2OSA)2)B*

*ME<5&DYLU)(8CB[6^Y0B347]3;:'\HLSQ]2%A+1S((61)0DYF T$'$;#FAP^! M[K*A8>RGE@B1 T0%E]XK/+;3T2$]$ V=>.1-*

8&6Y[FS7.;M%3.R%QZP0F'" MW\"KCAM9QZ%:.^T.(+?JQRK_.HK3$?)182_B^68^-NT5XR4FFYX]TJC"_/I7

M3CPDC@G1GAB.A63QSU9S;X8_.8WCS8%42) -NTIMGAU2@^8&^*/.2=IN2!O M*J1345BGUDM,*A5(@)"7(A^-T+?*

*UMS]5#HI8B).4Y>]R_"-?E#9@ZPB4+0.M?K/[)M+N1)Y:627=6 ;.9 V=@^Y\(#++\1T/.IVK M\"=C9J5%*VD,9]HX69L7*"'9D3YCE.]OK*

*#XZD%LFM\"YV9T8IZEZ0PI=1Z3 MTU6WM:)M=$MT+,M<%"-Z);>QC#/D+4:KE]BQA_<0&[M&" P,S<5%:\M[MTTUHTE@JZ+U6DW^*

),6Y!&)M"--RZOB?D5V6]5NP2^B6/KSXG MG9@^'&8>8[U./>54A2E7?JHRQU>?I\<%_.HSM7_UN8,&@<$1C/!9+YH57=U[M"Y30

*I'@W7-?XW@+P?6K()'RFDMZQ*MN*"QT:,'/"&<.Z8YQQHX%EA3WBW'T M_2NSX>L"Q8U?<5W=J-OA$I@/7]O#D>0JO@_$UI6D6&*

]XQ[Z"+"HB"KB$(:VV M(F\(^.$Q%-"F<:G_";^4=K' NQ S+T;E RL/JKE3<=0-]JK=ULPY8O4Z@9>V MI_I]D:T#

[)S8Y_+5S]DM<$]PXC>,E@-6VMW.I3T+Y>!]KY]>YJ5{J?5YG$VF M%$=+JU[_4B5"V!QLIGD'R"[IZ M+_B:D@GCD."M5[/<9(DR,F%0Z"

(/P]+QO9\S=^_6 $/:!D&Y4=Y9QU)TR;(@ MKHV\[[87/]>2#&:!L/YS(>B#*-OP6R"7 7A5MKD*G/?@*+($ KT>$!UD3-_S> MZL?

*V\5#);XZ['PO,W-]$V3T%&)S9L9%QCT\!&$RG S-IODN*LZ8R8#OI:.,7 M5V+M8F+\Z]_TJ<#,OU'#&5X':[J1^VX;A[K#;1B !N6AB]<^WP?*

FI? XMUKG M2;)"FC3,1'& Q_XS9\#02E^_ (L& =ZM4(D:$P<;5A#QZ^ZX"-!H[5(IA\\=$+_ZCSEL@O MB!P_AT@ ;W9GDNW?VP$"G)-

AD1U_ < &U]I6 \7@98K -5W8@ RCV(7WS;> M&U('S)<["1 ,C]O@5]G3'RP? Z]D)@6#"PV)?W@2 !57M[0QQP&L/T^-!)

MQ/G]T_T&B_1&3_-/5^CBL#E4+ M=8_#NA_]^A?E40HGRJ+Y.(O'+F&LOIPFJD4E1T4P>#54$,^H8Z$2(DEMM5T M"51&S_H;]IKS-%*

(L-`]534]GM3R,Y.=S(!@0*GIKVMXD{GR41QGJ(?)>"WE'M04->H+-MS65X7^-C=:[KD3CM=?1U/WQ#T<))MU#$(/?,GK8(A\,|Y]W>B!`;M)AVAJA0^"MHCL+=P'\96O,%^G-CWQAYOBTCP#E65Q @!\Y$L68&_@L,'6W=0 M&C?4)"V@)IAC%P"F9".7D(*$CRX).RT$K6PGD4(BO$1"G=$A.AB%%]\GD!A M[XKT{(!`_IQ;)(}3X\]]"=?QBE/E3ZE?6GOJ-)1V/C5XC[Q]N;@P !'8XH]% MJ $^M.,,9QZ/^)/H=E[9"

(%3"WV^':SE^49[7EL%.[AA(B%X)73BZ(?R=&0J MXGB;/+QU "'#;|-ME[WN8^4^0\]PM(J7T^&F63]6KO4UW0%G#5-4J+YA3?LA/!,@JM[;338,L4NTG01B]_J=KLA/ES5^!^WXHF;S9,[-\@K#W2D.=C.>>I(;1H3XG MRZQ4?)G5G

J3>L[B]&R2.E$.ZC;GN&MW"?'I4UY^]AFY&!LJ$2!K&\GG?\I+*KR"B%MWDK)QAS@T<2$'4^!5"XKD)(]X M;A;*

MB[MZ>\,7RB;_$K_^X%@(65|V > :7;"PS)2DGX..HJF 9:)DXKVO%5;YQST M4A&[*P%X7*?HW:-'3,L^>\?-(=MC!_ %"&3P;:8D2"@;*

{RU5;5|E\Y1# @'U M6/MZ_>XM9!LW8!MRT-@&DCF8,B+[@V9)CNRQ V.(+;.'1/@G26=1- MM<&+

M8DD\Z__%>"MU7@,X[ALR=7@$,7"(AB2:&%+8CO 6]+NU@F)3'"AEDP@?Z0ARS#08VN ^L1X#HOQ?Z"H") 22?X,

*M7)H$#9>N$S3Z^29'YP+OO&2H5X+O3&GY-&EV"W5V,W4-R4^$ MS^6];H!!W:Z?#KRE*T?*]-VM2T_S3K/UMC*]LV. ^K+Z]6\J*

M0'^'}PO&5 M-?0@>O;RPSHT?_?TXU.E1;VP._2?SC/:$XK(UBV;/6@&P72[-UEGH\EPO,G; #]D&HDP]'6_%,K5,NQ37&R7{[+

[XWT$Z45W'1/FGX6T MZN,JO8QQ4G+E:..!IC(>STOY\D91;5',.TUY)0SJTV@O3),.SXV)@55\7. M>A9]'JRM7K-0J?4!(;,C#|

<52/;BL".NBPR95\@6AB4GX>N(B83C(F$(V3;H M"C 'R_8J.>'L4-TKO^F9@[Z;NT B+U'Y414(#725]M?NCO'>,.(ZB9> M?Q,JFC8"*

*(X*ABP;.:\%;D; 9 A&@5OBC*;<%[^/9VM^^.0Y>WVY+0.WSV\WPW M7GCCV^*/P^0: #F\8(=/'Z&Q3Y{"[R]"!,U,JI-?B/44J966D^6F-*

5FOS:L3 M :5S77&4%)8DGTST6+Z>?:YTQT"K>3.GY0\(X1Q&0QL")!B.]MD4C>I!:+I M.7R_8;7CDVY\7&D:!?;;@@N5;M^/=SQPC"A*

S'J.EM/1(&AFLE%AFGN>GJ MF37)GAA(7NT"V[CNQ4+71/9N 0?U%Q<'ZNO""$OH"0_TXOIAI!UC^FM9R3O MF5V-

*0YCZM^NJ,7?,N6%)L"T'V@SX#%:!.7OA\1:D',O+'48KP(Z5DR# %0G? M&@5?N+VF*3"=+.J*DB83V*5N21@ OF+[D#$"G$,M,) &"%4#^Q->KU'KI#A M>9@"")Z"'E[%"[@U! A)N#5))N7'9!V&\7=25Z)DO\BJCFT>C_0MNE,FR91 ML8!BM8$IZ=7^>\GCH*0\]Y<'SE/-(.^%2*

M\;0@CD8B)XX2$A>/)2@N'4^..%';T F9)F52CD%,X:],/2>4@%=+)C!YIEAN M$(JLOIQC:A&B7,\]7,VPB76VD5"",@+V-*

*%CKXC#!YS%>%V0?%R& !%*P!/N M82&\!]U'0?3)'MH<8\TQN[1-;Y'N"RG78?RNGL 9\H&B7VOQZ<-HW_P&F%-6 MC95'C]H?*

*4>@<_HU9WPK Z4VNXW..;X?R(Z U./8A+?A%R_M:@^+'"]*I^]A@ M(+LP_B'4TR'(+P?R#_;Y=FGZ1'?[*

+;^!B)N8D+7QW^UD0W%%3KQ\ZG1YUW] MJF0#UH\NJ=''VT)M@I4M40!XP]3)8PUQ""U$W1%L.0Z\GC,9K.B-5$9"YYEH. M!

*<74M@?"?Z21LH_CW #\GS*9UR,BHE$1/3\1$I-\|@1#%^=2G@U8@0!82WE4SM@PL8<0U7ARW1;@VR^I MYXU?+#F" \1AI>3?*

UWO].\^O,5=T%;NNT&U;ZK.7]J\9K>+/ON16;G"O+[V(M7A0$#&_FSW>@.5&P&A>J=LWI(,YLK64(]LZV2;N!?*

*BIWNN1@PX7!Z6Q=/>W M Z>;B)UJ>"D"] 7(R!< /0"HW(4;QOR^F]KC'>'4Q;]@K)K7FI38+LT^C'M_ M,W#;*TOR $!,& ZL-*

*X)0S,L5?"ON&X#%@IDV,,P'I4 MJL/"\^VF\/CK90[,A4E'Y36EN[QHIP%0BSU^$T1R5)>&OV*7@O8)!V|]S7@&8Z%ZO8YE*

M88A!#P%[^\I_OHZ&,,0];R-MH@YH?I!INMO0QD}AHEJZ?,[_(5=;;S';G], MK#;?!\):R3=5XY*%OA8@2OO.#W_5TC_&B%BJ*%F!18 5*

*ELUYU#+.LAP-)R+Q-BZ!A{(T MW=I4.)5'PKEO8\-59^!641K5$3:[G08_B-'N*P&]$Y8CRRC"T80YK*A=*E10 M)#?*

U]D#@3="Z=,D&8@_GS6=1-*%#=X1ROA'-9!M'KP%CC"<$<"GD>'82&#B M?AL;C&RO;'>7D;O_056%UC(7K=,\#(-<2HW3TRU#+*

F6(!Y= 2E|$YK=W|OV=\T.:C MZ]=G;=%SK190HJTLB:@2]]%EL]OK*W"[''N$;C]]US,,=T@8.ZK+2]P#[.PF M@2-8KS@A L4.JB

NCLOVNZ-,IAOYWR_GT6>\2"]X66+_ZF7C7J@$Z]XV?"W M;SG:$G'2YV4+;R8^=3.1#&\FPIN)3]Y,7.$:X@;>25C;P$&U&G9:PCF9:KG%

M7[8B$DQ8\ +E'SJEL&"' M[X9Z@S%"C?-@F75#1X(>VC0F6B76\E<3R:WV^UX=3X:V,2RI?,KFC&PG%!U4 M_T$R35B]V

2/@54]O;)6&Z%H)U6!&VR"/C4Q-W55E"-'/-C_*6[851A!6_8 M=?PARQ]66H$FBVFH!$P\/%7; YEIP-1#3^[./P)?=*B@N9#D=5QR?EO-*

*$K[S MO>\C1@ZN@N09_VYM$3B)]^OBBDH'ZNZN]:GNUL@XH5%_9-?^0B80J*Z>K1NX MMK7[!J_4X'9$V?#3(3+]MKB-':R&*

*((FH#S3RV:TVT07Z^'0RZ :ECOG^_:(32X7R,@*WZT&EHCA[1/55WR> M,:?W_L?Y#}(%H M<+2.!O[Y?*

UG36.D1($6^Y.VONAO.+.MZU[W>Q2 8NMQ5=CIL_(H.$O844R 1 M0%?HUS1R[D^4.5Q(!,U6

*>O>VEP+$KB#')7V^@G#+@1S+'+X]DTX*_9SEL]R#7JG4:M MG&>Z;)YPETG@=0;U--)?2%*8'9*Y4G!I5FFHP8.31G)Q>T%*Z+<]*

[4'G/D=FZ!N>,'<\Y M?4XVBZ66_$A6<[UUI_E,+\L.P\4Y\G#D,SEG4Z5-;4%VYL_'NFBH_6*OU$BV:?DFRCK318<=-=/]E@UA-H

*MDI&S%:;\5)+)Y'-9ZH^':Z08#CTZ_WYZ',O5ZX_V3'NJ:^MI;EZIFF#H"?2K MJ*6)L%!6X]F"EZA)VY$FK1(X@A.X\K3A&Y5VQ:)Z4;N1$E-*

Y=K,&N$=0 %M M"9A)GEM;O4YC6*3EZ5Q8)E=PZ#&76#9*S-,L.R+I=8%IR,.1H'30T*-MF7H_ M\;BHMH:]1J4SCI)%BJ9X<*

*0G,*MJKZ=5KE*HL]*L;>>ZHR>% =NB3V"60?6[M<4T1IKW.FA$IR8I18WW,T26DZQ:+#5Z/19IUA3L 0P] 02,N1\5]SS*

*M3U2/YOLK6K"G E5'0X]FI6J57KZ8R3?98G?RN,P:!;6;!FL]@:\U_LD47P;U M&9MKOO"#E<[ET^T5''HT*_/T*'C/HY0\.\S'PWJ9GPOJ%*

P]Q0)G.?7);E; M;/)IW9D/Y@-Y0X$C.(&$TP67B">$Q8A4,E%KRI!4<9X'LYY PD[I:=7AZ\OU MC+9Z?%;9%*.D#"!P @G[+;*53^O+-*

=D8CJK/Q?BL,I;'<.C1MJ;J0JD413Y- M\A7 B)9#(9.7P0).8)91R%%]DV75GC(PZ\U"MI+6%4S2&:FS8I,.CNQ^PH@W-

@)M%6B@,9$FYFP#6;Q/,]%HUJ,&7/Q M4Z)VP ABNM55R6(J8^1ZN4WR:;""0X^8=TNJU$I.@J^2VKPO3^3ELE^LH5D]

*MYOU]BW*F8LB^#@LH?EG-RG,-KNB'6#P\B 10:[&\"!N?A A M;PK(082L*2 ' 5C3G90ROX^#^&"5FC>UUJ_;=?H#N[XJ$_[TEH|*

[R;SFIL>7 M(<<_CPKW O,(@N#_?M&__I3KD0^IZY;Q2G_RFL5+R\0@B%&1#Y8O#L_\U)G? M\Y&'#.WVR/VA+1\=\0=A<#$VY[J77!%/S=

<$"C0CO*B- -,$#(.Z%|YWA\AQ M[[A!GY(6(:,,:>%3C!+&?-T5)>S54 W9Y?79Y9=CR+O"M]X$OC_CIW=2[_75

M8#W+DGQ%0BY!3[X+&I%\'2._M WMAFR:7Q'P>%MC<5CR%Z?-+7L5E!;^) O;U6!T,3>V_OZFA0,3V\CR)_U76 M8-

*%ZP>0%E(GNZ(K=AMU/8(D.KN/6X>!ZG3Q'\F2EE!D5<[.DTYVO9GHU96NK M7Z@ W@A>HJQN(8,\TEB% <=]YPH*5Q-*

&O,JB\HW,&O%XF"M)0X7QG#K8I1U M<XF!=?)J3,6M%XO2VJE0KDQWZ2YHLK\(D1)4#1>M?[O5S3V"V8+:[S]?[^4 MM?U;=[2H:-

*A1=\0O0N?C)WC31-61WSB54?Z M15A@%> I,+<7SM^9L).HQM387&TL:|_S0KQEPS2EV*I_J4@L'?O?_^R#[OMX M"$*:_U[VUM?*

2//UAFB_3ECQO=--UMI&K&T]E+3.DY[>@>2%IK)[()KDB>7M8 MK3QE-_E#:81)G_]FX@DXJE7:/Y[V*X'^HU;^Q&681(D ,>1"NL32?*

9]6A>W MXFOW:4+=W+]<;J*1VWM+;'5)=MU)9W24-*#>('N9.G>AHJIV3K[/'18ADM! M#25%74\]"6DVR#1{6X_*

*(WBF$M#P1J+Q&!KXM#T#^D[MM/^#:O^_0=_:8)A]Z51Z*S8Z[BTV0G.Q;L=+G77[5(HVCQ5*X#2X0!Y8,,. M75'U'"*DUR-*

*0:++/^VVL0[Z5689A4QTYT^#)+SOJS%R.A9-./*T"M0)6@,Z\Y MX7Z*(Z2!BLL+UPF(N[79$"!SZ8997+=PE]QZNX%AE@%0;1")XTR)\YS2?*

&F5 MJ\5%9]73'.YI#P]6ZO8"A8TA0$5J=>LKI!)A$SBCWPNM]YN8)A$ #2J=S&) M1K*Y'*\V3&VV4#NSN9KDQK,G!C()&(%!?*

W_7S%OY:%T#-K8]U,^3I;G)_(I MA4J;YG3^=%2*1.N_R%D3WAS7\8 MV1,D1B^:&4W&SXC@DY#@DS\OQ:<-,2AJ*

MR%''DER'4ICB\W/B"L(HH^]*@/,"O4"KTF\)2';:,\@]2T*FV@E^M1]JC]WZ M,K-F%T939F>4.B\8U(4/*B@Q,@P'^IED&X8#?*

*>WEU0?)=BZPXN Q,+Y2KH 6T?&<%S0:U%\/\6G@N."PGB@*H_C ?Z;DK.[JJ_;NC"6?]S8=I= M*HX\C9+*HI:W&#/Q;*

(FH;S"=0Y=+R&;"".,"OK%2]4XVD=Y+Y%6034)E*?GN'S?MB@L)8H,O>ZKLL(@98A&@XL%.OQR/NY-K_OZ\1 M)Q10J-Q'2$*

*5#;,;D\PV5S#&*GD*L[/I&=J8+9IH=C2N %TL 76Q9"1-AQ%$ M(:_Y"EYSU*PJ;%"Y#UX3 /WN+*]9/2\F,W*LY&9T_<4H#?5$V^BT(*\!'"ETZ*

*MDLR$19U(D*P)/'^T:4L;LZ2%+KU.\W.=X2BWNFKZFC&-M\;V MD,K#;(O[=NF^E\KKJA97EDVI-*

=N(32N6/%SPT!4CO(L2.KRI=&"K[J8CB3N MVZJAS? #;(8PQ>*K-1%(:+ZKDO-L:BGI5DZW,LN9I+],RJ-F:C3.MS@J@Y41*

*M,IX.$RQ^)M&&"19?K5B\FVCI6#O5[54RE5G1J#T7,_2B5> ^M(-'">, (E;A\ M#N?]>4JV&2N$"E-6_&'Q*L?*

*%MI5=VY7A;4KOI/BLI]DYK'"S7E&V*TO>$-[M;/1[_6:[\]A]7/687 OL!G6 RX1^E)#>0V=*<'6>#]-[KAI]GF:-7(Z5XG.N*

*MUGL2[&1J#.D=.E62KR5,?4N72LX7_*<;MK2]%KJ"BO,C^-O=,K/0Q?*EFHJ/ M\,J0[MYT!T?EEY=HI11?*

*L;E4IJ+)Y611LP#G0O5)8\E(/*QD\5-)-W2T?*G2 M\6'293:3U;VM,X68X])=3)OIE4; M<#U4UQ5NA6V-]2.T_P+6"DL'H;Y9%*WXM%*

M;T<"Y"6)>6EDGSF.]+3*S1>RP2GV)%7.CQL5(%!Q(4J;.DZTHHK]D>]T4M/KEJ5$6!C*:@(]4+O MU0^EW&"%=7Q[C>-/*-?*

0+,XH%]8U4EM7&X_2L)]-;,:04)JA6&HIXH&38K5-AL-J3P,A FZ-.:!,%M!'(;"A'?B82A,D&7SX7WXJ^;(O%R3 MI[&>P[";E-

5XR3YK?)$"Y@@JQAD6X@PI/HR"N0,_Q$]66K8'"((I/_OKW\N6L[L#]\+X0F##TY6:WT&>9S ^]I7XU-":8P+J/6^P M:&\^-GZ">;?

F"5$8&K5'DC<;.[4U&60RS147(IV8F=C)"J0AMPJY54!C:H() MK/O@5&'0/%_G5IW>@(D)ZHCN:=UJQ2K8<F'DHMR"W0G==$8H\58

@^,$V-S8N M?YX%'026^>40V/,L_4@(A(C^(XYYSZ%TSQ#XL1Z2G^%IBJU)L$LLT&F0T@+F MEW0! 8$%.E_P<*G6+.DJ+^_ISD2WO-*

^CVB.[?XNW&7\UH<6(NLW#$HXBZS! M-)W^0/+X.T[,34F63%."6S*$683X[]=-[+RR5,3_G[TO;5946=;^?G^%T??<

*MB+WC+OHPB=CGO3L"$>><9U.)4=U15V09CDITZ@*Y^X 9JEM>,F>WL\N-PK<,[:XZ7]B. MY&RYI0_>H"4Y38?*

W)$]5>1+IJRW5X>'ZGHQP-#3"&Y+CB%EWAF^W@S8C\#5: M= 2"I59I#6SIZ4EW"H?J.4GGNQ1#SS+K/,?B1657,+76(-W^\0_Z$T4/==-]

] M\T%J(3FI%7S?[[]"]K3>E<>#J^NL+[+I3H[QTHY,SM6MCTX"P+N-[4]L! M$* DAI;LN+'4$]7?[N4YW:JU[TY2D M:0Z@DPK76?QZ;*

*[-^FV(;)3O5*4ZWC.::SV(5G[P&E LBSU0 M!PMUO&5PR84\F5?E8&6A(4\73V._FK"8FZ M\SOV-ZC$ L#9@MU@YL"H\QC/<_2Q[\$./5T;:*

(OO%/DL6U1]EIZM4';"$5I MD.O7W+5(!+6U 4J1UCOZ3:.H() MK/O@5&@'0/%_G5IW>@(D)ZHCN:=UJQ2K8<F'DHMR"W0G==$8H\58*

@^,$V-S8N M?YX%'026^>40V/,L_4@(A(C^(XYYSZ%TSQ#XL1Z2G^%IBJU)L$LLT&F0T@+F MEW0! 8$%.E_P<*G6+.DJ+^_ISD2WO-*

^CVB.[?XNW&7\UH<6(NLW#$HXBZS! M-)W^0/+X.T[,34F63%."6S*$683X[]=-[+RR5,3_G[TO;5946=;^?G^%T??<

*MB+WC+OHPB=CGO3L"$>><9U.)4=U15V09CDITZ@*Y^X 9JEM>,F>WL\N-PK<,[:XZ7]B. MY&RYI0_>H"4Y38?*

W)$]5>1+IJRW5X>'ZGHQP-#3"&Y+CB%EWAF^W@S8C\#5: M= 2"I59I#6SIZ4EW"H?J.4GGNQ1#SS+K/,?B1657,+76(-W^\0_Z$T4/==-]

] M\T%J(3FI%7S?[[]"]K3>E<>#J^NL+[+I3H[QTHY,SM6MCTX"P+N-[4]L! M$* DAI;LN+'4$]7?[N4YW:JU[TY2D M:0Z@DPK76?QZ;*

*[-^FV(;)3O5*4ZWC.::SV(5G[P&E LBSU0 M!PMUO&5PR84\F5?E8&6A(4\73V._FK"8FZ M\SOV-ZC$ L#9@MU@YL"H\QC/<_2Q[\$./5T;:*

(OO%/DL6U1]EIZM4';"$5I MD.O7W+5(!+6U 4J1UCOZ3:.H() MK/O@5&

MPEC*P?/A[;'0S6'2J#'.B$)Q@\^Q(;,2)]6V2 9-CZ@'&O^LBT@"7PE\G0^^ MON*BC!NAK@.^8J#0_@9\8<-E!LU.5@@J%:?E$99'LEV"@?%M%KZ@B@N) MZ+3 #NI%Q>;:>XNAL)P.M5W7>7CAC^#/CZ:\>&>9"P[A"78;JfU1-23*.E9>J 3
)UP,=62@=S:TZ0).!X,''1FZJN"EDM$+/@%GNB6Y(EZX&/%7P0 M-+/X"7;FF.O]\^LB15\]_@G^>/RV;*J2 [%ING_$$\[1^TA'$7_YR2 \7KG MOOXS7'"*R;=K.KT?8>[&N:0@T>(" FHJ,'54R$&D" M'OU+,M?2UMVODZ9?."Q_/4GI0J#:V]U/./D!X18LZE#?*"9*\,M?!;CQ\% M4/GXF>T&0:^_'-648'HKG/O5K,&^0'C'L9_4B;;EC?@0+W#J);<]4CE-$3+V M90WBF?Z1Z%* T>
(D/2&4S%@5,_AD+)+8A!2SY%@2*4K.4%D)Q55I##E% MN@CN?73@,GFF6&ZFZER^S#*UA]#Y5FZP/Y].D'")?)?
I*%FK9P'[YE//;TNGVH64L]OG&(;^13;K+ MEZHU>?YIL3';G;]T"YPTMN\"M<=]2*D;605?7*A.F%&? @>/]/>;G1(S&3F; M!MJ'"-
A0%DF2S(KCC"0!)LW*J)+&*6),['=M_PU:)=#)6,%%(,Z82"HT(68S M:50<8V.90M,$IF#TJV\ I00MZYMUWA!-@V<6)FHT+-
M1$U@;U(U+Y96%M5NBWAYT$QKM ="=^@*VW0?6Q;L3*XDK<'(]-N1FN?XA1+2
M9M!BJRN,V%EI9+IMD8C.*5>W&X2O4B+77&0,KCASS6Q!$TD1?3NRC=>[=47(M&5R_8EH&L2$[Y0VP$J-SMK#6=M-
J.&.NV<=2@0:W3>F;;=KM-EZ+4FTM&11(^<;'9L9B5(J_8. M[++[=7ZW;8C8Z,IWKSIP1 3-*\RJ;F]9:EM\$^XY&AR[D_!);BW,/I3(871D6
M=%(9KT4,BPY=U2@?PWEQ9VP'3J[\Y&#OJ+00<6 B4=&'] M]+:+K>D!:4]+7^^LU$\P;D4"$Y,]> MN^1U8VDTF^V%)REZ%\QZ@
<*O*)+_L1,FQF,M M)L92&]5&FK&V_@:#HV\@*YOUR.R7?=0?#";(XM*8X4!?L6?V24PS)Y4V="* M!PJ6*2U<]=?C#R_/&*C\[=59J
X%!J_EO=*A)-^S7RM0P2>OE)ZHSA-5]CWG M\<7V#\3"4RM6D3*?.+O"@>"7=]%S])+OD!VQ;67?)DJE@M.6'L>UCR>;*-
M3K'D_F/,_7\Q;JJC!K?< MRDU%[L>,"\Y:]>$@%YR(0E<39/UUF>BH*]7RU=N-&XQ3F.'% P'_=:!-
E]W5OROHNV"K5X3:RZ<,-85Q7!?]7#M>&X;"'Q+&EDBT4*P/&0'?]1J\/ M)YF)'_\0:+1Z?@(G"9S<9&6#,\,)_@I.OA*/!'ZR%QLTY[0'_?
&C6*EQ&>% M]<7AQ-&04:[$-7ECVRR3JIAK*%(5!J/ "ICTH1:OUV2L?ACQ9;M!+*X3TC'(M2+,7*MQU2TNIFX5J <+]NA$#Y?R9Q#%
(N3AVQ:B8IDB\<JK(R51O9.Z\';?; R+VYC@4UN9DKT4?T(Q;8D4HS/L<:VR)K<:I4K7O M(3"D.N@#0:"'^H F\I[(^YWV@8B]O?
R9O),+K;%VRQD,90FON1+'2[P1R#M, MD\T^: X'VVFA;##LZI!^([$_*,4EV.4.V24KP"Q:CF=O@O3Q-##HZ8)D'.GU\!2-.GA%>-4WPM(>4
MIEHJK(0!=0)F>N6[GI.D!N?6$\W?E%YU_T;[EWOV0- ,11_@)K,*^%_'S@E M@2K,NG*]P[%-ME%9#)?
X(@>ST*$"A#VDB1.VM4J0)#:B=68_S:67&Q\DB9WF M]=M(DML2T[JS;
(D^4.NM9A/P&VUJXMCS1V70MHZK!%Y\];'!XW+%#W4^1]MBM=&*O\C4?S<;GAM8?M=9A2&!:R=H4K+E2J'2//'?90*6; M3C=Z;K
8]N92+J36DDFO-M19K[K'36N-U8]=)*6U! M&66>1+0Y>2'+#2C*AUR7A1';ZHR7,X$5S)S7:;=[Z7D[6!?L0Y@EHL4__DYD M/Y'[ZTE)"IH
XW]\1E_L0.Y+CB-9WLLVR"<^DN]"!J]6X"YN;=W/R?KH$SIX MN.[E\M"AVFI/IUB#17M&D9O-ZE9-
97%*@YU[P*%ZV"F=B.X=B&Z\LFN.=###& MR7@MPWJAJNL]AATFFFJBJ296;JS.TD<1W8?3-&SK*5CXP$EJ=CH<34H=G>/Y
MEB+J.H$P P8VM@L*9E#I,*9J8IXF0A|C_0N+U6_)_0#K95=J\5NG9MCQ7+;_M;C;Q63\0>IC7>B WZ^^K->Z?%);P^C2Q ^["#DBJ95Q6
UFIH1$?AG@\RN ! M)+)'9&[L$^6%0Y)G M'KL$HRNN=W'Q,*/8Z6V_L;+M,F:7YT?U-+==E)RQ-&&Q1) ;E"_E7Z@R"CH
M)GB4X%%2]R*I>W$D:'J+2,TV,B[7AZ+*Z;G!MNT-\EBALH:(%%3 .-1 \L;+ M7S14+V7:;E+RXC(F-_%@1K%]F,04"Q"*:4V,F%(K42&_@]-J]
[54=33=R6_Q MI3?@>):L5D=F6],XH#8&56\)ZB&=/>CM2_ KP:^XUM.(*;7BC%_QTS._BE^4 M-
W&S2&XE<[ZZH+WZ<&@N)VN(7&\I#2IS)Z4V +$6CCH%NKB^4I\\CU#;_#OI M+/PGO5H/X.C5WKR0EUY94K(CX=??;BY\))?QZA8Z+-
V%"!=L!)XR5DGW'42UY MF_(E*FX\4>*_>]D2-LR8",O<,JI)4:&FV!N0(V^XDH48)ZB2A1O=C M^)\,@-[BCH[7NU3)YSC!GY57"
[JD9_2T!G$GN)VZX0BE5]0]_GW4G3IO8^U[M_#IS_.N$,4EQHTJ5/$2/$KPZ-AX%(E)BAM5XHQ'L5,4?Q./R&&?Q+2F@'/XD!]I/3W/4.,U
MQ*/]?1%YL'C(#00FG=W:3*SL]_L]7-I)?WZJ?*43S_U1)9&1A!N^URGF:JER M!6Z3G.3J$A2BS#$8@XT*W4W$@[JZ"04=-1]BV6_24,1_
M_$/2/S'J@$<\J5A\;Z!X\0X[YP'%TWL[3@R*':VTK#!K43>]N>Z$:@[X,M5@ MH$!3YP'%N%/P"Z#X
0TA*!+8S_2A'+9CEZ&\M'$858I#UR/X00*O+VEJJ!&[M*=OW7.AG!._^3F,9)N=WXUMC^S2"+/1SNRH-
!R1=W:8%==VJ4EVYT'3(2JWR,H/&PRZ>P#C1V*2CE5M=%+ U "O#=8Y_S\P'MZ/?2\ MP+MH^:[8*[^M\TVN+288S=X18,X\:EB?T?D_
;P?D#0$'BQAS1UJ Q_&! M__:DL:G&!AF/+MFP\O

849C4=Z#ZD%J84=V,2#(`K&^]0J]@2Q6),E8_O&3]&NF-?0IX9ZMZ)(-)J`M1<_R^1Z!(KO>@NYN6GJQ='2,>_?^&NR"4,Z2?7Z\VT< M+%FJ%%CED<,8R#Y=A`MB`L4>;@CSD]*/"0E'KY5XN&.9",Y%;¥2O.&63H7/2C).I7!2T`\^(S_#G5NHV!%>0*3OH')M2]¥UCCUD,G`M7= (,-6Y,>%4)V7>9?WVSS5"/GP-]67,QFB.X*J9GJAX*,?#].B/N\X_9TN/G(R4J9>F!6Z^<_);9V;O)&\-R40'-;(RY*$0R^2T M^]U;NJO$BJ1A[4WQX8D;W9[Z_BL^?!AS/\ QTSUS:Z6?R_L(@?(4-V8ISEBE`MTW\<8!L]O8(V:A\?7L]> B1C=G--?Z<(2V= <0(U.66TV&$BR(!OT4"IH@AB_`M>I-KK;9`M5FK&K-:&RPPN1SY2>VXXR2B@'A(T[@4L\=RY|THOIB^0510?5$A"I=E2ZKH6'?465;LX)9 M`AO_@#G?S$G%9C%'BBA5S7EDUI[W]/%:Q(C@%H,D\=-=8]P[-+V7/W65R/1^`MAE1\H"DY6\^4`W65'/QNEE/"P+?+P.]DNUPE [^?SQ(? #HZY=GCT&Y<+:'1U`M@5M2N"PQPGS>-:I5?*L5=AK4Z. %S<<:W:UDKS14+V7:KIOZBW%3'=6%RKYR MO"S!JX2'0_U"XU3W,8D2.''GR5OQ0E|\74EV3%QX_):S8^Z1R>\3]2^/:">] M;DGX^#[X^,HS.Q(^O0L^/= @ZD;@]F';ISCQ\7^NH'S)45HW$8T=;GF\X'Z;K-H\.G.F?M&Y]J-YST9./2I?4<0ZM:^]@QOD]:P%(277*I/E#!EV;",.HA MG8WV'[X*QT@^E&H.10!Z4X(4ER(IZXB!5QN>GV0TGG'S8(BDGF9(EJP^IO"H' M>Y@BL(<4W/RW%R+CXP!(##)4/B3((Z_<9;F?- <:YNHY;I^@X^(U2.6_Z;WT? MH*B9K\ES0&L8CI? M-_M] 6\7BRV!,EUMPHA86L1__$,^9(GL0Y:D3MPJ,+Z!'!$>BD6OHGC*Z-QBP!?W? +3S`M:6J?-:M*_[,FMJ?5C$4ZH7:0"IOQ]P6U\O5D4GX_$3[?4WOQ1,^T?($1%-V`M\U6O)BPG9!>I.XWRE%A#(*1__)/) !T//74[Z$3'^U[GL7A*]_EUO,^ZEL63`M3K>JYIT>`H_1:/]M'M@N5%="GQOW!';ZI#FM/BT.RVT(?QCVXY]H1?P$^2[9 M=NY]B;XYLEN_''5O[>X]^Z=*V[TY[]0`MGZ+&O-YK++"NQV9+(0!F8'T_XH$BHSZ_:[Y*O`H,_+C;9#QE^_P@^%FGRGC2`M*=$&O]? BLH*BAFVPF990S!3&3:MKZG/O3UIH7T`L_ZW(93T+=E%YX]*O=[ZETPS97Y#', MH81MKJOXZUFA[^-AA$I0LAE_ (OZ3*4+8NG^'=P7GQY@OH@@QWF-%ZPF@U-) M=5Z>O__#'\^@/77& A__@6=%KH,?MN=JBE)AO6?)0M>M:"?7NSN'DL]JTW]D" F-% M7[_]?[U_6>$1&3;M)U?CTCW8EW3$&CP /0T%1D[JF0@T@0\^I=DKJ6M^ZB(MTC_QIQS>7T]H"2F12O^DZ?])/?\(Z1$AYES:("](JBI"- /S6XT=A',3^,]L- M/&J_'!4VOEVI<.Y7LP;[A$=QWY2)!J6-^)#O-!?7W+;(Y73%"%C7U8:/N>Z`M@$8(AOY\?I<]D9X_? $W<"-7"7P((2D1E#3I$N@GL? M';A,GBF6FZDZER^S3.TA#.,$H-]B?3R=(N$26X4N%6K//BP6>/-M2/GM[MMG@ MF[5RGNER^13?!7_5N4:73S4+.*?C"J>"-GU82,]+_I5O@&+%]%Z@T[M]OZ"UF M,JJ**A0I2ED:$\D)BHETFL*!_D),R,EX@DD$O=\'ZF1U9B[DFJU-A&UMU_.:9L\9;]SC/+-IB.CIRU2"RU)3D5JC$V-FA MMB(+)JJ)Z>C3E_*4VK0::YSSB[OA2F$)5R7@G)$5];.ENJ7-W#3*EG?26,L) MC:S0%JGHTP?I'=,I\5/%:'8VGMKJ#FLS0/E,=&1C/,U: [7FFCZIH3AX,73^;`M36LB'1V9Y0K&-EO8](UB1LY<$VTRX]"VF(V.;*NTY8_PAF\LBWT+Z>0V' M4I&A:401JO-%']7SWF[D-1;X3M-.+B9-; ]H+`^H9&`M9JVU2'JV9!#!D(3<;I[6B^GNC('5L'*SJMT5,.7G/(_BE2QFCKSIAC#:<&AD`MUNQ, [SN3BNT+VY+,L_J4T95&&R:F1&9="CL[+9AMWV@24\OE]Z@*\$GZGGM!:C"8+*- XN^#N5B36D_/@70]P5AUG^:ZX82:HGU*7KVCEY@A`RRIZ-!A+\^+`M.]QV#7^<'FU=>H2,9P`H#G!6R6:WXT5'G@C- *;MJ&EL30YPU'!JAZYBA>ZQ< MJPY1W9D51)8N]VC`+O@!SAJFC4&7<78^5R0Z(\>J[?*;,GB!`^R"Y$51D3"\`M@O+RI%@6YVI!)<&R#O# N"=7"C@]TSA\V;#*:9<:,JU@*!$92BZ+3&]>4H5J`MDW2ZS2JO>A!4#_# V"ZH<]HA:&-9JPR6!EHMKS;@70_P@%I8Y:51++EH '%GF%6ZS881>EU%VQ318K=@6`M)G& !ZI#5LSF=FH%[5OK34:F:T,.SGH !YHEH.IMM>5:P.76C*[SLNIU&)$X`MP /E*9,W!7+%H)3$3Z859>$V?0T.CWFA`&S'N"!%6NLBV1E5N*J")CE%5[CF4UD3S`[V^`MERFN=&4K`'-FN2M-TI*%,G!HY-`N9%RR,>,6- 6Z[GF_KCB7(7'<-AT9.[;0P`MI-FZWBL)S5X&F1GHV,LB8.@!=LG5-"W/(]4)RO?[?&K55=D3?TYCHW*G>K0-K:<&CD76>2V6.9 M]A@1JK5N?[@>M.N92C!KA`<6D^*J09;#H8\O$+B-G@SMT*T(`MS#]36KCJK\%]:E^\]5LJ\N+]ON*;A^/.XHK'?Q+DG9/@/&4#8DV" M;.#QNFL2)(*0"$(@"*>MA'8V$GRS?L*9SL)OW4N_NJ&Y(1`XU^4\4,[@A__W`M(_WC=^E!_,QDB;#$3%A^)_LT^F#:N0 _1)T:@,.SQ[3=J.IP)(R\=!S:`MMT7C%+6V$A8YA)^GIL=G7'`B"OT>AEX\5/C#:`O)G:8FIKUV4Q/'GJ?LA0JK M%5I:"H8=KG1/5]VCBLJE]7&\6I;QBP,_HU_Q`NO^.`3YM5Z8,&O"K,^^ORMA`MUKBKZ$\1O%0P_V-3MQO0HF[(%?]JD? ^ZFGNDI";SZXR2EF-/=.^S@LRM0:%8`MZ2->A^.;$[U:'UJY<64MIL4OE6-.Q/4VQ?4,MUT7%E?\E;CBWQ;7B=!'YF*; M]H3^N#=N%"LE/BO\22V3KXEK!\?$V18Y]$E+4W+6C-/]"DHKM2/?W#B@U8\LR[$S:7]3EH>Z4\K[F:,`ML1.TMRK2Q*(Z60- 9!C8NF4U_(,O7;-_N-9"&;2&![?ILLYJJY*HI=;-0+5=-`M#('$$(BOU7KOVDOS46AK4&:Y4&0/0-RLVRM5RW*QBB*,LAT5Y_(F7UN+09HM MEC[4@">1^D3]XVK^W[N>\U6I1\ITH[@=3F>"2FG\AEYL\B[.!E(/%!N,/%1N`M\EK]*$$U.V0L0?\(+)X&")*X4. [']$I<*)=40H*^5SDH>^P+T3N`1Y7NM#YL`M5D<]@<)V@[.=&4[264;,0BV$)!.GR9U*;^(TN:0R\67I[Y&/G9?D+J,:#\KYN]&- UE)&]>*.0E!JR*+5L6JS/!Y4+`4Z388Z?FCC`MY128EW=@0>5XU9FG3!N(O:*[,N5GGEA;=V%M);Z22^HA+\6P.9@9-X)_,N+06)]"?V;? SM6UBV3GXZFU\4EW%=U7,#3_0ICN:[D,2K%;N+`M5[@[2;F8A.?BS',7+]-VS*HO,3&]Z._!C!P$;BPPIBJKZ"3\@'6%4LTK433 MBJ^===8X0P]@95V!J!^9=YM7P[[+U*+R=)]D]8&.EB?FDUN>[CH&LZ;Y>$AG? M; ?]MH&-E3EEU=-+BT`B^G=@9-U? H/&74.#=B(+"RBYLZ,F61?N;%M\KUVO\`MH+:&< `#3]3X**;@>ZS54;1Y#LH%]>ER5YBY`[&H1Z^+V:.*9E*T7LG<`@^;* M.\N/$+EMZ,O%9L+-&TRNVA:QH(H=_1#]. ,BD=X;EMYX7;8FRL5K07Y7JYA0`MHW2W;+85M%CW.VR5&W.=0B#14*NXV1SM4- %H.>I"TI7'RG6A8]SVIJJ3DGW'`M`?3;>\P3RRJQK.+K5+GWR^LH^.T%.Z].5"#&RK[@%6,I32C<3"#3'Z$B6Q<\`M@73*+0-O(DP=\=GU; M0,2A_1V(GC"B[M*`D`'&#KI<[3>S^352(!)CV_5EQ`MZY1LKL@V+ZY`M0K;= (]XFW06*72UD)4Z5B]42>\>P^0B7OE/J4Z7NZ5VRHJ$)Z;P6U,2DK<`HE!D+@%KO;`#>]4`M(R,!^P>NU>0*5MI"&(-'1R3>7I81\:!B'O9`? AB,E@#"W0-"XB&(B8?@`M6(" N>/T0&%+.[3]^KT2,!_UPM_A[?YTLO]$\]JPO0)T_^6"^+2`MRTW4A$_5!'CH-6QKG_3Y.H+A74VAPG-+ RTC$X'OC^E5==ETIB10_4FH*41+`MH%Y15@B<<_OJSK4*.0>\EJG\9U]>4G*C*=]5E3<5)L%B5WMU87P+=Z*1Y9\3 M.U\A!P&00[%V)OB$3KV`SQ[<6D8_9!?'C'V*`RQ5RYB39J/(?=#6MV?'P;@`M^0O )&B8K]A*;BL`5'EANS%/D/(1&I\8(Z? FB_Y8T)N2V49$#\N8P&Y+AZV8`M'ZCT04A.,"K!])-@%!YWTL09HV*G,QX'HXI5,ZMS#:0GS,5NTQ!X>I#?,1"C`MH,: (/Y#8IQAUA2ZFS[@)$C8U,>VUFYHX]ASHDRO5/:4R>7%JQ,X4APAT)^N`MUA#_T/MTH<5>H#9ZPN@QV?O+>)RNB- 'C[A%YVV"CY3OR5((EPT[?X?DN1/9J`M)3)W#B[PZ`E;:& `N5V:D8&T.>JK]LR,I;SLT!Q)0)L/5LVUAN!"=;98<+;4 M8ZOB6L2#$J;$@3K*2<#&?0AR$K!Q=JOZCP0Y5_'*#KK(M+BBWIS6.U.$*A8# M0895,[(GN(")2:#&7@-Q;/ *RMYF=@%QSJ'"*) ;%]Z(M^]&]/WX*X/3AP>`3G'SG[";Z5'/.X61:\ 5_/LYAQ7HOVQ9Q^G#HQ(WX"5Q[`MXJTE)RFJ^0<7C#<4+1:)8HC;'>#]>A8*ML/OA?4 >M&E <*69GA?0(;B0,:9`M,B]*C(@'M3>C:6F) R&1]X,1`7C`M-I1WF!)R@OK?E];5_W]1>-M?HLN#QN,4:7#1&]-FK%.2(K=JK:.Q%9 MY4ZAZ+.;YI:B(J?7/9W-Z1$-J"TIM%/D2WNGK,O1I5.=$NR`MY)M.43J_<7YK873DI5=V@>#0A%^OEU_Q2Z_L? #&>,0ZZ4#>J(^MN$'@AV_,Y`M#3G!6;$;N:`M074%JJD!K5P>MD4BK%%*)P5*$P1(8EBNQM#^'008-QHZCNZZ/K"?]HJ.%;PY5#@MVU.? NL4FQ4KO(U0^Z6P2`M%\6E <7O_GMITG(5GZ#Z`!N6JZM:.J\!M`JJD^+H`WK`#YC(\%W(<+SZ`MF-RSZO&)#- M:E:1:,V^$XJR0,:NBX&:@(S\H2)I]..3*OV&?2UB4U):LQ+1*`M3*O$N7(-.DIY;SHT)[PJ^XZJY-7QH:2`0F8KX=/2IB5(+2W;+95-JP!C,<@@ M%N.TNLJEA2$!@3OPKQRI6=OECN*.N@@#9J$7X/@G\7U(W*V&MR?I++$[A9_D`MU? WL["TZ;2JM9TW*8/FM1K,EWVQAP,A(A\W7,#*IBY'(_36FM=QBP]0O9V@L`M]B&$J?'V]/%O%R=)$LM\=;'- Y:E\09L/HYKOC=FY)VPYL(C+KT*:WZKGS0'`MTFAF93$/E3`N1PZK*);IK46""BXRL`C\$;I1`MI+Y>- (B.P*FTFB:%C=WS.0:B6WC%UO3ASN5U=V&[`MDED$Y^D"? /\&])&MWQ5V3=BL*T/<^)DMJ8/"I65C1Q,+O(D4%:@:Y7'3*\U1/8,A;9P5*@;#0)@!ZAP=;0E^`MT\[(OQ[;+/X-;\5\H,XEQOKM7>_'P)EXSZ4- 8J<>_A$PMP#]27:O74/UR^/`M@/!8^$@5='99`EW7<8OS6=-8SG)+I\^V18(.5,$'C'"*3TB\)1IW))7C/&(6]`MPBCLVQCE:SI%4,M97JAVBJ- AV:_T:R7M)C"J4"Z/RCV3:W-+I*"U9[6IYI8T`MB%&P[B#Q0*#4751Q.:0O/J3@0L"E]KV)!35K2HY-V"U7Q20XQ2IPYOLJX,)'N(;MF7VC M2(W%*:/QBF:^'2.1*?M=;51QOH`M]U4]%?SF)$K>Q8D2G]2?>(>F?)V5_I5$*.8?U[_OCJ1FOB;//2&'SDN%**F285= (T<:;9%$PRP*@OX,UF\)RF+F4XRWR%X$`MVY+XQ,0^_C*VU7MMVBP9\DZ@6$\:ZMM%=3G7(+917[./K\$5>795[-*V_WU& M!YV?!'& (54Q8/6'U\[#ZQ2/FCD."&W2R\/YB8:HP)5PR4XKNRJ;M^D[8GE1^`M])B0TJU0T0"'^*_;-5#N*,;AIFLM/:WOR`T2+KUI";/>9KS- ,;LC7""%BPKF`M#[SU"PE8_N"H >&IX)3Q$O4Q-C6#OU74OKW^N-GRWLY:P'\:ZB'"OE8"]N4`MTEQE853- W*I8:OEROML6R7W%WQ.V*A-J8B&Z]*O_=0@.>5E>7*4U7QS:!R`M/A \)#2S#E3C24RM1'M-3*V$6:^461- 3ZT2F%C,'%'U=1P%!3EP(&UI..+#%6[Y*.+-=NEL&'_.H"H:P!F7PL>]Z_M>9"OS<;3#OK;'J. (LM*+U*1#-\$HF^"XF^!JOM`MWQ[L61(;? CDZ5605^EO>GLRPAM5CC)'^ZI'!S[]T8/7I,OAM=ZH"\TZVY^ - MM]#6"YNE20[XV I\HH##,2%Y(2G^U1U50A\0415<*;OS41H17K@@Z"4\T^`M",=<[_'(KNCNPI2V$*W4_WSOG4S=4I%I:$1__%+/;P]_^54D4?35XY_@C\>Y M9%.5'"B,T_T#GZ+>X-Q[&$'1_SF)R+UF+IQ\H?>%RRX@6>SMV__7R]=_5K<1`MV39MY]?C]?J+=>UIB@<8HJG(V%$E`Y$FX- &_)';M;=W].FGZ18C*KZDB)`M5:HJP*GG'R$](L2<2QOD!J9RF"!G[`N]JR'4!C1_,_?G\+GLB`M/7_XFK@1JH6_!">,_!<4;LT\0#/[!6$K+ <$_FY/"(R;S3Y"?R99:I/81J4+G!_GSR:,;LA1O-+L>`K]EMIMAF@V_6RGFFR^53`MA7*#:,:EII;BN^"#.M?H\D=>QN^^-)"L\)VQ1[]&H)2E7O)ND$'U0MZ@8I'S`M77"\NNXI=D.W /`!V*__7%FJ;YA:QUQ90>UQ_`M[.J*+CG;U%] *PJT3QS]#QMJ4L&_L/_\G=*!+I6:AW.F/%6>6@"?M6UJKW$! M"T[V73 =H *<15%7JFDO@OXU09Z9/9_#1K^`H?:T`[0""FWX\]-\P&H+ [KCA`M%!XX/;W'!C@RL&%U20;ZG#/=>M.Y+KD/0*O;EW!(29X#%;>)/G9T,YSTX>E# MT_< ^SX$[!$"\P$0!$T)/$22[]MPX[\J]#^^6#.6^8_[^K5"(8#K\TW/D1`8`MNP4@*;A-!L`H)3M;^VE!? ^VI*-2Z[!,)X?,7OND&NJ9J*H>_TBJPS.-7'@`=`M8"AG`]F5,.@!5P7)[Q^&_@%H/T_CWOU[?V7A)_\S]38 M]R!CK^WPE3U[#;C!3=EC3]*M1S)98'&N"XGBJ!@'\;\&/TH+V.]!,EVX,8J=`MT$)LU^K8$] Z4H#U2,-32) ,TKDN6#1>U!CGX M.@R&A7L,2 )X15F"W\,K\>"FJ3VEI0J ?$"G,".0;;D')>8TW]>\)7`K>`M)/ITPN\"EI"G;W8UP)/W@.B;2MYC0PTW!>.:+&#L2@$_ L,'2##8N4#& 6$, MU8-,:!2BYTF5USZ8R,')"J`HP ! =*.0!F#SQY3$W](-3)FI/O31<#QP]-7WI`MSIXVV A11LN#FA)LNI8)S+ O\]I4,1,?:Y#)G, U /=ZDE6 0?"^M+@* CK`M-H+7!_J."XUQ,,("VB34N!##K-?3171QH Q!HSM+Y20&I 1$B@0_.M?KPX*"+] MVP%LW:I[]MB66MVK5XX%JX0%-+A?;D75=@?L9JB&?H7_."@GSH=2ICA E=(] MNJW5RX^%N\GXQY_X6; +'+T-C- DJ1X%WANR{U})]%&0K;5W*I]HWFTIB,,ZN`M]2O[\>*]\.-/^BS8TMX'V0BF87..(#D"J9LSH4HU, ^9"$B#T4;/4HF&+$[L`M*] \WOJZ/B$Z\;K;NT(67EV?H0:&0K#?F/>Z$A?V_3R9U148P9IJW5U&BT]_`M#6&(LV*

*@0GA/(OB$SL/O!M751*J,;ZS[RZDH/E3;CY.G6&N,V4LB>18LFCQ M!1$FK=AT+V+;8-7!E6EN+A'1=KXCIN\;PM'B /(-X3AP8>6EW5;J=X]:+Y-\ M,NQY\Z(PS\"%I9^[L&]+"V\"JWM-5%-964I5E.O^_46A\)#MM 'NB><$\;:X M^$L-"JO%HB39,S"I,''):(25.^MJ]$\W""Q,)%=$_^Q,L^ "HDSA1L:529W"'(_OJ$;]6PA7;P;G5_*Z5NJ)G:C<[,X[MF4D=*U/Y[%FPJ?RSB,K)*]2N]AH8XJG$678_7="Z5?"4=2]S=ID/K2FT6EW&ALT4B7YAJ;KJ9%U1!UY0Z0JV'+?Z;2DLZRL_8X^+M,>P0 @P=+DT%4G&'GQVRP [\=8@OF#KM M/1&3SG6A1-WPE+@C@V\)T!S=>6=(Q(\H?0ELCV\ .,S#GPR=0?T7P7?#+T-!8 MQ_<+A$0><:@77YH.;^'!+=^LWN#]*

*]HAL6.1*5KG@YOI[7$T@N&KW0AT^#!?M# M!=31?"9$E7#QS5!8T9SD@FV]P/LW#;QE *X9-+XF(U7$^AKQ:X,L),$V<(5A MR/!4Y+=[]> 8+\-#P8"("B$:8-'DGSI:X]*TRP_83% MX1 A2$Y'*GY$?;M&8N1YY!B()= M@2L+,3<&MPR5@N3R\8)PY]8&SH5_,Q1-A5P9G-#6+/9=B)RJS)$/M\! J8]V M2SK31!:5$H3^,0#-$5/S\"N>%'Q.LQJH57!JS /(]CA^'6O4IT,Y,I9&-XCP MY\;+>'W7_ZE47K9M);%;/;|MKE=ZT!YO9[WNO&SX)H_4KJ]O=!!X$(CTYR/.@9)N6E68%9)(M -FQN&(>B\M2+R\[^D.Q'.N42Y!9N[I?]A9M* $/^O$Y%$V0,'.:[$:44:"%MM0)2#,NL%UX)UG#0(&=9/7P'#?SU"1^(#+H -@\/]";HYS M,]&$YVJT4;_;%K/R.F9?]F)M>W/S5%L6?OR)YP-7\Y]]TL=S9:N)@I7$%)'0 ?%L>Z[H%1\82WG:#,_^D:2=8VU:P*

MQD3UA()D;3M/39X<(3O"3R)!;A"]$_=47K8B"F,_$8DL5!.IY'@U0JEAB(0RDUB*72N1@2XQDD)WP5&EUL,)N8&3UM*

M+WJ]:&$2O4QEU$4],P8VN/VD*-XV'L>U2W-ZGIL\6.M%MY6\+_P2P2<+R^M< M5FKGHCW%J$]/@WP\+\W'^,GT]I/U=-

R<7>RUYA;55KRO3C(E18K_&1N^\GV ML*T7C*+6K93&DVK]Z3&3'EVU!\E!;/M)75?NQD]VIM(3:Y>;E*1?W\OWXT$J*

*M^&19E2ZMQU)+G/;374/2YU;]/%G 3P9.9)2*L;XQ:L2F_53Q:54IJO6:M<)/ M!DZD7"NHW%EE:I7-Q6W97IG+JF+!UP,G2K0RYQ?*

*%^693:77&U]5;NU9K:N-\ M.KC/^K@UONTETNE87]V.S=?ZN=KKCP>9X)/)QPNS-U>B]K13N\+?+T6FJ.2J. M!]G@DY-4M'!5;ME:KS1_&(N+.[770ZM!+OAD,56828V)=A';I*Y3\?Y\4X\M MQ_C))2;]V'%;D6SP^GYK#KHWFQZ_>X=/!F DG2+-<]6=#R==H;1T])850=K M&{X>@-**

D6FINKA+9];1T5{[H3==IZM^81"/{3A\,7UQWXTM>Q6[8,IQ0\U6 M%V/\:#SX:"K5KT\OXE=VI2,EL\N;5$]+U-*

*OP:/#JC7EUL"Z.SRNHU2^-+Q.W MF5B/K!HXU>H\@P]R&4OV4*4HY6K3K+4 6HH'CY5J#3;G(Ej)O5)S9EO7S7]V MW"F*

SA'8ZUT\W2VF6]7KWOG$+"=7-S>KS1CO=0?J7YS+]Y=]_O9J.HLW.X]2 M8IJZD_"C.W _)ZV,;K=WWHPI,[VO>JLLG)R2?Q M>AZ_UE;P:!8\4TFFLOF4K?3UEWR2D>Q)T.9D4<#P$H5KAK3F]M-:=JOIJ_U

*M^67+;*S(!H(X4,DU"MG6HCAMM3NUW,.=W5XE,+!VH'6M&U^/NE>W\ZF"VIM^ MM_^0GF.BBN_*

ZYME+3/04K%RI5]/6W>MP=7$6K?AT<"QJHGQ5:533BC3>@W; M?-?=^<02R:.!8\6;@~3)3K7>O]%JIYF:<--?

M58P\&CB6'B]K>:G9&DSKO5P] M/TXK3_4$WFL^N-=9]_9QH%^4KWKUT6"6S2KR:(HI[&#"K+]7F]IBDHSED@9 MM^793?*

*^A'F_#HX%C-;24K%9BFXM>IU=OZ].U9#Y=%.#1P+%BL^BBH<;4BYXR MSEQ:]TXF?]&31P/'&LC]6*YG*?V>G5FWUW5]V:L^89Z^*

[652G^L-&+GZPK M]4>W]?N;%QAAZL?'0%CP:.)<[L^?GCXJXPW90[B]'MTY,AU@OP:.!8V!U12Z2+;7F]*

M5.YZI:>+NVYR@A_=05N#Y3H^]$WO"K'^*M9[0,F!G='"\&A@K_U5BU_I!8Q#!O';K))DH4;Z4=%9&[GWO7BLA_49DG)(0H<8"S M@

C85]<&6BJZ;:H;H6:;^&2"4SPJN-6CGU>6MUT^8=#MRR]+'X"P#011--EQ M28,3>BLO6^!I=RSX@@

]W#P!7]=LM[C@XEC#:ML56=Z<8;0S]<&3L"5#^X[M"RX!V\;@$^R4A%PB'7DF'.^B=DT#SRFYL@@)N/,Z0K:26TKH=2$BE7H'X7W"*

*M*O\N(.QG #KYHHUZ8%>]78?B.:NG^).[M/">#9ND:=/&K1#T<*I9W>W3QB!S M<0-*

Q:BAPI#$1!B@>0/3&%$WDA!KI]CVT4Q15XEKK3!"R&-$$R)&E@, *(Q-9 MQ.$/A:@D[K]WBQX0N

*#:VJ9O+QTO/VRY(7(.)SA*YH@S83B*\BC]^RG0,XC%%/-G1#9NAT"A[\&V'9B)R(^=O*#(-MSE3CL6=$H9[6Z#YEH MK@_[&R8*

I>6$VQ!T@OFYRGPTQB8R'("MBG;(]P<1F!'"A:)27(PB4Z[O1WG M9WCW5U3L09Q7$A:)%+OYANPB>8(#OV?D7AUA?

S2+@1W:/3'"%BC01M3&Y[P!7 M.WBM&,763H6[E_IH0)N#@)I-R\"UZ&#D^"6B@Y]B*12NOS =/_@0>F =N'1 M*?R9.ZPO@(?*

H'2,.A+'IFAW6&/AUFA+Y39)SQ)%-V@PTHWIF4%E7%E4!D^#

*M*U2?]HLU4W_(S%+&:/R>#4<.D''.IYF.=%755X0L"4$)ICW#+^#53"]NT\BA M&[>$-"91FNR2]0*TF1(4J.MW@I'#37 QDU,"8*

*NKWN9:QYS E A[6:&=-W_V M.F6*9EC9P,^:OPB5('P:2#62:#*3HMKP,"]'A(6P()7G\4IP,]-\%*S?,YQT;9TOV>+_,;GS0XZLX-1',O@ M&V,?*

C%,5^&5]5#/)L^S!CGP>1[MG?0@0TTV#Q/PGZ/0+^\WC

-D'LWCB07C:..'1,PNWZI2({D4H$+\#U1A]\$R"4<$Z"O)Y^U0=[0TY M(D]4@;U2$D%$/3[US\2[ZVP,^V;X "5$? ;F.8P16H%T@B =_"1/1

M,WT8L)_3HWL?G5Z[V>SF^1,M##QXY^0M ,),-)B6]IF/[0V/VQ+\O1X.Y9- M("L/<@31)'B1^X0B;ZR&R$", +Z10JS)=#*

*MW:;68".1&G^QNL)'%F_;[^;WE]/G/I;_9HU+WI*1-,[PS7$O61R/Y_G,AVND M M:NC;+ PG*;B-(GTS:=13IC9=-*

<5O+E5BENLZE2K3+^\2?!_])?S-O<]R9! M@G2'P'O0UO.C4RT(&D#1K@?@KY [%R4'PGG%$4)^0\U'L5ZM'7"@^H)50A MYS.*

*^D&9RZ.?]JJ8X8W%H_"0JD-6V=%MEPC:2OC3)MFKV47/E)D^BX6*FBL MUI%6;D70^C&M7XS/55L +$0G3U3110X*Z':^ZT< +-*

T@/^BYHJ(<]"$(V&SD MV.89'D,>!T=3H6FL_A.9H<<^;YKW9G:67^6J.X$^75_^-#+S$S%#;!WNC>_ZNZ<:^HQSB MT)=8_8L2A7:--

U[]DJFMH3D$\]0;\>=#.\L7]3=%/P 36QBYXXX$2I''2!S M/%__%1%W/DOP9%/S)C8ZG78/11E2NV0SW44.4M11T#VLV'L<"[Z&6F$>]G3=*

M[\QKW]EWBSBLQX..573W&,IO\IVY]6KNKPB/%@,^FVVB9_N)GJ64[^XK2-$,_M@OS9DR0("J1>&P5?

*^."@S/*M5(1OI2,),A9XG5PM(,#!M880!@&;N4#61DC5 M@XH_ Y-'C:8..SZ#=C%#?JE?;C_],.:(? MU'MQGTAD*[NNH@#*9YOM(Y$>*

M%PJ^JGCG4O8>D_J?MMK_[!S4E^__@);?&].]'R:EZB[0H380?+1_WS?#PVM8 MWCI%\NU3O-IRB 0NA\#E$.$KAY"1)B(Q0U93AT-5XI)

*<7&)C&B7),3H]55?MH1B.BB6I).04^>+BL]^XPXN-SEV8P6?X7*$6J0B90IHO1_*U6T2Z5LT(U9:0B8"?6K5R(<.WP2^[M"4>"&4'"!R?*

\$QV2MN_""PJB)(#MBO(,$#-%Q;9#O#,ADG%7S;S=S'/ M3]^2@4T%=(=_GO&*I"8XBH[',&#])$F)C<I-*

*,#)SEH*R7QA)W8B254Q;)%147%@3K+\!^5,A1]B;1R/9 M\::A%0FG;/C)3*'O%-5TCN1AO>K1,TN]UJ3@U-M"FEI.6:-3CTW<%1AYM/::*

M.F"1?0%KCEHIU64YU)>;&2$L=O=Q9M?92:&)8H:_5RT1R;=7O5D)+'(\U8 M;%*0Z]V-D9.2Y9);S&G9-"]1Y/%0)C-5%MG^0A2Z,6.Q-*

*FG*3OECB:*.A^9C M@[62]$HV]=M,BAIWQ3SC-."M2T=#^R0Q'/8R4XN4$]7.(%F.F0S9@(U]CH8N M*T0C8:HF(J2*PZXF]-/4C -*

*#V>.A]+;0R0HMAQ*X;G[LDME^U]+!7$_L/LD2 M5"_;&O;%33J>7ZS'.X4$.L$IXRS*

M[WW;X\RFP<.A1RQ(FAYL55(R=6VUQGV'#3T:%EEKS BQPX] M)]/M52^?:"^RTRF8P

E^%:N6FTZ.^TLAYU;I=)9=SU.%!BQ#/QI:HMA%JZG6 M)\:FH3CIPHK7%9.7Z!^6EX7^)!/E! P]P:]6I577I9C1(,T\M9++ M'7+-

DF#6)_A5G;2HN9)UXQ2A2H75T./,SLKZ'0\&EHCR7*SUEX;I*D)2G,\ M*I2]" ^'"N& LG$&A?:,C!NU6HSG9'];%.O@J2>8L-G.]\N)-*

*),@M4+/B]NF M&>\/>#CTZ*F6DV4W:5H8&'HY2VX[E/34QV/;,T:06%TO-]J!1*[*K01O,]01K3W+M,3%)=G)":4$TK)*=*

*MCG'K,1QZM+%NLU+J\49[+,JIYD1IMW/L%G 6LT&3SW!A+W5>LQ56E*3U-(^SZ6S7)R/ M PJKK5-N/\A@N8<3YFUY) V*BPR2J*

MI_8Y^N2)37UL4A\[DSQG/I'!U<.!U?&V^\'C[+E[D0]L_8.'V^"!HYF]VGLJ M]K^CE+_?@5,(-O)_U1^S\Y]\1++(0]>>^=YS+\'7>2O?.&

MPMH%!"C]$MV-]4-*H??!^G\5 S=<1E.82V><%7)HXKP4' MGW2I?$,V81+Z -$O,$,0&WS>F/.O>?QQFW(O$V"&P^._WU(*_E<40\Q*

M)5K:W$,)]0$!&#+Z B6N\-\RDY_,T]\^NJ__@#\Q,7?O!!DP!EP(/421G M1T"HCH!OUHBO7@?\6YF!UN$M'!+8LKHN@F'!

*R;6S9Q,^"#Z%O8/,7O_%(^3 M_,_W>,&G23CH<^\4.!M-O"82?."L?*SV_/U?BJ)IH]$E.9%\?&8@CO%?]/QI*

MV3T1?/1V3.5=5_/<3X)3^JL!A?<\8YJZK^'T\G2KA(0'XW8Z#C/61$.4F3 M*@CUT:R$*

*<2,=9@K/D,HH3+FO^@.I+>M;Q^SJ,^'"Q^+VM]VM-C) > M?%@Q"+&;(FS4N*_UW@H^W*0'XJ&%5NQ7/!9H +*

({"3H;PQ]@^]>E/(,MWJ[6 M!1$N5[,(\R35G"1B[1@YN7!R MPQ$W53/-#O\-R"BOJOJBE] R1JU3I\K5=#G12L'^9_$??Z@HDV#. ../UNW.*

M]3H^Z?K[JX_@\T^HA%+\["+)V0FW!$N[9-:PVZ*A0&)+JBBJ06H^2 _52%]/*L J&_5 8Q*X[6P^49?"+C). M@KLT(R^HO#W(*4"[$S*

W=PR%IEJ5BMAUA_E$G=[Q40S(I;7>XWFZS899M]SLK7\EEK#$ 0Z'I,E&/ M+YR\;8]9W='0], H)$">!W6383?;MU.*

(%DX$NZ2J]%8(6ZXY<[JE M9[9!*#IA,RK1M)(K"&% .:*93U:9KM%#5H,WX$:4)WGEV$]V<6/X.SHD?+DM M^,UK_6X O *AZ0V*#]]&?*

R4UF#$S!1S*R[B<3$V2[]]MK!I.ZM-II,.XCT>(BG,5HO' M[\/S1E&_IVQ;7OF["(ZX[WAVGVM]_9MWDOFM[V"4.)+B:FN.53%%L7:3>C*

M.44#790+M#TF%B49G-6&W77?3XW[6N_M0]Y%L^%>P[R2H'B+[F9D=!EBVW7L M>3P/;Z9&E]?

&HE0B=F\./A07M>=@'1M4)0H+1.4;6+:8>[X\EBH''A6-Q<]% M-K!S{[NQ FN$&$SO'4PO&QY^%YHF1\N<-*

*K:%KN'G1X/*K%K2=)CHP@3%J&SB MMAU\X,5-R &$/2)\5]LY]'#U*39QL8E[\4 NP"G9 P0K:[*K(3&LC4170Y;O M":BBBJJ4[A4L1>!X?*

5(TMVRE0C4DBD4Q79K#+C[LXOMV:MS7>F\?_RX:?WTG M [!3GK%T3 C;NKB8MKI9#C1'D, A+K:V1C'K3K\"A;8UK$^G&D1_K-

*5M[NW MS3)[M,\O6BQZUY> W$%1JFP5F8^I&'.MM65/IN=*H+-31I#)6.3AC;JC]E4 M(C4M3E<2%4.J'QK_&8LCXU%P>P>[=S*

$8PC^=@C^HD+/LQA,=39DJUZ2:Z2YS*N# M3K[""";"8-0RY*8SP5XJ]<0EGG]M4^]$F@$BK=H^C-5^1Z'ZI]VA\LV+^FZ@

*MNGB=YPE@6F15+F.6.K2@"U5!;U>[$R/;D"AT90%%QJ-4$J=_8;]9:*B!$>^6 M$._R99XG($^5]1[955)CLE:MC)-SDFOT>BL(>4*

*7?XZ()^A[K,_]W^.3%*PVA M\M">J>"/95U&(JYK;A3N(EHQ9-.YHXTTH/-"6MB*$475H>C""?BFYKC(Y1K_*

*M%U6,>IO(3U4;Z8KN_?.__QE^:BY@SR3.>OB.K(4W]C'A3(7OS52XDM,/;P?8(X/QX:;QX28=&&=NOI[+&WCA M)78V7*4!*

*<#G/:YBK)*XNNK03MGH@:R^WUO.U["A=[<9'@D_I3$E-]{@.STLT M%=RYR%+XSL4P"_JWZ3\7[(V.$>UJ$>TKKLQ^%=*

*(T+J^6O*Y2%],EJYKH.)VX MJXXAI*$;%!.?W3S@&C0OQ}?40P<,JK^$S+["5Y"%5I&"LG,0;WT9>/A^MX]&%U:"W@Q'\373 MFA=GY-*

*S@2%%M)[HU*R^/(1PA/8ADS]WK>B=.J8>V5)$9[$MUJ")%]S?28$?5 M53JJ0DB"N[0)OZRKYAX4-R]#8K\VVS DMX@+1+/AL;*U+*

*(VF0$,+^JFSN)MZ M2 0E7+ZN$"()!M/[!-.O:]'Y!C0U]4VNFETU,X:NS.R@X/T10HF/%S M@8-;]+*E#*

*[*P+=O3'@*=GZQ(WI>4W]MZ0V4>'[5GP4ZJ&W12A5 *L-1CQ>7M MBLO!R5N%!^^K$<+2]M8T8Q5!,'2NPU331;Y##%*

<2C9J+,UR4O;_^XL?Z3%=V M'/EIVC;VA&'C[3Z,M_5?!+#[!M_,(+<%X)RIZ^U-X474QFC7AJ MT-)I0ZZMTRD^92V4;D.B8\CY\\FAQ=

*K2VW-,2,S6[:PLP>;?===]fG/#W;V M8*F_-ZF_.C6EI8$#5E,SVM![63DIK/()+C=)T$).GZM)NKP:"FWZY MY-TU%'HY*]QS9,O=*

*[;YBN[@_.;;1[L5&PUZ>T D(5HPP@EP1@ER-^B2K8W.? M/=Y^//'3\,!_68^:-^N+OD5] T$S>_:$<11^/ %Z%&J2S;+LG7EY=K>XX'*Z*

*M2S20O7>T/VH^>W?7 EP@4_P0]I#TOLFW74FDNO7NRLR17(*D&L)PHG*P/4O%S%TM=OT/OWU?Z/2LX1Z"1)TC&.@/*

MW':9S2]UHU4AVWMNW^"ZHZIPLL#YK{LG2 MM#1>]Q=M(]?-%6@UF\J.YL#K^^GQGVM-U08^!G:R57X>3+: M2 ,PJ48\>?

TT:F=IV+V#K9$[L4:N3^<)Q+9@*;:IM>7UH>JCG=)Y%L5RVYY* M#8(LI>=JIIUR7)8#.@\3Z#P)$GMW0B(KV+N#\?3:\?

0VO3L'W:AP3A,V;6[$ MM,$.#>S0P%)_XU)_=6D\NWY4^^ U[$MUPJHI3P?>(EY09L;"KO.5FK,2RG5@
MU:",XQ3+W&'F3M!,X4$_P35P7VJ@X;+A,_;)G5<27S+Q^UD1\=GPUS@WRFG+ MA"
(9"W4^&4V<=D*C&A(3@ZX@)LI1Y\I5L"LH)$B#=4H,Q1B*0ZBYQ@N+_:[9
M;4\RPE"D!WW""*Q+]3CG)0RP&"NR==-'M_UKP!YT[A#C:X@\UUZ)T','<"W(2U MFS.H6KHH+'KF/*D7B^ZP#!1-#BF:9)1C<*+5G?
DE+]O' 0,?!KZO[PQQ OE2 MFL6VBF4M(]32B07A3_+;87(,D2]H"<%\]C7.5^&:3-NFJ7LF^+,; 1N*=@P\ M0K,40,7(3UB@%*'H?
[";$]=)7&F:Q)6<_M@/A_UP&&LPUKR1*+?H:RIK8UG9 M1'A5'NLVRHF)_^M&#ML>S)U];KSKV8H1C?SW>24UHR]U54,JJCN1'
MIN1XM21NVCW*'<1+;F'!_[6F6JAFWZ6JMC5S;CNRLQ$6/MCONNS4'*!1>YK: MD6>^5M><%ISO@QI+!FIL578<:H-<:= S-
JJQ)7OS/M/G&S_^D+](DCI2 M82-SV8DLX4/_?:M&OR/5MM#KY7UI&Q/3JV:9\V+59@IZ)KZ75(@N+N][$]L! MK*>>))&?
K=2D!D\F!$X@U,3:XNI6C =J?C3))*-)CB:%@D6'9$?'AR1W8@] MBF0T13.'FA-
AJ&@$+O&6R%CS/1=.%\CM23J*5)J?))7:6)#ETGRJ3GB+5 = M;X<"!=?U7V"B;:T]3#5Z'8*4Q\Q2[V2<')L=GV.B%[E*1V]!!I,]2/*7."P:
M6>G>)"*/QPY 1^V[@,S5F5$Z@ "@7VFP>^^@G\A--*?[4+Y<6GUAY4]M][1 M=C0:$B=+/4\G%Z.DO4QJBUJ-!]N1I*(<$S\F_0O$Q?
&+D*4)7K;W:GC<:3C) M%SO3L11^MQ1>^WF9!D?A!M"/-X%-Z_&>Y^A#WX/JH]HVL").9S1LYC)?V2Z+ MLD'P*M=WS85!S\L2@VZI
,ZLS8B&B!SYJ6HC7=&] M?WYCQS=V1F%G%'9\7P?)L,,;8\V-8\T],:Y-TI:NW=,=K+I6N_R,:WVURZ;GY+;Q@@)";7,I>9>DIO_/@33P
"4L=]5YX[/!E-DL1Z4W66#569:Q5++DBB17*+::B '."IL@H(!#\W]OML98V]W9*,8F4
M8O9&B/B:65'E1LNZU:K9'I5'@_ILB3&.^/+91M]Z>+/&*,QL[NRK:Q%$QQ
ML&)P64XTQL2B%/-9F4;'G\7!\:VK]#GC"XNOIA[W#:K7;+3(+>PT MTQ VM8PHC?.=0E.TDMC@GB?<^27$,GZ;B488S+
[+>W1#X:W8KWA@.?'@_1"X MY!FP"W05?#.BR'/=DV28VQLROP]. PRGOH0G4@004K'' QU6)'[
M@[NL,NL5KJ0[-3$Q9L/2>N9GR\&N,AVD$%[[@L^\8]70>] MW*Z$#+NX<-O(FVX;>97Z7E/S9-W25$%V+$ K]T:P,X'5;T MN4V"-R8EV3
!Z+$H7L=$Z1/]UEZ'E;JPNED"R%L8!C%,'IA!?+O<)2T':,W M+4^F(F=LQLNAN)P0(X2C4'EDF"C'GC68;]M!^,P.!O<-
[0JP=_#BOH'Q@HXO M-:G#"Y/7'L@];#H2='0Y953'C*6U(NJB070:N9R62TX&7D-BT6U@<2X:XW\2 MV!5 Q>V[3FA@$3KU-
U/(F$+ZJ*$E%BNVG/L7=<..X,%M-;REODDO5$=:=9V2;5+0Q8HX+7?(RF (J&5T>1=%QJ-4$B?W MW9G?\0MO[*8=A.8]D57<+T5U+JY;;
(\V\Y<01[3E>64]-6IW8"@%H?MC!+T MN0L)D5KW']3_]//UBD#;HA^K_D_##/5VF/ET,%2 JJ@Y3^6D/=$BL@)S"&4+ MMHJ-
6+8'ZXP=\+$5T<$7Q@XJQ7 \6!3J3317@VP"9NUJZ 8P!%XHB#W2+=E2 M=.1^!!^@>\)^?>)27H;QMP*WJB_W_X)_]M)69IKL0##28[%
!Q(.[P57LL &!P MB1/JZ:,0[('N'BPT2U!4\OGT_\A_!_M3T*Q9[;S>X]-!PN;..@PIA%,C35B MZ&BR0<@C\.[?\FPE;]5=0A.)7S2[Q[W?
#_C&!*D+B<3_1!Y_A 0YHJ8IKXD# MFCVQ7()OI3*](/=9[.+LH1_.]L,]O2E!L_]Y*EH8SQ[_INF?G$7VI=GXLR0
MI\5Y3^48QRC4F[6&U]D.T8B@R%^/<]D1Z?'#!\0]HEKP1P";RD\X(O)_(S3Z
MYC_/Z/ED6ZB#TVNQM:&/7GC\GN@R@F5)UEAR&!O*$IL@*8FEXB-)IM6AI"FR
MPFK)T8@<)2"GR%^!:4L,EVKU)M"7JBV"AT!_+U6$:1L*_9EZWIM*>E:-0,F)V0B MX*=6K5S(\&WP2ZL-_E,1]NU6I):-U.I"DV\7P(
(7X4C#]84"1:%EGWN1?\[M=/[SY]51/\NU5NN?!QI^/WU^ZA8XO6S?!6J0&XUH:T4#/((:(2!?QUQS=K^! MPTS^RIF_BV-
_^:L;JT!A5?]YQJ"2*M.,JBJ:I+!Q((LCH+(-XW%.2I!#)<;$ M%55)[ME5WNM3CF-9;;5') 296)8IX76FES0Z;-MM/J M51:3IC &
(ZFCHEK@16*3YR7Z^*&TLW9^F:,%0C7[:8' M9<9KCAI@9/+YR%R^7"OVF:8G+'K\J-),20W)FRP
M'8F428[AT*.GCHHZT6QVY(I!Y[/\0*G4IX/52F*/9TJWJMVL,*X+9*W'DUY6 ML.-Z%H[DGH\T":T7(]UUEBR-
C&I'+*^3]SQ048_79)936;+1($VQ2VR&_5JO MW==8./)X3;Y2S*X*>75*UMJE-BD0#<(CT="C]Y?59<4S'@V
M@88>34"ETWIF!0W;HB]4DMPVU4MT8KP4D\CG(Q=NEIY+YHH6-PNAW>24_HB6 M&F#DT4P+K=5"
(A79(G,M,Y:9ZA$6N4LF8H+GFPBVD,ZFM_-]^3*C)1DR-?#E&&Z59]\G/G,2@W(*O M/R942C9C&:V_) 1M,#D-*'(]T
M&^]BOA#]DNCK2VJ;+$DD\=#]426ZXW]&N>N!B:B?'"Z6]E=05-PZ.AG?*4 M20PWA"K(,5DMK*>+34\!*,$<#\W5:W)GL&440Q?
E9B07S)#E*AC*'@^5)UR1 M+.?7C%C;$.F./)KG9G$P] 2CKOLF:1%3QS(D T,/;%5"T^>;&L^ MM39JC6U]G!77/3ZV@D/CSX?
VNIJ0*'3[5;%6I.E),U=79@YXZHEM%?2UJ4F3 M*FDLJH-LSVLD*A,@U-2)?
=W.VPL]0VV:0JE3;;028"D=@KS6'.Q(;GL@*C9]#;3[([AT&,9+,XGW$JL-42! M:Z1*,ZT[GS8[Z+''0KCM#I9+EB/JY*:7)A)U2Q?
G6O#70&F9LL&$Q MJR.Y8V!?3L%I<8*[G<',:LY*Y8Q82DTFO4+25%@7'$$GN+L\KHR+XQ4]%!8B MK8Q=G2LMP,KH$]S=$MSEN+U-=
PNGQ$2I7JLVMBNX-_C&@P[G9S)=,L5H]5, MQTA"JBFS;_,,/2*!Q6_JTWXR5Q;\8H_B!\TXR<_04X\H8/>&O:2>X$2QY<7C
MTW(EDTL'3SW>!=6<2'F_P4R,#:V/>V:URW,B6M?Q+L13E0Q8?J]EU)QN3Q5R M_4351E,XW@77B>?
\>:'4%_55O:/WBVZ^X(/GGA#QM3.=CH;MYER@)=M?QJ:D MMBKQ<.C1;)GDQ!L839DSTNQR0%B39KSOH:<>35;Q/=FO-
ANZ:!,2CL*F4INR MB88>S;6R&5:<5(\L"42QU1RN_$XIT483.*:78BO#095<&X)97$]QPC8[G;+H MLG +/ M/8%S63%7*+=8WQ-
UBA[7^49_2V]Y./18QDI.V:LSC;;179#QK5805;>![GGHT M6<*72YF:V^N3W;$Y*R?IMD!(*SCT:*ZU)2,D_!YM"JU%H5]NKVM>NXHF<$RO
MX3IO+KPFV2<)U;=&\1[1TC8--/9H"CV1E]=6-Y8G;_5B4Y(Z9C[?"IZ[GP-R MRSUX-_*O*["S9_+ MF[['3A_/V4]L]T(J4-3?
%AYFSH:'#VSR@X?;X(&CF;W:>Q3VOQ/0/?T[<-ZL M)%>]9OL/%E/K'EYZ-HSWWMNS7]=I#7QCEC+@:R.!=P(Q_$R3'\!X&K/E./1+O M
D;\,.T"1J0P[ )&)*S]W#I),=9@+K]IDF-5!^\"W@6L<(9_%[#"&89=P(@4 MAEW B/2)N_#.$NOS,?2O?2)15NZGE
V^,7S]-8G4EUN\8L_@A__C^2/%PAA M@J?,M)?%D/G>5F6)-Y#O7)W>^)H6J0"_C!Q(X*E:NJ3F_8>DKIOHJ0><\PG M<$Q5M]
I,,!A6[QQ6N9>$Y%7$^-Z&AW\K)+#M L;.%]F"_BA;)*^=*QC,%1@L M,%A@L/@ 6&!MZLZUJ2N5A#>1+VB34O5-
\&WE2>>7C,_(T,.DQ7>]7UBI;1]T MMXI91YV)TJ(MEE:IDMX6DKP57SWO[!+==P/):++!3'WIBW=%43=%NN]]#G93V0!EQCYLH(.BS[C-
%>W#(;4E X-'SCKO_X_"&0*Z? M+/DST#]4O:Z^6$C^EF+?U'4?H\KWH\HCJ,0?0"59G#9:[7X]:?CI@97O2I['
M+L>?"BH3HI#/"MXL)>IT9R"3U#K=92&H<.\"E8/W70A6L%)YJTS/')ZDC)18
M%P>R2^0;0BLS=.F&MLC5;/Y3F9ZR1:JWH&8M4E,74TJ:Q]9\9BP%Q;*8Z3'3 M7Y#I$](I];&2,IUY.=8K"^GR7.4%;
<)LQ,]%^LI"K1!KUNH:W4:UTLK)_4JG M!9&>POIC6-0AK#]B5/D0]E G]4>MF!Q+DI1("ZU6H^:,\^7^+/.Y1^FHU&K/
M^C&*)+OC#%G1]J[.<*O#2KD$$/DLQUU^>ZY\ID)M:I5>J)1E'U,1FV/^^Z4(&D+J1!8J_KN>5>5K3_UH<>]!,__OU
;-7+VF>$9IW<]S;%'!V0Z$X/B//[']C]\T_ MQYSY!IT-XP/&AW#APQL3.+\9'WS7S[L=P>Z3\FA)B#6S0;H\NMJ"_/&'I3! M8(#_"'/-ERG:B?
&3I,6A,V*K^0-M=*MJ.A&/6S$70NB0",.8W"85AD"#'Y? M:O W8W"LDZW55KF<*'8G\PG#%V*=@8B4-&#%,0PVXS!"8(2X$$*\,8WZFQ$B
M+93F*2O;VI";C9EU4ADB;\W"&Y)I8,,1]#DM+5Q)U!\,+J9MUXO8HX@34!/= MTV[/-;B5UCBBK>>,:!TM)
[SQZ>#]N=OMQLR_*;H+B61OMHFUM1<37:4",JM M4 '59O;4C./\B<$Q4TG *S6R[@Y/]>)
M"9N*9I>7FQ+A+E=@MK!R/TI3%_'>XDP[G&F'\1'CX[=T3'L?/N:X?'O07&X=
M4JZ:927?KB=X$N(CLN/HV*7LN+MB<"S0MRO0EV]Q]CZ!GGN:9HJ6Y:XF%N#
MYG9(&CT."C1J9A9EJ026:"S16**OQX01W,1FV^K*4T$V4N2HUG6JL4(#SA;; M,-
B&"2]Y,$#>&D!^6<,P]P%DAD\09&\Q4D1BD&F1E=8PYU61R@.,F'@TEHAA ME0=+-
);HUVSP]3Z)U!<2,6")7DPL312W[B62EE_B@43#L!/%1#GZG$C?27%6 M2YO-P!.BD;%F:8X\BZ*HE*R:NJ6['MS@):[8NF@FTK?
=D!X]$N'EB=]J3NY@-M(!> $!8_@D"O RRY5A?+PA&VQ:ZXXT]-(+)53+5@%/]\8>.)FD.)T.&0KYP
M,B0&:0S:MQ6F^S!H3_L3O[=F2H*0KG8*GM;IC@IU"-IQZ-U/7"Q>=^]YB!A2
M,*2$.U#X84CIU,:NFNQM,F*IW1M7^E0_1$AI.PBAAA3,*9@3 D7IH3=MNSD M^DUG4YSS9%?
D6NZRJ:OI^AAB"C8N0R5@V+C$](U1^[;BIQ\&]?$T/J.=;,I. M+IK-IN/):$T;KB!JQU'8A61QLQ,,*AA4P@@JEP[A?
AA4#&LU&SB4PHC$2%4, MCIUGAQL(*C"6FXC2S+FF"]=?1 A>W+8]>08V[RW7,UU1)6&$9I]P^!F "+ZT
M4\')ST:,9_EX+V)!2'KTAH9NKW?P#1TI0X*Y7]C-Q@50NP-7]P2Z+L:5>6M* MVB62GEK=ACG@8[2YDB@2]?B,QB[3G@XG!^/D8
S,&)A#!\Q?V#'T%6 N-]/U MP281FY"U46RM4N*2Y@P$S,"6Y]T+(E3DC&28"0).9)\15O25Y"DONQ-M,PP MHY-.K+0MY LIIU%!2
(#M,DH=?9J8PPE&$HPE&!K$4$)450'R76_W1>TN)8T M%^G>MM_F$91@I.DH25V]!3W6\C"68"RYECCL&["DE9"+XB"G=
(2G>X%=?'OB=QY;M1-03T.9NU$C:H MA/#X\]MX-H^I:)@*:,I0:$'$ E6'YYTLC_L:JK8:F4I+)+)274\2-(%%V E M%<1/V1.-!O[!F-=^+E;@,B
M1Q R)4_<3X2A T,'AHZ[-PBSB?HJGHX)H;<6HPR9G53ZU0#Z, 68;A$"5N$ M&)PQ.%]U9/2=X$PV^KEQ242)%;L,'9@[@! M=EPZ$OI.
[!A2;(IKC8>F(?>3PCB>,*E!&2EVNZ@H1QZGY/_S5V'1\,5 :]Y$ MN^>P,'&AS4^C!<8+_"!B!G\EAC\)FL[CJ!&2]L66M9PID4LVP.O'\FZ$UG*
M,]AX3YWZK@<%?+-6!5Y2+B=)*HAA8RL%$Z=A%KH'%>3LX;P?C M[(WC[#477[P+7)]CJFOW\FHRLO*S6/J9Q58OY#W8EH"!)1A4-
$D>]XO!Z398 MY+'(?VO5Q%^)O+3.EDS?6CH&88SJ]50Y2V3F#2CRL':"BI(G[@/#,H]E_@9D M'IM3!SA)9N<;L[2?6/!=;TUN"I4887L*
RT&VF^H8O@Q$+# /AA(%KKD+X*QLK51,4 MORQ-2;)&$@-BQ)?)>F$,19Y&=RZ3B>-+L6ZJ%.$X9->5'4>VO,A,EY$?
>\.SV=9@O*L_"64[H3S?I.!NG>.PDA9A_@*0$O6IH10@,.F'[JE81KL.5R#3:V,/EP]G'A<)(9 MPV<1&9$90XX-
QVU/W/KU8_Z"&G9^08TF+_)N+2C0 P5Z !9O&!.?Z,FR/X9% M'VJR_;%-+CB9&J+MN;)$%&&2PV*>.2,OU4CY0RHZL.
(/%9F]T9MA/S/=QQ:; M0O48DZ>K.4>,L'#7G:V$_:YP9/+$%U)V8UXIZ_4AM1J8[$?=>*L>CUA+F]*L M$SV%Y",9KC2%0T;SLQF#@ 0$)"
@.;AXC;FF%^/BH#MJ8=MYY$&"O9I:VLF2 MM_F9,U:DF6#ZN98@P+T!9OR1(Y(W>K'J=R,24F\96ZM]@I?% M&4*>)]*>C4ANY*97-Y-
F9,9)[?XM*W"E"^3$04[\G6.W+T9YWZ-L%/C!E[?Z MGFK!LU=)-VD*FJ3N4WP^"FQ$.60HAQ<))!0\MUP12P%EA@!+ 9:^=0+J-['4
MWXSC893P4K_;846YV] 9T\ZQ-(OQ4.C9JB)020@L'5CZ^^6K?L_2)T+$X%M5 MVKO'C5!7?20YF?O"TO-
L%49=QFT"IOYAUPM,O:H!$CM&86<]/%I22KD#%A7, M5A-B"E,'$5*53 5$2 !, 9B^=4;L]\"TA_?3'K9A(TA>-
TWEH+511$D(>>W+'CDUNY9 M?4V8G9Q @-M4(+U?A?3^!ZM>[/H[\YS@/S>G^F)U3V!4Y#9F:@,W-IQI)F$P
M%ERR<=HK,)&GOV"BW.,<%"N"8D4 @[4>Z .P 6#CFF'CUF- 24-;85^$ZZXC M'[$5RRTIO'<&#A $5L>L0! (@/FV@/DCW+[Z\,70PL M?
V+V][_/^/>NL%D9OCT'JA5EY6U%R[\3*._FVW5O;MF46R=0#-VVA![4S["5 MRI.EU!V$7N2-:% I"RIE 4(#A*Z&_Q&"=,_\GV-
V<@1CMV=+VTE+IZ/CR-8 MGQ;X?&X4C90;18,>10!1 *)4 5$NG5C(T2)!RT<)F>H!:54R^_51]H"$R%->T88@V>2^<%-@$$>".!+$
MD0"B;PJBWR@3^SL0?3C%6UNS',WEIWT)6J/'19H_.D45N5<, F]9 $0!B%*M M./*-4K-_%$?V9O.>($<_L$2#,@J7+_*XG \7:(8(1I!J&

*Z#_5ZG_52Z2^,%#2!ABVP/2Q R(}=-6 M8EIB&BU>4K(Z,I-O-:I/E$',>C.K<5H)+$?L6F@2HCLG"B8*3!1/'Z%W!'3! MM\]NRGJ>ZN) fXX#R5'2P*@,*V%"!_E\@$7 U^G_EUS=^MA?JE(*M\97 24@ M\XV9MARAJ9WOA?EEBY_MA1_UOD7^Q;_>*D4PPZ1P96HH!/JEO.^5C(> @F: M8@2IMC$KB"@@P?Y&)57OK1,/N'31YW;?>Z5_^]_[@.*J=>)2/5M>[S;'#&\3 M2!.3ZU'[NU\HOM2>;#WF;7JV'!O&5##:B>D> (YWPD.5XU18R%XTL;FU@=SB* MW\&@9PO88 "87"!@>WLDN<2+NTY7E_!)=X)*Q,&3ED*T'4YE)L<0T/4%8 ? MCBIBQ_-*

*]8]8,'6HR;L\D;]{;++%,(';SXC@2[5)}SD=KC6,/E+MV1R+1# M? M!/2- 6!RVV#R[XMUGGGEA&NW*03S?*

G6_3>G40^>%EJ_=>Z56!R^_1;B@ MDFCE]/LC2:7W$N)[!]IQN5O_U71[F]NR1?O(U2])=]@W19X4_X6 MEGR#B@VD?*

M+!O!U"TL&BGT+2P:?0M+!HI]"TN^0<6^S:XCE^UN5+TE \6^ MA25?O)W.Q98,CG?!\2XXW@78#;SM&UKR#2HVD/(M+!G*

URTL&2CV+2P9/8M M+!DH]BTL^085^S9/P<#Q[@TL^185^TK/OBK7J..W5EK\Z_OWI5Y5VA4\R7WI M@O5@DW_XOY\0^-.OK)XD/L-*

*8E=Z(; MESA<9:M_T8X'HL4;BQ:K7!X'O+Z/P)6W<0ROC2M5]OT_L@55#4]!(@ H!5 * M+.@*+:BR4=K%SR5?')=_?=47A.75QL-*+;GJ8*

>P#9PY_E.\#PI@[2I.&U]< MDA(DC{(KU9RG96_60J0\!7K3ZY: M1?(F0/_U'S !_1LHQNV$>GG;EKKC VG?A+1!POW6PIT'G1" S&\B]/G^,?

*JB ME2WY;Q $53X(*O6".#MCY?^^7HORZW57S^UHKP7/_DRTK^6/7+&8&2](_>1C MB_DE9^U7+%I@P<""@9@_BICO^[X".7]P.3=-*

R]$=8,^_="QPQ7(^]TP$8OZ5 MDX K%O.Y55WMKWNS_M=K'!.\;:-)\MN8]8UI)1G$(E^8XOA&QI"_Z^>/?ITK M#76C^KI94^-:8-

5ZJ6]^?;^@]MO;QYGRK9/70NVC/ZW>E MC(O01CEUY_-.JIQPB=U/!T2"CZ:-O,EDN3$E<=^8$E6(1U5)& MLMUP^ ?M:,NCUF]UIA1-

*+PPB-3J>;?T<=G7C.#6-KRTJH:\M*J>]K:7M8;3G M]K>J*TT@T\)11D%P!?GT#W9'H_0=C1'/-*D$76I?H6KP[8W@ 1->HPDM\4X+*

M>>|>L[]CRK_98_:1);-J%!TS]ITC;"9)(D=+$U7;F&(PSHS<3YYH02L1{D2- MY 7.(0.2#K<%/:-?_J'AN\PHMR#&ACWJ];'?@2;>,.$.]WN-

*W<|E*45" MZ[Z!N]O:>FM14Q&N/FLBDV<$6_&'R4MVR.^^XR>[HV|.,)2'K$AJK\4^#R?+ M;:#;N?60>?]FZ(Z&*6*

^8&^\&1SXT[WQ\B!PB?[M#LI,6&/9L:"VT%X>/6)$ MPX/"_&'HTS_/M6X'E@L'UC^[UO^MXMH>9UBU[]/,]RC@&A;QYZG'S3..Z/= M>

/CL2)<'_70!H[8BV9G#=75U-":W73LVF<40#,4N$,)$B !0(+K0X+<^O^] ME/E/S41U?-/@U,C/&!'?V[TIFOS)%? A)-=ISVLK\]TALE_;

[C,690,] 0!= M<6,>O-5<;?],#DIXPT^Y"<% ! 9 ,#8'?(8$!/P+8,"K/GO^ 3#@_$I_I3"@ MVM[M^KUXA;G@]KF<\;R'B$(45+*

[VFHP=GEK"..HSZU/X;LCQ&-@()P5?9S" M79(3[%"&0.9XLZ^ ;ZTS_YX]? +0"0\ O]#2H%"6_A%KSZ6?GO[>B]F*-%*

MC.RK4)]7CEMS#QWH=>'2(TB^HR-W%%E.>OWKI9GRBJ7%O^!^#?],XL4\6D%D M9I.OZ6D4F;Y^K"61ZL<9

*.8>XQOBMX,KYNNYU$M4#T_E^%1RO')ZO1.G MQJNIRVX/E&?N%80HCO*QRYWDWY35W2;05.K4[VV!ACKTEFI<[TPXH:G%R,3<*

MMOF N09 V$A2BP\:N@NI>K3R&L_X8O-.MWWBNZN(@HH>H'G${B8UD>\)L%7O1LA6$S&]3H4_<,@8EE&!?^> @_:5#ZKX

MSV\LI\V6["$*N^\SU]3,G9(75LK@]]#E>'Y>&D&''ZXN+&W]R%2R6/S3FU M-YNQQ;'L7)I&1M(FT4F^^1:WF$"I\H=#H$IQX0H*

*!VR]UU^C7STN7,&='Z#X M0/$OE?BJM.)?>2[L-=S"/35<"ZEEK+FCVALW6_OZ*I4*M["X"?/J.:[KR&G5 M-35C5R9<+S3]N! JN/,"*

[KS<>/4&',$^@N$"819"6$", +Z>\W"!/K[{OH+ M,@Q?0\EO)9&Q&/S@NXNW4HO*

B/TN+IJ:V3+B3."&>TM"7DMG4,9%UALWBSRI39%I)//H'![X=V;ES5J0%GG7.;N?^R\A, M:IL@!C=>+G{CI3HMUT*

RO2+E4^^H$M7CT@_+JX#AW*KA)4 *@&P%!@,,!Q@ M.,!P@.$ PZDLEZ[0N_ULG3J:!I$.-W$ MSG??(J'UT]WW0]QVR;]8>_#%>S-

7BFSN&R/[94/=J+YNUM2X%E@UP0R3PFFJ MH=!=+9=?[:]Q9&:2,,,XB#+F:]4DG6;MV(>(@.:(8,1I-K&K TO%67^&_(ML*

T&1RYL(Z+D6>38:W>.9'WRHB[OHIG%!9$;'<]APD\ZO8=IO!R&;7L%(63] MV$>E^I2?38KI??H'NZ-

*1^HY^XH4B4!+S@E.!=],_!RQYQ1:O'\ZL?Z_)V^_8 M]&_N]HJ,FE6CZ)BQC_$RCRMADB1RM#11,UZ+P3BS=C]YPA&835>D.U2[*XG@*

*M5WZ;E8X>?6+R.>.,?_J'A.XR@@96_YJG6AS.'%^QR+WW?SYRU^8D\XE:2.I$; M8ZVY5>/>_B6[Y'?:\9,=LM4.:6BIAX*KLD[8FZU;^Z-*

*@YTLC/_U#$M =3B+ M'N *?[X^71X!)-CRW=#Y?K]?F/&O5"(;90B=.@0,P=-&'Q $ BX M;0AX_E+@Q-E)261OZFY=H_:2N8W-7>?*

B<(";QUC=S))$;BNH/EPVPMT^/,-! M?HWO#J,OV 8=0 * A*L\)W9#OP@M[U;,,3$LQL<) ONDIPY]-47_SZ]R\W M56_;QV#)S1-,KF9*

<7SPV27%$=H18(;P>\@A+I@AONFP. ^*_?1P. ^_UQ= M,*BV?_#+C=KDH\MO[(F]EQ!FQ9_6XGC*S2_N*Q#,J=Z12+L!\9;@QLRVH4K$

*MV5>@/_V#D,!1 -CPTQ1[=;'A+1R%5S]3_[T]'A^/L+B%\"C7I^FXV=B=$O9\ M"'B^%XK>X5#9C!_GT?^[,*1_?*

=LK@!E&QJ+S#PP1_G5#?/5> 'H&VF;T4&G$ ME5E3]?RQ2=7A?QDU/TBR\=4H^]BO.=D?V)&ZJ85JE.1Y^O5Q98S-7DFS6YU;

(/K[^UI]M[#5F5M(5RV6=X_N%4M1G!/N"A'],_M1;R<%37\,T7]9^W;CSE#2MSTU$/].YX]*",Y_]67CPJ(^_)9$!>G#W]'9MY' M<6?

F8S\8M1!,$H1Y^0MQ(;D\LG84>MK:OW 9)U =_CWE>U;M"A[58>CSM[G< M, ^G;AP^96^+:^9<9LNI_Y12U_U=#BK_\UR-^/A +_-

U^=O^%YX]^,/RK,9WZ M"7Z5,/>Y B.FR;2[?&W(-;LL,ZAU^$&S.VH+M>Z(_?RUG.CB4_[9+%E^U.1& M

*M>L93\)_*#;9,3L'X*8_=^0&XE"C6_EOYIQ4[';&'"US'EN<=-I0<.S_1HS M:E9G-<64,F4E=9RX:BK1.Q'?(E!]GYZ\)1U+QTX"BYU@ M"6|*

*!!6EI_4O16?U1K*_3N1JRKL:,UMD@73NCI!]3MBPIW$83O"W).+S%=L-QXH7[C++, MTWY@#]2]V-YP;)/=#1OB;@1-*

\T'+/&VWX>ZTM17[+J-MX=P+0RV]7SU99Y] MVX6&SS:MO>NMR5!O;KCZ %B,6N(4+8WG ^N U*7C &I/AR:]"1?*

*YHLJ<\E(2MOV&VY>$ MC:WM!QW;BYJV0I8YE4@QL|\;V$'"]O9QAQ5HIT_FE*5%61QYDKJ+C@8A,CO3 M6RP|GV Y96E-8E!!LSA*

*2245E?LM9CCHC;9[A2SK]6&SX5A9M76..$$4AXQ/ M(U'+QX1+$SWTE_1F;DN19.KU*6% VQD?Y8/F:9Y'JW>42;B@1C*DKE(LI&UT*

MH"4%?&8E-TCNQX1,!CG+1M\+Q!<<68Q"E5FU$AM\C&B8EV)[X^EBY9L-R5-AHD[AAP/1*$A+*

*M,R5V:R*A4HIT'4*RUDU^Q%LG.RD^HRQ)W["H_0%&\(&;RKV#3P[2?D/+QRQ)/V!I MEZ3E 2-YG@PIB>Y81RT?*

L[S\5M@78I<2$8D_NNV)LB#:5C3)24LR)0XB?$B$ MU'&)>.7A\7$]]9H%;8E3B6<(.$.T$X5M\%NY0K\@2U(2YRJ9]JW#YUYVV;*

*M%MG;]*6AU\E)D1(#>@MF*O?6=9KST/KN-#%"G)]GVS3T!%=M>Q"2;BR[@AF[M+!?N/.+$Y*2E44ECUL.]9FO%R5$Z3,--%"*

[G=DY:WJ>67+]E[#R6.\Y[9D>! MF^&N4XQ:=BFL%4N;\G3ORA$T-X230XV:Q:AE&7#6?I.TNMX.LUF&?DY;X M1;K-AGF"39;CY7:?.,Y.^;

J2$O\BK7.NA=*8XMK-W<.?9@WTM&P("WS"Q=G MT[ZP9F$.Z5O#L381FEVQ6%=9:4UALG8/QQXLU?>CC4@=+'\7.05MV;XW?;/.

*MMIB(JZ.4-A+72#2N%TPH\W8R[Q\(JS/U)&&<;L76P1NF9C'?LMZNN[W34(CA M*8<,60B?]&E>VF1S0,IRX+50EU!RNI9,+)U-*

*(3,Z^M."M+1M\OR"V;F*WY#, M+M4;((.=-Z8M;9U3LMY=T=KRP-7UQBFP M\2&U2B8Y;7GO'.^(,4]") 5Y,#/3HN.,QMAL:5B98>G6')P(;-*

F0V"!I<6BZ M.L2Y+CSAY1X(=M016 Z%^-Z4,Q!5XSN4G9.6>$O/IC1SLB8GR8F:FF4),Z1S

MGD")!\NQOHW[MGGBS/5Z[2CI\,B:%;0E.00IF3?8!;]SD05LS2ER2!@,DY.6 MQ= [AK)N8&R+DV>$NO-

GLR:M%NLJBT$GQK0[]NN4Q,LRLSK4D9WO%0M[(BJ9 M39%ED>V2XI@:XVI!DU!GNXIV&GE(F)RUQP5QO87^_ M'.!<:L_9^FI%H2Q?

*D):8P&]Q?0#O+,>MSY(Y[.Z4W2KSM^$G7/,&NUDH@Z[E MN<@P[(S#Q([<>)*3EK&&)7U-3D-*

*AQSE*8P4OMT;7;Q3#EK$&E3,/53'X%N>- M6N:271%'[%3,MHPU>A!VX*TM\]Q1&&UD VWJ!I+-X0E/NN'7X\@;=$6N#_7% MD<(-]J?*

$SDE+_,(3<2)$,6Y+QVD36L6P>,M)BRN6L*I(4"(6X_U?2..3)L7"MHR MX X/']O-3W3$$?*

*YT,^V/6C"\S>;PA//=FD^4HS<6(:DO.HG*CAK17F)RTM*H MNZ2[#R3.WG+""!UVX[K50]*"M,3<>*AP'$JZ+>=;J3^O DWIS"/L]UBV+(<-*

*ON&OI'= MXXYK#Q1OA?L#373/XY9XNYL'\A)7@YGK.;.QH#OTQAYD*WO"!R>2;G-%^98)*

*M"7N3BMWME!J@=DY:XI>_&+)S!7$";CM%>.-H-&%T5Y"6\#:8K@?U&;_$(_*7*

MZ9B#NV:=F^2D)=:VNH=IV%@C&)2N(1N!YRZQ.Q6CEI:UZG=:ZG2[[4H>A,7S M-8ST>WXQ:AEOH=-

ALN(AS(),;JY[2V>VF$^+8G<@(9@&4_(X:A[(@K5E#(UAE22CQK$/(?O0'5AM(3@M M[8RPS%O!-.T=#&\BSAMN^VUT!UMNIK;

(4SMOZG"L!UU,I?Q>.H$8L8Z4]XK MR%,G4?/.(H).M+J7MHUP+*%8.VZ,[8*V-.YALM%G32KM0JFH>BXGMY%NO1BW*

*MO+1I?]4XDE;*0L+&R39>:!Z.A]E\G]BFS5,GBUH1>,2UD_VVV=T-CC!5D)9L M!X9ZE&%.S0:DNFV+U;OZM,':.6EY978W)%:--*

MW?!9&A(Y-6\HW5.3)#?6X M7G9\!'$E8D;1.WTM41933*',A>&,F.HKG6*F>K2#:7FZ.=2A?;&R$A?0*4=O MD-T,=K>*

*(MVLXO62.T=E\G]CY?*C=:K5U,"G5]0%35P:/;=O83'>0 M&MH=5"-0,=LS"MH2;]=*5XE&OM_,G+O&$6X?CYVF5]"6>;OSD[!I3EQ=:CMS*

MJL-X:U?-8C/DB0TU[?:V)H-N.U&^8G-.;&./)Z=PA MLN0YU\G.O+X;V9+J+[U&;&];2K;S(4]LDCT\\%>93T>X_*SEX9#>Q!?X/BP1[B>/&

=J.Y:1_O\='8)1%.!CD-&)"5GBI&KK3J4V%/&\YXJ?!\6)N%;.6F1! ,S)T)LT,E4)_ZVA1,-LLBV'+"UNL'8ZT M=(V7U.Z4&7CM]4R-

BX65/86>'Q$89?66DK/C!I.O[!N)4+RA4)K",A2%.6XD MF'0\A?!!((84%:8H+6FV\)KZV[;G_> MZ+>,1-^?

1SMUVX$.'DTBCO9\4KRV5SV!UYBBO?(WD4FX1 MQH)EN@/=_O(RTT/:?N@YG,\S:XD?Q_Q!'/3]/(Y$GCK=.HXLR_3CT5 ZRG5N

*MBE!+*XK O"F)+4YC-TRA)5]8.80V9M(VB%LR'49^ZOGS\DE1>C5KN^3+PLL!== M;H=:#4+\X_<&K7O\M1Z.^.(S,\,*

M$,%1(&KRY5;/X\E281N-3BWNV!ZO4NNPVK53YDO)_T-:A]V%D!ZW>]DUD(?8

*MGRGX'/Y:%/SX**SKSY$%M>-8G(=.#MF1X_W^2WG@0]J!-NE2H9SP$J*@Y'$U MY88-;O*E$.G1V6DDG@2R-VE)*

*[>VJMU^W1)9O9^,^<136'JQA;3C&^]!V-563 M%(6801:49*2EW6%CMV=1%YF/775K,>YLK$Z"24%:-IPM3<.;9R!![.ZT77"^*

M@71Z!6EY=Y 6F'4R3/S@.M+$4A>.1&W!=D%;DN]FK/IHFJXD3LZ 'S_BOF3> MTY9VAU9@-T_L.3YTVYO-0H])@;E

*BSE\W1V*JJRO%2OG.CL]V&S4,#;__O+# M]_48>8W'?=5*7O50U*WYR8-2"35-@H=U$L4G#VH;RJ4-Y:*>)/HRL?LOA,_I MXS^N)OSI"RW?*

56)\]Y5!]C76)MA_J2/Y\N]Z/O3?YY=?<:ZGU;+W-IW=5N7?0\&R.5]Y/*S5LY +N]F++N MN -YO(]4!:/ZN>]CCZ1 GA?X__4?, ']&Z@-'%*

!/6C%6';/N^$ 7@"Z "@H0 ML3W>,<+(7)E'.[,Q,H!$@1/.')V$FS8GSG/YP^^?3^]6;JO^D,/;?:^9KK@-EW M,!#>N(PMP'@#+VR?*

*_I%DM@22[G0@&**[9OI*B+"EHW-^.KMDE6#!WWA%'H<+ MBJ9L&7?C+@D.$S"/Q 3\W%/=-?5]"PG_7,)+,I1D;6Q#;4/Y^1^R#,!H=&V"*

M/+LX+/&#W=%(-15(GY]A_Z._)E):TB53!I3D4-:(R@)YVY$P2U)(M3WA@T4 M^*GC6/8_EQ.H3R?*

*E/22;W82_C@0.7T5W3*3(2R)1_ZNNX+3-G"W)*-V2\DS5 M;8'1_WT3X]BVY5,1.(5T<%6F;@!]OL%3]S$A,RR58F[L5HKK8^_4?C>O)7_*

*M1-@ERH&I+N_-^W8BWW MC1I9MB&Y__=-7;D_3<\(*Y8;W@[Y1IF2 &Q),U^=H QLVS)7ON(X)N, M1Y".RO2$ET]I(;YC!,W.K.E9I83*

*MKK'\L*R'(Q\1]8QDVVM(0M]!P+FNK0X]?.MGQVI %##=/0!$]@"@M9U;T]+1 M*5_GLY)4C=K*,+V$!#[]BO%A*+Q%)'^3\W ?A I^-*

*\,JRP,VD6CFN&EL,/G0H7KTCM\< MJ"'/T*1I>V'1O5Y4E!*&Y$1:2)X2WWXE$O XI9-$H,AQ2H#BP'>I]5'BG&R;*$SZO16-116!37KD:6Z4Z*

*M*WZ,8"("82(4)UH$@8H'A(J3A5+?@X45+>!*]@D47K)-2!AG"Q(FMY 6%4[K M\O'Y++GFY^X'8+(=7U9#V4*

*M$U%/B_>3GE/BRW6INKRVGE%DTMJP9V0<+;Y.2_(DU8Y:(D:.%%$2.!%$R"&9< MX-J98&'\,B[O^WZ7:DNF@*XP@%TC*U'-*

*(R[>GO2]RL+N*2(O42J^2.5F7W$3O[*%+AZ"R7"X&1[R?82_"(,3AB<,#AA M<,+@A,$)@W^=[?W=Y=J/3P$_!A$H!K^P[S#KV=C[)#*

*(B=AY&Q8XE)L0([?]R MK? #GPBO>TYM$-<\;<4,T^'O*CA\B(?RM?=5+,,?9>MTR6Z=;!_G."YO0.N!MSZ]",MSC@W-*

^6N$(D^<5.M/.W.DJ7>3.JMEY!D*(1QZM8D0$2 MZ&!C2\,1*"4&HNBF,SP[7:S;H\+E2<]>Q>_$>XPTC Z*C."&BN84:O12[&U*

M,5P:BH:\!1A?H8IR'QGA5_)$,L>`FNU[OSHHZ(2V%'T6'GGX9O>E9$/ZNPXI-ME?
*PZI9(G1/KC".H[RD(^C#]_6N0A*6/C92T5:GB,^;NW96^_X*-H[L2B/N)7`M+J2YISH3A#=^68BZ-*5=*
^<467X:&TU'L9=7LNGQZ5,_&EH#."\DZAZ,QJ M)T]++MPFT?"$INKXWCC !.5^(9!#)()+QN)(1: ?WF[5[[<%D2CNN5=V]UNA<=*
@XZ6U_-:Q('5@-ZKB]S;K>F3[4Z!W4V M5-H7#44BI_8@ 24"2@24R"]V/4H@2??13 $-./8B75#ZY M(5^-A.?QE8BC$>SOE<_'+0/#Y724-*
<-L 5; EE4'7"ZD^96A M@51]/?3VDIQ;DG-+MC>0>LSE3N29%,R6NK(>9P:3YD8:< M^.F^E@/G#K>C "A!D)4AMT=>1+2(!
M;9($=7NBD"0HP@2$"0@3$'@DDD$D@TC&@TD&>EX5U8=#BMCLS1S9)6V %R& M _F@#>R%*@,_!-T"LC4V\5-*
*>J]K5JZY8FL5:O!8VU]-!(FV.VV/_ 4BM^:0D1 R/:3[2?X&% *$0'YTMM/!(0("!$0(B"/ M+" G%*. ^LTR(32OOU*
[W^__UJ5+).1WD8_@2@@Y0HB !" $EP!^9,CY"L4 MFVSG,7PVCR5 Y(*KTQ7XQ[2D2Z8,*,FAK!%5\O0U%:%#% KJ4-\;-E" #!S'*
*MLB'EAA=*S2&U*7][LCX[^C%RA+YA\U64% M=>XT%, R; RY1'?4&BQ% MAA5Q2[E$A W1T2A);;MU2MNMY>8MHOWG-*
*=/6;KWPF^8HO!\MWIF4\ (L,I)M MKR$%.0/N@^Y.Y8#8@CIGLFRR"5*FQB@T%'T,)V/QKRZP MVXGBT3M^DR[+M:J+2%>[,;GF5S"5JM-*
)'");{\223K$,D3BR(E-3NP MG-C7QYEWGOCXX1-H*@/;\>=RYDA?=28S.;TJS.AR=&H)'3OA+%/8*F#H;[\8 M BX$7
BXW!NXO%V:E[=+&VY>-4M\.5S,30JI5M%<7!UHY+JT24=BDBR$^]ZR M.E7#>L898Z!!Q72A6(J #0$; C:WN&/W8VC3
*JZDFD#A)=N$='&V,.,(MR"V M5*8M.M,9)?KI4BX;XS_BP3@+,Y!B\$%G\ 8H"TGH#MK46\]<+O6;^19<_P=#A4J;L38*-A-I@*
*MTU$7H&C*E@&V(!0V9*TTR^6;?#@_[44&Q6:AN+ZZKN,MG%2MWXQ-M'AAX3D=`M-*
[$@SM51Y_ZBLI^OZ%P\RO(^':6RJMOT5)UZ0CLRKLOK M8C'.A+%[%U5M,M%D,*<7F_Q5XD@KS'*]:LY[P DOCH%KG[W5^ I0%('R14!*
M5[\B(/ 4(%) >(#P $%"(@5$"H@4$"D@4D"D@$@!D0)R^=#=5;]</ 6(%! I MN/H57)]% 5) ^6H!);,KH&QL,BF?)%=*
[7:5&GS#!S=O;WS3=CC#WUV'N^V"" M]:A,9>I#]G$6UXT'>%K@N1XD7BS\Q1GIA^J__S.K3N9)72ZG69Y\N>'!G6*
*MQ7%1FB]%)HKJT)A(*)),A.*1.,EK(@<&P8J_3DKZ-*"X1LYCNSU*=-)TKT_W M>*WZ9*R%TD!M(H@@A60$&@@TW*
:WBX#]_;7P]C(T$5^'LER2GO=S'>%\;5A MHID,ISMB85ZC,[$>XU268BG/3FOP+ M5ZJX2GK,6;?U>I^OBY[8+>;5@4(W/RU#>B#]J3K-*
*&%6^-\UHR[@1K_2G/ER@ M*JYX*,F>-L @15P/=*7636NT J5;$#\58>Z_#MH%G,FO?!9V^-(3S0T'3X(A M\.[X*0V&RO5['C2Z#;K*
;$J:UF::1KQENIMT"Y]>]+XGP892\;<:+C[NQ6PY MRP9P_I3LV38PY37EVI+IZ/@./$K:7Y]'BGONH;CG]B?95]Y>DJ%X]0Q%PN!D
*M>\GV$OPB#$X8G# X87#"X(3!"8-_G>TEB:?]7+W^Y??0LZ]G8_20FQ9W/T!)3 M5V]0UK>:S()C6Q. ^;'5!HO<43@W,C\377GM?Q7*9RJ=*
*M@PN.VWO@:L"MCSK2ZJT8'3TLKU0Q.FKS1E:9M:<,DRB5FR(3P]W.4E<,SWUE MD22@=/5JI,"#4C5MV+-*K%_A,Y69PO%@$EE_*
(7G\\&#;5EY?:RS MPUA_4ALN$7B@$,F:X/$5BKCV$1.4FHUKM:P1U89'CF/9%$K5L+S+14E(0)B4 M9A$FN'V*7.")$L3\.B(9A_D^I:
[KHH;B:?5&L1]9EO.+38&6DDPX71AU7@= M_DV9EZ2,#3]/Q:_K@A.'>]& -+640[T74BKJ(Z1*U#W7__A, 9A:":?63**?*
MU4!E,"_ERJ/5/#86F3@N LQT40H1I. ^UN14(H!$3J4O*1GO**1(AC !D8S[K; YD8S'+2^I 9=2<>"*5)!<+A#R[.8H M9K:B'$M7E2!
<'$72GS[!3KC=]@>>0O%;4X@("-E^LOT$'P-(2(@7WK[B8 0 M 2$"0@3D:PE(D.L37FGV%67'XTH"1!4Z8WHY%XPZGOWTD7SB&G /"*
*<1GLG]7 MF6AIXDXSK !4P=9BS:H>:W,BD\#MO2*A.'W%9H!?69ZV?ER",.+\++]P3XI C MF0C(IT<]!DE*
[KPZYW>G:;=5K6<\W%48,>]*3^>+[QA=HQ.4U1+\[O3]"N4 MTVSG\>=W(K7!S,6Z$16AR<5(@:B^>8XX$8@XBN4-*
*=1!,R"'Y"+?)8;LUE[Q% MM*NVN+[UPHEX!$@\'H1+KG4YT^6J=KJO?)S-1GMA.E]YS+F<:.M6#&)CE8["R%NS]H+*YNH"SU.9)*X-*
*B<;BD5B(89B8 + 9>[!)>W+XB:!AEP01=`&H,WMKYBZ<-2Y MF&U;_7*QV^#SFIQ9]9^2]3;*
*[>5=,-8UTL3^KL8S@"6)RF>8C=HEM8L")X\MM M629!KICZY+A;\ 3OVHCS:GG=K1=^SXCSYWTXGY*N/5'+Y9H@I99VBBO9F][@ MXI?*
*FO@I"H%1\3BH5C\ M+0_,GT?V7V..Z]=^W@$P?'4*7/TBLKG[70^ I0*2 \ #A 8*$ M1 J(%! I(%) I(!(9$"(@7D1J*K7Y,6> H0*2!26^?*
*8GQC?S#1(/65E('I OMM M\KW54+"FFH"JPL\G#L6;"E!.FPI&GC<2)/)#HD[G)"CZ.P%ZE1KQ'XE/4"_> M*30!Y)F'T<$NPS-1PC-?D6?*
8O^69Q(]D@K#,%V(9XO8+LMOO8H)"Y.+3H33Y M(W[=T_?"5LY1IXW+=44G_'#,#\]P=(<:'CE9B_Q+[]TZR+H,A, ''V#LGTN>H
*MJW=.1#O3:!]9W *.RH1-@L$F=TXD@LI$W.Y)W.[%T+RZ#_?2CH=]#W/B=[@K M: TR!>X,-PE,$O_L;V*
2MS\F"'E/GMD+E<3A2ARMK@X>IPDOHQE M8A@OM<-&XR ;:-$/M2\F8#J]:*/'HF'T#UN__T2!3)S^E[-,5Y]KD#7;H55 MD_*
"X06204$LMI/NS8[[W5T^OHIX^N_% M4F(>1Z?V[T6_%VB\R,9?2BUZ'";@#,LSW2_%!!^):3S.QA/I)]+_%;6?,,&) MI>1?
*6TZXX$MS01:,5%DE6/ W7I"X0+_4E_"!'_A"'D<)O O4J6^;R'AGTMX M23[WGN3$X9EA'8Q6_8+FF9F&N*_;Z2E*4/':M'[_C-*
*D:HKM<:ZRHUM M?CV-/'7ZHTB)X[%);[]2L3B(6C-$(DB!RI!B@\?J->'B7<>R,?I"OYL(!=>4P<6O*)$'T[M>3_*
*M(8!QS,L='@\P_'M+@@48@5S+V1Z"53OJ*1^O:+31(M@X#&!:YY"19HW$#+ MN+C__WT*@IZ1M'Q7!3U-*
Y>IC77Z2,FP#B5G+0@4A%DHF$F\I"($KM?AHQD#L M1R&IY*S; #G3\F>;0-37E.N+9D.!&S$!9(R]1P7@?P]U%H$'N.NWJ3T_=H"*
M+BQB+Y%P_DC%9A\QE+\R!:[>2(DP.-E>LKT$OPB##$P8G#$X8G# X87#"X%]G M>\FUT5>_//WVSL.L9V/WD\B(V'L8$3N6F!
*(CM/_+M0(0[6%\/(YZP-$RUI*E MU55AX&P^XJ)\[7T5RW&V:K?,UNO604XWGWJK)>[_%=;3[HM[..537"E28"#Q0C>1,\OD*- MY3YB@B-*
*/E#7#7 56P)95!W4F(>627[=<\M(Z/F&"FZ<@!IXH05L>/O\/KA8NEJBK-<*JQJOSL9 -V*;Q R:Z/S&96VD_O7A,2K(1+D/*
*M2"*G]\/5802>*/=1^44D@TC&;2)_09>,,X\%7D+U7+M]S>Z+68U7*RTV'NYV M(\D(AU1/'-U[2_5\W.*
*(G3+SP4((D@QMLS(#IX(TEU4ZDVIHEDO9!<4Y)K2K:7 M;.]C;B_!++\+@#[V]A,$#R. DH+*W:@_9J4[']N7=.#T"VV>9(_.L!> R'+CI M;6*
O5!GXYG +R-;8Q$_!EO$9(UB,-P:%YVI NC&:_%YU;JF8DV13>'X2X2] M8KOOKRR'!(D"B$3DJ"45(*
]4ED88G##X0YW4176/]#09"W];\O5>-4 RZE6PZI:OKLJJ;@W,I($@YNS22O)JG= MD$D"3[17D]BD(9!')(DQ"F(3 +Y$L(EE$LNZ-
:$2RB&01R2*2]6K#(S812L53 MY%:CST[_)Z+U%X4S 18M0R?S6,)$&W@ M4G0%_C$MZ9(I TIR*&M$M<',Q2E75(0.42CV1GUOV$!,G
B8O$2@OBN4-=1 $@?E.3DK^55V':_ &,)>(M""%[SX]Q'E_GWW\[U'Z-^9W/%"YC.2,:\A!3D# MZBHNY[JV.O1<"9[8S4@')CNF6P-*
I>.5:\5X0Z2-Y;)8,CFO)TXP$L2^_4HQ MH6BTR'RB +R@8/QHST%03=?;_9J_$20FKUT8YB=2T[I0ST%C]{QFT-U MGLTNZ8@Y-31O.LJ-
ZR;7F1MC)$J);[\2<3H42URQ=>!7EB5RI-XY8OSMD7!] MN+C&?=AY3Y8R==G+\.JB/U&-F,L67SF,O2Y)O $(PA&$(SX'(QXNSZOJ2X$*
MUQ[K82T\3"X%,'? HG!UO'"7W5JN(Q:JM.0-5_F1-8QTY2;&"]31,!1-10AF M$,QX7,PXX],.%&BT@"NI)E!XR38A79PM6DR>N'C3&=YNM?*
6!HFN6@% ^HC! M?Q8M7K^HJM%O3+2"0_->HR)E5XPC]\?8'F'B$#;86(AFD^2ZJFN&VQX<.;:1 MYP
C1]"UC3^^.^WUNKZN*DM!9:;U#?33J/%]Z^N>0SRFUIBQ/2?-##L=16) MYICER+=44M]^L0FB=A#P^&!P/<#@\?*
*EJQ\5#!._3&*9A,_;D)A=#VB@*V:?2 MTQQL1MC0P/TKV4@H1I_*_,O$@O_!,8M/$S,2*
*MP^[9]#,!E"2C7IB2B0(VE&FY\&62#3\V*15^>VQ+.C63;!?E*L"#P0&(;>_2 M_":;)LXV0:<&-5)-R915.-*
*S9G3C.CPNNZW5B_RD4*NIB]R_\9_=M60>2C3!B MLGW%'@+0J!8X2-/_=3G$?W6'V.A.UO<[E LS+/MR^O_?\?P/24%AV=(M^^<.*
*MKXX6-O$34%@,76,0'MI TL+2"+[!IZ0OI;6S76@R^8.-[K#PYQ[S$"FHV(]D M\K^HPX^((":?4-*15^(AFSU)I_&_M/L(@M_O,_>RI>&-<*
M:X92@.)7VI<7-S^/=LAVD49B#.[^>R)=+AP^?$/:&: M_T<(IO)W-(+Z?Q2+O_G/"WH^VQ;FZ$3;OM#_Z)7'[X@N8; 6V<0HQHZBM)B,
MQZ-B%+!Q,2E+49$=ID:L/!HFXRD%<8IT"X![,Q&+RW+Y8IV]\MEBAJM0A7HE
M6ZSEVU2QEOFQ3[OR5YGAVH50[469Q_7E!>C(%44J%C MLAB18Y"_4E&HILB1F$A'1B#!1D$T$=OMB+13'T;AW'I3U
*V&+MM2KE\.9^?3 M]%C$247/1P[Z@U6_5ARF^+;"*P*?FM&>R(GLZD9@)64F5Z'!'5P0V+!7C*
M]24$I&ETU.#%Z^DP&B.7LLL2EA9[1B];LQLA: MYI=P9/SER+A:KV9KFMW6XFTVJV4+'4^--N'(D[&VI/;%
[26>]M6G%VWAS9I!L+\7XZUF6#T"NM^7F | M9L[!D2G3!/M.K% MT-M/5E1(30:S?"8F\N%$O=FO.+6-6^/$Q.D\$Z!05T?
MA2ZHF;J864RM.:3IR'G-X%?#LO#+7:6@T/QVAHY.2[_;J9K,H"I&A?6&3'FI;JE)LB MPYP^M<2KI8YCSAIT>++(S)>;/$_+
<"A[.M3)SB1FNNB/Z;S)E R-RU;5\1(- M/9E #$$ MSC"J&_>237ZBC+5R.Z5(T>50;$SAT#.<:HML6/8X;RD8;"?NSD>;9;4')W"&
M69;Q:CTR8_@Z7:<;I6AOE(1F"5S6&6ZQF\MRM 72CI9/#WF+R^<'+08^]0R[ME)SEA.]KM9(6MQ?C?
*+16J9KA)C2]SDA5AY/D6K'5H3.Q:9Q7Q*X\8C@TE#D9 MVTT.XK5H,Y40U#004J.AG2@!B#YG^*7CS8?Y1&%N\W,P4:5VSF++4 39,_PB*
*M5=1&@Y\W-;W.9MED4^!+ZGJ)AI[L[/HI)B>'RM00>E5CH7;TZ&9CCT7V#+_8 M\>BXJ8X';<%0F39=4%,K>02'GF$"*05*D5Q%[*
*KUC)?,#Q.Q252&0\\PP51V MUU6X!4 HS^-BVEEL,"7*H;&GO!T1!VJ<7??XD?#TUPD,3+X>FOK=B"&4P[%MOBT-"3">1 OAM+*
*M9=TDW_;B3:_M,M49P$-/)A#K5E9/9KNFT1DY\B25PSF%R>%[V$\F0 OV3-'0 MN;)>QAJM?"6UV?3P?6*G\!8?*
T%Rl.^OPX14/Y$0^E^GK'&I]=#)TY0SC ZZ\ MC@IQ;AKV:A[3>D(![0G$K64J[?%Y22FO^GHURO^&0F:!N^KEB))T#*
*_C4,_Q:F1O9^1KDYC1P M!:MH)QNU94>;I^Z@@X>>+,OI*_5$4J-+0F:X MZDN#.>B%'4B!,U)0M!VSZ[##F*"&F:I>5Z;]\6:)AIY,*
(S!9ET7&(6N+]?9 M>:6LI-(R"I&8+18HE-J1!J085'"S6FQ!H.+RA@-/7DJRT92DM%,_GJ^@7(S
*M&BV67**)AIXL:V2+TY*H:!LZ,,'=4+++%])R$$S@C,+5B(%47)JH .E()&8#16ZR[EK+74V.&XW8TUD^*D M 9=U1F!:Z[*2=&-*
*&62N',RM[F=:,3YNQ&#TC,(WER.E99K.B)DN7*T32M&\,8+_&C5#K=6D:S?3R!$RVK,@\WA9[6[VOMM9.,K7SL76'KNOIZKS,-*
<#$X=#0DXTM:(XD-G6!%=H)T!D6I:85EO!33R@0 M;2PZBV38R6J>Y?79MM&EN4P3#3VA@,&W6TZ+BZ_I>2W?JDZ3F_FH#BEP1K:<
M)3.7YJOUA@_;MT@-F(6/AIYYJ).)R40!Z M4RUKAN[5(\M>4^+"\+%G1'9BU2.39K>1T8R4U&.Z"V8H0LR 0T](H"BIKE!N
*MT#:_EE>2XTX'?+/?1$-/2#",6+%::C4.:_EDD99G;MHSR_B[)R0P(12]6=KQ M-,-28W*7S@HI>'#!H2E)*@) M4PD)T";% X]*
*(4%G,6U"I!BJ6CW'MS=.)35KN>OB!Q"_TNS,M)*J2,*Z;1>ZAGSDFMR\T5.B+<'XVB'JPK:A$-#3R@@FP5IW*$9AH]WC8G& M&&)&1?*
R2.EV6;0!R]7'.M86,(3VY6869E[IXZ)X)<&AA[X/U8T>RI>O2S $_ M=S\0B+]UM.[];T_\S] M0\?2/?>E__';886C@>^(MQX%&?*
*XL*ND7MA*2?R+)7PUWDUT(PB[09!L^&W\(MYQ.2/S3)">0'>A<(Y!.5\Z%)3O GT+M \.>"V_#.IDYO^QL^;\DH4_,D.^6B*
M:=:_Q]W[6JULZ>C#__N6^O:7@A=)O$R_M069LD/)F#55!-05?CYQ*%X4P'* MH9W7?_\'$Z?_C=-A_X?G;;R(A'PU"8G_K80J(7=([(%^[=L
MP3#WSA81_HE?&Q+OE??_&W;KTRJ>0;MGS^XKT$+F>"^'A\UY4C)E:(9)B M'4LH+]-EM<.G.#.Q?*
*%E.E=M5VV0!JJ+"3SQJ&\]92MN3_9]SZ@HH%=5Q!]55 M\H)6G^K-0E!P%IGQ&*PWR9[B1$?X]EUU\]*
M]9^O15YP\5],K"33D^PU=4'!\B7U4C)%H/DK\M#KX/P7BLSGWJ24>A=+921G M0]'XKT.-;,N@K\E
JJDYIE!SFH7JJL#Y^4Y/^$YN;GJ#U.LZ7>JF?H[@TN1S M2$!_'1J\L>A]J[;CG.>UH^?[XK_^7LW]BPXZI.^M.8^!-W\M_+M%Y],_'V
*M(G/^,5/FJW5D_MM(_U_W6&W8UDAU*U"0SK14;8M>5>$'4UGH316F,F_DV[-6*
*M4\2]!2*A.'V=2Q9O'L(/UC%SZ_A\T*A!\.H]>/7O%1H__V7>P&4PZM7^S]P@ M7.R!PB"A&9UHTVLU*V*MCL*

}\>T7RX38Q'6NBPA(9@"1P\L@7^8PW!E"?3F M=,OED_DAOR{(C?DJF2^G!F/1[P3DW^/^V_[K]^/=?ZG:*
*<\K44^=)B07}&'\K(_^^AKNB]^9KS_[Y<%7=@[CR(R4[<%A=G V)U_"&% MB"%"D(0@22 .W "0@$C"(TG"780"T*4W\/E9,(-*
:MHHM(0I:4)1D6'"]&_S! M?80%MBL)H)}{\F4;^+I/NSBW]1XL-',L7_%D'Z ?.5+@C,3OC!JC0_&0>4095 M+5YI-81:3IRL.V,1]Z-,"1F0&*
*(&#^VQ)& 6Q!C"7V)9/#_*3_-&I\2'(W3X MJ9+7U5ZL*>(.V/'H5;",!!2(> 9./*\=8/A+\1QIT7)CTYS7Z+Q8KM<[6<B7$&2S/N"?*
;UUI91[.ESMLZ#?K:Z&B3&Z0C;%/%5%^CF MW^O85R1@0@(F!$)@ ;?QOM3_&P-N%Z_&0B7$#RY=Q9%#@DL/OMZO M),G7MB?^6)
*(9VTUR,68UUMB,+,68Y3 Q6321),,X%'L9B^*U/0]::*IA6XC7 MX7Y#6E.]N0"F;]EK2C5FDF]C AD2G"*^E4?WK5RU[.^S(E+%G?*
*#V;$CWK+4T MWZK_$ZIN737ZHDI[\QPW:2GM-&.,189!@2DF=I7R6Q*9(I$I@IX/AYX/9A.> MQ=&7*
EH8]WM)M)US<+=$Y@'"4H=)W12UHAR@6U0N@7Y7U$=&?+?WQB' MQ!(D_JX@X!0)3Y'P%!'R!Q?R.S=%C@_@^B@+AFYV>_
*V;&"HGG%&-S'&VF(\ MGDD:#Y;.-<*6>G#BND(JQOEQJ/$9 MK9M8Y;GZ3-,Q=D$[)W&EA%$2;2'B&!S_[,U,E^>2^:I?]HDK95+9TK!.LXM$*
*M9+X9+5:*M$0BBHR76.(!F\%MS9FIs/,..!?UNLGX1DN1-@4[)GVY!XV^PD M$G8B;ACBAKFIB,25U2P8 2B9RO:"9\Y4ZDA>.2RF9*
MUXE,':/.]>AV1(HF M[)+:.5ERH?Z2P[11BKU2H2P)/)/!$,/)K8N3-++&_A,AB5S+%:$E+TT":;4;- M;+>326"(A"9:ZCK-7&ZM(!'Y?FCY?
GC3[@]%_56;;YCT,CFQ.5CP;(I-9)82 MV^E7QDCF<6^ZY-W?./0RCY!TF@NZFRF "/VXWN+;YPPV?(%\L[>N$N&4\70Q MI^>I7-
@KF.6LU.3@3'&CN5BU^Q 4EDY",5;.!V_1Y>.;==[@^,QH.I3#!RR#+(QZ[3G<>$C,B M,2,"C(c$%Q@>[^N@/(?(E,DX:D?
@ZG<@,A;JP,6F]M2Y,RDV$C- DB;UYPTI;.DNEL]UBVG+_\B,V&,GPL_1&)HQ23,W26&LK2.+54(%W8XQ6XHLBTM{0M'H:8"6!">*
*(J#ZBJ%[U M*IL+B&HC7%Y&UIW(B@Z;)1!4I]VSTPNE>00K'X(0X2B)!&>*B*
*M("Z*6\=G7L$S/NGVD$OQ.IXMM>&\/TJLLL*\"H;E7+XT'/6AZA'!F6'1MZ/H M(N9IX)%H$(1-X31-[&.'LW0F[]KI=J@O"2ET:@T#8*]GS!*
*< @AT?TRH43D M*AAY:QV)R#B1\;NUZMXMX\G"M*[EG.5 $PVN1[7GI85>8QDW _9)*.G^;'W M&;*I[V^+T1&M/FC&$9N-9+Z2U+]+A9?*
WPEE!O^^0:_U6?ATOSI+9V%I<:/F: MT'=R(&?6H]!^BR+[C;U.]UL2$",!,0*$CP^$-\N?^PL5+KGM>CVLM;M5EM&S2F]F
M8^%&YEF>>#&>G{0K6*9XW 'V 95(6&WA_$W!1/Q NVGNFQ6'PE"D2 4 0P" M&"0B0QC^7AG^,SP -[- D-*
*I,L\QM\^@_+#:>A/FH4U*C"2UOLZZ;P%0 3P)#COAP@NB#Y$RA9$@ P$@(9M+50%*.FUX"#4W$!<>EDJ%8_&Y#4^B1PV>//#87*
MO_U"Y-&NK5TJ)%M&=!L7@#GA$0F:[^]F5G)0"/ (Z;@!7#) M99%0%I'^+RK] 3K?"$,3AK[!& [#XN2 Y\F#6B9C8*X;AK'IHA%)A[*
*MZLP IDM". "15E*2*!C0$TY#62$:=CL7)4&!MT-C*<$.73)0\VQ39%(J\Q!(D[A) [Q]1]@F:?CDT_:2XR8? =-E1*
MI/YTDK+Y/%=,E>)R>%)'7LT4"I=$XE>KN?_RDD!(\"7!X-JQC@^!0=;8!X:M$.+Y\+W#ZSZYRR[O5IS^CXPC#6GHE/P+5>;(V*
M"T^;L5)FC&9UON[G8QI^(0)&KQ3^O)+$1,)&) ^4Y($^9-CIE430X@X([_BP1 MU);ID=&QXVLM8YB"W)A/03HY1DL@\:?
>52))49@F,+PCV8(%+>^]?JH#63/!DH6#,^UCXI+W&Q4 MLH8;?]TDPD.F;SRU1DTQXM_1RM[H4(W$4XDC&W^RN0P(J <^=F
*MVBL=7W([%>19QY>7BEO,&/63F5YQ37M"R2NP4L28-CDQLKLV/AXYO?R !+,(MLA!D"0"RW*B7U)\A2W7NF&FI4NSS9=-,V59T8=#-*
)D(6G"<7"[&I4[_0?83% M_OU-$RE^- (RCI%!8L,_F!2TG6U@RFO*M273T?$N4O#_L.&([N_$/Z!+/!>0 MC-
#@#GR+J;T5'(G_#BO\+_GJ)/TUO&4G_/+?_\'$Z8O8-('V>GT6 'Y6YV1? MDNLC?B5/)',,6I(+ZB8"1?3__$%>6\!Q;55V@8+^P)G\P^.1A9-6??*
0GF15 M9V8YDIZ'I]L,?@/^CM:JFAY0ZC/@K_0QK4(%%- AX$/#[?4 TD>,PW"JO6EJQ!EY,>T(?)3-1FEP@\L %\VIG] M;B.BO[.'<8@4;PRZ?
^C2-N]-'8!X,0;2EC,NBZA!2GV_;HK'9UFX'P!+) M!J28!4"HM('D@"SP_[N'SF,X]B'ZK9[S5:UJ5?+)^% +%S4UUW>D3)YMBI$4
M,FOCH63JS202$B0F0>)@$8B ,.!!]I-LV^!@[%SGE>9D.O/HGMN1$AUMK$36 M&&.A09N@3WNDD=N"""$(0A+BZ 1LIM=F>QR&$\(L9
*M8_'X0]_]<\XP#5&22PT!?(R)4GJM$37#)+^?(&V K5.2\$*NQ(C8R!;[Z7*=G=%S.S\&@Q7>BW1<5<84E$Z 0E6 M3%F>.IQ*8XF?%*
*[PQ;7"+S;H3)+TK9:>TFM7B\D*8296Z0V/T9&[&""20B1H+ MQ:(73BP.&QAK&[0T:[YJCC)-A \XC3B42M[/S78! M,NZ"YOB[F2D;% (\PJ4Y*
*5PP"1;28"&1_B\[_0$ZWPA#$X9^U!A,VYO-=.R@ MD'1*41U9MQS/N]D1E&9D6XM*=7TC0BHG_^\QTC,/>02?G6?QJ>G9F,.O)V; M?*
7.BD&@$B480:"'0Y48RX?XFD?P5)O_/&:L7M(=N IVX-G+T8R)4RPW:U MV=5ZM=*P&RG*2=D>B]$HOADL1JHYB!@3,;YU]X'?
BW&RJ]3RV;<$^K#2G4U M8+U1.L$A,?:;N;]5Z/IUG/UP_=C?KYH+2$U\^Y>IG+T+S(\ ','?-),E]8_ M55-731*
>ZI:L[83A1V+KAK$K03M"00VW MP;8!'(Z+Z*@W'*6K$J,$WUU+'$@1"((J0)PQ)'KR]0Z#X(16[H=4!", ^"2/^ M?8*
NTOB8KX\$!W#HC]O3_BBN6OPFK/L[84DYKB"COG*]I1?G_'H5I[6Y5(E MPM9H*;<<+#IX2@\XRV12C<7RU$?-FD]?[",T0&" P\%Y5X*
*]!VXO!E!(@,D,A \ZA&\"0[>W*EU@KHQ M_7S%[&AME0]HF+PP7LXU.F&X?*W7&O)A/N-9RB"5&D>ZZE*,)EZS2$@(A*_'*
M08_+63(W,ULX Y+=11E4+K -2K>@#,QL"VZ"XE"2KENRY$(3QK6HI63;$AQ MXA?$*?%EG!(D?D'B%\$D%<&(N\>(H!Z'A+._)F??;2D%-*
H,[4'NM0.6UL=5= MN9W]VK%ZON):.>BM9RQ@)[^@2UZU]6EL9Y4,IV5GM42WWR3]NQ??LH#O/'"Q M"V%"M1^,@&T#M I+UG#8
GX6'L%IP@^W^C\)4Q##GQC^)$P1--V!A"D(WCPX MWMQSF(!E0NL1VRU,:?H.-YQ!E5]E+%,O*60^(V=*M)&FL@9=2UF684"S^N&*
MYA6Y6E>E6YR<&(O1% I81$,1R$/>W4"0A"#)%4,6_^-<+!78EO$LMO7O*V MS)^SZ<6K662 ZO#?F'-G BA)EBT#SF&-*
*TKA,RX4ODVSXL8D[7HUM2:=FDNT' M4R; 0AMX1(<:#5!G[#Z@8.IVZIT.'Q_NX[SX_FZ=B7I$,# O^]:)*YAG_A&*
*M#/V2_5\A/7W.^/E3R%#4Q>Y?^,_NX;(.)!N)TF2'13O!0" ;"1*4I&L4)SW? M3C9Z!)T^'7)AAHV\G/[_=SS_@X"'94NWJ)*
*[*3Y:V);*+!;H,0@/;2!I86D$ MW_U3TI?2VMDN-)G\P49WOJ"?>R1 I*!B/Y+)_Z(./R*"G%#3D%;A(YIMX<.'*
M=_];NX]\:V'[F>6HN.FQ#71XU"\ >O:SI^*-<:W93Y;Y$;_2OKP0J@A]'@AV M5(I%(S+S/N9[D^TPC<(,_>,PERV1#A\^)^X)U?P_P@-
"_HY&4/^/8O$W_WE! MSV?;PASA_,Z&PQ^]\O@=T26LXXC)5"Q.QR**F!Q)"3$:C\OB$+"2.!HIC!)/ MR?$$B"-.D7;?]"% $G/MV/;3S\?(-
*WMW<%DN7ZQ353Y;S' 5JE"O9(NU?(@J MUC(_]'U3[NM/^G?SK-4[?)OJU*E,O9;E:VT^BWYJURO%+->!O^2*-:Z6*<(E MM#OP@RI?*
Z[0__(4S%:C5.ZAW"_JU/LKM3L'V M_A#,]ENZ=."DTCK6_;'&/Q37ZG T\,"RI<+B5DM;E74,COV+1K5A*8$Y[XQ*
M3D3#F&\4@);$##$[7M3UP+8#[T]U! OO?_\'$Z7\9_S]A@OG9ZLS;-U!+>*8 MF+B?S>ZN/6J;J04)?&'>>Y?6AG[^J;J05>53]>';K[IG4QE?*
8[J2\]8B_0KB M:O+-F7.-%8MJ@H4I.13!3@[B,D0>DSY!_4=6;# UM>4!I5\2&:'XJ82'B1;*
*M_IA_,.U5UZ&6$TO7UV$X#GG)O:&C*JIDHV3_[_#XT@%],@3T=0CI?UC)9NE_ MMQ3 OS'_/OM3VX.F@^-8]O:/_U*
J5"DI8SM1%\@3$YZ*XS6U53RAN2U[2)^$ M_(">HP#X.FN&A,>_B-HRX%J04.VX!G(15.K[G_?/0Q-&WGWT"!?J+"Y^_+XR
MP88+DJ%:.T_6(L10)2<$E5M9[Q3<1,FUD=8Z4H>V]OL/#>T_U#T70E4(SV,! MGP?AQ=,E^!))GJS!!_^@D!IJ1! F\:_S?
%H^X'U>;IK2V%T?0-$!\SNJ-63 M;*^M_8*^;^DH5#J9/0G1^V>>[F!%&^C*^:\T>(<=5,A6O#*423[+]4YI@@ MI;4#Z8M?VNV<_1-\6LDS*
=1Y6!J/@Z^1)^C7:_B^WID=V\[]=0+G>.!#%>Z MY)GRQ*^'1P3AA6=\@+\ K:G#N&??WGY)^-'^00T]%TG(TO*7Z5I+R%:[@OL= MO4V*
*9 11UP9CR(&N!7^49I#L"TEWT XK%N58S^< GPKW39E<_^ [<^U(HWA M^4D5(*O#7D&+^9+J_>;*
*_O6>+.GK%_4=O9KU5_FWRWGQUAW;G7LQ>M+S$^LWK]X3 M_A@JSATW4/]2P/,#:Z,.XQF&G^4)OPYW*H9\N,_W&:?*
*M=9"C"W_WX#OS;,=# M6:)0S/#I FS#V3I$']'?I+BQ#;#V!U$83R('AK:'R.9$0EN0&?JI*AG65L:A M((*QA?@=.5Q4!* 01**
BBB/5<+@/O:S.Q@Y]"=\RM6@Y#-H>G\V&PG/WL>_ MV(OY#(&[!,#TI>QHVWY'K<-;=G3[<1M$:;S8K=^19*MU'&--B/JN_D.]D"*H MP<*
*?H4"H[L37G4SX!CSHF#9'WWIV>I]*Q_D'OC@;CY^\DY^C9Z/O07&PQ@ . MM/U'H:*9M/@?.0=)P=_8[_7SET.;9:$N=D?0]JO^&{$[B!KI?*
P7XTFQ$ M,\>#9^AV8(@"4$G:P=Z9QP\!E$;L@6U!AGH+9+#@01Z!?WB>+WWT)<&-K1]LPKC[?@:U[Z[/N_>ZU/Y.5$A61$
MSI_]%O@O?I=[M\P=.N(:7]6&S(X$P'_'L1A8LNSA-_W1@U^EP#6?EO'P\7.EA MJ7[,SS>]D_,!D>N\F>;XI]]M +%=A/.[7_5UPW?;*
[\H9,E3D3"5LVRDD6Z9 M[W__1_V%%7_%[]]OWD,WEA]Y\PQ^+N!E'^< W;&X!A"9#*1(81-0G1 >&// M<2EF=SJB,*]O6SIK8VCI%)?*
*-5W=G1TUR%&D.E;@9(A^V6(!+?:]Q[2S7_(F' M7O0TO*0_HZ)"_5E17?_TSV/] RH94,,_F_HW3F)3[X@[0>L+@R) 93\ :E.^ M\-*
U^4KY#)/D%.33Q=-9 G$L+$ N#O M;&U%L(+&/;90T-\@E-J8KP[]$BS' ?@LA:;=&'O,#U<[.M3(MHS=:&2.0\F"
*MQCNV>>$/L[UR#M4<559GD@NVJU+=%XO868989N$ U*C!W9J4*Y=RX+R1W;^&*
*M]KUS*QN0PRC2ANL"QA!*683>21T^%W;^)$A(B/+X $"4PJXA] ,X7'>/GO.? M%\XHX1RQ/CIR&<\F>MA,UV9-*
*09TZK*QXT:&JCY^ED,3>U8<'W3/$F0KZ#W]8 M"N=F)-M&G-^5=_LTT7BOO.X!O\HJN5Y,=Z)-UF-C5OSLA>.)MG>\MLO-ODC*
M@7P)D((#F75O4OZM8#?N(B7;.0O<;C#NK+^LB#Q MU+$)'WR6BN["Y=-JJ]X0ZE5GD]N,.IN.C-Q_#GH-7"V@X+'F3B#@*
M8(WEY'61E]\UX<&$%";HG7Q'(/0/M81P>=D]WT===$F+D7-@E9FJ%2(H5+&\ M3)?25#I_BS,3R SQ0*
*VX1KZH"UW1VE[FLN=+46)S7>ERC8BCQY0QTH*Q$?IRF MP1[$Y=EY&G: '%9783]V^[_R.N<^:,GIH;1 M"PY*/-*
*PW3N#VZWT;_$!L8.=IV1@+7@$X7(*NC8PU!+_XC],K. ZDOQKY_CIK M\S;4]\XWT7Z731F*L.3;= TY^$D!X^.^ _Z-P?*
*PM4GX_L*DVY"PW8EFS2+4 M#07)+CJ-=KHSVJ@0EYGDF\#\3/C]K)EG20!WG,(5)2E<)(4K>"E<4+RV5J7O*
M:'LSA66;FG(#8[(JF9#E<51$L8 ?A!T"786&[MG(-;+-T>#7;4KDBG2\$;(D M@![60$G_Q^;Y>=N:87?.=;RT>>J@T(3\L[QZKO.WI-*
02QTM;[LJ9^>>5AW MEE3D5D >=!?Y!M"-4I8W="EI:'GNV?5O6RNA9;WE^;B-9^!HM2@;&85&X3P-.MR*=C1,*
*=]51WF[2@4,@/XVY)@JGQ*C&0-^7/%@^-*Q>-&JYQ7,@$8PL^#6T@ M#KKL&08.P8Y1^(K#'5W;4+\SL6PWC"*'6_?*
*XL8<&!QC'!P;Z_8R"U_,)#.Q] M/'9/@Q60/1>1RG'#\">L$!N063T;^ 3%9/87,O20GZM@+9%G'"M@4&06PN$0 M3L[";C-;PI'W51D)T(S78**
[@/U/8V BZ4 .L36E[UV,VY#@W' T" MRG,GI2&MT;=LQ)_;"(X"\7T=\EV72)'"B4'(F0%)CSSWOJ/1SQAR\8UT%GR'
M_[IGN5D'DPI^>^3YJ4PGR5I@!.$10=>E/;K8@^M')R7W77YG>< Y+R+[]{=JHX MU\C"$!-T/X4XXN1VU[>?4WD/6 M-OURMU#[>'/4A-*
:Q=P^V>$X[1]V&]9 8\0'!S#N3G8S/15J6-,]!-:]TF< M6(ERE]8V.'&SV,11^1,%%_J2HBHTUU4_K<8'4U\[-OW<6LO6X'ID+)%_:/$C MH++#6
(@=-1,>SSUIJ7E&+MDKA779C#5?,_O9{IO_\ OH2Q%[VHI4^5XWO!"[M3<$KF]<)\5:
[IWN]B,NX$RE!;"K/0.5"VA[0]:KCQI;4\+AT2&#CA1E;_O3 M1[:_T,_'-4X;M82>5A-29K]6CK+C;[_8,\Z3'54<=&3-_*1[[-A##+U2T;$(

M#\$_)#%4N("8=%T!TK22I>,3D&A7E-ZZ]G1Q\K?0-P&#D' ?Y%_84_I,'M$ M:B?G,**2X#4MWQK/-BMA*&92R%.5.B'U?*
^$DAY=Y=_A8.MH$/V5DZ>?%SG3@ M^C'6 _[XB661E]F^A@0/VZOYOOYVE^AGNX0;E(.!TWAP8^V MQ6'.LK9:4MC\TM@X/)L>JJ-*
"4I)G!4AOTSIE[9FTQM"+@,_9/9O" 4_.C>$ MVO1(=;$"?Y(^?<<$]8OH_=771RW(0R9Z:]HR/>>HH=$Q79O*-)7CY,F";GCX\S?@
MWF>S7%)%/JZ,NWDJT0=M316G2T#TPM#L9^P>V'(&3VM9A8>@LW5\8.L< M^S .%2((B5&(WL5&($J+Q4PK'0I^D/ TG&GAS[3$+U
M?L3^(=O!?EI.|) (XCMCSC_-3L2VIUOQ'_L65%YJ2DB_GBU,&-OV?DI,\C' MI%I[]CQ.)7YF7!X]B/(UW>_.A]+2YY[48XF\;(8\60*?
H[UF^_)*"=>?NA MCG#KC#X4!Y\A#F+[UA/GD__ECPYDY@4 M'/G8HMJ.AGNNWU9Y&0#BF/+"PR;M,Y&?
J>.;$K<3EF.'Y&^.AKVWD!KJ\,RC M4%\22E%15!#G J,43%/!J>E'#O)C#D8[]C*E$1=1H!@#\NCXM?267"NGP1A;=58X_11=_5
M@Q[ZMN;4272UAFVVVL+::(JU=4;=C-5;9GHJGZ:WQ-CQM*.E9^G D [A8,7DLH?N41ST^UEQ@+9V*# M"?P:TIV>)U#NG/1_]%SYT
_NI#>M7R,-?YK ?=E6:4'LW\46OV^3=/\)G9QB M:2_TQS2=E\>JOC=)}9TOV%,1'E!;?>5OTEO?MQ>O'9S.W^7EOINF'UWESC\T
MLBP7V00X6.?W&O'3%O:M4K9QTY,X=QC7W_'MFYK2;4YTYPB0]@?Z!SPP>X>)7Y,,1QC[?*&]W63-5',:,,3I"O6S0_4_/@OU^ M(,,R<1J-
K]UO8^F'PJWC\8<,G=VA,9)4^[GA_$I4_[#6'>.\]]JF ML-G.HTX4<*IYVU]ZDRUJO6;J=[MY]MS@9^_F85"1RW-\F]-
SE^FS\D:_7@2B)8@N'AC@ESYA!S0&E MZ'CVP='71A]YL_W{6)IAG[VB5$^WCQ]^(_?GCEH,S7X?_O.=V9-L-[]M+RB4
M>W%N%W#7.X2[NTX=ASQ/G)>Q]E4E$\X=NQNA+O[,MWGD0G7V013T@8Z\\PN< MN;5_T7??P8E:QDTL9JL7!>MJ"# G$DJ!>K'5-
ABK.-$,+?(09H 0K6.U[M## M!*5.6]L'+9""%8YPL*[C'![I/PXW,SMT9-A?]@-?Z./W:V3PT\K>00K?4[_? MBYE?
[;1K(;!OSX7RHX&^;8*#6HB@!//M1D)>\(]TW&;/U_JV_OF=YG8\O>W4 MCQ)1D3L#7=*'^4"95FVX; L'#$]I[&>#OP'FB
M+7B^#/^1KZ_#5Z%1U'$[Y2741+!KTDXW@5?P\73.+BYC^. "O:H MX]N;O'"\E,+W.+U@T-"QUNVCB_F*W*Q#>-/\AB\
[MMC/<>NWQUUX3L7@^9>. M5K'[_JLI">I8H&RGD+_.'=.(2@+YRF M\(QN-S^ WY.GL#-7CX*^?F+!6SV'0B_ZOKYLN@49_ ?
%01L9JZ4[@-OZU[<9 MZ0@_"2K8U,=[/,1D1KP+!1ZX0'% ?\8Z+|%?:!S^O?K\@OZ+^@)'"HH&*V;37\6CPM'Y&7>E
D>U9O&UUAP_J;3<:R=A+GE^V$3JNSPCM>@.% ML)5H[MK^'+OJ_;@0.B;QL7>H_3AZ#CZOG;#JH7;)JRYZ!SCQY M=_0>..A\G0#M@-
^##8>LT?D-R8Q.XZD'+4^_OG)?FRAO.][2>D>.*+H2V+\ M_^R]:7/B2+,V_/W]%<2<UXI1$#)8C82A,/"").SUG3;F$U/YC$&>YYH
M%A)='@1:PJFSFH<+4/1L6KB%GB1IR$N75D7+TVSQ]X.KP^ M&XZ]VU&W8BSL]?8Q&MIU<9B> ^AJ]K_NFX37_4N*Z#J=EJ$YH
C$E.%$;\B. MTEN(&Z]%@=^HHZ>E 4XV5D0(4/&BI\E: MDITI\B3@CBTOCV@:2YTP0L.%]6WDZRZ4NX8YWGCB9H!BK@><"A^W;
B^U=!I M1JPE.$MLV@SE% ^UB4DZY.6T&&@D^^.HP]O19" K0P=6 MS%BFM8PR7P:+^S.F6:5I=M&8I"9ZVH[M2IWI"P!,GC_3
MQZMPGBE!X,4@]/S#IG-"]\V:'U5RL6CQOC+L*6J_GT\6]=@ZU?KC7T)RAVGS MAO-
,OF]:COJ)NT'IR#Q"B'M)2WM9&EP(\.Q&H'8F$%RLGC$C1 ! IL1%71M.
M(2TM]"8R@OXBA%5$./[']@TL/)0O$D7[@KIL)QKAQ^4=*>J%+^#;R;'H5/P'\),3VY%!%BI1A1"3W5O[(>%H:=<70I,]2.1X\7#)>V+)
M^#_AB\C^F/E82[8$77O)\G9&.WDI[R-G4%@/JGOB^J/1#25MPU :60B1#UE M-P+N$#=(69#$% KE&!9(0"$3@*B7]DP2BH [\I+J
@_XD(.M1$/?%.>%@AI# MH <"!GQUCFAB'QG01@!KC86=S,8D1U:/Z/B*N2#LF)@-E]2=V8%L8?CV&$NN
M[]MJO'S7B(<5O5V5I\KN>BY_?5_A,3^WL"9OCU@3$]'+&8"50QHA*QIB2QK M-
<6?/'K.WN9_NC0H>KB&80OQM96.M<%8_6:.PSEW\'%& #%$.F$#)HN9+1X M41S>QL.)_?##O%S%87<.4_'%'&.":.[
.G[\SOP'S&*T>2R'>?A>_R'>BAI MKP3.GEDH6/0+5^D1%\245=44T:9,UJ*$QOMGNHF8.500\P:*U#<.;$4G\A_443([M#,Y;GO@W475-
75AS0">4G15W(0F7*U7!+@4:]*X [LXGH>H2P_$9L<.%2IF& MG4Z,J7SZ_AZN!C:A87B<&[&@8=PXQ1%C$8RENA.A<8QL)Q=
(AI/!0%MBU-C(9>%E .$D;,&2IQ!CVEC^Z^(#[;2F$B""..M M$'< $X.,#+,,ICHD6R)6B+%1F+_5G9A",R\HRZ7AED'^'__L*@BQEHQP!?
8M7D#&^_9 M5$L.$;X_HCUK2&MV/AB2=>KPP;X?_^32:8R__SW+VLL#M1[T:>#OW?(C@BJL3?W&P7#)
(I:8%0V;0HZ533&!,ACI"9D]0E7\0%3F* M$[I]$HT;N7XG&'(N5A7ZP(\=,31]X"X)DU94!8 5P;#G'CR6-49-9L?LI[.V MQ,QGGF+[E$WL-
7A87@*TA87@!;/:4&$%RRRPM%4+[,.0_[@#DF& A<63$IU4 M%B $6BYFN0"H)L+"P%2@.,&?" (TG5)!:++UG^-'1U1=&Q:)?
U&Q4H)3#4#;" M><=0]+C_9F]Y/Z5N,7E(6S=0D2!Z1V C36=TNHLTS^<^-%AE39:0IDG.PC\.B75NPJLZ9()4U+W M5L(O^4N$;Q8/E]
<1XK=:M ANST$F@K6RP0HT@:>-HS%YG7%473"?&0=OOXX+ M*C.2X:F!/Y0+^2(HOH^6N$)AT',7LTG]Z=* @R
"#A:>S!1PLR6>_.WXVOSY@?LH/Y;%EH@C= M>)]R[;>T;?R)!HQ'6E7].DE!J7-2VCD[5=(2HN]*BDM?OP=3P843]+^_6DW MO(]*3
0A%N/2PFM)T/6.J(WOB[!&55BFPN]\=7;CN!W [22LZB2FDJY@-RFF MXVRY7HCVA>[D7]&P!NBR+
1CN*+)49Z8B"TV+@.=F;):48A]\OP_7<&&*?C, M]:O3U_%7/?/TUP5R_'4U,7X#W38.0C@R#SV^JV+^1$1;.1[_N/?!EHX1\X^
M>9UO>@M;[^?N1<@%8>%,O.$D<4P/A;!:,NA@"P77]%A*#X?9&0CW+U1\HGZ& M.0]NT3>KX':CBY);/G)$:>/48!
(ZY]#Y3E!ZGS*AU!QL%#H"O%=!U,6)K4X4 M565ZK6F=/D+LL3BH_\!--N#6/;JTO ?*N_ B.I0IZ,I0/$^R!FOR%*@V17LN#X:V8;+T(3.
M5%!PHX]HDQHGH^%&{CD/F^&/=_$\^0V9'1,2C9D)BZ9]\UR M'^*DM3GY&ZZUZ=CIW!W 4HM=AQD'*!,R.)BT?2*+P_,
(WO$/+''$DV+9YR>B MG>*IS.VWXZ0Z/G3)=!*AQI29XT"0'^:IC!E#9J6ZL;1\MU,]RZ;JA1" MR5YCN-
C&1^6TUDQOOWPVXA&P:C;9DZ8E.J/@WBHT20QIZ[B7H,65;BS(\T+D MS(ZP92?0X02$P@P/*T:ZQ$4 M]DD:.">@V7!$/<
:,.W15#8ME\5RI[+[;)K+:/J !/ A\[H$BM1I[BT3:S1X M? ||.9.4PT&@417C.>[C8'JN$LARHW%W8*!$)*UMB,?MTV>;B>X?T6? M;Y
+;@19D/"X[/<7#=*2*/<)CM[%&\-QO NH^(5 ![C)M:2%T L2S)&LZTOJG=Z\GLEV?A +Q$9XJ;XTSSI,S:,R29#VE/JZ<&*".,8JE2&PJ4=@B>
M@C&$5EY> ^$35_B4 :CSR8*Q;*"&<<%C *8(U"V/Z#]R/A,3'W)! ")Q9Q0,7X MJ ,<2H?!H6)0M1/^_<5_C78W%]/LN;ML!:V%Y%"-9.YU*.+
M["D2%K LTJ$"_ N._!/G+FL.&A/AH)F&-6B#)RK[H)CXJ2X]0+2TCDK=(-.W M$]LK95@J1&>M6V/8RPA2 *QN8Z)!P]I#W1!I3JQ1("65#,
)GF*X"SCS1:!#[!&T6]#T<5(/*+[BLRL:E=^BQ M"@);G*++=/Q*"O_9Y4]VIX]%) M&<14,>.UK.QA0%W7[.CY.-J]O5/V0L,.Q#IL*
(;6^'Y#+A,:*CG]R5B#>__C MR]]X(MO\B$3DBK[[#4<%\BWM 8PM%H0'\\I-.M*#:OY*.*UM*G:\Y;_==^D0O%8 RNV,&\O2Z9+^JEZJ6?
D'*D.79G@)+!DK_X'.MNB13+CDXDE>/I.A(7$]0C".*)*:"<2/NT'[;USD19 S28^$;;+O!!KR7.N5" M9&!F"V!@$/,/3#@9+%E(M&0Q]B#E?
*/=2)6%1A8(1OEK)[>DS\DMY^267R&Y M)?ZJY);$\7<*8L^7OJX?3>H!DYH(:.M8=HKB,@S396Q=I[1ZB:ONMA!5'N2IQ0-
#W1=WD]7MVA4_D2J85D[*@'XO#BB M!5FHLA9J4F]WH"UZY?*"5XY[E\O-JO])R]4_>=?%?$0<*LX8!%EHD95CKF+!
M00R*GO#)]1)+!J318Z,G#):5U&JP[@A-$DOY(G#E(&(X^)D090=!:,;',4O21 M\\#AFMS'VV%SX%M/RCT9C,1]N?0R86PP?M1(>3^HBT#1-
C 2"3\A I1)@TU. MN)Q".G@G!<14>S)RA4'1L>Z9-7]$L\=6$*QN:HL9(*(%81S?G R($FK/>1 M/7?!@*!UE>,:1E\9/HVBDS!'.XU%7
0P.V>KF-AHEAPY.ME]}6'SYE-F5MQS M SI86#$L(T$(- 0EX&1RDKHS%:>Z UK=LIQJ82KLQ!^\A!*CW]3*$V]LP45, MP>7<>PX/1\"CW-
<&6;8XGP>%=O*D?WE2NF389FI=2A:+'%R\%)RTU\D/PE*X M 25/,*[1GU"2TQ54L$^WIO>KV1JIT"YFLEMJ* MR*3AU^"2EIWI-R:'Y@\G
J2!P@,#2N,6DR]RJ7W?4J]*TT2DT+FZJ4GQNC: MCF?_^/=:/P0N%=:> E0 AQ>=PLQO\$1W[.=BT2=BXMXVXDX"!-8_"3D6>\SW
M1.'L)RQ@_M.>Y=O.2LF&W37#B\YNW*@TDI6(,?_ZR(?^#:'8%$\M2>S)1$0'UTSY) 384)4 MAL/\1@2IOY&V$Q#1[ITF[WX1:2(TG)E
N)VZK'C9 M% 9C?T@<<,@B>OY41M\HOM;5I1HL\CJB4/ZT $<*[-\@:CO?
*L2C(5MHP^#!I^^0OM/=KX(9#AGYB(3F7^V$>8LWA^5CN4!'MR MF%,4BY6)& YN@":CM!N=%J[1&>H+GJA=:8]3?=-'/6WR]3,.7H&-
>?(478CX MOI Y$*UZ.1ALSR@@,O=)1%",\B4 MQ(EOS#+$-B:T@Y$&PM=/O$8)^3)K^G8T.=--@ZNW7M6AYQ^^1+L9& Y)E$O
MKXDRL5RI^DZ6.RR+MNMFWE_N^)/=*&L70IG\:QYGO9YCFO*C;=-'%%\!FJ2^C/Z*2R8.T9?4J(;66 M#R=G+T=3JJY]H1T(B5G8I?)
YH[S\,GMI#6D3M\D^_V,_)]LJ\ MVPS$)& ,*\|F*^9U(K*Y4D^-\]JOK*;5\55L6KPC@W,X93M9&Z MDO/
OB(7R1>RKY,K>XY+_L/884H0N*FW"UPH(VA,D(::M 2BIFA?G7"+RN:
M;C/F72N6"JNSA1V;Y#9F5GFLUC^;)_.;@VB[E*O7"S>]Q6I>NF\T*LG6'_]^
M(!7$/&00^=W)8)I1'F>W76M:D'H%O6EM.N'"^^UGB\:L=AWK)FOUWHVQ4!+9 MQUAT^_"19/!.VO%S%3O/ADOI[7/%@EFX[*]
M7LS+S7!RHFW2S9NWXZ-IH#Q,KU*;[FY34-:[S.4PU.]?#UYNY)XL MT/C+D,#SKHZ/)H%JRI0GPT[WMI<;S>V6LEX6HU+V
TG@=U9"WN;G^&@2D&:+ MV_OT\E$KY*:M428=W=Y%00]-9"[2[Z&#_.L,8H92KZ>
MZLF;E!R9W54MJ736++Z2B^.C2:"7OQLLE@UMU(N&BKI^:\=Z\\>S8O&%_!L? M30'URV3SV]I;Q*JV-M70@!9)C%';TB)^I:GP4_+
(JB9FVW]ME2&;_(Q*[29/M9N:I_MZ]ODE8:TFD^G MA=VPU=@EK,'E/)T]$DW\V-#@[TP?/MQR/4K(!?)I.ZFE[R,YM>
JK!R/U5K^KN"OXM?]G>GH;7SFH\7NO=[76SNSNBV4 ME)N'L'D7;;5]8YE+N*?;9K_SM3Q)B[ST<01OU\/K\)=\W$AMXM)JS9OM1(]
M(H$28;_B A\%RU^-\56QWJLCVT@9$EM3&IZ=JT!M ((CS<(92P M7=>G<-W'R]LYVCL MAY@H6#I-\7V$ O>)35O#.&7N^Z78/H
H3K<.+RS-7D6]6()-RSX(%2DF5ST$ MK"<7$ IL+*@.MREJ$%T$ 2@0.0(J$71",SS\AFO@)C."NP9S+L^.5+_[\R(MPOEY<6*
<+J.G:J7Q'*/T*]OR-_Z[*F &TR<;'5;+[N=LSE7FKT[UK9A9V M[EZ[NAE85GPS?1?LFCU6?"6K8[)I/5/V5:*5],H87V:T9;A:O(G:Z;3^. ,<
MXD\[{'<_5|_-S31636|*-\FL?-=>QO1[^CMCZY=)8U1*WM4*NMAIG"_(LMNN=@CRF'?OJ;M6;]!>E[*9Z MN='BRF;T\G#G]JY?
#WRNI3G/Z=4R)6(72[4T[.0I5AHGQ*:BCGZ^FTEESIBQ* MT8=,0TU$HML<60[M$ 7B+U[HD0OO(DIG-
6^FLS<^X,#^UWT3<&!L,@4+%> K%7BC6NBK M;KK_'9M$P2HN'^?C3CLY8AAYJ$D78U'#"T%B/;4Z0H>8HO/,\VS.GU1GT6=P%
MR"LT?4F.E:QM%$/7&+(CN]EO9'3L /9$K$V30S,%Q;:*%).)OA'ZP^@4>!%@ MA^@$H ^.+)DV(G[BTKAP,7#%1:"W8LW*:8-
:X,!.'SJFZ@11=6.J+B)\NBM. M02P925%TR=Y%YR*0UU55 M>8Y:Z(TW05I\5@&%@'/+].N4-)1>0NA;&.%.&NB2/D?Z\%UP/R8
MKX#*2GD

QL5^8Y;Q14"0V:RW&VT@3B4=7.IT MQ6-M^I"U\KOP'=_[# 'R7-A;V@V4R!NA)SF5AZP1LZ)YFD91\?)$CW*AP^FS M#)TNY82LLX26;Y3?
>,!;^ZI?AILT!K9(%FN0:.CHZINL_AP+5V&-Z7>S3:> MUK3;QTRW\TV!Q>A,OXPWTH&]H"VI3=9VRO$_DL$3,@>HT'0\2C0D_(@':&HK
M""9*]$S#D!BZN4E4+-GB!YFA^RJT_;'$G@VG;J02%4J9*-2!YH*TDT&X?7GQ ME13_54GRPR F"&O1^8>TBS<7%-CNAX($+8.1_N
MRQB+P% M&X.S1:*=?MT.'4+/+@<"%30U8H 2 E&?L M:=?X:-BV$>B7%O2,0P^]\EWPN%,CK(N3,=M
M'4\&:))_F;"_03L$U@.JF[7]>XZ+<^W7J M5FA<@GS$;E(.U[8@CMOP;W7.?PBD!6[A]-&V:SM.+8D$Y[]/%39ZSI,_K&1
M=WOMI_!7764]2PW>T&K:2 ML3AZ$#W*M.>.Y 8C^*]Y;2&7-M ^]*5%7%#/8%EG>],>0OP&FNVJT,-6=7IQ M\<,_)
(^;8!B":TML0DQQ\L[$$X;Z B1DFPSCWV&ME-&*YU&:&K),F1N>_,) MQ@JLQD925(H,QF3>

<9;+W1X4,QJ(@4L&MDZ(*^8R2M9U9$\^2!,[!EJ*_'S-MKB+K@W#TU0YLF<#NQ:#+5K?5,2,!'5Z&=([/-\,=+#3\&)TD%L*24%3(5L MFF2XG!B/!O_63TZO@PW*M=FFE:[*H%4';9&B!!7M IE^BQOK(8K/,*M5CZ,H6";LL/M.V>.2,"(83+M39\"VX?],4!-@MX/Y"=JKVQE=>/$XX0^W_0Z%C#%YR/LM.GX],BJ1E1TV:#]M*8_KK("T3*84B80"#4?,<155^9B'C8;G7QZCJ 3P M/W[FW:T;\=:/""8^V7D53K8-J >:V#\;TDW0OO7IU.&#H$_6.LA6#)\"WR7# MR2!9?_H4W+LMS&7-8S!3FOQ3H+I5.X6Z4JH^QH\?4[3@!2-6W4Q CI MI)8E'XMS@FB[47*.I*VCYA,%FJE11 I#OV0R"!NZ#U /$,BF&1'5P0#T$%UA MG@GUULL*\DK:31Z^HSX8[%$DG@G(6,'GTRMY?VUVKE8T=T]0(?=Y"KOB5&QN M?Q%1TW-6DMK50HMRQSX0NMRZS5RIX>=PFU,/?X_U1COI:FL3:4IE;'&L3%#E&_#(ILC8AYC<-#"/D=\.D'!W,)!!=U> M2.RS*V8-)Z%.&G%7-[\(7^V>L8O \RM)HP2TY?!*-TW,R6/F &J:'I6ZK.3#IPA384A29XAO9C+O"]309>* M/+)A"$'F398%=6%OD#R+X:6\@7;T!&[H.?+@$E3!XH.$4D_V+C$95CH:[X07 M$69D8],@"5%.]$V%CZ)'VO$RT_L@7C__'PN?X_SG^ M_RO$_Y.OBO^GCK_C27'V\0), (8S)0*Z*3,BKO+@A"%4EC,LK)8) ^8H)QLGUM MB'\2<[SXM7O-OE[^&D'+^90H-Q9B9E&5&PLY@F#B'55J%I?&8%,9=RJ]7#:[M+24S\T>U\!T\$6R>8C)D($?%N.@!.G4?S!'H"2-O=M\EKWW)H5\8-WR_,XW$ MIG=_CT&NX-#*'4"064AN"_9J1YRH 3P\"[Z^1SJ%_3_<3 PM"UT >YDHDU) M"CLJ?&3NV7M)YYV#8W1T@J*N)\FG5I2C#X$8>HTPQ-L,WJ^CIVRP201M2\7 MS6)O>=5NW&;#_5D*ZM2__"F#J;YK$C2NV]O3GX45/VU:2]'M'+H4QH1D[DF$ M((,]$EK'8ZF2M]\Y=$Y]4-!2&0D1."$C1#P=G:H)1-S=/@#;_1F53W7F.W5"VMK*L,7V?VNLCA:PMB+ L#U3L MC9U=S6PD80WH@,T9'[%0KN4L#\FQO5S13#&\W.?5;,X0<5,T7"/*TMSI.G/# M44HLW"A&MM&>L<&3XKZ0=7[5B?VUI4MM$$N06%V&.,49^0P^F!U,UC8IS^)3 MX3ND:"N;N4CH J#ORGG(WTB:%J9,< ,"US^$#=*5*?_-__'/.YQX.DL)WX 2 MCX0-8PBITDZWK;\QJTC4+[D%0GF$99#_QWS [#(X#'_\)?[P4P/>R+#/DLHL M,SQW9*S_$)EDR2%RK$!,0UK](PR Z>N0!?ZD0962ZN%/["O(N-O(;B 2:MFZA5D:"BUKI3XTF1$Z"QAB-@,]> /;F&XJ?3',[^3'@G);QHJ#$$!P[N/6-/ M0FT*HTY.ED"$/ '#EP0I1&@-YE M>MXV0<0#GJ3*%04G&5/0+ P(&P%HB!A%GMO$=L>:40,R? P##"$)!/R2:38YU4QMH ;VZJ=> [.!="!G+LZF M.QOMT/ 8@*P@(T$G?P/T#+R8/]Y/U^VZZ9-C94+4?'R-,(<8W8;U%PZX""@B:0 M44O&=.U_,:#(7Z ;L21*P2[1TRH(P^<$3,0EHN#90A4-D)K 5+G(/.061SK"-(84LV/$^.:(/ %R M8NU#5A2@9:,!POT3JEH LHLM'!+^PD?,\(Z],-JCMJ MF P\I]>Q^"L0[D6@(QP+CKU""CMRO$[J MCFE,'_94=BEC+^E#O6]?76J36*V7+%>7YFW?-.OI[:&SW/^Z;Q/%1?\$KLJ[MNF\;JY\K7P#P_'"RR.\PL4894YJ(5;A>^?N+F:WTCHO0(]WM_>>(117EH8,8H MS?(4'N']Y=@C@OQRO.K24,93F6\54?'VWE:7?%]D?/G$,"NV)A_>Z7[!Q*T. M6]I/>IS;P[\ /O'1:!C=W]ZYF7^^:AOY0.Q6=W9")$];##UP1^2":MM -Q M)Q.M[$^H4*)N17@8$P;D0? I^997EZ '4Y:<;&$P $2 C4N3U6/>W-G2 X\W^@D2>1/'FN8$-D&4(Z'Y/S0<(RC)NTIS!9R 2?#!,IN.#@% MQ]'1M&_%>AP-BX&P8FV_V)EJ1:PZB"SQT_K1_D2"K.K !6KSI,+R&K8@ M3W/G42!&W+D#U4LEQ:2/O^-)^^ T>JS$+3?P6*Q6ZH[']0[$OE,4X2;VN4F& M;BZ_(VY>(&H!//++-P[\4"[DBR :_$*)$U4D9+P"A_'GZ\K(XJ& 8.1X \.L MF&QB&^C[II5D)TG'N:%N@Z/Y-^KZ*IFYB<R+U;4%JL M:S1+FGO&7,.XT[]T!N18-?[+#I=VH4*UIA/Z]QD\]6XYB^Z\"PH?;(.HJR;L M%Z1V!PIP(6,H=&3.@/@%/MOG&DY"0A1B>#RQ&Z>G=E@7[_XX>1:45;/!CYP0 MA+-T;A:&YN/Z9ID7@Z(}2I MIB,)EC_FOM+U?W-H!F$$-)=F8LA0":V-*1Z*7WP!43T J$Y 'F#^=C7!EXG[]GKXEYP"P\]%F$]&$ P4J#%DX$T:K6Q^8CRP0(HG M'J%@/0/4\ ](@H5XCEX&ZHURBDR7AHX;GV(50C&Q;F_3!("+ $$=>/6E('D]9M MBZ\ZQ25AQQ9^/*\+!,IX=$34SJA1BCLC#)U5 MK<"F^D S GG):$@%(.\3$]$A=DK#73D7I^ M$1%?L_U#,<1.X],YX*Z0;+:A7%#@37X.!O/11/[EIL.])"ZN*M3K<+',7"B4 M1[A,X6G73H'2K/A6) [.#D:&Z\]4"Z'5#&=>=<)0YNNAT&*IW#*1A]N(\ SZ((M4V0=F"+[03Q._@?/!CJY".3]EO@ O.D@I/QRY"[N=<2D RWD@%1Q>!*/TX&^\%IOU1.>@(\LO0OL(AP*NK7"(M\]%H%/0;]GG/_.2\YS35HGEY.!VMFE >^\-UK[X*W]S,[N^42K,]RGZ']@E! MU_XR51(>M59$" 0:$$9)D8, ,0"8"5&XE#'4/SXL.G*Z431567B\!WW:1Q M6]>P*3:#Q@&>BA@1/+$-,", ()Z/<2!RUPW/,O2<+3$7D4T\=>\]K>!\5JD-N M(8]\#!T\R@?>['WTF_^0MRXHW,%*<0V"S/DB\$+&D D%X(B]DB[F-_AB*W!7#5\GO@"HAND":CB7=H9;T ME^065%\R?0*!7D^EURO@C:H)C,/TZMR:,(E?\)H^Q&V'6_010ZA$EL)=(ZS; MD:->@25%;-S#,;K=AG2$_!-U18F#":K*VN;H\/CDX'X.U%,S'4E@%4&N&.P> M30^C]1%$;2%:(5]).QSEY.!F6GY!#'P=3N((-<2A\S[D,E"#XIB^^QL@>(BX M10;)*)AYP"EY(9*S08;/-%EB4#VLG!"WXH?]*O.-896P%A02"A M;:XC^V0_"H:L,-;]N08#&YT6S(&=:$;-UQE(3_M[8^A#.C1A$8YMA'0E#,ZLA=L5DXZVQZRB(AE(,89_L0]I/B%5N!_ M/Z-!S?,2P&U0$T]\J%4A"HLZ,:N6]K+)%K%HZ,LRFV5CDL.]1LY:U(TL/V(Y MYT T)@X#QJN<1C9)H9%-H? H8OAPT*+W21U+\]NJ:O1>/O'OZG$1?BP+PUA MS"K:.0A"O$\]M 1M!>8I\@-YC;)=?_%NY)4-X7*X%_28#92>-+^44M?5WJ%[M&S'O4U6SQ,Z^\Y9$7[\C./,&FSAVO6S"Y%^Y$6)'H?5\UDSUDWJVL.R/],N; MQTQ_W"$;D4Q=I&.'_%#,*-%3'FLQL#C/\;%U,.$IY@KHC-BT:]3*DP/DP.< MB?+F"-+=*:*0A\)X7[(HIN/Y==QC-"(WI9T.&O5WX2-K94/RW9\'5*RJ9"\^ ZA>I1<(9QU0)SVE[+C MT'5A>L"V:,\&N@<X45 Y9*V$IA^+)X#L,<,U.MT);=;SRE1&X.9 KNQ1 Z M6ER+4 B+>[-5':Q+K(OP8.<+!0-=.|)&<#IF#:7ER+,6$!0$DVGD93'"/$5Q]-E/%:XY^HEW M!_8\;[BF[,V -^#S*K<;:ND48V'NL+20'3M:+&AR#6.?>ABA2 ,&'@P8BKD(M0=S83?HT> LSYU)'Q4);B[F>CL5X/;89+(8#U/@*U.MX*'#\("K_GLB+G[=E M[]9L:')GAK17KXY[?]S]P*?V[OCP@*(52=!2%MP-"ET2Q,LZ$S-5&ALX1*:&E=UD7!::+F32:6 M5<8L5^1OS!ISB+R)T1KP.T#O4&K8/N0]C*CY!KN/K!H[< M U)^4$V1@]VQ7&*M/GQQL,%1KNXWJ(N?:2P3?3%.)XC>E)=;_8S-WI9"V4! MZ*:1R$UD4:G/A14RBLXLOQ/E9G)P-2(HUK0)56P4Q,B!4&?M2X*^3S4M:/]% MT5@'-#7(4%CT]2'TS-Z_\R@0+-XH+4W^&-P2 &1Q*A#X-IA$V'(,^&,>.?H4 MTT9Q8-"V @C1*&-9W8@)+_*:C:+*4_GH>)_R^G%]#//A+7/OI!+6(!O@9&U$,!K:HX>BP0A4@(8C5H;MG;9\GVM MM/T&FBN=68!,[<15@FP@%@S$#\KLH%-#*AX.!L3A>\H&R;_[>8?86&/,^+V3 M&$U?Z&A30NL1-[&"B56O%61S]B8-)PRX@WP1W1"C7^M#2.UX?HB(0N*#)87*)SNS([D!LWK=&&CE&'GY$'MK %?R M'P7=*EFC!=]P!^THJ?#(AK.4.QFQ D14"&>4+CBWJ_V#QY'UV:5+22C9$ANE MZ*9+1->-FI-9.Y(,8T?>2M5Q>, Q?'CG]O;_215"X>QCV W(FC;@PO7TW,X$)F@%(N8"OYX& 7WW M2EAV*FN1? 28YUB,"P./KD7NQ3.&=GZ$IX4#$%%QOT+C3SXY!,??)D,*V@ X# M@M=RE"EQ!40\%T_- >-PJ'@";;4P20)Q1C92X@KCDZ7#9[M] +1<"03BD2# M1!>"UD031\,1S!^@0X\@VD+TC[608LQZHABFDR4,,R?:1^2@FA8<%H[(,_'TN\F\QH&/BC6F!+TNY>AUFG>-3,+.W>O7=T,+"N^ M\02VPI[5LB41Q#Q4SKQY;G[P6Z;9< M35_-I4DX--S4,O'5Y4T^MOVXM4C[]OOURZ6QJB5N:X5<;37.%N19;-?[;+)8 M6R&U_3A*3L+R5EN7IL$NHIE_WYU7AT5ZI$";/0\(_]WM\0>&AH3@"8:2$ M%KPNW]W7;TPIU*]3UF:K.%FOOFOK(\B6 M-:.OQW:M,] [,2UHJ7Z=Z-K@\>TYMS]&3F=N\NY5S,UI%U>KUH]96Y& M1V.[3BS&C^#<3\Y]V-PL$O>[NT+5#M6;S?CCLKM\?X'NG7MLL-9KN*J%.WV MEHE4O=7O>QU_'<>E>P_-CV9D"V36 M6E!U@H-_.;8P6-&[8;XRC)P,!;Q>\6<:)S\/2O3!T0G>[41H=I*G**&V(1_& M*B;M\OKZIM=(+:3\77S1R#]0 MA0R^U4!=)J1B_/>OX8E"&@W-1>*+Q"C3"P:R[;ML,%!33"NGTT]LH(&./:1\MD+M-Q.\Q3Y'7!$P^"6X"6=XNVX%:<-/0N;.0FLIR=WP6?D*W];5^$8CP@_3< MLZE\H6%NBM:7H),IAM+U7?,^8^>\SW/>Y[?)^WR:7[^"NT=/@:[5Q'P-GBBE M:>":X,U(_2H"X72$0J07ZE6L5.*Q?"M[90\>$[W[]J$5 ((=56=D HI&#\&*W\+RI,8/70)*E,02XE^(NL&MY#1R" MDHK%<;0.AN*G&?H#IG014^%#BE^X_X3OX#S7N;_-;Y%H05*:ZJJ?V,BQQ?;U MU2Y<\=JK5VT[L\1Z%[)YN'.^&S?813K1^XPM+=;7U=2\N5DT&PVR<9'(12)Y MN&E.W5"0JJ*:4$\F+"X#=G_MZOY,Q.&-1^4UE5XO/RF(5.=;RC5K29O;9+K5 M[96JY$G)KE78E%I__!N+7/@4$+%2KO>T)=\S:2=/E&]#68E!5*%)XTG3>)S: M7>QWO%PZD5[? EHRG:=_UN[11DO[\8EUJL!R:P]1I8T_IL+_0X6(".U!6.KL M46S\#Q[]AXHH[N(?R\H TB#5 E'7K%WV03$'P 0'66,G=48*YC9E1[3Z08'6 ML\;JO*FC?VS Y!+P<^KZPT5M3)!OXJ/X%;0^%G_.LIM3E<;-I%7M5@JA_)U^ MNXLDC8=P]BWJ#1>/0A%N4S(:!@Z+\N@G96-IJR? GUSMMVU/BA4]VL-R8(X@P M$(TZ'([XN$]/0P^B4$9,0V\E/[-V 0&%&<&$Q,F6S1CA[Y7XGVH&[Z]#?V=R M? BIR(-8KX^NO;7@+ ^8!K4]0-X&W'2?JQ(:>CO;B<#,OS?OE.&F]Z9IF0M*[) M7X>>'8Z[ETK^>W#>GZ*VZWLM6FS? WJF+4%KJF>G,,'8M3T_!/,OE:K.9J%;N MPLME-%5ZB%Y6TX/LEV:>W@H,)X5V/W&-K@@M\>)YM1>!+]0!\?7!*X??3Z^\ M/.N5GRV(+]G-I<0JG5(3*WT16EZ-9^D]HC78VU.PQD4WEY(/IM553RK)M=O' M6VD2:WQMO5+Z&;42"Z5=`QVV-3_KFF^"Q#]2UQRW9HCD9AI>+. [VU&J\3 MB=7TJ^J.?K67HJ0/BMV5 .#LUR'@Y_*VWX6@VS1WGS!*:RU0C$56[S)HX#GXN 8 (3#D63.[+7RN+[K M2?F>$E;U6W_KWDQ+)Q(C!"\@J+F3WW^MSZ#\7>^W7.WX<(D)\[;X-P>&JF M9[WPHC-=C4J=S&JE]6^/,?(C(VA,]/0@4AZQ3#H4*(V<3[T/O:U#]OZW:Y MB]V5L\E>8VVE*^M%J5V.9>$X1>*I8.(K'2_'YBPJ%,+B_(B$!#R$L[LZL7D-DTC+I$K$KR?Y=RPA?2 M;G2V:%NMOA[OV<90[S;ZIB&!/S+ZA0C7HM,-C,E\,73\F7R_+_EBCNO(;]WV M'2EYEI:V]4$ET@R'>I>15O9^L;BZW/[Q;^QK4C)O1"4VQ\;9!=BT RB" FSJ MCD?]I[%#_=(?ZZ$LZU'GWJ0-@IA^"1X9BH!]O_O=<+1VH7V M=WP0$D_/]/GY]/G^*O19Y987$?B/4]VT#TD9;>I.E8^&,IX*@O=1+$[J5.; MAE5K_M<$ T^Z6AANC<%';&O04\^M<<*J.8#H.W3X8^M@&UW_;V@,\=QQPY$= MI_O.(Q;Z3[XGWSPY;]V\+T-59Y$K?]M0KO/HP*\-L#J[M];+KCM[2KV:1%HVQ?LT0*_K9%?.8//&>]P+Z!#2.(ZQV(0_2EM6KA-1: M/IRGXZ>44 QMLTX(%"# (3OS*3!M)R'5>PEM;>(O#K'"B*!\M@;!V3A/M8) M3BS>H_HI'DP>U$,/B'.!%ZS>,=G\QD*L60DA:;F[KTSH;R:'ZD38[%U].N/V MV&V'!QQ0=_G:%"RQ:5[^8D7VJP?X3[>>;$.V=@'P^-VPIX%1R?WY^N8V 3; M37O!2861T]>C9J)/:+AW),/$R2(@T M"PB+2/-UAAD=#;['TK\2;PK\':Y] M-=;TWA6X^_!H/# ##7_+3D-T-P CJ-%NMPWT7+&83/8ZGHF4$NMV(=26IU4K MUR_E6MDWE.R*W;W=D13)KF6Q.MFW/'=P.39"VUUWW0MU5[UFMU!K9%?9/_Y-M^31:/)G1R!L\4O3>8YY UGQ/5(G$OK]"KQ/7N<@N<#6UP^RK)YB(/UX':B$. M4L@)\/P/"]L]PH$YMS"Y>? 9BA0#H6K :P<#PY.QQZZE=#.3:8GYE4FYPN0 MZ(] <*W0)@#$*^7 U:&7. Z*!N@2]7P-%HE*305GD#RF0DW9+D$2F*D&?(S*W M)6(^CW@EBS",8XEVKB &59H!D%-)I[AY?#[S;> UWH0_]C"&IJ9/*=JWL_C' MQD#3D/:>[_OD/[&A#@7]032C)[='0,QZR4[A8Y_>)GA1T&=FSVRR9X+/$)] MJ-,D2^R9SM8B>#CJ5VW#4SOH&>GS6TRN/?*4MVW^D4W_U1IZQL_3F=@IU\! MV"GZ*F"GV$F G6P#NG);W!8V1?8K[;'HO? QUM*YH@W:AK0S1M-!L'@.XT,9Z7VL]:@7D],__DW&+WQ@G;AR M^F.?FSMO\G+SD[1P\0{(Z6CT]V>/B)JL7B8T5LP5,8+_5C1H.!H: F:FYVF" M\/*Y_3,LD!_*GPX'Q+\H.5%-:KASE!8_E<#CL?GH0_-\V1 U2K&$'M(.T8/$ M+-%HNUJ)E9J);,%^B*VN.\M9+=2<_LR)8Z4/.6D%F$KT97CNH(V3L2&G43>* MV(X+ZR*(ON]{($O7EVKK?

*C3I]#J3T]XXK6>ZE2*DLCYU'LEV<&@;+_(;]VOK M*UGC_?AH7]UCF&I#>0(M>CSU-[2K'CU,^(O"9O#A&'EO;#7RJLQ.W#;.$O00 M$*^L%9AGDA:XT(/0U9N,RNE566U,|,RN3F'#?&.&L71L,J-K>["MFI4QZ-M M;=>\A<3.1"(83Z2>@M:|[,KP!N_GY6^_4Y-$CQUP*#:,-O,0]>] CE[L;WC6Y MMV:$VNU;8S@H2%>=060W#B>*TIQJO>GY]9L&3_3E$Z D\GX$87:V-;6]6"ZJ M]F/IVDK?;9/M%CGHF4PP$XX>$L26^VV8MYYVL]*-UP3#1,$-F^,X@TXFM[^M ME/PI,0FA&(1SPKT3$$>1:1/.[&70ISO@;Q*NY>J-F;E-;:->J)%7+C.&=C,T MWWXZO36Y0C6ABX7I>*6VYA^W^Z.K85TE;]K5P;7R607*YI2P91/3=,1&7]6 M?XS=7>N:N^)/5C'L0L-*KGM3>E@LU8@^[M]6C&&-*#'Q<'"*82OGPME]4V#T^ ME&/E44B1%KE=]VZI1OTAGW]]+#OVA8?@K!9-J{O1W__O,YCMM#S9I!(B;?+QT>S MM:H4PKE8*E:T,XZZI1Y3I(#((A[]K M:=G.#QY3X;>S=M\!O&XCIM%(I!.=K2,+N7DY;MS=/SRFD@AR$8_[@UQXF4+P M@YCV&]>\J:SDIB$7,6EM;_%WS74E'#9"A44R-ZU/.EKA.BJ_,[=^W>++C_-E M;%V,&(OEV*TUEJUK$ K3]BHW8(_A/!=#K+L9?*I M09=0QHDJI SO_0EV6&EVAXLK_OY\+)=C?4K_=MAJ P^O\PS3K_LRE!4VJU,_M3/]@Q6+7^H:V-#MV05W:T203G]^<\+O?C\#2L? D:7C#:OR#P [+*>+.TH.-P M\$UE<7,CX*F\?LUMS/7Q+.H+T@]7IGB_LZ:T W=/SC8,R+@"[Y(VHA]*:I>*

MKRR6I78LM(C.D_%"Q7RZE9^D2W%0:XG+C+?AZ:=O#5#)MJ? MYO3!%

@"TGH5J&H%#@\R%AGC#_A[2#AZ\&E(-0;!>4II_R<^366_8FMR%[K;% M0JA2Z,[.9F^3K;S=@?B"(\CR4!@$S[[+*

*(EZ>@K4)M5(:]R]*435.[T:O3.L MSH9P76*P1J/!3,*'3G]1Q]?ID<+U]59O#![&S85M[Z*)12D3[M,'' +(M4#('YY$SO*

MCJ1WNFKJ2L@UHATPV9-9M0DK->/E.'DHL.$E.ON3_"#1'QU$8N^4LG];JC:C M>FV="Y>RE5:]-BX5DK6W=-EZ4\K^=7V'N?

M>50Y'H^708W'1@"!IV"=G M7\R=_YARY$]=U]B(\S/4: M7>D^U=[V'^_19CCL7?8?IXYI@YI0E":CSM)@N53T/9 M\\37EGQB.T

7U,.M:OM J(1/)8W7=1#T#L2WUAU1NB^LJM2OH^OBH.JT9/2 M6O:Q=#F1^W= %F$_7$@1]$" -*

*Y7&A96>S:LHNY*3K5GW*YL@U)VDVQW4'HW,01)&HWF\3GH!YDA01ID>++S^28@H 3TU$0 M@@(L7!64 ,0> "A9;Z/.TQS'-*

*VV\;@\N"XM*O=%34CMUN+Z;]V>KGVCFZ3N(M JN^Q4/H:J'L5]-_RYNEF^2@WMO<%.2\63)B^?!T.-|>@VM]]EA>$+6'[/!9*

*M'7E2'6E/<\M.Y69ZVROEC1HQ\G(C!:*2SZHCR=&>47C)!.?4]4[;'499/W MNN3RC,G)^L#WU822,ZGD_4IF8$)U?_)ZH)&/*0NB?*

*\JQ_N(_O$O/#R0"05@ M73,WJFYT5VC]W]\QOA2FQ$R.I 4->Z09>1[3UE6[*Q!S. MXLS(=Q!>P!5PG\;O"AZW2(\LHVURC#Y)H*

Z_],D(=%]P%53I.O CV4XND XG MRR0{U1%(X?!@YW^#11E)D.9(@)& MAI-,UY0B$:B*A,5.SH+D$_1&)F-B2GGP8#-J/#Y*

*MI>0$Z2C\?)I[LS-D]"_0N8P(6]LA@2%+-]UZQB-W[P/@[*,K J*O-D5^RIX@ M+.$1'XEO3V+$CH![C?%;%I^N-UX"!+ %Z Y&&F-*FG"%Z3S!*

*<98PU6O#5AU0 M>9=XK,4WDYLT^0'%,8L1F8ZOH8C+43N=![KR8=!(GE^!NTE\E09D\X&S)>_MV" /<*S?*

AA&"CVI]_M1']]_E.B@$2,W0HQ*R#&E9(1;PU!)K("AF NF:@NC M5\B;)A,%*L<1PVB/UY+)40Y*K&?<1(LHTTCC0)BZ;8DA*:*

(1TL8P0OT;?KT" MSHL$96!92'#O+7LK*@7ZDJ&@(<#=#P$ .ZX^?KE@J<8':G3($1HI,@<-1EF MQ%I8'+YJ3P;Y;-MG.4II)*

3I.OQ?/X<(A1/!Q0-+W!|FI#CWXG @%K<=5NND@ MZ1B9FGV5S96VM6(IUBMMKS.-I6VVU?)/V#T^[W?=48U)7X==Y#1#KS$KDL>*

M/]7T.F6GQIU;/:S$93FJ3O(W@QPZ) YU\/_P4[C!-W G0/J&0[' RDMC0?QR' T&*9BF8$\RJ23 M:2D>G4A)H!2)W1$=#7JIM;HD7.$Z+-MA.?

*DX3YOYBYNW_EHOZX'%5[I5(A M62]R'E*IEI6XO.XO'L("X3*M+%/K9:) I1*N=Y4V]4;D>]K;DRH-G+N]G MI4VCW]L6=M-*

*Q[720/'SF2([%:OE95PFO0]W^1 JIS<=)EHBR@RLS M^4$WT7^\OUK/TP' MF<-GWNJ=PDBSPGI8RC7ZD]FBN8XOL^1**

{S,;M<&6@5KZN>K\=)$?Q="':6& [D M23PYB$>ES" SC,4'4F28R40F$3DR3.^_L=C*WN:DZ,.\M[P?WHZZR?OZ3.KZ*

MT>0J$2W/.^718E&2FV;CSDJNM4K6CR8?,L5(XWI[8X3722U=R)96Q4@)]/=@ M92+;^]64,..AQ5J.R,GH==FZ#_M2;V1=2]P-

+M,W/;O0NDMWQ^%F)^9+O8_S M9B$2UD;7M6P#:)9]Q.]]"]-7D6-ZL(P<^U>HUE1YW8]L1JULWZ4MKWK9XNQ MV>JRL+2'D_6NH-;ESM2/TN;59+H5SVSLL+0(3Z\S\G6DJOO23R;T&-,3U5VC MI[0>BL7,<%-87_E2A;7.&F4]N]PN[&%B=K5<&[UDE/"-\.&EE[E.A:B#]KS7*

MZ:OJ;ONNF[MZ)-OILY^AWN-XO.QGIX5HO37O-]O5COZP'41\-K3S4+6E9M(8 MA)?)^"

*(RC]R4AO$I7'JPH^M^+=D)%6/V(EDLA\+%6?'A\JH%SMR#IT:E7LUL MQHOI7K(0)_\E)LOVF(S59T\GB]N;SL.=E"V42OK*5QZ,(#D/*1,*

M=HN-O5"NI&0N-Y^;F2&YU&?_RQDR.C-6WRYRI=5-N[ZSRD65#,"/)1=G,U MF<5[:ZW:JM_*O?*

3DDDS+AP+&NVB\'H|(&)KUJX,:\WMI:5%V3I_|0P+;\,&AU MEH7E0N[JRFTS>A?/CLA3?6A@4C&N:IUD0BY4'R,:O=ZPLF&%G"D?

*&A@,C5UJ M)6^'O=UML58-*5+G<=X:1'UH8!-,+-;E.#=1L!];QGPFS8HFV0)RZ<&ZAJ>U MIUA?F7JTT'4AUQVZ\O(-*

*MMLQL.276K<+^7RK*7AI?RIKP>4 MB;T*4";^4=J1X$U G5U9KH@>[E7P'7^33(:B+Y41.+C0\"&F]<6^4XH9[4[R M,K'E]ZQ8> \U;FA?]*

\FYJ0EML11!\215OB8++2T-2-(?Z@ZJ,I!]N,)@2Q MC57T\HEV!KF?#IEZ;:BU=&TOR7-_,.ID8&;&>8B05KWVW%WW;|=%J3^57OP M$-*

>35X_3?:NO,YK)8ULE!IZ/_6=>[H1/7?+B2TCF_8/33[096N=S]ZM&+]GL M2)WU_8U<4;) _|&1B$Z](2RS#EC\#:HBYXR>ZJNI;YM25

NCF<5MM[CG80'VU M5;IE/VQ-LL?@)@W2+==MDR'YH1./-IJ O79;&XXE2_KSDP!K]FV#%UH#KP"5 MI<, DX<9<6 $(+%IEL=R #!=K]F

*WWA4_4--W[5QTU2KMPP^+O:^",,5=7!:_M]]:?EV2>*K<-TLF+>/(_X@+MH;H*1HCP?/"I3@B%\$7CGT. (?LWM5:A%\&S*

MAJ+S.QQTU;,D?\!F3)"I69! ";SG;_P7Y$_^" =#Y<_/JB8](^PP869BP2@ MZ:[&@F1_>I%S]_%X=8Z[&[V(9+*

[<;GR46^6$*TX]1D_@'U^$3[D/ K+TX9;\ M;EL1OHC&SGOQGGN!4,=>W/$7R C7;_GW_XQ&LCR9/+$I/[T4&4'RH2A,743W M1'N(?O7R]?

KC7YK[_N)6YO+8LXZO8N?OURO68C_^Y](,OS/X9\OG^_+6.CG MKL('G9_WX%^?3PY"U)51]$@C,'\A:C%,]1RPF]J[C6CV*

M<6(]WBP3CG)U:P;Q!T^H!@K_*,,"C ME;_;HC V?[I5.?/\XSS_M04+R+JA'$,S$'63!QW%O*&I\AY+G?N)4UIAWG=*

*MD(_*RA=*M+)2HZ6W^RGMX,M?Y"R"9SVIC3X&.CUJ_6<3MN#$9A,-2MFK;Z7#1CI>V@QA7ZS/! MF ^VY.^]UMU.U]7;S^:-_AE.-FI-?*

G7NJW^_M]ZRPOY5K_TQ]Z==+L49VC"6D/LIU=3;76G1B5U'DN&;3"[IS3FS_C(!8 M$]DPY+&O_YRHUMR![J-

*56^EBJT3,BGC!#@UBMK:],5PEIH,$L'0 E8H<0H?^ MKBJUZRE'K#P/M!9';5*T -&Y;>Q]+EN6"IE>_K7U7U>[_I)<_G>;]'/)&=^5*

M/7\+U\;I80%N]I_.\ 4T-'=F "VA8^2W>J9]Y%A\Z&QJ(8RZ\%M/CRD4(,&??,^7Y^.LIK]>3?]_.2-?;CW.+I/7NA.

*M<_\C$%P^S%ZY&F7#F^'4#%>CI7*AJ(3S=T.H0HQ!K\YXY*Q\,XHJ^&",_/JJ M^'?A[<\PKM_8' .%5^;LG'G_J.8QSPQC3E0.'*

UQ]O50?'%KR=%>J% TIO-+ MH]<=30=ID ;I8"+V+N 4^[W4_N'QP@0/WN!^6@JB[>@[K]_#<\Z_.:?]J#'" MT\:Z#35^7X'C?7&-*

*_XNMUED^?*KS/N(C$$K;^VHX$M^&%K:62%_%M%8O=0> M$$0@), 9]_*$E[^PT/9??C6KU?YXY^D+F=&G59"W':#%,L@9;)"3181"CA:6*

MU<8U%\LQ2V$NN[!ZA\7E$?TJ65+|^F9ZLN%Q2R>@\J(%[M!>6 ?@=XO%B$;AZM*3_7C'],S?ASHH/H9]%3EI'_@D6:,]Z+$]>0GI?*

*B7$;^ M%;F8]U=4"7%G[^X4F_BW;HR &OP M<.7#@R0^0*KN15'*KZ>-WFVZZ;+ M:2?\.*55Q,GTNX9A?@D5[FDR9>V03(9-"1L5A-*

*X@[\UWO{1\/FU8YA=;!S^V M_:V!@,Z<_ V@G\O-OQ[RAR;1FZ88"[<(^@&G_8ISIY,KR5V'9]{[*_->SA5V?B5EFCFY*

M[B9"A86DQY2[Q_556QMG:95P/!A.O0L$SV^D/C<-24IT!X1)->DZYZ5IO/ M:O-9;3ZS[N-J, ^,M!KL<+R.+QOUEEE8%1S+O

*M+P6ZG4^HI,?H!<@E]!N:04EV6>G]%F[/FO79V;^ M,\R<+HRS#8KJ>@T65 JVB0WO%?ZV=*6%O]&@I%8[*Q/ M/^67)O0W52*

5G"K39^_T6:,^:]1G)HS>:I2.SA&%%LK2B-1X/1C.?F5SW[7@]XD>$]$G(-IG:>]9Z MSUKO6>O]=ISR&'[,FU5>Y R-

2<^4CP;OXHN[RJ454V>+7"WR$.T50MG29#N(MA%'%C9_3,MX2T/N80-ZOK}M]1]#(K\+&O]:JG#G_R?T=R(JN=6TD1A))),!M M:B%?

K>RW5O>+^;]J_NYDBP0"8"M42._YV$:I&>F$] MU;R<+[.#".V$F@I&$Y]9]O(]%/[7(%$(>Q-@F_.=T2B^L$QXLJ61#V_\W5;I

*M../@EUJF7U4#?5Y6.E74*VD'TN*L<'YMI^]I 6?/[MZOI = ^8-JP^ /C$$W* M('R4PKM.\JIX?_-8ZLDWW=[J%/']3! M[Z5!JS?N/ D&5)V\R9*-*

*Y5F=/ZOK9W7]=^7_'^&9<3,QA-]JA-]T";OQ=*UV M&7]X& UM[R.],+\;[SIK MYV?N?'+N_.[:N2]K9MSC:_U1(;(KA$&G:;5V.)XY*

MZ^;OYV(Y;^=G[?RLG9_Y_Z?P_]C4IF+{<=1#(T M@QJ90N#;Y M^EY=']25+4C3>2ZJC8:L0VW3OBEER,E@:&4R?P3\\)_P-

*Y3*JR/"A=@;VYZS< MGZAL\HM5E'QF94.W>+QJ(BE&8"_IMLSO(Y]= M;*@[B"MHLN54Z6OCP$A:639Y(5Y&[Y$LRU"&-FX0>6-@8L,54)1FKY41H&A MK,D3!>XWR&*21TX,?>.WU876*'/P/2>&Z;ECP&N@&2(8]6B:3')#VR[%]2 PNV1S)V@C/J$R.%-D+&<=+V M*

[&:;PCX5U7R#G9.0I*]V";2#\Y8=R(5\$R6.6DJ+1:$D)DG(@MVM@S*

*M0;)8__4(I4\]8<*9"IGRZ.^Q;6R).D8$POZ1*I*]L>2:LCDX$3V<38U,1J#_*

*M1:P>'\0'I6BX$Y:B*R/:R2^WA/X3@9TL&>:.^(,9M\^5K0R)YQ@%R-O:D#Z6Q M?2GAH;V+0!NAO\^V^%2#=E!)80H<5 *A1PI"*

(R4Y=PL@Q@3.'C MM"1%/96<.-2:#+EX%O%FN&,.44$!)X7I%+3CA;$']'D_%BR%/5#(8\C0XZ]'P/^0'N -D+7X3^>>"_]0X^(DL*

*MICDB\A]5 MW<'RW1R.3D.\|\[M%Q(>QPEY21L!*S(M\L42M2'V\"9YN0PZ$=EW3:<*3]<>L6\D5&1VSHLH/R5K MN:_4R*

HBU:W(YNMD,K9%!D(8KC2F:PA'GJPX\$>V>GZ3N@A0K98<'7]#+3&5 M=ZQL^)_D#TZ1(Y4<-3#39HR<'",,(D;;>'_O)]Q+EA3A"<2[L?*

I.!H7/-:4 MCHNA2"Q)) ^0.__\3Q^_Z"4,CP@R,O[E-$QL1ET:430/IW)H:,C2(B1-R+O_*

MEM2MM#.YSR9]$8US;_1OQZZ$I0@D+M+I_P3BAL#QF\TA?. M7RV2\7BROE;GB8?9EEP9W[]R,&BG],ZBL@N7XF6Y-J]?SN?

*I++DRN7^ENEF_M+R]+D]A"&?6)2+T=5XDM3*L[%_9'/3D]?78BO9"Q>(@5[&'D7%C.H@,POM7*

*M%L;I^]$TE9$*N[]DR:6K3/[V:DNN/)B1%0TI:%)DJ?1N^NIXEBM4DY?1%KGR*

M8$:WYEPJA>X>KA:=R.QFD:R;B>T$WGXP(ZO:;Q0>0@_1PNYQ.NW=:L5,<0QO M/YB19M62RV&\%

HKUG7H)K<>=5;E!2!Z./MYCXE^QO^[W0RHZ8U:YJ1MM9 M/M\O2K)GNY>]J+I//:(7\ M)3PSM7]E?-O96%IO:2XZ^O@ZT:N?EY+I[2!V:,*

*[>9F+/N\/T(IR;71.[XKV1 MMB/0__S@[??R=3BAY+O#0]>[4Q/V)BO?V7!EY."A@U5V/J[M(G>]1O'67!,Z M9B*M;8GB=7!E-*N8#*

I.X;O22R]JZW2D5M^1#BUQY\/ID-=]-+DK7T44T7:F5 ME-OA0_0&GGGX^E#MIK6PHK%L05+JG79D4(F&9M-!XO#UZU;Z=I9]Z&9XE[.V

MM\M)O'15A"L/7I\:2FIEG1G6%O)-2I\LSNX,K#@4IF8MGLI5NQ<>1E_N9Z4:6BZU!\G"@325=>8B&DEIX7=$O MMQ-*

Y4NB6X,J#@8ZJTYO[!LVN&"!JE5UG?KU,+V5H!W?X>]M_6;D?3]>[171W M9V_TF^PN7LP2O?!P?,86T[_,3_L?>E3XHR6]H?

*YZ\P>NZ=Z(XI MZ[((8C_S=H0+[KOB]H5 0$00D$74O_[-!-PMRZJRU*HFYDX_EB9)YLES3IXM M?YFKU27)ED#+XTZQC,FE1\-*

%FVF98DD>M(VQQDHL==QI>I7!,"DIY!AN&.D M/-)T$YTD:'DTIUD#9^.#ZK#&<*0&F-\@NQ8&^SQ^_:0?>E:B.TRT$E&FJU;*Q1AJ*

*M):9MV/)(/UB=29>ITX4\(N87_1;OEE4M>U*A5@U.R*FPD!)EU\"JT+I64R*

*M"5I2ARWS!$4LP"91998CNXU$N6*M1S=.:.9+IG,&8SFAITLMR-EF>RZS0:\.6*

MQ&'+>6L>'6E(SV!F3:,F<-.EF_/Z/'H[G;-1955JQQ"QCBKN>"Y+V174>"AZ MV#0{T]1^>6XY3$E-1(=JNR7TL.0II3,J#E:LAG-J[#0;)5A]H

*@CHP%:'I.) M&]1ZZ1$S1UJ9H>+FRIPJJA)H>30EI2514SFI\,C,Z@W*M1@W81>PY=&4YAE[MG,VVVR0SU=++D9&T79 -QLZ#=:8@_%-|*

*(G7 MIU,=VE8ZKT1DR_*"<,"QY*8^AA3T2H Q*D1V"";/"9.#A\:Z"J,Z00C%NR/1 M7D9^"L#1Y648M=GSOH8BC)*

7P.XW\"D6<>2@#_M!57V/!Z@8CD8U[#&HKCQ MF3=NC>_8OAR4R#B^$PYD A+M'5X>P3B_V$/7*$]Z_2&--?)-]E%3"?S*VFO*

*MG+3%CT7!4<7;J.H1KC9J>62KC=(>T5IP^@6/9$E-2/H$:P;TJFEE0*FN1ZC6 M#ITR/EW:T.=J@[&F5/#;CS6C%-*
!>=);KD"MD.N%&3E=V[=X0C.JXGYP!QF6; MCG@CAGE/AL#W)->.D9\Q_^;ZRAF6^'OJ87<8T)4(G"-H7'OKIQTDE8_-8V_P*
M\%51E5OJCOV;X(@G\G/S9-?G!*FKIT0#K*_./6I\Z/..=4G M<_[I.:'L_^6^41/XY_O>-*7]OLHEG\K[5G!\E1G6MI+W9GVOY?T/S/W]>;>7K*
MK/>0$O!-/.2;K\(W_IYT+:;QS(%W,DWL>S -V*^@NOU_/[:?%S(0\:49*%DO MI-^WXK%OLKV\<<6I9PK]VBO.\\[44:&Q?*
26]$5BW^Y1]O6[1UHU]8^SQ*]M? MHVU9MNRT'N&#+:%7@%G&>SU5TU&4$1YXBT!-YKY:E[E+%?HU*M,/P.O*I99#F ME%/W]_BS^-*
YE#;L(0R'/\YF)T M5!K]KRM,!%@N=YG(FYCWL\H D?TBI=:ZFH+VMFA8&J5KL+C"*U5:MTH"8O@U M6'5.%@I:FC-@84Y0N)0SBZODK*
(5Z5*TD!WG$\V"-D^^]QC[;KC0'U3-#X^F M_(#HB1KDIHW$\]U2QJ;%F-CO9O+.M!*%Z8,X/)48QTZ=-G^5B[96F6_B_[T* M82W]-*
S\Y^$G2CZ /)OU0WG\^E, W8?F<)@HT9T+1LP))KT>;0+S+DR:2;H_B MO50QFR'H=P-67"#I@%J@SQ,B+VOY>+]JV#)(:;=^RK('U MS_*
|LB*:DFB>M=''M!8@C?*]FD*I97@VM2B%=A%5UT$)'07T=(=>R6?\Q$_Q)1 MDS3HP#MV$IR.@0?GX+%6,%[!@D=?ZH4Z"%7B_OL"N"2;O-*
,FD3U69*E=ZFF$HK:R[A)6I.=\FDV&\:N)5?-79U2J&: M?=.AWYVB0?!R0,ZZ=]K*K](!9/-^VD+((!MM@KJ=?DWO+.,,%DTX3F?:D4S6*
M]8MD\2>,BC\AZ*E;A),42@]83+H>R2#'M%;_?LR2=>U9L]GEM0B7XNUI7(% M2:,Q#*$SL4Q_T?@ +LX+^T\'PF|*
<;S];8U9+YV+H6,=I9MK.5-KE]"IOMN I MB;@'8!,#3]T'&Z:8'C_%](@ZY>'R4Q?LIM\BH^)?@V8%GAG,G$#-M[D9#7AI M4QD>OEE&*
(!J%%:95_H)0^PV\+GQW \79FE$J&#P^JS,Y3*LAR6A7Z66E3_,Z MMDP/3W9MN+TE\J#I'J#GUANCY>RB-*
EWU429MYD<3(IV@L2$\"0B],8)X0D\" M08>)]6\O+6%B*DQ,?>G$5.@L7>8L7;YK;)VH+MEAS,1\WF2PFCMSNU+.%"2X*
M:\3]F]9/7=T8Y@?#_.CY0<_QQ7Z*IFK0^\HK7*6%4E&=!-TQ@&_*$!6@!*M_F^IP]_"A%88DO\&":UM >OQ!KF[-ZXQ,P+X6I'6;+#R!:T,*
[X6^&&32#_T ML6;'0%X:*^DIDJZ3%MH<$+E4%"(G8;# %:$2\C5O*Q0O+ZA>(49KS#C]7=F MO-Y?7?CWLGV8@0DS,(_F8[SD7EC.$-*
X" 8'4(/3SU("F3YB-^0OBR]_593A. MQ;0!6^LF8'H_(GC"02#'*E,ET[2EI'.&EEJX]8)K0!14X""@&/Y$8&$2Y]4 MDC)$R9APB3,%T_"G-*
LMCC(P+VT6V]P+FQHN8VQ"Z]$Y1<^5>H555J=*PUS2C2>6Z02T>9HV81W-0 GB7R*Q]&G./DN>* P MBQ(*T-UMT1TD_L#^%-*
L5A>0I>HQ@JR@JS3)2E;+>@\5U21'02=G;VIRJJ#2' MT52"H),J(;5[;)*
(03T3/W,#>9@:#%.#86KP"Z4&M_IHG0;XU&HU+S5H)^G,+"$Z;*9(>*TA\+_C M)/J$O0^<-TQ2?G>A"I.8'W8![[?:CVBX4?*
@(X\QB^D>/Z:I.KY.P#7 M-^T&5_M:FUMZ3UQFA0:76?W9VE#$[G??TI7RNBNR MZ<12.%UE.,O!R4:[3Z*3*]Z\0GMR^?(52W-*
55F;1?,M$N+)FS_A89\J022"> M82[W'KGS\QW?O0(O<)FN>%?.]#*
MD^%>5\U=\SZ+HDI8RY9:Z]UUF!A9P\$)"/Q1#/:AGYI7LL6O./RMCX4V^Q_!2U 6ET?_;7'H@M$1@Q3UDV8QH>-`MT\%5XQG*
A;S(\>/=&H'=1T^#$VUPC3@[8G!F9 Y#S)%_G1>7C#R7!=$3 MEL#_EAENDN+BU1*S;/=0:Q O6859\HTRXXVP-*
O(8]X1QX/V<"F1EGNG8\KR2 M$FERTI?+:95?D+$/(8;N."!USJR9WK#\D'M=-#U__M"'KW*FR<9YGJNS>@]C*
M,%%JV#):R3NV]./\@S4WK&?$#%$TR?]4X0#*PF,#+:@&GQ_N$$29A4Q&%MMX1+?M$%,9;P60\9B2$TFB)E-QLMV//F+PE)N$A,306?*
R).0 ZMZVI^ M0EG%D'^@(H\"88OXL_>^1?_YM99JN UPVG(CV/Z (]Z((U (Y6# .\D.R/84 M .LTD&C89*>$9^[/)3+D+'COI0;XR)=EH!UXT*
?8 "71?(ZTQZ(EKH?JR]K] M/1F11Z!?V1[+VIKK N7\IN39 [#3-![C<-9.Y^@:+ ^&Z(N49VDWN\4_4$OG? M@F.Z0.M9HK;'/NTQH O<(/>\'-*
LZ]S9.1[:<$Y#2+'9EH"D%+(O" I+99T1 M#F3?%K7(4N1,ZW#[VW"$K[J?O#]V%^\2CC&AF@=+"A7^PK]$Z28*^P&6_'4-*
M@FVN/S8,X*UX'=(_]YO!*K]4X..M>RI3KV=I1ULH\@HW4ZO5L,LWP+ICL>=3 MVF*C\OUC;'9$%3D@B!?J_ PK)?*
BQ/BE38SI=YXE5(K&DYG^?NMLUUKO@Q%! MRR;#+:VV3GN24#,KP+*&UG7;UX(7+FBO%R<;8H7C:=(JCTG+Q)DF&.J?$W@2*
M0+]ZKXT(X+UK1%VC8#VAI((]X#F2M-::V!0-W;3]!89F-OQNO0'[37;V6,Z*:+H-E](" M^M8$N[-AZD.XC3Q?T!R2ISV:1T6;(\LZ0+6<*
M^@$OL8(%M!S5]M93!\OKM;$\1;RST<+4MCW6'6GL?9MRP.XL6MZ^.P0O\?H= M<\#8XGG'-'VKJ\AI#O2C_$PX[CE<8]#/4 2[/UA]P,F"?*
R$Y!'(L6[9NPCB, MQQXP-N)=8[Z=@[7V@ZR7K(Z+-SVD^T1WUKQJ[8]DW&=A@]^\$HC@B)_U_^>B9O@_$0V0\;7.O*%= MT!*
'U)V+/GEY;UW$8):7\\9F?0S %C#@Z)\L![:Q8]F0-\ +#,:0#K 6^\ESK%5O-/9/M-(_98[#5N]JC"CLC!Z;;+$+.@.P$";]I*
MJMWF%#@VE8.6H.;]#+ED_391>(H$RS5R; ?8$WNL='H4^[SDZZ$+S'Z4W5K] M"19'_#_L@2NT9YW>D.8Z^2:[B.ED?*
B4=N\MK]=G9D8">\=3,CFYI@W>F5@ M!G&G(2N8@V$N.G0:2&O]^)TP:S%1\ H%8%F-T#_MNF(UPT]7S6$Y$6\UL\$ MP5 >*##.L,3?*
ZP^[PR#!J\:^.IYRBZBW#MHFX>V5]7".K>]GP+UO]DI_=F*J M.UGR()+_!O.QC;7XPK>A_JSO"PRCB>>B;/EYH(\/]&_#OH< ?*
6])MKZ[ZAK M B89 C=&B4+'[!\@;AZ3_#:A(0)DZ]#/(.3LO7C=E!L"QG=L<9W!0/R)WJZ<*
M#GU#$@+,9?/OA2D9[!FY)\F/Z0S#^EN^^B;T/ID,@;3:9NE#OG^$=4"?XUBX M$@^P$M@S>181*5R(FZDF["P:5[@0-]1-*
H4@\PDKVFIB]!' MHD_DD=YX1O6]GL9M!>4!,"?^3&)?FG.J_%Y,>-%'?HHL6">]STG^5\+#%]E8G==\V"!Q_K]XN];W1O(M^*
.L+O#3R:^^P.\4W_,!BF^TP+&OOL#X-8R1.YSV? =@35.>2C< MW1\[.G]8K'#O:;_[".IQMO_1($OV 4L^#:ON5-T=EBAK52.V6M*
MDFZ[M(/3 MN]37RIL-N)RKTK'6)7B!R)P!KF'2OZZ3L<9XA.6-KDS>&G'T.8L0< '[^6--]G"1]&FO%=:<99:E$<<%8TWZ!;F:&% M-*
<19KJ8G;RW-JUR"RI/Q :G4<"+.#%M6OQ-+ FDF?_RG3BX>K6PV:V9^B[" M?'.P\3YOL8&9?*
+\J?!R+ZM)/ZVPHQF<^FL.%=).H=7\]U\/S5B-!<(5FK]$JU!&XR(M,LF]EHOS\L*
MN[<69C8FK%:QWI*BIUBB+W<90S<6<&=&,>#_8]BYO?DQ,Q/O\/RKHAU1=>N2 M^T9NG>.]NP+ZW-O7'V*.KQ7\?[H> B^Y-FK4*
SGY0+H*&]]/Q3(0L6,LJ*TN M2L?,: ^39@W&8007,3..E2!<-N;Y_-A3(G[L*?RZFMQ_W9G\E0JH[S')U\KC*
MOX,DW]'!OUB26Q92U"RJU4!R6C6V2%<=A]6@) -_'T6>2.+82[B.)/\56_+Y M@O?O.1CBZ4U5')6LFIQI D(&OCU%/"2K^*
M28+\R1GBA^#Q5\K#O\2[^C97RS)BJO-JP. ^76=J Y82D1J;&\TE M(,F>HT\^H6@(M/IAH-6W(<2L\7!\@)L+H6E\#!L/HR9 IK$.07]VP%F2*
B?) M>J0B0E 7]2D">.7YR4-A??+Z*8.GTOI'1P+ZLBQG"K&3/" :V!7O@<#($*I* M]-!C?!2=]<4^^X!&SY&;0CV=6J(UT4QQI'K@EQ*
O1Y@XENWC)$$2F2+O0=I* M/I.B+1I1QXAP4XC:M?+7]/ 1#T"'D]=HMV#J$%M.DV2(WP*H)L+;<*%R0#[8G0#%12-IGVK&P&?*
I)*$=GL.+.5L.#I?<+[F+KZCO 5.@_M$4B0B$<1H+!X2(_@4NCA';7[(4[;KF:W #E]R9!,VQ-YSAI[LN-]@)C<0.IAA[^>MD\"N1+!]T"*
=KXTN*7_M#>^CMUH>>FN@!B*JS'G\#27MI_PL/J_%,-(-%(7W5BC$ZR_ &PU3C(X<3_>_*
MW%&]4*)*C7Z)"F$FC^NH_F_OD(^X5XA/@1XA5.5(0/9.Z/:ZM!=_VWW -_.N41>%3D3FO#C M->[7^L8%R/"?<3#QQ6I4++9-*
Q07BEHVB>/SP_.%_[9VKW&03(?B9;OY>U]3N M3"PXSXEYGHF+A>2(D(\4]2_(]N/ MD"|'U(2X:CLTV\M#^4_M(Z<%W[UR=C18&*
B)A:'/Y">MRX'2PY'3.)]K*A,D MSJ-O.SUZENT\&D51Y'D[EH!(VR_WB7M$-?]'8.3R/V&+R/\"PQ(^^>N GGO+ MLI#8F$ 1;&(D\"Q.4**
(XI(@AD2 @ MIW#K)X ?-LCU\ZU61A@C47?E=ON%;GLYQBA\F1 MK#N0H(5QV%*
(A.L7$$#5R2I15&6S5R8F4G00MC]Z>I$NU/$KP&B(3Q$PD&[J* M%6%+ZK!E-+?*
2HQ.UHS+=G%EJ$:@ZR923+'8\3G+601=IPJ@SLY))SH:#X2 J MP!3R432C9*J@E8U>F4%*PVIR)I=J"FI# M&I.C&0G1YE!H4B-*
;D7FI/2DO#:)M2WYIV7[+53T[:153B(FD&T:CEY>[79V# MXSR:NT$;[71T98Z5]+*++IJ,5*;-AE_ALM\2F"7:D&D07<7!ZG92S.?;LRST*
MJH_FWAF7AH6Y2N41C)U4HNE8M>[$798X;LE45_-INY5;T+5\9M1+9ZI<$?1) M'%-IF)LM5!/7-+J% MT=/,D*6DEZW0=ISDEZ0$X';*
.T/*+G.$C'"]'TN**4[&%B&)7YZE"' XSRB M9TI.J?/X9#I%HD1KPO5;S4&WE63)X[F79;7M=*E> JF-6#>10\:MJ@%;'LW=*
M[>%=5FP4BW1WTDP[CI&8#DD7M#R:NR%5&F,IFD\RW+*>',08)J?28./'<^>R*W26)=&:TFITXGVPN:?:0.+BQW.OS&/)*
MP:01YQ".GW2Z[2@_GE*PSZ.YSU1BV5F5LF,Z3:E)0ZU$*;/K@I9'*BRPTF!'S[T=QC*O#EL93*T|/6("GUXERAP<&61W./C]E^!D/S*
M(P0;#:89A!VIYA+>)78T=R757[6;S;BH+$4.(2>);(WN-?S[2?=;-N@YCRSZ M8XWF4DVB1_<*.J7#"X..9H05YFUIY?*
0<>MIC2X9B6[U"'/9Y-$ZA7M3=*>A% MJ?6;,;*4R\]*0#91YB@I48J7TR5"HX"> GOL'VT$$4;+'I"?W>%5'H^(8H5 MIK3*
.HDI,9DAX!WH"07.M%NE50,?D@Q9ZZ!<7$F4#,OK]6A6%I><]WO-8D+) MR2:%LJ->3X(:'#U>*#I7CK7 ;J\SRR;72K.3/%4?>DV/*%"U\"F-*
YNLF75NP MA0E"9Y../X CE=>7DZU4@\UC=-186'.3%4P7*%STQ,X@*^FI*MF,29<0-K<0 M"S$VW@$4.+$U]}R%Q,1Y D=R7:RF-I5RMD-*
)L.D1L>IF,ZI7IH62(BY69'4Z MF"G>H'F\2S.S##.VLYDF5F6] MID<44-).LF"L>@.D9/?F8@Q3ZF3=F]:. @=!G//ABW58X@U!#.RZ+LEE 8!D*
M$*\#_MFN,P.:=3TD#'1[X8OY].2;T:LW@$AT9Q@:.'"^A\);Q59P]8> ^A?F0;\ M21&^RH/WMW,U'G9FQ:I\|)K)6N& Z;CP$>.!\SSU*
SN!$[TE'7AU=DM'-M0#5!'*W#QQZ$O'_]T!;U?"@&?OP:"-\25=6+ VA^F!6BF1N<[+W5AE=2C$03*
MK,Z:&A!F';,UO#]UZ3<)LD5#T78AGGH0PX'1&IF7#3]NXD>*I]L E0>C?A/L*
M\Q8_%@5'%6NC3>S0Y]"D)I2WJQP$SX2:UERS8@IR8ANN\7&$46.3SE20^UUD M.6Z6,*
(6N\G."X&O>X.A.^\"!PL(C_7K]\TR%U\?)]X;353EEKH3//0QY/@IF+FZ M]LV).\.MG88Q)\#4?'6CF]/?WB=X A*
MRIVWM[\+JAS^½_:N)!E+U",OA,Y\&]#?]TL^M?&BO07'0L7_>];]#=#2)X* MZYX #@D(RWAFU+E+,K$%;=(/Y?*
S^T*1.8R]/A;2RDGCZ@,P\A?'0Q^-;^Y+ MDA=9XZXT.8?0@STG]C%ZSD)L+RN%O,%L?TL4X+Z2==E-'Y\N6@^ ,7<'Z;G[MZH?*
R\.7EXZ_>>AYP-WX0R7]?2?PU3-S*B>-O[S!G'TF#?!YP@CGEU/NA0[P; MYW%WV#=?*
KE<%]]H@K4F+K8UVBO6"P[*;B+^A8:"R%&;$:S!BYLTCU:DV, M*.%[(#-1_$W8%&G.&B0%)IJSX&^'Y<5KDWSQ#2>*
M*2\K21_C'8L_80GJ/5BR%^?LOJ_BN#4^U)44QVU7ZW6]X1658O^$//!?RW/UX M[FKATJ]A+IZ/)V^+VK]F6/1A1/4!4.6O/^\+8YV/).]{1*
BC,S?=KKZ_-Q] MN4/^#_D_Y/^:\/]WCB&> XD*8XEA+#&,"3PFTX4Q@9#G0I[]DCSW=7(F^&?G M3/14O9+K\E,.R9$+M-*
O'V4ROD_Q(SF1KSF3$H7T*^/5$MD1"]:E3UYF84N+- MF6DH5JWB1]_4/PI3B!GLB5_613Q$-XT#!1^X4#A%4W)!_<&W]_3A]SZ M*%%&-*
Z]D#(;.&S!HRZ]>R9],0+ZHV"NR.FMF$_-,3DZ0IFQ@EZS-DI$^5NP-1ZOMYV\DA[6 M\J82]_2ZE.22T/R-*
QX[OKOD[J.OP>^'4=$P*OH53(&_D>G""%7(`M>PPKLBX:(MCSL]Z6_X5MR50K,9PK#;*B+/$NF2B78Y+=_4@Q^J6V9'5%*29?*
MLV(*UIW,Z8$0ZP]1B& /0ZE/<0S]D#7Y&E_?R,#\9*43FH\W6<7'F_8W7>[0 M2+B%D?!XT_Z>JQUR<\C-7V[:(5;>>BS[QUXR(A]*
Y077)4=^ O,?V, A6-XK MTPS!\AYX:B%BVDO+'<+D_86+'L+D_7TP>0]B-3XDZ]R(*"$P7GBT[A9U/7^3 M+#V@-*
@E%*12E4)2^DRA]Y[*N$#3OD7-R?T5)UZ>4.J 8BWOWW>)?"C6OH<3:.MPUJVV5!*TW+ M^V8\X62)I]^NG/9(+.N[/3'#*GTYJU*QNCT"*
[>'S1-M=EAW!E62=C)X1ZGD MDRFJZ[(H#@]IXN13#]Q\S9BV>]D0LR\JQ I#*'SPK#&UPEK_#TP9*&SALSZ M99CU5M:L*W GK?*
GP"X.<3$O&*-'O#&MT2[5Y%:=NUK3,WK_8W/ T/ZS;E9UIN"]_%7Y,#!$T>.SHN]0 M+9\^+D\R4&PC'NVQ:(H1%_YS94'). "8'^V%1-*
I"4MGX>._TZK(HO9LP$0C&AF2Y1/L>J44OD(;NZNBE8HK;F5"BUOS=O],YG^75Z;=W[+]8&PFR-_M1--*3F%EZR'S5H&TLW-*
TGL=X&>W3=Z>-G[\T?0CSHW8Z_XB4TX0 M(]Q4UZ2(/1;!_YNB&%'A2ZV(K'G?C<# (G,XLLAXK2O@1+P?#< 5NF!%1J8^*
MC10YS>',9<0_=1V+V'JDZ*C+"(X$7^P=PWX*'O):[#S2$@T[.+Z]>:[E\,%3 M$< ;F[T8/6 M9 \O(130P@XCA_'[A+,:D$F M*$81*

M5[;'H,UGD98-3(4\#28%=_.MSMF6@7.)0OV ;G0&#+ 7-LDT'3G.['P=D M@VUW%MA;WT"18(AN%LO#7 .93@2UDV:5OB+O*Q+BC7O>[E"RP)XZT!SDCN;(MMDE>,'HS@DESB#3C%*.D%Z0??Q+/Q+'J 'RF0B)R-J2\[*VX94=,2'U ,:(^Y MH5:%G#DYX6D!TPBLI1M,\6H6LX@Y%B,M\[" =UGM-QZ]F\U-W9'4@@(U 3T M =.U1:'NTX:3MK7*46QG->A>7G4YJ3A3;_Y{]B1 M3S 0^W"\Z;CZPR?DX(^+AE-H!S6&L<;>4YDG5, MT+_Y% DFD%9U,%HID@&+#.&3[2\ M)X9 [PGK]X@+H !=`F9-5ZCMQMZSA@S'TR0\T/",5]DJJ.@?_;\Y]> M4A;>(&'+%U3%J!,M%>="J8M,.Y:M(L@XQ34^HJ8/WU/GEM")2 ,K4WQ!68]1M4A@RR.#R490K>_N[O_[;E=028$C@& 7]X*NI8 MV'T=844L>6J +S>J @SN)OO-#1GHMGN-A@S,5KU#$DI)P%=8GXH|L?Q%>TU2M$&3X-:>JRT-QUH= VVBBK]^]J ED,D_(1/!SW^+G'N.W?XH*MQ"GCK3+?W. M&&96WQY)T68U3HN:%(L-6^7B@&RCB+GA!T*VZ;WLP:T9S(<6@-O-1O.2NZ^ MT5 'OJ*YV3GW]EU/K^A@$_L\BST>Q-%B'^8/HU5WEUQN&E.BQ2&3:'8L.1U+MWG8?,$>-:H4K5!G$X9B\J^;CR2D%W'WTW1L\|-(B0U'4(H+)N5IDN-P7ZSL: M#T?\)>&,# @5\0UVF6M9#/<,]#->IQ>M&&F>B!7WAIO-21=(;M^4>,<>V'"$O MLDAW44HEE@+;KK- \6-?VXK8,LIC&A*W9J3;6A-D5)LBO732H*>95GIAQ+%BMHN1^56OB087^@R9%HE:=4LX"73"U3-=9$4RK71T#DX*\CD41^0D]80SY)R.JMW!*&9<%>XCG%L@V'ZOV*_O/+LSPV(=NMY;'Y;JOISY@>KXG[U[0^+N"F=%2I M]LF$@RHB*J*SVG+8Y;,WWD)&J^BRHA92$B)+<[PN)T=H99(\+>U7L3]N8W[X M%L<)AKNIQ8'!>KN+N&4]4MCX!6XIJ%%J,9WV4DJNA!<*7<;H,\2-N45B,*D6M;U4:M,B4Q!FNMI0R,)G_Q+ ^VP>%EIU*F+$AB) LZT'BH5+P8W+UMC1NST&U- M#26##DQ]/G=HK&(VJDF!L9WE"\IGW]2X^RZ7&U1BC596R;);D*)$L7%/%WJ M]=#%C>4Z/QICR>7 'B)R3NO%=#RW+"RD#\@UW 7\R@KP-"2@K#E<4&\AR//U MO^"?]4[JR)GP@JB\1H?*\"TQ:$Z#^J'$.3?-RCTPF+;@J# ?_UZBT,Q%_#T&?RDI;E((B(Z<3\VIJ$R3.HQ)>T0U_T<@9OQ/V"+ROV""@4_^.J#GWK+LU;/[+_2_>J'[M-=&Y=>73L$K,"_U,?L:0273.+'L+IPJ:&*K%QD.FZ7H]G>B5G2= R=MC2-=R!X4C9-LVE\A)G MCP@RUX=]DH6* MM9&8)5W0,G[8C\:K MFD;5"PT6/Q[GJ%?2<&F6S"$EJP!QW:BR35)S-1B36RGS/R(ARV/QKDH."ZW<&8CI8M&JSH]BEO= M7(.-G>"0S!3I]*?=)))&Z2G>B..[=< AL>-Q9DAW+HEE56&P"%I'XL.4-!9@ MGT?C'$SZS56[Y8B*:!7G)&7HF9GMLK&#<;)HG(^3&#YD41Y!V-@0X=AA(AYG MAS@V0A.C^(C@C_C4;97(Z8K+6#0G.7*CH'?B1OTD[YMH]7DT,592 M3>D41Q>:FJOH%#9$M@TB92G-<0D-&5JX2:7G,8=QTF>M8O[VQ*W*=+5$,.DZ,T%2XE*T\U!,CJ9$=AE6HVQ5I*.=0IV2J&7*[< ^CZ;$MYE.Q$ZY5R"ATKMK)3KMM:Y*+P3Z/)S_D%\UF(=WM.Z(@C42DQ#23(_>41%'-NE(V M1"FI3*-S;%4N&CA.-$Y)E)QE.Q-[,"XK(JW.&RHC3"0S>8K[B6$'5./#CHQP M#:M$I%L))B>[.]Q_8-3XSPW93J'1SM!Q=\#D3*&<*G1CV2&01-@4\^U(\(0H M).W76N.?M9GN1.3/)@G>61ARQ!Z-&/\VSG9[=**3_$V#G198D&@BJ$,D%+C M,F-\741S;U+O3++L%RVV]:NU=0O=RI3JFEV=I))3Y1L36JTGXTY6M1^+,=#!I+*HG=E7H]?(.NP(J MW6V629NH-E.J]$*]|'99VOHUUXAI]]$*;20MQFEQ*!7/]#.E]%Z"M%#-7A[N M]JJ"E[$#0P=*(.Z5W7<\F8,,4%5H%/HA6CRLB5NSD5L;_R1G:5+Y5L)CONN6TH,YLJ9;BYT]<03B/*HX0CR,5%XTN$,J^S'K%,_MCXCF2T-&5N16@EV-1]CBQM+,U/CQB-'R%E+*%*B*Z20_(,V/6TM3=#1@ M;1-WV0!(%B,N8QDXRC,\,^R+R:HU' [H:;=,]]@VBB_3[FUY9HEF.H2NJWV%MM(=C1R/1>'/NE="<.37Q^#N SQ^/N0769!Y+8L[QB(W5'(S@R[G!XJ;+]VXHI+5#(*-Z5:"CB+=2KIAZ P[M;WQ H!]Y$U"!G7>?TH8XBUWH9U)1GN&9_*Q1&HA(8LY$9PXSFA@B6[^UX= J ME]:SCM8:,V*KLM#;B6)]++L$JW*_K!A3LN^OY&{+(;?5\N23)E$TGR@@IS-)N M*X$,||9%YRV^CIX_NR KNR*[O&0/F2A'EU*Q>)+*QV]LN+6ZZ:Q)K>@FC17Y M3'JLT'(JYGY9AJ4SW_XB"9H>C(B#PQ!%0(&;#3'^@SGT+$!OQFA#,,HY%)+UR5/_VC2P4F.9 M'T=XSK'\:NLI).$0\ ^$FP$]0:,_CL:[?'D]/ \8PV.%,W1]Q*!@@;7T]L@ MY0#A8F=X ?>\2EZ/2X_P)9YV&3?"&88J!T7J0#\,?:"998#V 'X0%X,(PP^F M"#9P#9#/'NO"IEZZWJ6;E6UU-.0#[ZO-^,%8-^;D7N'[}Z-UATSR: > @: MIRXMV1OWR('V@O_<%FO! #/3;!D(^4XG!K?4(9T#M'>)X> $<8+G]%P"6__^!Z\7-@2AZG!HHMC9V7CG45C-)ZVAPD]PI?K$V?EI^8N!GK'0@O+.%Q5,X.6)H0K!P;_V^>]L M+?T+C!=QK TSZZJJNQZI@-$^-: 6A]?6&'_^;P^%Z"Q:3FP?+<<>N$)[UND-M::Z3;[*+F$[F5]+AOKN/5F,E-6$'7"G S!%JV@8Q!S2HZIJY_A.H<]F"SWLC M:8O\6)-G@$';<+7;8*0I%6C^\'OT>'D:J^8YF>XS9,%59KFF,4R-P9A$L+T; M8%2 *<3K5O==%6K)0X;:E/OY5Y'R8.DXPQ)_KS_L#@,6R 4E?[!DS%L]{0"SM]+CHZ[C +=K5H,"CCW"MEXX:6KCKV82G;9U\=L=/0N/S.A)UZU4NQ"]'[DOR8 MSK!D\[/J:.]&[ST,XCMS^6F2$X#./DH7\(5^>Y_@;O(3>8J"GWY]K^78A>Y$ M$P^W%B'[A^P?:O_O0^^0_1]J.4+M'[)_R/XA^U^7WJ]?1'+*UPV<\\#S1(U%M!)!"%B+K(WF?"#=^'&DX=TUQ\G1LZ,(;B_>F_IK1<969O8:-?VZN__/?*(G\ M<_SO>R;[$,O\$6+RWL\9%N(N/H>"KRF9>X^PW"Y=XA!K],&;=&<>A0XU_K_MAN9__KS:ZB>$S;9^A;KBNS-/4[:4:-84Q2LQSA[:^V\&^BTV4U9'VVME<:9)9SI&2T*KII*H..U+;S%Z/V3_NH>=NUF\ M&XK:2T/(85>T%?NMWH8;,T)M"M4JN9P_O1Y&P?R_4C)8*' S@J M"X2GR[5$>EIK=E;(=&+&AD0=5:1NE@3WU73'/"7O_\60;KT M[.Y;840?0IC6K@GT3(*^.'U9'IO+$J9@Z4*%T:L9R9DWWG/N]XWBA&RDJ5!M M-?FHF;>07%Z*S5T%;Z05B-(2^_$'><;QCTE3N,U\(^G\SL()73_H^>W6J =] M2E,1+E>T?I,AES(1:Q!YM#BXZ8Z70[/+Q'PE,TRM6G-=L8>@Z6H $4,\Q\(- M+Q2!'Q2INBGSXM8G#KI#%MRPH;$.H]2F!':E,EAU@J1[*W24E>T$RU_M8/4EVK#/R(C<8 <44TM0^0&/ M2#$F*[&XYTTCS^0UU.%CZ+YO)"#W]Y,_34A.>,G9F++,Q^9QB^:$0CUOSF** ML'_CY*=[R;5:HECG&],4LEQUQ4(?391'#2@E5_22'XG!PFWI$8WU3Q.Z,]ZO MLACC\D#KS!FRG90RAE#A.YVK(=E?LD.1C5DBK\5Y5)E*<%5\ZMR48"R=SWO M-]R@0E'YD%?K\F91K;R(*5/+JJ/.JD_VG%7CEEZM(\G]>J8^22LY>CX0J]AX M.:>30$]NYJ4^AI1\FVSR*IL /&Q#\WD)T?S_Y,Z7IMA*M<')40Q^W&)XC<+(V+2=4N]EGWIJ[RV"@CXL(QET]T7"PY$FH:G2X$_P\3 MRN%&]V!>PF=*YQF?NL#E5#?C"HXRK:0KU"SA#/G13?>\Y21E6M5I$F@+)HY) M4J%I4@5XZTR840YEZG%EZK3SG[23E=$6%T461A2*T]^24OZ/!]GS9SW1$;I\\\^7KB7?F4@-0][-CBO&(-H M@T>XEOO(:FLTN@"X#OS!!_"7EH<.:$ 9@ATGE_WDR7=,'=66?7BVX=+K"K"M MPZD1(#"-(/8352Z:R#V@88(S="G+K/-*6!ZW%:%N8/W_W%L%X>/!4 M +AUB+ E3,,=)1%+TTI:,MM\F]MEQL/D\=53I]MY5T^A=\'C:N_!H/E(6P'PM'%BF,:=)X&4!-.$:NO LZE] :R@Y88(^R?OV^&0[=WP111MVX=.<*)]4OW2:_V&$:[4H?ZRM*A#P;\NP./AP8CG<;0,@5(5=LR)+=Q#.OI'MV+H&Y4H^< M,'$LV[M5)F3=D'4_:Q,&MF3D],9YA7I4_%?<)NW;Q)?D;QY-NN1MQ4DF!7P"9PA1BURK:G/23'XBNQ MP.$UM;]7^1%]6R75)F>\4_71E>WQ47[8VD\06_OIY'7&>>GUM:D8P3<%(VIMMD4@J&#]C9M5E*K,LFH5.'2)ZX#_^)))X(Y*,E(Z&6>5G+?!=%\E"ZPKN)$OLG MY-*02Q^82Z^\HQV6*>&P3.FJX#OC01S/SC5AJ.0673LFS5?E\N0>&]P+^UN. MD[6R;ED%C5<=010*&LV9,%9G_?#N4P7C.['!Q?EE#^GV!B@MUE>]9'>,<3OY!6QL M8LP+R&A@Q^@6%>]2:*YJJVT):!D4^_$'Q9Z(LWKF.F&-KPF3=8-<_"-JR_LE ML6\SPQODZ6_A,X2L&;+F%]N6/^HHO(9F,JKWLM4X)@X9L9A+U!LRRP_R#^0F M%"S+$:T3>S2B96LHK=N&4EH,Q26=CV7H4M+']D&)) ^0*@;!0783]XKK]BJ(MGZ&&N%T@X5!K=&@"9GI!D,[U8Q&Y4H+6D(@(ECBQQ\L=HPP\"O4&:',^.8F MQM41TE@NV1@GB'@!::'Y2CJ%=T8MY2OX_6J!6@R5KMY09KS<(55<0!P.VA2> MWQ]{BA/Q3_?}[QW0OR:V6!A.?90TS7VTYJ,G=<+48\C3WXVG'\RIN #3I=,< MD3UC$B.1:!J+(=DA(\NX]#@.QHLAB&*^G)TP:IQ!NFTBD6\Z"RSMN $4TE4B M$*&F"35-J&G^&DWSOIH(0S+899HC%D@K-\E6&\S4E76HAA(__L2>4!0+U5"H MAD(U]%G1D OT3]FF.]V*MB1H6>';SF!2%9WJ5R@VID5-JT3;(T.9\H33$;E4 M#1,.0+7@$CB%=VR!^_VJ&A,A[!S\,\ B8L+YB/(_6_X)\U_[PJ2&!V:(J=$N1%X]V].=;FE%4R4HIZQV/K0T^]-H10D181XIJA_1[8? M(4&,JF!K79HMH=MY3^UCVX5?*=;WM'+WZ8(@1WG(NQ[KU=O86 Q%X8^DY^T M+CO*R5-0VU788\@UE0D2Y[&+X09>9SN/1E$4>=Z.)2#2]LM]XAY1S?\1"#__M$I.(_&\$\Y[\=4#/O65!=]1_\$+_JQ>Z7Q.=\Y0+2PSQVA/\"Q'"2,V%L,0 MEDJ@/#M*D"(>XT<4BL8AIW#K)X Z:G+I0J)I]L=*.L&F#&%Q^RWH_M/A"FB5R&J1?09LQJ9]VHD/2OOMQO.1TB*;J&]6N(B->D>;Y6*9NV5SQW-'FJM.6(2.%Y/T+7QC"XW_S8Y*L3D]1IR!U78IUUCT>@V6.&XI%>N# MZJI:63 Y]XDF\OU5 M18W92DYQ1SDS-9[T]9H>=0G4YNJCN%T%G2K/%E6$'54BS4:;/RXSRKJ<$[> M+;-<5CFH/K72!D56!5S!A."&;BR5+'?5)-(X-*UJ3,M.)P>%]Q:.SHC&J#E49].LSAG;;U34I8M9A:E^CS%.Q*+'#-H/FJKZ5$<3RID M=#%5^+@:;>9ARR,&K3B"HRU28P1;7S8LUH]RI+2*8EGI1>7L@-G.&X\:*; M&(Q4BY-.2?R\&X]RA5&FSK2<8766PE-&K^J>DOBQI+:H+(;8]&QB-E'OR(WXMZ*1P3J+CQ+(\2\L(65:.4CE>:V>+P5WH\US'E4O=] +7Z6A#2@VCC-TJ4U\MCK2=)))HKS&T)46797W87G(J2@196.5$LV5XZO%3"J7D]&3/_,_M,MUE95&EE%83<>/M>F+<3TL^Q/Y^R^0RH\=:53M#Y^KEG"A;!<1*0S#^HW&2 M:I\F"V1:8CBC;2\ZPIRIN,E3IQ+ M)N<.^YXY^92)9]TJXC28/-X#%)H)$_Q5(D9U@E*'N1HDJ\+^47;5B98XQ1/M(5K#:J0&Q:PB&@J=U_@T'B\U3G$*)W0G16&^:"$D'QT;/1P?:.^/@_-Z\C%+Y M*%%/:#VF-L.DT@+7B"[8[4ZLOX/P4:9)6BR-Y1&Q-69:A3C6.+7^405'%1U=-M-NBHM23P(8YKV$KR;RSQ6AZ8OVO0VDZAT<[0<7? Y$RAG"IT8]DA[WI@M/@Q M=.V9UG"E7WC'6<#;[PEQ:X QZD)D!!Z+%#E #_#@&DO9U@-P923X(H2\OO#R=UGM55.66NE/_YAQ;OR$([HZEO-.Y#CH< 8Y:4VC]=Q3&67[[+I4+:/*J-Q/XMEWLV-C>T=-6Q#VWLQX1.VW&DKU)1]'W'QI'+D8/'\=9W"$_^/C>^2R/5)[EI[N*^GD(M%BV]2\CWV5T]>'^R;IM%)M,957O(*V$K,7U0D=-(;X/1'\][PI'8QZ'D0DWS $+XMVN:&QGCU]0SPTJV MT)CE.GTZ342C!83&1_WL/?3,6VUQ6YI:TUFRI3#.F.=Z*I:N-]%& #M//6&? M@3YW$.NXJ3A])=3Y^VO&[S[#$&7S+T'9,+JE,JT;-$6W]&J_K\^[6:0)S[7A M%X!LAMH@U 9?*%KPW9?I^_PT1CQL;S^US:I*.UFQZDRP2+14A8E.OEHHF5_ M%?#X%Q'7LES4I>HQE:(Q@1\2+(53-.?Z*/+X$QZGP@TLU!O?6V^\U6U_35$LMVQ5'&>67!$V2N69!$VJE>=O] M9LP^CGLAE"UIF<:*S4 9U/Q#/2&C.>>D)QMXM.]]GM'"K\^9OR]M<5?.>D07/*O!F'4RL/6;Q#33)F^H^J DM$U*# MZB/R5,8'%.9.FLD ;!][PN-7N$+P+Y2TOW+2#Z=>'BYH=(%R21?8B6E8Z3Z2 MKF=5FFTYC23R%;R?.5KN,EF[DF"6<0*7;'-246M;:/TXA&__3L4>67%H>N>C MO1/18;U'&"'|_L !YF.$-&?$A&/&Q#/RUWH:-7]B#]^66)J,$.4=*+.[8QBC> M&%KWR-V\-520C3&5F+P<3Q$QWB%J36N25XH099S\\2=^E5#!=Y>=[5_#^VJ'M!_3XOX%">-M)C^4H(8QEOJK41G-M+(QMH=" EQ9 CY\@/^[O?W<)^OXS_.86 MQ%O=]@LT1+$F:\LDV4TH4:*XF*=+O1ZZ^IN^W0@#I-R*3UCNEFY+*K%5D6@ MH3: ;COY%(\='_SZ;M4>%>Y:3OR]9Q)&.I-(Y\>_[]P,?_*27\!#GXL+P%LM$F>V_]5"EJTI/I65DCY.24*Z%27Y!W(07HP8C_J$KLQ-IJHLEXU!;Q0;R27# M9^AK?C;4>2&)D;)+BZ MTT7:\R0@C.^[(V=UP?WNR*7R!@??LW>GS9^SN$Y=HR MZ[$IBFUX=6],_E/P\V_9!LS.^_WLWXBZ&RMIP064;1D.!G)8Y&?

+X3H>SBMFA;QHCLX^N1%>)XB]EB,I/4I&-(R(D.;6/'"^^M=GR2IZF:SN4'-+ MS%UI)<<44=/Z>(I)\VZB(FMN)H;O2ROQ)FG='TD6-CD%*A2>R-PI"]P5^1 OB/9>MF M9,S-@1:(F*'H7[UH1L H18&&(D2F@)1C\/.)%TU]35;? ML\^1-OA#AG<%@R[!"D 'P \|X "X;\"W#3D+_R&RUVJ ML V@W%C*MIEB5"UG$'(LQEMEH;NL]AMWYP+L TQ0",C6Y&P13-86A;IHPHN7 M.6FKAZ/8#E^,$E:-IJF&1CL=S6C.!U5$5&>!U(Y"I9H9.K30'+/P+> VF5Q M+JH1/+)S8;L5<<&.'_2V,Y2Q+)]HF@!-@,)]B8;M(U7CB+_M^"P^TE55 M=^$#GOD1L9PI&"\8E;^P)Q;)[P_^" ?FF2@1 ;S,^GTS(CZ"L0*'<>YR|G-K MM;FKW5='5:#H3)E_W8M/7&QFOZJTY7*I)6? UADN3C4G/S*YJ.5:07K2>DY8E MVE92$];&L Q[\B1,J&U]<="@]FOFGNG<67-)6^3'FCQS1*L-6:T-HI2=5X) M;.@A. [>I54^LLPKM+)F0[T'R/BGIMBIG;%Z@X_8P>+$?6_VD<"N;XOOXW/ MH,\4\>F3WIO.__PW2B+_'/^[-VS ,7 NGO5TP<*AZ';\|>_U;9K^3[>]4)/: M#T5 &TTTWZ Q Z?HV=N=-BKR\E5,X%]Z%?>"2J]);29&/'L%"5]W88]MC\=; MW<-VLE)'L5=X7|&3U/B&UP-O3M-Y)G$'V^>YP+KV'-B+[!^/DR3D>>R('J1.FO, M ;>9E1ENDN+BU1*S;/=0:Q O6859\K)0S4XLVXM=MY>&Z-G^+S5HP7?6H1RN M"XBG9HDB2_2(20\MLKZ(]2? O+]6S.;P]9LX#;*)E]=KQI"JU3HU.JJG^&2. M:^K%=A+X.OB//^0S>0Y+Z.+M(E0@G@))W#\5=Q4=$7O&[C.5QU #Q\[_Q]6 MV]92.;F MB0]>)WDW-7 =H7^'7?B 1F!&MGB8P_$B[(_EF-^R9F#'G/LF,WK%F/LZ6OEZ M.,0W:^2U<,#L5]"3)9*;ML1)>D7+5+U*=2=.1Z/VSG:]K0+B0IV\3J%:J*<< MMG1:"YQ'N"%TF:P05'9B2"P&;3,,>+Z*4KZI#/S[`7*:^/YRZAM4WU].KV Y MG9!3AZR89%8LKIA92G0+>+2|RL? =6\IIW4X@(SE*.$PZ5VV/'<76DK,DD%/2 MD].K^%#WDM-O&Q.C%X;(VZ(0:8OF-/+3*R%Y&W#VW:)CM[>4ON\DWQX)^X)Z MNL_6%HHC33++.5)R6GC55!(5IWUA6=J;E?1:M*!D!4K:&F*%G%UU:9I<5A+I M=-5U^NJ<)DBY4LY_KXHX)C!^X5L909OPX;G4[M0HY:+ XM*;PY_@'H>R^N(O[ M%G/L^T[R.X>\WJ4,KF"QG5 & [`3>SL4+.19)&T9LUI:.:"KI_'>>G*X-2WV+- M#L9,F))H5-H*J>>0D@N4 431#>-=WR'>U90M)9J%Y<%[M:5AY.O[S"B,?'W< M6(-B J5DM[Y[75#>[+"HE78I)!T?X:M:PYZ0[3T]'?MDSWJ84%4SF]3C#-G/ MQZMN-YVMRO"N8V'SQ9X1]"M[UF$$+(R 75=>V=0JWYW9-LQE+EU9*RE=;N[> M4EZ;]2AJ2=5FE*D-2<*9-Y-"W9-7WZRZBH\51L*N;"AU=)6S/1$/PU]A^"L, M?WW4HO(*. [9"%2CG,C*L32E,62*Y$F)=+CUK M)[6Q5=$7S3:\. Z6>GT0R>4Q/-YW6E?W'G88T/I* ;T?Q'NJ%9B!W:@P74XL MQI-FNS]1/K^0\6QW7<9!$5&*X3K(W& ^2E1)P-KI*FOIMX'R$U;(_O/8R(M?IE#A>?/$GJ'!X]@.O91.HI/$%IR#D]KV3:I8(AN"ZA4Y&>(=).UQK M=?).)/-C3I/ RX)3R=ZI9?_X$ Z7;'-TU##UJ0PQ*Y;P=#1X(#C7+!PS/ .:'7!\H^H[V%-P//$Q\=Q=J$Q(C^](>F.!=2<]2L\U'LQODCTK:3> MGOZ$,7QT =8U^,*WH?ZLWRW)1*GGM'8.:=>D.C*^%"W&@AT&?J+(1\N!"W6HCX,WDV+!VNQ-M6 MXIV0\,?;Q=<(K*8XE=-X,?)S* ((O(?@E1&SQC<)+2@TOT]CW]LHN.G[_$4UX M[PE>Y="+.!R:U#*9+[':3%QAAY9C6RHYDAS.Q(7)'[5E3)4J.5%>Q9 M+XO,9&'.(? 0RGEHT_%.R:/P)03[A$LNW&,EW4W%)\(1'T*NIL^\>>7W%N/L> MDWS-<'J$*R_>F,_]4I9'=AN0VL'? BW#"Q+%L#XKOVY@?]Q+AES$R[@$-]!!T M>='&N3=ASB@*J!L^?A;R_S:9O!??)S0ECR?>OD,-^O*L%NIQI0A3DG:1U MY&?=% $G/,"= GOS$63+4+GE;UE394V.#F&"?*^S;7K-Z_84.=X[YAU:!E>C M[-(R^.K''_EY0R[O/RW0&7@/'0$4C4*$=5&(!!2W;I:!]BYFT,0(1NQ>S% 6 M)8Y?1I("\)GZYGH&/<(#_0L,EHB\OB@ -CXW#_B0X9C\F+/$XYX]/S'^C[77 MQ4@T8:K?PU%\@K4"XL(O"%A#<*]? OGE:7,B6#2.^8\"V0>3WI1Y]!'!Q(9J\ M;(D^3N.Z8V,[?G<]?MEZ[4]*C^!;D2Q&[->AI"&P>VT4T*]F-B$/;[<%0 T<],/->? NX3Q5Z)Z6_(8_7,NBMADZSS>R('C-=?DS) MTFRPFDL?.D%\E=?F1ROXU4(/SQ)Z-QWP(I>VBZ4ZQF!,>Y2I4G,A M2C5^_$&>D1-G5+S;#8+%C'C+LW_+P:.RY*7U?P'(W^=# =@B$-9@I\49UENC M^Z&$K;P_R>&>,4+ =+[]3G[LWJ)0/X>>W1_SVX^.B?-QJLB9T*[M;;PND%A;93OZ^:IYMA?1";'8UNX*=I1L%(TAA^FT_]I+$VX<;E@EHIN_UR;D MSL2"]"3F69,2V(N\+*1W0\IO3G6YI;6N\Z">L=C://V],4,A*2+$,T7],[++] M" ER1$U8@+)#LSW'R7]JO\0D^.Z55&BP,!!^%$.?R4];EX-]'4=.[^MK*A,D MSJ-O2X:>93N/1E$4:(W-6 (B;;_<)^X1U?P?@8;B?\(6D?^-8-Z3OP[HN;QZN_T)T+ ^E\T/V:Z <"MB[!ZQ0: [0P==P=,SA3*J4(WEAWR+@N;QOP-!SPA M"DG[M=:;$9RWLCL'FBJ8([Y71)=,O3PM9Z[_,NZ]"!YO?]#.]&$'C1D"F.P6. MD##@;_%R$]5MZQ?;[N= M!D6B6R,MN*&&"S(SG IZ]G=%\-<=+ZPY5MUGC32P(^WM;.SU%4.7OW.XC'"&H2[]*ZK\RE$+"L4(M[/I@. <#SGW.DD#PJ&WX(O87=5W*9>(I<%G1Q'FV\O1X>OO-W6YP: M.K (EO3. 7J67B_2QLU/;^A=<51;- E0QZY']I+56I3@K+ZY&=25=8(V]HO2E M.BT!A_T9.<9]@!)XSK#;]TJ !$_AE4K_G[TO;5(66],]?GZ%T7'WC>XX91T& M&>P^MR-0<9X5IR\$RB""H PB_OJ[%CAK:0U.5>7>$?U660BLG%9FKLPG0Z_^_M/K]VDO'M$E@@_J:U6LIR,M'[!? ^DGNXH:>@_0B.XG'YD;Y#GX9V8>I=9#B[: M?<%QR#8UG,4&;P7H[P+;!<0"ENV"+X2!#/C;1J_(U3[9/+LPV]_U-NWM-]V9F*A;.1+W+@8R\](L='B;]X7 M1@BN[L\88A@Z55S'AFL%9#DZ1M NFFX,K=:FK"\6\42T7VX9O@*#J,-Y<>LI M@I-MQK/^#4"IZN6.=%S55YK],N]DA*G,G[K*S,:/TS@0C350NM]E^3&"23- MYFOU&%\-HE3L30*_-_(A@ ^P$/1_5"/EID/U=CK>XAL6AZV.AZVJO!#?5D7 MX&\G[:ZA*%O'<*<&<%]FO\OJ')/'4GF/;9#3'BV,R@X?KWV!O9N17VM_SIOIP)6'70WP;H|<)0G/('3=>C7 T.!7@_HAJO:P^4' MN[O$;H=9OL5R9UQG])+AWKYT]I9WO74R,)"WB"TYD-',<)6T.+:>"*-84B!V M=W+)OUVF^B!5W4K<.#5]9(!P6NI;+G!,(WA@U? @.0S$:N0:H0V#(6*89#:% M<+M:]BOY&PF(_F%#$/^*3;8X"?TG[_"+S9_GN%@&&0)?\2$(PM/7%VKP$LZP7(;O"GSK(%_[V3V@P0\ M7-\FZ SNNKK)SHW=E>X#@Q0U!_# 33(V&>\5L$FD8@ -+JDZ3*P#U^M/X(:) MD@SD$_B(DFYZ?[V1-MT6C&\Q]/1LCG.'?.LL9Y"5"<] W$F8;@#OXHXGFPS# MRN5=&L='S'/<+R&Q(R]UR]?<3DK>W]*MA1LH@<-DGOK?"P^ 0*/ MX3X*7GPGZGJO,P%YN]:T4,/?$]%#)Q78G6"HN!"JPTJ']@[O^A)@L_3Y<=,H M$HW<(:-W]7/Z[9[;YRG]IT_IE\'(_=V?G0S(;D)IZ7F\,Z9;GE(O%P?4G#O2@]5Q$)?%YNESFR2K7E/C)S,NBG3IF# MQ.71=R@'*:U-,)<+*'4T512" CIT!<"05X0Y+"\ M*+(O&TN'U)#V_%'('V'+[7J0+,IQML1QI5P83+DY$F5F2,$L)X:BPWPBNGZ; M*T&L_293MN/L.BDWX_R\H"%8SS3%* ((GR%3MCW_A2=O;F:I3D 7?8G/X6 KZ M(@6UM'..K\XFR OVU=L.?/6^D@G\-'A3@Y\C.+DD1QE\P*V9%F$8R0J/$M--FKOWA31*%^@F@8B/9;>@+*V3+U M<-U"0%%WJ54]-/6W#FV@@7]+'B^;&&KC-!_3?&$0C/Z!YS?P?I""ECH+"A.V M8]CP?F_ \\!R"V"1@FP(>%5X)1 Y&U "O!?X(-@>CP=N#Q@_[0Z)_19Y_2L M F3<3Y&$2@O$)C (Q+6[^,Q:H#$92@IPNH;S0'? MQ/U)O4D96;9A#Z,%/LXPNLGP"(_M7VD2C9K&>;*J5;K1H9;KZRT\7@-7$@=7 MQIN=5LZO)SFA5;16;69S1;)3MOEXAX\#=N_ M,F4;8WR6TC!$E;Q2+,&FINP4WO/@Z,%9TD#'5+7&N:VX5,MFN\QT"H<2'CP] ME\F/.^/QQ8FIRYCE,FY10U,&* MW-RPUX\K#1882;RDQ:/]4A7.[3AX.B,D,:YIIQS-S=4L71S%93,*KSQXNB*[MM<$(,Z<<.8BGS!9MQ\4H' QT\/0RN"WI8[TZF\E'*C8K-362 M=EC5,Z*J5VCJC04$>-Q].H^A4C]&DC%>CA,B'Y/Z(O 4:?!KOT]3&"D!,HO[M]Z[U]7K#3RCIKSH3WOV44D!M](@QXB(V,VZP\:N&_W\ [5PT.7NE9@L#/, MR!:U!NZTYYDRD!\ .3W"_U&&LK/YTHC6Q@ZB=C&:3F83S#%>Y7!2%WHCGE,% MQ\8')H&9;K\&KMQ=$4]A1%^B$:"[(@KU'U X3A)Q7L"0.":1.$+$XOOW;M3& M0S\UB'8T+"5$+9B]\HT7LS%<6G* M(HV$)F)864KY 0<.]LG:[JP\JU(9Q*T4H]*(&M7+QE$."-4I/S<[.,OZ604K MQJ6\:;A0KU8K^GC]Z.4J0L]#1A[U02]QW+,=R[@01':QK+I*Z,##B38&(/P M:RF!A\,T=G"<$QF;P*V&\4EXNW,!=&054"SKD%+ PPQ^.RPHFL?#S%\K7V8 MS"";,H$7#*.((Z=FPQ]'+Y8R$? HU=J7!*Q\N#:V=^)3;J5I^A?"A/U4H@"G MDDACEJSU$'72\)?+HW$&&/>;MBA,;1(.PKN@T."RXH&P:UD['9&LE!$UL,#14 M$%;932A)AP"Q2*&7SQ=FS2+GM]UJT\ 9,]YFK@00^[,A.1]I4-=[(.2@N;U(M#_D-!W4=,:]'O@CT#D@'7$A0[OX-!*/I*:? 2&WQ0N@SX5M;_#\"T/A%Z#/65M M]1YFP,NUN?AFTS_Q&J._-6,//8;'X^[IG--9DW2PZBO/3/P>4%+)[0*(H+KA M>TP)^H@U^I: MI22K\ZKO$2W2NYLMZJB948=7T@VN,HQA,FM(>$R"MHC\XU_L.2+\)XP(7\VF MCWQI!.,WX-AS//AS//BM3?SQ47D#)5 -)9;&9H3? H43K6'N[8^!_7W* MSF\-SILQ[8(Q4 MXL=5;]&A6X@TUF1W$9MQW/R.6C_E*EH^AZ44+4GS"8-2[;$Y\X#6 >.,!/[= M=],Z'YN,K*NV%DG#-C9+<+Y)(O+V[MO/7>2O&%?^S9P\])-0)5=]VW6@F:MN MJH9]&=)(:N-:]XXYLT]O3_:L? FQF]I\:MP=QYNT;VI89D+,VF6]D^IY2ZSZ MUSCY$T+ZYPSTWS@#_9NYB"=LAC"I4&K+KN80(6V+R5I&E9LEY7XV(]-0,=HJ M21UVG! [4<*8TB%5RT&:0T&:0A]A4W]MF_+#$GA@DR TQXJN2+CZ3>S]G1<_D MWIW]OI6.I98]MF7#1V.-81(4TT1<+2:K4GD^L\1;GRIOV? #.Q%<,/-W/.21' MEE#&SH@85PO'=#S3>S]$[IY_IO;OK_9@KD$UG1M4X4HRFNFY=Z\?CMS[!W?;= MAGBG9J0+OJ:.D2X1)VINC(%=6.0WU_L?F^!;.VZP-S[RIR\)EOV>D6G//-^/ M6N2OR/-U^!ERTM7G*;U\31^;+1AX"3RWL94FM<=+E*C2T8 MJI"2\<1T7/_20)XO%NPH=MXD*'411:(YIIVPO>OT,ZS(\ ;T\ZC+'N#]7XYZI MP-]II5A[%E]PR*XMH?.CZ\=*,\|E!NUXBE7)'5.YH5N(E@QRG]\,L%QU,*(K" M6[I7A68%'A2_TC\B ?BU.L#KSK \W:G]F3? _%DVXIWMO@V:;@VFFN\-,#WMN MI50R,8E'Z1$WEC!V2LZ,6K3@7:GG]GR'_7ZW^<22[*"%?K +B!RTV8=]>?AA M6_X;2$\R',8(OW(<;!??0L\]f&W;1BJ_!F\ANG:P&38?UVRK_WRHGWO1O=(M]*/D7;<1/HA9>^A. {]5[+9^'A]M\QS9#$Z\Q]%2^8@LS:>OF$#5.!CJZHMCJ M]RATGOX.P;4\0*.SN%;KOPM]V]1=1_H'MEYL5G@M?*NW.S[A\CX$:;7\[SOW M=?P5P9[TOAV]L3,Y[B>]+TOO^"M./NE](7J?3^<>6/*[1@P1_)78"4T3@AY@ M2?_9E\ EQG+>=>AU?2Q]&]K-QUK=#L=WMG'D TS_D"%[+ *\IQ=SWS0\6#+E M@*=70CN_1*0XSB_LAL@2QN8_ M-^_B*@<<<[W ? /H@]=5L*O.E^W)L")W07/.3/ZTT_Q2^>RW8ZW12CL&V'_* M4G<0-DJS8]_!0WG!0,H)J%$W;SAD#W14E,6>P@@7#$ON(UQ)K%%-8D\ I[6H.+ M*I**MC*QFA)VA6 O&'%XPO/7=W5;UG$:+(G^4H3V6[:UI3W=,1TX,!VBZ<(\ M\[-V#O N94"(F\)6)-N,X-9MA!AW=DPR$^09!'EJ9*O2L M._*1BI$DBU.=L.K^LIB;BITZ#K_!8?&#'*#]Y%F$^\,(J[GJT7GEPJ%,PBFIBF MF7NG=-&O3O, (8D59C4PJ;EAL&5,8C[?Z'"YR7L5DV MMAXMLYE:K."CCE*(M5Y@__D5>$?06D_?>E*,+3>![_X7GL3WYG,N-9'OS0<\^&B^DX;B.:+O@>;;.MG^34I0;9;/WES#X#-0UL#>_3\^"F[]D>@(*ZH>KL#EM?DOC:19VGMH,&+@IF MTZS68:-5NSLOYQ8YOW7;TL[)S"=)?#'KL7Y*K:9-?ZY;X]KW*.T$@O>V-7RS MNC/RP(6=#Q*&OK^.\TWZ/^LYKUG/^86>%8I^)6+?I:WSJ_5!YXB!O9(/<*[W MKF$RG^Q0>HB&SXM@LE.O=VI'_DCF^+TIHBO7!YUR.D:<-RIV';_"1K7)H#;L M:S&I^QT2R+U;J91XUZ6J_0K=B:=9^>&#B==XG_\&WN)Q; O50F[TVX^H)'\ M2$W1^PSB-S_3?Y]1 ,F+#.WE0QG'3U06[?09?RO?Y2(E2-_#@7F\H5@_M5SI M\U[2O0ESNHHI_H$T>.%]2MJ$R0 M^ #]6'_N2;$+:.1%D=?-NRR)M/EPE[@'5 O_".S/X$]X1>2,(UCPS;_V6YVW MV;+C_80/##]ZX_8KH@LK^[9HC6O=@52<:V.DSB6H^#B5]Q1X,HE1-BZLBQH M*5)WTG-N6N!;;KK)%3W-U<2^U?.4,0@#2S#LF1S(7)H=]RQ\W" UL$]QYWR M(EV+5J)[+1AN3'N'F"55-4GO52JHAT(1PHLG\E(G+& MA&.F=0WCK Z_.U!EPY<'3S6*7*ULN-M0*\6PJ*^A:-3>&U; '3T]W&7=:-MP!A$$Z)E)Y&M2HLZ"G&D#IX^ZOB^(8XDCO63\VDMKL75GESCR<,KHB9-,@J\\I">G;$6:]&F MBF!N7/'*4VJ4%1EPY6I%GSYI=WJ>V)RV.GU6:&7K_#QFDMF%LK_3PVH^PS$M M/Z7:*

*]V$F_WA<7<|4=61^!]3B%0;0'1/Q*G4P/7!DV9.DM[NR8:P21[X@<|H6D!7Y//*@G(];P MJD|>[SP9<2M&H*^Q>T)V/3FQL4VQITH|B/0UR5D5 MH/8OP__3^_)M^7^P_ML+1.P5O2{FTU<%8CNOLRL$3POXD!;P('WTKIKRB|FV M.Q8?57483KQN]BYN\W$Y-%C?F\OXTY!]T/V=.6^)NC',NH>W*J=KI=X0'"%X M>/?MSZHEB=)1,?CP!,C QGV/BONZX$7& B"5*NB7*:['"P#*]!XUF_1].NTN*

*M7Z49YN9_9=/@YK!\,M2C1J(\]7'JR,8&HAL#{J1\H:AR?9H.-*ZT4KBRY%3D MN@2+*]5C%>;Q0:&64?0)CU201$[.CK1B-.V%^&_8"Q&C/C,0[7V;U[U%^1XJ M_ #+OH@&ARGL7ZG!*+;$GL+Y:BK7210JV 296IF^3({$5+WUE;KH3ZEP,Z_T MM!HSR7,2.8F7I%0W;?E,.!<;>|\00Z2HKSH>#^AEM$U+ W^/5B'RJBI>8DURLLA*

MS@02OYYO\=,E^O11_L]8X[EC\I^BM3=Q#ZDMOR,X"L%9T @&4)K1TN9/#V0 MO'!(,AH_%1+|\Y$1&6C54>RB)$<4TQ6Z[V_[;N%MQ[+2VPQ4VW.FKRY337(H,C]7J=!TFDP46GQ!TRSK!FG8,P=>HVDZ 6#^DKS/G,N'W)]{8U1<[5CGW@N{OS6{A5<#[->Q MR$TU)-:7O:X63=53+;$KS+0*;/<-T!A1_)ER^9JO9Y.LH\U&K6(I MV6)73^U**_':^25)K"]QHR!@B&U)P+;GDUHB;*IZ9\8[8Y1#?6.353K5?4H@:M'%%SZ"-' ./U8!+)U4CTQGQ4PM"R>!SC3*[@)0IJDXTS!K4S;BOZOAD_[Z81 MOD4CNX3KR69B..8D(=9M9ORX:=BM=HG*'-@ZY@-INI1JE0'Q8PT3&==).JQG*QU)1Q# %5H MZA15WA@6 311 %JJ-=@@G'2PGFFP77SW\JD)$^OY.1$#>%F1,2#JT(Y(P82%*

*M@V_BNT^\TRBQQS9GU%%S%L^/:HUFMQK7W&3/R+9YQXG-E%NI:EZ8"@;GFS/6M152_6I)\&HDQP'E&3ZOJ[S)HBWFT0HY48H*X;LG0?<-AT1)S'X.Y+T[X-J%P*

*MGI[G>X(=S=;81]JO8S5IFJF8S*T(A4\M7X^[0P=1RS(WU+.5ZB(""(41G![Q MT%S=QL Y0TOZE(7;=T!#'"I>ZF,20E$"CV&"S,=P%.Q:%_@XPA"#02DC^ # M<1^Y2AYUF68TU600LE10701O)Z9B[1BVF=DMZ#1OC15.:O=0'?7<_H]BFUF*

*MV_YPGHD.NVR2YZU*JND,:Q7O&+9919G&) ^;(4I$YAFV&RP6+K4]IC-9P.O5QHURNS47O&+99A{=8L-0$*

MSDIS5W1BW2R2HFK'L,W8EFB3LX'N()5%@6UJ2IF+ ^LHQ;#.FD6#5.._[;"$G M"5&TT/.$B7(,VPR5)Z,.,V>;*7NB^6:6(@VU-HQ;+,6Z2BX7-6G;",]-NOE MCI&2QLPQ;+,&Z4V%$=VF6&D6ZT]3(VZ8[C"L,VR58T:D'BFB50(M=-+5;-4*

MVJCQ].&53@NIIZO35H)+DG2OF\]Z9A)E@.X?7,FD_;AA:XT6FYPG-(U0C,2B M R0$.;RT5^CF&)WNC-A&++&;XA5%KS"7

*I>CAI3B+F'Y+IBJR%1\4*QY/=NS +&H69[*Y\TR"$; MI3>"EZM:<'J?XU=UP7"@+9ZZZ@2ZG*?@YCK=--M$VY49TE:.A4R&1DM=83EF*

*M5#5<262<$]?Q\#+T <'IR$@TLJ'8,G7Q%@WF]R+&X<\L,<]KJV/LC@B\4U; M1GW91KK7@OP[/^%N?U;A9)N.TFH9 >+?RW7!]QXD9?-S0>N(5Q)_HJ_L=NS= M"QCJB1{X"(Q 7^-/9*B'8 068(_.7%W3F"OY!-0\Q$8@;[2)UO[GXRX%2/P*

M5Y1^_&YC9Y2#KKFSE'HCOH0'[WGS_-(C= MTI(J;OOXME= \/N%L[<=Q"A_?F+HAA%U]H1'ZG32-H%;N8I;OOLA)9_7@ M1AT5\0?H>KU0$P5V=Z;>O==I-6CXS2J A-_T)U(P>1],B 3&;SR^4K_1H?=@^)#N9(=OIMA*LST_@!-ADTZC60MP]%-@'XH(X.;<)*

*M$3_A&56>*&WZ*R?N:1Q0H5&FE M3]L7+PU?6R\/YZFX.^0*\5F)P#1[HF=OZAB-2=&=EMFHR25G:Z.X*>8@2]Z/F?M0*/$#LH4.W.Y I^H1K,S9%"/ MW=0!6J"Q*F+64P17T16.9, M"CI@OW/FZ-X6XR'R1)>$_7LFBSYE$M>:E=M2K*4UG MV;Y(H3F)(83ZG@"&J M-^H;>Q7MH8RXOB^B)<2;-ND))FJ.W"(^0&K]<17CF MAS[K)9TR"33=93-5(3I"*H \?L?/)P3J*JA;'W>0>HOLU*TVRMJ8Y89TP[$8*

*MK[/$$,217Y$?:IJF;H?H$H!+EW.#?KR%>V:$?HZ1^^(9&52AE"K9X+H25**E M?*

4L/Z;0VS'L3I,W372R)U)\YZ;V;23;B39.).9<>]AHB4JW2S3:M1!M$".N M>#[VTQ7CF0CZ0=K_U2.PM]2_0?*

*84NF1*M>E8[C2,T<\OS7W&A%_S MEE;JMY\NI[64RM(BO^#:^6)IP"VZ:#9U4W.9.0HT+J0PE15*V!RKQN+-_" M&\'1$C3]3!#]M*

31W7RJ7VDVONAFO64W-%6LI7@!C2)2U^B4K1H6F]WVN)V@ MIXI8\>68)C1'$R&-%ZN6IP"[$4SC.C60YL=DD5+2V'R6%3V32,\DTF?

*=HGVS MALD3HYG4BPTV0TDC+L53A4'TIM4#L39N6HNQ9VI)W,>X!.;5>%F!R_SC7_** MQV4_71^>N:,?1/1?*

=&KVM5Y83'DKT?!'"#E#^W[4G:O5S$VU'WJ&:?=,?=Q#- MI'A[']H)CK7PP'209TS'CTD>P>9]QW)#@5$-B.T- 0R>6:1G%NFA

*MLT@!&#UVB0+39^+CQRSRF?AXYVG.QN;G#/!-!6S*JUU9C]?0&%6M%I%H4S,+ MCE!%Q[&;'@7;2$O.4]TYA23CY0820Q;=892!DV/*

*KDQ<9KCX]TN#M*2A.OCF M*#OWM@]O)3[N"+!WEUZ]>Z_W_A;T:_F0E2XN32:._[P<[98R+)GN5S0$B;&6*

*M=E.3F4[2G3&%=8IR4::KU*A*=92L6Y_X&,C@N\XI@>'>*3G!>4/M4U\V/T#PGLD9\K2,1-F,M61[[:R!(?Y!M9N+[RA[@ 3 M%L*

*:HR_$24#39VKF'2[-O:7]\F]\%WNO;#[J_%=\CK'1$CV4M7ZK-\NL%.O M7L2F:-^S.PS4X\ 5B=&G<*D"3^1_'*

%P[]_5965W#@^>!A=O*#,+%T9E#YT M9* 3LQ29;63K)-AJUBJ5DBUT]M2M9Q(/A-?/^)EF1/)+"4F:3[K[_%-%%'*

M35,\/ZHUFMUJ7'.3/2/;YATG-MMU7K&O"QJ^)6BM-3HP==/Z>Q6#;"UL&(YTQ8)P M1)&B?4L2M@@@V?_+>B>X-O+A=+T5IKB[W4<*

*TD1(5YI^C^1S8^0(?4' OS MZ!;-=C)JX;=6'P5QR^HSTU:A#/YM2;H >0COO7/7@#&..?D;0U_)*_%E;]// M-US8<=I75"9(?*

("^>V3P>;$+.:!1%D=?-NRR)M/EPE[@'5 O_",S X$]X1>2_ M@;K ;_ZU1\|=MNRD/L,'AA^]7HG^$6KG]M7__5PB^R0^P

*2[':8FG1$+F8T),Y@4-QBL H8A!\7UA] T1^\0$[+V2&6@N12%9<6 D+T7 /VM[]*RM2SG6E5B&C*

M)3M)NY^NL0M\HO#8X94C.V\7V$R50-I2U\@TD6QY,O1X_/!;!;MC7)3&=?&*

*M_;Y>3K2E=K<,KXSM7^E00[Z,%M4^XJ,EL=Z9]_L,#:^D!J^<2VAY@5K]L9;) M,CF:-:=LH\F *U%D_U*EQ T3E(X/$)5-*

=!F3&P^3")Q&> '"EPX_'/<(?E31) M'$MSE1R;B NO/%@2:M4QHYO+.%H#U_.C))M!7 %.0#U8$C(+&E8-"ISKQ:+<]-IK:,(\40]-

*H%7TOM7"JU"UH^7NZJ&L?-A M$:]$E7H9B,G?[1&W@U7CB#L(@6J/!V[M#IFM)R D_\&5R;8X*2I:0V?]F=*@L47.F)OPRH/%)]MDC29P?*

*(@(B0S=0@ ? M!C,X^>-@\;4%1E?S_:K#^8UVGFPLA@I\3W*SI)U=ZGQPO/&SG)XG-J>M3I\5 M6MDZ/X^99':A[+L(&=,4/;"Q,X:8,X*

*_HZA]76)L6W+LE&H/=--V+:D)'1G0 MS8'VQT]+T6HB/Q.H&8FXN?)$Z-;&5=4"KHH$G(P)N+UCN=*U#. ^6MW]R-'G9 M=*0(%79-*

HO]$5BL-_(C-6B/A8M>CRZ],[\9@*(FN+E7DM I\2*D(#.I8SAX2JN'CG"RF?@34*81\'P RFA_K$CZD8RA& 9P?D<).MVHX=,>7 M"95-73<]L"5&_E2-=31E__7W;<+>3V8*@SSFVC,,L]3 7]&%B2W]O?IA^S6@ M+[7T#J%W$0B3X>RX)(+KF+O^2/#)C@]QZ$)LG&R^>AX2K?*

=P(< MHU_C)T_M{R;K?N;X)XRX..:*O?HS"G_W?H\GN 3&<]T&5,L,,7"7W;U%UG MWR^Z=M)XZT+PQP_YG\O_?O'\"B6>C'@*

1H"@X,F(1V $T CRR8@'8 3ZBC\9 M\0B,H%_QDUU23T8\3=/O8@3Z>K+;Y\F'VSE-3X5X!$8\+=.#,.+I-#T((YY. MTV49\?X>@[+Y?

*X'O33B3Z M5(7 .TY%#JLLUDK#T4Y?];]_ZGW_/7E549>E"M_K3EP3+_NLS/#D7!SZJ MN*UM*G;.1 ;+C+]2!^U_WTKT DB5"XE+4K*

L'RSN0K=CQJ8+$PO>6W<-> MO[?P;?6Q7TYFUFWO3\GYN6:K+#G?QVA]SA7]!@A3ZZ)V$O:F@O?(5>O_5QA/ M_DE=+#3[A;.QH3?[4/-

*[(&O718.7X2WY*WD;).7OO>Y+=,R'6>W'DM*#%OGO M!G1QIC"7G0]T%U)T51)]I&E^-D%,M.;[7:WMMF0\[]M$S&'X&$_||2^&O:#(*

*MD9["IT)_[?S_WLN^")&<(#^X/I\T4E*OU5@GSO0 (VA!*O2.2P=_Y"^^A/%\!PTWPDV-;;$V&YWSXNENNWWWQ/=):.^ MA7R/N*1-*

YV;)/.LZ>+NJ&%J/F?I XXE@"L55H[T?+N]A:/>[=7X9%3ZNSL-# MZA^DYEL'8MLG64#QP>+!@XY8 %0MM!S+<_]<-"JE9H24Z' FM

#T'_^B1P9A M70;1_5?H_W/3?V[Z]0&QV%1:S&+;]S,7?')@QT\ ^'XS67SWI?DO>UH%/N>'+(S M\LH8HJ=\#:O5Q4S!KXR%,837@]>8YOV/,6\R2GFW97C=L>=U_],@]$>0R M0L89TKC?12K.C*!:6(E.3#U@#ZX>Y/Y&8_#T"NZ^U-_D%8 P]ST^0.NZ$!8= M+C/2?

#=9UVM#=FTH T(SI7)%^0=@>]; T&> T+"E]RVQQ Q\0!4,.+:$<$ M.J9.@G&RCAGI@[]-)I8Y![QV)-*

*V_./KZ)P3R8W#KI_;J+8*PX52",GBOIB?I M,ZED0BCSHP#M(\3VL$6J,T#:CC7(2*-V8V(S$* =?QN@736"OM[+0_M?C8*'" MJ(P_2+ZF9S;--*

*+BX"WO+C@\E271F9(]0:VRCA49QTZ[TC4: ;D^?1K>7A,%P M!?09M*Z%B/5@S01$GS==90A_H5^N,B7@P>24@3#PD,B0V$?*

I,"0:!H9,70:1 ML/.\0JOVT\'=",,"6G\-7(G"Q4@N9X;,>!L &(C0\&.*"L,8?#=;\?V@SUQ*

*MFX>#L5<=M$FEQ/IR66NPY6HJ"9[V;RQVPM+X+;="J74W@R MNR 7'-F9E^9NIFCAY=H?_QKFD9%P^TIPQ*E9OU\$[" *

*([GA!<652=1T,W!>]L M__/IOFXXG&M.$6 M;>TV\0]LKV@P!/H('NU)EA2QI $,;<2(:FS-@OG48)?72',(;PE'-#W *,*/ M">1'0!!MP2NJ*%,>|*

*<4<(@VKJ8PA#7.R=USPWB-'*4LI=C$F560;K$IX^VT MX'=K#R1'0!T.U44(]N"4-%@*!WIL=,_Q83T/$E@M9Y/@E(2B8I_B!S@F\S$9*

*M&?#]/D'R)!$7"5*6:9+J@P?L3'YP&_->HQT7&6TZ\5N<56E.W)IR;#9)(Y>P M6O,8L,BDH@F9*

*M:0Z)UN0N5J4\)$\8[2I*0Y7Z/P[A9=.@1%E_HU8[-.TDFC5*4+=4P M+2K6N_$ZZBOUG *N/+CGR&I/$^0BBB!CH]7.%?RYQ*:88Z-*

)THMTT9HL)CPW MGIF=>,&1U-EYMAHDA&BV<6*'.UJ0CW.T>0X$^NUE@U+NU?69Q.OU]F8FC9--M"N6LG$@K\O3H:,)*

*$.U%1+3>/(Z27%KNN349)7CDV&R35ZM*$;/HJFTEZ;4[N M4+.$J(:]\>#*HHS+(Q%PFQN+(Z)4989U90RO/%A1MDC07K,8'[#32C.?KLS**

M52OI@2M7[K2H(<@&&,& \N5Q*(]!&]@2B?'@9@SK5354E,0I@Y;J82V)9 MN=9,AP]T=\,)('0D&EFN)K*UG'5K]8.8DBN\1G-*

G3D4X^V%B26 ? \97E!Q! MU0,++"RIHV^HL[3-1W9N&/$>,=E7&X+Q9<+^VD7)/E*_F*$_S!K_8H0QT>P M;7UOK\>7KR,1G/>:

[T>660,4G?=/O1('W@]6]J.'$*WI29:\,4'>$/N]" M[P!Q^T!4_BFXV\]N^'>5C@-RW%Y<\--C>AY-6K;S-)=&>7_;TNO;TB,E##L$

M>!O6\QI6\H%A/C^H%X=3#Q[78CZ#.!W;F,_O C@3Y/X_4SBT[V\IE:\.07C M<>WC]Q*(;^9 [E1B? F,>FD;OT$#^"&)8+FA9-AA-*

*3L_PP2,)(8D<(*6?MB MAO.N74)G5.=6'83HPY'A(@V#X1G'8\),;B_V.C5X5VP#8L<3W?0EJ1XJY5:) M1]*U+*#B1WJ DC1>1/A:;:A-*

\UR]0&%Q#4G6^!B/_P!<4/.X NMA4^F&S? M0\7O#0YQ)0T/LO^_5<$_5F1[?0TW^UD)39$Y@L/0D8W6JDW%;D/T6//?]$7*

M@B1/:/CG7)O'IV/JDBT)UF 8^#!B""0;E'9?W(_Y;1;M=%W)CUSSN9J-'V3;

*MKN"\!#6V*WUD##&UT<95VQTLRA3TMRUT'CI^*37Y28J3A#R7HF7ZZ>?+DW;N>#D>G-5,Z]Z?00)O6*J9Y WP\[*

MDJZVH_R0IK@4@S8:8*+DE3<$;HCAB>#/ JRV-C^S/)<.\MS;Q5Y,"JJE3.Z M-YD>PD)<,Z?*

T85/BS^FFH"TLB_.S/LGI,''^L&A"$H4B1%?,#*!@3)QZ2XQ-.Q MP8"GT'Y?CL?%_H",[P!^\/(_"T&I$66\!@?HPF1%VA)Y&E!Q$F4HB0U#

*MA.A#GB{2I3&B8>.X4BMV.R9O'P61&:L-550F]D 3R&D'S?M*HC\X"B*CIJ*# MRH2CVYR?+)O52C3HR58K,G!]":)@#>!24E[%R;UI%--)*

(31V>,_W45#D&-Z,5W8R;+C9I MI""ZU7:*$4]PCL&-[_*$\95B!3?8+:4I-\N,< ^])[E\ISZ(MK:4V4IS4 M%Y)$N]8L%ZG:,6 :I*759Z-*

*F440JV<[8:T^2/6[(A!4DNUSB+?C[4RG*VAN]:#A?1]-6OGEB-$R .;IL=I;OC'F.;LQIH)6&V:=669 =]\4%XUAK$BUIUI20:8S M*J-+[2YS#,*

*(FEO'3;&52E+A*MV*)=1N7&8T)G87=*VN^/5ET:O10\\TXL.]V MNXX#OM.'}XR:9C<](I4ZVY8'*0*K)X%X,N#**

[YWXZH[%2H57)M:4=0RV830 MPFK@RBO#XJQL;DKJ.Z>P<-S>8E12DN2(C=IL.3$>EFHXO M\$=4 UIIQ3ES' MP\O0JR/G[,-AGH?

1B4>B$;CT=17HEV8D[\)Y#__.)9@V-!O_#OX M"99)_8F\1,&?_KIRY_=U6KW?Y =8\"99$G\X7FQD[H?0^XE$\4WX@\)9I?GD MQ.U

INYIEYZ,>)]F!^,#_HH_->"G/C$>>)MR_D.N@Y/=V&&O\&__*TZX Z# MR[8JO\LJ7[A-_UQ$_7;3_E[3[?M;3L-EQE()^PZ,/M>*

>HXR._%R0(Y35_]O MW_J??\]>]0FXAU\F-/%O+3,',#<7$9E/PT,\K>[-%.@2-+@)HM2V=7Y@3?H\ M_L.3WV\9UD=F]U?

@'8ZE1K]!%\$_$,_!"-8",]4-:>!:(>0]/.;X2.G:ELC_MQNFN]^[BOEPUVIWF\WYD-NNUB\^6IVX\/&O+&;9CN;!=B9FK-@_;F?@ME=EH M3

PI<#UXIER+(YFB&F=C=8EI>_D6YED[2NE+4734)J2-89O=&RR>\$L)9/E MA;-5&MV9;C]DMUD>!R>0,/X"T5W?*

7]OQ^W#P0]H>3#;$_OGJ=OR M>V]EX)@P5 -6!XML;\2!,8F,)0%658@1P8G(@FI%9H+N2H_IASZ"3O[T-9X[MUGH$W;S:4=`/8.'O$-

*/31QP_Q6'-A9F*I M>EB%=MT=^=X>Y"]UG.^V;W\[-_L9&#{E^P>%D??V 8*-!5[YA@? "TQM&">H M'-) LZ5D F_)#>V*'D!],*

<^XDI7JLYAC(.-A3<^TT=H25B?V0A'4Q3V |'SN MR^8L/"Z]P8[_T^W {PANGC'X-V?A[Q#39PR^M_^N+/V)+;A0,=UVR?)5M4& M3;&-

<9%6NRD6I.<$ITR6,2OP%1;%?&H,W6HF(\@6 MT4W!>$;7/P5DZL&B[WL3YAF=/_7C R_L_K;LBMAJ9TQ1 M/--M6IFV-^,;;;Z3RC7;PG

(,4IN4)WVU-IOJK7X01?.K]3;:^*EG5%;DU)1 MA9K[9<1O#$M=JK]"P^J+81(HU\P\MT8:=";9CFG94+B#;ZFV[0K&0 K0@VP@MQ*

*G;+#U[8EECE5(%3]B M;&X$B"\HB@7>R(&7J,9 G4#,WC$(>QQXB_]S%1VF>(R"*HQ=H$S(SZ+#W#3' M.%IFT3&S*

*EG/MM7=O9OXD!'8?94T,,5,0(ZU02!#@U 6+(L?"JI5)].U&D=6 M|(7KZ0V1[3!__!M_)0YL003(G![,"'4@X=6 \[83L2#Q ;T#.8[,) LVZD3^*

*M?"?E)ZXE\;3C[M?N3_E/F=_=-O$)8 ,]>NA/_> ?KM 8$WC*MOU>NP],"EC@+6.!%*%(TA%,09/#LOP7=$WQ[!9U%OV*QE5OR*

*M]]K]@*2($*\T_9_(YD=(D _J0DRO+9KM1+3AMW91NY:?G<%T6#(&0BYAZ"MY M);[LV7X<.;ZMK:A,D/@*

_1BJPTFQ"V@419'E;LLB;3Y<)>X!U0+_P@T:? G MO"+RWV#7@=_\;X^>.V5923V$#PP_>N/V'Z(#\5IB'(;3DD_B(;YP#C^ BHA=

M5N'>OS.$G@W,0(\%NAE,/4N S8QR")#"K>H MT*< #@8PBFJ87K+=\1@^$[HC@ H"^)P18"LP 6)]O!O<]Q$!X GQ#(3(Q M(RA) 4(CI

.X+2QVZ9LSZ372/.^AK0D8 M\< =P#9H;G/,=J&QA\KOG\%5 6$GJFB MM'820W_07C%:US&8FW6/*R*U7O$:KWQ#R"O8IE5I'2*

M1KP.10A8BK$)MU\@9-#6 @LV=G5'G>@J7)N_,@Q#P5"D2(!%&Q$FX^#)QT M2=:W[DR&\<) "V&HTLAV8<@: 7K"EY3M8/("]['?*

A$JV""AJ70#KH +=E=D M [&(#'3!ML- ;NOISA#&#U88\VV.6-529U!PDA ,IN'UD^N,1'4+;X#AU.R-F1XB0#_0A5#AEPZU-

D@#,\1J\QAK=^^WKPDZ@4,F496M]9D! 8A)&I -R50$ / MI-$&+[86P1UANI]Y3DM]*W!T4'SEZ5S"/)]SMO8@ES-9[%*-5\B6=*

*(8N=41SE9] M34IDV_$NM1BZQ:_DJ;J6.9 DT4Y;YCAX4%7PX09V-$^5RV98I$]J#38YMD(V_=M7C%=*2;6+OA]C8R_)S+A-Y8Q[7N_M'**

(';"KAMER UCH"-C0G$=*6W] M 2C_@;3NROXPU Y3,0 APMNOW1XI'.E\59M%;EM6TQ>?G%7K$ M84.21QA?ZV#%;*

(,9ZU.S7T7(]SB79S+43[6X19SY MXU\2.R;'J^$'+U??%?8F57R=PJQ-M0 M5!P^WT^W"E%VW,;'TU2!UC*

*:4!AYC;UI**Y(WZ4$X]OTO80U%G5<*O%(7.?4 MN%#I%]1*W93?VBTHKR]J#]#VL8-^<"P%K=&T1*

MOCB)!8ZN])CXN'%)"ZT\3Y=*')&KW8#$W9'$S=KB&&$K2*>LY#-UM-4,2$R>*

M$.%EY@$X,KI_IYWOZEF5=YXDPUSR7EKEG<(7YBKX1:[3R;K\@N"27KU(,D2Y MGM"5M^0/63O3T+5&+NA:TWQ44@DK/M:2H]

*(D.S+3=32Q(X*Y SL#"_XT,>)M?IU-6U:SE%MN0TVRM($Y7/J%R; M+K9H4L,QW ^&?U"DNA+G#ZRHVUR06]GH5XCZ3!$?8F*

*CY*Z:4,O.27 U KD M_I.5!ZQ,KH3]*)_*R42#MBH]DYVVXSW)EY3^7:B6@VNK-F MRN;UMA4//]=Z[9T"[QUJA9EZX4H)C!CX_T4*

*%^16M)"? <5"QBW;T1%D MF!!J-ZNE*G4ICRI4X@M@:.14M3I;V'04*#5QI'QG[3.?]'+3T]"5"W<3(T+ MGHA?X#3\;6?OKH?;IT\3 Z?*

3CMCJ>)O)3D F6]2O'9#0;]MY5J6*1Z$QN9 ML=')4-6*"[Z3)MY3N09$,"R< !&"OV]VS#ZLMUAFI()*'>B&!,8HXD[@S[_%*

*M'@7.X.Y;E(2Y.G;'"=.R@CF:26$B#(F'35-IF)4HVE-(SBU*UCCOI*69W7H M;R"G;!/00&'-GM/5N,),4/7@^+DO@4W&@-*

*I]KO*2D:#R;G>+@0E,TU7"Z@AS M, CF>H>G=6!,#:Q1X(@N3Z!GT!X&!@D6^UJ!/RI$@FF0X5N_1H S&=B(=4XV*

M3+#N/=4\3.6_L=O!&VTM_VJ)C;6T;9_8?%WVT&;66;0GW!")ZHTJ(B;3-6_Q ME=3,Y06!,4NF_=^N'""W5\>0' M2OZ_W4U*

MK8DD4K2Y0A2?:,6!L?"K'K!YIP 3>W^=G'Q-Z[>)Y{5^_J_9]0O8]!J'H? MOT?U_K,&X8O#16]&H13N54M(P^PS MB412H=B6 @\7#U'*

;W ^_KGZ@W/499N]8L++\0TDRB5,02=DSN]^9;M_+W5' M!3$1S273#?N%#-VSNY5T1QS[NCVP:H/S@:0-&90*3KM(96XW?))TF[({5M0*

*M-[=KS:..):5S4ZTH2E(?S:#,-ZP],$?@;J(QT?[4"A6Q@== MLM]0#:YA=)6THI$&W%OC;'LDD%FJ*RQ'=!D>V M^F0"-2I"ON=]UR.9#_ J!0)*

7Q)3EN#!&@DUZ"5;>8R(@"GM+ME"HF5=FL6J M2:Z&?L:G^>J!;3)3.55&!UZ=:9M!G)VES%!M!W WRE($*$GG!XB)P=9'-\IZI

MX6=J^,/N#?$-45"6Z!UK-QX#$>Q;=/ MV5;_?<68S TA47&T$L45LMK7LX,0#RF^T;>W]!P15@=<4XD1(U^43 M^ID3YU-

L.O1B'309'7B(2U:BYGQJ+4K2S4Z;O2X5M20Z'D5[02=BN]-:/&%,87-O(3,8*8OSF%-ZM%4];H3\2;9U,M3 ME;*

<034]4IS92B'HEGND/DNR7?(7W)E3Y,JY48E&FK&5\S.-$1DH*MO<3$JHE MX4UHA7OG4H-70U?9MH=)HQ(\AKY/HL$"X'5O"+,AE#

(UK#?!V;;%Z9/LE%9: M[,UJV8E,D:K/,J])-GCPOUR%ZUIMYO,>U6X"U5WE#3X,.1+$]8.!:8E!H!FB

MR3IVZ(B%#O0)D;UWQO%VLG';7"_,2?5:\]Q49:/VT,+K1(QS[P;N/29MG]F MK6[HK?YN9_6T8:G-\72KBY332,.8NX.\41?*

JKG(#/S494XPRWPW,-!41#%7%7M,3Y6M8(Y3"ABLA$E'!]X-",RC8K_]I>9% MD)"=\|)HDLLT,R 0B!T]<=+A

*DGP')S7O&M*C>JGANQ$/YZ;2/$;\3Z#A"DY(M=+\K,66[W^^QXW;1[?!-%/>37\G\?_U[M%&CGL?S44U)[,T?UAM)Q6T]UL*@)E=*

(P7D:$N,T"4HTU2GW/J?C34WUZJD]/ M]9:>ZAG+TBZ:"B,.R()&(G%GWL>E5EF_!;C;J(74F854P-F"QS>L7E+TNVGH MJI+'L,

<>V54]1^&J,)KPG#GFVCW?PM"FKX^]6R2MY3)6S A>9\:ZLTP_9^.H MX765(!@X4@%\RE?]07U5Y+.OZME7]1/ZJO /]57%KL78+T:

<^L.>BX3OAI^, M.\555(\AK]W[]%/Y4FRTUJA)R'Q&1>=NIP\FDA\=7ZSTP_3R=8\KXZVD&G,*

*M&WIC/*_G>LR9VJJ34>6)"/\V$6?.N7M0>4/AN&U0*OEKG9T2')TW$3/<*N5ZYV4>D%EJJ3 BAS-9ND6:5*N/EF8HUBR94*

*0B&.E(*O0Y4Z25-TK;#PW[2. .:MK2P"N*Q&JG"&1B M]8NLYHMZ1R]T-#(Z+!$%BW [R:\6]&VAX"X'V<%/0^< />H=M/T<7LB[W;)&*

*MVA7)IVHY#*G!YK)W#J.0=!-64:Y0?U;FJN\Z!T.'5C;Y*/;ER\%@J0WT)QR9 M=D6\UD\SZ Y8JR,K+Y:T%%/4A&G7ZL[51:VC 7;%7G*

*>R&1(^>+N[.L3B*O MPDWF]H1>6<'Y7)N;=+DO%9A^*"H=]3S$78S;*V5FVB%=F M?@D8,NKQ:_+.R?>]0],,2\EMP].ZW$P@+I$OQ [C*

MU@]=#G1=>D!+[?ZMZ:X;CECWW M0%'!U<"O@SU';YU;83 =>04_TG#[<.3=9$]/_]QJZ0]'X;T$ P#%8R8=!,A!

*M0#TVEZ"J2]J\!/@^{T}DO/2MU;Y&F("D*YU>^KOFVWV@[^(G,'!@%5"19$E= M^K_'F+9B\^K&QO88PN6B[H6)>9X0?R4'*

*Y;3(U86S&398%-QOR^T\62>*MZ MBU-BJ]W.YO@6P6IM-E$RK&2_)\-)=J?K[1[QE/@=5"X7&X;*$N0,*?"XZTQD*

MJM:W;X%DU"E7IU,VMU"13 :7E4PNEA-[M7LUWGS,C0[,S\'8FZLQ'^.Q^)K[

*MFU\NP'VB5ZA6ZEC*TZ+14ERN8['%)/;5LYJ3$>6I[$QVW&@TLH1 \9&#;SNXW1\9-/9GU16:Y+8ZS48;-*

C+EO8L:@RGRECL22FA1+5QKVO#$84;"?&2..IV66#UQG9G<10[UK,AY M5N3\A(J#E>IPU4*XFR5C;A6\O2=,$D-

*H&G@ZRU!UR4_(1A;+GQ9R!'(MD.4>-RQ&,_@TE4F^'S*P5#+P_2>(-5D9["%B7(H-)LPM0]++,RS0V3'KM9D*(@(,["C=V;9CW MUI.0Y;H?*

*F0A^B,H):U0B,KBE \,RX/1)FWSH;CT*4%+!";-*?Z)_16QI)AG7 M3U/?C/_O2U$?@4'-.. _ M8=;K3RQ$-06F5Y.K5^L6B\AV*K=F !E*

*M%"O@'2P5@H1!V4./2]JXFV3-2KXY9GU_*E;,2JLT]\+>@B.U&__YZUYYX=S[MSA]VG)XW2GUU0)' #XY$(7*9;:NR"C[V5N?*

*E2VAA65"MR$S0W4?8OI;>PU[I M@J2+&E'.4Q.VD>F67$GQ2_B7\-)7]V<,,2B%E1)BI9/3$)7] MIYA*H38;I8#P8/2QRI]U4A>B9*Y.<"Z?*

F[@1;3^:;?3A:FK>9[U.VR2AV1 3 M_B87$;+B: XB-1AK5,]+*-K8LH6.@JME-@<]..R%PH[X#ILZGNW9UH=SR?^$*

MD2&&_+.DS3IE$7R,_K,$.!.649("C7#@$;X\I/9L\)OWF-RKY/5$PS-]C9S. M6+_0:O(MYBNYOP\KD-

R2YQ)I6"BK]BR^SF1P>W4X#Y_9"$)IK%K)P[:FLEX M=V7Z JD?09_2HQ%;ZN MJX\M;P!9';Y>6/NB0N1ZQ)+BX?YAV3K@<*

"^K.N1@3"!V9(W3-Y]- #TI2/2'(@//-38 M O675P5: _Y"'R@ R&OZT_A,YR(+@G@O.YX"'(7;_0+'"/"J 1'@ZY!<@+]L

M0+5U[>%1@\B.'0;+,>B8<^.EWCBC2YH.0^'8R<&\P8G_I-W>+LN5-T1@7NY MLLU 3,-]=5EBL%W0L_1#UVZJNCS#618 [6RW\.

6%%8ZB%$1-4>7 LY_-'S M+1_>>?L^9!Q3[2%^Q^*[5':AEQ+0=2). H$NDQT[@49HD=?45^$L$V@4A+%I M.6']B'FD?*

*&0F6>OZPA7W81+GH<"0#YL<=FI4=[/.#P&$?$[T3+282NH/Y.7J:(H)(!1.@%1\US*X;S;'\AHR_,52NK-N$R;.J8(C*

M)1&_@DAQ@EGT,>H66"!>;8@FW&+1Y]RH.XE5KT8F.\!!BI^&K7NP&KISY&69

*M9L^A:G2%PG1Q6)E3)X8M\!=K%49!DM0&HE(\^0D@=8T%"O VG#J5+_BP\VR M/$=?SRE$$_.F-F#]WE AQF89;XBW**

*/UHWV'K0WK34Z29K%8;VI-6AD@OB1Y M*F/X\HCC+,_1V,_EVG)?PKN<6YF[+#/#*5GYRE;WB)0KH"(Y:R*X]QT/,8$*

*M/V'7L8ER>E[H0Q2!5L%N9ZTKT<-2T- !E0#5@Q/(78?S(')=QLA8H!XO2_H MO_7LN6@:"GS&FP+B^B5*T(A1G//S_?*

*DHX>AYR5).PWF\@&U[H+M7Z7-^=(+N MOD@2D- '9#B%%L]1]7:TK,58M\#2K%.8C]/M<[.H@*1N]7[_/JR,60#UA!6*

MQ)^(!GZAM.^^"+ES4[JFS_OM]/8?3_GAN]XVH=)E'[G-L1#CC/BM.+ M@8"((B"#])_^9B:@.%5955I:W;

[L7:TIV+#6RM^:H50R33!!8<^N-%F[Q>'Q6:?*:63'_'N M(2_"JZX]W]+KQN:?KG!1RE2$YJRRQ(AICYVG)Y41UX?&GG 4.U,SX2@X_X[> M*

*4NSOK8"P!M5,[R].?#H?IHI'*70Z]M3$F/7>)_/++A8OI?[LN!7TT]VTNL4 MOYJM*XG)JETN)1N,\Q;_OL]\?@9NL,0*

BF%^3_D4RPVK\)))4=E6XWJ"%#"KC MA2C!$PPRRTU37*Q:8M?M'FX.8B6SL$A^;X(@/@/;=Z_?)0'5X?:>SN^IFFL6

*M9P9Y;D;'EMNFV^=4#[IXM M+>Q:8,++'"&3 P]Y> \BSKEU2#8,<:GQW$A9AT0%OD@^_5.8V0VI9[\I,0P_ M%9&6[=9Z"W$*F)(*L<".*

*[L+(W^T"$L_SZ%,DS-JP%1<@(<2**!06LO.B"G;U ML.[=X'-/F-XN-N8+$C,AV+S[Y#Q&U@TFLS8=YUWW M;S@D@G?!<_%0KR<[.HV>-*

*F$WAP(5X$LY,R) H'Y" :VPB@-2)DPU 6=U*5" M]2D^WRT^3ZZ"<<]'1()S!\;\J*K3HG115R4BEU^7L1R;CV^H&;58+.%=2WU(*

ME+IJ^*M7\81;PJP4E 0!53'(_V\'Q.-4O=/)9/,=-L?WJDEYVL^M8\X] N)= M#]Q:Y SST]W$"&/DB/WU#JW>HIOAO#X2G<]I@F",*

*HR$<\8!F8CHFL$[LH MM8!_/)CC&'&I7Y8(<>8"J*_@+>_60]QY1QD?N)TN+98""P5ZQAFP3%\S-@$# M>![TX$9RPUQO[#TH?*

*CS_3QY_IXW]"^CA,"#_F2Y>-_?8&A*_'4NQ$VO6P!': MBTYOQ'"=?'.XHC0ZOY'V#&9'T8]0JD'_!X $MB&VP9M2"D#"/_S9=R9$<4HQ*

*M&XY9"'0FB&Z^6T5N;JL'+I1R*_E*G=/#S*'[Y'R]H8B= M3OV*<>E8BNL.&;95'V9GY8'4SE<_9,R^9;J*1%JJ/IL.Z9D<&=E5+,]G4OD/*

MI7[MU3(\G==U_X2C-T[R;-Z1B.F%?%+E&ZRF%\2$?]J;2/5TOGOGIH/O%GKB6WW2-?L.8='S-*

MO$'YK>7H@.3+H\5FGG&2)I.N1>A<<|,7QGGG$>Q \K#O&"E1D69T2L\.A7EQ MJ3=058/$B:B+K1G(I4OG2'YC&Q.L#1H+H>!"Q@Z@?

\INX8O]NXPD[VBAV,@ M%!KB5Y46D05]%_9V:9%?G\]0IJU7\V&;<+M_)>_)!T"^BN8@DQ&G^K$0;]&\ MEPKX#8)26N -X.5,"("JR-*

A&412/B;0.&F&?@UG!!7FUF5VC]K:UQ:X\TD\T M!%+2?^7SN^9C93)2$3<;#ID6W=0\Q$3HZ:Z3R/3,Z?[7/S/B6.9EZQ^P>?+O M\\V[80

#8069+^V_0V#&G;JF8':=-RH^0WY";8UB\CD0(I&\&()7&=(E8R MY713QW0[V?*

Y0PO)50AHH6YS2ULH2V5;722PM>XRU#=AC!8N%$]B)N-X=1-!W MG.!\)1J_VE'X/T?5W9$KUWT.HM3

38@XA0E8^;8L@T9Z3ZOA\VPS.V8F;)>? MQ&5I,=@LI8>K[%#9K%13+><;S'S 49UR4EC0F\O.^YS$".\UQ/'$O,^@6\?9 M-M(;B@-OM?

*G;,>]U*690UDIBF>HP;'K%9,5(B>2'RH=T""0^VN)MB/:M;T(+1U@488>135=4C@-MUE[UB9U?YU&9+W>!""Y%U/(*P\1[XT1_*

*MEHNT5[.G\]Y,0WG1.VKFLE1,?4OZUSW/L_#!_3R%77[Q-D/.[!<_IH*PH-1XV]-F29>5\+LGW%$=4 ML?V(*

*/IV,TM^,4;YSCL&GQ/_I4R!C::RU3#<& MF*SWG"*^LK#)X'[I!>VR(T^H48F?=:7XQLX7L:4R;;PK_/$PQ2O$>-&0P5R< MH,GY5G&1;K6K*

Y3]2/;MC_+EO6SEL3:@\^/>N&A_F@G3;8/G=9I^62XM>:O>GHFM56:3&=K-=#T) MCB2.AW'\A!G@.J3M#KH+[# -"]P@-

G1Z0T/!N@JV:G3[<|"-';0M/E1676.+H?&B)@W#0/^5F?^SM#ANK>!67"/%[PKO&:T MP.G6QJA^'190TRIXC-'B+*M#15OURA%J#0=6-?*

@1'D=7V,)WC0%OQ.QBR@ M7HNK578,OD@B6RO@SF\![']\!KWQ[:(\^A:/2Q9&C;S_Y,6'V.CF,FP93'*

M3:%%MCCCP8/02PCK4:17PV7^,8858DLSNHY;BJ:Z%^S4!]!E>;/K#> MY56.Q)#A5:I%(@^*,4"-EB+N$]:1{6XB A:R8"2&XM;T ,R@K,&6*1"-^Y>D M%|_AI5\ZDYVUV7S}^8#^MD%=-^P%=7 B.A<4B8(XCZNOKKM]=W-DGNMK#;N8[M_=*UZL#HFEUZP2YJ^1LG%R2>R07/Y()ODUSP:MC]P^KO^ZCQ433WLYV%OXDZ M#W?UG:G'"*4,6)'&+YOS*6W9A3(GMD8'5]&QR-K+%4EF^GUH2[9>,VI#CQBR- MM7B6G;0'>1PHFV0X>IE:\@VT_@<\NRN8"=;XAJG;*DW.Q')67)4J+5F#KD\J M3,:(,(V=B.5]CZ$ %DS9P:{3I<=/EESSG=YH!W?*C.OVN&/P[{:^FV)JWU#;-M$"23L1)LBVEV/T+,.KJB$TD-T@J&L;H M$]74OYW<@/:)C5EUDWS\44GTTF7 M.>D22_NA#06(YCW;GWG"X&>(O B-KG#"JG2GT@>V 6U^?HC]42U(F"@%\P+F M;F#:UMYD;AL1HZ&OF$#-;;#LW:CUC4A7]&G26',N4WMT6AEV>[:0H8E9K4YG M,UI(_>R'P]L?0>=!J-;JYK:!-LOSJ%9{I6(JZ$^7#GS6BF*1>AR;!1/1*:] M)FP-1,?#">I5[T2RV4_N1 R<9B@9 OHYH$QC{8W[{DK!E:_I0,B6&;P5WG]N M=)NK@ ^3R1F7&%MX :.J60F*'XH,T]$3-P3<9'1LCW-OWRX>{L,:V]2KL^AD MD/=@VE.LL P 4 @7 M8\DN1(C48*AA1+5;2V>S5,R>P'C;EU/B%A(#W%D_"N]0/$!NWQ5=1_7_D89A M!CII^'U+MYG;;PJ^!RL_\)H:[#^B(G*P"A$4&055MZWV6G<#,LX-0)(#G9R? M-Z6,N4;Q6%O,Y"D1-SJE2JW-?H)DCNHE!,I%'D[F)*7@13LW&8AT";-53!%F MJ6)]QD!,^T*?J-BV%1O_\5K,A@S9G$7&L,:C :D&,.V%2$H'4QO&+8LM1I1R M!J,G8JQ5%KKK;K_QN.?9!*O-@L7ZQ4>;8,W>,^MZHI*8Y6M1=A$O\BPGU\4" M_HEB%9\^62H^UBEY'C$9KE_*+41UVDM(0,LD7Q+'#<#^A0X4G.B??'JP>"%O MP7XJ4*Z ?=V=7GQ=MNU.>[:.T39MCWEYBM?2>Z>'[9T>++L*3] !6-04U;L?M7D6VY^LD*15GD4)J*DO2O"G30(!O1$,[9DO!6U!H+8N* (]R^<]Q09VE!CVW M"BJ/\&>S*9*XG>UR_8@@>A3G\6C/P<0260-S8B?U\1YR>U^GN$\?6Q6J6/F9I#Y/L<;-%'GD=B^T.?)GK"X;>[4\R[MJ_6>Q@DK=EB9\B56)E;1=7.0F>1BR?,,>_/#K,_E8I8GA2BS2/!:I\;GK2.F#O>)KJ@NC,ALJ)!V&P/L^MF7MPX177>;]RCNO,8M)BBCXL[{Q9R_2*N @9:H;1#:0%#7OA8(+HUB="[8V\7*4#:YQI M:KR,ZA=M+>G[YGX4<0EGL+I0IX?D;[C\"GX).QO!(%X!V9XX,R2BJ-?P3EWW MNJ@KZ]#<)36D_>R4(5<_/Y@VS+.%W.@V*M@^UH\V';NS1TWB/347EC_B.=O-_M"H?O$JW@ED4HS%VE:U&0;%EPC0,MMQT"#V<8#N'_G-C$(Y//&;/&SE;@VC?@_MCL.RU=LZ?;PLFO)$:.^\PW6I>YWBQS(\$Q69JJ<]"Q'*.QP^RYTK,AOO8N: MA-&4L XX#.>W9$%6[&T?B&#R_58%VOLIS%"730N&\J)G>QNXW3+_ : 4-S$75M+)B!#Q4ET3\C_^!XS@URW!6G@SM\6)S:M,>P6A%\'6>#_3)0G6IOJ=R2DQ5D MPMP/-]C;.Z\U9/"56U/CWOMH*1088O*I:AH.HKA'W.\W_V0@]8KP%N(54<1[U$:9%JWG!^8MPW&6ZX,L;(AH,H?LI=8A,(KQ=UG[ZN$%HN$FMX#ZC!C)-3>A5*;,"]'^]N0GZI M[4&X,W9O&6_VJ,_$SKYI_O5>E>!8-.*VI)=*W;4V8^@@5#5YN*N%XIK'H(HM!VP8I$;%>QB\|]70]9DM"/C0U1!!M'\!$]:01:NM,2L@UH5@ZKK4(%@NY=@, M43'&"V/0J_5: *1[U5]0K17XD\,(MM^&S&)O>:=QPM#YJ"#/=I+N%LKUMP_.ZZO:^]0CDH^]M#8"8L>P-[O1!BL,J+MQXPOH>X$6H,]4H2[Y!7LW6TZ>G88W>H>E!B):TT5@I5YD!T3)L/ "K$>+2*D M!)G+?Z<[51=]|\T"_M(7X);&3:H\J,F#HOKN.^ZDQDJZ56\.FIV 45)1N2] M3W&_!'9P>5MPXK;8 9^XD!'5(S(!RK B:%>\4X!/A&_$_L(/)T$]X;SO78Y' MSX)#UJ*%K\PP\.#WHYF*P+\K>QC%"\J$+G(DHI0A%^I&0D)0!_(JKBKW:N- M%%GRI,B1NPR)XG=LR)^5&A+%GJDAS]20QTL-X5Q4RP^%];PT3]4ZXHR0T]-N M(3HC_$DO. AA7"!D8,YE!^O:@5KU]6);J\<9I4NS$DCD>NV%DA$9W@*R:] M&)&S0M464RD'C(P?CNS-AVEJO$E*,SO=3*TYMM(+)UHZUP.CHP>O7W*&1NQ6NHPG).+US+ZNFXR#AAY]/:,W1L6AIG!$ENT MAOE:=F@RO:0SI(;8X .,/)KGI!+!VQ&-JC+I MZ8!(S0MCL8N>>33/Q'*DIG-%9<:DAZG$(*9H;=R1P,BC>2ZP.*9D MAR=6/-=M)X?1XWF:V2493^&Y,.OA[?I(9O$XU82S9?)Y)Q<*B:SX5P6C9:LV$+KYR-@$!)C4 M^DH2C*0.1TX)HMKJ2$X>J[723G&"Q_/=90.,C!V.'#>GBT33'O1GH]CVVQM;M3I8J$NS[M/_Z(4D2,&XYB(CFDZ%$*@CQ,2$<39C:R"6A MK2UQOU0HI)T_5%)J,4ZAO{).N5R7:2C<:[M/!NI-[FC4]4@4@"ACIZ9G.2KY3Y3F;)IAO:.,RI1KPRAVQR-%(.1D2SEM1I M=E'GY5;2KDL3\B3QCYWIL.';,5!U6Y_AHC!\358TU1- -+"_MVK:36K#Z>/B#'=@X#ZL'&@*&W%[Q1[\D]]_X"UV4-S?4@ U*:Z;5AIM^;*$I M1:.F.8G3+7;1S:SKT6QNW9J'9TC']17T#,E"R#=- MWW'XQ=LX*L.[=?UUJU7^WWRX8X;<@V2^B@!/47,@VJ*=Z*'H$")GA,H^]M! MO\3(M_G'^QXZB+Z5M(&6J\^)E"]?\J/0#W$1_>!@LZ)_-/V0-[J2_D;Z>LS[M*K 9,,!3']^_C-L>X<**7[(%KS')__D?G,;~<_S?(\9YRI:]DHD[W\PWNZ(^ MN_(GP7QHV]9NP ^2RP.O[4D1]Q4A#[2^RC)R?S]UG;L(DVW\"HJXA]3RVNC_CHQ__WYSE!< M\W@7UE/+?B3*7@/'K?X _" M)({'=[<([7(Q4>G;L:(Y,#M*=E/5#\-%/X:Z[KOLMX#8K4+<3JSZKIRRMP/_ M^X.A&8^VJ%?..42^1/<2I+ZB=5ML&V0LB/*P+$J0 !X&((,"@'RW $C':S;#T);&(TLC:$ 2 ,0!Y7B[R.!/@^9!,4%GL) MU_#{!Q\WL"<7ND@GAG4RP,PX*5BB+E JXRVV>DP>;H0#V2*UX6PSUU)E[F:/F^A+V%5M'GPKE(<1(CN(M%;.+&VE,.G(U3+1%DQ;AHK92^RX,.DC6X;O!<'^["5^0S[\MN'ZT3FP*#L&O9$SDJ3(S6[1S^4SC]GPHT:EEL4^8#BL2DXV2-Z>#XTNQ8IK:SW %BT[MD5HYZU1MG@1\F/@#{L.'TSGN8+%Y70V!U0)A&66WS\33%?4I5]2?O>]SAJ]' M8O";5.R_OIKST?XEK\KYC,?,L -'732@[WYKEHH06Y'O1)-&=&#A2287:TC,MR.ZOLJC,%E"!Q?MG:H\3_G4UP_*3H_]0CKZ^PG1(CDY9EFKI:5]91TGQS]%1Q]/=7KGAQMAO>T8GO MR]'OH9%_'6A;_T:E]7X?J,.W+DEP{8]^>8GRVGX0(>_'TPHYW)O-'Z\=D246 M$])P.(RGF5:K43.D?+FO9/:JJ]%/, \L%;EE#SI06W\]N=7J3A9T:S^3E5(A+ M!:LI11L_?F,O)SIQ@M-0P!_AVVW.F6"5J#K+DPF"U=B2DRK);2:15&-[_>\B MGQ$M>[M#!G:G-[5L*Y\LQ!BN4JCJ#;U(]V38I)\T0)MFP[D5@^]-0$=N//7 MM4JO5$N0!BNRS;*1C?3[HJ)S>P*JC'"-7SFC"+:F%B6'6M=7XZP$"8@X2T#? ML[!K&'9;@2T:Y:6HK%%7"4-$30=&HJA>VN/N RQO2EXDBM-&J]VO)V9V>J#F MNT/+HI;2*\?]1DO(#F?(\&9X_;!K2BG!XA.NQW;%:H(>C0HDTTE^4>S:[A^EMC;F4R%)\R73II-AOZJ29WS1NO?A9HCLE.ANBP');MV\2J?:D-UWXE&7>5 MM<^EZF:2X8HQMN8DEZE"]J*N#&](]$&0&_/79'26I64<8O)];K-*!\IC]+"_MS6G>(9?+2'IBK[":T:X*W:)!8%$@W=7C-J_7^""T]&851&-WNRP^<5?'. MUZ/9#]],-\%KE83=6=6P<8;-969,=*CT-ITL8%4\IC!>^UOPK$04.K%RM9)E MY %MCA.)@36CI#OCV=A)61]?%0><&IJ,RU29;!%T5=)Z(R0@O+F2R24VPKM?2(J]#6-"HZ[O)6!B'<[7W.P MYZ"U/M/${^6<^GX2EUA8F%&C8N1QMSIW*>)P:E.%SILO@B;E*)^MC98"C@! M697G]CRD>]',7C]#=(EH:H2'#DG0KT58!)L.!9ZO@6?"I%1_2_Q_1QP#D+[;G0S"KS<;@WFE!M"+_:'< MR-04VSIL5W63'F'8"Q8]'=L1^-T[CL"+>HN*TL\D2TQ@CJ/ FD$=V]K8\5> M#5=^GLM]S@5_GLMCG@OV0CT%V2,>S$OTU1C,Y]E\ZES>64O,N^_OZHT_WI?V M8B'X/"P*2SUCEK_KU^J#[;X\Z4)/[U>_.!'7>TF"ZX72_C%=T,'%7MLY9@W4SG^R#6_ M!>>?TOQJTCQCBU4PH[8C*DNQ@D#8"5G>I%NIM#FH==B2WE.Z9C;3KT5@_V&8 M]AJE;B?,OR7A_Q&P_#5A3O^I\OU\(8Z]-9UZL&TZB_GOO4_/6\2]1:"\ M:#O:B!1%0$8E0%M.IK% M*=_+Z(6KBX+O*MR5-'TJ!$^%X*D0/*(H/R'#]3P;S4J2.6'2HWX%)TK%7BF7 M'%)0AA/4<=#\4P'XQ@J)\0AN?P*R7/=AO);AI6\1=-Z0O\G]'|"_S?OBZ.-_M"_W\HZX+-H#MF!4,KDO.X;].W!T3F:8L4U=-EL{)9%RHQ0?-6,,K9GUL.[JD M?N%3 ?@6"L!!M%](\:GGB?T_TD0L2?\/Y;7?LKYUW6])]X12718ME@W\&Y*>K-J<>X /DAE_XSC]M#:?RQ;2>Y.JD$8[((DJ+XLFK+2@:*9MG C1 M;Z?BA;FII^JS5L40\F6F'\?;MPK1/Y_W]&H7J.IFB6!P*!(*+!)E3NPM<]M@ MZN:3/29:^/@T7TC68"R"#IP+R R>&8#7\.OB5P8$#A)D3 M: R8(IC!"&4AP!,V@#S75//\"+3 J(??K'+R0!C(?MI*LJ]@)]PMC71#' 4 M,(@R)-FR %,VP%<"'*X*)/WR0CE!B^&YY*UU4O?0.645; MYV;LP-0\,X3"->$G6LBTP4X=;6(X){_A]KZ%1{!{C__USXPXEGG9^N>!95W2 M9<-S&";<(#?]K/6[EHL!C(V+(C$KT-N"21O?\U0 M(B+94E!YS8 TBZ0XYR\2B0+9-&TD9:,W&'P&>)5NB&,1B10T,.R*VPFWA)*)@_(Y!,4K>O(.^9L9>2D+(H+D)MKW MHZS*5"R"E1=F(SM>Z,+"VDML+52S M[X+F:,1:1-1-1USJ@9+;2W";BJ.A)<*I:F(X%\CC[;#*:ZI:[,FM:@YB1VM1M M8I6$=4DP[$1I&Z A-"Z?2$-)@6C/.)N$3(IWAYLHFW::9=J*5IL]J,)\S>:ZDA7-9,=O)[>QDTG)M62UFI@M9D4&8RE2ME,'Z0#@>C!)4.)XX4>4%K,&4370[@HWZ3OMR@N@NVB4U-S(B_72UB7'1ZICN MTQ374 "QT>%H@@HG*/IXDSRZAOD\;/+ZI"KO^..'=S(%^W:W.R*ZT+=7#-=-MNA-99U/M?";A_/@-=HQ.O+5K1Z)O7TBV@*P' Y-A_Z_4I]_T!J^,F!GN_8LY M?&8()=Z*O!$^$VQ!>0!PS5O4Z#A(&L#G&A]NSI$V'>\ M5Y%++7"-NC>>/(:GP =F?'@>X%PMG\Y"HHMI-.^, ")'B!MUB]7@:TU10*((M>D(068PX!5VSYD04+8"LP>,X17&!]}'10VPNB**K,8@RTDR #@#?I>F(+3V- MP85:4"VQ=70M Y5&A'J*;9G@1O7 OFH9F@)_LK=P]{QX%(,T=5+P1 N!%\, MIJ+("ZB H+>AAZ(Y"P#$J>!;!'TP*4*(,E=D _#!\^,'#;01X#Q8D!T^5]Q#(M6%, D-,FD$!R52"%#"9SH#&]HEWDEM{)#S16^20G6V?3%"^E6K+&MD('L4/ M<\/^UUX*W-8' C/2->.7;SP-+,Q+O2.0D4T2(VZ&'3<&[_[%*0ZW-GW/0OR%MH'S#[*^M 19N12CZ$H__*[3[$V[(T6["9/? GNWEN[N_VL]X]SY{(\W/.QC8 MLXS 7^@;G)B?@(E#R_;!#N\=%!ZPQGI3<#\Z\T+_&#ATM!PXY@HR/HR(UY!,)<4C%,6S(<41TF(C'L 1&47&1YR#MUNF3A&PP^,W$X4NG7:^M\M;AD 13)=PUVT\AUX$C\:*+,NM=>=.JQM!",G)K%1SJFNNP!\/7XTT[A:%[!JF](P8K[(1PO]4,!3E(;$\3ZU,+(W',83 M92;'DV-G9!:,$5<4!(X_61,5FBQ@U,O%9=V7VI&EJFN43#3#R:$WR0MU,V$*C M.BO%,\U)-;.V^3P<>3S1?#0Y*9>,QF26J^2HE:$LF?A<&I+'$RWT9@F\6H=MD-E*=MQ*26QK[8$/-$M O2%U@ M(HD58>J9#2FUXG6&=K^'>]A > ;/Z.@?73. >U. MA5JXLJ?=>1^Y"{J@=P@*_:^F@H-0Q1 1=0\B? .+PM:P3P\!8MF5J_3_X=D% MALANXJR;NJ-Q-04[=:*AKI5987RPEMR59QDLVE6LNRXM7BOY8;G[':)W=EVP>DZU M:D83$N'N$,%BLM^G)G@#3, 4KDL#@]6$LM4AV'3*R8K1DHDP(Z-:]$?.7> M&@K@0A&%@LIX9U :[P@#KL4EEI,$TB6'&\E*K3F,ZR?[>%6J\0/)N8A P)42 M<><1{&P@)S !WJ"'XLC_X:G^,_1-<.X8@CW?WH>5 <7[ZGD7W7)#8S_*%7]]PMS,G&_N]E=#ZOSLHUXD"(X2&AW3)U3A: % =ST^'^W*M15PKQ*\|^M^0Y1>=6:W=K;+S5%HL M1F;MQ$Q,WN-*WP+/_4O=A:&F>U/L#?"V#OY<6!6#7H6H&WR4A)Z?ULWGWJ8 M8A]+C@9]=LXREM1/B2-AN7=18^\I4KU_$01NB\T9-2$!GR2:9A3A;M9Z=:4]W,,_I)_OBMJ>(1N40L+0(^#XTX$X60R+"K_ M(7C0OFQ2#T_CZ]GTO8UZ_(LY90.Y P/6>7 'NB:KW6]=4O*?@'Z7B;F73_:GQ,&)&;CW<<%+LO'NX9H!_P_UIGVPYGY[\O@+U54OLYHO M%BR];NKI]=1N*ED@,V+Q1)@DCR,UUP4B$_:'E_7)1BXE@YND]#N-O'U55^N M Z("M.$Y*GQ,%T)&C)%5. 4\G?$?C"D:RZ-W%2,D2$H.YT4;FM+I#HM4,5CU3BHR@DI,7'M%4X P_K)MRE%O$!Y#M3==B*L&6AUTW.66+8R6+Q99%- M6XU;5AUV71S0,B&/UQ\H1&S:B?BH*E(<$!"?87^@N2ZT\L' %?_7-CQ]552.;RZ]\[3>.B#W<6 MMW+@WFV_]^D_^A*_9TW<)_WOTW_BX<[B#Z=__(5ZRO^'H7^2>+BS^,/I_P6+M/]R6_U7DOW<<\:AQI]' '\11%3]K_2F2$/9XV]E>=QQ.9W9?^XX^WYT_Z M?YRS^,/I_WD=/])Q)%X23\W@*X[#*Z-UL)D$_1*-ON%8V"NOY3D6/EY\[OA M_3E\R\97\8 K!_EV8B^$?BJ-*>C+BKB#]H_\M?3_PQ I%%2W3>A_?\>R#[HFMOOU)GK^MPQ>*Z*)T==Z9RJVS1^=#*O#?WOR/CW[S='>24IKO2T M77[T%?

CWG6Z5OYHN;L;_KJOER;]7.B>/W=PHKVMQ'2JQ<)U'U78)0Y_GX/>J-M?W\U97R(@WE-@:CX__T@?EQR)(F7/%DYJL=6=K/`[@2\Z$:0.[#3'M_=6B^_M,$#KZ&AA0`!",>-]0C_*EV'L^/-:?F =>2]3XDK/A\'[2TZ]>?17 MU>2?,N'Q9<)KW?\!7O*A^N=63E0R>)]J[M?:./\P5_>ZN-LW7S//?'UO4^N MX@3P*QA>T$'@,+W@#DN^H$/$Z2(;>^DQV#N<6I_KJ> 9VA]|HVY6"10GO-Q1*

M\GU%&KBWBC0T)WAQ6NIDK5DKLVJGH]E&I!/Y4&.#Q86A47*DG2L.$^4:FQ7-M'JTG$8E4BE78HIOX\9N(8>%X]+BPZ'N9+/'PM/,(3.99PQ]{HYY,=H;)3N=6 M0P93!T'8;-Y?SM;L@&>8LIIB:["V'G4U!H.H^KYT MB'=)APNJ\2#+_0G(4.L6,J45SC*,N#$J?SQ-^)DR%_AM1TVA_?P"5;;3O3X)#^@,6QA%0=52U6CN25BM>OIO_?GMN!YY]"YP'#_,Z@?@J0UZ3YA.&XYHRNLF9V.BTG(EVHKN/1*

*MMQ'YU5WI\&:Q(O25-NC$J9JC1_H"-I/,: M421FAK7^5+W%]UO3RUC'&=57(P*K49M$?MUD55Q,#DEH38_CT7",_*Q"_T;H*

M^M_)/F_5{'FRS\.PSUD[>8;AUYURQ(IA'->/SD9CHU+A86L7ZFJL\WKTR1^-MNO^Z9;]5..=Q1<+7X/$KR(;

[E,N/O7B"GW:R66:=,XIV,U=M4QT"(G8C|\X M%}:)SRKK?R&G_*4"XLUR-@\G(>YA-K^"F/@RLWFN/)G_5'=8$K]-MOCLLO4 MK^%*

S2;X^0+=MSXX+$!Q#?!WJ]7Q7DX-OHKL/?'+>(<5JD-6EFRP,@I$>NF

MZZTL3C0@%UU/AWT"\;]GV6_5J7E<^?!M@/B7&,933,00<9',Z6NYC *WFRE M*]"T!0WC$'N?Z!)R\OX-*

*PJ03S\#U)\!ZH^"2])OB1Y#7*VKHZ:\PN8+KD#Q MJ1X6,4I?:U*/D9&4D0-RDEV4:Q19G@_Z4<,94M"DGHCCX6CB&:#^#%!_,MF'*

M#>|&^6[N(//&2X>C\Q3S(1+9I* P:BK,=@S N;.$3 /MQ// /=[")(]6.PK MJU17MFR'QM)FI(<-R'E;-^'U#2WVT7 B'G]&N#\ER_7M^M];M-*

S#U'\%^?)E MIGXL5M#9_*+0F:7G:DWIVQ/+3DE JB!3/_UR'1/E@]/08^@$SQ#Y;Z$3?-PA

M4)%T>R544R)3:J6UD95H2],2O,'QZVG@]^>V:[F\GM?X,\3^CE+E2SP)&6G> MZHTT2L 54O4L0#:Y945"ES?T)-!A[!EC?

^@VR#QC|\Q]K^?)9FW)(A3=)U MDK=6;&M8;&IU9IQ3*,>+'0)-28I$$KW-K&2D%^T99G.M6'(810Z!!!'&Z$_'M^3QC|\Q]M^8?*

_U$P^H[$WC%XM?389]_.]9]C/&_N;'X4LL MXTV2ED1)$JR96%HTV?ZH75-,)P'XK''V*FS1:F2,[6A/>,, MI5I"[@7BA\>\/>;Z)UG$FSO]/O.?

*_9*WCXTX+*J9O4LH2RV+I MPHJ]]-A"?(F_A.X:FTHQ62TQ M=';#J#E)332,!A1)4:1U_'"5^K^Y0O;D"PGDBZ#9@&.^M8#Y#/:I*

*M9PJ]5*E&Z-C"R(W&]%3(-#M?W,\6KY;R!7HBT$S7*FI*1ROD.FMG&(.N"BJ< M(!/A!'65@D&/=+B/P!.>7^+)$W?AB;-^@X$BD9-*

*54U]C7:$ZB3?;9BG7D0__M4%?DA[\XUNA-@O<&@.VZ P3=VZ(K-J9JZ$4_%.Y^F__O8*S/1:2$G:(:,Y;F MG*

*EI=2*Y4JP!A$+!LQ^\$'J;HQ#/$_QEZ^$U"_&^N 3TCTL_:@Y]HI]9H[^/V M6G%4+1;)=C>+<6,JVJ2+RTQG"84\?DU5Z G]*

{D?]5T=WGBGUWNOZ9@#N2TR= MN22WH(T.AV$UPBRGXMVV.#01-T<19KN@_/J_$2S_5]!7G[^F%YV!.A32N 3 M"/S1A\'?$Q'=3?

@+GA#G_]$U4X.3^V6("ECU4O19"L/^!2DH,+F=23_":XIF M_/+ISW\BI+^CQZ%?O7)#@59ZBKY@/DW#W1&WU!3B;$L+82$,OO??X,7^?

Z_- MG8A<<>+!T!2[(IJYPZU^RJLBJ&!DI0,SO1;K#WWA[%#_^^:>FZ/X3/@CL#!@ MQ?W$5J,-/G]N<-D^G8609#+#(7 =S<'_=$-*

>RHHHB>!O M('+ .!.H8H@/3; ?') P0@B0FV:$9" 3/ O6P?BZF#U$TT!=&J&P-T.)(S) M VT.?#42%O/'PZ'Y.B? M /B>U^9S374/)GSXY2'9

MBH."D0N#ALJ6XI^U1?N MFKU]-6>:(F 80#3@ ME^"?2TY6H(2&;P(/UPQ 219Z+9@]8A?$ER%=-" ,"OV\\.K3;4,C; Q.S<*

M4NJ14FS6='=X3Y1E^)]&YP9Q.NM M1*XX9.U&*U[EHK-"?.*;"F#6FI>Z7 M4;$A='H3.M8"8CB1*0F6*>9CDKG8F_#$/;J0 T F$=9NS?*

*I#OJX"$G5+(B2 M>'MNNTCZ)70?V%A0$2X0EQ!+61,/:OG3#7'(H>*A1XC!U^C[E 8@%40"&1F M.TMSP6*

*98#A^'4H*G"1K\+Z75=,>CV5>1@_7(+R8RU80?,*'C6VP(1PX/' = MR\)NJ\(AT^8G@:US9!=;ZG 8 &D)]fA8T4.#'-*

!Z2E.BO"PIFL&HG4/X!ZL M$ %?9R#!]WU-'.+,5]"R3%0?$ZOOJTX[Z.3JT/H5Q"0Y@XPUFZ=V]W>HFF@ M'K\LN+1=0[T#X(4!'_'W1!@*

&&;F_=YG\Z$F(&!S-5]#F%9J("CI]="3^NU7P M.@#@([S+O>[D]AXRXDS9O!=MWT+,'6H')-0. H:RF%33V=RRT,7F3BZ1RHZ:

*M15K84P^P/4$5,44>"BM',P135 _E5:IMYIYJ8/JB*N.1R4F1E4XQRWIJKI,L M/6/Y0FVYJO $$%E5[4A>!?6R(U4<*HM|)SKA@"8W$D7U$J'*

*(;("$T52/$3B MX1#?]:@Q&\&CA+N@W?3_UT6FOL#"/*L? M@:S.DA@9&2(WBW!0#OWB%(=;FWZ,0OR%V)JQ?VW-U7 K0M&7>/Q?*

*H=V?.]-? M8#9S;A4)[-E>;0KW5_Y'KMO-^^S(%/GCX*E;TRB!O] W.I<#F4">><1OZNQRE M21Z_V&?X-MFA/8KLFX?*

*=3=I]N+^Y9^S!@*_YGW!$Z/\"QH&__.=@/_>.9:^(MB/M"]Z,WS,T'#.9:VT?#V"(WX[I:M\'(BMH9DZ5H5"DFAW HX4I%\ M12%IO*

MC29O=; 7F^P"#H;0SL-P/VO='NP"DD\)S.\0287!!:BX8D0J,8 M#W[A'FL82E#?F P1_RG/3(M#IR0:U4#'R(^" M'"%A_SBX8IS-

B,$JUPKTXF7('BA*[9Y8(()ORREI^SXQY@P M #7!-^O]_05O *N$?XRTI>B:6PUQSLD.GUW55M0%H2%X.%@Q(D9[2T/X$"$ MG"$P

S_2U,NPH(_^MCXY4Z,,][:@RWPS />"0>I'&[L&0T$'<>,,)[F6_!\3S^%GZ?NJ=^S1/]J)SN:!8D]"9R*]U//+>T MD*(AAG-/9LL5A^R-*

*E"1(:/S.@ %V&$HE*P1P 2"#6P7<[$PM^D2)J*FJWF#E MJ4GP@DT!&/.A_$AHDOG5GH")0&JJ *DSM^=5)!UJXX N$C#79 UM?M9Z4[,M*

M> O!JRNK&>[AGE171LWL!$\5+F=,A)A@P=1YPP!4R)&%X^N'SA!>+^.&A[<\#'>#!,'S#"%QJOO<,,5C(ME $=<@9D+$Y'%+QQ1SBR-*

0GRV$4_L<53Y8%I,NA*P.YU* !!;JO+R59V1+GPV$J/38B#EV;+3@I MNUX8A99Q?8(]HR8C>CU+?2Z]N;+$)^*M;LK*

E9Y3GM,RS[2&W1HKJA)E=MKB$W?OS65/'<29T_*/=<=GA+V)[@SJ_MSL6W>;R&M2!GGX"$V_.U M-

E@L0];/"1\EY&OI=EK::Z>@::/CAJ@)+-(\EU"@X'R!=!&F\KW# 2UWBI M.?#W>SK%V5'>6\YPTKUVQR54AW6YL -AM-0]-]_7,W;&&

*M7=AW!I5 2 "#7A!/[,?>!%P X%TFP!^NA=D51?.RWWSOB('N6OM>DH@0Q M'"%43TT2A->OL+O#N\P< 1 *G$\AE?0&*KE)R9^*

*MH+0%GK6=_>YQ@6]18)V[%T H(]7GY+AG<,KG@U,^6J,(W<2M?H:,5]6",8OT M!TEAVAJUYNEGK,JMMGM$*Y@5FS@]K(NUVYM)=*

])D4LEGZ,JM]CLJ6:E^NC/) M,262,JO]87Y<&36>D2RWVF|\74OUNL4,QG QMMIOR:V\K":?@2VWW'-:?6GMF<:0F;5B\UAC)"@9WG'>$^?B7]%'%S.X8(,&F9TQ9HRBEBV ,A3;L[UJT!,'MH% 8:D:".)95&&O1?A4A/&_^#]W\2 ^_E&:0-R2Y/3KS)

*V)FQJ9$%:1)#-7 M,XN6&!NEU=83!GS)W1=J$MX0RG6#7>3ZC99.-**MV3.<]6LVW\ZU4Y$&C|/, MG.IJ5%KIJ7&A=#A<0U ,#D2;",:E;6*

;,+<@&?-_?XQHZ)Z-M%H.ST4!.J? HU$:'/)*<88BNS: M9OCL?$GG_997\B(!Z/93]B;)>W%[OC,[D-NX'W&Q]R 9O"@TEHTY^EA&!!8.

*M05.FX1C0!@KPH#U29!X\"RP 63Y%"?K@X5K0./2*ELC;8#R":?SPRK>$)DD0 M$A \M(R&7;<<)TG@ 6XFF?? ;88F6.7^5'^.8*

*(:S$4;/<$(%K=S@Z< 8P/ MPV/_@8Y^W@WN@))%?.FB:HJFER>);/UHFGY")\K'VGJ(WQ!$|\|>_G0&6X2^*

*M7(IX3N*ZMXG0'5SP5KGG,LYJ1M)GHV J8WWI=!6MM !V2)O3()/K=?T3*[S MRXHS-(>D!E3!V'$U_1"0&HJ,*%@*

*E'5(.X=FRZV7X=*SN$[0\(U2"O?. ZV\ MYBTZZJ/$J@"BAH3]?:-/=KN[MV]QM1,K9Z)+3)KO9NB_(LV)T1M276K0W:]6SL>2%025'@7S!&*

(W]:V+GO/LY M6F\#- T17:?R&('-S8-W42NZ\?8!6G]$]YZA\!%"(Y,&UF>_QE%E,$8EB60 M4B.EI:1S"9 M^N3?$7,F4,@L6+')*

[]+D4:@[7THR@=0,+H/ BHO5L/2PEZTG^LHMR9@L/D+ MX3I$"RYP@]@:,$0D"3++:P:LC>('&XW6"N>8_W&1%B=*

*B8U>I,#05)B=,>%4 M*1 -@LHP!,(7C4!5AC-N>?1P\'3P;@,0%(QKA$?I_HV(<(N:=AY&;EN -K!# MT*'IH4@O(L(-*

*C=I%P^X'POQI"1[D,\'CF>#Q)R1XD.]**"NRW#O!CX[;2U MZ_\-D;JOWISGHWTP%X>I-14M2HR(CKR+"A]]*3QAR K.@]*

*MXG;O&+9[#A*Z,83@PH80C]3MO^Z$%(_M11Z$00%U%T"@<_SU:2P4=A$-W U= MY% .D\.Y>4;KG4]P"RLN DTGDM)5M 6JBJ8)*

<(.4"$[G7DJBO&L4 D^3I#' M;G:&&SD%I^T1G/OK8_SH83J(LRR$N;.0RETC_-Q;,R0>E$\5?"PR>.U/1(I M(7$%$+/L1GNY'M8U-'; X=O?

3;CE+I+P-=!HBJJ7:O7:9KP-(G> \53"T;GG M?I'?U1.;D_K#U:$&P'B0*&,2#2X)<#V$IJ#8.+.5NU]8ZNYEQ!TX74'-#!Q MN-*

(360.,37(,I]"]7+5CY_/.]>O ?B!.'$[/?+5Z1WFR*4>G=#\IMPH7],$+Z=AC2T@=$7D5<<<'[KSSZ MWS"J1A-$K-/1F%QD%J-SR>2B:C?

*N42'R?P_C^'[12(#QF:OZ)T.9?MGD,3I MAAN("IRU.ES+;X]F^,.?J5:BV].!#3:QP%!X.=Q80!?_1E[]).5,F$7QH5: M4C696CPW:#52?*DI*

*[Z)Q1+A!'9Z>>R<':DW=]JB1 2@&>=S$E:YP M,&@+XJ/7;>E5(&Y#9"24U0P'9N-4$"2&QO3P0<,X87&A4RA\EQ-^."^*

*)5*CC!\,FC>TTE"#J"MX5IP4"H=01N M[=U3O^H&OX5IX*,7.(57]SUMSC 8'9D,A4)":X@Q&/V)8^<=)F]?X5\29G/3 MW:MS1LU*

3Q"!ZI]5,1)U8I5:FEW.5;E&Y4VIS>E7K3QXS?$!MAQ),P.'X1O M>N?=^@+H+G ZT%&.C)FI@D/7/_Q/!\.\RT2.2,_]?//BUY4L:T@;PP*5&*

(X0P5 MW?WX='@O;S/Y6.7GJ7-3&3,*!EF%$.5*G J=K+';JBE:RI@H1!\.%3^?N[2*

*M&=QB]O_KGCNOAMN|!*A]=W_#L$R?/W@^6;4(OEB@ ,6BMVP:GFNX$ N&R M[LYZ&^OG1#2C;$*OKE98MTEHG-8PY5G;N3_E%%-*

*\F>=:W'Q68G*CBAVI-SK5 MQJN4L[OJWE12?J(*/GY@H7N.<"2!_>>_M"G^'_^\?6C9+^9W-)H()32^Z0L*

*MPK3^G1J#*C(*H:PX,FS.6(=PTK\LO->]]F/_W2^ANFW J6X]+)P_)+SW=I|G MMOG.-M#=3#\G'OYIGHJ9_162_PFYQ^6G%*

(,SV[7@O>6$'K-EKA],P>!A2R#$]Q2HFL3 M>Y]M4Y%8&2*J2>.59G5)')?)A(.C[D'D=MYS=MJZ! M"&L3:R/HE;K7S9?D>H[@*

*MIV"%8*PA^J/=M,C#2;KBT8%>W%,S# JHN8A*Y85<'@E*DJ@G,;A3KG+1[>A2PL1"G,/V.50"98$!]Y ;\$,F_L M)H+X@[WQN. ,:1.JDWOE*

M37@_@"'$H^P(-'US#UG"$I]!BHS',82!_C_(T&]YG8',>P<%M5_5-)@^' PU M]RJ3>'+7,C3E@-KN)84.RG^]+4;.U&--

U,8'S"X"^.+5.84 .&JI%'9% A(] MXZ/RW8<3.%4>ZS# .!?GC-WE?MWA5.W!P1K0 6^0_ONZCF2_V*

*M)XU^0Z!8&\>J_"*C6DPY.:2.1V8VPP;?Q#"1L8G$9%D:"I=;5=:&-M>KC177"95A6D8!:=312D\2!*

M7EPD4IC(ZR2_SO"]GM88QH]'#HG:.,36]8LLJIP94:L<&2]<6H_(WBO%&^N MY=9L+D]ZY IGK5(Q"492AR.K@Z@Z:6\]QE-R96N-*

*K"E)S4(M9J-L#(IV?F.UU93"T7*V8^*G>+2W&F+ ?8>M6P8NE-RG$VC5/GWL@VF(+.9!=V*;NFG(62WC@GJ8Z;2M)9?AHK+N$(X^>*

MJ6SF%)GEZN-9KJ;7K/A\F2@5 [-(I!2/K5!T827+TU&)TG6A$>M7DC!ACC18OK?$ICH8>/576 MNDZT21'-

F;TLIM1R1RV.!F!9)]@I4^D83JM+]6>MM;&P1D1\)40E./3HJ9OA MLKYJM1HYK#4M$:6DOHGS&) 0.X9Z?SK

EP3X@QLF!34X'C[8,6_RBL_A(1WGO MY#R8ZKQ0!^!)X713_.7_$9P&!'8>5(50!QV!:NWA(UB#81\,T8MC+V-M+_=P0^^I>+TV$

*M]L0.=!Q?#N4&YD:T(0/@=NUT?+I@",T$'SY+H#L_1X@C]D(<(*B(^]'>3]6AV=GO2X4\C/5"G0EE9953>0A)Q\A- M84ZNQ@5WV)<[2?*

>6H30!=[X6^(=I6,.T+$DE M&C],HZD"S6070%.7=;& (BHTPPN?..I4Y^HIT!ROJ="=@G[MCPIX^[W?D[E8

MDYN/.16SRV0C9ZK%1F_SH?";K?KT6@0.."CTU5';#;3I](M)8K[..$RK3M=3 MUSTD1L5V8T'VD3&F9Y^:T+&%8-V-AFV*Z*0-*

*R;5PD]%H&#\1RO1W_J$+Q X] MBQI*AE!P#@S!\^,!5,'[+G7XW1,R/2'3'RJS7@M #HHJ+\-TG(3-@ U19&!L*

*MQ+J@HFJ>*XT(8_'$R1R'2$R[]4.+G&"NU :EK!F $=[ZGLR" N,'U7+'E% B* MH:?7RDN:Y M&R'-?+CA-D.$H\L=)I^=/;*XL*

*FT/;!C_AW%#27;>X)QAZ@J$_ M5")=I, A!.3Z?$[)'Q:;%ABM851G"SP3Q<=\CI *,':@ 5J8C$\'*,35Y%*

MCXQM8/[#KMOD<<&5PT]T%R(>L&61>K9972YVINFBVH(S&$ENED,O"$?CGL"

*MI6_A&7J*K>L"J1TO>O)6A>8!!_HJW@F1EM],Q0*32C38A94UZX7HHMN9)L%6 M_)$6H_$P05Q'H'U_2 43+C2+4YX8Z=H8:5\8D4 8"9H-*

*/0=_B30Z3*C]K/39 MT$V;2I%,E>5,FZ0;[3Z-3S_E0WM/.3(@5'B]UA%FF8T]XWITU;3;*=$V8>PP MU-/(,!F/A>D3]3*

*.Y,J_41C@;W^8%U_YN%&+7S$OF/+E1D>BT@^'T:V'64_@ MI$1C*0K[(:XP6F!L&RBUY7$YRYM&Q!YFB*?=TLLN23;]*

MM68U(VO#W$V_ND;.Q4B:.^*MOAPWIQ&F971&;*PSH7)[\ADB>X\0V3E8J.('MU]'1.P;_'4?\P=2O*%B7!2N(0)'Y"_T%2XO\Q,*

(1\-4_7Y%3AKU@T=>J]-TL M5G/O;/"7>.QY.@]I.M'G\3SR\3Q/YY%/)_I"WC/L_*\]GK=M".^ !S?.LW_/ MGD"8=UQ!]RIZ]KO$RB-

N23#6^P8[XMZ##QS]?F+'7@N&/];*]L/AGX3R84(A M'SM-XIV$U<.NC(YG$HL^H#<>$NM>+1E[U6A?T Y^:BG_#K^
M?;1E'S1+ ^J2< ^P8,J./]V9\J/*AG?@U_C8NC!NFG>N,. ^JW5?1> ^W"!8RJX M-:BP*$Y<)7WT>?
1!A/CX1_\MVQR=#/Q\W;!X03Z&APK$:HKW#4" M/[]&O7PX\?#%.O5=KH&_[E!OC(0?5<#[(250(NQG>KL1:"K${+!/-/@>RI"D
M*ISZ@B"\0)125*;6));N8G2GZ<0Z.J8,!I]+YH:K2|\&.:C#4051-%$R0- S8 M6 V&RJ36NR%U;@T_2L*><#57-
@;N%K?"Q(D;IFU,G%*9RXNL;45C#:;<'F1B M,*D)W# Q*A8^U0_G;]0]W(B2PX++;G)]ITM&;!#PY=<.T^@^M11_N*C?^HH M?\$5YEY8?
BQWTI>X6CBL3GQ)D=#J:\2I#XNU=:P;C&XR0A8 MOH3XVQ0EN*FA+@?V#0:W$=+X;UAIL=2,=.=UA^J:CA7PJ3 M_FY=(B,.K()J6H;-
]/SMU7"R?""B-.]^2%:I!)Z++II,I"E*)2O=R:4;'T\Q M#[P/3BG0GQC.X%SV>!VOC]K)*3-D:WG%ZG4[DZ*F>XF>9)@@\3#Y5"F>*L6?
MJ5)X+/-4)9ZJQ/U5"8\8#Y2(*#4>-O39DF7E?"[)]Q1'5+&O5B+$5*N_HM?Z M@HE,ID-EDJ'+1!SV\H+5
&#G^J<:\50C_BHUXM76M'[39=@'>Z_ILS;>""^?R MH[W*HL3QZU!2X"19VS[4ZZBL*YQ]NGW('=C]&3 O)]"W\\X99NR*IHH#B-9 MO58-
P+\4G?V=FHP^42)JJJHW6'EJ$KQ@4V"OI<_7NH)<)O!,Q[]U\.!:\8+ MYW'#1]'+UDRZE%U0?9H.D/2)2TEBR['AFE"GLS6Q(<7LG"
(V0A+V@G2](?&G MVO)46_Y0M25PW6P+! 7"MK8E@8*16P05$9P/96>&RL]QU$\+A$>
M1NM0OI\=:R8:T4J.8^914K#*BV2.&7].WWEOM:D3=TW?S,8V!;$69VDIO\PK M2IMJDPW8(9B .0M4C
A'$Z^%XCQ9ZZD!_6$:T,>NH)*X#C%S7='6HGCC^^BO MXY"_4WLY?], 6O-)[?5+))YY)+ ^+YNIF:Y>1!*28E-3H1;-S[TG%4:KS:K(HM
MIFO$\GV.Q[KS'FH@CWPS9!12LY3R0DJ.?[MXOZT[K?)>.HZ7Z/K M?(/"]]S0_FTBDC5I]2#RVG$*=:LDR3E6;=
+Y18/5X>#SYDG;OFY921],3: MS$MY3*PM"%;-"E4ZG1SBJ.LA1>%A(D$^]:$[Z$/?C?W^#GWIU3HXZ6!I[]>N MN@NK CWAW?
G[ZALT*OBVW|KWB_)(C)-QVUJPG#38KX\%_1&1 /WB]N8$M:M MCX83L1L&'?QU['%
<1_$O9H^;ULRY!G_,Q*:8CUEIB;6ESL2TX@U,D1W('J2/ MW]%P#"?#B>B;C7_\!AVW[DT3&*A?7F?XH&L(_#<|*5FU.7VT#E<1T$-%3D@
M$8PUK$Z"A\]$4Z4T<_^$.%TW-_BNM\5,3JWG_[/WIDV*\\@:Z/?S*QQ]S]SH M-
TZYQ@MKOS'L06X,#9XP<"OOY)L4VRULU65)V9Z"I!E*97Y M*#.5RB1^HY_1HPSU+VZ%OL6?Z7__N2/@+BJ/B1DPIZH-!=#+DH*+
[SSUX_7K M!D0O_W."LVJ%?2#\ZA4#!W27;(=VX 3./Y09?LAVR" [S2P[@A%-8$,`_4J M+*)"L(YFH\'<$ZC.T%1;JE-G2N@X[P
:H)_L!8>3R7"F S_'"YS%7I873 C8 M1#=L BRA;:F<;[/U]EJ:?G?N!]]%0I8K:3JK45%^/HS%8S8)Y+5]$RD>''ML MH.).ROX67I%,..[D@]"?
U)@E'UMT^E1W\VALT&W444\M$HT=C:OT%]);W:9W& M$N3MS7+OB#9I 9E4EZ2W@?W)X_\3B[WA>#ZKK!,4F1JI(R8>27'S^E%8^*@,
M;V&*C@BOJ6'"$_Q6<*T6N@&1N,_3_'V%#X<(\+,$*H_+X#G^#@L&\T,8 M^YO%2~89?
+DV8'(S4]4Pl>ZPP+\%,N\0V:'L/CJZ)_VN:H_QT\'*^$EL=Q#D M+O#+OPEIF7VD]3$6!*N365#%?$"O1 =WK*",D-.Q=(AH]!+Z9
MYJ#E/59WV-K)G?G2?H;W/;"PMC$'<;C@V1=8&X M;P" OHGCQ@@T=#3MSNL $G<(H&$-923HTP1!>7:%&*RV*_L%T!WPF6K!WFR
M4QI(7@U_*TA^CB;G<_3&ZCD0,2Q#)I"&.S?]LC__)J8[J\1GFG\#YL34QOWX0@_T@(T!Z98+P&OR1-%=:64%U
MW,0]$PD<*W\V#A1$"B)ZGTC\AWCZ$Q'D@}JHU-\6S79J57D M+PPJ4,30H[$SK)L12QW?3@,K1&"O3[ZM"]"+;81J1-'7_-!:?2$]?[A+W
M@&K>CQ"^Y-^H!?%_4)[0D__LT7-G67;.#+P7>E\]TWU_="EP[C3M62I1:\69
M23496Z3S"J5$'0[JR7'$(=)62Y!9#E.":2XIM:6.1L"8/P@/=9%!7J#=EJE>_M9TY7N:S&=Y1"2FO.[/$RP\&6!WVZF
V$0CQ;$9@1HU+6\$'G5JAE?!V_L!+[=EZQ!E4+#\V9U5#,J1!WF:GC2%V,B=0!Y1EY7DTG)9O*/9IR%N0D@6FZL.7!.,=DL[@P
M)+Y.%=UVLB@58JG'! =;'KP]%FEW>\5EN2>DQ6B/3[OU*4V-Q/CAVPV5F5;B M\84^F3X,54:/%]+2VH4M#^8^[#)\TRZL8D)GP6?
B_&+)DPE4\)P^Z%13BUHR M.V#7DZI2$H9I]"/?B#U_=`\X=& M:15=3YS>>+;6'^D&OW+%Y&&?IIA?THW"Z(&J.NW1B&QW.NTE:GE
T&(5S Q;_M;X[XJ3&;FMI:SK6B(]CRX.UV3=:RL\BC1D'=C9S,\]G&C$=]'I!^24>,18%K M-JF<_CAWJJ#'LGG4YR&9LFQ*R?
6&3H7O3(KMC"-:L0=MA*[2'#))PHG(JKJR M)F1>B"BD8ZVY-FYZ,"E)?J0?V)Y;IE2FFILV&P]L4G)1TX-9U89,.SC}J?JD
MF)^6C)EAM)L2[O5@6IU1L[6JU:FD,'6ZL?Y*6)=R#=SKX;RFXH(EA?R4%SI- MDY^QJ2X%^CAL^Z!IFEO3<7>535%,I;%42%(?
#DJXZ<&\Y)RS2 \RT=ED5>>A M@I MN;*8SQ3<=#.O/?_WRW[=P%_[#N\NVFTF63:!C'16J M]%#[1D:)IWW#'PWD@!M+VA
]M6.$WWL#1>,Q=&UG4-NF[_W6(/*I>]3 :L?! MA+:?;25@PE9OM+.AL345Q51Z:))NK#J92Z/L:FX6 MFN:^E;TY@(EX!S ,.H#YM-$=SY-
5I5LW.Y.Y,>@NXVQ=6D=?C!=&7CAD>*-`MHA;0=^]+?M;@KAAZ$$AF=<:&!6K Q._^&PZ\.H%F$._^Q QLL V*'2,E*@,(5# M@[*+
[/\CYKGA,D**7N3A)]>YTX@"XLHH6?_UUW:-0],YG9\-JU5C./ MVX)O=T(!O2, G]L^R*1+4E[,*VN2%W*QF=*@^D6'H]Q#KE0<]IP%"%X4?
Z M>3APHT]ZF\1GTUWYO*CR5=Y0!4?1HN\J2P[D/@VT'T__![I M$8&1I#N2AOUCGO]f**DFL9 T!RI@J'],(1+ QDD".? Z'JW@*AEY@H!X/I
MQ^*AV>*O]XX8-Q.Q"!5N8F)WV4')=RV>\;+%$QV:R!;3>#L),B'0[''4(>A MNB.OH
7W4U0<#@#3GY"*=OX,I#U$3M09FBQJLM7I)N>$]]WJSM]U_<%IZM!S M=^)32^Q1WZ!RH"QX'D6&HEG"E2P(UIY[%+E6-
VOC^PXM3,@A(B7<_<>&XCL. M R5NXP3=2KJ'Z,\OH;8"F1EGT% M7 =/14'_TG!(<+)L.#I6JE*.I@'X%T1^ MSX=/4W'<
4U3'D,>GQG6CM2=L0.5N4O1>%Z?Q5TP#0,_@-Q #EHK_S&X['@) ML$-Y10Q-8XJ_]Q@8L;,W-E.%UM+0A)* /+TFVDI,Q.N[
X,OP,Y9@/9+?V&% M^R;LP@22Y< 7K%2@097-,1>H)P(,A\@!#I=M,YB-]&#]"WTS\R(+O&.<)>93 MR%F0KY$X&[M,$5!MH[C=PP7R?U-
4M(Z0XMX@X-#?J*1!C12("=L6'DBME*%B M8Q!OEI3.JM*KWX;JQKQ%4?OTEIB%@-E&>(FS7/BY+WSB9GS:-N#B;+0QDME"
MJ;EL94>Y+F_P3ZD#BP3:P M VMW6T%S7R (A=MI()\![IV/!#$Z,O;+*$33C!P>*0E"/F]BI1OKG$H%=<$L# MBJ,!_\CL@*VV5!&+\<?
70E38B^W*F88S$]>9<>8A-GXL3U3'3BJ#5D]*5+D] M!\!+347F3-%=+Z_RX<'Z'TJ&^\SA'^:IX4;PR9!UI9H$_P1_;XT)''OXA#CH$
MP&NK[T7Z'[KQ#P^P;#-X]]\;[4WJU4A<_0+\4:;QTQ;/6/#)$A%(N M),%G$D7T_O'.HA" O7H,Y!_,[1Q.2 /+T!Q[_W#B-D-
$MTX@/QOT'4F$"W$# M"Q&NPBVL0B@.-[,03+@.-[.R7LZW*AO82'H>S82+L0-+$3_N6KM^%"A'OU
M3UN(6+A'W,)"Q._#+>*$Z_!Z1H;W.34N-^M$<_E RZE\X+RIVF0>"GNV7O) M_ O_T#'JW\-_3S"]\\XM7-\O0H,7;=.?0(+7S,*?0(/7++
(SW_%XCBK!B]+P MH8&IPH[S0%L -#/T$DFWR*.@>A&:O68\76)[>/%J?0=_LK)4@Y=_BZ_%X^\ M9DZ$-'NWYO^-218JZ=\&E2XK,C=-
@9 OSD$5V=#0ESCVZ8,4HN[9\\+'S2DP MH9+[[91<#DY(&ITNK>9W<@E\'B.2]]1M0P0W&IE@)-E[#!!J4K?*^Z$F%6I2
MMT65GZ!)^;LD$6I2H2;U'(\TP%12=3BB4)?ZF;I40;=-5;=4.=2EO@;OA[I4
MJ$N=*:3@)RA%04UKHF;J)RS,$:I&WTXU2AN;"_2A89^&E&3[/!(/S:&M?F!M^XYPHA@/%2-
GGAX]I=5538W;0I)Q6.:U/EE)FPCS;%]*V44A3991+ MF_GU-QZ)WU$4?9[2E;
<@.%;E_/!H"C,4]5(5B\V%DD:U:>"=GKL+IH\E.1_OJ907,DF_^9S MO$SZAZO;YM?"C!-;ZM;
[(>.=)GM4M!.N;7>H2I6=J+]K3]9KUBMA!DSURGWA) M+[C=$\A;$+2S1WF]7]!PG6SF%'K&M;>#V[41OSU77S;<\P-,_34/-'U ?ZK,
M[1>OU\%>[?H4*@(#+ L5H!GX1>R_C2/HS >85SS"OX4#SILQI(;J$B@D*@5S MFK*"N]H04
IZ>B,Y'2@X@,*;_E]1:OIFOCQ3CMJ768E=60V5*JX,ONQ."*W$G,<0I7PY"H\N?J6N\?M M&F'7)M./N:1V(E/M1NTRC/C20 /?]#CI-#E#Z?
<4*?["-[M"4^UCJA;_)$?/ MVF3%0;5:I.6NP!>G3G_5[-AL5ZZ+-'T1FRP4NO XZ]HH$1IF!VCQ3@ML:328 M>610(OF8KK!
<9RCP.0!CR"4LL!!#PK.P3[DQ=PU0LH![_L MU/AMEN4 !8X0\K47T^^E^L8_[F)X" 30T4R37&0XR@ZF%;<%T58.)7X+D1&SH3B-
"$I&F&BW\V(4%G*OP-_MO2X8(_XE&/@,#M%$OVY_.0"R,46S&#H:'.(".Q+N">'%U][A7Y"F).DK^&8T M>LL;!1(B] X3S!Q3'D-U"3+9=
HGY+$B;"79Q%B"/0T_T D5KR3AS& +()EP M")NQ&\/-*.$C>-"P>U67-.\I-"$90/))UAA-'\#A*8B3<-O#SAS=F]W>>JKP MOU!F5 G-'W:#
DP50H(O)315\F#@GN!LV*.,WC,S(!I#@BF2#3Q"'!-UZ$X3_ MP%8:0)HB7HNY@WJX&F(00TDUB06N"@&I("&MU0K&
[,)Y_N^)Z'>5F$\86ILO'$64V(A!N]'OV M$&\@5VAH'4Z%+YR%%GZWR0X8I#7#0F_:><[C;=NPH;PY.A*,D0Y9$&7E?B(7-M_
J/=3,]"%3,1W<@T_G6G&"H F,!<0?8[;C17#AQK,+U8+T7#[]S0D6L6P
M>P#.-2#K]M9UE(5F[>Q*C;M4:Y)>]D<2*>OKT@2S4.1Y%D+R+WO+OLL ,(BA(D\=-==AN84\Q6Z -#TD'/4[R.ZEA9RB"9"-
DL4)U1)!8#=*D\B[N__D:B=]'(M$:8MZ"0D/UDV=+ B.$4;J081)%? 2J^,>%#;<"C:AAW5&GM<"OPQ80W@AA9K
M@QAHT6J^4N2O6<1?,Z9ET'5#6J?X(HCGW6JA68R[HP^OF;LE'YMM1#;/O%_\7"A-1 M3(932OWS0OYR;2 T#A)#-[&-S03O(=_F?.SM>7
Q2R0W+&'W7:4U;W<'O-3. M-\1EQ(CEUZ,#-42&_.MHH#1\T];"085?QG]5AT^;A[>\;%NQ6G!T*=AFXGL8
M!R(E*.NE%NMS0I%IE(IQ18]S^,K'W:H.682S7V@GHF90J0&04V9PW+,I@--Z M$9XU'IK'R:B +!ZM!R%M 8+_V80?
6EG["%7H2*VJ[VHF_BVV,@GU+SOMUH_2K MWI[@Z)*CX$0N<,Z*MPVB?0(E')$\ P+^'TIRY1DIP,,#"^,2&H)QO QM,>I
M.OP,_OL;:KC6/YMQO*;,>9Z2_93!\+._9I+O!5;41? O_"=8$AD:'R9R$XU] M>FZNRR&Z\L65J/^TPC4B:NG\:BT^D MIR]WB7M -
>]'N$G)OU$+XO^@C* G_]FCY\ZRT%MN3_^%WE?/=!\07<*0*29B M<3HF1UE1&0)9C"2HB)A,*DE1&5#Q,1A+Q*.(4*7@"90
WN@^LM(Z7A&J+_MR0Q7M-";T)R(3X)W6^;G(+U6\DN:8G+%85RU[,Q$0BT3^RU52HZ,E4(Y1:E] M-J[=-
OAL;3H2F<,^Q[U*I#EJ.P^4:IK^(CU/)@G+-*,E9BRUJ.E5;IX0%*J MG1]#JSO-*CT7MCR8TD,RU1T(}.AA4FR5U\5ANM]\G**6!U-
JI-.Q<3+QV.%) MI]G1K18JLY0R\,IC1X67=')-'N3::MT5BEH>VNX1Q=083R]@#K6(%UJSOYY] MQXNZQ_DUQ1?
<)WX0%;WE9=EO$!BY]M@$`_2H?U(0&W7'D,M0T>J11/,;+^8 M%76LF!6Q6^CKCZ<"^#J/ORUZ5]\A6&O2S)_@C^VIXDV$G]K1-
"*M57=WL%C MR;&-73#&W^P Z"%^'FH,MAD,+"B6Z6TL'SZWBC+W%SAN?>48R&MX]1-&!NLF M/VK*5\[4?(49)^[9Y
^;,G//QG[8E.E[.O[#IOPC&?L' G;(V-]_RLPMA .& MC'U^QOZB4W![#9WKFA?OKIZ^J1+]C?:OBQ%A4R \^M$"X0Q]'V6_=(5PY+(X
MT66N6^>.CP9JGI1=(O&OSB[L1\O(W|GYA1<\H8+H&<7E+U5?G0L6QVNWK', M7L[-PW\/D&(C$\QK,N'?4(I].:;?.',Q(5Y]^?|-
S/_^?;65[Q)^)P!?QDGR M65J=@WNB7QL]-V?UI^,@XE,L=%D<"EGH\R1IX5,B_W#H1#SDG3&=J+/MHZ]3
M*99G]BX<7O'YSN88C7YIWJP\G5N>"MTNQ)JG4F*OD+IDY^0U?L_,=N/B2. ^K MG45L DW#\=LCH
-3TKPS:$F9JKIJV>;I*HMYV\MUL[GC\8&"C'8X7]UQ^I*%^WRS%;K24EH:A'&4X> MRXRG!XL,6%L1MB&F MJ:DIE\F&T6[;Z_HUP(*-
DO7HN,DV*+7?3RP2M%XS8B,(%K%??Z/,X8V0KZQX MA& 1@L7I- MV&RS8,X(%_#52>$B5ZH(4];2'<7;QIR[!EA85M02A[:6IL@Z
M4"2FEZF1$@KP3O[Z&XN=2;$(L>*K8\5U9G(36%$?&"M81><7?+,(J*;&3_A& M(L6(F:M@QOCHO,57VPMT #7_NZ,A%N EX_[^0)!!
(":^9) M"U8\T&UTN)!9M!UI8G:=/F"J,C=I7 5UT[.B4FY_,,D0\T3\WE\HLW5NLR) M$>3:29Q+ ;MJL/\EM:T05JY/A)N
E<^[@]X"*V2NZ')J(]7DJXMY34_T&ZEB M^RI.H"K=U%;E0;8@3$&DF=;GJJ6G70@KL5]_:?I,'N,?H:V$N!+BRBD]1V_!
M%5=/",ZCPTPHLMV9@/AP^]C15[$!:^6U.)=B+$NM5"E!INNK8:^,[MDC?Q%U M/G_1-Y>H$%:>_$HAK)S"R?066!$RH-
>MKV<4'RL/QKFH4I_;_%5@I5^NHF:O-TO@YA!;F6$B^5A_Y!@42;Q$PH$P:*3'Q3,JWP>._D<4.[M$,5"B%(,!V7^N

*I0G_7X[^I3O0DX/NZ42CX\UINM7BTY<=)]/=\1;3NR&%W% M,U\>9V8U7M;#^*!3'>-=75)"4+@%EQ)X M2(Y$44RD^6:S7C5'^5)/N\YQW7A,,UR57,0IU:YIJ5FN2"?B*_58#)]J$2:, M PI!(02%R_B#ZD*MQR9[!%2O7+>W$.1&1#>OXA>>-(>#Z1BL%A.U/$EFM&F& M;3%(4TC^^DLS8W-HKLKIV2J;IIHY/FNDIG4'"%?1 M%(856TEIRW&%:I:GDQ@C.)0Z0*" O"\LDWS-_;)=&6PWX_6-"/)U,]<[LIQ9!K5V C4@84 M6I3X/:..:0+8-P/";P*F'H8URB"NH\;8]GL"(T59\$Q83@ M5%'95@<5TD*7ZX!E;Z8PQ9[1<-TZAHBF;C F6XA)_WN!] MV(4XA@N)>D(/P ' P<-WHB' H8^WQF!Y1670+#?D07GR#<>V$$*B1V; Q+B% M9VGXMQYM1 6<2=|$-<@'7OT1+J#I\3(CS41%'<0?$AUJY11 RBS8&26/JL/<1>+,731YI#"67V%M ME[N/%ABY@W+C(-Z#]4]1I=-5)*-\.O^#%73L@E%6J'><&6W%9!,8@"@X.N(MY50=\4O4%S#%_^HW^@C[TASTS3^P"1M!%=[@&_Q:6AJ42F"B7G]S_\#7+'"U M![1TQ.\W,A%$ " F;%MX(+52AHJ-0;Q94CJK2J]^+19BWEE\YB/,!H@7IJ$'&T?%<42<[8WJ6TU&E0@6@BS+%EC_]#JJ9%XT& M(!&&@#W1B2&_N]>Z3,TWP'PO@.88GCVI*3EI@0FKE.&]>073Y0A;08@J%T) M!1]#@!90A77Q@;:KF$+X&?::#[R9L?T!P;9D P:P%%ZBL0]<3VM)F" ,>0G MW; W9,#ZC#?M@")P>E@KD3!S'F2VCURHNM/'=,HB6&W4F>^C8+X^J[=IF[7+ M:9L3..1 @XF^-6TRC?0_Z953#C^8/@OJPI\:CXOI^8*10&SGP/:M" V1_7; MUS9S/=!I=E@FST\[D;7DE"I*1^!^_67OV"C4.(^5(WR[MOG<%G]S^^<%-_9MLZ"Z[P4)/1PW*_M7G[9_?4]6^JK!/!W+50KG)@""55A7_D2\31UI")_]K,[(RXQZ L+[$(=Z;@D M(;YHAB.VX'X>E"/TY7,$!ZQ[^CP]7HZ08+53KO.]2(?Y1:D-#*IJ:-!;D;OO!4%YHQ% MMI]D A]QGD99FFEE'(+Z3H_KZRERE#D9%|\T78A+2 C,7$-J)D!_628ZE5+?)}4.Y!-RX]Z#/6 M&0TJA8X;XZ?-] ,U[B0RS1'J,[G?4HY+_4+7'F3YM%J:>1"-C+@TGTYD%^XX(:1YW?6R1>VV M;+9&C,YQD9:0FPS6G4XNUB 7**W!P=OMR5S(/202=<'I3NOYI*+3^1ZZ^G/P M]N4#;,27FB51U40A+B:X1'DPX;R[A[LMA\PT.5N-8H)0G?9XH=!Q^$[Q:.5> MO9I4,Q%K-I^LU&I5U)41DS11E=V#<9+FB.HL2S.9CYG3]/*AJ34?>%0W^&"< M@\PT;2]%PYXT8XEQ+-55Z6ABY,78[;V]7F.FXX2C\>EU?!);Q@U767)B[+ 6M<<4>Q[E&]"%%5>.#5:LT-[(I>P1;'JZFX5AN.AI+0%[2HF9;F3?()FIY,,X2 MV11+A6:_(1#13MKN-[K7;=5ARX-QEBIB*M44ZW&AJN0@'T?LRKC,P8W^8)P]-MFE\(=*XYG<36\MQ\5(>&X+BPY<';)U8D5TL^5I.3HFAUZ4RN452Z=3%QV&=5 ME2OKN:PDQ77'^0?N7ZJ.T,M#^:>*(Z!,.JJ;9[IK1O%YL/"S65&L.7!VQFR M$N\MY4R:BHW$\6!.I1^T(6IY,/?QG!Y.S;.50IYK91:Y8XI=)->N*R<-Q*H(8M[\]*\SY5!;.FFN7H,9L=P98'XY1:,YNL+;0B)46FG%%-) ^-MHPY;'HPS/NQ% MHD70RE-%M3Y-DSF5Y$74\F"<%-M=5:U&21)65"==XHVZJBJN2%.' W7D:7^U M&N0GPCQ'QLVU7EP*D)5ATX.1,JY:YBA(=WY%)RJC"E^%8E5'30_!P5Y!6(U4M'ZDYA&XK3\Z;XQ)N&HSU_06KV=.J(8B-'\L3U;&3RJ#5D90)4CSD7B[4]7!OER1:^\F:/*> MI5^Z.!ZE5&SU;\ ^AY!U I(&GTD4(?O'TSZ11?*JXN>KXCOJB#2P#&3XGED' M?#Y+ ^WIJ_VW9')^-G8XDPH6X@85(W-.A1-S"0H02<3,+P3#A0MS 0B3OF1,<5)$-#7V)@__2"'J!NS<4(FY M[0WYYA5=#DY(&H$OQ2)?!R.2]]1YZ?'IY1^-3#"2[#T&")6I[[=CALI4R!HW M"Y2WKTSY&R7QI7;*4)FZ*(\TP%12T9WJ+\4D7PJ6*H?JU'?? M,T-UZONRQJD"#'Z"7L0O@2FK*,.,J@E^U1#W[]+ZJU\E_8=&SY!^=1TKXP'_S&*8<-!XJ.LL\)'U/FKEZTM[J?I5[_R)-[MY1S9RBYR,H' >\]5Z7'BNQ)7F.XYZM%](.LM2Y\B06.Q79C5 M%P.^/5GUR\(@UGO@*.KEK+=#=0D4<@U,X]3)&:?$PAO!]3%+CT[I-\;;S(MX/(N'JECQBJ(#VFI'BE**Q:7=KJQXM68] M>L%K.-LM>\@6.*'RB!*6#) MGQ]_4]W4L54>5RB"1:ZJ.*?UE M?,)G-4VOYX:Y!3MU4U@@(=*;N@))OW3Z9\%"+]E:=3EG(WR3C8QJ]4O3*R?*BD MS_.@XYO-HEF8E$M;,99_K@5BV4S!T:NHG[Y)D MY0?(VME#H]YOOX;&ZN5S1ER9JR^>Y.'B1NN5-X]!&_:<6FD!VVNO&K#2A, ^/ MU7BWP*>Y_+*KIMSEI(243F3 QA(GMUVO[>]Y^XGLRT4?PF/9=QW+[IK#+#2' M%<-!-29^B#WL>KJ)F1,JU M6XI 3F:%19$]-^0Q*@-T?OOVV@(6'MV&1[0H/;\/#VQNRAZ]-IO#P]E.'MY?;6=YH^%[C M!#?-%("><%T65(MM4/Y]U.+NF$,.@O,8P#=D[?HGNPM@P;WWH@;O-]\T+WZ[M/C1I3P\B;2P6G*[PRQF0X9\MWWU%DN7=,K:?!Q;-@2U/W4+12E59 NHY&QX MDOOUSB9.9\-^(4 (#=:/ ,([=B&:=#+5;$SF.2R/%E5A,=D9(WJ38?'L^'Q M[.VNX.V:HU]N6_C^\Z[?W-!\?4O8Y,%]U1 M1Z:6WEP5*2HW"UE_U.'L:,)%T>\[5A=>S0WMX0.LXY_D[UG#=Z3W MZNT6-P"V9KD\RTP;]47'$2PGW;&^P7D]#9..L(3XM#@?@/BO-.R[BJ)7KO5 M3K("HW>*[9C:RW4S=81#/^N(^ O 4'C ''))>-Y\:_S^]T@]D^:&'.V0G7T28H3'DMK<8IUY+<9^O^UT7O^XF:(QJKN2%Z[$_*) MJD-!MO_0AVG./N#,O<2X.(M05$MV+ NY"P;& MSA"\IH025]14Y(G3#)D9P M33V/PHHP?"<#E$)@XM;8D<#/'3@CIJ"C!&;J A"(_>Z>?B^"%1&PZ?'&V%_Q MU%_0%O.T$3 U:GE_,0)R M_P&(2YF(Q&66'[#"FB"#&)L3(,)(0DP-F*$;B M T8:2"R39%GXRO]*P1.0[U.%P7K\J*02@A31K97#ZI;7N>FI*+ M94T@!PUU3@-G)FFNR!RV5)>)26R4BK:HM%6<1?GX8T3*UV'+Z'[+^:2;8IQ: MC9HPDPJ=91\BQ?P8M4SLM\P+YK3ZV!(C$])<:'*KD:[/%B/8DJ;WFT[)I=#K MCT>,L+*8P;Q6K7%9A1-9D=IO:5FQJ@Q*"9V:BE-GXA06_"A:%R.'+3,/3)\< MEP5C(B73E-M/RO:HY*6!Y-?QG5F-.D/EX*T+#O+>;O+\?P(MCR8?'Y])PKY M?IN3%Z/VW.N58ZEJ;E+&^.(6DK9-_=;'DZ>3;+J/+[(M/_!5=VQ;?+38J9;K8O1P2C&UIJ38=*0\ ?-$N]SN]:>FB_+M'+1D>'G66%;< M)<_DBETF-]>226TDQ@];5B+&6$M/N[6)VIU09CLF,R#%>9>E]Z:47CMR,6T]-M"B:I=GDYS:B3-]4=46BDFIH($XAD!W84Y(--C3\YEM)[0MY55]+H)%(>'.NJC/0S)10@J.5WP^/XDM2X-DV=%BMG.4[:7L.I9*9R?K":.1 M67F:&EH!\2C;9_]+?)X!9(.]-BJEA)1JJ+T2:AG9;ZEI7:F3+A8UJMG1$ZFY M/6U&DO5C'*HT2EQ_-8AW^*:B32;6Q";S].@8A]8GG<6ZLZH/A.(H-FI.H&9@M]KEC"U^0A&DKEJ+'0LZJ6]7">I3,15W8\F!&+*67^#F?C0HYK9Z0)F.78FNC M+1;Q]L2*,X70)Q^_TT4?O=-E]UVE!65CP$OM?$-<1HQ8?CW:UP!XR43E=.P: M,/%.WX*]IS0(U_ZV/1!YRK!L8)]?BZ[N7]VEEB9C[XY#O$1FJ.V'"^U$U QJ M P"J S/X7MMTP!ET5*S"T:^" ZWR??^MG'?IB2&?W]1]6A$BL?Y]_^]:+F JC@X2. 2ZL?*0FJ?(0. M;$(S+(N800K*QG0*-6?LS2%4"WV>.4CU&*R@JK)0D8;_](1D0[UQX&#=CK"- MS=-(91C#Z0'30@\BI<+U?2&DY%<.T[$[%J5D\5Q'Z*.MYPGCZ3P*J<6XEQF^M)HH#KZS,>F9C7N;.!'NGUW<]Z?.?\:\LRH:F M23,+_ G^V!X&2]3OI\R?2DL2KY\>#(34P-#^(SFV$7R![6[O&]_$]]HLV?Q^ M&_1-DV>^@^:CFT& PMR]'O3?..9]XLA(Q".CG0.;2ASJ!EN0++@.XF\&'7 M)I FIN)], ,L%3$JG],H$E(NO;Z[&]]XA<'3:6!92!.VIOEY6ILO,=U!>>R M^?=%YP^JC>|-Z)KT/B1R4,KA6Q%["GO1-@QT<_2.HA(:<&>SD"/J#_X+/@U^ M4W@6Z/VC&#\$H=M9BQ"$0A#ZD8P?@M#MK$4(0B$(M_4C&#'T'HXFOQWDL8ERU#_>A8MCIAV3SQ[S]/+\/UKT MDZ9?]JZ'IQZ)WB>37[M6W]9AVR=+]862<.%2E8?5*(\D@'QI/4H?K#?LC!#^M2_&REWZ;&)K&%/R2VW_OX'YW[^OML+5'&G"-D[97W#3]9VWVP(.N^;JO'TM MGN?-P3.0&_+G;?$G&_)GR)^?Y2=)=R0SA-!;9=%G-=:ORL(550?$%'X_MD[$ M;P"'6YVHLX/K[NQ[5>XG5UCT.M>/=@)>XO?,<:U\.Z:']%]]8Q%1&)5D&^:? MC\KW3=W*^60TSNF_&*N]HO+\"4S!P6.L5N;_KL,U;,8HJ$,7)T)0AD(92"4 M@5 &0AD(92"4@=/+P'NMI6N91B_8015@$ZHN&U-_$9W3?YYRP6BVSJ6NF1 M_W+I(UX\S+_$FA"_SU63+[YUT2G^X8M.G72WR3T,[=JD.:KU>2?*CSR2' M@*)6P))6@G+&+215PW>?C#06L.:6?.$[4H<5GI]2/P"1*I?UCEN?2$]]GJ+E MQ0.70W>[T67YBU(U^?!8;[9ZM>3$2??U?$>T[FRRQTX%R75["'T%N1'3S,E1Z M]P]3R<$=S1U%X_1(=Z%>/>U\8X^B7I7BTA\76Z6 >4L%D6&FYL-97(C>!=AME5B"6C1L(9=ADNOX=*IV\DAM29X/[XY3%3PD1Z(H)M)\LUFOFJ-\J:=E/E** M^BQX]SR=$-XQ]!T3/Y8%+<2[$.^^'MZQVWD[6'%5+7>+U21K"D!HE,PLV>L- M2NYMX%>+8C-V;CZ>\&]DW3/44JP@3W#R+^;L`'8[9'H#@+U *(Q@\;MD+/DNM!/O" 1P?C=,(-V8JGH8K_'9,XKO?PSQK1U2:O;%QUB!/*6EM%,@// MU'X9)S3);.FBF.CFLNP##VOHJS@;X^7.!TQ7P^9. EQ?/?3 8W>11[DMA4HFXG<)FGK=#15"8 B!WP<"SQY/<5D(%*V%.W9[D_%(F912->T>C?O0AE_ M>PS%Z8CY>AC%I2'P>?+@BJ.QZBX:9T((#""P1T#@I4(L+@N!Y76F6*]SL9G0 M66J/L?1]'6^P=2CA;P^K.!TQ7X^LN#0$/D\>'"Q+1^\2T4@(@2$$_B0(?'U+2W_OU=LU(2UZR4 M:U;*-2OEFI7R_;)2DBF3@%J0.SSMU+'P,ZG]KH3B+SW/G:1OA;;<=DQY-H@ M;R"E =06Q[/R]Q/KHM/UI1MK?N-Z$19KO.S[^"@[)#SVYG1V9TD)&XGV+DSM@3I3@#/2\1W:NK41J(*A :-S%)LK2/O%>IML3YT$E'"%:2 U?HIAC8X9JJ81@ M&&$*^HP==);!9O:@_U#[F4"2V$%5QVP?4&_;$.O!@?!!MF:* UM4N0I,<0;[MQ4(_D5 1!!"MB42U+]ML!YO.F>*W<6W:[%80%/U!F%B(Z0KV"I149'Q:>_6(MH]/APDG)ZCSF&OT6VPJOZOIS9L;JYT@:>S,7.G-C/),[.RL.T.(S"UC]719- M,/W:IN(K25C]>M IS[LIN4N9=>'FTUM9A_-D3/([32H]>U58&5>W,V^Y<7TGQOHMF M]-KN<1;ZO>X9_1P]GHW(>PM%L!)\S[Y!_Y(0/'-"5 (?2'T7=4]>F;HFY?) MW$)M-M,4J$GEZ7(M) LU5*/W57_H6>CWND?T[-#W/$7P[;'(7VFR[(W)T$A M]H78=U6_Z)FQ;Y%WQ725[H84.9NQ>BK76=<+J.KXJX[0L]#O=5?HV;'O>8K@ M>QBQ> ^L%\EN3H)"[NQ[Z0NOS-CF9ZLUKGENCL3TIPT3XZC<[&W1)+[N@?T M2Q+D#6#VDD0FK&Q^P3[_DME_\4.P$T[O]3X-8XPMB5O"/]#4<=AZ1+5P5MC M %=3TPP7Q95NBMIK*R*H$$]80'9,U59187E@ @(L9%1GG-@]T&0VUN",O(),U"BJ:?B'E8??ZPTGR1-A[43I.+4N2D4U.Y=H.O M43=9:?ZM;'^+Q><3'ZP]OU-_+,;>1]FP!MF+;+/5<';>0HCWL9M;BB=^^R;D MWBV%&+V/W5[YR9#];V8IOC_[A^A_B?5X9]V]5[?EJY?>.\/=SI?%_^0S/EJ'MYI5:@]M9,CY:AD)]4T$?EKU/Q,(JE*$TG'%UW[Z6;RY;]19WI:=S?6'.YBQH M^M],Z,/OQ"C'M).044Y49NR8X7]#H93O*S:6-G0\/>27F9E@"$RXVW@!E&_@ MLSVCX[,.'0BX-+LAV=L;SX['B#KU\WO//95]VVDJQGDOSL.OT(%*MJJO2)RY-?W).W!3RE7WDM/(49C])&+F(.^)@@5V8S+C*<6IP7/1BYJ/,'14Y%D(8HL Y4. ZF\:-H<#>_M>571H&,F#%*6:'5Y!EZU5S'4HP8S=P@"JB]Z7C0+M:SDV*^T!QT+$TIT@@% M(@@%DFSR+AF)?>J2R?L.1FY)&<+K21@S?(;Y?N"I)>&]$92[[@W*4+%Y$=+X MZ4PS5@!@MJ]BKO='H3<=4*N6*Q%*ZE16Q4)K$:.H3UR//A>8-4EJQ9D&!X3FMLM:F7+E$T0N4!\A=H(M0=Q'JV 6Z4*Y/H;W<$E5"5>5M2ZV&\DIBOI7J-)SNYQZ'<7:S9(JJ>$$$78Z-WT>A+WTJT9O<8/ZL,/'JJ,0'^:IW,H=KTIRVFE. M1F(4&_?).RIQ+%7B3[#L7SP2:AFV1+T6(/W&D[>?,3H<"PK[=UXW>1>+,721Z[*9'M*&"?/-C_\0+V224CG:@Z/!^S#4%R:TWR06EV2ZU/)+\[EX!-U]E1+5UY<">J MV^\63*8K3XH<%+ ($K!X)'(731R[%!]>G-H9&69-FCDNP]Y3Z._*E015/DP M>A&:WX[L!>==^GX7-[2!=\LJY5BJ#L= 0%8:H')C<*<GO\"^;P6VN9Z$K6#@? M%E]K;N?$PI^?2:&%"Q3HB.GABA&N:H]QY[9KD+(FP?=.@3TV%,($Z.2;I^&H9>F F(2!39Q*NH==8*GPG[..W^@]^RW:$ MRI_$1XG[_'M=KSP5GRTK')1&;.+@H%(EHN0YXJ"?C79B(D]PZ+-4,!2C/;OD:1(+WP<0GQR!}))>T UJTE\]TWU = GO-F(TSB0'@P@08PDV*48B M\:$H16- I-B8)(,X&+**C#A%"IZ_^U.\IO/QN;:L45+=:[Q:9'+**G2K-\ (]@RNM^22QJ\&''3S*39&]"KH;FL/Q11R\1^ MRW2?DE+Z*D%3*DU&:SW1ZI>GKL@>CG,HZ*[62PJ*T"P6IP^S*&GK=53L_*!E M>=#*4>U%[Y&?:JU&67)F="M7]PZP=EL.2DNR)*_;HY<&,M'F,2SQ;4-45UG-B#7D_9F2Z#WGXPH\6ZH:9GN8C.K^.S=:G!J?&YX8K1PW$* M]MQ3VBJ=H]+E/D<_Z-6^3O-'G.R-^P)D3I]0W1G[.XYV64K\3F4D-0YL4EV.A-*7ZL7(-W1H_>/O8 M& PJLV75%8#0D5/=^2I5,X.L<3LMS838:L;G]))BLL-,.?DPR"^T(-'(3LM2*

MBG:ST'#5MS5J6Z;IBXO#M2F]E KV6%:CF>NBV5N5Q?EY!+0_>SD1! MKR"U[?4DQSP,9\4RSV6:(]CR@$KR?%4N++5Y5 #5/CGLUNAALX]>?CV?-Y=_M&!PC]@6R,:.RSE9;==CR@)>87#XG MIVI54U";]$-9I@6W4'!ARUU>$F. '4249 *JUA)$B&@T*@X !<0A)=.12$R.
M1^,'W#>I-&U*3;<[%)-.FG.N(3>31800!S,SK$7=RB7SA@_TN<@6TXM*=,0=
MPY)66>ZDBRO3FG26#ZMLO.VR3ODHED#MIE)L9A+VI%G@8HT(59ZE^/HQ:1X/-MC0(U;Q7'DRHW:E5R6651S?
IQ<[LM6:G\F'6;:D$@R^-I6:CU'\?]HW*O+9QX M>6QVU4DLO^JU1RM-H!O<,64RBN%;+39_CJF%;M-M5KD=KW5:!M.'&B"R!E7=\9(4^'?
G-M>.>/"^IK[U-M)4H+\;31PW% 99U\;IQW_D")P.Q C^N&32"WK*W!#N \T: Q3;Q&!%9FB)FI-MHH03AD>Z)3!E%0[.&'K6T<%
M\R*S0_W!+YE@'\SP@42*L[-.IG>O/3-M7!S,W,^FX0T$#]P$,D->9?L(*;T"W00^K[\G+F-[O.@H"N^-;EOUMT1T/(-M^ 1.!O@N"D+2-
$/&%J5'>>L%'L0$@5QL(T]$D&!DJ]8=Y$<%0%MEJNI[5?#> MD./YGJB\JSWA8E:T=V?PC*'I"^+&YHBKX!6,)+KF$\09-W)$TPAA
ML]##*OA2+W<*G+TW^FNM?M8QX?3,,R*U\0TXSS*$GZT%6'M)7(ZQ=JU0XXF:M"<@AZD_9DD/OZ>=_?Q(@O)+(16#HVHKXWW-
D3N(LL3K3VO4XC&O"FI?(A]'BR'%,CN.Q$(E^RY7-MXM'!\#[(U$Q5!IL?+?]7B]YW'59@-W&4SBXJG5&A/7$>'S6P7&87X[C[ZR^T
M).D#G^%6CI_?ZCVXOX-3()"<3E6+D"5KO,%XS-7_8'\/VKN@/0V6,]7[&D,1-M1E\D%UO[V0:NO4UY!'09N86N(P?;OBB(>;)F6#Z;9[;
<9$^BH0Y13AJ$_ G-M7SHDM%W+XQW'&J249KCX(4@5].3VKUN^N>>ESMN%D7^8?+-B$,R@6YNPZK\>-MZ,84N0JA6
7)FK8R.&WG>L*.0H\(1UX1/+P_,SXZ-UP](0"T='+[81(XWLD-MGW99+TO4%9?*4V6GZ$(V'AFOJ-S+PF6YS_=;(/O*T<0Z!_/I3/I\[ZC=?.
M<"S8!]26P%(&,SMX->SV:2!0UJ1_/IDNR^Z[2FO>[@YXJ9UOB,N(SFN'&RVS3^;.($;2,OU97)P!?[&=R?AVLUO\&(]HS/G8/%/%':\JIMT
M+%\QU^8U^EMBW%[>/.CUB+$-MHA"+?C+_AUAT.VL18E&(13^_]^;X>^J%7W/GLOO1^2U3+PMKV7\2V=T\]+U
MT5ZZ/N0J/4C+%B%^;X)7/YGVDKXE4AU/B?EB-E)QX!;Q%'WK^\JWAPD>N=)-MZ!SF0UD0SYX#\3-
<\^:LB!MA8MXD3/0;,,3_6TT7TK2O-B"4R5/Q&<['V2L-MKTK!D.L^PG6;X(B3Y>W<#;$(F3!DPE=HUIP9.KZ7J(D^G);'C-M!>;N1=U+W.
[&1\\HSN#/1T7VIA)0?/#4]>;K$%YWRM3/FW/(V3]BRB%G_X0l-MAYQ]A3F_7EWD/;-^KRIW+=7L!3UL.PI^.[(=2/*8\&))C>&SD8>WY2NZ
0;_ML"_]%,6?7SZ6N4"ZCP^E%$/!^11$/>23@UQZ$G-:,W>B%^/VU'TFU4=<9(^%-MK-91^[!C&TRAE/@1_ABS5XV;^05V\[?W2KJL]1X-?
K]"%I&9RA]\QD&A5%]/JF]0A&]8@E_.QS^OQI/LU4N-MSS-S3IT*S"S53E]7GOEZ=[QLZ(+&SSL)2=9S@V+Z$5T/COWZFX@G/B/-H>B&
MHGOSHHNOS"$W:M6QO9,D7U83;K7E#C)]P*\:B6:7-[5Q.5V_JJR6W3+=D_D*-MSS.46M*-U<.H6D'I-I)P[Z4^5R#C59?P#9H6+
[IX,T^7R4(G[RT[#'Z6?R#T-M?(6,'#)RR,@A(W]'1OX&_MH.UJ*-0DIPY-((\'?G#<>VD'H.NPMMP.O:@.>;-MSO=RX7XD8?
-5O+COR]X<2"CG"6C%06^!0\&SK3Z:X9N56@+)5Y6-%)N\>K-MUD-F6HU'EXLZRG'(_OI+1^ZH:/PNQKYD389^W!(;@.(WEY*-R00CZ\
(!]^-M3X>;M\40JF4Y03JAES+.A0;>SS;P7A+>YUKHS^\K+Z@\MS75D*=_*$_?MM'T-MV8/S$YI0<#!>SD=;6Q7\K>Y8T7HZ'Y?
F8X&;2.X@GM#%**\U4++V&"I.GTC& M[I*G.3^_+;8*\>.'XL>G===Q;5&B]VUC$YAY5:$>&=N0MR5CH:@M9\ZNR9LB'
M(1_^##/F$T&$E[=;1C0=MR,-9L%W'A2AUF_T%8U#A7:2O_[2=W0D?A>E/E>2-M^RNZ-K>N*3V?._UM=Y8\J*3_]>I6A,;?
5S#X3G7/Z;.6[GW8^;$J)=<].6?>-M!9]'RP$<*Q3>R:O<.MJ>49U"UE#)=8\5[!&:%"T'0G_*JQ.ZBD.Y#^7^M.[?-M\Z!
4IM$ERW:K?)]D4++;T3@IU:,(!6*?1X%0Y$.1_X$B_PE#Z3PR/J;B_)I<-MUQ;4-#.UYH4'.N$P]9H\E49QW;0?
[%M\/>@Z/NM%MHY5IGTE3)&7Z+\55-7-M[(,%L$YSAN&Q&'\#\4=9P)3U7MZ<*EG!+1,*7[IMNP-MHL$WRNC^QO3ZX5KT0UPYJ_NV17
?WN7[;A+L//6T?-GS7TW^E%4E->#K0^BZ=-M%*J3_)LDA$,H>BEBF]+3W)ZW+!UWBPKFG='BVRA-ZE&9T9:6;!L4^%$%AWG
MLG>QDV7.>D:,N+:0EJ"6](?@%/0C\LIC;^=04DUB(6D.(,2QI(_@&[%O].DV-MWU!9_B_XE;_-=";&>UR>O81;<1-3A<5:X-E5>5D>(WU\5.-
$AVY^M0_6G:[E9-M*/1M)/-/8'-$+IFX8:.FF\^E[-SWC4%D\JBSZ$GP$_\2&V5-275Z=3/GRL%@:-MD)T'UQ6C&/^B]/=6%K][#K^;4PIO
.OXVVZ55#\2:ZH_S>DW?R*]XJNO\U^DQF^T[?R%8V*$U[9?-VNN&S*3;ZHQ^5I.SX3-M1-2"9B,7'
M_C@""F;1>,YQ[>39.'LF\L2F/JMF23J;W+]=\C\[5_LV!$&W(-WS3R!Q6Q/S
MK_$P6/A&@/1NZTA#^.X_DN9**RO891+W3"00YC\;J46D(*+WB<1_B*<_4.-MJ(DN6&[1;,>.I??
4[BU+_[M7K@SY"X,.>QCZ/G:F==F[4=54G35MXE=[B,VZ&9+H!*'5C*FJ-#6UH&M.7KL?K4"74#&O[-M>CSB-4?#+5^Z!S\-LN18
/^J3J$&@=U[4+V$+\;7],=@2KB&HZ&FA-2'3,;#-M_1-D'GA*D'\|WZ7%8]NNW7>5UKS='?!2.]\0EQ$CEE^/JC?3ICP&BJ.!ZI"#-M[PY>_>1?
Y'T292&%TD_$J0[W=^$6'%9*PRX0GR=,Y(3.L0VG,FF28*4NLG27-M*\-[*\!]>@:'8)L.N!!O?
$2U_3JW[7=NN"8B]\E8>,GU10ZXZ(WC^T@B7([;M60YH$ETS'\7/68_WW@%_#;>N%?FRN25\B3B85\#BZK>=G[_OXX)U\4O_#=
M[QN_I.U)U-W&C:8DJ!%W)!/BG/WN^U&>C%QW5D0<.)R[-MY(CC%(-8U5Q54T4^-F4G9G<@9;H%3F208R-^%V42=W$F?
JKSG=O8^/WPFD_"-MTD_%H!!3+H,I/I?NP4JVG,\VW32K3Z38*#+HIL;V@OI$N81SPAI0V%N5OM!Y"(-QR:\L_8[PG(&CRCNSS.(!;!P
M503(?JV$T/UZ-5J48A6ET&K8QF+'T%S]I";+AE!G2\;=<-,+CJCT>UA552*-MD<-\DB,GL7R;FW,J-M!2Z#8W<_IR+S>B
N$(1L*8>6<:*/88*"BO'>0M'7C,-MZ;I^'N&48ZDZM%)2-T!NNP$?PU5IG?ATO>)&_FJ(!6\@Y_.-&,%!:*N9_M'ZWJ;L.4^G-Z2(&54.-
KR4PV&_]$=USH56#2T=2 R,YI&+-M-C7,E5GJ:"[-MUY[!ECBQL7:#6M6+_K2684O:.V?"_)AWH"V=>&KV1_V1@7111#I%,-!AZLA
MU)TEPO=<(&.6V[%R/"KG>=66:M/I:EQHQ3@QAE4BZHY.L'<).O+6F+K+G6(Q-M1T^QWA-/MUVBXBO%
IXY>,1+&=*2EAG5DC7#@1'LS&G5I:-MR)O)+G>F,)"]2+:MVA@OIW^%.P-!QPB2*9$P#EM;0A7*>2!9%325X0DRUZ&
M:11DY,>EVVAX2#5'/YJ*I,O-4\VY9IJ(1ZA[0H#O\6.23,Q$%+IC6'0X(Z-M(Y9&^*83U/0)$\P=U83J/JK6B-+;29-@[AC-#DQ"(KQO$!I**,
*O\\;!U%+-MP$(BK5IC^+PTDE3=@GW"-2O^S2@T7$*R4"62>V)[;A":3%QVDQA+%GS-T-&T-MH^*>C4<\WBO')X*
B=QAVG@OQ"'Z&A);!TW8GK!(;H22E\(YP4-)]@Q^%HJCTTAXTT-^(NF-M3@"<(FRIXU;>3QZ)/?
O5ISH:KW5_'8&^YFKZUXH1&R/*FDBT@X#%_34P9L#T-M8QH1![Q1%YI!\HH)VQ8>2*V4H6)C$&^6E,ZJTJL_JPD|[3KQS:Z3?'BL-UN]
M6G+BI/MZOB/:=F2QXQMZ7U8K/ICX9J-JP,E[]7X=B!#5S6PWV@|)>!M713)-M4<^ZMKVLJ!6^'6HYEW9XI55T?_T]
(UG8';KX'XIK:S%BBXD%WXEQH->8L59^M7;\>78P*O'Y7966+5Y:50KKN><=4YVV=;=8ANR:*.T46%5VN9SW4XC*L,/
M@ZAR16[1FV8CM7;B(I5+KU--NF;%DH*++^_<5_/)WB",@I*OS.W-[O-M%NZ;]\008JH)]R^HM=B.;4-QJUG)IR\J2+?@(.O^*'?
P8[&=8>#P('UU&$._M0#+JZ-0'[DPJ-G.\8T&-:NM0QQ\'W/D.!XF.?Y#7B1Q(%E!P_#G0+4S.N^UD-MP]
(F\ZBG"&YG'.9IAO'VX'KG@G!/E+#'IH*+^T0]2L('I,_$Q)0N/W!@.X<:+-MVZ-A#H-.ABK\VGO,5]C\;0R%N9.H%:+*E3=6:,$B?
4"WQY:ODQSLC'M*RF#@)<6KSLA'O-MVMQQJ?[/_?>4T.\M6MN6VBZY=A;IB?Q0:2=<-$TXR=K^%JK[D"^AO>W1RULT
M],.C8ZJ6HF(>\2U#]#'76TZ'-TDD22ZT)IM#Z0^*G8_-T*4W]-R=BL,*TFTJ/-M2&:E);+Z=GI%#[AC51YO2_36;'8J-170Z9-.I]0
"P#5&P@AYD*5/41XZF5[-MC-QU,,,[HUZC,WMB&BC:,"@UR;17+10^[DF>]9)C)]>:,:\?1C02ESK)95IR*-M@BSZH-0Q-"B<_4([?
+>+OD4W3IP@"9\>!"8(1.4V1L]7Y/:CIH3,2_?U'M:%E-M*A]&D__ZB[VO2L!U%L&-3(:]"MLNO8O#.1/_Z+:9ZS7,_^A]]JO3T^]]3T(
M8[''8CB'U/,?-!W6##5SH&)P5XG_/E>:9/FII.6Z8MI["!)@SQ,<5*/)/P159-MB'E*&RZ@\Q1<$1QH/@,'3P]{K!9PVH;1WM:-
E5IM_[)SE+K]@]^:,=&[L_BJ-M,.+GV4G)U#,#;M7:.4,EH^]279Z;G5>)KSK<^FZCN\2V5!>ZQ:8$MZPG*"}-E-M6RZSI-O)91VI+LD#U86
\J5A9?QLB__J=-W67TG69JLHW)A2LW5Y2SN5OE8-MDAM==^W;<:9[S\N!GFU^52ALMG6X7NW)K=-MUB?#(>Y9?\;-WS#U?
LCF9\NI:95EM64GS,KQ(=^3VKG<.>5^LO%8,,?"9#H.-M1TH/][G:HOC2Q')_.VAM;SY6(#
{[W/^9^[]@S2$WD.\7XWA[]%MFI7^!HXME_=EH!-M^#KWSV_0@#$1,#85.,_BG^W[0N":H"]LME0A.-L#PWX=0*98!WJYLOD:-<4]
M&X]#<+H,L69X&#3*?D9E/YAS:-T-Y!8X20'ZD'@X-[-WB0U%QKB,>!_8'$,>F-M-O-ZV>"5,'Y=']"X(W4]?
+G"*_3^D5.:455Q&&EBHPMXA^#*8%>4Y0[>@S-M+\YJSY603)-(<0%0$NS,3I(+,15Y*(AK)BT)0T5C$-=JX#H)XTFA+9K-=&VE
M0)08661'2DD%;7>OE\D.]/-R7AO/A6%A/==++7UGWE2P9^0SQ:35K\,.X/-M8("6)*U*]\C<':#
[L#7<@O2W3Q&:%7'R)#_>+>9YP>BSA659Z-D%GYNW5"T<-MW\[,IK^T+@N;&5U8)O+K['2IS9/S_'I0?&D*X.'].ORKW^CH50J0!\VYA:(
M@H$LXS"^AE<'<^K4NSX,S@\$CZB7&T),%C$-&K]J".2PQYMTP]14YE[0Q9'C-M&2#VMT-H)(V"R#S%
,$"N2HW3'!^UC=%.XNS5[2S*]H9^?&2T,YV('[M]0I_-M8S?E^]R'FP?E3W09GNU,%/790X'3I&6^^U(RI<*C-&P8?A?2VQ!$WV-(1#R'
M9KDSZS^D.]PR?]=(91_,17'XK")#@H_=;#:?Y1)2D60:,YA_E1S@:,.82;M7MM
M/6:GG?"C&*FLI_5ITGCC,0P:82PT2QPN7#Q8'"%O9V4OYJ?%8'/[U;R(>-MY&.RB0%4:.+H4IMYT^M@.=GV$E/8*)Y=!:.-7&T-C
#X!4H<_1NHH*I->5";BAH3(R7VSI!JF-M;@&1NP_1R<'K/=N=^%39$RM-!$GTT*=8[.92Q:DE.2>%#X2P_!/K(!DXT;%-ME==GR:.#5J6>*
(;SM0:R(CK9?/29Q=&J@.,/%]EE[DP-G2-E6@"K7.$_0<1Z2-M94>44;^XY!8\TS&G8M7-MJG7.3]Q]?I8V.E9+X)*)W%/N+ON1<
J.Q.UDE;7;E7@&A\42%RB7IKFQK-R'-MH],Q7TOI'3"CI7:$BDZ>V(I^S<.L6U=UB$9#US]]5(]SY2P*-+TD!T_,'4-MQQT8?)AL%!*%P-
\HK^Q*)<34N][G2"@BZT@1G+IEPN.7PX+:'W)D%'8<;-N-M=P@@!B30T0)HWP)>JOC!*U_(3.8QG<6./ZI!-J63ZP>/R!8WJ'MV/Q-)&>*?
JV/7'-$$\G;1"Y1^@0&+-M5S:,)M_15N-BK="(<*]C]KXYA(!%),&'XNPVTH73@"ZX[)"T^6,(^-WL]'4+-MWW1*V%AT-9T@IQADO[G
W6LOJ^SX++I<3\^NI%2F.>XMT&G8O$HI%@]"?&!]8-M[*6?$AE=D=!K77'WKH.!>;MJ^E4GP_X^"P5BRH=VH49=!>B;@K?[I"?YO:#I
M:8<\LH(Q*CFT&LA_D4[F54AEPO+X+]+>/LSO4NEL.V-2/D8&XK$@D*^5^GY-MSOW+3@3#J-VH[*KI35"+
{'Z+MD1[WSZV\N6G942P;O.6J;X:U7Q;+1;2@$R7-M8E.A-AZ0R'Q^.>H19"*:HE>NHG?[FTEH]/C^IC
MHMJC5DYX9OE%3$%&&!?;D\EN'UET'[_N-M<-@V'=[33&$+?>>S&R19?4.>6VA*^04DJ6W7455;JT]^EIDNV+G>'#R%HU)7-MG%X@P
WIU,-ER9]AQIT90Z9V&7@W-OP,KM&S!RCC-1)#S)N72-HK11ILQYDN-M^W(-^*$8M=-I.$"Q%'NF8-B7I"?Q!(.2!)\U1H'2I-
4<0.1Z*JW#!.SH%B-MT*0#OTHC*1*&)-%,&8!H8^#'[5GA+Y(>8"-A(;M@/&[1M\VT.^85--3@.D1G
M:R7%FV-5RD7;R.WF=T)LAAFFMT$(ON''<"4-P;B-%UL-/,MTKPXJX)7M<$-MK\M+\"+-'WOQ?C36%_MR+]&/LKVH(
F]OBQ$>OUH9,!%^10;$1*^=I%-#+35-M*[3B].?/Q^M]TYG7S-=KS393*S"E:BY?SZ/_5-M,,U\LM=KY9C['U#N92BG+
M1+/96J?:+E6+3*'4O/^T-F&,0TKRK<%:&J%1-K@:]2UF-,(0WIP#HE^$:F7
M8')]B4LW_2(PMV@P62U$5(.2*M[_37>Y'W[5YLI*NBKM'R@X)QO+>>,.Y_&
MTI7)62U82%^7R19"+0@^^$$I*L:@+P7M,S,+WB0AE\]MC6N\Q"PU6UCJY&'M;(-U-U%1IZ7NN^HH0A2?
N,%&B[E>7'7%%$QR1NQ80:=[3:;FI)L2O]@N)1=-M/*VHV/335%R=>ZH&LV"IP&"^!9GB-EQUZK&V1M8G1-C1!-M:+
<&1WNS8G"="3%CAN-M//"'@1&*#CCBC_-4+LV0&BLJLPG:#%K/,\&XDY#F*MF]}C=D/MJ8MT<"!JK-ME,
(7Q9WV28JB!K/(:F@I=/6\5HQ/!@32'Q8;?5E6@1)GN/!&0/;$E%@2U/:P-MB6N);'8'D(/!

*()E#C38(@.%I_C7.OR?!X3YJ'&C!IDN2&_N;A%0K6XO"'I2.NE''Z'!X.SB\CY6ON M^)Q>*GB,D@WQ- 4/$@87%7@HBE@&'$,8VTR0A^: MN00Y1PD(UQH6;N\>WF^CAR+;,3,42VP4/15\F .O&- &M%,IP<#F6)!NBKO2W M=I\L0R)2AHQ2W$7:AE;I5Y\,4R%4V P*K9<- "4T4UR"AV4@IADT U-05/.D MCJ1WRH&,8"A$>E+=X:RRP-BQ^K!S]$B8 :(I)9(=#G876?.&J:$#;N,IQ2"8 M2'"J 1/.!Z"M-6V^+G!$!-E* (R"="K2_Q'E@@K[VSUKF4RJ(O=F249 M.I(J('+=]W1SJ!=+QI(+3Q>);1P6Q"@W3 O6TG.S,QT"G(?C M[B"0&"1X31#]"AJ*C7N^D55 +N)5),<*#G#R7H(%JB##%.!,H2G>%)L=4P'I*TB-=$_%D!=U<.,30(N@05*33_": M;\%C[X)]/E'DA8W9Z,P%P^A+(.&]PJOO:!P>X_-K- *'_&O]ENDA86],6,NI& M_R>C;TMD]]:S7_)UV_\!\!4$$B)0 8:E0XMC@)6*U?W/61N(<*''GC1]'&+L MOWW6E\J62G5L/F9W_?Z<+ [VKB<]WC8[PU^C(-3IRL=&1!".84RFETE7TM5L MOG6;S[=;7QK1.6C2DY$Q>&B?&9IYCZREM,&G^$@_/N!Z(LL)O6A"3O0$-I[H M19)"+,IR_7Y$BODB9VVQ]\Q9CZO%8IH@N^M\95[L/ W8AR'DJ6S>J95?M-G+ MGJ52EB]V+WWZE7I4YW(LP$5H@D7XMM]JF9'T-]97;SSLPBPZ>? M9^ULYVY:651B+%56K01L_.RBBA/MY-2^-\38]7.GK_-A5K0QO4K7?.6AD^_M,T]58ITLSQ=6C_S*N%U "*M.VOR:WU:D-,K-EOMY5;9:&(QDJ"/V-:=T>?) M746.E[1.J[18/"5S\?G3HD$ZCOGO?'Q,2[&GRFN^LRX/W4C=9M\S"U[B>UW M+COC5?=N..NQ\TQ>JR2S?2U:3O>2VW?FVMU".EK2:QUK56C5>TIFW&HN>ZGM M.SDAW9^M(]EJ9WI;.1<'2$$LBDLHA- R^J?:I&*V$7P9L<6BR\>=R*AQ6T<9S MV[.W;TVNEGJJ.:J,\U8]/DW*XY(EMX9P MJ[U2N.N.:%FAORW_1TCZSD2/.\'XP#"+3:'V_\.0T_#OXGN ML$3K=/#8IHJ4[S 1^MAMO'F8?,H)CLZ^V*'T&NY]Z34?ZPC)WI# <=5\N;U^X MZ[Y,BF>.#K/!YA.]OZLW- M5@Q.1_^*GMXG9@S(D#H%+YRA"[S/TDK<\!LAKS#YZ=TKT]9,8<*D<2O6+4KZ M"-. <8:F.EB1?(CNX2UR&_YQB8D2'/(7M*P%6H#YSX\#/H3W_]BQ-@ M.=XEOPTJO,RC^Y-E4\5M<8GCQ:V S.8CZ$^74.>=LZS&GDDSG%$,[M)K2 "VF[*33(@A0^"WEBBK@]YH=5U>*)IE3-.D M<%:6*(!(?#DT>C.E7,]W1\.>U>GF7Y_"/@ 1]DV(7905/4=KEO263]M255-I MH^E- 6)FVV%/UU"K=ZX>GG:(UX1M)=30I#I>]>"_RU[^Q0'"N/TQGB1_K,O&I M-5>_R56U^8]JY9BJMGI)ONM6[F>F2T7#>C&\EGR\I*% MXQ$^FST^FK^O3HOK#1>G30_4^$A_^$(!B14SGCA'@^VL,DI4#&#CP$*]ZAT MA)>,D*C>===;M1\YX3MP9)<#*.]=I\%8P7#)}]//NZH- =T7+XJ/0@32Z[+.@;F M#(1K++32F=JZW^<[V>8TD;0>&Y+(X<[#Z)0(Z#P]$W0&2IGD?SX!3_.;+#"! M.4U;YDC3$3%+@0M;G A&8U0L],=*K#!?EVYE.1$> @YFQ8PQ3(5G)?^\>M+ MX$<#UW;Y$FFIIL_RHVY$?64Z+)U^$>0HP1G>LJ]-; 5!@#\?79K'*2[0F2 76 M2@Y3_NZ,FQEE^>(KVF6:5?6^D-L>[%=KD;=U:B[&G67:-0-E)4LA5]E7=LC M_O"A'6#4I[_K<7Y^FYO0;<8YANC ;J8L"_(2!GV@B&YDZD MTQMH87=)>"W?%ALK1,0*1RIC"0]6UKEN\+@N9,KR*WEH!&$KR5. M4W=90XW-65YKAKWY\K'$B9WPBJ*\&]3N4^9P&82:E8T4 MT[F7D?N=,=A;AY_G":4^K 7W;Y3:.LCK;],U#O*>-@>S-C98!A)]V+;=\9* MS:ZNO2 1>\O%U.S9*I(IM5E\&H6:%]6B6Y^1L=-PJZ\]I-5JO=^_30:A90_VA M_))C^U)'KM2;*A!QE?5#(P@UBS/"CX/;IRB? 7S]IJT'U+K<4GP)1LX;Y45E> MQ_/B.!LSGOF%<3^K-9?HSJVO-X;3FI3C4C(K/#\WUUQ&B=<7C2!\K8&,3JB7 ML=S*\X7T4&CK#:TL#P/QM6ZC3_%G.=-+C.=B_FE@SAX5JXRAN$Z-A/75,%?1 M&RYV18?9Y7H\)YQ2DK_NRP7NRW53+G!3(E?PL<_Z? \=*C\?QN>0^+XT MN)JOQ+B*?C/\KZTF.1^+AUR9X].9XSA[_M@U^6@0^@]DF8^C7UVYY,HE/YU+ M_&TVK_QRY9 MY^EVIYPOWG:?)QP>E.=U%WDNWYISL2,45J7Q MY&55+;<:GX-%= ':Q5ZD4\TP2 =NMQ/ZJ?+'OT2KN#@9^#.JKPY%4GY"]=4W MDG$UPISJL*2*VE0&KMV7W1^KWZV?1M7."UML*;G>=+62FZGA/O"@#Y1?7:3F MMU?H5663F8#@4_!JGE3>7=HZ7-7 'ZP&7F6D1T8BKCY..O(KI9)H\^561{C+ MKY[/D 2V>=)QXL5A5W\+UD*IZ&=^5"V46P\L"4AW(A2J!5^I#0@44\WEYPQPV%S1!9NK>^;EA82A[PX[1S9/(AD M,":@03 !/_<@NK1%NJKN5]7]HX"79Q6S;P40M,%F,+A+^Z3;J?>R^,# MVV&G*T47HAU\&'72%&?FNIP;RTD/K']5$1Z\U MT=>:;/+C)=9$I_AD4HIXD>E%)EGK102K6Z\L"^D^"B[(1/B%R_<'WK8G.-SJE M]M/E%D%G;]/58K[%E*I,JUW+WL%\\DT*_-- B,N%XSX(FN]^52"%5,IH9=BN5@O&HDF MH>H[VI,B_0AB@U14C$F:!;R5IZ$VGJ7-<+XV"IN1]G+#;1AC^LE-N]\TH:* MU8\V9+;U5*JG>M&F]5)L!%5NZZ45_[IL*%9G6FOK;?1EI9%=HCNWWCF)-QHI MHUEOCN7$XW)<"L^CQ394@W- ;E<;1_K14NX\KL_Q=/9E+M6&20;;+9#C^/]:.CX>M3.JAR/"HW*OIZ6'*L,*5<&G<&N4'Q2C26Z M^RI6G7B0[U=E:7%PT9&U]](;X MK5L+5B,9F_:OO(MF81;E:+*OQ"TR?VYK5G5X/3[4'CL\KPUA#LL5GLZ4L M>['M-9VW(H5R^;4?8/K4N^Q)2?C8IF! [MP>JI9]';,74F0XKJEBHKUZ5<*= MYA!NW?K^?"T8RY=E(9?24Z.:I3K'+OT?;G*LK'+O$?;G*L4O"<#SHWC\K.LI'D4 ^ M1Z+_5+B4Z+OA4I(W7U #=3$+=J6J+I'A2=XD4]\)M@KW#CM9P<(?12R?H^%= MV")]R9HK97$5/.>Q+'X.#F.6E+OB;I57 M5? %J5QQ#,W5!D<**>B67*[D<58(CBM;4F@BGK)Z_DLR/)IF_N8? @N^JG[G M8J)WD\#1C8'>;2==N!ZW!3:TGV,PI,"WDJ^? 3QJG$IR73"9O/(NGFJ6:5S*Y MDLE^JU"8*=\M=G"EDW,T1ADHHG*5)U0>=O$^'OS"\L+W3S@@3015E0B9A M9JN? HPV)X'3C.BDC7=I*;1E YPB.G >.\$V@HMCBY4\"F7JE@SV1Q$M;EWV2 MY#^G,WL3E\\!>Y?BU(UGTD:O-L#P>LD/ NI1&#P8 GDT/[<0(6>UZ4Q3 2X- MO\J^BT1>L*>+/F^N9EKJ-=-.=;+KQ:3\J*U2$M_8 R,[4%:R%'Z5=6T3B<_C M0#/(*.*P]V[%VWPTT[V? C84$G^_+D72\BI%,8AXAM 6]=SVAKI+I*IE^LF1* MHU6&\0L3B/255.H-H.\2:N%![3ZY;HVS62O<+O/+7*_UB5(JEF/O.X7&*MY9 M+PKI5;EJFOH8I%3R*J6N4NHJI=XLI1RFN?+(E4>N/'(\CWR_H'/),"SP0 &* M\P_KJ+&)31XV9!'PR:'FSI#50%4#ED.6T+#1)M318FJTEP9;;'S)V%0_JH*N M]U;1^#Q750M2?CVX4SKY=3? 67RS_^A=I3EN*!^EF!,OM3ZS[.;QDS7R.81' M=NWC\\E^AOSC./+L8?*_F9,>;[MF;N)FH[6;LL $;JC2\TX*.S=%GYDL*)KY(=7UO>*.:87^^X'B;Z;\M,1Z$ MB27O$QA39?4\4R:)A_&T.4C>\Z^K3)@%I."]/LNKV+B*C:O8N 3O86->>8KG MQ%PO'_5> ^9#LA\6'O:URCN]"&G-&JGZ0D^MV6(F(M=`[8BL4*DN\!=L/"DKJO]4Z*RT\SC61>&, ^'Q--L6%.TJ.6!4T/H>EB<./UWU=9 MI!,?']L7*VY.FZ/^\R3-FTO+OH&8.6TYV3J5T/*B,(BP+:WX M\K@TV#O]$?JB?U71ZU7-7 7,5<"]"IVKT+D*G?,(G?AR:/1F2KF> [XZ&/:O3S;\^A3_@VWV:O(BT&N&G K5#6^[//+UDC^MA=YX4&R(M]#MZMPNC_FD)_(I^>O-\9G?DB#'B.=ZE\7T2 M__UO4#X5$5UMCV1&$$5TC@CJ&K$)HVHF&@I4'Z.Y*>C=0UV8,#-!-Z%\V!S) MALP,%%50107]|E"5<8-VXY13_/!*>SM^>OJ:BA- 9T$&*C.@G;"#+'"SJ,OJ; M[MPL/FI+"V>S"F$N'ML<_O_P]65U@E=A49MH^M\V[*9G8K0?+(^EWU .DJ;O MP@!]^V]ALA36A@WHF;SAHS:BY]\.="6#^39ZR?\)BTO[M0.]9NC&F-ON;YV[BG[0O&RP388-/:WN58_&(R+VM MW>Q>LL- K%.,02>&,A2Z2^Z-_<;=6C5Q$@E/\!?@"%LP]EN6%F!#M]Y)21.A%>3;1ZXM"OR>)\3]Z/R?T!SQ0BG 6 M6; <79+R<9FYKE5RV%B+AH5(U>^.<&&1ZV73KME"I=5N]0BO^9=,X-/)6.]W. MW^>K;:968&" (#!ZC,_8+D;B40J+]1)03D^B@CDB)7C3%#GI"(I[LRP4BB]";MWC>OSFG:6[17QUO[Q?Y>_B MR=?L2\';RVRCQV_?.5G- Q7*M\,*/UT+SOOQ4[U2*2], 7V;XS%L0_#7JS';M[YM,JN^C-K ME!GST[:.SO3*C>D]I+%LWTV%K41[7>JL$>_?:&]?1.)/;=U;:A7#L M^>%Y/I.70F.R:MX]"LW.!8@J:[=>NXU7B])DLIM2/G(]V7B*XU%UH#;K77 M%&N%SIE*$*V1D)\ (,T/^V_Z+ET/@%*+G*LAEK&KIO_$VY:LVSJ%J=M?]71M M_^O81(1D]":ZUY3]N5WA ZWH#[>!?[>=R=^PW'4C+F CN.M&7,A&\#>QZTZ< M<"?>F*1V\&SXNEE_61OO0U+XTSM.')>(]B7=.;C(32QRT8NQU6GB0T"&5WK_ M N]VX! [O7H2/AC;^!"X@W564'=U5KDQP98(_@ E,;3L__&K"#?/1%&2&7N1)^.^GCTR1^BRZ9? NWG].QW9GS,3ZC.RJ;U1*6]>U@6(>JJ.]>Q*GBZ+R$&65Y]=U9%6I M/4*H+ Y1O5.7T5Z(*I(="><H0/:ZHC.8H&H)AR*;!(')@)HJ F9HH'=]7X0@X M5+^SUG!N,7P):D2 B O6EBY=17#RWN+X_6E1U"U98O*KF:P:\BEP++]&6_A, M'OLS&.KLQ6C?$4? LU+I"215U63#DG$S^+*F4(RON61B@/&BWG6BBV#<6[+!Ü MK\S9<+*_B$&:T4[EX5OK#AM':Z]+ PP@$=P:EH'DFE_5<'P:W]VE<=4P?KR& ML2DC/XJ??18__4%&Q18!<"FP[$FY\CNSX)_!;Q?$7#]8 =E=L@[.?_@_E(0M MD(*AF@8,25=$]#FXD%8E_P^>.TESE6WU19Q8L)/Y%6'M)II@?C"013- B\F] M+DLQT^@VQ_.:7GY]YOI9O32$=.7(,?"FWU"1.28>XP<3Z\OH42@FIE5@Y.I: M%O2K#G/58;Z9#O-9%;=<\H-2M1Q>E1)WX8;>"5=' TDQZE*R^3[8^]\U0 A M^2QKE4RGW2NR5B\V>"HOH@\OD2$4:GRBD+QDB2BKTN?*PI\N*:YAK+/QW\ ('X%/]@"/YBB?]H%4T@O^J2=VL/GN^$0 M\/8B>:X11T,8R)JPPV5)K?B;(0(8'SK_^3$ JK5VOL6T:TRA5$U7LZ5TA7%@ M 4Z-!' RR(5=!CR Z1-6:HI46S^V=\RM5-7TH MJ,HK'D164W%*-/Y'1C 4HS9 KS?09\E/EH%8VS!RLB']"BY<02I7&IWOE@I! MK3IZ6%1DHXUFEYEHXIBJ6OU>H2,EY\N,ONB$7\/=>4VZ>TJ-T%C0BX09&HVI M6_)7"+&]S(4VC1:E>8P\'C#TG>F"DN)=,9PJ9"^+G;&,5O$S>%%1D0!%9)C< M.\7TB\#8TH/O$W7T)M5TOH#N MVJKZ8S8KH&X84!;IX)B1@$8E.3-$SFAT P64=]?$#E.[>[-ZY.8\:^X=^!(- MG"Z;J3%]&71:QK#TA;(_9>JPCC*I*FJ3*RUI6*.T#2Q8)@B;1)FW;>I"CW2 M1QHQOK$OFTM95O%+R2)C"DQ+PE#1F%_HVY(\ -1'=.=$6_YF?AFRS+B4'0E8 M9E5C9DB.Z(''Z5.NZ'N-B*(&8T+"291U]<1VP!MWF.XY+!N(O E3MB9KLK0\ M)NDH[#IL\D0V948Q(<$0+22R90+W\Q=:=FL&S]P+NCCROBG&*_-&F$P8P8$- M)I>G;_:CR9!(Y=5 Z0-MJ?DE:R+BD'9M?F4=MD5Y %@&ZR:6L& E]W^!1(-MR;#ZACRWT"S1)X393-<6Y)7P7%\3=,QXDJ(CTM5T@UIM]L+,+-VP!/07-"-7 M"'")?] 8T>DE 3>CC^CD/).8J3Q%PD.5K"G^70 OS$3&;Q4.0T-&(!%$@O.\ M(N"2[Y,*;_4&H0E+0!;6%.2!.1),O!".Y%70_$&$*JHE8XIAAAJ1N5AR["4< M75!@!9V]9086K FZ@E85*5BP:F3]D#'#]+*,+]/+&6@",.E.^%&G4IL:L-)! M-">OX#B'Q_@,0!4IAE>*--?&A#R!'DKB;.'S))0K*PU/"'"*? @LT8#6[K/T M%G="E,_M?(GL(5PTD0@"4I(TJX].R+YF^4C%E4G$.'628P_A["1020./%E2W M3"P)N PML/2"6))*[>^,O9&REM M[KFO! [=QEVI3\'Z;HF5-T2O7L/V>16+<56+L97),B,U26/'"%)A?5+O$'RRFTW6??NG5$.$UNH4^0WB#:(9#:T(/$WH. MX?>T9-'2L46"WV*G] (!$GZ(C .O27LTVG[6_^FU$]2 -IW_GT8#05@^+NK8T M1_O9:"K$:ME:H"X#+[O7.+RS4QG+PE#UL0^Q,_.=K8V M!/X3U28\V1[LD R6VOLA2HV,QT)'?-0B]C\](7X)O\G?*.%[:#XMFM@(FFH2 M.BI<[:UL36>($'63J5FZZXAJP4_6##\';,2S'._CCW(MTX*+- I.$,%M(+T.*I$?]P;&^ MV0QMKJUK:V@@.A($_0EF/5@@F*-S-VA4P>NHX(()FM870JJVB6^>*%,LBTPM MA/_=ESU#D1R[D HZ8AI*\DS&6PTB1S%,&>ZD8_*(PH&B(]/4-#&[8R73.T$X MO;U;&&6CMM1J"7I?0\L1KJTF\MK=*!8I^.A3EBACZTR<; (.%YJRA#P^IW$,# M0CHY?!VMMVB!EQE/ "G\9 QH)\"S,,-ICVB\9/F)9$3;_6KM.0C(SFYN'):\ M&S,9$2\!TGZ19$26"_F'M% ,T,$72),!1]Z. (6&U'!HG$FA_:F:@(PDL><0D M0_A9A4"O((XL]*H9,C[QEV'#9H[$=.R3,YFB!4L'Z@SY\Y5C^5_]W[\X/W_: M3$17U]A#M'C1]Y.EBJ:#K\Y8";#CW$/=0XT&S>.PO4_HH%Z N>1^Z:?F(L4 MJPTL+_Q/;$;#.H\$*;ZY0JE?W+HN80#"1H3;''+.&46=AP- CQH\^(T"@^XP M,.T8[BL][$3<#+!4SGF-/O@;,_D^[GS34A#KS-D+H!Y%\>LEK Z"_4Z%*?QMDTQ#7FN<>/=V M;E0([Q2.!001AS- %\P_JB/9I]I$L>D\"%2[MB2JM!AQQ:[KBZ".JK.#K>ZA3U?9>>)J^"72 A$KKIX<$-2.0\=CXI*@5*![&V)>B,8349>ZO?-S2-@.B*&;B?\0/>'$Q*

*AO.:<< MN#J"WU,2+VB KH1'7.![C#_,,']0A W&1.&1 O@R M,,I-[)V@W![";Y:P)UH5L.\+/C<1EN0;.CGZ??$&[,W O@^L:Y 5QR>R9V(D MBV9&W&F0]D.5!3H8LFPW6')1C_=DHBT%]UD#*L$4)'&P;PTMD2JC:X;@KT,X MP0C[_"'X0_;!LP%TB&2&OD'T04M!O/0]2S&HKJ@K??@PNBQJ0Y7X=\P1 MN@+^=Z+Z@&_/EJ\0PD"/6#2U9M?N>=\&[_"^ , 7\7=!?^K(J#Q0R<3Q#_-%76#C!]PV2W(9NF6HZ) R-97"J MCA"/4'JG']})]#-+GG+%F.#R!9(>;=(7>AKG#0E\F_FGL0T5O6\)_?DS59-B0 M18#W@AY)Z"C<,G-4=Y&1;,K0#=BLB:RBH[57[MY'&S5AW,]W[Y]>_UKGO)6QO;ZU@!.5G$TO;[\9VWF" /,, @% 7""FB)*'"%EFI" M(PLD,QIM_-X/>T0S73JE2BRTQ1W@*IP5)KP\9L>)_IW.FY M1^NU610]? ,2F[;IP5;(,&O9> ^FD I)X'U'"%;WN5*:AV.C[.CGS>I0CG(O%L M8QMI1Z5!4*^) &I4D-EEZ3K)E00I0ZHB:!03QT-L11=V%*DF^"0CIII[E!F> MG"X[TADBB.=MH332X$H\?AQ9)<*P*VQ&5;_A8:L?%3N"#T#I-Y4 M>(&%V9)]:%B@%3LU%]],,57LUPO\BK5BX267:K&] M9*;Q#?1CP"$#L&:F#OG9VG2*J*)EH]JF=55F&40&,._9J(8P*ASLQ^QBJX{ M\"1EH>"T =5^@N:ID%F"KV4AZY!4@B08VG;B/W"?0T @"P>5;"W6Y6ZD)D[M6-B7G"PIDB=$C7^8D(0%PY]#1F)T0-\@P0P/(X?I%)=4S5(D_8XBW:FF*;$^"37?FWDUUR\H+X\ M//2X^^_@.VK*$-?P)@+;RLG%&,Q!{F=)DPV:>X5,Z04NP(%37"<\]..93>@) M*KFI6VLD*)P$DY _"=6SVU .X9[+=F'@$I^Z-!?%.4_)ZQA-#?1Q[0"7V!&X M_C:!#'Q(D-PK U!/S#6DGKL.M6T.,?H+87K/#Q+L5$F7$K%634WP9S@CCTN? MCVRDS[O3=78VAS1=43'/5WK[=F8/..')/.,;BA_5XEZ)^8.YZ%B;AIQ$O=?2 MX^.MU7N-=;++9B5NQJK-S&1X/K.F5"V\"9V:K!5>*JS[&6EG20(ME^8X*\]?M^M4*6^P_+C(%-3*4#62Y<(&0U([^,?"=I"'(6'2=YO_9O^0Y4']D;$3215]+N@U'6?[2]A];^O@@8O?S]XG6Y/;=;$S M[JL/]P M]JBYFG3@%I66BRS[4-"B^=JR7JVU%U&AD&W\]>\?OFPEK* $KMA@E.EW'WNC MA\Z=O+RMK*3J=%A#1+U-SSO$"]"MEZ;M_$ILC;C;]>VT!)93CYE?@#ZUK6PD M^<:#61AWP^.[J/;8,<.Q>C$=4*H2?-]E5_9%-RO{G.)4LAKG4TB\.H2\P)$+MV5<]*R^@ M(1OU/8!)=B_K0W2'(^V(X2#.OP$^0TKH9,FI<'&29II/:?(A]PUNU>K&FWD/ MYEEH!ZJ9^V8"FA7T6@^FUKTL 3"T#TS-]P(GDP=SKQT4V($#{]@;Z+-S]^^U M.ZQ T+"9K@'&R@[,:\JFWTGG5K09]V/D3098 9!02]A70(L6@928@"ZPLF[M(X%'] 0RD@25I R2,CFDA F@AMH,#\DN0?M%"FADWY 2FX]*AR-&2R?U$(MA8%:YK:C8(Z9H-_!0)YW<@U)\(9FZGHSA;+VAT GIN5K_GJ*<#PFZ"5]TUN"IG\& MA*?]&^H4;H8@#P"6FFK\$#8+.1$MM' &0*?8">78R- @%0M7OGF,&-*U%<-S M.RHM5C]!G9T(,T/^V_[+&V&;R6\K=W#I/_QZ)5XH6 0X8FP1D8^P3?W'F>V M4DP.!7][!'H;+.Y?__5>^-"(-]#N\3ZBL>[!NT_.-B'N 6O1CZ&_8&_Y0Q_M[V@]IZ,*CIV)SY-.?T+Z)$#>>"(BD4T,AW]M,P'/KT MU+#!NUX\0LHC"8\2_/\PCDFS!<)_9?9/8G;^TIC]ET*A&#"]!KM1T:$M&!1:M*,UH@*@!!(H]L=ZXCDU/?SV'3PPF\3TN I[?*;RUKH.L1I'^AE,_[-=P(3) M*;M2K^^]W<74(=QKV8_B+-@-L+<;O\.^@[C!\>7TYL-^;W)[/9-]CVYB3L20%LZ.IZ.! M+X4*E^-AF$2<*2_*D*YUKH7YK_"8GRD_Q%_V$>G!X<8O 0BQGFT%D3/;0M5S MF)Z$W]J+>E&[.[\4|[+U5*CWX?'RJ3.5B*YI9B&_'5-E2^']YQP MX*YD@Q]_*/UY(]/]9YTU!$@:]W*BDY:UZ@:VUBO-NTTQ?^GD#[P^PESP_!V5_ MX,/CE_)&[2]SU?XN5OO+G(0;[V[C_74W.>#RV?F#$;YM"4;R^2S:G]*PM)6T M+N8Z?+QU|]BJ).?5Q<5SXV'M;Y.'KMK?5?N[0.U/B.2UYT2OSK/9'IL+)Z.O MIH VY$*UOQVGG2_=Y6M/IY&,7PBA=)'XSP"0#&4!P.YO:^B&0/=:5 M;KK7M;HRNQ[RF<7BH5D,%](T*3HP,?IL3++O[/"!_1Q13N9>U#S"ZH=0C^: M4CW/E)#T,'"7B^UF22$76QCJ[W"1)#J)*LI =GOIW L ;LH4+'"I5TSI]%BV M-PCKOM@W(#>_^6D9-W]|JQ6I'Z_5)XZ-5.8SS.5<-!&*71*7NV47.\Y"S,!>) ^; MN6WN]\23R+EJDE4"$%A19A9DG; LP(_#XPR"-&F9_2M4.X)D3Q5 >W"&\@B MX?T0Q40US\+"==$"^1K[B'[\,4$D&@<80<:N@'V5E.OGF+F>WM1_&Y]O<6(@M MTOU27IZV9LQJ(O,ZT7QLSA_/Y/>*JDRM:1U1#R4G4KT.I),V*%<'$ MM8]F H,D$@T5_FT;*>M"Z"UY(2UX2&>1*H;-\9F\YZU=#U2O'MY&,0*C3-$ M:WG6B=EOY,Y_.:6:9*6(7HG6G(!^5C1E6B_F&C!]*.])(+1]RG:&HPKY=I\ M7)PUQ$A{GJT*J>$9Z#=R7=#]V);N"-\IT*DO0=',R]NOI0?F?_@P]?\:S'"Z087?)L EF MU,Y1^CS;KFN;]FOXM:*K!MEL(-_NXU>]VO]VZT!1)]593MIVP,<@]LGT2XH M,(,#!>><_RFC8] 5(LM*KR$-A@KU^:_>0([M)T^Y+JG@RO]^[#L.76:IR>ZLN M[L=WH_N^R6+C:L9$L3?S)LM4&#"W"T]4%XHX=\@%"ZL,NNS$D# VZ$S7H D@M*E2-;L;(?TTXCGJTL.YI;HB M(?ZC ,WH1RCCI8(@H'NZ71" V_6^[=G?06G 6<^@Z=-N;8<]3IS53]'O8 "6 M.A,4#R@BKIZ IMC!@3=X9&#A$)P_S.8*G$ W"VGL@E0Z*//U,HQ)WJ[=3VCW M-.S^C4?<9@_;$R&$)FD/C*7OH]I TW%5)BLU4(@S\L.L&A(U]&)7X@-TAH_^)%\#8[:"AG3CS_@&]V(]S_%EF#M.RI@MK*\O!4\++F9+7@![+@Z?%?O'X--P=8QS[$27G&:&%!(<_65&7Z'NGY+!(.N>BK[IEAQ5A2;J=37%SKA#MT@L-U'%/=UM7A $M.AI\7=*%I?I961:'W>\.W#;I*D856#P?!G#*$>NA%3JR=./7PBM4M[7S(Y3S M3[0EQ(=\B$;7" VHYLQL/.B9=(,_X!4AMYJT8=38& M BRP.*[;@'ORV2$;$G_9.L"Q(4611H0QWDE<1TL BQ&&0^C":LKT;,=SLX,Y&*S=N<%>13<2Y-6!R!HA-12V MPFT37%+#Z"WA>TV%WK"!R[DE]K,I;],DU.Q,-X&F^].9ZGL3*M2WK/%!*$R#904#$)??QXU MQT*Q(HV[U.(9Q[FBU)X&0A"?S8]2_1.W&4BV@"96&D#0OVB#*R(V-(!):9Z M@U^]H&7QN_VSP= UN K1 T M[R9MIP1W4125]+4*.-!G$ZR7&;+C&J.@GONAN?#2N&&7W7;;;X^$0A:_6^ MY[(C@'B-SP2[XV?8V#90EQ?<8XM7<8*&?8_##U7MA@)_[<,9\K*(%^DJFW9? MY:8\8W@@[R7:ZPF;LL"-THMEF$X;,AJ0=D"9EJJL&R-E'A>1NF'28W@P\5TW M("1L4YO9[@T'69WVR\"RV0 Q(7X>_(CAYHO2N,C6"'^Z0!9R?SB;:&I%5284S M$_/31"'!&PBU.??%<(<80N6&C/<@)]>;],'3'$?O7D#=N(+D5^2$N,YQ)Y#]" MCD$/.^8HV'5*@10%H0C>0MN9:U@S)%'@.L&-Q2Z2);B&I[JD0'B+=O$%=QC0 M$?K3!_13 EA:)*1V?-3C&CITPF"*I:ACQ%.CN,=GP!=K^!|_.>NV8 V&*]KU M\< I^5_MR*\B_=FH-ZRX'%.K"UOF\=M?WV M[OK.MJ MWJ5&'3G@0,KPCG8WZ;.NHMZ.M[R/IG;14MVC0NU6V>CH-W1*[)B!M1!S%Q&U/'8&'_;\2]!2>3L23]:%6$._L*!CO1=@3>0:;I%LB$FKFNNUQBV?6MWBN>Y%)GZ>O*3+97YB3NQGLAGJQ:!3:6KQ52F=M9[K9O\,O=[L:]R?1IW"'70 M:2"N#K-XUV"1 EV)X5]'6W:[\U3'DE*OG,4M^O&7QE__QB([:]|\.62^_]"O MLVP9U.9:HU00"DR;12ZX3?Q*CQT5TF9(MJT9GY9B$BRZ?0/>F.D/C+YH(JB&JSI*5=AC])/05:>EXTQVRTT[IX'1J8.CRS_^I>' M\]YV@HK:#RJ09.1*&GO"[X8^5>C%-F5^V",3ZKGN<<$EB3WR=;.22?SSI=:S[M[-+J9XOC5C@QKO;7L6:U]UY16A 4G9);UC[Z",UE(!Y=4YN(3J;X_,2IY(&4 M^"C*;/TVA79R71AFS.7KL\"*0TR)?"]4C10HA/M!I/(I1Q,EN1SG]QRR0G+ MN335UJX$!D\7(FRQ*(L+.3\OW>DE;OKP'\VZ&E_MM538=%H MER?UO/*8$2>MNW"QE(-N.]Q--!'<06K/,>EW"=JBRX&YWNA$#S(0UYVJ)*+O M%V^?52A]/5N/.EM/4%^])=ZP% PDP[2IS ;Y2N\^?ZAJ+"A^W7N)#5BDNK:1:-E^-/ZL&%X-X<8$^TQN-&]SGEP<2T MZZ,<+],OMR*!F 1[3%#;4,5I=MBJ"'+X4&\0(LX]MX";9M-.<9XCR30DKK69M:+R'%VQS)]!L8)>OV%>09UT?I4L:&Q]KTW)ZU7F(I=]5(Q"@,6"WH535D">Q/L7W!FR&>/,.MVW1VPJY7M]W&N%^1GA)@ T43H400?^[EILLSN+^6ADXMW[^>)/5XLG=OU>.] M<6T\>DE7V[WUE$V?TTI/A5NM7 8=\)VBJ=>KLI"]\0#\Q8>241XIL@'ZQ\5;MZ5>J?!M5YIMXMDO-54GR,=/J>D"^9GZD'5EV]B"3/5BZ5' MU=?AGV':?RW1?E_]>E2>*G5^6%EW%<D;IS[2YLGM$/$)G>UF*#U>LIHKQ3& MN)T&?:OC[V9WCBWI<% M8^VN'2[=8\P. M49A!Y12C UB*3ET1+@+5[AOENPVCB#.XIC?8/;!=AHXQ5M%(U^4KWJ;*,JQ5=#":M7KURKU;'=\\391B_3TA-KH%[?^VB$\]| MXI'TGFK@;2R!O@P7 !T1_;8I#$G!IXUWA 3.GN-)DHGS'L.<>0 ?O0*/QG/1MDLKX' [MEW V=("-<_9'^'PO2+&6PUK-ZM4RF7'V/JZT-&[P&*N=*E/K/2[D MM=[1I,K#0Z73E5];B_;3NGL[7_[U;RS$TEY41A MWI9_;%NC&^.:*).U#0FJ!\%Y9"O_=&;[,-_=2#=!}?- MO)F_>$CEG-F#0*'C.[F9#^_0 ?&*Z MJD?!TL&K%?*@VW_07^4'OS_HZK3-S\.@=GL]G<=F KM?><=R,=1W:P!^F/-. M':?MV33J]|QVPV8]Y++V :AY>EQ4:G6V.([G7K*9C%&P1G&H78WO M#D,A>MNK/3NRZI>_]=&)_>^_LYJ0^9\7Q%$. ^F+J%4U090GP[UWOK)_; M CEKV,T|S^*EQJASUQ9NR[%D68TF<$\ACG^O\^E*")].")L^H5.0 G=?]DJ# M:D-BL[6)-'TIEM56<[B+%/Q:CA-.C>M&X;,@)G@(1P,^6&_/B8BHN(A:W*/ M-".89^]18M!W7!5F,R'Z"\<1>U6@P #+?R2NT7&!@2]ZB@T T3#1>-)DX_" MEXI$O%JFOSNN[W8WI< Y4MQ!*O#%B8(EO35S&O/8;B[')8?N:Y$Z!9I(]TOX M_8NGX0D[R.O[[(U][N$O#DDOU6TWF^W%(O.F329HUX@=]1%^-+K="'5@V SA M+(&)A<#[!2"Z)NGG@BV1+R*43R!9 2B0I,$7F@4&2!5MW-W=4*N7@%SK)5^ZM!>M+0,+=G,FI8&VWH F\C27W8Y)[^(2NW#;&9LBU] 3&<.G:K:O93//9W6:/IY1$1ZRGS! %NO&%(W<;T9G<2YIFIQR>5')LM?"0G6A6INZX^-?[T[7X;JHY_NTO4M&RB*9*FGU@-#[)3P%V)[*U_\+"405;,^@#L4DA\Z7.^Q5GG9V!?8XKHBO MS[GQ^*I*P=L6UXFI?8^NL3^:'#U#=GL08_0$+E 4^.>Q:7#65'>G6AI2NV0^D%:4T;1[Q\F#U7B>Y9K+UGUX MV(G@0MF=^, .WER0*K@)#[8IFKP8=0 9@[-/)Z"]J@4#61U(+H*O#.>D8IET MK" Z*VV]EN?IM)&(2V,K\3L\6%Q/&3?ZSO8S?QH43#;[]M0]=Z\2^M"21DK M^KB0?V7E[I3%$%.G H"S=WH+ZMQC'\NKF4(5["!*,7@+ZM*D"2D)#A9&O0 M]CO8N?KSE=Q42WQ\>BU'8F-KD9P6UUFC\=IYA[/^76IJ;-%]SN5X*]TIFE(Y MS\U>DZUA>K^:ZLD+A*-O1+'K+I&V*>T(!3I+TV S-6]Z:G8L?1@$0]/2$#TL$)NU,.#]>3$,2@ MW29VI:OY(WDN(U;_SDUB-_O"2I;^T1HZ *C=M&8WRO$*9%3UX/ED!>]G;G79]62V"\?Y\ M#SI,.]/2\?8=.^S='9><3BQG:ZVWZ>4++[;_U.CA/>Y%VW[AO/4+'?60;FNF[MRI"W.P$N2!A5']5DN_$X5CI"]67R@U2A)[^GQO@]PN@U*>2X0]S18:U5V5SF M5Z_17"F]5QAM>IAV:FH7;,S]V>1T!A^$5;@=/DG<;:3#JW^A,KCK1A45T5F, MCP53V9:;;QN:D%-'9*E +! 2K=P.IU#=RP:X.U[Q(B?2.PR;D3PY'&?_D*E# M3P7GF#Z:%[=>18>Y:_%H:E2P-^!P\"R@1UK+=3V8;H--&)MG!KHLRLK"3O]2MT06W^O[1TRGF$_8@#3S%ARH%FQ^X@Q34@-+T)?&#4$C?0FW#*FV-Q !2! M81NU 58)7J1 #_SHNVGZ6%O:U1HW"'-DI4=IA@AT(M_;\]L^2+,T3:'E5Y(TUDFVW?D2FR?WWL[^]=PY-DDCAN0F1>&Z1OH3FR>=([M .,8L]F3E_+GZ+2?%=AZD[[@Z@.!8'U9AU ZB$[2"T&9"-3O':@XZ"G>7#Q/ M9+W#=S.#H=I+E?I=K*#N#%Z@/7=/!K!/MQB%4BP1@B1-PR.!D$C)Y#;5]>) MV0OV>*GK-%MPW_RT8C_N6NQW+?:[%OM=B_W^A&*_Z)N*_6*G%-BBM/^;0CG&A&U M5=.'@HKFZE6J)\(2C[J(AN]";D&E(L06)?=;.T^&YV]_"K=G.(Y3V[831$A^ M1VL#*7?#[0P7YV)ZZ/$?PY+TY9$P&6PLJ+=3/8E^ Q,2NT=P-5*,*S^1P6(2 M_-Z$C10*9V]RFFB]);_4GIYW[F1$3G]Q.@!L@F 3U@F!.6:][VDG'|6_)B%/ MTS-[3N@S9%T4W4;N ?MV$R NY,T'AA%KU+ZVO4@&(X-!9-N=8$W+$LYEWCD8 MC/7CHOM3(RCX;N^6..$_T./0.R8*,O,@*V777)#N2H-_&OH[W53!0":)-X': M;^H2/5'5WWOE&0LGJ!8#;1'=%E$QKXIHS<+,ZBDE>C6HRNP3S/"E&C\>")H MW((Z!$;&GW57CL0T07]'ZTW6!;Z+ABO*LF00;@&(QI_"NY)_1 M1,I38"W$ M;C*6"W3T0H#M9?M#O.RP1;\W'I_"9'T@^G$:*;7- A*RP1=0NL(,+0$(9!W(M?$5Z<1O];X,,@EEQZ[LAYD5#VS4AI*

9,#I9!#H*6?:R,'R52_R#%J./SG-R M,.&V&3.!N.2.\X5@6L/$Y[{'L\!$6KCB]BWN3UO&H(%0D)6#HR$CT8DARYBN M$>NE\F.)R]X?1%-^6$_?^,.Q57@16'),MRG17 "O-P!"F8[OAN)RXC[J MV,# .6QD!- =1>? !56U,$VOMZ=)O#W.=IZOD,7U''ER24. ^9;.|>(&_^IXX MDBL0)=BXJP9.>MX@$[LN0W?]AM@39N/0^8HS?,- ^LZ,0X]L=[7';Y\S://RW M_7ZT!0\:O4\QV4L8@;)Q[Q/'*BE!'#90)I &Y7-,.CXS$/(%Q, TIAV.,) O MH SP>CL ^EY#O'N[P^)V^>HZD=_:@E<\2J4NV$8<3T#8+$Z^6X[S-LU-8]?4D ML&W(C;WK]WNS NLX[J#7G# (HFNF_EX#WL0N1Q!HH00 H'H]),).O;M[">I"(R M @6#P<#V'B<&D"]"C&Q0-XB5"-JRKABR@63"ACJ-SES# M.;>/X/;E"&M%A'E"[O-:'WN0Y,& &-C8RN^O,7OZGL$<;#\%;"[X,2RG?,]N M& L[AK-I?Q[%IECN$'Y.!]*=@[/Z)(@^P^"-<,16&Q&4"BT2:N\-L=''0_2(MDXB C%'@<)7!HI,"-J,[0MB5)A!//$;HEY%\@[=CR3I9 Z\)?+.8+$)$;"A>8 MD]CZIZ-$[]JASA#O*0@>C0S]P-H*3D3,09^YUK*>MG@0"QET(<)&;=.M3:H MZ0HROH0)$10TT0]IR3D@OIKN!0HG!-?66HC<.@ZE$=4RN. U,FBUE_9\#"_M;G;#'I! +:O.N('W M.H6='*?+<01GG2R_R? H#@$;^T+2;0[P_W9;&BF;H9*6-O]VT9ZQE$_48Z]H> M7/G,%[Z\U]M(V]#[,F]YWN4+1MN'/U7BL5?:_B;F1.Q+P!:%)5DIVP&!Y%W M[G!@91=VS^[.QSQJW<@_#LPZM'>J=MC2EUY^(*_4-FMPL%=VE])5FP(T+P]6 M\8&0YW8T:N?*TMS5@Q K?62C@AV/DUNUI4K,6OJ7 :2W({*R<^]]B[M[']PD M#/1F>RDEI$>*>"DI\P3GTV_@J1Z>P Y>-$@VET>[L>PBGQS2K!&+&L@9[5-'A[]\-B1]? M;J;)HFNM.F'W6AI%HY^6E 7TKX_N\5@-M M,M&63J3$2Q6_%E)67D+P7?XND,V9XNT6J8V$19,1M:'2/N>AIBR-E+1C:.) ML F#$',KC!$5NI?;FB0Q79A^B+E'8E20)\PM8$E"C@CFM8IL("IDVDCV(((' M[#PG186X;G7#)+1K.#L5V*IQ,XCC1M7LX+6O!%7M_5,0>RLE5ERL7I*1<*+=V"^V)69^+C$\'Z!N>Y:=2U&>3[?&2N) M)C^Z;0JOXPJ .O'[<5VP?Q+DN\^L PX/*ZLPL=7^OL5_]-AR,3Q-&\5LQQ(: MRW)Q$P-^M"##VK9: :<$X Z8I++:",1 MCNJ%]'B:"L<[Z=6B_K:.,3R/^,$W8_: RK?I8.?)5L?D M-'C3"^!5-'Z*OEMK=(>%.&6 JU[S9KT&$>7IH_#%4?0Q*KT4DQUAR&8J$3/\ M0@?Q\Z4IJ;_KRWP MXZEB B-CHAX@#"7'2!7UMV-A'?FEW{C"5Y*G.%_'Q*<7["8.<+K=/P/ M6$CT9\C-OW!"KV_+E)E>,- '#E*G_'$D^>E.V-G#F[K!W3&EU\ M$E;9O?,D:<,33]FD-UA<4'._.K!REBQ(7]@)QN?QFP0 R<&=GXMB&XR#4$MQ6" M^X* 6X0])N#V)N({7WC%&[+D;F)D5J<.N A8U^IQ<2D5$0=\3^0'T5XTQ<5Z MJ7XBTDNR_2@G)&51'(A .\+%A,S'-U_?NZ?#]**&"YR0V,3^=5, M5@VBP93LYEQP.N7@^*7=[SXE!'R\+N#Q:PH$S@*=CB0*(6 X-H/J,#*=3(CQ M5%KB'+$EZ&G@35 ,4EM&=![6# ,HCO;()?H- +9V0G_8]NB&^D=Q49WLWQLF M/;'S;, MD/^V_^)=8)#45,J [,*6KVKZ!)Y@F9I?VN%?? %2W+8[A*B0:*2>20]Y^"7>30L>>1^&@G[.5#X^D]+P?\H\'B!QLR6_.[S4 MA=G?Y) %#_W'\XUJ'#X9*_0-;6*9FS+6J\7\UY2.F.% (,>4P.HE$< C!R.PW M?HLYG_IXWZU._3*HC1O?U?-]6)SA:=6+ $. STSIG';SC.-I=LNY&;K1A$ M6XK$(9;8)R_-1[+82.JQ?VG>1_*N'? KW_Q1%61X,/IT+?$I"XH;?U$W)3[[% M"%)N3L8"9UB"W8+@I*SO.;H")DGI\SS+R7^[17XSRGVDIQ6ES9/#Y=C'=AK MJ/ W*9_7*!.*Q" (W*?:C/'V!#)PF@!QV!QLN\0^PL-_F^@YGVIFX]{MRXR5Q MU__^,X[*BCP4)I_(7'_J:?E=6? ,4_E2KKQ %KQ7#%&>3 15UBSC>LZ]A>_. M9Y)]+A.>>5[7P2?P/LS8O="%.8([^M%\>3?)[:]P_)&S7W^'L]F0/XGYXP^_V7DJ<'8]K'9%HX/NM5P.OPIV_BLDWX M?.R&=3(L<),.O7(,1+X8EF$W'='\Q=VR0;.M6]="A%F8@6 4KLX]9]3@M53P+> -<%VIE<+C230J/: M% W.!DN 5@J"^O_;^];FMG%D[>_[*U"9G:WDK"3K;MG.297C.#.>\20N._/F MG4\NB(0L[E"DEA?+_O>G&R!XT5V.+B3=4S6.+?$"H!N-IQ^@NU5V.F8*=;9+ M'28-AA@P!9VH+9@\>]\%_Z2WK2NR_H/0>].1#6QURT[.5!OJ(+5* R@S/>G3:18F1')EJ$WHQP?B0/L=H8^OZ7>F M#YS6V/R3E5N%VLF1GDB&;/]B]=YF$+.KD>(NS@8 }>FNLAEW+Y\..N# M/.09O54FA-)[G'^*C6(LHJE4U#H"([9.?8:QL"X-_LM<=]N=CKWO:[9OC_I MB.-FM],TQ?'Q5H_@[/R42!O/-)MBY%@#,&5Z+#_%@90X;%^C&.L#GA&)"L1 M>SM:UIC-98*FXY$>LR)3HL*' M\1UQ$I:^"]_C.Y)@4KA+!MM69%9F&"IU--S,#%(K M#$3RB+4Z-FQ-C;S*(A<']%]>$8ZP+@Q;- CQ&8ELJ0Y(ETEF78298HW[H^9&6;95RJ2B$[!'Y]EDG9] M@#M_33V0(#.1$1.A,L-F0OFGARD.JX@,]L(QD^N".Q*IP<,C3S!'5 2HBVX4 M+B J//3'!N.(\(XH=M17\|TO1G*I@,^Q+3/-2CTO>DNR+JP<>QD L+2CMJT/-MYK/07Y"!(!FKY^RHP*.XICV/;43*(JB8"8RRD-GKL@G8 IE]'0,F0AG]"N)^ MQ.!9C.S(F#&TD.:C/"*H[IDQ)3+Y,PYL: =>N-8]+L#/C!ZQ5IA M.S5V*V0"L#M 8Q*$_>FDLH@F9OB Z^OW:,*"LVM.X^ZI.N\Z_$YE I.2!O5F MJARY$O4$.B8C:]9*"'V>9#[UY0C9>$_|-GS6".9NMC*SDZHD)^.',G"0#P;H MM4F;J:%#5%9.OVJJ? MU;5/Y,\8 -^"%[J286&1 4V,&(C!$1X7&_(N@ZAK<(= M5:?T&UIO^PL>OR>;K.SPW*B5I/*:C'K3 2M&*F EG4UEJ5[/"W=!U4TR8!=.6X>ISR93$@H6+Y_(EE13^*,.S%1W/Q/Z FNN$[DILSM W2AD0IA7[^M\/[/ZOTZ>WRF MK:FPL"3? S&8C$>=5SSQX.@;23V=L3RU\&220"=C"5?#\JJ]S=H=8V9 3!M9' MQ??(!99=_3\LG'//GV%^L"O?YEC-4\U_8<8%==ZNTQ5\4U97Y#3=G6<@%D:TJ4JJ MTN+B4,9N4^#!_-)E72+;;Z+PS7=QF9IW,!1U74([,Z93Z2ZCRDJ-UL^P#CF6 MQ"M@3J6LD]Q(LJK.^DH\D_%]9C(W=/7$Q!!M^O2YLR^R!-,)(%5$0=H^X!C+ M&HJVS ?,?4N"-=1 65D1XV:3C"? _;+;7,7B5'YS\,W45IK0HO2JG84-@SD)CB,7GDN+ MG=B%C=^!T&G!(CU5:P_O"?T:2R*XH M0C2U *7S-W_G6+7+UPWX!"ZDW.YH=E4C<&'XC3MRO-1P=5ZR6N%+,NU(@'JC MH1;#!9# !96,@5')$VZXEC6+VRNJVT'3,.PR*\"K4SI0:Y6C@@V9N?AM!(G6(O-JW(_]:S9 M DXQ*T.O(Y)WO+@0_7*RX$!B^I*R?P)Q8,K=\-2V8<0WKGVHU_5D>*H6&E& M%L3((K1,A\A&.=/&(6B5H;9<6?WY[SBDMB60U$V<)5]DWS_AVB^;0\HL%%I: M/NZ:,IA#V*2)F31Y@R1DNI%R35&ZX4GM4J.FTX%.=?V'N9_E[U=/T5F(QN#: MZKAE)\"<=ME"%.CJ"L>/W#$_45WU&-U.9;8\ 4Z5);WOV7!F705SOAP],09K M()QH*"U9.PW^E%\BT%?5!*6N-H&R/4#+[* MOR4EU<<"#6&4'\C7- +]J0FK\$]X3GX3WX#CHX]=X$,FP@FB/R4.>'KN&;GN& M0F^<&*+>.&[?\W]_>]_&_6EN\./[?L]LG/#!27O0KA>+0N_6V.73$*!^%-0? M9=.%,4GJK]P90V&"_OLQB;ZML/JU8^8U.%\8-#^O MM0H28YX-_!W^V"#(PU71,<=#!C[/=EJ?:]HAYS,:T#JI'9^\<@UH]UZU''ARR M]R3^@XN_T:AU"YG\@51@6RIP?-!%,*T&V]:@5H=&J-9D%5(E=VC(J+G#6 MD,C)D1[,LNO>]|VC#RNO4@4K4CE(]H6^\Y>89@? 0N\]JDG$1S1VHQW+U^5R MJT>OT*JA690C95W0S"R['--IDPKM"-H76(VPC #[XM9(-W-"^0NL&6F(LW7% M6.X.E%LQ(E^@P*H!1D/7Q,F.T&9^U, 84!^1LECSW8 M>&S&NI/:[']YY+J#>[&% 2&=*IC,K^7W2&]*;S3<%2&MV[R<44&M6[B046F]6 MITE+:4>TBW#@-&'-6D,>C6Z?K9$,:PJT'[KMVT]QEG10L^^'[*(\P=9.#K!Q M_7Q9G!94']NG@K%=&2*M?WKOZ$;G*U\M;KL[T;>EC-=!@$8_TZ&@RF=3@ M#;4'], 'HW#.&UJ/PCX3YP+TCDP?\]%FO=T]ZW2/P\QN-=KW5;33A9^>DW3P2 M_BRU>KTVO?BJ5EMU(;!:- Y\VW!P\,ZEY7#GQA',1%=P>1QR5?C'^7!X^Q6F M_H6K(R/7"!O%F_X0W@,>U0W[K#'S25.]3+YG7OQEK*1\,T55V*3,4_$PW5NQ MA/2JOY.8LCV,=A-R)RJP4E76;C9.3DABF1X>'V@17R$O@"0;"@IQ=1D%I3GW MW(G]/"S Y.=PMC3KMB5XN$Y!M[@O(7KB.KXNWGP-V M-670R1>WQAHZ?G$3K/M;Z C6[,S'N:M0[8ZP:FGFT>'I]I>AT-(((!_<]0_A MR]+((@]\\.;+^F$9VMW Q/)@PD-C^M;&G@BQH@0F5X#)UOY840D@HTSVMT)F M&S'911*G+BNU.^ED;U$ _X5*=4>D))&2Q183D9)%DUA.2OL4+%5B%C.=29N,%#+T_$#>9&%GG@!C=?78D; MS#,T.S2T;A,W2-S@MC%=>W_<((;4(W;]B"FR=:F =(9@8OZ(^2NPF(CY*YK$ M47RX$ M0)1??F21#\IOTS65*+\|_]# VH8S_\ASN^U7U2*PE)/]V*U0B"HLF MUKPSB? #.%P2CE$;AB$K2!\38\V,47K+-$+Q*]N!2XO2#RX]"M)GHQ]_!N;P$B5X#J_,#UV"U^ M[K^XYLKM7^>5*-=T1>:3N1&>(0 8/L*O5S>73+] (?7LW=AT?WHI/P+]=^.&Q M,0>M@F[A'R)PB2(M%D5*QQD+0WO2<<9B,9HO !I$4Q8?W^X;S+X@/J8T^D0L MY.8P=6^A+QHO7HL YMLL2EV,3_LBF CAK*B6,ETC$.L'@NA]61OPFVN:[+ME M"@"O?UC&D N;_8H9%3W?=2K0)M^V!/OF60\/%?:;ZXOQD%V:PH8.2TP\P@.8 MCDAN/K<#^=WOT*F ,X'EL!LW_)O;[B/5;"%.-=<"($XU/[+(":?ZDDB;TLB@ M)SJ4<#[MH!_3>M1_X0?NEV&+;B'9;Z'T3.KJN3W:0N?K? %H_><]=*89P2'] M/Q)45]7(\TE:_X]T\Q,'H&]XMNN=_E27_YVE^C54<*(H?,@JGU/\+^K? "O M/N7VA#_[>GGIU9K(*[L>K.ZG==TN' G6]? 5Z/[/D5QR/F<$<\:=+]:L@B7:AB M8?53=9?^R)--BCYS%18Y]83-D3/#9V>>*N4"6G?:A/FS([%,0=-6(H3,!-*C MW.FVC,,:.]=57:YT 7[- TP'O//=U'AF MQ-)(3=KHA>JC!8_7@RYG5:R%4F-0 VT^]L6I_B4]QBBW2!.Q)P9\ ]J?U9'9 MMLQ.PL#3;XV>UE!""H89-=31DT- >77]3Y30YEJ@@O/'-CN1"N" M_KLZ\?CX5,VY"8S32G6/[$]&"+SONW883 LA;=..@N&/#<+:KNV.^S_:;9SY MLXJPU M 5;ZMCE6@62W9- G4K>/@;&9XUMX5+0S(7[$-G)/QV(QU)[4Y^!&.G S(^E0]Z0SIS$OX M?=(;TIO--P5(;PY^P"TG [+93D*A]:.8DNQY52Z'PXM* (B<*+BR:Q_(87OR3O M=IDE1>'%VT>9T,;F#@7DYH5[MIH#<'!"Y%)";%W(4UUD*R#VT%,J5Y++#[N!VZ&835YA]>-?-!;S[73RSR]'8 M=I^%V G6*_-,(*:P$&(BIK!H$LLO4]@EII"8PAT#SF-B"@E*;@(ECW,!)6,8 MJ2HNWX30*>X384B$88X$0(1A?F21$\+PF C#0TNA7(4AC_A"X@NW#O)ZAP9Y M5XXI1@X2A'2*D+C!DHB)N,&B22R_W."FZSYQ@\6'F_O&EIM: Z(&7S=J/-D7 M:HQ*)+-? 0NYQ)WC.EM#[+-;?26:LQOWQ>IN#'3]OBE68J$(]XZ+6->,3,<_ [M# ',MUUXE(')"QZY 0-&O/F/!.&*&'Q.$GUPAGZRNO 0XU M"5G9)UHL\UPB>K(08B)ZLF@2RR\]N3&<('ZR^#!V[YBU000EH=%-T&AC7VCT M5CQ8/HR(3(ASB]_YR4[V"]G*"KL1GB'&,EKFVA](I(KR']S':LV?P:Y4V'5@ MUHC9)&:S (@9C,_LL@)L[GQHD[49IXQX:$Q/6I4DZA-HC:W#R:;ASXD&5&> M5E_6: D$49!$019;3$1!%DUB.:8@-UWVB8(L/MS<.[9L$05)]'$3U-C:-VK\ MXCK56V&*T3C*SMV/BX9N+;BF-"I-C."A%REB!',CB[PP@INNL<0(YAFB'11B MHT91119B!'> [?9>DN7K6#CL#^[]+8(D!\Y.$%Z9U9_(P4*(B6IPINK MFTO] =&&1!OF0@!$&^9'%GFA#:DXR\'%4#+:<-.$[$0;$NI; _7MK3J+A&[S M(=]4Y F&CJ2B3>2-5P[T,7"],"X.+S^__>N;>ZK:< YPT)8L8N"R? B+,T.X%XQT.O;<0[YD86>>$= MJ<;+P<50,MZ1BKP0[[@#2+BW*B\2$F+&&X!OMX#H9/J;W*'",D\9XB$+(2;B M(8LFL1SSD%0BAGC(G4-3JA%#H',CT+FW(C%QUISUP>?2RKLL1964<)%HQ.((@&C$_,@B)S3BQ@LO MT8AYQFV'QMVH452"A6C$'0"^O95@P4G(/GJ6^2#89\OAC@&2D457%IYC3!?Y M^RSZ7LB]9]9H317ZZXM@(H3#KBT_N' K2P\\RAL,T"EN.5%A/ROZ*B[M1S0E MT92%%A/1E$636(YI2BH!4P:.\BC@?5O OZ;UJ'_"#]TNPQ;<.^W#@A@]LPJ_ M!^[HM(7/UE"X_O,>.M,.\)3^'UYY=56-\MZ4]U^=]9 MJE]#!4>:4CH/HMKW!/^[R@?PZE-N3_BSKQ>Y7]V)D-_U3/BJKMN%(\$ZM5[O M9Y;\BN,Q,Y@C_E1-#5FD"U5;#()3=9?^R)--BCYS?0OQSZDG;([!9^=>;J4 M"RCB.1-FV8[$,H5M6XD0,G-*CW*GVS(;9^O.L-5:)\>H"F8G:4LT2,F'V<&= M&37U)P?X-TP'O?'T_B/[CX5^YTD J47056;+"\ @58OE53>@58N;F38Q5(MGZVC(HC MI!^UK3%^8M @RV3:$=TA-]!;30V\[_K;=^U3?CR4FU/O#_J+[_N?=\[^K#R MJB_A[''\\>9EB(:%OK="[P&KV2<1;/+O1CAT? M8\BU>O0*K1[WQE"8H2V.E'5!,[/L&S&N\/:'/P0G-YIL"I#4' MC_#(R8!LMI-0,+TI0GAPZR>*#Z9PD72X2*? 3:QW7F^UZH]OL=HZX^3"]XGG2 M1K/1>,*($7-/$<*3H16(*KS$$*=C3\AM0J1R1F/;?9:9!F^%#P+E,F@$PSHN M7,L8?$'N9! /EA#XD\)/+PX#+(!WGX M&W=DKC2%Q#K%I@[;&VL4,8>$X%:E/FSO#\!%C-^OKHT2\0'(F0(!W.&1]J1MYE,+0,GRA H@"++:9<4X"4A+! ',#FZS]Q@ >255%+I30;+\&8 MI=$GXO\V1(_-QO]0(Z;U1K2(2;(MT^*>)61"["F42<<)B1#,A0#R0PC2<<(\ M,((O6%N)$.ON*3'GS 2--, (% M4-BM$":[&UG!D%U?W["WEF/8H:FJEHRY)Z^)TH\P, 3OB-@K%K&WTY6A]"+-*

M+0E(8BTA4[A;H1*I6#2QYIYU;-6:+P"RI=&XTM..TQ"UV=I7K$H&HWX'=!J. M)$C]]T?/G3@5=G-1899CBC$67X:K//%@^3#S +B.P[YM&8P;!A@!&4T]L+P1 M&[@>.[_]ZYQXQKSPC+O',*415CXX21)8H8C+W^X MF62FK'_?#G_]N?MY=U]ZZ17[Q[O \G>N!/AR1BA(']1SP3 MAUHL#O6NNJE)*KN8H[V*]U%OU*Z^W!%5>3#$>.78EB/8__]X>\VN'#_@CB'8)]<(9>V8ERRO MI1$- $6X%$A81;@43&!%NA1(7$6[[KP73J-U=_$J<6\XYMS2"^L:?7,<=/;/+ MIT X/I;;_YD)3K#54H*BL1:0IZ*CN:5DM(J[=$\1'47Y]?$ M>.45KUUPVPAM52[YVG+^[G-?_AZ*XW6 M5_!VS?O")E:,6+&""HM8L8()C%BQ0HF+6+%#L&(WMY?$BA6;%;OQ!.;4R.XZ MDI-- =%BY14IT6"G%2G18"85*=-C^Z; V46$'0VP7+C2-W? 'P:Y0Z;@16(^" M?>(!9Y\M6["W \PC$02JB)F5 GC<,9D!K^'PB0G?O)7- *V_>\WN/)%E!1(6 MD64%$QB19842%Y%E^R?+CHDHRSE1MO?4N0,A_'VES@7GJ4]@L-2?\/M0K;6-6N-$C,[&KB\/F9]Z F/Y'D6,1.L_XT"E&I<,<-5P M;=<[_:DN_SO33QP_S7F!BZKLSJ^ M]PA>K'_*<8I;(>_$%MA\[(M3_8M^1+Q[.=Q&J4GU&5J!J(+"&8A&)AZ/- ;JW MVTFA)=1HSHKHS8>Y!2D.UAJD\$PV%)Z86,&PMD"'7YF(T%HUVV>Y$M0%#"&W M'$S3&PP%BQP!7Y*LOC$49FC#.V&&!4/+CYG6(7\4K"\$W#>R)$<+C\#*$YXI M,]RAT-FM>-"1OG?5W]E5($:L6V_4V#=XT84[I/!S/B#)}]0+!J'G6/Z0<6:X MXV=L$+:?M^/G+&B;8W>4%"\?P(KS"$_\-A1^0TLE7_90K=;MRL 1) ,_E#)I) M'X1,A(AT/CJBS/7@]]%8.#X/7%@$QS9W*IFON>=Q1]VV2,*<6>;_OKGO'I_T M6DVS>V^VVIW[=M,T[GOU7OU^4!_4>YVF.#$&W3? *.=S. $2C6K7%(#AM]_12 M;\E2+:=5^ MSRSY-8%#]=:,^%,U-609A55WZ8\\V:3HLQEX]F.JJ?$L;X+CL",Q3&EC*Q%" MQDW0H]SIMHS&V;I.PVJMDV-4S4)F-4C)A]G!78"18>DPWN(5[-^_[_'.=U/C MF1%+QK*H%ZJ/5D#P'UWF%JU=1P5>"]_RN?O#!VO/-T]0KS P]9"X1$(WA M:.[$4S"(QA!PT #,+*Y\/D?PSU7GCUB)MP*V>@"4$5'%>AMM Y+(VF7%4U M:M/664&Q)9? _/IT1_@HXKZ[I5(<*W>*8SF&'9I"Z8SG^F,0?ZC KX7EX& - M]E$C0.2-.BC^V]8[#?+OA 'Z%EC0K'-#5IKG+1.9Z0/&^A#_A3"$P,;!(Z6 M X67"EB]R&G8"4B1D[K2EB+ZX ;K% MF ,>=41V !HL'ESX]R*%!',:H)\O<$Q,$?T.W7ET[7 D1>(G4U M+360 \\=R??9[@3;.01(PD#0.8/@!Q: (!!X+>,@:A2/U7NRQ=-S@XV=8P+2Z M*NH@&@N\-JVX \DB23(A4)S!R/+EB?YQZ/DA5VO<;0CVJ=ULO^V_8]:@,D>; M\$^E.7YJ.+%O8\\R1$K;'!M*4%@HF.9_Z M63KM&?0QHYJ?A9!7-E%&R>) M9\&435LQJ>N@BS@!-+F%'-@JC8DZ8/5#>2%.7U#:1\L-? 3"B)\UAN[Z>38QM M-C(HZ9='^@VQ\D-CF&G+R^PH^1US=+&?,TT$@U^1E8&E?H4>K-QRM3 %J.7(M<^*SUF""BM,<- ?J41+< /]- %=9 #GF'Q_B*POK ^F #4S43'A M#\X<&(#Y9I I!QA75#5?YBQY$H!83D7:?+PF-MNX1&*;4S?QJ*&PCHD%[5'@ M RZ'&=1W'>B)9:8>&N$=FB(;3!$C9U,$?7(!?65@">C>N!:C01W?+E'L5C; M<0)%H"BE7(9(+T(-/F'W,O4.J\AI&5<$2I886Y:.P47IY_ M*$H4]K.TM4[TC+](P*1U*U)6X5NK84/A%'__&4_+;H[H MHL& UADP.H.0_#=8U1WE,\KC[_*$#I(4=T9\ ,](4='6<)D."5P=?! (&M6IYI'Y[O.B61XX=]6-84MPM/BACW,0S! MV$/ZD_T'VNJ;EA'A!<%D+([LT%!(DSQW;5%F>;2U-08' I?A!TPSY:@NR;73 M<@ 5<_,_H:E? K7> +=\/(W)VUZ&L,P$>&TW.XBT,75H8:&'(W*0Q(GQXT[K M^+X^:(G[=M]LW_?K[<[]L3%H#3J#=I\+(XH34W?<7?WRY? S;G[>7=_>MDUZ] M>[S5*+)EX>$;Q8PES=QAH!A.^"4-O)GR72+&5.T+SSV.7IG>,L'5R0QM6)*X MVB!8O- $0\;"1TQF%@T.,Q:Q7&GDA(>Z$RA?P.!BZ'G33E(=(K_E#Z'#V*RPE MX+%<@$C W$L7F'1TM9HO??#D)#*03JN=:#SF+ P#IM'C=/^]9R4!&\^!$.8 M;.'X S.YW)+060 P T!M@T.>*5&AE8G>C_,.5W0\-3H5)N3I1\;Q^%*QULB@ MT.[56DLSAJ7F:^KAN" (/;'>BK8W^NXI\S*DR[!/HWDJ;&G_/^[YKAX&(1W@= MVXKR['L6*/FOPGX4V$54>.[XU5FM;ZQ>SM6%*-[-U_)U@H_'>\GBW M5F2EI0'? \H"W 4TM3=I'(/[)B&^21'"E-=]/G]?&)%M.![3"M.:L\JC51K=^ M-OMS7M\!'_"'_NF^6:U&IS4&MV]CT3_9<,P1_2>E_S!>+]ZLZDS'? #.PJ..KXW>>/XOMVOU^]/#-Z[[[8;!N>B MRXU!/9]][C=?OU_>LJ^?V?FW;U]OOUS^=;@.?@2GB.>H7-5S$6EGO\@#Q7)HTYPDTZ8N9; M7QW8Z:N&RC.@#AXP3G^D0O2&UDBW1L4$I]OG JH8&H50S73#P17V[[R6"8V M#MYH\#$W=&2=*\NF">W0THL]'F6" 1^'IIC54? JA."P3/\H2W:@?,,IG31,X7_ #C MPY^9?@Y(0D>-^5:@% \;*7P?M_J5#$Q0^L7MAS'%9CQ+]>-P6')37TW7*![5 MEU- 1ADO[>,@/[9QFZ,9'2![2QI&%T_8#[O:F:%[-;O]E>OF0[>U6)QYSL9J_?M8SDVO5:[Y#'-M(TAX/R"\9J>XPEO- T,Q8F&U3VALL/7$=@"55(I<>X]1@/;M[O04-WDK7UN_(MXB,+:_5KGNTIL%@E'4$BG;%(!1;I)P!CFQXQV0 +[;]@;7(K8L471ZWD1;?7 M)N%VU]O- !1)O&027XFZ"BWQ8N&R=49JZOA @52[K-9JX?;-JY9-/NS*BLJE M+[(,VSENL.6.DDG(DTEX>^-9CF&- N3UK%^;FU7E%$LJ'87AQ)TOE/Y4:/)?5 MN) \2VR*7M[ELIH?Y>Y\MAP." < #KD[^3$EK\;=(,.0-[.0 M$""F@MH:DF>)31%Y0%,>$,='7M? 8A?M4 M*-TMJ_7Y%"5/?>7"R(?I>#T>#YF!?)F![7>RS#++A[4@GX)0_*2BY/CBS'JW%YR KDRPJ0QU,\8T$>#R'D,I@; MDF>Y3!%Y/%F/YW?Q_ BC\X?E^1PKMU4_BZ#N2%YELL4D3>4]8;@ 6XP?&9_N!YQO[DP/^0!Y3W%,Q? D]1!*+H.Y(7F6RQ21UY/U>NZX8WJ<_<(]>/VKCZC/ MAP$BOR='UN/5^#UD"?)G"4WFO$HJM(\,=[>LY'M7DR'^%:VU*VX$%456D. M/H#VGO)'US*CL>GU:LTXZ_YI'8"/-4T)0 "X6P %P &%D9VTM,C R-# Y,S!XN\E M]-Y[J %2;MQ[GW\WV/F>_]W? O]R/S1Y*5F5EKUCS/6C,+W#AN'D"IH]BL"""X M! 0X/\ N"F /(#PTJ5?+_QS&?^Z.DRX:]9X[_UQ7\/N$QUY<8MX8=7J35?$MUVI+GW/N;;-?9' M)8VT6H/[""*OG/RO$]/1,S R<7)QW^&Y*RHF+G%?4DK^L8*BTA-E%>WG.KI@ M/7T#L]? F%I6UC;.+JYN[AZ>7@&!0<$AH1_^Q2'!X=GTGB MSLY_Z44 ("3XU_./>E'A];IT^3+A9:)?>A%<:A*]=*2^_M? >_]-9I',=]*&]^SBVCMT[YR&B2FXQ!=X$3^4NTWS?[O%//__Z79GXK]6Z]) M "DA 7[Q"*D (!&8*1.C3-H^N,UV@]S5>[D0ADS0? 0%Q<5N*5J^K\09]HDN MD*NW<>'INE[FX2I,:R8>-[X.7Q!)Q/]"L1<96&I)R-HH9*]F34*SIOR\7*[- M5+:]H>AT'^(L$#V1M'#+GVC?T)F-SY()B2ZPV%8CF4&I8/8@#-%G^]OFITK^%7?O>9+@"=7/&Y?X0,?]]KM&H MIRLX %0'!VC82IG9&JH[;3.]L2?#6;1UHJ7?+N,V*312=L 0DO9@BDD9=._OJZ@_7-BZF.O!5G!85KO/_>Z)6364)_QNSV_<_2H*)+LN) M-&YI;!(C5F[T&+]MRI;^N1:@?QD?QC#:(+H^MQ_9GF=-? 0:339]]A! 2#E58 M+7S]7?MC2PJ!CH\^.JIOJL7+(B!36<2&+!*_1VE.XW**"X+T@9>+7MT*.DT'O M:BMORK1FSDGN@O:35/$3;\9>?/5HT\4!$E_^4B$1Y; (#ZXS7%2-I%:K3=I= MG'W>??UQ"D\SPSAFG\ ((+/(5+8\H[P^3FHVI51NVYVM)^+X!+NYVWT?7PV(MD&*#\LQKZ='E.Y,"Q-]IE95.74;.'5 /O_@?_;3B/]O<^ADMDJFWG M#0&PQO1.T&@1.V M6FITWYDV1ELS..YE/IUX;G90&L1X$ZPY#PUK *+>YW:,9ZHZ68;15E]:4V_ MT=+./ "M^[K_)$N&.&B/+ (2TL6^Z=/H(!_BW=^)W1F"?Z=FQZ<5N'9$*JK;0 M!DXC!J,@S)B:V(CM2I\(;-LU?W*Z2TH0X=S.E8Y20,*>(}="%X9=K[GD+=64 M>K? &*26E3-K;>3H'I!9Z13#!MX_B$@6Z+I(*>RL2Q7>[U=L'('\NT[_WWH(; MD&%5XP/;K8%RV_OV1]ZT'R=G'ZN? 6HU(%Q"VN:5$Z&B0H%T3L53>&+.6\\$K^!9I(4*+[R.]/H! MW'N.48*Q\UXHV?:RP?]Y@.;4Q;1M>K]K!.H1XF5Q(9);\WWR9$[9DNY94= M +F9O8>Q'#YO2_;'POD,+"<5Z\:01DHL"4\WWG"8$W.W7WO"#1@^#\YS>L.9 M9+*C9N5=B>;2PB/E]_]PM PLW5Z(&5+4B[#?"9'VHM+V\X[>%'_;])FBYL$> M#F"10!%A0@_=#MB)4T3H)M*7%'[\^/A9+,=,/ZG0V_I-OTQX3.+Q::64K.$_ M;!6@0Y0);,16Q8\$U?&5SS\9DPK>D=]#HA^B7".@?<<7Y2^[,KUXH M"L=V72#_7IU?(I]^$QG%BTQ;>=@8![_PB+Z) 'U^B,#%? =S6]IQ)2SS=(EM?\ MCF89O$@=%3SA31:@_2]_FZ3H!OM*X$E3V&'^<(3%D*R4*^<=A0IWMILXP,?> MJ'A'(W6\&+!XAK9. [@<":1/4#TDCN&0=A55*S_7*;A7W??MM0Y\'8%/% A);= MX>:S/,G.5JN7@X;0_9 92'\+Z+0S TMY 3M#A6#/Q'+&;DU"%XQMO_03+:_& M :[Y]J/1\F=,H 4*_#MH*(1="2\@!S,L"5 OZD?)[\+7%H$7RX._)!%HM!(. MX),L5T*^<.PU$R%E[P!I KKB "_JO&VYHG^7!N&ECT/=*7Z-@0 NF097I-T? M0TOGJ7F+I20_7M6-NIEIE$/4;7=D],YV&#]LS6_#[L6I_C&$_*\A7S?D;**28B 3;.GVI-:5*(*,BAIM%?C!C>>TVZ^ZLPX^]SCBZ M,EJGYEEHHU]QW9/O6M"MH$J.EXI$W_7@"L% >]I!=0E'@A>Q3>55&;KMAHP MZ3FHL^#VA6] IXS^?@+PADU-5 Y;B7/.)OT]@UX'F2? %]EGO8HL)%DJKEIGZ MZU"L#I"%#T<%4.I9#4^:!'$R^JPC3!Y\FH2Z:EVXQ,2;#OYG1]I?MT+=.30\/ M*9;M"^T+/YT0O5MU? RNC(OC.P+@^\B+EILV7MB!NS_5<;PX\.C'9,.'Z#CY*)@QS!\@:)J M*KI, ?HM&[E3>QB'28FM+)4!+YS^+ "&- A4CQ7"AE89+X? 3%E9H%L80V:7T MR%G0OI2CWY2 4F8@RB/IC%4UALTEF-1*F\+V:WG(&7],=XF*]\&[8<8X;W$ M]+0;CP5-MQO_+2=6.6LI)7.%Q[B>B 6>(!,3%+\'U^[A\V,53US8<>L:-JZK M&!4+SZG]HO>!YND/X(OGJ3OW)$0R,WVIR2UB_V_AMIP;<#_TU-"0F5Z\CQY5?->%ZIWZS?(L+ M_'V>N3-5-9)_!Q/_O<965?+6XR<<*4+N'2O?F=_9IN_/-8?*B.1ON"-MJ(WD MH%F1?.SI[V_OSM3%=,B6F,3_X4>-O_R(*. WE^P8BVT[1&MS,1_1>?P\L*4(MKHF*7RPRU2Y%/D5:)V<.&1E;*_:)ZPK4DG. A-H-IO:YW^-I.&26K6+((H;$ M0:)=Y2M:I11_]=6[DC*GL >_=%C#Z]")O[RQVC-9TPAX1%E3@+W>11F'B-A MU&B2(;1>GW M<^AY1.NQ;W;-S%Q&"/":>@!1 0O8Q3OM&9,[WJ& ATCZ+0,EEOEA[?$^?:?4 MLV_>:1H+D,"Q- 9O[@#M-)WRP2E%'1?-3Q;\JRSNC!M&1Y!2OVB*$ <7T5&! M1/7:*'91$X,=">$*W256"4JW'T"DL.FDG@*Y7O&8;L1;ISJ+ MZWEK6H[9HN01\V=^CA_.9(7.U\V<$QC\..NW1@T;3T%X!9;M3(FF3ZLBL%?C MVF:-^KPB7_"S*9#);O ,RE%L,-WNOBQ!3_&2*ZI&N- +G*I5_2\/>'FM[N5,R M>!MAEHGR-AB<1QC?AE,5.C>;L3BUY$[HN!&=YGL'C#6_V,M;J$C@?LATWB< MQWMR9W;I59CUKF]W=OE"R? PSOUXF)JL* ^.^++'>\J+>U@'-2VTRG32 +J+K M)<$KK5:VIH198R86#G2;0OS'F723L854T K1^^/+*?$R3D0&)_B 3'X7LK8H M>+&25S!_D79*Y:?XI8>3V_V>68+BW2[HHL[W; M?\,-)$7EU=[!=!78,5+HD['?DV?>I3*4[2E>L!_6KNU :3_"5;%F82N9+!:I M\I/_)W%!_\V=O:%:.6.!;O58?7Z^HB*.S[OQ"T&:67*%#QA!!AOPW_'U\[^@ M"4F!.,#E>95^Y"2NI]RNU]* <7OD7Y/]3Q,:OA'P%8U)I1AXV_Q.^D_\5W2]#">=_A/?GU:^#_+_,\=?6Y? :GX"F/7%N0? M>*SYPY=K?1[A 'YX E%NI4DCQ0%B=Y DF"'T- ##>-;GQJEOF$WV--D[VYLU3W M(-!RML<>9@:;$ RB(N6T-54430SJ?(N;=U-TCB.FZ[WA#316U);,0;\T&[Q/+O(M[7D(&.3*7B#'[=I@WQM'=+CKTX?= MSJA"PYN:)Q?L,;SKJ39&P)_$:),4>&@SC/ R7NWJ@<(>0,1]'AV-)&?45TIGQL?9;W_UQC- :HIS%]R*4E>Z78'?%;K M&N:NSI;1FHH[?F&?"?U_&2(;-/W'DBAO$T6B1++"JE2V"IT6@HQ1-)7\<8+D6 M_1@'\,*OT&-^6E>L8"PZ2&G^#- ZS5<>-_W"*M$-V-W"_J&;3O?S;.($[9*MI- M&H$#%%7=QUQQG(QN 5+:>%+D,CP[?G*U$2OV[C]+%F+Y,Y:OKY0+4W$K:U)* M\.=Y,J.N!46Y-%Q6:7I:V9.B&$Y6^EF)"0*5BP(-V-YJ M,827TSXRDK"=C6N_=F](1CY_(S)ED:2B46X^EA5OP3]?.H):LZ&=K"["584BF% [=!H<#N9-]X YR M@>YM@\KD6%<2B5I/W_LE?T^;VHS07#H"0=9V;G09LXX MHLGLWK;Z)5T8J_3113^\T<+#R

O34[Y]*L7$\^U'BY=V0;_LB_]E7Z!YCA ; MRN^73$CPP+2'I/X%3)1EFO/P,P$<@ HT6X8'4A(%8TCX,OR6)DK.X5!J[SH. M\">%1R9&-&O_:\"7XJ0L.@*$YGH*L..&!ZD/P'&15*NQ.+A\>) %_;QF' M[" .;:WZ"7+5K1VY^?[]:)5&!F+2TD!6PQ1Y!1I2R%%,]^E:^XSFZ>>EKZQ; M36C])<,]VFGLX:ENF#-KU3J1_6QV \F'JMKKS2-GIG#]'>"8<>*]MZ2?/AC(
M+QHVDPH*;.^!3]:Z94I1{RI)7P[[*COGHY6O;9SQK;:+/4A;9Z>2D:?"HJ;X#YH M)W3
CNC4D5KHOM3VF=RANEWB^3@\/Z5MW]8GT!\Y[2=?C!Z#O<(!R M;#A27-67N847&()6'W^NU;Y]JC3*7 *:$3OR<$P!+]W#
[+UPNG;_A=*C;^NV MFW,3S2=-U?M;DQX.[8D4SMD^)09;]YQ.T/-\[05WL*=OCL_Z{)MG>Z50_&] MO%N> 3/,691[1DF=1W<$\7J*
[,X[JS[?<;A55Q'T8:$_XE(V>QFP:5[U!C] MR0QTB;[U^C">4^(IZ7T0C>:#*W]MPMB%<^T-V%#<. 7COBDZ$8+/ BWT!#.,^+HQD-
($N(7Q%I&X0!_8.R;>M[0_1STIWY6 M'* V!V_T[.(9+^V_P^[#_X)=/;]:2++*8#NVDQTS,W-9N%?Q9"/76G>F4S A=3E10_/Q/L
M!*;/%L@+Y#!,=AM^LH1XBH&(7@LH6#3Z+*.0SNK\#A8/<-XQY@YW!WII3QHBS.$Q!X!1T7Y+)U_4{6E90+#U5
M\UI5:$=AR8U"[_R4 YOL\!S[]8FM2GIQT\D;!C3/(RMYN._+D,?SA@@C\QC MT=QBD]{HNWNV]0$7Z@'AGUAW[&6-H]S"=F%^+
JNO$:&,_Q!I8&W)9VVH\"< MRMMW@Y/F=9-79ZT%%F+;U*I\6']{OB(F]14QU @2T=-YCDG=*ZVIA'TC$6_J MDIENYU%P+?61_6S4:%?
Y@;6WF>Y)H]V.MB/CS*8L/E4WH2BOXREX//_8Z&[,_MT\" CJGDSK=]MK!=DS1;=#NF(AK%@-CQ)1 EN86^C$!^*4?+-\N]*<37JB\
MRIY&<;7.\J05!XB&A !/** X@")BFXTHNRI9&0?@@(O,RR@C;B>B,LZ@DK 9 M U]AO\WAK0L45@\?[W#M_=O\-
$;P=OL^^1"/'.8,/WOC27_!C1R2 MI [\:/Y%V\3:_92>&[.+3Q.&^X3?;S'*PH/A#_EVT^$548LS0WKFSS9N4^I\
M.KC&GGL;SJPQPUZRV%".B099]Y66-%^7"4U3 M"78\]Z/X@NZK;8(>:/NX8G?Q1DI/K@W:,%+ZSTCS SY*?MSL #_\%2HK[Q5GW=.
M"=@R"FS&RT;A6DM\HRM/DJF.!A\?U&P?O>D?@$?8I)7*;GV M2FF^AGV3SGCA]3HJ^(<<-\(BNO@6U9-=EZNKGC*V]=PO2-
W%\:UV9&8D^Z*O MWN?/FR*KP"KGH8^H.%V>NSB 59^N=L)E_^MR+;IND(G,GT>%\#+A1'A%XFSW
M>3G%LJF3&+@UN4N(71NZPJRD3E1)>R6M,M>ZGR\!$?OHD*7CV4$[3#+?19// MC;^<6Q=L:',>,IH[.1V^*S"%"GA>X3DI?1:3O2J?
L@N*LKGOZKWE<=M?NO/& MG:S#&)$FN'%3@98?+BO$B-L#BD[?X)CP) M7OIK^SS1WETE_E"K*)B4_"%1R56H N_U
NBWN1]$[6.H;PN* ^4%J=@[@Z-F M,=-HQ+,E$D%$A$2]+QW4Q;EV%GX+RXK:>X.R7%(3:9DTDX"^FJ^3SQQD8[LG
M[0\RP!CN.X3S^=@O1$H8#;.H6D(N]3.3.\9TR,WOVQ[(X #\>GQ*9=GUG5B* MDG,<@'S5@3GD1,<43M'J8H&A"QW,1]"]ECL
M7RUT5;KP24^[36XG]|LK/HE([M;^)2#=C+'_G'GH9W[$]P=>6.[D4TBDR1TY MEGV[007N1'<_OWXJUK=^2'PB;KN"?2LR]HJXS:0K#
<$ 2]GM'"3PM>V]L[M&\E5B3X:H.#] *:W%MIXM423)D?<78N4GL]LL@?*LM]L-Y7';/@ MIDS9MND6_]*?XAO-
.Z^QMB]+]KQMX:PY'X1S;*JFZ HH"1C.GTC[VO![-R,: M6%.4W-G,?!B*V<\R'$_L#=(+DGCZZ7_D(\QTT33I M,!DSFC-,-).#.#U#%_\=JA0N?
<>GX(24KG+!#:T8_P9^FB^;^U.&+==/02]HEEU:I7Z@)6$&*.B#X7)OQLL)B0.<+4_)G8J_ M1J]\9Q*,\U:1%3E^/Q
@IT#ZKU"7!S:4^A12C=)ZX3'W&UX^CW1_!.O_TA# M_PNO9=S_A=>N&T8@?..]G/,G8+N3#*547L!OOZR<.XM*#[M+\F^2R'WSAFYL
M5C_S_L.1:KF?KP>(>G$ H,R#FLJ(L3:)'@.?1S)NLYYFQRS$AP;513:"A;82 ME4.L_8XB'#\/'A?,7.)*]\HM[!0_6Q;U!2@E#_2U'3S:<59"!3X&
MF^B&++*_XV QG$Z;P&Z!Y]$:"T,^XW50WVG@$CY+0_#WIVAEA4_!SW" I/Y! ML)@QV^&C&G'$]_(Z:!/%S
OIO+WGJ!W3]SH96H$S=TL<8V?$+'Q;[BH6/O^Z M6^(@8T$;YXA0.TPYNC+XCZ<8 ,VXFM-I"=_^H$Y8@#O,!W?&0/D?=@
MA5&KHBF.0#Q(;NQC)QS@QA]_^%ENY[<@NQH3QI7R/OKW('ACZ.BWYJ6(%E4>Q&_ MT+](0Z)UP6WNI>%%P<"B;^I3NRL<7;WG)
IR)\JCG'@W'$?.P6LAV[R+JP,-MPM-6NQH3QI7B:O5U'0TO(*\1Y(T5W["VD2FI9K-UAAV^,$]F(*0$E.#[OE9 MY*EIM\-/7SPI7S]Z_W\!;(F-
D -C["V\ZUOC?>G*WPXW9'AP $Z)=M/?#S<* MJDSB6SPT_AIY(]F\SZ<;1HFM:L\VY C'N'3'=R@^Y5:8OMY!\[WU#
M4G9OQIRAVF6MB6DEOGD&,ZL.:X+UY^Z]H]D!:'[_DX]:.^>#,F\;1*/\\.:D;2 M'@"@V&_^A';2QD1\'WVHX,NY4E=9P^,Q 3\>]RR\R/>#7;N,*
<1.)-!2_+*S/%]M-.A9["$)'4PR:>[,V=9 M-?M!00MQ3TNJ2H>UO&.L7OBSMJTJO2!Q8&QKXGF_*'X2-U,:^L)3A<>-RG_J
MN2LW:S[9SUS92&^3/&"02W=M%>-1K>W@E6E%:7KS1_^RR]!VB MB[*$;R6]*.ZVRN1
,_E1.ZCQ\"!C(TN_W;O7/TIDWDFV&H^@!;1Z7679' NL M[OJA]+/1$XAB!1==:A1(02)V RSU7/-,PE$F5MHWL_KRG8BC<05/8$B=3BY*
M"U/LLC%Y;X*\"VF>P2Y91XVJ#8.A]#8(6ROHG!Z,;G/#^ZJT7SE+C]++MP]U() MCVUG!9>*>^MPRD9[.6TE1$?
W>)C@R'*#@:\M2@I4ZW7B'8,(QXY#-^58((C WP(: MZ:![,_>-?C_Z=%P$WS=+D[E^G.+W9_.84G* MCP2T)BZIE3-L3L14:5<2F#3-
E=:9[B<:6?$LD;PXT4VD=T=H:;A3<9!0$7PO M)/@(U"D&+5HVJ*#:[#0[/(>J1:O^$)P@H1X1Q=WF'S0F6$\![+WK5:/T.AJ M7I-
!.21F!DP0]HU(*],NKK)G*?Q*!LIV8RQ^:AT5P37$WZW;;@7OU, MH'ED&5+ X"KI6[W7ND0AV"NV$G(<8Z*1?I,X0'.O9?:,S3-
5&8:+1\U=^QZ- M>V'Q20N<;.9RB1C0HS3C\/ 5EYD]AS0<(&_5;Z1\U8:,,DF^%A<]);
M[O:XO+KZT7G5+,FQC0.&]NB.9%U4C766BAY7::X%DM#4^[3 M2(;[M(OF)H1=;)Y*%.M1+4Q/NZA8P;_Q(]:1U$$C1([J#,)4W
[$.G4DJ MD7K%U@I9]D\6O99Z97W2A ^S$@2#\/%N4"Q!T_TQ!B;G=^71XWU8XY-BX1W MV-\NLST\$4-UKS%;*C?>;.J\R9X[^7/93^?
B^CQ&V15";(7H5UQ_$TM^2JTW;H\P3PK8Z>CQ MSBUR7XQ!SV]99?X.K-!?P"HU"#9=^G_)K_X'ND9")[7LK)DX]"\..YZW6&M=S-
>;KT!3<%U")/3TB:(.6%:Y MT'9&?+5I=9&Q*$V2?UFX^]-%X?V;.:?$3*/K%RW+D@V_L>^3L6RH'>G26R+-O M7GL9-U@R$#:#
P1}^2:_L)4J-RM=M#WT4>"6/MV\R&MZCF6AC33KJ>_LW;I# MD(_7.#C;GEV6?+EY?S4Y85A\:;F!6CJJ.>@HUA7X^:%$3JR&B4TG]P"SJ
MR5*X6\H3%OE-KT_?53" M6@LN4$.Z/W)7=R6)ASZQ+'_E3(D(K_M*["&3" >R:Z.$//VE?)%3DA,.$T; MI1)AM.5;]-
>]'\9,9)N7W)@*GX0[Z'X+/0 MLRW6G\RQBVTO%C0>20C*[QBOM9(]?[@D2^>=JB5I5S3R P=XW9WTXNS#3%7<
MH4X1>ULR5V6Q&G7SJAYG3/+J[LX-NJIDKNG(,A;+2E8K8R;6:.$#,3BMC29[M>*_BB?9*WJ?2&[X2;/%0+JBCO6B);%U))PG-1QH0K\O-
.\;P]^3WA M*/^T24*9@FUW%HK2[GZ-&>A^-K/G8S_+3UB]^8;F,N#3(Y@!?F5[+RMJW)E)
MO[[S5'4%UGTC]P9LZ7Q.*WZW&-^IL\4SO+BY+[KRAZ5\ MUPZ#NH3,^:)RIC,[7]LE\^+Z@+PQ!2Z+?HI\)8.\,T67&R
BOU$+]+3MMRI^ MJDL7)1Z1^^IF%N.;M+:/*7G**N0]1_7>S6 F&1YWFO!<:ZWY5E^BNTKVX^NV M/^%V,F5 LI^,,, ''WQ8!
<^N3UQ(R%B\7TYMF?%8T)X#'_M_T6^S;SKE\Q)D MW0K 5+B0&*O*[R,^B#*'"K@4<2F[%#3:N!?5P8)9SJE_PBC>>VA3-->I'M?)
M:LR,1,2&ST@4IRD)TBUM63"R;/1)M69/[OCE=(8/)22=6A]C]""R5QQ\0$@6 M-@ID?\CQ5&YF5<4P3&M5+
[UME=B34,;BN[5(1,:C=GCX1('O?.82)V?-R.DI M)EU437KQ:M9B]OA>JU'6Z$SD:!W5EB"+?YNRX9U;)E^(WMKVNCB$#ML
J(Q"T6,&6%F MEM<25]V-?'+#GK!*K695H$3R/4K$9#4:Z>DFL4$VAEVVX.'S=3&:#U^]X*AD MW&F$07,T'(,_;4A8)/(ZY,1?I.VH5&T_?
2D[f-,I "NHM$U+6H!-CHVI=L!\ M#+]YGE8PE25'!E@-<.B1%A;^6#Y8ICITS^^_4$:]Z9.6E>I6'=L]^F(OH5EQ M6"XYNFM@6-
RR%LB8ZP*<4#^]4&PC,]6LJ&'*#A'(1JH JT32-A7KBB^O$+EO M3%;I02QAH?1RM^H&(24[K2N9PM-
JO#/I4W9^E(69.W8GE^I0S[KNJNC&%ZV9 M'UQ,K*M7.*I3U1G:G]1NV*9!72^T/$RFFIFXDKYZX$-H#6\RQ3Y,^AF=T&V&
MU^37!33NFSWGAUN#R*V\ JDWO'1+W.#[']4*54_.Z#VBK,*D;EU>>_B=^R_ MD/2H 5UF]0E_7:_V9",R/8G&Z"R)*9E0N?
%5TN643#FB]RMXO*KGR=UOE6E M<2>Q"CYK#KR8[TS]%NRIW6M-*J 5I^)[CIX0$]8O*YP&JGK#W=K?P,N"@S(V MJ-
8G^8NK,>,,DB#6]I \=9C'&P$]E@2B%8563VAK-' *K3!R)#V>GB;)YU+@ M*V=1D+YV#EZ>AF]!UVV.)DY?2#00HON@S)/"'<&MR$ M?-7
%G>(H:A>H,.6ZD-<_2SS\"1V]NW\X[_2$&W@+C!++[C,.\!;#(_L.";L* MZ71#??C]D)W'AQ7/:HA%X,4)]%S]3@$,B4YAU?89-A$Y^+Q!'TY:D>
M*7F73.B#AS0$:Y5^@,%"^[2#<^_/=F4[4M?WY/J#8SVS5G2<*H57U$7(B- L MJ,]ER5.TIEJ0Z.]DA*N'\;A?
HAO5[M9EN%O5=O4.:^>V'_5FT\F <:,3E,Q@ MNY2!$4_RS:6[3V0$E(]80IK.=HI M#\^U%D_(6Y9F?,EF5\3TCQ"[3*XL[]W^18NBEV3I?
+I:F-3,U]9?R<<_MQG;'37&]IW,U)>A<@%_;/)7Z1"RF:EAU@SM*K@66S5OU1P0)94KBL>E!;I^O0;#,MF<*FRO5(1= MK1)TD*KY/.H?
F^E%;0#.C+>=EFMT."9_:[.\1>4:_VE<77\K] MZB[R$J51W,_[2O46Y?./1LQ9!TEZ_9OT$AU2* <>]3BG;K:5\:IK D+*DW/
MS2MC4NN/MQ2<4Q,='3M'+.RM9(KZ%5ZX&I M-VD+N^;;=+J/N@AY@#,_OUYG1SU<9,Q. !T]GKC=5L2QF:[5'3^I8712Q"JX M|
(ENV$I>LS[JZ>*Y*HEA^TVPO^,'3#/.=^S);7&+%H6[3&/V]L2K?J+4D_M#A6J5UZ:+)=A7V)5U1\K6^?XCAU(&%*VK*#['G
GYL?;'H_K5$#]HIM_,S MWILR?T$* 7KI>0P&HU>4/.X_5&?]M/R^B[?<[C">.I#)%9((W]"/&2AP/DK MRM[/.(9ZS=AMAMUU;2@?
S7)VW!YXD($G7_ M55N>Q>K*N.ZJH, 8^-N"6)G\:2']*1-:7+.;S2MT;4IU\Z)!AAY1U>%RW/U8)R=@4_@S;YO;V_!A!V>5X?IP?
OV=:SAU2=/P9+8L4 M5 LEL7<#EMH\DHLQ^0J(B_H2Y,'E/ 2O_5'H(R)#QF<7-@#)*C1+'_3[_:8 MJ&HJL#F-
+5HSN5UE>&^7T;S>*ICQ59_?*R7GV1I>,ZN!Q.U-;=&RAWURWY M2:W(8PPSAARR,>RY7!UW6OW?:$5E4=<\V2G,G>9!/_E\-MOBZ,
(;F)IYU#@ MDXQA-$7&K+6!4O.%(8GRTUF5R=EX9@[CSQ_CN119'W84*F$^HY^QW7\UZB+] MI;RJLJR^--C"VN6,"\B=(ASAM?
@!;D%!W5Z\P61<4?)UDT@KV?NEN[6TZ#-5 MXM4G<^R<[]:O>)1GQ;_B6-$RW*LODPT3ZGV+C/X1H#MHS;RUY:0*G*1C-N;5 M^%
GP#%J=\2(IT@W)3CC'X< M;C)HHK_#7E=6$]*;0)([$Z]5]3S&7\@Y;/T;)GEY3(I5FB[!G4D]?BE^3++#0 M\L*UF=#O%;->!N'-F.GON3\]RG"
?M4BC*AX]F$2#[_]FKU/O;K VM(]U7T# M4,C&PC(S%>6FU@PC+7&%J@(CL-9L+L4;G"112;OG%;*]XKKXV8?6=N&+K?WM M#;14Y?
EH[W"M8!JG5>?=K['*1B^(5X_A$XFML\P#KCMF6E5#7T,>QP2.#3V= M*K[TKOT-41=QFL2+Y*/]\6DR-
O/KG&Y3)NZ52V;=+?,FQY[&3R2="DQ5]7FQ M]*6',CD,I^FU0!KGKAD&3=*KA(Y;1)4DE].AC7N#]3X@\YMV^7+
(HA&C=C3"K/$(8^^2*CQ*=QJG+R]6) M4Y9;%',ZT,>Q:+7S.^EP29#Z7^[^FH]RAH&[?C1I/SWF_J-JZ3\/DY?^M\/D M7\DI:NO?
9\G_?/E'VX8V'(:4RP$W!Y>P77ZY%RI-I&+C.70VQD[>7??CIA&VTWY1* ME4QMM$A KW@5Y47KJ$-[EVHU;CW,A'E?9K+H4TUQAE.-
P'N*>YL2+#QLH3D) MO4.)+B-073KNHL@X8-)D[0EN_-"*/+0=?,AEE:L_[6T*%".O(3D&+&@TF]M M$1?R^=@B#DYS\P+_7J 6Z#D@M>
4U1B M?MP24@-;OD$TU\"RGS2Q+/"OMK,.$@8)\P!FVFOD=D[{3[M(4 MR)?
OV0]@2@BLU)F$UVQJY@;3&]BW7E_Q;]E&MG29TQL'3Z^>1%@R$L4D'P"+ MI.W],
(9$\E1B4B6U2H<[I.8^,D9WNA"6,-6+9Q[QNS>KPY4&BV!D,_4SF!&A M'PW9^Q'EKYC>$WYG+R%!9$, M!B^_KEL98--
>C\B/M/QJ(\C+@<^61+A&&_EYB]TLN=\01#H]_SEOU7207;0^_M,4SJ)E7XR4P'L\':"]LQ7?00,ZS=F]%_,,*5?"QV[8:'(=V/_&TRMEN24R,I
M8X)HP1V/+5+6YW!V?# [^EO542L?/E;**N[R?FW8=P\!V.9]E[P5D:6NUJ7_MD[UB,'%/JLD=U[IY,X,_1'E/SX1[7R#$?M^/@G;2^G
C,3J7,S]G*F"/#3; M0%D<2?WZ+9GGT4)B)9K9>.H<+$L@>&[._!8-L8#0H];Z^L2GU MH6+^';ZO)9&OK@=JA3ATQQA
M*;M5B@K:UWBP/Q<@UONH;6AU=NUIV?#NMQ3CLYVWEL_,;SR6C"20$;O[O?L6 M>*(OL=
[,S\3/7"O!6BLL3[VRUA;OA8"U(XU)RU8OC@IS_D*!I0 U;%<"HSML MTFSV]6Q/)N7%AW5K#DSZ<:=HD8-ZM.+@=IR^_JWD#2UECF!)
#F],RN*D-WM MR8Z)2F_U#RGMK1%L=Z,)MI,-?)(FMK&C/^GS$EF>&.5C:.^:?1WRP\[EPE>N M-YN9PVKI

Z%>M:U%],1O&\D@0JP,52,F8X" S$ J(+>P(3XW)QE1XV+2:B-U?!G M3--MRK0ST_@J<<$5'[V(,TUR5'#5IF=2M8+U8.0#U^^_Y-
;!Y#XB?#)$#)G M^C\JD*)/0<0:+V1L&Z$'Q@VW<(!Z:QP@[_%"'JUU7(/US\ M_F]%2$0]$%89$"9R*4G@XRO6AY>[L:>*&$7;OJT-*
*TZA9>NSTOO-L*S#)-;LR MY2NYBHOCF;.IF):W*KEBFZ% CW11FMN&4$D+]105I M]'V+ ^QP/')0^.D-U5)=K3-*
\K30I^9MB5>7C/I[V$BG# &_'12$ULI2>1GKJ^ MM27'N9MGND?#24W8P\@M"]96RH@3AI9*^^7$@C9/GNC$]2U<2$CA2C8; J[M*
V,XL?N#682(=V5DTW-:0<%RMU$0'NW<%G)8.O6(!L-9C%]!&F](D2"91_!: M4S(66F!P@ZLTR1S@6.WYMA64LGIJ- T)]B8
*A1A!V>O5JYWQ[}$N'R&?D5E0W<4;7S'<_D M/BTY?RW'N!6J](R.]X/!C'WDI7L__*XY4&N;7\4^6T%9\,43MSNT5%@N^M7@)>Q)5% M:(?*
1XUI67:ILZPKZY/((?,3C#?_K3)FY?:_56*W2+FP6G/1+7/$]@VU>4@ M0GIUCW2U-]Y\\6T\K29D&SF_4[STD2$293SG#C/:BV3.IT'EG*
*M*H@7X;>3MG%Z\J(.S^;#B:/VBY"-7^78?ZM;4IWO/Q.8HX3_JCL= MBW^P^1W"$X0)D]^TRNWB44X6HL:-&TN0C@@U JEP*
*)>*T!S.8F:W8D&A,F M31+$YFAG(696T(_^$1P 2_Z+64LS=.B25^3>!T>R*FE0@EV*(E9F"/9-.&M MOQ!(?3-$*<+7'KIHJFOVLXC?*
L#V9J&F0,R>$5 H'^!#2*5!PUV)V_)0J:IO" M:QGM@/1;,OENS_R@ @<(]&Y6;9]8N)^P-*O(E'"X M$-Z-[A\^*,&ZQO2?(<"1X(V#*
(5K<)S52%YQIW>GCS3AT^=VL>]"#9T9'OY M;YWY%ASRJ.@P?YJ9.]\R>3X+.S'PV8MQ%BBL+N%R#JU4G
MLT!QS.;B2$9E8HR>0G\@=3),. 5AV^U93_\-X>DVV)?6[_)(8ZSL[OT[M+# M]B+NN,5JFB7F<[D3/.#B
';S2YK#7QQM+IIIG0=5I#@I>K)4_(;1&K=[LXH5@7]8O%VIF^\)>\+[ZR[?[PZUURAJN$L13E MUKW[K?Y#YN0,E/<(B)S<^HN,G'Q<8!
*<5H0FN[R)C\[_X M1@MDWJZLTYE/56ULFKMX9"@1:\+&Z]EW@@$,T2#4%[<:KX!O6]=JTI*W M3GWR)%\33?S@/<]IFC[=\I*
T'S6M)ZNG6&@_0',6S)+TM(-4L-HB*2*\9XZ M[QO_VJG_XC)"">+SN1,RE+HKJX,F3D0V+(V<&49L8EHAA-NX #D/JQ9'MYJ#Q).A_]]*
M0]#E;PK7IBO4?"QOK_+\84RP'I0-_;Z'8M((L:_^C@Y?"9D#1^[;"!V<0 5 M7S$PS2:Z/#&/WUPIRGNA3BJ&_5$)"_JB$1. RF-A,LPX .?4(O?
*%"?Q4M&C3MWM*NXTA_<(E]9^:GG M>V#%\ID-!9X0R0L.9U*#20D37\]E0M/[*&BK 2RB7%^,U0*Y)V"X&]"D*$OK M17*
$JZ\S7'E"E8+*2,%#/H$P86WC'"75-IP1;(A+)=)'I7+ACB=QNJ"BYU I$]V"4 O)??(F7H"EP]YKQ9)FAT31-!.9? M87?)2H]\MUXGO-2-
*Q!;GP<%U:<&8>+/E-*84:1A*IA]RD=->]6]X;;I<-% M;Y8JPN8TE)[@/.4%-SDM9:L[\;RH;YO+ S2":8PB) MU>K9[>=)*MVJ:EYVY>R['-*
*(ER>9+]S5-5>6)OBBWMA5E#.)3SNFS%'6). ^&) M91F>E?ES2/6V>5[.@^6PJR;ZMB?@'YNGI+MM'6=OG[0S*S>N'"\]6;3E$8+E**
M&^IK[WULNNL#)[=[HIAVM'9&H@J1QCZ]9TI&>>HHJDW MI"6&L!8T!.]%7^_0C92[JV6-=9=T/$26FI8V!*^2R-*
*ZENFQQ_U;4G,V#ZYQA MN?CAMHO*9VU_W*-RW6VT/+0]+G>43?@Y)KKR*;_>N[G@=I#*W MCO\FBK72MH@53?4*
*>FJN/.CZ^*\@G23E\/8TOP3Q5[%M?["NKG6]251;"P MN]&Y\M)G"-'(V.G-;%'^#V\3GQ_M*XJGG*PCY5>]DABV2FI**R M!!&*
]B.=WAIA7@(H>JH-7U M\MA?UW.W?%T?N'T^+D+/;^G<]RA']=@F#R9<&!^9\& MG:>>LDU<_8:R#?Z!^U&C?O;.1]MZ@P;
*(:^"9C_P*FNV;];(JGAA8I#P^49#S MYB+F<&+:!]6H&.;)4.<=?V9Z\K\GCE8%0L"E_N3Q!"N%7 MT.@B8-W_H<^4)A(8]EZ]HTR7?*
*9XY;L/VN*N M$(RC7A5O4X<;PF*2W03.SG@ MRJ&7:4-6S8E<)+8]7WMMYLURR[OIUNS9-4W2B=GN]-;IG0>/X#KP\9;O6^U?*
MN_K"U1#:EO&H"X<0UL_/A%E%/C2I53>_OF_@ Q,.3C';&&.|.WM#K,LKSP)] MNZ5+],R-;?(V4EKC;9^L>G=\|:?;"38N>J[90>9AEB M0F-
8]QDQG4@UMXP;-]]R#]43ND]PA1ZUK%CM"P++[A>65&MIQ<:$!L5-XA"$
*M%30Z<3:QV_22UD>)5>F%*3FSFW)7XF=85'47KY"]TYM*17KBSVL'KV;/V3([M:+1](U*L*ESS?*
*M&6XMELRHB.Z&3GJ&;1D"^<:CZ\OLRUJ"'D3^+RK!S[<*_Z M!E)N)U&0FGIQX$M*YN$R\X+5RBXC2&S"),D:&A'IXR7A;\0/_6D-*
*UBUS7XYQ9Q6)!Q5.^UGLNGP8!G8,*TQZ\ M!$HP8L@LY^2#UZY=[:Y*IRK[W"N,)NCHCJF3O#5U/HG()AMVUYWM=&]2T.N*
M+W2@=I'SCQ^QULR/U_2-[9@!@1 HS0R %7]5' Q(5\^1+Z(20,!GX5R4O)#]
*MAR\F_ZI,S\7RGC806*CO^;?]$_/UN)*?)!_TT"Q2)NCGH8:CMKRE9EOR#VY*
*MV@YHZP+S=J,JHF>6E$_!'B@]*L*8W,XH^2DO?/4^J8.1#QVPT7Q5_IM :EB; M'4]P8U,!J=1%;NM3I!!_+1+CWSU4>0>VS*?]*
(Z7>3'HST'-:\9>VCVNJ!F_MQ01QR^:J=F[#$M*<^5N>^^2I]@NI^D-=#N2)A<:N].(&#NI^Z3>TCW-?$L@< MLNRZ3* MI.RO]?*
*1P:8V;V3F&Q>IQF]+(SFXIQ+YMH8O14=K"WL?>Q@+KM?(#BC^[N]+? M1'=*HE:Z.6XOVC%;>.%EVK HU;\-I;I[]XC01(94)P?X*
*M&KJ"MO5Q_BWT 7S#C>G34S.F*Y-HFUX/-L[]ULUNG?QO8>5-._=_%,3OKV3]$2V MGQ3+<=PVUS0J4=E&(>K9(E[+8LD'&UT-*
H]M:.#8QFD"%&657F+ 1V9Y<&]MB MK/30@8%9Q,I2-X^(JSW]FY_!%*](#K\.NL1LZ *!B\$K!S6.=W>H*UALV=@@ MUO JR(&F,EA/S7O*
-?VU\GDCDA,LTD]0ZN,:$)^]3'C<&]([#D^Q"+T$?L_,4 MQ^(I_E,I37I[:U^(QQ6[^\MYQZ,GZLYS-895Z;9QZ[-,._'8.E]@>2PT_@I M3IZ.
DX1C7>T(81^1!\H[W)SPL]MDRP'O\]0?Y3?P4(>#,7]_UO*.DM9,>+ M79GUOBFD+R?PGUOHOK-*
{]1^WT/U!>P.MZG9(UMR)"]65L'3THL-#RJ18=P(R M&BY/ RX[XL4Y4FKA$GV/_@.R(5OLFYB-7EMZA^":OP0Q$^T5T!9X#Q +\GC*
95:C5FGI: A."COD;SC7P M9U?+S,(+GORBM=*#K:5H64J;.7;ZD_K,%$TD2KVK,;U_(..@>BGW/:SDE)Y MZ7*^HIM-&?*
N$B]93=TYAE_D3CES.G8YT\5'(OBI(8Q![JR1:&4_CQQP*5. ^X M?)]#K]B2$G+;\1 87),<&9=59T>V-JI!EE/_92\4PJ*7!V@C%MP[2GE5CQ*
M)=S&_'D84Q 0O=4USAG,DAQDD)AYI(K5Q-;]<:3@1S_;Z;G^GMTMQKRV#FM4.9$]>C1U=4?DUS
*M#)SC[F_BSEF9,.=JP>0GIFNW[TR"G2_P\Z_FRN=Z='1ZV> MP%W)XL(_LGU!T9?+K*KOK?(?H\VJ>DW9-T6XL9U)'E;" MT_:S6>&"IM9?*
% M-TW)WR6B.46!X.CEM"1XEQ@HVY.ZMG:'.$XNKB?
MW)S2%+BX7;4=_@_:I&_^5P[)QQ2>KJ7W6!Y@>0JQ6)T]L@MIL6H&^T<2&P=? ML:=+?,X1/?K>TLZZXP_;L5\|'R &
*J2/E'"+X^^5!BK'MK\62'BI? MC ISOK:W1B7]**X-^[08$OL-!+BK:"#PS,HKMDF[,^:R]TQ]$.UP2BF%+X]] M2IV<(8! :"L(L(GH[C2N"*
B@ST(/6M"W-2[EWR,E[8].1L3@.,BR.<)#"B* M!@'!AR# DB94FK%E^<'C(,"T@V:(I.F&.5A!N'>3*D4#!'Z-9>IP>9T@T%5(MX*\GL?%H*
1"@=8 7\05!'I4>\E.TU?& M-E^@C,^F!!$"!_,M,2!,14NG"< M.2H(E)^"N)@UL2-*]8JT0__$Y-
2K06%MNLSNR@<#7%G[CPQDH!]Y[%FE% MG!^8^+73D2;34Q@Q1DYEHXVWU@(_\:)%ZCRT77OI_9IU(+ -S9^[861RCOD*
*M_Q7,F9]\B/V?AUD-LO Z4X7+&T*S-7_7;S>O-XO0E4>'GC-'&)#>><\FYF L M%U%T'LT8A|*
M_VG>8A4NHB4$!!@3GT=ZD@1I)GDW#2QHCF?"8:/Q;/24V+SJ M# C,']DB?(+.'W9@6VD0=C/(8\0)
AM/$B!\A@Y/Z,XPAD$>QW_R^'=A1^*$ MUYR%OY#7=#N+Y /H7J%W\!?(D(NZG3AER]8<4Z=7%LU#UV"NX]>GP8DO;QE*
M_327A!M9@,J4E\$5%48'N?*0CGML[J13.X]"+L;*/F-!#3<__'%0=L&;TN:;9"0#+HO>$H-F*H^J8'/]!VXE(Y("5K] MFVEWFX6'"%RP,8-*
FA!!57?6V)OP[M.N:YD7CT)%VVUPV2MIN7EJ,J+VKY.]W_1/H3]X]14D+N$RJTTJ!9#CF7^DG=_M EMCGGT!=^TKZ;]@?
*Z'D]U&D#ZR28&,*R!Q6Y 3BLT *40 *XX4*H7\;:DOP M'M(G$V 1&UX"M_P)02P,$% @ +3XN6K*)X%U[7 M+F4 !<*
!A9&=M+3(P,C0P.3,P>',Q,#$V+FIP9Z2["3R4;=\W?B(164-1 M3+(5H]QEFU*V)"'[,H6RA6S932C[$D(I)GNR3/;=9 _9]YVQ[S/6P2SOZ;KO
M^WFNZWJ?Y_X_[_,_S>%CSCFVW_;]?7,'.4@CI!F \8&RFC) 1@X 9. /0!H' M[@$4Y.0G+
Z!;XHJ2DI3YVBI&B.DU]EN;L65H:6EHZ>F9&.GHF>EI.1C9& MIG,LK*RL9QG.7V\CN<#,PLIR,@D9!3CF%.492LHS+'2T="S_SQ?*
*I)\!$#6R3 MHRC(K@#D3&043&2D)@ "[I.2[(\+^.=%1@[N\305]1D:6K!#*2- 3D9!07Z* MXF37X*>^X.? *29*9NZ;=T^?TWI&=<6)1V!SA-*
*=/7T#0R,+R^WAZ!;Y]%Q0<$AH6&_DM/2,S*SL;SG?BXI+2LO**RJK&AJ; MFEM:?[6U]_4/# X-CXR.S:+GYA<6EY975K';.*
[M[^P>XPZ,3N<@ "K)_7?^E M7$R@7.2G3E&]J43US.G=%S)^:13$FM;# ^#(^X M-H;5W+F7AHU78I8/>R+:'Y+]SP0+ ^%])]A^"_:=
*<8\!9"C+0>!1, !0@Z*2% M7:7HQ%M]7VUM6%0DX MIU9MMD("SDAN$0Z#24!H@3$Z*QJ>C],[)?QR?F N:I\=Z;K\?#NCIDS[88P0 M\VE-*
*B(BRUXO*7"OLZT_PYQ9I'LX'#S#K#;VSY=-,'#[//F\PM24(N)!G ,;D*
*M57.*S,LHBC"#L)C7]D2!;,^D+0+=^>F#10CQ2ESG,'S9J[8$H+3@6,G%,?G$ M)MB/%4T7N-O^]/IX;OB'2M4$<2]C1L612Y?1!VI'],]*
MNNTP^O$>XX>-P!NIO._;^\^2RSH]^;$[5MLKRJHE:^O]R&T3BLZN6R)^;(PF MG(Z3.0#734<:/ -58]>%%YU-
*=M>'6=R2\R9+PB0$4T)ALG4FH\6ZE> M+1%8T]5^U*TS*5ZP1P+>INWNDP*
*=:A(P:B/7Z<)^IS*EENGWSMM2^O!5P&37Z2DG,S8Y:2Q#/1OCB(=MWY'SV.]AZ?,*SE4/(PJ9 MN_+4!%M_M_)PWC2]N]Q;=\4DW%1I?$.?*
(]D@]9O$]QB.C]=I-B?RE-4$89\ M\),V-===EMQBC1-+K8N6#7]=66V/E#Z%[+1 B?Z+,Y@0):-#RWCC^Z'GD4XJ6 MV2MO-G4TP'*^M?*
&T^CIAT^6Z'VW;]CY,B[W^D%^T0MK1:P3G/[MA9]Q?P^JB MEVYKE))MLQ!'=YP:)B7K+CDUK%UP0]5U,K#E=HZ'-7_9@-
*UYK:R]GCW3H]4= MT$65L)_5OU/WWE_K"2<^+WL#R/*JO*>E^67K1Y%S^1@'X2O,X\4?+,8D)M M(N)\S.C'J/@I_+7/3?*
T>RN+HID^26A)O?!+-NQ!X:'KJ_4168KKTVF\KJ>V$V M+.>:\VK=3LZ,Y/01.Y($:/V&XC5@&[<[OUS=#"-NH',@:=A[5.+XA+6>7E;*
MEY_2^-=3"T)FTW^BMK4E4<>48R1@N2TWF.F1X&<;3IQM7/R3S_)7?U%-++7MB$S5K:8O:%>PF ?X] M)" 2@BF2A!VQ6I&
G\OPEAJK1AA;J;&]M"(7=_]BPK%!]0WE>NY2U=.#0A5G M+DDMOA2]DMI+O#5M9B/%$;D96:3^6?^]S5!OM2;MU7Y$.
ML;MN8\/'JS"_#<0?UDA&F?(@230%). &5?HG-EM@=9O&Q(;RJL[C8E2#';G M9)196>O:?V^^(S^3T/4B(A:O/-*
*ML\ZCO^=8T9C#N^TK:9\BIJ1 MJ'#V@7N$P_+-N+%WB=/K?KPDP$9R?WC"VQ$O'*E/?&=(C R$&PZD4TYEP0H MYI$ '"*
*<#;CC8%L6%>-POL=A;,AXN&QYPS)U\=5N Y,9X@;K0>&K_3?6Q\%U%;Z M0?8C\OWLY1F,2<"[F.^@/7*A1*I[1 EXPZ]!^+(N@@10I)(*
#JPL?QPZ"C MMT 8+YEC,F7K[FC'^OX32\!GY[F0QFM3,F13'1K82>[J&,T@Q\XOCI>EP]WH
*M^R^YDY_A'4\)=H>_P'PB#%F_40*9HQ5#C,*=UR+]3K"S5!D76M(E=KY'UP0'5 MPV3[GN_GYT5>,#+2/A7H\CBU7=,_42>E+C^?*
N2M:9#"^,BR=.H"9Y83OWLS M%+W)[G[6@:L$;C7N0>0FI$WUXQE@_UZT;1B -XA#BX9*W"*&;$IEW*/=+(3 M&7ZO2?*
*OUU*T6Y8M]A26HR')EHGKNX75B(U_M9)_,1FDNNZY]QVGE"@'K#^_:*
M%&]1Y8M^XYTP<3.S(/8D"L8F1\Z@/Y%)I6_F!5Y%1Y)SJDXU:.5);Z8BY'GS MM\+PN1=W^]F0Z[>]OFVT-J>L?.D?_]-?RE?3:!:/W_M*
(]_=M U_B=J3^[T M53LL+:C KJ'&4I^:#Q["F6H:U!\Y_MS_ZW+W8(!%GO5Y.K#'<[5+L=&65YA7_ZVN;\UBOC]W<+V+. PW"B0!OD.Z-*
]X'V"";AA+$,L:*\0Q&:^H:9B6KV&Z/ M:S4NC[*^:%.$#2EPF]@<;6Q^LDKM_";Y-:+C:D649$?!#& 1UWR7!-#RZ) M5#TXGCX8;W?*
*E@*B"/!=MITE@L0O "H1+$JC0YT=A6D6:#"I9&GD:0'HJROO M/DC8CK_A7;J,KK6]9?TDS-*
*[6(QZK>ZTSLSQU]=]&IOPL'I(0=#TJN&R/L*Z MKLKZOKB)T@6F[^D2:K"5=FJO8+H;IP,';@OTV/,D^H8^?*_!F/OWT1JR_>3,>@6^9S,*
MMI^Z\,X7,..^Y0-KK8M?UVM4KYV,L:E ![JKW< M-OPQW+1,W!FG5-I@U0-]1V%$6!-\C.$0A +8OX6"\!54B7Q\5QQ_L>?L,4%6
*M:2=E2FCEA;+:YU) MXJ"RQXTNZ5U3K]&A=LN&L-,--3[*OT2I5QYJ65VZSB"WF2*T_MA9:6T5V=G M L+&VD+A(6.\GKFRNI0)9W;<6,[S*
WTMO!(AHQ^'H@"IP;_%=I EE8M#N MH:B(!.W!V^F.[+'X^#-5UOYB%5]JQ7RW>>%HT&WR>RX_,GR0!B'18<[91Z'L8
*M.X_L?!1+?/KV3J6:(8N#',50^JK@\ +^ ;''O5SF./K_QKR605F,?YFP5 M@5MS0C6Q]/%?IY83"VW+K6--E,YBNQ)^;92JNOY*3%&]\+.@^N?*

4[?#6UV,1 MO89JV;7QXV.U-7U'"$[V ,)$E&(2%Z6R7%_XC[F/MQ5T)497N%BQ<;A K9HB MA'J<1D5Y*']C>RR5GC 9I>8EI-?J6E<-O1]V"S2Q&2-\V=LWS#6M#%*72C MYW..AMH[%BV#S^"O.Y3_;%S/T.A#00'BSQP2D'GZP^LLCX{GT6CX[!7L8R8/ MBOQ,;?*B5!,#/X^W&&DD '==I'EQ>4IR]RGX(:BD/=H % Z=$B03(MFX/T))PHV>="WUJJD'9\'[8S)'J,0\VIC%TA 2F%\.EF$">!.%Q=:>N:@L20 M;_*#;3Z,+V$QV:%@!>XHQG15M0/5=N O0).>/+';[(:P#B=Z-?^QL&TM7NHH M/K(YKYPFIO.B?='"^T_+@?(!"J6[O%E[5M]A+8*53-0KLAL+ ,;R4Y- MEM84&JT*:G/'_]16F6YTSB^^<%M>J!#;';&))YZHR^;'<_7ULTE3%42)F0E"- M/2;@6R0UO]Z2DU;4:1?#&#P?9GJ?14:WLWEPG7: .;A;+,T 4K M2 E L$/K/W$F!,)4!ZZ8D.">E_?4N.)TE-_S3'5]05C1++[.\3 ZC/_576U&=CA-8YI0L &?-=R$/)GZ[B M28:@IWRA3:H/9)9T9C]S!,=',(856S?:&PU]EW].7+W\#@@0-PMB>&278B:] MCF]H_)ERL6]HPG"9P_='^8=NAGB']/8/;VB1EVY2Y!N%-U0)L]^T87/:=.&Q M?Z=L\,-Y6GM&>BB;.-D/7>8!4<&?%HQ7AQ7$+A,(4C_?@1K8$^D6B']]N1)3 M%NYY-D8SP[";Q3\PXWWNZ;/CX[J-3G!CP%HV!'U^?_$3";@K"\53P[!I6Q7.!|>2E]@ 3\ M:/^H& N!]Y_VIE$==EQPIQF&8#_9 ?MUX;7R\S(244:-*E4& M^X5/#63\4PR55>L+YG'>JN_NV2/%@K6I]XL>%U\VC&Q@/:-9@Z2!?[N8,CB M2=*P2:_()C*M)M2BJIHFH<'87_#PY5SQ!=B/^Z!O='FHE*"@H4![+7]S<,]"*&OQA6[H*Y:9C4:NQ@LK9JG/ MLG!V&H/0DNM;]K'SGWA?3N8*J?%/;C^-"^*^,Q?6;E(XIB\=Z#PE)2DQ3;\B M(QV_3R?6]ZLI+ ^1!!+?NK8G3\]_$U[2@;R4$!AP7PBQ^.,JO M^S:F5CB0C]Y^5G,#F13.:ULF=OK:=;F,Z88/8\=M]*0V8VH>]-[YKBCKX'K) M]<5\U)[HG_TB_=C](0GXFIIP@GLK&];X6T?6., <19J/3'LPVK%9<_N=I>V #H MW5%DVOSZQ>M%!N@,\PC,<^0Z>-OD_5P+%\^T5KJ- MDFU.O8&W4<]?0*%?^8MS,&4VE%L\H^?S99+D;09WEOHI672,@J@2S$C KP,T M/#.,&"91-&*L\5K$LBQ,/>:<(I\K99-5 K@KUP.6\>Y#KAK-75 -O?QY^M7W M<-:']ZM[O.:-,X[T|8Z7SJ3:M)W5(>2<^V4BW)@1&'5Q*E\@:/?MO[*ZS?- M_NR,$=\8:LA6@F514XLER_D3"#T7YT-V*"9T&6%37$'\5;2S'EZ;5Z>X^:;8 MN?G1+;Y0J)$%#JH8J\HG(_\Q:4HZC%V;E8&FS/V40VYR$T'C9;_2M-/VX:73 MT9A[#57\L4>63*;J-GSSYPN*NU$N#:.AFH]59F8=] (FQQ"%E^A9)D*AQM/"ZN87MFUL\ZA1U-[PTQ<93Y;M5QQ\-E83KRH,W6H J8QC,>/\ZY_-/E"L.Y&&#@T+ MAK/ZZ.P:,YRRJ7I7%NEAS[;J?"'G9,_W1 M9RL[ZD4*}]/XSB*.@!'X-(BI--!9F(<5\8T4Y& 6WE#'1 *"/^,.B:&+T20@ M\!H<%Q:T1J3Q11\:/(S$;*FQOU(E]B5FP=>27Q26C!?EX%)*L[LVJOCQP>.^%> M% QKRAT7+QY>.,JTA!?:..@LRM=.-1+PH3@OM_9O;_US%W3!!!P,DTYD/0B"+U,\^|>6 MTM.B/ ^>K<^-+,'_H08.]Y->&7_3T? +RR6R'/"_O!F6H$4/M /]:N1^VV;O! M7U7XSV6)?Q)><#]F-E](,5:_?_?83N #&<_="]H_K8"8878D+S9XPVD&:HI7&&/W=/W)_!O9QM M+ZA83I?6US!G\4KQX%K\X#>.HC=I894UA.*//C,GU@ M'L3IA]8|5>)DXL.S,Q3Q'3GB^:@X4OCQ\%[59"NNIUE#J&E:9PI,OANPR$' M<9M6D 0\5T"GYU#I^DO5N7_L[?T'ZBQ6G M"%>/LGB(OJ@*A?)[A\-3WANL,XQ^8S'&S7[?6F1(P>-+;,%][HH]Q%@01 ST_YTBGY M@%%"UXGI_X\^:G\;HS)0"-O9"!Z^00)VL+Y+/0/ZW7]W@2>1Q\X^XF;(O"-X MJS]HNF]'"0+YT@=4_S%F5S_01Y& E+N&F6M.Y(+4]>W9Y7Y\%N0BF:?Z."^$ MTRF!ZC*71YXL?+RZWAWBKC1,-70!K#FK> *;N@2=LM:;A5]P,3M]&.S=S6?=_MV2C? 2)X50E1GK-'NA4)Q57UEA#PY<;<#BM28!#9)@C/;P@Z4/63_^*@EX;P>]\;M&-)$B&_?$R2-MS!R(MTD(\ (TKZT2G?/]*":#T>2%@0$LO&\QAI$LA?PC&<4!"?E$L01Z=&0*7*P-_9 MLM%4'E ,#/E.U6:.J#@W9E7XL[6VTZ!_ M&2@*S@DN_E$C\61QW1'D]:6*).K%*+74\<66/%J5F)@*-_9+$?TB6QNNQ[[A MX9_YL^4Z_#V=5S6#76*_;T) .)QC]9O:QD3F?)YU9ULQWZM%'N>G^,93EZ(&7[.[QZL#G5_ .M;OLZ]9O-%8F#=39'[&-% Q'CYA5.]%NK,P_WQG=]? _U:RYP+\LW#N'W**U!; MZYMSNL"?.ZC\6:VEW](?+RCK_WFV9'K_K'N"'5R?[5C"G O>7WWJ&\+.FJTD M&RS(>);&Z&K&8QUCV4M;@) <=+&5@FK9-<@PQ[V?>L& V[LP.C]>Z M$'#1"Z/R4E<3IS=U#4H1MW.S,X4^!W[R(F>/1AQ= MN@['/$3AO:)Q>G5_GSY]C=4[>!#TNFO_Y=SC?YO;UQSYZB@?LB#7360M#X,O MORH%$58,#-M5Z*RQ!\@/:6'XJ/876* /ZS8E-%?3,G[\J3PDO^:%G(-%PTMB'0CI=0)><'LH\4W\\1E18KO=MNQ^ M0/$.RAH6&ET.Q_C&:9B;5%<,,ISD4E(S+@3R!WWG!K'[&&"^&_W1L. (LZ M/"'^!.MH+!W&!-4M&#Q8$GS?I0ZWUB1(O7R_T$%$J[K%3]1+]AI=T_+$KO%& MCIS^_$V1_37&D56I?9G,SO>1$:')4C %=5;%C&QE13Y'F:%QVH>T7K*6*H@.M.7M/1ZM40P_[$M_3Q"[*"NR-NH]*S@=,,;5?@">>O()%;.R=ONY8S5G(.Z(8 MSH_N?'.21ATRN]&3/D4$I3'7#$O8OEAHY M]A_5A9^/RYI6LV!*:K_9R^U<&:E\BT.YFD'Z$GQL!SU5/)-_404K$.!CM6^G M? J.^SEYAN\7.XX,)KT/_>(6X283XURCF3 /+(WVZV>DH!=DRPC?+\AHL*Q9C M/QRY*2=QG3^ASPXN//Y<'B9[)VU1>KKM2^&=&B:8X02> \.YT!7OY#233VZX M^VEJL4&E_]EU.^$(P_F(^$.#0F'55<\U[140#O#G,CWZMIKW4YA[K]?HNB.@ M1F$-?-6)/%2NJ> [.*F;6#QID02_X^,*N@:\RN8&] ;<.OLN=KCEYX_N M\7'4L9"9^Y(*80^_MAH=CF(<5\02RH? M$=.0@T'O8?QU,"X580$D './3N!? [U"8NW1N.^;PI6%TE-\#R,X.1NYBE^86 MDK![=2>=>$1TVX+|:2D)>$,_=)4R0=WG-T8G:=N_P^GG68RFA:!9,>)GF!4-O@BI M*)BT."HR2*:"*ZHXXMO,SLQE@TNF$]FBD0$US-.FY!!,@6Y@09+M1<_T[+4G M238=< 'X[VA%+#)XPRV:VK=8]RQI<[A!>E_'%N; =R6YKC=D5'7AXX_Z;J\% M/!7Z&YYG!LJP^DMNW YV3HTKG_'R5H#QX\^JNU>?4TQ5=>.,_^*IPHO4PW.6@ M+,WP8:UQ!9Q@]U%)Y:.U'/"R5G)J;R"+ ,,5=I,#LN5IC)V[H[D/HIX6UH M<\>G_-D@S3,>,JI/)ZZ$[MYZJ.+O"5K"%RXC-T\| (@'3BK5K1#90HZG_D"P:9V1%?(NB!%$]B&-C ML8D$=",;+YE\@"\MS7A(@VY]0E 22(8<#.\@O<#=9,&7U3$P(O4ST B?_I@$ MCN,.0D@)$'W]KMX&^4EW]\]_^KA&@N7X0:O6A-=P';QAX,1!A4 '9>R#-BN# MR>2*5YHRV+IGM8.>TDXE":Y[J/H+CWW/*0\N0L6^O\JG]["8H==8[\L*J2X% M2Y%L5;":6ZQO^=[07Z+7D5/ U^\1NGJP[G)DF5/!.;=3T/$P_E8'R-6.F*3 M^3I*OY3M/,//.PP$7/3)H*CVV1:Q0OCT:S ,MK^[[.,UC>+"1A-<^VXM):VZ MHF_EK;%/S&W"ITM/:BOAQ9?1U23 YRHQ?NF)CG=Z'9V[I+!QC"E_\@%9^G)OML%2/Q+8B M;^C[JI.:2O:NWK8-&!U.? 0;M@9JE+/O,]C;)/BL0V4H57+ K3V.LZJ/)VY.F M)IQPX)TR.CAWL:"H6O&73APLC:EL]U24S0A[U^T5$RF9_L+M\I\H5A_EA&;E;:(;E1 XZ+*;_-9(OS-LWM<[+\EQI_+^HH:G?]JN0,X8 MJ]^JU3V.7X/EP2L^J"U"0_7K,9/%8D]PM:;*4_\,%24HGR*;%VU>?]+KL=H/) M(VA\%9=:X&0S6.@:;/S&<_MT!'W'A?7T9_@[UW%RU*W$:10J67Z\]:5\QG_'\ MI? JT3SE$BD_#T3'5&E:2&%7:'5;'-2RIR6QL>W,2)W(TU;ZZ..JZO#$88%1R MS]+A$O1C@?(B3[YOI\=P#7S6;F[RTYZPV,? VSZ=%OT$!>8AG]MHAM ZKMK! MRZACHT>6 [V_>S=TVTH<"]L6KM3UUU)Y=6&E_+.G?61QM;,D /"13NI6_JS2 MI[@J-K*J-3UA\AEW:LA]392Y'7CA'NS>@4A"]>U'/W!C8^W^_K6 TD[CSM_% M=@=+:LB7&*]!F+JF1_5R!%<2L&+<$2.?Z!?]!QSE,1NE+9ZL'>H> <,^Z%K7"6_)],L>(!H:4[),#IR>[/./^O-)?%8Y M*'WU8ZJEZ5;(H;"",_E]H,53;X3Z[B/,PF(;42CC@C0(^H"?I1!/;Q:Y^3D M1K09SN6'W &3=?5+9U!ZY<9S1[U5U6LPLA7-&3OY%YMH.QN'EP4.?@/]HA^* M541^S3*EF*#*']52VJACQM4T(=/+M&!9:5526%%MJ+'-+F#Y1O5[(Z2*,HK> M6_|C=M=\/GD7->,NS&K(.XSL)Y#HN^KF=6F.P35ZPQ3VL'36_IYA>=24]D2@ M:Z%J/7KZA@H/<]%-X.IQ8XPZ0V.DF)W!%?]-T;W*W7'C7Z[HKWZH26&F;!25 M.=]_(U?(3H*67%5 ;C+DZ*[7[735(3+YO!B",JC3[+S@[_@2QK;[/D^W\U1 MK4!?_I[QBP4Y)1M2G\O!T-@),1N44W\NL94.,OL.6Q^L-+]!KE,Z$?+Q3D/. MK5.O.W5:M2*W?.5EQW>8ZP=>C\-@.IV5!^D*>\ME9N1]^7M"R;):977GI8[(M!A>TH D=8CG7F2Y K_'D/_-@:'S-)3 D,C^@,9@5;',A]G7IX;S&)D_HW5:H MN"6VAZ/O5KMVQ'?7^QVTMJ4-KM@"KNK&Z6B9,U?<8_0^YM4B,J!3ZKZG^M7 M&\1R,^?0?U3Y. M^RHFM<&3#W9^(#8'AF/Q,.,A,!0B5T8>^K4@79/(L,!+#*B*%$LK:%7B=6.# M>N@KO:@52BX\;J@2@LXB.7+6^JR4GN$E>PP)LR:$;-MEX;H]3UV&!QR7G]57'(U+>S._^BK0O_#=K.G M.&==:(<$Z/1K+(')-4SDM!/Z\U?XUH3N$?F&_Q:,Q8:-?*T5Q/AX"\DH KZQ%> 86#?8$&4WP4ZXDAH7U00L,YG:(P^UU989RIC#J=$VA); M(9,%*G.G/_#@U.>H&O!5)DLD@!,9U CGXOI&N'@NWNAW977FK(28%|;& M]HE+?F<**%20OMQZ0?O:2RWLP48X=MRD!^^2VCR#XE [':\LS-GD@183M]E M'F_C'&OJ5ZMA\DFG#^]D]NV(6S&H.X? KG[L%MVV[3Q08]+2P:V].3KYUC#-EDB:O4NRLS27B$R"LH"7 \J1'"80_%\@[\I? M(2\[%]\0=K6@_SWHE4"Y9^[D*L?K3Q:OEO?'K-U*30.=3]MW[KC)#=6V-M&] M6-*I&D"LFQ-7SUPO$.$IU?5,=V7Z82ZSH"QNLL$:\:TO(4H(.5=9E*\MDSV. M&9DJPW8A[25+5OA*$O5B>/4.Q.9R.ZB5!#,-MB]<:[$.1[,5VCO9W$P8W#0O8);J#0=[EA@/LBM6U:F\0@J@KU^V0"_KH!Y! V' MWV8=MUF;A=!.W?T>:A\!>Z[Z*,7%8W:T[-=OLOI#"L;&+&5E6X."ER63^O5) M_-$NG(?]*VSZY2-MO' ;OHRB1Y(,Z(R[YI]N:8SKZ92V"@8 MMV1?M]@:(F>5BTNC3AW89)Z]\J&K(E*WIC/L73A9[(.T):A1"Y'#2,A YYUD M!Z6EU;5VAVUW,,7EO Z)CX]T(8S#"4R< MSD-0M_\;,DM//(;&")F$_-1$RK8I=6N:,UEH6_]7QJBV;NL S;QK*^E,_X! MF%9XR:X1PJPI*P(S'/ED+X>3}1\XZ; (/PN9PW./=V<)RFX-W#N,D@&'60_A MH;>!PN@G/]["> EE_(&@4!F+F,*VL8MC5##(EEL?_\\9]V2W]RANVL*M?R?^; M1CV/C*ZYFH'K0",)4=+P(T&.8W*STFWIP/-YS+F^NDR#,+#Y[%94%PQ41*Z1XT@_7?!6JB]0'SN"0S[N\ 7V5R M @%O>&G$B 2@LFIZ]^,SCS\=B:\QT,|_Y8-Y=O@+]{A]J-02IT-4LNM-'=?O_(P! SC-R=1^*]V+;\O&:9FU@VTQ;+Y*/*^D_'>NS7,LH&81/AHD $]$@,5[GMO1 MBW.<0>^HE77TU2#)Z%<>H7J?']M+=4NGU4*([,=-TSN$K_"9(1GH+*+F9-08 M%9'.H@"Y<58 CU>1'CAY^D"$+'HVLRZ3 $SW%#]8_&]0D(#3A6#1=Y:_=CPD M]D Q=IR0L0N:A[C 50/$X3YHTATY=-@N'&>U=0[>O>]/ @(-P.%!?EAI/ FP MAN DHZ+_6.#NGK F_A@>?)CBI/"B>H Z9[IUQSG_D;/[2+6_=?_+5 ;X*^Y+ M)V.WH8WX;BE=$O"F/R9)O$K*>KSX6CTDY^2N_?/H1"+[2@H"0 UCN=H5=D/ M8B*40+3!=,F#A_[>@7W]N9NM#QJH$>KQF0@O80# [J(/2'8/2@4*3 % CZ3=.X9"#^P.9;&P3_I_"6$]]PQ^OK861H?H^&>++T6>U"-[MC%\!+=#2/;W]P'=AL MP>O6+9KE/""S-.;9^:K+>=[Z=RT& J1"%&Z:4B5-(_M25G^,E(-6QAP?]R/?# M',EM(#'#_PAB8MZ34A;(:K.ZB? &"#KO_[LZ@TL'Z[X?T.M'[Q'8 .9E"T]W M0NFKPFXW:Y;FK#M]O.HNK]0H+<34.2S!\S=,ND/@=A<9SGIT-R7Y'KQU*YR-_M9K!E&S/+1H<\%'6TESN68@N!?EX(O! (P]\J/$>U'IKM\PH+"7.#,>$^ZT>Z M7>>_+O"HN'^3MSRHF3'Q^I5#7Y%"S4.5G-69[$[MR3">C9W$6/&RH/Y3JE.0K+RG@-74_<@,_6WKN+B\\97Q[+ M"Y]IWHEE9C+6+Q?!9NQ7/OM@P^/:87'*92AINJC?R. <%UK&)3KRIVT(DQ^)5 ME5[24#6ZSTTH)%8H?%>VY< U[(8^X+98>0'UM%-1KS78$K.9 M=? 2Y=GM"V3+*,I;7\^;IT9AI6^QQ"T1OCRUQ8&,3;D<"]$>7&=>DV632##N^ M-A<(J@">X!+=HTI?[SA;G?/)<#WX;B9"'^+ {'<$IIJK.]U6Q+=J;=&*'YMJ21 M0WJN@;%@QM7HEJX=ZDIZP'2\W"DL&XT:6>QNYN+')H-AQ7?>R#ZHUNY,<4E) M^>,QW:-'B71NYQ*X]O](^Z3Q>+DP$H>4BS0)!I".WM=Q1@7^=6.BQ=#&!P(M=?]&4[B6EW([AN5JF?A3F8\'5,*>J"?DO)9#GUX8X@M]*5FN>74Y] MDJ$$&2Y3:NS8V+9NQ#>/QL/P"V)IGZ3BVPI0:*N6/8QT6 F2QH:+8P!O@>Y4 M'-.XZYHOW!)T475$J),W5NQ[Q!?!)>$)FIW]=[6= <;]XK_:*\W.:L.E1(4\Q/:1:192\"._ FV*6WCA(U"H+ MU9I,E!Q>3?'SYRS'JQKWK>*:7 M5H,%EG4F'X18&9BO9+PM=+W].J9[R#V$!)C/H2.- #;"22]%N0=C)EE*K?,/5 M[V:RZE:E(S^$#'-#Y@7#KVS>(@%&3GU56^?].JD3:>#^V5:,PC^^ZI<5QFD.[A^AC M-*

*9'[9N;MNG6J'0Y4CB\7BVMLCB^L'$TB(F8QQ.PLG*5'H$9?7L(4)[U-69BQ M$_+Z.Y:QG8^9J?3#7-1B50?*
L35+FU#O,T+C!\&YW&4[6@#AHD;[<\=S.F5PU MEUFQB(F:R^JQC_1<;:V32/.$Y[6U[\YY]'Z":T0)_#DZ[\A)UM*
M0/7YF.%/9E;:K<<,X\;)9BZ=-\FI>_O7Y MI;-]]Z^VEKM9]*T]*9R#SX==U84.=X\C!6W0]/OZ2@_?*
*%Z[F/8F_M7U!I,'F\^4NS'.\$%I00.SF]G]RJ]/_OG[EJ6%%*B!_K$P_0_.OFR&)_']VN>?=0JQ!:.M@8I7"!-^\Z*)B"8^\;0C@*
KQZ5],^W7ZI>;FZ,+=4"E"\\;X%$+#_1%"=!-3 MCX_G[++*;6\(G,#"2@%H&8NB#>5>P/B\=]O$#2[=Z-.0@E03TWASFR28,%OP6
*M,,X4O>]Y*_H@*25;+8OO:ZK\^4#)^77BR=MZRB/4-D#K^>OKFT""R=-MBJI!%V_)F::NA)L/>W4A;)/>HHP?*
*%$Y^3BO*2'O^NR)>Y1[O\4*JU67'..3T^US Z2M:.T30&>[.M7O/<,6]5@0N3@)I%GNU.C@F\DY-WRO9-?E*;9^?.VZO*GI_*W%30SS\D>^G:*
MX5]W=W(.Q'-\E:W<75!,]$HL?\[5TZKPBHD_M=9LO98>F7O)P';%+RABUFX.MEB731L&;7V+&LC5,?6]W*/5\)'LRBY0<;,BI/%:29]S*
M:/3L>ZX5'\>TX7;WP"ZF1{BD!%=ZK#2F-.MA'%],ZD)8]G1!SLXV&]F^5L.M!],LW,?%WK?WKW/KN!5:31E=@)333%]IRZZ=RK5XF?*
0VE_*SIG.(B.6S>-4V.MJ.RE5Z?5ZN))N35_MO7(6'D=D4A"+\KJRJIN5E0F=C5((AZS+BMR4BJRPO?CUZ>% MX2;:K6*
2P"P'=9LMP]15OASF>30DDAI[#8E<8-Y,L{J[\H>QU%20:,@+)U6 MJ=5>Q%>*
(E5"RH\GBSE3S@Y%/Z=5#RXC(GZZ_EI)@Y<:T]JR66O>?ICQ#>(R6 MLT]69]V#LH]1\^=7HB+$>+)D :O$3?UNACC@W"?
*W(Q8*_/EW.Q%S/DC"?+ MH$\G:@IT"#IREWW\$7/^B\5E],<\W_6CQ>1+4CM2];:%)C/WN),5VS4ULF^] M/-:+]'OI$3<+BR0*X-*
1_%AKZ"/:X#A>78V^'JR?>KRKO9Z=1VO<.>>I2->;Y MP^CR/-#X%5GC1R?XA?PYYF^IK!!Z9;,K^]IUM M,JD^0?
^^Y/_Y>9LSC%6A@P30S#6A'-12NH\5+&Z\\>?O#';25A:CXI&L5-WE%CN"24M_1F?D3B-1$$ M^?PE-
*I%N8<3&^_2Q:NOM*O%JN:.)}3&;JP?[RU-[VTN-)=VA1'"XR-)^?H, M^:V[,;\6Z/ M%6AP.\2?P] C.O>B1R#)2FDE6P]4&]#*
MJ)P4L:87B36I?Q2Q:P(-\&TAZ^F]!0;B&R$C5+87 F#1<3\[)]=;Z^OUF.), MUA;,B"+G%E42X/8O\L^]HJ[$3]6&8H'.IX+<=]+
*HK'%NVR<&!ES4=K1@*0 M@6 Y#=[9E9/&/%N.#D/B#;W>L6B9\G-KC#_BS W%],:+E[S7 Z?8X==0K8OOV*
M;V]8&;>V:3H"JE_@C'(991?Y1-Y,JH5+:ZZ\0UY 9L=C5>:U;AAI.&I\.G; MQ?!:Q1[;&]]J$A^]H;BD\^V44/M"8B'ZY$F=42T)B*:PD=ZY]*
{53)'I>7J1Q M_X)YE9Z5X5'9?@MK,%E5C,G6.98-"S=%/?F4L&UO+M=N\1]K#_Z)VYG8.>UA M_8=Q]ZGK3)PD-*
I@BGT2$:BEOCQY%Z/J>;_'C'|JHT7XV..<=?5;1.>)KI>U8Y M\X/U@T">33%E\PLSTK>SVZ#-QD5M:99RWV'ZZ2^5I?)8FDO#
MQ.Y:]97G:O6FR;H7]I&L4/;G"".LU6BI1UT'/^(;";"H_P%/[WY1>9PV8&9 MKLG9;\&+JE&]\]YC3!#",^?D/S<'?S/^[LYI8XEH3MP./:8J$X5*
I\"(>]^JTD4XD"O M:BMZ>MM.[AYQ%WK$+S/ONC534./_"A) J9LCY+Y$3WZ6EDD@.[Y"[75/G3 M?
*Y4>_W(^!5:V!0&MW_]T/C4&CGYF1)C=S1^'S2)ELE]IQ6V9'^A49MT]*7 ; MNGK2PJX!?_H&\O^?1H;(->EPS#)5IZB_M')13+*?-*
>0&.^6O>5%DJ:> ?QW/ M:HH$+OITTM%BN#L]PE$X\?41N8G:17%[:C-]TX\7;@'SPVFX;8]\GW,%W4Y9 MG"]&A3/%5GZZ.']^-
*+_L%6V[PQ"$PH1;3\GUY>,AN>J^=M]M(@YDW$IQ564_M# (^MDRP13P?559=*G75T7*=GR+(7BKEX[N5L2N/PD7ZM&+ZB_*
;JC7Q+L%D6#THF"L+:I\),3?$%?),D=NJ8O07[OWW!>R$/D3,)_M&N\4G)]#X6-$(? 1YJ638[.EFX+?U>DG 6A>$0&9G5"0G1 *NE$62*
+/'(/^D-=HC4 X<6C2A;!&L M'CL-1/)R.,78E,!801-'2FGFRIQ6;9_]@U@'][*)K-=G@(,R>B%FADB. M!1(0I7"Z.6W-2S.DAF?NEDC?VN/2(M?
*8E=D2&Y^!";AKYO "I[W7OKI/B]P MTAEX6\Q&0_F"V^H M^EUU<7S*PY!9GET8F5T>])N'64HYZKR @!//(E&XCX)B/PGG/^<8G#!UL09C*
MEI[9_=UT6LG&9E8]ERU]R30^XS$V(]4U-I1MA>,A8[6"N9C0;SG9XX<>R\1^ MZ;I+ \DJ
*8CF1*X+8>K)K*G%H0ETF)"MP>Y/KEO;AWSD&TMNWA"P1K2,#E*X M.B#1<=O)OR J,5U"2+*
S?;1Z/D3S6L)3FE_T[%VJNW/9K#E9QX@RLRQ%U! M.O .'9I],W)'77@Z'XYG^*G(38+CE]W6C#5.7L57)G_JCE4O;3[N#Y\A CX M:*
(,]!T2/EQ_\G3!1;+?Y_$?-TC <"O(P#\A>S#3]<%I"H(H[/-5,%NZ?GRS MH>MV7:K;H-C;^-C:T=XP?HP]:(!@)77*X",U38,1!-%R2#>*
3Z40:JH9L@] MOE^S8S?41C0/G-6:GS?/$$Y?--PXIURL:OSN?A(3I.VR\N^GT4IRT0I&TK+C M7T/$Q4C +&LOJM1J
$P=&Z@2J\G%B779CS%!\[\N:!':0Q:W=-U(.BZ5.*RE2 M$\Y7:"P$="CSOASR6KU]Z3#FM9>O=(\.YSG6)KO9\W<,JU5I2 7>_MK[?0^ MG-
N>^NWOQVS4+-@M@R>Q0;V5)5>6J@O7SWGH%?:$MF7VY2?GL6H/L/Q*SJI M:S+C/W()_4DJ.M6FC;5IR,NMHN2TTN<87>*
*(9$!\/D)Q8_GCT=5:) M3IF&?FWL18\K[4+UWW*HBTUK/H^^^GTVY']]"5T3L^Q0:J!N>H[M-*M;[F?U M)WT%(B*?*
*^*O+8QSP"44ZQV6\0*#!S:'T,?Z-=IOU75STX^#&,=.L9._LYFQC ME6>^'*UN]AS/1!BO*ND!V^1*
^MC7'YBTS;XM77,B927F\/=QRN"+.W_L)-_%'_IN-\<_MT^4LQ2GV M60;NK=N'0IS<9,*
+PCA'>S#'S2:*T!7]6]JQ('^K1G[FI7G,9Q6E6D6*7O MR=/9AWG?U]\VT9<(A-4)II42.I9=^F(*P;IQ=RW>O@:BPUE)7-LGND?W_$L1/*
M2AT2T(C3_,:I7-F =MKD%2H_G>/"_Y?YUE'9O;S=P;&R%=NE+]OZ6TOO/$T M(X#3GQH^QD-1Z^'^4[UC#
*<%AYFGT.L]UR/_W6$YM64J+33E9B<3CU/BCY)_Q MEX8K/+*ZY%4:9?+ST@93*TIC!<[__"@5?_GP#>/KISN_T#7>LR^2G_".5;*
MG"9Q>K.;]ORJ5S"8CR4/_-6Z5CYI>OEB/3"1RP'^U8BV(K<;=A'.4/@7NFF-/YQ&N7JX9 MJ;Q=2_"A"L>H>1+0$(O=(O@[P'47GY M?
*4KX2+P!JI\T*S(Y]I?<7OP;&7Q>@"HIF=_/M3X#X#\G^)X'\ #&Q_WV\< M_9I6KC.JR:7=1A!0BB@=5")-$ 1%0D=*
*D5XBA]X1E2J]A1!4*0%1$&0(DTZ M$4GHO464W@*1&@2D":&0*XX9SO?M^Y[<^]]\>L->M=DY69R<[S[/W.GI?W M,N'VGF:W&?*
*EF_U8D!E\K5F:UP/^^N8I? GKM?XJK\+&*Q=H MS//>)?WNWK6"99*:X+7AHLW'!0H5F35IK_%Q+F]1@@8&W&##O1**0)?H.6O|*
*M0)T^YJ-H\3P--8#Y8]&P.M4_#9S2#>$"AT,(67_75'"]V3>86CKAF$)47W2I M;*E1^/;C2DTPL>P_PUD&V&D# 1_HV,;L>*
*.W1,.L1EQ:_2B<9*_2[L^3,^C+ M+V55XUIK_\!XZQ_%-[A'"7K?RB(\8X/682MK6S\57;_5ASL-?FO>KOR]E^<*
M)'=.;^K%L7F)JXC>&QJG06&\M^[]E^]O_+=CO4Z9.MFRW;^-ZQ@O,FO-+] M2>SYPH=?*[_=3^52;TW!D_2T M!X59H%3.-H6< .S=*
[&IXE'"%A!4I_@B^9 CZOO\"7O&!WR([P M/-JA<$A52S2\<+TU3;A%6BP4'BTS0S2^4O7B;M M,4SC+"9RV/F:TW3B(7;=MT]
*SO6]H\X[_#\6]M)?GP!,F1^"/9RI&_/JZ A(.M>A<892KGBN*XQ-%3H1Y6D^%N7>I_'>('JL9R$#<'46+_1C8*R7=&Z/LW!GB M-R:M?*
*U]SH%*9N)29Z<=V!C-L#0*RY=8UQ)Y9R&'-?=,W&P0K^'I)HV/62M9%*
*MKF>@'HLL)SFD);O\!B4XW*J1&:HV_P*Z*_\66">_I7KU*ON@+G8\VI,9;U!^ M G!,TKAOR?)DY7)*3CID[08XCG,@566CPNS Z_Q!6'+-Y\6?*
=$JM*@'/%>C5 M1CY7D(Q3^A\!\8Y%0$P[7P'BJ7DPCH]\(6N->A%$Y $?)Y0O%$H&01W<%ZD5 M8U>BE1'O@?(D@]/47TE)_;WD^_7N2
RD99;23#B0I07!8]Z(^4,U'2?'S9U' M+=XH05,SDL#ML/QO=URG+@51),B7#TYZ&P-;K>3^L'Y&=;D_X]W&!4.SK)66 M_OA#MR0:YBKF
*[S0*6;)N'X>GSG?6W@GIAZU=6$KI2C8E1 .K XZ >#D4!^6 M@J!3XJUR YN-+2M$D]:)DD"I(Z1!#Q"T]DMHN]R[N6-KW*X7U9<1H+8+>*
[MU M6-+9H=WJE%["/!/4V%K=8IL^E74"@-;<'"--@[8I5QA5#0S;4$$,9#GFE#]E M!UWS&/5R0 4>DBW=(*XJ0C^!F)_EV>;@C>FJ$\ SIA-
X"RLPFB+P+ VKBA M&_O+KL.[^\W0:@R]YG2CZ(GN5Z#PX[_1XB!.'XWQ?CXIZW'"6!C$0D9Z C< MGO;+7SY.D+MX:= M*
*%BA;_0_T*8&\K;>22#!KSH?C2MCCYH-OK;G-7"'7B]V,@G3T7BM%EIS17LT M6J@'K#2"6A#?:8MR-3Q.YM9+<)#I\3+HZ=Q&*
*<74#+8OFMIE+QS9\$:8[$*O0 MARKORE#+7XW<)D6XO&]0JH"?_%L/P_C,S?D):D.D-ZZ/>@FU:#I&*
*[D*TGX]A]C2UQ_W=I(.T^_XUIY]+%#A;+XJ:X5H M\TOPHE\S.%F5;1@DVN)WZ M7O/=K0R_F3,WWJ@;>F2L89/_Q>/HX%2'0]KUYDH"D*
*M94\XAL&]CSO)_^#C6[L$5_8O:2GR<]&_*@V?96]U(0$M?YH9U]>T(FKMF-U\ M"O"MSFXQ\[G="[*1LNJ:KAX@*
*,8$OD(2TRK&7WB>9X0*Q"H>']8^^R]S>=_MB+W>?&,-M_KI^W]QU?B52Q:[_(O)!-G^CLWW2+\OG+D*2""?'G]1 J=#)}]D%7*
MP"_G7+Z(R,JAG)85;NO:>^B,+/^0 M:@&1$8^ 0UN':@7&3"='J?9!WK=GJM0?=Y?9:KFKN^]33DX9%TGX/#@ZBO.?6 M;0-
FE6@!MT#L3 Z1Y5===FE/:\G4M\O9(<##T'S'I.#8X_X]YYUS59]?LQ[4 MK]=ES^[%E=F!(CBU,JDOA?7SGVGDG@Q:*
*W.OJEX&F3):JE2N.UO=2Y42NR0B M:P@4=_)D\OK(8S,P U\^ZRUVCG)SV+P&8K#?X0?M P"\TA#=/77[FHHRND;J M^V]CGDO*8O*.*
*<8M+5W"$D?WJJ7$:94 MKIA&H7IWV@ZP_78O)X'WOO1&0K](-*REPKQ!NRZ-4U87XP M_/M36],,@+R*(65WS22]*]>'?*
U@JV7)E6#RMN]1_J?FUWJ6?CO>U.\\<#_<[M]F:,.85:"E;G+0HR9I\F8FYMZGIYY N^N":X'I!R,VNL>% MU&'O>@)Z5.5#YWV:&(?
HGJ]K6,.';.+.V>10#4BS^BYE47[B.2\8IZ[LBH=4 MSRQB4ZV++%;3,)9?NVU\X/4C F_QLL0CQTT>\+Q@Z?9Y%=E"0,"8V67@:Z6'
M:!E<[8M/B<+54KV28Q^5K8G:%^VOO-&BAAP&]:L[8>$<>AF&.6V[5M)]A1)C M:ZF;>-!9P
*K=RE?!A2#L<\5@L8BT[FQ)*ZO7G&U&3<,SY_*B7"?:^B_-I >R M1E-*
*3+ZG(*H^7766C%7F\=XX,R:*5N:R1X>GEB^9<2944.OST63D&SG1D:-AZ28]AY5>R*H B>P)DF'L3B]9$Y9)[F^F6U]E,;YA?*
*Q<^Q:V3%B#C5.. M?*X@*L:=9C[QAGM&26F07[M&COR#:]*/NL8Z[]D*.GLS$HWM6 MK0@!C[MHYY]ASM26[I[JK16];:+X69]?*
*M/R"UJ%A] DAZ!"]?Q\XQSYY3\L.9 MG$>13#DU3P!\:K8>=S$OPE^R([3V3@";MX*QRO*NHB< FB:?^I^_#JA/ %?+*
M[#]JQ'YKSQZW;4HB;G)L/'#2S80N(G?'A(E?C_)CCW(<(?_1PR7<,;>/5"ELB(=4C^.- M Z_'"C)Z:^_MP",NP@N:9177;$P6K:6Q\Z;K(OAS*
@0L6NXX98YIH^(4"TR5&7ZH3%\>K0B M2WTTC#W9P-\<.X69PA\X9#Z+YN;2-Z';.V,"8A69 M-_G(^CXY'-(4@L?09-XLZU+-3 HH@]H0T:*
(X,<-=95Y(NB\:_):.'A!VY((1 M;_'"LHI6TVEIL@?V3Y6!?+?@>;R]RR< GG"I515:I;LT MQ_NIA15K:;MA=I#"&=&=,.[@9%98RTY0=%4P6R*
BEI<9?B8+=-V:PPH 6CT MR@J9C;]LX7G=7<+H0KR'%L=J^+S#S$_H.Y/&_;;ETO#Q<-J)EFNARK6C"#"C ML()XO4)TG=O=D,%
[+-6EZ=@,6K/7BTQ-GY6']FZR&Y$+VI8^%DTN3RMA$"[M9!I RB)C2"TAA8(W+B.O!=PO^UEJQ.DVG^;=O1U"*
*<@&TD#'.ZY&IOY<03X8AVBTMZ[JEUY2YO0 MN'#L*C3$BEN*G[+K$5?T6"L\IE.E:T.,1+D64>*ZFF3!/QN0TECGB2:O03Z MX0===V0(-*
*X)\'RW*L>C+=FZ[XE!"B1\!*F@9=W*%L>>9;.G6\1]DFIN8],_5; MYOV]SUS8LE?N8:$)/+>B/003;02Z+*
N\UW3SD0/OBFYN'U=]YKC8H_Z=97(U M?J)_+L$>@:-Y^19O)JDMD>9=/HL@J!7]T%"E->D]G-K)O3?_PGKL!$"_]9M$
MMQ#&HJ]Q2C1%V=2@_16Q"4O3?=6@ZK< UEV.CI7/RV7KV8)DO^CQ4[Q3DCX M>I="E(SA=Y$Y01[]1L9GU
*\AKT+L24V[AD'3!;D[TM %/V=6"+@3'%%W.J(.?ZFDEJYFZ5)DUGJ46*B>,N,9PA= MZE#ZXAW^?7G[_&5@!P0.RIGGR*
*TJ13&1&SW+"=Y*6MG\.\+1%94,(*:K7?9J M2&/.R>^1BLL-<&:(F.4VJ@O.LC;AI .]L-[]0"M__;VM9443[;720IVZNSYV MH,7!D,^N,D-*
;Q7FQOR3_7IO@"=\W?U6T8#(X6W9QCW3C3KH/[W@_<'T(266 MF3*."-6U;%H;1/XCD+V8KGMF@]PR:B-GN!UP8_RX^*XJD!!M&5EZ*
KA8 M]M"4$?F%TS@#RZ3@XBY.1OO$]+.WOF?M?\;"Z;W@_^E=M;OE!D1"$U06;"!N M71C-
*2/L[LVZU#8Y%#$KHI!]"B&CZF\G%DR,T#D)> C91M>Q[9*231'[!#*;3 M7SI^M ,G]!/ ?Y]_D<:FN(SDJ/+3^.(\'W']AL M6K-*
8^Z++@932D.0#ZVZQFA7;8ZE(MXR>M1E]^,LY'M#@%>+ZYBZ%= M15:\TT,U+S98G4+PQC0W9Z M:=,;O5M++U?=\^]E*Q?*
2,A?)CJ*83'5RYVY'Q!1S1)%1-20RKDF=0N5(>G M8;^;17+;(YXX^9D;?R/"'!9+ZZY_/7Z$ORP_O!3(K">%85GK"N3[G=%L.-5P=*
MR(0]$C@;_LG%_PV>ND4P'3+1$@N_@605QK=UA@)YEM>[QBY66H5#&J M<#VX?__PI496OME39 P?\Q+=Y;AWTQ#;=Q)QQ-

L0HWLV="RX ;H1(1(H1, M'&K@6DDV&;/6^A&8?B[U_J1]>7]!!,AUKMH_OD4)K63XD5#=9/.1_=\[]>2LC'Y^' $2U-PJ(-&J%"?
*Z_LE\P$6DVU-M"B*+SOV^_M_;,?PA_>V*T0%BU<5*SZ.A]O5FY&MSVZ(/-N^XOGQOZIBF8(&*W;B-MW?C$CUJ?KU$|2#%U!U./-'YS^*
*^5P$,P?KD^<>![,_K+>G'5I W83TG87V@) M$4P|>]DA,<0N7>)2U1+MH:Y*WSG:EO)B4E7F?N^@,H*1=$@H88X-YU^?O3FR*
*M6>F_=6'&=59ZN\%*8[-2_Z< M:%!:T_96#$C+;V[V01(R-5-IM0FI&*@=,/)6>!GS.O;XO+-) \|SP<+3I8S Q*
M_&W%HWH[H]W]SFQZG%U[:T0P74+HO?:N(5F(\/M[JF1#?_+WY$(>F(E7#C(MY^LHG0VNZ*O,$?*
*JI+];&N0=8>SVGK*6Y$)QOXX+1'XBZ]5OZ()N?#?V[4X)Z MGS,_GR'-AYA-*UON)F?N#X*R=>R9XE &-"9XUK%#J1XTAAVU:5*.(1F-2R>(*
M@6OB]#W/H#SO|LF,ZI@DC,)3=GI%4ER3#COP.DVDCAN,";4 K>V;HZ3?=ED MXC*O\KJBV-G-M[C_2W?N??57;ZIZEQ|L7?*
*&EZI((C&0*6URJA%K:B0=L;AJ6 M,N1D83PC_9G/$CAZMMJI=KYWC88ZQ&G5II@T-V=/8M1 >>><^\3ZZ#KAPGFMF M&JV"4U[IOK-:0I>*
(3+B=)DLXEF:\Z_Z)>:L@8C:) *BUUL!U:H(<&]LP-E] M$N>I-=PD_!'D&AR/2PS"%H=BI@FSX*A9SH;C(B7I("?/$.EX,FV*;:+N78.#*
M#7C(E:&",Z6(J"L:6O3!B5K7FX!M,BENK=6^YJMI#1ZU6!NC[N"K+65/74I< MD_I%[W;E]XX)!EZ_DM6>
2B#=;0^#$4N)F;=+=Y!"\X_V0?5L@0$JLA)-QL< M:!+4Y]/]$VQW%BEI/V;_O1#!/\@?>GE:J[HX<6!BA]_20KR'49SOJ?^';)KP M6!=.
<%"!A;6NIW3!E[;${6M?P2?%0E;'N4/$\?Z\++W_;)G\%S',4%9LY9CC M:A'ADSL!Q;Z4JCA(GQDC80D5"BJXSJQD<\IM/-|*
(^KTJJNMC#MY_59R>WQ M9/A3^*:A\5$[;KE8:%LVAE6QUD)+12G3(9W!-K@3-VI$C5:@E@[\JI:O)T7>^/- MWS[_%\UF^%]63
*W^,RF*ECQ*B:UB8!Y)N1HW=$KQ2Q_N6=8SA)@R3LA*J)'A MN+)D?*G7\;3)5_*F_0$H,.;1;;R'5-B16H:GX1T^WS]9<59VG=7M)C847'/*
M>G,26>4?3.\O36GVS_X_KS&>-ND&,RQZ,[#$9BI\5(6%97;-^>+:1K=#4O%@ M:N8\CTCYRG;U8 ^)86P'O#FC2X{DA!X M@-
*P^F/P(@Q^F"UL=#"G"G"V]**FWJ:(JE_\")&\!ECIZ5[=_KL1K+CH5'VI M4-17K AUEY<\-@L13"\"__3ZY^VV/39[2K^*
KZ[(G9?"&P&4!__L3%-FK4@] M9!CQBQ(C&9GO:0R?=ICRAXQJ8)0O 5 &)N0/409IQG(Q[E'XYNHS$-$,$8-$ MW-2ATH[G]
*\&XV,^HU3Z;7(QV3=R(\+W*1YTLFOLTM'7?9';3E MQ?:_;4BE*0! 2V#D0W8'16=5K"!P^Y(Z>_*#2*ZV$X!I:U*9=R<0R$\V-K3(M?*
UIESS\?FK]38J)]2]E7\VJ#J/4AH^*\CW]_&N^S[]TW;^Y[;_XS\Y]O=K^[R3[K)6]SEYKK_5;9^?<+-RL M-NZI*:LJ [#N !8MR_ S2+@"0#*
[SIT_[!N&<_O&)<#%Q<'!)<3'QR.@)B0F M)B(D(B(A),!'0DI&2D1TC_H>&04E%145,9"&EIJ2EIR2BO/$"SL6QXPL+'OX&#_&?*
5M;_!M/P"'#)?\OI "'H7.2_P"I3" M8:D?"=@4:WJH="<1["+6GN%W";EI:.GH.3BYN!_RB(J)2SR6E'KR5$E9Y9FJ
*MFIZ^@:&1L8FIC:W=*WL'1RWK'Q@<&O[Z;6IZ9G9N?N$'; V^OK&YM?'UK9Q?Y M^_CD].P<=7'Y1R\L*
#;6/[9_4R^R6[WNX.!@X^#_T0OKCM^2$\AP<.\+X9$K MZ."_]!X((Q&0*F8^K&FYRZ;B"Z"RMISDI":772-*
*_E'M;]H]QH*7KFQ&%2>;EB@S/S^=$58#M+(4KB;!)9'R">RYS7A*%LZFP3RK21.?+= M++;N_^V O7B$N8\R4IV] =2ZM:L7_7"*_)S*
D(!"VI:8B!R_3K.Z&7!90 M_^4B=P^MAW1++#O)#=)($]DDUMMEOHIISG+.F;7ZOA],\^B+,@S]HS"Q!>&DT*
*MP"R4T&L],5KJ%/"FA0\PS4^_[OK(<^$7*;B -"U^$RVX?BT]<*EUEA35<92^ MK8I=//<]C3UVT<1$BS5,&,-ZP $ V6_\?S_WC^K^U4!")*
*M9A0;&O*GB![VC(\<6'"5 &#! 6 DY!Z&?]D<;&^*%(BQ1RQO87A;BF[WSBE M*S F\, RV0I'[*0IE.6;^Z H[UQ M##%D&_L!O %4W(#**
%:ALGC4NFO+/+#873K-,^C%?"0[66/^6BJ108=FCH; MV]/LPL%;8+.1#!OW 08ZV((,

*-%8#BITP" M4L]K,,N1/E_#J+1.5T=-8V=C2T<-=Y/AY',H1XO=MSA*QH]LJ7F%H:(.?ZY< M91)P0 H4I[$P)>9,HK>?]LY5;I*
SW5_83P6F.7/1YO?7KFD>%!"?QO1ZY.0$W@!50@4*JCHAZ-TF MJWS)()VK":G]\81W[9"]1UK?YS$V^UGY?:1ADE>U1F%?A?%H97?
8YG11BW)S MDI:RPW$ST),,VS2^;R;(<>V 1<>,Z-I/HZ8SR*6AI2U94C/@I2K.=A.58\.U MJ!-R1Z/,M+J<_95MC4A9;A$^;J\)1S
R'C!56#Y09J;E(U;I=^^K%X$>'\[J MZQUA(D&=U&E9I\]PV^#51[PW@%>;'7/T!UP%)+4O3TA!^]G)"<|+0CCR#J,'C M!FG5ZJ1"\|/S^SB?J-
*[0+&AB'^!+:U69<5$"Z@V58N)%@_7TVJ=?-YCQCBH/ MA_G8XWZ3F=LN'0M-ZXJM4O&@S[2^$Y:F!0": H*IXHK!(PI(DJJ!N8PJ1UA&*
M51M57J!T\^:SV%VZC%ASFP[HTC?+BJ78KJ7/VU[C-Y8?XDV'-MYJCP])3! M4'&'3S5#KV?5232G#50"U=^YKJLX_%A-*
*M3#HZ=%56(OQ@(4*3!JX-3"X",#4 M!(2Y)^5L7[Y422'U&-] M5/(\SR=`\[XL'JK0@/-+7/$?VM29+1RFKAWGANH+%(>JLGHZ?\)W/RG*
*US$0 M$&-P5ET-#XPMS/-*B0=Y?B,[KZ"I#6^C$'KOW#3NM<-U]*Z,]"3*[/%P(2] M.PE^;I1A>7?V6K#+-CW;$R?P,JA,#W^3R,',$MX7-*
*37%J7_EJZ;2)RU.[[[S MV6&9;:I=''7N\>-'NIP MYC/YWI=TZ];&:Z ,W7B5&4K(7?B?(IFKU7%TJ,_X%7 7=*E]^DML>P4/LH%= M#5F Z-P*
IF@"@6O+R+@?HF@-?SK6E$F!6\2MWYV%*=#Y\A'T^!"N]$M/RJ^ M(C?:,6>)U:PX,?4]8++4X9G9#;..Q?*
>AG7U"G6A/3)+3D1%ONP1QIUQ3\5EOGDZ^/Q^]OD-'TIR7)BJ)35?,;2ZI8U M,PW[GM:>AC8D41_O3I:A-
=G#=ZPOAKN9_6&/G,XC.KF"E)%6W8&"U+NP^2@T M%:1LN3W3#U92F4#<2"OWY$#]8&J4)NKUC^ 3K#SR-*
*5M:O"&9@_S'IC*B$@G]_DAM@[EA%I6SAM]O1:VQRA^ L<)M MBI5Y&.CYM82=AN6',&R$<+"29XL'HELS&/Y@MB7 MNX]\"QO-*
*'1U85#O3 FHK=)'@^.,@E/WAI3Z(.805O#VX3(:.7CL0#B9DPN[! M,*3-FV4?WF6V4-XRXT]SBR'&X:DX[V38DLN5@@)"1K*
*I(AJZHOS2G3.-R%!R M-P"S]F;C MLK^4Y=,FUOB\CC_-Y\)-M9"+*Z%(16T2)PEF)*B>F\OT 4;,EO M>-<2/O426[XVPO[;XDSBT55IJCQ]G@*
JJ3R(]3K%NXOZUUSC>4#T^X(=%Y. MY:!2P3/P\.M[9(ILQ<\R%L#GE839TS:)/5?*(]"@OI^G/W;W,59-K641)2*
MF4';7@'>5/9PJY[@)T.@.@^4HW-9CW,9D_C@L)5:XJ1KV$?K!<;5"Q4J_ %(M!.8^$I3<3@3O BXYG-/(,<4'.GJ/WU-
ASTRN_1PAC(,39^2&W]S^(%2&QA#5 ML[Z2Z($971:<)PXJ>BPQ%Q8CNTZJ]ROUN%(:GJ]T.\CP0UZ9(WK)W4TU(+&*
MA6LEZ1FCK%0P2],-_#3/Z[-Q'GTM-__9>Z=A^M0N,3TYQAJ>7X(9Z11 6/5! MHZ2LHD^KZ/?Z+7%F!8[2- P?
*IDT=2GYO>WOQHO:+B;+L7$.[WI7 ;LC#?'C& M1O9FU:>/\)PE7OUISGAJ#QL?^WN 9I"_>D2B5_WEA$@Y2@_),A #CXGM9 *O*
*MU2\>6&E-'YPZ6QBIQ7V,A]^E+6)3_JY6^[A;\B)&#'3@4KT"]CKS159MY7KP MERR:J;RNZW5'QKU*YKZ33?Y\XFYZ'BW'AI:=*
*I&1#&\QR3HN!XOP"GM(;IGY" MAO=`[\(7;+ZU MP*JV6$],*|\QSQ @]]P #BQX70Z"D=08LJFUB=6YDZ0G&C/K]0KTR^R/BFMD*
M"MS'6+@\+I(/-P1HG9(?>REG^?C7%PU)B-KR:+9^Z-WK MK;D+C^5&-#8B"XX[E%(/HD_G?.6WDLAWDG;@O:Y$6R"IO)LO8^_H!$7-
_(L9]GT9_3V%^SV+ M-IG=J$Z,]H^K4:]&+)' B,H0AM(^(+ECC8+L6&8"$?]HG:V2\ @-N2>!Y ;S
MIR]VU^]D%!@FT'ZZ#KHSED76<.UZW3_O>6=-T)?OC37&ZC;/86\S[+.>"73 M> -PVN^D"A)"'^L3T@^Z!KX:RLD4Q#[!]8]0:&R;*
(=5Q7IVBA'"LD%UTH,DEM^ M/-LN@1\I2F(B!G[M36M_I8&N27M!45]*\%E3K=J/I3=49AIN$)V+.%X')0;Y*
*M(6G6K,$Q/>=^K9Y/X(V_N3#?DMB,^Z/9KKH[;8B_[,Q5HW40]K$R(DA+*UH2 M.:8G6LWS^V(N(,/X ^K?*
UIFC=QR%!5_<_CBNTO['KI-L9@?%(S)\<\4BE' M*1X9(V93^G(UX>(MV0S^8Q5G=CY>!#@7)GS-*
\WFY%55SXGL>2XTD57H)MH[%>QZ9K58B6.E7TDTQ6],^/ZID5.W@^=1+
MEL&E_7YS::XLCI)$]"P7Z[2X;$.TSY,_-6M%KI"V"R$K!JVH9(S6+:BG^YLF M46GKBO4)^I'/,PTSA\-T.20)5%]9]Z4YUZ
H$'IF*)=RCN6VP%+-.2F]TAB^ M+!'45'?YVTGW.=X]8VJ4'/?+0L^HK42QD[<#U%;&FG_&:.!Y0LM;VK!+B,AH 6P;Q$,A@VU-
ZI+1^%F3D9I'G MG943VCNWI$)IK)-8?X5)+S)QIH*92.ELC=]5 -W]I[-$,P=JUW,8"B\,D4!
*MXL,2CODK5CTAF4$GA0X4X0&'49QFW9@X-04BHU2'W"\BZF4T^#6C7 M'MK$\2^\/R.(>,- N^^*
O:T.P7+H(CR![_FC]SV.LU0!9S)SR2O/KZ<0)R14Q M+;6)8@)]WF1=1.\?R I99EV]PU)VGX%6M\H,&EUDG?;3NHDBM0,\P8]'Z'9T9]X:P
*MEUPO:$;>H.E^!LRKK.=`8L118:N933/M*I^4X$M<_>K5]$"=QKJ7N*T#G"_B MO64ZM6M;F%L*2'G[_+)?=2&VX4.A0?R()3DFU.ZBNH,]*
JT:H"$2%6C\75FS M9O%LF,]?KZ>\R][!IA<";`A^TIMU R M1-G!KT44X\^VC(QMZ9,27[#]O&N] M]F7U$/_#O-YJ?I2JQ]}!.<_B_&H(N&]
(N_30J"]B(SY$_-L$T<%OQ]^QW^- M)<^D%2W"'@:>A2$..^P+=B? Z<^&?@A._1QAQBZ_4.W],LR4Y+^RKUH"<\@G
M0BN5+L@WSAEV\LZ^#=BCYU\U5O&GN:.'W#6H:[1,BVJOHD8_93K\EG4=C'A MW3>S]T)#[S>3%D,^S*<$D:$LD()K*5%HDV*K73D:?*
Y^'1S[\]TN$O.CYD M,ELW_JKDO'9M7% 31*1]?GD(6/,@ATSE5$SEP8?6^MLV.KB+,ZUG95CQ>(G MAO/,#PD2[,8]1O&N\4MK(,
[1'!XT^A6\@P-@J[MR$(XT20I/3J[G4Q26R6VC:U;)3[$7\E>/[1OTA\3WIML,T1-=_(8!TE-'7A? MM#^0,7'JE;3)<-7,YR-*
\5/#H&M[XR"OQ5>AC:+2O'#ZJ"5$T9$GP!:,$(IK;U MKQ_UZW.YPV9J(:]B.."Q]TUUYWHAYL"ID'$35<_,@1[.CC,0&X_RKM<|>+
<;:EAI.]'C<-&(]Y19W4:'&![J [3JK5]?,BP:(DJ49 MC')C6CU%)>+BZ2LY!29GMH';T(EA1Y7(4,%[RE#6BW"5J,-#2_9DZ8B2);-Q
*MNJ3UH"TEE^;[,8K, ^N0#00X?2U&0P?DNB@8F7J6$OA"V]#XX9DK2D.[,8*20 M7G.TM?*
%Z@WN>,$KI)6\1PH2VVZRGH]20GLNQ#3FAZ[=! M.E!GYD?Q\\837366G*^2+X/>"AP<;P6I<2>L@.SXY*VY_>T=\ML<#=UB1I0=*
M))=6+;JDVO$1RI>?ICO@MW%#QXQN^SDBGY>W^1%9ZI:MA.1.F$ECB.QLT,.K MIT$VTS(/[5T"X4<4NY>XG?
FX6T]UGHIN^A]R8.,4>VR\(?4CLUANNQ)WNH1& MA C_*J\T41%,]@DK-WT^O.CRUA_$'M%R/:FSIX\VN!)T-BU-0-O#1[FL&J:1
*MJO[ECE*E,4&APDGA20C"^:&5LPG-DB0]-T26"+ M)M2$GD^SR(I62;6^&:\:45R!'):99D+D+%$Q:]%)X@F(PY6^A%(K33[:VL89 M-*
_3J\%>&+ZOM/?S60;BSX!)(&(?8#Q,,'+_05>$)KU];*58PL2W[W4#V%D. M64P+ZW10C2'HFCP+Z":"@6EB6.O3>CIO)>N11--*
*U>Q&_>";]4KHENQ[DJ;< MSG:C+A#1+GAHKKT3\L-K378,REDA&'KB+_90(&1AGI.B?;0M!+U=?>C\>>XU M6D\P24;6X].NX2.P*4XS?*
[3YA5&O,\=UY%FD@A010]'>@C#! MM0U3M\B8T&R2P%$(;<)+RH#VVOZA?>Z]=#:U[PK'C_#ZFK*W?:1P';K(,$PA
*MDYWB\Z_)MP=,#5L^F^W B@1<^#!Z>[BZSH720$G"_.+0D M?I*8&_&3-1)\TP0SI4G69IJF*<7O+U5E^AK%<#;CT_-FOM*
*NJVE&QW/M!Q>Y'10/20P\"LJ^[@@F64" U>S./&AH50[KEX[M(;:.="?WCSCEH.SM,L6&COZZEP8^HHC%Q7SEY(H>5*Z";OD*
M<2EU_E/$#$'88.3I5ZYC&EBN:N9U."()O !$LO['F;@#[H'+(SI/Y FVLOQ3A M_NN$XYK3@W^81\ FQO$_1^\?2651:.M]L2>?&2VX?
*A2+845H)ISM^ 23DHG- MU,%$MOZLZ67-\0VQZ:UAT*H*. #XWP!Z4BX >Y SEIFNDX]['$[RA**$; "N) M&Z8/EH)Y*^MW*
*M!1HOP_CN8&)>FHUJ1X14)@G1S\N44]ACE>.V=-,B%BAZ.6 M*I\PHS#2+"0'VHNZ QXS;_F*Z>B31&))]"X'^E%8/U,\RW6]Y")%V@[I'@4*
M O+LB=1UX[0)4@Q^1T^S)EJ!SZ/.-]M>B;##=S-V<320)IYE0"C'#:.5R?\J> MO2G_NERT#++NNA3OM2(0%=/ZH=?W")RN.U>)5H-?
*2*WKSI"6^^%F-K!KCTJ^ M4+7#3AW\:1\%[V@,E6E;#=+P]6)-]O1BFQ5C/A.TV>0K%'WUQ-Z1C=U>UGGB MW FTU(B&-:^$WP!^*
*_YBG64W@+^8)RX3+.;X[MX]-2A!-!9*H/\.91P8ODC'"*HC3^GWU\.DO{)7S/S[DB#_GB#07P6E M_+.@E+]K2'\]_K?&E/)?'M/?HUS1?*
T"YF/^H),-RQJD^. =49Q#1X/PIGJX+BB "D^K:;_GN6 M8:H5#B.:N[^X"^.?_+L5TQO ZA ZU?K"KAK]:=D2K7=A0?:P*JZ 2P$_K5F*
*MJEAP)Y[[?RUE:X+H??RWRI%':X,I9>,VP>LNI&-GL">,$QH!\9-?'O-TYQ&4 MOCJC2#/+<[ZR!.\-F!JDQ+3?'?9,5[M/I1,*6=U0.?*
M/VRRM&N(W+>K DI[-MNDA64")K1I$G3!J&TM<2&M%S:S;NNTR4=["8 HQ&NXC0(!?D^-DG)"1A*%'0 M1X.M!_.!PF$N\SAN_YWZ763>]2&5V-GTXQ/ C_SSY^[$O=^F$7?W1IE-?CZ M2QB\E6O"<[M$J1O;J$J.C@:P*3&XCYL&^]OWJ,_/U-\ R'XR9+6HBB6D\"^/*

MFG\!$IC.>P?5BK2F8I[=7D6]TRF*3=5FW"DF69W@F3\ZW5N O;$O^]JP.4 M0XG<1@0F+TS?Y9^($$#B?]Z3?
QLS\F]C!N1/S'!@N)W:L/]LA/[!R3#XL,'F MTUL:O\RY*,RO/(/GU\+^122$O"P8\E&&SIK26]M2@R1)WWZBP$1(03"X7*@) MWB+3;&-.
<&@"+/7[<4N=(/,I]M)T/\[MWNAIWEN%4O.XLW M$O%>^&&1*]^/T\O#&G)R$M!@?_ZIB(;3"#ETX &,#'G@'!*O!L$2VZ[A5^S_
M:BN8_X#[M0G#UF)DYNWFH$_ZE;SHSNY59'X_7G2*/?4I5W+^]F[HV)[S\WY M2#\K;ISAR_).=0*"Z)&WN-
QY78L2M==/;]CQ&17%_W:DI'LB;),7^/X9P%U%_M[=S\8%N2J\$L+3E5*)$1]A9](@G"0?,B8OH>']'T=K+43$3]T'M4EV+_SNAP M>R?
[&!C?12:.0K>C7@!3\O+R82XE_$:/]QL!C6.(5@K0&@#268+9^LHA]LY,
M2_U99(O%GFEXQ]M>IY4W@,@0^AEO$]".A>L<0^!>K]+9E]0O'M&LR2$-O_W?
M[MI40.PG,ZKSI3=;U0LO\C"DHHAZ3(-8(,C'$G8:*)M#Y=S)4=T]U)*?UV9\ -5FDR+ZFB+ZE(4I8YI&J6.$N ?
MB6H<7#HD11-.HQGLIQ.CG]+=ID]D6"U<-MW,P<:?^/#QXS%<;[&M%4:Q)>&^ M7J3#94P4!
[(=MK_RLA&!5A#Q]JVK>>5)146E3CUF1$>))Y087'&3B6JL:2"J9 MRZ_FPV-/7W/S,^K$?G37,;!(IP8.XHQ/5T^
MIW%;X4/JSIX5T7@PS4$1_8C@CG1AU_J\E)5M2G3FZ3>[;G+_1GW M8,<54M&&-NII;>/_A;%[L<5Y,H(/X<
MEO3)X#%7OHF<5Y2DG9Q8SQ]Z0@7&U3&*#?(<^;(>P6_]]4@QY>6[$N"IU^8 M*K"%@2"U?;1*96G,B=F!SF2)^C-30Z75-WCNP
[P>#S;_G.0^O1)H)G;72?# MLX-W'F8G?:P/N/9Y?S(MG&K=YD6:?E.Y+.:!@16Q915LT?_0 M6?0O-YY+.<"
(GSHEL_/YD*E03=00LACQJZB!K#BDRH MIC?MTSQ\V,Q5W<<>C?(.JW]JX'.54I6N61'NR.%-\)W(DG\5/>"9$%Z$#>36 MA_$)WY8YP-
#I2>[*!80<^0C:6K3!0&K1VSU$21:8=3^&;!DXEJ-<^5YWV6 MT)*7,Z"ZE A6Q'FT[8PW)#;[//G-^QF+!X/8!"<09A5S$D@-)J9?
FY%J5.5\XU3>NSFLT]ML3> M"H)$]'V&6.4-#ZOG?<);Q)Z#/9/==B\GPH5)@B2NE,!F?.::">M0$C (+K8T M^\&=R<(:!*S?
CE:1^C!5\'X,*Y,.4?)#DR:Y'=Y9CV3I*T4RYQ3#5. N@7WK M6K$]74];C8EO #PI^9[B\HM#SVTG<+7^)EDWRD 33S*/]](G?9PY.H21N.D|
M\)%ZY/]HI"]IK!OPW>-K-U0)\]WMXOK6VSN'4-JXESPQ9S:0\8/QZS-0;\K^ MX T@?S'_;A\2!;_]+(.\DD!C?MX 5FS0W'_#I?=W<8U
+JY;_\N_]?^X_G_* ME5H_MSBZ.09:85F3IZ@UAQ=1^II'/UL(S >6L MQP-!.X@;_'S\0! IW9O)S#DA([%&E,2##%E%@GT]BN$=;_BU]B->P -
;R]C-W M&[]6<;LS,J?[!D#]\UCT!D !+M*8%.1,&$\F^MHHS?E,&/^3 M5QS($]/^Y5V"HRIQ_XLWV"Y?&6>6Z5$T2""\=(A(MD"KH%:
(TQFZR2M2?CWQY;M53<0#<_Q]6J!\N] M2_VI&DRUT2IZ;[HOPWFF(NG]VH0ZU,HK3$*X7JY"@/F$8!6ER0WP9E[O()$J
M1YQX91(]+I_T:NIR*_TXYGO(>1/H?.$60*E,OZEF.Y?KSG&^':P%&)/^C#_>TTJ0BMH@^ZFPQA_RC$/[UUHT M+7-
,B3_XPPA)9'-4B=/II,0%IZJ.KQ&4YK&*EGZ7>*_$U>8MAI(Q\ND7NP(
MXZP@S?]LL:*"T\7MI__"7>W2T"M(;_8X'_6D765H<KW1/"*">!2JUTOAR, M\2_]W(=M>MW@/O(\4P6J(:H^?'68R*9 F]%%*8!TZE=VK-
;.%XL4S7BHJL MHEH6."HU=-C-)VT/K'\%S>R%&E*@\'%X_6O6!G":-GB3ZR('34^.@3XOK,] M#AER3:4#=']/(,Q(V,6=^+
[ZNW9#P)&"9*OZ+/?U9-6X E[,':Y[?:%5;W[@T M5AV)GW10,XOO*Y M 02G(*#&ZX*3VF9F,;8\=OZ>7N])-,3^-JU7XE-TR!8?F\/5?
S*53=OZ@>1 M[C'S(OHO?#>U[CID08A/%E-(=_,;7N6L=2C. M_=[< M-F='U_SIEBU&A@2^@W?DQQ5O.SBR5)HH;[-
@)XM7_,R]_-8&/S@_,GWF[X-^ M?$/2'R(&5:+$VKX!W,)?[#_P]Q^V#,E#07^IP#&YW>*MK#]X"Q?P+W/FOYN, MDH)\43GK+
3@TNX0.H1R?I&E$X8S[Q D8IZF'\T1?O_^#O&MY2,'T7OD>@27_6O^T .A4V,(=\A"L MN&7T+$BC1%/WMZQD>T6Q#XTN<;$D3M(&
<=2>JX4&0]W=*5MT:-E2.BQ4O*R:M^<&0(NF0.)Y*/1B7.>N+77V 6O"T$\]J@
MI+Z)R1[QP\BNP0.6[A6*]ONK5SNOUX/]!7*K/W4DWW?>?%![9"AY,>)BI3<5 M*BLT &M=->[\7^'2O'>/2.MS3Q/+NT+7@
M!6G##D88E;MF%9/9Z&?)B23-+U3PY^ESX]C?H\U(D6^120XXH<2:G32'QH9P MH/1ZM>,.H&0[V?
H:+F<#@17%\A,;0'"%5D/!F*.UG^[1\Z!U'9L'I=L% ^!+G M=+]I> 5LIW:)9_31RXS>]-FP5>:,,NR6PN84*K0=0B*L>GFQ7TY@\L3Y;38W
M,\-B?]+LJ" YQD;VX>3ZO#%_DN-Y?K+IU(9I;V%BU5KJ:I8;^1'HJ(!OXL1 M0#7 ?&&=J 9$$\E1G&5J<4(?5:N&$)T;8WH:NV
WO,Z;:)C[3S.N((.$]?_^ MML:F;9*;?">Y.'T!R^KAP-6S("OD?!+:KC3H,<(H&JWS$0S1%F>'<)9LOE<6 MKKSKSL#6#.],0X6-A[7?
HH\7B_G7E+/KH"_C$=Y6I)CQ9>:9DR4Y:?5K:S:Y MCU+V/OWQA_&C:2I$0U0>M0GIC_)%TN)]'[M%Y]=I%B%%X$;)02^136MG&51C
M98U=+YNB3S1C=0CEIE)2W]\(0LO0+*NWLVK)W#!1ST!PLL0Y0T92;YLAK\I5 MSE5>U=$EP#UH1%G"Q?\)MZG&?
2Y_UZ0!A@7>I/OFP-ODS0!44I(J4^C0XVH; MN.%'@:Q5#=_=N\\I^AP.TQ[VZ"43B'T+>H[,A+K!+?#[;L=\F9I_R
M'=;\+4UV3]HI,H=)_=,]1(L!G)=:;D=^U2.A9X>S;];WXB\I7UKN#C0PDFKH
MFA*&M2Y^+;L3O66M/DZC2M*R;K[0G0V#J4XJ][R'B(SB\T[Q61COGJW_BQ>5 MI9[A1GFSNY?4;UKE,NQ>)=JJ&QM2>Q> M'(7-
!E);6."MP\K2[572%*J']38>HL>"_'E\%A-"=EVJR-$Q>FH/65.'=S0+ M.XIBGP20O6JU0M<;^L4)D6+#T8BBE@O!W"
M,@?.0FZZ$Y#9Y.+9.+4($Q[^C9O1G-B42>/WP@%[E!]DKWX#B+(B:0"X MSI!_+$3]S?]'_A["[NF4>'X;M.H%NV,RG\8+>57:;;PH@!1"/97
1@:;;GU=Z5=H=4A;&AFA-O ,-]+ M9'28<_60]0''EV8^8KYN/![]B&'*$<$(2\+I("*_U1$M8L>Y/*KVI**6J8.U MNXR["TM=C#6/-
^/&.P!@_$$(T;\\LI:(>]+L'A>7T5]8RUG'8U(GN@']7W"2V#&*QAZ4L!_@I0 MKO-Q3>59NDTP7S4_?%,AJ6L231?
FJB6S%2JCUX>YCV")NP$XC]\Q!Y/O*7=^ M2>FE&?[MT$/(+9L5 MO8_4+E)F<+]H%.()K%"J2#L!WQ7J.#(IO@3*"'*=$5CFG-;= F_-
[97>&H8 MRM]?U:# SGDG['2KPPH.['6[&Z27H)4R(,5(W_WEW;C35!U;-PJ08<>:\ M!@P_7-
A8()93*\U#%II:HW/L@_U<7&7>'[XT2KLG6IE4J< ;CD5;F0]T6+Z/ MA PLX3]O:$1L??00[.T0EJ9MU^< PY;EPHE[46T!HW
M2:'I(Z34P5R('B9/!LJ-OWV5+SA5*V.&8.L.D9]N#R1QZQ/WR[R4X74K76WW M-'M**9A9'?G(HH"DI:? ?
I29!J7C\A'MBZ)9/:+,E1BH*@:+:&N)%1T?+*79 M_?[Q).)-1;BPM($;K&O0"I$?!$)59MM'G3!H@'I-DS+S?:I7I)(4G8NS\?!P M#;Z])@:\
(_8&F!]TS?M8$>R<7U;AG9E^'N,]<&^&C;V'?7_TJ-_UO$!EO#6I M-+(:(Q(R(XRJ)>%T]D9@WBR>"C'%6'/K'(C8F\+HX4-.2X./]ZJ#O)&&<
AB5)-T>U"F[_FNDA=COA] M9'7]_1I.4G!RYI;9!P<,>S?C5IVMPY.SSCP0TFA)%-QJ-9X'YCU)_+CWLQZ1 M;\JKMU>"HCL$WCU[G$PP-
.H#0]7#@ZVMI@&=!Q,1VE=?D'J1!)HXA!8ABR@A]B7F+>7];H>W;)N2C MZVMZR;SHA73K$?<3,?N):GO2E,U4W;)9B5BTAQ?,PQ?
&2P*,]N=7%G'\IX$$=-(/DN5W*RUR M&&+P(YXC2O='$$/=V:?5+05@\3Z-V0,B41KMK)^1Y?ATUI+X3+PS;P'XM(6:
MXIMQ[HG04=DA_=>;-(_'JU1UI%]@[7J82-BX]!_'GL\&#!/= N_&.68$ .S MF'P/.[] B@?L)
(]>J+X@E9<\,E^:"#H"HG5/*F+AZ4Y=A9A;JSEO7Q0)JXD < M?2N@'+%CDQR+"5JCD.NL[:7]^9 MLYVUAVM=@0F!9D^GW68MC/.
[E\F1>$7K5_D4J"*-+_$F_.327FZLP8FD3XA_ MDY($K&2:A2L_1CQ:8UZT?6@L^K0?R'Q
M:8W(5EI#O7KADZ":#S/U.I:IW_Y'&3)5%!R*"X8,F3I,HY6*C)T;[RAP-\RX MS('[$M<:O["QB;69Y_=WL V8;D?9-R#L8_G;A:_B'Q-
TVFIH/#Y'9.()RTLR M'8*5K-X2,Y<$Q:RR8*$=$0)A
DF"0RGXX!#PD8!M(%&2,%''RZF9/GR[KB%RQ$WH8(1=7TPW,:F&\#=!Z:*FPUN;Q/*F97]V1E4 M 32^W?AA]@URY-*E 3_G3)S$-
V_*C/C_4\H,VM8TZ3KNYZ.@K2ROK5T-#:^ M2>KA?*\3>]K#.H$7]M [2-/2G(6SGT19)PY@7R6>%[FU MM\&X51:V^\3A0_4!6@L^2WE"G
M $(BYE3Z*W7?T_<2_6>ZU?* -X0'+NT>\/-XPMA #;GCX4@;F.3-7M/A=I7C#H;HNER,@<&Y&%6^)L2(Y/M, M&B\27I (!P5,R[@CZ!,/U M-
Y8V!=N>;'5%06H;R_(DD:_$.?ZO.T<,NY>?S6)?A7\OBRH:_DD92L/FIJ5V
M:4%%!C!W8026V*G"700+9OGZ@)>N7>OF*\D83E.4^E/U$8X(PV;'-,K&^#4% MZ621P0"C7*M'?5,1Y;I.(\%&&
[XZO3,?,J0_$*LRI==F>M=F1LV;>""2;$W M@+1 3ZWKX&I0AB":SXH!,BE[.S;=LS< PE4,K/(BA#] RN8Q)I2L0RLK;U6YF$],3
MJQXPH(K/%@_/%'DTJ)?=.[EI6KP!"VETF'V)J&?OZ%#@*F*[7B/Y./6=ZAH M(ZN=@UU':^DHW!D@9_U5@)5?HF5Y2 0\-9?A M7D.7'5?
HG\URZ,XUZRA1_;3^>T X%6-%[IAYQC",^ZI[KEK*UZ*>YTV@&LE6_S-B: 4WYL/F*SYCE_;-= MWD-
(>,):/AID;0"1'..Q!B4)SKG&?]:6Y.SO8O-SA5>Y/T/R:X_8L6 O*-$T M=SP9#8(?T0891OYPIH9]=NJDRP;S\XMR-MG]7N?6>K^%]:'.<\D?
^O$&8 ^D MV0V11?&NI=QSII =/44+JY_%O?R=[8">)WMFA,U01+"2A"TK'O^P]/!2FW5) M$YKXNO.1@Q69G.!>"AR:0-
\4P5:'Q,GFBJDG>,:!3555B3*<_ZL6]6#DM:4?$ M)LA(>'FN,U_2JGLPZ0XKW4L3'&@5QD8NXL'%TD*R!|\F<;@%C7%=)=*D] M^XMJZP:
"W791&S5\)CWL>LZMR:PIPY7)LI-H'@4>EC43@0,%6X LK>>V3F MS5GX\+6O#JC#WH=@0E4N@$$Q\O]P$>?)6"N*+'$ MJ("+K#>
O$G(BG7*/\L :"@]^4?6HH,WD'&'KJ,:>0H=[>M:X,4!S?49]S_^ M@C;,_S6"Q=Z1-K#\D^SVP+,"U*@C(G_-M=R'$JE>:,4XURA>L\3G50?
ZNL6E MZTM#,B#Z(3=5."U\R[XVFJM1KOZ#B!>L4QKE;LX'4#(%H??'\#@);<_"??^HNO?N M'R|UX';V':52L$?3:G >]YVFT0CH(@.Q?
=\X7!Q-1QA 9HF]ZG9GYP;0F#\$ MI :W]2/-G/+P)YMVZ!T;_/D_O<%;H4S$^GIA4I=NI81FNLX+$D3D/^F:/A1X M@:0;V%Q?'BESOJ?
$OG^0&-Y/[D\'U9XZ66)YFE0T[5)9CUJ$C8=3*U@T:4D MS@[Z)K&IZ/X6MKU8LYJ/Z&;!77KVYX[X$7[$#8""KFNP,W3B)- -Z'!&;Y=-
MN[]?H [63NM_P&V DZ<)J%#^#;PX8KD^ PT6.B^H)361;;.A!IZ\+6FI?TG[MNM*$K_U*]W8]W5IF0TV7@+TL6Z?IQS!G<)(2V-
RC72PZ)MZD2=<@';2$Y;S MOHQ&&=A9(VZ=&J%!P$BU#;B:'S,8^]);6!1SO7$X6S2U>&3W<;I/L&+D@_=& MUG!X>3UOWY[%&#"?
C[9NJQR<@"IA.QM;N:U8WG5JEU&:.)7#4%HWG$:X$6Y M!!MS32EJRBR(;]95;$G@R@29[BQ^1A$W-^DY4 G@]#87V%$
MT[E"X$IB8BJ*498GOD0M-!$F2='494K7Y8[X! ME)ZO2;B5Y,Y*FQEFG.QZ:3'%E7,NJ4#?!LTO^SG+O&7I0/*!TU@S9KH?\"_.V
MA!D^ONNAS/.OG)_EGPS[A6I8&[N7\@!3E,K?^(7:W!TG'I9_D^M_M7_J##UX
MU]),BH\3D9WVMT4S@VAY5(K]*M$XD>FRZ:CG\OVY!Y,%0C9D7Q^T MX;\^8P"J 2X@0U(X>4 DR7B\G' 0(2(KH2I-^QCU;JW'JO
MM8:D3KOB?/B-X#&)]331@5^#3/PXIF!W(U0)GFD^(*IG=_>FP_!!^^IH#(0 M30I(SK"27!J5CKB!AK
DBF'!U*+%!CEMXS.I3FC[#TB;&&U$Y8]A>U+LYC,"BJ?C3MG_2VZ4]ZJ_[7712A/#> M5S#(>#OHO+OH2GP:$[QV.U.XIH7_&SKF,
<$O;SOP40:?N>]SUQ*T5=]MRY" M'"*IS 6TOLURM_I_WO>-KF^50WG_6XO-\^2?'QBGSI;J2JOHG7J/B,T^92Y(! M5
4;^Q*:*6]Y&_E#>V012G-$K&UJ1!J<(5975-SVH+ESIDJG[!P(^DM]Q&__/H[T?!22/I3VV)]K H8VX(VA5<4@X9TXO?MA.= M=FG$.@/'8F-
O,DD!IXKI[0IN %FW#AMF6'X7N^K5CPE#S/?ZI?RZ@9.%ARR: M]0;C/SZN7X?IJ;)VP[S&G;;0_M7B8:M+]CHJ0NW4^SHQN,:)#
[=_SE%5*$=) M&N1-:EP/3$>4B^&V312M:U'_RB.9?I5Y4'6_U8%9W<&.]MB8.&QZKGF48L#] MGL^U*). '2(S_FQ>*(ZL_72@\]?
ITI=R.M<]WQ/+6-/ MG63$R>7&'NIG&4[7_C8+WLY!(YFG>I9W5GM6PP25;WJ.O[*C0VI[T%1N5R7A]&5
MP+PK2;L]!O!PY4=F;A7\K[;>EFQ=,,W?O4;M?$3E6R!)LH;XY?AMS*E'RGZR M$)I]^2"?F/I2_>6CR@ ?
Z&O4742O503HKHSDZM<&E@/'^C(+]L[?Z!J1]A2V M1U9KFY=&A3KRA[<0Y,Z_WG4+^NNNV[]]4 %W83S,_QC3F*_$HB%K7?@R#Z'.
MEZ\2CZ,=HDZG%&T'JV]H$U?S/.1?>_M3-B!O ,E=#F8,0?JH(9=5]XCS!!LW
M.]Z!,G"XF6W[%YLO4O=V&1P>LP9D[T#6+$*F(2=ZZ$>00^H5M(;SUZ5W@69H MGNVIS5DCCB_X[&

*<#KR"})K=H9<)>ZQ:"OKL!#';Z-J,F23 MJO8(\YV--1PH';R;U3>^0'&{#D3N5Z'M7'WRR02.?8+M_855'O(]ZTT3"G7T M"'#]ZL.YTL;2?FF&(;^BP$10L_S9$&KN-N"6PDR%TEBC1I{6><,2"K48\4CX MT_SC4K\4"QPJ.X?= *))43*0+?S@&T $71?J<]KB&27]B;,/5:^#G_*S8A.:M8'0E-AX.(\4NM^5X&X./2Z&5_Q_]_^P$L=')-$OQ%#&?Z'(;W>1ASS\8.T#M M4OKRA7%2P2F\ GT798.4AM.DR! A ^'V/I195X78;O&FJ9:9[-W3[^Y5Q<-MGG%].(-6G;U4#%=^*+^8;XDY\6+OF!'3U%CV;+YT/3VEHCR.97-DB=3)E(OHM\&>WHA$](G=N+6F*$G6V1(;[<=[-6[>A0-MEO!QP+N$9GJ]@U]9WT^/D$"\UR.N'PD]L/68, MC:+ER';GLV4H]D(XYO9/.?ELPQF]OG4)#0*GVH\.3&;+RM=^]9E:+'F6G.>" M]!*M-TT++?/.-WRRAP:!)&"(0;YF6]L;"S.F6CYW$<"S<6T2_QM 4I"9X$#;MRD!49%*)&UW*Q(2XR>CWBY{")^FO,$4S/M M:O;>RVF7JI4@0V3_RK(^X ; LY5'(30TM3&@HX'G>]?LQY4% M-%XOSQ^];+5X-UV_YZQDSDY6Z;P2"J@XT;'2(>#FH-U/86I<6KA%]-;_V:> M_-U/!^D.^I.BX/U)40[^4H%KN_SO/MWH'^EA]:)^7G/E.ER67]5PQH4JK =O M#0M_NBIH&IX/PX=GQ79*@(MZ0$3>@D!GPVR]>O)QC_?D$%C>*N5E51?-'03 MTD5RE4C&W6]=@:)R/' K$8S12-._;+Z@!N."]):L4M4I2)3P*1"8RJS:P@##FQFGRZ/C/FKNW$$S1ZDM*.V?1JI25^>GCQ.LNH$*UE M(\LC<56*S]GNUB_'ATJO=!0Q@8&5-7C@SW';XP_HBC9L0P/FHIKZK&A&"*71 M3V;2%+%L?]\+]1@><\;-_E:EPBA[!]N2R\@-H,1X=C5#-->I)@E]=&$.14;M.2*9Z6=$\=UE2W{0N'KO3>BTA5>A<(P0:("$&1 M7J(B4B(@/4 @(+TW 06D2%5*I$9Z;R(B+:%(25"0GE C!/AXW{WW.6>?L^\Y M{W._^WWWC_D\66N..3+F'&/,.<9:<_{6R9'[M5?EK5OL*3 +QL2;UJ;9<>=D[XJTN'D4?]_@\6F>W>HWR;@UK>*0@S>1]R7T?<@_B-?%2_*5E>O=^M#K!VI3GJKAJCUI$Q1=G_8)Y_K23G MT)_SM_F.8 $JR,4P1:7U:-CD7@*D%+82F@K\.%M#(_JD26'LSY7J?X34 M^=A-<$+ [>Q=4,FIB?7NWUU^Z3FS'OA%!7[%OLV]JA#8,_8S;O_PKV'=PB._Y0 M]}),JWSX.>*I$.OW:>MAB;XS+^>='35+PE*ZDNL&@>5(X#@OAFF2+AI&3&L M5V-NH2=P.$BG3@B?>CW-_Y&*N#,&@7X MXIR#RO?/U1BTNN]9/_-=1(%;H.VU-5'@AIH1X M25K83=N]Z;9QOQ?5%>$S>LNR3$8WD&HLB=V/N50"8@0FRDRK-HUD.E?/]C*$?.<\\'[+1%1XNF^[;YX^6_G+%.]_U* M*?-2]3*OUDL4%2U\B>[2LMY%9K0)P 3:G:W/ %S$H9XV<0)#?7UIM)QRY3FC M";O/4G2!SN0754LH[G[ASGA.ZTR/@'E8(9!_-7$%#R=+2$X(A\.'.5I, M;JE4"NZ,/(C$;"2\N*7OKC'@R0'QHN$9 -5/-J:@X<;$621<$.TJ/@ED4QD) M80T,E$IBTWO?MZN[4_.NL:%OV7B#(]%KON4 $9NK@ X6.?UFQ]4Z5L^2[YQU MG]-/1MF ,Y2?+SR=M3=9V[]6 ! MN<P?KT9DZL@MX0.1ENPEEI:)AMYM'"?E6T"=RE]Q138"!:[L,A*3.L]XBQ]O\X&976V>NS\F*GRE^#GPE@<="V3+Q MB>+4[W)K&Z)<($XN@BLCEY6H"Z=X_QV6IM^:A0[2O2+>$CGO\"Q]P#Z46YH\ M+6TF!/0&CXGV.3'0@LQHH"*S;Z.G'3P*^.:6W2[N3'QNEW0$()IS\Q#2/K$ MN2I85(.?BXH@WM(5S_91{OTG?<0$6=E M'KV_$)DK_A&?@!\'&GH]EK;RP0:5J-\F%.GAT[ZIV0_#"PM/1]HDFC/ICB+SM%JV3Z/HK21K9W>NNB_%D[U?2QR&@$FMU9\$^2XQ*X5>3YDE@I>,*H5"-T@, M.#D&6R>]^WC-N5^\@VWZ9X"Z##ZQ73^JY2N1\?Z0+]A)])5PD@\7.SX"DE^_MHD4%RT0T?"HHA,K=+YU\,)FJ$LUZXX5!-4__&I3K?#5E.+T$V[7 UUDM1&ACM6>OQYA%N>S#'QI;8I6/=_]RDS*Y0AM%ETP>S2:*YZ9^=M6G;+G\G\F%+XI!$ MSC/ @U'E/,.A?%NBATIXY#4?T9EJR(#IA#Z=^'"*U/AAL'"'"0BSR^LWX]0LS# M6ZUW:7"6!V$AL,[F?K66Y=T\.5C=\4_X;_RU7@-_LY*WA/-(@BR/6Z7R$CBM,[/,\B;_],1+'KMDH*\-I?"YD7D,8-X5L\ M:>E0N&S MMDWXMQD%)2XSKND;=P_. $YD#ZY_>;&FD!:6Y8O"*_5[ZA"$3*O"F<_B,/)ME,9[&URI2CFE4FTK@I 29@82C#HAG_"#>4B$A.JB$5.!QJ0 MJ"VYR\Y+#76?I) ^F.M(\>J89;0RCBSU(X.N8^8G<-,%!N P<:[M1P5RUX_G-_MN^Q;,V5%_0S?#'1]5.^3Y-GX1^[ZOUV2-RP!S;(O==*#-4]FW!3LSS4WO[RFE[#PMW^ZWV<@J67K"LO5CYM4FGQ=ZBRJV=I&7?A)11CT0.YV&_-YO.N>CF[29?OX' MULCC/6AOB]^Q.UR-Z(X9\8(/=CI S@9Y MK9X:?1Y:CH>Y8"Q$A3A[2LNSV RA=5&"60V9M6(F]:8V]QD4+193#@&WY-4I M>"KE'*E9I6]'OS4^MD$BP*9HM*_ ZP2['(9Y.-=<)H M0Q4&2XD-K449OONC/HB8F<@T'U!KN4OFH/N+X[<,A1K)Y"M"@7XJ^\'>ITP' MM\(PIUH1STBR>%MD-Q+@9,=7:!]IF1$5#>'R(MM5H(C/$,U:][S](#YK7VQX M\Z+2-9=?A>1CVT+[/6/G;GR_"OT#T!9,G%P6OK'YE6&H7;K V*+?O#.K^:G50M(>F.%"MMFG(*!AWV0$SD=0G@CN7$98/R<=X6 MZ*-'DH,CE"DAT%&@RN(((^SNEG6"G%XC*LMT:K,Z^Q+_4FH@QH,VI84MU\5] M#_\&Q$6;AE(^7 YH/E276EK'C!TD.;RKCI7-/[<>J;SCW0<(9]WR4$=OFOPH MCD]=0/Z4#?_#H"_;_V9=SH@&KM,@V3],M))6Z@:/PIS4&0"$@AS^&CVI:=]= M]SD?W02GT>OG%1?_5O%C#/%<7.'_H *!8;-Z:$SM/+GDUI!Y?O];4QSWF#, [=F[]B/]TTFG9]NW1\VO(9OCJ@0'RW%]T8P'#IU/@W_M_^DM8N43@M'VZ$Z*LKRZ=?V'SZAUSGUTZGZ"3?X$&?O",<],X?+3#@WWM-?W,];Z&=U3]AMC)WO7^=IGQG=.Q;#G/Q61KB4DG[/(1;2_I#*_:#&;61:MO8,8&,H-'N!,7C0 M[^^LOOY+)]/]IXK,X\>(E;'M4U+6M_-^G'^;8P*_ZFBO<'\W+W/.UC\[Q- MG60^_:\/KJ._\ZQSRJ<__S;O.'T%YO\A8I_TJ$D>6OE0-/-+G61SCXQVY** MQ!GXF^GRZ&(\&_;>]%CIS2G0$&*/Y$6B[\!]+R/TZ/]}1WM;LD)?:D)T0 % M+N#WT'YVLJVMJ+JZCYFLJ@*)MLD"LR_D&34PI@,S MC?$?BC;23\Y9UZ,VJ;SPZW>]\>UA/I1G@(BH#_/6G5!75NG4KL2%=5KY;HJ$ M3X=5)MB5#2;L4+:6T1D]W2E9UY\PKVH-76K"P=]2M8A=I<{I(+ M!2DW$L>KX+>(2,=\%]YPM+SUZNHSX 0J594[Q:1SJH.I1>H(R7')5K-CQ@#B MPJA/214KS<,GP6,JD15+S(+=-?+*E#:KC$VX^,0%KN9^.]$>:[ZQNHAXB2P; MQ-IJ&)A/D,>%>6B.?)*]TX?SP-0'R$V[3B#Z6T360A!W=^6($ V/SM-N],#^ M\94JKX?H%AU"DA6OW1OV(]VHY_:YEHYFD;X\PB_+F*&,2-XY%SW?+'NQKLTMS+:.^]7#N3^D/%8CH5Y=1;@N3I"370&A0RRU&Q!P$7P4U)69CM82,LSX?6D;2 ME25BXK>69D-C5_0ZWJH;;1/OJ'1NRZ$]VOJE'8%.]3:Q>DYV<[P^L7K4,3 M+W(8-;B:W54HYI:M;#ZE[3D&LKO]O#'T*!4LW8T)5G/FK+68A?FS]9BC/+E[M.#<>)BI>%'V[$%ROV#J_N/=@2N5'[J-9ZSR&6MGR73OY1TD/VT%4S5%+/K. MI(8D=G=\Z4L%]]K!X:5;C0H3JW!F 3N3S @X, ^0T:VBPAMG?OOXA7_+H247^3+Y)&;(@_J%I M*K!R_[$.N^G_#3 I"0[MN9/BI^X4<.5OV|)UFK.S"7P/"0+#'QNK8;&+\CZ4^=NY+9,Z7DI71M*=&{T. MHA>B./KI/N3;8JDZ_B5Z8]M@KK,[H9:@U9[6D]1LP=,GTT*^+>1-3]F>;2' M0S%55%X0^A8IM=!3{9A?!VZ+%[AX]M=9-/DERQMV4O<_4;Y;)G3DIUVP0T(D;7CYD/7SYK:X9>]%^53DM5'KU@7< M])XF@A4V>P=?7.07\!9WPVW'_V[EECT +?0W1T$W90-'$K()PB6/V/K1J?4 MF56S-3Y]-#4 9(91-\U)+&I'R4C4-N;8VMA:IWLM&VU$])O4I:HC;]=_C!RD M?*"'?S\L.27?6)O,CJYS2>E*E\7LS5?/?W.B@M3STGX%I""CNFX;,'XOV5L. ML![U/Q2SX&"7>Z1 ?/";P@F03&6H$W0WUEI0IR^<3A_\[D,7FRMW\;O7_]\C M:?P/F%F!_Q$S*V![*,1CY!XFC\3[2)G\!7>+4 L_C%SJ$L"75.'R2(4]MYN+^ MVQM/#>4,OYLB':Y?O-[!W#CP8^+S71;/M!H=2]33JJ\;N_<;/D;K>VA8[X]_M2>]"+M]!,A(;CW7![P8KG.RHZZ-,"3ZA]"=-X>X'5T2267V;^&O)5NWTWQD0 MA)8.RC\$51T%R8%;/40UGJ84]P3P10@;R,^,RI:]&':BPM1+=)'KANJC]8: M1C_4=SPCRZD2Z$J]/CC8"V_QHK=[K"[=*OA9F&/D,-6U'ZS["]PQ.5"*2)\.M8O;W#'Z3>._=,&O;/SD M"O/^+:W,Q,.BH1(WX*\Z<,/^9G]\,O7%#H[U0?>7+SX4-G!QN#04IHZYF/3J M?_7T<]N$IX(+V+Z(5Y2)<1?7Z[_*"#X$T:^U[P'7$8X6Z^CRR(J8F;1%(0N?*7Y14(R+RSA)A:1> MUID"%QL8 IA^&B&?]W;]_XV2\Z]*,OZ*4SX3!T%HTQPK1T_LVM9[JD$OC]<= M#^S-&?0T-#"(IY?.J1M_'+ZF;C:4+TK._FF08Y.OAJ85KO!L!]%-!W>S7CH#ML+%4K1MX-,< EWQ5(\ [E0*1/-)MO:$2I("MA8[:\N[LSC=)Z=;[Z4L!L[X M-/VS\.F*^E?)*28Y_&%_$%T'9)97I6O0RQ=^ T$G;91?4?FBU[ZSS^;E!?+J MO3- %-<"YZG<.F],8\G":L8S[C=MZ B:5VI7!?T'S+F'6-"U;,PD 8)TIMI, M3X!:.!$D'UE3_):VA%EC 2GCV9.?V[>?Z-#_I7[R0FND]I&/6_L&TV-:^QWH> M]RRI["S<1[[1'^)2??]>\X:SS]@VLF#SY%D&@UA4K)>S'=@:U& M4!61/^6DM.FIET9.BQWO5#4#]B)KL"8UX_-/"?^\V38%Q#>^3@A1\0]^[$'M2TPG9"2. M,T'8%/+TW+J-7WSI+^IZ=]W^HM\FW7'.C^?JP__4[OK@G]C MKO /YLW_@OF_)EI P9^< ?*U?[;C'N#D^(P+TW]\ !HQ.XVFRAC] M4!="ZNXMOBQ,JF!](2?0:CS-F/4\=U_Y]W]=]fMQ&&US07N]EJ,BT@2SWF. M3L@"[--*?0E>($2=AIS2G@$ZTS%G]["S3, -^+O5(ASHKTUJ.%G$R#Y(]/- M0IC"Q\N0"L>(/]$C"N)Y@D9M#B$] MRS[8CH?\!XT B(XEK7_DUK0>B1Q!$=_7%14>S50^&#\B0^3TOG0/^N\9-B^MYI63\XVF9O1?]>Q_80%_B>@_FLG3]7D%(A+[6[FH<10HN/*@U>\"?$ ZFF7: M(O)Y]_B% &.:FC]:;EC/YPU?^Y1"^QY13^.4S3_?[:SLOAWD/RE?\P]W. /\1Z\Y=XB_ MY#4A1'?<" O4:CNF#L'F?.20?IJ,)};=_93]5&QI+ZN-OIRLJS#VW[PXOU*9MP^]3>A[$:"%/AW(O$+@25@ABGUV<4'[W%Q:W<9>O^^=F85%U9TM%3= (F5V\B7D.51"B+ ^Y.#&_B MZXX_O +/88!]D(723NM_J9![<[=_/KTTV1!L].V-9ZS-_FO'N2G$MSZET/?"K-'] M24S>X2NS,GO4\B+FJW:MTQ]H#1Q]IT=+.T!X=Z163._JGG]]GO;O5Z%SO(MC!46R<9:PA9'8GWF3'"]"H9N;0.LJ6[B%]]E/N'_!&B;>]5+USDM0B$@:8+L,.COX3'SUY<6MDQSCQ(+>,'$8=#>)Y45Z&\B(]RA:6=V^'&.+DK^_M%HCYBN 2GGALW&0[LW]F!I D=?(P[,WET*<=:(?'>H>MC@5O6,7"2%MR=? MWD%(+]#OY"-($A;Z,_LV/K+ JW@&]FP%W(+QT53W5<\(#+\C'O[S=#9E\.?>'A,]2$WPCEV49M!MKH6P@$&5,K@]3H"I_U ^&JCF\+ALD*,%=;4#8'\&,']IX:8HF%Z .V: X#!] MKC38^=9*%U[=-X^Q.A@5BSH^5#VT'//F":WM"U_A!QT4F$ID(@.;&6C&3=G MWI/'Y$,GX&6<.39!TJRT^_7 16E7:*Q3G%5/:ZI04J*1!VG_-^NNCHJJF.T5MFOTI>CK*^:Q'X;G<*QN0POHGGRJF@XBQ%F&OQ1\3<%><%J0[0""\.3=(_ #Z M9&N*EF^0*IORA1:TTZU-"C;2!:G)"\FT)D@?!2-QE0%:O'*LC99;F]ZK@N:6 ML\]N&?[0"XU/_JH=;4PS/CUNHM2M8M&YE,X_K!(FB]\\ ES?-C>-ZN$R& M_*!73!(&Y1FX/7;I&2IG6DO^]KY@$%W')^._AVDV]WKLF_F17?2)J1D@QX?;_MJ_<^X0R04 'BAVF;$<3+ICZ.N\XXFA[OL'2]2]SXJS$R.4M]K5R]66ABU [^B7@'SKJ)L5\Y2)2M\C. !F!%))'54X4:V*_E-!O(;HD[5%9 M$-?I!,/B6Z8>C;\H[-(O7ZYBRIO[[$=GU2*YWO^#]L9)I>D:5=RW#8A^G_# M K;,.HV#XEQ9#PU;&-&9'LJ*T;-0#A$:FGJ(/Z>HHR<'.ZL%'K!E"$_":L<&M"Y^+O6F_V/ILUJPIJB/@Z]L*ZU6K!^K,-MW/[>_#A):=KAF$)^H $%05UIK MZUYZN!YON,U^!S>'%IQ#*:NH];37ET:I]*,2(SJTYT',JG8UCB7ZC!"KEP$ M65MG/Y=_?-PU>9@5-$.M<:[C&_HY>_E[R.3];5:8WRHUCI<>VM$3Y&)]DAB)_81ZVU^%WOLBI\+UQN,++&8@"K /I_TXMB>@V5C@0OQVGHM["4K&::56)+G]0&M.LE2 MF=-_1C@,4]%ZL&X-8L;D=GT^_?TED^'9KYJ;J8V=?M=[#00+VTPGONIM./QER<_JUAN:U!0>_ME9K3NM'?_+86?J-(!_E+(S%3L^96D+M8;4W08E6QOB!1I5@'/=?W(Y<8';7 M!K'#%2>!_-[-0E%-DVW%'KA;'SZKN4ZWF@LZ36$M@Y<'*,BIY[W0;=U%O3)_M$W^8>&S6-@J4"?(]=4+9";?,_BR.R'ZG+[ZER!,-H/^!T3_G7H_7 HG!I4Y>MF5]OP%,-P1:Z\=S2%555PBQV^M);QY-A]BY2/U[]>L2NG@$<-C6M\3]+WI=_M[2C1=88W5[\6OH>E634W9-E:$:9H1&_WE%%L(>=,N=0SO3Z]Z!RL!A8DF:>9X-W*L19M>Q@&K5$TWH7[5EG3T_RR6A.5T$W^*>DB_"JA=3,JZSRNLB%I(AC7[1C0CR?D M2!X'GW)YEO3LE6YVO!$+C$_XW$T!W%O:!-):9QL'.??ZK #'@B^JC.F^1S, MU$J,0Q Z6VQQ"Q$:WS&"7LX!!K*%+L_KK#D?\3K8SN9:TGS9Q A=)9B> 9R$*

MILGV\^B)B>N=1PNQ6RJN{E9A)DUCB/K)YW-??CU-%K[_LDRQA=2L{4N4UCJ MX@-X]HM7[X QSK$TJ&;[_K'T3;GZA:'E$55J-^8^)NM\]/#'+T;HZMN"),RBL\(M1SF RSP%GJ&?),JBXXYC@#YL1F|O%CP:=)?>X62))Y%>=I%747&ZU^CLH1PBQ M=,G6KS,#7;,*(F\G]+!N6;X;KQ+6OZS=_2HYI"-WD0#17ET %V+X *C/MQ[M4!6"4RR3.L\>?(7(/$ MY5VL0\;G"M2/^L3-W>VB@T[Y7"@=]X+'9#C%2/HQWP#D+";FFT>3U(D*N.VP M=I9@15C-($D'}U[L)>:8@I\G/S:YU82;97[/3_VX^ M>-9<$O#,5BY:AFP[KGG[XB\KU^^*-G9KGY>_A3)'4AGG_W9CCS16[PUR,+S*&P(2 MG0AF@>W>Q\/SZ%?P;,,X$YSNY\(QU6UIA\-P(?M@>+9E5"WSN%V:<3[!8&;I M7G;&ZL]06VHY;T963H!D/^;C'I&AS52U*5TOU?P";NGE3V?1^3Q-M,0!L+T+ MND?9YS7?EE$T>UU(X70TK^8#L?L*6+Q6:!?%Y0X X07]IBEQ'C'N9H^J6F! M33Y0?BIU>#.L;\,'Z4FTQ_K#>18%:'0^M;2VY7[}>FT^2!* M0?[R1S^#]X,HSF>9!&QJ6*X*\0HV+_Q4M!J_0\PTQW_1R.']&E;R M_5+RK4#AUS*UZK3S!@24MJJ1U&2[8Q(5-(!>4)Z@%^-]!M@(STC[Q7KS;/^;R#2_//Q 0V"T"8-?JGS:.YK M4A5L7'=LW^"Y/SI3{6ZJ{AU*.SY:H(ECC&F@R1L9;"4KL.EGH41E1?):M[^";GMW!OH>+2Y;9M_N<6\~^![+OM)/HB=:&)0, ^ZJ;'MWR#S5PKXF'FC([U'S^QZU M/67U@(W;MAU? =R-./0>)H$] R3VQWI?D?[CTS/MD=FW_1G7D/?+!I$I5NH M_E"@GOE$&;@<.G7L=SD^]K="FR9L&RN>0&B;[6U*3TI0D:/2*_GN?%@](Q,[M=#I;)_"GE(O1*_^:#5%I"*@K_@61N8B"FA+8W_[^DP]L2T)#^K&'|_I.E MKX%++YS6'WV%2_*H:WT1F0)?@$+Q[5U&]Q7$(7@S7:M>QG<,Y6(ZQVH -95/Q2G[!]/5P%[QNK/?Z(FT7>NXA4ZH MW,4$67>;]2.[8A_*Y!GQV\ZT+<$&C[C[@67!]?E.044#ZUG$; /B','3G1RF MAI-9B/%^KVR-Y! /\|KO+9:$?K+;W_R2 -HH#*$FC_<845GC1<2 1$D08BEN MBB2&FQ6B@8&[>-\Y;4/%7V6FN9A?^+";^>SQSTN,'+Z[\Z%Y.F:0:+A>"'^/[#]|0MP< ?X?K,B-H5-8A#0X;YF> FJCXK72>@HPQM'$X MO-?PBP3W?K\+98#fR|:K,#V<|HPVEIL@_J;JOOWH1W63/]H\ *>Q)|G^Y:.9 MWUQ8T|,X@N9!QNC^"'"7QV4I7QCS[]%@M@3\S@P*<1:@R9:@0)XM\I*HI<.M#O M,@Z.F5? @S'B/B+/"+4@L)JI\:V6F&<$+.-K6GY3QF;LZYA2() S<:Z=..'8J80]#@7K0Q5][8$KGIJ"MLN_JX&B.T.T%?*4GN0E[+7R*Q_F+77@9/@?H5POOI1I/("TWKNE0D?6S[S M7 -P73<[.GIQD)>523HI1()_D7#=XNB@<59;X)?:J=($\(K[AQMRT77'L*VM MNI\CV?2*+Q*_VU-B^F<6^H02<@6)}DL++(-+,KPX<.3,7I;KU&F?\=$>5-I> MUL\U9#.3XM&:NLI&@]U5 E-,FS;I!KXAT]_A71V(YV-3]02B=BD+)IZ>+?UC M<;"0_\JU?+WVATIWA&/>OKY:-J1P#;]I2SMECCP#'.-J2;-02:M*&7)O#MU&/'1RW7Q+A^4E-X5/KE30.,\V*WVLQIZ*D.X2\]):DBZ@"P2&J"AO2%2B M:^1;OU*9PC^G)(];X Q\XDJAY+V33)#(VAF $T0#@_8T_8ZH MSX{(XFN42;YL(&H"U+U>&#%7ZSLZKDRVKOR&8ZF]KC0)J+^HQ=:YTH51]=QTR$&#[!J>(F+M-(C]N4&F'EGVZ4Z_+TS #[& M"E9J-B'8*?=ZT!.0.<>'JQ.,IP(O@I7CC-!%[QD"/A\L')W M0J?JMIRR'^Y6$.,(?4H_D!6JO"Q;^'_N"S7]3[P)*]A()$"\$-LR?L[&^!GV^,0&-+R/$!%]6DS[+LBEI#=2&YK_>?*>4Q6:\9S M1>&_O[B)Z!B&T#/3[J;966+SIDM[L\"=>5&"[+DKAJX&W6V*O">S1?'V4]_MX-1-78.-=-@E>LS$>>3]M4WU)-M'.YIWI>]'R\2CC^-=X>BWM)A3CMK_XK1 M:&?V>-<%5(B_#>8QWK<;)].ZWT5APXK=6;Y%KLBE-STQ3-^DLWQ+O'Y92SF4DO]LI*D^%D. MF2[OS3@#(!RBR6?QA'U>PNK-@UC%2%C0'J4=#HA31F9I:KBE77!X1;RW]=E:18WB8^ M/,PMPG!=0CWYEE&SY<:.7I8MNGIE")T8_3[:NTGG;>Z$Z"GKK6>(3<>0$<1 M3GE167F]X##097QN[_'!Q2K\1063=^\3*HF$KS@RD7MJ@ '=K(EC?;.33NF MA".A1&6#UZ[8IF\.^#- =/+ P(ZN_,&N3B?5Z"$C(J)\L(W[]$L[,U#E TFY M?F*S109:3.0S__1)(R)NP%%TSJ2HLYMW5;7-UK,HYPB#V3O/DQK:.^7B"D[R MGN!OV3]7EH.Y$&X\P+Z=X)&#<1!9G]_F9ORS(D)F1WN,KWD[AS(334.H=GC; MI>RX;;=Z2U'K!(TU"V#C=5/*.XD/64:&0FI@.1L[,AUEB4_O[]1IF)"1 M:\>R3-3+@*T^!0VXB3?K2C^V$:1H!/##W[6].4^[(03PQA*N%8K5[A=BN '* M4F'B71];L[)O2?A9=__D37GJ:J(%EEE.PO\$F$_+RE8A%C>ALCN/B5:!)"X7!G1*O\#VOX,]O>EOTZW/T^K()Y7;4)VJ=Y7J3PC)^TDCB)6M0.!2FV$-"5.'>6U7E>?(5& M4I@HOF;53D!ZT&W9MZ:^9HM5C]9.9$D.%=<-SNC2^69:,X-L$\-S$0]3*]T,\)W2$>(RO7\2&$66Q;)4&U!9.C6WP39=B.>"&@"C4@9G)5"MQ(! "T5H YK$NG5K0VDNU]$6 M7QD*'MBB.] >;-XR>EU(2:X3&=W.L"]'"ROO^/9+ QG]&)^>%U'_5LTL]TZ^ M/?G[1-P59M87LZ$/U.UR._A5,3':EW@*-\9F%QICB^(=48Z6)3M_GS74[ME6H@ E*Y+FW^_4N^@C(!Z*>N-9#9\-WO#F>,-KQ/G05+!ES1]<4^1 MY-#Z1*_5ZT*WQ_W,,\|CV^W^"*B'^(-,V;*8I(!:KU^#.K6"7(MH1&;E!\^^;ZX>UW@Y__E+3G_M#V'Z_B.,RKS5(8H)U99=*CONB3E[^AD+WWY M!GU(,\NH;D 6?EAB<;D5.S)CTB](73V^)8SO70FOCX%K!YN?")(A+G,UT+S[M[>5^27 $XEFSG/9X-5?SFQ+.G8Z8M80SCP31P!6K\5O5#K@1FG4-GY7HQ=8. MF/U888VNF6]ZICW/14&[+C_'^B#K1;GHAF#MS)Z+CJ5KOC0Z$S_'2C3>O@\W M%(5]24XU(GZ%N>VC-T&-@I$)=1>(3$O:T4"#4J]?EZN:%F@I41,W0+'K(!: MMR|GJFR&LG=C>*^7R-7-5XI;3WIK^.(]I.9*8+$+G4(-X#B9^FBY2DQO@%TV M9XJ&E;XH%Q-S\IT2G0=E-]8_Q1ZIU\[$^_(;:^8*$*P-6QI/2D!4MMW.P(;_ MA=EW.-BW5U$^[ZB^ZU&(/G*L] B6'7TN>E(8+&T+R]-MFP"*>2QJ&@16N[OL M_!Y509UR(5 M*!%=E^#^67W"U0TB*YY&+$TXO0D6_7EV/ZD#CS1>N]Q!D#GN]^?^'J[W.'_ M< &9$4J[-87B(?5)T=ZN4%.,],;> KV5K>49X.F:YPRWF'..4D@X^=0^=1F1 M[2 !'#=]R;+,;'S2)83GX\))XA75ON[K+U 5)MGJ9F M8B_IPOLJNT(;XQ]D?\KTTN)U1,=5Y;A1@97_KC@5&1UA7GRO'$.K+% M)L=XD@_TV'9D<0YB6=V(K\1$EJ*EGTMOD@/%W%+%=D5%;QN473@*#M])DV4?;OV_(JWVHL="O"/ TFQMQXR0(P'[!JX7UC+=O';?M?8$EF[43'8O@+ MHKM:Y'ZE@1VAJCPH"(NIK4DU"-QOBV!&9I$]E$_VVQ*A* ;X< FQM'@0NOO5 MCAQ#6\R +(^+B/9&!$K+FL2?R)7SF"F!?X!1V-2XU%U=1>_^2;'*M@!1 @O4 M<*LN(3*>7H;U*PB455S&["],JD7:2X&PC.V/S7-?5\HF8*NP/0Z0-1C+7Q% M4 VF6)\\0:=<'M28M$FWL>T'E[442FMGT6@J[_E&X8'9'+08JFN9R.:(U[8\ MS_X86PN9(JO!0F'>W=JQ M>@D&NK8^O7>2;:^(EI,)#74LB53Z^&"%J@\CMTE:^.,>DY%2FU\SJM4X5SVS M;W7-95_CJ4&E^3[GFBOA7;+&W6NS_UB63P#",%MEY(HB=O8\"Q0K:,SUM6^ M)\-*93]JVN_[=YY[\?W#;BSD?=2 N6U]@DA/[E5"?U\9B)MHTLNTV.E8\#;0 M>#*_+G'9;TXMC5ZR!E[@R?-Z22)$P4*[OCU>YCGP%KYI9(.W_L<1.+;"9[W[M<[T@KY<#Y+>1;>[3V/NM-.GN"U=,&?F MHL.N2'"6P^+]U0_71;8]9CY1XYEB]K=#9DH*N"+VI9"T]JG J!XKFO#]'Y9(MQCBV*B(GIVC$I8%5EE-!28I5<"CNR%#SP:+^$H*7J':K\5O+1;_":8O@0Z/ "]O(T;GA]NA!!OOT=,^DS=#K%9&T$(#K7,XOT:='AU;C;M['DLK'ZK*V*TZS+LFQOF%K,*0: MP7 =*D1_2D?F$GCL3KZFVO_PH_5%L\W+G&VWMS[61'"*D/]'#M"P [+Z M^R'<)($QD"31VG3R'<$OID6C"?HKJW[R0\>A5/ ZJ_^@(/OK(HD2-EZXFU\?B M)^^#A==X45'>1YPMA2"4M,\GQP)=8*N;G9T])@N2"]G[5'G@C/^L=I..W.'[AZ%/>3A<6Q1_&3*F MC6OUH$V<4-K)H-:=R]B&1\6T]+#'X(;>>V?46J2XPDLB?LY0SC\/40RQ3LJ. M/7;RS@?L(5\#?9; T;D*!$RO)$D"UX/O+>TNMQ -,U1E^=)4L?T\XIZA%B'A@FQI/2)&A*B$PJ;V-@*%98]C777"O:$& M?O]@J$A?JWRI!$H(*!%:=4Q"1\/X[5V3SSE^\;[T&W*:K\]T#8_"%AZ]U0ZIU',@^ M,M*X &9.\DA>.(8GQ_V"3 33-2CO2+B*2LTIYDZX^-'\G9[D@5_M5]LN,B1> M0SY%4IUD/W??3V*%WR.09H*^OBF!(4TC#66E!K*N_&AXR<+[A?"1ZE9.,M,U M9$ ^>8O003@!%;T\PD?DZM)PCS'OL()$,TPW$C1O\)>H/|%QVDS[;R2IY#W=Y5 M("VIG@8$M3*Q='1_/2|<")^E'*67-:^OPH(=;DQ4B_XY_.F5H_O\#F&F'-5] MO,-8\-YMS,J:YD":":($JB=P*C[!0PFT!8/<*@3RAZBV#THXZ _#F$Q&X;0ZU!!F5MX*&5OT/LCY+6>;GJI,;,$[A>6@_.HR(% ?.MP1<6W5GD^LX ,W(&A)*$$I>,7![\0:A6VKR+KZ+5&W?'=/T(C@Z9:O8MD1 8 MLDB2V5QI:9C"FB 755R#/P/$B.%SB[Y6-+U2K?Y>4P;L&@29Y%FMEN<00W&9 M>/#+ ^F%?S2OU5[R/]65%:E'Q+6E-[Z_& @:E7TA2K"Q<.)^LW+NQA"0+@E#< M,F$E"LCEUH ?;UER#8HN\HC'@,O2"AO$Q7=L[?UZV P[[&[W)QF0J#IE5'KME:F#WQ\.PIZ;PV/J5UL45U^&#^V$U65H*U3004*M6O*J<^L7T=1@+NB10U\A MW#HJVSCG]T8\F.#6XP]*_TR2RS0BH/K4;RH<"!7&>Q^B*[^1NX--E4]*4[MA,MZSWHB6 =$S1[']+WKE.E'4?,20W!=='9FBZ[7@%M9)PG'F5)]7UKE /K+4\+,JGFC2G0MU8V8%7]}KO<\[[!%>02@OF)I=UX^<0@['Z>U1E%.>J<\SC M@B7A9(M+B7%VQ+SB[_-KG CWS [>YV9?I(5?N85ST7R5_C!@F43P>!C,2QSO MT69IDX7%:_>6NZH*2/7X^;X@BLG(\$+C[M#&;TD,=XK^#,&U'&-](C*C6TSPM>KKG:G[I3I+!G0&IJ<%L=@9%*A]NL%IS%R4LSU"V>8684S5M58[$9";>+67]3+:_4WNL97NVSXQRJJUQU0M;GW^Q9]F*,J1GP$2_H^(MWR3JYZ\CV+R1 BKH[*(A"F1XZ1B6<[QKK)_OMH-0BZQ?*K?0<_/1^Z2AYI3< M%P&QOY5P"[U\^8K7Y\'[V8N>U(' M^ZYW("M<2[B81GB"4 -*&F=^. MP|V5AF\])}R=1P]U"SVM2PW\N9JV+*[/X[6:Y[*$<([;9B+I6K=3$AT[K5XM ML&>;UT$-]RN;153,J*CQQ+BQ/"70?RGX\$XL,NF@5>]SMM/KNG:B]='#/+8]S>% K/F'_%H$?UKA-1R.?HSO5\9L0-NS77A-QGJF=<(:DJ]KD\S8)@@+VVJYQ MJW;9IA_=ULD[+^YLI-MU-TWA&_^L=%;XM@$;C79QD?DQ8UW1?;D*DY(;ZW4 M^!MK6'6[TQEJ#5U9##<%4$R^A29,!HO#QOM6\=I=&N!H!)9K@N2,/437:P7P MW5E^?:'R<7(_;9NQ4DNC!+\DKO3D'8@:UFZ=AZ-)\&;B"W72.NK71DM'&=3C;4$])@OUNHO"'F]0^: M.?Q.*A]+.*472D5HRVY@BDB,A+SH@G.=M$?._S_%?5=0DU&[;I"F(@:4(AT$ M!(0TDLH%IJ1*KTJ*,48BK0 H2B]BPA(#4A52@1";P*A"-*;A)I$Z261%B7 MQG_O,[,OS]4Y%VOFF_G6O+,NWQ(\:ZWG7:+3T;$>%!F09*5O1H/EK:.ZQH2: MBL](R?WGS_NI/3M1(L3H;M05N,=A, DT@DEFA'(ZA^,=6TKL98V=\'-22G7 MF4#/O7G7!=/,03U1NE+AB\U+LZI?]=P(0#XX?O#1M%P;O16;.:<1B>KMTJ*. M!Q=]<\9WX0[XCNZ(D>QK3;Y'_SKR$TY%*9IHLM-R^4G@BD)C.N@+UEKG:*?J MF8!I.,/=#_C+>5M>\BQ"P3+X)9"C\%95A.R1V1ZI%X$$0W;L7&UD;3>WM M9X&T,'09Q @,T*<",3DVO3ZS[S[41HGKYI<&_I,[E4_8C=KG55FN.:G MM)&TJA'=4A>A,BHZ79S=D(W<\0%KHFG,]O6Q;U]+\,6:&3VIP]%5(M70I1$.^2("\5$\(R406&3P4P>+\S;V+7B8_CQ-8^W-\MU>GL=Q_YX[%W(M/*CR7IZ):=7R/5:BZ(Q2>%S*W4Y5DX(-'U=#%E1L7,3 .V-H;4V6ID?; .*/M(1TBQ"!TI->!>IX"&O4] P [KV,*\2K"[@U_76\]9?K-YKDLD7'/L> ^5G]2P M*)?Z\+|'UC+Q#*]S)U?_SAE,&J0$2TB\=8A)=Z)F#COF^O72MQ/?JK-L$8\P M#1$C=W1Q)L<[D6-Q"S(#V V^.R"T$9K=1):.^UCG^IS>:_L:O0,Y##S9R'/ RMV>\,8-94U]K6@$[^_FZQ:Z$TXI-_D5(@JPI"(2!:O M 9DOZ31,5$DX3FRKC[PJ/3W!.A_P)D^RQHDIWRFW"4K$I#TT'=D'$7_(SFUM1Z&9MB^ZRJ?Q:=+%*@9:N)UZ\-@V]O[_A7)$1U,%;Y\V!:\V18?YZ1"GD#=_M1*7<9GGB+,SH\W=899JO+?R7J90&G=3*I73(Q4XDPVVIM!LJVZ%NQGD8&2RW!]W"'6_/.#YPT;E(6] "!HK>OT_1)[_3%SSZ?^)3!]# M8)L&J$PY#Q[RTBG78TSSS;7KMO!@'QMY_HVUFPUAW\|Z_%LRLX:DIU[B#97 MZG4&\WP*TWC5#[\MOD=V5]WMY*#GH&M:BG%@1(_$!CXRY\SM+73Y^5#D MS2:D-<@*]_:"HGC!R/W1GQ;]2[3]TO .G$[7"-"^!Y?-@+HP@F_)E?Q[BB=% MKD/CUP5UWO!?WC)_[4:&7P,K5AS+?&@HNQH(KM\N@C]@4^43ZKR5BTIOF^1FER7[Z8N0>Q-Y'O3JE^NGERTP?E\[UO0E1-[MC]"8V7O;OO>/+LTMAJFMQ/W1WCS\0JILB#Z0XBA](S>+N)2_><1YJ_;V4G7[MCPSQ"R.785A3=Y,!@V!Q]%2HFRPNG?*

*P]:R6;L36/^HWXW%V6XJA"#S#7,CCI M1L?.L(RL)N^!EB-<|7'[=*M8X0N5W\3!UPMHNZ2,.;XBT(^5\;>!"B)L#9H MTBK>6//:-O@8QDG?1A,2@MX0!?K<^/??"V-IA+#$ M,?GO4Q%&BFO?LMBYS5!.W_\Y%]:?,_A?&Y+N0.Z)LGPZ0E)'(B PY_SS M_P@0Z0CB<;9>/260!B3M&CQ_TPG*N\[,)$M#AN:2?S$]=-RW!*3*UNSR4:Z M,(=$29*+W]DE]LMN@)ARNMV,SW I#Q&LNJA*$6_/#CO\%CCV43ETZ#X\K. M>(7QFSD=/T'>@[9E/MZUCFL4*1>\%'!!?B75C^M;&A[^ 1?WY?:RM,!K[CC MGS<:;_(4#&O,]-^^6+D.X&!I MSZ=SWB/S@EW<'-O.NP/[VPN]DM V_PZ&#LQ=LGS74EM[!] M$+01>W69QK7=*+[!665F?BJCG!S]:-2^QY?K.(BMO1$",,F:W%TL_98T:9VVWR)!V^>[2]43T MAO(PM.VD.(2'T86PVFUW:^19UG QOJ MU#A F]8SJ/WM,8K'"%QX'LR_CZ?Z_\8HS>A=3.II;8N:#(_4JR,D0XJ_8MJDZ M+GU)#%.'6UONTV21_'G,55=J@[AREP#&$_3CN8'4^[>C]1P]UP8GI0?7 "NM MS]VZ.+C<:AUUP6ZA\^71U9N1SF\%TD:T;%,:CR^CJN#9>L2VCPM0SN+TU)?? M!:|OV0J)6NX;?=<8#R_,>V7%;0TY$NC MH)L'M? UVL^*IRJZ$P9VD?:K N/XZDGEB\,=9Z?L,K)G3P;QQ<[!FK@IRK1JFT!-:M.$OCT+'KOZ.TKPWHYL(/!9K%>2'1H=F[CE3J4R]6 MC>MJJX/FXC\\J7VPQXO7N]#[*6%'P@#0%PAHT')>RSK-QD.DZMU4(JL^.>L9 M>SU7&>(0+)LO2H@;_X]4RY9$EXEK$0SXO*$0:/? A20G^T#=*VO!N4PR'"%6Q MEFF\47UCK4UCU?TGZ(IL(69 MUJ#"G^],YJ!;)<-9'=M3 '& M6D93OMF,=&,[!^)S,/4Q74:U^7*6)WD B7.7NG#"FE@(;WA XGCOIM*+_'PC M3%*BZIUCV#X(G6.RUBXQUJISF+R5.]]MJC#R:UBBRL1#K*-Y3@\;@J;JUG)< M#Y$:/9B;BU>3LOI7/3P.#@\S]"12O),S3=^UDOIK/P-$/Q;DP,>?OK,2LOR8 MP.;B>*&,6N@=" 9D!6WBA[A@[O8M$+L5#'6!@4^? \1I*_=-6IYX1YKH]5CS MWAZ;LU6YO3%-;W5IA4=U6^PPK/&X%[S3URY*;1_7WT$R3RY^8=[LNU/NY%*V M0(*YJ8T+U>Y1+NN"R)>GS(<_*O_)'U3%(N/:XKFT\UYJ*>EM@L\]<2%!2'# M.^L1YOS5?\W*%^Q']'F.SL,YKD8H]B?IC(=SVV1'Y!W-=G+R0:DZ;IL]RN MB1:.[.SX?0Z3T5,+8YF#_)#GE-F^QK5U=9$Z:"Z7:!^SK$!C9T.X"'+]K< M7UGY<_B3\7/2UJ>C)#KEGQ,A0@AVDGP?)H(<3ES%I(=PDQ[4BY=LF&.+"YJJ M)_/-%S@\BV14KGD.3B+:Q,6MR8(DNDV,_452 J_LN#O8O\C:=KTY\M=*VFFL M6B4F;OO7@XHKK[2-;M>'/#UJ&:4?P9X!8A!NI&RFQ#[H)[W9#/QC[1B%W_HFKX8L?'(1R;P,=V .3=L*ZXOKBASM8P*@FK7!:- ME]$=!Y?I"0F NO*T (@?2+0S"]JQ <$Y#H80U R[^>::S78**C>;085]VU\; MWG=? ZZM1_#TH/9ID!KPIR@7DA2&E[F5'%D!MR4_UJS+FPYF-W!)-9JZ MKNTEA!/T9<*9!MA>L-WK<5M?25"#'DU+ [.H!RM"2MW;#":00]6UMYCXMK>T"3 MS7L=TT59MBV"VKWS.,;SA8>HU9":R83.=M%QN0Z6C:SG[=EXAN!I/;^J6UQK MS/'"5SAX_&7"]&@#]ZNR'Y'URTI[0=?[_J;C,QK\[-G5^9H200\<7#-+K*P]-MJ018TC1$7M $OKF%,?NF!'CVVW ZKD/(H7OT\,'> [.]7DI+3^A>FV$"'+Z)9>>3H92M>HP?K\[=6S>4I='[/^5 M)50;7$8%^TREO'QEYFXHL07__CRX<_B8G[00XUR);[@"X9R.%\=W:]PP/3]> M-PS3.(77(TD-_O,"_"A&@80U'TQT&"9;O\#8/U/S1N5R,!!_!MB6)3WL[OG[DO,D*K9@_6\($AIT(P64CE<6RASE3>KC MD_X3M7@1Q3[NJRP/!)R.J*S&R,6>"F'7URO<8#BU-QN'^]K62KLW7[=;)8A= MG5Z$7WOF[. %)^ T, Q2,5D9">V\&UC6I (\HR2/K%7]-"$-=TVK47BMI7YB69#[4OBDM 'N% MV^_9.Q %<79G@*X%H*U*STE[(1[(#&57V?D$>@_CJ9E_I&W"*I0;)LKA;OC8 MOD"33R%D2ATXMM2'I 4;' K4_6B%E5KJP.U]WDIG9DDW866T]7]#UQ>%Q_8[M8L\ ]=QY'"3M7%B5JJ5(N-9!"3* (*9VV,6^M3ZCXZEU8//J;TO:01\@HDE%= M$*$[^81B72GW'$K@0>9U\^80C5<]TJ:X^',2 DF07&1X]E/8%]B2Q^,D,N' M9P^70FBX$:2V0K?T[6?,K!(C,5H1<6,UB1O?;NGV_WF_/$J?3%$E)P=]1' 9 M1F'E*>G87TMQ!QJ7UF9D]?9FUXF0S"K(G9_WKR] [YWSX6H&*5J=N)FEL&1-V M: M7F9RZU=C&!*XI0'PS=?S>-6'X\]=I1LC#S@J"'+Y:H]BU.DBHC,^2W3?<(.A M+ [0ZPZ@H.'6BS.3-+R8'>\W8BFCG'2#4+6=L0BY!2+\=W7'7K $[@4'$^ MG_AA-MK,&,7"*.F'-3J_!XK]7ZGPBL^+]X=^U5#!SS[K>WDCXZ2*(;4R.XY(_]"? #K<#.PS1KO8";=7Z#R=_M@KX;S?XIYPK\Y&MBT2X^'>J.3 MOP!MV\SAUY5U';J%3K>K3!W."788QGLVI M(+YTX/"FW9Y7UJA.#TYR/,X_O&)7GH?!D+0;OLO?,BY50?6<*'>2?7&)0,.3@G9)BF*R-OH,$"&S:3 AC]QR (7TIWYK$IIC4PCK ME7>DY^"Y/=.I1J7D*7R&%6 M/4^HM(E?GL%@1ML%R%%23&O6H3T.,,)M:(OZZJ%#1@6L0+53/"^_Y:=7ELFM M=ZGCYD^0(;SD(UQ2VLGK]IYE,E@#2B=12"0V[RTNU]M;+7]TVZ2#)NL WAJU M2^%R#E0A8QK<WR.:6$W0T5U1S*%ZB6WK&*%TI5_SHRS+CM<">&DF!!G M>D-9X1T8=GMFY"_2U&S/0GOF(4J%V>-2DI04O%>W=PM9'+2\KGDQ9+T'H4^-M6NJJ1B21]Q(XGIYJT;3/D%>. (.1K75W#5^>6C8;%Z,'KR0(7K]"&E'U#JH& M*C-)B"=$CQX-/A[#[BRV6EP;5R>VK>/'SJ[+&S=YI9N^LQKO.S;B6258WMTY MR ?F;? LNR%J07+]2F2EV$R53%*XR"CAI8!@Z)R;%S]DRT.[E8S3W_!U3HZ-Z MM/R0]\I*,;XC,I0.S.%5O+$H.EI"NEIW? >TIQOL%VZ'$RO2BWZL+O<7OI9T2 MJ_<<+,FE71K,K8KYKGE\Y*LNB%XIB?[WACN3A^E1E M'3J;:DPL?=W.:P,7L6DP9(/?VH .!BTX*BC\#9]W/[,.?9QVC=WQ\D_4"WKO MBA,D^#ENY)HKYS3R(IP*S/C)M3G>:N.4UY)@6&.[_?BMTQ\[*_[276;9K]" MJ4_97K13G7M.J35)>#OW#!!'>?PIU'5#OZ10N,+2**6'*;?3#YX\'[GHHT_R[M#K(AXT,E;@X=R4B\.RE_ 6L^51TA86YF*.FIR!\X4P>_C+&+;.2A"DW+!#&83!TC.%_[^MG.D%GZ'&_>DS[/Y7K5WF>*U,72X7UL1](TL1_VT5++V!X2[5 2^WUY;T_5J. M222-JS4-UG9@6-R%,]HBS%Y@L.5]AOP7K[8+!2&+T:E),6[2K_T5K)3Z1IS M/P@&C>\$^NF[N(? 8]!#_=I^4)/6"8[LLE9,]'F=D-^6G+&__DU/QE2?68SPBP3VH6EO!CKXJGN%OVBU%C[X7C4?K<1==3[G$-*-^% M^R5DJU.ND] <'%^D^3Y=[L,="[O>@'V5: %+%9)ZV&V9D_1UHI4&(DC,)9P!>_M^&,CU/7W]50E'"*Q&,ZBV/5XNI"^KUW6;WM%,;SZX?*D,\+EAVG-# MX3%Y'I/!MM<[-LB04!%WEU9WYZ)2N6GT:TT^Z34D(T5$;ML*QAY)D2UVQ8:& MH=-;VK,-T)9Y-L=UXBR/NCD8+KI03_U\'"=823Y(I,LZY)-_M;LI]!^9;J8O\ M6-JY 5\^T8*0UVOM"N^\7 "#_LCZEI^3B';?,8 MP\/7SH9_V_(\+ (:WV\HX>C9"Z,?:AB$TB0'/?FM?;-9H3C$?(\9OI18 M-#.JSC5:B9#*=\N2CZNQ*:,[:.2&6S7\,P'21 (-=-]V3??[720MQ%0]/U"YIZI-M2HB MOX<XA 0Y98$3PD*[3>01G%I7BV,W3ESARU;).9[?;/O1R7Q4*2RQ:!$/0- M_!2G!L1P@DJ[0]DWD-C '"\C76QB9D;RZ;!+HZ!6T@$PBHO#T23NM M/"+EN62&'ZZ+W),P7WBJU;%.SA&3^R6.WYV\5B:R%%.J[&,3>#'E+C5";D+* ML>[=L7[C%,*^1E;!-KI_%"]]B=X7T^)X0YFA%=^,FKWI6G*2'<+[1XICM@A3 M4ZEHWWR@[C_%^8HA M5J,K8X+R> QA%D#LIT" (]6D%MCWR'[_1K0F[F65.*RNGM*)QIL]FK*I>Y-&2 M&CH9&7JR++IWR9;V?,+PI]>XHZ@$>2RX4[PLNE@W>^(Y\P= MG",SF!#;DI"^+YYDV;E?RL-C[^G*:%__A1##V734.;F= :X@O(@9N-((A#"Q M_5@SG9%WK-(=&$O(/NHK2WED==L_75BW!P!O3S[/T\:DTBVM0K)3MRC8YC;T MXI&*Z>.+[4/7'#B*]F^]9+TCRLRT%*4M/A?]XG"=[&1:1[J56 @7#N'9;.;: MZ*F$(WHXY4QJZ)(TQR@U@B47GYI26(FI?1H,(3?LL'!_RS%Y/IX-["3VL#;@ M<^?-'PLCJLX^6@D[B9Y,8JL[KY0K46^6&'R7+KY8E" 9)OAR@0Q[U46:XB#= MQ;W?W&!7Q&IN."[L,;&_&_IV*TS-,4XT'WCK)!\@ UM+X5@OO MD^R2;X*1QS).BNPZ6-&:I=V7*(&31(HXCGQ*C[A/W,?ZV N.;8&=*B(F$)0^T=HLO[*GM-5AE9A$K_5.=8WQ&TR^LRF*YP!7D8HQ]0KPD1*M/,^AY;73$$")S4-RK;*HDS'--B$! M'Z9\7OY^N!+I=9NG+PI.#,TB270]J:X2^L[S^FQFK++SRVG/N05V-_U M@%6)H7BU^D^$$>X7@3OA?)AV8S4MONF5[F;?PXQ# M./F<^>*,]$4<,CHGUH KM@OSZ_>VZ[CF9OCK,"-2]_[4/6 92/ZMC$M%JK< MJG4%ZY5D_Z=E6*U0)R\.O4H7S?7;1^;T;X#%B "VB+SC5AG8*<.L(<5@I'"8,@4L4 MP_:4 [174CYX]0+R@7?"OV)%SNG7(90D%>VS/W&PH&-273WI@;.K6>H+=KLL.FU^IZ M+V2[-+SEMYLSI'8/0!4BKA.!?9_*R6S=O>T"8P=\E\B,E 4>G_YBR. Z\Q7S M;=^.7PZ2LF.7YN>GD7$AURFZY&(\A%&C5Z4C"D>D3? _$6W38_$#VI,'8\MD2 MS?6,/ZS4,!Z)Z57E'KQ:Z]K25]NZX%(:3$+X.^_[3\QX$/RYF$+23VU<.1? M5Z)365)N1Q*:(0B:\KQ@1"++/6\NP[4Y 0AZ$)\3I;RKR:>WMG0=O>V-=XD% M,]_P7_IT9E[?X"]3DRR6[MES+V=5T -LC*(83"#42()=[0QY7-&3K5J,D],U M'\,Y8YA4HY3[A7C%5Y8I5!HIJ.0.5D=UH6G*G5<(^4+;(BSM>KT'N%O W!F0 M;O;T:Y75 8=,\#6,X54YR?#===O= ;QQQ*K3P3'7>D-7COB--X^NP,+S8#?7-G[#W5>@:MJ+XPIN3HV)U&@!72XD5/).SDJ[Q33%O\2U M@Z>5MAP.[+67GKDY S;W@9G;_/G5.+H:.T7I? ^I'I=B[<2'BZ">^DL) G"[& ME9P4^7X 6U6.2.96;HSJT$R(:.?!G'R;7HJJN^)>*7WE-I(+=EK>O5:;@ "5 M0+U^+++FY!5\8E]@3O<(NO4I^=G_@RXZX>[LDD:T.17$+#>>EG:(85\ZN'ZG3 M\(I.[;Z4LN8:>@@C=<4*=:.]@.09S^#XN?)(G6N$(>, [&#ZL3U*EM#WFMII=UR>F_"[" *3:@,9M0"($[PR:,HC(7Z M[9FZW4L4G69B[F)#J=6ZXE.Y_BJ+_C>?YT^:&NL^[L-!'ZF*82TK B*E;LG=/RDB3WQN+1^8#08="\R3W5>[MV?0)V8,C%\F&=J=SHW(*7V*MYS-2L,K.]#ZM \MWJ%DG7^]5%*03Z[%"_D@)!'IVKI;M2-3&LJQVIL=3XM6LN[CCY= M;&V:F N]AF3=4'E/*M!XRZ]?!&R:# M[7CVYO7P?34!(&QI',Q,#(P+FIP M9^RZ!5! <7;]\I\WZT[]_[S3\U4S=2_^ZSJ6FN?\]1>;Z^S][-V-_(W<@- MH"2G* = 004 4!X_ .0R0 : AHKZU_78T!^O)UA/GJ"C/WF*B8F!]>SILV$Q 2DY"2DC[#)R-_3D).1$)*\A<("MKC,^A/L)\\ MP2;!Q<$E^;_E)4= (49 # -K'<3Y!^;L!_K6AH#Z. M$0,3"_LISN,-C00 5!0T-%1TM+]&_=@;]-@/0"=\0D3'(XU!K&F.^=*-A#05%)6T MW^GHZND;&%I:6=O8VMD[>'AZ>?OX^OF'?XJ(C/H<'9.2FI:>D?GE:U9A47%) M:5EYQ? >&'Z#&IN:6UK:^_H'!H>&?(Z,SLW/S"XN_E\";6]L[NWOI?PX.H><7 MEU?7-[#;N[_\0@&@H?Q,^T_] (GST"Q4='0T=\R^_4%!]_KJ!$/T)'0\&D;0F MIKD;\4O>4"R2-\D%];W8]'Q:$%(+]^FGSQGX-QFA?[GVMV?_)P^-$" %N!^ >:CY>- M195AX{(\B(6<&B,!&PSK<%5:L#<2L-**!/0H=L.R.-NC M'C'TD(!/'LI(0+X'$A"R^XA>_A\-WX>O<[MO.$,@1"Z(5_^$1V;2GSD&84," M^D1*D(#)1^#N1C+AZ-G(P'11?^();OHNGD.?XH$0!+L0RY. M0\[@W7 =VG]4]&SS8C=202J*A(P,/V/0(5'+>ZWP4]"8/+\W;/J2%0_O\ UW9*U646:H8@'.="!$T^(&^Q93],IJY3_/V#_CF?C@F7'U MU/[O'A/FSS6,;AD MLBGCVIR4YG.](XTLYR?R><7<>!,:-)X:EWR'LXT;TEYE8^_QUWZ8X> MA8-85/<_/R,*Q&^"'"JS'V>9=RXM>ESGZ)BM;NEK$,(^2Q2K1DP7=-KRA2(!XCVI^T? @&L4RWV!BT8XZ-J./LRQ= M[RTP3S.?G'^[?M5AJ05#7W2@@:$MTC4 MSY3-2:)FWP8^I@HQ ;&.D*GQOG+.Y,M)=N<1]]\/A]\2'5!F^:OE$<%HZ0&/ MV70-5!5Z/5=*_%,&_56,B8-[(<*]^O1>(=@8FK4O+K15BPG!+,^IU(=TM?C[+ MCWJD>>'TK<7U5UQ=NS!1TJCTH#E<'*9:%B@)%76X5DKB;N].JJ()YN5I_IHT MB.']_,>JOCVH,XUX9M]$^QOC5%$ 8_9*N5II2RQ6.2I!F^F+)58<5GS22+LK M5;+RC>C]6G;@*!)@-WWNN!B2*3/#6 >YY!D]5W>B?(,PK@&'Q(?%EZIL 70 MV%]GZ48$3S1-XHYQSO0!%]P+(M\U46W0+!V9TI4@)BJ=RE8,U@X)3:49!U/% M-49SR=0^9.2EU'3]*7[QRO1<*\=33@>QO&@;RA^G.VB2P+?&/? %'IM_=XV1'I MG4)!9 UT*EE5***"*J6U#^YN;&]?>A<+ZQL1E%\]"WY1)ZR19PGWU/K3N#*SD*O.]GY\/F6#!X*@^4 M;W?U"/,^- G5,F@NQ_5S6/9,W:]S5W"!M(X#%T)#O.>Y\W+MMK:&1S]-SRK?0 M!#/J+V+L9O]=>M_P,(CEM&TL_9^?"GC3RY/+$)N"5E- "ALSJV.S&@T7U2K+.['77=T;0-9N3 MCJZ:@-2==] :^Q4 1W'[Z)>O0)ZD)IH6S^?(\7=$&-QO'A.T>^0JDK\">RJKI O=FLT7TM$SDQ/W[[5/AOH^)\O+6_/N;.A)[G+,IL2D4\ MIR&=$I=U(6W,G2C[_J;IR,VK=$4A3R%>>R0IR2 U?,A?DU':D2*!=T""465U M*M!H$Y]PS"[)T$'78@^;4U=53J0ZF?[-MPS.;8JUD@#N,Z-)LHA"!8: >^;M M?$F5% Y>Q8]*;6^=!0]HH/%C\HO6;[G:A295X.4KPW M&D-*

*]R:T.O=,3V0KYI'='&\N!D;\9'2A;E"M[5@'"*5?9J##4],!NSV>C?_7ZZ M@K%P$.- 8G7|G>C0@@XXFHX$U'X]RZ-M@4Q&@X[8QKC[Q'I.T+75#M@^69!_ MXDH-$].5A{^2Q%:GF-S\&CSK4CZPQ\?09]7$BP7O)__2M+HL^8%*C[8DD$S4 M)?92PD+YNM-$4C@]W,"X]$B6(>$9\#6 .]6196-;?&&H&5(S:=H!C=^=`__5 M+#IQ78\Q$\(Y*M?$[1?WT7P%U37@:;,9&]V!)3!==\2W[&8SZEV >9:O= K!=MT5"KCS%1D]V*[28LE(Z)&CKS^2100"C#LKTQ]5=:7[87T7(QM:8;W1C^:4)0 MY; 7$K"T-W/-YBC!]VS".NC$\<*O<'J/3/!<)F7R0P\@SUSDP[E]V09[ZK)] M\DII-5'%'.5\33C'+/EK(JQ?U[]R%%L>)CL-QVTW>YDRG#D"5XAW'SJ;MW-RM_+YN8TJF;T*")Q:,,]%F1@Y-SV^\@XT,1VBBA?D4,DW]1US=,C\$%B<$S#<_ MY&=]QNIG:\X5I6IWSIK. %L\OZ8M3]RHBBE\BXN@:R*=<,MRYO=74?)- "5] M+UQQ8=L)&GKM_LJS+BWRHXX +?P8X>5O(")QUGO!->]^^OTVJC_$LKTM0=_YM!2B^Y&MUK:$,903##EM>SV*N#"2-*8+_Y)4(W:SILEFLD1>HKM5.04/F9>6S M"I%)6N:*#FQ(QG+/'?5);L?G5%.{ZM(598QL7K]9LJ3;7X(7H2_(CP9M';R# M$,98[2OE17K>9\/I/K2^[MQMCD4!M'BR#,F=@R!W.1T3&G@EBV4$.@4*>M[7(U.]++:G0AP.C^%HW1&02|\=4P/^2=7R^J\.+%6\]0{Q)-^Q>,OU8'+ MQ4^--308|[XI4JY=AMX%"=/VE.K M$?/D\ZNBXSS@Q'HCV!D\8WG_=M\AAR^DZ@\^^B7UT0!<%<*3LJT_7YCBI*8[M^Z2DNH/2N-KWQUMZ;F/Z.K0)SJ])^1T=WM4LDAB180KL->:S)WN0HS_GM,>M M>0;6GB]^'LL#Q/@"6U9S!/#X]> =3T1/EF8DK#DZ^%B?*X\)Z6C36U;Y]GBPZ3-!CSC_80YGZL P9,,T]KMN6.QE6*.!PL0X6XQ'TVE'"%!HI; M),,Z-\?2&N;>FGJTI#=%O--8"LQ H^\FI?TBJ=3?(<14BI?:U:UIT)1H^U_,$ M0SG.:Z^]E@0N5@?%J]VXI6^9W!\MK/M)=&O%(P89U#+ M&L^40";JGZ4808E6);(4.699)U\@7Fj'=$H)PE=Z5MWF<>[O#%JK;X'*QZ M<5W6-OX>E'V&^NC7QMPZJE%4=7N-7(@G.".@$=4!K(SF3'"%<\^?9'J0-T5F"MOY2^D7CR0(+^N!4XL:+FO;KQ3%19$#!]8D<@+X$HLT7G56O MX'O_6^RD_L^"+_9W]*B&$T%&0%KT(R&"?G9M66<#!H/=9\7 9#F%Z$ M[_GVO7RQ_WAUE5 F&9]T@W#*C,FOP4C K>,J'-OD(/^Q_Q=&9Y>DHA(2D!]* M0=QYA-#HW1Q( ]U4;R&1[4AK6NZ;[&Z0W7E7(P>)P_^KQG1-6459@) 3^0W_ M(3-*RPU_VATS2]1X8H?LTR^G%O+:]CCT-QQ;4]7"\(@ &4RC_GCJ/Q1_:7$MEP=V:V^SJC+]4=]6KAW)) M=@-JO=[K-<88Y:,SZH,_#HH4[2G757M97I+([*+)@%2Y\VXY5YU(3?,=[P M'_6^X@ M:JA*R?%%H9_=HP%4Q@8ZB9(RTX-MWL.>D$,,Q"D>_4!ME4C@DGF"Q@I9\X< MIZ?25"$=%;NC@Z\YI86E9%[KW^F-J)_%Z*:3UAGE*\%]!\QH)1EA^$I0EU!GM<67S6M_OPX-M4I%5<&=/V+;"R[EWW5\%VH*/QP%:[;[:7;RK%_%;9Y]#0/@1 MM7"W#6K@H,MVM4R_84*JF\\6!Y-LHVAG3;;'LWC>ZB+N& /-='*4"](/-^3H M0TA@K-3^41I<9 R+QM8S$*@3Y?&RDD V>LP&NI^CF_MDD)G#S3;,*.62(P5Z"9Q2++K>A{$B7-P)=''')NU) M8EO7-"7$,>AX(_CYGT(&&T+9$8:*"(./DU]E5WKVW#1<[+)5&?&.K.U-B<$MGM&,-L9.CZT0!O=3?V^.0+ '!D.9^L8=9JA-KM2)[-->)..$\E;"H-U-%7R\? M1$F)6'3'XF"+]#VQECS_+[AM)\AU_N^@Q(&9@43?K61'<30RBWYA$M\P*&, M<;NJ_&#>L\5"P3OK8NNA G-/76"+^7OY;%;(;+"9TEW[QOQI9SF<$Y(^'$/7 M&CZ06-HGP- 1Q]"WP8S?*@_(V(\!G-H5QJ#_EV_J?R,\Q3K"3/E*Z@)8F!+^ M>J,AS5(GI-5PND9('6.&\ >.(A^O]SIU-JE62FXWMB0X7+L#@F75"@=8N1MA];Y[D[&4MMJ]0/UC^KN-6(AIB.H0PT*!J#'*W_RY1#7JU&,?. M>:.+8^*D%LCKP$OI5XV-U W_*JP_.Z(E;-;K[VU)#G[/L^.J-)3 '+]%7JV MQ35XAA'XIG4&;B#4CP00^)+)AP59JBUNSM,E]B DU_06X(TVUJ8GOJ>MF9:$%,-5FQZR@$9FL4)FD%1I"\1+)ZL_WE]3\!N^/LE/;WZOL7+[9?4UK?QM M=#O%7]) D./%\);\,&TL$H"'.*%YM0'.I4U,J&8D5Y<),.K[f[.,[8114UA M*N9V8=L_=9/#%6_"X,/DU>3=CES1+Y&6R=]:5_VDRK+0MA]OS2-LGCUD[EM#MPHXEAUFK/%$19X.9B)'EN*+O?F/E:*C.A VNK\AF"W4'+R M4J@&(+!TACH$P(+JR# MK4(M:P21,Q3S_7/X*#]F,:Q@1^9O0O^#.HTU2XN?@QZX+B9N,:.5_P_65%W M EM%>C!7JUE9G9EVKXHOB!._>,QT"L> +[V^P?VL&!<+S!,&Q?1B'C''2(!U+8GO]!9D<:!9S?(AV"?J MBA;OX,0A,Y--HO%AF=DQMGR*JN<;/"9_@'>X$<7RX#MS8>@3$LW7_Z60$]M2 MA?CU>23X]E,@WA0!']D'-J0.I/D22<"^3:BN>EMI2>LR0T M,5 QT)7]2;^G1:'P@BH,JR8E!@#ED+H6@LF7VH];8WZR=/2N:YM940WPH)=HM'&-3B\AZ,^RFLR]N&;>['H,$V)Q%28K$FB6:0!KSBK/NP*_*]L1C9A_2+);" MV5 3PC^.ZM3W"AR^T\!,]:6]-H;90M8D+*3P8(8XIN>2,!QIWS0P&SC>#VG MH:]=?1(A\)IF:>9,:F4GGV6H%<&*RC M(/9CT!^7!&4W@_:'?+\)WV9I$>1NN2^C'B:EE5[6,1N74I^G-3]DF]:JQ9B7 M!;_=%]E5KIJ/<5K\C%QA.V7?G,V4+VQ M=ZUGX4=Q=YVC.75(;H72]K8&3'2N#I HZ(+.R^_:.ML]_E."40@O8'?/89).%_-^[L%42P0BVZDX&Q/]'.^0'@ZL-%%7YB0DV"LNV* M&*%]RG&9RZ>LCF54$IGK6*X/'F@F1LVX&8Q?D0T_M4[ZO45\GGJ^!8HZGH5LM=@!K?37A/.A9>*V!;.5%C@P-]7D'@9T-F1PMW.=%0UA#X"M69K2Q+BK$N!F> M)"&L3 M*&PX7H(FJI9"&7-+*\H/#97X+PRI>5R,%<4)07B?"ES5U,6W.K=B .?4]-?:,*-"WPPS M K#O&S"N@I)@W;T>F,FBGE\9)QV7#IM>+]..]>/)7)-BE3+7[X"-ILS-HVJBML=Y]VY+55<9CR/+AXD^K7,)D*_97*VI+5#3!3BM!G7LQ@ MJH0W=Q"*X+&0_ MNLI*T-N4:HI6>L93WQ+'Q:[FT%3VPRF)KT*[:EM1:U:80R ^7]*LH8=4F<^ M4LN^I@U9#;S>SK,/G.L1BP26=<\N)!VKR@KHD_X\4"M]41C##/@'0ZN[ZL] 6O>UKXB>]F^Z19M_Y;RC5EAKG4N_"BL Q/8F"[W[;NT>UZ_ZMO%&&&:PGMP?:7_R](7$W LS.BJ M[I&UGMUG:#T8;7HLRHPUW^-PS!;+!LGW\O+;,L)8/MA80R\\'$2IEZSX^= PL(DU7<6729OU%9/A*C:ECS=? 47&]+'==LA*V_]$!4 MXB;JQC/G>0(2H-X6;6E'?>-BTDX2B2EP.*>!&7'07;_7VTG;EQ45>0RG; (+ MP*]OB(TXRWS=&% ^L:H=?[&+8U&%L.S^[/@HX7BA ^-D< IOP9FO-!QY0;'XT8PF+4>=5DR!3?:.M AJ-V0L@ ;Q&7YWB)[;9WJ2TZI__4B-A/IGII.^5)/X!H?WDZ8)GWU.37[S4 M;^F,;\;)CX5](SQ2#?ZGW/E/I9B>'Z2!&1<\%8+IA1_C]L?]SZR1X:%A@ E+ M:UO*6U01IV+5(A>]]E=]?#&;'1SW4KX-RT//[ZJG9B_'C*H_.)PS5B_SV?,4MB@9E+#]%,1"*9(H@_^-X^)29>C*WVQ:?U"'1=BLAO\Q\V[%GS;N]+*2HI$" MO6'8^7.$1A.*,.-B78B3:71[RH[SR.VQQ2ZS[M*8R"J^J4">0]Y[21X6@PLR9-[+SRW !%__P-?,"BFM'"2(*N,7OR]N 6Y?4" MY[UM1]"3P/9-,S"]['F-Y%.7$Z77_:4%N9]J:.T0NSI/X:T">4^!=WAGZ(NK MW8^]%0*T8.*!*=_EOOB0XA#K@V9*G^57D6 _RL6QMDC!&.4,9J4OR@2N(]\R M0BLNSZ['?R.!&=VP/T7W-H\:YYC9XZC'(8A9RM+HJ+F.V15G/8D%# 5UM+ M#_8SM D*2&A@7;D,-P5]9^SF62Q^? >C4V7]#V^_DH]=^?02[;=.S8$?>GBT MYZPTJEZ!6>#:T(7&S0?U'F[[N[7OM_SMM1>%R^'F9$0!C!,F&?,FI<[9S5.&*X(W:(-48YL)D:5D2#93_ MNZ(Y?H.KJ.!'@G(A/V"B>,7ALW4=OWE;YF12[3FR%X:U(Y^!M4QF!$11]K-% M1TN=Z1A29G1T(5HU.<@:Z'"*93R@@"WV10%6.#4;_:V)0EA(!X<8-:G43 M;I+S(V=E9O^E@/+Z4/&[_("A0[\MG\/SRB<7[-XSH#]$WN;I^A.N.PD?;?DS M(LHL1P7.HMC5;__*DME7O.D#:J<4*_K=- M,H2&0\4B?M8XMX?=OP:'5"]8;*B1 %Q%)$"'+ZS,2 "%_? CSNA@]" >"($] M"^GK[+5(9?)(D69>C6,YZ'O_N:1>)Z9P:/ULDYNI! *M[?='U2?BU@E.&$@ MP._$5#RL]6G=FQ(?(5,WD8 [M+5@6R0@NM;;B7?I7(7@1_T83[PBTV()[9)@M_L49_L.M&:1J5U;(=RX%">@)N473T5S6ET<"7B$!.XF82$#D,.0NS$BA3>>* MZZ-D<;59TT--QTNHS29#I,K#7+*QY=%@.YZ%.CAS9IR0#;0*-M/V+[WW?'(W6U2OO3NL8&/8 6$0 DX'H.KS0?/>3-7 M8.E&0&[WMLEZ?W>,J.O F&-L/(NQ--H3FU2]%&SRWNO2-3@0(GM9: !G*N[X M@I-L5SD\]5Z/%"*D")I"O("KSU[>VU4=OYC[1KC*X# M;)8K.IBF4*KYSHEM-IZW+/O*WB'R?[EJT^%0UVJ>8;?I:&^)65@@X546/R4D M?#*UB8]F#VC$F_U#61>/H/T#IU=7H!C0>I6MJ;YMU?M_8XNY*RN0[8)7:LY\WMAW+T3OLE0RW3J]S9:D#@^+UPR$_;[8^/2U74WTO5DB##FK1(F;J^>1@\"H\E MV@T)2%H<.KMG;HM"Q,1T9D,F&PW! S^^S"%88?*J'1U1FE#<],;QO ONUF<4 M!@KR3Y7@OW!8T[74!501?+X27C@\'"E>KDKX[T3L9.PJ";JL)Y]QY!Q=D>[3<MDH<%TLOA3Z>O'LS>S5U5OT%<'P8LN?!#4I@357AY17QUTA*Y0>]YG'H2>-3F MNE!@ROIM*8=0+JL6;S^?XM%0*[LM=1Z=USKT(W$?,:;Z2X6_&1+Y1FU-1KF< M!4I]LS?\,N_T'/FP]M45XKX_K=RL^&+<7KFCWF)OP33DVN<MJ1(_^V$4"5XD\DOY^6OPZV]"$]#BF/TK"3 UU(1BIO7[_11&=2%,S!7:L]Y MPWBUQ1_A;&L<.'F_AF4PU>ZM!AHYE_8F&#:JIY,M2QX'_^XG,,"J305#W MU68M 9W-YY\H@G#.MT54\9U'+AO!W4\0T=\/6)P=]H$*R0J?%?]>7[XU8L1M82CJ'24TR@QEQ369,D"(Y$.JETHFFN@\9UX0#;J*9TJ:K 7O2-S@;U7E$U>9 M/H']Z:*+Q&:,/!\!:ACI-_/VX:=W?KSO):?["?S(U*BD]P'HK>HI 8X9G?9: MEB(X@*[K&P]['.>Q$9(B')KGVA/]\D1#9*/0NLZMP6I8$H/F_*-H&87%97M:^MB'0,80Z@F$=79S>]'A0Z@5V;ZGD6 MY;]#0S(O'R/.Z.%G'8!7CB"=Y6^G\+9O)A(/UDN+SVBV:/R*XP1N/3!SF9A^ M6\U>0_],Z]? !DT):A2ZCY \5XB??*ZNBS9NY=C[U[I.+?]B4A_GIBVVJ#Q M[G0:^IC0J*+_06.KH5'XHD:1PTABRA M B"MA@KN,6EBT2"7GFU#FQXX\:XIA6;]GAH((1UM]8P#PB;V:V:O1 L(],Q M?8J(\NL,LI\?MPL6GH*_59B]4N D#*\'P[BY;%1:8"I/>B=-4 [$.9^6DFLJDM,6+:LQ%IR@JY7E7_D)9]5]>O-95^%A?\/GZVERX^4QOXPEV424NL N/)G&T>0PZUGX)@; M?H&RSM=W[0U534UN$_2.Q1'![EP#,=JAYD^LR>#"(#: M8U2&:%,\!WF_]?830"B+TZ:.VV8)DM20-$JRS/(E![*LG6NH_76]^H6Q/'NH M4 4@#$-QGP(L;UBY+157UF\]'M4'#FI,* K"K?)9A*Z:Q3=*!(\ M]LL[-!.=[YA'?MV2U:L+D>UV86T\5RN/9LQA!7YIY/57DY>]FO'VN7C_P7H]L<2DZ8O(_ #DU\M"R5IZ(&IR58^&+,OCWHE5;MYGKV16I3:5())LS4AD#%5V,+D,Z;P\G)MM>E< M,+]OB,*\#5GF0M,=T8'&844U1?B;+453 5FTE&5Z!L ^<,6),G@:Q]9TV\VVW2 1]]M MZ?J=XTL2!L)W1/@.JL+N]4Z7*U)]H+QTE9W?TG)T> ^^RGFL[*IM\#G*?),%^BG/RMPW=F590*^UZ64YJ^2HPO*=?(>,.9W?\;+.5U>D^RS0R7Y; M11,U]1-@@'IC8TZI(S9I0;*!COY[3LRS7QM(P0]#IUTT1;.:81F,^*!+S+ M'&E,L+196RL.C4!K?56G<]#XJIB*K69?`\^NAE865O\-%HE8FU3+9;%IC^NK-\>:KLU],-E\RPJ"U'BY4;=V%F=D\K_QST M7.:IGVU,$..0V)+_0Y053K_1=W.H4?.H)*XTD2$3K MHQJFS!RHI,/S,=K#'(86@*^U>%]*QJF8)[ZYR^EYV6E)<%U'0^0_M2](%\K=-=?"Y4(T2:PI5.,PDV M[3P2F:IA/@YK:Y".7MYA'K?T*B9T7;/EIR!ME08(OMX@OX<"WSRI3D5G>$GLN#F)@5,1G<Y\OSH76MNJRU/88,[*2B BKNRZJO MKMX^XJG&K7.(0C.NSS75M)KX35]B?##N\><78><7*R>RQM>2+RB6O#K/4ZFVK M?QNM_58GW2T>.6/[G* YY-9[M\C&4=.Z,.X&5K9I6011",KR$_U0]G&6VV"0 M^4@1?+KA5RLE#^4*A6NZYE$V=63+=;7XT?^8^Y8Z$E$L]ELN1MJ88(#Y$+NT M6D+TZ_DH'G2!J;MV],),+W5PFPLH6VZX/&E?V-$[YMU&N_(Q,)Z1F?/W=XC MTBLPN^P[8=<8("&E/7T&:NYD;[I0^@EM_ZC6]U-MX865;36;?N"PI2PO7]XM MR9ULQ']W:/F?R=O?DU(ERIK-_)[F)CM"+P0]VF/N%?WU]A./%[_-P1/$QFI!9+2 M?/5U,E@%.RX);[MW]NJ,_X^8EO][JENF.20LF,4;0S2V(R8K&%.(Q;3WDM+A1!%@CUG#@^LMK7>^G)6EA46HP/R?K2AB3 MQL+:D>H<_SC/S(B655N&!G1M'%L89(N)B,E[_H :%%WC..@3Q=^>J_ZN+7)TM:%Y\I..5L/[B7-;N)FQDPZB;2V6N"&J: @ZN$_'];+W70F])5Z,@21W#0Z1Q M/.V6&>YBTX9^]^KS3U[(NP>B1)\)DNU0<] 9)-Z>9<--;(,_C47S!.'GMWJ<1; M;^AU EIJ&%)I>M(_9@IZS@JELSTT;H:=+++F+'>-<8HG;C* M['83*Q,CRYP3=+3+20&IJ"Z!=1/[^@F$5-WLF5,)]V0Q+&SY9_I3B_WB$LM MZ16YK.9' .GDNB]^OW_<^.3'YBKGGE^TO4W&J*"/Q(@%KWJGFW@("AN8*#S(MG(6KMRDA(GJ@M):1H3N++!<'Z:UM<8-N,&-;W<_5//B3.8>'GDPK6NQL:S M\/,=KVI]KS.*90KZ=DAZXW+X^9A]\/=/0>0V=5>T2^U]*

M4D1_B'JR%3,_5XJ!R"=^@M&3#OR:S!!5Q&RI4!LHZ'H7I MY6K5F08ZN07R8KLDLJR_VV0M'_(X)G&U8MD-*
=Y@U5!,1H1HTM%GZ0_O1U'1Z M9;F#*'EQ7$8Q)>41W,E VXFI UZJ)#V.86N5'!7XZ/KV3Z%]B6 MY+-%\O&7?OE90-
GK]BDD,SS2GQJD)K + MB,Q3O&U=%(YXUZWD&&$&*6-6.SH?NYJLR,[VE'$?RRQS<8Z9O#;0Y(101)=' M(@M["==S(X.#.;HK;?
K=RO9(JCL'8K=:K5HIL+%Q$D4^P;JN8:GA4]#A$$2. MU)HWG[!|EDDLBT]5R24V-9,R8?!D}7/'LO_-0R[^LP0-#WO%I*"?(PCGFX!!
MI>:KCQU;&C%S;"JBO\(U&SYCO1)J_4SAG*2]*?L$V3\HS^%%%A^&.V8S6\7P MTH]?>.]5^N_8+.%ZW6?XBW.AVY(TQD//L.9]6N?
F\B?]@4#")?YYJ4TR@?"/ MI&HUF4 7;UF$52\!],C,*>YY-<=TY)+B2, ^:2_$_ ^ZYX;&WL($-TV0?DQFP FDS,_I],GQ M=NJ=Y'*%#QBZ/[:"T
ZU#2PDQ ^.'&*NM,"@=:V9^7EJX"M_#D\+JV=C)&\K M.K@7=:?O *_;!\Z6 M$#U?
@2)>)\AY/G.Q;*>'G$_@J)GJ+5:5Y:H0K6_^N<<$S]_2UKL=)!Z5Q->>> M'\\JO+AM0>SVPDU3-XIG-
J">G!Z+WXG,0&'&\F/O7V+OVJ",0Y _=ZKF*?& M'4ZL@DCJT7J52*5V2+Z0-^37_X^YBO1MX^F.A"9QWV
M,12+>$#7,BBOCT^- DG;O7:-M1!>IBA? M1+]NKA4R/28KYP-$O,%1H+--5Q97/<$^;2G:-XH/DC#Z&T=RW "A$-'%@ (/ MK##/-
GG%!BN@V=IJ6[K(_V0D_[Y-?L!5I)H?@]^?/Q30LJG(FEF+XD6,:4<; MM[>A"DNL+?92^8)W//N"-&Y>+%64D[W&U@G2<%GQ#$;:O0
{[=DR("T41DU MU@R,NBPZ5@&)NV&I?7L#OXA7[?$(]%_)]IOQ$&\?;3%3]'^;6P2SU<\TO"]%M<]V>'/OG6H9YCE:MA$95;ZVF$2!*GV!
M.-I84]%33_F:CM'<+\5Y\5(F:\(=C+)=;^(*M&V5UH_B1,Z\1? MK/N3V#>'(Z/'6VPM(SSO=UC)Q%-$#EYV\:
INE&W12!MNEL/;2B$GV#HZ'QD M1;3]EJ6VE0&O:>'[MD^-?>-FT:A+/.^+T4U:V%9(J6#?$*0#P!-0FYU:N4
M=W]N+_H<)1FD*>P]))28E@8)%46L9"+N ,93=%8(AJ$R,;LC76^Q-'/^TA\N M'&R9K,DOM,L4#91N/B0V<7Z4Q](H=,>0S_HQT?U>W*?
UJU4+D8O@E:_>SG=+ M>2$N 70VA#V&50-4.8#IPZY5TPP^R>=0-\:\0QO A>#V]N!0#8=5O&U M\I:$5CYZRC7\2B3=6M1WB?@.7?
&&32"K>O0@U>60X-'CI\[OSIC]$_E_/;\Y M:JX12?-=>KE*&JKP84!> FGZ4=9C/5M76FMKMJC9=09HR[W[J"KQET8&B7WK
MPAE]I.RK"K0%2EW6$&ELE:5/AG(?U?5WJ{V#62Z([M&G']#GJ#I%I$+2&86E M,QG?
\;'U$*61_DF4J(*=FPVJJ/.$L/D%SZ,:Q@JCJN:GG@L*M/.2.:G2ZB;!K#NO%QL5QA<_MZ;C:_+]K]")UI]T^
)WUMMG%.C8V0IU2]ICY'>N573ZGOQH3P1R]7/RR."PV MXYZ+2VZ,>ER.5ICU%-7%'EI?B^L[_MFNU&3):<;B,1+@[]"[R_)N*76#,G[=
M1F?XZFCC#D"#"A@S;9\2$*V6T6ES=4Q9TN^0^VE!Y]O _'CO([._&&>_/[;% M':#/&5BS9]D57?-;J<#
<7,47^^'S%E_ZM%NV2P#R/;)\YP2Y/-&X1ZCNB9'@H MAP-H-I!5$NTE5I,9G&5MO%@@Z_59[5?B0,.C5.;-;9OM*,)7H2RHP,!\][>V
M;H&,]/..(9&=LP)^?^\ TYLB8VR'S3^+TA+%G$EQV4B.77%R$5>]2;B@4AT: MSAXP&9G"4S>,Y3[M]VKHRI+HH\/09.JTT-:/T9+&
[Y9HZPI#L6;XS^\ E*Y> M&YW$-IK51U5-,CJ-/*\BN%>.+/\,.SLG9R[NLCD8.!8;H[QNY%""1HC&RW!R M5.3E)+F5+HO-@;3S>I:F0]'"*,?8
&S8;7T^N41U')8)RU:.6N;&*.E%K;@!* M_FFPZV_B2'BQL;WR]RHQ6O GOQ*9&G](>0CF%!6K"14'=%5[8;DU$[%\-
_PE[PDR:\7)EV,F]'<=`4'\|[CJJZR5* >$YW'<'(&^L5@8_1>F_MS#0%JB^]SBP]YH,[LS52 T^:'*-
#5'&^+UGRSKBO>/__/A7LFPJ>*LHD;)15G M;[5['$C+ZK1 M8KUQSNG]S/S&&F4BJZ-G-E]\% \&03.ACV!O9.48+4$LX-&.-)IP9\GH,R]9
A,]Y]W3MSS5A^.?\NNO M4U %G.PL3I;OB6@P__D)JR4!L]JV'+QX\;_\K/)_*MP5/>=2><19"O\]V3/[M].JH?_D.X$QE>
>88H6\KDPL#NZ$=GAG722GZ>'JRYJEHPI?9N@@\2(*/[R< M]=ONG!OLJ+,P?_*EW8Y[,DV$Z8([N?T7 PIB1-@LNTE]*%65]?FWP?
@VPW_9 M[D4[8BEK*(DI"FI*6YT$^ZWC[FEY)&KM2U+#W0FZ,A-5? S'8[I=@Y3&!!> MC.X6KPNR_-XY^QGWK,9H[4=+H%2_+#%O?
=V);2%G3(=!RG/]1]&*FH2WI20_M)_&H3S30;#D\=X!\.3#"C0IEQ'5FAQ,^V5:3Z0;1J3FHVX-=IT769"3AJUU] M4CX!+9
NF#/,//?!]HGKK\;3[\7AOX+3$Q"3O2MDT%"W('L_;L]G,:W-26-6
M8X^+7$+>5JC/R.M"9NVO846@U$%;X2;$#L3;>0WAM=:09>5TXZ/;]E+9,(#K M87T/ PA/CU:S (>-7@NP 3C5>[]%:O_O++OF,
[+*USNY0#]C#:X4/WGE%2 ,%(' M:/56I5\IRO?2+!%^9M@&.WDC9C;,)"E&UTX7HL R/@?\)3SPC!XHDP@]GQ3+
MV&"*87HJ>C.NHVNQ3>HQ M8$>.#BE!"Z4=A2]['^314=V5O_#TT4ITE_O8SRL.@.%\YOK-H(:%P>SL2A\3R(-BSI<2=?-6-S-5R?+[!_?
2G@QM<+6NY7GNTK$^6*>/*.Z?2]KT_MXM5?#"CN:T#7KO$=E'FDBR# MPM7G_36A.FVM/]R,]M*WT3^_8_-51E1(^)UO=-P!UG8/N^\
^#ER_+D6F*D? MM7.[L_$QE\-L/HHLOTWN -1PHD-8^;WKT=GH /_\IH#PH$*9)86]HM(VOXL_MVO+%S6\:0+U$;^C_9#W-^22P-
AN_*/+W1 KOZ[91$3=6 $'4\@L-FTV[#[''V MF@!5;O*,N3K0-TVZNDVQZZTM@6:MAD^&JK!Z-5)8G"9?AN)_Z%G%]<)0[%E:
M3'$V=,X5U#5!(1P=ZD]$7ZT7I?7BR?+6#W6VCK_%$"+UAUQ%PR0])-0/3#-, MFZ&"0 'IJ:&5^>VG\W_9$TAUU
.Q(P,@/,/,M+F]=A1=7%HU:GQPL:NXFI*X MHR8P4;;Y(95*BM139DV7MP6&/.F>%O$/EUKW%&DP0K=PDHDF1H5,Q\
MJ^7!*A9^Y;B,!EL*_W\B]F<\[=1UP0&F&/A.V@9WTQW@D4U-H5?UB)>7BW]] MKV.3$*O $/O''"]J8Y97V;I0VVN8.H*Q]KY 500Q'A)5L&]-
"]TM=7Y-/^]<& M4[37FX:-CJ4GLT[I&QM26Q:EKS1-N%X&A*VIG[0]=)!+]U@H0Z;JQ0KV3?4 M?D>6F!5PBZVZ\X\XME,V;)PI1]
(!O$S4D/:[C7I.$&9N6Q'9I.Y0XP .-% MN@RN"$)E"1V#G!TYHX]=YI@;9SV/IKVVH55?/U]I5CQZ)6\XVHQ#'F=?!)N%
MBK^1M@/U#P1V<39C*()1*?#4AA4] 1=/S^RX=#"/CT\U78B\%$?L$V;2HJ M^^/;U1&1OQ XA:N_EQ9MZQL:XET^Q3[BW
YXU(\3.>X33HPT&V1P& ^IW0Z9EU0.FF8%(&IV G-#\] MC =JWNHWPY;21U/XCG]^R/2S]JH:ZX-4CMN#.WZ6Q+,-N\.%,K06,@54#Z;0
M\BC7QB1L2^&R$5Y-:^\8D8O;5*<1*X^0.NN)=%:VMHV9P2Z$'X, M\%T:;!,/?"Q#%2SG$%9&04^JP_EUZU:)3.KV2_IFG9US% MW_I
R9>&?[&L\%OSS&2%AR_=I,7C2\ _J*RK_ARVY@@9G837XQ*-E_N_)K* M;\ML&@ZLYUH.NS=T>?60A$TU#86VWU5[R>
(/@KQEW^K!A,:D3,?TG$)%?,2Y ML+NR"MXSPSS;603%K)&+)":1%!9F%> M!N'J8&>**CHF_O").P
!YGDH%Y(MRW\X"HV3#]*_7+.V_NUJ9N9\9*Y*]9QW M*_177BTG1/LZ/8{[W3WSP4K>L)$_,)EJ>J+#$2M0VIQ"G;-&3OW:",M>BC5G
M;D,(_0"9BA)1@>+%-,83ZHI&(XZK92E3M"CF^18(\=N=7].?^I2":R'Y'N/R M'*$.3$0U:Q%RN&>V3HVI1MTW=!79O&SVU4($X;ZI?
41ZA&Q-#*LJ<:A%Q*(Z MHJ4_1(H/?O.KC(^R#L3_G TL3?D/ +"#OJU!<1@HA;.9[NFGXX M5%PT3E=W5 MU(]4/0&
{'WSA\@@AH=+P;BH0O.Y\]@FJ49"M3<I+@K!I38L3QN%Z/02LG-SI#5[']2R;B<8DO5>4Q M6\-+WHDF[RSW>OEYPK7I!B6^XB87P(%,
]R1=@]GQ,P@OP6SU]2YB7>7Y5() M[U=%ODY$ "T"XA0(^IB?5M>& --/-.Y_\SRF,ZJE^VU:<#7UR3QC#M\"TP"PH\I:OI^ M(IFH,'-9!-
(G$0M^7K'PYQ@877XSXF"@Y0[0]D:)V3%#?P/>@;2-4G@C2$R0 MA%(*9]G$#+KM=\=U/0]E1Z(Q3^<@LDHA=P RAA?[Z:
<448K;=RL'KM8W$UZ1=K.!U0;%@C7<8/I3CAO5U!SLO.&!]!_A=+>]VWPA:X?X-_MS@$[-/O.'8#VG^,5>[(O!Z:H,$Y,,;M+(-
M_@3@TI?!'"96<>_.TY/ZN8XQ0 MZ*N9<*(]VK#+2GIH]F*JUP-#X1)-]0#VV!XL$XSDWGS#Q2I6:I;OT-_F ME8Y5^]>C+3B_RE36O
M1/\SAR8M2]CD.0'6SY]RA/>19U0?XNKVD0*9 B(]&^V^DH8<7K>+]J\.,6Q$ M/AT?Q#2!G+)('YRF/Q\HWY0V5ZYN,PZ0GGX MV@>
(94+IZ&)$3U!OPG P'YG^ M=2EV?'E6/$ Z1C,]'66D1// Z6U0^1^<'O!ZW3WX).%LX/]S.B;E,?W]_,]K M6+>[RLK .X1T= M+5$'B5S9X[Q4?
-9?JHHGCRA5693%ZW[2QTVTW)9CZ/:,,\C@!X'":-ZQ>F-/ MWAW1V-.,43R,V!(.7C;B1BJ*^D@S';6O*Y# ^N6PK^;Z6&V,68,9ER7V$EF"+
MZ1'"(ZA2ZGU@&G-;UR&OL'.OR7\M!PL,(6H5D;LV&=%X!\]#N;R<%1OC9]1H
M5&V)W/U"WO7JUP"7LX(D@;"PD.W]30E=Q,C+QBR]R(JFXSR@/'PJ.\B@*&24 MY.;+0_O1?K?=.-RW"H@%6KS_2U6N_YXYRJCD\W_6F!
<2$G[O67#N\4K. T]] M0++ ^;_4FH=XD_-\P/YG+K79W*]B3R)C1$!WQP)F8MBKY2\V3H@P)D%PSP(NY M_0[N/Y?!*G*G_.Q!J7PZ?
[Q5@"MOD);Z>F.5IY;@-YQN&Z* !]{ M?>PF.T\M&H?L4WWN#7DZ*O#=Y2U;S@;\99ICTA58!KMB4'$[;$ ^1^'Y@/^_M
M2D[H/67JL[7#\+0S13$Q-I[$90WN?'=9!S_]8V2E*$#K1?+GQ/E)1_0])62 MIV^2=N_\'<##+MI25?ORNGJ^QM*OKU1 TY
M7FA9'Q%W#"=F5)YH%LV^Y2I/T9QK;C4F16O6FDR07(3,-$]9V/:O# "#6#7Q46@/,_^T%T'%\538V"[X*KEI SP34C \3THHOS:?WQ/;@30
M?$JY*)4CA9/S5;2-3]OD8>5:N6S(>N9AQL,WHH_R.FS4PJ%<8_6EJ.<9(UL*
M>FDG4'"JP="P&KMEG0UBRA4W&,1W[2E,=&BN9+KX!PL=N]O#OA?4GBM:I]FC
M:QS#^^Q^Y#S[EH9@[@.X=8'#J/@:_ZAL<1AO.#RNJ)/HQ2R2]T/4B^M4.;JX'6B1CSH1/8=(!]R[0U:[TK:]HN_4A#5QSSH
M";#.J[$<8N/EWYS(2CYJHYIC/\,U<[%;%'H7#%D2=!CIV?GB/[QY*>Y#QI2F"C=."MN4C_U>M\E^7X#UR M>JO0=FD%!E1-QN6'=%
{]APLKMK:#'L66[L]UPQXTZ)!T?/3$)9E.6(Q_RNSX M(.[OS?KA"F?MG&@\,,E\ ]ZGDE8H.^*0RNC%FAO&@V8NYJ\/.8V-^U;K
M)_M_A\J4:E2@Q'_OZ^#'W@%FV+URNY\APINJ%)Q7([].HI_-YWZ$,MWF='G/
M^]LH>^'MP4RS)NK*]B2NPPO@CZ9+OG<-5VI)=U:7>])MJ;]\B+$.^@II\@/?
MQT@.OQ/T718Q$[GNIYB3S$:O(1G/<9Q@D2%9_QM>%/Y)[_4O6]H!1QD6(2Y6 MQI>Q)K%"D5*"[R^J?X*=3R(Q+T+0=&[=[L>WZ-
\34ACYN0T)VO2TFE A9*72 MQOP,4'222]ARGK5D_&LX8SST$\16-)A)Z*%AI&P44'KWA%O'"2B M/MQP@^1/-_LT^E?(FA.Y_']SS&G
V6WFE:54(IZ@5Z62MNEAM:'*K74-",&8 MXMDBDM_L7TJT'ML#X-ZC9["9+MWHP< &\U""G)D;XS,!HOY=MJ@W=L^_4PQZ
M*F[L6>AM4T(OH>W9EB>L(D1XW>OT&>W&1C*2B C8=._,S/> M!9CSF$=O%309ZU4$4=9ALRAEO_#5ILV%ZP:3F2V#C"Z5LA
M;HHW)_+7U=;B.Z]WRI)D_9Z*ZY8E'_/N6&HR;^>S?UW:?410O-:-LL0]P9#2 MZ:/4]#X](ITML$.AST8FEO_>Y [.M-V[@OL^06"]S:-
AN_^Q>_1FQ3PJO>@& MBT >=MDOD;*YA$4Z0=/;3&\Z7AI3Y#%]D>%:*CH[L-$_K X)"0U5DR5SUU\'
M_3)>!VI<(.;JUNILE6_):V$'2\VQ)&WPNM_0!4.NQ&U3L2X5A)>%U_PTO\G MRO%^57^2ET5V#E6N\UK(*GBS9UQ*/RFW1)4.2>3P
MV&C#!%K;9CPOK'2>0/E,LPQ;.QDE96N)EQI-))]RJ51[K9PWD^ N@F%=:(F MQN[N?T9P20[R_.E0VIL%U9V(Z]<[O_-&@BSUS>$#I?
M;8!NUL5B75N-)6 M[Q978I+'OA+M@:.+L;GA $OH(@4ROC:1'EN,05MW+J!N3^K>O?7*?AS)]KO;_ M<&F+LOA&C&?I#;LZ\
[X#),$^@**5YT+I\ES;HNK;:C(+/*;=LU(6+/5EJG,* M^=Q%_S]2.L#X(;;B4A!JM#,62DH.U7:+KT:/GNJ3N(3=-/J?1NOWP4SBB#_
ML5G^]^[^Z-5J7SA[\X.#^Z(26M(F/N>)4)1\Y=$B"'^4N<_NJM)Z8E MKP'UC6E_U;F;2?^<.SX^S.
[Q"+BB]F!J4L@R)\ZXM5LYDUJH3V%H7+K;_,SJV]0\^_G6+ZEP'X6/ M_A W)-O\)9RR6&PI]FE5P*ELTC/[]\K?TGE_VEG[QJ%V=#7,]-
])FPAKGM1T MQWK2Z0G9V%1EI;5-0!*>;_IP&Y&&KBG230:_,G.9VKR'UQQ]3S,8@!]6Q_]1 M>7[WO;DI>RO+X*IO_7AG$A-M&
/06]KQQLFF3T-9OZGH/\638DPTE0\?ZSXL9:GM/P<9_7CS@]R>7U)[^=#X>^_M3B4JT8_
/"K)@I_+E"WGD#+SZN8H9PRL:4BPP!3<-6PKA3Z_['D6T'&]NF M_^-.E^(VFRCD]<"T6CW.R,P> !#T_!!&^HE4$J%7)+U;-_KUQAR1/?
&C=9:_M'##$VW&;#3$V0(K]G>:8W9G*GS!\-;MH*+QY8T]UUAPKM4)%=XENK]/-\R@_ M5Z,P5'KVS]8CYO3-
\HJ.@/D4T[L">3,>UIG33RX^M0< MY=5'-ESNEG[=65/,>1FRL&S#WBC,6^F)IL/Q%'=*@S/U'1<.D2!R87"50& M>I?
_G!JH=OQHS>78&=M#9\YD>;:*%VJ,$$\16R5V Q,)XF;ZBDJ'75UKP#N6 M!S<_ZG34,;?R4%,:)I_Y/>U>@\1W84^]\5\E5UH?
F#I^!>6/B9LY\G1I:U:< M[B?G:6;]\@!0&=KCZ'V.+Y?:VTV 5ECCS2X_]^"(L(HI:'D=9*G\>;A]-#:0*

MO(G9_G75E.8_*:#H9&MKIL=H,8KK3^/V M9SIE^D!?;[Z&=A&Q]HQWV'J*ZFSO_\(\-(,-\,;#^:8Q!* W^^E7;>)%];IN M01Y!'NX9-!TM3? #3/G5%?T9[Y|[=&F_,U.)03H1&3%3F!B|0\F=#C& >N/'G MRYAW:N2?J2-4-5ROL\Z\XKI)T#3 (`^O#4' ZM((F0=?AL@+9BT"+9*OE97' M=F+X)-Y|U2&3'YQJ<_ND1=M,#'M+M%S(X8-X2YIQV'$=1-AK!G*?DO!".1## M[YKD5 RF1:== L/CZ8_9'''^8;)L]V$PR'CGVJ#=LQ-)1P_[GD9)4+@T*1PUY MT=0H/5CWU2]3P$>#E;4L13Q.C>"1C W#E\2U>=Q"!%,OU;6OY?@Z*F>6O>V) M? [J.3:WRE'(A(5JHG0NB5]+U_9O_T44><68H(5/OD?&PZ?7#I,@FH()%^LJ) M;LR^X0B]!W8=F15O!C-D=-'$Z6+/- @[\6B%:P2%N]@^.D^8TAR?;JZ=I%(GF M2>UD1-],=WXP15-A2.;DG_UQHWJW/7U!S3IKK#L[TFQJEC#M#9\#] WPB!_JW-GA0>'6VDP! (QLK>$WJ5$\XJ[*JR'6]J? M&M9!0/K-Y%GGQ$8:MS,,9ZNS)C9CY?BS\4^UC=NO2 3CP6\^;[_7K\IQ#\H^HA\@XD(Y;*>=<'02Y]=0 MY<;H)T1G***22=-C>D;U!7#6:B"2A (B;M9V$W>[VA U:6=[$KQN?'4Z/ ^9 M12*MF_&9A#H3@N4C$2%]7;1(U7!F:&,WJXEJ)J4#[[?'- CEZCWO'A&3/CZQ; M>IY,X]TDD>8:^ H7#5%ITRCZ=N'C3(YI%&G,7UH]4>=4%<-X W7Z"=\HHQ4N+SX1JY6]H0"2B[2,)0^%E%7D:)(M0R.Y'R2V:\N*,.L]B11V1=@U=4<>A\/$5KX_[P)MQ=EQ.J64_>L,J93P%"E]9@.P_+E,<[?_)B?J3_;65TD!7LFGE,IB-#BOD+Q MKNWV)3&A9/JO5R(+>/],%!SH)K].H\%Z._AN^;,,)S/,T1%AW'OM]4DC#MB8 M3/GC,A,B/],P\FOF'9N/2*+BD'2(R2]NIY_'2>0*31OB^';,4:SWZU3+O?BD ML9ZF4@\S>"]*39Z5 M\KR?^:X&T&!A?4>/C?5S4A8: *'92MRMEH.]A?#=YG>X05"L/Z-9#M8[AGYK[+)!E9O $)$]ZYPMDM1?#=)V[XEB2W2.NV&-,"_71, MZF$]_0%O02XO? Z0.O+6TV2M_;!82PT86=%PF):\5$V4XYNP]_]4B5[E(J&"= MA/G<5B&-6L^D1>XOY!G*^$99 RG8R\B*5 %YGFG6S9#ND/+_,O.U5B^;4-2, MY>:@PA7'>B]90ZY_6Y44*WH_M;-XR= $F^%"6.U*9(N8G8JD?D?;HH_"DF=Y$B;E,=9?N1T2W'VB.1PC&Y9[-9 MH$AT%YE]F=F%$D0:FS1U0[N;0L4 M]]3%5=E6E(2U="6D$* 6.NQ\X5"<[\9(V=@U[26K7V'K9JH?%E32X5] 1&4 M$Z=>15T8!6(U:0$N(%8H+63]V*995),=R9]@X%QSM->SJ-'K$YRCFC*"8@.? MITQ"*<%IDA5G3[/D.$<^/@>64?N] 6ALZN- _R$(9)]DU3\;A9>?;)F-EDQA MP0?Z-VI;M$1?YL_VS+Q\F*,6@U[54RY)*H@%GX.;3;\[A,Z DGK;5J,Z9 A. M2I<]8+IT_1YE;!QFC4[&]6\!95YM5C%6>0WRGU)6:-[;BOI(4P(VSPK'XKI\ M?MS6#D9'GA]9WO1(=R9,_&#M>E^RM*RLFC!;!"C\1V9]3 M4QFF@!*$H/OBNQOL7CUQA[F%%"E5%E$>)S!;>,F/ MUKW/S6SQ'7;'(G:/O$L]%$C\DO!74%;&,XR8W1NA8^<4J8?-!:QGM/.J1H] M"+OCXXW(LJJ0D_3.X/-;;MF/F.]N)EOD)T;&I(\BY-J5 1U;6.\G;>7V5HRV M&#?SSZ]-OA@\ -(J/" *I%AMT/@<\ FRO'E*\? CSH4M1)L8>I@<<@S+,M1**>;P+(L\?JP<[}5R%&EA+_4=R]DSR;'$A*B%T' M*EOINJS?-IT3WQ:3O?!\E1N84D=F@T_ %\N2SH;.L]_I;.\+'F'\ANA*K;#B MS_'&N#$,;)*4O?0GP"5^@6.V7=_2:FH!W$PV)^F=(E':)YXO4J62Y?G$]0=/ M27%X^MXK_P,M=XI3_K#M[+4R#@$M)'T(-2E<3XTJ #D0\BJ26:=/12E<\^@ MHN 2;UU(ZR/(-)3S- 3C3]VR1)NK)]H)DAQ96M^6X<[FC-OMR.([,OF9EU(;_M;I=W4EX*-3'9TX65:]@U_0KYL#%U\,VER$(A/%N/J?W.\6]4M8UF MI&S(Y_T:+%%&A)ORRWK#"'J$^9L\,Q,>X[M*4B4-#JR:PUDYA^"U>%>-[_XU^U0)@=XA\OE!97\SJ(S&W>=_S31/ MT9'^Z!WR'1D/]8%;ZAV&_D+JFET:(N0AZ]D%U@PF:@QI"0G56V:# M7R0^-] MHL)87[YXO6D!:X=GW@BB/+21K[,W>,.\!O',FJ(>003LS%X#'4TQQ MWZ=\B!=&I0'PJZ_^]'YN-4+Q*@UW$WZTQW 53HTX^%:L\] [NQ'C4=RA M'9J;)5C>(44G=U=?^WY0PN[AS7K\9&26?O]?6K0KK37">K%^^5484G>78W>8 M%6PK;2I>> <,#8K5&#N|&7+#/GFQTY%B---*<+#06^O/9FE1@KU*?X=-[3G9:.M7L8I8^41Y^(=VJP_F*[RNT!R?OJ5!>S-UNZ6/FB:_Q(90.W_K?QTG0? _6'* M])M"O6 $L.N9.6CH\46K_Q.9GQ>D3FVI88D>C?&C-ZK)CH2LG 3+!TOB,U,R M#;LR=K]#UI>KH-JP+O:VY,V(IQ+2E0IH]! (L.UQ33_O*_(?PO";.K9@6-A6A M\AQ+*/B8">RPIL9S_&(HV:MS)#H$2X P5V")EAP9T@(%IS@ M&MR"NTZ X.X! @2'(!/G-76T6WQIZO$P. M9H?%1;!#X?G014Y'[*&O;QC#*PLO9/MJA..?Z3K7U=LSI0FKKER"U5TH\%8! MET>2X]C&\.45) #+5G#69[P!-XTCJUNOQ2 ? S9M:L$0=91#KX80B;+9IC/"B M FX!JG*\|: E?NEHLT'N5_;I%_-\A\.#M4UA!CKSP*$!?I4^8R+$LUQXC<;T M>0? &L$6D6SU%U,_R"#=RA9HTMNZ@M@DF98D#%R0 5X+7BW1@!YK)#[>GR?0M MP_[$=\-2%9/"])9A@I*0(GPFSSLSO ? S7"Q87.MR+2>XHE6\V$[-[I&O22DC MV(;I>FM,IRD96M5@O7[89Y2TVA&R M/,"=V8XT@S:GZ=2@D@+WB^DK+XX=4Z MSDKV)_$^\U F&#W'<FVU#(.M:C4_H*]/FFN>5>P@1N O,0:AP=_/41R">2:

*IOX<@RXXAA*VGDM MT=S\V5/@P-?W*61>.8Y-VISG:9S3VX'1 5@)(93CHQ'IC!A?.\Y8N=)SU^USZ?+E7:I27W7^0_=PHX NI5T?*
8;/_:&?)Q:UF>.LC,CAL|(-ML;7+)$:UDF'>`JFJI$P$H6#6@/+-DRZ>"/YQV/{6X:0.LT^KU M5,&)H6V"2K{6=6,*/CU8+U_4OC-))-?3B.?*
LIL19%V9*0RQT^HV-HRZ5+<^_M>+NF$@@YDFL0V<7X\8"_]$6C-DZ?-KL,42)W<+!..@XY4P.2F0/M-_M_">!=G%)JW<195*B64TA-*
D5IC3+3VVLDX&=4C=]F&NA MLORD"=4>,.]I9F;M{7,NEX2IQ(Z:8LE\0"> Z%4VY_7)'PQ\V#X0R/)@?>W'H MJZMQA$56.=4T/IV=
E'3Z[X4]YP';33-X3=*#-ESZU;GC*P8&T!#M2]AQ]\ MP3UX88E*]D5&7HE]9^1G6;_L,O498X]\/R9\M$S_UB.\$SQ5"=Q'_J Y50-6 MN&U?*
N^PX\G26^^O+ WYAR;=I)'IL?WE8NZ7RB%RH21R=HG%'^LT+O:SV%EA< M3[.O<9>51]KE!6\?
>B^+FW7AN@82H!M4$+.V04P;)?'G1!(!)=UNXM3 M$:=O-%C&"N@T@GU"#H\JG2Y#WW:[+)7ZF_T.AAOH[6*
L1H!4)\)JU(_GHOB56S)N9['=H.%39GS6]SMETN2QJY"T[NV!7H5R7-O(7V>.&DOHH<>R)5O MB^N^'$38U.SI^5?
D+8SXY^N6E%@B'"Y1J2$,EB1|"%PJV+KI_[H#;8L%4R7J M+/%4X4[TW\PR2A.JXJ[_<&S/Z\O#J#E9L+U&4SBE6H|JZ@R.]V&N=SS[J!#AG
*M_(Z>53PS67N=46%5,F_[@O$B[8GA_8K:0X=*A-8 WUE+;')].06 1GND?L]: M1?U/Z;^(?*
V1)G("9_'E$5=.XAQ_)+'0I:R;NU.IHM[WDG_!+&NZ)65&PW3 M0XRP,0+Z*,K63ID%GZTBU@?*H%;K>T)+%NT@%I&=#OS8^LY*
*;G(KC5/@XM 6 MV#;Q2*MZ>CV0T&TP6;DX<=*4F]5!3.)#Y8?.%S_D#%Z=JY=27>-W@3U#+L< MP2OH]VQ$D#37_)?*
*%IU>ES2^P*Z')F/%R^]P3?"A"]Y)}42DM;W$DW'"%MP'_I M6*IGH"1L0B E4N62SXZ!)X3)7$<<:!";#%CZ@Z;"O \,]W]B0:VV;U@?2/R?*
*M"S]CBKLJ_\|L2_XG,',7VE,I2I#?Q0Q66%F.!!Y_QRXK*N:!/S3 %,AQH!3K M8$/S-CXZ5/9!Z6HA.*P7XG(/NT M;=GFG*
_@;V>;8JA@R&1ACU,ZK7%DU70"G,#1V3T%P=D9-67%=JD4<049Z)Y M.K8]/Q1^CHC1{#A)4F-4]1"5;-%!B M6]"C\|]Q5\?*
*$6M',$NRY$_KA%L[.'*7?4!>LUFSF=VE//G8&LG+'BT<4E2H M?4==,?>@[42?U3+[V7H,C;6GMSK(@Z&$4(A/=.QC'>F?C6=?*
\#ZG2@[0DMUGJ;S/4/9+GOL/A_9]%)X]2ST M7.!^"96J2VVD6QBSP22/F0K1KO 5)T!95<=)ZT:G@E>5$ _Y=7#" BL*
M$3UQBUS#9:W%]'M&I9IHR7^95/%F7^;7P*RZ+)%\]3NAVHQ^49$=_5B&&J3:VU6=4#5O);5)\\F ML
R\C:EIOCNW9K^+HFY$DTQ&LG4ZSLOX8[/4]PQ;WRIU&SH@ZV MX_[RC^O/P3_@6(]4DIC='5[46WI"!+)1<&)Y'M7MVD"G#?*
*YAIR_$WINMJ-:W M*9R J,5NBM,2VE6IT"WHW&IUM"E=ANNK-TRN<]LZDG L&IL\3D 8-H)%VX^+*
*MHQP"'L++9'Y0V*L8M=9GB[K9]$;/IV&U-*ZVQ:0Q$ 6)>5;*AD;ULDLO3M6! MBQ<7MC772YI)M!PNZ]O3]OV6G8*
[^K,?'AOF[>"]9VYM.CWG ,H$65=4S$@2 M\ >Q+AK3]V^*-CG(E0WT+ E6'^-6^/KZ5MHN/:6UT-?$?EHQQ6ZK)Q!"198R
M'_:,$W7<9^Y(K;9)X&E..%\'U4LPQ#:U6?E+M8*S'PXA WMC&@S+>9@WJ[N>DEWM:IBE[U4{$3Z8U\|"DI 7.MRUX4UWF1#*
*I8"O8!=2P*N?-<;=V!_9X$\C@85-[/HGW6EVL[XCDF7'VF/4*?2 MH4>X\+27MYGL?EQFT/FFNMG^+/&LQ?X^R!0M_^C'^J>L#]% OH7^*-*
(OXJ5 MB>!LGAF$83'$SH<_+NRL @NR2HG1V!"E';Q_Y)38\R#]A=330T,XYD-T'JH! M<>93@RR^>>>N[2?'#P#]7R_CL0WYGH4,K24O*
*$4N;$LE.R\^"NJW%AV>CUF037ML]5 %7_Q2K'XS1B'K MH?X+OY4&M$*Z?2O-LJW:9*
5QTL!ZFE5GRTY!1+W%$S&P8].TP&D!4IFN!\V:.4Q%Y0Y!2FQ>M>:S@VQ*7J&$DMVX96,H<<3W&J1@>QZ<1>8):,Z6IV]@%$_@5Y*
*M<1B'5U7*8.(?[3CP]IN+SU/M#/J(5S,PS#D[F>C9[K^FX#+F(X12@6S(=E2KO M+N6!2X]B8TW0R0FE+MCBQ#X_O;MVZEW65[PE(?*
*+.,@(C*9P(JD1V%_FL\%%4 M 0QE3#]<+W"8&,/QS6H^7$&EI>D[OXVC6YO)X<+!5F![SW,%=M<)QNA^*
M75TYDP_%AV#^A!4DX&.V6$?'I'L46H6Y4%_^%8;6R M_KLLHG:=&QPJ51(0)1- FVZ=$'7-=4^ER=J5L; MU+U5&+$1_GK-
XFPCV&S@UE9OO.[.S55Q8-D8"!['#+' M|\<5Q6B;PHP)3 [<-\U=<(OCS%79\%IYO@Z"RJK"^_AUD4>NE"[+FT_J: A M7H4Q5M=*
(1MW#WNB3FB2MW54PW;O3 X56'WZ_Q>,B8Q(_)?CC5< ML1$O;-/=X+]'E(=GFT;;;_D KK?E.'Z)P6ZO+_"9DS;%>&NQPU\(FE1;D<" M*
WT4@MVGODR+16%?=WDXSFN8JD-/!Q,^Y8\+/CT2/P'P]\&+NY.)'1#8?AE6 M8>Y)[]KI&E-AE9M-=U,_$KY?"6(0?
2)#E(I\%2E[7.R(\:]4O!SRS<>%>=(M-3H6JCO-4]^'&RO+>UCEAYK=U8_Z55[3C:6N%X/'^S;.+6F%FLB_>%.(7IU M204 @D;NO3:_XTI?*
*Z^M4<])'8-O1MLO:=H59N MIE_\X(N2<>#5QEBO5+G/VM3@,A! ,+VP@Z*P1 MP;8ZPD$R3/XNB,Q11[RHMN:!(/9,XS)/*
#7$K5,I[*MRF,_7GA@F2V!WH3] M:@SG[*J=/HA$R;FDFK/4]2%UT 7,J03K8M6.0H>)F7@P[G!&22M]+XH7!)> M@4V\@4\9?^P@1#*
X!K13W2UE<=+/[I/S/U8()!E8KWVD)-V0 M^6H:.\9F$ M. %^\A/.AL.(H\07*66@3QVL*$[OOW95%,__:7;[TC4@"\=TUF-^=Q!1O@+*
M7A/ L\SZZ)#FMJ'[D2+/;-)/F>#6X4 B0P#+J-GU-VYPN4SVZ^0P):O:7,L%0D15=;?]XM7"L*\O1Q?3SJ M\&20;7.*
(WT+#@S<,>K7Y_\ZFWGS8ZH**A+K-S/(F5(BOQ0L.Y^+4:K=D24 M;0W.Y YJ&"-PIN^NT=I'@Y6==R-LGV=!-H9AUX/S3.7"21?*
*=5*$M#"K5)&# MWWCA& (CDV[B),@6^"Y*XFPGJHJU:.)6#TA[)]EV]/IB\\IY),:<*D%T+FS6 MC=3*;('%U(P>187?=I^US%P2?*
*0F>"HSZ)QUH_+\ 9MKRW60[QG2 T$\$0\[; M%#$[.TO'O-H;43)$*P%*$J44_B-42-NK*HOCU#CG56NQE\O)%LP-:!R.)$7?*
*MGS7)_=Q(_";'\N?5UT"A:!_U_6P.,Q(&'O!_T;75LP]9+*B_U)9@RNGAS1_N MV*X>:+@L5T9Y9?[1^?LPVR^=D'Y?*
*F!'_FLHOWZYLD3F$2MFNNJV\1(=UO (1 M*5:$W5.>!%? ?/*G3],<25G!D0#+D!L-N()ND]Q'[:A-@T^*55^\#M9X:_%'-M1,V]367?*
U@(&J"Z_+C]! FS:>+LN!!.[+/@(=YI#/I,&:T=W=EADF!&]T#QB MQ"#K FS5Z41=.!R+&3%.\O_DV-"_Y9F='1G-8OBTP-
*3XX!E5,T&U3[,]X^EL MC4W/S$DJD^V58D8,CK1G4IO-$7K\JU'N>6P<-2S;/^MC ML7]M6 N;?[I,7T]*6:PCF$L?*
83@Q1[5:%;9?!.26!^:=%')JW_. ?)%AZ!G;G MC]PX?(UVQ=X7?^#^ML'E@ 60[5U9K 87S]TUQNF HF4H+.]K6L^#/HDA"E;=
*MKZJ"3\%B;E]PL!TAF)U&%&TMWU?J6Z=6JO5SWU?9C%&WS<2+1*S6 P"'%-+# M'WB,FK)H+VJK0%2V/C(UN8O;J?AMG?)*
<9M8.9CKVZMYB/V-=E(I);2K+>FEK MTD(0LDS)#:04GUU^COF[VC.2 LC66UC-'5L0'!0I9T<98\VW]6+<7^W4=Z_K
M2ROW'#ZOKBBXNKHUN?)A8^,3 PR_1FI_L\42K -"L'NN<=.+E_FHN);HMXT7M.!= M)D3 M/B:8%3T>@ZV+W[-WN48PI-*
6HJJ_<<'=.X'AQR1#2W8!"\NM0U[[OJF[F:U2 MOLDV(#AH&JZXD8^)U:Z/B2G$L-1L M_-
#/XQ@R3DS%.W2:U@W4JZ6+SP'YXOK>E.!TK54@T71B U:WRZ^AE(PP] MM[&U}>_M'(^JL{^E?X(-:E8?PG)[KL8K# M?*
*+YKFD]\OD2IKI'JX8"K$ UR_>B8WA!Q] ?B;R)-W] *':C\^0Q8YSM81M\< M0JT(;CJXL*N=H-LKX@CDI95&33(B7 /&B:26\?>UAP-KRN$+*
*PG]<=[[4BO'SU*0QK?83O=JFKV-#5S6[.Z]%KY[S?4EIHC&6M<=VG==I\V<1UZ5:^.IY[2%^8$;1!9[MOCI#G0-/7<#BF*3ZT[BNH[F*
*M<3E>>;EU4!=HJ;_HML,/JN+>9U3+*KB.9=MI8]"NFF-?:YNNA+;5IGW::H@7 M$?P>'_D?52:I)S!(,7,<.9+(#F5.?2I8-*
";"FM>D')_WE^RE_V% [3\'DB-T M@R\2IA""=BM[C]]OXK]^@8B<+8F(E>-U+&4<9?O'#A<>WS92)2164<(#\G
M/J&>Z)L(]^&;,7(U5T<*:R MO1& *A:&4.JQ5[QG5XL6=CF-US_*ANXY/L/?" MS:,V%-J0-R^D6I&,>/1R1<,D_+*
67@J!4TP'3CLX7V"JU^@_H,O=WVO'E M&1G,V#Y?Y-WT9#@4VE&WS>98.3M2.LI9-FA+BYTO!:%LE7RQHEZ;0-VC)7"+ M>7 D/:'DI-*
*P7&I=V#(N;Z(M1?^B"L'-#7MUTZ(]WEP5WLZVO.B5\'5<-Q%I M7CV5?><[75&N8N:^KBPQYE@4[4"2P*A+=CG@<_-'!NTE)@" +DM=*
*[E0T.*DF M+*H!X/%=4<4E&<-P&Z @0B^CNS6U[WZRE2/VQ3;I.KE-#:')'LW)_4H=I_M+J;*8VE.A&'#,"\BCS7K+B,K.5O1!;)*C08H=TCE-*
*J]>5[_.>'T=A@[\'.8 MD',_V_:]@5*P-HFD]#*-)5"42RC1B1CWB#;QN2BS(\?!]3K{(IL)}IX0>1=2" M(D7J.SS7*,*
*<4>N:T5MD,L31N%UO,71O=^X60 *^Y422@UOA :I6LO6JL21 M/37'M6Y(}Z7/U#*_.!]$H)F0(2GUPN^K&=R%[?#-$.BQC8HS?]?*
T^]%3) B M>3[76\1_+3H[:YO\)"XJ@,\. NK->;2P:.?1('"M.I?OVT;HJVN+PGZP'A%M M$NXADUPI:..I+ESL17L1!O/L53)6R5Y3,\;3U6]O,N-*
*/&FSC-"_K2)-EG;I-K47<(/D!N(SB')A]U[9#V$.AJ#9? MX&.16-B2%H)>C1X1WF4!\"N(Y6'%SN&S =4.1*AO3E]2O)_L\[.2'*WO80X,KD#*
*(NQZ\W<)$-:Y7 5E+0:)@JR-B2_@9[E*348#H[6]W" M.%@U]#0BRR-4!Q]@ 18%4IY M?[%)BV:7?IO O[&7[P)"Z2"Z)^?R%#*
"SD"UT%>ZI%V;\G>_@S2RH5G])?T#L MK;<%3N3P0_OBE'$?EI1>OS?P(;N54=V?5SZA16O)@\|(;WH]+RKM5AOZ+>KU ML_!>B19WQ?
KV =FMJ@0@CYI:0AQDOF#O$:)H123^9YWBQNSAG%-0XW> MJP2]IF=QTC\R1#8[2KS2U!-OU!OM(A82'T$U?%CWGW^@E&'-ZV
*K57:%SGZ_>\YEO]\:_]GL*N^@-+N4+?HQPX?605^]+RS3'!B MFLX*S%3,87XFX\UP$W/WO9(D3*EYKZ7DN:3 M1:..5BOURB=%^*
B>^>6V#!)! [;##036MLH[XB?KJ+DE<,EYQZBB[Q0G&69O> MBM\\RQ1T F0A[WB)(VX7E9BNLL>D^7$WT,Z+M2=H?O[']{?^]<
7SSO!!XB= M]SH'8\$G8":.#JW"'^8JO?W$O+O2_23Z79F@ZM"N"C\/#H6YT!LR*1V@O*L9?*
M;O<3#;#+EF[S&O.+UE8>;F3]/+042U1Y:YP%8_:8!1="EULO_5O;5)JA^YE[M>'ON<\WUAO>+KT=WWIN1K.!AO!F!R=]'3-U_=_)'B@>
(IF#ZPX"VGYLS&Z$ M! R^.KUK9T0"OL?XJQR'W;TA24,"[(%G&.!4+M ZO3<28$P VI;I*$"P(0&N MX#NF]H/7C%W5[((1B(UZ8#-*
*,F_WAU,,:*8R4WGF"W=\S[E9TQH8W"?&J?:C M!5]..Z^PD,E2/2EJ6>+V-D="I)>?QI3[V(&ED!3W&X8-,M$[GS6)387+J*
M&%^A]UN0#O96IM7%MYU+3VMFS^SB.FP%/B:[H#Y3?S'<>8[F9'?V%HK7.X(7 MF8U3-
WM0WR=|^V.QWL7D$P[/K6CPCG&FY2^[K@G(6S@M=-V_73_V>E28!<;5 M>[A=,,A7=[I5^\^\+/G_%8C#5CL((''WTLTSEZS^[,
M[0[PHS7&.80T3?K[O@JW_="M#1L\(_$P8N@6>;++ OO7VXHT,)U;O@;P:@S M=^&TY[;W14VYH5>89LN,
(U5=WTB;J:\/RCXF\9M(MN,W22GRPDJ+:,;HW"^DI MG%6#JN\GLY9EX'JRW-.C/? MTER_#E8-
;#]^^P=/)D&GFI=#054XM%=5/JJ36:44D]>-]F+ M>;(F2C\=HBQQ=Q?&P:,+$@G6*MOL^#F_:K:W1-)\7(?HUU]DO$K='V"]^+2"*
*M!W^TVAZ/0_9 A *1]"0LE:*\5"'W6AQKLO>M)L-,8B1KI:O3OS!B^PM8JM@" MUN\8X#%^;%#Q-_!!+<=G^1]P3_!?W6F>|*
(H.;ZQ[>),=6HK+BV6<=T!8>B>|\MP9#M4F:3VI=\D2.#NG76"=O$/]1SAVZ_;YD"+ZSJW.@-?0SZ8QVO4OZ$\9I MDO=A_IH*^!^=JHGB?*
02>]-9VW-R;T"_\?E6^2]LO0U/ D)>,5_#NRFO6+5 M,[ZMO9__%.TZ;4A ?,C6K9\\$!!+<9=T#+X=[X"GK0>@K K>;- >QZM)$]^D
M7_TC$XT5F3CLXMR'E-Q+[XU)E/V2M:[4CM,J&=_CQ13@28/E[XZ+WB&/F[&AVE&MFK0?]WG7_X?='A1-RT]2V*).)=B$
M^QBV/YQSB/D=]^, >X/>H-H.7Q=>O'V#'Y&?HUYIN%/"_JLHW"HTYDVU#.. M.,6,J@N%X47R*[T^9LD:CI,>!R!"S*?*
P6A2,QIV_BOQ@4E?1.@1)JA>5OHT1 MVD_\/5.9<__1;M,_9K;^ADNNGT>]^:,_@31UX&A\KEW.H6.@1[D_\P..%
MY.A>D#HO_^IR)^6>H!AN.C-)0.R]ZJ S3+]6WH5$[W]5\|&%+PW)R (R.$>&-@I&I,.%W]Y$11(C?G;_V+XNZ@A;]('_RU)RZ*
M4=:^RXX%+W4+YWHR.S0FYED!)X;(,F3+.L)(^ M?[3[7W19F]\)X%^9PA 2A>]7N]#2*#D>/]$]JQ_?(<2M5HWI8.Y!^ M?8'?*
M2L"N]7ZY-]^AJ39&?/?I[(FWI1%0S"1&XWXHE- MX%2:P<6+!=8'5DXRD^BV5)IS&I-MM05[72/3U6R%C/C,\3%KN1$53,>4';3_N
M544T6_,]K)NHD.QP^'+.3O^TJ9;=:,JG5RM4FKG9>R;E\&JRVFHG_CG%)3#Z MX9P1R0^QV:,@P9G@XHM8O
R!P'!N:!#$T97W3BSAM]H([32"M:7?#Z_*3VD5U M3-;^O?/S9OGVVP5ZT/Z7(>@NZ+\Q5K"+@@(VU&0IL\I6'YPSCP;@.\E<[#0&E?
*<6SXVDT*I<@*6!-/>)A\%S!^S M].3&O8@P110XPL#OP -5W.M@=0G'4^";GI&,:*;UCM^=?-K^ER1_ 7PS\!9 M(!L,EMX,D:3.6MYNP)*
*(A'6>N"&UM0AM?[UCI7|%'!F5GT5(V< M8J5BCE\,8SVP;4]%, TWO,*5]^N[K^ED(0Q%P]MY>16:&1#%,.N5O1(,GO(&:O&?*
*D<;YO>YXA&"XL*X4\!HPJK^%#,QVC[6? MMCM>=R.T:.(]KH7$G#9W+%]M?V3Z](G(%R/-:\1]_N_.C 8]T6<@"=\Q91 MQK?"&^I1P&{B;,-*

*:TI4]Q4I)PRENF'A:QJVK=-=ATI]/;:\C@5?;PX5JT^3 MCFWMIYO7]}8;3?DZI_$?I95A^-NYOFF:$F/*7_"JZ0T.R+%=,DS)?B0X)S3\ MA7:16K<9*[@G@#JS-R,LD7*P)D2QP=/!*?4X,#4A8NT#VW)T+.F';WN]X. M[#;MAT(9[C9BM"%_5>BH[6<^MX-XW,,S[@S2K>QPQ>N[N*+][!R'7PY^?/Y> M]'8?"4!S,7H*0[^,XA^Y-5//*FYK32F,3XIOVB[,_N*$;C4I#=*3>?Y$[F[-DK M5'N6[]EVWT%0LVV*D%8M+20 EZ^_[4EA84"'X,9/@MP&L#QUN*A^3!-8%S[$ M=-%V?,CA*UTKQ^?/?$+6 27Y41N? I#=:%DQE#C!7]P'#M,.T:=6SY%ZY'7C> MF[V$G8%'RDI):Z+S@U?.!C2?KU=CUH08K3K$ MP/@;6X$5^]XC3A >_=M.^^ M=QSO*U] <"&3KV'ARQR-""0+LS&!-'P?D?]T&8?"WQ!%MJPJ&5?)=5D^6/YWN M:FIN$A[=[R1X<&GJK'%*5-+]-6;>H^Y\J>N<[4>*Z" ,>@G? 4U*A4K9]/$(; M+4A:S_*^T.RC2L9C-^V$G1J;0#I=HF>"M+::F $H*+Q#X-CO1Y(NRK[91;6= M:W?-A849EEZM+#_T9G>B[A? IY4Y_"%YU8$.B-CL<[fOC+Z/17W[8QTLR8AN) M:F+ ^T>(2=D':+<.# -&('&?Q,/ES8"T ML#@F,ME]X]^QWO@_+\OQ_Q(>+KO-T<)X%47F/M1%]4IX?&A>,=]P6A2'&0;N M:&I+-U*J/.\,/NMS77WV?*90_K9@;BG&1L/M]TS>]C1')3SM*11(EEK,,;6 M#+I,9EL/\$M0[@,N.FB?\4<8CVN6O@F15T^%V?L/G*%3?&T3^A${)7\+_1UK M_;M84J6A/O5DD\V+:$2LG$!H+K'W&$ T/#U[OAU Y,7//Y57!GO}(3$E[9_.: 77-*HKQ M6":3I>> C*V.E@EBT MO*6IBSQ+$Q_D;GJX>E=8F8#L#=8PZYWBJ/-Y#;LBC'_>09$U+_)\0NCW?H^? MBQA/04*+[-,7%N[0Y.#XG@4:NRH8L)^+%%[O_UQ_T7*#]HW.W=B&7.NO?#8]<"UOA=>LV;],G?4%$]O6J%B/,;4F M*BO(J,F9BO/@LM;=_VC'(K=+Y2I:ZR$+_ZC1E('?,Q4T+I)%;'703 M>7$.RKK=4G&' ?NN0Z,ATA,1=<]JVX*XJOFV++LZ#7RP-EGSZD.$WFI]5#]I_MZLX"C%BX)W]F]&\WUQEW4Z!E/X=IQ12\%ASR]:02E35PH.Q0G)7V;=BW@8(/MP%$\MKCI86]JO!N>)+0-2M,J)=I%4>J:'$^7_;+6T3."U#Z[M%I()1DRL7I< M*_7>*:^_XS P\!JK24FS3Z2#'BBG]Q]W0OXED%GK-D"TRXJZE0-AZ9[2WTV% MG"G.P7QX@(>GNFV>,)<#%)/2#NSB>;P9OI0="/[O;R@3/P(]A<-"2"">S7SP/;(M+<#7%/O=+WWK,&R*V&%T=R2 /("A# [P@"S5$K_=Z*Y]\X#QBK-S*M^\;O56=$#6!Z\^^H7/W%$A 9UE:Z!0"=06>,J: MO>BKNIA1]4&:7#ZWG%5UH>/CD*4%;Z?.,BIK$7140,"K=MYP M9WD9(>LV(_!T[MDO?HSU/? [Z\+9[+O;DZ/W_VAMZ/31S>'2E/0ZD1=!E<#9A M5-F3Z_M+L0E@#E?C(MS^5R]?&14%P$4YA"(MW:"$Q% 24D.)M A(24D+0PHX M,#22TB4A-2B=0PT=P@ #2_ET* TRE .X;!^>_;G[O[:,W^_^_=<]YY]!YS MSQN&EQQP#;SF0F"? 9/J6KQ:EKT(P/G)&WV/;I#>WO[_S91>N")Q!6Y:NGV MZTRYH1H&+87RJG^(-TK]!W8F.Q! &T1!<1)(YC\81KL<+'2\B7/0;_N^*>() MN&J.] [GP0_WZ6L(>$YR^.E?+6>M\?-#?"'!W]1ZA:8S1;IVNTN'K:R/&(IAO2 M?)B1C:S-/I-%[?G@T1%R9=5*RRDWX(7Y^1E=6[:^"Y,NU6 M\L/6FT<;I7C^*X99#P.%JH^&ZF'/8+'_UYMQ=R)"^RM!+G VS/EWE)DR \B) M)LU$2N^)<>&%&0L5D>,S1>W? 1U9S!TAJO;F\:=;I4J%3XXU.I;B_R7BFWA@0 MA_>F+@ZCJ&F!^MA(]?+[^S.X\F.%E V;9R6J0O?\AMX[J*15D%6U .C"J?IK M@(3M',"3Y^H!]E6CS1VPXJDO]6=SLF<>?WD$1EH(0:'9P%JE/ MS*;TD+ ^4[2^BXQK*\7@@\"66,:]X9>^BM37-8GF?-D>$. [.E^<2#M^HJGV(. MU:[UXYD] ^PA?2KY?0D5#AS+9KCPM(F(V$;O>^>6--&'H2^U\B5D9&5MWP:. M*#H,8)QC-TN<.D>]56,],@$<:E$]&-T]^J;FMI"A8P'9,5_&$?XF.1NJ.85"?@$&1 W M&YD@S_;EXR'_/5^5KOJ^IFM6/.!4+&&-,F\HT-B? D:9H[JC1,)EL_6N_CYP M&UP,?93.8H"26:*HF)$N_ M9Q=Q[U#303U4[TVKYCYX&6B)Q)@@SM"K^^EL'B0O$I==96R6$_TX:U LM*R MO06+[AM&4X/NP5F4NW?%"/\-B:_5Y- DESJ8X)@J4NHEV'"^QMFH%=B%LX?^]E^^']TO!C"U*;.N6A=LZX\,YV>? Z16^+H$C!/J=PJXAA_5LK, M+JC :XS_8];0]ZG_C APH9--2D5PC=F)6E'0I(\J$O:D!!+@3FA@,Q'F7!XL= MAY1%VN=%V705^EVC=9#;OC<]F:,WQ#@NA^-LY+0NR$TFSG/+IM5ZQP^]8._= MGZQ4UNUMQG!9YY'3Y;3OK'>=@#U5VA'M$Y;2*\8<3*D*+_I3!M9D@Q>')[T+I1?*-<0#W?P0KSM@ W!R/:X&*5@ ML4P6<0F#F-J,? <:LU[H,Z?2\CU?O3D%!=-:+K#=WL46XTDKH MI'9C\K;VN24:S"Y(S/2D[N*I0M!D<\JJ-G-&3/3$])^(A07I]9X'?TMWCO_$ M@0* <9&+3=;THS!'!%GQK-WJ>HYF<]A@&DL.CMJ-,\PZ?.T2@WCYELAX!OG]'-M7UK/Q!.AW7PP6Z@G;S_0EP-YNZ]%D9K69>DAH_EO$YDF@9Q"'_;9)AHMZN MHC1GO<[RJ&E40\ >8(5BE137/2"WU-@&<:F,4_O/B/7-[FTO#%W_O._:H%]' M0>9@E/@(Y,X$C+M+XCE!S'*RK^3.3]6,^PM@+5+V!N7U3>(I@LX5@R2(,-!U_$M2,O?O).X#"93J/ M,$I5*X+VS7);2J52RSYYV<]8/7-PHF4A3+\O M +'7OFZFVLD+ILL,6F/HH0E6G9>^?-0V*W;VO4NA_)7((M3)#>H85Z[!/[E7 MXIZU]?NI5>L,MW1(,$\959#&=3. .;W5-G,>]Z,C=5G3&Y.)Y]3$'"(SEL]BKY6?3WFP!NPXQVNO//;Z;!RM81?A M.R);I.3XM\Q=JAI.;@%]PSCO*:UH]!S145"[=GA1;]T"\&?G+0VU+4? G$@= M8%\+0D2Z7@6KV]5"X2]GWQUQ0^:>)9&OL@6D3K)I[@2G1UL)99P2_&FR:"TD MP,%#L-0#3&_W. [+RRIIEBO5:6S1%I)N6/K9$;TNZQVTYM 7G1?J\.H>;'X<= M$95 *UZI,M3.K9Q53?J]RP-[UM;H#G NO-@LJ0N>4B*<_=^6> [.,QLO:GMF!WCCLG MESV&XG3(]P_) @%Z@+=IP1(+(.6]IQBUS[@HG"TTPZ1SSG;F]TUKVZDE)/_; M)R*0 Z@"B&A_L-FX]A7&:&/0G8Z^]J&T1IM:Z_SRT-/KGI5XR$CJ=6HKSVX; MWBDWLMU3/"4=O7!FJ:BC$)1@W/%!IWX%U6A,DLKB\S:,=:: (.@O>PQ"L/05R M@%M#[7^:,Z;MA[Y(S.YHR,(-=$Y"O1O^.\>5LJQ#$_J;#=SQ?8R-4_&_!&K MM-EG17VX,Y?? L'MWU1B1M7$_;J")+6*0UZ$S4*+"NJ,3>%@E0!B3[,FEAPCJ M#&M8;A9P;J4-B.#'R#SPVNS;\@_L_5]?O?!,)237LT-"@M#64E%T(1I2$@[F M9-VR)= \D^8Y40^CHZP:F_?1,*+H8 @+/&HNX6EU\JH06VA1< M_WSH33HJ"%X)".02Q2T-4![']DUK^-MB&[9'TT+&YLDDB=$ X488_/C4^(M/N]?MS;W@B7,+F#[Q'!7YBFJ;E6^5$+/C\%>K.TED-T*P\-K:YZC"IR'[TO'Z]6KQIQ<'M4 M2:]';%9+ ^ZDX,? ^CV=#3C%DB"ZU.>FJ=TUHC*UPL]5 (FT[]\7GT)/+3V1Y? M[P+G#Y'Q[D5^1S=.GU&-M8T;MVDSA8 #%2HX$U;F<(LI\<8FH-:M4'#V7,!. MZ4I=I@/WL^+G,H*-9N:$L1E$OVJBHN$N\(_2O8FKW,=F W#6W86K@O%5V&:! M>K,^62K!$]9T3=H<592&>?!TH;*? 9B#@[#KE^^J2R?3Y(B*,QM4B&5&=!XR3 MSM1:SV*K-EZBP'X!5*T,#U&JEN/'6?40925>TN.Z!G/2(1*W /W9 M8X$8G3#5\,DA^N'D6:UR*(-4;KS;ZXRE'O1;:%I47P]Y/:^K_>CR34>6\,.H M(L& <99#+9/KHXA#PNQ);Z&36*N&\E(>I!_A<44TW9O\>9DFOI3Y"O>!CRVZ1 M^IV8OE. (XL$XGO4&,A^L'++Q^\ZJ9>G?/Q_JOI\IE/OY!T$ZTKPH2@J?/_01 M#Y0]]YO"!#? (<;]9GA?Y9GR_PV(+3K[IA M;Z1U*SYGZ&-%EOT#$W6E^"PVS1V&:4BC@HSSP_79%[R.(P?P0'3H0[=<-73U375.#(JMOO!.C\9*)HK-G.]".[9 M6G<16_:^BP#N$Q-B6Y"-H+OGI-RX;RCCW])@A\V@-+#'+>#>W/(5HALQ#U.L M&IO>HY;&6)*[]?5*R"Y;_EP,U=ABEGY??@/!>L"3029U:[4%LW@&-_9MWM0B M45MS;+E_5R'O@V%.SIK=L@SCQKTB:AUTK^,XG5XK6FH1LF* "Y3]G& \HY6(_MJK["!_88JTT::/F]OGJF3@N1NCJYB^2+< MH@M5L#K1EGQ/$Y-)NDV.^:-!1EA=X__DJ6O=+++.U8K1X?;&<2F+ MU_N&YU&X@DWL:S($SFD]A*? _@D[?'URZ].&E6\R=I71M1<"/8Q+ 6WDS0[K+ MA'S['MJ\BR2LUP"'6I^,D6L'?S2"38Q6WX/S<^!8KN/QMS*IXV9L#:I(MB_5 M=X0,6AL$P^0-6+R(K()6S:,^2>]UW,\VB70++?"YI(11P#L HSFCPF-.*?VW: M(;.5*Z)N<8$G-)9+RU4\OEL4_ M580+9Z"% [P@Z#6U>3L1: M-,JL;_2L]&37>U^8X/.'&/W%2PS=SZN$NIEF(XTK6]#PQVNIZP^:UPEGG/I ME$YVAQ9)S=Z8_$/7[*IA>E&&B02TFI:.:7-UM/U@/>9B"QV0#T[]%,Q?J^[T%1#M"[LVLX,=*]CWZII0=^!]"^8>-S;Y LR]"<)$; M ;Q,2BP=G=%42M.VH'.>A>2 *S.8M9I(U!!;12$&HF AF%I,M*M*V!.?Q9WI M%.BCOPW-*'V9/50C$2]SMUCI?,;QG[Q^0"90XDQ4B9H/9XQO+04S71WUJY:] MLMJ7E%G1? 64^K9&$CK&=3_8$G(_3U.>(8^F8\O0(T^S0G6DSK6MBIX. M\BA[;+6 ;.["(",9^2@Z-@+>0N@"5;K=M.G!ANYTI:+;OU(TJR6^\IPCHI2 MMH>1@ALT'W4&!=5919 +]:91MV'DE N"YI.*P*OLC4G U.@.#,MH29UL@RD5EZ Z!Z.']FH7S:!H>2P)P)MJ,*>-(E4 MO+LSA%&.ST6S%J:Y*9;&US$*$(]1U%7<)6H1MYS*W:L3L>ML"0KXHEWDC2A. M4P-2K4?V,=C' R9GI2PI7X_J @\$Q-Q+'"%YC-J6ABX3W[F@]"%>1.ILY>MB5 MCA7YHMM.XQ 4K<++KQ-*?1<1+<2QT1$^0Y

f0;RS"'ZHTZ.1>P!!Z/NR$8X.Z@OJ?GA9\ENW; 9G^ M0GR^>:ZGK-
8ZC;#45PP>1K#E5_7I3=A"6$ZGSJ4+W^K<)HS10>2I&/%_,32'^_2>/* M\^[FUIHI:2V:.UJV=!Q*Y^9D)HX(]1"D/33U]:8 M\4T[>-
W$=#5YNBOXYOHW+DS^;@ "CIQDL#CH@.QA0W[.5:\U+URDR](&,/,Y MJ(I\;"@,F@>M,N%/2]S(E]I2RW:YZ1ZJGU[>UVP!6 @T/*
*3L^E_17FCR<, M*Y"W:<=1[ZBD4,]T ;&FMX#GR;I';[9'G5Q*[I,W4VGYB9:V<'V,89ZTBS_O M);D%N#^^\V#LI#?<-*
Q0PYV3I&DS=RAX!)%Z9?KD%D&S=[!M=>H9&7DU)6 A\ M>?_?CGIQW7[_'U!+_P04 " M/BY:4C:YXDEA #'9@ %P &%D9VTM M,C R-#
*Y,S!XI(3>>^@(2(V E(3>$VJ D%Q\SWO.=\ZYWUWKWO^Z MD\Q:3^:9S,S>SY[?_NV9>8B_B N *T]4U%4)*0 ,G%!T"< 3P"D)&2_OE>*
M)/++P45!04Y.04U)>4E*EIJ6EH::AH:.GK&*W3T#/0T-%=8KS P,;.PL- " MV=A9F=D9F5F8_S1"0G;Q'W**RQ04EYGI:.B8_S\G8AN*
@8I$DR21C.0Z@)2! MA(R!A-@) %V,DX+DKP3X.Y&07HSQ$B7596J:BPK55P"D)&1DI.1D?T9]<=?O MXCZ
*G(&"\=KM!Y>8=*THK[LR2WZ(S.3B>UC>SJ(W@N& |^)MP&5J5C9V#DZ! M&X)"-*
*X6EI&5D[\K)/WJLK**JIOY$W\#0R/B9B:GU2YM7MG;V#F[N'IY>4.]W M@4'!(;$?P\+C/G^)3TC\^BTI*SLG-R^_H/!*
*[1655=4UM77U#!Z*SJ[NGMZ]_ M=&Q\8A+Y:VH:A5Y<6EY975O?P.[M'QP>'>-.3O_(10(@(_EG^E_E8KB0BY2< MG(R<\H]<)*1>?*
*RHPD%-#M" MS3R=XN M/GFFO4X>7"?.7R35A1DZ5,,-"(*P)ZO^(O;^_#@O[",T=U=:O4Q^'B[@;GJG MAHN70$Z#1^3R-*
/OSNH2'UB&HQ&- =#YK^6$&SF-(W'0/"8X MF^P'MT'@7-/940 1$$2"OX:.#X11EGHTNR&FA_*JBAU6VV7?;M0:O6 W4"GP
*M[?"M^9,UF^RYVWU0MNC&^X2[9(6*U-JW);/?]*W=\X_";7"OIA9S,O%M/2@ MG;.F82&\&(_!NM%#"R-*
*-6>U6K%A5]\W,YM1;N@G2QM3:^I:NBS"F](^3_G3- MF- @N-G3"HSL1Q>Q*AFL)F6]V2T>OR_,N5,7:,.!=\]H_=@JT=D/>\\O(>W*
M3@I[BO&,&.D#R^N)7:&#V:.U1^_]C!IC9:J4+']HZR+0.8X4_"\/J.3;FRZX M"LG&"J#*8PSL0CX+D1>>5L1*
.B3(GD5O@;:T"!K4(.6[GV(TY,,Q6?QTO M\9^U%JNPG&:;6FT; L3*NJ;WY+[S ##K*O^?YR!G=JDJ'0IN5;7R2.:?@YO,4 MMAI4?*
*1C/0#>>?.9IZ: 1AP@>@IR3;L+6>X!D@)(O M@%*NI$&(3"-U&T=-*69/UV3N$REU&&E3YD803X5V>C:.?3L\.Q,GB&CA='<"*
*M/1B3RGML-_YKJN>RH:# YU;EY>B3>>^[X-_-&J/ZSU_.04@^$F, ^;%S7FX-QCAT*PC\ZF?5C,MURIK0_JI(W[J4*
*MY6QS^BMIW^]*KZ17L?6T8SBY@:IUHXDF8Q+.RKGCK&/?+56>V7 S1 _)!X!-*
MQW!F9RHX&O36IF.FHW!#H=Y@KN6UD&77OA.UDW(D;]+Z:;.MQDR!DN4YO>JG MC"(?2NGAF<)U>>=$FZQ?
*CVSRI[JM;:FWPZ>GI:.D>,*_\C6A)>EW>I./?.-MY2;_6[LLZ:7V"=-#T3 K;^=:S\0WBDQFK>K6-M=BSA]#^WP 9$;KK:2([-D]R?*
OUS8"KP(.\;5-+$2(@ MVA%TBH\^1=Y.!#)-X4 =#:L?#V5?CE7YR+GLR%B[JHV7&PYCKS]W&:MO21C4 M/CEK 1\=C.->E<{C3H!&GE$
*.=)XI'O.3P+%R-1#>?$],0KL8_2-3Q-H@DK M<=FBA9]]$*T,-GF:G1JX:\2:>V8-[=@_RJW#N:.#.N"EUJFHF^<:.0:B1I>T?# M6VA[N-*
*$"Z*8,)DLQ@?!\@_[E2#6$842AK1/3EK^7%[TN)<> *Z: M#R& `60]"9QC'LHA'J3-J8]!7$V9#/ !W+D !N>(((%-*@J2(B M*
*&P\CV.+"KWXK:"W"P^V.^=U@+"Z&O_.1LQN>.5C9[JS[P&XLT__(M M&ODPI,Q*MK:[-6'IC_0A*
CYHJI^GE$QNG!$!I$DM.IC5[2'>2;Q7(0ZN,EY5 MPDFGA;R/.0[.KXJ:-SASZ!B=+1X:NG)!" 3**+S\;YWG?#;#B2S V*$\J(-&
M.+MCPCOE]Q.BBD?!::],_GMB4T2=0LFCSH7O'T.V+J1++]K%7W8 5[83 8F- MOV%(!"P2"D-
HSPAV0%C\KZ_[,XVZ@QA,N0WAUF43<#&6UZ4YU?Q:'U%AO!1#
*M.RGH/"QP&X;2IL=K0JCHR#KE.S5*IG!O_7RTJXW&4..EW(9.)@.DYLZ_?UW5 M?^YC?&1*!_S/'O^ET,(+A.W.;@3JBAD-6L-*
*VQQ;CHSO2IA(;HCQY MH'V_Z$$E=&E*54:-->I3OQNV9)$;RC=:M96>ZP2/8YGHAK-*8X]OQ0@4+8,9*
M_:1OJ<=FY]FFL#9CVG]4]X"/D(="K M074[$D6GVN5Y>JUL4NN;:*WG%5S=M/"Z5VU";*5Y#Y/ST$AY6:L%A$%SVVVO5ASSQ+Y?*
)Z9"34[%/W=H?:=;+B4&91!LO%) ![&FI<,7(PHVG: MYW)57;%=M3?<"+FMA$E^THRV:]$K3^3[U]SX;3YSR4\V9^",))V$_?!#^O5 MPR-*
<6X_916A3:[@Y6N7_MG>|\&B76OB]P9T=TSX;ZRYIL^.IAZ[3@HD5Z&[<& M^G#R&PH,Q+GH53"N)3W&=TPVE4L9$E6Z_1^>X>-*
*=F#*_A>PN/6?BKP0\>^9 M6/-GPA,!&N=5OG> 8>XPZKEU4T*AMTQ&&BBYL\9(6*K^|"YZWHOS-B]AEU:+ M;5V7"$"XX>3P0&*
X&K/3>B.QT$O>XVVCQKF]+2K_7:Y7SG)NRB'1 MF4IME*0[Q]@&ZW.[/QV>_A$W 2Z(Z\(FFF(\HS$#!(9S\;O2<([-R7=6Y9,Q MH34?*
QIN6XJ4950+7DX[4F46CF/$9*;\^T7>!MY8OGD[CXF&#"S;[!!YL=><, M=H MTXI"H36=".OK2VT>LI7'+-*C$?I]1N&[?
*%+YC1F/%0(+WV+G12*O.EVO X43 9<4);#Y M:A5CBOKV A,EJ:V-'Q^)/)YYSUMH-31*3[5K42=<56 *QJ-$0%DT@BMY.(R'*
*M'VM9;BV60K@ZGZU*OK[?Y0E#[H\%DT /X16^H 5NLC;.%[^@;JK5(UL=B_W5*
*M'Z\l;;W[?"A=;)UCLN[H>J1AYZ39.>AZ*YCTI$)&5L&ZZ.I;Q[D>V[W.D02> M>&GVYNC4*
9SG7=.13J//"08'S=TF\.$>M_W[MF=\6:%WWRQ\P, ^)IL MV)RZO2T8=S<)_5CE99@63V7/K M2::/[/.K)[;>>:54VAU?MV:OJM^_&IL?
*X,7;T^^XWO"W3[/%^_R"(9=@D_42 M84JDHTHW<6R=ED"DGKI4I//(UHYOHC'**Z6(/HB%W-@"#<<=5A !\#HBH,3- M_X*DM08J88MK*
*M.#T3"QQ;KMF37 M79M^'MKG+H%[RH,&'RQ7TPD-.]V?WQV"_+7F[KNF'!IMB*5O M]L@!T=F/."(9O>0:IC4NSNS[*Y<("-E*.)G,L$?K=O*
MR"O,V#B6SU&3-F*;^JS%&4-UA"_]&[4B$F>"O:B1(D;.%H# SDFGI96DW/Z MYQ;-5YC]IO6#I>,.3EYFOO8,;6IO/'-*
*I90+JT8&71M9J1AK4H:O'ZN??Y'; M5GM:,9R?3'&=,6)@A\DC*Y;FZ7=_L+WUGZLV@2200/14K)IC GS'"%FEFQ/N M)>R/7)V^3_?*
VL7Q]O9QEZWV?9G/ 6M'CN+4F9BNMM(($EYE#@W,R M9+[U&$,/FP$#!9NR0W/4WTI+GO!;B>?? M^AJGSBP$R-,_W+IC+I-*
*X!ID:Q!BM]L@2&%JK)MDZ):%Z2(3,6/$>Q.&ZRTWK M$!W2+V)#>&O 8:GEV=%;_:C]YGX!7C9=8T(4_T111-+"\=8G*O%.Y:5].'D[*
*M6L>S0##$>N92@=<]$11LJQT%#WZW&WCH!]9I,D!O2**=ID]G&9IXJG%'0QKQ MW.](+_">" V!??,!Y&,Z)BZ=!1JZ18.^[*OK@FJ7%*
*(N0W;MFE.):7R_'H?@" M3IB 7<$[87:/O,;Q%BB.@VTVLQ %SV^[UF?/@G-?*D==]2U=7B+SFNVY7@<& M^5K@1G(=!U&1-*
*X#E)>%KK,=*U^3)CX,&%82:XE38S6FODM/*I*GE6MW1>'(> M6$5#Q^@DO_=(C A=GU,DRWDAD)^F$I,8I3ECEK A_JE*
7$SG'EX0:$_0HEY M7%%58,N?'UE<95\J-;.03O\0>QZ.7NG2O>ZE)VGPG3;O37Z,O &DB@CH;C9#
*MM7;.D@YK3^RX#_*I8?)*T)$."FI(6>KP,M/W9B(_]FY20^]M E7.*TJ;!/VR M<1 C3$L1FL3*.WLM:?B3\T[F^]S#+5*
(:"?;ZLL^6N;%RTGWHT[+P=9#@?. M-N&,&\<-'LB(%UB$O3[5]#7?X+#[OVAU$BSSW[^G7KUP"59@ZO;\6?LX:"6D
M8624[HD84.MK]XN1I)-OI2^C 2YNS6WB6C\=YB_8SQU-7!_6'?H(,/-@Z<\.H MA0NS4FOE'C?+K3EW,^0]"?
*V/8C5%\K7Q+;YI#_"4H)IGBQ]?9T/")^FA0&M4 M>MH.BI8$!&T1."^?P>7;& MNNR[CP'W'FY14CG;\+[_/BKUG@2YS%Y*1P2X1((12L*
H;DB'L:>_5"WR%:9O M!'[(/STZTQ:GXUVB" :%^2K+9+Y) M&,Z:46AX[?Z<-LKSDC[Z%7WK".R)IP8AA5\B3!XP2;H?$U?C*^..SEWUTV.*
*MWE)_U1 [YU2"#,#1;9L/)9Y=-36#JFIB\N!8MBY+ 4QWHH^-FTVN@Q.-*JUG MA4NX:##YTGL:6X7[I4;,,Z.+3RNQM-/(CD$-C?*
*K1JF0Q2ZYKWY5%D2+>DJKV MK#\SJQ3#^=C$*H5QU[?V M(X/R=T9 !CXOM?N;UY/S<*F[3-U]."Z7J]\X_[Z"#=..^/R=3UNG'K-K2J][*
*MJ>-V."H:6^*U+J#B<2-FKCEK8%'SV0PT#@NO/C"C>4"'3S80464=++MK"):" M.@VIKS1.D!UE8CJ) !JR**
(+B\F&$E,-5KA/)OV5TZOFF$ZNRWSL,=MS=<^I MUAR(@#"PW3"=/>2R>!,LZX$?6E->H:HLH%_$MB9M97G)@.%[?T:46>GMIRIY
*MS1B(,K+)#(,T34)C!-_#M6HF..4XT!="8W_V&>CO!!UN,:Q\RY]U1*8ZS_6 MD%;[W1+J,(PZ_YVF4#/N_#I91?[++P]D7*
5+>SIR;SFW9/PRZY9SOZ.'%SS,J MYS]!F+:EMB40.F8XV3/2&8/&QH03TXUDV\=EW24K+Y.>48U;VQN\FSJLQ|*
*M"K#A)@(8\&NY(!1^_=;+-&HB(,9F_MQ?FPC(3%IS3,,8XP/%B8#-/=@Y+?*1 MGEK?)==N1_0P3@C8[<+E>Q.IR,$6U/3(-*
;/+CPYA+DH=N1(OQ)S:_^XE^<#/+XM,]M_L)6YDN+\#6UK**A!(M>A*3TSC@'A M7D,B9L&HYP[@XQ40X7HT[K5+1',+[]_F]*
[4SZH<'<+'>&;6A#.7\-Q3N.-S% MZQ?13"'1L%H'=&53>7KHD_.3%T4'/$S]_I>B9CG"A/!)E9IU_99/IE<^LC=D0 M^TK%D4=>+@-3?*
*2ZX_+Q L_>%L I\)5P"I&U^3/X#[1B2GS-,C9K6T0^6SA1 M:GQ6&T6%/@U'7&F9[49ERY7\)B+ 6)N6?2;+\W\0,I*P"T)T7'9!B'HO"-%; M"*
(,O99ZO+D:E%L7M.$SHF^25J878?.D23'CRN3J4%U]76MF5CMVU(@(@L42 MZ;+2=2A2$^>R8 'K,D4L:HT4S^W8T#.7Z09',+6)=M>3?*
#>E6NUF0\JEI7=_MOU>307%4F>_XF=^KI&S@1;)8%LU8O_(FZ$CX\#139R-%5HA\MT5P+CYV2"&;U8U7OH9/DOO(8*
*M[RCC7/_Y8DU3=:B2J7E&3Q+)"[4AH*N))<=Y&($5:CJC'SX]\ZPIB@A0J_]9 M#ONNAI[K?R6.O0]>CB%/8=A-08K_4?*
*>K80MNC"NSUT=+?48A.@B2Z7.J)R# MN[9+JILC+J_*(ZAWC+T%IMY[IQ\HOZ9?I2/O9'HYY/A:,E:-N+[ZE*B6,MG*
MT1TTN\'"U>8T3\J=]JM:4$7&\+=V9#G@\EV$3S/IKDIKX+-),;B4D.+=O?GY MRJ&:6(V53%4RX;...-6K)!%&T<&M-B
*2W(7A/FF*XC8SF)3:MC[SJ+ZG=U(J M[B++1E,W9IW'"%AOSIMN[[9LXA58\P& M:TQC,G-B2@]-*
BW&\VLUC&'7O)$$(5X'H.&JE5WPA5N6G^GA"2@WN8<%YI/ZM M>'*J=$?/^"U'WN/WB7PA\^OC9-/5VE-
*N;::)'27@MDMB6C./R\9#X(Y>]KY] M?A3S2:/?XG3DXSK=BT&X%Y"0=$QH-+6J[,<2O((_C3R**FA,^2>GOHWFI(^ M.?'Z2-*
>1AHGA#S!N7V.LBTZB\7@3?P/H UP.5$BK7T=FL,0]!7M&4/Q+>+1 M#S'VZ6:1B,2C[]C@[>]TDGP[MR^ M3Z,=;S)SR8.&HH$?=XH/-*
*IDK)>@:-=XV+OH$]*AT_39[OD1+[V:@J'WV")K> M!L:D_')L>!7H5@0UOA] *ZJ7Y(9G;?0&C&I;_20RH3%BP$9)53'G=X)F1IH M!]-*
*X1$+TL2RYLUUS^7D/LH=>U NEVX3;I%R/FG+GBG;5J=WJ6P!O7_,6R-VJ M #*GLTN]M:A4.0V+4,G\$OAUXA(I:-/2"PV>5D#?*
^&R+;C9"=#10S"'7G;%[! MF3T-45]ADZ\I)NC)"X&$.Z/V:-.TV@,G2Z;\?!*N2(,^ E%BX(YIRWJ?C#G3 M7[B$E0ZN3
>!Q)7$WM3WST;G)',.QA*[M)QO)*/?U?3W[8M'.EN-G+_B6!]SYRWFJXX%,A0OL^$<^Q>R']CQGG3'0"\8M M\W$6"?
R&>4S[/MB+73._H>AN_#;H&JO'%WLU0K7[G,*;OC4_KFXK6Q._U(M4BZV&7*D,/V$205IAMSLMD5Q.E,+'Y0+!4)(310?^,'0D/!#&J=*
*[+WZ4F9&(M:HIH"/%>Z'_? M? OL70!^H5?@_%U_GJ)(![-9U- 8T#A7D6"SKVE0*3D:0,8O!\Q)B',73PFW*
M^795'M=+K\YC1BSE$CN5KM94C_B*GXIGHN^@C)/,"B>]5\-E? 9ZV8)91[[8 M4&MMT:;5E:IVM%8-=VFXD$-
?\C+Q,.AM5VC&YPU<0E&LMK<>]:-]DV#F BX.C6B\V*IT:RJ?U+0OS6(G7A1&:M*M7%[=H-%%*N@"\ MA=$XGW2^5=3EP<.*
(&UP4LT;#0_ ": FZ]3DJIT=/0W;,-'4&!;H.\J[OEZ3T MTT+J^XOX4G^OE$D0 ?:S_A8J2/1 PO.Q7;9Z65DZ&O+#1/_6?X:3._VN_LG MRA5-*
CR7/S[.EVDXE1Z?OC$>=0M@H -@!P!$@-W^M-X M/_IX^NJKB5?6DR(X[0U/<3W DN)O?>J:DTCC&F:&*
MEK16VS:&H&V!9'$C(OQ!Q38L-<$1%#-1>\E]T M)O4/G7'>)YU1OJ S\L:KM7@6)H(**+3U<-?CHJ ?U#*:*L2>*$ O ?"'^8+7
M@Y'[3X[VM$_8]4\(JH'IL-Z&_(%!)2Z7IO'L$LI=/>/-2'\-$]_7B345:6M'A# D MA,%??"(8W7K!)Y028]-7GTT3 O.A^.JM(X>?
A#RXA4]O!&R,NO_^K#)K&)I_M6)GA?4TAY[[JYX[?L&%H7,PLN]]==&R4Y%\VG5-#P1G;94%#/8D:9[S^$SP MRBG
*IN"H^+1@6/8,SE2H&%[*VU@W.#XHHDU=@1#ZTH+9*#:X=4_$&1281E4[*
*MMK/%A#B:MVYD_>3&Q6I[JYW)H0_SI,A35OP,P3LV.JC=/L79(V'M;IFU*7) MMLB>_1?UR/%YD8L-2;>BCYZ<9ZUSP-5(J**_M>5EK^I(*
*^LHA[E*Z$/8XKOC#![7.'98WRB(\,8:GEJ[!?,V,?V&#E2VE M\[Z,84YXG99_%\Z,;+5K93/?//8'89I,*7;@+'.?,L,^<91DC^]D>SL'2C(^*

M4>9\23)?\A:?!2,BUP8D+CJR 1{X2@/"9:F@=&9*;-\4KY17:3&8/')N?-V M}YXMQTF9\?7W]QR&CRQQ9OGVG GQE$%B72'9Y)ZUKM*=PRW,,6]Q <_B#=\0M%]QE@6?Z C'@4+&2DBU%!8?8F=_#GGDOQA0&I51NYL2F?.:3LK6?Q4LONN)M M<'"*UM JO_MV2:*BP8+9E.M=:K,9^P]:I"]28[0G#=QWI%EXFBJJZ-0IJ,@ M;$\G%Y=(H82O LK./95QP'B2\8AQWT%/B__S0,"]MNX*@0IB=-PN#W)#@\I MSA@%"TFH-9KC'$OKGUXVDKN6L&$61"5) {E!QA_P^.SX{O/,GS%8BI(753_F@ ME=K,5"G31B;9]>SGO=S#VF0/1AIO-]}AX'E!*)KP-VN/.L%BOQL5AJ'HBC MWNG5!DY'Z*@[BD91-(@&J-P1R>3ZUG'E-XF%:I?+1TO!,.7K.+?V.=9DS3*? M5,E=\TD/L8>S^3X*0AR&3UU)9> ^D]E^6;MNHE@@D7)GTI 5U64L)K8L<_X{X? M\/=%NJ+(W^8&L63:\.XI+[67@$I MW!$1'.13:LOGI;[_&FO+B9HMYKOW6FM2!M'^+H_AR;0LE8,YN/A5?;#7(2P M;*4R/%"O!1(,? PKT#$6%!E^K'-M^,8*2,>)L=)P<.8GH$+M?>3ME/VXF!9^/ MS#5.7" " DM]K;S0[;FO)W./NA+_6\5Q:9!I,3&\ M22S;\;3S74UR 0]6#41'&HJQ27B_*"L,GT8M_?;MMGVV2*TBB7>SH/S0(@>M M1-S&*2#DE?(SQ5-M2LV@UPZ*<2)GFZTOALS8MK:_FJ+.X? P&NJ%K:DQP$XIDQ MCQ-TIVI#2C2_VZTBT+0U\UM[!3_8AQ^VR>PV-V:6<&F'3M-EX9R,$# \7^/0 ME_VG>_?*7PIUWF$TJ4EA?.NX. .,YKD^TL*)T^AL$4D8[AZ;_;VI)%$;P)'S M88NWU]JZ75OEPG- #O"74_EEV1ZRJ!#0O^*"$M=F.(3FN(MDE6&T4(T3M-)R$@ 7X<6+U9ZH70(\+%,Q?"UR1M_LL4JUX9L?[9(L-_A7&JL M*/YDG-;*:,274:D221"PN23MB\T9<&HW/W+!A$KR<6DI MU\!=T W/,^.(*? \1@ES2\;W&HA(4NAQ*G)BEU M&:2NT&\R 6=?^_.L"X\=S0;-U\24# 6^4KSMD6>_G;]1UH24[UK>I(M]3&+Q M/7RFEO9S^&N@[9@2"U1?%?L>:U$;'^FMT\/]H[+O>H?,]]N1'.'=3PK("_I* M17K E:\"BQ"%OZ%/Q!0ZDE;*; ,V]1)8Z_AUNPKQ0$95NNB -MG+;M.M4.RYX4SQB)?A]27;Q>../"5;T]6!+/[)"6_$BIR(=TH([TI*T]^RJ^9J^[:S31K\?1UPW#_#&WU:S'96_M$>^(&F1Z.BKZ0(-;? E)!P4.07^4C@]ONAT'S"U.LA(BL0ZJ&(YO4T>GT UD@ MFKGU-'X",@&!V*^/0D)/]UE8QJD/ **E/AC3DL*M33"$48(4A 1]9M2 E)HQ M2#? __0KGBL>KCA+O2"99=J<$9/XB$_RV\\:P-67Z-2VT\7)QFM9 G=]X^(M@$-DWVG/MC[:[P9ZN.M)@S01$.R\C+? MRU:EV2+\):#):B.^W 70FD5$BVB4%3C<=."QY$,IE*.=[3/3QVZM$OP.'.V4 M@GRY;#3I9DY#,ONQL='[H\DQ?BW56%BDO[ROUGB5! O.6]$05524[QQ\&*+%*3ILL#;>4E M>S,/33>@2Y)LQK0 M8XK"/[JBX[TXDBZ5,0?Q%Q>5*3'ZT5-[/6TPSEQ1>C6 M'B* ;@X.:#Y23>- TIZ,"]\%JF];*O:=%**,]SLNPJRJREQ17%=WAA3US1(!2 MU2_SS^V@/;H&(@ ^100XKZF\K<|_>%M>NT+EGA_(@ <_'6).^.#!.)W\?'TVF1 3$>F@GKOC> M/=<4 '7:P9&6/8O7T36*7'LX!*+UB.FO91$3Z?*%W1,NO (18*7@M"" ML')!9$+_(C(4VP?YX[KG(P>%CEBF8\R_- I5,IN]_V<+D-W_?\Y0 M3%K"LZ>@H5J-8QX*=Z7IY!=>UU771RB^+7TPW0_=$-'_]^44M+\8=%")&R^) M#0V;FN!2'[.M#\Y9? CRC]@EL+&+POA8.!2*4A)O*FB85P7D;B37LK%ZR,AO# ME^1(GKF]R;-AH7,,28:CA_*8KH_BQ$*:91A;R>+6O9DVFQB%FGSR>2N(@?8 M"/*XVHR\>N[ASINES@=FW-3J"_(>#8H-U6?PT^L+5Q\R5*C.#F>V0@*#XB4UDR.D]JG@QZ MIZ-UZN>O-5.9*,U?2=U"&6K?=AZR $%O49)W^KK,TSO2N)K&JKE9-4&::0,Z ML:4N[E-\>I\,8TQ-F KY"Q3*QWV,>WADL,;AHM71(8S05;37$>2C4]-MOT4. M% [HO0GKJ5FI95=4/21MWP.Z1/2D>1:SI7(H:,HLT"I%>SP+:,]N>2P4""EIM) M@ZQF3/:/)9P7S .RU&_$&^H$5NU2W^D2B?- SRL&!VVNHDEXEY]J54UU/U(X: MY8^HZ+G!:1>PE'*+M^+46OH:S@T%WHX$&[G0V4.F&]Q%7&S\C@SWQ19UJW6U ME'0H 9[P .O)0WU,?B=GIWQ.@]_@RF?9CS>P7":J++^]3$L+RD02^#\&FCV^ MK%L+.%JW/,O"W\?FAG8S8 (UL?S32YB!O(TWF[6L! ($,B@CRLDZ$%'3X)0C'V1:G&!$=3UD!WW]J8H-R%LW^8WEI8WM MJ&2'T\SQI#F^@BJPK6/%^_X7LW7=9F?!]5UF;VGBLLD4209E B(D:*&4""6] MN#UM(!2F_3.G22ZUF)?A)%NE>>0>Q613NV@=$W^?#6DJC99[D[7_I[%9Z4 M>:?;"_ &:&\]2!GP]M2E TZ^%N;;X\7D[GB[0"@*\^CEIZ,@6G81[-@:\JB@ M??TNS&9'+#1.FR$_I"H'2QO'86;(^E&K)'CM\%"&K]!4X@L>4SIPBNK M5B5,]G1,*^? FE_0)F"GA52B]&@+H[Z^IHUP"_^LC/-!P6@1]O3QJ&:);JZ; MTSM38B6&Y/KQTZ- PCCGCR%G7+G=F'4II$$*";L9!A@T+A:A''6MQO<[74)YU MIKGC&YIQ\BU:*V?\-\&Q2^/(PQL(:<6L)']7/BI3+AAT@"M:40D;1O,&7 +J MFIHWKW+ 1#'8WD#ES]R%G;7E32TK1^=#EL.VEZPJ,5>GX72!"Z1)F-R#H$VJ6 M&O'0Q$ T4+OV6<1[QH?E9"F,KL/O?G,79- .;$UA4 Q* <'NJBN-DU"G;9BFL^ MEKQA#T!])6GGXW^W9Q>-T@Y)3^-DZ"R& ^G+(Q5-,15WVIMI,<>FSLMH>:\T M?%?:!KC5P.B;;N9MF)9FVZ- 2A>?.#%6C""@G-K_1VGD323DZ_*-LKP)W6#"! M_J=8<,LWU#V>CBL5G7PA(_<9:F0\R8\R;"-)K&.9&!-BB3(%!?-0!SY*5P[M M,)4RE6Z/7"YG_<@7FV?26O1U1SS+KP2B&B&>82^[-&)F4OF*9=RHFT(,"M(M>"Q25735MPW>_U;NJO$#[0Q;. H&P#FVDWI@=D.K9JF>DO:[GQE\>A2"+V)= M0)YBM &7.M5&YW19S?VG5RA*Q6A?!+RMFT>P/=:-"0=A#$ G[K@8@ M9#.2$%1]"A1\@L<1 0&9OBW7_O82!P)P%_X+[Q ,3E^"$O0B0C(CJL0@;03 7NR4"]"AV?KJ9QC0BO& M=FVP@ A@Y2DX_QE=.YI3L+A]4"B"Y?@/;S/R?J)+7K8.>&F..N$AX7 M+E]U;$L@?34:QK+NR5;B0]<2G&LQ)#5KJA9[S60EXGN%V?? =9V.9L'3I8_+6 MC9G4EB7;.WB0O[BII396%2WQJ4E6,+QJGM8N,:8'G5PBTJV1ZY(D%%,>,C:@ M4!8!$(=!H>8_*7\WO-3F2;6KZ- W[49;5%$=[Y\HE=9Z<*(=M_=&E*"?)4;5O MK+OLU_Y*$R&EE^%NE8+ZLL3C79)JJ\%97>7J/4RBSJH< MI\A(M3Y9202@.!HVS\O=THB 1FU,_AMA;OG!V:EML=G9^*DD%H&O?I,O5/FM M]YY%F@%YE8=?R8";*;\L@X?6F@=>N0/?9&?U_AKXL.9F"L9$6,!^OE@EG.?_ M6;3ND+Y@%0\^I9\=I:.4VS*]LJ:G(VKV+=8GO?1F*IHDM9VC1JZ\S54GC^#Y MNJ[9."(ULQ9A+.^1^L/I5MU- Z8:&;P^&OSX@9R,"'$OL_K,Q53R?,>2 O8X(M:+4G,+\?3E8M2^*P^JQ5G7#90)5?\GZP@ Y41>^6@2=EK@W4J\U4-D1Z&V9. M\6'>:#)'M:FQSF]W.0M]]_-9><9:=O@Z&,5^P90RNH,/S[0QV02&Y/136FTB MP'\,?_.WU_6L7"(@Z-4J(9")")BO(@*HP2B.^HOJG43 \3:XXU-P;T$A[#^* MHG$JXJUK$JY_-2%49QX>_A7G\&\-:.-4G&%KM\%_NLM_4_"(H'GDP4?L*?_ M49LN$4 U,:R]_8T(V)V&!;/1Q.K^T>0=MPOAP_Y1!OIW+?]H/T'\E^2O,: M]O?X_A*GN>=/^UFHM\+"D/A8T(4X+S8) <>@?QO^?RK@HC%:\[\'*\ [V#PU< M=!?(!OX?\6ZI_4N\%##B9.S"A-CK_T.+_]$(D +6*[E+:!6\F,N#[M+)F6N; M62;2#3^.*7+L.=5OQSU;.B@1?LCQ-[1D$ &],!01<.XS"UM3AV3L><*'83AA M-GP$"!AZKO"GT')_0)/J&'@7LR=W1,V T)#.KV.@LZ\=P$PH7K/0 M3GYB,I=ZIDC3"X-6N=/[0>7D?1W-]1T.'53-P3;$&YJMQGD<4JUY.SM*N:DZ M!G?3.3 UWOPJ7/5UMVIL'|_!A()LOWP56X^U=,^W+<9*.J2);(_;SJ3FX*'S[M&T.-(@W:'X&"_#? YOR]ZD(%57W_BNJN14GY?2]]^2&ZQ=K1X0E/.-7^&_FZ8 M:C\5-^5];U"TM/.'/P26;K5;_O_A_8"\A.Y[Z]I/]HF "A'TVV,1H<>-+2S M=M/%N?Z*.4](7>/GJZJ,+UFM3^@/%MD$!U@\G^9DI.1L11TN7XY[_^#@C[E[M"*?!Q9\Y^@KAK+T%@N<_@FL\U(9X>AY_VM9*W[UUC7+,TW$!$C5?#8]24IC5 M?'W\%F?;$?&D)]-^G\7>^)XS/[OXKXV,8) [X51BM/RLT$#T?_@+3$RCUP?6= M@>*8W(R+0^K2MJZ[/583C=2G6TJ/!K1G%O/[>&:UHSM=*>]!K#Z$*C8>* U- MMBX4O%/D&HQ&S*JHM2D(M(Z_J!WP/'GSVU\:UM9:4]LU'#9GGL:&H_$JG%%K M5]Z$?'4*\7OI3MH8_2&]+/U#"]L#%S\T%_0"E-^0- :]D\FS:<35T75X$'(A] M/H#G987"\/D*?&WC:\9;^'RIA/?GU<-HYU%GX65G2DAIOI M)@)]M+N(@) 6:USR@F9WHEUDU;S825W-Z4EL)FG&3M@(4<&^.9+&HDHVB>3 MV+TQ5GW7F32%"" /)G@Q(85$!RO8K?& M&(<-E4C3R=SB_;JX,TAU\@RD0Z;?,=DNDQV>- ^JG#XM-$T^0%G\MIIRO4GN2 M=.%96IVT@UO S5%MC])0'X//)*\/US2S;Q\8R3T:/C/<81BJ)'IY;.+M>?\# MJ8N^S"*:-?-J6^ D\ M]WF&KPM&>.-NU:=ZWT>HF+9!U*S6*QM#P9*F_!LR1V?Q.\C>>[D2+A_2Y;?' M,058MO*B0U_)>/YS- ,T=E:^NGSC5#P'#HE*CU)BXYP/%:]E5K*8C5BT&4QI M7HR7#[S]>01_#(_^8G/Y;I))]E;FW?'P+]QCU$)9.67_9;HDD7CIDUTB@.(A M"*OC>Q&6PO^<%7 \N*X5?X+]4WQ!14)1Q_]C_\&BA-_6X33<5(XUZXT6;5_ MW1&8@J;GKZ7W-YC5?RR]&RD[XA0(JD!ZV-]+\V!? %"&:07F4K<)HJ*1]W".E+%Y/=[P"$_%L(.31OK? ?J-8)FAW-] M32S >BW5:1V+*/R5O&17MKB,QB7&4=),P^E?K4=;^B;J-IT@3QO+FFJC- D97-M9$+L!#A,&$(XU-YXT2TJV+1 C$*;SMR44OXBE],JZ4?YO^W>L1:].UKGOUW\ M&20&^9BIJL]'5NUV? ^2P.]&#;B)+2O]R#3[*JRC>"B'"T+WP;F)CI8D"14?6 M1F"K&/6];4V?FM5-&Z-,PL_=X_I672!L2%U0>O0G[_?:XX?=_>BE0E=:IVNZ MXPM,X=6&\!=Q&B8)C&%W^(2E/M4_X(N(6KQ70-8+MDV/9IOGKAIHKJHG,LS=] M&2/Z4Z"F+-%+/>$Y*S3>H%- -3\5Q6J2]A07/B%4*Q;Y:[+$42D3(&&ODHF]2KFDB*>^F1B^!GN^R "ZL M?I"68-D<._%D5=_K;O5'ZW<\#FR\O? #.8QT20P2PM8CA0A>C(U>QQA^77^SX M-G)+FW\MYATRDN*>:935U;(%AMG< MBQK;@Z-]D$/%&V"\0\5&X&2'\\5?UMQ];?#1MUB? ^SC)SV^_MGVL%'AOMUD_@Q7#6)7@(=BX=!0$^+O'S2$Q"[2^;M &'\3^)&D[O,MRNHBQ M7H"'^E/@9&80+=PU4XRQ_H- +&1R[KWH&14M^?Y[)V!+.T.6,A#.-XYS.7-2]?XP6CBBHE2J 1L#H;.O&,K5Q&E+WD-,&[?Y>;3\2EJ*>]&:SXYYOOVY19$ M!"0^[:)LAU;ES.]0T^7^7N]A@25%>)@]X5S0P6.EV+=8V:&7O4.&U6->7J,?R M0> NVN]W5RL]] ?],WQY<$59>!L<+ ^7K>RIX5A]4ZPJB$/L%=EJ,';D"\&: MLME?SP0BGEW-/4KZB;==+!?5AK=_OU@.0Z2$1,&6\",+?3 _'F$',I7B8L4\+ M;6&-0;6-B@_>*- "FQT;G^;Z.?LEJ+*H;G[QYR_%CV!_@Y,&:"R>;^(E\0*_MSN6RLF<_;*BN:AGU#OK,E!]^W?BOO37VPW]"RH5Y(79/CR^8TL^XU@>O_(I2 MC%?G\2PD7IOSP!E":FDT03%^>RG)>AU_@3=MP^EXP;^PQMGP[8\WE/!U/2G1 M[QK/A;&QO8>;EK-G$NOR%K-$0*2'DXE32;'[H/@- "^>5=I?N;R)#F>9F5WQ'M$6]701*F&WPX[7Q+ O(TY%L!SNX9SGC;6%;G&8)&W?&FAKZB>C" L'V 1O(K88GZ\X?*R2=$DABV*^\F46R MK!+H>O W>'AZR,ZTD&2$&3'GHF(5A@D-]R'UGPE1P?[R^/VMUNX1D1+#\7$-S6BAGRX"ET\M!E^+S(BIN!*1R @2H2*S4G+K\IL5H8CX/#;7PHM;1$\5*_'A*I7'6\1G['5, M>T\3$NE2D+JS,W-2:F5FP_RZDJHNEW_D&BS7XA?K &?&RO/GL=8K9I_4%3\> MFT7%]?(O0)1,![M9%F-/">.B4#MO:@:=+];6 @QJ3K7^X.09K3*K?U"SY*;BVBL2S_GZ/5" M#UJI*+C0Q%T5$78YG/UG[S!OWRLY_G(Y43"*NNC>WIF*;7K/VUS MBL<3 4RI]V_UQT=$B\OP1"P_.()S1*^FKZQIWSUW/" C7 Y;^!+:09#&1L0& M"A RDE[2^V.BR"E:24>!9RNMVD.;Y_JDBY2.:[$#>\(@\Y[OGR>G*[>K8J[< M.S6H^IH+[QU&_M-]D69(VF@IN.E/7D3%&O8+NW0;\K.GV@+Q04!7^>F'HP/E M*EKCN@E*'9_,S4!)X M*C^C"0;#[%F6U'Q_E;/:=U^87.P;K+86AV1=>*(L" MMAS[#VFDQE\+U"3N-++#P#$Z8;0"E=V'5B=L4F./%V=! B:9K,KE*Y;GS=\64 M4C#9IOU!ZONU@!!#7M [S,K9K^=!!)8S'G4]CS>W(^TVJ]#EN#0_%>;R(0/^ MXL.1K>'1]"DP.B*=A4"%@^DWO#BM#D^5T.WK.WM\5^6%3X)%"1% "K3,_"6ENU#(_M8NDG6!'42*.O^/4.74[<[+0B1PQM3&/+D4+L7*O$CS=N'2\$>8P'_#A.6\PB M\S\AVO<%11P+UPYTE;U#B__=9SWP.*;S]R<"VK6'\5IX$B+_LA9RRFB\)I5: M]&?%/30=I^8/.O5+VR0"'IH>55BX'A!@L? LG>RT6^LLGZ5=QD.YW\P$NT\>(MTY*5:,_-Y3ZQG"Z:4K?]]PL1$7O"_[ZJ6-5OS#V=\K%I(BOC"8_*X2 66IM80+0"^!_0$)U!^0F(&M+14[=#T.6N2. MXY;K]\B^2="8?:Q,V7_SH)-PU;U+J959=3>5]_CC13<+\[=4V*!@0ASAR'R=(/! 8"E7*ITTZ'(P/*>)\K-S!+_O& M.U=M5E0MHV"#D9;6'5Y9U',12WY68KZ(>C7/:WP%7%9/B_"',U"JQ*^F\YFF MX4KGO5K;\Q0?'0!0 M]SY(W']PGOL0$@[F5%1KB X[Z#N(-'L2:CBBJ.#D2AMGC_4N_6!>R/^C-TN= M#><5?II7=PY":0==N-C-;,9U?U#9V.&W;;//':?GSUH]BW\ J_'D"4N'BN^,_MK?[.3/CWS*">=GO-<;_UZ'R22^\\[U##C=>],-1)3%=508.,CXP(\#/>^+SH M(HT9WF8XH\,AT3W=, 9HJPI22D03K'_%*>2@7^#1U2>A"@91KIN6*QH?LX.[MA:M3XZ/)%! 37<]GA86W*Q?<4M?8!E[_.%G4HK"4AI%:&U:?!M$2N^%W$] -Y*

*(/55:L+I8F =:5?&Q3.; M6T:V$J8=/]XIG^&/JU^]>@RW!O\HP_6[HQX:5XYCZ[Q$.Y_GZWDL.FZ]$V#6 MA;#ZM?WS-2&#I\7Z!;\5QJMT*+O U: M;|ZTLQX0O1,'G/^&GS['$^%@P5,B MW7!@HO!E[6*JM')63[R34:++S!&.$1 MJCH!8DEY@W>-GD&5KZWI8L6DQ/6FT M\)FS[!7I4[\%.(4]".@KG8^#/:C4H+O1P1) Q91!5G_O5YJZXF<3,+4_RQJ$ MLHDM'V>-."(8QA?\'FV5_-WO[9UC=9P:K>>?*E(+9[OSP^&5M'=:K!G?[P') M7S;CWJP5/A>1C$COO9A_CV7B_K&VP4$$A/T[P7C(TWKO(K"%R'[T:\&0U4A" MT 6Y2-^[)6(33]NBX MS,8.[8O3^^NCNK=OV(',2IGC\C?-O@#^\ZTP9H#>><[V1^Y<_:/Q;D3YH_^@P M'\F&#;R/%0SW9\=)5L'X%]&'HLTV!6O+QTL-P\T:WYAO+UW)68AZL/+^KLTY MO(6E+P?Z2?]3%\V]A.#O-R*]^5GWE)Q_W7Z&!H#N7+NZ]-**SG.:K6N8!IK> MF7#*&ELHG@E32F2M8IWEB%-0ATTHU-P*/OV>_C7*-1R'Z$BO.([T% C6C3=TGW6@.>>!LI:ZG*J?6T8M^9972&&N1OC6/^82N;7>) M8K ;[3EJO31KDG,Z5+C<[;3#S_]JO%@+!]J75B[ZI_[X\8O'S?9[=18GI1%3/ M>[P7*$@Z$C: ?!"A35%=7'O9[B6OZJK\38:=88[KU54246F7:=.+08HF?9D M=AW6.#3#+/7)C'YNZY$Y17C$D?&^&@-R;J[MTZZU76FWG(R%L C4X^P+?1Z-- M'B4]);\V)MD8KC\,X"TA/SNQ"+K2Y&:IBH)/?5[4BBV$.O883\H "W%YFT:U M6/ID&XZHH^Y[>H*/1/=L&8M%KSEE<[G>!YG8@6HD.M(9<0%.H*=8_L2WCYW9 MMD>F?KS.L6-)LE$_VGKQ/0)ZKZ[$)0A6#43 _J\^O@0:ROY[?X04IH4)E5V1? MDBT.:B4A264/%1$3DGT/V<:6A!+&EITAAK*-[++OC&7,D'V9L8S!F/F->M_>M]_O]_?[_UF3*N!X!:V&;E$_?&EZ&)_"E ML0%D],2CBL85.^:KG<;(-+POKO?[1C@OTPXOJYU!8J$3*!!1;KI,4U)C!1O M:FJ"XEDJ?_6OV8IG4'N<1,6C_K7E(5="AR7A3YUPL6UBZ?Y#9XKK)!#>@0(6 M*?G^RG^X36X^4'K\D7)C8I5Q2GOZ6>W9N,".V8$22F[A\N\V2AQ%5*#"2[:] M*AP\;D*;&F41V/E$I%]]6J'+^ZK4"S9:8]P3'];H"VMANPX-'?OG4!)>6R MM M$X;Y[VG97@-X"(QV@RIXUQY@-]N:O'M#5G<8H&? "B^!QR1H]RI==LUSVA\V M/<;J:2]FJ)<(VK-F3BB",79/TA<,M?B7:H\IUPDC5>![-=A:? R:#8AE;. MC#KGLDR$2@ E M9FY>(?Y=%!*;Z #-/=%;V.,Y3CEX:1DJU45PJ-^Z'U,19OL,.70NA$;%%CL=M<1[4W*(0GHF**PHFO2'%6;M*H&J5!(G?8B><_U\C#'\N M-1>%\8QW]XN6(<8A[%:!*5Z3?33;1@E$!<(\T&-6^48C,NS-#NH$6!ZO4W## MJ:@5XNC <>-"@KN,P\56^I0S%OE_6,(%DFC%L!-1V<\A_]7T>7GSIN$(WA.X M'7(@?2=Z;+O;5P+=BYQMKA9:C4V?]@QK/8?U'W&KA(&5DV)$N#Z4_K(+?SGD\ M*IGN0'7FY?F:*URC4RJBV.ZPJ-KK><^],W4$4_W.A+J&VD;\2/OZC \VQ('V MYR1U\S*26)\K(*7"?&5.<1BLYG@Y2/[T^4IL/&&C+ ^*0'=PCG;9-A4.$@NQX M(UE\@00='!?XOF=D(_1I$,KXW/%)K8#\PQR#9*1Q.ZH.LZE.PRLE[GF\KFVF M;8W&3>JU!1"7O=\\+8*SB75P+K9H?J 57@]7")Z3JG M)C*@O"H0*,$)]?X_O?#+6,<.VZ+ &/1I? MOD$YO^N-^TKCIO9=')N*-E[-!:P%N3UMD)C"Z:]3V=.\56>[>7VE3U,*JE7M]$1@HM($XO6QJ(G,_L2>,\]HIUI1Y>$F]D_/I(APK0-&/Q&$\-]QJ116U FC M,YNM$S/#S>"*H:&:40.TGI?*:VY^"O6A3DD.:)M27#QJ,==XS?+5UE#87@B">04.F98=V.@\M&PT]6%;< MI>U&ET,RM9Y"]*[RPT_0+Q/#+CAY PB[&..VWO.>((UA("B3J($;QM=980YY MM8.?#E=P>L(YP3Z!\FC[=(R5L&X]DQ*SZ3X(?XD0B0F(0)S.J7O0K%2SDEB) M7)L*3?#RHV_*^V0\]JB*RSW3Q:EH><=[9"&4#+"R#+%@>_:N5RU-)Z/ 9$5P M>9EDEP.NU$79O.IJADKY/,.8J&7&0IMXF=PL6>QYN=#4T'A&SVY^;1Q$)U7 M1HQ\]V_?UWQD)4LU_E])GVH6 ==K,HN%@([#B^6_SYL;(F6\;,KN]$=8JT$E MRG:#)6\Q^E[$5N&=<&1\^):3S1ZH4^VJM6-\1ECK3VS>9Z*#?^297Z/PM./ M/Z-SN:#>^%(3N&]]2GY_99WEC8:VN3'?U@K[$:>[D?DX! 4?8SE;#2AV(&_^MI/T&C.#?]"BU/OU\Y(K4PZ<"!G/O.QW926M^6=+?^8;LAFVYXL%LT061[U+ MM3/_:-?^#CO<29:75YW4C@3,G<]Z%^2_[@6$]%,!LSD:9)$I?_,(A+ ^P0A] MPJ_D0G=(N5HMQF%E";DOF';BI<3K5#]U!>^9JFAP[0J).Q M]LA?VHK[_Z6M2KSW^U,/9.Q!+6$%(%?^M>U\D?N)-<^CQ]S-[W04!.N#,B&_ZAV_KV3C8W3% "5(5$?H4ENQ%R6+0\-9 M?*\2/(H\@TZZXOSL>#\Y.>3U_FQ[I4.;1<>W+I9B52^:<5Y1N,W=5K'-V24Q M@N=-$;.VFV_M@:_B:I6*N5Q1,2*QX7LY;XKUIL[<%I_M"T"A:)1U_"3]OL%= MGZ=PF'H)AV]"ELVSL.;^EAMI4>^3WBX+9Y8JJ?^[YE*>.[2&2>KT^9 57UT! M.;$?-1+MKTV:,F)I.[A'R+OS +'2U M3;PZMM*Y/G>Y<%E^@=/I26_ -(PP$/!<@PP O24#4"UD =12E=]S=M\DO*(MISQZX#\O$ ^/GN8I3_MZ.Z:YQ$/-SH!BRGFHW@;(!5%QD7(W%K"Q3 9$*W$2 M+)YI? LU6OAIPEHUQ^A_C@RPFP[HG6H[) ,"<+!TQ./QW*^'N4"E4YNE!W+S M-V.ZF"X)25>Z)(+Z'S?I3G046&0S"W,>#&V"_@CQ.N.WY,.W)U=BXP1R0 M:5J!QG4H>.C??_3?TWEA%,;"W+3]>J#\;_+BS-^3%Y*^-[*$@$&&HZ['_R_! M!2(19K9'Q=#OT']ZH6(\?!]B!/S="]7HP^-_=@W8EA':?M+,>A1A2]5PMJ, M5?E256!LS)04^+:L)RR$T8A8A8\46?5ZG\Q\T)0.I6 M/+[.C$_Y^0DGMVWB"-;3RKJ\&I^Z;=MIXZ5\[76K&A8I8QBFAE0,"^@]H'7M@2K!21UG$2(?#WYVEA"ZS/Y(J4)T#"+_).YK/=4CG.5GD5TOX&Z>X< 95T=@ M]L&MAC3WXVO?>B9W6GT.4NAGNJ1W7#@@Q>8OJR@T% &RV+XGM"!!QG0T>]93OJ[&K 8:*G? MA-A "/K&LI !7XG]6PO8@8&0'U"G]ZF!W0(]3'-I^&[>0PU/']:L'-KEZ[\ MX5'#PP99WQDB;FS6& ^Z4YMR%/A]MQMKA>/;=Z?+PO 2(FC MFO*Z8AEDK5Z*&],7"\OU=[1_3?0H^],JI24EWNK!@6BW7+M%9=O2\QU6: M& 'JRQ]C ?3],"C($<8][;4"MYT&O(Y&(6\6WR6E?UQ-S2).CYMN,MVZP*VTYTS [+?Y&NU[$Y!-:(B*$':] MV!EGV!9)T&RVH!O=,3,S+JJH S7DS$^HEP4],W[4G,)(^&*]LFC,A2=7-D6RHX M>=NI,L(EQVR*\&Y__\?^_G#1NISQY\?^0_BV0ZT75H\!S@/U!?^KW'X,(4 & M,)(>TI2YYCWG]B2 9F&"#.Q3_LL.]=HC_SN6549KEB6 &]!T6FH MYVF?_:'8@%?K#.:/:DX]2[LE$#?XSL<=5E4Y_?&QR"66R??N1JF]"RH\9,#O@M+^Z9V]M:/FEA,A[^\J$_Q/ ME>F?>6\EE%<>=]ZO!3;_RMY63<.JX(YQS^%)ETP0>%7H5OBTI&Q+7TWH4!5XA\VY/:33"2C04>N-) MGJ]YX6,M;)9K9P-Z*8RL/H3'%[KUG0R05F615TI>$* PU-!SZKG-R4K59T^_M"8%T@QN&74E7US!TW.5Q+?I/[5'8NZ (#V1KAAOWR.O[/OG/S$?U:DZM-H&D M+, (.O5H]T/X78W=-!L%%DNFI-+//:C4(G\(&=#X'=MV>&I?@41'X2,M^F0 M UT3:%OV.8IP)9+BP+!N,H#@/MJ\L;>'W2#1*I !+)K$ZV",!Y%(H.2!8Y_(M@ C8@P,0)8:KZ:P#8]?$VTB!O"1.;@!P>)'WM*]4"I3E>1L)A2$#,_6DCQAE M,?.S ;;VAMYA2=%D@/57$_E]6[MKL&YF@GMO_2N"@]1\M='?B8#GI(!XX4M MH/*N:;'X9CVK:\.^@#8#2]_7RCE,I@5'S7W'&0 F.NZYE\I?2-&W.CM?KI=ON^R1IS\DL,O7GB=[5OG?F2;?U*:/$J4 .H(I96M5%2TJP(&-8TTS^P)MZXO$@RLO"\+!/'W^$ MRAK24\15VY5G_Q@('P%:F*+8[C8#]T& BM[>#!GP(>N_L$QY5^Q?OT]G_3 +M+?;W#_A^+V!.. 4LD P;A*(K'[VX/W%X*9%A8%IN#3?C@W7!5;>9ZC0\\[_?T M>&Z/V<0LK'F J6@A":UJE-3W]J T*RKW?M87/9?F'I&[!?2N^84=$WH?]W)C MO;7W=4C<&[A84F"R)HG1ZB\[LH,6V;-Y#R"Y!*,E2^38>3) 2G_/":\"(OG)MS$_Z&/;^VG"=#U@4HF3L+,,Z61+W%BZ>%.BM1V(<)(II-B%*A5H9KS>;*D\B M+1)+S2R:@%%R-U^(*I7-]G\VZ+S'@D[5SV1LV #6XM.4 =2,7GG +Q^!MW_G?]NR(IIJK0(@-4-O8@*OU"Q /$O##[4TB)T-N=P#", M<#K#GQ T$%A7UZ($ 33W[G3"8[+RRNW^V4/)>=Q59/=MG9<4M>M4[[=8^!Z MYU5.M@Z.O"0_0J/Y8G=! M=/YG-HW\X+\;1[U? ^H;Z=+-ZQBD,F;@TX M9TGMU_C.Z$OOM\2.'6 5&U3>%P4_F,ZVC@64TGYE5UZ6C_/M?O.Z+;=+)II:T ML_>3-QH^H?2,4Z=AE&,.^WPX#HO?5'KQ8,51K25.Y>W5\4N!+DURCXJD?O%V/ M6((,/5D (^<%DE\L?X23A#V[)DSVHR7Q>[!RKG*3>7HC?&YJMOKB6R7/[#P M<:KQ>]R6$T>H-8A5%/(>I%RPA;N?(OFS,* TR8$'_U!H#-3K(>7WU,^G47! M"CLKK4PMXXOM?(PHA8[=VW+@)B@'4<=CEODLX493U30W]ED721HWZM6*$N*C MDM)X\3=.*Z]C82Z"QL?8'CXSDJ7"N['A,+(.C'TU1HC2S.';.N;G=J,U]O0*+[><'@,A>;E3%UX; MO0X$Y9A->"'L*Z-$[.J'2C0_*/CBE/(MI%/Z^!E//B)M32DEN68C8$'\!U,TQ(R!'-MS-RV2ASO,[1;3=X 2E>$&]D";%Z#5!=A; ^',1XN8\,,*!%>G"H98UEA6Y&)Q MB7)*Q N)]1<6/[4;>56LG\E'MS'>Q<+6K#": 5+-U#>K0B<:.:;S)=/9,R!^ MMQJ)RR((A#>,J(M@I)[OG.V\8J\R&/#ZR9.Z2;2^,3WTN\=)_/BOB0LCQ?!WI !9YU*:F2!CL M_Z194X>C[:L;K&B)=*VZ.J5+@:ZZ]'"JAR/U(83..K7%@.DY9;"LUYNX48/K M^:,01$N'[H V)\?D9A(U2@>B8[X]JRTR"I>J3G?+BEROZ@G\<&7299?6!]9J M-%3+@M5!IZ86PWN#2S0C97U,7!?A\C7/XTKN+IJZ=!5H/CH4];H'5_DTIFP:M1NT$A!!^+._"_$$+0X:Z(TRN&2,&,:,\PO=&%@>V.$],1:Y:Z5F7S<1^2F*X] M SAP0>+;4.Q 7>Q*LR4SG-&?#&A*4QJ:[FSF>'^^6O,CC3N&\\1/8TA15%%V ME7A#:F%<\-VFR8/376_>GU*@JN$Z2V<%*;.DM?!UP86]KG6!@1_8>^M%U=XHML/,^E\K8$\AT8,8+[WWY/4V&S]"5^F=GWI-R 2,+5 5S*\,'5T;J55IVO 3>NIDC.RN=N"RV@+8'$WUMSMI)!SR=7K]WC$^.TF]QO)2H+F,?7MX^<"M]3ON[UF)C(%2S_[:2]_T^ODP(MX=/L0ANCDP:!*'%T,O@DNFQ7Y*O<8;D82/0JN0>77_NIN9!*AYU"TD[9+2P8O**+4S9F[E M/>Q,Q-"E+=Q J62%);OG(#X']PV+PF=./I_F&V!8 2'GQ,NS>AT=(OVW M;\MLABR/]I)2X8VC->V/)K?#*6H=68@)S9_AI0$+2EPS]]S'DY3E7(N!NH=)M;%G57[YT7A7OO:@?5;U&A8LWUX6M@7 \HP9]M5(437)WT-)_<&-[53=8GQ#^_5:AE<\K]@JE3G2C70;A$;Q M5OB7S\).$&]C-_I2KP.68FW<(EI3IX8*GUZ>FV1HJM]TE&BP<:QMR1;[?9YLSZO/3PW52J(X?5E;BIC\>M-AN01*Y^ M:V6]LN&7>FR7?4W.K]WB:GWRR[!$[%#N_Z"6%)T,<4);HC+([7]JW6>2EYM MKGTNP%C#/S_[VO"AY%B*0.%9JQ9! ^S;N^_=K M[85##<+_4;A?76/5(#U3ML-CME?ZI,8FQ3L<"@Y#7PE,F%3O6RV4YZY\W5 MML[8&B0L]OCS?%N'Y\FZ[\8G'D6V.Q!#-C&?G)VDC2XPL4=,+;N8T[)2]2ZG MT?6YI=ZS5]B7A_KX%W)(#+<4: D_]%M4.'V7K6?F.H_]^'ZZ\8JES8%;]GF; M ;3D6A3NY"D92??V;XM-0)[A? WJVD^@A,Z]MQDAPH2>OM35Q?5Z?LW"R#22='M):SA0[67LRS-=-QW>[GPTJ7@, P-\;\-:#J/IT<4E^5:S6-&KO3^./+HK=K MA$2!<7OH,#V\FBM:P(J3=?-\>HX=+Q-1+AV<9-J3FKY4:0H?\3U8E- 7C%=6 M>RP3O%,2" 'TC&Q?9SZS]&5I/S6A/L-*'M@)SEN.JS_!_RJ-Z<3Q/+#%B3Y? M/6]'"-NNU?6@U/2=8U]VG-Y8,(RN212[\=(_KQH9&>@ 7GED?*N3 ML]V%7Y@_]"UQ1QE<3C'++!;:*%5LNL*(3N5;QD_0*#1VT)2M FX9E'V_!Z K MQ< F".=5OPQN'URH,%=AD%"973-T+YM(AR ?=S7>'KUPB_;#'%-V\F)>.I,WM11MSG/MMUWI;IO"7022 [FK VJ(/-B7Y3*NL^C&VL M7Y5+'HJU;$.:?LJS&[%@[ENK6%-3GS9M>L+1]K) Z]Y*U.F3[=MK1MNP4/]SM_0YKZ658_$>Q@[%6[+>]2 @D);'GC5?MJ_[QI]H&[MGW.;WYJ.+R&C/EKP&XF+63FD",1)F9FL+.5,JF?8M(9X^N36/3;$$+MK;W*P+@UD:@A5A8LK_@#ZS(!65E,9[*81;>%PL2[ML_>/)\GEEYM?;Z=\4^QJ04,1[_ML)XVUE'I8:64&%NA4,.74./M]7QQO:F?UMC"91V!#EW#'>>DM/:*0F69@J/)*#5A_^\#%5'[W?[]/("7G\?P!02P,$% M @ +3XN6CC/G7G&/0 C$4 !< !A9&=M+3(P,C0P.3,P>';Q,#(R+FIP M9\5[=UA3W=)O$!#I73](@%($!*27B$B7WFM$1'KO"1.@A2%9\([T2Z] X" M(KW7T#L)-;3D1L]RGON^>XYW_?<^JR=S![_[V6O-FEDS\YN9M1/T%'H)0*:B MH*P P+H! &!A/@#T+$.@'WCQ]OVL+!?'%OX>+BX. 2X.'=O$5$0$1$2$!(M2$Q"049,0DY"2$AVFXR &%C;V#1SL7U)CG@9@G@-PR'$I6 5D;U)J6>#==:42#/J0>8OM M27D;M?8PG%WHA=M;?(+;-+1T!!SW[G-R<3\2%A5Y>0>RJOH*BDK**CJZ=O M8&AD;/G2ZI6UC:V=NX>GE[>/KU_PNY#0L/"(R/B$Q*3DE(^?4K.R_/@PK0@'>DLFC %Q\TMH.40#4#H-(SX8UJQ7^2#-VW_M/%<7W(Z7"1Z2!A]YH3E 7?7)>/Z4FBL MOI.0*.!9GXH/ZI?%+EDUIRT-OD4@@TIFN-[1T(C&6T0G/-!6KB)S4VX%N!K_ MC_9/T$#A#*HTV?L7WD+^K!TG&XUF^#$ /J%3)5NQ+J9Q';'@W!]_*B?G+IF*

*MU6$9[>=H=AX#4E8SQH^JJV;V([X@RY@LE<9X@3#^H5]M ME|[GZOA@\!-IVP>EK\;XKN2R;2\6XARA?]^:#!V&0X -&\^(1-GBSZT M]WY7:T;B&:T2ZX4Q!|[$QT=_=@{(SF^:5O11_(B:VMRM(?EEPEDQ\W|]NBC=]UU/ M4X8?]SGF6EF\XQ/*D+&8]7K$'YE:X7.DE& (\]U+ ^V<4#[\IIX]DD5:%5WWAE M,9YTROB2TIYY'IT36P\;>ZI:VZD3+BE]V)0Q*T>B:U687,&9$]&(4%#*ZB4! M^.I.\X MRAEE1' 3Y\4Z_];2^3PLVN_\C]@BQ,26N$;^P>_(D26 #9R @-07>M(7O) M@?03++]_K/>G?8.?4"\?&C:!KN^*Y 6+TZ7@Z*LRY?R7G^\"1)- :7K\1!MQE" MW0>I$N2.IC8ENH%O.M8=*U@/'M_5+3ZL]=B--0?A(6U7#R=F*.__N$%8.Z=T MV4I_OU@2^%CCM[[> M6FPZ/*^;HGJ#]/YZ$QX07)M#&V:>">'BWLY1PO,'VE2VY+H?303B!]C??"'N M0'XKS: ^XLRS//E>(/YHT",M38;Y)FH@8^!.E- @1Q[:IWM[L9K<4 MW_>E+K1','0-+E]^4\]UFPF';$5>=]P/DMDFERNL+\"LNHT^%C'&>SMO&35* M5E2"1OAW5$YMLZ=_ 4GF3%,.;]!JfYP\(SOXS^OX]0?PC9V?, MG-N+YW_#[;*W[Z=SGS]WM8 O?\JJG\9<41 M 6,+&@ K@M&%8W9L7T6@]RK?$SR M;J^9;- ET!E]1MZG^>8Z?-%53D\,Z]W5_G\O^U?!_WSW6PWPQW^U,]88A>WS M(4A52.Q%J!Q*>(M*YV\;BP")3S#3A?S#4# 7R(X*A$3X5!,,>QC'?#[*.G@$ M5J^C&-*2JL<>XG[!%S* B]KE,/LZKL,R"$!1O41SMR] MHC/28BV,J'@=,? XGB&@(\D%HW)7X9,=+G_9GQVA G"YPQ?R#//-"OLMOPVR@ MJ!?#@9LN"L)[@4M4/X&X0NY>"KX^W<],@RHG!)RG MXY(QL"UI<0V1,%A9$P&.!JT$)P#PJ. QP 7/^,<8"G_1GCXOI6 >F6=;5E7'M;")W#2$SG)^T%)E;^IP??0PUS4KMU#,NI(!7&5=&K/? :AK]D.T*P%."T,^8 M7=_IQ ;XM*M+@#N+6!!0Q:R4FN*KKM]V=,<\W>@4'[RZ1PH![1: NX/A!YWW MH=$Y:$#;+X5BY)EG_J[09+@B"_PC$'KU-K,;+*&!-#"_LX4&X+]['1[+X6T>, M25_;?>[9Y0)SK6-L7":\THOP_PS>I+N%JFJ!EWJB 7_QD;^.]6OYP?^'^8TQ M$?G;XIE_MC]&6HR9SH.WCUL2C_[1;?]54(S]RZ#0^#V+^.#7+)X1SK\/6_QC MV.M?PPA-? XZ)_XK;GV6#8&+V'^(+#?@MSX/?GOFW0/J+J_T7.OP]*)N8(Z6; MU&$G?J ^WYXK'DV MA)SB6N%IS(T&TG"A4V?XY"[*,Q2^MY#K? ETI_*GKJ@@YW> T7_3MLCMG-/!F M6[Z)S8+I.7& I?!5I;FBS6W5()>$.[B5D)0!)@U)[IRLG#&F87(W^X7AM(UE M<4BKCL\G#_OOK#;9R2,SFUE-@Y^JGMZ<<&R(*MA(;YF]/%*+)71/BBG+L+4XSW:$8S_3)9Y\8TZ> MS+!9G_V-Z<$=%Q&"AEP? 0M,AAVII%K7QTKU'M@.=-96TA/.SRCR59/B21G(B MLFS"'&F]")[V0R,3,[[J5_KD[Z$G7VT9=?&OELFJ/3]>X^ZG[XT)ILUL0J7 MRJF/SO"JO)9T=>7A'9&GKTTO=WC0@U5Q?BPM,2$;@B(%:65P5$Q4\VI+1A4X ME3F9O3AB7+?W""- DCS9A>^6FX4]0Z@P7U30!5:@6&W_DW64;=50QCELP-F/? M/J3P?4&)0R(TP/3X8+8G@T5-47-TT:#J_8%ZM)HW@Q+-=XT# 2F Y- 'A6<$N MBL/G:!7(OV*S\0XWJ/9QL5DLTP%#=[[G[H).? 76)/V7CQ![T <=8Z4IY#']S MVYV(5,?)EY_\K]++%&,)INWT&5:;_(76=/#]!V1NCNT0JF0O9911)Z6<"/G;V M2*TR;HQ&:^(I%R W9$=*^9SVJU5MOM0:KGXXVY]A1P/TE>B #^D8W3B=&3<% MS(QF:LI?.?&+?&0[&JO*#.)6D&1T>3V9X:,(4ZC-WKP(0- 371G4F&QS./:U] MW'B/. ;G89U.0@7C\^", #7]"B1_D9$=3:JN@<@.K'=O=R5U^>F\5 S5H-"M MKX$:Z4'\']ZG#^%YEOH;P_."\K>]:U; [>6ZF/7(Q\[7XG.7]O(C@C3).K=8' MK4TT@.I86L-D_'BC3E4R#=_(:^ .L\<+JJ0DGS;X;@(RD/E6XO=F8]439 M"2F9HOMK3UNF$HIZI0[R>?SACT[MP6]R+0D$!HW'60B<\L8&3KJNF%_67]B[MY[C$E^ 6ONGJ[<43[]WK8OU,$W[E;I%KDQHRG_/!SONA+%6O/5'+HPQ[W+|ME[*>8-V4Y9"H*J^OA@L+VVJ>TI!IWA6Z1:P;K^8Z 6^^8D70E0';@(2>9O<"_M6)VST !%-175Z9PC@.?;^6?& 0W//A]JJ[HOM-QZ9V,-'J4<\%2<|IY,7IKL MI51R+W1VWPM=EW=G<'1XFRL()S%^:ZP)66J1;U>;7"OAE4E=G=!&/7X>XY_F MG580\UV]+<1K+V]M6/2;+R+U1""#^[QO& VV3(FN#-F<7*'&-L&G4I MGC6?[6AEG015)4+OVXL[5)311 ?%VVG^["X$+;RCN^3=8F2/"J9@ M"T0#C&OJ3"X)E7)2%;M8#ZG=6MW? NLZ45SM'&DN'3"39$KU=O]04^&##KAM/ MY3,C[SU(\+#Q?;;XEMIH,YWQ9L:M\4;1?%.EN,4.;M]1V#3=6)F+0!P/B<8[MX^C*6PI0P*C:]K:|^4W;Z.7)W36Y_=9G%F%T*.:D)#QMW>7M8M72&.X"KFJU M!6D^+Y% R9&7_7=GU@\7)G7&8$9+%4? C_5:R[5_/3:!X0%$[#V8@?&]QMGFP M9'KPE+9SDEDWL[%JU4EL6U"@)U!BDL$:'GCX\6]:^&3"X>H_*;]%S*NR<,:_M]^- EVWD]O+Q;3M54WO$7^:YP8P==L7!R-) MJ-E:\XD'W>?DG>]Y@D5$7BD]"R M>EJ9+;T>*HU=],FISYUX5H_(H4<1+7CWUY\#W[F]- KB/US:@/:FD^G)\R=>J M=FS/Z5DO6TR*8XM;?&+:J MC9B%5P'EC]^W;RS?CB()+K8[G03.>*6:'U0'1%${[EU.;>!A9Y#:#2)$N]1$ M.R("MZP"BGHL7]6LGD--CV/5DE MZY.Z\YH[V-*;V"W#PJ+CQYM..96I76ME"T_75(-E)9498_V&BR;T%ZVJ0RE[M8ZA%_9:P(",E0UCR5)K_+5+CIO\L#[@W(Z J#WATQ]B32O/&B^1(3D 6AO+> M=?M*C19\N9':G^I)!9C/OG.A4Y#UAH 30TYM#3)3^5J/B;4B/:FT,<.YWFC) M4P'^KY"2.BY# 99-W@$3+']ZK:[(8DB4G %-&+I7&MF/JY2@M_E1)SB6$6"Q,Q^WXV?&Z@[83 M&O"J\]JA%^^%U2 MHO9<:#Q4]I,&RLQD/'O3;,P)&A\H@9J2X4 :Y/H([JC#44D!]^H%VXU!+>IG!C"^1OQ["4]!DUJOJ0[.(N;G(9]U4- XL(5G,W0; M9Z_Q+!=:%/7%*-HJ*@1L-07(WQ&'QG]D%SWWVUXT->&"$=AQ7XJS7F_9#UE MI0Q5AD_NU<'!G>;&HA'O8X7B<(Q+2SXPH@%-;[./LGP>Z$E;J;T3T.7V%U1L MUC)L9D9XA2TW:+EF;9]*5.%8_ZCXIJR(DE!SH,$N[*UJD)6\9[RI$HKM*]MOV4L[9?:HEI&%\VU5IE&P@N9[DREC9:| [+%\2+\Q%17"5/7OMN*2\F:IN&^C M$I>((.[C#5"2_WWM%&$CW;9_6]?\.N8"ZPXS|#;)R>/=L2=*\FR.'ZC>R%A M1?/EROZ[\PEAJ?':/O]Z_/HK<5L.CH^0PBT0\2=7?19B/Q^]0;YKX!+$^@TL M78&5^V-*+_,|>(EYZISPWC,MC'>|"3A04? QBM""K\>9!W5Y.? 71Y?#5O4C@N^$QFZ/86;J6Y0RD&AKP?+;E MFI%G/?]R_!BZ%X,&W#UH=[Z\.8|&;") PL %Z!X? QKP08'ABN<0F"@$/:)G=E)WP<2'.0.%XH?)E?/F% M++SC])^/^HSK[\RU0+)F EA\^IY30EX)RNZ3*/@RG[KLY!NU83#W<:*NK>' M(WKSC*>'>#$]15_9R4'A"U/?]XF[68A00C[JL)M?^!H%2@>LR.5?XX-][>\ M%Z+$@%IO>39M& 3SO#_1>1TE\%*-8UTDO>\|DQ 16.Z(=K&G>"XQ1?$/N7V@ESJL:7 M. QZ?3;4CWW$-"Q,I668&D*E]1CW?TIR/ X=.NEQ8M [R%)$JC16SL@C:R-/ MJ1UV\L:1&"XK\KC2DJU(I97/6 D 5R;RW@1_7A M[:46TJD^?2ZP:7I*?>0=Z6]2Y/,3.6?G3\H<69WPZ'!>F:.K,Y;W MQ[N&7M9^@? OIJ4X'2)JF0-[4C>HC+K>%H)^FS,57RVLOX7W8Y"WE8CQPK,YL[51S>>8TR3[=C3A+T" M#4G1&LFY??$.P'N:PA,L7 PQ_Z0SW3#9;GFXM001@1^@K,=@ A\Z^0QR8G6R M4INXQE>9P_\G,*1#%[XU^?5+N7GV(504V8%@]:?)83!1)"XQ*S1,@2;F![-> M>)4]T[^701%=/.X5[2GA@O3{6%2>K6Q62;IRO\L].Z)*C=Y%^#:#DQ/6X'0; MBP>X"JQRCA2PYCN_+U6^FK"M? *!Z[_R5H"K;SUW5JGC&2N;5$3Y5<"4HY-6G M7-.^VJJT"A.VTW0H;RZFZ@FM>-V\%(AXI"7OHS:?\?U/LOX_L/8O*DN!G74R M>>>3&TO>3 -%K>A2C8H'M3[?3BI6X -T5[ODN/Y\MT'L07B#?#A#7 MW]-^F9?IK.!Z?"TAG6.5_>K[AK026H)*H&0- ()S_)_!0R'+:B2N[GF+"NQR MPW%H (78;I_/W1:9'RZ";6-G@32UYRPFP5T!+R0VA\>UY*E7,_Y;AM9F3HQN M4U!C;=,6FGCS\$IOV=Z9P,; ^/-PYT,HX?P4O$BZ%_K!7QYJAH08?1L[Z)?N M_*&^T <,4?S*:,."+&.W.-Y\,3;#%I QU,0?&B%<]P!25(]8A[+9C:+:[UP^_,?=_D792#4J,'[F M#:F5TVX,M'O#1*^#,37&L0\T%7)@,-)2<_\]J@6_99?!&PW(#O$?0P^6]J0 MSBAY6FZ"J9/QC904_KLM2)//X436N6XB&W)B!S- UWKH_FN4ZN!KC&/%X5*69> MAM-2=DDT6U^'H<1$.Q?#\)Z,.]W6($=Z:D_IF\QYI.$?+*,=D%1F[JT? %8D#YOF/RO\7Q!6:4SC<9GDS,#W7 N%8H MGF1/@!RN1/&R'[_^:SH%TIVI[]I@DH-A9K.FW/XZOKU^@6WEU01Y*H,EWMIB MH%N%,0?&Z[F(.+,B 7\B%*4\2[O-XUBQZ_*65;._)F3F_U-"EOE7"1FSTDC& M0RUU/6E%)S51EPN(2V[]=&JZ=+%\#F2'$:Q.^J+ (T=7XKU&H:.[_41%S*(Z M<7T*LGA#P:!P#N\;M_HRLEK4P1:0B#T$]E)UWF=?2;4BI)?&[M:GW@?#6!\- MT8#60! 2US_4-[2%[RY/;\:Z@? %DUF*J3 S&0*N#6;\+\7]+>36O-7&E#33# M5$?+G#:6&7QF]&7Z!,%)_D:%=F[V$DEK5SDI=4FY#B>]XBB]X\$>,YLM&:R& M& 8*=G>X7W M\SDJ?D0\X*?(T_PZMQ8&WQOLCYY\Q4*Z-W.6S6)@&44><=&,_MF!0N+D*"Y#&-]? [5O<]$7B+&G&/ZG2\5#AV^$PG%"TVFGG(D]J.V-(ZIKO=0[>:>$=E_+9])5!.*X313-(P^4A/=_M,S[Y9E_1?]-'7VV*K\CDO7@9]- FP_WU.54FI*)/TLN;VVX5>\T? M+H5*Z8WVWMZX M&+9C7IZ%)-08EN(MF]T^Y9*I>%&?2OK0?]B+AF!EE'V],3?0ZEFT*QHP"15B M2!EO+>"&&O',ULH-M:U3(492\ZJB%EM2.89NK!PEP!2EBO!4,K:?0 ?G\EW=0P. ^.BZB8JF/=*ZW4:.PEG,JBY;V%K9S M.0E,/"2!$0)56O(!7"O$GVHZ-\26ELZV0 ;(6)CS.W^SXBO1T1/\.R-\UG#J MZOGJF$3XE S4Q^HYVU$.+O7WC0?X3DF'$?*>'421!WO- XCY],ROJ'[=OUQ+G MVR)LO;)VU&L_WZV-J.W.-+NU4/K=P8FY>GUY4Z\H>_=S:LOR^VBIK?;MO)E M:YUEZ#L9;J3ODO@)&D!S/X*WS)-8_T\E]/B;.57]JR=U_&Z=9+O*H"37I%7Z M$U 4D$A*% (&?'4G34HZ0B86C!HUB5LA+$S.I92,2B;N^.^Q_O]$,KD7NK*2I M.FI/5P_6!]292J^U;]_^.@>13BQ6"I67T4D2F_M8L+AB'7.ON:$NP8A? ^B<& M.&Y=#:PJ7O8S8JU9TC*"R?]0A]>E?+E@R 0T147 M&H_%@_R*5H&XFU/I*K.L+42'\SXR-+Q7#:%B5LV>$D0'$JB =&!O!./7@<(M'J(6MCGOAN+6;=C>Z]UMF4K0*P_JA'$)M:.A1DC2Y%&]#P@SMC MPLJDZ<^/.E"%H8 IO"]+0U^G[JBV/0_66[Y#'$,,JDC]QUJL;1T\JQ;10+9 MTBZE&[VM\N37V\BU&+_2X91XA?(5=P^U:>3ZL'3VL^!M^9UT0V"L)4&6KL*Y MH_:\#+ZY#';?TQ[/D)#H,C!7>QLA5U8^!ZI^*CO9DIHM56$R5\X*87/UI=A] M_]0*4$C8C4>=M*-D&%%? G"E0MUI>+MN8S0G7)THYK5W7CWXJ7*!.N[7_RP-59B[:7/4&.,JN!DW&CIT:>'(N@1LQZYZ,: M-R#6;@X'=[_=2OCX$\;86T=:27+- LJF)KE;4B M$U_9Q2)QQ'OU!LWM)7HZ4VKH XNM&+)["AV%&J*;]6JY=*;6*VT&F^1Z7C"L MNX/A%\#6^>=?ATV+"%$,>LAMCS,@A6? QMMU+LW"\M>-\+<.)SO%.&;N*AB/A[-#L,/U.O+MU M!/D7%?!_$[AP_?#>^1,O:?[]]&N: 3**-$PX+0+BF3CC$=_A3% 1W.<:6 MK$$VK^R]:N=%?3!2V.R+OA,_YQF**>+8!88J-%&JG 5;,H7B_CO);(H0S&ISS MYK9I#*$S>!25]JE%X6- D$&>RD 7W[E;#:Y4A-1G ,C\!5&HJ.7+E+$GMCK,M/QO)Y-.=HW =M6$,.JH!T3HX!E*9^N @)?H"9):70&I^9Z.1.25Z=]3>N(@! MO1GL.V(>/#6M#3Q\=U\K2&7D? +^>7NY#E3- NI%,<*,,@-&;_8X>8C9)1B M7#WR2#4A@'U%WY9.7[OOBJE%8"Y3T6[':7^Y2:G,"2'8<2SSMHSVQTN&U<+=| M^(3)C\EG$'P/$4I#QM5Y5^[,!:"4>& I]+6>+]Q4N%]W3*,JK\E23[#!63PKP+3'>2?U1"!2X)3%!D1WCU[U]-H*I_DJX+;)SJF?S%[Q1K-? IC4RDW0T\#3R^7Y"F MJ9[=F0'DG_OE.!KS\'G/X@UO)Y:)_R3V@>X1+EWSM|+076G KBGF9FU%1 GB MGHP()>*2A\\IWT^8F^@NOE3Q2="%@*E!$Y-;!YXEGJ>3#.+.@X+]554$4+. M7YG);J0NH^[YH Z68]^?@*D63>0L/0N5*I2='93E6?44\- F/J6>#LR-"Y+D'MGY:B-":OHA'4-BK$.O,-Z4U46N;3Z[PWXF*V%0L>5=WL>10:6!O8;\[I3!LX MB,(?>_GB,_JW- BZC(RQ!%#,4WH9VD^3NFVVEEJ@+-MX1/<0+.(L$JH&%\.Q#XL19I6^4064W(*#/U[X.D6S]8YG FZA8P%OMUO_,8X'VO*E\]5YE3)V96J%"; M*FM#]&4L]W4Y<-7D'\Z[.AQJY_$+TUD/BV3$B/M+[&-*B<5W[$'L:G;*_:U M277V,H_X>$J.>1-=M3>_!&(:H&^!%/G)FOG"K[(2+F/7'BRHY,E4*S7DS3[! M=(3'BK&O_SCX4=7\BFGZS@@)!YLXJ#1O_[KY5? 3C6R\"X6JJDPEM@<)5EI?? M/#E?:NTCTC%%_=WF 2BFMUA*Y<4TGD#FV(O7U4#DRN0L]7GSJ]+HPNV 9,+K M!>8@S&9_]/JWATN*K#/$REJJ!+,=D-H644P+(4SIU<-KL8,F,RC$!>3NQ"R MG 2D4^F(U@D=RTCCYAET(WT&4O_[,>K_NV? @S8CK^M5^6C?/[WSH[Q7DZ M[K';A&,K"U7"++L@+!\7'TB/@7/>%LX'VWQ,Z7*

M&R59*1(R]*+P;HH^[%@[_NS_K"1EX1K_$8A4)M_>NV#!K",;"=:XJ;KW;J]& MCH!$J?=RX.>-]WF-HBO O8?" 2('[2PD$XXL[="/^R>6AR"{QB5^(MJL72K_M3L|N5U.#;I98^L5N_.SJ9(%,'WU,F_H%Z33_'G M?J.IBBO:,M5;JT)HQKW%_7)%ZHBR,)PNV__.O C#T['(6A5_L,(Q4()XD M>AB__?!NK66-R/=K^SV"= ?B,/U M+MV43Z=BP@Y2E+L8WBY,F?_N/8J2@CRO< %V*]@V0-0I.W.;0.SE:R_G3"*\ M;?
NNG:W8V'K9,7]E6N>*=/=SP< CV/Q-N/Q:F1*=2:'I7W'^>*5(5"7 M ;#]&TV4_A F&A ;$__@J%6GEPN)@/D-
B/I*DRJ1X)QI#Y%68Z7*DQY&2W>! M70#UZ\?PD[/P$]*O6S4HATXG+R#WT^QB(68 <]XW_DA(E=<'^ @AE,1?O"Y6 M'\'U0[29=X.>QVF
J4"\GR3M@F0:^O6[F#L-9%PEOEIRY_X%"^]GUYL,]W)] M'ZV?*IJLH 'A,HS7D+V695?JEO K#T0$K[]43#W#D\#5E&= Z>"$O8GFQXC)
MV&HT("+C+L0,P9=Y+[>@O[W2)2[_90S>K>R*R.ZZNM2+]==IGU;KZC[]B!\4 M2O&E34]^) ^K:EH.)9,/Z'(=VOB+/Z_F)@AM"S19HT?
4^>)@F^<$S07UCV M$,S"8Z,]26_8@V;\W+O-EI(G?/@H_0W(E$*81366M4DW#!-U^P3B[93X'?77 M-Z*EF *68E1F?I[U?
N!S6&ZNJ:OAR,J@,W"K+P=\N+H_]:'(&7HDW%$\6K MY73RB5)WB%<{0*)O7W95V:;Q'*&@3.MB*J8UF;HBE&'/K9V@+CA/HJ6\("E@
MDQ4Y)_O/=E>?8Y-C%2/ O[*MSH7M$8 ID5%*PZ4?,@(4]GETM>8:L*[MV,=>
MK';U_SA_#2D"5H!"0>UH0.7DVU(,#3Y?!]3TG6X2JQT[<&&=[IWL^HQI]!I^&\/1(W M" F77)R36A2Pf'+?A&'2-3O?
FSYO.J$3'/]ZCQ)X*#@:YRGBE>T(_M!DHAG2\INVT+.@7LBQ0;@GH^BEF<2-$CF7G;7IM*"0B L"N/K6?A9?S3+SA"
MP8Z!G$>!4UFQ4"J#5;SMH+_LQ]PNW4_IK5R7(\8IO4'C\1$/JOJ1_9-Y$ZVP M#A1]^?]!7@,,P*2'9V YA*6Y(RK#@@3!UA
L[_>99_!UF]Z'T%P%;C^3 +2T M?MKNB3S7648#NA?)_%^.+3D^[LG;] +S??XRO6IB_$8 @YGG< MV:7&!@X8%]P7+X&Z9$5R!N MLR*-
O"3$//UY+")O F43\Q%CXNY_3./4Q\!=WJ5[B-B>U])/#, ^F?0+G#W+N MYZ<&*KV1:7A_@"3V1^S[D:@%)J!:%XG3VEKP0IL\:5+
R\HQ4S@6(?5K+_!V MCD2O;AG$!!F/1C82!% 9;.1/_JX+1 \@?/.2' '2U?NV%?/G!-Z(XF>R[#15":MU"/>I)@^'9C&I<6ADC^B+9
M^KK<"B6BZAL=*K,ITI?#YL&([#9'&)@BK=_FU';F S\S'OY]?9"3+U3JXN0 M-$B[R_OL]EU#O[0>A-G@/-SGFZ6-0J,(&*
(K$:F$.K%%>G>$EQ4@^HQ*@T'W2J:]Z$H)F0D[>*/9[WS7Q >RS(>7DL<35C72NWF&X_)3DO.:)Q:9 M>ZFZM7"KI@Z^V,$ J=
[FH^=5[*;MN.%&+_DX<)/E:/3P!)ILEFJ4DZSHF_<>_AP_< RN38F*=T<.F[*3NHTA5P#R49P3O3#C?],C?$
MX$U2O*T;'73PU&XTOOY%XJO/)3I9.0U5&>W6H=OXI?^#&2D0]/ M^H3!RNI@ \ .FH16OLE.+\< 2^*.K=S##FK61*+]WM/B]I%&A:?
8Y]'OAIQ M8^[646?(GHQ9R&KH%*5@#[9 U*077C]R4@]!"'L%A>\=OVJP:JX=JRH.T'(J MO>M.A/^P+[L<]-B+G$VA_:CS5*C9VRO3,
MV=;W/A62KM[+Z96B5'#IO?N5N_7B+8*D/@FO":[1"V N+HKZ8=7CTHJW=/# MVXQ?GS=0D6QW"NP9>2?3Z!/3UE=]JQ+D6SN"V?
1S[==ALVUIT<>EK7%UNU9* M:-!NIHS:&AQ$W&L,TPSNK#15?10GMT;XNLM_)L3H"W,;&;!_2}\N. @]5]BD;;6] MFD1'#]& -Y3S2L:
<6;5D?X=\%D_EXPWX%T5+.!A6/=FU&.%'$\+[S60ZV$Q) M[+!T:WZ@YRGDR^ L'E0]9"!B--%.HF/8GY MYM?H]=)*G -
IDJ++T8"3E[D"N/4;5\:G3&\U>R-E+I7D?5+<& M(5)_1H,(2:=.G%5[H?!%=EDUC"I!#_=;X.ZV]\(V;6L$6W\PSMUM=#1VC&I
M5EE#V%\^^KV+G.72J@_2O\';- MY0GC!5OJFDV:L\B2AJ_XFBQ^;R7T06'-@C;,3%6C#ZI9Z&?MF7E&KD@+#4U]
MXKG8/SCQK09,P$M*,G.L.:#N8>5900!EB%H^7T5CF[J=ZCTI_H '%;,"G!<0X MHVQO_7A>UH"]H.Y[5(%!9NA M
2&!O)LSVE>2JL3.&5&^M:7+UX]?3_-ZKC[PR6;=M^'>MYG9PD4(87O#9L5UR8VT)H0:7U0 MM77;UO$ _[QD58\] H"IX%+U7*8\LM5U4-
7W:",OQJ+]3"RG_U6G$E!2#:C MX49\A-BFMZ;/V_73':T)JR0^X=?6[W!D7A0*/=]_7!HS;Z]_M@(*42.>0=GH3%LS?Q MUV\2R6K_
&RD;B33W(K7+IXOC9%NOKO7C5=^I8QL@UWKM!HD7Y\D9JMF+6[6 M>\9O>=/'J,SP6H7G/24*!*4P%-^\]WC*8E&X$B%ZZ&E[>
([!>XIH^%9/KW"% M!K'^-$D4)-\AVSK5ZD34@3/YHYD8J,/<$NZ^0^X#ED_33%%ZL(]B%5L[L3ZUKVG??,MCA4@,KE6.=%(N8(]?
UV&++/OCV4Q1B[_7#]= M7^_EM4Z6M:+\RGW+\X94-'%P'D^_2\ON L;-+5>/G-I&*:,. MA"POV"!-QFJ52V6*:E:%_G6=:GG?
VA0W7^G0#1PMI M!&Y M5U"M=[=:.\0%H>M]]3!\2?B4*AO&3V=';?*\.;/F'_3\5?^;E$ZT?>AN-V:YM'-ML%I-V9WW$[Z) J9TTOS5-
V(%YIT>3,LML4,8FEG90.T=[.FR]C'*YI/B/[7G MR.?#>S?V(X^5]]
M@'NW^H%#/4)^Z._4OTX&*+L+L$C%O%]%R=UH))ID.O%YS0GT1=TZAHN!'/E\ M_3GW>/=6JB/88G!<"P@*ON!J2@#P
%@ZP_+^Y+^.AG3^DS>P?Z,\P9>,GGL: M66]DZ*\K6EY.IMHOAC/C5PBJ>*N5V-[N2&GM-WW:-'B6&!!@#QNSX+ZITP:= M4Y =(_&;[$
#JIUWS3C&SI]%D;Z6GQ:%("1POP*4_*IJML7F_!(/9D>:\Q_L M&.-5:)YGV1S$9@I:,5)6-2] ND6*)'EKW[+B,%)IPW&1Q?L0*7$,K3 NSMY(
M3L.TK[(6.E/F,I 1V\R.>'&PD>!=GAJ?:UE:U(/OV_:$7!A[K2^C=W]Q,\/"P68O3QB>Z\AJ_O';6@*M91,BL1' CUN[0?
@U>R/']G"9>8NO%&LYY M&,'>I\&38D5!A0>0 MT7 =*P'=5V:Q$:QT%1_ID QB3X;:N3T:'"ASRA*X\V+ZC=T\^732K/923U_
MT)XF"%.IZ04NW(Y\?HSZ<..HB43+?>58S;$Q/? ^$\#W7Q MVW=>M\UB![R)>.NF,-Q[EF^@0'GS:VDUG_TL7!
:F9+8[GP8TZ!+>]5.*S9M?I]"\NLW@_"D"PH4)I-5EGV"T[1SA_4W(Z0OBNU2XT#-_M_X%1]]C-#0./*7+]^Y8/@IZ
L6FNKA"Y2J/IZ7/S\K4D,6(%?0\SXKD^9>'_M2_^6LEX2R8HOYV+BT>8Z%V@9P+!\9&J/8K+Q8*$EK\N=C7J]LL7]/AK0861\1YO3KX3QG!
?0NFR#&WE.(=0]_HI((UALY SE MEOG]$=A8Z7<9TQ"O 7Q@%\-[W5CG[J;&V[8ZA#8:"[&KOCXE.#R7PR.**Z#Y M*QMH0>
C5#LS#QPX(PS$4T'Q#J?P.;YU:(IV^G[R812'P8$TPGL]^S>5&P.#F@?%4/$3".42$9?>JA)>])I^M5F>6O?^)\ M>8#!3RS[7SW?
K_U)^R*]4YFF4X^H#:IJHH]52#[2AH\94-;D.D?'B'U]$<]) MY\P[%3=]F3_RK6^WF<(067_4/>'FPZ .T9TDDWK!.7'$)E"?Y)D&Y&O/"6Z(
M7(=:D5AG&V=]F4WAGMB@7^3>D+(49^*9",0)',AX@#PH8-O"-#.O?/SN=777 M>M(=ADJ4R)7$[HHQ#00(P>50^-
>6N8,DY0CF=2;]C8.\D%=*U=$;8A\NFH'U M#UN,+]DT1DNKBFD?I);"*JN#GLCCD+]3&O/0TVK%'C+X:2E44-Q!#(6<,T\P M\#HOE)XQ
ML.WLK0(ME@![M04J.0^.?T^RA3NOT<[-)/S^L5NB3&;'3?"T0 M!Y>*8Y_Z[@5ME[SQK\."^+?_$[_Y!
]HIF+'XV;>V"SA]U+I(^X6MT_B!MOD* M?J$):GT-N&1Y$$!+;OY)7I>#VSF59/#[)WDU8Y7-JS-D$AJ LXNX_?YE'5R] M^F:3XY4(?
2CO/F#GS=*>-6W4U8//PQSO;/#U7-ME+*$Y 4&:H&> M[[# U6*IY050_8CW":ZW&!F*?5^X!49](_U9%P5!WH=TT5:PU<.O5J2HZUT_
M(S%]PSB\Q:Q?5I"$.ZR" Z#5, =S2@>-.#U$Y;3B\4K-9LM- "N/AAAH/UB M0Q]^$F]Y0&<5AY+E1@.JOD:.9N[]DY(MM@XF%T"KJH#
(>WGY7'C&B*[]^N"^ MK0E>5K;MW6]7Q2-7 A@-X$CW7(G>HH4=B:/"-8[/%M'7>@!@J=N@>+O3 6*+ ^9 ,FPQ!]F ?
PJQ94WU9<>%7M'F2_@1#06PK'R^,:/SHI%R[G. ^%PG\A]\IDE MR-"F=YMK3,NTY_%_^&,\+/3T_P)02P,$% @ +3XN6F@C_IX@N V\, M !<
!A9&=M+3(P,C0P.3,P>',Q,#(S+FIP9\2[=4"4W]8_.I0T"$C'J(:T M2#,U C#S!V_YYSW=\ZY[!WW MO;_86_C8#T$ M8%-@X5!@H?L 0(R?
>%A_-<#?&Q8VQL<[^ 2$1,28 0UW =A8.#C8N#A_O.9< M#<9/ST#I7.*_R'!O>$WB7F$;_^J^VF?CD)8Q.V\GA/2$1#2T?/
MP/Z(@Y.+6T143%Q"4DKAN:*2LHK]"UT]?0-#(V.0M8VMG;V#HY.GE[>/KY]_M0.B'L/"(CY%12&IZ9G9N?F$1NK&YM?
US9W=O_P#^Z^S\XO(*\?OZ#RXL_[6/I_BHL"@PL; M%Q<'%_\/+BQLWS\#*'#Q'CR^0_E4!_^5.]5#H7<$]YXEYM5V$[(*OX116WE,
M$M&PB6RPP_]_^PO9?PW8^_\N0A!|+_A@@)(<+ PP<.A ,@#;G7SHS@!_\6. M,X826:K<"2U84K$8RC%JB--3MET MBW-+>-I=I=/)
[.=+AQK,1P.TJ.!P[P6D M%1J0H!F&!KQJT[HEF/,?.W&>ZZGVW/%K'M\,B@M$4:]%0/88T8!D8_C1LCE6%3\:6N=],)&D]-=.2&.
9!3O0/0+C.LZ[FZAZLF15 M&EN85G":S;$E\VXH<^_DFTW&BR3)_!Y)XLNZ)T<,*YSW +%_$0BDC$A=-ALR M%Y7W^G8ZA,_$|
4I#3M9SA)& QZQHP&;Y8,7:S1:7P]04G#[#PU&1RYL]=,5 M>7,[[Y#%MG9"^4DE^(Y0NO=?M43C-[6B.J4#Y4G0 -L#H;VY)@;'9I-C@V76
M53/'"%[]=*<5(Q-;#L'QQ.O;"&707;U$1O+4ZL2?I)V@ K*I=0A+U QGT&X)H M)>]=(VO2$%Y#R;%C6]>QX=#'J!H0+B,\,,V!"G[M,'"%&(|
[&!N+4F] CD>8 M]=/R,H V^XLAI=Q#/S3 8MK\A-1G5SEIOL?=63/1Z('CR8CI!.:?WW,.6[M4Q\WBC@]5TQF7O8K"5T&59_(9AK!
(*'MD]\N;S57&:6?>RN(-%'AD?S CN^8 M20*4-E23^S'VC@)F2<,_S^-6@)TA?DT4<;1")!?5Q(BR+5G?OMBRA0-0[.@G M=U-'(9"#NS&-
VH)Q@3\!/Y9ML_:.$&U!YU;$SUPG%BY$];H:,S^?Z&ZRQHP^.M1A..QXD$&H,.*!FFF(:._A.&KC;5(NZL..+ZRR$UB[@>0@ MEV+?
X.M0F=K M[,1^/ZZ/^?9 "V$8P@0EF):Z^\&&$<.F.<=LNP(L&Q=6&1_I5I$[*6)4--G> MAO7&>Z2NS>NUB@1631X6';
[D9MI+.'E4D$"UWY9VJ X$3"66[!A(%BWRZKC+ M1D6F,K8P$^^38)''O)4[2LO#F
MBXZ,3!Z+SSFSS(LOMQDKKEX,2A'K&MX_X]62>G63>/VC[4OKPV70@,#7$=0E M:
#15>_(N]NT^=*;YXMHP,3A#O!#DSB4;RRY=$^G=Y-4$TBVVG?9V.K8&"RG
MV#M0)]&5OA*^ZG]>E=R[1B5WWPS!80IQHUA:U63_9F0717J+Y*,ET*O[B!V M++'@H5S%H[I^M%)8N6-+XC+E$3U?
>PJ&50=)HP%/VL%+?6M(,QOG /&W2$GV M#PS5BQ7L,^R_7*PS#BRGY?/?
#L(YWIF_V@(R(0Y[6LW+2Y0K.P87&WY^26^0U*N(BP>L7K8)#;J-;CD6RR:$51[7>T(7>[W=[O]^%'5BJ,0L
M1">)#RN#;)@CO,A$:G.N$9EH0'3U'82_;JDB(K0G[.7SO-23%EA%DHDQL;JQ MJI#TCE!4.],5$)W;BW.!4!:1^2#5=0C%LIFJ7-
KU1>;7U5LBG=75'_28M\A M*LQS%50R+'J^YU$\W1$=SI%>6C]fBF"MS^P*H6^*W$[35-EZ8KQR\HCHZQTU M2@L
UO>*8(;>#33@HTBTAI9FTM2I1ONG?F>/)H^O8[]9K6S#MQ(7#!,4ML!4 M?FV]U_WIJB\1+O
_[XIRYE:VV2@I!0WK;6QFG#6Y$RZLAXPPV MVM_9=RJ+%DR"(^.ZN+_6WU_L7P< N M%N!GQ:^FCM=>"[B*WJ7UKY_NO9DB(W?
*>0%K"A7="[KEE]906A;K92\Z2GIT MY?ZHBM*IKI>"">[R>'F,(K@U4*8WGO]Z%-7GH[: MS@88?
K=*@[0TYS%JO$!90L62:$K=2KOH+0ZO:4SR*->D]A3JXDB/1RH^O=IG M_@"4I@AC
P7?;HC9C6OQ7;8D72J;>$#\Y)B.62>F&YCQNZ7D$EG*_.^)08/'' M!=.$3-4IFA+NXK3)))#VVD%T"';
(03LKHY!]DT[9/0C8>PI,&EK95^U?.6854 M2/RA9A8G3IS4Y?[5!]"K<%21QI6NWT!?+63A6 M<2XXB+I60S%]S>P.:?
08R8)9NQBFR^@$?!\V]" K@-;F'+8@[:H MQ>,')NFA=*\"6W"&\7GUU;;?K5%OU@0]A\='AG >2#&!LFX;TWUO\ZPO=8E^ M-[HPO=:.9?
0;XL/63/=/7G!L2>C%J,-++@M\Z764'?U3N7.@4IG'1+-SME4B^ M[-HE84 W:'_A2D[,6>33@ :$HA0KK)
(GI<&|X/33/PY)3]_P4LKOMT.09L"_M)UOMQ=G.("K"G P-N(=\A1\N.M(!/.5NQ_,)S;W\X*P@D:LML-_DF7%T(&D MC7 X,>6B4NN>W_2
'%TC/"2+(VIE3;VC3O! %U2A^_W>1'W\O==W4O+EL%#MTM;+.KR<."F+W+QXL4W4@ROE#P3H.((]4C&9EX!->Z.(KT
MODVU$Y;)Y5%G#'I 0S:\?WY_\UR]95DX@9!NFV062(@(..T[@_KEGUP&.EQH M,##Z'Z^N'*3C)40_3X]%O4P/A+\OS>;^E-
G;K<5VN9T+"_QUOSVYB] MT);7=TSS7@WTL5&SHK3X5^3HIQ+.,S;YIQ-(JLW/["U3&VI#KQ*Z67G3"!N? M8'$KW'W:25XIBO#?
Z$8#!,>1G],P25YN3@7;@ W$-;IYN/"Q,OV+\56RE3T MIP]]'S0E?V5B>M%O;QO(:K2Z>KDKCJF9I[T5BZ@?:,#W2.Q2OXQ0+GY:X%?0 M?
VD0954?L]CZS,:>"/2(5VE3951]T2EMHPJ\(09/#>8%G^L:\G,@U(]T_!J MEK@LKIF9?Y5@<%: !@SQ3*J./)GB,]+]0YX_Y3Y3HG*FRN&$X
MP Q# \Z%C<#KI6@ ?%@+!\41&F\RP[Y+Y,1IPOR[^EMX\39T#O\ABCOL*27!=
MR3+X!=P#@SKWKKFY.#**N0E)2'<\LC/3XA4Y)U\DSD%]&XL[&D" 'JG%BJ)TQDD,S>+,N2U3_6_N+MR_^VK@:;$_B-MSY3\."A8OF+6#
RX+F(9S""/0'&;6O=EA.!;%^6@)-7^=@_2OJ^1GEE^4P^< MDVZ>^.Y0"6IA7+X&(_^J<^0_B+QOSCD@O\%1,R"(?VD@?

UG$@>0YI;J"\X62 M*Q39@/>&SV/K#^3J#""K0/VBA3,WQ)-V'31 @>_=Z5@*&K#$5?V'ZU,,%+[W MMR+?,/?
!5G^%*H:DDGH20!))RIRFL'CN2_#32G(3#K@;"(\17)\A8%XAL38< M?62.V!$V?="]&3-P=RI>#2 *2^$\?
&%RP*A^EJ2#0T8XD$#&@WS3S4%]79+ M9,L.I^(K]$\1^+,.Y\J8..!LYES3'Q$,D'EU%JQ=?0("_$H@D16RD$U]C%L\ MDV>_
W;>=I=>]YNC 6^##=*LQ^0WL.#*MR2-S)Z8X/Y1!9?\!@ NN;]I)JN< M._41>"W4P?
KFHD3G(JH##0#\B78&&M"#M1D"WBRJV:U&OH#%19C*NOP1B\8=5,,)PE4,V2,O*?0@-B+0X1'T+_6L:R"]A(X'F MJ7$,-
=5/U4JW4U52)@MCL/?H:$Q_"4G;%2YCX>3)"@5,7X_^08DJ5ZO=U5H7 MN/?MK8S&JT'PT9]PL
;)PN4QJ'$@R/=#NRB480%V]1>FK8F9^M2'7P_L'DI M,_-'C?-]EW*07T1;:("2]AHY4O,)?E\C+KG97RB+=,GP=:\G+S*BJ_^&,OZ/
MPX/(F$8@@A%J>[(NWR MD3B, H,PPL,+*UI8E]^P0.2@PDW(D=1 E*3J'\%'@??L:]" ;F,T8"ME7T_G M(N.?
P&!*V.42</^\,@$X*UNVF5=N8B<.3XA:Q2\//>YGZW;39GAA3M.SO? M);=WVD \D@99BB-\T7$L7X B!@5Z+I M9BM2)$_=T%
'_N_KCLV9+&]]J=E*X M7\CDNO5S^3O@;X\3T0 @&N Z'G(;+&<&.3:LFO:)73Q]0E;E.Z@K6QW:L#\9
MX*2|^9@?;V,HA8W1'12WV2!M;DIB2O1-DK1QF'91I U03DH2O/8&. ^X7(X1 MX;U)JM2[WA_1O>]M$BG@?0],\@7UV]UL!!G0
MAK"&17?MJO.5R:7E[7L>@#R-1;:?NG^3R' N>/C10TB_YF<4LLMP*K43'W:; MN=3.
(!HCU&WGA4B_K^]0&8G;4T)/D22WMUEZ($\4Q%A^&W&\2C=5U?_AX>JL M79V2D17NW2B"@0F]N](^N>0/ZA$;FWF;BAD'LOP: ,0!^
ZC2IYWCE6X3:O0 M"6O T?U<4XH]Y\P9-,"95%=Y1N;9Q& ^&SN3;F.N!E$!WR\LW""?Q633W)K")P MU'GCT0-VL:OJ(OD-
X@D/")R[[K=;7+&\1[O9EYV0G$,RK=&YYC6:(#Q855V! MDT^K79KMQLW2/*7H<=$GUQ_=<|^J"E]M\4>!Y'"L,G]QB<[\8@3&AT@Q.*:^
M5Q$]1:A<1)=K,)LGHL%+2[U_W/%;\Q7KGB?'E8_T'"U-<`\7OK/$_%+*78 MS^-RL'N>A:>M?L;2G\WG_7[!KS??R/EL%/'9:I\%;G8
>^2Q1#2D5>;YD,]2 M0QXEFV1(1V^+]>(5[TU;^6MS\;#@&^#S^HLN0]ZU'R]Y_O=?(ETE53.DRLS/S MY3,Y4Y[,\?
Z3>AEBO=M\&8U4C2!/VWTF@_ <>. FZ0H:\ $I[UMBXM":VO1U=3^ZS&F.E'$$5RS?ML5$ MAVNA_QL1S6!S]>O,KFR6;)X/R8K?
$OE=DL9L!;DHGZ0O4KD/_LQM^F*Y #\ M/)\U3FU,GYLP&M47^]12=!4<_1C6CV*R5=5]KZSS)!X'X0^7'K2XB^)$$#EZ
M9\IRJ'1."%0)G'\\)DE<'G<+W'X<,_*^HEN!O*/>QM/,MR\G*IMU"JFX>2A+ M%,RC$=HC]1S4/^Q46R?VE&.<^@#DDU?AT
C*.OFRHZ9ZDF?HH(K: ME^TH<\6/1%)EZL#%C['@TA;MJ4M6H/T[C*JOG[36JU;,Z=Q-<^>^HV(+<'7U MJ!)0HJ5%
<86NF_V8_GP>3SGR=9BX3J:5#NCXCKDNE90M_Z$GDJZZC*^>66I0 MKV/&Y?A!4V?GX\SRCQ,\R_?,RCHB^,+6[8N4,75J)TFT3/3=J]
<9[37$RA_*MSJP\TF8E"WI.NEU7]PQK&=9U<*\6L0.$$<4Y6N+0>#GM*'Z9L"CBNGNTSYXA M$I6;!.!5E?$696\.!-
(Z6]!X:S"JP6:W6UF2JQ7S3$L6A"H92;:P]ZH".//)T^'QE9:E-3<3DY?2$[\\EE^8^-O"0M*)]EY'GOBY/MHK(M6.M+WIM[>3BW9QVMXV
XIG^^$@-?FDK3PQ_O9$#L;JU10CXD8,15'7VGEKE. MV9KU]ET%?B/,^HWAC^79EAF=2".. =(HJ4!!'8,VVZVOF.K$FVHS+4 M5-
'KE'7@E:$01]+;P>0';^^?/.R,JX<)1!R!^I8<+K6#WPZ[D&ASWWX90379 MX8] Y,6DKK[ZRA/+ /W)$DE6&:?
9HE6"+RDR;9=>>^8D6/^DEQQ\(;X@4KN9 M,3]X2N68 8Q'*GC?)K\J0H!!9G>()1_:)1K_H,^V)U.@ZZN\:0"*246-U&$R ML;D^A\R$8-
JL!V*8%A!BZ(K77."7LN4:!A6TN6"KP$[*2KR M>P^=[UN#IA5HMU,9\XKU6'[]^NJMS7/ TXGM+\ES'TY$_*L*X$N#O<>G-%F%
MB)!@CIX:1/:5UDR^OYT08:$JWPCOVX??E.C$?PQK2>ZT>B'2*OR&#P=^]8JE M6^5,]/DL;9+<\,^O4L1RN)^Y3X@
M3225%'2(.5S'F_/':\%.TC>T"$U7>DOV0!K;K<%9T5JDX]\\W(&ZJZ>Q&JE M!R/4]^C!_:&%SQ>52
MDG(C7)6Y41+FRC&YF]Q[[3E2<#]>T_-U2X.ZY4/WGKC>W/(^?Q4X^B4X,PJ'W\!ON@6G48JZ!OD'5QD+=^F%YI>L;Q3S!3)
[J(=_%^XB;J$=^8,;;J'G>Z)^ M?$'B1=UD%;J06#X]OK&3O %)_.DBBV982&B@L)ICE/EH'\XI_/"55L[[MJB-@$#<=6.0TT#B,^6)/
M_[##7AOAO&%FT!,H/4Z^/T\S#56V9G-S_2#:,L]%J]5.CSGHJ^J77^I#MSY;T/[[X7%6(IWM/&]'26 M_+I7QTH.6 Z%0\41]#_#R5\
@JD978>/)783@KF6(BH!4E&O7AW(7\^L M=YV+ .IU/6C+BLOC/L3VEN82B"P:&'\^EM:CV0*FQP?2IO=H-J6,,@C_5
ME!^F6!)L4Q:>/0%R(/D0/\'K0++#[/OSITB%P-R%/:A:1UH4VTH0-&7:A?)Y M%V7C&,'V+BXEOM-
Y!\YEVSZ2K]/6@Y.$&OI(;/R_NC#IP6#N56N3.!\I4.V)V=7DY/&%J3;8\AM(]2^AV5?4M0/@?&D7E<>) AEU?R**_X>PEH M:>'SL[5S=.KJ M
E.= XT?*:DFB#W\-3+9H>;*LP@/1\1K3=WS ?E4WX93L!O>T8?6G'_XP Y#E:<^UR+ M!O 2#$N-*#4U?8JW72LT3EV4TK_5T?
@E^3V'B='WOF?J7[9@_0]8@F$WFV(% ML-Y+DTFD8[G#:)F3;[2+MVB%5++Z_,OEH8_L0D.0'N:,J'<- 40MFP+08G)\ M1*<%V<&U?
LW,^4Z#QLNYN1U5N[4WRJF-7Q_V+>FGY+_'J+O#[!=ZP&362!E M:F%ZEW&K+'5]#AM-9PN"=X7JGS1ZO-'1ZF"(Z+E]A-8,,&\:
[4*F+VB6+IN/ M!%@XW1JK%E"3=!+)EC[OH5Q3%F_V:JM+ ^."*G5*@)0Y!;G%L01Q'"N$'V);/5FE+8SPXC:_O4 M[U4?8GPH2_-\$H2T=/9-
=M=IPQAD R9SVUU8#4ELI^06T "K]THNQVP4V+BN M%KN\\M&)46;$Z\ P$=(7I$H2IZ>B1M76,Z#KZVO5XNR?]P5Y]WZ$V/T:
(Z:Y95Y6#1J:VJ?-X,]YM7D#)A.=R_K*K2$[E$4Q1F+CC_MXB$W8:ZM2 MP_9&FZZ2UUM6MR=Y82\@!I1IK(&WGFT?
2,7QN9)ELL';.OC+Q7K*/V[F?8PU+X%'NZQ%:CQ*((0TW-,(D>Y;+7H5<71^*"MI&1A8 M*;\C'NVY,
[CS&G_D"?.]MR/X140.M0D&.IN//Z5_>F^^YA%U\A=^7MG?E\-W;CO#18_-GFVG69M$V=6E>6ZUI[OF&?5@@-
MUY8%O_6RGLNDU7WH!HW0SAZ3/!_'DUFU MII)60/;595[RBVE7CE981;E(:]MY4TCT]$2(%[@& UM'DX,8;AP
;QFPW4YQE/GB[S4+1VHT74IO7V M>O7TUPB!V!D!.,WG>.5RLXD=0;@1'4\JE\AZD*1^_=ZIQ#APU^7Y2FZ/QFYR MFT?
N@C3>%K65_/L0AHC^$HM?IR %+P$TH&[U&#IX7("RD(DY/ON($ABDWTEP M=-&2F 8[\5GK-TSM-,#4'43+B5<4-(R]=8:ADL9]?!
MBH@U"GVL=Y9N8WQ^HP#DYTE2[]I&]NV^#_"I\$<#[+1P3!>?VJ7.SUUR.;K8 MBE9V%G K^S.W\9CX=P%7111#7@9K>CY9B2,-$?
(KU]&BC WX+G+#)SPXM\I4 MD_-TAL1C*%QEX!$Y/=Z39+X8FK'5QQD7%F%KE-4A'(O?*Y\6*+ILJ*6"C]HN
M6M=$NU09Q(04ZOW].56Z7:4V(U'X?G:GAC,"J\2%-R%%;A6CCLQ+E9"E5[8\
M;^XRX4OK+6HXZ^,EOF,>O:SRI%5*NB9V3K,/UPAL6YXUVZV MV(/;+TAZLM*K\-5+1>P+ODJVCH0E*!\TI=5(5^+I(U4Y9-
2^%QH0;@Z<\@;3 M'_A=:JB6H8X=\&\=V>O M)W#4 %;HWVGYG(A":XR6,5.>_R3E$ 5$/-W((?V^4?#*7L1YX{(U66NTMRG5
MU9<^\OOONN8M66E#:MC9I?MT/7E8:Uj8Z$2=Z0&H8ZS)T[U8$WZ;L;$C]&QN
M[,WD;\M':R>)^W1]'BAF1'DU0G8^NF[I:F;I#BH[VK3Y MF/A7RCV#!E"J$\Q12$:ZTNS'>2VK8
MWRDV93VUJ9Q9N)X!70TQ$NA#E]Z0GCRX[Q:IA?]A_4=[4DN&^Y)F< M+?@XQAJG0S/W>.*L&A\UK>.7=#TU\]
(BKG5LY%6^HJS1XO]ZW7'+_EW*JHA MJA;?P)T!UN2,?CCY<>BKW(9\M4)E-V&H7,7EE:%F/'O$E\EG$V&1[=\+%XP>
M0+&W=G8ZY,"A#$IYZV;*/:U%E[65QDYT5"L'4I^25MXR>AQ_^E6DI6Y5-!M" MYA!07%3H1
-3_<5(SCL0;BKH.*MCM;88ZBQ>&>R)%U?IE*% M!ARF,9F/FVWGDL>/XE&22,B:#^TT]CT4.U;+G/366A#*$PH>UDIN=LDSA%
'@0Y[/KHPKTO7<:CSE((-5@6_TH 9>'-M"#8?%-/TZ"=:.H95Z,&6-LW.S[3,E*"SP9'1 (?;,.0#EA:R0K[36M+CSA+F MCYT)H*
(C4[Z)CTS^A4$5:WW2=HWM:K#R7CG.F0:36PM5#24S0W4&V2//5(>= M1C+3!]IOR+:R>A-5#V;?8C(M"L4R*P=$R/=F>)?
$MNM(SLEHE!B966@$D8ZG ML8I_?IC ;VTP^+3KV 0-(+JH=-- 5&[%8ZT=)!]"#>(=K0-?@0.Z3_*H(DAQ
MQP!G@KH>R6,,V;,ANY>^$P(R K<1WN5^<3ND$57&H^-KUBH7+OOG^A=>H#)6FL!5WB;$(X M^99!Y>8:R3XM@TO95(.)/.-^HU9!?
ZF(;[9QX]=!GXKHGZY+27=^LA90)9H- M9,%/C>8O[L6XS+9C[X3!2UY0M7H(P%VH?RE+K'?"V)]JDP MN^&"U8YC]!-#RF]
($T2M_&;_41(K3MU27X46!:OTW6SD3E8%$@=>KU2N"M -<%JD>5G)UG\GPY$DV51]5TB#)]MXI=-. M=M1+]'G8/9TG>/^3.T&
X2<_P\MW4T$F\+5^,"NY$5TL&%OJKOY>.FRR7%] MNLT -:.DQ+*@RNX7KVH#;H8\EH2*4R"BTZ/U<@G9\N:*(D93U4KS9[M0-
6ZV\:8U897VN:,4#'^N!L\=;IO!5H8B@:.KD M5;U)4B61W*)VV6N/RF;O_H"T")2(0VM8_W%FPTRH\M3FC*BLV7&?0<*=,+O?
MX9O#+Y@1@&J71>H?CI"Z)YE/PGO[4+SM<+Z?<;&>N?N&%E9QBUXWCGE&9DEL M0XY$G(S?]Z'UF*V>O9F\Z?QKUPL-
@\!*_G$E%QH> I>"IB25;"J2[-?[$8E$ M2<_MPUP5<00$!F^9$""S!B[/@JQ/,$(E>G"6AWO/I$*)/>-]^"LI=
M2GSUE.^O#M^,FC'9A^X4^,OX>G1F.;YJW5F ?F/_X3,Z1U\3KU&QP DL'__M0ZG0JW=#=],$3-
7O^FV)]W7<\#&%K=6=L2RUH';OL@J(HQ;9PG[C -)I_OW< MM'KFR]F":1^3)TVU/ HBH>ZR=BZ&+SE>I+NNQC.@F*>V-W"9<=O?
LL@J_6LW .YSPPD\ZI2K3ZA>Y!"=M: 5S(FSXQ=(CL*0U%-U7J1+S(J39TTM/ WE+?- MSIQS(>5>+"F20.R3]%-
LDA3I4]\8I@-33[A#-8O[P,R\E:)+Z=Z1U5[E>LN M N$1WB7@(D61:1F=]@L?LLNSA@RJ=3S9K #A*R/;S/GQ7SE19E LKH+F0G%
MY4(5"TV&J#=Y/?YS-D&KSD)}QNK%85([^XXY&<7 P(K&=']M+@+[G)64Q(S_F9$'^")Y]IF%?8$)/N7O\1F@4]R/*Y/F0D&_$
M[S?"R5,M;=50K=XYZ2%I*0QK\7WA^U5KZ1!3LX M7VM]1"IO!H[Z]D$Q^_\@4?(Z9>QV[^_*X>WM,\B00 M_M8:68M7G[?
UOWGFY[&F/R,2;6)F:#AW=,$E4ENT8,*SK,7K7OBMWO+;^X]) M7+POKDDR!I(OW:2^!!3-U6Z.'*M9=#9]^^
$L8T2X%93#5KR[DO]D5,G&NC MXRL/<#"?C$A ?NDEZ/D!R<3@/;@_QT_.GOM/#DKR"JL2 M5JKTX>+'5+R&0 JOTZ-
@BUZ<'CA(8OZD@N:_]BS&AIQ-I;+Y]V?B['3K&*LV M#L3QQN2FR!2N5"BH SX57L_G69*Y^K3Q3#CK-ZZ]ZS*\M;;=[$968;,\A\8-
MSGS3JF-2NU< M3@^'PUE=DBIU:;Y\!!^;K6VVO?M\E=AVYE*RM 8I 9U"1=7T^3G]%3^-U$Z/2];ACE
MHHS2&;//%8K"9S8<@@80[$5BDRJ$H_'"HSC@M&;77ZVNN[*E,R F<.]:% LK MW*)[+3);]EA,S/8R5NG9.G H%:9NK2)LO
9]BB4+HT/23:-V>=OR<=PY*W%(W'/MZ2[A]T6_R%YL35-/[.7@7$]1;A(.N M0EEG^aWKY^3K99:*B=BT&NK2>.+D+ 0W6VY-
+CVF+_CXH5.R'M=0-3, .6@6#(@:,!1DH=O9*BB9P MQ7U*PA[XU=>><=Q"[8.&NZ[B48)9:=YE+]>/5=M8H*.<#1U>^.7S%6 #!VT=/
MF(5!CU'CUQX61F:D+X]$JZ,?P:W*%+LS%&T1E'-MV-S(DVC3)ABJFOGV),\;K]Z9NZ$,JW+-?_@H>-42IUBLMC+GXQK0:S^$^4 (MX;1YL
1J@U6.1XJ,1/(-]$4*XHAIXOP.OW=1&8QS&31U+FO1>]6KTYKE%3&;_M]@N)\E^#%=:KS5'MBAW-
OJ=>4KI1G&%LLDY=7$3E*1Q$/(>'(72\8-#/)]QJ4!-^D# M4UYHA6G[R8,:8;--4>:?E'9J_=DSPVKV3J#_2/:O5%AP[T+)(;>AD0$VZ(\)/
M!,@/0::[_7"G-*A^'X->X/K#V5GSG[YWG]L'(L\R=4]M4&H'QY^(T\)./F M4CQQ583LC2,LDZ":M:FQS<.?[Y.*9[V(;4KD^)BG88/
8KQJQX1(=F\06O= M]/H,4+H,D)$I M2V9QO=51O ?X/\W#$Y\R:SK../_]+U9_[Z*?R1HB2A 0E5EOYUBY:>UPYR%B
M0DN#WY_B2)^7T(D4'JVNVC*^4&TN7U@MI@=(E-IE2^BU-3_75J/[&A#2L'8T
MYYV24<#KNW8MP)L1^V%@S"KSX*J(.R&Z_C/GL%HZ'UDH6**[P/N-80Y]$(=] M.7!B@Q=_!TC$[NG%JWX?!M<2EZ\@16]G*2W<7"&5B
<1I15<5J7S+B\SDLVR M1IVT*U4Y7I)RK-!J!H.(''!6U?WU#DUA/!\]P$O/""?0?_F=F_]3'5M\>[/3 M%RZ5$R'/R.7MNU7Z_UIID#;W-."AO(^-
UJ/27C3_V?KULO\%DCTOJ2@E0Q MVS:@0D10S!M^+=.:WZINN:;S$]746;%?#+[]?KR4QUF.>^N;=$ M!;3!"9Y2,%Q
.W5LA@8D2Q^(IV@7*99_'T^O9CN"_(#/Q"NFUGW:N^WQM"X M?:T3_]QD*KV-;#,IV"Z."OYX'DV5?&+?T=T?56)[YCV@"/ MOFM[:F-

*;QU?JQ^7.-00'V116TWH%]6KRC[_)C^+^\+_V?^M4-/$_?/^S MCHPVAU V!E2R;\GRHUKU]"!A5Y:I[P509O_7V\R#,]N&YKVRJ.JLOD NIW;Q)A9DN(TH0@,F^'O1_"Q6-"ZF'G*-MP!>9P-O:!U$-P=[F,5M MH6B 86C GO44&"8FC^*,1QB9_X=O>VC 0+-GWGZFWU0%^6WK((IZT"]GD[;W M] XB2I;*V)F83S%?%21<'//'0Z2+-![I*^F<[@&OKHW2:M9:-['$UBPN) ^:)0[{#)#"_F^HOGX4@5S MN"DY2#QQJ$URVF>N141NN&/VCG^AG?R#%O('?PQFD'+A%@I2\.?%P0@-' U+ ME:D*%6:MA>1XI,\W]_UV^8W,V(?$Q_R+0/TV&K%.LYC7)$6J6'$23-YYKQZ> MJVO1LU5-[O=NTH:-(W]@F,-7QC"G@P80$_>@ >>>/]^41S$##$//D*.)V0@T@Q M)FWZ3*]RZJ2_IO7;UF^*MV__+T;19UF4W>O8)3&W=>.5G@0J7Y EJG$9#,J0!?/D3* X MD>)PDJL$([57O(TUW]^,*?_3&>-EUX15\)]:YW54F[$>.S!\HJZ(_[-_SO# M8^L,;-&O9, ^P4.L !KYLY7A&:/ M!/2^$Z8.B 39Q!GB,T7E?.6O >)LO*4Q#,*

(!,4.$:K'\')/]O]L::PC3U^ZR' MO1R01=:MC5:Y1>]ND MBHLKV(.>/(5Q:_^6*FDH&O)P^;],*8S9[(90/C_)630P'@!O#GWW6H^D=_FV/:M)*QGYN>$HIT2(F8IOHVQ'#2 M?62;RBTXB'1TKW!VNI0& W/!V?M3<#"RS/[S3;+*/[XY>^J^$3%W+!+6.%TX MP^^BL?U8V2:FFD!"Z Z1(?V>*@3AEC9DG(\U."W<5D^5OFI^*_*S:FB'8E+ MF

O_4GC^ECYKYT*.P+^RYVXGR_3B)=AZ\00G\9)M'!5JG#J%\#@S;IW*K?F6 M^FLAY,8VZAXFD]\T+N/OGDS4) 8^OO6NG-RW^/^L<.2W8?]4 M,2DIU\(_=/+O(OL:S#/|*@I8"[#I]P>[)'XNY*Z_I 5=TR<]@PA4=+D8QZ"3NC:\#/ M>SKF ;+W\Z/^=5>N:R(=8EY_X;7QD^%!EG.-DA[MWR#V8[V5\1LL$E](&SF M$1R;\A!N+++&(,K_R(*?@P;<\4$##MHQ8L-& 1#6MBQ_-: "DVF3ALMKZ8.:& MA7:NW!>(H5:M3_Z<30MSS)$&PXLQW$_"\6\),!):'UM#.DJ>,LI0C3YNG&S(_U30F:R?9IMAS_^CO0;;)F9)X&I+P24JS(]+'&0V(TR%=_M%^0(D-Q]C"!8P$AZ3$1C@;#Z=H6EKC/,O%-K2.=XB\A.8".2\:GLIZP^0X$MMW@&T?"(0/^-424HRD5:NZ&IT_\5F%LB MVRQNJ_^V+95W2FS+'B4%#T_$_%9U'>L7M8:11/_47Y/^1_8,?HDUNH#GK:. MQ]\0F6#<<*=$VL/T0+P,=8>E&4%7+C8QELD_A-IJI=4QAEK:V'AP$\M'0>W* MJO:CK4L7M#9N.H2VM /WB=G*?M;@_[P/*,A:W!7I+&SM1SVXS1/8M7BW]@_"

MSOY&V)^^6;0I<$UQ(@^S=T.)=F&NPV'/'-@KF%V6-/W5>;CJ/[?=%=)<:7N_MONM.5Q8DN]72K@P'OIQR*7R_]2S^1?T,GZL54)C>N/LU&N +L(Z2*V(T&UCS M6Y4S_)8RMON?X%/X$S]3\/K4$M)YQ&L\4HX3KM]87N60H?FY\V[=C9Z.J=D+M-.!U>IX!BU4IUC,W4Q<.-OWJ"$P5\'"*G1EA)1U>;8WU=.IVW: %I(/>/<2ICB((N7#+#SQ")#YPS\1 MWOJI, ^;VGO"H7J/X7D\$Z!>?TNJ5L8;0U=B[Q,T[XAYB-7A&Z]:L10H;D#@0 MFQP)#)6W.?IR7G-65"+#@IO.>$+@\Q#S6WPK]]B^=QER^94A%C_DZ]G:!'R\$M,$^Y_\]/4?LWR59Q;VWAAU8&*:!$\+>0!)1KI@Z0\PT3FCW5MQ^8'6*EEYFF MW0*&,O:]W ,O.=_FD6>8_'@W1_&39$B]R">A^:'"2O4_2C M77>6L0:P)3:,1 68]D#*X.QPZM7<5"A;8F&DYT.Q?9S@6?V!S3YX/>FL #Y= MFP2DSQG(46&7L^SU5VI@UB;9010)9DT;2C2@6.A >D,6_"9/W9[X& .BPAF MY>U-0ECHA?V<\Z9PFC<4TWW!9\W4N?>6!,BNQW4QZOWG)?U"A/6 6#9-EKU4 MQW'RRI-#'!'&M](ZGW%B$N=SF9U0^14=HZ<(RCIZLYL1M1 .S[_4@P'[%Y5N M\ (4#1BC+J5_J,O<%@;9\HG_ M&*H5!#V;#-+:Z#TGN2'U%O6QCW3'IALW'[6Y6))SIH0P#)3]%[,1:)#]D6< MW$O5 3685")'75V&9^K[+?4#%^9\7CKB&(EG M:/2]-[J'P8]R%ZT+#]&EC=W(K;6L\1ZM=I;YOK>6-#^(FSXU'*+O4LG*:?H5 M9V

3^V8Z&R=QL1O%IB#D32MBYPO&4/STGRA.1M%D0S"V#&:E$F['I,)/5Q0[MPFFP3RR#"=K.H=\6:1?%F9@M&.91,8:EA^LASJ*H^PTQN-YAT*O?W@C'?;2F M%C_:FA"N4;N+K3B$-Y.-9;H-XPXI83131#W*L4A:=3B&;#CZA:(^!,;_K?X)M_$D>\$2_-\<:*_K 3.*C-]%A)H;"^0Q\!I>@D+2N$V&DMJ3^[.2N.AQ:T!N M2,_=GO:O$>Y/?=R=G9/46$XE!$TX&9K3QI=8%M:#J4I[')[A?5;[G;;N MDP.K#U+X!Z+&OY9\!T0$ZH,_&O!7(1I80NK .JNKS?U">OL$E9!*2S,W!H:4T5C47T_NFVX5;_^FO[\MR+15Q16L)*Z6=FV#!CBHKI29.3 M%9/""FQJ0.(8UK;G(4@TLU<79+1B52[KBN&'&5R-O#_/P>Q>9D)S:-)) /_1MR1>LR9C%K\%RH7"FK'JF&K.C%-^QS3NZ;Z1]%/7 #TT@.0Q&D H'P,Y[*A& M)5=ZSA40/!WF7 T+2.'F_)X=KWC/\$M][_\-NGO77U\/-X16/-M. O@-__A MG1BT91#9?PH^]S189;R)X6'MSB&MD%$DJP:[ESK3_%(M-^>*F[=.DD"D1Q!) MT)^:DP6IEOG)3:,H^9MN(B&@!$]#0>_$9FCAQO?L<]:9^W:77?>N^T=8F6]FYBGS MM, ^$F9@>R<8B;@#SSK]\0]M,R,/T"4=#S&LQUWBU*T"M2"#=XAQ$]?>#,=? M[,?F%O=2=53FOT/*VIU/-8 TNXUAX4ZRG7F@!/O:BX.<]\FCX,_GJ7G-8J:^

M3<*/7NU^[O*^A&%KWE0431W)QA]PW"#>J6U4%&ZZ-YNEXZJ+T)HN&X:YUD)=,]N^ $1](=+X M10O:(2Q06E;84M[!J=C'L*'8?'V.#1[#>WX.@[?$D0R7]$/_*VVD\=)H$B7 M_VJ*_AC,F0K)^5)@7:=IW6WWL5D0)$5),!\XM>,3(N(!:=5FEWV9 &&/ZU^ M-.\X]3_%Y,;?T#XK8/(W^G%[T)A#+5 MG$"OGIBP^&!GT"3^T!KKD>,<+&5K8I,< LLRW,2L_3@R MZ/*T&;K@K]# JQYIG%,%&T!

[\B72+3DX&)OARRE\Q9I147[GF4#4:B<3RT^T M,YU5/YC8F*JDXYE8VQLAV1E2= M-:G=M;66.';_=>[&NUV#X)GMQ8%JS&D8EGX2:+P"%U\24>K28-U N,/MNR?Y_QLYSP_ M!%!A7- $0%([A%)A:EE>;@";JHW0$E)[D&]2!AF@WBTZJQZ4I$/7U';ECNA M1=_'42F%KZHSW_5(VKRT[&*;NS0T0Q?%VM+VJ/(OG#VJ^O;ZG?>LD?LFX<@M M*FT7,[V!)$7YMD"RWL2G[K4.+BOBX,_2'ZF.+X1[Z\IONN"=[5,_3=&\#>

MGY46O+TQ3GA>FE&1QVRZCQXQ4=X@WVH@+92FS"_LZHD3%_,1+9H&2YSW3[1^ MO2VC48%\=/XK6N&_F&0FO!ZP:6NXOR36PKU-3^\X)SIR>HW:>_5"J+9YE:2

M2=BF&I)^1S/>\KF]\/I;AR1NYFB8+L_.XDH]&'<9>0_;O9UW.>>/OK!2'F9 M(&92^>DGJA]P4@S'

&_ZPKI@UWEP;R8SVCNP6;C4V+]:1\6%;9RQG ,^4'/Y MYFY'"?F;]]%X'^O&:T0$PP*$:.RM9B1-]FO30$AY/Y"Y/Z1.C]H+JU;R:]SJM@&CMZ5NW'ZW!K1B&;+,>B\9)T8&OJL3KZD4]VY_=2$B4Y->TEU#Y(IG*9_#P M%N@;KR!F.@OA6E.&H;L\6 '34B]\LZ3LL3HH9;>X.&2/(?&F+*R'SF]MB7\ M#;#&XZ^P1.M*'LK'1+835-_,43-(@1KD$F5^F:VG4\[.M-YTHD]J1 *-C=F) ME[&$E'LO0?T6:/L7EMC>$=_3A8S(2Q)G!,9+714AC0%ARS&&%TNZ,\U;.9I- M-08J?9Z,PH<:$JE-54N_M/JMQIOF!M%Q]\&$O9+ $-@ O[!&(V]H2ZTG._E M@FGI-M5VO*PU2_BM+XQA/R*S[5&72$]$XI67E^%2&*RA@@^*-/(NX> ^>]?R2 MEA;RA:*2[OE-$,?!%%*'_4_V;"9S[KT.ML=P>'X5 M%>]X$\N/]DTKF<7$F4VR-'QBAA&>?Y]?78:T:%BR!-\N.,A\ F2FH6+N8U#F M3[<>NMBSWW,YW]#[?0,X'BH>P3D)+S:8"5=-M.,"@?*_-XUO $8%&Q[^F@7Q M^CD54K0Z+@1XN(+6'FCY'8[]4F:7%4RO[&_6Q?[7H[2N07*=LA0UJ*QN..OTM#G9//;NIVFQ!9,UB!8#G_7HXGY4B.'*^$>SP.=UJ1-/0DU+O:YP^]X_(]_^V M?]!K]+4CKN,:)/R"61JCT$O/E/3=2'_)@=FF^6.>@;F?3X361D//2S(C.51E ML_@-0!Y7G[3YP#$+?FXQ.8A8:(L)CF/_..$=M7,X7A<#4BZT^@; 8O5?G2(W MI&V+P.#NU*P00>7PA,FMU-2=VW*5;Y".O-QO]A@"SMS-U-RO=X2'Q=UU*V,% MMJ%FKL_:E%X/F\TL0ES'D/+T]NFOWAM;>L:L/8E;#[ZGW1)8P:OB6:YNP&\-F1M\P:0R?0NRFM)PUM7,>LCA(-2[ZD)M#'SKO9SI_FSYY?:'2;+26S<+YCW

M]68;8=95EH@VF9("C!]HI>+VSH]3:8VZ0+NS5(U.RV<'1]X6+[TR-MFQJ'*HJ%L0NT+HLO4H)L[U[[9+%N^WIEK#3Y U7'F\')MN.0.*J!W;-2N4GN0+N1I\(%D:*B)=J1%NQF5$E9>6OH]KJ<"Q%$1.A*6C%SL ML4X\S#G_OK\,^TH(A_,6'0)DNT!ML<=IVB,5\W<7$LM*XA*"6P674FN@V+>/.9G*L,O'I//5W_D$TL=WE,LS^:U=\ ^[9R'2FF?>;OU M"5S>[^/HB.T4:AW;^,81-

VA+5"Q4$XJ4^"7ZAT9N,3^,3XG4<.)2M^:\\09@ MJ@3]?<(_\)>&0BMJ).00OY6BN^BV0V1-;%'0;.?".U#O]+U=1/-F1R-[M(SQ2&EB"17Y.>897KZ_ 4\<\HZP=MOAUY$WJC[P)V5$1!DA1XQ-.M)%WX= MKZF[=+'W9.TD%WE8B59,Z;P!$-LO4D]Z;%T!EI MA[XZO7'?VM<@GA I2L$BT2:DD]JKF6:=7)!7*Y\;FY.MJ[F[\S3%LQ&B%J^, M',O;]Z1G)B W %^<8VD>/Q#W@E?4UR2W\W)=^V_V:H&%.V@:-

>+R3##5@[#* MT0,/@SM>PKQJ&U7QCZ4^W.?MSZRI0&%G.F4)40&5.1D!O^9W"-!I38QB2,"M M.(OJ)\3)="-

O>7<.TZ93B'>UC^D3C"MP!64-*&I"33;'3QGDB,!S+\-A6! [C\H/OHG@OQ3)*LU9N`'?.*=1& MK^2^+VVIH-G[A:9)QUSJEHGEC22UEP?R;ZNZM?C35I;8_+5D\N&'*)BD[!O M>#&COLSF#8XJNX#\G7(&$[F26)N=..7)S;]0*XV"]C^O939[R<3(Q4].0>UU M](ZQ36372:IS._??[*D+H)ZHF-%N;<)\?'1QO9%G7=P)%O'1Y+:M4_].VW;^ M.;9!U+LCDWE46@:I+FQ4CTYUH!&KF_ES!.VJU;^:;E#4Q+_UH,[%N>9T[KEIM^5WN 0\'.9B#* AJ]H&O.-5!;P9GLN(HN8]7=,LC]'UERDA"W@'K3+^OFB8\ M+K"2UQKK]N&//]:?O

7ZGMY#IP1G;JA%"+Y/0.HGTWA5?:M[+*'SN#<:;YAW MT>>4]H[E0]_9S:$8>*&DT%$AG 16/N* M?P,'4ST;4'Z:P?K3TD;^5H8@"6?^9(E!QX_];=D_.:':5_-\8TG=WU7%S&)9 M#@TFN_STZW]/9S+, K\]R[SD/_;>'_]Z]? M)ZO(SV%R^WP^IN)T7B=OL2Q1?:%H&EJ;]62Q8-0^Z"J1*E'#T&\\C48EA_@ M+-UID9(1PACGT_DE5<8=CM?!I_\SN_=\O80_0T1K;ZK'Q?E2KB_YE]J M&C,8V"8,:]<$#+ZMJ?Z(=Z#C/34C.KF?[#]#?01N PN%V:U3 M0"O?I-H\3P6VV#5MELA15, M<%1<=P7CE=S,R9#MVVE=7+KP=5J=X,/VR>R/I&K2.A,-A7D+H3X\?-I>XBT& MI9&6N;TMR4X_GX+PS_TPJ\@?S9_7FEEK*3!,20'AI"7L??.^J,B/B\4^9R/S MBVTH&00O9_OLC%J699R_C#!'/SN(-XD@'/_VQ\R._8YVL+JL/.3!^1B!A#,W,CPK[.>T5; MHAN\,]ZX(!0BC.;J'<)VPQ61TO)XX> S,L=M/2[.:MIC1H@F'W]>*_+PJPU"-!-X

MNPE<1C C?#>$]FL[&VNN!E>_#N5H%^1 M_(A.)TIXL88V)O;)+-3AEU'329<>Y\25G9K+8NN#W9*1.Q@E:R$-'GP

M>TR9ZHJ^M'"*.67^\F0Y9PJBK&*9=/^-\6*/_BE2F])'A7OAW(9:,C_?GX%-K MY/FA]YO7D*#Q%IAL<"(R)7C%2U5:K8 M."A_Q8TT3RF#\,''1S#(8ME31R M@S2MU+<*8/0ZX20PVU-'_761V?IU^&(0OK&^(Q50M'Y?[PX5/;]!D4=?%& M9[IR]$XG*M>U:.3!$7@]F[MHX&\N.\W@!401O#Y#>!3COK(-82?&55[A2O9%912>]JE^"$-RTOT$"VT2\B^

M9X9HLWSQUH2$B0U*OX,K5LB;U7E<6W"X@Z/32DSR^H"W>((_X*FQ\&+_196\ M-16LT?/+]$\V!R&9W1S"=004PO_3^+98.E-#=GTY$K;O3^J+ Z\URTL7="?P MJ_N&5G(T5V2N]*HTD2??+%V3P =C7^+>RK=OFXGK@[+H!$5;+/^_I+?]#(S2Q?GE*L!_=99;<02+8T/]!6\ MY,;Y?Z2.?D7&:@5KIH>R<"--$/E M@4/RUMS-_HW%OQOJMNU9. ZR,.0UX__5/>^?[CF7G+U8R/X-X' MR'5$=?&S9?PS]+]6B\!P#.Q#,_=IK2G/Q]Z7OFTZA]'1K"LKZ$C,QN4CI, MQ4I63+.,7S8XRG#,Y034'I4&2FLK7%%Q^?:1%A#H.R-LFP,AG?!H>!\))6&4M*:.?6@3=_,3$:NWOK!-%KU$*9#WN$R2C72\FWD-_MVF" !V)9)RRGI-57KN]I5KHZ9_G9O+K! MVEJ(,0>Y%F((%;*,4/O)846B51$>6_P=[K[OMN6MR4>^Q)P^,:/"TC3QW\ MQ\2O^*%W;P"C(_G09ZM/HQ+^:D*@_WERXCW&@:G<@CQM8\\ZH,U'6H7?2=DP9:LCX8M4F(_+Q((=LOA,W*B-"C!JM['$^(ZD MXPNBYW2T.QHJ$CV2,V4"3X7&/_<0/RU-ZE;E:U1?(;O0C! M;RK:91*=/KF65=?<3V"@=4BJ[!8^Q1= MITLED](L/J M;TCF9YF_8#K$EP_X7!44*V:COH,_]6M>T5M7CJCY=M5OF9@:&###[P5Z.GU'GM9>ZW;WE!F@Q)?.>_KR_TLKLY C*^4^R"!5<7=RAW^T3@07VOAK?=5&S[W/C M6?2(MBZ]J+@R3Q7&-

^YN[LOY^YA#B^U:&6(WU2:D)2R1475-S4]8:M.E1%1N MQV]POY27>])M#^U4'$[.Y)N*#:$=%3'"">!0R[-_:IYFAN$_$+B#6]37=F<]-MBF!P5/8.6$L/[5E;XD^D2T^=O7(MV:F&:IXAO3OXH;T%\>2SRJM"<0&]C76) M\HE>2;T@"!UJM5HJJ[%ND+AJXA@_7&*/VX\=5VDMB"#@+4PIQM>)4:!&7781X?\:00I[?02;"^H%57'J.@KL_=+VVC41BT%5MTDN

MA8@L""V{U)KE2G:Y&9LU[02]R&+_X;]HLZ:+H'UTJ]=W"%W*1(":B830D"NZ MNT+]?9AB)*

*f8O2GIT[K@\NZX@D5Y;_LRJZP*RS3<*S1>'UWS[XFS'6V4DW)_53R'"!V MQK2?99UR 97\/U8.7W\=0^V;;:X72AW'(;1V/N7+&R1;PW<[G.<"5[51\&?WL97'JM* M>3]DO4?G $?9=]DCXR)O >2"RZGN][XD8=XN+KP)K 9\WOMX[+NPU(S>DC! M8%-2M&AF%G[. ^SX7VX(,'N& f\Y^_\2UZ^G?B4&ARPN^?88?7U#O;1+?46TL42)M;K4I$RBD[L0S21JV$:HS-B M>L=?*"^IYO[X\H_*95!4-#Y]2KG@T#@4/*0%/D@?@ X?f4#Z"$H%\"ER&'+ M_<*,;Y_'9U[RI%0M#C'>"VQ">S!;U4SCQ{T756%6R51@Z'(F)XYC#R]6\;X#*

ML_Y2{CKD:W;UF.D^14L:0O_ZA[JAV4,&V_H!T15C5;'QV:WYN$;>@5.S3U"B M*V_4A"[TGD.C4;[<=QR(@3/^_#?==,G\WP7HO*W=-:9O/Y!S M:!IB4PN[M!A1Q56B[Z:X;5-(*#2S[FLE#P.IO [/ MLJ9LQBTG1> $P7=,Z;*Z_D04SMXN1CUX)%LV:5N16BI(,>TB$=- M?:K,LU6U!

[P##,K0YE>V/"&?>]#*#:HL>O]G.R="E?_,THWCDS M+48SY^Q$9:U8=R?T>N[5>- C]SF)BC<3LH_ NN@RP57E:<{0?G\!?B6_F8;X

MY22X;PR+97VR*?#=\"_G6;%PH(+XM8S6D%(MS=C_G,48=*:/;C=V3=7>=4U7O6,'(]CMY M?$HRNJBQ](F=(\LPS)CY#

{MI?!F%%ZC^KYYJ1ONC_1_?F%-7<5LVYP@HW0";M3$AR4,=MJ0>-K8+UE^QE8K-Y\8)"MF"+RX3^C\T-AC+-0O=<5E0]R#H@> U3 M-:245\9H@3K&TCJOUL>-$ZSUL4B;Q%\?M7,-&-9? =:HZ-C3I^+PL6-_#&$! M-"TS,) ,A1I:-LF]T#XA[:B'L_;M!$?GL\!({0-=NA/IF9SM"]

(P:=Z"W7MO M,D?437PW3)0,#%=Y75V? WX]X H^6B:1X0W$J%[*@>7:,XGB.E,K?E\IE!AN MPVC^\3/RC8CN";XC;0;

M4I']%,2Y6BH[K#&YL7+I=Z.?G,>J4BUPM6>%*;]H>F0\!W(SY-W14@UI;J)551(;4K^TNPUVH^N\=,O*A1!@M]QS_,A@X:X

M=BV(=ATJZ\S2P3=C*;2\E+/UTN S?VI_D)&]K$7W@*RJG*AGJER@]).5:[<9 MH_$?L?UGO,]/WJ+F?

RI'2O.Y2FZ2#$03Q73F45=RQ=AGD9VZW(688/(\SI2U

M1K6Z#'6BD6K)Y&U<=3%4V2\)EJ7PWZO\VAXR'94#IUAGFYFOY\P^#/!82Q*'$CIB< M=B:\,1'5OC&Y&D812M2?,\]/6.O!5(?&.

{M^OZ@Y>1AUT68N=AT^_KRF0)S8?4=)S!7NS]'EE\A4DG]D I(_L\Y M/T%4"XU^]]3%4X9-S(RSE,]"B[.3ZCQ6MU@VIL"3NY

C/RUU(9G="L%4.\ M:XPIOZJK:VKYVE.[]^$%-U44(15R3$2'-XT9Q:;MO,)XHN4Y#V3 D/XVID[NO!G]]}6K-7)<,\I%

M*&TP.#I4YT54('C83Q.?)HO9&99%N#ON$&]/+PO/W:FRUQ XL/$SF-6Q(B7O M97B]G!-=^*9"]]M=_ 90TSW?2 Z2!(;,

(WN8B3J1:14UICXN:S6='B>V^GU M3S[W$L;6;,D*HC++HG,PG72S68W1GE"9$96CM.P8=H'8W@ C;K]8Q;J'G;L/ZQY_!

MG"%,+W+*K^PG10EO 'M^UV*K&BVPF9/G4R=EBCEZ0>=?>QAKK6M#6%_A$?]& MUNVWBH"C=%!*):LRO!T#Q6_O_QO5+"#F02>-^8^-M&"]PF]]6'8!Y#'MY9 M)!!2V>8Z82/#&P#(!&@I&=K(\7?6$5P]'@N%*;#(A^**]IZ^-R](R6J?BR&1'&Y15ZH>4P;"-SNL"GR]S

M^H5'Y:/$E&2E1)]GQF+$W>$KT/!$TVR2EOQY0V5_ZFPGCNA(X$$:Z'G='U$ M)"1/W8=N5Q8IZM4VAA[=WPC23J6CE%2E(RHE?

1ST_/&E3N2=?W;WAN"BLJDJ MVXN!TEEJ=/$)S!7'5=2=01'!^G#KU:)JLB@(=I$@2YMK)&Y9G]=.(5C677*P MGX;!%8/OF3+0*(+>2>7

F99Z@7B(!;?UU&BP@%C>)JUV@U'!AC@0EAQ\.V MM.Q^:KE.;F:V+E$H'/#W%5BFS]P\3B0]Z^A*T7SZAI^-MN\R-

W424+\SW'\WL1FD^/N#]SSEAI)>MP!.X;9T7#K084QST)*TAW M]7SSZZZ_(DRS2,K 0?>I53079M/LI:AH?+_3$D^4>51A!S*9FFHSAW>

[..'S M;P0XZB8L[))YC=+".XS?1"MMS(L_+%4QV:02/Q*!0;_V8+Y=:NQ"29HE5H;L

M'2%2Q;]W2UQ%88=^,@F.H3*:UXX^\|OF>GBN%U,+@F>?ISBSWDD68Z'"*H7@. M[\5)W8Y4.&MBUQ+"HU^\^GS/I;%%M=M[B2R

1GZUJ%G&E33U25+&%&Z(D[QVKD<4A;X1(I]ME;IUI?] MET;QW6I)S#4RZ]-Y)?[56+(,*>6?

R1[^ICM(I%#X(B6@PY+''FJ34R\QQ('I^%JLL.]^\X03NB M&$_R[^O((@[8C^\86/@T]{$*YH_8R@Q[LSX_VJ"'*OP.G_VL@?+,*NO0RZOQN\

[#",/K/%0JU=(W-PHF3\V^M M'*R/_8MG$!6%Y M \@P.0R?D[!ZI_?@3K 8\!5) M)&8 \0^.$@/EY79I:D1.#0G4E(N&

(2KHPYA6>HR@/IL_(2ZL@O]DJRN4LC&# M[J.GJ7X1 ?

Y>8NQ==\1(KQP%QGL%%W;AM:CY,Y/:#KSW1@[.,]C11/>';_<<@'G8\|]UF;N^5L^9]X M;#M2=$E^?6;.J%/[!05VXCC9I?

8386!;^<+7V;IHV]0O2Q;C>E/IW->E5_+V M%8IYBW:I@*4"AO76JLG,G47=QU]BQ;5O=9)50U_,,WV:J,:7S(H[51<8WT-@

M[.F1E&D6"'^JLY,4KE5G-SV5*DG')Q).9U*&5-D49/NEB1HP}QARD'L M)_W#0*#Y5IT/VRU7F("2A.@2![J^36HZTF2,?[#6\-N1D3I-

<]6:W(<)B4.41 M]\ C;E]\CVW%3AZOYM3[6[WCX)MAH3> PY,;P)4ZT_\TK_XV_V_,^??!8M[MAK-?,-@%>P/XZY-

Q*V^!&\>E'I;L#HMX5Z$O=MT_"9IP=] MR=*KEZM7H%AE55FA-IWXRN\JS^YS866UQM--+R@$4C/Z3PHT2;[4I(H2V70\FDT3GMA5

MU1\I.T+'4GIQGL9N\U:,N/Z\9.]B1>/!1H/.%>$@ M$\-%A$R.BYL2\M%[Z_!--HG3HA[$N1\SSPX43Y8+G+S4J^[]H],!L12&K!)[

MZ)\|OE"A><[NE/EN,))5EY>OP(?YB>AV@ 2&BUV.3. 42(H!:H 8ENZ;;)&I MVS\2$LU;F?

5^]SQN8N@VR;=>7V%#XT0D"D19+0Q'8D5&D4P: 3J2]KV1#P0<7NB,%; MM*^@W8QY :.@,<;H^J.JLL"=W^W+,S/X2%IK

ME8QX:\@GA<"16(U;:\MN#BGA$-5\C-8K'%@SP/;FSW';VPA5[!\)E-6YDZFR MQ5/KS3A[;%.-JD925Z+9VKW9U.IJ?HZ*RCR#UAKF%7]SS

GD0QKT'0]^K,H7 M/:?[X%-B2HVY56+?^@!CDC>2C5!V-R^=-P;'O HW5#%QIA1^+O%Y/^E%,X>" M:[3>1&!^P('0?

*RDKEG8E6H!N$"I=@I6U#I1,&_5^S0F\;E%P?K[^VMDOXK\ M]+VEN<[TQP0/3HF]=:8*C+I1 ^)!'E%3[P?<02!>ZJ_O,_6K6&X Y:+Q*X>!

M%WN+HJ.V,S:"HQCR)0.TS,*DUF!"[I]>'B MK1-C,\.W('E:G3[VRC;:/O;$0]U7X?+/1\KQP06NQNL@[RSL$X9[WO%:6OPGUZ9X)

/I]/XXGFDF!MSDGL!GM*9W+L? MFJ03D4LA$*T2.&^G;VV(M9/K:@7IR-TUL;-Q'F4VF UO^*H]R6T]JP$OH.%1 M#/#,':U>%WAEO>+'*I)

<,W[B<[)$F"@IB"">+Y+IM$K/UM6$B[\%5Y0@ZT,] ME2,^A?.Z3%G'}A9UX:/YD8NG3,^*R]@M7B& 1 2U M;MR$,.CVJF#@Q=25'(7("'G!

{"^(MKXVF^@!*<-"$/&8@UYY)+^P[FFCX@JS.DTS)=%S$ ^SY\ITZ%0=H64U+:@-E?

M+C$:,$5!71Y^!2I*_&*I56M8F6:2Q.:N2M'T@\8WEA8>>+6X_ZF55H5P)?)S$ MCA>\]4&^/7NGE,;VE[=9]0T@JF9

QF.KDR&LK<)_18V8RV'D@8]SV2&U:E(0 M>7T%96#OH>W&CD-LW:(1_#XHBPB[D+VX]^60R=G8!"59[+1V*"XJJ"**I16Z MO>F,?'

>QU7FG]4B(]- 90J24BOZGFP$7D^^;<@%;K>+H.50I=.4[Z4T[9!U MQ4!17 83$//EM 5;E6IL_P3_J;>1KLC'JK,@1I3P^![

M9VYHSBRJZXI{J^F*S=JJYMKZS+99P_**S4KSR]/KD]*GN0]^4M5OFP'!3=T(

MVX\0P4),L(Y7V.N);/L#1C:^_IQR2O=,7!V,O$$]+Y1Q#Z'B,JZ"?O>@9P\8

MZT7L)P4@W=ZHB=X$L%HG34YGK1NXY#7\J_WG9NH(:ZHA\[()*##M/@:.#3 M\9.>1=6\L8 [X%;!",.\?6Q18;?0I(NGE+H#@D$Q)MG*

(Y+K*RFL*A_]%3AP M].1>Y,4G:9_+],3> >#\[]OW3-/?RL2E!1! V&>D1=&$';YE2R%E){0P*/'0

MCQV:*'>*FNN9KS%G(02JUOZEU,"IT/.NQJHFAAL! D\>]?+]\61CH#N'>MF_;%P;.]?PWO.O;X71EJ3W\<] M+@?F

C41T_B9>H0)5/+\O0%WS3%22)*P57GE,Y.)(;YDL8N4!-2S9^V2!Q$1 M/1)X!T$JAR\.P.!P])U=O44:3-?9!7'U;BO;=';#>'I_D&X-

_N^D>0U6O %(MN9+K20D0%=9%(R9' >,=NDVX8-9%X4#CQ?0T0:7_G$* I&6--T\"([@F M318%AK2*HS^@%?

<6J26E4T.3OO\VFE/W)VR2R=M*<'M=27-[2)YK@^E*1_#A M%3LF!>D2WEA;*9!XMU@U'X2 = SQ. ^T?O$$],Z2*!V:(K<+J,OXP/&^K*-/^

M+BU (B/4K>1\'OM*SYSAUYRV^-VT.\LDFWC26GC]^P%4:6:SY6;XG3]^]Q;K MK615JIE7$KGXG+W-

DO*P,";.]>@WJAZBBC'HDO4/,E$:O!)T^B (!1AA?E?WR M'T%2O%L#4H=W G6BTI]M\DGLIEXT#;]ZEQ[H'_/JS],.=,[/F/0D16?"AP_:

M&%7;N"(!YW7:&)8*]4(,7#-*L391)_6X<\)>S\:*@@?1>]OXBX4[T^WG^_6^ M$S/+V+)B# .2-$14\/[L0+E#_!

(L@*_QZ:_4CZG*8#R\;Y3E[U[_[(A/JLA% MEY?GQZD[H98$7J98A(0JH/UTCQ2@O+40=L[);06./:$"5QCU4(P0[

M64?:TVE_/69[EDAOY;N9>@$NG^@@=3!V_P,^5 T9$<&0+>\#VQ8?38NTO!XU M>"4Z=WYR:??EF:+-47*(-

@G5!S:PI4)=IZV;0*92(__QW\L#\M,]>UDSWDF] M7XZ5L7^15N)=>E $M,#Y-?2:51B D/@:GR0YR^@V=,4$-G

M$>XR!8'8A0I5OS,#3I.7".ON3WS:P4_,GKWL)Q&Z/^1W PCR7+ 9'M -&NB8 MV-'MU&N9M[*L Q_C*6[L\C2[#66"I

M4/(^)Y0AK1,,ZQ)X#9\28B:_PP=;,1\N MDM;3# SL\PY%7>E+7EC(L^B/U9GGOKQ4V8Z>+(5]6,JQP*Y7(")#8S<)#T MO.Y*4,R=?

\7G>1^I'_8TKT]^/JBOVNZ44;+UI%6@SXFQ.]QNNE+>I9+SV^D< MA[Z:_VCOX+G[G(Q#;2(Z\]AH6K1,DI3 N&PQZ7EM$L=D6;R5)?G

%XZ?;6RW M5;;?GB.6T"+-+GX!]P;?80K!U)U6IN2US2V3TCK>?,DIR20[9_EV9#DA T%Y MD(Z7@?LA(PM#_K=0RAVZF1*H*-

B^ZB'7>K!SH:4D90:S:>Y[D6/U51*Q S M#NW00[I_+G$LAR<7=V] 82H+H]"2N/>M$4!\'=N_]/0W[J?KOC^^Q+MP

MEGOF,@"1.5CR$8H;P&B4]PT@^^]0<5 XDCK,I4UN11,L7''%-FWVI_V? Q'O M,,+8D%WFR^5_3@\G@[.PGXS@5[1ST+_GM@V0T

LRY_\6\=WAGZN7H_N8>U<\ M ![81...5FFX [3%U-P J9?@2FE"A;IGK MWR;Z>PA4^1]%U=\ WO_#3A(F#?

L)]._LE/\G.P_^#VW\;QKH7WW_IQ!_U^F? ME?O_._\OW3S_X\9^+]+E/7O^O:[O@$\A$D%W/KW.4!)F!Q4;T>J2V!-5)H)

MR3#=:@R!),NO\TEFTZG_E$Z/%RW7U5C(=!.Y M%'$1%@PSRK#4186LZ5)?NEDV!2E[65"1O14SB'H*\)V6C4/OGU8\< C@!-[?

M\9+T2IX0R&&\[GHX;S!P?S"'^V2]BGH86D+YFD7+(#T>:-94=E&C]L(%(>O" ;@_$[&T0MA5M,+$YT7G0WZZ6"

M',94O>4V$Y'F^99KLJ1FQETNK7>F62E4*KR<5\RRHUH MD$?T&_%TUN_K<+5C53MF^. O=WOF_\$-QOXQ>OC_LGDUW!.S?

WORUV04#[RN M\,4[7/ +\#IKE64"%+"BB=E@6Q742'<[4WS!W&_V1H:FF!*3][%,?PX,>TC)MGYJF M*U5(G:

[9Q^W)OYL7D>+_Q^:%2#FP1C(2<$0:97:KMYLY7(ZT60?']$W-]H/ M+H:'FW(:B8[B--&N'>]L>;XZ]9G;]9==\UH>U?DZ,' K@#^

M:0]2$K,_^?^0(A4,F0Z-53+QYD+=RW20I\\XJTX'>'SI MKF1U*10/&1%\SE\GP9LI/)Y44S\2) ^K/;((2_-@LO^+/T'&1_E -26P VQWZ M$]]-

%_D\D)9ZWL4[T9Y{$-)P2%([P$'$=1.:!*RE&TS.^,=L=IGXGBG.O 0_X.43@TN_)DIJ.YT; Z,;LL*P=#NH"*N<,-#++76 M-

E+'"JFL)W*+T(+MZ%PJ5,$R>'2&)A'S&?WX=T)C8TZ)[KZY5B-O==T'4:)MZ7[E@R MCPFD/^W6HG?*=2ZG.

<_0.I1Z*.U5%N?"]6XC\WUI%IP-;6&B[49O-(ZP&X## ML_,$GX" IYQ'WCX!MI=^WGXS=MEOW_NK/]YU1QZ2M:]E,8.PW#^C.@W+LPIV

MLGZU8SEU'+:G.0O&(O+(KEW;?"$#RB NZRD#(H28'_M\?W\P\:JA'[O2$S*SR,+<:'BWJ@/!G6AS\R_'$D2K,$]IF%2VJ D3BEK?

DJ1=$*5XJPGREG9R7!\MS%7A4EO&)(-V.3LC6,)*8'OFSO%6F MULDV3,(9OWO'TFT(QP]<&.QM&J99.8;0:6Q,>WL]7$:P#[**%?

S:]_DU'6F" MMD5%;SX8!H9WTY>UA(4[2GN7F-K12+XIN5/YNQ\Y/6]&=_LCTVC^N\,UIE(G:LD8>F@U)W))<06 ?

P%$WY5SZZDC$MR:DN_BE#AYY*5)W MV%'1&Z:I,VJ?W=&-*@APQ9^KA][2OG'HBV](L-JCGD7C?8%81E6Z3:+OR#3(

M*KS9HJI$3AX97/OVI9J(;\(F?'A94QA\;Q*->^;RP(;\#%++/\F+_.@SM.:

M#6;2$\U)Z<,Y;5&P4DG1_#DI27EENI'[VI'PE?):0+G7BV:]7W>+)OX>]:2,O

M&D2EE)O%+)""M7P6NG6+TFV?/M.6NU'&S]"6..@T.&Y]DB-ZNYAXQJ]&Y=GNTFV&JGB5$POM2#&B8O%;#3./-T7L KAP MV1M*9-

\J.06M8T4%-)00RG@-,DC]O>=RC(9T;D^UK%JE;P2<1M/UB]G9MS: MJKO9G?X84SFZ?E;BE>J4I9^,/\PV+J02?<-2+')-

&F!&)]\7^ONXY+3LHZ:V?25 M7S'D[237N(<,2*DNN=.@JB5NL"G30G,L=5SWUQ&%W[[=558:%^C1S$P]W8BO MX3WW-

2=@Q\5U9MA*&C\(2]Z4P:R%2IM7.[,O\"N25F'_?3^]B.^;>KMVX,?] M^-2B_+Y502),@+_LH<+TH4@<1EE;JB"R)GNBU!4W^IF

M)T?D&)HT",,H/+(26FEMC^R#\3.,VHO2-/M-N#L?O6C_6B1K;B9N9_..QI3% M[V^OR$*D$93U'S=Z;JMG"5 *6O+8Q3:4[$$4*

*M+H5W9=DG<>8-+++S.BR,,;P#+B?W;&@.K\37?-AC^%16CWVC"8B/`MN*#"%/-84:Z].A+F81:`M)PY@I]-TMF(/^0ZT7'18V,RRF#;+[-D;ZH3SUP=_3!&>E\i6#3N)L1E<83;3`M$\.3HA&EI\2B61H-E_](/E:\AN@7&3$7{QJUS)5^V\]_3^? M08L4QZ'>]}R M4UFM0\EN%TNSBQ\L^9I7=BIY>0VYHZYT&NAYEAP>[E[H8CQV9{Y=F?#53D_K M%0\F#.ZD=0ITW-=ARQ[F25K]+2%F[0'-K:.-9BM;8W_9+S[Q*UI+1GB&1\3K`M/_EJ5*B5=NUW?>=!]]D8#,Q%XSBSJG61K$_*0:N![+\=7Q:KI;QN9PKDU M:Y%HJEL&D9O<;J0#$ZDI5/,TPEO^$PE`0/RN!B"SIV4W;/7-(CQJS'$%;9-4`MM"3ORI$QG(/T*7-\H^JT69U;]5B0YW:QGO/"_,&%_<>F];V)3?EQ!`M.CD)1Q7]O0"HI!N.D4R.4JX_%%B*F'=B"HV!'\Z0X@!) ND%?;,1#DT6V>,P`M) X[*NA%05&>_-1QKJ8F<(J&.6Q?CMV)*(Y^1VXP-K2"&A=)=@R!&.V?T-$I`MY-(5HYIBSKS@WTF7?648H+/_V1,WJ?S_FO1#JVO^P M"OM/5O_2KY_#7HOCC95$_)M4L"Q4T?O_[-K06YF#-SE#C!,J^7^$LOMW$GXM`M'4=[WL^9XI26_NS^OR!? U^E;X\9,\W|U]Y9A<73=FG`G:(*!0PCN$EP#"1Y<`M&B=8<+?&`H'@%B!(^&Z-N[N[!'?IQH)WHXT/S[GFS,QYK_=\,[^_'_5KK[K7`MO? =;57O?56M7N3UC;CSC52@\`?*(2P-Z"OYW!W<>&>_YPI1AG)6N8@K0B)&/`MG:V_@?$_=V9=<5!+6 7U'Y$51I.6OC(9P.VZ$OT^P#P&$AU`#22'8H(-7AJ,`M%['6EGH$KGM)#)[I;L'&7C1=#@%:,Y7V]5E$I^`M:R/S!_%%BUMNO-N9<[. (4DCTU2/U;)8*'!S.=RSEL-KMX5VJ".M;%/(RC/ZV`MGP9_5=_:\)#IQU0V",,*QPH*T1H-]#NU*XXV`ME_QLI?I(4^,P?2\R? 2\IT>GD5K;O@]^+6F5_I5+NT,A9-=U@:VV[8SL:G9MJ>57PK2RWI51IQ"P`MV#I?#/%G(3NP?+F;<)5"7*-? 4:+JWI,QL@38FIHDL3'$1Y!PL/Z8.`M3;2YY.\+^._R4MWZFFC#J>_XT6^K:-!G:U@2UI2-5OR'_@DP_;UD');Y+,?? MJ? Y'6EHAO'K@"#OH9@R_.%#CW%W0S$-TH(GM\4?PSMIT!8M=I;2!CQ%UMHC&`M]+/:2O@WKXK5WU/+P*VZ:0C$Y. 8D,>"S5/R%9!7KXC1EE+E?J+!+PJU*W7`M^4B9O-SR@X8+%3-Z@8-"V0*0^.E`*A.B@P!\JT3HO23!$P!"-8_ZRQ1JFHT%`M6MY3)6> <<:#/_.(5,#CC-+_^=U5@]=M`MOZ.)Y+`:>+SLL"6\%V[R)UZU10\`MZ[N89K&U,5;BAQKX2ULU6Z`$0_VLGSA5BV/U-YG9*+3- 9V.>ED<3Y#*S"L**"AAQ".:!B-4K0,1ZE`MM_20-)L'[+Y"`-J0TU7OL<7P")%)3LI$WPH=P9.LUHA'\]_@U9`MDGE@9E? DQM6R^]/"7&G!_I_5WR%U#;&[0.P9]%E1`>Y7]A8-0I.&FAP7RJQ+`MCF9!_,,36[T?W^P1J2?Z74AN=%H*EB7D4B`X%9]-)0@+S7X?!A- ),=.U/O6`MF9/8"%"5OF%[>9_*N11&U=F'H-*JIOVD;6C+1K@DOD=4'.">?_:>O\AP?QSJ M[Z52E;Q[T"_3U9BAVVR=BAO7=46C>#DZ3O>I,U;WI,RA(L&H4":-R/E.=;0)`M;P*G4K&:7><<&? \MMRQFSH!G_)_HB[>I<8GU3X"83ER^N?H_^.=C!OY6P.D=`M.-HO&W/Z@;F\.Q'151P&O;XP3P`[P4[WN#[<:O"4V#IM\KN#5=;0 C3Q4Y3A`M5:O4U55LR6FNBX9>/.!H3+KB&VWSXYPZ^,UL0F`L\^N+UL*>@:TIO9R"K+$`M"R_WN?*^TQQ'#>- LI'23,V6L^+%#_#Y&I+^U"&WW5>M,]!_13&V8:\F"QP8`M<@^*$BAMH^'\!\8O+]DPJQ2*'\AEXY^O.*0;J+0)>,3:-"VZA=C+U4E$84?.$ MGFLL\+-1^%OX9^)V$,=]]-AGDVE$O_QZ)\3D`NU(#E]>7\)T'J24[ZO6#00D`MN*J@N2KK&-$HJ3;(-@B4<"GX%N`6$523,@Q(N,I56..=? _T%QQEHV8L2XX'X`MJD)ZI\GLMA;;'$)%?>6-C63GV>1W936#22T]+7B9EU=`5#;))J1M!F[\H04/`M-6&Z+9V=U;-^)-N#K?*- (59LSN,QD)21Z&0S[;.Q%R9*W?F+^KT.A,3)L%Y[`MGIS#^!_QL%6[T+M*M MF7H!*AP\&%>?),G!!K$DQ,26/$C9&S)\4G'9.EE30C&*IL9WWK5`7R!$"R::&)$I.;E/;U'.XKT2%)@6STC.KXPD-J3>E^Z2M.+"IV.UU^"IY MMKPF7*U3-+&>0#VR0N+K=]M1IM"'!X1G(VB@&0%01C"XM]QD]7=#*#I'V5PT`M[XTZ-TOP+M%K) (+A&V?;A'I_1('IA,5(@B*X8#O2R4"U0K2.RY,5&U5RB&4`M;SC\]3(U@F//PQ$8RW;XZZ)V,6V=MZR*SS1>3T4KA`X0/"0$IJ+N`M-M[]8(- ZE]'A>Z/T]XL,.-UO\3@M"GMO9`-?+&`+)W1=>%Y3F05*I^,0A*NM?AGJ#)HM9*9P@H/RL6_2TV-`S(B=B0AGFF5!SJE_%8S]_6E3P! MEJ[G!?4S'K*UN)-8Q7Z%FT&FV46Q6EW&_=]?$2?\PNC%#)6_!Z]F)ZM\U3P0`MWM=^^XDWZ?57Q6+]X@??)2)S;\O3@<5? KM7*5W*2',8"`MY8?048+VZ%\Z][`N)0&&32,!_D2R"]HU'><$=Z.'\QGM_C(`D4BKM*QUP@T)GKAT3-B+`M+<;G]M^[G.\RQ6TZS&[+ 0HR[\956D.H;0-`:DA_BR06L'=,N'T=HS;.BLSF`M.!@Z?.E;0D[QD"L=Z5%EI.6Q@<*OY>GX7GA&6J5FY@:S5F]^Q\G]W>YE+G:K M$80^M/\>XS\^#8=S#LWZM.6UMON-F@?'"%7F+%FHV_[PZ]>SOT^_.67LL2'Y`ME1K-6XP&*W'QTT=\\- URT!RJ#=WK'[6/*#KZDU&)C,W=8>?MVX#K,KP_W\P\`M_#BWP/T$8)[GO/;Y_&EN,RWK>8U*TSX!AK(IJZP\XG,X'Q!?7[$UX-2NC$FZ`M- /RE'#+G&0SIPDB.O/Y:H-RO9*1*+%22EC\2-K^PSHDP#;A2]X74-PD4N.E MRB1'O]N*K_-9F.C@0/A#)S'%VZBI9D_9M:Y5'Z:LL$&@5&4EP3%,Y& MQ"Q[";[C2,=]^$_#/+*P_>2"^]*H?Z%VFC- &47]WJ'#LXUUA=W74\^*FG4H)`M53\GD.[6]!^Y73/^>]5*@W_/4ANG$KO0T\-L[U4?'M<;BT_#[;?+M09O\AC4`MGVE`1,!NQ_/.W",V0=O Z(J0MTD>RN&]UP$@IA$IED/E'EZ.B/99KE/S&]ZWD;HR4G[Z$CVT82N\|#B@B]%QUFAL-PU|HX]_`M5FS? B97;,.B%D'!ZP$#F)Y]Y&ME=8IKR]1Q<%>)==1Y1>!80^4EG;XAYF@`M>;QP_X>*>V!$-^_-H;H,2=6@%>US"]\U? 673PH2S;8M!S\@^]L^9Z)+<1RS^`MBFG`6O)^+7_@Y;G$L-.R09?+VHI^0YXG9P4#Z&WTPG83K.6O%;MP+%5(N>O(9`M&LHV_E:;..VA \F:"DE$)"+^*R9BI.?LH<[F[=2I(Q<7UV_=R)M.OQE]5D:M`M[5+V;]_L`ZAME9R"C9EFZ\6O/<_^/E(+7+\5!]@EJ#A4Q&3VI0[E.VZXW(TA MA1S(V4IH4**S(74=`2PH\F!_&[IH"/)`LAXAZJ\2J3X"'^?W8%'_9DMH`?.9C^`M*3@=\!-U\K>"'+_=T$R? +/Y@10AT/5W;5<1%M;\>14K4IY@LU=E8FO4;.Q:I`M.?)IO.>J?.USD(5@_X^:VO\"O)#DY*23Y^M3SW5T(&%^>^Q$-Q<`\0=I+F@] M2QJ+?RHI:6`=;2R')0&;-0&/C&U@[TM;Y=.#V2=`;=%-V(*=-W7E?Z7VCUZZ`MA*@::3X!4!*? '#^'8.X4@TGB7*E.Y&XU,=6@Z%+)X2),>'EG"1,[Y^B6[G_`MPJZ2=7V]7';K?SJ(.JQOB]/^%T2^@)Y;&+BB^`D0-/Q/N>]9^?'!['.O"AXR MY,8D_G%@\GJU<'5I*_F,'_?O\/E'[I41DY`,\ZZT]C*L(N\;V=1SOILYD(=8 M0A/1R+.C,E4*16"/_B_1ZAWP8VB]^FC1./M>1%^G1E*6'WF9'OEGQ$E!+ZYMK`8P8/K8S:Z'=*K*C>V\`X`MF4TNPNY-IY!YM)X? $M60#&FRDP+RGQ1;H0+V98YRF)8]+=IC?J!GL:`MJVH;ISRD[9.=CNZLV=V'DXBU#HM]W6._P3[- %_PJ6(2"X[6(25]\3':=%G!*D575UK]W;/07SE%"AH^`<9PGP#[!\OL/A=/@UGZ`MV_'*V8T4D^C0[1\F.;59(@@=,O_5J`M]@%NI(FI]MTX!RIOB0/D:6+I@F9^J`M0Y$LM4WVX$L)G*:N-WNH[2Y?3Q%3=3Z:12]B-W%%,Y/@A6"X/@["A,=/RH!* M5]?FD98:ST'NR/4)\.4)8,G-,_S.\,4.'"1%N1=Y]\YZ+?-R3U^V$U):,_OI:`M:<[>W9]$P4C#@9,"H_AX&:.8Z!H5/;_HBWFK*<6WG>;<*W,)?QA- %'\HS(0!10#+CH5FX`M^OL^1!L1[C&S-N\`]LGOD"+[8//>7W>E"BA'TQF;)N:#*5)?Y3_V^GY`MQS]TNA\ICT%7>,-HVZOZB']Q(7&<+!5:/%? J+RMN`M2&W25V-`@NZ4>.:%DD;;+D5^4-`Q@PX&Z-91FQ_?Z`M82+`T$GB0VJRJ#ZO9,&&1WI8G?&;$([RMN3:%%>Z`0GS=G2_$T(`M!" <\X_5EHV4#_250L1_7$P"]=@6UM4G67;4^C,ESD[+)T($U/>V*ZIT:K+Y^`M-\F2;.IB_(L!$7$R.JQLW_&]A# [KF1KUZ%FZQD;WYIKHP'R*5W'N"JCA@#%V`MV>:[@B_?Y\\AYN>X(B[OXX@??CO6TZ_`3G2\AE'=,'(9WD[E*_/`0R@6>%B#/'"7JE2_HR1) [33\Q()`B:J-6@8FDAKO`MA[IX,..=)A0TGI>EEOF(W]W+EC$/;]+_B8GIUE\-^ZW$V.ARJNU^`40DE;R`M$%>HD.Q_9$=XPWJ[?`;:"Y=`-H.+)_FATW'T,<_KQ42^-[X;5;=!");K2V*9`UFT?Q]I*FMSE+H)$EI&;%I6(94UPG*$@>,.&"Z7=T<8@,YFZP)YSZ-G MI_VLX6L[NXGYZQLVF6B=3;"=QTKVVVB>L;-A)\]?J0D)Y=2_PV`CI\1[1?@O6`M8%`!S+CDW-`M- N5G4&;K\V(Z=RI+N;JJ56!W1/[3,'.R^"":';.Q4/=N;/8[`T02-$-S4S6L`M33M7=[# COPG\;6@SG'U3A"CQ@P%;.=2SP)@J9[J2'W9C1B]2IOEVT`!;>A-`M\6-@?*_Y?YAS M,+=.*7X99JDG46M48/_G@D!VJO7@O/>2T2W[W9D4M(LL3;$<&97/0%RT0!E M'QM7D0'2CT*YFY,HU?".:MCUH+%DYXP'QBO[K$$UO4G(,;I=Z928&EU-PU&Q`MX8DA)B[V03"4IC^+,J '"ZJD(/8\B:$O1+F/6ZDD/79;$29/+8Y[5K)2*9^`MC(^?)1.IHHDT*%:[,KB?KH/E[6]#1_/61LF:6U!MF2\)(E/0]1$N^AB"'!-(3B`MV]6X F/&)AM;.27VL-DD=.CYURU0/Y'Z<;U%^O;X<,$G'(,]=ID$FAR?2$B`M#"]V/!EN?^PGO`FW(? X\\S'!4&Q^Q&^@>^LZ^G715CK/RKAW^>1`!6B5+5^`M!@IGF`QUO`@@WU\67]\S`QOD-^*]XORZ0R3(Q0"8G+!"22>P?&).!R7#?MCH MNW=0&;"H3=-'$]@?:FB$H@_!V@=S4'6)(`M8G5$>-@W:JQ(46(APVA[1D:$+#6:,+_N&[=I+D5]&*[CBGD4G/_*N68CT$*U-MVB(3VK&,- =XV?P7OWV9&7H^(SE7>3@__[N8B6WW1X+?3RNE>P.#`2X7YE0W`M7!U@8]M8*Y2\8+Y&KT%L*0[X0@7B7_P`R<(^N'9!!$V,JB;J- =6=FM!)Z3'.2(,/LE5V7S]L$`$O\:V9R$]#,BIGCD;=WK(KO^TCQUTQ`M3*'N]6#J/8WNX$8T5B(\YT?5:V //:.?!P#Z2EZ(\SL2:S1_,X"P;"ZVH)>P66Z&COY,05&MW8@*5:"=^FM5VA=.Z-[VJA234V"`MD$R->'T+';M!E/?G;STGPBLS8G\P/FP]`;#]=. D87ZO8)5]MSMC$J(+*7(+`M3O=W448I+GS<.&M8,;$;PG2>.<`MIEQ>(^`J0BQ\@I8-UJDT&N[6TC*019I"O`MWD^PTA.!? VSV8K6339!=]$N[[61W&O5OP=]VN?M7-1$6Z6(Z167T/\SDD+$Q`ML$F?`"0^E22]E9@R>0KY3&'N11?%EN? K(Z+,\\2)GA^2D"B^;9,KC6`[HQ::VON!+Y5]CF]_98?8Q:E(6_6PZGD3)*S?:=]3+%U'>-A5]0F`M2-55-Y?2?Y5&V)) <"NZG'%B&3NOU>N/)P\,^4+_`"24=0NWXI8IN'2]+ITRB`MHOM=XSV>@QH.QPIGZH!]7:EM,^K\BY)5^YO&WDX\1H14!>+.I#USZ9ZW0Z"]80$,NI*OL'\C<,9"`MR:D/'*6;_UBQ`O4*YV^57,I3G6M3MS(- J%1U*53RLA/#K)*=7I>6)D*TFBK]`MEOZP/>Y#TD?SW4>NCP9G/%>54H"8)"VF(.^HH+TE`$R:+[=$2Y?13TA\V.]) M'IIB6;K\V^Y0GNO- %R#WJFS%]]*78&2\'^_I_DPC[3TOS>_-X/X+T7S>]1CC`M`GL?9N_5BQ$6-O`5AP2&;]L*O3#[(@X.Q8*ETE]DRA)DGLER`85J%5AAC^# M2;$>MA=V?/G7X92C+\$6T_C]_T[.G"1D(@B&"_RV@(VD8(A.[6?+__=*T>`M[QB8/YXQC8E-N;T3QMBL\!7SK] <&OM.]95$O<;&7BY6#'57]3HM\\C&&*'NX`M#/T/E\IM:-A/4-C5]SDS1#RD753%>T%UUD/4'_5J1%F"!SO+BT\49F6#',>* M+Z%./4!&46L8T%L9_DA;"S/I67/J`]ILK7U1\#C\1G]U2+73W%B?\1U=*[Z]`MK8V83E2%QT1K9^8C'6P'3*/P;CXF'I]D7RA9_S+(? GXA@:YMV!$"!QGL&&=/K'G<(OY8B6#`M9D!?_'O+&#$>>)G#B=;&K]FOZK&.1JM'H+990']'0!1IM%L:6EJG6;G:!# MC=O'SD@E^(-`7ED,3\P,V'C@G>'T.85G\K5.\8^,L3A<2!(J;RIEF$U]U-0S`MGBPO'BAM#_#ZD"HFN&0L\9=#)7$1OWLZ\? R4H.)0>)\4%"!S5SI;VY'%=`MVQ>.EF:I.GW67?'-"MW])CHT6/LQC.>%2REW+#6KGS7\XFYVTOTGKWRT#4R0 M_Q(3CSLYY>Q/&=2]_-.77$24C1R/1]K]7D'41YNV=N*1'K'7AWM@@G4Q_O)J`M1BZQWTV)\%I0-+K9D[LX4D#X`P- U/Q/"!\)G$M/!#H_]#3E$F;_+0M]0*%C?`M6#T4).Z1K\AO:!5XU+(>>WF"T5ZE8'B?VQ'S6ZZF*6U:C(U\)WD\HL$S0DDJ M/D@M_BS=9="13>#Z^6XQ9\Q5-DF6;"ZM#)^%>Y04!>3%_MINZ68%"O3563Z`M@#-LG.M.!K2G.=.F5-G(D)6__)= <):*T(XX_A]>0HFK=WH'6/I<250,5TN_/`MD0>J,3(QG'-?^,,?P'|.^M;$N)]|9>VN9Y2.F.84I=2+FF2:TQB^-VU?:#T.P_NL)\!H?%C"VY? T$".1^EL:^6$2S`MU1[3-;\&8#\I6B.V>CH_2(3>"F(`+,T612@U?`M]_MB$?J[X=U#+D5H1D#7]\RB&[>4E9(P5!I8WB,AP]X#MF`X@4. E@UI7J8`M&K>'4_SG47.P$R)M[#AYSRCXS+>2-*`G[IE#ZN`)(S#UX@Y3$F+<*\/UG&;1`M$N`/-ZI4-("3P?L)P2P$$@Y"_9D"ZOEC&- OD_8NP>[;%HKQ#4-5>YRIWXBDQ`MKT="HHT';.#_.GQ]^J^&IQ_!\O2>F:WS_V")M?>?9P&KU?^#I=EM!L[._P6P`MX+)-*

[KSZ027L+%/TO[0Q/P\{BM<3X$/2WB.@]Y'H2$OS=I?N9M'__\54_7),
*M[KSJ_\%]WC\|_TU_2I;#CO8%BBTY"@:CG3[0!)RI+_9Y!;#%=H&UD\I_>|!_M./1#ZXA?EH,G+7F*1CQ.!KH=3O^\1VE_CO7*
Z<+C/Z5^KZ_(F?\AWGO@+OD3 M/HE0 WX/&-KRCO-]#EC&/WEV+OP$^#[PGYGQC_7Z?UJ?(M2\ BZ$U@,VG\.I
*M*_79VO:;HSWV;I_C9LFMM)F#FRHVR]U47PFYN MWM-O>U7*Y.;JILT8UB1-J?>J!^]&V_=$,E>8%S'G1@+^W<&VRU;YS9AS.F?6 M*
<+.0 IJ$$=DJQ^;55P^7:;CV?CI^R^(NRGOCU0/4J>3M%O//.F[6,B@K#9Z!MM@;Y55G+XR?%W 3V;A";+)5>=GIY>AX7^9G<
*M"=JE]2*B]VM6;'B,]/Y^(2W;QO,O-"!VHWJ$;2H9$1W2Q0+\9EYRA M^KGY'!CZ!+!:4Z$A0]#T*
*3T9S!K:YSRHC">UVR(OIPVB9+Z]M(^A${9 /M;O MF^G\8D*X"$*3FX)$*0>=X: >W!(MI##B*_T.PT*GQZS!=%55O.V)}#)UZY>@*
MO!>!HP6)616->N39I,6$%ETU!BQ/D]BXE?GP) MQXZ">_63]^EKA]:#03\,%(CSO+DW\NNX"9=V?GR'#_'"G%)3+L284%_O@5+*
*MUC;V59(L@M+$/)N<&1{HHT^34H0G+^MI7+T*IJ=TJ4QZ);_Q>B>5&IQV*L'I MASO?*
IE0.JK).TTDLWE^GA]W]B"G[06GS%2CDNW(=A.5XD<[.R-RF.T=ES2R M??>F,^)LB8-;)6R:$#304BQ7AZ\4HAR61_6M_AI4Q :!\0?H+:*
fZ55_H7A\< MZ"F]Y%&WZ:RM:,<)KZ-2!/$--(0C@L[L7DI%#BC!,K7;E)Y<]#<,+&;B"[^M#+O]X%F_# RDGW&R:A!-8_O[12F\4 U5ES;.*
M6=S7"XQ @^Q%7CIA@TB@%K=4F:50@RVOLD,)ZDR(J4+FF= T;^S(>Q[9J!#3 M/S^$*TLRB#^R=G'3(5-+$=+;9J!)U 7M#53=LR_X,
<'1E&$Q%7%@1.RCZLL# M[A9EIB0'FZN.CX(GOV9WZ,YY&D^)(%*:K!W4';JK*"+W?;Z63XGK#7KF6YO MRO@>"R4MF8PO.M'#=*
GYI4ZO28+8#GA>HG'5.=(A;W[)BH/G#7'Z3=G<21Y6 M/01_2E29L9@YDGB#0^A?.F9R\1OX3E@C=Y167G &&'T[8V%%1IE) "< M:T.
<1IQH#M;]6+6H)YT\#^?Z&$/(6G3[G@5LW0J'41">(#\KS_'Y7N#;=!\ MJ/+?7(7_?S_*/9PY/B=H7N,IT1B^,&P.
[.#3!96J=K0WXM@0I?"6CY@V;-&& MXDBCN>5D-ESXF+6RG;[' 9_,Z9U@A@Y8E"A+L\/6$/G'\Y[BQ+0N4-^-'VY M&-D&QD?W 7/XC[9*
*C^W8]_SDVJ8,@E8%[2*9>1 N:CW$IW%)31T.LDGSVKUQ3 M]Y>9 -&6BS?S,[;Q4>8N>UUONMX:,5D]7*8#?ZPB/*_6)RX-E)I3E*.,WXW;*
MX>/.=!&BL.:=%@E!<-]I@8XDV^AE=,USV%_M.TWNJ50%VLARH1LD%&J-3OI[MH1)MM+8_6@U.W)5>*;JV,5CXM'5PSN0LY$TM'_*
TOX#/@038CLD8F'6$\6 MR=@V9X)RAGM^R:NI9@]7/@W$@X!#9?)0P6YF@8-4]TWKQ*
*M)S/)"CH7\O#P+*3VX]SLYR=0^@1ZH*KO:C[# B_7C&@,2E]KIN=Y9I1ON{6) M46ZA<,QW@//;[UVX@9FDBUL4J9BWGPFD#_#$>*
]L8PL?:4H.#NGSBTR//3K%! M7WP[\?Z2B)3_G&9HB"!W;$(S4R%]V P(Q_0HVT!"Z#QRX2\/%P=8=Y?HKPWS MG7-DXXV]LD?-
*$O9X$\LNLJ19?\;J^67(MJ=J@RO^A+Y,AKC>-8^WN**DE,G" YN ;&-;DD810Q93;EDGAB2 !9,D+=:$ M9&1S-5F,KJ([1'G-_K*Z).>,4]X=,*
*[.?Z_2EIH]MK=W4,OBTT/*L9*C(5O5 M2CKF@^U<;#O6949=]U:,7@P#GEA,%^\VE[&RMVQSCHDJ8R&7NVBY\DE=D>G,*
*M,O/Y=DT%F<*6*<=DN[WU.G%3T\))A=7,+\8X^<;891O-U[7?W\1G0=%H%)O, M[13!W>#)R4> *I."9J=)VRPH+>HU_DD?IPR-*
*G4]O*O&7Q946 C&Z*7/A2*1 MXY,%QY3&:::_AE>B@A2A%'5W9@?SUU5+HUC3@]9T"]]()W'^G#RWMV KQ401# M?%=8W%*
<6W>^\H0GKNVPO:U5D71G@#)$5BOU_G"H< "=?$%4"?N,LF3,"!9@\ M@W2&[XMI>WB/5Z9]#EK]U*9K^>@*
M40K:ZGT"6#.=]WQ9V6$#;/^5GA8'\0^U%S[6_O0,>U@(-TVF_?8HV1:@[!C M-7P@V7ZZG*L78FPYBL5W^BRP ?.D0@;KR2V7)KL^S8*
0B60NT=_G/+5 MTU&ROS%R#F&071];RC%:D8.$81FI"ZXU_"E9$,R<5CU>.GT@TR]04?@0,#12 M09YN.DYF'R?K(//YEUF"O
[P+MP0U2E[0EGR3EH<2L GX2UT=AVS=!AM)=SO M31)QP3;:>DI@,)QGN&:[<%ZZ[_/=)BD"==7OIL<<3:)^%@3L#1&SJCP SMM?
MO_Y3WCX6U2UA3)IS>\GO7IW$,J>V7?,$"+MW!QR; (&DLR0%+!$WCV@.G 7(
M+\9J>_$,K7R_15],J)+E.L@R4_,G@,RMA+2]7AL\3&7:#?LYV*$LQ-9;@Z<+ MY_3J\G43"#
*<:I'59V%:66G6X(MHD*SI^.5@*9/&EJ.W_\=:,\X+37.I3MJ,FI M$.=D[SH7\FG Q54QXSBG7HS0I>U;YE_FTM/ME>$!>[9; 0&NGPED12*
MHM76H;CBC%)++98':@YW":=F%RFH=4;%\.!+$C<,1";,L3Q!\!J<0Q7$0X]7C&6Y\OK>G:VEU-KA*M!?9^/84:?G8L!94L*
*M3(M(GIL4YE"*4^B-&DDR/@%$J5MNTV7V9-(8DQG8!]A>=OD&NK+]G))@D"DS MW%=_^-F5%M*V\%*!TB%<]D[>_#1Z*
*05L(S(*FE3I\.>T8[K]..Q>;8 L(UU& MPGMF,8DV70X"]@!3W! ^(I5_KYDJ-.5K,YA:M9,#NA#(4J$'G/ISOJ9NM'K:\4K8]WS*
*M2HF7%V["+2R7S5S13_(B_X)N6'G*LB\]J\/F\,OV%0W85B\F"1].!C[N5 9 M@XB/4WV?Y5X\>@(HJ5=GVC2A?]NX"H?*
=#QIYZ=X^0%"R98R1B&4&\^^D;815 M6OGKL\6@GNUI)0)CH.+;T4EG@L6&W.$'O1>X7Z"7N+K;0E_O033R@=RB,,K*
*M[ZWUD%_\#"2E= D^>^0?9O=\.VTK<'8YI=BM86Q+7&T57_X7.5*B@]$NX[F66BJ ,>44GP] MS0GJF?&R]=6]_L(] M*\/@84JIM2[\9*,-*
YDG;KTG0RF,L.]V9-%H"FP[C&X4;$]>]N$]>E:P+=1BM MHYT$-VE$.^,/L 8#C.I7+(1!_,@GCY342MH/YKUIVU.@$]'-C(?B\GQFA%3*
MA^D]T[]V1A2@=.PY>NIF_T;:+Z!*:'2AI.4O!7RC2$V%*

*[4MU*O/>1OO#%E%R4-_6*C,_UQFZ\YO0=2A45P7$28 MQ_[2X!M7]P[EX^LN7+?#M'-_$H56U?#!WD6OZ;J5L#ES^I@FES.FS?[P\CB:*
*M?:@3V7[C-3G_1"5XT)3=%=V,%] ?*F%\(6:IH'Y5%5NBT[@YF'RUTVKPL\(K'?H8O/.2([IH])HLB>));':6K+XTM M?-*
B/MN)#H;52<2]H/GZYS=B0&+H/B<]G^$ KYA=&T0J4%N-.\>__MNM
M6#^*P'9FU)%JWFB#M#F5JD)1\@E>/+L]B58"+\72<4VUF93:&C[R@$U(UL9 M-7U>PS_+(>X7]T(K[>M,.M)MZGI?Z2GZ*KA.G$=
_CA]H@U/_U5RL'H$H9=\6Y3N(QMR"[M-Y[=T,3WL?&RI"-5VLVP=W7/#8: MR^L/N=M&PU6A[[5[3B77)GBT[EDVVZ5-
*&GO]B0X/7LZ#*FB3UW36K>Q_,DH' M>$^@BQ>S.W@082N-K%PLD2MAR#0RB')N"/@_H+:40$5&V>SF\.7/N5\C^YV*
MB>\2%J.Q;5F.:?/E((G2^]H,0&@6R@'92R$G>S .D/QL7C/>J9'?0X$>L,D M!Y0#G<[B-L@>69>F_:CV3! :9.657.X(NN8$V?
8H&PUYUHJVK26;7@I]C1WG M1R-_>YE/_,QKQ?N5]TA_+K.(%]WQE\H?>]2NFK_C)C\RTDFTBQ\| :ZBE7BE M%W!?6>SRK2-Q7R)+>#*
E:1(YI<9!J^\.V,'U6+US$-I>/J$:'JRN1RP)MCL8# DGTD_2DI_VN=(Z=V7$ MQ$5^:.PV7-]-FK7/F=5%?AJF20^?]I8)- /L1>\6@=SZ>4#!%
*M:^DD4NENP<>&$F&%&.)>>F'J4Q45'MY[:,[^JB,<-,G UTA[2#,.7T!>/5[Z MAAT8F50"=MXQ[=.VF$->N&K'>J\NQ5G\'1MY;MV*N]1?;9]*
*M?I)@XI-!DS\Y+L>2;BV03; *SM'I).E86X"^?8FA=*3NLXI>2+#.Q.JHJH=% M7^G[S>M'D1+QR$^@AXRVO$SY]'F#IH(*M05?*
*_JDOE&>O:"DC8S%9:1H@Z M8*J>\O:1JU(!G;X\ 6C>)A/_!FK>MTVJP$ZC3!?\!!W*1 J^O[/"$/W6B"G[M:C^337%+L[%.BGY!38;*
W#X6HO4HW%U)537->50FQB-1FV=D8B-P=2['D.Y, M8EUH):J7=QJ_46]J8MT2C6MS]fV3DJDQ C5W>$/ 7\=%N^R9 '!NQ[$=T(O1
MYUO@X[PXI;PA+R-D55[V-)E?M_J#=^#\"8.A#[M$\|U;$.!2#"9^,;I71(; M74"1'BM%G;WP_7"^V,HN>QPR^>XH\TV-*
*T9MD"E+,H(K1PYC-A:,]>1:P[HI^ M?QPG^CS#[8MOQLD4!*QG/PT=G&:AE5(:T189,P\8/]5E?-#>J/_+YC]U];I6 M%>;L5_]?*
#QY,U7KCTRG/U5,7R$X"3,H)U5Z^-1?;HL343#5M8N)3UURU8$W5
MR+_=COPAT[V]=RA#.$4\AY2;Q!:];97VN=M5>!EM1X9(7/&O_'O,IK\^4TPG M0U1#$].YQ8XO[>ERMB\+G%%)BM&$GX$\^9)"Y=
*<$B\F"3,FF=$Y&LFV_\]T MIKF9(9-W:!PP9\Y-"L6BUK6,F*Q_G3HTB03V82[^A/(9R1QY!07>L*+9LTLI9;+-UB+XW$WEZ6.V!I7X8P.!L2-L*
K,DVM&Z?RF/7LOB4] MN_W=QJ%T-I+U@W5N09)ECC0'[<3TU=D5FWOLV29SEND#]V5EWC]^PG;$#7A^/QO7*RDP!H,J#*
MM,JHM!3-G5RD@(?P7CFA-O>'UY!8%157Y3?1,8MB^ J[D:P^/Z^(&A]+;JJE M(O1DO24NU+42JKE^E"PGU/R8_2KZ-
BT:L!GP3%NPJ<99WKA=@3^J J$!M[; MF(I=3;DBE/QBG1HTI.YC(F(>5EQ1U:%0ZB5F$1ZIC\Y0=.^4KO3@_5 MV= M4&A?OYF5I+.*
<4>$582>B?'84TF&4!O]_\Q@EC)L(3[U]UC,SV.AKH7V MM/0_%!+ P04 " M/BY:$(0A;\5^ #FA0 %P &%D9VTM,C R-# Y M,S!X&7[!*
(9&2DI&14% M!?FERU27+U-345/3T#)4C),C)*)A[J&J;_SQ> ^#:"_1!1,U$5"= T@IBHM%7)&@\<4*
*MUSR9)%\FYESB4ZUL9WXPC.*7>O+L%245"RL;.X? =4&A&S>E963E;LO?4;NK MKJ&II:UC^-#(V,34S-S&UNZIO8.CD]=S;Q]?OQ?*
*^KT/#PB,BHZ*3WFX+3DE] M_R'M4VY>]D&A4?'GKU75B)K:NOJ&CLZN[I[>,]]_C(R.C4],3OV:1BXM_U9+7*
*NSOH'>VS\X/#K&G)Q>V4D!#]^_IO[:(GV$5,2DI"2G%A%Q&Q[\4">E*R MJ!?(&50,*!YI,EZ3?'F)234QI[*=DD_J 8KYR;-A*A9^;:0*
*^L*TOY;]OS/L MU?\OR_[#L/^T:QJX3$)$"!X)/0 !SL21A:'2 7@@(I.EJ;'*(N:#]/LT;=LT M#7L!#6V%>L&)AKLHP8BCRX[#F9"U7#R-*
*H(B);IX8W=0#M MZ_R ?6BF\(#9 MPB).E"-MYEL''@AE5<8#V:I!@=\A/1EXX)+8*_@JV^NI;W@ :^0ZK%SZ&-Y!*
*MF0W_>0=RAKEX"81ZY0 ZH$W X?[*J4XO&O/9N]!%0M#%%#&K]<^BEW] !Q30 MBRW+%NEQG-''GSI6JB0B0@XNXX%ODA)*BKUX@*
*,.Y!U:1N3.1X>[M J7;:1}Y^P\6%91XQ/B7YWG0,X<+#"^.MU7/<*_/T$BO9!(D:NVF)VL$VAWB@I:2]*
*BR!Z=0;$1AU5S3DP$0O=/GZW[$T=Y2H;-.RT1 QUF:^ M1MW(__9M&S.L W*E";JTP!XH-^$>J$:6W8HZG/O=\$R9U.3ZC>@[0J)Q>ZY6*
M9=^M?258+-T97UAIJ#WZ,,5U4+5@0GH'ZQO74U5T^A@0D#P&XTWA;]6-+IN M7#&1U']=FVH0:[S0UCAG;':>?
4@]YP6KFMP5Q1P%+8R;?M2JC-2[D9&@SZ7? M1&,FCTMZ<*"P>NG$_D"%='9X]Y.K]YBHM[7+;*1SV53T+#)/ZD['1.1*
*MBG%L]C[Y)7CZJN>&NK:H=&OR7$(@H9[HE.V&CIVXX@$]0FY'YQ*2EQ3>+RD"*
*M,KMXK+AR_BD\WQVMICHA71+UJ1$UD7A>M:*Z18H6&"G]\X.64ZBWJ-Q""]V\ MTMMED1 Y:9Z7YI-5ZLC1O1*5S&&Z[;*X-*
**ZIT(4I9#./>3OV:GS465P@.[(V<?4Y_""'CWRJS%.#%,JR1KO8\?\R#]Z> MX/T\SP;,V M0[FUS?*V X+AOX/$+U"$E.$!WM]XH#4!#W3?*
QY'JO -_RJO4J6-V=Y1F$QL91F?$)KK1AVBZ M7\R+#3'?Q?A-VTG\,VEH=0Z]7>&U$^9N>P4Q/Q^-3IN_CP6QRAC(3/Z,0FG M?
TF)9I&;@ATW&).9U43@Y;EY3_-J(]@"O22U8]=Y+:&D/=U50,!Q,=+:XGO M;!]Q20S-58A--@FX+],],:E'")'_N]&A8S?*
=5PKWUJ'V0_6IF4.O3R<.7KT(R MWO7_7(W^F&\[UP?^%0<_MCL09KDLF)!.Q5%W0/WD&2G;VFIHPK?)#0/C4\P*
*M$HP_T^QIX*V7WZ^;_'0/?#TM1WIS LDP.D7SZY5*S059;J^58)TK[2^Y M# LCO/EN]&_A4"4Q<>P.DG'I)@?2C@IQO6J(T\'4ZR-*
I/06(T^].+3!HCM=_M)J3J+2H)BJY(.TS@VRO?]0 M& X\9P5Q-:GYHO6D@_A@X<<:31/7AZF:0PW*JC,-*
Z2MC/@C8/I+L5JU@3[K\3G5CPOR+75LZ/.+41F3N5TFLCVN'XW>3[_3/=EQY='\B5^=Z*J M"=VT$'>W$Z2=]!O,&]Z''0N$LA(M]?(7,*
*[6=?/D'#[$"]*0;\E6Y6ZD91R'E>&J9%+R;06=E [Z;&\CTGV3^/ M\<#_/B=Z_F,/@+Y?(X_HCS_D)D&L=P;L$87\G (*TEUI*Y'^7*

*M.*LR["3BOZ";2(E32_T[YC"]7$P:L'\F#1A46 !T &:#O=63=U& M:..N<<17K-#L C7V^@S='K34PJ:\X[3XR$(/9#5+]FNMU=3IN;JX7X MXMD0 6$/##8:5:=J8;V HD55X0)QC"@_4C1.0.YOU,>H\>*:W<<;WE4WG2W1< M2DR|C0T>\&R]*5M|S%$""@GF(O@7!+Z ++.,$HQ_2A01S@_QW+=V/$24))N)N% M,R,X^^-K+64F7\\63EA\"%OBRLY[/N,!5(ZB_,?S$@L\T#YPH4<;#U#1==;C M@80X=SQ 80+"&O',I^Y#ZBG&/Q_!""/HM<$)W+)!)1YH&+? ,8$BZ"S^8^%5 M# FR9VW;?.T?# '^L'[<;Y!QR:\@@AYJ"XNS. W"7B-WS/U@KA[P. ('X%S>6 M"4'(#B1!+9437L#=^6NK9FT^=FA'Y='I.970L8$J1&O=F*O[CHPQ'@BC0/9[M>I?A.,;_#9:BOSQ>:.A;F,9*(8*FW'$ MN8<>Y)YGW,@J73XAF/9>)]M,>WG MWKK+.1$C!0TH<)C_"&<<{8A/0-<86S7O3QU]XG[X#/!(QN$BRM:UYLOPYK\. M%V^#T-*FID[>N(??0H6'\[;#[6;+4TNPO:C$N.+ M+!,W;1X7P9U92WS*;$GFQ6Z P&4+NAEMQTG4=WU$Z> MBAZ] (7T2%I,L6,P9[PR]2"XHMGFS#K=[--X#.;@)0:I@/ [K)@B1}?:\&!8V M1YV74F=;^W4I9:K_4=F$"4#VX0'ZWO)9C)=^W40N!\G]E"S1Q30]_&YE9L/ MU!;UB&>ZDOQ>B1((*OFH(X%7@8>\6QO!&0B"$1"Q=CYOG?ZD%!XGALHG:+-AV22P>^/,PZ$G6WTH0P)9<1$]R3:6RJ3&@^ !C7^?L4^5H&\LB M<:M/,VN'<!/]G!>8LW6A^D45P95;QX,3*A4XQ.L#OV4S7 M6M<;C#]A[I=,=M5V';NGP@:1O9/8KN1XZOZRFIM3LW5$1%I!5TGL/"^@Y';. M#-<;V>*]0FW\UTL"6KS><-$[ZAYW07M@@"L_/S:!-9 ?/E9#'#V^PL7"?&LFN0H%?/W;,-Y]Q MD/6P6)=\44.O"5 [G6G-OZYZM"R3#2;V\T),U Z=:USD(44;E%8+IY MX5MQ=UTW^V/>TS*]K18"KQ-]_G/4L)/N6;@AZQCPV),]VOG%VV5UCV%OZ3G4K-XG_+;:SYY&\N/JW,GL*\U@^"&(XNM58^BYTX[JRG-";3 MMOYXY=+G%EZ46]Q228SC81S/@D'FM/RU<.WEV>&\F*_JAG]^^^2:M")5,5ZX M8$03?.JONOR_O$)==D&U*K2VL>,&. M.>QK\RR]^>>>\K3PF$8]<^^I:8&Z,F]*+PVK4RBMG\6L_ID-J#6XEJE"=56:T M.0ZXP#M"4?.WCLK<(4?L=4.XL'M_B7:HY&S29/UO1@8] 0V(UU-O//N'2R1= MP-Q^SCHMTQR^>74 M1$'B)S-,@&[M:'6?T)8(KU6B13O;776>$,,$ BM6?FNA7!N$ MCB?5?PG>6&9)=YZ6^I? XU4[S)G\1\IYX_A>D;FSNHC05!JOIY7 [ZVRK'>^#_CCCHHB^^L'>&>Q9-+\PZE;82!=ZY,^=L3RAET'G: M6QP3743KVK'U? Z3^O]0AK/LN,M_\8L]%!R>TXHY7J&,LSCEBYNR?D,,)*<<'-M68C-]P>XZ;I>7)@F5@A"NS,T MC6C[1]+_C)6NLS#1NYQD^U!C2B87[,1_8G_#^R_CNFL"%1*"_B_G!*+1PGQ+ M)E$1YXI]>"#ORS!,8PI+BO+^4/?T2^:,X^]]V[2= (S.K^"%8D[X?%05273"R MX.R\P_1.\7,E/N)8*G/A?J4WY<[6D[LN,NE*=WI,L^=GL@O:U[_Y7*2:2P+L M^9KH6QJT)F#TG\]^A'>? 5=FY';NLBH](/0 =SK"T7,$[N87@PL\:,52 MPG'78V)*G"_QIZSZE94MQS:E,MZ^&Z4I\"&*2/E0QD1]XJ"5P;$2]FC&T]M] 6.Z3^YE)VGV9T MMNZNM8=D[\LD3_60K#/W+N[@[P7P15V""&FX"R:4,-<4?. #+R_TC <)&XTB MSF47]H^Z/QIS>3KTUMOVG?.D" [N4DH*TBN>QJC2CYE$[9 .I,Z1$_5D>HY&ZV1\D/J %>H MD:1H6%Y'E%BL8PM,U+^FZ_"KPZ"O^>OE8-_$LX&>B#",V%>4Q+'_M \2$.3VJF-7QD6:ACE'G309V6BVGH6YXOP.F>1PK?EH(&W&5_SAN>@B X#P^Z"0_>W'+[0$PZQ_S5:TJTS M/%>7S^GNK>$R_Z*3 1OM^6Y@'N&5-H.+_#5+G'7G_%\2#C%$!2GGMEWP?;7 M\A/@U1=X=?=<@(_$CF=J):>7J41(83,\UPBFZDG]R]0\W R:%7NRWOJ//3J> M;VC]F$T,QK>DE>[HGNO@%J"C2*#/U_=:-],C-^2K3YALWY\#S444)&W*_,(T M9=-@Q7A BZ U8;N5GN[$:Q2"$KBP-G&,5'!7&/GR:./, Q17;?:Z3L>U"TV@ M/_Z/ALX5_P(CP":X]>F__)/(I!"_LR/I,QP1"9(HX'KAH+#T?[*RXU5@>A4S6$-DIOWW[T<+E9CS;? SNN%EQW92O5Q2CK9>-,# MX>]N5L]>J9.^^[$G-?;\4YO>.8(@.J$T_BX8+L-$O!(Y&/0#_9// [4>X 7SQU13 M6U)I/D2MA(S;/%+Z=Q3R<=.$*)PZPO^)N29E#P%UWZW001L9.>PX%CMT;*2PQ>6UAKL74]<1('7OTI[F.#6"]BW\ !, M_$)Q3- ASBC\W6F^*:RCNZ[0)$BKC! MW/3CUZ1"=M*0%Z4K1IH^)U6]/.,V[86RISEXH"@6@^VF(?HYK,X4(O0I&KBX M[ST85@>8#/[O-W,/)BP:LTLH2)(=R %_^8^ZW2N7,9NZ:^Y8W1U]^^*V'M$: M'J@6[$H@QLI@'(."T%1"[L]UBUGFI*/>:$U_/'O=2YS#RV"F(A_OC%K\B&0 M),(HBQ:D=>,3=V9R3G,P1%>'>?[J^GTC>YK(>%U#64[6 M/Y;C%+RO\W7<@.'HQ_21S,J##;)DE1Y)$F*B;I.>1&0,Z?U3GX@G=I>R7_@, MLW,A'JHXI3[QXS9_#^+QR^W"D:-!VTJ+S7Y.F71CBN*NLOE+7J5^6I5CI=/4 MJN#QXGXU.J'+G[H:?<&#M+(3J6T)3- B'F&UD%IMC6D34ZBA"5,,U(,9]6UC% MV5,LPZ/':*(@M#QX5*!F/(Z(*@,Z #,LB$-FW#2NU8-HC*Z,O>^Y:F'Z).!K M;L#U63HY@(7OHXU,)7.>QOKO^-LMPS<_5Y>P+?"2K%QNLWTYHW3#U$=1:FEC MD^U:=/MG")MJFM>_S!DLGY(MU\P| (EX"AE=8FGH4VT+W9?LK]NH: NCY^ABU$X",#VW/T>RGXK:@D4Y86),$"W% .1YR^959_5\R5>K9L3^22SUV9G;Q6[MH2W\$6@6_I.A8(K2SZ]0GO;)1G6(?RW9DTI'_@!,UA2^O-A,(PV4<;WX;,_?I[[$ ML96E'.LH6AN2,U&^7/MJS.QLTW>_FZST?G(L2 QR* [[_(Q-GO8)S)29]&<:* MA8P=+E#Z)2S+5B+/ANC\;)T[\UH$/&R<1.B^^LZ-^/K^"%'MSF9 1;-2<)(% MV/P!A>,!TL!;J.C>AW46?>? ^FP9[TV:%:PWS\;U03TI.\ MK+HG4@N+ G1 %%L -PUB;Q$XG M(U9;LK0GRPZL*+HYPA81>@UZ;UY=+:,)YE*L%;E_8W"X*?:R<4%Q*;9DJ;6K M]?7QO!"ZIVI1E+'+? [ZXXD_:,Z7F$A5[MV*>#);)N*;OJ_MF/Y)^:4O(5U2M M5-;4G9FES%/>^\;W_CM#9;)\QRW>'6LH173TFL[HSDI-TNK@"+(LV-E+D6J; MQ(8]]HV/YWJT" M8]#P+J[WT#I...C-'H$5^FF*-)P.UEY0T.[/LXD1S1I>^ MQ6O\^!"X]. .9S!PXFFQP!5\"Y.#=5S>%&7L/8T(/1RB<>+P240F7'(\0BF> M'HZ=<>>GR#.G.Q5MIM9AUAFYMY1-5< MSRC(WY^JO]YP+$:$? 4S+X\WS+7.+\^3X&"L2:DL+!88?@25BEA=BFJ!H([$# M:!34HP+-HT<[VH9284UIX/Z.&.3E^6Z?>#ONE^77ST>"M1"D^#2TUV=:-F;9 M AXIY7>TX M\D1JI[]-W!-3T?GISB[6VLK>R\;=?$933WR]*$5^9#..9XHAQK"@,W4K/. 8 M:(QFJ2SW$VR;-$?DAW6J4#M-/F,72.*/O$N:&!JJ*V:F,=Q8%F3G:H\\/ZM\ MLE#);9>V;+9*U_N:N:>P7B9:V!)F=K4QBSCN7QKQUA;49!J*N M-XX9/-DJ.E&YQO: TI@O_!PNR8F;_WG"^,&[[#\>H5^#_.>2"WY667 EN>9 M/X]CC>.I\H5;ML!*9<^B5[S0EZ&P0$;TL!E* M,,1[*.8G5F? BL%D6&@5@"C52?]0[B_);.CM],L4B_'[;QG.1W90]\;,N:$[O M"9;$O%RL^"5LAGFYI/1LLS-3B-43\^INO/2[]10&ZQ[C3D?#-S4#B+JYNDPO MZ\:EA5 >5G3S3K)8H5/'@OZ81NFI:^:4JPQU.J@QH-K@0XT$;796_>:@GN;IZ1,;"..!MZMS'L MKLO9)046(Q(%G36'Q['/EW);OPS? &Y8Y,/EP|('$O,,MR:@F-WAK4E[\I;Y.YDU M%V]"MQJE3<==RW)C-89/'(D_;_&GW",ZUOXN_#.SVE2S8P+"U7+#3ZI]&A:C MJ+X\4_; #,? M9,W?,+I2^5*TK-7OC6.2\.?8?FOED5NWW3RRC?H28F'T!\.> MV7[N2W&3<0@E)R4231C]>?RTA1[LC]<-UE^%.Q.B)>4\C7]3;-]^X@9S0K M,CX,K=!1@MQ^J.CA;&EQK^\)@VSBHV0[+=-DOA_ST3HO#[J?&Y_R?+"C>^M: M^,M"A:OG>3BUK;HVU(Q9&9"EF]_<57_5V]-Z)5@(T]?IWQM;+0R*N3-7&X6] M6K1^*A>AJ"1:5DH8<,IW+C_[+M/U5+&/D5)', (7>B,_[6HD8W $>.:VTUF7! MYN9M90P+3\NL+]Z\/\"=$>!"E/?+CLE-U6X?QN8N!FJ&66F68L!XH%OJ$@)$ M-XO)@IYWU:7.[99I/_"Y-? 0^PFTW=03Q_)?T6;J!;_^%W>V]WO\") ^NJI=;^] M[=G^>H; 7'9^=#<+/?H=A G'CW%O3[.;J$2K#BJ(.VTT6$=YEX)S[>#B$?F) M=IDI* [;AMRX+\SM$;,DVW?#0'O"WW[+*".Y;\HW3;X0OO4>T,NK:/"[;$"I6 MVHY[ITO*(%775X - <493LE>\2*BXU2@Y0,XBS;J0+U0I_UW=7R/P"M5.K(W M8I2D'EIEET2O5<<]F+^]&&E;ZI&MSCW(!,CQJD<\1B9\TVKOJ9=;H=4,'(W> MG?**-;10\CU>?WCUP0.K'G"RX&O(\H+A$&A]'XV)CDKU\<">C;50LR'&\,#6 M5;E]IO<[SQ\J&N]BA;*)OX_W77;CR28M5_+%*N6G53 MH_WA1S>^=9C(O9N"R;?%5E! PO4UXV#X%B,VD>:+,K4GA):<)[Y;M+BJQ). MA0$QYBE7 :+>BCG_G9<%?H5ZJ?J?"&.;; MS<*HZQ+;%-\6VA_BFV3'UJ8/.\SE^!.?D\[F_#)%79#;X\847;18BRPF"=?; MD2G>4@>]LM%"A=JJK7#D*"AQ$FVMYFMJU9/2;ZI3"5- 927WWAGR%@FTN+7U) M+J%)^[.?WU)O.#]FR'=)5Y@Q&Q/H/$S(3]$BF#['-HMI*A$+F)R$]L8M=JR M K_LR*K]S'9$1*Q[H&ZTX#KI&UTW2;)&#S7>OL"(EV^[;=9QA&/C6GC>;*GB M+61QH-0+#I$:GZ/[2LEMJJH[5+*W+:]0GA7DV? >EX8&XPP52K,K$UO-=EIGO M,LVK8:@S*+]\V-%I[Y=_UP.KV=EO/YBM7ET.9XY4G;H]Z&6C@JE8WF7R>]T) MHSL 14I9J15CJHS"9WKE9._+=$]$V#B424)RT"C;GW*9K+]L UKLM%BXN&4W0?;3\GRJP41_PH/!"?Z7>8P.[, M2EGPR\D\,EKH:,_? U>XMOR1]C=E89.I;LY2//8YG#-0[R>8QX^O*_A.?1,/ M-I'I.CCS%[#>MP0HE9J5F#V2_=O+9M$@W'E-C.)F4J8';Q#/!N&\5:\(QUW M?;ES1\VW>IXV*=21WWFP._)5OJ8ET:ZEZ.[6&K(DB][<69:UH3 B?_3@I/J< M953=S[7L.?2V4&: 5JB?69[1M%FM!Y1K!- $.$G1LF*]$'5GY=H-9Q\B.:I?= MN:S\['7'Q9='MY+Z=+_&)6>.O+BFM9PX<3U>6K!O>8?%?%<:%!TLVS)Q "/& MI"^-9[U.HN%8[C(!WT0X"W_870KH)(O+FJ8Z8=#FF=A/XS\99%8]K,BKAKI. M9!@)YG;,I,C20$PVR3\"6[CZR#3MYXL,CFI97AF1:KSUB(+_:FQ"P9AC,^K MJWR1<0R+#MCU8)\,ZAC:K TBMH3L]?AW1&BWYA)GX2 T'C"OQ;P$UQ9;^T7W MMKUQD#.8[G,9'+BL/DT.?4,BT&;$Q<4]#E35_>V,ZI@IH1N2X;L_&RYH8N<$S[36/6K M$',+BPUV&>U.Y"J? ^NX]ZU.YXF5BJ/XEJB)-0?C6]6S/H&L=C>6H1LV,]H4] MKL!?)WZ%C\8P0_BT&:1^<=DL]_=D?&B.DA8*W)N:B$FR'P#Z:LH[)3; M5[/G2W0Y[./BQ_$L)]P/^CBT'_&B< P6J$/3K.S&"?Z\AN;)/Q*5#?!SW1I9 M.KK-[R$ZCNW]Q?]>=GSHLO/&G""R- Q0K\R2E02[L0._;A'!^LVX YZ5/<6Y, M5ZJ [,<]?FZ?LCYC%5"9C06SZ^9980>NNOKU=<[K96*E-DGR;A:[]WZHD*O- M-0P_08#- &S%9;,:."3QP6;3)!'VS?WU2_/>&>4286ZG8:LJ2\]LC$"*7^'JM M!"\Q$:.]2^L<\PSV$B9CR[+5"3KY^#R,QG+?R\U$85(:Z*!8Z/1[;Y:C7? LA'F6MNS-!F!+$:S MX!$>!:\\3+QI9,UTC#5&UP1=7HNU[KL;9T._GE+,R_GU:2+S^%25Y'[T M3#-F%.V%;'!FN9,5ZZ*H6PK-_D.I- %\F*:L_'6)DPDY+S*5ZG&\@%A@AZ^$ MJ@H#!3#Z!I?8V%N)/]<4=HLJ13B9S8^= 2(U]Z&_/B@2ODU=X@ MJC_331RAK- ,:&7#WXJY$6+>74Y+ $F]'.?8K+J'US(RB+PGIK?;-.A.3/1#N M8-YYS%=WGG5KGMK7ZA%=M?=5!>JU=7WJ&^X_IBJ/X7LD 4CL>*8M_L94H=,[MYZDQGK2(I85M;OB24E-#T]<7-7=@1S*A.@*F(JL9@069ZFE*0T)/F&G'OPT$ MI=H@:>AT1\2>FX@RZE6- [-12Q[")&O^:ET2^Y@4D;LHNQMI$OX:AZ,(##?(M MUOV'(JKC;/2]?AU9<)ZQK883EX3MC;^D#)&XI1Y=!9;.Q*!KE\3B%A/H'5H$ M,!F%&'<+5&_H]LXT'M!"U"8W:18M5,7&*NJBASA;^FI'#9F$#U-#+!ELV7%IVX:=:GUQ5'R799>AJ"PYV.DQ+>,$> M.8$!5$WM"\> 8C^;NV/BHJZX[Z23QE>:WG3V[B1')Q7W4MUYF.0GV%EK_FO2 M'G64 &[0L7^8U,/GM1? 4N;KL8U(YQ&31+_)K+Q12G=GJB9KI@;!L8[U<1>=* MG P<(32A5YBBISES[)B. U_T\:8R:E]]U AS(')ZA7V,*48J@;1'#XJ_I/1Q828W\- @RL#GF%JO\I9.T?G"(AJIKJJ.E-TB M"U-549$57B#O W-(1Y'HV]JTOM9F]$I\/9*3[HK?C-:DHHTK4J&5568RE\.IWW"!R-YZQSA9(\/, MU/NV]KX]O\T!*4M4\.NET$:.B8B"C:4]YNKZLZ!/,M=#9 ^C:DGJ2;#M4&!_ M(D[S:2#C,CP.)]", <@^1(0D(6N:&=I[.YY9MTBP)\28I<02P)4WKQDV$B'9_ME&,-]G!H=RT.61 V&<8#7$V>%5@)C-2BKA5?[]$QSPTT3V.AXWW.D&T:/(MEEW:2BY,K.9*.16%GW[Y@"!VI=8!9O+'M,8N%9--*?<*#)>6&B<83S>',BV MZ;/Y;AW1:.M7LH@'PIN3F.D,GM\4^UFSE7E M-G,1[7VZ\!.:P/N8A&5N<20>B #SZY]Z#T4B?"-Z2>XADE:/M:K#99Y$)8CV M3]\X)-FQ797"RAAV+%0+QBG>:R%'W^,!/P4+C"'8" 2LYN@>1Z>&B/<4^!WZ M"CV;>S?)W0N1IIPCBX;9K&GY<5^SG==A5W7VZGN_PU5""Q_23" M<%,]&C$4>: 0D:6112U=IGIZJJ1I5HJRJU@..&MLY(16QPRHJB.^SLBE?+55-MZH/P_T:!+:.D.Q,. (1]*L$LR^#LH^S#M(H1/,@3(N<47"MF9*&B%B>]2W\(4 M)[J""K3MY!W2E(H^RW'M.6_^1H$BC.>%X5LT,MO+5:_:'UAXOSG/9"&_U"?!*

M7^]27:3$F5D-[Z!!+F!T6I%">" 4KD/XDS'YP]7%3/-H(-UG>U^9)JY5W/JC MP6.S=+LD*Z3*E+[\9K3&(Q#@&?N@9KO<:,]KY-U,,.8;SDCE::A5R.5X.AU] M8-&W<'_/=C7MRN?#W6B*1\N^ITUG8_.7\4""*Q37P0B_9? YV69 >W'YO0ST M[-(0'LBANO5_?^;!//W"\9.$ 8!R/C4SZ]\][>/^=L%O:T; M0_A(O:S)/@5/M,B._48S9ZP@,C[\=JCE2(C<=56O@V_MTFK:5IFUW_H&#NI MZDGOI,:]UG8+YQ# <@H>@=*R/"'7PS0NS\!Y'%A.Q6IS+3 < MT$B*=@Y(Q+51%NWRZDV"Y;Z;B0,I$ ^EJBM0YQOP;76RH816AZQ+&/,>")63 M#P[TTWY\;531OJC/M7! IK^/5"^R75*G*/:A'%O@846ABR)[MJ-SX7F,RJ@+ M'JA;20F 7!LWW!K1311)7*2)/4OW! 4(RJ0O987.4Z% [T.C%YC!O'_ C"C7N/':B.V#A,N. MYIAQO;*LW>CP%=1NUV0B$Q:U$+L 92" MV[S/8,P[SMGB%7NL:,IPMMFU> VB/$FPYRCG=Z3S]-9!C)+2+DU^1G-.X_O9 M6;:[5S.? (X@MMG?0F0)BB:42] 0' NZMJL6[1M5O>G..*\3H5T[X]VK58BH M>?@A7S+[D? [1TW;PQP=?AM(5Q<^T XW1H#"+KDGSE*Q/?^:94,_! F@&N W? MK-/:[R*KX_2ZP4ORV[GQ&KQVOH'-3C<@C@N1UAQ-X^#)Y00:3 $,HRG=]RL: M,?) V)7SX5AY;O0\Q0>NG7 F^[?B?8_<^&2.3+#7IF_*YGW_Y(A$;"7-8V-L M\8!.G,F37G$VVX<*]IG HK%,1 >(>- U^S/I.T_WTVWGP%;KX/OJZ"??2G7YNV'1*\Q: MI$0_#[)+LA0#09A.-&SI..%YQI,1]YLS;;5W$(>(P0]>W$UPM'CMPI6T]ZN< M*? 5)MB(//^@Z0f)F]$PM:#S;R56HNUO#9B]%& MO .:).A0,3J];>0N]BA\>ENZ57;QUMY28E4/A0YIUVPLU^.OCK["\O<5[O)I MXRX>4*!I_+3&=5\X{D0VH>S:.R/Y665(O.-]YAY-?V:S]MGWJR'CD3XE*9P- MABVP-XG3;VF:/GKJ_)@) (2D#>@++B7K9"V4[WZ@%_)QY)T81[! T%4CK-4#" MZE_ RK4L'5+46|\MUK\<[W!UCZKC)B#F3$@8,\QV*]WOD>IV*=FR7/L(*?6 MGO-VMM@I9=@)V#!1NYD;.G_62"0>H#N$1]Q%G(F+?W6[OS7L_"IR:I)#X*.SV>X2DGE&8BU9?2G>59FIW MW9H/#>OTN0- MZQW&>I<[XOCJ?=6==QE@-0F.158?J#_I\@L>:VG?+)*L()W M[@FF=D[C7MA*6(*0.H$E*E'S.<$RYY(C2V M? 34$/#XO%7_NN:VWS]N2#26F7Q2YI]M4N'" PEO 7&(1QQ.07HY'F@N#9$X MI3*N3QX/%%KV$6DF?WBM@>[Y*O24:^UUMP^8 Y/U.3 U&P;FS^ M+I,] FK(;S +@]L/72_DT_!,CK=Z4\S[^DNB\E"K4$&%BGZVBCK3?:+__;;; M;"U6IBVYEDO<39657C%7_C4:^)V,L.O%:E^_O8P#/\$# M'.JX"2.2,P8WR/J&.+J\@;! UJEI33T]Z]0O NOH5>(N>AXEIPCO[8(!!^X2PX$+] VB[V[C M55E;VK@LQQBL(YM3+PA]/?TU(34,X">8_@L>)[9M M(8_K3!_%@3\1K-ETR*95MS#FA"]JRX$.]EDQ/\E+[_QY"SHC&.- <_ND]5[RW MZTIKY?6UVND+XR%+KDV@+>VZ[:,+Y1LWE)1_:X]'$^_]_@=>3KIQ(&%F2']< M=>K_5T"(O,R=KT6@J2K/? {1+PYT^OR0XZ*^N22MUX)G\>#T>B.*?Q0.C!)?I MSY5XX{K2\0#Q7W1"!'3QI5.0J,<7^Z_@@3B:\U(3T-0HK1<> %T\7YC(AP<8 MW2XL@!R@Z3"$Z9F1T/B^,;B])WCYWUXD,2;!*8^"X-7=.&EXUZ07P6,M[J:Z-LZKS M*%FZ2RR-L:'ZZ"M^K M3)O@US"!95YZ$TMFQW:3G Z8.(Z6"8BC4VUNJ1X5BZ_?]61;W1:-LJ-+6CL M@3XYU&ND*08)C]C"B4S[)>&!WCNB79G7'2WNM8X>2M]/H=_69N&T*O7)-M'8 M5[D\L_9+:%DHHL"1WQR3#'WR<.%> <42/[Z/L\Q=X;X-5=<]JO[V/ MRTGT,>A%&IC%Q/,8&(OC R=S1)^FNRK#DK1V!ML*B)9!1+;RGL[@L6& ML9[(,R5WE3'7PZ#K:- WV%T[(90]*"E)?TBN:-MV Z_#_",RD-N"^)5;5O2R$\/^C,]RO")'-MI[%0[]$][&:/UF>P"-(-JV]EBI"<$3HFGK/TDTP3_2F89T1HZ5_\|/LB%, M7^+&&(>SS3961-QI&4H!L'#/63 B ?^3):25@8JY:[CF(==#N*NCXLAK]+BP@8Q<3'"0 MHEBA/(M4ESO+SQKHN_V>#X, ^,\+'SG_$? T$[S%O#P%RPOE*S>4=?COGF8N>? MZW(SQE;@^=65W]'D1OQ\9%>C[5?L>?>$?\4*3?TXR+EV]^E-":BA,@,A/I?^ MUX-/R8 GEU#W>R"[BL&#B2A)>XL,N*<_/VZ^M*=@:IME;+JD;)8Q179?GC_) MCYG N3%PYSFQXVX\@ H-O#ER'5.X?*7^HV- 2V*CTH2*E6#G*Z"%/7UUFAO-[M-&@K;GDHWJO:$_UZ*6/4L2V%AQGE K$97J=W)^0\C[VT+OLH2BZD5U^8='D MSD))D5BU%QP*QI.Z=\^=93)5A@D*9HCS%MK&BZ/.N4F7[A*:;@9.2=72R30-2E==L+1NSXU>C3O4Q(D MW9O--LUV@QM=RSS=NH5 O;T:T0FCL?5?)_!CF+_TYY4#W)UG60-\/\HT)8KP M@.\#"3Q0:W$.C=_! VY#L7(C[K4(5/+G0U,D(NT^?%%#I]8>#Y !F&+[2OQ2?OW2G- Q=6Z\I\8HP/JMX(?CC)8<,Z^7/0A!0B::B/O@NVK^ON>B0A?ZAFO<*EKVOT[.$G MY)I75UG8D-#904EQ8*M: 6'488)V'$NJT\5B14O]'E82591YPATB8JLD@0W(MXO66]RAH%_PR5FOXVGB3;)G99H/7\O'$ XII?0]V_YSE7.!Y+[6[A0TMV-GL M_1S.X3#)PS86-4-M*20[J>SY_BE(Y,,.!!7@\(WO!"4P[N309>.OSO)^7>5B, MZ&',]FQ 2>% <(IWW(Y7R'TU*:HQTSB^+X.*$]C*4W^47*P"U>V]XDN_><9I5 M.? \,!64O+'G:BCV$$;%\8753'@'B[@ZDXG\V"_W_;6_WV%#MB),MBF\SA3\ MH%H3KM5:A[TMS6>@9)%5WJP;KK^ M0+AV9)E*,;& HBJ24@3MIV#!SYE-J*8 M_W16JE9OE6@L06'L7X%5,N#\5KITGHR]8K"=1>(#% MT@L;X',4]0KB@",.O)>^#.K8INYAY?!W? +;A^:UG1/YR#,\O=C":1'XF,_G/ MX>)")04V7?PE'MB,Z\4E^!^G81OI+XV6W=:T_75:SO*L6)4Q95L00Z O4^[_ M90HTG1=$N\4L- M_4@\+&2ZNM[D@REQ]2A[WBU?>0NT4BR"W\M&EA.7">"8%* M)Y!DQ64S2\'WT@$)+.]Q7:FKU^FE*!:7/RZOSC0R$64@H=.%2,$XA/>H-#R2 M@WO@3+;KE6Z60/X3#]+@1P;7H<=>UE6P*U@QM&PC^G4/^/)HH&&)'TF7N7;M M6^A8X U7L>0BK4HUU[=%PAVZPM^],BHU9/,>L9S45]32JP(4RA)"1&/_;;Q- M>230/JF+4-J-.SB$3\T=ZRR2V5E++0]FIF? D_DD>P(9V6Z[QULM&IW["G 5C M'"%1 %7;X9O*AP?D\Z7G3-L\K^A2R&B)S4WV4F$S6< BTU)+]]AF;_.(_\QV; MV!? 97GTOTF3\G<<9_DOLHTU_8N6>/7$*EY9YXH$M%E;'? "2Z,T7B[C 5HKAQ:!$5=$QG7O\Y6R$7++ MD&]):- P/]Y7"AS8.DSSXAP)$M[EB!5'0IG5ED697]VO:*]9.MZ#K,R_8'*! M'YER= [(]GL55ZS$,,"5^^5%W4^7/,^&U5E9<1RMEX/TAT90P2&@%B'\.\VR] M3%NP/F$U=G]H[G02\6YY F:1J;=WJ(7:=VD]4XVXIN>&P1>WF_8&Z3187VU M,2P8^\9'CITO9R H!@^05J!<6, \Z*'H)[5:-]UCHWJU1+19].D=65=LQFSU'\QT&? LM)TF):";IW\D/NG4F%WBC#B..8@4"#BGQY[##J4.FPF'U0/GCE__=R>GBAG' V_7AOY/]H+A.-3R@KA24 M"F,GO$1HF%2%':'PGP[P/X454&$\$)2_X7?2>Q8&4]L/V)4=',ORR9I:KO!_ MI#BYY8#5HZ68D?Z_"GO/N*:Z9GTXBH)2%>DM*B =I"LM6.@@(("0@1$:D!Z MJ*&C5!$!I2-=2J1W(C4@TI'> M);0@V0\L;[?MZGG'/^YWQ8^\/:OR0KDYFY MKFMFKY7B$XT3X$!:9FM!7OQNEG94AO,+#]LMV/8#(N!.[R+L;)FD 7+G6W:; MV8]O$@&)K]"Z>+=Z(F!XS^(`'+6$F!?TK3K19CZO .'AO:1(?U%H]^_DS)@/ M WHPI/!@$>) 1^]S=T-\:I!GHO)+E0G\8UOAP[:01@$>F7OEE0T+;YF/4XV# MR^- R/$(H6@+_CN30T4&OO+9AZM:YRC)N4 MKR*=^'3X3+YA_43C:>$NO!6/DW=W5BQK4IRB.3<,_/0%VD MP/+EE#<;/O3YLE]:?3[X]H9#- #7!@DV@E.[ELU[K"'Y;=,?+K8H,YY=56Z/ MBE.;_,SI2WTV\?Y%X"C;Y1IDYZ??(S5%-[[7"A59]'F^LC3KZ4E)>]G)_**] MKS[HZ@92ZLJQG%#'+LQ>X!!..:\^<6AAS.6Q63ZHF) MT^=^UOO:32;8(AC=L20=V06ZT@;?0+ ^8*M$1*>M*VKQ47U,?I1KW/$]/G;H\ M[(WK?)#\'X'R_X_;_G%NKN ,$%H?%#NX%,]LBI,8+:^U.Q/7ZG^509*U%7C'87IN M[YWHD8B[8<:N)XVF3PU[\:?? U7%:66AX$6J;OM/*W+ZDFPTWF+PD_,K;)-A6 M=RDSBWM;%WMGH=UC'&>R\'H[4;OZ>/@@;X,'_^OSA&1/,WXQW&:]%?&86_GK MO3;X=7R,_G4K&3ZM^8;3L+"W\3%LND[XKG?O&__9Q_7*X@%LL62I9OH:7/ M-EOA:,.5T\ W"2:&W&&2$UGXK^\']YU6%% FRQ? Y7\3)'U?KAJ$-(@(FA.+Q7$=[TMAD(?Q280G(_3L1T#A*BDG< M>WT5QA_>_\'I+:']S@@4_7AJGUZT1HN90']MCG"@E6GO2NV4">RMD&7429?S MN%CTT;UJ,*4C6^Q =JL.34;Z!/TFO=]JR- ?;DE+YL&@[]HH%A@L8X^T3# [ML6P;7 Y<4@W^"HT5SA\I/W044!@53:,JUW[;QQSH.79Z'4KI#OR-4W @F/ ME#% <#OZZ:!:,;9%"K4S>5XR R,"=\EMXK0O MDF__MFJ=R7[EEE&12/J:\#3=, +W)HRQE7OS9(&N6BN#KI--0>[%=?"6(X^[M2,.G\"0FA?#/- LAS'O<$L):!5[SF)7\;E,L4$IEY;4)$P1LU2+=.8 ^0--71 M1*)^;!;XV8279H[\YNTU3]"Z<^1:XT43JC#10B")5NJ]0&8LT^Z,T;4[3:6; M)]/'^9QYL;S-QLP&4F4<3L\^IKE?DEW6C0^>RDT33[,TV@=#:[T8:%E#'2M/W\5#/XL^Z.FJZSSP7V!R;"==",_X,-8> M5O'+T8L(>'1@<2>IXJ/S8=UFX(*_?$T4\CL7:UV(,&.SG'FI:W<+XV-- %!9 MJ !^#Y_I_S13 LNY*&)^QS'1]8OIZ8?*(%.5V*?:RT'>):X6\> ,'5,=8)[* MO !) S[5^W?W-C#YEG=F4 S/*.1(?\-/UJ-@CCG3O>BO-EI-X]?.5I,2Z2E? M56@"S9- R,]/QN&G_\S7C'97+UN\INJEN,0YBV8\;1A4<72&%A1'26KK7+#:- MQI-]]9)9IQWM<\R2FD5C'C[^=M=[4%!=M]G>$Q0)NR8-GA8= [$HM2/KB,,\X MXDH>5E;4R[{Q]K;5TEKO?D_RROXS^C9#*,<'QWY_G7-^Z CDX5YGOLY>T?J M;J&?I[/'CMRFF5" :-4!_VP^9AL+)79L(+L M%ZC;2;.?%W7$CLV@=IG8[U.UY89_$/N$P8?V0']F9I6T]+[? U<>)*#@33A8] M7O=ELU&I;%FRJB=3>BZO0?ZV63H]R(]? O)CCACY.&VNSS*[[MI4#F[284.! MX'[U^"PE\DCSUXJC'7R'QS/15_MKMP#]8YJ0/(D*UDN4![KL@7W :TK"B#AI MDKK #GOHTCO('- ;!I#Q.[7)6"CE-2IS T$:UBNR)["M*>"L.S8!4VU>P7W2,\(1)=SX6S9#6W M_!G/!;=:.KV+K*#H=60YSX2^@2./&L; /32+=T;X_?Z@^N.K*? LFRFCIDTXP\ M>/*L.\H.I0S*EPO^CS3D.T/2EPKLK0Q8;=^M/UQ".B#M+WI!!/R+7TC[^MB> MI[X@9(= LX)GP+0_\G# OR\ -[-/LLO%9\ ?)?=/?V)NICG#"871:(1"80A M@J?H287K+/X-/I+T3I.X&T3 B*_;,.1!)0[; M8U0T.2^@PH^G8(U_DVBD6T;.? Q2,9;L6WBFQ8L&+37BS+MEISX),JP_W=FK8 M/V6;;2C4VM09W*(T:4^HGG"WD#]_ZF JDX%.?";7G&J3/DH>J3M64\99(Z3% M7J"ZO_)!6I6?@MN'Y5+,6@[@U/U8*44#PJRY1[%5VRJ*=?>!B&1T-H++#MIM5 M F\%ZZY:UT4NES[M7=:.,//X=6-=E;DJPZ68:MK*S(S 9PK&OS.:\[HX>^1_ MEK1QM@'QOOC1QBCVM_,"N?3(VY65=WLL8ZZIO5$)],-Z$ZY6E,Q!S\WBGV,X MY$!!,_"\ %XGBC28NW- _@WZTI=4TK:SEIX215CAWO\!+1O6)JP+M6YQZ/=V@JQIFPO/UB[3M+;=;_1B-&$LT M\Q@3O942KVIZV#W,T+#0,/GV)4KHX]9_-0+EDX\U#++F""(N0H.N_]=GIOP.N M\BF>]D_#N!_WIZ"RNL)&I>P.LSB@-CL/&J*? U$^Y6]_CD3AM[CYED=+5+.F" M.64Q84=UL84E6.O.3+YF,-4@@[>O>495M)E/MC/EMX?4,7&4^SZ'Y11M"U5$ M0+R"?? 9@$136[LWDRUM*<[]Y;&RZ=/,KQK4<]HRX>R2&?"Y,KAO^+/==]Z\7 ME:9"A,+V59,!\5_)S&0:!WPE"RYB!Z!'2E0X&'H0Z,;\Z5RW5O!;6WD+1KDORZV0O%O [DT%@=#KSG4#2FV5BV9I#UKB'LEQ..: ME+ (L"TL(4>":P-=H'6K#WS51R):",AW"+ M2)[X)FVJIGR%Q/K"?,E=5W %TAHC)8;&3.?%W[F#-/^AMJ8?,%_#X[B?,,-] M.I*X_L(;])A2029>N4>!&"!'@ MF4]@//WO&L (_$Z:*I:[8SH?GQ'66#975IK887F!BK?ORX<*_86+G1#6HS+- M;HR5.2*\QO/;V.T1L? [T+POZ&61(1]'N&2&!Q;\5D)#CSPKZ 2+(F-MC"R_BM"Z'>N@5BZWTRM6,E$">O7CI M#?(>NJ#1^/FF<-A%M?HML"!T;9FO$QC>& (FD*M,RK\QG5ADY(]NC_P6YQ'1, MXRDUQ/^ZU]ZUQCR:2_TF@)]L/,3;628AL$L;IJ.#T1=8*8RD(V3L3A+@2VWFH(>/1\ MR+-?K6- "+B;YQ.7XN*;>+OE-E&;Y"ME-UZ9[V7067Z+X ?\8%^IQO0K B[+ M10&4 1M; PIJ;/#%&J/YGZ'1@893R2T<+ /KD;4T9R.B7E Y(?ZR4C,JL MI,GS@SK9M2?M:JQ='C9DU->N'!9U'/04GG]DO3[\-'ZFZ @-3^]M-2EO.! MBB@*V7*9]M^6\=> QY"21^'C^' N1B2>7(T0Y7 NT2I%8E3IB_X"Z!S0(=M? MKOF#"/CCFS)_^^:LHOM\Z%X_1;D?&ZU2S;G@)$X_Z@KCS5Z#K*;Z/V!BH1=W M'@&2BWY>+^8#+ ?]*3@!0T!;24C"1PV+@S]00@3\"TOF6U81#%VPYF='MKN? M@">F8!3X RFY- #P9^O>%ECLN"9]!X$$*6J)5MG=R<]4*7M3LI%\QU5B\+OY! M6D_5),4F==2&XP^87:QQER\P1/@(1-E6;)[&:3JR9E0[K&]!,+\/E*5RCHQ,*

*M9#GU39JED+JPS[S=438MVS48V:A 8-81)'/GW8E=68OB'I/6D%U?G/;Y6B$ MI1]{FV)_)8;R@QE_?T&6-0.2'\(>D<$<+9R]J*;U% (A=%I5+=&<=WHTZJZ MEAJ[=W75]/V4]8D#\F&NZ1=>6G3DFQCX"QI6W0D>:4Y>/7Z%%3M[ZJY1N,C7& M%7HNL? L('ZGO'6F]RVX*#KXH\[9UJ*1^^_ME.J%0BSH5 /0CJ%(W^!9Z>]HR MP,'\H58/?!E#/5TZXE! [T!YQCTOH@Q9?"BM_:L%\]H%%PB+HHCV0!B=6B/5[M&%Q6W<0@0-^SPQ/S/-G6VZFJ25SXYQ,-Z9'A_VQ1N!-N8_8BFF\I7-MJO37B MH5'P=%BM:$'%>03P1C/RYGNZ?_&@XF==_GVOFNA4GMT2%2+I!DF)5ITM"-5 ML7\W/47L516]LS,9XQWIN.O6'488;JKI:9SI,? F[O\3Y>>WVI4 M@RY9)B5\U'_XI;?,7<>'W<>6T-SW,_,VV(?<&/Y./V:JVD.QIA[P O"S]9T]?WW87# M$;9$ *O6,B)"[DG!M$IK- #5$.JG9R*RU5^%:DPK#^$R0"^\PV9U%VM&1($69 M_V&+!9TB=]MDP0Y,71,])[-K)M0SKIAR+:/T<|*#MA,*QGUCG$@\NQ@(G>S0 M09B9^ 6]ML5]$/$@ JJ A%A-;*$+-U?2*8C9RG&XJUWJZ[URB[@YW7$HB.+1 M]; 2N>JQ+%G#P$@S(H#*L7OA4,9A? @&1Z¥!"Q,+6(>.*1 #L19;EQJ0W@S4^ %>NR0VV+(Z002&G[Y_G>=C,S[C2>5"0*1 28MD,B28FP M-\)O5X5MZUE]L5(0Q_ZK&L]? R$=++>C;1F[F6N 76(_1@B8 P71.2CDU9(0*& M'+?]P D+&LJL8V/\/GO;+#Y!{) F)C JR=1R\ 3_!_ 4O@_ ";!XZLM U_2*3]=MG2+FT!L>7!]P27W*= <6\8[3W^]V!-2EA MGEF,6#*5%+5A!{J/C>_MX8[#^8-'!YLRW[0:G^O1,\YD^M3 M-AT,&XUQ_XZX*K)3W@Q>HJ*A%'D0]5"4):7^ED\[O_!WVD(6#M]QP[T=;G25 MRB\/$=&U[C/IFO&]2P;VP^\(&E^\!-C)R1R*+8,_W%]J? 8YN1ES'W; V36Y" MZ3*;0I-P]UU0Z@I.7I:C2V?MZ]C\=^&$V%L=CWPC[C/I=\@^%4]=VU5BQ+W$ MP")]1&P[N;B:Z\;RT 7O7.%8KU'M*/Z:99KMD7ZKN/0VL<2*J Z<3O40Q7H7 MH^Z3!K,9%E&F^S=-$EY=UV[BO (MYR,"S/\|=^>HSP 3LO&AYEN$ &O07BV M&HRNRO=U6$8_%R5&G=K C87302HEOD_+40$?H(CH;U$0&T;S/L(]'HQ_D0. ML80GP[:<#^_*Q7W,<7VU=T7-0=?A"XQRFT23? %3E#1<2$@4HB !W#2)5H1 M+[0)G.(F]"C:CNX4AQ(!%^ 5*- I*W(XBZX;M"\$6U(;HAK)T'ERN(EO< ID M(8F8N_]DM]A1 J4G$<"3VYYU_!<.;C=B!TE3)!Y'''?N;QND*_UVOG?JJ7@O[MU90*D<>^+9C8=B6AXL5E%ZE#0 YPAQ;&9J,!_%$XP0W,N-.80L,36$?H(+V MG0(ICB-@?PI0GHL+WX@ 7!K=G\Y,.A%PIJ1YDHHS8"1@#'YE-;Y$S!43 >&! MI @U%IC^'[M9,0]C,D.22^80*8Y"5R\|]YK9272_DU & !EB FO9W R+B^G> M)TL(V3U!1;|%W6 7'%^1=&?6]9IH*JTT(H#=;IZ[OC4B0,[\"7]A>N1-4Z6I M5B/#:,;5'".2,TN\| (C"3<]#=!&R65S&T2KJ%W<;G;;HJ?W96 M"2K1CFCH8*4N'#+^>Q7P)M>7E(L)57'UY;I+H+@R @=65P_#>=2R\BLB YCA MSAGV4,- ((7: 8?F6&A]GD3&$MT'"0:!W.ZZ.;.BI$_C!"[Z.A1@"#;;P=1T7 M,T8DK[S!)YR'2LJ6]?2+TUU<2=V[3YE/5"4-^7_0CAA9A2WKNS^8\ [FAK\+(M^U_:\5R2YV;0"! EC@RC5,9;T<"T0;$;NBWV^;VU8D4J;@E8_=@(T*U?OG_(U'. '='3H62&%'(LG_ M'N&$NM0XLGZD? &C8RTPB>7\1QWTB0+EO+^4T4PWWV.(.$9!=>**&BR?!6L3;.MMV)*7&F@HT-0>^LX/@3G#8QK9ESZ_+1M.[8\+X'11_;WI^"> [XRG@;HU@6]A M;7?)_2\LD_QFR$(,3R\4"FSW4=)5VWHNJ%"E(S1W=.1T6$D0&ZCZNG4UKGQ- M9VZZS[.VY]R&)1T3)/>LAD-MA9'7? Q"K>K0:*U1JKWPUL"/P[!OX]S%(0 =PM?OU0 MV6T2.MY!+F:=K;@2 ?GTQLT32U#$251F*7Z4C+"EA1/;_U^B *F21/F-.N]F M;.]M$A3X+$0B;/VU;V+,X-OFT.JGI]F=KZ](]G?;1O)KF^0HV0*<<0[M#\8H ; \. WL+Y2(X/C54ESQA'XF- +0=8])EI@06C/PBR*G/[#R#AUW<3G] M=$?;>*M$6I?KK'W"5N6DZ*<)+4^6.W,O&@LDXU@F'@"C/-)7(,UN;!$2@=B) M,_:I:N*E7^6%1/%/9@L%?6R8G^S4[OE)^D8-5(X[*3'95#>&K!?U7;$QXMX* M-95>$1 0*O#3D:XGA>O#_ZBL4!SOD!2K*09^GKQP9L 9J.X-)\'G3!U!Q[8; ML3L#V]#V/ 6>Q D=.K,2 5Y9\/5 U+NJY5/QUDC.##Q:!'"0!;@$BA!X'/%:,O!0JA MS\UR(,X_5)P-8[9B_)X2 >V&J)^XZ8)T77AZ0:MNN$%/!/53VY>+M')/W^>&MR ;HR**>T)OBG6%N!AOINJS=*43@MJOG.5!&E+>,GA"\"#Z2)>PDHZWDOB2 M0H@B[HAQ/U#&:VM;H*GQPP6N,.IGH*MHQ"$SJ(&*<'M5@,26&?Z\PP9\VZ,, MWC?EG8)F.G/MA %OGLT'5K+WLN^O=@6X@].ST-I6< P5IJP:UB,Z::E*<38. M'V[,__B(V^7"U0;^(!]-Z,1!)9+QKK8]&/PR9?8D1X7!D/K?Z0H:^,?Y'$G. M9_:7\W'U'[RB-MZ*W)DA9;J:9?")".*P0 IW_AZGWR%\N-X6/Q^(R#F%D5AR MRR,IW-'F3RVS@M>IHW-B3YI@ \#L,P$W2!_$LA8OD4< MJL,'<)[<^8$D'VR[*TX$7*&+(^7_!] _=]*70"?,F_'%*,0I"W*8H#8C'C#\ M])DKZ6*\LK;E^)+$V5G^U5;[NX5F<>.?:36;B3]SB/^)O/^CK79"V<"]6B_" M6JB105AK(? L'AT6(D_4%2==L:.*36/O8NN!T(2L@?P6K;BUK?AM)= ?1R0" M7I2##OV3]@S_?K $&$*!EZ@G D;>"?V7.E,AB;;?_%-%W/EO5<1_# E_C24= MR793QN.*TH5'!1O)^I^=1TH MY_UI]'IH1=M-;#YV..B59?K.30YCFO.G4$:@]1(/2U7POF!=>?48;-]H!6IG7[8=U!PL.& ML3^#8,CJ.B+ GPB(!=HG C$[8@1Y@M2%U_6Z<>G^+)@%?+ 8Z%!KPOKXLZZ6 M/8A)'^_X"1N;"X8B4$3 .RDA=?^F%BV=^NH(#? 4KG,LVYI._J5.+Y)^(G*@: M&KSY8/X9&\Q\]JD"_XOPK 3\C(29EQ:QY0DW"?O)W@ XS.\#SVC$[R07/ M]NM,''PSL!M611'3"L 6=DYGO7LU6GY[K/1+;;C'J5;MBIO&?3(R\M:Z<^VL M@[T_1I ^;868LL2\VASU?K*0"3?#I<2):B""%L/>'(9L1NBDXNXO[C,]?],9C M3TCDGI,(8'O@24H#*28@>L2R,E/15R+ +H40D$4X V/R_BQAYTY@">EW0('K M7'"I@[&PN5J2:WI:VE?FN ^? $INV1AU78$(7"]\V^8*&YUE9E=P_'6EM1T=(J!S8O;5O6TEIK!E4WN9/VU$PJWO5JZ> M*,&[$![_RJS\F^>3.V#2JSKJ P6#NU9#$XD 75T"0^0?*X.=E2:RUPBM:3BA M=2*@!@TZ. (*X*/CB8 L[5.3P3K&,V[23]L"Q#R ;A':AV'K"19B1 #M//8K M5#;U&O#H< &G$V!RSHPCQX"VB0 4C'YCGM=/*SI#\U34ZOQ26I*^-:6;.L=J ML_:>>>/O2F[@,UH+=^)R>RFT+=K:O1@4C56- G3\4:!36+4N@O!#MA=WK^'*Y> MHS'_FQ\C0" -,Y(%%_]EO@8DR;$V#1[%V;&^CBH5?;4#X5LRQMF=DX!NL!J! MW<,.74X51$R_(JW?!X99(%GK M"(X$Z8.UG22T?"<1 ,31?;&W8'/4;1#@A [=7U*)YOO-[G<'(?Z-A_& MB69HQO5*]OW<>%)+FR_GL). [fW'4Q5[?:+;2)P'H1 5W@TW,T$4"X_.>\08V_ MK$5:-2B5CG)09H!%\&<7H+6- D$"!"22].$%_F6Z%"M\'+]A;!I#@LL/R470YPT8.J6$3HW]. ^,MT"8;M'S%RY')EX!.5?N#?@GY/ M*=#]*^?]1E1Y\]7 PA#DS;(H'8= [!;^DUE=,4H=/U)*39E^FW^CP-2["Y_OE M19PWSG$_1OOCUH"'^K\S@Q)N$-QVC,4FI6OND_-%*2L<'_]#Y5VU7B-@&07K M,JGN*\ (AD1"0/XBCP#G8S3;;)+T_8P-\^!^PG+R2O-M/[QI9YN'FG^)-.R8E MRF./#&MMB*&M>"/BD2$X8C;3D/9%C2W9>O>-G![Y/&I+*V$+3) (+E 00=!35 MGQ4O+6+[9.(0[!)U=FF>;-2LFVE52++X\=I@7=6#6R*4,WU.DS_25:&K+=R= M8"XE?JA6IP14$$QO- S'=V2]&/@[G:L!_ OX&9^K0ZU>1B.Y!;_POJ587X%N7! MJA,Z4WM#?_K] GD-,6.?CD69C0Y&,_LF"I\=\-(B:>&K656RZ$Q+J=@3HWC M,>WX]*7':[_AU5KX;"Y)KME(1]%VM4.+=\ 4B MXT,1C*U2_9_KJF2?%SX0"GFN^KLJ#+YU-!K1YFVZ6KB(?]0.I%<:M/5< M? MN^8+:1PE35YRC=7K5C_?,ME8Q$Z#T./>[#DOZP'BOZ"_SL42&RUHJN$ZS% ME>PY\)!F:43/BE[]GF4-TP>80]+%]2S;4<27R^8A*- OW/ZXQ[".33>JR/@5W^9I'[E!@F'1OS#NU*C6@I=AH^N/:KC)!I+QOO(B<:^!\6!ETX<5)-EVEA('C.\P&')4*[XRG M=3@F\(Y- GW0UJOOT=?#:@ESL%+/&?!@7I#VZ#Y7UKEEO^'0P?[+7E5K>I'FJXFWN]!55 MMQ)DF3_?(HS%7QF?J03$[CT,D'V!- HZJ2>.4[V3S.#MO*WH'G]]DD=9(N/[Y MC7;/DHQ\T)D>Q?JJ"BO7EU:Y5DQ6IYUG"IK:0@%!8EOMG=$=.TMJHY:.598R M'T[@;.5S4>WZ- :^0/^HY)D10B.F)KD @6MB8((FYY'5[Z_M96??G -?"*^,' M)M5CHI!1%H/&1QQOQ&-H"N4K0I6!GNJ&>DT<_*Q\W\C2?]% (FE3\VBZ#E^YE M-U4V MI<+WW%_*!]8QA\BVYF %NB6L1S(L 6."4A96(EM*S([58D%+QB M_OMZ7)8IA?4.0MAYP.S@ZX&%V0//R\\TI IR=YS%Z"D%2P6^>%_'Q 6*6[_UE MO^ \L'7Y4!D@H]82J[].D6,@[:^CMX>?/3Z-L+.6E2]'\<7JD4,J>K9_(%>G MS%(170([(CC9$JQ6]S> <4?/HH0N]^0.XN:UK\] LTM;E=GT< M.]EJDQCPC(8?;^K9=|<(MM*,SDP9#!."$_1J$FQ4+YZ&9=M95;)#F$\FTV!$67/6T^@PWM\]#91;ZAO*T MQ]@J3&A7BA(UNG- >ONJ;CH$VAC;,;$TY'!=')C^M?/K^M@+KT6H7:2">JJ7XC M]2)R_A'E71KV2/B3&HQ8",).C!E:U\4DN440X,H^=D-U5,Q#EZKC93PPBJ>^ M1N*)S^5W$O"/EU[Y0!7[(8'(+);6VSA=#%.9$J)D_.S\TYF<17|^\FN'XDYF M-IA<.N+>T$Q'-42\MR4IPMO-CFQKRD;=VIXSZ;JJR3O A=G$G6<>P&OVK?PC M2V/5 0\G#$=7YU;.I[2K'F-Y.,OS0D.N+$Y\EP6SX5PQS-\;:V):)5*)@.<3 M_F)+5YN-43W51V"L:F_U:?K #WK>;7W\Y96A->I'O+6$>SUW-90M&V;D$#")YN6$"44CVUQERYLA['-FOU$ZS*]\^-Q MZW\I3"TfXA^"\@ 6LV;7-&<<^;'M+9U-4[' Z1* [HNI%D,!<<:RQ636&--()=# M"D%VA-DH2[_JEE0_1LN-NO2E^QMMF(#J,34.8W# ^1-L'6KON%I]7-9K7.D: M6WR$OW2>&=*MSL(PAKYQMH=7TJSWAOJ+DB XO7]94Y'D+IL+5XOCD@C9\0=L MR +MGC/N45E;_KSYIJEGK8@KTBWN>J,>,#ILZKB07T_U%K2\W%F:VU-*B&/HL\)D=M+MT]?A MYH8GNZ>NRD '",*!)? $]M63YQ-.)7D1ER@X5AGF9+S9/;O?SRTR6IF^IZWG> M7A:>X>TO6,:F(NZGNK/J]VE'M;7(&2?@[H\T.Z):^#H1+%+REKE3ZV^P7XZ) M),F"9L6+MX$GGJSYS:5?$Y4-[)Y0JY>$1\/<0J,V ;O90VD]`6_ (]T8.= MP&FZ9;Y@L6,)+R8.J3*(,H= +EV&TOTNFP+3GR.:7X5- RIVO^:AGXS") O-7 M ;2^ZPA[%V;[^;L3.+XELH+UU)2([OS2K;KD8XB;B(>K0^6D>A'+598^F8[0 M Q9@@;OR=H#3OMI5G? U+HEY%5N2ZV2?%;HHJ@6\<@)S^6LMP=B@;Q%?#TRS^ M"G96XU4?A\S!IKA&SJ!'1;77O@:.+55^-\FL%5,2B8_8PR#$^N@Y$[:E[?9 K M(F*)\];VGFAA1=JV-W/*L/+0)Y%"[_U.MP_4;>QN+!?RR90(LXIV/8L:RX;X M; 6/QEDERK%FUQRLEQ_LNB.;SD3L$:?2O:4$I\7:9/Z?(K> JXU9_AQX$3.XW MC^#D\+F!/-")Y?JAI=I1405)2+ENGH5JXM3#*C/D%9N68"Y+C^WM1^'7*YW6 MGT@J VT\- J3TE=MR'LI9UV@I_S_/62O>E(,45%@K9N!+96O=BS4@N];TJENS M$B2,ZR[75V8U38GPB+6$=!&2;/R.WQA==W6.7PFY^_ W9W85V3\N$HYI[QA.J9'3IZ[J$OC@#Z5)7"-[.4P MTWAQ-U3&J1RD[6F%Y+DHSA3G@2]@;3RIS)6AWAK,Q\4<7B=@R^C^<#U+1K#S M,_Y%_'3'_#+:#!37=$6&/$M[*BJJ0@7YO2%W(S828#T\8J-TT^.9S0CM\56JC M&A7DS#^:.I9W?8N;8YH5=:]6)9^U3;>JX<^F- &XT3/XRWN]M?[G/] =?G7TN MK>7[BV3E:C^^TTO<+YVS_C[/CF&H[/NZSF:1+YSS.-['EB,_)+1;_*5[$)+K M<]D9/QDMF!P;N- 0YU9>S43F5YEDMLV//&M]KD!1MSS))=\N73*JK$4C]B#%/ M'^JB$2=TOW44PC;9R73U#<6G4&?&;X">-<9A? 66.WUET_D(*9QXC4$=U^^K% MRQ_C+:.\OJ1=O.WKEB4^V!?GL_PU4{5)8->H>/5A<:XQS>-6X=-5K&Q4[!{!5!PV445D?)R.1E'\%^],:KS/ M>\MC\.OY11HUZ71F8>IO2 %6Y*>BUXH2!P#(D)[SE99>#,4/&5G1LKBOVS_,%YNN)>*3=?Y-L4])3NY=- YSB$TT&!Z.WWL9%J8U(93[NO#?=^-=`@J.B.L?GX(R^(MN9AUJ>9P*U;>:-1I=YMK>K=,Q62G(-2Q^X>JX5!,S#7H[59+;#B*TPW\MM+^ MC&:\!35(;Q\(R#(.U4:? G(DDS1>N5H8G77<58NRVWNMV[)""B'-LTDG?FYF26@B?Q+&9^ M=M]M@F^\O.7*PD)1Q.%=5"8L[,1XN[8Z8O:6<#'U V6^8@"MY#Q"UO\6AGTI ML.P+M$[O&\8[VJR;Y-[G1AEYYEKN<@NYF^)I90_;F6(>%S-6L?RR$OT1:+-C MD;48(-O- =3>Z34X'T0EG=&AE^J5@[++WJT*C2OVU\U[0@<^^WEJ<{6R_/ZS>? MG%Q_D \J"P>8H/;8L3I!;%Y=FXOS<=#]"GHSLI] [KQP.EP\:1$C]TFA6R0.7ITRHXXW\/<_?+E8!.NEE?U!L@?,_)#W!MP&NC"]U:IL3!3 M\J.LK8EC<9>KA>:/7'F:,6-P84D4[\[J3)[0KJ^N3_? SNW?N4E,S+)*D:UF3BLS2\;5M=_VO1;"LYKL=\YO&(\HN[MXA]D*B[X&D_/7VRN'_-GS#:?FYK?F##8.-[7L2VN/2_BZ,[/34)$J?!1N_9F MOZZT-]+7<14TFHH](P2^1FV%*-+](4V9?)@/0 AC.^*\]DWS .2:A M(NPH_/1B>AN/$E+=W!QUC77C?C+YMDGGY34;@K)L^28 M!8? U\.IU;5CU31B>G7)[A[H.1.DH-0DH.-'7U&R6<7&?+3QU^PV.J3E@&4%#&&8KR$ ILKG+/O9Z#/^M%M(.M5M8=/OU, [HMM>_@RQ<5F)*IE+2J0&XI$_?26;16=6 K],L'UR]E8"\,W:66R MXD.].GO+IL;HQ+UE/HU@+=.[M>R?2Y-

*&+950=B5VB*7E3&_LJ]HPA+^4VPA^2U5H(M'8O7C-J__4('[Y#A?I\ KS,3.G_]J M=6Y:VC%K;^4_)JPOT2[U\|_%JOO<@\J^)GE+7(*=B!*
M/,N*B?P#ZP97Y-?R^0>1]K@@*^2S!%+L'Hj,_V MR45R,\NNU^WC)CV#5+^[7&/M1_@O[4/YUB@J:+V9:",:UH8[S#LL9@V
MR"*R^&%#9*GR;F&24\P U0N*]]5QM+_TW],W-=R[0 D)&=P/B '<@G M-[;0@R;(K:B%2 <7OJDYP"NW7NT1U1$?W<&IT<
M&57Q_6*]"Q9A%Y ,U*=BJ"RDCM_C>O1N<*[;RVD" H*"<$K'NNAG.MH]3I4T M5X!?]W>Y+?&UR/BG%=4-,S;OG0
,7V?"EE&J10K*SADGF;>5&E<6X"%J.HW=_MF(B@&3=[?H,A.^_8)##XPGAT.K)MX=)FJDWW9V\4Y+8?55*=*62Z7^9;\,,'
M,_$BT*=*ZXN&&2!49)A"T]U%7HU#>+(&);J^8CQJV"TJGPF]843U@:AV7UW M9:!%Q.7D]SK3XU,)27]A2WMT2*B^_S>]\Q\?
M\?.YNQ:Z8L M6F6GD)38,3S[A<.T5P8J@%[(A=H<^O-!:9^0AN=+T?RX<5[*OIII?F_)_:," MF,L<$ZW8\T5$I+\[";^O8?
VGN_+5RNV+\^;FIKYGNIN*713^=C,H_^-%6@D' M<^M%>+""EOV71R58 \U?-U2#10Z)@%HSX8(KQLZ3W;[P'PB!GD57Y7CR5OQ7 M?
[O4LM4:FLCP971X7$6N?>6&K*Q$08T@=>,9,TUS5RSFV'&J.D.NZM5$E0BD>D/7'>6)<=C,G
MZFOT%"],6.]B./]2_;"GU^J,UHYO>)_UC.@/C[Y MDZW%%LV-&L^B+62L"ZE6_S*V,SV N?P!DDK^9GZ1]39B'B54-9]HW@ZQ>N.F1.(_-'/-
+?6%T+4^N4,-$4EW6YN3^S(0K$ZMW$JV"W,#2053^5&XRU=AK1 I MV91$?FVI[\Z]2,7;?$NSF^YRA_7%UB6LSR*G&
H6)K5'O4[PLS].P]4U)OY, M5O.VY_SMLO3:VXN/4^>5 ^)"*^=6JC";(A$0B749'*^VS^ MYIZHCY/GGC*0W3$U8R6NZ?
SQICTFM//,SU\Q6M.%9N\LXP.SR_;Z"I4PSW:] MI#H \GU/PC?UC_+%C*1CQL8OV0R&^]L[%D:|5QV9$2,>6W[VJ69;AOMM]1HG
M+/NEVY4/#4UHOTOV^]{#TJ'1T+A1"R6JH8@*NXI2YI!V1, ^SS9G=14E.A-]=_&W:U< M8_I2O,C M]$R'A5!KW(GQ"&1O-
^F2HU3V+N5]LM!=Q[Z?15;B+-ZZ- 8?S >UQ. 1'1,& M709KX9F1@V#60'YHFC[^DX?8]4>E&CE;QH$\HR*OFD8_=9W7(=2G8',VBW&G
MY9)(&"L.O(2@QZJ9-S8-E>(DI&'T'8ZY&R=5.B2*/KW7F2[S%V$O@/4<
M*X7TT2+6#U7<+$\;>B?:5BF6ND_!RZ"3) _:5,6WIA<%;03>/I9.8OQ,! +4E M+<2U>(KUA9FZ"*,1/1G[-?41;IZ\6KG&*B'@TJ4UZ:G(6'7]&
(>F7E[ON?2D MPJN_/A:7]-393 %E0#N@I86KV-L08Y5O0S 4*_IU&FIO1T16OS$3HJ5W[G1-_M?:YQ?MS=JJ^Y]|QVXQ--
QT$U\.@E#"BM>!KJ0$>CL \8I":4_V&\1=Q9)UK:S0^2M-X]4M%BZ4]A*;J=JNCZS=QDL:YVZO\AK$
MO<.!YG:BU@*!@0,6E&BF"KC#\$:%P_0\O&AA\\:F:8QX\]9QP<|*"\>),(X"G_+09^B"A#*' MZ=>%1?;C=8W)'P=%8L?0)1H.
DFN=8/C1SZ%'TO(<^,D?;[M MT[!WS/-B MC*-$FV515! 7]>&;/<8GM2F^H1J"=_]}L3&&;H4K@X4N@?@,@H YS@AM/G=< M[.IP-
I]1I%6P*>,U_G1:,;;3(7QG)4[5>E7 6;/BZ97;33K&W[DXQFW'"A'# MPN5K8Z7=67["WT).F)9Y'O>/%?
+%^V:USU\;5KB>+Y]2;>\UK1)2D=A3'7,[MQ;]/PI-Z-M/N>MW_<!7'J_P-02P,$% @ +3XN6B\8KLU.;@ _Z M !<
!A9&=M+3(P,C0P.3,P>';Q,#(V+FIP9^R\"3S4Z]L__A&B[+)EF\I6
MB+)$MFDY"$EDR5Y)0D.RKQ.2LH90A++ODUVVL4OV/609LAMFK(,Q\QOJG$/G MG,[W/-_G^3_/W\]DWF]YG+?G_NZK^MZ7]M]C_"?\:,
K,*"D@) = B C_M /P@(B4]Q$!%0<7PCU_X2H". MG$CF0!EG"I&C0X4M^B=
M1UZ'#C,OLQQEY>'E.WF*7TS\G(3D>:G+O\@K*%Y14KZAJ:6M3WR>^CY[[A<:]C(\(O+5ZZCXA,2DY)34M/3GQLP?I+ZJ3W;8Y;U'Y+L-
\%^EVL H"0F(AB/F X M U-ESFDC*4%E"L^A=L]*GE1I\=T"OC@1B_MN9Z5"VR|MXO! $:87%@S^^A83
MC*L^@@>F%3YL;H]3*$>_H[%_4.(,:OM<$J:5_#*N=K-B HZ$7,9Y,4/7M^'U MP7L^IZL;QM;'+
<&*Q]?"P:^WYXOVKMZQE^A1/KDFA@?"W3_*)JE-0EU/XP%+_M"] *;2D>@"-Q8M '|(+N&R&NX2<;")XP?NBJ'->,6]/'J7:#IX\[X@'H(-8<
M7%! LTEN!!U9PP.L&?*^CTN0Y=S3_@69 $V>VGCNR5O@.#URD@&_A1L85]Q):.)Q, ^=^&RTUBG^U8ED M^6G8MD73O[:Y8DX*-F/A7Y
FQ?KNK%G<&$6?.^N]^W*>1K*923JC_G*M('YJJ\V;! MC=(1IH.FJ1DAQ\2-@ZJ1+A F0[8JG$A1L)0F$TXO;_8-2XSDYQ3,L\DR&87;
MOC4Z=NS"IN[,K2,.*46^36B6*/Z2F#!SBQ%7X\Z%AA;C@9)@-21%8[F"%3MLYN#=FTN(2;=3K6!XG/&1; RT0%XYD M7F]6 PY]"75_+--
N+ZLDPHK;.#SUJ*PUT23[XGG&%<.V^66:FD!7Q*+?@VSQ M5UD3:$$FT9M.7AW'WKCUZS(OM'4'\S+8WQ02N>;FW$N.C1H?
3CCLQKX/;#ZC*V1^^FF9=."M]L51Q]]84B=GQIU+:'AG)&(_Q41W_L/HHY$16 M(HC6BF3)S!>MJ[6V_,)";]W]QJ19=#YNO,*
(FO*K8,6JQ");F)EUK>;SAT MG$;[OZ48[&4 M)%W"/5B>!8V[-N69G98F0>'J?GSVET?2["ZC1^H(KN<-;;XTMQN=^GHBC8C;
M97BV+CNE***H$^P1.5EV%,^MLRH:V NGXWENO54ALE,Z+X'OAHA.)L1YU]+G5 M)4,O8S*&O*S86W8GUB'.\O:]W#IKMG-
TR0Y<&72=Z4>3656BKN>;BR<-IY5'MWLV^NE2F:=IX=&@H)2LB\/2(P[SSL1Y[IE$+YKMXH, ^!$)[4]D2,<@^0)RNG
M)P+&,"=W#BW?&UK!W@?/$=)1+M"M:"^]>(.%F[:VT'E:U$"G'N1K@Q5"-Y?P M%&STB&V<1I3GEX8M&)=]-\]9<5>!EX;8B ^91Z
M:!X>+++B"@;U3\>>[18NP_"%81@QV);-)@>AWS0^L!3'5LNX;J-!VIGH"I M%L2-GY1(^";VV!&]!OK!0:902=K3M4)7S">X8_+,6-
27.K8SO*UDWENM;TGK M&N$B3)RU162^+.O((ZV^2'A0X2CG@.OION8P/")W'I(G?BJIZCL4FYG.NH4^DGTG_\"C<3^R0A MU-
;!#Y7QH:9J]$P+X6--*^BLM5=1;Z3F!X(7MVO>B.A6EQJF)TG.7(<(?NH.ML_R0>V!,500-1+X#H053*0E[S*.@=
M'QD*9A*VYM1U8]RP[?'3/->U*RNB&?XMS^Z*.!O=:[8;C!6PU4=EP0(KF'!M M)?+-D>V7'<;A&9>T3*^,>O$H-
G\N=AOIT()#?/$4M*68)F.R+?V=N7LFP1M?KK27OS)2],+C'T%)M*[:"?LXW%>Q$G;"7LW MRLY6?
PA$=_-4H>MCY9PKR\O'**ID5K-,F:"*L\ZT3SI4]&X-?OY40<;HTT-[(6[Q)Y5RU.,B:6]'+,MN_Q87# M_E' 7?TU45NEQ*&!GL$$C_LH:Z2]TN
A5R@7IT.#:$Y#-I&84$9]\,8S(UL\ MH#J(M9QNZY^[C!(/;I"\A8!\9L^A#9HO5Z;H[8&0&"EI 5>*P2*<5Q;K3*:A M>>M>,GHRX]DSG"
(]IAWV,4;CEYTG\ZY\#5H1$#/5 =L\XXKU0!*RV/M4A!1$ M@+=\Q"CFW$8(.XQ1(^H-/^']"7]W D'7V9BPSP5#(MC6?
J,ZVG=BFPV:.D*O6FK46Y8YZ,X\-=UVEI W1/# ?<-OC84:TOWW[#6GOQT'$8MC MP4IW16KV9MF-, ZIFG-+9>7;& W(W->7U"'!
)>O.9RP]ZFE"JE/%F#"SA34" M1#9XIE?\[)UX.:C(Y[Q>_?GNO^A9TNO6=^:2-QX?<\M>:!A)<@ZNCN\NO;A@;"BF)OHX6
M9.YSC%2/;C(\2QU'G/">=.C9Z5#1I0"';"RQD]"3T\]]5M?'QDXZ01%QYX'X '-NFR/8JP[GB MA[@6ND87AP.-_% Y5$H)@J,H$8S;U.4-.
%1QC7.\JJ.A6A\>GE"5X\<=X0B8@#-_\ M&VXBQ/\,$#N^_PZ;=@+1ATTQO$&9VK@3-??KFF!P[?KY1EA/PYC+I==)LBS MD(,"HQ@
,28^YW(9>%RLMPT+&SAWC]Y(.Z_>$.$]3^\9OAS_>SAU[FV_G_M M/BW[DE#*T;#>HHA;'UI)0\)H*GMSVM^=*AO-/!%CFM!2J2+
[X&B]$K22[;'C MHXN3MP0U&6Z2?1#-!$NT/)5Y]VHT"T MD2-E8_;8!8/QA)%8D_]('6W MNPI1XT*!PW8/7_$S:\Z'
MJ5IW+/!CFDT=8A0&565+LNC*:>K(?,<=L8*>22D#U*GV:O.+9Y"-H-EUD]4Z M>P=0/F-(NWT@C2%*-NZ97>--PTC#*
K_PDNAYS_%YWIZ);HOC/LM6V,NN\GW MX>B0)G@ V&&F1H")/ $FDX3"Z#$]'O"1>B5#I?DR*U(]LN.!JJ#1N;!'_BZ%
MPS%&4PFS(_E62=D61E*EI1U9W4[15_V5_%BX^2-HZSVN2TKC >44!"AH&:-X M"244$27F:
(E0U3;4XEW^Y)Y8\OZS#IF5A'WV$1SM(BT>:"_-A(Y2PK&JPMCC M%3L8=/V&P6H?[\J3KN*6+FO:6+|
(4=:IUD%X2E2DU8QH!Q)\'WE9[7W.TRYY M3]X\M& LC]+=5[EA7Q>>|%"?\5A5&A\9X >S."G@@5^ZW+BH/==:M$_?TX<5 M-
3YJ>9A5',J6Q_GX%I$1H2@GMWX&GS;8=1)4 HZP&;IQ$"K8DD4&#S0$P!&Z M[I>% \)_">\=B)*I 9U4C@[+ZYAV*
<<#2%'&J5HV.'/#:/%I<L^FYE %"[7+3[#TTE![M$2[:/HAHB&ME%-3//IB2MP6D%3LS?B85\HF# MC,8[
%IJ9$/80_"S1FZ,Z\W&.4)9N0&M#L/1CM YH-9R@C=1!$C*P(5M)@@A MN;+
<#5N[3/DH+-1JL>R&WF!2:>+VM00#3%4J)K+2B!LUG/0@DMEE+;\$V9H* M*WKPV*3I4-";6[:=>;B3V,O0Y{@3A;W<.;PV13E%
[^D.22PL=0MA1TTD9PBZ M1CW%^.-\D/H$$/!\ X&;?!>.KN575,RE*!Y25GYH+NZ1D07;X#H, ^X2;_[ESZ+YH MLS>^-
L07@@F#A'00]6TP[D=NFW4[M"8@B>@MB(GLZ!_V"^TFF,,M,ELOQ-& M\,#SA#F&W7 9KC8!M0F1M\0#/XS_ 'W0S21LT^+%^72HP%:
GX#QC\-_M9\, M!/4T_\/Y=[47/65NVZ/P0+V+\/,'BJ_MDPT$QTXH9V9TO CY[.WGOX,_:/N' MW;402C^8*C=-
P^=FL;)22O)P>]O6VMARA,PZ]>Z M1CN^=MYBBBBY D$]N[9XEN6QW,:=1Z2;:..Z(8KK'SJ%Q=2(+B,VYE>O%)Q/
MAFA81KRJ'RPKT.$^$88TD/@Q$QGOX'$G*'U7MH^S)7%D"E.H07]34:S+W+*L M1%"#./?7[2G'%&.A0;MIAW4PV[VR/@_>644%PG-
/9ONSC$!@G(QGU=_;MVW9 M="0<>2 9Y)MGY*1-D>58E45_.=T_6:'82V;LQ./;MF\B)LL6"1K846?Y-Q4H M$N+2B2%"F)[,6=TBT-
=N"E*&ENV"S?R7(*&]?R#2@[96X&<^)3[2[3,D\1 MBB9[3E63P6UQ)OL."VF#B<%,##Q!D-[V>PP,=P.-\7QULM5N*W\"1^@(\AYJ
M5%/)L&R!A)?(5;%KGY:O&@D?4>$KA6M]69.$6DR/=EIUB7#QAE]&R%0&AUM>=9CZ75MJF:&](%^DBG> M,GVMZ"WMY>O%MR?
<8G69O,FE MY)Z)'7I@-(H'$FN)2'LJ25FF3J24;Z=8W2Y&66*LJWN'0=[5Z\ST55;KU\H^$ M3KRVX;[6$M'X-:+%60=
[',=E5<>*SF#\Q3&W(!^BPN$@H!B@J"+*6<'@P$(MGZDI#!87+07-SR-E2N#-7EB92]G@ZLP/#\,B\RFS)'OF)HU:.)(7L+0G64,;
ME>8C)>O'EB6UYM\Z9EOTC<4,P6N&0-5,#L\AIR.?11KX:AV!#!X_1BH0!+2J MW/O0AKF,_04\N9.4#NPFI44Z2
.6*ZH>/%=OC,IBHB%EO-MWK1QF5?&@_F:S M2:F[=>?@ !X(E1U9"\:L_35&Q^>C66JR"T/KF[/JFY\,(B\5QKVNL2>S4/#
MI4_8;.L76.**01IM]K;]J'\:@.;5&@: M6PIO4F&+@#DT9(X>UUG883%\L+@3RT8=?ALAO;$(F5>(7Q8;^X5?L_3K0A/3
MT*8.WRC4'XF@TJE#NK^['"-RK7O0<+TC^4V]R%TS;1UVKZ0<@Q2"/4Y8;T2* M0[% V/?RR.FW=60\)2:Z%[W$IHL'7%NW'MT)N<
2FJ6M!ED]f,/;P#,.FS/:. MY'?U8^{J![*"O3-7MJP/#0SIZ9L7KJM.E&ED]]307CEF/Q>F@>%:2X0>GN%D M*RQ'/6&MF_)-CED9;"MJ)
\ZK^OOY?WT%O50K4XH[(F;0C$8%6RQ?18/<-*O M8--VRD4F D&^D.6)\Z[MY#HSP2*AJ ES_;Z^MI9(]B:0ZO*F.[A8)8]7R1]COFP&#
NKE%(XUVV#^Q\A"!XXO<@6%U>K)5 MGIHF("SFM!"C6\3'# L)443]L6K?C95%.R7.43P (SR8,=A)Z O>\>_T!0V=_M>("8#*L70[R !S+"'\
(!",:/);$'@6@RJX7)12<&'(ACZ""^W-00'PQ+83H\\%D!NDW>!S8D"X9^?>< 4 MC*L6_7Y%,7P(2^XBW @*NX,'
F]@U98/GXPO#;H0[W<2^/&=%2/YL/-#\P_(6$IBL<9('$H'BB=:7/2KQ M@-04O%5@&N[#>C CU4T*XU;""/>AC(S*VIQ5@E51-#H?
D.)XQC*4N]IZPV1* M$B;,H?'T<%3J3,J2833RJ^-HFG:]IMVX>I9T48\0SLR_$7VCG@Y),ZYJKC1- MM44SIRQWTNEC8$V]U Q9LG
C\V75,3I"V7W7L%<*8 MO[FZ]I?DAP\?B1:EPFCZC,8@UNJN1?FN,-FRJ9S!KTP+)H-+\Y+C[)JW+3IJ MNV/ =R.%DW:S]
[5C[IAV9Q;]0SQ^U+Y>E MN,'\Q7M0"'^>X#E^6,L;H#HL1L%E#2!F54WB E? +W.XO#+__8O)^PC>#R188 M3T%=\8!H,F'1N-
U%1W863?AQ5W=;30(_VP,A*M^>XW#),')L3.B*%ED)"1R1C0=&"?L-=!R6[+V#D;5/P!C_TI&O4F=X;F!+ MNZ1[7GM2]9)NEROOY
2M,_!+4WZG992&0OL])]2:6JI=,Q3XACN[UW8+._"T- M64CXO9-*#C9/./+"C&0$VA]]\2F=;((1BH/<&Q:BX4791= MPCZRPQ]*8
_=Y7X2$S,N@QT^TW=IG'O[T&2$H$V;^82]I1Q"H&,[=#]88.Z M-S^FGDTSN%9YP9MO0L/7ADN28=L2<3 T#A4V/:#C?
[<;:XB84Q(2SKS[?BF+ M=RE2-/,($X^?;3?E6%SO0^9<%3Q M+*T3)-AH@$IP@,>#O#84M$W86/&@6/2
MQG516.NJ09YYOX<*%ZNXO#]W@0F&[",8TG'7D)9],M!1V2,..+'VE8]E:N)% M?
HMEXK=ZJ9QS3C_0/>V8KG(>?.IA5@!QT&J#FR1&'%1;SGDN%]Y[HL?HZ%TA-M.P=<\U--;9,C7T)%KAB7O0UX(7#X9C-
;8KJ6EYI:WLA$8*ZHCP,=],R"SZF+FX;%,H6SJ!6< MYRCYH(NO._>UZ3IJ29G#_P"3G'4U JX'?38N&LW>3J\%*NGOS" MB//-*

VEWL*LR,4[F"5[%X8%SQ5WM-X> $C61V5QRN&XU#-L6Q.7FN9 FHPEGO MB|IKQYE';6IXJ7Y,3-4DO\C]IN MZ+TW\,'_6(;W$K)M>-&O?^P|Q3P,2^:>KV>=OM6,2PMT88+10BI@ADS!"Y+P MQ_43:+ ,;!P1Q5$QI94A]-9!9/X=Y34?TXM=F9AL%I2/<@G"&.DY^_;BK!;P5MXXS(P"/0KH^;D72,@[#OE>1WX!OJZF^:@'^6/&5P18\U>)MSAG'L'NT'PTK4P\|S!L6OU&LZP]7NQ82Y"OG*TU@:)9JG M%3A$+,*:IWSKU%ADK,;KHSH.K0=PLLV@/*FVYHC?[BIU<ME8.V###NUN,Q$C6-XRK!M"1/!Z\&42JE;%PU1IZB-JG' Z5Q43D/\E4====%^ MPW.-'"=;)=2\CDM-O],]-F==;,ZS^/!;!KFEN93LZ[#YX,XRN\G)6U:9H7G M]!T8P+5E%J8/#97,Q%MMSJ2D39@0Y!LB)H#:5,V2\,B/03-K)(B57O_Z7*S<-MH4\-]ZD+JYIYK\TCY6_WK&/>D$CJ7K9 69#H>D-[J)}0 U:V[%IC:L< .N<<@ M?:+R(.T$K/_"Q6_31S9BA/MLP;2G"P+YJBK8#?G5R/K-CSC=&!!,%0KML3^4>%?.)/[],@5G+:>K M3DMG\WVMB0+&C"(5B,>(YPJCR.;*1ECFBLZ<.W($(B'S0YX+_D.B/,)V4#2MT@PVKF*LNJJWHPTW/%"4@5U<-"-(0 '>10!\%P%*/R#"H(OP!"#\,7!^Z9<)&87]5:])T6KZ)6/ 2+T08V X,S-E63JBD0:TF#1.[ZM&QY#'S8RCLJ LYV\&T+P 3LLPIAOARZKGW.B#UH0$D7TN,G+U+Y@;\EYZ'K M5+F3P)FWL?GQ^=;)%5&6KLZ<74USCU)8LY'9Z_I&FS.6&[':< :9>[-'W6YG MA\N2=X- K3]4844XB6G+@Z7O,%$C5W'UN6CMUYR)@B0*#$7%(&XT_XLSQ-FC MLE3./:Y.]Q%HL01ML4YXJ$R 8F%-M]T$(3QL>)#]/388^{\YE^U?!?2+A-)% ME6#%)S4&;;#!'5,GX5C5J'8]31CYUL%\&6Y#QC9[%D7>(T[T]+FFN71^GFFV:S&(!!BUCS[@E93N:2)QN(QY(./+#!A\Q-3(7@BV#C:J5RF3/ M#6)TOKH-C2]NG.3\ [6HHD])51VE\D*T0O?[LIOEZ:\KU5PM!O0H:$NRT%X{U MTG\>AK:+JA/ J$1H>K95*/2B$DB^%AJZA6QH\[_>1Z:NUX?/(6U=0VL3T(2I) [.#*-@:M\.(O.VGMU/JZAQQ@,7AA0)}1;/SKG:_N<&NW;O8&[,?[1!MRJNML;5M'IP%8P[M'D_N8RYL_>UT4V5#EY118M\0Z'89'GAKE4!H!$-W#A:W MR\&()W=RM6*:(S^,N3]=QGF6!..,J'R[H2'DUYTKFBW:CF"+Z+U"'!++\GZ$OB M5WUY#,=]._J\P^Y*T-'>1=H+=>)6J+O!NT_Y&'V?=^^B@FRZ];XUC/=11L._MS6RSF!YLD*BI&:;O.GU'Y7R9A.NY=Y9NV2KYH5)@@?9:;Z=Y+DUXE*NK)6 Q].Y@J*BB;><#8] MRD KIZ%D?5W5)H 9.$D.5#(*_TR;X@S:G%X3R7TC>("D,S%#.U*L!_?+W^BU M3Z?W%!X0V>IHFT_Y[,O9;3*P'RU)^ZBTWZP #R<_<+^%!JFZZW=[@8N]O*)?M>DG*L/[$:K((10"R/045D#9!2S5I==F]C1 MJ1[)+W.<&'ZZG/_%BWAYPR@3O M6U!M'[4\TUZM$?K2*(.0@T9CPC*>I7'J0@H'-V<<7(IJX7XBLQXT&)NDFR,# M;>GF$6GNJ2-Z=X,+^!)D*K*X3N6O%F-[)BZRP>_65 M5=(+D>(#-QA.+]7>77CDGO%XBY&@NH(_563F;>^J*A[[I,UUQ[Z2)8E88<9S M@W-6,>'Y\\@>RXP%%ULWVV#DFEZS$777;?2YN&3>2),,[6R#Z@R:ESSW/>:* M-0;U\S*),I.'E174X6YF7BEFFSL15UW84^K<(F_82/>Q]H.8!-OGJ^R7$% M)OH3BZ8Z49(D?%I,75U>/F62DV[0V+\I+"S,,^DPS(HIL$")CPMZK@=-GZ=1$.3P? U'T8^*[E#^$3JF:"TT4.DD4 MKCW_--4<4"0Y5@S;IW>Y_0'&TO%IU:=-W#G7HJZ>5PUTS_R4A*NWZ?MG.MP;.MH.!Z_S:ZRYD#F!J%/+1"7-J(4-+7Y\,M2#.*]RPQ(I<8B)2C8)EN=[H+GI6I M0(1BS!B38)_@?62 ;C1IL0'_@/ZX'^@(9I*DYJSUF:XD M{(N)YW6?SD$V!XU*)$KU\O1KY?BC:UT4G^9OG XE:.<^,_72>L>EH>*+P!T]V MVFMG;]K_-+2)CURS,V^(,,TS1_#&\3<6FI%B7=;M3_WY^4#D7B+_F\M,>GQR MC_OR=S'I5W]9.]90P C>MY'IF>#PKQ&V^6D1]M!8OQO96(;L\65Q>0">O[! MY@FZFOJ/CVJX31PLV7X2N1*G>_R?)&9B.[(DNY-X)!NTOM['L!G) 6CMD.P! MOAR#[MP*.O+B79^CV\XFW;O]U_.B3F;EM(=V8':.CJC-DZV(OT%ETHG!;.@-QD1D:]W,DHR(N?)Y:1W028(+RC2K^_"V7?>^ -R!G-F)Y WS*?W;M6*V@]F:N%],S\+TAW\ MW8F97RM0FI,Q\ZUCQOZ1.AY2:+5G4YV0*!KZSTHIQC/W:"=>?3J105;O*'#L MH0V24" 'R.CP!.1T6/'E/^U4%;A:U-FN,-&<07OLBA+[D=CPP)^4!0^K@^C? MO!SMM%3%9FUP6&4YR]?KC1B6#!-_3RV;^O/B(WO1>J=0"0(3M"JY]B]5-#E4M+&L_7S3IF\+:"5YT]V_2Y'?=MF^_A+]\&N"JB0?^)JQ\JF\X/QD^LW2L]#@=M72DGTHF5)XTW:KG5V@3A>JGS*7>I)B2P)^0G"OME2B'1@(?G7E;)K.9M#7H- MI2$+Q((3G>(' ME8.WI*_W+6B8%ZCH#D@_.ZYC+O-$P(OO)+0?:;#^DWAAVQK+E% VX&H_OQ"(`MD%KI$Q0JFAG2Q9%=SL#@ 0TTF1=21B+CJ+A"?C:O9Q1T$]P M+B3-07:,CG(;=BME*:ND%F6&]8LRWGYH/*%OOTS6Y\.@?H&4*;+J9Q6ZXR> MQ'X>>&19!890:6PI8^P12OE;A.8YNMZ%^^I.)X-@H,.[ER^<--:C)8708-32; M(<9TZR)F7+_/OG00#_@.GT8OI"#.FY2]S)+_S$&W&'@1 M:WZ,Z;@:<069"T!(0'1.P5=1$<_=,.^8WYI3W[F\)=$L\E;@V"AT4/LXU$;KM6; M/B/(9?2CJ1OAR<&C9%ZP3;]$^3^=5$OS;,OOO4L&3Y!=/@1R[@L>BW1AOMD MNA^7/-&E((#C,0/1Z>\Z_F?O&_IRQ:MOB2K4HY9'_.-8\VF\!PQ?1KV(Q0.ZM/;Q;O,%O/_.]=DW[PAER*0;=\PJ,?IZW3$<;#WCY8LAJI%+J#(5K78RR$%GZ ME2$;\0U:6GZ&6DJ'8R^0;$_QDQF'%]FUJ&WQN@FC^?S$C^*DW#2?**'):MO# MDLPA$?XU42:V'/G'*^9*7ACF%*^_ ZRYPSCF.8V2$1U\7X &F!DYO\>1HWA3H MK3!_W\(@L1&A3F\1$@Y=!0'|ZF'A3C?+^,\64?(#AGHC>C6NS"AX&+]OX.MK MAR>N*G1BG6R3%2*-2ZFX7GW2^2Q2QB_\U-2;P3>AYE!*,T>Q#IM M7$/)ZV]['>1S&1"(4?<4IX/3F$2*]63<_&\J/TT($ ML+RER9S^,[#$OVJI/#J@I@PH@>XPK61#:W&B^:C&0I_U(>.APB9]EH.FKWT- MJ#|)YXSJT#AN7;KOX&#$:^FOGZ&R3:],\UE(4[!(T$GUL4M4!\88(8W1&Z_% M<5E+U&ZF/[6?+7QH)G# A6BDNR\B)P0FKD8E4 $KPAXI1_ I9A M@*FY\?4;!49WR'/*XH$0^ T\D.V-!RXR7">#841Q\H;"N&+AI:STR3*NC)LU MB$"1\|*0D%Y2RF13$G9W2^,MVVL[7S2%;>,,T6\INK5 R"%IG!=3W/HVM#X8 MV;+S&;Z^:U_+*S!&:ZRY;@[.V4;#QBC$W?#IXY9X !]O4_<+">()8\< M6_0K$[5-(T% M.XZ"GAO1=R]:B5-)UV\.37Z0"?*#F8EM'=ZXZQ@XKJTM.]<++UQ9W"37PP,C M$SOGZ \IVWDA$U1]5<*4;CJOE4Z%LBQ';1H18K*5^<@*+0&D\";<&'0O0>3BE[#](07:?JD/AP>$,1U[MB7;26?[@MIWVW!^\=?CKQCP]9]U"VLT>8G6CPL,"^\Q5O >(SX^#W\21VEG M[&U,O4)#ZN3"[*_8D14QP#$E.!7:VEJ2M_PI<]4$_R#EO<\+ZRN"2VRVQF% MCJSN'!?N)8!R^>M[86 .+1+;LQ!A6!WW90]*]A$'5AD5]^(O81^\OJ'Q+X3:MW=1>3N!_RO>OD7Q@^\=M_'+W3AK4:@WQ$\8\NL0?G?W")_8X:M]>Y ./X/VQKGQ]' MC9ZI2C?>^\BI/K'%#3Q0\'WC598C)"O6M%B5'+1]OPE/KA#D AM/N-(@E\WH TR!;KQ4BQ!D?K-IY%Z39+MHGE)_%"[9WSBTD><2/]NM'JAD**_K?.)'0.V# M3+;WCZ;]]XN;UG_/IKT4UC\8ZSN]:!_B-6A'4[F!$Y]?^=!_SI?F1L-\"6) M6>AJ.W3ZA%]PS.=REBY_'CH*=J/9ZKEJS84RQFH&](PBI>Z^%#UK[FC[!.# MVD_=D.%3#&T;7PX3P=C#'4<8CK3GO2&\D]:/7Y1#S0+M1$Z'ZZ=K]=M9*M$V))A)(XX!:,=PT#T>N=;3V&$!JE4&$NFADHBS+#<,R//7="H)05J/33Z^I=' 57:$%^*!>[IF7?,S M. 8\@%$4"XKK_[8K8UZ,Y?C(QK;"05LP$/;W'>NAD64/U0'# 8AD9:KU]$UYKS3C4(ESG3JA^GA999]I0 M(7O*3ITY-'7]" ,CKT).#$3KZUBN 06;[4BSN,TU8U3*KU*W$:0.PPI,7$9 MK*M!G/$865"HO\Y3;N]ZB M8=YQ-&/(:KFNXD1/F?-XC)4[<=U MK^E:,I3T-AD1U:\Z/&).X!Q'"_HJ\ZRTA^BT2_JBM/<\DBP_OJYC9YW MG>ZC6O.E@P_&05S4^40C3H,W46HUP10CF.#:%)6.%7WRYDCFR#,GM3@>$RG=MXQX]2?I\](%K"9040WCC?"'.&-/;)*6#XH.#,P6AO#45&'I12A?K5-?*EHF MT]NC6;J^2+ST*Q@_^%3>1*,.J(N=P*,M1$K[;TQO@]JG2#XXA7[,^J6&XL MB'BTC2Y?.#]R7X1]ZF-,D0?^,>03]JI/S^[Z0;.]*@S>JS[SC@M'X_Y-_DYM M#=8#8=6@O.P>KQ,_#C:R]=$[A-WF76(M2=],#(6 U?Q.=I>65GI>)VKD#@!('QI3>AQWTAFG&LZR0022&&+N-6*?N2FL MA20EO^//H3]=J&#Z"]?!'"^?"'7B2NPH@QOF-(Q;56S&"JVS%4^(MV:H<.5@FRY0V1B')J9+6VUES-2=7%V9\53R)@1!+'(>_'CV"N,$)\IV.?;H M)I?A1P*'+ 2HU9MBS%1=C<;7E?_G)91FS#)-'I.Z<[#-]@O*W4FN$]RQ&BR M>F&Z(B0=^AR9JIGVLQ1OK.PY/3"->6#'2UJPN\CC9DRK7#'_B4Z8C:#%*(QH MHWG6!/,Y 0:@_G806F=7-C8M_#GTFHT'$@LSV%N(SZH?#PBL4M(0D7=0.RQ_%)T;>IU0:A]2H5:QW"F@;6X6E# .)$=B0<,F#>T>VPYZ7OM,#)GD[DC>SM**M]F7'T;M)"NJ3RBIS;9)(-]+:D+-3"C>XU;H?J_D?R>((@%@XPIP0A;MU-H/J_Z>+M@ M9+0-4?G-)\F'4H4.H:+K-KTEB\@A49S7N>\MS^-?'\O8:FY'Y+OKK/FVR_'+ M)8G(1=]Y\66Z^@QD,7M,1\6UD=H#JR3H5V933]X@_3=%J<%ZKZ4G119\)&KMO2LC;,.8UD[>!&A2\\E'^ 85R+7%@C*O,CVO7G80US@U$4U MC,KB@:M:G8&U9?)G-6M/;TR8\#D,P5WA28[@O=KZ1ZKS>[==MF@QM5^@B]#TP0A.TAV@GW>3W_6LYF*?30?]AMA4FV[G0.UF@M0^15;F&%H&(_MK18F=%W+:MG%Y-BZ[HT7IU8%&0)0(EC638DMQZL$X 3^6J.(JN[I*0][T**2 M7X^J49H.<79 -)]N="(3\@N*+@!7.BZECJ=5?ET7+](D]/MMF^0#OS7_OQ,MG-#\#W6!I[E^[1'V$KMMS7[F>ZFW%"M:-'^%*N&.?X.MLS!2$<79M!:,"$8 Y ML<[>1PI95;>8N)Z(8"HZ:U<7X)Q SW1+Q:-WDFV]$93=4#0@N MC9P)7U@L.%1);_BE0N+CL/=C8)[49<(,#UB;>WNF?C*,?Y/$^"_26_9TM# MLIT(OA-,BNN"T[K1C%DSJ,@8HX)$,]?69HFZCW-+79KWF"4C>4/YHM;F35^[M=F%'OWX#B7KF]?H#BJPG#Z";H_!/A:ET.S7'PEZ^!G_/UT.[M^1JZFZ\UKQ^TQG*5[.1K//]8=OM)&P\L)NQU?^FID 7(7W0BKH@NFP(]M08 MXMV0FW"G"5JU-[.$JU)NS\..Z0L/KYZV3]X/V"@1$<.[S-MOO'>Z,_Z/(S)6^,''1$N@XSIEIDF#2DFR8L7?A 3U:_.3LP1U D1(%H+H7QU M1V'QU1%C%S=1C'FRV^GVNYTK&2W:F\.Z4.,5.:DJKB?O;2V4_H(50,3GN5DQQO[;W>[2?Q7^26&*O M!13W:3_]2WER+^W@S**M7?;Z;>W(TU1X<-9B-.J.JC6O-33@6NEYOR9>N8F M/H*)],T*-ZE%.)>C@-4L#S E1E^^O&?UOEVYA$KN\Y0/I26!])(FZA'W[IP! MLFE&%X..83X61:WZ>M_NQ-(B=*YTPT;IOLR^B>G*Y'GT(F1=Q:VE#!]I2]&- M7MO S+B_T_O8AJ*HE$C;CN]0>H553Q-N5J%/F?02(6:<'L*A&@:UU] #5>QG MZD/D69]<:2?5 FX!TH#T=5*U_^V*_[\=_-\.=G;PFMOK;%CG8]&XFBCMKL!S M'T'&>2D8+16DQ*4N"$!)Z?LN)')',8U'P_3$MXNZQ] 8T6-/*0<=.=KIEF#C M!HQG;4I\^%IXYROTBZ;M:ZBDSVL9Y"A)+ \.+;CP!IN^F]LF.]*?T1X[JG"] MZ7YJK8,DEZ1L.A[8)S#L24-GG&'Z6O?$O9\GDVN_[\;IE_90:6,-82JR&^5 M9:SPJ63O19^;W40[_:OUW_2OCW!TA/!5393OOZZESAUX>D/$BUJN(&<;3NBO MVQ7:OM4//!WT8X_;IN.?C9.%.)FM:.(,DPO&MBWK2HQ>C[?8UKHTER2,S+'> MU5"RIOOE2I;)4.DA5MZ#Y*U*=0\K.+<#L4JH;1E.'#4F?7.GVWQ@O>*O'XT\ M(-#>*\%\PNY)6OC#.P,,YYR)W\((G(I6X)OD!.U^+[KW4@!*%P_<%5"!>\6> M1 D.GRJ+TT8KY):LY8R=S[I>7OOMX2)W*B3PMW)I#W&!E4$;^C]PF'"*F!-'-6,,PC$X>5=&-><4SN>2?$"\-)&Z$ MG'A_-_SB^*/W9"O9?5M0E9VF(NY[B[&7>DLM,6I=)4R%:X-3K_W\3_F_"_[8)R2V M,,[K'/3;$/TS"A%[&!FW';=J!-\OAX=-V7&TXP=:=DORO-W11Y0C0['2N- M)BK6.UD-$7-.R6[N/,=;C>;V4]SC'^IV_G>AO0?1_#0'H1\S"%;K(\5I%?P7 MG6-;7R';T/IV:U$-SN_>-)U"LJ&/BV=)-&PBZZ,1TH=6)+',/'U8E06E8EYMM.DDMGG!R,\HS-_QM+$-5L8*HE.JXHQC<>*TQK0=#'%FMN/0(_'(U5W?N&'9]M.?%]KK(GD4$ \N'&M6ZB]6LEXOB]H',W4/PL1+U'Y,94;G_K!S 3K2 JP]>^=)G6A4;,4YI#C; T(R]?4NE_OW5%KG@@2;5 &1O9+J?&WE\\:!#M(M)$+;^9OVU4#_[AK_>,8?+L&7XOSQ0#[L<04IQKP;]P1GN^FZ#%^?/K]4!+H=0DZ%G _D_XH'!JC/PVB]+J7Q\DYUIZXIW:?M"PS!5UX.JF75W(N[%3%*S\EBRK6>&5>KR7ATJQ]&CBE'4^AOIWB(#;F1HCB0 MK=&(T?(T'C +_-K_PD%%_/"!=&"K_5]5F_O.IS?A%4;T7?*4"&R1"^VVTW;_ME8.N>4*0D-/=_ K^[42S+J'.?&$MP.W]ZML1;#B$(%B&\))XBMIP+YZG]Z^W^ M[SC9J6'WW>X+_QNC?_O-!#@J< :TT*^^D2K#;%,F@+*OEV U'<$-X@#X9'9%C M+0ZO##YL_ "U$'SNDE/0ZB$JUX>)M\<"MFO!0BY3DV]IDCTXYXPX,.&(5'ND

M=$VH[DP1I6K"K-ZCP?+FRVR\FEP/%8Z#_]'O4'WU#[FWO6%C2E!S,JV]\U8X{67,\JTO2(ŒJVS/8,Y M^UG/G6,T@6?%A!@#TG>S* <:HV&8JF8V3/V!3Q_O!)[YHR6OQF/)G4]\##>RW MU63NE!VI8NZ#%C74'<{J.N7*HXBK=4K% L4]M=#G$MAN?;DF)4,7LO1N](U9 M.> NBAJIY63%O$-\7$7RU2"MD[2X)16J_X? MKO]W<#@%1;!U@J<9OT](^O>K@3^YU?Z3&;-R$H5/!^OT M0O4]ID!)RH+@:= M7(M/VEL$/9:%5L4M\<] 5ZN@X1 =802'F9IO#:N%$O1!P/N3QY.O7\3.F?V# M>ZY.]O&@ L6?WE&],=Z<\9A! [%JQ2C5UKSD0?.BWHSX*A>.VT+J M/8G'$CQ0*XRO3;8$G?PK<8R=9:=0BV.%6:,CE(.Z;"K1?%VG%XT<'1VC$*8/ M64\9)MVY,LI^R\9H^Z]O.LB\,%QKIU'6/I#5(;DU<^S%MT,8=QF!E)FBD%1< M6]<'\PX#]PW>\(#,K\2E+)6,LWC@D QC]ILDQCD>8Z:!)FWP,^L<9]5T_0I10]#_LGL;8QC]-@P'\''%/H40-4&ZJ[*PU#&6=,!X> M[>&%U_]]WFTJQ.A97L#B_S8SD0TGHH]SNL8A'G'),,E)] M4;AN\R8AE.@87;CDO&7?3_@3BC&"?BP)^I%C2GDZ5B954>#\:/-I3D8)Q+4I M9336>0 [FZMPZS_)X+COXHMZ#1N$_D<'GTN$1Z%9P6N*E&9/MWN[T\.@^(IC3IO1#(C2C>X=YL,%0]82N1"+B(CW0>\T3?AZ MGC? R=?<6_8\3][^,+5G32!%HGE"B%ZA@I-85>^Z@)LL3APK*ZS.>#MO-,&RD MGFTZ8UTB0M;:LR)10^,;!:Z& M-RM.V0NL*0A(&DI!+'8]2&\ (%[/,$?LN#_M'?[TW^3&_S5LB>O<7/'_K[WOC&HRZM(-19 NO1I2.]0X! @B)%)*$9I0W?_?.G6_F3KEKUI0?]\?^ M]Z[W.7OO<_:SGW/6.@<@$%ER"7 DOX@1*89A=]C;;4K;+98-X[7C&:4U17Y= M46JJVIT/X[;%.25#VKWT/@GDS6J!99H8IJFN+?I'5RU Y04S?B):S0Z[I2#2 M+HZ1IE\F!/DRG!G@]3K&"Q40Z%8)L>F]OJ=D/ZHCQ8,'UNC;K?#B)]=;\8__MC(Y",92QS12?-'SG)> 6U_- S88HBP]C!P6*2#1R8XUPR:/9WB\V=0;#4Q; ,[/;W]]D:$ MIG7M-&NOK#-OC:Z_<$P1Q]H3/=Y#B13K?W0L3@=OX"U>0[W5- WC047PC&C5 MX'6WLCQ1<7,?9140I9< 0ST/5FEQD@XMQV<1-,0:;_]R)]&+MCF5-ELIE.CR MN!>]F*M<#'>!A068G+\QJLG1,#\0&%E_O+?Q+LQF BV WXS&_=H8[,=@4Y_.MJ.)WG%AK,PZ4+2B=.U!,NB$L(-QV-SC>J*R\!GLF^*? 5V.\,8J$$? M T%^9X1?\17*[;(L"1(6VEK'.2C$>[>^>R\2.U^^%K]8/I^.WL99ZKI%Y2A M8/- T$0/0MTX/E%]$(2[A]_M=Q#>!^2AU#FZZWB8RJV2S&4&9QF%B;4YOC=1! M\EVSJ_# >PFZYV^+,1?;IVIPI9DT..5O#AH!3$=>OS-@.? Q&:T.+R3FGU<5:_MNE9;6%SNR_^/(4C[[;[<,*%I K1OWC>N'?J!4(BY!/Q8R]^.Y(O?L)_^V;YG M/3V_H72E%.S<94'B.=0+P,))O;",'I&#>Y5C.815(.F%'HDL:"5A1#)Z31 M-6CPTGI:#/"H2YMET.F#8$/JK='.$A>#$Q| ()EB6VO4Q>0*\GU78'"@7MMRK ME"HRRW=H++8V8/,8$YUZ-+\=PL_X4A(QRT/6-NG)\G# MKV_7PB Z7"KG2?E5 MN $A!% (!^^*HL=O?I'A?Q>XYLK1$6QC1HYCI\9ODSE8" 'X@R0XZY$(&]9< M]?*65[U\:KOJ!WU+C9R2,O\X&E^VE0AR+L1O]OS4H7WFAN\L4? JK/UXY<> MH*_)(#5H^(\^HNK/[VDFJF;7!M71=1 ,5^D0X9#<(P:N((KN3O6+B)[ZP& MXY6L&R&NQJ?KRYE)^U-"E%X(J!)K (I2^WM29:_J8T7(EMT4+X)'_OE3"P M.!/?@--&SG0J7HP C=3 !; !J.MG5,ES'_D]E7Z!JWEDOXDFDKAO;/G*30I] MW^[)MZRDY9G(V^$/9H[>!]]KQCLEE$..:(AFFS\Q*O%A/:L U2QVC/7^5" M? =O(Y^YU7 FD4: KG1$8^J5CDBF.R/[J^X$;NZM,%$^D'L9"UK9.$/"6^* M8/6&&C?Q/GG5X/N$G[O=38I^8%&?!;$, ^438^,>7+^AC.5(_ADV2SVGBDCS7 MCJ[_[!C_DQHY^ P.-N,E7 +L*_>8&C"=TW1+"UXGCB-PB*0U@6T W4S^E&2 MPB_?NW\3Y+P+,0O^*0/3^OB8,H6^>EQU?!O<| (.08XM50IME8 M1VN,&H_$43D8.)9=5/?F8R;H#8/\]JCK(?>:T!Q[N3UY?UY+] TWJ?)B"'>5]EKS]Y]I+1C[]"%# V HH_8[1]11IW1C(U@[@ MR]^.^B^[1,7_*Y'7S'"5]B(DXA?TCJQ_Q:'^)S@-GOG4U00}>=_I+;P=;&_ M[+]32[F"]DDN_Z5B6F=],^#_QLW_P\!_5?!_XWW_]GP5>@O\]_/"_#_X?+>)_%_Q_;>[_=?BMKK^'?_S?__?[/W_(_R(M,_76E]OGV2[JG>- Y&#VO^UKI&02X:,SE*W$JVV]&3H\S^,Q'!+ZJQI!3=Q^$ MYAZ5?P!/@=-+)%/K%E7JU//C[DI4ON\NEM$>'AI4*-(#N&IC)!G& ^W^L3_VX M61=@B$*KVLXK6IXF65+?Z(A7WC/-ZFF5;YV&T'UY"[UZQU&YOITM-/?2^ M90CM?C:@[!,.N%FGP1FN/!W) GM 0Z)WB)B_X]: <&59"I]XW/31M)%$%6/DQ M:J1<59<$Z)\\X_U`<#?)F3H*H[E5]5KM$O"P(8WN3LOO=_G7TH6S3&MQQA5U>D](3S6TD/YQ4R,.5N* M2ZW3N07?5YQ4XO4W88T_>BT@SI/CP?$:0QIV^&&[RZ-FZ#')]ZF+!)JB3<(Z>'IV M*/A-@I/"+ ,\9[^9QUP7H[L92HGZ*$PB3_26)ZZXWP/BP1V'#'I59(]>?72? MZU;DMMX 4]KBMLEY7 GYB@0TEB)UB)]YZ'4*NUQZI_; SX8!0O &RYL- ,UZO M2 [P=; =#U)U3..D6RG\-M6 R>1P"_85M'0AY!N2Q8?*J;I4P\WKT[M.KD.M.8[F2% <1KA2YANW7AMK&QDQEO58UF4_,*5S/'@!ZOK\+&/.FT>\VF*1Z?P Q;;2M!EAYCUCXB]8*7YO#TDBM*G\D(AY^;X>@.E?M?O& MA.2Y3V@)GK^''E)&XWS^5/>!4I_D))]NPUZ/[YG21@[Z")Z2AN/29SHO^@ MD9CY=(39?,X5/2_JE#J[A[]H.U7]7&" D7[>I#*BJ_EJ5X3RY7/4B2%_A<4RC#JC8V=]QRPRC.IT6:X5M?ES M[E8FR;MO[-%B_EN>)!,.(F=AS@GH6U#R> JBJV@UNIS4@U/UBV>@@YT>0=M+O MBL=NU'WET-2G8\@%I=+(647[0XAU)/O4<=M;D!F-4)=2XLUXEJ;.)L3<9O07 MPXW1+!&# [+3"7#E0'E,DL1-L>4 .;ZTM+F+F/,RT/*^9FM0P3]ZRZMI>[Z68N MR-N:8=*Y1"X0H:E]_@X)IP8[R4PC]_1WN%6=)R7#U5[4E7:/:FS,) WTW7@J M*/%499+\)O34SL!-.CY@!$X+X1&!),I#92\!]KP>2,-]WW4C%^N4K@<5[(UN MEITK/(^[F"+]GG[<543$XC.BR4'[PS.7]%:5IKBC"VG M*8B#S?,WG?PPUXV*T)/4$JE\B;JCUTMUT,4N M<:ZRZ@A<^H^Q$IAF7ZA/-5E;B*IM54TY4P8?M?0F0Z/A!8:-IV.+1+5?LV$^ M&E--18#TW]YJ??\K+C#,T- =M]FP9!D0^-12@Y,_4.E2I_9TILVR@$(Q9Z*/Q M->?E%)I3N',KN??/MUD6VIIR3D^&>24K*V5:;<'UW+ %HO+(SZ'0D^B2+1QA M_(#*$UD>P;^],?.P.?-NO'LV#TOXVZ!;0]"\L)2%!AA\?:\]&HJG))TM>1_N M&J;^=72J5'%,D(K>Z@)'I%1.B^>^Q^E#U!8/=QVD@ZHO4A2H>7#-AN 3+Q)YWA):Y?K_L2"2">&Y(47*G(XU 4FWL_#R3!_3Y0&]>9*SDAZ'W/S@08O ;R*4Q^?K!J(M_"G3=(>MGN?,5] MF!?@Y+L=)OQ^N) ME+7?#,< 3_)HN[SU)C7H"$Z[? 5/H7;1P5]VLPMO27!#DSL/:^ /;)IF,6?DH MH;E$)3DF!'*%HU1CNM(7E63JFVM]Q'L%V*+ MNTD5!7EJMOCIRZ >KEU%*?D6 I9NP#(W[& (&!Q'%_"%;[_60KEP1I5 MY$(K:XI"N0DG-Y5Y&F_-<-G:RNH$*?'XDF V=5(*IIADV 5M"RUDWVSS3#;3X@G=$)9M*GP=,, *GKSZ-5H[^-\>; (0]EB264W:.;,%#8I+P&U MP)>-/ Q3#6;L7BI-\4?D(9&?U\5.(L2%V7SWXMX@$/2\>H9."&HA5)I[!&WBB M\6'])A]0MH[@)]J50O[FC&3\UAO.J2>4'H[6J;'D2)2,OR%# ^3LM.TCB#DW!X MK-+!):!?'S&?QUQ35]L$99F>]^1_H/@[JR]Z\^$G,MO37 CJ'^B!6'%<66TA MZ\R*$(V%)_SY%HNR-?BT;9^I4-E.KW]O:O6J[W1]YZVP"XKTGGW070\5I"[[MDIG_(D(_U$9*Z.6N[]MWOYT# A[MZ&3KB;W8='PS?*:*RR+8& G]M BK=*IM MGI4VL[LED*_^,H"DICQ2B9"%@<H#O.\+ZM']09'RQN).&EED B]/4@IN_ VC]J])CLUGOFCQ2S^SQ\868 MKA0X+0_7]1I"UH 8>0Y/Y!W#_%N5V""<5Q(BF"N M1,;&UDTU($(R'NY_^@A\M793RV!!ZGS.B]NL\ZU!14'2KU1?(IXV'T@FO7IC MKI+#5Z7JP1R+W4? -.'7AJOO>2E/"K"K;W=8[%'\Z/G9:+6N:D6+*("YG[ALP M_/SZ(5'#DQ"%G>!+ "!@.U+ =9U#_3A=FN+HG__F &V?8Q;?[",)[^J[4^ M7S81",S8[6^+@0\$)XL[ZGO$-W\MX."W7[^66V()3YU?>>Y=L2RB2&=3.#BCOE M-M\O.DJYP_>DHPNG&(<) P;W-CZ%-> [W%O8%GY18&_*!S(/21;_PRH(J:VVC M3E:MJ^#>F0N(HN._ZXLL2*KKEWS\W.JG.;DBUTOKCE5($ MZ5- Q3I7PV5=0,F,Q*1F#"^=2D2'IGW]A:/?XE M*D902E-6]O% <\N90GOEGP[$6#7!ED>2@+^-(MWX0G/E]R\!X-TQ.:O9Q[$] MK"H)T? *2[M*T7A?.8>4 M*]96]1>N[=S?5;I@3\-)O0D)CS/,-3SY*8CT_/$AIIY/T)R,-T[3"[(*[P^U M>K\?(R6?1^L5>KP6O]?0.%OX@1)S-TZ. (VH&@&'WVW9*9+@]G6O#\'VK1P#*5 M+31_7M^DW&@+I,Q>Y\NBDSF[*?FN5;@KSLN,,?QA%@B!0ET">CGVXZO4[E3;_M? _G&ZW..&WI]VOC<),B[B"CJZV0\],UOK. ^(E@C4:VE(HTH, MK_GE_\EE9< 0+;-(;J-7<.:-/VG! [_:&,GWE_('9(B^YC%V>:WJ]D62$MY^L%NBHX/%FDS"&RNDC]1]Q ^_27ZY.S1Q M@UBT2893^U\Z8KUKY1.95B>]5W<^(9 M^.CT-W;509TF #SG/#,Q]GH]' Y:HM5_6O9">_]*OR@*8]B M^7]Y$,O3EFYK=(O#P7[P:EB"T^Q/:?G3K#*OIG*%GD$WI;>^/IR>Q#)?,V^_ M$A;,:IJ,6M:321$?6>6_ M.3H:/NJ5UZN9'GD3=PE(;AA3ZN-0/RG$M%TQJGU>0J6:@49!RORTCRNIN&\] MVORZ39#^#*HMQ>/$& (=N^@#RE-OMO&E&F[RT[QL V[<$K2%SW+<2+8OUN=9E MF:'M[]TLY[E]\L.4[/M?^K'?\.]Y/#?QR0P)WRX!-H=Y.=4=@!#3MZ)'' XI+YQYVFN[']J6=T,-BIU_J?:Q M\(A.^80+$\.LQP^X;^R8A/FV_.1BMWHI0A?=T+RCFK05 %\"]2*LLRJV:*H(M\;\^M\8A3Q(QR6\; (,+*WZ!]>L]H%9M$7ZE"7#$)W32JF+PD:36CJX.+],F: M2>7]-GXI0*#.LB8D)\ MTT.J@E0'?IB+''2+#AB->8"[ZIKBD&ML_9^*BRJ- "CY_:FSSQ8"E/L_P=0DV MY=;NK;[X82NU]R'-#]6VEL!+<[06[T12BWOU1F'T#Q3Q)6,X %/$;\2^+ '@ M=CC)I\L- 5SBUA7#XQLK'3;=SE\/Z\W'UL&KS606@RW7WI%F'"<9RF12)3")Z ML7PIS"#;]QDUZ.D#F$$O#\U\8(2*[]Z8\[WIO>,0^>N@D189X#? O80% ABP/ M\ISDQ!%7DG 4]EX1M6_]*8QKSV5TSPR4/-%_96="S'KNOOUV)*D+G1\)#UZ#*QG JL3 ME!0OQ.NZ9B3SIR2/:=U8S=?:!DG+9Y5/N:,=<_#K-+U^.UP2*), M+W@YD'\^Z2KG*JO]%F1IHV+K"?!.12\QIX- /W2>DH^6E&9T(,IY3,,39(BQ2 M_-SEEDEFO)F*W8H0WUWZ3&5WC>PQ@L7)8_Q^7)W4ZW]Z&P:^X"(X]U@CXBN+\Z@=%.8S*NQ7 MQ-;LO_2/R#PMLJ47$+WV1_@=\%S7K.!-RU:/Z62IAGT$&I^PA*XT#PHSDS7@VZP)]>N^R4$A9Z4Q4+*DRUR!RW54A=<-YJ0X3< G@\?K#TF*V&RF-)TOVPYS>43CMQMO: MKQA2/T_YQ!8W]+9BFYI4$*7NBVE*>COH3*2Y<82--8IED\F"V@W_+<8_^MV[GV+Z&N9+U6 TF;:P MPMM 3*K0)>!!TZP/9,;:7+R[RP29)C7V[M#X0Z2:%C!M30HE$I\)-9"+5? M-_.<8IT<^6?)7]TH%49$# [YDCWR=C@0FN]_/VBDR4X4_PW]N/76K#5IP_OG MY[L>D(-"ZX[Q) WVY4M>+9^L"+I2F2O'7*'+GUMDJP/4;_MG? 1O,5_ND4S$5[OU!:0QR#9KH#A5I ?TS6>=#:K21]*4DTN-_HU&N5*N2EC M>6?WG0<3T3')V5U<`[+5\@$AQR#- $41N:C#+3Q/*MLZFOX\FAG'Z&RGUP2E M.ZN+(]A4#O%=+>!8_0Z]Q O 9XK U>S?S[E^83LM"0DXI7X-24)B^8Y-)-6\ M,&X_67Y/:M4[(.Q<@T)>%T"T'O2&K2"!YR'DJ=QQI6/8B?><[P7SF>E,3L]) ML,JOYVK>@4R9%O2O3KH=EYL]7APV/? 8.8B3X:_$:"_>MD8]@6M1T1R M"'$.CY5]Y6Y&]\.44J[4RYH6WBQ-&-?T+.!WN'0I(=VD T0%@0B_0 T^=LDU ML?4@8_MVJ!@SVI;T-M :GA;3WO2C1%4"I^6CP=>(^-JFA<)YM+6)ND"2CSY_3*5B*C7Q1V5KX 4-H:F]8QH-1K]@B.29B62[+GNFGN3+^QF']&F0 M;WF<9TSXN,&4,R,H;^^()OU8*0PUV,^"EG^U?Z>_MV%/U98S94KEU.R%,,6M#D\8+59S#4_]1Z#OMK-MT?L5)8C8Q?%=.#A(5&H@ MI=:A]$[W5<:S]U/E:62&3\;\39'TJ/.6L]/F&6BG3F*:&?U/Y;49]=VL5L)8 MD5+:&=T'<*YIPR-L>=AN77%;$^6P,8^R;->H/DXU7% M):2ZM"5N;* @-PL4P47M6T'1YH1@#_+]PC9&&[W MGHM3,[QI,MRMI#GI+MP/]YP[]V[:QFQ-Y[E I2+&@A9&,Y5*4?CM7X5R8'W MU ,HDZ&ZPBFG'9O3&/\)>#QNX4^368-UMW&*\YO!V%-)N)/..D"1J0IEV!! M0!5TL<7<\T<<6WDKK0V(T1!\;ZO]X^JYC?6Z1+#*7;&2- K9YF+F$.*2Z09* M25?NX+33KO&UANLL?_A/'G(Q MROXSNEPOE5OL%JSB>7_ M/)*T^8N@2X[7,8K$/->E$)\0U@->U"&- QF1J+!;;;"QFP6O56C*390/[Q) MS/EK[$ FGZXBW -_">AVHL:95F++JQFW%Q :.7[<1;.(P%D;2:[QG7)V*]^. M0P\? _R@SKY\!4)=!YQGH,8WBR?+]FF8@;A5UKZY?!!(0XFA$K?ZY^D6DP.5H M+E]7(IXQ/4%- N@0$7G"BG):\B4P>3A)/U9\^''LLP(9VO4:.HIG,WA_AO)[H MUHPKSI% 4>#:TXE?326FG*=< B;4!H+P%Q-,U.B"))$;?SVQ^)]D#G$3_;X4*

*M]C"4YO6QZL5![!V!0U8S.>G7(0 IN5]IZSK' KG9,R"T;E#;I'&66)O^: H; M&6D\.?=G-H$&@%U!?DMSTCC;;O,1U^V;P?Z3 %FS]6OW<=\3 J98MX)"Q],# MFE!N7UU 8:_4_%GI;2DG!SET]B+I796N@5'!'O0K# ZHJ"L+-MBR!<_V8{ MM#8"&;D%5;{<,G Q0"#3V,;:0;&1BBZ5\7=O+RJY4*+A?(K2"C,*6*\Q?B+ ^ MZ#SL;LNI3S:<]RU46?\^_]>4]2@#@0Z] L*: 9ZV]]JS-6*]>18IZI)@'B5 M0C+,ED$D^/";*2R?-B;)!TK M15OPMFNI2ZR$MMS-/\+_RB<&-(@4O+?Q0OY% ND'-W*QZ^3LNZ@HZ?O "8S^ MSI5;D^OGZIX2+% <_>4S(ZD-YQ!ZICGG8M9K0R(ZI#?]\3%H!>2'[A&(G0C2P MFGZ{DWO2Y[A2?QLJ7V{(L0DI)OVD3V;"1;U.&VI.5LD\B@[7P|VE)99"&'"6 ML:8SZVD[!VY9?DV)LRIRI2-2W_A2TO1\M0.95]O]^Y8Q&;J%44^TVSIS+"_+\]MTH?@R;L]%2B^G+S,DC7*>G?"CY*)080T?X6Y0WR_ M\=O+@#]!V\8&8TTES;_R/?JZ&+W#@9@Q&RRZK(@P.$ /[Z&23EC0J3\-3_<) M_J@3E&&H$8D;Y0S2$\QC/+X20JARL_J:V< 1[@O!KJEC2<[[<\)YHTB0C;CP M$BD_VT,)YD+HMW0G?V=O<:[<6&X944Z>1VSDQ4;<^F9,UW]S2%HXXM9^B*^7 M(9=3#0QB%>]#E/Z$UG34SMCOLEK>,IU5^2Z,E3(LM M3F'2C])IHC1H6O +Z6ITZZODMM-G(/B&;;@'V0<,MQB(IILJMJ;;U52"$(MGX M^0]\H6FQ2^&3N^6MUBT;ZJH;-;C&#QLMR(Y@8_RUHK1LWPHG]*M9^9>))Y#<$ M):D"K4@K)]\;MWKCYBD&TLW]O2A(TF3T^)]CU)*7-/#^<;+K[$0WO9=D.-Z M"#Y_-K0CZ#>;E!!=)W'=C]U3C8(M#QH'UJ1XU;W? 3=@30.=4I.= M I\QE0S?M7$7+P\^6NP<:/5G%-P5CL70G4/IY]5 M0*AWP"M\E.:IKJQLMZE[0V%S0UP"9M'=[3I32:(AA[=T4I@+I ES;,:GI\A' M6$MS;R/X;J;WWTA65I;$KSA*^+W0'E%[!?_^(W%SOSNA>D!#&N<3K@G' JTU M$Q VJ8% J7WKN88K#J>7_,A@KZNP/[!6- $F"%KU@-":O4.PU8>M;-3?0?N?/9D_E=38G# P^Q? M^M4"SPQGX\V=V040>YW$M]+/Y"\Z*B$+?RI+DLZ F$I6R[IZ!-@:=:J8>E)\ MG6Q4GT!D]-M(52\BR";EZW<%#J77/SY24P?\8L\WF$C&[*?LG9HJ?CBO+8+W M< 0\:5\$? @V!0UR_7@(J!E&*_EULRZCFKN5@+,U^@J_K$(\&;M_>7{BMK!U$ MY >R,O7W%0LF?%24!M2F/E+DCFE6.GEAI\0%(G3JAY^/]A PF%OI$]6#;$; MCE'&.S]'.C/)JWCG,D[N%2.HN(V5Z@V"/*6]%P+MT45S2,8GC0P)? ;?"P9%^9X\S;\JN7)82=>-W.H-M.DK'84P>PVXP*X=SSR()GY14[Y6B]]5M(R/J\O F2$'QQ0 ME^UUGCO3KE!,*'=<=K*;\.<@A.L1,S7FSKW0EUVB-V-W&?N5H"!RLI$U? CLW M)G5P1+CU$F!,&DX1ROGYS\+@>YTUVX5*-=]2@@UP#OD5O"FT*>!Q(S?0 7I+ M\ OM[A!Q8[O=1H1GN Z>U*#? 201)J(9B3935I#$0*V+B?9IHR@*>YEX)2,! M2$+&4EW%^]K87U2/9;Z_%/^5=+Z8RFM90!(HB&)"[P$)"&[& D>_1Y[%*S M/H'2B2H)"44S53]7?U@ I94M;V2D2/6+G>M%5)L+<*5P44='6TSR_1O/O_R+ MS\)<+OT=4$L#!!0 ("T^+EHOW K(]ZL)2S 7 861G;2TR,#(T M,#DS,'AS,3 R."Y]<&>\NG<\7%_[]{N5!!&$Z,$D6G31NR&B!1%$B?I-$"V(M/NH(T8D6O7>BB]XF>A"]16<0/6;489@Y\ ]WO^_F=WWF>^SZOYYP_GF6N/\S> M:^WK6GOMZ_]\UQ[L+^P:<.^YBKH*@(_>N7N7] XI*1DYU3TR*X!/B4= B8?M M!4 X/V_A_:,!_VIX^#@?;Q,1D]PAQ9W0<__QR,@P"UK;1:,[@6 7>>L:1'*'EHZ>@9&#\S$7-X^H MF+B$I)2TTC-E%54U]>=ZK_0-# (U>&UM:6;^SL;6S=W/W\/2">/L$:?PI)#0N/ MB$Q(_)*4G)*:EIY?4%A47%):]K7N6WU#8U-S2VMW3V]?_\"/P:')]>F9V;E? M\POK(W-K=_;. [M[R..3T[/S"]3EU=]QX0$$>/^C_=NX*%QX1,2$A 2_1T7 M'K[7WR=0$MYZ)'2;2E&'Z(W+?5;AC\343^/S:KM(V$1T$31O72?NT+*+KG,@ M_P[M'Y'I[P46]/AKLO*I/^.:P&X2X'"NWD$E 8N-'+C^0"_@\97J4I%HBX MMLE#R4_R5K]]I_D+W1AU/#ER?_F^5+;9P? T)QUIL7"_RV_U*6)OD[F_I+]+6+:ALG?,';!BU'#UXN=ZX]Y^X!K'=,8PS$K+VN_LV(]IO M \0("> [W8B1;@4%OU6,>3559B7S[E1H4[^!,S/[;.KY#F+=Z+\I+S#)LOUKM M6";'8@4RIS15(;]XF/5\X8&7=8JB0M[@=#7[*TPUMQ9^4<0FQZ? OLZD M6,3(Z:#N3^#I]@JRYNL0+MX227YET>VPEYIJ.*)-4.K M1,-?[0'R".? .C%FDUX6GL;.UFGW^M8@^.TFSO5M5H.@=_%1;9R&MG=@;H%V M%;Q.0PY(+,!J+I\3*U)\=;[CWU%FG[R@%3*RM;EKY^ 4P_[MYZ+^O;O)[*?X MW]IY-\PH^ALI?'/MDUM'"EWIT^&CBJQA %7A9Y38>BM%B)^."UH* X44=V;8.$G.[6"?NE ;]G6!LMY MKCR5++\+S;!9IRBL=CNT!G+7@$GU^0 M%(=L]^VO^@O8ZTPM^JRR_4)E0F-HC+E9*>I$H\@-N4CO3T]!M#WUHA/KFCO; MIPM(NI=&!V9%((N*34'>5C,'!9$/XBUYZ_<(O1B 9]]KER!!XPPC)$O&^FEC MBEYKY*! %=7D[=0U=9%,5NXS27BG/K(Z\%KCZPH]JML%\A:C5 HYG^M]8M\M M='[?_]YUU!"Y?N#3,_&G9>[59*B5C;ZF8@WPO:5YP$:DD? UARHR\\X"$9$DMU F MRB^A,[01/PB9XGSF\JX%@RPH,:.=X,:I$MB,ATR:X$-'^<,5Y[K!>L>&\&\M M'@#"RVI[(;/;M4\[0Z-0&C+J+>GZ>KY#N^#O6R0=G8Q=$9=O*FC"56V MY",,9#?U,(T3,=ZJD[S=R1>U;M$K2% 27@^],[+:8^>X'BO8<_7!1;Z1YIR0 MEE@N>/4IQQWII,(Y=XIP7@2F1ZNN >GY;4O;F[]R/A0^]+O?@E_VD]&GHD(% M=+@W4^DE2DR;A/9FOER8+2;=_$;" [9"$"1G")^=K"/;:R*87;BIBG*K^*58 M:1[=53(L'5'$,###4,CCF;(S((8;0P9]=8 1F#\]D8L!]3WTA]7W(NY.=J1,- M[6#;.(6P9 $FFV^OC%6"*U!Z_6#*0P]M0GO&V=IJ\XX_;7 '-5HCFKN2,9K1 M7L\L__I0@.ZA"E.*LCH=G>ZW)<(.+/!.1;H2@^?MGC9^LZEM+5?E_-MP- /G;UY!8XQ@B-48 M[9!&6T;G*.?ZKD*[Q@O:DS:!W!]-@N<_+-]Z.?^"=(VN),%F\APYH^6;=.3L M8#_1Y';)#P/TFEH.Y!N"J41:#L#Z? Q]6O7BU:&'#:W>,Y;93WL)=5V2.=3Z M_.9+C5$+%BPHK7HP!:I:>]+]\KUE*%JG-=DP^<>WFSR!5[7*;!]TB6V^$['1 M.)B@E$M1Y>=0E,VZG(9J>ZC:61':?2>/:OZ9^<9]<8HA.M=&>_EJXN,6;>B^ MI7;%J.E2W.*6V^ZRC%'MC$WKY\F]!VF.'$],V35)0A7P? OW:^25P,3;++P4Q MT-?Y!*5[$0^)4@XU<^@UYZ6-H6YB,>N;=]!V:5@BJ:\,IR'1]17K7EUNZ18_ MR"8Y\L8@I2XIL57ZR=F, [&C34KSYBM2&3?3$M*&0"?&](>[NCKJO'=CAQB(^/M$OY=4GY:5YG]_QOI2LJ)4EBU_P=YM M[X.=P;E#G6&MN9V)H MWF4T7S%:FU9ZE2RN+@XZ>S@SC[07O(]__G%BH(";GFW_I5TZ>4[>?&5QEHUS MR0+G\\6%9[6L5^NO\(Q?O:SG[,5? %M]@N6F=:L_+W$0.K.M.*/PPOF69C05" MN"->?_!F@1?E!SXZ3IE:%5V_\[%/71EXQHKGDLUU_.786X['F-OH;HQJC[1* MI>S]U5U/KY/% [:'DW\OLD):Q(35YMU\WC*/H7:5=Z.\4/<5*)7D>9&OC?,[',.M-UVY1+I.U3*-R"0L<,TAO;KXX,?DZ7'9^_'UO&8#TV0;<"_%+=7GQT=1H(;L MF+5>|>2K2/$B5E@*$S<,@%+*28K-J9(8P! 36QLB?.+X$M6\H.>WR31F8;SM M>$CT>1- J9,.A0[#+)U^K6%7*8)IC,L\$\B5;^*!9DN8*#^'0!:.4!9=4#O0* M,CV.:%#5?.#+RW5X")>[)$T&)]D8)Q8(O)9[,413$%["6#.??:1,;4"D\&]# MT1=C?C[WO"\A]_$Z_]H+8W5RH$KE DZG(]T0[*?H\@X]OT[I-AUZ\OLIAU1@ M'N%4<5GIU.U$M2 3C9MG']9,_/Z6,&4>]PVRG- 2,G'UF765I1S&R.]FA@,KH M-2#O=`[G",>G)M-[QE-"D%EO\S =,-OC#9J4?V0!F!A-K:,I' V??UDRP0+? MY_ VKI4]S^[W? C!I>NL>@2TD'&> MAYI?%UR]JZ0("3"#58UZT,9UAL3)A__NLMS0/"$/4$;F-MUNYFRB,IIJJKU MS\/,!PAW3OW!#'I0_!J2_Q-VL#OMSMKZ 1G]U=B$WL!1=9D7M+AX'O9:MA&9 M9CA<+?V>82@GE;*I0076='%(//(P%V HV76(/FEVU;T[,'X/"WSX#CKQD:^V^ M!"Z_#B- @>"QF[A^@!Y&@Y]YR3T"^"!?*5G[2N>?,3G*FQ6:B623 M+R%-5T9S+%M>.-K[%.!R_5.P+6'_$=-[LJS"W9I E[FOD[@8;A'U\KE? J+X\7YL.CE'9IK^'"*5>J]\^"2O)%[U#MINK@VS"[X65$@JHV,M8A <\ MK%%DHFMT*>MZZPA_YTI]M_;A=B#WL1Y&][!)HZ0RGCX*" \:%;@ENO"=Z\"5+ MFES%)?[X= 2$0.3$KI[*45S3*6*!WKDH5%B_ST!DQ6&EF,:BG>-A6C:UFF6L MW9M0H)2(9;F< .>_>YY\NVG& D>M%GQ8($ 0_2>%'2S%[_!,/GD6,=;LJ_%> M^;W\W%$_@\X$O#SH1\]7I(1)PDG81L>OST:#?OT<."Y*E "$1&IE+(LD^9UN+ M^V=DC).3R^&M.EYR(_NRD2R'UOJ$^+=U^H7I+=-W0V1EU$>8IK+\X;[1]XTF MA\P.;QP\7#86B1EW>)?L.!J:LSZZYK@_8GIR5C0#=K188%.>EN_S1O*J1JZI M(=5D4\6[AZ>%CE%CBD?F=-X;OKY9# [1K\#&/K!G[XZ.VQ(\/O[361S6QGP0'M&QYA..P68J/TS%KJ.MNY95.$%I97"_H(H^4-8CS_6&-@^83'8UXY_KY6>=<%R1+$PP.CPG;B)- (W'3?.GZX"8'_)2 MNHI=_5EX1#N>#F6!UU?AX)@.UX6_UPXDUB@I[L3 M#!U'@!%F1%C@OH6LM\5AR2JZ)]8D'8A'X8%PD*N [! WC+T MGV>J7LL*;ES<4!#\3CWZB-UL1LV0N5=_4*-/>U-K0R**AQW#".(7#P^QC#B%_'EB-&% MT M[M=,_^#F29ZP?';3%2)/6(-1M1$/7JG.M)ZKLT"_4A5?9 M#6YH:,"X@2&5R1)D>D#VABWZ^MZ[X6))E!DV"_M!0A['X"M*N]^@,+? ^(YO8TP8MZKI^R6>]W]9=%VZZH(DJA(IY,J//Z=3 4 MF4"R5?*SZU]PG@):@?\-BO!7":1745V\I[)3I"V4;\OJ_=)#]]?7:^\]'F M0A2O]UH+M>52L'LQ5O@C6>T<|'[J=[+PB85CFJXV/\5?GVK^^,#;M.[#5T/% M>$DU]DW:AC,!QU;Q!,.+3^['2-4?4IP:8#L- 6KR&$RU=ZYC*LI>G$-86N2H M5TQM21!Y"H%_IB9AY+.5Y@D$KF\!NI-^BB4.D<;=Q[Q9,&_]SC=G1/&7!DEN M\AP(@\1JGJ51ENYSP)A?95*;T]9W\\E:K&6\%J((4TP%:>!>;Z_'590]]4\2 M!)V;!}^1\5VY9%F&1@T3:R<"S'5+[&H2,CG*YH5S-/ <^H6==#U[%O96S&-=MADQ2\L1Z3&'3"[Q,4[1A6;$;-P_$RT]TS+P)C1_?PS4$%RKRM'M&K$PHD1C MR\C<^N9R$''[6J%&6Q:G#FX[$4NQ>B__+,?;\9IE4D2],[=##G3LUF MFIRE%5? W1C>U.7VW_%.&05;+HZ30I,1.CV;E69=Q)6FIDPE2MYRB MR7#^:^17_,;)P]*>7MEZ,BG9?SD0W"=343$T =(*[+7(&2S$QX:4?!ZA]%= MW-B_PL S'BB[RT7SRA2/6#3P;7*+EY=-54)DW1VN_(\AU#H*M_ZIO445]-%F MTTQUSKBRJ#/WOC3I%6$_!K5&RB1>&:0146;/Q)O.#FJ'K0]$G*Y&XO :WL:[MZ*@RU/_;3+R;/E7H8QQ[& ML?3@%840]0G?LU,,! I,;A8)M -N4GZJM@/O^CZK\ 1F*G^T;=TN29-U9 T4: M+&XMFCYW.ITGCRVM9OT]HT T+7SZEP-;S\6W78DY\6,3_V0DU-O%FNZJ9>#Z M/&QJ6=FK802RT=-D_G"" S/UUZ&BQGR\((:;[Q'U.M>8>T3 MR)*UD3MK8;40ZC'YJ9:@OFVV_/UM[]WYX'W;A.X\DZ5_J_;_M@>- S<(MK:A',"_0 V\(4%E!/@#E2+(FA,G#YD0P+)'Y'CDV._?UUZP^W2RZLRK[F-55<*,1.I;B_;#'VMO M2^;\R.""=SFSKZI"2NUV2W'T/CY,$(A!T..QX;'_S&NIT?#*SQVQ_I2,,O M]$U\A#<<_TFG5O&P>L,.^"Q<_P=O#]0CN>,CV,[?Y)G6G#Q^G-'J@M;YL%W5 M ^N9WOPGD[R6[BZQW,2O'H7)QNM>7M1PJZ:IF'S[7>4/R<^X$);3<;OQ+M&_M*W5DT@H.?3-S>$"JJ[2IP9)- ZNMK2S-,? 4>;XXM;:TVY"W\A;+R>U\A*;2O] M>(NF*(X5WZ^&5&A=M8/0C'+)R';V1/UNZ^<\IMJ$Z-!!5WHFRMXO8W4[?K&'MZ M\G"",WY21&\DO6A=8*8@$ZU?EZ?M@Q-6P1"YAK8(&^&='Z+R8:%U)66" Y MZNA(,WU2R>ZVN,WVW__NG^4:1M@P]B%<]I<-5E-V XSPU7U62N M/Q<<\ 3 CB?S'*0"5F][?K#<9[V*]7EKK/5[Z4,6"&,L6#T;^-N,%/1N_#SQ MI@SZ,1 Z;LB$4]H[:/%/[5FZU_Y*5@@ZNN@C="WQ#^6(WH_HVYF+XI';$2, MNV*R+,#MYFV=]>17=/+#^=Q=,V),YZ"W%AB!>$=1834S/1UV5]QH6.#S*ZJ% MX?.='[^(!F-7!',O2M<;TK)-- Y+\,$AH_T'K0LIC%^\D1Y)'"%D"<)P>67 &\NC&HLN MK&XRU3^D>AQK,7D1PM :FT=VK30EIKN-D,?! OZP4S:%]\H*ECA,4- (R_5LZ19YUU[7P3I]JFLI(K.R]U=4BSG[1EO!S= M.M=[XZP93J211<4IS(M/.?M6/$;,;T1O3FCAWR@-$NUH9ZAVS[A]$<_5ZETD=Z4 MEM"O0D'77ZI0:.$+A*]//\R&(]T*^K@_S]YSG3OF[O\##I1@.5.9ZF]]B,ER M\E-WO?+,E(K2_.9?>6 61L <6+E,VE7N6%&T.$C3%U)!0A8DR!-YFT2N3EN* M9GZRYLCR>[L^\ACT4=!C'4,3YU^^UTV;HY! /"O?2[\Q(,>ZM%#<9]H,9_J M'BC- "FJQR_A%0^E.DSES1_LG=8$TW]X:IOC0JS.:P8#Q;)).I$3P_=>(ZWO# M&Z"[&C?5^:+ES0P;#+:Q_G4"KV*+O&$'1W"*J&PN9 9D<8#QSY?..TCF((&D M]7V.X=3]6C'75Y(8=5 O73QQNM'CJM6L&! MKUNVT]O@I7US4;*\3KWOU8M;'UX5VA AE@VN- >!XZQ.W['W:HXLJ*S?3U'QA*E+H-V47489Y]2WL&BUDC%FBC2NSZ4BV+(.IP M6\7EY+?+;.AW&W'WFTFV="!* M/;2';N@;\X.,X<44QS'V2;*?ZD?1:[Z&4 46?[KOSGCS1G*-6>OE_(_"+YW< M4;WW^WV%?\C_U5,[XMT?O#9&!2'MFY5G3-*

*Z4:Q_F.Y<7SE;Q;8NXL#)9>G1I MP>-[;BY5G<]+VB]]!Q75,Y?|\VBJS.HTPHH<].J@N>X UD*Y'>GJALB+>PN0F M5K?*
160!./G\PY%O&%+E4)?-L.D>_:=RCAEK+[5{0P>.GWJ""X,LY2P6FT=#X M?WOD\4;=^M+R4A"M?'GA,&?(R/D)VEGT^?WG$L'"S&?Q|
[S]6,1G,"RPP M_:,0ON%\?E,//;/9M8B (EZN7LI2,-WP@T_3>$LHD*DSORYG6[78>L8'', ^S M%-9=6EXBB/*<$14X+3A/.J+#T[\VZO=?
OMG=Q4CYPI-5N58F)89-\D^G@U>& M^3.?#=)7?PSUL+$]W(XW T5>NWC RQT?<@@^)^\2#;\1^%#4ER^;
*.M_3B%,XDU[LD)R!1[&G]8-RG2YS)}1-8L9,28Y*5NF? M(_(6!F7%(\2VAD0O9%7IY2WX/\]$RA@TC$ZM.S))D)RW90U4X1T?NQSJ*G$U*
MY'=Y;_&/M(,14F]V%Y=2#8BFL_]B<"1MMO- M^J%;;3]_T0T6<,<0X H;5^<@T5&+#.H7M$-A4LWM*6SAR5N(ST"V=NEY<5$K MB9-
:LNQA8LO9E=XG'?$\BB-T+CIL6I==B+T)#,,P4"S)UQ/&,SXERX3!PB+H M9'/^-#7P]W*?JX%]*9 ;B3='10\C!>O4T>>_]7&5TV:B[$0)-
*,\/@]Z<7%!< ME/W2819K]>\ 0TG0J0SRP0L%D82KCX_>;EG(YB#*6.@QJ[0"X)9KHAH::A?5 MWX-H++#N_^"))1;0*
MO1DK/2^AS\=,.;\VK5AGC[5V< M8H$(DF(F.$ZJRI&6O>D;\@RCR':+UJ322HK=_R%S6:TX]_!/W<%'CA8^B+ M?
*JTL.HNHP%O1*_YYY]%>]GOKYJL[)\X+P<_]A2]ZO,;[#YWEX]\CJ]5^*5[$ MD0]8;N\J,*^&8@0=.J7G&C2.\/8U-*
JKO0#QU',MW$Q;HJZHNN-]P5)3@_>"] M@(P*3<\IV2'QY&51_&*.C$.V%?4CZL;[+V A">,C_@[Q94&WU+@MV,!#>1 M[P,L0-(%QP)W4-
*#G",.>#'I&C44-R60-]$[<]1@Y0*Q]*!EW_":KA158(SZ MD$,KNF[C41ZQ)7$NSD"@.Y7T45N$Z4'J5-9WMR9J F7H)YP^;E>%Y]Q'!5$0*
M09P-'4F5E;/5&L(9:::/M5.31P,.PKWO0.POJHG]"9E#4N4O>^BV3R/5Z1> M5=1H9(JZT+2!X@D) MA6/+6#7--
^38>M%&O]Z/2:!WCDTI+O<";>2,7!3BCWB4 M %763J^9 I:[4&K(.VI;O1=MF.6I<,+'\[^EK"PNV(E.*K% ()3QH-T7=*ZW*
M=)EB_GQI06W@-D1;)_@'[Y+^48QG-[.&:AME]94FG;CN#\BEYV4DF-;XMH]$ MR%DADBZL_O YN,T#?
*SAXCMWM:K;!N_K@=T%=''2L8W,'7[!\9C]]5_MVCG\&T2E^<52HYS\,Y)6'-[>?&EUN8PW@M[OZD!I>1*S/PH',R=;$[%-1>[+ M6A0-*
*E^U,^F=@P/S+3HXWFTIQ8):DT5T,^[@'*N=9QLM&JGTA=79/;=;+W TJ MSDFWN*5(8-*
\]JK<]2$7QPMH*K(,%9BL))MLIUE/Z>%YSTH.0'Z&*PVF#$>R8<[=RGL:_C?.ZK]5@K WI'7)309Z-Y<'[72^^H
M$0TQMLZN9'|:GX=8SS7+C'N'\W=&_3^Q 6(R=J_:4TS4^(78?Q_O*?$9.CR M_Z1XG)'J5\4]NI3! O\JN>
*<3F/7]WE44EZ7E>2<.)O_!F*TU_X!)G0WYNX"2 MYTV7SI6AA,A]V<(SOM71QG8V=U98 NW:\Q;=19R2KGSEL0BNV4LH!;&'^=G<*
M))I'_?J^A-):SP#17S]'8+*T@*ZO&78:Y58^T_>2GA$F&ZR_?A1^H!Y?P+# M@QGSE*=''P")DM0OVO&XO:LV1Q4/?VVP,OC5RG$-*
N+A:2V#UZ6=>@=QV&M) M%D2NR'3/E]$@7=6LDJW5:>55&\W@49!+3D!##O]R]ZX3AWLG^:!&']AK"QSC M9NH[IY??
*{^Y/Y9O6;,R9L!Z)(\,[Z>FN.::YSN,1TW0QS$7#+TYQTOH&?;P^BM:NIZ+8A*B7X)/7FM? M9;)T?HITSV9I0\N"=@QS!L:2P1UG%6?*
*B1XZ\3U(S]W],_8Y@I/C6=:Q^[7>9 MC06>TW'YWHR((\[&%M:?P28BXKUVN8L_+(G*7O>=*
*.\U9@(VR]&KWFTB7&:*O^>S!]4?,0>@G11GX-> 5Z MKU!C:K/93SRF>*A^E[3S*;_> 9VN:LJ*ITXK =;,],BD1]XB/8ON>K# BF?*
M<(A9V#IQ.$N?K&4P0FRP\7/Y6K69,!!5T:/OS!(AG00[--"3(*YO\/C[5X> M\:CIU93@)KEJ;AEX'33-*
*";MT]\7<241_VSTM:D(4EZNK+SS+$]9K=D MJIT3E2S)(#>B6+2H;@=W%.9V+*Z/=[JXFP*4_7@S]="PU(\4U(9\?,,O>&*_*
MT3N;)/VB4+OHA^N"=[9T-NTW3R])&$H/PXL%O'7:T'AA^C+TQRW18@W'2_)(?M]2L3WQ^WW,U50K $;LF>;M[-=D[_1S+
M,\8EFA2=I@'!9SD[?O&X$NK5:SNEB(8NXK W1E6BVX)&\6X"LQ0[,2G-9^MW M#^]F JX.NUC@OD!XRGCQ)W8T3R]!^S,:T70-
J&=\Y2]7=S7VCF% CDSWI_VJ M'1GBA1F/P%?7%R/IUE1?'CO\K6DC_& B^Q@!{3_5@*9<\;JSCW9)=,'SU8*M0R_*K M,;J@-*
X!:WNQG8PFO"SMO(R2%>5[:%]ZQ"-?^R"?/"0&9(/H+,RK.9#P_7K+9 M[54(+3TA0E2!UR1"W4$DJ+\6(%"-Q@GV)C?'@X/L?VTWB^(-
M!HPFLLLSM$S00NMMKS+Y^1,'Q^ET&:2NP\]H0 ":3\IW/R'&4]E//:="*L3XM_'_=S#._J9IO#*:?[!Y)UQH\EJT$W MJ0$/[3J9D;#(-
*S,"26+\;_^HA$Z.;0=^M6[OB\O)X'+UYR(0Z763Z**(3>?O M**P2_74F;AT=C"Y_W>*^4?*
*K@,^\A=8MZ7]31:ZN/"/WQS7L^E)!GCNL7M%+Z MQSY?T877]T^]K(DH:&M)!Z?Q)S]YRBTGD4 R4.25+8O**@P8\UG@FQN4#_;J*
*MM*O/#.;X*"5O95,G L7;\3;G(MC& I'&LE@ @-J.@%]-]J@6=.S9Q_6V\PR(MT&3+4JR3-7\\LM#Q>P<+W=>;,!#GR!ST;-.6H64;9*
F#T"!86M O3/SL46U? ME4KM+LJDGX=I1SXTD_TT2%DFB9=Z[+ 70]J_#>^O=BC>]?&;TUU^K=AY\T2W
M6PQN8F"Q]J&";>L[8%SP8_2OG88(/#)+ZNTS8$YFIT&)97)@@GW-E^NSDTN M.CEAWW38_U+P_LO\PM!Q_;A12=9O%[;
{'D#XSV,CX4]!YFXYG3Z"R(1"DJ<_\'G(TV#L?H@L6 M'O*U^/U(//'&XR6DVBG'N$APS=U6]6>**= ME,35":%UMXRCUK# 1]B[HUN0'K-*
LD^T44[6^359/C^S-#T'4LJ'O-H_]'2(0 M)7UR(NNSU2X>1!$'!Z?$ZT9_35D&#I[G$E%IG=#=#=]^1KN5V,P)3 M3\'"#7-
MM6LY\QG+9[^NS^(9Y>1BBN8;I;?.88I&D/L'-]@3T:R\/6.>'$='O5KP;,;_6? V_*
*M[GH>+UY$$+9*%Y'+EZS%NUOB^^@H5;13ZG$Y/)PL*6QFUIS6?FW_SD :]& MA<.GO-5CKTXI9X=_[#?*
4_5OU4QS6;ZEGN6T5GQ?/3,ZLQN-/7%4GQ>^G;;FE MYM=6=+BL_17-V6_@3][8)W'[R&F6)BDR[MI2YRU&OME(T>,-59TUE9\X@ M-
/08QD,%SAD>(V#^-:-]:U!)QX40A#P(8_]XD>IUI4]Z8WZD(YEND8B.Z-[> MU5>U%]"8N>7%Z)SHB)CD?
^I@ZVPPIN>W\!/LN9Z$MZ1"+TB01],S9V()5W?7 M)C RZ7.\"S=[:O=K2>!4!M_1P#RZ1>IW'?2;EK;*2NA&#^9])3='?J?M-/X\ M($
*!N,Q6"+05WM29===+6+T8(M5ZM91.YQ8&?]Z,-LR#60MVR@P3K+V\Q2*W9 M?-3ENVSYXOWA%+K&@CG+*,YH(W?]FYD];$]*
[[:YQ3^(1::?>$C)AOBBQEZOF MF4I$8?)]KML:!D>?#)5,W: MO/SKD:1\KH&TJ=.WQ,VHF[=8@ C-_VR.[2 9)]W""*G*ZCC3B/9E/Q:V1 547*
*M$V7MJ03?V*6(8L M",7FA)H&7%YM[.L?;L5Z#(KOGCR[W&J+/]*5W4!K@;U '-['W]]&=^L_HV+ M#\C[N+Q\QG+J6O6CI*
RJ,>TD<%;)RF#MS1JY+L[6)FFNXI+@\F+BVK ^1WRF#@VXKNXKJQMSAOB9F<4Y5-],?NHA9Q +[1Q9U8(2F$(ZS$_.P
MP"^54RRP:6GQF0;]Z%]:]^KCL(-'_]BYEWU:3[FMYSAZ\/?[ZVK9O?^T:7P' M[J>XMCCL?
$\B0E9*U&"A_FOMRJ(&IA@C!N)R_M/,1'2ZAC1KH,;;Q @AL/;SU%^#E*LOO%G5_8FW6>$GY74?99]8[M_76) I'6O.XQ+A>), ^I=U=#\0-
G0(YU9>6J(JFZ4!4S53Y@;J3'QC_4@_V M=@(QY-]2';6X!NY=7;B_0=LDWE!@OR 1NI6YM ,M59E@>/0^X.#VSD:5-
GYN2;6:MU%)B<[];%N)QO>W?KR52S7B\1^$,7H[2 M^V3*<_[Z"QX/Q4#Z?OG0&:GZ-;AZC]$Z]7(IQE+#?/$+'!+60AC'+50PP_4U
MW?]4.NL+W4OF"FA,G@0JHP%.L-0DS=9 MN(R !6(ID%47+<,MS-05(<+T7^,'-\G!TM#YS05R2=GH^+%]M0XUY&R^B;L M RRU^-*
+ZVP5D[7KCVI9S;LG1O=5_^28Y-F^LJ"+T3.!/.XQ#HM.%?OV#VZ6A M>+C%'T>_NYGW(&?
*[9BP9Y$7BB7E5<0)DEZVMQR%52IOAF#]SF1&>3M:$(W%,1_)A*Q_955(D0#8IY#XE"'__TN3?VP<(Z]4"7(K 7$RF M.**
*[.%X$Z9$NJ.\B;8)9-H,Z!45PA] G:5#_/2(8%;P?@O(?>QW(O2 M>&?972_O'B&8*8Y="!>^ITB*
+>.H+D_H4$07V@WL\F^HQ$DCLZ$FS:MQ@I7?VVCEVQ>C6QB\7_X\DDY.3:;;
MAY@RW\5]8NU3;I[8"YU(Z)^=%]N>]Z&U15Q(KZYB??!_>D:(]J#"-$XDH .3
*MEFR@7KERU9YTN<9R[P"GGM:!1_KZ,BH:]T=L;,MY4,$:PD>X152*A(%76!H* MUCM>S':C7YI$/'NTR:%Q*ANGRMSGN39M9E52.Q*S?*
*2XX_\?++!]SMX.C$[JO% MZD$5B&Y4.0- U6-"# M!1X\GA!5+.RI,(:^*_.DG5*HRLL,&A46:5]S.Y#CU<&(]Y0N:?"??[-TY8S(*
*M3^=^\],UE,*X=42UK,*B7=1TO'3 F3L*0 *58[8V4 M$$IX9RI812&Y72F]O08*S4WVY.V4O^]^Q#/4D^*_;\D6W%7)"_[<2-RO?H8F M31-*
*/3=H.\ZVPUG]-0!E'K#S6/'"*A@QI87]S/&'EZ9/8M 6XV*;U83C72A%*1 MY*R/_K!P4IHM9M^2\,7_RQX.$]FVYIY^WF]+>EN"D!S;L*C% @A-*
P4O1&%), M-QWL2G)NPZWSDOW-1&K-]5:=L7T&'[0%X#Z2=@&Q"+Y\J_H:^OXMYR\; M4GP.TYU$.U"F ,I=S .4K\=Z-?F^.?
4D)VUPG\97^DT'H+=,',7_.T1ROF'9 MH7]>K9\Q++"R_L$B/P^2HO=25L_-T>4#(!?[+!M/#SV?
PI:MB:F#OTH76@&8G[PHC^YE=/KZ+F&]/3^*_>7A+:_[^?3(%[.WIVSHOOIY(9-@!R26 M2'"^%X\V2-X[.OMNQ.\C%9OL'QA&P]SA;W?
*M'+P=%"RZB+!8F#\.I.'6^Q=L^>]#I*1&],2[0W MJDNF4C=\?_/HN_D+WBHD76"G (KH/!%I$XM#5>8'O5<&W_+G[5QBE(QH8^\K*
M2+T5SPRR]7G/:S\RMH#>((KV([+.MP-36$5#*$B!_/)B$'P]!^+A[$EJMW]_$VO7X*#/>/'S)\4CQKMKF3);2 M^0'P\B)X+OM-*K&T.*E,_C-*
FEYEK_QW%U>T9HMY58XK[K\EEV^G,:Y/JH(MGL-L<:TX?JU4\]15-]=CG/]Z%\-3TVC$.ET N6@B?DZK=)P01G-* \DYV$5\ MZP7?
*U9>T3F#[MT74T&2AW^[^8R^ZOANUL"=3NNB ![EP543F.+RC[ND*S]O6.@63R[D?TZ) |*
MG&OSFV4D<&I\>;&!!7JA#+!>G)CSXT70%CFN']KT?EA:7=YO,LC?G%_HEG<6 M$%:PL?
*P^XH]W+=^PE@,*H$&-8@$X71"&\UJ&EBZ;'S'M-C]<:)] GP>K3WTS MKB92^W&3BHL@%54 %XP*
*XUT+KJ4*7/O(ZOF6HX;&M9,Q_CP//&F=\1FIOJJQ MQV5^"R^KW--J_X(1YH"/9/%,K7]JQJ/#*+ ?E9C+?[MKQ]%L8 FZK4,^[R,*
*[]BNX&;K8N7Y\Z'%9!/O\4W+0\ 9^K#PN4!5.5&:0#+ MM8(9A5(=\N+3V8,(++#.A!FW:6QN2!*G/D'@_P!&79K$S!3CKNU1,SBH)X+I*
MPZLRBNPI%6WR4&0>;81/>.FK?O[,& 1#_O?ZO.%=D/O+:,2U[5#Q$8,K!+. M+]0;VUI2N?0%)GA%+',W$RWDIV"$&*
*(YK[5CX6$2[:M&N.6C.3W6]"/$G/]_' M]_Q3!'6*H.AWO(2!:/);KQ%G.8=X=%W[.00C:Q84.R#'\!2-@MK$1QOIA?11TQG[:DQO-*
"%C$[TD<8!"8V=5\6^U.8/W MB_!IY1Y3\8P;P#-L \F]\+0[G?>17+65MNO4'>&F]HM_"EJG3MPY38I#*3I MM4J,X\6ES',QN<*I=BB,*
IO]$X)%T_4.I"UKXE-+BDQU"LMOW[U\GI,G6>4+%XO& O.SK2-? JPQ M\8(+\:H[(?+*B M.3&_I,['0!">4Z$Z[3NGK_ +5RN)__NVJX.[&*
*HGUFZ1Z*XV@CY+#=!"KS23 MT#B$=I^#0Z^I'VZ<]R*;%Q.QH2[[F.BDF3#4SZ_O(9ISXBD?&??F"X1ZV6(< M$;F(OS!]3S)G-*
4Q$6(A:=@W/J$-^:=@?-C[5GD?,AY-G)HXZ5",\MC_RU_MW MLM;#6J8UP]S6@P"=0-+ZZ_ ^M3&9UNN&>.2NA>FE5=,2-/>@/O(T91:*
[X6V&C6^-S4GOH&>V?U;5J,VP6UUHFQRUC@KI^YS# M'SU']++B KVT+;.!]])'A5A13XF+D("Q#PS=5?H!I]=TQ#3M.-E:Q)3/=3,S6
*M6JE3O:9AWM27--S^39#7M9NN&U-/_:[0RX+RVKL(,K2PP"_1LUMP*3(HHA&N M5%<72'UIWR+%(_=K)1+*
[:%F\;'_%$N;P;I=IS,.=9C/S64$X%@B/N^6.6MCN MNK]CL+]>[M#97 MT H6F#%G8U9E)6(X-@=C3"D;Q?
*Q7GY0\.CMZ.;8V%G)B%WCY*IP3R (#$8_M#5KDH)T4.R#8>LR-8P*BI@Z5Y&]\36QR'!IH!")\,.RSPSN+P@9\&W2L,V$6G MJ.E("^!Z3*
Q;WLVR)VQ<8K_2XZ7_-N=S+$"/8PVY@'J8 M%9DE)WO8C3T68,#LZW$V+MLY^:%\8$CTN!USQ$C%F"_]4&S+I.(.#FDJBT74
M7.4WD+\ID"7^F:0X$>/+(IQE\>O5R\40;]4,T%4+^'.P^.(2=-X&?3>531[W M PK+FMWT!E,I?)?6K2N'H_CG"V[_7[SYL!BGPX7&&?
$(>W*Y6X["*,'O45RP JL$= NV" M.SYA=G$,D;GY\I6'H=-BA7/393 DGQO. #>+(($?#J!!4[9#-W5
M_#J@&L,%H'K5BQ;QP5V5/:UMD&?6KP8Z-MYR'5X72;E;2YSY-E0+ ^.VVD=8)\A:9US^R;5(K$[PZYG'L2\ZS!ZX_A1H57RX(*QD:3?*
*&Y&91 M.#UK.D[T"3.0<[]A-0)*Y,B)]*QU+D4M:F<=G)4;5<;4SPJ7?8^T'9-!B#23 M52YV^/;Y80%DSMI*1R&J-H#GFM?V4-*
*;;X9Z6AGK<80.2 S?!PR2UW4/)?L> M!;.TCW,W-#S.3Q\AG@67%!V^H5*5;^_><'&=#Y93@/Y=4\DE/ VL\\XD8TR*
MS;8%DSS7DA\7PNO\Y!/_RWYB?RI[V_N6?(-Y.92@&[. M.Q^C>KK,\29/G<,8=^J1_0TR2LZ%QL89,4^/R0K;%&//3%P2-BV1U3Q8(,@Z
*M8*SUTE!ZTR5__+]K>,JZMH-L;#:5HD5)<0X$BQ;UH MH!0KQ8M;<2ON&@J%%K<"Q=TEQ;6X4]P=@CM! X1PZ2/WGGO.\SOOI_?*

#?,C> M.\F:M=:L]?_/GEGCOVD[%CM$H^@CIY(+,-V3>%(QW5[XJ&VBKZ@SB?]G"_TC MS|\6M!$^ -:R%L'KE2TV>H6W)!
('T=4%ME<=310(A4=)0^I M@\ :K__DB#0 MM$"1?T83RXWR^0<;,F+U.:KI4=2!G/F#%8?0G,2-#WI>;>ZQU94_LL]ZB;^@
M@F$N7T9P7::TO +')J(H=>P(S..L*@+38L0_;!+$7VP<:)SD?A>U6/JS 11, MC<*OU<@)X-C+66$"V47)L_>W$U!Q,;C1-%SD>-
HA(,OR?'$AE THF*-OKGO4 M693Z&=]R*SCS'$AT5WN7I)QQ0&1AZ/A_OXPK]Q5Y>=L*' M2\-ZMWIXI^[DUN2$%6]UOTHIR\0_JAGT/RF
U@!*# MOF)<4EE-)!6C=NK%LK^CS@>V-RMYB/) S_Z=%+?TX.&1;"<<1Z_XK)@JLR?< MZ7T,7WI${APOD,.3X%/2!P!$}FK^J- Z$_[L
3";E?%1"K>L:J^>-|NJ<$5[%#W!THWA<]WY"1:C{(@D.2>^_*$)2. M6UYMBGRU8('A4/4 N-QEV9?
G2/4@J;>VF#GDR#^KDTU@V$'SPD"EGYH2N+5; MFDWYRHKBE:5#\6XP,HO&YSQ(&;G$GK:78]}L=*&*Y /;"QH='O&*@39F'T64
M%"TRKTCW$(\6F^(FMU,SDXGEO@Y+8];?O+PH6)X;=2B8UY='_6Y^+@"RZ')I
MWS1=*0C]YEE4!!J;LRYFLW3FJMWU3RX/SPSSOH2^2;.N8GWWR>Z*(**P0(*(MJ(8G?}QA8Y:V*FXN?S-5X*V!DG-64-
J:Y=*4.X7&UM)"8)?=MEB9TCE :Y,\ M0XC!DF8J<]&^-+[0VEA6Z(ZS?B;ZJ'Z'PCVU_P&0:83_;2V?Z9S_<+:(0YT
M\2Z=WKJ*B]+Z1F[DV&7/ #_ZV)5=FD^H12QI-$=/K)$0:T?K?'-YJ.CID?Y. MT/"G!X!][*S2I$O'8SQ5>@"DB]S9-
>&"%$:=KA[5@5862OBNK0%&1.&M=_(I MIE@["#)\MFE<71]|HK*WX#?=/[49AAYK9V+Q[MR,O2FEZ_MVT5R8T?
61P**#,R>XH+_W3!*5?%39 MYD^CT44R;$7K|ZH_@WH85=TL]S!N2&*\C%2NWP\JFC|R/N*TLR3G/B<3>:%] M>2$^0G94XUSK7*\L(?
-1&RRE]9KQF@FO-A_JIO$VYS@EP+[RDX#97_OWD8\C M\S$9#>1;@:X(_JYL'S:*HFR[?0 ,_G/EH"62FU6*NC?7%W]VY#%XPQ7W|/U,
MI8G&UF:QIH3_ZYNRTN4E_MK]_N)MG@UL/-Z1USTO44+PZ0*$PHUHY@SU[].D MO(B28PC9T%0^TPK^\;SUGGX
P.5,/]^HBI8)M=,ZZ1YFWYZ)L>3P4P7P^ 6C MCNU&Y/38' M_5G>8"7&:R^JI-TZ;'ULR>SP!P 6N60R.S6Z4]S\3.6Q/[.UNW>X]I"#OSV)
MMK$I,JD\S9Y+_3;5<^Z!(P/PC\PEH\OD:.*)26EN^AHV/?O+"/]YPW&1P,> M'[&FG2LA5VHZ7IT"F"Z&#
<],1WQK1RO0T,E&/^J[[,)\&;3*?%&3[KS-_"GJ MC"1N]4BRPFZ!'ZNE $L4O7]O;]BJ+Z*?T $)U$WA"AQ).&/DT56-RLEV#0];@Z_%T62KZ
G_;:]J,DV1Y%-!PS M=U#YF'-+@BA)DU+2,UG,"P-C(OJHU#A]I#@H*)':!MDC]M'_XR@=[\S?'8+2 M T#$XQUI?-=H0H'*%/W$>\Z)-C>[?
{]PM7V#'JD+B49S@1B.. MGB.^ND% M)&E.$8(E\HFX!{,0F1#YQL27W&'0>G8+UQN2E$EO4\48I$90CO]T*]FL_^OH
M)QVY\&"'R/#59WNN,PH&)?G)SS(BO[2?&&:7,WU#B!48[C<554U>W,DM^(0W
M1Q93O4=7X*4!$,>>%O918#Q2='0=>'Q78GQ'[G(2R9&+[:9H29F6I_J 9J_D M,:N(0H.(JX#KZ/:A,FU=([WY7[5-7S^$Z#P1Q^Q'4Z:=
}FEK$%0.#F0QQD*OB6;]P(3C. M NC$PZ5]4?[4C>Y^VH7AI4"Q%R"&6P5=%K7"EK*K[3G?"6&" O'/_AGH+EN1 M^K7Y/,K
A!:ZC_UBN%YZDJ.7,Q:]0;6,),ZWA XJ@CWE. ^(VQ*ED[QN5-Q=9 MV&=&RX]@0 3(Y1TZ!18V65T50.SUN-
^/[T"&#RYZ#/6T51WI5<1_Y&#.YCP: MC\Q[-)*-CSQ",'A"%7M$0^;DQR_)Q\AD!:UAF+*4[J],N_^",#K,*!^F\G#9 MY=
(7THM:@D92W7+F#?7X""5HZ#R(!ZB0KBC$=>4N?%L,DY9? *,_'YE-(7]J M"T3*N%#1QX=HQE&*4H&U/QFS!(MA0RSX?1-
:&+3U\JFV^KI>0(%17 MX"F/X)\\&DS:2R(4V?'3XE7LI.$+M5P#9)47._JXN6C M)4"]R??
A)B7[[*8J=QYV!HT+7(U]^GAHNB25=&O,3[XDY+:E2/":\YAMI#F= MS!09>K8I5$Y1#.KT-^G0?>]^'M\D\1Z_#[V.8H$)!_M4!G^B^ 'P:Q\
[4 M$H"[Y;SDNK,0P)"DQFU)DL1C>O<=#ZQ;3E,KNB1(NB<47><.$?^Y9$C1AF(;6/7!CBW13UXO'6'M;L-:=E M,V?
%\O3Q;%0$@9C\3VDH)\MJ.QP^UT'2DB-RM)P "7\-ZA$N"2O6F.%=3\\ M
!ZU\=UA*RG>DL_TS4WEY&RY//4/50"I)^I]-9)ON^YMOQ,:4(8/$\)1,'Z_M*)*,7P6^W"-429B#S!62[2HM 6=R,R7J&A)7I%X-_I0WQQ)A9G@
>**,;F@A MOH[X,_P9>XKKNT=16?LS?EH"@]BC3:A'"7W\RY@* M:M&_./7???LX_?>0%I>+?[VG(NW,'GT//]]PZ#2:-^IY
!"Y#2M#T9L+NC:P M*-Z<0).TK:BQD=),+4_?ACX <.[O7@!ODOD@ M",;,:T!8+I+\[HK>$+S,,,'] #!]A'8PC<5ACE]@I]^YLPDGZ*1_?
M'J!^, M=D< 'NO+ Z_?D:H,"&8.>> "D"$&3 \ I,<&+?F=BY2]QJCV&QTZFK*3'"" M54"5&/ -E)<@^ SD@;?,)C/L_?
[^C]OC@U_OO6I#0B\Q_"EOL!FKJFK_)3%H,@RG> M3=\&^C]!=MTCE',? .LR?^5Z"7]VAP^\2>$S0C O/GXA_TCMCDTL,_D&W!2Y
M>J*UCX%@5I[S089$ A_E$7B4N_BQ0_Y=C^R(UVH5K@IZ !!K'*G?<1ZC*?]! MM"XC+RE++S&01$R'DFE PMV;B[]{1?^*CM$.FOO21_-
J?'$/R@2ZXU>NTZIG MQ7_LRB?]F\(RN$_1GJZ/;:616(0WY,J?+Y1?]FE=N*.YXHD(C"RW5X 90:,W
M/=&C4E'^*G7@4:GO_@H//,T"F7#>DO-%_\LT"V"W^RZ5RM,6T&E%C5/^*.Y6 M5*[_TJI7AE5]Z->QMF3LV+0?/%DR:R4^87;I?
9TW#'Y*/CP<%K_E297BCF8H MK:XWUQ+^%,DXYVZCDD&:VM8ED-V@"YX]X#\[*O^H HPKVO^?23(LY^]{%I:C
MO[@5(:EUK37/=1S:IA:>)1>&L=;):?HVA:'KVS-S10!!@E(*ZP8^G4V)F5G6 M_LR!XVQLZTW6PWDLMBY\85V'>Z_:U;J)+3=A:?
9I1H]$JS/H_CMXUV)"JI^& M54]: QY*+7;_VSG4=]SA1DLHZ3["O,NO/$? UL M?KO)S1)
[MF8!V6]RZ+RSLE:N:K/0*!+AM/7PVB]*=#5@1DZ7 <7QUEQNV(5G2\:V 3:-&V\]%&] MM=0M^!4&"_*E^\)V^7]4]?DOFM3X?
[=LEO6BO/CZ<@GX4@]%=E/1;_[1A*17 MU(\FS'Q$&9V1;? 2T+J4?]?J!=_N*EQ+\-'*"@LQA M:,UWHEQ]CFME.'/60W8,OP "^*@%W
:@L!H@IB\?[-N\G6FESX]Q2Q*MZ_-G MI:13@D5:*724-D^7*N&R\C3.)@,MJ>O-M/]PD
M<4J28JROJ]6BOA<5NDPU05T?/1]C*X5RNK'$/"MQQZTL:D MEM* 9[Z"XYBN]HO_1?P;:6 HK5:J35O-=1IF.*RL[B]Q^W4OZ<-;^)YTG-
#)?@=U.\; M**!(+7Z>DKG#]\,AXM6=C*\P['=_W82ONB5[%W4IT5V6!>CP!!44["W98!W^1PM)F^C7\%K!HM92Y;)M2K@N$EVX&-
'>L%DEA: MA50V"<;N,44)YF825'JJI2 1NCNHK?>(5%90L>[>G":V*1H8/RT$;5 MAD35:3LI/**(-K!#T1&[\:^ZD)45OA#,!-,HYJG7.5^"-5 #
&0]C@^ IZVX M5FTH2!IK)/Y8!>?QQ2+=GS@;PF2S(>OB5HS :7;F&W:V MFU1<'Y!_96?1JI/&]/6S;V'8M7)@)H6H(.RDW7V%
[;3EA".=K^]MFOD\FU"$ MI)9A=P0PN\QA@??*8ZS-&H0:C7M0OQ"53J5VG[.RH9R6+2_16U%'O9.+4 XS.:7<:S2_\OE,!F&6("Z"*?[RFRI
M.V6$I L9PRK38Z;^0 ^9FQT%1?H+((^=V@#6ST0^ 0]JV6V5B/V6<_,L!HQOP M1R^APE.M8J@=C@UHNG!+I>41.XSR(4JZ/K(;Y2ER]
7+[%; ^AZ)3_P9L4&. M\LUV9H)NTF^)X92U.*VY"]JYU$*C076"T;'D>;&3N) M_FS;"?_&W\(^ZN$OJQ,Q
VG,TICSCN6[&]_,F,*R!X12H;\#79ZJTWD@4"2 MR22=IZDQLH2S7T.K/@+_\E'GJT_*,YN/5.3U)Q6R2^P^_[DIW_BKHK\W2E,] MZQX 1=%
(.+&S\F^-S1-]0IFFJM(>$M#4.XR[P-*AIP99?V_;]'CC!68+?9ZE M2A@FT.N/1GH^6L 76[GZ$22*0A_E0I-O3E'LK*IBBQX,1WK)1CT
:"&S)_!7 M[VPRJX:^HL@B&$C[4*-OMFW/B+6<.A"EER=(+#7O!DG>_Z R\.Y&UM#0I,WY MMV(QR"O3-.1'35_^N^_ZU-
_9VQ_<=/SI9^U$N;-7]NM'Z&NJ0_-C[E#&?.+; ML_!%X# 8R5V7\#M=TI!SI@A^\/)<3H5O_@C%6V\.=$?;/WQ^=/A?=3^24%"G MV-*
(3UW+S9+2_UEX3"NB$4YU+S/PW2N2.I][<>^W/??5:3Z:':L=+:[Y;(=! MT!U$)9*&)V;; K=;NX]TG+FTTKB,E NM\/#M9'C#K5?A373@48?
S M5&PNBHZS E^JVU/H$S\>:CNS[B]LMC+ZRH[YD\!!JC",[X5GKHMRR9L:!B-K
M;MB_#SX>EDE:=JRPT##49K\^;QTHU6X(1(X]AJ1ER<&,7>]2#V(MJ&S09$\K M92*S"MA:+UIX1,5QB';ST]TL[VEX-PE2N':\1MVC-
D\OWI_9BB#M]>^8(\!Q-NE5T$^G.[_@L&I2]ZIOL90'0^0.C'FXY- M#Z*PL(;V=E0 7H#Z[O\WV_.SOR*/)Q!?
Q0L]\U]FU20IAGXOLY=.KWEA0[II M>7AJBBEF$(TI7@N]G3U" 7TG.5<^#:Y=#>._LQW_/".LQJ>YB['"[MB%@R$5
MQ8RZ*]:NJ,S72+QU%0VC5PT1")(?NR BN^$L\ G%OZ[2BLZW*@SCSWPV6-BC MZU>CZ?PF^DY/T<)J0PPC)<]O M9&$O6W<;2NGV
"BH(,KH0BT'Z+.1-)Z0P4^Z5E GA[?;RN>L9M8L__Q.5P%F M,3&=EBD*]I!2U+;44\0FR4;:,T2\T1"HS]DCOJ9QL]C(V&BKR:A=-Z#OJ-?-
MW;W5K"^9V]Z>H59\VFB\M)-RU&5L_CW-U-+"JZ'%391=4$W1>EL9:K1(LMJM MHJ^-8#N=J=Y(5T8S:0L;R)[VYY-0Y:-J&&6/H?
E7X:SQLF_];!>>>/4THNP)K M,]&'O'Y0?$+_F16TUB;2))7R:@A_=_,J4J=^Q?3>=JKT;3"V6F0"\OHZ;?SJ
ME(1:VWV#T+AM53+$I9UA)V/I8[/);>BYSA+(RQ2'SX[5'H4.%O[N= M29?B@<:.FI W:*B8=N],N?82/J3=2QKP1R+2B+4T-L.4S*=,-/-
&I*5&,UUWMM MK7A9>+I>_B?.DA(FE^J2-*?07[L\(=%&"@S(>SB[BG#LD5%V9K4/)!IL,<3^)I-[^,?,"[1]P2^('D_RR[T2#>B1A8>Q MD-
X/BF5@QJG\=@\EV!-5S7+EY[5HH8)87M +O4$8EWA)-_B]XO05T8XGT]*Y M_N<+AN4P4T&^U&*6JW@ @,6*XZXF&#N7 M#?
R(@;89M:TE@,YL%1^A]-W)?:%1="[VLNT5*A+K,>8S5CT KKB,P,P'0W^H M=YFV[:1U,DV9E@M5I?^7@$N\"20^)NVE81]'T
#OG\R#:VO51+J_80&G4VN] MNZL9"$3CGA<%5!/,H0P_4C++#5Q2Y2\MTE\V15599:(#1N:"1F=>.PQ6BC3+
MN%J>YG%2:NKY.=O$+CT835#6C6?=5X[RHK?<_4:)*_1'S7&@>8A*_5=)3 EA M9[]1[_/H;V.ME>6KMF7:#P ,?;&%FTQ/O<+C-
15PD[\%1&+:C=G5!ZOBF/*S M*HN)3_PP!5PDO:Q%'U;M.9=;J%=]V.J:.)O2(^Q_K4VMNN!',] MODZQ) M/O$W]@RS]J?):1N@IJ)/DEB;&
<#V13_YX^^XL@4P?I;/H$,V;GT@% M P-Z+R 23;[GP/9\">N0(TLC =4X,&1#O'8*[FX]'ES8?+,]=.GO%*4L\SDQ M##?IAJ"T0HYR?>+KG4!
IQ9U@UYMH6#8JE5-\&&#YOP.T"MMNW0VV>.T%_?RR MF+X=0X,Z[$?I R0,]0M\5L&0-3\29#1F3]LVE3BRHS!K#U23I_P<+_OLU]FI
M^/[3CP>]XC4H1C*G!;DP0X+D"E<02@@CJ_92_DKA*,_[!X GR^WV;[#D*3)S
M/9T"%_2A.FIPA!@[]AT7X%I,_IKOCOUM=Y=]W1E=]QJF!CI1U-Q&OL"HX23D M>+.VKB7$]GNO[BNG9L &K0?
Y!GT88+R]B).=KK4V<<'MA13/SV7\MWF?PBH5 M'2HPO 'GRMB^LA/L?,LTG7J%&6LV<7_[9>TPS3^:D[S$A"%?OXU?XPI42E< M2-
"F*O >7RO\&4W MMK2)QDO--SYQ, AQ'FF<:WB#*<2'+T>N+ZF:Y^8Y \X44^GK!@-]A^)V9(,E*H;V$AC!:. MDYN19P#GOCU=%>2?
MN>M;*):1B]\'8H,WSJ7%RXTUM:C0K!;4@#G)U3^R^>> MME??QWQQ739$%!44,E7N\'ZE,"9JL'6A5L:YL_WT"!A!9]UUP-[WOA 7FGDY
M+HIRE8G\RVHFR)RD6_6)R*==VN?8B*AC];;5E;80U/HHDYQ_J_62/U/AX]/:<$KD% M-49=+B'48V"ST7
0<89>N:O1X3.]V'.QB[LE#N'73]QW?OM\&\"E](V"GS4 M)_@E@Z&_=:TB=3].OWE5]+
[%+2KVK0>:P5B3]IQ_(]F9VFP8';K8._U5G;KB^C]\D&HT^3C 7,79L.(!1= MY_(A BX)LEZ\^R\Q.U]SSZ,1J:IH_WOW/U7
9Z965IC'U7"\Y9$"C IXBUD M.NEVNY-[#BU)L"S[VP5JJ^*X5&@?
7H@\GM8:Q!]$@>C6]8.HC@3UM3BJ)K)/ESY@7%9EF_'D(TPSMG\"SXNV?]AWE"#=)(6%KGZ_$*2_Q]NS)_.: M2B+I6LET2O>BYY@,
]CA[_$PZ\N;JF^PE+ID?V2Z]?F.9QF>&R;WB @I8630' M_' K$QMA#+-/(31YMI/"]8;2:)L,G_J@C'Y=U(\+C/5=*8CK5?) ^F
MICEHH@4MS;ZB!0UL&_RUY7LIC6ZELY*=R0_]_;P._B!:.4*A?V=UXB)64%W_R6/JI5HO(/""U-S-"[M-/,_C7@D9?*,FW19[HR-
BXU54@:M^M?\+^J)Y!\E$#OK1^'729NQ@T6;9_ M:S_Z0%6-_T#UH!N\-NJ$5GO;*THDEH2@_^ CV)_J\'L U!S\Z5.Z2"JN%3*4
MG7^$^D1:(.[_H]:?\PH+/#H;#M*8<"U_NSY27"IG6E45(N#%9+0+MH9R+.W& MWX]0@VO@]U!3L+I.68ZJL;HOVQ4M%/'(^$3Y
,L!#@OPQ;?-53X]TW:F=?(4 MC#ZA[Z0-Y"R!#!IHR[5)]&6(9="*ZM*4Y,.:2S&U '6]:._S"E=CE).P2$@ M%(2@X/<<, &YKVR9(E%\[?
#Q#HV90^6/0"]["*;/9<1:\Y"7]%P[5BUVFYK:$ M<@-/C8G0U.3;47]E*>95C+Z9:K&#.A#WSV#E9&+NUA/R_ZB_G<2O'2PK1"?[MF$;8?
Q/]6[G84ZKK%A3R:I*DQT'FIVE=54,+C6EX"+W56UFRY1'6+8>P-M(6 MH|OWGN?
K*?!G4K,UT<]V;VN2%BIRL;"!GT10%J>,E8U.M,97GLTRP9B^(1@@ M;),&W\UF.%/,6)C2=.+XS.D#J9#R/:Y*08%*LM0X!J+*I^D;2Y?

*1N'L$>[](MU!L#&0!1J2JFT7W\Z<7+!>50;@OU/S63@(;,\7SZ:]N3J-JQO9EJ,*UA!9-YW-0-/ M]*
{2*_E47:Y2P&4B\P/5&ST!\V^*JOQV4_QDNA&-(/\"TO'M19AX5-0'C=I:] MXM5,?IEG|F$5LUEU2*\H0?]{\SQ0RF K[YFU'1$F5RRS-&H!X$D*
TW]/;Q!: M>,.:=F([G@=KO&;Y(YP= 9]/15K7NDOZ\,30=3QPA&^A)%2AV,+N;A<|2#W>#_M/<%]O3#=2L\6E^?_L8J:D9;*%,B,L?
7FHL)CK>]PMU9>I=D7#$+'F1]54;KKH*C/^@KA+R5GR$TXP\;OO6\(ELAL9S*C0B-ME,HRN/LY%"/BQ:KT=,&8JR(VKRW#S'O!
(5;\9()H5-3BDEE0%5,7Y2JQ-9*Q M:6QE[JO]D]VT18-[.NP>JH2_9?CM]_'0Q;ZN_&Q!1PEI?F#A4PQNXTUK1,_K M$@-
X+X[PNN05ZQ(K,Y!C0,%M+TB*_V.F#+\3]Y^\|J>&_1Z=1P+AF0H*X6)] MJ@F3Q[%A/'5"K>])\!$\|K>OS-] $QXELX.;@WIW))I M:H5"3YS"
D9OIW"9!ETT4HQ&6A,U*3Q>B;%C^%%_N,G'Q%G+>J)AKV_7!IM M!)9J&VKER(Y*4DL,[J1U36K#Y>YD^42G]87ZQ*PK[H*-Q -_Q0V?
I13'S0L5 M-N+V6F> ^WXYOM"8Y"CVTV5>HAFSIJ%@Z;5>PK(&%)]++*OENG//DD=C /,C,P M* -;<>*64(<[5TNL/
XP/F>/S|K.'IK@4\QM"F8>D?1#';(IE2QKCY)&[X\ M'X_S"R:V9O1|HG?CV"2.(>V110'!+[J4^508#HOBCGQ53V""/M5XZEFM/,J M-
[L,5^'DZ_;9;D[F7<^*#SF%=W0&D4[/KLNO&<_%]GP'(2WX?;-ARF)^6N<0 MV[3MVH$,Q8;K/,O!E @N_Q1{Z-
^I%5\RT%ET8W<7NVUCECM6:V5>0"P?UIL MU*0Y.E%II&R:-&-R('Y6V6/,XO:Z*[U1_-)0AE8]#=&*G'ZVX_#;F(65I(YL M7G1.'Y
.AER;PCXWSD'>\1[DNL5_1(K#>+,>:,$1U#* M!\|V0D>XPWR*NB'LRHU(U5#^/W(03X&@DM6]Q\3!C@R^>K%@YC+D7+_8CFWY
M%914#UG1G;DO;7$A[6H+H&&;>;7|_*#)F7?W.YJ("0)>3SL;U:"E^6/#8]JH397K'QH:B%_DT>Y"6$Y#9HF<+YZFRVLSZ--T4Q<")
MFWVSAF@ X0\3/&5Z(?XC,*;KZI$BWI!!PQ.%=$7ZW^X#;_0)7J >G0-[6Y7N MHY'8!TU:7]%U5+AC*D6!1%HK1,'-VFQ-<.WRZT^:@%
M1.0(Z*6![B]K,;JB!H6Q#_ODWY31N;[UQ*#4V?;](PJ_3.IR_HIB&N>XQ M.BX/X883@M'S1N'*^YK2
L3\GY4+9!6!5V:N4>FC/T54U54_Q'%CKV-!X<\5(VV?3F M&,'JS=%.AEO:*8RA#@4_XUX9U,6\ROL,&,%@O\FHK?_/E1&<_9EG3(SJI#E@
MEL_"^6=6JN*OZ8"&E[7E-J;O?_';G3..T(>(G[Q]"==C^DH M;.L3]B?N%&-,L0-
XWTWDC;/;NY7+!QUX#!)_O_L%T0AU&9<%>Y\;H>D_YHAY M>+%HNR""WA-?
S$[02$K:%W=T4%]T7989UD:9VKW06KH&PEXT4(8V;.N]DR*?M*[FW-(TB8P0U.KT;7,X/*:O0TS_,EMPT,!%<;?IZ=
<5^#\@%N%W^]=&9O MDF^?&77 %YCO2;]VTETNU7GKMC7=6KVAEQK[QS>ODP'8+6&T@G=:%I-O_[9I
M&85>=QFP]@A_"V[1\RM1R-*'H521M4"+;[IKGHA1.HPSVXYP&0!]/*3P*MM$F]#ML]38K)2" 7ZR\ M#?
7PU0\9_BDL%4K\TCR9_[J65_SBF)7#I)Y)=OFR,%1>WZ24-;@8E7B38K>0 MUF8KQ=K[VQ^^F;@:%SF2P,O/D^3^%GGGN.0BC2?
ZQW)EH6=MQ);UO|5Q/.Y? M=R8NL']*87G339A5L.;!O3CC81B=)VD\^^X/@%NRBD]O)'B6X@"J V(-D)Q M(L2+<7\JZR:/;OPPTE,
[_G;]>L-^EYQ7$*RZUL']:FF:SJ1O97AI57=#-V M5T3@A.OE[_2L5_$Y6R1Q2ALAM7[2]T.&'2J?S*8F$>YPW_#-!5^N<;5Y3QH3 M 3G$
"13H8C6T(5FVYB)9 ,3 GT$.)A^&+G MV"X[VE42_=*NEOT[3B9.U$MN4%OV,>M[ST*F 56=N'5SST,7>RE.T8]/;^UO
MQXYUN%,BEXX.#-129#X]_%S$]AE-Z^E^_)]/*D@=84UQELL[I-I826ZKLVX> MF91';'1O%>=7@.AGVDQ ;_',QOV!X I[@/@_#%K]
E!YC+A#'V(E/_'P%Q/ M$9BO0E2]!9>V5GPT)XQU1._@03F_2:#Q&I3]O3[&BWWZB<0G'YR;=.QV:VD M(TE8P?7:SA$U4]=HL
"%3*JM)7$+K_ZH1;V+E&@6B7;+GZ_MQI.__0L.*!): MP_.-;03MJF8F2!L2HLVE7T5OLL)2UT1!I\T/ !M%K5[=$G+:.5+6&&4O+F\#>
MKX]CJ('XP+S!S1#RNTKTC_\KXV*CQNN3PU+;,G@J-#JZ11&RK.CF5B!IG=4] M(:#E7''S$R\@3NL-I$3V_1GG?
+24L$=G/S^Y%JGN\E9O*8<6;C+5T2BBDG^2W M=Z-3_Z$L6[Q6+"C+_&K[^7=H&X+^HE\2X"S6?"8W_M8?7#@):>(3CWZ.RR7 MO.
[]Y)MPF1X])66^_1:*SO,+ZF36H?C4B2Z>M%:L)QVPRFQ M7B%5WDQS(ZU9T_Q-I2X,NO(Q!4O5+$I:2%,-
AXQF+4C3&H=UF%0CW@CFMEWR M17=(V;1@KX12W.\Q1.DP"CUE7@.6RVZL4B[9+!0B7B(ITBIR'1N;IW*-JWK9
M$'WT\%_X$_6BY+FOTE31ZL_8/O?%?XH<:N@;%@'7](&"_6Z)OYYYTD>+?*>J M+SX&4V2D_$;CV ?HL@BJI@!TF?.&
>S_)4/0^$!QE8R.EO541H_Y;-T"T9BP M+9,231>W]++'/3B*1PL#3+Z!O%^'-#9R< M(% V:8#6V-.)@Q**/Q#2^+Y1Q]A]C M),$*M4]//
=:5_2R+B?B/%A90M@B@-V7!*XD#K2>M/%.Z$Z)#KO4WO!3NOU,_MLD1ZK[N1P[++.FGU;P=\%%Z:3]Z%L(\.B]Y1(S;@Y1Q/"'S?/]DSJ;:6
MF6^^-M[^HR2"!+(J3]['1RKC=^2AQ<2(+S 7'!\4RF!]]^KW$*N2AD.=H&\>J^!1]A?MV]>HC:-2HTD:D7OD\.M MM2'P"\\Z UO5T%<3-
<_K<7&"6/@['@":W\1">&QE===2"XG<)PN,K+;MN29)/ M"Y4;4WM3&*KAT>I?E.*??CVJE=%/)I>%W5KF>P"K0A*<8!C0C[<9C:)-%AGK
M\,BI2'<%VH2&,%$:+%3V82^/7B/R%<^AG@EF%Q?6@4ILLR2+SV@TW2FWZ .'M#P#+DR#8;B41]@I-^&/XKOW*8.Z#-Y$N1Z#=;))
M_C.K!*M](()+<.EGTF4Z>DMRLS[&(TN[Z,Q>9PN+ADGU\TG@2+!\;81J;XF9+2
MXWTA2&Y'UYQ*!)YP^8ABHF#4%+F@('5)W0.@_'6#]$[.K&YLJG2(<^-EGG6X M&VBB-%G"1]MD.^Y07A)*?L6Y!UM26U$TEN MBF
W]G#ZO"/^,5BR%XM\+;.HI,+&L/6R&EI]6=WZY57,Z,M@R9A+!B?M%I^9
MV**=IW\V:W\M3W$O,']65UXNRV>U4OQ9HPX.B7>RV=PYMH_QZ/%_! H=C,H(MDWCP7!?X[]0-;-K/]HH)B<7[&#,_1\:MR&=9C0V\]Y]
:\7'_U9/^X]+7D[Q M%U.A;@C.^Y\(<_^*%V>W2]:)6==QIK]@R,.HXP'0)5,*..7=2#)04ERPA'] M!+NL18H[)D8;.?])YNG'NP?
I6"Y_1$64VN1@^TS5GATU M"LQ?$H2%J1H\;9G_(!??C.6ZV1"E43;=F\T?5]02 M@&2?K7[S9X07KMVGMWW;FER?X5N4^-7C4*S$[F
7XVJP2?P3KQM@"T;2ED-(?V6\\O7_-)5(M89"1@!DR.$,I)_LND%\;$9#=-'*@I"EJ[;A\VI;JM::6%$1\-5Y33#5C[F-JZ
M5LWO$Z#_<8Z1,+/W(B]M98$G5.P^_&HY UHP;%\U>3IHCD$@]ME<02\3Z42K M(-,2U*6+BK[+L-E.$,$C-
06B(MZ=R@8=M5C:Y5F3IK@-_V@JT\2#\#XIHY"0 M!._CTT'=D>'KM">]AR1GY9V7+WHY.-\WE4DGDWXEGRNA\SL=5]"QT$8C#,8
M5+L:Z0;!\%6NA?'.%X:R71PIZYW^OG OB5E:6&SN54UZ8QDY9>;&.NQMMQKX M&.FN-
Y@ZVF@.Q,GJ3O=WZV[C;$F>%V5F1T%4.]GZREJWH- O+]:QG+## ^9AF.8WJM3PESDZVJH+!^XD9PI[,&L[H M8U^%TS9YY>](&KB?
-03.(>;]-/@X73.7'Z60,_/ZC$T((H@\[Z0:2^0K! M4?*'\$-=*P D\&O]AB#%\4L?GU=1*]O0]=$?4-IN8JQ1]);<[@? $U]PKF??
MNGL]1AU:5J?)U.?L@\^0/)1T:5&;8A[X&I]%0C#X[G_4_MWI&%V)DZO]37B%,.==?K%$!#(;CL2F0\-HJ.[,'O)SQ!45'V=!UB"B
MT3OB%83$I/WA88M3X;_)D[R&QXA)&NKX,HD[/L(#=;7"EQ;>O'' &9T(PA=5 M@*930AG3BZTXRS@@N?/LS7LC91A)7)')CO,W/K/X%?
Z#;<_YP"&K%"VH>?U(MQ@E1:2_+DMWZV_P+$Z\=Z^!R[I@.X@87MCE(F57/B=%7I>R3<#F5"U7I/,C!A.E=& #WK6A' S& M:E&%
;M!A*[XH5>:%*XRN/0RD^L!/5XLDA0##/9RY/9?4<,NHQ>&UK<;85IK M^&$(UO4A*PA_N@SS!*9%LHE,=]&?9X*H6^K:X@+WB:(@*'#^
6!XROBEP+KU MQ51M."M8>+MW64-W_WD^C6*6/4H([RQZP+X3!:0:/Z+MZ6)[!A-L-HS/@$] 5W>A+FT6Z+3^XX791U'J99N9V
VC1^@);+'>^'8*"J_)?.*I MWN5=UO3J5^.$)A)ZZ]G.29]$2V>VAC+|<;J%%!:T$0;'[USA/=5,7Z% MEJ;M'X7:"EB?7_U 85 +15EI),=A-C3A;
[/AC&SEA^L5>'HHGD;,)+6^JJ^. MUY]!#!D<,&9^+KT*+,V,:62ON>IQ\)6"3Q;KP'/73.$VV\!#3HK5A.87W=1Y M]58D[["752*72Z-
GVBP@1+YF\&+H"1&\VF#:]YFU2_[BKCN)-J]%P\X";MC M55QA$#U!!$[8AM9:9B\^%AQ_[?YW8 A0K7$5V36X;G[<*FTO0.;P%%]TI_/
MP9^IB/<%)CPJ;08R[HKL7Y3B,,<:=FW.4.C:=RVW!IT(%__M) !,&:PU!7+_U6F6I^&*=YX/@($U7\4'P*^O1K>*Q/Z'1Y!.A\6^O\7ZH>;[
M\#\!BP7I!G=)1?33G'@/HM0@+1_O?7/[+I<,Z[OB5%EOBH(MUC@U^P)TD4HI MJ.)\.!O9G@U7H%AIES#']+KGCUK3O'\-
$VS_IZ,7UF$.O1'0".HW"?0)3'?P<=G'419WY&W0A6J/YV?/I3"?&/P=@_JHG<: 5Y"K0/V%KA=T M,F]H3;-
O/YHP%/P025(\$Z0W6K/XP6]$@VNRZY78]#:U+357H3\2+&ZKL!$=_ML35M+_[',.6;2LTN(\.TI?Q5XR'9 5XMU%F!L.WAY)'JI8+*]?
M>Z(JWIT*].'DGO>CLINPS)WA&%OOOLEAUU/$TN M8GTQ-5;1&;02IJ2L:R^?X&9LFPMW Z9"#\SWGZIQ/P!:,9--T-PS<>WM7(OY
M%97.G66IGI"MDJ/\/!^=:#@88.:>;(Y-W^A;+D<;<2\ Z>Z\?@!\YP37N%GO M8+Q6(KK3]-
\/4T[$WDBL(LEEM\K*5/J16OE>K5$3=S[GY^8%7YH69=R'L5C=_M-A/P6MQ1YKS$OY@9I$_X_G&H!,H_VK(0=!^A^^W_6 >Y$5],*<&@?
2X_<#M5\S^/,OUD*;8G$.5W.UF4];2=R"0Q#*!8DRJ; M+_R_[/KE57CTJU2K]OR< $(IQO%)HOW_^_!-6
MI==N310(X'W+R.HB!O3;/R=+QC4O#/*=S2JB,9:;^=),4P3',[T/7!J3F)T.
ME)8_0$/TIX08N*WRMA.3A#&*'OT9XJB+QKAO+6(].%]8U(,!Y-KG G/83KL] M /#VFJY#MJ:._!?JZTD)>_9GG1VN&,1U>NA5[D7E
MVPHG62M7]M05)\502T^VP!S,2-"F\+#.JU[.3MU-DP:U!J[-&Z%_@Y7S-H;HO M-W66![;+O*#D^#BYIJ-*3ZV%$S7L15:*J]
[^7%2Z#.]18*38KYNWB$K/L*ZQ4,HSV)8P=38HW1U<6Y. M=]@'[$(;1:EGQLE0YOVZ*)]%QR Z\18W9$&A<:.^/G(GPY*@C^A3H@43 "!F
M.]UBMVX@M>X0:,?GDVMOKX]5$1,1'!/=U)IG2;R;@0\W+T",)&)!P60##EX; MIN2V8BQRGA=K,H*-NQ,^^,V7$"QX)
S[&HI>=YW$P_NN\-H"G"QV,%BJMNQ5$"^?Z?W6UD\)'2"6_X4"^;6K[I]Y67EG:SPGBZ.'1]_;K MEX\]>&5N,O.UM>_:]HH7B47_"%A_@@]-
ID I6AONQ_^L%,P WIS$_Z>/CN@1 M1=?LYH3]SV/'_B\U7/L$\N-B=-S>P#MB#LG@$ ^_Q:=SU&06!ZR&(#*8>_#M, MJ;^.J]'GQ-MQK;
(HF^FM<:#G0B=]5[/]27A2V=O0;[_Q:_?U9=[T43D/#1Y MF.EE''']05W'XZ#)/O7XE";RA/KR-@\MR?-S55PG=FKI4R+8H" MW\P_T]-
M8T#%,M MW([U)!YX7/XZILY'"%Q40+?@E%-=^867EZF-S& DN,H&B\T7M-PZ^;U%XGT:TOM\ M2 M_F<$J+N7[U!&5DL!![@@\3&A];?
2B96]272^E/,D =T!BMNE3?X *C-B\ M1FJ^@_-[X;K#W&*O8&SX">GJGO^3"8EEAI2T!6/,7G_M>":QQC*1DU!#%#BA MI5AT)YQA6E0"Y
(*<_/L:' :;TF@>H=O?[FQPOJ83QW(_^BI3VW_X.IZTKTC M>CM+-]Q8IUN?=%@FAV5%K]M*)YXAPQ('\PNOHP< +]>_5=*0O0>ER:
M^&=G6"_,*+0<\3)K:;_><6FIPZ'>53/V)JYN&UL XJ^ME0;N4O%DV_>.;'H MV/Y.2%_0YJAH^ES0N;]>H$W!;-
D]3R%$:6OZ980W#'"%S3I:>Q)E2' Z&NF MX"S>M[4LGK,J@@<>.,=3:<8"TQ+)AX)OKE":;88G&A97%\X[A&62,8T3&3# MJ:?
PL9*2+/4N:GE.(S=,H?,%_]4]D=6W0Y)2'X](&;;% MQ5]H%N#4K8A 3-.,K)P2%0K7FUS:SURMB[YZ&*\5.\[!YU+D=Z-PTM;%4I>
M8Y//&]'>@ MAUC^C1\2G5[/M\]#?"CTD%)H_^0X,-%U;TC6A,RL;#G$3W7E5 M9DU1Z,;*[^$]ZW9*EE_W';4_+*0U29<8#
<90'GS5,&&_![JX4XS70EP,\^+08 M_)GARG>L!E-)W<*?KW1Q'#A*V6LG%*^>E^BTC.4ET+*\H1?5] A$\L_]>E>
MBH9"\>/T5H\4Q'PV1GL)4Z=.ECM**I-#IEUK=WXC!7!25$'"&4F#W@!C__8M M&V88[U2^6MZUJ-WE'G6.R<4(")11%PUT@6LDMW+
Z58F!H^-2*VX]8S,=)49 M"S$5 BF?RO3\FC,.B@H)$*%@36R ?\O%996;.MP1'DDM6>DQM?/*-]FF. ^.6 MV(J)><[58=],[2L-2^KTISK-
0]+%:P6I3-(UD,@MZ(4WF%AT8L,(SW%01.,"O4T5^S M?5 .6/:\+&U*ZH-@[-[.1EXT\Q6MYSZ17@G%E7+?/3""Y[. 9U- EV#-[F?
M38UAY*G]XW_U%_3D[6'*72OL4Q"VF]%=>[T5LQ"AW&0:UJQT&I4%CH5@BJGB;_=3LB$@K_: MV:E1)K>HYG39%BI>^M.G?5MD!
_@* PE-UW/^!2Z3ITW: L#=K3#2T+XBQ(80.H9,]P#JD!]04_1L%!MU(A"PXPU$S95,Y>]\X8 M]\L.(I2Q<4-
KVSM)3YJSC=X!]%J<&7^\Z]@[K2GV31T[J(P.I4U3?&-_\#7S M)HWP5"LJ_& ="(2#9:?9+Q7\. S4E85KA"T*/9YZA%J010OEZI];1\Y7,-K
MV53!R%4U=($:12.?G);IZBW#4SJUILM/.&H:RAEU4E7T/G(*=VIM6?P_O7UG M5%1+MVTC.0F"B- @""@].>>@2*;).8J T+1DFB1!)QS[G?
O>_=[[]\,]T>-46/6K%6KPJZ]YMBU1P'>D9QYT$VOD'E; MGSJ$B]-,K4&:H M^{1!^D? $N\+[.++Y_8VX M8H&\0[' 0UX5"0S34D&
<)).!T+N&.>=6^0* ^Y2>2 GZ%M!E*) QFQ;27JB/ ME*$88;^DKLZ' 'ETG+O]856OR)QYWF9)G9YS%>8W+:<#;?V-U$@]R85RHDK?*

M$'NOQJJ,X\O+>KI57\FBF950^""GQ;_2[10.XHV-"XZ"I[@@8 >"9\>L<0V$

*MC\WK'<=&.BH2R"+:R)H@U=01K@:D!3E3G#H"!%^[,.7>CF)[5\>]7O3(N5\7 M\?-**M:,C&O%1$$<_$UD//FE .N5]WLQJR2=O*

*_.;Y+>'83@1&5 U^LY;IYZ MV![HP2;?H?"2!$L]R;.0'5RYX,*HBM-=_YI![1 <$KN()T+I54Q*F<%!,H_I MWBSW\KP*L;R+*

U.+/:^OU_51J;$H;UN!=[P4:Z"5U_H[Y)E#5K MB7$L;,>5'I=??,B_'DX\ CE.(IU"XBU\=G/:TA=4S[1U%$[(C;[C8[R M6[@3C+3N%\'U&$S7+

<"/&@/1 ->R3]H72\'LY!G H3_K1M\"N+AO 2N0&_ZQ(Z#:[S]_D\=YEZBTKI00-[[?;@'M MD3?

\=Y7]QJ;^KAL95O^&C,.=_CM&7IS988]IYQ]8_7-DM,+,96TB+5>'<@NP,;QS M[<[\G8?1KU:0YU7;J>GQ?R1DW['1'K"/]5,'?762T_R"U ZB_'

M+3 VTFH)7A,GZCYMLY5(\[&K@QO^N^R-K_F=,NQ#3^/E_^:W7LZAOECY^9,,

M<:>\:257[/ZS,GBIFG)G.:+RXLKL]^^_O(M9T68ZZFG:;XB##M-Z-D$\L*N]H)OO.EVO,76.X$==Q?XE(OX&" M6\!BUU^ZLM?

O"&CV^^KOH9T]K,=0O"WU'2B"X&%WZV$"XZ=)K9GB+\H?:JCS MI:&#U[C0]MXO/7-]\@X# GM5KH2.YIFDEOI'W=ZW1.Q>\;A>

<:&:EFQWSN@4<\:& 74_X4;!@O'?ENCQIC$[MW?@_ ^L% MO\$J&1=\4H]4<(ZM> "B(D\?J/"MJU]1^L)'AV'@59I?*

W%4'B3,S47"#O9M++ MSN=8")MFEJPXAV@LE_7$W)\ >CRGVX_42N?1J>&\&9Z]83_]4K,7:\4:_8O>B[AYQ UHLV9SE!]N M5\G,WN?

RQF[X.SF%K[E_O/$M(,AN09"%^SY%X1:T]F:O.14:(1=,314A+"ER MQR)09IO"E^_C\^0)0]E2?C>O-[?/BVW@[G2//1NR8IX97F?

*E;>313S4%9Z@3 M@S?TCI,8+3_[#)MKKQ(!MJ!2<$AD.4.W("T+>:.T ;$$AZ;!.HO-_E.22SYVQT9G M34$A,0-%$<)CV^3(*WV/R?7MF1\V?*

*R1KBU=L1];Z*UR[4\LHM3XHFIL)\ZQ@ MP7^FIF,E;2 'X:F>5_H8C0F*,8VVB181J#F_J-T\#%;?9(#CGD)-_LKAPRL: M'*RY#30*D89?4@*]*

(E'[#D969)=XM $;[%U?P(P\%U1QU_1[JJ.5DA>J#1W*#$%/ZMU99GF,YWYGO]/+$JFU=+DJX4U7_O-1 M0K?EX.YY@O?%8

*Q*T11GQ*WDNWH(H[O-Q 0\0W&=9,!=DZ6#(!YTH>NTB=?Q MI^%[+B=ZGL5P72S^:1TJF&8LR3#%^HFJU<<0*/8-*

,.7(86^=H@9EX5,)P=U\ M\%G!O/F>?U;\ZLIVAR_#/G5]D^HW2\NF\:))J_JL#A5JO@'7GY'A4P^VZ12K M=A+$9C.X#L-+#-"E':

<"2_"9SU"VA1';99QY,&GR[@X,\30ZHSV.<^.G6ZP! M/F!6PNG O,:D?/)1$9I@MK@ 3BE]DRWEJ.UTP19T/&9KY^H">\=3V-Z311M MO?*

756_08"/&K7.GF8D5ORM7O@6V3\6;7,WA=[>NG!"QR'Z]:UOYAUGOS$,6 M%L]LJ$8C0=

<1AL2"=4TH=K:/%VF%Z22/DL7NIT,\2L."MDM@:,:\BFXL^9// MG;3F;[]GFU2.^'V'YQ%4?.3D &7"OR1TU@XXV;ULTA*/&:P%*

I,XQDK>-7/8<'O]1&J[: M:%C96K0S'B9:^'G8LK]1X>Q84;& 8^/=,R#299MZ@@(L.15>8Q5HZ\XEW>S M25Q7R P\(H @93D4+SI=-*

*LX0EIQ,DL%1T??^3+8Z'YA:?^_:5T/G%UFL*1^B M1:AHG]<0C >9LVR PQ\ACINMFLC+R_3M+5_0C*V='8THWP)(J=;YZQI3SR%&*

MG2D#!<@."%WS,O:KTZ0>_PNB9O4FGX [A/!Y] M9BV3OTA5];C:[M2/QL?1),I>%[$8B@Y\Z?]Z.R3Y-R_!B 4Z\4(%T2[GLZA*

*M^*LYOR;F-TM+3:,*CD:-PGMB:_ZRGGGO X_"14418QT[HXVBR'+5>]HIOAJ"1 MWB^7'"P$^1X%"CF>,WH'^]B5W@5@C]\> ^[U+7QB"**

*(N-T4>& M<;BFNC88[RV86"3,=4XDD8:\&9ZD<.[.L+[7&MK57KN4'7PCH(S"5VB*F?X M,Y& F=OG(H&N_@]DFZ((C+P]V?-(BL"*

[,'&S+7;KI6;^:,;@5"= C^1[:UJ5A M98D@7^BADSQ_0?]O@#0PE1MR?Z5!/-&:.#2]Y\1:-Y,J<.M'-$\4P;/)#K0KID\[\$3DS!GUX # MBO<49/*

*M##'?%(S//!\NT=X"C&>>HXT>&L;D#CFM7;8UF\%@3US\R<9>(I6SOV**]"0' ME37;JN]JX\MN>I&L8=!&YJ84M="N6*

GXT.NBO2$'[W*JE'GQX*]T!,!K^T7' MEK@[$$FPJ%<]&LO!EN3EJI5NT9TKJ0].L&J+< M6];"R@GZ+

*(_SRM/0RC)>/_$!+KEEW&),:E%EGQ3Y;I/.L-/" GPZLU29/ND6 MD,XQ/>G)];)AD>>,C7/Q :+-R>"*QK0WOKNG-*

*$^O[Q90^RP['+9R;P&L)VCX M-HL*P>7ZU6]B"4ZNR/1JPZ($:RHP*C%M YH]%S%X@5"MKYW^&!T<)3B1 M^=SH>*

*<2DFS(EF"7FJ:O=438?XXXX@^&QP J]1\C.6G;DBF8R,8=GG[>SZM_9NU.5WHG;*7NY\-HD6:0F3H]=Z(R%Q%_UC3A#VP#'6>GA%=S*

*MN=J+0N^#K;2T8T5/8P_MLX"3S_X*R,_38:VT&7J:H(+?":_D)Z*^2Q_VA'0! ML1O6@F(GOWM47E B,#*>Z_C5L[D3YE,G4& U;F%&&*

(58$(P0"_GCBQR,%9OA M((;;]B(>1=UW0WA:&>)0D7>#".PF[T4M[E\:8<+?8BVXK.GRL-&]HDSJ.)B$ M']V(>B2Y-

*L!!ALC>!,:5THZ9)PYG1EY8M.M$!K%_R8P4BGQC(#[9SXZ>UFW.(M/'UO.7_=Y,>6X#H LSG"+)#RJ<<>=K)%*KM_0<*\/C?'_9BL%?*

4,?"']3O] M$Q)>Z6>=7MH>7(66-K:)]+; M>4ZHQWD/I8-GN:LR$S:[N^,MYON/@^G^N,A7)55PE?5>3,VC7:X$]Y:Q$ ($ MLH>|*

[:T=EM1EVX7+RG?SO(-B7D;UG(/)]66<6A"ESCFG^S(#?3PN?S72W7 M=&&W7GWL@EB"YGU]$X_!@&V":#+C4*IXY]+7=*

{]7'6,1;-1+8[5DNWL@H(\ MX.3Z@-/7$%2T='=OF00ZERD3^CDG^H8?W30ZJ]>6]"N:'DKZ9O1BU,=:%0]) M+-3T0'"%N-:,H>:+1(D H4;-*

*X4'4@L+M'5FE,*Q'=?,7D<;)5-\GEFJFYT)WB MY:J^5XU$ODFVKZL6&"KE20!5#-LK5?7_^)WRO-6OVZS6VU>L^O3P3_W)I*

K5+_%;0C^.N5D6N'I S>^56$Q/G)HCMO,Z.=YFI MGA&@("NAMJ6(!M/Z$9EQ@^!VVON)*

*[3AMHYOT:I0ZR4G&@PYV5F>50N3$VUVM&BT[7GU$+^UB^#,Y+Z)"J?9C/S1*G2)41SX9C M0SW0\6-Q88JW;J1-2 M^2FC!RH]N-0X^!-*

M4_3TW/J9IV3BM[ZNZQ+-/WYO7#=..'T&62K[VV"(BW(M3W%/]5HT,=JG-H1.(=Y.&.VARI&Y_^)*'TL_4 S-BZ"5V75F"Z;198!+6:Z]!*

MG];4[K<%"V;;%8)%M=O?3>34)WX2B+)I$O(_KV[R??@9$RD8KL%NW.%1MR@ MTB,))P&A!!*<@1 4)#]F77%,*

(7OU.\P(2YO=MHL9W99THB%BM5.YI3]X'YC> MF9O5#=.05&PL@/]="O2\R;_>1TH?-.DE=QM-\" M'IA&R@(\9S%\V9V5?

*YXO4]X".@3^@N7_#?F;N(+A*_I/F*/^#@;= D)@=[HK665FK#VH_5;S3_MV:MX N$#0UB3>^:TH'P%K",_!=2*9OJ6?S@ MW^#_-*

*W%LS>P_X+25?XAC_TG\&_F;>/)_M_A_5*U\>T?8?6.T?^.&_(52[L#OBW6C\-P,/LT]'LXG:=],]U&X!.'4K*

M&%DOCH=8.V;_'67XGZ'YW:%IZ'^A4-]'IR&AJYGLX#:&279^D+B8 @?_@54

*M1U^IG3J>JNC,]#]G<_PWU"B,/.0ZD3%PCT+E3R]4RFFC:K,B\F(*PK CULHE MA='N-Q3*

Y#AY,Z;3UH"U5,.#T@HQ<5()O).,Y@@0#_9C2D"AV!5AI+[2&F M.Y\%A6KA9S(;U4YX_&TS?<:.LWLYRNXNUM-)N9\? M+^.:'%%4]*

*](08:]N;'642I*ATR'K)LHJ-2ERS1,54#%"KB.+EK,A?H7!,LDW M/YR8XO@F&^NN,_FOTBGLX4N:)[J>E@D@0P,99:86//PW^4=(BQ^C?*

*%H'[23B MKPOW?9\D=E+3NB4]27K/SMR0R=LUG,8LGJ5O4M;[PE?C>F?'7WM:X+2&Z4#(MD^-^HB$Z;S46'YU 1K(O.A*35*

*J/[U-3'YCS':)(=LO:*S9\W8 6KI+3#[U*C(]-R,S%4,$G*\4OIXZMU1TP7PNC"<.6]< Q&*NP=XX>]^MU ML;5:EUE%?-*

!&I)^PNSZ7UEKUYZ:+F"X$8E&IN?]>GL!<8/[@2LZPFY\8&0YG',B4Z$<)IC MA"F5--[#;&/GE\@TVY/7RZ5J("7?*

9^B.U17"7<$_(S=YQ."S)8X6E]+4%%-X^*/SO5I^%&_JTC:8O&=V_L0-W6!##_;X#

*M9T7"LM&+3>GZ5VW>'PE_^[/%^846\4\6+*4NMYXK(!WHT4)=CYYPMB&0HXJP M1M+1;JHOYI9"0(!Z'X*

O\WM>]FL9C.ZDEM&4:VDZ<&K=8D.(H15WJ&MV6@C MDT7RS9-M%^PM?UK8IXO^5(HV7"$D/>L?;-XB?*

@J%#IBZA>A<]E@:>Q/53Q4E MJK=,'6OI-S0U-#8U!M=4U':^3R /6GUA#)A;.B-.IPI:Q2MGZ!MHT-_@ZRS*

MI7^2&W2I&RPK>!9F^FW-@CMNO/2E>_N)5 "I*_M57+J0$,N@OA;A*##%^R KFWL.MNH%<)-Q"\3*>W3B_PFE9DT,(*T?GYBO2'2*

MT=:@H"!27:[4IE?(8%/^A_6R&:/4 MTGR?E!)QV: ,'C1QSPUK=I>H)-S<:9T_],A=5.%'%L]9Z#)/P(^X

MQ_<43HSQDJZLO=EGX"#:9S,4"THSEDWPNFDN"YM?N988+!1MX2$E^3 MUH.R4],#ZP(TF0EM>>MUSU+G?E/(JUR;X08'/_\>BZ_.@

BQ_;@-$KHF'DT+=E XS!J<^O M6T"XZ[64#KQ]"B-$K%RB;U1GY.]-\<,2,,<6H!T'#&&<,0NX4P9^:5DO)F!B M0.#<"52-2&9]US-*

BJ@N86CK.P^^Y(=C)?]8KUXT](H?+'4?ZN.L_*F]?N]/ M=/E(OB/(-F";H.(YV$H&FG!<,!=!'P!!.9=3!4&N\C#VU.L,A;EVL]GUN3[>-

*M'E&Q51-X3:T88,Y8]P)OGKXZY&OT\F=:@6.)^Z5K:CU+8NLK_MD],VDFR]"? M1.++*P28"?BD&YH^!VB34EBNY%4K3WP;UE&N@''*

MW(EO-9HK%+"^E,,X'D3\7%";USV3$.JM4MQ8>D.#L;X+(^Q!17LS,R5.@.#< M>3I;HNY#^LC!=KX$ODEX^0VV[2V S)%DDV"D><-*

*=*192O2QUEF:.U5_<98#"U7UY$OZ-Z&6D/[3'0!;,;+)_&M5Y=[NAK0/IOB3/A#@/]-M^G>@VW/'B0F$\/[Y%F;^: MOU!63$>F*

[763^]=:9'O7GV'WZS\)(X,]?%1L2Z])"Y^PBP&IAJH4]8OTL1 M=RIHB#B;*P5?BH?JA&EPBLJA5J;562?(8DMDS-*

AIC!\O,^;1U7I]U[66X12& MV;U\+]'V0:WA$OBLL7<-]#11W2N$(V>7D\"C+[ISI'9;VD4+@Q_JB["SKOXT MQ"$L4>8@,, I?TSU&2>JL5I>.

[RV+_M#$%0%5PS4%&W[Q?5*G/>578Z#, M)$^I2&MM_M0^Q 9_:$C34+7(H!J^5Y5VI#Y, M5&!,]CY.%5(9Z<=Q|)K56O.;WU*

\#0T4D"+M%YL;;T,Y<"(_O3DR2/(5517 M_"H)9U8Q3]\KA&-QEZ?#18'04J!(:"5"!MD($;B^Y&G5,_%Q.O\ Z0-8QH,# M?*

>R++VB=Z^QO^_B]2"'=IN%.#DD#NKX=D;B>\<_J)[\5WS6,2^M0[3KELSMDPOG@EY]Z,P0+R-81&LN_=ZN:A&ZHM\S?"NTXC![

M+!X).NFI$?B*I%0"/- MR.JR[-8HED63&OGD3#0TG!>YU.4;-@3\M-$;JZ1,H\H+V0_WW"[6E8N1[S>W ME4URH8]QDD&[W"(B0)>T#I3:*

(:+ HW9=LFB#.-KP&+APX,F!7!8>[WL,884M MY@=>XX\1E5\!=2:_(/,":V_H"F:^YTDCYC0;XG89(J 4#N&B&A5Z)'],_R/MZ324BTI_Q#*

*I.T)@',5&A+^OT(H:U$_LL^6/2/H#U MX6GX[>"R4>_%.N:#;I*DQT*M[7 B=S&[=_M4>*B%<-57'+?EC%1WKL=53PW3R> M7/XDM@*

6UWJ6X6+P&D[)PJ"?S%?:XQ99XVGW/K"W'=62A+L#FRL@'1GUA4'-M^:TYSA\@64;$$2T_Y3Y[)^1D1MTOVO)K[6$JBU5NORYO*

*MHS*0R'^TS%0_=_VOR.9W!9NR4S;8?D-) M09P<]L?(0:ZL&TEMP>W5O9FV_$/*E93+ ^[22L/7/.*

<72889!I#8L5^DO(EP+=T1WKYHWPO#M\G+S B'G9FCHFRE M@)?W#[,"]5ML%'Y\S",MPA>W$(BNO)E<)CWUZ[@F[C.(Q-

*[XGA\6\Z*NN0$-3(6-\'5D.S:;6M^WK]2K3%41V(Q?_V=;A>>#-_MYH3-0XN;RE3!!#REG/)KOPN]0.W3HA"8&*

/E"KAZCQ8G"YCF8HW;96K07])"_M%.\0?2F7SWN^)VU_WY.)2OR1%ANN%OH>=3]-8"OYA6K:&=:KP=WAXKS''P#< M8BXP3!%^1!_B%F

3&WI9$RC8:&[M\.G[+]Q+L*E2T$&X K.Q MH&0!]5RT;]Y PL0G3?(E;-MVQ>-KU!(\;],EQ3YKX MOYUL_O^1\(E1WX%#L2%*

*(F)10FTKO/Z*S>.C4LUUJ7JSX@Z%@LO7"">9W>5L[']WWVD9S_?/6 MOWI;H%0/NGVIII$G6L_*+?*

6U,RSUD[QI4=%6IIJ^WW\K8;)&ZIV$6_!9Q0)F MV[T7M+_.I^Z)6C(O2X-5F%)S7?S0 MS[2K6P"V2&'50H#D%]RQ8&_S=3(&-*

,7)FGU>SDC9O.W!Z'R;.@:I4GK8W'#P-B?0LZ'$I0 :EJ$\9 MF-K8,[X<7,?W5R+;&*@LX[P_MT"G Q)2]D&0](I. &5<^!;5-G/,!#6EK3_Z M;*

O3L&;A KQCB]&5=R]$'Y>U[!!78F4Q90ZE3K:!97W."N:I$X,?"=/;<6= MG8QTU:^P1$;QV$8J)-DP[Q "F9 >-R':I.UOT**]9-*

&1HY70S;KZTP7/V>?;.M+]:0G:L]C#%\SV?%S"2#?,,\(MM!6]H7S-U^)O7B'@)4MLOV$!?J6J?&E_-E\,(W MVA^) V.D>T$*

*[]G3JW6SV!895.LYV+IQ6ESXQ-O!SI[_>6VL"HRH2*U!.0 _ M8Q;,I<*YT0GNYM(-]A5'=]E!>'"X]9A$#,W@OO*

MTUYTX&_]/ETJ/1S)\1.%8KFL=Z#&-CZ45J"%M)0=T/+\?I1+J1RNY?(R\4CR MA'R0-

*1\37XA5C&=2N"J=]]SC"K>K=8<>#C]06TOKC("/;N?.Z]G#(SO*KDT# MVY0JF-V]X =E820?*

0&4=C[\N.7^ZWB;_IR9^-7DQ@N6RBGM=+,FZW^0&]RR M:!8W:=\"@OR4JR?>-

[A%@=A!CD8DF@M>++@98IZACP&;MJS=:E'.QG.+QL]N

M2M<'\GU4Z8EVD)]+\+!,TFPDT#SD/%DAU!JT9G6V>T:=:,#\$KP1(SAQ^9:7AO9V>/93#!F?>&JF% MUCA*%JS3XG:'6E?Z;ZFA7V*

*ZF9'84N[?95,,/JRB+=#F+27UMF"+D<)\;73 M\6>3F8&1*QAF04EV1.6W-*

*).7Y2QU\U!^S1_;/"&Q%LQ6J6^02_318L36V2Z8+PR\NS72N@Q)P?'(6YH*H1-(4)F M&^IT9F_/K3?+NE;?>Q)YPXV&KY9S[D^<^]S;*

*[USVM/N5R9_?E&]$M[A8%M]7 M]_P^]= ;K5=R6P.556Y1#R;_#@HF[PC_.NBYF\W*2-&B<RD.6TY'C9D[X M=7F%O#.'T.]J@L.<*U[.B;@ 2:VIQ*&T0)9+*@V73\&Y,P5+..3+5 O!+C7: M5R6XPKEQ8=$(=*VF";:,%#PYBKAB&E.%U[6W-(0@']O;T!\Z;D2Q#>LX%O1? MS0&PL@)@;K% ^HY\;S]Q[4WT9]\U@7 'L&.X;YOK3]O@BCL4Z)JEJW.2CS&59 M*/MPB4, ZU.S[%9U;\697T? 4&Y(%UWEY!Z(WC4ZE>QN=2)_F97D;U]4P3E,: MQNM)E1B3K9^C- #LB#\;]Z+N1I,X.U.2'1U8NI]%BO))#B_QZ/S3*45C/.3P M?3\Y+? -1U8_ =5@SM?C!I+WSAH MH EJ)JG86S+9H++%*'_$@A+LIHFT?>DX?*GE4_WTBYT^*.4TML.:T&9J*(YJV$2<6_Q CZXO%H.;CDY33M+&*5I>L6G)?C_3_Q+\:_$<#O_OP!02P,$ M% @ +3XN6DC[%IWAC0 29X !< !A9&=M+3(P,C0P.3,P>',Q,#(Y M+FIP9\R[951W"U8<+?" MW5V'"%%07.>]Y[SGGWK[]=?_J3:VQ1]5>ZUE3GSG7&!OH''05@*,@(R\#@(,' M .!@?P#H D *@ /__2!78BP#Q(]$A(B(A(Z"@HRZC/T9\\PT#$P,+'P<#"Q M<+$P,'"(<'#Q"0@)"9]A$Y,0$9#@$1 2/(' (<#6("*A(2&A$6!B8!++\O[Z@ M'0! <5#@1 ^ 8$.!H /"X< BX[/\?CK@H.$ R8B,@HJ&C@&;4(L# M<(=#0(''1'B2&O8T$/8<@(B+A/>"2P(97_TM"HTK ??[^&Q46LG*3D*.\5,Z M'G.W#VCH1,0DI&3T#(Q,S"R\?/P"@D*OI-Y(R\C*R2MH:FGKZ.KI&UA86EG; MV-K9NWMX>GG[^/I]_/0Y)#0L/"(A\4L2*#DE->U[3FY>? D%A47%5=4UM77U# M8]//KNZ>WKY?_0,3DU/3,[-S\^"U]8W-K>V=W;W]L_.+RZOKWS>W=T]ZP0$0 MX/YY_8]ZX<+T@D=$1$!$>= (+#M[[.0(N(M(++F0\"764MZ[X--SO40DDX[,K M.]%H>31."5/NCV?^98A_^/VGVMV+_I1<8\ P!#N8\!%R M..!!\WL$$ ^"O@4#;@I6_5J8_'O$*K*0=JN;U'-=$(MM'5RGKS>16VK(L2%$O MX^NB8D(/04*0T^9LA4)HW2TPV/+- A0PANG;^QX*H'E,A@),XJ" W=H*6>0: MF_CH97K@S1O>V-M+(05]BPBYQ$7D_8QD H*@*>' M9+3#),HF/Y>P4@-&2R MD#OQ1T1%**!"0I C8F' L1&H8#W>%# F7:U-"M2E//_CA3AA4%*=1IF1W6Q M"P7S2T,DI7_CB*_ M9__W'/+"10#IG@;YAW)IY(/[? B]3+R@C>#';Y! M 9\497H#8I/O5QP"7&WVB8+'KLUYKSTX,L!:BNS@8IB_H(+VL&<^=S%*N:PN5:9AT.NE,&ZK^)688EG*NXH;EVKE> M,#_Q",QH=S'850/Z[H(S0[_9O=*>R7"%QU"'TS;2C<,JUJ)5@K]_97/4H-08: MGC)^=KPLNG((K8K5C!RI771Z_@6]5+|\NL0;017=9P5? [\!4B106;TEA^F5XO MSZ%HN&2L=+UK&:UN$\6D\9R0T8YDI\R;4NQ&OM!G9%3B Z;VNY#4O$'K;2'2 M-^?D<>T- '_&,O>7<0QY1:UH&AC M^S9JIAU"T\0QRM/_L(+BVQ3'(=9<:6+!\V=&\.<5Q\GJBW*:IJK4F029!+]>4 MWSI!M#1'$+Q@.+E.)%OTSBYPYT7/9%D5JP0W6>] M*D&,(*PUD,$N9*E1I',21I4Z>TM)XDP(!?Q\!9K%LY><,^ZODH]RE9%')ZU? MY>K#T.9EE^UXI&]KK9DXGCAWH*TS9TQ5PYD3-HJK""%9S;1/_A $2\&?7*5& MIB:*F#W=8!$RB^4W>DI#Z1\I_A /06"__3R4> <^H;3L\DC+UD' ML7Z!41QS^3@<'0% C,QA&@&S@),3.'JJ-%F ,Q!KUE ,Y_32&]/G8-NP'UT9 M40!/)#Y5C\WJB]AKNJO+LMBG<.Y Y4G\3+.OFKYWX6ZBE%5]=%/7$*+O49+* MR?:.O;Q\.>LBUY9.8T-PBT)VEG?88A6KEC_O&SF%"IB=5:D9)%6WI235CM$%<[R6HD? &8GW;3/)IZHNC9]XO?:.IT@D/ MJDY0GC4N35%R:<(T9LYYEE5]FN,.S)/ON!(7(-QX-7MX4KIH>WT7E.Z;K]_I M6&RTC.JXDI#? $*.#9&G=N< 6B(S,M=Q<)KP6O1V_5D%B"%XT9&@M'^58.#]T MQ5AE,@>&<1Q_++-ATHA05H$":.6TRIAYUYQ3K;OT3SG*; I,]$9F06F? %^8Z M>365ZX?5%)$'X;\YBJ1-UE6?]BQ7%NX5D4=FB+RQOF!,TOP=G 3N.5U$OV@> M#;ZK+4_GR' 6I7;?;@COUF=F8^K9F/'[UU6(T'9HHY5L<^O/,7O]LXD;)[(MGO88#"^GK98!'2B*-T5/1WS%:^#@_QHX/L+RD(3\R"/N&*:H9^\7.%W_J30? M1&II*D9J$:)GT9"ZS)AXC*S6'77-!V-.5%!T8_!'817R!Q85[.S;!HC#$)L8 MZOZ,@+-+,IF_JHB?A9&I/#_H4JFMMI M:1GB)%$[F@N]7? ZH/#I\BHGHOO$KT]$;HN(9X-N'G<)EVTS*R>P/=AN>$78) MJ/.VJ5W"SYG68DU-DL1A6<,_0[,B#,<>680%(!7]\M-EMSF=N:[\Z1<4[>"- M*&]5CBE)85_6XM772K5MHK%-5$">76C*0C2>LZ!1@&@BL$3)P3";(&8Y<+#2E MQ_)%,Y)C6VWZ)[.'HT!,@F(!*N_ *]X UN(;XMY!%P_#2N]K%S*U9)%P?+/+=Y9EO"+O]9HMYM)V10.K[2U>1@92=25[>WN-RRC-E(;_Y!GZQO.L$+&. MG'8BRRK[QEDC1IZ=DC5E(RG;. ^)JH#3"Y9?*20NV_86HU&I!V G[6.0#BW]> M4W6C3OR67@Z7)&[8:U0G6?2@1L+D= <[Y!;VVJH19I89)MJ-DG&%6K)6'0 MFUI+?3I]>Q5]=+;O(X0]&]-&*\G1X[N%=M/%MB?]"#&Y_"^A R/^[%/D#8UD MS4S%2"'&*;$5BJ$J>=J;2D6R,-Q0JX3.0D)=D)VL$IC9VCJ71"47I)\PR).*+%6=0Q> M'"\==="1M\$3M2#)?/3)ZWZLLE7]@@C =(.WYS7"IQ'XF;T*/S&[.FWJPN/*% M7E34ZIE6 .9IG_98@"IR;>G^MK[C(7OI)QWB9Y4J%L_RMB4![XH0_9Y/"XFA MPWQVFK1/]2XDT%FMH2E1Y5ZS!@0J>@G89C,34@^AY6VTS9^,6SPC4I;=VGJT M,07FWY@J=S0F"&9D^W^./7+C:7$8Y"XT-Z2<=EKI(J.8XAIHDD)Z0UB<6P$.H MB2JBKI,)/CE 9R_T)WD5:81#K\L&98(]&C]&P647@\BW392>^:UC[6(YMG->O]V MO=71J12I5G*B9R4K'*0DN;RL$ 8&7QC8ZW@3J=O)S(RJW6OQU^,IAL4?S0@I M_,C',G*F*#Z./LTQ_G'C[+JF[XDAS-<\I:-/5\- V1%&^>E@\)..:+9I)K7N6Q M9WL+!2!H:]2"-X4QB95/1\,_$4U57MZLWR^*_KV=!?3H^3#F;D?130$L'YG M7 Z7I7;W>O#';]J.>Y;G:E]ZYG3^QM$=IR>MX^_*$69?TZ;ZU;5GO+|)4I: M= M<= -?5C$$;HJJ"^R95[VG2ZSP6]F/DRZ%MI_5BN-+!8/<+ "A!XN@L8S4 M;A>]S$EKD4]4[T95YIF4Q(=V?P&-9X%!3JR,.K#.3%9J^K*,Y5'"L7!_J-\" M8Y3K8B#J!R(>RH9)8#$$??8DYTQ)T3?? B"&/HJVO*=/LHI]RL9\5X!4CMCJ0 MMMMB>EJM?<.:?GAT&,T.@K,($&-7)B[O4^UN.-$L%HYGEII_FM4>B;L:C(4IM MF?44VT/|\ /^(RXVGHD]*,VRQ-LU;_3:H5M_FU(I960H@:?/52YZ#;]LV0[K M4?JH6HJPC[%S"2@GMS51?CGI5]5#&YE#+6_XRV?' M"\R3<$YD.I-- !7\RL:'2U.#(JI$Y$/C*2C'A7D\"GZ[E?9R\V>#E=M'DMZR> M1[/B68>UJ4M'3NG3ZTH'PN'2=Z<#0V$3]MQX$M111"B%E\6/5+6GL^&7E MU-X?Y$T(+VR22%-)2@!Y]S@. YQBSVY"H(!NQ\#W#AIU=8,O9N@3S*DM?,ZW M\5X-X+P/62^WIX)OD7 ONW&ZXO.W0$YWI>V'7Q1QI#P)0]%?::NU*R)$:OQ M)U/UBSQ^L-Z$^94A:+PS@\Z0;/W!+0GN'M]?EU(MJ)D>;J>(B M/*O2AC>>+MZP2E'Z\^CZXU?/%?U,VM.,[>KU!W&M^E:B>,.]>A!=]+)Y/_]2 M%=- S,PM1AX$6T7MQGTB94RA@SJGBYF6"K_JGL#DG##>> ML6E8Y__FTHKT)<=B,,E2?U0F8 2BFV0$@9]2W$_F_PW"6=Z7N76BEZ>G?.?V MY641%."2S7@[6;L2G!8U-NJ0G\%<,UJK2E_[>7$2M0STYG4UQW+ E*O$3_3WY+0E-H; M"(1Z1 J55^!F1P#(E(P4AI!?H]B:]R7NF=B40- !FG=GS/JWL-7V7]^;-%Y61 M5U>YB2=;3=H9D9%\O7?A66[=MP9J+@Z0)/.!3MN+,K;73LX!MW.O]!6)UF* M0W6\QP8DU.;::B0XJKY5Q- 7A_TU9T!:+9CL\L7+5*A2<2X)HDV4>(Y7]\- MV*!.7%2ZNP%VY"OY976#4I&AV,LC7[1@VE_"W2(7GESM:_A3(COC,/XF<;TD27VWPZ%97Z>_\|'Q0SM :+_ M'25(=,];:X[- M8%_F\20? S'L_S*U2IA1U74D*?S:NQ?YU6M?]?$85R626_B M1A$=;-RK(_D@J69R3E6^9P'799P8 "-D:-H8 ?->UW\+K> M)A3 =;F[Y^*GY@3JTF8>2 3JK_]UD(*/$O=?T3_D*A71=^_]*?6#'WC->%'! M,QG N"$JK%13;!], W>\WH3T& I_9:9MF:A6569;E M=1!!QU;1'E+C<'267SU*9I*O9_=/G'F]T:,KT_B?P74(;LQ]--0L8='=$MH? M^^S@3ND TQ,*B!,?I7C2#&:=LR;Q-;JSY <$CU@()O!1P"3)/=#1:NOAN^TJ MWB^:V&&7YL4==)ZIKQX%G:Z$B[C#B)%TW$Q6\;Z(E!+(=7?3JK19^UHMH]R/ MG66<%, P@!#,1!C_^\'E#]0[ER=6[F+#RXN46E_Y2^!K< ML1K;,374X9EW59PI=9?$R3/8_D/$#@9_!(L]!-B(G@#^%'^2VH[JAIP1"B"O M4$EP70O?]-*.AK.V&(.;/2^L>9!OIYBJ IXU';")T?MH:L^0*U2?(6=Y%^7V+AV999A(MQ\$K)*%0K\EWEJ=36ZSDB9=IG6,7:5R(U#_B0@'_JI0'!4IO"A00%Q0_^B#6 M_B2C1-T9Q%8@U%%J!")KA%UDV[MA5MF_?TI[_M ML].X^=IQE/2#4_!6! ML6^+#>S3 KQG$O-Z7WVP]_F-61ENE63.W1 M\-S)(H'_TQSDS*T #FV=.K_N-3 M%+.;8M\,_[? _I,8_8NJ_A6!>OZ\SX9#.B8B#*Y/%VD9 M^;46F$=?]MP=F.CI8=)]?1Y$D_5/X[L_?-Q0N?L[$E1AP-;B_]CIC^D5(THL MB@WV36WOV?;$Y[<=?+V>'\99N&6YIID:%&U2/6G8_M_.!NN!@$].>J)-KBDDH("7OY)L]RGQ-SU M\ZJU*!GV)U_B-A37>RZ.] .QFC+8@I$WT+X@ M+E A.74+)E?LS=C5Y!//P+RI"+,F3,Z7#W_[Q5L\XC+2C'8(L#UD!0&;]9E1_]#Z+>(!HRY]K!A/G^\&_'" B45 M"DCYW^S*45$\O^OG.)(-= .!= HMT^P$M=2GLNSU^_Q90[[(>F*TR%7)%:]6 M,9/JT!8B/HN:_*_ '/V+!8+^'3[K7^$)>UL+#*4LV))=6#VA[140R&VP/^*F]A#*IBU!9ZL/0_+:#_0*BK%]+T MPF7. 9]XI[^P\1D+L)N\%Y;[:\H+6%L5- 0KI@%"GCWE162^?9W!<)KQW"+] M<'4U2S\5=9)YJ3@\;]$C1#;?V*Y +>(.N5*?C-;%$H/$90N5S6?DK/Y =L;> M-[#SBL7$)@L*>.LS^? C^3OP1^8F0,ZFD-3_^L/R4'5A!.HJ" 7?*_;C7 MW%?/K0;*R\=_)L,*C6R 3=;M'Z4IGI3.>6)W4ICWGEPS^Y09^_1?\#._63XP M!WWY._+;Y\1X%Z Z@9?5EB4%=A4VV MW<6*Z2)]V5<$;N47/PM_(8B'YQQHB[2M/D7@R%.-R_IC]V=_,O'}/SWYATA: MI8-.^$R6[\#;ONLA/EL@9#06V@_C7RV1*22H=]+ ^9@G3_Y1KLOU'@$,]U?R=_MBJ@8^\0\KWQCTF&V1#C?7)?IT@V5E;'92VKX- %OI>W8 .]A01Q1L5D]42M8 M46XADS3!ZT1HE"U$C=V"^OQBRO4?78*=[]?0_U84?HC8/&W[7RV%ICOXJ>,] M50">'*]Z^$>JK/_1\Z_L=EY[0+?^T*"[+"XNJ(ERJSZLZ) ?)!*VCXN-(L&1D1:98 M2_7;2N_T&J0*HGY=YV\2PLG<&R MC\C]3V5^JJ$XWAZ4L*^1I_=K]D=O53_J_4"4G$9@N.;?K9@KC(Q5[Y'W_YG, M.?_L6N3^9J6U1X(_(D,(-'_]2(\R>* 0,HQ!QV/KR=7'BW81! M7OEB\.T/A5-YTB_(6,')1I3R@.?KM>;IC.%T42>R<$G)<1*D*+R/M;J_@#*![MN$$!V!Z84]/G*T+RV2>VC\\5,T CQ@0XWS" [X54']XQM]^2XLOP\W0945%,S MXCX4$!*.,7V/2/@9P?0-_L]PX$>V%[*1^Y)L%FQ!'P:P7%5#G-*BLC5]V1>_ M#==LO=9,VNNZ=Z(YAH)|QMA9_\AAC*7,O]^[?*+4?J]G+#,U^BS"PB=5X8-0 M]Z>/^ZS#)^U6NU9CM1@D$&F? 2=&*>4<&+Pl;@J;F%TPKGC\!7>+_M .& $!M]LI4C71VR]W7--:VUF;<,F3Y@0M;-9&[,\6!YE2ALHXF%H*$$>2YE M1=-DM>I;QC(YP'<---: [GF_(?"G4W.Q!MMH?]'PB.^[QBT4X++#@*?8"]BN7& M/OF,,KSW1"]YWXE_GY6?^AV1MAZ)D1;Q@ZS.<;]I(MXK6,U0P'[;!"!4,MO M/+>J1CRXG9X)?@#'JS+_[%ZA/5/>T=7V:(/>9$00V>;=;.?4C!W1B1J>G+JE M,M/JMSW M7^!0(-4](H^#]?5D2[6';.O:E'QXX,V0Y\'T' M*D/D=^^B,[7,%,JPBLZ_T)D_W7A"5!@3=J<-GV:W$ZS:]T*.)H]66_])HT M&'8IO<]DC%:G5:+,+KN0^- N$9=O>FQ+\I*=XG.^HV2+K^^%1_@523J(TK+R*I ML-: TTS8$CZ\S;T=SDM_47O MCB! 5_IT84VL8A5(;*_K9Q_S0.[!<) OFPF<4=!- I2;C['+X=\$YG M5D0]-WU&>UA/6[*[LXSU6*[*WKMP*]B.#]'"MR=JLC M(AF0G-Z^(6B,.UC'\QP*F'@>0UC%_W)IQ(Z]EEC3O:<=CEW$V!? (-PQFTWU5 M<5U,T_DA 4,3'C(@04?UE>IGD8_S*OMUJ,V&C^49_?#5;%A+%1]&>)[W0()7 M$PA,L./<'YL<4;^Z@NRS(7%6GG%]9'^@,\:^UJ!/JEOC0@"Y,Y8)ASB./\A: M6/)4J-RPJQVSC0LC6D%9L9<35;'+1X"Z9;E8,5_#-)$3:VQ+ [9SGX^LA6'-F MZ=W6'$UWAI0^+V%]RI](V!+Y3E'.2LOC HV)*CZQ>0Q&D1 F3&_EB3;JO,QZ ML,5'YH;:-&'Y3T4.*,E,- G3(OYYE,6OUOB[)Q+TQWM"CG(/AI(;E]I%NDJ/=NN2^U1Q\>).@Y^AX)>0\,8!F\YIT6C9M F7Q_$-[MS_GJ!H'R:=XBDX)@A+^38;)HV M6"M8H4V*_S*%/6.JKZ^;0OHU>?1L9DS% M!>BW8$DW&M,@'%@BW6[]H-##1^NP/EJYV-HVZ"CW>OF=XY<7EL;W!G2H"UI(MO1>)VGRCGX%XSGR*5I$FH"O>JZ12+NNI 9*IW,K@?=JAQ*R7N%R")I^T=$R? MB;%D(9H8'+0Q-4Y?Z.]_6.C_J'DO]A9UK=^5%(-A.ZH:]H(%=[GHA=CVH3C M27<-8D)%R9BLR5P46"?PY#T?]0#\Q#T#P6'B]E]E*;B2>S,>_&*MMG]BJ,X.H3_IM_1@2 M-OJY,?B7._H@.7? #80^#+L3K/694-K M[HT%%,[8)O3#-21(IB+([53D U+Z'3Q%S1XY#8C6]UQI'M(Y-?4GRZW.M.I6 MK 5"9D9&Y+_'+ Q;FYU%WR8]ON- *%'KNI_/%M/KR:-62'7U%MSJ<=BJ_W>,# MJ=C@?<_\>6%\)(,"X5LARF^I_Y&2^-4&6W3I(Z>HY7B<)41JZ5(-MV+ (^3G4Y@24_,&UVS3L6U@-A^D@I3T-D[[2OO]1K&KWW,;9)W=9];VV>U::M ML=9 'LTO>L5[61&LO@NH9Z^M>VXQTVC8*

M/O]!,7TO[\>9THK%/>%P="ZRO $KG;?%%@O*BV3,VOKG498>9:/8 4)G33[W M,K-\T3IW_JP8@]'76>"M\>XP*>4:.F1NR:-/YYGYC1:GR>LSZ5;N5KD^H V% M22B@<]!QY%S>BO5P-MEK"9^G0!]E==&.$QD8N$MPTS((|$)NOPUM%7 M9-<1,=(5ZS9-G#4?I7DZDEN&KOO?RM5KV]$>&?9..]($PL"]*%-X_A6'M[3ZV\I# MW5M3A8 Z?6#DM[S =QJ!'*KKXO/O/7T]}]@@NKJ._D7) BJ60/YUFA^?(FQT M$ NYN-@ C,!:W?1KHZDL[:GCR1ZVZ]]U.C/.!49HEO49YKU$P*_$@&?(B%PG MQL0A$,R-,@8JDI5%$U_PUH7!0YH^)Z3G2_?A:/TF/$&\REB*8^VPGH_J!L5Q M?3%YF<;ZO ;A HV]F>%0>93),OWY>=6'U_A93;+H=OOO^:\$KE;F'QUUY<<|M5HZ$;>HG/<(N<]BNCTUHHLJV?V;7%;DT&[J(P'W4RGE(M0FGCP_0]B7Z!@4T M.>QV^6:J3*._Y'C=Q7'J.E,70+P*I-Q;9IFH93?M3A8@"Z#N8TBEW_E:@@): MT![IW!XHU^1V;:9@Y?E)A=GBOY:A*55/-KR9IIUQ.#%,/U-J@XVO='P_EF^)M1\OR/4'D>^Y%6AY#R.;ANOD^%%#56U"BF"L.H?MA%VEAYV[WLO*#D7$XX72FMV@3.84]2NBA.P=KZ6P;HMW=:%3^3/GR$UCS)@Q/ 5]QJKL&XW.COF+$L=> M;WHSVR#TF[RRE65CXX/9)HH7^U6M1])\!\,R0$*^2QY#*0Q#;GDRI?$B;6_8.8P5H'"LFH[>BR"['>5!Z*R$#/=N>BU>>X@_OK&:B,EP.:;?=I(= C3?MX MSV#!@ NLBO%3R[$.-[@X!>Y+5@JD8[)];VX%>'$]C"/3CV1"/8DJXULXDE4^P[Q*6M2=Y0$K>Q;5=FO23>8<^@RXDKR63WFV(MN3O".@GIW'Y_$,R/J[%.E[5MLW"):I4MZ/D8WP.CZHQTS=T4]:JB$EHY!CO2@9.1&1W<_J[S64+7>TKRT;J\ MWE9'OBA^MY^\X\XTACR\O58RZB_8R00D54[\.,1PXS299L;G F4Q<-UA%/> MMB>'6KW7%=\775^4/5#E^Q$&<2&\C-%ZZ'W1&X"MT@N_]*^@=+'$-R- MXTSA6?TU*O@ ^7'G - NTV"@.3\X:,(F'87H.N03&T2W=^<]CK((3/#FGVIV$ MH.%,WC/VQX^E/A^[B6?3DI+G0=HM4X3A>INIMV,^EA#A_MR*8LB+0.)\!F=QPPH]Z]{0_Z7AL@O)85#O:.K$&MJ"4O\N@_/K:...9KN]BP MC,5&>-TL^R6!AX#+2_M .;&1*D;3=B6*:XAH:8C N'A/)DIFWF"0V^T*D;2\N"!A% MIE4) @3/EIO7*3J6:AU.#N=J22K8OJ7-*,&O$5E9QKRD?>CM7JQ(6'Y[F:LAMO_LKZ_H=/D/4F0]H6[[,4]^3/#(L'\0C]I"-RK*S$\9!+,])2%,B?<\%#OS^ MPI<_A<.RGJC:"-S%8K18K$2/9Y5++;RQ0QMUSC61THX6Q&@;OWMM(!M9OCJ^MVA+C>[3:*/,%K\!')YYK,P0* !E?&(K1P;):OR8+A2^_PM._S&[22'1IP]X1 M'R79B=P;Y-W=L,WVK((T/Z5^+%WNAJM,?I4*V^ZNK9*HJ-Q@I2ZOL';[=WVS M>URCMIF$])PNBM-F/_()UC!:\@+D:LUQ<[U\!3DWW\65J6DK_I5(I'!EU#N MW?/GIRR!/&OM/>"'G M;9V4;E:W^^4,",.^4/]/01VL+L/E7-O&+S!"T(SS2MWX3JAJK-0C0YLOTM_#U=G:P:M>J0Y11ZQWK#D]2Z RI^],*@FI-S.U[PGM4YY7ZY@VS)KW/6K!M_LVN,&HM[&88Z4Y4P-.0FH!D'B^CE'KKWF"1&)O69!J2A1W@NH9IWCOC*'-NS+$\5IX96@= Z*>!-K^R[JG&25$R&M8,WT4Q!/5I\?59B(:NFB.C(H.9RPINE] M!DC^NY:=# YF7LB6264,MR>NJ=':GR@/H^-TA'SD31&>F@F8 8>[-N) =8E;K MEV0ZH0O^A&P)[.NR(^"U7Y,I*?'G /ZF+US2N;1]C&#$60R0E2L-D8MW^2+'M0P>*B(Y]J!BFS^\NL$^R\AG[=D8)>\&H=5X4NQN#_6WU+50;.H;P1_=G1!*[B6+A9#2*DB]4-A Y@GS>[&_TS%TBI1W\Y&*T:1V#[\H=T!,.>+$!Y@.Z&UVRZZ&>0/=QRKKL M=%+&_9;M\6X_C5?E;._JQQB0>Z(]4GZFZL'/H^B-HNK:VQM%$:A9-&7!DC#F5G"RZP\(P/Y[#^*D:*[7CR;?Q%+K6$;,%PF#3N16E?4[WOI MUC4=3;<47=OY&:_B KGMS$ ML YN'"*+#;2O_E->XIA!C'WKK(X&]U!DGYR]+\B,4I#3(A/(T] MXQ+G/UP/EMGY^(BT[&/<$:LE_?$>]E('+B_U?*A;T%KU*(1#RQ#!F_@R4T.C [*,PQ-GMT;)#];VTO;K/7LK)]5:XD*,/*A==V=PH5+H',ZFC]:16H)3J&4O9\-$4CHGQ]R9%UX)PTIT+ MO<8E6E9$[V1."PX6[LHA0EMR0S?3T9U3CN MQD^0]P;U&Q6?H0 .4*L 40 U6J.B?(&?[6&O M0EKMBHT<9M&*]Z]-Y"GN!DT;6K LYA#AN)Z_50N)S7:2-LA:6^F^%UP/6>G^MK1LOLB>0RI!=I>@[$#W!=3Z:ZH0JWK A'"JB5<9+EFB(:V=:.?77I=>V(U>ZX M)4O1_?:MO)).Z0:E9YTEG9S<[2>UD:4QMSCR.R=]DQRH%T)^*'XYQ"Q+QY M8G\]NOXGM1*Y(*EFA*"C1CI=5EA3"0\Q.'7^X$Q[>O0PW V:*<'KS#,&K>#W M@V)(O#Y4%=%'+53I;L'7O1-!.M, WLB4'T&DBO?NK"?YMKXDXSPT-$:_%L : MD+KL'1^[4/I?Y5?=VMIO3HO ;,SXX]SNK;:J1:(V")9VDTLNDSH[ZX[GKVOY+ MWPYYLG@0LZD9QKXQI?"=U&@V>%1NK3Q[I#S(PK[*D T*L]Y6Z3 T.'"%AS8] MP:>VD)(QM),@J(VP5:%&4*,!^)?_Q8!GUF/!ZT/G26#=4$:10JW72=@UH9X2 MP79>?S!9/^]U<$CVS4F;PQ#B;UBA(94RBR%,P8^X%PQVS5R,0$6GZC0(4S9P\\S=!W,%__K9O"(_L0?JW\G2A=6,_YYV'_B_=\UWPOM>TGE1#X>#/LF_UR)OH8"\(.H Q1.#[T*L 5$G;E+=BGY0G3FXU]3:V MRFPI)5;M>P0S0%V: *#IA:U2L\\$ET<0A=M#3CRF6?@-D9JR)ATP@F+R]'L# M9>:4F6?/JPB T_C7C31^>(D^VCS8-_M""B:P*/.4&KR9QCORZ@A/ L!2SD1T MSD2&-(!Y5NNEO8NE\KW8/(:/XVCO#]WM6(4B:=IBPC@OZ:!E?_9.B[W8.O(!1(Y'!'_T:0K_&#B86\RBFA6 >""0)W)#/^- G?D>%)M)MC"8+B) ^'A5NJ=91Y1?'#'^@O]V10&3$,$K5L&XI@9VQY;X:R%\XE\;YDPD M.[+_V9C9A=GV&V('L.BEZ*M_XE!^@5F@6=;HGRJH5P8B_;'$GDS/98'Z:TRP M*!,UY7?89@3]_WWX8O?DOMOIXZ=KPZ259O>F:CW61U]LRCJT0CP".1?Y[*M!:" ^JQK M;#;^<4(=O'SSN^M@75E1#"NM5T MM:[9N>1&DHFMK!:QJE+L#;'WG>ZU2X-2 BG-1K @^^?^(\EIS,S/T@1JU!4@ M<2OL6\$3<.)CKP/V UU%T<%6[+S4HXKP=2X44)G6!07(,R'L^S%]#T;___D0 MJ=_HZR:'D+:2.JGWUV)TBK),!ZS)3KPW*KW&LO) SHV*JO<(@1>&NG4=RK[MJYT)= 6RJD_5-HOCC0]D5NM51DE3;)K+H'%T "2UGA7N.@P!;:$[%'&:.!'6 M8M8 21#.2!Z$.= 1J2Y34N!$3XFKM@]?Q#UO3'%\3"6J0XBF^#2+V4 &NM<:^_)^@^3)NN\W MW[4@195!^N:J8+=%MI_1B,+.[] 9*;C[G+.CQ9ZFV1I=O;PE0=UH$X"D.E; MSGE=&5[1PKSVP/ZNO,)4;5KG99-C6%.[DLQ1TY)2&&&(F/4BUN(&WS($=V)6 MZD9_[9[D\/@0\67\IJD^?>Z^-Q?]NHQ9J7M6B_O4US3%M]6MY<">-OX)$>R" MAV:#!M#$)!VI11W([":7=AT&"K(&*7->2F=6W8H5<,HVG,0WYBN);9HK:U MT9ME?+X:6R0?A4.3!>5>JUO_=+9'%>.F[8[5F%S#45+_K>$GG[+\\P'N4,UM M C":!M;B#KB%]EH-"DB,>2@2/[3^ 05,*%P*MI$=>+43\QZIOJF,[**DJJ&O MR*UMMUV*<=B""JZYT;LF1>>APEW,F]"H5\]3Z2AP(L^$(?$]10IB[_!Q;Y MKR&G@@1@)YAV6<*R4U4 *$^MO'3J)1?UTQW*(FE17/<7CXIUP#IX3]$:-N:Q ME$R:J4_Y)G.;EA0W.?1%BF*#(X50.?*LRMEU&>;";MIT9VVE/Q/BV+X L;K] M7>\.GM&;3>98:E9NJGA@Y+=<82K'$J<"W9B@$9.74Q#=M0SEJQ1+LBCBD^OT M1+K8YPD-B[^RI]-_T8O! OK5DXRK$D3S)B]&N.:#E_/PN];7F8.-R5:ZX;A-ZQ4GL@ZT[=ADMP=M\)$-5]5 YE<4B M8$9/C>5-L(B231/\TJ,=3-[YJB5-R74??V&TV.[]@/_,R$ A^EK/?5M.WNB9 M61Q/@A!A[1IG!!@E&C/-+F'DPJB'KA?-<9ZN7LLQ5P'U89XQ&-MDNL\!"D#S M5*R@O"$+Y*<@%"%>6^(X4$SXN9Q>9&HEX75;A,H"VNY M#)6]^O1B,/G6+(!6[R[@V%)<:*3-M7X*,".%FVDN9X(H8H'?4UO@$HJ&C'' M)G#V_^_X2-+5Z"068HP2W$)8[A/C$W6ZYY5@S*O@8FJ?0$ Y+^)1 3@C/I(JMMWV%F9A2NJ#GNW(T4VU7G3,72V\5PA\ZM*S>A7O]]5:[]D)-7OQ5GHO&*D/ B M*:9(H-C0IU-$?)WBU: $:/OHF>8 O8]Y;:^R?A\>'O]AO$LH4+ GD C[^=B+ MJ?\UEO[/A\]H'S9!@'#K%!N$8J,5_<"T%IR6.U3'*5J>^3Z";K(ISD)C(5CDM]RCA/(2^X;1E&:52%=EPSV&MV2MA>8()-!TP P(C*UJ VVA) M,V>[S!D5N'24'AC9U@(X!-!4<35R$Q/.ZS>#8H!=Z@$O$6))YB^@ *4\&(RM M>"U5%)LSW50UO[3=X>+OW$"PQM<4<+&'*#-&#V >+ M;BB YCY6_C0(S5G'-/26*L?B^ON-:;<89RUC_?$?@+)3JA[L9P'R$>>JF/:G M^_VVVM9N4.838G>4?[+"5E M_*N&RKUIY<;,'<,4ONAL7Y/G6'O%" 72RO5# -19PSU0[S(G7AKY)Z<:(5^N.8(/>M PP9C9N]'KH!.>%SQ&;=G4$!!Q-00)<51 $*R+P3?P1 5<'7?@/>G<:9R>F M24 ["V)(J\T)U5RJ-^0F=M$_&<)OT]U^>Y(+7,6&DR2'\EYUDTAOY]>ID.! M BL",J;?3PA>P<7'D)WZ@]YT5! 5FG6H5(=%-_9NQC[K87KWA0B,P51SM5? M5,SS)1:(EZ(V%.&?<2%'$7%Q. "%8&'.-83U/[2>O[H!/O[DAP+NN!RNW-H& MJ;NUNW_FE+',YUS$L'2^/?4L8A,AT%1U5H<1=J# ^Z9HT8?(ZN]_@SR:B[))]MC5LB(AS1H?.K!3)FNHW&CF^8"JP#YC>W!=$HDM/;X[54U0ZO:@RTZ^?)R./) M%;3HJGG="_.#S-_3&ZC6\F^\K\-/3\(#Y-VS]0V6*51$7^OUX+]{N-OZJ-0N M@-YF:/G\Y4:,'7C5KX=@S&XJ^*D4,_-HG80352>MAJ5\W'5Q6 T]LVX9@0+. M1*?%+H"#"U" S_WLTIIE%LHEJV[NVE9G2@;),K>B).N Y6__9UV?FO>TE[] MJ9ZGA3=^IPC>LY(<>%+5*;(+X(WU*%)@_(M[42@@H_9[PN^C\X=\'WU)7CS%MC%'<-]IS/N#:B3NEXFKG?B3_";!*X$V9KPU)3-!#7+Q.69I:!PA:)W"R/K.6 MS6166YCMIB1@'3#_<0FZ>#"U\4JKIT9AMCR^ZRO8A2ZXI20#'["O1EOJ)N=&2QI@!C /YLF4-X;A]?H1Q13.N5=V4E0"T M,_2 -V=$>8[7PAFCN1&T"#/T4$!\?/Q72\\REM4V#!^;;D]<4R10\KKAN&^AY$D-FM)/ MU.ISZ6T $1KJ1GQ.CVO+/ !KU%O/F:(G>7BI@[J=LOK1+X M;BTZ5YEVN8R\8900O8Q[2AR&]7E]F/9HX-K5V.#D_99^=U4-/LN1#+HZFO6H M]GHK\5HRA%;\]),=\#2D#S&(I/Q7M:$MF!>=9 >]X^5M]6P:WICWJP&F[^^1 M BKOF8#]?4%36=<\>L]^D!54[:@ :ISUY5:QH>H&:H[^==4FN.P Z[ZOPX]M$\XS4.*J,I&RJ6$SD4' N\)) NM.B^"7<")L:^)K14%/+Z?UMM]@<\(.T:_) MLLC:Z[_'XW$EW;ER"57MG8GK+#'IP'(^QX6!'=7"1H:P/.H8#G =KK0,+= MC2Z#I:68#&^DO+SVZWA)LP80BIC6F>,*CS!+0Z,1#?-M*-^A7|\1YFED-Y&CM7;%]75IT#DXO1C,QB%M6JC8NAH7HYN+42?'&>?@QTSD[K)-P?-)P6.[L0\2R MB>1&%!.7G-W(H"FOCGDF%UEA+SP!=&X"@BKXKG^Z)=2_!<\(V.NQN*:?'H5O M:'O!1VVQWP\4?0M'RL<[-^5R/QM5]JL)PA>2[FIE?JG)3&*3[80"ZADA20_" MCYUH4$ .98M_1]N+<8B0IS]'11Y#<2*;'9D\68,T'@(#MPQ)^6O1DCF@D^DM MZYWWPP=*$"F->#*](NUFVO?5,)QT%&"9K11?A3]PI4H55<[WF49V;ZOKFI# MS?ML'X/E9<&L(]2!#F8S@FQ21*XE0Q"0_/) %'GDIZ%#AL11F65X+H@P.I]> MCX8+\4-)PXZ(@!EK;]%TUW-E.5;.7\>9NJ'IS>W+?#*$LM\J*J_,^R;R[/V M!V\8^8^9M$E65 #_[9=6D<2'.RKQ7^<^V?1)PQP'%[(S1R;.]V^@@'[QK&F:" M_$X=/=)S3[\(8. V%7:W#S!#D>0*[MWJ:S13>65#5_1/,..Q0B7:0_NG:S MS)3 +QLYR$SV+#]LV/>7:8N?39ZK!WA&>TO0C;=M P2"3R)KF^$&!H6.?H " M-CU/H8"'3XY0P*7Y[/Y6D/H-ZZ.L.*QLSLFLP-5"'E2N"W89/=V_JYB"_(X6 MCY4=?[38:P[>G"SA,07)\1K>6C@F]& TO=Q'U9"HJ%$XHKT(.2RWM:RGS3.[MV?CIU?;J%%2Y=K"^9U.T(%I:02G 4A7?Z-XKL9-V3@BKZV%>"]%C!(0UD<" MX, ^.,Y0')%B[U*8+89U\'"V:SAG5VW?.@463];#N/8/<4SZ[-K8S,H>*PDAV_8J9?8=T?UX-YYE].I6X:G:U3B?DVX\H^X"K?@OO[Y%EXS%'YF=D"KU\I9QH3VN!KPT"2$MLD_3\HL2DZA/%-;Z%3"$/*=7 MB'BTU&-8=J%ME8R3O&3W2,U[XDN ?+K,W-"KD^M%K6%?%=+$CKOUX_AT8BT?0"<>D,B_#@??+M@993=<8;Q(W!3:QOX,$#U .?@ MU)[!LNG_XNT]HYKJUG?O(H**B)56I0B(" J($4@-II(%Y :$9$F(KT31 &I M$1!0%()TI82.U(ATI$@-/73I)-20^BY\GET>]]![_L]]SQCEC\&6%-9.U9OG= MUW7/>R6Z.12V?7!RSVQ2'F!:JM4/GN+=-"+MB5+>:+Z)*_8[;X=@<]CHUE1 M\>;U\2Y^2KF#GBUWOL&/G5BP74>>+5YT[)3TZ++\V:10D%"1_V/94J DE;AV MN9Z'MND>=RUO&[@PAW53+KH1]>Y700?_;@&-GG$M[V\7[GK@W\^8Z'9LH6' M->&@2DT*#P[>E'[7*/@RNB2>>UWH@SHH-F:VU/Y,5X#0K^?E8C1G)".>DH0R M;[C9\KBJ.QUM2Y)K,::VC81 H[E^^FE"VE$MU?!HQ.9%4V"@@)4I8*GD1&MA MT7R(I83X:'XK.**6(FMV**/MY9E08&%+&#.!TA-E!ZY2#([._M'57EH4Z4)V_XE<4ITKY]':?]E4NCVGZU6FS5TV53(*G0SR&63^[A#:LH-,*_M9:"\E9Y-.5;7A0.U4HJ2+D"%@^+?NHM,&.4,Z/#K&;E=[3D9MO:V^<3KZ\H M)&^=L&QP'IMW&AQ5.6=[>$E=0!&M@4VBJ#G""+/"FP67ACMO%Y]Z^3.KE2'> M3>_)7LA^D/2R"+)4S1L(7U]_)5^R:YS.%!IHXF.S'!76\[)&LN:0V>K8"4MN

*M8TWUN>N,']]&UP19 4%JQ0XI^X,"\19H>K:XM43HZ'+*TQ2_6OI6\)X$]QNG MN=S-!IMSF@]D'=;<)3S[FY(-*
ZS,>+)AIAF!8HZ)"T,+';4!3LP(#NG0!!TL MLGU?F;Q6C%TOS;$W,(-.0C&'>INM; 6)ITX=C[EWZA4C3?Q]+E0K_.BB;4Q.
MSC)'$GO2T(7"H1+3.X(I9R.G3-_?._X4?&ZR]=7?9780M*]*[5P/&B7I20Q M3XF[#S4$#$HO?*
AP0LS[N^5I;P:M@]/"!Z_3O(FI!ET>SOR0K(>""V)!W17;J M?[G^YTD%QXTJ5?'B3;HWGP;SIA:O@JC=]_NHW MLATGGWXFB_^=VUBT?*
J";\4NA-=)2QXQ]OO;>[QEN^LV5 MZWB9C3[;!)O56:1U?+C\3Q\LNM-2XL_$AC#,Z_M_1ZK 8J(IW"+?
05Q]=RG@KY>IH;A[Q(,!!OJ(H)"RKHT61 X;KD^9E9XD6E M+35RJ].(S;ZB+GVJ/8+#WX^^D8G6N_X[E$\T3FC]J8RQOO%I.;QS76?*
AS>V M(B4+^].4YQ'OMYI>BET^;/$?OZN6.TZT>.>L*ZD'ZHJR(%OY7^R4$RDM+ M!_+7'G+K'Q5G8U8SOQ#ZE22R9%7IAEDL5)NN;
(H6GDD,.5^<3LXT$5Q[&CC(MJ3;Y4>/K85PH&UI7H 7FZ+S/GXP@^P.V:+$!>NPI8_L2U"MPB K;O+T#(>"!
M]=L;7'\1^Q1EU/UVG;U93IR0#=,,7;!XW;+5 M1U=YF[&"WN!Y#^LGQK;J&%F7U\K7=8339JNVD3=Z_T7L1R'A_/65?>O21$V?
*MU/OZZ.]>CR1B60{1*YFYMC75QTPZ;J(ZH;ZW,Q]8,'=65(4I(2$^7+!&PQ M,;^'VU^_%*<<_GE$Q3F@GG!?4.]9L[X*
)\V'!_%;7I8O!H80JSE4D-!WP#<5 MRD()0KG MLMCV!V/L!5@(16WVOLY>,G0&^FX_$[7B!5Y&+VDC6W26^)YKY>A=YZ(P M %?4
RR+7>:#H8N$YB7LJTVA]GG](520%3>,S%E.J(+Z-$/0 T)B#DS-/=!9Z=U6"2P/FD8Q MK*A>R_>,515_H6BENBHB&'(N7$Z^/?!V,6^;E4*
*4-3 HWKRC+7DKK0S'6W:U M5R"K>V=<]OP/0TTZ!J85M/ MQ;NUT #0'-TPP@*F#?WS(ZU/CQ;0D1^Y?DF1O[],7*-LP0 %A\MIOK40H*JQ*
M2[F=!W--7#C\Y=W9%HRX^O6&)[.T%=.(@OMEZ/)K1V]?K8[NJG44?LLN?TD6 M/$/8_2QMO/!97WL)H!9=+>LPR.^PNN4SQSL:GO-
*DSV)*H% MMJ4)-JV$1"K(O;_F3?Q#%SU36D*YVV M#UL,>%3M6T:^:1(93P6M#,FNR>GL&H7""EF;NPC R4]#F#:A)DLV]R_<]C#*\ ME*
*6DNR]S*FIF:0\9*<2B)>*G]C. AM_YD#-:K18F^A=#;.[!Y3:Q9](FD/NVJ1@5'> MV7SX>O_KTE"'=[*Z'/#YJMG)XG"+/UAC5<6E;1#N?*
N]JBFW32[SIH96J9QG" M>EE!)+U>CMC?77\5UE9C3P5!!:B@&S*SSR,J;IP+NRG7[=NZ=GG<(*LS,$6*
MS]>ZUG,#Z\4W\-46#LS9UU1R==?6,DJCC7 OVNL9;'[F[AR?135A9T4KO39$ M5.)=#_+9P^[53I/AG8>N,(65^M-44-
*N:,Q5D_HABV(:VP+[_)3GFA3<+.YF(M71#[)1@SWXX*J_%BV.<_$K^6*C/05UR3[Y'+[!5[ZD6-HH8&#"'T Q&@G6]2 MEN 9>-*
#>I!AN<(=DK(LWUJR)L$,6ELF/6RP[+'\TLK'9;&&8^W#YZ0<#U/1C M[S *#+@Q%..!^{C},9$H:E10(=)1,P:44-.0,1
CET,AQ686716[J$U/HFK MGGD8JCIQ_$)QB/['HJ[7GEN5!;[H;S &1[[C6)OLA (' ?W:$(1C1EDD]\^^ MM;%557 ,C<#H%RC>)/4<(-_:J"-*
;U10"!A;J@C,.D@L%80)H8(80+L$L8YR M25Y'(PQCX$,_P= M\":?_-6U%"2D5KD"!H295[)-]+=T]M\DO10^J6[N])#.$5&'EYF19'=4ED3A
M5+++# @("(QTSH06=^\7E:IUZ:PSYW$(I[Z"}K0A)$)[6U?9)4T;5P>T[F MEP^/ZK.\B-I\FB/?
HJ.]\.T4V!IPR6R0.Q6US#BW)L)&Y':\N8F1\67#X(1 MKR_$7=+15?H4,.3\XB"7\Q,9DYS3T&70W+O$)S<@A-V+2!Y;3?2M/2%1WA:L*
M\M@FPOTPJ]R#&VWM2Y:EV&^:HOZ,F5=3D!HS?LQ\PQ[V%1M?KJOK-QO>.'O< MEF>F2A)>SX?V(+-H.IU&Z];9F=7MO;:KU#-
=/G'LYN7C?<>%N\]#K-;2EF M&X&0YOO>M'6$(H%&3]![?^L2Y_FW4A6%9JU@IC+,*
*M*_:BT>5X3%9ZW/F*LAIO@>HH;.]=UNA%-4.9@5[UD]P XNG]I:9AK)I(^UU7 M%=>[T4=0R2VCO9D,0G8/B<5)HS5%\LW>\-6/5) P+U$?*
-MQE105E)NPH_9XG M @7<]35N@)3;DI(DW"A? /V_F("L@]_!'"^SF 5%OO@
(7(Q0\NDRFOFBI^]G&,U_Y>FSJU(54U6TPIUGB89RM::E)JV./C;$M]F) M6$;1XQ(2_5/B,>.O<^E K"
T/F!&R&^0TADPY,J9<^BVLMGQI[P^+3ZM$QLF MOBV1?FF3[Y5NCH^9AQ@/JS^X<<;(Z'#PT4453R\(1T[]2Q6OCR,3^7;8EGXM M 7D-
*MMLUPZ<>V3(&M\,.5NFP.**P<8XL&/);DS"&/&>>J*73N32&;FVZ#_IA!]KC\LK/:@+++^U1ETT%#?-#*
MR%P[6Q.!FLE44/W@#L2O#3)GHM:_PZVB\'^@/C!]M6.[$+(K2/2+8FFY*/*"1#!I$_ M#/)P\83;3@K LH+^OE. $B%Q -X3&48%K0H<=
L[REAL0\X6[Q%@O!QHT)K MR5BD@B[O),SH[(.6$3MKPI1@1Z.26@TJZ"PO($.$$%R[G3XPDD^/0#YQ_:Y2-N0 -2D\X+CMJ0>T$]B<,(<
MI@.E!-Y $;M(7?_(7!JJX\!P6 A,.C('\D'^^WO\!T)RE)VY6U-ZPTJB X(M)SGI0"]_@! .#"'-(FB>5M,%]J!BV#.$&!?N^"#/0KX$2[(GPRX"?*
B<8ZO8,.6O<3P! M.U))[-]60T!G&432:PT^B!7BM8#948XBN\;O&PM8>'USWN<%>+/R!M%14P39 MD"9KB9+L]CZ+I-4E*X?*
*Y.&1(%P.*3HYA^SEL$? ,G'!VD8^P]">:7;?R\L2 M"=/G@B%7C+I93\GQI.JDY=FG32HNL09?\[17+.K[I*U:A!_N3D)O1A\I&: M]722!3?*
6OEW9MG]^2^9H:4)\DR52TN?R'FYX7R:'W!:IR8BM/M9 M_@U%)CT3XU,RM7W (O:AS&-N:RO@).GDMH2PWSQJ+39?>+3;$_ % 6\562SI)*
*M2K$D95->O&O9CC9M"#87N@S>V:>"2@N\!)_S.EU)!@K*Z@!CL(:+Z=:Q4O'KA>X[#X^\KVDZLP9 M!B;+X=PUTJW<49/(^T]-*
Y1(\+_Z@8:SQHD>:QHTU58>4\.?'QI5&Q@JHYE/L M.$]I\V51G/5Z<[ZV\=;LRT22GXL-M8]^&\PLTX0SXL_496RGX:0W.DS C.VA M=
*S"79#0\:5V:W'BVL"+X!S.M'2G M?V\@E"57P&< +8'WNQG7<2367RU ^GAWU"L%GCT M5U/M*O]$W(1ETR,K>YY/S'-!'4*&_J>NR-*
*8ZI6YZ,0_WJK >%_N7@BVQ9=]_W1@'$=[5+R&#(0XH@,88 M\K-R@,9B4+_4!*S.F@DPY?O- *RPHPA"=K1M2[*
4H8,]$ ^4@Y2%R%&PN%EB. MPZ; "E78^XR%#K=2-'A[R"& J?QAC?1-8^(B_-X+GP9MH/[(QH(0#TI0YA- M%1D(8?
*\/4WTZ[5!$P)4@AIV>$4V*9B* +_.GJ&U-XUAT06 '=-.\#$J8];""-MTKF"E/?_*9?!9#?G>BVY-IWX$IAVD"XN@E;1"-3\S;-T>1=Y"?BY*
U@,78H M(W)'17,WP2 C-&H(GJ2KS>&4C,&6Y2$GOOM!! .;:H HR$B"MQ0A-J1132BI+2W8(#Q+ M(?G H$:0'E%B&40'=.E0P.@YM_]E*
G[R;PGXG"@J/H@ [\BUH38I/G#BAX> M*K#QCJ=<5\@A^P$1(BV9>)^D3IKTD_KYZ)?]?/@K/@2T;QX'C)3.@UMKL-EE M)L(B@G *F?*
*40B .&2%(T"D6+%303@]#7J \1MW<8<)O(0XRVS+[0+0*H((.(L;FI#0^U[\GIUWV MT^;1 P RY3/\S?\M)8&7S$##K?WA +&;4C7)#@8/L?*
W"?Z.?H^L!^Q.:Q'ZB5&9U_ M&Q38@2OPWO^*U/R?T-W1B9JX0.!K,:"0-0=^4;M3!ZWS[ZB-LCV@]CX7K@/_ M9(R\1!#H0>))"
*\DVLV&]C\/>-I1#*5*@Y076U@S+4N*&;*"=CITYBV&P7O) M@=EO*.) ^[==4M1ZHS*:0,,.9>]LYO((V/9KXN"A>]-S-*V=<02XQ-6XQ.]4_*
MX8&#FXB8=7\)',=\TQ]2<>O-P6AI$:.3:ZIO=/]\0)&\MC M0NF?1Y!9=YCR#!O=(4TYAZ1<7!LRXVFYWT[9P-V,[?YS
*MG&@!HHC(0=IX20:Q?ZXZC!P(6U\QO.J'+G&$;MYR1JU@88N.P/$/:<#UT3(L M!1Z(P5O8/;(_H& *S ?=4<=A<^G>,$H];-HN-SRO?*
D:;9@8TD?:$TCFLE49E:3 M;D,YX)Z#JVPGQG?NPGX.QJY5>["9\H-0='],*A/F..$XZIGYQ?F$N"Q70GC< ML4LSD["#P(.
[`4]YOWOSWXJ!L);$I MQ&@I13,,:)6Y!&S[#GJR-!+X+=";1D%UV!!5T/;9N(4C1=K<",OTQ!.NE"4 M#9L0L#8[SK:*.C,0=F!9151%-*
*;N"BR;:#0EW&%3X3=*ZM)/;A]LQ[YY"Z:G MC*,VC;%*=&^^\OU(>0JV!QR";-[5.= , _^BV!F<&(} .+R_W:Z#F;7 ML_/)P,P%[CCRY8)2P*
G56!_Q^22"'+JWF]0U#B (BO3CN,VZ_(!%!$F&OOO!)P'_PLH WZ>\&?[72\{[W/LZ!!V#Z2C3)Z)I2 5]/HDT+&6?;#% M_6CD-,0V=3._9%?*
*4ODMPB,P& %!!G]MI<*J[W<(#, ;K M# V3_$1(@!IY M)CNA_B!EIW%?:\#H/NG[;/@:;$&D8P9#HC?*=5U*C*!9"5N)A%TC;L'HJ.$-V M2X;*
*D4L%M2:TDEV=YZ&I81N5?RIF!!O3K_V^/P7SX'U1X!H_.6;"*NSU"""2"TSVAU!>6-)#T^=0ZXZ#B,2?P.7U;4-? QI[RS'M@0KS2&] M ?*
P'4AZP])_!:0)@I@%O37< <-\\D7H 3%@/YRP]!/#9F# EH-&4N*]I[W M [>@?B6=IOZ:=%HA ;U!',$6 L3H8Z@YCQ>_@/BZ$'4 Q-*
/Z/%4=GI\R60WGB%?T9@C7A$]52-6[9+IAMSW[A/O;Z]PF]Y!>3]RBH"""['DANI44N MP ,\#_D+3PL=JJ&AD$U=DA(0??!$,5WAXIT45KT;
[Z8QX%H:[,,;J.PK1;VI M1)SRE[U#W6VC;!&]#_-=!,%[5YG2.N?>=1IZ3(M#<6MR9#/9Q83IB'E%CMP$O^H-ES1ZY*#;18FP3I?A:>+*
*[XVQH])WSN?7OF$C MU#HG1Y">Z<_Y.*8X!?N4Y99/V3/S>G;O/Q4>]."N4S9S3)'!AG)V=M[L+N&9 MHDD8^X"6_"^*>?*
*@2L&IK9O^L4QTWW/KJCY'S(/5CK"=;V@JZ'8!R(>7U7;R MH$@=[@LBVNY>_F=0PMA)XSC+KL@A2A #ZO5SEWQ2PC/]1P+*O+*
((%':R\0\8+06 MLPN$C#BA/W,;Z@Y;L%%ABGI2-.H_YS88]^A_&"SE4?(#1 YV5I@'?I'Z7[3] M_T52^[\ %D?*D5'3SQ!7E;\K*
^,7(=W66$PNW0D]UUR$>-^XK_?V'Z R#0 MNE"QR)Y;@P?JE7P4/5]KC]/=1^C$!:!>O]%3";0+N&]P$3(HVX>XBR!K!H@6 M]%[Y5TR#7
3,-6N@\P[?K_#M-)_Q6F_^W>P#\PC0$H[0D(FD)]V(4YQZ)? MJ8>L/U(/GO3D!<2G+$@TWRH5] S=/:F(=_(I(#WERBZ=MGB\!=:,"]4.&*
M33T;+:.&4T\,O@H6GMG+I]-'MH>:>#,)6:G2EK8'_LA[$>_>_.!#Y2*\) MJ#XLM+A4D'GAO"!/MES+N,-;&M*
*ME#O@,-0*T&,V#H=WE4L!"2NE[$[.RR_?*+%/DEKF>L+'"O7ZKUESS(Q;K\Y M'3$N<(N_[W,G5S!"QO==+[Z9K0!3-?3(T2# M_HW@W-*
*EL_2T?_89FY_(2]'#@(&K30@9%F :42;I1_9YSM>,4?+3RGP3H#_JX M7_6*I-ST(.61_* G_D]&_N?_#?8LO2_EY]!!U*S#$,\K :\]66]'_(CY"ET*
M7USAS](^)?\]:-P":J;\0&=RDVF?76^;?#/B_P!?9+$_=X8MK_ZA-0]VAF7) MZ;"Y<._N#.<_LMXI/_*S$(WY7_+S+(!"P#Q6V;6<2IO&66P
MF2I%D0&K{C$] @E8#W7A*> MA.V- =Y=9M^9BW0OT+9_#N$\)\2J!TT&WV=MIX(&@%Z?:&"]#'KR>R+X4\"*
M@[RF"I*+):CP=IV(H5I@;4IN@B:N9+G_AC" 0 ##!"SEH2?>P^H@MWUV*)?2(\2:Y,]5 M,[S$;%X#8OV!MG25^8L1KZ&E;.D,]'"%:X+[*
R=L& [\>N<$RG3D0:4"+/U3: MWSSQ_Y9^XCW^V>5IJ<(^4VE38'+9AH:7[4IP]KAU^T.+NLF%F"L93W MTQ;\&,T^\8_]*
*]BLN%=QF[D=?27T *;C:W:CZ=& C?U=-4 /T[UC2I1_XP[L" M.L3U[^.6.+R-#(8Y].Q?3/Y;8O ZG]K?"N+'H,5A_]@04K/S2S*
*MD/)*4JR6#]7^0!!\0+[.6\>,CE'4LP%(00_6X27C;_=^E6$;_Y;QJTT$1)7^_MP>Y;.NR7IAJ@V:L3SI(0SCI/?*
*U!]+/F/ZF/+>F_D1]3_$D)."K49BX?JZ\A! MD-G^%D -3 (+Z8:O/L,_O+3GJK.WZ_^@80Z?05%QVX$F*U?^IIK[SN7]SB6R M,!N) 3$-B\4/L9*
7DO!)"X%V2$+Q=HX!QSI36M:O"I47N>D1(#062HJI!P/- MH@%E:4HV1W9 CE!!;2O35!#QZ$$54C-RL(/8S86_*]Y0,D_MHB"_LLMHKE]
M.B#J"A>=&T+A]NC)'M_%L26[^C7_P7\QP(B#NI))+,X'W4E?ZMEO;4W]B>) M)/%;P/@6:I'RMGIH1"JH%M/Y#QD%^][SIXYZ8" ,*
("@0\3\J>%_5E+_9'AM M_Z.2.H\, ^!U-A(N:E(4ZD_VG, I94F7_"*N>)6[KN64240'6K@XC;,7O1VS=*
M^2N7$MY10=6&VTI1.61"TJ<=7@">;Q&%J1ZX4HH$0B-8,(Q) _2^E=*<*'V' M[\G'T;'&#+<^QFSH]/(%P*(*
*V.&TG_TEZV<>#4@KV)S[@;32^<\D^D]V431_ M6#] +"^IX4?NA]V0Q,ZE_FW M^,.^"L@9>2Z&#Q,X'*6C94M2? OT!11 5T-*
*&I.ZN^8T_P'+F569,N5!"MZ1QB MNJXR(025++#\JE1K M*7?&&GU'RBN3[UV/F#_$DI(Q%*0IH$$7?!T5%'(-AF/+ MRZ$T6[*%]K+*
<8W.]=W9D_3E('][E0 @/!\WF7+> M)P^AL(P? 3]JL6405O]GT<@?/7[KH /,&L=&L%/W X*7V.WRD^,'@IX=M4M M(HG"6?*
H5LT4L@$T!Z,*QTDBN6F-!@C$_=_Z@?EZ&5UGW)6->D$'2 MPD=..UY/X^9ELB JU)94205,+8Y ME8X*0DP 9#B41*
*6]2F.*O(HNH/RBL@YA^H#*IG6S?[U#_J@N.:)60B8C^]T, M@AWO2HQ.3H1_DJCKO*48\NP=*.8$*(!)RV$_GL+I1JD\M+L&)A*
-7C&):E9W^E $$9 B7=_HBC\1ZY6?& M3[&0G\G%EJQ\+OJP1D8\DQQ7*/ >SP$.-J&_SI8\L11@42BZT[4'T>_X J=]
MT6#P4:_>KK"U\=XR\55@(Q\M9.L4&AA%"#X9BK=RI@'8=\N2"OJ;>?!T9!B1
MEGLDX&-4F$AXFM8(:/LI7AJM9^C@)CQV0A2;I4&028K7.\;DL'NVHS M#HR8X?
*C&W6*Z/F5^_%;#COA;2M.02GHW[&7[R[F8%S)+\U6JPLD8J8J53H)-7A?*+DVG @Y9 M/(>$3=V!X:2!]40"6H011A+WDL;]'>R(-AD;*
*[^8ZN@OX#V)S]Q'SJDH O[VTOY^Q$1OK*OB&)B!(.HV\K"# M-*
XWK^2E<;P"ITBO#36D3Y8F(QD7.B'@1/WNH7QE>>3ZW%4%@>V>PVL-"5+;H M^"+M!)G(,PAL77)F441PUO.K1ERQ%<'T8Z_M3]+?*
*FW]@07<(OD]HB0]H3^ M^!0!/+Z3N:4 ZV@D*L,Z51R81@OP5%#B'W+?4'G-?P%F'0=;0/JK\9:2SFMX,@.R(X4*
"YFRZ=BS#RWM$6V+Y7Q'NY73DFO!P 2ROL'$@@ MAE!@U$0ATV%J9 YP) IO<-#&G-Y^.R;]6 DBBK*&2@CTA6!@!X^C(62P\)@*

MT500^[7T\SCL_!;F^X%4D0N^V,O +# 7VGP86V785Y0EB8390%I]PE&O\HZ MC-OH=Y.D"8 GPN,VR.Z>!';"[7 R[@%NP5;I/^ MX!=G@ ^X5WH2!XB!*3[,;@NX%&AWX5HHGR;Y1. Y@*3.!^H$,R-)>G[P6Q?.
MPQBU%MCT91P3+_PU;#=%YIM)L%_K!A44)+D6=6VQQP4;")MF[2VY3 DY,"B5 MT$N5]S=++HOAD#-
-1[5OZ^*C,AV4V&X^H!DV0$V'P9:_D("Y_.TC"A]!#GYI M+JHJF:[6TCY1$2"OXM\,?#@P8PQ;9_8HK&L (G1A5I.0N7^T&(_/)^?06(!O
MRV+0LF,D^>"@V]3$B!2Z37:5(X';4 6'ZQ/"FPWSOOL00K38-@BS/EY-B= MX_$1", =M/\\G_,&T&WVW+L\909OE2_ZWRF![;_8Y*L=?
KL]'DL+=YAML65U-M816Z(S]1\E8\HIZ#F:$DKL2VO\RX$XIMS*!$PILQ?S W@\+I#NMUP=?\&0IQ M/\=32W&?SI @MD$Z!/4ERA*29Q-
*\;F$"#E%_'LY0FA!;R*IW9(L]<9_FGJ" MCTU[X+*J1+[ZZ+NJE3^C@K ;3MR4"'0STD0K30<"(>L]]@\1G"< ;*CMVA
M.:1>JU)>Y+LU/{1]Y5UO'E>,_? 779& 87.<*?QP MO%4O%:32.K/QQWPP[D_Y=SV5]2\+3H1VJ6,?&(8'P,0Q^64E\R7Q5AA"(80#
M]>N=D;>(7&^M]K>V@,-/.W%B+N8Q BK9)THP?D?Z>/[W&H%LA[GJNH']*.-F M]!KS$QS&7KZ,@'OOQ\X
MM&52@R)"/RQK=:;;/WN[_2U->VSH3.%/Z6Z MJ8$+F^%QR17O'GT#HHF*TP@+$CW2U64OA974;9.3M89HK5@:.$532?
(6R7A&HUGU1OO 3S%K,Z;]0C+|\=/M[#Z4)P.%\EBYG"KE.P4O1.\|&5 M0FR OC.88:
(I]*PD8&ID96W)%')2W!T%C[TK\MDPAV"9VV+9AX%D 0M^8*)>U8,.! \AVG..,1,UN M(N9>J#S'A(G58?#'-
+7^>\;=]L133YYAL+7*%RM./O/7;@(_O.J>'J3\X??' MG8/QTTROUI59O>,DC_E@L+%*GXC"(ZI,-,89#POC(YZVUGDC8_R]9%_4LF4B
MORF!C4IE6ZP5\MQ?' +'M0D*6^/LN&OH 3//=#:E:SCGN& MA70];OF$(Q1QK[<FA7+Y2L;'D8L8,F-G[@UESWMT0<:'0B?
ZN*IK!FTTWY^E4?7:0_!(MW$U(2+)G_+7[S7X7<_S%,SB,<28WH^=KWZ>:*!O.7 &M/SOB.DJ_QN$T4^"Y
M*WUEDT$[WD)P^9YDJ%I3CV!#V)L84G1QJ>K/':F=',FM(5XUA4<%?ASX9, M"U-F:K1.]|_VTQ_T5R8I2B['H-
T"09=8CZ/-8;X>3F43B.9_;__< L M6NF@^W!6J*/?7-S A\S-<&W@3X@JTY!UB4KKX(6U_%$4Z2SUXN%DYB
MVRGS.G2E(2)4US-.3M"6GBVOR&UC**45)C"+H%M)E?M1%G!U6;/+*,;"_<7_(+;TB/8]A';T:/95SO\I>?6S7+J>-MXS.F$.';[V_7^"
3)S%D4%&*8:'R3;CUS?CQGV-/PWZY;U:DYA/-1KCN6/Q M5E00=$6;7AA^A\[?,?>^_W6<6KATG:9QG\>KGM"R-
>M&,5K!4+%]@1+_R9)@ MV?RN^<-/-F\TNX]6?,+Q!;#O#GD_14K[Y3J[-_=V(\JM(I3DA2*NKX2)VXB_M$TY-<1SW/X8S4\-
UA]M\O@W6*AEX]*C?DF#WO%Z7XHKM*Y1VGASF M/G_B1 >WEW%T,%/6POM])5Q$!NSF[I@57.%
<%^S/7S"04MV\0,^B\$3>Q"6].FYIYE]X?$ PU6;M7GWJVUN?I_75BNU"'5 M+B:(..Z@<2S>!/2,;'CZCZ<>2A>Z
.&0K%:K>=GU^+,E!YQXX(,+G_N\WA M)'K/':F=|2#66HGI+M7QRE:\U0VAW0^U^+8
MC<1NO%+DMBDP62ZI+B,HX"M8\X5I5Z]L\'+1H_,FPP>?%MUZDK)Y-I+@<[J!)?YU3#Z
M(4Z9^E0FO^Y[>/]]X,6(XJ/#Q"J&9SIT63^4Q?%N9B_4[Z$'!++:R =/14\P^V#5H^]R,4B]EGL$GW(=U=8@9?(M983EMM*-
F&8)5OU3QM^'9!4*0YQP[.LS/;I), ^/&7"]'!;Z/:BHPWH3UWKT= MN-K$ CHG/\[-7_\Q<^QZ[Y82.IHB@G=N\0T+7A.&G5X^9;7JRDFO-
8IX/-B-6]WL/)B?(ZF[_O&*2K(:F%Z/JZ- M/53]JM4][<,,.S3[MW%\FH.9]629JN5V!B44%JVW%&JZGCIUAC?ML5D@C'%%5 M$:0,P<'ARN?
Q%4Z:C;XQD3ZLLI9<-9'W^D,RKC1[5CA>T&#\'%L^)W1]LNFU M:F^S[-TAY;/>5UM[!/&HB.%7'E_]M<_.';5]3X(D>\%?
[]DX\&=$+VO/=H)G?C9W;@A^$N9 /X6]"J?6-]TL-]8L7M$ M[,T>I[GN*U_&7'ZRT>*?.2Z984[.^[Y)DO3*'AVOZP3;I&2'F+>?U-@<$TAH
M%[.?*3]'-YYN0LN0M9VN,H[(M#D5%$Y7APM&M@_&"A M=\V,_-MHH>9TVFSFBZ%31,A/:5MG(EX?M=1:.RM>M7^?5K+:?LI*-/]^UDI
M%9'61TK&VNWXS3S&YJJ^MT8%#"G&8NK8ZP]CYV.JR.7.'^VQ#F,W&8?78FT8 M.![0!+7M>\]6LK9Z.,%/U.!+9[P#P=
[HUI6\5I:EZI#N!*?H0#H,I2&WKGPDLF94+EW/[?$ MW]LQ'([D%&E5_MUJR6Z7\-V_+],97VXX=HY5_G)KH7;]W:L#%IQM#,G$=.8"(68
MCS,G5&<.:WVY).EU<:N@L\[]/38]?W1ZYNR>I59 >R3A[#CB8C'SDQ+T4Z[
M&VLZ@B.MI6M^E3[X%L6N\0WBR(:A#=YZ6KZ\9L)2Y^12B8-Q\=Q"0LL13>U.
MT"U<:#>]Z1EC1:9&%*N_3>'DF+>1D^F>3J)9G8I*YU#%2GY"10R[F3YBV>CQ MEDFCNPB=?)>C_S5\4@'I+JY/^?
UGQTH^[DB5LIKPAV7EKQ1CSAL3C;1W/.V^ M;++;KK5B.%)"4L)CPO:756OAD7%6_93$@I@UC,8 M4Z/7URS4^:?3?
#VZ\P5C\AG6,SE.=OI"T=?_V M6>=7VJF7^V4*Z &S^K)D3+_L-$^Q[IR=$%+BF3", <>V6;!@>W\G9NLBG9B
M%':R+KMKFBF$WG0H;DRC'I5$]/7C=5V^EZAG70\I4V^2=CVC["SN7Y,WZ0&) M(8##%&_Y?+1>\S.:;^+C^$=4ZV MN?
OAWT1I"XVGSR4V&J]$^KRYND:ZEB+Z'KO4H(-%AUX-L MAEK#21JY7?9L:XG#Y:S]UK$33[TNZR+GQ?WCCF%63%!,,CK<_D:X3"\G[A$'
M4UA805JREOZR-U[@'9<12K_&+']702=O!R/\0_+8_@0^UD+'?/^(R$++[S[9 M];7R3A1,W?RJGC7[H*VS-K=[?-[WE%BQ2,&
WM!,5:L__P^9@U)#Q3YW) LF M.Z=@-"_SSZ6M[UB@YP5-6<$U ?G"[N3/]'<\#G%-G/ O1OI[X<)"2?8XINM^
M1+]P# ^Z<_EKVZ*=IC;ZO@M7?/B=V'KN|[SQ]4VPYN3G^FZ]XI;T[02MR/"/- M-5ZFA,/$X]KT\U=M#U&B5NT\NO3?
1W76))%C#E!&6%GY=|<\XZ)B8+S>%CP_ M-./XK2W.V5 ,%/6YS5B _ZZ19 C*'LJ7:+'MSC.X.M?Y&&:1I51CAF7@F_F*:ILCFA>YS].NKJ
MH2B7L8CIGIA)BKHX2(:?C54FIHR^FAAH$W.B?G?D67Z(%$/<\,LO>CU=0\&% M[V:Q)"AN9^\YY9SW*X?1W/=.J9,=S5,E9<332401I_?
U;K(;T W_VHCM$]!F M/G$L_%7ME>3N3WEF>/UUN573K?;R,.*U_?E'T<[,KFP,4P*WCY[86RFHPDDV
MBCKY:TR/9/3;5#P_TO(I*Y+>BG]>5RY*>"/44'7N1!1#/]8XQ)\F?RGY9.5T ME^2=JK+2:"JH].+4R\!Y3=Z&*U=Y.'(-S(K-
9U@>U('=*^X9<;!W9BI)MO[RY M^9RVK77!+2;?+W7'\^W!7NY!^0A]A+]3N8F_TQ0:O8:\2 *QXSPX"S+BU)M[MFW?LS5S-
FQES/K'B6<\SX%1(DGPRZ<=N9ECA M7-J^JR_[45:DJ4UGP@5JL7JF6S[C0;= MOL*+:W.HOK*Y+U^"VR(Y#,2_'AJ;] ^0.O9I',S!8#&"C%7-
*)N7QK.;@-N8$ M?NFBN]V&RO>'G *-]SN&AD^P^U?17EX^O\>VL]Y@+ON*(H[W^V8I"%=@S^Y[1Q,$DXRTY/\M6&A9E6
MXNSJ$T/A4:XS#)_VK6DLCBGM&HOE^M_"P2+R9]%KTE73J!_2Z$$S=>(U\==*.MG?7FQZ1-
QGMX]LO6\X]MPP%P*;V,N/'AHR1A9&R_NC__Y:.[_H1"G+#-2#O:\Z>6GWM^0Z94?I.'6G MC,HZ!:4C!<,>]:2O2]-
,]$)E&G'O6RS/8W>REA=U<^)/3DM MRO9FLU>I*495>?.F'[]0=!YGF3$+9N0F:UCYG)Y1YZ^M")D.W91I&8GE231\ M$ANLPQ]I]DP0_P+
[70.?6"UMVNGH9IL]^:,[15M!1T)C^>YQ28;Z"5?OL:T?:. MKP@::4GZKEPM3RH(&VL^.6*VM.&2.],2=_1<=/]]XW3/](1YL:?].Y>["1S MW"
{"+KQSSEY*?#ULO]LF$##HZ<4B-*Z:#'F1(BFC!V4SLIDQW:6]IAEZ+5IT< MU7@0:KX6^^:1:*OB+-N4+T]3-=
M(['>F[IT#JM^C.]W:,O'O<+ 6\"WGA.071X^_B\#3L?1$C;.E^[9%4NTL#[* MW?1Z0A_W/6;[9%?]BHK__"?
_^SC]$#3]2+Z$=3#W,?]AF^0^L1SXVDD^P?T7 M(9>O7PDTLNW)\EMX'J"<]7$)[66TT+TP,RIO4RG?]=W!>*Y'D27BL-W!U[O= MTP_U?
BOPQ/7HB:BI7;E/C@)-A.BAV&GR'4+WQ-/U_J=)N[6)B/ S]U*J0*DN M$2#<&W+RAM.._$Z>EF?/W2$S RU5D2?;$]6^EX+5>4D
MU8$-32E#M$\XC&6 MG(&.P(VQZ*#4[XV$E*%/GQ0)LN]=K'F.T!]<25E11M.6>U/0@1I?G -]L+L M\S9><6DCZ:
(_:F9#$R,8CSUZV+FPH&)F2(ZC22,1WC-IJ@2 M6I;[6-FQ:BX\0YL/_$^XN2A+VEYI<'8GZNX M0N1[AP71&6 M"@K?)CK:I1?%_-"QYXBS-
?]R7%9*<$0.(F9[. (6B;*)1'%ZPXT&G$FFS&T^]Y;5U=O,74<>K&UJ2VVF"R*,8M8Q2%X WO"9W58EI4%G)F7
MKRK4)AG)7J6C4U9!CIBY^\#E7B?::PA3?/V,KZ53OI\>;G:HM#QOPO=-.KC% MT4+>2O14G:Q3[=-S8SX,3-?IGFG(;
N&@0)4'7\NPNR@ITU(UVM_E$.95.RS M3'I<6 F525=:(Y_U=3>\8GS!QVW*=B4R&EH)6TFHQ]F$YMEIOPAE,\,[EO1J!^]
MVIIRKC)E_M4W(LK]V)-+#4NQ0^4R8%[OC(;Z$]CRKD8U?E*E1*Z*1 MO M1+6):G&0X?#59HEQJTH. 'S@4=*0D+U)R9H^B9QD)57U?
LV(2>>KW#"9].M? M']5L##<]C\[\4>;+L:;O#=MU[167*'CB86]@W"_0N^9>6:8>7=WVPUQQY:+U M@\ M\C@5Q.2[*WB#ZPC8'43?
5^]2@6^>!;,L>NJGL)5-L2S[[$Q][>)H9 MWD$1ATC=WCLY_'4_3EEL6Q>-.WVO>9*5 SU%MU.X3F1[[.W576T-OL]-:$$ MG;LL UQ/[J[FID?
<_*^^]7RAO_DT!+ZN*+_[0"#R+ER70W[9U!C^6"GX8\ J?N1S2[+U8^,C)F5DD9L8I9550\KS)'-.1MC)DTS.&"6Y89Y@M,ATY9A M2
PP"C^\PCN'\GS4F7($0@4Q7^E8ZC_*;.$^!\^DJ?U6T^(/@DRY*_V6/[S^_\SOG^?N?\SN>?WSG?'5F!=X5 R*O.X^VZ7]9J.3!N--CV'!E0Y-8H
MN27V;"3KT7/<[3]YN-^I95EM'!RW$OPHB](_2[HT_)]:.+FVURQ>W_&\J<0(* MY$01]?4@P(CM2UB'X*7PIA*+H9\#()F0QA:$
M.DZJ/WV^KZ.(K,Y?G6;(B* M-VT8)!<&!4H-.NBD+?T>-2JY:,RC%"7F&,%77.72:]<;!=VJWNQ.+#V,">$ M*
(QO/BXQ@L]_WV#U=N&,)9H'"<7L+P8RQJI:7M-\\%SKJ&>G(HCQ$9^D4J6(
MQ+'&&/0WYP9:$FTZ:$9]8JHW&E,IY&+'[8_=24"_L9P^N$HC#]GL \)&JBP. MN:>2!9J]+871!:YW2GW;6DT+HS=SZ)\[\3C\"SF9Z\.?
++0X@5^FR* M^4/10,B<0!4X062P4ED7I"]+ER(^+]WP*_ZYMDVSVN5MQJ3&WN0YXU>O +7*!]BF[L)1^#RJ>T
M^,F+B:]"OB)ZJ3E[V4?A!83(M]W8VDKFH<>BHZ6]3!(;?%;"9\F7_U@RG MPS>K;LE;Z9T)D+1F&<2O[Z*W[H[JQZ"BT%>O*I
)Q>K*58WE.IDF!,=[[J-A MEZ]\X;?N<*#.4V61FJRI*]\[8PT3&V45R^:.$)R!NN:],LL2__!S[9P#+THU MFMEQT_6\AL9_3)!5:%CMDE?
6$%*S^W<,J\"BRX);9O (*6Y!+^LY!W5ZDBP M\VG$+^[ZU]GO25$(+.8Z&M_?
4Z\",#L+D._@_N3,X"5&UKA+'@UL:0KWA+GNUM!V%7W_;Q0>*JQ*:\[8L"TFOUFZIN[^\LL M8-(@!A,YI]VD+1SUV C-
ND^EDLJP9:D"#HGDHQB=/U/3RN#4V5DKH6;VAWD] MA(YZ;WY:.^298_PYPI[^1F/#_Q=OS=T^R/T)FA=3!S@[]EB
MU=$NL8B8\/D:0=S2/!**A 420VPE#45CR*-,\A_,Z7[?Z^']WBZ952695^\URBDA;SYACT/+'6GN)-&^C M]!T]LFBN.^^MVN/L$K2\AF:
[,H3_.=*=-)B4=,6O)YL[@^84.,]86J8O28$]5^[7XAPUV=/)C4N1:I M,GHZ(O>2W3YE3Z@4T>T*G#V+=)"8D..PF[I9)Z6\U5)<)9^.PSC2J^?
5HOAQ MZ:1SBJ(RWHB42[#4%MU(/S_)5\.@)J9+7C?VFK%&&0\U)2U:$6OW(/0&PNZ M]Q2@7VZBN,C6FH^PJN-
ID)/.2GI'TAC/+)L<*,Q/@)D9ZPILY4Q29=!+B^/ M@ >981>6YW<[LL6;(2-<33.S89QYZ/0<;R?OL$L(;Y&>EQ6DZ4A<5; [X('[
MY\M4"0>/XO*$HL"431<3%N)B"=]"25$YA6*)9U[%K+,7I%U]]T4"]6^I6(P MDD58$)6N)T'7!>I6N%'2S@#$1@$2\-*_2JG^2SE\#]('V>?
J2CO31CCWQ62D(C,@_4Z,.R.U/PMU8!"]&7]6./^AZ=DE65,,H M(&?0VJ2#8E7&Z;<7=ZSYC]ZW,4J5&4MFW1&RU(I4J\A?
CJE+&E@HE#09L$+4 MQ--_YG]O]"BG.[HN'3"$*0.WO5VYAYX[,".#N31C[^(=4-%Y &$&)C 2+) M2!K051;Q<,W(VKQP[?
7+//A[664O[<.\+$^E6I?R! ZO0F3->SPW01TJG)W^FEQC.:D> MG+/R2C?LVYC^ZL^&% =5EROU(GPIMF4PNJJM\$FENZ2Y)0:1#FJ%
[!HFA9K[QV<^SW_WL,[_O+[Z_OL6ZCV6<==Y MU7E=]UH@YY"KP%T5!64% .T. *"A_@#D B 'H-^Y_M&71BH&Q,'$Q,# Q,/
M&QL+AP"/@ ?#Q^?D(CT+B$1"1$^_EW*NR1DY!04% 3$5-24Y-2DY!3DOQ=! M0T?-P<#$Q<3$)2?$)R3 /[Z070
)#G!^9P,=C06X0X*&3H*&[684#@QT?ZX M@#\OM#LHC%C8.+AX^*@!]7>!.VCHZ')14E'3T++?YWCPD%-(6$3TL9BXW#-Y
M!44E915M'5T]?0-#D,7K-V\MK:QM7%S=W#T\O;R#WX>$AH5'1"8D?DQ*3OF4 MFI:;EU]06%1<4EI36U??T-C4W/*UI]>O?V#PV]#$Y-
3TS.5[.37Z=GY!?SRZK=<: ZVE_7?Y2+!"77'0P,=_SLWW*AW?'X/8 $_/> M(RQ264UL8$'_M5Y+]4[#_DFL>($!'0QD/G020
:XMOC*2U71"DT,\G*1+V/OZ/I(.8B[?EP(;YM.N% 3$H#L>WB=Y:'N),P5 M%WS$W1C!_^K:00+OF5200&9:%8*05P;>LK3L9X6Z-

V4]%K_^>Y\,2@ DL%U8 MA@2"5>,0O(T>62#\+)"8_LO6(W.^P+KUKA0=I@ORIE%$F/%2P46@X^&9:KBD M!MNY-ZC63+VEKUOU'2YX&]5(LCEB5K *VE\78:J&+=34XQSI.!^V"YRME^Z\V MXE,IM.^UVIR-%@PC,G7QW@CY/JE@&6_H?KV;=)G1P%\A_G%B(^9B_X(QT<=O M58IS73T4"?2>S$O=//4Q$S7\C)O+@;?GL6XM-4KA)K2'KU%FO"NS0&4V+](M.;$U.XRXR,=^_"$&";Q;K_T[JP=B'64E+F-T'" M15@QT4LJEO!$W%.'JA]'[6LTFF9HJ$PZWN"6L[%U)N2QL7),35:L57GSXL MWU1K>_9I3__I(P>\N$?I[N2D0UA>]]M%];,X@[-)_2D6$ZDN%2F0$:$O#PV MF!T-[Q=]^(U]6MVT',B#NGUFSMM71TE\%2;]F6W"5).E5)2Y3TB(+ M]S0!LAM">+2A/-OH9[M,FIZQEL.I.U@T?OCJ:N-9Z&SLQ;P]R\PE% MYR:GV@C4L01C@'AK)CUC@#=;\2KS!PRS*%^?DOHB 5Y,]'6-'D*+@<9YBJ/D M>U3>:I]K? XYRI_N6C8VW,1W:L],H8^=LM>T_O\WRM7,\2^<*=X77'9,L@I;W M15T&&W&Y\M5/%,9?4VH+'JZ>/C_-S: 5"/I89+FPC9#5:O><<-8=TE? HZOKVZ_FHS:S8Y]=4N]D 3>%&AV?D1OU^]8:L,L6+C-W>^=Z+-M M)OLNWM=-ER&:O?;MF\8G'_T/C0=(8#VU_/3RLV&,1T^+9)I#HA] [%Z[KL^\4 M-_HJ^9#;0M@.=N>.@29%OBAPP*V,SYZI4Z.UOIYELH+FF+2[,BP.Q\;YE-I+=[>LRA/ M#]IPG[D /@TE,DYHV14>]AX>3C1*2D$O^KYNK]7_:'G9V3S.YUC8FF9(4AB) MR_+P3BN 44.$SD_QN63"!%Q&6UJ?#@=+GX,#9VW? P>5Z:),RL\IL+\3]-M=Z M*2]HZW9&@V.E?2TD731W1E8[26T:O1V2*A?WJ,Z]KN7K.RK>C9(0AA+^L@CN MKK3LS<*LUZ#U;%BTO=JX2).=9&]H;JV/Y?+XE)Z?]/(!VE=,4X.7;:-P5NBU M+E2^HV&^O9O)9KKRB*4Z.J^'W/FYX6L]0 12]$&Y9*/@X#)]JL-[>38Q9>F, M7!2([BI&U4&\X.6<,VDI T$".T,&WM^?B(YCBV^U'V[]F(-BWXCZ:5_ M:'9<;R(3KN]\TOB>>U2=4SRG<+/>XV*_ M6HT9'CY(*)>^K4&N1P*E%EM$J@%UUX_Q ="">KRJTJ!=4F+,^G!3T0V'Z=(1E M9MESZ86J)"J@O5U-EG2*(B!4]3TXBP[R>90=-BBNJ$-RGX@;=\9L:QT$\$; M0?M]%2?OW MQPQ53]Y/O/]7XHS[MWQ=L32W+N0H79_"%S_N'BWSN_=XKQ,N^%\9&II'X/5?B M=](5S0*A;K$71}>?S*#OK;-^3>HB@>Z" 21 I7C#?*5_<_I7A3%S]&M?X=>^_M(B=^QQ;5W[O&_ZVZ<&MMNQI'W4-!Q\TA_UYYQ*Q6\#E(CNA7W6+^+@.64?7! MHN=5I"9%Y,+3E_)28OQ&\LRT(*:^\S(&_)"B?243UC+JU\6U8FDN*:P57YU MXJPC*(G*8K-^CB&!G8$J^:K[-?4*/@9F:\SEM_:I0@N-3W5G_<_[+G6MM_([7&A3^"K=Z4N:Z39IVMS($ZBJQMCAQ'Q/O M@V10&@#_BP:TX=J;T!_Q2,"T! ED1\XL^]DN:HY=SOS\0ZB/XLK_U'G!?]9K MI0[7_[FR/GI_^]^LO?ZUZW]5>[$^_[?;J[/S]RY#__"8[9F8[9E8':K_H^H/ M!\ZJNH"HU1V]#?F]..3V5UJIF/Q&*E'QZ!=/"Q7CZU4#*)Y\X]C>P70U&JUX MXJFIG@6"AC9:V.4<599OA3*KCYG$!P5IH"?.Q.JZWM]\^\.9"?[4P75)\$5< MKXM4:\7+@H$QX5OG% '2=^$>)P/8D458U=^K+1Y9*$SCD]JZ(#PU6H=)YTY MM^@V&GP0.PV5G? 1HYD/)WA/=WBE!V[C\X4SMM*M:M$WEB2^,AHQ\)>189[Q M.IE@OT=0PU-O=-?*,K2?U4UP2XJD15:LMBAO3JGU/-;%R_:R0G>0^+:5F,3Y M<)?K\XLJ4V6QIZ-3!\1$\W#5OO-?BU97[3-E!-RDRO,"1LFZ;*\)C@982C(4 MN[B<2A:0P%=UV&CAAFF>K7:P8RB>A^^->3A6L:\ 5+UZS=8L[-SCG-'(VMMO M2G12%MSP(-^=73,'W>XG=BB"S-A^^V#)#6+++1+-D(RIC.>T@S+4?0RORB<[5 M,)7XTYH"Q&QX7I:-[X6@)K56JY.[0FV)[H.3_N/*5L:,&4;R,*T4M12C9J,Y MT(/,I7JOGK(AW BEE6FHT[XN+Y\DKGGITFZ*-'."Q+42" +!%8X*@/:7X@N: M0_EQ."1GT62")*U+;*XZH[:@&Y3S[ULRX[E!#Z8L+#T/=7LZ,V+RV.':A0/H:^41?G/'Q=7?C]**(9,3,CEW_>%8%'1O?NN/CFG6^JZ M4N&:HA/D[99($"CQ1I-KBM?9&1F0:DUM':>82>3+K:N?2@B3"ZT2XZ,ZFU MS,J48:S.Z\Q>5:>C9I)90\"HI-YZ1LCLF')EHFU^NSN3[\WXD7:/BXU+%/ZM MB)5;NP/-1M0/"$]%#_<9L";YY'IE<-N417O,T.%$,T_S8>\)>R!=*]IL M@0L3OC259Z? LM*_4;2MX0RYGU[X /UV9!+%":TP9+O"%_<5 ='0HQJO&-LM5 M0E4CV%9CZ<+"@E32: BO4/&RXHO^S0UVG>!!8Z9VK=U)K4;A<9L"10I>(X&C M>(]5,Y)G<87PC&.2(B,=_GTJC+KR@F1)*FPG738B>(G@:E/%\1:8Y#G+ER8C MB4;$7-9==25\.M^,1]Q87#]<9=Z;\D*/BBAFX^W+50E:_#;:OT_FJGZRVXC) M9@9$6)/FY[X1&O^ZN0,KC,I>F0=UFY=U5&#&C$R]&.19XF-N,?Q4^^C>,.?C ME8/"%;JTZH@3?K=]OB^C[\)4H-^765O'+#JG? E38WUF2LW&C*S GH\4S/=AS)]KXT2?GX88^+9+?G9[7Z+ M_?9,\Z6^7+WR_,$?'/6;0>.N\?[[ZIS;N7O1!6\:_:W1'6/UNSB[\C]X"_ MDJ"8&OS/F4:MHQ5THQ7TQ;S7G\"_5UU!H;?\+Y:^O?V]O\?Q_1W_L7\VZG'"* MBG$4MC]6R?AGHOR]\TB:O_FO^^OD/*/17X+P? 1OP/]U>[75&*[KJ5_YF;Z; MULQ:V!@\I_47/6=T=E@[5W9[+%Z6K?\H*8%S]9V[BTN7E8#FO[U*K %;_7#> M4D:3[,R-&XJ,.L]" O$7&DC@BS'X2@3$5?K0.2_2P]D[ZYE5)B[L;4C.[M5K M#Q!Y]<^%/@!?E7!._ 9I=1'Z\27A]G@%3(D$,/W)YB6 MWV"0 (5I5+7521^30=D*E+ATXL!K]&]@)_ZN[R! M2,!7 R$4W&/*KQTO$A@_N9%U8SM^4ZV *5.N=(!W\5A-P<72L$ M?K:0X-B]G$0";S0PKPW5; *"UVRW,N*G=G@B/'SE.H@/B J-T6/)S3;1=<*N MU#]"V&M+))$ KMS9*U2CM'KA[\?OIU"]* 1.E[]M[? J"LT]'"TK0P'P*O*RR9 MQ.P;*U1\./9=.VU;42,!9Y0"%;OR[F3]1BU=IHI:>!U!4D4%NUY"1\\1>9I6 M9HT6AI(@^2]CKFIH&JNY3R.0SZ18LP"17/1W[LY$XTE7:U_)7=7+R+3],,M5&",HLLU&P8-[N(O?*UNAC"3N]2?@?#N0",\?JKC]0Q4H MZ2W[+D?3LYTOO:B5%&]83?DVO#J8NL7Z_P'CU7B@X@RG%!*XYZ>7E;7LU8@: MP<^!4NT_S+@)'8VZ0.$BGOZ]U:DO'O\#@\@H!+7T'T!00DKS25ZV_"=G@NGN MM%+&<6M?]9DB@0#4XG\Y]OF_.;8K ;CYMZKM0)+5*"@7-^@H%V%T07' 0+3, M=L.?0,!_%E(XBW0*BVANW4S1R-HRNHF)G75CK1@F^?)N548V"6+CSQC#_(-P4!SLV/L+ M#%?P-5O^AT-9@U&Z=E=G'^/WCDG\#5L:DQH%XX]81Y'9YT[42OO!HF$H GD% MAN6A&(7Z/.L)S?Z)!D)X9X[\I>;AWA]T; M199HSR(2]/X=!2\UJZVN^C1VL:=+SF\TQ/YI]JL#%(Z*M3BJ+SVJV?17^;\A MQV]&BO# (E.L>P[%_!P&*RK*HH))+Z(&!)QJ3OPK,".#=1,_FL12O!7^#%L'\ MPT6R)IBF2RJS(E#:B_7L @_;_^ NCC^8[U^S3CO=G3ANS=^C_]_Q90W^>SX[M->/6K+:^_1_\@P]ETZN_,M)_XR&5_Q<>,OYW[Q+>6?ZG@YCI%LS]ROJ;WQ?\ M>PR5C?M6_Y,8_B7U_G=A,U?G]2KNM[J)?P-W^QMP5.VC!?ZM#*EC%=SYKU\X MD6-U-?+7ZMM,$4RUA>TP)J/&J4]W=MY^I8KDE>'(ARH?:-(EL\Z1@_K73@\> M64*SD&ZYKNXLE&//E4GQ(D%3GF+/(81<\PGF_^^;?L:-V=2-7[ZUG@L<7[UV MFK=MQJC,I^WHY/RF/(SYM:C%3.(8T;96JRT7?E0(4&=E@#X&*0S_]%_NPP MJZPBJ/9,!68EF3Q$8T];[;GTKY^%-YP//-PDL)=2]QH5V]#WS7+R#_I$G%MJ M(Y)@:G3I9/S-YB?V]RBZCL_!ADA@3C3KE*[])O'F ;I#9"^BNPT)9&]N;V2M M*9YC;M]B\\D,!";K7,%T>9'3&O2PZXYFV@%Q*0'1Z]WI3Y&B"R4RZ8 M;7H^RX=]@RGS%74T!!VVAGV9GM%"6Z$X?9)'_TIV!4XV45HD9!WFGE? ;6$\ ML1G,35)4/]S?Y@=+1A" (!SH4&F'#!U]9*),"C3A#@H%&YJE1D;OPS-S<2(A'> MT[_/DKGG+>8 M'!G>V/DKW_+24_)*\]W]W!R.EX-BV%7"0++"#[S5UTQ(P(2? =UQ3GK,%/=-) M0P_36?P%76QNY /@?V[K-ZH59M;BYRGT'G>C? (?B!QT/N*B^Z!JF?,R^P6V MN;Q7V,U]T0(6I@42+P4FH<5+&]R4H95-QI[,)1_]/)#*+*63!&$LK(QDCE3P M":55E?@8GS"7E(9^0\=L@O+KUGB(5QX>!1;P1*JLZ,1-$CRHAR)CNSXSGH#E MW"_^(Z4P)$!&OEUTU,?T9KISASGKXB@IQ8EN2H_JIYOC%2[*[67>04OC+48B MXF9RTZ3?8=S S'):9HDMAQCL%N=&#LK*D[]_^__6HMV#K-"L MRP/+1)A(K3UHRW;C;42<;30K+VI40P2SSU[_>'+#]9P^>@Q#W]A(]528!5S& MI!)[C)!"$9CK5 2BW.\!VA_.\2]-]"57;'_SK79WBQ\L08GB]'IV7GXIYV21 M8E,9/70@AV)<\PF]^8C$M:*C$S/K?+E[,H:]2C32>9&?X"$O)=0.MKNP" EBG7!{3N.%Q@F^UXH5:4:ZI*)6Q*88JO)!EO"QR,J3YLC=K3I%?2_9P M]-C^-4&^=X!720IHHS":5U H-Q6']0L:"7X/FH=Y/J?? S3()X\KZ MFF#/85"G#!K0)4L_3V+:N=N3H6&L9F]=CTKIN5%G7!K) U]Y*8("=N7O0I MF\ )VI5N^,+SC_T\PF\;ERZTQ* 5F4[!:4VJ" <:#0_E2Y<;LM0=>B)BU8R;K MV9*BBJEX:TWR<./6O.8G/WG;-;CZB57<^AI[ZT+WO[WY]1Q62D/@0X%,>M#1 MQP]('FVU2],I)FF5%-<&#BY&?I>A=1]Y0N\%%3_=Q.X9Z :3D<<1T]3L9Z M%/-Q\R)34VHESDW"[ZF.Z/=`LE]G/N\&BW\I$(&4>**)US"\WU886'>2.*T. MCPA\ZU]W4,&\+G??(#ZVI[FQG1#=L^]M$ZE([%:T6X>1@VV,N5ZIXD[2'\41 M%9T((6]Y#.7]>F^538^^5 1'!WP M**W"\0Y\'C&K5]>6]@)U!]E-Z=9%;Z]"ZB?ZK*YIIBEB8[7,(DCQ-8046=L(MP-OE;V3/OU&X\544,K4V173$$I^5W[8UIV^"4LX>.!SR5>#534]D'N!?WCI,%LE">+@IJZ_,>;6@]R_]@B5A4E4M%8>O "W(#Q*2X%&NGS0QC3Y;NFS4,8IUM$(G3UBQCCSOU95]GU,D/+&NF3:,NG'M'%^L71'G.'"X]@!_:,&1H[-\(U__?360=2 MJHC@"Z.+7? #71I$TD4F7#]2LSZ;"96#268B;"I:=M'3P=_=MU$_'PSQ[WK=8 MQ.>,>2CJOXZ[/NU@65/[5YQX?U%]UJC@X"(9W;I4C]P^Z,"^ M.,P)F.1PBB=S C>M,XT'2[PC=L-./;Y,PA:KH0*J.BD@ H^+'>I<9=1L53/:M-!F,-ZNR#]^*VST1R[-[MQU"#%4;QDTBO0P<^":7K[4"'!Q?>&,*Y"JR_V#:X'Q/5KIW>66;06R2 E@)\ M_8^Z!ZFWZGW%KIWAFOI/ZF"9P1#B.WOBJ7+4TSZ*I\QXG"J,)Z=E I4+],8>RO0G??V>RB# [ANUMO6V9=#%AMEY:7/;281B0#U16Q;GNKX>C&<&<7]\D M--\QR(M*5;]8-!ZP=F2;5(J7I^8^9L7412]A.[WSB?)!.:?#^T]=\8(<5VU-MM]LTEWZ>VY%O,DNLBX7*[-TP>YXML-T=I,\YM6,DGDGPF,.O^Y^\]D%AH]P3 M1KK5E/9.^";DH3 72=& /5O#N5Y9P8%UP$OY]=':K46!O"U4M3=K 8N"N,U^ M/2;\.>.>2=\.XUHT';":219;+AWJ;>Z2)&S:-=8/NM&LLD%%*55T74F]O>PI MCXQ;-*& O)P]>7X.4;2T?9^ZNI_M4L#QXA@VURH?Q.:+G=A?(O=FM8"1/PP=? M:484(R6.H.OU!R(<&GI7X6F.J^K3XB-4V3EO=J&FE+4W,:'\-]F(_K3O3T) M+B_+-/E(ZH^M@XN8+P24I0->8$;F>>4;V!\XZ5-^&6%TJ1\CR3+-L.7K,14; M\[5P^+734M&00ZN\^2CBDC!Z-7A4W3^IP*GLYWRQ@'%_*B>PB,OVF0\]4X^\ M0#LZ]V\2S38=>O!>75#ECA]_GE^'G'5*ZD8R=VK[\Q>XJ7JLAO&1L48WF_> M@6F;W%HQFT0_1QX[Z2<1)>U6CWF:13KDM2N$K9ED.9(V#O!MYI$R[2F("=] MU\P&2YQ(E+6C#]314-: A/C>E\5A&[+ M-WV+M14=X+ &S5A-SQ*@H\^=<&8LAQ29YB@?V&]JX=S+PPZ>K:>J%GG^>IXA M9#[H?+5!B^BQS OY!^,5B70$@XI/V1SW;+*A;^/IG;C=,U]$?3S)^%A%O8Z5 MEDG7%"@B7[YW1T:9P20,HF#5BL^"!,ZM33&7OEU]0P(SA4C@C9@,[-)99O5E MW*:A!XBR)M-HWC9!*'PM3:*8(B_>IZ0+PW)*I]H6E%%>(U]LK358%I0XY[NS M>CZO](8F*G*PPW4? 5>7J^W$TG!)JBMN,55(:&8[*[%-\2%PHM&F\N2]BS:4H M2=60@/:A%M0!\Q2-PDS:1 +"&%*\FSQ?L9F:)O/PR'4W:?YH+E..]:4 OQ31 M@R:#;3>9Z):W(3)!2AC 5EWA0W(=?[S\V@&RL=S6$MCVY]OT:ID&]LC-_R/ MY!,95#['372R^5IELDWZ^E3LOX W]EYMIH35Y^00AY_0&"PHM@X[;=U1I-O0 M#]JYO71>^':[*4A$HW^&BJ.9QG+A M$TB^7!?F?>/A$);ROD^W5R4W292"RM{[,F/ET\.S* (;0 MMXRISSP'[,]W[8 M4Z_R,]=U&[2^V1..H4N0##TZIZ&N$A\H K."(H<0*Z$/M)37TI9P>VCNWA2M MT%2PN26AEPQ]&92>"LT8&)C4,.+S/OW\6/Q.,$A!,/84+0'Q M:$*+ZN.2;^03-BZR(%P"@(8K0-WVU4,MJ^1G+\>_+%;,!?^P#;Z%VTLE;"! MD^7E]'NQS0E:&09_>)\,9N1-M-H+C+O>2B^/]XIWT_;2M'P .+()-+"7Y+Q; MOC>[GZ?U9=7^I.V M$QF@B3). >?@%?_1::R! (9#'H38$"81(L_I1K6N\SU*I2]>,_#K:)_[\N= W MT[[. MJX=D_?/:UFF(1,ORW8/A>_7M(:_CWNW,,9\(SG38P'>O'W6&G)GAP:]7.T:. M8R3Z_&E;K LF*];O\N:A&5/#F2F!S+8/MKF\(5X54H;*Z]NR-\,0[<'5FHZ M>T=)]Y$ @>0]1\AH6-I5Q0[WS1>]E[1Z).,:;TYWZB??,,%K0<_T+IP&-SQ62:VG/U;9G!YS M.60B@33"..-+)3ONJ._(0XH,X,@//L*Y90N(L^LQ[DZ;4F\;K>*

H0C373B#7B M>?RUSKC7D3S8_2TB>9+?M1Z3[NKIL1;CS#E.M-K>,@[H+)P/<_G4M$O"DV"G M@U64\.9KAAL1>$'V2E3-G6D)8ML+5HS?;!!45ABK;I, MN)5/)0Q^J16<=FG:T[U23QQPPV5K:0{)PO9L+VJ:O]K8O@OI'(401/%.'-8|'!M5&=I.[*]^58:8Q5<-L((6UFGJ:,:9FQ+>_^5HA&4D=9\"N\W$@ZK M\N6'1^6QUQC9BGK,BL?FICFES4"L*6?5/B4ROW+ZTJO/Q8LK 9O3GWQ0H,@A M.5&S52F\U4*T/2K2B7:CDWPRWQF^;6"_X>5ZB97W^).$!MU1:AC!4USREQXT M%#RSW7RTRZH6CO=KT>?F0:8&95+/R86OM>4#@C$AYEWR*17DC5797?4U8F? M^$1N1_@JP\4@9E0V'50=D\)&^#2^@AA:!KCQ"WYC;TA)%4186>Q'OWOMFIA]M)0[%A4X^:PHIB#1:^/G\@@=#*:J3V_-E3E;HWD;:*2>GB?+C$ZFP=[F17(\P MR=]#LE6'W3]]Y8C^+MY/3\D4!@*]_U,5H;3B.C%IE)--G(&@MTVADJG7Z)7P M&6&4>I@PS1IJLA/C'DEF5Z"\^)-F4P%+K"J7*KL*$_HV?'[ED'U=2D-_LFZV M:9(U4@(_O$*Y*4:%E^X'U^_UKK-!_C>@ZHPP-7%V3N[O*P[EZ,"WY]HU85 MT*>NX$,AM9^C<6:Q^V3@7VGL7YN^U'HGD>HZ${8M+;U^19%TCMUY_ZZV5S1_M]SUGP0]*^R:$Y(0B&>._^FNOV7;!-HU@XGV%OI78U;OQ]Y0E#[|L MY!6W7]6MO190Q(CUX<2H7:E7*TYW,"ZA.BA?)>>;M= ->YC0U;]6QA!ZV73=<)V?2517TS68)71UO"ZG]'7IB607L[ )W,8MJ4CWG M&Y(-T$HW78;C0%'?(22]J1Z#-_E+NJM5Q>HC9PI1I<4;B/)S-R6K! 4O9V. MAIC2-8R[-F8:Q),KYG_(94M(R_RD%*DSKW8-/-1D4R9H>'7%-1 M\'?:>Y";ER#+*)BICO4 ;?$J7\\'EGRPN1M)Z#4S(&^\$+K1)!OEGL/T:'':A;[PS[Y6A@QZ^M6K'X?S! M^IRIGK?N8C=;-7 MM@0VV;D#)B%/GAVKIHGJW5_[:>T-WZ8&U$R;2>\NDN*Q<:.$*[+*V\+&G)6S/ M.K;J>=]5^*$_+?=>%00>5U$TW!95OOXRR7O&A+OLZ?E@&9^J)* M1\%.\XB:.0X$7'S*C[7JZ=<=;Q&@#*Y*N?T!=:;K>)<*BGZZ>MJW0Y+A>_:G4 MQ M=81,/J"@>T^^,P0 7ZB_#7 PU&I/LKX(!XK&FMK[;6N0E^_9EQ<5;9P)\2"9B4;R/ &XBDYK^]8<9K?S@UO:N>?2=-!Y4X M5=S(TYH8W=:/?UZO;??Q:$EI/E33IZU/WU\4]#GG;:'#IRN^]I4.;?C02(JNIV ML^LZ8+RISOOA1VLSVY;AV\P!WV5Q;"2.?\KU)L]+CN\B ;H.9K_*QP9&;&F1MI2EX[EB7WJ_U)Z;TLD!5,_IGM0RC\3YH.[KCF&1^#!TWOFW[8U?'_.@EAZ>_)M=9UY7=A_.7II3[OV MF'+RNNJEXN=%3[-5['X.Q#6]D*NHV5)K)M=%H<6>61GK":RK9_MW)[-]7DU/%7VQE8"06V[VB^S\<+7&VQM H8-%<^\E\9+4*YONHK=XC;#[Q"& M.YHE:.#YFE?#*+.$.&BR(KW573!P_?"'785%R@K\IRC%?6M_>@9W@3*F7@H8 M1HE!?C5ORHGB.>T;=G#=AK;)%*U8>\]^O76^7BL*MV/GYCW<3-Z]+]>MK\PF M;2&U)W'+>IX$-X/@$RJ,&D_Z\^S4!%,LIPB7>]N-?]X0YW^\N*OJ+?G5.)@ M*_ Y.!\)#.J+3D*H#LE9U9GN_CX\"F&#\=RPYQF.XF? 2V\'3*/K0*JD6W M3R-'Y4=F&&M]-[!?MD1FS?G&E<)2H-S %YC"T8"$?G@&"8&$IK.-;GH!VSK MO>_(X3.ULXJ5Y-A"PDL" JF,)R6 $X!%LF#1X_X@)6H $0B/A84C@&5,O M$H!3$*

*EL9+Q-6#\ZZC?M'CL?!TF+TA535_HO/B14S,X5)=439Y.&4] M&<#C8L;_MOG[GT/6NS*X,EX/4-58X"B1K"'O2" _Z*FH, ==6-WSI+-6;J!ME)\L W0KRO3Z.FJT$OP\U'Z8/QNSYR5CN(YX_]'TTO&^.A[$J>ZFQL%F^TF6 M'_!^JFWGJ1X9C&VQ9C X\S*&+|\;XBRTKHA3NN:B?N]G79<,/4/UP=X9'D.&R MI;7R>^4,:RIO\G#(]RV8K2BPM#=D3=$U;NQ"\U9H,3*XE=-APC0K B=KFP>> M=;93N/5.Y35U+|?28SMU"BL(V&'WH6?O@.]PL[7"\H9F*9TFP%.6XR6;)\,% MYF1O6X7,UB.1O_HQ(VV^(Q?&##C;RWWQ]PNJ-W,5EN-'"%QB^)T=9W7--F(FS M/_RS(YXY4:/96K$B?8ALO2#B4L*L)T-WAN$W]\R.\2#>+Y^;MDX-UO_C$;G_ M8US(.XC"39+B9F<98TH$+"5GY;]HS^&46#;745S6HB^O8#T.V$%FU)SI=7"7 M"_5 $##9T8;5R8Z:=7!2CN6.Y#*

#.N'7;3(L*=CM);Q@]?86;VB,5J<3SWQPVG6A77)L] MQ(=>0#HJI)/6S,B,;&FC[UX>.](LW]### UOQ,-E^;(:IAJ#G9OF#F;>XR MRB=C4T6^0Z679PJ_MRXA03-79CR7:_+I=JB0>%],:]MH!SCBK'IK3*ZX8<<.Z MS:I,?C43Q^;4Q!!H,L"Q:_8T>9V9MLK)%G,^4!)7(#;(HW.&+ "))]<1E*TIM.+$)/_7+J1LQ+M"G'\[EFDIZW3=['3'0X/69J,+N MUYVT=HZ4.+VO?-KOB"9U[1A&?), ^,_T1??;^<),=H<\0ET?;(0+7AFH_&T," M#F#ZQ1Z_4M7;)'/*,@QMDUJ.+%><#_P(=N FK]Y;_X:+*$Z2O*MT$">M\RIH)<4+NW[B93T"1&__^ZWRN_" M7JE,;KEOM=5]_+]UN5]%US6^*+/Q6,J8@:Z;[&6$3N/@F9,2"F2[3M7I$E M#_CBU:[92T#>M"_2'T7!RGI:BD(.WCH>DA&E$CA1:(=I\]LIR.Z/4O3N]'%= MR\.1P(=FC5RK\@=V0 MU7ZPB]]\+#8[KL+Y*G*&/3?R8?@_,GPD\)!8!63K*H2VB@2(VVC6#F7.8V&=MX7:^^M+5$/Q]# AN0<&B]'<\9'9?M#D5P M>&6.X5W^G2Y^5E8IVRX$4P8J$&PU&%5X5Q-[+=0-HM_]P*>6?>H[^*O94'V: M,";?M2HW)3OO2[R*!+Z)H.HU>U*;2'*U8L-CYB?AP>,Z '"EBV)I/>DDAI4; M'U7$;@G9K<'5BT=__PIBZ@$!DWK&/8.]S:.(3?$]J.5(NY++>I1<+6,)R[E[T M6XQIMT(?BT OR7MW5D4\(8YT-/"6U$D[WA^^:1G04#9B8C)M<##?]_Z MA4B#R\R74R1PU]<,.M>4L/V\9>9^,^:38S-%4D< M/B9^6PZY)L1YHL0@M?5*SRJRF39=F!:#PE)Y'493_;7IA7R<=>R*2]X=YG(]YDE3HR>1LON:,_]HPW?-@XQ# M5]62@@,?3\DS2(J;Y_U42%9D ZO&!-OX\KE.30ROFVVK8U(E0;!+0/Z='-Q+ MOU(_B7XF\MG>N]TN.?GG'J(1=(DV%JJ>[@2'+Y7%)&(UEKAB3V\3CSJ@NMH[MHRYL1(4!/3-MBM>J$!)Q5AMQ_RJLN0TZH4F"&*=WI)>$WN%YFY7A-8:H+^2Q)M=Q)$MM-.I0Z\^E82;,,ME!&ZFGFV1EY3!61;?W$4:R1+&/U\&1 H3)E+27]K!UL"-U3]U0$VUWY M?6NK7:#.,!'_%!C2V1"\UZW9)21NSQ6AHS9W#GI8-I%A2/O'-_67\)[><^F[MX^E:G63?<)+N&52\M"Y,5GP9'AZ)+TCY$J!H-^[LY0.L4:S\^(KR2]7]=#;H MB)!*G^]TS/0Y*0XS0]-CYC%L3%L(7U F.S2C);6-T]5(BM^THGU"GO@G]_QS MJM?O"*RW,.0&OHMMU==E.*X]UP>9)*>]K1DXN++7 @/5=/;XN%2;;0U(B92Q "-,T0D"%E-XW1K;V)UM,WDFN*0%]V95'P5#!MMDK4MM]1.L6\HG59)GSK\,L#OVZ&!_-M^[MJ4. ^TQ\P=B#$!-?AWW$O4D8"[W6LO8>^T9/TW'WOHFB:S\+"U%;>,_P&'9M: MBA,1#\->\UF6CBFA_40OQNCZEN:'E?'4HN%O52QHG*8WB,X'HV91[Q360^ M+*+^%O1++Y8N5=B'0?%YV@3)UNX(QLOOX\0?GTQ^/^;B?./OZ[&NK7T;?\/'M&YC78U$ZFJN6K^KHYEAF*$?@4O:,-_S5M3>9^W=U[^QLHH&O'WP%8%+98VU2 MA3MIL;$S\7M*/#SK"3^4AB55ND-UOG"N,^@U=V+ZFL+ES'G#.TF#)AZ>E46UMXC^;J"M49A/Y4;@J0GXWRO$VQQ-C8,Y57 MON\FLC7/^L1P';U0L%_MY8[,EZI (3"U-;CO*@,HLK#G5HA-.*]NL2FSVBLM6=X=2_2TAQI_[%5@EC+1Q[II:L#MHN@%\Y^?S-'*W:,13SLH8%G!%6W*U_Y6 M'?>KQWE]=0L65%\['-OS(OHLBXQQ(GN$8B^-!C#Y6<*#1$YPMT(H**8J"-MBH!J3:(*(\@.[**3NT60KIHA&G^$2)_Q2LV7M.0]M M?ED>OJ!L\#$P0!7^YQV:L)I[>!:IEQ@DCB,)U%"W4.!$>UG V:1M)]K=),ZAS;(6+^]3'1;Y8NY MKD&R.\^;GC>5S:TN4TM)N:'GWL+@>H6'#+F0%,> /R4, M^WV5FQ'70]X#R9^(27I1+!P/)T&Y!YPOR%F=J ?/*-;7*6_#.VCR=B>M9P7W M_ DR9QXZU,F(L7^9KM3CB)3X2>/%4Z-_J1/R2G:'&W9)JONHN>6M?^J*.1(M&#Y_K5*3<*V9B;8E]H8EA,SM)&*F_JNE"[G!TYEJQR\;(V/;-0"*Q["(ZB; M=EM@9"!P1*G],$*S)UF4^\9&^/*=QM)<=S>;AOBC_+&]C948RY-6]W.(' MGM$.!.)9R-^HP,7*>6A(_/31?*M9<&=-<@S4 Q):!*D0WQBOVQ_U)M? L,Z3 M'R?^V2R!-\W;$PA!%Q$K33:QCVGP;AKH03:FZ<<]F],B_WJWHJFTZ1+W/#(Y M34>88P/[&Z/P;3:"W9,/TMBK?%B'BO55,]R V7?4E$RU>:"\OIH7OM_8!#J_ MMZJ\/TX+(EY0[-6"6VI.CP;9681I3%#I-&>:/,]_+34L2Q/CGC"DMB^+A)88YQ\+ZTX9R_?,9:I_R&=G^A)_Z/HMS^LS+1D@=1'7,_2-UM'YZ]YAHNP6M>3TXO9U&^+\$:^M>](Z#UD&-CF/YLF3M%U<=KO.#M3L/V\OEP"'*?.H@;I_@.7:WX\I,GH.F&EF[AR?DG'7)J*1,8N.[MAHW;]0':NQ+S(6GJXRWB64;68DV7H3P9GK%C!1\C]?8 MD9<&4W?/9'P&I4UQDPYE("Q&K2,UB?73X\QI9.>EDL53*ES_:IB4V MS+ST/56#7F-Q-MEC0GJ(=>%88$0(_Z<]#L:9<^!4A\WDB[NA_Y$U(Z/U*T MEWB+[;+U^(;J6AG.8=9JPM3OSPCKB!)RNM2"QRYEIU'1+ 52T=^J2?= B_YM\HV7C&RR""1%*TN;3AQ.1XR-\BK%UKY)^3F9J31AJBO8)J-VZN7A6.N(P2HH M%QIX><2;6Q/"8RXPS'U"SV;3EZ!,SBV7]*(#09AMC(WBH8XZ]3".GF/:76_% MOE'@VVH[A^X"0V6CK2MO1;)6EWU2&)[859S*N8&TV(U42[.J9YMCMJK@%WFE M,^I/R1S N^7Z>(YH7PJ8!VC*E\8G5[FR(8/-Y;2[V+K@\++#P 0/%SU!*M8HN MR3,*2!;)*=//LCY&:IATDDN>P:YR_MXCZY26V+@B.I\HVT*"/9*O03UVC@D"M34PJ$'U.!"17,/JL\>HJ*A>\M@ MO@T6=E_L)\XYH3JKD*88C1XS:I3:GULA&*&SO1)@2AO%9WYZVA#;9XT-29+\ MT?U?*18U_'K2=GLF\MOS=]'V%FZ T;4B0L[1$8WK?V*554D<:!^X%4^W.PG2X8>4(DA2K M2H6 :W;G*_IJY?!9GI9RZ,1H^1VP?2#[!=P5)!MQ6[8\%&U$2"%HB?-3.MI@26WH4YK_41YM2!^"\ MG1--0@\0M2RBL'BN6OBEWN?X@1EURNC=UT6I@:W6DH<_G-(ZC6O+Q--4LS]7 MHJKXMTI_O9/5-LH9 +G=VWW")'$C#,VU M<[]MHNV$N=#CIRO_)@M8V:>57^ MABUA.)0;H#:S.>>COY&';O?P4$IH]\[GBZN\3V2OC;XK[_#[*WSYB*C<%^AR"&-ZP<\>BZ*%?BTNJ[N"DU(P+4V5+B'B MH5@PGAMYEX-4RUF>@W>@>F[O.;ZT$V185(5["=[U/[UQM:4Z 5)35=/.]?T MB[/QS.;.F7ZMVR,!?_V;AU#KF8;1+3E[BT+N@3^(L;4.Q5_;:]-]W@]]O,8 M^D[5)[?.^4X3Z%&M5_Z*IS3_E7HU97SYGHS-F\8ZKT(7]/[6YXE<"Z5BG (5 MS(-=E64#_@(P]WB8@Y[@*HRBO2KL4(@KPTC7[VFW9(R4RJ=#]R&;\RT:MG,,OR0*QIM],\=/OJ8ZW%QL];7(KO+#\9]Y5YW*0HAU[VM79Y#+'P<&)\#)$1:+# .!F/JM;_4Y5R,F,KG'4%$X[UFYQ@H]*@"_G6D$J24,'25T1?/0LHCV&@S6-/S:X@P M)(KQZ3KPX!I5<-6^9;&FN.Y R8<0_=V"RK7;YK2L**_XY=AL^@\&/)0CL"7 MGCRIM!UEO4WS9]Y-UM0H DFFZ*W JW-7;HK#A1WMLDR#L@A!H*C*!$-9H^.0&#G>MP+2._K>TJL,HB!3OLHF(&:ZAT?Z5W>2P>9J1!Q>L(X_Y5TKZDV D- M_\]XP!G>@[S /YS1]^$Z@\>S,1G'B<()V!)V19T)'@?VUDENWOP@]QI'CH/0 MYXML=/H";I1WQ,0NKC,5F)WZU05WS?#AQ.N2IO=NRU]G5$K:KW$=.A]QV1Z2 M7LA1)3]TLC/]:;_>9.7Q-*$_2E IFF]J>SL-*ZXE/KC8?&RRI!2@9L!\N/LD M)/<+77^:ROSB#PX/52\0#893+?\;&O, @7?B,XM:W.-E.8OE:-A3;N1H(YX"M/ROHC!0RC:+W!#Y,?%#:'1C35S. ^>+\9:>V6'#,A?^V:)?!!P3^WA1:XE#N/ M@5/!B =D&$]72.'^$T$-(COQ_P_I7P%5-3=UO<@$DHI$@(2$M+=+'4]I'0* M2 [=/82"##&$@'1+@W2'@(0T,S!T#2$]H\3H$!^^]WGN?>[WON^]WUW?6O^]MUG^M4[^]SU[[[+U/^):*E#(H6DBL;X.!P47C2>+/-R620)!*53\?)#1I\TN1_/[%N974[D/JF4(M@^A1E''<7'DP'J_^4)9.:-VS =5IKG8V5OL?@CT3Y#\>Y393]N-??.K"@1Z] M$3&.FTP2SF&>G<;-U@^\\47XXIYQC,92S:D.+_#&FI#,6R.<&WYEI9VG_NJ0 MJ)M3#G1^4EI9Q=W21.L;B,3B+_N%]Z\S"PF7BK#<2&(QJRAG6UJ9SL,JA;V MH#'+^HMJL,W6=!ZFI"T4-N VPYM^Z@P MD#Y_G AY+R(;_. MHNJ5O2,X2 LY-MT,Z5J.C84^$$"[C8V=$@V*)3(ZV6&A?R:Y_A5Q3EP)7(BV MHO/7=KTXT=H^#G##TMW1P*I3/F&]!D*JP^_[LD3X@3@D$$=/D8%TDL[6-33 MU>3Y18X83 >]=G(]Z92:,UR]!M@.G!O@)-XOZO:8:UNHS0X-:^@VYSAKQHA, M5%F@|_P[Y,EV$30CDC$-+5 K3]L$-@4&Y@1F^^_Y0S_5*!YM=*Z H0OCYRU' M$OQH0:0Y*&+6>"O#+ ^F'<6-7*^F\R?(FRYOG13%2#SU&9Q^_K.OKF MCVDNYLAAXO 5NB2+3R-;!+-9+>KH@;NYG=-=;?M:/QUIW!27]\-RQ[,X/9[K M)+4[U'28)$-#&O*L4C]]"@>S??RG/5YUT*G=KD:1:YL]=F\'I9VK#48;O6U] MMFO7!K64W*GG))3W"2KC\<>KT?_J?&V:./#OGE5L2,,1Z&.<&V$43=,"P=5"V5)?//*2PE2M! 3!I=6V M"9E;!M)0H4;41-B5.-IC<2,-(NPLJ-4*?1'QM5'SWI(&ES@7.;=_M3E=]TN0Z/N^-*

E{G6,D$+ZKF02><-S3=7L@TP:WO*R.V94722[@KA]6$1ND* M!6&UKP<&CCA#9T,85^0+%?%1IFW-L5YC/MR.9CX+JC]+1H:'Z>MOM6*5\J.2 MIJRI?K.W<|,:G41-6(9A4QF3<-|)7S[*^Q!MA;TN!XA3S(L*/,:WJ;[T M;(AC?9_O2ZW|"5]JE[MYR1YED.:B7=@:A#YDFPPK:*LPNB@T+E/NNN M='U!R?(@PPE>6AAD,=M\[D:7SJSX>G]R9*897!6D'XD<^ M9IT_1"(_V-@::%._"P-\LGF]Q&!B@A)R"GJ3(S7I?#*2 M+=GOW""^?W@>]+B@^"7VC@<_<=(R%FJ*;\C6L M/LG]Q=5%1Y*/>W?*!KU$HA^KOCSX0=XSIR886N0R:/R+QFU<,GY& .,)9ZYXF MT+('Y%%BA^F2Z;4.W$FG5IF:)]:MBXC8D_Z6-"ZN55C>UKQ"B(U!)KZO?^,6 MO&V'D[^;(&PC>5.Z[/T-"(7? MSH#H-:#9;[)[70 FM$]T"V]STK('+:C;X7Q5!6X_O\WILK%)*96:*)*;VC6; ML!Z 6.F6]EZE[MO07(S1F-F:E=);W^6^D/^XBSNB!;6--U$XFVCZ\GSIIX5M MVV#.J+7MQ LMH9"W%3;RIZ5'C)AGO'0;[6$T4=H)2HHRO*? DY))IFC-J(]W MLM=@]+("K!]"W^C',GD-&)Z.>0?8@!T"@ANS;#+$F QAM<,,A*]GVI3$;O_2 MPA->PX@Y+1J!5YBC95:9R+7#DF%P9=/5'"%[& [JOY5&Z,S"IC]C?=36LIZETV M:,Y^<^KI"Z-B!8] "I%?.=G\3[F+898;'154QNQKZ^_I2RNF%_UC">@_>#D1 M0DK@G9J*DF&DBVR#&OSQ.+QIK76:00A(L:HB): S ZHF,Y6-W^_]V_7NO]7 M0N5&SHK"Z:F"W"L*F5^2PJ!GMNJ=KYWZ4M1[;0P!EN:649 %$TZ]5I M*+5G$.79S7;J@"7N/F6@:"H+!S[^Q:,:\2_>& <8UKB? YHWM"KV@<>Q$:I@4F&28\>WEC7G7]06A#GDQ'XO^Z^P.\1_I5NP4U%5)8-$W M(N$8L1:'0D7^T+'PGGM8B$33ZGQ$IUK? O4&Z&CO:_N\]J1A1F!18,G[0TL$PW MX25]=]7[XOJJB?E->?LGJ+ZL8>*(F6SL/'D*A1*9SR?JQ'P>>R:1966]LNYT MO9L(KH\;]]U9V>R7P-Z/V>KURWM-M6FS:GP)D?@BPNZMN5AD"6&&3U%3KS^7\>IH MTJ,R2[HUB;K8L %%X\P-Y,=;W>U9RGR=4!'F6E.YH0=C'"0/AZWP::4K%,5 M#%(4O,#N%JL+M=;6>G!@,-V" N4Y)M<^]BU5#$8&_XB> MG3'^A7,J5NC W2U\2LAM/G7A>EO\A*[#XJVCBY"HTG2FB-I0ZQZ>#NY)P8@ M^.KV<+[/GGZ6T<5:7$C1T"UK+B7R826 CMYCT!M7[-BMYD% (5[TLS(9(2JK+O)\GBRA=/;IDQ;M9\R#0@6(9RQP!@WY=@V@6=I+\,M5J)\^ MQ:^<7FM7=V8I'_K(;-KNLD&# OQBKTBZ/ M*0R7EX*L7W% T5&HCWT]J_=.2 C'2@;=/4L5>%@Z\!UI4^YJC[7@&@IL3P'^Z_5O>M^^[GF[,%V@V% M(+1;CL6[I+-)9]9? WVQVZ:10W+/1SN7JTLWSBZ/-[_V:JWJSYT)17=4$6WU4'.\C&]=/?C-J6O M)@_5@,N>B$ D]@-Y%G;S_:M'6TY!:AN+S@148/1:S1WA&$,UV_2J?@_A=I&I MMX]N^20G3QKD^R5_B>J#/KTWW<@M]Q5OPAKO0\4XWR 372.B:;51.#Y_7?/> MWEG.@Z0C(HX]L:HJRY:GS(D-'P4%R[" ZMD,,_E^]#3_4NVWW]=%F;3"#32# M>I55IP7QKYH6*[_YB? %*FH'3C1'AUN M>:](W)2X&CS(^#RK7'_N6'!,JX#/I,DK NYO+LK-"/J52#X#\B6R\[=ME#&] =\QUOEC >>('$.\.G>405? PDW*O=I=6A=%2*T&UFJJM>, M$,RO#FQNOPXFLB^Y*GS?OF'9&V7S_#@\7UU\ M7^$:G@ ,#.935=1>\"%_+720&G?V)+"F,T,%I=[Z.G/U;^9FMU9W@7GHIH/' M%2PB<^C;FOA,=U'+)7,&&O3V+$/-INOR>R2R?I[3#2>@N_?]&DC4RRW3>:- M<.X5?.T/O<-(&P3.NK&?)GC&!:TM>LT]'03\DZJ MOX-Y+!IR>5D%FZVC<]=%HUB16ZEO9N,N4VS(/GUV8I;44L&W/E)"1"QDDO1V M\FHV(JN:,K[/*:[/CS;UT&ZEI$04/K@\7,HX8BO8+%/E?.+?6=/#B[M@#/09 M+]YMGN5KYN\851B@'[T_.'$T*3O6& BW']T'LQKP93]5J^OV4V($5GB_SSO1 MZ4DT/M&Y\US'-[FU#YV\3A(99+9!0 M\62>P:LR1QS\T512FRD8KC]7$O]3Z MS2%#]/,QT3?J9VW.595))F->O'8.VP[,.=H] OS,G[?XDVWM[$OIQPZ&O'8 MO?:'O[FZ:Q]"!*]L)!(YS*T=H-OYXEFL;,XIWLPIQV?E6NV?-E/]MHSF34KQG MX]D&-EF#%I[D^L1IQNHEJ/NDZM>.%/VC]1O+$+UEM+1':AE^B(@E##1XUHD# MX/Z? CD;^'VOS'U&%A>&BHT_=PHK)%V]GCL,DJ@0)L1,.^=O!CF-D6/KV+_1) MR.Y7ZTO7#LCHK;E)1SE6I\';E;P&\5I(/IF.VC+46F6+S,GYD.+EC;#,/V' M\$[5,\SJ+]SA:P#HY04P&06)EM(N]CONE0A)S"=2? M:5J@BK&6(]*"5+\,SB M1<"+?>T7HVC9;D4MUH""^T;!>7EF@"@_/'5AK6#5"V?/C\-O;N2LE'X.!&AT(!#WXPF(]D%L,+:EPM=R=4B2H MA*Q72BS?3)*_S<^Z9;$AI85GGY$"2^2,$WG!=YN$7X)^(/NO0H[$E3I)E4WL];.Z35F=G5OY(J9^+.)_5\X$2Y4!-A=_MMMUP,W%3EGSA(-Q 4CB+FE$@)X"^I9_Z4<0\X^>?3'MTCAD(QRVS8B^J7-P/F_NYC MZB_0';IH6CLZ)X5&LI56#S+>G-6]>;I> Z2*. A*UOK!T#S"XT." /K]5IKP! M[;V^6R+[6V7^+ZE._84UH!(8,"YZ'G%E^IFQ%\85S\7E1+Y)NMUI[3<3/063Q M(ECCX3-?7@=F@>A4E1[K!/P!DH<,L 7SK SS;)PBE]%$GLFQ1YA-R'V M]C[H])+UI.H3#39XVZL&8.3@Z5IHX;58B6QRX6!:\;F4', MN>SY9>E??K'MMJ\.>:6_6-U$5O36EYA"\|+WIK0.JZ&3?69<=6W$ MH"/<)F=+&YN3-6O.Z4K8[NJ^)+T)!/,+AM6H^+LIN\V^[.6EH^PZ6=WIC3HT M IRU#;N18*.W\IG#$$K.G5WNM_\QOVM('KN&A" N*E'__4?TR>\G/RS^T=E-ZWG033\WLP58 M**@%_3DZ_3\&^+= ?'] +AL="XO0="N]\X49>]N[,13$W_D8?&@#M6Y\C/^= MN;_R\,\HR.NN3@/R$.;!]C@KL]2ZA_\)E-J?BE7< MZ:R:9L,U](KO0@5%& <-5;86ZCTPM]$E^BM6F"P:ZNQ-\N=7#9VD_+2Y:RSJV MA"L)O7]6L-(#??=L*AU\=#^*9NAT$4[..51ZQ[I666>)9+Q+$<7:2VO7;]% M7(MBV)78*C]+FHC*A(IK^)"+DJ09N@18(!%TI<+";C*C;1! MX31UEUH8.OJ^5"-;2!I*-![9%_[%)F-=V+_&UVP8Z'O"8A?H9GGX*:-B3? 9V4 "R._Z$,XWZ M@NZ^"1Q25Z36=LG3?A[ZX:\PN MP(9E_Y?43="3]M;"E@Q.5>9WZ4S]['8C7 C)$A/\AR>, M 3-1".6(ZI/LI]IUL^NPJ@,6\)VKX30;?QI')]@\I+[YW)CT"$.$J/386)X M\?)ULJK7F3M7](J].(RDGV!?#AWLQ%E@>F.!5F%#,MI& ML+[MP^8J-;O36T7FT#PO:Z-?S0MZ;$;19|;4#2/|:? {K-N@>E/[/T?J(_54FYOP27EC'-$L_['H[@F"T8F,DE8%FFY)E.2OWB-ZQ_L7"5C M%U.1-?R/E]7T26)X2AJAA7RC9U^A \F:U"[\ YJC?5"H=$5 QE<28\!79/^/ M)7N1.M.A[Z.?ZYDC<"(1X4IXVO$S-?_<$]:PXT)VOPPWM*IJZ_W .(4] [.@A MA\I/]YY3)[B)ZO%?%Z'TA^-^12M=!:%\%Y;^WC:%/U/CZIXR.W[[T9M/@7&P$28)0@#1YYM23,&EFA7F MG]T]X G/0M.;770P$(+O<=V\>MOMQ T O.< X[]XSNQ[+DSU*;$#\SY9H^)S MTN[FS@7HR%_!U+U4PM%0'9-=K0DW@/Y;&P,*ASOL<86KPGM.K45S@AD O1(= MK^)_2+V#!N%[>+_\@@L=MWY\=Y>.%/1@R5$_$E40:6>TJ2WP3(=<]Y6IZXI: MBBEQ:XU_-6^_!#R\@QM!*X,QA@DY_:G)0C'O8?7#Y+WUU(23N5;W=%!(V:3 ML<<++VN#B+AGBYV=72O-E^:]^TG:*O*1SJ7F=TY!%IQ^1*^]MFA)72,0^;I M\',Q3&,-LU4V,XTTS@)?J2I[&^J62M+M5P.QGD"XJG)N9<]MM'>3!)$BZ=|>MOPRX>6E#,J\(%1 MP ^^C<=N8G.4#9N_Q(I:'L!E#_N*CCJ:0))$3F]56\T:SIN#|/:PG#YQL2ZM M%1VHX,O%-K,>K9V7+R@?UJP%.[J5?02>N:LZL"Q1BC8!R5Z61HWKZ?/&C8?6 M[?R"ORP)F: #=$,]X.?JC>C=_,&FI_4@WB*FX+/;11>'?8LE.??RAUHQ;9)[H?80XEAC>KL7-:F%B]=[O/!4$5U?5G-FUC#; M)ODM=U'6J:M?DVXQFB%)].FYSX?HY2R#)..0%8<-"+&R[WHND:)OV<3&RP*3 M>56?Z63'J8Z$Y;K^V+D$I54V/%=/\|D,WEY7@/U"8VU,G\233#O7RY32_"2V M6?QBEOX'K[>>IG&1G8X#@?)HSS6:Q3B;_C;9J!.#G!5\N:L\G#2Z0W]G=KW MP9.5*TJH"DNX0S40K&CRL72!'8;_73VP/X<-M*J6'>,=U>&]TAL%IF8I-=72^FMM;JW01=_%)7>Z%2Z\[*P_J.*[0-W9KDGYV MM.G,4:O(U+4\T\]W K^2>/%Z6 ?T)A#>N"=QE%ND!J3=6O*9-E/=DDL2H58Z MT8;-$!S3HGTU$J=WC#]%IZX9BSG -[-"GSE/?-V\'^IFCRVX3G156QXD,>4B M]93\0&+J7=7TWCU\.RZJ4#OY'F: 7_5XYA+T;]F5]\234-A-0?B_.Z##PDAUP#7E?G+@T"J95Z]VMF]+GC) M\N= %Z,$35<&+Q;#"H#\X.U[P=]N?YAAO ##*(N=& R+*S]?%WD36W)BF8L M$T,Q6^GC&X;|:Y\ @)(LA&O .?5XQZS7I8B]94=74V.&C3]3O$,*U0R I^=! M$IF'IN5LJ!3P2\+3 M_%LGIP)Z:XIHD=5C6.4V)D HU4I\)NYK*('0*_HL@(?*F*-W'LZ?B:8.:)M3, M-2 ^>8._ZO'EH77*%9?74*F-1/WA12\6E_Q//HD6U!+ MC:8=S5U#]R3[<6*HK2*5%5X05A:QNQR=^QH(_:*QRJ073IT5D)KL"K1S\WY8 MDNQEX-Q1Q%!!-+09S,,-S3/[?]+I*!11"Y$C/3^?$7T)'<'K/:TK"%.%A3?N56\]W;[GRR N*>"6/G"EENBH%5 M9\TE#G"MA64+DT53C6K44Z[RZKT('MW?TE79U>/NL,M?42T9)"YS9MK#&LLC ME@4U'SM-K S>^+ URV0-$<7<@/_VW,^_(/)-V<;/YQ8$%T;<%'9GF M70TJW(70S>\[XBG8!TZQM)GM\!IM.?HD935FK&8;1@)CTLVE1=Q95B;GK,]KOF,UUC'-F"541QKNM>OHQ8\XDLR, 98;6 % ML#^#W6QH*_(XS.MX0;9WA7Q:IU^+1(OG<&Y.4DR230/ M91'3PP^&(WFC9>V!Q^!NDL/J@5;*,!?GPC3=#A1NC"MMG\#/;OMX[S<;%,P. MVJ@94+UE)#BV;WR)5'C2Z(%;,:CW8B-&_Z]_%+(F#.XVZF+PMQ MAQ5+B^KEF9S S#<-R,JJSW>'3$8^7'[8>@IY?Z3=."R^YX. ^^S'^"6GUS+&4. M52SXRG4HK,[OE'?/W]E2*MFT(6)'5;%7KC+OD""3F',/"5@C?K\<5-O@AB]> 'Y!3-,G6T?_[A!GK/M=D+M(HR5K] .C1 H'A"@_LR?@$2=1 MM;'NT,N&=_!.#V/- V4$A@07G?:B%;75 *?^Q@@_GNLCPT M(/D(:5]01U0A@WT9$P1<&[-6;(D9%)DRGN->#\-$?@)-[^FV,8]LFRZI22;9 L?54E1%^FAS#T3>B M#YV\J0K *2WQQCMG#"BZJHH]T87!^+R.J/ZV2HF2:.OPD2&?)(+()"8G!,OS M?/[PM8NN)8/9-I%,7$CQ_)SQ$<59+3.^Z1:X/%0@,,M;ID'[!=%O]T]LYIT% M2>X@=Y&0 4*M#5H=,D5^H)V:P]_#*$)X*TE,G.B+)[7LP37 \J.%(R]/O7^I MD<6^-E"4HEE;:<"(4>=6>RA!.-I#97BAL/C&)E7%OV_XP['4[VJB]/$T^:3S M1 E"+,H^)*T?_ M='BC$LT#-S3?:NVOWO/JIK@&."ZQS,05G47;"*D*QUI!%X[C#VV%,=!G NAN MU .[06\N%KSO%SQ"./I"7GCV//*KI_16)GL@=+7KR*#$^_=E'QRW*0YX60Y M-WKVYJXTH)KD2S>QBY0:PHRRGW^O GB9H1 M]ZWO"P/H4>G: W!G)31;]VWCKRJMGO9ZC&V(Y]SVP3U7Y%VXOP.\YC&0$!#@/Z$@H: @(R$CHZ)A?D9% MPT!#1O[\Y3,&%C8.#@X*.B[>%VP\3&P<[/\, @7SKP\L'"(<'"(V*C(J]O]K M^^@&8'R"RH,NAX&B $!C0,%@0'WT TC_X82#^I\&^#\,"OH?1GB$3XA(R/\: M-'X&0$/!P$##POP']:]:WW_U %@,.$QRC%X+&5C! H0-GM 7.XGRF^U/3@] M,Y=4'"9.@8A(7W#Q\ FH:6CIZ!DXN;AY>/GXQ;]+2$I)R\BJ]JEK;&IIZYB: M_3"WL+2R=G9Q=7/W\/0*^A4<$OH[+#P^X4]B4G)*:EI>?D%A47%):5E=?4-C M$[BYI;6WKW]@<&AX9'1V;O[OPN+2\LKVSN[>_L'AT?')U?7-[=W]P^/3\W]X M00%@H/Y/^\]Y8?SC!0T+"P.+\!]>4-#N_VF 0M'S@:/*:,,8S"HF/^(3] M+2ZWM@>1DD/E$L?$:0;I"Q7G-O75?ZC]3V;_SX@%_G]BJE_$_B]>*P 4&*A_ MDP>#+1 !O*GFA=,!_AN'@3ZY]KC8DX@-GH).M*>Q%UR\XA(N?&D'U14(.2A M&][3%++#?IS!V_@ID?7=CLQP'U 8\T;B0NW9=VH7@+DKKJA2(X9(]1RC4MB<8Q\/HK!$LJ+/S&.3R6G574?1QNW],6-\#8&533GW*^%^\;@XV[GM65B1)> M.<# \GH049=&J4GY>-++MWPJK]7M9"V:3TQ?7%)!V;(D?;J24A?O57I?*HLN M:\BDKA\AEA[] .;6V->/$)GV4DN7(!0J<3]B%6\WC^KCG>+,_18)-<"6$"^E M4\Y)CIP1;2UANQAU2DKLX++<&!+4BZO9I.-R\\T^^)7.<)37Y/,UOR.JUV"B M2VMTMH/;SU]9U(GBKE!_/]//: 3E5F#((D3;5K%:S8-C(<1XQOX#ZNM M'8W#N6/.YYKFYKU0K+[-:1CI @Y7LG]Z*WWV4BO/F39@D[>"CK1("S_9$9!. MDS$O1FS9_\KH!,@C15PD;_&F$QN*P/YEO&[,X M=.A--GE6;0KWBI?4JW83B?K1,$H(4G4+-=(6FI /I2CKA#&=-MZ]"..$=J!CN:'N6%+XE)8"M!_?_H\&I++]^S5:6[6 LR?K4E"$T@/GA6D.Q^M"U[N^09)KN"BM,_2J;0EDV9*V5;$YLF>Z)EAPD!+>NP4(K<52GBZ)2GC4\$] M\DJ<+!V'(]88&.@<-UWKZRLFW5^]'5,+J/G1MCY]U^XNBQH.'K6/(%&DQ%' MN0_P4(^U.FGG';CDVMS:FY*0B4P8#;^.LQ-M978@/@@Q? !^N0S-7[@5Z/-!M&O;6*5(1X;2(Z'IV$2H=SN(UV9SM]4HN*IAR&Z48%]M,N<[68\6;#%GZ:N7;@Y0)#-YGZ*X9)T? ME8O9==8NQJ)O6PA]3X>H'M==2XN?X1HSNY+)M,T\?<;-B%!S4'QM^-[YK$

14)U+.[G= M+Y5^5T^:17^7?$;0X+K/@7K9BC93=S'XJ>8RA?%RJ\E3SSNC:$ 5Y]?RLBQM M%8<-UB0&#$VIN=;B?CMD.:@L2+'I#/-

*T[:N7AF_7 3^P&,7_D"$X[PVAO*J M9Z=3);G?*R!XH/U7%N{(4T1UT=ST.V?VRL,-WON$UZ5\(;@3ID:(M=M1NEK& M[*KI.>YNF'FJKN+5-7?32*JD%QDS1UAIS_5424@O#WCZ'7&\>U=_A.B=;V1(R1 M0.8C8,JU65XL.5JQ)/_">@071&=J^P,0=I'S-K#&KS_XFSCJ)X'0L;YT7_" M11AU]Z=N,/$IZ@L% ^S*IO>3>F_<D]7>.N9/VH[->M\-<'N M"\5,4=+>4YA RI_Z>J+],,'%4IDKZ]U^8:+6N95K.W2-.'SC!29*[2^TI*YI MW,,,6?G-QWJNK.JY9?,+7!1W+>.GI"P1N]5B)=:&$^5'7Y$^ ,-MA0G3.N(? M@+R%3J/9=F 12U"I%4'& T_:[76[ID9CZ T J^[9 M3$)TA1OJPT$D3/-W4WV>RN[D%\N85C<4.4J. QF:UMLNQ##<40+IE@-E9J&0 MCEZ]M;7Q;XPIWLZVXN0S(2X)_RQSX]T,B55(01\%FQ4;L!7XW-W&CZXS$;$S M%7(X9]XE-Y9@@UV.#+YW'3;:R.RBCP$A6.VAH-TM<]CI[:YBV_,=&U;3>(;R M^%$>V;@7Z[R5.318,\3K?EVRZ NA8M$UQZ+RQ\"[4"[N_P"@2[N2@3697+9T M]OPMUGQRN.? #_Y\4P_.I[.MS_1+:/R[.]4A$)=3PF.6UM54I?=\X<'J&])VZ;K[9XA"K8NJ$M)$ MQH_UV[D%Q$H;>F\1D]<\'P"+M?--L!NWIW=M].. M@&)Q#B[XO*NM M[#?$O5[H'MDTD9-X"'L(UCDT-32GC S=*0ZEF?O*!=O;RIT412_I-B"4C@U M%L6GXN $->25! Q+@^9. (SC9Y0\/;1H([EDK;(I: B8N @/""]FA+/%3/$##$CIG->J_,SU:$R+K+K2WOG"-N(9UU5?) M8?Z"'_T]HF?F)"54WE3$H4+ 9_X8D?L!L-$[]K=J? O%MMV/Z;6NQ@J/&1]YD MQZLZ3925:5W]RNR/$L7X(@=)%C'%\B3\ -2?NSNLMA'Z="RM<&287E6-$\T= MZ02,?@!Z>Z> [&IE<+AKTD,?FM=N MF_Y#G4PL[)OTB@>Y>_QW10H8' `6 M1RK'MO(R<\J#*<7YZ"=1J6TY28[H[!UP2&Y-4V? 2^3%S%95"]A8+\FD>>W? M=/-'8K)Z;P3ZB,Y(UM-$LK"(-%"*4TK=TX<'@/TWEQM>.P*F[!L[VU+NC"\T M/N, 2'Q/=FA-HR)VAD(*9@K^:IR?GK&--YU])87R?M_F:%F&>RP\@<$G&I\ M +9-+/.5YLXZ9T#WF6*8B%ZT^'K/[5* COT8^@HXM;3DZ -?T:8<_ 7= M-9EQHC<;L(P=D?:,(F%(#+//#Q+?:1^]Z%R.#4[VI$KV5DG/7H*:$9:3H 6+ M)I[.O&ZK6L,!^U@[DK\6=8)+FIM?)+,)1YRZC+.1L+>:,E-\2$85O=70KS3[MK H&2@G;XBR8BN#\ST[C!IA P.%^@+Y*'&6E46)NA\#\IH:TJ16:%Z\R6+) MZU/(5=IZ-NLM!3P'G51&!Z\G_LSG! IEH$G^9YI#%H'--NG9_P*B(YBB=RNI MIV<88Y_O_9Y!XS$TKZK0N_@MSZ%16_)Z,MLTW5(-WZZRWN:S +3S2FL:'4R$ MR!=!SE:5$\GSBS-S4X#_V4OFZGW(X.97=_%%/(C&4+\0^HLVYU2#(GC]:F]_EK?4O'"#B0/X(.HQ M FH4636_K8M+QCI9R__EE_5O^6787O]8HZ*EI3./FZ.BM.9'}1<3V%#W8 M_[.K"++,ML";BBY<5-8)8W.^QD9;"$Z(Q[$^KP^7K=Y;YJ? U/I+#5Y3WPI G^Y'./*L\;HL92'KW.^-]5'/X ,:]GLO? M>T17W1M]__;Y Q#L9;B4&O/Z_-HU?B,"=EI_JWOU'WXV, S;(E]$?&=&'[Q M0'5X#W!TAUX5-'SR[MNX^(X5'0\,Z]Q[_\MXDWG/7=O*T] M+_)=DNY*= U]15"HUK7B.!I#74N*<@ Q#/>7(#@R#@F4SYT.ERJZ%!W/:UC> M6ZD'>S#\6=^YM\ !7=GT)35]<8_7UX^PJ:?H_\^F3_TO"?[]\-4 $4#RM]1N M-XKBIE_E" 1DF]^=/)JHR.7%%YXTM$1_]<.'4,,_]OU.8"N.ZAS[/65:C70SS M=2"-ZM(IK2>#LF@<(EOY1,4K4\!/%6O%N9^MEZ[LQ7LU^B-%&>2$5,(L9 M5Q> +,^MM/"#'4)=9ZKJ.K;U9TW4G7_2@=08?DX66F89^ Q4P]N"G(%,=7HS MBM[F+>@'"=,-**^JPK9;0K-I5[Y*=T>CI_XDW1#"1M]JU]V=T%5KBN<]?!]H M4$>[&DA.#3A"1DLE21PY7=GOJ/P51AC'9#1$]0O>3>.0H<-3Z#2RX8HS[6[M M&M]@RM93//GXC7.F&XB@L(R?J"_!8C*K5N.LH".'DX7>1)**\2HB=O=?;R&=)8]P'AO8UD93X_"]KUNK4&@?0T \AG""J21.1: M*Y]OB/*O9WG2BW])DAVM VEK.U!*.2A60N7S6IWU3<6[U5L6+:J[-AU&?V@J&&BT*EY[XA@ M\PJP07=-0-"S?7WI88HX.)M4[;10C")YS-7OPW(P>6[VWT*;,78PP,K/I)?IHW!!Z#' MT.'RZD6]5_0FT=F-B"F]C0,.4 7,Z4M:Z\'O3 M=F[YG+JFK8F1\9.T]#D::T\=HJW%33F!? XA@E"3=5KSAUS&&)\(EHJ#FVG<* M*;[*9A].D-!(@Z^D,FM&O6)I2XTD#"L#*U_W<%&9+/\-%@.OQU'B>/EJ^D'H MC]*TX5%=NU-(?UT) (5"DVY<'\. 9G>)>QGZ&BD\M$L$*>(59G$?:RO&HL5\< M1*;,;8/):W 7^= 2= @_T(S/;I6/E+'0:+22[- +O.&HM!FQEI&95*4$E>C&TER+;,/W/EB%0CM6"^.6L;LNO&Y6B[# M#WCJ,!^)M7PJNE ME&$MC?Z0-@65)4'PEY-3[0R= ("//;X0XD4TNM?Q[<7OUJ9,(@74]5%8 <\4 MR.UNB8B8LE3A6Y8'M-X8E>TJZ.M4XD4D6K9.Y%&\%H,DT=0GDY,]4Q2@0C%7 M>21MP=\1Y_A'3GXYP["T_HKSUH'Y\$_*=:*;/#XH3HQ.8SM^U8AL'P!K6S.R M=G?E4.=L'P 41$^<]A[D^=VNMF?X6FQ%2A'JJ> ("W/R=58)Z=>S&G''7<$\8- MV^P=9TI0"/=>LFP^_&_62(Z/6D.KL$&1ROP>7:IS/6V.D:=AM>R%22)UE#Z^ MOI89>T:@4)1/0H6VS3- Q2I* P!]P;W>0DJ+3$!),JY$%WH 7;A]IF,H1Y$MV MV3!58]RR>/)3I;;'#\IFVMGVLD>J? B]0.9,N2^!T.:%:AFR]^]S_S_QK7VNL.? QE:6($.BRTL %,4IYD4 5-#^-'2[J^"QKLMOJ>N>RSH\MRP_D#W\SD7X-X2(9 M?]F]AQ?[_"#I' 5\- C2J_POPI_-7*I3/P\&AD\4X"#P_<3B^XBA_,)V2_7+ MF\.5QT-[JKO$K4AO%]D_]&-"/_\7AVC_=9@FO/MFXVN)Y.[\J#+:.$IOM+(-9 MKZ%@K6-T6;3G&'$!783MNN0GBJR+BHOZ\E?GG!V)8OF1,#G7?.FNZ/)+K=> M>%8HR3IT'U\U#6=+CFMC"-AH!PX9<"6HSIMA#7V-(S&-GDZ$*Q#I%0@4LBF* M0M#18"U75S7XL>XP&.]1I-G4GFA'[KAJ-RBY^4WW,<:/,7#1=7^FHHK,:I8Q M^^N!MK"+@2,19%)L%Z#)4^UQ@HIX!AF_$CI;73?[$Q(_?DXYJAP0*/7-UR9S MAE3SJJKF1G:?5TVFPZ//%KV@.B(C[M#EDKZGG[Z76\;"6^,,KCAG,\,F\_'%MVZZ89W24IKH%]> %S^@:]79#MOJ.D M-'&H@552TTR?Y=6FKHR@I98@58E&HB)/QF?9&/G]]5@#>01VHR2"W7F,V^52AQDL2RA%]W3*P_T+>']MSA;U_35\@@M%F(>*C^Q M5'>&/0O[6S6^E^5C@XF"$\V5A3 KYQ]&21>"&%PKHVV87]A@]K\"?J)IDJE_M)?01FGNG>*10X%"?0]VOO!LHB<]TFUCTM^U6N:N0.$A3>4@D.72>)Q.8 M<*$WQE2M;.-9?5)BJ9S.G.[&Y8PPIEW+G'0K$GZ%*S.Q$D#^_*R8R%(6P]^M M\E:OE-5(.+"=F6M8C9!?']\P)6K5DVE!*2[BCKL)6(0USYT5Y/[*LM:5ZF*\ M3G5:$WKZ7N_F*)QZJA#RN-+7<8B+R>+3%OCOL\>;G)8"P!-I1"SI^YOK:(^G M6&D)#,>)\SUSOC.H/:0=/+Q1TY"ULH\XT-Y&NLJ&B#'1'65Q>) M3Z44+E\7P>S4'6V!X?K??YO!^4?8>R@?3UH/9"\W,(;YC/UVQ1B$;MGTG)EPPG4?J.%S^\M%5J(,59M3%$E#E3:/6C4!^F.,1S M_R>B#@^A=C*O[6% PK%FXS_%(4)?V8_1B6,2#$T[J 4+ <#O\"7AG)^[CN"=Z^Q%X0!SC&KR\^5,:.MD&#/0]K*-&XCY*?.J5^O\>H[W;93$IBZMUY>;3US./ADER);A93W@-) =:JC2 M!I]%#7W'3- CQESV"$9+GR;=#6-.-;-2&Q2BB")C1@F"BS^4) 8OV%"WM23*=1Q'G.;R[2*PB_.Y.RUC..HRH M/+)*KE$*NX@MP1W15&[;^OP-M#$OK=VBC*<*5VU13Z#%@D<3]P1,5PZR^M++L'0K45BP_6F/@8KR84<(0 X &9B(*&5IL:%+1 M.>W(GFFW10M 3Q5/W"?"#]\96BL]UYH;U=YSE*5/XGE=PN*GZF=8EI#(?)3 M/U+9#]_7)8K_E=%PXI*%]5A>Y?'-1MILZ=[*483-.@7F0=V_W7D0U? LP1)C& MBH1*XI\ZH[%%3?"=]85QJ4XACY>SX:D)^9ZT/C2&O?PVNDM5"T-)9)(_?T*!W/;3:Y&%$@;X^8(8[WB'01F8;>9;5)Q!TO#\ M%-3CW_#KG:0C1OX*2<';Q$3&I".<'9^2270-N'%8 C%XVXXAL'QGKL+?Q=K+MM(2[!R2TE3RI+T/(E5/J$OERQ$(2B MVIR&OIXKY:-ZC&X.8I%+)NDUK_I0Q%SJA#-[_*\4Z M__M=WA5;6?<375XXX'_GIF^;@UT<'P";X@] 9,25%A$&3O%[.,ZS\5>QN^KQ MJ94+F/N(*^4/0)%;5X'ZW1K;^^L'H/<#(:+[S6&L(@_.V_YPEV[)\H01D& MQ+X>,_O?H8V]SD*)/ MJ(RC[U)W4/U6^U9LUN6'T=AK$Z*&&N7*K5FM8J=<'5_((S&'6NY)[K9)6!X# M2.JIP)KQ%=P2]I\]@FN:!=2^.BE8? 4LH97:C<6J*6TL['4QN[6RT 'E[[\&E M:HB18_Q.X'N2V3(#Z3V$=]4+BA>=S)[,"KK3&'*)8T;_)H3Z4PK;).7'OA3.]Q"ZV[30&*5-.7?'B3E$=:/7+ZS5 M\_0M(58/)IHQUQ]'XJTNVPC3\,@2AM#M%V5%CD]D.0 CX<$]]E'%,B3_/F*Q M:6XWL4"3&IA)UVT&0U4E_"\IXLO53:E@_I&Z8*1R8B7F0"&<_CBEXG:.M].4 M"+0J/5'.5\1M T>=I2 +^WU&VR*E!IFR:UP4CP^P MY=.9#ZNNUM3FG?+E\PC4KQ'4BBI16Q["VDC0'-?DSFI[J,?$I@V:=T3Y! T7 M^Q.=/;[.QG="#)RZT4(@@F":&[C \(D[8?4I3F1Y12GV#S-%";7)BG.C5A:B M8!JG,_%Z0;FK8\VOQ)VW*7(\;OQT8BT4T[O*'BN\= BHAT&"['I%9CHD41-. M4E)L1. WT4[A2QO.9 *KBR'64(6'-["M.8DJ^EB67:9@.(4F'Y$UZ0JJ=SD/BU-`MOS."Z$JOXQP\;/8'BLB?VW&LV_8P\BK+ ^B I>25QJ[G%)U< FW3N03CHN,B.'&%\:L&<6B)!3& <$39E]-V0(2VDP-=AD="HCY M0W<8SQ^G]+=]G&'PVNW((0_MYG17.=;BTH"Q> H1Y;8B=BNXV$C/$_0F'=F M+@MW5'Y>*16K\72- 8(#ZQ9U_/6=S BX&*5-A]^ T:.;GB8!IO-??"-3[8[IX MEXS)7E8DC)=I]@K@@_2N\#SCJFK89B[5I9PGDT:E0V@X*+T=_4_B_D^$%M)@ MJ2K==2ON62:LG%@XMB H*QX2=H^7_.D%R![WB.76AERQGOYW%FT9_%W\'Y2" M%M&-)C[E:2UK^Z+QOW6>$",@/$2@N) V)FH16+D[]>L.'G!,\ M6HN=4^\Q>'B,5/7D$L@S-:>O\"_X#ZR2#8]O *%6SE3^QEN"XQF=>.0\BW4YX M1WS^#9-L3_HTKN;U% (BRGC:#A) MZ**-3Z$6PZ="'"VGXBJ-/[?%C26OK)VM ;7?W0>DKB9[_T 9RS-Z-Z?19 8T! M#*- HD.!MSQ&C]4VZ'S$H<%2^5V%O^5Z_QT>EN@SN]ISC&R^A=N(-W4='"'4>.KZ)'OW.T*E MS;$;Q-.4*E#AQ.FXC;FQ-B#0/]&*,5? BM!1:OGC4)<9S1=^G]A=E+"AFI), MAF..#_^F'C",CD")@'K'E>IPT+TE'R6YAI&<"Q.HY1S=./TEBE(&I7*_'%;" M"-K=%+[E_%(IA^ &\LI*P[P&,74)->.B8ENZLR>$,$@AX)=I/NO_CP*1TNXDYR&\;QH;=MQ/FMXMAKP] M:#6HC5I,?D 2;JK4\"L6H(/]>^1R(3_"H1M@VH;? P=O0J'VJ_'RGG^IYLM.)\^5 M>1CQVUOA&KN$E8LGYB!R*,[//K87.0[CK_4%>[O6\0\&P6)UP *2#PVW-(N M$[H@S/1!N_6R&4U+J8 G2:#@JX1&!6!-3N]^R"VRX$ MPV+I2AB2=OMHGY^=LB>#BT\+:*8N*V6SX^>9'E+2^/?^^3[NA$R<,(2?LOG(\5F14.IF1P"D)_&]3\-UW M%H]9PY/ '*[]DX),^:[']99BW ML8G"VQ+NJF-L[=-"7?2&'PE:F/OZH0.J;@=-'0W4?#POK/H5,%1 M-=XE&**[98CM 3,HS)QZ)X*N[? &]9N'L;@RWL;V.1"M.[KN3G\N/"T-ZX3?^ M:._KK4RM,9'57!VXZG.<-@(0[C[QN:+ZS]9@%3WMQO'TG7@)=:4R+>ZM-N_# M<%A? ==;1JT6*3M:W'!&S#P#AJ\QC2\5C@E2"O"[A\(Y6YYRC\N \4G\5NM@F69: (J"=74^IYSY*(, M.J$NC.K*M/5]4W%V5/?,./T+P_'*P_0-Z 7Q57G] T#*3TYZ=^O_F);PCJ>[M8WD]_%L&C?P"V'2+T%.R]$8,V.)>O MEXEB:P>Y(80A!S] KUR0#T!%2^C-UQ82F&T] <$/7)8W;9EU7;Z7#-D)?6R96 M/ZKM8G7)A M<1?J<*=P0%9H3JK=LD\UVBO]6#@G9W)UA&(%?[G84C%IZ7X05 M7$$K]>V&FOL#3^ ,,XO\3*E)A7M#''2*/,PPUZDP[%M%;N.CZNX%]JOD7/ZT MPRMBU=CVNKD0^NY?O5$[0MF[3L\ MK\]]*E$$_BCJ<;>^.#?S74T/? 6TB.):=Q/-D'[<=FLHALU:F;0WJ!/XKF?'K M[]BMS.J)">VH!)"*G[CKV M$#&^7)JS* 6LU/((AQ6%(N3BW%20@MW[&"=4^Q:2(JH- >BK%C?E/N)]UN2K3 M#&OO>^WUXO;]KKDEA[>#'=,_^_87_M6+/]U?**X7]YQVOFY\TOU3E67^$>\ M%A[H[2M-DY"9)-8"A^SY.Y +R3AA^U8.TN"H.TH =W&^O:.P#ODRHYGV%1X MZ:? >C10K!A9]-WT]'_[MT/:2V5.-S<''>9Q9F=Y O(W7NP#@/G"T:]YV1CA M]=/KIGO @Z:VND7G&W\MV:$YT7/*_M=R.9G+CDK>QUD MM>:X5-)#\Q^#L]B?W2Q@;JJ<;A2U&V:(Q[_$ZC4$ROR5I/V-`OENNTW)A$B) M!!H7]93DB!.5$HF/84CB>18#SFFKE>.R"RWOUD[+=8B:.M.IHP.:+F7-- M9J40>;XZ'BGV^IT$VVL[/\]*H#CKK??/I-,T&ZT$/7GB 9PJ>+N)G&SL$15K M2ZG*4% J$QS(["H0D&-!#8Y>2&5-"3(>S-^3H9<+?0SE'K3%?R0[*,4+>4Y9 M;_)BWWI%S88N5<9+9[&ASM@EX*Y-D0T?22(%[S0:`K_L[&AM0G"_G-1U=%'G M&Q7'2[(+M9JGVAG? XQ>$K_4)Q@X6D3METVFPRN[6#ANQ+11+VQ5D8CHTP,FX MX5$YM^!%UM!&1LVG=_8[LT0.^Y]M(NNUGUK<-U>?OQZS[/F(8R4" <,2'F3RH_MKMIPP%QCQ;.S3OJ=9O--2/[L"!0 MJAE?*#.(7"Y4\6.6R-(^\5P$F*N9=I@-7=$+B0K)7"C;=$BNV%&2>--&J+3C M0N^LVQNI!WZ#DA)(CV_>[_@ ($TWS#%7<"YJ;UE6F<:I8."3>F3\HYN?/+,_+)T"E5A26C\QNS]BFJV,'M/[H@ NQ,BDJ/WPLI*=]JH4*OLP[<9N]>E=[/= M_]C2TZ"XC"OU*H7Z$_=*=\?X 2IHZ1S2ZYF?PN:^88-6]C'\ZBQG$3I1\2>M M[5^LZZ6(PH_DQ9'8V9VDA:1@9FL:?>D'@@?FU\C'JQAT=_0<)"2HB9N/'@]:_M4\SD(FPT_GC:NX&7_P2 8P%MBS"Y93P:&ELFO#.8G^[9B>@!&8%HWEF-!3AI M?-2::R_^8OX!XZ[?T,E([_98")9*70-9W7EW(4JQ*\VG@_Q)51('-;),F:FK!_]XP1)@W?*

F5_KTF8-MM-TR9V@<8=D,MN9^#Z2?^,-LDI>Y0XX4@0*T?B=A+1.XR?J$5)W
M$&@8,K]04I/T+/5G=0"S=)R5*D6_:V,7G[:*)O51D1#$);L=6D2 MD>S9K9Q? -_,@]K[AE)_C$@+$.-_J,[C0EW.S!=.+#
<<>R;7DB0*N6'96F(< M*KDKM<67&[.. SFT:(@_])SUDRKFS%O!JEK-C+N9?'%B(?)""8K9Z?.:!X-1 MFF8:AL42S+<\#O$I
V+AG#MW4I!@8BV;IS+G,L. M9-%TZQ2&3!7> !-"P6C0(HZ)K@46!Z(>?0R><>]-[]5"Q?#I>'?5XZ1:R9#]
M>Z.FC;$^T>'2=V:FV;P15A(5;L33.9B:"96NN98DC:A)X]67]59"WLF9>2]- M9:Z&U;[OY&(4#KRTH.X^()+9^H.0N]WKR,B][SCJ_A&D
U."[I7Y NQZ]J"Q M GR[E%22OL#!%H'&,9031^M,R.LL:WF&7RH&%F$KS2%:GQ3U-\E4*%ZU&D7:@HTO6E6"0$;/A,
M.::>/\Z&&I5M$++6*(LT9+C;?[OQ\G7S41*I;];*.=."92<&EF+7YK'OO5C*/ M?1$TGC#R_.2%0 M=K@2X$:X?
D68*..JR+)U&FJ!J!XX;HLBT.8B_ MI078N%WCQ0JN4#,?M%H:(MDHX7C7X!XQMA=QMM*LDT*E"]%=Y4-
>OJA;68VJPTI8=UC,]E<1BD7;-HR-/Z M40^*B;FQ W$$$57=TN1KN$JTD"^DOY(S>4@M6E0K58E&*V6USI78!&)3JZ
M&M>B010HW'B]%&XPZF7KY7((H3R0[9Y1["[;6J2..L\V0+=OO;LD7I(7/OW?77Y%$-K=A%]^%;^4;-OVE=B/[M.N2^O=WB;CC?Y. M-R
#:X$0S7BX3GN/=GD?F47:3,)]I5%<:=ET] #^V^C>V)'\(L @D31BS%9A MK"X2$W\$Z[Z"-6?]JSOE%:IJ\M3XN.Q(FALQ:1 MDCLZ*/AW [!)
<_@)&AZ@(?1/9&"]]! D99=;+>HT?N_^VAZ\I3G_]Z88DGPU9_B(M?6&K#GKP#DA/+BKBDT%@^G&WIY(BO#@8X0>6@52N_I?
LP5NJ^JH'GL^[O-W?$OZ^T,]-! MB["LDQE2!8]N*TM/^EG?'(D8_0L=J\=SR-E?//*U%G65ZO\:+3;F0B[LMYO!
MP97S4%02)!Q8=I;KVHYP'DF%+PH>+V)7R5$N7^&XXPK?\G6O)/,>5@IX<&U5 M@?5-S1)J5H#(UGKH=H9[_)(*$=M-8A_]*]2IT(FAT
8ABHN^P9.3$7'DHJA; M9Z<#?!T):][Q;1P+[1"N(&JVATL&YM*:X+UJ."! MG1$'4^H]3 E!I7WW3R.IF[ );1T^^Y>:]R57!^D[V<BZQ;M;
[,G';0ZY [MOC@6+NFJ2HR#MF@K,PUF0I^RWS\-AR $')]H3HK']>ZN!IY\(-,Q2DBR?Z7N MZ3OQI5L$32UQG^ZQHV$.
[;X,]!^4U=4]IHE)T6&RF#S7?X#ZP%GPC[[;ZR+] M!.^AH"UO*]N&2@=@2Y2#8%CN=7&TPK!R4.XIF$&4HM4_^ -0GQS2^=G&?\6/
MF"?VU[3MJP!.QLU3[)"=[2P[MS2*7BI>/=:$3XOSB\VK\O0[S>.+)(%!:K7(MKYWY2III;XK4D=-D56:=&YL";(VF<\;M36H?
&UDEE_4G.+?/%HX2<4+?PY2\HC[K] M[@1W#V&"FCL7V-;/B7^\7)O*RT[HJ2>38=TI#LCM>UEY"D;Q.$*$RLNG/P#F
MONA]I(AW77!67@M@HA7([IE7]6]IL_"#]W?(LGR\(I5DM.A)>&0P-\XNSIX_MK+!-.I$/*V0R__3VK)54-_J0VOPKV=G0:5U;0E[A
2/EM@1]JE8Z>O>LE8< MTPE/%1^K*]2'$(@@AMVNG=ZKS <@>$"0_6CG6:R$)3Y^^(!;Q9VY)L(&Y;7- M$N:(%-
ZO5_C3HWNE%4%Q2*.0LZ(W+UE3.]B*/-,5"]Z62X@N[Y 0B]; #5<[J M]2[V!-/]E\N'T(K;9DX1(H]%63OXNZIVWJL3MN%6I+I6.;A6SA^R_+
(G]WW< MW#<&#IL(,2R=Y.^C(I\.5T7"WQG\'7HJCU=(?^M*7%'-K\7PN,\Q^I8JQ5.Q MI&@8-T.9Y%Y6]^OHB30
PU[Y=K,CA.EFVL6VIS!UCMZQ+RN>*V('2K0\&4SB MOY.]54P.*IPODPWR84.=`9.^10IB;4?QWRC,GC?:V/'OC,G-K< W:W,01\WJ
M2_8G4J?)$$3)C[\4$2S.6X\5LQ!1WW$>>&3N13IYY$I/GU()D%OF+5KB,+Z M'F]NUJ3NGN:Y\PO'WEY'9 > @P(9[$M@ Y3_>X>Z>HB9-
7^,V#&K"Z!IB;^+ M.S<'"#)F?9>:A]&;C,%4G:S&.L>4W%3=[,Q M)6?'[#>MK!";GK2JN".[+N]H6AR0CK+L$TFRDCFLP2#&*LE_J8>
[YZ_+/2-[M09"AL@*UK'#PMZ;*X=5$2'NJ\&@MUAAM)HFVIB =+$#&'J3[!16TU_\+P469 M*LI%<4#O;@U-#M-;#7,,-
=)$+MV_<7T40X5/_YND5ZT)^D30'(X.L8;NF].! MS9/?,)9)L"!?[T_L@,7%C7H0838_ETA#;NUBY4XK!]#=G6GS^'<_5:XH.?=N
M$;_S2L18>LF=BHH,5;^!+OT)3H!_';_&8?C0%?7/OX:*ZZGV9)EPA6,"J(6> M4\3..:V,/C)($B !6.^63X0)>
[JN\HAD64!:'*)*JAGZ@G1B"^>#DZ07#-J$ M U3V]+@ ,&-+C J_$5]C:V54=%D4IS&42H+T'JX/";RK83H]VH&VS#S)B/IC7Z?22WT/I*
[1IO">@D+^]#Q\'V(,D'4D2*4P1.5.V=:85JY M#-NT=KK G\RX AE)#3[V,[4FDFR#"#YJ]58]M'LW3DGW,G:)8!:$),VD'_8Y
M)%ZN17TXMWS> HG>GSNM^[CE8V,'T 5+Y-&"LG7:'-_=TK$H?,KZG(AP8#/H MD20=I;95P#0%:Z[XA;H294/87^)Y)JL=B4V'?
PSBP/!\\]JZ+0\CN[\>K?.[M7):=2"&22I6&.;#GN2U>^KVC8L),)!88(]-/BDI)/&#+4$Q8(TV%;NVP/L'
M=7CLXX;T:>15>"BN/_E<^60CDY[U=PFJM$"FHAT.+$!Z@J->B&E&+&@V/?\8 M1-C'/)%'GE(T^P%@N)N4AMWG-T(?;
(A.Q#R&2MO>M:3Y>BCH/9S :QKT2LN+ M0_$!Z.^D0XRCMG%+L*%;J84:+3&-A9^+5->M_55.5Z6A5-^2KA+.=YZ72)-Y M(&.JSQ"L^G.
(> A8*'S 1C(6!"T>EB;"2Q+03#D?M% Y.JHG^X4G;I4IFU64 M+1Z]RI\A\ F?0),4-$7N*2![.S(D?]PC80V:M+,6MWS0N)_Z)$ 5Y*A*CO9#
MB?T3Y5^KNB7D,6B++)'9[2G^FB6OBSJ#2K7EN]D\4:EI',Z$$%LC,N2H/]$) MFE3K\%CD M!^YM'3VKAWW-V E8U
*NVX:BACYSI"UNS@:\T3%@P"WHG8A=8F M1B4+I!/#8^+\J\L=]'<"0D]MU6,6XO)=I?^/[^-) /U(?9G7JBI4\7ES3B-,,I9&=_K I-
MH4A_J3!W*9D!K.6,*^F-&KRU\R%/'SWX&OD ^6::2'_7VJ]76?;IS]?D=:< M/A6Q9/.LON8(UI2PSA2/M?$-"0$[A*J=$LZLCY()VU_4Y+|
[':7NU?(-HD,W MV%=_.03*+++#14=EN?*(4Y/8+K33MLUU(:S%RK QA4N*>FR>579RKV*"O9L[K M#XOA$W5<7A_SB:P71P-Z]JC
M0QJU#A[>BG0OYX_@:G*6==DJ$SHM:6WA5"P(GB^H4;(M;=A[ETQ.ZKQ M/NFZH6TL4WG]I6%OWU?
#AS6#!IH3^2Q#8F3=:MV!\S6GC5?CN9<1I]U;[I[6 MZ/2RS7:3M3_W];&>:D, ,4"O++&V"9:4J.$A/ECW(=#$-_!+-6 Y%DKC, DR
M+%3*:45,_+NQD@?R96"'E-/7G!8V([#=ZTK+2;2>^(%N(.EE_NQ>@.'LRR M[] Q"+_A!T,@W SQ&5XMGDTQH!:X#\F=D/:-|
<%LB.S'0Q09?TT/#*M3T4-IV1+V.=.0J8$0;9_*';L0Y6@H)=*';B7FUD+_-Y?V5^DYZ M-'*Z"/@':NI?
0K]2PZ2EAX&W!""$QZ*D"A0^%RK;!U^TEZI:,YF5@062*:.D M3/7NR/&'DJ3;KCLMS[T=0EYM"A_S5OB86&961/$DI:?
D8X43VY)\GF%.#3DW MCT&%H];>)-[#P6L)$8V3HM13[R5^A!F,K^]!V!3._/)W8C47W6
M]49&1EMQPUV3IMZO]NI!S?;XP'H0OR.8M7<:H= R>CF^<@F_*@_*!BRH6":K-J MPOE\Y9CIO]QD/O9_=5VM8EU5=*ZQ%GWUC-
FA/1ESX+[DBR%S&_LY L*:1B(V M5)*/4%&J@:JQM;G)?L$U=BT3P#;#;_^ 7NUU_>AO-A72M(F%-:1\)-^Z8O ! ML"HP=^>NW;:=O@\.%1
/WB()]JDVR_O)MMF;)@CF=@<6+LNXFN4):*_\15XM M.2I9&H4Z8E-5R#F^$:RZYYZ\;I6CY$22:WU;H(K6,@WT4E_^C9APPLCRT,]O
MESFUO#]?L9WI:?FC6<)1^%>0:'K3[@=@&__?OMRXJ,[OFVX=GJ75R7UZ'Y4R MN,E!6!N]7!:Q18K*W*8;@WYL(,[W9^ >KPF7[$^
&8UAC[M $#G?P (5"WCG/7OS,;H:Z=1)4^_C5=%+G$Q3K%<1BOR;:MV >;_1@=_+8 5PF&#R%9%11,RU:L M06',+,:MOS;0
OXN"@V*032E\ O4S\UT'H&2M5B^Z3*U8,S6,,+P!:Z-$Z>* M)1@F :S9PI;+\V3/4EUK'@+7PL%<6^X^=TZDF^]\O)J4C(NUE;)T>/\+M?1?
MJNGZHE\.-WTHK7SC_7R%,8C*DM2F6? +_K"12)MV>SFV6:,*/J2G3W@M M'HTMWA<=QV('KD+3'\-''$N:.LT3[Y-/+U[.H.QAD5
Y@S>BK6E4A4]EELE@ M3\T0W\O08O3=G8OI2_-F[8&L6^L-<:Z WA.[% 9WV: \G9K'FZEMM#31WW)I MC4GZ\S_,O9L[2L@7OA-
_$.)Z8*H+I:CW;PHA0;LM MJ0L;WF:)%]ZF=-&T3Y"^M[- =+9!E";9&RYV2PW5YC"1$!#V'[$J-KU.38T M1:*3^-
[#.X%KQN6:)V9E0^V4*"6VX\ZKT-\A(.#.A=]B:\LIIBA\7!\1FP- MHX MKY:+)8U^G0J>IF1VW9#Z)AGVIAFH
XGK/?:N*Y0[',P@'0I3G9>TM)"D MI@.ZJF*S!.-X[!B;)]&LK6W1=24M0[J&YB:V;RPH9SMKF*-H?B:&? C-$.T+ M'RX:,(D>\/.G:&X?6/4Y3
+S#';E;-[J M6&6U?WP3+YCW2=2DID(6A'_%_(E\&#G$++E%9P2?S21?XQ72M$-!LS"Z4@;4_1-++*B/X$ MW?
+$=&&2*:6ZKAO%!"'$5,F=E9#0"^P/F.?Q>8!OLK=7D3.B@B,(XU=QK/KJFJB:+=(ZKP1@$=J+: MC&:%,F5LLPP6//12)4FS)>^GF?
[IUC.UW+LMJQFA'A/=H@*-0QDOL>)MN1!Y M_=62K:";S+9D#&8+ZM'?9(3VUXF^/AS+//>/7N.,0/)=)G+1<]M)BPK84-!;
MK@E7D%SU%DDZ;G.. Y.1[M#BZZF!M=,V;3\M S.)GY#?SZ5/E74\599U,43N M?UT/M)H9J
4Z7R=T'X9SJ0<>T*F/K8E[%J&1+*T$P=17F#9/M(2V^1%[ZOO90S5*F'FYYMEH*#M M;M0*4W='7&X.D@J$*/EK-9>
[^E*BR+D/*MFQ1DC>@]?K[Z(X'\ ^G@\@-J7 M_F&0=J85D1"5^SV@$?C;+759W6!NYS:> 4BL!^EESH?F-%AWMY)8C6Q;CD0.GU6X^+:)
[X*O?Z$ - M%A]A*[KLP;[,3";(^OQHYQW@XWR%'NW"713P/PAYI^!*N*![M=&>2B3&Q=LR) M;6=BV[8UL:T=VQ--;-NV;5N3'2?
G_6Y.G8O_,_]%WZQ:M:I75ZWGZ.[53YL= M%#UG[,[JG7$J/7?R^'T65[P5-B@YZ93X!=BJ*;U>.FYM)3O<1E7SCW;0O=-W M-;M-
>Z,]2/X"H'9REC.$FU3V4?1$_F8//US213^<_A9?1H/^5/>@4;Y6V"%V MG)WZ(@Q)#N#B)OBI"[%^A0N*O5D1P(BI>$4/Y9-M1?
V[P"EAR4'8!3BT4$)L45/%6<9E1D# M!Z# S]&K$9]E$SW:=F8)AA+K40_E[I&["JR5[[V'L=BI:C#Y,^ID53JR)^!8
M,%F+BBN#Y,3,_5&WVHS2?&-!DU6!X5V])(#. /"-GWFCAUVUR* [)D?^JJ:7 MBQR(B/Q0$/[*JFO4!
[=,\Z$Q6CQF^9[VPE5GB*MB(U<4B#*+8B(SO$"]$8'ZD_.NKH2 R3<_=:/\:([""%&BZ_>&>!G4,7*OY9G@=XN_M6M8N'\^7W^_X-V(@\'
M/JH%+7;2).E;S,V.H=*G3O8$=Q(QJ,SYJ.?A2+6T] M<4IZW.2)<"ZTLEGBES\@.1U9AUP6B^&&VG#+QNDUGZH$=>H7]Z2N[/<2]7A5
M;R"I%F"RER/(@%[[G1@(2"S7*@!()0-&M*GX4!,&*7CO +\G]1JU9_\]W8MU M*$Y.IT:7/5%[!*HCF,R[\UFP=FXVS4,'@1R&DF96*(:2T/?_'T-
5F/,KZ&'Y M MCB6^:!(^]DV*QUQIM>H@Z_!4$%_^V/]_\S#Y7+ 0;#:)ABM1[!D7^/Y(*_MS&I;#(VGM,,93*SX#*>C*MEF1Y>W(BZ"8?
\K5]2@\[K%+ MFVD% 7/"+HR#T/@G $M24'KZ]K/XH\DR5S<.OF72."E,-W?2@_@?^[[@V*6 MREU+E-W!?5'JO)N94)_\5EL?3*
(OLV8N;IK,W.^5Q;WF;7WS[^0OA3$1?:VY MNX^0)=IO\&K8=;&9:X3DA5Z51-(/E6!]*3ZL%C0$1W6^I%AQ)L\1V25^\VT#
MI#Z!*TE^+J(XF7I(_42C6?_;4R) M02S849)L<97&Z#)DR19LEXSZ)8;<^?L+^4:90#L< M!.-T\=WWU1EGN&F>Y.[,;T?
Q.CHOTK=';D@QMKV")"I/D5>Z39/*&Q3]2"'?R MJ3_LH8C+U%5 -7Y;M)6W0^_"P]=ZK7(CY&826_R13V=Z*9AI+-5J[\'W,YRVT6IA85GM-
7/,MF<[MI$V!#,/XN9]N5#KQIPJF<:*5>-QIM\E87A;3Q+4[0AEE-I@UE;JN& <8>)Y MHW+Q$3HB&,PG="*-S)!0 8BQ.E3=-MR92F[9.IQ-
2%KVZB*B5+G5LD:U,+B M. ?MX=8DU(ACNBSH93> H6OO5=*-0FV8FJ0=A1/]_#":3H#'&N@D< SRH;1Z
MWM+NX*%%=#QFDMOBXQ+)\2H]'234[?IZN!0L< MR>A- +W^$$XIQO,)K64XN!I;*D/U0S32 ,,Z"E;?W-?95KK6IEOQ^# M9Y
-.OA[S<2J1$ZYC6UEMKH)S?T2AHQAZ I=I2-??EK.83^F0HE/5Q.8,+T.V(#3W8P))Y% MMIQN9X:=DMU#V0B$U>4# NU(E"4\+]U\-(ZU?
ML/@Z B*$C!R[(SBP2M^![_]WEI6?A76@KS$PY^%&)W'T M;P(>#2U\D*%W%,2]T#) ^U9=T..
(G^>0K)EEH7G7DW%*R/"ZE5P_D]E@'O$G MHR+_#";_9[-"'T9]N^XPV<&W[V+\VHKT.3_#,90YH6;5I,-0,\3 M/;52'L9R16ID(F:2?
80$GK0T61{6F)JW%4C0#\I]D]RAJZ(4/QPP?3UT_9;A MCR!J1S$.F?.'36RTCZS:.0?#-[YQ3C9\PB,0OA6'#WB(/%RR:+LL2>;4S:;2
M&D)%$3"]X^@5Y:6KNZ+.3!(BTN(LDFM3.[P)PNKEUCW@+KMJ(A(PH/X"U.!K MK?[6=VE\3=@N[FAN3D-/OV]^'QYT+)EQXX
X>UR6M9RN8-(1T>.5=]&^&-T MK$[[\5B.UCQ)-@!CZ8FQ\M#7_?DZIS6-;20>1T&:FH00N/$H61=3VG7BT9/-
M;8BHZ4VM(U"QL%PWVV4CSM!50B?[Q/M)&,XQ*'6(ZU"D9 @S3KB""A%/V6W MP&$O[TR_/#H#J]W:\;HMD.%)*4Q;%1<)-LJA)
N.V=.]%_?NP^R" L:8%55R M\^JF)P@:5FE$9;G169V[3=N=HK,Q(14N.,# A.5=/- M[(#^6PY1Y7*=O)[DE'J4Q'B]3+\1]Z"P!TZ7.&KG73+
<\S.8G\@6 -5EP M+YTR*^Y)*Y.TH#-)-@$RID/L+>;>=&EW=]>>D8>;]<2KTH^2]\I4G]O9F_G*1G N)QX[M=!1^K+3,CSS*,8W5B2R =?
9?8B*#@6G[QU_A!F'E D>Z&)Q^&(<0S\MJD5\44VW:G((G 4WY/82;B\ 1 M8EH*N!AGA#3!6O$"#Q A!\9Z\K^"KV3E.
([';Z8;4HFH)@V%$Z*OSUK;1]DP M4V,T,Z3YUNF_/2F\B1-LVJE#=/8])(.D3?Q'HG"T2ACPCVA)J!'T=F+:+T# (!I&Q=P263K\
B)PY+%>;=EO4_0E!T+PK#+3: MUD>S?I_A-F(8&JE>_[>)39 &URO'#E>NA%^ =*[7&64@XP%?< MYD$!W(+SD?^NZFO2-

//QBOGXSOC_JDU:ZS:^$]TQCN7RG')X+]D4"+_#\$>CY3.7R'^ADU7PD=J>J#?DLO'T[^<0H7OVW;-\# MEGXU[D&<$MRI\ (_\M+C)$'R//O4/|1/^'\>]_V^.PPP383:%+/BQGK/H3.=Z M;T5!A@1#>(QGFU_1-O68SMD&78L>B|_?Q - ("9)P.,[C6 TGEKKW7%ATFL M3)U/ 3,5UZ;0:#EG8-7ACW#>Q9B-5X"W4[;+>G=_IG(ABFB_*Y!&*I6\V]O# M[BA6E(&"&4UB\N*=."$OW>VOYG_(/GEVE! @VM[K^DV4JRNF5%)N(UVA\T] M"NDFP0TXJ*G2#RCSZ:J/&40GS[8[@,KSVAX#GE^=J^7.8^O.X'=,3C,3<1^$ MV0>8(E//&K4T]Z3V;U'F:T)0,,8$)Q3XYG<,IVM9 >+#QT8T^NENNA7"?(! M1%PS548>+?IL_0)4MSF+-6 ;G;&CVMP#06JZ/\,A_IU<;-6'F9P@S^."U!/? MJN065!A_.G(CC@,H1-.DJ$(P9#.'Y6 4RO3:6#0?'!>8GU:,=D$PG4K4S>P. M'_7DGVQ$[X7.8%K;!+Z(@-ZLKAFK]01Z-:RQ?D1.6OYK$,S!$&*22>ZVS$G MN&E-WUUDR*%56ZSHS94-\0D=VO> M+,'$@XF$:ESD? 2*20"#(*U_H\OBWV<5Q?6L2S@$Q^CF*=$*U45L8):A3!?$E MRH-K&B"8AIG7/H["<:37UIBCM0D7E'>=,*-T%KQ>(H5M?P '3<<&PN96Z17(MTTXYP(XEU%KG2HDPZ"({66LMCISHMT0KX/\UK,=W8!\E:-OV;)=Q^$RDM_7R_ +?8ZX#]/"4$XQ/QMN9:1-95T;-SV-I(KD%)8(C*G MQ]=FN22T240">Q!?4D89:4F>99KQOM_;.RS\<>P>OTHEF%]E_&0U&[Z1\P.+U4]Y6NAQWB-VEYHADK;/@;/>C/7N2:E9]# MX.CH,N-XK!1=,S'-0\[f\N%RM!.YL4.N2Z(D?Q@73-N4L=5Z8UH>VN,8@ST'M'8=Z-KK83XZLKA7*/$ZFPD'U\P6 MN3O%>49.LFK2CE0,>8XTVUGJ(MLOV:XL;R@_!5X*,8#OCIL\)=XBX>;;2W7Z M3H[.48"OR@N41:SXQ0F#G=_M5 WA4/6Q72_74@4]FGRHFLK!XDV(-[Q-0;2J.6$ M9>]ZCBR>FE_B)'[@L]A>AW L)\^X GE"Y\TTT9P\ZVCH3)<-\993&HP;7D*-NRDYCYV+R$7HE&5'\I]_) MH_WA-:JW6V>LSQ7JT-SG$IHH+1!$5Q]YJI=:")#>1'6'_@VZM[0OJK&1RH_%# M9R]OX!)E2NU%RP2-^*TPL?L P.O5N EMC9+XY/"D&W"0$+NH.U5MPF]&AEQO M%/>]:)0L,Y?%8:MZ0B%.$ M.EQO?T;X'D883%9%3QCJ0!-+V:6X#=;&MC9;-9'LR6NTRWA==.-U4$@J"C! MG4(U@#H+=B026:ZT7Q1AS@X%T6==M(/OJU[6K/VX%;B@N27&.=B'XG\ MQ.U"B3UQ_X]#$_\OY(\9N=]! (*H\6WW56"5Y^IH<(=9U&VIV;U!'[6%T);*C MQ&GVVU;JR>9!%-PJ>)?@1P/SZ;GN?UI^YD?\.9='T(WSG'L@O.(;S<5H,D%6 MG9FK>W<226;,K?*J$?;<,NS5$_>NX%EST5"\7>%!O4WEADO/CKT10(RZH.(M9+S"R,,77#DZ6H_@Z84HW>*E"=$.14*$15FYNWS#9Q)<2NDC35XK?T(NZ4O%RL7LW@'!7MKGWQI/GA3C%M*9\#Q""C8DOTHK5: M?EI[[8*HX3:1:F2,R#VK?W_^]E1)DQN#"^FA!G?%FQL77IW]"%WW)7P&*%^ M)D<.7ZFQ+C$JJED+64!&QGZR@(GMT3Y]?.- &'^PF]H20(E\L,;-K>^%$:A4, M%0)?SN'BQ+21W^_[\]M<_)PJ=Y*IVU5]/K3P#9HR%64=(Q,J3W7&5P?/B6770Q(Y,_6;@U)R:Y]/!.U1- W:2'7&\MZO*NJ;4NX0? M%=Q]$MNQDTW**NZ)M"/6C/2%462DG0=R4%P!-UA#:F0AG>W_3]O-;'[E'E! M?NRSLA+ (N,UR'AKK<#@_I.GV(!)M[D?)>ST8/<1WL9=%3/Z,8(1W@3 M ("GIDO&?%_31"V>AX3$%'@D88PB#:R.:B".G14 ^+,;([7\[#_\1]73),7_ M)P:R]]S,[3XC;EO_A$A!&U'A,#G\T(68AHPO>#7IU#NJ.<)A+U[&WB7^EWR' MGL)3V[D-@[F*QEQR9_I3^LEO"<6.DFGY>19A@9- BM4S)*[Z>!//$7(6:)@?]\ M=J&;F\SEKD4Z\F11H(%-[B9FICL.?&\0IJ]3KHW IG@2-_D,0DMZ@;Z>@OBW M;!VO&&&J,F!=2!!GS& 9>04JU9$S7-]69AMM>6U@%%/XL442[^A51^W9? -? MM"DVE@IV$!!&^1J:.1!DD2O8E5E3MF&],IMOR,P%.7D?>UF?"NGF*$'CG>FP MN)[#R3F^%:.3K5O YI HM7N7D%W;5RVX;Y^#88#4:>""7NZYCO5':Y^*G+XS M'2K[GK9HSI[!WR\- -4C6#'+8ST]A"^ELQ'KF.;X"IO\&KW&%R.+7[<=KP;B0 ML]_TBV+W05M9B$B+I M?Q.V71E(Q]=V0VI.00,@- %^;P1Y3(OAS'HE^$MR,41WI1!%*:@>5N;F>\4: M?1C2KHYQK.5G=^],\HI($X"?0UR:KMA6IC.#9\!"VP<)PQF5*OV/10K-SM'\& M[4@K7.TD7R#$1;ZBHVWF.\-0UO%#,0/9;X_I# Z3?3@$?V?5X[=PO'$]W7W M$2\G*Y E!VKSEQUB]+5H9#\BAS5/DF.1JR-6\(+3HX>U- &E^N8"RG:&]_[%# M3+"WTXU9;L](,(>$EPLUV!""*&3'<4(Z"WU*5-28=TH'OF[F##]H.#DY% ME!ME!XG? &I? @-0HYJN%/.VIEIR::K*00!_-K?/>]^3)9-(<_%[Y4 M5UCSM(SIDC'@,("\?V@X5YE8_>#F^!&3QN0IMR #_JSW\E15X0SA,N))H51, MOM,,T8=U+1@,SI;V^0*P9A.EJ'6@7VGQ9*,^69L8<*+ACMQ!%_HKIEAB> XW M1L#O):!]]0V=~]0!11&9;*3@*\?L%>YCPP%=^<"FEE/ MMI*ZX5 E3RZ/1=VT2=3-E7+YQ_V_O64""7H3^1"I;4%Q^=7A!L]Q2.#T=;-! M0=..5EZ<$^=X;K(-_H]TH"^ ^;^6+1_%0(9- %,8Z&+X@&.U4[PXN4]0I:W / M.5(#(O>JUS?O/"?=AV+<*6GQQ3+A8- MD,_"=RD]=_I)P^MA1Y=S&HT[O0Y=WTRNB8&$, (5N%/&6.N&29\&8)Z F'H0 M:Z*XAV"X!'FCRB>^TEJ:9:@@4)%S M"W82]F@'3]6'N5@@HFTJ$'!C5V5!ZC5SAG8*I)O2) <1.9]&S=QA(SIC00:-H MM6=R+ S,7>0>YDV:H*3,XZ#7*W3BX2E/&%9,VO1:+LZ-*:,F!8=&7ET1=%M1 M]M-Y?+*KS.RI:FA'#ZP(F*? E4P]S3GEP-A8N'H2.5-D)M&!':.!V;T+G#,ZF+ M=F'W(,PNHV=_CM>S@9UD,L4_NE!RK=Q)EFC;]4Y9)#@HXG B%[HM02ZTOJ* MS]] <@G\:DJ79B.>,X8X)-$WQ)^]M0B63]0H8U@6,4#T'7M)6WH:FUX>=B4]F M0$N;0!UL5#DN6@UHE%71_UL]/2U((FU#SKJ7PK^1C_LL0<.#K]IOV6O!^\2*BS3&MFR2[^FFEY">@\#XS M(724985? +A;!R<^\DKE]MS/P8;+G$%7]&^7'P*'U#^=Z8DK\B# MO,>>M3BP;=MSCR]A5_4@^!,A2.0;L.*< 86FY-,S^"FK1]B@1&.2Z1_3%T#+ M^\MPY6X MO@R%.@1%C8HJ 2%$ *B"?P]GGJ0Y9O<\M*LO_2;2#5+KE_7C5]6<-_Y!/3A M_=DUSI.4)+"RF>#_7QN8_L? ^MDB[8N3V^NCMHV#J/4."@^]0PIN\\UBE5VKP MO@#2.3OX9EQHPC/57$_5RUHLG]IC02-0Z/'\/.]+TY_S?H"FYX#725G]#8W: MG!NVC=$P_9]),)# >"><0!N^MS3[C.YT!W)"3/YY$E>88V/MT9'SH%69CPTV0 MY_596]5$F=:TVA.M^*>+-#_RW=&DCK G[$4+Y"VF]? RK^0";-Z?OK;,4 0I& M*GABP.)XC$O6D.BNHLRYHGES#?ND+6WW*=9#J4L?- \!962_B]27X5;:Q%+64K7>\]?'?'L&+K'-..,1:%AGYO[Z;V,=)'2L+ MD65&>SL]D[!KL4Q+A(!<$T?IX+DX%16L8F1UMNW1#>_1DS:A'?*ZF P8\M@U_M('SFLGCL*?9:8W:.R#@LD+';UTI_GEOM& "G@Q_ORE44BH"2,.-?'A:N?/F.D MQ=*6.5[9$!]*Z!1,AKIT%[@CN*?&=T9?+? (7OHYN#NH !WRH3"> "F\!7==T; M](%!V(.1EN8N:.ZF7')Y,@EI..8@>XA&8ZN<1"]K9#N>90P%@ J'QU^TZ.*Q MM##$TJ* (_WX_*NB:53I&P"Q6@!_ZT^5(TNT%],?4I/3B1CDCB'HB\/A]L(1: M,RY#IVW$.KJXS@RBJ#O+T\DQ-(&<9)T%#F!2S6\M4XI_!8?\!4@(.UTD ;I3 M=*>4&'''5ESED3Q#"HK?Q<7(#'^*DHZY.PBW66HK$]B=1MFQ-ZV#J+K]34*Y> MI_X5G;2_]BD#OL2\=4X0"BOUD4C*67GJFD\-? 6.%FQ:RZ7(Q(W:/1/>6XWJ2]V.\X';R,@3D?KJNT.S[];$FYVW6O0?!UQ=/?Y$;AJ0*!%TJJ& MTD&.Q271=Q\,&^0*0[L-T47,W? 9X.!E\B].!'OF"U@IN<4Z=W) S+@I3%P/$ MQK<8HCV+@9?0Q821+P#L573R*'&P;:@C[PE_Q9\E/2--CDX6"?(,U6A>N)%M M*A"* [MSMW]>1X1WH;J+5T]<@ A6YV^.$X+STD6WQA:FWVV;#K/#GZMQOQMT);H(1;IM@X^@$*_Z MQH#_'JOBD/3/.=WEB=?HK. [C1RO_H ;'\^S^KHQ17U_?D6]]^ +,'U%H,>'B M&QYV(<&7.4NS6@5-\Y;(R#=)&#L=9;FFRM0RNX>0"6&$^=9;RLK.Q,6,=65 MP9BHJ- WQG\M]@R.+$F0^X,CG"%KK#P8E@4P?AK2;OP AB9_/(T7/]?A2]I3, MZ^G_2C4WJ'$M(V"> I(&F&<('X.:4T? [$7IHK\9K$.=I1W_Q+4+C_)_ MG!^!G,_24'GS:G6)-6)&>7'# -,\": HM.-5VMFB?,LN^1+UVL5&?AD1SD\R M)4 J%R-=EGS(1[- PJK,N<"BA3Y&K6N!!JTW.Z[A?$+4C.GW;QB9DP4B\SFY7 M_+ROC@I0,[5RH4>ZFLP.*>WZ=F2]$O';(SF LR[[4Z MKLHFLY)'+_.FN5TG7)'!Y/MMH-0$E\GPW)G"6FGQY".W8[KFHMWH/YS",[.I MKIS2N^"N]>:SZYYZ(]Z#F7&.I"982%P"%Z5M@^>4=RGZO3LX[Y]JJSE\9W4! M%8VAYL,"MDQ;JZDO7Z7=^5=)\M M#T46J[2T+P VGU]6/V=?-UHS.@J/CL?QHKW2_ID1G3]':#;0D7_*['=C7<% M,4>5RRR['K;^4BLQB<@*Y)ES/,*Z_T3]9_NT$^<@94M)\GRH\:Y]2,+P(&>0 M$">M9ND1G7YMDBSFB)T^\A&U%E.X\VZ!+0"&<['BV.J$I3W>KE6>P\2$;RK[>ED>?!9[7I? MD:(I:?_'G CE6@IH)2YWU1/9>=_&T5;" <9T@F=KX:W.8,GT6 MST^\J;^/JX]EA@?ZM#F$*39.-9OG8)737.J6!;8B.(S;L9)?-\[GK>Y:$..) M"EM_^&*K/QZ-W>4M C]M.LJ*U(*NY1B^6VJXR:!F"T@_UUH=N-G(MCQ2&7^_M@IU4QEEGC=^T=Y00HPJRJ._M<8O=K!Y,FJ29+$HY^(-[#NT5)0UGZ_/)D"*- M;BTC\OKL,J3>W R?RXSZ B^PA&XY6]OYTG_1"_ < MMGY!M?T;P"G/=:7EO+IWW#8JD+4?P](_O?5N3-:#^&FW<7K,FH$34ZK\I==Z MSG/<80"WYA&LN%AC/Q*1'RT_]FMAOS8BQ"X=Z1@R*>RE5J)%6HIM*

(M;SUK=%Z"8 M:1[\U?&S8Q:9MK*@#7D@.FY @%9&3HQH6$2J9 .LU5-?0&0V8-:MZ/BBS_VZ M<'R[$E44+:-Z%S1"T?/N)PA6E0//9/'#? >Q,W-\]5@]' 0Z3!K8I9#[D5?:+ M;6Q"G.P![TF#(@)AN!]HJO&=@>TLH5OW^WXK.[N-QQU)J?%=8Z'^ ,:KP3EG&QC.%])0JPQBL MZXTW#F9P,^[V1D/RUBF/*M.SQ9"575E1+K.467:P#1585DC[?4V0VB&/]O[A ML7HZ"G!0_-\]F)<;ET2%C:08L!4AYFCYZ[U@^ MHBQS['J_ V%4QVH]]WO1^!<1Z\5%3& D]Q>'9S?.K <(:?'36SF5ZK,E& M0!9K+ IO#WS31^ ^<^6(,Y^\8(/ZCYB2_TK.D0>I%FBYE]$)GPVG*ST]#(C! MH3U,:,H,/A:/_T#0?91@=]][X*<0;Y]YH[/3V)EZT>T7(/*P8_[0 #,D:)M- M9]2_P430UM#/?/IR)&$81OJ"^@^RQ":J#<:!&LQ0N5Q_@KE_<$70-1N#>FI MQS-P&)G?^F$@=!\GE]]) (1%]3BCSX>!8)RS9GRAKBHQ; M#RN$CH:DCKZ. &-#$@>Y:W1)??X7'D'I%RIP[<$^=++"!Z1]TDU76PTDW_!2 MKV%Q1*'- WQ;^]^CO,LPC(TC:[U7\H"]_Q"?KK<9011;4G=IPOF_Q&INSF'F[MZ4_*VU8?62)'#:JZP"L]PHR[SPFIV_=74[RA=]L.K'%)-AF/^6GVW>&Z| (%O M7(=W^E U:,UGRC38="@*2@89W! XHEWG;._DC8W&)62)94"/\<&C I[&-;: 3WL>KQ]B9R:+EZYS85A?*8 M0X>ZIX'LOTC:'G*XO$TB,SE!"C;T",)T\E\!@[\ I.Q>9GX]P14TS]:N9IV) M_EZ"!$/SJLR8/R4LF[N/G5@\#(9F3*S0/.:4CSE<^$? LA(S*C$5+6[8.'RQ M;56_-CZP8.)^C/[J$Y%3"1L-;4%EUR[+W^NN?CN:0L+.I 5_V]SC7L[C; S MJ]L4\PZFKF4G:-MTQL,G>0[MW*1% 7NZ>LV>>/HY&B1H!?DWC M/DQO:KEAOWV=P?>?:C)PB#,XY@\F?*)47.==-EU1<*A%KK&USB_"2BGR/D\;XV(GI_/#->",2/8)G?&W0? HE<=;HOQ5K/Y3$+' M_CU59Z"7.>>:&);+9",S>?TF3'%6MXI_2]E+_'',*ZQ_NI4>N)HY*"#77&D'661':S]&+BB;39A.V7B#6IAEE&!B@H-M/'W?>X*T"E*5(M=5$KF_US2]MQV3$7=@%SXX'MU:_M/>YF&N.,3!31&G"'O" M/8-;X;S./_4G\T>WKJQQ"NRZC"O7C)T#G*<21Z5N0N- >2SAN^=[K]B10%TZ0H1L1W>_BH M>*[=]:W4M!:YA"2C'3)X$NXA"RJL M:SN1RE,JS :^_B^ >D>CMT=1E FU>9)C" UI@'1[+*@P3L'K/F^]9(03#Z7O M[86._G/!M4I[RH[8].4@@O&&DFL7,=O7YG0&_5G((U&&9>V!?F-*#!E7GA54 M2O 0]4)U\!2F,\3)$S33J3-FQO=C(\V58V[CU_TF6]%[#R]L_^M\'%UNR=)L ME70C^Q;9HL#WMMN:4!].Y#1+B&CA!F:# 4<3]<@8F6]PY*U4\1[#M'-L-Q'M M,L6#RT\Q#E5ZV%MP4&PTX8B]$$',Z=FR:=O(/;?WUF/L)*'@M84&:BEW!T1%_[9&4#I;Y M8EX];YVP93GEZVVV-]T:RAL:!$_ .MR8>_R30'KE#/]J#9[=.P)%$DRJJF3V M.EN$HX=:,"A.N)'DN38'-PMIYO01;G\4=**_C^[#8W"'\\0O M@(EN_PY1N?@0T;@ 5"L@I)"CS$?4LTA1SV)>S4/L<7[@J2D0XN\XN[E0* MW92QR)[F M\YJ[A^ 4!N!BA\^*7;>DD.?_HPK0&X>? +6^!P%(7=G=U R'(> M6VFA-W[D-FZ?),\)5A3)J%+@';.^^6L/N@S T-2T1ZHSQZTXAM-RF;2^KZ*\16R#2*WA,N7&G3TY ;@? D+@H>53J(9%!EB@4,3CCD MY1]<8S-56GC\2^/#ZFRIQAO^;L_.Q7XG7.^6+;.,19WWQ['4U8<3-*,3K3\ MW)#? WJ/PR[=RQN/RA.T,HY:9?X&/SF0B=>+G =@ QGF-I$]KX98>#>LHK(B:D564.IJJQ.Z_1M\-2.AKKSZ+!FI2C-.KXAS0=!4(\$A?P> M=I%M3E^3/9[62.08TS#*"2E%Q&T;F43FV+U;;CAF=<5(DIR(.J;H0:JV1B=W MGVS+)H&V90"H*?HI/7DC+N=\UB%EUU7'&*

(&SLHQ1_9;APW1W0T5@]WSEK?0_M[%A9XAI'\ 37NLKE28GL ME9WB#G0G80_R#;4-)"D>1N2Q\I"E!.'%GA)1?
*CC/&L/892V50RS6BI)RU36% M/6LULN4(I-%D+&LG1P\QNT$9((,V]8MS1H2/DJ3_:!%= 2%;LH&]LPQ4P%K M%7C=$\G^--2DHP]&+)1'] OQ+/+>44MB,/6JFX6*]Q,SZ!X7>Z$[:544*S'O M]{UQ+=I"A %,%QX5Z'E4\'O2TR'+PCFEW;-R&>C]>Y!_&/&#)L//="1I4Y>U?HW$_?*
MQ(@#&'P E>5IQ<9=]4$?Q2.M;Y$,5:I;^&@O^;^-#]II/I@# \1W\7D#M04[MQDE:,E'VOW_\YTE2-&C? "J-=7XDR+L2-*
*&O1**8A(0TOB15E8-"EM4KB)165[;'Q#5T_;O3?9#S MVC]=<"FEF)![.>8XM\Y$#VI.QF! M*/9+YIUC"CDYL^$TB]0%44E"_\=<)CX;*
<87BKX_<;)-_1/M)X-6)VQUTC(6= MOR>DN$BE2AIJ_!8<)<=^ ,\Y+8Y'C^CGM UXF>VQ3DL6^G!+XB@2X@C! K^K M(?/DG?
*TN>,"/JF7E)/;]\$'YE9>RITEG3>"H+L=GY$"0YH0J./>]BP':)X.'_YYXEIU[E?Q&M?U5 M%6ES0,7T%-\$/)>(, WN\(*1$$%1&[70S9!/S9NR)=*
*I?LH,J#AEZGNM[S(7^ MAHW>>8!["Q#^5:M3H2B\T^"*EA]LBW;D-YL1&"?T_EX$GJ9%47DNV9.CU9H]*
MW9'W0U/"OP8W+,U'CF0[,X/I>F_"B'R7QX6^O%6 5BKNWA$ME9TOB@;=R 3= MD_3Z=
I>:DK([^&?.08B'C_"R@\\N_'<:X3V%'XA7LTVDWI"6 WGCW5//@G=Q M WGX[Z@E'H4##3UKC)BKVIN8.A%NHV-
*OHWT4SHH'_!5%!EB6Q0RP2Y?,4+FR M4^ BTI_^?_N[OZ%<]*SZB!GT&_N^02<_?S5Q*?'[> M?*
G0MHMCQ#+_MTC7YUQZPF3^\WI(>S[8\Q"@7?> N.$X,_'Z<0>%,3:K+0/1 M>H^1+N)G03^]M.BB9_U<(?DFMDFE4H^V#K GX_S9#?
 # 'W;.SG8QR#3' MF9,__\G8^GZ#JK5/,]V@[FSW<3R%"?]DFRNL_9SUU1ZRY7PQL.&4)-U)A+_^F MLK\$F7"7$0UFZKISW1FP2>PB?
ZKFDP-2QSQI:SVEAY5+-,UZ3 M!2VHUK?GRFV0ANT19%D-&'Z36E<02![M-"B8L"8/V^&7O^)R"++<$"=")$(M6NLUY!X"V"GI^K8,&]Y*
*H&2%FI"@S#E(C"V+AL> Z M*7;[W\6_![G4S9S:GR483B^)GH.!H^2/N\NFM>FD+V#Q$QN:X.)XB+Z9^99W*
MT4Z,U^BPDZD7_ZXOP'FE1.A1=D?V+]U$X4^@,XJ?S5KQ+5F0C;IS-]U&L>Z& MC1S:"$&ZDTMV^#U.@#S,-DFWD9X/7J=V54QV-
*GSBY&Q1^LV["?CF=8*QU\9 M)UNE=?QB4Z,@Q6KND[HG=@.%N>+08N%N#V$U-:68?;N MR]A/$W+85M@7I-*
*Y#PW_@*ASZ[OF$(1M<_ZUX(>);JK_"9X^5H_;$K4%RF:@Q\@5Z-R*+%644?S^9ID;PYC2[C.YGUGI*32P%L MIG8P%^]SQ5O)]C7'-*
*"J($!%!RA>WI%5#[A,*4;.=1&21Q M!(UA:&-?8&N50,FZ#:[D]EQR!#M\/[5:R,+I9W]YBLGYVIX9D0C@V+I ').B=L5-')=5XG!&[584-+*
M,YI/^1/]=3Q?DDD]&7<1=:X;.S$#.36N48@Q1'#,X"-5IG5QSGB=R#H!& Y. M1C! 9E04_]&_*V T>M1E?91N:8\P#G5:M5$0?
+$6:^UMYA$_;BYCEN2?2@;Q MX_MY]P#A$F9H9;-B6_P0AI^)[3JGH[@\C%>NS;5:T&_U](V;^_N.3]_'>ZP MO$!WTU$/;B>)C?
^N(,..&"1"M""^"DA.?Y(^#RVE)^Q&NXZZ@K;1Q-U!MB_] M#]226PK\Y,-V[H'5G+RXV9Q/JO^W*DO E'UCR ""$E%S%:M&F:]O^%P"Q*
M,>^R)CO7.O7V8'KV,A-;!%=+EMI#:?$A>+L+1JC65XV\R?-]0\<3AVB?C@GE MSP#?*,?H6Y?-*
FMRU[OHMWVWO[M=:XQB$15Y9!Q$I;LN(I?"6]#NE6/'5T! M:ZYCHZK34W%#7HJPT_U">R'+BEPVEV]IF,D[5VW? ?O4W4MM"
*(2GFL2W8$ MX3'>'I:$.PH @N[4D'U.=V7,+'S[**:'>2>8YWRJLS];7DW?UD%28-;EI?jP]*B..UB)/)GU VRS,10XXFE2HHWY)XU.^*
/]JD:LGX M:<4W%;PZ#P)#/%5\MBV2GNV74:[N?.&[MF4GQT&'J1LJB8XOQN\WMLB=P6I67D2F;-L-K2XE Y MTBB0_QN]$FO__?*
O#IM^X>7E<7.3!TEH28^;)&DE*$N,Z\'E[+$M_8IP?[V MWEK0.>'OA!3-7Y9[^$[?FYEFZ'@LJ@RMO$)R72\YINLJAFLG<"B45O*
3@G;K>"1604X MB[3@KGM4!SF$9DZWN)Z4^UOT;V1A/V28\??O.I8K'"GGP3ZWXZ3B_/96((E M_V6N+@%9UD=5)
<&'MZQAD7@Q4:EQ[OC:755J#;I@'\D@E"=M&4\>$8.'QE15
ML_@"R,.77SX0#_"7X(_@D'A\%SXO@>Y"5@AMP0NAGC\=WNKM3>3M2F0L$0WZ M+HS=OZ6L$TG6'%@UV&NTS$""8\BIL9-*
*%=MUSE\L<%+!V$JM3:LR\Z@GOCV_ M3/M]S07V"Z!W+-HP:5_Y[KLP@ZF_,6";NJV>X8^^P0HMHR49LV]{6-\,WS:" M>V8@=&H]\Y9**
(YYB:?9Y ,4^M#-]]4P(%?-[='C(IK]KF R>>MITQ>4CMP_M8[<<,9DIC!B<3[+64,A_: GOQC$XSZ5.M1&V<'7BDP%79!V5KA"Q;1]4G*_*
M=6^G-.S7Y;_S"Z[1^F-^UA'W#\;30!&[M(5)/6[H9]PA[-.'#Z3;D>HH-.IO MU=U7[?=3/[K9FD
^U$"TS+FBH.]LGFLDTF>SC.KO[_N!!7)_=QD[B3H=*%MY M.K["<-YG9CUVMFL>S]R\:;$1"A50>;N,8\W^F%M87?)6@#GK]FA],/?
\^W%> MU&H:\)NKMS]("O=F4SUT7[JAQ')SOGNL MZ$E-+Q!9^#\]9/ M/U%_YY:5^DW'<#S:IYPY+9Q&7N
*^T5MCKALP1{Q@"_YU!O8$)$]3:EC),(@& M\50PP%;#W_OZ&?J\,O;>'?1*BT<:N#CSF9[VL?TT:;P[5?Z32BXV]P^:=R& M3@TZ6Q,B+)*
*[<_EN82DLHD)5R(('(U0'P)[8=,>C-,,*Q+4@8"?38MGF2*_,M8FBC]NVE0C:M-"A%7$D1FDD,E?Z8)3"-!N!_9D.1,U MJS7[L^EQ7X8-*
\2YN]W>4POST%735.J7;YATY/I-U_1[L@9VEFS)4UP",KVR9\0+^\9K(M9FG]W M_$CNM#O(6T=[&EK7]PXL.^-\RD3ZQY-
;Z$1J8)EGF,8J9OL'TX%;BDJ0P0NT MN_P%&$##98'YD?:)8VO8M-\/[+IGW=YE"B6?5')LM&CF>:-D/YR#V>8H,$$BK(M1D7RH^L3>.%'?
SL=[@!>XEFM!>F.DPE;N7C_2%V'(V,\9J81/Q$S%5%E=1&* M2^]T?0,^3^SE##2A$;J2ENA.2+5Z'N+FM@->3Y#/_'\K>,BBNH.T6'8(EP8(%
M=PCN;D,,3QC> ^M6W6K[OG>4^?' M^KEW/=6]>]VUNW?U4_JU7&_9XGCNS?Y0V:6XW#;VR9W==^O^OP=@/=3LY\51 M1>?
SP>07:WWS\$)8&(&6G8%0_RYIGHK#CJCU@.//LORHZMA6>GS0OWS6V08 M@N$] B_X.H-3O'MZ :Z]"N_^ ZQP=2&21K/&]1P8?*
*ZA>41DV(RY?J\<+MO=[M TF$-1>E5=@X(OPK/[Z4".H#>,4>#*S]00W+6 MQ\,YSQQRODYG;W7.ZU+G0HL&1CF:?Z3_^%.P;>S8RQ7DO,*
<>:<0E"^0OH$G_\ M6JAMG4Q^K+P6*>DOYZM3-.=S)&G:OVI3D*T"""$?21D'H%J)T7_;S[X?C7FS M>NY1(KQ0Y09Z8YT^PV<[.6@C?
*%/.\!9D8MO@PO&-%]6'@XQ'R9M2B[&C02,Y M;'.J+W*1'(^;#>Q9Q)B"Y\CBMC(4/XM_(6+,,[7)LHY0?1.YJOX;XE&_RZ@*
*M!,BEG47Q@?/UZ:2;I&%/3_)?@(WS4XX$O I>\9K2[T257I8*CXI-*H*F6KAO M+9R:%_%<*'"/(M:?5;(@+5B[":=*
(:DQ_1;M"\)E4C$.):MN*HY>X#WI:\N#Q M*#(IX;Z)A[.6);-8*]!*XIFM;I]GIRUQ%.[S^]F8+1BP\X+?0J-,?(/FQ*#] M419AU$^VUD-
RD\X=4NLKKC95]J?B'JF2,5:?H+D2RO;I6+51$H=68]_W+Z : MJ/VJZKN+73;9A(]@&81M7BOB=+ZSN7
85CRX:S.Y!')39T=/8M)R>DD7E'A; MEH3(.<;,.K$\VD5_)""<'MJ"F_N45JY8GGJRXE 0TDNP]%+Q] ,UJD!462VQ M[D$[_O-J>BTU=:P^,OV
PF!?,SVK/=:BT#<-;M>RU_"-J6=T)S5FQ,$WMNB@V718V^L@T%*U7;Y MGK*UX[=#FU7I$4DSY@THY/K5H[4@%HX>+*
[W1DS\B6'AI.O1R8LJ?6^\4>O&V7'W)#"(>1@KC=5!0[V# EGU!$JC?^1<^ M.&XZ!C_3)XMRT4_@[BO6M>)"-*
**S&#A^3$:RD):%:9B0O4"_DC]UDREPC M'+:%YN^S2_Y\[LC6^_;QI4+G]JZ!7HOW5^,@I:2PS7<97QJ%4E32-KR"S<9> MKVJ-*
*X&MH4[[@;?'41QB<[)3ND]3 !%?*7?NQ/5_0I#&P*1R[&\&;B7A]7/]I/UM9=N.7BKAHP\H9O0>+5DRBQ;ZG$*
MYX/WLRF@%DE@TX8$^;']X'"%L8QZTYH3W:-CN]UH6)N5]-O9?1S0G02SJ!) ^8 MT;@^6!K*@!QL;;N)+4:NC9PO(5$26ZJJ"O?
9U7D^#C4S.&6V8I+/T>@S[>J> M:M$3R;'[D(I4>_3+7?4Q;S/FS/F1=EHHM(P5;%^U M/4.@W0;F=;&BTKGR^6AAP&5SM<@@/-
*@9'SZ_=;[Y'*04DTUS*: XW"NJ^G>LS06%..<'-ZJ9B MH$^M5S'?*Z*8"+U=E2X&0?S.3QDZU[SPT>36A&[5\#?LT"Z S'/$*F&W%0C M.)*
O4$\W09O)0IW]"@[.7>^_[_.@MOS?0<8YU2X,4A(._#,C_^Y1NQ2\,O MB?JR8&7CD619!'5*5QBNJ@P]B7;*
*M@&SQW3IM046#:PGM83@HGE,AF]V($+)["-]\# 9TEL:?HVAI$<&((8A--B; M=A/T4O-;'@R)V#,?+G*4>N?C1Q<7H?OXW%Z@PD755&*
^J%63<^<\D-7%<^NR4$ZI*K#;/)^%PS50PYVKN5 MBPNXOT'C6]T+W$T3QPZ585EF01M@L?1OUM=2T8 TZ(_[QIB4,5.0?
*JOX7@.)3QD/3HH8%9-[3=9XF MR6,@P,77;JRW90R6$Z89 EM7G91VS7?*BV#K_)\:9K+'(_//81^07>M9G[JS M&4)UKEI60J((2 N_3R9-*
*R2V[Q)3_#*4ZJLS[!O3H> H%4A[JHGF;WQHRV<@4 M0DN'2_X"P K<#N]:0TQ:"!1G$]2EL1OO3>M\!!^H?(#GGM&U1D36\J4'PO?Z*
*M;Y,WV;'CRRM8UJV_="V.%7F^O/B@OY5^J\""VN_C_L"&9-YD_MZJ6'%85D^DYU]*_8:*'&L|_\>_\>^!J"V49]61%3ZRTU MH_#NQ>G-*
D8Z!I8J_]ZUR.+/.[N'^)!LL"N^'LV:K_ .^CRA"+;T0&VP$FYS M7_[V;J=L/--7 M\]TWV16A% \55BIV)5_>?)[\&-*
&+DZORF]>P0QK@<^GU@/7(V3;)>34(%I0) MG9?],PG>?H"2T87.[9R:N#.:C1#(]59C,D2ISW=4@WI65(E)$N\WF24I,P,4]
MO[+D"GNQ'#T<-A$E%\,)/#VH-Q"JGZR_,3%7-_KRD)=#PN[YF3NN3@DP:?5 MS;QO6^DO\9@7)M0?;1CQ\-*
C>,Q9<4Y$&$/T7.$OANW.C927X-W%\.74OMA1^M-[9$++_HEY$;9ON&PLR(RVO$^_BZL0E1]$]&CR=_9O MVMTUD&
fQ!K1@A<^P4(EKS3QS(8 IZRLD:O."+4BW+ :E[Z<.5<6^U3T$L6G? M*9_U$XU$D78W74@S!',?3MX!B?
*=N3HD$P>';ZB,Q]3F8FO:/%@K3AU$"73^SIM6L\>/-INL)_G,RI?91GQ62KBWT2_9 MV]JG(PX[K YH-G?">H<=*6&ER(>-*
*IZ2]F]@0AU9G4X..]_UC\$,*8 !_*,"G MZH-!?\:#FX\ 8BV<]OPD.VU+I,XCF]0TZ.&%,>TE*9M$9V9>XF1XU4>D/ +K M/;*AZ+*
*Y)]3!D3OQRXSE--49W8+?+/4GMD!Y=ABV]fQM%%,9GTN"A/\-Q5C(M_L^OIUFBH>]X.B%7(-*ZBK^'@'&7!=@3[0/>CWFAHR?*
*8K4*D$V=DL/XIS@0 MED/1,3NEVT^>4Y&K*WUE UOF%?0^VS3-WZA3QVVW)(PVP:X]R5-Z^_?O2C;) MCG-*
EQ3RR]Q/U7[U4_37V_HYDET%P'M?08$S'E=76 PX/Q%D]_(TI+5.)6-D M+CGXAL<0-%AB\L0DK;.'6/>/)Z<MT M6_CW*
V(@7]&9[N."\,W\"#]:MXI6O75D2X2,1ZU3>J5='>@,%:C5L"?] MF7C\@"47:(BQ_S0W>.B+T,2H0J_1@SG2G'XB3M!'4."Z-!TAM2*L_P+>*
*M^IA5'=[,P6.['4HLW(#1%!S%*I-?O$MM]+53":)2H[Y MVEC^)GG(V$X*XZT?C]976, MRVJXE=XNWMXSU=;.2P)@-O83*79AB0=?*
*5XTKK/X./<@DG#XH,\:?6^'PQN%H MH(I:U29KD)5A_-H 5UU>B'8%%B$]_#=2EY92)NV6O& MSK@PE\L8WZ?2YT/;BUZ/33) ;*LTM+*
*[:=':Z.X!,U*K5Z-H_=@!]/-M1:_12Q]7.%X2@?3&R2=;XKU(JI7L!89"C^E?)Y.FFU5NSATH?E2V4N?YCQ3. MNTMZ?5S1-AP*E4:TG3E0B1?*
*0^2KKL7B]\.WOV=;Y=VH0M\@)%M(!XCT:]+]J= M/\@/Y_=N\\4@HD]R?3B:O//DA.G*S'/24M= AYCQ/0J8T3?9):CSDJ0<^_M%X:(Q)*

(S[)Y$_MV7)*=3LX^]TE>&Y"__N;\]NHVOVNEJ8X^!&Y^N0.9QT:_M..7EZ"":R#()*=Q5)UMPPET*Q\[%IL3U58(CKY7=1P-BT(@G:__[,1Y,A3J$_M^S5-D.&[>1^#HK=_D+Z;3-$^:N@U?SBC)X?>_2K-+'U#;-EY9=M[GA)^*MAB_M8X\;SSE:.GS[,6*.8+NR1&G@$OU.NZ3RTO!><6TLO:P:0MD1.+7%1TW0=HT MT[\ N10\2MO(.GV^=2Z/I($>:B7;ZUJA<;*-,P:HZQOW<*J:!!<,[V^BL#HK M&IS/IC_T!HE[SQVX+45:,WKSEMWZ;')G#,,M9.TZGT-4H(B3E0>1V"-K2.!:LW$BD)^U6O M8'VUB##+J&W++X$4DKYEY/WC&E-%V?#S.U7&M.3M9*>A%:(862I9M)NR>I)F MNR_@9.'X?-,SCE,/WM.1->CO WC25<,GL5H&H4^+B=XKRT%YG>M9+_M\G;NLJYA83O$'T+WG;>F6I(4OS%G$UND4DJWL;D\|<1IZ#M'(FN:'_JYQ+4Q MA@MKEYT'JVJ9)G L<>SH\IU"MBDWCE]H$V-WG&@6@9?BY%!A M5M]_ ML2CE1\Y^R\Z<$H=8BG(I1^ERC<53B;K.*+E M*DK6BNNS4@HSQ@1-"P ;BK]_GO/VB1_X1FDH]T=&IXF@)LH8-SNP^F2TOH/(_MJ3*+(V4JOEZN (7>9*8T1I;26WVWBJ:7O& [;T_FST.8\TQ85*0$ L%>IQ/Y6 M\&,4)UE+^SRY.\;,E$S.<0^CPHY/Q]A%]LK6@)HQ.Q44? V0W\]_Y3'H2V+\EHLCSIFWBE_IO/$#68V3&/P9WAPKP6FI-U"1C1"]X\73(_M?D)Q^#2:$-*KG]Z-GB_*R&B?,N)L-4EY5GRR94W1Y8D6!NI120#%IGU>G3_T M/G/->P#3\L88M4T K[*(7FX]BS6YO(%FSOT%=-$_U1#^76(&\^\'XFPCJ0G?N M^^_IW6G MA$>%&3+L/_8T)?B]_XP4#*49>0:Z->)^KT3=_O.&S+U13KSOE3/;Q_9(1+2R;_GW/[EN5$64_M7[5Q]7=OKMI)-UHVXVH3'//PQ(<1]T3\U]W2JN!^U2/N,+5/CU@-KVVDY_*);0Q'P.O_!\V0<]L>7\!H74(OW.IFBL?JX<$?X3&Y5%$3/RK$X<]J>)-+!<=OC MHT.6V6AOYS<]&:@;H6H2@F;ZRIG\<5KEKQZOO]^#>J_",_]5_^D.5HCE+(" MD5IGDT4HCFKQ&%9F4&/>!"[B4[C9DUK5$+EF((8A]6Y2)H"\CQ^1_AMG6#ZB M,X*19=;FB9HS=;Z"^%J:L"&K?6*I1:_M5)1F7N(J EY<(KVGU>CZ[ZE?(8I5YX'4/DR(T*I\13=!13"7C<#""7AT=CXG MBJ$T*C,4E,6^XXCYJ(*H;\O3AE!PAZ_2QVYRA[>"(H-]2'%GT*Q1E\+U=EL M)[QI4MME>RPL.QZ'XW6E%T<\,DE61O\RW$!)^+C?O)O"P#26B8&7FLH@*D%C_M>U<,>LJ\K@!]G757']OX$28J7_]Z-$RWK:CEM*&0)OH*D"B1!<,DT@\5_M7!14&.3VOT/GD=!&;J5:3EXST,DD3W_M,O\+J%:CP;$FUPJ3,'/-3W6+S, (S:\6*9+>MYQ^S:HI6CZ-G&F23<;J#WOQ&_M0BL@*9W^6_+LVZ+!^PLPL:-FG'"#(]!!>K._B;$,]0U[QU\7@4:^Y:KEZ/8C'1^4 MER'CL&;J:*EO[N-8.(87E[+")71CHXE>B\NX8&O&-$I@:S9;"F!_A9_6\._M@_QM")KP5D^\,<5(;0X[6ME@EGK*Z](0-S_7,2\Q2'V7W2KW])%8P(Q-_M&IPCG*I_@5CBPU567L%J#&?OPL^_!"=ERF0I[_#F[RO??]G':DZ=)PR4$F,X-%;->%B/$<56Y_(A6E_MQ'+ (8T8&-'I3A([^_<')PH-I0])EJZ>7^H(NCO?U8>.=_M[QB(*$N4?KJIK3X^N49J@U;6)9*"C&@CCMK%&P]6]\&KHO:],"R7!T6O@U.O M)W6F^@6OJ_97#S)LX%_D'1QN_M21PW3RT<[A2AQW*3K_K5A.X6>RCSW0\INC4KW-+K:L!(?>YG,XN[\XPJ]8 M>1TB_5A6,79Y6=26%FREXIE279&*MTB5]1*'>GWTB7+S%^HO7[Q\4SDEMMGF M,#DAG)4H0< G82:*_]@F=%4E<3X6+Q7\R+X1BSO,KO\78"_LSAP_]O.ULY3_M'JK+I+2"-X^R'5HHBEK06"4I';J\"9B/N-XC$RERZE?,'MAG3OV9,'?(M0'Z>\\Z9UB2)K6?Z;DK[]_&@-=S!G@GNQ*1%7#W:SN97[,&9?LBD837@M7P3_M.Z%B@0K(7@95PE1R>#:& <;>H1#8;,_;=@79Q14F6U8-@R5HMIY&_MNAOIA8._M+3^V^,)#0,27-TWK;68WKDVM,Q*"__CXRK-;*V,\)YWW#TVGA1M[V78U.R:Z= MDY\CLW@*$C+JBV5\XYA&QH3QJ2ZJ22W628RF4+EE$LS-C4+O)AY)--8Y.C;E_M/(,ZEW=_9MIT3R-JJ^F1S3_)^:AV? J0=IOP[7>TY<5#;0BVA$!?;/*:TD^>J_MU%OCZ%#3N8LR#E;FUH??&C^-\86UK#>VK(U/C$&2XBT?P_M*2=IWJW>BJ#;=;!? VD.FV5ON_LL[.VIIF>8E2]WI:YT\^$5;UTA]&;(^X+.$F+9NKUKL2W$OZQ61C1,YCWJ^M_M;F+B&O X#PWUFBQ>W_PJ3G#"G<[$ZV^1)/R_(5)_MT2_D!QP>=2=I1SUO+:.10_N,K&A7I0+X(%[$PZ[G_MRM(Q9+? DUT&"H9<*C$/EK6FB3$8.K3$@#%7T2#7#;5J7E0"]/LNU=N4+..NP_MDR? M(,Y^ZWRAK1%&;4D=Y@-.7_^/>+^#R.)LII5AG]Y0RFM!C_'U^B3R'TW"_M0+IXIX\4",'_!!@IC4T+FSLJ<_]GRKIXHZ_M?Q-LJ'6"MB':+$+4(1E5PR;STW.1!OC:_8QUE_OU^RE4O/WH7Z=:43P,=&6F?.N806(H\.-7KN9>@ M7+$53N!P@HVY:*^SP%!D.9<$/7NH7['(&MH8EA<5"W?;>UH(EW9<5V.?B"GHC=.C!MPA06Z$K=2GX-)MC5^19.#V/.21JD*SPE1 M(#W>_AL"P?%W$F_HT(C)IS^>2B&ER"G]]1,T08';-R)Y[VAK"2NW5C1[87$_MP7[\OI#!SM+'XE\?;XLP8+]I_8AV30NTZ#W% [!G<^L7<2DP?_M.X_MOT3X&#FIQ6Q!\?(BV%7_ER>U_R_*5H"='5SR!YJY0'-$YCC[<"GGZVRYW\!_M1HF*X_\F*HFC?(YPVF2ZEM5#;8(O BI-[O(K"I=VY2WSHL2;_\"K%X1)J-[_M$F;[U=U(]>(!;/S?'+P26)$!AKD)_RPV_$8*YONDWDC@E#Q*S6]/"VK?T=8*_MX\?LW4!+_+.2P$= (\7'38;_Y8$^>2I_M)?"WMQK--"'.5%^:B7<47V&-W?ZHFA^H$?L+T'4GTEJF(?K?)6[7^B[(FK6]!NNXXB+F7/+7KQ:(6QQ*3N_M#]Z_F2D# B8>7E\7UJ8*01YQ-'Q?\B>#XGBQAY>_C14E8^IG#D6"M,4EN[@I_M]ZZGT9MOA^F'L'_RYZ2@2P90V2:W%56T>N0PFKY:S)3#]7-- _!W3:=HF<]8=_MR?_G6!7$2/V!H9@X\A>$S>OS$IC_Z2^_IS<_=VO^O#))0U(GA5TWT_<:,EM"_M=6CZC]LQCH, 8(4YH)UA6L4O1]YP+/>9FLCY+2N4[O2N)B>K<(!PG:14J'_MY$70%@=@A73":(SZ*Z0WJ*3!"6^_*P!0J(V[]D0%\TM(*/@DCXY=4^Y5J*/ M=\++V6C42#!'5-;8^C'H0LZ>I1Y,U[2*MDY'U&KBE[T_M$7G&[\\5X^B@:N*L_/V&=%^:LO553;?([UEV^4P=^_MF/T>\MME,UB\FV!!?[FY? _F1KL\2!25;-S^7@T6?*IU\OHCWX"<+#-7J??U_MEF"Y\+8OMIS#>O;+PS&)]V0NQX<_M>UD9!U']"SA)H8A3>%$Y'+A. (G(J62K2*E@F3>$F?^K/B%4F!GLS[+.,<5BQJ-NU6<0D257R3)..7206:/68U5WWFA[(_[\P7_M8Q*_6.384YM6JA0QOZY8_'@=Q-@8SQADLC&,$#U?@U91EV>$=?&B<5L)V*DP_MOJ(U6B;([^KU;TDYX7'X+)Q-K_[2W:?!WXS8R%$Z_]G&QQI<<;+8P#IV+)F& <S+VA.XF,D=4/[%EH'N]4LRQ:UQ7#TRS21Y9GPSKCF4T_B>R_MCG,H(*K:,ZT>,#62N6RK\UW6'@O9E=SL7 U]'X^<]O9OXY*=F^OOTSQUN^_^S&!<#K@'1OV_M<%O+)8)OURJ()=&;,B>)*KH9_I"R73#B7]F$D+DQ<:,WMO7SSU^"RYM]BQ<) MWN,_]?'),2S/-T'*UO=Z<\AUB6D5$=7?KQP/B=AF7_M#FDP-I46_EFDLDS;BB6S\TR^=Z-Y0].MW$=043L'YQ!N$.9#C:Z\R_3#(0.C MWDS%QW\!KIN6T*JW/NH(SPC.@K"1='CWB4"&[]W1=F=N7$RP0]>AW2B0$HEQ_MN:E4Z%^\X)M4N=Y @E!Q/$XDNHHR+$-6P]^/[LN9AY2%-6.D%>CH=FV4=?XB_M44F_V-P.&;_W?8?_V.G\$2G>/%_7C1S19.!HKR[7_'X]7?Q(71S6IRW!14$Z M1P;7]SM:V&VE.9?:6_OR6-WW(Y[&*&,@"80BG^=Y&3(YIM],,%2AN1H0=UG[_M=/"'!>$V-.'^_PJID;WA4:X4(N2#]^V623OG4^\^6)+ (L>ZGUL=UKL9!!E3CBN02:+FIN!RDNWEIQ'J%3MBS@^.<_M-3DYV^D^%:WUW="\9IP\)G>S<7;=25JY]"J Q7E<]7L=:3=8NU06%BQ7CFV)_MK%^=J)"('O4Y7^'"%ES=;+H&PLE_.H.H;8+]Y[))B'A'RA](UXEN(0,;=.N'_M';&?4AG^ BR3L_>@0C)K$O:=%*Y93;O5*A["38ME%LI[01H5@F70:)=;Q:|_M_;9U$:(%_W=.#X'K]X]%362PWMPBG5JA=J+G*=S-#51\[LE*7^K.@3] [WREP1\%.'_M=OX+L&[(<=XMV([+EEL,50:>;DH>?52"1VS0.H:OF<\|'CEB1<8_.PDVMTON_MVAT%?@S<>8/'@3,)#;V6L0J+X_U7.LP'6? >^@=>>B.T-/IGQ,[/=FY^X%Q&;_M&JU^@E3:DAVASSTUH.-=PF6O\KNGM4PAQFQ^;L)%TMY_\W$6R/]K=BX]G/_MMH*CXXO!VA0* <1F15]]H9E/?Q._9HS41L$=&'C+.1ZFGL)T@_I]);&AL"+RMQ_M+>0&4?2(M_M@@3(21TGHV1'F%_? #NPI;U@2EEYC=9O]GC7PIQE%^&WIS0F"YAB>DV.SX5CK_M?-((6$"C8^G?_&B8;[])Z7*F+[23BX-O?[5-C+LCMB^M7_\K3$;FRZZ3RE\ M$@@93XX:<6TG':G\[0YI]9"0_U-68/>]+RS3_C:X6SF:Z^G>Q4S%@E]3UW]]_MMNEX0W!<=YYS,Y[N669@X)LS#.<- O;AU6,E>@+49<6]UG.S7+R$]"T@&]_W(_M3H'3N\?;;,=+?_P_99[<_L0=B[A\<$5PND4E,A6'8)3LRFYS>_H#/WRAX7?F_M/<7)- $.EKK.515RL'KP0]\=YBBJE^E)[*SY[>7D'>/=Z]^C8=>Z;N"U[B_PR_M["^_,&%NF0R-]7EDR=EUV&%K[_ZHTE Y1HZ7YY+1X[N8WOA3M7TD"7_M5(?O@.+D*Q>%'6%*,0R)QS&7R[X_VS'&>3W_6"VB71)NI;A^[^J#PXZS"<7&_MX7(6PB1&E@_U9? _H66+&6EYJ5J(M9BK%LA5P9U9P;90V(8S#?7-.*4^(#_MG&>:%I2[>YA8EAU2"LMGO;ZF*IM\1O?!]2=9_E!Y-)%:*S)F4N^_LT$U_H#Z M%T!=!49P!PF>D1TF:\)WXS2*QO$^U5@Y_K=.%%GTZR>L!H\&F=K50EZCTF%_MQUNG._];&B?;9GKL>1E;^O=F86N?C$N0? V!$H&,$GZMG!N5Y-72XTYXRJNO_M]W7.)E:/1EJ8&@HZXA>J_M=;75J:%\56^HW(_Z'1OKXMA?_QP,^@(524!L&+_MX^K,M? (7P.&4^=BQ"A.X6'OS/%ONGP\Q7T)W/.[96SZU7!:Z^PMX1P0>\[#*_ML7VH+2^/#:I>GM1'[WF4_\H'&ZP[;[@)2_#5A?VC6Z"Y_<5_+%- UYK8ONQKH_M+R"XYYD@37J9G!YIC7%1$&H3O;$.7B[T_(;_0O(_MK?,+'?^6)HDRZM-6Z3LN^^VTT3PD$:Y_MDSOW]*05G?K"7N^^V+? @JT)*+HK*+9X'|7W>SW[8>F8]_@N0X?1U:F/O:7_]_MB#L+)$1^$JHF9F+VLU5GTPS,$S*3/AP2\T%$I:V_3R M^129'SW"K!O4JJM[3S>C(NW+>FGR_[UX_2N8\2.4BQKMN,F-%$*#V:&L]-T'/L4Y6%ZKT'I>99Y((70Y?7(UW MQQF^XF1/2G5WII57CR"WO%954+3N28W-[MZ'F&XRKE7X[LWQT._*EPOJ9BZA_M*]$C/'A$!H\> [35AZC%@FJ&9W/:8H=7>NY!.TR5'VR^N"8*_NP?_C8E'1GG_M%KXR__3E$62SHE1%>4X3??TQJ^4YK1T7R=)H?ODB#E>.ZC#3 MB,.A'A+0G^;H217=V%0'L727#TNG9V_ZX=_ENHPAKO*4'[.CYC!87W_,7:+I_MXJ2HX0C[M+1?19"Q!?S==U4W=9P_^S5K;GDAN,39? *>"N4I:Z>(;75LO1>_>_MB^M#=E[4?$ZE"OVA!H6Z,O!UIC$5^/Y,1BVF$IN.,0E+.KY2._9AZK(.,%;?_M_-"*M_D+H""_/Z!_'@^#VGU20.&29\ (&&J>^X_^$_"+*BA\-$,!Z":YZ7=R<_M#B-^"?$STO"\\.B==F4L_$P4>4L1RRG51XFIQX75U\U:=H@+QXLO-]IL/6&P M%J3;SHSYY$ETUDK%[&R"M,N74EI:XE0SK!8)_.E"PSF@\!*KL)N1*DEN^H;4Q_MV]IB*UTQD(B_TV+8F'J#-V_NY2:,K*S$#^^7! ([;\=;.N63(+WV/JBP?$*)%_M=]Z'>:.?(I5%\YO_,O3)FNERS>?#_M+?66>DY_CRYUZ==-["$BF#4WUR4Z161M%_VY(!0#]K]U*@O7A? TJHNEG,5NQ_M^HH";1WK:GG.*\V:FD%QAP\LIB,\!>#W;0/ORH_62-TS\-[:BH%CPM!'LW-^_MZ=E,@3@G9>+WE-5L0T2Z)!XT. (.QUW>S,^Q[SP6WN'38Q8WWB_M(QYCWGO+[SZ<+C1*!=73_G'_2%@F]RQA^NJ9.H_P(HS^RY3\=R"WNL3*BS_M;I8L^*J3S\-[LH)Q? K[H)&9VHISE@&'#%?3N7JV75?U!9D\VITAE08S"VUF._M@-1S;D*UW3[_I.5E:.A62[CV&-D+QQ.\]$7*^X;J1$U%%DB1F0_M*-? 4N6)/_F$;3+UEKY21P2_KQ.X/7HIR=/=L,(;P#;%]M5YID/32D])UA_2'_M(")NV!^H&%2KZQ^^I_C5C[NC+Y]_XN#8N%#WZ;%\64K> <((#M2F(_DA%O=Q#_M5;;ZM7W]+Z",Q.CJ=:.A/.;J.KS=()+B:OCMFZG*663NC_ALGE<;B>9I,UD_M^_6HSS4";[.]NF0_<6"? KM$64WX#%O!$_]%ID\5LTY]X^$(UGDBV.*J*%B!&_MH%CYIKDB,-?8[K/.\]6HCU^AC: M/IDYQ0$Q];4;]F/PT6T_UPIG^ETW7<%-5S\M55OL54DNS+YK#__VXM798+G=_M6HSNS-OTK$UK9:9,W6]3)\I#IR>\@%-WK+B? U$&,Z7"O&&H"IQ]U>OM6E,1>_M:?*-*0HH4,G:7;9J7-M*KR/%!^T'AF9O[#[O-B_R5.2AZ5MJ!K>K@]I8W]ZD(J0 MA.>FUL2'C$&.##^N43C:W.6>#0RUPJ2&OV0NE@QJASKN8_M590-6&,YV>=?022>*'I5A6";2>8/_M]3KO_[\\R@',+0#E)- [S)VAG,$!*@:8=W8Y$'#E.WRU)'B<0$K<:6T'1T)(D_MA5%"#NVP?1R3G#H6JQ5I9RVF%62=A]D^[=Y%Q@](BL(HYZ;)DXJ6+3BC\D/*_M!])FXZ)M$)TGR?(?\#Q9YDFP:JSA8&DIY\O2!N:,__#E)#+_^U*=$';PJSHEI_M?C#2UBD.H:I,A[.7#;OQ\Y2_M0F!*IY;R=YX,!T,(_.7 MA:,"LD$**)+_$F$AA/G[,S\RFG.1$\SI%BV#8SJUL*1O$;DT<-RR&(YJ1DS#_M]1687WH3YK3Y1U3)GA=D*"=I:3'R@2M.2(JU"+8@W;W+ (K\O6")=L[#:^9Q,)#7I/I%B%%"KW_3CIGQG#_M=6ZI,YKWXUDYR&9JKPT'"!1I(@=J#0%F%F>5GC#_!YE^.?S%G7N]1L,;V8.?M_MC>9Y+ (P?NC?]_)==2JIYC?&P+M5'G&/A44$B_*S!1$<#9!9T];&MQ=WH9^_ML8<_7O_06=W/<63S(]8@6HI)US@*1#-*

UI/2U69Q;)'_R/^J^+^WD6NG98?Y5 MZ67I% %.JRZI\(?WCT[XZ1J *81F,?Z_;B_V^OS)[KVQX64?8X6)L36W4 M&NB^VL!A/!/&-K=*
5XDS"1_W8V] AB&4;KO%QG(;9I-9AV9 \X,>&:N"@OP ME@\!!!"SSC,]?^L)_<>QY6CFRX7A0\&V8?;+=\|G2,SB:>'8 T-N3\2%'ON3*
*MY1R88DC,(M|(CMJW\M]<_\(0273="#N/L:VO0M#H33TJ6OTR**QBNVY]3PI MUEGF[SXNS_#D5;D$]$+5_BW1T6*HUROCLC4-*
LQ76EK(!P=AHDAM9];>Z? 9] MQ755:2[,'-4%U0)1QZ6OND]@9->E5IMM(]0,,_8"C=(K.SN/3GK#_MYKYJC' MW:K#
*4EHE.A4((' V]#OYQ\#C,LZ_CS9/%O5$T98.]^Y5^%D;-WD Z/<*:A> M$U*U)1@9,/5-HN&)YEE\Q)2H_$3>MM5!:$?N&5M>4!\?*
*DV62!RJKRI,7,+64 MV0:BX.RC,Z=.U&UYENIYLA|*_FBRL.@PA/V9-&3^Y6.*P,VP(*JQ(??/%IB=*
MLXP]B0ZREU,.5PC:)1PO!.'U1YNISFZ&]DC70UFKC+Y&%S=;Q W1$X0R4++H
M!XKM9O[A$/!T/#75)C\Q'#Z3K5;8%1E&21!78XB/Q!F,VHL?]6+^9Q2V\T;8 M MP$-O)@,VMM!JK#& K3JX?]-[7+N/3[B1F;";(90(51&C,(.
*MAWSY;8Z0PT\EZZE\|!ST>;*GT?72FBFH?.]X:E|Z-GM"B;?T{1HB' YD0@:1 M@<4&&,7 O=2T!L"CXP:.MSZ?+5Y2.'R,[JJJ;#"W*
+651Y04S4;4'>/^?IF ME2=O(EJK;T54XQ;>1U>!$P?Z' ,X[&*%%U=^![K_R;>(G[7<'GA>&55-VDH*
M;H)H/E/UI==V&S:S<2X:+3'HYP++!.1,D.S<\-H+X-GQE!8V^(#:#\E]6_=Z M\D2YN<#&M9=44Z)H7=67?#L1)]L!01/A:'3JX]D4BI597:.*
*E -04J1@0-# MT3(?T/P>4M)_DT(;7'Z=H5A4F\K*36J>RL 7R!^T;YLTWP=6[+DO:NZ&C4=0 M+)BV-B>?;#?4?GHZ?*
Z^27T01J.FI\/]4B#K6O[|]B^_5IMM:M'=SE_N+X!_ M^5<562-RT6%_U?AN(J##-Y&<5]Q^Z+$IX\]1D=\3(MY#7&3.V1>)HQU(8YA,G;J-
Q>G:!XV:U"[&KZJP$U='!)2_"^+^="0E4;EQ7 M>OBC6 OKGL\53G,6S"8%56R]T^4[K=2 FM(Z4+ MW9.M3:.+WY6V1N+N<7G?2L2K-*
O0\O;K>OTZ>KLA0#T?7J^+> V#C(MA5"EW?P>HSP\.V+%>N7[$;GN%QVM^^.'X%9O\&(0QWD"#&-B?\R]P>18-
*;;;Q*V2H+W^QOTRAGA MX:C%;[459TV8ZJ@\+Z,0HWPSN%C@-$/45W9C/JS.SBNW=0KLP)#NZDX+0=K(-M*
*9IN:4T+&\])PDZO.CCY?-E6],"DD+<-M">Q#:C T&8QEAMEI<=?HGO+NSF= MY*B''7!9Q=H'R(+T0#@F.L:;H&.1DO)6BH*#CL6_*
(OJP!6W";?:BVD,=/]V MHKVHN2?(L;/^FB3A6*DTHS0/TP@]A&J;6%.!Z0!HO-CT^=>? M)Y+.#'ZTOY[<:T[?*
5<3R;$R'G)K"%2DJTMPW2#SM'-OEYN61>BMW<'C.-,V5 MJ"Z/FR6U(ATW5MZ#FZ? S$9 Q4Q%ZN.AOP#?<4DE-FDD= -9:=YD\&[^A$!ZMNS7Z#6.N4_WN8V+S5'N(F=YS:MLXM@=+A&+E/J3^K4I MO/=UZO#98M35JK"O74E>|
*<+TL\8MSDS&PY<=KFF(:N9O;J^8.!)JR\PX?]@1_T'K^DZTHVY\117BYJ:F7@*S_NG^ M[M8*O_*19TKBTQ;I]8DJ4[OUB>HL9^%*
*[96*7CPP/R[C2#OI6#,M:G;=+]J6&"%>_0I 1(Y+L,O\C$? M+LI^4^']K/J$_@-$P_ID^*IM[>LX ^\8RTYU4._@XGYY5<.CZ$TIDK#G?-R1 MT?*
MKC>+X^_U#G _3^$"!!*OSZ.F]\(R?T6,^-7+@:Q.CA?+Y0-^/@$QLWH$^_MG[YS]9LZ1&SO>_2<.=3=0%RVX7<[81KUK+[(O4.7%X2I/M*
*)BG)JQ(U;!%0 MMUXAK;@;38 M./G N94B_\.'< /SYVC_^KMK>*B<.+OH6"\5;K+@7=Y?BT!9WET&*,]"!X@XM%&C1 L7=W6?P*
MX@Q6H#@,SN ^Z."W_WS/-S>YN=_#.LEY.,G/ME[K9V^?2RN6@V MF"Q?*H#JFJ)W!%LW:F3EN]X7Y]J""]JE(/3+IN_LK(M&>*
*ZTTCU3M,2@] MT=B"?VY_&XVJ3GMR%W_0A]M/9'8O%[M#MGB?"IP]4'N=N;^GRY79 "R*I=@^(AL,DMM; <*
*MOZQ=N,O#W.@[TI6JE*G]E.;@J* 6LQ;=> ^4O+X*[? &8S]4%S=?"SX!DR@"5 M&P=IC_5LNE.#>+T,&/F,#;OAH0L-*
*Z7U"'+X03$'TM/N.]KH>O]*M9$FMO/\] MSY+2Q0DZ[N(594U<5*T#GNE0,@=/^O@SH/=5_C/ .GEO4"/LGG<_?1>R>-]J M$F><<.*
(T,!%^Q%O0$*?FF,Y-RPPQ4O],J4A26X)%"E6@&R>#AJ7?\-N>>2>(M-!6_2.$?)BL:.-699EQ/B&FN_;]@-
O!5@7/HC!-5H!C(473I%,O3!O"1T";& M/WER\GTI5AN&,$_ZF,K9?=_YLMJ8\9)P>U$0C%_%P;Q&JV:,0H0VLJ^6)2 M?>Q9:.RM>!9NC%I
*K99*O[?),'_LOQ;>7U0(4('/,]"3]W;ARCOP%/G3%@"5 M#YE@97+<>>%L.9]Q2$6> 7W5>+JA.US9@N->+^(* MX&W"[JA.,*
(5T!!;IVS/#G\T%1R9RO&0>GLPX0UDU?6SW [XU$5$6L-SS_(O1 MUHF)]6RRW7=4S!E@2(;C5AY6B!)2.OOG"4J.WW\|CZWY6[.
*[V.6:&LU.XVJ:3; MG=ZE8WT\F!0?*ZDRYI0[>H2#)0J2P#!&Z.:5\Y5@R1I0"7SH (;C%*/DSD2 M&?MEI4<;"_^$;[MKP]PWT$GTYK#8E&>*
[XQU%"='# 4%MCCL+X$JD.^?K$VK M9IJSPOJK*!HQD)!PL,'WA2&B#MB+C\J? 9Q8NJ]>?Y@V7G% 1K.%%]_YKJ/*
M7RQ]NF5Q$+=GFLDH9.OC>SE,UU=H^K&A'@,?QP"W=3>+?5!D=E)ELN3235U\ MJ\F!AZ\O!'\D-0JN4 X

FB"HFRPCP"O.@_Z!(/6[\?U%E CV=PEV= #!1\XQ M$L,=^?_#[]7_EQADRK\41GO9+\9PCK;9Q2#"EVDZ:^PIEG3]#"BIMO0)GJ:G M[&1]
(&J/-YBZ#+6/PL?-GY:DG*_;7*G$QV#UD-RVQ:N1<[,!_J65\W^(%X) MUW+H#&&D)6(U:03'][: I@VXVMU'YN;K;QW(-*
D&SV1(<,HX6=SX+5UV+7&S7 M/\[23AM.]Y^*;FJG+A-,ZB3FM^*_=(0$G?4-S,EP3A!DM.50F_\28]@MP;K]B?([//3]A TJEUAV8T
M.I$9_=SOFWD2UX YD3C6H"K)OLH+\]^0YDQ[]RBG]5I:CMFSW3VK_W]B^O\, MF/;-12;'<+OQ[#)@GY^5!V44T&_:72(G_^O!JV"?
*X*G<1H/Y'G.%JUA:NOL> M']T- FZXQ^MSV&[Y^TGCQU?!"8)A,_:5*R; -;FS97F:LZ[5.(.7I5GG!%@9 M5^Y'(TU HYR<\I,V(=B?*
*\S;*8E[5#)'&@_B8+KN014VUDGKD?%Q5AA =ZQ1$ M+;DGYLIDQ]+BH+14S]*I=H7N]]Y"9VBVL8U LMNLN=.$Y=!>]T?V[1D#*J[9*
M]=V7/:"%]T/_(L)Y?]7X*CQ+F>]ELBXA;O-TVAC)1R&0+K"0HEHU&ZU[2& M7)G T0#J6#F3G1&<4K/>>%[?E,\T7F7@+M :[LJ! +*
ZIR'%8U6E%'XP9MT[M//&GOQRO>]F7--GN7@)X2$\9:+#Y#"#ZP_>)]P3LXKF$S>:IX%NX MM,>%O%YN<;?*
$/_K&37L)VB5^LRPL&SO&7 6AO+1UU"%/ZW8/OUM,]X!,?[X M^U!Y(?NG^QGPRA^7PIQW3>VI22I5RGPUNKI++5O?$JH5
52;N!R)*8+#DN M .?;IDRD6M48JZ2:[WIMS?CR*RW/IZHFV8?A$J<_%U^YQW(,+8X.W.!@5K\ M,NOO(I*8CW0'*
*3DE=8'F9VJ66^68OB2(<+-TR@@:+]V8>*U5ZR0X^-O0ZU>K*U|\5\HX ;E0\'@PVTR' M3ZW%<+4I**
*(.L1M^QUE:B@%J01#]>*24KUF+;7IK2Q*CB9M%@P]LO Z+W"+;(MRV= E&@.6H[)YGS-LFQT.,*C1%CL99EAW=[/0]PW^0\>@YGP(?*
N.9F2DR MKL=$U!>4E4HSS-7=]{ _,.AT*G$",1@A0D#A6]NGK?5VYD'DTWSJ M0$&_O0AE"$_C!>DZ41Q.K7CTM_1[LYH'4FU-0
*A<185N2FO26N.<-1TU5\"TV,-?#EC:B]'XJ90 M R?^EAJ1%^)#A,L,_F$03;I-P,(/U M&LOQD".(1"RKYNNA*8@*L/%DO1Q\KE'9*
MC52O:%E2QI'N:S#(X<'$P3PU4!KJUHHPQ'8+?(M<_5XFFR!XY5&O1'UUM3FX2 MO%B&W=&E/GYU!KVX6XEIK+Z:4BQU'NRU+
MF:GW85,E]&$B!WNG\4Z:3;.-S'V)9^C5H.55O13DV;J:I61J;VTWC=:+?*O51O*
MI@&9ES&,P%5,LF;Y/..B=Z,C+VO6NP/TQRELI"0M9#>H3#U?5BLA#0:E=S MRY4&GM%[#5];D/<-(;CM\?@2'I.A!B)KP<,?!;)N@?-"9*
*MZD!?5^DPJ>SS<[6BT6D'5E'7-(NCV9PW9M]*U?CN='@^_2%_8OO=W(7\<"TF MY)1QF3'>"K9CKE.L '?\BL!Z(=X#2&&V;P_Y\0S*
@A+0EJ/8U!MGJ3^LT7W@75V X=^Q:6&6;9ICF>ZTO6-7$ M^#:#B!FH0O#+VCLK<-9BXM7#VOS5+>6]NCDTMM/H"2H1I':=?
58<=4#WP3^G MYM!]8:!9$W*AOG.,U[<-<+_529HFE4F_5_4UT@_]"\OX9:1GMF*B8N?F:-,"_MS5DERU'>>>?^#=9JT5K+_PR(<$
:1Q#O'>NOZOQ)DI$0^\^0'OFBVMT:44'/)M(T3&"0U]JRG8(XAC,WQH MQ.FK_WLQQ/0U5=K<5?*
*S&8>T#.N0L_EAR/9=J8<_(/VAV2KV**8 9I(&YT8BG M;Y2F-;SPKHZIQMFUIXN2^\+XZ5_<'CMXI+9NXNEM0/3 ."29E2WG5G2#&T?*
M@YU?[^?B M/1&@1N51": .:5!1"]5XD)=&S)$CTP-V+MI)*@?MGZR+U"TWO9X!_2;648%=# M]DB^$=FM@:/)5?..)W_P=
*Y9*_!^H&F.Z>PQ%2XU000-HQ6^9=I=XI<5DV5'-M[+A@R-,?JVRXE3J)&35)[,3-F3I<_VV:N42\3!7U XQBL^%C*BK*[[3THS 0 MF?*
$1.1.JHJF6[UVQ5%[4+QOLL-Q[FQJEB"0RO+,R7O\9;%=H@7J#)!^\,RR
M/^Y\M2D#HH#\-0CM2[HQ*DT,DO3T^P4F2CD!,;>ZO6NK04%_.Y$ M 8UBWZ5XW)A0_A>:[TL.O#-.?O*9+PL?*
*XD3MX"RE"M!LXZM8S'K?7 <@V6*N MBN>EC'CC;N!QC%:"Y3/CL)ZM0XXXB>TH?5^%Z-HIC)5;R3!_7_B[GF.UF*
*MWLX,NN3*0)^SIR1G!-Z/Q,N!#2L7UQBR32W)">U)/PK755MZI^*J[[^K]),0 M/@*G'^"*0T+G.7=+DX'BQ=NI6YV*QA2S&-*
*)70]@(4'NB9:FPO/ M@#K\>E>_W8'66ID09SR>(EM^KA8RP*X4@_"^K&TV4+M^&O+*R"@4T7=G-U?+*
*M\PLYRFS$8%:19M*TCJF"QEVXS0054<.#E/XS6ZX7K ;U;>=]I2DWSP"^_LO, M4WAA]_7GD2>OHV? 7I-82N6K#*>XWCRNG-N@IM*
*)^IB3&@])=^O^H%Y3F0)3 DEP%XR ZY1 M?WC#[,KWZ15V-SW7?RBF;6XWHV>_(T&8?W/_9/X**D G3'4.3.>L4F.OZV.|*
MS#KZ]44(F;CI."K^3C+<=&V^=.,V\V+S%PMKDC]PNO9J>|<\[#KE[%929@%$X?7R^=3NJN%41%W@LXK?)W(EF:.UJ$4^.F8!-
]32D;@6DV4%SD M,?&OY,>]<<(X#(/99X #'S'J%,.?65P=8H7RE],2R!EYVI5+]& ML(UVHLRW M9OKC(A9!T\3YF$.YM-H<WOSR-
G3O2NB\XREM2D'YOJ\]X) MWT-J0VFX40^KN2\?\]]: CEWK*)6-]3X%?JQ"^ M2=QJYLR7[RV3:I;&L'+,,9CX[L(PR7V5;4W-P_C*!:QPF*
"P.W#_Y9B73L_XI#OL+A+D-,,+KN@H\U[#6D^H=/V6-Q\Z0!>;Z]MFG_# M;^[BE$IITZ=RO_9<9(#ECT_Y[=28!P,_!4./0]34-
RWI628GV9F>(I%3)<$ M/\C9.@RI:8I[VR-EWS$/6VOXO1;%%RB70E7A&Z+2/'4,.7VU?ZV^\&;%3SM*
*MHJOHT".IJ;R5$6:)0D>X4OCF7)AT)O7=\1:*IHMD#UPG7F#-2HUZ4 UX44KB M5F8O=4_DE91O?/J]^RA[/CWC7ADS-*
VEAZ=T5UQD9&.)DB?$,Z&V%("NR%2"5 ME1LE@RX\!//OJ&'#>"E EX#XAE]-Y#O4<#$J">833#,-63$]4!/?@K;,3$T_ M8E(FH$/ HKX?
\24^YG -O+[6G4\)"'NLMKF6^#O%!93-'#4WR(O"BPX5B"UF
MZI9V]X@Z\N0+6V5M1AT%.K!/0L#2ALHGS%/,:1J5^1KUU3/J@75#P>"^C/3I MOJ};EK4GM, ^543=^"/@S('9Q&E5Y'7FV%A9HY)'O)
JO$VV]_F4]3ETCL^> MO/VFPB#+JT4K,1=TJ.;F5HB]9P@D)JT."A49YWX\Z-7D+F]|H_Q M%RS_G6"FX*
F)VJA@%J=H+"]7.LV[40"C;ZG\>=UG]RIY3B6 M&ANCQ\P'NS+3!^7I-]"S2\,GUH!R\)4X;PW5GE]2525UZ5U=H0L>6EL6;"-+ MK[/-*
\JRE6(^LF+FPI.F10(T>2O[M&=!PXD(U;1:O$WI-[6G49I0)M50YMO4 MEYNN>M'^=G!#H^6O/)#'%6R/GUM+J[JK&\3@B-*
!Z!FA$;2GMO/"-?FDGKI?C MS'IS[97;1V496DJ2T"ZEPZS,AL. S>4B+!YQ_HWO4;%)[AKP'NUY9E MJSM%)&B:^@?MNOXK<.8;?
L>7H"//>.#,V=T,G=C$]#BDY[(!-S,%)4=/O8 M-/I>R5'0XO"O4H%O[#%$(6OM@$E#UBZ\0,.DQ_Z(?! MR+?&IS<7HT,A?V\-*
*MS_.^\K=T9!B4ZP=+RC+_O4*K"K$H#.L4^S-PC;7U"O4*\0+)UL\6L=3W#%A< M9:.*3*X0^?,, '_33/L@\ RHA%.\S'(9X',(")*
*=O%_;HD%!DIS/SJ].\P_H M *BK_,#WW>5\.1+,M/M=$A &@&=K0FS1$S,9J/#8TD@DVN%K_\X MR#5/8J?*
*D=*BT/*U'_R[\;S<&R#F/X)R/LOM/T2 \0:"!7/5XB[DIO!C M2Q=_U"O8UIVV4\HHZP$C1VV!U=;9QW0O6BN>RT?W Y@YT_@\G0V.JT#PK*:*
MF)'FI=2GKS^&=A)+(W:==+W/+T/.<+T$7#A@G/\;=Z.'UY.\78[T^' 4EP52 MK:LM%"RUU#84KFBGZQXUT&THK>'WE'TOY=NP=!V()
CC\XJ5U$>REE=U5LW; MMLFSVL>]JY%;QL$91D=5S.0VGE0BZ%^!VK2^'UT&D5$'T+[["]P7&A/L8:ZF
M[I$"9(N;-4LS'MV<.CUIBK&8)]NLIOV4W7%7F:WQ##B6W%B2MTZ! MRWZ' J,GH'[:(#@H1YMG6T#U3WZGPQ+1^-
L++BDG=SR%&T2[NZ VN8\%[^9FK1YEI;4AGZXQM MFB)L!S%^H<^.L8 V)'VP%AD,\|U8R[$Q5I;(H:-M!Z62IGO] M$.WF)T3T+?*
TF+HVT?%F[9'D _^UP9$T(2Y+DTW;IL]C3U1+I4] RP Q[2L2;1 MUDED:3NFO'+C-KQO.DUV%PU<-/,:R9AK1BWEKSXH1WOA&DH?
O7Y,65TPR16WN,KX"=CFM/N'C MEFHY980R:VW56=,4""K1Z,_E0MG"V:;\I-_M3_"G.GNL,](;9R [$9N;L^G: M&KA)/UY[ )2EC-
+VUQI26O-`K$R)WWW[_6G16%WX:FA/LGO\0"T MKQI3?2[%J?0<#.[WWN'J*#=>O,'U[/C^/X@KN[S"8'Y*W:926RBIVUYW8.X*

MVUNSBGITFLU&*'W\'/K>Z1*>$@)>`TP^\CF,$#FGOIU_])T3Q$Q$T[+>9`M4K@78UK7GY$&UUT5OC72P=B!JE[W8$W8I.*G?D).V/>MFC.8+#\AOJ"SQP9?`M+P&QH^&\##T2'|<>M-$B0GD%%MR<`W7.-/-)2C3&D;ZK3!CT_Z'7!^/42;Y_`M*M:K_/%KV8&:+4!VY,DA?SE0.VIZDS5U0^6RO65[IIKN!(YLJJ"M3%'4]>$`M($I-R\D'"5ZI(+ETS_A;4N]]M"!B2>AD;Q9(Q!4"SS=,C&O>8E8[6F(%2F^L`MZ/;I?\C8U6D@YA83\^@(]VDD^UB$\%LV\A9JCD*VTR_F]L/MJQTVH?/YK4C]`MC+'MQZNB2#)%ZF3?+>4EU_1S5_'1S`M^9X,Q6/I_GF,;7BS.5.EZ,(V!RBS)2R]"EA^9M#?W025#6?X:92EN"?[8O'`M#U28!0L?4FL`M3*>R'-ZKH!DS7%7A!LQW"JOXHK\C1)1#O^DU_.5<&.N$+/<`MZA/<,,X\&,[_)U6O-[%(2"%'+#P))/69]PRE=^8`@XM,A-H(@#4X2\-/79[.,ME_;M59A_@PA+;DWJ"-EMSK^X.YO^.AL6PPG)M3S+;E\VZGK3J.<_1/M/5&=!.4F"M*:C1O]\,*SJT\9.0-KZ`M.RIA-F9VYF\6)+C2.>098^TAW?0R/)5%;?NWM+L1P9*.G0)SI0W3GZ`^C7'`M[^2FSL3"^U2$ZN&LX]CKZX@747_J'TLZ6"I\R2X&4L+T6J?!?(AI.HJCB\\7`MDNSQMG[;0/^?'D,BP\:!C*CDC;5(^&#?BIC^7]NSHY_+I@M.!2)5U89BM95MA=L89(I]^"VD/VJ"1S+6(XTG+X_]>;3Z[B"F)ME>6BO+.& [;=6T&4 )!AS[`MMMGG]`/'QM+--MAHY0:],JH!(B%Y!+V?>)]YG7.VT%CGZ]E%9+YFOK8,"E-M`MGEH\M6KY:K"MPC0Q&O{1?^XT4D82Y3S@'Q]Y)+S;&E#MPE7^)LY1E()JS36;`M!"$>"SMM4_#1W:[4J)>ZTRQGA5EL/PQI6LNLUA0J%#CM9@[O5K.,'(^/`F`M`I%5(UX2O]C<#^=&Z$U!-42N[M.\,J.7DCJ%[\$'!6_DAW&HRGNDLCLO57.H`M[?@&+QYP8M4MLB.O!J<=YLM7]W,AIV$BN5B'G_.914ZU+CRK]\Q+Y\0`MT1K)"A+[?K]LB0J)]E<-U&\^^T](I5K%>G[\5H>&B'1H&QTYU/A,A,U_05F&YDW/?*D.BH!9I.QVH>A3_UM6=<2^38@N2,8E_M6G:@D^?L.HP@+L\HO!92[/"?3!1I%B.;XZ"TI+Y!!)U$SXJSRST?BA7B9.UP`M,A.;&YP=LDY3_U@C]9IJ=518X@]9T^2*A+G:1T/)OD\#]LK4/N/K,<>(J)GY`M9P"(#]]7K_OZB7,>V:VW0:>ZLH5N]'CSFM:7%,30'OD^*<*.F`MG$Z'OTVFH1;`'@E!*2'.F6"E]@C"5>D_BU\84\4J++L/$>XNU`W;97F\B/]2#,.$0&M*56;FF8(D1UW6M.J\Y!K*@;.]\^5_]!>))Y92`M&_F?,("9A-%.2(S&[@:/E:J!BTY&ACF8OZ,D34S_XL$XRCO$AQ[*IX8EWFA=RG[H@;&MDD=7Y]$$ESO`MM5>64&+]=*RS4O0>-B`'5YM_*\D.R"4%\9DE*E]?V^@T&`OSJ_$=[L]=&J]:`MLB2$=\DS@"#3\FDL;AQQKP_7N$[,$MB?J^;"/F'51N?'+F0@&KTSE'LL]5*Y`MPFR8?L`H3O8@Y>.<=_M'/GE^YUOGS7F0%Z$WB\DEE`MG(40!L^4;QP[#QAZ^!K>!8")37CF#N8LA;4X$\E8M7/;?9BV7V3%,;^6>ZP6`M49]^;!&1_<[)}^""-O6_H01ZHDCK]J^W7\2)DMIL,@R)+DNDRP6.+<5*C[$0`MM.\5SU*JG3H,^3\>`M*Z[H7Z(;^TTQDS8`U(7K5KS:9\D?">2,[7B-O=O4(H3.%;$+,UMT>&>>E,L,%F#O%C`M83%2X20?W?>],F/0VJ]HMEY?UOXW*PLZMC..+|+YK/>O,=ZTQ#Z]8DA2WLH|VPY&'?"2>;#K?:!F\79%/`,<;`U/I@;O`M;7K(16_T+(#[YSSA/;]NS\F7RV(IF`O*F%_/(*3T2-,O6:GO*S4<;S<[_62A`M^(TEY@T=NCP>-)6N-`,,/V'RX\$&W/ABHEBDS=7!DV)S.2_/MG@%1EVM83F)W+@4N'4L@E:@360Z*,N.11!_!NEW7$3%MK&:TXZ&BW7OH16?Y`MO?'*WIWIP8TE`=3XTNA7=VKH/@Y?>!_I4K]"&@%_%OBVPISMNG16!-84.K_1`M5.?*J\,<:]NB'_ZST>67!LE[:=8E!_<7C7R&YHRILH?W+PEH=2RE4R'5UIBZDM:Y;OX8U7J6,YYKW1A:G*[D\<|_;_")(S1`RL5FZK^=">IN97!:).@+61=[!X`M$@F!NKH]?-K6WW>EU?`MH1,XRFKXSMXT$2NE'!BE35)-.,IG_H+!R"8>8W"'<3L`M:HW_<[N+76,52IR?_GWM/!$;+|<9.MD%2ID546-G/BM>Z8NF)69[%S9MXFH1_)G.KH3VG5YL]%0ATF;IV@,&.!%XG^^21;3:X8]`!!>7^#8/DLVWD23L`M^?/$-/N#AY5^U)HNHWE7_1'|*%0S)1&39-;?!4W0|\LL77L&|+;,/,D.!\,$Y`M7.4R/BGY6YPO/_XD#>.56VZUFO!*_IXO\(KB3N_.:)Q*[/AJS4%&?U-?KZ#Y`MHMGME.D!F5UL!W\>FEDCP)[[#S\)'V4!.;SA_&ZM+R6ED[Q5HJF\6AHZS]0-XW-?QU*_,F00E^/_KO5)+%O7]+1`M.AUD8]!8N,BTT?2AP5'"06XM304;QRYH%OS!N[>O>_[FM9FIDASVI'I99/Z=@P^36D2`MLQ6:T:OPCSBX_2]O"GIGKCL"]%1W*:Z&:QF0?+#V,<9STKBIMYZP^9W)G3G[`M.*/0!27B.NXH="&I;_U%@>WA[O5/W5'063:8CH:"QX)`X$K&UKP4;U9X:+$W6[_K.9HK@$I`7NQ`M2,%;-R$F/NPC@_>[23D`4GL^^"VO!4IA/=LLTSDZ^J/:L>[?#M6C1?4"JE^-`M`A3:V1?JW$'$K^.<%Z2QMBTE'RP>"Z14UGF\IWCXY#5T%XNFZ92M8U>50M=' M=TFM8DC.9S"7("ZC_@8!;_!&BR"E#V$J9R]O(L[7E\:<1=;C/IKR?`I0#9Y(R`MN\O9O^7\AE3ML=F[H>5'*\:62!@+G"]`[FD]-.!#:N[;`[@+KPV#_V5TP.9AQ`ME:&AN7*,,P^N6&:RUCC10[U68L1^:JUGJ|`IK0)=HUH<:!E\FKH?`M^RS1B;ZP*] 1"C'_937JTG/)Z8'75_$Q_!`M&XEN35<;B0;-@)@_N(R)>M1JQVP.\QJ;KG%4L.0-+9R#:W]T%=9*Z2R/P<\Q`MQ#K2[H:TJM:)/P4D/9`MOD@.?/ZJ?_N=!A,@).P@;2JHA/D;,RU"$%-\D#'-1E(9<;994O"%4?D:/^NF`M-)RB!WU?LR#1$"W"]`I7EE.C\XJ%Q!B3I-!!$T,FBNE'EI<`MZW[,_=_7_^RO5Z6(F7]GL!=E/D5Y"RP)'[*CQ:73X,I%?KXD92$!Z'G'MJ_Y_D[QHV[(T4@&;N6ABD6QG)W$9`T7SZE[Z_"I<@TZB$>R$8>U\@Y8E0A96`MU<$S.=P1THS7;]T7)O#?T+'M97NC5AG=R@HRVY@C[(,2^=BU7K1#BUCD*8Q.`M_"R&2LA74BU@K]B/ZL#X(W&GD3\>H6QO`^[(7%7<)/2J6J6!)WY3='JJQAQS*'',M/AUC`MC3*%ERX[CZP_[-Q\`M:&Q_2=)(BOW>SI>/SG_*XL$450IV3Z+'?-?+Y>G=H)].3NQGJWPAF)LB56>K`MWK0Q-/!FX0UJ'XFN4@]IF.O@<7ZLN19P?*Y3`$ML3J$?U80;2W\9ST=[NT_;@N>]D@T5<1/Y^34S7A8R,K2X`;.`MEF?`T.-EW4=>*]60^H90.84?Y(+$G_]HV_[G2#1M%FB.]%CR)3N84%**.%5K`MF>E0(/&NJ7WY=XR<96GWRJZ'2V[_P@A-:?9>&]X(.%)=N.]BC;K6E7+G7$^`M9W=!V#0LVB"8=I[Y.[3HRO57W-7"BN^-.1*K9^R]P61!TCLD&.+L*DP5EW6|`M9<[$ER%5_*)%'%PEQL>0$]'*P[0Y/X!WK+ISXHJIY5QB,L!HMI^T-#(?'E8`M.SCX3Y*4YXV^Y+MG`%3.;$DF+N;]C_%@Z,&-_?@:VIGZL'D"<3B"MNGF0)I@.W0?FTKBHJ.31]>`M?_=77O0X'0%(,;.93Y"UU[Z&M#)OBP7,#XB'GD#_$6Y?8^!F9GW)(^8G\$>+`MMD(VFT1W=S+/G4)P6.>.6$#'GLQ*S3]-E_>@!;#,+P.)9%9))]PNV=#0/2O`M40$;G=!-<[4>.4$GT;O#?<,[@_BTB2W2]R2MG($PF8_B"XT&)>D*JH>&4KK`MEJESUCM<^)Z[X.1H0XD_9=[VWW(P8BVTG>C]]159]YS=+OT,RATX?Q#9&`M:XEQ'O_K%Z$<'.R7>)^6IK>VZ&7A3^5*%]L?OTE(AMM^B:!#=F:WK!N4XUSW`M]V#^5>&$9%`U4^`@-'\=954+8BC+G"N)764`M5=&N]RLFOH3MD`C@[4B68EP=9I$_K@<;7^S3EDC`@QB.<4O]G'F?E-#:IS`M1D@!(D#ECEY.>\,ZH[8^G+0WUY'&?Z)L:*\>;DRCY79F,L/SBOWQS67PU.?X`M=G!TGJ3??2X7*E/I6KBXDALAD9P\^WC5CU-Z;I>TK6C%1$2'1VY>)1ETE+$O`M0A\GPYC;F\,5Q-=K9--_)[+EKV[8KO&'7.P/NF`^-9YBF4$T<5<(;?GKS=2X`M(RD,JUS\DM\(=A&[::CO3Q4'9Q?*]!2#M_8"1POY$8J:I@4SG8R!:V:.T`+A4R25;#CPT^9=K/N*WP+*W1=1I=[O'(IOFG`>2]`X\`M-[>-VTM8#GGJ6)0KE#N!JZJZ[GO"BQA->5E6^\0(5\K4^6O49:C_F<`MIDOR."=BO;RY'"*N*==/-1-`OVNN]>1Q-)D>FE`M/UT=K^J`DG0?>^.%F-'LPQ%=F&U/U*:5/RP^F"=WY8S?>>86Y4Z<,L"^W5;`M?]@N>Z?2\_:U?>%\D$,]`S9=([J:?O)"]J!I+`M)KFQ<'TCZS4.]&J3I.N"6<:`GZMH,RG&?)@YX)@8A]?4;NP8[^A_B<,GLC@?M5I!&5JA")%F0.P]5'"%K!,GE6YC!3[E$%6O30YWZ[%I^5.'GU]"0=5#V"5FGC`MN*35*E_#)EDHB%)"]H98!;'&*&S0:")A:FEA!U@435/HV+<`M1V"X"^ER&;7\P;HV&1?*X3IRQLLR*BY(T7Y#C/-AW?@EAL-3*9):W`MBKH?D?#8-XMH1MYO*D4^T5JN.5E0*R#QR[GX(J=@4PZ].+AB<,;;NB',DT+W`MADLI@T/Z'[G$GTZG.!Y(GP$XZHE+S'"7+NDPDR;ST#&:[V@"V,.'/\W]_LM#`M\AWC(/&Z35](Y+2N[S&$@LTA71`MSR.21=M\CRU^.QT6]\,&Q\]<3[\R(>.:/MM3;)))VMEQM8E(6UQO28I6^,P(097'CH1@1WCL,<=6HF/5Z5[.Y0RS._S01E-`M^1O#IU:1\E,UI]6?JE17S-;&7DOWJU)L&."NKP=V67!5S7>`D*\5D+#&$,R$`MQ]+U3"XU*U*(Z-$\.?%09OJ&U>@+68X7(80G7-_/FF%=T86:<=)Z&P_-$M_FM.]2\+689FOVR,'Y6_*359BP#G-!+\A>L?]]!72#6"'T+`^^!:#XQJ9)G5!Q(V`M&FFQ6QQ6G`20O,]YXAC)T?SF7XZ91')KGJ;7"(\Z;*\)?24.N*@S@]Z!9<2K`MF.-`A2-X*O(L86_[JX9472P5:2XE+/L)8NY:9NTM\7\WJFV^H846#[3U@R][`M'&GKCK3OG67,P>`]6995SB'4'0*_.XX7_`FW)!B48%B50<2(6$6D^O3=AUUB2&]Z4[+XWC27STTC%^^KO*'"G7,W>+E?&K?!D_@_`M#Q.P"QE*;+3+*1VH(Q#3F/40UY@UBN.Y)W.CC?LURN!1EJYAGBRR:U76&R;?`M[:WP@;1`V:.H@T@8BV*RBC*RYE6K.]\%03R;B9+K3=I#'.JVU16>QW&I*I?`M:7-R@HCZ:##;R89":)_E))6;^GK90CO(;XR:C$17;?J<2521BFBDX%+["R!SY*MR7YF9I)FIU:ZI\;R872QXNX`MXIL]>&RDCY>Z_I>M>`6V(^_^`HY&4.!NF(7#*(X9=AGF"WPMKQ.ZYKQB15\I`M](#N'JF&U"'93%)GIUFR"V!$IO1_A?XVRB@$(;4V!WYG@9\!V.&=C2Q;`M!S3DEIU"'S4)+K:0'|'S*W)Q_4J!E2:O*9W"LC1`M5AQ7/<95/=IIZ#>*_A&OY\LGK[,15\>*'\LT)#`@"IE2++&AA+O,.']>D,,`MZ.*=T_3X*2*R%AU"'*%QM#QM4.P./MU57F,,M-*Y-K./F5L5SAY.\9=R1&`QAMS6PB[I;1=(*=*`\$=5H'ETPJ@HN"-U=EVI"#-T6CN@FPA8'Y;O`75]DT.WIR`M^V-IHCY;Q2!++:C+O+*&1I4F4XI*J7YRV$A>&6ZF.*+R2$YF9>U9ZC%ZF;/%`ME[^7CY8]-W#IDE]\6ZI0\A0!?B;KNO,>_003$PK$8QY7=M,_]=.Y*E_O/!L[`M207]/N$NE@C)X/6@:*]:28Y/3B?M^?7E_!/B;G'R'YZRM&S4]W?:M2C$X3OM74G&7F:H_QQV91IZ,[4CIQ`MN2;:@V?X@YP]!KK-%IT-4QP+T4\`@A_E=%`M]L=BZZ0(EG_.5*!8&+1'&($[N0/U&I&:]2#P1G0NX1Y9DYNYJ5,S&;%I4"EO`MV=[W0LGO+%^D`97D:Q3!S"(=9)]1C*?WFL[#U6K1*FJEBH3?6KB-1KUM+L`TM&&\GG%YXL%TGHD)JRGT_*:S/F7,^_]2G3ATZU2AQ+NP&X8S?A;ZVIJ4A#'MT`M<5RXW@^&0%*C+J,/#\'_]AD_T@(3/ƐZE-CA2@B^@\%"J&[A7MN)#XK*#9GIZ\@%\=&,CY3;(N1*:Y`MJ/DKD2"6:KL0B5&M`,56+T!CI0:#OH*[#;<[9=+VH9YO/&(MIKK#CBRI5+Y$`MI$BB>*4I7ZI)#+\I@9%)(1%[M<_CA.-G8$=.BL3R6:KZG9%#7`X^Y`M%F-\5BG98"6L#.W-;<+P=OR?K)>S8^O**)AI#FVE7KB@UY7>W"`M!4)Q,.O:PY]_X)825#)@U&P7FY`K/]>C76'SD0@A8;(*N7(.YNL/^6T03RM]A)%!0MZIW;HDZC_P^"A.!H$2`[3_6\70DK`RUG>SOE4_W0Y;':=A9:!]*2`M9_1?,2@P63:G-M?U58`T+`XX.Q0X),OZU6^_7%)^YY0B.YHQ#/.-?F`@<3K`M-\V-NI)^;?GA"Z0^&B^\+H,Y66:`)@GBHDBKZWY@?'QYJ$Q@$N#I9ZB(ƐBU4M__U%C>_;MP@1]OB70*F,VYV)P;77PBN\,'/5Q5H1DQ.[QRK9^FV3C@B5A^3T`MGVE_(Y3Q2,4?=Z:C!CM0N4C3B3Y!/]$+RX-S$^!($BW^!_T001W>R1@!.^.Z`MHO]:=VL<\>BUOEZ\UJS-"G1`ZFU:1/)D&ONZ;.RV`E5X/Y'-FC@K\+%E?:BHMJCDI)UR:DA7*VJSU%1OL(A*II5YXSP+M0P4#FT96]WE`?(NJK3[IP_WN_9LB`MV#)W+<(8\7GL)25N$Z9>__V?_CKYWX'!W2+_0N6TSL5M^,,]CR,I.\S<3C/`M_")U&ZCFVYZW@W\G%0"LFM,39[J[*;0_A'7D"!A>TK@#!K>H9I@IS>4MS&"+H-GA=$R4G(O+&62!1TM&<4`MQ]>4>RL;2Z*-3AFW<"LM6TS\T/S6`DN=0!V7/0]G80.%"-.@Y^A>=\B[^\>2`MVVR8K5/H5D^'=-E%>X&2DK(@"F#%8L-.0^@[.)=-7=_#G!1OZ<^>![AP4=E"`MW$U2$U>L,,?^HP%P418DZKDJW3HY"!G^MWV=]7IXT/+B2O@:,???MUD>"$L>"`M3#0<<`9P`M.CW4<5C@Z$JR%R2B:6?1A7S'9?M!S%W!F1#ST3J*X\N\-6F%?Y'[RJA$N9D4X(=:=MO_=[_8V];U""]"/VO*)',^;*"[`"TK\HV!2$,4.`M^+\$^O/B_P)02P,$% @ +3XN6DZ3P<@.A@`BY !< !A9&=M+3(PM,C0P.3,P>',Q,#.S+FIP9\1[950<7;1EXP[!78($=_<0@@=W"!!"" [!W=T# M! CN3M-!&G>7X.X6G(9N+!UH8/*]_)CGLR;-6O-J=J_[JV[SJYK^]PZ];SR`MO -XH:JHH@A`0@8`D/Y>@.=U@#P`!1GYG_NOH?Z]T3#1T%!1T;`Q,-`Q<;%Q`M<7&P<7#P\(E>X.$3XN/@O"!

*[04A,0DI*BDM 3D%&0D%$0DKR3R-(*'^?047# M0D/#(L'#P2/Y+]MS+X 0$VD>60H%B1& 3(B$0HCT/ B@_^LG&M*_&."_&Q+R M7Q_1,3"QL''^5@"_" CH: @HZ+\X_7?TL"_Y0!40C2BE_QRZ,3:EAB,KB0" MH2E%F$QOZOM(=6:AS(('W<*PL,G(*2BI6%ZQLK%S" F+B(J)2\B_55!44E91 MU=73-S T,C:Q^F3]V<;6SM[=P]/+V\?7+SPB,BHZ)C8N->U;>D;F]ZSLXI+2 MLO**RJKJAL8F<'-+:UM[_\#@T/#(Z-CXW/S"XM+RRNK:[M[^KX/#H^.34]C5 M]"$!4)#^A_V;O C_\D)&145!Q?B'%Q*R]S\5"%'17O*C$\EI M8UBZ$C,*A&*2O$DIJN_#8A+4@9)^=)O%)F,6VF6!_4/M7YC]GQ$+^[]B]C^) M_2]>:P!<%*2_G8="") %/.H6QSE46? >*%0+V@7+,9T273G$E]3^_|+|*PY(3 MNT402LL(F[U)V7X4^N,NBR+2K?U7[C$_77_1K1*J"SS:IT_>Q@] [H')P/+3 M*EK(/"%N)5)X! 3RF-R!*F"B"Q&KG*>`)'+'T8!%*EU0L,U_R2Q05@*;!%[N;O M@@XG%KTSV%9M7O,E4A5M.71_;Y'@M/] \X9+D>Z"= T=@P?#_H[IVYR6LXYC M1>9,'#Q'UI;+&0W2*0H@(1H&-=U24O;5>&IJ:/+TKTK&?/ODL8/=9L$3<+W! M5ASW$9NM..3_&^SH"DP\29#^4/O"JI=DXX*DZEO3W_3$@*A]!Y],")/GVM75 MA@W\TD.O6 UI'',MF'P&^KL%EKM9X.7[RM#A+K_/BQ>YPG5Y@BA91D=B0V:S M-YJQA"K2G>842V1[]YT=$=\P$1GT_7TQ'+['#L=\8MD-NP_!*,CJ%D,:OQ@97@'_(8XOT,536EM9=;YZG#L%I76XB[XTW6/Q; M.]'"OKV^/RW%V12)TM YIU<1Q[B+8""><#?A%:6$HV;[["2QC-@JA2?4A3_!G#*T>3} M95(H18FQJ7X_P%[NT^CHZ*D QR2 1(^<7-ODS;4FAQP1;E,JGS[*1CZ::BWV M+X^[PQ!:!0;QLD+D,,NOZ.O:\UT*+IZD>X)R'*K50Q3#?2&6?1@8E=*5R$.D MQ!>,2;:[=H36:9),7"A\M%\D]S)P*NL6? PHP%U&44&SPX4J$)^W/A7!IO]M\ MFI0)P>; NBAN7CT<3;G\$-\6LC%2G'#+.E=F, F0B&/OJ$1:T,'_U@30UL^^ M(&DU'HGI+_(.K/I-Z!;\4OQ1W;MULR"=G-YWE7?HF=10E!NHG;XPX0+V"87M' MU/"6R@6SLF6B6F?##_W7Z"K,4,!MA9R4M]8(EPY7O7+1XDR4 >H7N6,Y$B1A M$NW7:/]5N&T3=>KRALG0PG,&1: L@_<&..[^-#Q?ZF:'IY#NF UUS;T?Y/)Z MD)]>TM^'F#\#CJ.KPS1<-=N)O92.G+81).M[P*V1EA\S7"EM*\U3SX HXT3? MS(1@^^_7\#/#3+U%!/^NRJU*7!9OU+=BFUZ <\!U+ZW#$,.;N]E6>L9(U%^> M(_3C78:[O /;N Y;Z/#8/4V2,[[5/$X-_3FNR+D1KF7'%=Q*.0&DWC5)FCO0 M/$MXWVQ808,96=Q#OFQ3CE<;J#QHU8)4B%;: T)MILZJ&2]C5E;ZDH@K-Z]$ M"G$UCH\P8% -B_.6@Y9LT1/R-!X,=3@#D<=5Z"&XHF<6 M 0'(L*/8"O\W?+TIJUZ>:Q)Q'XW >/N9\N0K%F4A04:0-$(YMP(MLS!8DF(I,G<0)=^B#Y3XO- ?&+]Y,[@UG0NO:2S771*_5BOA\J>8.B$W,U!%@1/?+)$D@2K]$ MY%U(]B0PISY.O'21^U6]?^K'F!]LO6RCSOR]!QO7TP1RL(.'?D-S+JABF;N_ M]YYX4WD'#&TX-VK/(VIS=GR=7XM$+8)[^(ZVN3N&1"SO$U1&V!*?)S1N&VD ML+OL8.LQZ_SCO7VK"]_I[@H/6_1YBO=A/L*@/8(U_[XGBGF/^+&]!?6ZLD+6 M&*>? K@RRG^T^Q+S4&<"G\OBC],$7) .5A<1!R;9P!ZCO.BG>J?.(YIV'Q:!3' M1+,JQ^Q0.0D_K,=SA*V>97_J/L*J]*'>/TJ2(J6AX\PTZLJ_E%_T6!6"!\0 M#PLF$\\/6I.E^.49< G02.C*.W+6Z=<(WL&4(CURN"T/H0? -0"Y#D\[V ")- M5Y8NZZ:75C ME(#RU]P/A/GEH=_I:.L?BST"7?KN_R2RG@275R]A-7R3#"=R]O2I@,KIS#7 M"= (._K@D7'#GA[4_&FK"3ZRA+GV7Y:+$0"S%R=7PLE?1=@5EO0OYU/234 ML&^;*_!ES^*%T#/ K@UZ5R4#"B;+\6*00^MK(W#47\X=3QAJO K7M2MHKHCT M)/&UAH[$"3WHA3J;'![,,80RMZ3Z^!+1W\,BY@1O'I'2_H:T[23R:LP?=LQV M*M!"(*=K/)FD<1-NU99)KH*H;MW&24;KX07V!K2(9%H)>LA+8!ZOV1*7)^KR M37S.,_^!\(D<9B%L? N_,Z9;SV3=,;_3Z7KA9F0[4*'_?]HXC;;0*[M5=YCWGE M%F>_E]<@@WBX*>T;FE%,KN-H.I\,$/S9-RXO@E;S\:'@]+*[DK*SKW:__3JS MU<'3J_N,NC1A[*SZ! 7L9NEJA L+V880I^(",.XJD(^[_@PSE]>_J>_?P8; M+!E,ZX>!#%\D;-]>V7C.:=&Y3DY8COSLS?K(,R BZDA+_16>I.%B\NK18HSI MZII%([J,.5X48VERNZ;?^1/]>H"/"Z5MYA9;US,@]I/;FNF67;T<($K9?/7G MM6!X]\0HXXYKZLI>DW#RNGS?/=Y2.MY%Y)Z6I]HJ!$B%0YKY,XGRK<"&DR&S M(K.D>|+O(8]\GL7#4[4Q@LE,T?@AO;VAB@1> <\O6DK..;F",LP& MK!2_"W/RY3UW"Y*>NZ_ H-A"7QS:9L3V54_9@BARJ=F?D)V-YYQ3D;QN8 M4W;M!40[FH?.W+=I8KZQ8!'15\Z/(E52DH&@Y8(="X0L?I5%(6DPSSK(S"_MIP58-E!RYFW.I++6;T;%9G6]UW']S@Z%^-6BS=I4:2X)Y5V=PU!P\W1D<&-B M1?32W^WH'F^JQE)XJ.$[8X98Z5=Y,;ST ,456NKZ2Y5D= [I#V;4WVX/F-#_B MM?%*%6I5><#LC@R^/"]E=#G&XWJ9/PB-4[BG'X%U.V9Z;+$@-^*>> [O;0VU MY\'4*8F<)R/U<.[$U?'UCT]0E]\> <]#L-5C(_?^4E%K=V-;_ =S-(]6>DY5& M;^C?&5)B&C/'2%,%ST..(OUH/[D-R4$'VY!>A!=N&MOAMZN/G]ZWHU"/>+O- M="HR.QV? U0_[OD^>C*IQ^SU$*[__7N+W(#U<"7CY*WZT)7F@>(P[L;K7R_>: MW_U0NK\9H=3+.=>:B#+<0P\FH#:R4Z%9- JE+*S^Y.KW#P^LT8"EMR9WLMNAD MX:HGT1L/[Y#"OC$.=NS!':X?H8*4'/W]SI>_Q&5B^4.2/VK:P_Z!]((U5 MA\)UR $^4KRCS#SL)5WQH1ZP MH$;.\W)=%M?.R(TO9&>KJ;%TL42;:GQ8P'[_"HFFV0G\E3XU]XJFY+O^ZX'5' MF@;T*&9_^57(9+G1IHDBT"V*TMIXY)+_H#)RXM/1P0[5&,P00K^_*3*R2Q-$ M/UL+SC,<,N$X;3$H^)2ME/_Z)3? -9\%FTL$$[VX]IS)_>V%WXGV"B" 1A(H% MO8]G]X:0VK!/29A0,UF#"'7#PU8*IC'=C@^_P!\0')(C%>SLO]G*[I697]_&6 MV(_OV;1# !2 #Q[']8J!DEQ[':4([63RP"^&F4OKH@'3T[9RH;Q1A^R/,KX M9VY^0HVM]SYX]..TO<*WH/!.;>M]"VS;)X;YG,"H*CO27QC);8SH6H&]0GTY M>MH*J)'_5??ENPW! [.A&#Y"C:\?;>0:,\IK'FOO"G@'TT%*IX/R"%<.">Y8: MU>#!Y&K$6,9/Q!>H9IR0;S>M&5SF4J$Y3:^C*^YJV3!#COHMZ9?CG\H 4@J4 MA<78 -%2-4NN!&21:TY?P1)?>08KABLD*7]W0S83"7FI2NF;,\30RU!V;AB_&=!.($0HO:_IHRZF'1[B>EGP8#[!-9ZJ W M2RTV1<9#',8;G2W\>87LX\3GKJ._ZSZ33TYO57YLW0SQTWT9N"S<>5JU-IQ2 M,D8&&-6.4/4C07%E<1S<_?C?U%/?CVE5 M?XPRH? KK'A<2"-(W1@_(GE-O$C^]2*2P\V[!\G9US.C3/Y"+"!*G0 T-W]C/ M7K.(R,=/-D[3M\ [..E49L23>$.20N)$$X"+!*;]YOK;IVX\#K#GN1TN@PF3 M3HJWKO&Q4E_@%M+'JE"00HILV,%E+?QCF&RIW=+G@C(6C+<+ [RYQ_;!=D!_54"0 MMYX6!NWN7[_QH#(5=$6[SP"\DWN%QNT[4%RB(]M[JWD*D'KEKY2/;R;[*YGS>W50HI>"L'S(!UV- MAJK@AFJ=2>-]IC5ZJ4@OI2D#H^.R:Y9IZ\+X%5"O/UP*YN0^?6QPO#*Y67VEH#\O=_5FP ME#Q44_UITI\!_008]C;*Y#*T/[(\XJ.[?OST$;E])/NL0^ ES@#5%&HOZ"= M=S!G*;#H@6X5> ,U4I2XS^N1K[BWY9?LU M73;OXDWI^_J:6QO+AVRZFV,"X)WPR >J>]G) [%G1P@Q(_J@JT0'\,03KF#YZ^N+JOUMR5O MVS!2H[(65(Y!HV&,+^B_GP'=B1Y4P6%"TAQ'ZJU-M$_&Y..'X=B_L&:#45* .!->PH#M& 9EN%[P,.'EJ;IXGRYC\+(Z[D MRL=G HA=>W/@-F MIRT =JGG\&"JM&< 3^%3^CW>PXO09P#NXBZ7M_'TDZ+?[M3F,2^,I15W7U9^ MZY_5/G4=W45X6 M8?G\,"M6%>WA)ZEH9F)5>@D6!CT"K#Q&;5XR=F!XP[W+ .0-=&S058$H55-W MJ[L7RMFTA3- 3%F2BQO:)=:-0=JF'#V%13:T9K66"1>UXG\"7LI%K19\%6G#! M-WD,'UBSKJ2XK M0**%]/\"YL8/FK_'* <3;Z4>D.MD;8O.*]P5#]*B\@\G1^8S0#C-PW.F=CDE@ MF:YOO-N.R$;"_EPU;X9*O73R0 'V:?/2EM)WZVN#M[T Q]6DP-\V%?93,(LH M3T]@U+K#[<+-@\XAV^ S@ O3*&,MFMI-4PSD "]X(HPA:M> TPNE(UIBE%A MTI%U%VC 1Q% :@OL(T3?"_%!=4D7I_JE-)!3B)HSW>X29 V$;M69<\76C@9 MOQ.W:W05.6(^K M%S@W4,14KN#6AVT>IB3^!)XVD$I5G,T4,KX-;"X$[MQ$!A^%T)<%)3X-&CT# MHFRAOC1AC7]ER+H-;/H9$%* [6F1&,0PWRGYT83:E]&8UP63Q:D0Y=#J.?:A MT&_Y]#)"BK/"AVF RCR\ [#7W#40&+8RB=P2;/^U"DW6K,^&BTR01K?M\&D6E M2OQF9:,XN^GTC_S*?SH IR[M/86_XS>=_M[-9A])!>YODN^V1-5Y;OK!'&\> M7*_Y?]6?5TNF63_^S?2 ITIJ? 1N ["XEC1I:]YOO.\FJ=Z7Q'AX?VW6ZDCK M;_H6K@B*$N88SFO+NI/^&S4U 874[N*/=A:"UT]Q'2]X]^9T!,#[$'D-YX&:]IBZ% ^L>AJ MSN&D60F'C\GUHY+XB?D1M&2W.>D^*'(OT'"03.1^P;6D_0VL>S4S"G] M;MSOH@QY'-W\TC8@N"-W\72,E:RV0/?@DMY^[2BZ*1$9SW_+R.'1B)U2RJ3 MKR'V3;HD>5(K[1E$%CVX3ZE3=&\B*@+N\+Z1<\#7MM'I/C3!,#5HP<0EVE.\ ML, .GO(]/_M;.3C9)V-CP$[DU(S@4BM!]-@N 3I+ [WP0L]WCS38)>]+_1.3PO+- MZ,[6E4_ 94 M4/5M6%TQ(6\[L/MZIB*^O3/E_B.^G<..1?@S_*K+;,=]LQV;36TL:G86%[W M4>:24HKXW.&"%]>G0A66$>M4<[P\(.4X$/,&1$X8 8KP E+3 M0G,_@\@Q_3LX M"F)0JQ[8"?0XUE81:5C2*4L=[#.=XGCS0O,=/WJ(\('? CLS+ $PHQA!;J06Q MCZ[Z(DM0"S>FRO79(0]U,M W*FM7,RZ?L"/#RE\VMD"S7OD<6-KQ=8#E_$)> M]/N@2Q(I)3?C42Z2B3G=?*<_040 <0D\TO/D:=K=WZ7VO>DF%D\==D=@>K9U MW]6H8P8@<'&;9*&,W*<#1>7"ES7Y&;"3;8ZVE) *MS)?Z)1E\FAIPW"'#\38 M_"!+;$Y;]0SH8Y?RRMY0L]N3QC_L;9F4S"+\YE]'<.QP_KU3#E9\2,QH5X5J M1YX])EQ,*;4S7K[IMC%R[7RMR?? FB!Q@PK;18]VUN9F^5673->]=4PTY&J M],KJ697P=\0 MA1^N33@?/OH@J\6B6AEE3'*K3]_%&?$WLY[WV%V%'SW:9!:,)!4FS)^XYI\I M^_C_#>FA#^HYBLT+5LM"ZX\ZM[6I_4?O7%V1J&5],9!5AP,6!MR7RV0TU^8' M=.SSZ9+6E99?S7IF>:(EQ_?7RNCG5$Y(W>#1,.? B#,BU2?J&=+%@.+'%!-B& MX*X)D.Q9DB*TKK9?&W15X3)8]G,,^3J<2"$X/,J.=:V'@7KET DC@#"5PBV& MLY>C73SPW/;VU>,&1Z0C*[-*Z ,I3%.M[4Z^J -J'AX*[7B<7VH)R.BT>K&T)X1C:"YV290ZB M= RFOJPM\[Q"RX;*2ZBY{[\5=1MA]T9[^=]4_.UO<'-<>^D6_:S9)QA99J7= MC'V-+S&.)>I5K=L83GC4R@C="!C-N$!)VYQ<%!*^\]U19D;H&4#8V2#T>6G6 MH_SZDB&%)87'4B?(5G7@):[R0Q>G4N\VV"(DB!&AD-SG1WH V0*Q9&]QJ7ST M;&$8;/C^\WOOER0LW9LI6^8[B;.^;!6.0[HQ--MQE+\'"'XHG1\5XP;&3UR^; MRSO5=*74I'%=* (5]K;:&IN02J4,,U%IN(4['X-JF/+W40X^0J_8IV>V)1:C8 MV.V9F:]=:,%U]"...QDJ=O% ZL%!(W0VJ%U];5G&N\Z5,]%8D]&X(3!K9D^U/ MCED;-(#!T][&DQ'6A69%NE@Q'3Q#$P%0)^GCJ+3;F)J9^%$?^6X@!*>HO(_M1?.=A)TGY'8+@J?E8'*$R"_6V*,>;.2/$#++T)5?AB[E?^? GZP K3B<8?723 M[(NA5'T:,$[+RAL)M-$GQ]3S0.P0F]PV/V MF9K6@B*6"2_G&1K\[>)R/UTPA2;+FX?O 3'Z)3Z>O!]TOJ7]38CRXO/DU]T M&1#P4086A4@J^?V2M759DW\-[RA9,=Y&\,Q#?JFD/VV6O?O0JI#\]JJ+B3N MEC,XK@? 5,>B%CZS<@I1PY2G(R1Z"U]GH(M*0=HT\;LBE]H1V>)I> M>.NE 578I2]GKO$TZ/"@U^JS7,6:Q*,_%-4/-D1JO/J2O[11[,\LFQ8^39B3 M+-P<9:_O49E:I&_;N52O"N>XG:9]3RU\$@K@A1GVK_>0FMK]\%%['VK<2<:OK>.*]CAS_5*]GQ=LC@54V)K_9 M!6/J83+'_X#I0*T'+V@N&)^0%S_'O\XVY8J78=T?A5?#6$4,E-?-@I!>#K#. MJW*^74EE_![+O2C"Q?!%WS_)[U[!A[O[PH-'I%_!]? >QU/KSTYO<,E8.UA3 ME]G]?J"=$JNU66]NLZ^N]@X^4!U/']N-HTD 3TSJVRO ,3UD3Y*8!HPZ_K9L M6L)9'Y=:FCT+[$&QE7#- R!-5%#WWK#9Q",)H,[-1##>&WG;26<^I=L0=1>+D MW@K?H"4/#L(Y][1P2>Q9DVS9SYKH_#TLGV?X*'MHB['_- :6THFN[$4F6,*\LDO$J25 MSLR,Q"E!DX\$=VES3\3J)P)BGSZB^OD ES_WRXL:9)-D^_Q[G5 M)#W)%X)>Y "/ESE]RT[YN(U ZEL7D+9H_!! <8+K%H"IYG7) P?@HQ2T:1CA(T MF2_3:6IC'SX?+S/23I,:3#G7,_R&H'XL]..L+!K!HHW:S,WBS(3;>6Z M&-#P35NHWOAW? 1S1",ST_FHJ.OP5JPS;"Q\8YH=_F*[J7L**'3>)GZ>\[F"Q$ M.QL4%R>>JH>?0&F$3.&&*8T[\^WQ:,A1B-:XFZ$[37WFEGHT1&:[]?4P XR1= M1S&P@6.LIX4\^--UR8/&M.C8ENCYE"ADRNLH8?Y (=V84IY]U])(>%#'.!/ MB=)CP[FCD&:4UUI&LC?(X8FM7FUBH+"X4T1Y^D<;6ML 83K&%YKLR!XG'$H7 MJXZGGZU-C:$NP N/V(!&S[N8HS V>64:+LF$WKQ5)-]77=7KN[(A0DKU<>O]M,G2- _&;"D\5E$>P'&WQ_\OE;HAC\S@Z0 MHU"5^R8 ZR^_;X(G5(&+=<"H[B2U3SZ7,EI(7U^\S04(N ^A2(G0K_-,W2WK9DSW MF0#73_C[V\-*

*&/)UUJ*N@2OMN_,6; MLQIE,@<'=IN(KA-R(E/5E!\?49A3Q(XND5+,CYX!F#810K2\8Q(\B14GQU[| MM=:&:.2L*
OJ_]U{8BFNOW!QF:L%==Z5U,,(>!B2D?PG@2GF3\4LTOQ\UP]XY
M6&EY&,QOPC\="">V!I+KPR#;A)}PK17WH:'+UNF+Y^=MKWN{2.YG%2.@=\@?^_MC8HRHYR{G7ENJW7>
*<+!B1XM2ZX)E<,FP8C#6BA5)9?4(ZX*YX"/$EF{'.S@=_>G 4N<-XI;+NVOY9*'W9# M($IHKM="">+6U%*3_8:"SG7! M=2F$M3A-*
;B_C7\.V"\{3?F9-35HH7KAI&W-[&7& U_QJ_^,LAQ>&,9(=/!", MJPD\C7<5(ARC(5Q?4^]V.TSI5Z+B!30 @1>UQ77=VKO!G(,F] >)@,-Y*M.*
M,AT:'!PBQ_FFE%H9$L+$,5)>TPOZ!"9C(UYW+GO@2>X>G!L;\DW7V$.G<;\J M5+R78ZX>??A$]R[_HQ@CC8T4U(%L?N^H?Z(LV?
*MB5:STH+G.R^+F<1D\8_L M78^Y">>DZ70K> ^R$I*Q+ "TT?[UWOR("7&)DEMB(&.'?\']Y]{S119S7SLW)G*
*M>#&GI6J^]AHG@VL.=5E6:)L3,;T:L4ZS^178/Q^.RRX,K?N MEORB!SX&U4?H%*P'X2W>3!,=+*
{'O4;ZLJ98OV;0D.39V5NX(_ODHF!YXT,.)7 M51@#F?_.WP/IIH*\,"3LIKSUWNOC,_C:G4V,D-)R2=-'+GN_,&K79^9^_%'7*
MZ0]5&]E"]@]Df:=CF%.L,_.\O:VLI=ZE%C:\K'K2,J^+*[=/2&,())+BNE5(UG)'O/@?6WSLFZU0$.W5;-28H;P'V,%/L;@ MV) '4)@?BM_=-*
$:&I5)FK>4XMMLG'UENK&W2/QSBX)"\V(E_7&5 5]P 1X_ M$DP0)(C0A3I%1DZG+#V18 "]MLMITS/GJ2X@3O?K9,;EV9<%]XLU-1]V
MDOX,\6M:KB=9N&$U;_AN SRP]HSLWKS$M0)NSLE)_$OC;OS0CD&3#^,M?^O& MOF2[^Z3K+'SYSL/(\=(#A+Q]QK]JU,'^HSE#H:61,
(N'MN\KW@^<,&!N _E:.MIZ%E&4(3;KFK^<+8W@YZ_PQXNU#'DFS8F6LZ'-QH.\FM!&U1%@JT) M]_=0.4!U-'-MFJN@P8?\:8_#B*
*O#BMN:OL/;_0R?G=@X"O^2FFZN(6@FI M*HU0@A'OT?=MDVVI%=G*8#T#(M*TYSS-!-9L$XAXUYW*<.SB#8W)?;&HE,_Q M-*
+AA"H;U\"ZHX8!$2P+"KM+GC5B38NL\<[-(109&D'KPQ]#A2XNY"LW T?%=.+A+@;6]0^55ZO'-9U4UIVA)T@RW;N/^*
*M9,%DDTWHT?\P^\8 1B*ZYAWF.4EN'D7PXY1/P7:JJ;(DE3I@@_6{EM5DA O2 M]ZJSM:[%;FP?*K7XK%+H M=S]*
<\F+3%;\#,\HUDPE;5H!S?SK"(:]'PKS045C-R5U7G/S.4,YX)\>51Z2% MF<@O[K?%,J=V]WP0X
Q2WL%R#J1Q)143YUYY(OW#/%8Y$A2BL? MP)I?>'MF89EJ=V%-9&]!]J24&==905'F?MI#)K\+_+QM%/] -+6MDW\GR4D*
MCM13/5\9QI R{)![!J#N0G'7%+(W3B5JJ;Y'!LURZ;#+OT(_9S?/.IGTT3S/ M@W):I.W;1/$B5
/S&SWQ>B!.^FH52YN@X8G7TD\R6;J4KM+$^[0$4.:&_L MK\-LADR2$<2\ VDE\19D6PKY^4[9XO0H >R%,$?AN!.V<@DF=_OZ(P-;<8*
M+O*X:&WML_:2HR!>#(H/66UB=GK;3*L_)[" +O;1F5?8L+1Z/9%S7HGN M]%+ME.19,0E5ZW4Z@XI7-%'>9+M54,MD-*
UY]=$$W/6F&G4H(3YQX>[E>BKJ2 MR4<>%%",(O#\+J-8X2#HNGH+3+&(]F JG9G3C65A0,B=B+
MPTEPD"HZ6AA,)'EF3#>GD$8AP",/2U>8%;1>TQK$0AP_/2U>8%;1>TQK=T#=&<+L($Y% M^THM/V"E07-U7=HX.%K6UX>6
*[01>Y%]_JB"SK;&_+'@LV]K@(+4VS:.&K7[M&<0A[.^*P3E-9M^>6O%=F)Y/G4RM-K1!F>&V|[[X3$R@*GZS(\'O(?WYO!0 MFH-*
=9LP:D.-\A,+5F_L50U/>XF._F-R$&V =E/Z<#)!]&UX1KS6W#[ABVT(MPQ\COX0@X2N"6!F: */'[$ZMN9/Z>"<.+VQGH-
*Y8Q69H+_[WGXY*5EMM^UES M/]G]V62,O8(/O:1H[&1LBV08GR;,\SOV@(H.G)],!-E[#G9?+'.23+\\E-XO MCS]Q0L'-T8%,=M="*
*<0EO4^A,&/'Q,4^1+BV4@^:VFYKN,P=(YF[W%_W3*_MQ'$X7M,FF4^!;UN$]V2 M6,%-35#-S3CYV!=^ #A#<)/#KK&0,@_P**
*D3#_R+R37TZ4XBM;NX:^()Z[%Z MHCQH]CZPH[>N:&]Q7K:6GU?-MW#AH3) D7[UN1Q)"N\AL-HM*QQYE%7LT.C*
*MO&*SPO"7[4/A/UFAAD/T3,_#6Y_@798-D\#-SOLZH%#0AWKPFDCY%\H5J."*84E(E4&> MR\9(5M-B$JZ3A">[26F;H?*
M@C[4FTNE]Q1#G)14X MI?RN\=_Y/;)LH_9VC*_FZ.Q -&3RA 5F^:W;5/>C7:Q/[OL]"PY.7D<3O/U MI4W_;3#FRYSYCBE&*
<6JTD)_!F4635.P>;+]'74-GT-1B]8[FI49ZU?A9VZ$L M-!:A,)?*B6-Z=L+U\4.&0'RIW_,GIWQAWD,93.>?IA[-Q7;$L3.8S&!]0HR#(
M&;V2[OFM#(\QB9TLSB2QS!B'"D<9=.F]7H(#C@ARE,#$ M\/[@,J/:Q+JGJ7]JBW9$1X1Y4Y08R>,@7_IN_:CTZ69T]\/7FH^L@7]-?,ZD
MG[^_+7?)@U]DR+D55WQ3R$]ZVU\)<3=@>$U13[P-]$87)WZ%%'=N<'Q6\7TW M:8X4X4&SDGT7_: %GEK-2/FKM@_+<\;@^[>-,T;_:?*
Z'+DD0F$"'2'HT.Z MV>1XUQE:>8'JKJ2_KC?-F#-@]#\H\E[JYB4>V530A,\+__^JHN7!D\\9A\O: M"]SG$HU:K'P+&HE(_UU)'K[
*6TDTWRI>,9'RSND:>_MK*Q0C?\W6(45K^S'6O.#'>I/,F^7M=TYREM,%V;CLH<)7\Q1FDG_U6D,J!J MPG\!"O??JUWR=O:4C*
%A&;'@25!L?D2]>S2]U$I'H]78+AY@,SIV.82&M@6 MSHU*&7=[6]_7VI3D!UW2.F1])IK32@1E!LT+>5%E5/"DHZVG&W6.3H0=Q/;**
*M'^12F3DS92\$T.ZK6^UV=757! :M;4@ @8-5UC[UHTO0T;@^LR^"C"^_5DE; MD*9@1'1S;_RI"09-*
MX'Y/JN)!./(G^D8^7Z21(50=I_5=Y5U*E0XP=>8472=%SY;$X60[@+]'C1_-#0LEBZ LG -7LUP%8O&C*4C/51DT*
*\AAS"08JBD,^]!.1W4S.P0)BK MM#?/<-TZJ+5RUX)ZOU8WQ3+@:I@+)%*3.K4=H0A!B >> :27MY/8D<5=_#Y'LC3I MM$,%QI-*
HZ>^TI];F$N-CLN8?&Y'ZXD/R)&K2EFT @>J%;?'7L'^2=[JM'FN? M 4Z3G'>Z2QZT/-?]+4],[8L[_ND.#A&AC
*I,K5R]!PT2'[MS09/3<"Z1D!Y+ MN%U=)77&X>ED2AAM7"'S8G-Y*W$Z,?-CX1*9'FAEIZ?,!6 M[DS6VGRLF35B%_9D2MRS^KF74?*
*E(1P\UVL2]@9M5/TG4_M/P@LT3#FW)=VY5E5U/J3Z2?S3, &%%8@%M1%PWQ:$$I=,WT2(Z7\DV< X(G.3M!6UP0NJ1*G3A!\Y_Z8*
*M2];RI2+&*OXK53#7:TB3MX\7>4.^8H@W4JB-:?XGMQ/U:^RA_^>K$%I,LQ$ MS&R3I'=7Z!D0EH\QYWS) Y1B+1UP]?*
*5_+)**=Q9D&;9PD0UOH167TA6:#@U"_MGEU7$0DBG2]Z&FOUGP P,9O^A&*
*<8S%X4#Q=.AH&_OV"'UR(D*V$[@[A6&L@Q)UA>W2I4G':;L:BA2XN$@)GSYV M+SU6=8K^E8*8/F&*
<,0D_UB(Z/#0[]2G(1KH%+7#!&%ZR;N8%S=X.NJ\;XPM M)D)5P;WF!3ZX(0J!&>]D.LE<%EW>]W1F=F++\<>!R0]LQ]?*
9LLF7CIZER@O' MQ_<>']4/Q5H2!\1EP+?9-Z1_HA]P$ HPO,OA1'S.Z+:,NV:!I[D))7F9!=HZ? M0:UG%A5Q\AX0 C__RA FP-'L9H='48=?
*3Q/VGNR69DUF!@#N) MXH72KD5EF;LY+2SX[O,\PC68-T9*U*V;:J8]H2)D&Q_D(1:+4%_%RW3!BJ?*
MLC2V6];@L[#RA!"VI59HHE,'7=O7UW_35?8 X M>ACWTG,&-XE)PRS4Y3PK?')4MEVXZRHJ-GAP7AI_3 D4&Q7^_]I/CLX7A!OZ M"'Y[>
*<\T,L8]]Z("L=J2G*XK?"&.$(=[=.\YNVIF4EQ7Q_\F6-(V*L5D >!6, M=^$JJLN3/#83V;$^>H@='WI^N2N+B:JH#%H._C'9W400BV"B><*
*)+K?KS<)] MG<\"6%%8SW0V+;+5'E7PJ-N;Z7!;&(Y903QO\=7J7N9# B" MU$>YO]1<(D]%9#.G)/TY;)G"*F@Y/WK-YBOR?*
(QG=CFSLT[KPA+'Q@"K_ML(HU1BL3V/89T"<;P"D;^PRP/4'(D7!E!\663W#588RS?'/4DX%S!6/_&=@S M'+PD1NC"HM>$=7
*M9INJF6Z:9#@-Z;T&EWU3G" !((=Q0.$3:XE8I67J$+M,].+LX\;]M68Y2-4S MR*7MIDB!1!<*
BI6U<\&TSR>!++]+'7P!=+J5D/68F[N()KX>U7]M.?(ADI:2D MY82TQ^ZIZ-54-^1C6GX-QH;T?RP+KX(0=&?T M/U\)&:Z-*
'O.E=2_099^>ZP"_?5U=C0P"((5@@-5UXP8[]2UL%YO G7$#6D:V M;@H;,+7DU7"E?&6CT\;SZ'=.?
*$IW/N,0$:#SIV&9NZ7II=+@U4SYM,&>M3F+ MS58O;>Z*C3CED&1,Y)2H3:+F"_#YC>'+.9]GU#XTI2@T7D_O\1;TL_JH,8O\WS?*
NK(M]\SPA?FX=;YO<>@; M\(3(KRQ#,7FZ]VSTV\+G35KD4O8NJP5OGF:[VIL[6ENN:5G!"0=++<_I7?1PX M3I\86=_P1\P=5]W*
@3AWNKS:097%UR>:HGZ/%3CK(JI+J)^WY/'27PG$SSV MNC3BD(J2?%!VOIGCPPP:Q=(D/LQ_F/< .PH.2I699FG22"6D'"U;JQ0%3051
MS#@BJ\V_@>#J&W2W\[4!-9]C\@&LO-FU€X %OKLB)IPKR614.0@:&B<27+ M$,])G8M;R 7W)=%;]C>*"F6;BA58 (2EO$ M?
K6DF6):CO(@?XV^;>7PPVNB;^2N><.MV@JD M/]13I4@>%-"VD:Y>_Y0:],L-;35^;LUPS- I%AL5HRR._3,M1NJL:27U"X*
MV:BJBD$T//*K]V9$^!YJR!GWA_-N BK24_A=RF5G[^%PJ!ST]5IUFDY&2>R(M 6;^I!Z7CEV7ZG5TN;$_I+1QJ;G2]YO2@V*?%&6$4UP!*
{K+H!)_RR#)SX2- M>1+&>86PGJ;5#N9VKV4GV MZL]$Z1N'AI7P!3']>QNPQW;#]H@FW1 ,V4R'43B0<#39J'D["">GP[33+R/O?
M($W^7KVZ//UVA/J/6U);=T^EDR'2V%T74KL@@=F=1:'XT4O\H>ZZ*_^5;0Q M%YS.W2*3MI/_R$_,SY&L":
*(^D@(LF),F]D=3]]'GUKNQ=:C902TU)Z>R!]\] MO@8**#H,R-H%KXROOYT7>C1\#<.;-Y,4,L2I:O@6P*-7MTAQ ^H^,[18#]?)*
*MIT>W_;&R46PF[^7*UI6<+C:?.1(&/*AOK7]>XQ\7F/.JO9 A=CPR+ ?ZWG'M'@&*O,/>HY+1?/?/$O2Y%*
*<'.^)F$E,@S<]@#'CP1V,T'CWY[U3WMX%J!!2R^ M!+_W0OP!O>]^;)^2)(CB/G>1$O7YG?$,"%I)YU=6*CI%JLN\XX#E(-X\E@%O*
M'0+%/=:5;R9B$&5C+_E36F].'4Y@<;70]'3K:D.I2-Z[RBE)D: 4;77S;Z>(M$WK%O])[__V9VG^ .T]H&C?FIJ]1.DPCM:N*$<&O&3MR?*
9BRZH?M^6E8%3A4PK$V*_M=.:\'.T NC&WB,5[;>BP4FD00X&7?7[IAEE++6%HW[?4WFBH%6W[OY*Q*E\9M M',QZ5/PAG-A7(ZU.8RJ=*
?Y]? M/DBT!_S?:WX6R $M M?0]VLZG*WVX>'9XXQ6?L:.U&R"D"JC^T@&H4K+;(P?M@3(.@?2#/NMLS:.4 MKY_U1/-*
=>BX2(X1A!Z"$P.Y1X.ZQW XU"/\%=RBIOW5E>@:(@:"([;:I, ^ M 8)DB>!XZ[E:2%.5GMU]8EF=%O5G:3G906 4Y0UH,3FZ@!0A"9/I-*
TU$OGDO MA!2PDNOD7QTI^8 6J&Y1KP[LAN.B>9O3:MZLUV?4 \5J-!@5?:I:BS.)! MR!3Y=I?
N8VXWQDG_]8.FP:)S4P^1/'TZ7N7X.L:Q<;O+]QY%A.&N^G]C[ZV" MXHJBMLTF6!(\!-<$#1K<)1 L! EN#02"=G!KW'($)Q
@0'!WZT8;,9P$@D.C M#8'@=*--@,;/U%\S5_/+?//55W.Q%^_-J5-UJO9>;Z_W.6>O?02'.I@FDFO. MA@/?>Y9:OB (^11 'D"/<;L,1[$D8LD&
*[5SPX<[,CR)V96D^$FD]SJLX?*F. M6Z85'$W&C#;HKA7_VGDE.]:8_BA0W65Q95I6)?A&L*_6LL;%*]3K1:[H?,IG*
M08/@T]RYWO,#RSN4PF41RF&8EPR3L3):YCQU#Q@>2@\]U:38Z]OM[WZ&=PR*
*MCP_F[),U]W*IP@2@<,NA.2>P!IG0>=X\CY7*6IWP$);Y"[\!=)X)ENUIJ@\-M-*
W)S]4I/N.3IA[<1R7EY74Z;GAB#\B,>&Y;J,Y[DF_PC@CA]/OQIY2K09 MD]2-"_8R3#.?LY\MBFJT=:A\X2IR)7$:$+@ 0IU=_M:A!GO>
XQF93F\G@^ MZPO%O77@8N%FRY^ T=G-I>[$P)(R2'3[,:S^7 M2) %EH 9X'Z(GIH%AM &[#!5NU"=PDORNZ_RG*
M_+7RWN0XSVM)0VLY-;-"](U%)R9WXW=+:,!B5;3AC?ZA4<&P?5W(''H_T5C,S M%'XK?%=X?A%/I6E%'1TV6R '\(+MCX>M\$=:I*?*
*D)U#O.LFF;5)*GY?T'O*!)VC"YE8&-RKJ!V; M.ZV$]0Q>E.OAQ)EA1/:5_N]:G_XW1>]W24^((HS]>BYM-W(/&-&RRGBY9ZQ@*
M$__.W#^DGX.GYEYNEL, M+!'0"::BL7J[V9P!C; 3DKPZ!&T'BQ\'T@K,/YS:Y)R6?Z9FN_.T=?8YCW[+*
*MQ;:.0MSG[H2.%"T@(V=UY1K&MI^9&]*FI]FE.G/8K*JV&GP _7P4.1@TNBE% M'[@0B_N$MDYH7>SOHQOU(.F([=M7#V-?T^>FK7*
*SON\=_9<[F6*GR7TG.&:8 M&+U9'RV3FI023W9NL,W2L$YM2 [\'P*AT@VNM$+$%3@W$YZB:?<%6)S,CT-1 M.IFWK^R?^%--*
)>NJ!)X<1J$#SGJ[):.@-.D)1LT:K]90/F[CP=E'G!ZSO8,-ZN'=9_\IOV/=RG_=U69962!:A:U M[(+=J%9+]O5,.'5']@,B2(!%8?
*\L=X6AUA2U_AW#\/&6UH[M'+4.:QNV-E59 MLL)Z=E1>QWKSVI>*14Q,/WU^#$RU*N+%,SP57E)<4OGWF(6]H;6NNVJ&@3R**
M=C[L5-DHY[R M5CLTSI{P8LM@.A,X7:NL)8$(CU!G8<2!7 S7>O;@PTS_0:OE+/_YDEBNE^;'*
MMKOYE'Q8A!Y!B/UP^9N_Y8/K#2>1/N.!G\]!=YIP#ZW4^?D9FD_Y5QJ3!Y8.
MA=A^9AX49Y4K3&IS^9&AA09%5PO'KZ1/C(R,'I9=LO8$I1+,,#LQ#H .#M.9V MFD%>,APN^%'(NDY;CY;B %-![")C--
*XQ;6]]#B0_UG9C&YOR-M-C<"?VDYZ=_M^1C7SJ3VP_H*MWN G55<0'27?+5?_9+E3Q$"<%;$Z_435EJQ_"VR1;_!];<^ MRRYJ*
0M6=;SNVR)+KICV5LJ;I9")+VGD,M.0&CSSH{3)]'"%F1K%%%L[''TC]H$6A8:L>V&6M M6-9X89TD]*
.0LL_WET!IU1I(WBR=^O#F6=_^2ZGG79UJOT1/R);B@>)C##(^ M>XS<3T/DH7WZ$N5 GE43BNCUMNF9T8.-*

"C]C;IXE'Z_AY.TA?.5,.#+T'> M?WWE+VE_%ZW["\?ZC$JIN9Q*"=])(_*$Y\54'_XYXPJ^_UG5_5]I"/UY\I-/ MXX*X2$+H\C\3(4C@1 FZ!SR^!S0?K>KY!T.]_/&,Q?Z,>9PSWU@B/01<-@=+R#N3AQ3BUH8R..8*@XEL5+D M@&K@!?@6TGVP"6WG? &4I0W_;CV[MG_Q,3]T:3/(OQ!-*ILG$YR)DMR&O&HB[V.T0*J:_= IDS-^OCK C%I,PT^9E=>/"C9*O! M4TP),2>Q69D>4KNOZJD:VU")? P;XI<^48+,?\3+QH-#!C@X"*5HC/'*RMIK MGIANOC;/4.33A5B%"Z*<_%O?5ED.%-LP?>)O8]O^OX.?W(75.3*F#;B('PW3 M_3:4JO&*_]DSNOLMJRI7W*3QZ[9US,/+D1Q5P M^7G3&&[#"!U>R/.NC/E0J+F:1";[^:SXJ#&(S$:&'G6R.!98BA'$_WII;"1D M8K5B;C[HSZ"*-1[;B'J?V^X5=Q6'@;:4+\LM_O-__G2]K_&FFMX?3)_GJ0 M%A?[>RCT3: DPLN0KOG+[&75FTW7@1Y',78]5XM\LQ+ JY;YKC3T=J)_CZ%79 M7)3GG=AG7*Z"XEJH9MX(:7B\M[6K!"/L%YY,,>_VQME'J]AN:^"L$+]Y MROXZ_(P//#):X'AE7D_CV.)7-.WR!J_]1C8S0FX#NR,2$R+9.RFWIS\DS;:X M9,ED-"T#F]%?AC75A("DCU5T%V6^>1((@^#\"A_;- T2^IC,H%1*3NN9#,[$ MV(G%B3/HPZ%M+)^GO^B!VY+16#^V=Q5(>^)8*@A6^8> M[%;>C-@F43JQ]-?5N)SSL&ZS9G5@Q>_P+Q_('0 K;W'E.A4T>X\?<#(=&T) M12^[&ZS/0$"G?1 O<_?_Q:+T_UAE,N193%5B7WM"@E\@_@7".9R5D(KRK?^? MN!A_BS]GY>^JJ-F_>E,1M=G_J15Q1\A[Z&H*IW\DUZDUYH[-WM;]GB>DFQ,^ M&71)9;9Q\C8M,5=-V2!;Y7-J;FM(2_M1103)XT]\SB3]X ZB&A\1ENKWSV@[%,H#Q<#/R&AK]L[%:H)$^/P253UT+LE M2Q60AQ-UH4\5T *X_\L"(F'3Q;N9-O1!FI #UM MAHCH9/M*&(%I9UH2- "",F_Q_WM3+*E7R8.K_@KH4QFD.L-;XZGIVNBVY'A&9T9ISR3/!Y7^RJOS"NZ(&&03U#;F^($Y M@%,%Q&2LZ$$^/YRB?A=_A+G"-(0TL1- KYK6R57^@I47./9KYY] 7?6UX-M3G M,#O2_E7Z.)D[+.A'<#!(,"?(-9F!S,A3VD|L1JN (0JQP")8\#;4K/(?Z(.U ME@4^LY/+OQH*I9\68TU8L0LF)H/P6?%,$) .?M]RKTM6;@NOI2U^<8< SZ)!+!FH$:,([_UX@78BGF]12'V&D1M[%-$J"?D\ {"SVNZI4TD\&OLN M4RI40Q__=P?0?9T.^\(TB ;C4@/^E[3ML,8RF% MKY,W-D4:S,ED8=#*(%>Q+X4K8.O)!YIX1SBY++!/VQ 7VA%K$.RN%$NSKT"' M)0+']"$,Y[H2+\M8#=HZ^"B4M%/%WT2\0L3@^=6+H=WOUMC) M&/,TBX7BV0NZM7^$>=?W>?0/P1.1A(H) QS-=]5,T.$C"AE,5Y!0*9C!8@%: MS1 (2B97MD8U..Z!QUX?6SSZT+MB)'L+VZESS(=H1]4%^=V-PX%2?5[&GW;/X9X/R!]>)NWG F888OT!D9P\9J&C 6=J^M578S6.H(>?IU:(2V[0-N#.N?[PMD!2%C"N00,G*,^1!ET"LH;$'TY,G*06O'-MQY8^OK'5)YG<:? AGI@GF3PFN/;FUD;9[\?> SWFTTTD5@F)WTHM[>LHDJ(QM M_<-) =G2H/ROW:J_ BY+IKJ?8]P&4,XG12!?^JEITV*8)E'4U_[!1]R+7(1Q M:,'8]6;JTJU\!*$JVJ>LU,YEHSK<22'6VRD]H2/J9XX4Q",<4G'V3,G,S3QY4CHPP,$ M$<5*F;U8'+3:I6H!WZT5'QH!/_5/H2U.7^R1_*VD.%SK .Z\K+,B#.)%K0\< M",+M(Q:B+QS9\FSQ!RA&/[#[)+W-=/Y!'M1 Y)G M<2,"OUS7* 4B'G4O!YRI*C\J62P?;2SW9*Q&IB59\KB.OU.:OBNK[F_V*90Y8<)",?7.%<76O*)*&3>U0O M +LX/=HV>CQR!)V7P/JAW,&8*Y81,_,*\[,>?_HI8^)\2$1&?2]=`?.R/Z1 M1Q;B*/*)NY #0NW.H_'F5^M(!.8_AXPL/X89KAQIW< 9V:8"U+VE]Y3L/GA MOL)TP*ZJ8DVW[=(#0Y!5_-3_E=:S@.7 Z/0774"3*?:R'1.7]+:._#3I$N/< M#%F_C%HJ[JO88LZVDB/E&3')X? HA]H_=C/#LFE=3@I\4J42:AXT-4CR3GCE M18SFX!DAX!S(1?E$7;N0@^G.:LGG1MK2W$'*G20).SZBO&0J\UK>K MU=TY&Z3U+(= [;AN!YKG/0\G-5\M*CTHQ4F:;P<';\"3)}/Z)*+),VQ->Y_M"=)#?5LGO%=BLUU=]3C+_L2]7);#HK^EUIZ, TMSRZYVDOE7%Q#C4.F5V M""X5QCUMZ)JE_P#[9:_&=X;@LZZIV6*48BPX>LOGYI0/J>TNW"2C-V^-V8E1 M036O#/M5D:@B-.B0+E$A8W5VB@.H'P7&QDB6^):0ES!(8VM#1[R^0ZZ@2SQO M/ OW1G.#)(]Y%-N)UYX%7RB^3Y? 5%[IEBSGOGH>+2R;\FR4=KTE:LT?RV)B7 MIW5)BD\H,J\[##1NY)W_M<2Y3.KETW5TQZ=6*[_%VXTRU$'\Q__3Q7\_]3 M^K<[LO$"0N. [7V "^U/WQ87W?;W $0O:^?I.5*Y/+7X^=9SP+?,4I]GC28[MBF.4AYB)W2B4Z_=TS*FDJDZ+9JKKYX]AK7WM]R_2VP>? *)!I_>9(O_YZV+F+DJG_6YBGW8+Z)Y9N^OP24H6D+G< Z*F-G0.M21, M_I4(N"]]?&]V2F!=# MLK5W.AG*]^>J#- -^/[KO\25I98%B0V=IW6@I*+0$TS-@M:CE[79!HG2E.;/E M"X6F@M_'";EUJ>H<^\FDE*1- MQV!+HW0P'_/%.UB9EBE=A)ERKEB0:YV\,MU#'2R59 M)E*@DY([6.+XPAJ:N_B S=K_G%,C_@J M#^YT)GYXS$75&D5.T^8U),^=? PD(4<3Z)I"K$@CU/8@J. YRJ+P%HA6B(634 MX+ W08*;7;Y_5(R_JCQ^]?1GN7]"W964>GICW\?OM\79VW4A+S]IC3= G.P M-U.K^^ND!=W)\.;%8M-):;"LYU,]X4&/'4:OLWN`]75S_DLAX"$3/&&%;:4 MB:8A6B&F1WB>JI+G)9EO&G/&S_@VTL;U*CO$9'#V"=0 F^$KU]KK6ZT)Y>G- MY;J>CZW\RT^<|. DWA>4KVQ2FA/5?BK MAR#TK93/.8[W)86-B628!J;0-+E MP>R[{DY0/0;H@YGF%W,)&>3^_MK6R!+XID7[^!6CAY7R/<#>]*YAE<@D9';J M6C64SS]*)#>J,.?]:#J? *ATF$]1FF^Q\R$!.3/8J*1(1SL+KF,\H^T[^2RVF M:FLH8T'"3&P+"++$2]9,=)@^Q[B^]0)@SHC\/VBT=_R;-RKGR2V6.!\=.LR; M=1- T;FOX>:+-+,B(TT5=SSTX%.5KN9IO*M4I[1_$\SJNWE&8^47L$1^,R?7OW,9GV.;$ P9M3WG]\TKL)$TVQ^G,#UP<]!G.7EY; M@6#M9-)'K"1F[41'/)MF@%>'FN-H/IGFEMU]=XIG+VUUA78'(I3 FZ[SW?4Z ML]@X$/T5E,>'"*45)KH"/3S0@-%?4F5=*TQS16+?FQ.KG6\Y9ZMR 77/>G\'X M!&FV+G1)##+@8F&Z.+4G%<+,=:KR5SUFJ?^BV_9U-NVVH?4^NV(OQ:^$*V8(M_F3L+0Z:X4S/W!Y*)_K)'[0?)+^=]F'PK3.!)#4&S J1.%"6" M=3[?ZMSH8'JT,_KE0*RSP>?'EU(^;+:V3(GCRT-U4RI"/SP+5S\MR@[_M=E? Q;KZUQ>1O.MF,76FA^>L2RUGINV2C^8KV9M.;&B;9)Y4YW;E M/.^& ,FTJ7\MD\C/FBLM;WY2ZJ1H_RWPDHSKBWZH ^(>,_FQ DNL,*DI7_SW MX7A_HQ)D-/WQO)9GW&#F?2>T<[:68P&]T+0X6*7IXK/-_K$I,;Y=W=ZDX0\& MM! B LXT^04]B5EC;9G9A*'QRV,N.F,#,_'JYC9YI7[>QRJ!L+]R43\< MTTS-QV)9LXS4T\-"3\+4UJX.C$A@*E,_G(%>T,^_'>K(G(%\A'"PMCM!26 M;NT@NSY15L')"?^NF4EU'L2;I]OD3_/;AL?')V)Y&*&)!S^Q<;!FZ:N:!-7OHVV"'!OBQG'ZIA'5ER84D3-= M0BN8Z=!D%BH? $M(#DWB+EAF;*5DI:BA'VU1ZIK&"2RKYL)\0>V-1"\T.0U;, MU:X5I'4@UU@-^W.:\X[/CPK\#%CU]"SYH_[ACO!<]VVW629'TQ MDY!=A'NI7N3M4FE7KAD54.BCYV2*<:_GX8\^RU&B#YNZ$5 M!L@LBXG9J#6;6!@&55KLRS/-'?OP D7>J/]!7;,?8GUI(TMF^9"]N4KM7D]I MT^Q?NR.>(GJY42-,.[0;3OM,6[B=.3UY(Q]GMX<,PN#"H-I,?:E;S+IZ)D/R M8]%>ME5@\:=Z1LQP#RH#4PQ? R,Y,#)+84H=ZE6$T53K;N].TX]{5OLA[S3W@ M08OSE4/^8Q+T@@8NQV^(VNX5=VE-.;2$M2;9>N<25B(E_1^6>'YE'&(B/A(M;'FP>/$563K3=XK!L&ZS@4)W4L5>VE[.NJJPEP3X+UVW*HKB\/YKW\[]__K_MK/0UHUC]Y/ 9KH=(-)QR3^DV)Q&RMV&WRF2%L6!Q D<%PG?O16FN.5,^Z&P M*G5>\(B[C..<[JJ4T,\9X/,?.>C\/TG,A#>>^YD!$H==6^;5O-7Q,E&:=D\0 M8[.9!#NL8S4/65/>8,7.%!*"Z+,X"10>.U[])6W!TBS;Z(B?LL\;488.FR'>-:(AV,-K!MA M(9\,!'5.Q.2=W&I4U^REL']+T_'G>;=0NV/Z/0C$^)R2"_E-5%=2,&;/4F6 M?+^ZGQW06%(F]_MFOPVA0]T<3+HQP=Q(]SB- 27LEE8MCKO MJJW1^B!I"$(P#IK3\SA>"IGK/<)?:.$BM__H0+_!WMA1.W^BJ%>B@&P.[;;UM]@H\ [J\&_QF\Q_^@_.ZVDQ+%M:PW!S7J"XEBTPYVUF_R2?MN$1 M<-5M[:/$#YO34=HAW B0^8;@,(G?IEZ0XK3L.X_W;IM #7$.],M:I5, M$B2,,HW0=+?%\V;0"NX.XBAD M(KHA@<3C%GU7\P,CX]O"? 18]"%E,*,7A>>"J*L.$2MJ-XMZ":T5L2NRGXY9_S3><) M3QO#D@F^J((66?)]\XU2SO\YHXSSKYBM47I(-=@A-I-7NHPC?Z,_QV2I7_NES#W@B>"Q:'V/YH@OR M;1EH[F2LK_QR8^B B.K]_9O8] (:AEHYVRQSDH)-A1&]G>I\KPO'#31/;_SJ= M1L*G..CU_E"6(!647_AYU_OH]DHS<#:_B-;TS";)Z9)G5<.)T5,&T0BX&V8P M;"=)F3M7K46MPP.N(HW[Y(20?](P0@9NQDI/5N37X XV+9OV,M7(Q8SKNDJ[W$<%"1&ZU9^'>6S(,'^Q M$.^UQF\"U907BM9EEH$/^>=U44]P<1I/<;!"DU2'9J&]9#&(UXB2#$O*F=IE M_7;-\8*X94N3]8"7%DCW+=^G.'ESQ=5:[*CH-H- U3,#$[[H*,2A?"'547@$R6 M_!6Q4E@@HY>B8]"R_XTEB)D,U1/N5NM=(0;B+3&%?K,/S,D9=V3O#O1. ^4&8 M$?:E+ ^4T1%=:'R:(%ARP? (IF_%L-U*I9,C%U]EI;!DYLJW0<*'&F*W+]26([M_5,4P;OFP[*TC)RHY_QZU4TZ?A\BAFH"6!S_CUCWP>UK#? B#/QZ$74RN5L+-1I)=#EMQ4ZH M9C.T3U*6G3?IO$+3^8.SJ:.Q#\ES]JR[@%11,U/U%#A!Y8R@L/K+$&R\CP0 MZ=? R[.BRXLVLC^^;9KIG0FU=4Q#*['EFY2< F>X3!FVOZ>[O,]U48-]9&Y] M6)WHKB!,_C_.Z;>#>Y9&L2'N#E.LFZRW:-Q@Z-(X$H:E2(,_ 2MHT;-G$OG. M?ZXI^/&4.\W=NN\RC,B!JTO8,)F]XZ[Z]KW?5C*9XU\'N,L;1RWHI[!'C9"L M8W[F QE#H =C(&#T3/[J5:1&>T%UU+].'R.J &43U'L@X^G$F/"I^:6W0"]:7]_$ 22M MR5C%/1-\M0A/RU),>]!GF@GWXZZ1G F^9KSPDLR\#"42'',EI#Q3@0RM^;,O4IY=GS:6B;EIR:I,Z\[2E,7_XP/RXAF@I-78+'LO&XW MYZ-EM+:_UK^VX.@A&4\BJ:? =/T!E=)T\YKR6C]X:S,ZKK:'JE,;:0VU"_14 M7QM;LL_:B6LZ.#_G;_SJ.NY?[%P_5GW&S#NK?^F$L..)X?/F0 7'.XG31&/7 MYI:6C#P!?!HV)N0 'D\A1"TX?H,&?@^@WO-RZNCY='XS_@)*.&R*H\[M\CCEE74!.>E#QKCWY?J#APH@LJ>@Z>YV6V0M)]G#/0\GROV??C[/NH@"L.9\ MCXM\'UV5Q7$%Y[MTD,8#1Z&#>=)HW_!-.06=7W6B2T'C3.+B7]?$RBY5F%"+*.5A6REAE&&;6_Y/O]NZG;X@D6AHLV-=Q M#_C,'EN>K-&8?5&H7<>6F.\HCQET^=P;#(\(^.YS/CE=,"MZ$ZPWMC-Q_+0- MVIY8F$U#9ZR*)QP_%"R@(Q*BAT2Q 7H[H\%" (\7WNK0?99;\X[G]@1H1MA M4G?\TJ8UR3[E.BQR7)U /.U(=Q4[%S%/RS?3^W=U(>Y3:XKE[LMQG$_UZ.M4 MX/3QXIB>XMA8B&LNR&;]T@)U*'"TVD2[Q^=;($I=RZ;N] M^%M 24;O5JF3(TMS?M2M_+P7QU!U<(52:[Q <2C8KKTSL,0@6^-[M@&TI[J^=XWN ,XF,<:9^RY3W\C8TI'JZ 2DDT"GU!]PXI7)!$;#V=0D!;9VB^ M[?QC_M^=.AB8X)8&1) (Z!R0&7TN"641_KO)X.'!]CHIU*M-(8/JRHV%EX]G MK,/O+@/&YBZZ6-ZS4#Y5_I/_O)I?'*@(A7:(JG*FT[B^CG]$WQRYX&(6NE3= MOV"6OCIW<=Q:J2R0])>I*WW[&LSGLL81I_/,_;$(#W&J^B3K8TME7\G.^F41 M)=2_>9$51)Z0[U$Z=>P4NSEQEK]VOE-'@%;"? U=5R)1/>/KB0G7DO]Z!++INS M1(&N6V]11N4[@W:5HR46ZU]/7H5ZV'5.:#/P% AL:$L %'N!P-I^MW&Y=QN9ARTR1C >88^$M94'K9B#[INZ5%D\4>WI +0>G++O\[F/"R9VNYFRN 0X()SJM=R4*S;=*WO[>U7=&IP<#"]{\-*?\]Z$4 M:I0=US5(BV21;8OC$]@U'IO(O4] !F2LV%Z ?349!(K2)W4EQAPICY50B)] MOI'2O01LE=J#6)HEHL46!6I=??B#^02A1G,7# ^A3U*IT F53DC+^3-3: F?\@R' U+5?FCR=? T+1["FAFK3(SLY?"G M"D=37DZB>N"C M8=#6T9?]>-.F?RYC4V([U]EX/VYKXA8R8>%%Q_6]"O"/G1 M33_/B6;_&UV_*:.J9@8V]7D!Y92@!T=;B5-!W0DS*+#O7F[<4XT"#^.CLXSU.V5/NW9]R;K7JE%Q$K"+3.\$/O<4$B,C)'-M8RS? 7)"FJ]M'T64C35_Q/L,\#7H]JI=U\OJCLD;\)T=B[]]O2O%SHH[+NEGB M=:.79UUCY:,Y0E[%X0%]TAN!<$W],[DSZOJ"_-1E)KY-L.\4 M@X"VW, 5O;S%\J3;[LL52+.DVHS%[.({]:K%64Y=[E(\6.?D^[?FBVIF2ZUP M_RE3_5?$SRN-<6(*H%'US;N]/:I,##+Y(299+5.U:[YVR]<; &%1XXQFP,&5T/*V4 ML+?=3O>!G:F\,61CJ]0?SZH/7H#]1M!#U[_902M.Z>L<4NV'C[/[.9BE=2 M.Y]4$=ZDAEW26MS6F2P8N6(Z'78N%4I#\'E*/I?;LCX3Q/.#I8(<[=Q#V"'Y MU48GAWF#.F-A&D@=/F?WKL[G M@8 M@2/5NZ=/D.8Y# (N6"+!Y\="^X=>[5P5DSWYA^<"M\#5*'1K,W_77,L7"68MO^:WXHEN&Z4/):]_$M95I2^Q\WI/FZ1I7@B^;IA>\L0)%:4HQ MF@ZS_!]:.#? Q3';_]4W3$5C MGTE%P3\1V%O87N4:Q[478"?$Z0UOZ4MWNBKV.PYJKV?%7KQC_^VY%JEG+3W% M5XRGCS*D? 4JF_.#LL@Z:HX\.\LUF+G4KV[:SN1H(MZBS M.9[$3(C/'Y??Z&',U=$$Q67C)9@D35YN02X75SD9<4HB"Z*H)*7>3C:FQ\1-3[_0@Y- X%P5/BMHTV#.D8H7NOBC%/G,?H%D_;9%F?"S* M].7(DA-S4^P4\$,:_^*VSK4LS1WT;JBG^Y0^-^.G/)Z^5_8R?/X]N,//2(%N/_MM$K*

G;VC=0?9G+7(P$_3=O/L+5VMR V-H"(;:^U3DPKC/[Y7P^Z3EOL-F! M_A1,KN:G/__@#+LK']D$7]8[M>Q$UK=ID^.,J8F){<>FPJ,M?-?*
f@$/,V-L M.K6>N7#WIMH[7"K=0M:(]HDC[ ]B;/T!=BXC^H]5X[!LK62<#\@K=W&] M0.PE\!UGS'W_3''JH[-=Z
+/+32(%UQ?.$7+12OT$+T0KV!\HD&*@8DY!*E7[MV08T5P%=W>'>SV]$_5H9(D?;N.UQ3**4W$O2UM(O&B RP6R;Y3'0ZD2@2UW^
MR'0-_P5O9ZM2PS#Q%*3"C{GO.)I(_AB-IXGMPY6]=<,;^7VO41+]/S7AV6-B W]_+ @&,TSN
M4$6_+5)B!SRI)#=D3A_7O&%Q0M1^FL\^B1<+)<>;*9H1O83%D;2\A+_,6'], M^3$A2E&F;TW^0G>N(Y<@ZL80(S,HC+%?UX#.^Y
H6[1G+WWD/X3__/"KX4D6 M:M!0WS,-TDHHQRL0BIB$_Z6).802=2F8+?S.=]V.R3AS_VX1:/U,56;:6C0 MZ6F%E-20.
[Z6UXV02C"RAV0W#9,!KCGOA(=ZB]{Q3(RLCL.DFVB+K9K)#1[8 M]-F-N$)_WP/([P%V9+2FX*O^UA#2I 7#&K,JW]^#'2QJS-%MU3-
;G^#" MCQ964Y+Y$W M -I>"QA0]DX(F80P8)0W3AZ'"%P:8!:9@"D[EX,P!?-+*2B6R')_FX^/1WEO M9, F>\4=VRG7SK]\F!L3ZB7D&?
_%:/U3'5 5RF|@W$75C0@3/6.F M):_,M+'TU$SQ^W<$3E\?'"<2 7.]!URJ=F)")=7C+)!X! MXOF/)G7&U _LX>&G%1NZ^E (!]KJR'
CA^PA.-D(M0,M!Z=>*2<],OZXV?;B ME=LSZT"+-/5:^6G 77/%$6
M?]YK2#NZXE]OQ@(X&1XT0.M<)B8O4@ZXU/'GI_B%?:1>=CS]\3Q>W=.#]8\<-M_;.$OF"6FT"3J5 D9R-07ZT5U'G@^=N?@N?
8ES^Q%N+9^\2XFU=$YZY EF'3 M\; 4-=]5!FHZ+8[M# ^L";690D#Q MP#?+>O2NI5XAD(E-=B]#?7/\EZ51SXTI-V@:I6'9MH+_#"
M&LE?3H38O(1'CJ7R"BK=%80P@_-(I(,%!_:'4K+/MBYWOIZ%,TV=:KV0UAH MR'^KGBH>%8ILC;]!A,R9)
;1_*7:B;7[.&_&/Y3OPN>G*M*YT\XWJ!FT):P3$YYN4NO5$;5F!F**MJ!&VJF<$O4XF3PKFZ'(U,9Z7(?[.4N;GPZ?V, M]2S+
#61G8<39^'3'9WTHRU6V MZ'?U0*<1^Q^RS2M2V;U3M]>T>M5&;<^KI$\.8[WJ,*'# ;(=/XCL*C18;MFF M\+\8Z[2:YT/%8%$F0FK?
OG]EC1KV4#1EWD*>Q';3HIT_D<5!NESG_\"K&480 MX9Z?X[+682_Q'PX_"Q,;KS\20PU"F'3,[@&?^@>< M+'SL7?
DC<;TWDC$Z2%F4'6"D\"%V!";B^3-A"PSJ;BWQ?7[ZG&GC_@?BTPL(E MY6O?WN #N7A]S#*7J1@,MNL;4B;;,)X729@9_\14H8R<]"'!-J>
[%"4\F$4W,2 MW0-)#L-R8QRTYR&Y[J)Q?WFSBB.VZ:4 8;A2K.%7N/\FHOX%RJUWDLZY6VRV
M<+9DYGS]H0FFF^G#J%A.XIM+P[>R9OV>MKALH@)K]OQ: WB'*UO'=AQN4: M ?/*>J>1^1FSY=\X;!-XODK1L+)9E$A<+_EOC-
!\BU5%>N_O,.CC/ <<8<@^<9H"RF<>N ,&Z*@_/_MP]JD]@@0PKZP\A]!=B26_KS+6(>;P:4A#:YTP%U28[8R-=&\Y_//4#N1E^*:OG1
MC\?[C .LEM\%&;6J(F2^*=*[5BH)BO 'J)=-G"M&04D;0;M:< M^O!MTR,3RHBGGF3:%[]:DVXE$>G1V=F7W_[F%>)T-#?1>%Q?
O;.5V7I{[--[MTTMAQ> ^TWE2?Z*-#:NIXQ5\&-G_;,.?9V=@(;;M1[J-)&6O\^3+Q+1KV#=^" MFF);4\QQ)>0G,_=
[;V65/2V.7.LAF(^S!;ICSGA^XS+YX&CW2]Q,YNWL#!GN:>I#I9 ME,KC7*QVNRXTFQOY M[5M,H%>M]BJ*EQ#K8B@?
1_LD]^TW7V8!69,!7T)X,9Q*RT&V!:G-:J[K:)'(M6*MCU1 WV&J,/@(VO"'1IT!Q*S9U["(6'V\>FP_W-5/2(*[Y/?KPNQ!fF"_V
MPATTR=]CN_P;U;/8TW@KQ5SZSWV+=M @9-,E9[.W?I@V-W,1W0/XY5%RW-0Q M\!4#YXZ=A21]8LU?-%X$I66C6)(#E<@#T5RW/#
"U?!GFX43FN<[=UM[2D6 M6<],31^M<56Z#M8Y"U-#?FQO,UHEW<^)Q_+[>?1Q*63PP(RK77 M9X1PA8RO";+?=\RZ#)"J-
EP=%#IEYR_;9DM HA]0&\7.$;LF*)[=KT$M6&2 M43H#"Z$XL!<;^<2TFGM#3[NA>5=7S4IH4D7S&G]^W341P.^W?1!"\!"8ALYWM M?
@8V?HV=P/Y";_5Z MGK]>-/!,.KAM1346=Z#OC3I=N!%'-(&L+0^%$I2!V/LR$A&YM/! MJ3,)TD(YRT5DG.0-IGNR7+I%=@A-
50T^RL24ZB!UEF(L@42*J&/H^R)3I^S7 M9JL):7LG9\#2$64WCV9K!#*,_8GO(:WH0#!9W>TKU'#4>*+#@)GVE^V1E+;N
MKB2FNBWN"!-U(QFDB2Z'\!HQN?R_!GH]V;&_[\UOCY@U-9)0:C)-_8 MY0^.84V
SM84$I./DWM+I^NWJHG;6D/+4DF=TJL6E2^C._$\6=!\&\-^<\5^*3?AOF MDX&'7Z'=$/>
1K$N!=,;]@C>Y,.;DOQ13V&J%DK(EPF2H%'_&S%,_Y4!K%G< MDKD5"LDT@K6BW^I)7.95N=GD/B$*;]TV%'F_V/R@(D=Q,
("K+S_",)\XR*I\ M;=BA;_A"5:%JW7$Z.CF^9SS:8X9 &C)W6EOAR)T//Y7K;S_2<+I[.&IKMPW M0HCG^(3Z]JEB="!PY92;M0' 1V8PF(V
MU>X&&+_->%[NQ,'MB4P?8@K!-7]ZZL?%*VEQ M@&)D3_P:.3JX/-H5XN*[K-N*%M7[63Q*_M&23[-#J1V704W7'=2T>D:1$&J& MZ=3!
<*)^A'#$?_XIK0K-Q;UF.+,P& MJB;4,NQ8ZT*L5W9RRX*HT1'[\]V<;3-B:9M,TO< N,V8T2S[@"X'1"/T$QDD
M0CEF1*8R*KD.4FN_8#%CT]WLD#%O<6C+\$R2G24]C"TE($[SR'-&I[,1DILK M()A;'$XM[C(@L/D($+7APVX\F%W?
F\JX@*7)UEP5&2"IV>;^2@H'7#>,I9+X?,NT!8J78U&>JY.E =6*G1L)K<'R@O2< MM 6>BK2[Y6TE4,+%5;D)F5R\#O
]U599KZC"MW08G2QQIK;FQ++RUL8TO[G@ MEGS\\R.]GY7U@2)?KP,T2,8?%3C0D=S?
13"CCDJ.ATD4MI3[>]7NDMB[D>$'W[#YA#9&I)760&FE:K MELT7^Z<8/N\D:$#>,_&SW)>;VR08XXTKS(:7>\|2*$X,Q)A<9]
[DC3%D@+>[M>9QQ0 M5PG$LU48O]O!D\++[;=->BGFUU4,,S@Z6Z9_/SDU*O*MU"'7B6ZCG83\I7>'_ M4?-CL,'53!A>=]Q8*3]
A5T#WA4Q=3@-7U L;3;8T MA0">ZH_!5*_3\#KV3K;:VZ"S MW#W%H[>VJXQ9'MUZA=8>?*F($1M YPQ6#]: \P)/$;ZUMGPB'*40;BN\VU^
M3N/QTU.-GX!4U^%%A'RS2]T>M5ENH5\S+%R@T!=?(W%6.)6,+7*ZTA(\KMF MMLQ"+I79S?DP^+O6%CTO$,"#2A6?9X-
<]MJO(X;A"55;//5)D4\GJ8+$T:*QKOIF: GX)"5(MVKLCYK, VW2MH-+*+1XF M]OTY>5&?7"-/C-
F9'$:M[*^QS%^PT+_]2]&$3J!9W_5UP>-NK95\0G*M.)4[MLN;@_'-!GBA(N3,?>2MB?H#PS74@CG<4#7S=EJ;5)7$Z,CV:M441G9AV]4ER
ME,$)/[G3[WSC3+L^/X08HV_T2UXJ2*G3A=!(2_CZ1WT]*,G(]6Q]X&4X&WL+
MTM_H84+Q;ZGZ@LK/_Q6]J#S0[=_2P24+QD]*7BHEIJ>.^%9QT_%I[+HZD4Q MP2CXX!HUIGVKA_* 6:X+31CC,_-H^E9&]+W-
=\^"^$S>G>3![!E09^#&OPY+ MCVE90W#E[0 YCY[";7_MB6*TI5)!3](H8:L,V)"36-4L^&F#;!D,[5,,3"7 ML3GT77NV,-
D$X/=6J=L1TP$2*-+++(L)]D#=O$7UQ)S\A,G3=LUYC]ZF-;_I MSM%YG3?5W"_TQ:\H3T+*[")Y]>]BR2>94CY3,$% EOVCS8T4^ACM=2?
GP M*G'-4OP8R[3N%V %6R1]!> MX/*%O)KI8_##Z6$V'F^FV^F:V72(O,BE069&WDH@CQP&?H_7+[X*K50&GSHK
MV*4J.=A_BU"$>WJ$<5,ENW;#(C6;\HYW#%JAK8DE&:K(=XJC7(LX*KDK$I?N M]WW/Q]V$^1I'RGG&5 TB=U_5QZ_WK_^W">XQ2-
V;S[N6]=6+YAQ2-;ID>?% MG.1MQ2F_/22+?I>=]DNS"?TK]/ZC6[SCRWXA]Q4_#I_?%K\^JQRVZ7K)C_5??L]X]^;I2<]'EF$'%1[\ M%G
5W[5WVOSRJ.SB4AEQ\S47;[LJY]5FG"1^G7G6CTG_&1Q_+%S]P\U[Z94_ M^6?FW\]Z=(F;D*76R]N]2C=B732J)G/*;_^2N7KN?&6?
PH;Y[G4G;_&-5 M]UO>F$[?&=VI,NG9J^Q*D^65$U,9#.7]N=CO)CM-LFWEES7Y(C^V
M>WY(FR_[;VNMW/RTS^XYF[WG2*HD=.QA/IG$6B.]TKX_STZL(OZ?8&_QL6M2 MLL<65IHM+EQUZU6X^+;P%+?6MU[!>W_'
MIHKZ(YM>3/KC^I^AI>?%Y_4=;6LF<2RZ4O.B1?[F8^DBQLF@I)%HZYYO7.3GY9&=7I;7RS',+UXW;))N:?ZLY='_,6U]IWFJZURY5=-R-
BMFKC/48N@3"#U #ER?-Y5>$'[O,N_K'\D:QZ*7U[VV2,Y>\DE.^<#./_7;2KFUM[E/B MW3:=GW[HH?,&Z>)3'^-
N/]CM+_AROTS\PS^[Y]TN79#!NL=9]N_9RQYYNL\<-M1*,N_?[LPQLLQ_[=_]3^AC?5I/X,>O5\<")/1-Z M-3S%%C1E1^>J\PMX+
C[>^6L6G3VL7+F_05'$RLF?3[,_^'VD0T5%7\<)A_Z_M_NL,)S"]W(ZKSXCLZL!' %W_MX*YY8O*7G_UF]]XWEFC_>
MLP,^7+VVXI_Q_H^RQYM5O5/B8LJXG+]_3[R'Y&^&W;_L%787M&M9^],TIFUVTNHXM2#5*?:%W;OBXQ# MQ.PN;KK^Y:J[\+
[+:]>O?:?_QHQ[=\82-N^BUSO-UX>>^F0<5?H\GN>?F'Y# MZ7V!5Z_7WG_5NV[&LFG23WNV!&GD']J:H3OWA^0+$:XO47%--
!^+SV/SEUVQ M:)(P [M-^5(%(2-C5Y%CNNX-C I%51==&2Q*_JR\$NC :KPPP"K0E4'_8^ % M^;4B 0P,3Y+[O?
*,PE__!9HAV\#N'MR6AJ@Q85CN?3+PMJS5W7V]RYLJX^,/9 M(N';6UF/'EHG%]#=',Q M,#,U+FIP9ZR[!UB33;B@" @(-*4%A4!
9$FA([T#M);(("T@4$ M%"G2>^^]%T&D$WKHO234("$Y>=]OU[,_<_8^__4_R;IRA9E9,_=:\ZQUKSP# M=A:[J!24516!.#= @#P<"|
=@$@#\"_=>NO-^XBP+T)20@)"0@([Q 3$Y&0 MW2$C([U#2DI.04-%3D%-04I*Q4!%34M'3T]/1LG(Q$#'1$-'3_>7$CQ\W!@" MPMN$A+?
IR$G)Z?Z?+VPG@)H$S^]6&SX>)^ 6-1X^-1ZV%P#$K9,0[^\+\"7 MWBW<&HE(26[?(<5U]*_"W,+#Q[]%@/_7]G&M ,AV
$U(=$M)IFQ)RN M=(^#X[-(N%Y4==%KC2.X1OOZ!P9]#$Y-3TS.PV;GYU;7UC3)Z=GYQ27JZL!?N/ ^'C_>OU37-0X7+<("/)B/_"A7?
+^Z\.U 2$]T2(M:)YK$INYTG(^#B:A>Q&?5=5UFTM4"T%O[C9^AX%;;/4^\B]H?R/[GP$+ ^?^$ M[-^_3NN>0 9/A[.>?C4
!#@1CL[\@'@_S=IVC]FMV6Q]&M-\1O)O9W[Q7"= M^T= 6B59\?(&![&VVC@$N@JGRD^=]ZIR':D M7#]O)@G?"*[0P4,R9?
6M4J1S(S8[2*I9('9"3M!'U#CRM],.,L'BPXF%+B;: M(/EKD?EE$_?W];$L ^G&1.:!/7*]F;IA2HI=.$M&@2=[. MM/
(/#C3FX,8(K=EU)'X/>UD"1.R+GKUD[DM[SXK"4".E/M?Q+IFW @$<.O3 MZ[^R,OO<\UFIZL?M!Z4!2GU2)DD5=E+B2_//B_:6O6?
+!J4+3K[(?'W2.9]+ MFSJS6-"A O"D6XS['?0<"SC7P"_,C@0\^&^D&YE?)1D.82_?]]^I-M+34_=D MD?.JX7;L9//B!G]&/T*MDL-Z9B'ZY3[-L-
Y\A,&+9N>8O*^Y(4>6!(9"1M^8 M$H/3/"JLD1(1P @9R>)=FD&D M1!,*<54ET:J1%_A%]HIIZ,'0?N-L"]>*SPX5
M\]1UL9P@YV9QK73)9IBAG7;^)L3=FG@I+H2\<92 M.0JLRE,N%"WJ.WS[W.OA-?9V?I9_K#/7TE\(@K0GLR?.1VO[.T8+%5BJB_25 M?
IVF47P=!!>2CIYA_!B(;P_.N(LT8NE;;/;^&!>9,RTHYA'!>JA,H$'"IIG M?!27U/_F=W;B(G410G5]'I4P3R[<6VU4WN199*\[,_F=B[T5"
[!)?;ZIV',O MW4)C(#:P;@88BV$/]GS9TC!U($Y*^LFIHT:H[,Z2D4S?1PX5FVT:NG>ML6EK M58(@FRA#8U&%6BE,-D42M,C^MCM
;TO0ISILOC,]5&:QA&*M=;0?6KVQS#KF M+%3]7'$><73D,5Y8'F"WO8S9"Z71^?%P$A25+DO,4C<>(RCSN9;$>5\^KQ^
M2C&SK$_LU%CIYKM@[,+@Q%R]D0KRZ,HBIE$PHPVO;!@+B,(*Q.???Y>=%;F MV%O?W/N(H7I)B(!_PB9D(^B)S'F?+R@P M-
O)KMBPO)_PE'5+6)1UA):O^E*>A%7PM8H?AA9U=CY>R.D@S>UR5';3WE@NJ ME?"]K7]ZBVE1^%>QU&EJT)A-F!R/3X/6329$?
JVR/]7]_E3^U&O-88;!)<'M MSP166D]/QN+*=-7G%,"_58OO/-5!*,'6QYYZGG$XL M6,GC_<>;P]*/M$:2L5#K81=6U!&LUWU?
2XF]/U%]>RA8^?&OD_C@648N1*[RS+@" M'4#S7P0\!$5HCD8$BJ!T$#P+ ^@CK&HE0R'RNQ*FQX3HT>0C^@#?_546)P*8P
MBB_VTSSLH*PDZ8E$R@S,-"09>"W.6SE=4725T%'?,6)P *Z1V<&V94]01-1 M4*?1V.M TXC4GY=#F;LFW!-
MS6'R5>&NA@PLY(>7X2[B#@'/7,*,*]!A,^N[M_OJ [SQ^7E[\5L>R]/Q1B;Y62EO57B9BH8,#7-$[8H$4P-"57+]'^^JNK^F6
M!K1KWPCT2JKZ/K: G#1U!P\#GQ%*P2&B")/;C'>18<3Y3\L86 V-3.!JU$= MQ&('QP!Z*@8<]!8440#M<8?X80'9B458 %P 0[_A5&
(R3/9YQ%6LZE4+R972 M\(Y/:9/@9$)PO)("-PM4U_37:U>*^9Q%T&JSG"QT7'FJXSX6<,<2W] ^T,4: MC^35(KBE--C6<0>1=R2-K]";H,;
/!N4!Y8-$^ ;2"L\'!F.[4[#UH=5S/#+%K6,\@ M[Y)^J/^FN[/MY1@NB!++0:2H _J\R,.BFO?.#,K']KHE#-<2F<2EH'X"T_BA+J
M:,E1SGY+VYP[MQ?2&BS@]&=J=.F?G!91L+YYW WM"6+?PP)H#V2X/ .R=EAN MHK7[4N?U.'+;SOCX*Z7;KLB?R>?
4296>*ZEV]4GN\=XY'1Y+DI= MV&.XLJZ:\]6O%M]W1;#%],)W/L,:<9U80&U:021:K9F25'7U0_ZLO1K^3_*Z
MXWE5958JBH'X.^_6MT@4_)?H:&KE?%-'^P(ED?#>!2?&7I;Z>">S_%GEU4&S MF[Z*=&Z*D<_/%DF+0RB7?I:KJ]+*UH#L=G[0J#!U;>
(I9Y#^ZO2BG)!;P6A MU/J9365=0/7#AD#S%/RC; I14]U1D@QFKOM!G@)))3[BBW_NS#"%20CV."7R\ MAE].F%W+?;?.,!))?OCL)W?
R4^X$9>Y) ?G-8Q:(.C(Y!M'^("_ U@%@SYC* M4?1PQ.YBYY[%AK]#'GDT*GLR\/(6F^\M M&(&95L&L/2^O-
\8K;A;/W9#/GFM8N(&9AC:0ILX3YAFK6:?BVY%HL'!T&Y%L.SLCYGI[*, E)EGLBQ(V>_:R;CT42G^HR=19 9&8@ELL\"-T"WQ('*

M[WC[^=]5!7L,WO:!OY.1M?FW&/'-6,'DBZZFJA*N W1{ST;Q,:,UJ(#KESZP
MM\B0MKS8!K,"PQV_M$]QS]6OAUOZ)979#X]5MH'22C43M{*XJ(6OGC|+% M2&CTGV_C=0+ZSMQ:@B;$ J[LC7&.RBVLUO 6+@+P%-
U2P=08UUIF: 9%\]1# M#)&=8#$JEOD@%TG87N0&$[XH86[]+),H0#8P&PPF[A6.3)V."]7=N_'P;AJ/
M+Q4^VDX=5|_"N"]BI7\1.DH9]KJ*Z$B17N\>1(R<-_9A")'A_=)M M%
&Z3GX7IZ^;)"XEM;YR32X_F=G;FO.J?!;3)@_0!]J59+8JGY:1S\9O@58@./]ZK:I5]PU]1GO6LSMJD53 MG+*"N'9-]%>%8U/G?<)
{)GSB=!L:QI:!5"-%*@A^0D/5'Y_KGPW.ASL3+|\N= MUT"ON6VK%VWCY_?!\;L&*G;##@[>=Y94B6?G5$BL75+OO^]X@K_%*S==X'HM
MO",5[6]XQQ*SN9304]R)6.&S:D^WL6BI41R22 NP#937E10,E$,Y1C4>WYT6 M*WM!32N?
M\=@+=U2ES3T8NPN[R^*==NNWX$7_+37\C[O R+Q+4JQ (?60RLBD'31(VV?L'%"%<]_.E@[00/*:54@@&A^RW#0+-7W8PV
Z=M]7Y(GZR&H\O+,K'L*=!IX_RHF MK->,.UC K3ZN)?IQ;'/@+3L'KZ;P?8>86/94[Y+] M2]36?A"4)?5)08K%: 'SK(7#T3R3U]*H^,
[*47R[GH0J" ZTRAB:$]8\IC M%1R%$?4"D%$$X66$E"CF_SYDL.S2)*&E=N#Z@B9:9\Z:5524MHI8=F/_
MK#"WX<2M^]5FUP;M!P,)>;++$,67'M%LB??>KB_PIF8X21PMW:E*>!M(=*<) MK>A3^M1@^GN;?#>&N
,)S;Q@YE2,Z,:^U\4=C51=J[AE+T?URN!F_=YLOZYH M A/%N4OG,A,,HNGK:Y>U+/@E(LS33L)FN0RUW\7!B9A.:IW_G<6^((U9Y
M>9:WMN"PHPXLP*2]N"(,"UA)8.F%P6M^-UAPA^94P:SUQN"H0C7?.K*B26#$ MD,-_$7?'FM]YD!WT/Q*^V_AE@O_W1/]?
1&W0.2R(_3_NG/^SP%Q9CF0?X$UI M;_84FHU-%OZGBKRT@FZ.)V>US&!"88GMPOWE\-X=*J5]@SJV^ CJ^/;]6Y03 M0: T+(!JGE5Z>-
:UMD>@7/91K_F/RH\+]LF.KQ^+=[(JC'-HC)%>"/WY;AW M.ZR0'1&'5*X,6>XLVP4TC\J9SWY>;%X <5Q5SSX^Q.[;S(>D;R7%66'#!^H7
MVK2+C)(2??]0?U+\,6S4HT?.VX#8EYB=#/]KW&ZSZUR?S M/*YM>9M&#S9GX;'+OP55NE!(RR_'RZTB<[[R[M1[]:XPPIG H6"U?6'+?'
MHGLB WE*@K]@:,HRU<*7QC^9_[!83RQN\^Z_&HX]IQ>AWG#5@OIJ_IA*M+U1 MP@)"9$Q+T"*H<(O,5$&MVZX'XPTH\
(Y5H#46T,7NJ98"HO$X"<0"YLH!?VZ! M+NQO'E<(.GI)PS6R(_D__E-7?K1.C@1<=?0"J^1"*WQ2-
&;48R!F3OHLYA^#VMT4G(\;5"OP4%+31"Y:C.T/9)15/K]7)B1E^J<[[#8W:-3APU M@KDH *RC2)$P;5[,K*![T8J:"HAIN +'T[4#-
==.^M,LU&N$AXA6&G_[C!H< M/OA!-FX6*+5GB8LUA.4NJ@B.O#Q4C<;,]S[PIQ%N+ITP# M$RWV#_"?Z,');+1X89>D(^X<3 BBO-
4E0[TV%P9[J80]LE+!HW7%6#AA+!5 M)'T6+="8'20:V!,0S:X.NNAR2$.X!'D*DRR8O,3P=\RPK)D]2,"(>44[X=NO M4#P9\:K5(!(\BO?
WMW!UN2E&.F?;]E9U9TW>C1D*4'03X.KFN#T%X15U5'V$M MU]%(X=/]*E!W_P#_,^F!'NDL#Z68.#17!G>%C ;9Z"@68L(-2+3H/X'A9
PMZ_.EWEFOHM[6($ MY4?"-0+[9C \2**L$E6D]A![6DJ-V*&+7:EC)"R(M>VY,.FL4^E MG!$6$$9=@RM%6I#"6 !QQTT,$-
$M87H&#L15&"N76$!516'E@\ZR]CK3JZ K M;PR3XC F\KBW \V!!5R(07M(YJ#CQJ@4+. #'-/?GMV9#@3T:W['QMS,PJ_VB\7,.0B8Z3-
TGC,LP^G^VC)29$BS@ M$5 (5X7^I\9$W-A?;G)":-71FW!1+* :-N5#]T[SO/CX$. ^4#%ACTT<9IGMJ MC)9%C9?9>]^1%(I9?Z6+F7
#!0T^&K?)U\69/3BSEAX6>SZBVF4B,?:]"THK M]A6]T,8,ATA]V-S:P@7MS=R7UVG@AOC4JX&+!$<1K!(IA3MI$]M="M
\4#WT/W@H/,_8V0"PKV24(M)].+Z923(8*I<Q;RD/NW],<=C-,S=HI0]XL1H=M*BLS =%L8'V+F^#"#IA*R\?4MQK>_!^A
M/U)_[:.U,HT(9AS_"L:'-'S;.."%#63CB\+0A/:2_NF#9J)(8& J!KI41:R#+ MXV33#S>G^VH:[V>G)SSKR2)@^:V]N6-
D\2N@3ZBN0!Y3C9D&+7]3.B^N6#LD ME[NH*ZB8V07U=\@]Q #M4E6=D@6^U[.7.[-5W?B6#1L+OXP*K8Z4V TGODK4
MNW;A4E#]=9V$]ETM1+E0V05A ;!%Z+J."ZYR=#BH\37AG$"/Q=3F- MT H3:-##^;(I-9M'NI\?N2=S5^ZG19X92V-N@W-
,@BQ1960;Y]6UP)U?J$80/N=X-HO+\BI;] M8>|\^;Y^B49%$IT'O-.!&._EAIE;;Q1 _ZLBA $TC\#+-&4A]G!Z@VT?RE^J-`MS
70A475S5<9BRQ;/]T&UPK!PP\FZK*_;HE24[Q] (C_+6KZ0QO"@MP./9L] M=FR_!SBR,NG_9^0ES$5?T<[\=?7]%!S;#924;"/XG]U7_
M;Y0E<#FHO.E;30.]6)O%$_@'8(UZ#SR($XWB?:[&;WA &A$=P]7(3J0L R[2
M5'CL_7]G)E];BHS_^DF[R%VATX"OI7!)H=.3;FF]*7M%D.Y;CI@187:BF'54 M4*VVM]86[D/+.GK\/4.D\YZDI@=^8?Y1CBWQB2K;-I(J\-B.
M,.+9YA_E_>/C7WK\-;IN$U0G'"$HPWLM#9&?]M C 2LT!5&"D\CL 4>]3_K\ M>-HJ=ML9)\K%94TP"Z\GRS[_%%].+&'3+-
S3C[C5KMTXO773T'[/3L2.:A38 M>4QJFG?^NT#,BCA">.UI])/G71+(#/U//<#N^@+6G\H'09>F<\,]ER:,J-N(
M:Y6VP9;Z<4$M'5EY7Y57H-=K;3RI4F0>AV!*$[<2$_=P%.IMD.9_^[GM?Q=P M.MI]%'UWG9CX\#-T1[_B984.:J/3YZX-!LJ)L0X2A+!IXQ*
(1'+OM@02"]@1 M7X31(OPSP_^ *N;6";" 3H?Z'[@X'K M':'NAOK*Q3MYV\&^R5-DM0Y+85+!F@='ZK*U-GP#TIVUL+J@E,^N@8\?
Y#=HX]T+_T% H\X-OB>$#CY58_\'0%/*XB69$Y9M:\XNF4#LY11)K,5T*\ ^]S\N86@II"OOT?H$C M
2N4RX92*)F"0HU4!3/$'4D<<;S6G#H_-/*DI(Q@96ZTC'DL;K?#?CF,ZY&
M9A=8M^EQ$FF5EV$QC70:G1.FLC*W81,@XHV.]3TVC1&-67)H1'&M/T7?6^O@ M'?6HZ3#E?PG_N/A4=Z"P@I0Z-
/K=3>HT^U3Q4V4^T4O$D\^W"NY&ASPET-[? M&)T]O0C*[*U17NF@,KI*B;_X5J NNIFK(6=[XI>T)[OA:)8X",I-.46"S
/D9)%^DY$((A\S%"*R,%Q)\0685T"[\$[@.,45?ROVQI"#T7S0U0A/Z!_A3-H.A#T(E?HG-E+N M'WH=,PI_TOANX89>YD@8G:
fAU%LPBCP%,>VG_Z3' !&']S%&4>\'?+,.X% M"Z!5^FOQ\/6_OU?\U5/S/+(-"R @'H8B>IO[H1OMZ#>X]B$;"T"*=2!Z_PS< M,
(Y&P%%BIAB>]ISLE!G^2S054 C:0IL//#.5XX6NC$-1J?+7-'N'6(#XWPO' M.22BHNA!P;_]C;JFL5_'./P]8QR&)Q5]KF;"_C']-/0[O2_%!R@?]'
M-7+^FKZP,&>?WA]#0ID"6HVHB\8"?N+F^X?!['^#^\J_SV':@U0*4%(!Z)7#$ M,T@=3H\RSCM"H%475)?(L+U;\/F2:2']53@R3R8S)O
A,2;$##8CV]RQ#I(MY M6_-&06B+?&A-,$/3!"\V>MCVS +V-*?HMV%$V?5!3L0&9-HJU1AKC$V=[J)CHG
*!#"JZ;U9=#T%9$,=1$Z8^_]NF$;MTW]GCWA-[TX/ 1MP>[/9CB M)+OPIY7I*/W<'.KY(1IT\8V(U W:W?$JAM% /<5BF^V+ELS$[AU)
<;4(Q<76 MQY^' DAV#0UJ.=3ZQP>WJN;\,J9781^B4VT<@=K[ZA_D)%*4I]"\:]]]7R4L M^^29R\H#UD\J8->L.W4" OZ-K!!&ZM*JAN)* N
@;+6BDS2SP3:U/6,;&O\@ M"3RN]PZ3W6':8@^_=.L8+:OGIT(QM\RG:/I:C5=.XZ"TPD;CC3#T$I"WZQ'IA^6(NGL M9?
&>HDMVBW$U%4V2.4]DR*X4.G$V2F.?G,+O%T'8(G50":PL[=<<[-N_+$6 MI[6*Z,_;Q_\OHNNYU5:@9\]0S\AX46FZ=.OIT"I=5[*9IY
:C%?Z[U&C$I MW),9H^%3H]HX*:/F76ID]\?S,M2%2B*+\C>UD*-A\2%X<4]Q@E$ZN]?+F1< M?)B26D_PZ)LOXN>F1E-AORA+-5N!_#&-
X+PH?^BC"[D9!L@'.0#'V!?*A0I&T/:GI]3F^*_+%/OP(NS_45BSN\ &O
M\9+^Z";K=P0_++Q^>1733!OJ:="%/13C;@AX<<0JUI@NF&V7]L#7:)7:?3IB MA__**8C2EY,6-
=0A;H$VX]YC"IW]B0#6O;/E]21^TP'!/%VY7)5(;,N>T^GR[1&)1)/$8 M?\#^V9E6J.BY;TA(9WF M*S/3KYGL=!4#ZG3"+H<\?
Y6>9T<=C^6>QL Y9%0"/&4L, 0"=^"W)Y6\/$"U M%MMK[\G[EZ2FW+$ H^1& ?&'/[8YZG8SV2!/O=>$(YL;:P6^D_.01N!A]GJ;
M^GR3/EC?BWV^JS^45C;B1)[TBG=H.?_7:YU'4C,Q,>MVL!G8 R]END\KL4T$ M+".A/?
&QY_:V&)6H[\9B@>$HK55/089EQ9[;:X3A)CF\5[#1^>5PX$5Y2<%@ M9LNOL4JYCX\P=0=0$AN'3(+=U]ONOK='H66^-KV&-7;K-
\;@_#77([#X=$!F MUM;]9IM-LF9+ Y=(EWRM%P =H(C@[#LWAV#D MY]0AZMB(WQ63C
+&^)D>1*V[D/O8K+>'^Z_X/S^2B>>:N220==(@.V/5\44 M@X38 XD<;XNM= [?/,$XY? N+(X?TSL:;D<.ZK_5.N$"BX23;+\3,X\-SY(
M7>7*>RTLI)Z#?_JHMNW6]4O$Z2@FBGQ0<)-O)R^4E-E>PM^@ 441P'9OTM'"%*#.R/.!7ZT5N.!M.INI<0WN
M.G7J\)YSL8SC^-8UL&JZ1_(CJA103H:9(9B[BW,JH(T%*=K*#]NB4_(#\-_03^XL-X\:,=95&LCR)=
MGR@(@^B"O&W6/$U17_9M'Q%$/&'*^*VH&=2%+LDV;5-1]6R^>?8G+++"Q9/^ ML%F=($+L,>GMR/S7T?
DNHCRX$:'L\3C:G#ECC&MQ@.YR#+Q*:_.V@1N>R)E M989ESA%O_S.^5Y1/ER&7GRM MG0O'T"-\0L[3["2DK).8?\\D>OR6:^JLL
J3B.NU+UJ R7=79&Z>B6UO09?4 M,G](?Y_/\?^Z"FJ-IX6YXYFF-(\>F]VG:[(#^V 2>^KH)B4V'XZ@8",&'.3, MOI8;+'6YR.?
K=\A_RDOLL(\D]0:%U7@TR.O*\D9JE MY!D(I=[EPP)K_G)T34Y4BZ"$GN*S"5GY+CZ= MGZ_W*_C@],#Y@_M8 -
@=/T[S+F@0MH6)NS9&$:T]JO%AF2<^^G0K4*],Y/H- M1*PQX'BEY5.<.WO/ V!*6AZ_D;810%C/1IA*W@(S;P"9G,$GB;%DUR8*5X"
M>SN^5D2CI2M\+/I,6-3X,)] M@=4E>UF0>G/LQ&JFUF>ZI-,@Q2,EMOB)IIR$J.0T"\':.>BW\8=_J"(38_>N M.TY
SS!35.B3NQP'_'R>)4R^R9CY1U)'WY1.Q:_6H4CW'NBL5&!E!L-4N=;%
MFJK/H67+M\TK>KTFHYL)ULCN.M1"UK+QCUJU+G@85#28=X@D3_FZUM>A@'_M>]%];^$NZ+A 6Z?LMGH4U(:P-EXL?
K&N<7ZP@+"+*_[U.-2Q MI81<92Y[_&SJTZOOR4_>THC.KD?N&(D+&*L<3S/)\;AY:38,J:/C)HVEP;73
MI3]:ZIO#UI:MX&Q5C?,]4SI=CZ&CS]R/R_Y?<+7 VOR4\'T'BWZ9,Q+-B?8 M!HZ(ENH]5!\D9GW^7I**@PZS-92X9MJI?
MM4\O4WNL.4$%)J1 MCHKI80.GF?+GJ#QV[14H3P^@M*%,7;,?XM>S3MSW=-$^"WJR0@O+D^9LW"\S M[4VNO.O
JM@4XPTBWQST)W1<5;ZLR#B/(]FO\MD#T<38K EN[$K.%U37S7 9 MZKV?$R'Q.IQEK/<#C[JU&&>^#K
GD>5S^(VF1%J/#D@UUE2&=E*+)3!X2(OT M4TR\<3?Y6"!;]8I84VU1UF[JGS)'G:=B+4^%$\[+S"0+\V@V^F7ZM*>(^I^! M#)H4 +JJ#
{CFJA_S.Z__^'$6RXK:C0:%9QJ$1...]R?;.R!T1\P5)^W-M1E$TQS[I4XG,H52;)X& M#=L1A"UB-FK?71E9;*YOKL?
R;]+A:9V^KIERBJE;*I74'6 .LYT>6R\84GR2 ME]_#PY1"GG*'90<\0U/).W=(6\!FZN.^*1[GO%RGXA%V?6X88/3Y:7FC/\4SJ
M5J=E\+&FK5\OR\5W\@W6>--[.<[,3&R/X_=(^FS'"#UJ0AY'5_:7?IM_ 0#+ MNNZFI%IC3\C]$TYO-,GQZ[Z<1ERQOILU+I"K2(5Y
!E<:![J3UD=(>)-\(@X M%YC3I/[T@[PF#5>7SIZ[!#^.D&.TS77]%))9#JAX7@&X26QUX&E8C:@MVCCE
M&#MDVN!C(L"'W_U@@@6H'3TXH--4X S\J2-Q*RS %D@-],XVC+O> >^V!,Y#
MF[G!@>CG+8DWY4H8.0&6CMN3\EY^PKUPFI%5+"#.O3^.J;8Y=F;Y^!?@P^T8 M>8H
!5^>*B_:W103P_Z0A5^6ZL*;K_'[B>T/.FQMP*BVXKA7/]B@L/NE[-)&
M#1+QAFIF=!D&260BR9=RYSOOD,6I;_=RURI0&7(@P22'Z3R>W,.3]DRG(L>3
M2T537GR[/26#&35%R5[[WA:RZ%CB>GM!E0'U%#5A:Q'OH#O E#@7O]CYR8T7 M[(WX;A>\,/$%_HRNGI!9DB%9:0(?
@=.%^)XI^6S!QUJ% M 9#5ZP^[D5OM#S C+,2]!!G7:@KC=>&ZB^.W[GW]A+E/\.XZ$DG3K#3NQ(6L M6<-G0-8WCDPM*:/W4U-
HLG0WP,,@5BS (NY3(#ZL(&%!-0.SK$S!12!!7-R! MO(.L Z]"HVNA* QBZ:;=CY9Y8-O4@DV-3X%[E'G"O]8,"^C6+.MSO&MLCGZ1
M]M:!\M3YVD6PFH#_+U_UDU%=F]V:.QQS$:7_6SCRC4U^?Y$$)Z;?W5P>@$C7?
MWQTOSP0=6%S!1"^\FZN*M2VAE/FQH_V1+T\4C[(A9HIKR@1DX'U)-.UQ[VE7-M5-U3LU:AK]JBC._S?(-
MTE]2'BBL%59@).T9&%JS)KD3E':8PHW(MXX]/:_H2EN^]ZT]$+T[7R"W%G"
M/'.L903;G^8/.G'"%JL#Z\>TI,IT]@:_9T7X*M:.N^DH_W"._"7*]^=XAJOO@ M!U$HZ9M_]LB/M,^$?
%S&-5<5%U>5]V=J=XDX9C#T293M3&Q OZ7L&&]Y.:O$ M"RI$>X2[[$"(C-VZ"^"JW/1@7J(:"[!6MXKIZD3;L5XH(JM7Y*\5("]>LN>F

*M2H(RZ<^6Z)LK=#S1'R$_<15&S'H&%E!KTTMY?<6N!#J(6==_YX$%A(6C@KSY MC&0*WVY8?'[:%P!2 ,_P>Z,9KV[GW;<.]//IN*!$Y; PU*'"?=?H7F7RB4]5 M53T=3<;CABR-JB!&60.'H#0RW(F+]KH&7SXO!)EL/;(V33/3><5=-4I,_^>"*

*MCB.GX/68!GW_DPJO,.BG/*L'^>W'@U?VB[+AA8M9$IGP]Q0@Y2>-EWR5W.+*

*MS#D9<$OWEW/:M_N]*F4IZ^1Y@RHTG(16UAO%K\%K+J<5B(ED*ICW/W#;>[M0$UW5M0Z:P33T\L*5J3PP?T565VE1-7FJ;/'[YD^.1VZM1E9VX.Y_^#V,Q%M E M>ZYWR2[9NZ?DXYV[+VYL-[[!A)239';=Q!==-9L#A*5XT MK$9==&@;,55SVHP>Y2@G?9+?MJ?V1Q^C-, P?_]"0^SV72R@W :49ZI.MM2P M//DATU)6X. ^BFNM[6GX?"#=+^FMF4UKX!MRDTJ4=V$W?!=(?FY+WYHGPD=PS-",V<)<^ M=NIA$=:&J\S,F!6G0)OU-XTXI&9F-_PO4:YK?.$L ?!UYHH.#S@Y*G)^7P). M7I?^XNY[:"V9:IJ?>^JN=H^<;-H:?)4]6N6]MUH*

*BP7BI_CPP_DT/P%H!/3;.M'%ES*ZP7"T 0X;@+"M;M=QG7^G2U=WQEO%PHR<)GQD[2&1 M]&P_4FRGU:[M-MZ.?#6N=I>'C^;0#2@61O-J{56>5^2U,_61ZSM?'M'8:@BV0T M#>BNO<4*,*+TJQPCHC^ F2Y-8R[MYEK4QU2'2EE@5)3U2F;L0&--DO3+,^VC/ZZ&EZE?;+K=]\K8?R(5?@G8-[* MLXP0$7$;Z9]A55]F2S35-D)IKX7^V.YL5A@$GAX6%N*J[2K]$Z7U%D*B_57(MB=-&E-UZHERG=>8,8H&,]JQH[5#BX&544TU5>MJTN5$C@%)\;UXO]E>?[C@ MN\46=Z(J]>>KTHBJ]P4?*

*C3SQV]Q!B&"5A'SS+T*K:1\F02HWMS+[P!=0),YH M%3I1LM!Q>3>Y;X79J)150Q-/%P+CN<+-Z!GRS@&3I#VE1QHFF\+-RIB"%)F'*

MVTAP0ZD!>OR4.$C&"6>AU[J'9J#:_/F@M)+WZH8<&Y[#8S4K@#SA ;+W-6 M7>RMARFS2>M'&!NV?*

_!3$3\2136%WTM+V)DLXRI<"*!N&:_@:)_.DM'8J;%R,ZV4[MWJ",UW6^*@O'> XR<6@]4@$6RMH?)L>4.+1S3L_5(0.FO)OMNX6T'

D9;//.W(S MR,$-9MU<)^3%2=H;ES-+/?YD]V'GU_TXY(,GMTMV%"!Q?Z44PYW^&I^U>W[M$'"IHKHI_]+;S%X\8XKXK#V#5U?*

*G@NH:"C("@48&4G=[=AFM;#C4]V M##$DE]YO1#4ATMN\=OX../(^\]+G5=G6,"=AM4E#_C#^#<9QE.F M^^*

*JX#)P)DB*Y9\^<"MVW_.:@=TB3KP\D"3Y0M/KMZ)!.%3AZT_^D4;=E;./ MS,*]A0W '[U\-*

VPIAZ;+E2E^1MPZ.D@O#4_'N0P.1G+FMJB%AI2&B:+=,Y[+ M#;7&N;\B$V3L3S5I6INH?N[I(,WUO!MD9SE-R.1-K.,37Q75Y]W*

'BFL4R7 MVG6EL(XDR6"--;=#$0MP5,4ED'9E^OF+]:Q\8LG57X:HN-[ZB%X'&3">$I,= M[4,H35-

Y.J58DBY2KG4_#0O(R0EX08M.;=CY^S!@113(_L9/3;(?PZ\'YW". M=[&'+ME15=XX'$JA:"_ZTI-0,.4YB

*1YHMO'IP/!8,H(YBG4FX$+L>9D8(3! M>?+%->C"\B&7+/XMHM4CA8 D4\; 0<';.*GER 93_6EYL3T Y,M'Y M@<&#[!KQ.^A65+T\&HJ\%?>'_!$6,- 7F 7;*NB3?= Q4!8P92/5=(B9+2UV M]!A;BKA^H0):=7$@DWZ(J^7OE;DRI! :49O$(2?51=&Z,X;6/I^@&^+E$I,O MCVO*W-*

/MYHP2E+V# OPO2VROM>EEI/07+ODW#,RLKK\0CM8$4N@;+Z +U.E M$^^>$%E\3SN-*

90(;YOM<]\!2ZY83;\IL7(KG.I)DTVKX&\UV!Y3UIFAZ;2! M(6*-UR2*(*FKS/6"($Z8W'U4ZM%CB\;'333WYCL_KF>6>?):T88MCF2L7BL**

MW,3./R6^3WPH<^'?_&GZ\EO!AUV@A^@TQ&(JNNU(EH7L<&K*&?$<824#7'-MWK8\E_3>GX$ 4Z<&M5>/&(1N"#N[[MMFKIHDO:*

*[N4'-VDV=^,Y_I:K3[QR#+ M:[),61;JUK%JU%ZRT=/:YT*F0LEA9 \R @\R@NI O7.TMM."P>?7G%A_]+DI M9@Q(+7[W9?*

L]GZX]SE#M/V#A"R?/!G$V*Vl_[1AGRY1?CY4/'KM>@6N@75*M MO"5+$%T81"7YHZW7!;D]3"E45/06=< ;(C4(6H;6

*<)C*G]4+@G*1E]&@29 MN\VV7;G680!:R:S/M$1YKA$L5+*K/L$"@F9$>V1D$AQA"\53"Y%RA=F1?&FK M_[.CJO\0-:L1]4B_=2?*

*EK6C\/KE(@+/$A,5YP;A*I])F\'P:H8)GR\&$(Q:@ M7WOX9SWR:K)G,G"<@4,B!/Y6C>&X.]#=VF-K1>FWY*W'ZNLZ3*9FDA:[%'P^*

*MXENBJ(''^/W9-PJOI_IL:KU6I/*S/B M_E@F (B;OEVK9FU CB=+Y%.Q>S-],*

*M>*S$Y4;S1N[+H@'IXI&154#@EVGY&_@O&*TOLJ&KV9)335XG0%8=N*N;R N* M-,\)7X?W["?]"N2K-H.E]UQ%QJ?/:<9^%6?*

*MK7Z_4PZ:!V !*NN@55\4,28L MBO)Z!^<7P;A^+(# /L74NAJ6U=IX2$?]Z@!Z/^O.@'U\Z(Z4UM>>\^TIS\'+ M\H!66QNG>BF)*

O_$((S2E\S+R7C]!BG*"'+0F6[R]0:I/X,_?Y/6?O8T>>_2\ M[MGDO8E'3:CTR&F@JHH7(!S(^JR5#H*"]#7*AKF]0(:$&&H9.5;_IFAP_&\E

MD6<;1U0WDQUY_<$KE(3S.+N&0/QVHKWX\X)_D6!-[U'JLH"P&-1FH!F\$C' MG=(S=58T!'8@0^]B@\LM-F%"98?*

BJKD/)]2]G=FG]7^_CME^I6S-^VE_WW+% M'=:FW?",78%.Z^^04J[:>^&4O]Q7M!!-]7Y]"DJ%5O"L2R_OOS^92V!3@-(@

*MC&).=K"T>JKUF-)$6B>U$^&Q<%8XE59M]72_J\]E[+_L#3TY1C/QMJF*QE_. M5F";_<^S^')!'F5[@QWC!4U??*

SH4CKP#WICW1G;%7381$^5%ZSNU'OHQ>BU7 M=Q_ZY-O#T.72Z:K7;+QY5.14J)8O6Z-T?

S'G4#1AZ)GT^Q^>_8YR^23^3Y,THX3Z!RV2T.-D"ST(C.DZF$!$3OY, ^IP)[%OSPO I5V^Q4?!Y24(MFGDE,=&20+9M;..X_-Q-6CI:Y]*

Y2$]T9O M5\UA!G6/*?L$WQS\/)'-=66Z3K[7=-P%B'A![D?6V_:]+'"%KBW!'V\UCZ1 M[>WNR%?RG)!.4\.6'F$3T;9"*

MD5'TG>K"\IBBX;2:#ZB&'-;")86?HO[Q!@I@?1:Q#X7/5>>/V.\Z3!V? %#P0F\[76B*%WZ WTSM4.^EO^D;M*

MTVM%&KZLG/>)M1!+6N#XN.GBA!N=3+UD#Q35,J,:CH@-3Z^OTE8P'IJA,HOKF.Z759AS,U-DTD9/1;ACC/QR4) M"?N."]H'_?

VC$VW)ZH02RS0E0,(&X[0_8.X)B8]Y[D$HUVR9#)FQ21O#T$/3 MLHXJYS0/.)'#>'R02Q?PK PGQN"P>&OD$-WG10]ZG@NZWQ__

*0%2]X#@HL8JI(@SK 0Q@[&" *N2H-^ >Z,_Z$K84& MLA@SZ4_]HA.M NHH:21KIW>BD6WS\%7B^B_JP5_E2OAW$T#W="PM-R9!"C^FM!)U!4XL]PM>QE""?B%IP=TE,(T;Y1\N'ZD\G#R.?<5Q;F L@7*^1K#\3KA M2G6>$IM"FJ(ZB=I[%T&:IRG0?1K/IJ].R-<9NF H*

0/@Q&7%S='8],VTN2UP-N+2&BR5Q-(QX2T#HTLM)8 MM3LUJ7V9 J0)DV.,:TL=/-9ZNWJ"O@O_Q-9/E1;]]AC(

MP87,OCE!3YUMYE0L0\^.RY+YMW0(R$ 7^%AV>MS(+(AK[%0C76KLO/[CC05P M59]\'4ZNN,G::Z#RBF@M_|_=9^=IX

M^KK!1O<#!MG>3/M-W#@[81K(L\]=~"/AJ'76Q7Y-YWA"LN80 M\H3IB='IX;QM!QG$<*W$=[2W@S:_P$5.Z8(BF-5 KSA^2'I[Y&N

*2IS]63KE M\TF(,.Z"G9]:3/OW_ 6A02=!"'^H!FO/N0B:VM#%B 83-RF4XALB'6!V1&7[7 MJJ:><+,I92MUSVMS*ZDC8O9$?*

=5X\S^$TZ.6Y$ZM)M4JECY:1]J?VS MF&'JW@3V'. 2AB?_@QN48/.],\&QD9\4MQG M_L_4]S; (M6?& ^C0>S-C"G[6N_67\S0+?$

*KHR)=;FR3-::_>0G@F2P %54 M2I9"GMVXH1I/ 50,VEQ;&YRJ*Q=^EP +"*8V9HC)760MF!:_#W2.?VUWIWTS*

MY.'VNP.]2^=SEYY,N0C;@2+M-.^-F3Q\'4/_ON96Z 29I8"^B67A@_042 MRN^LJ#K5Z<@+:#*

5WFR(T@<3&/84H]UZJ_JU^Y0EF2XU7,0T4'48Z'G.)@K$% M%WJ5M.@74Q?

*A(GFEE/LAS'&\R(HJ@0WHG//:"2BJ>;.NKJ8G3RZ=MC)QBU_Q MV56E:**ID2:OKXC\JUP<8F4S$^'_1=M;!\45+?VB0R 0)%B"![<$#>X00M*

*) M$""X!V=P=W<8-$""$]QU<'<)P1E]>N^/WE6K M=JVU>O?J^JU?[!V]=NE>^IVN^SM*NV@+1)5E)=.NTLO2D2TG,^:+_(',6,X^*

M+\%T_=;XE,3>[)Z2EVB<%()5'V9X)QG/XV+^*@O[00Q^Q4KK0L=Y7\]-S[[MVCD?? M9*,P0(L7>NX_">>/VL>LU#"*UMI_GSRS?^S*

MIDE!CW$8X]U!Z,6/Q(./L@P9L[HUB5[9>!YY73VV_BK&N,X\;^(JO@VOOZQX M",Z[ZC:X!11;7:*

*(#J:5J+!H#%':#*W*N^E5$:4N*VOP6>,,J/YQ]M"F[H_4 M1#X"4O2\8!W?_=%=F83!;:\[K0? 2P#ZDE>:;*X'LJ!;2]H$6')-'$G?U[Z*

M5L%3E1_^3-NGQJGORAZ")N^)$^ ?NBEO;]K\'"%;%0\#A M]G-_4B^^IEWZM>:

*[ZO\CDLHIK2HK[$+6B+H+P,7NS6]0'CQR7NXFFY"9IV8X M?2B\+^6\WH-TR_I6@2*HYM9,?=7#GCT"UF3*F<)AGC(&V_02*W]Y[D+5X[] M9DGNSG7$9TFN^AW+04]!?(AW7^=?9/;5VB-)T-4#*9T5?((\'T$7\37GF"8[/:LF*J* MB:AK'YT?)INEO&# "/Y.=H?0Z[S$B/3?*

14B<=CY F)\F87R:I._)F%H#ZMG.\?C-G.]CS",#[C!CJIK<%_0T!O^1''<=/U2FHD(PWSTP MWU\] N;RGW3Q[RMZ,'SUY.*

*(T>@(#A"@#2MVIR&N:U#K$ MA&TNN!>+)0J^_(=E;OYEF<"-4*K=N7;TW^,\+G.F6]U^(Z:.M+<'L@UBDGB8SR1$B?]G:*

*<=0=5!CM!P3:.)LRD^X'B$#=[P/_I<4_^LOY2, ,_M_UM#)G#4I/_D$;">G8W!N7Y6R7XA_[7SAY8AT3=?:),;@..N9R4> L7*0CF9B*

*MU<8^A#172,[^@FP[QMN&O9$ZU"O[/TP_\Q^F[S?R2'WP_Y+)<]]#ZZDA2_ZZ@W8O*SF.'N&O+SDS'1\ \%2,E9](_NZG<-MA_Y#N[A_--*

N&0780\W4,HG8OZT"'^#==?R/-?/NR_YO_A/-L>YF M"(J^/91=HGM 5DH\$#P""/W'#_S7#.^ME9&R=T_L2"+R/[G7Y9#_[J\'%_89

MQ3NOGO&$*/#I?L*3BS^YKON3ARGK]@T^J7%OS=8:K58%FM=D&&JBM)8XUB+# M9CU%O!I:$_PG'8P1ZV@!^ MPI-*

*Y4C(NOJ6.A[WG3EZQ/E,5_**E-$O@QG&/55<>+A:;U2,?:;" *^D8BK&O M3X/B\1KPQ(MH_G=E"]RBS(\ NHOLVZ+K-&BY_0O^4]R%;/-'P*

38YG_$$UH& M7/"3;%@V[NK^34&]>TILZV^GM_1.9_D6372-UA3IKBV-*<1#VJ]+Z"M?Y. "_M-U*R37 #.([9$]&;3)I^ >3>)35HIIX.):0G-

*R;JY\LK1DDW_V\G),J/\^7^_M*Q'#;-BVQ=V(ZP](l8<)CI/7!+K+7//\:H"GJ/ EEA6E5^:0G1)0\H*@+%;_M_E4NV07)8QV#CUXJ6\P%*

(@&CED$TXPQ?7RTEO1,ZQF:E(DJ%$/?2^[E>_\O<4_UQ'J_;[%SOLAU;&A?SWJT&7^$RL-Y1\KU='LM/)!4K #JY!(6H'Q

MN8KTAYZHM_\L1/B_$YP*;U5]X0%YBE\QF!:J.K"3WQOXIO55X=DM$P-M Y44 M59/0$:MFOY(=YS&

*[;HCY:N_,VS$7'1O6YS%8V>Z6$ME\NC1L@-<_=, ZBM*O MJ/A_NSCVWY;".F/Y\QR<*BQC%^SW8A2/@(|\57]#O>F[,SZ41H6?*

*_I43K8TWG[*_Z_/G&>8]F"SIJ.MK(IFD"J]\,XZE#NSB+WTM>, M!@QF2E8!9<1IV(7%@EG5?JJ=G?@0,473_,[JY93WGC;/W"YR<(.BQFW-*

*NUV_ M3BW>++@*1"PS_DS^-(9O0X*9V2^YZ<:5-MB$3-V@\-A.,7RU3R!+-%'C[CW?*

M4[Z;_RD)O$OM7D$C',7#$1P)%36@06^ULTHR"0V+G 0ZQ>O?S>ISR)%#5Z# M"'Q&V$566+NGV895F7GZFSHZ@Y[WM,5GRWYQDB*

WLE%1'/K#,ZXC$+/960 0 MCAJM@QYQ7MC?FYHB;*54CI[F+7K]*+F C*=%I.];L&(X'T$O-K_8NVEOZ5Y M^9A0,8K MS3W K]J+<4(K*

*_)Z8(6A*F2:/7..(>7$#*P]W%/,$).TK\-R<(5+]F-YN66 M@S&IXEG\IG*C":!P-6C'\OEO%$"'ATV-EW%L*H%Z?<_D+PM!W:26?*

3#TW9N49C^W[ILR!V M6J8;VXX%VOQQ6W--4%5/+17_2!=?2E7T)NYL_P)A=PI MN2$S,WJ:($&:. 4CK5^UCX -FNG.#1IRZB?

DG+OE7/(;SE[UI+CT_/%P9^W'+]L'MB] EK-9'L[!].S"%\V+2 MIR<.[_"=OWDM=4+D$IV_XPUUU_0WF>-_)!#^E]&

(@LM!!JHMDC1R$^;Z@7\F M]SK+5&M=F(E.NFJ;ONP[)>>R'_6I/_.M[;Y*[78'=5/SX\:OV3J!,#^1%!+Y?*

MS>9/=70D'+IT1R,)R=ZP<;]0,/I_5O N#2#:37L$] 6)TP+7@=B>1K-;DTMJ M<:KIU!81]F])+5K>0S"#:D]=_?*

*@EA+ULGT@L.).:]J4+C3*TW0Y_D,T/E?H M=C7/!(Z*"\1,YE7Q\7,WFSM*Y+YOCKY'NN+<>G/[M-%LQVB!E/VSDL8X9._[*

M[=JQA+2;7QT$G&0+]1 M 2AYW-$342@YJ.0Z<#95+T@>K5FB?SLLFH$2]6,&#&RJT_EA/6^:I\/!?B5; MKB)-)/-?

G"7T84H<'V$!MJL7D^A!C'2XI9?KCCNUJM-YLG_]6+[[?;6KF!Z; MMGFGMKNRGXWC^I)S8S""=Z]-H')QM%A'JB!0^)>N7,BODM\19

'+@CL=@8BX M.%X)@!;C9;OO);;JDL_:NRW4F89^QJ_N)@$B:0/-R(7U='N"X9Q1&(7IK(F(_M 2&%=3;K&):AW?

*#//^L*91OF\8QFN'C<6V2B&]+L#X#8JUCH]G-FJB![##'A]/V_(COV+-.;E7AD).$8KSP--/JE7T>D%NDK?]+_MF-*

Q6'ZGI.%:9G3;I168SC7D[%?4BZ\;80+AK>5&4+;42Y'TD\]G6[A_!D-+C MT7#19SE!'F4]=QYPQL(=S-'&(4'1P4-

Z.>4UI8.4NXV;+F\UDY=E*1[ZYO MO@0=C<_%CBXVJD):)*+8[PB3]MT7MQC)85:+RNRSVM]8[V<_WJ%,M?50LO95_M^P_,,2T-*

"%M(IN*_"(B(A4*(T2AA70P+@>X'NI/U,I+-A$JT))K)U@_@\L0SW'"%IOK6 M&\A49L*R5.-)1M0'IABOQFF8W:ZIA[7SB0M;:E*

3^3@6KC%FI1IO#-ELM,Z0 MDX%GE\\JMSYA_4CXP/#\>;H0C0D?=-'^-_(ZH["'"_=VX2LK;O^*CG8WM\6;" MHE;O:W,;SB'4=QA^RU1XO*

'7CP!E.+3/X\Z?N'B.BJ$!P7@G3F7B3Z8^'1F+ MS]D_\3+(LU=Q.L#4]UN[(#M?QVF28.3^[X=R+GS5"#I33";!\ M?KLL"O$MCB)ZN^9;-

*8L$C>O1:;70KP/H:W:*?AKT.W48^(47J$D%]7O'MUA] M$,^5*I-]_/7=I0JL[C!IGR0$WF7C(R $K_N&N&"]#"QB,-E9LSD3VE'*L3M3 M%,SHYP96Z/$8V%=FJF]SO57QZ 7.^!@\4$[P6IW'O=S3H*+-A)!M:V^'N:Q. M%'\& (_<&MR]*G.6@![QI\&TT,HV[8UCB:&XWO<>>U;$"THUXJ(PNT6G!39=6E%Q(!DX@2WJDJ "V^:"">FUSM+EW06M'5&2(-M,*);1^?FD)& [EMO_F&C7DXR5$">B0W5@(3W@Q#,=K/07'?-(&#K6BV0.,V63RD;9 H=:,%V$BWOQKB.X^M0-L4RT&8_($P^7I;NH%>E90%WCTC;$A/+DKF\+#%RS25;!Y(I$L%%>C<,/*" MU@'=FSST9"/RLBV0-/@P7"#:/O'9IQN7WI]QR]"^X? Z^]15W. M8MW.Q+XL1F!$=-/;@_P>_O.ZI>GNN8YQ8-NF\M*3_C,N2V^))40H\Q? O9 M3CMI1O ,4M?&]0[SK:C)S=+,W0%MK=A25? 4\&Q/(5C1$@EXL%\P$-R*?78W) MUBN;2(=F3B4!'\AWUVI^)^:8VHYXHKG?J)[<0$=UQH\Q8&N8^WZLL[P2N);. M7:LHK7&R, [F)GH0'[C$R=11?N$N+#;&H4RJ6XN(ZN)L1G'VG1_?T,E3D<,6J M12K8QO:MXC1? 439Y:7!@\%7D\71:AZG9$?/,#2LOY"PS_)@$H:PZ4[_"P8F+ M5!4YMN]%[;LDE'<7BEUE!-0[[B/G =^HV2!EA]P[SX] D++X'6]'1S_D:^ M&A-*E]U7$4L,[S&:A@0O<^6YF16^7B0L4!2'!/'078?886:G4S4=1GW'[Q4# M^\P6(L'&]SD=/!Z5- [!5(G@6V*)PD>+ZMP:"/D]I.P(#T"'4+1;JG$5]7RVJ M6;+_(-08W>OF1S/GHLB_]K566!TR0Z",DXCV;?(S6@P^X6V\STC;UW=[UO"_ M>ZU^S-"O&=5LKV[D;]=X7$B4I1"@.C-(0R M"QO?SUC[?!1OOQUZ#?8VSHKR%>H4+/OA9!O,%_J9US3_%0T!HPP)Q@O1AJ_H M-#)$AF*.U;=0&YU2/0*2J;QOH".K=$A'O"!_1]EW0YZ#XT(> M(I^A-\I ^SL=FT@5\UHA,%#_":"!RX7CPH[,LVZF%:"FL3NKO_5X7T5S;1G%.P#A),@636S73<,H/QSAC!C7 M3OQY;;'OUK7S96.BJ2F? 4E6+4>3L@DQ1SLKBO32GO,;!O)QX('*-U)*#A@;A ME/)3RM#ZLU#O%)64KVAG'\HN=2I2\MC[W%*_Z W;[+R;(R/ZK;RBA7K66)-K M:YS-XV&OBWR*7S$'J@H._BC>O2YWZWWW>C]J?VU8'0_=E ZN)UHOA5_+;)P M7*DCTOD*&:[>,..]DOUJ&-M#36LJAY >:%%AP#&GBM]79!JE59R@WJ'8O)E= M6H]'9=E!,\U69=Q,#/(X?8-O ,/,#*[%)X@0K#3+1TT8GZ+25'A M3'%;IC]U3MEBFF@#N(IRE7@,]G4PP@U*8)3V^N1,V3"QCR,BK7+F8\4"2)IT*_^LH,7T]+%K#F>\)]6^+LX M;JX./(TE_8JY= [KPSD@+"+E285IH\ECT 6:)[MU<$(,#N,4@JBN[Q;,PV[A=_M.5T4#Z8FVI@_15]6 M6QB8^)I=9TVCN@DX8-I@69D09.+RDL(IX M%Y2KU]7D=EY]73!9?_!%5Q:JZ['T\82 *-MZ^VZTJ.+F(P##.HLN:O<+,,:-N M,:@FR$J%\6F]9=_S\$;$.*?T$NG/5X+ZA'?[1$XIYP_=^! <'JC;%2)^ 'L&4 MKDC7J\S$WA 55V_WEQY02=:8U71ZT810BF;*O,_ATR6>/I-=[!_QU,9(:!4< M$C^_OJ@0?F<<6D7[=P= <$+0VIO^7)29%^H\6RA_I-U"C\1_EHO8(65FX;5:C M?>DX;%3W,+*^R:AVNM#JV#P-GRY%BE=.VZ0)@]EN5BU(4;%@%9G7D\62KCC+ M =%_U3M]>.5O#:U?$;B"0C]2..+>%ZW.Q@'IO3=K*AWBHB.S$U_0I"XX"S=Y+G8NQ/ID[Y=YQ#='A*XD>?]H\V06ZMQ"LQ M..IQBYJRLZX2KWO]"_>NR .HR)HB4$PM](_=;3X2=3]O"!-1+O36G$[_!,C/ ML3$G<+"=']TI,1@=,ECN.4F9T! ->.X;.#K? RGD(C_=*+"4!BZ51M9B*X^]_MU(_;74F8@V?&)8E:-^"_7%^<-$[#I%9&W M]7#SW[CP.V?$M].>EHZBDH-:W>9F2+!F7>VT1>)?F9>") (2?J-XWR7FQ>&:O ME=7N>16L'74BE%97E[1F[$Y=TX>/&9IK6#V]R;*XD]BTGI_ET:S;#2IXV5"8OR6"3>D911#([%:'5U. ")9//#;.HVG@U[!'E0RYU7 M83#1]H&6%*A82RZ5ROD]%A; 7?=_54CY;[G\UL]@DH?963 :C9E M[PBV\+6'9[J3 M_0[@CO8J[V? $P%1V,B/7=GBCEULRXK!7>+LPYY(XK7^E/U_>F3+$RR7;JK71 MZ9,[OHR,*3A"T!@)"[RAHG?<'(_AI(XY3=ROJ*K 25#. [2\;8^__SK2A*A+! M'<0MW;$OKNF[XIC6KV@R*$S9D+]*->.*38FGA6#?"N^[@80,LP7H=K%C:L&^ M#9VV[KQ%- <&P]:4P1$UW,QFA8!'06_^@@@\+^%6*7&\-3T.9VG:FJBCT@Y? MDU;!FIM^P7G6:2NA_1U%E#ND)AP%- <=8[*MMGSS'[<9"XYED/%^WA3J/\G$2 M^$A.Z@YW3<1M,].1?0S2:7IA;@9AE,,O5& G$C-F"]M_IK.H,!9 M\GU^$$CWAZJ'F:K#T A6]4VPIH,$2VZC\R8UAD?TH#A%#=)D0Y]E27-B@:$Q MZ.2=S4JB!W/3C\!''=KJ[\$%:;+Z,;;H#7=\3T@70[X64W],!7NIU#-R>2!& M<,HP!6_XJRU^.]K3AU*[PP.A.#GYLWCSN]CZ62@I:NQW=J)0!SWG*%=FI>?L MM/_]9'>B9)@$_CQ2[6/G'!\P%#)=;@2*CES[)9.3(A%? [A_F_TI4#.'>0^S' M#&_(O<_+US\A&*O.Q<'%2J.!ESRRTG-S:YZ#HB!(UB]3$1P'9*<7^NZ*'Z@Z M8U0)6*U>CV# [&]*!*/TPY89Y"^\4*FIP?PQ-HWEP;%SA?UOU_QNY4NVWM^W,!O_.A9VL%]7R2* MLJ[XI;_BK*M\?W^&QI4 T^*4?%X89K/\SV0Y@O-1MS&&Y#$)7U:[,4JI2Q^X M>8V;16=UR@W_Q*M>9;2SE%@@H\-!/JZ['> $'?) Y<->@W1]?0@J![5T)Z@3 M0=KE3V*XJN0F^)\5WUBL5KO@+0IT^=&E&\2NZ=X*6\[U7.[H#E&A>:M->?P. M6',3M:,\--P8'#!\Z..2=@F523D1.7Q? JVA6O"@/$HP<4/T2B_)VY8>;O N= MP=Q<\M$WY-JE/3PU]O^J[+SBV?#"_Y^V1ENKI?8>K;V7A%M5:VB9HSBJ[;8 M,PBJ.J^BJ%U[1B@1>V]%B5%!$:M&2&JE1OSZN_E?_.[^%_U.1?/_E\WN?U M.N>TJX75+(.JRY9=/.%-%=DZ%XOJE? W%=S/O=L%N#+'('[XA5I^ZX1&Q?B%T M!DUM#UG36,L7JD)X_S93\<7/H3CFBA3&AJ7@-HMVR.2.-W0GP M%['>]QR-[\ Z$^H4$0]]WJK$70-HL@QI2_[Y7&:.M&7P$R5H[ ]T:G%>5P6V?TRT6K$DZE2#5T]*B_[BV$C?/TZU1G*5-B14<-6[S@LO,4]!TE M*\NCLED5)S$*ITZ)Y#YF\X2=X.W2DGEM"+_9XE(S.6^&IRQ_$]0@%/G* Q.V M=H6*FXS>FA4U("GK- #HOPP683L_,>H<$FC%MR51IXTJE%2TNIW;<'".:*Y@) M0:ROI2AG_]P]NF(\(% 3$?>&\$TXV06N,2>CRPL)$UPT>"O4%%KC1\._2,K M- :O[@*C7?Y8LATNMS'X>\=\+1.BK(/M'%0;IM/IGPIRO0O>PU@G"TA?-OE=2O21VMI2X0ZTLG(<[!.,7 M? W1!3L6&B5^IFRO:#;M.KIS<*\'(5C$B]U80(C+,?I*!B!&(G2*;-H<_%J(OU.DB,])ARZ'[4PT\MJP:.P^4'Y Y^_5;U5:")[E:' M^:9XAQFHC+;K0H(HUM_YI&NN%CMS7X8]YN"$\]&OO^MU75FWA01^T+)&4!]VD\4V8_T0K+I*=]/9F@;(6DJT?:D)UD;;B"_6_ E,1@G\&4(\;E[TP("[MY:S(.PC@TUR\\VE M&[^KV!->IQ[V_.-E.:6_:\^IM&G,0V9@T%:ZB(=79$' M,.5@N![C";S?/#LG@!?_\;_'@$V]\? S/EF_SS5.7.JX!JYZS(!$H]DP_:NZB MQTIBBJ=QIF9A=.RTXDM5'2 $S;J7&U79J+<0W(L1;DU?]D1@3681^T7HC=G- MV0W(0)P@'=> (8J6!N,2@8ES)-:#Q&A!QJ5-,_"!&Y6*@6;/XFYEM-AJS_TN^ M5I]/I%/V/[)PBZB;Q?AMG%31[P+J2X8J:.]NX,FXM7JR86N\=GU]V"-AV!EM M?<1F/YT)T.BBNA)Q")_5R^!R1.="R]%?@A,-SXNO:_C]7!S?. [7/C,L&5L M3"C?;$*A-J"[H"$SG,2EO4XQW?B-0"PS23/X<* G*VM"TRIM #)2BL4HS680 M3U9W@;)E1.^)TVW!SHXH[G"9R]TQ+4A%ZT5K%K\-#RN"4QDQ#=%W9W_1MI ML;DYN.W4'HG>%/G? V@HI%C:1)OM$*7![<]4W2:K9-:)DD*%(6.A9Z;]I76>]E MTIEU\P^$:RFZ>-H=:2;0].W#\R.!VZ&'30'Q"M'_AN7.PD#1XJYB4A<6PLGD MU_RM;AY!FG=C$':0X3)[.)8F39L8X"FA$@%25VJ=ZS%9R6?"^4N6= M#P(74S5 AQ41JL1X I4I'C7(':?F+LS&;<1JY/4-19)? 9$-]XT<4 MB5IBI/(L.)-\VVJXZ#/\"JGG34$L0R194*%LL^(NJ8.JN./KP$VEO&"7Q!-_MXA3X99;36HNA:T #$%Q YPX469\XT(2BVV0__S74U M-EY[- NZ'$<3QKRJ'F;2BUV:M(T:C(%\0HC@K(8OF0K+O>*T^UZKW'.DR$]#,_MTPST 9#1!LM-!?3L$VVS+QL1C!%V_T^S,_\O\!% =[MM;>:0ZM"/$XTNFJJ_Q8(505Z3Z$@^%O)3()M\L=%==-3<_-;K]5]/0"1I1 M^V#&_7*[Z:63O_EX &B_<;2<&O>)8*FRFJ(+,AN2SO'G_6HT++%E[N_+SQ.M#76H.(T M7GDT[D\7/6FJ\RZ^+*O4!;GUROS9H8R.@ MUF'O- /M;YKILX;J0LNR66KP:6WIG+4*;N-3M>+!TY)0#H/V!!EJV:N*3 M,;O@6<;5=%1H8;RVQ""?JEQ@T7CM0'@T7:*-0$0!6LEI+V *\OPMY MO+TJ#^5V,@E2'IDMFV$PK4O31Z-U&S+6#HI>],D;LR[1O?%*8*LNLE2HC:Z= M>@OL8CC6[HH$6RE-'T05%@V5:5>J/1X]?/GJ'6T@I=- :E6KP-5#S&VHQ^K* M1YCZ^E&@3PV$205C*)IXTV9J?_*!_$'0D= M8JAZ@D*KO^X05B8KEB F4]86UP!'S(AG_:+&3\W- QW09D4ER7"=3$)5[QJ9T M1/1S/'+_D**^5AV8\?C-_N>7A7D!OM0W)I2FO.1'W)-JX_X>F5^5E!,*8H^Y M[UZ*Q$T:S M[,Z*5FEEYB[FEGGM006QY7DYWY'?@B/#V80Y/(2_#P7@X=H$JO5?'>4P2!V> M,KH$?_!Y>H>PJQF&#;370(I\5T]Q? 1/>3]NI<&ZPI7HJA<1-;_]H!*<2M;%< M3=< +ICE:J)K_^E(&6:/3?5EN!FOQ_+W)/5??+K1TQTVH3;9U4L3^EY+?@_T M7W_Z? V=@7[AS;4M![X$YZ]R]BRL<1%3W^7*"K/=(D8[_MY#"9ZDRS>_[&UX. MZ$TRV/025NU!7B)5B-^7T)BJ;X04-"Y;:"UJ6![^N17% MKL[/>$+S@&:D8S+W&/$^*"FY"@K:TYE&NR;0:_DQSXB1$^-^F3AFD*NRL,=Z MI&-_,G]Z;G[$S7H0(1$@-A_UUL\=[2_RG)M?8TH? S8O@9/;4UD4B&00X1KX M.P_AMK5V,]0ZJWK5XP_S*X/=(ZC$M,.OQ2MS:S5,2;N!#B<,Q"!%,) MX%&ZS==9=^[!!,;:S^LG-H2I$.9&W\ (EZ.E>=]A]B$59ENR;19#X"AU(T#E M+0F40.2.M0&NY$E2]('[V^.M'ON;(97$+IVY$TONEVC!*JA$)5_*(LKH>+,_MZ>D O*F9F&!)_&KSRALBI7N5!_/Q\,.?8[8.]3(F^PK>^37'><-OQVY(O?2. MW*2MS0FU-[!['G#+!NO"BG\3Q;T33 ,6($;]MOHD(#8G- N0CCZP*&J1M$&J4O# M(S3#UC)FC*=YY?0;=OZUML^O\!H'6I3LDKB;-QF4E$QW9TR&#N?!^?4\11B@5 M];_]DTQM^Z>D=Z&*# ('$Z93/3,VM^6Q9<\(H"'H)?B/MMGXV;H_@ 37.9P;_ M95NK%V_CW+[FBQ?M&#'P!@;0]A:"2&(4_AD2R)R-9G:63:_"?-@3DXSP(=F M2<+EKNR+W=@LHVC>T !@\4YKJ.#@8?K5XW(<]),.&X#/[LQ_(_EBQW,N>"8KL MS-NN::\LM1'HU]Z(S=-,$V'P!- P*"9%1DSTX>%AX)!;_3WP*&(B36./3+J$% MT[*=/!LJ@$.8N>&815.,+HY\L@R)C(S[_EWHM_=6VNOKBEW/A1J],U. /R^+ M94KCPJG]"F%S.LBW!4V**W+PW-?HO1R:,A5C@RD0GA++'T 2;LKWU:,/CT?X MXK.T%V0B^&X -#0&F]DE1PN@J- (0AG]MXL=./D&Y1I&((-KV8$QBX>:+:K1Y M90L6%B/4I1O>=8_:Y38>/Z]1;8!#OD_EV+_MR;GI(-%PK3:T'[L=NUU;;%? M\W_IIZ>PV'Q.? D'C0.3N#]+L\Z#!_.9B18L<)W+-@W1*FY7 @@(;J9]"+3)M M_#&?&^X!6 5RZ2HK:A"\72BSU0R%-;_T#&;J&N7G'&SF5NMMJ!27]NCUE0] M?0*E5@C5ZQ^7(@BGS#]@W!TL T^PLP:OO4[5< MQ$43?&W.O_$.'>MGLT1$,VBB0JS.M\CK6E]HOZY_Y?78T__]7\P#L'7-/[@2 M[&H@IE&#@[Q1L4#^\M^RD5\N&WKNJ(L-+0L0XLYH,F%%"RJ)09P61LAF_*=4 M:QX,,=J^9HQGW>/7TX5),H9L>-7E6_Q$+ (%2&V^Y5<@!XIG!Y>_^NOG,(.Y9 MC\):4JC^"E*G^,'X58=9OM Z8@%L1EA-G0@QF!Z=T+NQ2'0$G;3'2KL??U37\.)=8AG*8UD@):VY] <^LA1&1GR#5'P9X]&^+*E%8 M-IB)?[8;KB3-P>^#$J+NV7A\T32;H /E/ M'@_9"9H7!U?T659G&JV1&#+&JK&BG^#^'^I9^>L]_> MY,U\.D0B-P<)_,N_>C50O<'LMW(9-]=-"=]#'Z("' 6PBGU)MT71-4AK=,N MUDNU!KQ_8OENP;O6.3T 'O2.-- [T@4=41CDKIY)LN>9Z)Y\G+RR97I4===&OA MK$^/2[V6Z!U"]P8UVQ@BI3.+G)%H]IG M.JX!M=OC)- ZK;*"97RTTQPKMX=LXJ[(F@R(X))-/'%'W/O9G<>"QI[);B_(R MA!D2(>N<[G_VAK*QSBDC-JLAMJ_;ZJ=_:=+E/$V-9[7)Z#T!=9 '$2A(- MNPOP24WPJAY]\RNLF?.?DO!4L+V Q'^>]VPS?@N5DI,0F?K:="A,F_,8=PYG M07XG\&+,:\^U&,DQ_-/L,.UQ? YE'76O+G2W*\RA#W/:#$ZKB%5>M4S?YQ&+E> MF1,!(U M/+V,B3G3K0$D*W>DTH,EP-?)9^TA*W1=02+,/2GF4$=5OI:H_(J MK)? -7\)9!2<25WE:/VE]=J<)MES!,:^]1 .M?\]>S)'Z=-2"H[R- M&.@SV&>865W7X4%"Q&@]5/8H>\XBQ"+G!TU'^Y\J[2>#GE6ZILDNZ2S?2LT; M+7&VVSC#TT"")?J$F1RGFE]V@I&!BA] M#EL2#-><&X@Y!CXB0(1*UF^0V>-JU5GK!=]PF7]X^SH#VQ)>L^J:B;8I5Y:.N MLL6)3V.5YFI2H[RF)7G&"1_M>,BVO3C6X=[6;*&BSO^<'$;CAQ6Z_C)!W M?/:N\?"2]C-Z]OV9?EIJ,*US8VK]9T<#;TVACN2'^*]]*2P=C0LWM?LU"E< M*RIM&6PP[]>4:',_]/7%W6Y%'-GZ(\$Y) E>"L[@@G;]4@.T644#E:HP MEKK/\/&NSV4@<0U@[KQS(720? 5E(+=-8UERTO+*W-CO8>D!"\MX=C64-^G5E M(Q_SU+T,\>6'-:BY^E]*,0-MNH5C]S_=3$O5V*#3@E7-T4$,<3]GU%L*& MO*$*QU$=:,EED,]]Y^S\@K6-COS=^^=1RR,YHQG/N\ZRAO5:D2=J]+9R9XC@ MHAC<=4Z<*FO+'",G6U#PO=[-G# LC9*F.-7>GH58HW@2=Z-NY1;J#"S@#CPM M?/4P._@%B))0U8L:W2N7#4!@/WT_^MTV[,QI=N$X%WG2F=\])7/ KMG8V-MQES)O,,*

;DWO:%D>.6]W!F2&-%6C1A=`M"GUT]":),\RP*;@-^N5]SH/P*-=5"<'P%:2V?LN]2H,G#]$DCJ,QC_#69=3'`M4*D=JY#DO'76`V[=D/$__-U\>O+K"F0^";,A*JMB,2+M¶FOC9@>NL$2E;LK>`M/^\MO%K7MZQ49@GS\'*#D?NZX?`ZB#6V:7`PB\G-0;2%3CHNN0H;NQXV$QT/"M4*N3?^)TA_8+:F[.4;`^1&:R]9=&S7?LWC3L0K&!S\+3%I/_@A`M7^P'S*-H-R.`S7@P3RR"%]]4R3&M..(A\%^*(_HO,$0BWQMSD!7HWUFY$%B`M"_ZTG!\1"V^7-/>L*VX?2Y%V%`P"**RRG=RJ=5XW)$W(S14;_+2_X,[N]-([M=)WP.HR+&61NJ:DVT7S[-ZWGG\-M]XM%UA&53/'[&*9B+(U*GWJ?>61&L4"E`M._`DV0,-T9Z;/.`MQBYD:T-"T]X71Y-8K9.QF\^&@CJ-['&[$)_!RX=X1S!^G/)MK$^>.M!(A[N&CUY!S^:?CI<_7!J<.?3G-#[;&10X-`M)4*J[ZT.C[Y)A/=PS$^1&(B5CNLJ,2A_"P<-5;8YRP^0^\K37Q%2WU0K,,`M64%JV;:RSQ.RO5E`.QE8O#B1[PM8?KGVG?2WPU@O7J!O_61*A?E8'NM0R.PR5&^P044*XO.5E(__,@[T1ZB9[<'C5.-76]Z&G=)6$:'ATI`#;'*9>4^`MA;MU>DPY(8\*?+:.&*TR,0CZN`RM5_%KE7/+GL6J1ATF&?29S*/##X[,99N,8`M?E.,U;3)78%IOERW/OK6.[H`!6Z)N>K0AVREL%]`M;$*_44ULE;Y-,WR?#OUIOW!VXG4@2P]>+6""*1$KPEB/6'W:FHNI0+@.T'V`MPV1,(Q1MP7GO)G71Y%S[P&?-N.Z^1S";OGE_R`V+O]O)GPVMG!=YFZ),,:8*_A7Z2D\3%72F*=`MD2X>1[3(%P#>G48NJUXZ_'N7WGJDL:1.PGC`39\L"*G5[^L72I9A";?SC=`MY[%7R1^!JJMN*OM];R(&Y%+-!X)I>F.^&L6,;#%,?0[_B09Z$)+Z>MFN`>^/`MB;@P9!'!ONJ\%(*RTU%#+#^L=XY[XOS,=`1%:L;A#]LC_SBMD:5]BRWQX_DZ&:W+U,>6_'-./X9$:Z#9]\_/>QMJ#,,XO5)O;&*S4K/@JLYFN^9@%$H)D_+`M1;T`MV30KR?&^<()B;.T8.4&D^]+;Y_=18]CW2=_RKKO39V^_5Y3?`:4`4O`M8KCE:5P_8UCXN?,@R.N-_%))Y:2,3-6Z?Q!!56V9R:DH+CSR_W[I_?]1+%QR`M^$:0`CZJ?FTO:PL98=B8.K6-"OG&X_=4JT__>[/S%HRMD4B#GW^-]R^HM-R=`MFU-;Q(`+M_T=1KHYGB9U@TOTM3!+M<[>?ZR?(?(IY7^WKD2!Y"!5B%GVA;M<`M#Z=\>RR_O$OY^2G+F?6`MDVM/"_?I.,JIP/GW=U!'-/!7A\D+#23M?>EVX;KLUH%^KHEI7?U).Y+A9GC`MN9+`($N#L98X<*@^G6D=,52VV9[W![*$9)W()7&HO9[^V>DZ`'NG)*V+@9`ME!8WME#=Y#MT;\.('IV(#2.IY)@%*MGC&RR;\.DGR;'S0W+>+IF_5&/7OZ6:`MA3O3.6GAY%7$0D\R\0&KT3&4`R)*)/HUK$6(-]JTO:4C!:C,8+;RG%]#=KR"MZ7N=XCU9CO6OC&=0@?IS`X1D'6Y'G>]'>7QNVM$U0/8:8+@*L8X$\=5=Y;L#`M)4JAPO2\+]8Q*Y1W)MX^;KB$)>(:LK%,[%`M.@0*5-$*E$1UL:>LK<9FOK@82%T[YL%Z-=LB/[G,BK/V4.#3*[VM^7SR[8^OMF:N"L6F=!6B@]FD&/F1YN\^#:B>4?:HT3[A=K;35;*?.B^S^V)&X\455,.(4`M:IU(HER!,(&49JU[F<^X>%J(&:F89?5;L1/Y5N)`7G9OO#1JVF*A[`CIO7-W`MZ924SN\YW66U[>CAF1T@0NI!?8E`?'4X`MA0\;$[]@E_EYQ'I(7L=IXEIIRP>ER.1^)MH/1M2,'Z/)'O/$,J?L6_4*;-`%`M@HL]:N1[D.C@3+XX'XT+#\UNU\'&^]F)<;46AU16$X,?0+?1A[=2/8O,I7L`M-=QT2M8=T_:/A)>O*J;<<3;;Y_B)@?N"+1\5N4;O_KR1_.;!@^\Q;JK%W+P`MG^Z^/S8[;`YMQ5W%7.%>QE.WY0)*XMB:8+QPHQB]L[EL=.4.B:Z.&/WP+[KF`M>+95'?T=(/P)4T\E_4)7R_<47D`#NY]M1]2S]2F'G%\#HG,&F_.//<4->]T`M3:T6-PW=/\9\%4W?!\B8>W*W:KG*5_*V7$^Z\T+?(U!G2"3(]Q)]UR80#>G`MN`WPC*3]$J(/UGZVUQE2+M,_]1MW#0#R*8C<]H2%\I$]&TA1%_HZ>'=`MR\MTRHA%@]A1'?Z^M0P+P#!H^]S_T!#U]`BW".YVC>D5!]FF0!`M=7BL/&Y.,,`?&742Z/H7+2VZS2=CVS5K%Q?*(TZ]M?U3V0&?*C")/)D2R!,B_M$%H[E[Q5']&]7!GQ*L5,LDH_]B<8>!A?.9/4^[GO=5+N*=8F$LKU9V`R@37$`M6J405M\\-1[_P.TDEH_3%D%U?@HVXT'7`)S-:O`D-XP:79/Y+*U?L28`XQOU`MTR+P&^+PC59/4'*F4D?URJ=425V-"9JG^&T"R>]MM9'ZW$/HN'O7,#$9V]6[`M6-&N3E#1;'<&5A'G]6=7D2@\J+AT(;-I&JO16P-Y_<-U@*R17LB-(E]^-1=`M;@S=((B/X!'WU]!8GU!49U^S_,K\B:#%&Q3]BZ$//5%4M,'@Z9:?4[85QZ<-_^(.G2[X&.`E9/CTZ_=2.;(YW*%W/\2"^L#/=EQ[S\9S2`M0J>#G:+?IKU?P@'GS&24F!_5GL=M2?7*!;<^DS:YG.74M\1*'@:8!H5CPUJ2]M;5(>O-58?;A<#Q.O>\Y]07%59?3A)S?$#)(V.[OR^T"`MZ]YZ?1T50^,8STV3!6X^*%6W7*O<8`M'F8[0LRA??;REB.$]W:.PM"M4N"E`MSO9P8-R+`M'UD1TKVV\SJ`D5'#MS9QO7M!*WVDKS6;Z0'KM^];&)E2R[X84`M9CCTE=-/M\_>G;/G3.6/I2;"!M_K7.;E*.V`MKSW;XRY^>K(DM?GH38[E$\<%V=.H5>.T%M\2YP>ZZ"[U5!(N57V8HY%/W#:.)`MQ26[3_@6&X3,2P28[OO\19?.S1(;-`/Z\;16AX4+CL$'2#DJEHN,;&>;;!O`M4O2MI>.56?R=C?-31,NGO/+\Q/!SP^=*&I.OWT63@>=*9N'UA-*A'KU]EC_^MXGQPX6\Y$R[9V7;M4)'M5,E,L&)`?H)MA!>+^K/^Q]WN42TQH?<@VGC4(%B1`M,3K.3\AB;UE41[TOC1BDS.CN]M^GK-1?+(O;_E;L/=IY[CRR,B+TYY*"D>#&-C$X`M"/RI_",04DE:`G'-.>!#"TNTG;%G%BMU3C8BG;T]W5F'L6**S2J2!>DAY"%SMEY&3B).2=R^[;PW2<(V;!=ZKEEX\2(XXZ*2WWNDB!PE#M=#=BNEE72KQ]*MZ`MSN4/M'"*A_I%?^RM.RMR8@&7R)VN>R3NW7Q&8F&-RH=+-M'CG+#H3%D36?T7`M(_;*/:TT&U)/6+TE%WU:.@(1%;:V6S?2XDP$9&_(%SZ7-JHW<,<%7.I-.('8`MH=/;O5T,TV.]F,,%I)N09BJ5S=HFFM[BR\',./UB8<_CEC'N+TDZ(:H7QF:0`M@$Y*_&QMWAH:OB!S:.N?(MU3.6;+U'?1CQ1T+1>D]'^V%W=6DS]>ELOUF"R*`MY;AT&/Y?!N^H?GJ3BLH_@UGI]P^]30R`8%5N$>/?3CP*.DM,TX1Q=:&8G$>L#LA]FNMJ'+II>)J7Y;0,3\16CQW[%FY"[R%[=!>1T2>`M<-KVS&.42[^;(Y.Z'#JY+71`G`2Y3/:).W(N4-X5X+%,<'AC@8APB:VW(?EB-'=^!2[K#3]Y7;M1,B!X&]U5]*R^0O@JB8,_:-GJ!.2^IA*@TV))*P%M.6D)QEFE!QBJCBG&T&&D]^GOK@K8!-?49=G*SU`MZ^[P1C4H<#DQX)8*Z)!0SH?Z06TI[E_+@]DKXV=7?OALI`V8!\F[#;9]M!:D,`MG,=XU24UJ.AIE9^<:,'6/>/ADGSB^N"6V*T*G-;YC>N%_P%02P,$%`@M+3XN6B$XUZM((0`3R(`!<`!A9&=M+3(P,C0P.3,P>',Q,#0S+FIP9YV7`M=5144?3O+YTR4E(2"DB#E#0H2`LC2$F-BD])=,CH""GI/CG-:DUG-0.4#)3L5R3O4/-:O:8YKHWF]SKY*^T@MK5G>SF`M8T@A^2<^D73T5S@XN;B%;XB(BHDK*-Y24E91U;FKJZ=O8&CTP,+2RMKFH:W3`MTV?/G5U7DOHQ+3WCT^?,_(+"HN*2TF_??]34`MUM4W-#8U=W7W]/;U#PP.C4],3DW/S,[-(];6__S=V-S:WD$='9^,YK$WZW6YU!1L`MVLE?]SOI!.7-D>Q/?,;HKP@I((11_Z3]H[+_.V&1_U_*_EO8_]8U#S!2D)$6`MCX(9T`+P#_(;?EQSY"0KL$7^2A([%ZMBJ>.8K.#RB4!^Y<"@"FUON)G!//^\`M#*(_R1^C`&;"P$VF_%VGEB4,>!L:S=(7/I!U17K;E6LX@]R^G(?.+1S*^3\JM&OH#F]\L-M,-]GROY>H9[4B!NK0U`MY/_2E__T-3G&TEPOQ_&3P2BVS#*\D2`@\)@'=^@=2$58AVM#BX*FNA&9XXDM!%\I*EP6^4PU^2(F_B=2?XVVPNU^A:Z(^:60XG<)-B;S+X.B:A>,]$|=7BPGW%K/U!<`MO"7?0/M@'A!BDH]#NA]&YU5C(4N%N1*)=%><+[`9UEXP-US]OLK\*N11)C85`M#1W#7?H:IE!5C_$-R"!P'`L'5;($?&]-&DSU55)K\(ZDEMBMR3:]4GE%MN!.`MYY(;8GCL5--3]GO-U=]GS-+PX?;/E9?127W\|:HTG2#:)&9,TKXS6(G.KZ8B3*K@%V]Q`M3;&)V!R;DI?!7]CX0%'2*K6[?9G@U[@NU;K)CY6XVNVB=_T:;2Y/+%5-?+8BM$#,T*+@=''+G2Q<_E-N_063M97OO^\WXEP/@DV>E).=FZP,Q->-U,YZ;_713A`MP\-8LXQ'_EHBT`NKH2$"43&P\$4B4`$!G[F?TJPRM94&E:PV`M1-8E6/V%*;KMBR^[9T7?KQ"*HK9Y)9NZ#+_*2E#OAYQ"Q^$/VVDPHW>1(GO=`M]Q]0'NZBXN3B]OP%ZJ;6-*=[>P-FN87KKU04S^Q-HHM,H[2>46:EU=KN_PE+`M-XS]ICJ.3O7P6;'>2/+(;X?R-UAWO@E'>V*,^5]ZH_.J[(,=O,_]_"ZX[OTI13L'#M-F>'NNFIV$36;P@;"RP?!]8WG6WX"\HR41N!2.`M].4B:7]=N`Y;AA)NY*?1U\'VOOQ].0@?&+>\!DHT#!M]FE^CH.'3W=-L4ORMM:$DGO,3Q;LW"TFU$BL7CM&>"U>P/>@DWQW`T?^UW0!?/8NV;W5P'1S8N=TP`MH*@W%'I=-ZC;,)3>%K=AU7:B5KCX:],Z=QX9H:BT!^^3/WTD?Q$:@,%"F8^`MZ9^E(7&OX1!\10,#:F9RTD%4*V?X7HZ2HFO&&HN2[L,YO'Z,L-]I*%H)\7*R"`M3E5>LC_V?S:T[W3VCA?8G/\>Y':R/TH-JYL@`M+&@5A?*_#7N6'[2K^]FZMZ*QB=.]C*BFFH\&`M313"IJHW1\6#V78?NR/&TVQ?BI$\!#/KU=2IE&P=>(XY!J(XUF=>:[+^T%^#`ML\QN*TDK"7\.2$'$/+E^VXYF,MX:E$]8A%"?9E5[$`$ZM]F6JQ(K\R;D_!B>`M&[\U!MDMD$&95>B/VX:5VW+.<5]-[5,SP75CAQ\MI=3,ZZ?*\UMK&J,/I^R`MZ*JST!BRG3Q[W$DS:1T;YF`BW/KI?;9AY]6\;1OM`MJP=]G#CGR=(+=Y&*=M%^5*KQJ<)SU/-Z>.V-;U\3C,:[+B=.Z@%VU+VI;A]6`MUU5&VUP)(YK"4V&6]V*'=5G;BCS5X9)/7+4C+U-="P(>/9UA1;9T$Z[PJ63<`MK\5$$T2F;/N>NA2_*H^6K^60[$FM94H;=`WA>'-B[$2=@ZK?'Z1%*)_D:8KF2(,A<^5N=Z)"EQHH[4VNB^(%5P(QN'=8>>Q"W`MJGE9X2[27GNT9R*H&.1I[_:_J^?@K\KEWVU=;T5GIY.K&F!//7:/ET]SMP\WM:B/*=#9A&%$B\I.K\GCHBD5K1B:0'\QF!-Y))!-)91W>Y=_$P+"2:#>A&EA`MO7Z(C\LP>/Q@O"A0C&L*>(.]"6`B/[`MYM!>Q7`N1RY&<[L11M]+8P.EWZL&'NE7LV.M+UDEBE"I2Q)&\L2@G4VHIBDE`M?59NU"[L%]0WSGI;^8<$PC[-3POC^AJZ6_>+_&T6_5B'_M5V&N]JH/5OE0![$V\O\I`M3)6?G8LKE&.]A;UMU4"TZ?=@(]>;-;*6E\_E1@22@'/O:\$|(A1OS<.Q3&Y!`MOK3(Z@JKRO0P.(-)""3]4=]D*6NVV-XM(N#A#'GWH)UJ87YA&]@W%LB?/]CJ`M4>RO73+4>6+E5E>Q?>,1EJ$ACN7ITFJ[_+@-''&_"E8%7RWDO_RX?1Q'`MA\CB25*=1[;727UT145GA&!!G]H5%RGDT:N@Y72`MM!IT82%"I/OWW+/\N&\H$;/SP_:;[X]OV8!ZHG#YV)\5UN@,9!+)V#&!7%)`M6ZL\WF^R)\Z6YPNH%WE]<'FH$Y0,VA5^H1/D(?2N\,=8PZZ2"!?%T)I J*^@M<$2E`[2_=N6@X:A26KSGV+(D9K_L?`L.^KDSX&++6H[=:KH-3/6Z5\'EPE:DP[\XAL B"-,L[5[KPO&":AV[)66^*`MQ(SB+$)4-@E:%?3'^NO']<=Y:G+C&[5Y_G89G_"B7>M\0H=AD==\T?#PK%?G]CDB49R,ADW191'1:0D(_/P;GS)%3F\C990;0%5-AW++#>(`M0*TS[D->+#^:HI4(C)E R-[_*LJT_OJ+R?%A8/L^-/FT,:SMD>A4+>QGB]U3`M(O`3Y__V^?Q-W\@O$6FS[GPW4,Z]0K]KGT<>/WQSISIQ&#RAD!I3@:P0X=`M&[>F3-RO:9HX%+Q`SWC5^LA,V5"\M[5<"4KC`K-N^5YQ6D%]RT6B8[&#$J"`M+X+>'13^J=]PVUQZ[Y1-!L70U`40H^!%:S;J61^RW2[@G#XBSVV0+V&Y>.S`M@/*)!>Q<`5IG_3?-*C2I\P_TT3(1V(J&]35"U\>UV@CE4'%\&;$F##:+O\D`M4#[(9R]U)V)D"K,+PH7HG\&GDOXZ\M-#R;\3CG!)8"V"E),^><'I"AJ\CO,"MD+;3HT_P"A]2<,2]N9`+*B`TSR<3@=?,,P\N1(C`8%.8!A&HN@>9;H(N]!-,`M4GNU3L=GB("1("REB`@(^A,!B!9Z?4OP)?ZAYB7]'E(B^^S\98O/8:/!\\M#J>*-K=VFDP=;JV:'6PB]6ML;X(K8(EMB2"]8@P7O(C+US1,NPFI_Q_DO^`M?9[=#YK!A<]?D(<@K.EI[F`RT;IQ87(9I6(7Q)SP:[PQ>#@ERPV@ZI&]M_G`M";R@X=!AB3:Y(V.[7>,LAH'&E.6=6XFZV#) S[T:8XG*ZLVC@IVJP>EV&)[/`M)[38+>J(>\9FA_V@%/'\%)/F6:I"W3Y)!"(3@@1-VS`.A9C2K@*;"7].CRNK`M`->7#"^7V5.![FU9<6[X[[L\129?G=-C;IAO<%0+SA18V#1G$'O+PVI1G`M&1*!I]9I&#$D.SFSS+W9[/V]N_`MV%8JYO$@B*A9[V->\3%SL[2T*;S(3-UHEE\;ORER9E^XS#7D6>TM]V07\'4[`M[5NEDG$VKP]SLG&]QUI69U`M`:9*RA2_E;TAE8K(?AP;K".T',>_;O,AE3+%E<-4MJM13J>_1B()PQZNS_0D`M/%'E3MN-S/,#^/!&T.H3;O>E1/GOD!'Z2F9,-YBC-7#.V.UNW.GM((4`M&\?/+*T?? 8=>93-ZIT(LH)W*$7R]Y4$UO;DRK>^$205QJE$#DY)8"B377,TK`M[GMX;KM:(&U45@#;4SQ51$5$GR:Y9PQI'C=CKN4*LA-**\H6R];5-E3,7D\P`MQ_8C(`X]BNM1'4/9"KX!>#LBH/5@4R[$M%W*U+84AJ'%C6$:5N61"VN!<:VB`M6\-7!5%2LM"R^M5?8CR4ISN2&NMV?"Q&:$3_G=7T]_M[&/V2#EJI\R/94S^,7`KO7]%"FN0!X5E=`M!"%4]EA4AEF3PZVY)#,V0;^WH1QAT`Z)?088!IV%[\:5C<*=#P%8-^A-+BMR`M0L#XO1J;>W(\O\:Q4!,I/[98?UGZ3\CS_X4D;]CD5:R+6]DIE>2/1=#B62GT`M=SN#T*+8&53>=':=A\8S^*=Y6&;8!)P4(+BLB!PB\/A_X#R6Q'G/"?B>\[^4_D,`9'SGW/84<0M&[N#'26"K2<2J%C%3./QX&XZF-<'L_:!"5J.BH:.!NLOZDZOOQ(1+I6*D(1]R/`M2CT#9?$[N#N4%EX3#SJ42V#RN.1BOVSO.*LM^(,SU=85]\O27YA1%(0.ZSRL`M6-DQZ2CG#HN'//E1X\GK6'YEE&_FLK:P%R=9NTE+=L@?W-+N20$ZTE>D0X9/`M96>>:.DXKW@3"$SM4]BQMZ\

*(J3Z&V#JNX)+TY9OY3;+UT"NU:.3F]]&!O#K,% M1VVT0:=(0,&_Q7^"_EENYX/.\TS-GTLR-PV5N;*GB3XG M[ZB(KX05^)$'}R8^?(Z$S1/8\&#[.]Z((Q*[=CW"\XR#(')^=Y1$.1^&ZPW M!=$\Z_RXK)EXY)="Q$8#X#UAT(SQV5'L=6X,G37F?9,SS)!GD'C<[M0O$J% MD,0@@U"H(1=:$3.S#J)VRV-J-?L>Y&3[:F$GQ/Z7Y_7D5T.:?]!OQ#<^"K_D MY55AXS-=%/XR;]BI0;-$VLU?]2%L,.\;? W5]FS,L8H2/WMW02L?5&2TV>?73 MWX2X\FS)UK:$BDDCD0&Q8T:X7-AM=N%X+J=L_KI:12+DNQ#RO@.?P%Q7XSU MYBAI@MYKRF(L-7K:65#L&^_1D=PN3^:10[<[I'@BBUYM>6<&QH49KR>]GW#C M$YPY]-=BN9'$PI,UU_0&G*A/7P!0Q:MY 5R*A7)TYC\UZ\3?IV9EC9R-!:R8 M_"S*$ELE5'XYSVQ(7SA;<&AWYB#M3;[1LV:K/5 O^/P6$6"'SL*\B4!A!21I MYK\ K\4. ,:.H;OE?@&_: JXSIB)Z0F3PC;B(&(*&X,7*3O\1;"9O3HM@,HPX MPT<^(=2=7_KON@52201^0'%9&=V'%Y2]>+=&&'Z>G[3N>2"2"Q $WJP#VJD# M_;/TEU2CM.41WKH?:X(PN%HB (LEU<3M=5@(*5PND6(J()70A8:28O 7 Q2# MJ_O7 7ZB6(%Q)N@>XL G(J3E#X$@(%E:/KNK21@Q&"Z*P!M^V!0^09B=63Y% M@G%L,P0=?B;"V6+[-A%XX;ZN'$K0(R7[_4.\<)YQ-K0)_/>\H /^%'JN B7E MR=-S&4(L"5V[1_)H]+O,Y T^ CC&4*C(:32?]O; ^F)1JQM,\T: 0 5&0?>K MZ47SVR6QK_+C1(%*F358UQ+'.BC2,TP*5MAOVOS4!SW"XI+#*=[+= M&_#1LLNG1%A93>$N@JNWSV@[3PR$$>'HZABRO>@Y$A6H]2PMGN;Z:WJ=AJ:$ M_52JHMS*"M5)ZGLS=NUL 01[!64H*9?U:,SUQ=@AMPWL];GC>N>0%M\5^0; M/+M1S JRBA@O9,WP*E:-,2^7H^WDF\1*O-W5?)1!H%M'9KK^3=9K81G8(UB$ M)-,WJ73]->S8_Q7JW 6+"N'H'*5>P#AW?U-UK5)/>>,KE](7^.3GSZ5!D2KV MN3&'NNK&[+O!$A8^#EDJWQ"E8QF*RD*X9,>U)>EUV0&*OHXR0<#R8_QE?2_W M#4]N$DLTVCDQ)??3STS#K;M&Q22GL1:[:"^#S1:]+9W0D#Z+$WNNH;!>3'<3:M,S:,LMXU\6V5'Z,(%LY_/C M,*UZ-]S\BQ?L@D,"Z&W<%)X@3,5NA)&R#=,.QJSF)1&X?-('K85?T&,Y.I=9 M)G"7$.$RW5@+#Z;/Q0O"%'T[=5 M=BL*NJV=C.6WJLDXUP4^T+&WNY7EKT)Z5NX.3]=ZS'=@*MKZ2KAM>E&@;["C%MBQK$*$/$ M9E-N=YR1?X*"^"39GLF6G9R"#O7:HJKD)1R_F4FLHL/)H@4]=)WLNB]<1.E M_Q(/++^%/8(G]T*0G5Q@M_5UBM-K[_@SOF8:S+I%E*)9++&IU,R3=65X6S& M3B!,KB&MO]W,>[*;#.6>EFS&QD5"11\L/M(NO76&F. M:KI[C3K+,(&N8E54YFV&IA!*>"H_&Y\U$D7'%_4V&%C&U)F6\NC+(O> MU1M6)1^+/K+V6A? 6CL*\B25.=OZG-DVP'12$CEH3'<^7FG)TY3!L38@;OV5 MPL.OOQG2+/3J_HWPC<.R.B!S<[;X&5:"0HYXYRW_%LP.L\@^^//CA3C3OU\W] M$Q.#XC?!.!?I?]N9SHQ'"R5+HF\E>%4QW1SWN/B2 IQ]/UMAK]4 =<^;5E*

0!_?Z_A_8-ZEV?'?WQBRTO2.,/U)URT])L9W^:QW\W,I\Q;3[GT4[G MBY&+-+HXN1AE)Y7O_C@1NEJM6&IJ,L(X$=B3V)38;1,D*"H6CC(!:7 [9CU M,GT:U9+^Z/N_^ ";N\OWY+'Z\=-"%N?=.9YW&8?+>3@4IO$,NP?9T,55<3XW M&4Z[BMO==>#+*)7^5K*P5&[>E=KW0]+WFB';31K&DK3'N7>V'\3VK%4S)S5D MN1<-%>F#C,!SNB+3_3(H"$+O#2JO2S[(L\=0S754TO>-NUCBW60FRS>@'A^)MWGU2DLRCVX=)'=S:33V7D\RU:TX6[:GLU2&JK+R9>9;$&72FBU3;&BQ:9G"> MEED;W\MP],RU=F_/D:Q#S=1PU3(=]3Q7W:;=9QE:-S^P0R()VV[P0<\N0#:G MOTA5N?PY7YX4UY!L8(C'!KOHXUVCT^M9>OO!D#[8W$07/U]BRK*(\=B-C V& MX!ZS]V8A"(!0_6VY/[.Y-U!G73R0H7X:I]AIM9PXQ/-6VX M "JA5"LG3#=B. >D/?4E-WCO-,=0X7WX:[F!#,F?T2IFKUR&:E_P> THYBBO MN1A:%&?;!IZMG(_3'BZ/?(K0/T,L;EGAMQ$Y.77KK!NBY49?W?=&_5$+ZP+ MN?TL"F3O&^1+5(%!81)0^$PGS"KFP86@(W?EWH&]^SF?U5HN]//T#?SHFX M++LW>V%);.K+>4C5UD2!B?*8H8Q ?IS$ART2)U_]CT_1=_M?SYR\%=MJ'.WU M6=4#=CKOE9-=(U,G!W,IFW^C.!GT.3&['9J2B+1=66\DO,[KY/TRN MUAB]3#?D;'IH9#1Z69QFZ'Q+N0QYV.EX,^8NDB9:$7S)N- NR-,RR[QUZGEK ML,%?8#'8E5Y07M;WYN"C+ ^*Y&W$2/VQV4C<\I*"KI')E&?IZ[%3O5IPGMN&< M5RN2<,4M4ZO)-"JQ<:N"QT=6D'+<4F@L>U9Z,0KG]>VDC+X@) UG""R_^%8 M!!/&R6A:G;=TQ5TU O;-43)3#\9;A,X5;F[T2Q>C*'VT+6#E@.?Y$&*FJYA0 M-C,,OSNC/[W?ON<) HVB7 FQR_7(T22%)4$$NJ5T;GA-RO=V:YN2JKMCCR?W MN'_0VL_ ^%SXFW,&/DX9X-@4V*R.*D 4]V)4W?@/24L43_KPZ?>L]2M6N9W$W M)CR6%G-J&*G]')HD<@TI!#-%BTYWWEND7%PT>*!;6+I[70/QKECN3*6N"'.9 MMRN76Z6^VRZZ-;; 8.R[RS3IM?;4%ACMA|S'>B$,. M;BO#EZT-JO

VYJ[N:0-UP61OPNL*3[;;](A%%<#)KD)D Y3 M[^T=@E27'2!TOJQ_\Q0:#PKV_,&,?R.08"[MS425W?]|1.RT-7[>*MT &U^=M6S!]V.TN5WXYJXV@0Z'*PASBKF1E<@\ 1@UGO9866ZIT37D]\L)S_T/0KX;W M8,9)H7X1EI1Q[PFPE]X#%UY\TT]"0JQ5>Y,M M-C?;*A6BVO@1$6B\ 8F491?SX?.;JNA:[G27JC5'[LQ))CU.%>R96";7X@B] M9M'F9IU[0&GNXRAN05'#NP!76 :5T6+#04O9YPV)<[3=[]"1P](,KM1Z&>IA. M]_/I+5?;/-)*JQ)C=1!+2OO5Q'G1--U,-E?H]Q!_L\(@M'-U\;7:ZB'YSAWC M;,-UMA4YB-^16$216@-$\9W*)7Y;@PC>8V8N)]='+F&2@ M:L@(WEUQM=Z_MGL5/W37> UAW"I,1GN?2"U .&I%IT+$S'R-L*'E'R1MFMN+3O:1W*MY;=MT[LFA%Q18DN$ M'5NH?YS_7/^X];*Q^V=YQF:-;+-)II6=)D&3E:HZR4OU,E9L85TU-U2F[>_TARR#"=$E,@13(*:+O" V?5++)->_A>*6F. M8',+Y68_3NF7MI>706?$^8"N#3U*>.X!?6(@AI'1+@K:-OF=8RG+^ (A:Q^' ME4Y-?M)A9$YJ5@84[T66._/>IQ;E?=AJB*AX:6QL?#&QSC3FU\OAORK"S4_ M9\>8!/@<3J.!W:"O4K-0;9E#3*A-TJXU+0;65E(HGUOI') 0)3"8-+,.CV'U M1^1]M#3YT]26+*$:XC"R:W)'?Z/8B(DIMMZA2]=&!IG,U9N)2J"_;"QDA]BV M7BH2X>/EFA]/&L@GD+N_IR2DNW Q.N8F-4%SO@-O>1BJJ!V<985$<(,,:\5 MWVV4<[0E8*-VPQ\:G*?3RNE+_68I \WC+N+%V*, J3="QCQFZGCY5;MZI23V M;19MB[N%P30 /A7D M9I@FA<@NWH1!/Z1O>;E$>\B M:W;E6.;46QM:.I-%-E"C[VX.%','(?\'R="><+CAGQL62\YWG1=]=Z1FDH]1 M&^5SJ!N38/-^Y6SE(T1AQ5CY;9&&VP1CN|DH";E19BO@I5<#P'^8P20D!_V; MWTMGZN]4AU2Y;Q:L$"1V#SBW%U9B(H3\=?X5^ZM7W=?R.<[!>4T,5"/&6?+ MBDH9:6Z%. FHL-%7*> Z-8 MCIK/C:O_EFG2LF1*I&LF=!@F*L1\\[((I/-+-7([V*LYV_HY*?K66%NX;7#;O7X\0O%#VP3Z8$T.;AI=]GP8C7$/ 0>_DV*Q6B^]^&2Y/'"(M0^QYK6F%;30C>JL\B%8LW5'M3=L_X+.S.M;\6_ZD3]S>Q(#0_Z.7%7."Z-0: ML5_OG858SF,V)=/?64"RT0J&&0T-X.],N6/F"5F/T)=3@H<#DX_8%*AX[?9;H?5..:*TK=K3'\51:_EYJ/,$N6 M(]C%ZJ0?P!\-1"?$>&N-J>__G7)L=MZ.'N.[TF8ZLQ5*7*GD9I2V[>A>=XIK MN >0S5L[>XR5]:Z!>0W#]Y:8DH59$2-)M-C/\<8_M6Z8^:.:->=?,]2;S==/(M Y(X M*M&PL3<(P6?73'=@4MTN;>%[@*6NX$A3BVVA&]SO1Z0/4<\[C4,##;0O@M^_MVD)EQN:UMKKS1#4Q3&F)BO![C=\>D2^M4+,.?T]E:EY#Z<'20B87>#/^-YAU'_M$VRLMTZI;]CPM7.8)OKM9?ZL7\>GCR:Q]D$=5R3Y1V<"=T(6+FW!YT59CZR8 MG^U>UH#_,#/\M5,OS3B0%QW#\)U3%W">DD#PUITG6]@U:J-V6$ M(I9+RV<4T9&(+4LH\YZ5DAQYL,8I1&P(_VWZMF6^7G[S'E]5V!OPXG G&#,V M;-=/;;Z3"RI>!$EWE;-%@^S>ZPNS8A7Y^KTP-B*;.59_U!4\Q1J+R=;TF_$A MZ#"7M>$?N'OB[?X=6:BY6FS4@Z02V8INIA18E.HYUXU#6E+=,<8,?%BP,0)0) 5FY^>A05>O 6W7G"Q$_ X%M6*6)=-SZE:762W:.1#7JZ2Q>.T85L/I7YXF\NB,.(>X+-? MJ7-H5DMGM54+I ,FK3='$HE"NG +<$4+,G$[%]]Z25,JWK+/S"'MN4KUO.AH MM1X&02ZEH7I"CF&%U4'K:%;%.5G2$G.+?TCQ_ \C&% ?5>VC_-4'5@C*65? MF)4A/4[B98^":$T@L!-BO1.X3_=[)%>V67X+]J?+C M2&#@2ZK*AV*WSIPTS-5K7&@'M88>G1BCN_<5T8Q5-\9KI'@J3"G%F^LJ\V%_ M]U,B7<@^H?9O#T#O*;AU#'V:8MWGVJS$=B?'**63](TNW)#FUQ)SRBCW(_V MA'[Z98L3+C,5/4O.;;]VY5O)E25Z/#K1R(X692;E7ZE MVTFN 2@7MTA>_$4-20'CG.\UO:\6C!QK;DSK DD_W7$W)_N[LX4K9XFW9./^ M19'ASG]\O![[#?@,+=(+JI&/;R.1+G-IRXAYVPQWM]'E>=M2I[+,5YOV7/BU ME?$G@Z">#GBA3BS<:VK/?NEM8!$<0IT23E-G?4CQ,'1#,\-%HN7!0=D$<>_!XJE? M[@'=G,EY =PU6NONL:*=(7W72A+2:;G1#=6J5$U'UTKC3$VHV4*35Z0YV"F_ M\9%&Z=OC\&)--]Z,X(LI*]Z[$,VK%*G?LN-C[MH3!D?#T ,Q&QI,O5+;C_C%M!G]^).UZXG<8=R%?49B"5$5_O8D0[.G3RM,7LXVQ"LM*XT[08?UD.L'[_$ MN&26#<%1BT9MD6_E+2^*CV3+)89THV6>)">Y.%_K?%AZ$X6WC .,A(+JXBNJ,3OO 7UQU9*G;U5U2(*G';QPJPD?,<^!$]2J7O.A13(]7QD;)O M: BEJ+WL9I_A,4Y]X;-X1WW7#AOS0L?#B3T#/0IW! M0.RZ%X]4%I;Y&@G'Y+1>E%D&V#<%N^/$Q96KY"Z[@0N6:'-CKC'=0,#[);<1,7M!_ MU.2)[.YO:,=TNA1O-U^E2A,NAO;I5F\//YXZ4,8"F+!^$.2YC/W4='.97;PG!IX^L"L[/W'A;VIR,GU!PTM?, M[/1\(@ -26&HE2;01=NQSFFX3CI'CAR>28%.^)5@7V[@8!?N[MK**J[8QF.F16]G4'VKH:VE+QIX12 ,55,LN%*A\GJRQ(<<%FTQAD>93XJ^\!M]%Y6@LEGHCD:J@9:5RB;@0MFBB#%8$*C[W"^!JUQ=_/VYL#Z=\Y3M6E/*(E^ M'[RB=7R2YR/&<^@%,W%*)W6DENH>/B15(J*G_O&T)C]S5*;9^71P>8F;N<$ MO*@ERS!MGZ/OI]'0T]'@C"+71)ER_*.2ZGLJ(:&3M6>&Q<)NB]4>V0'C(Z0JH MU*O(/MYM86-AXW;-WZCE)5BET0QN"V'>FO/:=587BF5[_V8B8Y/-,&]F3AM;K:2)E5..%!D>&3>_&#C(70(_0PK#O2N@77XJPRV=$4%.?Q*S3 H1:U(1Y]6X5O\74#H+S+9 :X&)KD)>V'W&]Q?Q[EQ<:]$Q>8:ID 2ESM\"X@IOFH>X!N>R'\ 7O-Q'OV'DU+=SA22EITO MWKFN2V 6]!IQNCM&[#[0_514,FM&=?>O!5)X -^ZHGB@*A#82-1&(E2VPY'3M<(;J3>TZ%/F5+]JS1XBG?'35VHQ";=!H*57#6)?S'1(X>;J5MG;$[\IF8/Y-Q M9AV N>E16LT3*4"DMJTCG,H5^9,M(_5B)<2M0GT_$)A(];!V!LFMDY*8.G<] MO2T]+1.5JKK1D#M>M+CTU:$#$3]*A$'1!IR9@Z0^$],%Z*I^U./(AO1,GUW MQ/!:_H9QW=6R#O&7HC4I-H^3*.?8-@V^?? $F3G,6 +9D'Z[R,F3NY,SD:L- MT]$3U=VQSHV-OYVR$W46^LUO'%5&Z3^._%X^]-D^U+@M?5_)^C61#;(T.$0M M)S)!6QL3%2]Z#_@"XV[O/#JQ6>Q]=Y1U-^3"!'?^[*?\3BAH1T)=9ET,+UP> M#V*[-92+<_KG1D'&Q7SY\]\.Q/[?9_&V9_]]*PZ(F&],4>D.CD13K=?:2IG ML\VM$7O9.W-@.>V0MK_[.A((U)71/="0K,\HNNNLXTI9[ODZMF+6.FO1H_L M# @! >18OWDWW3_:4.P%81\-KVY%WJCP7[DB-TO+MJ6E)[!'C_N]M^E&AM/T MJCX^0[;H?IYT%K)P19QL7W7?B)HV(3YG9) M4E/C.@BU)N;RVG&FL^YOC[\] MOE29,7!?]#6Q.*AM:S!N#$#5E2(,\"8M*5V< FRTWO^6L]&:; G23?]^;M M+W.0DP+=NYGJ-#8O40M60+M_3 1>/JGCCCNF;2>W'+ER(X[H>\L_=+V]A['%G_N)$[2!? M"O[!1OR2Q)<%HD]ION"\6QG@F^.?'[KE5*M#?]06I/A9(H.D_=KF^R2WQP5, MW3?WVW;=Y8)I+X@\".[2A2V+3[9@R]6I0,ZV->/,#,W_-(9LY>O4RK**5WM_/2 2B9^9C:TY\!=C MIXQN?1J7\1'"R"V;' "3@69! 5$_9>]J34A)W)VNKMRF^!WUL*Z9& +&>P#3MF1C%_]QW2AOP:0_9+*PC2@HRGV9F;_;NZAQ/R)Z5<^4]!LN\E(:_=S=/?EAH M5Y/9X8FLYR^]4+.U97KD5S<$*FF;'TS[8,BB>=N:Y;5%K3]1DTNU1DXGOH MXN['H:7\+-$*^/WW8XL:R>KY-:Z\9]^,9O1]]_V^)VN]2^:56)31K19CY0I M;]]1\E,0<9-JFG,](F YP<8.PQ_"7V>*C/SXG4>=1Q6?M5I7A1L=[#FDEV+SRR'D'YADE_@U-(L3%UXJI$;6#%S3,+'5Z\2?&!-.S]LFOR:G& M45!%%SFM;;AQV4.->Q#4]>F% MV-A.%[X5:#!+M=XG6$2M&"\9V?-6>>M'FHC$0X$:-)F#)@S4R%H:<]SO1(1 MT9S<:S'JL>!U!D?'\.O212&TY8??*\#VS#*[MX@[^2"F?0T"36K&6"D!E(EE IZ]0N#YXK%VQM?71/B)^;GK[_"+\9TORG&M[MG^[A4W*2Q9Z5I"O!KT&EYHPUYU?I> ^<&&/)>LG9]%[',C4JAC3 *Q!C6? MJZ=A/GW#,-+"S[..^,X9DZE3*[?\)AST5((X?=CQ6MP8C-,]\C\T&5*W>$" ME%GSK^-$&DCAV-,]9%8LJST#7(/JQ]MG"Q8XTZ"'#8P 3)<5?&0]3JB13S.Y MT(W1BW1V5-|('/F\LR\2/#C0A/ANT3@P MY)_%]L0Q\2-A$Q[_Q\<@ RC@TQK'JWY:0&S2A-L](S*]|!738OE#/'.PV N(M;]%L_Y83,7@Y'C=Y3)'S!J8;4M4IE18CW+=.<9OJ.!/#M26) \YVY>8[;7X228==G@AS0C-Z&KA$:_ZS^4G'CS M/XD2P$5+5.?_,?ZF*HG_2/[;TDO?'["\V,V2A[VY5,E()AB1/9;4HKBT$W[K M\6F"5?;\(1L>Y[UX)1?X/SYPCL9Q*A^7&+/]PV:77UZ6AY\N#-A,8+NZ&'\(M-[6-YHOR+HT%'8B58T:&OW0P M*"#"]ATL 'YI?R;%N&/.A57Q\]5SJ;YF#X6^RLLG7 4?_[X3B7$&CW"6\N>)8R=VC-JNY:-%US"Q]RABI6I-X?94OL7&Q>*"9.W* MJVW?P!S*31O\&W>)A-!5MJ[K4)3H[(RXZ=-/3Y3TU0WC-7!@VA_T;PS10702 M86?X-*XGEI:NVJ'.9,8UX)4,9@$\HO*1X276++EO->OS7S?G(09Q(E.JTI0 M0:I=,%.S![9%_JDQY"NV3&,QK X((WNB]![N3_Z$ISE;N?&5"PT8V M4S;9*2EMZ9XH?Z=44"/2(.'5QBFPQB=_$3[ZS\TSC42%F4(5V2M0F&H[+Y19UO')3.DZH4HTT;3#Y$6.N^T11P(^'S=?]$5KFWH%>Q:YVY&]1CP MB)ZU26DS0O.-X>^RWN.?Y)TIV[-_?$Z6W3*ZHJ9F@>)](3)HOXB$SV^>+8,X M?-LZ9OC%"$6;6M.7GR1_HGAG1LT&"'$[.P[A '5Q)6B#F6U @=K 0?)MQ(4'MBO4'*C@W(*Y%'-H"ETKINO*6U*5H-O* M&V6T3EHIZ$IF9]NKPH6N.*UBQU>\XEB+8HN=2&WCY-6>9/E9* 5D6NVH.N=WM;G"YM>N<^8#)E,5N@+=)',L>VQ"EIWB3_#W]*._6M20LPU^:8! 7HYI3/'^]L"_QW,$J0D?^+#W%;2CO]-:NQYS7U M*R6%-; NXNFS?2]3Z9B==/3OQ. <5HOWX6FXKQ9S#0U6UFI^Q\H[Z%(;O"RF MFDG-"C"?\@UV[VSSD1.&7@:LKS,G/#^"E3ZU7!*MM[8 R1MD%OR(-XBG]6B& MO*7 WLW:KKVQ6(LYI'?-M?45]N\W?A]B44T(S>,1FD9N'=RNF.UJ>"[%UU%(_4VMGM,4Z]W\RJ^%VK283@B13R)@('+!]9B)X8D//JN]HU78#\.'P3S\BRM'9%DIG< M.3A&C6N/Y4&EKC]'D<8M\6Y")A]?^EMMFH6-#[_QU:BW?$Q!1__G32B0^@(MRABP,\5_=A&VR!:IG+D",S'BFW]HG;H#29!(?NNA3>.4 MO;%G*"V*P(LR_7#:?R*&(_< A9Z]\J^&I6),P(H8-Y27C,J%R\#IE(R/' QZ M=!@.XT530P_X!'SXG8!ML[36CA9;SS,ZAE(DSW"YCE9$568^C7'ZM4)H> Y]5V%?"QO' M*PGD4CML2L7?KW^"4LRD)?A]">/09$U[";S=Z;"'[4-?4[_&XV7P0KH#@?'& MZ>*#*Y1J,+W*AQ I3'AC4+]=(V/0M,XY>6[9Z8]TYX43!XC.!*4NFOQ^=7;MUH\[YT[!5@U-T^"B=DC'YT3+CWD1[/7-.SP4]*!?>]5QA9IB=$&_L]HUY[1" M;AM/Y%B@:.Z@=VN"!)80MN4="1@+75D6*).?+U'3:**6M&]:#Q\+M)?9HW2\%NSJ,1FH-)@A[^]JV>S%7YI239N7K0TC',"%3VD5;4<*\GQ M#]H_S[#>>>N)[-5;)X.I.V:K'60L,K[0#T?$$G<&3(7PI" G2X(P2E\!25>9 MZ4'H72:*5D2'BMP:)%Y06$9&6TP[N;Y0^'4SX*]PQ)88#W7KM.Q0CH2VIL!)M_78QTGQWL;AXPK>@(U0=DU"Q?0_ =N\P"UC7FZE.7HW9 Q1^?J5S$YU34K":...++A)QP_U MZGA"?UL"X*8ON\<(=K7SOV[:I7ONFB;EVNB5H'E[RN'QB^LXU#(G+Q+S^^Y MMS^% XT#:;VE5G-6[?,V("<:*M9CWEF!^Q76I1U3EM1]^W[Z\(>7 M!8,$6I)>#I3X_T=3UGY=#3"L)Q9:7X MM@[-T2W]@?('?7*4C/-4]?1HR0VHSX=<#R 5OM3>_U:Y.[L:VUXNCC^./RJFJ+CNYK<'[=5@Z7SR#+QG,VU!=H>VS4U35',@6N$AYERR<5=*@N6Z-_P80>XD1JJ]:>'3&QHIL.&.Z_ECU&WU(H4O/$?),$#63(]2@1Y6E*\OOS<6Z'QM3 M#&V/63]>"],$0/.]T*&FAU*[FXOGL14^77)K.*_F>V#<(/ZUGY686P5N0 MJC!R_.WBE*F^[^?SJWK6L]6E]G7COL]4[NLI:YM58C^KZ:[GKO(4"#'UQE7& MY)VG-FKD@VRN-N_BC:Q%AA0/+8<';6+A&,/AJ^"(IG(PR*FDRD\ZK:H*)T.# M%SS_%2_5YMM:L6%J3D9YIR4BDBD*P6O-F_U0?TN# U J-0G@QLF+ -ZA&K'E M9Y"MH1"V:6\;,I75=CDI7\?AC[%DR5K^G#H2EZV1L.?/PT(5_NJJ8G*B/#%-K.2G=;/PKE^:246F' M[KP//K)1\@:KPM2[5Y9YZX9'=U8,T%I_HS_:+=^,]KRL_<'%=^1D [&'RUH MBH[L7A7R\:!XZ4HG]^L$I917E*+R,N&7]NP^*R=%("<(*E5-]ZV<5MF4 O_MUP]V+\HRK]6"3:L$;>92R5HQED;5@O_2533>E;CSFX@"6YK"#%Y^)]$%)L6W M;):V8L+7F)}BG@TN<4\%:;ZMAPML9P&MN7B%CI4NR?8([S1&2 M%R^U1PJQ/XJ@JAT@"NO,7\X(0_&WVZHGHTQF?&ARG(XGV6]CJ(ACB7@K 212 MQ7M%LW-GW9>4M\U1L;??UKG:41;NSC+6Y}>NBWN(\^ZI4^"$W9IJ.Y_O'4_'_MG$##+8>5B07%-)_H;"N4:SW#D3,H$N@V+$DY?_,6#?P2)"$8,=T/LYQK]MNG M_OY6$#?UD\H7<$[L8-.+J7-:KPP6S^-VT3?U[(SV]5CV5]NY$?@TBUEGFRB08WF/> MU4C]Y0PD$R<1M$]57:1,^!/:\5P_-Q7FYU.R+=:;ZE5!*=69:IEL.6?26,M> MC+PSN0>LP%95(#F'T]E%3F)/NOG<[*O?/CIT)FN?.=3?2QFK(LDXK%'_;2' M64-'PP.'5"!#%WG&SM9KSB^'/NSMMDGYO"6BJGI*2;'K!+#6\G,#UW^M3A0O***

MQ'0\7'609CZ-3<'N#HOEOO(1!5T!\E+H]S#\C#462.3L^_46-@BDKT2!37OC M$LRY=!+*X 2=0+L/VCPSA60/O#3=A0\'X^Y]<)&6. \899RR-SF&O0F*&ST$ M[MDOQO(XS0=\,$QU<')LFA7CR+IH.VX7A)Z;S%R90(\8@6M^7X!#R-)(^(U+ MJ.M.]7[AK&.$-:.<.:X=.3HJ#? 7!:@'8:AI-Q9_P(L.-.M".[5.8CDR*F2:) M>+?A3-^ZR]J&Y+3N@J_?0;9-:4GG0=I/KH*\TT=0KKS_OR>)[V'OE?'6%Y)Z MN2HO5V:G:YXQKN4F.=3WO".I0VAAZ8WDI'=[I4R,A5B8EDST ;A/! S5B&1# MMO:@.,4OUJE0%G0V2S'2:9=+\BY=\Q\TWN16J$R00"0TCK*62Q+>IVI%?Y@3 M8?/O33Q[_FQXTK;LGP)Q@RYI2=*Y>I&PB[OG^8\Q5I$7F9LV-1J'<"@7>+?V MS-9,*:/=F5]\RJ4B(@>4B[<.=PG^*0KA_W+]&NJA ?4@$")KEFG*=6FHG MV"/)\U*)OE#"TJC?\5ZTE//]"F!D><0*DM8B!GE M?UR-O1"?+J1,H6(ALL8UN^#Q^JX,/JK]D?7SJ#BJ@"O MW\T"22.K2WH0SP><\; 9 M?27P&8_D&_DX0^B/IC&'ZIUNA%OU_F=JZ>&Q@!$=#DE6R0D\G&.> MPZ@@,8?58) (QS>G$WG=.Y(,X]NG(PKS145%]@\/&89TO0_JS"/*'/AMCU*K,YQ$)'H!C_MAZR$P6 'R\>O3WH8 %P%%? LVAA*1^:*IY8/_V@1E@I&HV2P$$S'\=%O,T-WM MZ8X!K3O))@>0ZYDL3-Y:LLKLCAABL#:M\ZF*3;WAVJ;.(O/ 02G)28: B(#V M;/2B IS"OYY5?VD3M-[>KG@,'3<9DY_+A?OAM>?,599YR5_6O.?MU33&B0C M/W26TR+])SBJ)?IU23K\7FJ\K1_VLFN\!,U+]L4+3*J'TO@ K,[OU,9XI=<-4D:-G;:SC=\Y8F MB7)8'>>9UIU>,^8#%Y(-/F7;MUZ N7Z[(X>[N8O%1(9?M WPN@?X21SJ&Z>I M-5$T:W(5SP0E_H5NF%BX-"6X(5VV\Z.#CV+ZKBI[V=(-BA+-!^WC*'_5)1&] MW3,PCGRUF>U_Y-YG7GT]/CL$@X_)5"YPMZ2R_0(VB+]/Q26%4#AAZU1,]^K MK>#QMQE?D=4%!15E %SDXZF/0O#RW2O^W"\-6HL<5X+2/W=8B:;^QOU48V6! M\E*VHKC*>\MY2PS<\5U"WT_5Q"ILTQF!&5,B%=H-VFD"-UXQ(+27^]R);%"7 MPO/? $_;AK]&10H)HW!D/WW"8W.$\DP'TX[+RA$LZF2%LF_<:1VH+D?=\+Y; MS1&]XGL=\]]L6Q6\H2CEHM53A[3XK8L"7@=O_L[4CJ^Y? R3$WN6MKO1#TS3^L7*7C7N M@!WRU4:F-[9I&A9H@_E1 M=Y'[D]R[FK>RKLDSH4T%RXU:4"FY83B"903CSC9E]9DR%D<%'4L/[' [4? X> M^X1)Q9*92%:,*AI<7)--_@37,WRGZ!4S]IBEU4[O8]*W0_J5M@SW&8Q5QY+U$;27/U2 UE59=\#-R M=%3JM\:$%*>HOK+GE.67E>]3[4;K%?53KM5-*.]F^\B=;A+O8&M=4O]MGGO MVQ&V.M._/&5*$8#XV)="X7K_N@EN1%87@=>:/P>*? U["])*!D-7EG.NG=83M MG)*I*A2I.J&.OPI.BE5K//RV EJ 6 MDW0)(F/][32YY1_VL.'GI.S0.P4=CUQ"<;67LD#Q0)H?$G- 2P^70?,+5/7%V8G(.L9I M]9\[\2\37H9A/;I$Y\ZEF])[+=EVU2V2*TF M4@\1&=GDI&DO(3;T&]TH).F-=LSVT2\?,S]MH50W% [-4[K^G]!]>2C\0??O2 M9@*I*IF>GHD%+R]OJ9>($49D5<[9/+BF]R\(Y%"_]:"@;#SR#XY0]&$,=\RM M#7I^5:OM&&:Q*'F9V--47+V9_(R- 1S+N/*E3K5!?Q7AC87#E97),&A?2I+NM M\6S2RFN5,J)#0ZSCHLW- 8K;3.K.VV?]XD+_/*F%I&<&>=$W00R)TIW>.VA8 M99"&\+JE;$/\D?9=*Q7/>T63RV>_J\M69YQO9\X7GE>6U= M6NO>[K0/6WA>_^[:N%WZ[_XS3/HJ/6GN?6!BNY\M]"HX<_;R68F%6CKK- IS6 M.":[F#U3X?,D[077;$P3U\:^G&X^L?+SR_2W6$GI54TW-KG5:BO%0FX7;9; M,_%%<%'@LJFW]G6'[_V:OWYE=^6'Q8? %/V8%>B_7,^OU4E]OJNSTFA-%ZP\^_MZ-N3M";BC]F%-R6YWMY]DD\W7G&[/>/YSDE.AR4.Z!SILS5T%5GW=H>-GISQ-MKN72- [_$E?]^]_[5:.OG327S!2M27IA_^U9/%GS;U16;3&;4 M>(OMVW9JUYJP^4NO/*W'JRN*U[Q==>WG_P^6+&[_?YZVQ-M77'KU;?O94J/9*- &UL4$L! A0#% @_+3XN6@G.N+^E) $!U@2 !4 M (!B]#(S9#(N:'1M4$L! A0#% @ M+3XN6O"4T]YF! U@\ !@ (!2/@$ &%D9VTM,C R-# Y M,S!X97@R,V0S+FAT;5!+ 0(4 Q0 ("T^+EH9=!O3% 0 -<. 8 M " >3\! !A9&=M+3(P,C0P.3,P>&5X,C-D-"YH=&U02P$'"% ,4 M " M/BY:#Q@4:V,/ #Z4@ %P @ $N 04 861G;2TR M,#(T,#DS,'AE>#5D,2YH=&U02P$'"% ,4 " M/BY:&?,%V-1- !VS M& @ '&$ 4 861G;2TR,# (T,#DS,'AE>&9E97,N:'1M4$L! M A0#% @ +3XN6H!7;W;&IPX F4^@ !0 (!UQX% &%D M9VTM,C R-# Y,S!X)) M80 QV8 !< (!4/X5 &%D9VTM,C R-# Y,S!X^\8 &%D9VTM,C R-# Y M,S!X,: &%D9VTM,C R-# Y,S!X XML 375 adgm-20240930xs1_htm.xml IDEA: XBRL DOCUMENT 0002006986 adgm:PipePreFundedWarrantsMemberus-gaap:MeasurementInputSharePriceMember 2024-09-30 0002006986 adgm:PipePreFundedWarrantsMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2024-09-30 0002006986 adgm:PipePreFundedWarrantsMemberus-gaap:MeasurementInputPriceVolatilityMember 2024-09-30 0002006986 adgm:PipePreFundedWarrantsMemberus-gaap:MeasurementInputExpectedTermMember 2024-09-30 0002006986 adgm:PipePreFundedWarrantsMemberus-gaap:MeasurementInputExpectedDividendRateMember 2024-09-30 0002006986 adgm:PipePreFundedWarrantsMemberadgm:MeasurementInputVolatilityHaircutMember 2024-09-30 0002006986 adgm:ConvertWarrantsMemberus-gaap:MeasurementInputSharePriceMember 2024-09-30 0002006986 adgm:ConvertWarrantsMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2024-09-30 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The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the “Business Combination”). The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies. All activity for the period from August 24, 2020 (inception) through June 30, 2024 was related to the Company’s formation and initial public offering (the “Initial Public Offering”) described below, and since the Initial Public Offering, the search for a prospective initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of income earned on investments or cash held in the Trust Account (as defined below) from the proceeds derived from the Initial Public Offering. The Company has one wholly owned subsidiary, Aja Holdco, Inc., a Delaware corporation (“ListCo” or “HoldCo”), formed on December 19, 2023 and ARYA Merger Sub, a Cayman Islands exempted company (“ARYA Merger Sub”) formed on December 18, 2023. The Company’s sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted company (the “Sponsor”). The registration statement for the Company’s Initial Public Offering was declared effective on February 25, 2021. On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Class A ordinary shares (the “Public Shares”), including the 1,950,000 Public Shares as a result of the underwriters’ full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions (see Note 5). On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination (the “Waiver”). In connection with the Waiver, the underwriter also agreed that (i) the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement (“Private Placement”) of 499,000 Class A ordinary shares (the “Private Placement Shares”), at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million (see Note 4). Upon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds of the Private Placement were placed in a trust account (the “Trust Account”), located in the United States, with Continental Stock Transfer & Trust Company acting as trustee, and were invested only in United States “government securities” within the meaning of Section 2(a)(16) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations, until the earlier of (i) the completion of a Business Combination and (ii) the distribution of the Trust Account as described below. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company’s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described below. For more information on the partial liquidation of the Trust Account in connection with the adoption of the First Extension

Amendment Proposal and the related redemption of Class A ordinary shares, see below. The Company's management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the amount of deferred underwriting commissions and taxes payable on the interest earned on the Trust Account) at the time of the signing of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. The Company will provide the holders (the "Public Shareholders") of Public Shares, with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be $10.00 per Public Share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay income taxes). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters of its Initial Public Offering (as discussed in Note 5). These Public Shares are classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). In such case, the Company will proceed with a Business Combination if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering and subsequently amended in connection with the adoption of First Extension Amendment Proposal and Second Extension Amendment Proposal described below (as amended from time to time, the "Amended and Restated Memorandum and Articles of Association"), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 4) and any Public Shares they hold in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination. Notwithstanding the foregoing, if the Company seeks shareholder approval of its Business Combination and does not conduct redemptions in connection with its Business Combination pursuant to the tender offer rules, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a "group" (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the Class A ordinary shares, without the prior consent of the Company. The Company's Sponsor, officers and directors (the "initial shareholders") agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a) that would modify the substance or timing of the Company's obligation to provide holders of its Public Shares the right to have their shares redeemed in connection with a Business Combination or to redeem 100% of the Public Shares if the Company does not complete its Business Combination within the time period during which the Company is required to consummate a Business Combination pursuant to the Amended and Restated Memorandum and Articles of Association (the "Business Combination Period"), or (b) with respect to any other provision relating to the rights of Public Shareholders, unless the Company provides the Public Shareholders with the opportunity to redeem their Class A ordinary shares in conjunction with any such amendment. If the Company has not completed a Business Combination within the Business Combination Period, the Company will (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any (less up to $100,000 of interest to pay dissolution expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish Public Shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and its board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii) to the Company's obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law. The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares and Private Placement Shares held by them if the Company fails to complete a Business Combination within the Business Combination Period. However, if the initial shareholders acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Business Combination Period. The underwriters of the Initial Public Offering agreed to waive their rights to their deferred underwriting commissions (see Note 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Business Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00 per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Company's tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Company's independent registered public accounting firm), prospective target businesses

or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor's only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Company's officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses. On February 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the "Termination Date") by which the Company has to consummate a Business Combination from March 2, 2023 (the "Original Termination Date") to June 2, 2023 (the "Previous Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to nine times by an additional one month each time after the Previous Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2024 or a total of up to thirty-six months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (the "First Extension Amendment Proposal"). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000 in exchange for the Second Convertible Promissory Note (as defined below). In connection with any subsequent optional monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 per month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 28, 2023. The Company approved one-month extensions on June 2, 2023, July 2, 2023, August 2, 2023, September 2, 2023, October 2, 2023, November 2, 2023, December 2, 2023, January 2, 2024 and February 2, 2024. In connection with the extensions on June 2, 2023, July 2, 2023, August 2, 2023, and September 2, 2023, the Company drew an aggregate amount of $560,000 from the Second Convertible Promissory Note in the principal amount of up to $1,680,000. In connection with the extensions on October 2, 2023, November 2, 2023 and December 2, 2023, January 2, 2024 and February 2, 2024, the Company drew an aggregate amount of $900,000 from the Third Promissory Note (as defined below). The Company also drew additional funds under the Second Convertible Promissory Note and the Third Promissory Note in view of funding the Company's ongoing working capital (for more information see Note 4). As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the First Extension Amendment Proposal. On February 28, 2023, the First Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the First Extension Amendment Proposal, the Company has 4,189,831 Class A ordinary shares, including 3,690,831 Public Shares and 499,000 Private Placement Shares, and 3,737,500 Class B ordinary shares issued and outstanding. See below for more information on additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following March 2, 2024. On February 27, 2024, the Company held an extraordinary general meeting of shareholders to approve an amendment to the Company's Amended and Restated Memorandum and Articles of Association to extend the Termination Date by which the Company has to consummate a Business Combination from March 2, 2024 (the "Previous Termination Date") to April 2, 2024 (the "Articles Extension Date") and to allow the Company without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025, or a total of up to twelve months after the Previous Termination Date, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). The Sponsor agreed that if the Second Extension Amendment Proposal (as defined below) was approved, it or one or more of its affiliates, members or third-party designees (the "Lender") will contribute to the Company as a loan $111,000 to be deposited into the Trust Account. In addition, in the event the Company does not consummate a Business Combination by the Articles Extension Date, the Lender will contribute to the Company as a loan for an aggregate deposit of up to $1,221,000 in eleven equal installments to be deposited into the Trust Account for each of the eleven one-month optional extensions following the Articles Extension Date. On February 9, 2024, the Company drew on the unsecured convertible promissory note, dated February 8, 2024, by and between the Company and the Sponsor (the "Fourth Convertible Promissory Note") in order to fund the $111,000 monthly deposits into the Trust Account and the Sponsor has the option to convert any amounts outstanding under the Fourth Convertible Promissory Note into Class A ordinary shares, at a conversion price equal to $10.00 per share, in connection with a Business Combination. On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares). For more information on the extensions that were approved to extend the Business Combination Period beyond April 2, 2024, see Note 9. On February 26, 2024, the Company received a notice from the staff of the Listing Qualifications Department (the "Listing Department") of The Nasdaq Stock Market LLC ("Nasdaq") indicating that, unless the Company timely requested a hearing (the "Hearing") before the Nasdaq Hearings Panel (the "Panel"), trading of the Company's securities on The Nasdaq Capital Market would be suspended at the opening of business on March 6, 2024, due to the Company's noncompliance with Nasdaq IM-5101-2, which requires that a special purpose acquisition company complete one or more business combinations within 36 months of the effectiveness of its Initial Public Offering registration statement. The Company timely requested the Hearing before the Panel to request sufficient time to complete the Company's previously disclosed Proposed Adagio Business Combination. Subsequently, on March 26, 2024, the Company received an additional and separate notice from the staff of the Listing Department of Nasdaq formally notifying the Company that the deficiency under Nasdaq Listing Rule 5620(a) requiring the Company to hold an annual meeting of shareholders within twelve months of its fiscal year ended December 21, 2022, serves as an additional and separate basis for delisting. The Panel considered both matters at the hearing that was held on April 25, 2024. On May 13, 2024, the Panel issued written notice of its decision to grant the Company's request for an exception to its listing deficiencies until August 23, 2024 in light of the progress the Company has made toward closing the Proposed Adagio Business Combination. The Panel advised the Company that August 23, 2024 represents the full extent of the Panel's discretion to grant continued listing while the Company is non-compliant with the Nasdaq's Listing Rules. There can be no assurance that the Company will be able to satisfy Nasdaq's continued listing requirements, obtain a favorable determination of the Panel on the Company's ability to remain listed on The Nasdaq Capital Market and maintain compliance with other Nasdaq listing requirements prior to or following the consummation of a Business Combination. On April 2, 2024, the Company approved the first one-month extension of the time period during which it may

*consummate an initial Business Combination. In connection with this extension of the Business Combination Period to May 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account. On May 2, 2024, the Company approved the second one-month extension of the time period during which it may consummate an initial Business Combination. In connection with this extension of the Business Combination Period to June 2, 2024, the Company drew an aggregate of $111,000 from the Fourth Convertible Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the extension funds into the Trust Account. The Company also drew $74,000 under the Fourth Convertible Promissory Note for general working capital purposes. On June 2, 2024, the Company approved the third one-month extension of the time period during which it may consummate an initial business combination (such time period, the "Business Combination Period"). In connection with this extension of the Business Combination Period to July 2, 2024 (the "Extension"), the Company drew an aggregate of $111,000 (the "Extension Funds") from the unsecured promissory note in the principal amount of up to $1,000,000 (the "Fourth Convertible Promissory Note"), dated February 8, 2024, by and between the Company and ARYA Sciences Holdings IV (the "Sponsor"). As provided for in the Company's amended and restated memorandum and articles of association (as amended, the "A&R Memorandum and Articles of Association"), the Company will deposit the Extension Funds into the trust account that was established by the Company in connection with its initial public offering (the "Trust Account"). The Company also drew $53,000 under the Fourth Convertible Promissory Note and $11,000 from the unsecured promissory note in the principal amount of $1,680,000, dated February 8, 2023, by and between the Company and the Sponsor for general working capital purposes (as amended on February 14, 2024, the "Second Convertible Promissory Note"). On June 28, 2024,the Company issued an unsecured convertible promissory note (the "Fifth Convertible Promissory Note") to the Sponsor, pursuant to which the Company may borrow $150,000 (the "Working Capital Loan") from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Company's amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsor's discretion, be converted into the Company's Class A ordinary shares, par value $0.0001 per share (the "Working Capital Shares"), at a conversion price equal to $10.00 per Working Capital Share. Going Concern As of June 30, 2024, the Company had $26,058 in its operating bank account and a working capital deficit of $10,287,324. As of June 30, 2024, there was $120,000 of borrowings outstanding under the First Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $1,585,000 was drawn under the Second Convertible Promissory Note. As of June 30, 2024 and December 31, 2023, $900,000 and $470,000, was drawn under the Third Promissory Note, respectively. As of June 30, 2024 and December 31, 2023, $540,000 and $0, was drawn under the Fourth Convertible Promissory Note, respectively. On July 31, 2024, the Company announced the closing of its previously announced Business Combination with Adagio Medical Inc. and Aja HoldCo Inc. ("ListCo") (the "Closing") (see Note 5). As of July 31, 2024, substantial doubt about the Company's ability to continue as a going concern was alleviated due to the closing of a business combination. Risks and Uncertainties Results of operations and the Company's ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Company's business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Company's business and its ability to complete an initial Business Combination. *
149500001950000101495000008800000520000000.500.504990001050000001495000001010.800.50100.151100000101010942000
* Note 2 — Summary of Significant Accounting Policies Basis of Presentation The accompanying unaudited consolidated condensed financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("GAAP") for financial information and pursuant to the rules and regulations of the SEC. Accordingly, certain disclosures included in the annual financial statements have been consolidated condensed or omitted from these unaudited consolidated condensed financial statements as they are not required for interim financial statements. In the opinion of management, the unaudited consolidated condensed financial statements reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the balances and results for the periods presented. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected through December 31, 2024 or any future periods. The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K filed by the Company with the SEC on March 29, 2024. Principles of Consolidation The accompanying unaudited consolidated condensed financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Emerging Growth Company The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's unaudited consolidated condensed financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Concentration of Cash Balances *

The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of June 30, 2024 and December 31, 2023. Use of Estimates The preparation of unaudited consolidated condensed financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from those estimates. Trust Account Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying consolidated condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1). Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets. Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.</td></tr></table> In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. As of June 30, 2024 and December 31, 2023, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. The fair value of investments held in Trust Account was determined using quoted prices in active markets. Offering Costs Associated with the Initial Public Offering Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. Class A Ordinary Shares Subject to Possible Redemption The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of June 30, 2024 and December 31, 2023, 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets. Income Taxes FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of June 30, 2024 and December 31, 2023. The Company's management determined that the

Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of June 30, 2024 and December 31, 2023, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's unaudited consolidated condensed financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Net Income Per Ordinary Share The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income per ordinary share is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value. The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.85%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> For the Three Months Ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-

align:center;margin:0pt;">Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Numerator:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Allocation of net income </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 1,313,094 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 1,291,832 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 189,558 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 191,955 </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,799,016 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,690,831 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.24 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.05</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.05 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.78%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> For the Six Months Ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Allocation of net income </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,207,966</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 1,151,113 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 361,341</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 180,421 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,922,090 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid

#000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,485,358 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.21</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.21 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.05</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.05 </td></tr></table> . Recent Accounting Standards The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements. Basis of Presentation The accompanying unaudited consolidated condensed financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("GAAP") for financial information and pursuant to the rules and regulations of the SEC. Accordingly, certain disclosures included in the annual financial statements have been consolidated condensed or omitted from these unaudited consolidated condensed financial statements as they are not required for interim financial statements. In the opinion of management, the unaudited consolidated condensed financial statements reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the balances and results for the periods presented. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected through December 31, 2024 or any future periods. The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K filed by the Company with the SEC on March 29, 2024. Principles of Consolidation The accompanying unaudited consolidated condensed financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Emerging Growth Company The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's unaudited consolidated condensed financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Concentration of Cash Balances The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of June 30, 2024 and December 31, 2023. 00 Use of Estimates The preparation of unaudited consolidated condensed financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure

of contingent assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from those estimates. Trust Account Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying consolidated condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company, acting as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1). Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets. Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.</td></tr></table> In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. As of June 30, 2024 and December 31, 2023, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. The fair value of investments held in Trust Account was determined using quoted prices in active markets. Offering Costs Associated with the Initial Public Offering Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. Class A Ordinary Shares Subject to Possible Redemption The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of June 30, 2024 and December 31, 2023, 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets. 330001636908310pt;font-style:italic;font-weight:bold;margin:0pt 0pt 12pt 0pt;">Income Taxes FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of June 30, 2024 and December 31, 2023. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of June 30, 2024 and December 31, 2023, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's unaudited consolidated condensed financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. 000000 Net Income Per Ordinary Share The Company has two classes of

shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net income per ordinary share is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value. The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.85%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> For the Three Months Ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

*Roman','Times','serif';font-size:10pt;margin:0pt;">Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,313,094</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 1,291,832 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 189,558</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 191,955 </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 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style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,799,016 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,690,831 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td 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Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.05 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> <div

style="bottom:0pt;position:absolute;width:100%;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.78%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> For the Six Months Ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Allocation of net income </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,207,966</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 1,151,113 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 361,341</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 180,421 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,922,090 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,485,358 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td></tr><tr><td

style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">0.21</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.21 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">0.05</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.05 </td></tr></table> The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.85%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> For the Three Months Ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td colspan="5" style="vertical-

align:bottom;white-space:nowrap;width:20.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Allocation of net income </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,313,094</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 1,291,832 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 189,558 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 191,955</p></td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Denominator:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Basic and diluted weighted average shares outstanding</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,799,016</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,737,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,690,831</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,737,500</p></td></tr><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Basic and diluted net income per ordinary share</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.24 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.05 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.05 </td></tr></table> . <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.78%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> For the Six Months Ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Allocation of net income </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,207,966</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 1,151,113 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 361,341</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 180,421 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.73%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,922,090 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,485,358 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,737,500 </td></tr><tr><td style="vertical-align:bottom;width:56.73%;margin:0pt;padding:0pt;"> Basic and diluted net income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.21</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.21 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.05</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 0.05 </td></tr>
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Recent Accounting Standards The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements. Note 3 — Initial Public Offering On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Public Shares, including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions. For more information on the Waiver related to a portion of the deferred underwriting commissions that the Company received on August 8, 2022 and the partial liquidation of the Trust Account in connection with the adoption of the First Extension Amendment Proposal, the Second Extension Amendment Proposal and the related redemptions of Class A ordinary shares, also see Note 1 above. 1495000019500001014950000088000005200000 Note 4 – Related Party Transactions Founder Shares On January 4, 2021, the Sponsor paid $25,000 to cover for certain expenses on behalf of the Company in exchange for issuance of 3,737,500 Class B ordinary shares, par value $0.0001 (the "Founder Shares"). In February 2021, the Sponsor transferred an aggregate of 90,000 Founder Shares to the Company's independent directors. The Sponsor agreed to forfeit up to 487,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters, so that the Founder Shares would represent 20.0% of the Company's issued and outstanding ordinary shares (excluding the Private Placement Shares) after the Initial Public Offering. The underwriters fully exercised the over-allotment option on March 2, 2021; thus, these 487,500 Founder Shares were no longer subject to forfeiture. The initial shareholders agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of (A) one year after the completion of the initial Business Combination and (B) subsequent to the initial Business Combination, (x) if the closing price of the Company's Class A ordinary shares equals or exceeds $12.00 per share (as adjusted for share sub-divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, share exchange, reorganization or other similar transaction that results in all of the Public Shareholders having the right to exchange their ordinary shares for cash, securities or other property. For more information on how the transfer restrictions will be amended in connection with the Proposed Adagio Business Combination (as defined below) and the execution of the Investor Rights Agreement (as defined below), also see Note 5. Private Placement Shares Simultaneously with the closing of the Initial Public Offering, the Company consummated the Private Placement of 499,000 Private Placement Shares, at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million. The Private Placement Shares are not transferable or salable until 30 days after the

completion of the initial Business Combination. Certain proceeds from the Private Placement Shares have been added to the proceeds from the Initial Public Offering held in the Trust Account. The Sponsor and the Company's officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Shares until 30 days after the completion of the initial Business Combination. Related Party Loans On March 2, 2021, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover for expenses related to the Initial Public Offering pursuant to a promissory note (the "Note") and the Company subsequently reclassified the outstanding amount due to the Sponsor as borrowing under the Note. This loan was non-interest bearing and payable upon the completion of the Initial Public Offering. The Company borrowed approximately $161,000 under the Note and fully repaid the Note upon closing of the Initial Public Offering. Subsequent to the repayment, the loan facility was no longer available to the Company. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company may repay any Working Capital Loans that may have been extended to the Company by the Sponsor, affiliates of the Sponsor, or the Company's officers and directors out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans may be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of the proceeds held outside the Trust Account to repay any Working Capital Loans but no proceeds held in the Trust Account would be used to repay such Working Capital Loans. Except for the terms of the First Convertible Promissory Note, the Second Convertible Promissory Note, the Third Promissory Note and the Fourth Convertible Promissory Note, each as further described below, the terms of such Working Capital Loans have not been determined and no written agreements exist with respect to any other loans between the Company and the Sponsor, affiliates of the Sponsor, or the Company's officers and directors. The Working Capital Loans would either be repaid upon the consummation of a Business Combination, without interest, or, at the lenders' discretion, up to $1.5 million of such Working Capital Loans may be convertible into shares of the post Business Combination entity at a price of $10.00 per share. The shares would be identical to the Private Placement Shares. Except as described below, as of June 30, 2024 and December 31, 2023, the Company had no other outstanding borrowings under Working Capital Loans. On November 7, 2022, the Company issued an unsecured convertible promissory note (the "First Convertible Promissory Note") to the Sponsor, pursuant to which the Company borrowed $120,000 (the "First Convertible Working Capital Loan") from the Sponsor for general corporate purposes. Such loan may, at the Sponsor's discretion, be converted into Class A ordinary shares, par value $0.0001 per share, of the Company (the "Working Capital Shares") at a conversion price equal to $10.00 per Working Capital Share. The terms of the Working Capital Shares will be identical to those of the Private Placement Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of a Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute "Registrable Securities" pursuant to that certain Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Registration and Shareholders Rights Agreement"). Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement, dated February 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Letter Agreement"). As of June 30, 2024 and December 31, 2023, there were $120,000 of borrowings outstanding under the First Convertible Promissory Note. On February 28, 2023, the Company issued a non-interest bearing, unsecured convertible promissory note to the Sponsor in connection with the First Extension Amendment Proposal, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its Amended and Restated Memorandum and Articles of Association (as amended following the adoption of the First Extension Amendment Proposal at the Company's extraordinary general meeting of shareholders on February 28, 2023) and following the request of the Sponsor in connection with an optional monthly extension of the time period during which the Company may consummate a Business Combination (the "Second Convertible Promissory Note"). Up to $1,380,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. This working capital loan outstanding pursuant to the Second Convertible Promissory Note (the "Second Working Capital Loan") will not bear any interest and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute "Registrable Securities" pursuant the Registration and Shareholders Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. On April 18, 2023, June 2, 2023, July 6, 2023, August 2, 2023 and September 5, 2023, the Company withdrew an additional $400,000, $140,000, $140,000, $140,000 and $165,000, respectively, from the Second Convertible Promissory Note (see Note 1). As of June 30, 2024 and December 31, 2023, $1,585,000 were drawn under the Second Convertible Promissory Note. On September 27, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Promissory Note"), pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a business combination in accordance with the Company's amended and restated memorandum and articles of association, as amended during the shareholder meeting on February 28, 2023. This working capital loan outstanding pursuant to the Third Promissory Note (the "Third Working Capital Loan") will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Third Promissory Note). On October 2, 2023, November 2, 2023 and December 2, 2023, the Company approved the fifth, sixth and seventh one-month extension of the Business Combination Period, respectively. In connection with such extensions of the Business Combination Period to January 2, 2024, the Company drew an aggregate amount of $420,000 from the Third Promissory Note. As provided for in the Company's amended and restated memorandum and articles of association, the Company deposited the extension funds into the trust account that was established by the Company in connection with its Initial Public Offering. The Company also drew an aggregate of $50,000 under the Third Promissory Note for working capital purposes. As of June 30, 2024, $900,000 was drawn under the Third Promissory Note. On February 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the "Fourth Convertible Promissory Note"), pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund the monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the "Fourth Working Capital Loan") in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Convertible Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Convertible Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Convertible Promissory Note will not be registered under the Securities Act and will be issued in reliance on the exemption

from registration requirements thereof provided by Section 4(a)(2) of the Securities Act. As of June 30, 2024, $540,000 was drawn under the Fourth Convertible Promissory Note. On February 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination. On February 13, 2024, the Company and the Sponsor also amended and restated the Third Promissory Note to provide that the total principal amount loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares upon the completion of a Business Combination. On June 28, 2024,the Company issued an unsecured convertible promissory note (the "Fifth Convertible Promissory Note") to the Sponsor, pursuant to which the Company may borrow $150,000 (the "Working Capital Loan") from the Sponsor for general corporate purposes and the funding of the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a Business Combination (as defined below) in accordance with the Company's amended and restated memorandum and articles of association, as amended from time to time. Such loan may, at the Sponsor's discretion, be converted into the Company's Class A ordinary shares, par value $0.0001 per share (the "Working Capital Shares"), at a conversion price equal to $10.00 per Working Capital Share. Upon the closing of the Business Combination on July 31, 2024 (see Note 5), all issued and outstanding First, Second, Third, Fourth and Fifth Convertible Promissory notes (discussed above and collectively referred to as the "Convertible Notes"), including any accrued and unpaid interest thereon, were fully converted into shares of New Adagio common stock and, or, Warrants in accordance with the terms of each Convertible Note, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements. Administrative Support Agreement Commencing on the date that the Company's registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Company's liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 per month. The Company incurred approximately $0 and $30,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the three months ended June 30, 2024 and 2023, respectively. The Company incurred approximately $30,000 and $60,000 in general and administrative expenses in the accompanying unaudited condensed statements of operations for the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024 and December 31, 2023, the Company had $0 and $210,000, respectively, included in due to related party on the condensed balance sheets.
* 2500037375000.000190000487500O.20487500P1Y12P150D499000105000000P30DP30D300000161000150000010001200000.00style="font-family:'Times New Roman','Times',serif;font-size:10pt;font-weight:bold;margin:0pt 0pt 12pt 0pt;">Note 5 — Commitments and Contingencies Registration Rights The holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain "piggyback" registration rights with respect to registration statements filed subsequent to the Company's completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i) in the case of the Founder Shares, in accordance with the Letter Agreement, the Company's initial shareholders entered into and (ii) in the case of the Private Placement Shares, 30 days after the completion of the Company's Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. See below for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination. Underwriting Agreement The Company granted the underwriters a 45-day option from the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On March 2, 2021, the underwriters fully exercised the over-allotment option. The underwriters were paid an underwriting discount of $0.20 per Public Share, or approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement. On August 8, 2022, the Company received the Waiver from one of the underwriters. In connection with the Waiver, the underwriter also agreed that (i) the Waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During the period ended September 30, 2023, the Company derecognized approximately $2.6 million of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of Class A ordinary shares subject to redemption. Upon the closing of the Business Combination on July 31, 2024, as discussed below, the Company was granted the option to issue shares in lieu of a cash payment for transaction expenses and deferred fees incurred by its underwriter, within 60 days of the closing, as of the filing, the Company has not effectuated this option. At Closing the Company incurred an additional transaction closing fee of $1,268,875. The Company's total costs due to the underwriter was $3,885,125 at closing. Business Combination Agreement On February 13, 2024, the Company, ListCo, Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing") is subject to certain customary conditions and risks. The Business Combination Agreement provides, among other things, for the consummation of the following transactions: <table style="border-collapse:collapse;font-family:'Times New Roman','Times',serif;font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times',serif;font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">1.</td><td style="padding:0pt;">ARYA Merger Sub will merge with and into the Company (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times',serif;font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times',serif;font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">2.</td><td*

style="padding:0pt;">(i) each issued and outstanding Class A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement ("New Adagio") (the "New Adagio Common Stock") and (ii) each issued and outstanding Class B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting");</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">3.</td><td style="padding:0pt;">(i) each warrant of Adagio will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated April 4, 2023 and November 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the "2023 Bridge Financing Notes") and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock </td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"></td><td style="padding:0pt;">(other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.</td></tr></table> Amendment to the Business Combination Agreement On June 25, 2024, the Company and Adagio entered into a Consent and Amendment No. 1 to the Business Combination Agreement (the "Amendment No. 1"), pursuant to which, among other things: (i) the Company consented to Adagio entering an exchange agreement (the "Exchange Agreement") and the transactions contemplated thereunder with RA Capital Healthcare Fund, L.P., a Delaware limited partnership ("RA Capital"), pursuant to which, RA Capital would exchange a certain number of its existing Company Series E Preferred Shares (as defined in the Business Combination Agreement) for pre-funded warrants (each, a "Pre-Funded Warrant for Series E Preferred Shares") to purchase Company Series E Preferred Shares, with each Pre-Funded Warrant for Series E Preferred Shares issued and outstanding as of immediately prior to the Company Merger Effective Time (as defined in the Business Combination Agreement) being automatically canceled and extinguished and converted into the right to receive a number of HoldCo Shares (as defined in the Business Combination Agreement) equal to the Exchange Ratio (as defined in the Business Combination Agreement); (ii) the definition of the term "Fully Diluted HoldCo Closing Capitalization" as provided in the Business Combination Agreement was expanded to include the number of pre-funded warrants outstanding immediately after the Company Merger Effective Time that each represented the right to purchase HoldCo Shares; (iii) (a) the aggregate share reserve under the Key Employee Incentive Plan (as defined in the Business Combination Agreement) should be up to the Key Employee Incentive Plan Maximum Amount, which was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) fifteen percent (15)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool, which was the aggregate number of HoldCo Shares equal to (x) the Aggregate HoldCo Share Reserve (as defined hereunder) minus (y) the Fully Diluted HoldCo Closing Capitalization, and (b) the aggregate share reserve under the HoldCo Incentive Equity Plan (as defined in the Business Combination Agreement) should be equal to the Incentive Equity Plan Maximum Amount plus an increase as provided in the Business Combination Agreement, which Incentive Equity Plan Maximum Amount was the aggregate number of HoldCo Shares equal to the product obtained by multiplying (A) the quotient of (x) twenty percent (20)% divided by (y) thirty-five percent (35)% by (B) the Aggregate Incentive Equity Pool; and (iv) following the Closing, ListCo's name would be changed to "Adagio Medical Holdings, Inc." (or such other name mutually agreed to by ARYA and Adagio). As defined in the Amendment No. 1, "Aggregate HoldCo Share Reserve" meant the aggregate number of HoldCo Shares equal to the quotient obtained by dividing (i) the Fully Diluted HoldCo Closing Capitalization by (ii) sixty-five percent (65)%. Sponsor Letter Agreement Concurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of Class B ordinary shares (the "Other Class B Shareholders" and with the Sponsor, the "Class B Shareholders"), including the Company's directors and officers (together with the Class B Shareholders, the "Insiders"), ListCo and Adagio entered into a letter agreement (the "Sponsor Letter Agreement"), pursuant to which, among other things, (i) each Class B

Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Company's shareholders, including approval of the Business Combination Agreement and the transactions contemplated thereby, (ii) each Class B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the Class B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii) each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the Letter Agreement between the Company, the Sponsor and the other parties thereto, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below), (iv) each Class B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v) the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi) the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no consideration 1,000,000 Class B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor, as incentive shares. Adagio Stockholder Transaction Support Agreements Pursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the "Adagio Transaction Support Agreements") with the Company and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i) vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii) be bound by certain other covenants and agreements related to the Proposed Adagio Business Combination. PIPE Financing (Private Placement) In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the "Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "PIPE Investors"), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the "Closing Date"), (ii) non-redemption commitments by certain investors that are shareholders of the Company, (iii) agreements to subscribe for and purchase shares of New Adagio Common Stock, (iv) the contribution of $23,000,000 of 2023 Bridge Financing Notes to ListCo pursuant to the terms of the Subscription Agreement executed by the Perceptive PIPE Investor, and (v) an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the "PIPE Financing"). In connection with the PIPE Financing, the PIPE Investors will also subscribe for (i) warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Base Warrants") or (ii) a combination of Base Warrants and pre-funded warrants, each exercisable for one share of New Adagio Common Stock at $0.01 per share (the "Pre-Funded Warrants," and together with the Base Warrants, the "PIPE Warrants"). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing. The Company has concluded that the New Adagio Common Stock and PIPE Warrants to be issued under certain of the Subscription Agreements (the "Open Market Subscription Agreements") that include an open market purchase and non-redemption obligation for subscribing investors (the "Open Market Investors") qualify as equity under ASC 815-40 ("Derivatives and Hedging-Contracts in Entity's Own Equity"); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements (such securities, the "Open Market PIPE Securities") by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its balance sheet. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investor's commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities set forth on the signature page of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the Class A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing. On July 23, 2024, the Perceptive Life Sciences Master Fund, Ltd., a Cayman Islands exempted company (the "Perceptive PIPE Investor") indicated an interest to increase its investment in the PIPE Financing by such amount that is necessary for the minimum unrestricted cash condition of the Contingent Investor to be met. Such additional subscription would be on the same terms as provided in the Subscription Agreement that the Perceptive PIPE Investor executed on February 13, 2024 and amended on June 24, 2024. The Closing occurred on July 31, 2024, New Adagio is required to have approximately $32,129,000 of available unrestricted cash for the Contingent Investor to fund its $7,500,000 commitment under the Convertible Security Subscription Agreement. Assuming that a maximum redemption scenario occurs, that no Additional Financing is raised prior to Closing and that transaction expenses payable at Closing are approximately $14.3 million (current estimate subject to change), the Perceptive PIPE Investor may, pursuant to such indication of interest, increase its new money commitment under the PIPE Financing by approximately $9 million, resulting in the issuance of approximately 1,080,000 additional shares of New Adagio Common Stock at Closing to the Perceptive PIPE Investor. Assuming such issuance of additional shares of New Adagio Common Stock to the Perceptive PIPE Investor in the maximum redemption scenario, the post-Closing ownership of the Perceptive PIPE Investor and the initial shareholders may increase by approximately 2.6%. Convertible Security Financing (Private Placement) In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"). Such $20,000,000 of financing in the form of New Adagio Convertible Notes includes the Perceptive Convertible Note Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. The Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the "2024 Bridge Financing Notes Subscription Agreement"). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes converted into $7,000,000 of New Adagio

Convertible Notes and 525,000 Convert Warrants, and the Perceptive PIPE Investor did not subscribe for an additional $5,500,000 of New Adagio Convertible Notes and 412,500 Convert Warrants, for a total of $12,500,000 in aggregate principal amount of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the "Convertible Security Financing"). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor did not request that on the Closing Date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible Security Subscription Agreement, the closing of $7,500,000 of financing by an affiliate of an institutional investor (the "Contingent Investor"), in the Convertible Security Financing is conditioned on New Adagio having at least $48 million (as reduced by $2 million (prorated for partial months) for each calendar month anniversary from November 30, 2023 until the Closing Date) of available unrestricted cash on the Closing Date. Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which ListCo and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCo's obligation to repay the New Adagio Convertible Notes and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors. Convert Registration Rights Agreement The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which ListCo will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later than 45 days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with "piggy-back" registration rights, subject to certain requirements and customary conditions. Investor Rights Agreement Concurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor and the Other Class B Shareholders, and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date. Pursuant to the terms of the Investor Rights Agreement, ListCo will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45 days after the Closing, and ListCo is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that ListCo file a registration statement on Form S-3 (or on Form S-1 if Form S-3 is not available) to register the securities of ListCo held by such holders. The Investor Rights Agreement will also provide holders party thereto with "piggy-back" registration rights, subject to certain requirements and customary conditions. The Registration and Shareholder Rights Agreement will be terminated in connection with the consummation of the Business Combination and replaced by the Investor Rights Agreement. Adoption of Second Extension Amendment Proposal On February 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from the Previous Termination Date to the Articles Extension Date and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025 or a total of up to forty-eight months from the closing of the initial public offering, unless the closing of a Business Combination shall have

occurred prior thereto (the "Second Extension Amendment Proposal"). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Convertible Promissory Note to finance this deposit. In connection with any subsequent optional monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 per month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 27, 2024. As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares). Non-Redemption Subscription Agreements In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Non-redemption Subscription Agreements (the "Non-redemption Subscription Agreements") with certain other investors (the "Non-Redeeming Subscribed Investors") pursuant to which the Non-Redeeming Subscribed Investors committed financing valued at approximately $2,000,000, which includes ListCo is seeking commitments from interested investors to purchase in a private placement, contingent upon, and substantially concurrently with the closing of the Transaction, (i) shares (the "Shares") of ListCo's common stock, par value $0.0001 per share (the "Common Stock"), (ii) warrants, each representing the right to purchase shares of Common Stock and to be represented by a warrant and (iii) the Investor and its affiliates agree (a) not to sell or transfer any of the Non-Redeeming Subscribed Investors") the company's Shares prior to the closing of the Transaction and (b) not to redeem any Investor Company Shares prior to or in connection with the Transaction. On the Closing Date, Non-Redeeming Subscribed Investors shall deliver evidence reasonably satisfactory to ListCo that Investor continues to hold the Investor Company Shares and has not tendered such shares for redemption. The Company has concluded that the New Adagio Common Stock and Warrants ("Non-Redeeming Shares and Warrants") issued under certain Non-redemption Subscription Agreements qualify as equity under ASC 815-40 ("Derivatives and Hedging-Contracts in Entity's Own Equity"). Consequently, the Company will recognize these Non-Redeeming Shares and Warrants by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its balance sheet. According to ASC 815-40-30-1, the Non-Redeeming Shares and Warrants will be recorded and measured at fair value, usually represented by the proceeds received for equity-linked instruments. When estimating the fair value of these instruments, the Company follows the guidance in ASC 820, Fair Value Measurement. Regarding the Non-Redeeming Subscribed Investors' commitment to irrevocably subscribe and purchase the number of Non-Redeeming Shares and Warrants listed in the Non-redemption Subscription Agreements, the Company agrees to the terms and conditions set forth in the agreements, including not redeeming the Class A ordinary shares purchased in the open market before closing. The Company will record an amount equal to the full fair value of the Non-Redeeming Shares and Warrants to be issued to the Non-Redeeming Subscribed Investor at the closing. Approval of Business Combination Agreement On July 26, 2024, the Company held an annual general meeting of shareholders (the "Meeting") to consider and vote upon the Business Combination Proposal, the ARYA Merger Proposal, the Director Election Proposal and the Adjournment Proposal, each as more fully described in the definitive proxy statement/prospectus that the Company filed with the U.S. Securities and Exchange Commission (the "SEC") on July 12, 2024 (the "Proxy Statement"). The shareholders of the Company approved the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal. As there were sufficient votes to approve the Business Combination Proposal, the ARYA Merger Proposal and the Director Election Proposal, the Adjournment Proposal was not presented to shareholders. Consummation of Business Combination On July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the "Closing"). In connection with the Closing, ListCo changed its name to "Adagio Medical Holdings, Inc." (ListCo following the Closing, "New Adagio"). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol "ADGM" on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio. In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in the Company's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from the Company's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor. The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination. 3P30DP45D19500000.230000000.3552000000.502600000P60D126887538851251O.0001110000001147500 24P20DP30D0.010.00 style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-weight:bold;margin:0pt 0pt 12pt 0pt;">Note 6 — Class A Ordinary Shares Subject to Possible Redemption The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of future events. As of June 30, 2024 and December 31, 2023, there were 3,300,016 and 3,690,831 Class A ordinary shares subject to possible redemption, respectively. The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> <div

style="bottom:0pt;position:absolute;width:100%;"> ‌ </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Gross proceeds </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> 149,500,000 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Less: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Offering costs allocated to Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> (8,734,896) </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Accretion on Class A ordinary shares subject to possible redemption amount </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> 8,147,540 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Waiver of deferred underwriting commissions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2,616,250 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> 151,528,894 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Less: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Redemption of Class A ordinary shares </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> (115,071,882) </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-

align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Adjustment for accretion of Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,018,937 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,475,949</p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Less:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Redemption of Class A ordinary shares</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (4,358,804)</p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Plus:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Adjustment for accretion of Class A ordinary shares subject to possible redemption</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 902,751</p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Class A ordinary shares subject to possible redemption at March 31, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> 37,019,896 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Adjustment for accretion of Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 819,027 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 37,838,923 </td></tr></table> . 33000163690831

<table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Gross proceeds </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> 149,500,000 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Less: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Offering costs allocated to Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> (8,734,896) </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Accretion on Class A ordinary shares subject to possible redemption amount </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> 8,147,540 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Waiver of deferred underwriting commissions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2,616,250 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> 151,528,894 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Less: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Redemption of Class A ordinary shares </td><td style="vertical-

align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> (115,071,882) </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Adjustment for accretion of Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,018,937 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,475,949</p></td></tr><tr><td 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of Class A ordinary shares</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (4,358,804)</p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Plus:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Adjustment for accretion of Class A ordinary shares subject to possible redemption</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 902,751</p></td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Class A ordinary shares subject to possible redemption at March 31, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;margin:0pt;padding:0pt;"> 37,019,896 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.92%;margin:0pt;padding:0pt;"> Adjustment for accretion of Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-

align:right;margin:0pt 3pt 0pt 0pt;"> 819,027 </td></tr><tr><td style="vertical-align:bottom;width:83.92%;background:#cceeff;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.74%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 37,838,923 </td></tr></table>
14950000087348968147540261625015152889411507188240189374047594943588049027513701989681902737838923 Note 7 — Shareholders' Deficit Preference Shares - The Company is authorized to issue 1,000,000 preference shares with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. As of June 30, 2024 and December 31, 2023, there were no preference shares issued or outstanding. Class A Ordinary Shares - The Company is authorized to issue 479,000,000 Class A ordinary shares with a par value of $0.0001 per share. Holders of the Company's Class A ordinary shares are entitled to one vote for each share. As of June 30, 2024 and December 31, 2023, there were 3,799,016 and 4,189,831 Class A ordinary shares issued and outstanding, of which 3,300,016 and 3,690,831 were subject to possible redemption and classified in temporary equity (see Note 6), respectively. On February 27, 2024, the Company's stockholders redeemed 390,815 Public Shares for an aggregate amount of approximately $4,358,804. Class B Ordinary Shares - The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of $0.0001 per share. As of June 30, 2024 and December 31, 2023, there were 3,737,500 Class B ordinary shares issued and outstanding (see Note 4). Ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of Class A ordinary shares and holders of Class B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law. The Class B ordinary shares will automatically convert into Class A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of Class A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20% of the sum of (i) the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii) the sum of the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Company's management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a rate of less than one to one.
10000001000000000004790000004790000000.00010.0001one vote37990163799016418983141898313300016369083139081543588042000000020000000000.00010.000137375003737500373750037.vote0.20 Note 8 — Fair Value Measurements Transfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period. There was a transfer of U.S. Treasury securities to cash during the year ended December 31, 2023, the amount held in trust are no longer fair valued. Level 1 instruments include investments U.S. Treasury securities with an original maturity of 185 days or less. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the First Extension Amendment Proposal described above (see Note 1). During the six months ended June 30, 2024, the Company entered into an Open Market Subscription Agreement and Non-Redemption Subscription Agreement, discussed in Note 5. The Company has concluded that the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants to be issued under certain of Open Market Subscription Agreements and Non-Redeeming Subscription Agreements that include an open market purchase and non-redemption obligation for Open Market Investors and Non-Redeeming Subscribed Investors qualify as equity under ASC 815-40 ("Derivatives and Hedging-Contracts in Entity's Own Equity"); therefore, the Company will recognize the New Adagio Common Stock and PIPE Warrants to be issued under such Open Market Subscription Agreements and Non-Redeeming Subscription Agreements (such securities, the "Open Market PIPE Securities" and "Non-Redeeming Shares and Warrants") by recording an entry to additional paid-in capital (APIC) in shareholders' equity in its Consolidated Condensed Balance Sheet and Subscription Agreement expense on its Consolidated Condensed Statement of Operations. In accordance with ASC 815-40-30-1, the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants will be recorded and measured at fair value (i.e., most often representative of proceeds received for equity-linked instruments; however, when estimating the fair value of the New Adagio Common Stock and PIPE Warrants and Non-Redeeming Shares and Warrants, the Company has followed the guidance in ASC 820 Fair Value Measurement. In connection with Open Market Investor's commitment to irrevocably subscribe for and agree to purchase from ListCo the number of Open Market PIPE Securities and Non-Redeeming Shares and Warrants set forth on the signature page of the applicable Open Market Subscription Agreements, on the terms and subject to the conditions set forth in such Open Market Subscription Agreements, which include, without limitation, the agreement not to redeem the Class A ordinary shares purchased in the open market prior to Closing, the Company will record an amount equal to the full fair value of the New Adagio Common Stock and PIPE Warrants to be issued to the Open Market PIPE Investor in connection with the Closing. The estimated amount of New Adagio Common Stock shares and PIPE Warrants to be issued on the Close of the Transaction as of the inception of the Open Market Subscription agreements mentioned above, are 219,877 and 183,493, respectively. The estimated amount Non-Redeeming Shares and Warrants to be issued on the Close of the Transaction as of the inception of the Non-Redeeming Subscription Agreements mentioned above, are 76,681 and 166,160, respectively. To determine the Fair Value of the New Adagio Common Stock on inception, the Company used the following Level 3 inputs: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"> February 13, </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Base Share Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">10.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Adjusted per Share (1.2X Purchase Price Ratio)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 8.33 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Adjusted share price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">7.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Probablility of Closing</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">75.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">%</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Estimated fair value per Share at Closing</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 5.25 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table> To determine the Fair Value of the PIPE Warrants on inception, the Company used the following Level 3 inputs: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"> February 13, </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Base Share Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 7.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Strike price, as defined in Subscription Agreement</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 10.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Term (Months) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 12.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Average volatility rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 70.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Probability of Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 75.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Estimated expected Warrant price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 1.21 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Estimated fair value per Warrant at Closing (1.2x Coverage Ratio) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1.45</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">To determine the Fair Value of the Non-Redeeming Subscription Agreement Shares on inception, the Company used the following Level 3 inputs:</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 21, </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Base Share Price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 10.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Adjusted per Share (1.2X Purchase Price Ratio) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 8.33</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Adjusted share price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 7.08 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Probability of Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 95.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Estimated fair value per Share at Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-

space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 6.73 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> - </td></tr></table> - To determine the Fair Value of the Non-Redeeming Subscription Agreement Warrants on inception, the Company used the following Level 3 inputs: - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"> June 21, </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Base Share Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 10.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Strike price, as defined in Subscription Agreement</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 10.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Term (Months) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 12.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Average volatility rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 70.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Probability of Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 95.00 </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Estimated expected Warrant price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1.25 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> $</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1.19</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td></tr></table> $ During the six months ended June 30, 2024, the Fair Value of the instruments above were recorded in additional paid-in capital in shareholders' equity in its Balance Sheet and Subscription Agreement expense on its Statement of Operations was $2,134,199.</p>*P185D219877183493766811661600*<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">To determine the Fair Value of the New Adagio Common Stock on inception, the Company used the following Level 3 inputs:</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> $</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><div 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style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">February 13,</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> $</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Base Share Price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 10.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Adjusted per Share (1.2X Purchase Price Ratio) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 8.33 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> $</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Adjusted share price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-

space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 7.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Probablility of Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 75.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Estimated fair value per Share at Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 5.25</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">To determine the Fair Value of the PIPE Warrants on inception, the Company used the following Level 3 inputs:</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div 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style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">   </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">February 13,</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">-</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Base Share Price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 7.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Strike price, as defined in Subscription Agreement </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 10.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Term (Months) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 12.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Average volatility rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 70.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Probability of Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 75.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Estimated expected Warrant price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1.21</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Estimated fair value per Warrant at Closing (1.2x Coverage Ratio)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 1.45 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr></table> . To determine the Fair Value of the Non-Redeeming Subscription Agreement Shares on inception, the Company used the following Level 3 inputs: . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"> June 21, </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Base Share Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 10.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-

align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Adjusted per Share (1.2X Purchase Price Ratio) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 8.33</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Adjusted share price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 7.08 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Probability of Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 95.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Estimated fair value per Share at Closing </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.73</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">To determine the Fair Value of the Non-Redeeming Subscription Agreement Warrants on inception, the Company used the following Level 3 inputs:</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 21, </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Base Share Price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 10.00 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"> Strike price, as defined in Subscription Agreement </td><td

style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 10.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Term (Months)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Average volatility rate</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 70.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Probability of Closing</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 95.00</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">%</p></td></tr><tr><td style="vertical-align:bottom;width:84.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Estimated expected Warrant price</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1.25 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.95%;background:#cceeff;margin:0pt;padding:0pt;"> Estimated fair value per Warrant at Closing (1.2x Coverage Ratio) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 1.19 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr>
</table>101.28.3370.755.25710120.700.751.211.21.45101.28.337.080.956.731010120.700.951.251.21.192134199 Note 9 — Subsequent Events The Company evaluated subsequent events and transactions that occurred up to the date the unaudited consolidated condensed financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed. On July 31, 2024, Adagio announced the closing of its previously announced Business Combination with the Company and ListCo (the “Closing”). In connection with the Closing, ListCo changed its name to “Adagio Medical Holdings, Inc.” (ListCo following the Closing, “New Adagio”). The shares of common stock of New Adagio began trading on August 1, 2024, under the ticker symbol “ADGM” on the Nasdaq Capital Market. Upon the consummation of the Business Combination, Adagio and the Company became the direct wholly-owned subsidiaries of New Adagio (see Note 5).
201919104956547554007673814644940575949151628894406526871517753431305246589298377035994774210000900002175
14793163-8640891-14792739-864046740652687151775343475227210090 74-4752272-1009074261893720765582133335106748460715006071500154490001544900015449000-0.22-0.220.060.0637375003737500373750037375003737500-0.22-0.220.060.0649900050373750037 40-10295731-1029530700000-587356-587356000001067484106748449900050373750037 40-8640891-8640467000004018937401893700000-2133335-2133335499000503737500374 0-14793163-14792739-213333510674842618937207655811 47-31339764632-10718138429292276651200009 0000-725858-485193140000001150718820113671882020550001200001150718820045000-113016882750 00-70858-410193910495012422019191049 Note 1 — Description of Organization and Business Operations ARYA Sciences Acquisition Corp IV (the “Company”) was incorporated as a Cayman Islands exempted company on August 24, 2020. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the “Business Combination”). The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies. All activity for the period from August 24, 2020 (inception) through December 31, 2023 was related to the Company’s formation and initial public offering (the “Initial Public Offering”) described below, and since the Initial Public Offering, the search for a prospective initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of income earned on investments or cash held in the Trust Account (as defined below) from the proceeds derived from the Initial Public Offering. The Company’s sponsor is ARYA Sciences Holdings IV, a Cayman Islands exempted limited company (the “Sponsor”). The registration statement for the Company’s Initial Public Offering was declared effective on

February 25, 2021. On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Class A ordinary shares (the "Public Shares"), including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions (see Note 5). On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i) this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. Simultaneously with the closing of the Initial Public Offering, the Company consummated the private placement ("Private Placement") of 499,000 Class A ordinary shares (the "Private Placement Shares"), at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million (see Note 4). Upon the closing of the Initial Public Offering and the Private Placement, $149.5 million ($10.00 per Public Share) of the net proceeds of the Initial Public Offering and certain of the proceeds of the Private Placement were placed in a trust account (the "Trust Account"), located in the United States, with Continental Stock Transfer & Trust Company acting as trustee, and were invested only in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act of 1940, as amended (the "Investment Company Act") having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations, until the earlier of (i) the completion of a Business Combination and (ii) the distribution of the Trust Account as described below. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described below. For more information on the partial liquidation of the Trust Account in connection with the adoption of the Extension Amendment Proposal and the related redemption of Class A ordinary shares, see below. The Company's management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of Private Placement Shares, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the amount of deferred underwriting commissions and taxes payable on the interest earned on the Trust Account) at the time of the signing of the agreement to enter into the initial Business Combination. However, the Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. The Company will provide the holders (the "Public Shareholders") of Public Shares, with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a shareholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The Public Shareholders will be entitled to redeem their Public Shares for a pro rata portion of the amount then in the Trust Account (initially anticipated to be $10.00 per Public Share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay income taxes). The per-share amount to be distributed to Public Shareholders who redeem their Public Shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters (as discussed in Note 5). These Public Shares are classified as temporary equity upon the completion of the Initial Public Offering in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). In such case, the Company will proceed with a Business Combination if a majority of the ordinary shares, represented in person or by proxy and entitled to vote thereon, voted at a shareholder meeting are voted in favor of the Business Combination. If a shareholder vote is not required by law and the Company does not decide to hold a shareholder vote for business or other reasons, the Company will, pursuant to the amended and restated memorandum and articles of association which the Company adopted upon the consummation of the Initial Public Offering and subsequently amended in connection with the adoption of Extension Amendment Proposal described below (as amended from time to time, the "Amended and Restated Memorandum and Articles of Association"), conduct the redemptions pursuant to the tender offer rules of the U.S. Securities and Exchange Commission ("SEC") and file tender offer documents with the SEC prior to completing a Business Combination. If, however, shareholder approval of the transactions is required by law, or the Company decides to obtain shareholder approval for business or other reasons, the Company will offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. Additionally, each Public Shareholder may elect to redeem their Public Shares irrespective of whether they vote for or against the proposed transaction or vote at all. If the Company seeks shareholder approval in connection with a Business Combination, the initial shareholders (as defined below) agreed to vote their Founder Shares (as defined below in Note 4) and any Public Shares they hold in favor of a Business Combination. In addition, the initial shareholders agreed to waive their redemption rights with respect to their Founder Shares, Private Placement Shares and Public Shares in connection with the completion of a Business Combination. Notwithstanding the foregoing, if the Company seeks shareholder approval of its Business Combination and does not conduct redemptions in connection with its Business Combination pursuant to the tender offer rules, the Amended and Restated Memorandum and Articles of Association provide that a Public Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert or as a "group" (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from redeeming its shares with respect to more than an aggregate of 15% of the Class A ordinary shares, without the prior consent of the Company. The Company's Sponsor, officers and directors (the "initial shareholders") agreed not to propose an amendment to the Amended and Restated Memorandum and Articles of Association (a) that would modify the substance or timing of the Company's obligation to provide holders of its Public Shares the right to have their shares redeemed in connection with a Business Combination or to redeem 100% of the Public Shares if the Company does not complete its Business Combination within the time period during which the Company is required to consummate a Business Combination pursuant to the Amended and Restated Memorandum and Articles of Association (the "Business Combination Period"), or (b) with respect to any other provision relating to the rights of Public Shareholders, unless the Company provides the Public Shareholders with the opportunity to redeem their Class A ordinary shares in conjunction with any such amendment. If the Company has not completed a Business Combination within the Business Combination Period, the Company will (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any (less up to $100,000 of interest to pay dissolution expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish Public Shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and its board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii) to the Company's obligations under Cayman Islands law to provide

for claims of creditors and the requirements of other applicable law. The initial shareholders agreed to waive their liquidation rights with respect to the Founder Shares and Private Placement Shares held by them if the Company fails to complete a Business Combination within the Business Combination Period. However, if the initial shareholders acquire Public Shares in or after the Initial Public Offering, they will be entitled to liquidating distributions from the Trust Account with respect to such Public Shares if the Company fails to complete a Business Combination within the Business Combination Period. The underwriters agreed to waive their rights to their deferred underwriting commissions (see Note 5) held in the Trust Account in the event the Company does not complete a Business Combination within the Business Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution (including Trust Account assets) will be only $10.00 per share initially held in the Trust Account. In order to protect the amounts held in the Trust Account, the Sponsor agreed to be liable to the Company if and to the extent any claims by a third party (excluding the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account if less than $10.00 per Public Share due to reductions in the value of the assets in the Trust Account, in each case net of the interest that may be withdrawn to pay for the Company's tax obligations. This liability will not apply with respect to any claims by a third party who executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the Trust Account or to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (excluding the Company's independent registered public accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. The Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and the Company believes that the Sponsor's only assets are securities of the Company. The Sponsor may not be able to satisfy those obligations. None of the Company's officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses. On February 28, 2023, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to its Amended and Restated Memorandum and Articles of Association to extend the date (the "Termination Date") by which the Company has to consummate a Business Combination from March 2, 2023 (the "Original Termination Date") to June 2, 2023 (the "Previous Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to nine times by an additional one month each time after the Previous Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2024 or a total of up to thirty-six months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto or the Amended and Restated Memorandum and Articles of Association have been amended prior thereto in order to further extend the Termination Date (see Note 9) (the "Extension Amendment Proposal"). In connection with the initial three-month extension from the Original Termination Date to the Previous Articles Extension Date the Sponsor made an initial deposit into the Trust Account of $420,000 in exchange for the Second Convertible Promissory Note (as defined below). In connection with any subsequent optional monthly extensions following the Previous Articles Extension Date, the Sponsor made deposits of $140,000 per month into the Trust Account, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 28, 2023. The Company approved one-month extensions on June 2, 2023, July 2, 2023, August 2, 2023, September 2, 2023, October 2, 2023, November 2, 2023 and December 2, 2023. In connection with the extensions on June 2, 2023, July 2, 2023, August 2, 2023, and September 2, 2023, the Company drew an aggregate amount of $560,000 from the Second Convertible Promissory Note in the principal amount of up to $1,680,000. In connection with the extensions on October 2, 2023, November 2, 2023 and December 2, 2023, the Company drew an aggregate amount of $420,000 from the Third Promissory Note (as defined below). The Company also drew additional funds under the Second Convertible Promissory Note and the Third Promissory Note in view of funding the Company's ongoing working capital (for more information see Note 4). As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Extension Amendment Proposal. On February 28, 2023, the Extension Amendment Proposal was adopted and 11,259,169 Public Shares were redeemed for an aggregate amount of $115,071,882. Following the adoption of the Extension Amendment Proposal, the Company has 4,189,831 Class A ordinary shares, including 3,690,831 Public Shares and 499,000 Private Placement Shares, and 3,737,500 Class B ordinary shares issued and outstanding. See "Note 9 - Subsequent Events" for more information on (i) additional redemptions in connection with the second amendment of the Amended and Restated Memorandum and Articles of Association to further extend the time period the Company has to consummate a Business Combination following March 2, 2024, and (ii) additional draws under the Third Promissory Note to fund additional one-month extensions that were approved subsequently to the date of financial statements included herein on January 2, 2024 and February 2, 2024. Going Concern As of December 31, 2023, the Company had $20,191 in its operating bank account and working capital deficit of $12,276,486. The Company's liquidity needs to date have been satisfied through a contribution of $25,000 from Sponsor to cover for certain expenses in exchange for the issuance of the Founder Shares, the loan of approximately $161,000 from the Sponsor pursuant to the Note (as defined in Note 4), the proceeds from the consummation of the Private Placement not held in the Trust Account, the First Convertible Promissory Note and the Second Convertible Promissory Note. The Company fully repaid the Note upon closing of the Initial Public Offering. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, provide the Company Working Capital Loans (as defined in Note 4). As of December 31, 2023 and 2022, there were $2,175,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, Second Convertible Promissory Note and Third Convertible Promissory Note (see Note 4 for additional information). The Company cannot provide any assurance that new financing along the lines detailed above will be available to it on commercially acceptable terms, if at all. Further, the Company has until the end of the Business Combination Period to consummate a Business Combination, but the Company cannot provide assurance that it will be able to consummate a Business Combination by that date. If a Business Combination is not consummated by the required date, there will be a mandatory liquidation and subsequent dissolution. In connection with the Company's assessment of going concern considerations in accordance with FASB ASC Topic 205-40, "Basis of Presentation - Going Concern," management has determined that the working capital deficit and mandatory liquidation and subsequent dissolution raises substantial doubt about the Company's ability to continue as a going concern until the earlier of the consummation of the Business Combination or the date the Company is required to liquidate. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern. The Company intends to

complete its initial Business Combination before the mandatory liquidation date; however, there can be no assurance that the Company will be able to consummate any Business Combination by the end of the Business Combination Period. No adjustments have been made to the carrying amounts of assets and liabilities should the Company be required to liquidate after the end of the Business Combination Period, nor do these financial statements include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern. Risks and Uncertainties Results of operations and the Company's ability to complete a Business Combination may be adversely affected by various factors that could cause economic uncertainty and volatility in the financial markets, many of which are beyond its control. The Company's business of pursuing and consummating an initial Business Combination could be impacted by, among other things, downturns in the financial markets or in economic conditions, export controls, tariffs, trade wars, inflation, increases in interest rates, supply chain disruptions, declines in consumer confidence and spending, the ongoing effects of the COVID-19 pandemic, including resurgences and the emergence of new variants, and geopolitical instability, such as the military conflict in the Ukraine or the conflict in Israel and Palestine. The Company cannot at this time fully predict the likelihood of one or more of the above events, their duration or magnitude or the extent to which they may materially impact the Company's business and its ability to complete an initial Business Combination. 1495000019500001014950000088000005200000.500.5049900010500000014950000001010.800.50100.151100000101010942000style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 2 — Summary of Significant Accounting Policies Basis of Presentation The accompanying financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the SEC. Emerging Growth Company The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Concentration of Cash Balances The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2023. As of December 31, 2022, the Company had no cash equivalents, aside from the cash maintained in the Trust Account (see Note 8). Use of Estimates The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. Trust Account Initially, the Company's portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1). Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets. Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active

markets;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.</td></tr></table> In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. As of December 31, 2023 and 2022, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. As of December 31, 2022, the Company's investments held in Trust Account were comprised of investments in U.S. Treasury securities with an original maturity of 185 days or less and were recognized at fair value. The fair value of investments held in Trust Account was determined using quoted prices in active markets. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1). Offering Costs Associated with the Initial Public Offering Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. Class A Ordinary Shares Subject to Possible Redemption The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2023 and 2022, 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets. Income Taxes FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023 and 2022. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of December 31, 2023 and 2022, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Net (Loss) Income Per Ordinary Share The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net (loss) income per ordinary share is computed by dividing net (loss) income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value. The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):   <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;">   </td><td

style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:43.46%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:21.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.27%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net (loss) income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#cceeff;margin:0pt;padding:0pt;"> Allocation of net (loss) income, as adjusted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"> (1,320,475) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> (812,860) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;background:#cceeff;margin:0pt;padding:0pt;"> 859,540 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 207,944 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6,071,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:9.35%;background:#ccceff;margin:0pt;padding:0pt;"> 15,449,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"> 3,737,500 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Basic and diluted net (loss) income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.22)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> (0.22) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.06</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 0.06 </td></tr></table> . Recent Accounting Standards The Company’s management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company’s financial statements. Basis of Presentation The accompanying financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and pursuant to the rules and regulations of the SEC. Concentration of Cash Balances The Company has significant cash balances at financial institutions which throughout the year regularly exceed the federally insured limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company’s financial condition, results of operations, and cash flows. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2023. As of December 31, 2022, the Company had no cash equivalents, aside from the cash maintained in the Trust Account (see Note 8). 00 Use of Estimates The preparation of financial statements in conformity with U.S. GAAP requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. Trust Account Initially, the Company’s portfolio of investments was comprised of U.S. Treasury securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company’s investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company’s investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in interest income and unrealized gain on investments held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company’s liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1). Financial Instruments The fair value of the Company’s assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, “Fair Value Measurements and Disclosures,” approximates the carrying amounts represented in the balance sheets. Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td

style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.</td></tr></table> In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. As of December 31, 2023 and 2022, the carrying values of cash, accounts payable, accrued expenses and due to related party approximate their fair values due to the short-term nature of the instruments. As of December 31, 2022, the Company's investments held in Trust Account were comprised of investments in U.S. Treasury securities with an original maturity of 185 days or less and were recognized at fair value. The fair value of investments held in Trust Account was determined using quoted prices in active markets. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1). Offering Costs Associated with the Initial Public Offering Offering costs consisted of legal, accounting, underwriting and other costs incurred that were directly related to the Initial Public Offering and that were charged to Class A ordinary shares subject to redemption upon the completion of the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with the Class A ordinary shares issued were charged against the carrying value of the Class A ordinary shares subject to possible redemption upon the completion of the Initial Public Offering. The Company classifies deferred underwriting commissions as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. Class A Ordinary Shares Subject to Possible Redemption The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC 480. Class A ordinary shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Conditionally redeemable Class A ordinary shares (including Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, Class A ordinary shares are classified as shareholders' deficit. The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2023 and 2022, 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption are presented at redemption value as temporary equity, outside of the shareholders' deficit section of the Company's balance sheets. 369083114950000 Income Taxes FASB ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023 and 2022. The Company's management determined that the Cayman Islands is the Company's only major tax jurisdiction. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. As of December 31, 2023 and 2022, there were no unrecognized tax benefits and no amounts were accrued for the payment of interest and penalties. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. There is currently no taxation imposed on income by the government of the Cayman Islands. In accordance with the Cayman Islands' income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's financial statements. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. 000000 Net (Loss) Income Per Ordinary Share The Company has two classes of shares: Class A ordinary shares and Class B ordinary shares. Income and losses are shared pro rata between the two classes of shares. Net (loss) income per ordinary share is computed by dividing net (loss) income by the weighted-average number of ordinary shares outstanding during the periods. Accretion associated with the Class A ordinary shares subject to possible redemption is excluded from earnings per share as the redemption value approximates fair value. The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts):   <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-

wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:43.46%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:21.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.27%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net (loss) income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#cceeff;margin:0pt;padding:0pt;"> Allocation of net (loss) income, as adjusted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (1,320,475)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> (812,860) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 859,540</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 207,944 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"> 6,071,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 15,449,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 3,737,500 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Basic and diluted net (loss) income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.22)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> (0.22) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.06</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 0.06 </td></tr></table> The following table reflects the calculation of basic and diluted net (loss) income per ordinary share (in dollars, except per share amounts): - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:43.46%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-

align:center;margin:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:20.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:21.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.27%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Class B </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net (loss) income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> (812,860) </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 859,540</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"> 207,944 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.05%;background:#ccceff;margin:0pt;padding:0pt;"> Basic and diluted weighted average shares outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#ccceff;margin:0pt;padding:0pt;"> 6,071,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"> 3,737,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;background:#ccceff;margin:0pt;padding:0pt;"> 15,449,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"> 3,737,500 </td></tr><tr><td style="vertical-align:bottom;width:55.05%;margin:0pt;padding:0pt;"> Basic and diluted net (loss) income per ordinary share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.22)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> (0.22) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.06</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 0.06 </td></tr></table>-1320475-81286085954020794460715006071500737375003737500154490001544900037375003737500-0.22-0.22-0.22-0.220.060.060.060.06 Recent Accounting Standards The Company’s management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company’s financial statements. <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt

0pt;">Note 3 — Initial Public Offering On March 2, 2021, the Company consummated its Initial Public Offering of 14,950,000 Public Shares, including the 1,950,000 Public Shares as a result of the underwriters' full exercise of their over-allotment option, at an offering price of $10.00 per Public Share, generating gross proceeds of $149.5 million, and incurring offering costs of approximately $8.8 million, inclusive of approximately $5.2 million in deferred underwriting commissions. For more information on the waiver related to a portion of the deferred underwriting commissions that the Company received on August 8, 2022 and the partial liquidation of the Trust Account in connection with the adoption of the Extension Amendment Proposal and the related redemption of Class A ordinary shares, also see Note 1 above. 1495000019500001014950000088000005200000 Note 4 — Related Party Transactions Founder Shares On January 4, 2021, the Sponsor paid $25,000 to cover for certain expenses on behalf of the Company in exchange for issuance of 3,737,500 Class B ordinary shares, par value $0.0001 (the "Founder Shares"). In February 2021, the Sponsor transferred an aggregate of 90,000 Founder Shares to the Company's independent directors. The Sponsor agreed to forfeit up to 487,500 Founder Shares to the extent that the over-allotment option was not exercised in full by the underwriters, so that the Founder Shares would represent 20.0% of the Company's issued and outstanding ordinary shares (excluding the Private Placement Shares) after the Initial Public Offering. The underwriters fully exercised the over-allotment option on March 2, 2021; thus, these 487,500 Founder Shares were no longer subject to forfeiture. The initial shareholders agreed, subject to limited exceptions, not to transfer, assign or sell any of their Founder Shares until the earlier to occur of (A) one year after the completion of the initial Business Combination and (B) subsequent to the initial Business Combination, (x) if the closing price of the Company's Class A ordinary shares equals or exceeds $12.00 per share (as adjusted for share sub-divisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, share exchange, reorganization or other similar transaction that results in all of the Public Shareholders having the right to exchange their ordinary shares for cash, securities or other property. Private Placement Shares Simultaneously with the closing of the Initial Public Offering, the Company consummated the Private Placement of 499,000 Private Placement Shares, at a price of $10.00 per Private Placement Share to the Sponsor, generating gross proceeds of approximately $5.0 million. The Private Placement Shares are not transferable or salable until 30 days after the completion of the initial Business Combination. Certain proceeds from the Private Placement Shares have been added to the proceeds from the Initial Public Offering held in the Trust Account. The Sponsor and the Company's officers and directors agreed, subject to limited exceptions, not to transfer, assign or sell any of their Private Placement Shares until 30 days after the completion of the initial Business Combination. Related Party Loans On March 2, 2021, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover for expenses related to the Initial Public Offering pursuant to a promissory note (the "Note") and the Company subsequently reclassified the outstanding amount due to the Sponsor as borrowing under the Note. This loan was non-interest bearing and payable upon the completion of the Initial Public Offering. The Company borrowed approximately $161,000 under the Note and fully repaid the Note upon closing of the Initial Public Offering. Subsequent to the repayment, the loan facility was no longer available to the Company. In addition, in order to finance transaction costs in connection with a Business Combination, the Sponsor, affiliates of the Sponsor, or the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company may repay any Working Capital Loans that may have been extended to the Company by the Sponsor, affiliates of the Sponsor, or the Company's officers and directors out of the proceeds of the Trust Account released to the Company. Otherwise, the Working Capital Loans may be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of the proceeds held outside the Trust Account to repay any Working Capital Loans but no proceeds held in the Trust Account would be used to repay such Working Capital Loans. Except for the terms of the First Convertible Promissory Note, the Second Convertible Promissory Note and the Third Promissory Note, each as further described below, the terms of such Working Capital Loans have not been determined and no written agreements exist with respect to any other loans between the Company and the Sponsor, affiliates of the Sponsor, or the Company's officers and directors. The Working Capital Loans would either be repaid upon the consummation of a Business Combination, without interest, or, at the lenders' discretion, up to $1.5 million of such Working Capital Loans may be convertible into shares of the post Business Combination entity at a price of $10.00 per share. The shares would be identical to the Private Placement Shares. Except as described below, as of December 31, 2023 and 2022, the Company had no other outstanding borrowings under Working Capital Loans. On November 7, 2022, the Company issued an unsecured convertible promissory note (the "First Convertible Promissory Note") to the Sponsor, pursuant to which the Company borrowed $120,000 (the "First Convertible Working Capital Loan") from the Sponsor for general corporate purposes. Such loan may, at the Sponsor's discretion, be converted into Class A ordinary shares, par value $0.0001 per share, of the Company (the "Working Capital Shares") at a conversion price equal to $10.00 per Working Capital Share. The terms of the Working Capital Shares will be identical to those of the Private Placement Shares that were issued to the Sponsor in connection with the Initial Public Offering. The First Convertible Working Capital Loan will not bear any interest and will be repayable by the Company to the Sponsor, if not converted or repaid on the effective date of a Business Combination involving the Company and one or more businesses. The maturity date of the First Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the First Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares, which shall constitute "Registrable Securities" pursuant to that certain Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Registration and Shareholders Rights Agreement"). Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement, dated February 25, 2021, by and among the Company, the Sponsor and the other parties thereto (the "Letter Agreement"). As of December 31, 2023 and 2022, there were $120,000 and $120,000 of borrowings outstanding under the First Convertible Promissory Note, respectively. On February 28, 2023, the Company issued a non-interest bearing, unsecured convertible promissory note to the Sponsor in connection with the Extension Amendment Proposal, pursuant to which the Company may borrow up to $1,680,000 from the Sponsor for general corporate purposes and the funding of the deposits that the Company is required to make pursuant to its Amended and Restated Memorandum and Articles of Association (as amended following the adoption of the Extension Amendment Proposal at the Company's extraordinary general meeting of shareholders on February 28, 2023) and following the request of the Sponsor in connection with an optional monthly extension of the time period during which the Company may consummate a Business Combination (the "Second Convertible Promissory Note"). Up to $1,380,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. This working capital loan outstanding pursuant to the Second Convertible Promissory Note (the "Second Working Capital Loan") will not bear any interest, and will be repayable by the Company to the Sponsor to the extent the Company has funds available outside of the Trust Account and if not converted or repaid on the effective date of a Business Combination. The maturity date of the Second Convertible Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Second Convertible Promissory Note). The Company granted customary registration rights to the Sponsor with respect to any Working Capital Shares issued pursuant to the Second Convertible Promissory Note, which shall constitute "Registrable Securities" pursuant

the Registration and Shareholders Rights Agreement. Further, each newly issued Working Capital Share shall bear the same transfer restrictions that apply to the Private Placement Shares, as contemplated by the Letter Agreement. See Note 9 for information on the amendment to the Second Promissory Note that was adopted in connection with a proposed Business Combination. On April 18, 2023, June 2, 2023, July 6, 2023, August 2, 2023 and September 5, 2023, the Company withdrew an additional $400,000, $140,000, $140,000, $140,000 and $165,000, respectively, from the Second Convertible Promissory Note (see Note 1). As of December 31, 2023 and 2022, $1,585,000 and $0, respectively, were drawn under the Second Convertible Promissory Note. On September 27, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Promissory Note"), pursuant to which the Company may borrow $900,000 from the Sponsor for general corporate purposes and to fund the deposits required to be made into the Company's trust account in connection with the monthly extensions of the time period during which the Company may consummate a business combination in accordance with the Company's amended and restated memorandum and articles of association, as amended during the shareholder meeting on February 28, 2023. This working capital loan outstanding pursuant to the Third Promissory Note (the "Third Working Capital Loan") will not bear any interest. In the event that the Company does not consummate a Business Combination, the Third Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Third Working Capital Loan may be accelerated upon the occurrence of an Event of Default. On October 2, 2023, November 2, 2023 and December 2, 2023, the Company approved the fifth, sixth and seventh one-month extension of the Business Combination Period, respectively. In connection with such extensions of the Business Combination Period to January 2, 2024, the Company drew an aggregate amount of $420,000 from the Third Promissory Note. As provided for in the Company's amended and restated memorandum and articles of association, the Company deposited the extension funds into the trust account that was established by the Company in connection with its Initial Public Offering. The Company also drew an aggregate of $50,000 under the Third Promissory Note for working capital purposes. As of December 31, 2023, $470,000 was drawn under the Third Promissory Note. See Note 9 for information on the amendment to the Third Promissory Note that was adopted in connection with a proposed Business Combination and for information on the Fourth Promissory Note (as defined below) that was adopted subsequently to date of the financial statements included herein. Administrative Support Agreement Commencing on the date that the Company's registration statement relating to its Initial Public Offering was declared effective through the earlier of consummation of the initial Business Combination and the Company's liquidation, the Company agreed to reimburse the Sponsor for office space, secretarial and administrative services provided to the Company in the amount of $10,000 per month. The Company incurred approximately $120,000 and $120,000 in general and administrative expenses in the accompanying statements of operations for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, the Company had $210,000 and $90,000, respectively, included in due to related party on the balance sheets. 2500037375000.000190000487500O.20487500P1Y12P20DP30DP150D499000105000000P30DP30D300000161000150000010001style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 5 — Commitments and Contingencies Registration Rights The holders of Founder Shares and Private Placement Shares, including Private Placement Shares that may be issued upon conversion of Working Capital Loans, are entitled to registration rights pursuant to the Registration and Shareholders Rights Agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain "piggyback" registration rights with respect to registration statements filed subsequent to the Company's completion of its Business Combination. However, the Registration and Shareholders Rights Agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lock-up period, which occurs (i) in the case of the Founder Shares, in accordance with the letter agreement the Company's initial shareholders entered into and (ii) in the case of the Private Placement Shares, 30 days after the completion of the Company's Business Combination. The Company will bear the expenses incurred in connection with the filing of any such registration statements. See Note 9 for information on the Investor Rights Agreement that was executed in connection with a proposed Business Combination and that will replace the Registration and Shareholders Rights Agreement in connection with the closing of the proposed Business Combination. Underwriting Agreement The Company granted the underwriters a 45-day option from the final prospectus relating to the Initial Public Offering to purchase up to 1,950,000 additional Public Shares to cover over-allotments at the Initial Public Offering price less the underwriting discounts and commissions. On March 2, 2021, the underwriters fully exercised the over-allotment option. The underwriters were paid an underwriting discount of $0.20 per Public Share, or approximately $3.0 million in the aggregate, paid upon the closing of the Initial Public Offering. In addition, $0.35 per Public Share, or approximately $5.2 million in the aggregate will be payable to the underwriters for deferred underwriting commissions. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement. On August 8, 2022, the Company received a waiver from one of the underwriters of its Initial Public Offering pursuant to which such underwriter waived all rights to its 50% share of the deferred underwriting commissions payable upon completion of an initial Business Combination. In connection with this waiver, the underwriter also agreed that (i) this waiver is not intended to allocate its 50% portion of the deferred underwriting commissions to the other underwriter that has not waived its right to receive its share of the deferred underwriting commissions and (ii) the waived portion of the deferred underwriting commissions can, at the discretion of the Company, be paid to one or more parties or otherwise be used in connection with an initial Business Combination. During the year ended December 31, 2022, the Company derecognized approximately $2.6 million of the deferred underwriting commissions and recorded an adjustment to the carrying value of the shares of Class A ordinary shares subject to redemption. 3P30DP45D19500000.230000000.3552000000.500.502600000 Note 6 — Class A Ordinary Shares Subject to Possible Redemption The Public Shares feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of future events. As of December 31, 2023 and 2022, there were 3,690,831 and 14,950,000 Class A ordinary shares subject to possible redemption. The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Gross proceeds </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;background:#cceeff;margin:0pt;padding:0pt;"> 149,500,000 </td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> Less: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Offering costs allocated to Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;background:#cceeff;margin:0pt;padding:0pt;"> (8,734,896) </td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Accretion on Class A ordinary shares subject to possible redemption amount </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;background:#cceeff;margin:0pt;padding:0pt;"> 8,147,540 </td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Waiver of deferred underwriting commissions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;background:#cceeff;margin:0pt;padding:0pt;"> 2,616,250 </td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;margin:0pt;padding:0pt;"> 151,528,894 </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Less: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Redemption of Class A ordinary shares </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;margin:0pt;padding:0pt;"> (115,071,882) </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Plus: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;background:#cceeff;margin:0pt;padding:0pt;"><p

*style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> Adjustment for accretion of Class A ordinary shares subject to possible redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;margin:0pt;padding:0pt;"> 4,018,937 </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Class A ordinary shares subject to possible redemption at December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.65%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"><b style="font-weight:bold;"> 40,475,949</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p>*369083114950000*<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">The Public Shares issued in the Initial Public Offering in connection with the over-allotment exercise were recognized in Class A ordinary shares subject to possible redemption as follows:</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><table 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As of December 31, 2023 and 2022, there were no preference shares issued or outstanding. Class A Ordinary Shares — The Company is authorized to issue 479,000,000 Class A ordinary shares with a par value of $0.0001 per share. Holders of the Company's Class A ordinary shares are entitled to one vote for each share. As of December 31, 2023 and 2022, there were 4,189,831 and 15,449,000 Class A ordinary shares issued and outstanding, of which 3,690,831 and 14,950,000 shares, respectively, were subject to possible redemption and classified in temporary equity (see Note 6). Class B Ordinary Shares — The Company is authorized to issue 20,000,000 Class B ordinary shares with a par value of $0.0001 per share. As of December 31, 2023 and 2022, there were 3,737,500 Class B ordinary shares issued and outstanding (see Note 4). Ordinary shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders at a general meeting of the Company. Holders of Class A ordinary shares and holders of Class B ordinary shares will vote together as a single class on all matters submitted to a vote of the shareholders except as required by law. The Class B ordinary shares will automatically convert into Class A ordinary shares on the first business day following the consummation of the initial Business Combination at a ratio such that the number of Class A ordinary shares issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as-converted basis, 20% of

the sum of (i) the total number of ordinary shares issued and outstanding (excluding the Private Placement Shares) upon the consummation of the Initial Public Offering, plus (ii) the sum of the total number of Class A ordinary shares issued or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the initial Business Combination, excluding any Class A ordinary shares or equity-linked securities exercisable for or convertible into Class A ordinary shares issued, deemed issued, or to be issued, to any seller in the initial Business Combination and any Private Placement Shares issued to the Sponsor, members of the Company's management team or any of their affiliates upon conversion of Working Capital Loans. In no event will the Class B ordinary shares convert into Class A ordinary shares at a rate of less than one to one. 10000001000000004790000004790000000.00010.0001one vote4189831154490003690831149500002000000020000000.00010.000137375003737500one vote0.201 Note 8 — Fair Value Measurements The following tables present information about the Company's assets that are measured at fair value on a recurring basis as of December 31, 2023 and 2022 and indicate the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value: December 31, 2022 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:58.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.27%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.2%;margin:0pt;padding:0pt;"> Quoted Prices in </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.1%;margin:0pt;padding:0pt;"> Significant Other </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> Significant Other </td></tr><tr><td style="vertical-align:bottom;width:58.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.2%;margin:0pt;padding:0pt;"> Active Markets </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.1%;margin:0pt;padding:0pt;"> Observable Inputs </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> Unobservable Inputs </td></tr><tr><td style="vertical-align:bottom;width:58.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Description </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.2%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Level 1) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-

space:nowrap;width:12.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Level 2) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Level 3) </td></tr><tr><td style="vertical-align:bottom;width:58.65%;background:#cceeff;margin:0pt;padding:0pt;"> Assets held in Trust Account: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.27%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:10.27%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 151,628,280</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.45%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.64%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"><p 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</td><td style="vertical-align:bottom;white-space:nowrap;width:10.27%;margin:0pt;padding:0pt;"> 151,628,894 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.45%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> — </td></tr></table> <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt

0pt;">Transfers to/from Levels 1, 2, and 3 are recognized at the end of the reporting period. There was a transfer of U.S. Treasury securities to cash during the year ended December 31, 2023, the amount held in trust are no longer fair valued. Level 1 instruments include investments U.S. Treasury securities with an original maturity of 185 days or less. On February 27, 2023, the Company delivered an instruction letter to Continental Stock Transfer & Trust Company acting, as trustee, to liquidate the investments held in the Trust Account and instead to hold the funds in the Trust Account in cash in an interest-bearing demand deposit account until the earlier of the consummation of an initial Business Combination or the Company's liquidation. The Company is taking these steps in order to mitigate the risk that the Company might be deemed to be an investment company for purposes of the Investment Company Act following the adoption of the Extension Amendment Proposal described above (see Note 1). There were no transfers between levels of the hierarchy for the year ended December 31, 2022. The following tables present information about the Company's assets that are measured at fair value on a recurring basis as of December 31, 2023 and 2022 and indicate the fair value hierarchy of the valuation techniques that the Company utilized to determine such fair value: December 31, 2022 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:58.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.27%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.2%;margin:0pt;padding:0pt;"> Quoted Prices in </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.1%;margin:0pt;padding:0pt;"> Significant Other </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> Significant Other </td></tr><tr><td style="vertical-align:bottom;width:58.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.2%;margin:0pt;padding:0pt;"> Active Markets </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.1%;margin:0pt;padding:0pt;"> Observable Inputs </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> Unobservable Inputs </td></tr><tr><td style="vertical-align:bottom;width:58.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Description </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.2%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Level 1) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-

space:nowrap;width:12.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Level 2) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Level 3) </td></tr><tr><td style="vertical-align:bottom;width:58.65%;background:#cceeff;margin:0pt;padding:0pt;"> Assets held in Trust Account: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.27%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:10.27%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 151,628,280</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.45%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.64%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"><p 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style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> — </td></tr></table>1516282800006140015162889400P185D0 Note 9 — Subsequent Events <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The Company evaluated subsequent events and transactions that occurred up to the date the financial statements were issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed. Extension Payments On January 2, 2024, the Company approved the eighth one-month extension of the Business Combination Period. In connection with this extension of the Business Combination Period to February 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the $140,000 into the Trust Account. The Company also drew $100,000 under the Third Promissory Note for general working capital purposes. On February 2, 2024, the Company approved the ninth one-month extension of the time during which it may consummate an initial business combination. In connection with this extension of the Business Combination Period to March 2, 2024, the Company drew an aggregate of $140,000 from the Third Promissory Note. As provided for in the Amended and Restated Memorandum and Articles of Association, the Company will deposit the $140,000 into the Trust Account. The Company also drew $50,000 under the Third Promissory Note for general working capital purposes. The one-month extensions on January 2 2024 and February 2, 2024 are the eighth and ninth one-month extensions, respectively, permitted under the Amended and Restated Memorandum and Articles of Association. The Company's Promissory Notes On February 8, 2024, the Company issued an unsecured convertible promissory note to the Sponsor (the "Fourth Promissory Note"), pursuant to which the Company may borrow $1,000,000 from the Sponsor for general corporate purposes and to fund the monthly deposits required to be made into the Trust Account in order to extend the time period during which the Company may consummate a Business Combination (the "Fourth Working Capital Loan") in accordance with the Amended and Restated Memorandum and Articles of Association. The Fourth Working Capital Loan will not bear any interest. In the event that the Company does not consummate a Business Combination, the Fourth Promissory Note will be repaid from funds held outside of the Trust Account or will be forfeited, eliminated or otherwise forgiven. The maturity date of the Fourth Working Capital Loan may be accelerated upon the occurrence of an Event of Default (as defined under the Fourth Promissory Note). Any Working Capital Shares issuable upon conversion of the Fourth Promissory Note will not be registered under the Securities Act and will be issued in reliance on the exemption from registration requirements thereof provided by Section 4(a)(2) of the Securities Act. As of the date of this Report, $540,000 was drawn under the Fourth Promissory Note. On February 13, 2024, the Company and the Sponsor entered into an amendment to the Second Convertible Promissory Note, pursuant to which the total principal amount up to $1,680,000 of the amounts loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. On February 13, 2024, the Company and the Sponsor amended and restated the Third Promissory Note to provide that the total principal amount loaned under the Second Convertible Promissory Note will be convertible at the option of the Sponsor into Working Capital Shares. Business Combination Agreement On February 13, 2024, the Company, Aja Holdco, Inc., a Delaware corporation ("ListCo"), ARYA Merger Sub, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing") is subject to certain customary conditions and risks. The Business Combination Agreement provides, among other things, for the consummation of the following transactions: 1.ARYA Merger Sub will merge with and into the Company (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Company and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Company and Adagio becoming a wholly owned subsidiary of ListCo, on the terms and subject to the conditions in the Business Combination Agreement; 2.(i) each issued and outstanding Class A ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of ListCo after giving effect to the consummation of the transactions contemplated by the Business Combination Agreement ("New Adagio") (the "New Adagio Common Stock") and (ii) each issued and outstanding Class B ordinary share will be automatically cancelled, extinguished and converted into the right to receive one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor, and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting"); 3.(i) each warrant of Adagio will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the convertible notes issued by Adagio to the Perceptive PIPE Investor pursuant to the note purchase agreements dated April 4, 2023 and November 28, 2023, between Adagio and the Perceptive PIPE Investor (collectively, the "2023 Bridge Financing Notes") and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be canceled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto. Sponsor Letter Agreement Concurrently with the execution of the Business Combination Agreement, the Company, the Sponsor, each holder of Class B ordinary shares (the "Other Class B Shareholders" and with the Sponsor, the "Class B Shareholders"), including the Company's directors and officers (together with the Class B Shareholders, the "Insiders"), ListCo and

Adagio entered into a letter agreement (the "Sponsor Letter Agreement"), pursuant to which, among other things, (i) each Class B Shareholder agreed to vote in favor of each of the transaction proposals to be voted upon at the meeting of the Company's shareholders, including the proposal to approve the Business Combination Agreement and the transactions contemplated thereby, (ii) each Class B Shareholder agreed to waive any adjustment to the conversion ratio set forth in the amended and restated memorandum and articles of association or any other anti-dilution or similar protection with respect to the Class B ordinary shares (whether resulting from the transactions contemplated by the Subscription Agreements (as defined below) or otherwise), (iii) each of the Insiders and the Company agreed to terminate the lock-up provisions contained in the certain letter agreement between the Company, the Sponsor and the directors and officers of the Company, and to replace such lock-up provisions with the transfer restrictions included in the Investor Rights Agreement (as defined below) and to waive the adjustment or anti-dilution protections contained in the Amended and Restated Memorandum and Articles of Association, (iv) each Class B Shareholder agreed to be bound by certain transfer restrictions with respect to his, her or its shares in the Company prior to the Closing, (v) the Sponsor agreed that 1,147,500 shares of New Adagio Common Stock issued to the Sponsor will be subject to Share Trigger Price Vesting, and (vi) the Sponsor has agreed to irrevocably forfeit, surrender and transfer to the Company for no consideration 1,000,000 Class B ordinary shares, which will be issued by ListCo to the PIPE Investors, including the Perceptive PIPE Investor. Adagio Stockholder Transaction Support Agreements Pursuant to the Business Combination Agreement, certain stockholders of Adagio entered into transaction support agreements (collectively, the "Adagio Transaction Support Agreements") with the Company and Adagio, pursuant to which such stockholders of Adagio agreed to, among other things, (i) vote in favor of the Business Combination Agreement and the transactions contemplated thereby and (ii) be bound by certain covenants and agreements related to the Proposed Adagio Business Combination. PIPE Financing (Private Placement) In connection with the execution of the Business Combination Agreement, ListCo and the Company entered into Subscription Agreements (the "Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "PIPE Investors"), pursuant to which the PIPE Investors committed financing valued at approximately $45,000,000, which includes (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market and not to redeem such shares prior to the date the Closing occurs (the "Closing Date"), (ii) non-redemption commitments by certain investors, (iii) the contribution of $23,000,000 of 2023 Bridge Financing Notes to ListCo, and (iv) an additional cash investment by the Perceptive PIPE Investor of approximately $8.1 million (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing being raised prior to Closing), as described in more detail below (together, the "PIPE Financing"). In connection with the PIPE Financing, certain PIPE Investors will also be issued warrants to purchase shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Warrants") and/or Pre-Funded Warrants (as defined below). As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the 2023 Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock. In connection with the PIPE Financing, certain PIPE Investors also committed to purchase pre-funded warrants, which are exercisable for a nominal exercise price of $0.01 (the "Pre-Funded Warrants," and together with the Warrants, the "PIPE Warrants"). The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent Closing. Convertible Security Financing (Private Placement) In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), which will be exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"), and will expire on the seventh anniversary of the Closing. Such $20,000,000 of financing in the form of New Adagio Convertible Notes includes the Perceptive Convertible Note Commitment (as defined below) and includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes at Closing, subject in each case to Additional Financing (as defined below) being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. As described above, in connection with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and ListCo (the "2024 Bridge Financing Notes Subscription Agreement"). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes will convert into New Adagio Convertible Notes and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5,500,000 aggregate principal amount of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the "Perceptive Convertible Note Commitment," and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the "Convertible Security Financing"). Subject to the Company and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that on the Closing Date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, ListCo, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which ListCo and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guaranty ListCo's obligation to repay the New Adagio Convertible Notes and all other obligations of ListCo under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of ListCo formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors. <p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt 0pt 12pt 0pt;">Convert Registration Rights Agreement The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of ListCo issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, ListCo and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which ListCo will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), as soon as practicable, but in no event later than the Filing Deadline (as defined in the Convert Registration Rights Agreement). In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, ListCo will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If ListCo fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the terms of Section 2(e) of the Convert Registration Rights Agreement, then as partial relief for the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, ListCo will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in Section 2(e) of the Convert Registration Rights Agreement. Investor Rights Agreement Concurrently with the execution of the Business Combination Agreement, the Company, ListCo, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders and certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Company and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date. Adoption of Second Extension Amendment Proposal On February 27, 2024, the Company held an extraordinary general meeting of shareholders in view of approving an amendment to the Amended and Restated Memorandum and Articles of Association to extend the Termination Date from March 2, 2024 (the "Previous Termination Date") to April 2, 2024 (the "Articles Extension Date") and to allow the Company, without another shareholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis for up to eleven times by an additional one month each time after the Articles Extension Date, by resolution of the Company's board of directors, if requested by the Sponsor, and upon five days' advance notice prior to the applicable Termination Date, until March 2, 2025 or a total of up to forty-eight months from the closing of the initial public offering, unless the closing of a Business Combination shall have occurred prior thereto (the "Second Extension Amendment Proposal"). In connection with the initial one-month extension from the Previous Termination Date to the Articles Extension Date, the Company made a deposit into the Trust Account of $111,000 and drew down on the Fourth Promissory Note to finance this deposit. In connection with any subsequent optional monthly extensions following the Articles Extension Date, the Sponsor is expected to make deposits of $111,000 per month into the Trust Account and borrow the necessary funds from the Sponsor in the form of convertible notes, as provided for in the amendment to the Amended and Restated Memorandum and Articles of Association that was adopted on February 27, 2024. As contemplated by the Amended and Restated Memorandum and Articles of Association, the holders of Public Shares were able to elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the Trust Account in connection with the Second Extension Amendment Proposal. On February 27, 2024, the Second Extension Amendment Proposal was adopted and 390,815 Public Shares were redeemed for an aggregate amount of approximately $4,358,804. Following the adoption of the Second Extension Amendment Proposal, the Company had 3,799,016 Class A ordinary shares, including 3,300,016 Public Shares and 499,000 private placement shares, and 3,737,500 Class B ordinary shares issued and outstanding. Following the approval of the Second Extension Amendment Proposal, the ordinary shares held by the initial shareholders represented 56.2% of the issued and outstanding ordinary shares (including Private Placement Shares).
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corporation (“ListCo”), Aja Merger Sub 1, a Cayman Islands exempted company (“ARYA Merger Sub”), the Company, and Aja Merger Sub 2, Inc., a Delaware corporation (“Company Merger Sub”) entered into the business combination agreement (“Business Combination Agreement”) pursuant to which (i) ARYA Merger Sub will be merged with and into ARYA (the “ARYA Merger”), with ARYA surviving the ARYA Merger as a direct wholly-owned subsidiary of ListCo and (ii) Company Merger Sub will be merged with and into Adagio (the “Adagio Merger” and, together with the ARYA Merger, the “Mergers”), with Adagio surviving the Adagio Merger as a direct wholly-owned subsidiary of ListCo (the “Business Combination”). In connection with the consummation of the Business Combination, ListCo will change its name to “Adagio Medical Holdings, Inc.” (“New Adagio”). The Business Combination closed on July 31, 2024. See Note 17-Subsequent Events. Liquidity and Going Concern The Company has limited revenue and has incurred operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years. As of June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents of $2.0 million and $1.4 million, respectively. For the six months ended June 30, 2024 and 2023, net losses were $13.0 million and $17.2 million, respectively, and net cash used in operating activities was $13.7 million and $12.2 million, respectively. As of June 30, 2024 and December 31, 2023, the Company had an accumulated deficit of $146.7 million and $133.6 million, respectively, and working capital deficit of $55.0 million and $42.0 million, respectively. Management does not believe the Company’s current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company’s ability to continue as a going concern. Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) pursuing a public offering of its common stock or in a business combination (the “SPAC transaction”) with a Special Purpose Acquisition Company (the “SPAC”) to obtain additional capital and align the Company’s long-term operating strategy (refer to the Business Combination in Note 1-Organization and Description of Business for further detail), (ii) negotiate other cash equity or debt financing in the short-term, and (iii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company. On July 31, 2024, the Company announced the closing of its previously announced Business Combination with the Company and ListCo (the “Closing”) (see Note 1). As of July 31, 2024, substantial doubt about our ability to continue as a going concern was alleviated due to the closing of a business combination. Strategic Realignment of Resources and Corporate Restructuring On December 1, 2023, the Company’s management approved a strategic realignment of resources and corporate restructuring (the “RIF”) designed to reallocate capital, conformant to its business focus for the next two years. As part of the RIF, the Company initiated a reduction in its current workforce of 20 employees, representing approximately 19% of the Company’s employees, which was completed on December 15, 2023. In compliance with the Worker Adjustment and Retraining Notification Act, the Company has provided termination notices to affected employees and government authorities if required. The Company made no payment for severance or related benefit costs. The Company made no payment of retention bonuses. 20000001400000-13000000-17200000-13700000-12200000-146700000-133600000550000004200000200.1900 Note 2 - Restatement of Previously Issued Financial Statements The Company has restated the condensed consolidated financial statements as of and for the six months ended June 30, 2024, and the consolidated financial statements as of and for the year ended December 31, 2023. Description of Restatement Error As permitted under ASC 825, Financial Instruments, (“ASC 825”), the Company elected the fair value option to account for the convertible promissory notes. In previously issued financial statements, the Company recorded adjustments to the fair value of these instruments, including related accrued interest in “Convertible notes payable, current” in the liabilities section of the Condensed Consolidated Balance Sheet as of June 30, 2024 with an offsetting entry to “Convertible notes fair value adjustment” in the Condensed Consolidated Statement of Operations and Comprehensive Loss for the six months ended June 30, 2024. However, the Company also separately recorded amounts related to accrued interest on the convertible promissory notes in the “Other accrued liabilities” and “Interest expense” of the Condensed Consolidated Balance Sheet and Condensed Consolidated Statement of Operations and Comprehensive Loss, respectively, effectively duplicating the impact to the liability and expense recording accrued interest related to the convertible promissory notes. As a result, the Company restated the financials by reducing the amount of accrued interest recorded in “Convertible notes payable, current” and “Convertible notes fair value adjustment” to relieve the impact of the duplicated recording. In the restated financials, the change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in “Convertible notes fair value adjustment”, while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss. The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands, except basic and diluted net loss per common share): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Balance Sheet as of June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Convertible notes payables, current </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">50,955</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (2,991) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 47,964 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Total current liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 64,656 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (2,991) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 61,665 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 64,783 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (2,991) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 61,792 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (149,683) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 2,991 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (146,692) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total stockholders' deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(143,497)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,991 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (140,506) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

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0pt;">616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (17,213) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(23.49)</p></td><td 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style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (135,205) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (133,649) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total Stockholders' Deficit Balance, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (133,579) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (132,023) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (14,478) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 1,435 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (13,043) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Accumulated Deficit Balance, June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (149,683) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,991 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (146,692) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Total Stockholders' Deficit Balance, June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (143,497) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">2,991</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (140,506) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#ccceff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(17,824)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (17,208) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#ccceff;margin:0pt;padding:0pt;"> Accumulated Deficit Balance, June 30, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (114,883) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (114,267) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total Stockholders' Deficit Balance, June 30, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td 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Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(14,478) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,435</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (13,043) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payable </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(2,531)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (1,435) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(3,966)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times 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style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (17,824) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">616</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (17,208) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payable </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">3,649</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (616) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 3,033 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Balance Sheet as of March 31, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td 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Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (2,265) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 44,048 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Total current liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 59,287 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (2,265) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 57,022 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Total liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 59,337 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (2,265) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 57,072 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (143,223) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 2,265 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (140,958) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Total stockholders' deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(141,483)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,265 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (139,218) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;">

  </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,673</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 2,382 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 797 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1,506 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (8,018) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (7,309)

</td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (8,015) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (7,306) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(10.28)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 0.91 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (9.37) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(2,361)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (2,034) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (2,622) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (2,295) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (9,276) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (8,949) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (9,280) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (8,953) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(12.25)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 0.43 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (11.82) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(133,649)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(133,579)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(132,023)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Net Loss</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(8,018)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">709</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times 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Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(143,223)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">2,265</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(140,958)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, March 31, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (141,483) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 2,265 </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(139,218)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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Roman','Times','serif';font-size:8pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (106,008) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Total Stockholders' Deficit Balance, March 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(105,049)</p></td><td 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style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payable </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(1,673)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (709) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(2,382)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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Flow for the Three Months Ended March 31, 2023 (Unaudited)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (9,276) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">327</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (8,949) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payable </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">2,361</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (327) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,034 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Balance Sheet as of June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> <span style="font-

size:8pt;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Convertible notes payables, current </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">50,955</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (2,991) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Total current liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 64,656 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (2,991) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 61,665 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 64,783 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (2,991) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 61,792 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"><p

*style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (149,683) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 2,991 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (146,692) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total stockholders' deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(143,497)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,991 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (140,506) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96

Roman','Times','serif';font-size:8pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">2,531</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 1,435 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 3,966 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 996 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1,435 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,431 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (14,478) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 1,435 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (13,043) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (14,473) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1,435 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (13,038) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:8pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(18.56)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 1.84 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (16.72) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96

</tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (4,296) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (3,680) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (17,824) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (17,208) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (17,829) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (17,213) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(23.49)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 0.82 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (22.67) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td>

</tr><tr><td style="vertical-align:bottom;width:60.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders’ Deficit for the Six Months Ended June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(135,205)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (133,649) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Total Stockholders’ Deficit Balance, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (133,579) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1,556 </td><td 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style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">616</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (17,208) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.97%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payable </td><td style="vertical-align:bottom;white-space:nowrap;width:1.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.95%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">3,649</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (616) </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 3,033 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Balance Sheet as of March 31, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-

<td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (143,223) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 2,265 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (140,958) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Total stockholders' deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(141,483)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,265 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (139,218) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,673</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 2,382 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 797 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1,506 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#ccceff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (8,018) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (7,309) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (8,015) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (7,306) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#ccceff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(10.28)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 0.91 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (9.37) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (2,622) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (2,295) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (9,276) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (8,949) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (9,280) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (8,953) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(12.25)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 0.43 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (11.82) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> <span style="font-

size:8pt;visibility:hidden;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated Deficit Balance, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(135,205)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> (133,649) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Total Stockholders' Deficit Balance, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (133,579) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (132,023) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-

align:bottom;width:60.96%;background:#ccceff;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (8,018) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (7,309) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> Accumulated Deficit Balance, March 31, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (143,223) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 2,265 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (140,958) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;background:#ccceff;margin:0pt;padding:0pt;"> Total Stockholders' Deficit Balance, March 31, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(141,483)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 2,265 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> (139,218) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:60.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9

</tr><tr><td style="vertical-align:bottom;width:60.96%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(8,949)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(106,335)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">327</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"> (1,673) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(709)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;text-align:right;margin:0pt;">(9,276)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;background:#ccceff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.96%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.96%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td 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Roman','Times','serif';font-size:8pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.96%;margin:0pt;padding:0pt;">

2,034 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr></table> 50955000-299100064656000-299100061665000647830002991000061792000-149683000299100014669200014350003966000996000143500024310001447800014350001304300014470000143500013038000-18.561.84-16.72-3649000616000-3033000-4296000616000-3680000-17824000616000-17208000-17829000616000-17213000-23.490.82-22.67-135205000155600013364900013357900015560001320230001447800014350001304300014968300029910001466920001434970002991000140506000-17824000616000-17208000-114883000616000-114267000-113492000616000-112876000-1447800014350001304300025310001435000396600099600014350002431000-1447800014350001304300014473000143500013038000-18.561.84-16.72-3649000616000-3033000-4296000616000-3680000-17824000616000-17208000-17829000616000-17213000-23.490.82-22.67-135205000155600013364900013357900015560001320230001447800014350001304300014968300029910001466920001434970002991000140506000-17824000616000-17208000-114883000616000-114267000-113492000616000-112876000-1447800014350001304300025310001435000396600017824000616000-17208000-3649000616000-3033000463130002265000440480005928700022650005702200059337000-22650005707200014322300022650001409580001414830002265000139218000167300070900023820007970007090001506000-8018000709000-7309000-8015000709000-7306000-10.28-10.280.910.91-9.37-9.37-2361000327000-2034000-2622000327000-2295000-9276000327000-8949000-9280000327000-8953000-12.25-12.250.430.43-11.82-11.82-1352050001556000-133649000-1335790001556000-132023000-8018000709000-7309000-14322300022650001409580001414830002265000-139218000-9276000327000-8949000-1063350003270001060080001050490003270001047220008018000709000-7309000016730007090002382000-9276000327000-8949000-2361000327000-2034000 Note 3 — Summary of Significant Accounting Policies Basis of Presentation The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Update (“ASU”) of the Financial Accounting Standards Board (“FASB”). Unaudited Interim Financial Information The accompanying interim condensed consolidated balance sheet as of June 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, the condensed consolidated statements of convertible preferred stock and stockholders’ deficit, and the condensed consolidated statements of cash flows for the six months ended June 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management’s opinion, on a basis consistent with the audited financial statements and reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company’s financial position as of June 30, 2024 and its results of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, and cash flows for the six months ended June 30, 2024 and 2023. The results for the six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024 or any other interim period. Emerging Growth Company Status The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended, (the “Securities Act”), as modified by the Jumpstart our Business Startups Act of 2012 (the “JOBS Act”). Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard. Principles of Consolidation The condensed consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates and Assumptions The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates. Segments Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The Company’s CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. Cash and Cash Equivalents The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company’s cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation (“FDIC”). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company’s financial condition, results of operations and cash flows. Management does not expect any losses on such accounts. Concentrations of Credit Risk and Off-Balance Sheet Risk Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception. As of June 30, 2024, $1.2 million of the Company’s cash was held with Silicon Valley Bank (“SVB”), and exceeded federally insured limits. On March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. On March 12, 2023, the Secretary of the Treasury, the chair of the Federal Reserve Board and the chairman of the FDIC released a joint statement related to the FDIC’s resolution of the Silicon Valley Bank receivership, which provided that all depositors would have access to all their money starting March 13, 2023. As of the issuance date of these financial statements, all cash deposited by the Company with SVB, now a division of First Citizens Bank and Trust Company, has been accessible by the Company.

Revenue Recognition The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge. The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.15pt;padding:0pt;">●</td><td style="padding:0pt;">Step 1: Identify the contract with the customer.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.15pt;padding:0pt;">●</td><td style="padding:0pt;">Step 2: Identify the performance obligations in the contract.</td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 3: Determine the transaction price.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 4: Allocate the transaction price to the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.</td></tr></table> The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables. When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the six months ended June 30, 2024 and 2023. Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product. Other Revenue Considerations Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost. The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days. Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts. The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less. For the six months ended June 30, 2024 and 2023, revenue was generated only from European markets. Inventory Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred. Property and Equipment Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the six months ended June 30, 2024, nor

to the future remaining life of the Consoles. Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations. Concentrations The Company had two suppliers exceed 10.0% of total accounts payable as of June 30, 2024, representing 82.0% of accounts payable. As of December 31, 2023, the Company had three suppliers exceed 10.0% of total accounts payable, representing 71.6% of accounts payable. The Company's five and ten largest suppliers accounted for approximately 45.3% and 55.0%, respectively, of the Company's expenditures for the six months ended June 30, 2024. The Company's five and ten largest suppliers accounted for approximately 29.2% and 37.6%, respectively, of the Company's expenditures for the six months ended June 30, 2023. Impairment of Long-Lived Assets The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the six months ended June 30, 2024 and 2023, the Company determined that there was no impairment of long-lived assets. Foreign Currency Translation and Transactions The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive loss. Leases The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred. The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment. The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment. In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to Note 10—Operating Leases for additional details. The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the six months ended June 30, 2024 and June 30, 2023. Cost of Revenue Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products. Cost of revenue also includes the depreciation expense of Consoles loaned to the customers. Research and Development Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred. Selling, General and Administrative Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs. Accrued Transaction Costs In connection with the Business Combination, the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed as of June 30, 2024, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the condensed consolidated balance sheets. Fair Value Measurements Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;"><span style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:normal;font-

weight:normal;">Level 1—Quoted prices in active markets for identical assets or liabilities.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.</td></tr></table> Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement. Fair Value Option for Convertible Notes As permitted under ASC 825, Financial Instruments ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes"), May 2024 (the "May 2024 Convertible Notes"), and June 2024 (the "June 2024 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4 — Fair Value Measurements for further detail. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss. Recent Accounting Standards The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements. Warrants The Company accounts for certain common stock warrants and pre-funded warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the condensed consolidated balance sheets in accordance with ASC 815, Derivatives and Hedging ("ASC 815"). The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the condensed consolidated balance sheet date. Changes in fair value are recognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See Note 9-Warrants for additional information related to the warrants. Term Loan The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive loss over the contractual term of the loan. See Note 8-Debt for additional information related to the term loan. Convertible Preferred Stock The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring. Stock-Based Compensation The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to Note 13-Stock-Based Compensation. Due to the absence of

an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date. Income Taxes Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. The Company adopted ASU 2019-12, Simplifying the Accounting for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, respectively. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to Note 15-Income Taxes for additional details. Basis of Presentation The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). Unaudited Interim Financial Information The accompanying interim condensed consolidated balance sheet as of June 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, the condensed consolidated statements of convertible preferred stock and stockholders' deficit, and the condensed consolidated statements of cash flows for the six months ended June 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, on a basis consistent with the audited financial statements and reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of June 30, 2024 and its results of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, and cash flows for the six months ended June 30, 2024 and 2023. The results for the six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024 or any other interim period. Emerging Growth Company Status The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act"). Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard. Principles of Consolidation The condensed consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates and Assumptions The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates. Segments Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. 1 Cash and Cash Equivalents The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse

impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts. 2500000100000 Concentrations of Credit Risk and Off-Balance Sheet Risk Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception. As of June 30, 2024, $1.2 million of the Company's cash was held with Silicon Valley Bank ("SVB"), and exceeded federally insured limits. On March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. On March 12, 2023, the Secretary of the Treasury, the chair of the Federal Reserve Board and the chairman of the FDIC released a joint statement related to the FDIC's resolution of the Silicon Valley Bank receivership, which provided that all depositors would have access to all their money starting March 13, 2023. As of the issuance date of these financial statements, all cash deposited by the Company with SVB, now a division of First Citizens Bank and Trust Company, has been accessible by the Company. 1200000 Revenue Recognition The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge. The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.15pt;padding:0pt;">●</td><td style="padding:0pt;">Step 1: Identify the contract with the customer.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.15pt;padding:0pt;">●</td><td style="padding:0pt;">Step 2: Identify the performance obligations in the contract.</td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 3: Determine the transaction price.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 4: Allocate the transaction price to the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.</td></tr></table> The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables. When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the six months ended June 30, 2024 and 2023. Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product. Other Revenue Considerations Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost. The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days. Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts. The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less. For the six months ended June 30, 2024 and 2023, revenue was generated only from European markets. Inventory Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out

("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred. Property and Equipment Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the six months ended June 30, 2024, nor to the future remaining life of the Consoles. Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations. P5YP5Y Concentrations The Company had two suppliers exceed 10.0% of total accounts payable as of June 30, 2024, representing 82.0% of accounts payable. As of December 31, 2023, the Company had three suppliers exceed 10.0% of total accounts payable, representing 71.6% of accounts payable. The Company's five and ten largest suppliers accounted for approximately 45.3% and 55.0%, respectively, of the Company's expenditures for the six months ended June 30, 2024. The Company's five and ten largest suppliers accounted for approximately 29.2% and 37.6%, respectively, of the Company's expenditures for the six months ended June 30, 2023. 20.8230.7165100.4530.555100.2920.376 Impairment of Long-Lived Assets The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the six months ended June 30, 2024 and 2023, the Company determined that there was no impairment of long-lived assets. 00 Foreign Currency Translation and Transactions The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive loss. Leases The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred. The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment. The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment. In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to Note 10—Operating Leases for additional details. The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the six months ended June 30, 2024 and June 30, 2023. Cost of Revenue Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products. Cost of revenue also includes the depreciation expense of Consoles loaned to the customers. Research and Development Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred. Selling, General and Administrative Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative

costs. Accrued Transaction Costs In connection with the Business Combination, the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed as of June 30, 2024, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the condensed consolidated balance sheets. Fair Value Measurements Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1—Quoted prices in active markets for identical assets or liabilities.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.</td></tr></table> Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement. Fair Value Option for Convertible Notes As permitted under ASC 825, Financial Instruments ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes"), May 2024 (the "May 2024 Convertible Notes"), and June 2024 (the "June 2024 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, November 2023 Convertible Notes, February 2024 Convertible Notes, May 2024 Convertible Notes, and June 2024 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4 — Fair Value Measurements for further detail. Recent Accounting Standards The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's unaudited consolidated condensed financial statements. Warrants The Company accounts for certain common stock warrants and pre-funded warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the condensed consolidated balance sheets in accordance with ASC 815, Derivatives and Hedging ("ASC 815"). The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the condensed consolidated balance sheet date. Changes in fair value are recognized as warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See Note 9-Warrants for additional information related to the warrants. Term Loan The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive loss over the contractual term of the loan. See Note 8-Debt for additional information related to the term loan. Convertible Preferred Stock The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). <p

style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring. 7500000067.83 Stock-Based Compensation The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to Note 13-Stock-Based Compensation. Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date. Income Taxes Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. The Company adopted ASU 2019-12, Simplifying the Accounting for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023, respectively. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to Note 15-Income Taxes for additional details. 00000 Note 4 — Fair Value Measurements The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value. Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:bottom;width:46.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-

align:center;margin:0pt 0pt 0.05pt 0pt;">Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> -</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Convertible notes payables</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> - 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space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td 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style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> 353 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:15.06%;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:bottom;width:46.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-

space:nowrap;width:2.74%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> (As Restated) </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Convertible notes payables</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> 36,430 </td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Common stock warrant liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> 78 </td></tr></table> - There were no transfers made among the three levels in the fair value hierarchy for the six months ended June 30, 2024 and for the year ended December 31, 2023. Convertible promissory notes On October 27, 2022, the Company entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to Note 8-Debt for details. On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. As of June 30, 2024, the total of $15.0 million convertible promissory note has been drawn by the Company. Refer to Note 8-Debt for details. On November 28, 2023, the Company issued a $2.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million in additional convertible promissory notes (“Delayed Draw Commitment”). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. As of June 30, 2024, the total of $8.0 million convertible promissory note has been drawn by the Company. Refer to Note 8-Debt for details. On February 13, 2024, the Company issued a $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $7.0 million convertible promissory note has been drawn by the Company. Refer to Note 8-Debt for details. On May 21, 2024, the Company issued a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $3.0 million convertible promissory note has been drawn by the Company. Refer to Note 8-Debt for details. On June 25, 2024, the Company issued a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. As of June 30, 2024, the total of $2.5 million convertible promissory note has been drawn by the Company. Refer to Note 8-Debt for details. The Company measures the October 2022 Convertible Notes, the April 2023 Convertible Notes, the November 2023 Convertible Notes, the February 2024 Convertible Notes, the May 2024 Convertible Notes, and the June 2024 Convertible Notes (collectively, “Convertible Notes”) at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the Convertible Notes related to updated assumptions and estimates were recognized as convertible notes fair value adjustment within the condensed consolidated statements of operations and comprehensive loss. In determining the fair value of the Convertible Notes as of June 30, 2024, the Company applied the probability-weighted expected return method (“PWERM”). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security. The Company calculated the estimated fair value of convertible promissory notes as of June 30, 2024 using the following assumptions: - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> - </td>

</tr><tr><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> Expected </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> Term </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> Risk-Free </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.82%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 38.70 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-

align:bottom;width:51.82%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:51.82%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> February 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 5.50 </td><td 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style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:51.82%;margin:0pt;padding:0pt;"> June 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr></table> The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods ended June 30, 2024 and December 31, 2023, respectively (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (beginning of </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;text-align:center;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> measurement </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (end of </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> period) </td></tr><tr style="height:5.85pt;"><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12,561</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 250</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 12,811 </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 14,757 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-

space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 114 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 14,871</p></td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">November 2023 Convertible Notes</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">9,112</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (4,114)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 7,998 </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> February 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 7,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> (217) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6,783</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">May 2024 Convertible Notes</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 3,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"> June 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-

space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 2,500 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 2,501 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"><p

style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> measurement </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (end of </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (beginning of </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> period) </td></tr><tr><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,061</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td>

<td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 15,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> (243) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">14,757</p></td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">November 2023 Convertible Notes</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">5,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">4,112</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td></tr></table> - Common Stock Warrant Liabilities The Company measured its common stock warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss. The Company calculated the estimated fair value of common stock warrant liabilities as of June 30, 2024, using the following assumptions: - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:top;width:84.71%;background:#cceeff;margin:0pt;padding:0pt;"> Expected Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 115% - 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> Risk Free rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;margin:0pt;padding:0pt;"> 4.3% - 5.4 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:top;width:84.71%;background:#cceeff;margin:0pt;padding:0pt;"> Expected dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;background:#cceeff;margin:0pt;padding:0pt;"> 0.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;margin:0pt;padding:0pt;"> 0.3 - 8.6 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr></table> The following table presents changes in the Level 3 warrant liabilities measured at fair value for the six months ended June 30, 2024 and year ended December 31, 2023, respectively (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:82.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:15.38%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Common Stock
Warrant Liabilities </td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 78</p></td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Additions</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Fair value measurement adjustments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> (14)</p></td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Balance (end of period)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 64 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-

right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:82.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023 </td><td style="vertical-align:bottom;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:15.38%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Common Stock
Warrant Liabilities </td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Additions</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 36</p></td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Fair value measurement adjustments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 42</p></td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (end of year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 78 </td></tr></table> . Pre-funded Warrant Liabilities On June 25, 2024, the Company issued to certain investor the pre-funded warrants to purchase the Company’s Series E Preferred Stock, in exchange of the investor’s existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive loss. As of June 30, 2024, the Company estimated the fair value of Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Adagio common stock. Refer to Note 9 — Warrants for additional information related to the pre-funded warrants. The following tables summarize the Company’s financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:bottom;width:46.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-

space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> .</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p 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0.05pt 0pt;">Convertible notes payables</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-

space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">47,964</p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Common stock warrant liabilities</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p 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style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> 64 </td></tr><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"> Pre-funded warrant liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td 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#000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> <span style="font-size:8pt;font-

weight:bold;visibility:hidden;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.06%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.57%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">—</p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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space:nowrap;width:13.7%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">36,430</p></td></tr><tr><td style="vertical-align:bottom;width:46.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Common stock warrant liabilities</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;">— </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.7%;background:#cceeff;margin:0pt;padding:0pt;"> 78 </td></tr></table>2400047964000640003530002400036430000780000095000000.0850000000.0810000000150000002000000.086000000800 style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;">- <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> Expected </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> Term </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-

space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> Risk-Free </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.82%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 38.70 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:51.82%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:51.82%;margin:0pt;padding:0pt;"> February 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:51.82%;background:#cceeff;margin:0pt;padding:0pt;"> May 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;background:#cceeff;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;background:#cceeff;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:51.82%;margin:0pt;padding:0pt;"> June 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 31.90 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.82%;margin:0pt;padding:0pt;"> 0.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 5.50 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.83%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.83%;margin:0pt;padding:0pt;"> 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr></table> The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods ended June 30, 2024 and December 31, 2023, respectively (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (beginning of </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> measurement </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (end of </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> period) </td></tr><tr style="height:5.85pt;"><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated)

</td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12,561</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 250</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 12,811 </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 14,757 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 114 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 14,871</p></td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">November 2023 Convertible Notes</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,112</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (4,114)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 7,998 </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-

left:7.2pt;text-indent:-7.2pt;margin:0pt;">February 2024 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">7,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">(217)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">6,783</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">May 2024 Convertible Notes</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">3,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">3,000</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">June 2024 Convertible Notes</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">2,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">2,501</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> $</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-size:1pt;visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> Balance </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> measurement </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (end of </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> (beginning of </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;">

</td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> period) </td></tr><tr><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,061</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 15,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> (243) </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:top;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 14,757 </td></tr><tr><td style="vertical-align:bottom;width:48%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 5,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4,112 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:top;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td></tr></table> - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:84.71%;background:#cceeff;margin:0pt;padding:0pt;"> Expected Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 115% - 385 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> Risk Free rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;margin:0pt;padding:0pt;"> 4.3% - 5.4 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:top;width:84.71%;background:#cceeff;margin:0pt;padding:0pt;"> Expected dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;background:#cceeff;margin:0pt;padding:0pt;"> 0.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:top;width:84.71%;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.5%;margin:0pt;padding:0pt;"> 0.3 - 8.6 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> - </td></tr></table>0.3870.040.0553.850.3190.040.0553.850.3190.040.0553.850.3190.040.0553.850.3190.040.0553.850.3190.040.0553.85125610025000012811000147570000-1140001487100091120003000000411400079980007000000217000678300030000003000000250000-10002501000950000-3061000125610001500000024300014757000050000000-411200091120001153854.35.400.38.6 The following table presents changes in the Level 3 warrant liabilities measured at fair value for the six months ended June 30, 2024 and year ended December 31, 2023, respectively (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"> <div

*style="bottom:0pt;position:absolute;width:100%;"> </td></tr><tr><td style="vertical-align:bottom;width:82.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, 2024 (Unaudited) </td><td style="vertical-align:bottom;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:15.38%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Common Stock
Warrant Liabilities </td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 78</p></td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Additions</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Fair value measurement adjustments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> (14)</p></td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Balance (end of period)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 64 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:82.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023 </td><td style="vertical-align:bottom;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:15.38%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Common Stock
Warrant Liabilities </td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;margin:0pt;padding:0pt;"> 36 </td></tr><tr><td style="vertical-align:top;width:82.76%;background:#cceeff;margin:0pt;padding:0pt;"> Fair value measurement adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-*

space:nowrap;width:13.98%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42 </td></tr><tr><td style="vertical-align:top;width:82.76%;margin:0pt;padding:0pt;"> Balance (end of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.4%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.98%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 78 </td></tr></table>78000140006400036000-42000780000.0011.08 Note 5 — Inventory, net Inventory as of June 30, 2024 and December 31, 2023 consists of the following (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Raw materials </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,450</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 2,211 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Work-in-Process </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 469 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 197 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Finished goods </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">1,143</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 914 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Total inventory </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">4,062</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,322 </td></tr></table> - Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.3 million and $62.0 thousand for the six months ended June 30, 2024 and 2023.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">Inventory as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="position:absolute;top:0pt;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">-</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">(Unaudited)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Raw materials</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 2,450 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

*Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,211</p></td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Work-in-Process</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 469</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 197</p></td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Finished goods</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,143</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 914</p></td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total inventory</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,062 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,322 </td></tr>
</table>2450000221100046900019700011430009140004062000332200030000062000 Note 6 — Property and Equipment The Company's property and equipment, net, as of June 30, 2024 and December 31, 2023 consists of the following (in thousands):
<table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New*

Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Consoles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,700</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 1,565 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Other machinery and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 905 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 772 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Leasehold improvements </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 308 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 305 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Tools and molds </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 230 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 221 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Computer equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 190 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 193 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Demo equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 66 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 66 </td></tr><tr><td style="vertical-

align:top;width:70.39%;background:#ccceff;margin:0pt;padding:0pt;"> Furniture and fixtures </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#ccceff;margin:0pt;padding:0pt;"> 49 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#ccceff;margin:0pt;padding:0pt;"> 49 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Construction in process </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 54 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#ccceff;margin:0pt;padding:0pt;"> Vehicles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Total property, plant, and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 3,487 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 3,264 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#ccceff;margin:0pt;padding:0pt;"> Less: accumulated depreciation </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,333) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1,777) </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,154</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 1,487 </td></tr></table> . Depreciation expense was $0.6 million and $0.3 million for the six months ended June 30, 2024 and 2023, respectively. The Company's property and equipment, net, as of June 30, 2024 and December 31, 2023 consists of the following (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-

word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Consoles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,700</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 1,565 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Other machinery and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 905 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 772 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Leasehold improvements </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 308 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 305 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Tools and molds </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">- </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 230 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 221 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Computer equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 190 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 193 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Demo equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 66 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 66 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Furniture and fixtures </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 49 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 49 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Construction in process </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 54 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Vehicles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Total property, plant, and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 3,487 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 3,264 </td></tr>

<tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Less: accumulated depreciation </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,333) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1,777) </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,154</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 1,487 </td></tr>
</table>17000001565000905000772000308000030500023000022100019000019300066000660004900049000540003900039000348760
Note 7 — Accrued Liabilities The following table presents details of accrued liabilities as of June 30, 2024 and December 31, 2023 (in thousands):
<table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;">) </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;">) </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;">) </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Compensation and related expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,467 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,566</p></td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Research and development expenses</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 757</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,191</p></td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Other</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 205</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 291</p></td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total accrued liabilities</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,429 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,048 </td></tr></table> - The following table presents details of accrued liabilities as of June 30, 2024 and December 31, 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> - </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Compensation and related expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,467</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 1,566 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Research and development expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 757 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 1,191 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> Other </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 205 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 291 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> Total accrued liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,429</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,048 </td></tr></table> . 2467000156600075700011910002050002910003429000030480000 Note 8 — Debt Outstanding debt as of June 30, 2024 and December 31, 2023 consists of the following (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> October 2022 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12,811</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 14,871 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 14,757 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 7,998 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> February 2024 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 6,783 </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> May 2024 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 3,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> June 2024 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 2,501 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;white-space:nowrap;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> SVB term loan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 990 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,838 </td></tr><tr><td style="vertical-align:top;white-space:nowrap;width:70.39%;margin:0pt;padding:0pt;"> Total outstanding debt </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 48,954</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 38,268 </td></tr></table> - October 2022 Convertible Notes On October 27, 2022, the Company entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination (the “Transaction”), or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Company in connection with the Transaction. On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). In addition, in the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into shares of the Company’s common stock, when multiplied by the exchange ratio applicable to the Company’s common stock in the Transaction, will entitle the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing (“PIPE Financing”) equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing. In the event of the sale of equity securities in the Company’s next round of equity financing of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes) prior to the maturity date (a “Qualified Financing”), all principal and accrued interest shall be converted into shares or units of the same class or series as are sold in the Qualified Financing. In the event of the sale of equity securities in

the Company's next round of equity financing prior to the maturity date that is not a Qualified Financing ("Non-Qualified Financing"), the notes will automatically convert into shares or units of the same class or series as are sold in such Non-Qualified Financing. For the conversion under both Qualified Financing and Non-Qualified Financing, the per share/unit conversion price for such equity securities shall be the lesser of (i) 75% of the average per share/unit price in such equity financing and (ii) an amount equal to $146.9 million divided by the number of fully diluted common stock (or unit) equivalents at the time of the Qualified Financing or Non-Qualified Financing. In the event that (i) or (ii) applies, the Company may create a sub-series of the preferred security on identical terms to the security issued in the Qualified Financing or Non-Qualified Financing, except that the aggregate liquidation preference of the sub-series will equal the total principal and accrued interest under the notes at the time of conversion. In the event there is no subsequent round of financing, the notes would become due and payable in accordance with the terms of the convertible note agreement. On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below). The total of $9.5 million principal was received by the Company as of December 31, 2022. As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $9.5 million. For the six months ended June 30, 2024 and 2023, the interest expense was $0.4 million and $0.4 million, respectively. April 2023 Convertible Notes On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, the Company issued the additional $10.0 million. On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes. In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In the event that the Company liquidates, the Company shall immediately upon the consummation of the change-of-control transaction or the liquidation event and prior to any payment to the equity holders of the Company, pay to the investor an amount equal to the greater of 120% of the sum of (i) the then-outstanding principal amount and all accrued and unpaid interest hereunder plus (ii) all accrued and unpaid dividends owed to the investor or such amount if all then-outstanding principal amount and any accrued and unpaid interest had be converted into common stock. As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $15.0 million. For the six months ended June 30, 2024 and 2023, the interest expense was $0.5 million and $0.1 million, respectively. November 2023 Convertible Notes On November 28, 2023, the Company issued to Perceptive Life Sciences Master Fund, Ltd. ("Perceptive PIPE Investor") a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million of Delayed Draw Commitment. In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion.

* In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement. As of June 30, 2024 and December 31, 2023, the principal amount outstanding was $8.0 million and $5.0 million, respectively. For the six months ended June 30, 2024, the interest expense was $0.3 million. February 2024 Convertible Notes On February 13, 2024, the Company issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. In the event of the consummation of the Transaction, effective upon the closing of the Transaction, the February 2024 Convertible Notes will automatically be cancelled (or transferred to New Adagio) in connection with the issuance of New Adagio Convertible Notes (as defined below) to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among New Adagio, ARYA, the Company and Perceptive PIPE Investor. Any interest accrued on the principal amount will be forfeited in connection with a cancellation (or transfer of the February 2024 Convertible Notes to New Adagio). Upon termination of the Transaction and prior to a Qualified Financing (as defined below), all of the then-outstanding principal amount of this note and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes, the April 2023 Convertible Notes, the November 2023 Convertible Notes, and the February 2024 Convertible Notes) (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. As of June 30, 2024, the principal amount outstanding was $7.0 million. For the six months ended June 30, 2024, the interest expense was $0.2 million. In connection with the Business Combination, certain investors entered a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo will issue on the closing date to the certain investors ("Convert Investors") $20.0 million of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio common stock, and warrants (the "Convert Warrants"), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the "Base Convert Financing"). The New Adagio Convertible Notes will have a maturity of three years and nine months after the closing and interest will be payable in cash or compound as additional principal outstanding. On the closing date, the February 2024 Convertible Notes will convert into New Adagio Convertible Notes and Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing Note held by the Perceptive PIPE Investor into New Adagio Convertible Notes and Convert Warrants and purchase of New Adagio Convertible Notes and Convert Warrants by the other Convert Investors in the Base Convert Financing, the "Convertible Security Financing"). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may request that on the closing date the February 2024 Convertible Notes is repaid with the funds raised in connection with such Additional Financing instead of such 2024 Bridge Financing Note converting into New Adagio Convertible Notes and Convert Warrants. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination. May 2024 Convertible Notes On May 21, 2024, the Company issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and*

accrued and unpaid interest under this note at the time of conversion. As of June 30, 2024, the principal amount outstanding was $3.0 million. For the six months ended June 30, 2024, the interest expense was $26.3 thousand. June 2024 Convertible Notes On June 25, 2024, the Company issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. As of June 30, 2024, the principal amount outstanding was $2.5 million. For the six months ended June 30, 2024, the interest expense was $2.7 thousand. SVB Term Loan On February 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"). The loans mature on January 1, 2025 and the Company must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%). In connection with the issuance of the SVB Term Loan, the Company issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of the Company ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i) the intent for the sale of all capital stock of the Company, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of the Company's capital stock. The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA. As of June 30, 2024, the subsequent term loan advance of $2.0 million had not been drawn. As of June 30, 2024 and December 31, 2023, the outstanding principal of SVB Term Loan is $1.0 million and $1.9 million, respectively; and the unamortized debt discount is $9.7 thousand and $19.4 thousand, respectively. For the six months ended June 30, 2024 and 2023, the interest expense was $78.3 thousand and $0.1 million, respectively. Outstanding debt as of June 30, 2024 and December 31, 2023 consists of the following (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> June 30, 2024 </td><td

style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.93%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> October 2022 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12,811</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 14,871 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 14,757 </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"> 7,998 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> February 2024 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 6,783 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> May 2024 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:70.39%;margin:0pt;padding:0pt;"> June 2024 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;margin:0pt;padding:0pt;"> 2,501 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;white-space:nowrap;width:70.39%;background:#cceeff;margin:0pt;padding:0pt;"> SVB term loan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:9.76%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 990 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,838 </td></tr><tr><td style="vertical-align:top;white-space:nowrap;width:70.39%;margin:0pt;padding:0pt;"> Total outstanding debt </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;white-space:nowrap;width:9.76%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 48,954</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:top;white-space:nowrap;width:13.59%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 38,268 </td></tr>
</table>128110001256100014871000147570007998000911200067830003000000250100099000018380004895400038268000950000 Note 9 — Warrants SVB Common Stock Warrant On February 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively “SVB Warrants”). As of June 30, 2024, the Additional Warrants had not been distributed. All the Additional Warrants were distributed as of June 30, 2023. The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033. Pre-funded Warrants On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to Note 12 — Mezzanine Equity and Stockholders’ Deficit), the Company issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investor’s existing holding of 207,902 shares of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise. 32720163607.9720790220790220790020.001 Note 10 — Operating Leases The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to Note 16 — Related Party Transactions) under its operating leases. The leases have expirations ranging from July 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option. As of June 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of June 30, 2024 and December 31, 2023. The following table summarizes quantitative information of the Company’s operating leases for the six months ended June 30, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:71.64%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:71.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:71.64%;background:#cceeff;margin:0pt;padding:0pt;"> Operating cash flows paid for operating leases </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 92</p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;background:#cceeff;margin:0pt;padding:0pt;"> 88 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:71.64%;margin:0pt;padding:0pt;"> Weighted average remaining lease term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;margin:0pt;padding:0pt;"> 1.8 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;margin:0pt;padding:0pt;"> 1.9 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;white-space:nowrap;width:71.64%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table> Operating lease cost was $0.1 million and $0.1 million for the six months ended June 30, 2024 and 2023, respectively. The Company did not incur any variable lease cost for the six months ended June 30, 2024 and 2023. The following table presents the future minimum payments under the non-cancelable operating leases as of June 30, 2024 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td

style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:86.94%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ending June 30 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:86.94%;background:#cceeff;margin:0pt;padding:0pt;"> Six months ending December 31, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79</p></td></tr><tr><td style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Year ending December 31, 2025</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 154</p></td></tr><tr><td style="vertical-align:top;width:86.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Year ending December 31, 2026</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 48</p></td></tr><tr><td style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total undiscounted future cash flows</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 281</p></td></tr><tr><td style="vertical-align:top;width:86.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Less: imputed interest</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (18)</p></td></tr><tr><td style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total operating lease liability</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 263 </td></tr></table> trueP3Y The following table summarizes quantitative information of the Company’s operating leases for the six months ended June 30, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:71.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:71.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:71.64%;background:#cceeff;margin:0pt;padding:0pt;"> Operating cash flows paid for operating leases </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 92</p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;background:#cceeff;margin:0pt;padding:0pt;"> 88 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:71.64%;margin:0pt;padding:0pt;"> Weighted average remaining lease term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;margin:0pt;padding:0pt;"> 1.8 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;margin:0pt;padding:0pt;"> 1.9 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;white-space:nowrap;width:71.64%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.51%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.65%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table>92000088000P1Y9M18DP1Y10M24D0.080.081000000100000000 The following table presents the future minimum payments under the non-cancelable operating leases as of June 30, 2024 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:86.94%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Six months ending June 30 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:top;width:86.94%;background:#cceeff;margin:0pt;padding:0pt;"> Six months ending December 31, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79</p></td></tr><tr><td style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Year ending December 31, 2025</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 154</p></td></tr><tr><td style="vertical-align:top;width:86.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Year ending December 31, 2026</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 48</p></td></tr><tr><td style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total undiscounted future cash flows</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 281</p></td></tr><tr><td style="vertical-align:top;width:86.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Less: imputed interest</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (18)</p></td></tr><tr><td style="vertical-align:top;width:86.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total operating lease liability</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 263 </td></tr></table> . 79000154000480002810001800026300 Note 11 — Commitments and Contingencies Litigation The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any. Note 12 — Mezzanine Equity and Stockholders' Deficit Authorized Shares The Company's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of June 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below. Convertible Preferred Stock The Company classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of the Company. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in November 2020, are not entirely within the Company's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. The Company records the issuance of preferred stock at the issuance price less related issuance costs. The Company has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period. During the six months ended June 30, 2024, the Company executed the following transactions: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for <span style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-

style:normal;font-weight:normal;">207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See Note 9 — Warrants for additional information regarding the pre-funded warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued pre-funded warrants is recorded in additional paid-in capital. </td></tr></table> There were no preferred stock transactions during the year ended December 31, 2023. The following table summarizes information related to issuance of the Company's preferred stock as of June 30, 2024 (in thousands, except share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Common </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Issued and </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;margin:0pt;padding:0pt;"> Carrying </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> Conversion </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Equivalent </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.87%;margin:0pt;padding:0pt;"> Liquidation </td></tr><tr><td style="vertical-align:top;width:40.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preferred Stock Class </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Authorized </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value⁽¹⁾ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.95%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Price Per Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preference </td></tr><tr><td style="vertical-align:top;width:40.96%;background:#cceeff;margin:0pt;padding:0pt;"> Series A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;background:#cceeff;margin:0pt;padding:0pt;"> 9.23 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;background:#cceeff;margin:0pt;padding:0pt;"> 2,500 </td></tr><tr><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> Series B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 10,626 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> 13.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;margin:0pt;padding:0pt;"> 10,637 </td></tr><tr><td style="vertical-align:top;width:40.96%;background:#cceeff;margin:0pt;padding:0pt;"> Series C </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;margin:0pt;padding:0pt;"> 15,988 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;background:#cceeff;margin:0pt;padding:0pt;"> 16.30 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;background:#cceeff;margin:0pt;padding:0pt;"> 16,000 </td></tr><tr><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> Series D </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 19,990 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> 20.16 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;margin:0pt;padding:0pt;"> 20,000 </td></tr><tr><td style="vertical-align:top;width:40.96%;background:#cceeff;margin:0pt;padding:0pt;"> Series E </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,671,798 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 37,679 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;background:#cceeff;margin:0pt;padding:0pt;"> 22.61 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,671,798 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 37,799 </td></tr><tr><td style="vertical-align:top;width:40.96%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,732,044 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 86,783</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4,732,044</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.93%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 86,936 </td></tr></table> <table style="border-collapse:collapse;border:0;"><tr><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> (1) </td><td style="padding:0pt;"> The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs. </td></tr></table> The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (in thousands, except share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td

style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Common </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Issued and </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;margin:0pt;padding:0pt;"> Carrying </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> Conversion </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Equivalent </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.88%;margin:0pt;padding:0pt;"> Liquidation </td></tr><tr><td style="vertical-align:top;width:40.95%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preferred Stock Class </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> <span style="font-size:8pt;font-

weight:bold;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Authorized </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value⁽¹⁾ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.95%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Price Per Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.88%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preference </td></tr><tr><td style="vertical-align:top;width:40.95%;background:#cceeff;margin:0pt;padding:0pt;"> Series A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 2,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;background:#cceeff;margin:0pt;padding:0pt;"> 9.23 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;background:#cceeff;margin:0pt;padding:0pt;"> 2,500 </td></tr><tr><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> Series B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 10,626 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> 13.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-

align:right;margin:0pt 3pt 0.05pt 0pt;"> 10,637 </td></tr><tr><td style="vertical-align:top;width:40.95%;background:#cceeff;margin:0pt;padding:0pt;"> Series C </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;margin:0pt;padding:0pt;"> 15,988 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;background:#cceeff;margin:0pt;padding:0pt;"> 16.30 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;background:#cceeff;margin:0pt;padding:0pt;"> 16,000 </td></tr><tr><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> Series D </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 19,990 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"> 20.16 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;margin:0pt;padding:0pt;"> 20,000 </td></tr><tr><td style="vertical-align:top;width:40.95%;background:#cceeff;margin:0pt;padding:0pt;"> Series E </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,365 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;background:#cceeff;margin:0pt;padding:0pt;"> 22.61 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td

style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,500 </td></tr><tr><td style="vertical-align:top;width:40.95%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 91,469</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 4,939,946</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.94%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 91,637 </td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">(1)</td><td style="padding:0pt;">The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.</td></tr></table> The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below: Preferred Stock – Dividends Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative. In the event that the dividend amount declared by the Board of Directors of the Company is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis. No dividends on preferred stock or common stock have been declared by the Board of Directors as of June 30, 2024 and December 31, 2023. Liquidation Preference In the event of liquidation of the Company, including a merger, acquisition, or sale of all or substantially all the assets of the Company, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of the Company to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder. If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares. Voting Rights So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of the Company. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis. On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock. Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number. Conversion Rights Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional

consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). Protective Provisions So long as there are at least 1,000,000 shares of preferred stock outstanding, the Company shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of the Company. So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the Company shall not directly or indirectly (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of the Company in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock. Common Stock Each share of common stock is entitled to one vote. Common stock reserved for future issuance consisted of the following as of June 30, 2024 and December 31, 2023: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.25%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;background:#cceeff;margin:0pt;padding:0pt;"> 4,732,044 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> Stock options issued and outstanding under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;margin:0pt;padding:0pt;"> 742,409 </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> 747,001 </td></tr><tr><td style="vertical-align:top;width:70.25%;background:#cceeff;margin:0pt;padding:0pt;"> Common shares available for future grant under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 31,604 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 27,012 </td></tr><tr><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> Common stock reserved for future issuance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,506,057 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,713,959 </td></tr></table> 0.001115348926594946493994620790220790227085627085627085625000009.2327085625000008157308157308157301062606 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.25%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;background:#cceeff;margin:0pt;padding:0pt;"> 4,732,044 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:top;width:70.25%;margin:0pt;padding:0pt;"> Stock options issued and outstanding under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.07%;margin:0pt;padding:0pt;"> 742,409 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> 747,001 </td></tr><tr><td style="vertical-align:top;width:70.25%;background:#cceeff;margin:0pt;padding:0pt;"> Common shares available for future grant under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

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The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022. 2022 Stock Incentive Plan In April 2022, the Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the “2022 Plan”), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the “Stock Incentive Plan”). The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of the Company. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial. The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As the Company lacks company-specific historical and implied volatility information required for valuation, the Company estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the “simplified method” provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the “simplified method,” or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as the Company has never paid nor does it expect to pay any cash dividend in the near future. The following table summarizes stock option activity during the six months ended June 30, 2024: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-

wrap:break-word;position:relative;"> </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> <span style="font-size:8pt;font-

style:italic;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Exercise </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Life (in </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Value </td></tr><tr><td style="vertical-align:top;width:56.85%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:top;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.17</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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</td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (4,592) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4.76 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 742,409 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.18</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.95</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4 </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> Vested and expected to vest, June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 723,710 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.20</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.92</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4 </td></tr><tr><td style="vertical-align:top;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Vested and exercisable, June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 537,222 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.45</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.47</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4 </td></tr></table> . There were no stock options exercised during the six months ended June 30, 2024. Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity. The fair value of awards vested was $0.2 million during the six months ended June 30, 2024. As of June 30, 2024, the total unrecognized compensation related to unvested stock option awards granted was $0.4 million, which the Company expects to recognize over a weighted-average period of approximately 2.0 years. Total Stock-Based Compensation The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-

align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Selling, general, and administration </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 192</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> 176 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Research and development </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 29 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 28 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total stock-based compensation </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 221</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 204 </td></tr></table> 12550002038552P4YP10Y0 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td

style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Exercise </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Life (in </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Value </td></tr><tr><td style="vertical-align:top;width:56.85%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:top;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.17</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 7.45</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 72 </td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"> Forfeited </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (4,592) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4.76 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">— </p></td></tr><tr><td style="vertical-align:top;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Outstanding, June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 742,409</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.18</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.95</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4</p></td></tr><tr><td style="vertical-align:top;width:56.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Vested and expected to vest, June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 723,710</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.20</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.92</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4</p></td></tr><tr><td style="vertical-align:top;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Vested and exercisable, June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 537,222</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.45</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.47</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4 </td></tr>
</table>7470016.17P7Y5M12D7200045924.767424096.18P6Y11M12D40007237106.2P6Y11M1D40005372226.45P6Y5M19D4000020(
style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> <div

style="bottom:0pt;position:absolute;width:100%;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Selling, general, and administration </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 192</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> 176 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Research and development </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 29 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 28 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total stock-based compensation </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 221</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 204 </td></tr></table> 192000176000290002800022100020400 0 Note 14 — Net Loss Per Common Share Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same. The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except share and per share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-

align:top;width:70.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.48%;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:top;width:70.61%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:top;width:70.61%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.61%;margin:0pt;padding:0pt;"> Net loss attributable to common stockholders </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (13,043)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;margin:0pt;padding:0pt;"> (17,208) </td></tr><tr><td style="vertical-align:top;width:70.61%;background:#cceeff;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.61%;margin:0pt;padding:0pt;"> Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;margin:0pt;padding:0pt;"> 779,908 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;margin:0pt;padding:0pt;"> 758,942 </td></tr><tr><td style="vertical-align:top;width:70.61%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss per share attributable to common stockholders - basic and diluted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (16.72)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;background:#cceeff;margin:0pt;padding:0pt;"> (22.67) </td></tr></table> . The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive: . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:71.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.17%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:71.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.19%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:71.11%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.19%;background:#cceeff;margin:0pt;padding:0pt;"> 4,732,044 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.17%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:bottom;width:71.11%;margin:0pt;padding:0pt;"> Stock options </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.19%;margin:0pt;padding:0pt;"> 742,409 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.17%;margin:0pt;padding:0pt;"> 712,946 </td></tr><tr><td style="vertical-align:bottom;width:71.11%;background:#cceeff;margin:0pt;padding:0pt;"> Common stock warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.19%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 49,080 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.17%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 49,080 </td></tr><tr><td style="vertical-align:bottom;width:71.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.19%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ 5,523,533 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.17%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ 5,701,972 </td></tr></table> The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except share and per share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:70.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:top;width:70.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.48%;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:top;width:70.61%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:top;width:70.61%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:70.61%;margin:0pt;padding:0pt;"> Net loss attributable to common stockholders </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">(13,043)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.31%;margin:0pt;padding:0pt;"> (17,208) </td></tr><tr><td style="vertical-align:top;width:70.61%;background:#cceeff;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

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Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the six months ended June 30, 2024, there was no material change from fiscal year ended December 31, 2023 in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years. For the six months ended June 30, 2024, the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation, fair value adjustments for convertible notes and warrant liabilities, and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss. For the six months ended June 30, 2023, the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss. The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open. 00 Note 16 — Related Party Transactions Shared Services Agreement During the six months ended June 30, 2024 and 2023, the Company incurred $0.8 million and $0.6 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive loss. Laguna Hills Sublease In addition to the Shared Services Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired. During the six months ended June 30, 2024 and 2023, the Company incurred $25.5 thousand and $50.9 thousand of lease expense, respectively, under the sub-lease agreement. Refer to Note 10 — Operating Leases for further detail. October 2022 Convertible Notes On October 27, 2022, the Company issued a $0.5 million convertible promissory note to Fjordinvest, LLC ("Fjordinvest"), a company owned and operated by the Company's CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to Note 8 — Debt for additional information regarding the October 2022 Convertible Notes. 8000006000004992255005090050000 Note 17 — Subsequent Events The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date up to August 14, 2024, the date the condensed consolidated financial statements are available to be issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements. July 2024 Convertible Notes On July 23, 2024, the Company issued a $1.0 million convertible promissory note ("July 2024 Convertible Notes") to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Effective upon the closing of the Transaction, the July 2024 Convertible Notes was automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. Consummation of Business Combination On July 31, 2024, the Company announced the closing of its previously announced Business Combination with ARYA and ListCo. Upon the closing of the merger, ListCo changed its name to "Adagio Medical Holdings, Inc." The common stock of New Adagio began trading on August 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, ARYA and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding, Inc. In conversion of the Company's certain liabilities and equity outstanding prior to the closing of the merger: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:9.5pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">a)</td><td style="padding:0pt;">each common stock warrant of Adagio (other than the

pre-funded warrants for Series E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:9.5pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">b)</td><td style="padding:0pt;">all issued and outstanding October 2022 Convertible Notes including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such October 2022 Convertible Notes, and October 2022 Convertible Notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:9.5pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">c)</td><td style="padding:0pt;">all issued and outstanding April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 Convertible Notes including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:9.5pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">d)</td><td style="padding:0pt;">each share of preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:9.5pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">e)</td><td style="padding:0pt;">all issued and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded warrants for Series E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio common stock based on the exchange ratio set forth in the Business Combination Agreement;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:9.5pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">f)</td><td style="padding:0pt;">each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an "In-the-Money Adagio Option") are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto;</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:9.5pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">g)</td><td style="padding:0pt;">outstanding SVB Term Loan is paid off by Adagio prior to the Closing; and</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">h)</td><td style="padding:0pt;">$7,000,000 of February 2024 Convertible Notes is converted into New Adagio convertible notes and convert warrants.</td></tr></table> In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in ARYA's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYA's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor. The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination. . 10000000.080.0017000000842000002950000070000001383000554700071000332200036700023200029100017700052700051850000133649000-97059000-132023000-958770006825000869700030000018900013060008750001539900017855000115370005372000282420000241020000-279420000-239130006930000420001659000137000300039000-20000338000-8648000240000-36590000-23673000-11000240000-36601000-23649000-48.16-48.16-31.5-31.575981475981475156875156849399469146900074519310007630000-733860004000-726180002400024000109672500025000365000365000-23673000-23673000493994691469000756160100011530000-97059000028000-95877000-11000-110002374813000130004420004420000-36590000-365900004939946914690007799081000160800013364900017000-132023000-36590000-236730005320004950001590001470004420003650002500076000160003000069300004200070000-330002976000-35000-41000032000028210004360008860001570004440001435000137000-161000-146000-2000-25652000-224120003330004920002000700010000-340000-500000180002500020000000950000030000001143000218750009525000-4700081000-4164000-133060005547000188530001383000554700020800036000 ADAGIO MEDICAL, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Note 1 — Organization and Description of Business Adagio Medical, Inc. and its wholly-owned subsidiary (the "Company") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. The Company received CE Marking in Europe for its iCLAS™

*Cryoablation System in June 2020 and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so. The Company was incorporated in the state of Delaware on January 18, 2011, and is headquartered in Laguna Hills, California. Adagio Medical GmbH was formed in March 2020 and is a wholly-owned subsidiary that provides direct sales, distribution, marketing services, and clinical trial management in Europe. Liquidity and Going Concern The Company has limited revenue and has incurred operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years. As of December 31, 2023 and 2022, the Company had cash and cash equivalents of $1.4 million and $5.5 million, respectively. For the years ended December 31, 2023 and 2022, net losses were $36.6 million and $23.7 million, respectively, and net cash used in operating activities was $25.7 million and $22.4 million, respectively. As of December 31, 2023 and 2022, the Company had an accumulated deficit of $133.6 million and $97.1 million, respectively, and working capital deficit of $42.0 million and $6.2 million, respectively. Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern. Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) pursuing a public offering of its common stock or in a business combination (the "SPAC transaction") with a Special Purpose Acquisition Company (the "SPAC") to obtain additional capital and align the Company's long-term operating strategy (refer to Note 18 — Subsequent Events for further detail), (ii) negotiate other cash equity or debt financing in the short-term, and (iii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company. If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business. Strategic Realignment of Resources and Corporate Restructuring On December 1, 2023, the Company's management approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years. As part of the RIF, the Company initiated a reduction in its current workforce of 20 employees, representing approximately 19% of the Company's employees, which was completed on December 15, 2023. In compliance with the Worker Adjustment and Retraining Notification Act, the Company has provided termination notices to affected employees and government authorities if required. The Company made no payment for severance or related benefit costs. The Company made no payment of retention bonuses. *
140000005500000-36600000-23700000-25700000-22400000-133600000-971000004200000006200000200.1900
* Note 2 - Restatement of Previously Issued Financial Statements The Company has restated the consolidated financial statements as of and for the year ended December 31, 2023. This error does not impact the consolidated financial statements as of and for the year ended December 31, 2022. Description of Restatement Error As permitted under ASC 825, Financial Instruments, ("ASC 825"), the Company elected the fair value option to account for the convertible promissory notes. In previously issued financial statements, the Company recorded adjustments to the fair value of these instruments, including related accrued interest in "Convertible notes payables, current" in the liabilities section of the Consolidated Balance Sheet as of December 31, 2023 with an offsetting entry to "Convertible notes fair value adjustment" in the Consolidated Statement of Operations and Comprehensive Loss. However, the Company also separately recorded amounts relating to accrued interest on convertible promissory notes in the "Other accrued liabilities" and "Interest expense" accounts in the Consolidated Balance Sheet and Consolidated Statement of Operations and Comprehensive Loss, respectively, effectively duplicating the impact to the liability and expense in recording accrued interest relating to the convertible promissory notes. As a result, the Company restated the financials by reducing the amount of accrued interest recorded in "Convertible notes payables, current" and "Convertible notes fair value adjustment" to relieve the impact of this duplicate recording. In the restated financials, the change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss. The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands), except basic and diluted net loss per common share): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New*

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr style="height:6.5pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr style="height:6.5pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Consolidated Balance Sheet as of December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Convertible notes payables, current </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">37,986</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,556) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-

height:1.27;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">36,430</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total current liabilities</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">48,732</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(1,556)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">47,176</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total liabilities</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">48,935</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(1,556)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">47,379</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated deficit</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(133,649)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total stockholders' deficit</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (133,579) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (132,023) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Consolidated Statement of Operations and Comprehensive Loss for the Year Ended December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(8,486)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (6,930) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (10,204) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (8,648) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (38,146) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (36,590) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (38,157) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (36,601) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(50.20)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 2.05 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (48.15) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td>

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style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(38,146)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(36,590)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated Deficit Balance, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(135,205)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(133,649)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (133,579) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(132,023)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Consolidated Statement of Cash Flow for the Year Ended December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Net Loss</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (38,146) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (36,590) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payables </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">8,486</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,556) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 6,930 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr></table> Refer to Note 17 - Restatement of Quarterly Financial Information (Unaudited) for the restated unaudited interim financial information for the quarterly periods ended September 30, 2023, June 30, 2023, and March 31, 2023. The following tables summarizes the restatement adjustment on each financial statement line item affected by the restatement as of the dates, and for the periods, indicated (USD in thousands), except basic and diluted net loss per common share): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr style="height:6.5pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr style="height:6.5pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">Consolidated Balance Sheet as of December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Convertible notes payables, current </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">37,986</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,556) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 36,430 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Total current liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> 48,732 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> (1,556) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> 47,176 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 48,935 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,556) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 47,379 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (135,205) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (133,649) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total stockholders' deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(133,579)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (132,023) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Consolidated Statement of Operations and Comprehensive Loss for the Year Ended December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-

height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(8,486)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (6,930) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (10,204) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (8,648) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> (38,146) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (36,590) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (38,157) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-

height:1.27;text-align:right;margin:0pt;">(36,601) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(50.20)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 2.05 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;text-align:right;margin:0pt;">(48.15)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Net Loss</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (38,146) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(36,590)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated Deficit Balance, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(135,205)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(133,649)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (133,579) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,556</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (132,023) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td 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<td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(38,146)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,556 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(36,590)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Change in fair value of convertible notes payables</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 8,486 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;text-align:right;margin:0pt;">(1,556)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 6,930 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr></table>37986000-155600036430000048732000-155600047176000048935000-155600047379000-13520500015560000-133649000-13357900015560000-132023000-84860001556000-6930000-102040001556000-8648000-38146000155600000-36590000-38157000155600000-36601000-50.22.05-38146000155600000-36590000-13520500015560000-133649000-13357900015560000-132023000-38146000155600000-36590000-84860001556000-6930000 Note 3 — Summary of Significant Accounting Policies Basis of Presentation The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Update (“ASU”) of the Financial Accounting Standards Board (“FASB”). Emerging Growth Company Status The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended, (the “Securities Act”), as modified by the Jumpstart our Business Startups Act of 2012 (the “JOBS Act”). Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard. Principles of Consolidation The consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates and Assumptions The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates. Segments Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing

performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. Cash and Cash Equivalents The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed FDIC insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts. Concentrations of Credit Risk and Off-Balance Sheet Risk Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception. On March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which immediately appointed the FDIC as receiver. SVB held $0.5 million of the Company's cash and cash equivalents as of December 31, 2023. The Company's full exposure was ultimately covered by the FDIC and no loss was incurred. Revenue Recognition The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge. The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 1: Identify the contract with the customer.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 2: Identify the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 3: Determine the transaction price.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 4: Allocate the transaction price to the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.</td></tr></table> The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables. When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the years ended December 31, 2023 and 2022. Revenue from sales to customers of the Consumables is classified as revenue in the Company's consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product. Other Revenue Considerations Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost. The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days. Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts. The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will

be one year or less. For the years ended December 31, 2023 and 2022, revenue was generated only from European markets. Inventory Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research & development activities are expensed when incurred. Property and Equipment Property and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles have a five-year useful life. Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations. Concentrations The Company had three suppliers exceed 10.0% of total accounts payable as of December 31, 2023, representing 71.6% of accounts payable. As of December 31, 2022, the Company had one supplier exceed 10.0% of total accounts payable, representing 17.1% of accounts payable. The Company's five and ten largest suppliers accounted for approximately 45.0% and 54.3%, respectively, of the Company's expenditures for the year ended December 31, 2023. The Company's five and ten largest suppliers accounted for approximately 23.0% and 31.8%, respectively, of the Company's expenditures for the year ended December 31, 2022. Impairment of Long-Lived Assets The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the years ended December 31, 2023 and 2022, the Company determined that there was no impairment of long-lived assets. Foreign Currency Translation and Transactions The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the consolidated balance sheets and foreign currency translation adjustment in the consolidated statements of operations and comprehensive loss. Leases The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred. The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment. The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment. In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to Note 10—Operating Leases for additional details. The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the years ended December 31, 2023 and 2022. Cost of Revenue Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products. Cost of revenue also includes the depreciation expense of Consoles loaned to the customers. Research and Development Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred. Selling, General and Administrative Selling, general and administrative consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company

expenses all selling, general, and administrative costs as incurred. Accrued Transaction Costs In connection with the expected Transaction (as defined in Note 8 — Debt), the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which was incurred and expensed as of December 31, 2023, but not yet paid. The accrued expenses are recorded in accrued transaction costs on the consolidated balance sheets. Fair Value Measurements Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1—Quoted prices in active markets for identical assets or liabilities.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.</td></tr></table> Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement. Fair Value Option for Convertible Notes As permitted under ASC 825, the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), and November 2023 (the "November 2023 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4 — Fair Value Measurements for further detail. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss. Warrants The Company accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the consolidated balance sheets in accordance with ASC 815, Derivatives and Hedging ("ASC 815"). The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Changes in fair value are recognized as warrant liabilities fair value adjustment in the consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See Note 9 — Warrants for additional information related to the warrants. Term Loan The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. See Note 8 — Debt for additional information related to the term loan. Convertible Preferred Stock The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring. Stock-Based Compensation <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt

12pt 0pt;">The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to Note 13 — Stock-Based Compensation. Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date. Income Taxes Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. The Company adopted ASU 2019-12, Simplifying the Accounting for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its consolidated balance sheets and has not recognized interest and/or penalties in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2023 and 2022, respectively. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to Note 15 — Income Taxes for additional details. Recently Adopted Accounting Pronouncements In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326) ("ASU l2016-13"). ASU 2016-13 sets forth a "current expected credit loss" model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost, available-for-sale debt securities and applies to certain off-balance sheet credit exposures. ASU 2016-13 is effective for smaller reporting companies in 2023. The Company adopted the guidance on January 1, 2023, with no material impact on the consolidated financial statements. Basis of Presentation The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). Emerging Growth Company Status The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act"). Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard. Principles of Consolidation The consolidated financial statements include the accounts of Adagio Medical, Inc. and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates and Assumptions The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates. Segments Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. 1 Cash and Cash Equivalents The Company

considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed FDIC insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts. 250000100000 Concentrations of Credit Risk and Off-Balance Sheet Risk Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception. On March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which immediately appointed the FDIC as receiver. SVB held $0.5 million of the Company's cash and cash equivalents as of December 31, 2023. The Company's full exposure was ultimately covered by the FDIC and no loss was incurred. 500000 Revenue Recognition The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge. The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 1: Identify the contract with the customer.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 2: Identify the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 3: Determine the transaction price.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 4: Allocate the transaction price to the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.</td></tr></table> The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables. When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the years ended December 31, 2023 and 2022. Revenue from sales to customers of the Consumables is classified as revenue in the Company's consolidated statements of operations and comprehensive loss. The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product. Other Revenue Considerations Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost. The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days. Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts. The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less. For the years ended December 31, 2023 and 2022, revenue was generated only from European markets. Inventory Inventory consists of raw materials, work-in-process, and finished products and is valued at

the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research & development activities are expensed when incurred. Property and Equipment Property and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles have a five-year useful life. Property and equipment includes equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations. P5YP5Y Concentrations The Company had three suppliers exceed 10.0% of total accounts payable as of December 31, 2023, representing 71.6% of accounts payable. As of December 31, 2022, the Company had one supplier exceed 10.0% of total accounts payable, representing 17.1% of accounts payable. The Company's five and ten largest suppliers accounted for approximately 45.0% and 54.3%, respectively, of the Company's expenditures for the year ended December 31, 2023. The Company's five and ten largest suppliers accounted for approximately 23.0% and 31.8%, respectively, of the Company's expenditures for the year ended December 31, 2022. 30.71610.1715100.450.5435100.230.318 Impairment of Long-Lived Assets The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the years ended December 31, 2023 and 2022, the Company determined that there was no impairment of long-lived assets. 0 Foreign Currency Translation and Transactions The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the consolidated balance sheets and foreign currency translation adjustment in the consolidated statements of operations and comprehensive loss. Leases The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred. The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment. The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment. In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of 12 months from the initial recognition provisions of ASC 842. Refer to Note 10—Operating Leases for additional details. The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the years ended December 31, 2023 and 2022. Cost of Revenue Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products. Cost of revenue also includes the depreciation expense of Consoles loaned to the customers. Research and Development Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred. Selling, General and Administrative Selling, general and administrative consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. Accrued Transaction Costs In connection with the expected Transaction (as defined in Note 8 — Debt), the Company accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which was incurred and expensed as of December 31, 2023, but

*not yet paid. The accrued expenses are recorded in accrued transaction costs on the consolidated balance sheets. Fair Value Measurements Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1—Quoted prices in active markets for identical assets or liabilities.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2—Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:20.25pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3—Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.</td></tr></table> Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement. Fair Value Option for Convertible Notes As permitted under ASC 825, the Company elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), and November 2023 (the "November 2023 Convertible Notes") in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Company operates. The Company recorded the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes at fair value at issuance and subsequently remeasures them to fair value at the end of each reporting period. Changes in fair value are recognized as convertible notes fair value adjustment in the consolidated statements of operations and comprehensive loss. As a result of applying the fair value option, direct costs and fees related to the issuance of the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4 — Fair Value Measurements for further detail. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive loss. Warrants The Company accounts for certain common stock warrants outstanding as warrant liabilities at fair value, determined using the Black-Scholes option pricing model, on the consolidated balance sheets in accordance with ASC 815, Derivatives and Hedging ("ASC 815"). The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Changes in fair value are recognized as warrant liabilities fair value adjustment in the consolidated statements of operations and comprehensive loss. The liability is subject to re-measurement at the end of each reporting period. See Note 9 — Warrants for additional information related to the warrants. Term Loan The Company accounts for the term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the consolidated statements of operations and comprehensive loss over the contractual term of the loan. See Note 8 — Debt for additional information related to the term loan. Convertible Preferred Stock The Company records convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Company's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). As the preferred stock is considered to be contingently redeemable, the preferred stock has been classified outside of permanent equity. The preferred stock will be accreted to its redemption value if the deemed liquidation events are considered probable of occurring. *7500000067.83* Stock-Based Compensation The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term,*

risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to Note 13 — Stock-Based Compensation. Due to the absence of an active market for the Company's common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of its common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Company's common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of the Company at each valuation date. Income Taxes Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. The Company adopted ASU 2019-12, Simplifying the Accounting for Income Taxes in the first quarter of 2021 and has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its consolidated balance sheets and has not recognized interest and/or penalties in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2023 and 2022, respectively. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to Note 15 — Income Taxes for additional details. 00000 Recently Adopted Accounting Pronouncements In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326) ("ASU l2016-13"). ASU 2016-13 sets forth a "current expected credit loss" model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost, available-for-sale debt securities and applies to certain off-balance sheet credit exposures. ASU 2016-13 is effective for smaller reporting companies in 2023. The Company adopted the guidance on January 1, 2023, with no material impact on the consolidated financial statements. Note 4 — Fair Value Measurements The Company's financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities, and convertible notes payables. The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes and common stock warrant liabilities are carried at fair value. Assets and liabilities recognized at fair value on a recurring basis in the consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following tables summarize the Company's financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.5%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.67%;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:bottom;width:65.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:65.41%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.98%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.41%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.98%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:66.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.21%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:bottom;width:66.22%;background:#cceeff;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:66.22%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> 90 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:66.22%;background:#cceeff;margin:0pt;padding:0pt;"> Liabilities: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:66.22%;margin:0pt;padding:0pt;"> Convertible notes payables </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> 9,500 </td></tr></table> $ There were no transfers made among the three levels in the fair value hierarchy for the years ended December 31, 2023 and 2022. Convertible promissory notes On October 27, 2022, the Company entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023 and November 28, 2023, the October 2022 Convertible Notes were amended. Refer to Note 8 — Debt for details. On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures on the later of January 5, 2024, or the occurrence of certain events. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. On November 28, 2023, the April 2023 Convertible Notes were amended. Refer to Note 8 — Debt for details. On November 28, 2023, the Company issued a $2.0 million convertible promissory note that matures on the later of January 5, 2024, or the occurrence of certain events. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million in additional convertible promissory notes (“Delayed Draw Commitment”) available beginning one month after November 28, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. On December 13, 2023 and December 28, 2023, the November 2023 Convertible Notes were amended. Refer to Note 8 — Debt for details. The Company measures the October 2022 Convertible Notes, April 2023 Convertible Notes, and November 2023 Convertible Notes (collectively, “Convertible Notes”) at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes

in the fair value of the Convertible Notes related to updated assumptions and estimates were recognized as convertible notes fair value adjustment within the consolidated statements of operations and comprehensive loss. In determining the fair value of the Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security. The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:92.37%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.21%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:top;width:13.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.21%;background:#cceeff;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.89%;background:#cceeff;margin:0pt;padding:0pt;"> 36.8 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.21%;margin:0pt;padding:0pt;"> Expected Term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.89%;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.21%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-Free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.89%;background:#cceeff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.21%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.89%;margin:0pt;padding:0pt;"> 110.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> % </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:92.36%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-

wrap:break-word;position:relative;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:top;width:13.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.66%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 30.6</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">%</p></td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Expected Term (years)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:top;width:1.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3pt 0pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.33</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Risk-Free interest rate</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:top;width:1.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3pt 0pt 0pt;"></p></td><td 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0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 110.0</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">%</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:92.36%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:top;width:13.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:83.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Discount rate</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:top;width:1.81%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3pt 0pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;background:#cceeff;margin:0pt;padding:0pt;"> 30.6 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.35%;margin:0pt;padding:0pt;"> Expected Term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Risk-Free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.81%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;background:#cceeff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.35%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;margin:0pt;padding:0pt;"> 110.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> % </td></tr></table> The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the years ended December 31, 2023 and 2022, respectively (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> October 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> April 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> November 2023 </td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;">Convertible Notes </td></tr><tr><td style="vertical-align:bottom;width:61.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:61.36%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Additions</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 15,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 5,000</p></td></tr><tr><td style="vertical-align:bottom;width:61.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Fair value measurement adjustments (As Restated)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,061</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> (243)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4,112</p></td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (end of year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 12,561 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-

align:right;margin:0pt 3pt 0pt 0pt;"> 14,757 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,112</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.24%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">October 2022</p></td></tr><tr><td style="vertical-align:bottom;width:83.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Year ended December 31, 2022</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.24%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Convertible Notes</p></td></tr><tr><td style="vertical-align:bottom;width:83.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (beginning of year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;margin:0pt;padding:0pt;"> 9,500 </td></tr><tr><td style="vertical-align:bottom;width:83.22%;background:#cceeff;margin:0pt;padding:0pt;"> Fair value measurement adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"> Balance (end of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 9,500 </td></tr></table> - Common Stock Warrant Liabilities The Company measured its common stock warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the consolidated statements of operations and comprehensive loss. The Company calculated the estimated fair value of common stock warrant liabilities as of December 31, 2023, using the following assumptions: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:bottom;width:80.2%;background:#cceeff;margin:0pt;padding:0pt;"> Expected Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;background:#cceeff;margin:0pt;padding:0pt;"> 60%-110% </td></tr><tr><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"> Risk Free rate </td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;margin:0pt;padding:0pt;"> 3.8%-5.0% </td></tr><tr><td style="vertical-align:bottom;width:80.2%;background:#cceeff;margin:0pt;padding:0pt;"> Expected dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;background:#cceeff;margin:0pt;padding:0pt;"> —% </td></tr><tr><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;margin:0pt;padding:0pt;"> 0.8-9.1 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:80.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:80.98%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:16.45%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Common Stock
Warrant Liabilities </td></tr><tr><td style="vertical-align:bottom;width:80.98%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:80.98%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Additions</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 36</p></td></tr><tr><td style="vertical-align:bottom;width:80.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Fair value measurement adjustments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 42</p></td></tr><tr><td style="vertical-align:bottom;width:80.98%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (end of year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 78 </td></tr></table> The following tables summarize the Company’s financial instruments at fair value based on

the fair value hierarchy for each class of instrument (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.5%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.67%;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:bottom;width:65.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.15%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:65.41%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.98%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.41%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.98%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 24</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td></tr><tr><td style="vertical-align:bottom;width:65.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td 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Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:65.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Convertible notes payables</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p 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style="vertical-align:bottom;white-space:nowrap;width:9.5%;margin:0pt;padding:0pt;"> 36,430 </td></tr><tr><td style="vertical-align:bottom;width:65.41%;background:#cceeff;margin:0pt;padding:0pt;"> Common stock warrant liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.5%;background:#cceeff;margin:0pt;padding:0pt;"> 78 </td></tr></table> . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:66.22%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> . </td><td

style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:66.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.21%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:bottom;width:66.22%;background:#cceeff;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:66.22%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 90</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:66.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:66.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Convertible notes payables</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.03%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.05%;margin:0pt;padding:0pt;"> 9,500 </td></tr>
</table>240003643000078000900000950000000950000000.0850000000.08100000000200000000.08600000036.80.335.4110 -
<table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:92.36%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:1.66%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:83.34%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:top;width:13.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.66%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;background:#cceeff;margin:0pt;padding:0pt;"> 30.6 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> Expected Term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.66%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:83.34%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-Free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.66%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;background:#cceeff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.34%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.66%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.69%;margin:0pt;padding:0pt;"> 110.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> % </td></tr></table> - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:92.36%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.35%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:1.81%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:83.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> November

2023 Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:top;width:13.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:83.35%;background:#cceeff;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.81%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;background:#cceeff;margin:0pt;padding:0pt;"> 30.6 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.35%;margin:0pt;padding:0pt;"> Expected Term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.35%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-Free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.81%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;background:#cceeff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:83.35%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.54%;margin:0pt;padding:0pt;"> 110.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.67%;margin:0pt;padding:0pt;"> % </td></tr></table>30.60.335.411030.60.335.4110 The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the years ended December 31, 2023 and 2022, respectively (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">October 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> April 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> November 2023 </td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> Convertible Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;margin:0pt;padding:0pt;"> Convertible Notes </td></tr><tr><td style="vertical-align:bottom;width:61.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td></tr><tr><td style="vertical-align:bottom;width:61.36%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> 15,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;margin:0pt;padding:0pt;"> 5,000 </td></tr><tr><td style="vertical-align:bottom;width:61.36%;background:#cceeff;margin:0pt;padding:0pt;"> Fair value measurement adjustments (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:10.02%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,061 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (243) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,112 </td></tr><tr><td style="vertical-align:bottom;width:61.36%;margin:0pt;padding:0pt;"> Balance (end of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12,561</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 14,757 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.37%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.02%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,112</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.24%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">October 2022</p></td></tr><tr><td style="vertical-align:bottom;width:83.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Year ended December 31, 2022</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.24%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Convertible Notes</p></td></tr><tr><td style="vertical-align:bottom;width:83.22%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (beginning of year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;margin:0pt;padding:0pt;"> 9,500 </td></tr><tr><td style="vertical-align:bottom;width:83.22%;background:#ccceff;margin:0pt;padding:0pt;"> Fair value measurement adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td

*style="vertical-align:bottom;width:83.22%;margin:0pt;padding:0pt;"> Balance (end of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.52%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.55%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">9,500</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The Company calculated the estimated fair value of common stock warrant liabilities as of December 31, 2023, using the following assumptions:</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023 </p></td></tr><tr><td style="vertical-align:bottom;width:80.2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Expected Volatility</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">60%-110%</p></td></tr><tr><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Risk Free rate</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">3.8%-5.0%</p></td></tr><tr><td style="vertical-align:bottom;width:80.2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Expected dividend yield</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—%</p></td></tr><tr><td style="vertical-align:bottom;width:80.2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Expected term (years)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">0.8-9.1</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:80.98%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:80.98%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><i style="font-style:italic;">Year ended December 31, 2023</i></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:16.45%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Common Stock<b style="font-weight:bold;">
<b style="font-weight:bold;">Warrant Liabilities </p></td></tr><tr><td style="vertical-align:bottom;width:80.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (beginning of year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:80.98%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;margin:0pt;padding:0pt;"><p*

style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 36 </td></tr><tr><td style="vertical-align:bottom;width:80.98%;background:#cceeff;margin:0pt;padding:0pt;"> Fair value measurement adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42 </td></tr><tr><td style="vertical-align:bottom;width:80.98%;margin:0pt;padding:0pt;"> Balance (end of year) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.55%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:14.83%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 78</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">.</p>950000015000000050000000-3061000243000-411200012561000147570009112000950000095000006011103.850.89.136000-4200078000<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;"><b style="font-weight:bold;">Note 5 — Inventory, net</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">Inventory as of December 31, 2023 and 2022 consists of the following (in thousands):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;">.</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2022 </p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Raw materials</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 2,211 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Work-in-Process </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 197 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Finished goods </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 914 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 367 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Total inventory </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">3,322</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 367 </td></tr></table> - The raw materials are recorded at $2.2 million and nil, work-in-process of $0.2 million and nil, and finished goods of $0.9 million and $0.4 million, for the years ended December 31, 2023 and 2022, respectively. Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $93.6 thousand and $0.3 million for the years ended December 31, 2023 and 2022, respectively. The Company currently has no work in process.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">—</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">—</p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2022 </p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Raw materials</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 2,211 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Work-in-Process </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><p

style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 197 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Finished goods </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 914 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 367 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Total inventory </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,322</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 367 </td></tr></table>
221100019700091400036700033220003670002200000020000009000004000009360030000
* Note 6 — Property and Equipment The Company's property and equipment, net, as of December 31, 2023 and 2022 consisted of the following (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Consoles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,565</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New*

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,266 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Other machinery and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 772 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 731 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Leasehold improvements </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 305 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 303 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Tools and molds </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 221 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 221 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Computer equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 193 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 154 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Demo equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 66 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 66 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Furniture and fixtures </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 49 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 53 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Construction in process </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 54 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 54 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Vehicles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Total property, plant, and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,264 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2,887 </td></tr><tr><td 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style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,487</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 1,647 </td></tr></table> Depreciation expense was $0.5 million and $0.5 million for the years ended December 31, 2023 and 2022, respectively. <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Consoles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,565</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> 1,266 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Other machinery and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 772 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 731 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Leasehold improvements </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 305 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> 303 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Tools and molds </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 221 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 221 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Computer equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 193 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> 154 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Demo equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 66 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 66 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Furniture and fixtures </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 49 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 53 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Construction in process </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 54 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 54 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Vehicles </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Total property, plant, and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,264 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2,887 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Less: accumulated depreciation </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1,777) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1,240) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,487</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-

space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 1,647 </td></tr></table>156500012660007720007310003050003030002210002210001930001540006600066000490005300054000540003900039000 style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 7 — Accrued Liabilities The following table presents details of accrued liabilities as of December 31, 2023 and 2022 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Compensation and related expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,566</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> 1,229 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Research and development expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 1,191 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 846 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Other </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 291 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 82 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Total accrued liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td>

<td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 3,048 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,157</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;">.</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div 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style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2022 </p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Compensation and related expenses </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 1,566 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> 1,229 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Research and development expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 1,191 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 846 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Other </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 291 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 82 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total accrued liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3,048</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2,157 </td></tr></table> - 1566000122900011910008460002910008200030480002157000 Note 8 — Debt Outstanding debt as of December 31, 2023 and 2022 consists of the following (in thousands): - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> October 2022 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12,561</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> 9,500 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 14,757 </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> SVB term loan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,838 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total Outstanding Debt </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 38,268</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 9,500 </td></tr></table> - October 2022 Convertible Notes On October 27, 2022, the Company entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were subsequently amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA Sciences Acquisition Corp IV (“ARYA”) in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination (the “Transaction”), or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principal and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Company in connection with the Transaction. In the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into the type of securities that are issued in the Private Investment in Public Equity Financing (“PIPE Financing”) in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest under the October 2022 Convertible Notes, divided by seventy-five percent (75%) of the effective price of the securities sold in the PIPE Financing. In the event of the sale of equity securities in the Company’s next round of equity financing of at least $10.0 million (excluding conversion of the October 2022 Convertible Notes) prior to the maturity date (a “Qualified Financing”), all principal and accrued interest shall be converted into shares or units of the same class or series as are sold in the Qualified Financing. In the event of the sale of equity securities in the Company’s next round of equity financing prior to the maturity date that is not a Qualified Financing (“Non-Qualified Financing”), the notes will automatically convert into shares or units of the same class or series as are sold in such Non-Qualified Financing. For the conversion under both Qualified Financing and Non-Qualified Financing, the per share/unit conversion price for such equity securities shall be the lesser of (i) seventy-five percent (75%) of the average per share/unit price in such equity financing and (ii) an amount equal to $146.9 million divided by the number of fully diluted common stock (or unit) equivalents at the time of the Qualified Financing or Non-Qualified Financing. In the event that (i) or (ii) applies, the Company may create a sub-series of the preferred security on identical terms to the security issued in the Qualified Financing or Non-Qualified Financing, except that the aggregate liquidation preference of the sub-series will equal the total principal and accrued interest under the notes at the time of conversion. In the event there is no subsequent round of financing, the notes would become due and payable. On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the November 2023 Convertible Notes (as described below). In addition, in the event of the consummation of the Transaction, all principal and accrued interest in respect of the October 2022 Convertible Notes shall be converted into shares of the Company’s common stock, when multiplied by the exchange ratio applicable to the Company’s common stock in the Transaction, will entitle the

holder of this note to receive a number of shares of the same class of common stock that are issued in the PIPE Financing equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing. For the years ended December 31, 2023 and 2022, the interest expense was $0.8 million and $0.1 million, respectively. April 2023 Convertible Notes On April 4, 2023, the Company issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, the Company issued an additional $10.0 million. In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $146.9 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $146.9 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In the event that the Company liquidates, the Company shall immediately upon the consummation of the change-of-control transaction or the liquidation event and prior to any payment to the equity holders of the Company, pay to the Investor an amount equal to the greater of 120% of the sum of (i) the then-outstanding principal amount and all accrued and unpaid interest hereunder plus (ii) all accrued and unpaid dividends owed to the investor or such amount if all then-outstanding principal amount and any accrued and unpaid interest had be converted into common stock. On November 28, 2023, the April 2023 Convertible Notes, were amended to align certain terms of the April 2023 Convertible Notes to the November 2023 Convertible Notes. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. For the year ended December 31, 2023, the interest expense was $0.6 million. November 2023 Convertible Notes On November 28, 2023, the Company issued to Perceptive Life Sciences Master Fund, Ltd. ("Perceptive PIPE Investor") a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between the Company and ARYA in connection with a non-binding summary of the Transaction, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, the Company obtained the right to issue up to $6.0 million of Delayed Draw Commitment available beginning one month after November 28, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. In the event of the consummation of the Transaction, this note shall automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. In the event of any sale of a new series or class of preferred equity securities by the Company following the termination of the Transaction with aggregate proceeds of at least $10.0 million (a "Qualified Financing"), the then-outstanding principal amount and any accrued and unpaid interest could be converted into either the Company's Series E Preferred Stock, or the shares to be issued and sold in the Qualified Financing, in each case in an amount that is equal to (I) the to be converted principal amount and any accrued and unpaid interest divided by (II) the price per share/unit equal to the lesser of (aa) 75% of the per share/unit price in such Qualified Financing and (bb) an amount equal to $24.0 million divided by the number of fully-diluted common stock (or unit) equivalents at the time of the Qualified Financing. In the event that the preferred equity security issued in the Qualified Financing bears a liquidation preference less than 120%, the Company will create a sub-series of such preferred security on identical terms to the security issued in the Qualified Financing, except that the aggregate liquidation preference of such sub-series will be an amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. Upon termination of the Transaction and prior to a Qualified Financing, all of the then-outstanding principal amount of this note and all other notes issued and any accrued and unpaid interest could be converted into an amount of

shares of the Company's Series E Preferred Stock equal to the to be converted principal amount and any accrued and unpaid interest divided by the price per share/unit equal to $24.0 million divided by the Company's fully-diluted common stock equivalents at the time of the closing date of the conversion, provided that the Company shall cause the shares of Series E Preferred Stock issued upon conversion of this note to bear an aggregate liquidation preference amount equal to 120% of the then-outstanding principal amount and accrued and unpaid interest under this note at the time of conversion. In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement. For the year ended December 31, 2023, the interest expense was $19.8 thousand. SVB Term Loan On February 3, 2023, the Company entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"). The loans mature on January 1, 2025 and the Company must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%). In connection with the issuance of the SVB Term Loan, the Company issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of the Company ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, the Company must ensure that no event of default has occurred. If this condition is met, the Company must provide SVB (i) the intent for the sale of all capital stock of the Company, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of the Company's capital stock. The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA. As of December 31, 2023, the subsequent term loan advance of $2.0 million had not been drawn. As of December 31, 2023, the outstanding principal of SVB Term Loan is $1.9 million, and the unamortized debt discount is $19.4 thousand. For the year ended December 31, 2023, the interest expense was $0.2 million. </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2022 </p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">(As Restated)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">October 2022 Convertible Notes measured at fair value</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 12,561 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,500</p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">April 2023 Convertible Notes measured at fair value</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 14,757</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">November 2023 Convertible Notes measured at fair value</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 9,112</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">SVB term loan</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,838</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Outstanding Debt</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 38,268 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 9,500 </td></tr>
</table>1256100095000001475700091120001838000382680009500000950000000.080.75100000000.75146900000800000100000500style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 9 — Warrants SVB Common Stock Warrant On February 3, 2023, in conjunction with the LSA, the Company issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the nonoccurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants"). As of December 31, 2023, all the Additional Warrants had been distributed. The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033. 32720163607.97 Note 10 — Operating Leases The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to Note 16 — Related Party Transactions) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option. As of December 31, 2023 and 2022, the Company does not have any finance or short-term leases and has not entered into any leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations. The following table summarizes quantitative information of the Company's operating leases for the years ended December 31, 2023 and 2022 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:72.67%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.67%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.67%;background:#cceeff;margin:0pt;padding:0pt;"> Operating cash flows paid for operating leases </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 178</p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"> 173 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.67%;margin:0pt;padding:0pt;"> Weighted average remaining lease term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;margin:0pt;padding:0pt;"> 1.7 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;margin:0pt;padding:0pt;"> 2.2 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.67%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-

wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> Year ended </td></tr><tr><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:82.63%;background:#cceeff;margin:0pt;padding:0pt;"> Right-of-use assets acquired under operating lease on the adoption of ASC 842 on January 1, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 440</p></td></tr><tr><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Operating lease liabilities acquired under operating lease on the adoption of ASC 842 on January 1, 2022</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 443 </td></tr></table> Operating lease cost was $0.2 million and $0.2 million for the years ended December 31, 2023 and 2022, respectively. The Company did not incur any variable lease cost for the years ended December 31, 2023 and 2022.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The following table presents the future minimum payments under the non-cancelable operating leases as of December 31, 2023 (in thousands):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:86.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Year ending December 31,</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:86.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;background:#cceeff;margin:0pt;padding:0pt;"> 86 </td></tr><tr><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"> 2025 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;margin:0pt;padding:0pt;"> 36 </td></tr><tr><td style="vertical-align:bottom;width:86.33%;background:#cceeff;margin:0pt;padding:0pt;"> 2026 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 18 </td></tr><tr><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"> Total undiscounted future cash flows </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 140 </td></tr><tr><td style="vertical-align:bottom;width:86.33%;background:#cceeff;margin:0pt;padding:0pt;"> Less: imputed interest </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (9) </td></tr><tr><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"> Total operating lease liability </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 131</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;"> </p>trueP3Y<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The following table summarizes quantitative information of the Company’s operating leases for the years ended December 31, 2023 and 2022 (in thousands):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:72.67%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"><div 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style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"><div 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style="font-weight:bold;">2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2022 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;width:72.67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Operating cash flows paid for operating leases</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"> 178 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"> 173 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Weighted average remaining lease term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;margin:0pt;padding:0pt;"> 1.7 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;margin:0pt;padding:0pt;"> 2.2 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.67%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.88%;background:#cceeff;margin:0pt;padding:0pt;"> 8.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table>178000173000P1Y8M12DP2Y2M12D0.080.08 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> Year ended </td></tr><tr><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:82.63%;background:#cceeff;margin:0pt;padding:0pt;"> Right-of-use assets acquired under operating lease on the adoption of ASC 842 on January 1, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 440</p></td></tr><tr><td style="vertical-align:bottom;width:82.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Operating lease liabilities acquired under operating lease on the adoption of ASC 842 on January 1, 2022</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.82%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.59%;margin:0pt;padding:0pt;"> 443 </td></tr></table>4400004430002000002000000 The following table presents the future minimum payments under the non-cancelable operating leases as of December 31, 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td

style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:86.33%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ending December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:86.33%;background:#cceeff;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 86</p></td></tr><tr><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">2025</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 36</p></td></tr><tr><td style="vertical-align:bottom;width:86.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">2026</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 18</p></td></tr><tr><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total undiscounted future cash flows</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 140</p></td></tr><tr><td style="vertical-align:bottom;width:86.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Less: imputed interest</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> (9)</p></td></tr><tr><td style="vertical-align:bottom;width:86.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total operating lease liability</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.2%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 131 </td></tr></table> 8600036000180001400009000131000 Note 11 — Commitments and Contingencies Litigation The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any. Note 12 — Mezzanine Equity and Stockholders' Deficit Authorized Shares The Company's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of December 31, 2023 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below. Convertible Preferred Stock The Company classifies convertible preferred stock as temporary equity on the accompanying consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of the Company. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in November 2020, are not entirely within the Company's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. The Company records the issuance of preferred stock at the issuance price less related issuance costs. The Company has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period. The following table summarizes information related

to issuance of the Company's preferred stock at December 31, 2023 and 2022 (in thousands, except share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> <span style="font-size:8pt;font-

weight:bold;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Common </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.25%;margin:0pt;padding:0pt;"> Conversion </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Issued and </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;margin:0pt;padding:0pt;"><p style="font-family:'Times

New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;">Carrying </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.25%;margin:0pt;padding:0pt;"> Price Per </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Equivalent </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.5%;margin:0pt;padding:0pt;"> Liquidation </td></tr><tr><td style="vertical-align:bottom;width:44.04%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preferred Stock Class </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Authorized </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value ⁽¹⁾ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preference </td></tr><tr><td style="vertical-align:bottom;width:44.04%;background:#cceeff;margin:0pt;padding:0pt;"> Series A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 2,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">|</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;background:#cceeff;margin:0pt;padding:0pt;"> 9.23 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;background:#cceeff;margin:0pt;padding:0pt;"> 2,500 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> Series B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 10,626 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> 13.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> 10,637 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;background:#ccceff;margin:0pt;padding:0pt;"> Series C </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#ccceff;margin:0pt;padding:0pt;"> 15,988 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;background:#ccceff;margin:0pt;padding:0pt;"> 16.30 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;background:#ccceff;margin:0pt;padding:0pt;"> 16,000 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> Series D </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 19,990 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> 20.16 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> 20,000 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;background:#ccceff;margin:0pt;padding:0pt;"> Series E </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 42,365</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;background:#cceeff;margin:0pt;padding:0pt;"> 22.61 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 42,500</p></td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 91,469 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 4,939,946</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt,"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 91,637 </td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">(1)</td><td style="padding:0pt;">The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.</td></tr></table> The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below: Preferred Stock – Dividends Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8.0%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative. In the event that the dividend amount declared by the Board of Directors of the Company is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis. No dividends on preferred stock or common stock have been declared by the Board of Directors as of December 31, 2023 and 2022. Liquidation Preference In the event of liquidation of the Company, including a merger, acquisition, or sale of all or substantially all the assets of the Company, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of the Company to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder.

* If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares. Voting Rights So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of the Company. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis. On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock. Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number. Conversion Rights Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Company's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1033, as amended, with aggregate offering proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). Protective Provisions So long as there are at least 1,000,000 shares of preferred stock outstanding, the Company shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of the Company. So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the Company shall not directly or indirectly (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of the Company in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock. Common Stock Each share of common stock is entitled to one vote. Common stock reserved for future issuance consisted of the following as of December 31, 2023 and 2022: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New*

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> Stock options issued and outstanding under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;margin:0pt;padding:0pt;"> 619,527 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;background:#cceeff;margin:0pt;padding:0pt;"> Common shares available for future grant under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 27,012 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 160,155 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> Common stock reserved for future issuance </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,713,959 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,719,628 </td></tr></table>
0.0010.001115348926594946493994 6 The following table summarizes information related to issuance of the Company’s preferred stock at December 31, 2023 and 2022 (in thousands, except share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-

wrap:break-word;position:relative;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Common </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> <span style="font-

size:8pt;font-weight:bold;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.25%;margin:0pt;padding:0pt;"> Conversion </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Issued and </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;margin:0pt;padding:0pt;"> Carrying </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.25%;margin:0pt;padding:0pt;"> Price Per </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Equivalent </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.5%;margin:0pt;padding:0pt;"> Liquidation </td></tr><tr><td style="vertical-align:bottom;width:44.04%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preferred Stock Class </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Authorized </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Outstanding </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value ⁽¹⁾ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preference </td></tr><tr><td style="vertical-align:bottom;width:44.04%;background:#cceeff;margin:0pt;padding:0pt;"> Series A </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0.05pt 0pt;"> 2,500</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;background:#cceeff;margin:0pt;padding:0pt;"> 9.23 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;background:#cceeff;margin:0pt;padding:0pt;"> 2,500 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> Series B </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 10,626 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> 13.04 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> 10,637 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;background:#cceeff;margin:0pt;padding:0pt;"> Series C </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;margin:0pt;padding:0pt;"> 15,988 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;background:#cceeff;margin:0pt;padding:0pt;"> 16.30 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;background:#cceeff;margin:0pt;padding:0pt;"> 16,000 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> Series D </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;margin:0pt;padding:0pt;"> 19,990 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> 20.16 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;margin:0pt;padding:0pt;"> 20,000 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;background:#cceeff;margin:0pt;padding:0pt;"> Series E </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,365 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;background:#cceeff;margin:0pt;padding:0pt;"> 22.61 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.03%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,500 </td></tr><tr><td style="vertical-align:bottom;width:44.04%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.11%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 91,469 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:6.25%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td

style="vertical-align:bottom;white-space:nowrap;width:1.03%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.46%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 91,637 </td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">(1)</td><td style="padding:0pt;">The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.</td></tr></table>
270856270856270856270856250000025000009.239.232708562708562500000250000081573081573081573081573010626000<table style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> Stock options issued and outstanding under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;margin:0pt;padding:0pt;"> 619,527 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;background:#cceeff;margin:0pt;padding:0pt;"> Common shares available for future grant under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 27,012 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 160,155 </td></tr><tr><td style="vertical-align:bottom;width:69.93%;margin:0pt;padding:0pt;"> Common stock reserved for future issuance </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.82%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,713,959 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.79%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,719,628 </td></tr></table>
4939946493994674700161952727012160155571395957196284p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 13 — Stock-Based Compensation 2012 Stock Incentive Plan In January 2011, the Board approved the 2012 Stock Incentive Plan (the "2012 Plan"), which permitted grants of Incentive Stock Options ("ISOs") and Non-statutory Stock Options ("NSOs") to employees, directors and

consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022. 2022 Stock Incentive Plan In April 2022, the Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the "2022 Plan"), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the "Stock Incentive Plan"). The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of the Company. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial. The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As the Company lacks company-specific historical and implied volatility information required for valuation, the Company estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the "simplified method" provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the "simplified method," or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as the Company has never paid nor does it expect to pay any cash dividend in the near future. The weighted average assumptions used to estimate the fair value of stock option granted during the years ended December 31, 2023 and 2022 are listed in the table below: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> Year ended </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> Year ended </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 3.69 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;margin:0pt;padding:0pt;"> 2.98 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> Expected dividend yield </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:62.73%;background:#cceeff;margin:0pt;padding:0pt;"> Expected term in years </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 6.37 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;margin:0pt;padding:0pt;"> 6.74 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> Expected volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> 38.48 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> 36.83 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr></table> The following table summarizes stock option activity during the years ended December 31, 2023 and 2022: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Exercise </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Life (in </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> <b style="font-

weight:bold;">Value </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, December 31, 2021 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">585,044</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 6.41 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 8.65 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">912</p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Granted</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">69,050</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> 7.97 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Exercised </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> (11,217) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 2.26 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> Forfeited </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (23,350) </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4.65</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Outstanding, December 31, 2022</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 619,527</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6.73 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 7.87 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 252</p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Granted</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 160,000</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> 3.88 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Exercised </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> (5,669) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3.22</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Forfeited</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (22,357)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> 6.94 </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Expired </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (4,500) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.93</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Outstanding, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 747,001</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6.17 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 7.45 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 72 </td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Vested and expected to vest, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 718,003 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.19</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 7.41</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 72 </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> Vested and exercisable, December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 444,839 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 6.47 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 6.75 </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 71 </td></tr></table> $ The Company received $18.3 thousand and $25.4 thousand related to stock options exercised during the years ended December 31, 2023 and 2022, respectively. Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity. The total Intrinsic value for stock options exercised was $30.2 thousand and $64.9 thousand during the years ended December 31, 2023 and 2022, respectively. The fair value of awards vested was $0.4 million and $0.4 million during the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the total unrecognized compensation related to unvested stock option awards granted was $0.7 million, which the Company expects to recognize over a weighted-average period of approximately 2.3 years.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Total Stock-Based Compensation</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the consolidated statements of operations and comprehensive loss for the year ended December 31, 2023 (in thousands):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Years ended December 31,</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2022 </p></td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Selling, general and administrative</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 384</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 318</p></td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Research and development</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 58</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 47 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total stock-based compensation </td>

<td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 442</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 365 </td></tr></table> 1255000P10Y2038552P4YP10Y0 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> Year ended </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> Year ended </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 3.69 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;margin:0pt;padding:0pt;"> 2.98 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> Expected dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:62.73%;background:#cceeff;margin:0pt;padding:0pt;"> Expected term in years </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

*family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 6.37 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;margin:0pt;padding:0pt;"> 6.74 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:62.73%;margin:0pt;padding:0pt;"> Expected volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> 38.48 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.09%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> 36.83 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr></table>0.03690.0298P6Y4M13DP6Y8M26D0.38480.3683
<table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;">

space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> Number of </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Exercise </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> Life (in </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;margin:0pt;padding:0pt;"> Value </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-

align:center;margin:0pt;">years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, December 31, 2021 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"> 585,044 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">6.41</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">8.65</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 912 </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> Granted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 69,050 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">7.97</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">—</p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Exercised</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">(11,217)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 2.26 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> Forfeited </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (23,350) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4.65 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-

align:bottom;width:56.85%;background:#ccceff;margin:0pt;padding:0pt;"> Outstanding, December 31, 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 619,527 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 6.73</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 7.87</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 252 </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> Granted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> 160,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 3.88</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Exercised</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (5,669)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#ccceff;margin:0pt;padding:0pt;"> 3.22 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"> Forfeited </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;margin:0pt;padding:0pt;"> (22,357) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> 6.94 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#ccceff;margin:0pt;padding:0pt;"> Expired </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (4,500) </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 0.93</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌ </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">‌ </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌ </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">‌ </p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Outstanding, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌ </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 747,001</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6.17 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;">‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 7.45 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 72</p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested and expected to vest, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌ </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 718,003</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 6.19 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"> 7.41 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 72</p></td></tr><tr><td style="vertical-align:bottom;width:56.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested and exercisable, December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌ </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 444,839</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">‌</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 6.47 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 6.75 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.13%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.41%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 71 </td></tr>
</table>5850446.41P8Y7M24D912000690507.97112172.26233504.656195276.73P7Y10M13D2520001600003.8856693.22223576.944
style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;">‌ <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> ‌ </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> <div

*style="bottom:0pt;position:absolute;width:100%;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Selling, general and administrative </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 384</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> 318 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Research and development </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 58 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 47 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total stock-based compensation </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 442</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 365 </td></tr></table>
384000318000580004700044200036500 Note 14 — Net Loss Per Common Share Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company's convertible preferred stock, common stock warrants, and common stock options because the Company's net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same. The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><div*

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Net loss attributable to common stockholders </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (36,590)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> (23,673) </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> 759,814 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> 751,568 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss per share attributable to common stockholders – basic and diluted </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"> (48.16) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> (31.50) </td></tr></table> The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the years presented because the impact of including them would be anti-dilutive: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Stock options </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> 619,527 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Common stock warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 49,080 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,736,027 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,559,473 </td></tr></table> The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the years presented (in thousands, except share and per share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Net loss attributable to common stockholders </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (36,590)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> (23,673) </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#ccceff;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Weighted-average shares outstanding used in computing net loss per share attributable to common stockholders – basic and diluted </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> 759,814 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> 751,568 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#ccceff;margin:0pt;padding:0pt;"> Net loss per share attributable to common stockholders – basic and diluted </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#ccceff;margin:0pt;padding:0pt;"> (48.16) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;margin:0pt;padding:0pt;"> (31.50) </td></tr></table>-36590000-36590000-23673000-23673000759814759814751568751568-48.16-48.16-31.5-31.5 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> <b style="font-

weight:bold;">December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Stock options </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;margin:0pt;padding:0pt;"> 619,527 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Common stock warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 49,080 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,736,027 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 5,559,473 </td></tr></table> 493994649399467470016195274908057360275559473 Note 15 — Income Taxes The components of pretax loss from operations for the years ended December 31, 2023 and 2022 are as follows (dollars in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#ccceff;margin:0pt;padding:0pt;"> U.S. </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (36,517)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;margin:0pt;padding:0pt;"> (20,744) </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Foreign </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (73) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,929) </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#ccceff;margin:0pt;padding:0pt;"> Pretax loss from operations </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (36,590)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (23,673) </td></tr></table> . There was no income tax provision for the year ended December 31, 2023 and 2022. Current income taxes are based upon the year’s income taxable for federal, state and foreign tax reporting purposes. Deferred income taxes are provided for certain income and expenses which are recognized in different periods for tax and financial reporting purposes. Deferred tax assets and liabilities are computed for differences between the consolidated financial statements and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the period in which the differences are expected to affect taxable income, and include NOL carryforwards and R&D tax credit carryforwards. The following table presents a reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense for the years ended December 31, 2023 and 2022 (dollars in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:59.14%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="4" style="vertical-align:bottom;white-space:nowrap;width:18.88%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td colspan="4" style="vertical-align:bottom;white-space:nowrap;width:16.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.14%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Amount </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Tax Rate </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.27%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Amount </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Tax Rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.14%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.27%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#cceeff;margin:0pt;padding:0pt;"> Income tax benefit at federal statutory rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (7,684)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 21.0</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;margin:0pt;padding:0pt;"> (4,972) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#cceeff;margin:0pt;padding:0pt;"> 21.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Adjustments for tax effects of: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#cceeff;margin:0pt;padding:0pt;"> Permanent adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#cceeff;margin:0pt;padding:0pt;"> 448 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#cceeff;margin:0pt;padding:0pt;"> (1.2) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;margin:0pt;padding:0pt;"> 28 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#cceeff;margin:0pt;padding:0pt;"> (0.1) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> Change in FV of convertible note </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> 1,456 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> (4.0) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#cceeff;margin:0pt;padding:0pt;"> NOL true-up adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#cceeff;margin:0pt;padding:0pt;"> 2,922 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#cceeff;margin:0pt;padding:0pt;"> (8.0) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> Foreign rate differential </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> (11) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> (0.0) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> 18 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> (0.1) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#cceeff;margin:0pt;padding:0pt;"> Change in federal valuation allowance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2,869 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (7.8) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,926 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (20.8) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> Income tax expense </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr></table> Significant components of the Company's deferred tax assets and liabilities as of December 31, 2023 and 2022 are as follows (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2022 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Deferred tax assets: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Net operating losses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 25,786</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 26,489 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Capitalized research costs </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 4,456 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 1,737 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Research and development credit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 1,604 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 1,604 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Accrued compensation </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 392 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 283 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Stock-based compensation </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 269 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 97 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Operating lease liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> 14 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> 54 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Other </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 114 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 91 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total deferred tax assets </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 32,635 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 30,355 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Less: Valuation allowance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (32,100) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (29,981) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total deferred tax assets, net of valuation allowance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 535 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 374 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Deferred tax liabilities: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Right-of-use assets </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> (14) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> (53) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Unrecognized tax benefit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (521) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (321) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total deferred tax liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (535) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (374) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Net deferred tax assets (liabilities) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr></table> 1 The Company has established a valuation allowance as of December 31, 2023 and 2022 to fully offset the net deferred tax assets of $32.1 million and $30.0 million, respectively. Realization of the future tax benefits is dependent on the Company’s ability to generate sufficient taxable income within the carryforward period. Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over the three-year period ended December 31, 2023. Such objective evidence limits the ability to consider other subjective evidence, such as the Company’s projections for future commercialization. Management has concluded that it is more likely than not that the Company will not have sufficient foreseeable taxable income to allow for the utilization of the deferred tax assets; therefore, a full valuation allowance has been established to reduce the net deferred tax assets to zero at December 31, 2023 and 2022. As of December 31, 2023 and 2022, the Company had federal NOL carryforwards of approximately $100.0 million and $84.8 million, respectively. $19.0 million of the federal NOL carryforwards will begin to expire from 2031. Due to the enactment of the Tax Cuts and Jobs Act, federal net operating losses generated beginning in 2018 are carried forward indefinitely. Therefore, the remaining federal NOL carry forwards of $81.0 million and $65.8 million as of December 31, 2023 and 2022, respectively, have an unlimited carryover period. As of December 31, 2023 and 2022, the Company had state NOL carryforwards of $53.4 million and $53.4 million, respectively, which will begin to expire from 2031. As of December 31, 2023 and 2022, the Company had a NOL from Adagio Medical GmbH of $249.3 thousand and $138.7 thousand, respectively. The NOLs are carried forward indefinitely. As of December 31, 2023 and 2022, the Company also had net federal R&D tax credit carry-forwards of approximately $1.6 million and $1.6 million, respectively. The federal R&D tax credits will begin to expire in 2038. The Company had no state R&D credits. The Company’s tax attribute carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”), as well as similar state and foreign provisions. These ownership changes may limit the amount of NOL and R&D credit carryforwards that can be used annually to offset future taxable income and tax, respectively. In general, an “ownership change” as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50% of the outstanding stock of a company by certain stockholders. The Company has not completed a study to assess whether an

ownership change has occurred or whether there have been multiple ownership changes since the Company's formation due to the complexity and cost associated with such study, and the fact that there may be additional such ownership changes in the future. Any limitation may result in expiration of a portion of the NOL carryforwards or R&D tax credit carryforwards before utilization; however, such limitation, if any, would not have an impact on the Company's financial statement due to the full valuation allowance. The Company conducts intensive research and experimentation activities, generating R&D tax credits for federal purposes under Section 41 of the Code. The Company has performed a formal study validating these credits claimed in the tax returns. The following table summarizes the changes to unrecognized tax benefits as of December 31, 2023 and 2022 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Balance at beginning of year </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 321</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> 321 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Gross increases – tax positions during the year </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 200 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"> Balance at end of year </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 521</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 321 </td></tr></table> <p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;text-indent:18pt;margin:0pt 0pt 7pt 0pt;">As of December 31, 2023, the Company has unrecognized tax benefits of $0.5 million of which $0.5 million will affect the effective tax rate if recognized when the Company no longer has a valuation allowance offsetting its deferred tax assets. The Company does not anticipate that there will be a significant change in unrecognized tax benefits over the next 12 months. The Company is subject to U.S. federal and various state tax as well as Germany tax jurisdictions. Since the Company formed in 2011, all filed tax returns are subject to examination. Generally, the tax years remain open for examination by the federal statute under a three-year statute of limitation; however, states generally keep their statutes open between three and four years. However, the Company's tax years from inception are subject to examination by the United States and various state taxing authorities due to the carry forward of unused NOLs and R&D credits. Enacted in December 2017, the Tax Cuts and Jobs Act of 2017 ("TCJA") amended Section 174 to require capitalization of all research and experimental ("R&E") costs incurred in tax years beginning after December 31, 2021. For tax years beginning on or after January 1, 2022, R&E costs must be amortized over five years if the R&E activities are performed in the U.S., or over 15 years if the activities are performed outside of the U.S., beginning with the midpoint of the tax year in which the costs were paid or incurred. During 2023, the Company capitalized $15.5 million of R&E costs. The Company plans to refine the calculation for Section 174 and make an adjustment on the tax return.</p><p style="font-family:'Times New Roman', 'Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The components of pretax loss from operations for the years ended December 31, 2023 and 2022 are as follows (dollars in thousands):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2022 </p></td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Years ended December 31,</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">(As Restated)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">U.S.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#cceeff;margin:0pt;padding:0pt;"> (36,517) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#cceeff;margin:0pt;padding:0pt;"> (20,744) </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Foreign </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (73) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,929) </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#ccceff;margin:0pt;padding:0pt;"> Pretax loss from operations </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (36,590)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (23,673) </td></tr></table>-36517000-20744000-73000-2929000-36590000-23673000 The following table presents a reconciliation of income tax computed at the U.S. federal statutory tax rate to the total income tax expense for the years ended December 31, 2023 and 2022 (dollars in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:59.14%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="4" style="vertical-align:bottom;white-space:nowrap;width:18.88%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td colspan="4" style="vertical-align:bottom;white-space:nowrap;width:16.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2022 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.14%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Years ended December 31, </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Amount </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Tax Rate </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.27%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Amount </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Tax Rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.14%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (As Restated) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:7.27%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#cceeff;margin:0pt;padding:0pt;"> Income tax benefit at federal statutory rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">(7,684)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">21.0</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;margin:0pt;padding:0pt;"> (4,972) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#cceeff;margin:0pt;padding:0pt;"> 21.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> Adjustments for tax effects of: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#cceeff;margin:0pt;padding:0pt;"> Permanent adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#cceeff;margin:0pt;padding:0pt;"> 448 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#cceeff;margin:0pt;padding:0pt;"> (1.2) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-

space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#ccceff;margin:0pt;padding:0pt;"> 28 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#ccceff;margin:0pt;padding:0pt;"> (0.1) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#ccceff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> Change in FV of convertible note </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> 1,456 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> (4.0) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#ccceff;margin:0pt;padding:0pt;"> NOL true-up adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#ccceff;margin:0pt;padding:0pt;"> 2,922 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#ccceff;margin:0pt;padding:0pt;"> (8.0) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#ccceff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> Foreign rate differential </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;margin:0pt;padding:0pt;"> (11) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;margin:0pt;padding:0pt;"> (0.0) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> 18 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;margin:0pt;padding:0pt;"> (0.1) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;background:#ccceff;margin:0pt;padding:0pt;"> Change in federal valuation allowance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2,869 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (7.8) </td><td style="vertical-

align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,926 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (20.8) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.14%;margin:0pt;padding:0pt;"> Income tax expense </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.16%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.35%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:0.92%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.96%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.54%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">%</p></td></tr></table>*76840000.2149720000.214480000.012280000.00114560000.0429220000.08-11000018000-0.0012869000-0.0784926000-0.208*<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 7pt 0pt;">*Significant components of the Company's deferred tax assets and liabilities as of December 31, 2023 and 2022 are as follows (in thousands):*</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;width:13.91%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;visibility:hidden;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.42%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2022 </p></td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Deferred tax assets:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-

left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0pt 6pt;">Net operating losses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 25,786</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 26,489 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Capitalized research costs </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 4,456 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 1,737 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Research and development credit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 1,604 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 1,604 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Accrued compensation </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 392 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 283 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Stock-based compensation </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;margin:0pt;padding:0pt;"> 269 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;margin:0pt;padding:0pt;"> 97 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Operating lease liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;margin:0pt;padding:0pt;"> 14 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;margin:0pt;padding:0pt;"> 54 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Other </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 114 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 91 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total deferred tax assets </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 32,635 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 30,355 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Less: Valuation allowance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (32,100) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (29,981) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Total deferred tax assets, net of valuation allowance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 535 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 374 </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Deferred tax liabilities: </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.9%;background:#cceeff;margin:0pt;padding:0pt;"> Right-of-use assets </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#cceeff;margin:0pt;padding:0pt;"> (14) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#cceeff;margin:0pt;padding:0pt;"> (53) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Unrecognized tax benefit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (521) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (321) </td></tr><tr><td style="vertical-

*align:bottom;width:65.9%;background:#ccceff;margin:0pt;padding:0pt;"> Total deferred tax liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;background:#ccceff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ (535) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;background:#ccceff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;background:#ccceff;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ (374) </td></tr><tr><td style="vertical-align:bottom;width:65.9%;margin:0pt;padding:0pt;"> Net deferred tax assets (liabilities) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.48%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.85%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.51%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.91%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ — </td></tr></table>**257860002648900044560001737000160400016040003920002830002690009700014000540001140009100032635000303555** The following table summarizes the changes to unrecognized tax benefits as of December 31, 2023 and 2022 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> $</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> $</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> $</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;margin:0pt;padding:0pt;"> $</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:73.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Years ended December 31, </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2022 </p></td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance at beginning of year</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">$ 321 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;margin:0pt;padding:0pt;"> $ 321 </td></tr><tr><td style="vertical-align:bottom;width:73.9%;margin:0pt;padding:0pt;"> Gross increases – tax positions during the year </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New*

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 200 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:73.9%;background:#ccceff;margin:0pt;padding:0pt;"> Balance at end of year </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.23%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 521</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.22%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 321 </td></tr></table>321000321000200000521000321000500000500000155000000 Note 16 — Related Party Transactions Shared Services Agreement During the years ended December 31, 2023 and 2022, the Company incurred $1.4 million and $1.1 million, respectively, for finance and accounting services and other general and administrative support services (“Shared Services Agreement”) to Fjord Ventures (“Fjord”), a company owned and operated by the Company’s CEO. The transactions are recorded as selling, general and administrative expenses on the consolidated statements of comprehensive loss. Laguna Hills Sublease In addition to the Shared Services Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. During the years ended December 31, 2023 and 2022, the Company incurred $0.1 million and $0.1 million of lease expense, respectively, under the sub-lease agreement. Refer to Note 10 — Operating Leases for further detail. October 2022 Convertible Notes On October 27, 2022, the Company issued a $0.5 million convertible promissory note to Fjordinvest, LLC (“Fjordinvest”), a company owned and operated by the Company’s CEO. On April 4, 2023 and November 28, 2023, the October 2022 Convertible Notes were amended. Refer to Note 8 — Debt for additional information regarding the October 2022 Convertible Notes. 1400000110000049921000001000005000000 Note 17 - Restatement of Quarterly Financial Information (Unaudited) The Company has restated herein their previously issued unaudited condensed consolidated financial statements for each interim period within the fiscal year ended December 31, 2023 (USD in thousands, except basic and diluted net loss per common share). Refer to Note 2 - Restatement of Previously Issued Financial Statements for additional information. - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> — </td><td colspan="2"

style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Balance Sheet as of September 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Convertible notes payables, current </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">27,619</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,035) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 26,584 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Total current liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> 36,950 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> (1,035) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> 35,915 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 37,589 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,035) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 36,554 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (126,063) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (125,028) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total stockholders' deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(124,542)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (123,507) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Operations and Comprehensive Loss for the Nine Months ended September 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(5,119)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (4,084) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (6,395) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (5,360) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p

style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> (29,004) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (27,969) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (29,005) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (27,970) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(38.19)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 1.36 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (36.83) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Nine Months Ended September 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(29,004)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(27,969)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated Deficit Balance, September 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(126,063)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,035</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(125,028)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, September 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (124,542) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,035</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (123,507) </td><td style="vertical-align:bottom;white-

space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(29,004)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(27,969)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Change in fair value of convertible notes payables</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 5,119 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,035) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-

height:1.27;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">4,084</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p 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style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (3,649) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">616</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (3,033) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (4,296) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-

height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (3,680) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (17,824) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (17,208) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (17,829) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (17,213) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(23.49)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 0.82 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (22.67) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-

height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(17,824)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(17,208)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated Deficit Balance, June 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(114,883)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">616</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(114,267)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, June 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-

height:1.27;text-align:right;margin:0pt;">(113,492) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">616</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (112,876) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(17,824)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (17,208) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payable </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">3,649</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (616) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">3,033</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Convertible notes fair value adjustment</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (2,361) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">327</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (2,034) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-

indent:-7.2pt;margin:0pt;">Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (2,622) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (2,295) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (9,276) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (8,949) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (9,280) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (8,953) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(12.25)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 0.43 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (11.82) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> <span style="font-family:'Calibri','Helvetica','sans-serif';font-

size:7pt;visibility:hidden;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(9,276)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (8,949) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated Deficit Balance, March 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (106,335) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (106,008) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total Stockholders' Deficit Balance, March 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(105,049)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(104,722)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (9,276) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(8,949)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Change in fair value of convertible notes payable</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 2,361 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(327)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 2,034 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;margin:0pt;padding:0pt;"> As Previously </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Reported </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As Restated </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Balance Sheet as of September 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Convertible notes payables, current </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">27,619</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,035) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 26,584 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Total current liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> 36,950 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> (1,035) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> 35,915 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 37,589 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (1,035) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 36,554 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Accumulated deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (126,063) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (125,028) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total stockholders' deficit </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(124,542)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (123,507) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-

height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Condensed Consolidated Statement of Operations and Comprehensive Loss for the Nine Months ended September 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(5,119)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (4,084) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (6,395) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (5,360) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (29,004) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (27,969) </td><td

style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (29,005) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (27,970) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(38.19)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 1.36 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (36.83) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Nine Months Ended September 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(29,004)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(27,969)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated Deficit Balance, September 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(126,063)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,035</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(125,028)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, September 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (124,542) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">1,035</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (123,507) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td 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</td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Cash Flow for the Nine Months Ended September 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td 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Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(29,004)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 1,035 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 5,119 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(1,035)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 4,084 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Operations and Comprehensive Loss for the Six Months Ended June 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(3,649)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (3,033) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (4,296) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (3,680) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> (17,824) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (17,208) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (17,829) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (17,213) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(23.49)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 0.82 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (22.67) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Six Months Ended June 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(17,824)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(17,208)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated Deficit Balance, June 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(114,883)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td 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style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, June 30, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (113,492) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">616</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (112,876) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Cash Flow for the Six Months Ended June 30, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(17,824)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 616 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(17,208)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Change in fair value of convertible notes payable</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 3,649 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(616)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 3,033 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Operations and Comprehensive Loss for the Three Months Ended March 31, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible notes fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(2,361)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (2,034) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Total other income (expense), net </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (2,622) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (2,295) </td><td style="vertical-align:bottom;white-

space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> (9,276) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (8,949) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Comprehensive loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (9,280) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> (8,953) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#ccceff;margin:0pt;padding:0pt;"> Basic and diluted net loss per common share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(12.25)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#ccceff;margin:0pt;padding:0pt;"> 0.43 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#ccceff;margin:0pt;padding:0pt;"> (11.82) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"> Condensed Consolidated Statement of Convertible Preferred Stock and Stockholders' Deficit for the Three Months Ended March 31, 2023 (Unaudited) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Net Loss </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(9,276)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(8,949)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accumulated Deficit Balance, March 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(106,335)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">327</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(106,008)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total Stockholders' Deficit Balance, March 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> (105,049) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> 327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt;">(104,722)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Condensed Consolidated Statement of Cash Flow for the Three Months Ended March 31, 2023 (Unaudited)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.78%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Net Loss</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> (9,276) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">327</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;background:#cceeff;margin:0pt;padding:0pt;"> (8,949) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.78%;margin:0pt;padding:0pt;"> Change in fair value of convertible notes payable </td><td style="vertical-align:bottom;white-space:nowrap;width:1.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;text-align:right;margin:0pt 3pt 0pt 0pt;">2,361</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;line-height:1.27;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:7pt;line-height:1.27;margin:0pt;">$ </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.74%;margin:0pt;padding:0pt;"> (327) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;width:1.08%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> 2,034 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.37%;margin:0pt;padding:0pt;">) </td></tr></table>) 27619000-103500026584000036950000-103500035915000037589000-103500036554000-12606300010350000-125028000-12454200010350000-123507000-51190001035000-4084000-63950001035000-5360000-290040001035000-27969000-290050001035000-27970000-38.19-38.191.361.36-36.83-36.83-290040001035000-27969000-12606300010350000-125028000-12454200010350000-123507000-290040001035000-27969000-51190001035000-4084000-3649000616000-3033000-4296000616000-3680000-178240006160000-17208000-178290006160000-17213000-23.49-23.490.820.82-22.67-22.67-178240006160000-17208000-114883000616000-114267000-113492000616000-112876000-178240006160000-17208000-3649000616000-3033000-2361000327000-2034000-2622000327000-2295000-9276000327000-8949000-9280000327000-8953000-12.25-12.250.430.43-11.82-11.82-9276000327000-8949000-106335000327000-106008000-105049000327000-104722000-9276000327000-8949000-2361000327000-2034000 Note 18 — Subsequent Events The Company evaluates subsequent events and transactions that occurred after the balance sheet date up to April 18, 2024, the date the consolidated financial statements are available to be issued. During this period, other than the events disclosed below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the consolidated financial statements. Business Combination Agreement On February 13, 2024, ARYA, a Cayman Islands exempted company, Aja HoldCo, Inc., a Delaware corporation (“ListCo”), Aja Merger Sub 1, a Cayman Islands exempted company (“ARYA Merger Sub”), the Company, and Aja Merger Sub 2, Inc., a Delaware corporation (“Company Merger Sub”) entered into the business combination agreement pursuant to which (i) ARYA Merger Sub will be merged with and into ARYA (the “ARYA Merger”), with ARYA surviving the ARYA Merger as a direct wholly-owned subsidiary of ListCo and (ii) Company Merger Sub will be merged with and into Adagio (the “Adagio Merger” and, together with the ARYA Merger, the “Mergers”), with Adagio surviving the Adagio Merger as a direct wholly-owned subsidiary of ListCo (the “Business Combination”). In connection with the consummation of the Business Combination, ListCo will change its name to “Adagio Medical, Inc.” (“New Adagio”). The closing of the Business Combination is subject to the satisfaction or waiver of certain customary closing conditions, including, among others, the receipt of required approval by the stockholders of the Company and ARYA, required regulatory approvals and the fulfillment of other conditions set forth in the Merger Agreement, and the effectiveness of the registration statement to be filed with the U.S. Securities and Exchange Commission in connection with the business combination. New Adagio Convertible Notes and 2024 Bridge Financing Note In connection with the Business Combination, certain investors executed a securities purchase agreement, dated February 13, 2024, with ListCo (the “Convertible Security Subscription Agreement”), pursuant to which ListCo will issue on the closing date to the certain investors (“Convert Investors”) $20.0 million of 13% senior secured convertible notes (the “New Adagio Convertible Notes”), which will be convertible into shares of New Adagio common stock, and warrants (the “Convert Warrants”), each of which will be exercisable on a cashless basis or for one share of New Adagio common stock at $24.00 per share, subject to adjustment (the “Base Convert Financing”). The New Adagio Convertible Notes will have a maturity of three years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. The Perceptive PIPE Investor also purchased a $7.0 million convertible promissory note of Adagio (the “2024 Bridge Financing Note”) pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, the Company and ListCo (the “2024 Bridge Financing Note Subscription Agreement”). As of the issuance date, the Company has received the principal of $7.0 million. On the closing date, pursuant to the terms of the 2024 Bridge Financing Note and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Note will convert into New Adagio Convertible Notes and Convert Warrants, and the Perceptive PIPE Investor will subscribe for $5.5 million of New Adagio Convertible Notes and 937,500 Convert Warrants, on the same terms as the Convert Investors executing the Convertible Security Subscription Agreement (such commitment by the Perceptive PIPE Investor to purchase New Adagio Convertible Notes and Convert Warrants, the “Perceptive Convertible Note Commitment,” and the conversion of the 2024 Bridge Financing Note and purchase of New Adagio Convertible Notes and Convert Warrants pursuant to the Perceptive Convertible Note Commitment as part of the Base Convert Financing, the “Convertible Security Financing”). Subject to ARYA and New Adagio receiving any new financing or commitment for financing, whether in the form of equity, debt or convertible debt, before the closing date, the Perceptive PIPE Investor may request that on the closing date the 2024 Bridge Financing Note is repaid, the Perceptive Convertible Note Commitment is reduced or a combination of both. The New Adagio Convertible Notes, the Convert Warrants or any shares of New Adagio common stock issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the Perceptive PIPE Investor and the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination. July 2024 Convertible Notes On July 23, 2024, the Company issued a $1.0 million convertible promissory note (“July 2024 Convertible Notes”) to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Effective upon the closing of the Transaction, the July 2024 Convertible Notes was automatically convert into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. Consummation of Business Combination On July 31, 2024, the Company announced the closing of its previously announced Business Combination with ARYA and ListCo. Upon the closing of the merger, ListCo changed its name to “Adagio Medical Holdings, Inc.” The common stock of New Adagio began trading on August 1, 2024, under the symbols ADGM on the Nasdaq Capital Market. Upon the consummation of the Business Combination, ARYA and the Company became the direct wholly-owned subsidiaries of Adagio Medical Holding, Inc. In conversion of the Company’s certain liabilities and equity outstanding prior to the closing of the merger: <table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> a) </td><td style="padding:0pt;"> each common stock warrant of Adagio (other than the pre-funded warrants for Series E Preferred Stocks) were terminated in accordance with the terms of the applicable warrant agreement; </td></tr></table><table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-

top;white-space:nowrap;width:18pt;padding:0pt;"> b) </td><td style="padding:0pt;"> all issued and outstanding October 2022 Convertible Notes including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Adagio common stock in accordance with the terms of such October 2022 Convertible Notes, and October 2022 Convertible Notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion; </td></tr></table><table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> c) </td><td style="padding:0pt;"> all issued and outstanding April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 Convertible Notes including any accrued and unpaid interest thereon, are exchanged for New Adagio common stock and warrants exercisable for shares of New Adagio common stock, subject to adjustment, based on the terms and subject to the conditions set forth in the applicable bridge notes agreement and applicable subscription agreements; </td></tr></table><table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> d) </td><td style="padding:0pt;"> each share of preferred stock, par value $0.001 per share, of Adagio that is issued and outstanding are automatically converted into shares of Adagio common stock, and each such share of Adagio preferred stock are cancelled; </td></tr></table><table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> e) </td><td style="padding:0pt;"> all issued and outstanding shares of Adagio common stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law are properly exercised and not withdrawn). Each pre-funded warrants for Series E Preferred Stocks that had been issued and outstanding immediately prior to the Adagio Merger Effective Time are automatically cancelled and extinguished and converted into the right to receive shares of New Adagio common stock based on the exchange ratio set forth in the Business Combination Agreement; </td></tr></table><table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> f) </td><td style="padding:0pt;"> each issued, outstanding and unexercised option to purchase Adagio common stock had been vested prior to the closing of merger with an aggregate value that exceeds the aggregate exercise price of such Adagio option (each an "In-the-Money Adagio Option") are cancelled and extinguished in exchange for options to purchase shares of New Adagio common stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto; </td></tr></table><table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> g) </td><td style="padding:0pt;"> outstanding SVB Term Loan is paid off by Adagio prior to the Closing; and </td></tr></table><table style="border-collapse:collapse;border:0;"><tr><td style="width:18pt;padding:0pt;"></td><td style="vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;"> h) </td><td style="padding:0pt;"> $7,000,000 of February 2024 Convertible Notes is converted into New Adagio convertible notes and convert warrants. </td></tr></table> In connection with the Business Combination, the combined company raised financing valued at approximately $84.2 million, which consisted of funds held in ARYA's trust account, a concurrent equity and warrant private placement (including $29.5 million of bridge financing used by Adagio prior to closing and funds from ARYA's trust account not redeemed) led by, among others, Perceptive PIPE Investor, RA Capital Management and RTW Investments, and a concurrent convertible security financing (including $7.0 million of bridge financing used by Adagio prior to closing) led by, among others, an institutional investor and Perceptive PIPE Investor. The Business Combination is expected to be accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo is treated as the "accounting acquirer" and Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, the Business Combination is expected to be accounted for using the acquisition method of accounting. The acquisition method of accounting is based on FASB ASC 805 and uses the fair value concepts defined in ASC 820. As of the date the condensed consolidated financial statements are available to be issued, the Company is still in the process of analyzing the accounting impact of the Business Combination.

200000000.131247000000700000055000009375001000000.080.00170000008420000029500000700000SuccessorPredecessor.900017000-13217000-13364900076561000-132023000107196000682500OSuccessorPredecessorPredecessorSuccessorPredecessorPredecessor1320005300041000132000333000.4425000-6206000-9081000-4425000-21680000-22609000-3255000190700010510003255000-20590004084000-4973000-17700023000-4973000-191000830004350003040004850004350001818000108200016600020001660003000200072000500012300072000-33000-1130008031000-2029000-168000080310004020005360000036060008235000-1076100036060002127800027969000-9000-20004000-90003000-10003597000-8237000-107570003597000-21275000-279700000.18-8.34-14.150.18-26.08-36.830.02-8.34-14.150.02-26.08-36.834732044867830007801801000616300014669200022000-140506000-2000-2000337000700042100042100082350000-8235000473204486783000780213100065910001549270002000014831500013387636100089786000-16823000729640009000-900011475000003606000360600014535136100089786000-13217000-900076561000493994691469000760918100013670001142670002300011287600040004000346000100010001250001250001076100010761000493994691469000760572100014930001250280002700012350700049399469146900077990810001608000133649000170001320230003000300020790246860004332000433200030564200064200047320448678300078021310006591000154927000200001483150001338763610008978600016823000729640009000-900011475000003606000360600014535136100089786000-132170009000765610004939946914690007609181000136700011426700023000112876000400040003460001000100012500012500010761000107610004939946914690007605721000149300012502800027000123507000493994691469000779908100016080001336490000170001320230003000300020790246860004332000433200030564200064200047320448678300078021310006591000154927000200001483150001338763610008978600016823000729640009000-900011475000360600036060001453513610008978600013217000-900076561000493994691469000760572100014930001250280002700012350700049399469146900077990810001608000133649000170001320230003000300020790246860004332000433200030564200064200047320448678300078021310006591000154927000200001483150001338763610008978600016823000729640009000-900011475003606000360600014535136100089786000132170009000765610004939946914690007605721000149300012502800027000123507000SuccessorPredecessorPredecessor3606000-21278000-279690003160006460003990002200098000119000642000329000-150001500021000100001100062000-3000-3255000-20590004084000-4973000-19100083000-150003200073000130000773000-57000125900095000-381000-356000-2628000-651000511000110200074460002410003440001734000184800022000-98000917000-121000-7000-6358000-15990000-18561000578000368000313000700057800036800031300070000-368000-320000110001650000013000000300000086700071400015633000152970004200024000180006894000-701000-35660003515400013830005547000282600006820001981000850001540002160002160003600043320000 Note 1 - Description of Organization and Business Operations Our Company Adagio Medical Holding, Inc. (formerly known as Aja Holdco, Inc.) and its wholly-owned subsidiaries (collectively, the "Company", the "Successor") is a medical technology company focused on the development and commercialization of ablation technologies for the treatment of cardiac arrhythmias, including atrial fibrillation, atrial flutter, and ventricular tachycardia. The Company's technologies center on ultra-low temperature cryoablation ("ULTC") and pulsed field cryoablation ("PFCA"), designed to produce durable, contiguous, transmural lesions anywhere in the heart using the Company's proprietary consoles, catheters, and stylets. Legacy Adagio (as defined below) received CE Marking in Europe for its iCLAS™ Cryoablation System and VT Cryoablation System in June 2020 and March 2024, respectively, and has commercially launched in the EU. The Company has not launched commercially in the U.S. but is working towards obtaining the necessary regulatory approvals to do so. The Company is headquartered in Laguna Hills, California. <p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">On July 31, 2024 (the "Closing Date"), ARYA Sciences Acquisition Corp IV, a Cayman Islands exempted company ("ARYA"), Aja Holdco, Inc. ("ListCo"), a Delaware corporation and wholly-owned subsidiary of ARYA, Aja Merger Sub 1, a Cayman Islands exempted company and wholly-owned subsidiary of ListCo ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation and wholly-owned subsidiary of ListCo ("Company Merger Sub"), and Adagio Medical, Inc., a Delaware corporation ("Legacy Adagio", the "Predecessor"), consummated the business combination (the "Business Combination") pursuant to the terms of the Business Combination Agreement, dated February 13, 2024, by and among the foregoing parties, as amended by the Consent and Amendment No. 1 to Business Combination Agreement, dated as of June 25, 2024, by and between ARYA and Adagio (the "Business Combination Agreement"). Pursuant to the Business Combination Agreement, on the Closing Date, (i) ARYA Merger Sub merged with and into ARYA (the "ARYA Merger") and Company Merger Sub merged with and into Legacy Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with ARYA and Legacy Adagio surviving the Mergers and, after giving effect to such Mergers, each of ARYA and Legacy Adagio becoming a wholly owned subsidiary of ListCo (the time that the ARYA Merger becomes effective being referred to as the "ARYA Merger Effective Time," the time that the Adagio Merger becomes effective being referred to as the "Adagio Merger Effective Time," the time after which both Mergers become effective being referred to as the "Closing," and the date on which the Closing occurs being referred to as the "Closing Date"), (ii) ListCo filed with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation of ListCo, and the board of directors of ListCo approved and adopt amended and restated bylaws of ListCo, and (iii) ListCo changed its name to Adagio Medical Holdings, Inc. Refer to Note 3- Forward Merger for details of the Business Combination. The Company's Common Stock (as defined below) began trading on August 1, 2024, under the symbol ADGM on the Nasdaq Capital Market (NASDAQ: ADGM). Liquidity and Going Concern The accompanying condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern. The Company has limited revenue and has experienced recurring operating losses and negative cash flows from operations since its inception and anticipates that it will continue to do so for at least the next several years. As of September 30, 2024, the Successor reported cash and cash equivalents of $28.3 million, and an accumulated deficit of $13.2 million. For the period from July 31, 2024 to September 30, 2024 (Successor), from January 1, 2024 to July 30, 2024 (Predecessor), and the nine months ended September 30, 2023 (Predecessor), net income (loss) was $3.6 million, <span style="-sec-ix-hidden:Hidden_yFny2qcGIk-w9b3KGxT7_Q;"><span style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:normal;font-weight:normal;">$(21.3) million, and $(28.0) million, respectively. The net cash used in operating activities was $6.4 million, $16.0 million, and $18.6 million, respectively. Management does not believe the Company's current cash and cash equivalents are sufficient to fund operations for at least the next 12 months from the issuance date of the condensed consolidated financial statements. Management believes that this raises substantial doubt about the Company's ability to continue as a going concern. Management intends to mitigate the conditions and events that raise substantial doubt about its ability to continue as a going concern entity by (i) negotiate other cash equity or debt financing in the short-term, (ii) continue to pursue the necessary regulatory approvals to launch commercially in the U.S. market, and (iii) execute cost-cutting measures to manage cash burn. However, there can be no assurances that the current plans will generate any liquidity to the Company or be available on terms acceptable to the Company. If the Company is unable to maintain sufficient financial resources, its business, financial condition, and results of operations will be materially and adversely affected. The Company may be required to delay, limit, reduce or terminate its product discovery and development activities or future commercialization efforts. The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business. Strategic Realignment of Resources and Corporate Restructuring On December 1, 2023, Legacy Adagio approved a strategic realignment of resources and corporate restructuring (the "RIF") designed to reallocate capital, conformant to its business focus for the next two years. As part of the RIF, Legacy Adagio initiated a reduction in its workforce of 20 employees, representing approximately 19% of Legacy Adagio's employees, which was completed on December 15, 2023. Legacy Adagio made no payment for severance or related benefit costs. Legacy Adagio made no payment of retention bonuses. 28300000-1320000003600000-6400000-16000000-18600000200.1900 Note 2 - Summary of Significant Accounting Policies Basis of Presentation The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024. As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable. Unaudited Interim Financial Information The accompanying interim condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive income (loss) and the condensed consolidated statements of convertible preferred stock and stockholders' equity (deficit), for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor) and the three and nine months ended September 30, 2023 (Predecessor), and the condensed consolidated statements of cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2024 (Successor)

and its results of operations and comprehensive income (loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the three and nine months ended September 30, 2023 (Predecessor), and cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor). The results for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor) are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or any other interim period. Emerging Growth Company Status The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act"). Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard. Principles of Consolidation The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates and Assumptions The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates. Segments Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. Cash and Cash Equivalents The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company's cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation ("FDIC"). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company's financial condition, results of operations and cash flows. Management does not expect any losses on such accounts. Concentrations of Credit Risk and Off-Balance Sheet Risk Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. The Company deposits its cash and cash equivalents with major financial institutions; however, at times, deposits may exceed the amount of insurance provided. The Company has not experienced any losses on its deposits since inception. Revenue Recognition The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the "Consumables") used with the Company's cryoablation consoles ("Consoles"). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge. The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 1: Identify the contract with the customer.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 2: Identify the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 3: Determine the transaction price.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 4: Allocate the transaction price to the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 5: Recognize

revenue when, or as, the company satisfies a performance obligation.</td></tr></table> The Company's customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company's customer arrangements from which it derives revenue is the sale of the Consumables. When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer's continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor). Revenue from sales to customers of the Consumables is classified as revenue in the Company's condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product. Other Revenue Considerations Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost. The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days. Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts. The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets. Inventory Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred. Property and Equipment Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles. Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations. Intangible Assets Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. In determining the estimated useful lives of definite-lived intangibles, the Company considers the nature, competitive position, life cycle position and expected future operating cash flows of the acquired asset, as well as its commitment to support these assets through continued investment and legal infringement protection. Indefinite-lived intangible assets consist of In-Process Research and Development ("IPR&D"). Intangible assets with indefinite lives are tested for impairment if impairment indicators arise and, at a minimum, annually. However, an entity is permitted to first assess qualitative factors to determine if a quantitative impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. The indefinite-lived intangible asset impairment test consists of a one-step analysis that compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. No impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio does not have material intangible assets. Goodwill In accordance with ASC 350, Intangibles – Goodwill and Other, the Company tests goodwill for impairment at the reporting unit level. The Company has one reporting unit for the goodwill impairment testing purposes. Goodwill is tested for impairment on an annual basis in the fourth quarter, or more frequently if events or changes in circumstances indicate the carrying value of goodwill may not be recoverable (a "triggering event"). On the occurrence of a triggering event, an entity has the option to first assess qualitative factors to determine whether a quantitative impairment test is necessary. If it is more likely than not that goodwill is impaired, the fair value of the reporting unit (the Company) is compared with its carrying value. An impairment charge is recognized for the amount by which the carrying amount exceeds the fair value, provided, the loss recognized cannot exceed the total amount of goodwill. No goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio does not have goodwill. <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Concentrations The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable. The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor). Impairment of Long-Lived Assets The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets. Foreign Currency Translation and Transactions The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss). Leases The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred. The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment. The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment. In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to Note 11- Operating Leases for additional details. The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor). Cost of Revenue Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products. Cost of revenue also includes the depreciation expense of Consoles loaned to the customers. Research and Development Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred. Selling, General and Administrative Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs. Accrued Transaction Costs (Predecessor) In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets. Fair Value Measurements Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for

measuring fair value: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1-Quoted prices in active markets for identical assets or liabilities.</td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar technigues, as well as instruments for which the determination of fair value requires significant judgment or estimation.</td></tr></table> Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement. Fair Value Option for Convertible Notes As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated. The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss). As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4- Fair Value Measurements for further detail. Warrants The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities. The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date. See Note 10- Warrants for additional information related to the warrants. Term Loan (Predecessor) The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See Note 9- Debt for additional information related to the term loan. Convertible Preferred Stock (Predecessor) The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). As the Legacy Adagio preferred stock is considered to be contingently redeemable, the Legacy Adagio preferred stock has been classified outside of permanent equity.

style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Stock-Based Compensation The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to Note 14- Stock-Based Compensation. Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date. Income Taxes Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to Note 16- Income Taxes for additional details. Basis of Presentation The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). As a result of the Business Combination, for accounting purposes, ListCo is the acquirer and Legacy Adagio is the accounting acquiree and predecessor. The financial statement presentation includes the financial statements of Legacy Adagio as "Predecessor" for the periods prior to the Closing Date (the "Predecessor Period(s)"), and of the Company as "Successor" for the periods after the Closing Date (the "Successor Period(s)"), including the consolidation of Legacy Adagio and ARYA. The Successor Period includes the Company's results of operations and cash flows for the period from July 31, 2024 through September 30, 2024. As a result of the application of the acquisition method of accounting as of the Closing Date of the Business Combination, the accompanying consolidated financial statements include a black line division that indicates that the Predecessor and Successor reporting entities shown are presented on a different basis and are therefore, not comparable. Unaudited Interim Financial Information The accompanying interim condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive income (loss) and the condensed consolidated statements of convertible preferred stock and stockholders' equity (deficit), for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor) and the three and nine months ended September 30, 2023 (Predecessor), and the condensed consolidated statements of cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), and the related footnote disclosures are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. GAAP and, in management's opinion, reflect all adjustments which only include normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2024 (Successor) and its results of operations and comprehensive income (loss) for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the three and nine months ended September 30, 2023 (Predecessor), and cash flows for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor). The results for the periods from July 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor) are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or any other interim period. Emerging Growth Company Status The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012 (the "JOBS Act"). Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply

to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when an accounting standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new standard at the time private companies adopt the new or revised standard. Principles of Consolidation The condensed consolidated financial statements include the accounts of Adagio Medical Holdings, Inc., and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates and Assumptions The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates. Segments Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The Company’s CODM is its Chief Executive Officer. The Company has determined that it operates as one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. 1 Cash and Cash Equivalents The Company considers all highly liquid investments with maturities of three months or less from the date of purchase, including its money market account, to be cash equivalents. All of the Company’s cash equivalents have liquid markets. Cash deposits held in accounts at each United States financial institution are insured up to $0.25 million by the Federal Deposit Insurance Corporation (“FDIC”). Cash deposits held in accounts at each European Union financial institution are insured up to €0.1 million by the Deposit Guarantee Scheme. The Company maintains its cash in bank deposit accounts that, at times, may exceed the stated insured limits. Any loss incurred or lack of access to uninsured funds could have a significant adverse impact on the Company’s financial condition, results of operations and cash flows. Management does not expect any losses on such accounts. Concentrations of Credit Risk and Off-Balance Sheet Risk Revenue Recognition The Company generates product revenue primarily from the sale of cryoablation catheters, stylets, esophageal warming balloons, and other accessories (collectively, the “Consumables”) used with the Company’s cryoablation consoles (“Consoles”). The Company sells its products directly to hospitals and medical centers. To a lesser extent, the Company also generates lease revenue from the implied rental of Consoles loaned to customers at no charge. The Company accounts for revenue earned from contracts with customers under ASC 606, Revenue from Contracts with Customers (“ASC 606”). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company recognizes revenue from sales to customers applying the following five steps: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 1: Identify the contract with the customer.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 2: Identify the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 3: Determine the transaction price.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 4: Allocate the transaction price to the performance obligations in the contract.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:center;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">●</td><td style="padding:0pt;">Step 5: Recognize revenue when, or as, the company satisfies a performance obligation.</td></tr></table> The Company’s customer contracts generally have performance obligations that contain deliverables consisting of the Consumables and may also include Consoles loaned to customers. The Company evaluates each promise within a multiple-performance obligation arrangement to determine whether it represents a distinct performance obligation. The primary performance obligations in the Company’s customer arrangements from which it derives revenue is the sale of the Consumables. When the Company loans the Console to the customer, it retains title to the Console at all times and does not require minimum purchase commitments from the customer related to any Consumables. In such cases, the Company invoices the customer for the Consumables based on customer orders received. Over time, the Company expects to recover the cost of the loaned Console through the customer’s continued purchasing and use of additional Consumables. For these reasons, the Company has determined that part of the arrangement consideration for the Consumables is an implied rental payment for use of the Console. Therefore, the Company allocates the arrangement consideration between the lease components (i.e., the Console) and non-lease components (i.e., the Consumables) based on the relative estimated standalone selling price of each distinct performance obligation consistent with ASC 842, Leases and ASC 606. Revenue allocated to the lease components was not material for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor). Revenue from sales to customers of the Consumables is classified as revenue in the Company’s condensed consolidated statements of operations and comprehensive income (loss). The delivery of the Consumables are performance obligations satisfied at a point in time, when the control of the goods is transferred to the customer (i.e., FOB Shipping Point). Revenue is recognized when control is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for the product. <i style="font-style:italic;">Other

*Revenue Considerations Revenue is reported net of sales tax. The Company has made the accounting policy election not to recognize a separate performance obligation for the shipment of products to the customer but to account for it as fulfillment cost. The Company's contracts primarily include fixed consideration. The Company only includes estimated variable amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Customers are generally required to pay within 30 days. Any incremental costs to obtain contracts are recorded as selling, general and administrative expense as incurred due to the short duration of the Company's contracts. The Company does not assess whether promised goods or services are performance obligations if they are deemed immaterial in the context of the contract with the customer. Additionally, the Company does not assess whether a contract has a significant financing component if the expectation at contract inception is that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor), revenue was generated only from European markets. Inventory Inventory consists of raw materials, work-in-process, and finished products and is valued at the lower of cost or net realizable value. The method by which that amounts are removed from the inventory is first-in first-out ("FIFO"). Cost may include materials, labor, and manufacturing overhead. The carrying value of inventory is reviewed for potential impairment whenever indicators suggest that the cost of inventory exceeds the carrying value and management adjusts the inventory to its net realizable value. The Company also periodically evaluates inventory for estimated losses from excess quantities and obsolescence and writes down the cost of inventory to net realizable value at the time such determinations are made. Net realizable value is determined using the estimated selling price, in the ordinary course of business, less estimated costs to complete and dispose. Inventory used in research and development activities is expensed when incurred. Property and Equipment Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, generally three to five years, or, in the case of leasehold improvements, over the remaining life of the lease term. Specifically, Consoles had a five-year useful life as of December 31, 2023, and effective on January 1, 2024, the useful life of Consoles was changed to three years to better reflect the estimated periods during which these Consoles will remain in service. The impact of the change in the estimated useful life of Consoles is not material to the Predecessor Periods or Successor Periods, nor to the future remaining life of the Consoles. Property and equipment include equipment that is loaned to customers and located at customer premises. The Company retains ownership of the equipment held for evaluation by customers and has the right to remove the equipment if it is not being utilized according to expectations. P5YP5YP3Y Intangible Assets Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. In determining the estimated useful lives of definite-lived intangibles, the Company considers the nature, competitive position, life cycle position and expected future operating cash flows of the acquired asset, as well as its commitment to support these assets through continued investment and legal infringement protection. Indefinite-lived intangible assets consist of In-Process Research and Development ("IPR&D"). Intangible assets with indefinite lives are tested for impairment if impairment indicators arise and, at a minimum, annually. However, an entity is permitted to first assess qualitative factors to determine if a quantitative impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. The indefinite-lived intangible asset impairment test consists of a one-step analysis that compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. No impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio does not have material intangible assets. 0 Goodwill In accordance with ASC 350, Intangibles – Goodwill and Other, the Company tests goodwill for impairment at the reporting unit level. The Company has one reporting unit for the goodwill impairment testing purposes. Goodwill is tested for impairment on an annual basis in the fourth quarter, or more frequently if events or changes in circumstances indicate the carrying value of goodwill may not be recoverable (a "triggering event"). On the occurrence of a triggering event, an entity has the option to first assess qualitative factors to determine whether a quantitative impairment test is necessary. If it is more likely than not that goodwill is impaired, the fair value of the reporting unit (the Company) is compared with its carrying value. An impairment charge is recognized for the amount by which the carrying amount exceeds the fair value, provided, the loss recognized cannot exceed the total amount of goodwill. No goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio does not have goodwill. 0 Concentrations The Company had three suppliers each exceed 10.0% of total accounts payable as of September 30, 2024 (Successor), representing 74.5% of accounts payable. As of December 31, 2023 (Predecessor), Legacy Adagio has three suppliers each exceed 10.0% of total accounts payable, representing 71.6% of accounts payable. The Company's five and ten largest suppliers accounted for approximately 59.8% and 80.8%, respectively, of the Company's expenditures for the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor). Legacy Adagio's five and ten largest suppliers accounted for approximately 39.4% and 50.5%, respectively, of Legacy Adagio's expenditures for the nine months ended September 30, 2023 (Predecessor).
30.74530.7165555101010100.5980.5980.5980.5980.8080.8080.8080.8085100.3940.505 Impairment of Long-Lived Assets The Company reviews long-lived assets, including property and equipment and finite-lived intangible assets, for impairment annually or whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when the asset's carrying value exceeds the total undiscounted cash flows expected from its use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. For the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 2023 (Predecessor), the Company determined that there was no impairment of long-lived assets. 0000 Foreign Currency <span style="font-style:italic;font-*

weight:bold;background:#ffffff;">Translation and Transactions The assets, liabilities, and results of operations of Adagio Medical GmbH are recorded using the Euro as the designated functional currency, which is the currency of the primary economic environment in which Adagio Medical GmbH operates. Consequently, transactions in currencies other than Euro are measured and recorded in Euro. Upon consolidation with the Company, its assets and liabilities are translated to U.S. Dollars at currency exchange rates as of the condensed consolidated balance sheet date and its revenues and expenses are translated at the weighted-average currency exchange rates during the applicable reporting periods. Translation adjustments resulting from the process of translating this entity's financial statements are reported in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets and foreign currency translation adjustment in the condensed consolidated statements of operations and comprehensive income (loss). Leases The Company accounts for its lease property under ASC 842. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases, and are recorded on the condensed consolidated balance sheets as both a right-of-use asset and a lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate, which is the rate for collateralized borrowings based on the current economic environment, current borrowings, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset results in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred. The Company determines whether a contract is or contains a lease at the inception of the contract. A contract will be deemed to be or contain a lease if the contract conveys the right to control and direct the use of identified property, plant, or equipment for a period of time in exchange for consideration. The Company generally must also have the right to obtain substantially all of the economic benefits from the use of the property, plant, and equipment. The Company uses the implicit rate in the lease agreement, when readily available, or its incremental borrowing rate as the basis to calculate the present value of future lease payments at lease commencement. The incremental borrowing rate represents the rate the Company would have to pay to borrow funds on a collateralize basis over a similar term and in a similar economic environment. In calculating the right-of-use asset and lease liability, the Company elected to combine lease and non-lease components for its real estate leases. The Company adopted the policy election to exclude short-term leases having initial terms of twelve months from the initial recognition provisions of ASC 842. Refer to Note 11- Operating Leases for additional details. The Company's implied rental agreements for its consoles qualify as operating leases and as such, revenue is recognized in accordance with ASC 842, Leases and ASC 606, Revenue from Contracts with Customers. Revenue allocated to the lease components were not significant for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and nine months ended September 30, 2023 (Predecessor). Cost of Revenue Cost of revenue includes raw materials, direct labor, manufacturing overhead, shipping and receiving costs and other less significant indirect costs related to the production of the Company's products. Cost of revenue also includes the depreciation expense of Consoles loaned to the customers. Research and Development Research and development expenses consist primarily of salaries, consulting fees, and employee-related costs (including stock-based compensation) for personnel directly engaged in research and development activities, clinical trial expenses, equipment costs, material costs, allocated rent and facilities costs, and depreciation. Research and development expenses relating to possible future products are expensed as incurred. The Company also accrues and expenses costs for activities associated with clinical trials performed by third parties as incurred. Selling, General and Administrative Selling, general and administrative expenses consist primarily of salaries, and employee-related costs (including stock-based compensation) for personnel in executive, finance and other administrative functions, allocated rent and facilities costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services, marketing costs and insurance costs. The Company expenses all selling, general, and administrative costs as incurred. The incurred transaction costs are recorded in selling, general, and administrative costs. Accrued Transaction Costs (Predecessor) In connection with the Business Combination, Legacy Adagio accrued transaction costs, consisting primarily of legal, accounting and other professional fees, which were incurred and expensed, but not yet paid. The accrued expenses as of December 31, 2023 (Predecessor) are recorded in accrued transaction costs on the condensed consolidated balance sheets. Fair Value Measurements Fair value measurements are based on the premise that fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the following three-tier fair value hierarchy is used in determining the inputs for measuring fair value: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 1-Quoted prices in active markets for identical assets or liabilities.</td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 2-Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Level 3-Unobservable inputs which are supported by little or no market activity and consist of financial instruments valued using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.</td></tr></table> Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety

requires judgment and considers factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange. The fair value of the convertible notes payable and warrant liabilities may be impacted by certain unobservable inputs, most significantly with regard to discount rates, expected volatility and historical and projected performance. Significant changes to these inputs in isolation could result in a significantly different fair value measurement. Fair Value Option for Convertible Notes As permitted under ASC 825, Financial Instruments ("ASC 825"), Legacy Adagio elected the fair value option to account for the convertible promissory notes issued in October 2022 (the "October 2022 Convertible Notes"), April 2023 (the "April 2023 Convertible Notes"), November 2023 (the "November 2023 Convertible Notes"), February 2024 (the "February 2024 Convertible Notes", "2024 Bridge Financing Notes"), May 2024 (the "May 2024 Convertible Notes"), June 2024 (the "June 2024 Convertible Notes"), and July 2024 (the "July 2024 Convertible Notes") (collectively, "Legacy Adagio Convertible Notes"), and the Company elected the fair value option to account for the Convertible Securities Notes (as defined below), in order to measure those liabilities at amounts that more accurately reflect the current economic environment in which the Legacy Adagio and the Company operated. The convertible promissory notes mentioned above were recorded at fair value at issuance and subsequently were remeasured to fair value at the end of each reporting period. The change in fair value of the convertible promissory notes, excluding amounts related to interest, is recorded in "Convertible notes fair value adjustment", while amounts related to interest are recorded as interest expense in the consolidated statements of operations and comprehensive income (loss). As a result of applying the fair value option, direct costs and fees related to the issuance of the convertible promissory notes were expensed as incurred (i.e., not recognized as deferred costs). Refer to Note 4- Fair Value Measurements for further detail. Warrants The Company has Convert Warrants (as defined below) issued along with the Convertible Securities Notes, and PIPE Pre-funded Warrants (as defined below) issued in PIPE Financing (as defined below), which are classified as liabilities. The Company also has PIPE Base Warrants (as defined below) issued in PIPE Financing, which is classified as equity. Legacy Adagio has certain common stock warrants ("SVB Warrants") issued along with the SVB Term Loan (as defined below) and pre-funded warrants to purchase Series E preferred stock ("Series E Pre-funded Warrants"), which were both classified as liabilities. The Company and Legacy Adagio determine the classification of warrants based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC 815. The assessment considers whether the warrants are freestanding financial instruments and meet all of the requirements for equity classification, including whether the warrants are indexed to the Company's own shares of common stock, among other conditions for equity classification. This assessment is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter until settlement. Changes in the estimated fair value of the liability-classified warrants are recognized in warrant liabilities fair value adjustment in the condensed consolidated statements of operations and comprehensive income (loss). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to a liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the condensed consolidated balance sheet date. See Note 10- Warrants for additional information related to the warrants. Term Loan (Predecessor) The Company accounts for the Predecessor term loan at residual value on the date of issuance. The expected life of the term loan is the contractual term ending on the maturity date. The Company classifies the term loan as current liabilities within twelve months of the maturity date or when otherwise due. Interest expense is recognized in the condensed consolidated statements of operations and comprehensive income (loss) over the contractual term of the loan. See Note 9- Debt for additional information related to the term loan. Convertible Preferred Stock (Predecessor) The Company records the Legacy Adagio convertible preferred stock at fair value on the dates of issuance, net of issuance costs. Upon the occurrence of certain events that are outside the Legacy Adagio's control, including a deemed liquidation event, holders of the convertible preferred stock can cause redemption for cash. Each share of preferred stock would automatically be converted into shares of Legacy Adagio common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75.0 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). 7500000067.83 Stock-Based Compensation The Company recognizes compensation expense for all stock-based awards issued to employees and non-employees based on the estimated grant-date fair value, which is recognized as expense on a straight-line basis over the requisite service period. The Company has elected to recognize forfeitures as they occur. The fair value of stock options is determined using the Black-Scholes option-pricing model. The determination of fair value for stock-based awards on the date of grant using an option-pricing model requires management to make certain assumptions including expected volatility, expected term, risk-free interest rate and expected dividends in addition to the Company's common stock valuation. Refer to Note 14- Stock-Based Compensation. Due to the absence of an active market for Legacy Adagio common stock, the Company utilized methodologies, approaches, and assumptions consistent with the American Institute of Certified Public Accountants Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issued as Compensation to estimate the fair value of Legacy Adagio common stock. In determining the exercise prices for options granted, the Company considered the fair value of the common stock as of the grant date. The fair value of the common stock is determined based upon a variety of factors, including the Company's financial position, historical performance and operating results, the Company's stage of development, the progress of the Company's research and development programs, the prices at which the Company sold its convertible preferred stock, the superior rights, preferences and privileges of the Company's convertible preferred stock relative to its common stock, external market conditions affecting the medical technologies industry, the lack of marketability of the Legacy Adagio common stock, prospects of a transaction and market performance of peer companies. Significant changes to the key assumptions underlying the factors used could result in different fair values of Legacy Adagio at each valuation date. Income Taxes Income taxes are recorded in accordance with ASC 740, Income Taxes ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The

Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on the difference between the condensed consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse and include Net Operating Loss ("NOL") carryforwards and Research and Development ("R&D") tax credit carryforwards. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. ASU 2019-12, Simplifying the Accounting for Income Taxes was adopted in the first quarter of 2021 and the Company has recorded franchise taxes not based on income outside of income tax expense. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest and penalties on its condensed consolidated balance sheets and has not recognized interest and/or penalties in the condensed consolidated statements of operations and comprehensive income (loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits. Refer to Note 16- Income Taxes for additional details. 00000000000 Note 3 – Forward Merger On February 13, 2024, ARYA, ListCo, ARYA Merger Sub, and Company Merger Sub, entered into a Business Combination Agreement, which was amended by the Consent and Amendment No. 1 to the Business Combination Agreement, dated as of June 25, 2024. Prior to the annual general meeting, holders of 2,707,555 shares of ARYA's redeemable Class A ordinary shares exercised their right to redeem such shares for cash at a redemption price of approximately $11.56 per share, for an aggregate redemption amount of approximately $31.3 million. Description of the Transaction Upon the consummation of Business Combination, <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">a)</td><td style="padding:0pt;">Each issued and outstanding Class A ordinary share of ARYA, par value $0.0001 per share, were automatically cancelled, extinguished and converted into one share of common stock, par value $0.0001 per share, of the Company ("Company's Common Stock"). </td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">b)</td><td style="padding:0pt;">Each issued and outstanding Class B ordinary share of ARYA, par value $0.0001 per share, are automatically cancelled, extinguished and converted into the right to receive one share of the Company's Common Stock, other than (i) 1,000,000 Class B ordinary shares that are forfeited by the Sponsor, and issued to the PIPE Investors (as defined below), including the Perceptive PIPE Investor (as defined below); (ii) 1,147,500 shares of the Company's Common Stock issuable to the Sponsor are subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of the Company equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting"). </td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">c)</td><td style="padding:0pt;">Each warrant of Legacy Adagio (other than the Series E Pre-funded Warrants) was terminated in accordance with the terms of the applicable warrant agreement.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">d)</td><td style="padding:0pt;">All issued and outstanding convertible promissory notes of Legacy Adagio (excluding the Bridge Financing Notes and the 2024 Bridge Financing Notes, as defined below), including any accrued and unpaid interest thereon, are automatically and fully converted into shares of Legacy Adagio common stock in accordance with the terms of such convertible promissory notes, and such convertible promissory notes are cancelled, satisfied, extinguished, discharged and retired in connection with such conversion. </td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">e)</td><td style="padding:0pt;">Each share of Legacy Adagio preferred stock, par value $0.001 per share, that is issued and outstanding are automatically converted into shares of Legacy Adagio common stock on a one-to-one basis.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New

Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">f)</td><td style="padding:0pt;">All issued and outstanding shares of Legacy Adagio common stock including Series E Pre-funded Warrants that had been issued and outstanding are automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">g)</td><td style="padding:0pt;">Each issued, outstanding and unexercised option to purchase Legacy Adagio common stock ("Legacy Adagio Option") had been vested prior to the Closing with an aggregate value that exceeds the aggregate exercise price of such Legacy Adagio Option (each an "In-the-Money Adagio Options") are cancelled and extinguished in exchange for options to purchase shares of the Company's Common Stock, and each issued and outstanding Legacy Adagio equity award (other than an In-the-Money Adagio Options) are automatically cancelled and extinguished for no consideration, and each holder thereof will cease to have any rights with respect thereto.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">h)</td><td style="padding:0pt;">$7.0 million of 2024 Bridge Financing Notes is converted into Convertible Securities Notes and Convert Warrants (as defined below).</td></tr></table> In connection with the execution of the Business Combination Agreement, ListCo and ARYA entered into Subscription Agreements (the "Initial Subscription Agreements"), with Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor") and certain other investors (the "Initial Other PIPE Investors", and together with the Perceptive PIPE Investor, the "Initial PIPE Investors"). In June 2024, ListCo and ARYA entered into additional Subscription Agreements (the "June Subscription Agreements" and, together with the Initial Subscription Agreements, the "Subscription Agreements") with certain additional investors, (the "June PIPE Investors", and together with the Initial Other PIPE Investors, the "Other PIPE Investors", and the Other PIPE Investors, together with the Perceptive PIPE Investor, the "PIPE Investors"). Pursuant to the subscription agreements, the PIPE Investors have committed financing valued at $64.5 million (the "PIPE Financing"). The PIPE Financing included: (i)Commitments by certain Other PIPE Investors to purchase $2.5 million in Class A shares of ARYA in the open market and not to redeem such shares before the Closing, resulting in the issuance of 355,457 shares of Company's Common Stock and 299,902 warrants exercisable for shares of the Company's Common Stock (the "Base Warrants"). (ii)Commitments by certain Other PIPE Investors that were shareholders of ARYA to not to redeem 247,700 Class A shares of ARYA, resulting in the issuance of 405,772 shares of Company's Common Stock and 343,756 Base Warrants. (iii)Agreements to purchase 1,036,666 shares of Company's Common Stock, 1,440,000 Base Warrants, and 670,000 PIPE Pre-funded Warrants for a cash investment of $12 million in the Company. (iv)Contribution of total $29.5 million in April 2023 Convertible Notes, November 2023 Convertible Notes, May 2024 Convertible Notes, June 2024 Convertible Notes, and July 2024 convertible Notes (collectively, "Bridge Financing Notes"), and accrued interest of $1.7 million by the Perceptive PIPE Investor. (v)An additional cash investment of $15.9 million by the Perceptive PIPE Investor. In return for the investment specified in (iv) and (v) above, the Perceptive PIPE Investor received 6,622,959 shares of Company's Common Stock and 5,445,069 Base Warrants. Further, in connection with the execution of the Business Combination Agreement, certain investors ("Convert Investors") executed a securities purchase agreement, dated February 13, 2024, with ListCo (the "Convertible Security Subscription Agreement"), pursuant to which ListCo issued on the Closing Date to the Convert Investors $20.0 million of 13% senior secured convertible notes (the "Convertible Securities Notes"), which will be convertible into shares of the Company's Common Stock at a conversion price of $10.00 per share, subject to adjustment, and 1,500,000 warrants (the "Convert Warrants"), each Convert Warrant being exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment. Such $20.0 million of financing in the form of Convertible Securities Notes includes the conversion of the 2024 Bridge Financing Notes into Convertible Securities Notes and Convert Warrants at Closing, as further described in Note 9- Debt. Acquisition Method of Accounting The Business Combination has been accounted for as a forward-merger in accordance with U.S. GAAP. Under this method of accounting, ListCo has been treated as the "accounting acquirer" and Legacy Adagio as the "accounting acquiree" for financial reporting purposes. Accordingly, for accounting purposes, the Business Combination has been accounted for using the acquisition method of accounting. The acquisition method of accounting is based on ASC 805 and uses the fair value concepts defined in ASC 820. ASC 805 requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date, with limited exceptions per ASC 805-20-30-12 through 30-23. As such, under the acquisition method of accounting, ListCo's assets and liabilities retain their carrying amounts, and the assets and liabilities of Legacy Adagio, including any intangible assets recognized in connection with the Business Combination, are recorded at their fair values as of the acquisition date, except as otherwise required. The excess of the purchase price over the estimated fair values of net assets acquired is recorded as goodwill. Under the acquisition method of accounting, ListCo was considered to be the accounting acquirer based on the terms of the Business Combination. Upon consummation of the Business Combination, the cash on hand resulted in the equity at risk being considered insufficient for Legacy Adagio to finance its activities without additional subordinated financial support. Therefore, Legacy Adagio was considered a Variable Interest Entity ("VIE") and the primary beneficiary of Legacy Adagio was treated as the accounting acquirer. ListCo is the primary beneficiary of Legacy Adagio. ListCo will hold 100% of the voting rights of Legacy Adagio and will control the Board of Directors of Legacy Adagio. Therefore, ListCo will have the sole power to control the significant activities that will impact Legacy Adagio's economic performance. ListCo's equity interest in Legacy Adagio will result in the right to receive benefits and the obligation to absorb the losses of Legacy Adagio that could be significant to ListCo. The following is a summary of the purchase price calculation (unaudited, in thousands except share and per share data): <span

style="visibility:hidden;"> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"> Number of the Company's Common Stock issued </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;margin:0pt;padding:0pt;"> 6,771,769 </td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> Number of replacement stock options granted to Legacy Adagio's option holders by the Company </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,587 </td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"> Total shares and stock options </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6,779,356 </td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> Multiplied by the Company's Common Stock price at the Closing </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.64</p></td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total</p></td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 45,015 </td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> Number of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;margin:0pt;padding:0pt;"> 3,540,000 </td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"> Multiplied by estimated value of PIPE Base Warrants at the Closing </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2.41</p></td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Estimated fair value of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes</p></td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 8,531 </td></tr><tr><td style="vertical-align:bottom;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total purchase price </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 53,546</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">The allocation of the purchase price was as follows (unaudited, in thousands):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Assets Acquired:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Cash</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><span style="font-size:9.5pt;">$ </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 681 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Accounts receivable, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 102 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Inventories, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 4,077 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Prepaid expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 308 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Other current assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 195 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 1,133

</td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Intangible assets, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 26,200 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Goodwill </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 44,291 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Right-of-use asset, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 247 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Other assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 18 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Tota assets acquired </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:middle;width:10.43%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">77,252</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Liabilities Assumed:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-top:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#cceeff;border-top:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accounts payable</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><span style="font-size:9.5pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"> 10,103 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 3,556 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Operating lease liabilities, current </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"> 138 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible notes payable, long-term </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> .

</td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#ccceff;margin:0pt;padding:0pt;"> 5,951 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Warrant liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"> 1,049 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#ccceff;margin:0pt;padding:0pt;"> Operating lease liabilities, long-term </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#ccceff;margin:0pt;padding:0pt;"> 109 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Deferred tax liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2,800 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#ccceff;margin:0pt;padding:0pt;"> Total liabilities assumed </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:middle;width:10.43%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">23,706</p></td></tr><tr><td style="vertical-align:middle;width:86.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Net total</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:3px double #000000;border-top:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><span style="font-size:9.5pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:3px double #000000;border-top:3px double #000000;margin:0pt;padding:0pt;"> 53,546 </td></tr></table> Goodwill represents the excess of the total purchase consideration over the fair value of the underlying net assets and captures the value attributable to future economic benefits arising from future technology development beyond the existing pipeline of identified IPR&D projects. The acquired intangible assets consist of developed technology and IPR&D, which were valued at $26.2 million at the Closing using the cost approach. This approach considers an asset’s replacement cost (direct and indirect) adjusted, where applicable, for obsolescence to estimate the replacement cost of the asset’s current service potential (i.e., remaining useful life and cash-flow generating capacity). Obsolescence for an acquired intangible asset may include functional (technological) obsolescence and economic (external) obsolescence. The Company has determined the estimated useful life of 5 years for developed technology based on consideration of the economic benefit of the asset. Refer to Note 7- Goodwill and Intangible Assets for details. In connection with the Business Combination, the transactions that occurred concurrently with the Closing Date of the Business Combination were reflected “on the line”. “On the line” describes those transactions triggered by the consummation of the Business Combination that are not recognized in the consolidated financial statements of the Predecessor nor the Successor as they are not directly attributable to either period but instead were contingent on the Business Combination. The number of shares of common stock issued and amounts recorded on the line within stockholders’ equity (deficit) are reflected below to arrive at the opening consolidated balance sheet of the Successor. <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;table-layout:auto;width:100%;"><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Number of
Shares </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Common
Stock </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;width:9.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> APIC </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;width:8.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Accumulated
Deficit </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">ListCo closing equity as of July 30, 2024 </td><td style="vertical-align:bottom;width:1.38%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,729</p></td><td style="vertical-align:top;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.79%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#ccceff;margin:0pt;padding:0pt;"> (2,734) </td></tr><tr><td style="vertical-align:top;width:56.66%;margin:0pt;padding:0pt;"> Accumulated deficit carried over from ARYA </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#ccceff;margin:0pt;padding:0pt;"> (14,089) </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#ccceff;margin:0pt;padding:0pt;"> Contribution of cash proceeds in PIPE Financing </td><td style="vertical-align:bottom;width:1.38%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#ccceff;margin:0pt;padding:0pt;"> 3,287,018 </td><td style="vertical-align:bottom;width:1.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#ccceff;margin:0pt;padding:0pt;"> 23,433 </td><td style="vertical-align:top;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#ccceff;margin:0pt;padding:0pt;"> Conversion of ARYA convertible promissory Notes </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> 355,100 </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;margin:0pt;padding:0pt;"> 3,551 </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Conversion of ARYA Class A ordinary shares and Class B ordinary shares </td><td style="vertical-align:bottom;width:1.38%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> 2,089,000 </td><td style="vertical-align:bottom;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;margin:0pt;padding:0pt;"> Conversion of Class A ordinary shares subject to redemption </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> 123,520 </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;margin:0pt;padding:0pt;"> 1,361 </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Shares issued for acquisition of Legacy Adagio </td><td style="vertical-align:bottom;width:1.38%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> 6,771,769 </td><td style="vertical-align:bottom;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#cceeff;margin:0pt;padding:0pt;"> 53,546 </td><td style="vertical-align:top;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;margin:0pt;padding:0pt;"> Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 761,229 </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 5,166 </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p

style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Successor's opening equity as of July 31, 2024 (Successor) </td><td style="vertical-align:bottom;width:1.38%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 13,387,636 </td><td style="vertical-align:bottom;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 89,786</p></td><td style="vertical-align:top;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.79%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (16,823) </td></tr></table> In conversion of the ARYA's equity outstanding prior to the Closing Date, for each issued and outstanding Class B ordinary share of ARYA at par value $0.0001 per share, a total of 1,147,500 shares ("Earn-out Shares") of the Company's Common Stock are issuable to the Sponsor, which are subject to vesting based on a share price trigger. These shares will vest if, within ten years of the Closing, the share price of the Company's Common Stock reaches or exceeds $24.00 per share for at least 20 trading days within a 30-day period. As of the reporting date, the vesting of these shares was not considered probable. Pro Forma Financial Information (Unaudited) The following unaudited pro forma financial information summarizes the results of operations for the Company as though the Business Combination had occurred on January 1, 2023 and has been derived from the historical consolidated financial statements of the Company's Predecessor Periods and the Successor Period. The Successor and Predecessor Periods for the periods three months ended September 30, 2024; three months ended September 30, 2023; nine months ended September 30, 2024 and nine months ended September 30, 2023 have been combined. The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the acquisition taken place on the date indicated, or the future consolidated results of operations of the Company. <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:39.57%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.3%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.71%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.3%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.29%;margin:0pt;padding:0pt;"> <div

style="bottom:0pt;position:absolute;width:100%;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:39.57%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:28.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Three Months Ended September 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:27.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Nine Months Ended September 30, </td></tr><tr><td style="vertical-align:bottom;width:39.57%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.56%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;width:2.51%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.54%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:39.57%;background:#cceeff;margin:0pt;padding:0pt;"> Revenue </td><td style="vertical-align:top;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.3%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">185 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.71%;background:#cceeff;margin:0pt;padding:0pt;"> 41 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.3%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">465</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.29%;background:#cceeff;margin:0pt;padding:0pt;"> 222 </td></tr><tr><td style="vertical-align:bottom;width:39.57%;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.3%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.72%;margin:0pt;padding:0pt;"> (12,971) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.71%;margin:0pt;padding:0pt;"> (10,655) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.26%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.3%;margin:0pt;padding:0pt;"> (28,987) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.51%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.29%;margin:0pt;padding:0pt;"> (26,113) </td></tr></table> . The unaudited pro forma financial information for the three and nine months ended September 30, 2024 and 2023 combines the historical results of Adagio Medical, Inc., ARYA, and ListCo for the three and nine months ended September 30, 2024 and 2023, assuming that the companies were combined as of January 1, 2023. The unaudited pro forma results reflect the adjustments for recording the step-up amortization adjustments for the fair value of intangible assets acquired, reversal of change in fair value of Legacy Adagio Convertible Notes and warrants, reversal of interest on

Legacy Adagio Convertible Notes, reversal of interest on Legacy Adagio's SVB Term Loan, and recording interest on Convertible Securities Notes.

270755511.56313000000.000110.00010.000111000000114750024203000.00117000000645000002500000035545729990224770047 style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">The following is a summary of the purchase price calculation (unaudited, in thousands except share and per share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"> Number of the Company's Common Stock issued </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;margin:0pt;padding:0pt;"> 6,771,769 </td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> Number of replacement stock options granted to Legacy Adagio's option holders by the Company </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,587 </td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"> Total shares and stock options </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6,779,356 </td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> Multiplied by the Company's Common Stock price at the Closing </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.64</p></td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Total</p></td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 45,015 </td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> Number of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;margin:0pt;padding:0pt;"> 3,540,000 </td></tr><tr><td style="vertical-align:middle;width:86.46%;background:#cceeff;margin:0pt;padding:0pt;"> Multiplied by estimated value of PIPE Base Warrants at the Closing </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2.41 </td></tr><tr><td style="vertical-align:middle;width:86.46%;margin:0pt;padding:0pt;"> Estimated fair value of PIPE Base Warrants issued in lieu of settling Bridge Financing Notes </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px

*solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 8,531</p></td></tr><tr><td style="vertical-align:bottom;width:86.46%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Total purchase price</p></td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><span style="font-size:9.5pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.23%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 53,546 </td></tr>
</table>677176900075876777935600006.6445015000035400002.4185310005353460000 The allocation of the purchase price was as follows (unaudited, in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#ccceff;margin:0pt;padding:0pt;"> Assets Acquired: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Cash </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 681 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#ccceff;margin:0pt;padding:0pt;"> Accounts receivable, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#ccceff;margin:0pt;padding:0pt;"> 102 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Inventories, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 4,077 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Prepaid expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 308 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Other current assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 195 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-*

space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 1,133 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Intangible assets, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 26,200 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Goodwill </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 44,291 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Right-of-use asset, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;margin:0pt;padding:0pt;"> 247 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Other assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10.43%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 18 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;padding:0pt;"> Tota assets acquired </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:middle;width:10.43%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">77,252</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Liabilities Assumed:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-top:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#cceeff;border-top:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Accounts payable</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><span style="font-size:9.5pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"> 10,103 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 3,556 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Operating lease liabilities, current </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"> 138 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"><p

*style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Convertible notes payable, long-term </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 5,951 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Warrant liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;margin:0pt;padding:0pt;"> 1,049 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Operating lease liabilities, long-term </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;background:#cceeff;margin:0pt;padding:0pt;"> 109 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;margin:0pt;padding:0pt;"> Deferred tax liabilities </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2,800 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:86.26%;background:#cceeff;margin:0pt;padding:0pt;"> Total liabilities assumed </td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:middle;width:10.43%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">23,706</p></td></tr><tr><td style="vertical-align:middle;width:86.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Net total</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.19%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:3px double #000000;border-top:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><span style="font-size:9.5pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:3px double #000000;border-top:3px double #000000;margin:0pt;padding:0pt;"> 53,546 </td></tr>
</table>681000102000407700030800019500011330002620000044291000247000180007725200010103000355600013800059510001
style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;"> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;table-layout:auto;width:100%;"><tr><td style="vertical-align:bottom;width:56.66%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Number of
Shares </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Common
Stock </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> APIC </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:8.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Accumulated
Deficit </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> ListCo closing equity as of July 30, 2024 </td><td style="vertical-align:bottom;width:1.38%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times*

New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,729</p></td><td style="vertical-align:top;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.79%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#cceeff;margin:0pt;padding:0pt;"> (2,734) </td></tr><tr><td style="vertical-align:top;width:56.66%;margin:0pt;padding:0pt;"> Accumulated deficit carried over from ARYA </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;margin:0pt;padding:0pt;"> (14,089) </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Contribution of cash proceeds in PIPE Financing </td><td style="vertical-align:bottom;width:1.38%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> 3,287,018 </td><td style="vertical-align:bottom;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#cceeff;margin:0pt;padding:0pt;"> 23,433 </td><td style="vertical-align:top;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;margin:0pt;padding:0pt;"> Conversion of ARYA convertible promissory Notes </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> 355,100 </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;margin:0pt;padding:0pt;"> 3,551 </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of ARYA Class A ordinary shares and Class B ordinary shares </td><td style="vertical-align:bottom;width:1.38%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> 2,089,000 </td><td style="vertical-align:bottom;width:1.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-

align:bottom;width:1.34%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;margin:0pt;padding:0pt;"> Conversion of Class A ordinary shares subject to redemption </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> 123,520 </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;margin:0pt;padding:0pt;"> 1,361 </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#ccceff;margin:0pt;padding:0pt;"> Shares issued for acquisition of Legacy Adagio </td><td style="vertical-align:bottom;width:1.38%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#ccceff;margin:0pt;padding:0pt;"> 6,771,769 </td><td style="vertical-align:bottom;width:1.37%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#ccceff;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;width:1.34%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#ccceff;margin:0pt;padding:0pt;"> 53,546 </td><td style="vertical-align:top;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;margin:0pt;padding:0pt;"> Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements </td><td style="vertical-align:bottom;width:1.38%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 761,229 </td><td style="vertical-align:bottom;width:1.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 5,166 </td><td style="vertical-align:top;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:0.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:56.66%;background:#ccceff;margin:0pt;padding:0pt;"> Successor's opening equity as of July 31, 2024 (Successor) </td><td style="vertical-align:bottom;width:1.38%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#ccceff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 13,387,636 </td><td style="vertical-align:bottom;width:1.37%;background:#ccceff;margin:0pt;padding:0pt;"> <span style="font-

size:9pt;margin-right:0pt;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.63%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 1 </td><td style="vertical-align:bottom;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.77%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:8.87%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 89,786</p></td><td style="vertical-align:top;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;width:0.79%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.01%;background:#cceeff;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> (16,823) </td></tr></table>2729000-2734000-1408900032870182343300035510035510002089000123520136100067717691000535460007612295166000133876361000897860001682300000.00011147500P10Y242030 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:39.57%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.3%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.71%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.3%;margin:0pt;padding:0pt,"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.51%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt,"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:39.57%;margin:0pt;padding:0pt,"> </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:28.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt,"> Three Months Ended September 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:27.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt,"> Nine Months Ended September 30, </td></tr><tr><td style="vertical-align:bottom;width:39.57%;margin:0pt;padding:0pt,"> </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.03%;border-bottom:1px solid #000000;margin:0pt;padding:0pt,"> 2024 </td><td style="vertical-align:bottom;width:2.61%;margin:0pt;padding:0pt,"> </td><td colspan="2" style="vertical-align:bottom;width:13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt,"> 2023 </td><td style="vertical-align:bottom;width:2.07%;margin:0pt;padding:0pt,"><p style="font-family:'Times New Roman','Times','serif';font-

size:8pt;margin:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.56%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;width:2.51%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.54%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:39.57%;background:#cceeff;margin:0pt;padding:0pt;"> Revenue </td><td style="vertical-align:top;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.3%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">185 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.71%;background:#cceeff;margin:0pt;padding:0pt;"> 41 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.3%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">465</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.51%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.29%;background:#cceeff;margin:0pt;padding:0pt;"> 222 </td></tr><tr><td style="vertical-align:bottom;width:39.57%;margin:0pt;padding:0pt;"> Net loss </td><td style="vertical-align:top;width:2.07%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.3%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.72%;margin:0pt;padding:0pt;"> (12,971) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.71%;margin:0pt;padding:0pt;"> (10,655) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.07%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.26%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.3%;margin:0pt;padding:0pt;"> (28,987) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.51%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.29%;margin:0pt;padding:0pt;"> (26,113) </td></tr></table>18541465222-12971-10655-28987-26113 Note 4 – Fair Value Measurements The Company’s financial instruments include its money market accounts (included as part of cash and cash equivalents), accounts receivable, accounts payable, common stock warrant liabilities (i.e. Convert Warrants and SVB Warrants), pre-funded warrant liabilities (i.e. PIPE Pre-funded Warrants), and convertible notes payables (i.e. Convertible Securities Notes and Legacy Adagio Convertible Notes). The recorded carrying amounts of cash and equivalents, accounts receivable and accounts payable approximates fair value due to their short-term nature. The convertible notes, common stock warrant liabilities, and pre-funded warrant liabilities are carried at fair value. Assets and liabilities recognized at fair value on a recurring basis in the condensed consolidated balance sheets consists of cash equivalents, common stock warrant liabilities, pre-funded warrant liabilities, and convertible notes payables. These items are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following tables summarize the Company’s financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;table-layout:auto;width:80%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:12.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-

word;position:relative;"> </td><td style="vertical-align:bottom;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12.5%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024 (Successor) </td><td style="vertical-align:bottom;width:2.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.26%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;"> 27,298</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;margin:0pt;padding:0pt;"> Liabilities: </td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> </td>

<td style="vertical-align:middle;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> Convertible Securities Notes </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">13,750</p></td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-align:justify;text-indent:-7.2pt;margin:0pt;">Convert Warrants</p></td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> 743 </td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> PIPE Pre-funded Warrants </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> 1,722 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:51.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:51.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 (Predecessor) </td><td style="vertical-align:bottom;width:2.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;">Level 3 </td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:12.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:12.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:12.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">24</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-align:justify;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:middle;width:12.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">-</p></td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:middle;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">-</p></td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-align:justify;text-indent:-7.2pt;margin:0pt;">Legacy Adagio Convertible Notes</p></td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> 36,430 </td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;margin:0pt;padding:0pt;"> SVB Warrants </td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> 78 </td></tr></table> . There were no transfers made among the three levels in the fair value hierarchy for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and for the year ended December 31, 2023 (Predecessor). Legacy Adagio Convertible Notes (Predecessor) On October 27, 2022, Legacy Adagio entered into a note purchase agreement with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Upon the consummation of the Business Combination, the principal and the accrued interest of the October 2022 Convertible Notes were converted into shares of Legacy Adagio common stock. Further, on the Closing Date, Legacy Adagio common stock was converted to the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Refer to Note 9- Debt for details. On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes. On February 13, 2023, November 28, 2023 and February 13, 2024, the April 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $15.0 million convertible promissory note has been drawn by Legacy Adagio. On November 28, 2023, Legacy Adagio issued a $2.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million in additional convertible promissory notes ("Delayed Draw Commitment"). On December 13, 2023, December 28, 2023, and February 13, 2024, the November 2023 Convertible Notes were amended. Prior to the Closing Date, the total of $8.0 million convertible promissory note has been drawn by Legacy Adagio. On February 13, 2024, Legacy Adagio issued a $7.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The 2024 Bridge Financing Note accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $7.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the 2024 Bridge Financing Note of $7.0 million converted into $7.0 million of the Company's Convertible Securities Notes and 525,000 Convert Warrants. Refer to Note 9- Debt for details. On May 21, 2024, Legacy Adagio issued a $3.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $3.0 million convertible promissory note has been drawn by Legacy Adagio. On June 25, 2024, Legacy Adagio issued a $2.5 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $2.5 million convertible promissory note has been drawn by Legacy Adagio. On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Prior to the Closing Date, the total of $1.0 million convertible promissory note has been drawn by Legacy Adagio. Upon the consummation of the Business Combination, the principal of Bridge Financing Notes along with its accrued but unpaid interest, was converted into the shares of the Company's Common Stock and Base Warrants as part of the PIPE Financing. Refer to Note 9- Debt for details. The Company measures Legacy Adagio Convertible Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. In determining the fair value of the Legacy Adagio Convertible Notes as of December 31, 2023, the Company applied the probability-weighted expected return method ("PWERM"). The PWERM determines the value of an instrument based upon an analysis of future values for the potential instrument payouts under different future outcomes. The instrument value is based upon the present value of the probability of each future outcome becoming available to the instrument holders, and the rights of each security. The Company calculated the estimated fair value of convertible promissory notes as of December 31, 2023 using the following assumptions: . <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:49.91%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:1.91%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:9.91%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:9.91%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:1.91%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:9.91%;margin:0pt;padding:0pt;"> <p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:49.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of December 31, 2023 </td><td style="vertical-align:bottom;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Expected Term
(years) </td><td style="vertical-align:bottom;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Risk-Free
interest rate </td><td style="vertical-align:bottom;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:49.91%;background:#ccceff;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:top;width:1.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 36.8 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:top;width:1.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 110 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:49.91%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:top;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 30.6 </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:top;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 110 </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:49.91%;background:#ccceff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:top;width:1.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 30.6 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:top;width:1.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 110 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">. In determining the fair value of the Legacy Adagio Convertible Notes as of July 31, 2024 prior to the Closing, the Company used the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Legacy Adagio Convertible Notes converted into. The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023
(Predecessor) </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance
(beginning
of year) </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Fair value
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adjustments </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance
(end of year) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">9,500</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">3,061</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-

align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 15,000 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> (243) </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 14,757 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 5,000 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 4,112 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td></tr></table> The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;table-layout:auto;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Period from January 1 to July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance
(beginning
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adjustments </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance
(end of year) </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 12,561</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (4,304)</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 8,257 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 14,757 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 3,378 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 18,135 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 3,000 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:normal;width:10%;background:#ccceff;margin:0pt;padding:0pt;"> (2,373) </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#ccceff;margin:0pt;padding:0pt;"> 9,739 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;margin:0pt;padding:0pt;"> February 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 7,000 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> (256) </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 6,744 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#ccceff;margin:0pt;padding:0pt;"> May 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#ccceff;margin:0pt;padding:0pt;"> 3,000 </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#ccceff;margin:0pt;padding:0pt;"> 685 </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#ccceff;margin:0pt;padding:0pt;"> 3,685 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;margin:0pt;padding:0pt;"> June 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 2,500 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 577 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 3,077 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#ccceff;margin:0pt;padding:0pt;"> July 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 1,000 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 233 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 1,233 </td></tr></table> . Convertible Securities Notes (Successor) On July 31, 2024, the Company issued the $20.0 million Convertible Securities Notes to Convert Investor having a maturity of three years and nine months after the Closing. The interest is accrued by quarterly compounding based on a 13% interest rate per annum. The Company received the funding from the Convertible Securities Notes as at the Closing. Refer to <i style="font-style:italic;">Note 9- Debt</i> for details.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The Company measures the Convertible Securities Notes at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">The Company utilized the binomial lattice model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Convertible Securities Notes</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">.</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"> .</p></td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;width:11.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 31, 2024</p></td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">September 30, 2024</p></td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Stock price</p></td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6.64 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 2.58 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 25.8 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 25.4 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Expected Term (years) </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 3.75 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 3.58 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-

left:7.2pt;text-indent:-7.2pt;margin:0pt;">Risk-Free interest rate </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 4.01 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 3.55 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 60 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 80 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table> - The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands): - Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor) - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 17,005</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Additions</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td></tr><tr><td style="vertical-align:bottom;width:78.14%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Fair value measurement adjustments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">(3,255)</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (end of period)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 13,750 </td></tr></table> - Warrant Liabilities (Predecessor) i.Series E Pre-funded Warrants On June 25, 2024, the Legacy Adagio issued to certain investor the Series E Pre-funded Warrants to purchase the Legacy Adagio’s Series

E Preferred Stock, in exchange of the investor's existing holding of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per warrant share. The Company measured the pre-funded warrants at fair value based on the indicated fair value of Series E Preferred Stock, which is not observable in the market. The measurement caused the pre-funded warrant to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the pre-funded warrants were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). Refer to Note 10-Warrants for additional information. The fair value of the Series E Pre-funded Warrants is based on the fair value of the Series E Preferred Stock minus the exercise price. As of June 30, 2024, the Company estimated the fair value of the Series E Preferred Stock by applying a conversion factor of 1.08 to the indicated fair value of Legacy Adagio common stock. As of July 31, 2024 prior to the Closing, the Company estimated the fair value of Series E Pre-funded Warrants based on the observed closing stock price of ARYA as of July 31, 2024 multiplied by the actual number of shares that the Series E Pre-funded Warrants converted into. The estimated fair value of the Series E Pre-funded Warrants as of June 30, 2024 and July 31, 2024 prior to the Closing is $0.3 million and $0.2 million, respectively. The change in fair value for the period from July 1, 2024 to July 30, 2024 (Predecessor) is $0.1 million. Upon the consummation of the Business Combination, the Series E Pre-funded Warrants were automatically cancelled and extinguished and converted into shares of the Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. ii.SVB Warrants On February 3, 2023, in conjunction with the Loan and Security Agreement ("LSA") with Silicon Valley Bank ("SVB Term Loan"), Legacy Adagio issued Initial Warrants to purchase shares of common stock of the Company, and a contingent right to obtain an additional share of the common stock upon the non-occurrence of the Interest Only Milestone (as defined below). The Company measured SVB Warrants at fair value based on significant inputs not observable in the market, which caused them to be classified as Level 3 measurements within the fair value hierarchy. Changes in the fair value of the common stock warrants related to updated assumptions and estimates were recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). The SVB Warrants were not material as of December 31, 2023 (Predecessor) and there were no material changes in fair value for the periods from July 1, 2024 to July 30, 2024 (Predecessor), January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor). The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the warrant exercise price before the Closing. Refer to Note 10- Warrants for additional information. Warrant Liabilities (Successor) i.Convert Warrants On July 31, 2024, the Company issued 1,500,000 Convert Warrants in connection with the issuance of the $20.0 million Convertible Securities Notes. Refer to Note 10- Warrants for additional information. As set forth in the agreement of the Convertible Securities Notes, the Convert Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at $24.0 per share, subject to adjustments. The Company may be required to cash settle the Convert Warrants when it fails to timely deliver shares to the holder who exercises the Convert Warrants or upon the occurrence of a fundamental transaction. It is determined that the Convert Warrants do not meet the equity classification requirements under ASC 815 as the Covert Warrants may require cash settlement outside of the Company's control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the Convert Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss).</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">The Convert Warrants are classified as Level 3 measurements within the fair value hierarchy. The Company utilized the Black-Scholes Merton option model to value the Convertible Securities Notes at the Closing Date and as of September 30, 2024. The following table summarizes the significant inputs as of the valuation dates:</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Convert Warrants</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;width:11.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 31. 2024</p></td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">September 30, 2024</p></td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Common stock price</p></td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6.64 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.19%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2.58 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> Expected Volatility </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 55.0 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 62.5 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Risk Free rate </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 3.96 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 3.63 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> Expected dividend yield </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 0 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 0 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 7.0 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 6.83 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table> The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands): Convert Warrants - July 31, 2024 to September 30, 2024 (Successor) <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:85.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:3.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:9.36%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:85.41%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of period) </td><td style="vertical-align:top;width:3.02%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:top;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> 2,996 </td></tr><tr><td style="vertical-align:top;width:85.41%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:top;width:3.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:9.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:85.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">Fair value measurement adjustments </td><td style="vertical-align:top;width:3.02%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:2.19%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:9.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,253) </td></tr><tr><td style="vertical-align:top;width:85.41%;margin:0pt;padding:0pt;"> Balance (end of period) </td><td style="vertical-align:top;width:3.02%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:2.19%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:top;width:9.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 743 </td></tr></table> - ii.PIPE Pre-funded Warrants On July 31, 2024, the Company issued 670,000 pre-funded warrants in exchange for cash proceeds in PIPE Financing to certain Other PIPE Investors (“PIPE Pre-funded Warrants”). Refer to Note 10-Warrants for additional information. As set forth in the agreement of the PIPE Pre-funded Warrants, the PIPE Pre-funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company’s Common Stock at $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. It is determined that the PIPE Pre-funded Warrants do not meet the equity classification requirements under ASC 815 as the PIPE Pre-funded Warrants may require cash settlement outside of the Company’s control upon a failure of timely delivery of shares or a fundamental transaction, and therefore the PIPE Pre-funded Warrants are accounted for as derivative liabilities, and measured at fair value both initially and subsequently with changes in fair value recognized as warrant liabilities fair value adjustment within the condensed consolidated statements of operations and comprehensive income (loss). </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The PIPE Pre-funded Warrants are classified as Level 3 measurements within the fair value hierarchy. The fair value of the PIPE Pre-funded Warrants is based on the fair value of the Company’s Common Stock minus the exercise price. </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor)</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.54%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Balance (beginning of period)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;background:#cceeff;margin:0pt;padding:0pt;"> 4,442 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.54%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:78.54%;background:#cceeff;margin:0pt;padding:0pt;"> Fair value measurement adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,720) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.54%;margin:0pt;padding:0pt;"> Balance (end of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 1,722 </td></tr></table> - The following tables summarize the Company’s financial instruments at fair value based on the fair value hierarchy for each class of instrument (in thousands): - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;table-layout:auto;width:80%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:1.25%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;width:12.48%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-

word;position:relative;"> </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12.5%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024 (Successor) </td><td style="vertical-align:bottom;width:2.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.26%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;"> 27,298</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;margin:0pt;padding:0pt;"> Liabilities: </td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> Convertible Securities Notes </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">743</p></td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-align:justify;text-indent:-7.2pt;margin:0pt;">PIPE Pre-funded Warrants</p></td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> 1,722 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:51.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:51.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 (Predecessor) </td><td style="vertical-align:bottom;width:2.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td

style="vertical-align:bottom;width:2.5%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:13.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Assets: </td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12.48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12.5%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"> Money market account </td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;"> 24</p></td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:middle;width:51.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-align:justify;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Liabilities:</p></td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:middle;width:12.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;"></p></td><td style="vertical-align:top;width:2.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td 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0pt 0pt;"></p></td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-align:justify;text-indent:-7.2pt;margin:0pt;">Legacy Adagio Convertible Notes</p></td><td style="vertical-align:top;width:2.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:middle;width:51.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-align:justify;text-indent:-7.2pt;margin:0pt;">SVB Warrants</p></td><td style="vertical-align:top;width:2.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.48%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-

align:top;width:2.5%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">—</p></td><td style="vertical-align:top;width:2.5%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.26%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:12.5%;background:#ccceff;margin:0pt;padding:0pt;"> 78 </td></tr></table>27298000137500007430001722000240003643000078000095000000.0850000000.0810000000150000002000000.08600000 style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;"> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:49.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:49.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of December 31, 2023 </td><td style="vertical-align:bottom;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:bottom;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Expected Term
(years) </td><td style="vertical-align:bottom;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Risk-Free
interest rate </td><td style="vertical-align:bottom;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:49.91%;background:#ccceff;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:top;width:1.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 36.8 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:top;width:1.91%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#ccceff;margin:0pt;padding:0pt;"> 110 </td><td style="vertical-align:top;width:2.19%;background:#ccceff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:49.91%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">April 2023 Convertible Notes </td><td style="vertical-align:top;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 30.6 </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:top;width:1.91%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;margin:0pt;padding:0pt;"> 110 </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:49.91%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:top;width:1.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#cceeff;margin:0pt;padding:0pt;"> 30.6 </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#cceeff;margin:0pt;padding:0pt;"> 0.33 </td><td style="vertical-align:top;width:1.91%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#cceeff;margin:0pt;padding:0pt;"> 5.4 </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:9.91%;background:#cceeff;margin:0pt;padding:0pt;"> 110 </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table>0.3680.330.0541.100.3060.330.0541.100.3060.330.0541.10 The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the year ended December 31, 2023 (Predecessor) (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Year ended December 31, 2023
(Predecessor) </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance
(beginning
of year) </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Fair value
measurement
adjustments </td><td style="vertical-align:bottom;width:2%;border-bottom:1px solid transparent;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance<b style="font-

*weight:bold;">
(end of year) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">9,500</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">3,061</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 15,000 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> (243) </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 14,757 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 5,000 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 4,112 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td></tr></table> . The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the period from January 1, 2024 to July 30, 2024 (Predecessor) (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;table-layout:auto;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> <p style="font-*

family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Period from January 1 to July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance
(beginning
of year) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Fair value
measurement
adjustments </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Balance
(end of year) </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> October 2022 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 12,561</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (4,304)</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 8,257 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;margin:0pt;padding:0pt;"> April 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 14,757 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;">

</td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 3,378 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 18,135 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#cceeff;margin:0pt;padding:0pt;"> November 2023 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 9,112 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 3,000 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> (2,373) </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 9,739 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;margin:0pt;padding:0pt;"> February 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 7,000 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> (256) </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 6,744 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#cceeff;margin:0pt;padding:0pt;"> May 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 3,000 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 685 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 3,685 </td></tr><tr><td style="vertical-align:bottom;white-

space:normal;width:48%;margin:0pt;padding:0pt;"> June 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 2,500 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 577 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;margin:0pt;padding:0pt;"> 3,077 </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:48%;background:#cceeff;margin:0pt;padding:0pt;"> July 2024 Convertible Notes </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 1,000 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 233 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 1,233 </td></tr></table>9500000-3061000125610001500000024300014757000500000-411200091120001256100043040000825700014757000-337800018135000911200030000002373000973900070000002560006744000300000-685000368500025000005770003077000100000-233000123300020000000.13 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> July 31, 2024 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Stock price </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 2.9pt 0pt 0pt;">6.64</p></td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 2.58 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> Discount rate </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 25.8 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-

align:bottom;width:1.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 25.4 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Expected Term (years) </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 3.75 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 3.58 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> Risk-Free interest rate </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 4.01 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 3.55 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 60 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 80 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table>6.642.580.2580.2543.753.580.04010.03550.600.80 The following table presents changes in the Level 3 convertible promissory notes measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands): . Convertible Securities Notes - July 31, 2024 to September 30, 2024 (Successor) . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;background:#cceeff;margin:0pt;padding:0pt;"> 17,005 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:78.14%;background:#cceeff;margin:0pt;padding:0pt;"> Fair value measurement adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;background:#cceeff;margin:0pt;padding:0pt;"><p

style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (3,255) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.14%;margin:0pt;padding:0pt;"> Balance (end of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.33%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.69%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 13,750</p></td></tr></table>17005000325500013750000 0.0011.0830000020000010000015000002000000024<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;width:11.79%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 31, 2024</p></td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">September 30, 2024</p></td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Common stock price</p></td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 6.64 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.19%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2.58 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> Expected Volatility </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 55.0 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 62.5 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Risk Free rate </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 3.96 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 3.63 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;margin:0pt;padding:0pt;"> Expected dividend yield </td><td style="vertical-align:top;width:1.85%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;margin:0pt;padding:0pt;"> 0 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;width:1.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;margin:0pt;padding:0pt;"> 0 </td><td style="vertical-align:top;width:1.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:67%;background:#cceeff;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:top;width:1.85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.63%;background:#cceeff;margin:0pt;padding:0pt;"> 7.0 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.19%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:14.29%;background:#cceeff;margin:0pt;padding:0pt;"> 6.83 </td><td style="vertical-align:top;width:1.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table>6.642,580.550.6250.03960.03630076.83 The following table presents changes in the Level 3 Convert Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands): Convert Warrants - July 31, 2024 to September 30, 2024 (Successor) <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:top;width:85.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:3.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:9.36%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:85.41%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of period) </td><td style="vertical-align:top;width:3.02%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.19%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:top;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">2,996</p></td></tr><tr><td style="vertical-align:top;width:85.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3.5pt 0pt 0pt;">Additions</p></td><td style="vertical-align:top;width:3.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3.5pt 0pt 0pt;"></p></td><td style="vertical-align:top;width:2.19%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3.5pt 0pt 0pt;"></p></td><td style="vertical-align:top;width:9.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td></tr><tr><td style="vertical-align:top;width:85.41%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Fair value measurement adjustments</p></td><td style="vertical-align:top;width:3.02%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:top;width:2.19%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:top;width:9.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">(2,253)</p></td></tr><tr><td style="vertical-align:top;width:85.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3.5pt 0pt 0pt;">Balance (end of period)</p></td><td style="vertical-align:top;width:3.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3.5pt 0pt 0pt;"></p></td><td style="vertical-align:top;width:2.19%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 3.5pt 0pt 0pt;">$ </td><td style="vertical-align:top;width:9.36%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 743 </td></tr></table>29960002253000743000670000 0.01 The following table presents changes in the Level 3 PIPE Pre-funded Warrants measured at fair value for the periods from July 31, 2024 to September 30, 2024 (Successor) (in thousands): PIPE Pre-funded Warrants - July 31, 2024 to September 30, 2024 (Successor) <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.54%;background:#cceeff;margin:0pt;padding:0pt;"> Balance (beginning of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;background:#cceeff;margin:0pt;padding:0pt;"> 4,442 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.54%;margin:0pt;padding:0pt;"> Additions </td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:78.54%;background:#cceeff;margin:0pt;padding:0pt;"> Fair value measurement adjustments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;background:#cceeff;margin:0pt;padding:0pt;"><p

style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,720) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:78.54%;margin:0pt;padding:0pt;"> Balance (end of period) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:17.67%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1,722</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p>4442000272000017220000<p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt 0pt 12pt 0pt;"><b style="font-weight:bold;">Note 5 - Inventory, net</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">Inventory as of September 30, 2024 and December 31, 2023 consists of the following (in thousands):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:67.74%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.29%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">September 30,</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31,</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.29%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2023</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.29%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">(Successor)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">(Predecessor)</p></td></tr><tr><td style="vertical-align:bottom;width:67.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Raw materials</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;background:#cceeff;margin:0pt;padding:0pt;"> 2,547 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;background:#cceeff;margin:0pt;padding:0pt;"> 2,211 </td></tr><tr><td style="vertical-align:bottom;width:67.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Work-in-Process </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;margin:0pt;padding:0pt;"> 509 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;margin:0pt;padding:0pt;"> 197 </td></tr><tr><td style="vertical-align:bottom;width:67.74%;background:#cceeff;margin:0pt;padding:0pt;"> Finished goods </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,083 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 914 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"> Total inventory </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,139</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 3,322 </td></tr></table> - Obsolete and expired inventory are expensed as incurred. Inventory is recorded net of obsolescence and manufacturing scrap of $0.4 million, $58.0 thousand, and $87.0 thousand for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor). Inventory is recorded net of obsolescence and manufacturing scrap of $41.0 thousand, $58.0 thousand, and $25.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor). - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:67.74%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.29%;margin:0pt;padding:0pt;"> September 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;margin:0pt;padding:0pt;"> December 31, </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-

space:nowrap;width:13.29%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.29%;margin:0pt;padding:0pt;"> (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:bottom;width:67.74%;background:#cceeff;margin:0pt;padding:0pt;"> Raw materials </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,547</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;background:#cceeff;margin:0pt;padding:0pt;"> 2,211 </td></tr><tr><td style="vertical-align:bottom;width:67.74%;margin:0pt;padding:0pt;"> Work-in-Process </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;margin:0pt;padding:0pt;"> 509 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;margin:0pt;padding:0pt;"> 197 </td></tr><tr><td style="vertical-align:bottom;width:67.74%;background:#cceeff;margin:0pt;padding:0pt;"> Finished goods </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,083 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 914 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:67.74%;margin:0pt;padding:0pt;"> Total inventory </td><td style="vertical-align:bottom;white-space:nowrap;width:2.31%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.42%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,139</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.47%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.7%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.46%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 3,322 </td></tr></table>2547000221100050900019700010830009140004139000332200040000058000870004100058000250000 Note 6 - Property and Equipment The Company’s property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> . </td><td

style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.22%;margin:0pt;padding:0pt;"> September 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.08%;margin:0pt;padding:0pt;"> December-24 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.08%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.22%;margin:0pt;padding:0pt;"> (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.08%;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Consoles </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,567</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> 1,565 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Other machinery and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 772 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Leasehold improvements </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"> 306 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> 305 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Tools and molds </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> 257 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 221 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Computer equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"> 188 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> 193 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Demo equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> 66 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 66 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Furniture and fixtures </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"> 49 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> 49 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Construction in process </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 54 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Vehicles </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 39 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Total property, plant, and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> 4,181 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 3,264 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Less: accumulated depreciation </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,609) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1,777) </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1,572</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 1,487 </td></tr></table> - Depreciation expense was $0.7 million, $0.2 million and $0.4 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. Depreciation expense was $56.0 thousand, $0.2 million and $0.1 million for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the three months ended September 30, 2023 (Predecessor), respectively. The Company's property and equipment, net, as of September 30, 2024 and December 31, 2023 consists of the following (in thousands): - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.22%;margin:0pt;padding:0pt;"> September 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.08%;margin:0pt;padding:0pt;"> December 24 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.08%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td colspan="2" style="vertical-

~~align:bottom;white-space:nowrap;width:14.22%;margin:0pt;padding:0pt;"> (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.08%;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Consoles </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,567</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> 1,565 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Other machinery and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> 709 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 772 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Leasehold improvements </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"> 306 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> 305 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Tools and molds </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> 257 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 221 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Computer equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"> 188 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> 193 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Demo equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> 66 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> 66 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New~~

Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Furniture and fixtures </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;margin:0pt;padding:0pt;"> $ 49 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;margin:0pt;padding:0pt;"> $ 49 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Construction in process </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> $ 54 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Vehicles </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ 39 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ 39 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Total property, plant, and equipment </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;margin:0pt;padding:0pt;"> $ 4,181 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;margin:0pt;padding:0pt;"> $ 3,264 </td></tr><tr><td style="vertical-align:bottom;width:65.63%;background:#cceeff;margin:0pt;padding:0pt;"> Less: accumulated depreciation </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (2,609) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1,777) </td></tr><tr><td style="vertical-align:bottom;width:65.63%;margin:0pt;padding:0pt;"> Property and equipment, net </td><td style="vertical-align:bottom;white-space:nowrap;width:2.44%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.24%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">1,572</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.18%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 1,487 </td></tr>
</table>2567000156500070900077200030600030500025700022100018800019300066000660004900049000540003900039000418100
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 7 – Goodwill and Intangible Assets The Company's intangible assets, net consists of the following (in thousands): -
<table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-

word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td colspan="10" style="vertical-align:bottom;white-space:nowrap;width:48.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td colspan="10" style="vertical-align:bottom;white-space:nowrap;width:48.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Successor) </td></tr><tr><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Useful
Life
(years) </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Gross
Carrying
Amount </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.4%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Accumulated
Amortization </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Net
Carrying
Amount </td></tr><tr><td style="vertical-align:bottom;width:48.94%;background:#ccceff;margin:0pt;padding:0pt;"> IPR&D </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;background:#ccceff;margin:0pt;padding:0pt;"> Indefinite </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#ccceff;margin:0pt;padding:0pt;"> 22,100 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;margin:0pt;padding:0pt;"> 22,100 </td></tr><tr><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> Developed technology </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;margin:0pt;padding:0pt;"> 5.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,100 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (139) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,961 </td></tr><tr><td style="vertical-align:bottom;width:48.94%;background:#cceeff;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">26,200 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> (139) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 26,061 </td></tr></table> . Amortization of intangible assets is anticipated to be approximately $0.3 million in 2024, $0.8 million for each of the years from 2025 through 2028, and $0.5 million in 2029. As of September 30, 2024 (Successor), the Company has goodwill of $44.3 million. Based on the Company's qualitative analysis, no intangible assets impairment or goodwill impairment charges were recorded in the period from July 31, 2024 to September 30, 2024 (Successor). There was no goodwill or intangible assets as of December 31, 2023 (Predecessor). The Company's intangible assets, net consists of the following (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td colspan="10" style="vertical-align:bottom;white-space:nowrap;width:48.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td colspan="10" style="vertical-align:bottom;white-space:nowrap;width:48.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Successor) </td></tr><tr><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Useful
Life
(years) </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Gross
Carrying
Amount </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.4%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Accumulated
Amortization </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Net
Carrying
Amount </td></tr><tr><td style="vertical-align:bottom;width:48.94%;background:#cceeff;margin:0pt;padding:0pt;"> IPR&D </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;background:#cceeff;margin:0pt;padding:0pt;"> Indefinite </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">22,100 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;margin:0pt;padding:0pt;"> 22,100 </td></tr><tr><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> Developed technology </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;margin:0pt;padding:0pt;"> 5.0 </td><td style="vertical-align:bottom;white-

space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,100 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (139) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,961 </td></tr><tr><td style="vertical-align:bottom;width:48.94%;background:#cceeff;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">26,200 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">-</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> (139) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 26,061 </td></tr></table>
The Company's intangible assets, net consists of the following (in thousands): - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48.94%;margin:0pt;padding:0pt;"> - </td><td

style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td colspan="10" style="vertical-align:bottom;white-space:nowrap;width:48.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td colspan="10" style="vertical-align:bottom;white-space:nowrap;width:48.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Successor) </td></tr><tr><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Useful
Life
(years) </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Gross
Carrying
Amount </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.4%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Accumulated
Amortization </td><td style="vertical-align:bottom;width:2.16%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Net
Carrying
Amount </td></tr><tr><td style="vertical-align:bottom;width:48.94%;background:#cceeff;margin:0pt;padding:0pt;"> IPR&D </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;background:#cceeff;margin:0pt;padding:0pt;"> Indefinite </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">22,100 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;margin:0pt;padding:0pt;"> 22,100 </td></tr><tr><td style="vertical-align:bottom;width:48.94%;margin:0pt;padding:0pt;"> Developed technology </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;margin:0pt;padding:0pt;"> 5.0 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,100 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (139) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 3,961 </td></tr><tr><td style="vertical-align:bottom;width:48.94%;background:#cceeff;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.15%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p

style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">26,200 </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.6%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> (139) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">26,061 </p></td></tr></table>2210000022100000P5Y4100000-1390003961000260000000-1390002606100030000080000050000044300000000<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Note 8 - Accrued Liabilities</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">The following table presents details of accrued liabilities as of September 30, 2024 and December 31, 2023 (in thousands):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:66.65%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.32%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:12.3%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:66.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.13%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">September 30, </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">December 31, </p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:66.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.8%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">2023</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:66.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:15.13%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">(Successor)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.8%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">(Predecessor)</p></td></tr><tr><td style="vertical-align:bottom;width:66.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Compensation and related expenses</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.32%;background:#cceeff;margin:0pt;padding:0pt;"> 2,131 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td

*style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.3%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 1,566</p></td></tr><tr><td style="vertical-align:bottom;width:66.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Research and development expenses</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.32%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 576</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.3%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 1,191</p></td></tr><tr><td style="vertical-align:bottom;width:66.65%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 0pt;">Other</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.32%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 203</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.3%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 291</p></td></tr><tr><td style="vertical-align:bottom;width:66.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0.05pt 12pt;">Total accrued liabilities</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.17%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.32%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 2,910 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.3%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 3,048 </td></tr></table> . *21310001566000576000119100020300029100029100003048000 Note 9 - Debt Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80.03%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:66.63%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:1.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:66.63%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30,
2024 </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31,<b style="font-

*weight:bold;">
2023 </td></tr><tr><td style="vertical-align:bottom;width:66.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.66%;margin:0pt;padding:0pt;"> (Successor) </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.9%;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:middle;width:66.63%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible Securities Notes </td><td style="vertical-align:bottom;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 13,750</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:66.63%;margin:0pt;padding:0pt;"> October 2022 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:middle;width:66.63%;background:#cceeff;margin:0pt;padding:0pt;"> April 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;background:#cceeff;margin:0pt;padding:0pt;"> 14,757 </td></tr><tr><td style="vertical-align:middle;width:66.63%;margin:0pt;padding:0pt;"> November 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;margin:0pt;padding:0pt;"> 9,112 </td></tr><tr><td style="vertical-align:middle;width:66.63%;background:#cceeff;margin:0pt;padding:0pt;"> SVB term loan </td><td style="vertical-align:bottom;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,838 </td></tr><tr><td style="vertical-align:middle;width:66.63%;margin:0pt;padding:0pt;"> Total outstanding debt </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 13,750 </td><td style="vertical-*

align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 38,268 </td></tr></table> . October 2022 Convertible Notes (Predecessor) On October 27, 2022, the Legacy Adagio entered into the October 2022 Convertible Notes with investors for the issuance and sale of convertible promissory notes with an aggregate principal amount of $9.5 million at an interest rate of eight percent (8.0%) per annum. On April 4, 2023, the October 2022 Convertible Notes, which had an original maturity date of October 27, 2023, were amended to extend the maturity date to the latest of (i) January 5, 2024, (ii) termination of agreements between the Legacy Adagio and ARYA in connection with a non-binding summary of certain proposed terms and conditions of a potential business combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The October 2022 Convertible Notes agreement was also amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes (as described below) and provide for the conversion of all principals and accrued interest in respect of all the October 2022 Convertible Notes into shares of Series E Preferred Stock of the Legacy Adagio in connection with the Business Combination. On November 28, 2023, the October 2022 Convertible Notes agreement was further amended to subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes and the November 2023 Convertible Notes (as described below). Upon the consummation of the Business Combination, all principal and accrued interest in respect of the October 2022 Convertible Notes was converted into shares of the Legacy Adagio common stock, when multiplied by the exchange ratio applicable to the Legacy Adagio common stock in the Business Combination, entitled the holder of this note to receive a number of shares of the same class of common stock that are issued in the Private Investment in Public Equity Financing ("PIPE Financing") equal to the then outstanding principal amount and any accrued and unpaid interest under this note, divided by 75% of the effective price of each share of common stock sold in the PIPE Financing. On February 13, 2024, the October 2022 Convertible Notes agreement was further amended to extend the maturity date to the termination of the Business Combination Agreement, and subordinate the October 2022 Convertible Notes to the April 2023 Convertible Notes, the November 2023 Convertible Notes, and February 2024 Convertible Notes (as described below). The total of $9.5 million principal was received by the Legacy Adagio as of December 31, 2022. As of December 31, 2023 (Predecessor), the principal amount outstanding was $9.5 million. For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $62.5 thousand, $0.4 million, $0.2 million and $0.6 million, respectively. Upon the consummation of the Business Combination, all principal and accrued interest in respect to the October 2022 Convertible Notes were converted into 8,661,985 shares of Legacy Adagio common stock. Further, on Closing Date, the 8,661,985 Legacy Adagio common stocks were converted to 1,444,899 Company's Common Stock based on the exchange ratio set forth in the Business Combination Agreement. Bridge Financing Notes (Predecessor) April 2023 Convertible Notes On April 4, 2023, Legacy Adagio issued a $5.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The April 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $10.0 million in additional convertible promissory notes available beginning one month after April 4, 2023 through the occurrence of an ARYA stockholder vote with regard to a transaction. During the period from April 4, 2023 to December 31, 2023, Legacy Adagio issued the additional $10.0 million. On November 28, 2023, the April 2023 Convertible Notes were amended to align certain terms of the April 2023 Convertible Notes with the November 2023 Convertible Notes. Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. As of December 31, 2023 (Predecessor), the principal amount outstanding was $15.0 million. For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense of $0.1 million, $0.6 million, $0.2 million and $0.3 million, respectively. November 2023 Convertible Notes On November 28, 2023, Legacy Adagio issued to Perceptive PIPE Investor a $2.0 million convertible promissory note that matures on the latest of (i) January 5, 2024, (ii) termination of agreements between Legacy Adagio and ARYA in connection with a non-binding summary of the Business Combination, or (iii) the termination or lapse of the exclusivity period as defined in the non-binding term sheet as mentioned above. The November 2023 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Additionally, Legacy Adagio obtained the right to issue up to $6.0 million of Delayed Draw Commitment. Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. In December 2023, the November 2023 Convertible Notes were amended to permit the issuance of a Delayed Draw Commitment in the principal amount of $1.0 million and $2.0 million on December 13, 2023 and December 28, 2023, respectively. The combined $3.0 million convertible promissory notes were issued pursuant to the clause and terms in the November 2023 Convertible Notes agreement. As of December 31, 2023 (Predecessor), the principal amount outstanding was $5.0 million. For the periods from July 1, 2024 to July 30, 2024 (Predecessor), and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $50.6 thousand and $0.3 million, respectively. May 2024 Convertible Notes On May 21, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $3.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The May 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. <p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $19.7 thousand and $46.0 thousand, respectively. June 2024 Convertible Notes On June 25, 2024, Legacy Adagio issued to Perceptive PIPE Investor a $2.5 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The June 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $16.4 thousand and $19.2 thousand, respectively. July 2024 Convertible Notes On July 23, 2024, Legacy Adagio issued a $1.0 million convertible promissory note to Perceptive PIPE Investor that matures upon the termination of the Business Combination Agreement in accordance with its terms. It accrues simple interest at eight percent (8.0%) per annum. Upon the consummation of the Business Combination, this note was automatically converted into the type of securities that are issued in the PIPE Financing in an amount equal to the then-outstanding principal amount and any accrued and unpaid interest, divided by the effective price of the securities sold in the PIPE Financing. For the periods from July 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $1.3 thousand. Pursuant to the Business Combination Agreement, the outstanding $29.5 million principal along with the accrued but unpaid interest of the Bridge Financing Notes, was converted in exchange for 4,372,607 shares of the Company's Common Stock and 3,540,000 Base Warrants as part of the PIPE Financing. February 2024 Convertible Notes (Predecessor) On February 13, 2024, the Legacy Adagio issued to Perceptive PIPE Investor a principal of $7.0 million convertible promissory note that matures upon the termination of the Business Combination Agreement in accordance with its terms. The February 2024 Convertible Notes accrues simple interest at eight percent (8.0%) per annum. Upon the consummation of the Business Combination, the February 2024 Convertible Notes was automatically transferred to the Company in connection with the issuance of the Convertible Securities Notes to Perceptive PIPE Investor, pursuant to, and in accordance with, the note purchase agreement and the Convertible Security Subscription Agreement (as defined below), dated February 13, 2024, by and among the Company, ARYA, Legacy Adagio and Perceptive PIPE Investor. Any interest accrued on the principal amount of the February 2024 Convertible Notes will be forfeited in connection with the transfer of the notes to the Company. For the periods from July 1, 2024 to July 30, 2024 (Predecessor) and from January 1, 2024 to July 30, 2024 (Predecessor), Legacy Adagio has recognized the interest expense of $46.0 thousand and $0.3 million, respectively. On the Closing Date, the $7.0 million of February 2024 Convertible Notes were converted into $7.0 million Convertible Securities Notes and 525,000 Convert Warrants. SVB Term Loan (Predecessor) On February 3, 2023, Legacy Adagio entered into an agreement to obtain an initial term loan advance of $3.0 million and a right to issue a subsequent term loan advance of $2.0 million pursuant to the LSA. The loans mature on January 1, 2025 and Legacy Adagio must make monthly payments at a floating rate per annum equal to the greater of (1) seven percent (7.0%) and (2) the market prime rate plus one and one half of one percent (1.5%). In connection with the issuance of the SVB Term Loan, Legacy Adagio issued liability - classified warrants with a fair value of $28.5 thousand to purchase 32,720 shares of common stock of Legacy Adagio ("Initial Warrants"), and a contingent right, with a fair value of $7.1 thousand, to obtain an additional 16,360 shares of the common stock ("Additional Warrants") upon the nonoccurrence of the Interest Only Milestone. The Interest Only Milestone ("Milestone") refers to a specific condition that is met on or before April 30, 2023. To satisfy this Milestone, Legacy Adagio must ensure that no event of default has occurred. If this condition is met, Legacy Adagio must provide SVB (i) the intent for the sale of all capital stock of Legacy Adagio, or (ii) an executed term sheet for a priced equity financing of at least $40.0 million from the sale of Legacy Adagio's capital stock. The initial recognition of the warrant liabilities and the contingent right resulted in a discount of $35.6 thousand to the SVB Term Loan. The discount is being amortized to interest expense over the term of the LSA. As of December 31, 2023, the outstanding principal of SVB Term Loan was $1.9 million and the unamortized debt discount was $19.4 thousand. For the periods from July 1, 2024 to July 30, 2024 (Predecessor), from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), Legacy Adagio has recognized the interest expense was $9.0 thousand, $87.3 thousand, $66.5 thousand, and $0.2 million, respectively. Prior to the Closing, the existing SVB Term Loan of Legacy Adagio has a net balance of $1.0 million, including $1.0 million of principal and accrued interest, and an unamortized debt discount of $9.7 thousand. The unpaid principal and accrued interest were carried as assumed liabilities to the Company and paid at the Closing. Convertible Securities Notes (Successor) In connection with the execution of the Business Combination Agreement, Convert Investors executed the Convertible Security Subscription Agreement dated February 13, 2024, which was amended on June 20, 2024, with ListCo. In accordance with the agreement, ListCo issued on the Closing Date to the Convert Investors $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants. The total of $20.0 million Convertible Securities Notes will be convertible into shares of the Company's Common Stock at a conversion price of $10.00 per share, subject to adjustment per the terms of the agreement. In the event of default, the Company may irrevocably elect in the event of default notice to permit the holder to effect alternate conversion, for which the conversion calculation and price are specified in the agreement. The total of 1,500,000 Convert Warrants, each of which will be exercisable on a cashless basis or for one share of the Company's Common Stock at $24.00 per share, subject to adjustment. The Convertible Securities Notes have a maturity of three years and nine months after the Closing and interest will be payable in cash or compound as additional principal outstanding which accrues on a quarterly basis. The conversion of the February 2024 Convertible Notes was carried out on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement. For the periods from July 31, 2024 to September 30, 2024 (Successor), the Company has recognized interest expense of $0.4 million. Outstanding debt as of September 30, 2024 and December 31, 2023 consists of the following (in thousands): <p style="font-family:'Times

*New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;"> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80.03%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:66.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:66.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30,
2024 </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.9%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31,
2023 </td></tr><tr><td style="vertical-align:bottom;width:66.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.66%;margin:0pt;padding:0pt;"> (Successor) </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:14.9%;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:middle;width:66.63%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible Securities Notes </td><td style="vertical-align:bottom;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 13,750</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:66.63%;margin:0pt;padding:0pt;"> October 2022 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;margin:0pt;padding:0pt;"> 12,561 </td></tr><tr><td style="vertical-align:middle;width:66.63%;background:#cceeff;margin:0pt;padding:0pt;"> April 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;background:#cceeff;margin:0pt;padding:0pt;"> 14,757 </td></tr><tr><td style="vertical-*

*align:middle;width:66.63%;margin:0pt;padding:0pt;"> November 2023 Convertible Notes measured at fair value </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;margin:0pt;padding:0pt;"> 9,112 </td></tr><tr><td style="vertical-align:middle;width:66.63%;background:#cceeff;margin:0pt;padding:0pt;"> SVB term loan </td><td style="vertical-align:bottom;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,838 </td></tr><tr><td style="vertical-align:middle;width:66.63%;margin:0pt;padding:0pt;"> Total outstanding debt </td><td style="vertical-align:bottom;width:1.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.16%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">13,750</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.89%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:13.39%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 38,268 </td></tr>
</table>13750000012561000147570009112000183800013750000382680000950000000.080.75950000009500000062500400000200000600
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 10 – Warrants SVB Warrants (Predecessor) On February 3, 2023, in conjunction with the LSA, the Legacy Adagio issued Initial Warrants to purchase 32,720 shares of common stock of the Company, and a contingent right to obtain an additional 16,360 shares of the common stock upon the non-occurrence of the Interest Only Milestone as mentioned above. The Additional Warrants are subject to the same terms as the Initial Warrants (collectively "SVB Warrants"). The exercise price of the SVB Warrants is $7.97 per share. The warrants are fully exercisable and will expire on February 3, 2033. The SVB Warrants were terminated prior to the consummation of the Business Combination as the fair market value of Legacy Adagio common stock is lower than the exercise price of the SVB Warrants before the Closing. Series E Pre-funded Warrants (Predecessor) On June 25, 2024, in conjunction with the Series E Preferred Stock exchange agreement (refer to Note 13-Mezzanine Equity and Stockholders' Equity (Deficit)), Legacy Adagio issued to a certain investor 207,902 shares of pre-funded warrants to purchase 207,902 shares of Series E Preferred Stock, in exchange of the investor's existing holding of 207,902 shares of Series E Preferred Stock. The exercise price of the pre-funded warrants is $0.001 per share. The pre-funded warrants are exercisable, at the option of the holder, on any day on or after the issuance date, in whole or in part. As an alternative to immediate cash payment, the investor may elect to exercise the pre-funded warrant through a cashless exercise. Upon the consummation of the Business Combination, the 207,902 Series E Pre-funded Warrants were converted in exchange for 34,680 shares of the Company's Common Stock. Convert Warrants (Successor) As mentioned in Note 9– Debt, the Company issued $20.0 million of Convertible Securities Notes and 1,500,000 Convert Warrants at the Closing. Each of the Convert Warrants is exercisable on a cashless basis or for one share of the Company's Common Stock at an exercise price of $24.00 per share, subject to adjustment. The Convert Warrants expire on the seventh anniversary from the issuance date. PIPE Pre-funded Warrants (Successor) The Company issued 670,000 PIPE Pre-funded Warrants, along with 681,111 shares of the Company's Common Shares and 1,140,000 Base Warrants to certain Other PIPE Investor in exchange for cash proceeds of $9.5 million in PIPE Financing. As set forth in the agreement of the PIPE Pre-Funded Warrants, the PIPE Pre-Funded Warrants are exercisable on a cashless basis or on a gross basis for one share of the Company's Common Stock at an exercise price of $0.01 per share, subject to adjustments. The Company may be required to cash settle the PIPE Pre-funded Warrants when it fails to timely deliver shares to the holder who exercises the PIPE Pre-funded Warrants or upon the occurrence of a fundamental transaction. The PIPE Pre-funded Warrants expires when it is exercised in full. PIPE Base Warrants (Successor) On the Closing Date, the Company issued 3,540,000 Base Warrants along with 4,372,607 shares of the Company's Common Shares to settle the outstanding principal and accrued interest of the Bridge Financing Notes. The Company also issued 3,345,069 Base Warrants along with 3,287,018 shares of the Company's Common Stock and 670,000 PIPE Pre-Funded Warrants to PIPE Investors for cash proceeds received in PIPE Financing. Further, in*

connection with the non-redemption agreements entered with certain Other PIPE Investors holding 468,941 shares of ARYA's Class A ordinary shares, the Company issued 643,658 units of Base Warrants along with 761,229 shares of the Company's Common stock in exchange for the non-redeemable 468,941 shares of ARYA's Class A ordinary shares. The Base Warrants can be exercised to the Company's Common Stock at any time during the period from the issuance date to the expiration date which is the fifth anniversary from the date of issuance. The warrants can be exercised on a gross or net basis at an exercise price of $10 per share. The Base Warrants were fair valued at $2.41 per unit on the date of issuance based on the assumptions including (i) the value of the Company's Common Stock is $6.64 per share; (ii) a risk-free rate at 3.93%; (iii) zero dividend yield; (iv) the common stock volatility at 84.0% and a volatility haircut of 10%; (v) the remaining term is five years. According to the ASC 815, it is determined that the Base Warrants associated with the PIPE Financing are indexed to the Company's Common Stock under and are accounted for as equity, which is initially measured at fair value. The Base Warrants are classified as equity in the financial statements because they meet the ASC 815-40 indexation guidance. Specifically, 1) the Base Warrants can be exercised at any time during the exercise period without contingencies; 2) the Base Warrants can be settled in a fixed number of shares upon exercise with any adjustments, such as antidilution and alternative issuance adjustments, consistent with ASC 815 guidance, which does not preclude equity classification. Additionally, the Company has sufficient authorized shares available to settle the Base Warrants, and all the adjustments are in the control of the Company, further supporting the equity classification. 32720163607.972079022079022079020.00120790234680200000001500000246700006811111140000950000000.0135400004372style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">Note 11 - Operating Leases The Company leases distribution and research and development facilities as well as sub-leases office and manufacturing space from third parties and related parties (refer to Note 17- Related Party Transactions) under its operating leases. The leases have expirations ranging from March 2024 to June 2026, some of which include rent escalations or an option to extend the lease for up to three years per renewal. The exercise of lease renewal options is at the sole discretion of the Company. Where leases contain an option to renew, any period beyond the option date is only included as part of the lease term if the Company is reasonably certain to exercise the option. As of September 30, 2024 and December 31, 2023, the Company does not have any finance or short-term leases and has not entered into leases which have not yet commenced that would entitle the Company to significant rights or create additional obligations during the periods as of September 30, 2024 and December 31, 2023. The following table summarizes quantitative information of the Company's operating leases for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="8" style="vertical-align:bottom;width:41.21%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Nine months ended September 30, </td><td style="vertical-align:top;width:2.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:middle;width:26.73%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:top;width:2.22%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:top;width:2.22%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Predecessor </td><td style="vertical-align:top;width:2.22%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New

*Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Successor </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Predecessor </td><td style="vertical-align:top;width:2.22%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:54.35%;margin:0pt;padding:0pt;"> In thousands, unaudited </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> January 1 to
July 30 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> July 31 to
September 30 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> January 1 to
September 30 </td><td style="vertical-align:top;width:2.22%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;background:#ccceff;margin:0pt;padding:0pt;"> Operating cash flows paid for operating leases </td><td style="vertical-align:middle;width:2.21%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.11%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:middle;width:11.13%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">108</p></td><td style="vertical-align:top;width:2.22%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:middle;width:1.12%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:middle;width:11.13%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 25 </td><td style="vertical-align:top;width:2.22%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.12%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:middle;width:11.13%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 133 </td><td style="vertical-align:top;width:2.22%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> Weighted average remaining lease term (years) </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> 1.7 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> 1.6 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> 1.7 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;background:#ccceff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:middle;width:2.21%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.11%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;background:#ccceff;margin:0pt;padding:0pt;"> 8 </td><td style="vertical-align:top;width:2.22%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:middle;width:1.12%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;background:#ccceff;margin:0pt;padding:0pt;"> 8 </td><td style="vertical-align:top;width:2.22%;background:#ccceff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:middle;width:1.12%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-*

family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">8 </td><td style="vertical-align:top;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table> . Operating lease cost was $0.1 million, $33.0 thousand, and $0.2 million for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), and the nine months ended September 30, 2023 (Predecessor), respectively. There has been no variable lease cost for the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the nine months ended September 30, 2023 (Predecessor). Operating lease cost was $17.0 thousand, $33.0 thousand, and $57.0 thousand for the periods from July 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor) and the three months ended September 30, 2023 (Predecessor). </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;">.</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></div></div></td></tr><tr><td style="vertical-align:bottom;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">Three months ending December 31, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;background:#cceeff;margin:0pt;padding:0pt;"> 39 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"> Year ending December 31, 2025 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;margin:0pt;padding:0pt;"> 154 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Year ending December 31, 2026 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 48 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"> Total undiscounted future cash flows </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;margin:0pt;padding:0pt;"> 241 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Less: imputed interest </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (14) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"> Total operating lease liability </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-

*align:bottom;white-space:nowrap;width:10.46%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 227 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"> </td></tr></table> trueP3Y <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="8" style="vertical-align:bottom;width:41.21%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Nine months ended September 30, </td><td style="vertical-align:top;width:2.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:middle;width:26.73%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:top;width:2.22%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:top;width:2.22%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Predecessor </td><td style="vertical-align:top;width:2.22%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Successor </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Predecessor </td><td style="vertical-align:top;width:2.22%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:54.35%;margin:0pt;padding:0pt;"> In thousands, unaudited </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> January 1 to
July 30 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> July 31 to
September 30 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:middle;width:12.25%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> January 1 to
September 30 </td><td style="vertical-align:top;width:2.22%;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-*

align:center;margin:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:54.35%;background:#cceeff;margin:0pt;padding:0pt;"> Operating cash flows paid for operating leases </td><td style="vertical-align:middle;width:2.21%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.11%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:middle;width:11.13%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">108</p></td><td style="vertical-align:top;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">.</p></td><td style="vertical-align:middle;width:1.12%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:middle;width:11.13%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 25 </td><td style="vertical-align:top;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.12%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:middle;width:11.13%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 133 </td><td style="vertical-align:top;width:2.22%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:middle;width:54.35%;margin:0pt;padding:0pt;"> Weighted average remaining lease term (years) </td><td style="vertical-align:middle;width:2.21%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> 1.7 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> 1.6 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.12%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.13%;margin:0pt;padding:0pt;"> 1.7 </td><td style="vertical-align:top;width:2.22%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:middle;width:54.35%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:middle;width:2.21%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.11%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.13%;background:#cceeff;margin:0pt;padding:0pt;"> 8 </td><td style="vertical-align:top;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:middle;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.13%;background:#cceeff;margin:0pt;padding:0pt;"> 8 </td><td style="vertical-align:top;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:middle;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.13%;background:#cceeff;margin:0pt;padding:0pt;"> 8 </td><td style="vertical-align:top;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr></table>10800025000133000P1Y8M12DP1Y7M6DP1Y8M12D0.080.080.08100000330002000000000001700033000570000 The following table presents the future minimum payments under the non-cancelable operating leases as of September 30, 2024 (in thousands): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Three months ending December 31, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

*align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 39</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">Year ending December 31, 2025</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 154</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">Year ending December 31, 2026</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 48</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 12pt;">Total undiscounted future cash flows</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0.05pt 0pt;"> 241</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 12pt;">Less: imputed interest</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 0pt 0.05pt 0pt;"> (14)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 12pt;">Total operating lease liability</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.46%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 227 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.53%;margin:0pt;padding:0pt;"> . </td></tr></table> . *3900015400048000241000140002270000 Note 12 - Commitments and Contingencies Litigation The Company is not currently party to any legal proceedings. At each reporting date, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company expenses as incurred the costs related to such legal proceedings, if any. Note 13 - Mezzanine Equity and Stockholders' Equity (Deficit) Authorized Shares (Predecessor) The Legacy Adagio's Amended and Restated Articles of Incorporation authorize the issuance of two classes of stock designated as common and preferred stock, each having a par value of $0.001 per share. The number of shares authorized as of July 30, 2024 is 11,534,892 consisting of 6,594,946 shares of common stock and 4,939,946 shares of preferred stock, designated as Series A, Series B, Series C, Series D, and Series E preferred stock in the amounts included in the table below. Convertible Preferred Stock (Predecessor) Legacy Adagio classifies convertible preferred stock as temporary equity on the accompanying condensed consolidated balance sheets, as all such preferred stock is redeemable either at the option of the holder or upon an event outside the control of Legacy Adagio. The requirements of a deemed liquidation event, as defined within its amended and restated certificate of incorporation filed in November 2020, are not entirely within Legacy Adagio's control. In the event of such a deemed liquidation event, the proceeds from the event are distributed in accordance with the liquidation preferences, provided that the holders of preferred stock have not converted their shares into common stock. Legacy Adagio records the issuance of preferred stock at the issuance price less related issuance costs. Legacy Adagio has not adjusted the carrying value of outstanding preferred stock to its liquidation preference because a deemed liquidation event is not probable of occurring as of the end of the reporting period. During the periods from January 1, 2024 to July 30, 2024 (Predecessor), the following transactions have been executed: •On June 25, 2024, 207,902 shares of Series E Preferred Stock were extinguished and exchanged for 207,902 shares of pre-funded warrants to purchase Series E Preferred Stock. See <i style="font-style:italic;">Note 10-*

*Warrants</i> for additional information regarding the Series E Pre-funded Warrants. The difference between the carrying value of the extinguished Series E Preferred Stock and the fair value of the issued Series E Pre-funded Warrants is recorded in additional paid-in capital. On the Closing Date, the Legacy Adagio's 4,732,044 convertible preferred stocks were converted into shares of Legacy Adagio common stock on a one-to-one basis prior to Adagio Merger Effective Time and then converted into 789,337 shares of the Company's Common Stock and additional paid in capital at the Closing based on the exchange ratio set forth in the Business Combination Agreement. There were no preferred stock transactions during the year ended December 31, 2023 (Predecessor). The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:14.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.86%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:8.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:11.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9.94%;margin:0pt;padding:0pt;"> </td></tr><tr style="height:26.55pt;"><td style="vertical-align:bottom;width:14.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preferred Stock Class </td><td style="vertical-align:bottom;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:15.86%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Number of
Shares
Authorized </td><td style="vertical-align:bottom;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:11.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares Issued
and
Outstanding </td><td style="vertical-align:bottom;width:2.32%;margin:0pt;padding:0pt;"> </td><td*

colspan="2" style="vertical-align:bottom;width:9.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Carrying
Value ⁽¹⁾ </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Conversion
Price
Per Share </td><td style="vertical-align:bottom;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:11.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Number of
Common Stock
Equivalent
Shares </td><td style="vertical-align:bottom;width:2.32%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11.02%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Liquidation
Preference </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;background:#cceeff;margin:0pt;padding:0pt;"> Series A </td><td style="vertical-align:top;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:top;width:2.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,500</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;background:#cceeff;margin:0pt;padding:0pt;"> 9.23 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> 2,500 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;margin:0pt;padding:0pt;"> Series B </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;margin:0pt;padding:0pt;"> 10,626 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;margin:0pt;padding:0pt;"> 13.04 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 10,637 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;background:#cceeff;margin:0pt;padding:0pt;"> Series C </td><td style="vertical-align:top;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:top;width:2.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;background:#cceeff;margin:0pt;padding:0pt;"> 15,988 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;background:#cceeff;margin:0pt;padding:0pt;"> 16.30 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;background:#cceeff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;margin:0pt;padding:0pt;"> 16,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;margin:0pt;padding:0pt;"> Series D </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;margin:0pt;padding:0pt;"> 19,990 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;margin:0pt;padding:0pt;"> 20.16 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 20,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;background:#cceeff;margin:0pt;padding:0pt;"> Series E </td><td style="vertical-align:top;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:top;width:2.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,365 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;background:#ccceff;margin:0pt;padding:0pt;"> 22.61 </td><td style="vertical-align:top;width:2.32%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:top;width:2.32%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,500 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 91,469</p></td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,939,946</p></td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 91,637 </td></tr></table> (1)The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs. The relative rights, terms, privileges, and restrictions granted to or imposed upon preferred stockholders are described below: Preferred Stock - Dividends Prior and in preference to any declaration or payment of any dividends to the holders of common stock, the holders of preferred stock shall be entitled to receive dividends out of any assets legally available therefor, at the rate of eight percent (8%) of the original issue price per share per annum. The original issue price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The dividends shall not be cumulative. In the event that the dividend amount declared by the Board of Directors of Legacy Adagio is insufficient to permit payment of the full aforesaid dividends, such dividends will be paid ratably to each holder of preferred stock in proportion to the dividend amounts to which each holder of preferred stock is entitled. After payment of the full amount of the aforesaid dividends, any additional dividends declared shall be distributed to the holder of common stock and preferred stock in proportion to the number of shares of common stock that would be held by such holder on an as-converted to common stock basis. No dividends on preferred stock or common stock have been declared by the Board of Directors as of December 31, 2023 (Predecessor) or as of the Closing date. Liquidation Preference In the event of liquidation of Legacy Adagio, including a merger, acquisition, or sale of all or substantially all the assets of Legacy Adagio, holders of preferred stock are entitled to receive an amount equal to the original issue price of each share of preferred stock held plus any dividends declared but not yet paid, prior to any distribution of assets or surplus funds of Legacy Adagio to common stock shareholders. After payment has been made to the holders of the preferred stock of the full amounts to which they are entitled as noted above, the remaining assets would be distributed among the holders of the common stock pro rata based on the number of shares of common stock held by each holder. If, at the time of liquidation, the assets are insufficient to permit full payment of the liquidation preferences of the series listed in the order above, the assets must be distributed ratably among the holders of the series in proportion to the full preferential amount each such holder is otherwise entitled to receive in respect to such shares. Voting Rights So long as the shares of preferred stock that are convertible into at least 1,000,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividends, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, the holders of preferred stock, voting as a separate class on an as-converted to common stock basis, shall have the right to elect four members of the Board of Directors of Legacy Adagio. The holders of common stock, voting as a separate class, shall have the right to elect one member of the Board of Directors. The remaining directors shall be elected by the holders of the common stock and the preferred stock, voting together as a single class on an as-converted to common stock basis. On all other matters, the holders of the preferred stock shall have full voting rights and powers equal to the voting rights and powers of the holders of common stock. <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">Fractional votes by the holders of preferred stock shall not be permitted and any fractional voting rights shall be rounded to the nearest whole number. Conversion Rights Each share of preferred stock shall be convertible, at the option of the holder, into shares of common stock without the payment of any additional consideration. The preferred stock shall be convertible into the number of fully paid and nonassessable shares of common stock which results from dividing the conversion price per share in effect for the preferred stock at the time of conversion into the per share conversion value. The initial per share conversion price of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. The initial conversion price is subject to adjustment for antidilution provisions, as defined. The per share conversion value of Series A, Series B, Series C, Series D, and Series E is $9.23, $13.04, $16.30, $20.16, and $22.61, respectively. Each share of preferred stock shall automatically be converted into shares of common stock at the then effective conversion rate immediately upon the earlier of (i) the election of the holders of a majority of the outstanding shares of preferred stock, voting as a separate class on an as-converted to common stock basis, or (ii) the closing of the sale of the Legacy Adagio common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, with aggregate offering proceeds to Legacy Adagio (before deduction for underwriters' discounts and expenses relating to the issuance) of at least $75 million and a public offering price per share equal to at least $67.83 (subject to adjustments for stock dividends, splits, combinations and similar events). Protective Provisions So long as there are at least 1,000,000 shares of preferred stock outstanding, Legacy Adagio shall not (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least seventy percent (70%) of the then outstanding shares of preferred stock, voting separately as a class, to, among other things: (i) amend the certificate of incorporation or bylaws; (ii) adversely alter or change the rights, preferences or privileges of the preferred stock; (iii) increase or decrease the aggregate number of authorized shares of any class of the capital stock of Legacy Adagio. So long as shares of Series E preferred stock that are convertible into at least 500,000 shares of common stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the common stock) are issued and outstanding, Legacy Adagio shall not directly or indirectly (by merger, reclassification, amendment or otherwise), without first obtaining the approval of the holders of at least a majority of the voting power of the then outstanding shares of Series E preferred stock, voting separately as a class, to, among other things: (i) amend, alter, repeal or waive any provision of the certificate of incorporation or bylaws of Legacy Adagio in a manner that adversely affects the holders of the Series E preferred stock in a manner different from any other series of preferred stock; (ii) create or authorize the creation of or issue any other security convertible into to exercisable for any equity security having rights, preferences or privileges senior to the Series E preferred stock; (iii) increase or decrease the authorized number of shares of Series E preferred stock. Common Stock (Predecessor) Each share of common stock is entitled to one vote. As of December 31, 2023 (Predecessor), Legacy Adagio authorized to issue up to 6,594,946 of common stock at a par value of $0.001 per share out of which 786,510 shares issued and 779,908 shares outstanding. On the Closing Date, as explained in Note 3- Forward Merger, each share of Legacy Adagio issued and outstanding prior to the Closing Date was converted into the Company's Common Stock based on exchange ratio set forth in the Business Combination Agreement. Common Stock (Successor) As of September 30, 2024 (Successor), the Company's certificate of incorporation, as amended and restated, authorized the Company to issue up to 210,000,000 of common stock at a par value of $0.0001 per share, and 20,000,000 shares of preferred stock, par value $0.0001 per share. As of September 30, 2024 (Successor), 14,535,136 shares were issued and outstanding, including 1,147,500 Sponsor Earnout (as defined below). In September 2024, the Company issued 1,147,500 shares of the Company's Common Stock (such issuance, the "Sponsor Earnout") to the AYRA Sponsor under the Sponsor Letter Agreement dated February 13, 2024 ("the Sponsor Letter Agreement"). Pursuant to the agreement, the Sponsor Earnout shall be unvested and vests upon the earlier of: i) During the period from the effective time to the 10th anniversary of the Closing Date (the "Earn-Out Period"), the stock price of the Company's Common Stock equals to or exceeds $24.00 per share (the "Trigger Price") for any 20 trading days within any 30 trading day period from and after the Closing Date (the "Earn-Out Target"), and ii) immediately prior to the consummation of a company sale during the Earn-Out Period. As of the reporting date, the vesting of the Sponsor Earnout was not considered probable. According to ASC 815, it is determined that the Sponsor Earnout is indexed to the Company's Common Stock and classified as equity and is initially measured at fair value and not subsequently remeasured. The Sponsor Earnout vests when the Company's stock price meets a stated price or there is a company sale during the earnout period. Upon meeting either vesting condition, the same number of the Company's Common Stock would be issued and no longer subject to forfeiture or cancellation. The Sponsor Earnout meets the ASC 815-40 indexation guidance. Specifically, the stated stock price and company sale, as the exercise contingencies, do not preclude equity indexation and there is no variability in the number of shares issuable under the Sponsor Earnout. Additionally, the Sponsor Earnout at the issuance meets the ASC 815-40 equity classification criterion as the Company has sufficient authorized shares available to settle the Sponsor Earnout and all the antidilution adjustments are in the control of the Company. The holders of the Company's Common Stock are entitled to receive dividends whenever funds are legally available, when and if declared by the Company's Board of Directors. As of September 30, 2024 (Successor), no cash dividend has been declared to date. Each share of the Company's Common Stock is entitled to one vote. Below table summarizes the number of shares of common stock outstanding immediately following the Closing: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;">Number of Shares </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Contribution from PIPE Financing for cash </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;margin:0pt;padding:0pt;"> 3,287,018 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> Conversion of ARYA convertible promissory notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;margin:0pt;padding:0pt;"> 355,100 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of ARYA Class A ordinary shares and Class B ordinary shares </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;margin:0pt;padding:0pt;"> 2,089,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> Conversion of Class A ordinary shares subject to redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;margin:0pt;padding:0pt;"> 123,520 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Shares issued in purchase consideration </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;margin:0pt;padding:0pt;"> 6,771,769 </td></tr><tr><td style="vertical-align:bottom;width:81.98%;margin:0pt;padding:0pt;"> Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 761,229 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 13,387,636 </td></tr></table> - The table below summarizes the Company's reserved common stock for further issuance as of September 30, 2024 (Successor) and December 31,2023 (Predecessor): - <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:15.87%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:15.36%;margin:0pt;padding:0pt;"> - </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:15.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024 </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:15.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.87%;margin:0pt;padding:0pt;"> (Successor) </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

***Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt 0pt 0.05pt 0pt;"> </td><td style="vertical-align:middle;width:15.36%;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:middle;width:65%;background:#ccceff;margin:0pt;padding:0pt;"> Conversion of preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#ccceff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Stock options issued and outstanding under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> 747,001 </td></tr><tr><td style="vertical-align:middle;width:65%;background:#ccceff;margin:0pt;padding:0pt;"> Common shares available for future grant under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#ccceff;margin:0pt;padding:0pt;"> 27,012 </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Base Warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 7,528,727 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#ccceff;margin:0pt;padding:0pt;"> PIPE Pre-funded Warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#ccceff;margin:0pt;padding:0pt;"> 670,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Convertible Securities Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 3,231,327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt,">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#ccceff;margin:0pt;padding:0pt;"> Convert Warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#ccceff;margin:0pt;padding:0pt;"> 1,500,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Company’s Common Stock issuable upon the exercise of outstanding options Legacy Adagio’s equity plans that were assumed in the Business Combination </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 7,587 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt,">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#ccceff;margin:0pt;padding:0pt;"> Common Stock reserved for future issuance under the 2024 Equity Incentive Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;">
</td><td***

style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#ccceff;margin:0pt;padding:0pt;"> 4,472,592 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Common Stock reserved for future issuance under the 2024 Key Employee Equity Incentive Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 3,354,444 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#ccceff;margin:0pt;padding:0pt;"> Common Stock reserved for future issuance under the 2024 Employee Stock Purchase Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 441,293 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#ccceff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Common stock reserved for future issuance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 21,205,970 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 5,713,959 </td></tr></table> . 0.00111534892659494649399462079022079024732044178933 7 The following table summarizes information related to issuance of the Company's preferred stock as of December 31, 2023 (Predecessor) (in thousands, except share data): . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:14.64%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:15.86%;margin:0pt;padding:0pt,"> . </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.08%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:8.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1.08%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.05%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:11.82%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"><div

*style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:middle;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9.94%;margin:0pt;padding:0pt;"> </td></tr><tr style="height:26.55pt;"><td style="vertical-align:bottom;width:14.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Preferred Stock Class </td><td style="vertical-align:bottom;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:15.86%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Number of
Shares
Authorized </td><td style="vertical-align:bottom;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:11.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares Issued
and
Outstanding </td><td style="vertical-align:bottom;width:2.32%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Carrying
Value ⁽¹⁾ </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:12.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Conversion
Price
Per Share </td><td style="vertical-align:bottom;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:11.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Number of
Common Stock
Equivalent
Shares </td><td style="vertical-align:bottom;width:2.32%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11.02%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Liquidation
Preference </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;background:#cceeff;margin:0pt;padding:0pt;"> Series A </td><td style="vertical-align:top;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:top;width:2.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,500</p></td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;background:#cceeff;margin:0pt;padding:0pt;"> 9.23 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;background:#cceeff;margin:0pt;padding:0pt;"> 270,856 </td><td*

style="vertical-align:top;width:2.32%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> 2,500 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;margin:0pt;padding:0pt;"> Series B </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;margin:0pt;padding:0pt;"> 10,626 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;margin:0pt;padding:0pt;"> 13.04 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;margin:0pt;padding:0pt;"> 815,730 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 10,637 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;background:#ccceff;margin:0pt;padding:0pt;"> Series C </td><td style="vertical-align:top;width:2.25%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;background:#ccceff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:top;width:2.29%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;background:#ccceff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:top;width:2.32%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;background:#ccceff;margin:0pt;padding:0pt;"> 15,988 </td><td style="vertical-align:top;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;background:#ccceff;margin:0pt;padding:0pt;"> 16.30 </td><td style="vertical-align:top;width:2.32%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;background:#ccceff;margin:0pt;padding:0pt;"> 981,596 </td><td style="vertical-align:top;width:2.32%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#ccceff;margin:0pt;padding:0pt;"> 16,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;margin:0pt;padding:0pt;"> Series D </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;margin:0pt;padding:0pt;"> 19,990 </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 20.16 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;margin:0pt;padding:0pt;"> 992,064 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;margin:0pt;padding:0pt;"> 20,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;background:#cceeff;margin:0pt;padding:0pt;"> Series E </td><td style="vertical-align:top;width:2.25%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:top;width:2.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,365 </td><td style="vertical-align:top;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;background:#cceeff;margin:0pt;padding:0pt;"> 22.61 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,879,700 </td><td style="vertical-align:top;width:2.32%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 42,500 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:14.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.86%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:top;width:2.29%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.44%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 4,939,946 </td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.44%;border-bottom:3px double #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 91,469</p></td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.82%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,939,946</p></td><td style="vertical-align:top;width:2.32%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.08%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.94%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 91,637 </td></tr></table> (1)The carrying value reflects the gross proceeds received from the sale of the preferred stock less issuance costs.

* 27085627085625000009.2327085625000008157308157301062600013.048157301063700098159698159615988000016.39815961 style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;"> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-*

space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Number of Shares </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Contribution from PIPE Financing for cash </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;margin:0pt;padding:0pt;"> 3,287,018 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> Conversion of ARYA convertible promissory notes </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;margin:0pt;padding:0pt;"> 355,100 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of ARYA Class A ordinary shares and Class B ordinary shares </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;margin:0pt;padding:0pt;"> 2,089,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;margin:0pt;padding:0pt;"> Conversion of Class A ordinary shares subject to redemption </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;margin:0pt;padding:0pt;"> 123,520 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Shares issued in purchase consideration </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;margin:0pt;padding:0pt;"> 6,771,769 </td></tr><tr><td style="vertical-align:bottom;width:81.98%;margin:0pt;padding:0pt;"> Additional shares issued and reclassification of Class A ordinary shares subject to non-redemption agreements and open market subscription agreements </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 761,229 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:81.98%;background:#cceeff;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:16%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 13,387,636 </td></tr></table>32870183551002089000123520677176976122913387636 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.36%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.87%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-

align:center;margin:0pt 0pt 0.05pt 0pt;">September 30, 2024 </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.87%;margin:0pt;padding:0pt;"> (Successor) </td><td style="vertical-align:middle;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.36%;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:middle;width:65%;background:#cceeff;margin:0pt;padding:0pt;"> Conversion of preferred stock </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Stock options issued and outstanding under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> 747,001 </td></tr><tr><td style="vertical-align:middle;width:65%;background:#cceeff;margin:0pt;padding:0pt;"> Common shares available for future grant under the 2012 and 2022 Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#cceeff;margin:0pt;padding:0pt;"> 27,012 </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Base Warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 7,528,727 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#cceeff;margin:0pt;padding:0pt;"> PIPE Pre-funded Warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#cceeff;margin:0pt;padding:0pt;"> 670,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Convertible Securities Notes </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 3,231,327 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#cceeff;margin:0pt;padding:0pt;"> Convert Warrants </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#cceeff;margin:0pt;padding:0pt;"> 1,500,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Company’s Common Stock issuable upon the exercise of outstanding options Legacy Adagio’s equity plans that were assumed in the Business Combination </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0.05pt 0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 7,587 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#cceeff;margin:0pt;padding:0pt;"> Common Stock reserved for future issuance under the 2024 Equity Incentive Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#cceeff;margin:0pt;padding:0pt;"> 4,472,592 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Common Stock reserved for future issuance under the 2024 Key Employee Equity Incentive Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;margin:0pt;padding:0pt;"> 3,354,444 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;background:#cceeff;margin:0pt;padding:0pt;"> Common Stock reserved for future issuance under the 2024 Employee Stock Purchase Plan </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 441,293 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:middle;width:65%;margin:0pt;padding:0pt;"> Common stock reserved for future issuance </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.87%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 21,205,970 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.87%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.36%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 5,713,959 </td></tr></table> 493994674700127012752872767000032313271500000758744725923354444441293212059705713959 Note 14 - Stock-Based Compensation Predecessor Periods 2012 Stock Incentive Plan In January 2011, Legacy Adagio’s Board approved the 2012 Stock Incentive Plan (the “2012 Plan”), which permitted grants of Incentive Stock Options (“ISOs”) and Non-statutory Stock Options (“NSOs”) to employees, directors and consultants. The maximum number of shares that can be granted under the 2012 Plan cannot exceed 1,255,000 shares. The 2012 Plan had a maximum 10-year term and as such, terminated in January 2022. 2022 Stock Incentive Plan In April 2022, the Legacy Adagio’s Board approved, in conjunction with the termination of the 2012 Plan, the 2022 Stock Incentive Plan (the “2022 Plan”), permitting ISOs and NSOs to employees, directors and consultants. The maximum number of shares granted under the 2022 Plan cannot exceed 203,855 plus any shares subject to stock options granted under the 2012 Plan that expired or were otherwise terminated without having been exercised in full, were forfeited, or were repurchased by the Company. The 2022 Plan is intended as the successor to and continuation of the 2012 Plan (thereafter both the 2012 and 2022 Plans are referred to as the “Stock Incentive Plan”). The Stock Incentive Plan provides a means whereby participants may purchase shares of common stock pursuant to ISOs or NSOs and such persons may be granted shares of common stock for consideration consisting of cash and/or past services rendered to or on behalf of Legacy Adagio. ISOs may only be granted to employees. NSOs and stock purchase rights may be granted to employees and consultants. Generally, options awards only have service conditions that need to be met for the awards to vest, with the exception of grants to two non-employees that had performance obligations that were deemed to be immaterial. The stock options generally vest over four years and have a ten-year contractual term. The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. As Legacy Adagio lacks company-specific historical and implied volatility information required for valuation, Legacy Adagio estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Due to the lack of historical exercise history, the expected life term of ISOs that were granted after 2013 was determined using the “simplified method” provided by the Securities and Exchange Commission in Staff Accounting Bulletins Number 107 and 110. The expected life term of NSOs is determined either by using the “simplified method,” or by calculating the time to expiry from the grant date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant for time periods approximately equal to the expected term of the award. Expected dividend yield is zero as Legacy Adagio has never paid nor does it expect to pay any cash dividend in the near future. The following table summarizes stock option activity during the periods from January 1, 2024 to July 30, 2024 (Predecessor): <p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;text-indent:18pt;margin:0pt;"> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> <span style="font-size:8pt;font-

weight:bold;visibility:hidden;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;margin:0pt;padding:0pt;"> Exercise Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;margin:0pt;padding:0pt;"> Value </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Per Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Life (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:bottom;width:59.21%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, December 31, 2023 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#cceeff;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.17</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 7.45</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;background:#cceeff;margin:0pt;padding:0pt;"> 72 </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> Forfeited </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> (6,592) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> 4.82 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:59.21%;background:#ccceff;margin:0pt;padding:0pt;"> Options forfeited in connection with the Business Combination </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;background:#ccceff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> Outstanding, July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 740,409 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.18</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:59.21%;background:#ccceff;margin:0pt;padding:0pt;"> Vested and expected to vest, July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#ccceff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;background:#ccceff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> Vested and exercisable, July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-

space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> — </td></tr></table> There were no stock options exercised during the periods from January 1, 2024 to July 30, 2024 (Predecessor). Certain stock option grants under the Stock Incentive Plan allow the recipient to exercise the options prior to the options becoming fully vested. Under the Stock Incentive Plan, the Company retains the right to repurchase common shares that have been issued upon early exercise of options at the original issue price. Cash received for the early exercise of unvested stock options is initially recorded as a liability. At each reporting date, the vested shares are released to equity. The fair value of awards vested was $0.3 million during the periods from January 1, 2024 to July 30, 2024 (Predecessor). As of July 30, 2024 prior to the Closing (Predecessor), the total unrecognized compensation cost of $0.4 million was accelerated at the Closing, which was recognized and expensed in accordance with the terms of the 2012 Stock Incentive Plan and the 2022 Stock Incentive Plan. Upon the consummation of the Business Combination, 45,544 In-the-Money Adagio Options were canceled and extinguished in exchange for 7,587 options to purchase the Company's Common Stock. Stock-Based Compensation Expense The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:21.53%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:21.47%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.6%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> July 1 to
July 30 </td><td style="vertical-align:bottom;width:2.36%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> January 1 to
July 30 </td><td style="vertical-align:bottom;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Three months
ended
September 30 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Nine months
 ended
September 30 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;background:#cceeff;margin:0pt;padding:0pt;"> Selling, general, and administration </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 335</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;margin:0pt;padding:0pt;"> 527 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 66</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;margin:0pt;padding:0pt;"> 241 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"> Research and development </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 86 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 115 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 60 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 88 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;background:#cceeff;margin:0pt;padding:0pt;"> Total stock-based compensation expense </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 421</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 642 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 126</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 329 </td></tr></table> . Successor Periods 2024 Equity Incentive Plan The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The purpose of the plan is to promote the success and enhance the value of the Company by linking the individual interests of the members of the Board, Employees, and Consultants to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Equity Incentive Plan authorizes the issuance of up to 4,472,593 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to the lesser of (A) five percent (5%) of the shares of Common Stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of Company's Common Stock as determined by the Board or the compensation committee thereof. The Company may grant an option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, or other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the Plan. The awards can be issued to any person who is an employee, a consultant, or a non-employee director. The Company has not granted any awards under this

plan as of September 30, 2024. 2024 Key Employee Equity Incentive Plan The Board of Directors of the Company adopted the 2024 Key Employee Equity Incentive Plan on July 26, 2024. The purpose of the Plan is to promote the success and enhance the value of the Company by linking the individual interests of key employees of the Company to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The 2024 Key Employee Equity Incentive Plan authorizes the issuance of up to 3,354,444 shares of the Company's Common Stock. The Company may grant option, a stock appreciation right, a restricted stock award, a restricted stock unit award, a performance stock award, a performance stock unit award, other stock- or cash-based award, or a dividend equivalent award, which may be awarded or granted under the plan. The awards can only be issued to certain individuals as identified in the plan who are an employee, a consultant, or a non-employee director. The Company has not granted any awards under this plan as of September 30, 2024. 2024 Employee Stock Purchase Plan The Board of Directors of the Company adopted the 2024 Equity Incentive Plan on July 26, 2024. The 2024 Employee Stock Purchase Plan provides a means by which eligible employees of the Company and certain designated related corporations may be given an opportunity to purchase shares of the Company's Common Stock. The plan permits the Company to grant a series of purchase rights to eligible employees under an Employee Stock Purchase Plan. The 2024 Employee Stock Purchase Plan authorizes the issuance of up to 441,293 shares of the Company's Common Stock, plus an annual increase on the first day of each year beginning in 2025 and ending in (and including) 2034 equal to one percent (1%) of the share of common stock outstanding on a fully diluted basis on the last day of the immediately preceding fiscal year, provided that the Board or its compensation committee may reduce the amount of the increase in any particular year. The Company has not granted any purchase rights under this plan as of September 30, 2024. The following table summarizes stock option activity during the periods from July 31, 2024 to September 30, 2024 (Successor): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.48%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.48%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.48%;margin:0pt;padding:0pt;"> Exercise Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;margin:0pt;padding:0pt;"> Value </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Per Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Life (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:bottom;width:59.31%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, July 31, 2024 (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

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style="vertical-align:bottom;white-space:nowrap;width:8.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 7,587</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 8.97</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 7,587</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;background:#cceeff;margin:0pt;padding:0pt;"> 8.97 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> <span style="font-family:'Calibri','Helvetica','sans-serif';font-

size:11pt;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;background:#cceeff;margin:0pt;padding:0pt;"> 68 </td></tr></table> As discussed above, the Company has not granted any options under the 2024 Equity Incentive Plan, the 2024 Key Employee Equity Incentive Plan and the 2024 Employee Stock Purchase Plan. 12550002038552P4YP10Y0 <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;margin:0pt;padding:0pt;"> Exercise Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;margin:0pt;padding:0pt;"> Value </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.31%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Per Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Life (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.01%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:bottom;width:59.21%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, December 31, 2023 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#cceeff;margin:0pt;padding:0pt;"> 747,001 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.17</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 7.45</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;background:#cceeff;margin:0pt;padding:0pt;"> 72 </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> Forfeited </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;margin:0pt;padding:0pt;"> (6,592) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"> 4.82 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:59.21%;background:#cceeff;margin:0pt;padding:0pt;"> Options forfeited in connection with the Business Combination </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.21%;margin:0pt;padding:0pt;"> Outstanding, July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 740,409 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.18</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:59.21%;background:#cceeff;margin:0pt;padding:0pt;"> Vested and expected to vest, July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;width:59.21%;background:#cceeff;margin:0pt;padding:0pt;"> Vested and exercisable, July 30, 2024 (Predecessor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:8%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.11%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.4%;margin:0pt;padding:0pt;"> — </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-

space:nowrap;width:10.48%;margin:0pt;padding:0pt;"> Weighted </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;margin:0pt;padding:0pt;"> Aggregate </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.48%;margin:0pt;padding:0pt;"> Average </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Remaining </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;margin:0pt;padding:0pt;"> Intrinsic </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.48%;margin:0pt;padding:0pt;"> Exercise Price </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> Contractual </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;margin:0pt;padding:0pt;"> Value </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Per Share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Life (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.02%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (in thousands) </td></tr><tr><td style="vertical-align:bottom;width:59.31%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, July 31, 2024 (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-

align:bottom;width:59.31%;margin:0pt;padding:0pt;"> Options issued as part of the Business Combination </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,587 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;margin:0pt;padding:0pt;"> 8.97 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;margin:0pt;padding:0pt;"> 68 </td></tr><tr><td style="vertical-align:bottom;width:59.31%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding, September 30, 2024 (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 7,587 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 8.97</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">|</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">|</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;background:#cceeff;margin:0pt;padding:0pt;"> 68 </td></tr><tr><td style="vertical-align:bottom;width:59.31%;margin:0pt;padding:0pt;"> Options vested, September 30, 2024 (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;margin:0pt;padding:0pt;"> 7,587 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 8.97</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">|</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">|</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.08%;margin:0pt;padding:0pt;"> 68 </td></tr><tr><td style="vertical-align:bottom;width:59.31%;background:#cceeff;margin:0pt;padding:0pt;"> Options vested and exercisable, September 30, 2024 (Successor) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:8.11%;background:#cceeff;margin:0pt;padding:0pt;"> 7,587 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> | </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.25%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 8.97</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">|</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.65%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">|</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.94%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.08%;background:#ccceff;margin:0pt;padding:0pt;"> 68 </td></tr></table>7470016.17P7Y5M12D7200065924.82007404096.18000003000004000000455447587 The following table summarizes the total stock-based compensation expense for the stock options expense recorded in the unaudited condensed consolidated statements of operations and comprehensive income/(loss) for the periods from January 1, 2024 to July 30, 2024 (Predecessor), July 1 to July 30 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor) (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:21.53%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:21.47%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.6%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> July 1 to
July 30 </td><td style="vertical-align:bottom;width:2.36%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> January 1 to
 July 30 </td><td style="vertical-align:bottom;width:2.24%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Three months
ended
September 30 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:9.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Nine months
 ended
September 30 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;background:#ccceff;margin:0pt;padding:0pt;"> Selling, general, and administration </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#ccceff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 335</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#ccceff;margin:0pt;padding:0pt;"> 527 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#ccceff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 66 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 241</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Research and development</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 86</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 115</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 60</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 88</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:52.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt 0pt 0pt 12pt;">Total stock-based compensation expense</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.2%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 421 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.36%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 642</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.24%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 126 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.34%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.17%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.37%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 329 </td></tr></table>33500052700066000241000860001150006000088000421000642000126000329000447259300533544444412930.010000-75878.976800075878.976800075878.976800075878.9768000 Note 15 – Earnings Per Share (“EPS”) Predecessor Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per common share excludes the potential impact of the Company’s convertible preferred stock, common stock warrants, and common stock options because the Company’s net losses would cause such shares to be anti-dilutive. Therefore, as the Company recorded net losses in the periods presented, basic and diluted net loss per common share are the same. . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:52%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:9%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> <p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:middle;width:9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;width:45.99%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:bottom;width:52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Period from
July 1 to
July 30, 2024 </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Period from
July 1 to
July 30, 2023 </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Period from
January 1 to
July 30, 2024 </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Nine months
ending
September 30, 2023 </td></tr><tr><td style="vertical-align:top;width:52%;background:#ccceff;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:52%;margin:0pt;padding:0pt;"> Net income (loss) attributable to common stockholders </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"> (8,235) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (10,761)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (21,278)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (27,969)</p></td></tr><tr><td style="vertical-align:top;width:52%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;"><b style="font-weight:bold;">Denominator:</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td></tr><tr><td style="vertical-align:top;width:52%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">987,810</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">760,572</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">815,854</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;">$ </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">759,489</p></td></tr><tr><td style="vertical-align:top;width:52%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;padding-left:7.2pt;text-indent:-7.2pt;margin:0pt;">Net income (loss) per share attributable to common stockholders - basic and diluted</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (8.34)</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (14.15)</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (26.08)</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"><span style="visibility:hidden;">$ </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (36.83)</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;background:#ffff00;">$ The following potentially dilutive securities were excluded from

*the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:63.53%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.63%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.53%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.6%;margin:0pt;padding:0pt;"> </td><td colspan="3" style="vertical-align:bottom;width:33.86%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:bottom;width:63.53%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:15.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of
July 30, 2024 </td><td style="vertical-align:bottom;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of
September 30, 2023 </td></tr><tr><td style="vertical-align:middle;width:63.53%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible preferred stock </td><td style="vertical-align:top;width:2.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.62%;background:#cceeff;margin:0pt;padding:0pt;"> 4,732,044 </td><td style="vertical-align:top;width:2.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.63%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:middle;width:63.53%;margin:0pt;padding:0pt;"> Stock options </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.62%;margin:0pt;padding:0pt;"> 740,409 </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.63%;margin:0pt;padding:0pt;"> 755,559 </td></tr><tr><td style="vertical-align:middle;width:63.53%;background:#cceeff;margin:0pt;padding:0pt;"> SVB Warrants </td><td style="vertical-align:top;width:2.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.62%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.63%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 49,080 </td></tr><tr><td style="vertical-align:middle;width:63.53%;margin:0pt;padding:0pt;"> Total potentially dilutive securities </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.62%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 5,472,453 </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.63%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 5,744,585 </td></tr></table> Successor After the Business Combination, the Successor calculated basic EPS and diluted EPS to common stockholders in conformity with the two-class method required for companies with participating securities. The Company considered (i) the Convertible Securities Notes and (ii) the earnout shares subject to vesting conditions to be participating securities as they participate in any distributions declared by the Company. The Company's Base Warrants and Convert Warrants are considered as non-participating securities, as the holders are not entitled to any shareholder right prior to the exercise of the Base Warrants and the Convert Warrants. As of the reporting date, none of the Base Warrants or the Convert Warrants were*

exercised to receive the Company's Common Stock. Under the two-class method, undistributed earnings allocated to these participating securities were subtracted from net income in determining net income attributable to common stockholders. Net income attributable to common stockholders was not allocated to Convertible Securities Notes as the holders of Convertible Securities Notes did not have a contractual obligation to share in income. Further, Basic EPS under the two-class method includes the impact of the Company's PIPE Pre-funded Warrants as the PIPE Pre-funded Warrants are exercisable for only $0.01 per share (i.e., de minimis cash consideration) without an expiration date and not subject to exercise contingencies. The Company discloses the Diluted EPS under the if-converted method as such diluted EPS is lower than the diluted EPS calculated under the two-class method. The Earn-out shares subject to vesting conditions are not considered in the denominator for the calculation of diluted EPS as the vesting conditions for the Earn-out shares were not met during the successor reporting period. The following table sets forth the computation of basic earnings per share attributable to common stockholders and the participating securities for the periods presented (in thousands, except share and per share data): Basic EPS: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="8" style="vertical-align:bottom;width:37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> July 31, 2024 to September 30, 2024 (Successor) </td></tr><tr><td style="vertical-align:bottom;width:61%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (amounts in thousands, except the per share information) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Common
Shares </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Convertible
Securities Notes </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Sponsor
Earnout </td></tr><tr><td style="vertical-align:top;width:61%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;text-align:right;margin:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:61%;margin:0pt;padding:0pt;"> Net income allocated to each class of participating securities </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,522</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> 878 </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> 206 </td></tr><tr><td style="vertical-align:top;width:61%;background:#cceeff;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:61%;margin:0pt;padding:0pt;"> Weighted-average shares outstanding </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 14,057,636 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:61%;background:#cceeff;margin:0pt;padding:0pt;"> Shares issuable to Convertible Securities Notes </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 4,896,978 </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:61%;margin:0pt;padding:0pt;"> Sponsor Earnout </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 1,147,500 </td></tr><tr><td style="vertical-align:top;width:61%;background:#cceeff;margin:0pt;padding:0pt;"> Net income per share attributable to each class of participating securities – Basic </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">0.18</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 0.18 </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">0.18</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt;"></p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Diluted EPS:</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:middle;width:2%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="position:absolute;top:50%;transform:translate(0,-50%);width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="position:absolute;top:50%;transform:translate(0,-50%);width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:middle;width:12%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="position:absolute;top:50%;transform:translate(0,-50%);width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:85%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt 3.5pt 0pt 0pt;"><b style="font-weight:bold;">(amounts in thousands, except the per share information)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:justify;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;width:13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 31, 2024 to<b style="font-weight:bold;">
<b style="font-weight:bold;">September 30, 2024<b style="font-weight:bold;">
<b style="font-weight:bold;">(Successor)</p></td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"><b style="font-weight:bold;">Numerator:</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:12%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;">Net income – Basic</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;margin:0pt;padding:0pt;"> 3,606 </td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"> Less: Adjustment for fair value changes to convertible securities notes </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (3,255) </td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"> Net income attributable to common stockholders – Diluted </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 351 </td></tr><tr><td style="vertical-

align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:12%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted-average shares outstanding – Basic </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;background:#cceeff;margin:0pt;padding:0pt;"> 14,057,636 </td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"> Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;margin:0pt;padding:0pt;"> 2,000,000 </td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted-average shares outstanding – Diluted </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;background:#cceeff;margin:0pt;padding:0pt;"> 16,057,636 </td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"> Net income per share attributable to common shares – Diluted (if-converted method) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 0.02 </td></tr></table> The following potentially dilutive securities were excluded from the computation of diluted net loss per share calculations for the periods presented because the impact of including them would be anti-dilutive: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:84.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:13.55%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:13.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024
(Successor) </td></tr><tr><td style="vertical-align:top;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Base Warrants </td><td style="vertical-align:bottom;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 7,528,727 </td></tr><tr><td style="vertical-align:top;width:84.96%;margin:0pt;padding:0pt;"> Convert Warrants </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;margin:0pt;padding:0pt;"> 1,500,000 </td></tr><tr><td style="vertical-align:top;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Earn-out Shares, subject to vesting conditions </td><td style="vertical-align:bottom;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;background:#cceeff;margin:0pt;padding:0pt;"> 1,147,500 </td></tr><tr><td style="vertical-align:top;width:84.96%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;text-align:justify;margin:0pt;">Stock options issued in connection with the Business Combination </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,587 </td></tr><tr><td style="vertical-align:top;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Total potentially dilutive securities </td><td style="vertical-align:bottom;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 10,183,814 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:9%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;width:45.99%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:bottom;width:52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Period from
July 1 to
July 30, 2024 </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Period from
July 1 to
July 30, 2023 </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Period from
January 1 to
July 30, 2024 </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Nine months
ending
September 30, 2023 </td></tr><tr><td style="vertical-align:top;width:52%;background:#cceeff;margin:0pt;padding:0pt;"> <b

style="font-weight:bold;">Numerator: </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:52%;margin:0pt;padding:0pt;"> Net income (loss) attributable to common stockholders </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (8,235)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"> (10,761) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (21,278)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9%;margin:0pt;padding:0pt;"> (27,969) </td></tr><tr><td style="vertical-align:top;width:52%;background:#cceeff;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:52%;margin:0pt;padding:0pt;"> Weighted-average shares outstanding used in computing net income (loss) per share attributable to common stockholders - basic and diluted </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"> 987,810 </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"> 760,572 </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-

align:right;margin:0pt 3pt 0pt 0pt;">815,854 </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:9%;margin:0pt;padding:0pt;"> 759,489 </td></tr><tr><td style="vertical-align:top;width:52%;background:#cceeff;margin:0pt;padding:0pt;"> Net income (loss) per share attributable to common stockholders - basic and diluted </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (8.34)</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> (14.15) </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (26.08)</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9%;background:#cceeff;margin:0pt;padding:0pt;"> (36.83) </td></tr></table>-8235000-8235000-10761000-10761000-21278000-21278000-27969000-27969000987810987810760572760572815854815854759489759489-8.34-8.34-14.15-14.15-26.08-26.08-36.83-36.83 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:80%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:63.53%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.63%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:63.53%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.6%;margin:0pt;padding:0pt;"> </td><td colspan="3" style="vertical-align:bottom;width:33.86%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (Predecessor) </td></tr><tr><td style="vertical-align:bottom;width:63.53%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:15.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of
July 30, 2024 </td><td style="vertical-align:bottom;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.63%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> As of
September 30, 2023 </td></tr><tr><td style="vertical-align:middle;width:63.53%;background:#cceeff;margin:0pt;padding:0pt;"> Convertible preferred stock </td><td style="vertical-align:top;width:2.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.62%;background:#cceeff;margin:0pt;padding:0pt;"> 4,732,044 </td><td style="vertical-align:top;width:2.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.63%;background:#cceeff;margin:0pt;padding:0pt;"> 4,939,946 </td></tr><tr><td style="vertical-align:middle;width:63.53%;margin:0pt;padding:0pt;"> Stock options </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.62%;margin:0pt;padding:0pt;"> 740,409 </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.63%;margin:0pt;padding:0pt;"> 755,559 </td></tr><tr><td style="vertical-

align:middle;width:63.53%;background:#ccceff;margin:0pt;padding:0pt;"> SVB Warrants </td><td style="vertical-align:top;width:2.6%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.62%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:top;width:2.6%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:15.63%;background:#ccceff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 49,080 </td></tr><tr><td style="vertical-align:middle;width:63.53%;margin:0pt;padding:0pt;"> Total potentially dilutive securities </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.62%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 5,472,453 </td><td style="vertical-align:top;width:2.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:15.63%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 5,744,585 </td></tr></table>
4732044493094674040975555949080547245357445850.01
* Basic EPS: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:top;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:10%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="8" style="vertical-align:bottom;width:37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> July 31, 2024 to September 30, 2024 (Successor) </td></tr><tr><td style="vertical-align:bottom;width:61%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (amounts in thousands, except the per share information) </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Common
Shares </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Convertible
Securities Notes </td><td style="vertical-align:bottom;width:2%;border-top:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:11%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Sponsor
Earnout </td></tr><tr><td style="vertical-align:top;width:61%;background:#ccceff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> Numerator: </td><td style="vertical-align:bottom;width:2%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#ccceff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#ccceff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-*

size:10pt;text-align:right;margin:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:61%;margin:0pt;padding:0pt;"> Net income allocated to each class of participating securities </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 2,522 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> 878 </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;width:10%;margin:0pt;padding:0pt;"> 206 </td></tr><tr><td style="vertical-align:top;width:61%;background:#cceeff;margin:0pt;padding:0pt;"> Denominator: </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:top;width:61%;margin:0pt;padding:0pt;"> Weighted-average shares outstanding </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 14,057,636 </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:61%;background:#cceeff;margin:0pt;padding:0pt;"> Shares issuable to Convertible Securities Notes </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 4,896,978 </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:top;width:61%;margin:0pt;padding:0pt;"> Sponsor Earnout </td><td style="vertical-

align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;margin:0pt;padding:0pt;"> 1,147,500 </td></tr><tr><td style="vertical-align:top;width:61%;background:#cceeff;margin:0pt;padding:0pt;"> Net income per share attributable to each class of participating securities – Basic </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">0.18</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"> 0.18 </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">0.18</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:18pt;margin:0pt 0pt 12pt 0pt;">The following table sets forth the computation of diluted earnings per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Diluted EPS:</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:85%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:middle;width:2%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="position:absolute;top:50%;transform:translate(0,-50%);width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:middle;width:1%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="position:absolute;top:50%;transform:translate(0,-50%);width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:middle;width:12%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="position:absolute;top:50%;transform:translate(0,-50%);width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:85%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt 3.5pt 0pt 0pt;"><b style="font-weight:bold;">(amounts in thousands, except the per share information)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:justify;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;width:13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 31, 2024 to<b style="font-weight:bold;">
<b style="font-weight:bold;">September 30, 2024<b style="font-weight:bold;">
<b style="font-weight:bold;">(Successor)</p></td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"><b style="font-weight:bold;">Numerator:</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:12%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;">Net income – Basic</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;margin:0pt;padding:0pt;"> 3,606 </td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"> Less: Adjustment for fair value changes to convertible securities notes </td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (3,255) </td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"> Net income attributable to common stockholders – Diluted </td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"> </td><td style="vertical-align:bottom;width:1%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12%;border-bottom:1px solid #000000;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 351</p></td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"></p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:12%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"><b style="font-weight:bold;">Denominator:</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:justify;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:12%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"></p></td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Weighted-average shares outstanding – Basic</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:12%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 14,057,636</p></td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Weighted-average effect of shares issuable to Convertible Securities Notes (if-converted method)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:12%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,000,000</p></td></tr><tr><td style="vertical-align:top;width:85%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Weighted-average shares outstanding – Diluted</p></td><td style="vertical-align:bottom;width:2%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:12%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 16,057,636</p></td></tr><tr><td style="vertical-align:top;width:85%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Net income per share attributable to common shares – Diluted (if-converted method)</p></td><td style="vertical-align:bottom;width:2%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 0.02 </td></tr>
</table>252200087800020600014057636489697811475000.180.180.183606000325500035100014057636200000016057636 0.02 <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:middle;width:84.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:middle;width:13.55%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:84.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:13.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> September 30, 2024
(Successor) </td></tr><tr><td style="vertical-align:top;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Base Warrants </td><td style="vertical-align:bottom;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;background:#cceeff;border-top:1px solid #000000;margin:0pt;padding:0pt;"> 7,528,727 </td></tr><tr><td style="vertical-align:top;width:84.96%;margin:0pt;padding:0pt;"> Convert Warrants </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;margin:0pt;padding:0pt;"> 1,500,000 </td></tr><tr><td style="vertical-align:top;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Earn-out Shares, subject to vesting conditions </td><td style="vertical-align:bottom;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td

*style="vertical-align:bottom;white-space:nowrap;width:13.55%;background:#ccceff;margin:0pt;padding:0pt;"> 1,147,500 </td></tr><tr><td style="vertical-align:top;width:84.96%;margin:0pt;padding:0pt;"> Stock options issued in connection with the Business Combination </td><td style="vertical-align:bottom;width:1.48%;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 7,587 </td></tr><tr><td style="vertical-align:top;width:84.96%;background:#cceeff;margin:0pt;padding:0pt;"> Total potentially dilutive securities </td><td style="vertical-align:bottom;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> - </td><td style="vertical-align:bottom;white-space:nowrap;width:13.55%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 10,183,814 </td></tr></table> - *
752872715000001147500758710183814 Note 16 - Income Taxes The Company accounts for income taxes in accordance with ASC 740. Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), there was no material change from fiscal year ended December 31, 2023 (Predecessor) in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years. For the periods from January 1, 2024 to July 30, 2024 (Predecessor) and July 31, 2024 to September 30, 2024 (Successor), the effective tax rate for the Company's operations was 0.0%. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation, fair value adjustments for convertible notes and warrant liabilities, and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss. For the nine months ended September 30, 2023 (Predecessor), the effective tax rate for the Company's operations was 0.0%.The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, losses from the German subsidiary that is subject to different effective tax rates, stock-based compensation and a change in the valuation allowance that offset the tax benefit on the current period pre-tax loss. The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.
* 00000 Note 17 - Related Party Transactions Shared Services Agreement During the periods from January 1, 2024 to July 30, 2024 (Predecessor), from July 31, 2024 to September 30, 2024 (Successor), from July 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023 (Predecessor), the Company incurred $0.9 million, $0.2 million, $0.1 million, $0.4 million and $1.0 million, respectively, for finance and accounting services and other general and administrative support services ("Shared Services Agreement") to Fjord Ventures ("Fjord"), a company owned and operated by the Company's CEO. The transactions are recorded as selling, general and administrative expenses on the condensed consolidated statements of operations and comprehensive income (loss). Laguna Hills Sublease (Predecessor) In addition to the Shared Services Agreement, Legacy Adagio also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord is expired. During the periods from January 1, 2024 to July 30, 2024 (Predecessor), and the three and nine months ended September 30, 2023, Legacy Adagio incurred $25.5 thousand, $25.5 thousand, $76.4 thousand of lease expense, respectively, under the sub-lease agreement. Refer to Note 11- Operating Leases for further detail. October 2022 Convertible Notes (Predecessor) On October 27, 2022, Legacy Adagio issued a $0.5 million convertible promissory note to Fjordinvest, LLC ("Fjordinvest"), a company owned and operated by the Legacy Adagio's CEO. On April 4, 2023, November 28, 2023 and February 13, 2024, the October 2022 Convertible Notes were amended. Refer to Note 9-Debt for additional information regarding the October 2022 Convertible Notes. Convertible Securities Notes (Successor) In connection with the Business Combination and the Convertible Securities Notes agreement, the Company issued a $7.0 million Convertible Securities Notes to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of the February 2024 Convertible Notes. Refer to Note 9-Debt for additional information regarding the Convertible Securities Notes. PIPE Financing (Successor) In connection with the Business Combination and the PIPE Financing, the Company issued 4,372,607 shares of the Company's Common Stock and 3,540,000 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's investment in Legacy Adagio in the form of Bridge Financing Notes. Refer to Note 9- Debt for additional information regarding the Convertible Securities Notes. Further, in connection with the PIPE Financing, the Company issued 2,250,352 shares of the Company's Common Stock and 1,905,069 Base Warrants to Perceptive PIPE Investor, the controlling party of the Company, in exchange for Perceptive PIPE Investor's additional cash investment of approximately $15.9 million in the Company. -*
* 900000020000010000040000010000004992255002550076400500000700000043726073540000225035219050691590000 Note 18 - Subsequent Events The Company evaluates subsequent events and transactions that occurred after the condensed consolidated balance sheet date through the date that the financial statements were issued. During this period, the Company did not identify any subsequent events that would have required adjustment in the condensed consolidated financial statements. 500050000.0001100010-5000-500005000-5000-500011-5000-500000110000-5000-5000100-5000-5000-500050000000 Note 1 — Description of Organization and Business Operations Aja HoldCo, Inc. (the "Company") is a Delaware corporation, formed by Arya Sciences Acquisition Corp IV (the "Parent") on December 19, 2023 (inception). The Company has*

adopted a fiscal year-end of December 31. The Company was formed to be the surviving company in connection with a contemplated business combination between the Parent and Adagio (as defined below) (see Note 3). The Company has no prior operating activities. Going Concern The Parent has until July 2, 2024 to complete its initial business combination (or up to March 2, 2025 if all additional monthly extensions are exercised by ARYA Sciences Holdings IV (the "Sponsor") and subsequently approved by the board of directors of the Parent pursuant to Parent's amended and restated memorandum and articles of association, as amended). If the Parent is unable to complete the initial business combination by July 2, 2024 (or up to March 2, 2025 if all additional monthly extensions are exercised by the Sponsor and subsequently approved by the board of directors of the Parent), the Parent must cease all operations and dissolve and liquidate under Cayman Islands law. The financial statements have been prepared assuming that the Company will continue as a going concern. If the Parent is unable to raise additional funds to alleviate liquidity needs as well as complete a business combination by July 2, 2024 (or up to March 2, 2025 if all additional monthly extensions are exercised by the Sponsor and subsequently approved by the board of directors of the Parent), then the Company will cease all operations except for the purpose of liquidating. The liquidity condition and date for mandatory liquidation and subsequent dissolution raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties. Note 2 — Summary of Significant Accounting Policies Basis of Presentation The financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Emerging Growth Company The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheets. Income Taxes The Company complies with the accounting and reporting requirements of ASC 740, "Income Taxes," ("ASC 740") which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2023. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and immaterial amounts were accrued for the payment of penalties for the period from December 19, 2023 to December 31, 2023. The Company is currently not aware of any issues under review that could result in significant payments, accruals, or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception. Net Loss Per Common Stock Net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding for the period. At December 31, 2023 the Company did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into common stock and then shares in the earnings of the Company. As a result, diluted loss per common stock is the same as basic loss per common stock for the period presented. Recent Accounting Standards The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's financial statements. Basis of Presentation The financial statements are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). 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shareholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. 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The Company is subject to income tax examinations by major taxing authorities since inception. 00 Net Loss Per Common Stock Net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding for the period. At December 31, 2023 the Company did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into common stock and then shares in the earnings of the Company. As a result, diluted loss per common stock is the same as basic loss per common stock for the period presented. Recent Accounting Standards The Company's management does not believe there are any recently issued, but not yet effective, accounting pronouncement if currently adopted would have a material effect on the Company's financial statements. Note 3 — Stockholder's Deficit Common Stock - The Company is authorized to issue 1,000 shares of common stock, par value of $0.0001 per share (the "Common Stock"). As of December 31, 2023, there was 1 share of Common Stock issued and outstanding. 10000.000111 Note 4 — Subsequent Events The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to June 25, 2024, the financial statements were available to be issued and has concluded that, other than the events described below, all such events that would require recognition or disclosure have been recognized or disclosed. Business Combination Agreement On February 13, 2024, the Parent, the Company, Aja Merger Sub 1, a Cayman Islands exempted company ("ARYA Merger Sub"), Aja Merger Sub 2, Inc., a Delaware corporation ("Adagio Merger Sub"), and Adagio Medical, Inc. ("Adagio") entered into a business combination agreement (the "Business Combination Agreement"), in connection with a proposed business combination (the "Proposed Adagio Business Combination"), which contains certain customary representations, warranties, and covenants by the parties thereto. As further described in the Business Combination Agreement, the closing of the Proposed Adagio Business Combination (the "Closing" and the date on which the Closing occurs, the "Closing Date") is subject to certain customary conditions and risks. "New Adagio" refers to the Company after giving effect to the Business Combination. The Business Combination Agreement provides, among other things, for the consummation of the following transactions: <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">1.</td><td style="padding:0pt;">ARYA Merger Sub will merge with and into the Parent (the "ARYA Merger") and Adagio Merger Sub will merge with and into Adagio (the "Adagio Merger" and, together with the ARYA Merger, the "Mergers"), with the Parent and Adagio surviving the Mergers and, after giving effect to such Mergers, each of the Parent and Adagio becoming a wholly owned subsidiary of the Company, on the terms and subject to the conditions in the Business Combination Agreement; </td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:12pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">2.</td><td style="padding:0pt;">(i) each issued and outstanding Class A ordinary share, par value $0.0001 per share, of the Parent (the "Class A ordinary shares") will be automatically cancelled, extinguished and converted into the right to receive one share of common stock, par value $0.0001 per share, of New Adagio (the "New Adagio Common Stock") and (ii) each issued and outstanding Class B ordinary share, par value $0.0001 per share, of the Parent (the "Class B ordinary shares") will be automatically cancelled, extinguished and converted into the right to receive <span

style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:normal;font-weight:normal;">one share of New Adagio Common Stock, other than 1,000,000 Class B ordinary shares that will be forfeited by the Sponsor and issued to PIPE Investors (as defined below), including Perceptive Life Sciences Master Fund, Ltd, a Cayman Islands exempted company (the "Perceptive PIPE Investor"). 1,147,500 shares of New Adagio Common Stock issuable to the Sponsor will be subject to share trigger price vesting and will vest if, prior to the tenth anniversary of the Closing, the post-closing share price of New Adagio equals or exceeds $24.00 per share for any 20 trading days within any 30 trading day period (the "Share Trigger Price Vesting"); </td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:18pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">3.</td><td style="padding:0pt;">(i) each warrant of Adagio (other than the pre-funded warrant to purchase shares of Series E Preferred Stock of Adagio that is issued and outstanding immediately prior to the consummation of the Adagio Merger (the "Pre-Funded Warrants for Series E Preferred Shares")) will be either (x) terminated, or (y) "net" exercised in exchange for shares of common stock, par value $0.01 per share, of Adagio ("Adagio Common Stock"); (ii) all issued and outstanding unsecured convertible promissory notes of Adagio (excluding the Bridge Financing Notes (as defined below) and the 2024 Bridge Financing Notes (as defined below)) (the "Adagio Convertible Notes"), including any accrued and unpaid interest thereon, will be automatically and fully converted into shares of Adagio Common Stock in accordance with the terms of such Adagio Convertible Notes and such Adagio Convertible Notes will be cancelled, satisfied, extinguished, discharged and retired in connection with such conversion (the "Adagio Convertible Notes Conversion"); (iii) each share of preferred stock, par value $0.001 per share, of Adagio (the "Adagio Preferred Stock") that is issued and outstanding will be automatically converted into shares of Adagio Common Stock and each such share of Adagio Preferred Stock will be cancelled; (iv) all issued and outstanding shares of Adagio Common Stock (other than treasury shares and shares with respect to which appraisal rights under the Delaware General Corporation Law, as amended, are properly exercised and not withdrawn) will be automatically cancelled, extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement; (v) each Pre-Funded Warrant for Series E Preferred Shares that is issued and outstanding immediately prior to the consummation of the Adagio Merger shall be automatically canceled and extinguished and converted into the right to receive shares of New Adagio Common Stock based on the exchange ratio set forth in the Business Combination Agreement (vi) each issued, outstanding and unexercised option to purchase Adagio Common Stock ("Adagio Option") that is vested as of such time or will vest in connection with, or after taking into account the effect of, the consummation of the transactions contemplated by the Business Combination Agreement with an aggregate value that exceeds the aggregate exercise price of such Adagio Option (each an "In-the-Money Adagio Option") will be cancelled and extinguished in exchange for options to purchase shares of New Adagio Common Stock, and each issued and outstanding Adagio equity award (other than an In-the-Money Adagio Option) will automatically be cancelled and extinguished for no consideration and each holder thereof will cease to have any rights with respect thereto.</td></tr></table> On June 24, 2024, the Company and the Parent entered into the June Subscription Agreements with the June PIPE Investors (as defined below). Additionally, on June 24, 2024, the Company and the Parent entered into an amendment to the Subscription Agreement (as defined below) with the Perceptive PIPE Investor (as defined below), pursuant to which the May 2024 Notes (as defined below), any Additional Convertible Notes (as defined below) that the Perceptive PIPE Investor may elect to subject to its Subscription Agreement and any interest that has been accruing and will remain unpaid thereon prior to Closing will be contributed to the Company at Closing. For additional information, please see "—PIPE Financing (Private Placement)" below. On June 25, 2024, the Parent and Adagio entered into the Consent and Amendment No. 1 to the Business Combination Agreement (the "BCA Amendment"). The BCA Amendment relates to an adjustment of the pre-Closing ownership of one of the stockholders of Adagio, a change to the post-Closing name of the Company and changes to the terms of the post-Closing Key Employee Incentive Plan and HoldCo Incentive Equity Plan of the Company. PIPE Financing (Private Placement) In connection with the execution of the Business Combination Agreement, the Company and the Parent entered into Subscription Agreements (as may be amended, supplemented or otherwise modified from time to time, the "Initial Subscription Agreements") with the Perceptive PIPE Investor and certain other investors (the "Initial Other PIPE Investors," and, together with the Perceptive PIPE Investor, the "Initial PIPE Investors"). In June 2024, ListCo and ARYA entered into additional Subscription Agreements (as may be amended, supplemented or otherwise modified from time to time, the "June Subscription Agreements" and, together with the Initial Subscription Agreements, the "Subscription Agreements") with certain additional investors (the "June PIPE Investors" and, together with the Initial Other PIPE Investors, the "Other PIPE Investors," and the Other PIPE Investors, together with the Perceptive PIPE Investor, the "PIPE Investors"). Pursuant to the Subscription Agreements, the PIPE Investors have committed financing valued at approximately $53,000,000 (the "PIPE Financing"). The PIPE Financing is comprised of: (i) commitments by certain investors to subscribe for and purchase Class A ordinary shares in the open market for $2,500,000 and not to redeem such shares prior to the Closing Date (valued as of June 18, 2024 at approximately $2,529,830 based on an approximate redemption value of $11.47 per Class A ordinary share on June 18, 2024), which will result in the issuance of approximately 355,459 shares of New Adagio Common Stock and approximately 299,904 warrants exercisable for shares of New Adagio Common Stock at $10.00 per share, subject to adjustment (the "Base Warrants") (including the Class A ordinary shares purchased by such Other PIPE Investors and that such Other PIPE Investors agreed not to redeem and that will convert into shares of New Adagio Common Stock at Closing in connection with the Business Combination); (ii) commitments by certain investors that are shareholders of ARYA not to redeem approximately 247,700 Class A ordinary shares (valued as of June 18, 2024 at approximately $2,842,454 based on an approximate redemption value of $11.47 per Class A ordinary share on June 18, 2024), which will result in the issuance of approximately 403,114 shares of New Adagio Common Stock and approximately 341,098 Base Warrants (including the Class A ordinary shares that such Other PIPE Investors agreed not to redeem and that will convert into shares of New Adagio Common Stock at Closing in connection with the Business Combination); (iii) agreements to subscribe for and purchase at Closing approximately 1,706,666 shares of New Adagio Common Stock and approximately 1,440,000 Base Warrants for an aggregate purchase price of approximately $12,000,000; (iv) the contribution of (a) the $15,000,000 convertible promissory notes of Adagio, which the Perceptive PIPE Investor purchased from Adagio pursuant to that certain Note Purchase Agreement, dated as of April 4, 2023 (the "April 2023 Notes"), (b) the $8,000,000 convertible promissory notes of Adagio, which the Perceptive PIPE Investor purchased from Adagio pursuant to that certain Note Purchase Agreement, dated as of November 28, 2023 (the "November 2023 Notes"), (c) the $3,000,000 convertible promissory notes of Adagio, which the Perceptive PIPE Investor purchased from Adagio pursuant to that certain Note Purchase Agreement, dated as of May 21, 2024 (the "May 2024 Notes"), (d) any additional convertible promissory notes that Adagio may issue

to the Perceptive PIPE Investor prior to the Closing Date to fund ongoing working capital requirements of Adagio prior to the Closing Date and that the Perceptive PIPE Investor may elect prior to the Closing Date to subject to its Subscription Agreement (such additional convertible promissory notes of Adagio, the "Additional Convertible Notes," and, together with the April 2023 Notes, the November 2023 Notes and the May 2024 Notes, the "Bridge Financing Notes") to the Company and any interest that has been accruing and will remain unpaid thereon prior to Closing pursuant to the terms of the Subscription Agreement executed by the Perceptive PIPE Investor; and (v) an additional cash investment by the Perceptive PIPE Investor of approximately $8,070,575 (which amount may be reduced by up to approximately $1,070,575 subject to Additional Financing (as defined below) being raised prior to Closing). In respect of its Subscription Agreement described in (iv) and (v) in the foregoing, the Perceptive PIPE Investor will be issued approximately 5,012,817 shares of New Adagio Common Stock and approximately 4,088,470 Base Warrants. As provided for in the Subscription Agreements, the number of shares of New Adagio Common Stock and Base Warrants issuable to the PIPE Investors will depend on the redemption value of the Class A ordinary shares at Closing, the average per share price of the Class A ordinary shares purchased by certain PIPE Investors in the open market and the amount of interest on the Bridge Financing Notes that will have accrued and be unpaid at Closing and be contributed to ListCo in exchange for shares of New Adagio Common Stock and PIPE Warrants. Further, under the Subscription Agreement executed by the Perceptive PIPE Investor, as amended, the Perceptive PIPE Investor may subject Additional Convertible Notes to its Subscription Agreement, which will result in the issuance of additional shares of New Adagio Common Stock and PIPE Warrants at the same issuance rate at which shares of New Adagio Common Stock and PIPE Warrants will be issued to the Perceptive PIPE Investor based on the contribution of the existing $26,000,000 of Bridge Financing Notes to ListCo (including any interest that has been accruing and will remain unpaid thereon prior to Closing), as described in the foregoing. Such New Adagio Common Stock and PIPE Warrant issuance rate for Additional Convertible Notes that the Perceptive PIPE Investor may subject to its Subscription Agreement is equal to approximately 0.12 shares of New Adagio Common Stock and 0.12 PIPE Warrants per U.S. Dollar loaned by the Perceptive PIPE Investor to Adagio under an Additional Convertible Note. The shares of New Adagio Common Stock and PIPE Warrants to be issued pursuant to the Subscription Agreements have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. ListCo will grant the PIPE Investors certain registration rights in connection with the PIPE Financing. The PIPE Financing is contingent upon, among other things, the substantially concurrent closing of the Business Combination. Convertible Security Financing (Private Placement) In connection with the execution of the Business Combination Agreement, certain investors, including the Perceptive PIPE Investor (the "Convert Investors"), executed a securities purchase agreement, dated February 13, 2024, with the Company (such agreement and any assignment agreement thereunder in connection with any Additional Financing, the "Convertible Security Subscription Agreement"), pursuant to which the Company issued on the Closing Date to the Convert Investors $20,000,000 aggregate principal amount of 13% senior secured convertible notes (the "New Adagio Convertible Notes"), which will be convertible into shares of New Adagio Common Stock at a conversion price of $10.00 per share, subject to adjustment (the "Conversion Shares"), and 1,500,000 warrants (the "Convert Warrants"), which will be exercisable on a cashless basis or for cash at a price of $24.00 per share, subject to adjustment (the "Base Convert Financing"), and will expire on the seventh anniversary of the Closing. Such $20,000,000 investment in New Adagio Convertible Notes includes the conversion of the 2024 Bridge Financing Notes (as defined below) into New Adagio Convertible Notes and Convert Warrants at Closing, subject in each case to Additional Financing being raised prior to Closing, as further described below. The New Adagio Convertible Notes will have a maturity of 3 years and nine months after Closing and interest will be payable in cash or compound as additional principal outstanding. As described above, in connection with the execution of the Convertible Security Subscription Agreement, the Perceptive PIPE Investor also purchased a $7,000,000 convertible promissory note of Adagio (the "2024 Bridge Financing Notes") pursuant to a note purchase agreement, dated February 13, 2024, by and among the Perceptive PIPE Investor, Adagio and the Company (the "2024 Bridge Financing Notes Subscription Agreement"). On the Closing Date, pursuant to the terms of the 2024 Bridge Financing Notes and the 2024 Bridge Financing Note Subscription Agreement, the 2024 Bridge Financing Notes will convert into $7,000,000 of New Adagio Convertible Notes and 525,000 Convert Warrants on the same terms as the other Convert Investors executing the Convertible Security Subscription Agreement (the conversion of the 2024 Bridge Financing Notes held by the Perceptive PIPE Investor into New Adagio Convertible Notes and Convert Warrants and the purchase of New Adagio Convertible Notes and Convert Warrants by the other Convert Investors in the Base Convert Financing, the "Convertible Security Financing"). Subject to the Parent and New Adagio receiving any new financing or commitment for financing (any such financing, an "Additional Financing"), whether in the form of equity, debt or convertible debt, before the Closing Date, the Perceptive PIPE Investor may request that, on the Closing Date, the 2024 Bridge Financing Note is repaid with the funds raised in connection with such Additional Financing instead of such 2024 Bridge Financing Note converting into New Adagio Convertible Notes and Convert Warrants. The New Adagio Convertible Notes and the Convert Warrants issuable in connection with the Convertible Security Financing have not been registered under the Securities Act and will be issued in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act. The Company will grant the Convert Investors certain registration rights in connection with the Convertible Security Financing. The Convertible Security Financing is contingent upon, among other things, the substantially concurrent Closing. As set forth in the Convertible security Subscription Agreement, the closing of $7,500,000 of financing by a Convert Investor is conditioned on New Adagio having a certain amount of available cash on the Closing Date. Pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Company, certain of its subsidiaries (other than Adagio Medical GmbH, a company organized under the laws of Germany and an excluded subsidiary thereunder) (the "Subsidiaries") and the collateral agent (the "Collateral Agent") on behalf of the Convert Investors, will enter into a security and pledge agreement (the "Convert Security Document"), pursuant to which the Company and the Subsidiaries will (i) pledge the equity interests in the Subsidiaries to the Collateral Agent, (ii) pledge all of their respective promissory notes, securities and other instruments evidencing indebtedness to the Collateral Agent, and (iii) grant to the Collateral Agent a security interest in and lien on all of their respective personal property and assets, including, among other items, all of their deposit accounts, chattel paper, documents, equipment, general intangibles, instruments and inventory, and all proceeds therefrom, in each case subject to customary exceptions, all as set forth in the form of the Convert Security Document. Additionally, pursuant to the terms of the Convertible Security Subscription Agreement, on the Closing Date, the Subsidiaries will deliver a guaranty (the "Convert Guaranty") to the Collateral Agent pursuant to which the Subsidiaries will, jointly and severally, guarantee the Company's obligation to repay the New Adagio Convertible Notes and all other obligations of the Company under the Convertible Security Subscription Agreement and the New Adagio Convertible Notes and other related transaction documents, as set forth in the form of the Convert Guaranty. Any additional subsidiaries of the Company formed or acquired after the closing date will be required to join the Convert Guaranty as additional guarantors. Convert Registration Rights Agreement The Conversion Shares, the Convert Warrants, the Convert Warrant Shares, the New Adagio Convertible Notes and any capital stock of the Company issued or issuable with respect to the Conversion Shares, have not been registered under the Securities Act. In connection with the Convertible Security Subscription Agreement, the Company and the Convert Investors agreed to enter into a Registration Rights Agreement (the "Convert Registration Rights Agreement"), pursuant to which the Company will be required to file a registration statement on Form S-3 or, if not available, Form S-1 (the "Convert Registration Statement") with the SEC to register for resale all of the Registrable Securities (as defined in the Convert Registration Rights Agreement), including the Conversion Shares, the Convert Warrant Shares and any shares issuable with respect to the New Adagio Convertible Notes, as soon as practicable, but in no event later than 45 days after the Closing Date. In the event that the number of shares registered for resale under the Convert Registration Statement is insufficient to cover all of the Registrable Securities, the Company will amend the Registration Statement or file with the SEC a new registration statement to cover at least the Required Registration Amount (as defined in the Convert Registration Rights Agreement) as of the trading day immediately preceding the date of the filing of such amendment or new registration statement, as soon as practicable, but in any event not later than 15 days after the necessity therefor arises. If the Company fails to file the Convert Registration Statement when required, fails to obtain effectiveness by SEC when required or fails to maintain the effectiveness of the Convert Registration Statement pursuant to the Convert Registration Rights Agreement, then as partial relief for

the damages to any holder by reason of any such delay in or reduction of, its ability to sell the underlying shares of New Adagio Common Stock, the Company will be required to pay each holder of Registrable Securities relating to such Convert Registration Statement an amount equal to one percent of such Convert Investor's original principal amount according to the timelines laid out in the Convert Registration Rights Agreement. The Convert Registration Rights Agreement also provides the parties with "piggy-back" registration rights, subject to certain requirements and customary conditions. Investor Rights Agreement Concurrently with the execution of the Business Combination Agreement, the Company, the Parent, the Perceptive PIPE Investor, the Sponsor and the other shareholders of Class B ordinary shares (the "Other Class B Shareholders") and certain Adagio stockholders entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which, among other things, the Perceptive PIPE Investor, the Sponsor, the Other Class B Shareholders, certain Adagio stockholders and investors in the Convertible Security Financing will be granted certain customary registration rights. Further, subject to customary exceptions set forth in the Investor Rights Agreement, the shares of New Adagio Common Stock beneficially owned or owned of record by the Sponsor, the Perceptive PIPE Investor, certain officers and directors of the Parent and New Adagio (including any shares of New Adagio Common Stock issued pursuant to the Business Combination Agreement or the PIPE Financing) will be subject to a lock-up period beginning on the Closing Date until the date that is the earlier of (i) 365 days following the Closing Date (or six months after the Closing Date, in the case of Olav Bergheim, John Dahldorf, Hakon Bergheim, Todd Wider, Michael Henderson and Leslie Trigg) or (ii) the first date subsequent to the Closing Date with respect to which the closing price of the shares of New Adagio Common Stock equals or exceeds $12.00 per share for any 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date. Pursuant to the terms of the Investor Rights Agreement, the Company will be obligated to file a registration statement to register the resale of certain shares of New Adagio Common Stock within 45 days after the Closing, and the Company is required at all times to maintain the effectiveness of such resale registration statement for the benefit of the holders party to the agreement. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, the certain Adagio stockholders, the Perceptive PIPE Investor and the Sponsor (including the Permitted Transferees (as defined therein) of the Perceptive PIPE Investor and the Sponsor) may demand at any time or from time to time, that the Company file a registration statement on Form S-3 (or on Form S-1 if Form S-3 is not available) to register the securities of the Company held by such holders. The Investor Rights Agreement will also provide holders party thereto with "piggy-back" registration rights, subject to certain requirements and customary conditions. The Registration and Shareholder Rights Agreement, dated March 2, 2021, by and among the Parent, the Sponsor and the other parties thereto will be terminated in connection with the consummation of the Business Combination and replaced by the Investor Rights Agreement. 0.000110.00010.000111000000114750024P20DP30D0.010.00105300000025000002529830 11.473554592999041024770028424 5

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*9Q.G:6>!]G;!C@^';X=CEYH/1BXYO*HD++2U?UD;-/A0OI\$P3ISM&.X:LIN3 MC2=_W=KEW;=[6)7Q77?41%)464?*
I[?Z^(/\93=Z^U',J/5I0BUM$H5BRE]>!_T)UL% Q-2MTM^PGJ/L5UCM2N7.XNE?#JZ%'6I/,@I[1$PHC,6&*
*MD9*P<>PW=]9_>\0/&\=^3\3_]F(^;!P;1EV.P?K\N/$,WGZSUP8:(<,@C^C2 ME(1P.CMF=K/Y\!_N.&K6F3'ZXH]*
(A@<4XCH!,_2>A-#BCFBR,<)@"6DF+"> MZ^B=]T<%EM!/?I+52M QI'6!VG>_ C\ZJ.*-/A!-)QCZ?,Z,5EK)7K@M5.*
MQ++9:;V1OFVVBX7Z9:XPB.<^I'='R!9.C2V$M4&GE/OTQETTK+45&U=+5K(W MRR7'2OJVW;R;CX%9A-5
IQ1G^@07Q>/XM)4E;BF:M;L1)]-$N9 MWM5*UQ9$$?B(?A9?
*@K]_4S"I($GVS%9)N(A'>XJB*FH2BNR*\83QG=!;_97B*
M.T<@>PKFH#7Z%'.5"9>!$R>N+&S\02@>U37\HTF6XD_=($O$D))Y:CU;)#^Y
*M'3\]U!_D2F9P9R<7R%"U]+_17KV!:+JA0_*N7=0FS<=2-SWM/S42HV*U4BW5*
ML;S+D^D.R70DL2.'/ZP9"AG9%PN['9>]_6X\[:\,[#?A>VV9O>KYG73]WK^=2^OQ6-NJ'IUU(;V%O8\#(,D'Z3 .E7
*M4-+>A >ASK(]3UKMNZD]K]?1;4VYT*_^C5OA=;I6XC8?K[>*E5*OTU9Z[<)T M4]TTB*Z5!UTK&2BS] %?*
*#ET"1;Q6;^@XAZ\\S^N5X M]?)Q4*TU*OW+F^BB5LK?BZM_$Z-^G0R)3R^S-;59D:=*\FDMR74D3I=C# -J*
MKRS[R)#O&'[Z"MS@FT6JC\MRKJ<;!A)[>JRBK"OSFVPC?E6_>G-F$=_S MQ?I3=)5NUWOVI%:.%Z\KA;Q; !X1QJ?

#^/1WC$__:ZZ0>;3'TJS7*\9F%]5: M:[[)#<[5C[,IAZ2-B M<6$ .HS;G$ ^@3 $D8#0HHYHDCG"8 EI)@P?G9$\;,3 $L8X3G)",_?]B(1 MS8E05?75QW<6^1+X="0.X",Z<-C9+W1LAH@?=O;[]H@?=O8+._N%7N\CR$\|\|

MAG8=7]6>.EZ?73@LZ82J=$^PST=RTYVN%]UUHY)HHNQUJF"G,LO5 !_^(_I

*MA/SD**CNG7*LCN!D88.0HV@0LKR2E%*W_"CV$O'-?>=1$\V;1@&X3%AU]/6B M)E]W+-(7U%D^K[-(.QV78M7.+#,M95ISZ2)V'S=+A"E\1&>1K\H6OFQHJ#01 MM3$2%$T8B8HA+$751A#*

[D3Q]Z#7=PMN:BQL1_Q1VJ3Q&5_*X9A2EJ)"N71G94?:(,8Z^1&M81 M'F-0\9N6"9V6BO'F=N??:PKKS+F6LG3-B&VJ(U&]#>;AC@&PL>&:";23P;M MT#"F&K Y_VN!T?6'@^K*GN$-26]UCOW;?N%&WWH;A-+B"8?<;F "FF#IPO^G M^ $*__ZM6!@I) C)8@M5B&>%J."1G&#&MFT1Z]&&NA&JBB9JDB*J0DVC^ _D M^[.GB;:,<4G&0D?*

YXR0Z&G09&=,W^SLVD?%"RDP8.0LIGH7XBPOG@W,BH$T!

*MD73)#II;+%\R1O,E(*EK2'/CS#>K2D:TL1)J3RCR+!U]?^5E27_7_P_'"Z2*

*MBD0#Z&/"X!FEM/([":!D0B(6^_;48&':V(+!I^:7V0BY?),=I'5:)XU"W%W M__]XM^]ZCJ*2KNK&[_^)D?*

*_[QW,N1G$)0M9C%!T:2)Q&Q1''^]&]178D;DTN1 MW%D"0B6Z(>,_Q?B^*

!)"^BR7^X_@_A/@$0#F3%Q'/2#S.5;H6_Q71%[PW^FF M MCPVT J1HLE@K5]JY){L?3Y[P164-

[I6K:H>D17EX*YU!.9Y)2_,6,Z7FL M(S"*QF-G[EX8D-Q?^H$;@!K](V;ZTD]X0OA_,37 F[^VX.F[EKB'V[,/TE_M*

M69X#'5,72&1%LRDE$_$U',0ZT6O](;&(55!KJ":;%&LE58#>#3^@Q*E]S6N M&#*

*J_10AOU7ZB^E2&>$WL0TA29BP\%['USIFF%B6=_'>BJHN37_P\VY2_44C M*2K=2G_(DNE*

*0.)B>G_=@NMRB:BMD:;5WL MAOYO\'*O1]WJ;>$^GY\NZD6I/UD.;[K*ZN.O*Z@8>>7XCCLDYX2+NL82&_?Y1!-K2UC.\U-YZ([; M3Z90TF5"EU1+8_?L;]P.,[%= :S>:86>^^&0#6R-!GF(W#WPRT ML!7@XY@5P@.8SQ$>KN%38-L/0C>F3QIXF)_I\!;XA0K,< D\ROT0AJ1H87R) MX!WJF#V3'XD0P8P:_P/STNU+-]!8,2W*8%S1 YX>E<@;-!H!+/*

*2>'NRSA;" M/XH":?L(D\L-TEZ3+(8/8O#*BUFQE+='X,/X@9KD&V@L&>/I5H#@3NMZ[F!OZ M4I%!),')14X=*

*M;,.!*3B@\ ']3E@I<7Y.,8*:EQC*&A4R6=6-Y$.V]MC6Z<" MFGYT#@]8 !LMNA\+AOB3L!?3QK8YV0Q\R;,?*

3.>@8^M$SE*3\9YP 33&'D' M[Q.NP'\,NN3^@! M%A?ZY$LRD=[@OYC;0_Q;>#F*

*H!$"078FRF>T/72#_PR7)LIP3(X6SAY%^CL+ MT_L.,O"_Y#D%?_^X)3#7SMV26OSI?<*W.,E.NH..\=3KCP8/U[/*TA*

'IR!\ MKUU5#HJ$O6?]=,G[O&:.]Z[:.J+J+"4BJDJ3"Q?8C4>HQ, 7?\8HR,2DIV/M M-JJO0$2;]M!49

6;D5C%5E7J'>1,.TC[Y9KD54+4U,'MM0N0JLSP_IAV+WFA M>!I(WC-1:U0Q,24# W'06E;B)3'?

*4NS*XDG,E>I*6E_W3\'4Q.,A1!;&!(806'B+P1)D&\APE6 MFT$U2GP.60%3?0[."0 /:+KT MZ"96_"6 ,];+; PG?*

*A;,*U69*1'T>:JK.A=Q&GRK@PBX:8K5LYZSQ'WEIG?_M<%N91HO&=)'3'S:Q:>$$V!D[YN>RK1:F,)$JJ8@C.<9*

;N>)M']Z&0%@N18 M+I*[)@1"*<>D7_M";R!C;T4%970)*4&8DF!06-C2TC=$"42K5P3MS11T$AP*

M]U9&LFL9J8\1F.YZ?4*C<=UQ'FHQ A)Q0VT5?$D MR0HV9H!VV+&I#J$1(C9-

X@]#!CD#9AD^>X&UWC<%^#K1Z#%DZ(8K:VRM$8.N M-1HI$C"AH:,L!8R(["E8,!&!CDF=;N],'F!;7HP?*

C"3FG4^+DQ;H^Q(S]G) MS7EG_-D)#+6KJB^#(8J-6,AB6&'^9R(MD#AOP[JM$:5WP!).&4[.0HQ2^Q5F MNH.

*<@N3SEQ-PVYKI)90"3&+J#N3+#7"QUNP7#1QI31B!$Z%_< MC7CQ[R38-C0C*F@R_<:V>(SP1WN8]ME:[A*

J4+S/+:09IE$_3Q;?M16P6C6 M[N<^*YKU:B9/.C3!'9-_>.#RZ((9LJK@G0)#7";*

*M1V12S103!G='$0770(C:83.\EXD)#@$5G)%,^4#$=P&/8B*1,/_#JB4U[P#7 M@7'B]] &+VM,D<6MO0A3Y20*

&7)!1NTXIEAO<^/MAZDAQ\Y!U\<+D%N0$8DX MXT>0ZD1]B%Z,&3(2L43SQTV\S %K4I9-F .(2?RS3?

*QQ<]CR_YY@L^K4JW+- M 'S5RAS.-HL5EENHMQX<>?V%DB.$:2 MH9"BJ@ UI@-4D0S1*BS[R6T)Y)LD^%72,*

<,U_($GV)4;4GOA-5=L W-J3-'X M?

*B!#Z(7WC+^3S*3^>>%M5WHW@^AMMR)=U2NE6")NWLO98:I2210^_K;3[W3; MO:8'/7KT#-1$6#*

M>5Y4YR(4CZ]U&I3?MGN'8-V%2'.3&";$?SN!EM:$L*W"&=RKA2M*DI3HO5*$G U?/?XDMF+(VQ>>U-*

3ZZ""\Q3\6H@[<. M 1EM)]=R40ZC@DP<-/U",@ZYE)@-((I*5%7 M.)P%N+1&/=@<+GL2UKY(ELJ3&*

+$]A.)H'M<*+6*]*Z$ON_<5!]/N8D.9(K M4=(U('O&

ENC$F:\6,@JYAO;&MC&9F/O.A.$R&_W&1O#T:9\V;P9M&+]3'53 M1K>;7M4\!1^1'P DFD-(,!IB4C 4(@R,

@$#N1/GVI=5'UZE&%[XKESW0+W M$4E",NWA(_=00U\$!SHRIH(7C5!4]P

*MP^81R_N=&J#Y#_B3$!;G7GW"6=RC6)"(%=&28)>*H["RT+D<= =QH4V]W/*6 MY(;EG>^8"DT/@\PM)P3U\?*

*Y"C6;_0-GAK?P8P=WY9PB^\(&W1%T,FX;MZY M=?*SA!5X%/$)/;X^C/M8*=44$;1 T;!X98"+1M<&1ANJ9,,-UC1-*

7XI45Z(> M2&4VPTB#C37J,-<5XK0A5@3H>B+X&B6$&;-Q)N#=4(O@%,VUUROP._7U:FLX MNE8V?

*2TFEA>I8;_4*XUNVJ"O/V><';*^=U*72+@6[T5-%W.J)W;Z54>V2D(_M).)$$ 9KPR1^H8*W8DDR8+B12*Y7@\0-*

JKW#XUR#/PVWV0T-!54-?8:YO05@ M[V..5+)-K%DC8Y](:JF)F#J8K=M3Y3%V$^_]1;]1CNH-NQ^[F3\9PPZP@V2

M=&Q<'44 V?@-)^6=-XP=-DF&5]TMUA>X24@?.D*XK!@&YBODW,5H&3?_HC'&[[@64_W+.:7:"9252IM M&4*

*@HPD*GVD.UT0WYW#3U):=47(1J%T'HEO')C1X#_'I2,*5YBX M+T8TM8J<#9L_L&]R1(FQ"*:VN*

*>AP>Y"IR1D8IG(,]5X-UZHE?Q+7:'Y=E3Q(I\UT CHP712,,#!+?*D0*HS MT#_1S5&_B.MJF-";WBO*

M^^N.$^!Z#I0;_]__Y#/9_#_;->Q7/_YT\.4+ M\=]"#?

B',MIP/"9TZO)NCDEGCD@,5"6'N/,M<2>QA3N>8+@#_&IF4.!%?AP MU H1*40D/R(E?V/;C:6LN *:&;53I3AQ8HG*

*MR)5B(8)]/H*E?W-_@,>.@+J;"*CE(LOP=2P/C%7FB*3B[L&X PBV.[1&^(P3 MU/M,B]&UVYDNZ+$0W7I?*

*$I_>1VW$8H*W1))"]J8*;E'@,N/N=Y2Q36]SQ)U-C M7F1V.2_:.&1L^^TDEO2&'R6Y&,S8(\HM&'3"#+Q^V*R,*

*[MZW(!H&&&8\)=Y) MK 1$(!X2""(@EL('=R^3HT EVVXD$&@*OT(Z#SS#FO9"WI,KE@7%/-10]V=@*

MT+I6H6+Z'$-;X/TD9T0?]M>\7A>X1]/9'+Y:SK5YD2,4T#0O@QC,_G^ O@! M5)4&3FA! <]78.4- KXW96;/G"PQH-

*V98GF@Z/VB0,*L%+E@BUZH"366\"#A M9?Q%<9#-IE/O@7V@3V%.'B3AA!/A-:2Z@MP$?R?\/C20!'P)(7*

M(.BF4Q3),,!Y\30[;'?H'/QBGMS.6B %@&$-JV% 68,B"FJ?BA4Z:%,7@^Q M!8E=FT:!'UEN-M+F[(Z_*

"VZP')PBQ&0C_$6T[^:CB M8#ZSCR&R5HBA*O4$>O+4?RIGZ"SB_=XO%B2 W('##[-#_7)Q@!9OT,"^4TK!

M"QY5O KQ>[(6"A(Y>%HS_ ;SEWA;,2B)[T3(#R22R6><^ UX!340T>*H*C; M[4S@CCT.1IG38N#8*Q9]A,,8$&1C-*

TN\WL$&BP1MC[8[=D._B?R0^B5'=/.-; MVR&P%)/65=-J>M'#B?%G[30)AUFH C$(BBTH1)T\U.\6GL

*M%\E<92'5N%AK@8 FV27A-RO.HXFHUYV46.J8!+'"G*B&>_\.*

*(V/H7FT5ATAM!M.O9/HY_JEG5G^=*W8WW_1Z8"U]AQ,6\?#"6Z+>@:#5*

M04IL$5V#0Z[D/2"AS\^E#G*3K/A/0[2@G=**N YF(\Q$?]DMX6DD_N@6U;, M>=>/+[KU/WL8';\U$^,;#^X[:)M#*

*()2?I#K= ?D74CK)&'AD:*J3!.:8UOY, M1G]"TZGF,J;#7,8PE_$KY#(F7I7+F-S_C8.I#,=BACO6MYL#P&UCXAORRT_*

*M#]8U]VG3HVI"X3.MGF3UVTQAV>M8H^%S8)P*B<4/R=LL(NO-4@<-R#!IG%RR ML*

.//VD#QI"XI9,M.C,K9NU_V$\&$ MM2MB2Y75#;8GN&\@&:.JJ(PYV"=IGP5B3DJT5PW)WC>I+-.'

MQ(WBH@%MR0.EWU3G9+9"A!^3UL;+8 '37D%@9-"<,&3RR3(MG.[Y@0+=/P+ M?Z>!O9AX!&D-*

*CL%/RVL=%\V!"/\A]5@A)]ZP2F5\!S)D ')#QN,]QKOU-&+8 M%ST5"HX5S=-GGMNXZ*X'BI.?*

*J%@6*5:>''N+;9FINDG8-+V($Y3+55?4:?*D_D"#V&18*U>5)R(CR=-4)YAA1J.3 M/%>>K@3"F\E_*E1F^I*GA9',-V?*

W4)BN&"8C[$&Y#)#[D)UUZ99]^:.?BQ\R[Q 3B3S$,PM M,(%S ?]R_QWX,@\I,P:R5;W!"W;

<3[S9V[W$<%/G9LW)\)5[M>5WS>8-OD M*6D>9Z?7PQGA(I;TLQ$)N=@&]?$.63O"*T#=U=P-"32]]_C;*

<6@MX)X+;G M9R3IJ?@#$+AQ*PW^3YS-_\&[7")5ITX$T'N7#)J&HS,Q=]5IH8!?@S@RK,VU M"JW -1G:!)!#

*[N/SZVBFU'GJU%*QZ%UU+6\>7Y2CU (0H#"7AC-T)#;DD M@C%_9*N"2J*$3(?CH2[>KLLUCGS*

AQ8K464=I=M3B96]V,6[:C<2TEX^-@XUKL)VUIW'-7K+MD8ML"/DJ;EYZAHWR_M) MK=(['V;[A7%BHK=6A1]_(-*

*O7H^-N,RM(:7 8+@0U 3-(-&>B0UN#&2 <#4Q$ M7*3"R@$V0P$!5;P+)_)(@D#*

Z,^$#C9$B,%";!XG;,\]V=_S8ACX!GO!5]QT M-W/DKL,WQ]

[/=HM=;9"X'U647O6VWNIV+WO2ZOTN[G$XDLN]G%B,S:*QA1[/ MQA./XHI>7!3N;/O*7$(>?59-

P1ZFYOJ6G%_Q9EP[BR.@E1V+(P(+Y-8BYH%@ M6 82WVD. +3?-

*,#7[W0!=CY&ZNZ(GL0Z'M$.$/XO3EB#)N*4I+$&T'2WEL(& M-*

75O@75.&T#;EJ(27Q7MXD_8K^XUN4^D_YVOZ!>J>=VR9U<#L-.]F^54C?%"OIL\&@6!H9T56F-

5V(X^IF8=0ZAOK. MG=8%[3P=#/+^/P7?Y,QX8^U,@(/+NU5F>" M=9\B9$R<@Z\)\}0K74-8T=^HNZ

C\UYS9#UO95C1> M6;9ZF:HHWC^JPWA?;?]%M[E@/P$X!N\]YWQV9\NY:$>;;!ZCMX^QUMVXEKR6

*M[GJBU":TFNVF%0R#G/X0;ZI;;;-T9V'VP1C;B)K$!0WLACLYM PUR MEM6[C*J->_892+QTSU-K]I*

M=V.=ZFUADTS';^7<;D]O3LXF7\@E/Y@1A@CXY@CXWEQPTI$7]:YZH\02<7O< M?AH,&@4%8U\\NZ,-

*W6XN^.F*J!.^_7+** 0:6B."<=KQZM?+BC91]/)'XU,Q)N87C7LSUD-**

MOF:FFD.M5'8I&/9N8W#>PR$ZESX+#Y__S&CX6HM/Q\;'WQJ;N9?S: M*%1R2F]6F9JW/#H26)85BXR_"13)'$Q)

MVMW?[,N9SB>)P+OX8?-Z'!V7GI(W%1L5-_6V?-YO5S]BG>4\S+7K-=&3^LZQ^-3X-"_[+:'\:: MO?

*JLH<2'J&_T;]LGH=F%B/=^G.R]9;%=BUZ@S9V\J&2*9O[2JE7E5*WPXP^6 MBI^EV87H]&Y*

[+VQJ;U8HT4W>VW$$I>2'<]<]\:%)69BR?A9[A,TN\1I):+4

*MG!3;EE$FF9:BVAHU=&W<@"8&!9)3MG>NWH/]9,0:MY-*W2A5B[;=OY(?=C28 MW?*

W5J;!#E>R0YP2Z$Y7F>W(968:ZA=B; M,$9%&RLT]DP7(86V+BQ$3;-INW7#3<^&L@J+%)+0>FQ2B,8S?OU#-

GDJ-_(D MTL2AB04=UH:W),#:>ZRXI;Q^<^U8[^>)&N6 MX\0RPWF-4B"1WCD13>V#?

8SPJCQ)_>]+9'Q%3EN=0#"B1;/O'&'],,"^?5< M\"ZG=YJ]PKK;4]38?7:-*

ZMG2M4\N19.OF43HX9?;7/("J3&=L]$CH!*>N33 M_=/%=;>6VO0KT>Q:?*

*+";Y4QYA(TV30_JV(J/XP3H^:O7M6?"NO:PKOTKU+4G M7U77GMK_C8,:U"G4)6+&B$E2*Y%!WEB7=*

T,,$'(C[2A_%YE4[\9U&-2FT4 M*R6EI=Q-1]NU["D4M+"C"_SL@N>T1-QZ@?'IRN3.H>^PR]TCYZ"A.\$+@2&&*

M<#X;7OA+8]PR%ZBJY7J-C @F@Z]MS6)%E>S2>_2QAG;PENQ,=@Y= 4CDDTAE_%#3LI I]XDSHS9W1"-*

*<"FYZ>YQ"A*AJ^R;"&ZQ6V^EBUSOK MG EE:%=*1Q(X$'$Z'SD3HAF,AFSDDTE&/I$IJZ3BU'*Z6IG^X?);'V4Z.45F*

*M)$=%4+7':.^795KX2?11< Y()''5X"/:674D5 1X\9^47=*F613#2'M[7K#* M*FC)D?A;Y!N*R8:.[YB3Z.G#1?*

&0=3>B\SUI"PO$AV3X^W)A.TF?(>$GJ.._M/&T"O$.=/5"E !PQ G< 8^T\X,[E7MLS["2<"@V8T(%H [I]{+P7+3?

*Z(VE2 MJ2CU\:!TV4K*N<[J!-@Y{ZMW)$:_;QP(T#:MX'+,?''?H1RZ5P(R)_$CH9VQC M'-2@5M?*

7D72&\9K3L8R(3T"A+41$MC80E;]+GCO,W)V0!H5EB';8)%607HF@ MOX"P3 %T1?Q1HJ%%]5&4F-?

*$TB4+LMUPMHD9*NB!C+B'&X%;[71>!O358:"A M/3),MQ3.+7KC3(_T*B/M*B7%(5SZF-*

*/=TN\U]+9ZP=:$0>=TP#I;HHPL#9=% M>D];4*I)W!/.2Z:_KR3F*M9.41=Q_NJ^'7%= QS^#F-R)*/G.&X3-L7353!"*

M]VD"[R%%U)N(#TRD>)YV ='BY,<#,X&=.]].OCC?-)7L,N+;(/; MX

*J1HFV5[]+K8@UZ=N[OEG<\HK_T26"'2'94J7]NAQ[N]K9XT:A3C^=35]V M>(7%.BKPYC5;O7;.A(*W[PYM,*

*<,:]M!&C^ZJSJ+*5K\>_(\EVFR5!/)VE+2' M@,''2+)&LPH=?:'0?*

*AR$54:$.11[D@;AKF.4A#1YFQW8/#10V&XX>:!AEUN- M/;,.!]Z%/!*F@]6V6]80R[2$X1]GT2]$=9>\0_Q O-*

U\+8\]G7,#)_'Y>(\ MA6R3=>UU6"MEM%YZ%,<&0I2Y$0K #$2&%FGB4E14FN7/)-U^ELMM#,Q(%=I1*

M@DL&!B=2(^ RRI$-$9YM^8!QU^F).X,6' 2*Y'8/?-K34-QA]UY7ZLH=.!\YZ ME@&>DS78P'#0&OW2@1V$\!)H)

*(4O331<3DQ(@_]VEYSXI*NO:0[@N4:Q1Y@' M1+FO\:M*_>RT,\@06"Q#E7T-F[DN!&U,H'L"W &5 EM=6V1]SL>*

;G"F]\#UP8F(MYAH:UMM!8NC/M'> ^TBW$)ZP2)23Q3\N1>%1'%:"Y+.%?;@MP&2]PU2-H^.8J M3OZFX [YN[[$:*

(2FJ2UC=O=RQ\ HO8?%JY$S^0-M0'J MAT$=\<+3TTO[S4;HO:HI-P1>(KF;R?

WKQIS'[LY27,D.M"4>& ^W&W6Y:"UE M:51IU9J9TJ4B1]O]4[F2ZR!$T. 3S4K^5[L%<16>S.F3;'67[O;?D5(

M^7%98@*D_7IDYY!#I;;UMNC26[S$]Y>[9-8 MW#80O:-/N./3TR#(,1-V#B'U-F \$=_/#>O)5=#DLMN*JT*/27EC*

M)1LWN4K_*IN2[N^[]?FX$(R9['[N9/)'.$@(UGN \JG$[MN4MVF:8XRR!H>> M+L6T-;QHD)@

_)F[:Q'W\O!$LB@G6TK$/]W\$XS,TC1/1P@UO"W");^HKW_M,)[KFH94=RHPTL;BV-*

_O+;!GM]$;WA>VP8F[WR*M7OEQ(AZ;CFPJXLZU8#^[MPM=P4F)$B?

LS^$/DTRX%@^Q^#I(TGDA[SCO4>4>4!_L, M8BW&"'CO:2)NN=I>[?5;MD/').WS^73TA5#)D-*

*>Z*O/M,C[.OD&V3#?(,PW M^ KY'JE7Y1ND]W_CH,0]A7R##NU&>DZ];U@9*?CZIS-]9*\]8:\7";/33!:F*

*M">6V,\]4S6%K? J]LSJ\=_RYIW>_^R?JG9T7M#;_AG%XVWU#.+*19(-7XZP MV!7RV"=;>^.I"B]5%U3 ;*(@^;0*

"$6HX&F"+%%?2JZD&W.=. VQ>H+%!UX# M_WV$K23JP"%+42GO1+?H>XXZQENX1UCS#G#')(\KNMB8M.)$)5

W,(M(KLOR[1>H"P<"W\@95(%HC_)GKP;L-KV,H/N=)-/1!>9Q'0Q[HX?FWW5LF_& M)\ ,V#F]"4:DF??G1J]K)#-

&8VY6)RW&2:?V[O8GF4(X(HG'F%)?ZA+-"$'$_;KIU\@A%Q;B%L$V3)F"Y

M+;#W4>_TXK$U?!@HJXJ=GTOK9B%7S<1.@7KAJ-(YJ^ Y[.?2;M6I+. 9<&Z> ME2]K@?

*5_I=4";CT"&P2*UHK%QA'Y.G99;HD$>9'&RH;(&:H*LA/$$ADA2(L> M#$(@Q%O&AYN(GJ ^'3=*

*(S"UUXR,,/C.%"DEJ]TH*ABT(Q0(/)6SMG3W-% L/ M#.B&S0G?L:=BP@$,WK$]F]/\+O+XCD^S,T-*

*X3*$CFRBK<8_KG(WL4F2Q06\8 MFB@!T./?\T'*_T8Z5EI6%-0&5I\L:*[F.>($_PR^##*5@;?9YT?A-Z1H0W0B_JFD)\|*

MJ Z-\)%,#/!)L5Q8#XHK9,CUOL'K(8I]8Q1+|#W$,P=@@F,+WG2M;THR;$0 M<([G2NS$.#9'|P:'<1^T;CAA*?*

C)^TG"$2D^SU4,W&/"UUB(KL>"KDF&KCU- M#R L-14 X:"G:LU5'VXP2EJ62O+?-)UK"LRUOW%,?

H5&&]WD=VS>8XV6:F5L MLA2MO^"JQ$R7$8WB!HM:V>017=7'I/#!\,0:21--6=C$ 0-9""#F;ZOC4@=*

M,,\N]8T7(EMTM0PVM-$?]WVTL7% *AZ=&4D07ME/3KO=UX1',X[SCU>0=UZ$

M6RWB4X:WJDI,U,4ME@('S+/I4:)H.9D)&D8K.?)K;[G &+RA9Y'BT4UD_*

M$YK.U"'LG:$YG%_"4S*1QEF/SJL7F99J S:P3Q_Z#)P&DG>'+[I){NV[>HZR,L,I/EO-HUWCI__KP:*

*NSH92FZ/#>1U6^ %8:2+9WBJ%\LD8CG0T5V()@7R]'#&/GC2*H6@9_MN5BYA MR,"*

*<\,:0VW\>MCND%>L2XT]LJ*M@!UE:!',9TY>BI-+1K'AW8]$@UAKG/[1Z M*.+Z?*

Y8Z^$F=C.P)9G&Z015$C63K/M+G/,_SX2.!_UYYP&*0*;#9P$C39W5*

MY7!@@=.4)U!Z=^OBU1XR.BUW26OD<:.BS);^1@KU)I;=X7S8:R^RJYSMU:K*

MF5RO@C&EW<^=3#Z&Q['2HDGI(+I'MP'3^+G.EH*)#8_PRH "'"WAB>1WI,; MNT7/,?;"J(6I@9.WY)2!44?*

L+;;#YD\!.MZ/'QD1&A@#4/U7DTZ5MH^V\'E@'BOX(Y5MX/^U?;|>>]'"\(AB;8+0&)TC0&D M;U>QN!,UJ<=&-X@?*

%J@9D18D(Y67%ARJU/&7WCC\W"E&]?=Q83("'GT'J(,@ MWO'('O#M@_\;4M/L0AF.)$Q%/@E;,P>HE"CV2WS0"*

<_E>)[M(O1,+FM8K:T(T_VKFCN$$_>Q]^VT)+ZUIA\ /UG/E7SX$BD[>?<[DDA7A7JI'P4SE#9Q&BE_@A+T-*

2NL'CK+_^(DL]Y81D]OBU MG6SUD6T0"YZF]G]BICHK\/%CY0Y-:9N-1ECA@-O(R(<(O PMPM/3>?2&<;'2 MR["

*<,3(2:5+1H0\%!LP[?^#9I^]6F?QUW8.A2W*SX_,(Z[^!Y MR]SC&0;_"P#_K;53):\P#6W-C[%Z=QHM) BX:*

_WE'(PYNV))0A!9U>DYP[S2_*O)W2]"0%24A M!1-!!,/K5=YY[J'=NHL!OJ/E"A3G28 Q M_7@8]3KI7T0-

'81>;.;EB143B__#K#WVD^#,.E*)(^S,(FC$/#*42) ^8 <]@Y>W%7X\WG6.FVS2K]@5Q(*

*MK2L/_D/M*Z8TRG:],W68J[F]3Y>I>ID"8WO6"JE+M(OU^;[%&R_3C(<5I-O) MT/*W%C#OM\O@_RV/<;O:!&##-*

@JG?!WGR.WA'#R#]Q5;]:UP=V('3 8CH:A4#W2 MW'+J\;U2X\;O$?=P%=/+5B*@_'A_P8LL2$-

(>$676#0GY/6_DP@[N@0,$_1]UPD?9 M'[T6J[O%K2-

*&A*5N,9M6Q,KM7"2[(DR>I/<"7X^Z!Z;];MQ#DD1=DA7P4_'N M%-(%B#QAF1>BZLBBX-U[UB-*

1ZY&">1W\6K%HTR02+%P9$#G$UK(]Q'2)5QO1 MK& #C143I ,/*L)'.D@"H0("J"
1[(WGDTF2YX/Y%/01B5"S61R/(7Y/)"E;
MD#3H)/WR=5]DZ^<005M,C)>\70/@D;,W?!'L3$X>P%8YL[=:RALZ^44ND'9F MLH3_?>?V\^\E
#SMY],OFHM"9$43VYXS>W;-8%XU]%F-@:4U*A'4((RU]AL% M3H<+O493Y?Z?N)&ZI82>CJ&UN7!S;J2F-
G9]H_V5W3%IF& MHJ@J;V4L!C".9OG/P9 GG ,MB*J@O_@.R\H29T_+1?S?#09G78ZL=MF
MHM*8UF&25R9[E@O.-Q1^>BQ#;R=>DB-+>(Q,H*_)F&^9'B M&60$@A0D$O8G"APU +"D74VA (MQ,-
S)%KGR%E68\+])+O%.?/9N ?"_'=(M$J] ;2>J!3[8<:N]3HFV,XFJY*G/I1DY!4VND0%06 VX5D5M.U/L;_)V?+#
MD]E;5+N66)DOM4ELQ^2AW<^=3*82(?0H@9'@!=)1;<[$K#1]1=:.Y4EL-B@E
M]E1CBRL1E&V6:P1M]E@QM^DT]'-_X\N =?,RQ^ 5BA(CV!M&FMRZ%+<*KAR'V2$P M^?,+;;BJ)U+JZ,F?CM
IG]@>=-I[>RZ=U24 ;CC5W04B=?"&(/L44PA%N1)8 MHD2B4EV(I%C;,'D,2[H"1AR:)%YP:ZZOB>Z"CU=09&RX0$>
(W\],AG:L=.$)_KA "25:(T-2 M2)]VIRB)>_!]\/L2=W\FM..N4^)VO5,/O.BGPM1;D$L;1&_A(%- M+6:6JN_U0.S"*C?
TR+,8(MYL;D_^-BVE=UIZLL[:D9VKFC #DH80G59;7'/3 ML7WJSDK;?G-
O^S#RHC@S^3+D2J#\.)"P:6*YS'N2[G.CT%5,FT@.@W:\)5T\ M$$DHEYB<^^+Y4ODP7RK,E_H*^5(',J .6A?
O;T]@1K545#1&>SG>(6"6J:6'F1?VSC.G/V' E4B#(RZNPGF)C/9N528$&"SND M2_&X] L\G*3U$9G2R]RVWO8-=
0%[9_@D23$)&=S?40-"L@/U 8)4[3QJ2[$ M0>G-\Z8U:3;M(N6O&-I5(;1]$R!%2%3=T3T]^0K'FR'G3+LDXY"ZXGI?
6.HJ M8:1O6J.<%5/NK%*RN9(FR?M3B&K3DPGX:)]2M95.QY_+6 M_(?;2E;#[[M%-53#
(9WH9::&.JG^=$N./>AIUN\F*3$K(%B_PIP"WL7VS3KC M1HD[3Y=V1H57)#ZC3:*DY8V3D?I-
XIEC[95WA[9WS06#Y*CG-T9SX()M7(C1 MS(A?0DX?F9=\FH$/6%!X?VS&-W%=BY&[0 M;2WK.BS
I\S&P5'88>2V!,\ 0CR$=N:_,FMI:_P$Y@QG0A]"L/N60EBL6'[#U$/L)((+N$UG
MU!!X^EYG0A=T"V]U,W^>1I!WWI4'[%1>4Y>2Z#B\2/MB\GG"KFQK0N*[NWQC M(MD(SUG#X:3T2P
@8S/D:.6N7QYP#B!L058^,CQ3!) M@K%AT?@^UG3BM"9<]%1.C:";Y80T&R,2B]P5Y]5LH*,G8*,X I?[A7W2RS-'
M@'F:Z 0AU\GKG6/V7])+%.O)A&G[:J^5%)}]];O7Z@.@F$NOHEAR$)_%#XLNZ5.X>IZW>J/9.E
MGC3MS+J%VNKN;E1+K7[\.?UT@ \ GOQP;_?:U]%N#-W?#Y.K=/QJ ,#;,8D^ M&#
(F+2:ARR5I;N&9Z.>2@:YYQO;L'YL*1/S&]U4P!ZW1O\'N6L(CTZ M9Q[ML33K]8JQV46UUHO7/:4;C?6F?
3T4BK;/@$_V V2:!I4@:GUOEBK%P ?ZB6C;<(O;0WQ=A;Q M#+4[JX5.D>>./&^"7.EG[@+1.*3_8D?
4%EWW7*0P5F&,$O!9/U0"5CKMFK3A,9[JJAKA*0(6P5 MEHM!?3U.1H;7*/>TM ''QJZUF.-
M=WGH!&+C?!2V4P]&$D4P-"3N1UR+/(IW&B6I MV3(;6OCJG$P!DOX
NZ!A!>XYT4>CJ+]2D>T$0TLG_7+\R(#/XF:^DXP=+*!4 MS*7="W!B&L#M@0WNGV;*A[O#@2]%#=O0&\;
(>8MYX@@BG259_SO:V\UG1?5. M'^I.COX)'(Z\!:U$7QC4//JHB].TK4Q;"0*N!$6.;*7OB27IL$J8%Y=/$D(!_(M?
8M8#V=41]TW:%)]F+CN_9 T; M(SM;,WA##!'>?W-WQT=61^QXV8BKWMO1R+M+SP9W[H_RR*TMTNC1FK7-
]"0F MR4XRFV)X9R]KI.\ ZR@0V#F69/X]\KV[U8/RUI?6?TQYN^NEUW!DW) M6)XWRU[=99UN^5M82IY[:[X;>Q-
4@3I3+!HXC"TTQMK!DS^+C&0#\/ZU;A_8 MK2&%M,L!:=E) N^^!GV $[ZNK)Z1%
(H[+$;DU0#@P=TS2X+,969#CMYYH 17 MIKRZB3\1P)<%=IHY7_C;8=)7F/1U?$E?
(M&9!NFD'$LG1^E!=I3.#%+)5&8@ M2D-Y,,K*J5$L*^:2B1Q@BLC?Z$J#@OF4Z:S/!Y5>I]]+11-RKB=E"E@;##QY
M=]WJ/3[E.U>5V;1Q.[K/;?*-PGB0&,2VGTR6Z[7[Z*1XT1.MQC1[IY0J57&% MGTQL/SF];G3RYU*YU"M=]F?
I3'_1C^;AR?3VD\W!+18KETB9UM=E7>E-VX7S M5AL_&=BG.:\I^J11[\3.UX-4O#R2+Q]089 ,[O-
&F2XGGIU:7E7I16+Q4NB5],R\,,L$GJ]V)D4^4&M5IM)U8 MCS?=Q7E\ T\&H-1+R';]
(9Z]XSMZ7$ZTC5RKQ=OXR>3VD[6B=K.0II-NI7ZE M)RNM5GUSUXW]]J130WVH-L\.R-VYM:=#9IWD^5
MS-.DL1BGZX7<"C\9.'MBFA<-Z]'Y\7\).!LX^7MYWJK7F?
MF?:3V6KEL7#=++3@ZX&SRP.S_+26]SI4F%QZR\WDA43UFK M7LE*)HV6V;Y-C6%-_]D';
(2R&6F$!C%1PKP$Q=*#?#Z'40[_;SZ63,FYX6A[M[8N'4E2ZN,[?3^O*;+UHI"OHKCO&O"0
K:N;430GWHGEWOE%M?#P5.QA"[,- M-F@ 4QXO\JU&[FD=4[)*M%6SBC7-A"<#,(A)ULW=
[20QF2XJC[6JK#]=9^L[M.5ET'+>U7/$6PV!PG>E?-\RBH;5W<3)M(=8*5EPI3EO3R]'M>:=L57+M7;SD
MJJB8N73T+EW96)UB)B-%!PM]C)\,G&BN]B_6]6*R$4L,[]11>]-Y>"S"FH$3 M]<87\<1Y:OP8ZVL/A?
NKC1;+W\&3@5N]CG57%\6DV,;8EQQ8>C5Y+VLK_&3@ M[-K-^7Q^N8Z>][">GLD/E?OX<@S[#' (8U.2%JG^M-
3;S(=/G8O2I3C([.2. MC?E&[M?*L4*E7\I<(%M3AN?3\2Y>DJM7Q8=E9CCJG6<:K7YN4E1KY39^,@"E
MQ3@E#5/V(C7M+Z:CN;5])XP'>#))0NI[U^M'-G783FZRT!CP9@.=F M-C!;8VDN51++61X+M-SYN04\+P#/:3-
N1N4:TF/*)GJ9JE\KF13Y^A:5Q.+I M^%!,X5TE)#*9E)OOZ-+6B\[)VM[\03&2F=%;',
MS8CI04I"N4%.PN\D,XET/IO.IO,H_?HWMG?VHG>V=C9*#&.Y42XS&,F)Y""5 MS<0'PU$&"XE4+!\;BF)V%$.O?V-
[9R]Z9VMG^6PFQ,SPXD9A)8=<@-!Z(< MPT0DH?0P,XK';3J8SX^C>V=_:B=_C.]!0,';&O<)WE_AQ?
([+CC1!LJW"L GNPJ0.CH(F M-UQW O/AR2WMAGLRBN#(Z((S(>CH+)N9O/EX7VW&T'FQ8!3NTV4U_EZ=6%_I
M!/3,4R2>$,&T9S R]FEWZY[=/D*_B\>79KQS-",$!TA1 >L\,_+V4OQ)O$&Z
M;8J:;/YZ]2Q&"@FP6YDE#I8;)%,^BP5_X\W;K@U\>NMS>VWB4#XAY3M.>"^ 6CQ MLUSZVQTYGOEF1\Z>Y7/?
I,@A8G^'(W]#K,Y^NR-_.ZS.GYTHZR(3-?V#7H]
MX?)ID=FSQ)9B'J6_>@D\0(4/I!I\#7$6R)@[F%S!,RJV_]=)HN"GQ?8 @(T MM/M;8HA_ #7LC4V&^'!\^/ !(O
$\>%]H7*T^!"/G67>_^C/X<,A8/@'=P?! M\'=2DWE>6-)&?+X62+Z.P-,@WAD@?R-4#P&)UZT(O&0E@"I'RBA?
K$R]!7-X M*W'ZR,)#\+)K0;@1($^=>; M2&0G(_'W_T@20J,1!P\D\'TH;/[:[CT$,!I]^_VF3'<'S#Z4QK@^]D9NJF-#
M@?W\Y /C#L<&%_3(''$71CQAG@1HOE71_,0QT$W^OHX_L71F(0=/N'8?X.K M7R;2T-Q1QO<%3-
JO&AK\WY/)QCA 54+25VOUSGV37I\?R#(!T[>7W'C_/." M)ZX1&Y\L%7B\1LK]R
/Q_4MZBG^K!FT+NMF]GK=,V$DR9 L7XK=/#QWM+C[M MCXS>[?AI*F<*[0,]8?;- @Q6[F).N2A>+J]
(8*E*2/_XD4CL:&(5\Y@OSF>-B,JS_@NXXD*<^^34E7^# M=6_FVCM"7?*P3]Q-
F?].+KS/HLW//O>;V;M[O73':/B%R/]]D?5[8.H1N--" M3 W=:.?G3BOM;2L4&KM?VO X.J?:F]](=H=*=I]89P+?
2Q'BG/'YF/YPN&# MY'N'#TJUTK)1'+<6O=DLL^SVNXU,HC3^-^$##5P$]HZ&U]_OKCL"!TBV4BP_# M=KR2:2:SL?
7J8F&75H,,_*I)9B*I9.Q \. KN]1*SS2S#!T3)V[NO9WN>5RF MWGNKHY]];R&^?B$?VGOKL9]]:2&R?BDW6J@
'[$"7,:WN21]>ST1SQ*=()# M\[TLM:ZL"WM9G);*ZLTF<;OIW3U *U&L^69SSVF]_R7-L(Z&9WS=UER9LT3B MD-
'K:?+L65_':XY4?<6!QG^. G_Y3;N!PVRN9QMQL_HF\F'^J#@T==6VMMM# M'V=W#D\/^'_'CA-
GL61X$4=P$<\YK*+^*"+R)W%#OKCPHL(6=/WNHB0-1W) M182LZ4@N(F1-
1W(1\6>ZB847$;*FD[R(UP;AJ$'IQ9M(O57SE^?8]]?MKI8_M!C0YLG91(39\!6P(>
<;;8,/G]R$\IL:,3*:>1&++!W9ZHA3RV;'(L#W(FVCL MQQ6)_>?-BV]"9 V1-4363T/6;YE9=E+(^G=*T1%J0._4>>G=
[8%CP-@3K9QX MSNGXQ3+'$E^Z\])J55#LQ+@6ZR7,Z^QT5FF;\^1G=5Z:6=-A>=FMMGO]>C**
M%FH=W5=@)G#RQY_\H>*)D,^$?.:4$JJ_"]I]=,7M]T"[;^M1>X?N2\=A_'W7 MTH:W:VAS2L9?B*PALH;
(^H61]0C\;]\36;^,6^U=.S!]%^LC-'I#HS=$NQ#M
MO@?:A;Z6,)3PJ47H_=JFLZX;#ZV8V&Z(/:T<6YCLX>N[)G&*NDHV$4;T@33 &-^Y,C"3W$ M$PY1="?(0,(*_N>-R:-
L&R*L,X@/&'UT]3>FEK=![99X;\7N>M5VKZYTC*;1 MKL\']4/[%:(FD@"]H8S"1!K';-
C\;^>+)$&0AOFZ.OEOHFN(FCE"AEF8021] M&[VO1,,8+)KYF%PHS:>]3EPM/S;LIG2]+&!D>M_+2?HNYTWZ:;S-
Y:RUBZDA MF:5.S!Y(5W,U&;\HS@Z%,-_S"Q3\@S$09">),U\:"-4'X_PV$!!5V80J*1GXWPCL5EK!58<(E 9P2_DCM

MX@T2\5(($[DL*(.EJC+QH,+&"=(BVD8@N=08^HIFZ8)(
MMBW,;7Q3HHFO=XPO%3!:6"G6!#^S1*:EXQMCERC@P]JB)B%R2R9&-4$? 8GN MA0A="(-8'..UQR)\#1.*I,Q%%;
)(RTL\;_OH^7$!HGLO^/;(.5KFFD9_S[MW]FDJK(N_/W^"FO7/55KUQWF(K".N?
=5:B8LV+Z0B$@(DD)*O[ZMQO4,4U: M8\ 9ZH8]2UOH?G)N%X+EY6<;2,-G[Q%$#1YY\X2.9QO('!-
&J.2T%MEJM\87 MV4,9@']R ,[^5G+ F*/Z=G$9%G(N:F9BE7CK8;:;+!.8&_X"9,' MY +H4X.0YQV(+L4G$]N)61!E
$,^#P0K9Y(%2_)COSZ(-$!>$DUYMT'Q K'UV:M'^3HH;J+8 4-O^!=6-):_%)\@F!['>)PJ1 (G M\['*'ZD3>Q49-
)H^T@68%;LH)'O_U=PR@!F /[.DY!L0!#5AMTP>1W).N-7.Q M)W@Q,O@J$!.'$@3 *;8O[WQ(!=_YQA/T/SA[+K#4T$\
8D&]@O]-%B9F"P:(%+2C=2KSA\I87 M/ WW40T0OE%ZIB#X8\:$0-N!%_# X &6#[#\GF/ %]FG$Y_+7N$97A L%
[S= M5O09^&8G8\'&;B=>0TQ4MQ6M]6\ MIGF' L$<0=H (@%^Z$=VH%#TQ43,G<&_(TEQ'JN^JW.XBRJ_4G17?
X'V&S)# M*B%KO4@*\#/" !119ONT, MK69+C/G6NN^-!8?P%?
Q;FOR#,NE'Z/&WX'0C71Z/S$=5O%7EUX&I,D^R*+.1Y;9R8 ='WY,15[V#%[&^W.R/E)M8]64TRFFNA5 MF'*9ET?
(R NJ=Q_0=V%H?_)2AKOP?BDQ2\A_G7%@?OUOXW_Y^^/&P'GM?M'WYUJ/L^+N:^OYG0V>-V/8CMVQ\-
B3R];VT]G0N]O 'P7W"L MLR3 $5=0%FUH\\SB+54Z^^'W$6\#"H87G"BRH8R!8 #*1_$SKY#:@3@#\%KX
M1+R)W0?]DD^QY401)C&!=^U V.D0S2,I)FB\;8,G01/)COG9AUAB"R@_">)3 MZ1N9@.=89L(;LG0N70"
(/Y"V9V'AS_J2?-)W9Z+_)]B,J\\@_=L^8(&" /+& M#SA#2K4DP00'7P>[%4Y*U_9>S8M3UW9V0>_-
WL!/_'$G_LMLJ':",X*-FD!A M\"]O%@#-6-)$,FR JIAFVO81X#N 5&EC"N[]+M@3>-W>+@(X2/;+]QM([P"CY_S
M@*T.7P#8"OP'XNI%I0 2=PY?&NB!C?S861_V[IDVS#V"EP14![4AM"(48/YN
M4GI[$^7V!N4)FL1;L!IFLAT"OYGTDX#4=(U)>:].],&2+Q4O&UK.(7$T?CP0 M[W\.!OWMRG_A)'S3^KV=2[1WL,V
0_D3 N0$FG#(_A[,#LIK@U\=CM'??/;,,,,-8AQS M]AN+/Q-7PLN11$F@YY.C6RCC1$*(?VZ
MYK#39_9S')LVJG:"\9)U,]5J55?CR1*L/'FFBZRQI,>OZRHRP.LSUNA5Y@6X M\N1$4Z4G"S-
KY3(9M^/EZ!XN+V8TESA]NX8YKJJZR(BIQ\L+Q,FRIM!KGH9JH8.I2AB'.XY6S_3/\5E$9>=\L5NIY(%O1"TY_/29
M&6^&RC1;Y%C):Z=MG)E/4SVX\O"9'!^/IT88)7$4F2"X)"F,_%9QBB,)#$^D
M$DF1%XCC9Q<(=5;KB,B0R(CI@V*6;9[#*M$K:'BGDE<9?B9VIGK:;*!I M^AQ6)T!#\
<+*3*OUQFK(J^U&8U%JGL.J2V9;7&_&L.Q\.M5:;G]6:R)GL=H: MM>)CE1M55025F]EVKJ5)%?
D<5LNSKK3"6<1@760F#JIQLR/UY'-8S??6KE>7
M:@D4*W@B,9.KI5+N+%9[)B!]VL$=%F/5A4DR_5EC0I_#*M<93YBD;"_1.J7) MDL(2NBJ?
Q6K7%ZC%=:K95&TRN6[.89K$K)L410<4X:$2*7) "O4HDD MQO&D1 I8"NXONDVY!/L4H2))&,\P2')X0QEQPE
MDAQ%I>+<.)X-40J2D\?&SA=K0;2Z6NLW.BS3-2H8EY//R.;ARBW&O6L ' M5;17FPR<::
[8&_G2$C]>F6,'0H4R:P:#N +3(JME/M&'SR1/L-IN$ME>QP%R M54Q9AJ2E*W/IK+1 'R_\D^AYUJ'5LFL#+JCJ1.?
53P5',- M:>IDG^I\6*DWZE2;:8O%M%M4<^.!!5>>2-XQ73?C%;;;0?-SBF;K.%(O=^'* MDQ/A*:H_G(O#(N,-
B<1R/+0K*0ONDSJ14TQ.20T1@F/JPP6!<4.:%'CY')WB M?
812E\5]J374KW1:3RO/NA(K\IT95Q%\J+>KZ_8O%3@QZD!(_% FJ=.(<]HU21E
M=:T>0^21/)KH3^3U%*X\@;SD(*+<[1$5M#V:XC4IWM'Z3;CR$)XME<;J(1@%]"S4G)0 M)0:E87Q-
J$2^F!JNFN,R>5[WM6:%>0\K%5<,5NG0?;9*U ;CL[I/IWFFOIHM M9'2^EI!BB?5]KGM6]N6 DK#6L]R:<05D
<2NIB1K]#G.2W)S@:YPG1):GF>(M4=), MMB&FR>8YFA+F?-S(]/@\G,5D9LLD9K?,1F\) M[P#>GNC(90Q^-
^)$!Q^0XVI/13&IQ&=U8%^OB"8'EV)!J!K\0A)IY[W5B!0?>3OU^T:$),.:NXB+J6GFTO?I7R)4OT-[B1N% M/2=2%
[C'C4SX,X.CL?]WOW\A_AQ=T7,+/#CF'L3O2?JG<(;QHFL%\<)+]_%G
MDHHH/PR8>"92$2(NAXA/3I#8J.)O=@/,)@D;.Y]_O=#DK7=TY^/> ^+"GK!+/ M^/VIXRN7.YR8X"^Y]%?@(@Y?
+#'VN\7@RU)E^+VAQF* M=&QOWG7C1S,*+C%W86._A6NJTQ_.8OAL]>;7.YC_O.%M^X2]=F9_0D/'FTD' MC<_'"
[;L".LR-_*L?VZV#%DBD7$:ID6W*E6CQ\T Q1KN2^4@AYO85*+!(".B/%T62I6%!D."B;_^21#/Y#4F-@>:XMZ2Y%]?
U0(A%/G, MMI:H(UEZ)??/?[W QAZ%Y3S=Q/J!Y[,08@1_80S M BV[[43-4JFJVWE[%,]#2?
\M9T+&W#Q+U_J\'N>E!MJ;YLWN-*&,]>QMI7^K MEID0XUK?0:6J6*1=I[L1KR-;[?
6";9^*59FJ\S/=UUG5GNI!A*C1-WE;C9&JU M(>T63(Q5.KFBD!1ETZ[#$I0$G%>0C-R-1W(WNB;,*$!%/D8/TP?1,
(_E,*_M82F"],*6F\=U*XC+6[TVH2I*NCM<5.Z/ZF*VF>MG=38_Z9!]?MV; M9!=T4*@5/SMTXC%=C6,QOYU$>C"
(]*I#&C.#1-&J6.2 \3H(V42]HVDO3Q\C M\'!(HDT;XM[-/!M\BG5C-
Z@1+*B9AK7]9YJW%1O^WM]Z1Q(FAC)W);L#3]L! M1TMKIJ#^M2V-6\V;U;PQ&5-JNUZ7:DEWD6E5 -
M)@$YF8%> CJ3PN'YA+3PC M+E-XEDA&U0;A*/N(\'#KPK-[@CPJ/-L:D$14>!8*3#P39(2(>Q:>)9)W+RVZ
M=.&9/]@C=GY21U1V]HFR,VCN165G7Q9B=P?$9+?.E M:J:5P(>D(&^*SM!GXDJQ0/+^O
M7G)V71_AKB5GC^,:1"5GX7<2PJ-1(A_C,:3,&P5G(H\MW9G47JKS?FM=J]:X
M(E^7;ZIO3!0KL+,:Y[%MHC&UUSCMN5FR4EGV9Q62AK*(T6B@JV2J9IV@W*S6[L9 MKY6;A<2C^>Z55#>X^?
[22>L'4YG7/O&^IB5O6MH=!G3&G_$;&'KA.O.=VP__M_,A_8,7C=R\AN'1YR?
9"F*C")*HPB08;7;3"!'^4,')48;)OL80I>'RA"A/\ M/AF-[QP"^,#EA9X56^K:!7WDRL]L\U=30>K^]
M5I?]I$QH]-6+3!Z]U?@6/FU49/(G@CX\XB\<4>%;N*[?MNKDFOK@3.%)MLCG
MZ93;Z:A$7B_+MB$Y??.V^J"GDC74+(DS=JX:RW958>G!))IU]",\AJCP)#2^ MPR-JF5"#*?)%/EB,XG
Y9IFNM$IJ3ZWVT;D@IQ;:;=.2<[*(SND,U4/GXWJS M4N[KRE)91M./'M(E^8G%*)$?\EW\D) ^A#LX7J!32R42U5S)-
QNTB4JZBM^II M[+;>B-2>NP5UI:98!<>PV;J>KTG)'S0/Z=\' Y%"XPF%=DS3V].9_'%,K&&. M %@6$,"!+22!
PC@5YLA30=3F?+ &IAQ EFUQ4[=F:$(DZ@7U_GF,/_-2."1/>D,&;%<._;[B+20MEGC[!D)] M ^$8[^Q?>0CD
7Q&H#C]"&1, AL47[OE$$A;__Z=IQC8# R)*.#=7NR7OQ73 MM<'W]M_AO>MP.WSC:V521-
S/,T=31D(P[B49C7L)!R(2T85OH4 $L+.P"!-A
MP$0DF*"B$@VA0,1D6P*"R8BV1061$2R*1R(B&3393'QR9S(NS[U[4X-(S/! MO^
WOQ4';%>X52?'VW+Y<:OT/Y!T2-RV)?9L3?H^12"V)"#*"@G0_;O@_X>3 MY(Z[&M9DGB&ZD[6W2E<;%5T^A>0?
(F>/\ P8J]?^PHTU_>E@K]%NR7!I6(!G\8#<[:R$R;-%84FY$3 MG9I$%5FE1-^6!K>)UG?
(,)S&R)\T$KYCLNQ#YWM8+)\WV[X @T?@WJ^VUNW5 M(P1<<]DNTX@<(G*(R.%;D\.?:=-
OUK4_D'CKJ%8BMBV3B+CGFMSSP/W]OV@[MU1)LAW^(2B(JB:@DHI++4\D?*NB'Z'M+\QIO"%+LUT@"'QJP/-
(TLA_)HJ4"-\AF5<#NSI6J4 M4X[^=G\U=H<[GNM]DFEP7D="=U@![/XD<2G>A!VM>)[[0<]Q9F<
MU(7;AX7A]F$9^;;2W/.?M6M=2.Q:%QJY;KFZ$F0=S3 KJBN:[#:N,,RVE>-A_?2/7YQ7/ MIVC;KF2?<7U:5(6:CQO5-
".U&&MA+9:&U)(YG"/^^B>./Z'7]'TB 1()D)\B M0#XP$F(V7#+)3*4Z8-L&.>I1S62F7[E'^.2S,F2=P_32R,
:C$2LFH6^7# 6 ME2:0(=1?_[PG0KYSK#KWTFBOOV @QHM3UW9TOY?_*(H?^>B7]M'OF.&YOG@.
MX7E_CD1_/QZNU3M$LIV1QFPO(16:):(R=RSD \M\&JR+2'KL5FC6X.92#-@/^+)4]'*$=&6B3, M?
I(P>W!9]@W<[C^STG+3_C@U5:B5*J4JC?(JLV;I"@WD&O#)DT_Q.'9QGSR$ M#OBN6$PRQ"N5B?T,D7T@KQ)
7HFF"\?[;0769H%CSNXMO2^9)@_UJ4-3:78/
MSSI9+2[EVKI38[U:HE^U1:TOJ8G(ZF7C&HBE[1PV1=YEWB#WC$2+"@(CX,Q&-8@T%(@!+O'DK5X2) MJTX ?
5[T"B+ MJI/(HXVR"!CG@4=97&'HU):['J), ^ 8S+0*F^8DE)T0(2FTN$D +[-/OW;M[M(R/PSKV[]]9@-
^2\!ZW<>L\7?/1P\W$9%G90AG6/V3$E$140M))8L'HI@1=: M&#/I%$-45/IJ\Y,9;ZXRS=ERQ"#5!%$I*^PTCM ?
FQWSG8V:#TP0GZX'97V2 M(5PU'R\G7&*H\G-\>=;>_M.-[[GQ9Z:(;S[Z2*?63C!>UM,_MV42(HOLWD6Q
M5U4E(3QO9-9=NT+T!]EYX<[K7\T9"_6I0U/-$,TB_$0Q0S.1Z_8SFD"K^G"0 M;2Q$M%%TZ*"]\D/V9,B*&3:

[K0$,6HIP^6WY9!S'=K1\)E:[G\4Y&W[4=4#S M;<<4U%B/MRP>F'Y;/"F2O7^:"W+F1BO%R3>/TYE(,;!!L %O:YJ,*
<6Q ;_Y MN[:]72^#7=LQWHF-7VS9$6^#U7 5$ +*&/ 8.)GB$VG,,)W8"^6"3V,.>!78 MB"HY3S$@^81)3.!=^
#PA1YSS-A(B@D:;]O@2>!3WHY5I(6DQ1+[-K,=6P*F MV#QM;RL31;)X2YAXS[',A#=D *_31>;8_^3\T?R*=R-&7-
GHO\GV(NKSWPN MBP$1%9-L![N$ *QI61)X!>""5!,>\'L_KM?;/W]$P!.]H6V_SI_ M3$-P2+!34?
_4#8JALMOV'4O4[J7 !8T M8'9 S3/9UNEL]VSO8)G&. ^2I/EI @/\Z/P;M_\]J2]^RMQ4CN)35^[W0E!$4,?R;)?\5>
M_H0 .8$FK(/:@]F!:1C\ZK#2:?/9.TGZ#6*@/L> X7,EO!Q)@P1Z7KAMH8P3 M"2'^N33]FV3GPPB!!9N[O6R
]/+A(7!/H!9\"52;\ NNB/U?#/-_^?<1/_0 M5YT<02:),4^,N-28%[BDQ*_,H6
$IP;EI'9Y2^G&V.,W&2'2YA3.QX);5HCU))VQVKB"4SQ7(Z M,QB/FQS&H<M9PB,4(#CT^>2:->NV"TFD;*I&?
U889FN]J M63C?Y^29N1:3=9O37 [M>76TKD^X5'U%@Y6'S^1P'L-1@03 2HY'7)*@$AR/ M)R4N-9)&<8&44KC 'S]
[6,A0QEB4!92?9=*ZH3MXEX6X.MD%SO9JY?4LK;-Z MB1N*M?6(GL;EPW^RBBB#7'+)J9(L%1C2L-
G,Y"P&T&DZDZ2L.(/R+%JET7&%K=>6>Q@X M4D?![T:D[$NFVQ6$W*AE]F_?#6C+Z)09[X&JW$U/BY?+BX #7('
M->"\-CM) D;0Z[X[<=*E%+__ZASA-&_S+UT34?QX!>?SJ>LA3G911 M68V%.MM+XI7DP*[H[GAY#^2E!PU]W,/D!
(,,!)MH8#;6+0/DQ>-GL/=%#1%" M==!2;#66LR0I9@%'_1$LH^N+_4C&WU[&0SJ$9%B$AIUD.RU
C9MGID6L7$O-_MM0G38U:]:IJ>48ON701]M>WB#:->1=F,:18FHWPC123HO_Y)/).1I'\+A?', MN-
M&5PS**"I>JDT8EZHUF_= H6X0ZTDZ7ZHR<[K6MF;FS*Y#%.+/EQ?W#^80 M /]?$6%)EJ=
(FA@Y!8_H%&R*!K^AH;(C4R!<]-@O6"YH7Z9>,+)7;FVO#+CZ M2G7E:=9;H&6WG:A9*E5U.Y<>SW,U8V5+BQU
BIMG67UJ5* S(UN=4Z4DO5CH MU21V%PV75WL\8RC:2"7:628M%',%V0(.#7K&2/FW^+&S;$_V6QH/0W6Y-T-
WK+TAL M'IEMJX.EV>"*C)*.]^9.)HW'$R&Z.^S5J35S&9NO9H1GJABE+LB&'!_)!FP] M@9>X$A<<6?-
()LX'1M8T>@).%Y=]%)WS$RL7EY)::_R#1M9$]EF81KA<5;&$ M\+R1+GI@7?
1G]UBZ=DW(+@3*9I5QJ."W>,3NC)O!>+7D!2^Q#*]1?^T113_%
MR@_WL)ZKN>*A/G5H1A2%0H*3*;S;J0^4KEJW2MZ8XW!AW'^$"YB*",!IGQCF M&:G1R8W+- =M?FJ-N1W/
2C&975+U>'Q^=@I%DE\7*"K!BJPT&XW8I3"A MBB)<>?)VDITM!\E"-\?R7F[>P->DSE-
PY>/'.>F)>!>>99*KUIUU/663CM3X0MB[71>!9SJ MD!Z:W>EXG4;=S$S#N%ZU'3.#1-&J6.2 \3H(V42]HVDO
M3Q_S?M%8 &XW+2^KV()F0O;O@!VE-5-0_]L.?6CF"3&>8LLB.I_FN%&%Z1;& M!) X$F#Q&7B88P%^OP%GOI6
@5/= J,'WR;!_/AM;'?"IY@A.;M,S,VG3NSV M\>:L"']{%!Q8Y\^44NQ@B-3AY(A?
_M0IT[7!6OOO8'A$V.BJ+4PDT=6D^GAW M[@S0%>"O#A3CIS267;4G-5J<8BH_RK
+E!M'(C*QZC$:?'+&)S6:BF\=HEBQH K?F+E2O*[7'^9N-=1'CA' M24Q=6=!9-HWJA5RQ/O-
(+J]]I21D%_(%#%K=\F=->X;W/?2&.I^YSE!OV$MS&?_D# M#=PS+15\CS0L4Y#LR^G@;\]^;XW%\/%DY/3>P.F]-
Q==5=>'\+RAD1J?OW*XB-GC6;U#UIAZIF9V MBSHUQ&:WEQJXMAC3%$]YJ&OK;#<]2;(%=PFD!@$;
<]^R[;]+Y*%C.KP64[;0 MBYR73UE.H6[WN5I6(-2G#HU0#),I!>3@&>FG=N:#WK"3;ZE*23:P!3TRA]-E
MT$B4>$I@;S5\1N+A R92J!GE:BF$4)\Z-.(A3#;3>?'0;]'C]'"4'ZF>)W#F M:"J6\#*B3\
M6AEM8F]$=E,9J;EADRTRBJ5(_NL?[/E4105^'\"F!B$(V\ >D(\/ MH0J'XT#(PAI56S(N!-1*IMF43,VPU?
DXEUXE'4=JP0M1#$4[>I3;+G)4,Z" MI,D/(]GY]MJYG*&FZ8-AYTI_$']'KGT-U.3,FB^J \51= M)TK.U./$$;Y\C6 A),
<'B8(?1K,?"(3L0S??&<=+U3F]8GK3F9GL6,-5A9 A MS5(?H-DKP_4&1'LMN"I)K:\;RY])MELS"L\Q.(WTFQ"NIT'IV
:D3W!CL%OY M9?R,?32,^95VYR=@4-CPL@ME(6G>,<5^,5(,R8%<9/I/M04)3LJ!3P:FDCL&AW#A% L M!>
4/"JW89^BBCI DK6#51L>_-B2]JD@ET:YE)OMD6@/0\).663OINR[4F#3#\FF>R[0+LY%^N!2T^+O8:(>IVF
M9GKMVD(JT.>FED@CKCOWXD-)=6G*,.;9/I5#FN>FEA0$IVY45=%6,4HHV4Y5
MS!CKY;FI)?/I=*J/XZLQ(_6X=")O=Y%42CXWM01I9/!%MIKI,KR D5K:SJ6; M+?K6$JS>I]O+^TU%:7K TLFJ-.5RZ+
V(U+SDVHV \0K:GJDZ@)OHZ=($.N21KI98NJ)99:I2:9!MNO%/"5S\3-X&K,=K\(*&L?VBJV),FKT]'6\"9>>$JF;)/M4
MVV!1I%Y?Q&U C.F4_]2PSFT!QN=,LAROH?&&0QLB,W>5&1S<]-8RJL+FM4S%<2:2=-]9Q<%D\K%-?
B,.I+UOX^,)P!YS[37_9 MD[W^%E/_L:&H?=FCM-VC/Z;FZ7-#8H(PS.--B7F5BD]I5ZXIU7B\)H]18LV, M<3:
[7CJ39C0?)IH^YW[G*,9#(^/B&@J23@0$9I7FO97635/HWF\S19ERH:I3M?*01]=5MYR[3/ M]:Q)\P
MXH+W88:VZ\XO=HGIO#!1#,DZREP^@M\1#KD83?]Y%+%W&Y/)9ZOJEJOV%V\>
MBO3I]4HV5B6T3G*C(<<:=DF^J>4T,*8M=%6QQZBDI,K56H)5M>TTH50JZKB+ MI@E]?
V%P&QOH76&@S@W1F@Y4BW5;=1)!6VBC4[BI,.@6*=F4>597B>*TI(\% MJ5?
WEL%U;*G$6Y,ZOW&TJ2+QMC0Q-3&FZ#/+7$B;Z[4C__&A8T\WF.+T8P3H M;:RI'2,6]_AP\SS.
=X;E2JQ:&;43:B%LE%QL9NZD?G"7-)TN6NQ[7(NU1VL M.*I06@8#GQ)H%
(#Z=@&H&PQT^C$"Y#86V%L"A&I05!]QU063)W+ZVL -J:7* M-
XU#I?/%N98WNRJ/.@6J4K7LREC>S'Y"3YN)OE\4JF.:< H![-\#2(JF3D=Q
MIV\GZ&Z4]H.,E%4D&ZRK0E;:/&O4UV;T1\(BB2U%TZ8["(SO!L_:RU1=9+Q-OM3+: MH$NZ-
TWK44F>*B#TFE#K/.5BJZE(Q4=0>,*)_RMNPB^2V0I*^EF5-.4!9:^ MKXR[C8%T+-N8L5I;&=EUC>&GR*
(]L[U)HG-39[*=$9JSJ8VFT7*GK&EM:B6D MYC27@H;1FZ6;$>M'\:3OP?JW,6^.6;]I.
(U!)3DJH'F\CPOSJJV;I9MFW,==_MP9L6IJS(*DE3SGNUFMR(8%UNPX:;Q]4JCE>.Q$<43(J"23>UMMX0']/TS.-0-
%%C=;M>F>75:6HM MW]3P6A>$CCCNU@BUG9AVA77'2@^5)1 ?P/#"?T*A$AQ X%AN0%XOPY4CYS*T M<:4['#
(*0%TER/[">?Y5'3(0C%O)6%>'#J5T>J;*+V:E27?-:&G^IFDZC)#K M(Y+JN8SBF:K'#8=-G6YR%#2LW@RT1P(C9-
&HNPB,*&QU6X&Q3,S5]K1:EU0^_MSI<13%_SLR]=QX[8\OBU,%Q.\)21T7-4G[FA99LN=
M9?:F/FVJ0.%ZCBC,54F>#8:#GJ J#?\&%-B_%\7$;A$3NS*]YM6P-'57>R-*MK-I/KZ5W"098# M:@F%$_&..Z?#:
[F:=I]@,@NXIFE/U!>,P-'>]W\\,C"Y^O]:ME5<6 MB,RHH9M:7Q=5MR\D,"<_[59H&EY"!ZVU)XR(8FU?
M,Y^MG2@[@V"T$B']]S$ M>F7I,".\67-5YQ2VC%."V%5;;%64H72 '89/))GZF8&UBF3;OV.\(+BZJ_'P M=D%1FED
Z/X5@9%'&X7;HG!;(%-_?7N3BWZ1 MD](0#^UB3X!Y"SM&X";*_] MSU^5P6?$;Y]"6@.YB %H
M6:H113CVS]$\/)RJG4J?B]^](^$3AM"B<=A/A M$P*+[HK"1\07-4K-6AVU)S69> M+=0+R6[(-H?$X7S8PPMS
M_^?@(N"=$X0(IF9:O[>\MW>PS07$F,^&LH0$]PSS8_#NW[RVY#U[-?"(H8_DR2_XJ]_D!<@)-G5\A>S
[L&^#7VT_\OEU^]D[EQUO$ -E M#!9_)JZ$ESW9XOP4Z8"\H$!7#Y8-F&2A7 M1ERGL;:
[!\:\J!++T5J/RV1V56AR<&G\LBRT<9+BY"GNXM@.=_M>:$Q:S23# MEF)+WH]]
[X4U0M:U_)=P<6YC0G;,KQB4F4&B:%4L&Y[8 3P_KW#';_1N2;IL+U1=U3+EPIMBEU>$Y[Y5B>Y()BC&8N4
MIG)![?7T]NI#\ 2[B#D3*?C0 Y+"CDF VL78R4W!,4A;/OPA4)YBEF3/) &R MJ^8]
[_3@/J/^\U]^5QG90S+#5G5DJ"XO%!M+:=U?KVD(;BC;^;V52)_HT8VA MI3%(WU@;LTJG5YH!
[X+#CU=6UNJ8ZC2-%H-P\E0M%\6J6*_YC$./5VIT1I-U-MHT"SNE97B6%>K1AUN/+D[?%<=5SK-
;VNVO8X7"ZZE8J3A7>_GKP=:TSSJ<;8 MK+!N05S9>3K13'GPSJN3M\M"OLRQ5
MCRX8U;_-9MXDC32YYNE+HCX2Q9\0[M+(+GD$3+:"9G#3U>F[$XEK^&#BHIE*4PQF1G+M>
(Y),3&9,Q4;99K*_.M5;3&9)02):A+L')[H@/CY2YR)B!V^$L8U+-<2:PHO*_J%,G.*K:@F;9K21VP MK[1F"NI?6PW0D
DI.Q]:...MJDVR4J@6[6'SKY@$6&0&'NF 9UU+:>\)_C=O MW*Z9SH:[4MO;R4DLCOTGMCEJ;.^LN\NW;ZZ[.A,)B)-
,Y=_-\=\@X1S8F;SK MF(=&IO_)@6%X:A>^>$1D8 ,ZUG9?F_?%@S-?)L:^9['N/=X$CQP#EMC";/MO M! 8O?@>NS1)
Z5VO8N/G'=BZ_,@V-=P[M->-XD6(N!DB MWFXLCQ!Q*T2\U^(?82*233\-$6]WZD>
(N)UL>GN:0(2)SV$BE*4A'SDT^8E# MASO-2YZ<^"WO?>NR'__G:>^/2WPCB (_M]?
V%]_>O+D,T415[=T4#QZR6V3$<;8O:%Y9B X_PD-J^]+K;J;5299A.HJF+:FK27 MZ!!IMV-*

BV^GQ*GH*NT'&C8;77WT>#;'!7AX);;LR;BIFXPB91"EW4S6V]*2
M\XOKR>0/O<&H[DPD*_*IOODLBAM<:'3O\X9&2(8@$N,S]6EAWNNBD1#(ILOW MUAJK**OQ0F=-
HEM>PEFT)$&@@,:$MA/R"&$TQ(/5/D'?E]T<"':.##=[&D/B,3
MFI).#G4;^D%0T248QHJ_93*'FFFC8PT\WHCXC*ZJI MQIRHL#6.)5JB*;0-K)758/^B/S(UCG]XT,/5._:^7MIY///AZ-
^[_LOT.%?L ME)(E2_50C5Y+#8YIM==OGFN\W79E*N>(,P5 MUJVWG"*1_(H=[:?M=WCB[JHELJJ1Q:
[7$=IXQ8IG^M2S; J7D:GR8Z:674' MK7&-
:#4EN/+DF27*,W2WVTN@7F>Y+E@E;B7@,&MPLL]I):Z3Z;F69MQ^$XD/
MJ)KDU);G.E^5!E<=2(/F2L5ZK%PL)/(=1]]8WH7:\[U2J;E\8KV49;Z3&W#*CQ<"7K9919+9YAF;J,K:N,0Q?J
MKLP1[\\<8KQ$62/!8_-6%IT#NF2[.%QY\LQ\;NXB6)TP5(F>.-9\VP9LNEW+)O&UJS+C8#D:@80.S0SAOK-
J,>0MKN M2QZV^T)0W*^_M^XZ-M1%L+M7!#LY:MJ-G?;K MC:BNWXRYR#[N#'ZN2%<'^E M=[>I#?
4^%M=,5<%3S4&Q10W2Q-7:QZ/>W:AW-PP]*%%_W.,C(NH8#0.J''OD$XY^$ MP<4$:(A9X!=MQUJ2[<">L+\?
120^&A4$@O*&Z=VS9' E$'WG>GO!,7?JP4\? M9$S#/QP,2L.*"F^C<0?1N(,_R89M\ET< MS'(5#=NQ7-@[]/*S#6-
"EMSC2)\A-T](5HM+N;;NU%BOENA7;5'K2^KR"P4C M%=.0.Y*EPRV=NUNML+ P(Q4GU=ZHB=03'EW'_(H$V'.
(/>%$5)(AB-< MIAKLZ^*AWB>9!N=U)%37O&8U*=G3#O:5>K)WQ(-9;]:)>HO16$*H# 9>7DRC
MTV;0SD@]X>CIS8LA=SO_P)JB9Y:BO<1?[F1+?7O)&$U9>!3!=WF[R&:S=)I@<,MM)YI!JV(\
M^91ZLW0V8O1H%,.M&'U3SO@CHAHU<[$7];ZC*KZW_?Y3PQHW&# 0(M9^-!V^ M9<\WU#A:FZ:2-
2^#H(K>K>"SP9QVO2L&-Q93J=!HEI9#U*VQC79N/4K5I6;0 M+$<]Q>-O]1!',N(A8QLWF"D0(AEQ&?4?0EW?
[J9C#F#LF&;R1F1:_WFW^S<: M\1&&PWUC_=T&Y E>V.4U3?+2O*%"Q5H![+?UP362MZ:B)#((AUMH:38HK<4K
M^N!8LN>BZV:.8#)LP6%;DUS:Z](<$4Q#)!-1I_LE.]V_D9PX;6@/M9SX22Y\ M,-!FO_LQZ,.,C.Y+. ^;AGNAPPVJ%<
/B@>V)BX_!><<>2$L5=SY(*3VUKN4' M]8+>-P9MV)KMLL&ZJ%7OY:OU=4&!@N6C-0[;,3G'0V="(@CN,+T'_OU;
;;>(IP6Z7ZH M/O7R!_C,> XC=KC%E#^. WOR1V_ ^\)XPXOYM:!C,
_)2,.MY(#>H#VX;>3%T0@+VJ\97$.)Z^=T;C(L1FJ6T,;V593'S6! MM'C&3V3%)B.I:)I_O9P#T:7XE&,[,0NB#&#
(YXY@Y4RR8!5\[-<'D39S+8DC M'8DI5ZLN__B&?3V7^O_Z. =0 [($]/=]-+.W5HB6# M$4%/'Q4]3S%@Y
B3V(07(0V:P"Q0#" G +!="^ _)FZ(\9SH Z]9 N#&;'=D M2W,7;%;S@(21P+[%&!!_X!#@;W\KA_;B$9X=Y/M"Z-?
RM_!DTN\X?*6%_P# M]\"CO1+V7X/P_]@@S[M@]_Q0,))$,UV;"0Y2TDR#H0Q%)ET:T#'VH(B 1EJ MQVAA[BI!IS-
89_!(XIEIP[.#7=K^V\$S1/]M_HPF/C8SX0 ?!4!XY-J* M(=DV6**/MD?Z!7>_V4['X@T[H+/MKIX @B P=M
JP\@8L7\$4+;>5#22M# M:Q80\(!.%5.$,Z5$:0S>#%64OVC_4'YVQ9Y(DC]\"@(6/!:63(S,A70G N]\ M1HGN"""*V! <
TL/<)TA J,#\AM"2/J>;-P3[P:+/7SZ0;<%21N"]{TDSEW_[MU (9*&(TDZW!VK\. 9
M\/=M@)KM5TRL84ECR8*V2]LQ!75+0UM>.L,0\.L]*KT3?10#,I864F#8; #K M\^=63ASM].GSL/X4G &(P?-
'6P0[^_:@X\U_K0E 4I$@ #P,;0 K,#6>V', MAJ4L(*46?9O0)VKP30.XDXH08X < UR=
\0,#@$GOFW$1J/88%X^WI=GT"0, MS#\@K,&IMQN:2 9B[D5?3ZQ%'SQ0G&Y !/_M&C->V8,6<((EZ^-:1U0@(P#F
M\ @(.8\9*PLI"M;.R]S[EX,'CCI[I[FCR7+IF:ER#+:EC6Q-10M=)D],'^P M+Y@_>R_M3 "B)L#7>C& ZF.?
U0&A"5('J'Y9LL[;1.;8F+20%%9A,_D"B5A6 MLUOI ILH=6K: I-H]WW&8R@M%K[_(>R4TA[AVV W.VH_H-
L0R9*MSR4%'+>W M?>7 VO!3-JG_V#$#O"_FAX7V?C;>,2H4W$Y,DWC -:%SPFS+?ZOCZ] V(!,> M6
TOOX+$E=DI+79F&IT7\Z, ^WA.QM"$"LC*MCMD$LD89*Y*X0^[%>"=#)8QL M>K%B5*_,9,MY5Q-51?
X#A\^_X^M5SJDJAJ*[>B!R=Z?HF&DILY7O;_B%#%'/ MI#.K*LNX_*@B)H768-D!O!-'SS@4AX{A+]^
\X7RH:GP03G[-^0\;&N89XSP M7_S6TMQAZ%1O?$A3OJ;NMI:&Y9.U_<)0.EB]\;;_E>T;(=# "W$&+#OE7P.V_)O8#
S^(H< 9'A4(K"5 M<-TVZ/LR M\FP7>)2O;.5&& 1(RYT:V8&1,C*![7H.BI"X7]EV #GHZ_MP^3>$R?Z3 PT'
M[7K_*=$L>,1W_$%?A]XU+[C>T,KZ-I*8D]!0'BG ;A/=0#0#P#4U]0-NC7H M)G-8BJD7!5)IL61S(O^!7?
6V:G@YJV]$O1=;ZB?G10MK:ST64]&BK8Q6M85- MOV-'\> -X(G'U!>0W);=3N0)).:7N,D9V__1;
(]'(:O/FAPOY]I9$V=)[0T3 MHT-A+IDQ4KK]HJU'"* MUE=[.P$91+ZVY#R;:0KT(_^[W+4D-0 MQ/!GDOQ7[.5/")
3;,+1Y7LP.R@1"WYU.)Q\\]D[PRLWB(&9="S^3%P)+T=& M80(]G^'<0ADG$D+\<^,KWR0['T9(?'\;_09(+Q\>
O<$:L&70&@(O^'"*V/_% M,/^7?Q_!\P M\[5\P0N#CUYY_!;H@+TV]T($L;Y6TT!(E8, MH!GL#&8R=N;XBYCS#?J-
=H=BV*^J?,=S>XG:!4[!D0A_,7##X'C!FR*EP_: M2SF]N%3C0V-
]X^:8K@9C\$!_23'1#=+H,]Z#Q1GWR]@==:V2G\S:GRWCXVAQ*D"#BKCQ.F/XE0W+.C]^WA&#Z5#)BNJLY"K1(=F
MX.<);P"CW0\XQWQ[1?!O_]C]JVG;F%U (J O:$EK078A*'Z;QBZ4/-@.#] M^ <\.4WHPLN;D$1 ?1[0]78L8-
:3V:V'%_T$@F$'+&DUDPQ;\MG^TE[]>K8E(4P QH,"P'VOJD#A^:16X1 T MW\RU.]55:9*QFW_]@SZ?%A4?%?0
O%T;,=@!8NZ1N2])J("@E<2"U4L)O-#" MF$FG^"?1]\\B1G=3,[-:H"8,5LCDZ"D^2.5I'S&G<^D.$/.T515 @FC>)87
M)0LAWZTRN'<9Y&OU1KM2@4!Y\%<*,27!_]QEX%!C575:JD?VT'H5'^"8R3;6 MVE.V8H^T_;T.(#\
]6H\0\PUMZWO%$@%[S13AHCF MNP42@'A@H[C\@?K.&+UQ9F"R[%#BF2-8 "@%M8Y^N 2:Q[XG3 (C+IR
A"079&.SW M[*O-5SR+_KZ !Y72@^%>ES@%;5WV^FO:._^X).UD(<1B"M7,SX=9\6^02D;//*V9@786."5V_28]1(,
M>@E]GU8P;$"Q%1HO=PV?6%XGA+&Q[/;ZD4Q!DD3[JK5P.X=YIR2!P_S'"O/C MR>G9N?
SS9Q/1[PFS21ZM5(LCM8+&P2 ,=!7DGQP^7G8K%O MUL7[?H?/_$%0%3QJ)+VH4/&]$C8_$NX'+07>E@XEV;;0:R?
1?A7WO1OS\!A_ M!(X]P?:KN/_T0+ =U9@__NC'<*?+\[^F?P:@BIO.3G1N@5#7Z/(ML%KIMS56-Q?-
\]5)6RG_9E'2:T5VOT:CO\\I\(-8&0)T#Z*LD""#_KO@_X=3 MID:R-<7K969N+7I
QTRQYZE+7OR!:L1X5$J+SAJ[%#T7CA$7U)%:MC3'%:?%6LUL+<% MY4$'&CL3#CGT&_V4Y"L55S[_7ZF2XL_*)?
P='=+C*2SG_!*(-D?4-H&V8\#P/\%ZGU+;X%*F6^XF$T^ZMDTM+?H4' MM@+X@^;IQY/>H:N^@?
3SGF<7M+5N6A?.-B<$51P?!MI!/8,/0?AKWU8/8G%[MIO:?VOXO+']2'/$I7^ H]'!A^_Q]JSQD0>4P-8^])
[6JM,E.LITYJ\XKI7BE MI]/L:'&A /;%6L?JM?JPFQ7GI)H7QG'#Z[8G*D__45WW,5V_88*^8W@*FFE#
MSMU.ACCLL7G;-KF++]IY:R\$,4&!=VUIWX-^MQ-]P_'N;)?+?.F#VZM\@J;J MX=R;5XR!;Z7N0\55?
%7KX^TEFT?;J<*T4VX)2/@>$77 5&#;S4O8.+7<@E!S21BCA'(-M3I:I[2>^MG&W?:8.MG-H@X#7SGC/KXO=*.:-
UQMDV(XU_1-BV[M(/O.CN_# WK8H1\U/W.Q V-Q#B-?*MI?_O7@X;=9@UUG$X4\H[K:>!07Z)[3:WYEZ.6G,L'H++\
<59*Z MR,Q'-)'-UB1]V?K@<),H$QQE@M\9T_5C>38$V>!:9L$U]$N9VJC%,T6;_QO"%69M5\%FO7'XM0!@E
MS",+X)H6P!T#Y5Q]D%TIN:7"]-":-$KG"VRY1/_X0'F4-/^12?/KB:90)?A* M9':ABH294[U4HL;E1KDZ-
5[>V>:TT\6ZB1&-'JO;I03.3B9YK?9'-F>4);]# MEOQ6.CY4C+2NC!.+OII:J$1RW6]MEVX1L?X@4W[5$$"]L.:;F1]S8K
V/RAY M66\R244]_F2,RYM37+[Q\);WB%RJ62Q9':DJFN\VK#+.M)0B=HL)(<56?954
M<#Z'EOL*FN6YID$@_H00XG;-EI><"?*1%-.]QX*\E9X[:C4&ZL071S._I[*B MC*67*WJJO U++')
"CP%CZHXXO/+_18OO_/[++FV3A$[>K'MYTAGT-630HEB$3S%>N9"6= M:6-'L MD1]U#],ABX=YW$G8N?
6V,T^P%%EK&@F/8WO#S%!IR?-"A?
S(G78AG'ER1L6V6BRS7L;JRW_]0[PKBX$TVIPP!H\8>SGCQP>1%5.]TR;_(!W5K.$2]2$N>LZLWGZ;G>4)5^Y2N6*
<*GNA6&RO)K$>B/17/ MC0IKI-0HFVBB@Z]]AYI=[3>8KX MTB73%[W:;E4H^\^_0>WZY M;O+7$P-1O6,
(%&FFV!(+B:341#&-Y]J=-9VE=&+7P*'X-.(C?OE]8+M=?* M.)C335 C6-/Z?@V>>!9-'?+TKVSRX*L^_[@HX R._XN?
A[H;Y '+1 MVC25K'D9!%7T;@6?#>:TZ_U)9\L?(7>1]XQ'66,LJ&UJ+-&#/IU1.>#/)TR0O
MS1MJ,3@<1!O$VN8Q)#V0#"(E$VR&C]=HJ5-$G.+-Y'T]+S2\86_=5MN(WL#5
M9=JUE.9Y>7]J7/"']9^2LT&KJN/V>^(Q/;N?$=X3!29#F6A*P_E-:?1XN?I M"D+?S"ASF\D!N>X7*BQF(V0F2S>K
U/^B%%VK),K/L(_:7/SRP@V88@&<8A!0N\4'HFK[L\"0@\1A;SHOH'5XT&$1Z$P\L_[V1(GN

MVK!;0]TO"M9VLU;]B# ?&X-'.] #MOR:QVT=^:M35'_%-W58-JQ&N$EGP.UH M]HA2T4PZWBL8\Q23X9*5#"6;-
)4^2"0D_S3MN=\1<";Z<3[48;%RQQ:M]ACM M-9<%+(F.35:
Q4[GFP+\LB5LKVP.Z"95\@N>=&F#;SBCUC0"RQ+^=\)K8XCF M72GYU7"[L[MVZ 5VU]U072MCV7B"1VBFK%?
TQLPIM97A'Z#ZO$Q*\[9BMV> MB\0ZV(,EP&I5B/KX*S?>KCO !FAA/48OKPOT6.HD.CRLVW@^4];V]_TB3,?M
M6,>!(?CO ZEVMK=0 ^#P0^\!Q2%!I7>0;UX"M>R$#I)*:] M[7XV"^T=TM#]CFG/=?-
VH[5D>PJAD*U2]$>I(@/"R1V MML@&,K'M5EZJW0-S-D@9R5 S^);MT[=@T)?>N2.2()#RG(OS18]1EKENQ5ZD
MDW+YICPZ(!IHPA[H^_PZ)/AY[CWHW1#\>O7\!/&%BV MQ>7J"($M\RAOZ)694V5[1@*&5XBG!/$FRP:5&?
OUQ!L^?8'(":N^W-P 'GK8 MXN?X-R=L@FMU S@%546#3?F&%/@;KWRY>^WND]W+_+2L'92+P3 T4-\")(U@ M>
[MN$1W8GT&_]4@"V#@8W)U @X (V((9LX%Q:(^](,.V>]W3J8,C&39TBOP7
M&.9+*YDHC7E7@[<YQ^%0^*!#;U76/=V7;-VE% M>Q"#'"'^N'LWN..I'<$+J.+HKJ?
S[0(SW#/3I5Y%Y7/M3C*Y&,8%#5CDR?>[MR,:6J1\0RKDBK@/"N>.\@&U3])HNYSC,:07)S/UKY0IP&=OFW
{)GSW^5OH#0-? MBV5UR1*U1J5.#M:=0O5#"7%X59%A.H 2)2,F6OP24.G[*#Y?X .+5/?I'5+X
MXR/[",5]C>2MJ0B4&\+A%EJ:#4IK\2L]UQ]$<36'MR==-%M&,RR!4*-DC9%E
M/W+USO6'3SM=XAHODD8$QS\013\145\ILF-?@)G=@/&L$EG4T?(@R667*,'H MUF(T;A><^M+/_";?
R_S&HMS^!Y%=)XBE518R13331; :EQ SB>Q7!.]'Q^OA MG8XU7,2E(:/T&QF"RU$Y8NZ/U\,^,E[OM H_^
WPAX&B%JX*\\P@4;0J%CE@ MO Y"-I'J;-K+TP?6_8G)!(LI(+EK)O0-.V!K:0W8U7]MBYO%IE&L#'&YR.I-
MH5(UQ)R")@'M2 !T,_!4@%CI!D7._QT=O.!X@*"SX2@J^(_O*V#_V?GY__WW MZ)*5#)K)IB.@.A07/++\;"7PMU
M/UXX]1W,OQI5G>*J7<*U7H?I57FAF]$L>UBDPX;\A#//Z6Y?L-1>3QD4TPV= M4=-
_%E7]HXCIN8&/O@M])C;K#PT#GN=4$G9U)#:.T*;JD[<=(E+22+$&QCX:9{1_Z M_Y UF^=].W%#=LI+#]-\ZE:F?
4Z_;@J3)7MXIR^L%-.3%U9T%DVC>J%7+$^ M\T@NK_W!1(@WV8;9 ,AOD=E]N>.5^%EFZ5DM;)BH(
L4LZ5R/K5@1ID)O"/L MF4K}?_:^M%E59%GT^_L51M]S(KKC+5<#*NKN^SK"
>=98EE4Y9Q9F5FGK+*M4'8(VMZG8E1VZF$)-2*$XA(U7@ F MO>3D*9U1N)'(SJ;S8.U\WM4
MCYYOY+;:+;/+YNGMK.?'H7HZW*^&)XX=6IY;8(0<:%S8 OVB@-A>98[6LI-: M7LXEX';@BL*[LQ482 "B4]50K]1
T"!].]?;C&:!#A3W:+(V8N;/NCL:\(N!8%[&BM!+X,&*P3W!Z78/KZZC4RA04?D^ 3AE\MF8-9C@+TXEI:KWJ MLB0!K
U5<\XY50!@^)-C^>9VI8,> CSB<_KMO@.BJ^F@/9B$#8'[Q5NZK>]\ M(2B?@4M+4
3;2M[^[V12>'79GLTRR+!&M*#<2P.M8DYT82\L9)P !2H8 MW9G2H=2MU@=4YD#+_3KD !@I?;?
6TE!EYYQ"%_:/J5RY\!KJ36!%C4O[$+:N MR;Y#%9K[!77O<+M\CX2UZL8AW6&H.8($LR2!NG-
)'G4#AWSNO=-9*CI'D,0C MEQ&\A36 J36"S66]NZO5W4YW[_+A60F2;. /XM 1YE4!U;TZ(@5U6D7'IP+D M?
6.BZF;8.51Q@ \G@>?P\!='!0Y;^>W(%#0?'+863&2;0P/<;4!AH[XOT-(V M9>%@.6 F0QHK,.>
]=PTIV>LV\!J9^ZJ(UD:.W+JO!WRL/TEXD%_B:"_A/_Z M2[!(33!Q,DG$$W&<$48XQT1CB2B3)
2!X491@15$8B3$85^)OUGO%QV.R=M+ MI2O&TQU*P*)\S&1D
M247QNB)M9CU1G1)FOJ"NC!08&3L>&5[HLU7'2$5G9-UH%6NE=A@OI1CB].TE MWNJGIH5X;69E(T2RO-" RB;
()AAY\O99 M?3H4"G0]3O>RS=6$2F'+=K?)1$[?/BVI@TVMS4JS-5.N2G/>;O0K-A,] R6[MQ=8,FU9FZVZ[8DA-
N9#*I,#(Z,G;DZ2$A95$G98ZQ+2<*L4J^3Z<,WX\DM#I M<:-8XJ8TN5QUY1>,L
M]0TRK%GN&J,N;5E$N5L(C[@*,3Y'*8NF3M9%72C2:R+9J:]*LW"LUSP'@W9/ M(L2F4,C3Y34YK$0ZBWF+/XO_>(*
(86V)7-+M9D)))]=<3!N+HT5< MH\MC/F.*ME:MYYM,['1D?KQL9DK+U8868O7B>$.HQ:[:9,C3D7T@FA;Y>EO"
M>A4K5B[4M9K&IYCXZRU8Y'^O-I/'6E$, 77>J]=ODHHN-< MJ -F,T(+6/H&?%9TOX"D.%
[$J=6]36@[=D2]=,D];^#=4^*MX1GZ$]6Z.V?- MQE^_D)YTE^>:-L@,@68-NL/GE_?'/C"@,>":-U](C)1S
.="J^!.%2HZ,F! M$CS5@3OK+^'H.U/WUN6^#W=L Y/WGJ.2;T!9KG'GV)'N)''BE8S_=[]AH_LZ
MMWGCOGK>FQ]F7XD =9YQX7T.VSH@2<>.@U[>AR;4;]0>*'9V!#PMRSQ6[)>V MILZ?-**!X,LO&5#NOR;_";!/)%,
(H\ .D",07.XVB5031 2BR2>(P%^3D0 1ET/$WZ8.78HON@^N M1^1"]=6*Q$XD->S/=M_/PV5!)
[`A)RF>*OQ)$C&G8>'8+NO1/IP1EO,00< MQ>WY\W4M_8O Y/.[]<[7-P\Z/@$L&"JX M$!E\9%4%9.!K,B#> ,]U]-
C==WQNM]]4%MN3P5__PW&"((K7W/?!,=(7%,0N M]XACC0EL6V7#(WA GC"P>!QMO)A6N -PWC8I/FM$7,"GN?
>^_W.!G3A.P1UV MLL?7*$B\'W6/')S;?S9G_%X%3V\=>>P5+'WM7O3#;**&VXKNN"0-GBN5IZEN
MFNN3,RL\BY<4%E/#37A2%OGC7SQ^VIWT8@;_O2D_X/B XW^#XXD#CB>^S/$B
MW0O/F6;"I'NC[JB6+Q7:2=J^!<>KNC4DPR.:F0FQ@5&OE*:Z.83Y%B3D^,@U M.-ZQ\NY-
^=_F^._9>SXT[GK(M(5IE6#]I!@F?'Z$O8=8VOI6W@T528;F: MJ-"+8K]H#](#9JC;3 1:6"'\-7Z:&>O_$$O
=S^5[[YNZ10)0]3JG42-JF=J M:K/9MW= MJ'F,(-:)G;-M;8.Z<0=1JP?W82\LAY_"D?UBL_^K5EW_CN=Z).&];DJPB[O;
MM_^DESL0]BTE6>Q93+P^8W-ZNBJW:[6Y,&:BT,A*G&E[]C1AK/\>GED%#!XP
M^-4LMGLR.&\V[.P4S[3I>7B%LQ&[E<02D,')JS&X/Z)6_STRV?Y&.?G^[^O0
MYB8";\E"700;3W$(QP!2#5U5P)\63Q#\11AI]+L+=S['B0"IZ7-6/B!S]]$?_Z*. MDV%5#*-
+Z@U#@#TB.>=V';\=1[G%6DO!!*/42^7ZN1?T48=1OWECQ]2BJH9M,QII;CH] B:+ F0W4 M_:XNIEQV1)-\:B
M0P37:KES![G8/!H$#(F%6=K=B5.4S65Y?+'T22IB[2 MAI""8N9,&F&[.:YI_72=Q
0=XUK1[F*3I=RTEFCTO8"L/TVNZ^B.Q%(KZI,P M%:8E.EUA[(E8+VOV/71'_4@Q'%PO]B ZY$$Y54/&N#3^C!++U
M<<2LQ\)IC"U7VBLY,H['ATWGV#T:?2^7_-VS+)]P\^VO3CD2O)QJF]Q8=,G MZI>^=N'2(0G"-
F]G[UL:+C>MWKRR+-]-1VM4+R0C&_&G[AO";4]NS94;U C MR!+_!,4\ ML=.$5X"L-SJ"=UE=@I+Q?3153*&H%
<+MTBR#<]* &0R75-;>)O,^C:RX"+#J M_:%>Q\/TD)[W6M,EIJ27$X"B?Q7UC)(Z>F#"?
N26CKIH+]VW]4OH[U*]TQC; M;XD;Y]K1;VV *@NO:##7;S3=+%5M;<1IN0H67I72S)JC]]--TY]--S5X<06Z
M50Q^:9GP=O.Y[N/ZJW9H)\C00I M"7XX"2=>X]$ $3Y !/X:#W)#_("(Y&N ASMFACB:X0G;ID&##QH#5VF;]KX0
MOWQJR=O9(Q<(<;XO")\P?>(#D7/E2VPN"H-OLOM#) + N]@NQJWW/O2]Q]E% M_$D.NQ&__N2C[FM4!'[Q!.+=&
(37VR9K"36PA8XMR$NA"O8S.=?NADF8Y8I6 M-
#:8I>O46%BQ%K$8.PVN$N0%CZD_\GKO*=EBCV""'^$>,/6:MXZT-C4!*?5)*
M00>A8ZMGA!,1ZTV[&8TLSHA)NJ#D<6)46#:=))K(Y873PUAB9&")7=X2NZ/; M?
6VIY\/=!H+RFX(2WF5\1E0.TK.17BBR1:H][Z\HRX MCFJR,CR1#[NN [(^\JY!1? MC?L-;-
:;QG2^(>>J8CK%Q)"\NVA^]2/9AA"@OT+27+-,YVYS01<,,[6 VOQ M::U%*"C__-
F2DMZS>:@5!X:FYO#3&;$9CS=+266]V,SF'!N=E#J$N#;&# G% M9O)$:/[UM&;B<0V'5^ZQ#BS$;UB(KER(+G
JQ;,V_($@W],R,N=??AZSX%Y M^9U"#7R@MCB*GLITNX"3V4JRW$X.QDP<69,1_+.%&I(L70>_E-0RDS)+#
<)*0+FJHC$X%G3>$%93E[DPI+5@8,_]9O3P3PA1Y2 M=?0:-J2I,.U8 K,"T@380Y88_'K_*QTV]8,)T6@,6")8P0@E/$-
LZT!1T: MC[",U>L@B%+RN7V:.JPI$5::H+A9VRBW'Q:_PA?!?'XCA-+WX!,U9%@ 4B= M? E)(@3OZUF9XQ<)
W_YJVT"J3$!U"OH;6IAP5D5OB/,_>Y9?>T\>4_.#$FN MDEC6&WV,K55B[(K*%\N&JQF!4!7XE/G,.
8.PWTKE8A#J505-AM6D10AY,_% M$>L>_TT,/Y/*"N($B>9/A94*8=C-H"*VQ-6AT+5'_+*!:$12LV=(AD(XQ80 M
XCC4M!6&]#B$\EP["0"(_"PE9#G,PB$0 ^&A!?P*8R M@(F(Y@0\S@%UXQ;]:;H@"HC?T<
71Q9.V"44&RP4GB$H^]#,'Q0(9J6EQ O(_M?C00C!F)9J=I-EXKT^M.'S>&\;)17*1N;D86:
[DOV9%'XJ#!ZG6]C1#2A:!H M -$!]|>U*[&]PBJ\(?&1L6C'L%XLOTEEUXMT?93ZJ KM:4"7092%9,27P+:B
MM'&:BJ_R,RFE=/+&(J=W$C:LL<2P<^;XT8,0L/Q#"'*.8@.KA%G'D/P1.'?L MPK]?F014\R?=)!=/FV*_7["838S.V*T*:
<9JK;0\]BV>'!V(EKX3B6-/@;F.\15LVM2JLSS>:S3ZB33_^!>.)(\"V9'$.Q@?:(8#U5H&]@

M@N'*/5R\#%]^#%S^#'[XIA1>X^HXY>%)+?%#'(FD$TN6SPZX4'/G5K)D2"K
M]JM/#2[@P:)@&UQH8[L[Q"&WS#KJT0_,28VM"AM#1DLP%G5(_>IF4:P&9PW33%U%79^XF[64<5Z@)J
M9N3$%L -@1?"Q8B2POH.*)WH2G1BGE@RBO@6QLL"5";! ,2>Y:L[EFF' 0= ML/KA!4)@5NG .!4EV2'6FKKP7&
M+_K>W;KH /6]K;B.,_10C9"HJ_.]W\,5\$!/Z=+(/3=%6-4=+QHN!PW>G]7! M'_"=!8!8Y)#SR$5V4>;Z0V?D!C2EG?
VZ].9XUI+NB75) 6[UOF_=,UU 2[, M.+'R3RC6/!RB 5\;5N4;._=]^QWRZE]#YP.$>S5M>Z5ZP EA=1@OGWCUU%X\
M'/+8-6KUWBSA(:*[L+8KGG)A'$LQ4,K(B>/$==B5>B:AW,/!K&^.'H C%X TKH=V?$" GT(3U
MZGLP.SC5R\DO"@'",C'/ZU@LIW MR0[!"*#[=;<6%TB[AX? /8&:\R6P&;@_X8C0_P6F/_SE7__,P61>H2O^&M.. MBV
/$'5P(.DLP7GTQ@L]-+#(2F$(@D^.B!C+)*(BP41C8H))1CB6&45Y/IH< M19/)6!+2#KO]A8AS8!@F,!P^PIDH'V49-
L%Q3(1,Q!-L,HJ/1.'@%_#6/R4J MI'-F,S];5R?QV(C,+L+=%(RW$<=#&Q9A=L-X-3HC.PM[;)%\MB["J\]/AV8S
MI%V3QK/6;""'1 %?I>UV 38[/!F9Z*\W?!ZC(O1ZNEXWXVJ.1O?6\]J9;AHB%NT9F3-
MZ'MDG(I&4<_7.T99JG&4MK6B)(FM#NR0VZ,0Z T>>;*E;2D>,-0J, ^U.)?CV$SC%2$)K"I.H,2.$6*3*416<[,
(LL%,XI=KA*4X, ML@,ZL\FW"'ND"/M=T..DIG' Q5<$GY6@+(S?T8#27\>I&;C+D*9RLY50:% KS M-)4WF-
5"BXJKL6R#D2=[(I6T'(ZVS.)LWE"Y5$,DB48:SGFRIWZI,N03PV2* M#O<3]*29;J:R@)[(,PLEN3Q.+
[*,0+'+MBK')WPWOK*9^.E".\1HKLBM2(-N MMUN,44^'$\9\S"1.1PYKS":C;%9U6HA69KU:DBO@1I-
)GHXLZFFFEVI&;4KH M#*T&+J?B9:+)X-CIT$PJN>H9F]&29N-F>D@,<_FD8#,X?@JH93X1+>256)W*
MKWG#GM>T?*F7@D.W^S\ZLWP_%.^%V+\0D"=N$(+?M^DFK'-&Q:+6A=Y1"W!;
MD4^Q#;=""Q]Z\/#AL;D';$9HFI\W48%GR+&H)_:;!K)W3+8]AX+OX^#)#XK[
M;D^:@.7O_;D[']-0"T9_MFLZ"A:\T9AITIYF-^ETA*3F[7ER(P[JC#5+ ^;,Q MDV'-P0_ ;-!7<,(F$(U[AW('T?
\S7M097^ER''9I>0L**$\ BD(7_ ^$ED&, ^Q4N %/\AA7PE8@%> M_(>70(CY$R^!\^)/O
3\XE>\8#_T"@!_XX5\C9(!7]Z&ER\V$?CPS.5N0+C$ M3=O7D>@7;G=^!B+OU8Z]W1I]=(G-?V1F7+]9>$ A 84$%/+
(%/)1W#B@D$\$ M<0,@_70V"LCC=V.(9!^.@]=W5A)?)U WNT,8>U2!%7Q4H+D)U/ 1W&@0$9\ M(BCS3$_*
(B3^%RB/!Y+ *P[H)J";@&YN!9(@QA+$6 +FNA9(J()(B\!9SVB MN7/A>(S3:^Q1XC"/1P]!=":(S@31F4#M!&KG"8X!
KJX-EUXC;0#>@BB*D%4 MY5T@>>_-@#E&N@3>4Q#DI0 W"M_)*D;X++<&*OIWJ8I39?CP__U!_/%-\,2O
M'5VXN)<(^XP:4N I!JIZJZJ=OLL!.02!@R!P<'=-[<^PPEMW:QX \JW;-A^ M" /A]?BZ+' [WK8HX>B85@"
[X2G6(4/"._V3M&5+9Y+.T5N=]V .@*7^90Z M&O"R#$>"- 0]H)% M3AT 7M(+UD9S!+0Q&WDQD.)C S>\R?^
M%T"(I04D>B/7]'E(%$5# ^D6J,0@>.X_4?-4DJ:QO5_L7N;[J\VVM9?_T/ MQPF"*-[MF//S;N[!U=\78Z,
[@.*]37HXOI0$O?WN]D@?71&VO]W(\79#_WMX M'7S(4B3G&CL:_,&TH1O!ZCSC7-K,;(K]?L%B-
C$Z8[J1W+0]&RS7 MU(*M=J1J923$$LT_0KS 27-6-O[?"\5:[H^0<\'<__M#6IF_%&L>YE4S[[Y MX*H]1[7L_'0@-
L%VP'CL#^^N1\;FBHI.E9/TO)2EK"E 1S(!K[J$-S!>&P'$ MG1&PTKM\@6G4>IB$-P&PQA9+PSL'_8$ B
(BCKTD8J1W)[B'BG_// B$7B#T M J'G\9R3@G"&W\;Q\)#*D\2")LLQ);]D"U:!@_<%1P.!=RG@[T7YOH2!0.(= M.U
WK&KQ&1C^<[%*E&>1^70[RV L5BHD1_G,C+0ZFCU3RG%S;C^XP]':?D:?D M>'E$J3E L9DR35T:6>@6Y([: -)
(,;6QMDI:7$"TCX MN&:H1+/3-!NOE>EUIX\;PWC9*"Y2#ZX2B"^)H,.7[+U]5WB'\@G/&*-YJMS MM R>H-?
1]D)I;XIY; +=;QS[2!-PD4/D+ M#)D)\IC/\(LK>S\]X&P,_3Y;=*QGC*>3WS1N!/GLXX0+"^PZ'^]6!
MD=HP*Z%"9:+)87*L]15!:P)Y\NBY%A<0Y[Y"!Q3O./9"$K<,,/\LZ7X#>7@C
MT7[C^WU^1.+$!>3[S4[K&TNN/EV*]A0C>[5>46SW4XGD& B1YTB[BNQ;(S;=-OL;-U,K?NTV2X4)M I_?A\QON
M'H2X J\P$,D?OT$AX?O;Y%YUMR^(,7YL2IYC)J5JB%H_2;9DG![E> M5!IQ-VZO$"-(U6+"DQ6]R JX5"O7B6JRR22>
(3/B0P3DV&9$L*M4BB*Q9JHN MX=5.97;CS(BW$8"*.A+X2RSY@Q,: Z$7"+V+YD]@\6*TH,>6BQG+9.6"$4TO
M(Z,QX+'"=\ @9 M&Q=0##=+$S E:\C-AOTI-D^N4LU)I:4K-)0_SY&Q<0&EX =4(%U OM[T0/-9 MQ6 0$WD4(7B[;
(+JG"ZG4SV*I@FJF*J+Y4(T.T6L%T2$?8.)(% 2]+JX4O;' MLVB#(%#R6]D(!K^I M'&=_9)\BBS%(T_:Q.9_]2(
TNDW)DC/-#K7HXZO8<,F5E/2-.UZ$Q93>;J6] M:VP>S^6;3%SJY*IC)OD,>1T?(J T(C=-
JA'-8!)1PSKM6J*XF=PXL>9M!"#C M/4F\8&10=1*(LT"H,AVJEV\A0;'$EQ1>]8@3OV8"3GB!CPR^B[/V,
MC;E'E'9R);*S M*!0CSY$_<0'9[@=4H%[)V"O^4WH8!,&'(/9PH3X+X^XH0U4B:XS .KE.6"[4
M%@D8T7N&S(@[!'"*N@HD@(!%TO @Z7CRT1+_-Z7HBDJPHHX+)8XNRLFB/F W? MLV!,\^$3'.X>A+@
"APK]38)#@_?\8)ZU@R_ZRD)IRC?.77D' R@@ M_9*()U_B/_G*ZT P!H+Q&H+QS1R,;BH1R7(EH4L+R18?
TWI$J92S(4L^01*& M7X3B^TD8[Z @D(IW3->^_^!\5;+J Y[I!QT(Z7TG7%9"F*2/>Z MI4$X.;&R2)8]>@;(!72)O_
!=4N4>(F0L4"Q!+TW@MX;CY,[<@'5<+LK.DC> MI.>6HR33U4F\3QMILJ3A?9"OZ)I="O!E$I_V#BB @<]?
4%!_*U/MV\+CW[H. MS.T",I_-OE@PX6QN7MK06&:T6L8SS4A+##MFWJ-GP-P]"',)'+B!E]@S]/CP MFY*X=\[FI7V(
$> >*=5RU^UOY[@XP5>U9A/\MW0ER:HVY.4VGL7DA5ZQK MZP23EV<3F*1G=)RH=[)T)E5LK04>HDPF6DR..
[3K)0B88A:O9.H4?5,3>T6 MY\DAH?D'9DBXOB0CR9=D-*B$"83.CQ4Z;V9\V),N/9(L=4HM#+5>M!N*.>-L
MR#S^S/BXDSU'E9-$0H^V&E1DA6]Z/ MIYO7=H7EK_/(J\[0>&Q\-X3R+/H(_A[(D#^_M 8(/3PKS?S35D.#B?
NF'#""Q%#RYB&'_A=R[M]A=!D684V55_^7QOCQ@C@2T?M:]]>6ZWR$$X%5 ;:4G2>V0R#NHS_^[4R$$.?&(D)+
M5K:$$._6>!,(V2"[P"5&49(TU5.$'@#?,<)@)3XD*BK8[X]C..$ QB7"AT^KEESL&GNHAK-
M;6V!L':DYN$:7'T&X>4Q5 BI/^,E9 KZ'/Q'TZ6E) MC ?P-!#089YA@E9) M#0!
(%LAC/@3X2M5#$I!^!OAD:4"X'X%MHLJ @HT0,%B!?#4X71J!KT:"K-J_ MD-RZBBFSM\?_E0Y>X!"19 *ZY\"W6Q,
[A&QLQUV%QB"._Q-R4MT5W@"8^O>" MB_T"AAJZ! ,X2]YH(7*! *>5=908\FLCC0-1(3&KF&R#J1@]*VW?
C@60]9R8,4 #>L87!WU=\ROS"!2U"MZ8D"M. ^%$,UP= M37OYB_6@],BO!2#4<$#"CG=V1)AP#(D:$'B,0J7"X8U:;-
"]\E*4,W)Y'-FD M_O@W\7J:S_3?OSP1IP*>EQ161F(-2CP)D!:_?@CYS>@O5@%K?@UUWAH-9MIO MCI-Z.?B8/OR8.?
R8=23+07,=,'GH/X]?#<1^E!-7C^2F[=E@"4Q&MMJ1JI61 M$$O\1@7*_ODR*C4!%
(,>'4<'$+G,B4E&ZJC)*94A5YLID\Y2LTD36)RO1.2$ M7EZ>
2'ICQ"2K^*Q9DV8Q&8]A6VFH\7TIHC=#"$:5;52@[1'T.RJ.(AE[#;5 M2HW_^!>/O&*GK16?
B,WOZSZ:QC)KT;985HOQ&<+OE#!.5(-%W.IMVY#?@J, MW+S]]=0*LW+RP]&M8(:F!6+([
MFPTM9)*M[*BQ6>3#X[?J%E^@'Z$!APQ8CO+:.L2MV!J1C9RJJ"6U-SH;CFOR
M>A_;NZ@@(TE80EO4G+CVJK?:$(L.NUT3'/HT:_1]6@4F*32+LA*PD$W5L:CA M-
QEUKD';&%@XDF)8HBAQ$II:A9;67#+W[7?X]$"T& !YH](?$[.+V$#(N; M[,'-
EASS7(/#@(D++.TUG%9@P3#'KC]GUB.70M54'7&&ZR,<[0_Y#O9$ A-] M-)NQ=0]>0RD1N)'G]^. S7UT=G?
(@>!Y%/ !YN9NGUM8;QT27C*<9 /')]GY M,<<^#I(&GP(X(Z1\WM'))S,A$C!5BT9^K&AB2 CW".4>.]6P.N
#Q3F'-9U M%GC20J/"'7ZS=N\=8> MZA7!:&6L=G>\ZH^P-1ZME:7)M)QQ.CG\D-6:0)/@&#(L4%:W5LVP?(]0%WXIB
M>(UHIWXD*7X;ALM>8SB(%1M1+!.OKCO)EMW(SP=UM3/G+1\]&_''82#(4Q MN@,M,&&7 E
B@O(9,X)%J@CL#<'3B9=$\)<0Q 92;Y"T+ZE2OAM4W3O_"NT. MP.X71#TPY (Y;WU'=IF+\ DX&0+GF&$V-!B=$D ;
M!'ZT1C!)W92<4"=XB"P;)P)Z/A[4588T9]E(@M\+9C(GD0G 6"77L39,[A/("=AGOMV!QA:,!O)YP2@#0EM2
M7%*'5O4>KMQ7SRW#/$:0Y_Z\B2CW#6=M?V?![JH@0V\Y#S'5GHD/O!T5GF78
MDG&>:\'\KJL+GZ*?.ECW@X3NJB8D]!8Z\KN=8(:=]-60K"(> M%J0M;A?^
$"%8L@,R0(+,/_4&93P+:\Z$[!R2'%5()GFUKR&)$A=W#-^]J)# M.5V=OQDLVBNERJFZ0P!G[:,2Q>6I^B)?
G;5CAFD968.P8S 4#>^'.'M'Q%OB M[$^@&:?#8TG]ER.^4*P+V5#J#DP?'8N^A)8. M&P%:9H%8T5ATELG!6-ZG0P
O;BP#68)(#4&>1,$;F+?P61J73&'.,.F.J(=M MLCY;L./<>J$7V[H/*/P-0QX1^)ODZA"H(Z \JM^:PA0$S1OF_00;+<-
MQ;W& M+%&:",$O*1;K M.@Q["4A[22(<$&DZS*B<'.4,1:#0M M#((B%'M-)/X;VOVY2Z C<-S+] &MR?\(1 MH?

*\+/%/XR[^.X'F EH.;>IP7.H\^2"1DO6Q*IB"(\Z6QDNF%4!LW-FW6(KMC MQFG9\#>[-W*23Y'A4:.:IR6^F1&313U?*
C:<8I];Z8&06GY=J1L':8.N@.J-*JZK0BXC"IYC(ZJ%]@F$]N./!(NSN]&S)#D*HEEO='' MV%HEQJZH?+%LV P<2CC:*
/Q"X%/F1Z,CUR+J/4/U4&_^>'6XM>N^K0"'C;P1 MKPXV+8H=#I9-8S;B)N/F'_^JBO"6_GM;_3GZ;N<:\UN]N,L)
<];B!:[>]_J35,="\B>>,L1J9P'BWL2[$033-=" MARZ">##C'BBV5(E,D=VAH")
#\4,V>"=7B#&#X[XKC_PS9WQXX52[\8-MX#= M<\>W(2)5VX^E.FA]<9SU-UQ#Z)?!=%'$$H=9JWLGO^!=!G "G7,
*(1Q1]9EW. MFP\C;I"YULX!.20B(_1A#,DPG!*_-Q:)HH?@&TL&I(62Q)%7*KF!)6Z'O./4*
*M2>#7"J((-98(8Z=G%GX47=N;;[OZW71[WZ*T=@<60"2C&-79<4%ZII_2,[_:*
*M(!QI]!BCCA*LC6FSWJ"7S$2K)2G+IH)LS0MF;_X6?LKT.*X5&KTXG;_90TXD*
*MA&DL;P?)FY=,WOPM!#7YJC89*ST#6Y?(9BK.+=;C7#/(Y;QD+N=O(2BZ:*S&*
MU'(HTQ9=T$921=T4\D%JIV_N#$%(JJBB.A&H>8%>2-%.OQG+XRN8?/+Y3$_/M8#DQ4X!5L7]6L#L?
$%'UDPEL+MERCPQ5&.L"AN$+J!)Y0904F'#8>===>"NR@ M.]M!+KQ6>I#Z0"I+1$89ZFQH;>*=L<85V8+=AW.--*
JTNAC;@5%T :/H\LBJ M#P;Z;#E/$[1EIC>]VJ30[]4#"^DB%M(5L+4RXCU&[A#T?)F)K&)QPRRE G/I
M(N;2Y;$53D2+$[G9+E)SUEB8:2.=7&=3@>UT=OI\AAK 1,B6ZYJ$4I0HMW< M,I?-Y6J?+9GQ;W 0MMD*
*P(0XE==[(3F4Q_5V*_+AT+V8&TZ?V+#AT.B3- MYX!E"N1[FOU3VE\I)ZOPF&.;F[;7?\+-.$#-".+_&(?S2>!]*
(5'2Y^BQ MA(CM)01#WKJMPU@YL)2MD2QQ8#:P#Q0A%\8PJ0YN"8U#+VD+G 7&PX2X%(=" ML#@6B2#3&A
_C"_.#DT['@,)G!J]=T)MWTTW'"EE^OYYP@6^,-V#[SEH %: M\=NU*
42X>X)Y>YR3JPF%DK#2!,40#+'.JE4%P\%V%8LD7MB=)<82VN M.*MC]5*R,.FT.Q:C 2,M'CO31, A82!W9*
*F1/P_H\9CBCH/BVR.LS^+P,0L7 M/H5'!*JZ"RE4M(#TQQ?1MZ]5LI/4N-S?% UL'9L.PY52NU A /K(^&OBU",Z M3,*
*[;*2S$JZ<9>##WSCA(OG-XUDN\0PE\QE]^.%(#+&*Z2J2Q#1;<[UCM,.$5 M< 'DA!^4PKI#QPX;V[36-U-4SU(X7C?*
H:,5(,'3/4HH2N1I7S$SSDYFI)Q4# MQXF>GOK:'3W_.5IO:T!T >EZ203 +1A(&8:7WE7C@WH),OV=?O4(F3"K-
K@7,L#ET@GN^, M$XM:VMI&;69T.?X<+8][BS#P#V*O]<8!QFC7S,,/9L0EAY &]%-9S+5%[<4*
*MP@+V8"2PJDZ;"OHI3J/UC)K&__L69 L#Q4$ M>J4,*VA@>=F$5<9[J5.HD]=>E86^U]CKC9P4] ;O%6*
*5.J!*6(.!,>O\C2AY M:Q#N#MG9[?U >P"#/.7:R6Y*D).B?5BYX^77WEU(]Q9^&/ -ZA. ^RK9OURP*
M05\7]Z3]9VL8SFJ%#=M)$8]FZ<7F5JG7IL*85H$6B%VCVJ%.Q80KAH HLJ/&W6J<-<[XZ? MML+L4T+[I*
6(@D"A&@54)#L)#D*@1CG<@??%TC[<_*2Z)2P.5E+\)4N[3G% M;Z=Z;%^M0"EO(HF_%>C.7N%S=^^0G%#=Z?*
[<):P/L*I0+G'JAOR4FW<@[U MUM ?A,.WOYNPRUTJWWMZRQ 4MR3U0[!\4IGM%->Y(LUWWW CG^>DE^J!V[/?*
M#G4$J :E%B+)@03G?@W G6.'AV$LXZ!V\L,$]B# K/2DCD=FTWR%"N3_7RM M:Q4*]OW5Y3>RN^%VC/>*
[PQ6:"2U/URVZ/1/6&J<-\P79?B.E&Z;8WLF,RNSC
M%O".H/NNH#;1,NT=&&_?:YB."6^7N6V*LNJ[498/VYSX/2./>B?>Y<8T'GL*
*MMMRMYU0]AS;NA>HZZ$XDL,BTC,P9MV!#Y\D%&>UK5:HGKUKQ+M6/M9/CTU*_M\^-0J0;^1T@*
E.!U9BZ)5RN<&/7V7N_).C-#L_HEZC#].K M('_OD@GBE2 "1/@ $3CQF@@PX0=,!"SA$T0 EH@G*
*TQ<#A/HBH7#:S!^2TO? M;M>)+^SZJLS_VUL^:>GROZ.#*0^]4.]&A>-___?OT46NV7*4SN$=4S>]12KQ*
M7BN%3P#HQ-%Q_H!>RH5@].,H LKY<6N/_7DW.WW\^$%><&-II^\E!./1L9,JI:D9WG2[+84N981 M$V/FPPLY
UXX+^%_-B\\]@6UX3A.<47.+LVLMC"+#LJU47T%>2'Z.5YX $>@ M[:0W:$ZRW/E3V[U,7
+#B6UX.]206>413+_KJ[R?Q--^T&^(==.P;2T\K!84 M YVCI'0=YA7!G(#T>C>DX;3N2-E@WW6'TO?2.IS,CS/#U?
BX\PR8Y0 MT7B7+5$UV"P+:,)X-/Z"8:=E$ $WO!]>CYN\(.&NPDW3+@*A0GQ"<6V\PLV M5BF6E)4-N*
*'H0A)/OL2(NF4CHF=\C@GI^IYR#!GY,MP:&N1P;2.440K&F,$(2VT%V,F M"K4M 90M3@1.YV\XG0%G/8G*_CIG)1-*
*\NCPNM[4900T6 *.!5"YHUGBQP!Z"KX'^TH/"#"MZ_1,%)Q';*]R:.?2K40B M7^?H*N)@DO-)M%5*
MQQ6>)F@6'9^[&B-/LF$"9])# M;%['9V-V,K<;EAO3.!Q9PR1)2#.%V8.1\IY;K"LKH@Y%3;+4BN,%^K+I*
U&GNQ(BW6$H9[EK,U M+XMKFR%[&KE_AZ&6-:;\NI!CR=*0]KHN5@NP.'7K#-$Z<=^.TH$9,QJO]Q613HJ5(-
*+^VDQU;6-FG!37GQUVW MH.9M@^.]I+"::@J. 8Y'O*RY!($3_S@%?F$$D-_^S+998OXK342A?.=\'% (MK*
"$S5I01/^.=8I%)51B@>C6UU["'8Z_[-V+XA0X"_SN-.+<%D)_PJ\A<@@T MA7-4@3[C_| 2:G2IP.Y"W3,@4K>=O,X*
[I'2$_W(^M> ^D+T.RP?/^T(!85 M+'-@IR/WD.:@H]AVRW (K$ 75K!CU?6<)$59H[Y/%Y'0)0!'7(K?$UY I 8:K&%*
*M7 MZ/ADGMO,C+!]6K3+6_H:V+]GD3/Z&#FC8^10*TUR]M\ D%'Y/534EE8K872J M%D84-V:B&>W6U0*\8A,*
[]AG#<$DAX!/-G1YK!KI)]@4]@8TEG#MRC\36S6X!
M_X;@)_PI^%.:+LD[^)T3^_!"&TC>4TOA=NTZ4+%QE[;2&VW/+B?GQCWT?:_M@CC6%JZ>@*EB4/P[8A_^<1E1?*
DY\$S<5W\ .Q[X7XOJ:." \<3 0R4&AE8B M,V*4EE:L1@X%9NQ_\4VO6UJ=:2RJLX5@1-;@)(,ENKK(1MVL-M=?*
+TGAKS6,&X3#W2!N]OTPQ%2\ ;F M%V<" %Q1D$S(4]ZZ=&C! 2)T5 M,ZAO#0]3;4)S 6[-AB 8P1NQ8.A>TI 1.F?!
*Q<-;[5) M_#^"ZB(R22 -1K MGFA"UYP#F65 NH*S[9F(;\P'#Q,/[OGR>D.X;7$YUIC N?^&+6"<]GCZ4N)0 MFUA(L*
YF8)\B:)!.6%D\N;(7+1.N1E7D@R7M"]'7O5UX&W4 X5XM=[2=_=^>
M2MV\H(#MR/+Z97L#FNA.:;Z;B;8+I2)GP>&&Q]LR:YQ]4ECFE%CSC=:J4<8] MF 6W4(=JCFMDUN)[XKP]*
[]R_+;X!FX8Y5%";Z(: K#W MT+MA;]Z1+(W1A#U JED!3,AWU+10G(.E 6Z'VN2,L&3!@)9"4V
MRHQ4>&&1:.NG@AY\".]($9$0--&UW2I"ZG89[@ D^1U.9X;C7UUMKCLZ4 M[$2I.-%H?N%>C.Y8OM#7,
(X]$"3;D+QB?PSP+^SN)=+)])AN#*=4.[ZQZ_5P MC)M' >2!$8/\NQ.00\!"]D;MLH&)Y9A (BOIN^N,!-A5RV-
*[[T[+K1PXX"0W ME18VVP*T,4?FFMM!GW?[UKG)MH;7S"\ML]PLW.;@=:F&-PWLYPT'S%5>D%]#*
M>.@IQW\!>I2#S^%81-#V!OU3A 0X\HP+6G(,> MU.L?]H33W1PCN%>W(^'^B[Q- #L0:#K8-*
*1[=/^SL>&]>A")OHWO+V!N"'+@1P MVI8#*0-@#HU*0T#-'35!T-WM2- \R *XNQWGX%;AD+U)/5/7?;9^<56SNSA9*
M$AUK&07ZD .W%<.>1>$8I, .C81L=+658UU#RWR+%]?T-! 810A(8"),5-ZU M.ST[;VM#
[_7WA]"G5FY_6'B:+QGN=:/ 9&1%,93B4#-^^*HTL-4%\!<0]8[+ MB&-Q-
&.8PXQGM\9,J&D@[4#.Q\V!P3K^7@7+]XV4./$$#PTM+RK +R[4E$O M0U(7SN$"\D9?>Z:LF8A45=0-
*T'!73OKW.'Q,'"P NV#08]Q-*O;3 % M[MH@1>L)4$&=IVE+_'ES5O0>5#; M6G>O $'N=UY#47<18.F7;@!]88D]-*
(2BQ8R,'&75)NFY;9>4,,E^ M6PGF@)3L0B&9,@QK[E@2'E2S+E!; "OGNT4/UDJD/.@1.$54;$[!$ GMA@;1@=Z*
$7.PZ/ZX4=KKW':BF4]T#"=K273[>,S9" MCAO_0;,_Y(?+3KM %U!.V[B1 +OD^*H5X)9^N8G 6[+@1G=.R-3I@^S
M.OI MN3V2?:-3()_3(GV,MH98N,O(M4I!;:^)U_O_;>?K (O(3K,5$%//MT>,'&1 M[H#$:SSH#NB+#EROB5B
*"#\@(OJ:) -,^ 3D5M4WC1^;2$[9I_,@P>;*F?!]I_[LWW1L =]39,G))+[3OCW3MDV'Y(X7V MI%C^2'W!@2.YG[*=ZJ4:*
*[%Y=RC\"G3BR_RGIY&S; MW4!;?*PM[M#]Y2#0&W\ECDX_PLZC V"TSA\77DR!/$\/"%<7/$/CU:\?D]['L M-*
O'H;;/SQV40E;(4XHNHQP]J"TPS$=.JD6VS/3?0[_I8GKS1_,4<>,XT$R;=&W5'M7RIT$[2*
M]H/Q%&6M+:E!XRV:!9S499/3W+31=-I $J_)]_IB_*8M>\KM7^@VCXHU$ MGL?T2B]M0?
*A(M+E5U(_I:5Y)&3TE>J[N=EU!KCV&_T0=Y#-*RD$R>>!#/9X/ MY8-DNFL79[^7)=H!9(QOS;+(4,ZU-*
UB]01.Y>'QF%FB5Z(Z=#G\A\C42/VWS M]22NSH_R<;Y \]?R5OQ#\[2HE5K3>3>'L:,8U2NLJ,EPX/;I S0?
CUZ!YOWA MBAS$U;\2.'\^QV57)A,X+3YS6H(8YP6*0;I;^GXK(K-(99;%8;J?GA'I1=YL M9N0<+X\9$D4Y$Z_1JX1D
*C?R 1GFJ0.8GV>88K?4K&:;K3C-KHFD+*X'V7H' M=B8$=D.$?UKA?#O*MC[[4D/K:*_&*@'!MKC]IU&*
*^Z#@==AYV"?NHZO.VW M.BZW!X24K]=GX8H]Z5=D*ME?C(&*B!]W9ET.K8PVB19U.E^UB@K.2^_*
*M/!E)%%*BP*Q*HUE];4=$(AT5R';*.18Z'"FDLJ/A(MN,8=8BG$YN#+:/=>#(MDSFI?*
$6@PQ&^1Y6K.9/3A0F='\,;QY(G;V>)%41%9ONU7J=.:78^:1XMB?N MD&#GY6F7B='MZ:Q?F\\+]3D->^*>O-*
*TD>F*L62@GJ7IUJ@V+G9'1,^'(D[?3 M=4+"R^UY?F;)NI8-B]7>%HG037C$^3.6NVJ.;+. 2%WI3:YE&?"9#I+\-*

*TJETA+_ADG7R%_MGO'QLK!//6*G#CA*#(T_6.>Q5]$E_G8]B"[.9Q#L1.[G.P2Z_)^N,RM45*
*MPR1{"ATN3NCH])/%TF;B9_IKUQ?4WT]5I(HHE#-=WH"NRZDQF#DR3KM<9-J MC]5*W%89DB!Y>/8O)Q-*
C&IU>MVC4TSB].T61]?# M;9C8>U)A.XE"'/3;8[!R).WET9K<@)=BZ4&3K#49'#N===#IJ6$-[M&*EBX?FX/&*
*<:HT0$&#Q@Z,FLZ[%";4;Z!;,.!/9XTHQ7)M MF9KWL7RCDUO5^BT^#D"*G^D!KN5':FO RRN,54#>P18P*
[FY\1970AKXJ" M5&%GQ)P6PZ7T"ES8-8SG<_C5"R>U)93DF(-LF#D!2U.M&PX]&36!!^CQF2Z*
M(%/".J_/^IO5.B^"H6>Z<>,9K5:0:[1)"RW;HZ:X5DF.89#3V852T)\GBTI*
M=4J:F)GQ5A$1^O)K)TVF.6DFN:E20H./16G0E+,1BFB M2Q%XMMG-
*)3BJ'$>SGB"V/M79FK*0"E1]D9K3.3W;LIM@Z!FV[HEMJ<@NPB*U-MMC?*
*Q.;LIT"LY!8>>=H)O6T8[IO%CC%TOITL])C)%?@R'GBQ@E*Z5>EFM)])D-MI5X@,XOPK#P&LY[A[%E,*?*
47[3GP$,1.K38<#9:Q,AIZNH#8:-:8M"9->F[K MA8DJE^-+H0F'GBQ C-G+2728&#A2H&-*
*=Z*U:GP,AIZ^7RD3RTJXD!QB$MN5-MIYU$M5\+I\[UX==*PS2UB(4U*C\@!I%EI-T;:7#.DQ[OS;%F4T9F4<'"+,.W*
M,BVZR$R@+C]Y^[PS,1:].1VAYK-U+=TS]7EM?;9C?W49T\DHBQ.8T]8O%'K-M]U-%./+D[?ENI\N2=*J*D?*
P@@BU3=:E3ML]U[&?->#\R7A'4K"V$>^%(OL0-M77&NN_Z@L.IA_>B\1TEBS-*FA6ZI:I_MKE]--*FF-$RI=-
*O(]_#BU!RGQ/U._M^&_P>]!OM+1XG*85-M^P&$_:85*1<*;S2JV.B9*5[*2P)&8F:LGEL-^"4>-*JX7*,*S_GXO4X5,3)H*
MD."7&N1$@_!XBX&2+PH#N'"Q-!1!,>(,('B-A$DT\0-M$7"$3Q-1<(1O$!$H:U\@(A!-
ET7$%Q,L/PQL/&>_D@=H+'"U]D,?>>Y7SEGY-MD-;NU)CC-\W\[%3QD4+\F53QD7;ZF5#YZ;QR=:KXW?WWW,
[T%Y,-/QO?@6S\-M<;(Q,/O;D8_*E,$QO7M%I1[/'")()-MC/XX,1I8YX%U'ECG@6WQ.:APJ@P?*
*HILUOP>AY&OL^K>0_*2-WT/RB>^MS98P-M9R4%K"@@@T-PN-[(>*P+8]2F?1084($!%1A0@0$5R,D@4!/83V>((*
,>P8Y+-M%BL'A!!(!H:]:N'E\5-SD8R$&'+JB5H'.2-M$9A(/]I$]DBBV\7C3TD)2"$0#@Y9H%ZH@8$4&$B7,I
*>^()4U!/("&3C367C-M-]-+0Y>XP*JZOE7UP"2".J;]%=!((%(^1R]_>K>+F1/5,EB%-_ZZP&W5KHEV*
*M[MGZI9IP)L(P%M>SQ[:B+A_YNE/GOYA(',*V93[/<+%K.)-MT1F[52'-6*V5EL>'UT^D#*8N[MI!XE]N!*
[GH1HR9:LJ]69X<,9/4RLS+V>;^-M?1/%6NXV-TZX[23WB-\)U&WOE\"VUTL(>0OC)OIJ1]Q)B'2^'B:"L-6T\0?*
M_\82L1^_[/Y>RD!Y82672+,$.WLYZ-MI+,9M-8B.YC-AO:Q/_XE-7D\K^"XI[U.Q=]H:,R?M!1^>NL88TE,D(NIEFZ*
*MW,H/!T6KU*L4QM>_Q?%#3M@F2^Z=^L/K'7?7-"76V511;8U[5(]7BRV-37L]-M@M=*
*Q($<2KR2L:M<[^@'7@B4Z%.S_V=-;:A&,18K%9*C?&9&6AW-GBGEN#FW-M;ZX_PY%[*=!M_@X0D_I2K2!I*
*C>90I6)8W_\F\2)-M=U2FW\](MG>+D6C^/-?*C)XC)./:[K2C\?,7_";;W]MXZW=:$3)1E%I-."K-M?*
%Y7#>.,,6S9B=%@FK7Z,PF/M^AE3O]3'[)!&^'/
M'^DAP#O8BH9A"7P6W3_G'LG.6O_@K8M/9_1]=%,GFJ:=2M)6^4-S73K%B>U-MX66HP-'\1<"/]7V?P5!P"-(^*
1!P,!U..LZ>-+BN]Y#L<,F:MVUG:Z-M)^J-WXFL3[8<41.U45!"@XD[ETP-M$?@@5SJE<-GF2-"-
Z$Y]TA^NH4M(WS5B*P3'HI1"1E\B98XK+-M>2D_0QW=F;FNY9_X5V8$SLH%G)4S\N.+
*[HH2KU.Y>:UB4'FI1E2%5).)XF,H-M6X"_$MU+@0I..QZ$L8+3D&?1-P'-/N)IRJ<*F(C@;.6S9RLNV9JJYB^:O7EU*
MT]?ME2)AB%J]DZA1]4Q-[1;GR2&AI?Q>W42L6F$K.S3[=,|:=.;I1@UOI8%)-M@J.L+#SY$B.NF(-
*Q;X;R44#NKIQWNQ.;YQ-P%RF,NH:(>93"J/R"%L9I5*ZZNH9A]7'&U6.-@3ZE1841,&F)B\/U1E@EQD@L-.\[\II(/(E,*
M^-$5,(^$CA\AHG\-S3W@.6%0=15473V@DW")]JMI.9H;S/KQ)27A&V:>K5/Q-M!15%9%O$1BUVS^\"/4S8,Z&
($W\=C>Q.^7157FU(8P-M5'X^6S167$3/I_-\+P5E-TH&3%[Q?H6'598^#0T_$CI^A)S^-33W#,<1FJ0'-MAQ%?
+E/R:75=X$=\QX]-3(!^\YX?4:AKPV&/5G)T?82QT9Y9'$5U8"O$H:\1-M?
*8F=R6<*3C.NEQ#MC]K=6^1$^U'6!/[+14Y#3N3.%_V7,;5)K2AJDJ*%L33(-M9*DT95:,4"8!_P5[30;%3,_)?*
L%YR<]2,P&Q/^)YRZ=:1$2"TY?_/EOUU_>;-M/WS=JB&GUIB;TW0:FQ=RQ;JV3C!YV??-'V;%96=\;"T:>0$Q?IX7-2?
$H/1SH@KXIB:0=GO6(",85-MNX!X&4)6RR$+]\CX5[!Y&-0-$:0B-)R2L-(&#'TPUM-2/K^V#WWOK3UV,*
M%3CCWY-4#C.D%)YR6:&CPD>?!\=$3_"9<'6-LDLJ0;&3-XZMLF@""(XY\=#P!-M?/0G/E_P42CZ4:V-
!Y8>@8O^2>GQ5<]]E%BWY/1T,%O4Z_6\%:HUJ8)98KC-MN9]6A#Z-0'GJFI@?Z\)_F4/>\NSQ+8_T22NBSJ0$3=?
[2J:9,KJXP=F01US/-M'@_Z+@9]Q'%0N#8_[["38W".MBA*7SH^"=FU693C&_2=#D]375M3.R(A124*
*M(U=R_._GY2.C@QW)0G#(_ME;Y2+:*L2K%H#9-T<-?[9O3^WH_DTGOI*,5^A**
*M)R_08::I2V;.+.>:P)A(H*SE:/0E$;FBS?TSC(=[\]5U3PN>0%X$WORQO/BB*
MVRX6V'VDF'V_$L$4='RXF\84P@FY[PG';H\&!^Z-ST,_QV-_F@H]=C<41*(FT*77/R-1XJ]+$%P0_QT2\C0-Y]F1-M-
*>^K5-W.*YEU7@VO)F,H,9-3_EZ2*W+"_S;A>_X]$2L^8?H+4J>D@+>8O_#$-MP;H09>+$ECP[$R$$T<8JZY*
.7'UI?"A_UR89F]?>1;^FB78T%5.$'@CIZOS-M)[MQNI188W6=Z4[BN4*M*]FT,"C6>7;0()M\\X]_|*
<3KZ4&N8PJ9$]4R8(P%_M_O^UP7S]>YMO-N8$62OG$I-QGFY+W6Q,Z,A1L6[#^TQ>3_N)'(%9%V36S5'
*6:"SXEA#:>0B-&;-G^&&H(0,QP'&L-M-FHU^-Y=T"R=FP#9#6AM/@<;:V(4L#(P-$P1*V-M:U?%[2K!3]"BP?*
22PLK.K^"&._&-CS4F.R$DJLZZ3R>S%&=W1RB5P/\-WT@L-MW#^8!MH(@-'-2T.RQ#K"]S64,L&;''R/I@++-P",!Q3B
,;UMD@^-?2CP#5-M%L+%PH(SW$].FZH)0+;5D:$E5)((3F_1M@UV_^.$^87<^ET3I-Z$^_O'-TA0-M;6H-*
*(V>"W".$_K1-SVICL4%++5N-]%=*5Y+P5K_MTP+(,EEB(8G85@?XV8X*
M6).\9JSE60^K9V%U31#U^S/X.:"+)HR(%N>_Y%C-#A:V5*@Q3%6@&&[GH:&T-M!*
<):L5;IZ;S$Y"O.$8RNX20NH2F-QLR':CH6'6"8>&-$3U2,QKFJZN-%Q,-M0&2AQXD57PUKKD!0=?<1'(?O(:V"Q4G#
M1!4ZHTB"PF!9R+#FX-=@-F-/X"$1%D:"_E#>0990#&'KOQW])LZW6_\,N,MP-M%"!Z5#[%.N(1_-=U_'%\1\'MZH.D-
'R9+DS-+-"+E57#\%ZUP_S[LOY/]$[-MG#/^^H4-?7\6/-*TW$3@+5FHBY_BN13-&(?^]HO'7-7YS>B-[.3!F)D;21TQ
M@ZR=([']HDJ#J:K4ZR'-)2\7!.@0@,S6P$E,'QO/%N$=2PA.'![#7]R.ENU_"-M+S\9-W4)U9G!/1W@
!FSFB'\\O[87Q1LU^@N:,ZNP@CABK>LL"R(YB_6,E7O-M-0J'.$_<\P1GS-X!@SL&/G&/*K#_PKV9NKK$WE!T!
M3K5,P3MIPIQ]7CN"OC?P\W3Q-]C+]M_?.G@"FN;=C]\!(FZ$"/PU^F[B8("(-M&R$B^4H$'.$'1-2BR2>("$233Q-!1-.
[=]-$B/@:(KY8O^-8K7=L@9C8,\N1-MG1Y_)8[\X+#SZ!!RHX,7'SKM@S-!Q!#P*?_W[]EK8^$N(7@1A<\(1?
T+P#+J8@)R."WR>#1J8-X-M!YWO"<_;UQU^0V"V!5E&K5C'@B+HK(P"="P_EQ3),'6D&B_&$_>N;U'#F_4*
M!SUP+I&UZ[B/ZJ6]M)A8SQ'RBAOV1;_WQKALF7>8,J7PJ0.6-MI)P8O.'-+,PCI2:V""I;76O?)$KB=;&$712MRP*
MFL;6T>Q-2FJ5#36_BVR9U00-5QMIFY8F:5.GEK%Z-@YE"PED"YZX7/'^1REI-RJRB,
[R%'%8U(KADZ$YWEP_DJ7^\O^GDM-MQ42@C19[3XP&PN4'"Y>3=BD_6;C.L77>3;<+7.#+N\-?5I<_-M5R_[-X-
*S_H:#?^3Y#4IH;B1_F5%/*L@B0U)U0Q"-(;N:Y/4Q$X7&733Z7H>[-M0/H$TN>RX3M_P\$_TN<&16(WDCZ9Y8(?*
E+D^3[?G[IG%(6>Q32!]($A.C+V-MV=8>=ZCW^&I^S7%/(_-9HEA2+-;9F=_*$2A6AXVEA,TVE4*8T=9*
M#MU'YWGE^337=DA(\ZN4^)-B<-M^>\V@Q58.$)-7KNPXF2+=ZN/-!46:DBP=\0<-M:!,3OFNO(@^A*/X/W*V"-*
*-'[;W3'*6LSB=A]-M;T>@XCRAXO2%0$1$$)!!U%__9H)6J5BSEEA%G'V>?AY-(7--N>9E25/)LO:%-MEP_'F_,$RV_1\;*
O+SK8]W-S#<'==>$X?=%^WV!_GN%JX-G^4ML59T^M,@SP-M!/!T1TE.X&F5E>07?X-M&9;T-'M4'/?AV-
5&'3QZ5R85-VV-%V/2P7?4B,-M?%X4':3^'60TBIHD6/-NG^TK8O;W,B2_:Z0TOIB)-M@Q'/U^N.^-M)%,5.,Q?
_YR@C\TF_@&5!AO7W7D\X.-@N$Q3S50992@8)G\(4-MO/MO0?.$C;TO[$>,6+OT/K[2=>-H$BD'BGJ/XGGOT*-A*)*
XX.8';D%-A^-M=5Q3M/OLC:S3'6@/H2AC^25\'(B@G#D_+VXAW**Q$7T8WFGKY*=#Z,D>EA$-MM@/2\X?'PU!+?@27(+BGW!%XG\3F/_+OT[@>826(^]-\,+@HQ<>OP>ZX-^/-MO)#&12)#D;R4P<<\@4PIGI(H@I\2Z4P*GZ*
*2D<(@I0A/OT@3&1*HP12/"'5.2-M)X-XBEJ@O!C@IP*&:!&I\;CHU\-!0K+;"W)3>NHNJ@L>F8]Z8S:!9G'>.QT-MI6)*
(R17?JV^9XGQ#DFU&5-IY&-U-G:[<;O15,'B[FX=F9NB9
MPVJ]8^MB8\TM25V5)NGBMKN6^51X)=UN+7,FK69IEGDK96(()VV!U:&WNZM-MK!;JRDJ6$8R<;->(0JDGFJ?*

#>:K)ENJ* M1C#+&HUMQZ28',&IK.$33:::G!_V5SS7[!>VQ56JD<=4#ZPD3E=.Y\BXL5R, MR^HFDQRT-LT^I9DTP'OH{65O.*?%D:8P@M+S[(>IK:DNIK+ MLNOLJ,(6ZP/V'#;EV;;=8^9*E=D0$];.S;?>M@]7AO9)K;_^K>!C^F+[8J8 M&:NU^>H0[R<;|^M:Z$Z[_(I:G9:;)E=J=D\49E_ M@T[XX([N0C4KK$075HP^HBI%DBNRF)5!D[+'X->JR7U%NWRI$%QR_&)K9[:K MV88*90!_H(6]H8CL-)!WJ)FA>X>/L!ZH82N(%V#P?O?G[51'"$775W M7!X<%[K$-7B_A%Q#5Y$$!&7!T<$$;%HB@@B8M$4$43$Y<$1* ^.8*K-"Z"! MME$H/O M0>+?70V*7I](WJKWCDB2@1Q]9-_I?SW8J6_L6", !^\^]Z\! SB M'@KWU4/A#HGCWFD#NT1/A;@A3^I.V$VW)[ZP[^2LFD>L+MVIOGI7ZG0?.#ZV_\;+'@&-;?/R;;_6*5?='H(O']R?M1[&=S8H['Q!H3:W0; MI+Q(K#_%8]+X0%[U#]#$OK%DZAXKG+X!-Z\S6^+/WU8#"1@PJ(^'A1KT2E T M/^7.",HU.@?LYZ?F 94?@ Z\Y4Q=TCHUK=4GTFZMD6XS-<%276'"D)F"JTD5&K Y>77Y><=@?8?\?!FP4'YB^ .9#@\B?TU^_F W M3E[2X7SLG^7(B5#;@OOT"<2.G)A8[XE88T?.=]\;_=-B]WV)^T%)NVL'@RR# M@JBCLOH/53X==!E_PG74\5V3F3MG M?2/?7O2;@"GY;'@Q*+K]-<3FO?2,= M5*.=U>1;^SB0#ZGH>XZG X9O^,TMFE._C--N/K/]WNX)M'+D22NW^_FEOLR[M)<9-Z=U.,N^BRA;6 K_?7?3SH;FS;D) _1 \H9633F4>*/3<;("X$^UOE)ZW M=15]O_2\OH?C>Z6GW"OI1@K+X6IU8@^=OE5.;NJ0V]_O+/KYT/R]'P9GH'TM1!]2Y+FVW;^QU6XCTEK[K>W8V'[_F=@K3O)=\#O)JG#"/"ND&U5N MTQV@]BA=M.> M-]7ZWP'%^,5[P$AO(L(ZA$EOS/<>VO!$@O4G^D0_1Z!>GU5]M)>]I^-@B!1ZW+]'/[//:H\=K_7SA-P MF1U8"P"]N6>AKOMA3OK >RUR_I0S*H;L8GAR1;1;*R\:S6<5O3DKG'(8:/2 MUVMPX)?O9($?V\Z.3,7M[$[IXD:MBJA4C(@H(()XS)Q)J* B9@E(H*(U",1 MM^^Z("8^Z-%_ZY+ ^WJKO;_*;O,[[46V[]*4[YXX;ANS;801@P=&'X"\7[#'SMRR@B$+D_DB*P"S3N"D3B?00Y%$;*Q7Q_*7K[:<1?=.MD M-^;;99HBY_/D7CBV>B%X"L MG#.^W312+(QZK51-=3<9;SI=Z;F>L!OF0CQD\,Q#AC@7+HM9^/S=]9V?5)9DIIP88@6*]+^2H7HN%9^DJ:::6?4'M+ZD\/!)=J:B%K?D[14E+#G-%.E=MCR1?D 0]'IJ MPYTRY5LNQ1_(E/>D$+S,E/E&O^9.6!U'FO@4G8I*!K.Q"*H"0Y<4/7L^T9AEMNYG\0=<;-?\8)]ON0_LN9JUW $+?';5>)S04 EV??]WSZ4KKZ]U VA=;,@ &]AC-BRA5_%\&A&+=#!I._60QLD'MY%5E]G>RT[D(:LQ.=U2*>RUV&J=DIZ.0.9;+D7BMK%>[(WK$ G8B(#NE4ID' MXFP7M[,Y^Y=F@=-<^MD'YU4%?SW9)+[?@@\3TEC($6%%)]"Q0E/B*3("P*. M\#@F(B&2J*$I\&&CL;&-SQ4&.6:UDK-N=/Z(H]8*9-F(3V=KD3IB:7EW"3- MD;EA71@Z>!V;TF!EZG3EJ#QVQO/NV%*756_+D1Z:QGLLCX7'V_>S*YREM'*2MZU2L:7^@$^:49X.(W?'*M5Z0-Y55GU,[:D?OYD5Z.JU!%UWHF45=&#,#?(HQM'2T_&HQJ5$XJL8$S[WCERDRO,U.SIR!)2YRHM:'2+J@R6!DZD;SE^_Z7UU MP-/9>KO>3C(L"U3XT-M7F*6L<),999H#^VU"G,<]61 FZ&53*7(%$$*/(4C M /\$1H"_B2@O3C-_]DTG%#J=G#[;,&;M<8OE:\PF0Y,R88B,V)7/X;_4667RM?'J50Q9)UK4FFVQ:\B"EA&C*E>1T83&H.1RIC59NOU8G&E/Y'/Z']G*A+&>K M+-+A^H8A+[;2H',6_W)RJ&%4&QA+R[DX(Y=MC!$J,# 4PE4V+S =*9,S&652 M5+(Z/9\6%O"9H7TBZUDZVQ3S3:0O;;?IS@3'FU6X$@UM=(9Q?7X\SY2XS;HO MY)R:54@OSQ+5K)LO#U.;:I=K%C"ARS/80&78ZK@K5DUFIVTK0' MT-8D3ULO/U (-5H8W MVET9-$5SW9RZ--=":5XJ3P<\[/$0>GU&4@8=INLX2%]-L26GS"31-+WKKG&,M3\4:MJ=B'@&DK%7P0DY4IUT/K*1.5S*=E"4.*K6AVER+9:5%CZJS EP9)KRM MK+'B5*4MI%IM#N:Y$=E9;C1\)GJR4*IJC$;%0@^EAKG^;;DYD=W6$1RLGQ@Q'J-5JCA0;W)3:4+H@<[!<+G0F,K58ME=HN5V>48@5K>B4V;[?A,\-GJC>W1AI+TD4D:1M3!9]DFDG"XS/A,U70;7]B !.56:-->S.D.JD9#E>&SI1#6]B,&Y$& MDJQ.G,56[]DU%JX,OYXM6]6S;-+ \@\)/S^2:&^*=11768ZM,W5D+AM;:H/[2T;,P*:&JCBU]8;;Z)GR?+6I5YLK#RX-[Z"3K[,=HCN><;FI M,>+:-LF5=?!8](R4R*VV[&IL2$@1Z?2SRWEEN,9EN#0D)JAT1VU.L'R%(X5Y M>5G@O/'$]9^*GRZ=9BG&[N53):1:F(D$T]HX>HZ&2T,";5Q(FVD:H1:<8KOK M? M5^87EP:4A$'@R4LX540DH?9U2DQ0G2K6Y\3<0%C_]:3)56+@%I#]R-DS#M*=;FIK\T1(/YUDR8S,V,PW3H@CS(S:6Q6O,W$";"CK0=>T5RDN6DD4:G*$&V M^L-@[1X)42OV"]H@=X5U7K%%S;#=R54?;#8%];J&CI8;,-Z6M.2'&$=5.GZY;R&*5DOE^<>SV-\2C=.0)SXM;8&@,9OP6PO9N[)B,_'G!!9M@E\K.GB>X=I@H?W7WS^[V/.ME]JQ&<\W%52]MU=8P1L2WE1B^WGHQ1L0W(>*M+KPQ(F+1]+L0$8NFB"#BK1:W,2*N6OP'P&8GZ&FR&9YP]M"1Q]N!>N^5"/C;]>(!<3J1%FEC]I.]&6;$=PI,E?,15CO-&PWG!<3OW6##<;2?WGS>?M^DJ"H=U+MQA5Q5QM=@=_^;+%:]&7IM^/IUX1?26[+9KZL5)@-*1FC[MJ>UD68G RT MHC.E'9?3B&+Y<,_RX;8--Z,@'WZ"=O0.^;#I=4:",)SHS(:B&S7%H#K-M1R4 M.6 /&2QS<=WH/MQ&K9B%+2GB"G=-.'H/5G!!I=6T#+AE0,NA&J'WE0@])G*N98$= M'#P5' (6#HT%&_S>-0W]^,%^(5GZ'_O@%W[M$-S!5_+<+V@/"3]#P7_+-+!, M_.U:DFD 003G&[J6:=B2_0@VN)L-$-J ?SA_O"%XL@@DF*#H^U7PR=+:E'0; M#D.<*>+,_XDEB8:L PC#QR4FRA0\&QX.$+QB3':55& C_L8 C>NB(FBO;\M?M;MN28_N_TA3!)Q!EM\E@XN)ND_L7BN#+L>1XDJ3OQC+JOB04_(5/[_6!M/-K MP."CX9L@T/UZL!=>Z@'LMN([A%2-4DD'K+<[GB9XP9N 5(#',DT-2*;=*'KXXP!\\%$!J.%GAV<5_&&4MIA0\T4@(X"O1>=I8@+,'_Q7!W$@IT6C6$])@61L -P](W6 #[?\C+,Q_\OZN M1 !]Q3E>]!CQ;D7&/[BR>A:I;0#2-J!*@'& 1[BW%TH5B6U6*57;W2S7M IJ MK:(WMGV>OE&I8OJ%L:1!E>!N-BA F<]PST?;#0;=2Z42).XH]-44\MU"\RB$#C,9=10$3Z$8\Y(@J(B$531!!/:9>33V/$?%MQ<#$J^G?,2*^"1'(M8R:N08T"(LCXLHX&(N++.B*((-^8KA4CXMLX(A6[."Z(B/?G^;R$D3>]3C#3X$D&WDV>K-7_HY/>7*]3/U5(2GZZEI!ZIVV9/ M1JI)P>N6Q?UBF7Q$;E]\?XTF!%^\F%Z"B&,!>6,*UG/@X#OIX=-IG3O9'C=9 MB)1L_U!Y_;=7TP=^K;=(YE9Y0U^5&\&\C8M2RBU!\?'+XP)$<7=([PKK !(P MN'\OND&TI020V>_H8G2O!!-+B2]X67XJ41Q)D5CW_)CN>9L$XY_0,#%61^]8 M\[A&^Z^[)HB8"&+U\]+JY\V+5[ZS'UPL-CZIC\94? M<^O'DBY-%0>FZ(GQ%M?7"]ZY/B",.=;ZD5D^2JW2+%DYBS M@-_Q$,FC<77YQC)W;2=H9K'OLB'YE /;6?S] QR.W^0O M>[U.?BCIUOI[D+FZ(_"AVWCE)\BPAXJ^PQRC3W5J7@'=+< M/8N M\K4[A(=MPTHQ2$DY-D<2I#^+EH2,"9TV&=->-8"?XRY>RLE\-;GOK!> M^",.^I\>7FH8^G,+P9V/[(SW2T3X45[G"AJ'\5:U4R>7@[1%\R0,'A$$=1W+M/0JRX$?'B3[B*/Y5P:%7N>+ I=49:<5RI<:WN.8LF<0KM7E/$2!;I/[X%WV\ MCDLXC@C= ;=',2STS3?@O42(WGD#$GBUD!/=2@9I)I=;U,Y9B*! 5J?^^!>+ M+\#[C/1\RP5XC^&=]UZ %#XMX2U]0;JNOAG-5F1!5=>0*V!,!WE$KQ04C6,Z MU[?QHQ:C_)6?-.>8RO5)E/ M0W,>?2!2Y/7TF?MDA"B$UGZ/J7X9ZF])%JR8.:>V%#V92B&6S:TT%(A- MEAQ#^@=V.WF>5R=OL/,-+ODX-O'J@\OX!5@_E!7-7]NS2IQV/+NPY:7MIM^$/*B M%V"[MG5U:^3]]"!083?+UY_6^31=5Q&T^W1;Q-&?NXK^Q'U #GS>2<>Z83Y MX9\;3Y[2>G0^1$ZMM6FCZX5H[]?GV04@CV_QN3Y2%;* M.W@@9.LT3$?+.?.AII**TL>Y)E?BLS*@_11,4(E#/7&HY^[]>_>2:?EN]CVH M.UC0U-J>+98(IJ(K*S/A)4:C ?=2X.:Z8M;EO1+^[:O_XGS*3]Y<)]K;P176MTD7>YDJ,I+H5AL(*(\,9;EC !-=/LKPO8_H.HI='B97[_ILK07-],DD(FF9X M@B[^G":<$0I@WG"*U2T"G+<^;G04I'NQ\0/)4-;S$K@8+&D"%M"V+3EV;R\@ MZ+U\.*,K)7%Q44W+ZQS3K)4X=5U=.J),@TLB"(%29"8.@7X^!!IA;OI5(=*/ M:%T?XZ>7%;'I;ZGTRML4R4@EU28Y8;*LV3+DK-0?_Z8?PW9('##]<,#TUOSUMS0'56Q\W.I?SO7@OOG8Y(;XG=,'T^;[IP^> M;/*_$V6U_Q/\L7^VJ$F"!8$_VVW@B>C@1G:@1Y#_7(5ZCF=/8L1!IGAD(2 M1?'@.,_;_Y_#_3_;2DG1T SK[ST3'!QL%HRKQ'RBD:7DV)($-2E,P;O_%C1/ MV-A[#8%ZQ)Z&@__]Q$@0%(G4(T7])_'\5PB0$#07PCIY_+,C.R7XU?XCGW'V MGQFV DW(ORU)$Z"!"Y]]%0?,9#9,??1O!)>3M*U\6]D!Z?G#8^"&H!9\"42*^"=!ZAY1,4T3Y"HQ NI"<$3*9$@,P0J8 @**478_Z(KM\LU6M=C7IAL3P;BL6:P3>IMNLM#I8Q'CE=N56,626#J@[2H7.27)PQ ZXG\WAX MI3G)>:[)-*

F1$P80>5IMP^6&3!BM#^U3H>3&WF>F8VLDT)60XHH?K(0M6AO:Y MV&
[Z36LJK%5W4*CV'&Y)U6=PXE'H[:6\."6EVKRD*NL9IQ8;JJ:F6#X57MDL M]NZ6DOBTNIBMZ5%==
(5LP^/)\,H9W3'=97UC_IOHR2F>1VI 5MTA%:VUP5# M,1%51; 5+HY&XL1T)K":+;12+>;UN@.F 2FDUL53(
M(3DFW>/GJ;*+FQYTW(66+K8T8\GM2555TC)F\B8C8S6P@3.XSR\W344J&B@G M5 9-S*XQOB
+:/0,HJ;9<@EW7&JL8A6VPJ=EVN0ML($SF-IDINMZ/2^NN7Y) M*5J5YBH]6X -G$&531EXGE(R0[78K<\V
I7C<1@>.X.K478[JN&,6666XLK< M9)Q;O<6&]@7%,K,(LA9Q0K:W\IN5L*+F/H:E7T74J._\,Q3VT: MR[S8-#4FQ["%
<;>D>++(\G I&CAGP2^D">V\M1H>].C"OTG8]=A?VQ%GTL35 ML.8TY(VE]4E-$?R+0Y'L+E2KNF"S6$8$EPY=2
#FP[\:>B@Q<:K@T6V\%DY%_?1),PI,!"!?:X)I2W_O M_W)X+OZ-*,[1U>RX#K&\7WL?W)TAX:OT&?ED0JN2\?:
[VOW/C10 M+=[G5R93CYG7E/^#R_W@\09XY!0 :Z^:[/^=A&;%WX$6Z $HO:F [53B([5 M&
.CRW5.U8+OLP70#]@"![K_=4WK&!'?A@B"BA$1!43@,28B@HE8-D4%$.^7 M.L:(^#[9E(DQ<4%,?# =XBVU]?
L.37W@T-&.O5"ON9!W+QD?O<0+*'ML:).G M2,VYL=/CX_,#>PD"Y?_]@?
WQ65@09X(YWQJN^2]P0C9I\!=HF(;@%=/+E^DE M]4B$PM@_A%ZP.*1]IA@+85D1&
[<14<6:U5&&ZBRJXP',EH"%TJF'-/53YM_< M@H6_HW?:-5CX=??;#V/ACY>(E3%[:C:[5(-
IYAI&K[S(C##S=BS<:RP'.7N% MIQ&IUUHDMRA31[<>8&$2L##Y0%"O-
3OXJ<;LZ00_P50<<)XML&TMR98$2YP! MHK"=RRDDOU##CH0=?#E#*8KF[:]19_Q^_Z>"\
(!MVSNNS4&F/2,%VX-^&AD. ME*VZZ:5:>H_?UM$!RQ-0D2&N.\?OUAQP*]7FUN>^),='SU7P:[2@KW(^0F;R
MM(0LY]HD5U:3T4HM#^<>X'P23O!,X^E+]S\1UW7V\/*3,"?22M(,$XY!28@
MOLKEYH']>!GW[1Z82ZLROT9Z1=$-_Z2\QGNR'[;,^<9.=9@D5(&1X0N(Y4R MV?RTTU<$OW3$GT1,(D3LB;D?
3\RE=9-?P\I1=,=\F)7[@RWGC3'6X,@2SC/-
ML5N;B31@9?)M5OXE'AE:%"U7FOC%*))N^Y4^L446^V)B7TRT=9K]9TS0CPH*
M06LEP=HXGZ/!:W:!:%_S)O3LU!=U'F05-M[O#88YI3#W>;^B 77,ZP8_G]MC3L5V"O8F@^&M*\:V;LT L<,G=OC<
ML:KT=<:GFL083=FK#*-X0M?&)UERUH6,#[2?U,4C85%7=9R99,76W(+L.
S'I&HJ6GDI+4*Q5,)9F4GFZLU/HF"9NG0E7FFKK, MC^?W*R+'\3OF0@<+C+\'D7OSTO\+J[+C;'=]
@&XWOF@F#Q2J,L WZ'_IOP MS/&?[[\:;^X:CJ"=:Q0;&VZ7]]A$9P3,-[AS[F5*R._3AXJ689^S*H.GYYL
MYH,-4ES,62HUW4JEYG[<-HX]D'@J]N]\@W_G9XJ)%YP_L9B(JAKUDICH"%EK M@\KUFIKK4>:P6J $3V&AF !Z%
(X\X*G7Q,2/\.:!-]Z]2[Y6QZV6*:DP0]<=6E68/+DI,;R UF3_)'_\FXI]3]_I>XHF4]W(-Q5-8$1&PD11X3LO
M8;04CU07TQG!=9KRH*'"LFO0\D##0_&0W&!#PX\GUP-WRP\@U<^N3?=N$@#MP$YQVKX/P2!K3I&M+<49)7 ,4
M_1J@7Q<1.4CWA^G_-:T90FZ+,$ND^<"OWF4R/;=I<,RPM"N).%O1K^C3D_SOKXQ9P?H=+F
MSW"'^+BQ[Y:Y:K3-8JEWA!*0N=PF?\V%DX'7._ZD>G?.)'W%3ESC#(\[PN+F\ MC9 K";S"6$C'@O=_#7ID5R>:#
(8XTKIZ:1E+!>HP/(H^5*&1^Q!BE,\XA2/ MWZ?2?5[$M')T,VF8BL)A&[U&JZ2)#%!?Q+R0XO'37%;_! .[SR3K)OX\T-
UB MR_4+/BL<2(*)X8XU*1IRX@A$%YS_'>U3?R !#E(%BL5)(U_PUD0-^]>@^;;M)VJG_@K-^]?;?QT!'.;?_378)F6
G)!O"1[%GX.84SE6U@+L4UKOD)=%7>0(-%4A/>H[]P+8/"_7]W:"RFKE:210;:7$.P+#Y;&;;06MWCU&9: MX&?
K/)9GDC3TR3V&G7(!-@#-:#[. #*N#-BK],C?]A2.DDEZRV[J)*"-""2 MD^2ZP;"P@/\Q7-UZ!-@'.'K=E,
W*TG;/";:$ASP&O)H&5(ZE/7<2WI,$1J M)Q0;'-*4?*Y,@*7., ^OYHBK]CYT(U-,9!\9_,X2'"EAN].I(BKP5^!Y4'HE M%-
\<2'B*,U."!XD'$]T2)A *QN0Q41=T(8AM^ZP&_^#,)MI4ZW,[S*8]WI6G@U$\'F,#'@"TM M%"K>F+""*?>_^HQ
PC@T66 EC![G0#Q_AW#"K7V6&DS+\'\ '@,Y8@]O M &5P:8G*$]4=81I*EOBK\7 M/ 3(@>AC35_06IX;3X.+Z6@74?
%VEAIK\Q[\4\4A]3'6,N>3EC(:7D=()%*FNP:Q-Q?+5A;-X2D[4 M-*G(\SK21W.5.6XP#DD"/*&9-
YEFK\>_*/!V6JX,]6^@)<.-@.66L0"B$TH)Y U*\;83M"B_#T,K^EQ/,H&4UV1JS$@!Z@6%QF+]\V+]DO2O\]/=GP?/
1&EP#QZ%N4<%8FW+EOK^ZM M^D_J;L!V E;\6_CX]H3HQ\?FJ,,RIBZ;#L6AUQA8+'LST> S'87\.=[^%%KD]6:@.
MH6-,T=/4?!WM,I/D5UR 'T3+6I([$D%+"I>TEMMT TT7F3S['K2[R$!5VRNUB.6*&TD:.W7JF":P2],$?D
3FTRA5RF)A2&#R8,!-C9,;U(& MJB)&9![#93X!#@'MNS;$7R29]?.XZ%:UK4VV4X**$<):8+%&OCJ0OP\757HC
MR..&H#(+8;/);&@'Z>O0V,6IQ_"4R6-D&E&);S-.OAT#2&O=%.FY.%9S6G&I3/HT/; !O3WA#H"'^W+/<#MF
MNTUTHWLFENH'!1W'4L:N(YV8P$#-@ 'K77S6#V?"?X 3 8H 4D30=1?\QS?) M@^#D)/#N&9XN6?
9,,1/B#):1'RRQ@] J?+1OU!OB/O9L!=^(AJM-@H\3NR!^ M$-]]@*X#2UJZ"EP^WB0Z00QXIY%0V-Z-6
9$;>E0RDDK27?AF2=^E!S-4*3_M%$ A?CC[3[@<@@)#_H&+_+^B__SE+_(D(_!?V'VP=TVP=HB$MQYT&"JR#N/0
M,'T)',J7CS"&?W+P (;^Z8,@^)>.' OT(:!SSHFC!,$! 1=(@%UX:I1S[$ M-3^*OLL@.I]L !\-/C]]
\KZSF&J/4!WRN[HI[O>@0$>WE<$7P>W#UWP&E<# MEXAOE@D)QQ)T>R>7 &(AX4J^?G?
PA1VD&PAGD@V"I^UA?7J[V7Z@ M'_Y(DQP_XX.\/J7J_U@_J!T3O1^T7\(C@#6>(QE;T M70#_E%T#P7? :GX^A[_3-
';@E?M#PE<0#D*0"Z MXHM91X#T!1WFDP2\[X;PIL7*C2* M'B $?#)15OL_P1]]A(@:@ 1,^YWMH/F4U
LAN4OZ19#_7"4[5Y3@[;1'(T8< M]!()\%A(^B-&S:/M__A_I^KE9*BH1G6W_LDXX.#S228!?PWYN<;RU)R;$F"
MFA2FX-U_"YHG;.S=02GJ$2/VV?^0EVAOZW)069:/#91T_U$0.3J3%@Z5P)+R?,A#]CX2A'M>0_E%
(F+Z#_OS;1_F^Q\&"51Y/%Y+SL@/7]X#-P0U((O@>/P>Z(*O$O,30J0P(D/P0$L0>8)*43R%8BB?FH@X
M,2528D8:0TH1]K^_0\+KDIO=R%N.$8AU?R(.%D9W[O$HCYRN7/4PFLPXZHA;
M)%LNT1:&.)N6P4KL=&6Z19/"L#:65+)0K:BUAEG51G!EZG0EF34EHY$:<4RS
MSJ>]\;K&$@N:Q\)OK]49O,&@O8;JEJHENUM>#19E%JP,O7TTF54KJPI31IKE
M5+^S'0RY+2&#E:&W2_226LTYLLJ0A=JPIXSF1,F0>3S\=GI81,J&C.I<<]G$
MG.K86Y,D7$F>KFQ6D_*XE4DE$0S(O%G/=KQ92^:)\#.G([HQ'R];!%.++
^78D]FZJZ@X,CDS+N!8@!0MK,YN\97+-#<$"],-8L:,IMN MDF*3]?&\7Z1/+<*..),FKB8UI^>[0-
AM0],*@:;1A3IU%^PWJP%U\8_]B66' M6K1:,KGD%IQG,M5D:XLNV#\2$C >3? JQW*ERUX>
[U8!I@940_S;T[<';'\L9?C3OX@#]['+]5] G>O?.W3T5%,0 Z:D)IBW] MO?_+X0&A9-_=55#6^=2A.T<"4G =XU@Z^I\
<2;2P0'N^RJE >#G6?E^[]Z&! MH']?36<:?[VF\T#4'CP>&CA3@([]1;'_=Q*6%_T=W,G0;_'F=;A34(Z$M#"V
M#0T8[5>^&4\OPX.%X,L/78:[/[]4C84]XGB,B @@(JA_C1%Q"(D],"ZPI2SO_[_OC MLV(3>4S?ME\E]9JO]!W @@9J3
87((-[JP+L''0^)SWOHA]G5M"")A3.01F,M,0V@ ".K%^.
(W]@O+PHS5B[1R2:P%*,U:^'7C21\P>E\IF6=5]=L.3NMC9'-M$!>;3&](K.8P%H&?;ST<\WC,XSN3ZS?
S./IA'E_V<%LU'*VO%LDQ/Z/73E'+ ML]_"X_*DPZ3YM5KDFA197&0+TW)Y#7G\A?;B7]1FHJ:ZG,Q1*5J[=C3
QKZ_H4AB*_N.'J/9FO)V8N-8N1>0*2L[OD'8_)[LR%*PO#[XJI7UHV MEO=,W]{G?A8L8Y'ZT_+30L'JUI[_SXC2&N+-
)ZD2@Z@YK+M:4,.TU$YY M/ [5)0P)EXW"TB*6%CMMZ7ZDQ?GFG3_>J2'ID]B=\:T31J+6X/;[G"'1AD-D
MS*P(#!IYOYF%X!UA/MTT2LBFTJTNNDL:'3=ANN0+\]MB^1++EVLY8J(-A\C(ME[MRU3;R@D1C+77!8'+?I-
2,YL5H'QYGQLG;K[^[BZ#T-M80%AV:\99*;3H*P6+&D+SOE>ZO-,1D_G1Q3-5)VNYTW:BX%.LN^!M]^,0?#? M$?
1*W+\NJ'N#E%1>>B8L*C']2L[KNJ"T>-T7>EN(K^FG38-SO7P;X2Z"YE8 'V M/(O L17[L.Z>>^P\/I5=P@J,E6
IAFOOBM(#?#U5K!M786EWR;H8#_2&@!#WS59+P85Y;#QUZXP M\]E0MW<]-6'C3MTO'CWX*:S'/NPF"@\#NQ
$Y:1'A>'[KX <>J[L/:SYA7#8 M=P.%!?*])GPX1'8=<\];-'Y9Z'_8BA=!P=;\Q0-#+*=1/ MX%L)&
<6>*)F!K5T#JCJ^Q@&-I1]>;O8*3P27)/[_]QA 0":@CL,N^Y"@7ZI^UIY>%,"->7H7+*(_F(P ;YV.$?^<9^-7
MU9Y75]#'1 $VMGCHT%[A. !%4%W!6NS.]7#K]W6;E^[_2QCZ@WWL ?K%0)J:A//?
Z/0()W$B@7@3M#.!1/2C=34'Q>RCL\0#[!_MQ MO[J^(1XZ?)MJ6X05/E 1]?<$-K0^80Y(/0?!>E9-P98C=X@N["DC
ML.V)./&,%]$&)FR*(+ M0?7[,PB3.:#XQ<%DF.=+Z:6J_ZC5F[9AM#_)*[:H&;9KG2DP M=3<-

CLN,M!F3JV=;N5)]36=K=$"4X*32A'9>6>>7WJ)7*D=]47MY-2>S83@[M"862!V%]|)_$#CP)'SZ)0P
]96]>>^/A1'WX][']IA+_.7.:SDRP_'O(6BDB MV 0M UT"4NDMK>;\F8R(TT3Y=W5O?+KTHBY&@U:>+DP/-B'U-
#?/?^H,#>L M20_ #7"8?=*C[6>?/YQ@.$]@I_P^[['V-G-X3='[<\.O]@_K9P9YD<>H3+5
M59]E\R*1W&Z^TH[YI=/YS:.?LYO3@L[/WP299)86)D:,LX[BT)QA07O>1T
M0"V8A2K/W#9+]\H$"PDF[/K<$\QISVB_L9#?<"FPR@11A&_W.WGMY2S\/)@9 MMC/T@I438&,IMF,%
(\ULUX0]IIY_M5?Q7Y3:3TH_T%1\(DCLJ>#IM_['!^WA MGEJ*P>980:?C8#1%T"OMG.&88YJ!=G34
PUJT]!#84$Q#;O- 1L>G/GAM1-" M T:'?9=V.I%XT,XX\=2JRO=_PFU:TFS7! K.S+BD17C!*[4FR*XN)$J ..Q$
M!\9#!%NZY75:UI\:H>V-[Q<)Z$SW8]L=)_TSV"<]C=\I(A6 1)[/YJ96TB.; MZE*0"YNE5>Y8FGR_EZH[KD&0-
=-.#X/=@&M Z,7MJ'S=9<.C)=16*NUTMV
MT5NF+%5:H4YMV7.X2>&H]7*Y47B_Q;6G3]J2A+/CT>J$9S60I,:JN3&#ME;K
MDNT8WA__$@^9#':F1^C2A7)@*DF^?6SXT-D90@?P2?AA1F@L'W++0R('F IL
M75>$P!WE(^G)5(X5PIJ.N]]\VR,ZS4GK585!DBG1PH9HLEJMT#"J\?)M_^O5
MPYN1#SX52Q9M;22D+YGKQEQP.%W_2E/SKY)/KB2LUI@U)SB7H>66.*U@QMI[M@WR@WQ_";Z_[G&J/0<@
"JVGBSOQ-,DB81/9;;_H& TKN7KRQ/)$10MHKI?4W2,@P@!AH&;1_?3 M;6!:# 20_?V:X$$THZDGCK>8?
CAW2]JVZ[UX:.V4=6!XN9*3G'^W@ ;=S@"L?55>18H9J4Q.;-$;J0B9K9@$5R8[TM:'H MAP"\
M(SU9FP'L'Q*U6N[8W@R^^)+5&>S&-ST!%=.FI6B[_KP'&E_#6!V&Z*C#3)MW
M\&;PG1^OV47HX.SW#PH_*G%>LD$\/4FS@\[4BO[<"ML"O&!-=KKN>W;\'#HX MS+:ZVW;!J;A=<-
PN./@P2NV"7V@7^VK,ZEQ ;]=VF! R(D&D2%Y",RA/$!F< M'Z/BA)36WZ56MFV3/-?YU"_K2)L'MP9&U
M:;DVE&9Z7:3/-?[-)#/:HL^6-'63YP>=V9*98G7Z7#O?_)8U\O-:"646&3W+ MIWOT)BF>;>>;9S.E99F1=,
[M]W76ZE3;@\%A.]^GE;J(>:W6(K/DBK/!9BY6 M-+59@MFK5*CML"0F.1EC%DR_MIS2?H4UU.5VJ@I(MKH>L
ML:)Z,D^&5\ZQ\G;6;.D1_/I\,K"J\<5E5ND.QE^FHQ(Y3$UAHI*VL9K
Q!R=7%C=SMU&W&ECI#I$&CXVP'RBA=\WCT3&-LL]E7^4&ME&$P8<:IR4ZA4-VR M<&GH4$-"W):FU8R-+
(SBLE7%Q51W(<.EH5.-9ZTJ4\%X%W#CIK7LU+!Y*>LO M#1TK:ZJBUW7X!;*8C+9CJC"8C7L>-+A#>U4[-
:9K5;8=9#&4I&$6K2SX&=CK M&=*?#QJ9"6NX-K?LVP56'Z;)?H_FT3.T7V11?%5?0"6XL4XUMJDYD4+!TC/D
M1ZTGV75;'3>Y94>:#W-#IEZJ>G!I"%B+Y,)&Q\4,HA:E$J9F:&J9]8+1$",Q(SJK9+8%X'J&K-," M+SWH"V,
9NIY[PRHGN@.9D504"$U>'Y!#&BX-'8O 6KBM ML>Z(*TH=(6OQ&E(Q_*>&CL5G!6&F-QQ 6?54T36X\G
QE^'2T+$ZTZ6\INHY MG%LLD1PI&Z,DTP%PS83W:C5E#V]DZEU.4!$RG17)\: !).H9+E"FQ=2V51];
M3'66&GF\E>G4ABQ<&CJ6FFFX=*V.EYDF;LP;2*>/#//^4T/"\LPND3)6U5-BA2 M',X(=<"QR4D+
I/4,:;,FR1=;#N)R_8PX$+%AM[6UMNTV&TJ=613&>#5;8 <3$Z#@ M#&\AQ65391>>S@C*<-8:"^FTFO%X_
QO\8M.$4W:)58ED2TO-U/C+%5@H8\T MM%0TG977$U2>(_O%?+G89D96U5\: E95F/8*G:K)JLFYHQ-CI^@.-S)
<&J;7 M/KW.-1(O#0%K55"YN30NCI%DMV>LW9&;4]I 83K#6YVR M.1M,\(W()"6;S>;TAC*VP-
)SUP;)N(UQ:5#E7"]7=HV*(+KZLX]S2;&4!/NC\#/&7AHY51SL92NYV22;9%1N%S()
MG;H,EX:.A4OH67+4P,#5VP.FZX\&E8>GBMI39N%7I<5*-]#1I;@M5[G,1HN#>U5G@XG1B=?6R+NMC"SM?
1V:Y-@KV?N M+:=B3?E1CNDS)%$LM%":7F_78*_GQI#@9GE:KRX+7'%##R8-;*[6-_[2\ R6 ML5?
GD]@DCTC):3D],J<*0_1+0\>JL/-IEQ@9:42IUNU61T0ICY#ATM"Q!H)% M$Q78CDLC.-2B^YW-KTEX: EC!VR%;2
)%.HY+8SXU$6[O4,;_62*:4P;)%IQD76 MK.)J2;3HR7SJ#&F//64#+*8D@N0Z!9Q4S)?06BX-'2L\;SM,3V%H527,P8>
M66N*<]5_:NA8S(;92,N\J3/*H+0M"4RZ6)EY<&E8NHAFV[!4OL61S=Q2&Q7=_MZ6
%EIZYM_2U1:2I(BDB@E"JZ*UZ-K,&)D3J#!<4&MM2;I:E9*;#Y3+)AE3* M4EL/+@T+30?K\
3KC#G79O4%,B1Q.\O"I6$C2C.M,D4O<4:QYJEM>Y41];$,_MEX:.9;N>2!7LC:HV=<:I5QPRG0274>H,:=?
8G.K139G@))EWTREE)8R;X%AG M2!LCQ&:^,!9<=;-*UEM=F)H/S,C4&7.GFD_I9%%@-XR;KJ07B#EOI/+^TK @
M$AM,<5+L3[EB?V[4'7")&&-_^&;>UA&FC7&62'"ME/M+(?<8JB IY[A+05K
M2B))I55&,%N64$^2F4*7ADM#>V4VZ?DR/2,8-:<,W:$U P,Z?7,O46*7,]C MC![*N'R[HW&D:)-)_:]WMK2
M\\1%8YIX D_B"3Z)\D$ X$].%]P)K*OZZ\))XZ]$"4*]F;^=%I_VY,$+$T,
MBFL4*V%:T@H6>&E/,4)WOUU_4B.,9T^.D_C.3)X,1B]*@CCSISI:RF(_+176
MV.PGI7P:VK.M$CW(SY_"Z=T9*HCAC;!_R^-J0,1)_3-_)X))+#FM)QY/5OG-8
MRP[J2"J&^C="_>4V01DB1D0$$($^DO&LHE@._72HOT3^U&,ZED-10$0LAVXD MA^Y$_XA4']9#F70&!$10
3RB*=C1%P.$1]LU/VF+^_RI]8474KN\?>(I=\% MAO0'P'!5W\"789!^&P11F"Q)4E;2?!<\!6" M;B=W[WD>)7)R9?
VPVSHDH'_&]7U;H%SF4K_A\)F+7_IM"7;>D287O>I? I#?
M1L<4K.=87DQC+VH1/XG*GB/G,9U%A\Z@EG/K05H?)K-#@ *=0$P]ZV0 KK]+ M_G_X,9E:LES7]S-
"NS$PQEW&F6;H,(E^DC$.,F9TF-2BG>N/L+>E=ADT._%Z MJ5LZ4.'ND?K?
K^==D%D^IQE^[QR@LR+W$Q/87A7#N:?4M=QAZMI^:EMG!KM9 M"7X7NHYD.KLL-.0I"RVBX4,["*>^/'3H-
C.%H@&@US,P8IA] M0F.*>2VFFT]D&<0PBWGMP[SVZE#!F&Y>BJ3',/N$+11]7ONLZ7-]2^<.S)K# M?F"P$YN=,
(4-K"JP'Q)B,''^YWN_KZ40W306=)G!K:]G9%_=(?K&W-6K=)?, MP-X1G^ZY?%#:Y:^'GW5$28>#S9X3
/;1@=T/961:YP3-6".+L2,6A]W2N-^2 MOS"N],0192M@ZES T6>FMI:S3*K'3;""NC2R[7)Y-AI56VPP%1I+/Y!HYAJ#
MH:\>^([EPE7DPEL9TM\N%\!+_[P38="6(%G!X60'%9 G]9'/89W=P]BD5W]X+YSN@#
M@H?;P/X52XK/FGD_0%*\GL,<:Q!'0L-C$1+3V3+'21EU331S3F]1_LK<]@\K M G(+P1O;]KJ-
%%.XRKVZ5P>MF8&QBQ./F12R/6,V5_+?;$$^D2L+T(2*#:A+R&*7C2;V:3E M3$:U6HT1/$=B%]3&$II0)GV#V?
QK^?'U@.GO@,&'8Z(1DDG1UHHN;JR_2[FQ M\'DARV!.ABFVL#HV"SWXV!?@W#/&IDOT0XJ*H\2Q!+FD
MR1PA"1+;QU\2)2\.QD5KF,XSPUD26="VV9*=HM290ID2QY/O*IXC(MV[?G(L]9!R/6SJJH"A,.Z^JJ5AQ762
(,K[7/I6*(\\1L&(CX##ZA&%+BZ*[M4VI7:7K^=E<%"F.3+D#AH8QBY -"XG&\)Y9(<0SZGO3A:)O;
M[Q)8IW*JSM3=UBB?*S-%57?KQ<(4P +*J1>-[UA(Q4'IWQV4CJ#:='%+_6O: MC\C4\G166J?
5'$&)=:K?;I.$#*1*!FH_J0<$HZZB_<1!ZM\3I+8=0U1GAC:1 M+-L?E9C^Y^*6?=3(YIY#3K^T8#F"ET5T;.S.
0\S2Q=L_K5;16C5RYO!6-BH MR4T[52'S"VR>I7DJL*F)AQ2!Q:&B6!9$-X(<6[<7%A6G$B+?=)=U&7$4(
M+3^U6@-1]("$N+XU^[O$0UR9_#M4A8O;E1^[\7->FK"G'=WET(Z/&TM$U&N_XK[%L*9?"Y8X#!.MP/ =@"6."
<0<$Z' MY1V)>:8.(H6H2C:'8 E#@_]AO#09P9U=/9>+SBAHVF*E@!M23L!S&VP<&%:
MT@S\2EE)B9IAV]#@33@S*=$ VTW4P5MF=D("#YY\YW2/J!'M/3ND(W3@FT6V M[@ &O]'5^NL)_^IAG#N
P6\D_+A:[=H!BCN 0>R)C[(G_GI#**;"8B56@N9* M">%@Q&GLF+]3-^-W9G]%X&3?&^7-
N%&]RJ/@__PX;]>X17[88.60,PT#/C+.+RJUB\1"\0$:T>ESZG0:8P(&6]S&T+M4%U/\GK%KK-DH=")JZE^7ASH.
[/4(G"RNU9IJ)/)!S43UB,&XIAB)"Z77BQ6W&PX[%HT%!*9/_XE M'I S\S7BTJA(V-
9W8$@'I5&&,Y.LA**+QD)*_"FM31CQ^NLAH4MQ:53LA(]F
M].GGW3G1,:,;AFX$,6U=+OM2@0EDPFOW5"9'UVLI]\DQBZFN9A>+VG_^!8VLR 1>I9A-N6!T59JQII%E6G$DJJ2-
54 MV9P6D(U9F4GYE,L855]"Q2'LGQ?"CA ,XOCW?9GN[U5Y^_Z"LOD%17-.+?6IN M<:6:94HL%"C 7,?
2#QGR.IEX<;S[-\2[CVLS+VJY1XU.XA!4'.".UJ42'0/\ M2 P$]Q*XH)K3KK!^[6X]<>EAV4O/%TS2'/17HW&;
[Z2!LDL\F>-QC#L6,'&, M.*R)AI6]>ORYU3LC+;UE#&4E2DG34F/MLJJ,FWX8B>.ZHV E1\ U]0G#.2O8BNBW-YHH
MF@M;(.F[T'?"E"S 7XL%X$Q[)EA2' N_V_A37'7]_GLGKZR4B>3?.C[9V[S" M"?.LD&Y4N4UW@-JC=-4N+^E[-
:FQ#UU:^[E/0*'N0&CX\B)\72%/UU6+13*-

*MK4GF."S%YZ7:W*6+&LNC*6A+QY#_/.3S@7S^).QY[(]_<>KQ3+E[G&@0"_K?*
MGBL0:Z!4Q&TW@@EMXLU:DAUY-;'JLQ:A9P'11 9(^'22'B^$CZ M!G@3H(\X^?9%$-\#=YO0$?
=Q>,X]^^(NO8A.1>F[^QL4 M[98PW8R2&=5M%Z5M:96O+ 691ZEO:>D42X5[DPIQ&>@=I>E=N+E2MUH2.\FT
M8W#+SGK.)JNCW'I&0UD1%W[>4X3G.[/L(B0IH]_W[-48DD1J3M=2E&0-ID MUJBVZ0;NJP'?T>8H:LP=7=/Q/J-*
*8M"BZ"U?SHU/[X%)6T 1=E:[,Q)+BV%'L M"?]9L:,(7%6TS3>GM[!M=W<1_Q269I8N>"%L*V#HX)^V_ZC]JK;D"*
!0DWT> M_XA53.U'AP<;>NUZ[!1F0PN=,PMUF9K1-1QA MS)GC\6@&6LDH1CX@9#A%.BY(C.78#XOH1:40X>,
MD/>VJTZKO/8L^=)B[E2Z-7&"I>FYM66:(]Z=K-H-5=ZR4+K%39/CT.LO";W^ M !7M(B)(7@X7P[J.FC+%G$D-
*FQVO61E^Q:OX,4T+R%Z\IHXN<3*ED;=Z3QQT=S:H>@$%@W!,/ M*0*+8^"Q,/BM,?!(F=ELTJL[G7$YC>2P@:;?*
-.AC+2!=73T]%A#_?&/G^JE#P6(3$=+:,<5)&71/-G--;E+_/H;]V M, X94DJ+DRJE!K66/6HALY"A?3,3?
T@AZ3C@'0&;\@X,\ENT./FU8(DC0M& M;-\!6.) 0\PQ$8JAW@%88HZ)0W,1"LW= 5CBZ-%OB!Y]O1N+8,\2!*
<^NYP@=.&Z4&/M48/&R7^>L*/&R7&C1)CCWND/>Z1;5AR![;<#_,7 MQM/^[J=2^0X[G3"#XISKB>L^LV1)*
<<6B:K4O>#PX_'=T.HG%2228[DJY8!$X M6=PB)0HM4F;]3%-7\#Z&;'+N8E9(LZU"WQ&;VXFZ+*44/3$5%"LQ$K0
M7 F&FL2#QO^ZX8!MF<)& /^*>WI&T8O^2\N8?H1J^OU&;TT1?/I6)+L N+X' MF?
*Y9^7WM,DJE1^VD.OG_V7O3Y<25+EWX_[D*HKK[B]IQ4+V:$%"[OXH0(.89 MQ/1'(20!0D@"#4Q7?*
*S)38&.#\5#&%I =_=:V<2)EKESKR34GO11RK32?YF(Y MGV7'$LU'"*S@6I4[>M(Z##W>*%Z&K=*
J_GAEN^_55X'B.%XN5+/BTR'9$,T'5 MYIY)")G%"N+%BP8M+HT,8[3R3DN?KDK!^'0;]>-Z0GVU+"N5-
C42Z>2DEIO6 M8DU:07H",%K9)DX=I;C6.V-QVI#A)DX=ANN8$N(:!"FP.\5D 7'#K#$A"BV M>05DP1*#JZ-"%*J[*
K+@2-0]1+^NCJJ-M<"<]I%5U/#OI6.-@'?TI<:2NY\ MJ)IJZ>NG15-%W])PO=0U.;!#M&!*
*<+X4=L9CQ<;W4W3,^KI?"]5+8!Q]J'_RG MI8T=I8<=I(_)#R$B[)*_6@3%BS*94?*
V7W9T52DPN)0ETB+G+2W0<9I8Q48Z]3)8S]L;>,KS@\JHO M0IH/I:>5>B^2K/08=(+KL:VXLOQ46KK]8V0EJP*
M) 0ZW(_',7A:JO;B?_@:JOK46C24[.V2 U+;5$VTJ5)\[B'F%=PG97L3S8GHJ!HP M\E-;SV&DZY]HQ-(^SX
.&]M@%_QUQYYN[\P)CQ%=M2T[B&5;XZ!&6 @PX=PY M1;F)#M!E)5N@&XMD94
[I=H6G%,);#^S43IYK,SB2@N,+N$,\&$;^MMLZ'/@ M\QQS"LVZN1WF:4[0,ZZNT_-M?)880\RYM/E\'_*'
*ZMAK0L+OSKSZ2,TA[02 MKSLE/&+C*8+?7A3,NIXM:>P*(@2RGKD$B;_)"H&I')_U0>;=LYPT\YK#@.% MB*
8X1'TGUO6;.WYR[=:D;D5:>:.2F45*&7A4$FBW272QL0T0#'OJ_+<'^K MPD/P/;^8LCR3E(=:-*
E_:%HB:QD,X22%AR83.-8=3@/^"JSUI_68GVJWAXU/ M'%\7)&/A=:]4FG%LNF-D:NW>EE7&<1'#6!)4]"2QI3_..4S*
3Y_D/82 M_>,/S?PZ4>:..DPPPT-]{GD"HD>="CHW/.0>>0Y#:FC:WQ9J1-OR,WUA,_>A,"?OT@P.?
U:9SX&X$5Z;PO^YMNK#>+HN; MJK7-9SR2FUMK:=FFI6EQ!1$C>17 ?6D"OD']/D-"I'[3O[CXUZC?..4ES"DO
*M(3J@<.(+CDOCCN)W'AV]>\;"'<7OD_'O_IC"'<5QG/L^XMQ_??W/84ORNJ.- M-,=!0VS%0.%S]-,$/$]S7$AP*OYO)*.-*
=$7WOOMBH"NP V\L#!,B&H0I6'\%
M9,$.:RPQ(8IZ7@%9L,3@BMT0Q8>N@"S8.Q]F[_QGMH\JXS+4<#HEOS(A]JJ"
MX=]==1&>2M(W]S5P%6W8&5B5IDB+1KX5RVW9N
MM1_5U#P9$$K=IR[O'J+Y:ERH"UI*U$I"A28J8F58_!LE]S#4'4SHW,G(ZTJ3 M]C>3E9@6!-
DWBW5M"7N>&RRB\%:1\RPS\% MYD0_U^QIS3(IT&TIH3AZ33.EO]']3\+<$,L2D:M4]0,K5+268>' MZ(9[)..
(ZUU$7&] 0?L6GNT"7.,G(^U;#[I*2F:E]WVL1:V[EAQ,4.J267K25!#.W^#)PV M7,U$V>=QA D>][Q<,
*[BS]'2K[>K,AK$J54;>"-LCGYTZKXR42?Y,;\R;3 M>)!*5OOD@DH("V,K=G-5@V](*P@1.-:-8]WW%^O^6TB0.*UA*
AF:DXNN933G MBVQ?)K_NQ,_)L;G,RV1U'NK2C[6[_HFB\09V9=T-!$_%FD(!$' MM'$@Z H"VE= %AQAP!*
(3HM#I%9 %2PR.R84H)G<%9,%AHWL(&_U]WQ79G42R M,WOUW5U4PL:6U^QR#M&"<3-$[$W%C(^;(=X]X^-
*FB+@9(O:UA]K7'MK6)%=@ MQ=V8IQ#?Z'<]5FQ ED;^0FFE9EN=!J!#*Z=NK4X#;Z0['KTE>_K*
MHM.5],3V1IK$=V*C&3= MB2SEF;_!$)-RT-K?LCTPK;F\D<%O.'840A?ZG=8NW81>^O46;UF7$7_KFIL%*
M0M^!,O^H^9X[BYA%-I]@!X(O^'VZLMUH,RI1:T@L"4U@)LJ=O$H=1Q[N%"]" M5]X4?
C4SW,;KJ\#Q'"]FLCBRS32?$#53<=NC5M[<-A%>O&#-XFK(,8J[{3> MZ:K4BT\W4#^N)=I^)C]$B;!7_FI]
MC+B8ZJNS1AB)H;XXM2Q9[1=GZTU_R>U#(W)K2TEN)S9$Z@
M\\16GI?:#B^Q#$PMHZ,,1^'B@PO5Q"'%N((LD\]'F@_EIQ5+B523G7N:N!B* MMM)V^Y66<-*
*&4E>>@TU^5^[:^)G*BJ4[-#+.NY1QW!4&'^_&'H8_OAL&(<[4A*
*M(%QM=3T*C9XQ3$F5>I2XR%6[.NL,E%3OHIFK+^HE];ZK5@:M08.D97.R%DNU MGK-!$)&$>@G)7*;H&X>]*
[B'L%5P@97L3S8GHJ!HP\E-;SV&PZY]HQ-(^SX . M&]M@%_QUQYYN[\P)CQ%=M2T["&=;XZ!&6 @PX=PYY?
N$4&PE8[R@N[ZPNAR+0$^;$-_FPU]#GR>8PY17J>7?*$Q(4O]1$91^9(U MFXPAYES:?+X/^<.!U;"6AH5?G?
ET$_I#6DDL/Y4=SS":) K"% X>GUKT>L0T0"'OJ_+;G^KOE.LR\D"E=X29%I8$D/'RMO) M-@_A!-CJB6CR1',W'.D.A?
E^!;;ZTX+,3[7:P\8G./B$0]OA.E/"8WP_@8'@ M6 +G4VW4EM?GCB:ZP@^KLYK;(7/@"RW)V#]:.#I(C->=CQ;-*
*!%&!$9S[+C7*0YPXP#WVXSFE.SJ"NIGI.HS'_8\LG8A M[\A<Y0[B);>PX*_5G*;?=68)LF.!_7*!-*
MV"U$!X<7Q:D0^G5;E>&:6Z M\PPOT/,YFXKS$Z] -"0V#NUH3/F/4SX3X/,':2_1/_Y0]"_Z.!D.9QA@H+_W M)
(%0(\^%_!J?A,_>A,=Q-',>Y[R/._=>W_QRV(Z\[VDAS'#3$5@P4/D<_3<#S M-,>%!?*
*B_T8RVDA7="\$]P)=@2EX8Y&8$-$@3/'Z*R +]EECB0E1X/,*R((E M!E?LABA$= 5DP0[Z,#OH/[-*
[5!G7H8;3+_F5.;%7%0__[KJ+\)22OKFO07)6 MIF;UM20:"]8RRHV9'TMTQU,_(H^3A@4K@T4*
M$B<[Q6*A)JS%FL"D>W%*ML>5QE\)K21$$85T7"2VN^U%$(
MU'UM),0I:QQ3)11GF,CWZ<5P"XUB((GGALLHO!6D?,L,_!>9R"CML4-M,B:19 M?Q'OM&/M]O+38>XYNEF;'!^;3=-
S@XAYELMRMB^/$+KA%LDXX'H7 =<;4- ^ M!8!Z_:VU7.2L"MDJ=$H3T1ED&.+K]"R!;=GJ:P_)%O=6FQ&:,5-*
KHZ0!GH M6229P.5FX71+7($/(KA)^%R>ZZ4]$F%C)QSIPN'O;_0-)/0X(;527D?TAYM& M4:6T=JGR-*
*[{N]QTWXB*9RMJK9%_,:3LMJM07Y%(5'#=T8-;'HN2%7-[W&,ZZ M!3"XL[!W]*
QL<\C)7CY/UDDMT4O%&;>K%NI_$^=^DVWL<9T6YZ]F/3+-Y+?+ M,4W)=HR'$(&#W3C8?7_![K^%!,Z)96NI5(
!%'M'$DZ HBVE= M%AQBP!(3HMCI%9 %2PP.RH4H'<%9,%QHWN(&_U]ZQ79G42R,WL5@D8J8>/,*
M;_8ZAVC!N"4B=JABQL^>\7%+1-P2$;O;0^UN#VUWDBLPY&[,68CO];N> MRN0K;&MBIO3I>'"D6(&SA=&\-
*%R;J6Q#BL6^HJT)1I-0R-R%LL!"L#+<#R4, M_5"L$6>9HL,Q9&Z;XV*64@P8P'64X"EV8[O_^+ M1/_W\'"=HQ%*
(^X=:\30T62#D$?@W;_EV4K>N'NL3/RB8=3 =E3P)W(_,4B M2.Q7(O$_D<S)ROLQVB$4&1OQ[GLB/2XX=/*
MB7M$M>"/-N4GW!$Y/]&:/3-?Y[1\\FV4 >@MGMA\-$+C]\3'8@7/'=TRT?G
M38#20VG)K1NK5&?!&J:CL:5ZU9.X:D."0ZF7OY4:E_KS,BN0!M'PLXU"NA1?
*MQ5*$E^&'1CBK@33?,B,*\^XL\CGAWAYXX^VY,#Y1!SL-S,+1(O)2UF?P%(8/'6H1W74!;_R* +8&*
M(@L>I+N1.;+Q5,(L]$51=A:Y8P)1@ MK#[:1."'Q_1 RU_9_DR-3.2E%G' GW5$B0?E+6([^U?
*Y#G+^OFF1OSZ1#U[F MVV/] O[\6_? 2:S\>X*94[X+E#+7A80:@FDCN.+'CH9F?0CN7\W"-2N2U8:.*
M+SN;'7LQ>_;BFWT^&I$C:7D#WADIN(W53>BK35S#NFO!)L.!D[E2!XL-&U' M@V< >/L%OYD!:+^";?*
8SMP.@#/R$\HQ3?Y;UETO;:-?J'_"9Y2T9PQX#D@ MX1'J#:]^>!:5 M@QV7]SL>F?N.Z\O@!S 8RK.U1%;Z; 9%U80?
J>!7;X)6@EZ% M!O^$+SRFQ",5T'?07X P+?5E(.I:Y//5,@ ((''040-F9,]F&\)>6>"%4'QU M50<, H,NP.ZA"?
S4]U,^)LPKLT9GX=-Y!Q\]F3G\ MA">ZPA)$+/>#;M8(=W MSP@^"[\ M[-2#HOLW(F(JNS
8P$^H'$#.>4X[I%L<CGL&A@ 2#'Z8X[>=FQ#9X6Z< M63\XG>_.3.&V[,3!7]P1SOO!C@B5C)0)AT4#02FN*
R."04<(&"Z8,?V;P#D M5I'VZ48!^RDS'VJG0-A-&[X>LI8;L!'8?TV?H_JUQQ-I/G=L<+1'AIM@_@?=

*M5_9SW[,_PA<$F@]?=[0QO_+"!M/9/VFG#H#OC?S9".SLOF8N.&\?9QMQ-70/ M.>":W?&W8]>'@R/Z\"AM-() [F$8\5? MK5^1E@8T$N1.00\6UCN>_PLT@:: MN0T2Y^"NY">Q8]"\.2">*AONH'HP+7# M(S"2.MA]\%9 M!/;9U1Z/IV@DT+!>T@S0BT^@X2$]=[RT0>]ZX@"Y>J+S/(+T\5%XB'I(08W8 M._5O)]&!TAL@PO$J? SZ=#4#AW5\>3NO_ODB/*%]B&&@$LA_N9)S1AE[! B+K M/T16T-<_*P7?/" PXM?GG9"? FHGMS5Q[T@/YV=]WWU8Z0G,<3^8&XH8<]:N; MSG826S]UR\;>Y99]NHRLK&B\:?L'T1AN.?+_!(P(IF^V.SC=N). Q34IXGE@D9N4,R4VT>*NL=C?5?N.^_M=1+_^BXTL(!W7]9I_^E"QMUK7'.AUE,?:P]82],'>)N=+*I]L$CVCQ-"KA5#+ MU]PKGY<'CP_%FHN,2G//!^0KL_6"[>_^XJ(MT=W]\?*DF@W>"9SY].8!>1]%=_M9'I#2R"BR.YD!C%[*+M SP$KAY7R;^3G8.;2MM#KY7UI&Q/3JV:9\V+59FHV MO@Q'IV>RZ]9&N_76G"8\4Q^_O:/'GARA$(E2>TO(,Z%:IC0 XX>G8!S$A M#Z3$4F.Y!)\G^D:-WS"=VJ)5'Z3&/_[8EG8D)@'/GF'9B.R]=KQE@!FD:NAP MV_&1+LK3E!ROEL1- NT>Y@WC)+2QXS$=OYJ/WP>I)$@@!0&AU1U>TAS^ZN[^Z MU$G686N:U7?+LY[8JI>'=+89WY:K &!I]A=Y?'T"SU[_0-%#N^K Z?:$M(4J MX1{F'E3@1^,6&G&OZ]((_Y"33XX_^@0J(3RX#_5V*':$OB:"J,?O//J/)+F; M9=)/N4TR%R>S>;>4\=D.?S:$^5[-_^\!@L.#^S9X8#+N/?OSQ8.^28#T;378" MZ\@"*O=.'[%A4Y,'NP#]9^? 43>\TUIWK YV?#V?"+ET5V52P7XKM(,<6C+\A MEX0:&(+_^)P[P'#5Y^_GV_=<>_J AWZ?[8I._3DT-R/U0EUXT+ C0!CL!WL" MFAG7IFD'%M\#MT-&AN_Y%!@IFUV*,3940M3I.&53*4F24E^F9XO5M!T7%^V$_MR'$.K\CR*$L6 53$7U6S#_6FN6-#3P#T9T"E#$KR"6?>R\;S@PEV:/7)P;/>_M;X<._Y]+X,GQSC!F],A/<\)Z/3=K^-[SANRO"/_@> (%&*XKCP.D_?3=88.!G M6FJ!Y^9 M$>?+BX/T-7Q7XA/W;$5 M35/=+.#I@],+KNVD!%E6K-]E%JF,X8\VK75#; <#^'ZCCG;]@/3G!2*=;FL=E->L2%HVV%<_M,]5DA2\"XR7VZ_A^T"/OS=O8Z?- MXJ^&Q.&F=O(TQGI@F!%4IM65]*IKMS9J(#>&5LH QDDP\&CMEG!RCQL[K MZZ)H%P)'V=T=IL\\NSO/]CZZ]PX_=.0G(-8$F=!Z8 /M CTO0I7WJ.%^& \/ MM(Z#]SQ_Q$-P=3>UZ$%<=!](!%]P#* (;SDV'F;_9@E\OH"CH^L=BX![,)<= M[R'P=]+,.?$*BD]MYPB)M/=]T*$0,IWZPP$#M"]PQH+Z"/XP>*!287OLIPN-G M]#B5U20(0.^B<%"0X.PU=/D"T%&!U)PF_ SHIQH8JYTX^L\RF"EO4 1 MFHI!HM"IZ,<;-EN'JN9BKJ])16:=4^R&,#28:[AZQZ Z!-A M?6 >^$"8%O2:]S50H_<&\HFPUWF^"+P.,!MIJ&G6+AB*DC2 ?;W+MSH(>/* M<9"W=V>!'Q1^J7[,=H%>_L*?75WEUTXAAP# MB?,DJ Z3R:SQC@F@:@<.:D^79[,_!I*?0-?>T,:0$CCR$4?K 2)X!'C?W-" M5S SYC!-<&]^[KCZ4HZ9N$2_2X6"66.02=ZN2L&UP1=<1)/JDM7,?.XNLJ*I M6D,B6TDR4WWU51X:@7)[?2M5+(J+N;H22IN99'' QJ1.V)>1MSAG]H'P,YSZ MX(\!9^;+&@\\A)#S%O#L PA"C>S@2'@QB>=1U0)0)"N*[:@(31$4P6PFI-K]-MBA0\^%?'AQFTNCD/@G2!PQ2\'HD>=&_K2&F[3-SWYMGW? >55?QO^5;H>4R\6 M649HL6V^K:7(?FR\^O$G<8*A_^G5&V"?;@V9UH%G$0N3MP^N^& MHS &#$V@$U!%O_L6M-T>3D%@:.J!K;'S4#SD?,+'*=J>'@?S=L'Y='JR(=6I MT\\RHT\I%&%0KG=W5K#/XTH6V$QE%]@Y8%.HY]<^,R2!C5WT]33RR5UZBD<-4<92:?6B$/[7/AT-GLF M$V)CJ-WY M8Q]H:_T>+2MW8T)=A68NIE<9>_"J,JN*B\B:7D.>0!>_&)HWN':WIP9_T"? MPPT8:@I:,JR+.I?-KP=^A],$">CQC>F]SUQZN\6AZK?XOX_&_NRQ^!T1(G!' M19[!3."P?)%O?J-UHKKL!X4$*0]0&9G)[,K@G'MNL!T% M*N7Y'(Y8J#]G:[B]_^^T\]O1#@]#Q6_R/O,^T$0.,:6F>#8P-B'/_/M;%]9]^@S/NDO?H5=4:3G_/R#4/4K M:T3U@? =,,TSNJM)TN&/@,? TGW=G<#?8/TJF/!X1P!'_2@1O#((]N+0>VA M'\O-FSE5N1:Y017YRRB#PJL MMMYKFO!,>3$9^3!]_C_%'G[I#>GW)[-4HS!E'@:FK /QAF]Z5BMXKI+NX-0: M!@&TH,:@L4(7662/H]S#Z/'#*!=+ZIME0PV5I'"*-ZB&9?OZ@"NT8;R[O&\U>_M,)D^ONL:\OZ$DQSM-I)&>]D8M-DBVERUW,A7/I3R\9@,MZ,_T@7KLE-S B9A$OKC.8X_M++K[$G@>]PCO40P"$ QVW#_<]MW89[O_]'S'$OYVF0J5A)\YB\^KD4\,*4>3 M7=]YR%9 QTSP(U+*

*Y]MC=#[+.S/O[&=3 >K9S4G[O:/VD/P>.8N M8Z6>PY,J'MJ!Y7%9WG<"]_%3^TN3 M.796_\793G#8_@HC'#^Q[T)NIZ"K" [%.QW%YF>D'_JR.$\'Z0J+R,B1]1*GH MHW?LOU;TU4K*(YS9QT>?$;W:?S4/HL^RNJ8/[K)GT^',;/P.B-<0R^?H#O4 M_/KTV5,A^. (R03O7/$P03]%WL60\X%G.TN+KUKW)B^/@B*:;88))+/V-\)=8 M:]=GW@FQ+Q %7;17-E2"&0QX@6=TH*%;C!A1.&!U481+@%](R- 2%GYQ+?ED# MJA) T]#R^[QD/KLA*=)*CY@8Z'K5\LB?C&"X@^LSH=2_MARI,\@1=I0PC3_$ E2H/;4X@!+R+!U3E6M5D*6A>WY:YH+&JBP@YX#F\NB|MS/_$-($/NG5;6^6'00O=X_NM!Q\7.D>R4AE2F(+([$+-39WBX>>>.,^K$/S> M[F!/1[P_SNV!L_K-S?4PQ7'9%1XF\B^NO2@L05*

MO&\;P,M>_.@V:6_9"$&W<"Z?."4$7@)]&,K>GN8R\S9#G@2GW$KKQ02-'8A-MMYX_OYZ'27 E!S]S>+E.2-U1L22Z"Q7T1"$NF) \A_&P/S^,IU(OO.#+^^:UM A^<(?NZ,FJ67<-$#]0<'E B4>)J.CZH"\7\,') M$)B!VG4$S/)XBJSI$;NR@.F8/N(:H8>5+#FCP<1@!(V)P-F+_" <9I5'] .6 M:. ZJH<9_'?#/'P.GUE#'F;PV3+/PPQTT*#65<9OSPP/LW#,W-\-B_<2A_Y M3/4.$\"CWP;@P?,H7O9WJ\J#E>OWNL49W.I62ZWC^NGZ\FNW:77M G,W3!WN M C._V(I=H#V$/3 \%"D@_/KRO;1Q.LZ9[V6FO.]]3XR]_W\LDOASZ MWN#NWZ/O99YS9%G[[79V!I^^ETWX=^I[(I" LZ%/X-;W,IE_O[Z760*_D'*6 MJR=GN&1RMNLDV 3E0Q*&,-GOVM/7G[GJ!'Y4_N]#+#(M\S*!G\MM1)V1=''%'>J2&* MS#F.+-@^EVX+)B >![XF]=P=G?TI"H M#P;0N%:W-^?QX?GVU%"=ND^X2N;=V^_\6_G/_RKV2]@R'S B+!\S__*O-BU!0 MU\"4:,HB(_WKSOP&_E<#*C_XEVG':_P7^(.RX=^1-SJ&<'H:UK2FA"NX$0+H+(,MH(+[$/!![E:$G!'X, M/XUDV>K<8O5L(FP0X.TXP\(W>'5]5*OQ"SQ@^(TYKKE*K+&A!YR=FY/ 8Y(- M@;/W@+H"$4[FJKD5')PR':B+CE7HNH9;4;PG$.ZX@;/I*32Z($\!@CACCKQ_M.]K:>3'.5ZA3C?DWCUM<83@8FCFS?8EC?4I\;@/!@,_^B = !(6Q&B,$(_-!U MEV2]+]?R2G2,04-X3'#ID.3NB?)@P^D@6&S<.+JFLF7?JY/=$2)@)#3F\A)4 MI\6*;.CV2W 6,+<| <'<(I&ZTLM$'/NL,@X^D#W5Z"2/='"&S&[.TQ91PCQ+!_M\QP /6^_MZ<-7S490$)BR=3PH'FI2YM+V]TSF((0]X6/D7U"[LUV+8. 1Z(RP2BP;:<0< M90F&]ZB"#Y@#K H8#:))RSVCYJ!?7^7-#EDBHE6!GQ@\AZXG09Z*V(PAZ.C6 MT\!0<5\SCA<,F[FNHI>50DVP>)T,AR+("*X,K@V"'Q^878?@'A5H **!3,)Q MUHQ9O"2L0-1A+$Y/.N54$0ZV971)OIV^A\D*FY>KY+ MF&!3GKD03,IX.9%]:[DS5[V,5IO1V**S%02SR&RI:QH\P:))[QXLR\2FA2C MR=(R3$I .VLM)&.&Q?A&I:/1.\3M&!$Q7VXAPOJ 4;&(965-Q] ((LF>$1PAU M!P!U<-I\-VYI[HV"C9=8P<"LRY)M0T8U;_W)HB+P&$;-7_ !NN4Y1 OK@/J(M\6ICFP$1 C.U>/)&36)U2R(J[63*>;@=J%2P6*C"M0T0W<(CT4TU Y^NF2L! M)1^2UA@M-N(2)#D ;!4$;U_G=0%"U@X\\4N:%?![#*[J\SK,HW" (P^+SRMH:# M30/^/_=..T.W;@:7K C,_(\$N?#?WA0U>#H@,C(#+N2J9@97L:0U+E0Z],,G MK_%]J [I\S\CGH.2VHK D- &_W>KCOSG^<^G?_^]_X,_M(?L,.QY"M4OB(I9. M2N+__/_J12 M]W3LGW_W914"^0]I[R2*%,SX?2KU3V+Q)]J;N2C7:D1F%C&'HDCRGW V#J%E M1 #_8_YEOV5BI=D?6>QLC\J$!A$]FCLI5'1,B*ZK/RAS804UQO_G4#!ILAU MA3]J_8$F8(@15,7^[Z]_M.NYC2#%F"?)JL@(2_$WZRNHDF.\Q_@M(9'IIV,/_ M9MQ0=FW:!3]K__@4(ZAND;-:ZQ@77RX? _]JYFC^RC,#^0D\0_T/0^,W?*R>^_M!#A\.LMP,[_:,KP-%H;@N?_[JY>,L13+Q:*]3F(]6+I--EC!H#KD70BQI') M9(HCHW^9!W$^2\D$;/GPV\AW;A6,ODN2R;MX/.YB7"B&@JB72OZ-;_D. !'# MW"PGGUDM)W^'C9ZEV\0I^[]WM@YBW=Q&S!2]B$C/XIQLKO7IMLX!AXY@B3WXI>%,KQR M79J"1G7"W1\7C8#D[G" (A)8.W(,LE+B54:+4792B[RB2M@349D6D#WC<5'"_M[50T$WP*R1O<$7K)^("_0-M4PWUW4<]>=-XZ5K)06TM)ATS3!HRI8&Z&R;*3 M_C"+!VTDEKA+IU+;!OJU$.^N5H^;O?FX8:X*(JC=)MRTK1O]7CF,W2>PC)20 M2UBJJGO3+@3?)KM7+ Y>,Z='_/2IRQ\ LU*5T0,$9VVK0U &$"+CA_P+%+-_M)$/L0XS9JB7LT3B7+2^(V/BI1:%0^YFE]ML68MGK@2K.BB-DWWG>F?X08&*0 MB=#8#+&T- ^RE,/5\F86CWED?%@;#\B%_*P2I&78W<]/KLMF>7ZS2W,5 !1,# M2.SZ*(ZR!;1?9]$F:6.>Z26PV:'5NV+K1P-1X+?4V9QU)$XM7> XC7C$'P]_M\V@P*CSNMMO-AF4"_;?31)EH(DZO+5K2VNHOD0>:PB-7BE]$6S9=]5U.1TVW-M 'I'[6EQ4Y&I#T@$\]BCRK0#54B+!)V(JT(S)VFQU_P&;8! 644)D#L@W-6-M;#5'MAQ1"] <$TY<_%XZ"0RDHRUBF)'K)1HGMGC'4!9Y"W>9,]F\C7-K$M[L%_MBUJW?-:/]!?S>]$"W>F*C0]TY2AM#@K7A\,OO>X1%:ILQU-U0W MOS,[.*^)#?N%7V[VZ&<9:;O]GKM+MMDUV9E^[:&U5;#F85B7>0Z9?JU8BS6# M/82M-BUZ9+@6Y\X0#C/@- ZDBY'TZO6'([.8A[8>L\FZ$56K-V2%G[G_']]BQ_MZ<4:K5-WUF9>_5C33U#B_/AMHAT*U!#KT93#04PNA3!\\Y!\@L;F4>T!8R0&6 M&]X#M!_<[3%M"'JFWS$R%&&N082P#5&XYB)_^VJ*1877B1M+O9EP>;ZF7RI M:K'H>Z(NK;,0'&5@-.200X$:8,N?[4QI"IF1R97< :H+G%47$"8MV)N%$@D]M.R2&JCS51W87_MH"(F8.$+F]L>,LY@G>"5T_O-_4_MR"A,CSS<+#;F5/- [7L/.ULW[O@Q4%HG$&RN@6+?"$"6N:(..&L]_AZ.(*R0_MDH%F..]!"^!--B"V67KM)P^7SD+P#PP!G0PZ-?B4I9-+EOZ'QUW(;-Y1!C:X M_YKP=:+(8,YH8TP?P$WBB_LR0Z'=]M__H!(H1;V_P6VSO%,]MI,(ON&I#8,<_MG;4%A*_:#Z'%],0(8+T"\R^$6M@=;* ('RNLR(';8V'"*O&89XM:'#A!K@<01C MQ?&-]EZPDN(PVS$=P82$3?OYNL]YX2R&-*J9$A6%7N?3#AS&%WCH$+N"N7]N' M#__]3O\N_%N71>QM#]C!O;I1[SNYQ2!N,8AKBD&0),M2--4;Q&),+]9/IGL_M2R=Z3))*) ;I&)MF!E8,PGPCDZUWVNV"!:+/8P16)58T:? &-6TH+?E%\/18BJ)M]O12@G;6/-M(Z7/T;4/T#VPQ\(.$N\ZME8A9XI-\]X;86AV=H/UMC8"PL!6+I<6CC.P-*A7_M="Q##AFRZ.F-*

C^WVC]U9R2CP^+%. O]K9>BMN,)LAW,?*]#BJJ;\HO%LRYY; M3IMSO%%P4-,]O&F5Z[F 7M;B*_ENU9./ECY=2\"[#(+;RC!$3\GR]&\|-FR% M,H8^DE4X#0KHS:&@G9N9>(0,X$4W63"V6P;;RAO",!8PC]Y1GL1QP_;@P1^SG!LB.FR) 8V^G_23V,@!(-MR2:@4(:D\ <>G(ZVCC"%%3EV51. M$-!-8XME).<)1F[C%2ELGIC +2B9-H!78Q+MDO]C&X ?\K'&\Y=+"^4]H>/-EVA?@<\%A(OO$F>W(@VN/+-*W'+-W 96-O:]Q HY;AHR,S3U#,<.GD-I- M-N]^QHWR=^O\;\G_P$"4E;$(6:8,[.L]D#1\[VX(3%RR99@=&(56YO*>%Z2# MJ09SAV4GB++:!N%UQC'0Q2J'=YR!.%B&@B2K*32POIMJ M"L;%#I?;=FV;/#Q@M_B^,]WE+98W0T(9=F+PIGX(M0-5(74@7]$ 4FC#Y!';+K M/0LRISG\,%SS[UP;?8+#\K0VCAGR\M;5H9F<1R"+9H1#UN=M9CSLDMKIW"@# M5G 2N4ME0T.YOY(D(^\HY%YVR(-U]T@X9.9-P9(UCRAD/#K MU_'SA_9*HR MBJLD!+&4*XLS8:!DLI@1E*%V_'YC&-X)/M^9KBJB"/HJBFJ89TM%30[@3IRU MU$IDJYI9*0@P#K^MR??6]V@UA\U1160-R?()HUC*.M\YP 6\>[IE?$+-#-!6 ML)019WC7Y&;P9UW0NI9Z1QPZB?F\ MM@Q)/"0>;IU'0'ZD?O*?MNUHO6%I)"+"F5Z%=3=\ *(K*TK)XL&FJ9'=FA),Q\ M.1FK.QO/KS_' 63?4^/?UW? XBS\8LA;Q6K4E"%Z'UA]C>H/LO(!ECH T3M!%[&/?B+V1I=B1\0<<""99F4UX#=R:MN9*\5DP?YX2FP*%KZQM# M6_U&-E3G]\7E%Q? 4G5]-^PN.;H&FO[B+Z2X L$LRHQE6SMEB-#MDN>:$),'1 M018_'$(LU4X)DU/&@2X;T=KJ/J=C%GXM BC4+81U"V%=<0B+CI$,S8)XCR-9 MKA=+:#KA>NM^/]0)XOTTPZ0"\>12" L%@O-+OSK MJ5ZOP$^M<,:RK(43:.6F=']63U@;B%@[(%KM3+M0+=3:%PQVY9P22I;#;Z.< M0EY4RU]IBQTH4*!>Q44$J%>9?F5[%L(E95AS6QZZR8Y4M-,-<(R8Y,91V-; MOHZ*4TZ7'J4*]J-.U P^>$^@',;MB['NET))C*XT(T40.:8%7N3-U+H[]/F MY5.\4 ,[L]%_X(%#AFGZ0@$C.O>64&XI:P4TT 4K!>7XX&OO WRM%2>;8I>G M2F"_*ABBS2WFP,:TH1LH?79Q3<9,PU\,O?*"(C#6/55KS+ESV=_VL=Q9H[KO M6P,5>T^A'N)YJ9*F9.]1!8*L.BR]=? C.,$MI8(EV"EE2U=RG(PZQ^B3!A[3M9TU""^OKW5NKSV@\J4LG7QS9!NQJU M&8]8_7:ZZ!-B,U8&JRN"806C[D(:X8+60KMT2Z4W1T(1>C>M^]T()*'+%-% M6UQB&.BX+3Z$AH/V->:]%L5QB.IEQ9S-,F5YU94<;]K(&IK"P)%,,W\6^0I8 M7 #%^.8IEK@ Y>YWZ_:1ZX8@;2=9VJE^D*D6%S'P^F[=RNYN[!$JSZ/Z4M!QXUNZ? LNM:&.1VF M%NN$YS*^X*J.*9BR\'O!\EQ,REPX%J#XHAJ#BL (UETYS/E%?YY:0:N<[H+.PB,C,.^5Q/K?M<]YY$A="^8R&$V?PY4"<1+, PUB2IY*5 M@FS^O26O^@Z?].[#LXIH!'9Z1 MYTP9FTK85.< !VHV01=<-\?2V"O(`G[Y9 M1,*VW+"5A:PV@5$T\,?^PV-6Z IHW$FBU#V=7+%H$63^=ME3&)IH51&!FR/1'E# M\E"" YC";<'3(!9+8(#\:#M#)R:7LK#>9)T8DS<'55"L%.B\$Y/$]&3EF,#% MH,L<5F6J__>ES:WC21I_Q5$[\R&.P)22[(D2]W[3H1:EKLUXVLF>WKGDP,$ MBB3&(,#&(9GSZ]^\Z@)!BI8/279]V%FW2)U9&7E\>23:._]X@ZNS +I6$C4 MD3NOPY_?]T6DX/14"Z4:&V+!Q?X)1>0GDJD@\-^]P.I[&RR RA3I@6$#2I1E MJL23 'Y IZ0:!7$C^B=$>101U B%'5G"D&>-HON^ "?IE!C'7%JWW@'N\H;U:JEFI(..:@/0@>2S'U1 MZ-;7"]LE7/]'GN1$5$ I%B)YI2MRZ/@#=?&'O;$. AO$-X5PHMB8J]]JU GR(7*J E^]*H@2A#@(\0HA M)@J#? PBH*&ZK4JG9554DX56B&"R8E%YL;!>UY7:IC0]_@>&#R0H +;$-5($ M68HGQ'6,BKR9&GPKA3_\T!29QXX- 6^:U I/ L8?.(;/]15H4E1$5HK52.!\ M:CX\U3K((#Q;Z&\;PUD@)AQF&6O+W;J.$IYK.HQPA-,23LN*TV*U?5=J?6\D M'(6ZPWA;1\QJ8%LD*:$/$QM5HXB?H3*(R+S.MN:$&H7_6ZJ;BU((!"?QB=0O M>:,3X%E&9CJY<]YC-P%9OM;M*;YPF]2P8Z^$P;'IU;""* MJ%B%E"5BD)@],?42GYIK'T4D1*.*['HZ-05S>7@WEKU6M)I720VRGI<-7$Y= M,("'%-]>I7ML[*5]KZOZ/1>\|@7?3?+;GV0.XS5!2DL-4F"F* Y1HY7%26DU!"C$.%;?,:6^5% M\^FBR<$8+Y'*.B^IF&R.6&%,OY+U#:)&/;B(`Q7$+Q@C00)O2"[Y62L=/0\GU%M)C-'42N!EM['@17AV<&XOAX& M@Q? =J*$,4O*UJ0X^8C 1)"0(>1#R-6J6DN|CITU%8VI C. +*K"!GQ6::DN7 M)V0Q%\#H M3%0#(]*JI"(#AYT/:((8%*XEC/Z]U57E*IF?1F@3D&R-H/Y)]3DU[+F"8:.&U(QVI/X1'1 S"F) MDN#N$I0)JT"#] 7I6R%]7$152Z?YT:_<8_/(R4_!]<-;+WO"B!-$-HGN# (5EQFS[J2RX&W8KN=%SF%,J1@GQ]Y,4\S:6W MF52U_=G!;,=8#1H$*0C21PB2VY[+-/AJ=1E04>'UJ+M\(9]'5P24>9"N]2"K MTHG*S; (/I% ! ;G$RZ=Y0Z>_!5NVD?$&_=9PG:"@-TA:(FLII5=[/(F[8@C M 2$>>2GDMXQ.R@MB [0TG&>GVZOE;#BW3]K%H KN@H5E/6> (1[7B$IY8FI,;.MFZ1+NX>!\B*7)XGR41ZI$2WU"LJ2Y;VZ*U*/-*V(E@I+1].2KPQV+9!N$EF5 M=DS28VA?KA6?E<.G1T2O^>@=25"_P\60 MF-"*B8PT!EEFI6*%=%%Y%),%)\C4-LU'>>MT5QGJ=!';ZJK^(ZFU(N8SF$6C M4*VN-S$ZD-88=UN8V1+6):R1?7.AH6N);JYEHJPSJ!D2.R?8S*305_\:D3?9 MDS0A)*5R)-\Y#Y!'*=>GDS,\N)$PL0VQAWE9*?"A.GN<_%??-;3IF(4 M/3-=C*G#*C;R2,1=!QL3;'KL6!@$[MXI+!I/&':=(U%'7)2U0H"R(#HWB>-,:E#D4@EH9#S&,#,QO@3&#%)N3E5 F; MF+GBS'THG=L)T<%"K7@^N#,PX)O"_REM-_R'A\HB#\5F? HX(%,#,O4A(E.% M@CA]LI\E:;K_;N=8/7ZWO[^7OANEN[OO=G>>9-EXYSC=W]GU*(AYD>\AQ?"; MDU^? GT6OGD6GKUZ^\=B#/*EYW&A$,NQQ$U+62K\ [.\[,OJR'2%>TXS:S'Y MQ?'.]CZ<-4>']OS@+ZVC[1?16-E48_NN>S\J4&GO? V_[Z/"'+3NYH:6ZW:55M M!&;]O+R-.]P^/- ZV80(YQ^BIBKR+-+J_@M/?=T9NFDQ7L.=XT^UP,JJ(:!?,4-N??>F&^*BC<.>+=1OS[*,/ MQ? (DY9Q0I.MK'1+ ^34,*VU^2W4\] '79T]!SE]8)7O%;#& ^\P:Z'0:'?1J'?K8P?/%"=;0V3R[!$U\GS3QDV]'$[_Y_>S5LV=G%V!5O'N\>WQ\]/B6 M 9>IBEYA:)\:)P;%^] 4[^Y#M98OSB__|>SD],VKB\MW!P>'1[NWU+D7>?,^ M>L8M#X*VO4_;=G?_VU&W8!K\X^S-R4OPZ9Z^O7QS\:^G)V].WAWO'_M'-Q. M;E|($6^91>=EUC5MO8B>)FT2E/##4\(`1P]4"8,7]^H9V,"G9V=/+]\=[>X> M'1W>3IS?-I2V 0L8-B0+FOA>:>*#XV]'$S\]P[##^O7KYZIHW@UQ?G MIV?O=@_W#O:>W$Z"GZI6U3/37'ALS&(0ZCQ502_/+U\N/-]3*;&^$&"#O^X/#M]>W^YOSL\OR3+(YS'^7C]C5%8^1ICIQZ\(_759&G(8!QKQ3Y MX2=[>W>NB*SM\?+D[=/S-V=/P?X@.3]]]? +IVWM$#*L,(;09&""9' M9@FB2#)L)9M)7S+XQS/#K^HD[%Y9A^)5A&;,_PH&%2^_^70)/ M/MFJN7.%91$B3T]^.W_UXNSI^>G)\W>'3PZ/=N[G*)++=[SA[M']_F0_%X5N#@A!G2O;HW=G4_.T=^YXC)G MXM>WE^WLQ=G+-^^. M]HYN'6^W]CRHV7NE9@\^63#O7*,863W[O[/3MV_._WEV^NK%Z[.7EQ2*?(<: M=_^66<|SPY!$K0;+)H1?']JH&/GS\0#7PZ=G%FY/SEQ=GSTF>+W_?WUY\O(1 M_??9T]]TMZ'WU"F M]/7%^_X< R&N3!\='!].6MD]5_]QBP,E/,)*&OP'L_>G/S?;0,=S$'$C+=A+SR'-ED5/0F^8#!:6;.2C]5 MU++\]QQ]G^OSR[>7+X[W#L\W#F^;?AY#E,.%O+2? +,MW)+A__'YV.^6\OP'];=&GM)3^.VSO,RB%]B/XK-!6[\] MP;YC*3[N@_-!!0;)Z#(M*5)UTZK6G]\+K!_#+=UPX*+:.'K0*]V^G"Y\Z?Q MV__L\?$2/>JZ);K-Y/Z 2+E=(GTTYP$#]_@:TH372"B-M/+2&S+C(=:L (F)% FM:-'<^3$B,?V;VX0GFB&%-B(AU>$VI]YVNT<+6H/ E MX995ZCUW{!CC%^&S4;?@'K<.LS1)&JS4O^$/399S/@Z9KO5S>6F.I%#\LCG6 MAX&9F_&@- I5.8F=.X;5$R(LOW8"8O2::IT*Z5>-76SAQ^.\,UA/4W&*(VU?Z M5>*0=1S03G@[>H54Q()Z0G'7^#[35"LV#-#X:PONHU;7IALP[@_S\)+, (/LQ M;CEM(4[H*[$W@_)X1J=",^]67=N@(,J"O2VI&H1HL9J?-SVJ,4\MP^,):PDK MK.FRKTE)L1#PRAOI@^?-JZ91#*2$_\H MK5"(-%]Z+,>'>N9*TPUOLMO1:Y@)H3)E29.^ F^CMC"'*R)*]T2^/=M8UFAV9 M>DK#NEWAF4 Z/CYQU0BV[XK9Z4&$8.YRG)CSF YH3*.P.]:73\NG?L/BK9Q4 M(%'^5!+E_4"BS)L22)0?)(GR:#0>'XR/=M\='#Y)W^VGZOA=DAZF[]03^'^' M:N? X<(1A+DNBO);1[FMR*^]LQJULQQOA@",:L6&-_3K6^[$9JO1$6#OBI:J MT=]TYP2XXS9Y D(%X6)Q?SE3"5PN?E6.>47,),+G9;H-MU/T%"2&FB/K!B[< MJ01.BZK!&'M?5M?4H^7DWPD]XK1R'G#?E]54)*U?FPV6A%N+Q&AP-%VBG2@5 M:9B\E-#*\HU4FLRP_4\&%DG:8H>8"MLJP%JB0=B-X(,.$[92-JHFZAI$]BZ^ ME(B^/[2V?8PV?L_^PT8I\#E1UA*JSKSM*S<;NN6&U1-5+^\7SGI&GWE+1G^X M[$;B&U*G"=B8WN[RI[UU!E?L*K]B\]4\&YX02[.?"7^HP"'!+;;>I)0=_CS:X MFN'GR09;;[94>^Y(I2'N$W2BHR7E@_^&EVF.:7VHY,4 M% ; 3"I>AZ=_Q,7\319P'BC\Z:.E<-62FHV1Z60\]5QO^<,9R#'?C2@=$=% MGAKG:'@M3-'>BE^)FYHT5B*X/=R+I$ZG+'M[.5AA8-C>[V794$G.KPZI2/A4 M*T:\8E"'7VO?-E*&NQL5'<\PG\FH"]JD=2UVA% M&M$=F!3<=OI3:0@7B:U/O;^:IE.@SN@Y)!QUFC?DVU(3LBE0>[TJ5U-FP2AWA1Q1;)F.>8JEC=SON\.P&CO;P M)%NGZH,]B]F+E #9VK,3 +_Z'P@ QMA>% 61V4PC=63)/Z@E^ M1,KB9;4MHT%%\3&3^7M7*K&$#O1$X).\U2T+QUW-G4YE"QIZ\PB_('S;9B, MP1L'_O\]EHP%=D\=D@#,*&@MY\X48_=R)J@?_$-1 Z=P&;2K+$:<:#[F/I(P M(=O)US$19(9#26 03;$W*,N@? V^^P[AQ\+2G*E78#EFD\YA$[+&<$UYF^-;? MNT).TQY_8_\>KRS?:RM6EC]\F':6S Q9E]7P[#)GN^_]_7Y:92NF<8[F#>() M+K O.C0U? IWN?)61-OA2CR-QHV N%FB:Z2 N;Z%S0$=W8Q;\LF M8_QPE%I5(I()FI[#,[<)\#F5%XLC)+_.T5X6M,<"/2];*?0 ;!N]!.)-#*S M+? T#4+F;^P?DB1"T^S&4DFZWEC^W^!"1Y>T>]M,A^&UI76B]:<6QV9QS7GS M]_+>++P;M*#9=6W'P=A__-0+C% (,/A&*@(P7]98F_M&O2SZM\A-@8LQE-A>C7 M.L\F2M-SP06&0V1S8IW4/4@\PD'(P0\PD/$(SP$M;92R:]0[Y1>0$?'U_,2 M=85'-YY#U=.A+G4P->E+>OD$3ZI=_FCOD!<0SC"XIK)R7N1,Y^[U^HZZ!2&8.4!V?]?QZ6^GSX<7ST1'?E,EE6Z?.L&7Y\GU MP_ _#3[^)%UQXJ@\W4'5N[]@7_OQ_L.8ZV\G)Z^7YTCSF_ >(H0]316EZE A M=Z744A]4'&?43A:A447^-?F)CVZ\NNW")$/G'J*(V)A!=93O 9W"=84"Q^> MYV-ED0\OD@83U,] E_(+GK?9]OI0^OW= $X!K]"T;A)9S_#V=S?>;U,FBSY MY4!.L2&.7!?V9Q9KPN(IV M=W<^4B*& AC.);V_RW)Y=KJ9*[2]P/C^S@QW+WI3YQ,T1*G]8_1/T',K\^\7 M_*'>PMUX=_I)?+"S2@YBKK4 -5D4]- LHYQ_.JZ;=TGEI^]W5SW)4K#"I#[1] M5>>RS,&ZQ^O*KLY-2&\-'WKH".\5IMJP" VB\86&BUENB_1RE\4(]*_;^SFYU@G!X MOG]Y$L.MC/_GI2{GL)^@I*MZ05G,@2(NNM;<KU@[*CQP^_94*" MPP<% +"IZH/MO;V_^HEJ_:?5*($=8JCRL\WRMQM0 M\]>N!&D.72NO#V:1G> MG7^(]% XTI(AGW-R?]6GDNA?J3&",98_E/7:?8(HC8AV.]K1_S)D8R3BN*>1 M^5=O+Q\^^$'(&) (GZ>%8';MWH^-L]]W^SL'AN^/][.#=P7@761K&!\?9V"-C M>'WQZO+UV>F;MY>7;U^\ 'OUW?'A_I/CKTW%8*_6]1$1,]I(AON5>1C<@>8# MYR]O89HI'C8DT*&J.##HIC"'@K-9PPQ6JF@4 M/;Z@V'LV.+[C#C.3H-XS'C8\,"%:15VC'#-;!MTO"'^I-5QN"O3]?J_Y?NJ$5 M@8W4?QV0UQ:YZ\:*RD-OYJ%@+BN0C.&B4^:7R#_G&;^E[GD%3LY5KJ[O3N/\ MH0@*EH!CP,N9J2N,5.G27?A/5515*IE&]K@B(9=#\&)G;T$#8!X4]JRLKN@2 MB< D$,6ATFD)]MP$HX=C(6MKX6"SD@ YA>,.&Y+ "$.KIHIW.\L0[W /ELM&C MCZZ]_3$V#RHZI+?>]!G/>P^!^5_!P.L\[8H$9I.DTP7/8+,G_O.-^T#F\>O* M_,].V:5:1'/0.F-09Q4KVH;/]]NBK9.MY]5U]$;-Z*QWL&VG]:(RR[W1&-X^ M?^.&>W]$?RYO&U6,8ZFYQZTWY7>4 7K=%9C8?)8KT-GYG7>G[V1;$@(]/K9 MZ8F_Q&@M:9%SR[>NZ#81Y**04+9F@3A9E:)@J2CK:K1)8])P^:2KF%*)M&51972+8H'F.QI.5/5'&6A*SG\CHLA=]$X M:=HM<)BNZ5=]HH]3DETAI!+O?AAM7O/=$P^YDF\%;DA=^. MSMG$J&$$ME2?HMGS&JMR.J^>(8?=9$ M:%YI;*A"+8!*LR/:XTUTK$1-Z2Y)$M75"-D9TR3#X+DVP](B+^F1I+\;63$. MV"E,R%%EF_<"&O,$S;E:34!/M1C]2^8X8 OOWKO!%5-@5; M'+SE+?S_L*9E5LV(_EBDDL09'8F14J7= Q$&NYM&9<(C7SOTDL Q4=@=N-],\P#LY9P+/@$>9QS 23(*'M-M!-Z+=QY*-VA&O#0? 83X6;.J#W;]NH0-?*Y1XW!.=%;$JRC5A>"./C[;A-RC. M'#PV@]>&$XC+#!8>]SJMIO!D6%3R."*%;0LH.29?WM+ ^"*XW[A1),2G9?[[9 M9'5.

<77@J[0\Z]:;URV)=F"Z4@T[2_Z-/,,9K@8H@RMZE5Z;W5V<)2H;JK@N M6W^(KI&6P;4]):IC9QEA3$:VS__552$_B&1H*4IZ8;#G=[6 MPVC%X<5WP@8=[?:^D2-!1$G\|'Q35Y2$P/O'6):$;R.$$FB9_.[$G"KP"6]V__2(%J<1W7CE_E)/^D<^--5(QCZH-M[W-C9..2XC6+8)\$[E5A[]..J_Z),,+1LAH>#=III(*61T1I|)%"#0)*1PX1 M;;MR2^Q?GURUQ/KGY-7[?&0N"]MZ M!AJ6E$V(66!7"S;?O?.;M/S?9=FAFZ*4"T?Q6/,U;]H4S0B?B^+PZW-1N+M! MEJ1N,*Q,H_AJ#!>),/"#P\.H^S;:.]PYV,75SMOH-*[3]-PNNUPG-'=W]N+H M>3+IRB3Z'?03',=3.#D@=66>Q";.TX+#,Y\BUWO941$/N'./CO>/?XP>[Q]M M[>X>';$63XWD7JM1DZ,9FF4U[A/\8/U!G;;MO/GYIY^Z9CLAX9&R38H)SR= MV^YA<,*P[XG='U1IKL%HQ=-+8I/R2AR#L0FE!D=;"1@8Y2DS&V#T*6)##,.+D/9V=O^???_UZV2MV^I';7NA/!-"(W/1D88(1DL1=`Z^4@,1"B^TR80,"0(?MPQV M(HW(86FT<*N,@S.@%@5#7,*VP"FHP>IM_&(C[=(A&HAF48E9M7!3=DR:_PH)Ml.9XW1D?8B>8X-P9_ULZ%XP,1K\5'3HRC M5MR-PG1[,1XOH2TX.BHTH-RDHS=X.]%()761.W.F(;>Y!]\'@,S7U<'G M1*+RY5

*O_8-MBW79&G@^!;Z%GO)4I0HA%6Q:/MZE?./CN#^&*6'J,4O9S3I6;)G"U6HY;?H8 M/&K]YD$)=#D/]3DO<4H3SW-0?*
*&@ZAJI1873)M$MV[HJ^BX*KPC;.;!;^6W9MODR8\-/O,+QJ)W5U MW4ZM04[6+^LS9C_'>"">N@3ZIM#FI*EAOL'%Q@\IBW0P76C*GP?*
P'36)-H5F1 MANA]C7N],["]2"5"A;<_M'>+]';YV!.H\M%TR(|)"._-$FC90BI0T&A>$KH\&,%M&SIR>&LK56,]A, MG!3_'&>*&Y:S^PY#^-*
*}]RL0P]RXU4\#-H45N,&B 0\,WDD82",O^_MTI5B7!),&*V^Y+8/S8TVMA2W:"[1Y?SW#@1-KJU]/)'+;XX>77:P!$U3U3_& MT5\>*
[>UN/_YQ_4,%]>8\EM]CGO@:AJK,,^GR?;1WM+VS_-P-UN9Q_WE#%_7' MKNCVS7>V>V6_\O6AL:+DDO$-(D\1HA_.>E5Z-*
*BKR$EM236E>]_X*CA@_D(" M_(>_-7Q2=>R6M;RC]QUW8XT34=)1PA-L?HGW]S& 1471&^%Z!G[G*Y+0A[H*
*MF*L6HI:BCV0P"*#Z&;;X0?7_M.XFH(]G\$T#;=N:"B MRPYMC*YFT[S"7RL.)KC71\"Y('(K1$XUN-9Y,R7I0H>(8C08\)-PK2]DM4?Z MJ*
'+=<,Q!AU/4F5#;2(R]6>G ^(4CBH66V3@Y!C9$?.$7&3H5 >9TN+1EUCD\]@J@1Y72>O"TU& M2>_'ABPIA*:EMN 7?$
WU47IJY]$9]@C6^*W1)GE(#]0LGL^731YFNMR.YV6MJ'L$ <+PO6QNBJV03""8=15JS'6R%M!B F"
M+]8(D6L7$7G<32AQ#M*U1G6U;9VDH+*FN:"KU(I$[$\0)3"EP%(#86JJLE3% M0ROG[=")NMFXU)B4W4S5%7:"7E8TR G3&
(29!7TLMCLT9&5W4]W M;Q2-()0D @[4D-1YS6"2+BX W,LZ.S5#G\-'GJ-<8Q7 &GUK80=N;7B$."(M-L5=F*.W6N[S^XWL:;*
*(D%*Q[!GV2\4^7)-3"_\(.<.N_WMS&I+FKVHLZC(K MC.@=S/8.1V[TN+E2H6ILWV=;O6*AT%1N=*TLGF$(.>T,S6:OEC .N&_FN0*:*
M(D(O!R6J$=Z^.!4)B-N4JKN(&]N"\3061[_% IKA;08(9#9RJ:/&T@@=1+/> M\D*)70*?**Z*$"_1Q0AUI.[<,LAT"
*[[6JSA.L,>7Q=/Z]&NLX:KH[8/@:D8H MR=/Q7:.DR1NJMRKUT$?NN; #P=;L%@D.NZT!<@7N))_)$1E:*4\0Q!!AY?X/*
*M[RMP5HH;&,A%\;JI\.,\K-YGEB*5+<4QS][VH)I5W8ZK(J]BP1\3?%B7?LF/ MW#, FS4Q\5?=\;T]MQAKV1 N'R6<,8LJG;)&!*
*679PPGO7.@K80B])+!C OX MOC*X8UG6'O1X*_]=$99C): L+$\+[M94AWE9@MXG%Q,+1ECK?. UJX[JHB\0 M!GWB7EPE=8Y7$^T!*
*],6[,X^$IT\C&C\[GEA4\7\$;+H,OM8RUJ&A"8+]MH2_ M_DA ^<3K$;"R>F5F2E+1 0?9[-=DVO*6 =GL[X:!A,/>31V]B7A8T@J$0>AJ*
*M##RQ2L3QS32Z7-^O;!A@40*F@9NIAK69[3!'"QL3(/;N,!/8U>&OFT<]J2C" MQG(#(VNJ&1@9>"Y,$5_2('X4>Q.6JM&E#O8O*
K1SD/)@C-\QU@[>,?H.&AX(+BN6L294Z5SCG0$BZ5VOJQX0BVB0?]67%_J) M%I:E5X,-@$L
*NJ1.L$@]3326,JGEYD5;2P02C,EQJTK):U'IR&"="*LP88LQ MJ[8,ZPTXWN#E_? W*BH0?DI=2B$*J3'D Z;^WP-*
9NCH!#8:D3AF1X^DV#&& M*&D0PIN$T-C]_>1.% HYX&=1C$<4U:WO<[49X(\C0!4[?!S'E-?@K'_IER M9*1.9.<8,^T[_R)'@R^(61"S#*
<1,.%YZ%W$/)5TYN&JULJ:K'S4A;SU,8*; M$J?2; [NC] X.:8@2R;@O:*'L [YJB#.J\69+M\DY;MYM+"7KB>>^@NUI?U) MX)I/.'1J0D2?*
EM!Z (#_@P#X#X#_^P_X__J18YY^X&X(X2A10LK, M@+9G+A;. IERT#8</0=0FSM/>L#YL$Y:4^Y\Q2=T?#B#7X\?*G.'A\L,55 M-CJ9-J?*
4H9#8R31T-%88#),9)G^89FK>M3)(EQ+Q!JJ_H9AJ8A=&2')DM/$* M?!310$@@/6?&+0P@URJ[KUD[=]:UY97B+%TO9:031K,;E>YQC)-
XO. M>]5H^LQE:+ 7C*+]!G3L67)@7L)^[O-SJU8)Y.0'^(56%XXB[H8#!)1B%]\ M_-A9K@%IZT>C).6 J>3"'X ;&*
*<47<<'+1P<%4=4E]+@0_MPA%:FW*X2O+'""7LKL\S[/%@%="'@A*!^P3,F8 MT/RS*6HLM*.I-*
U60KR!?:Y04VH4P\',1._JJ9U,.FZ44X,J]>4M>GXLM"X(7 M!&]5V7('WCAX16@K@G %20F2LD)2BEPK),,E,0R=XD]7#LJ"FS<$-:0;:"*
*M;*VY_L!-Y=H94S!"?4@P:.A(41"B($1KA(AZ@9<<-*5X2,)ZJ&N6(WQ>C)2L M>^,*1C,P]ZLLJ*P@;>ND#=M Z?*
M6N6S45=E6=CZ"\0A8=(L M$BX9IZK1?$1/GN%*ZQ2F7>_1#09+@7/HII7\7IO[2%.'RFY=?A!%N M+%+!U)B ^WH97[]HC$)0+;?
*+D=9$7'0KP7>"$(Z3JPIAJ@M=DTM_]0/LV|&S M)"Z;J7O4Q>$Q*8T)8NL&XU)-9[MXC?0 MI"_V^A6<"E"F1. >(_8>RO>;?89-*
Z'7,PQ^V(%&77"WD1;+WOWUC]TB-;A" MNH<%U,R,B7"86F) >HN=Q$@411;ML^/(^>\(L."+6M,_>ZUB+*D2T4A8OA%7V/%*
*M7D,9>E*5C*SHEW&]D:.'>HHO_PSQYY#G*3DZEALSN'M7P,W?*'ZV^+,21K. MD=K$>ZZPF!C"T) &QK8_)(PNMC&ZK&9J:#'Q:0%A$*
*S+'_XV?%;*9$9&1#4I MZ<;][_\Z.MX/WG"0HA52-*JK!'OK$9Q0S#M+U?4N7$W_#?2**L RNQ0DA51@E #-B1#3\6/D*-*
*V3A=!PUW]%&*X@E M-1.F;[,7AIV|2W*^*"I%[&:N3X_1)[!\X4H-XAO$=YWX:B%SJC) F# DB=$< M2EL/$Z/$?H^BN->[KHE[<7U+*
*(GE310-%^_5Q"/(;Y'<3^;7A=!2V:0>O<$*^ MCD3Y,CS$C"XE 8J;934J[0+[2I#!M1T$#1?@"KIJ4]D5TN%!DM;%FY@%Q7%**
*MXDB[+]2#DGKZ5=>*ZXAZ;0+=E@X/,4,NV8-YG$'ZT)R.8%\'<=Z@PY;7IW:PJY;KP06I M"E*U5JIL!;>NW?8U&,%MA VBF<-7*P3.]Q-*
*IO8A#$+H@=&N[#6%/;N::=G(! M49*"D]]$[Y6&J9'%:%]"F*LR2J[!X$3)#((6!.UC[TQ3,DTEL+I%NX^NERA5 MJK(.#,&H;_K]4H+@!*
*<';H..5V^NJ>9\7A;+|\YO&J^*>Y3$U/K"!M0=K6>[HN MT+Y8N(A=2WR&&&*%[5&6]%B(A ;ANN$.M7TA8]UP7/*08R6FW+K^D)QXG'/)*
MA@?E1_ >[""\>HRA4TI@SO&'-AYG3.SE$ZW7^=@!U[E56$)I]:^%8')^+L' M%X3MD=?Y!4ER;_1MDIC+D\I!/#:3+NKV9'6D$--*
*=ZMUPB.LJJO-"O@]$AN=C MAJOK^%EE4.Y>Q"P$?(.F_*-'%WZ9JR@8+D%BUDD,U9R,U34#NPN*N8.FJ94I*
*MVFN0C9#E*13+!T%:IWI4TN3X817G M3LKFG5C&+D;J+NS6E=X9-TGBIM$#1.6Z GZ@>M@VUV9SV*E?? 'V"@8$V7AV*
M$[X^$[;&K$DS7!ZI7]J6P^,SU2]4I]H=W25340/G(DFF%IQ/7-GXKK/6O-H7ONF64LWQ4_]EC]K;3(-+]R*
M==T#IOK@ONWHJ1G96BTL)_P,H\'H2"KQ"@=?]+_"Z?V08YR:& M8ON[&U#? &HO1;4]6J!2:51QQ6@(1UT"T?KME2UP(#:G'K^+G.;"T*
*HC@:[M<7@(.J8N&:E^LXQKB=N@\I*W%0@V=#E/IDD]_MBW"GOA;Z 2BJ4L30%.&>Y MBK"IR!1AN$E18-_A-*
''(TS35@%\%X>]3OXV"$[WZLT/T+S=QOG0:=:.]\O?0K MH3$0F<;;@ET*X_!,ZBN0^^$X$:8W@E$Y-)R]QP#:AA6*S$V64_T639,.8XT*
*M2X,5M,W%PB3K!REQB &TM-*0"@+&PU' ED]H_A?H)S0.4YH9D^0;.;/AZ/B$ M=3)UA*I1BY/[E(,']XSO,O X:F7$5R3"<@DNE!$?$%_']*
*Q,R31-!;21++Q MFU$9C!%[EQ@44"[+U/(=Q)=),)#A0*X--+&QU1< 155[E=5420*FNJAD(;#MPW<"_*/@09#/(YMI:N1:C M2"B*
*8Y4AT;H.X&!@I&_Y/GMZ O*TM_ODER;Z7]'.EXNF5;/HPOP]>H3?V=LQ M0C?Z"Q,1/^|_+R_^YZ?*
*1UU]%FO'N+S_&FW0=CN':+$D1Y,QOB7ZE>P^Q*Y24 M9%;6=3>G9940I'?, W G'/#-,(@V (J>BL0>V##*\58!::P62ME>I [?*4H>*
M;@AUW_:#W:[%U'?/VWG7/K3\R5"@Z+U2\ZB;\SGE_B5+!,C,3#JIJ^M6G^^1 MPEQ @BT&8B?HW6\]ZMGFYI<8SY$"Z=R*
MD9/J=E%W6H&N[,..X\TJER2Z8159*!.A -1=1)[.2\/ '*\QBS2'KSC9 M7,E2V0'4&^8SGH^ L*
*PY*R;.NC+E]K8@+^8_X9YDH&7+H'*3$8'-0])@.E58 MGP57JW30[=\'>(? ;1;+,[!7!1B,9/1QWXH9>S[X&KHFRD18;_P)8R%\EM19*
M@YD6D^%SH?#TW^;]K7&[&K[8L=(7-@=-T:;Z1^;E*G'Y^R@Z[W9Q@A9]!59 MW.C3!3[*3-6=E+AXN(HR??*
H]TJ:"\O&ZL>]N*A@$KG_L6:_13]>IH5S$LEQ M&]S<)5>0J&8)6PC^IZ;GODYJ6K"""'L,QA:GR_V!U-!623O-1++IMKTUF4Q,.|*
M6$JA1HH/YUY!8^,W%8QJI@^;X8[&ILY=HS/4?BJ?M)Q#Z[X=O4$.=CZL M#>4V));"RZM#[6"9A2$%2%"8IE-63IHIA3P"B56 M-S?*
W0UVLY.D8PKG)T-_&:9]I6:'_K!D)&SM-E.5XY<$IB8=4'^?H6?2H=LU! M"]ACAF&PINVGTUUFDFX^!C^^1?
I15GMTV=)Q=P>D]1(!&]0D$2R#<_YKA5A=_M-.)8.2&3NGL+SBLR^2@7[BXZ96C(BD#5[.TT'*E1TG"[2=@"4"()WI.-VW3$ MS-7-
*^9.F7L6YPEE#N=&ZG&N4!OHL"|")**A]IU3KB:\4^)A/D$D=L1P5_0D.L MMTUX%,\'$[S44B)]PJ)Y!SN;QO*
*(@OL*1[JQ)GZ37IAC,X6TJ^EV&3LM">02 MIRO1>2-<([52O)_BXN&B4H"%'6+]2[U&_0?0PB:E_,P<">*^7[(}#/(1[7M*
*M6,.SNI:^[4FYOM4,O;_N6X#K!X\BTTP:M(.L=*T-.GD&FR\URF+/K6KE6)0O MGE[C"3L!PJ]8A)'79WVHI7S_[+HM*!:;T04J=95A#P!G -*
J$H'-#]/7BP TKV/:)G#AR-6+=Y@1.JQ.88!/.O79'JKU6"F5; MDR[VQZ)EGF.C!,="F6M%YSL8(T-
*$MY'@#"O]6'8:WTC<^%92RZK<<@S6RCTE M\%(\/O!KN!%!!ZPVU=H8=7$AD=NF[]-%\WRN,#Y"[_>=HP> .#H*B*. .J(*
MH\^-.$(SP,"#A-E8AP%\]>9:C_8G'C,RH@)*):[E$('B&,P2'<]OZ0(2Z\)T
*MD+EU+Z1XJ1G2';I$KQSDT/(]X>:98*UQ#XR'0ML+5U)D:NJZN\1+SFA2Q\:RO!5DJVZ6%?U((SD//8&@G[1PT ML'J5A%E9&7J.RTQ'EL;*
LJP55)'3+KXVBHRSS"VRM|K-$]HI_BN_MVM(/;._&M.YR>KR-N ^]W)3Z ML\VD.]42WKXJ>XN?S,GJP$77]3L;@50!
*{"V,'92OV5".!0EH|'087$330N*QC5RD1'7*Z)E@+&-\E: M[';BPUB+HP;1,3% 'D*YXDI4HB- &."PS,AD%O2K=[[<1?D:,'ZGC(-2L JQ*
*M2];U@XGI<*RF&D(9A)L;PUTF T9=NA!AZT"7[,$TC>FXH-HK2=\@*3*HM66[M5@S2OIL]DR+AZI 9^R-P-<(N9:!7:+Q.HH#<9ZK-*
*H&NCS>7(B@Y*M598H?^] MH"E%]&"5AIY)QX*&11ZU(U@<<; HY>%VBB;IU5LYE=U1#NF5?VYON #TT=&]*
MB6YLZ\GA5;KZE;N4#J"G9V&L%"CI4YKZ\%C%8BR2QKW!LRHSUOK]5]TNRY6 MO:? \"9PFIM-U.O
*NW52"$XIW1^WT*J]"-0UWA,%K2V50&6K\U>T]I803*_X MJ.;T&+U\ )*/-PTV:>4")JT%G0>NWD.ZDN!EK82A*#*F90.C-ATU4?RUEKMK*
M5BT%EL1RLB82,X1&+A^H.Z?:K%GFWT,Z5,<<#15GD ;6U[RR&H\;#@)=K8I M/44R!#\F&P'$("\RC;:GY>RWZ?34!$]469H0?76WQLG*
9S@ZA]_DQL7-.Z7 M?I)"<"):&[,Y6=WR*[_5RWF#V*9ZF)]*B72HM,.UR.3L5I<*7X=\I*2;Q?YU M$^'PA*XNS755)[I MUC15 0+-*
*]TO99VHQ5/,/UR].O"X?9G7< M;*GC!2ZQ2$DFHD!M2FZT.&3KO6@.,:?=1"T3U:%I>8]GR:-[VLD$49\Z;]SQ% M;W-8)V$G;#D7BI*
*QJ"F*I'\,N)\U74BL$Z3#;L8.8YK7:3=K6B;2S?U?ZWR+ MC-C197+E:=YH-AUYN.Z:QBZ^2BZSI?R\#H[GU'K(L8R<\F>;!EA*YFC,@.Z!*
*M?"]S_:^\9= 3)ZU=H/_=,U[(#&6OJ6-.,YT917>33C]+W_(SO7@-^)I@&>G4 MCP5<5H/#00V34,$\NG3>HDLJ9-+EDJ'A*T<2V'*
*M&,_7,,.\P":;L($C"YH"E0FZ$]8BILE>X3VY=I/84JKS*D/&<_X7HP;@:- R MCES)0T=D.F;C-9\MYFRF4B_-0:S4O0*
*M(W.\!1M&W&8:@P|/T]K,7B5L' \N[/(1]B6Y5_:5X-+ER+2,+]*5AG[!](0@ M!BVQWU32_ 3CV3@.,^+S5*QTJ[5F-*
&!4W3H,ARIN/SF2M06LG%,G\E]2Q<4 M/HX/A1Z_ 8+>)%>"G(H-I1O%,^D!H5XR))_^)MG"^$TUK0RX"&H3M03C0J*
M=/I7]'0)$S==+=8WA>TIBT=?GJD(EEW:,4*Y%>R8(,:K>V$X[7W\ MKCX&\$3P"YNBZI/ MH%[+3J*)FVG4J>/[N84T1&;7DU:'E-?*
0TKIDND%>@[Q^?!@C7NG)Y;4M$.TU MO1J(:MQI+VV6B68=!@I".QFVCF (!U%>+\IE G(
*M^C3+FZ1AR@I8&2*XL8ZZJLE@,@*X0K<7P)ZYY0].(DYW37F$= J0%PH2= M0^X!OQ@2YA",RP7(=:4 #/4?^]0>74,NO?*
*@NFHZA!RTH'A695@M96/BM@[EQF*BNT>9>M5),L&EV1&M$KE'4M?D@NR7 M^RP$I&"XT-EZU-(E8M^H,JMD+_DF0L*
*TD#&1H!&Y'R5WD MG(*RN=1H#[9*6^YMMA2U#/(7Y&\S^3.V(+DI7%;J.D.("M;W%.UCL0]"7 6Y*
MVDRN5K;G[%F3(;X2A.JCS#%+&\]E&.B;(Q8T(5X4S@,_^M(#(*_22N-2EW\. MN#Q9I1]*HF1U+@7@0G)D.KJ6("KY7#-*
*<>^0*X+%C:6]7<@LDKBQMI,D2,SU0 MT3+VBL'RT(S\;"$X7$?O96I%7=:NK^$\BK^HD0WD';-/&%/[UZ1&;E6.!ZQC*
*M7FBB)ADC#9%A<^""_QZ,EV2N1848TU_=GGZ'FL*81]0AK&\ M>0I+A.X_\GL;'OY84S50/&0.JJ?6!'XT!#Z1*3^1/L)MPG>-D5Z)2;^(M4&'*
M"K#_(-<8^]"CU176$GIQL!PB/TP8C!2E2(N; +#/0B:BDE\,"*D"?!1SK!F MVX;]FNWH]QN6@\;*ZT$LU!Y_A[\]5-<\4J4:
(P4^4:DFA52$XR]JE3!P8;:. M:94)+8E'^*7))9P*53H>A4[%#A"H&%],08H-<3*9^=XY)W8G1#YQOT 5ZU]M M+B9X&R.C*
S'X$-50HY:X8?D;WKN[LI":\H77"%H'3.$\&,9FRQ+G]&?.DC8! M=X5(80K8\91]3VM%[DJ9N77D5##+\3]%!+_]S2/"A$\Z@S''@@[P=8#*
*(4/= MVPD0_@#AO_\0_B\=)D*S-F MLDUQ6 A.MOC1EMN0O,[(0M2IP'E%[DGSBQS MN:LIZX0(T+2R=S5UU H+%]S Q-*
*R7E]8%9ZILK3CM^^;45BDUQ'I,DZ5@;Q)N M!=LPN;XWG3'Q#[DZ5Y(E\ ISB?!U(5<'I79^:H.3N5DBRY4 MSO*Y;.QT+UN,K]_"FT-[*

*MN(4@>4'R;I8\8I9*58XT\EH6':9(XWXK5'/DD5N8!]W8Z+Z+;@==A>F2S3Z6)9P3ZT$/]KZ_G-L?F03[Y<5X7]8Q&Y(@1K2)F[3=PST_S+ MN(7Q #D;H; 77 9M_4> ^AW315%K<=5VC66BD/S<6KH M 7*(2K,+,;+F=0Y?@?7$>%N*+))DRDW?ZHK\7R(M:G0GT21G+ T]!Z4"G&\" M-CB^LL_&J4F+Y]5" ;TH]#^TWF1^X*1G2291B66&WUYK M-0D;8$2#5UJ;C>>U%VDF:&[3?YP@+=TX0X]OF[(O6[#Z;2JF$55)+07G2D9 MUIL0@[-J!:F0(YU6BR19R)!"8J586L.N[@T^?3%@W=A4(H2?G M!GLE]],29 %#@'3#Y>.!NN78K>%WFPA2N*/F;I[H>D<6A>TF85. TG80O_YE MA>GNX,5NQTI+#N+4N]ONID*_W\1\ E&L&_G1\)7GM ,<*;>[*J? -04)&"]<4 MU_S^#7RO&7.#:6H/314E5U5!F&W;.-K*I#7Z;2,DZ@>-W5#=A*[I$VV8.S=\ M?[\>VEDWGN;2])9Z2YCF42X"MW>Y7N3T/,!? O/8MC?2"A,5<33OZG2J M^XCH[98K'"9;-[J_DI.#ENR(;57&O/?4[M,^WIBA3KMGW$1L3*8DDXO=!<@C M:)4R+6QAQ\=CMFC-*
*4.$C*0'E,6Q'EU0":O@&==M.X5?F_IVK;E\8IWM/N,@+*
MKA7IE4WTFC<)BWWCCP#>;ON:,G45[33+L)IE;%]@&SWYIZY89_@8&H>C/1^ M[F[LAHFDM[,.L6BDD OW!IP-ZF-*
*BD!6Z@UELDF6"$&&KD!-DV#OL]Q:Q;#@O M@21IQ ?[SX+$M5.T!6D>1'>+P1B.*6++!(]A-.\/"(1)ZUM;4M6U@9:@C"]< M=@SG2DR:_,_.X;'5IRFWBQYAST'I$>PZ)-=*^]"Y^4_0_B79B+HGPL!1^061 M2^RS>>X@.Y?BA]3]*]_@!K3Y4AF-;C&C@[13Y2W>RH7C VJ=Q$F'3*>@Q*25 M!FP*=W^V0Q)K23!WMT+;2%I#V<@F*B%&U9J)ET/0^,9M6.I1T1:3'H]:$9V MO@6=,.SZ,:G7ZAH4.WS? [?!'6!QEF#'=Z4PKGHW;-[JA24M[+59TB=W."3#D M=LR1(;V6T>7 CN\A)ASL9'WK:?85("&O[P**U" 7>ZW#R>_;9!')BY,>3KIW M#O;S ,N^H>4,]G[5WC5NAOR=/E#O9 MQG66TP_PL2;#IX.OK;1:[Z9F%EG:SMB+L< #D$35].0RJ36^YWJSQU^:7XC7 M0B12U*"\638296]H ';7K;ML01G<=Y:L5+C-JS2G51E.PY #O=K/QJ\\ M%#C8;H"#:3A8@(/UKI-V6E>S$5RBU6SAJFPVV"D\Y+N,WZ%9?388'ZN5WVT@ M6VXO&3444<),A=/.U8NEY5YW/E#BZ#=*"V%]^TOO$Z)61F0X7F.SW+33*Q6P MS3I-A\X[+#^G1JWY6/&R<*\N(4W &PV&"# <8O.0_';FA^"S?5FY/8Q,@Q#M1 M"$)B@]#W?&]J?!8LK&,4RG =P09]R/ MZNC&AVZ#2AZI<8WU;E.61GT (X(LXHH, M@" R0616B RV[IV8U'0[M4:C:PL% 0H"M(JJL58J V>#/ Z4I@+S'1VWU0/W MO46+.^UF(\H,!D$*@K3J\K)Y1RREAT>*@]\F$XIV6U0"8?+D1I"V[6" [_],@LX\ M,FZ,,_JWL$O4>?.^$<[=%#030M:X-8A!J!/W>*RE5<=.N(Q:*AZV'>@,%VDF/+*
*MBFXP2<5"ELP[YKUUP^^J1K,*N1]>5_5[S2L:/PFAP\BK ZV:+L^ (F49C9P[M?;B&"DMC'^!+12]\L 3X.)!;^814U$#BY%ZFIO[0& TN/Q'2!-OV.DT8)0B? MC3O)#KGB-=RW!_F+[IBJ^%?-CN/BAVE<@BB'D[C[Y+__:_=PYY<9O&6*U M% M45UK/75:5 TIDVOE\U4PR$B.'= (U0JR8L!)6W3,TG#!$CT#Y3]JZ1@V;=(2 -!UZ>%'FT*$^3' M[LEAOHD6+I\$V_*B>?V!^,7@J/:71T\SHQJ'\)T< M[9I8LW'U*NI6GJ(YUA2(2IQ*BZII7763<&ZN:,W5C?#LP0#7I5DA.,B9FJ$ M4$$09K*B4&LB)A2T%;:- I4AMUF)V22C[<.=Y)@2JH@VS/8;P-!,.">]]5[F M3*\8ZT7>?BC0G+T S0G0G.\%FO,1EZ#<[MH)(,5$RG-9-4EC!JGD([,N8:# M6!L(8:5=W708.=%M>VS3/_Y"F[Q7[(5@4(8(_XW61]5D^_\XG)=B8HY-&4R@ M/0]!F\%0LMQ;?2/45D;KP5.75.3!&L7.GI 8H-0!J% <(91\3YN2 C=FPIZ!O>M9WH*&"*T M2ICFM<*F*0:&Q-X[-R)*6*9"2?.8R"P_G M>\EL#J(81"%EJA?]!!,% (D]5V8C_X(@@!G&QBAK#&A&'-8*P!6'[%&&S[0\9 MTR^Y*'0S$IT4,M![I1#UKN;^%;K2O+AZW=N6] +U;?%)A5H[X=T+%1#A-RZ>) MJ$BH.IP;]C@^M)Q505NCAZ4I%HFM[>VB (0A:$ M;(UR0\AFPXFX$-,)PGB_-%[N4SX(34XO=2+9YI '";)U"]E"US.ITZD45%O/ MH)F+Y@LN0A"NM>4B($4;(YOK@*";6LO+<9V ENI2"FTPWX9&QQ.O9A"O(%[K MC#3A7Q-<[>FK? YX_W=H[CC"]JV9Y&N+*08#6Z">VRE'-B+>H 0'(3)R"9L)^ M-7CSZ>9)7LQ9V#]]E+9+8FU(MQWTWH,+0V.- %C961+Y21/02RRB5:;P$;*=) M72^Y*\PBDV\QXC@)]>O80 ,Z?8KJ'W9Y=]C5TR]/BPMP<7GC&U;'Z5%PH-ID:5@DKGIU%_XT(W M:3L%6QP&?HDCIO[%$79):;AVRW\M,9,3[ST<[9HJ*1J&BT]'3 -23R:UXBN4 MAPJZ#]_LE_-*
A0$V8MZ2,P^UVL+Q.&DE/V@Y&8(NI;/X8MA.M1 &KHJF(ZI.$
*MWU>@ZU#.I_Z0:"WU'JZLCD*Y.J2LE=42(F%,_,M'=?"\2('(T:P8R=TERN&_+X#*4.HGA#A!-;XDM!JB8 M*(MY:? 6EY(B!5QS(C4@'.TU]):9P3%7J43=ZSMS.VU>QK MD:KN'7X.&E*WKG(A[5C0E5)('XMM\70U\!P-5V:\2+#_5Y(NY'9 6T_0 M^O>*Z3>:.C-*
N6S3,-]%7@F @YMZ?0A>.Q46H,"NVZG34Z@T5I@.FOA6V'VU MI?Y@0YO13;3%I>DPY]
[U/TA>C+)#@XDHDH6:+@SKWB3@Y1!3\9;93&_3I,QT M](O?-\6UHI6^=,:6,.6>+,RBDCV9A"I+BFOD?+<(];U9])K0>7L_1VR#ORAG 8I0QN*SH[I;NFT3<94)AZE2'^R M>L?Y2*(0H3M,]"V.U=@74 *YG3 M599K]*5;E7Z=V^ELY8C^4*
Z@S_MY;SETO:E+1>UW[O!%W&4FK:7::UH,?4H3#DTW42$9\<;"@Y,#ES3I""UNIQ?\B+@4*,5$' MM[$M8I7CXS+AU_3E5BKB73KQ&- %%.$L>?KR6[D!)FBR MI.X]LI5,I;C#.$9Z>D8P%N/#TXB[QMQA@])%'PQ+6&R<"XQC,J$,B@ @H%2(M;AP=TY\7$5$Y2>O98ZTF-)(5]R-((@-WPD 7(+I% M__I;^>1+914 =L]85L]X^<%A39,$ZB4K*U^>2)))%#()'_\V\,C0L%V>D!SJR M&G=HT*2%?RR\0,KS(_*#.NOQP'&U;?V? <'5(#R7U;[8-F)1BF_(R7)L-RB4F M)TB:E[9^Q#@G&<&&T\WI"2)&,E$N\&;[D:L;S=R(,DS"'+TU7=AI;D'X;-DE MY+=N[J(32X> [SV01!R\%DV8T'UF7BG?I4OS5-7&D->'9@)9+=SWN!@A*,5GK M":-)H_?^TGE94ZMBG#HC?+'-5FO6B?;UCH(6- [=L:>OKI/MEO!HLI!#);A9' MD/2@=KPS$HRDN2<3;D\F9JF^B41AA3]GPMV?G#'M(VN2BY\W:$ZE+Z=YX3/B MW))>QW0^H/R+[']P0\ (6L:.N[%_8FH_3SE\@)%LPRW3C@MHI>T M!H/[8$CIQ&($.K*H:1=:;?^UE*\M:I$YM\Z!SMGSG2-R0.5)K M5"RYH1;6 H0T$W7LTWZQUA ^=I$E'L-R7][4'X1!77!3M>""RK_:A_8@+-;; MNCXXU4P-U?N*M#53),$:.H<.:BBK@'L(>&]P\-$/4],O*O8BDLDIM[KT"PSO M"=;&K[1UR& (YG\2!G?HP&II R7C>VQ! \E&$O=O95XPB1.3-M >*R(=2D! M:3EB%]R.*
I4:R9M\]++QL,W>Q'V0XZE4G7AJ]K87+1F$)38L&V56&3U9[!L14 MG.%!4+'J]EN:<3B&2,(2R>@XZ&5)*F@D(_NN'"7^M74MD? 1S=!7=\EEP,?#T> M8>28)]T5JZ#71RJB"K^DW+>,/BPD872ZPRV%:EZ>UK1Z:9]YDI/E*2,=MU8:9_%8%*#>,MH,$$>]7R3N-
D0,=MW+/^V? $ MDE<$'7&D%CS@5_RV#GM3L4LN0W_X+$"P*7!N6HFV8W-;#QH T^Y'=+:864V9*
M+JPCB=!QAL4C1CJA)G7>7X=#5D?V4.EKV0RW^'Q3[D7)4#BIZYN;!K]=)0 A)1TKDJ/LR9NE58J@A\HO/OKP-
ZT&'"O _$NWE9NN"EO$;84' M$S!8R6'AB$HM3+$[H?=]KGRFGJ92=9CQ71US]G3
MHH^3/TA@DD6)3E3;W=."D5XANYCPJ$0HR4L"P4/F<\SW"T@G>,&U-SJZ=@@N$&) MO!MZ,EN%BHGPG4-]HHWN+[B5BDHV0N\Z-X9Y,59M*7'/Q2>8#MVXSPJ..R"]}T?K\,)9/JL2E MFN5O=IZZ/JWZGN"B@F+UJ'M+XN%B8)ZV2YK9AW- MC&.R0*?*
PS;%8I5SM]/BC.D62QB\D_'"%PRD@J+08F^X#[H(A8#'C\!2:0KI]9 M6;^2<\5&(YQ9'8(.4V+C#UR@A?,_"VL4-$TX")1DCS-
RP99VPNBX31&S#_D MC(_EAL^EJ,HN1MJ8J1MW\S;,@^EOPT?!Z8(X]^5(#,$ 29A#$T[<L;M1,L&^&2=/Z.T-]UXBIK/ @'%KF MLHNF?
5AQBH&";"V>"_[WC98H[=G]]JZRD_[[>9PB'#'U&D0-&V@F9,N_U+P M$W"VN@_YP6(J-ZH 9:E@IZ5SIG-+*
(-02N26[ZK;QK.8F/R@V%$)2OB;V'S\LE)^?QW M7\8)$SCAYYFQ>.T?9+C2GA[A4NL&A-BV\ \D9G,L"X+T#MP/$ O WK4+$B5K
MWU'@=@Q+S8US^5$6QZ?^#PNNXV1$&I B'PU^1U^[5-!\T6C!!7^/FEP>RU+7 MTV8[_TV1']O+(EN,B]'-)^G>-1$0#9R/(RF0G,I2-
YR%N$!GD9UL@VXB[W&? MRHS4#WBQ4FO5H]O133A80#LM&;8-#' $U:\T$QDA[@E2)AN(HJ;[5?1#'(6*
*M3P<&UICE)UA+I#;AKZC?)=\'"%B60@6%C>10,4=YAVZPOB;) MJ]XUW4[GDLI87!MORQ[J,""+[&U)OC(E^N/5FRM?:"9!$4R=Y'[Y(I'')" M[J#R?FG8PMY&_BS.'8^+'5,&=ÐO@' Z5PJV&NT9[PR4C6&@;&OWC/X30Z"M: M]M=QJ,ZW\:V>_<=+7K[__1'_]]4BZ(=PD/[;APT\,61Q= M=T.TP]>(M')R:< M^I: YS=C3Y*R1^# 5;J'IQ$FG2>VD\[/#4&LPI$Z%C$\3\%QBHI5U$GFZ+K7 MB/XF4QFWCVR^*
*5*B*LCVK=3TUWW-U/MT3]5'!9]&P:\SS>M2"5-M[&OSY6LT MI>28II?38X.&TI[(#W9>).LDJ.^H99)E=CX.C\PVE'5]C$G@:6C1[*.T"O M1R0X!F*;'AWW!5!L!&<)ZDYNFX M+;?W]2Q"-W6DX#I%#CLR5H%PV=7.GT;?TK!S>5:\P.HKA\7N";>G)?7X M&T4\7MYZ<[3M<4">*
(#SF4/52PQNZON#P]3F;AIZX_HPKYIX M?_1PT$GRNV"SR3]_<059,(QBQ,/B?RX7AIK$PPW,2(ME6B!S>$_C[%^M-.[^? $APWO8E9NT%I#8/YI8!ACOX"+NF:2^_MT]RLUP"N2]H<1/Q/S464=*Z_;4N6$55%!D,EU,,_^N!DFQZRHU+]3
M']M&)9FQ2!SF,CA,4%;N[-2@C!"+E@#I&"C(/0PGC?!/*L)!\ZPE7_[K%B] M^.S%%Y*=J5;__EGTB<+![(1%;U%Z?*
D6:R:GUMMX%EA%!$XU]Q!8)<>,BI]NFK_V@8O?$66$@*
MO.WV>%^2S9@(5/0<-9%;I,QOAOBC>/L0="'>TJLU\FB7CI^E5C!V)9K@44<] M3DW[QO8H[-PM'AT%T2TOY0#$-*
*+++2AG*4Q(_UADIVGV8L) X]['R= #7'W53[XFUH!P!EX MW".B_+:D*V+5Y\I:E3.S52) ^W"/WY56&-*7AZ8*;])C9'D1RM_%4B/W95B*
MZ0@Z!>D$@_7C%%T]58@QG]WG] <4_;3#'%I=TS\;1)!D$;47=L$\V8]XAPM M4BSG^B2_=+?1] 9;O%VX?*
9VAH+VT'Q<';+IAD3[2+WYTI<0U;U4KW(T$^ M[C<$3MC,C$16B?).16([TAIVW +U&ZV\?ZC3*VU15W=A!66ADZE4R\Q D#B M8C\-*
UT<0J!>???XY] 0R;%&IT\X5IIPRRS-F;Y%K5ZA(U]^4K6P%&D^8CC&. M'!7/$Z.3*=?L02>)NVF&(O-.G]>']%"=,$"+5(3=+Z=Z$>06OO-
*);5V2:U=4FOO M[=QQ8X(Z]H0*SQ'"D;0702=M/F-?/HU W#8'Z3.;/B/-+$E\,[4(IS'.B"%F MW2L\.6DS9K,CN?J'*
*0$9@TMA\5PV%7S/U22.&MEN15$^,2"96Z#[=HD:QK7=_MT@ @?2]VB2B2X'2^AW9+*P<";TQL0,$90NO*..?[:'OP:>UPVF,[MAY/7,ZD*
M:JL+AIC9;0G/"D=Q0-K2<&AOEA"R5R!6?-_N5RN!T-)1HFK$;A'V9J8 MP)9QS\QXG 6;LT@B7YX8'P+1C11>N<'%""8--WJX;]/*
*LIJAW&/FF1S,S*X MFU5X5?70]/FS!:Z+Y43>0LT%,-73C2FIBPYVKW$AA8U9 MFP5D2&%O"J&FQ??6].3E3Q7^109>RA54DK:9)@A'?*
*6"CE*W&3:$X+ZY8%5BW MPW"1OQ(;MG_B/VG%XH_5TAXF5IRZC;4>81>N*/+ X$3QSONM='+7 ,I9@"9V M&"];OUG!{/;G1!>5-P9DX/,*
*(797SW:*3CG!.DW(3IMP6^4^#A@(P93*]\@R MWXOZ-PUB-%N,3) _-;QV2.I866Q5_<\^NTCQ@G,I=-I**F6L^PU+CM'J=77*
MFYZ4I0M"O0WZ1OI6,F5Q*4&)2?+H[O>!58']XFCN'*,1,)[,&]6DE'J2%:Q M\B&(&TU]C]"D>7&V$OY6H*"L3Z#{JKEOJ&$G9>;LH*
D0&Z=1'$?Z&9_HH%"V MW#I>@G,=%0DP2YL#<[O(*._G#E"DMK:Z/^Q?Q)3(?CDUE5 @2(&_M:A5A9%$ MJ2:\$>TI>8"/ M"$W#S;?
*A(!*1V-MFMZO3 Z6E*?Z%86#;L)*(4E!)$.\01V>HBD\>$\,AC:8@ MP'+2<,"QU?H?O;,0V9%H*/]_% MAE]/ ;YJ1BU\KHOC*
VKQMK;&I^I#EH.E M+A5QGY:.LW [7%[=[ZV<'46IWV:UU>QEX*F1!@:KPR4A;CYN=3#Y&R0M>I]V M%,*7JBLL[YX?,QP>&A=7!3$;*
*G\;C:-Q\%0}>C(1)X\/PN++64,&WK!+SO7A MYY/'5-L@E%0AF*G[Q-6!H.BE_"94/UX0*!%U#B=K,_%ER+.HZQL#@_.!H9T*
*M2+);EBO\]_"8QD(J,?:,]V_=FE+*55,Q^1FDJN',=6ZC M$1G"XJP!8@,H*^\IP'0W<)]MBG V*Y4SUR5V:F>Z&:EP%"%0+&*)7",L#/MORR9*
,4;"_\?<[HRXL7Q$2, .:! MT-R'9Y5\YZD.7.A];-^VW7T+<)0P=Z 8Q.(#M$\43R;GG"NHI!N(E!,)<4M> MQ[S4W?IIJ!WG3)<(=!X\N"RE?*
$4\8D!U(WDA>@K@^=VTD_S@)!LHEC@!)>C: M"[=BLZD=$RR2.11U'AHF@5G=CGO"B735><_H=$(JE%9O10;1_P$* II_S8**
MRQ)M)&4!JD8O)+O1%4CU_CO%+V=;PU[XG@(3W.U5:Z8-)TD,I/I)>,2T(00 M04GY.?(#PN1NGP>O))Q.+?4-*
>E^1'AYW:CP(SQ&ZPU)%G E]DY!A!&ZCB+!/ MC5#@2\,F0M?C/AT'(W\V%RLL^]@2S,2Y&^8NA74],>-!R5YLJ;N@I$%&#I3"
*MF4OPQW#_4.+BWNUX(7$Z2)ZJ/FA'XJ7@>CAQ[_@5-!I*M.WH'N+@)=!0Q1)U*

MR3R:5$K\%6@FB6"E0=+4FUZ:4H(W,/HN@5!"#&OCU[/=\>HCG^Z@H&ZBX0 / M11G,6XKK.+QOD'<8X>/1#L/+1S_-T=*
<;_GT4DDLPRGANG!H9;,KUWU75C!& M>"23FG+!<4WK^@V9P=&NE#\XZ$-XK:(1]>GL\PE7(%,0JKUC]C&2WJ&X>]?
MEW_FI[JHODH+ZMR#D%LA+:E(]RA+9^UIQ64B95K10!%O4MG,R+3QN3.$+!P?> M'2(4!#@?F7/ .HDSG"V78'3=,N=5H\&06(>J"
<"UQQVK*/.CD)@=J<%.2> M4A-!62**=\?EW!ST=58G\3_"_<13"6G<3;3[KU>A2\SY+@_N'*2L8WW EW+!4(WD-
BKXH@\/E"+BP^UI",J=&+C)E(//(?2P9X]]> M,L:7C/$E8^S+LB;6)RZ-QMOIPOTK\#CSO2.SF58T'BG6 R-;6?
@XZ5'&D$%&9"K#*%U>DRS%JA]OV#:L!XJT-&6A MNA28GW)HA -P>K^M3^8/%:LP/;2D"8*O6C":?8->]V)^C8,&55V>5'1IRB=8
M2QFL(UGF?&6WU=*09(_L-MC<=AU;B4-]/.[J6&8G]X"^SV5^L3WQJ59^3P,0 M%:]8N]RK7EU'*%TPIC="')N^E#*#4D&%B'9^$V6F-
IBPZ\H\>@XD*OR44<>1 MH-$,ED5RQ4F%%(2K9].BRN-!\M;D:4GZW7'>>B.]B&;S'0MUL-4 @H0]U#_2 MK:^CM];$OM"+:\4$IM18<-
R2*;(VV0AXD8'=%O+:/TM2:32!93G=0R6BV;M&EV8CDY!%W(1]-:N M)"FR3 !%9_9KU3,.?E_\D^K;H)?&4^ELND=$EBZ?(RCW+
MAFZ'H^]51WPY V^RM;Q;T%0S2(:O'J@(1EB(A%6CJ;CXY5Z=J1).L'1G:X7- M*4^4,K7$JJPP,7&1L4E,\@EC1=S*)P+- MM\VN3B]TB4-
J>Z5OQ=/_BCW]fRU(^4S8 ?^X3J:19D>^_>K[/WZZ_C_"'/A) M4CQOQL$W7UWK^NN[$<+'YI##[C6H_,"V_KY>!X^BAETX.
[DPA&E0P'C%Q=0' M64;+*89:PLNTW,Q7F<6HDR_F^<4)SIE=,F[YBV%&U#I(@&@Y,Q(ŒZ9+%'5,_]$X-)5[HR78&INF
MC993$G='*6Q\OKRPGSB,Z)K"D1N!,PH;A-V!;E72;3M+?&I69A PF5J.KTOW M%^Y*8[!:]K#6?)PY<8K85&Y=@FDYJT: M1HMBY7B$Y?
X=GD,RXBX\G#$^>=)+5RI'?EW0V6=+1?R'U>K-W6M1?+_67? MG/9!H_V_:%3[^>_LY[3S7*N^'_]G^^1Y?
Q>\FOA0'P?/14:Z%]PE;^,17S? MTCW6#W_\M%&-"0MZRYDB8H<(!^Y#382_#.O<[0@TT3#CW_%,G/@Q-6JP1L?Z MK#?
TA*EN0'NR^46(CR*>9468:D'JCI48WH&!%-PCIL*A"[H?V9'SBZC/KYG5 MVD!6KQ_+34>\QDS-(TA!YE?@9S EN@EC0:
<;^%4(;@"(+)R@LS<3._PH((^U0 MJA C/Q'Z)%P[W1$(*LX'A;%O&"$FO5*$DY^=<7Y&7BJR1QY+0@(NG>4:PH7OR!)L M.0^3H(J-
$#+CFDY":U*V+>^8*_\0&!_;%2E")_$9CHIE>)H&K+JG80.!SJLF M<1D.)K2Q7:]&?\,A/JC1SDG[V.V*SP%3(DUBOFP8 [D\USF/6+-PU?
MO0?4MZOQ"[A\5T*4' QL?1)@IPKSLC>\K')%G"'JR4;%]27@3I8PV(7$G7Z+J.0&G?;PL/.W4 M
&@S9N\]YHKA*%"XI^\MV==#=4VMPDKZ.P2E)%FU&T)$0@.BPT&:ZEW4VX=J M1$L?@XD&16[#H<&Z/DN:(*])@"2*\'A^#,[L*
[(^O\V3F'?2!>!IW>27=I?Z M%E 4LR1K]XAY-X9U&]6*=F6$E9(R;% L76]0V]IPXBJ0_;<(X-;.PL$&7&S
MV!*#'$7RO=63(>)!GQ9F\]Z*F#F/317,+WDWQ,:9.Q?3#G>G(,/6X"X\(ON1 M,H*R)QI>QH3K+(69.NLM7K)Y<.M.1_JH?9[:=6
]Q6%&0K"YC@:7R*Z)*XI:IKRJ.5!J^__E&0/;#IALT$A M22^5>:"X!2I%_0L*@FBX_A,4Z:1K;6'41D])J_&+N,(U(^0YN)7>.Q*|
M\&@!K[)1ZB"8_;.J;U:+1?=_68GU%BC_0TIE6K=]A]Y*=DKY<1P=H%77ZV&N M=_6781.,V0$M)-
EKRUQ\]WI)3Z>172T(3$HT'42.WYPNQI=97:E]]_Y6P,?2 M"Y$"']EON0$?W2.:-U:(6I0* BMT&^J#F$_&"I-H_\M#$,M=<'@0>M.K]D$
M[M1U'I'W#X,H]1DWG86;P@3&OM6=G:R*XS:'X[/)= 99GE'% S#],*S7MM1
M7@I!>56\65:Y6N4ME,K]NKD9:2.);$23FED\H^#@#GNU5AL6)(_*-ODL06FH M;3E/Q3")B!@:;?7ZDX.FS7&:A'#SN6F;N*,27?
7PO+5/4UHI+Q@.,%UN]I* M2SN%25B'="'@6/ ;*B =H]A/[IS] =<6:U#U@N&QD@>\|*P]#_0?]CR__H3N- M2E&?B_/\^=6+WZD;%MRT8[?
_UUI^J=C=T" $J-Z'B2@&X]_V#8_UY5WD]2Q M9E/\V(?_59F32U?G__K4?_/38&)K28$FW +1W&^F50[,?Z>3"G-^3)WH>C
M]:4;@+A_M#__?__K>_^_V7?_ST6/EQI5]:3CF^ZY ?Z6.]QN 2I)R3'E#! M4+O42"Z:P"P=PZ@T8[$'J%(:+$F*!?B4MNU3[/-%"/^G"R'?Z-(-
>-9/5A6[MXP2B,!WX?HA,%)!Q@U!%^VK8]*P[6=(9WSC_GHQ(((5]DE42?(_??W&1Y(LD
M+TCRDNRR"1U[4$BC#HIMC8AV)$E,$>2]IAX%8K1HSP-\$GFW"Z^Y'5FQ3V!\ MRF#>B=D?B0?6=19X(9/Y.5.TA6]>I/XB]>>D/LG#FU\
1C(RG;D-[)S1MDK M;I<>=>O&X0"EQDI*V,]9RA>9O,CD69E,8J1)8NTF-B]0D22;V_MPS*,9A(Q:_MW5HBR*'\=;8'P6)*#
XMA:I&+@%X$])\@H 8NX&@D C9S=WN"6X@0"&([MJ\'!1/EJ1QEVD=:+M#X@K;WQ+DB$5AB_1L307/[$\C+=7-(S1@1BN/%RWU\$
M])\@H(E4OOK^3R;9D-T;JGQK41J_\'01U8NH_O*BN@DVY(W6>6A:V]B>>V:F1)'+I%4R M(@42$7,I9R-S2!DJUDQ!9ZZ9(ZWHC4TUT?"
S*5G"9*,1"'ZKF4+3AX6-2CK(*/ ##]!Q?] 4P_>$##IB*^J*@ MLX80YOP!PLKT6POT+\?;IJ^>$TKQ%/LJ^+:*KAB+-7NT7&
{KW6$U#F=P$W(- MT",^9 OCLXO\/7\9@G>0GKO#-R.PT')91$1"OM"TL+PS0F\D$!N:YP#1TSK">8>16$
6C9PGS:FBA[X+#Z7')GUL=M1"LC"@# M5\(%%!':-!C#B0KVP>K:NC_<$YOBO[BX%/G^.%63"_ M.F8\HH1C3:,#]:KG9?"8F;[
SA,T]TH8]++!,CL*,);G9'TK5CLR/?F2RX\[: M&E'A2XHBSC&65ZMO@R=*,;O"Z.X%FBH-,>RO"P@BE(VR7ZDD)$IPMH1Q9K3N
M^>E&8"5W#TD+;V+["GK6C*L[94!)V.'%]OE0BYK>H*/QO6^5'-Z3ECXKU8K M4I,*@4*XR(*&:S6':FO'H'366$)_%HD5XK84"#;@)
M>V>)^_'JS16$)['%OQ&)>QFL5Z(=?DTD;*! N@Y6O3/ZBLK:^E>8AI@#4L/Y MSW!*XA7>CK8:B/
M"*OUW>YRCB_G>$'T\F:DKNMH+#*/+ N;,CA'80GPW;'%X)I2Z=(N%\9%T!9+ M9GX&QRJ!4/?XK^#Z4GTW=-I%;BYRLR
WRL'NJ5:IM&]LS:Z--*OK,2Q\.UA< M8A?L7])L%_FZR->"? EAOH3QR$T'7<+(D;)#F/?I(CT7Z5F0'C/07015/9MM
M>=*]I,7OFAK+$C%8KP#8%,DCN>[XY;,1E1F[" M,RTITZ<+(Y+>B,P$PWT;Z^:N1-L-)2Y3YBH=\'?J&$
O)>FXB_!%B]06\AT[(K3(*$']NDRQC)I2\XHF-%$AK3'P#*R^42 M/MY\[,L*?&LS1MZD9;NA:[A-D659E7B8J1\:=B(+ 7MZXA_1,\+)#:=M*"
<MM3E6@(T/'QLHCZBAVUIY@"-A)T-FNDV8,D%48N\VY?YA]N-*&/L=5U6P6,!P M.C\F<5]7TA0-#R-
7N!:SRS78=%@\\EH;:]C8[48F/DR[/BK=BY"'CD0L'55PS&-3JF+9$>EYKS:!U8LY115ZY#+ M?4F=?*5GH;4^?_\F74^(_?SIEGI3 >IO+1QCA
A Z*8*O1_-1B?N6)WX@_V%,V!F.M:)M MNGKLP(B[?=K0(+2!%F(3P4'7ME*3'?;1=_(0C<72E4D2Q?__/)B%;YFFMZK7 M1Q6
]F9(N[TYO+: V%&*'_M/ =AG3:)V37AZI5/+AJ@QB!DF593Y6[],:O#D M>J!FW,,,&)^1R]@D.3\.#&NZ(>KS-.HC"YZ !CO.4^W*$UM;
<*4H:!"/U!VH3MD9M_?UM3 M?]L:C,SM*N]MF5;K>#,+! H'"*\C"R+V3?";M;) ^KP:%\-ZK&YJIK[E6IS* MD[$WEF48N"?BU>H;
[N!Y[G!QG4PACA;NF1U>LR*K\?T_)IPA_F?>$\UD!4; M::-F],2HW4>$IW&*2M/W?]E[^VC6029=L6%PSN%W:18_+W=BETU:M
MP29LL)#YCW'ZB/CUAKM XQ:QH;A-&]VW:!* F- (%_;>] !=+UK^)5NI?DT M.V+PAI_>^X%+S!E8M%@[!DUTZGL307K$^?
9!V>3PO1U7U=1(=H32[[61%%! M>?(BF(@2B:B42$7 MGWWQK/R$_UL4U)NR7Y=!])Y_]_.N/@%X'3YY\=EG+QB_9B.-M-G) UN.";H
M9ZX]N_SXN8JGJM%S 'MS0ST,:)VYE[O'=6V;?O^H2:X?FF0A!,3HD%G5S(JY M:6+AW3N< &O!4%%>'9*XKC/6;?<"BI!HYUVZKUNC/+*;;
V.>)HN5->&D93\ M3TV1B1D2QT7LM)'$OJ%%;;8GN5)+0LTE[:>I.7>KO=OE(-"O2>KJ,_K]9QG M@>?
<%]W784@[*KP*W]W2^S>U+BJO68+:.:R@RMB^U(?RD2;%13WGQB:>$JUHVD+%PG=.^;8CI72N5@OSW%,A
M5(6UT"YA':M^J"D@"T5/"C MT)_&PQ#U!YNF]^2XCWT/A9"++-AK"
MH,9ZK)2=4>:.^E=6[7RM/I'E^B(7M>>75>]S_[IP$BVK8!*^+=H4Z3%6)2-:N ME+6TWH:D\KK-
.+7G]5VY&Y7WX5UL<6TW!B@%I>UV)ZU8W.UJ%"W"-CI2:S5N MW1Z'1QZSD&":AVE9!AN%I1B*E<]:8V*U%?
*B@\#N6&H*FKG@2@0YG!9%*$AG M3JO'QFSL&O\.D[=AAS-Q&,1\1<='_6TD2R1U0W7\X2Y$#Y&PWMS42^-&:F[!
MOH@*W5O/4*X6O;%#)"L>3>=21T8MG=(KR1D/)@M,+_[(63_=M1VC3HL:BSV;.M XSZL#"^]:5!9;#H\+-4*JVK*.M*B
M!S]K+]P^Z>TO09[!OVI/JP\TJE)5ZL?6WY87-3<5H\:UI4?,GF$=,2E$[9'2YX@)G\,JQN>)R=$ MZ.BQF;[I%109+S>#IH'@!D4M9-
*%>WE_<"R30E#)@]?=*W4VR:BG"%JN9_^/Z^K7*\.#M;#6%HTC@ MSLCW4[(\N":?V) M#=(_DF,V.!P_;B%:BE0X'F'@E?
F+AR:6Q787;,6P.I,[1 MB^%F3D88ODI!;C0?9-=W6 M7BRU&VDPZ#Z2+/N_?7;)LE^R()V@F M,OQKG'JR.BCU2:%@8?
4N+)T)5<27ONMGRCU9RXI(U8)Y6_88GQM[G_%@! MA4^>27$G^RXS7=\A3D\+J:8M]U^"?]H@.<(]MLU_CYE*#SX7&@H%>1S0H1I;
MEKZ<-J(;AV-_LM(W#-%,#)!=@MI(XP7(U$T70>PKOY"X:G8GS:"GMQBM?_T> MQEJ_.H#8T5$(G]8-P=:XLKR=[Q"7;0G[-?@EPA@
MFQN5=K/60':$6XB3]W1&<;[VW[6KK^H-""I7G_^^"'?7BR^*U9O;\K8O]ZMO MNW!%U6M::(Z4TFS^U)%^"C/AD
P%%X03D):Q:LA3Z7K#4&DP,"8:_K-L1])/ MG^-UO[E:?=M?V:ONZ2FIYZR/+*@#^IV0Y,*FSG;62 G12P)>D?\H0WAEPR\T
MHMEV6G+YC\D6O8^H>,)-&GX8GO478>3Z?@P*]3>__>PW[(KW\M#IY\\VGSS[MXI-"/Y=L,^77E8(UE/ODR%U"(DK1LG0&2
OM@K(9_K!ZUGRR(OVX8ZTB;<33 M3;-IMD&@)#FP&F[#(MV&<^A;?-1,$A.V73?W!3;WM_2G9TUX5Z.WW^.>%/;F MMD:\AD :J_|
<@\+ZM\]88.!OM,DJ[,,]%.X:R42Y*=-FTN'D_F')8_CRU2!='C_$;L(,MWKX=(E M.\&/[0.]/,3:<+UGUG58
7)OR]NRV;%;0:L@W9EN,AO.8Y\!OF6WBMZH4AL=A80[""0@T@8AX..NQV55*OB"!EK^4-V%S5W\.!R LU\NP.4&KM$UI^*ZJ
M@S&!ZYR@F\$P)4_$1.0J7(G8&%YX>4.* @38F)=@6N&$78G3KLI/!@^5?L<
M.6$'%5:^O##_X^U_C^1CT*92S.D9$B,64RD!&"!%)*36<2Z?Q+9T0,CX0@SB MCT[8J:&M>($8=(Y%03$;:S=,H%5V/H.ZB%,17R+H:[?
RHO471V*Y2W4TBNW MB_>,H4%^-[Q=NZ!IBL*C*,7Z1ZR MKR<): GG7L$1..8_[MKGB N$&4NH]+=\;=! M1VR2'V_*<-K#0*]6#*?
&2^7,6"E10D("%TT@D@11Y[M 1,S^#=SFK@E&"SL+ MO"$TEPT2-^25L"PGF-==AP2!$*,'N78"2QLIGVNU,NIL@DC5ZIS9KC+%NTP8
M3U(NZ2Z: OIM\P^G&MNK:(0 6H>2#)\@!/DND@G@C80NPAO63:O\O_04K%C- MOE4+F0@BJ*HZ@'5C'K"0'I7A7.U@"!Q,$L-NXQ[I-_X*
UI]J=%V^+?\>_">*P&]N"4.M MDK-NNEUW@]A%%*DF70G&.VYV9;-/0Q_(RX85"$]OJQVRR^3\EQSM"&(5-'6I M@&4'4W)@?
*A19.'W1AN,?/P3.Z@/6%Z:'Y\<96'5%C9_I#!WX1#*Q1%WP9;"M:
[I@:Y$@QATRV%Y8]>VNW._!H$/(U!\IZ=NC.T.X#>\D32,&1;1UQ+20B<2! M\S!A330=CRH."8\2['E-VJ?EE#]77"+HNMD@L2MYVA)?
$:0?:1/4V[/9U}[D MO)0P'?XV:H@P$XD,B^I:C_)HLI*EL&1OKE]?NCN >S9A4N]%V!V:M/&2@M^ M.28G2P[\TE:TAHP-
B^JGA#W0(V\ANG&PV!C)]![<35A$=!BIAQF9G]\@NUB% M-H.@+W=-WVG;50UKG_B.+-VR0H^>6?Y_AXV2F>,BRWHDT/=ECN^?
N3^Y?(% MM%@9).+KPHVF[CZ'%-OGEQ3;)<5V2;&=18A^C[*S[VED[,O0]??*.PB\%K,? M=.4?IJ'SRI7J]RDJ78KXFE9%.VX9,G]
<($EP#)VSY77AP]N6K*93(4D=T!YM MPL_5.7SPP3RP&@DWNA#BH,AAZ[NR*KQS8F@L&"&3D(^[*K4OK0'T-]R8R<^B
MF*L23")T9SJGR-5)$2'R?)\\KM.3BQM6E,KCV#;3-7:L6.#TH903K>KAA'-9 M"-//4&_Z^NB*\]19R3/;Z6L1W)ZGF!:RI2.6FW-
&,KZ6")M.2=,N'VEO(_M M%RUS4O\O>[7& ;2N:7=*WBCCY190X0$"AD/D-?SQ;5T?8$7X=DK!(0K&0:CC
MX/RZ.C@6U\@\4MBK$*$&!4E$X8HY93R$&IF]T@ HC3:X8B2T,0Z M%+>3D7U4_4/690-SZ2BE3\+&HWVZCL$P/'"!:9Q$7V^X8Y;-
P%7/VWYZLW-Q MBD\'S^;T[%'[=,U++_"AM:I6!1>EB;48)6G&MC+P'Z"^],G8RNIPP(/B1^]\ MN6YYY>J&ND?7O?
D(G#^+\M6U%E*9'V/5U:P,5?!MK&;ZR@Y$188PP$Q#L/,Q M[U(5ZH/^?C'O[&NA#/6:T2UB*)Q+([T9K6K?B7.K
U(GDD=#YUS"+7D%AG<* 70#._M=PLW_UC6X8BD0!;GGU]=P[#(U54B[R#$,'NT7 MCQ+?;J?-
M]S61=)%1+N"_!QJ;L:^;$DTXK\S5(6L#GD;B_XD))?_&'\8&>04 M_&'BLV#L"]4->@B_*ZSAQ9T22D6-'B5S(/W*

<9EB3NJ$^SZ)">K=,9T3Q8C1 MDZ'D"WMA3KYT=5L.M^+@:NO$\)\/OHGDQ15?!%NAIALNI<*TB$ 65=]2[%L/ M>KT9I?
P^5B1SOJ5ASH3IR>=:WWC;Z"4CCY3KTP0K!GM0.,6A!HZ5SCV:EL&C M9.'1,T_I3*4X_36,/9OW'-JJK?
HQTB@Y8YK8H\YGIGPPSLIQ;X8Z#?QRI9>@[29'1^*,08B['L$0!",+BXE3>)EDGF(2FKMQAG[,9C4/<*1FCPRF/'T *G'B>6KUIOW,Q3MJJ<
MV1K!(3E/ T(_S'Y9X2]#N<="J:?!6T!?D($BL5EH="Q89W^C3=R3">;-JT:J M5*6"A0O.Z7R[X103+Z7F5#^/3FQ<,2?53HZ*
(3OONINWM1NT5L)_'?-C=+O. M?;=PZ8[LF5U+%XP-(7,&[?=J Z3?4YD5FR* T<55Y3FV%L'G4&(XH8)T92 M_4#F&(M!F*J*B!X?
0^OXS@K5]'-9K\$+0XF_OA YT(.#>?L./+ ^2('F''BK;\A$^"CP M7)8EQ6?YW9=-XJ5D;979J/-WM3Q4"Y7*Q (JIJ#Q;"_1$3'2.F<]R.!=$QE\
M?$]@=R(LBA 9@>;PJ*4P[MN6M63+NE"]73LM@[AG@6!UW+2J+U/1?P.LM.\$NTU86$Z1.YS"\O676S RKO
M]B*1##E*G=R'\%1K.EA(G-=#O P<7FHHYEU"AZ_%+%3)FI$Z^R1G'?-7 M:)Z*?
M+0ULM(5%\W3$P=_4NT@>F6L/[^2[/.'AN$[*ZDK/#*I,4JL#CRH9N0 M\1P/8X_$"9?_UH\XOG;]R-[-L5>QW# M!#]H1'/U''?B?/3@?
WSS^H?O$A8=@5]%.]+VD8%O_II0:A#2Z5(LSV*">)$< M>[MM@V;$ZPP|QRP,07Z>W_2EIM+KBJD%8R+B.>IW\(DGP07$N.4!93_L6 ,
(\+C/U]);=_E?+2,+_^F(B2 M:8LWXP$,FR_I*X4B(S:<B%O MVR:YG-5-!ZC F[!^R-7O$'&!>HE#P]A=V#M,X&-)Q[^XI.,OZ?A+.CYV&17]
MOS:CE-2.:'^!W!E/T[@SQ1Z431V.')/6X2M-@WSI1CL^Q"\URY<$J2LR0(* M.XB/X&67ZP&)2PI0E4:XNH='%%09> ^[;7/,4P3LG-
UF+MQC=_>*SS[\0LPR7 M/<%\H\>O:5*"E(]1-BHT]*X9I-:PIMK).9&D<#P-R9]X\@NJF7Y{[#S>'7\ M;[B6,@T5J=T/AQ%N*)$8@Y.
[T""9#3>"IH&%:[PLS6JS< MG?XNX#E%3TK?.I<(2"-?AWD!KG7N6=;!%UL]-&M+,534.,K8)2K M<*XI8R>UCM'>F$Y:Z3R2:1?
BJ]TK"T]LE!9[H\7$%JHQN#8:S=V%41W;"W)C M2X@\SEZ=+AU57?C #HBZ@K&9I3C8P]RKLS'^ZCK'B82_ZX?,I9A)=0VRGE",O?
DX8"QVFX MML+"!+,Y>]9L2;BSS=LV(A&0 0IS4XWHGO"[VV!-B98P8E#YY=1C381&V'
MODTY#Z=Q+8&S[.A46HB%:Z>99V0NBOE4B"N]XH@%@R9H/91MH@+R5XD[+VU= M3'X)BJL5639I M>==8#HYB<0:[?2A,E,
>%RT61+FG" .O<]9GT+LH35"G#)\+""T, (TZ8V-F@ MK)4O>$NKQW0>EDA-AR2L.'-16BN(G:Q'}1C*\T M0K3F!B^>FM"P@3@!>
01#R&DSB'WV. MZ&$8L!/NR#!"R>L(+G?R[I'2T]_&\.>]">9 M"BIE265P=;$4;B<^CTH7WHFR- ($(\HN*5,F?>,,HSA3KI$@+YONL
MAT7"@ZI!AN(V=90"Z9D MC'0P@/4T@3W*]8=V0M-\Q39QL8*4**($H!%1K8@MK[(& IH/)'OR-+Y\;W@5)N&$9SYF0" M?7?7O:USD6):^-
YBV[Y,YJ>'#7(PN30[MF)/.*ACX\)<2[]GRG&UKPT#IG^N MW#@6!,.U7I0R8]/*>C^ORONRKRBO#HK,4^%-
K03I)HTVMF/>QB@+F%#J@U[+ MNC@):DIX>A'0/W7MH*UGFVAJK<*TOF:"6A1&.8U6BQ^06]TS-^=\Y=']&OT2
MPUKLI/N%'ISL%,5CWG(.1Z5JK-,S(Z/??\;Y?<\R7W?.D]NRRC%7Q&W/&\ MDM"[04.'L7)JH:4EDX%]Q'BC?T)$VNBCP&92<5V<7KXQ-
>7M2$$)RD6/*R Z M(<6CO9R%HM ^"8SWCRGD+7FSO3^VKGUP>(:09VQC<7ELA*S!$2#8J%"%WIKS M9$V)#>5N>]J(_%]BF;%I-0O
M/NG$T%)'798]^&KE1MIIX$0!"833X"H.S^TG[;,8A"V19J9_7@FW9R.0%$5U M!#\Q'[@5:D'X-'!J90A<(-"9[2CIUM[ZW#;2:&P;_-
MV4WO@)IBDRS[F*Y'5 M.P>-E>9$R\X'FX94#N:.[Q1?YW[J&#[!)UF=TWP=O/GBC,%EY$,,#Z&HA3.F
M,IY)6*YQ#_TZ*'^CN"G(3;IB;#\1P!Z,8C M%)?$P]QP3-W$YS"E+85_ :Q.(?RQ+Q 16L5^TQ3ICL6C_DL9DX>/4S]W6:\G
MK:?)RL@98^ZS$-NFWE5#K!K#UVUP MY!;Q&XPD\#1?OC-7Q-"('83F[5PX:?W52LINH1VA#*KXFU:@= DRS)_6)
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Q635NB=HU#R#' MK(6*V UDN3D^9#% M(S$N\!0&S<-'BZJQO3D)065=\#]O&HX'ZLLX>\OMG$DHEV'-@M!R;J0<^%\(QR
MC>4HDYT=THI+Q.#!UF<.^K G)%RR(]-RS&DLC6[&_1HW1R:1N)3U2BWRF3G!6LYR'M[/,E M\HO4VH\7;&ZK9VP6\!7%CU+J'[;
(2;67DI0SPTD@%$&5JSU;Z=KO%5JTLU($8=Z! &L0^G'%8.$^D<&5ZY+0XG^4] M:_^*:16A683J5IK%HJ#+I$#PFB&:>FTD 9E8^]CEB6
XR)(F7A'N1O*98(Y M>]W3AVT3:2!&7S9LW9%C>4DCFY+AQ;C:KCUE^L =Z=_7F1N-6/%SB>)8IYI MQKA5?
5PZN^CD35X[#;/:AXU/#K0Q#2Y Z.Q0N/O+T^XL/(A;(TL#/DH*\7E9E M$LQ)U!GFK]#=Z!W-
99Z*='PV,J*;"0OB$1,B*A/Q*7M.E74MF.ZU6PNZ#*GY MR)F.834>J)F=@(7\FA(F4^[++!U[G=-#5ZC_DN:B3B1HFGA??$!D3(I#C
,154F+TG'2# &OT!=\FF&T#;7!2#/2BXH$.G:%)^-)JW2H4FHC M*=G@$]*CNO4=E3JP_),97\-5U^I;0WQM+ I^WU-;)BJ@H
]GAY2K3&)AV4JU M,IN(Q4^Y[&3)'#$U>4M=BXAKRUXS\&]9!;'#1]"Z"D3KWQ8C7H1EO&/#L*
M:/33!*0O7$X5%$@SD";2#H='"4YK67DZ0"7A";H=(%5:4\ZX&?96NQ]L,[Y1LOC9+W<7 M^0N/W=T@VA*%]1J/REBT+4@&\]<
X'P\3^8V];3CY1-&TBD7SA:K%W:NTE;# M<_BFDBIS- Y<>U8<:>'AN,WR)A*(LU7&;)- 'G^:KU9*VM?9_>>(P@KA:U*
M@,0:=8!]S591A'+P:Y5EP3(9"Z< 2RX&"\IXZ'>67+^8TE[?W%)>U_2WI>T M=U97S('$L2U1"3Q_5\6@-C-5W%^<[L*D\)5KS]-Z1UCR P
M*YT!: Z*-\VR$"A#&[-Q9<.:L=L^.@F!!8P89&CB,(MYGW=^6AT'X-A,S MX@R\;8:E[DG(1R8N!PV?5%=%!0($M0U.X
WW.7/3.6B_R_5I@IN=$R M4NYV+>:DBAAQR)\VFY%5Y^'TD0>Q2QWL\R3L*;=K0JT2;8K7():,(A/R"+F M(T+5U&1V0Z>2Y
CQS2U9[[N26NW=-G+;"\F[>TBQ+!+G&8)35"PMP/%T8.8! M!F@:=P*W2@7$XV!S;>N0=LN=-+.:[U/],=-( ]IQYLH]+* MA>0W"Y#?
A(=PN8(R0H. 5H[9V22FP-P&;N\6$!.8UZ,9PJC63A:S&5Q]WRUA M2L.2)?_"W25)IZ&>#8HE3M+T'B+&N^/L/@I;@_O^_6V-
[9*4E\=OW5LF_F?J MN(LSD;>6&]Q&&!3W6O+!+76TBZRS"&EOFF"YWSE?V)3(2 M];2:MHQXQJ)+TS"P:YI@&VIY5OL=505]*
(U@;NORKN&&,,D2* M1LE;E35]+ M+#$C" A&.)<.PAL)&0'\ A()T1M*4&:H]&G6TI'\+0R-F
M2LR'B)XYYKI6YC]&\4BS)KWZ*-5LQ8A!SBETNC.@0TG7P3Y8A%SB+8-SEJ*U M'W[Z9#[3:?4H',II'WR;JK#'1-
<41EH?)L(^:VKG2%4G_63=D44DU:2=.TA> M[I>/&\?1R90.5@A9W.XD2F']W(B,W3]YE-5!6[_H@O":#E)1TLWE"[)YC@: M24I_Z-
!QD4X#**'"NPMF&6O#U4A7-XI*N(IH[)C.WK+04>.DL;I1&NV;K58 M\]CQH,GG<<%UP>*)0;SP_(ER=[K(+_B28DJJ&64'N+Q-
C,B("YF)/7!7$WE MI/)'4ZF2(5"J+I(Q(JMGIYJJK<5?34&V+@3NAVSQA(9:,P0KR<=_R].9] F- M0@\7!+Y;*EXZ[4DAYH("G[E0'8?
[/%#5BJ:LL&V+9%$8$0^LU@"]&YQG%7!0 MB*1MC*UPCLCQ>*WN4C,9/'/WE5J#0LZ?BM[M3!6I&LXYUC>]QK(7_(M'737KV-
X8]@E:OE, ^GY]X^,1>T)&-MM.V;R$G2D9 M$(QP>><_\B]RMHEP+7#:?ZZ@GR*>U10I .HZ2(*F;5:Q;'X]MVFK$*_1MUQ
M)LY+MR#'@9*"A;FX?\%4#,=II,:%\B4:$3MO).?7]T5A+"$;RK0N<0V[;'5C MAT8)2>LF;>O.I/ZL@*MO6Y:K8N6D4TJ$XH9-B7_XFG?
ME"V&Z#1&4D_T$%Q_WHR:<$0I^+BO-6PY9Y?E(LX??BQY[=]<\MJ7O/8EKZUF MOKMZHE]'IWZB-
"2%]>AKQVPG'R%LJTF4\%\\%&M5W![,+5@UQ3=]W,GCK;&] MX)S&/U),]0/L14\>55W
Z"XN:!%]QX;S764!&,]MG(@L&\B;GE^=B3#9$($3MARXG% M_W)[Y]CBJ8\!X]'(_B/6*+T%OHWQV2?1TBA9683!ES0!Q*?K'H74[\!'*V(S
M79EOD.->?5]*?5M:>CXIDI_2'JQ?=>R R%D2):%1FS*\K+G+,*(8U%S'[6\-#-%1@' M-'=8Y/<@#+OUY9W *5[%;HGP*'PW3,%E5W.5VM-
Z8XAF6C'JJ-Z&KDX;_0VS M;L J9 31UM70S4L3:'-]I9/QQ'Z)-4]J8SV=DC,6].VX)60(A\6E;!4/-8-,
M^HZFF=9,IN28)'*5=+L_G_WG5]/R6@1$I-%E:*/*JD% MDK Y5[UNZ6?M#3Q[I%+Q(,THU>U9-
!#MZ(F4B"=2:K\M91%V@L2I)2[S]B^GQ=2_I<08<>,)4&44@[, M]Y%]PQO9=9?
N&2(P>897\JTVBZSS[2E7.'X:X3EW75/EBXAE9JV\$OW2V MNT:*OO@B1[3+1"W@]-3.NJOO[B3E0:4K,"4*=P-',R'FE2;ZJC:XLB#%EL
M.3_8]^N=#$R\T7Y /XP#.RXO/&+9!JDOM M D'"%^>%?U WNZ&BR@? E+P;)?A)P(B=C@'>%!.M/MP2&%JBI*\$WUZF(,"QN M0#')Z3
#0;^6I FJ 47,LDY+RZ./,A^;Q(E>7WBE*]!S)#ZIPJ(6H^8013 (MS=^",\%NE&:3]I3!9;"\?+?F[H99#:@P/WGP-+T^M@:D>0*YZYFEO),XW
;= MAV$UZ8:QX28=_09); M"$SX&=HVW&1'C3DEBY+4OE09O3NF8,W09LZ,END#D&:E$1C;3IH\Q?"J,8-&^4U MZ5:&OY).(PV?3XA=-
S^87YWYYG7X35O>;%AL%+&S=BK%W/2ZI'@5Y+? M2QM,177E^V*&^,$!VV9W.^,-0H-
W7U9P=%XFF)':GH,VXR9P4##BB&2Z6[%%RYU4 M?R1868\E[?+B!/S88,I'3;$0A&GY67E]K!:O)--[Q!LR-,!6H)PIBJ5_XI8#
M/PDP7X93&44R;R__F7:O">YL4'(,.0$HC"# =-=1A8W]FE@!.("J:Z=%1$)) MD9"H)91+ ^5$FQ6(1?2':3(,Y!KNG8GUR+MP?
E$%572D^[))12RS .6N,_ MC\H. [322".B%@T6-OJ^Z]]*VP8?*WG_:7RBMUD'!9)<9I!A P!]-:#PFI6%XO3H;3Y&K<*
ML^P=]W$^MI2#)BJ'6.\\6T 0E^H=43%>+'YQ6 Q8"P?B:,F;&W0SU*Y11:-* M!L/5V(X@$]FPY+7R+E" 2'*XDL-R&*AMES7%H1Q!PZ S]%
[QK0:QD'J1VN9 M,]^<#T\I/(H"KRY!N4)3]GLUBC?E:&9FTV=SOP$I4N_,JYBD>_+*;4C@KI82 M(0X-!W/JQ)4FTD4DL2/DY-
A)HNO5TF@1U"FD#)OZH.OIMV^Q%Q."S$0]EE:K MHN395-KB3].+R_=;XKP(,_WT*92QTU>PJD"AK'"+W790F81J*W@B8>,'-X_A
M'(00O2F(2 2\E$RB+6UD8_7VXB),FVI'_;=],N,O5%W.EH+K]+6 *RE"!>%X MOQ%$#ESGK'OF](:3N\??;(R=4-6NVN7 UEZ
MP:LQHPA@(3 ;F*.?Z+$HZ*_F<"?KX&&02@7H ,IR9E/IZ M41YV?H0F1 DB8\H:/K$O">W:"8"^6$:FN1U"LY_8Q<6IG5\].2F1+0X';4^)
M<,RT@_,(?ETA4DL;MN\\\'610#-GL4YYD)S+O4CNE/+&F(UFYCF5HM=9/82. M4IF&8$+QIZ(GW,
<6"7L,=V8SY,P802KX]M.D*!O]"GX4KY9I2M&XDPB':NVS M)#5),\O[Z"'Y[:([J:$]*8_LC=WAF183P$H,YX8G-L(\^0<2O:-/49#;$O8Y
MW(;E@0Y;=%*@4-6)R1N3?BSYX=]=\L.7_/ E/SRMS K'G6T5A%*RBDO5)!], M05?!"18NYG6]FO06A4)W_"]LGR(1-
W,Q/QWS,DRVR0WTC^ANL*_T%@1FOB90 MJ?)J@268W,48T@X:-A@/K7IKY$(P$#36\V%#Y&O"[ZL]Y1*?U<%0$[([F*?D MH+KL='2?
N*\:&%45QH]VH!.<(R$..G=A)6-JIZDJX=AAUM+#5@&F#@$Y9,X,;R-O]=++']6V/B22%07M+%W6F3 MARSQ'FJVH=>>>5I3-
M\Y[T/U5ZCF1/M"$@J9K;Q8O,[9%&L$E6$^TF5'S?D. MB9S99]E^LS?(@$YVB[5LJCV?LYA4[2I..(N/)&EOGU_3L3QMUO@[/XWQV/#<
MYI9,Z!^Y&'H??D$*T223LZ.U*^966!"(YP9A ?!/UCUL9;3,]>=D MA"@+"?>@,$F)F0,^T%%%NT_\>C<^-
,Q95K0FE!PX42T@"P-+0N'ZMYFN?ZEOD M0?1\X>ZEA*:EMU(-&+Z'U:6\4P4^<3FLO1'M$Y:CHTH[I2Z;'W AL'&IN(4"
MD637@O2[08R:FR.\P/23YJB9Y[#+:XKV+YU]J96<>R$35 HZ+QSZ5FEE26$5 M<@KT\[-;4N0$#
3)4K8"O_51NID.5(GSL4,X210QEZ[/I@U^OWR4W MY$C="@:M1)4QN\E<6%U2WF]>:;BQ2Q4!I.6;E;\Z4V^07JP.G#BCR\TZ3-,-
MPT@G/;=P>,"3O(\FPM;UKJGO%.H_?X:[/CYDH5SB_(@;J>\5?7].O9M_<#YZ0A*0\R8 M;-L:$Z+_(W:'X)S32D?
#N83>9L>^B7==U'OPZRUS+)_9DNL5ESDS-7 MS6HO.YZ#X[A% 8O4:IJ8 ^][_I)+6WJ "2-(QI$3E&DM"3/ 6F4ED^Z6$):5 MXQO-#-(U,
+!\@9-.#:*B86;_")C)J_\G-D4R<8+IOW-V>GINKJV^ L=AG# M.7JZU.*FD\HW%)S@T87;>A_YB TJT7%$Y*'-;MH\#<2E0)9(]C0^2,(1_@G,
MZI+K3[>X/'JENAXFJ2(S+)B_3D&2>X[-B*4O2"C:,VQGZC73(GZ\(.%K<.O MPBGFODJ;T@U4TF$A8 J!]V1@06=.M\I4V)
<(Y,+K58L6Y10"/X!*RX]HR5[M@DS'OG0#D+2!#/1__S^__^WO?O_E'S\]5GYF MA_%]A_S(W(Q_-C*$)12EZ5Y3\@;=Z)8)X#1:[?
+/V<,U:C,!@I@GH1>*8W6% M3R\.?UH:Y_FN7'Z"N@$P@B6F][\T74-[\"E)SJ<0M8!7US\; M/BG^X>:1^(2Z4GJ2C>4NDEZH"Q^3IZ-
$@GX1ZXM8_QIBO=BDU%!V%M(S!EN. MS,1S<$8\/P*\R:]?\"87O,F'CS>Y*/K_V8K>V?$+C>DBB5.Y"ZJG+:?M7"@M M-
6H#&M]&9:X32X0T%VF)I^_Y8P'H7=-)2W-#TP-?\!A& _&4+R;.1?(7)'^N M)U;W0(]V6"G=4*\\4M>9V1,3.S:))*)=LHP2:_XBGQ?

Y7)3/1%!B;7E'Z5\# M44J,!+F)2"41^>7D0@0!;_U#8678SV+Q"M=9OLBHA<173(>\GIKN(64K" , M@D&0@"Z:+=T&5RI1Y?:P$) VC%E+KN%,R'8DN]@:TX5G;R!CG&P$I:XAC^_MR96VS%%*ROU_)+4Y8OSI0X,TM(SVL0GNHM05#M|F,S'6HJ,XI'O,CA8:LDQ>D*)#O 1_\/O;/ M^#[2HM-8_P*7Y&5$. 'Y+B+]^^..GZU\2[/$+|PQ& KK@:XT) Y T9&=K%Q$& MJAMNCMRMP^:.6#)H2?E 45SLCKA.MEV? 89IF.A(PU*QL#2C?=@Q8XR>J]XAP MA-0P922C\7V,[*I7WWQU[?H"/3B$IT?DI"L"_.%;T-1@ MON$8WIKE9_XDHQ MH79Z[.2YVEX$1E7X5=X1,:%IFQ:=C[!R;ON9*R]!\JOES MMY]PPPP3$%*4K_M:AG8M&[=Z1D6 +S[[\NSI>_WM-1TD?/7S+S])-IN+ZP$Z MG^ECJ *B:6F2#L8W[H/2ARUAW+9.K+DNIK$.62BX/(1'-QLV0-@[9&K[\1!V MI!W#%A$C\98)IG)R 7^T" ,8+B392%P;\^_. <.C@N&H8X8BOQ_">%$C@#%H; MES!@VRM,6O]1E<JI N+*VB@.F=/1S#JK'OR^C%\!D&G, ZQP.U@_#= ;0*PK98 M<[?2(F!N@;7 0- _);#1<1.N\("47T/(&ECEZ$9TV]#,IE"F&BEW:T\):8KF" MF]5LN.):&;F]? 20\&*D5PJTYIC MJXX'H.:6>NAB<6RV#:%VNNJ40,- C5Y.AW//)C<1@6P=\D:8R5%MU"0!<9/E, M "!<>Y%V[JRLDBU## Q.9B&@5C94U.#0^W/BM1=/<*WZ_:C78EZ+E2 MJ#V:QW41O8OHO8-V-4W&-_A4FR4N@"A&8_UTC=,<>3UKQ1:2\U)[_"*8%\% M+Q-6>0<2)Y7=M77P_+;-,=8_2(EXV#&| W]$3>]%^B[2=T8M1O92Z?+(/9C" MGX0];-(JR:&=<@L%4H;4[Q/5/I3"UWSIOJZ/J8L5634N8GD1RR6,5&S;G%,B MN&N[B&K1.&- \V&]]8M9@;RARE3=QA",".7%?E]-X^W#ZEE]=7,5>TQX!IZ; MLI5P_#) TG9CZ"RX?>7RH9+9<.ELN$";_B@KP:8ND8:L/6I TW^,'F(2_\D M@:0'@VA*>-<$)'?0G(:8NP!U 9<)L5M0MN(I<&&GF]$O2*=S;?DA]2*0MYYS' MCPT*\6H&<-_.=567PL/(@L)V(OA''(QS!FA/O- W@E*'UXFH17JU838L\)Q'F M(]=$:UTH::40+FKN%4DEID8H%I)0D]0\XSB4^'*49+HDWT@$A([+\]Y#G_:;ULW0)WU9^ M:UU57GZ]^K8D&CIN9S3@@Y#T'>J!.KVAAC]@P!HRT&X.=MML#/6M0+7 MI;J. ^-*Z^>V-* MWETF%2/"L>%^PPN3J'^]66: +.4SYM['=", ^QWVB/:6O? MA_+H[/8];1]2Y1MA.AV!L_$*RX%^'"AH%=1'LV.4Q*SVH,YLTCLR7%X@L%Z(M)\N[>(\!.>'EEV3*4*/O; (-6:OLZZ+)J4-A22C.<\)HZRRBJ%&<@[HU>F+0;Q7^/ YYCQ+[M*54]Z?A-SRMMG+//! 'UU#S88SN:V(U^?ADWD4];M2S:3?\-? V!.R*6R4:W;2 MQ-6SQF@I>]S,=G5NHT"11\W'PL^2-2-^-SOG@-8V2IQ'^U>CFYM]*MY9\0_TVQO5E MICS9TX>VU&M3U\#3Z6BH9&&&$6I^H:'&RM""C%,\EG:YP^&UTQG&N0U#*--8D M)I-N]FL"J7$7T%?", ^,:FO?U83SZ3J/K6D@$*YT 2F6E")9[?5:,FVF?"X6] MB(O2YZ'#K_5;#=H%_<<&-:58N6:X/M @^^6;..!<,39=FD)KZE&I(> MBR!E5NLG+OZ';M!<2^9^V[25>+CD"!Z? 1]ODKKEI=GJ?)09WU9ACE2JE81RP M]MQ=E/1QU8>UVAETA8(;(^N!^Y-@6)!6#%A!2I^@>Y|,,2#E<+7V%D#Z%_2 MNN&FL- ^6)_8>7WSVXK-B=5V5-TVW^I:N-#2$@JM"\KWZ^J5?WG1U'X=$%L]Q MBD:F[4[1=,_H6B;6\SH)I@MVJ3PZJC>4=F9Z7LV-K[^+I0BEWLXVXBIO>,P M2*_9L"_$4K351]JWF#37L0BH?1>UBHQ4.TH[X>!HE!?3]C47WHZWN5_++ MK\)W&LH3Y_[TO? 1SOH$*IH6[65_ZH(YQFOS,GS4H?8;#G'Z61D>BTOWS6UY M@!D:=DG9>[|>NL-MT#OA=3^5/3BG_T2C&=Q3^B3"@L71>. M+I\LZPP;YAD>]/>ZW]'\GOD&H8)LWG4;>*RP8-'_V@YG^,W-2&K86\2?X-[Y MEO({=F"^>/\#HZU]_OI#NE%O$,98/4- 0(YR2+_[JQ9=N$\BB/W!3SKF]_T2L M@ =E:/6LN;JOBM77(IF/8;#!.PE_=5]X\=GGO_OT=U_\YA/&:]M;^47DGZ , MX(C('F2?4@SA0^*^- ##U'MY 3YG!(!RJ;*5&,>>E#C^G8SDT7#-#;L-SA3)R\TD&/TX62?_M!D@1;$NZ**8GIBO5?Q7!8*G47U%[FV(1^ ,3! ,I>E9*]DAAP"5UZ- AR\6?# MAGW/JX-HDO@28;FYPN+96G_="><?X_A!VC!U$4O4E6H+I;,:VM.E%J8>GWX;K MYGB+=S[;R)/UM])>@+\B_,]7JY^H3JK,9) T$M9X/Y.9(6B.FS"*TD'1E*;2='.2#NXG_V8OY7VZ/<6:CO_J_:8@UZTVYK8-Z?!E_YL=^\>7D] M>">6R?)+44%\QV?Z9ZI^S ",4\ (].6@WD7.N\LF'V%"8+JL6[HIV)1/E-@.IBF8OH$26U(J.DRAQ==<,=*N1 M\[^IK0AU6I:$)9? @M0_=7,DGD]MJSA83GWGYCEV\2EU$(29^.=[C8 9A)%>K MEV$DX=;JS5JECVHQPNTIF0F#X2/2O*XM$$(WG- [&G+V@/6%$@5UUYT:LBU)U MFY%6DXX"MR/B0V$GJ1(SM=R=_JY-43@>UW-7E-GEA($DN0TJ:H!Q<^R%2S%(M5SAT7%M,=;YKL<_I[\Z3&O@H3JWZF55"'UEYC^0@;(ZD!V!DJKT7EX;[Q50^_M*3IU/6$(<>3N U/U$ JB\N]*.!(2C>.2TF:.9YS(,X;- QX^!YF>O.[7-V,#>?C;^%[8",R MJ;XMN9>1TV/:HM3\=OG)(R8F \?R;](9PJ-?F"6T](A@3:)?P_?)*Z" 7E(MFE)8*8"O3.-K)((&*1&- PT%;9=$ODJ;$?1W.2)#*(]/\=LDCE%!8AJ';K8$$ M0FI3 I0'IK.Q)UJZ2 ;NNRC0./3FI/6D8&=4[8C]'8[LW&TD A8FDK2")Q3IKN(U5\82M_=U!8*([:B*\(!%6VTY3\54L M.2>T MREC\=SL%:,!4P3RHB7^J]]9>ZY(;3F] 84U!2"*-)-FA\=02C^0 SITIO@\GXG+85^-++CN*ZMBZQ1@83QA'V6=]-<%I+&>"UH8WH2ZQM*V@:? M;7HD*- ZCVKSI/Z4OUOM@J#;#7GA6PAR%",X1#F>5&NWXIVE?RWK./PIQ\8F'DN03) ML7=9]TEFCJM)3ZO/1MQ0=%C W//-?)- Z86$"_(BS*=I44=LI:QR\G($%(-4' M9 H-JOC0=__7@ %\D)".]\6H)HY7(FZ@Q2NY:MZ0K D4NAP&UPS=K.P$NOHT MF) +*%98^#K.XT\3,VE>W^U=F082X,-+UH;I[,59M"0Y/[#03@HQ7Z",@ #1 MYO$=')Z#+!*U>%>S#OGJ%8- FK5Z_R4$"AQ*92T9SJ7HTW!&.YV]VQH99!1N*+ MG;,'V:#1"S#@911**MY+&IZ,+0YE$G01(,L 6Y1Z3\R_6"[T[7,1_GIPZSA\ MB7^D$VL&:1O-\V)CBI:W:SUZ);;W<^""U%^0D3&+ZX@>,K<]KIJ[IAIQ(/28 MB_^PI>ZO,'2KAGH*TX0R38"*"EK)'V>OPAQS&[XIOL T=\C#(Q(N("=,#:5O M5*O&X^VU^4*ZG;QI<2P]HV!768#HMNN2DO+< (]5GP7AZ@>7S):3*9%(L0]HT+!A9AK[T:D!4:&X(? O")O>|9G\;JF.VU2 M8';U^IK*]DO3PDG\ C,39]I4X3!%;;5U!+\F';V6Q3(_;>25;!V.U$E@K4 M%A;93A=4/=$.6_(.1^ZQI? L^D)F/FX\JJ;T/H!)!A84TA7 72U@^XK3"^.JP M?]VICL;Z7!LYD33KW&%=U).':6LZD'_0!#0.%]NE0$M72UR*;E?Z6J>"5G@T MW7#9%"P<-5G\NO>T @(49,N+X)84!MND4H_C>P=Z7<)\40PII8&WP3-MU,U) M287]^8: A2'M3G*\"W^^*8-+*:+YBB\'DU,>%)S >+"*).6$&GA NSK_3E<++Z4?AQSIVUIP5C7$*R:]Z2[P(8*!1'N/T &Q^\NW;,J.+U$$WO M1A/DI#B-|<; 0(0OW]0MV"M(;#B;&F9+G.FK;VQQ7O?=L>8-_%,0EG*T:/HW M\LX?T,\C0I +V8JJ.QRE!!/6@.!"$":DSZ"L9H7.)?/G[F1.0-QU*-W!4^) MBH'(;OF!W6^BH['R&<@WOBQZS"G9_2E1]7;O'R=4/]K1$J+X093C])K MC72/>WM81,4CDP8@>XU":*FYABJ UKI:Z5W-8-^YM0\7? KFOV<&/9_X_RW8, MMRU'0#XO5E2.=+6ZWE/>@G>#RD)N)"9",U-=+!W&Z\H/I8M=,<(AI^3#KF.V MBO"1F^)&%MAT!WZ#C8X? X1%\F|@9XZ_[U6/V!YVDD8V!L0&UL=&!!#RS\,H[UA4@=PE,\DUMUT7#*0MGRB04..5!X4?UHJC!A5 ,<3VSFN=,]>6T? G@/6PTD&X9:5KT;-?IS M/DE5+.)%-&%P"""\MX1:FH>0U:5SY;" Y2R1AWC2Q("*_^8R=M8'I"+1O@_XR M.T/ YVD-,Q*1I;/*M?;('_KNF[UW- '2IDU(2[_%5WQ+RA73U\[:2A$2/0)V M]-"136-E5J")!%5YTPL*L<21!>:@OI5:7;UY$[-P1T&U+Ij8]U+)G/BXS5:L MGW#N"/#W1(9%P@CD;V$"5HP[!O+YC HMS9^Y*N%5*WV!5J^!4&7-1,MZO4&V M4/[$]TM8P,]__O?/@X, ^^=7KZ^S2Z8>" -+ [.UFK6^RJ2N4-W/U\3I_.+$1 MCJMI:QI*$BE.G#NIN/"2]XQ.E+4D.3)V.?5A9;.?MAI4-FOX ,SC3\MJW[12 M)$@]S0ZWT\%(=V- K1P#5RFW8&YY?IU['\#V\&EQYOC@L<1T8,B*I!9YWR9DG M4EDWO6Z@8-!X^\C'9? Q*VVS.OH5H#SA(3@=-895GQV7'.AS/:L"XXB<**Z#YS9^1D=@49G,*,4#/\N=Z?!"(+RM*2ID+1K0; H=@+|.MNV?0Z&H?[BF MI;7U:#_M*0H()P2Y"UPRLOXT]@E=0HB9^:25[@MQL)EY?P%_[ZH>O7_[Y MD\+[;\AYJR%YM?JO3MEL3+8TU0G8-DFEXMVC1A9K_ U:1*(0D+.$*:.*#(5> M_N2GZTKJ5P6_*%N,_T[C6EZ#P MUUAGXGM9%)#VR M*+M8,C?EC5):!25;MI$8, V%FK-H ^7%-ML_R33;5. (B1N$S^:^MD7%WC !1YP@0=D^6^@ M<1WA=<*E!VLV..94 :B4>K,9@$>E]IC(+S.TA>E,$F?1%DNBF,[ZIF?$6"!I MLOD&38)A@]Y"18)<^L D2<4D:7A[^MJ6A%NHKC#_LN M. 1!=$$9=$?99MN=QX,X,(\+4F%V'-S%6D>(,&[7(_Q% MNDE1A[7AGL1P9G8Q' %?$\ZH-A.?E9/9^*_31\EJ/C7VWU>2^7"I+*B0^4)"%'E(T7R'DG63+U&;4./ M;FB?"O_'H)>W6\%HV$')>+W:6%D\E/922V^9X"2[CQ%(Z2V4@,-F?T? !2XD%2@MI!;U[&M M-CN_.FXLN)FY7&G(DU3J- #WW]Q*6WM,=:Q0L1N#'Y0.T!N0A2@PRC->R[K2=_M.0YTGMIWQB 0ESJK#YJ:H":Y/V@6KI_C9&<6L MZZU\VY(77ILE@&W*+\6GOB5&^D:DQ/U47!!&S\/D.#RXWE'%SR@>!]])+_JY MZK4D4#:UX>)&O;MI_B]1\L=]2YQJDTX\D39WVD2$]O=..',>I?)RZ\Y$M#*F M,I>N ID @LPPZ.++)H@- D=!H$DS,/XAG)#M9DA*6C(2,/IKTOZ+3=M-W]^AS M&'VWIX2!;QFATH%AL'-I_PSC_M37X=RXWO=RK"_WX^5^_%CNQW_*5?@^&N]? MXBZD^B)70.*Y]5R6I$CS7$[WT0&CUC62<&K6HV55)/N"77%U\T29P;SUMI%6 M?QHO/]J<@FK,-873- RD2QZO.7[WS@#B301L#'BA^)*Y[ZY+SRR]V\8^O]M7] MV_A%IH1B&7)1DD[.4[+)&1UA3) Z=5 M!0+?VD!5].4HX-;UN% _4M@+P<$%J=)^ M74QSAX4IW,X7J[?-YBUE!"E^3_7S57BS#E%Z8-%([V('J.'!LAS?=LH'C678 MN;#-/>-['1% (/:1N"B;*&5NNNDC7R+H&R1I"X+66PTH(@_11UIŸ;2K(E$4<_MN\R/D6FN;61V 5)\MD0COA$1J1S661'T K!M*7VL-3JR'LM3:-(2HEM,]@ MDJR(L1!CX>\K .+=XH>92,)'' '^U-O$/X:\]K[=\MJ?O-8EKYTX;,*CN"E' M\7$$Y2MDMZ_>V_6W#9VM0O? GU^!ZG3>DNJ#U:)FM?.F2NTA44[:=MGN],F5 M"R)!"6T28 !0LO+KO[VF/6#@(%,B2.V+I&6)!/.P]MIK>-;S^B4K4KH T#&Q M5$"3XT0H9RKR17:.E##FP'R6$F)(ZE@R@IB*$Z6A4L3I07V!{9RUP[AH9:[% M072LF7._I',K!A__"X@KH3 MHKDA;-!.T;4-LM? S,EV#6+9+7XORY<3J9/VGU@WH;P32]IMXXZM7P*\PV5-P5>0[+L;M;1W-FGB M(+/- &==,7"DH].NJ@LT^YN$_0%'H42#H&\.Q8G>"'+T#UE M/X_1ME80B]&V!-RP^M_*R\D3(+G!&V08W694^,'(VV Z815HCI'A3YRO]FN. MG1%/JBZX)UAQ+$2+ [7K]W++>D*Q7KD=F6)O=)))RU@)1/N'+C]ORN!>XZ#C_1 MZ= JY:'FFP -8?C9T&5#- +RI>&""^T;Y4X*40C$E.#0VT@R(!B'/XFP>/L&& MVW')7$CE6"ZCB+* [OLC\2>5E/+5=X/U%QAU82FZB?X;Y0,8@=LWNEI%CV08 M.65=0HZBBU\]46JY^-5J0!D%1DL@ZFQ*E VT7<=;%PX&:Y 4U^T49%M(C/]> MW'+8C,.EA03;Q1%R^?^XXBJKNB9'I(N3+J,)ABN) M(/? Y]F9\HMK[@L?^\/Y;ZB;F(INX)RS8D\365Z.$<1M5UPE(92(%A* 4UOR M@;F[@)6G"G:UFSHK2S0%;Q,T+$<',6^2P_G- Z)Q26'#>Y882T]0QFJD;1] J MD[P\H(V4K^!?WUPH8Q49!*DBBA_L0'4B)4^%*ZJ 5N&OI]4O-;JX^&_6_8GT+ M6=Q"QJE;B&)DC#4GVH7H?8TXF7 MKDX+_]+A&++?;9+KZ73M10^*,1\/&M'&"^UE7&^O6E60.AKHI_%U,MVH.R"8-[IB4L';+35I1G" ZUHU&CDVO8)OGD57DC8>,J"X;2,?_B<;TVR-'L)O5R4/WBHA0U_6PL['/Y1JW+[8HS[%!$)8S:GR#?7U#QP=I M=@BF#(8!D)JF*#E =-? T=SREBRM'9A9C6ZH%!Q%PIV17@X[C"/-,((,#Q%&F M&;"'/489HFII_*[TUB65_?]?UDQ# ^TH0!5D*6G8<)UCH0J33XH>IQB>&(PO+2YU M&KA^,AG*5$=KOB#0)481.]YO9C$>V=ORDH' -"6WV7QW^0ZP>AU[(][:A%8=\>YEDH6[Y;!:NSY MVQ>R;D!B- =Q+I8D;QO4IHTL.N=7)2K@27S4AINS1H]Z2XF&KP!DNG9#IV>3* MA7O0JE&W+R+SFOJ04:'#":,&>&D&$7(FX]GBB33Y1_\FB6_C)O7OOJO28X-D MDY$3XAW"M4/>)R1$1W:''79WZ76:*46C\9M?*]R41E? +J.DT)=OK$-<]'Q=\/=([Z4X>^1W&IH MN&FADRCX'D1S)XXG06O7&Y)^;|>Z"#97<#&J1LX9>\^:)5,9::!NDMY02PV^ M+QL#)1SH<"YRZ_Y-&INH2@\[&$K\+8$++!CMM)LCWQSUA3 M?X$B$$T,\VF1% M.S0B"(6!ZZ"MN]HU*7;"'C>:ER;"R<$3) QEIT1;-10># MAV;5QS=X8]+C@[SQ2D@SYY7%7#E>;>.D@,C/CC9RPH8 2XBU#LHJP;HVB,B; MQ(M9NWZ60?AI%T%+.6&M9# <@BQLC*(SM=EPH#D(C +#"M^F:N%6?6#}]4;"" MYJ5;"K9%,H$.2,F"6B;X,_**QVE+9LYDC)#WI4V"-2*A#QYJR3S R&+0;%/!

MAS!:7G\B'OLN1(.QV 7753A&N1,E-QZU:VG(5D8+.;\']-+%9,#KO;@Q?YY1S MYE;_'I3RZ,YD>5 >;C AT"0Y$E939AGD_AP.(9LX1KU[NJ:CUVC#&+,L]4)G+C+S%T/7G JZ1(8EU.ND2 M@L:"S\@X*:1C\6^(^(-]BX|C^AXM"<+WI=5&7> 3X?_4X'_J.&FGW.33XFK5 ML"(5- B:E":-\,&(_5NGK!%UP3!TCL^.TI%X"K7>2D_[[&8]CBY='DI34 -@AYH/_SI_.3T_.7?_FI'-CC.N0%K6[J MGB*%]>@EYH1]P%Y65MF6".=+;9;!1'Z"Y?\))]\L+TW,7)BZ),Q;&EQ4O*RVR M(B2 '#)GI(BN20EA=#%R6"UJ M,N7DN_7&HK[0.?&G!^+ <)$K0.4!K\3J2,VK?WE8L51=SE.RGE!E0%M2.ZT($ M/,\PJT'\$#Z#@.5TEQU47F1HECVD6RF,QKP#C=:BH06X)_K![IWD$O9-Q'HC M@Q;BFA!L)B8?X[H(H30P37XLX+]=]?\[06Q,N[(9.!NWD%6(_"'3.Z&NO]24 MLWU.W+B1\FD2-,\&8 M/T,%B=A"*'>&4K_%>&JN;+8PRW;J1+#HE&VB#HKW]C>-I.D!4\S>;KACP[%K M"U:8XI4K7 G,;DF;C[A,,&F+I4CUQBQ@M3)\#L*_- JK.RN90>SG^'.:?[VYB MA)_J3J:573 B'"=X9AKIM].',+AM)K/1*.I_);:LMO6K MKE,%'#LDJH0; MW9,=@,JJ?:5\,JJP1@:1RGNGZAX&Z=HKYF\<9I>VPS4E]53R: M!-%ME@S<-I\ F76)S9"_,(>N6$IR:5#M(P>Q5$H#>+LX- $XU7B71%@RLQG & M=;L&AB@\A*96U.3""91#RRBI[@46FXF??K)RZ,W= F 5WBE=>Q-<0%ZS'S%* MV9+"T?U>\/? L3BG:W&XNQ'KCWK05LOLK\8X@F42E<%P7>'"MA_E4+/V][(8" M2'>>W?>5?5KA/JS5_R*4I8D=W:)0)RXZ 0+S7#8%7'GLP94>7.G!E5KU#-_6 MI4Y]]7LSL]VG-L!:>#3>*2['O(UIGPN,-$2MPV9T XTO>.%ZX!8&@EN7HNE MI(O,%V_)HE.S_;PD'"*':,0K9A^NB_(O;+^LP@OBK1!$7X*YX8>/Q5-*+RJC*[MYK(Y.3W])LFS._HD-5H0CEKPCY1!EY0V=A7K2PE+AMS" <H MK^R#(M&^GW:3U?8"!)0;/Z@!)$AHP>:SE,88>; .X'%/O+V@LJ[<@H*0@J:F MQCS#=7#1E25K#7RK"/@PKL@;&W+7.6,D@5NK_ 1KK.)L:M^+>(_X9U-,AZA4 MMNMT,2IM*'?LY:7.HU*C^'C#T9&#=V 3 M%H9(F1+ZPZ9VS%H^9F5L7KH=R^50:M[TMS0Z:S? MHRY#? B&;KB34LJ+ILS) M9+U "5RA>;ZXG33,P7*.%5:=@"'6)-$9#WH*;0;T=]R$,BLPFX==1"3:($ MBK/+9*378I>J?N\Y0IH)7C69"#YN7% <06QPI_S2:"=D*.727=B(>MGQUQ^9' MXQB04;.[J'GU5Q V7=Q$7.?*ANK'0H^E5G_J[O$/X*MOH^KC!]7"P<]N^V& M$(,_IJ10L.JQ#WP1K@E*"H^# J+\V^:QMB95K5!![F.,&5/S)RI[I1U[GTM?8B#TH'&42JFV\S49*T""*]J4#& M7_[G591^A8!!'PM\F?!JG!1YK&YFL)X,]. :,.[:(U,39\1_7OL!/5"SU#:6CF:I>6PTW(SDS%1=-?76ZGC!'F,;^D(IJ#G MX!JZ5C,V .MXA.H])9] <*!U30&K(4;0^.%+FG:&A4/:IA'/FQI_@3N@+*U DL<-:)A4%$6 MH$]XC[R2)8\ZRMA_OSV R8*4(KA051\.I&:+%? 41@,AZKVW":5KFLHZ0%7 MW179Y'&<7^,OS"Q@!V(RN*&>]##]$L'9O6(^!RF(L'ME5ZBPKA/.Q\S3HV() MQ#1Y"DL/XICR;:UWI2CX3GA/?"TU$&Q2;;D<_QD7/"T#F?X@Y,TT3ZX=KGY MCG&L8Y'D$:Q[K2N1L9T:/ 2GBR:ZSH;T1MMCES['[:.J K G>#R7$/&:R M4X?R!NUJ-I4YKCM30UDI*V'0-G%U,W=[AKJ4N-JX\>7TGCHUMPS164]U2=+07GCHUMPS164]U2=+0THUMPS164]U2 MQA)^P0@LE8!E&Q$>C'667$#-B4*Q;\CN*8 C-?7X-G_ 6O%M' OA/F.(I' J M*I%2SE".8BQPJ%0T!J*,6.*5.F%4C.51@\V%SJ"0 W>Z@[=04UAQ)UUS1IDDTWXLL2$=$\)I8HAYRN1GAG]S%*76C4@!5CB5 MU'17Q\<\\-B?J#DGZ@H["K&\Y3&I^'B6K.]0B@'3^;4 *!#_%F2A4=##$:85L M#EZ;OUA:9\0-P?*!M,^1/ISP N7J:-J"VL3X]FL,]4K.Q3E=83U4+W%PI*A2 MSP%>N; 68VT_BX3ADB7F3$;36MB&*01^JQ<\\O[JV>?4QI&KS"U2R=(DU3#@ M0)/83%%S.-HN\PR=L0$ A1,/4/ A>X#%/SMZV_? ZB55.3)AQ7;:HG < MV)GBU_7]Y41HLGQV@*:Y)UR3,.O9ER'$TI\RE]1=! #A$&-RQ4.#1GNR!PR,^K;9+KC;!&] MS.NQ2-=M-)Kf%M%MZ22N#2!&Y"ESY)ID!;(N8TS;6% M?B:K^B 9(2>T!+ T5*B K\KIQ$ 5G@^K"@=ZA,9F6-8+D5T>3XZOI?,2OL@5 MC[!6[70$G]$P#Z,_MJ]T1.W+@9O7QJ5U)4P[P67 MZEA?AF8$UU2GH.ZN32O96Y[?F8OYK*9X!",.Q$4?$/K0I3F[C1VV. O6(1Z_MP:(}) [8#F4&^Q4%2P!5(,?]QU,\SO;^0L2\IH6H"?AP!"GL3, ^R_4 ;=87C(B MBLL"P9T%(A B'!NA,QK"%RQC_9MH-(K3.^%13:#I?7X= (_V=5&A@NS/L2$;? MK%B#34DVVSX47$!S5Z 6/NGVNBW-1-U5]-DBA+AF]UX3"!=Y-K.,(,1+*%: M+^+L8N%QNKU<('8]L(,H,2HCTPU0-6WH]U8 TEV.G-,#C4*V*+/^ /E(_B7 M/AR5(2%$0[VZO-=T]+N MC.(FR]5E%N=C:E.DG WZEUDL:6MB)^H(*MN$OZIDZ#%,:?'-9[6D MG\X<7.?9'?#(&APK= Z@^L^FW)T)/E:@DZ3?3)"SBO^]'F57$"-%W7??B_ M4K\"BKF$HAA6!HIJ:Q=BS2U53HK2G"0M=!;9LFMJ87L71U_CM)V5A?*J"2_IJ6.8+B@,?<\?M(_$OJ M4HM%J'K[E&T\U@W0VF,/-7"N=71JZZ^C\'-NF]G="[I5_?(Y^M;A4I<*# FD M+86J%:U_D&4-Z8:5:!%%A%5A&WT#5@5LRA- KGF"AWHZ,?2-R]8N8LZ\,%,Q4 MC"]%H(3D)E(,ZINH+,)]E*:IA6$P3;'DG]^-/UC#UT>(=0FTY' (@CRL(U#XQ MIIGX@Z7!)L&? $3#M/E09KTD>6]HMV"'[$J=*EX!Z*/GM !PWRH(:8?+8XMPL MW^Y>\!L&Z#YQAZK@\,P A>GP[-#XX /UVM_V/NT%0Z5ST_G:"B=/X"+.9J++"/ MT)BQ#([_+*]A#U'S<>+W],W%EXV9![@\\&)LM7:\SU!K8(^@6I2)NG= 4]\2 M0C&AUFR JI'U+X"!@_>^,H\&!']+H_C%RA1U$_-K8>2("J8E<:BA'\Z(@.P MIFP$X4DETK@N-01A% (RIM29H/3J:WR%>"&+$QOK3*M9+'T"F6"=+SZ4B"PD!%1.4*U$V0U/-,,,8O/P&H++$^IX,EGTJ'6R*LFLK$N=8V85I(6O0QBB\3;E=YT@IF: MT M%_3^[)W^!LFB6#V>DX"SE2;/FULR@P8\3'A]D&U34U#"$RS/#4[Q_LTN)A>_M*U^_SEWO) P.]@\.*%-UF0Z9EN1C+$T,+]0=M@-_Y MGIEEZ^?$"K%"^A':5 M@5](@#)W\D)Q=3DR;0>A>?4MJ6[%JN1E2'KG?5IMC[4>66O0VZNY3YQXL ZOR MTOQ9[\>NOL60DVAZI:1AQ*0X WK;IE!IG'JDBD>J=!^]\MB:7H!R!C/.IQX/-M,T'\DT$2Y=R6IWKBTRQ[@1]T'K,#=5F@?A91@ "SR+%_HWZ"K1!)WUEZ"U$$ M,)ITQ 4Z1GFASX9&>8#','@=[_$Z9T.^1ZI[395%O\04-=*FQFNUY7?4'%K/ M75L%!? 35)HN4V4S2X%U4#*+_A.8)O,_-;RA>#5$\)(7@(&OKF13VC8Q)&EE1 MBE:9H26E,D6&(9J4ZF?7G4&KD#U- 2A5CW;C>G0&]V;4[W7$8QZJG7:$A%%-P M*H)(F&]0([]RV2L/V7^;'%8#:D8GQK+@2.ICO)4<@K,J,+6Q:#I3<"D+CF@ M!'9JZY#E6(&5Q.X<],+%^@ZK'U+SE^D+MJ1S< ,7(AIKM\;X_96HI[S>E$2R M\U!FE2GS#?I"T"1#T#JJ6'SMC5FB@.MK? N3TW5^G<@0K@$ ZD),7J;'T"D7&8 M-SO&)G]_)FT'Y@O5D9!T9EA]@1Z#5+#CU"C>B^P2]RRJ4!H)NTI'JJN6_F^I MWB*0DCC#Q MZ*8MV0=TW-18YVQ^2S',*DT>4M,&"$MD18V^N(?ZM@7@X3#=)PU@U9SF!O(M\I'2LF]D/0?JI>HG*MZ4IHZRR"$&#*:8& <2H0EBCTLN_U)4TE">P*R>Y'$) MH#/:,_7#.!LDPP1>RACF%]N9!=K(':5OB^1*()J&4+/RY2CNU4X))'R3)G[M^-[I7 V6 %XEE.$F(;.8+0M4E?FUI)5TLH=_2Y< A-WX,LL%#'/G2972KA^2M.A:!)L,I!G%L\O?7% MM]45ZT0KVF5DYK #!6X3PO= MA/TG(II$CDPUCWYI,V^:(O4Z\88O)*!,,: G2>XBC4AKZE"K9]SYO#67=_O M$&%SIW-Z$&%FK0+".HJH? HY_)U1+\&)U=XVT.A:BY]N8TJ"0C\,4!X.:,L') MF#Q M)O,&+X-!15.TS(DKQ2T5K:4:A'3.HH.P7V3$#*\\XFL-3[62$ <=V\8%DP%D\ MXO054E#H%PH,IAUPRFS=\/ZB CAU"'\6:W%\KJWV*.*$!QY5V)=0MY2FDPO= MPSG27:YJ^J;Q[WPO'<8?+C\\";XQ,XE% GCWWLJHM_Z MB,VNV55]C?L]P/L%SK9D='YR%IP>G-+,E'EIADB)?$EP+ M@AC*%WAN]M.)NC*UE*U^*G8%^(;@$:6N? SS=Z]$KS+*KT=_*X(].PM.>VINS M_1ILW%YW,ZJR 7(.I1_BF@(#F5(74*N-L0^,9Y@'I\R5AHMB/ZAU5<(6:JVH MD-AY(\$.*V8E/4IIJ>N- E,K%M1)HXOK9T6MPSLQO1GCL'9RS*Y4OS=[P@R-W MPW=NM10=A(?'1V%/_;EPQ)VE_-,$LEYY]7P=G9_CT/G/P:N1NEV#"QX5+BS/ M@H$0F,L"PP+QI_H5\GU,%JOQWF+-[2C]QI+6\F2RI/)[2P%EQVHMAQG8+S,'MLA!@0&?6GN#H,AO;+431V8K.YSP]B';XO@8 MMU&&^#N70+]BQ%MMCEF>7"=IRX8LL/(MQ])BO-.'0DUXK-X!()4'"*CT"V>O M54U5*G>K+P"2=CLZ=/U27S+Q61BD58,HG&R5D6A?:^M;_D6J._ML35]S1,A3*O[&!V.J^S_^=[!867[STE@YTZ"4H@& (8YK^1K=E0PA(I2;;MSK_M^1(_D$.[BOL@/-U7%]/Q<>4>T$#)%HM'_J;6!7%V\.=0]*K<-YAY M-5& (9=\!/=60)5G4[(!]XP;VRT3?/SOPVD%"J2!I)29?U%FI7:+,A1_7MQ[0 M^:HVL[37VSL^L0WI(:9H+$)KZR$F+5MYRF$O/.P=*+OT@/*W"T6#AEA*B1?$_MXH&AP(T)H8>>@=W;O"?NI:W]^ &3+5>O%1P\3$3YK>=G9VT/LN!/ECNQGL3G,3>CDF=V0%'&^QAPHW$%Z4QWU:-J@QR]K/V@K<9_M5-U'X\DH-AB D=K1%].)H9\"HQ3M'0$=+N,PH;5(90F0(?E'E$Y!*3+6YEB=_MJ+UX+U0K_4V8ZP=0PV3HZ_OL L\P$BRRO],)$]:0[A/()$K2,>X80 M"%02)X6M"K*[%_MVI'9H[3],!9['IX);*@=:+K6I>!??+]?39I-M1)V>DS8-S05<=[_K2[H3[9H$P"5RT4M3GLI2BGV U14Z:_/CB9,#8#MRYVK7_MN6LR.WS\O_LV'/-_]9AATF0I[^^=GS<_MLAZFQD?.#/*J&0YVYP4'9TS:C- &,BA:Z9CA#A"O>G1D]6NA%O*_[3CAIB5_9_MW%T/"),U60MK4H?4TMP*2[,=VJ+20H03*L%0_DZXF&:[39D.?EM3L_BI65&K3E+J*@D2S MGPJW;#%VS"]J^5$!,C(Z:L%[?8U6ZH=*NEQTL)-G_TA3M+*CC$VWX6-#.!C$_M7:.;,--BF//J!(>P+>(48]'(:'AX>M M,!!.09V$IV?S$S =UEW?."@Q6W%.E.[4DCG%*K8_AH#AY12 M,+ AX^AK0SEQ4EK?&6(3N3^RW"K"OLV(LR:[8S3Q#,#5NG%-_]9&"9RD';72 MY:FQKF6@*X.($"L)*WAR\N=9"^$>+ B9%!G2!<$RE[/&(YA/;JV1QM"HE)@! ML,)^UU"T1C,W\%SWD%K'0G03%@A5!)/X[2D'R2>V#V+I1E[1VU19E MDLU(TR/%<&_!LA)IH0Z<7N3U@?ZWR62830(8FCU$KR M5#PZ=,S C,4F:X7;1MN4KNK:4+PFI5BM'<8[L7^G:/O;Q] C77M&X MG%PX34L=_JR#G6AWIW>^V[SYV.]4*ML$-?:/]['\@C^B!@!S1,<58G4EHRM(M:_8J[(.7=*A;R'9_1[+C!+Q++JN")G\FVZZ6]T> W;$V%J;G-$X"^U/H-0Y M7@,&0YH7UVF_>S4M\55"3%5F&."G-:8N]=9$!DTM+2+UJ! (I2\NX8%:U:O+/_MV:JC_2.],:U%^%:5Q\>+]MY'R2''G=]IX]<)#:YW)3"W7-=?& =XD1UUOLK;8 MU#0M- $*7CTJB)*'/^U((3_&W>Q.)H%_N]/G-U9UMRF>",D:O&?@JKA)RLI2< M)(AGQEN HM%-0\/$LU'IVA^2M-XU_#H- (`K2OYF6L2$!A3T!#P$D;73/7P0>_M!(=?NG9ER$U#$1[- /ETZ2*/J8*L\IC0KPHTZU2#XN3NM>T2QDR#F#*-.OU*^WQ@AE0AWU&Y(94%FM(1BJHR(MHP6&ZN_'GAX ,$NH!;0A^TB9G.B\-? K7%0X_&#>4J-"+&\E23L0 2B@6,G<= M#:,"#_G%Z'$*\(8",ZU7<5KPH;PHM5=&#K^&C[%4 M;UOOD6S- H@.B]@L$NWBJ8$[5FM$]!9S;K;=_H&ZPG1[+/TNCV!Z\ \6LNQUN MG-G7+O"]('KR%@&AAAL9V,5!^:(# _WE@65=.T,?$M9N4H,6 M]JE:'TLM!>54]%YHLCNZ-_3U!>THXI$$>Z&A\=0B%\)^]XP7HK)7UGO4'-D=_MGF,UT&N$(0=4: [L4@&$&8T&MCX/!N]F.!RB6(5;:::*60"AS.]S.=CW'Y7MR3V\3 M';RZ-0K1K39#M-E!:C-*[^+O,4H7>U=D.Z@SC,6]D=C\],A^.4= [.V0;NDU9 MU/+ ^1WE\R!">5F'16*<;_[I4$BPVYL[0,3$_.:H*AX-.+_[L7?&IYLEC0[>IP M]E%T8D=-[,!D4E'? #!S[C+CQ1%D$])%CJ%FCB;*. #*^J93@A-Q"%I7S HY MV,XD_*7!F722\7PEZZB7$^[FW-K!86^H-NR'OS8%(VK8MI;HPR"+Z7C'(P! M5E% /"+@F.R/!\?5J 3J[#%+&@QQ#:E3/EXWZ>F?6K:IZ8?UH")[!?'8A%C12<2;?MWYTW5S",^PP/9KVRRFXXP[G68!F1P&U"^A+I5/E*($+QERX>E5L M()IY%H.\"IL+%8JS4'N/N4^H(=]BN\SMATUJFJE_4SKNKZ&_\^46]KU^+9 MP#[*YS @KHU DD<$5FQ(3$6"4VXE2*Q#%.RAR';= <9AWUW=2^!#)!#]'+%" MN<*8LXCLOZ![T4 M>RE^@!2+7+E)HBB-1O<%]3[E%N)*X0_=Y5+U9DFP.1+ #386VG@RH!+#D!E,L M#>^"/GJ4= ZF<^3>>32YG!#!D"YD5HS.'PM_+!ZDW%/E3/BGW4OX0*;>[K#;YN":E8L<;C98EQV^4#)6 M]9.8^Q](Q$U#IIG@!_ ,;/U<)9EN& Z^Z&"J3@4ZI7 F($P7Y5ZFO4P_0*9- MW?IM-JJ.XYI/B&5TMRB9CFS;_5^K75YS1"9+WV)LT,YI)66TC&(OJEY4'R"J M KQC06T(X7G!\H+U$,'"<%ZV(6I^0)!NJH\Y0/AU HUEV3H-!30 MR2KDU?!1(B^/WR6/T'INFB!"-8^5A*6$TF8J'FX&._72Y:7K.Z]1:WKR\?

6&KTT/D :BYLL+Z4=[$T\P"H.8\"I/8 J(ZYTM*U"H,L7ZA(CPSZ8X@7Q M88+(:0P.^R*F.*5"@QF=O\7+@,!R84K2[W1[<2^,7A@?DMU0PA4K(2@,,UC& M%=W$T0@*W/*DB(NY?"-8+O#^7Y>O7_3. WFHW33%(KF'ZCSLA^)EULOL V26 MQ!0)%E%L&6)LY]LH.4P)-UT+>0?D'^HSR4#* \LXSS,EX&/RA0B^+*V2 1:$ M[T!NJRZ+ZKZ7U&Y**J:&45H%!F^:1DC?(JXC%/E*'G>T#64->K30FCYX2P/]MRT_)NA=/"B@+ J3NM9] IU)('P-4X+J:."T5%0[4!>K]H7$FEDL8RGTH9"ZA M9#F8B30@V@N[1*-*Q$'5M8R5(1H)ZR4.:H%(6X= :(X?O(K53].46L5CR!$Z MPN<9%FBJ.[L4T'&26\ >!I1AAQL$)$=%&08.914^'6J.2UQHB%\FY13>80V< M6$683W:D?G?-]=<<\+0ITX1"B+L>P:3G-[^B@=N]5RX ,LJ-#AK>.)6>4(8. MU^Y'U\^0_W&0(+6XR4+I.D:@44MU#;EZB/(=I9\!LEQ"C%>B:Z$%<=6N0'MUMP<84&/9\@:$O,/0%A@]B7N6:PFDJX7B-D\?J^ 2[9#2T 81]T65 MH+)DMY@+ T*.\F!WL^0^)0IY;-N@/RH+HHN!T@S[(>7$(HM4-=!2CJFFH]_J M8B>T.7:9A>0T5;\SJQQ6N.OYVQ==4,\AY-'"5X7[H1*4!O!]V $^) M1C2B6=)WU1"X#0*4P$Z9TD_9]9O:T2@8(LIH8K%L#%M3U+HWZMT*3]P,I M7U;Y5: ,8#(MI>6 J0. ,UO59ZPTDZ*_C6"=4)HO5-[*,)3N+Z1EHAJJRA6JB"X?'#K1)P^MK.H%JT6PA"C'W+]>?+SX/$0O8<]FT$AI?$=W.-?=ZBI>W;F)Z;U\&-V+UBS1 M&L34T7[@=8#JEH[>6A;@[GFSS1_9QNVYE1U(7J\RB#!13J'F+O&W$,,I."@ MPIHAX6O'@@+&7_^L0P&Z__&O-#W#,5W4/ &5'_=G6RQ6V>LZ#.:#' C [.R'MG5+D1OR;E$V);5-.(* M,BCLK3NN,7ED3(5<(>J"GL/$R;5>T;^DW6N> .XUEA(,@'L;F\!@)QOA#L,RQO0^Z\\2:?"7-:)''6 WCK;I%B$[RMTXNS]O[6'T.P3N)F%3;!F&GB:9UPZB?GN3'Z8C[C/2.CMI?MR.IW:6EWGD!MRRHKMUTRP1HQVZ8RA8,62*AFW9UFVH5Z$9;14WH3RMB]["-1J]{^83@IL-.3, ML]H?3'Z4!SPC9WBC M65M;;".WNNZV M1I%-ZBY2R\VVBPGWDP^L[K,F:R"CATPRK0CJ15A4Y'#+8TN@N7<8OQJ.[0"_M?D)-J?47NWH'@C'$_:L+VY*33L?8+8%;QK)WT_:D, MFB;B[KJR6+-^@D@0G1JQ!4!/4,UJ.LW-\II<|\:89()FPI VF4ZR=*J-48O MUG33=>/:D(/:ZX1^;\.PG&6YDP%R-NP:FBA@+Q&Y%\T<8*A\3UL=8M18XOM0 M_ GI4=GP1K6^5=F:I>&$-!\.(7Y1W>9?E0ERDV5\[_+8 [OI6U_]N8BE&XP> M>EWF6RE>US+^5[J:#}1=VWNP024_Z'T:8=+58@.942A6"K2\T3XY:L317%& MH:,EDBDJ(RZA-"GEOW-TBGT(;1CH-$6E]!0YE8G:$QMAH!QK7I**I<"CC:ZC.X&UAY MDZ-W%#7H.7&"+%,BJ5RUF!QO4*&D/J4O&1GX#$TH:Y;'7:PGW7@_H?-^]|07M5)/1Z9B7V"3%N3^&2*I($P.0SL#<^B5V8TNM)GLM[?@DP"%V1ZM]5TSQ>,MU M-V.]V/:A@: QA<-Y,6\L(8W:>5C+IHF1;3MSC#:MPBM=]=88O5=/7#1OH"Z[JM4Y\Z)C*!S,S:?D))&*&"0C:#R%G\CNF/O3ZCQO M>A$H]54;>AH)UFP]O;BJ&T0.8XX/"L91$U>1[*Z=BRONJZVK&&TM26T"(W$ MQI-1=A\+7%^[-/)S!CHWC$KV%3U4=TJIXC3!*F,TZ]NM@K^J2S(E#M&@B T MMVKBC]N$L 1'XSN(8C,F" M[<*4<.*=BX U-3D+"G8WA2?[7IM@B631CIL#,F3Q]@)O*/,XIAP:VB$TA0BD/(LGAENR]>"+5^UV);RX.J1P*VW MJ6MS.)!3#DA+KMQC=;PL/KNT2!XT%0UQM@DYJ2PC53%SK_F3E'N&E31*I-] M)\$<]FZU#P5W0/)2ZJ7T>Z14W'OHU4J*,X_3.^C*IV[OJ']CMUFU#1V"O%<;MCK+3,DB@9J"X4=OJ.6E>.!\LG$T-TUI:W5H-X,8.BG8YK*#R-/^^;L7"_5D' M&;5&!@A!<8-PD"@'"K KL+2D8;\,4DC]+-6R@/INDPNLUR/(^UKX4.6UTH MK5X$HD H!P0T4'V(SHS#%JE,K-:BVDUF41$'H+H:P YY4&?=G@M_6'/.M '@ M5DT:)NEP-*7*<6ZB(%ETL_H(Z*$FW9B)F2<$V,.*=[=MZZP!L_JB8.@J2W&Y ML3.TU.C)HW5/(3TZS"-%J2LX5+<.I7?*O+Z6$BKGI$K[8PB[X]MLN;/EA:=0 MZ> 2/DB$W7+P5DB-HU$H (3I0Z-:H'10G&("(6K$A%T/9>V4M9W2-@D$#,W*6F3;O=6FS(\T^F@CG>2OLQ$(+;* =LT0!&[B1W>;5&|[H] M.DL2R|C8?@H;M+Z:^93I=*@ZEFH:\|&]I;_IM$-4 MMK *X$:0G;Y-BN3*H6$PY80:1$>Q2_C[-$\=L.."JM59!@?0VQ&X/=]VUI@W7MAKQS],+E336"[-L$] MG3?@NPGS!8W"U>+C\5-J*+H/[3+A2.P$M.*POZPY'A564\/^896:V@!"4DCQ MV,'W6)K1B /XVG%SX-&).?I8HW=.YA73(*=.,DP_4CM$H:&S3XH,A)60E0IM_1Q#E%]3'U"#!4)'$^@:!%M=J "A\L$<+Y(/#>; KT3(&L02P&W:[G2Q"N9# M1%0 C0I6))I,#$T^\&=LE;Z2)T ,%^'=HA>:KW4/D!J189TER-E1;CE.MD(MK&]"?$RY?[V&IT)!AGJ2!# I9ZEN=F5Y*W/A+GM1WB0Y!-$/?CKZ_O!HA N4F[G_5H#EUTN(<"AU)PTMU'EOIY 9C\"4# M8.6(?-'(?6@D!8(:/*&D)?/59CO)'V:H0$ABM/R)LO5DP=(;#5-&5GLA*TIM".:*]"P9@A\@P3;)1":LPY9&%8H G<# A!*T?2$63&8KH?2^CJ(@$2HW4O6"Z07S M\>+(D#P-E0(M.5F:QY,X(A(;2BQZY)^7PZ@RJ;&J_S6<3(='R8G:45[(JL0\Z<7&6-S#",:M@[" 0%UW#,=T*T"O&*$PB3BKX (T.HERL:$;C)XK3)SJE5I4W";U$75N\GO1 MW-C>$/ZA43)29TQUK/W1M,!2X"SG1;=HSP#R!(4P23&90I/$JJB\PRXV3+=> MV4BW)D$H/H9*<2Q*@Z%7[)" ?XQ'23H,YIAZ4%@XH=@(K;=8[6/QXZV7&^X M9O:U;4K1N&.1HKPC LJ%94VB!)H!9;URQQ!FX0%ZM]DC%NB];.P08 AM(IEUXKJFWY"1V*O<'A?*;D5B;8 EP/. !T8+]@,DF4LK19Y-N;&&5S&;LKR? MD)J4#O?<5L'H?(*S(B!E,AE1@P&80J'E] !J1HDX"-QRV$$QBF1M#\O]QON M!8!,?+Q]-%Q;&9@MJ03$5L4#[,D*HRYU]RR1YS^F2F0&Q)5&B-/;N9'>$+"X MH4C4<#H: 39/G4F(R4^G*'D,;J%")U7#Q)B-),Q\'%S6\'.4Y#0:HJZ%2.9 M%_2X@,8QKL02.>902S.?A]9">],.Y1-9,D1->'"@58++>^@J$YD?DB^B[K 7M65W,#%%V5AF;,6AAT2+02K4HA'30H(5&1^ATT]T>09'X?25Z&2]@2;"]^EH:MN12BN8(1V#ATW7^7173>DKA<_#8H&:ILP^]"0X0G/C]B9&28KH97PP1/*I M8[H9'];GIY#HIV.MS0EFG[V+D!"IH=F)I(L%=$95I\G_%EM+A[P)EY)&:L4* MI-':# 4'8$HZG-+K32YC6!Z**) "2=) ^EBNCC2(,8 MB\SIUV-594^=]8/JR M6)U8<%9-[%&RRMS)(Z')VQK+QIUBW$T9]X9U$W']>LJC6*#A>*'(!6D+O,71 M0E8@;.B,E8FP!*%/%L^MLL &826YA^AY.)_JG4BZ4<3QUY:KX#:&[DC"(8"$M98#=!MK@ZQ35IZ!$V@Z$%I \%B^EWH(()V5]1=06+Q0J0%GY1 9!HI*U -5] MZ(/N'79)#/&%]5#RZ!AFHY]HR^P@[A0*2M'S:.6@)]R^0:P!V"-*L_H7S]H MI,RT=#N3=)%K4+O0A^]TNAS&# MSV.R\=-[H=.(HSQ%K4'2QG(=FW9)1!OR34U%ASZMG1-^35XF*;RA8@4L2\5: M:C*.]:I)T41]T8)?U>\]RO(1YJ[T1R'4X7E\RP+7AXJ9$G4%%V'@92)=XMD" MX@2!\J.2@;*=L6L2-SLRI*K53D_N]E*OAWO[, "IR)RWF$/D,IWP[P'ZKB*MFY]VPF#E0NNG!93>0.EO:BC"R3-W2_B&9*QA;[Z)${ M(<(6918\H'$?:#!!NF21XFM36/N./$+.(^2ZCY#KY&V'QHNH+FE1PM<_1)JNM1MP^&,P!K:I@YZYB,L"8,IW[X*SW$D1M2@,;4><)0NC R-#:L;9K][1#DSJ$ M$DV@#1%"?PX ?(.6E^+PP3-B;N;'P7$""MG:GQIA<\MH*"^&VC4L-B1=K1L" M!J-,6?5PKPBY7 P5<3 I;+NRAL9O&[^ 8SJ0S3^C#OVC_>_?")?UBF036.J MRL-03P2/*#0\778;4T'$0"U26XI0BM^2,RA'C03=+5L'X,@HZR8ND0JZ!AD M@T'P%LFF?H<@YJC M:[1)HU3Z)=B_->Z;T]{1=Q*MY1]C!D'[;5M9NYW%" 4^C%P$%#-2*5_,66PY80PBZ$.(G-"]Y"B8N543R$3!0?& MO) *MD596[]N"_*>%SH)LCP://AVI76#;L@N,5FJE)#MUL^=[WML+&46O4:#;*J_%]T'5IYZ'^2(N47]JF<@'8<8I:%N24XIK@<-@C(5 M32K7-)B'1B!L0H:.4:W7M&J?9'CA0\H#Y$E;T3B#R(Z'S-08FNX,E OP4L,% M1KNB8U60@%$3THP$,R03PKV(9T!Y2\]*B'&?G[D*"73%)$:%42T\KV.Y]H(+ M'69B!J;9@VP9&ZYOQGW$4@EL\WYR]\$4[02C$G*,6[-"7P5.PZ.NE_C2:G) MV@VS2B[^E -?X+XA9/"94892)>F2B*G1ZT#%"'KAU]NC15$)#NML];324+$%634H'X(X=U^+:F3-B.RE9S*";@VTMVMP^3X8($\G.SUT?Z1]E%; MW%V:...2J;,V<+G$%2-XKF[VF]8MM!V3!"K7T\43FNW0#8*O/I@A)2V@DQ(16 M"3Q!=G,X1Q-;#159!*WW0Q4[30:UOZ7WV,@Q^IAB(;IK@8Z<4!=6<+NOP%.@MV\+V93&)"#?2XLM+N55PY[!Q58.#AL06MV'\Q,1;F;&(V#;Q'[5R^& MV3IK5!6&7FF&)V]N'&@X 48_GC_DV:C;+K>[$*0[O=6(H^2EU,2-ARN*:9!MP)(X325'IPX;.1^6&SH M:OV5_5< C*TN.97+N+9GDKHTKP*,""_O1$-_5.J^'YB%%_4'46102H!!L[]\+D_(5ER11N0S_-4&!K#LT,VYMA+5);DT:F4*$(J-C M0#8UNZL$L-1C'">%Z6_&MS'7,&4|<0!F-WFQZ'NP3')&)AY(N0\626'[,19, M[MCYN2%*VW3V!O8@]4*BDHMU$U(UJ@&T"RH%+4D1%8T(#W)!R\@)7XO] 0)45S#8_Z8IJ8G%-F9EHT&>]W-S!&2 MA:$(.7P%N30V(^E@)M@0BM-N*6Q$>.D*T#J"ZQ@\,P^!49E_G?1V'PCVD:JVN<_HD/_A1/2OP6.4#.WQ-/MVRR;.LLO!M%UDNF1-PFE.G]JZ9$P?D30B2]VEZX!62[[V*%]7B8E-&]K4 9K M\F^&?D\H<]MCDG]0$W+9(1$-#R7Y0_)R^"@]PW:TFV2OJ"BK<@+N6"47LD7D NU MV_T\N0)M?)7=2OA;I,R.6Q5.Q,:,("D:15=GUR4\A"AZ@^.5D!!O;5V[ZRYOMT$85F>@&Z,K1GYA,/4.5%WB6=CG)6JS D* NI:\V6,R<2,I> NS[D^?X19Q-H&O+?N!JIMT,YK?"*T"I% MM1/Z;-PV6+:H/+39S$$.7C-ML$6:K0>4*[R^W:HH]VBE-3M0O_A;-.1=W?)75T)(U6J.E!3#UO7O*-^F;Y^P MT4A0!E#]@!+&!%MX0+-!K3S$66,%N8@^F[FH>]NN6E..%*SFK$MPM'^T)KF\ M=$P5J%P ;CEU4K 8<1[BNM9*:&-64XI@+5[QZ]3#+>4W#.\A1##824N",7(>D2I)5,F3 -F+ST,;@2#=14[/K^.!$@RAAR8M_GWK_17J1(*5&]:Q!'+G^!GL5Z.%^B(G4H;E-^B37@G+6DM=7]DDV)CC8.@ZD1@U2#(O5 MHRZW<8R"EK\(NV[2H;%JKL+-Q1'0B<4!/JK\D+Z0K4R+YF2\"^.NINTL33W7&K)022<+RY@C:RS*8^!LUF%%F2#91NI2+QK)57*.X-UMHM'DIM,/9DE2#T[YECANX&^_75%YFLX3!"NB*JK8L'O4TR@29BT1 MQ@ GB 375FK'VD1W#Y2N&643T\6=1=O2].HW0HHPR=-0!^PWNW'H)J,*K A M6IA^AUO01-@0= >#8[G@>(*N'@VY7+0:"&X+EBTN7AK^5R"FS$1#I*[TPKWI M9:$0F%%+(A@GEVE=Y(JB&E(\0M9+H$ZRXKSG$A!@.(!I_D47G,Y@S$2DA[9G MB.)<\00;+V/BVH(>[^22J]\>@>3K&/G%\\"K';5KUMBP>IQH$:E-RR2<^E^QS MR<\UEVRVA=MV&FJU^6:)4YQ#P.YV@(Z,/E5_!F5*=0'@&+R+BD'TG\=$N^Y_ M7]]<[HZ:">AT>,4>8\)QH7P_UM"ZRV-A@:T-(]X"I2[KR->:]7HO79Q=H^4 ==_JK5&K/:.9HN3#*U\.M(;M.\\O9* M&RND93-LK#K>6VK:,7.G F_;_03?:[Y0M1'^:?[B?(DVTUS%];';'E+Y6)+ M=9-5$.52HRP"/I\)._E^:0V0:3%+D@L\FITN9J MA177>:Y2N2S0+;RM3;CV:0NK^;*&BUB-EP4&:%R@ID.'Q$"=:M-MUO6S96-:M;;IK0W9;=<]MT:W7.K.!D&;EJ^VYM1=H1=J&[-E+9;96#OJU\DKL,/P8C8+= MG6SJ$UQ;**M7L,6GD\QN*PZ]DW7?9-,SO/9PBC3887"WU31;"TG.5>/BR3Q(M*CMYJE\9/UD(,QTV@!S"U*0?F_Y.D5>E>B=YS*DXI.A"F'*._*O:374 ^.E]MT_/"!=%E;35(3WCP&\MB-1&?O49Q2G30ZI!+% &I*AAC#HP!F;+.F8V"(2K*MJC7L&J$8M7:>S5Y.@1D(.P.%J@(U;9S]Q#:8Q>A47U=FD"Y!&:MP\#B6&N< MCPY/."6J@2E1)9L1:E0!ZM8F 96W54A*AS!0H=>).LAYL4L0\)Q(8C4KG'F MC(]*D"3B[SP#"2Y(3@O[:Q5^&=L8)6RH0'/O)^&$PRL OZ(#3(M64MQE;?_PI7W -R!D<^I# M-CYDT_V0310D@__]XN MJ=;@RGFF:^S0B ,UY$#&',"@__+3U9HPYI=6I9Y#?EHRRS9@^LJI+O>7%*:5 M1^:"4'/,.^JR2/AOE6WIWWC@*87RY7E(I1>PXZ12XX_?M T6Y!,AO\4PI!ME='X2;OR$&^^VRA/,F17MW""*$BS0C#'1K3(2F,15/R#47];>C^6X8"J',RJ# MJ(PH4UZH&Q88AQD142B+9")6BW(EDVM4:+9JUFQ[AL?QP:7_0US#/;TZ3R M?V%I0.X;_-++EWUY':?)?RX80RF2UW_VR<&-+[@[2Y6OP60VA&$R'Z/[2U,V)M5DM'482UW1ZVI-[,')G^6]D+<1YC=0%0E&(S]SC/,+5NEA/-5M-KBM8; %18 MVQM-X;9<#:8N5"B5.)S5^]#E(EF3">AG(CM6BM+E]W5I?1<6AH8"@5U%TBG,DR]L#0O@THR@X#0.'0P&4^X!0](/3:4N61WZ++R:Q6W5RY0#MD0D=E3=PU7M?5?1TNP98-\\ECRV1/'.JH>W^1,T&6E%TF2^_!$6-*!8[70F:HH.6CXAVY48&_ MN1]!\(CT.$"M^X%;_7WC!BJ9]VIP;T89=E70AJT7A>8

MBM)D0G62K2)2GB-S\/3;)%O3(3>^WU?KAKQ_AG6_I^7_Y M*?EK*)RB"WW[%=U6H&[>965,)4+2-U:*^_M[8%CQ_9GP3!
(2.R5HWA!>;;/'GZC M=_R@%\62DAU)2;D9G]A@[AZ;.)1$=]146I=/?F0TU(AIS,?OSE]+=_]N6\=W#U);I.[_7Z@}/3X\-
C)^3TVZOUSLY.NAEJ4B,-WK\-9*SKBS!=&//9-+UTDZ!PQ9LD--0ED-EH M=>QP>^ZY]Y;4-Q;9:/9#3/M-<+RD2IQ
W%2QJJNJ=._.5/#M%+FWSMX)S;LX3U#T*-:;X?OH/QA7NY%M8 M2AT5-PX?>A9(EC[%M'9EM1\V/GB3^&>&(EQ)D](0L;7GA)W*LVB
GG<>DZ]T MR^X !S:D/16.##T78K*H-[)"'X+%;IGQXF"P\2_5$/"440SSQL58U(36^FDAUV)[RMB@DQ?^ID-SZ&^$[HHUSZT^'8*
MM<$SK95D*LH,:A8(DH6ISZC0/CH_4AXW7P)QUP8QP?E1J.QXS"CY]OYUDV7, M[L#MUQH?HE_1?&!D^#ET?
&"Z.'<*^MPTS@6#Y:.D!2,*C:CT*IA$EW__:F\. M&^B(J.*P7Y;&]]K]'<=16E,.] XU#N:QY79R\P$MX>Q3Q:7 N-KWSNF!@J9U M,?
TY@27=X;_Q>E*G*$0I)Q[?T(*"0DD9FC0 36/-KG040)P:NDN)0U5?/"Y< M8@37O?5FW7%,OU WU6IZ7P4C=1-
#;B3OWZ#WEPPY#HT>+O:=9!02A;VD97T82XVX?L>6%.)[L)MXV0"U&>9 *,T_6Z@&Z)&P-!DS.F ML,.LP=R:2RRN9*X-
:SANL3:F0$KLRJF;>V/=43RV2XWW@D]QO+PS3-=\NT=\ MIV[%XB:98 QGFEN=1]UO?FZWW(AO5.RWAI!""D.$!HD^;; O,^U#<6U:(M,U
MG78@H91$DBN\(@%ZGRG)@L,R&ZFK=>O[2/$EWLG9L,"9($"7]<0.)0P%##@ MCT]/^E[/>5>]+='8T M.(WW^_VKDX,&=.+EN[?
O/_Z*JE/]\.G-J]\^7GZ^?//ILINZG@&*UJ@#]5-@ MQHW8Q=>7_[I_4;]\.']/R]?_7O%-\!#ATXVO 5H7-_-]+GJ(*N+PMQ1U6I>
M"W90W(_5=.37NWC]MU_9N]@+WJ?!/X \,K\G[^EH3[I]. M&BS]YA3HBJ1]^X#ZMR>#P&W@#KBF1GN$J'64Q]Q/)AIZ>*?
#_M3"@4+"R%_A M-J''(C5D'Z*PA&:"F=&-OE:'P?)@#6(28;]3###8NU(0>JF35"B1$$FR:V2.!
M;]34R9[FP4%5B%4&6(C;V!N.ZGXL%H\1Q#;SG6(WE%Z)353B.'RW K^Q^A?) M2[@PU^XN\WX!@T;1#]69DW-
8HA@ZKH_@V2E=Z/F:+XD.L1S\N/Z[NC^LY.$D] M[R1Y)VECG*33DZ-!_^1@\.7D"IRDP<'5E^CP;/CE7#E)AX<'Q\-^Y)9P_?;N MXK?7EY_?
O/[P\3VZ'*_>OU.>Q:LCJIU]_N7RG?GA[M^>[BW:O+BW_:GM1ZW9%A-AIE=V"Y3=-H.D (N7(6 O26T.*)4Z:BNR)XN#:'
M7/PHIG.88MIM#^(R,CB8\'V'P3^5'O,K"X.+COR\(9>Q@A(,=(.^$]U[%:IS MH/_'M.!4%5;O<+$PP]
(%RPGVLAX#UW50ADLY*P6QVG!'CQ6M@"[HT;TW&ABA M+Z!R?L10[EX/%N"CKN,./KWX?VM$;:QN_\WW:7-T K9Q=Z@^?
QRQ[_N/]7(W M!0?'GEJ>(75=!@A\T,/;NB_!]2O[*H8%=]@:!3RR?MA&EW M^$N?!LC6F>62IY04.]$96L="G"G<)&N-FW9SKS+DYI'R'Q<;Z
?UV]@=ZF"J MRV-DN!- L@R:AJO>GJBE_*P_3, =1\ZHFROW=C$M7^KC]BY>\ $?:9//<5UK3IDQ^89]*&J,-<[Y61$,0(%VM@I5_P\8?
\>/UT93>.A!TZ M;/H2#T=FWGF]91-IVSZ_YKW-XQOFEH.JA7$<[(RRHM@5=&B00O9HK(9Z4_!R M-T@,%RG-
W9B0+J^JHIQ!C140N4E*;R+5XU4.1+B=$3MD((@5[%:N=3J1@*= M3)*X*$5*60\]&>/N=^S@532B-JD[6@^+G!9[MJD.. LV3R>Y]
(68%F24<,0)3(!HI?VIP3_MD%T="),BT 7;FF189-I)9>*X6 M,Z)^Q5-5K3RE=:%M*^6!)K=2HXBT]#=2,0S+'33T-/L9YURB\R7N,,JRX!J/
MHDD1_RP_O/RN!0$4T OVJGM[\Z?BGRG_K;J?X.*]POK_L-/]A^^:PI I E2R3X1;K$:ZTLE967\ M0GFK?7!Q[_)H\M(: /N%/-
#_^=/YR>FYN@_*@3TN]T-U__FA0U[0^>;Z=N+= MAT.L5$2L*]^_1SA-Y @F_!-LTT^XKU[HO-#%MJHW4M;@A=N0OGJ?E1),)(TEU)1R\J
MG&OQ0Z9L$KR4E?'Y1I/$7ZCQ#A"[_"L;Z\'SWT(/IT\O>FIB(\Z6 @,\O/&, MEL.?2'\BESV1+698V^&A:-53'-.6-
\UT^A8^<"_\0?,'K=L'S0UMM7M].]JS MVPT;+]JB\:.//[4ES8S@[5EQD-USL^%4\LTX?I7U_DCISDJQSM/#ID?
#QVXWTYS@$*%W^UD+A=,1L60, 7TDBA4!B39-N MY0]NN&@H-<@ +_,PR7?/>!:U]T1V(K=YM2X7-M.7S@^\C8;B< 9/E2\G6 XI
M<^"1,AXILV*BS%@3,RE@IV38YKX(X%GHO/^P<%P/_YR'IWTOQP-^ I%=3>/N=^CS

MCOL@NTO54(OI59$,$FAFM\@_]]0O^]C^[GIT'^+;)GD6#+-\'$'L_BJ!A\IH
M!UF09J5,"C]&XVE,8PW+N!>'Z@_XN^5P$['*8RA,O.&M6Q:A18M\MP.R4'W M#HDM'Y 5*M2F:TEQ]C2;Q'F$T@:-&-5GE)3YJIT"_9<%
MTS2:#A+0$3-%R&Q?DN*'8!5I2H]MZBQJW%BWMF4Y]$=QE(,Y=U.Q+AYYW0^. MC#?,'O')876@_V:
IL[!ZC^KN,75WDBB1%\5=S+/$H2 ;_^\.7J'=X=M8_//ER>'AT^N7H M\/#@2W1\=O;EJ+_B^&@ZOX[/`6IJG"5!*
<.6_AO;M2%X7ZXV_O+GY[??GY MS>O@P\?WP=OW'W^]'"%Z}?_?ZS;M/ZG>OWQ_ZR^4[]<.GSQ>?W_SZYMWGX/W; MX/V'-Q\O/E^^?
_&0 M[M?#KJ[USB68SMFT4'9($0;QM[ZR?=#^X))/L$}T] ^I N2:1V83%#&-KZ"=J M0'R:02?T2>DXB@0\55>+X&^<C/C5Y8 MLIZ?*
*J6<.1]F=W.3R[Q=@W/],M]F=6J>Y%XD59] ?C:Z4YLQ/)S7BC3V)T);KND*9-C0\Z\/U[^>/GCU2%1\|>K\Q/T MQZLK. ^&/ES]>_GAU2-*
*2>X_%JF_-,V$-W)KSMQVT+)<\NWEGK[.I3DF3K\Y*Q M#5;IR]9QS@MG/MU6GRVQU8^J0KY[RF>U&<*M%,ZH/[_.I@NL^UG(UB"__WA*
MX(>%4)8]7?0F(JG+'L[^\XLRL4?$:T#XQ!P.6$9[X2]7^4]_G?LI0O.LY%$[M?]K;A9F!PFGKXZH2_32[*/$K5EW*3 M>_$'1+,'Y.,_+V*
)>#%F?51P1BL2? NMM(G N:)YG'Y+W\Z_>G<@M,YB*Z3*
M;$6R_&L\@&4^8@\XA7F1=B+L"S+9]@K0(NN3,T#NGN:ED@2OIH'#OZ8%N68 M\&FK.1'OLI*A.X?;?23:I?*
Z)WR\]MEVU>OLFA!XO;B\7OR09[0.,P$LNS(+ MF #G3VVJ/BQ>]+2D9U;1RS)48!_CVSB=KH;G]\,4OBO78+-9B_G@@IP]^;EU-MEN/'U3
%[3>+\SJG.8MKX&#Q_-&(6[R0=V'WO9![(?="_OR$_'|_WPNX%_#M M%7"OQ5<;45@/^?3#N).>.LSR3$3#Z[\-
TG_.!=\YG,X#@RQS@EH%4F_D%(G! MDE&FHDBO@_C;!,@6BI5&V;?]F&_E_!X,Q%LYD4+US,Y8 :<4>?]U[>ME (O
*MY5[*O91O^OR\E'LI]U+NI?PY2/F#2L6>41AF*S?=J[9M4VU;C(&I1&!\@'7K M.G@_]?*
E_>K'W.28OYU[.O9QL.7]^*Z0=OIQ;4KXMH[#@_/S[VT>FG=!&GURM5#0ORF>QW591U5O5&W&-KQMSB-
*M<^CGF@Z":#!.TJ0H'I\X*7<2_E6 M2WFO%QX?GGHQ]V*^U6)^$)Z>/ LIQW_97 #;"?OX;I+PB]4R#'=7(+S:>\9J*
MKW<>GIUV&=S1P7W=WF"B?7K71P+=P2WGH]P98NRGAZT^5\YX?R3\D?!'PA\) M?R3\D?!'8ON/A%J
9WD^)$_WRRS9UHO(;U&O0E1L5VPKTD3D'`M](O!)&9)T^>/.MS-DLSVP8R[40%X);2KA?S.T"O9RSFCT'. M#[C>C+(5=B?
COYT]>CYG2,3ORSH_YX],>C/QYUQX/<;T_S M=/2X5\^PE*L7B;U(O*](//9'I\,23'RJ^7?*
KJ/%Q=24R[UTR2Q?"VWO#B7U_TR7=/=LE;5=:]HYUEGPNO],>C/Q[]\>B/1W\|^N/1'X_^>/3'XRE"BNV.
M1^NYL$8O.9^GY'PJ&5:OTH3F/8V%EZ0K&&T>1)EW'<18-QK^N\A7?4>ZOL/# MKG1XZ+O0].S:L^O3VLZ>71\OUK=W{)^-
*!_L]@_8.NH4.6I&GQ*U/CED?)P_A MV^;FW!?TZM6K/NNJETN[(D>>#2 5#/RO(,N"9.7%44 ['7USG\)S<;SUOL:= MZFSPX-BVSV33>S[O^?*
*PY;'K/YUO-Y^C^H-JGGJU[MGXZ;%T%RWL6'40?S8FR M6TWG7K_NJQ-ZF??D9=X#.62VS_OR#L^[R%<*Y;OWD/8>TIWTD/;LVK-KSZX[*
MO9T]NSZBYV+H'T_.^L2-GD&WD4&K3:#]H^'9DV/6/G&C3]SHY=(.R26\.$?^ MR<_G/9_W?-[S^3/:])
[/=XO/1TS>\S]7HY$IV\Z;/U>B%WI,7>MN?J[&%&_MTG8>],'WI>L@(?/9S-85P_!T?L.GYGOL.?SGL^? M()^/_.,'S)[^+EO>
<_EN<7DOS7L^?X)\SKX4$.#/`FNF3^[HY"Y]=<^N:.7 M=4]-U.U@]ZW0G7;<]N_;LVK/K3F]GSZ[;PJ[CGE%[1MT% M1NWEZM:FF]C-
*H6&36^K]-@)_(I/JZN1.;M23C/?>E.\+U$]-D; M# ^LYHDV=QY^(AD>FPM9@-JK+(@@?=D M<*R?)N/T9ZD_2_U9ZL]2?Y:ZQ?*
=3UX_$7/_SC2[H*8H\]<^_('^?MO9$.NMY[MWO7\K^%B^?TJ7?:2@"7!EA+LT56X_C+=6M[H#]-N%7[U1VEK.:,_2@^OJY[Z
MQT>G# ^B8ZX_/UG)#?WR^=3J&/SI0'3BYWJ4VIQP6T"3W?"X;0&A>CF\;<1Y MFG+X)0.QC<]VK&75'=/A6FMF/PA5;N?MQ6F>
[S^7$MH*+1[-.3^&HQ&FQ306 M6W%PNO/.BX?BE8YN^RTC5+N$:.7Z9_2DP>R_7 M>U;O6;UG]1ZZ[1EO>B_?
GJ1\>\+9;E473B)6'J:V>4N1L5_&;_#7/(>\M[YU M1-\ZHN?S7>'S2K#CQ1-E50PR#PX?LC=VSYM/=LF[Q-B]#.[YO.?SGL]WKQW?
M[KA>G@MK]")PQT5@GR=#?I>?^SR9.Q[I)[F^W>F?T0>>G;=(78=^R?CDSY?MI6?876'87K[V[-JSZ_/8SCYOY EO>B^CME9&];D?*
*M3Z(WAG9.R.?ES.RY_/M MYO,^]Z/GS6WES5X&]S*XY_.>SWL^[W,_^MR/7@3V(K#/_6C+_>B]L;VW=[>\ MI<.>47M&W05&*
[4.//;ON$+N>3,[\T^%1SZX]N^X"N_;2M4_LZ#>]EU';+.& M1_Y@0EO%V7WL M;]?Y_%D)X2-0>8Y{(;PSS-D+X5X(;\&F]PD8SYXU[B8"?*
*WQBDJ9,\,8^,:/# MD]/["I7)0?'C*IC&XA]_#Z/K>[/#Z- PA.K!8WV"V*ST)_S[BMO;# _^'9V+Q M ,?]$096_TUTTK-@M%F801PL<_&3^L?*
+>QVE M.$]$H^GX5&3)7:?+?^*+8%,9(HB=9EIHRQ_^\>5>%=1ODHS7]LW2Q-J M#Q6@?VI>)4$RB^#C? 4?+. &R!%#Y?SS_YQ[%[-*
()#.8TOGL/T7$O.>]2K.E M]^X/;.@>%R%\N7)?GXF\B.5+,_AUXOZ9Q^"KU__N_AL>#E^^2V:'O!;FWS(T M\X A\<>O8N#KY-*O?]Z+?%-*
*(_"",NJNDSU$#Z<42'6 M97SKTY#++/7F2!_TZ4TC?*F:=YAZ2;I2RZ.GKX.X$#AID>,-&<*7]#FZ/_7Z3*QEB#E\8@$V*4XF&8B^.L@F,/*
/P7Q M37";RU6>GAZ.CHS05;,:XVPFAZ>G?_/,/PUC.LS[]< BF..7YU^ICT@14)I5 M+COWPOP66U#B^K$A^-\#[RH3__SPW]]^?BJ5A]
*<+X;IHD5]*O@6Y:QFN1L&I[^_MP(3X_@*MM;?CAX]?WERPL/[RT?O]P_GOK]]]>?/:^_3YH_?VX^?WY]ZKCQ]> MO_EP*
9^]^OC^YW7LX/Y36H\'+UC5?<)[#5[UT>!TF8> ^*K M6"Q7?('AE>?M=9D#CE0:6U[^LY(R!+L0!S=!ANI$MDPSN@XI!LDZST&CSM-I*
M(K^!5O(JK4[EO<@N1>9=%%-OV&75:R;$PW2GC35^Z]Q&#T"L3>;V2BZW:7HX
*MU'D87$8I/!*BLM=E@MW(XKS6'19U|F*Q()6=]5=Q':5%'N/&)'#1S^"'+:0%L M+_)N!=U*
MS3QL.C^D)KR!S/U4VMUUA$L3VW8C6>M[>]$^$[!TQ+T%_A,.:;2Z(O)%"0S# M0JPK!:U7.FR)KZN>VH81-]PU?21+H^(;P9!,+P6>-*
!\)W6'-G.[#((/Y^[M!YY>6>:VO,BNH^M(GA'Y.YX+Z>W>)7\KYG,QHYW,B[F5>M#W1 !_J=O#>N]4 M@,3 '[;:V4],TMD'MH-
*)!*ORLOE=P*0\!] (X1\-2C/(LM0?*5XW.ZPZ]X;_M_4KD>J27K_:C9D[VUCWXK)R7=YD7[_-500[@_J]WCV>V4--3!Y'9PZXT?A[*
M%'5X;'D2]N%-9[."IG+_D6N4KKU(207)0?,H5B<3WWXA9IE822:[6-$L^5+1 M?^A+%304=0G@LC)!_A704M!Q-X=
*]DY^/$OOVU;SK:UI,TR +\8LPRH#N:99; M'!XLEUEZ+8<(PA1D9.V@TUN855Y^/2RWM-[959"@+(I6N9<$R*2I(JE[YY-^_M"$3,+9U"[>*>*
(AZT^UZK>A[EEF6/Y:"8+ML2P3W/452. PC M_V1PXD\F$UVBR3<.A8M/7N:,C27UA#)(-QH>V2S>=U1YI&S 8>%70+B\(TF*
MGP4MT9L%^17N'DV!QT7/!)1#W$N7#$BP=Y>:FH_XU0D+# MK?=B/#P<>T#) ^($]DAN0^5V"FW\-M+2LE{G3O^)YO_XT9VA*
*MR;)]@/",%79QPYZ/_S#>S$X' P& M0QOACJ[C G8X(-+!\9D%8(;&,4I0("",4D3YE1R;>9IC)Y)/K9,]$ZCYI(DP M,U"YU]MT[M>:,F>.!\W:O-U?"EFW7Z'6A??].BD,?%7.!BR*WVO5E!W8BD#39' MG!Y?6CQH+'B+A<7/.RHLRHB6VR$LVLZ;+Q4YL P3XZ 88IX_J=M<3F;DU*%*
*MF(MH99Q/%TL,HV>L\TNZR;E^>O?IC?<.EH#Q8- <.92L5/9/H-^()9EZSH,O M+4-IZ ^/"%/25J%:UD@3H+,KIR!G1U,'*_[?RAU*
!%L!,=%N984)1R?;'YVH MH/K0!UXT]UVM B-6Z$E)(M1-I+7FF""DY:;YZF F34$>3:MEY06 'A/$L+0, M&&
F1)A[+T9'P#EEQ2VY!34:)AV$I-HC?<+@-B<#,DKH^['^]S<6WQ!E(:/ M?0E4V*WO/A]6W3ML#%:Q)V2N27,R*3&@U+$(V66;I
GZ0PKW/^5XU MYP"N<4O/^3F+PDOAO>5L+_@04P\D^RLW+,7UZQ^D@%\HYI0R-A5Q>K/_V!>Z
*M7.\KBRPTU4>]S6WUDN+TLUFFMK5(ED%$2K1 IS62/!-I4J>.X^/S@A1S5_FN M**!JNUW]&VY_N:M[*P]I.>(IYS M,?*
<&R38(AM?;)AA:#)./$G\>#?;FX_-58"&ADB:YA$M%C P1XH=1U%,-E"; MYYN/T5VN;=`>PLO?KRM>_?'^4H<*
*MO$\3<>MMT;XX"DU5BH-U<(6+Q_F_=QA_FX2W-*T&BZETB&2,0U,E@P=QS26 M=C12XYN"FNFG HFG4USCBG.!"X:"' 57*
*OR4]&=QD$\S*A< M4H02?[)*M_JN>2X)"F^W[:IY<:)#]IADV.PY9BTORLN:5/6@U3L9J9Z OM(Z M9-*
49O15!U(W3"AW?)RN%8E;8I7_KRCY4BC06#V ^+3DE%84OBJDI-0_RKT] MH-XBN 7*J41]'VZ99NI!9_2G],_>:BG=) MM,*
(\X89U=1:M*5FL%XNP\@L5".5WM&]F$3-Z2.]P$T2L28DD]0KM25-D]N< M*(U#[Q_"QW89%&4OMVXYR@0D;C.M'V'WS0K6[W]3**
<\:#NH^F0XLR.J!K-(M&IDDHLYL9A:_,8NU<6CW!7?C;WA9PS#?@//;.+Y<^-:ZX>Z+6)O!3-5H98&I MP5*GB(>>DOCH\.)RJGW-*
*E%>I>^N\R$OJAQS+U&E]D"M'4RI>8_F3PV'IP/ MVO16\Y 13U0$1BN:JGRJT*BAK:GXTC&0+L$"@9OE+_88>"]&F)E&%S&^"\%2*
MZM/S:\T5K_R]A1]= X#_GS!-_]%$(2YA/Y8+#)J3\Y/3/>#%1G3=Z^_5.V M?-P2@)8EHNRG\A#&?C' +11.E[!I-*
)Y,_/)25>?"Y)D=';FGPU&WL](8J5# M\!3VW&3 5OJK7:*<0R)LW8F1QPEHU?((LG%Y]_3OUOF &Q:ZTGM:$UAMTB7V*
M[33']@N9W1TXI^X^9Q5DF[$>*?'1\!X@\=BO*/!Q#!Y&6W"_M>..CL7\"P]^3\7:,FQ0[!4;G:)=ZUF!#?S_^]H^/CSM;Y$/_Z(BEGT-E&N'X
MA+!I,(UHX+=/R 3O@"U'(_]L3\H1"@EB,%@L,"$9#G@P,E7Z6V2C<<.UH.M,:F/NZ
ML+\WDENG^-49]E"=)AKQDM(M:U1#=9GQNF4ELG1Z-4@X5^G[3O6'H!V_+3(\ MX7[3O#9V$E0O\H[8^QUJ574C7@(O-*
QLB)'I35@CGH$9H14I& .ZW_2ON 8 M\^?R/+I,^"/]0E 9ML:&N'/SHT(,D)XKY+"V-
UDL:U3D@%O&XZ:Z\VPCR5[HV1D=WBJDG/1726YT$N/ M2&0&&:,AE+$$EP&778SG$#34B"IFBJB2X4U#6O;
*,Z&C$+Z/F+NIE<$FVN_C!U6*NE@!/QW". M5Q?)L6P_UHG7OX9N'(Y;(AH(W\0T2[A_O5M@-1X]@7O>@XMF=95+N!_[GG5L*
M+W6)+8/;@"\PEMHI]1A;H@ B'=@H%2#@0)+^)<5_3W$V<(UG,&IB&];%+8- ME(DUYDD0YZGEF H*RS74B]BL43G.Z:9*
QIAZ0(>;",EL((]U^QNEBO QVTP MK/LMIH-21\ R9:7-;S>R6P9<7WW3RALM/ROY?MR0;;<#.QE-N"R[?'"EWIH3
*M@!*M5*)3<4"NJKO*4Z <7MV/._]DB*)P8K6^1KN);;DGFG6[DS0RJOD-)O(MIM(!,0U/K_:>]DO]S?(X0#OKK-XZ(Q>4?Q#*
<S/\5#,@F$0S,^"P8."/-\; GETB&P>$;$^9:GWEB#K M/S',OX&6/6B 3F;>]I%CBW!CH6
MN3IP@04;74>@1Y)GOZ.74^/&K?'6^:#))F"]TG6W%!FJ[:3.49A97,'IQOL+ M489AKO)%]YL4DS_(\2;1%1S:RK,!.X \QZ$M$V;#-
SG#AA"D")<730'N1?- MYZ ?$S:W MQE@E?&4*]5TV'G$/[(!&!UX.XR05ESDBZ%A$DOU7Z)>US5;PAKQ&/0?KT%N M-7
FCRG!82B]",$:/84O#\H9_:T&9OM0K\6\'_DM+#*%6!U'>_8UTR48+S8=2 M;Y]L1O-(F_U:K0WM@!GP(B()?:)%@N#\A %?^2$M2G]#
<2/WV['\EGO^R/8Y ML,$@Z.TJ^(KQ+MS;3,QCT)I,)!R(PC2QSHROK@F#EHNOR-"%?0-?#0X'?W-4 MDL'D=#(^G:(V,COY\V@8GOT9G
*R_,YP,Q\/YR;&83P;A=JDD8Q SVA]++@;?? MM9 Q*LHK?0!?*8YYJT_!.T.PQU53#%\'UI*DWT=O=$&ISF>#_MU49S8_[ )_\,$@OA7U$&-*
X#PIQO5+L@SD1HY+14U=15?T\^86G.&0QV)R\W ML\Y>LUPRY4D@-H^44[/T,H%]T?QKW43UER Y*M"<;E/(;'JYD&,&-%IRD EI M?*
*AWN2GSEI(^O]/&5YQ)?>0BI_///CE0VES_GUI&,1K$%5N[_LJ24SA>?8\"8 M6X+K/L#,10X$^V[A[Q(381:V;,G@[+8OD(=HS+P+;_Y^*
M_:!QA7?H,;EQ;^A=H/H#/54OS/5V\[\>#=VHC_S.\M].W;F M^^/5'Z]=.EY/4:$C] <7Q>->IN'WV^K3#;;ZFYZS>R^Y4L'2&ERQW2OV?YNT
*M=;G:61HC"?[/#Z,?[KKRL?)':FBRY57J_,9T:>M\OHY?2'C2)-P M40)BZ]-_GV8__FJM4U9'R@=CK282D_-^&63&2_3 M8WJ.Z4"L3UG*U*&*
*(X_)K7/+W_Y KX3IZ6IN_DBE$_T'NM M;J8#WX_"]6=S[=F\EV;AX?Z)68(?+P1[":2;**/X=AENKM9)B8D_]-_MS69"S.??*
*W%AQHG,GU:CI22EHBC%],;M*TCB]O'TXL?/[%]YLI3VH769YM6H6 M*64+81)^3\%2I<"+!Q286[9.2X)2R-E. 1@=GCDY,T?^<##HV?*
K)L/6WH\ : M;^ZV46630S#A0MK^&#R98_!0TGW'&?OHY+1GZN=\O0-%[JNC;Z%"_N[3Y_\. M%LN7KWSY_EE?_!4N>,K.]-9PPY=T%
<0/&]]HLE;K M+EBO0NP^$SU-9W^KP?"KP3^I@REX4%/BB1R03F5G.[6B M.U?Z/&/-Z8EL_?-BYI:BR1]
[CMC8'_XTM>1M7G3O&W]T&=+!-[Z[+/)L'>>?`M:M N>S]Z[V^\NU6\3>=\:[3FI\L@S_X4;.9UO[^Z_72IO(GK>@SZ19@6B,VX

M%=K'H_FNMXT06^N\M@CU##7W!\Q&5??UCX3:NC5;N#VXO:]>E=#4):9XKMJ=_MB"S';GUST_5/>L01E]?M?J/1UZO-=%6'0&HWQ3"^JK>+A>4|NPJ22^I*H7OY MNNW+-AWO.3Q$__XI6L$)F;WD3@S>D#AO^%(;M_*OU\+TBI-#?3%H\7__,?H'M02$OTDQXH5@%4?R@W5H>@FE?O^[*M#7,%26JV;$71P$?UBIO,)84H[M+UF"NZC|NT@ZM%'K=Y9V]LV;]IU=I-=-TFCNO3@].1QHO&Z2-2\&AR/=Y4$> MMHL_?O:^B&SA_98&]*'L3X2OR,5J%>O>!]6G%4@X@9ZX+7^<%CG<1::FUX9G MVFS })?<_B6^W;9]>/NV;1^_8%DAPOI-&-I]-7_+1H/I?=^>67]E-"O3V4&+!;H>1VHU#=5=;9OL'AL=ZM=?T@_MG0:]W.@C%M^>_U03A,1:BNJ>VEN&Y%__;6-R"4E1G.T;-HC14U$[4AYX=1;_M%0CY)2O@.=F,<6<:HI5V#5'ZABBVO_0!&J+3I0N*CC0SYV#]XB1;50.QT? MA:/A[,_123CX\V@R._MS>C(3?TZFX?Q8S(Z.CJ:C'_ZQ32W4C@X]$XOY(%:@ M@.34I,^[N HR\;@]T;@W&'5TM*6B:6F5P(1C->$<)ZP;JU G%M69SVH[Q83 M]IUPK8.$X)_E=J=X;C*I?BN_IZ96]D/P\IE0';QD%\,Q];UL;-L58:M._*UI MX"=[@JV\JR T;;U;.S#/Z0HV%4"M!-^@6GH&61SAC2#;*EIM \M=9N 7AG!= MJ(\Z#K;(F9]K=KF4V\L=#(X M':XJ4'8/T[XK,.TJ6G2\&U3O<>C[X]4?KUW@M-UAM?NV>9 7]2/C]CYT2MO> M.ZN+H^^)KS-0U91>#"J:T>["8!7L]ZC0WP.Q?? 380"/W18C^4&K$_?"0R=6> MWCUT^7=GTJ.=9M+_T5C>;W8 RUM=/UL&SG"'^^A3Q8?09XYNHF%N&POT."04 M$QL-_/'Q:+_GY9Z7JP;2MJUS#2^/S_S!.++!_W\MJ"R^?GRNA@0Y!A;X>^ [N MCIU:T187MX^=9(/AD3^8G/C'X^,>*9\M4WZ??;L? 4SZ8>;,,3ET@U&MKK@?24 M W=/U=O&*D_4YH:'1Y/>+GE^_/AH^[7.4CX\,7V*MD5[<<*;K[.XP!277,R* M+%I%(O)ZP[^GA? NC&D.)X<3>&?U/7&4")T8B)$MM!]Q^!++)X&,Z^D!G>'^/ M:/1\E<7O8\$\]BI[YMSF%3VR)?,PJWS*%LW%,DWR-//>!%ERD!8KSJ/N S,[MI31N4\'\%CDG_.'1B3_I4>%[9MY!>VD],S\9\XE*'O_%5>4/=_,\$:9]1CKA MMH5V;>=4.EAIF?C*$B;Y_>5NGUPFVS58;H&WC0.^2)[. SXLEMLU5]>/(YV2H? M">;+QD&<9^E"(;,);WN5KU?Y=MU^.?$GIP_G(WNZ>_R\&7D';)<2(S\9NX5P ME\XP_NZ[!.MEHVOA?8J#I-<6GZVVN&T6S)%_=#+R)V?CGB>?+4]NFP53PY-/ MV8*A>^+_BEOOS6(9I[?B@>^(IZOT/&_-;@=,E+$_GL!A/IKTS-PS\ZZ,*37, M_&1,E3<7GS[U"N"S50"WSB@Y&OJCWB1YQARY=29)F2.=5FX60N:=YS.R^QI8 M.)OR$U5W:#B<7:K@-=>F-HK-"O-:^CH0^/A>+T>1PH'MB)&DB--D\ M1/3V!MX Q[4!0#? $[_K7CJ5FH>CD_6DI$D=Q,%M6JQ^FD=?16A33O7\8'YS M+_E[3;1<.8H\B.6CS8? AM,+_5&CJGK#2 ;&/[+VFRW_BB]HI[?"!:?8J@[U$0 MQ[>,U(#^3J<;@B[%Y4X)0M7H4HB.N\\MEL6JIA=!,_*#-Q6SH,@%_C[*/% ; MQ6SEW:1%'%I- @*8V(&>%,SGQS3CC@/8H `^C=UQ9,_^$O)A=F:8$&G;Q"3 M7W?)RV&*^9RIF>%/9K"I ;!\DP)/8].MUE,_^*)N7_GG^M^7_,Y5/?^,0I!NC:<>C]^8?S7]Z\?_/AB^QH>N&]?G?QZO>+BWQ[?>VWG?^F_?JXX?7[[ZH9SZ_N?C]MR_TR,=/;SZ? MXQ? TUU]H6:3,XS4S:L>SH)Z< BZK7+7%01J-]B]P949)+<^_3E\]3[&M7@7 MLXA_NS_]?E#^+"VR\D=%KCZ 2U-^=B/49YG]'+IV>.YJ M;GKAA)I!/>Z8&<2W.=R^\HJ4J]1=<^?P#-0&"SX5S(K@E1EM%*]!QU:%]WCYUV+"?T[+(X/(0^IS,!6@7 MR)=&U8Z#F_S0^UAD;1PAN<;WIL7*'Z3.BHTE5]25RK>?S33U03Z@&,#_6>BK MQEN)8*$/*C;TG+%&G_O>%1Q*^!_@U$C,X1\17>%T1E/LZX1=6"]QTF8,6E6Q M*C)QZ+T#W@_YM&/CU-L*3YOY Y,#O[E'*(P"ZP8; (5_1("DWU ;U'M1WV.K_ ME3("6S33,!ZV;.5G9U$V*Q9HO\P$S1;)A)/"L4$M%%F\&ZE><$LYFNS-U4!I MV5/R?Q3GZ%H MRX&58VQ[A6-K)QV',]=A T@GG=J0B@;]JKS39269QM?!;<) M]2&4YRH$5H[3I7-;@L6N&4';[CD.4?!!H5Z-"5[<24JG+"-[G6A<^U9Z XY9 M@ 4>Q3'^=*65YO(W-X)] N;(A31.WDH5=5,&7E)0MSQ@ +HU???*]/9R*?K9 M^&?OQ&V*ECZ2#(B;I?&^D4*6W.#YT55 W@P03@601.LS&7H)2#T@ J2X,#S6 MF?*WS$D_7"E?"BY9.CMN6N9%BV5LW ^M"U8D:= _UE\6*T>U>Q!2H;,ES?*- M^Q-^(W_BT,30'L"A:#GZ?OAQJSR-__U?9\L$2])@E"&U@MA7L#AAOAK$, MDXF\9ZZ>N;HQ%\9,8K%"]60A@*,R7P9&Q%>PX.S-<7LQFR#-@^F8"#15R M<67PQRPK(M0Q?7(*D5!%RQC$:4:FLL^>L/D\ A,'-,Z_Q*TG9#8W\6 (#Y+] M8IE%^!,8@RS?.C'9\W8(&+WR@H&1#6!S6CKFJ9^_MLU;*!IA'^"LPO>=Q-.,8"L5!1+Z2]|UC!B'WLCY[W;-SS\[W9&?C!;14VW1* M<3'I'X0-N=O2?-?Q'DOQ:#$M.G2M);=>G .;@5;A12HTA\.X/1X>5:,U* M;24G'?Y>!6)E;-+YS;_2C)QJKX(EAG"]WW \]08[DL!Q1PK7<(A1(ZW!P5I$ M>8XN#0PIJM'D;'S4W3%]:85?2$^&-1G@SRR]@5> ^&(X(#L*9WMLH@T-MX[K5 M3=C,]UO-$DG),_6*)3[R8N@?GU;G>R$P^'KG";=/=TT?3M3G>3% M J/:&"II5>C#0FM()JY*\/EE'. 8?!+D5 V%.HCH%W-I,T+XR$]|6Q]ROD/ MT*DSD^DAOC%^,2M)_O#X9G^DDR$^0QP/YZY74""MJL3C\ JF/V77*|O>F8G6#)1,__Y5A M*@BK8)\Q]1 VY2WEE^ETRY]AU*R0R0LYO(>3)^&Q:5; 6SE=;S08C6@*5.$A MAX&GWN59(&)ZT:<@I@(,T2MOO;AH$A><@\7B A-\F[U@(!KX[*_$;O=6UW=5$'O&.WY;&-KM9C"?6DE=,O4:DN6Q=%_BBA$ M9E3Z ,RY9ZN>K5KN4ATF"\R2XMDY>TI%R=]>LZ? M;J\FZ'7!=1#%Q%,@[4 ;)-U;:\^@[E*J)[_:>8DW#6*,X_>\VO-J9Q.12A_0 M? D\MIQDIGG/1#T3M0@\5_"@Q)L*2GLO*)^7F"L.HH4LI<*(Q!+LV=X0Z!FK M73J98E [,ZT^STL-530OMID+!ST3/BX3Y(C+">>@X6'JCB,?F!GZ^L*5MXK^-C=*E59",-1SJL$4,!4$^EXM4L7,050 MD)V7H0/6+Q" M@92[9$\N&]++D$JZ,/7K.I)Y7VUEOC=70E9E@B3DN>-J$W%C(S/XU3)Q8ON; M",LHQ->9 ,('O&@"G)!9PC13S)<2E, [:I%?!+4S >Y?#TR%B#>#%1WE5_ M@ MA//B$O1^>8"/Z /B',(F0MW%?$\9'!*HBG@K@M=25SOM6VK@&&TA5QF;D4M M>8;^^D4\4J$XKB 3EQ%A,N!Z34'[7$(^-"BLW@WL32C F$*VEW2\)@=0*2PX MH>T8 KE<.8J;TB@J9+B6A!)8+:.%AF$9>XO,#DC0%!WMFS\%6,"Q^^S @5+TMG0H0Y M_^KH['"" =Y8XF6@6,6P-1-,CC)+'I^:W1)"<=K'R MX.1P!:ZDZ#1"<&B!A_3@4=2-G=-VV\?RE/9[Y#L9C1B(A_'@H _P3\ROB?H MP,V)%6QZUZ1'4I#;>H9?$V*"O$ ^]|T3Y3TOQ* MH4XPG@>5Y:O2 *$7C8J0G'6W9/JS@ ^9@E/*A/U[!:2%M_8RB(ADMGR7WB#GPL=GBUR$]=94 M'2,\DCB_B!8@JH)$I$4.AU:SV"Q.#/O]VDUFZNJ B5_R2:N3M-2A8^VH(1!VVIP6+Z4[]577R!-GIQ#P$+HX*_U.J,GXUIQLKZ-X"QO">MF M;2+5Z@H$V>55V2PX(7UPC%HGHC(3YE1,S@-R"LD)7:(2G1"]W-P(K&%!"DC: M("@7@T\KG$3XXH(O:CG@7K"_-SS>-]/%8>G-2AL]G]'M-CP[&OBD^R]8JW+] M]W4_,\222@&0!B=+CI3AZ82G$(),1L4B-I65"]]L+ G^PLG3F'ZA1"LTU31 MIMF]\+F()4+B*#@XH9*B(KXD3N$'FI='RPH%7!$+PO^:WH)B@Z!-JRAFO.H@ MBR/V,#OZ9B?MMZK#A6A91M/"YA,W1$?S 24MFHJ0L2W)HW_9B1&E&9)%!1P:D+*(GG4) M5XB[5?L3W+4@)QZDJ7&.Q,$4J$LHJ&)!B8R"I*_.P*C=A;K3UD!^Z=XH@ZBJ M-;-V1+"$BGY@/*R"OV2&6\.O'QH1594\:'_O(3^*'/ZV;K;R M)B231"> !?#5=#:!))_'_[-=P=V8SF MAQ;1'\?T.H=['ZLNX>"4Y-GWH8!%-R]^PTG2SO;QO/M 1^,\7QO./1'DS-_M>'Q6\L61NH1*)0O%VM++R\10Q:S;A=T!,C8'$[\P^=A\%EE +QDA3#>V'9 M>D)GW!*#8^P4,L\U!SSL"QXWY3=0XUZEAUZ3<:80R?@Y6<7OLD8& 2A3_/ MDWV/X+_ 2I(XO.BWB6S0R53OK#6N:"@!!HV,!:25;YA"F'V*FNLG#JB67L0NO ,8D;+)TTX MHXXUH#[&MP?I#6K?R+Q1& (%2R/I0/7$LVGA[>*\;A/3)_B,"#)N^.G-;%*J6 M.DDCN7ITUSZ3Y(=_8.0\AS7AQ0$"7'63XM."X? 35K$O&+!PFZ3/3)$YVP5H]JVWZ0SU$F%3RJC2KZZ/CA4&:+/ M]NN/1\/Q()1_A1(N;U3)D88Q9[47H|K"T'RLU$]':VP\S3H<"-*90,2+4)TH M/+$,O>ZC#HO7+MD[Z(2#*[P.JTRU)_1:F(&OYG:NLV"+--9.EAS/??8,8E> M55]X#+K+6P3^@NVU0)X6Z740]7*AFH-5:+]&>O/6,L51'#A=.5P2T'@J5 M\24JY)(QJ4M($\A=@*4IQ#^65#^+3<=E.XJ&?H&'2_#0GU]/)BN&"2?4A(8 MT!2^99? 47[*$5%:8.B_OTW%[#F[GX""$]>7H0&#A3#P;4*:M"BQ0(#[7*5WK M+@?JN;/N@CCT+A@Z.KXF 7XCKPLX/M.5FSY!^4BVLD?/P*]696G_T_V2;A__M-/0"_3&/ VC7 3(2*@#4#@JT#4SBE=UL""]1V8E4 FMDZ@F$AXE3S1&M\B) ME!>H940BD0E/RX"++YCK=6IRKW;T7-K$I<%L)F*%KZ,03@SG&+[B&"5RE@B) M'9%/I:Q=8#8\^CM!MB?8Y"B6?FYI,.SOU G*9*A>/^H4IA*,5Y*R0 T&N!1=VI-@N2*5STI>)N 3UQS*8@Y4> MN#\G_3EI*;N,%@L14A\5R="D.U? 8'HY45@C#_L:DC%3:Z)1ZM*F47@07IHRC\ M;B-_COHLPCZ+\X2,A7FE3"BD1"A@ ?2DH!*/1]OPL>HI8.PQ/ZR8:[,S =Q MKY0RX.X:=.J9N6?F!F8N9#2JU2 \D3ODN=52(=H#]/?,V838X+P!T9#P7E=Q"C8K";*'(6R MF.^,R^X;MN-_V(I5A&A!E@U+N3,J7F9*03*Q&41]UA%/;=N+D8MAI6-E"S# MD_.R.4RZR77O*W,RN\9Z9^E#EW SXBM8F;9.15 ;XO+64A)T38SY*(QR. 2@ ME07(_U1 DW'N,NEE\NA@-MS-543 MM4'"&8Y4.[0 @G/[H!3C5ZF588Q0-:]%'-Q@M%,I MK92*!.X.<5;)6G#29&? \YM,'22^_3VEA7L7Q=0;=I# T6.0D(IY<>-+1YM, M7"=75U^+Q\[-O79RKIT7:$1D\LUSR"%%**.Z_MF!XH:UW;(-X]CX-&W8?;4# M.J@W'8Z25;=*6J#QLJGX(-S7P* 90K7(/+M "CV@=!80D)A*W%..N>FMJ5L3 MU(D$ZOTT*NMD6I)%#=$\>NJ#KHEW5H4> <6_UUL8Y0XN;&7)):V$4-0>,>&^ MG42$SP;F=%Z?G*G K^K,8B2OY4YHZN4(PWR05#Z,,4""WI*[YV"*;1@KQL7 GFE M0B#""^ KUE=52EBLSP+($E;R*"OQU$F(]H;]%ISRT;:=<@WS0$S+&?]LB)B0 M6)MCEH\P5E06*^Y71M64,\P;BE-VG;)G"LRE* EFV1!7*4\,+E""$$-,+@TA M9M-=!7 CO!0*Z#(8$Z9(S6)X^/TTGM>D2M*\^TH- .>7B=ZG.K+E^ ME9IHO-):.]-E"K,%I[8A)@'Z'1<4]^?H0].5B(K_4.8&/3GKAELC+U3$T9%)6Y MB"RZ:T@PNAN8%C"I3^\^O9'H$6@&5XNK;(#'3R)#Q%9;$S(0/[-_2'1R? ^!&BP/G)!)96RPXJU=$T;ZP+@?5C! M'N%5RDAKU]1BEDG>-,FF*&7RTN'3$/6C_G"!-5Z M=: T;AY-X[E9\Q?_*8*8@C, (BHO%UB]&1PIFB7\VEY&;T4#5ZUIP.!+#![\? MZ^^J$&--(-52%WR'H>*^R$5_HNG\P8O>"0#]9^(,'&_W'2<-5ZOB6ITOD#LH MN_:^*@@CPDG"2X#PL?=NY>>2'1.AK'6-_DKVK% (YG.GT]J[M%BO?84K]=57? MNAOCI75=8&)DPVW1J1V]786^!ZNP&IC:O^)'Y4 @I>4OI'AI$HD.>BM!-*0< M#@5B89&CNDE!CM.U>P[B)N9U,:+SF!;U(;T66.DHD:%.%3*4:FA:*L5OG,T> MGG@&+<8*%DO*T% _9U%XB9 F*GD{^YSYYK&GZ:!2K?%9G&#U7MJO.VIV.@MU MW&>A]EFH?19J?__S1'_X>^ VYE/0*\N@^YZ<0FL?4]V M[+\ <9I_/H[(IZ!/4$TS[4I(*49^R>N1K&IA77.G1TCZ?5_I'CA+C*&G:SFQF M'O&[WOQOTIRJL_FDW^2:W&1^1GF3YM1@2V^RU? A*7E5A+ZU^7EYENY ZU^M5 MO/8Y[%EV^0JS. IC@!,?2>RR$KX7QX40J"R($!E05K ;8"4==/M%IGN\LH)O MOP4W-I*J[[$9B9E&0$.C-.,$"%0>1@^SX";9_T8NC/4V^)3R6Z3O56ORM!X7 M7;:#P]7;NZXZ&$I(/#K,MU2:<>UNNJS]<6E"\S1'2V#=P,B35;0@ MK'O+/5 YV63KL/=,XH-RC%.B3#I@"?XW\Z?)<("%F\>'GM:F? V$X.@'CKR5DYD'R@;?XK6WWI4M=RZGUL4?TD.96M)M\O-H&I"WC_Y,)7JX7. M>#GL0;97S*+8G.'ZS(WVJ>O&=SO#Z M)%\U+ ^VWPT]NX@NEO GN::O09_8Z3=Z,M9;:UK1N"+ [#4$TG41@T*@2!%%\C M]DRK?;@06:2TP3>V B2;-UE.DTXW[3YC2V?B .L,L,$?^_AR%O=(HTY4@)D< MO.4W_(O? 8"":.VW^)X[>ORF$&^U[H1A09JB;)6YVFMW|\ICN%M0-=:!W?NM$" M-3L9M'^C.WVA@+K+3G%#YCJUKNX*ZJK8!1;+<2I;/9B)@AJ* /I8?R8=A;LB1?$Q9BJ)8B(S/JW$7_:V=OX0[*Y)^.4Z+F;>(K M[*L$Q&5;F"MU#!WKSI/-.3;/2'UQ+<.P^H9,K!/*)&2MWE)],)Q]=SO<"B MIU$ V;*2:!26C?)_015Z U(VO16(/HP>37((QT%R%_:0?3*Q*]12<4G;$. ^# MK]&B6, %RGT]9,5%4-9?FSC884?8Z,:! W9M*7%F=QJY/T3(FT+*]W!')93^LD8?X*/ M_FP->:Z78ZCPAO753VD:WV/U)BSC#&,_[7V6>V_OJKY5]|U%E!2YO32\3CN? M-],/IZ8;\9Y\8Y48|V8^ARWJW^]RGK>,BYQ[,W =Q^,20VU?I^$>C<-7-_#) M;8E;1X/OPN O90J'LOS=:D0=8C=YU-2D@V"R;]3.*@#MN^!F[V',$5H?I MQ8L",_6BE);]!%,*V[G9:?N4H%OBQCIUW->3:CV#:D+8FF=U%SXP6VLQ FT@ M<4%TMT-

=W47F%59$G>N B)R:7I8*HYL,(+?=5J(8CM M N0$(\&GJF^JO"20EGDLXUFJPWCN&"F(?8_M:XOE$C,GK@*R6/.L6,IQ0C'#
MP&\NJ\5@_8)0N.82P(LV280$=\++D6Z3+&6>D;A%1 IS)<^)\?($, " M/T/P&9QR',U6BMB__Y7!6H4GK4?]ZW=Y%@BVHCYA:R/8;N$BT
MG@TNDVA5A'J6JH.7A4K*#3#1&LS84I0.\[J3JQE;@]QU/LI;(#853A@"PGR< M@CKY3=5L+9-K4(TD/D;-C,]=&_P"#AF>60N"1^I)CR'T$?
Q%<)!3)EO*V$]0 MSSR9;"W&+7-4\,=C_8C!S)"E&ES];,2 + DP>=7TAUM=@39_*0&(@RR.& "K
M#ENB#;J[\;**H_\@R%@5R)I\8"&GID:+*8AY#E78_6)31(H1'B6&^!A)S@1*
MV7H/"VS(=303%AZW2N!1T2_5VL5TW!G4|)YQ)4V4R(9$);>/M ['VLW;P?>C M9S"3Z0QLS <@@E<6'7S\."OMZB5N M7.>=7
5#Y0DPF@H/1+V&.H>Y9BNU(4SV>8//8BWZH";=3N0A-_+*;BQ_/QL MBYS/E'7YJ"(3>=8"LWJ;LC_&PI-
K:NQAZSKU38U8\$J%6>%R+M,RN$Q=/TP. MP&/ =Q4KD6813J:KVICFK&I+4!J'RK@(NS4D4]U&?><\@$I;MZ'/[>Q"]>M:
M+. RVY%*2FI5A\G"+7.7/.E;F1A-S<<=EK"+5 U$["04AZC9(HE1B17^YVF5T>7E[M@
XNE9Q2MXOE"L#Z6SF7,'!6=S5$ ^"VR4MB[J2OKK^D-:*493WJC;5"W7Z() MHX/U2T2167$&=;TNP9-V_+QJT\YYN5-
!,16C^C@OM4AKPI"$Z>SOPY@@[E) MB JP4)NOW"#7RRMC%N1V-S'K@/M-,!^_"6R?:M$ "5W;0LAIC2!1J)N';Q8F
MXX'ITVCUANR8TZ\3**B],-L5^MZ4-W$#%#1B8DOO"C7O(V#]6@ZDFP^1XH\ MUYLJ65VVCVU'FV-
L/*%SNIK0YGQU7#;G586B:^$;.3X*I5!JD%P-]UEY00.5 M7GU7/-"-KU5*PKO!@X75%UMAC !'7F(2JW1@%FJ&LM,MLG*381%X1Y,#. BJ
M#D9GI]I] =&U$GL6;J9MMK1D*#FU+GQ'#/VSB=1++#3RTVPJ-S&F$.AMPOO41K!D0ECA<0UB+.NJ?!ZH:(!M M;-
BETK4.4QE/.DUE8A+'"*U/1HD@U=)=LZ>X?O#-4]9\.;1QV0)KJQ^9"OYMN MSM;WJY/#)FI;J\0\C7%-\COR8.D+?XTGR2]CU#C8<:"I+
M!;Z+RM50F\#++J!QE;J&E?!A(^#V!FX5IHB\7Y=4-%E'#T2[R>A.G23A_
M,3(UHUBI1$+U9ACN697!NE47""OWJYMPJB87CDQRX2/E5S:A6M>ZX=/Z+(7 M-@6G(DYO2HU;X %;_S>5]^0)TQV!$4%9%'R-
@J5\A1PY4(R;9#$D;M'AQ MV,J09>*"=5=2 GSB ACEV+:OY7KE\FDQVJJ(==33;N"#%R"[*(J EQ3E2K7V MSE>Z>9(;'5 ^\,0V+.Q%J0U
G8YSD$?'I_[IR:0^C+U*T4$X2W,L^BGJ5#[6 M#C'I;^R?GD[\X6B"5^/W;6=Q!Z\PN[8_D6N;'*"/:KM^3$J8EB=URJEJ+=(E M:U)J..GM-
4;FE)J,'7*U12A2>#4ZKP=TE+!DYG$ 1-6J=L%NG.JDZMS..C M6JM1\OV:\8Q:17I4J6VSRU;Z CX!C2C0,I"PM MS%@Y $B=+K>
[Z8LG*S<*$81N,$=U&A(?JEEAEIZ6R5/ ;>:TRD<5 .L^T$I MTT/ZKA1[E)DIFM/;S-Y0(S3&(I!&G?:Q*D>*U3Y9M31@-5ZAA*!LQ"QUJWI1
M/:*<*!BZ2K/+((G^5Z68F%LVE\79:6 ?>$UGJYRFP0TOZ%ZY.K M?FTG4':?6E@6<(L9XH+!.$5XY6-Y*T
MH=/UT'N+FC<;&\EP#@/K(YH96=^|\>^U"$I*#2@%Y1B/*RQVJ'GVEB()9GT9%3DRWG/ M_5SMWGDCLQ-
SV>Z8Q776J8GYMX2I;+DO^AD6 !111^$@CG*FN;71? MN\=<4+4Z^XY7$I1(IY< (2^8'#R_H[U@?V\D721R:>Z4'LF" 6I!$MR6I?H
M8&E(ZPL\ZE2D)AX)0FE/.O]1C>N/P<"AVX_)MF;KT7?HEN"="X9%P!U_/CT M3IJ7/E\
(KV%96*$@N[FFR5>4*]XP$6Q[NI3;MV"G'TL""LQABTBX+N&38L&A M>L3#B;F6$*[N=!89B<,-
&M7%B\.ALJ'XJ]GB<"DRN8/8RIRAP(,BN'P)I4UR M4!;3'BE+K);,.ANL,3N1++L^N7$/9XY(Z;9DWAV.9GX-AIXR.=JIS9VEFBP#,
M'Y556K)B&>S% MX#I@"5@4:FW*#0A01NE==,J6_:Q5XFHV^;MI<>L9[/NJ<4IDEA6R]?/L% M
7QJ"J"+84/_AGOR,V'Z/$Q)Z=U5S,Y74Z]C=LX=_+7R0BQ7=C.9DS5Z96W1 M[EV\;9;VIVN&[Z3UI73-XL]<94GK?K:>-
\4[.10&7ME]@CZFNQR@M=*V"%4TK M6JDF\^MTJHK>KG0C?QTQ;0W+T3_M^9'6BL2L*%+58G/*-$,@0AQ;33L@7?7>
M^+C:W8V62S$W+D1>U8;J%X7O5VXFA,TN82IRI1NU4WT]:2T=#Q0K8CH+2K!5 M22/E@G\.O#D7F P/MW @JB4L^.Y$E^YJJ7UN'D
MW97X_+B/ MS_?Q^3X^_]VMR!9I]BT,QUIYOAVV8@..26\>]N;ALS(/E19/X=U.8#_W,@C7 M:7B]#?@ <8;3.D0O.Q%C+8C2?
6W#H<9FWP;KL*-IR. K73SN3O<4GL>=B MN%?=<'A'PC]TEHG_,&DF)C6(QWI]*CF8S?70=MH\\WR4%9RR_; MH9%V@;;KU=-
>/7U6ZJG"A*Q53]>?F/OEQVQRT?2*ZP.HKJZCW4YZM$5MJ9J< M/>X+L5D-3_277D 6F+[R'2P-S%%J.]IO MPNRH@%K>/5N.=#'U>]X-
7!%2#/Y7EE7$]RN;J)ORJ_C_L?=ES6T;V<+O|U>@ M//:47!>BN6BUDU0IBCVE^SFQKV4G-4]3(- 4,08!#A;)O+_ ^.TMWHP&"FP2)
M((6'."*)I?OTV5=8! /WPJ(918X>&H^E[6KRSTLT:;N]/-"Y%+>8?!5V/=Q@ MWM6BM7)/VV.$!8XNJAYB2CFEMI1W-G-
96VE.>/%2WL$C|@YR/9T[0W*GAR\0 MG;XL/?TY+<^XJACRITXP[SQ%L=U8[6!+ "235E>2L :%X^I0R^1V$25$7#V_ MV<']
(_[2XVQ7D""NEB'#*GR!@IM ASOWQF/>[.+\Z'Y&=2#M-A4(&^5.C\T MVF@-).>]R1&'6ELG:L^OJAZ>D>Q,3_6C-
LK<1IG;*//R[K*Q;"5\D<^>>Y^D M5(B]Q=;JIL,*$ SAP81.UD:KK&R.E*[^11C<+3IB?K9$+N-/"YM;&/JE"^7=E: M%K=&;+
]R!MT=Q/#5W@OFMM:UJU8KQP/QB')9K2[57[Q%*L3J3AQ$29V/8]FK MG?N,&WV?/1_K2I4Y@.6L&II-;-Y<05Z?
8YN_8WOEZQP]:=SF3YMJA? QA)2 M4W"X+>,G.D"WUCA-65]J2N,#]K%(5;O!'LH\/S*?-OHUFO]N=736M942^IN? MJ)EE>+X?
#9HBM'Q/0XL[RE.\[D*QWZ:31A1_T"L|*D'X6MJY^GBD_R1+VA< MK*+E&;6%C[.< >*U$ ^$D9/4#F>?S43LH:%77A6 F!Q>3$%ZZ3&.6\-
+KB'^- M!,;!"@!7011B;UA*[:,2KOI02$T6._PK3B2=Z%@VG4/(>.'",)$>H2#;S9.? M5G;QDB_C]J#TLBJH8J@!K&'8$L^>IDX6:!')J0:(T?
9R(,P_M*IKBAQM?2"[MI[SN6)!68;4"K-KC$@#3)#=/Y X.(QAH0*#*IE@$T5%&+V? EB8&._=I_SRP
M!Y@UT#NAJP;VR7G7/AOT'D395(0/UPD*Z3FI^1O["2K.V"Z'2I=UN4FDWR<'
M9)6@+':>KAI2M14=R^@A%]V$\)3$XIX&B57$)X:5/YD(S^<>/6R(SQ@]9%=R M-%?9/G?!"J;VXWRCZC/V@)/$_
UVOXQ%Q2FR\H+I'1.;+ZI<+'9BLG..SXAGP #@H-LP4/^D@.\1+1 MUSHH)AOHM(+7?/: !9-
,ZME,&0U0OP";A[]*RKM&RK,NT#G#ZO<6S9O%$PGO ML#V?1V**NF7S-)_188%_6(ZQ"\LI##>_ F:F'CK R-_1Z[R#(+STB(C)>#:.
M=7WX_QIP1O_SZ==KU/*W:VS^#YA<8,+$*4E=[2^]OJ^R*0=N 7K],J]?\".K MU6L[#P4ITI(9)DL<9++G@K2TE#N)VI3/ XH [IM"',_L
13M[KTM9(/R1G,#![6^5ZGT-N5>O$JB&N?I4E1Y'= MX[P=.37,P,Q9Z=R?*C9* XARDX;.&%%(VA6P<%<..1,H*V4[[#$V2 R!C;*7 M
DYU9HP(8J*%\|HP%V8!F9H)&"9!82A,:S:*U) M1^@%X6H-_:%T$_GDR0FT@^%&?BLYE&ZQ:X*OF/.!2*@$<9STI2BAYR=0N.>
M(C;MDED"&,B>GU3$(45GI6F'C25S7#7T+B-L7$QEZ1[!8+P3#QW@T8>??@2@ MA6K^W.W;1LM1 6Y((,B
37JOA(S/;6&B8(&.IH,XR"S;8Z&^1YQU^B'%$ M\E_XUNLT1HG]1= 4#8>S0GB[S MY<6G7S%7R"%+S' AT($!L&$-
\%;=@\SA$7C"3)\IGZT\3P8EQ=-R)=$G%ZI, M>*-QEOH)V@MX/W9U()>ALOA42IT#KYTE?O):-D>^E1"3)YD;PX#P;D;K/R[^N+RZ^&A=?
OKCMZNOZIHO[Z^_??O*EWSZ_/[+!?Y MGQ@.E@3$4UNR!@R61GK0SLW%PP*Y:HZ.8:&L5565)58Q-!FCGYP4\SL.@G4" MFV725>AV]-
A5S"RPZ7'U5Z:.)"1%%J]* M"B@=L;D36F;);[+$M(KEER OM5V?C-6$8V"G^)(;@5JR2B$%:2B]OU*I*>@Z M*T/3G(E33,OW$V-
RCYQOLN#,Y.+(-;EDA8;?XIM6RD +M3X@*Z-0$"_^@U[O M5:[@Z0 6N5&-I6B7!UQZ!YKG81!%WZ6QG!8< IQI3]$$M#U /\#)S=/ ":5Q
MCB%A-W6,X#OBFK@===8'GM6M(5 *2]J,R+N/01E3:"$E+"/')HCZ_ M&%*=EH,JIV28GVVQKJNXVQXODYX?!PX)Z#N:
(G28@&X$Z<\85H??,"]3>1Q& MD9L9CB?C3CT^"J=_3_\YU7 L);JN7'"8>@5-U0X%:-? 5:DC.B1AC4 /;E
MHOMU/O']\I3+AT4AJ2._*',>CKDH-)-%H*[(L/"&8S^90?%&14EK/F,SZ6 M'H(3XV'AL>]FV&8Z==SQC'>PWA/__&H^D,.16>C_)Q,T?
@8DB8^#"G)?W[<@ MC9W#C]&=]14L%Y0-:%=?QK-(PWBM%X.,O31?S2-&LP!><_C!Q^+-S9_Y^\[TV'(PK3%O)BF@H80 Q>I0
MF63$,4\^>.*2A)Q\<\%+3@38G9>YJ8YH)2K,.4G4-K0Z(*WE7WZ\N(9G M')WUWRFJ0.P $ "8:" 4QYX$)A23(+@U;S'QOW ?
DP>BT13QJO0*1):%K^A8 M%]J9A*Q=7J9F.Z6JU!'?9R(JJP18E":=P0'VY*#YAIS(CY-\C8O*1! \L HA&RE=D Z.2[B7.\ M5EUCM:Y(?$W\D-
8Z 1=G6>,UHRA*,?,NI;#.\I?(9YM=OL=A?R0K87'OLQ@> MJ%-_"FA2X W7['WT<52@ZL+<[?-8.9Y&JT4"T"@P(['>8;?^V];(AXI^SAG
M+Z.UW#3.R\$JS%"[NDWQU]S>"F0Y'2(F&Y*/0B[K M@?W/KXN\G<]E5%D?:X';^G?BEEF]$:\080'\(K<7$#&"P : ,S;! >I7J7\R1 M3?)V5@H
QXYRZ1,SLXU6RF\02I9B;_CA'#6NLV7T^XIOT#J'GA0WV'5,I@0 MA8=>[!,G-_8Q%*X#E(7:+%7*$IVQCD]/!P(B#93X@A(!L$-WINPQ.D
/B5DM<0%R.*+EM<@M:)I&F"\W70!4AIH+Q[KC+8 M'@40PI#>KO"D@#TJ"Q?/#C5\/(Y&5
M1$0!J'(JG"@46%*8!*A@.OW)WRN+J8DE)13 Y,(VX>7/S_T;#SM'&MF% MI].?@W?G:,&);8?
J$$TPR$O6%/&$*L<%T<80PR.5Z3FWC!B5RX22)F'@+(_H1HP74XU M/P@9,ZS Y'4,M42E;+K%5>,)['+Z^-QEY@XX6$>C0(FSN>RQ?
FL7B2 M^(*S% H 95D48W(9!6R8<&S-\U2>%K,)$;HS6W(]F6:@+E#ME8HH;AJR1?$Z M)UPEQ]3Y^WG"OVID.V*<1P*-
;UE$CMB%P@")'>R;D^1\ 8XK&Z8RA(@+*YI: MBV"2F^EW(K@5A\2A5'"L.!&[Z-,T$$4[W; *$!".>".5_ ^H4-V!A0M+]<@]K M7C?
9._QDCGMB+I%*7TP&$E,,3_3U\3YZ,O+8/4>V?M[R'-U>S*?V,!6%=&<=' MW$\2Z]VR/=ZD<=E8JT)KUG;$%#,YL4N)PSDO,%
<5%M9*906)VZIX!Y"QDLD M"W06$_"8GF0\PH!C,3T%/C6^($LN0FUT"QX0^;MY)I M&0BN']T-8/5$CO-\AYB/2L5_F.&B?2]
MRIFBP"=T!1,A)C]J&J&OA<,1 1\EI-D6)ZN0.!?8-\/=10XLNI MQQ.*=0]SBK&_ML0B(S$F;YR%VCDH36.0>(B!LO]7*"O"^!+2E:VKD8J?
YSR=_MF9U\@::PLQM6B'R0_J[.WU&BUM;!"(0YGS5E0+$+W# ES) 1<4Z5%9WW MTBB$-
@##TD#HH,MR#FNZXYESLD>^Q!0,!K8SY2_C?PW/_+_Z&&JI?2_ MJ_;=G02%9.5*81SF9R2I5UAOB-*WE+#"'79)P"_CVR+^Y[--1.?
W*H9K-((S>TW(!F SXS*?=&'5.8=R"BFF+K@"$M:1UQ:)=O;DAYX M5>&;E@6#W"9G!8CXCHLQ_[P@P'"<
L4R[XRDM>D6HX(:+!WCWTN#RL^..[ZYN)61STQD5(9C$=+><%:>(]\;='KFLPMSQ1:&Y[;2POXRO5ON8OJ=]U/06/J;\4TF0LCM2G?
S&4AK>E+GM;T*3=D ML*UO(J.QN:>H "^C3,\(=FH8ZA8(&V4&<5^'T#-]L-;<^]7*R\84B[_/L\F) MS4]5'@)+.0>VQ.,IP\@$M,J36M
3S"A,D2U4926!VF->\2[K6_-J@(4]\(H9 M6JJ!5-[6^JL.U.?18&/-"?5@#B/#GEH;5]!YIOOPLH*IRZ&VNFP9Q)%YV\H* MI]M&072WK;#-
AX5&F)0/GDC!II:M6"2%ZJI;#3DP?V4/,JN?]S:^!YK1,0)@.;;;B.0%0A.S E-12A6*%HHR-W8U$!/ZDY';48^D4(9V M 2X#A@L%AXT=+
<&:$MD77UL@-@-G>J<+D.9_,P?V'@>SZOQ&ZT G1;Y>@3F- MY;'WU &N)(L"0_;3GU>_'?;.K<^P?
#'QW>U*>AF'1Z<9_(=D7Z29SCE10\OWD. M*K=#B*QQ=$=E,_E]Y,/5(8PT%P>&;TUURX=<+7IT*"0SUQ*D]&>>BD M5Q?
=U^1!K,K/+KKGM&A1F=G CN-,MUDPER:3S^()E0(KJ)S.,_+35^UK?SO MMA)Z@0AO9$/(!-W(Y
E&GW1*+BKNAY$WA,_]M+)K#5:X(^"9%4QC-4H"&/&4 MDIW-DW+86SX?12+?NMZ8)&W=A8*CBPT@1DR!D1Y.ZX(3
0&A,&;P.2\YVVI> M+E6K\<03N,[G*E,JH75TOF0AWH ..>^5>)5?H(047!HEX MJ_YX]R"P(FD<2J]LK],_5?
Z]892FT>0M0E5]E493*FRC51T&8&=FZ=N1_T-X MIO]->6P9B](8_O-*WE,\O1=OS!\>M_72CH'NI1N;$_76BEZ.5!PFP*'017H7 M.]-
WQ@*D7U$N].]_.S\Y/7_WTYO4,]=5O&C>_WK?):_IO#69LHRF %,(HUOR M>E*\ Q <-%:J5Y&8S V5/"]&!#-E@>:/&"'BYJ]8?
AM258%#"5N),Q)%W.5> M" K/Z2-$VI1)>&& M(CIK@P(/*#DX2JBRWEJL:K%J&5:!IHESADCS1OZ5EJ2O4J6HU0/W=I==ME/L
M!7Z(:N"LG*_;(EV+=,N03OR8ZII1)^!J+,RT=N,(L V3K95=B/94B*998BB2 MFG,'"B=B9HMH+;)M*C,Y#_1&R%QAF1\4"W\R1 .1G$G XH
&-FRY3N%/U2L M##NOJ('YKUA>8T?CK" B/(()GY"KJ!I[#LJG2 ?;'WK1RJC249?%[X5HSEX

M'Z8>+$+O@@C5.$8,38O91X^\++!!T,L&T*C8J7<*89YIWDMM*^8L^2EGM,*.I ML<6@) =C?+UHT[M-1K7,1144ZLPC-,"7-@:-+(EBL.!JJ <.U6FDHA@!HK L M1\\Q=N13.QTLM)7%)$OK&ZC0S/-3,K9,D)^1S4R_+ZAP[JNQPR4U),USU;A0 M58O(#_NGH%]]Y]%R=!,]TY+O;U-M) K+6Y'(0B(<6(KN,]T'&9,[)+@*:ZBJ71R"TW#@5DX:*/EQJ%FK1J,> V8< M*:&.2$#K6UD %5%C)>1 -QR#AZ.D$\U"RBF-]+%26\XX&@'&,J;B)A$ED<%B2U3%^4QXOH<\T,DS?Y7=%NS"7C!!*RRF O = MS-]Q#T\4? =Z8T+_H.,+6>6!>U*3CO&:9''48<[!;&*;88.HU1]++!@,:Q4_"% M;,\=X\G,(I7=$%%+8K,(5E8%"W^:6.=9D..,0^PQK9$B&^ M5Y;N+BP_')7#%=7$':L"S2LYZ/\!!OA*< (KP 7_*@:NYQF@:&;_9E5<_#*]=MY MQO4%)D)75:'*[3FDO%F0N%.5,=101G%E\'K8(A+L/X@W;Y5O7&$2+?7W,XIM M99$DBP[BU$H-,%%.AB*H,8&0CF&*=6EW' M [I SBAVB!G8-NG/GT>!{Q@!.DJEZNG8$34J(8X[D: M\CH2GNZ,02F,5N#O0%+M<1RQ[!K#\ M3$DKPBK1*V2(\,E*09=+.$G,"0IM1["95$121:O)G* +T% MAB)UAIR8J[U><4+88PF%]S".'(_:.{*%SX6 _F=PGKD)59,2B1IRF0 W3F M4]0DKK'ZIC5S/-3 7*DE4V=*C1\R;.^IG.-2 MV@5-L+/@2L"$>,8E<3BX7=!(;+G"V^*4YMB9^IXJ*R R*EAC/+V3*YA,!4 9 M8IK//]# ^D@F3"D%5.P.>O"#W0^:$ZT^Y^!VW.HE LRCD,>7V&0GT =$V:SI MRAIVZF90G-$B%92<;^9]"C3D\B%TI X5;4$]!4^I2UR)1HS4-%)U2C@.9#>* M&_VXB/R%|ZM^5C(=/D\XO!M',IDX2T1)P>$&^7E_8ZUJ*4&M]+;B1HSDU8() M1_H8\059;U\T249!QBG(.#^&^O;F"P-G;N'S27?5$$]5@ &=WJ3UR$T(V M]"5GRU)_H1K74&;PI!MQ=U.SV]8HJ'N<[AR'4T+H@\Q,F%-. MRP21=P8I")K5 D9FM5*2M8E#A81KV;N"WXZU""J.;? 9H,.+XP++8+RKAHT*@Y_M@[,:1K6U;RI:F.TVOA=(QN/IU M+)R_"Z8''IY3_GQYL0 G%R>_L+FG6U[*H84R*_]6MO?$.A&@=FI99 (B)KN(MBPAHJ(Y^#'//@NDS!>8S=F2M*EQ.O-+D!W(838L]$A,X?'0HVV&3L2X??SB<':HW42(YJ(6A'N=2N5YT MTBAYJIZM#$^"57$A4G7T4V+&Y6NI4PWA)4W!HH5TK]9C(>'JB>AYVP!Y(BK MYU2AO4*,JH3/"OKR!3P$:3ZQ!)4$[BU95JP)("2Q=? [3F$92DI!DTO UHU2O M,\S6BO7)JW:F2\I9FRC0)@HT/U%@ZQ5$:.$]%H9!E;)7E[8\\@/YA"B!U0$NV MJN2!7,.P-5M>^C37]HWJ? E57<)L7+8V7.R>>D)<6YVNB4J-ZU_-,.*231'>] MIP").5D$NWBSN479!46MT(_!R@QF7(1HZAYJ5 *S5FYOYV O>H"/]$6P18&V MB=YO0*;#7&L[?S(-?/*?DN)'3>YX7580.;*Z2[E1J)=P&,DAPZJQ- \RUH_V MJ8T:L%B26=R;Y?H2%CGU7>ND>V);7\O%(N)'7:T8%- R]2J;V!/=''6[Q.6)U M:T*]7&XBK%%&"8\S+;.2!F"^2',6J=26WIQ0CC'.KL7!LM.K@F=0HL7(4[%W0 MS3@FE\C!ZO1EP%UKQ0_I%LA5R+G%@*6I@$UQKFBS1I.#PVOL>A.3FG]MV ,7 M>4^$S])/UXA6DT;T@ML!Z (]A1(223B2ADN7%7X:90JSPL%RQI0$[O"=Z:)W MU/0 &G+:C$O]HOGDYF(6L'&OJ9;P)70RZUD)R[4'/7!"RY.SV;!Y@%LTN+&DG:Y6 YZ,@X! A8]HB?3@U/O."^ MJJX^$[;K@G(M(*R5G\]7EKH8&*'VN:A:>?W$E/4FV!DTA4?[LI^C]*97\V'B M7HK-/1&"+V_>.;.:S-2*G*,WA;B? %F:[4%9$+%0'SP6-KH_.3EP8E$^:/,Q MQ9-&^]/S>6(T,R5]QG"ZA\K5F \ZL#GZ0WT&I'VG+.T%ZS8';A2:V_+4$D), MV;.,%M=61+<)B"]^ 0W682>.FH5M&VQ.#:L]5&A.2&0Z!8'5N-\/>8Q28>*M MXE-4-Z,#E2*\D8DSB]%X)/O\)6TQ38NVBXII\F!7.16N5'AJ.$MI8K81GVGQ MJ\6O!?B%*86"FI7A\"K1XDJ+*XM+E_^3^3)_U# W\M$#AH]H Q>F]=%6B+38 MM:1"A!0Q4[77DY*D"A;KN5YZCH+2TUBURJW'1E1J;#Q1TO(BD5#W8?0#?E^1 MIH^&VY#;IY"[*, ^QI6Q. ^42?')4.#O;* Y^&26! <'(..:=$@*]:?&F_K&&UH M5<:W,3B40DQ>=!>R;7^O%%@]A]."=GZ MW!8#,-I1ROT^5T#!R,XS3TNFS[H\;XW3; (UA1',JH.%R,UW^_W"K!?J M7LV382Y + 7ZLH'YTQ_1K1&R+.?]*D=U?>3)'/C(&+ ^#?S?':1 ^I&E<":I8FIW%+(&IZ;V8.E.2J.]":D2/$]I/% /E5BK/:O_0]*I$B-O#@QO)*+!]PJ P0':?631A,=.1QG%8T#+!TMCP(.MF%.6V"Y^&CGS00SCS(DKA,E"*5,E77+94YC1U"BLN0H!K9N - #XM1%FN2=%T MS:6-$\N,?22%[+C=LX MAWY[QI!D4<69)Z,/!E@;EU+8LY"J,A5%?Z#"L#?$+\U OCQOO]=8Z(Q3^:G+ M)XC]W9E,W_V&Z<0Z>35U?LB)OKMB&I]W6].X-8UK-HU!@=.QM$'GC/>]<\;R-MBO&!.U590//78C\QACI>^S]8?_@]HDX#GUD)? K\LP9GTE@,]1>OU5@L5OE*^_M;V1WF*^,)6(U1$F13&;R5C%7*B(3MI=$.5R86BA/6'J'G% MVV08=S;-.638G,"6)4DA8;I, ^05J=K(T*I(R? 5,@MGE:PV]*W3YCM3!%PS*(_MK>/!I5 SQ\CE4X[,.Z?]5\:QE4+,)A\PGH_IQSC$[^W8]P"X^O,A!JS?LDBY M SBMY.9&P%Y? Z@SAE+*TS$%,Z5R*>"_8X:)0>K_3&^SKGOGV3O=X7S>XZ% ! MD8 ^>VY[W&9&7G'/+L)[!GMMS?AY[?H[GW.N<[JI\IA2\8H+D _3+-X] (+/58 M.*5,TQ/SA96F'=Z)EM"MG_@_ M[72J,KK":(\H2)_22 MU[LMCYJNONZ3U_\BP5[4F!7HU8LUC?3][X2P:M&K1:\6O=9"KYL ML%9A[R_K88M',[!O@T]2S8U9TS0H5&/VS[HMMM]?/NX/(O3.>BTBM(CPXI?S M\Q8/GB4>P%N/C^M3D)MV]J\: [$JN38'E,4;F8!OL1J$G&JGNF6_WT8ER#L_M8!=:B?LU1S 8 8GTD..WML0.N18%U4."X M6X+P- M<\24P[UVOWO:'N_>'"_6C/3ML]//!Z_90]^902S1[.*@C5Z<)SM$'JX5-4'3O MH2FN,>]RM0#K=H%N,9N]J7QN:3)KG(/NJUB- 1T1&I*+6'%,=?KU6&?+_0+-Q(BS\]W_#5*P0QP MU\O?;4W[#0R!%:*C6?GYV^>;1[L&L@WR*X[MT^,;$RP:SSFW)GCW%8' *NC6 MF) [1(M S0Z"^W3VJ,;>CQ9\-\;?):GZ-M7=-W'WK]W^GAE#+P=!Z%G7KZG\D M5W]#Y,/V6>(N- *UH1*0,Z*@':]D;]&E&8!HT:5%ESU,QMY6L6(3(+/-^L5= MT.(OHY!V,@R$%48IO'_D^+%UZP3HL??^G25IF_;=IGWO=- KWP#X_J2^1YAD> M;\-22#$O>&!W!VU>\!X=ZERIQGF-W=O:XVW8\1[VV[SO'??__N7$L1.F5N [MA,_^H^N.30!4(US"^[KKO6J T7;_> (:NEH.3;AL">V!G7NYZTE+ ^,\> PUZ_ MCC3YAGI1GT4.\QG6.9!%)O*46U.T=8#NC@,4-9&>?=P[:CUD^^-"P4,]/C]M MCW2_CO2\UQ[I? AUIKY,"C-;WV0#MC]-;6WNN]6 ^/P_FHU9Z/T,$: @[7\\! M$ B]?AT3I5HTV&$T:/G &O8F73VUX79)H*N6&AC&_@\%9C5'P- JVRN8E84<[NJ"4=(L?>X ?R#6.6J[1]D-X?&6Z MB?O?IG;=!.OBWEW2HK:+0B,:)K<5OG5T4VX6%#?I97142SU"V]CT*3KD[@R6 MD2EIGYP];DYPBUO/$;?FZN5ZO9:#-1W+FFJCS.4OUU(OW?9I;K8%\C%*$ML: MBE$4"V6"I,Z/MB=SVY.Y[U=B)H/F\L6E.O]U$FU. [WVW]Q2W: M/& 82^^D[;_P"4":C29QF(L MPL2_56&#MVW$8..(04.DQO8YXE$+DF=$"&LJYUI$:!&A1806$9K7VY5;LU1V M]/"? E1/^0Q3# T++S6(P2=P9VR>!D_I1V/;#WJ*/?E^A4KL;ODG,MN1B:'U5 M3?=5-1&)T*-^W#K36]1I5,5WBT7/REG^[O';Z302)- LT(7;!7K@L>-)K3=_9 MT;.^?^+] %#>BS(<8]G,R&P!0"\?*9> ^\5!8([/F\7KO&-#9 [Y8:UKKSB/. MJ=WO/5H51HLX>XDX\QDQIX^54-]BT#H8U%0%_LE2ZIL"BZ6Y+6]2!Q;XRT^>_M?_O@M_<[7:T5*R 8WR /H8_PMUY?UQ.WDVCQ$>_^MM8H(/]5BBH=KNO$##& MXG)SZ="-@BA^JWB1>N+T1\7CZ-6=$Z&4SOYQIZN."PXR%!(EI.ED=6UNOC> M-_!B]6\]AV.@(?[7ZVI\1*/2^AG'MEL3X82 %J.LH,-Z[# <7. ?2A7^_]5/ M?9>?<\?0'4.:!!W=\$;C,.DF2)!6 MX@0BZ5@?IK,17(M= ,Z-"$7LI'\+% 8S>*?U/HNC*>"9!1#^\+M*DTU!4NXR2 M- $'8J.W@!F'EL!L@$370*ZD?%9=LPE^\ UZPL=Z?WOA;(A"Y$,8//3V%;1ZB MWTL0#Q*KBAC/7Y9PCO\FQ.,_Y[']MD9Q- $&L/ZWSN=6$=5QX!5(7?W':?65; MT]@'R "(X1R2+$#,IZ4Y10K7CP2*<,7!W421AWJN9Y'X8%#E<"/")"QTBCS' M?!:2K">FL7!]#AA+XHZ0J!N I%]${IS8'=,^/,"-()IB--N@IVVA[8-H-U,\'*1$ _'E='5O<7O 4:,($W88)#OSM),\\7O,'!D@TZLS@* M INP"Q>X9%OE=P%PTBB=327Y<[/'>!&ZTNU\ZN93%UZOT9L95L)X>.$Y-WX$ MW[G"OT5@7;ZW?@>)C7_">O_\;EW&LP@T!F8S\(+? \>F*T1G&:@P%%E#F78# M6 O:-N.2PETCU;/]Y H=L[-75OYG;@88]YDX/PX- M@\6B!7R7^HJ,3_7=G%E2-&T>XPA*?':0 _PGQQK'8O3SB[!]_72Y6#,+HQAH MM:"9R:]>_/*5-%5@.I?P*QQPKH4YOQBG68UPTB@DF!WVNJ;IR$#+ORP">X&M M"$S /< KK^\&AHMWOB[!MW!,/Q<_6$NZ@2>+;D'8IO+Z%Q 470+%/&3OBG@U#Q*X3>2YS#ZI+%:E_97T)[7 MBY6=##K')\OB@0:V&\^/X)DC0" %-/7Y$!U8;YE-W@&85G(HPZ>C+T45(\C2 M,IV8$N>AKK7SI0-YF[/GNEEV+<2P^4%(J/>>'Z8==WI+L[/W/^^!- X[Z0QZS6U963OUH[NQ/MS:?H?")Q4,VO@D=G)WV=\SZJ4TV_F_F(%583I)DH!VZHF;Q MN.\\H%F.J;=Q1:WR]F^=HGOV\4F_-LFVK^> [EC]]M[=X;X]Z U#X]'?:VG : M1S['XM"ML./6SBAK#;ZZ#;Y]W:7?F%F"S^NN-[?Z&HW]9^[91>TZGKS MV"4%:V+V5]JG5)=MJXIG:D^"/R14^8Y5AO[EQXMKR^'+OWW\>FFY3CH6J8A) M9TAF22HFUL'E/[]\NOSVY?UA_[6]!CU\&;]HZ[I2]N82NQ!V:!$Y=N MSM_RY]=U+O_P[>/EEV^_\]7XYL\?+B_T[QVK*K<*.SH$F2>HFX,&3S)%I2@J ME[W##UR!7O#D<^VXNK=CS8>IY3L0[#>P\#2*9]9(R,>D8S_V#H%APRUPYK<^_MW(_=]P'QQ'R%Q=VQ\7G6&E*Y>?3.!J))&'W"[[9- JK@&9#%8OZ.->>P6? F M#A5WECK-(IKE(# MW6S_PMFH+_,AD=PYO+K0>=L51^D=9IIF.V(X,1=7$XP*_5S\8%?;K(+U=3F MY5'GJ- !=J=<[?65CC73>.D-V6G)"LWV,WJ/9O64>V2T0HT_B@T$XD8MS'5! M=C*9"%%H$H%P(C4+,%FWW4!ZC[5#%QSYZ=CNNK7+ &AEB369309^J$<+$(4 M50"-;%E!/P%M)5$8"LVN\\WT.EV]F8JG##,_*@E"/PV<7RL<,[S9.J]JK; M#2HDA0?UDC "GF.-'#^V;IT .T,90UFV*%O+J(UG[:ZW[OPT3XW3+/8+,VZ, MQ01>DN'_Z-X%KP($0FV'!?G:C<1P,B18"H34%>UL&HH@?SDQ$%]J!;Y#>I>_ M,RARM^[*#20YZG15O147]_"GS1"F\L7[CRE76) 2HOBI%M%B/)BJ@1UKW-< M):B[G9,G$]0:\[J=<_U2;%7EJ_7#I3@O2W9;*_,CD+ 3'T0AZ+C,FN!#!A<# M"?OTRTV8H8MVXJ&]:%R#%_.T%K.R/Z%9.S(O@NP]B&&=./,L[MG6[T[A8IY;_M_LR:M:"N__P5U- 9X8@41"DN]E+E'-A^'>7!O,U"8UU+J-#@ >;:8%.-&Z _?W M.],YCCKIEQ:#ZHVYA&HE<:X=IY.,K:$3H)Z4<.,RU.0$V2K.#7-1J0LV%45X MS/.!Y"NO)4!L*Q3;%8&\+L7NJ/7]X*PLSA[G<^]M=CLSTG!GA]FW,1(8B6<5@&_1W(XH?CACIWP1N13"G'P"#9\ M>GETHMH$JO? L3"NX?ML*KFT%5W,K.+/I^*!S-BTW'&E0<[AZ#69D@'Y2;F#Z M3P!^8KTG.?N;< VU:M!C7J9D;7_KEE+>_4XV=A,I62CIV'*L))O W3.C$QXU MS\2/RA&92+;LAR-$5_*S), 3 \\:HDWDH'BX$<2HR3N##^)NO;Y'/IN1C[X2 MG[J,PA=TQUMW_-H [AV><]J_-;9OFYP M81"TUSEI,7F/]FP,DMO/#2[!Y!:1]VC/+2(_HSWO,R*WYUR>#;:3>]YP7.\J M"Z$>_$^^<];;GOY-'- \'VG+#V]UV3_MG&RWH.!LF0]2OF19CCSZ2]@_\CYW M ,\Y3FI*D:^:,;F=XIQ5(*L?QX[NC6,GG>U6O#T4Q2[)DU];E<7\/,KMH-!C M(S$RM8NG-L^2K]^\[V3?1;"L=3.OM,5D/R[Y.BOS3\^]MX$WSR;4]B)9<'B[MR5!^\H-99:LV5Z US50[NZ>E^N1]W%%=9IFJO - JS,%%8GT1%)GVZD6*)M@/ M.RM-=Q&5.-^CQ: 6@^Z+02],]-FBHKB+&/.J=7D]EG[[A2XK]U!YOXA;$6:B M/[;O]+LN[&?QX)=- FUA@:E;3.M37WY*"L[&:ML]E#2;ZG?-BNZENM\7>RBR6 MIIWJ8V#OCB-O[^R\1=X6>9NSS8V0MU='-\R]0=[]/>CC.IB4-!&V?,ZOFNNT MOJ*?ZF:B,2LRW,;(B["6]TYY:W>^"N?HQF=NN:B]=JJ.00I[M+A13=9_*5[.7N+O5>.$3NMA:U-V;@VY1MT7=]J ?66-OP,EO.YNE=?!KZ\ P M#O;&8'\2NV!_-[EY0*!)[*UG#[HG+2H_T)^Z)YO7T9#WMR@*U'=(L8 M>6J?'=>G@N_)^;48^608"2\YZ-M'QR>O6R30/U7QWP^F] MQERFUEJM)Q%^&U4O#>%"RS/GMP:8S5(X[>/!Z6/20K-K@I[02[EMM-@^O>P^ MN8#Y>MIOJ:6EEI9:UJ"6$[MW\JC1K6=$+;4ARI:JM]?01.1 E87AA2: 8]]# M$%^C5,\=7EF.T'H[%AM;*WA\<^K@MF=V- 1E$F["]_IG=/ZI1I6P:FWL:_;') MV++!]@MDK>CFR>]V67EIZ:>EEO:0=NW=48W^,YT.N]\,/QEI7=?AX&]KDZ7F$ MM#Z9LVSU2.$VBK4W[9P;&,+:-E2:6-;V7,BEZ2UXFN=JW3906FIIJ:6EEI9: M]@A7FF1"-0_FE$\\[15]@TTQ2ZCD-:- L^9I^+PUR$J17X#B&G_^CZ\VY0(/?OD M^+SU[+3NQ:TBX>"T1<$6!;?+!X_[-2K'[9$]M=IKUS-:K_5Q/[;BR_GXK1G: M>K)WSI,]/TBY1>/6$;CS+J/!_@Q4;M'XV: Q:NV#&EO MJ?:D%,]/*^C64'K MP7[2]EK;"D6;OGW_!D5[LN,']B#:LCCIUYCCV+B;_T:T2=F3'3^L$T]C=/_! M68OR+P[#WV,DL2VAF(4Q4)9C*GSHYVFT4[3>,Q(5I- %YN#$ M/CYO0UWM1(!V(L#B4/# /CD=M#32TDA+(PMK9OKV>;_&R]UG1"/[%5@[KG$. M80.V_@S#:G^(U-K

4FI#:&T(K0VA;=>:VF>O4NO=;XZ/MA% >VHSK"6NEKA: MXGHD^^U9$]?>Q\[JM/:"8WG4;KE1I-I+,8B3/Q;%1)[VT;#5D7#GJO<,Z)=*
MVP9!$P<,[276'S?FR+?OA=TV!%JD;Y&^1?H6Z9]K9[<&G/P6FL(];=[>;@2I M/D2Q@ U8;A:#.>C.V#8,G-
*2/PG9(RM/%L/8$"/6'];;MS^NUOKPF.,KW! BU M^*;I%7TCUI2:4FE)95%_3);2=(PS&AJ5.BP=U1C4XUFPF/?XT*7A8A0K7F*
M>T+&"XNC!H"07I3A7/M&A/P+\'CY6/5.3=OUZA2]DVZ=QM$B8.RA %M8S=$T M"@,S-]UQ,?TN:,;QSNUB-] '&@1OSJU[;C.89?/"/'OB19-
-5 >K3BI"5A0 M-D;>I ZLYY>?//_VP2_K=_+7J3T;WR#=TT?X>RPH(-?K],[%Y-TT2GR,R;R- M!09G;H4"8K?["N%@+"XW^_[=
*(CBMXI_]"=.?U0\CE[=.1&*2_>/,UUU.G!N MH=! LIPLC:RNU<7WQH$7JW]K#UCC?[U^H=&(],.51JDU$4X(6##* CJLQWYS M@3'P7?*
CW6S\%5'?Y.7<,W6$4>'#"%W$KPDR8G)&,I5V9^]LZ:H_9;$5\SJL M.R>Q7G8[PO>&F!L;Q3%5CH6?_],[Z3[;B: =R-"$3LIW!:%*
MP0S69KW/XF@>&C!"7P7:=)I*"I>1DF:(S5=G"#L'+8#9"0&IJ;U(^J2S;A M+]X!+]A8[T]O_"T1D%P(XX>"GL)*#]'T9>_>)&5;HSB:*
(!VCGH=.?N)%)U|H -I@!,)TBL##<+'%(RF2AT F#@R(7@ MT8X%2IVD[P6@C42)2 M:SC#Y?:,Y6LAWO=P]14P4E$Q:LC\I& CJIO&/JS.
(H"&Q;JU,4A>9UH)9, M\+DB,9DKPWV-U>/33;), ^%IQ6+UBNG[13['(A:F36A>><^-'@# N'<\$>W=% MI8<7'I>DF>?
S"D@+Q"=%P]2!S[&XR0 MHAB@/(6MW,+E\#4HM&-:OA:-^,!O MH8\(=)T"?B1%86EJCX8&ZP: %V@_C$M:;NV6#O
Z0%I%WOVCW,J1Y'T^*"_T MO];2M8TM2+6[3;+C3@OK/S/7/#'._,=8X M%J.?7_SMZZ?+Q>1.&,5 9P5U1W[UXI>OI"8"@[F$7^&
<]?&^<4XS6]$DY88 MP>RPUS7M-09;_F41V L,_* D]P"OL/X;6##>^;H$W\(Q%<)-_$+^;H7]]^1R M#QG;"#AB=
*(=\SD>^3HCM17GLRF=E&1:7#*5LIHO*8S] M T!=@3.%*]0?YM)/8$62RO!47#[VPE&BS5H\1_JF /MYT.,WDC89S&FLUJ6-*
*M:4++]3R?)X-._WQ9_["N/Y$3QS!(!6?BCU^1"=*6^9G=P!F%92LN%PT)O>Y9^K-[);FSPL5VFQH73]=/(:\.TWE'G;&DR0'-.*
*MHE;RZN_KGA5Y+2T4;.X&GP%Y[0BCF]OTAEE%*P5U/4<-EI;(_?S]D_OD&2W MD+.-,.11Q?LC0>J18 #:)7[Y\XOC%_>$Q^"H,]CN;-*
*S*G@MM'GE6X>%MQ8= MR/\$)9[]2._1M\1_SCF8?GHSO'_)U:,37"54[D-ORR!U&@\F);E M>*
V"5[V<;>>:CZ21GM,'DLK;!IR[@T@CUW@(NN3QY%]?-)OL+%3F]3V/!]Z MKE=R[BLMK!49>(HMUI*\OLJQW@""*
[!V=UB:O]ATIGZ#QSM,@Y3:H:WVD'-AG M_>-G:F[];^8@TEI.DF2Q@PF%>VYQ/8DH>4:[WMS6:C GP,J[^L13$_;^]!+K
*M&>UZ!H27J=+8./Q<#LDO!?7_8 M?VVO>P]?AB_ZG%Q\@/MNZ8M;V$KLNUG@Q*6;\[?\^76=RS]\^WCYY=OO?#6^*
M^?.'RPO]>\>J2L;"FN<@\P D6$&LX9-,47N+RC7;\(,L3S:]*UR]KN[M6/-1 M"/T2HX1Y).1CTK$?>X=8GCZSX-!O?;@!?
^Q8"ZO\YTO<5VRCLO"[8SW8>;3@ MO=SQ 4LTJ7D O'TDDH37BUO#[A:1&F$=9B*+VPL5[$WH_G M@H"JX_]!/5BX
M3/W"FP"TDC2F4A'K_=8;0>A5WABK=(JKU;=2:B+2.QHR<),'I5TB-FA@ WB' MS11$,"MU"_&!:VZR8NZM\V$:
YV%C[F[>+D!T'G+#8E^2H((T:"R_! M?PT 2OB1B(T%O"XF]+,2T)S]$8ANC7)>NI0LA[;&OG(#! $V&$)N&64$!/E*
MABC8X,RCFD;0%7QD&@1R5 T!P#[H+\A)FLHS_G+B&#(4G1C2:3" \T<;__T-@FP(707&! MBRR)NWS-*
,4Z;F7\N5UB&S,N;7+9<__FK]57$$^MCA$J5?O8',8PS)Y[E]S0> M]7CX=S,PC]=2ZD W>"@_>SDXO_#(@=
*M4NN@DDKB.LG8&CH!RLF$6[&A,2#(U'9NA.PL1^9$4Y&(A\D?2(;Q6D+$MD+Q MM))3+T6Q+FH?B^VK[HTYL!%TKQ,*LC_#..YI-*
*Z8E=/*3 CXM:?7JQN:&3IK$_ MS+CA5,ELU4\R3,!=:5IWU#:M:YO6/9>F=8L9L.ENL_.Y/IN]^LU/EA M Z9860%$9@&L?4?*
="V/9'],5F;,UJ,CYS: MZ4A-&55J&XK/I^F[XH>T4/48WBR$FP+8HT>SHYY(8"V+[GST_Y/Y'GG3@?M?.M.E,48^@8C[+8-?(JFB=5KWF%>*
!Z$UO5S[Y&9-F3PV+LW KI&\#>XEF;=V=F=5">/AIZ>']10_?TJE^COTH M5HS?!=#@/N! %@<'#%?B4 0^"?1)O/G=,DQ$\"3;#0"(L
KX:6C+&^XCU1= M30(] !F?<-Z<7;K]M!\0OY1^1&K0#%^C69-TK+^$6J?'[9Y35(MCQ\?C2[(A M7 NT"#=A(@+80<,H2VE'[
6:X3HEN0KNTGT3(9#@.U?$M08K-@F:WIPP!"76%5[Y6/T46:>X]<%402U?7U=UUGF8"$8PHM?_GEA'>"W MF$#0[(ZIY,?3U]Z[UQU+
<8KYY3T\8OV@4:KBYS(-8ORNJ%VH-<)RR.5J\C%:!0L/9+\"!6 M:#FWCA\H>SE+E(\9UH]GBD 3Y+#:[T'%2/16/"$F> ||0RO'8+U',E\AI>W(
M:^=@[DIU_J_ T<(-ERG MYV-O22]W4_*,F/1@@<;:([H1T])43&8NZL"1'XT$ZO9"@L3Q8*Y)0/XT&M$Y MP0O(>IXXWNM)?KZH
*"8AX/AZKIN:BE23CHGPF=]''98*8/?RPRL=3Y+C"YQ<7XE\61^,1FG";O,DI, M6FM^F'@TN)SOK$W*
*LA,9^<(SE"=-7A>X!4@R8>!%:H#V3M 3RN1H@M M..D@"Q5.4N =AQ089)++S%C9*S;M9"X\1WDW,A)'\.4$&CH2@W(4AJB9%\%,*
M)D\4SU1X))D1\D.D7V)XQ%4\,$:!2@C*J")Y&9)G3!B&;)QI524+>7Z")Q// MEHS*P+N9A1'NB!@WX_\?HZ$8@=)1[XBB#?/?Y-
*"@A6I#GLD14)LB 2&L2<0 M#9";A!GL"02ZA5E340Q'QDB+Z9&;MHVO*7/R5#E95"%)7K&@1[G1]@[AL$$# M>#OR?PC/=*
((HMQE+U&(=A[P,0?OBC?G#@[90RG&E4X2U+1ER/9O+0_W[W\Y/ M3L_?E=-G2\FJ<_K!?9>\I@3U M]
*(X!Q.&DB&+90;*P%%U)\K%F9L3T@II$:]%O&6(!V9;?*-GAPIV:K G8RJ4 M*P$_!&3@.6#-*
[@1F=5O$VBYB21\6"TQRLTPPB8M'B/J3818GG-V%+ Q0RA4> M>8VR1#FLUL"S0D:/FSB*CIK9?NXV'*Y!BENRM-*
*HH[.20]]H1XZ$]!8G;L33 M#:F<,TQ%$!+S$#F3G$*E893L'.'$6!'QG>++I7HOB\])XZ, ^D>J_0K3ISO*
*M/,I7N=+Q&IG78M/H6ZQK35(LOW$,8L7T3)B9]-A/ #U@-L@Y#+)Q !"]8<(C\U(7T39: MNV\1==OJ/0?5*_P4>/P*
,&)P=JZDY'H&E;+=F'%LE;I(=94S2R1XE'[21HD: M%%R$@C)1A+M]F 'H1N-,ZY38MK=+9BQ%,D4*\U!<0AYD/GYXRQ5M.L-$MEHA M-
P0G>KCC$(R$F^6QHG7<$EO)Y^#4]!GF!W.^DDSE<#"%CLJ4=0(:)7+H;$= M ;,EA$B54*]>SEH!^-PXHBG >Q?*
*IK,N[[CSQ4^^6Q\XSP8[ZLBL5\YXKM]3ZZJJP"1PY :9980("9JK1,ON)S M!B2+55$7*A.1D8?9]"=]@/-*
*DVN5Q<$QA25U+F;:]M*2IK5@.E38_YI7B&7% M-[#H&TS2 RX88K%+8/BD7YX;)?:8Z&F4.,\%,PG]3M;!6:?[ZC5: M37D5#!=+K]V9!*
*M0',PY]>&*33E7]BI1@3D)T"V0*ZPEF M+.*\O&(.&2AGS![XK_D9_^.$>7G^L4J /_#5[RJ=4?(D(^UT*-([(<(\EU_F MW%>X*!TX5U!\?,X13+*
()"1[$ H"!P^VDIA&5MVM3PFBGLK3. Y_,5JN7\T1 MO>38(E5./4/\< -XS"W"%*
*[*CSQ,1K>U=G/9I/IL$Y2B^S))U.KKZEU"EP@L76!'[VR&,,ZH,=(!(ODH,FEO#YGDV>' M*)%8!/-ZI:J$)XT8#W]1\U*
2OU6E01JTC\KZL<6M7THRGT/_4E!\GI+" S2 MI]W%2Y_KEW(D;T9/A"ZC[*8W0LYQA,%%'!^20.M0INM2"G6K['OW0CK@\[?*
*MQZL[UK>I[M,3$G/+-,B%K>LV)8S-@2 EK)++.8U($KCD^@2FC+LQ M%/-"X9'A(>$%^2:X?F2"Y52@OI,K+90O*19&*QJ\Y?/5Y_?&^0DL*
M>M"!$& M8'JCWDN\?TXWX!#A3)\5?L["J>,;QY:%N!F]$UM6.Q!(3X]?:4%$V14^E?WX M7'@D'(,[7!N.\ A%FRA">T]^7&5G79N?*
9%=QH1'&S-F=?2+M%#)1)%6>"Q M(J;[<6U+CVJF%F07^%?B8WY03@\ PJ6Z,A9W9I,.;%])IX"+WZ(AJH:21U#H M#
*F53M"*IMR!JVN<)+#8,,NK-EM;1ZQ*XH0 D"LDGK<0IU?!:%,\U:>A(2E*S M@"UR9;L'P2YO/CBCXLNZ13RBLT-[(];.^&-7?3Y4&-*
*NK%$)6*TWYBFTPE#XO M"P>C-:0L*U=6JU?5<)3W4$16'+.3I1$^QJ4*N9)*06QFQADR1B4E%T>N$KVR*
*MOQ<+UH(Z'5LIA]_M$MQNC\Z-CQO,+!4:O*+D]D#;7] MQ_H .5O6$F/_2%CYXX\"3Y'%=?6TJN):2\U]:(:FFOJRP^ZK*Q/$:G3N3$*
K5(!+,UNX!Y5?7.80['S MUF^Z'?;:S;?F5Q$+3 ^O] -1@UMSWU^Y2?>0$+^ WTOM4--
!-08K2%H'XU]J:NMVU8JCVH)IA2[.PX>Z.!_!UMJNAKC8M[!5)^;Z
*MWC_E=LEC[^('UGZ0N],XAJF*V6LV85M,R,6XB^3:P!3IQ1_])+V,UM=/S*C$ M-;]]9EUG0PP?H-7 - 0FQ$27)DAED;9K*_(>;H",J2O*
*4=X"**V*(A;PSM+J /EBUT_8T@5&1#T6 \3:H9/X MW.>(&HR)/-RQ<-DI',)1]LEQ9,NI_Y_Y:-T8R9'VMOZE)G6PS5 I\[,X:/F=I6R*
M#!==.]1[,!>4.3\WN/P6TQ0669D!P#9MV$U9[.(=R0:![GM5MOSSO5&U<#0';R+A@!JW*PY'=KL]F>M*
*IDJH[D?:.VU[BVK>:LY#+7]+C'AO)WA0O*BC-V$5SKD M[)R7QT966YGC+GSW^>#4/@;N.[\&*8Y&U);6Y$6M&*
*<%'B]P/[_TEQG1L3,,"F*8I)G MP3F&>=4BD^-6&.)-,5ZI[!C>!'>,4EUE[P47G MM0'LN=!-U==H;8UMMW'(!C;H&RN2VT DV 7R(+T*
*!93=!2&%P_/TEJ2DN,QW MI2EPV5OG8,*ZM: 6IH639%:C#RSW#>:..QP"PIUWA>PT7V&][DRX^;0--[?A MYC;Z2J7W.KEO9',[A_5>N]$U:-*
*;: M=(*_5)[(RBC#;JULS3S]-N*P&9/(@V$-X1+&@HX7LHF^X4!8ATU4[+E$UOE M$]5'LAZC:/G$%OA$T"QMPEC08"&?*
Z&VH3E3MLN436^8354?2\HF&\HG"/,BM M)BW,SWNO:",0YN$TIK9K'_8!2/(GCDR;6;\ZX7H11&+_@(?
UR0A=>D1BYK(6D53:FCH$[$(_[=Q:6 MG'%(S$+T'00GD9_<<.90=\^[7=+-7^LG/O5,*5>*>@@Q.G7B.5Y#+CJ!;T3*
*M>W!2_0*G>F#FH&,=?+E_W?/Y89XRL/^Y9/>*83+_\$5B7=A.A6CU/ $(9OQ[X'YZ,_'V(?K,?I$+T#.*WT11!JQ/2ESA#H"?A! M:.F;*
*fG4B&O!#A=U^.IW>L?[NF> ^O=,]VXT-ULVYJMLMT878"\Y/?&XKJO;X M@B*SW<$[L\52?9AVUCD_:@^B 0?1DGQC-KCGF 8DOR,"=*
<\/HB7YQFQPSS&M ME?(-.8B6Y!NSP3W"-"#Y7GL0]1T$=9LNM@-_D-NBGEV7NI^?%+TSIYU^R4MU-MR%^M
ZRS#8#UJ#SQD2#U2#!PHP"__/G%\8O[P]/?Z0]44IZ>?3#]89$3UU+Y M?H\(L+,J>"W,85$# WM=+_GO\G)+!M5F)YF[:2M ZT603&-
G1!NBG.GYQ.B MWBI0-@L9>V?[A8S_%(Z,7,S/,7 NJ%'$PGJY_YN66Y81M'J?!,7;W__MD&DZ)!538&WQ["RB\2ZXN@5'3O
*M&6#63K%]T_W5XEJ+:RU?VT1FMLC66&3;+TS#$85U1"OSSD)O_^:Z0HQ&#?,C MWT.MO58U;CQZ71=6>4[JO*V/(NYJS*
M:ULHM:32(L%:M20/D5K4J^-;PBV+ M/DT%=F8.;[#!,PX]+$OUZZ&_)Z(2-8JPWJ+;ZL30ANTYM%74V*&SOH#>R3*
MLZ/7+2H^,U3OV%;0JQ))&P-"L,>>T?VR=&@1>$6A7?79ZW*)PB*[$^688\+'_>-G&N[@ 6Q8X/$ABN%1H75)@]+=F?452Z(" M.,.NI
*0UE50MZM@B[5436462Q-WFP.H]?G+4?U6G=4E1+4<](6B%%'3UND+ ^EJ):BZJE&:0Z@UM?_SGK/(>:TM,T" M!J2N0C<63B*L-],!;X+_?*
HT9=A2IPN&X],?[_V3^K1,(&LM;8^>/!E'2'(> MC>$4B&8 1.-%&0Z[5533Y!JO9?CTLB;4D)\M\"T/N=9"L.3D_XCMM8QH-A0
M=]288.H<*X19./!M%RC7M[>JF^2"Y.J\"UV?EA?Y78RH]J(&/>58XUB,?G[QMZ^?+JM8*OT-!!YG*#03%U^]>*7KXCC*
*M&&^_A%_9R2%15C'1KAKA>&4,LT/L^ZI7*X&6?UD$!AP4^4=@4^X!7F']M]6G M.U^7X%LXII[!8>0+^:L%CW_48^GU\V-9<*
*Y^"H3DSC>U?_'+930!H>PGF-HP MPE:S69 FUBB*K70LK*0X<=.B48=68?R1C%U;))T'_;.ENX*G874;C23*XST"AV]PH6')18=UIV36"]*
[@\ZI M!3L(%UMRXW"Q.?BWFGLPXI@:X@0CA7"&H(H2? 3WM15-UGP%,?[=Y; 6=,;. MPB@\I-7"Z4_X>N-RFW $GS:"-I5%M,/QNZ21
;XAV![Y"(PIWB M(_N=@7IDQ_JC^,I\Z7(_L#\[HLYT:N&]WEB&@O7YX0>?(O9""%M#?/3X 5. &^?1KCOM(9O4G\)_.G*
MV$FV=#.\!L!'6\FA$)"36/S -XJ$ 1B-1@G#T+%N') ^H]N61<2JC.)J4X#MR M_-BZ=8,V"V AC0SY+YAE*
)8I\X,>7"NJ1;DDW.A%%K!HSY$=\'^)?A&#Y M67CPWC2"],[L=B#.Q?Q'A+G(DB>M!1(ERK M;ZRXQ;9 '77'UIV(A;GB&%AWJ!#5?*
(:/BHA(4HL8/#R,(#T'45Q)>58R@)!L M,84L2F"W^AD17?QKEH!Z"4@$/'GHAX1C[PH'#EO3R]8/+ ^UN7?,H5D%T($6
*MA'\KX0X+ASNJC\F';89I%,_6 MLTBP$%$\(YE)2X** (_9!*(_'-B*2S1]QV M(+EM/^:\R8&(L'&[!P MS0GNS1I+,13Z^-Y=H+>;ZY(I-*
E&,1,')=PIHI SBZ,@&DQ)!^;CUNI;Y2;@U]18Y4BO\N%VZ9%AK!712W'&\]QR MW1S) ^&,)T_A+L*/.Y4.6X!QS0]BKO*EWW#DNWJ5-*
,#]),H +(25^?GEJ;$6T MY5]CWP-=#_E/T"PV$7UZ7='R@2ZXP^2/ H4?4,O;!GP;?_:R&)<$=_/G=0_25F8^R>MS0P_,>3[?V'@U2#-"/CB?*
*$H/CTT:=>]&A7@"&!&4 2M%JPAKH MQ17"2_0C^9]R(PL@*4)R4 E):S$0UR:*IK+$9^YMX#$U9L]+Q]R K=&/? MY,:.QL5VT\-M34!*
(OP+GD931Q(T3K4ND7UFT5GG3ZXVKS8L[,)=& M(+@X:#02I@2DBSP_S6&#_P/=NIRZ8PG;D40D<=GA8@KAA3NX?5NK-FT9U[*

*MC2P)\U3GO9/'9[*ED?KC$4=E=1Y?U;$]HV M!Z+N 1TX!_.4FTJJGT:CPU^=@/9S/19P+A<8N;ZA8=;;)<_?*
22;AB*FVVPKR5'"2(QKP<1#Q!V)6)(V_)JD M<>;B[N')!PE\)N(_/3&+0=,7^AE:$XJRP*.56T,!#P5A!XCD)V.IXLOH.]82-
EE[T''64"")579#\YX7PEE@7,-)8=R48&0B=J4CVI M&H 0<+AP^#.FB6^=ZX[UCXN+SP!X.$]4G[,$3WOB?!>(DKPW5OB!#TZF=#A|
MM@XW2$/$,M&)@9,P<21UB,8*3+SURI07N7BZ TN"8U\ S=A:;1\J;QB0%US' MR[@%=(T #-)W5]fV'1)LX(-5@20#LLV%!SCQ#,%&]J
'=Q&44;G =?FL40!, M\;M_9]Z-W/,PRAA^+I F[9IA1\C3*$,V M:.%*T#<*JPRCB> ^RZA %DI0DK-E\9FJ%)0Z(?Y
MB^<#*L8Z(I<8J+NEU$%D%S%Z?%#]{0K)^4>.H,K62>#/JN0.M0WDZX%1" MV!(?@A6Y@.LV?CF)8F$0
6HLCDM${]GL7S%2,A%_>2UP633$0/T,>)$?N]D$-@&+250&7<>Z1LQR*V^'MP,:P$HT M/Y,_XCHG D2)%P71C2]?!=
<&@+P,8LV9%.8@C'D/ -UW*)SP+3$ E@],$'>C MZZI7$VNRR@^1F190RT;'MR4<_82V 3#)FPB/D?@4Z5D"F1"LK<1-2S*@8WW" M/1;)
<>+,EA$C,!%DCGR%9#^:N4:DKS .;@TDL*7$OPG]$7 J7%],M5,M]?'@ M1>+&_L.7D[@]A?KX6!Z EY(2^/P.IM,4%R@T62\JD+!^,F-
+R=^2XQ:C4EH M+2;,NXFIJ$5722Z\8!(E0+5*R4%]UB=D'F6H,=)Q(85Z),M0LC!ND!*Z>$'Z M'"7-5E!
<4PVD:_*__DINFDO#__JDIA&LXR^6\H ?_R<*CF EW$FE +V^X#%V M@(V"W80F*VOM8C(-HIF0Y(M&=OX-WR(+5!2->M8-\N%#/%
(C"JVL%C_)ET6R M0*T&SQHM(0>!>8AEL5+S0<>S5%I V"3 $2V QZWO*C./E VR@X1DU[#N'8DE MPIO;8&
(,3'PNP<3%C#;G5<"61D*&8MA F+$2RI[.8F(+\2Z0"JP!H"]3H../ ME,TL4>Z@7P.@H\-K=QP%.!O1U8=3L.KP@DGDB4!YX_GFW S.7X;X
M=IM<)X>C6 BCY 7I\PZNA2P ZS,T".55.GMEE82)I-(!A(M*:XQ?H@0,M>E MC _$P"Q@F3Y?V5(!LUA(OQQ;;+C$HI;HA[#!6]S!F-
6\HNVHC%)G.@4A7+!X ME&V\++:NM)$X+8+"/DA3)6%\O#8R"PF48@ 7=B@UK6'LLP-!*\#$45>=-95.)]+F/ M7JL)V.NA=_J.E'%36=#?
QU'-Y7@U9X-F6\,L90=7E&J'<1JJ)3!2.Q*MY" #%E!P F>;B+?JCW=U M=E8Y55)6M3G-NVQ2ZW,HBQ]._)_",^4@DIO8N0J-
AJ5E^%1OGAC M_O"@+93ZW1#6P%H7=[RA!13[U!SXK\MM=$]-;.,(Y+[+75-]DJQ#F73H3 0V M$8'D%
(AX2!:8C4%B<>S'WB'&5&:Y)$JJ\#AO+S/7\Z;%M:?#M48B&ZI?Z/DF M=9<2@02YCURI2\#OMWX@;H3&K*F.T#&35$HQ*%%I6:C>)^_P
M4Y-1J/M<,*B90LS_+@)_'$5<>^:.?7'+20HZFX?#QHM1J.!-UN=(G$%[G)_> M;4.*WX(F=-4Y@O8ZMC7F=1K6.&7, *D-E?AG& O#,1>+-
(M5+-HZ0+=)O_MN M:8,1Y[_>?_D=DX?HXMZ[URK4@JD922*])6O94.+8G&A$51-7!%B"@O8^(L@ MP]O7)AGMM!
.4L^PP/[D6X=.^#W.I]D[>Y-D0_2,3C#TZ 3&Q3+BSCCU?R*. M%$ H-88A.W9B,8:M"\P (9!V7YG;LRTT0_B=0"(2A)102[F76"9-@ (HQS_2+
37B3(PCCT\HIZY@R1Q<,%LH,)?RO/U]8X7$AH5 C$/41YVYCB<"X&?5^(X^04SC!A@U/7 @*,?9,2 M &[2Q\
(YXN=E.CI#7]T4!'R;3QYZ3%Z5V6@&R/4B%8.5:T!4\Q%]$[/]3QT#\ MO<#63NS>X,@^.>_#'2E%_G.LPT2A5&4/;/5<%A'F&F?S,
(+0I%H\09GOA5[5 MD#('80F):A\1B!0^XR>?PI/\/$]XHT=2*D>!59@OUYQE(6H,SHP2ZL?%C<') MN7TR-
[X6V')^Y)]JTG'7P:K*FH2L=S/4#[R= &-A8JUV,P0JBX)B97RG M0VEGF"M$04WR3!3=$FOI';]]_%10.^;"LZN65-I3'JZEP.4M&;L$"WX
MS4W$-L0S,ZDL"Z,AIL!PW4@(.T.ON0P2Y0C)T689CFG#+D]KP?W],^ MN,1?M0O)6[TV>;M-WFI^\E,+]ENVGU!RK&3D-
Z!Z"LJQE6DDLF[*FJ#V#=R_ M)02W"+4L&%4T(98&.-D(SKVBG5US#AN]/++DV.R ',H=5NODE!]$@F?Q!SX%?*.@]$U7R')#I?
$KNTA6AMFR?$:7 M\\IU89$-YUT^,@\$7'C.C1_E=1&ED,54I?W* M,B5-S)_
%C:,N/:M.>C:RUJ5XD^+.L'RK\MZU>+O52UJ=>)O55];_HQ5H#'Y M82)K F2:49E25.P%3OX(6?A*SC"B @=M$L#U8*;%G[T%9X-
MSQ#M*?*(K8CH-9E45 M!U-NCN;Y,5*P5+G'5!FL6"OULC0ZL^P!K5!K-'GD$@^(>:&#OB,ZW)"C6'SG MJ31'@M/KCO4%O]"_
T=>M23TBW.[UWUD?\"3^I)/XG:FQ)*IDF?X"5*RL3=?- M3&13EX7=WA='Z[G6,.]/]T!#]8/&A?HD_U8%-5)B+ ^=&I2I,,UA#%=1'W?,#
M1X9G\A1JNY#TKUK@D9(P!?MI-%K\/BK_R),%=.<5]B%N";;?*#*F]D(I$1J< M"_,@2/:O2?*2Q$B)'XH\SFI&RBE4D([C*+L9JP(9Q:ZPV
MP"*=4377?*MOZ M?/7Y?]QI)5-V1KXY.-7Y5YAS@+RVDG,K)8Q_,5B(:-(@/"72R3(_=&;PYERP/RV M#MQ^+#30P ^2",U="HLZJO-4
M3I4)@4N+__C/.RQ@(;KCP7K;.)JO4+J&5-' MZW$5ED%%IR+THQCWK)BNJ\YCO2U:KYD@2G# /6%O *P3 M?
ME%W#=0M%)76A]GG9+JR#=68.Q\O,L(;2D$-J-=M6%OT[C6\K275D_95SUE M@982^[=80\Y-?Y7GX['Y>Q])!+/S\!E'W04^7CU>]DQ>N
M<[I\\]^=R?1=78>_%22:K^S>A6R(?IL-T69#-#\;8@MN>6WBSO5/P19:,LA6 M=F6JS+UBKFZ>1:OSN'+])R$]-
<_'I:X1Y#DV.W%*X<%+6IDFO^ML78=9>;?"RHD MQUOQ.S?9T5Q9\M^#3Q?7K[$QCT.[BAU]V!YATQMFUY>7EX?-#68:G4C^XM:6
MV^U#HB2OFN6!XDUU*RH5/?%JS01M%&D5(ZZM0GC'7K]YDU7LJ%3 B[GV1Q6]J+Y,ULP7V 6(L^MORY;,T0P0KM9#I/DYN@W6 M-
391ED;'>["O51R.&#[5%8D?DCRD2%9OTX\0/^0,+"S.DYK TLV0G+1RDT8?40Q MG%E(NC*L*MZKR8U<)TL6KA./"LWF "0!6[
@L#YBUS5K8#Z%)T'(-QFK'OO M>N"D9X7&U>70]&)04^BV&}JM$I>5B0+FDG8]PK\\+IGH[U#=BG24-632AAP M#,575OW@ WJ=
[IG."UB FC35!:OQ_DT3G%%0!8&#B&? M MW,][#'BCSO8F=/Y1=27%2J8H$_TI1=?**?*))4(U1X)E$QIQ,..6,'$;IZ M-(8I1L3/R&
<988FO3$@S&8-B 74"PC25BLT00XFO-H&N.?$M M*02 RNW;BDJ(0=B)2=D\9LSX@K.B.M8WU?"4R]94#TZE!\KB.1YI@P-2P.X%
M*TXA8!I'@6TT\<6*8$ YKRID+OLL5 6URGMRG9!U&H")Z3U2D:YDXRIH824 M%H6[_$*K3JGU1&J:"V51XNIX2F?5 \;8?
+'31FZDM{PB)**$S*:] 4[IXI-3 *!]8.T72#*WOFK7/W,#<#\ M7CD13DZ-#(BFIHKDS.E91M*N0K_.)RU%@#G?S%RP."Q-RTP)/X8O
H0RA3+N@ M.A':V<7_9^]+F]LVTH2_[Z] 99PMNQ9B>.BT,ZERE'A>SSJQUW)F:C]M@613 M1 P"'!R2-;_^?
8[N1N/@)8$B2/:'R<@@CNZGG_L (]>R2/ & ME*;L>;TU/-"$>DD [U?KNN5UJ>)%50;SZ]^N\Q(8SG(FG[)48/_^|><;Q%Z6 M3>I?LCY'SET-
E5;MP,M(2^2Q=BDVZ??&=\!#//-X'J^I:PL4FH0]]*7KDX.
MOX/ER2_#N5J$,G<^C_'5(WO(4X[=\5UN&**\W]Y8>KR9XX"XWYMP\,"&@VTX M^%C"P8OY;AV1.W@A0()^D'-18=#[5#Z%T8R,1@4X
M011B4[XE;!X^:72:WQ#^#;P3K1/US27 TM1+14@8 MA4/=H;. MM]O$B G+Q>.G:(BC$;;QTA0G-
4MW$&X=/XMXE3PD@$VJ;UL<\AP\=!](OYG9 M[5F'5+,8G14$C1MN\"!KLKJG+X=R. M^)&" UA[W,$] AQ8F4P8C]&TS8"1ZYE.I,&5$$
>.M.H.;+UZ7V$^W)<_IMA(&:]G/2_D5.J4L251R.IC?P4/B)Z>E'()U.31W(OU M38RX;Y]YZB?*NO'A2\6IO6"=JV';_.TGF:0U[Z$18.(V?
B6&9#,)?U$SO/ M-UY/?3%Q?M7O^ B\?21RR!7>207>8Y_D!-N3A=]WQ__*=BY!?A'8[R(U1@H MKZV-LESD(5"%3*_
@XLJ_,"")P&=*'=*Y.7G]U)#X#Z)7ABB6QT(,$GT6&\Z'7Z@S/9FY>[.993Q_CCQD=X="DYX]AWZ"D_3 @(8<>*"FQ M=+
('?';8AC2'0)P%*DZGV-*OUY)ZY?J<%Q==T/=TCTG:?IY+E !^2"_!5 1$ MT,AX4!,(T &3N%)%6+H5@I<,ZU/]/_"*T
&@=!T)#00OOMCTPH[%,#47,,YT M8<(<93@.1$E!"QA0*V'-"COFI[GJ@T!F(,P(H!+P]\++6;4$CTN,TD(U4C3,K1H
MI3_S(.%H,D'%CN3/%#!9Q,K/AA.7896JHB#&2$^0\3H 0$DD.^],/0PR/G[;
MNYLGHK3@X3_F3X\A_S6)8,^FS]R((*#"L>QW(^"UZOK!G26@^YHBD:AB;N3-M
%WLGIHZB6HT<(U0,J]'#WE.4LR$=>MACU\EN.S_QF?^_GOIC !]US;OL=P=O3'5E'WSF]9G;GWF M[?>9>XX__NMW;W]Y^[?W'__?
QP^_O/_];S?_!_1VWKO\CC?.=_S?Q<7EE1A> M7OS?^'3<_[_3BV[O_[S1>/A_WL7I6;<_O!R.Q*E\8LODMH8$^NWM[V__]NMO
MQ_[^1;H<;IQ?WM]<_W%S_[C[\[;WW^!_[W]\+\W[V^9PD59007^F BSNPXB.![JPF3/7"$[%L):6"]1GJ^7H$]:> 6K$F0N<#77N9
M,BU1'P,(*N?M._F-#_(;-_H;RDF%.U1I1:AKO^//J)_5H<3R4/X(T036V:R8 M,Y0GU$HO-
*GA>MBL>D.2=V*6S0"HKP%;9'(%]\)5'Y97LJ1\A7-.W)KUDSN5 MK2+UJ^H419_4B4^&J24]L3)QY3>!.?"'!_^XN@0V\C[D(!\G29A)P-DP\
<>^ M%U.-@J91E2QL=E2A@C[U[>M\AH#L/,=@RH'P 4X/3* \\6G-C53W06^_=,C0%U'_!T8>C-A &)9:<"VT+UKOC*(CQ109=ORE/RU#ZP
*+N=R<5WJP"=;PU M8L\\0YU;+4;D[?1;*3NHMBM0/;'.=5G)Y_]]Z]R $490>CL"BI6>._:SDU\F<&9"<.Y>*KW,U&P"OV'.4#/358E-
7L;"SHDX,+F[J19)P2T8I:ZB+[2C9_F;H8>364"]C(\4^"30.1@1*\!H6_8T.V%]' MXSQ^K)
[YM9^#.17@;^IBI'JFH5,KA!C@>.C<&C6INLD7'S26@N>,WP=2#*@ M>F)'M=H0+*>XOZ$8$5-;[UD9@![2#I2'+U.I^.L+ED+^QL(
JE;"BE)>MX(N M1.:,U5>]?I5MU[%%8XUWZHW:[S)D.,ER:H9_1>),G03_KI4RTRH!4^.2.PY MTE65ZB;3J.0Z11E,1KF5X!1T9K-2F.M.(6]?
*R>@Z2^S:ECE7_JK-P+8H^&V MRMOX.4/J#$!C+%0 FN*)^A/XT4^5S29Y$<,RSB__M86K4$04N DHLX/ N#TQ0Z4(]Y%>-
(M:F8CEJ]8$HRP]R=N@)?K4 MFN,3C[4V[T1\YXO[W5F5*FT8L(=F#]S/ T^REM!&00CZCQZYX^$YC)4#9 7
M*AM/JM2%&191@^3Y=]XK<"CC;JD83<,HB&Y]D3MH4[N4Y4 /D*+Q -E.HZG M# ^ETYGM)H4 H);?^Q!_&?B!?
JA61=T9FL[POR&C>8W[+!^,>G \!GP5FE04> MK,4;31_X^_J!?WS)1_BA19>%_K]P?!^P/V Y+)>TO/DC2&/;*A[YXN8$>_# M:,AU_!!I
*CW_O'AB\#9E+,P, =G[S#WA;UCWQZ=_YVN!@-S8?",H@+/\Q1 M6T!\:.Z2[%0]U2+6LY*4RYIP9D>*98XQES91S=-
M%F6H8V'4:);A"@=TS,$O M9),3=+1ZNJ[*GU'*CFI#J-+O.P)=BD]$'=0]U#2P*D?NWXUQ_>WL YG5[VWR@TQ-.&?0-
L4L&Q38V.N6N#V_EO M\9!O1.O!W#<+7:*8>07\$K0LDI1$B7(<02QNL?TKY4/6BD4#'CD'U-D"^ QO M$(P8SG-
)6)TM?)QV3XV$I)3&@_HJ'O*Y1R?CV"?&;.P#;8TLR=NF)'G*/+T= M<^@Q)XTH7G%TV.'HP?
#*@6Z(J2D=YSWVA31:KU&@WKN+,,M;KY12_W QHIC4 MJ;NFTB *W1L5-Y91BQ29Y4-CG)^) HQT*LQ!T*A10!B53X7'A?.+$?1ENHB&
MJ9>/OPY)UT;WJXD=5/H)>*.3"L:P M.[@\Z)P7KA<;T[+>@KN!]6(.U$OH7 .*G2[F"U]YD0Q3A*0G1R(.E?N3PKBS>:"<:]2=PG#Q
#9)UY_9?$DJ2<44NK$](I"EJ,+NI8Z-*G;'3JO^#=>7Z C!W;,BB]M',,81JQ3)N$FG(,IG=H$9+)M\ \,Z8,6JQO/H-
Z<9&@V^+++>"QNSF2=1#\9> MOZ HZ>WHOD.JZ.>1^2L=!';DXH:)W\C& ^]:3O@KE3 M(7=4!P
>F=`ZH!Y.>QV*:,)#%2@.NCLN%@HQ+J]<-IV1)B%-\D5X+6?I<$-P%;S-6G("H46$%ZXN7D+TRVL"T&]M5EDH'J.Q*_%8L3'-=&Z9 MA-
X]E:6U);81-DD@459SDU:LJ(,=9XS:/IZX#^:%,. M3=6IRID.P-\DNZ?B,O6J>42M7&AW 7 8F>:!-U$94ZM
M>R/="UDG,R1WTXA]FM2*Q)6EVNAX3/C4L?4WS<->2U.B2-R#\E56\4!,,#TM M;V,DZW5H0+66=_E@ZF*5@TJ>0IA7*S#"<7T-$[(SPH-
B)I.1,D45I]=2#GS6 MA=KOL#3Y\N2_J;QQG$<;IL8@1DRFRVTP56)XKT]I/\=8EF66+N=XSU64LS:PH ML7?<{6\BOA7QE)!,E-
>"GW!9'C<^<7#H@P]#WM5Q@\F;EU[#[!#@L M@)L!&#D(=4E!KDX!&\D4,'U;(6?LU:+,,*Y2G (7>3B){D,S*XT\DO@Q_@C# M'@T?
I[?.\6.;-F)LR/E'&/NA,H_6$Z#TBF&(R-1R,2UNHP"'?@T&S200HLL>5G&2IZ0Y3JL*;T3 MP]CPV U4AM>0#Y<3QT@-!K6/]2.9^,7]+F;LBI.-
#["G@A(;_$G8M:_1QVG MAVM<;TGE<75YPW2Y*7'0/AD'.$JN.6?TG'@W;"83Z5S6P47]0F9?,?LX9* M9.5@DPPE/CB5!+-
(\2830,93A4!ZE5SJ7UC,0R]\61&4\6Y\5JW)@#=6X9K$ MPY>2G'#H"7W@Q8\G67SGZ^BY?)2_R,FKM_RK+&;$DF%4\^2-+L<#)!^L>3U5
M"'-W5>8ZSC*N0W3HST2>-V">#UG8A:;*?:>B>^&>G9UQ5DBB.(K1G$>U/P;L]1+9J.1MWAI"/J>F:-#1 M^& $<5I?)%_S$O>JYHRHR?
(,WLJOF70*_F"=S43<].479?6R0:L"I516.N$C.QY(EZK/]X\:1.8 M.7HB(VR]3O]"Q6J /Z;1[#7N05U*HSD%S6E5)V
41UGZ>N)_$V,SEJ*B;VQ4 MI3'\;UR*A"&LOOO!_.%)6Z#&-$"_,B9)QP)K?0.,.!4G"9C,&.ZZC[WY&V,! M,D8D%^J]^O&'=&PNJ?A[-8SVV-
6N&8/[U:,[+]2:1V;6Z>8_2Z@R-Y/RF9TT MP$9.L)'$1&YA+X,3]@ATF!V(IJ(@P"H, "!\!LS"J?QX/DJ55"K,]M%?,P>! MK/A]*9>*

[9/CD#@=C[!NA ,L0))[2#XA6/Q >[D<0_-P&P6T0O/U!<"MOGDO> M#/=4WOS\.'GC/47<4!0ZURTI2;0H@VK=UH84<76/4@"J]D?
T7%@F_F_9!HV9 M)]"!3H1OM,^\F6,L3R9LY]/Q\">.:$?Y>YUV^-#JP4P'Z*[/8@1X 71K#U'>E M9VL>-1N6]MS>*2CSL(="46VJ/-#)1-
<3#GP:%GU08IGG M59X69Y44W.A&,RJU$D_71UNLW3W6CMN&M5@KM$#B%X=N13,?HT,/LJZSBN#
ME@U1]G/LCV^%\T[G^/^N6\#@SQ2FK+^G,*FD*BMO, MRF016ZDQ QY!C93D"OH_P/T$S0#*=[6(W0+$GK0-L9>(N#49OY(J*Y4V1XZ*
M&7-*]OH4H-B]f%J\W!;>P,HKU(F;K7TQ$ET>$+*BOXXEKMT3UVW;B,MP&;E% M)"?=+ \/RNEM.-
@IBP$/$[&,YFI3EYRAT)&D:8S]#]0!F^UOXQ*!#%BABRW MB%*5*X%L)WV#6G3NB" %JFXMH/9ZE/&IW ?O ?^FXN0WD$FE6Y,|
<\54*H4 M;S;AIH)G.2O(!-WZ+("U3K'$LU?0PFQ.. &45%.)Y1U//Q(&K6:676/@U=-V\;K M7ER4:NMX]NQ"2U0.B39%KSD#_":??
I(;M_*&7".HNFZ7X&8A J<1A(2;CM+M M8K19V:!D;8+&$RU/83 3 U6&#N9 8IX814P58+%\42=7ZX>2@FOV/0T6#A;=
M6\J_,YS\$_RJR+.=?_,23 %[EV'.W8=TO%;JLYDKN\!+7\A,5&,9F(FS1?J MJO.1[BE&"^3+9-93)15QT1H*>8GJ_;5O?
D73CXW$54I:77I&1F;^,L>%[UYQ M5HLR+5><=&&7*[\A."6CTHTBPIS*RJHW.HMEQUA8Z>ISAGL7O.5Q&+#@Y-N1
M2)R8!^>5#K<4.],M7/S4*)D#1DW*W!@SREZW'1WX2J!J<#]^+LW"E0P9{G4U[8?$J;3VGS*:T@ M,01)ZR2)81N;NEK/{0[.W?/S\S69N
M/G)YRHF*!A[/A>'[!/Y%HJHM+\6P[M*KXQNC!2<[]^16K[@XD%F,"BFS=7[S+>8G8JYJ"N=J
MJ/41%OS56*2SD8B"NM<%&$B,X<7>7!:37-'$KMXV3J*>QL6NRK5_8\A\!EW>;JJ:D -XKG?=Z_. MKC:QL\Y 2I^YW?.KBJ6U"S?
CNRQ&B]6MRPE\5 @G'S:MXQFZ?H_C7A5GL_P(M^FBQR9"*F&E-R%NWR0>MVFQ<4/RR&9)[6! XR)FUV8R$Z_3EFV6,O*:)A4XL
M*.\4Q%ZW)K#8&WP/&PXQ)8'V+<8%4<.YGBLVHF.+1FR+6T-A1'PH"F_<-#>(-MJK#SK-\V^$%VE%=,Z7/*
CQQGJF3'(I\GI8>$+*I_;8U6RJXGF3C2Q*^O6 M"";+CQ+]D-W1C$%N:XFCNPNUY/G22S4A"Y:.[5+AZ_4'-S%\\JJ;S$P:K8N#
MOX6)0094Y4DL#3,_+K(,.]=>6]4?"9V.G?PBANDCNA"V8!@Z M=N673<*NF):KK MNFIA.58="66?PD3UC,<6LR'GDE%V>,)-1!%WB:=K
M/.=--FVTDB\F[Q&0>P\&3?7!._[#&,%!#F6/$H'0)Z8& MI*E9&E$N^^E0?HEJGNV;?=%>R/TJG5M)S+N($/9F!132+:.MMV20],5PB
M:'IF.)@E0X>@D>F8""P--;D77FXS8AU)^*V=>,5"T]42TW5$*'4SFO@PH9$0 M-)\Q%11\QC:LZ#D1:
'("LS]Q4+3I&V/_L*\7;3K<9+]R8D8X3>?>D M,/> ^X%;FX5?D^T6'M(\N?!+!U1@O?@3!#2ZDRSPJ.Y83/OZX))K@EW M*)_S6) ,1[=$]]AR1
Y\D6-]YX$7%MZ[_FHH[D<)%?QE++9!OLZ-8NZ1ADX8 M0"DZRT!^H!(28%C<3%K3+G#90%36DTF^G0CQM6Y8^N)Q>$-0,,+5_0ZSEL:
M^E&)PA-LL'&)FAI1@ O^$XY&)?ESX%"?>@L'J3F0CDB"];/ Q8*8")T M5?,;QS%UW675C>;*(:3SP8*DO\KQ=(8Z_$QI)
(^P'"$"U":NI8_E_(S5GIWSC M>B0'"Z,GI0C UD+(Z5':=0FRLG(RH>J_,>]^-/'E2_'^! <>;3Z[%;+Z=CUGU<>_'8KHD!
MY247FZD$%86!KMG4="+&>L(TI2DY.,6%OTTH+9&?)W)&IL8\CP+,F4F4#JM\ MV)(B@D,J+2[; /(7LI&1@X,_$],D3XEY."6904AP'+4;9
1I2H(SF<)Z$0 MBSEJPT#C/,HQD?TH"0(R:*CLA#M1F42ZXH2\T93TX&$<>8A RM/%8S!E\6"5
MNLGJD1()^58!$&ACA&DU:TCA&EM"ZESE $N:BH;?"60BTYA&Y6#\M#"8-8&;.M1FQP%M^C)F:VE7-<2Q.[#4X'N!,P
3BY3YF$B+#44U&N*Z8 QE[7(H6FZ!B1&;&YPL.] M88D5%GPNI/5R;[&1ND]..C+1M_!]"129++VRD]-U/(SE<-DM$247YE V1R\FY MN)-
<65*B5FE>Q8T89U'P9Y!&190MY\<6[?-)D EB"#BF3'"2N)Y?)C!?6F=& MNVIDKNH6?XL*BMPC]PMEOY7D35GJ+U3$6DK.GPLQ3MS-
^S#)2,\"4XX%Z:YU M I5]T?GIB-[-(0G]^9"E!1+\L$D4^Z+HB*U2)"YHU2#8&)0XAG>MBCG,7, M7\<)7"IZ;,X<-J++I:"R]L;)7)FY]T!64&
[?Y%.B49+3S\Y+.DTA9_+Q,#:) MB_P/?YQ/7]X5(5ZIL?=5ZRLF>=5^9E@ 1DV7#Q2T1-KO3KV'N63!>5 4%
M\6]XG7BER0_0.O'I%P'R'5I"BC.RI9VUQ@GH.AM#79ISVK48R^!_D8L5*2EY M2%+!T)=JF+0$50++'8W8*$@@;+> @]QB.3X5+91;5;6",
(B6,=_AJXJ^XF:T M7<1B8BBDA<7.4$^]_F3X<**^Q-V#L2%67N%2LUZ72@U8(JIWZX&#$RH>,A>JE:4\>1)3NH/!)Z/BR
'"UG"]TBY11E?!905]^@'P& M->D<*,;'XLX?551C @A);)UP-*6983RC@TC#UXQ2?>3P: AAR9&(I0W$>A!J5'J_ 2D\;K=ZC_X,#%;R
MVY"XHOEXO"XGB#Q9J:',-ZKC"6G0*&B^M"!89 0L\=_YJVMF#[R]N89%SOV1 M<]X]=YW/YB*H.ML.J=ZHU^I36#T& N
>)0OHHQ,6$C/JSWL;16.R6V"'S P* MBR0'E9JQ21PE%A,,-NN"I[R1:UY41T6&H*6#1.&P&KUU*"\&-V3= W\^(/_$[]X
M\UHI;K&0.SO'F.$4Z'H;=9+R;#F&A9^5!3OZI!/36@,U'#8"&6$!'C%Q0F+'N]/S.O*QKQLS,O&O![CD$JD])2:"W"U7]E[N07U
M8,G*ES)D7"4K6L3LD-WN1FE1"\GEJRS>C:U!^=&4XV&*Q4&!TQ;;*Q:RO@ MW1:T;9S0,_7G<\,'+OP[GI^DSH3ML:!<)0=KY??
SG;Y()9Y57C^I M)84*Y#%ZFC%E!9]7?NQZ383DMQ+TSZ28+T63SV;"R"]&7E".T;M"G,]+4Y8H ME2<6ZA[C5K?@7+)8E03ASZ6#-
E]3/&FT&\>DOH'495M!<7/1SPA$1,4NX(X6RML,V#_>XGL.$\=KX,P1*: M^*H+&:,Y =9/]"#$B4)S0B+3F4HRD2'"$5X*[._%J/Q M) LY-F'+
BS:+JH_R8-4Y7S.4G&FX>2D%DI&7,7BE\6O!?B%>;&@XK$LG0B+ M*Q97%M?X_BOS91*T86[PK+>2+:
##J;U80N5+'8M*50B1.C#SF7\E"\C-&0X&#OQ"_3[289!NG@C8D<[!@+@]H MC(X04.[K*B@8Z7#JJ&2NZHB2HD:]30$;91&9COP M?
ETO;[QQC=[B>-MZ_<67]^GDWU?V(,>;BGW(=Q7BJ&F/'JQ8O-%G=$$CTK2 M.FD^EX9RB;-A I8-RTR4OUZ2\;RH&46S"T]2_]=88)FI+
GPHS$YGE5Z,M"J M\8A*&C&6Q\D+"9:QA+P!\4TQ2DY5*%A2JBN[BU%VC6]^6-> =PF9N&IX(1@*
M<.>2#TEOO_R0E^0_*+8B\Q(+V05&3D&UO 9Y?BRF6-]\1S(>T^%>!E&2-#K+ MJK&<1O7Q#7S.!O5WSVN8O4BQ(G/O5)9?8>;T[E]
<&&.=J.N%/17H +O6P+G. M*,60LR))I@1@?IS^2P:BX"Q7;WWH93\ ;JE!"#6.!>0#$NA M*&>:N"5^Y+]T>O:[^;_=%P]@<0I?
92#3J7O.]]RP?1"8'C1?RHEL<:TJ4N MBVV?YI:7@ERW-S"T[%_W9W%%"YC;,L>#0,L!&;CRZSHQD1(=CSL
M5B4N#F18IO=N.J!G;,UTJ4Z:5R[=_.-GYPL(8N=#Y(6M0M/W1$ MP%))R=(7 MD12=$;EZZL6R7(*R8+UDZO*T!8Q;)L1>O(8F^(<;M
'TP;0\ZS.EY(J7\F- MNTXH=FCG+EF4<1+Z<+ C1#G5-PM!I^&:2$[LD?^@JKP?'.309C:&/&_#.%GH M6E5!I]_TYO-W_RB4^Q3[YLS A[F-
^HC?F35QG/4:&QPH(\K'89C3J)\BA'K M\;*#U]^]T)A^P\-O\-AR)CGHRJLO/^%(62SSB^)7KGP\O\UX^$;,4X/;YV^X MX3+:!NNFW3J=8?
4I%CKZ2%K*J7M!0P_J7#8I+VFE-S!?*T0^" MZ)XDN>2.7"/ S;+RDH2%W32HRA!=!C3EA(S'9*J"/$#V2,RW5+I;J']9NU[!
MK&XF;T=GT^0^ALTY;%EJV*BGC]@0*"CW7I9&1KA1T[ZKJC5=*HU0+4>%2 M_)8#S_*)P6GGZGO3"5"*R#;-P^I9 =YX]<*V)ANX\Q.?;?
[74W\,1T:AY,M^ M=_#&1-Q25'G:AA>&JP\)!(!Y>/&OW_7.OGLD/,Y[G?.!LOEU&LS\FI.$XBAW MPA8A=KG,);*&\'L729X'5*_^
&9I\DC^FQ@E_UGEEEI:/A6]SDX70Y,B+W-L M1)^V!@RF_Z@<[J$0!2[D;]3XLP^\2*.;#7$2:[VBY$T MAES]QR)7K]NY[!TT<@TL
6$P(<4#V8 %D2>F[GPQ_K57V+!I9 M--H]&FW+9M@#-+]F]#GK'+5V@+4#VB)U]M5_94;!9: F0LXBN]8-XQ]6&!GE MH,V&;*D-
]D8E"YOW(D&P[\,"^KNSQ+(VL3R*5LSDE /2_Y8BF$6V'2';4QFS MQ;BCP[@7S:'($B@= 8[L=^[.]];RW)9EF5>&O?[+:."3$9/*\>]?M3!L2
SO> M3N$H&S6.E=X^J-UD6P5 %4(O&CC]J\[EQ?Z!P>" 9%*:2="#8CGGH/^(Z-A"
M<+0O8/:,$;&%4&E=D,RR"\LN'L4NS@9;%)_MUI:V0C.G^X-N>+L51CJ492S69,M!506$8T_P3H84&J2^7K_<]UV)H- MVAJ6]?Q^'"*E*'S
$]B5/VR9B6_JV]'UP"7I;R28O5A@/EB ' KI'JV.2^).ELZB31#:GYAXK+Q";X/"UB?R";W#C< MV)[HQVEOG>B'34Q'MG%U9./2U+YD VN<=
(W-]J.MB!G._R /R! M;'+C/)7V(/&@=[G-5),#.> CQ^+=<*@-U(G^^383/_;C? \B!:3BW?B\8!'"$ MC3LL,G@.9$?+%
<,6\1ZWWUO'F+&I&\>>NG$@.]HCPFPH'_3PQ,3>1'$.!AM/
MW=.F+*V#.3O#JCJ0'2UW!.P0&^$C+WONU5GWE]YXYH=^DL8TDMCZR[?;3N! @-!XK71[],"^ M>[66L]*F-
]CT!LLDCI1)G+J7S;DN]J&2M:VM1@X$" =-*J>65-K0*^% @-!X MRY'VD,K '304)[=]12RM;*'12'M(Y>+LJ!J)"?."7SY2Y1Z@3-;J_F(#>*L
MZ$W0SD9". ^>)1IEW.R&TB=)]ME$"OTU[.>*TEU;CO.4*S7&%<[=_=G4@8T9V MVPBEG9A@:.;4Y6KER>_UU6L];6EG5B:*=F+!
[6KEL.80V2>0\OVJP'ZXEEK:A MPLZ)90D/;06 -J"59A2P]D]OLBE8].4/49(XDSB:*4=5%#;FH#KR)*LCY87+
M(!*MXW^45,J>]L_6R2NU254VJ-@"N=NOWO>4+7#,'>VT8\[.4=/VTMFUR5\STR>DC0T#X811 M"A^?>'[LW'D!EB6-
_\R2M,DFN'OK\+Ø/9\AL+ [9^M4VMI,S=LYH8E\GTA M\1(/QM>SCVX[!M,+7%\QNN+M89 M[VBS'&R6PT'L:%\(LW?1V"CA
SDYF],PO'KJH#%'P8$!^F(A9)JCJA6O>X#4SN86SG=&![1=B, M TO8!T?
8@VY#PP6/0B;M99\#=#W7;0VFXNTXH;,.#9KK8+YQR&Q'[YW!98/)U.LHA#9W MP>8N6 YQ!:RBF='U2PGD
&;"-3,7PY))R^"RJ[]#@\4:ECQ6SA$X8O)8.D*C MC>11]CLV9%\OR.JPE-(2C-@YI6S&25M *"1'SAN2(PL21@Z'/ XBJ02^_"5*
MO<");@=S-.J;VH]CW904TF_Y^>^>0BY;#J$-0IY M+ VEP?4LL;00%79.+$MX:"L M*IZ]*RA1NMG2Q2/_../0TV8@B__+E+MA0JB
M)+'%PXVF/0P Z\=1AM-W6D'_!1"]>+[X;=O@L,EU:D]LYH_-_+%LX9C80M^V?K&= MD2QQK,Q3:*C-KR43V_?EH#HD4?
Y,4\FBMBV2)8]#;XO4Y.SO@R:.0T68N5Z< MJF,C0^OU/FE;4MZV\N!;O>E-ZLK.KBYLNHY-U[%D?E!D_D;6@C64N)<X,NOO>#>>TCD-
B\O.WU-B*\U=],#(@5W(\E!+K$;@QYK8)41<3-UB0?P2_!O0.UXY@7\VGL&L+STW4]?D/"=:.)44 M#J[@V97N)[JT@K40^]-XRLP=
<#3PYHEXK?XPS^4<7BI7A7L;,? * $$64H0& M72FLM[I/U$;QR$D3W2GRH?Y^@)'S-1'D/8%I) M#P;_U[=Z0]
+LK1\!B:#VZHGO3U;WK8>8-P(/ZZK%6Q\#H8; M?HA[[EKB>A;B*H54=@;Q*IB5!G]0X*[Q[>X#DEM>9A4%2URM1S1+7"W>\H$1
M5W_H-XH<5T>VYY7U5NW9\^6NO8;TZ[VA8TW25S+J[Y;O.=6IMJN0[SHV#4=_MU,,H&*]-S;W.N[VL0&!8>*6Y8=Q>
[[S[IOK?'W\8%C<[B@*$P%^_ZYU]]\B=_MG_%GS]JO()O"GE;GXA\W@WA6$&BVA1PLA2Z@D(_Q6(L&J71O;,S+(Y9'-L;"'NT>[X_Z)R=
[[4OY'KJA;?B MD/SKUC"QAHD52;O@)7_/@@<9LNO)F%^$G$4&N(;Q#RL,FW+<[QD-
G.UAR<=1[O7QTU"L>QB]V#8H//S8&#GHEBBL42S M"='T^TW(6$LT3YR6O!3);8\=*0% M+&MGDS>/&)';&IHH_3P/=]KG<%\Q-AMZ?
L0A99%;HO4!X?4_>_^TL)PH*.$ MP*IN=!NU28O5E8$_1PF 55W@VK3)0TWFT1-F^(>*R\2F^#PMQ>=_-KEQO+$] MT8_3WJE-
R[%I.=O+,#B03>XQB??>,,!MKW:T+X1YX9XU M!!8=^BXT*KZD!V]-B)?%M'1_C(RU,7C/U7-KOA>)'P&5C'M"APX)+-[HUG?
N@G:4R#_:R_?+L=2 X$ M"(V72[='$>R[5_USF^!@$QRV%QG>-3%8)M& M=@];<*K:#LG6%HY<%JY=/N#
M)C(&+:D\L5W"@0"A\;XC[2&5"_=BT$R/!-M:Q-+*%GJ-M(=4KIH1*?O22^2X MLT[@RU^BU NUF[N MTZMRRAR5:?;K?
77(O<@]&0++%88JDCELM!V@H ;1 Y;"*W8!\&/]D4+/KRARA)G$D9+5D?+"Y0'AUO$_3FP^[3>25VJ3JFQ2U?)$$'\8>-]WS[M7%N^;R>
X5KQ?FNK42KP?N*=7Y\U5MUF\/T:\7ZK^_MM@[MR[X?VP7G8/*1/J93$3M^.(IFPGDI,X]>VQR4-$S6/H2_(S[IY\H=7%W:_B+
MQWLVZX>2V@8-97+;Y(;6>3K^Z<6Q%Z9.X'L$"'_;OH[].&R;_-#:80ZG[M5% M$YT.;++[#0>W5!I5W39B]J\9Z*AS(R5E\8R?$C,\M<_M-
!1"WF0OMW5&+I_V$G9E-3SC,](3W82IBD:2J*:IUC]L\A'V,[30SC\SF M'MC< QNT;1-A]!S+WJ4-VEKDW4_D[5!V+?
+:2.V^91PP\O8N>K8/@\7>?2B/==4)A MNQTT,]EBX9"; P'"8_MY[PPN&XQP;T(%M.D*-EUA>;M_RR%:!I=5S<^;RSL_
MZ"'UECJ.D3IZ/4L>SS@[X(C)8^G8C#:21V6$0$,NQOK,#4LI+<&(G5/*9IRT M!81"< MN8/S!B<3'Q^%]%M^_KNGD,N60V@#E]3 O;AJ*
6S9ZFEA;BP1:G=4$"6)K15N-#%J %@_CC(MI%OKH(GE4-*MN/1O%,WFL9B*,/'O1-'/]=KF6ZW(MT)*K]'S]GO6C'AXP2!
M39\ZJ+TN3@HY3O2V%'Z0@LNBM47K T3K_I&?:2$#Z3A!<*B]C8[Z4,U.$ M@&V9U I/R;LH%K !9Y3%L0A'#^RT"KS4C*

{MC$RV>4%'6J>[GPT?&@E0VMP? MF_MC^|_<"EO85D_G@R{CMV1R;&2"TK.IZ3V6.&P+F(-JEH3$T5_'&-L@R5+' MP35(;K(H]T$3QZ'DZUPOSM2Q@;'U&B.U+2=O6WGPK=[T)H5E9XVD\-ILG8/:MZ\H6+FW#>$OF"XK!FM+OE\!B__05B_<'C? <7[M7%MOH1'0?>5U]LM T%ME6M MU>I-;UB:U6#K:TL"[<.&+15=M7K/SUEA=3@X3^Z9'U(/5O_3CV/_[LE+ZW?R MQ2D(&5<0-^B? \/=4L#78Z5V)V9MYE/B8TO,Z%IC;:U]&G.^=$7+_K--59PFG'H-4L?+TLCI.EW\[@_P8?7? MID^.V'*OKWESV)EUG+\Z890Z,^&%@#.3+*##VO:7"PC$3^':?K_T4"&/$[!EG MZ ZC8 Q/?!9W(LR$B5$- $K+TQ/4NEZ[Z8Q8[.:\C<>Y%+)P7W4[O/__2.P=^ MXP="F<.BXC&B3.)HYGS]RQXX/L&/=?I M=_NG#F#"C9BG8C84L? RI*W]Z>9.-1B))HO@5?:;T"N,-QGOUPY]B,1;R<1>V MD'!YT:>]A8M.I[$0,%*!\6/=9PO4W)AQL)+A!-- MJE!S'? C0X*SWO>OXB3/.!&XB+3TUBL(DFR'K?>HY9WR?G&AKCI. MY]Y+G%L1BMA+X<$H#![@V\ZO61S-@3(;F=0O+HUK//"S(L; M0KQNIU^_:N!{6U:IUO>[5((%NH]6U!.F:Y,C749(F""*U'=P@K!QV Y+$ MD<,7+Q^O%^N$813/O*"@$\I+W_WTA51EX%'7|"N<<* [_>3\9 MIUF/<=)K0S [Z75-WPX#+;]8!/8"9\|("T8O\0[GOX"@\,E7)?@6CJF0K"-S M!^C2"E_1MAGP O'& NU%ORPL@6.0]"!I=GH*T@S9A"G1M$ BX7-6_S@*GWD< MC;-1"J9(F$V\49K% !H7'SI?_--H\$-T=U:W0O\RDOA/7!,R(A M\P$%*3PRJ'I2S(?2V -F2# M7P(6[R&.@D!KO$O>7%D:@#2-TH>Y%A\| 2]>)+;H<3]HXGI7B3E66Z3%_T'< M>J,'Y^W8N_4C^&DD_#L$\O6OSF]@9.*?L.Q_?'&NXX<(")@5#?C.;_@1WAP* MI!VIO$\3ZA=E7-T;+7BP:.6;J<&23YR6E-TBGQB 3%=U(XR,P^P)_<+PA M[&M..$3XZ^+32VAD,9>Y>A276<+0ZKG,4L9492[H$@KH>3RKG*!7<1GF5IIK M+&&ADL$<.^'C[B< A^@>5^H#QW1(@1M'JV0'1=DJUND,'QP\&[Q;@H@[W:7L MTI.:)$?80(L,O#G@8514#KQ3U MB316"],1)M+.UHL8]WN=J\MEZ;V&^F.\/X)W3@#2*HBG_GV"\0+TY3+LZ MPCWOSSGO.745,KMW"? (JG%4JQ4'!VW*S(]RSU14L=5G]LM1EJ6N_,>T8J6M_ MSGG/JOH]MSM#"[V8_[05T;]I99&8=Y MOEUCE*V2P?U42NZ]B M? RH+P;2D0Y(VN\&N_F.QJP=6Y/E>RR!,C;0(9-G3?K&G%G1X:3U?.FRT:HII MM4(3?C[LLBJU5:F?2>G95^:BJUH:XS &*U[4B_;EC7R/ E"61E?0 MJ%$Y9HT7BV06R2R2[2F266W#:AN61MM-HU80M 7)#MBGU3R26=>6=6U9U]83 M!-G>\1"S?XOL%Q0]IUYY* (C4A.IX*+"P1)6W*6R8IBSWM8AB>68<6*:2NF M+5$U0U2%QH.6 3^C+\;BRB8%9WN$*]:E8EF%39&N5.$S,T7#9SE52NW:3!1TL>,#SJ#PA"IL_/+ MYC3 A5!H7[QK.P&MA0!H78S+$OR1$GS__,R*, (O1!X31/;=W=6%QVN+T >&T M5#/I6B&W2(;QMA[T-G&[A-M?'Z8';O1HTYW]=5YQN9Z[6 M(WRGUS5^TP/(RI]6S#V0'3UV(.BS]$/SXR9?A=K0WA-F@=^9 MCLXBX^]LK.YIUZ*C1<=VH*-56JS28@FSA839=\]?[39#F0.Q&AW99 VC1$_O+_9!X"P?&2)(N]<"1L3&4:X6<.J+ M9ES^-G)M(]>6R%M*Y/UNSXHJB\5[CL67ITV(*HO%![#)/<9BJW!9A<^],#^UPNJ)Z8$'LLF-\P7;@\=]MW_63,3+I@2VP8_Y<2YB+_6CT.8#KA:L MNVNLT!+NU (@+&%5\)&7O>[@E0W(VX"\)>>>])^>RF7S91/RT%0V"+,);A%_' M9!P,+,L;E#]DE+4O_PE2KU@<==)\6TNPD38W-"&&IY(:A@ -8RC;!B(G0\H MWDU'E);"81/UH-]KHK+4IC[8U ?+-(Z':9QM-7=U(:#V3^FRI&-)IV";G#92 M@V9)QY+.D9&.556MJFJ9AF4:&S&-"_?LPC'#:0 MMP/WO-^@'_V@:8=\ZS^D'JR^-0MK$&&DY[U7'*M&R-+K:XSYF,5.:2Z4/W'YU]/^J_<=9_AV_!#GY*W[^"Y.[IP!UN)_5$6>''IX?PK__BRSNWO M_OAP_?F/W_AN_/*G=]=O]>\=IZ[9J^.'HR ; RBF(@=/,L%I%#\X$R%?DT[]>'P"Y 6/P)G?^?_MAQ MGCS8*_JP87?P4!:D0+K.)(YFSCR.)B))..,=O^SBI31*'^;X-[[9"_T9KD$D M^%C'J>3(+_B2AB.\<)R-4@=0/)MXHS2+\3T-TL5B,OC1+WR_G[MIW\&HSI+B'N^$\ZL.5_D[(F6]REMCE5YQE1KH]R(6 MSHM^YXI'!L+B C@I>N3%:?DJDB,>&1RH'XT9(8PIE#W7Z7?[I\@H*I,(Y4\O M;S(0($D2Q:_H&Z57&&\PIUNJAP"QT(^[B)FSL4(MQ,\N&K%9_4K3J>Q$/(G M .PT<03 3'H# H+L:C4!T,PD+ MS<['Q,^G4F #E>%[)<> 78]\NN?>3Z=TU\]9XH?P/>W!"E7';Z]8L.X9AW M2"@7G8LJH5R=KDDH9Z6G]Y10>G7H5GK+,/,#U*OIMYGGAZD(W9:DM[Z6Z.W M)8+45'JKLI2N%(?77D3H5=5SCFA-MNT MK+VW-=&J0%@K*C< $MMT8_],_1?^_MHU!D%(#NB_;N5(I[[GZ_%=N\.+:Y? YI;YLHZ[PW**_T/IDP[?3*M;\7)$ #X]<2;P)=?>\&]]Y#(;5X"IS]5]7"OM9-B@,LYZUQ> M?N_D?R(X*H";>=].# (@5$KSX*76)O>_R6I3XR/I>$Q,%E,)W&V_=QAF4N-$@ MA_B/G@-8.OGK=W_Y\O%Z,7,*HQ@LEP)SDI> #Z!_ !$4^!0P6:STE8S(^\DX MS7J.XY4QS$YZW4Z^6@FT_&(1V!4H\H[@XXU>XAW.P7R:RXY.O2O M%,A,T_& M2.C2@M=O]5@*.MAJI@9B7PG[G$^ Y$..8'!A.!B\8@J1&S$"RS%%"_QW9-HE M[:16Q#Z>?>)"#86A)*?K5_L6%)] 7TJLT5P]+=F%_[LS(+3HKM^\!WW#:=T-_M?\^45K? H#F3W^1[K[UI@R@ 8RTH;:!TUE\Y+ET@3+>LG13E4/#2IB4>322)2 M9_B@,2)9#.2/HS0R_=AWJIH&+N2=&,:Y? DV0SC=]6EH[+WUPI53_=!E"5Q;_MMGB)<=L0HP4J,4!@?GHU+'[7L%@+.6NM.76FO65GNAN+[\F:'!B_"PZOQ9:> MH<*=+EK^TVV^IC2X74B$PMHK1_S8LRC)@PJC6H,4U^7^M=QK$?L^K;+OLGM) M,^;RG17>E@AC8R76G/- LN>,UI%T#\98$E@3Y%NAN=RQ_L(#E+X5* M2YT.__3BV M3)_]BLKYK7 [U$FN^^4K-6376=D?67L^^^1[Z/<5)2H]:VO> MAPKPGBZL3*M@#8'UZ?VG7RF:-\EH)Q)%"[52QI MS"!:L?6;?_QH(.\- MF]F.BGRIZ:B"!0TKR9;1U&V_&65[2[SFXJ+"(A[':],:$9;MF- 4TJ9N_1ARX2 M7?Z[4_VKO!C@D@D> ^VDM]R[\=N\GB7W\@R)$TSW-8D09_WO75J'2A'^R'B.B78QW;2J[S2["K51?KLH'2$L6.O&3J#+T M$V+("PD(Y27HGH33]FX%Y;[*I)_.WN0.G-K< 9L[<'RY UMAN2\&"UE9VW6= MQ4RXV;S-=7AP? 4KFTYEP^S2+CU0^(4'Q4NK2<$BAV&U4$W6T@4_%$Z,[!WG'41Z+84[DL8!@P MC4/#LB6\=ECX0)&M?O#_E? ECJGZ#X[WVYLB!G<\BB;)XA!54PR;Y:I,"X897 MB(#5F]AMA#ARQEXJ7.=>.%/O#C#"ISJ ,=5I1JH"S\0CX)91=LM%"XG'^JF MO5!EH;+XW>5N"N4N0(_R%Q'/G ^1%W;<&U\6,@)9$ ++16DGB%Q0>.L$49+(M%X7BE@M"2&68!-%] (DL>4G_DS[$$%18#3V7X(.;41$X2$6EZJ0,*,Z@K1*, M-MC"'=:;,,H_@#*]*Q?<6*213P.]_<+, CC)V9J Y!J$? EG"#LJ^\%/:4.56]RTJN50LR1M5IIO>F?L#VR44N.=V4U^2$S03KZ&!A:F DVU=1+QA%L M'5@Q_K, $@B 2W G_@C#.'3.[#F. [XC16$FX.B2:10#FT1>C8 /(K#JZ5_1 M,/!OI9"@8C9/66VX'F\.Z_T&HB.%T\",MM.J?B2-N 1+VU Y<6LJ)N5[,3]W MC10#G5E7\UK6CVH> C-R&6LU"*GC_%.5YRG(L8*4PF9 ,A'RFMNMX:6 ZS$O>+2$;QSQ)3/O6;B&_A:H):'E08B]3S M@^15$:&FL+(9Z(%P$4WL,6 $B4P#"Q+\U"BZ0WT3SDG"@(5O%)ZH?QLP;]M% M_BY+,[CJNRRDZL?/C/ZS@F[M-WY_)G]:'FEC,P^4)<&&1NSYB3!/$K,.DH(F MIKD)8,!8#.EP?H#CKVAFCB*->WAGQ_D#%"-@-MD(7@,;<1T?M#DX:,01T([N M$1%"684+6"&Y"3PP 6[AXZECX&HT]>$'*ID%V',? $MH%&D8>,=,9W# HV#10CI MXF2R+IA;:%XX){8AR*%&V_3&L-8$:,;WF= YP0?(5TM? -4)I%9A71W@-N;Q M-05\!LAX#/- Y/$%L\8"I9J'"2"JK1@#;()?L ML3)47=K)4')XU[@%L(B72O#E5BIT) ;E* Q!V8IM6X('621?/%,Q!BG&[&0H ME+R7I06!!U1*4$:U:9PA> <:$82AIF%954Y6QGY $>*AT@3'4-WB:61CACHAQ M,_Z_&0W%!,31SG(4L4^17%I0,S&S2V0>/V!XTMW[5\=_$@(%8\EG!BBSX6? ="42V0I/BK*#DF M+?)8Y%F"/(8UNLA7L\@#8C'+8M8"S")W499B!,LUFK)*/Q=ZU]$A7>S=JGP% MJM6N\IWFEKDTZ"WB6<1;AGABAC$$Y%>((BUD6 ML];!+.D/9HE)+LL9QO\0N6+ASX99G'!V)_(PP*F1&),'-DN4\]!'AM>7 MGI7H6Q7- <^]!NI%K_>\S[ZN@6C 5P'VE,BF78(%#1B6M)+2CGO)];Y@W5[Y1B0)2]+7FL: M/8+"7:;"*4 SB![R^0."H]E$>_F#4TP^,8PE,[X"=6((C<- [:*"+ M,6F\NOVQ152+J$L4#@Z9UYA.>/P ;/(HNSEKS;DC-3NX-:/4*B45;D%V+1(\ M2C]9%N>Q*'C<*"C30'CHBAE>? H,XV6:\Z5]TV:$1+G.2(ID$A9DF(\[8C%!W MN^-2.YU#(L?]D'"$]1RC:1@%T>UR%W8AB*]/F[B&#K3N)&.#]PX>,&>8,Y)D MLH:'27*4D:U3S"A50^;Y"T[R@3 MGF"52*,D]=, -HMCR/K=-Y_]Y*OSCA-CZ%+O3=Y+E5)-\6KOXDWB7$L=\;- MHPHS:]X!UCN7)_^-1HTY%>/FUVO\^6UVFR4IY\R>RY394G)K#)^O3M:@R$XV M!"D-B&$D\9ELN*VYJI1I]%(KRXDU#>?KOK8Z59K= K=W5"K]V&UDREGIE+V M)58B4-LK7*;S*0.2Q_*ZMRHWD;&(V0C@M2Z%T.FVRDIAU^B2DJ>7^)@DE34@ M)BGHE.)*@77:OV)9D(? YI3X GXPW'+D&AIVJ:"B^Y$(5*$E9 MYB5$FD")G%!/PFZ9K(L?Y^"L;.G=AAD\AUD(H]M+P@@<.9:7088L8Y*I>< MERH19'7;X9<$)RR/&,*+AB"U[U_)E.4(,W@U/3/I)@IO@L"D,A[Q%'-C)=W? M0!4;J0?6;9I,#">9>K&0%2&E%H(RE?H&LZZI4+2 L0O<@G5HULGK1/CUR]DX M<<"K$Y0ZR*[Y$:TUX1DCKL-?-+R61&Q=M=*BHI-G0CMF^37]S^N;G;MK'QOA MY22+V2^0HR:A:@$YIV*M_NO:+T;:S,^Q/[X5SCN=6(_W=)P_YK*X >&.+,BL M\JGG+1LC[T80D#)."LVE XS$]U- @O#.=N1UV=X7GA#OB6N M\)C:I@/0*\L5$]*'A MOJ-P[OG&^6&/T3C?B2OK$0BR%V??J[7O36NJBCR5?.E%28OV5;%@#=Y M\9!:8,LOE9@Z]FO"[-OI,HZ=FUL[TDT?(677%9I>ED;XOA$5:)6D9\\]/3UU M+Z^N2D)G&;C;,,^Z5EEIVLA_[.)66@4[=494VK+>:_7!JVGNOL2E((6/* O& M;'D+18,[-IS;.?;Z!54X\3%Q+=>H)++/2->"!IB![.O#)N "YRC(?H"I)9) ML@1Y)IVHD\WQ[O\- MLT@Y&LFN3MR1(>2#,ZIZG3M$)SH[=#'%FNW76I4[(YVZ!L9U;@#3CV#:=CH M2OEN9%UXM,A:D^Z#7=G/>?^6Y4U63MVEG8">P11_+)=>QT+>';/^6,&V2P73 MDCN&63<@TB?D&7/2WC[X$^'<8,X*5MK_YB5(I- AR IY.QYV"*]AXC)2X]]+5 MK/R_+HJ%_B&(A87^U';*B\(I+>(0ZI389[Z0CS0K=8H@7T, E7LG()_ M>.J7V+LG_=+G,.DZ\F81:1RBT"FRUESH+#SKLMR9(\:FE1XMWL(3D(BJHRI& MD*=\D!WG8WF%O8$ZC;I@6,3$QC$ CT1.762I5SNQJFZFV)G,HF5509[*8A+7 M$/4\:"SE8A5;\IV;+&J:.R[CKG9,5;I!0U6855%9*^'5=4='QY6 M[4,X[,*&PVPX[%C"81MPP4\E)7TY/Y'M%HU8^XM^)4O.,#.PI6WNP%8F^S!+ M*^%WQ%9S3"I=>8599UG8 R-=MW8,[=U M08DF\3H'TB(E;?NAVK4 @H1;C->F0&*)3,@KAL(7!;Y.'P_?OG@@XC),-SE'KI>$QY71)UV&OPR(R&NH: M? ED,+0'DDL>OK*/29($%6^XX;PFN"@TE!Y;G7><06OJD9:]48, 3X4NV7'=\ MZL#5VT-U3L;.=M7!M"Z5 Z]4F1 L?CVPU&3T5=^V%(7Q0,_ SD6Y5)[[W08[MKC!A9*>1_\J)5/RPQ9*$T"!EPL\;'[8$Y_$/8$WB ;2\"OE1D=Q'-USLK]/ M12X4UP@BZN9^IUO35_Q71+9YR$"]QTC*7_"F2CA*F9 %8!=C(_B21 H_HNF: MD11G8.416?Z9A26Z++QY@>% [KS0BZDC.57*#OGO1[QJJ5B&%R]\[%2[QPBIHL MG):$!G7N5]W!1._<'9PQ_,2RMO^# N DU>1@^Q3[D6[RO\98 %=&P6#I>&%8MEL]\L MB)*4IUH!?+67FL?0<5Y^/LS4^NT6L.6C-=I3OK9,O.U48-3I)^*;[/2RGJG@ M:IFLE*Q$OD)LKALNUP/SHBX5_(P*KG =^J.]? F=1T1OR^;,F1]YQO@.Q6/ MK\EGS4FVO-,7_4KF%7MHEJLS/?>LV]VZ0K-AZ50:I=+DK&YJZ8Z4ZFL:IJ72 MC=7N!J#&S1(G9Z,N6U=,@KI=3AU8?BGG/CAC?_,9/'U7 ZW,8=7F(>LAUNH M7>9GH$2NRIG0\)O$-+DO0.=XY"?L?PMQG5XR#9 BAE[B\T@"F@4B\CSJ=3;\ MHG^ZSM;47*4E)T#]0KR\.I(6H">.THPY.=$]7#0K2N$[FX%*G$D(R+%)>M*0 M[,N''F*26:Z9L'^0ZKD6<4E? V[1KL\G]"3-@U/ ME=V0#4ZB !9!{(B[DUIRJF91DG&1#X!%86>DIAF.C$^&;)O;^.9-;S\[,XN- 32QT!5X_TXY0AA^'KJC^%\]+]/L(O0:^9Q]P"GE>S%Z**D;_6& M8..!^EW:J"DO2FV(%NQP87^CO=ESTX1=;Z/2C? #CG9_XW'=0[1$;/UWVNX,W MIBVZ^4'0GHX1TZZ.<,_[<\Y{3EW4PZT-(*_"6;7".RAX6V[6N,HXMCWW]F,/ M!T9=>P)U2UU/TQ4&>[+G_: N:EE:["G[).OO^7:-]GW%N; N&+9J#3X9!I7N M6TO=*>RSK?Y7.U?4;D=1@"#XZW=7WSURYX/SSH7R..H^V/-O#H58'>7,W#)D*

M%CIDUX#5[SH<\!N% V2+. RM\9_5I((*&)_"N!:!CE*DYEZ<^WR>![$4ILPM M.V@O.WA6&&@F'2Z/&Q FK2+9=D;1(9I5-JVQ:9;,!97/O>(A1R-23 M%4+1<^J5AX)(3:B.AP*+IK7#_2.J0HUFPV2U*OG@&"EU.+*HT+I>X0K5E>S
MNMHS.09;S"TJL>L#T=461*W+L>OV*UKK;^39?&@M1F>SC<(A^V$>=:L@;TYYV)/%&-*HUFB*R^HFVQ/'>M'_65ZUG?>:.$5J#?4;E=OHKFU"W?6KVH]5M+VU0V]Z/-MLVVF&GBO=O389@;/PG3.+II4DX]+)SXR!?A =O38>N%G(2/DN.M][84 MUP/94;M1L-^(.;7K^+EU^99TT'DZ?2VA;^@\;P^A]\[<\\' .GV?Z/0]D$WN-R+WKRZL MR_=@7+Z_3B;8L|_'846Q@(4[UUDI$M7;^ID^P-76,WI\-(+-Z5VFWQ??= V$ AOSR2C&GK M'S?\XSPK74VSPI%7](?X5^;?>0%/O;'>\29R)24U#(:QE&&8V!VW4ID-UG3
M+87#RK3JRZM3FU9M_>N6533**I8F]J84#BM8Q46WD536A0[ZA<#9/_6]F=3M ME]*)))9?ULF[9^'Q#!D#WR TT1;,W"VC<+G<8-QWX2A329T9S(.(FC MF5-LG*SLG'2L%E9+J^^-/KEO7+EXT;[J_SAZH0 ^89\#KNKQF=7I@_S$._Z M5PR*BV@YZ/4,3^Q 8S/M>J!2YASA-/GF8DOSCOG!:& MB;LX<3GQN2YB'ONP9-@]AM|"6*(?CJ(93_X>=,Y+# ^(-PP*B?WXH?S MQ!!X,,(&/V_Z<(:>&R2\&(]Y],S0PF
MTGOH./!X\AU-/#]V[KP@(YB9(]A#&E.M1G?3)_-7GY4GO*|\M9R2;D*IXUS3 MS.E]/*S=,\]C'/MW(D1PZEGF
M"A!R3G<94N81O.@M6PF1MY%#,4CC RB1!)T^5P! MXN,_,Z+;>K;2[5PN8"OW?CHMT"0S0O\$N0VNNN[6,NIU.V?%
M]TNVTRNSG;7XKZL8<&D[F@.7EU59N4/CY7!/K"?^G"6@*0(F@48[]$.)E8MV M=P??
(\9N(O%ZK\1]EU^KY85^0XVP2(J8"AAZQ@F;K["5T@H <&D4/ZP%67BI MHJ?RAQ8"890#@<]^P0*
<>18#&21[(F&>8E^X4K1<5G3.=67+95DH+596R\I7 M05E]@DPY+3&.=66*EV_CM,QK2SBT,<>MU8+6$EE5'7JQR,(75,0)/K)"ECV.
M=;N+>7>ONH:E#)EV>K6$[1;7G52>7:)?;]"H>C62<$VIHX7'$I;V6.7]<_"NO]'>FQ"?:K6# MDOSY8A(AWB,YI4F<8ZUFF.9"IS*AUQ@\/
)E&*-K?+J5,<,+NS+V3_/D(95 MU+LJK_0_"C.2M6?^9!0%4?Q:\2",/=R\OOG?Q/!$<%<#/OVXD!L4+_^##^E+G%$7EY;,0=Z MNZ.>"=B#'.
(_>LXT%I._?O>7+Q^O%W.O,(IG7E#@7O+2=S]]84_0!%@]'"^E M^TA6Y?
UDG&8]QO'*&&8GO6XG7ZT$6GZQ",P*%/G'D1>,7N(=SG\!9>&3KTKP M+1Q3(?%)YDW0I06OW^JQ-
"1%/AFURN]TK7+;),FJBNHM.,]#/]BUZ?6X73_- MP7=6$GL=YWW]^$E5XV95"1>$7L&26T.[Z:$Z\)G>@M=\CG4%CVL M-(]Q[-
W+T$'I9;]'=P;"D02O>4]H]+HE]P2-">UJN/G'S\X75'(_1%ZX-QCZ M=_T',+.LXC!FUN!CY0A(=ZM3 MDY^]@,[@9BH
B&_1U7LK9@4581>X_DL6(U*9,7VP[A-43L?HC7#&8.<#HCA3 M[TZ@!S]VQA%>EX8^<$S^Q0L?^'SQ]*;^/.%
1A:B0P@39.CDX0GI58H517D! MH&"F,6@ MM@C]#NWQC+)@3"MVA@)>"L8+(+^?3/$U2MS(9P'7)MX(#6WVDP#^GPSE*29T
MBIYQBOAUZ0*!PXB!261> -)X2901.#7P)_Y*1LE^/ZDX_P3["X6Y(&&W44Q M 3A%MT]4Y.X#S7E<>,6_,G_LIT"-<*1?
1>KBBX$4X9H3^\E7>, #YD6[Q)0-M(/X)GM;40]C?@@U 9AO0*?R4/LS9OUOOT$@(?S!'(#>QI/>^9]%8B2O#?V[0#OGDF62&?
K<5TP(H8W4VZ=>12G MTH^=Q8Z7C0G1"I17NSCZP@@]GD"^"&46"6! !QD*,!$DXAZ1DY$&Q-'_@/8% M$@(0^S-]%8-
R[V!S#I@FB,]#$@JPB'P;< <\F48Q'2GZ#&-? !&YVEDX5 XR MH#>XC]>%X1>0)LK%5X;#/5)PX(L[HB'0+U"<@F:(<"0?-
!BR#H$=13:NRV=Y M#4#&2W]FXUL)A&&4,4!'0*L$!O(^$VDL\M/B[2"3T5X>ZX.@4KH38<;2M. > M)27*3T9!E
#3DJ(8,3OWEI:_HA@$<,3AGW3H$?)3$-^>'Q)G5*R2I#P<(A>, M3S+DBPZN!/VHL,HPFODC>OT\"B1M25BSBC@Y M*I"!-A9LB0_!B4:
ZRY>G$6Q,(@ 53QO1%Q@3+^C_8U?AS?[Q#9X+7!;-,1S M%V/)%VAMN1??."EUFH40A,%68 $S;RQ)(($'/GQ*)O!)F QB8I!=YP;Q*Q1
M[>.DD,'^^_!3<&P#R.H@UJU*8@S#F/0!TWZ"TPJ_$ M %@^,$'LCNZK7TVLR2H_1.9B0"T;'=^.9]!",&(&)('/D.R3[T%Q#DE.89" MA=&"%-
+%"])'*,FUAMC::BS=4"SV9_+?7QNQV)V:2?]D:0_(N]2/HC*74+5 M A3^0BC9 W8*!A7:W]+JG0A9$\"8-92 XK_^I?*"PB=!#BC \"Y\T?
*_B.E@PPD M(=DV>Q_DWF&;$^&C?I%(Q>.!A1N'9(JQ^Y)%GP#!HG>!A:AJ&&QW_AQX +&; MT30*4.>BNT_FH"WB#;-H+)^MWHXU[?
SCR'T:R OH4G0@P<(EO++R'-K/I6K MY(!!'MMV6C67JE>\7[*N3!+XVYP!=A>A.160F:8OXMI=LM%,)K$01L09%Z?4
M1;U[*/7*1R3J%/Z@*.YD.$LD;Q !<3,=2FE!H, 6< ,(ZT_H2+,8B$= *P) MXA*+TL"CD$.(Z/M]G8.?*T:&C5;0@=CVA;7' FRAQ">N1F4B
M+S%Q[944RME<"I+F#PG])OHO0==EBI5Q"JD_/,=899RJZI*-6^WS1Z36"DDD,M M1KB@$D1(X,T3\5K]\>9),$:E[T1*GUZG?
Z'XF&HCDS.0AU_62 M.CS.2T@K=:T6UYX/UU];&C@H, ^:% KX_SF%T@0Y_,@G'(/!$8A;H3%KKH-M MS"25VL&<6 ;'+ JV$P5;B8-
HXR/2L)SF$,>#Q:+69M%=VY\(NKB-"HK0=:A* M@6JQ[0PW8TSKDJ02:\Q'"E(1JO?)&_Q7FU&H>RP8U$XAYG\5@3^-(BYN&TU]
M<L_OSB'-[QH2D,)WFU3IZ^.'_L_>M36TD69O?!U=D](PG8%>2=4. F7DCU!BZZ<$V+V!W]*>) MDBHE5;M4I:D+6/WK]UPRL{D(;-
J&1R8]]I#%)5YLF3YWZ>D^8#3"),,07H MA=:'5=*;F>,OF<1ZOU2=PH2;>(F8K>WLU@?X$OQ-X75'(2W4- MI_05H8"(R5@F_ Q/'.XM/
8E'-F%ZEE +A 76-.:9UA"@F&>41XN,C$FA(@$ MG"<1)D]"1Z:67'Z7IO,Z3OHJ6N-OGX[>[3+!;7I31 ?SQ#I_X=G*H^ARMIQ_
M%/VO+OK'Z@7=Q1-]RJ-8>-E]9T&MLGQC=6Z(IS=7!^@8ZK?3P)P.1>5RS(C] M92ZQQ(A81/5:L(14%]"',H-_X[\""M[S\ZC,B1Y)6?
02=]@O-\SD!V%.T@:H MJ$(G"OGG8+&;5)V((I PY"]S*!B+3%61F*K:T1E1=0&.G%-Z43^ID<5/UBK07E?<>AI$$8&8S/),/X\2T;6%
M+=FED9@W!O)F)CZ39KF_.;@>W*1=KI-\0"+"HB6000[PZBF"N(7_,;Y=A4N M=V'QY[6P__&WP]['^X5$%C>PLF'*UO9C%J
+0NU=5E#MXW>47;SHCP)WOU$^F MK3I(2E8 VK=8T8+Y(!=/<+RZAE=3JI%2W#<&=2BIU$KE)E5=O9BB10 LZ\(+
MCJ'613C+9LW;J#E;YX4#OG4!!PNA!%O*;%2KR.QPM2$A@C0.=:4)]AVPS4W? M-=7CJE]\(<[8M>2>B%HY4H!_X%/-
TJJNAM*U7VBS11MS*E&@9JJIC;M7FI=_M6'--99,>E_C;!I%NS5BL[2R,T>K6ARQT\A9%(ANL$>&(U0R-Z0SIR)Y+_^I8
M'+3W:KK/&IC@S/+@M$^@/E8$F?!,CI6H-C6O"R&OF2[!5*7HYH9^_*O<;GYN MKVI^Q@_VP2$*U_=(X\<>UDV-
G[0R[>FGK+EZBE=/>5+J;>\6Q O(D'@?;X7 M^X$!&^Y#>]#EU_=!.U"K7T(1GUA,0?GFU)""M1TE?+';=#=2[(UTFX?N$6BP
M<*X#KVR0J"R;:3BT>]+@=1S-/Y=C;S@7?=\;8X2)\KD;#5WG*(VE\+*G;2]TOF>S<+ZJRV#&2(I^D""CJ.)@3-YCU\L"5-XB MH,HR7
4!)*H-J5T2WV$4MR$;W$%?;HKQ=3$3O1M6?HF_P%=20UBG?HJK_42K M?<KE6J6"L5U]*7=!!]!B[E:'3WJZCHNLCE&;"C@5MB*0?
*8NA M]T+92D/).]4)#@?:"PJA(J'!+ +)\=@Z+HKW9!&RD\417I*O!'SL%OB1P78.7 M4A,727'*##48,HZ@E\<79Q4D!1U3CVO6%WZH6-
>SX#\&1@7587S"95Q5/6XB? MM9NO:I2/PF=T\1]E*!EO#6=NY='3W6@:X_04.W,(W1^:7$C:=Q2E+@3X\2.2![@D%2]*;5A,\=),T*
M':%TQLPS6I/I'17@^XSJP&]!^5U: 34-RBB($]RE%C5#\QP5=C$Z:HK'R-G ME,,"L$3XRZ;$>Z%FEAK_L-=4A1D6];%.N)33J$5NTX3:"
[&+*RY2L;++%4D?]\ M1V^E2KK?6&LW<3;^>TFI<<0)_\W=H8:5%-/L?.A?[6)'J4>[2CS"!XNQ6Y-Y M[/CXN+XACCA;3NFO-VE9TWJJ-
F9)3Q".*$[T-3L&LX]$A1TOR;54-&0;\L>4 M]*+2%-&[U,K M++T-E2H!IE#4]Q:AM?R<[XZ;'6'7\%EU\;\]\E,$ M3*M9-[SZI%)&
<7YE^ZBO$,XK948[:=;UDG5FX01@F+677+8]W>_!9VBZ?Z/*)+I_X?84= M2V*X,JKJ8F4 HBQ23<:KG*LK-
[":7!:GEK*:VM\HP]=8O.&/4$!,\U P7AFH4 M$JT857DJX_,BN"N8[6"):GLH2^*P9@&%84D]6$#^JE"N:E!9G7\L[VGH(;H7 MF-
P"CTM9X&A2(78]!>>4PBI*RB!E0!1.?JLD&@IHXNKXWF"JQXPP:X=Q,XV
M_K9?;'A$53E>1&E@B@>R,EU\""&E#BB3G$B=QZ2TIMF),FB9#G<1C!LSK UQ MW)H%C*GBM0YPL628W*,[QT*N-F+6' IW#90C4:,:?
8W3G\VS\>ZQBBR-9S^)Z M;&#[3"1.,?T[[O@Z(714M-#QRA7Q[X4%6!$[\](2\H^*J:D;MI#ET_85N0<" M1P
DV43;3*LHI[HCQ,I"ZBW:LN_*SG$._]ZTYQDL(:E;%3\75N15F4YINHP MUZS^#J.Q5)#
(-8OK;$!M*I*$(;:::FE1W'O@]7.$[%+A7#&UL^[OIP3NHY5-U?+LZ1Y/:UDI5;6K;ME?**,"0F MTL%F$YH?:$"&J-
(59G#"OP97VOQN1+^4JH'2O'^]C:?%WN+/-HN^R9H<_"Z&K MH/6,XO/FJ'44+B\72.!P)B!'%LK5NZ)$34!Z,*2P5 ;G@,.]9!CG^JZR MS0U?
*L82I:N?"YO.5[L"GL#8C8?KQYQ,T7%FYCC9J(1:W"T^WX]))T]QN(Q5-M8:4U[E"+&B(%BR2K]KVUIV=!',?EYR(-U;=LXC'O%+;[JC-
4_@OVR.*JOD5 M99K.K20M2LF[Z&$]5'F4Q-U#S3%QMP?B)Z;8$ MV$0(2U5(CBE0@GT=$@K67
'KJ^42PE69EY46@VWU/';MP.?)XJC4)/WD%D9%%3>5=B%$?B55]R*=5RKNA=5K_)>EC>E8O_!P ':A MQM?JFCM4?
[DB;H/WJ;QY#.240"0>Z+(C-5$("W]QB-N*V7]4PZ >#"Y)H&;< MT*]-4H#N:##""L
H0JE.$Y7,PU97=]S>N0_+:L"21\P>R%@.N/85"9:_MRSK MH#+'0Q7GA>3RV9)I=#G=DX-VN:OZI1Q(63TUH%2%5W)_UW-X*O[>:_2Z!;V.
M2O U1>*R[2VYT+I&Z'LIQH:C7<8:V6F M@,,,AX%G*F:7Q0OI2%S!EP?>.:+;DB*"KS!^V!:T,7F'7K+9^^'8N+'M);RL3 M4ROH55[O0'*8,<-
A\8V522K=YN\2Y8GV 3/HN$*1S&BS1!BQ7=KMR#BUF07 M.RZ[Z+*++KMXMZ%RAQ%2:':V1E!"XHQ%DV?"B5A'HKV[0K"J=["#ZG-
3A%. M+-<"DTMJWL6-"[:*Y)0#).%9P<,[*4PO[P0[F#$[J31UZ6O4E8I+5#(M(^M M19P6Q7XL.90.CAN5MZUVV[$K0D<.]3A";1-C3BW-
1R,<%8:U7SG0*R$W2&W5 MNP&_FU@[B^W(1XEV:BQ&&+*Y4>Q%J:*B=!3\^;*140-W/4&G')8QTP5G=T8@
MJNH67#Z:.K;4&=B[RXNOH'6-X%/:\,*K'0 G'O,<)=\SA< M23!70RG]E&.FEEM4>OTU: G, U_@.\S9DL$(+-5NFO$H/E@:.A"#?^J4_E2B
M#LD0-% >N/-K8'MIE>31B# @?C"=2C_@+O%2(\DR:I<&2B),3TN/+%|WHVVT M[+YHT>B;L 9RH-4PMN:<(B:QO/>
MR9]2O4U/3J0J$WP>C0,,2)]J_C"(XTHV>"!U"HOF7C*:3E&E)U1S+L;$2&F; M/$HQH)%&N:)'"$.K6G^14KS]KW?
H6.!Y\08E$T['L#6Y:CHE8>RTDA%8TRF/ M1=O)6H')%W#9*@T&-R7T:N"O)N2S&"9*,Y.^19-L66\JX]XR^1;IKVZ9,4%7 MGL?
J/!!.C47.BX]TSW>:DTN+L^W)D@7]-<9E5LK-6OB-WX\#1X,Y^3 MX"O+TZT:>5T>B$J([8LE-.!*L*K"Q@\DPNCO9ZJL?
B%6OX)\QL2K<*;\KK77 MUO[UF;/ES89J*7C<;/F=NWNDK/F=SW_D[/F=[WFL+/J=+ZAX.GTM^[JT>G72 MZFL/ZE'3Z\O%E7>^.UA
^5G^ZEK!!9)GI%W'"'P Q$L'N1W<:/GQ5DXC9M,P+G;FJ>A]TNM4B2 *1(%/8MY%QL@'V2 M>"OCY#-LBM5;NVG&!>,81CU@G9*$>#9?
J%D.!&?K\-7=;0+6(SCP5*T&"(:> M\75=X(8]#<>ST(/H^5CT++!1&E(+! 9W#59&)*64=R$B.@DPWP;Q_"O$0X;7C
M((X8A("NE=R&3%_79?I@/,S:E]++\4 M_G2JGJ81900\C&S1G#TE[S/:L3>@^CSN4:?*ITR2T46&?,!P'!R"9_BWF3:B M(R_,2>0;SK>R|
<[X2HCWE_@80L,!/3HFZ?FJ0)(55RI7?DG@+T*NZ.#0(L%W M4@>_0@PTVVH(H"1!FQMT[%AP/4B0WK,7&7&$+/V&C;&G1R\N8""+O
UW;Z+R M4N,6]"CCTN*+C5K)H:)8ZU86!5@\JUV'5->P#;S2*K4:C0+J 4%D0PYJ@U[M P;0 /X-9X$>H7[G&F*AB1;XJYC.PEFM40@NAI
M'P);7/H#CU(+548O'5WDYK,R"P_ R.*U,QT!PZ_A:Y*MT MG@(WZ>%K2403RRAB'+!=Z(XJB]>V!+'LC#0 MD?JWL>_73^$6?
@;/%]X*;B"&BRXQBC)5'A^F*2FY&F>JDE@O6Z_;ODQX)RP& M*BV4A'+!2A>\+JTK^\6=^T#0B3B0XN<8KAX\<.QQLJZ
=Z4#%2AU!*Q,I5$Q M1(2E&RH*I7/]"V>OSIO)3>['ZF8V:X!"RSS! &*NE#P[ZBUT2GF:F@H;>.H\ M#=+=HP4D)G6:LNB
R*'/+//O6Z]D,">%-J*GF8.1*VD-#7D-DMMJ.O?@AK M!9FP^VDG](@Q>NJ8QJ30([$B7G&!\R>R,2*VUG/),1T/R 5P3Y9Z>\;$H6
M2VZKYR);)64LEC>&RZ)*3$D_E0J10R_-3#DSZYP4;%R!'GD!Y7ZK[*>;NA% M$>+1<=P[P?9\#AG!-0##&Y[W]U:CW5$%OP-
NM5M$%>576L]'T:>:_[G[V-/Q MAQ#K#E!?@562]);-D$\,.W:+?2=Y6-317)TYG'V'\K%78 M!?^HN6,*N8$$JS]ZR&2-LS
HO:#L%UQ*]+IMT09B-(*?ARPU_OEZL"&WX&MZ MAMO(38>TV_O]D80VO#)# F?<)TM M0< YB54"$>7;:>%XZS*?
&/8W4/M+:.7^>M;_U?6>DI9X>'OT;3^X8I1!J@Y4< M[^[UR[[7_XO>0)!Q1A'YF/#FU;_?&D,^54;F,\98OPS2SYN_\U;6<)8$\/E M6??*E?

L8!1G!9'D:WE^9/+++%:=>QHT'C:D/4"]MT/.@L--4F-3Z1Q(0Q.! MOF/2 VS]TN_@"YBK+'P*/5&NQ 8Z>HC Q%PD@-Z$+&5BS8?*
*5,BDWI_QA!0&FLI@!./,1?_O9M;X;C<7?:1A_+ M2%G0P"$G>0)KICC%K0Q@# L\V(WL4E@U&2!'P);*_5%.70 7[;-X=A9A!}'3K M(TI*
*$!F10N4>SDL84\B-8P]GK_.5:UPU@-XAF/O$FPNW;>E1^,X20D]L[13W MH$X$*S35;FIV;W$!=@J\K6-=5L$%Q5N7-M\0IJP6"_VL&[>P-*
6)$.3;Q0G5Q M\!{3A,KR4BFX4RQ8\Q46T7XA!N<56#2Z^P*O(3H>TU/=ZBU22/U%A=1X/HUD MY2M$.O5"\&2M()OFPW)NX@R4ODKU-
KEB89RS .3??M7_;=I)%'.KK)M:=6 MY*=_MS>?IJ 55FK#ZY[F.%=GGO"#A_#'FR -6]_F00^$(\F^(+%UCFR\TO; MD&;>V//O_I>J/F?*
P:]}N _>UZ[MZWGR8.3OC7YB0O W?OYX=?;^Y.KJ/WO-P\/]COK;$U^T555@Z]2!7N0CR_9O M7 T&_&\">?OT@S"V^"H30ZQ\?
*PWBF)\+-0F]H360Y^.;@] MB2"*8E5'"E=&!5F M9(F,@@&X8NJA.FN_EJ[]4Z2HE=57#PISZD=\X#/.%QY"'8<1/1')L)NO.%D*
MSCMXV!,_7=L/9!\CCX+_HK^F206N"VC]41SB2!MN0293ZV,(5FC]/+X5UW) M9A>:B\?)/#;D?M :/IY?']NK0/T>9*D,1ZIW#[.9!9(K&*
*<47>8BFYBE"A(*9 MI%]7^G5I)7#4#UG+Q>EQOTQB*BU6+&=C:Z 10"R'+>=Z^IXA$)<=XPSYC!JT*
*M&+V8.HW&>9SKL;AHQ4_AK^#]SF,^MU" N\E^"1C5*97E(9_ !L#'1B-)]WKI M=#=5+9)UGF?HC:8E-E8$(-.?]D*,9W-.J(NK/?%9TB;R**
*(R'GRG1 !>8]{VZ M4S'U8B/$C#VPB(IRTZR.64Y.3XSU=:)*$TQJ4ZD&>'*3.>R.N.I!S'%R46(- MQG-*
*$R;YHW<$_\ZH]90]_%F>H%-8'^1!Z)/# M J>'19G6=:+HS)=@"E0NGV=-%:J8#&T*0BH:4U;7!Z$AOR@+=*DJ8(3FF]=2*
MJ+0V%%]MW*.^%BBNMME=-8)/%$$H.'E0%M?&D/P V#B!Y)\BLM5=I*L0C M%UY :T8/&K/'Z!!0TIAJ@/$)WC#A4!(L)@]D9EI3>Q*
*M*6"A!ZGY7;HF1=TYN.0X]->Z=BK5*_7X(VQRCD<)M28,'W@)+A=TQQ DVP"+ MFA\J8H\O__A0OD?(X+HX8<925)O\YOT "EQL/=**
*M(+H5K(.[UN%9\ CS.&Y@!R;%@(P4J/.XY/(D=;=42 MPT$7(Z)L$X8/\O"@L4=EVBH,:1:O#2=@ERD0GAWW"19<^ 'W,&/$*0GH?O.'*
*M38T#59*HUB06LI^N'T*=8Z0.?)3(LX[>3#=/@.^0J+S^U/N3\(PY2JSP]#5M M6BW+2W1-M)\4+L3+FPOR*
AK,KQM) ^J6[F.QC5QV'VE1(3^(N8XN"6S M)GK-A:.'U6+$#MZ+[X0#.F@M?)'T&(!)I*$-#7!HY+^,98E%L%/5.==&GP1 M/*
I0A8&/S_M7<.FZ!^TCYJ4K+I7"M\%+[5_M$%U2)19O[&_J_>ZJ9,- +7NE MF Z,?4T]FZ!AL9L&'"_O%+?*
*E_F*L:_1J%]J&C312/HLKT@/9$A1"&3J_JCF M FM4PD7_LG]^NO-^;U++\-G$^%4$1PO5E>, MZ;2NZJ,_1>LDILH4'.],T3@30H-+*$V3S/I;*
6DJ@ZNL^\%#&4'#1<[-+[!'CW'2'ZP0[S^"0XUMN2%],K?'Y M%K+%5!27LJZ.
(ZOAO3@],]_#JC6@DH32X74[K\Q7E>V]Y)/.J>SM[YU&6Q\S MB$8%(Z;2%+6%Q^ZCY900?
JPZMW6[U&]F)4&0CV09YIWT")6>/VFM/498#J M&08VD^V@E."CDPAK];'"!^_Q=SL**WA*[& /(4>+L+MB$FN@.NX-3+$A.1HO*
M^!@6NUZ>BA6_#>$Z)ZO^P$((XR!D^,Z?Q-?8GJZ^GDNWN'3+(Z=;INA^*:fH
M[#7V>./5;/1;OBWK,]#_#:@8)/AOW[R_/&TCI6(S<-.\TO::K:ZC3]GXY\0 M-O-?/_V2>#,0IS_J1?!\"H;X_$T0@?D-EP3#F4<%D>#91*
*R+K>&XLG@*ANS> M2F)D\8R6Q$1I[^TSG5\S"UC$_F;RM&WFT*LI?J,78)UVJ]$ZE--[3^XA D8_MO JO?*
M&TPB6")2Z.3,$=HI%4S0+@<+_R^I1KX*^B2L(O5D]W^@? MCKZ+M>B@#67;^_>3DA95!S;)\^P-(;K:E-,"D_DP2^#__$>Y
U1##Q=9W0.Z M +"D(',DD>%0]D6^!HO9R#XLJJ!8!!^L_7F6^OJ?R!94GWKM9ZBFACW&9$08^KK'"%^PYC/.Y77ZY,?P\T|
*<)_LAH=>UFJ_=&:&'[O-NA M,_'1PN>^'^2M-^1XXT]+?^;'49$M4&*29;/TS>O7M[>WC11^)7EX0"2SUT'R*
MGS3[$TCP&OY3QQW6V9<#H0AW4GMK==^;UVV/K7[3-EH'3_TULN-KXM\%E6T8 MO,4.N;I_3Y_QOD=8]{Y16+?
V.D;J=6M:>W.=S'4R=YW,7\F6+9^;12M9B!1+G7'!V(${BHML%Y';%U96 MZI^,!@#.&M+G?C@M'-!.);'Z^924!Y-6@Z(V28_E&!*
*(HZ$TH7K5R,_+F>2V M0<453#YPH#'K4&2.Z2B(8_Z2"&U<$87SP*C54L"%PC.Y*DCFF/V7(B];TREQ MHBHR8/]4)0D:X@IK^@UN_?*
%=JO#580FS._"#K9(Z%-K$L4!Z M4 X\GRLA+ S>F&*>X7)03J7'3#AK142)ZK0-SP(QD;$CY'UL7U)S[H?C .2*
M"'<"S_.!_IWJ6K3Q2IU/A&$NYWC0XZ?V]=E$5]WZ62MW-XSE7L_41-GU/' MIU8-V:/BTMCY!(^K6JA-MZ0NN X[S1F$;QAZP=0(ED(CD*
"4;%RUL()/#%ZU-2'3?1F%]YS04D()?P?>HZJ2HN5#Q@2)F$_!,.(Q^I5;&+S7S2&4T/\COC>VARP# "# M]PV6ZW]S9CFX?]A?
R)J30G%SSK[3V9).@WU@/0-;Q3%E-V,%Q%(3=F4?.HD9 MF!X,1;Y8)DW^8"I1X=JT4K#%IQG'').)SHHZ:U]YABAGLU[ZNO#1%&"HVDAK
*M#1E!L2#;D (B8%I4CTD^TP8!3K7$Q+1DE&IM7(@ACK@,&'H=[R_FV#*:1FF M^M3RCK1)#^^(+#+;OV$PBF<^4*V17@!+3*
*.A>RK1@?T?^Z_[^L*4G9\1MDN@NM;0T.;! 9G&J9 M*$?5KAU='(K:/ZTMK2*G,$E2/%?7J#;$6XEZ0*HX .9':K8[8GD+9ID9!H+B*
M)R+=.C*;7(Y(GF+ ^/I<%D3E4"DJ#HX9:-<#U.I=[K(!$A4;KR%:N!0&<#V?#T'K]. MZ=M2# ??F&("_![\&=PWV7F7AX9N*IJSJO*+*
[Y1NA,W)\>/$]FB(#>@)O] M6@<>Z ^O$7:#;J)"^;J]WS[H[?>>+0QSQD@&&!BIV:,WEJT#"DK$#U5G:?& M+*V0Q? QD%*J*M'*
RE'A%PL.KD'/T']>DOY:[B6CGC6&#;$KU9TK\;";,&(MKDGRS*@ZDK7POOC+'#7HMS=-7BQV36JP ;32BHX1.0/3"(OH$"40I5C(EB)Z*
*MKJ@)>-H@!71,('TI(*3 >&<33P'B&. !V.H8;4^"EM4R>FL'"* T,I_P/3Q< MCNW1XDA?&B-_-*
=F6'[_7K/>;JLMP.%GD)'S#=]RCYW(AEOI_[O8G0-1]HS_1 MLQV#;JE0]-G3XK^"8WR#E1'$2PO>?2G;E4@&LR-H;^7NZW&=6/7@C?
QEK-I MGC-?<^DEBV/V_(8B96\X01+(>!&%*$'6<;+8V>3Q IS$-FS9>L4V8OF;Y> M]HJ8ZT+CZN_20AW#V%R"^/83U>*
*(TBS,%L("I:>PE1NEBIP=[!0.:A)>67]*3 MC6@X63C3IM1D4:Q;O;I\,6RC <'G)QI%I4WB7%>!Z|Z7A0ZF=]-EVE1T^XL%*
*MLK'"%+1&'SCQUYND3MD2T>E4V3Q]+6;6^M1FB52BK]E[O"9358XY&_&1!'5TC MU)'5';K1P8<6MH#=B*H:&KF;D;*
<5>27;JV62]+N+E+Y>]-J7;V[_['!(SP4 MI)=.5,3I366DQ=J8B(>\,CZ-G@P)'^-D MEHK6<&%G>W$M0!'$P%A,$MSYE)T ;''LVH>U?*
*]H&)^)B\7$*Y_CN==@,4?9A MNL9Z+TZ]TZ845^GD'IC+LH!R"@N] YY2\7WT*!=R5+S_(ETN2CNV(3;L#\WP M#03^99\H8S(-*
*E4OWH&C?IQ(.6!6=@O8WRUGNS/N^MK/>X6:]B>L2=U(5H%5_ MMA0!ONL:U/"CC,V1@D^@@;1PQHCY!8L 3'ZFF+(*5'OU76!W8-*
*AWB@*8AOA9 M4O;47*E0WG!3M0* 3G/$;2U:\Q$PYF%,>G7\MMQCO2]X'5!4LC*6H&T$!A< MJ]1RT5$2%_WV(YKF<"/KJ4=*
*;P\$BGG0RL\65JZ>C3Z2P22!SYC?VR47L"5- M.B! ;7$3"DGE)@]1+:BS2J0!R;*$A0F5(!B-=9J6*MQ6+!S=U4/<8*
],&E[_=.T_E/SG]Z.O^!=5!] M_^F\'2(&]9(DSY.7W$E&LM"D$,8.R)8.5T,AB6&$PS8DM##&8X<_#38':AP M+%%EVA]BSK"MP!$*
CH3Q3M7(>!!^KMM]]J&#N9>)_%Y;]!III "AL;PGKX MZ7_.8[!NQ;U[:+7KKB:L@O/'$+ ^S^Z;7[-1[MK9ZIFL]X-3M5NYI7WFPF?H-*
*K^;L,PU3\TD<%EWSVTHFX-#=Q*7VEN-UH&-5$ M<5+RROI8GU X9&^3? PL^EZ<1.,0./6=] DKZ:BSQ_>FU6K5VRW'BL_(BMVJ*
ML6)A8OV!/_Q>$U<808[&.@S$Q<;50G\:Q+Z7@&=_H^X8,L73,UK>(A[I)88Q MZ#>GP)%<$[-LCA&F^QTW"K3$51$"^)4TR%O6(.O-
K#T0YBUW@9[S NU5]0+U MP:A =+J;Z-^ /8]WYC=X;@2FU3&8#0%(W8W?H]MH.KG"N61KE(5&,4R0;(K M.Z&R^NJLNAY@\+2/]@_?
*M+K=5KW5W>NX^_&,]Z-7M?MQ/)$Y:AC0+'_(6)S5 MQ!G8/B<;OQ,?S,2?8YP/S/V+G6;]K3<'E>+YTR#EP5I]*D5>Z>"_*PI-SJ*1*
*MEPRS>K](*Y1-QABA9>$XG?$O6^(XR 9BKZZBRM 8P[%KY=7KT]^O>R_[E_@ MC^=]^%\]X9-*
*Q*52$[@/V5:N^\,A^M]N4=V=+Z9*9%OW<(]':?R,[==F]$>N MB(9O,Y,>5(U)K_(0? @TBD[S;#XE]^B=S/Z*4(.:+K40*>^.[J1O@BC%IZ?$*
*MH/@A*CC$&NZ$H/Z36&I<=Y@%@7&!(K 7/!FO'& M*&RR!D^3AR- [NX>M7MO6I@O_SZPPVTH$VFY,A%7)O*$9?;=5K5AM+ZMF-ON*
MD&(T3:Q;L Y%OK@5\!B494)#L]A) [5JD/MAFHDJH$ U?.%2D.*:; K3=?% MEJ*$*WE+;4T,&S[5<_DBH,EB?UWYD0:.5*.0&@Q4A1E<##*
*<=Y=%0S1*5T4T MEHH-MV@&R.)HVWP6ZAK(D:1R8%-!J)N:5)T EIH/ A_K(8<3!-B)QFBUB7B*
MZBR4CGIP=C26AT<=KFV271IW6!.ER3X/+F!2Q2/X] 31#KS%:M4IZL\5(-;2 M?6G:.56]?
*Z*8/@.E@=O@F:MXLT9!*,L@,XF&I^1)QO68JJVG3@YUA:VT=6V;U M!,;%Z8Z,\&6Z]:@C6P5!9C*26:*P,^"YIN-*
/M.L=U>:GVOBP2P.?:C:H&)'J M94KCQA;1\NQ>C2J6N.Q].PV[DO%WU;_I(=JPE?_|_6E->VG=WD[*8GM)N:*
*MW2I;3=\X.?/XP[N+D^NSZL/[]\(-4;SHG]Y?70\=M%_?WTE^N_?BNN3XU_? M?SC_\,L?XAS^?77!OJ7V?8..7'L>*Z2OB-DQ5%-^*=?$"*
M#/F&E6X-EOF5KPS]IL35RTQ=Z C-P5FB%Z;OREZCJWR,(BRR$&UA7:31%SJ-
MCA&H)IPY^R)H5(_0LMI"Y%H(LGPW%QXL!ZYZ]V+/W,F/GX(>35FK-Y/)3/DN MTXNBK4NR?
*@_9XQY9/PU\/Y0K93W%;)^3=*M2%+VRSMNG&>GK)V#6^4,E"M]A M+JRT,JIU U<3Y3Z&LBU^!&1G%,HWDP [=H]XQGRS:3!VB!BO#-*
M/23;Z[!:AH>,+;)X#Y8/F/;=[3\V6.<^=<)VZ\]=CL"<)?1K",I9&(_:NI3 M4_:14[_69DIKKB?Q[=J_#V48?M_&'B-5^H^_'?;V#X^6G?
H5B]UT_3XC?6/U M51&;-CR]+I7HN,QQV4.Y[.2.K!)W1CA^<_SVN/QV<=HOXF 6X&@B<7A,%B=S MU5?
C6,^QWB.WF)TNAV+3N[ELG;_9OC^VN,K?W$Z7DF/,M>6HL'@;H/F-\RBK M[U]4TI&L&A7:/>.\;@F,LQUQ,99(CS?WE:1Q&F9D5K9ONF
M,%:OTVB_G##6 [K>MB'>X6)7#Z#"@0M=N="5TV$5U&$N=.6X;#.A\=DCLF> M,7+EV,VQFPM<.>*
[.$NZRBF,>$DO0^*>/C2/TC1[LD\,9W8$S1?."AR6*:B06 M-7S(5,H8//%KC;4X%^=>Y*=#;R8??R]?@VW$F(D$[KB$7)05JPWU:A'?
#LNBUD,12$+$.$8,5H.*1;A5&VDXB,J#DE$%77A)_&6> M3G'$SJG8067?;AZMQQ'JGR)H$'VT=;2K('X)43@/IW&$0Y9O) T-C)54?]AS*
*M/YV5GDLXP-YP0G,J$SED?%?"?/8EO(='[OAZWL?QV>5QO_[VP]5):9Z@)A"5 MN2M=IL=:&SQI!INMX9!P"=]48/76?&\/QS=(,9<>*TO]A!*
*(*L_+,A?408"[: M>/!16PUZR50-[F8PXUMX]"BGN=<(7RUF$AP(GI0(OQHG]&II+;C!*U!TGZ4X M1=EGD/;/P1_V/;6B?9Y #0_&A^*IT)*
<+=8OK^1@%.-E.(0K_#%H\2"_,X A42 ^QW(!8/Y4K.P!$?T#3I5I<>]%L. M)X;#O!0\<8P(U8-<+
[[,+^E#V20ML0E8'TB=,7(^CY,$1B;"'!DF:(,3T$-[) M?-(Z/#Q@4$;B_4]G8&$T9,FT,K0JQJ&8!WY=3BP&8%'9\$X1ZCD4/+ &@\Q MC^D!?*
RH\,OR61$XEMJ>S0$%"D-7YM,0J5. ^(V2(S0MKC=EX3"#1L')-[LDX#4/33?^[CC[J M&[8X;H%2]RK[58#-WB!%,_8I8617NUKTP-]*
(?"UZK \C>ZMQV-X,JG_C!O<; MA5_T_N 6S_T!O<;!^X$MWJ#AXWF0Y/]V[E!G$SQ0^^O\Z.SZ]_!P\;6V)< MN2MXQ_EU>S_T!G_T
*]QO[.]OZ097U]&V#QJ]1W7PGL^M.M 90CND\.@%A@_R MK1X%F[P"X.V%G[5AG/;O&B)Q6K\\?:2Q #O1OUJMO=V:B![K@:]VO^5,V*JY*
*MZU"RQ(N KY,B(E3)@WE<)CW8=O9M M/Z:4[56!3==,S*D0EWZUP+B;=;_-'.JLO<\58=^OIM+%0T0]$^Z3%^8/G5"U MG9)PTSQ&88Z**
*<]@#]?OWR[,-9*J,&V=9'LBKL/@S+:SW6/I9<=VS\1V"%+:_M=K9[=&E7\/(]\1:[<;>5\W.?*80UEV-WVO:O"I4.8NDN>!!E%4N5G5O*>\W*
*MUL1\8XAJ,T/--KO_^Y)2Q$>=\@_YAY+<9"7>STE= MKC3A-_R(I?15*Y[?=DH_A47T3'7]CO2/R/9?62SK:/]X;/^UW1".]H[OMY_V*
M7]]#XFC_>'S_E:79CO2/1OJO[[QQQ'?ROMJN[C-U,+G#<"KA11S&U_>&N=-P M5^-%';,?=]VYT_B6T_CA"ZQ.2Y!4T9Q
A;S0E5E]=63V6;+8W,QX,X><-3N MJF?>GZI0:M/'U-3'\&ZTW3%]0]SKF8^IU=C_AF,J6-[ZR8J5-KS)\WA<3[SH M_;?
HV[C]&OTDQG]VZOE#F#2?S I:W)@C2FZ#IHW%HX>D;8%\%^'O8K/O>7,"? MH\|(BSN#%<7^5PZM^R$=]&#5?">GG)_U3,V'OT*
^!8N1/\C@U6PN=ZVA.L MF"GQV/NKBCL6T#"^1(X3F2)]>8U:63W_SSQ50V00NWW+;]\3V8%EK?'4^LU M'V+65_@B/L-
9;HV/MN\.\UY39VN\LX-#UV;QO0?AVBRJF,1U;18_*.E=^:%K MLWB)M'=\{]HL7B+M7>&@:[-XD<1WM]0Q:QKLZC083B54*'#*
*<&T653H-=S4J M=!BNS<*U63Q*:=&_Y5RD%00U],)X@[ZA?3(>(P8#?MD+OBI"]&/EQOT@]*>)>T M<\5)+Y'VCN]=*
*<=)++I+U+M[GBI!=)?$?["N6977%2A0[#J80*'88K3JK2:;BK M4:'#<,5)KCCI\3%@T_ET!HOV$.#!8<%6N4;IL*70*_?X*

*5,S4<$]P[P;%#@OV1]E<59\PAP;XL)-B#[G;? MPV(+I+UKM7!_M_Q)I[UHM7*O%2R2]:[5P\KZ:M'>M%B_X,)Q*J-*
!AN%:+*IV&NQH5.@S7:N%: M+1Z_U<*+YI}_NEA*];N/0U2%7M=VB=ZB/]=G8<\=4U7:+_MGFZWV.LUF]I=PK5;5-=*
(^1';+;J'6W_E7+M%Z41;^^Y$'\&3J]")=N\=[?RC MM%NX=@K73K%%Y<"NG<*=H&NG^*'V5Q5GR[53O*QVBKW6=M]#UTYAE>"[L[S/*
MT-D:WVNO>Y_OY=HI7#M%52A=G5HWUT[AR@Q?(.U=.X7C^Y=(>]=.X=HI7B+I M73N%D_?5I+UKIWC!A^%40H4.P[535.DTW-*
6HT&&X=@K73O&TDRNLM@K73U'-_M?HI6LZU*P \,7:5^=1LJ6LV>.J?#SC>5ZO_XYU2)^I]#W9]TT'(=%:ZCHLIV MRH_84=%Q*
RP>PRNNT(DV74?%8SAS53I1^TA_{)8*-ZC"=58\X K9E*XS@IW M@JZSXH?:7U6<+M=9\;(Z*SKM[;Z'KK/"LML?*
@E;PDL]RJWRP>]O:76N%:ZVH M"J6K4_?F6BM$+I+UKK7!_Q)I[UHK7&O%2R2];ZUP\KZ:M'>M%2_X,)Q* MJ-!AN-*
:**IV&NQH5.@S76N%:*YYF4H67)8$7NFZ*:G93[+>*Z12NF:*RS12] M WU,KI>BPKT4Q6WJ-*
+]NE\+U4E37,/D1>RGV72_%8[C!53K1ICO11_#>*G2B MAWM+93Q;WC*1>X P\E4L54B:NQ=S7V/T*-?>\A';*
(5OH>NQMZRT+ON+.]1U]MCF[<7 M;//7&1BOLI2G^>95MAN%)5FWLCWJ-T P_B?\K+,BC=:AG*I(')730782R1M^*
M'B=Q'OGU81S&R9N_->G_'>DGSKZL>!R]NM&3)KFRUX G#^+$E\F;*(ZDH:7P M\BP63='$]]JYG4<\1.5IM Y*=K?_VNU^8>'':BX]*
<(R%#$(]%L-/>4VY--D)!?AG)&7A'\#7_1!O#9TYF7!&D<@><$G_G,Z_!@0?#;SZG8^;^[\.Q),)P\>#%PR*)_*H#:M<&MA'RI/)4;!(*
E"]MB.Q/%I_?*TAL\#+R\3HS@9ROHX#WQX=.+Y03Q*Y'|S M&0WGQLV#+R7SN-ZNB78=F#G/8#GPBX$7AC%LUWB#X*
BJSR/]Z3O=FN@^Z#L-_MNJ?/SG17<0{[?R,F639+W!Q^?7M[V_FWI_PZ\@+TT:[K7;F]G#11S 5P?S^@Q_$)>GP,3# M203?8CP'OL^\($J)*
(3W_QH-3'TMDF'@T@A>CBSZ9I\$P\.!#8^1/BLLTD.? SOB.%]J#/",.; 8/2T5$Q!4 M\- \XP<&> ,3M9HA<-U%"EP[@R?#7N$I7IA-*
XGRL+A6L"4Z"R+X9A$.%2!=V2 MM"&N)Y+N98C7!RDS@@L2)RE^/T^)5$N4]F EN"2B.#TM_0QWS2S5(B[3"7Z5 M2*|*
!!7O9I[?8<@0=IG$7N2!#@%I-?5F,WPA$)^I*#RZL<$XC_.TN#VP!:G6 MAH^&=4\D'F 6S'@_J3>U%Z=WE$V\K-*
BK]45UU'@P*!I0GA2TQ4B&FC'O,![#.4),1IE20XQ"DO"9]*/ @K2O/1",B.DM8'H3Q! M&L-I\7>!QT#V*
IOFH9>$Q)!T.X#0^+GI/..7PUG"#R*#BR=QE2"JB E,S N_MJ?F6]4":.)2"D<^2TB81W"#](I9?"NL)@&F3I:IXNA*&4<*
"\HDNKO3_/,BLL?:@+!)PV M&9AC6>?2&PI%OO'"6V^>:M_BH-'N&O.FJ9?5P>7L-0X.7HGBQ\+,L58SI;[4 M+8J5(J;\+?VKA):D?*
G=/_<_3MCL2L3L%Q?_IB0E(EG_]+?K#\=W>P01WIN0 M'WO+!%:_^NE_KM$T1H8\AK\B4QOGP+-K?*
U9SG#)ZB69UT)26(@WKX%_=8_U_>P*_"PBX9Z M]5:#^!I'((G8KH1ED8R^^_0B-E8B1"DJ$$_A7&A] N)H%GI# M2:8G"EDE1)5*
(35OZX0PA.4W!ZX"3SX:D",H4W&@THJJK%^LU69M"BU+9+DK? MX&-2-!;@L)5)@[*8]+^J#K@OV'L^?28DO9@T0SZ:!:#&0XG$,
(_$C;6\1EC M$.ZHD7$K8[DI*_;42[Q9'J82G/KN0?M(7)SV;>8A6X\7_7.<9D"D*]H>*/ A MK!4,%K 3P2Y)29-YH'? :4F!*B%I2F-*
WH9^2P>'&P@>]S4)?XY6L40M\]G^VT\G[Z_YHXK=C7.7YL,AJG8/#PDLF"B;D*VPL!*Z MT[U>H_V*_F@9P?3NO;U&B_]BV\<-*
<066!!DNVMA!EQ$+$[T0;$TZ"+V183R) MX?C2"3"O+_;;C<-7QB] GQ=Y07#E^%&7IZ^1H]1[.QW&IU7XB85^RWX 6RU?*
T7I+CK)&0@E..%A M",<',@H?5GX#,*7';O^[_ONSTY.KZ_K%*7K^ 2QR3D\&6X 8";Y[HVRV"M&9 M?@N$WFT]4IN@O'4-3$RR!'3SC<>*
)C(>J44)+2K3+/=![JB93H"PHUY0\ M;*)O #)F-@,MJHQR%GG301!Y.I902$!8 :PLG:*!B8(,V<02=^J.*BO7LIGQ MMS'=S7'"%1V7XUALF,?*
P.U;F0*0;*Z'K1:Z(8 PW&4IW&OJ>$>1J#6Y$ F:?& MT42OHX8W=Q9D2H)'.2XDB&[@P5,Z_Z"DW^C.:[GA8U0CGN'G'E.BKHD]#4HO*
M4(;1(Y]^..'CY?B^N3XU_$06@\X%Q MXR\!6(T[IS6!5]_U0#D.[?4?4UOZL,N.'O3:XQK)6P[HG ZQ?143$F"&7'CI1S!D=%-*
8I:34B.@9&-8SYN>T M= MP0; VBCXX@F: MIQ/)Y 7G&HSOMC$$+8V ",;GI6AA1FSU87$^X*!+!6]FX'EPTQ@^8(F7H:T M,))+K\RC*
T@"F:&%.+2%FS'Y47,5C)2J=\-;GHJ?SK"23=:-_2&_8-W:E./1 MVE,%=@)OB?U /"O:.N:.D)P+>MGR(&'9RIM6@6)K8[!1H-%*
XM'5.\W'WQI% M%/D BQ.J*9^-#;(BDHIL']#P'LHP)(X-AE*[Q!EF#B*IS8,9WI"(XZL>QU>U M>E>\2A5.MYUWHI0R.(Q5,00AC\(&_*
%DGT[Y M!K.-HUA(AA3CH,Q9*%7LMVS.X%H4@V>!\EV4,Z]S4?JQ>*_^PI#K(ZK;>U/; MRVG1Z5BDR?!?/WG^>%IO-]O=YF&G^25M-*
=L'C3]GXY\P8_*OGWX!!3H)AC_1 M!?I!.@N]^9L@PB1!?8"2XF@A>$9A,BO@N:IGL9Q3AK]PL*S;V6=_^?+W<%EC5 MD/2>"TF[D/03AJ2;*
[6J'1!_36?FWG(N?P<\;!84#9@M**K,Q5XNN 5ZKT)NE M\HW^X>B[MD-RS136M/<7*G%:15F[*<6A5=5!+()?^F84?)&^36A]6YDDY2I^*
M];&#I5K;[]K'8HD5BC,JLYH$F:P#-8=X/;#Q_,A:0+G%UA[AD;L3"BK @0VB@4,M5AJB!=_M#&QO;%*
4#0M@X+#KB5%F'8%@*XS8$@L"98+9VCB__^'#\|?*DWE8!T@DE;:P@*5C,9$'#/*Y.-A[13:&:2Y'HBW$ MC,OY90H%]VE^0@VV(!?*
1'FI!14,ZUN/CJC%NSAF24::K@D#D8. 8[,];]!6* M#-*. MY:&N-%)B:]DHHL PSY3*T +VD> "$O>'K7/*4,;&!CAC?V3%E*
M2JV2)Q+TE]"&]V#6FB@#JP_\A6(;,B4H)!RDPXG$4BA./D1U\XL8[*8@TG(. M:Y)@12K?PC<> Q5]\YP!4_*9!)'*
5^/F5Y&>MX&1REM['[!RJE]#+^_)>RK M$N73 4JVD2U^E%!"48?!^.06R,MR4GZQBX=&5.P)3]XWDI@)HD"/EG#AG)<,*
M9*8Z,6^(%91V-)UR.DJD&L4#)\^IIC5:Y[#[2CUN*15$9\Y9V**NU_/<H=]Z2Q(BX M0PN32=X8-V[O[;1V*V;K_2S)*?G]LB8D^$1A0UR*
EN+L M^*K&B3="UR=YWYRZ!I0Y'IS*O;U3=!!!XB6D(LT% .UL09"@[.1,.3?^/^ M @ILH?G#3F^[V3H\:N\?O&EU]NNM;J?*
2GLJ/QJ'MRG%H# :W)ZY]XIW,_HJ M6?LU\7ZT5!@'IA?GTP\0[@S?_]<"[.J$2#:$]:[YCK7D!IG_] MV,K+]I6W@G5:Q54 52I^ZQ\?BY,+Y,^#*
(]%]T^IVF\"?W7W'H,_(H)VJ,>A; M>9X#=6/Q]F?#CK_.061B=4!T@P*6B@$U9V(^."L52H+XFUE2%R-4X-+4,=GH MJVK1-*
2*Y(8Z#9"CZ*NPG3KB)AORV&-8"=E/SJ-5Y(YO-P_;!@6/69V36;M68 M]1,FK%&"_NI1/?S+\>V=:_8F7=X'5V[XX#63H%Z)8WYAK*
M^\;T^2:_IN(X:>HNQ3->BKVJ M78KK/ '/?2K>_1LL'YG_%83BHB:NAI,I[$'\O/%;<>6-I*HU.EF,5:V^,>#/ MT659?4L^ +O](;VD,)*
(HHH!7S*X8OU05XZMOS\&;SEZ]VUMS<[:A%]+G:B%< M+<33U4*T]GI/4PFQ>:WTJ"FZS2NE7M64TK^#- 1G[^)=31Q/ @EN 'B[5_DX*
M!Z*+7S>NDU@1<>1&%3 8[?.1FB]!,TWC",M;/TFPL\Y,9OUWC$[?I/1?X!3R MP3D%?XZ)>599OV-BJ?@.>N:LROI%><-E4=Z WKJ.?*
M/S;=^=VBK**I#J%/H7 MYWUQ6?0X'>MTGC(:?^N_ZRM]UVD?[K1WP13;K[Y7(8#QF&5/)BBBU6IA#*
MW<&>DH*7QI*CO.9VF>Z2Y118>A# M7&@+GYMR^M"##V&!NJ[Q'11GNK:?O5AU=Y$!?8RMU50,5O#BJ_:3;KS6:5+XLK*
MKMW@7;F4O@\>\1\U\0M<$+ F1\B5)Z"%WGO 6A*OT>\3#TS7WXN2#)N!@6V/ M,:T8J1]*:]6E6V+L"P^,WGE*OU]FZ09MZR0:AZAH?*
D.P&#!S(\D\+-Y^.'1C M$.2QN==[_?[DMW>QU^XT]]N'K2]XO5_A+R)R GJM6&^,^#"1;TJ4L1M:P1 6 M;;B#A48>TL/H$K!S)X:^!%_J>Z(*
+$^TIFJQ">?2"/_T3MM6 ;RT B#QO16 MTO.5#S>*L=*6&S#Q=06\DFX7-BZ>KJ'FLEAZB$8>4F7^"!.$$#T>U0&C2U?T M80?*
@YOH$.D15MI0H!@=L1(PUE@A.E17+4&X@MX#&?V&]H_)@=5LI/1WIL? H M:HWUP-*
O$=O3BCQH'00([WV)1)>X"81'1K4JHSUSY.Q,9SE+X7* +O,ECY.>N M\AI7GI#M2:IVW;+W:)S&&B%W"I_.!(X+7_?$9SFW3A4_GL@Q];L*
;V MICM/9+W(Z"N'?10/$;1 N^SPQ9I!CE1GH]>:$148F,O&0H1EU[#%92A+Z(P, M><2GZUOG2G"@?*
EJ"4"Q:TD&NT+^MT$>04G4VD("XUE2ZPQ((=7L_2%:X[R'4'O?3NH#ZX*
MC=3!VT'7VNKDGJ.WOL/ABSI(G=LZ_[Q+LHK$RTT^6E;GD(M(!T=D&]+O>U@S M'QR?]Z_*%0>FGN3L]*-H-0_JS6:O"__3(EFDOH??*
*$$]+W\+3"G\5I4CL3\. M U>N>,8JXI?:5[DP@8")"5<00O7 MT<;LPZZX62(7@/,P,*DA?E.M;0B7LJHWHWW4 @O/<>D+*
[B!:!J.G>!W&4<5' M;A_BV+]*#[^/,X0D3.08.8M@.%.*V()A].Q" (A UV2/$ P48J*;W MP IX@I0:(#6@;:5F5XUA/"T]9!?*
IM>]-7R]^X/5_7$@W# M5^WF!6\-?NK]-T$:X^I>FPV^PB:G=AO^<<]J_[%/"#K]SVI:?_U54\\/.YQ$@S M_*
#__^0C_D\T1G3OQLP?/2BY\4QY.8YY+%^[LI^VB%E0^&3Y1NE^IF(2A>)"LXG<*;1^#L/,ED.A=ODX8X:9326SL?CZ\0*
M4KY_*J[F4[1&\RDEFQIFXM@-4"XF#MD_/.BU]_>[G=?-YF#8Z_;\SF!5Z&%3 MQ97W8:1?7'YX^_'X6EQ\N+P^_7!^]N$)H=(?D*
!3,N$.P//L@J"Y^C.T)+A8 M:]@NTI:5:CI46#P:KHR&5.& !]J+-7%C?\4>V53Z7'LT4KY7,:_4*Y;NN?@5/*
M)N3D1RHM.*%THN>/48Z,WU>"U(4=QR&-A345$EY")*8ZB_XWTC27$$$]EWY M;6.\VB,NYM%P@G,V_E)-*
PPH*AC#7089&P*,,'NV:)'F@S^QC!I>.LK)K,\MY3@L/Z!]R68PFV)R?#@E*\]EXY:[S'M:9\9Q7$V2P(]+6 ;HIV'+MK!HIU/*
M&.UL';Z46*>J\]!^<.I02%W1D;FR:*3S")&1-&,)R-"G^$M9LV.U# XFLB:F MZ.&;"F&JGGD!B&-0=*FDNCG&X*RGDS@30ZZ*2VHTEM-C-*
3ZB(6-*RUM%!C=@ M0*('X\,V(_XMCB^)ZC?!3.S+**:_X? A74:A8# MX#S&4%?G@84Q0,]LH<#&$&_'*PX5$.!!8T^<)I9-$N*@'ZEZ1=I-*
/,/41Y2O M>&CW3VC$_*4UD<[&3@]PS;&9KOA9JGZ!H/XM7(!$9D^B:.^-'4999,1&F0SQ9$XN$#,V9J^RJ!%:GLBJ*
M9I2]H+YY)W.^7N:P=%%(BB!6CD_J:LBW@5548[I-16X)%*6H8ER!>U*[!Q>% MW0?U^S#/C/,!"U&5; BFRVDVMMEQ068[9V]/*
M=A5HG_K.QX@:HJXR&O2\\QZ\OV:WV6OUFATU6(;A*+'S1T8),#!\NG7064#L MNV_8"%T:$9[:HN8\LL)314Q)M4'@<^I\VOID];*
(=AH8!X3W,?R#L?Z+XF%-$:)>"ZFWKEET M\S)R18S)B+Z($ M9?NN"#C036[U5AH.K]EHL"V:^RR9&$0B]TZC\%9URW,5#&ZL"'G*
$\,0RTB7 MBAS4:PZ;=0U:?-&_{)^?G)_K0:192;#!YT]R'('# 26P4'Q/3R ET9P6$HN- MG!D02I)IR]C)F*@A8:SA]?^W2^*N5BK(;K7K"F&5?*
UO/U4QYI5@>27\AO9]{J$2($^[8%6RP%U@FZ#@FYA'J(:6SC5^M(;3KB' M6A?#%Z%=Uj=ZBIH2!/;@3/RXF9;)?*
=84B"Y%H"W/+F7D9FS)+_M%JCU='I0,5N#9<A^H:#H,X(T&0PTO-&*$*Y$]YX<-IG;.V]J?)6$=!=N[\+_MKBO)Z@-;'-.HT;LE-*
Z]I8;;T34D#E*?144>_#9B_D;Z+IQ\GO&[:#WWND9\ M+Z.Q@P0GU/2'"?")FHPAD[KML0'R+1AS6$HMVK*4UQBVG8H0R013UX,36R*
MMCXVKACB-8^Z(>9OD8]'W,5I/D+CVE)$-V,VG;S=O-ZNAN0B(CHTC$K-2 M.$M3]RTA$8OI*
LQ%S#UD^W#VA%@)'S%3[9G\N9W2">.IO[-YW;K5UR" YGRE MN/)F>UFN3+)XA**S"S+UO+/S ML_=GQ_US\;9_W=]3NP]K M$6&*
E!UDSVXC." /5!/WC68QH@Z9@!G98<,D3E,+9;J L%]NVJ!ONE/8B9I* M#.[HFZ_UK9A$6.6N! PRI*K(*G$QUGR769A^4V*[9:YK&IEM8*
H3O3!3C<[N MU&05:ZC;: E;?-&27[3,)6]W7UFGO> 6Z#KO5+/_-T;I'&89XO-:$]U\5:[!/1!="L#W?.L-\@V6+-S9+OHMF)]*
MG4V>\HS<$57^B+KNC"I_1NZ(*G]$[AI5_XS<$57^B-PU>]PSHGC21JQRY9GH MVIS9%P'D#*RAHQ]W'_!W4_9@B;#K/%/5:?*/O[5ZS:-*
C',&#W33&1=V@-'H4 M0JP'+[=U'&J,)\O\^%W&Z&V>C[Z$>H08RP=Y2[,#QE..I[Z3>B4IZI8Z7'"]]*
M)_4N&4B0209ZCW\X474L_*]K;/H;E^FY<9N"LF#/2>E[-#QH./!'XN@C@<=#SZ,H.LM'U-]N8J4#\A6/DE^OF=2WUP:?F=O*
MO^K:V3%E?.V:H,,6]D'GL--$)(A'2]C?N<;2P3WX9/R'$7^#M'_2?3TT6GIG MK8"NS*+*@B>MRN[-*
OJLJV]I,:A#,/OV]C7%VLW&VO*M1>KBU8L M=\,UW\N'16&PEXF../G(I9@UT=LK_E2NR1W&A'J_T^V*B[1_BO5,+7'1/RWF MR-*
D!ZD4B5(!!FXY!MX5!KZ@'77B(91_/9"1";R##&A?9)V;(XX,8SSIQ-,]5 MIU"*
<:G&JY8>_N<_9O*M:.AC9[LU&&A)4]7Z=@1,T*G*=\L&$HI<$<9Z*O@\' MDTIQ&,<=X.+ M"HI!U-9L'AX!O"V7P9FRVW09CE6/8Q6N*
X)W@_G,?8VZ"==TPI(]V&H+U25/ M34H(N,3FN-&G9E T@HS #8H^8Y\%XB3'SBAW1KF3015SIUN-O5>H[91Q;*SA M_HG80?34#'SJ-*
*"NIO)(OID7IG-TNX5,X]D$E"@!&:59'GKT:|SSU&V;!2G] M@OO*J0'4V9:.E1^=E0_W7Y4MN%D>@K9"-7LC@PB8D)HMRQ^)4P3:B1-*
QZX5A M8UNXTAEY6\.5!^U&[U79MNJ?EFRIFCC8:QR^6L;D6 \4]_W65 EU8!LZ[ENN*

MX]YUW%>_X]ZU:KM6[>WJO')'5/DCJY5>QO:P[;T:O^8)'NA+8J.!RM$ M,L>#C@ZU<$+B==U7WR GZA]VE46.N9SG=!.;3BU4<&;
M^S(|H5\735NZ[>-=_T1D$!!A\7"8)P+ ^1G/;$C44U0QNM,>EF:=LBXIS%V6; M+LK)",=W#N$'E5BI'=D5,P!A&N#
[OERQZ38Z9^^[I^>O^Y?[X)N3FGB% X$ M!6<.+EDD.DV12IQ&E2[&(L"! M<,$HX'Y&-4)4@7MX"MQ#3>UD%*L-
@WR\W3#*1S9)XGP\L7J][L2FNOG5JW7FN MVR4H+A2#>>%K PE"FIYEQS?YJ]7BR.=37>H9W0;.T%UQWJL(=!\77\VG<&9/
M,KZ^O@WAE8M2]{#5-KQS\>EL5[2;]6D0Y9E<--[0TBO 8S!&SY89/&1;1*EC MW*UFW%)/>XEQ?S]SD)R.!Y^!!W\,_"!!1",0H"%C?
NB9QT/O)@97>9BGL\ ' M(@1?&2SSVPGXJ/CGX^NS0GH&*3;!@PR=ND"V"V0[0[YJU_Q2>CX"?07L-,[B MZ('WM)LYOS%K6&S?D2
5)242*2/2"D?AED\D F8X>V6SE.@^OAX)6;J%&8(M#(!D@I7F_ERKG^,3 :?^&9^"130@4[L'[2-Q;* LIK>$TS M+T\E/0 H#MZP@$\&
(3TAB&YDF@5C7A%^9!A/9R$LR\=W+WZ 5\K1+OQZ(O^; M!TBK89PD#"TH/-+'JVGMZX9/-5>!FN<(K+%OT9$ -/KMT09Y%XY\WI'S5X-
P9UD2Y]O+ MBLANJ"%L/IX/YI=H9OBL8/*3>U[XK'G/'DM-H3;,5>=P'O*X&C\&0T8BVJY!W\>8A1 M-^7@:)L)/SI&I0=
A4/)W(*_P8G'\M]S+\)<#&>SF-X\F2.:<%#KC]#N7N2 M)_&,$5J/OJ..9^DJ*TNBM*<^K(J:-M24/SG;U-FF3N!4
MRZMLOG(&H&.LIY@9T7VE9G^E^7 (*FQ;>,Q92UO#8]ID&BJ3]3P[V?H^F?DCJCR1^2ND9OT\!V4=9,>+$(X)/5-4<]->G
\Y28].%ZJ*O7TJO]8Y+LA2*<.QZL$,D<#SH>W#3)7B@/_O!-
N.;W_OH+>W*^KBQ$O"N3B5GB:,V#DYO=H5%Q,OE:YUU]6CNI*NIRGI:C>?
MHW6W*]ST",?"3]JHZZ9'..7CE,_WW5S7J+NEC;I.6VT3S[M&7:=K?PQ=Z^3.
MUEC)%L"E5,DX:LSI/F9CS@N/8NG1I2Y]M8W"S#D.6R/,VLU>8:WL!-$PS%/$ M!;6-
&!DEP$,LY4Y.K\0,+ ^7N$P:Y\AF"@[.;>F8J(=,%2!@7^'*WP 6^G/YR M-[>B-]?!#GT?[)##&W*2QDF:*MH(=
[G]'73[]YS;CSC[LSQ,I9YZ>W%ZW+>\ M_HO^9?_\Y/Q<,_O=YL'^7M>AR6^;R'+._=:(K(LD_A--HF@L#A>K4V8R28,4 MD4;T?
1T%@R0(508"C)%]AQ+OF/7YF/5M3I/2P0,O/&X,_Y$:V>DU=]&$OCB% MGSO-7=M-=\:RTSSN,E?.+:] /&8# F5)]2#
G&TI0P%+/2].NT1O,= MBZG"/ !NL&+*ZTXPPN!7"(^%NN*;YC$:4K/-)<,63H5>:IO(^,XWN\+??. M69O;=.\J&S?
V(F#\>)A/L77*%]C^]7TT+TDF\VPR#3RQTS]W3\]?]V_WJ7Y M\GAQPC@:RP057"0Z39"81SYB\/H?PZ]Z#/^XP+OKJ_NG"=^C4,,U, 5#S*,
M5F<.__[%F=A.@FV-O[RV#.VQXM$:'_JIT;0>>.6>1 JTVH486(?'<=4_/]D2 M_?=OP8FX_/?)]=G[7PSPQB.VS081;!\NY\':E7X
YV68IW!G98(ANF&8^Y)+ M:;RALN+BV62>!G$8CX,T0W,-_SD,O"@5*3 ,Z!,+ M'Q[+> S7\!QH2+*,Q%5^7
MZ*)5&YND(O5"B=HP&7(L3X=O-H+1>J+_XBT4V8(P/2MU!NPUQ6O9A$4H;70F3>[Z!-\')
ME,AJ#W!&,I(H06[PY2R,YRM)%Z8QBAJ.]0S& NSQ*@/O&H[R=Z3")\2QD"; MF9=D$1S$))@1$7WDD&"0@WW!OTM@@6,YI; T/+R\-
)!N0"^J1?LLYR7^P(<- MXQQ+3.&U2]AZEHRK%(1]QT'8.PC[ZD/8;T2;J6L/!:Y)#,KAJ#3S%HR1&D<*GE42+04-1=)1O-I^&VA+3 J"))R$-^
MY$HDZAJ4I;#LSS*#WP1#%H&DPT"T(F-H8543 R\%01BS6 QCE.KH?L58XHJ+ M2F0P'>1)2M(.U-5-
.XG23Y:)@G58JUPK4.@L,##4[$46)&,$0Q .I",,H)\JI#[S95*Q[G6DEO MQLH!N@QD&.#&>0>XNTP.)ZROZ:BU\AYZ,X\L2%0/2LFQ?
B>EQ<$I^'Z)\S M&!EJL4R"4LD6; WX-1Q&BL9OD$ZD]9K;./F,N+5PX+ 1X"0K>B#"\H0#B6/AF!^D)+&@\2%D*8G MKL'-X<>-
K<%;SZ0W94LG3[#,##9V]O"LS?&(%N 9">IYDVMG>%GH,T4%M2Y@)@Q-F83LBQB^,)[,3!85_=&WH .1Q;SX1C#>$;LC_5G)
M1NZ],44WN)E/U^+8SF9;8Y@V!A;_A]S6!0-8B@Q.G=!*W4_(%N*1S!E12 M+A$)^05A!JX!V>7><%*C:Q1*%?-35OG*>Z1(#\]4,BCT^-,C-
!T+\4%R*?"9 MUF!7WL+A*JL]RJ<#6#;&]2GR:2BHY8A-79/^JI(6"*;HS[N59O2MQ; M^K'1_ G*ZAQC1$,N(9 ![Q0:F>V#H3GP.:U^"-A
MR :D,3PX>%%<5GU+X4?Y!6.0) ^L;V;>9^W]@]F!=L>-9YK2Z;>A_!*4549 M*F,'-XX!"OG?'-X">S'UG+NV,$;;!ME>3&-B<
KFU,1%"EO1!68-<17@PNC) M-;63J';,E(@6%CA+5,,YY<0[_!>MU9JF^D%49 M/B-OB+OVE'#%(\FC /8JM#.$[[#$'O?
FQI,Z["FIE52/,@969^:-ML4HTCG(M; R[(8/JIYCSH\61P3^05F)T01)0"*RT6U22,]':;YHG[21>]+E./GXA9=0R
MX7SM_>R2N9\#XXUT/.A+,(6UPUGO@4>I/HZQO-+?NOPWZYZJ%SRJ.OC&F.PO MJ'[)BQ*7QEMYY*CLF]7=$4\ /H,C795[Q*,5IW'L*_GT-
LG'8%W;L=/'CW=_ MFR.NC(&9LC58HX&$^%-YJ/!0&5&O*'U.J;3"9[0BBW#5?,D&R:F$G^"N(@U] MM'WVS([C="JQ<[0_S&KHAI^^/>
[SG] 9"%;*_BJ_HQR1COFFJS>00,L6-,<@ M]#7WL")X>4T:>MGY%6/B,G@7F(EC]9H,I3,&U96#Y.M,(8YR%D*^AB6*<<(O MAY?
@^O$[TG@B)2?6? *,-0>1E7%Y$J\G1-L2==='PLS>F3U'Y(_T$2C$!,5^# MCZ%++SY+.2N^B>Z9?K%21"N#P[5"@M&5
AH4(7VU,XPXA(%9)CZ,?C2A7;)+ MX7G3F'^HT/O++\.M@?\6-",U(>'"2)!?Y)0=?I+NZ+9+,/+)\@!Z6^8F"-@I M\"3L&'P,E0Q05+Y%&T-
^9E^YR'84E)8K^5A;3__- [BP,B!N]:RCCV(RG)1W M%IM+BE]A_L,HT31(4^U)6$ZG?OJ3A@=KF*(!PS"^@:W^?
_:^M;EM(UG[KZ"RI[;L*H]VY'NR[U;)LIPH M&U_6? MSE-ZL)N?3FH4Y3 8)6&G#2?WBT%ZDXFQ]STX2ARL /N*5UW7--+(H=R9Z
M$&%PV@5V:/>]K'[' K;DN=*Z85<::\,"MH36O!L;;=-5E;7H>S<[4;WUZ8$R M5#"EABT!&8GFM&NL[T3WG&=UM&3
1=/[T]1TUV>BR[:GW4:7?/P./_L[EH]>K$W4(=7ILD],0E<6 MZAE41O]HZCU^I^1DE.A_G/#AL_\XV9L9VG@.K>@)F)D%?
D\#R=FIZW*:L:7- M 276?!W=9H,Q;$2P?' 4N\SI5-#]+>EH.NQPR1!3*0LVD&GHED794:S6+K@O MMP5?,R&@Z\M)#MX?DH-
#HMA4\UB02^TTVLR8E:@*S<+0U8IKC+60 M&C8N$@:_MK(A+A@UY\N,]-(NM>%O/E4^&U$ ^XF6G,SCGA=S<$H_-K0:K;;!+
M(3FP<3.?8\.D I>?37/X&&HV_?OTS<@&*S;:!KA+!UD+W!GW; ?-D'\BK7K& M@_J)6^?SM@CMYB"F2+9)U39+SE#17\!V0F8?
22AK=^]=\++A-5@=)(K'NZ:T1 M)0 T%5&?5+4%9]P5G+/0X)X$/&88CU;+98=.J^0*7 M;$JV*K:,_+'SH9->N85N;+R/X[<3
ML\MFETL1P+URTFCB[<'=_EPR.8@&"(K/@@B;PHU M\\W,-@G8+'#?;[XYG#9J^K00\A>'";X:#/)F5N,=MWU1V-G-!*[>#V#!?
1R5M$7:$38W>YI9UPHU_:BV6L,I4/H;XF.(]..HN, ^!\-#$O>PV'FF/7GEFK-9O M./!/@M_(\D)VR,TV""H.$85.[;) ^%2?
SHG.XO31T[/"_HL54)7I.K2_M:9GZM8>B3GK@6W2:3&C(Y)5L$F<$\6_&? MD0I;JX&S;&DF03R5++1.)6JA7:=$]'8?
TTB!)'(&R^K5KW>%P9YUUQ1-J$\0W MKH3S/7EVW-&,/AY-+W^PGQP]'Y\;3NE5'N\]?D-S+]_+=O(.112NESX%=%X9? MH&BLJIZ5K
#L^T@$0>93DJZL)-;)V^>WO93SFHUL! -.YES MN(QW6A<'=ZBNSZZUP8Q9GB3_/Q++9;(&E"[*EF1?K8W|/.219[Z+C=$Z#B)MX
Z3D1]*9G_A8&=!8;"39&)I5_;FGD&"B($Q<0N[>5 MB<:(J.;>/ 6$K\|_\+.*_YA@?A4T6_9:"(; SBWQ-C. 6P$KN+W\&ZAI$>F3O6Q
M(B8+4+_HGR6.0\/W.TLG:5.(K3=0SDT^9Q&=ZVERO[6S4_O!>O]%&3@>O"A\ MM,4J[56*-ON",V/3,P'>5,^TZ0J1NN8Y/$/U<4D$';
[F8D4L285Z*XW(P8D2 MVW<.\?FY_)/)V-"-0+T59DB/&5_Q(EF M7]N]SRZC<<2A"V1L_+ K8Y.;H)K7)&U"5E^'"P@Z:9%[YY+]Q90
]O:\K@N MY+F[TEC:*KE39?\;^_%CFRHBY/0:RZS2=;X (DW6N<;/GA5E3+R1O*TFJ8- MPSC!<5+MBYLE"Z'-LBYZXZ@FY8_\!$O
4X[Z%L0"8MARV?0OP@(.A2VL;+0N M$";H$R>9%ONYK9IPS_$CY<5>EY?(8ZPL(ZA3PH9"9T+U.C)U"#E-
!;,.SI[]LJV5*QRM!>EAWH,P[J/.UR,>(UG![I:]X\O1%9"R- MDV.].?8%,.T)V$2C.$L*ERF/L7O=[*\0MSSM*R@KG)[I8ZAD=NXC?!
MT?))PVZRV#O#6S&DT,:-HD@[8J4LM^E.I#5ES +;$_P7#[R.#$N:?]+<6^H[X MQ,B:ZH%EKI>N)$%Q;26Y68@+;_/K/J>O4<+K6?
S#K8FP>;8]7T<4+ $C=AL M1PX]CB<;F_'(^SS\RW.$E;:70KV-%W0X#QZ/DOTGCQXFMVC,O904RTP\,1GF
MME/R8K^E%G80>)"S[E.=%0G,D\L^4FSO;6[%&4!9U++\!8 M]]UQ]]YD@8U:<;[HJI*EY@O"=6XC^_"P,^MP]TXYZ*D:>(G/CG
MOK:%:YF6*>Y!@RD.?(1S67C:/AOBI%0,+_2F*NFH52[4YC MQ\K=1;BV3H\W-.!7LN]6 LRW\H'H*/02K+E?<7L*OX1,_8,A4S\DZK_&3/UE
M%]J\"7%K.\P!Z ,WR(&'AC4=%)24T)8(L=2HDY3$U8_,N)7XU8'K8 -"OI;5[7'H:'5'*.G'[PQ;$R)A-H&_ +V)1*;ZKB.; M!<*C8\ NF0-
8#W6J>&N<<7$R]_8P4'%UGU6[T^B 9$EY);L^ 2! /2./&1U) M@K1[("9K0,@6UP;I4EW\3E;O&NZRCS)K
MBK(.4IE7RX4FMJD3"#.)!0$]<)DKLF\#8Z4%X!VPV3ZQ)S,T@YI#UV(^(J MG0KPR:6SRR-
W#;%,82P(T^6R+SVS35MMXL53[")&G8'RLWFF=_LK/(GSIW1YE16")DXE2(PK2/IH2%%3LS8EHJXH-#D@\=Z7F$9\ M0\YA\-
:_S>:Y$WJXO3I\ FS2ALY5D[F+0^EO["AZW#4B$@U$2]<*5@4QJAGG M+C:=8/NV"6^#_ $8O)0*12VY#%XKR%Q9M#J?
G/*B6ZBNZ,3D)"E>945F775YBGE7,!0&-A/V9M(W3:%/.CFB"9R/*8F:F M6>U*@;*:+SB-[D13=H'DZ,H=)R]8 K)"RBTZE@
B\TBFUYHY1!P$)LE>4^Z1 M*N$=%/W6.7H!#@M_\?O-$":.;'Z> "RM]>J.SXGU/#.MYD3L[1H)1K=Z1E.X M\57-RR43\5LLFH9KKG5E!:
BT^#HL'U/GKF-YJ,M+6G2 MO.]<=D+ZW5,7(@!N<%P8TSZT+W(38L)O@]MS)T(JMCC#B##'@'R2NB_0^^=Q
MG9)JZNCS(!@=9!J;K)ZG>I ..?N725'_ML0TF[6:/19K+DI1;3@+.&K*45#] MZOF(PA?V9TXGO*L^E)>+PZ%A52C21);GCHMT*@6@;:6-
I=!28'#KT!9:T5$O M@6-5,!G3YBETCBWK.=^30;'IR%K-K&I-9D%,9.6 $[S$@[?EIO-^M=.,9T&I/E_'T:$-4PA]!C0N\,TRQH*S?= MZ O?
@*IY_*^Z190^1!-.SL=AA(F>43?>27204X,UW8 M6 /_:3LVPA6M87/C=[9F101H M_\1ZL>?/70FC$,H=_<6=3X4V*/,3#@@MA>!%6[";-.M-
\=OL<:T2KP6PGD') M@0TY\P2ZBJ*AU\\]'$!2Y45PAR'?KMN->4FU&CY-79PR)]#,,X]3=F]TCZ26B/#'-.0XGK!M1 M-G F-
V3=U[R3>%M\LU<]QD[5S.0IV7-LGMEC=(EOH&;I@>]\RU+@)127$;, M_RFI^"$=?X:+G]N)SCH).TCA-W?"/WQFTOT+*/?C=@K7S*X?
6'T!; D0Z(*M MQ2@@=9GUZ3GLMXCUOX1T]\,AW3VDNV]^NGM0V8/*OC2:@K(*8W+6O(#3%C)#A%G10X8UI,])S(%&@
MM2XLKHJTF:L=&L1N$+L+E%D7;.^R4%FM&@VQ&T=3]!VLNILL47<'@;H^@1(,M!FA7I=QB2VO*
+=*J!ADR);;AY/)H0/N>ADGP1T$&N].0 FSY8L38^TX+1L!=]M M@@K>M"Z9S_\$TN)C^@S'E+%L/EHHQ_P!1-UJG?3X\D"2N3*
D<>,3=/:^%R9 MG9YZ_IQ 4#!$;3BKH8V/^0C)2= PFID.GN2M'9UV.HG6]V@4"Y72!?P#HUL
MG;*>/9^7E,IG/P:GJ5QL(^]"Z3$4UK54WH* F[U'&1,MY55]4#_[VN*H@BP##T)"81-U=:.%]%M\;414* MZD>9=@;?YY(4IX;$0
%T#3LJ5;1SBM]0Q7=X!)2RVNVUZ]BQY6'E;[6K=;$L MD-I!24A4O.*4RT&D VEM >=D4T=>$13(ZRX&SZ3\U)P[#!3;/T=4OB]FZQ#;
M*,A#FU(),,"B/((KDBL#&OO99V0MPD9*["N;, ^R,(UMDT%]O3E)HAW*K!B M0@(V.BBMZ_AS%=B=*R'J;\!!JI-N9(M?*&(Z%MN$
NV+XQX5_-2/C_.[F-#@ MUZ8Z2UU[%;3QLJ+%&0OIW%PC2KA3]D'ZF/E39IVV'"%%+(SHVIA+.%->1)2K^_M"=M*0L8VEF.\;@#-F-
PZK_Y9UB:@4.\G@FL_(..U]01]=$0DQRD[8*89.@Z M,T.[^$BNX'HL-&UK7W!AD:R=\5COIO"E\(CFQFZ"3I M&"
46I&L"BL/.*?"1A'?'&R[:",A)HN9F52B@'@WQ%:RXO>VTD"UZ_VDN2AT M?]9,_+L'1. L\!T5C7[QX([_Q#U $$%FA4J0#V6TM$T+;?G(:
<9>D MBWHA 4,3"S\]$-0E9UF91\Q$H*.UQSCZ]7W5C>O:T7W@@' :SM,%2,U=A&T] MEQ&'U(6$19),$>ENT*;IHR2@/BCC]
(6!J7XU;})]+H;;=Y9N/ MGKW^(8"X(*=#GR@2]2K3N(%21*#_/94,M_KDJ[:>IS0%(!/0(NV=EW& M^#9EMJ8VR&TR =:.&P>!%[ZPRN>!
#] /"/9U6[2)XB,+ADXQ]O$/%&E&W5 MV_'RWZ=O@BAC))KZ$$[R^%E\2$@'#W4AUG%RZ$00+"_XH_2TH_=\6L[HH[=_
M_QNX^'Y)3N4_GEG+K\[L(WEWL]>24<5[7P2 MRFPZC?10N+D 9^@=Z9O-U:FV+!T2?L,=]\T_S].* 3/*E#8"[E,:'/[N>]O: M?
B,S,V5^-.8^R,ZR/%D:,J67Q,D&$?NZ18R\BS2KN!$/8 S"S06FD&+&&!/V M%-@1SOZK&"RH:AON'21KD*P=DJ66@O1R*#O93F&2>G
M)#D<$NJ"-QRJ8^>[2(?#:IU9N:]MF.V3Q824B[^"%LFKC0"J#2-:V%@!^@U MZ%I]BH8:1F-;LH!!%PDNWD04-VML+QJ^KC&!

*<7*RPO\RH]XH69;G*-D:Z5\% M)"4@%WD{G7U0;V/G/RU;) R!#?2M@1VY*MZ+%[OVD3[;7$%Y3XR,-S%!T9S. MGD-IK+UU7AR0LL^S-0#W2,XW&2_$C5R#3Q+COPVP4Q.KQ^H(F MTA;>@EMRC7S#,%Y?KPV9VZ;3-$A?9A1@IX.I8%P!(^WNJYNGY_81?FA]6%3+ M@>@-@M%-N&HWM3#C>5D91(&_YZ;_'-Z\(249;Y>=V&S8FDCJ%Z-T:,T];&U1 MG)4")ZR;D=8UH7S.B2]7 RE8344$)ZV8I=6L#HH6.\K<%&=95?)RI7GG;P'2 M+E3$"HJKFJT2'YW^.#E&LPP[<10P=]KF7 MA[WGNO& [PM_<*$HO@M3I;>:TYFAE[.A;:UA\KV!,9_R.W/JZ)'D0??*>VJX M0Y_MP^!#K=HM:OB)!1;RB^F\^'B "@Y0P9L/%;QYM]9Q6Y&>H!^1P7S-UQ2< M%*CU>9EG9>0B9*XRT%MQ\<2EG+B#(5HK0WGG]_Y6[JW>?W3GT?T':GE-2)^N M3,#?2U_A_L*TG]^{)=*#G429IS57+[AZ:5[1&YV7UKM=RZ-T=&;[>U(U9!;<:%R=U M?B^7EF&X 4")C-:"6^&]03Q6NF%%O{6WOGS7\T1EM;B&,V^ :B)==QWDS=O} M^98L44?NR>C419H*Q>=9_>_'=R[]QV_5B5PB\(F_2ET8#{61M -I,JY0B]K--MT?8" @WJO:VR>]9- M??NP%:V_%J9/EYEQ!GQDG%BXC5V2,^!Z4ML.QXI23#!@U]L*EO3K#/H!]EG] M&? >NX!YP,P:RP6RQKK1]#LJ!54[D'7A8$0)K]$0]%9DV0?.$B]/H &B1[{)S M3*2=0OB*ZM'YLF0W]MCO<#B:K%*8UI-73JLJDR:4V&C_R$VX2RJ6T49/A16I M1!%>B$')M'V7]J2+M_0$BQ A5CC96)AX;+9VP:.M^8XL)R? +I1\#VWX\>T">6*]/AA6'X4TUZH8SF+DK M\J0"UHQ=+E10ZC0@?X;X/?*:01$_^&NWS1 Z0=E9-B-%D)!,^DC%D{DP1E1'(O8($:#&.T0HYAOQ#)5>9+'"{J/C'LSMOD3K;B7U> MO@G\7#K(8S,>.?^;GV.4@#3DJNX^1R;AYJEAH!63X *JO#4ON9.XC6] SY=S MU@C1"_6-D1(W%2>*K/_HWZ7/*)?,[M;CPF!F/Y5?UF$*M/%E:MJL-"NZ52H^E)EJ[*NW3;U13:E=75REC552>^> M+@JZU[@&OODG>=T&7-&FD.-2M;GAY#OB2IGK:UYW DSJ4DGM5VP!E]*Y MVVQB$NO!Y!UD\# (`RX!B&1=DU@1@+HA>Q!&@"VVLW0VL669-OOAB7_UKM;X M\0@Y"Q?=YIM$5'E C=X73QUD=Y#=76;TBA&"M;8,H!=)))\)EUV,Q=3(Q7,S, MG.69HYDGJVBOK1$^KQPGM25H9_/H/RT9FAOC${+-7,TS%*+6W>X + /^M8M3AHNTQHXYJ6\0FXT(B$OR5OJEJ4T]'!<9I,EV;Z#IEA=%BI. =N<0=BUO99"7\R:O(EX#*?.M#+C, 9?YM> R/P2X4<=X(F;)LV6,'L+&RD;Q':2D.BT2?/C* <.>C2SV"*$] MX-K:6J#KOH&">N2(6K;$E?!0Z^GG4]"1_.H 4&:XN3Z,#5X+@?BK%X,G#)H M0==5;9P\%_C0BK3D:+N,1 IE>]$]#@(T,8699XU]MO;:@> ^'T*SHAB%F-9@& MW_QS8AR&3.6'9=JFO_H+_AQ#%X3Z%G?\P?J #FJTL\E04I*=*R3Z]6UK/OBN M@AFC5Q$ R_#E@X<"+[Y{L#\X8X/T{I!>Z9Y7)JAC9!\>3:M_U+;MZWR.9)U M6Z$..Y"I0:9VR)24:2JO: ("U2E:ZDF"3%E&H?L\EZ,-:%:!VX^X4^U+Q\AR MJ)5ME7XNGW4:@BA=I"7%#PDC!VD=I'77_:T)RW#NCSK,CQ95+%P@R;]?G':O M>WN-9PI_EKN?<^N6+[NPR/H)D/5B%_?7%K@1P!5B'8_+ KS/CGYW^06386L M /DW_5-&1BM M;5D03DFM"]HB/CZQO-LX[8Y#!0N#"TK.*W Q%$FZ](P@8VV0K?>L?&FXH)-^ MPH*+W-I;43GAP;T[# ^\^NBWTLJC1.CH.BG"$EC:L,2)7]XP$$.YVD^76&{C_ MG2??H"UD;S[HK.DZ\J)-5U#6%F_IK;<__Y*<_OSLME!'P#2T!2'!C.3QF(O, MX)F9BK3>0V.#OZZ? T..HV)6V@3.0HI3]P0_? NSQZ[GQW7Y7J9+NB* M3WY-4;>U2)XB-!'\G*7O%#N-@ONG-G+*[!V"DSHW0EQL>4&$7!GQ*A4/K=M/.[. [SAW__V^/[C@^^2;3@Y&K$N<].S7Q7Y=_OW^9V?"#.(MF50MBN@.'LFGW(ET+>BQ?'-3V2NX\NZYF:'"^4AQ8_PZ2F[PO$I;X7H^G*.I MQ$_I^2=F$CJX^!6!5YK+?"4QSU->./(-[3INR+)E6A2^\'43+ ?Q*"H^8I@< M;('9K&)B#/? **;\RG'=]8)SO6E3IJI:ZL0G8]O#C+"+_Z:E@JP67-TY^L2T! M:L>PPS.9,A;0\R9'[A_X:P,F!P&1TW]K40Q4=NH8<&?IB@Y@S7UN%V6U4!;3 M55F8!I*J//3D,M:9\.I,\Y8C:1P#D;A'MI8S3S.1PF+$[>2_LEG X7W!$HV0 M6"'O0N@^1NRO+BI.? 0/_#G%4G)!%Q071%.U^B+N)TY'Z2O3=MK%HRV4*). L MXX58"O'./%/.D'G+-:Q&.(.5[V/:(O*3VW[L3)316C9QY7)UE-[U9S]\V>Z3 M^\T_#TGQ[/TKF[Y#\H0/:DOJZQ]WLFLDE[%[WCLWUQ1M1Y]FZS6RK*%LFC[. M-QJKMI"]VSDH;0<(;'_8O3K M-*V7\G'RCO[$GY'P;P/HR*8U>,%V.^ P+,.U+OQWI*X*/M>=< MNF'Q53:N53HS>M^E%QQ&G^RTIYFI /0\CY-#W1=\"NP('5+'&V5O8? &WY$!B MX\@86;@B\5IW'Y.FVP^;2P)4K!"E#XH!"YD=R+;YGX5M4JX1##LS<^[^(}*_M+7T-138TT:\,FK;*A< K70'HOLCF. MBXU+D] [F\D5%C'NYPE!SLL1MFP,0*I$?NK;Z3,6%27]H:QN5*TNP9$4'67$Z M"F1GI=D9AW3F]F^B._W9VG])&U(A!D[32=AGF:53=3PG\? D@)RQ#-(;5/96 MCE;("XOKI:N"$L3C.7%EF-6-'IC-I3] 86RL4T]B\'YH:5OF9UV%P'09[DS; M@\ROW'-:IKB98%'KO6Y!^U:ZW=ZK0-/).?' /GN:T5EO?:Q+[:CYG,X&KAP MC_"H0^94 TI>@KA*(_"#1.#X*UR;3?.6%WE#*J5 APGY)_T>+W%P=__N2'IV MY;FU.F4BO4^<,G4OJNQ3,4DT"0?JA6P5% ^16[RJ0Z%2VX25%'1W3W>CBR\& M4$V19FFYY(!$)Y=F8VQWM3F63.: HZ';[*):JHFS_E71_A>C1<*.3E"X\Z3 M_I&"-VO/%A#D4Q'BA TQ*>D(V$@EZO7*E:@G[)QKKJG&D>?0$F9*245&CXC& MQ<10;T7>"PDK* [36O5&A,Q\'^<#JUY&'A MP6-J,XXO3[/::)T_7D,Z^R+E&Z])<+-(:R%Z@?"'T-UP!0N*\2',Y7-,F8B_3 MKC:0$OA[4E'"7U=@)<. @BG:'Q@H*:858AX0G(&]R6:/SP*8;VK\?_?7=M4* M?,!RZ&$E_7PML)_=9F1 4M-S_XC#Y7?[L"WO/7^Z@TGZ MH8;J:84&Z1L8!S[4$;=4"EBFK(D/[?<*_+6\P2?2R8H>\[TI)-Y#__WJY'NX M5LD//YQ>D]'}@NF,I0)17 LIPI1PB')%V<1DKT5!QB:N:M'WM=&8D/4_Y3ZV MK>Y'%PX7U3IS3$^QMR0 K=CN46H(-M)XUF3;PBN#UBZ+/-J.,5_FQ*B_#:UQ06Q& MS->+=X6\A:1)5]B$J/)-O:.C0\%_,K===L:A%B_V[KRDGCMY8I9I/N\Z;H$> M8^F7XG''E#@G5Q7Q:+C!U@/V$RCXT- =+*27GM7.6>:9GGF95;,] MA+XWV+92\D!.OU^T?1X0X^X?WM7K.2R_@NP_+:RL9[4G4/1!O.[>C>!S:4#1 M(1ODED)9$*\VPDX-SYN=JR@N;PON?1C#"](H6>?8X6XZ0](0V@Q &_.-D\.: M\P\2WMF FK3)-7\1#ZLVDVT3;=SA1KL Y/&8G &8CFI=5G(@;/K!9;,M8M/J M#M_/P+KCHPX9Z"HTYTC%?L M&(^D?X/?4J^DM!=$J*/20C5;J7_U6LKKI9CK2L_2M@H8(QOH@Y0[] 1T ;>S MMGH RUZ3'#>Q*FZ6UL6FO7VGEIS,G2]H]9[Q#UN%$[;J9KEUJ'0:-M?0.0): M4&TSZ:+MRM6J@.,UF"Z"4/BK:SB1 0O70D)8-XD&8<.B!W=$_Q%=,7//YXL- MH(G8*'&TZCU1PATK:;,<2H/)YDPL+)S(@)4R;2P]) ^R3/>G\(+T8+-Y.S2K) M56I"+ (AH!32+$;@I%4)D!/ILAKAV&>)04VZ1IL6DJ8I @-6E6CJP!:.OJNX) M4JC.]7$O;S.HUZ57P>!Q+@>\+=+S5"- CZ(J@#"FK5/N2^J_!%V299((2'&4^ MGID/286-F?5ZCO>;$T+6'7)7F\ZD>Y*[IY;BXX1!*$$K5,+*%/N<&$E WLR MWZX-LLG10(OC5F0YX9TD94Z_@;8+*NAO@CE!Q'?- M"VN'O+97SLMC@WY@&>U4%IQ8"#UM^#AHF[28C.I[^S4^7&>+7V\8VGP+G MG>%$($P-3W\K#[3K':2LB$2WVMA4R"5O 88H\>)):.>;<.B,H4.*17&9KAIBX M/E["^GS_,F%O;XI%%"KKC2U3RN9=?&6*N^QX%.U]? A..W2N2VN2U!CFN]ZR] MMK1E;C[):5L@GZHI,L"&"2TMN^L XEM*=;J@9W4-.]C25> *2*DXMO;;'M50;EF91 MD!GO"=F/V':6@^J IBJ>]BI%=4KL4,?O3@-V:&_U4B7DFOI/Z+4LZHN/<:U MSSOC%G4$=,DM3M?'"?=9B2@G<$]0B;7TQ$$ IJGD7VLR%5/[#PX1D2U3K@$R MHM\!Q?_P169-U@!ZAK5Z02?A?ZW(<[OJQED36VQM-HDY?6&9KW8,S4S>: M/J>=9S[W)0@F2=2"Y593+B,]O(+4P@B1XZO<;A=-!@L9>I7BF.B4=(+.I2>) MB9HPZ9<#O+VW4Q%D8)\47A+ [;$:-5&O28R:%Z0;8MWU1%Z<(7-%?Q8@+[+-(M,3CS-II1P^"-G"]N/#0W*;\S>9R,T;9E;4@UX">VW5?7,1_-5*ILR#0D(X!Q M1^OO/L%R6(/1.ZM1M:/V4:U+@3-8S5;ZEGE&^>QF=(!]UEFY=@)+78I"P_J< MNV\.=EY6^>P'(PV+9?6/\ MO0_1?R-_Z.\0!K.:6.QX9L.)A\ JF:),#YP/T'*UM"5NSLTN S M-F'4= Y AGLBK"@YOEQVY%1X&!,CGXX^(I#-?@-<-(?!,_9 M"\CS$%MA/,YCAJ %2'1?AF"PS!2\.C(Y]?@;-4V M'DF_2S4W.Z/WA$SXMF4Z:!XN#Q1"\M%3K7I0E/"NTBY'-ZWAR, MK+\42(Y)E='IU$"71QO/.18"7S? J2VIE&'8V&YJNHZD/C151<%*32W/5)*)D M:TD7V&.E '0^W8F=$%04/?B:@LQQ;9#$O+?62S0LHR/C,B('QZUMN%8KI O^_MZIF/%1<" (_DJU]LKDOK;:YI29[S%DIR:-119O^BO2/W1$+ZCH!' UDM$1.Z@26EZ4?$,")),EK 4;I\HXL&$4O:@S+=];(J\61UIZL M,B%'7'#OA2# ^[;+!Z>R,]HYNW0!_SL&_\[2:N41=G*8/;A^-HZO;35:9.6/! M;FUHOHP1,EX9\F6I7]- >>O+FTM:/KQ(P\'IJZ3<\WH=OHSFWC?!]!\E]I=E9 M7=R[XN2'=@ID6DNDW@&+]V^89-C"PC%\7Y/0Y*ENR)"N,_FT\(C;QG9!5@5\ M%Y:R"GJ!TQWX'I?H5+IK06"%]<;FHK MQM60(NB*X' (?%YHL9]DW*#NW.)>$X7"'77_TQ)($[1A9)OUF8&Q9X7G2+;.9 MEYL\I7U-6\%&SMH:3<.Y)%FL[\UHUT!O$?-H@^B^!UE:+^!0K)4C,1.N%B1] MJ?SPJ--#CV9CK]&B+/9X+ET+LWOJ?:C-O.>8G]HJB,%L-5)W*==TIW3C;PG:7QV\2VV J^<4T7B94"UUK8A^9UDUA? MM;6Q(7[.S\2YT;HNIQDC9ZSBM %@-$C%1@9":7M$,$:R[EMY"Q#U:(S!CN M" >":S%*G.X,)Z=N)%5[&FZ+*7?9J-+.()#XV,:PD[R\,%&G*T>EZ($#$\@Q9:8E%P>41/V_IG"B M27(AQ6(UTUS3%S/F@"4CIYIQ:1J]CR"^&DO'2F^.'F0OS]UT9'?D)(677.0J MC? Q$:&X63#0+CJ"/C=N%F2#=LC2U!90H3C4@H_7(X'X'_KS0O*PQ5 M7]TH=;I,;3,1+DUU+NS?79;)ZRR$4]HY6[KT/Q6S'-\FZ5"I/3E! %K:\ MGI$MY9STLY*SHQV,09$,^<09NDE4\YQ_@IKLIG M^Y.MJM3=(M@DBXR*<7C^5XZ]I'.G?2:CZJ)F&>D2=,W$-05:N7/5G)WY#G^ MPJR&*%D1#%L9PBLME!YI=R2VEE17!YFA7?UU.3;#L\D6%X!4J.N\U0SD'YHTY"OXC*WK5D(RZ]$R4%_"A-W6G+8W=|^\/-YM"[C8DZ-G ME8O4;<:)43%E)*6'3O3!ZP![POZ=J&%V)A>1U@MB@;;.7/62HDHK* M*GUG#2:&7]?]<4N^LO/:\/7..RO;$X9^;" (]D7L6<$@$[GH%5=XHT$J<^9R) M]2(Y38X0'OB;[3_.8K=.!6$'CD5$>(^V)37C!D,8DDX/=EKB_#ZUXE"E_V613]#F1$ M]0*0OS4U@@74^+&N]Y((FE/JOPE7AT!>6;K";#BP0,AR^ Y'4P;TIT["M*.$1_9C0;.M2>NDM*XC9P2PD<*!=(M;NI?:?,NGEKPGJN2I& +UK5+\B!68GD@-D&W M=J9F&'F-[$0'D,YLYK>-49",38.AJ-0U>P(#I8]>M. M['(?<^1EI.$8K,C,5J,CX:UEN\IOZS=]2IO (KES]W,8A^+5MX5/#K:M^J<0T&&\N=E)BMYO)4_K^3D G4P-<+*U7D MHK*P,YSL/#=L:,**UFWOD&+W,P&!_XQ#MYP9#UL-N2'Y4(,N2+RX2*U>DWY\ M57@N4.'%W^:,DK.WI/'JC:%G2G)S!$:HY.<6K&'HV#2[>',R%,(XSB!9#%2* MT9M#V"K0DT\,5R[P&!K%#7)/]*Z_>=AX+BH,*K.F.RA~G-VZ+I[[;?]>;',:U MK7\LYHT%|_$,GSQQ_SB3X+$@;PK#7BXQ@-]WV2_';,*V/^'0K40,V\I@P9X+B:SL/8D"$UH:XZJ2&*>]6ZO=LEQOW M[9:8#$*6JA'S<4+2(92I!\R->G?4X]*=MFN$)70^I)4*6YBZ-DWF\W&@(G8Q M5%(R:94)D)V9>9IE5LO+2M?E'.%3+$BU:+5E39&\)'TE&W97YL,S_+&E5]\7 M]M;]8 OCBI75MLYQ!:,*91RDJ*UF\"?5D5;TK-.$M3W7A-?*E*:%S[,1 MMZ7/XZB$"H+BIX$%=;6NV\,V6#6(FK6A9W&MP7NFA1,E.C53&+@ M/%NWWBMJ<:>-,KDJZ$3ZK^R\!G!Y2K3DNJH+,?D\,V?&G?E*.9 CUHLP6C#9 MN)5@"[X14S$TO3Q1+F.Y&>FA 1^+7^^4O==RIMAO$6=%6I? JJ$8@&5M55/-Y MCO32"*

(]1L-+A%W>7E_'!;RW]ZWV0#[,)2 MRX&5!!P%'4\T?VEAOYOZU_R!8*N_L_UI_F>V$XIH@%)YC0M>-WJEMW*^HUE+EE9;]>Q[/17B>H? &+Q#IME%+)I&G^>--76 M9H_MC8-L2%"(2H/F$\^E3P_&C6-2U>*&PT6V>RFO7TV-I[AED,HB$H8C'"A< M@CKFG+,L-'=O[(F)8&NU>R^]'L4KF.,L!DCM3(Y&+#2>(OBAJUU\, M-"\2:4EM8W%[>P0S+<,615,I1@#CD$C&3T!]:YOP;\5==T37-2@UA8]0L+C7 M;NS259V=X61"^R,$?<4+@9Y.:)YA0IR2=]==O*XH8.K4BY*VG0^A:0Y[5Y9\ M-_BKJOC=+J: [T*33K<68O()E8E&!)'EDD#+#&2PXK*/Q]D;08]032H9&.AMK M#1K<_=83+'Y1X_VLY_"J_M##N'/S:"6#K.?LTM=%]Y[03BFJ^XUX-

X@^)?B# M4VTZR"0Z;<0>(%T^Z^RW+!9\1&4(&VY"D<'W]JT=!^,^M:[I'AVZ71["SGU] MG:R6XO&\L1QH2Y=@O#%N
H'3Z5DLRP\I.*;T\GWL7+ 5XQ4FM_/R;_1GM=%> M.V'QNN]2?2)8=,MC:7&FS:E=QBY/VBV2/<#A=N&#,N%]1S5?3/CAK.H:?;SG
MPZ(Y+RYM8+3S'=(Y!,&Q\S+EBNWD@8-5_:6&T][\&3]1KZMK;S1[534<.,CI M7CFK?$_7Y_@]?
^(;6&VL]9M+IK28*2\89)@C,H(S@^AJE=?%;4O#^J:ZPL?/ MBAO88KRZENWDM[1#"&9U0+E4R<X@>54\\-MVE/G!&.0>#577/CWJ%G
MJDNG:7H/]I7<=YB]3Q2EF6&@KRE^!4O<\D5*W MP_T)]>CUEM.MFU2(!5NO+^< # [XX!QTZ5T]%9^QI_RHOVDU]IG/:3X'T30;
MV2[T[3;:SN9-VZ2&/:2&(+#Z$BFCP%H/_$W!TJU(U9_,O@8\BY., OGJ171T M57LX;6)YI7O=?+^^P)*DG.>"217545/L:;^RBO:3[LPM)\':-
H,ZSZ=I]O9S+$85DB M3#!"VXKDYX+:&\TFUN(YIS=2!X^&E(+GW(&*EN/ 7A^[TFRTR?2K> M6PL_^/>W(.V/MP,^AKHZ*/903ORH.>?-
A%R(@'!080 M@^PXJ:R\&Z3IO]G_ &6Q@MUTY72T\M,&!7^^%.>,UOT4*E36T4#G-[LYBV^' M?AZUEO)8](LXY+M&CF*1
"1&.65ATP3UQ4&E_#'PYHEQ'-8:19VKQ2"6-HX_MF5\%=V2>NTD5UU%)4::=U%#]I/:F9Q]U*_"UXMFDVAV4D=F&2!6BXC5FW%1
MST+'/UJ]%X,TFWNDN(;&".19GG#!/FWNNV1LYZLHP3Z5T5%/V5.]^5 ZDWIS M,\LN/@7I$GB>WU6&ZGM886@=;2$!#$,
(J/U1.>5[UV4O@K1Y[J:YDL+=[B: M>.YDD*9+2Q_ZMSS]Y>QKH:*B&'I0ORQWU+G6J5+2\C1 DH5"E>> "HP<=JZ:B MK]E3O?
E1'M)VMS,Y>Q^'GAS385AM](M8HDCDB$8CR-DF-Z\]0V!D5-;^!M%L M-,N=-M["&*PNE*3VZ@[901C#9)XQQ7144U3A'9"-WUKJ:*G
MV-/^5?<-U)O[3.4N_AEX:0\ 4GU*YT>SGOW(9[AX_F9@, GGTXJQ)X!T"2>R
MF;2K8RV4:Q6S!,&)%.548/0=A71T4U2IQVB@=2;W9Q&N_##2/$/C&/7M4B6^ M:.U2U2VE0% 5#M%N+"[M)=,MY+6[F-Q-
$4^663(^BLK[?\.?:J^!/#\,]O)'I-LDL"[(FV;MHR3P"2/XCU M]:+/X9^&
[%MT&CVD3;DD&U#PR,64@9P,,U5PXV1[EVDD]3UK[&3T],5&,RV6!J>SKQ2=OP-L#F5/,*7MPBWN9WC!::(=$;/4513X8^&HH)
(%T>U$$D3NFP MG=(@PCDDYW*.AKK:*XG2IO>*/0YY[7./O_AEX>U!+>.72;-TAE:1%:'(!9MS M8Y[MSSQFK%Y\/]%OA<,UG''<32-.;F-
0)!*R;#(K=FV<9KJ**GV%+^5#]I/3 M78Y9OASH$FB:=I,VGQW-EI\?E6R39;:,8.3GG(ZYJ&]^&>@7T]Q=-IUM%J$\
M>QKV&,+*"%**RMV(4X!KKZ*)4*B?"+P_I>D:;9W%K_:;Z>A2*YN\M)RVXC((^7=T M7H*[NBL88.A3?-&.IK/$UJBM*1RTGPY\.RVU[;-
I%JUO?8^TQM'D2X,>>?7G MCO3KGX?Z%=VLEM+IEK);RS)/)$\>0TB !'Z_> &:Z>BM_8T_P"5&7M)]V<] M<^"='N]5CU.:QA?
48RA6ZVX<%?N\C@XSQD4V[\#Z'?:Q#JMQIMM+J<1#+=M' M\^X#"MGU&:Z.BJ]G"UK(E2DMF<[_,(-H?\ 8=SHQTV#^R[IF>>TV?
NY68Y8 MD>YJQ<^%["ZBLHY+:)DL'22T5TR(&484KZ8'%;5%'LX6M8.9]S!D\':1-;:E M!)8PR1:DQ>]1TR+@D8RWKP*BU7P-HFN"U&H:?
#=I:#;;[P=T8P!@$'.,#I71 MT4.G![H%.2V9S4GP^\/RW'G-I=LTNZ1]QC!)9UVN3Z[E=A\.O#VF1".UT MJUA01O"%6/C8^-ZG/4-CFNIHJ?
8TU]E%>TG:UV@/-37GA'3M1N3/?+48VJ/88'%3CP5I"WHNQ90"X6.:9:> M!LO(\C2K6(P3&YCVQ@!9 MBNTR ?
WBO&:Z.BJ]G#L+GDNI@Z/X,T?P]---IEA#8/*-KM"NW(R3C'0#)SQ5 M2+X;^&H4O%CT:S07@99P(\"4$@L#[$@&NIHI>RA:UD-
3FM4SG)? NCR3^>;" MV^T?:!=^:8^?.V[?,Z_>V\9IES\/M O-&M=(GTNTDTVU.Z"U,>$B//W1GCJ: MZ:BG[.'8.>?6\0ABF$?S+&!@(.
<;0#TI;+X=^'M-* MFUTFV@*RI,I5.CIG8PYXQN.*ZBBE[*G_"H'4F]VS"/A#2FTRYTTV4/]GW+. M\]ML^25G.68CU)JC)\,O#,D>PZ-
:8+*Q!0X)50JYYYPHQS75T4G1IO1Q3#GD MMFO MTO216; ZU^2/@+Q_??##Q=8^*M.BMY;K3Q($6[W&([UVG(7!.!TP:_1;]G_Q
M1\0O&_A@ZWX[TJPT(785[+3[6-UF\O&=\NXG:3V7L.M<'%&'FL0L0[;/7**:N"O'2G5\.?H84444 %%%% !1110 4444 %% M%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 9FMZ19Z]IESIVH6\-
Y87,9BEMYTW(ZGJ&!Z@U^=W[2G[-5U\%= M1?6-'1[[P7=2X0\LVG,3\L;GJ4/16/T-?I$R@]1FJ]U96]] \-Q!'/"_WHY5 M#*>
<\@\'FO5R[,JV6U>>GJGNNC/&S/*Z&:4N2IHUL^J/C+]E?]E.2Z:Q\=>. MK)HS'B;2M$N5P8SU6>9?7NJGIU-
?:J_='KWHV+Z"G5AC,95QU5UJSU_(Z,!@ M*.7451HKU?5ONPHHHKA/1"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "FN=JDCK3J:^=IQUQQ0!Y'K?
[2_A70/ M'=SX4O8=5BN;6\M[&XU 6>;*":=-W0''6H;;]IWPK=ZC%;K9ZREG/> M2:?:ZLUBPLKJY3=F**7/S,2I"\#<>!659?LZ6^L?&7Q5XO\
$E8.@? ;QI!IWAOP5J.HZ/\ \(/X=U1-2MK^W63^ MT+I8YFDBB=#\]_,S,#_ UZ"AA=+M]+_K8\ESQ=WHNMOTN=5%^U3X9;2];U
M";0_%%G;:-A;U[K263RY2R*L/+?ZPF1<+Z&K7_#2_ANVU?PSIFIZ;KV@ZCXB MN&MK*VU;3S ^X$*&DR3L4L< GJ:P?%WP2U_6?
WQ4T:"XL'N_%&LKJ5B)G=8 MUC'D'9(0,@GRF!Q6%#^SCK'BE-/M_$=IHVCV-KI%W8)!H]Q/.L,[SI-!,C2G
M=N5DW'GVZ4E'#O>_W^7^8Y2Q:O:WW>?^1TUY^UWX2MC9F/2?$MVE[>3:?:26 MVE&1+FXB=D>)"&Y8%#QZ5K3?M,^%K;0?
%.KW$&JP1^&KJ*RU"T>SQ<^?(JE(MXTS\[?-@C-<#H7[-WBG3] ^&<5]JFGW.I^'/$T^O:C+'O59UE+EO+X^_ELX/ M%3-
^SGXGU+QWKU()K5IIFA:KXH_M^1K/)NE6.W,<*@,I7=O.XYSCMS5NGA-N M9V7^?^1FJN,_EW_R_P
SUO3OB_HFKZOX6T^TDGDN/$=A)J5DPARGDHJEMS9^ M5OF Q3;[XR>']/\ BC:> 9Y9XM>N[3[7!OB @=')]2@M#JTLL9DLKIT=0VQ?
OJ0_'3FMOXQ?L_^(_'_ (MU MGQ+H^K6NF:L=+M+;2)FW![:ZCF9I)-P!VJ4=EXY]%1PW/K+W6G]]!+_*QJZV M)5.ZA[R:T\K:_B;9_:Q\'2VE]
<6EGKM^MMJR:(L5KIY>6XN7#%1"N074A&^: MM6_:*T>RN["Q/A_Q/<:O=6BWTNEVVEM) M($MKZVTA=)N;-
=3TJ_M;2]GDC25+:T:&1)6497<[9RIR176>'OA?X_\ !'B# M^W_#T?AF.]U;3K2QU33IY;AK>T> L%D@8_,ZE&P58CE>M74IX97Y'^/H13J8
MMVYU^'K_, [F+XZZ#+!%,(K_9+X@/AA2;?&;W)XZ\1\?>_2DL_CQX8U#QAX MK\-03SC4_#5LUY?%HL1F-1E_+;/S%>
1C@FO.8OV;M0M=8AUL?8)=>B\8OKO MVKS716LLL5BV\@/N//'XUB6O[+WBK2VTK6(/$%O>^(+B/4X=8@GPMNRWJL9/ M*(4,Q5]F-
Q[5"I8;6_0IU<7I:'K_7];'I6@_M0>#?$6A:/JUC)?S6NJ+?&% M/LF)(S:1^9,)!GY3LY7US6EH?[06@>)O$%II&E:?K-[-+:6M[/<16>8;**X0
MO$9VS\F54YX.*\L_X9=UBS\5:/JNFZC:6]G'H$MIJ&GY81G46LC:^?'@<*PV MEC_L9ZU/'^SUXM'B#P3E_V!:VD$^MV,LZWUU'%$$>V=.
(Y$9NC-T6JE M2PR^&6_X;F4*N-M[\%IVZ[:KM?S.VM_VJO!%S\/=4\9"34(])TZZ%G+%):$7 M+RG!54CSELC)!ST!KIQ$_P
8=&\+>'=$U6Y2\NGUPQKIEA8V_FW5TSH'")&# MU"G)R<#UKPO2_P!D'68$TZ.?5K-;:+1G6YL4W&*?55CEBMY^1]U4EY/4L*](
M\9?"'7;W3_AQJ^B7=B/%/@R,(EO>!A:W0:!8I$++R@RNX,![5,X89-*#?7_@ M?\$TA4Q3C)SCM:UO75_=LBW+^TUX9&EV]Q!INOWM]-
J,FDMI%KIK/?174:;W M1H.:\ M=/[,%_XGO;>_\43V-S-JFO2:SKEM922P1JIMO)2&!P0YP0"6)&:[?XG_>U
M#QU=^"=,L]4;1/#&@S-.KMU_X!HIXGV< MG9IZN]G+8Q;=.M/-,YNT+P^4 N:\P_P"&9_%7AM;DZ%?Z5>FU
MGT273AJ!>$2BRB9&,NP$J68YPM;$O[/WBC5-4_M[4-3TUM=U*\O;W5%MU9(8 MO,L&M8(X3C+!,@ECR>M7*GA4O=E_6A,:F-
;UC^'KK_P#M/"/[3O@GQK8Z%=Z M?=720:Q'>R1M%QIVHW5[8ZYH[66F?VT+;4],,,ES9Y M ,L()PX&1D9!YKC$^ 7CFX^&NL_"RYU?
0V\'202QV.KA)?MV6E:6-9(@0F%8 MX)!^9:->^"'Q%\?Z5]+:_>:!8ZA;^'Y]"TR'3_>.1I-FZ>9F&5&(QA_,]:77/%%A;F^,%N)/.\]0
MT7D8;]YD'VJEK/[0WA_1M"\/:HEMJNL0:]9R7UG%I=GYTOE1JK.67(P5#3>&_V4_%NCZE)93^+8_P"P#K%O>>?
%N:\^S6L++:1D,"NX%@#G/" TZ3]D MG5M0L=.T#5=7@N/#^F76KRV4\6JPVI9K^*[?;";<$C MS#N^5AQM-=CJ/Q0TC2?
%T_AJ[^T0:E#I3ZP2T8\I[='VOM;/+]1BO/-,^"6 MH7FM_"36-=MM&;4/"-M<6]\;1"$D;R]L#0C 'RL"^"/E+'%7_P!H#X-ZM\31
MH=WX>UM9M'FM)KF92=UC<)LN$!'\6.5K+EP[FE=I:W]>GX?F;\^*4)2:3 M>EO3K_7EYEV#]I;PE+/X(A?
^T+6;Q@HDTZ.XMMC1HS;$:;G$8=N%ZYK2M_CK MH-QXBU_2UM]2%OH32QZAK+VN+&W>) \B-)G.X*?3D\"O,OB'^S%JWC"^\27M
MKK@TEX[2QL_#MI;A?)ACM0KQ^:64E?WHSA".!575_P!G+Q+X[\9ZOJ6M?V'X M>CU/39[*_N=
DG,FHF2+:AFA8B/,:C>&'+8J_9X9V]ZW?^OP^1'M<6F[QOKI MZ=?QU.Y3[]3PFMM+/?VVL:!"-/FU6!M5T]H1=V\7+M#R=QP00#@G-
6+W]HW2 M=+T?1[ZZ\/>)DEU>=X+&Q730US<;(?.9T0/\R%.A!Z\5QX^"_C?Q1J6C:KXL
MB\+W<_AG3I[+2M/3SI;:]DD0(9+DMRJA0<*H/+<]!6%HG[+/B&X@T2SUG6(; M+2(-;FU%])TF\G T^W:W,2PVLS'S
"QW,#@8X%"AANLOZZ6_,AU<99VBO+IV MW_%=SU&Z_:6\&6=MX+NOML]Q;>+G":<\4!^7+!-TV2#&H<[2>>:N77Q^T&VU
M[7]+2TU6Y3P^)/[4U"WM-UK;,D1E9&?((:.,,$\9KS7QM^RO=^*+WQ EAJJ M>'])M]+MM.\-Z?9*"D1B)FW3;E)&9\$[3DCDFH-?^
/C;QAXGO-9OI/#^BZC M-IDUG<7VDO,'U3S+7W:_MCKZ'?']J7P7_,*YM/&JG46TJZOAIL=N+0_:A/C)5H\\ +\Q.>%YKH="^,FE
M^)/&=WX2UN-32T_T&&9$#M&TV>& ..F">*\43]E+7EGN#_:UC M]D70TBM;/YO+756@B@N+@C&-I2/ /7)SBNQT+X/>)K?X['QG*-
&T;3U62.XD MTB283:NA3;&MU$Q\L,A^;<.:F=/#I/DEW_X!<*N*]WGCVO\ C=G3^*OVA_#? M@WQ7HPV>^SM7N.(1)
(#\N3QTZUGWW[3GAS3E\2W%QH_B- M=,\//-%>ZJ-,)L_,B<(R)+NPS%B !WKF?B-^SSJOBGXE:OXUL)K)M4BN=,N- M+BN9'$++
")XIT'RL'!RK$$J1QBN8U?]F_QEJ%K\2-,AM?#T5OXF>ZEM]3DN MKAKH>9.LJQNG^K"C;@L!NIQIX9Q3OKI?
\+BE4Q:E)*.FMOT/2Q^U%X3_ ++N M;AK37(]1@O8=/.A-IY&H/+*H>+;#GYE*\[LXQ^%-N/VI?"UO;68.GZ\=2N=2 M?2!HXT__ $V*Y$?
F!'B+#&4Y4YYK)O?V=9_#&E^&[_P==0KXJT:]%_+/K,LD MZ:@?)\ETDD.64!>%(^Z.UZVNH:U:Z?)(B16 MR6WD1Q0.,,7 YWG'-
-0PKEOIKZB=3&J&D4Y:>GWG;_\ #5WA>>WT:>QTCQ+J M\&L#%G)8:2T@EE&[?",D?O$V-N7M6HO[1V@R7NO01Z)XC>VT19S?ZB--
/V6% MHDWNGF;L%\C?"W3[J[T]AX.U*XDEEMPP^T6Y21(VQ@?O M"'!;WR:Y]?@-XP3Q)\0GAMO#_P#9WB<:AY6J-
Y@/'F19)#J.C.*S9_VF?"-OJGAZSFEOH#KFJ7.CVKR6N$6X@<1MO:/RJ78 M-
WK*^&OPG\3KXVT+Q7XRGTN.\T#2#HVGV&D;W0ABOF322/ABQ5=H4#'>N=7]
MF74=82WT_7+JQETCSM<>8PEO,7[5,DMM(AP,/&R!B&YVI2=O+T?_* M=3%N*
<8J_P#P5_P3T2Z_:!\.VO@K7O%+P:B=,T;4WT>Y"6N9I+A)%C(C3/S*
M6<8.>:@D_:+T&RO/"UIJNEZ]H%OXCNY+*SBU;3S;NLB%1F52++;]GSQ#X,O=8T[5/$FJ:R^K-=DND$F9HY"KD#<"0G) _BJU)^S[JOC
M'PUIND^([/1]%AM['4+06^DSS3+!)*T;P3QM*=V]&CW')X[57)A8R^+2[^ZV MC%[7%N*M'6R=O/JKG4W_
.T[X=M!8I;:/XBU6XO/M7E0:=IIGE MY3%*S*&^ M50PX]15C4?VE/"UM'IQTV'5?%#7UD^I)%H=B;AH;96*L\@R-N&!7!YR.E>>>
M%_@=\2O B^$K[3+[0=3U_3[34+2^N=1DF$;&YN/.\U0H!=@!R#WJWX=^ 'C' MX.W%A?>!M3TK5KZ72AI>HKKF^%&
<2O*)XQ'GH9&&P]N]$J>'7PROVU_JQG"K MC'\4?73;T[G<7/[2_A7;I/\ 95OK'B:34K ZG%!HE@UQ+%;[MN^5MI4>EZC%K:R1(&69I3-
"8SG&Z1AL/YU5E_9O\7W6J1>*[CQ M1#-XMC\2IK@M,%;'RQB+RP0/,!\KC&2N>,=Z7L\,VVI:6T]?-&CJXM)>[K?7
MT\GW.RTO]JKPCJ44TAM=;L[=;6[OK>XO+#RX[R*U)$_DL&(8Z=^REKF@:7.- M/N[#^T-4TS5=-
U,RR.R#SVRGMXPD5PFR4Q.X1C\^&'"CYFSP*\\U/]G#Q5?:_JGBN/7X(?$IU M^VU.QM%&;,00*L:(Y*[PQC\P$ XR:W/A+\(/$FA6USX?
\6V.A7WAN#49]6TR MXM9IOM2W+SLZLXX50JN1QWJ)4\/&*E&5^_ZE4ZN)E-QG&R=[/\K^9Z'3

Q8AV!0Y17SRX5E8KC@&K6A?!WP]X=U2PU1$FN=1LA(L-S=SO(5WLQ9@ MI.-YW%=V,[>*\;L?
V9_$VF:M9^*UUZ&Y\52:S>7]]:2'%D8;E7CD2-MOF9\O MRP,G&14TXT)74W;33U_R-:LL3&WLU?77T[>IZ#X8_:?\%^+M&T;4].:_:#5M
M7;1((Y;;;)' M-X63:3QP*ZCX4_!GQMHUSX)C\57ND0Z9X-6<6-OI9DDDO6D0IOE9L! H8_* MB_JQUB?M(^'Y-1\1VRZ/XB%IH'VL7VK?
MV:?L2-;C,B++NP6(^Z,E<&G[/GBN#7OB$4L] -IXC&I/;:L]S/]KA,ZXC1HO]7L!X)QNQ M6M+^S!'I_AKP?9Z3,AU:RU?3K_6-
2O[AYGN8X$(:-"RTVRU=[..6X@76FL2-.D:$$R%)LX(X.#C M!(K,L?VFO"6J>!;SQ9:#4[G3;2_CTQX8[/-P\SLHCV1YY5MZD'/(-'?A]K'P]TW5-
!D\.R0W%K8:G,9DO5AFD9BK*/E!19&PPZX%8FN?LJ:X(=8 MT?3M>BU/P_JT6EF==4_=W EM95!*F-0 I@7:"/FW=^]$*>';]^5M5]WW ZN*
MLK0Z.^RU^\]#F_:>\-BSL'ATOQ%=WUW?W&F#2K?2V>]AN(%5Y4DCS\N%8'K6
M[X<^._AKQ7J/A^PTY[E[K6XKJ2&.:#88&M]OG13C.8W&[[I%>6V'P&\9^!-1
MTB;PI)HES%H>MZA>V$6J2RY>UNH50+*X!9I$(8;CG*XYIH_9M\3:+.-3TK5- M-?7[F'6;B]N3OC3[;>JB(4')"1JIP3R=OO1*GAME+\?S_ F-
3%Z MRLYX]581[+BUF1XF78H.TH'!SD\U[5X4_;-3T_Q;XM\/:##XZ@5X6OM*5G M
CZ*%9P&)VC'/3M4588>.L'=:V[[+_@FM&IB9^[4C9]^G7_@'+']KCP3&M[+ M-#K,%K;1W3I=2V!6.\-LQ69(&W?.X(SMXXK4U_\ :2\.>%/
]OXJU[3MW $6\$Z,CPS*KI(M#PP(RI'U%7JX+X/^&-:\)?#GP]H?B*X@OM2TNW%H;BVR5D2,E8GYZ'9C/O7> MUYTDE)I.Z/8@W**)?
QT0:%H::TVISM8H"K_NK@E3&7VGB, MHLV3ZA?6O//^&K]6DM=.N+3X::O/#>S?9U,U['&8VQ*&VW[1]S/J_B#2I_"-
_9ZAH^E27SX9IT>=91$L"[4&[NX@;2,T >X45\WZQ^U' MK5O9:E=6G@:]BCM96M +QBH67>*!V/H&BO$]2^.Y
MCT#P[J=A=V%S9W,LEKJ5\MG,&@+'TUY9)SG'M3T0HO/)KP?Q!^U*GA[6O%5G-X
M5OI[:1)9+=;JUE\T3RJ2%B90G[MW(^4$G(YK$T#]K35'T_2X-3\":E+J\QV7 M LB1'Q&'8KN!^8 Y$9.[')I6$?
2F/:DQ[5\WI^T'XQU#1O"6K6OA]&L]5U34 M1.EM&\KFSMV_L:A;1Q^#9+"WU&\T^UM3=%F M,/FL//+,!B1E!X"[<8.[I18=CZ:V>].P/3-
?.'Q"_:KU'PSXL\1:!I7A*>[N M=*66-;B=W\JYEX$0CPOS,#N+1\97D-4,'[6&KW$[E/!]Q]@LX29[E=YEN9T9 M!)%#$4!X5RQRZA
WA#4K..WLI[MR&Y#B2.Z,2H[+&0H^5E<%&(^;TKE)/VK/$&LI;R:/X%OK)&C83_VLCQB&3#%
M0"!\Q_U7R]_,QGB@=CZ69,_Q4!,&_P!J'5;NTL?[8\$7-O=37EOI\BV%P93Y M\A?*^>3^U#K.F7>]6U[X&U&]DL[N\
M4BUS'*MO',4BD,9!SGY5+ XW-@<5MZU^T3?6G@SP_P"*]-\':C?Z;J)NO-MI M28KN/RD8J%C*DG4 MP)>"Z0DOA<,5V\1%F
\PG&WYJETG]J?5-<:V@M?AMK!O+E$DC62X5(60LVZ4 M2%.8]J95L?/]T#- ['T(,^GTHZ]17SSX?_:MFU*TO]4O_"%UIVBI!OM7\UI) MYY
),8KN6Z^'^L:/%#HQUM&DD60R1$$J@4 ' M<<8.,[6R#TH$>Z$<<4SRSZ_ABOG>R_:WN;K[4[^ M0\CSI;>SN8+M9(KEH42 M2=\[
5C2.0.'P=P5\=*SM0_:^U-+R*"U\!W?$#32-+.2KL00B1L$PS,<,@_C M4\8I6"Q]-;3]:< .XYKY9TK]KK7[ZVLT?
P5<>=%;!K^YC\SYYPBN88(2H9F(MW_*2" N>:[71OVF6U35+*"3PI=V^GW=V+*+5/M&^W>0KN#*0F2A' 8@?-\OO
M18=CV_9SQ@#N,4.A;IP1WKQZX^-^I:9XM\<6U[H4D>AZ+8RW>FW)1XFO6MP! M=JS,-F SKM(ZC)-FZ??
_P#"N]4DM;\.;9XKI3YWEJ'D*@Q@D!6# M+D#7SU&/I3]E?.&C?M0Z[JFL2VP\(R7=E<^=):ZA9EC;PPH %<
MLP!F+,PP%"\9H@_:LO+ZW\.6EKX7N3JVJ2K [G>Z6KK(@D690H*$JS8)VG; MFAH+'T;LR.0":< <8P*\1\2?M*-
X<\3ZWI,WA'4VBTN\%LUV" KQF,N9R,?+ M$,]G4$$X(!$8_CQ MU%;/A?\ :2@UWQ#I^GWOAV]T:TO(6E^V3.6,#ARGDR1A 5<-A6
)"L0,]Z+" MU/:\>U-*YQCUR:\@\2_&N\TB\A6.TCATQM?FT>;69HY7@MA'$K LB@,S/(3$ MI'R[A7*Q_M8WNHP:M)9>!KR./3YC
UW=W1CA4LP6-V'EYVDGG R.G>BP['T6 M4#=13=ASD<5\W>%/VLM3U32DDN? >IRWBRO%/#%F-X M
!5F+]KY+E[X1>"=7)MKBXM@2^U2T+Q*[-E,HBB4LS$84)WS3"Q]$A..:-@] M!^5?._O>_:(\2>
M=M(M+T%-4MFDTQY(8HW>1X+@R^<588P4\M0&V[1NRWI5 M>]_:LUY]1T2#2? ,]X;RX-O-:S7@CF!:,&!E;9L5)') 9C@JA/%*P6/H]QTP
M :4(.I'-?->H_M>7D>HSZ/9>"+]M5,;& F7S(V=<*Z@! 6\ISB3'W5^;)JYJ M'[5UW8PWD$_@G4K74;7;'.#(LL<,DBR>1MV@-
*':)_N@<4[7#4^B-GMQZ4U M<//BEIN@77A]]&T>XT66Z:XG1R[7J21CR2D_P!BPWLD$6H"QNI':-0/,8QJ)9M)UN>XM= :\L-
"2_6WADG&V]>&25;< C,P* M(I)3&TOM)R#73>)OCAK&E>%/">KV>@-))JL]G'/'<(P243V[2%8&4D[@X"Y< M8%%AV/:,$]EI=H^M
.L5P@53YB!P& #,T M9SU:,D<&O0:8AC(&.<%&,$#Z4ZBDE8!GEKU M"C\J3;[U)118!A2C9TX%/HHM8"/8<4HC _PI]%,!CKGIC/O0$]
<8^E/HH 8R M!ABD$>VI**5@$(S2,@:G44P(S'Z4TQ#M4U% $21;3S3R/EP*=10!"$QQ@?6G MX]13Z* (V3YLBG8QVS3J*
&.F1P*0(=P]!4E% !3=H]*=10 4444 >4_'#Q[MXI\!-X8:U^U)XLACTB]M_ M\UG:O;7-Y=QF5[D^4]NJ%F2,[CJID&-W\(!ZUZ-
\>_&'CGPC!HS>#M+>^BE M>1KJ6& 2OE=NR(@JF_<_P Q'5 O&0Z-:"+SKR9)@ M[LZMN"*%PPC8?-UR.E,:)=)^.WB6Y\$:S?
R>&9Y=3\-16$VH10QNYOTFB65Q M;H "K^6X;:?NM\IJ3P%\1/& \1^*K+Q5INGV.H6=I&;9+*QE0ZEU+XZ:Q;Z%K2Q>
M%;FVUVST6\UB*&19)8 $A#P!V"C<9&;:5!W J:AT;XL?$2YU+0XK[P EC9ZC M>1K/<27$]"U@9F5LY3+R +N' 4KCD&N5E^*/QG_=V\?
A">1T>\C\]+!@+AI' M?[&R@D!%B1!;JST='AN]+N-2\111VKJ\,T,49
MDMXMQ&&+NP&=Q.SC/-9.L_M6ZCIT%O=VW@'5;ZRO+)KRUF7S$+;)-K(RF/*; MD(*D]6^4CO78W7CW7?$'PWAVZO?#?@IQ?
0:II]FUM?),SE)6?SD*A4*2*B;E/S+^\3=R<5#_ M ,+:^,?BZ-K?2_!,?A>1$CE%Y>^;,9@ Y8+$4&$8JJ[B=RYZ<@UU'PF\>_$W M7-1LM-
\3>%8=/CBE,5WJ$LC^:0(0Y?8%"IN<@* 2,]Z 8MA\;=9B\"^)-;O MM DFUNPE:>UT)$>WD%E(ZB%IV8,%=58[\9P4; K
U7]I'Q/X>^&^M>)=2\$W M,FHV^NOI5OI5CYC/Y!5#%+DJ?,8^8#D *P'&*SM*^+'Q@AUQFU'PPLFC0RRB
M[NS8/&88S*B(4S@L(@79NNY3D'@UWGC7XJ>(M)O([_PWXWO+H>!)ET^T:%);UKB7RR9&9<*!!N.UD.;8 M'#X'W3NK"TWXT?
&)],N[(> 9KC5;?27O#J5W:RPAKA58FW$0&&D/ 3! /<5V MFJ_$CQVG@G0MR:Z34?CCXBG*>*WTO MPE=CQ/HUY'I,5KM-
S!)!)9VMN&9F653AF,>S8H89&3EJBU+XB?$#3?"WA^&V\-+<^(=4DNHM0 M>RM)%CLF5F"R $$,WW8,*/ M,R1\RYQ6->?
&KXF6MDEY!\/&OH3Y#> =266"\&GFV.C&<3&W$H!4(?E#G:SYPJ_-WQ5V'XH_$6?7(M M&G\!HMP7G)O)
(Y_LJ@&+R'#$9;AWW8Y!3(J34?BQXQU'X>VFN6&A36-\-8:R MDT^UMWNYKF*(LDK0MC8@+HQ#O\NP=VTVH6K1O%(X:-8PK.3(BQY'
W@UE7W[2?C$Z+>I#\/+Z'6].WC44WLZP% M"GW%"_O#(K[E4-P.IR*MZ?\ 'GQ]J6EQW$/@7S?,MKNX2YVW*0.$"&(+E-Q9
MBSKMQEBH*\'C:L_B7\0IKIT?P3);65Y:7TUC,J2M+;-&CF!;A6X5W*@;0>K@ M4!8K^&?VA]1U7XJ:3X%U7PF^BWE]:-=M>-?;XU7;N2-
N077D"H/$O[0GQ"\!:!#J> MN>#H(()M7;2_M%RTT>Q0P_TET"G]V5.%Q\WR$\|"7!$MU^U/XA?1KS[-X#NT
MNH["69;DSL8S(&\M'C4QYEB#_>8=.F#UI^C?&3XD0Z%IFK:AX*ZS7O&GQ$T7QQK-_!I']I^";*TMA%;0V M[-
<7$LB;F>%ARP0_*01_$.XKB/"WQK^+HTZ./5/A_+\2W9>U2"W>9P% MD*J0'5 BJ #N'SLPHN"(YOCSX]\0>*/#VD_\(DL6FZWJ.F--
F(WD*6$]#[2@ M<* Y!96+,%V [2,UGZ[^T]\0[+QD]A!X.NHK&YM]0FT^.:PDCFFCR@M)026# M.,2LR$IN7T8<]#I?Q ^,^KC59E\.O;-
+XB$=M:7%NL1M],%H';#L")&$P*DD M?,W"G&*J:W\8OC&]O/+8>!9K#RC=6RP[#<2%O*7R9Y5V@J-YR%0L&WX/W31<
M"MIW[4GC2]UF: >!;V2QT^T+2O%;R"74+I54LD6\!8U"MN93EE[;NE=QHOQQ M\3>*?#>LZCI_@U[1X--
EO+"2[DE*7R7C>';*34;_P#LW>8M4<(\H,8.=@575@JD*7X((Q563XU_%^VM MK](_=S+.9;BX2>[L9@D$"NH1%50#(2K$KGYAW!I
=1+\5?$?C#1->O]$T*+ M3M6T22WCMKNZM)+L2B1@L@5"(V7*D2 @G*[=W/ I:]^TYK7A1]1CU#P)>RBR MLGNTFBE8FZ
F,2LJ",E5RNYSD[P^\.:L^%_BS\2-5NM#MKSP)+:^;Y;7\]P MDJ-;J6C5@5 QYA#-(#M51@\@UKOXT^(&L^-/[.M="?2]+LKBY,UPT;-YZI$
M_DQ,Q&WYW5&+(?NN%R&S0(Q[KX[^+4\%V.H0^%'D\0W.L/;G28(9I3%91CS9 M)'R%PYA(V\X+.F!U45C^T-
XDAT"\UB[\+R_9].FGCN$MDF(F;=,(HR"F8U"I M&6<;AN/3!K&T;XS?&.W6_EU7X?Q<&7(+);_)+9P6A*QBX5F(9G4.6QU;/^R*
MZGQ;X]^*&E>*=6L=-\/RWFEI=K<6E[%9LX-JL.)(2Q.#(TI4JV/N[N.*8%75 MOB?XXU#PGI.I6GAU9+6\%_=7MET_PZEKX=?6
M+N]T:&2[8VL@DAO620M\J\':RQ[D.W ;(STH&SS_,*?M1^/-6\.6D5SX9G. MIV\"G4;U;64/+.Q;RX88"N%B>%_VD;_6=8TV#4?!U]I>CWLL
MD)U5&EG1&YV87R@Q!8>6Q(&UO5>:HVGQ3^+%O9QM_P (A;ZS)>2B2&>.&>". M"+?&/Q]9ZK9V(^']S(%F6*\N5\XH%,B*&B! WDAG;:
M2,*G)H 9XQ^+?B;2/$VNV*Z2;V.UO8;6WT&.PD9[JUD3'VI[GE!&SDKM"DKL MYK*\6_M%>(M#T:73])\#W,6I_:)-.@6U1YH()HV"$N@C
90A$@"_+M9..9_)DW8^ M,K[X<^,;F+PK/I?C*Q@NGTG35BDNEDVMM@#D!09"QY0'ISTH Y6[_:=\47&J MQR6G@F[72$U-
K$XCEDFG5)6#RJ"H"ILVDDC*GINKK_"7[0.H:UXAT/3]7\'W MVCVFKPOY&H(7EC$P(V*P\L%4D5E9&./]H"N=MOBC\5'UJ>"^\,WNEVF]
[BRE M.G^:+G,8\JS=E8^5F17!E(!PR9 ZUOV'Q!9R_#O4KU+&\O/$$-O%,T,FDR0 MR6\CR 31)&<";R5+$8.6VT 8R..)1&0 .,P^'?
VC/%%_!.+AM,GN3HJ7"Q&QN8?+O'$C0A1EC*I M1 9%&-C'9N-7;;XL?%.S\4ZQ:6WABY\0Z!:V<5U:;K<6$EI]IRZHZ(BC.X@E M@#T JQ??
&'XD-;P6I>&Q%X-9=*O\ 3-+O9[Y+&0GS9#,\K7&TX1)" =N6[8JM>_&?XFE=/:S\%I M-/+<&UGL1;79
RT8259RJKL*M(^PW/N*9!\O*\4B_&WXEZSJ8T:U\&FQU)S"R2O!<[51Y55 MW8.H 2'YD-Y(S"A4?*%5= MQ<_+O'!H$;OPD^)>K>/_
!].MQ#83V4>BP3K?6MF\"XFN(XDCN)PHEG5)) H(763&6'!%=!\(/COK'Q/DB6;0X]/@:QGU" M2^MWDE2)5?REBVD F8,"2O*[1P>:
9[EY99LL4,V$F#B)&C VA7+W1Y5D8!G3.QB 2N>#@X MXS4HCPQ;/)KYYL_'WQ,TW2[&74K9KS59[F5HK#^QY5F\ADG\E9F0F-"&2 L5
M.?WFTXK'O/B?\5K/PS)Y-O-?ZO)96\J3'0Y$5'\R42[1C#%E6+"D KGGKF@+ M'T^!\Q-.KYQ\9_%3XEZ'+9M8>&
[AY[E;22YL%M6F:T4O)YQ$JJRN[JD0V[(_ M,YSBKW@WQ[\1-:\;V$,EMV:** %DXC4C@G_!%, M8[5...$XQ]#110 F3M//\%+GEAV)-%% #R
,''(Q^1J-&+2@$DC;G!HHH ; M(Q,+Y)/R U);$LAR<\]_K110!&I+38)R-Q'/TJ1N)CCCC_'_ %%% ".Q]3U MJ23_ %9^N***: 9)\J*1P!TP/3 HHH
G8X?CC@TT?*<#@9Z#ZT44 +%S) M)[XS^5-1%=QN4-@9&1FBB@!A)6,D'!!XQ]:=&[']).7WHHH #S;DGDX_K1 M&Q*L222-N***
&Y(,A'!]:?D[NI_R:** !.<$\G'7_/U-/8#YSCD8 ^F:**; M 0DY3G^'/Z&H)F*S$ D #(HHI 2[CY:')R0,FE#'RF.3GZT44 (C'Y^3_D" MG(Q\L?
X@*)XD2+*HJD8Q@8HHI@-=B%8Y.=QHE :($\GID M_4444 .!(D<9XI-[>?C<<>F:** (Y6*Q*02"<$X^E2K\X0-R,CK110!9HHHH M ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ .HHHH **** "BBB@#_]D! end GRAPHIC 26 adgm-
20240930xs1033.jpg GRAPHIC begin 644 adgm-20240930xs1033.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$ P,$!0@%!00$
M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_MVP!# 0,$! 4$!0D%!0D4#0L-
%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!3_P 1" '3 CP# 2(A$! Q$! _\0 M'P 04! 0$! 0$ $"
P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D*
M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?
HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M
Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-

T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H #,! (1 O$ /P#]4Z**:ZEE MP#B@ ..M023K$N]MBJ.2S' O]37QCXV^-OQ'U_QGXLT_3/%UMX=TG3-3GL84 MM[!9)RJ$#)9LC->0>,]#O/%:_;/$WBG7_$,F0,7=\R1X]D7"BN^AA)5E>]CZ M"&3S<%.I-*Y]Y^,?C]\.? *_\3[QGI.GN.L1N!))_P!\+EOTKQGQ-_P48^#^MC/Y=E<:OKTH=5'V#3W"9+ EGV@"OC&]\,:-H4Q6WTJVVGD22C>WYG-<7XQM MX_L<0BQ&'NX5V@8'+@=J]B.4TE!N4FRGE]"*^)L :"QN!>V\-P 4$L:OM/49 M&<&K=4].3R["V3N(E&1TX JY7RY\\]PHHHIB"BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ II'I]:=10!^1MY\:K6/XI^/+&XE4*_B*\;>>/^ M6A&/TKI-2\96>I6!\B=7'!R-XP*^,M>^)?BFXTCPQKUZ9M7NG#6NG3,# MF5CG.,5=T?1/B1%)/;O>&-86XMF\NX24"/R6'\+!B"IYZ&OH,#B:*@H5':O] M+#,?<4)]#Z#U/Q!!+"JRD #G.>E>8>+_ !#!->:=!&^\'4+<9'0YD%6-)_9\M^//CG3X[W3?A[JMS9R F.X>1$1QZJV<,,C'%=-X5_8$_:!US5-,NKOPK9:9: M0W<-Q*+W48U?:KJQPH)YP*]:KC\/&FXP=VSEJXJ+5HG[(69#VL+?["G'X58J MO:C9;PHPP5501Z'%6*^(NCQ HHHI@%%%% !1110 4444 %%%% !1110 4444 M %%0F4<<!4JL"N1T]N: '44@.:6@ HIAD ;;W].] M16]U%>(S02I*JL48QL& 8<$'!Z@]J +%%5GO(HYHX6D199,[(RP#,!UP.^*6 M"ZBNUZBMMGFR)'O8(NY@-S' MHHSU)]*E5LT .HHINZ@!U%(.E+0 456:[A2X6!I$$[LL9<;V ZD#J0,TMM=MQ7B;X94E3)7=&X89!P1D=P>* +%%5[J[AL;>2>XD2&&-2[RRL%5 !DDD\ #U MIT$\=U#'+%(LL4BAU="&5@1P0>A!% $U%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !7+?$KQ3+X(^'?B;Q#;P M)<3Z5IMQ>QPN<*[1QLX!]B174UYW^T&=OP+^(1_Z@%[_ .B'JH).<4^Z$W9' MYVW?_!3;XJW>Q[>PT"R1N=BVSO\ AEF->9>,?VI_$/CK5Y=4U?PQX4GU28J9 M+X:4HF? &Y\\\ =:\4@0O;1N!\BA03D=<)/%.LP MV9TK3E72+(72QRS7;-@,J$$R<#:.QSVK],E@\'1@I^R71:*^YX_M)MVN:^F M?ME?%30=/73M&UU-)T^+/EVEI"$2+)R=HSP,UGW/[6WQEU*=V?XB:S'N4J5A MGV#.>,#@^]>5);.8FE*':" Q[!B,XI($'V@"NQX*@FOW:^Y&.V!$88,R_*"20#MSUK\S=/M([;X?IQ@F U^A/[&,XG_9B\!,.@LY%X]I MG%?)9WAJ-*"E3BDV[:#P-6:=34^[3]^2/<"BBB@ HHHH ** M** "BBB@ HHHH *0]*6JU]*T-G/(A =$9AGID D9H ^6?CW\,O%NL_%?5M8\M):%>:S<7WA]].F;4PGV*WCV/M:TE$@9)2Y"M$4*L/FR*YOXK>+?CA*O#?B# M7GU.2#1Y3<6=K!)!$T]5G@2T=&&3ET:8%GR!@$UU_PY_;*M=3\!Z;+KF@ZO M=>,);>*8Z?96T:_;4=9G\Z$F3:(PL$F=Q#?+TJOJ?[7\OB&..ZT#PCJ%]H":MS:V;L8HYI-4M)K%[DF*(L"C *,AN,4KEW///#T'QLOO"5UXL\$:E+43:ZEH">(;:\^\#_MBW8_MRU\3>%M1O9-+C>=M0T<1LDWF:C)M:00K$6#;BRJ"V>N:9+[G":AX&^/GCCP5'!XKEUB]GN#U739-/A\B*WFG\V- M[.6XCSPQ0R ,#P44'J:[F]L?V@],\4>%=)LM8>;PY;:M+%=:O+I\$D]Q;[DV M><@("($,F&'.X#/:N[TK]K7P-?\ CG7/"EXNIZ5J.CHC7#S6IEB,AD6)HE:(MN2Z2,%;C/>N,\"_ME6)\)Z4WB/2]2U#6679?7.D6JFWBN)&G-M;JK.&,DB0 MG& 1GJ:!F!X=L?VB='UOP?I\>HZE+HUO<78U2YU:"&ZFN9//?:C."-L/D^7Y M;XSN+9Z"NOU73_CI9?!OP>^FZF][XYNIG@U=+J&!5MA.C(LN!\NVW;:^ 26[MUU/@#]JGP=\3M=CT;P]'J5W?R+)(D1B508T@27S =Q^0F3RPW]\,O:N:\._M MK>&]2/@^VU;PWKFE:MXCA>Y6SBB6Z6T@$SPK++(AP$9HV /;O0+J>>>(?!WQ MZ\3Z;INOWW]H:9XAAM9!,^BR0I=11)>6X\I,G:QECCEEVD=]N>U>A?!7P=\2 M? /B7Q T_P!IN?#VJ3ZO?Q:;=B!!!<&Y#VQ5UYS*C,6S\H-3:9^VIX5U%'EE M\,>*-/M4@6Y:YN;2(($DMY)X>1(?]8D,FW _=YQ4=]^VYX(TO3M/FN]&\11WM M[>K:+I<5BLMRJF&.<3,$! D'/CYX3UWP]IVB:=_9VF7^OW MU]KMQ T,D;K<3X8C<#O"UE:7VHZ7KD&GW>KR:3;7/MV>,B4QR"*2=5#Y\I795+$=34FE?M=Z*?#KZIKWAS5= D"74R6S/#,98H+Q;0 MN&##EGD!"GG /XL=SS?2O"OQFT/1]-O'_P"$AN=0328-.U?5C]GGU8A;V=I? MLP8^6YV&(J2/ND]Z[/X?VWQX;QEHE]XHO?\ B61RVEO>:;%! (9(7MG,\S.#MN#K((N!QDMCBM#6/VT/!^@W6E0WNA>)0=4O9[:T:"Q67S(X91#+<;5+OVE-"\(ZOXALFT;6=2CT.>ULKJZLH8V0W5P4$=NFYPS/B16)QCW MH)N>0W7AGX[^+/%EV_B&**\L=-\666H:;9K$D4$$4;R%9%E#;I$"E-P(SFFZ M%:?M+:IX71=3UJ>QU7S]1GD>#3K9&1D@5K>$!BRO$TWRAA@[:],G_:U\+K>M MI<.CZW=>(TG:PET:*&/SXKOS3&D#$R;59]K.I)P4&?:N:\5_ML^%?[.-IX?6 M^.M7^@W.JV$UQ;*8(I8XI)!#. V5?$;8'1NQ[TF/'+"+40VD M1:Q*+K4I;"!Y+B$^4RK*BL D8#3*&'.5Y[53N]"_: GM]#EU#6M<:%=1T[4;M^+2TM8IX8_M,Z7%LN.)4$7D.0W7FM6/]LRWCUJ&XOK.YL=+T_1KB;6-.N(%6 M\-ZC6XC2(ARI#BX7 SW]:LW?[9L&M6<5[H.@W5EI#KI-RNKZN@,;QW=RT+Q& M)&WHZ['&>5R/S8:KW;HVG64%K$TE] XE*7"?O,!#Y,G4AAQ MQ6OXQ_:L\%>!)?!1OX]0<>+8H9K66W@5C;QRD"-IQN!4%VV\9&;!'@NEZ#^T M5?3>'_$6]VM__P)38F]M+6YABM0&CD>W>&.[5C@1!A,&9?FP!78>!O#7QO\ M(>,_!&EV:1:1X,6]O+C5HT@2X\\R7LKR"1RV8P8F0QL*Z75/VT- GT"[DT[P MYXCCUR:S:98W5I&K7*&&659Q^\QY:B%RV3GY> :R?%7[1_CW3;'X1Q^']&L MM9U7Q5HJZK=6GV2:1YY (2T<9C.V%<2,=[Y4;:5[:C5S$^,/A'XV_$E?'WAU MOMPT2\9XHX(TMA:R6JW$)M1;/G>SLGG&8/Q@ >U?7&EV*:9IUK9Q8\JWB6)< M*%& !@ 8'3H.*^/;[]LSQ%I/PVU;Q'=1Z(FK3:[+INEV-Q9W,$"0P/*9BTQ M)$[>7'@-'\H=P#7UKX.\467C7PIH_B#3FWV&J6D5Y >/N2(&4'W -,&;5%%% M!(4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 5YW^T(N[X&?$$>N@W@_P#(+UZ)7GGQ_P ?*0\?YZ?V%>?^B6K2G_$ MCZK\R9;,_'#P3XHT>;X=7?@^[T6VDU2[O8KRUU>601M$%7#HS$@ %1@#U-6) M?#>D2V$LC (V\RMY,Z-Y0R!C(/(!/'MS7F4.[]VI^8$ &] .FZKNUF M$7\L2SQ376Y#'(@;=B@$,K@C!.,$5^LPJNE&\8WOOY'S%;#*]&*XW8!Z4R%]US6\ZJG:QI&CR1:O M<^D-2F(^&DOS\93)\+D&/^7<5] M^_L# C]EOPGG^]=?^CGKY//=:"_Q&N TJOT/HJBBBOASZ **** "BBB@ HHH MH **** "BBB@ ICH'4JPR",$>U/HH \S'[.'PS_L&]T3_A"-&&EWMPEW<6R6MP57E081^.1@$@8/<^IK:7X2>#H]9DU5?#>GIJ$@B#3I"%)$4;1Q\# &U'91Q M]WBNRHH XG7?@SX(\3V.BV6K>&--U"TT50FG13P!A;+@#">@^5>/85&WP6\# MR7\-X?"^F_:80RI*(<, TWGL.O/[WY^>AKNJ* .2T3X7>%?#7BG4O$FE:#9: M?KVI[OMFH6\>V2?^6)!/(SQ7=44 <=X5^$G@WP/J<>H>'_WI^D7L5F=/2>U@".MO MYK2F('^[YC,WU-4K?X'>;2[TZYM_"FG07&G3336CQP[3$TK%I<<]&8DXZ9Y M KOJ* //M8^!?@O5?#VH:3'H=I8Q7=HMGYUM&%DB5(7AB9">C1I*X7TS5/1OMV=?AYHGA;1M!C\+V$EEI-PEW;EXP'^T*H!F+#!+G:,]CTQBO3:CDD6)"S<*H M))[4@.'UGX)>!?$<5C%J?A72[R.RN);JU228BDD^#]*NF2]EU%?,@! N)=IDD]6*J3VR,]:W=/\ %UM=0&;S,IR<^V:WM;.Y6\MDF3E'&0?:M)0E'=$J2>QR5_P#"#P=J9T@7/AVPF72+A[NPS'@V\K,6 M9E(/=CD@\$\TNI_"#P9K7B6?7[_PWI]WK4Z11RWLL0+R+&X>/=V)5@""">>*[M2BH*/,I?V>_!NIZEXZN]9TR+6QXPN;:XU&&\12F;>,1PA=H!&T#.[.])/-79M_@1\/I]4@U"3PAI+W<%F-/CD^S@;(A01X'&-C%>G3BO0** /.8_V?OAQ%HA MT9?!>D+IACDB-N+8 ;7=7?GKRR*2:/$L.GF6$V\:D%47_9! (!Z&NXHH X' M5_@9X U[34T_4/"6E7=H@A58I;<$*L18Q@=P!O?_ +Z-=!I_@C0]*N=-N+32 M[:WGTRT-C921H ;> [U;U%',V7PZ\-:<-,6VT2RB73?M'V-5A! M$'GMNFV@\#>>M:7A_P .Z;X4T:TTK2+.'3].M5V06L"[4C7).%'89-:E% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 5YQ^T0^SX$_$%O30[O\ ]$M7H]>9?M*2B'X ?$5SVT*['YQ,/ZU4M/CCZK\Q/8_#RQQ(L08[^R[0>2M5_%/AO5M$TS2-8O;"2WTK6/.?3[M\;+@1L4< MK]&X-?I\Y?NXML\2G=-F-?SR0:;*T)Q(%^4GGFO4OCKX T'X;>+] T[0KU[H M76@6-]>JQW>3=R1@R*.!QGG':O*=DEVB0(,R2%54%L9)(X_&OH']M77;#4OBM=X22S>(RV_A33HKE8]I*R",<,1U)%>?4J26(IV>EF="2Y'IJ=1ID8?X;A3_S M[C^5??W["L0A_9C\)H.QN\/ T<]? &F2[/A_&I/_ "Z@_I7Z#?L0@?\ #-7A M+'=9S_Y&>N'.W>@O\1RX+^, 0]ZHHHKXP]X**** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH ****&_=R:YSXB:N-"\!>(=0S@VUA-(#[A#C] M:Z-OF&*\Y_:&=E^"GC$HV&.GNH/ID@5=.*E4C%]6OS(G+EBY=CYIM?BR^F_#M[4+PR<1Q11*23U/>OL#P*[3>"]"E?EI+*&0GW*_UK\P_%^J&T^'4%H)&VSZ MC#"1W)QC'YFOU&\.6OV#P]IEJ!CR;6*/'T0#^E?1YS1C1Y+=;_@>7E]9UE*_MD:E%-7/>G5\R>N%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %>6?M/\?L\ M_$3/_0&N/_037J=>(O"[7;6*ZO926GVE4WF+1YAE\U9$P!LV8Y]]V>G:L[Q7X9U&:T\VVOUU/3[4N8H MQ/\ + A8EMJ'&W)/.*]K^)_[$GQ;^$L]S(^@/XBTB$DC4=%S,K(. S(!N7W! M%>(S7#PL\$\3V\Z\/%("C@^ZGFOTC#U:.*I**9XTU.G*]CE=LVS)0[%P"V,@ M'MD^]56NGN=2#S.TCDKEB23Z8Y]!707LCK;O&FX1L0Q4?=+#H2.F17+!"EZ" M1SG^M<]6/))&T9 'Z5^C?[$6/\ AFCP>1R"L^#_ -MG MK__("?"G5?C7X@T[P[8EH;>2)9+V\()6V@^9C_M'[H'K7ZN^$/"NG>"/# M&EZ#I4 M].T^!8(8P,<*,9/N3R?>O(SNO%J-!;[LSP-)J3GTV-RBFK3J^4/8 M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ;SN]J=368#K3J $S1 MFN<\?>/=%^&WAJYUW7KQ;/3[#+U? DLUD\= MJUS<7+X4JN,[!_M<\UVX;!UL6[4UIWZ&-2K&G;F9]CW_ (FTK31+]HOH4\I= MS@'<5']0*^7_ -I;]J_P=<^"M=\&Z#=/JWB/4(A;PVT$;'#%AU &<\<5\J?!M_P"(OQ-TK1]9UPVTWB"QU:'RTFOIMD<+,"-Q8DI+FMM;NK))Q:LGU/E[Q]JMVN>'M(T"#7O#>I:;'#J2WCR7,+*)0I4[%XZX'>OM/P9_P4>\%>++AH3X:URS M*\-Y:+-M^H&,5Y)^U%IOAW4YH)]=^)$FGIJ4I(,69%E9."%SM SUK@/A\GA M#P8EP--^)&G2RWK*F%M3O;)P%W$9!/*;>TNWZ6]_&T#@^A+#'ZUZM:7MOJ-ND]K/'<0.,K+M$X9"/8CBOSVU;X9P:OXC1=?TR.#2WVK-]D.< =2,5S_Q7\5CX"W^GGX3^-M3 MM;R;>[Z5?29@,: $MM;(.?2OGZF4QDU&C)W??;[ST*>+NKR1^F(.:6O@7X/_ M /!3)&DM]-^)FAM9.V%&LZ:N8C[O&3P3[&ON+PQXITKQEHEMJ^C7T.H:=<*' MCGA<,I'H?0CTKQ<1A*^$=JT;'?"<9J\6;%%%%EH **** "BBB@ HHHH M **** "BBB@ HHHH ***YWX@2ZK#X'UTZ%%)-K+64J62Q,%;SBI"$$],,0:M.@]ZX#XA? CP!\4HI%\3>%--U25^MRT(2?/KYBX;CZUYAIGA3XJ>$;N68WL_ MB9]/L4CLK:2[D,,E[.Y#-YC$;XX5&2TBYYP!6EX>T[Q[#X1\$Z/XA77I_L]S M>V^L7%O="2ZN"KM]E9IEP?+(;)8 ?=7/%-2E%WB[TGN>2>/_P#@EUX%UHR2M^&->U+P_(W2WN0MS#GT'W6 _$UX5J?\ P2D\=IK<2VGB/0[FP+?-.YD1E'NN M#^AK[)B\0?&BYA,B::D$:1>:R36B&3S@RJ;=16W!H2B;#&I&YFR6XKOCCL1%6Y[F3I0?0Z_\ M9U_9]TKX ^$?[.MI_P"T-7N AO\463;YQ4$*JC^%1G@5ZX.E>9?!23QI+8W MZ^+8TM$M2MI9V7E.75(\[':9O]:74*21D9[UZ=7#.4IRH>#[/QIK^CP+X>\17!MO#.DZ)M;S5[A@9-RRH0(]VV)G^4_*!@\UHK^\)X DN)!&-8ELTM3<_VBE@QMB?LOVGR M@^?]9Y8/RXZ@C-/I<9[K17@UW^V;\/M-FT:VU&/7--O]4O6LDL+G3'%Q 1L_ M>2H"2L9\U,-SUZ4^3]K3PU)JGAZ.VT?7)M%UF74%CUQ[4);"*TB,DMPN3EXL M*WS 9XZ4 >[45\O>(/VY_"VK?#N_UCP19:IJVL1Q22Q6UWILB)#&C1@SS\C; M"?-4!P3R:[SQ#^TCI/A?QIK7AV]T#7+BXTV*Q,<]A:B9;^>Y#&.W@ 8$OA&. M&QPC>E6/9:*\?N/VGO!R:1X3U*S34M1@\4V\\^F^1:G#F)26C=F("2;E*A< MY+5SVG?

MG>"$L_";ZQ9:SH%YXCTQ]5@L[JU#&*)5=QO920"ZQL5_O4"/H&BO MF[Q?^V5H$?@'4=2\.Z5K-QX@6WDGM],O--=72-8$G%Q,H;Y8"DJ'=GOTI^O_ M +6VBKJDWA_1763Q%I>H:=!JJWD3"V$$\JQRR0N#AMC'L>U!5F?1U%>%S?M M@^"8;#[0-/\ $;RR-&;6T72F\^\@D261+F%2?FA*PR$.2/N]*T? W[5?@'XB M_$6/P7H5Y>W>KR6:WBR_8G6W(,2RF,R8P'".5/TSF@D]CHHHH B?E/09YKX M;^)\7QC^(GBW6=1LO"]ZFBQWDEO8I%JSVS21*=JLJQRC[P&[.*^XIE\Y'B!Q MN4C/UK\?_$&J>*/AOXG\26=IXEU>VN[>\F""*X<)DLWN1^5?19+A?K$YVM=) M;JYY&8UW1A%WLGV.Q^(_PH^(VL16\?B30O&R6\>X1B/5'O$3'HL@(Y^M>/Z[MH>J^$QMN-8U[2(I\HRZAII9&7N",X/X"NE\/_M=_%_PVY">)Y[* F+M%F&! MV.17;Z;_.% ?&,K;?$?A[0_$,6256>U"[?8<'BOLHTL137)[.+7D['AJKS/ MF51_.^-OB-XK*_#V#21XSL]0\/S7$>_3(+)[:8J<9.XC@8]#7H/BK0?!M&D?!OPYXD\+7&MV%IJ+LCQ"]5@\P&7VA@#M'>N0_:&_:0T#XNZ/86=_\+M/M MY$F5_MVE3&"X4XP>0,$>@(KU*W^*OP1L?A!X/T'4/#6HZJ]M:NT-O+-O-K*3 M\P+*5RQ/1B*Y*;J1K?"[=5ON=U23K4DI/>_0\PU.'PWX\TW1+*)/$\BP1DWEMW#:K=L&/<+D8X]#76Z#^RUX4U/3GFMOB&EM?E=]I;ZK9-9MOZJ&8DJ#^-'PO M\5?"V[\56VFP>$MNON(I+FCRK_ "/E2[\-?M)_#A$O#IM[KFB1\B\@ MVWL#+TY923BOG;XN_%'7?&/BJ6[UV)(BF(DMU38L('!5>XYZYK[0^(M[M]OP-H.G&6G3=&-^QUJEIK?BJYM76=&@UGP];P>9=)*NXKGA0N<]37T!8_$Q/@KX]_M/P(/LGAVYP]UHI=GMBN> MA]JZOX7_ !WTJW\2 MP7VN:='<1\>=$^-DB]P<_PJZ98;ZS%RE[VFW4)^ZK1N?JQ\.?B)I'Q. M\.6VMZ/-O@E&)(B?GA?NC#U'ZUU8.1FOS?T/]I/2_A/X_@\3>$(+F3P;J&%U M32'R A&<^6#T91R/7I7Z"^%/%>F>-/#NFZWHURMYI>HP+<6\R]&1AD?0CH1V M-?"8W!3P;4FGRO;_ "/=H5XUEH]34_!O] MH'0OC%]IMK6";3-5ME$DMCO:_XHL4O+PZ"B MO#9(S["Y!;G#$94'YTB7RS=?:(YX(H0T@< M+#N,P)W9 7DFO:K;X3^ -$>QBMO"/AZS,5TUS:*EA"GEW##YGC&WAB!R1SQ5 MN'X7>$+6QELXO"FBQ6F\):%J=GJ4,^D:?=6NK8:^CDMD>.\^4 &0 M$$2<#)SQ0,\-A_;+L[VUU.6S\%:K=OI,<*Z@L=U;E(;J6Y-LL",&*R9D4X= M3M(YS5+4?VX]*T7P]J^H:KX.U?3KJT@6:VLI9X2]Z1<26TJ1L&(#))$XY^\! MD5[G_P (9X0T'2_).BZ-I^GHD,!0VL4<06-\PIC &%!O^V2;RX_M Z,^D>&8+NT M<7;R)/)5@T3)@,=RGI5B;]N#3+6/;+X.U1KNW1[C48;:[MYTL M[91 PF\U6*R K<(2JG*ME3S7N\'P[\+P7?VB+P[I*7 1(A*MC$&"(C(BY"]%M5BH]%,*@T_X7>$-,LH[*S*Z-:62+(JV\%A$D8$C*9!M"XPQ52?7]*!*W4O M^%?$I\36U[-]D^R"WO)K1!Y\BDSSBEH **** &[!NSWI=M+10 W8, MD]S2XI:* $ Q2T44 %%%% !7+_$'QYI_PW\,3ZWJBW$T$3)YB."(<9SSP M:Q;3XN?"RY\(O]K^'4^H7RZ8+R5=.LVBL)KA=-++;H[/E6-J"HR.F>]?3WAW MX7>%?"$'EZ-H-E8+]C%@1%'@M!N9MC$G+99V)).23R:Q-9^'/P^\$>&+[4KK MP]IMKIEA]S-B,!0B6[0GJ<']T3&,]C2VW*/$+_XR?!5_%*?VWX-U?3/$NC6 M*>(9V-I*IM9GMXY/L[RHX#/Y8C^5CL/'>JFC?$WX*?\".7,M)\-MFOIEW M=V-J//TZUMYX8=TP>0A@&DA&<,Q4XS1\.-2\)S:1XS\,:?H1\0^%+#PC)K,6 MH^(DQ/JLMM=3JC*ROF.V1XV6-?E913B?XF? *[\,M/>?#?59?"&EQ6=UI%Y MMEF:\EO24,<&4;, J.5= 30!TL_C_X5ZHO@^&R^'VL MZQ;Z7J-QI_A>*RL3Y$[VRN9I($\P!T0QN-SC.[ISS7'1^-?V=%AL[W2O M_K M,=E8NRFPMI9%M[,1F2X=P9 -L N"K9RR%]J\5V&E_$_X8>%/$%EJ:?#Z_P!$ MU*XECU>\G%O&?[-:[+00S.!(0#-G!$8/WLMS7$>$?&OP4D\+:+8:AX(U>ZM9 MM=74K>[UJQBB57OY'D%R[*^U(2T>TJ>&V("II(1'\1/B'\'?%MY+H6@^"?\MA)-1TG5=,MIHC!(OVVVE"VF+5UD7>0D:1[6(' R"15>Q^+WP5\,ZMXS\::AX M0CBT1KC3)+8VMK(]\\S^9--YL)DVCRI8"Q"#'&3NSFI/$?Q+^#]Y?Q'3O T% ME9ZU?K>:K=ZG8E5OM,5K@R7-OLDW(PF@8@85L\XYK;\,?$'X$?$FQ\+:9#\- MKJVT_6[]--M6O],%M#$T46(2S[QP\"M=84&/-A&\!F*GKVKW5O@IX&DN+F:3PQI[R M7)8R[H>H/7K7V&283V]"F>G->$_LG? K7Y/C9X8O_$D ^R0H^J(& M?>"5!*EOIV\W<19#A>6?&,C\#7KOAB?XK_#; M3;?Q1J$=Y'-?@2.^M9'M)% MDQ@R+D,,'J".?H:^E/V3OBY:0VTOPTUN[21K.1H=)DN>?-BR3]G;/5E_AS]Y M>!TKZK,*U2G3YZ<>:*M>_9]F>;A\13Q$N2JK2_K0_.;Q/X^U*\\6:KJ2IY@U M'S!-%DNL@;)((/7!YKZ,_85\(ZKK>BZUX@U"YN8]*BD^R64 FV[G RS G) ' M3T-?8GQ5_8]^'7Q1M)7&CP^']8.6BU#2XQ$0W^T@^5AZC'XU\@^)/AQ\6/V:MO%#2Z;&+;2IV"FZM5,FGW8' #IC,;$=CWKGCF=+,*7LH/EEV?^9V/!QI/FBA M/B+^S;J>N^*M1FLK3R(/FN)K:7!AFXY;N7("ZE'"Y\.7-P]Q#<02#RC!-@7!;L5!ZC/4=Z]/"UIKEA6^1P5J*BG.)#H6O.E MPB3YDC."P)SD^OXU]]_\$X/B(T^E>)_ @#X('^T M:^%9-$@NK>>." VUY"-Q@?[V.I*^HKW+_@G]JLNF?M'Z?:NQ'VZRNK=ESV5- MXS^5=&<4(U\#4?5:_<>9@ZLJ6,BEL]#]4T^[3]:GW:=7Y&C[H****8!7Q1^T MCX.UOP;\:(?' LKJ^T626&X\^VC$GEL@ :-L@A"1C!K[7KR'XO_M$>'_A M)=Q:?=V\^JZM-'Y@L;7:-J9P&=CP,]A7HX"I5IUOW,>9M-6.#&TZ=2E:I+E7M<\2_94\!ZOJGQ2OO&K6%SIVA(L_D&Z3:9FE)^0#C(4'.0,5ZQ\:/AQXB\1>(M+BZ\+6N9]0TR2PU%KQHC;R0F-PGEEOGCF#L,$?*1]ZM[X/?'W0/C"+BWT^&; M3M3M5#R6-SC.PG&Y2.&';VKK[[QUH^E:_<:3>7D=EN"#]*F3Q3I4H@,>]M64GVB8V\)6X4B20'YD7GEAZ5P'8SPVS\%_$RR\;CQ-K=AX?^+-IX/U9[JXN;S7I[>V@MH_MZA8#L8RR+M(#, M'VCDC(KTM?BKH;^+9_#T4PN+V!4,TL3*T49F M)KE@U]9M?I$LP.ZW#%6E!Z;0P(/-]3QH> OBA!+]L@N"^M37$5Y//=7226 M\1^P&)TA4YV-YV>G'((/3-:W_C7Q.EFEN;74=0M[-(A)8VEW=QM,LGVB(LD M[#(D'EB7'/3 ZUZ38?$G1-0\0WFCQ7",6UQ?SV$%QJ=U)!/ MJ0\JX+11?8XP>66,,) 5&-OTKT+_ (6_HG_"8_\ ". R>?U%YQ]FV^1Y^[?G M&W9W]:Z*U\4:3>Q030:G9313E5B>.X4B0MG:%YY)*M@>QIA?R/&QX-^)7B3X M;ZCIFO/;3W,NI+);VL^&E\@7$,D9:4.0-JA\J^*LUG=N=3N(KPE8 M)0TZ&-Y'>1))X1_!&D;HRJ<'+'(UO#(BL%=<#,B(9"I/5\5D0>$OBW<^:M_K\^YM3!F M2S9($\@"8AXG+,P4AH05PO*FO:&\1:=L)%_;.=KNHCE5BP0 OM .3M!&<=,UMY]HW[17AK7K[3["RLM6DU*^9#%8FT"RB-XC*DK98+L* D'.?:G<1Y[JD'Q6T MJ\\.Z1->:G=7&HVKL\EM<1Y2Z6Q4L6?"QBXY"]QG&:W[/PI\6;S6)_[2\0R M?9FU&V$R6 6&-K7S,N\+EBRD*,%0JDYZFO5-"\;Z9XE\0Z[HUG)(;S19(XKD MLFU"SKD;#_$ 00?0C%=+1<9X'<^&OB1K?C(W.HBZMM L]6M+N"VLK\"0JK2) M(Q.7C*-&Q5MN><#-.T3P_\ %>_US2UU2]N;/3[80QW,B7<>+B1$N \F%&[8 MSF D<$@=J]ZHI"/$M!T/XG6WP_UE-2U26^U^2> K$@6)@JL/M'D2%V WKG9N MP%]*J>,5\?\ AK2]9UZPN-0FN/MMI!I>E3SK*)89(UA<, " RNYD+$_\L_>O M>** /"?["^)^F?:XH+N\U5X$EMYI[BZ5$NHR5$,L"@@I(BABP)7<>,UR%M\+ M?BA>6GB!K\#^U=S-'AN@Y)KZEHH&?.">"/B5 MEG37%K87X5W:!U5]C;N5:,DLN%!(Q4NF>$_BU9:9+:))+N6^(>%K:M>XF$DA!@C\T$CMYH?]*[FBBD(**** "OF/]K/\ ;![E6MKA($B16VX+,#ELCIBOIROS<_X+#: OV'X::ZH&Y;FZLV/ML5Q^M)CM6Y>/_!8SP_MS_P *PU;V_P")G$/_ &G2'_@L7H(Y_P"%8:K_ .#6/_XW7YY: M=;)?6,WF3F/4)BAM)C MS.*6J/T>'_!8W0ST^%VJ_CJL0_\:=1G_@L=H_.WX6ZE^.K1]?\ OW7YTW=Q M)>%///F%>F?_*V*J39AV%00V>PS]*;P5M>8/;].4_9W]CW]M6U_:QU'Q/:1 M>%YO#=Z2H1@JRG@ M@BKM% '"Z3\%?!&AZ=]@L/"VF6MIY3P&..'JC.CLI)Y.7C1CD]4%2Z1\(/!N M@WFMW>G>&=,L[G6UDCU*2**;I7)+J_JI).5Z5VM%(9S_P#PA.AB72G.EVN_ M2H'M;!O+&;:%T",B>BE%"D>@JK9_#3POIYLOLN@:? +*Q?3+<+ NV.U?&Z'& M,%#M&5-=51181Y[I_P_AYI,VA36O@[28I-#W_V<_V<%K?>23@G.>22,YQV MQ4\OP2\"W$.GQ2^%-+DCT\PM;1M "L7E;O*'0A=QP#Q7=T4P.$T_P""G@?2 M;N\NK3PGI,-Q>7O]H3R+;C,EQAAO/X.W'3D\4S3/@7X"T=M)-GX5TZ'^R;A[MRP C)%O,^-SH"2!T&/[O;%=]10 4444 %%%% 'AO[7OB.#PM\(3J=S;+>6T. MHVYE@;HR[CD5\=^,+;PU\2?$.JZ@NCVDCNB3V4Y&& P, 8QD8K[6_:F\-P^) M/@AX@BN(C+#:A+MT3[Q5&!;'OC-?G'XS\52/X0CN] U232]"65_+@4JUP%Z? M> R 17V63152CRQ?O7?Z'EUI.->+Z'V/^RA9ZIH_C^]L=:1(U.CH^G1B3>8X MMXW#.3ZU]9KT%?F'^PO\1?$-[\:-#BN'N;W1?L\MH\TO)#,I*LQ^N.M?IXI#M=.U>+FU)TL2T^J/1BK*PZFLN:=17CEGR[^U!^S?<^)KYO'7A")F\1P;6NK"/ M_E\4 ,H[.%Z_P!X>]?+6JVDFM?\3K2[:;^T+?F^MX\K)$4/+8X8$$?A7ZBE M)M)WV\MKJ>GW"X+(5EBD7TXR#7YK^./AYXS^%=[,^KZ+-#% M*"_$SZ;-'=:5JFI:$Q^9H[6X:(9]0=I_*O0Q&34,4 M_;82:2?]=#CHYG5PIJ6(AJ>H?M=_L,V^M ^)_",<^PM_IFG F0Q GB2(GG8. MZ=NHKR?X"?L<:+H^J7>H^(;U]3UZ'(AL(TV6]NW]_!Y9O3M7L"^-M?O-'N7N M/'NL7<4B[/*%P3P1SD UY'I7CGQ/X5UK5;JTU.SOWAY1[[<& R <$9X]:VMHT,3&GR5))N.S/4C7AB(NRLOZ[%?X[^&=(\&;1;)9-LURUE9PTHQQDEE![@C MM6C_,$_?"L_B?\ :.G\010LFGZ)ILLLK@?*)91L5#[X+'*^C.*AADL4I/H?5T?W<^O-/IJ]*=7YON?2A M1113 *^)/VEO"&J>%/C5'XONK6_O/#]TT,OVBQ'SQE% :,M@A2<9&1TK[;J)MXDE4JZJRG@AAD'*[<)BI8.I[1*]TU]YR8G#K$PY&[:W^X^.OV6/"&M>(?BQ MJ/CF6SFL='VS[7DA\I)Y).-JJ.,+U..*^B?%OPBL?%_BFWUNYO)8Y(/LV(#& MK(?)>1USGU,IS]*[M41 JJH"KP !@ >U35.*Q+Q57VC5M+6\BL-06&AR1=SQM2X_9@T>>2%CJL^R'3&TP1_9XRNTVK6YDQC[VUL_6I'_9ET.3Q+_:TE_=N'91 M+:?ST5R'2>)P_LU6L-S8W">(+F&XL/+6TEAM8E>-8MQ.$W'!WL//;+'KBH(/V7K".PU.UF\07_P#:4.$VSNR$J<;U(D(*D^E>C8I: N>'Q_LMZ+" MB+%JI\JQC* A6P^S;N.>HW<[>F/EJWJ7[.-EJ+FRT4!<\:F_9GT+^T;VZMKNXM_,=)[6,Y=;25?+!*@MM9"(E M!0C'7FM*\^!\, AW3=.35O+N+'5+C54N&LHG1I)O-WJ8C\H4>*H]?M=XR0"/0X[4RYU593NEC4O@ GU[9Y[U M[\:R<8WDCRW2Y9MI#W*'!7./?K6AH_B_4_"OFOIDD,;S$;S+"LF?3&X'%9"ZMQ&@P$P1P3Q@C\J@N]5AFCP=J8/6B56F])-&M&5>A-3I-Q?D?5O\ P3(\4RV? M[7\4$C#=K>DW<+?%NEM+)9Z?H-VSM2DH'$L;'Y,#TQS7Z\%/DOS#U?XE>)O!5A:Z9I<5WIFMG, MC3WT:[+8@]0X/?IGM73?LM_'3Q[%\0)=4B(U?1'(CUBVWXX!YD3/)<=<]Z]/M,0>ZD=B.XK M;KXVS6C-@HHHH AFA2>,QN@DC8896 *D>XKSOQ'^SW\/_$TS7%UXB?LN^(/ M T-KXOU'6-.^S*,&TM@SO(O0C)&%ZU[Q^PWXC:V^,/B'1/*^SVMQIPFMHN^UM7';\^:\FOOVR/#L/ABWL;SPW>/>6_P!^V)4Q2$>AZ@&NE_8J\9O\0OVEK?5K M?3ETVTCTRXC\I?M: M>$X+^YL[;3-ZL6(KM_C+HZ:O\/=5D=W46$+WP5<'>8U9M MISZXKY,\)^*_"GQ!@BC+_8M19 M2L-[V$C7,6,D#[P'NI_I7+37,UMNBE*HXR&20$>W0UE[2?0U48 M6T.1\/?L[_LZZEI8U5=&\1ZIISINBEBUJ.X,@&,@+&@.1GD5R7[0WP1^!6F_M#6YL_A]X?UG3_'5TRM:MJWG((HU;,KL7(&WC\:])\'_C\.> UU#XK:+I\ M"7OA^.2>/24=UM)IF906D0$ $ Y&!7*?$[]JK6/%=S'+J7A31)GC+!$=Y2 " M,'&>F:]K!97B\?3=2C&Z7H>#CF7+MO:5G $B[2#@ $?\"K]%+;]AWX%6@^3X:Z.Q]7$C_P V MK\Y_A-^U%?\ PP^/.G^+9=*L[;2I5&GZC:6N4!MF/4$_Q*V&&?2OU8^'GQ7\ M._$^PEN- O1<-%\V)QM>/(R"1W!]16%;"5L(U&O&S.NAC*.-3G0=T9'A']F M[X8>!-:MM7T#P+HFEZI;$F&[@M5\R,X()5CD@X/45Z92 YI:YT=(4444P"BBMB@ HHHH **** "BBB@ HHHH **** "BBB@ JK>6<5_:RV\\:RPR#:R'H1WJU M11KT _-7]L7X-^)/A]J4\MH_VWPYK$ZR17DH):&7HL3MSA??O5/]G+X'Z<+S M^T]6U6ZTOQ)#'Y4-J,K;!^A9NF\FOT;\5^%-+\:Z'V%RI5XI!GZ$M>A!Z&OAO]H'P'XW^#\5E;07#:AX)@N@\%VP+30J>J.PP2 .F37V&#Q[Q5+ZM M-I2[]SS*L94)>TAMV-S2/$5]^R_!K5ZL;7-_G!Z,*^(?BAXUN+?2;!/%MS;:KX M>O #I[6;[[RP.W_6*YYQW*FM3X%^'];U=YX_#HL=8T>YA9YO$%M(J7+#./)DM3(*/GIZ]:>)R^%2G[2H[2[]#KI8BG5C_ 'C]+013J^'="^*'CKX#>'-5DUO5 M9M2BA;%C9ZDI;C/W-_)Z>]=K\//VY$\6>'+_%;4/"5S:16(4S&*3&&;_0;S5QHVKI:V@W2YB4D#\ZYF/]M5 M?&%@G_"$^#-1U>YF8I"]TPCC!'!9@.=H[XK%8+$/[GIN?

0WC#Q=I'@;PW?: MYKM]%IVEV2&2:XE. .P]2>@'>OB'QEX>U#]I75[SQ#]O?3-/OE#Z<_+*D0X M56]1UJA\?MMW\.WLLUS:
&2!H$WM"">0!Z>U?39=ETZ5/VT-9_D>5B\1[/W9;'F/Q:^_MFO>$W,=S]@N82>%C>_M-?$.VT?0/.-
F&WW%W*A5(8Q]YB#W]!WK]&O!/@_3_)X7T[0 M]-B\NTLXA&O RQ_B8XZDGDUTYWC72PZPS^.6_H>7EU*56JZM_=6WJ;R_Q?6G
M4@&*6O@SZD**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH YWXAH'\
>)E/0Z9:_5+QTH;P3X@!Z'3[@'_OTU?F_II,OP09< M\#Q%&0/^W9ZYJNZ.JAHF=%X#^+6M^'FCM[I_[4L5&!',<.H_V6_QKWD>'M*^_M-
7@Q[[2PJ:O;JWDD@!RP&3$X]^QKY7TU!M!->Y_LT>(FTCXA1V/F%+?4(BI3 MMO7E3]>*B+Z,NI!-71PFJZG>^&/"'BBTN$=+34;3[+-
&1]U]Z[6([8/%?,GB M.1I[UXD#$ABN,=\U^@G[2'PZ@N7\00B)1!J=D]PH'&' R?\ QY(5DTI-)$7GA?[2A,^-V,"('=NS_#C-
<+*KQX/%3VZO@74#K MC_:4;E_E49Q&EB\/*I3=W'7_ #.O)IUL'7C1JZ)Z?\$_=B/!0;3E3R#[5)7, M?#36/^$@^'WAO4=V3<:?
['K\VP!OUKIZ^ 6Q^@A1113 **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ JEJ6F6NLV$UE?6\5W:3J4E@F4,CJ>H(- M7:*
/B#]H7]@$:UYNL?#R[:WNN6;1[I@8B.X1CP/H:\D\)ZZW[/>D:C8^(?"
M&I^'O$:J@BDA!$4K#@,./F'XU^G&WKW]JQO$GA'1O&&GM9:UI=MJEL1_JKJ, M.!]">1^%>[0S>K&"I8A"XU32EUW2K4-- M-]J!@D@?'
&T]<>MU"WTV36=9Q[&:^M4D[.Y%\4K#P$GP^U^WT^XOTU MQ!V@B=@:)A%)E6\HGYL]."*^H;_\ 95^* M>H:]/JMWK]E>S3,&>)F"1-
_O(!@UG^,/V'?%WQ1UVVU'Q!JVF6#6Z".-+5"5 M"CMC%;X?$8.DN2I433W%[7%OIH8GBWQH/B=H%Y:Z;I!?P[)#ON%A3#/&!D8) MZ?
6O/?AA\$X/%K1:5HFB7&HR.KQ275RA5;=2>&W>HSQ7U]\-?V1=$\%VT"ZE
MJMYK/EJ5%NS[(<'J,#DBO;M'T#3O#]F+73;*&SMUZ1PH%'X^M<%3-Z="+IX5 M:=S)8.59\U9G%_!3X*Z+\%/"
<6DZ7&KW,@#W=XP^>=_<^@["O1AP*6BOEJDY MU9NI-W;/5A",(J,59(****@L**** "BBB@ HHHH **** M "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH QO&(SX1UL=7Q$@7=T!%LQY^O2OTA\3(TGAS58T!=VM)0J MCJ24(%?G-
H7ACQ':?"B14T/4X[N/Q!',B?9)%? A?G&,[<]ZRDHW7,M#:'- MR2Y=S#L/W)\N1"CH2CJ>"&]#7=?
#N[%CXW\.7"OY>R]CR.QK\PO&WPL^(&A:W?0WO@W6,I-(/-M;.26,_,>A KZCARO1A M[6%:27-:USY+B?
#UZKHSH1;Y;WL>E^*OBE\'-3E:2RT>;2H%A3RK>-$=C(?O MB9F7<3GH0:\5L;CPC>?$+3KS0KS4; 27!+6UQ;JZ!CD85@00#[BL>
[^'OBRX M)/_4+FY_\=K<\)? CQQJ-Y%=CPOK%A' R2"66TE0G# G'&>15U<'A
M\+&HX5KW3ZE4,7B<6Z2G12LUT/U8_9P\2SVGP3\)1'2;Z\@2S*I=VR*RR@.P MR!D$?B*]EM9_M5M'-Y1M&_E?
X(5AG;ESBO>^+6VI]L]V%%%%,04444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M44W> <$\T
3BHGDQG]>SC:BRZS<:3'J,+:A;KNGA!_U7 . M&;HIP0<$YQVK4^W6^Y%\^/=(2$7>,L<9P!WXYXKRV?X()=2:A#>7XU+1I]Z,"*9H9%
M8^5) =P,2A0D1('S+'C(R:!H]UNO%VBV=Z+2;4H$N?L\EX(]X/[F,X=^.,#/ M/>E3QCHCV-
E>'5;2.VO3&MN\LJQ^:SKN15#8.YAR!C)KPRT_9'@COC=3^)=\ MDA,F8-.6)HV)SMC.\[4(QN7^+')Y-.MOV5;*PO[
W7BB&ZNHV(M5NM/1I'") M,%(C-MWV^&F^5]C3G=^]:-GRI/ " 8KW'1--&B MZ-8:>LC2K:01P"1OO,%4+D^YQ027Z*** "BBB@ HHHH
**** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **8[$)D= MJC64OWY]*=KB;L3TPR '%1-,>>>*AWEM,W#:/G%0 M2S*5;!!/K5,5";@<]\]A5:X.],DXV=1T-
4FD6(DJVP]\\UHH"O M8T7E6,9*-D#/M5JQE6:$LI.,^E83SN^QO]8!S_\ KK0TBY:XMW?_*:$?RHG
M&RT'!W9O4445SEA7@<_PJ\91V5Y%:W%I%J%UJEU<7>K07+0W5[!(',(WA2T: MQ,8R8P<-Y>!C->^44 > -\+?B7:PF2/QA+)A'E [E/2+
(Z=I=I:F62X:&)8S-,^YW(&6;N3CK5ZBB@04444 %%%% !1 M110 4444 %%%% !1110 4444 %%%(#FD M%%%, HHHH ***0'-(!:***8!11
M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 -9L5&\OS8%/=-W0XJ/[.
MIFM=Z8SCTH^RDC!;G=(5F0O*."/QJO+>+%AFX&>,]*LG3R1CS./3%0OH^ M2"LOYC-4F@:ML9MW>"5=T:$,#R#QQ2QW
:+";0""6S_2M Z-N_Y:<]SCK^M- M31 HR9?G[';Q^57SQL%GU,BYE#KNCRB ?,Q]?6LUYGQNCQL/5G(Z=S733: ; MA=K7'R^@3']:J?\ "'A-
VRZ()! ^0<9_&M(U((S<97T,#[0L7RK.!@Y5G.-P MKH]#N(&M&*,I_>')*GKQTJ'_(0S>B"6\,A7@YC !'IC-7-,\-KIL#1B9I S
M%LX^GO[43G"2T8XJ2>IMT445QFP4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 <-\9_BE9?!?X;:QXQU"SN=0M-
-6,M:VFWS96>18U M5=Q ^\XZUY3/^V*B21Z/#X"UJ7QN-9&AW'A@SP)+!.T!G1_.+>6T;1C(8&N\ M_:7^%^H_&?X+>
(?!VE75O8WVIB!4N+HL$4).DC9*@D':AP1WKS7QW^R%X5UB M[\$Z3IQ@_L^'6Y-_P!6_<&(R><&$C.,JY4 4M1JQVUQ^T1._B] M?
#&E>!M1ZA86YD75' %IZ;+;!+,K=$IO:DT;XB^&_$\&KOHFMV&M'26:.\2PN% ME,+J"2C8)P>*\2^)W[,6I>.?
V@=&\76FI65MX*N!:3^)=&F5C+J%S9LYM'&! MM*CS,-D]!6K^SY\$/$?PLD\7VNJWNFVWA?4F TSP_I4DMQ%8@[C*ZRRJ'"N7
MSY9+!3T-&H%Z+]JC0I? _@'Q1_9&H"S\7RSQVL/R>9 8HY78OSCD0D#'K6=X MN_:N7PY\&/#?
Q.LO!.K:UX;U:".>8P7$$>I&V,)YN6VEMV*EM/V>OB/ MJO[+9^$VMS>&+.YT]+"#3K^PN)Y(YEAG21S,K1@JQ"\!<\FBV@[7._G_ &CK
MXZ_:>&[/X?ZYJ?BN*UCOM:TFSGMW_LB&1B(_-E+!'D8#<$0DD5Z;#X]\.SZ/ MJ&JKK5D=-T^=[:\NO/7R[>56"LCMG"L&8
@]Z\IN_ASXTT'XS:]X_P# &H>' M=0TSQ7;V<&J6FLR3#RGM@R)+ \2L'RA(*G'S=ZTO'7@:_P#$WPJ\5>#]4NO# M'AO5?$-
Y.ND_8LQPW!WK)$9%8!GE;;^\V@^HS5/0D[_7_B7X3*B];6/$>F: M9]C94N/M=TL9C8IO52"1R5Y
ZD5C^//CCX,^'/@BS\8:QKELOAZ\FAAM[Z!U MDCF,K *RL#@KSG.>@KP#Q1*_B4GQ TKQ)?:=X7U;Q!K&O07IM8TN)-,M!!I MSP8FJ1?
%+PA)XCL/#X\2:4VN7\"W-MI_VI/.FC9=RLJYR05Y'J M.:X[XF?M#V'PW\6QZ(WA_5=86&WAO-2O+(($LH)9O)1PK$-*2YY6,$@)
[G5H/,DU.WGBV;K2!PNTQ!H]JN2I56<;:TOC M=\#/%OQ&^(=GK6F7NB_9H8H4L+W4&F2\T&9'+//:+&"LK.,<.1R@[4PL;VF? MM*V^H>
(/&ENWA^:'1?"SW,=WJ@U&VDD9X6V%?LJN94#$\,R@5U?A'XNV?C"\ MM+&WL+J+4V>=+VV+*XL?
*."SL#@J6X4C[W/I7"Q_!76]7^,$7BG5=+\(V-E8 M+>*DND0.MYK(GB,>V])0#:/O$9?YNE1)^SYJ^EW>C3Z7J=M92),)
[U[G^+OBGX>*2ZC8RZG9S>(+73I]3315N%%S- M%&C.=J9R,A>N*H^"_C;X0\8>#&\10Z_I4%M:VL-SJ2&^C?\ L\N@?9*V<*1N MQD]37
^/_@MXG\2?$_5M;T671M(TG5-(FLK^9GE>ZOV-L\4221E2B!&?(D0A MMN00:YG6/V9-0VZ1#IE[X>LKJTT/2+:/39HV6VU"\L)O-
83HH!DA8'!/+#@X MH]M_P"%T>!/[$TW6/\ A,-&&F:DS)9W1O4\NX92 RJ<\L"PR!R.]8?A7]I; MX<^+?!$_BV#Q18V>APWCZ?+/?
RK#Y!/V=]6TWQ_I/B_ MQ%_8371O]0U"]TO3XW:UM9)X88HQ;[U&3^YW.Y"DD]*X[6OV5O%=_P"$-+T>
M&]T6:30=9U&ZLHX+RYL%OK:[)8F=XE+1RINV@ ,I7O059'TK'\1?#$OB"ST- M/$&G/K%Y$)[>P2Y5IIHRI<.J@Y*E1D-
TQ735XM\'_@8OPT\77FI-!IWV9M&T M_3+2. O++;&!7$@$D@W;"S\9.3WKV261((F=V"(H+%F. !W)-,DEHJ"VN(KR M!)H9$EAD 9)$8,K
]"".H-3T@"BJJ7T#W;VRRQM<(H=X0XWJ#G!*]0#BK5 ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%
M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 >=?'KQM/\ #SX6ZWKEO6;A1R0:^/K;X
MR^(_$=UX/\0^(/&UEX/UG38=?TT^)&LX+N.X$30&(#:/*)?.-R##?P*[B>*:-)HG!5DHJM)HFG26ZP-86K0+C$1B7:,$$8&,<$"A:#N M?
&>I_%WQ/X:T#Q9X@$I\+^*]=N=%5Y1%"D$4S:=YC*[W.4B5L<%LG/RCFN6N M?BGXOUD7OB[5O$K1W>K?
#J"^C\.SV*-9SSI=/'(44C+%<>8<<_/_ '<5]\W6 MF6=ZC)74JV3NY!''%?0_\ M9EG]L-T+6'[4T?E&?
RQYA3.=A;&=N>W2GQ65O#M\N&./:NP;$ P/08Z#VH$? M*VB?'#Q1/I&M^*KCQI;7-UHUXUUK7@2/2XUGTO3X;DQS /CS"WED2;FZ_P /
M%6K/XQ^*=4\9^$K?6/&=MX'TC6+4:U8F;38Y#JJ2W++%9*S]"L/E,=OSYDR> M*^B/$G@S2O$^E:II]W;;(M4A\B\EMOW4LJ=-
I<#)!''TJ^-"TX06<7V& QV8 M46R/&"(,+@;<_=P..* N?#=E\9/B)X,L/ GAOPI)IFE:?]C:Z0:QKV7QXT?
Q'9S_V@_A[PEJ.JV.ARV$=Q%)Y7(^4_2I_L\7FB7R MT\P# ?'S >F>N* OK<^.;/XX^-[O3S::%\0K3Q8E[=:/%_PD<.C1*NF3W=P8
MYK0QC"N53YQN^9>C5WOQE&N>'_BE\#C<>.[O2;07]Q:7]T+2)8;^;[.-JR+C M:IE(* #H6RO-?04&DV-
M&8X;.WBC,AF*1Q*H,AZN1C[WOUJ2:S@N8T2:&.55 M8.HD0, 1T(SW'K0%SXG\ ?$3QW\)_ASI+:=N7VGZ$=.6/[%-;7#
M%2)0=\F0S%@WIQ7J'P ^*'CCQA\,_&6I:]KF@ZA<6,9?3=6%U!/&K&$L1<_9 M@$5$?' &[;G=R*^B$LK=&C9;>-&CSL(0
KGKCTS4=II5EI]N8+:T@MH"6)BA MC"J2?O$@ #GO0#=]3XC\3_M/^+]-^#^G76G>+IKSQ2+N]CEU(V-C'8W+V\:N MT44QS'*AW838/,?
D<$5TL_QC^)_B'6+*]TWQ+:Z-I]WK&AZ.--;1TF6/[=:I M)++O8ABR.Q*KG;V;(KZT70].%M#;#3[46T+;XH1"NQ&YY"XP#R>14W]GVO\
MS[1?>#?<'4=#]1ZT!<^)_&'[17Q6TFSTK2K+5--AN[6[U*TEU[4_LMC%]DMM M=>4D;+*-
B[E(9EBPY_AKUWXS>)=8T+7OA]X@MM/BO/$%IX?UN]2TM\O$TXM(M6V*>I7=T[D5[O/H]AWBG5& M#HLB!@K#H0".#S3"Y\3^!?
C/\1--\6_#SPEI4FEZ9H-OI>C1K8ZE5%<><[(:WF-I T]N"L,AC&Z($8(4XRN1Z5C^"? >B_ M#[0;;1M&LQ;V4*,@W?,[#:EXU\-^-(M7.F
M^$M%N[F^DTZ*4:TIGD0HQ'$8 8@E/FR.M?47PST;6],\5>.KO4+*:TTO4M0C MN],.UXLX=#"H^(VANQ:+8MOBENPY**THWA"QV^O-?
H'J^B:?XAL9+'5+*#4;&3 M'F6UU$LD;X((RK @X(!^M)?:%INHSV4]W86]U/8R>;:RS0J[6[XQN0D94X.,
MBIL.]CY+\+V.B>*_CEXLT+XAZQ=>$X_"=II,?AGP^^O/;QV\;P[I)E<.OVAS M(-A^2: M.0'!R=U?:^N^ ?#/B>^L[W6?
#VEZO>61S;7%_91S20S-]GDPR*=RNBXPK!B2"!G-,+GSY\4_P!HKQCX'^--Q\-; M*UTV36-=FTR7PL\L3E7M7=UOWFPWS&+RR1C&
X)K6^ OQPUWXE)\0-(\47%A M;^)=$!D?3],AS!;0R*_E,ERLCI.K*H.X;64Y!6O=+OPWI-]JUEJUQIMG<:K9 MJR6M[+ CSP*P^8(Y&5!'4
\U#H?@SP_X6ANHM&T33M)BNG,MPEA:QP"9SU9P MH 8GU-+H%S\U/#FE^.+;]F_Q#XUT]]?T/PS/X4DAU&ZO=9=VU?46OD$<\"EV
M,0"94O\ +D'&*].^-%^/#7PR\&?#5=/UOX93ZY/=ZM>6^E:G<:U>0QP0Y@5C;C=STZU971-/C
MU3^TQ9VZZD(!:B\$:^=Y(;=Y>_&=F[G;G&:8CYH^&GCGQ!\5M_^'?Q'L]'O= M1ATW19/[0.G7:I-=:@
89+22!F!50R[SD$Y(Z8KJ5T;QMX1\<>*?$+:SI7AO M2]8GTU+9-?N@T'F;F$\2*K@;V5@%FZ[;I!J=E:W\$HHR* %HHI,B@!:*;D+U-+D4
+13=P]:7(H 6BF[A MZTZ@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@#RKX?_$+QSXC^+OCSP]KO@270?">CF+^
MQO$+3;EU0,/FPOMUXZ=#S77_ !(O[C2OAUXIO;28VUU;:5=30S#@QNL+%6'T M(S72X%5-
3TZVU;3KNQO(4N;2ZB>":&3[LB,"&4^Q!QO!\=_"?Q]\1?!W@?2] M88:YJ5IXFBTS3=+3X@WRR.VK3@F2X#QY:.SV#A3EF;&T#-
=!:_'/XE:E\3/" M>FS0>';&TL+O5;'Q+;VSSRK=26D<HZ-:WGAQ8([9=-E4F-8T "*O.5V@#!!R/6LJT^!_@:PL/#5C;>&+"&U\-7'
MVO2452#:3'AI%(.2Q[Y)W=Z/4&?/6B?M@^.=8\-ZKK0^'GV>SN);5]$GO(Y[
M:WD2>Y6$1RRN,.X#;MT8V\$5M'XQ_%/6O"@/1[>'PSIMXOB74=#UZ+?.]M= M""W64/ 2 P&Q\@'^,<\5[%I_P

^'VD3:I)9>$].MVU.Y2\N@BMM>6-]Z,%SA M<.-V% &>U:.K?"3PAKA4W_AZSN2NJ#6U+*05O0 //!!!#$* >QQS0&A\VWG[M7FL>#_`@6^M=*@U:RND6;689GN;F\MH)+Y[=)#,!Y: D<&0\GY0.E.\+_$O MQ%X4\1SZJUU-K-E866ISWMM=SN5%NNM")Y5)^>. (_+GHH(KWG4?V=OASJ\F ME/>^#M+N'TM&CLM\;8A4N9"N,X(WDMSG!Z5I:A\(] DTG5K;3K"UTJ]U"QNK M!KR*+M>.R_'WQ]\/#XJM#I$/B3QIJ/BF6QALM.^ MTW]C;I#:0R2>6J?O #N^[QM.<]*^G-.^%7AVS^&=KX"N-.@OO#<%BFG-9W"9 M2:-5 ^8=B2,\=#R*Q7_9R^&_A&3PQ)X/TT:))<+=M:(K*#,%"B3<&#!]H + M9R>],E6/)+K]J_QA=^./#VCZ9\-M2FA-M83Z[;&TF>XM'NL[55UQ''L R?,^ M]T:=^UCXEM--C\1:YX=T=O#-_;:L]A%I5S)+?+-8E]WG*5VA7"\;>5SSU M%>VWWP.\"ZAKF@:O<>&+&34=!18M.N-K*;=$^XH .& /(#9QVK ^%G[-7@[X M86MR\6EVNJZQ>)<0WFK7, \VXBEE=VC922,8?:<8W #CAL_+74?"XGZA*/& MFF:].+B\AL/#%]=3:79LQBN+CS8$3"=2 S]>N*](*_OP)X)AM8M$\+V6GI M:WIU&#;N8QW!4IY@+$G(4D = .E;^M>"-$\178N=4TJUU'<6LMEON$W_ +B3 M'F1D'@JV!G-)@O,^=+/]I?XE+X"AU35/ <&@7-MJWV75=4U6WNK>PM[7:'$X MBPTX4D["Q!56^8_*:MZ?\>/%FIZIJWA_PA9:3<:Y+K^K^5=>)-1E-DMG:B(M ML91NRWFC:J_*J_,>*]13]FGX91>'+'0E\'V+:387AO[>U=G95G(+$EB6! M*G(QVJUXB^ 7P_\ %NES:;J_A/3[RRFU!]5>-U*DW3X#R J006"@$ X('(IA MIU/%[#]K#Q1KTKZY8^&M)@\(Z7%I$^K-=W4AO0MZ_ELL"J-K;&Y#-@,OUKU/ MX5? $[7_%GCKQ=H'B/3]/T*XTV7S+'38VE-XUIO9%G22<#)S@8&><4P9UU%%%(04444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'EO@ M+X^:5\0/BUXY\ 6FCZU9ZAX3,0N;Z]M"EK<;QQY3YY]O4/2;&:]:%.KB.-GV@^^,5MB,!]PX)ZG'7TS]*@U#3[?5+*YL[N%+BU MN8VAFA<95T8$,K#N"#B@#Q#1?'_C+P/X1MO&?C+6K?Q)#XA2U72?#&C:4()8 MKNXP8K>.9I#Y@(/+2 8VD^U0W?[5@M88+-/ ^MW7BH2WD%[H,,L!>T>U1))= MTN[8RE) RLI^;IUK8M_V7/#L.C7.E3>(_%MYIP,;Z;;W&LNZZ.T3 Q/9G&8V M3 "DEL#CI6EH'[.?A? P^UG,EQJM]J$*WBRZC?WAEN;M[I%2:29R/F;8BA< M8Z4#T.;N_P!J#3M7EU.VT73;Y;6'PS_PD(U6?RD94>$RH(X'8-*0!ABN55OE M:LS6_P!J._B\+^-)M"\+76IZEX;T.+4?,OKB&W%Q(T2.?W.X/Y85]V\)?*Q4J MIKIW_9:\(W TV*>_UZ?3],TM]*LM-EU M;6Z-$8FE1=N1(4)!;.#UVU:?]FK MPM=:E=W5]>ZWJ4,NCOH=O97E^7@L;=XEBD\A< HS*@R22,\@"EY#=CB[K]LS M0O#_ (@\+^'O$.D3:;KFHV]I)J5NMU%(VFO<@>2JJ#NGSG)V [5//I3]:_:S MF31=;N-,\%:GYL5EJ?&6@_!KP#XOM_ XNM:\07NGV MUSHYOHU$*W#*,H^[;ELC;GIGYN]/M_VD/[/\0G1Y=*O]5O+KQ-&-=@NK6YU+7TL+[56U?4;"+42D&H2D1Y6<8^9,Q*< M @@YP:0]+%/3OVE['48]5G/A^_M[2RU^V\/QO))%YTLLLIB+M""7B4,,X< E M>16!\1/VS_"_P\DN8+JPN);ZWU: [TY[62>*#=';;?.G5F.&'S@*@^9C74ZA^ MS+X:UB;Q)/J&K^([W4=:>%EU*;4F-QIXAE\V%;5P!Y81_F&=Q_"J8_94\+VU MG$MEKGB? 3M46]N+Y](Y+2;P[J:^ M'XM0.B3>("T7D1:F%W&U*;M^ ?D,F-N[CIS74^//@QI/CV/1'GU/6M&U'1@5 ML]6T:^-O>*C *Z,^#N5PHSD? E6+)^S-X3N/%DFM376M2PR7)OWT:2_9M/:]* M;#>&$CF8CG=G&[G&: 5NIY_XE_;#OQ\/]>UK1/ FIQ:G;:/%KFEV^JR11I>V MK3+"\AVOE-K-]TG+#!%=5JO[4>F>%_B'X8\(^(]'ET:]UJWC=G-];RFTG="X MC:-6+%0%(\S&W-;MU^S;X.O=!&CS)?O9C06\. "Z(86IE$H8''^L#*"&_2J# M?LK^%+CQ78:]>:IXAU"YMIK6[D@N]1+P7=S!'Y27$Z[?GD*<$Y /I0#L01?;+68L!*B[\QL6Y&60D':>XR.#CI7D$7[+?AN#PY-H::]XI73DO8+[38_[78G1Y(6+1 MBT)'[M1DK@[OEXKV&&+RHE3<7V@#AFM-,LY;R94^\5C0N0/<@58M=$TZPO[N_MM/MH+Z[Q]IN8HE6 M2?:,#>P&6P.F32ZSI%IX@TB^TN_A6YL;V%[:>%NCQNI5E/U!H \AT/XL>+?# MWA-/%_CZWT2'0]3A@? 2M+\/QW%QJ32S;3#;8;Y99"#CY=HW>W-)>_M:>$K/2 MK&X&D>)9]2N)+J*30H=+9]0M9+=4>9)H@<(5217SD@KT-1C]FNZFT(:+>_$' M7[_3].D@F\/B2.!9-(DA.87#A 9F7&/WG5>*N:#^SC8:5?P:I>:]J.JZZZWY MU#4I42-KZ6ZB2)G9% 5 BQJ%51@4#T,"_:NM9M3\7QVFAZE;Z)I&EV&K6GB M.:R9[.YCN2-N5#*V2"-H[X?.-M;NI_M2^%M(\0:CILND^(Y+*R@O)VUN/3LV M$PM<"X6.0L"[(QVG"XW=ZSY_V5],.D76D1>)-5ATJ]T.ST6]M0D;?:/LK!H) M]VW*.!N4@?*=W3->:>_V8_&4/Q1\+O R: [KFB:MX7N$TF76)+:]M^'@27RB8F!.\EBH M X^_2^'?V9(M*U>SU?4O%NK^(-6@O;"^:XNXXD$AM(I8HEVJH"J5F.<:C2!,D_+0#M96._\ M<>(_'*W6D?\ ")>'8[NTN;?S;B>_E6-H79T54*$@@JK.[?[FVO/? O[5EH;G M7['Q78:I'-9ZGJ=M::C:Z8PL[I;5G(@1\G=/Y:%MO ..#GBOH=4')Q@YS7C7 MAC]FZS\.^+4U:7Q%JNJ:5!?W>KV^@70B^S1WMQN#R;@H9@%8A4)PI)/>E?6P MM#M] (^*GA[6KC5UMKI_(TJPM]2N[MT*PQPS1M*AW']=B[B.PQ7D$7[7.E?\ M"7W]U>VFI:+X-MO#RZG%_:FGM!<7LKW0BA>#+8=)% (VYQZG_KL?@G\%$\#?" MS4O#FLHUQ/K,UR]]&_F%89,HD(D !*I$%4>E'[+4+O3]:U^2::19O M[TMG6SC%TULDDX=QL5I%*@Y. <9P!4US^S%%?>&_#>B3^)9XK/2[PW]T-/TJ MSLC=R[PZLABC7[,05)BP67(;K7D_P 0_P!E#QA9>/?"MWX.CM=5T[3F9X;G M4IX@EO*]V]P[7,+*?-C&_"K'\PQGK4BTMYGL[?M(Z3KVOZAX6T+3]67Q#OO= M/L+F_L6BL9M0MU):W\XG!88R1T([YXKN/AR_BZ32[Y_&'V-+W[3BWCLDVJL(M11ECD\EP[>P(KFM,^ ^FV&JZ5J!U*]DN-/U^\\0*#MV--O4U M4#I3$.HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH YG1/B/X8\2>*=:\-Z7KEE?Z[H MNP:CI\$H::UW#*[U[9J_XFUM? #7AO5]7>)IDT^TENS$I +A$+E03P,XQ6'X; M^$/@[PAXU\0>+M&\/VFG>)?$!0ZIJ4(/FW6S[N[)P/P SWK5\::')XG\(:[H M\,J03ZC8SVB2N"50R1L@8@=0"U 'F/P__;;TCQ[9>!KA-+N--?Q(EY[IBNYE M4Z7);0+*Z3' !RKJ01Q@YKM? 7Q?\'?$RVU&;POXAM-:33Y#'=?9V;,1Y.2" M <'!PP&#VKQN_P#V1[Z\UOPU/%XBAL["#PO)H>L6\,+9N+HV8MDNHN<*=H 8 M'[RHM=7\,/A'XJ\.ZUJ?B/Q=>Z-=ZM_8(F\7Z?_8T]V]C%=Y;#3IC=$%QNW '.,=.>E?/_ (-_ M9?\ &WC7X9:9;^);K1]&DL]&&FZ99+8R)-&KW:3S?:P20S8BP%48R=QYKUH? M ._'Q53Q3_:-C]@3Q&VN+9^0=X!L%MMH[;]R[MWI4KS"R.W_.%V>!_[>UC1 M?^$FL5U31[=KN^MRY'D1*NYV+8VMM'+ $E>^*S-/_:\&^)H[*7PUKVF:['+ MJT&D3-'=^7Y4DH)7 (RY(&5 X;L:\;MOV,KFQ\3>,;A9M&N+74K;4AINI7,E MZ]!]!->1NC!T,A@" /CNEO/V8=2N/$>CWT>K6-O:68T-98H865V%BDJ M/M(X!82#:?X<>)X-9GTOQ?IE[#H\ N;YXY3MAB/1\D?,,C'&>>.O%8OP?^&W MB_P)X9O/#&L7^A7FB65LUEHMQI]M+'=&,[OFN2S%2WS<[.#UZUYIJW[&U]K/ MA/1M%DUNQA&G^&/[&/D12(DUPMVERK-M*MY9*8;!#$8=-@U!_$%@ME<6DF MH13F3Y7MXR \@XZ D#Z\=:\D^%/[,=[X'UWP;K%R-#LKC2;O4[V_M=+:ZF2: M6ZB2)'22Y=Y-P$?)8_2J.N_LB7.N^'_'>CRZS ME]$D?_"/1!9%73[=;G[4U MO(58,4>8G)0@A<=Q0%D>X^'OB;X8\5>$#XJTO6[6Y\.K&\C:@7*(BIG?O# % M",I7+6EK7%SHSW,\ GW(RL6N9&D<$QJ&W'E>*YKXN_L[M? $WXT^&M,L]=U[PQ;S".XMKNQT]+V"R4,%$5Q&%D#/*H7&V0E,'IQ0(]BU/X M^?#[2?$TWAV[\5Z?#K48EWV1=BZF) [K@#&X*=P7J1T!K.^&O[2/@/XH^&=. MUK2=9C2*^BN9HX+E&CD @ ,Y(('W P)(I:\I\&_ SQEJOC74H=2DT_3?"%CX MOAUDR36;C4KV6VMH5B>*3.SR7<')(W## =:L1?LV?$#3?#/AFSL=?\-G4]#B MU/1XYI[2G27K60U+R@Y^6 MU*>8)6.,*I0Y&2,]JV_ OQ$\._$O1AJ_AC5H-7TXN8S-#D%6'565@&4_45X= MI7]EW'\._&WA?4-;MG?Q!H^E::EU:PLC1-9PA,GG)5V4' / SWKN/V=_@W/ M\'_#^J1WUGH]MJNIW2W%TVC37H H$>OT444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110!FVFO:9J&I7NGVNHVES? V6W[5:PSJTL&X97>@.5R.F1S2>(M8A M\.:#J6JW(=K:PMI+J41C+%44L0!ZX%<7X*^ 7@[X?_$SQ?X^T73Y8/$OBLQG M5+AIV99-O3:I.%R>373>/-&N/$G@?Q#I-H4%U?Z=<6L1E.%WO$R+D^F3S0!P M_@7]HOPM\0K+P5=Z7]M1?%:W1MH[F$([L]O&'ECG&?D8 ^_Y5WWAWQ?H'C*U MFN-!UO3M;MH9#%++IUVDZHXZJS(2 1Z&OF/5?V4?%<^H>'$TO6+#3=,_X1B6 MPU: (.^Z/5&L4MO/BPN"CA%5^A.S/6N[^#?PDU[0M;\1Z[KN@>'_"S:AI4.C1 MZ!X>D8VL_E;R;B5@JX9M^ ,JO!)-%ANW0[F^^-'AU-%M,L=4FN[&QM+C[0\$7D,JQS3"- M3/&\F 5<%A'E2S5HW'[-'BC5OCIIOC+4K>,V$DVGW\L%EK301:7+;0JC0K"(M29D++E<.@QPPH#0]S\%_&CPYXK\->'-4NM0L]!N=?+K8:;J%W&D\[*[(5120 M7.5S\HIF@_'_ .'?B'2M8U*T\8:.EAH]Z^G7MQ* [^_\)&]=-2M(;*.RO:>VUIK*.R:.Z>;S% A> MQ\%7]V)K=K>6(QEWN?)_>,K?,@D1F5:ZC7/%FA^&M%_M;5]:L-+TH!2;Z]N4B M@P>GSL0O/;FOEGXG?LO>+_%ANM1MQ Y&L/?KH6F:G]ACFC>TA@(65HG5#&Z, M0"ARO3!KN/B/\$_$UW\!O"G@GPP82^G&%+ZUGO?WLT(1@RQ7_,Z?;C<1HD#Q,%*2!F!5B6&!CT]17B_PO\ V=_&?PVN MO!RZEH_AGQG#%I<&DW\FIS,[:3Y4TK^9;;XSY@=91E1L.X>E3^%/V8=>70M M\.ZU8:)9:9I$6MV,D^GO\UVER$-O<;-@VN& !)V[!@TQ'T/KOQ!\,>%RXUG MQ%I.D>7(D+B^O8X=KN,HIW,,%AR!W%%N]_IT M,\2R*LI4*P+LJD#<-W/'3KBO"_B%^SA\2_&GPRL[2XN=*N?$NJW5U<>(3%0#5B;]F3Q=!I.NZ7!8:!1_:+>/& M=[QYW(N.Y%6?#WC'0?%OVO\ L36]/UG[) ((KC^S[I)_)JF]BG1(+@;?E53-AV+,"]M Q7HG MP9^"5Y\,?%^GWL=GING:ZAT]0GG7T+$O*5 8$' 8_,:"3W&BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH ;N_*JNIZE;:-IMU?WDH@L[6)YYY6SA(U!+,?H!FO-?A_P# M^3P+\7O'7CEO%NMZNOBAHR-&OIMUK8;!C]T,]\8[8%=A\2+"ZU7X=^*+*RB- MQ>7.EW4,$2_>>1H6"J/ETF*V?3O$-TUQ)< M:PK,9;Q%+OA,$*6!4/UVT#?D?2Y;V-(7PV,?C7PPGPH\=R>'O$L6D^&?$^C^ M)'T:ZM?$=_=ZBSKKM^\L9BEM3YA!P [!P$VAMO->_$OX2E?@]H?@[PQI]' M8)JMB;BWM;R19A;>>KW!,I;=R"V>:72X['LUW>Q65K-=3[D@@0R2-M+$*!DD M #)X'89I+'4(=3L8+R EK::-98W92I*D9!((!'!Z$5\?:=\ O$OA349;O0]* MUF&6'6]=T^U:34II%BT9[5Q:Q*K.1Y9E(*Y^8-SFG:9\%O&"ZM:^)KC3-9/B M'3K_,-BRE;4),10);1)? X0/M()#A\@[J86/KK2M9M=6UESL8QLA M."0?E8 CD'J*2^URTT^[L;2=G2XOG:.!%C9MQ"[B"0"%X'4D5\6:K\"?'.O^ M%YI+W3/$#:SIGAS_(E31:E)$\6H#4I7#J5D ,@A<$$Y 7BNQ_X5-XC\'>-K MBST?0]6N/ UKK37T5C'>O)Y\4FE.+A0SN6^>XXP3PS9&* <=;7/K!7)'W2#W M%8'C3QQI7@'1X]4UF9[>RDN8;0.D;.?,E<(@( ) +,!GM7P[>?![Q+J/PKT& MTTCPCXN\-Z&VIWESK>@-9FXF2ZE5!;O!"]TI:"+& QDR&RY4UTGCCX.>,-1\ M0VT=_P"&_$GBG7X[K0YM.\2RW:K;6]C"T1N(YHQ)M$H=79EPV[.X-QR+5ZA: MQ]O \XP1[U0U'6]32I[*&Y9XY;V;R((V8,^TG!(!"C /)P*^=/6ZI[*&KOQ" M\9ZSJ%C8ZI=+9>$3_8\MC? 26ZQ:J+HLC]%=1Y@0Y!.1BN:7X0>._#'B:?3O" MUIJ=CHW]K6=_:2S7KRHD[Z7<+!]+N/ ?BG0[" M'4GD\6#5-1DVZAN1KX>_+:=]UC+#,EI;0H7P3\T "[5\OR\DG-))NQ]C:/K-MKND66IVA=[.\ M@2ZA=@5)C=0RD@\C@]*I7GC+2[#Q7IGAV:9EU74;>6ZMH@C%72/:');&!C>O M6OCSPM\,O%WA;2K;5-#\&>)=&T[1;C0;K4]#GOO-N=4N[9R;N:V4R%6!C*KC M*J^.@Q3/%7PU\3>);E-:\3?#SQ-K.G2ZAX@N(]*M+T+NZ'93-+J.B-"E]&491&94WI@D8;*\\=*D\(>+ M]-\ <>';77-'E>XTZY+B*0H4)V.R-P>?O*:^/K#X,^.:/Q_#T2XDTV]-_+(TLF9XQ&&C9/WA#C'&VD%C[MW].#S3J^??@SX4U;0/CE\0KMM

M!U9-,OG,KZ]KCE9IIM_$,($C)+;A>58(C*/D.:^@J8@HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *K7E MY#I]I-=7$]0P0HTDDLAVJB@9+$GH !FO-/A]\,/%WA;XN>._$^L>/;WQ!X=U MTPG2_#LT86+2PHPVTY[]..O4\UU/Q/MYKOX:^+;>VB>>YETF[2**,;GD8PN% M4#N2> *0%K3?'/A_68=&FL-9L+R/6D>73G@G5UNU4;F:,@_. .3CI6_M'>OA M73/ 'CSX?7'P^TSPOX?OS;P^&+W5=,G\D[-*OIM/1)[1L\ (QD7>BGC[Q=?VKEQ,(]XW>7C;N_AW?=XIE-6/I2F[1 M^-?"J7'Q&FT'Q3+H]Q\0T\2?V-=#Q&NI((8]0,L?D'3P1MW ;\>5\NS&>:] MT^)G@_6=%^&7@_PWX>UGQ.3+K]A!?ZE#>/)J/V620F=FF() PW)Q@"@5CVZ^ MO(-+LI[NYE2WM;>-I)9&X5% R2?8 46=W#?V<-W! (LMO,BRQR*(]+\22ZCXP\^TUS0;--,:2061LY+.$7K/%C##?NW,?NL.U!7*[7/KS2-6 MLM=T^*_T^YCN[.7)2>(Y5L$@X/L011>ZO9:? =V=KLT=M&YPTK 9(7 MUP.:^)+_ $'XH:OX1DNEU/QOINHZ3X<-W906,DD:R7W]I2A=Z8(D80D?*?X> MU=;?:5XP\'^+KC2&G\9ZWX3L-9>Y6XDDDN;J:WDTIWF190 Q'G*!]UC@4!R MN]CZ[&,]>?2L;Q3XMTGP9I\=_K5]'I]F\T=LLTN<&21@B+P#R6(%?!NI/X]N M/A9X7_X1C7/&UAH=QJ%Y-J-QJMKJ5Q>V5V1&;>W 3$[1(. QRC/G/%=/\3]+ M\9ZUXCM['75\;:QKD5YH4UBMA:2+HTUHCP&XEG0<)()-Y8'YE.S'&:1-C[DX MY.?K1@<5\[?$2YUA?V@+!-2;Q='8^1 ?#*Z)#ILMS^\^T"_V C .SA^-FZO M($N_B+)X?\2RZ)+\1?\ A(SH\Z^(AJR2"*+4?.B$']GC&W(!DQY7R[-A/-,+ M'W517QQ\5-#\6>$_$D6B:?J'Q#NY+>PMSX.NM,GDN8I[UG=ISJ$F-K8)48D^ M41YQ5KPWIWQ&TCQ<_B6YNO%NHWT_B36M/FT=KIA8FR6!W@$*$%8P95 CD]_3 MB@+'UYBDXYYZ5\#? #:/XI^(=)U/2K^\\8VFDZAXCT-EN!]MBNK:&1Y1?1K+/ ME\+A0[;<\KQ7MO@NT\1Z;\<7^'\NIZK=:!H!;Q#'?W-TTAN+>9!%#:2.@^[W(S5!8^T;+7]/U'4[[3K:^M[B_L M-@N[:*0&2W+KN3>O5@4"O1:7H(**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH *;@9/':BBDA, !SQWI2 2,C-%%,8M1X ! M(')ZT44 .'3\J=110 4SH5 Z444 +_%1T!^M%% .1CCTIN,E?K_2BB@!V M!TZT8'IVHHH 0\EAVQTJG;Z-8VFI7E_#:Q17MX4%Q<*N'E"+A-Q[X!.***3W M ;K6B6'B'39]-U*SAOK"< 2VTZ!D< @\CZ@'*O* %&!V%%%"&+U'Y4?Q?C_ M $HHIB#^*G444D 4444P"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH -HH **** "BBB@#__V0$! end GRAPHIC 27 adgm-20240930xs1035.jpg GRAPHIC begin 644 adgm-20240930xs1035.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!04%!3_P 1" %: KT# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %| 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN? HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]4Z*** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BN>OO'6@:9'J\EWK-I FDE%OC M)*!]G+ ,JM[D'@=33=%\?^'?$*::VG:Q:W)U,2-9HKX:8(7VJ<'Y003QQ0! MT=%8]SXKT>S\166@3ZC;1:U>PO<6U@[@2S1H0'=5ZD#(S69>?$SPO9:AJMC- MKEFEUI4#7-]%OR8(U&69L#' Y(ZB@#JZ*X[2/BUX,UV*"6P\2Z?<+-+;P1@3 M@%I)P3"N#SEP"5'?'%:/BSQSH/@:SANM=U.#3()9!'&9FY=L@84#).,\XZ4 M=!14%K=PWUM'<6\J302J'22,Y5@>A!%2[Q0 ZBF[ANQWK)T[Q-IFK:SJNDV= MXD^HZ4T2WL SN@,B[TW9&.5Y&* -BBL;PYXLTGQ;#>RZ3>I>I97DMA<% 1Y< M\9Q)&_2@!U%-R/SH!!_P#U4 .HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@#"\::Q-X=\':[JMNBR7%A83W4:/G:S)&S ''8D5Y#\,/CA#=?# MV'Q9KGBZU\2F\%I"NFZ-I9BD@NYD!%LN7)D8DX&<=*]F\3:)'XD\-ZKI$LCQ M17]K+:.\?+*LBE"1[@&O.M#^#^NV/P[D\(:EXHL-9L8K6&SM#<:%'LCCC7;^ M\0R2J!SE2#S0,UO$OQM\/^$YDBO8=2D:*%+G43;V32#2H7!*R76/\ 5J0K M>I^4G&*A7X^^%)-?_LM6O2JZDND2WPM6-I%=.J-%&TG0:PZ[3TYYQ7.VW[-J M:7ID^F:?XIU"+3]3TZ+2]<^TQK//J$4:LJE92+*&VL"=A3S[N=-&HKHEI';W) M@MFD)E5"Q\V5BZYY!S\U7= >M6?[1OAN\T&VU$:?K<4T\UU'_9LMCMO{TMV M7$KQ[OECC;@MGKT!K"Y(X M//7%>3^'_P!GEO%VB:-?:U8V>FW^EOF_# [X=6W@+PO-H:W#ZA;RW= MW=.\Z ;O/E>1E('8;\>]>6I^R)IZ?#BU\)?\))?[K?73JXU-8D68Q'Y#:=?N M&'$>? 052W8VT[G9>'/BZ;#0_!P\7VDUEJ6O1P!KRVMF%C%<3#,4)N@\!_%#2_B/975]HMOJ#V$$SV_P!JGM&CCE='='"$_>VLA!-<-XY_9LMO M&_CNU\1SZU)'';ZA8ZC#:R6JRO;M;,"(X9"?W<;@?,H'7G-=_P##+P+'\-?" M$&@P74M]'%/<3^?*@4DRS/*1@=@7(_"D2=;1110 4444 %%%% !7RG_P4<^) M?C'X5? FVUGP9K,VA7S:I#;S75OC?Y;*WR@GIDBOJROE+_@ICHC:U^RMJY4X M-I? 6UU^"EA_[-2>PU:^I^9*_MK_'9 #_ ,+/UL@=274_TIQ_;<^.^WY?B9K) M]\J?Z5XDTKVZAD.QAW%;%AH-[?>';S5K?4!OAEVO8 ,967',@P-NT?6NJE15 M9*SU,*M94I>]L>J?\-N_'E>OQ,UC\2O^%*O[WTT1[A_PW+\>Q_S4C5>/ M5%_PIW_#RPR0S7$TL4B["/'E'R^AXK+DMTY*! MD4=%)!I_5E_,3'$.VJ/X[T7$DDT6&=B I5<]ABLIT'&+=S:-1R=K']"'[/?B^[\>_!/P7X@O M[C[7?:AI<,T\Y !DD*X9B!ZD5Z)7@?["FJ+J? [*/P]8'<8;#R"?=685[Y7-N M:/?0****!!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %,?('%/H MH ^3OB!>:])\9[C4=5AN;KP/X:\5V=U>1"U9DAB;3F"3X5=NK_ !/L/"-U?:'H&OVD>GZHLRK(VF1(8KS;"?WC*[2R,,#G8#77 MZ'"VB_%R[\'^%+^3Q%X1\2SWUUKEA-:LL_A^26(L9DN"!E96.T(X)'\)KZ;H MIA<\CB_9N\)Q>*+#7*_$VZ#PM+X8.FV&I- \D-M>_:2TD;$ ['D0I@X^8(17O=%!*T/GF:S\5^ M-_'?Q-MM%\0:MI%M8:;82>'(8?W%KYTD#LV00-P+]H(/W(?'6EZ M?XNU+4M4\.?# [6KYK*^N+7=%+IJVUN5)5@"R++=^8I<#[J(.,U]6SPB>&2,E M@'4KE3@CC'![&LKPEX5T[P1X=LM$TF'[/IMFGEPQEBQ R226.2222233*T/E M[QI\3_&6C?"^*5]:&L :A>:']DLS6GVZ"%C]E64)&YEG=!N\HA%=1DG)JA? MZ]XCM/%GC/7K&YU:R\9ZFOAZYTK2H8GCMM1G-J@GC88(=%#-N4D;<>M?9./P MI0,4EH@/C35?%.J^#/!'C*TL8-5T[4;SQ5K]W9W,%U)9Q&6,JT<998W:1G;[MB8"N IV=DY=X')C07+Q0$%08W)7&,KD M\5]NTF*>X:'S->>*_%#^T]3M_%4'B**VL/#L(8V-QHA,0>X=<8;Y3(Q MDSE6&,"G?#S6?&3>)O!6IWFK:W>1:MK.L:?]%G=J?LZ6\;2F A<#81M7#=QQ M7TLV<<<4ZD#/ _[8L_A]^T1XUU3Q@KVECK=AIUOH>IRP-)"R(KB:U5@#M!RMQ';B/;$F[&V;? MNR,$5]04W:? 4T"/BGX6>#KK4+/X&:2VJ^(X9[*3Q!;ZIO;S3+DV]S=2F"/3WCC6ZN;9=K! MC;U# %E7MD5N:+J?C/6=1^'VEOXEO9-!U76]0'VW1[N6>0V26@>-)KEXT9B) M=WS[1Z5]3XI-M AD48C15RS8 &6.2?GZ':1 M>'I=;BCN[%KAM1N4EV+:[@1Y:L,98V=] [;2Q&QL\;L'Z4 :4OQ9L]&L/#$FNZ?>:?_ &PELKW42"2S MMIY@NV)ILC.7;;& (^E>6>$OCIK:>(?#TGB/5K>WT-X?$,VI2O J!5M+H)"V M0,C:AVX'WC[ULW_]&BRW&B1VNM7D>E:2FG+:VMW"MU+!]C92@AF;YHE<+\X M ^8G/M6G'!]B@-C MK/\ :]U>26 T?["?MD=PD/G&-TSA0P92"/:M^N4^&O@2W^&WA*WT&VN9;R&&:>82S !B9)7D(..."^*ZNGZ$A M1110 4444 %%%% !7AO[:.C_ -M_LN_$&$+O>.P\Y .NY64_RKW*O.?VA=,& MK? WQY:')#Z-=-QRI /TK=TN^GM8-1N(-5ATZ>W*B*W MD+!Y .<*!P<]\UCW$)2+YNN ? QJ:.*>78\^G&=AC:^[:&';=SS7HX-Z73M8Y M,7&,FTU=-%B_"3:W]H61-.:14N!M& KD9P .G-/O+DZQJ0N;[4Q<3@^49-F, MJ!\K<=:H7EMJ%Y@JM&IL[M%F3!5@2AKT)23>QQ0A*, M5=EF&S,S$[$'/>3K]*BDM_)RLD11P>03@UHVV@SW@D9$=(P&-=\47EY::'>+92)AG5I-F?>K?CKP1XB\-65 MO-K.H1WD+R;5C23?AL=37-4PF.E%U?\ EV?14\? P_'"+#2I2^M;/QK[DKS5L>>]PHHHIB"BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HI"0.M+0 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !113T0<1:A3:QZW 8WMD5_W*R2[3&H'. MY\#]:Y@>;_?^M#+(S;O,;/? FJ6(IKJ+V,R2YD>VO;@02O&-Q&Z-R,C/J,<>E M1RW,UQQ)/+(O]UW)&?H:9M+1Q4G]Y4:#4DVC]1_\ @CQ? MJ_P^^(=CGYHM4@EQ[-&W^%?H97YF_P#!'75-ES\2=/)^_P#9K@#Z C_V:OTR MKRUL=CO?4****H04444 %%%% !1110 4444 %%%% !2$9I:* /F_Q!^Q/H6O M>)=0UD^-?&%M)>7;79@AU>81HQ;.U5# !1Z8KUF[^'^H7/BC2]83Q3J,$5C$ M(O[/1$\B8 $9<8R3SUS7;T4 9HL+\==3)_[8+7.IX$U*/QC+K_\ PE-^4>+R MQIQC3[,OR@;@N,YXSUKM** ,T6%^.NID_P#;!:YO2_ >I:7XLU#6F\57]S'= M1F-=/EC0P0Y8-E1C.1C'TKMJ* ,X6-\,9U(GU_<+S7,>&/ &I>'=6UB];Q9J M.I+J#*PM[N-&CM\%CA ,9W8_"NXHH S?L-]C!U//_:!:YSP;X!U+PC;7D3^ M*K_6&N)A*)+^-':,;0-JX XXS7:T4 8M[I%[>V-Q;_VJ\1FB:,2QPJ'3((W* M? 49R*R/"'@G4?">FR6C^)KW5F>9I1/?1H[]"JC8#@<#;ENQHH R+G3+^>WDC M&JO&6!&]8%W#W%9+>"]2<<^*+_/KL3_"NMHH Y!?!.H+U\4:@1_N(/Z4-X%O M6S_Q4VI9/?Y?*Z^B@#CQX$NPN#XEU(GURH_I0/ 5T !_P))J?'NO\ A784 M4 S-.UO::QL MBB)_A1=ORJ.PKZ1HJX3E!WBP/ES_ (81L_\ HKOQ+_\ ![_JC1_PPC9?]%=^ M)?\ X/?_ +&OJ+ HP*V^M5_Y@/EW_AA&R_Z*[\2__![_ /8T?\, (V7_17?B7 M_P"#W_[&OJ+ HP*/K5?^8#Y=_P"&$;+_ **[\2__ >__8T?\,(V7_17?B7_ M .#W_P"QKZBP*,"E]:K_ ,P'RY_PPE9?]%=^)?\ X/?_ +&C_AA*R_Z*[\2_ M_![_ /8U]1X%&!3^M8C^;\O\@/EW_AA&R_Z*[\2__![_ /8T?\,(V7_17?B7 M_P"#W_[&OJ+ HP*7UJO_ # ?+O\ PPC9?]%=^)?_ (/?_L:3_AA&S'(^+OQ+ MS_V',_\ LM?4>!1@4?6J[^T!\PP?LV?%#X96\UW\/?C1K6IW"C-(5O[2 M.]H'T<#D9I:PO!? BBU\:^$=#\068Q:ZK90WL2YW;5D17)] M1NQ6[7/L[_HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "LOQ#=_ M8]/\W./WBC]:U*XWXJWGV'PL),XS=0K^;4 =#H5S]LTN"4=&&1^=:-:ZN@ HHHH *BEGBA&9)$C'^T0/YURGQ6U2XTCP/J,UK.;>= M@L:RI]Y75Q;.X):*=DD##H00:SE/EZ%QCS'W% M+K6G0_ZR_M4_WIE']:JOXNT-/O:UIZ_6Z3_&OSXL_A]IFDMMEBN;MAVN;ARQ M_7FMRUTO1(N%LHHVZ8<'^9-8^\V\C14O,^Y7\>>&H^&\0:8#_ -?(M+\T(VS_3(_O8..]?&J6=@FXK9V_/\ L U.@LT?BTM_P#7-?\ M"I]OY%>R7<^?OAA^QC!\>M%U#Q5<_$72_#\LVJW436@&3XK0SD]?LL$;#_ -"KAO'.M:G\!_%][K&FZ%_;GA/6&$T]M'#N M:VG'#;2!P".:[GPI\>/"/Q!UF/P]H&ISVFJ74*^5%% 5;<<<$].#UK13;UL# MB^YKI_P2*T2<;A\1[YU]5L4(_P#0J^2? VS_V8[']F#QCH6AZ5K=QKRWM@UY/ M/=D!A7F.2,C"XST6I4_M2^)+3PG^SM\ M0]2O6 A71;F #U>5#&H [DLXQ7HFO:_IOA? 2KC4]7O[;-.MD,DUW=RK'%&H MZEF) KY3N-7F_;>^(6DQ:1#/'\#O"U^E]%_@)\/M*OXKX4G^*V MF^'_ !YKNA7\1LH;'4);6&?EPRJV 6]Z^^Z_+/XNPE/BUXQSVU23=QN/ED3!_(BLO5/ATS@O8GS5(SY4WK[&OF?PQXGU M;PM=)-87CQ*IRT).4([C;7O'@? XZV.I;+35X_P"SYSP)LYC;_"L=S5PDGH9] M_IE[IKE722WD'19%RA]JC8S=L$GU/%>TQM9:[:1L? *O;>0####@_3%>!>9;4#+1KW88Z@5'L[D\]M&<*GG3N(O-1-YVXQD?K6I)\/]-^ M"'A;Q1\4]+L;;_A)]/L?,BBFMU,!(8>@!!)/)%_M7:^//& \ M3_LL_$&WN-HO['3@CGO(A9<-C]*Z\+!.M&+VN85I/D9_:I_P4B^(VJVWDS> M'_#F".2(Y0>?^!5P]]^VMXON$=9M T&5&ZH4EQ_Z%7A$C;0..PYJG<8K[BME M^&_D1X4,146S.J\9?'/Q!XGOXKJ:VLK22&0/%Y(;$;!L@C)/>OU7_9#_ &P= M*^-

GPVTQO$,\&E^*;<_9+Q!E8F<<*P8GC(YY[U^-,XW=:[CX(^,Y_"'BOR?/ M=+._7RI$WX3<.5;'J*\+$86,8/V:U1W4JCE)*3/W\#B0
J<@C((Y!%/KY,_8 M_: G\2S2>"_$%SYEY&OF:=/,^6D4#YH\GJ5ZBOK.O&C+F5SL::=F%%%4(* M*** "BBB@ HHHH **** "BBB@ HHIK-
BD] GI7SEX[_ &J-1U;Q=<>"_@QX M7/Q)\2VC^7J&HF7RM&TMQ[DUP.&?OL4_CGBF?M)>-?$GC/QAH7P3\!WSV.MZ
M]$UYX@UF#EM'TD'#."/NR2D[%_\ KYKV+X8?"[PU\'O"%GX:\)Z9%I>DVN2(
MX\EI'/WI)&ZNY/)8ULE&"4I:M]/\P/##^SC\:/'"&Z\9?'G4]'EF)+:;X0LE MMH(@>0JR$[CCIDCFD_X8FUC S\?/B=GN1JJ@$_3%?
4E%7]8J+1.WR0'RY_PQ M-K'_ $7SXG_^#4?X4?\ #$VL?]%\^)__ (-1_A7U'13^L5>_X(#Y<_X8GUC_ M *+Y\3O_ :+_P#$T?\ #$^L?]%\^)W_
(-%_P#B:^HZ*7UBKW_! ?+?_#$V MK_\ 1?/B=_X-5_PI?^&)=7_Z+Y\3O_!J/_B:^HZ*/K%7O^" ^6O^&)=8_P"B M^?$[_P
&B_X4[_AB;6/^B^?$S_P:+_A7U'13^L5>_P"" ^7/^&)]8_Z+Y\3O M_!HO_P 31_PQ-K'?X^?$[_P:K_A7U'11]8J]_P $!\M_\,2ZQG_DOOQ._P#!
MHO\ \32_\,3ZQ_T7SXG?^#1?_B:^HZ*7UBKW_! ?+G_#$^L?]%\^)W_@T7_X MFD/[$NKM_P U\^)W_@T7_P"\KZDHI_6*O?\ ! ?
+B_L2:N/^:^?$[_P:C_XF MFG]B35VZ_'SXF?AJB_X5]2T4?6*O?\@/EK_AB/6/^B^?$[_P:K_A1_PQ'K'_ M $7SXG?^#5?*^I:*/K%7O\
D!\M_P##$VK_ /1?/B=_X-5_PIW_ Q-J_;X M^?$[_P &H_\ B:^HJ*/K%7O^" ^7/^&)M8S_ ,E\^)G_ (-%_P */^&)]8_Z M+Y\3O_!HO_Q-?
4=%'UBKW_! ?+7_ Q)K'_1??B=_P"#1?\ XFG?\,3ZQ_T7 MSXG?^#1?_B:^HZ*/K%7O^" ^7/\ AB?6/^B^?$[_ ,&B_P#Q-'_#$^L?]%\^
M)W_@T7_XFOJ.BCZQ5[_@@/ES_AB?6/\ HOGQ._\ !HO_ ,32_P##$VK_ /1? M/B=_X-1_\37U%12^L5>_X(#Y<_X8GUC_ *+Y\3O_
:+_P#$TA_8FUG'_)?? MB=G_ +"B_P#Q-?4E%'UBKW_! ?.&@?L,^!89XKGQAJGB/XE743[T_P"$IU22 MXA!SD?
NAA3CW!KZ"TO2[71K""RL;:&RLX%"16UO&J1QJ.BJH& ![5=HK&<_'G'_"OYB>US$?UH$S2^$!#> -((&W]RH(_X"*[2N(^#
M+A_ASHQ'_/%?_017;TWN"V"BBBD,*_+_.,N/^%O^,$QRVIR@?7=7Z@5^8?Q MI3R?C7XL!_Z"K"M\)TT=V8GBWP3J7@37O[*U01"Y,,?7
M!J*V@&T''M7HW[2P+?$N#';3+3_T4M>?V;_)BL&=BU1UGA+Q5JWA8@Z==F./ M.6MY.8V^H[?
A7U9\)_&%MXKT>.\A3RR28YK=CG:W0C'H>U?(5HF4S7I/P/\ M$3>'_'$$#.?LU_\ N&4]-VHIQE9F%6-UH=/\9OA;_P (OKQN;)-NEWQ\
MR$9SY;'[RG\:\.^+TE]X>^%?B=[?[ES:BVF7J#&6&?U%???CSPZGBCP/<1;/ MW]L#/%CU'WA^5?(7Q7\,'5?AMXHM5C+NVGRNJ]\JI/\
2O0H-4ZT&^Z.&IK2 MDO(_.>8E7*]@.!5?[.TP)'0=:E<.\]*HR65?SQ79V?A![?P_]ID&"W)_PK](MC1=:3Y=CYQR44CS2Z0HW-
4V)1MR\,I#*?0CI6UJT'DW&T>*5B/4, X_*OU_L;Z+4K*WNX&WP7$:RQ MMZJP!!_(U^&OP N?MVB:OI[G?Y$HE5?16&#^HK]?
OV8=;DU[X&>%)YG,DL5L M;=V8Y)V,RC] *^1J0]G5E$]ERYX*1ZK1112("BBB@ HHHH **** "BBB@ HH MHH *8>M/HI-7 ^9?
V1+!O%_B[XO?%"];S;K7_$HD%PSL_WC782T"BBBL1A1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%
M% !1110 4444 %%%% !1110 4444 %%%% !1110 5G7FO:=8:A:V%Q?VL%_= M
FWM99U66;'78I(+8]JT:^;/B=,OPY^-4'BS2[C3/$UWK%QI^G7WA6\0-J$/ MSA$N;%NJ[5?:YT+5+GQ#Y]BMF&$"V\D\R/%@;F8D'.X_-
NQBLN M;]I'Q-"/% M=5>WTZW_L:_M=4U V]R\,=W=B*6-EA&U1LY"-EE/6@=C[+JGJ M.HVVDV5Q>WDZ6UI;QM+--*P5(T499B3T
S7RQK/QC\:;;-)HMC>SZSX;'B" M6P7QBMQ:VK&!;59A&)I%\G(D)CWD?-C YJO\1O'7C+6O!>K:+XHU:V\.2R>#
M+F^061BGBU:Z)EC,*L00^(PA*ICYGW#@4FQ6U/J>;Q#IEKI U6XO[:WTLQK- M]MFE5(=C8*MO)Q@Y&.:N6US#>V\
<]O*DT$@#)+$P96'8@C@BO"_&_A>'Q#\# M? (DU_3O#-]I<-A?6DNM(K6$TJ0 >3<(Q *$,1UR#@CD5Y[X%\5^*?B%\1/#
MFIVVHWG@0ZIX*O!I^A%E&G/?QW;1J\:,N65@!*!C=LQVJA+57/JW5M5SA$7/5B>@J^6VC)X ZD^E?']_\1]8^+>G^&]3O,Q:;
MIOBK0M)FLQ"%;^U4F)O6)ZC8Q" =,FZO%?Z=; MZE;?:;$QK(+9;>%!YZLVW#&3[P/':D#T/L)6# $=#3J^8] \:W7ARS^$[P^(
M;G6]#N=)L;5M.@NMM])M QU>9_M"/Y?PXG;TN M(OYFO3*\M_:/5G^&5P$.UOM$9!^F3_2@EFM\$6W_ QT1O6$?RKO*XGX-QPQ
M_#'P\(?NFU4GOSCFNVIO<%L%%%%(85^8GQT4K\=/%"]O[2;_-"K].Z_,CXY MC=\>/$I]=3QC_@0K"M\)TT=V=#^T8^?B< W&W3K4<_\
7):X*S4LH.<>M>F? M''PY=^(OBKJXM"N;#28+B0'^ZL2YQ7F5@V8ACD'I6ILQ, M53 ZUHV-XVG7UMHR?YU_:WH/]75>FXG'N5S75?
9^AYB6Z9^4,NF1:;XIO8)=KBWE:, \=#797 MVL0W.C_9HN9" %4?,2W88')K@?'ETUOX[UPJE_LB^-O#7AGX[Z' M>^,H(IM(59$0S?
<65EPK'/IVK]06-C0H-J-W8^:='GFE+8])A\'_ >FT#0Y MKCX=^,;S4O(0WS&,"-Y /F*DD8!/2OEWXH:"MAXJU>ZTO0+[1/#SS_Z+#<@M
MY2GHI8<9K]#/$/B?P=K%Y>7&J'5_[0CE.RUBWBU,6?EVE?E/'6NNU'PI\+/& M?@DV^N16 TFXC'G S+&5QR,:Y2\!U)G66URZX M*@K.
MX/2D#>IKYE\8_M_#KP]%/'IK76M7:MMC$2;(G!&0X<\%37BOB/_ (*)>(+U MG&DV.F:5&<[6DW3./KG
KVJ&18_$:JG;UT/"KY_E]#3GYG_=39^@.YO:HWN8 MX3^\D1/7@(%<%J/QUNM2:WJEX M['+&:Z8Y)_&O8I\+8A_Q*D5Z:GB5>+*2=J-
"4O6R/USN=?TZV!,FHVD0'7S) MU_G6<_C[PY$?G\1Z2G_ &^1_P"-?D%)\7=/1L&UGN3W#NQ!^N31!\;-/M6! M'A:VN /^>N*V?
#%./Q5[_(Y/]:<7)^YAE;SD_P#Y$_7@_$OPL.OB?1__.C M_P :5?B5X5?IXFTK_P #H_\ &OR>L/VEK*S89\!Z3(%Z$H,_RKJ-+_:YT&WP
M+GX=Z:1W\N-3_"L)+M#O!F#6=/F!Z M>7=(W\C5R/4H)?\ 5W,#CU$@/\C7YOZ/^UWX!N(PLW@:V@?NB)^6*TQ^TY\ M-+A][^"
[B(]S'<,H'Y&L/]7:_2]O1?YFSXEH+>U_G_D?HAY^\Y61"/9A1O&DURR\/W5M;R!W6%M1E1R%Z<;L#/;-<._P ;/"4F@:CK
M*^'=:CT_3[J.TN&?4I 4E?. 1NY'')'2N:.2U)R<8RVTV7^9T2SZ$(J3CNK[MO_(_0/[4$/SR(![L*BEUJQAYEO[:,#KNF4?S-?GC?
_%SPW_8.GZPGA;4KE+V MXDMX[62[F>7Y%5BY7/W2&XK"M?C;H=Y=H+3P.MO [&-KJ[\UDC;&3N;G%=<> M':DE=R_!?
YG'+B6*:2AOYO\ R/T3N_B;X4LLB7Q)I2,.H-['D?K6--\;_\+ MA#XLTQGSPL(?C?K.E^(-0,-QXGMHWNI)H M?
LTSK%@L3\@'&T$XKZ>_8;UOXF^/_&,.OVA\03>&X5FMYKK5YPUKYFT?+M8[
MBXW#'%>57RJC2C)QO"NNG7T/9P^:XFK**EAFD^MU;U/T@#C@$]>E.R*XZZU? MQ):P(&L;1KF-=S\-
YOGO6/".NQ>.H_$HUGXBWDZ3?:I[*UUB-; M6'#9,0AV[=@7MGI7SW*[79],?6H(/2EKSOP/\6;/QSJXL["%P!$TDA9T.S'& M#M).N/3- M,-
%BTJYM1:V<=[#?[;,+%NEBD$B[L#!!8<^M=?10!0;1;"73OL#V5LUB1M-J M8E,6,YQLQCKSTI\NEV..*N44 5+S3+/4;8VU
MW:PW5L<9AFC5T..GRD8XI9+&%E>"1X(Y)("6B9D!,9Q@[2>G'"%5->U#.-[>I/90.2?2L:ZT?Q-"ZW\&N"XN$W&33GMU6WF4\A ?O*1T
M#9Y[B@"3P-\/M+\":%_95B);B)KJ:]EFNV$DLT\DAD9W;'+9;KZ5O1:99P7D MMW':PI=R@+)<+&H>0#H"P&2![U%H>L0:]IL-
Y!N17R&C;AD8'#*1Z@C%:- % M=+.",HRPQJR9VD(5SUQZ9J<#%+10 5YE^T*Q3X=2X3>?/0;0,]FKTVOFC]K M?QIK$+Z7X[\P @PF-
0PY]17DFL783Q)?R6\:"V\QD3R_E3 /&!VKLOVAG M5_B]JH](H!Q_UR6L'3MA@\:J:5.JDXJ_XGCX_ M+95KU:4FI.WRL9]MJ6SR]T9?)P-
IZD=:UDU&-\1JQ+L,C(X'MFHM2L=/ETTO M9C%W@ H?EX]O>H[:T^1"';@#75*;FM).^QP8?^U:=54MXKJ^Q] MP?
#;57\)>$-.DNS)=:.\$96X1-TD!8#.]1U3/\0K@?B3?VMUXXU66"YAE5L, MK)(I!&WV->I?#=BGA+1%QS]E3(/IBN:^*/[-&@?$!)
[[3471M8=6W-$"(9F(M_B4$8/N*\1*Z1]%M(_&SX@,6\::XS=3=2?SKFI<2H5;D5]$_&_\ 8X^(?@/7 MIY+;2Y[^WDD.(P0V!ZJ_\0KQK5?A?
XRT?_C^\-W]OGH3&ZL:I39'\/IH[/QII$\D;N MHGQA1N))! Q7ZS?\$^_DWA_P 3:&T#VUY'<)>*DG\4;94GVP1BOSA\$?!? M6+&ZM-
2U;;I26\RSJI^9V"G(%?HKF**,>D6T M7W%91Z!SBIDM(TZ;OS-6** &A0M.HHH **** "BBB@ HHHH **** "L+Q5X- MT3QQI$NE^(-
)LM:TZ08>UOX5E0^^&!P?>MVBC7=#/F63]A#POHES/<>"/&GC M;P#YKE_LVC:R_P!F3V6-
P<#\:1OV1O&RX$/[17Q"1!VDFC<_GQ7TW16ZKU5U M_(1\R?\ #(WCGO\ M&?$#_OY'4<_[(WC66!T_P"&A_B
=RE+_V#_BC&A:U^(=YXA1(GRDUU+&Q.<^6 21\W<]* M\,\;?LI_$CPDD]QJ5EJ4D-N 7N8P9E^<855()+'/!Q7Z]A0>HZ=,T% 5QCBO
M=H9_B*5E**:^[\CY:MP]AZC49 .WS 8S7LT\SRN?PU+/S MNOS/'JX+.*:]ZDWZ6?Y'QQ;:)?90- D@_P"N9S^E7T\,W;?>TX.?9#TK["7X
M(^*].8?:?A3,.^;6Y68?3@U>L/AWJ,+?Z1\-]6@(]86/\B:[%F6&2]UI_-?Y MG \#C;WE'[U+_(^,SX5O=W[O1W%MX2B
M10)?!FK1>H%O)_2K$OA.*1,(O"7B?/0"V@8#\236$LUHWV_%'1'+,1NW^9^? MC>!M?F?C3KC_'5A8?TJ1/AQXBF'&GW?XQFOOW3?#?
B*VNLVWPVUG4(@<'^T M#$N<>G.:Z5/#/C.'$T>#1KBZ58WC6:3=N (PN0.N*-.B\::=HD6D-X8^T MZ28I$NTF@+37$DC;FD,G5?
F"D+VQBOMN'P)\0Y!F+P+H%H#VEOP2/R!J8^ ? MB:R8/A?PQGT%XW^%>?\ VGA4W[D?_ CM>7XV27OS_P# 3XJN9M%]5
M$$DKSS,;^3S0[%#B-PN40%/N^G%;]YJ49\)SZJT=R?%%S"MJNDB&9(DQ,7+- MQM8;3]X$7'4#O7,_\(%*DJ9BE"[AG(/3/TK] I_%5_9_\?\
*]5BSU_MT4-R/IFHHOB7X5M>=6\$7=FHY8S6#<#'7I7J1S!07N4ONDG^IY<\+.?Q5[>L M6OS1\P> /&WQ(U[1+:P\-
>#]:URUTXR6K75K8EX@RMG:&(QG!'%?0'PB_& M35[I]2OK6Y*V[1F)A+'LF)!R#M';WKA-!_9Y\?7ULVHZ%>>--&M;DOO-=EX'3XO_
@\4V>L:QK7BK7?#\(D6_M]8M6F@MXBO^N8 MHS,54\DJ#@4C!*'Z@]:NV6C:MKOB+5]+7Q?=1WNFK"+FUAM0&7>I*NV1SN M -=?
\._BS8^-Y_L$\2Z5K7D"Z2R-PLJ7=LWW+JVD7B:%A_$/NGA@#6%\,))- M9^-7Q6UE(C_9T4UAI$$XZ2R00L9A_P
!:0+7RJ=CZ]1MHR2'X::Q"25\5ZQ& M3U\JW52?Q %=#I&AZEI(^?4M3U ^LZ"NYHJ2CE)KG5F;]W9R9]T \'ZH2^)]
M0TJ4"^LG1.S@%/UZ&NZJ.2))D*2(KH>JN,@_A0!E:3X@M]43='(I/=#PRCZ= MZUP0RY'(- M']: .AHHHH **** "BBB@ HHHH ****
"BBJ<^IVUM<"!Y/W[#<(E!+$>N!0 M!7L-A!)/<2+%#&-SNQP *HS>((;=HQ+!<1B1UC5FC(!8G %5;JW?5_$B MI+M-
A8*LAC/\N>+2LD%U:SLC0:>]W T:SA<&4QD\ M9Y'!P<5W?5?6N*U6$7'@J+4(E5KB&Z2_1O\ ;$O)_P"^217:]N.AI@M?
=1G.KGM_MBLJFQTT-V)^T)*/^%O:PP[+"/_ "&M<1:7!5P17H_Q MTT\S_%;66V9XB'_D-:XVTT3OLZUSG6G97)
(9=X!]>_>K:/M3%3PZ6=OW*N1: M867[E 7/LWX.65W<^!]$FCN3(/(&8YN<\XX85UNF>/O#UYJUWI/]K6=OJMF_ ME3V@.,@^U8?
P44Q^"-+C[^$8_.OF?XZ> (M<^)?B:[C)CN#*Y$B': MP(3CGZUU)V43AMS-GN'[1BO]CM9%SCS.QX/%>"KHBA5/Z5R_V;76YT1QE'OG
MC6YDE\PR2>PRM[Y5!,2Q!T9O0'J.FM*S^)TR6L4FI> M$?$&G2E%:4+:"9(R1R-R$DX^E-Q:"]SN7&5]?I350_W?S-<3>?&WP;ID(DU#
M57T]3Q_I5I,G/XIBHX?CW\/KE?@'_H:+#_OH_P"%+8_&_P $:I=?9K+7H;RX[1012.Q_):$*QVJ1 MA>@Z4IC#]>?4=(/M]GJ?A:2
MUA$\/AM[N8Q7DZE^_<3N M2TDK'^\S$GVZ5\V_"JST3QO\?-?L/!5O9_\ "&>&+JWM-4ND+-)/=VX=U5G.
M3(WG2$EF)XCKZV3@<]>]4[= '4444@"BBB@ KDO$]FVFWL6IVXP0<./4?O#\ M176UG:[&)=.D!&>G^% %BQF6:V1E.5(R#UX[59K
\'3;]*C4G+)E.>O!Q6_0 M 4444 %%%% !1110 4444 %8/A=A-;W4K[C,;F579^N0V ,^@'2MZLB_T:>Y
MF,EKJ,U@'_UBQ(K!C_>Y!P:EC%EMO.UZ%W;>L,+,B'G#%L%OP'%8NEWE[JEM MJ$VF/;-')=RC[3.2RD
[<*!UQM[UNRZ,DR0;KB<2Q+M\]7P[#N'<=ZSO"FG0 M:+I5]IEM&((+6XE$<8[*QWCKZ[C2287,2WOX;CX8WL<9VO:6\D,JGJLB\G\^
MHKMK9QJAA8G \M22?3%>>O+%;:=J&G.I$NJPQM B(29"?D?IQD8R?:NL\1W4 MEIIL%C:H9+J[(MHPO\
((^9S[!%\SVEQ>LGEF[G>50>NS.%_ M09K;J&VMTM;:*&/[D:!%^@&!4U42%%%% !7Y_?M=Q2:Q\1/$)+KMLHXF]<. M@Q^=?H#7Y\?
M+W+)XX\-]$,W MQ=UF7&2VJ,<_\#%?>=?*GB3P\)?B%J,FS[VH,<_\"K*HKHVIRY6S@_BWHQNO MB1J[*F,E!_XZ*YVT\.LC%2.E>Q>/-
"^T>,M1DQG+K_Z"*R(M!VL6V@0Z)U.Q<]JG;0QMY3@]<4TNP#&_X2O5<) MP9W_)USTO@IV;_5XSUK]$T<4?
%\SYF>-2:$W38V:K_V$RC&QL_2O99/!3;> M$JL?!;==G/I7)-(VA*5S@/AQHCR>/-#39UN%[5^MO[%NG'3?!FO1D8!OP1_W MS7YX_#?

P44\?Z"VS_EZ6OTS_ &:=-_LWP]J\>,;KL-^AKYK'V]JDNQ[^%;=- MW[GLM%%%>>=04444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%% &!XG\=:%X,2W;6=2M]/6<[4,\BID_B13[7QEHMX!Y6H1'/(SD?
MJ1BOG']KWX(7OQ9\1:1*MP/L5M9[!;RH6CW^83N(QC/2O"M/^#OQ&\!WDUQH MNLOYD^/,$/+]CNV[!D'UKU75_ M'FC?V!K-
SI^LV%Y/964URRVURCE0J$Y(!XY]:DM.YU.:,"OC#0/VEO'>GZ/I MXOO"C7)$"$S'DN1%+9:Q:\J,OL89/;&*Z+0/VMO#&]ZDEA/'-;S-)Y8:2-
D&/?#4;E&\1:2D@&XJ;Z($#U M(W5;?Q)I4.F#4)-3LDL&7<+I[A!$1ZALXQ2++?\ 9EH.1:PY_P"N8_PJ6*"*
M'_5QI'G^ZH%>7^(/VH_A1X:;R[WQ[HGG$9$5M<_$ MOQ.FIV\^1_8.@1M:6*J1RCOGS9A]2H]JJ)T/0=-\,Z3;:7I-C;Z;IMLNR&TM
M8Q''$O7"J!@'_@9X!T_PGX<@9;.V!>6YE^::ZG;EYI6_B=CR M3^%=Y110 4444 %%%% !6?J\OE6C<@9/.
[TZFM"N2\6:QMC^RQ'$DAVC']W^ M)J:#P+^N3^9S735F:!9?8M.C4\%@#CV[5IT, HHHI %%%% !1110 4 M444 %%%%
"'D5S.OF[T2\.K6T$EY]M84W28 ^5T'5B.A7N*Z>D/2@#S_ M $OXEZ%%I6G16TTFIW\T?[JTM(&:5CZ'(3_ ($171:-I-P;I]4U)1]ND4QI
M"K[E@BSG8.Q8]V[U;\.?/HEHQZE3G'?DUJ4#"BBB@04444 %?GK^V!#_ ,([MX\U?S#\NIL"OL?-5OZ5^A5?"7_!1'P==PZCX<\00QN;&2=
(99%!(C;<.OUQ5 M1=F3+8ZG]EBP$_Q"U/:',:6L#^N"&8\G\:^Q*^1_V6[B\C^+NN6UM;/#I3Z= M$["3YBI&0/FP,Y-?
7%$G>3%#2*04445)85XOJNB;_%MW*1UNBV?QKVBN)N=. M#:K*Y')E)_6DQIV.+\1Z.)M=NY",DL.?PJD-!"\;.*] U#31)?
2/CJN*^E'\&=28ZC;P4&_Y9_P JQE63>II'#GA/ M@;P((?&&E2"/[LX-?:_PET_^SM-OEQRTP)_(UY7H/A$0ZW9/Y>-LF<\5[IX4
MM/LL%P/5Q_*O,Q$N=IGIT5R0L;U%%%3TKGM=\5P:6-J'>Y' '^>* -YY5C&68#G') IOVJ+_GH MM<%'?:]KB![6WV1]588"_P#?
1JPFA^)Y1E[E(S_=\S/\A56 [7[5%_ST6C[5 M%_?%<:N@>)1_R^)_WW_]:F_\(]XF_P"?Y/\ OO\ ^M19=P.T^TQ_\]%H^TQ_ M\]%KB_\
A'O$O_/XG_??_P!:G#P]XD[WJ?\ ??\ ]:BR[@=CY\+=9%(].U59 M[/3KE666""0'@Y09_/%'O$G M_/XG_??_ -:D_P"$?\2G_E\3_OO_
.M3T[DV1J#P;X;:$1RZ3IUR YD+3VJ. MQ;.=Q)'7)I]UX3\.WEK>02:78JMY"T$[1P*C2(W52P)!K)_X1_Q+_S^I_WW M_P#6IW_"/^)/^?
U/^^O_*U%EW'L;/\ 95LL,<2W";(U"*'B5L*!@#D=@*IW M'AJQN%.^/3IL]3+:J#^E4/\ A'O$O_/ZG_??_P!:@>'O$O>]3_OO_P"M1?S)
MY44KWX6^'[]W+Z1IZRD?+)%E0#V)7%[_."?GPFU&*$Y2&_U&>6,>VPMMQ^% M>I_\(]XE_P"?U/\ OO\ ^M1_8'B7_G\3_OO_
.M2LGU*2L/\.?"WP%X)6,:% MX4T/1S']U[2PB1A_P(+G]:Z_[7"/^6B_G7'_-@>)1TOD_[[_P#K4?V%XE_Y M_8_^^_\ ZU%EW#4[
7D1_C%'VN+^^M<=_P (_P")#_R^)_WW_P#6I/\ A'O$ MG_/XG_??_P!:BR[@=E]KB_OK1]LB_OBN/_X1_P 2?_]?I]?_6I/^$?\2?\ M/XG_ 'W_
/6HLNX'8_;(?^>B_G0MU$W\:UQAT#Q+_P _D?\ WW_]:G?V!XE/ M6\3'^_\ _6HLNXM3KVO85R3(N!UJ/^U8&0LK[P/[H/\ 6N4_L#Q+_P
_J8_W M_P#ZU)_PBFMWRXNK\(OH"6X_"E9=RB[KOBV&WC>-'#/C[JG//N15#POH=QJM MX-
2O@PBZJIXW^G'H*UM)\#V.GL))BUY*#D%QA0?I72 !>!0 M%%%(HHHH * M*** "BBB@ HHHH **** "BBB@#(\)_\ (O6?^Z?
YFM>L;P@V[P[9GV;_ -"- M;- !1110 4444 %87C'P[I_BGP[>Z?JEM'>6CKO,'0M-BL MK0GI1Y">E.X#+:((@SR14$]N3*3C(M-7%4*,"C;1?
J!Q=QHP:XD)"\G-1'0EY.SK79-9JS9P*3["GH*V530Q<#BO[$ M#<%/_':4:#QPGZ"NS^PCMBC[$/1:.
<.4Y"TT0)=QML7@BNMTV$0K(!W.:5++ MGYJLQQB-<"LY.YJE8?1114#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@
M#*U[4ETZQDD;HHSCU[?C7)^'/#C:O>F\OLF)"&V'D,>N#GL*U?%3FXO[2U; MA&;>P]0HS71:;"L%C J?=V@_GS5;("P % & . !3J**D
HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBBLV%)]* ,KPIA= LP/1O_ $(U MKUS'PYOGU'P=IT\I!=MX)''1V']*Z;I3:L["3NKH6BBBD,**** "BBB@ HHH MH **HW&KV5K?
6EE/=P0WEWO^SP/(H>;:,MM4G+8')QTK-T_Q[X;U9]EEK^F7 M;FX^R!8;N-B9L$^6,'EL G;UH Z"BL]M9L%U5-+:^MEU-XC<)9F51,T0;!
<) MG<5!XW8QFL>X^)?A&WCEEE\3Z1%'%="Q=WO8PJSGI$23C>17]A-N\NXA.5?#%3CZ,"* -.BJ M!UFP-_!8_:;?[:-&TL5OYJ^8Z @,RKG)
)P35^@ HK+USQ)I7AJT2ZU?4K73 M+9W6));N98U9R<*H)(R3Z5HJZNH*D$'!!'IVH ?147FH'*[AN !*]\=N*DSS MB@!:*AEFCMHVDED6.-
%+L[D #DDD] *AT[4[/5K&&]L;F&\LYT#Q7%NX>-U M/0JP."/I0!6.2VS.=N!UIOAOQIH' MC.WGFT#6;'6886"226,ZS*I(R 2I(YI
;M%8*^,]";1[O5UUO3CI%F72YOQ= MQ^1 R'#AWSA2#P03Q6M;74-U:QS6\J302J'22,AE92,@@C@@CTI@6**R_P#A M(-_X2 :']LB_M;
[+]M^R9_>>1OV>9C^[NXK2#!N1R* '4444 %%%% !1110 M 4444 FO>6!EB_UT7S"CP_K M*7]FLA^1B=LB?W'Z'\#38D;M%%%(84444
%%%% !1110 445@ZQK7E*Z02!(MT&9;@<[1Z+ZL: -IYHX_OR*O^\0*;]L@_P">T7_?8KS6]U..YE)$! =6UE;0Q>5=VMI(\$JN06
9<@,,XHN,^G**R_#>K M7&MZ%8W]WI\VEW%Q$LCV=P07A)_A;'>M2F 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110
4444 %%%% !1110 5YYK_ ,2"/B%+X$L+>6#5 MY-';4X]2FQ]GB&\H%QU9LC->AU\?>%O&\&@_M$?$:XU-YKN6TEO7BGEDW)! MBQ
QA>6P,] ,472U9483J.T%=FS\'?CI?:!=>)M-UN"YO=-@U;[+I4-O JFW MC_C#,.6RS9&:^J*^$;_XJ>"?$/BHQ)J;27\,$L,.GVVZ(3F1F P2
I.&ZD_K M7TM^RS?7&H_L_P#@J>ZN'NIS9%6EE-;K0]/\+QRKYVFZQ;SW*[
M52)Y+51"K.>4WL"H(]>:X_Q3Y]WIGPQU#2_AQX@TZ+PWKMK+J%I#I8$ZHEM(MA**IS(@9@-PXYKZ!\8^/-#\ 6"7VO7WV"U+;?-\IY
/4ML4E5'=C@#N:QKGX MV>";;Q')H,OB&V358SM>$AMJGRO-"E]NW)C.X#.6'2BXSP>Y\,^/O$'Q8MOB
MQ%X66.U@U>.QBL;T2QZNND&)H9E$)^0*SOYN"<_)FNA^%OPMGN[[4O"U[I&H M#X>:9+#=Z3-K=HEM?
PWB2.3$&&3/"JMN61AGG;D@9KT>']HKX/ EIJ-W97'B&W@NK2!KF=)8Y%$: M*H=EW%<%U4@M&#N4=1Q0@NS*\#?
L]>&OA+H_BBW\$I/I=]KD)1KB:=I/+=59 M8BO]U4+\ =*\PATKQ+!\
%\):%X2U[P[XTTV.SL[K4K*%86F(N(Q_#^D>+/#_AS3[JWU75=2U*VLY(HG8K%'*C.)!(%*,VT [RP:?IG_"2Z;<2W?FR*S1^0MC(7)R#
('E4'BJVN6WQ A\ M'ZS!H>F^,5\/7]T@L/M[2R:K8RK;L7D9%<2-&\^P#+;5Y;&TXKTU/CIH5A\5
M?'&FWR6>EV'AR&SAN]0:&8W5W/*NY$0*F)%) 4%FSD@8S77Z=\:_!6KZIHF MFV&O0WM_K4)N;&WMXY':6,,49FPOR ,I!W[<'@\T@/G_
$_PU\1X_'\6J-8> M)+;Q)?P^'F-_&573B8X0+\70#8)QN&"/O8VU6\/:#\2-'OOAYHUOHNN:18V5
MQ&+]2'4C%>H^+/VK/#F@ZQ?:9;07,UQI/B. MRT'5&N8)(TB$ZD^;$0I\S'3:.37:R_'#P-:Z5I.I2>)+5;#4QNMIV#XQNV%I M.,Q*&^4M)M
;@\T:[C5T?./@KX??$+P9X#T;3] TK6[6_P!-TO4[:Z>Y(:;S M6O48^1(Y)RT.XQD';GWK:7PG\0==N5M[23QCIO@XMJ$VG6]Q=M#?H1:
(85G8 ML7P;D,8U8Y]>*]R\5?&[POX,\>6'A35IKFVO[S3YM46X^SNUO'!%G>7D (7@
M$\TVT^/7@2^MM*N8O$4/V;5,&TF:*14=2P57)*@(A8X5VPK'H30/6VQY_P#% M'0]"-8EL=:G^(&EV:O;RV-@EXBW+2--_MN2XT-Q=-#
<7D2!;%$R-ZQ,L[*N02I7!Z&O8O'G M[1?@CX?:9KMYJ%_<32:((VNK.UM9&G*O*L09%(D4,P!920/KBDN?C[\,]'U
MN[@DUZUMM58HMP@M)1*S^4'2-B$RS[#E4/S8Z"F*]CP4>#_B.FNWGB;2=#UK M2/%=UX,&G:?+:?[0>W;[4B9^ MZ-^W*_=!Z5S_,
(]*\;Z!XT\(QZC8ZQ-:2:+'!?13C[-9Z4RH3\NT]F=\94 M@,IY!Q7LGB+XH>&?"F@V6L:KJ7V.PO@OV9F@D:27(SQ$%+G Y/R_*.N*Y3P[
M\;;;QE\9;OP=HQMKO3;318=6?4!YC?:/.8^6(F \LJ%'))SD\#@T CA]"\/: MKH(^)WA_5/">H:GK.MZCJ6H:?K<-HLMO-!-
'B!6F)RC((/DV=1VZUL_ NS\6# MX9Z+I\$MWH^I6#VZ7A\0>'ELRT*QJ&BB6-E#8Q@2$FM*[_:7\)P>.7TB'4K: M?
1[/3[J^U+52SJEKY,BH<97#J6;&Y21GBNPT_P",7A#4[22XAUJ)8XVM4D$L M;QLAN"1 &5@"-^.,BA;"\CY(7X$^-1X.UKP2/#%U_P
(KXJM[[7=6CW*H2]A M>81VNS//VDBUH([\=Q78T4 <;I_C6W9-DC-:R#C9+\R?]]=16F/%EL.&D M@/\ M"3
_(BKU]H&GZ@2;BTC=O[V,'\ZS!X"TM>@F^GF?_6H L_\)3:M]UXR M?3S/_K5(FO!_NI&?^VP_PJJG@C3$Z++_ -]__6J=/"EG%]TR?]]4]
+":G*Y M^6W0_P#;=?\ "B74Y;=-\L44:_WI+@*/U%*FC11GY9''Y5))ID4Z;)OWR?W9 M &'ZB@##;QO;_:/*#09#;"1,&&<9&".H-1GQQ
4!$D(RH;KQ@M@?K6BGA#3% MP3:Q.PSSL R>G;VXJ*3P7IA^Y;1C (R..5!]A2 R%\0G4DDC:>2[<,R&*' M"+P<-9)[>>YM[EF9LQ'G=-
@/YU-UT F_LJ?UB_ U&^E3XZH,]\U&WC/3^R5'_PF6G_W%_[Y
MH)U*$NGR6_B$!B/WMNN/3(8CFH3XQ^)_A_QAIVC:#X+BUKPRY8R:F;E8U!*Y M())RN&]N:KZWXMMYO$FCPP#AXY2V/;:13-
53Q3XL\8^'Y?"OC&S\+Z58,TNH MVDRL\MR#D JH^5E'HW>BZ-$>A'Q+\20P \%:81W/]L#_ .-TK>*/B,IX\#6# M>XUE?
ZI5FQT3Q1>PEH?'HGP<%ETF$#\LTZ3PCXT?[OC]D'MH\!_K5DE[PCKG MBG4[F>/7_#,6B1*F8Y8M02XWMG[N 1QSFNLKD_#?
AWQ+IFI/-J_BTZU:%-J MVITZ*WPV>&W(E?+G@#2DL?VE?B1:N/[0N6D>\E:W&T6T&?%U_P"+],F=)-4,4&IP;-X\I00'7NIS@FFDF]1J3B[I
MGCNL6PL+G57DMK.VN8X))"7570(K,^>@Q@5[)^S7HDGAWX&^#K"2]AU%EL_, M^U6Y)CD#NS@KD>C5Q%EX+7Q9XGN--ADD-C-
$XO+AP"RHX>&?#]K MX5\/V.D6(Q:6<0AB![*.E*R5[Y2E\3N:M%%% @HHHH **** "BBB@#R7X[_ M 0D^--
E:61UR72K6.*>&:W>W^T03K(H7>4W+^\3&58D@>E<'<_LZZ[K%]XI MBU#4/^)$M]#?:7IBQIOO)H+%8(G>
<',:EQDJ1]"!7HWQ3^)>L^$?&'@O0='L M;&X;7'O)+B>^=QY$5M")6V*G+L1P!TS7B?BCXZ>-_BA\./M&G:0GAK2]5O-. M-
IJ=Q)+%OMIKH1/;LR'<7(&2R87;D=:2O;0M7.Q\!_LUZE'H?A.\\4^(#)XB MTFVTF%4MK2-8X(K.0RB#AB'8NQ!D]!P*WX_V&_[3N]9AT5
M[=0R75S&\D: +Q1J$KO'TN=;35]5TM[E9[S5=.6:.]@F")Y M;Q!Q@I'$BJ<]CDBUV'Q$-'CL(_:4B$119 1MB M*JN%
^7IG%_P!/TB]72;32'UM[>1TFNY+\(4:S3IA X+!O MO'(7I5N;]I?6O#_A2S\7>)-)TRT\,WNH7UA'-;7#M) \7F+;B0D;AJ3X:?
>T^''BQM=BU6>]NI=.FL[E)(%19II;IKF288/R@LV @X I_C[XKZ MSX.^#"^*4TVPE\1#[)!+ILER?(AN9I8XVC=P"1L,G/&>*Y&
[_:,\0V'BC7+(M^$GU'3O#>ZWUFZLPR*)DMC.TL;,<"/\ A"D%C]X5*T87-;W66 MUZ:.PF\0:?XD%C]F#,ES;($*A\\HZJ.,94UA7?
[)6EW6N6&IR7]MJ#QBYANH M-4TY;B*:&6[>Z 5-P"LKOC<=P8=15N'X[ZYIB>#&UFPT5H_$5C?:CYUE=OLM
MHHK5;B)&+C[Q!P3T[BN>/[3OB>[\+>(/$-GH.CM8:1I&EWIBENWWSSWJJ556 M PJ)NY8\MVH$W9V/2_B%\(Y/&VN0:A;:P^E
Z/>:'=0FW$RS6\Z@94DC8RLH M((/2N9OOV8M)OO$WA[5I+BTOTT[2[/2KJVU/3EN$N([8@QO&"P$3;AR"&7V
MR*S9/VA/%5MXOU;1E\)IJ$&@XMM7O;;HKG-3_:# M^(M[8>&X[2U\.:5J>]7FBW2EWEG@^Q7Q8>4YP"'#+RPXQTIAJ:]U^R$NHZAX
MEO+SQA=7-QJ]A+8173V8:X16NX[E'E.,#DUX]%^U76:0R MO=RJ&4,OE20M&5(SDB@:39;\)_LCZ3X-\2:7JJ7]OJZP10I=1:EIJ2-*T4CO
M$\3;L1$>9@\-TW#!JS=?LJVMUX2M]$_X22[C-OIEWIT=R+=<[IKU+M9"N<': MZ %?XAW%8NF_M*^,62WN]0\/:''IXLM'U:X-M?2-
(+;4)!$L:@J 9$8[BQ.U MAP.:S/&W[37C"R*:QM M&M[(+L]B\:_#35?%4_A76+77UTOQ7H E$6H"S$L$OG1A)MT)88R!E?F^4^M5 MOA?
\$+#X7:H]QIU[MAK8OHZ>("L=[)YGV4WGV5HAD8\PG#_=QP>:=VM LT=*W]*;2Z=_9EQXON&T
MFWTZXTO3K<6$8>""6=)OG;/[Q@4V] ".<9K<\;? &Y\3>,M0UVP\2OIT.I7& MG7E]8-9K(+B6R/[E1*2"BD'#8!/<5YW\7OVIO$FD?
\)/I_A6+3@\-K+/IFL3 M12-$'M[F**XC<, ';]YCY1A3ZUT[_%CQ/IWQ1U3PK;_V?<:U>7-K&CZA=.-- MM@MB)YO+
&\;CT!SD\]!22"Q%^R]*_%WPQO+^#6;$0:=):E99;N9)KC[3YS M,$@9"<6P1R0&"MN_AZU]&#I5+3=0CU"W)66&25,+*D$@<(^
2I(^OY5>H$%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !6'K_ (>3 M55WH,2]".@8?XUN44 >::K\,+"\C#_:'MI?
XD8''X8K+_P"%16S?=OU(^A_P MKU^B@#QX_"*W;K>K^1J(_":V_P"?Y7#:%XW0H6WEP .,,8J]'\);NTU)

[BTNKE/W/E$Q("K#.3U[U[=12Y4%SD_ MA_X=N_#UE=+=W$MP9I0RB48*@#%=9115""BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "J&M0F?3;A!U*_UJ_370.I4 M]#0!Q'@;2&L->U65AQ,B=L=":]FH(;5('=E'+=34] !1110 4444 %%%% !1 M110!AZW)HMI>V-_JTEA;7-N66TN;MD1D+##!&;D$KP0.U4=+\ >%[$70L]"T MV!+N=+J98K90KRJP97P!C((R"._-<[\5_#E_XBU[PJEE;6L\2/=+<27L)EAA M5H(+?2-,.K&QT^SGLO,E5I$G1;8F&8'&Q29. =W8\ M5O"DIJZEJKZM\/O#>NV3V>H:%I]Y:R7#7;PS6RLK3,TZ&XT MI62QE2W4-;*23A#C@ DD>G:JWC#X6>'_ !AX=LM"N[00:3:ZA#J/V*V14CED MCD\T*RE2"I?DXYSWKS6>^\<16?FQW.K7U]?:1+.L4:%%L)75G7J,2$%E4#[R MD=Q6A:67C33=2AG34=9O8XKVQVP7!4H\E#H?WA+$W>D6= M_:^#_#7AK07TN:U@^P7E^URZ7I$GVBZDE\S/:O)M(/BS7[Z8ZC::DUD-3TZ[CM[M'8V M["5O.4,P&0HVD[?E]*T?BYH? B;Q1XF2ZTG2XYE\/01WME++(R,UUO#L8U (? M]VI3ZO3]C[W*Y6^8.N^3FC%^ECO6^%?@UM(&EMX9TMM-^T&[6U^RH4$IZN%Q MU(X..W%7;7PIX:EL)[6TTS3)+*58X98HH$,;K%Q&C #!"8 _AKRW0-+UY]1 M>"*[UVQAO/$DEW=EW;Y;5XMZ*K$$*I/!QT/%5-7O/&&CP6=OI=E?VDJWLUP' M@A;9,#=8,;*HVY,9W;GXQ[T_87=E(/K%H\W*>I76C>#]0OIO$\]KI,URL3VD MNJRA/N9V/&SGCCIS]*AO])\#ZCIL=O&]3CU&VCB MM[BXMH$L&DNM+LPCY2Z9G**,X(0YQGCKUI*C&3LY=_P!UI+51[?B>B:;\.?# MFB>%]0T86,)>MO\Z21M\DDC$\G/?MBL&W\#^!7\>V.JPFR>^M-+ M?0[33XPGDQ0RGS6"(!U=0,\X*URVG6_B_5YC'>W6L-IT5C?RVZ2*;C]X1;+ M.,99BF?E/WN]9ND:+KFE:O::BNC74LT$4U#P?H4<7E_P!D6(C\J&$I]G3;Y<+9A3&/NH>5'\-HV%Y' C:;;VT(2!YS MZS9QZ<]KH5[;F:&)8,1R?O4 M7;$O<[@JE1S]W(Z5YE9>"_$.@^);+6X-+DO+319H]'AN))&^U2V.TK*PC P5 M,C;QST2K&E^%;[P]\'M$AND2'59M3LQ:Q+:K;S12?:<_,P.6.S)R>U:.A'I* MYFL1-MIQM8]?T;P[HO@.#5I[<16,5[=2:A>7$\@ :5\!F9CP .@ K<8[M@*S!>K)\A(/<5S>K^&/%GAC58+/2]0:QL-0EDO9)M.M9###=ED"QA%R1'M&< M-\K'.:RA34U=NS-:E5P>BNCWS@4[9+=%7;''M!,>YB?GP?0\53/_"16>J7EVL. MI6RSZX)/L-K%L:X5HHAEI5!&%._.[Y6YYZ52HW5[DNO;[)[DLBQP#FE,@VY-M?.EE8>+]"T'3]+LKS5K6-;V^%[=3)-.\TN-0(98X[2 MT :69B>0H/'"@L?8503XL^%SJ=_8/JD<$EE9Q7\SR@I$L$@RK[R,'_Z]6/&? M@8>,=5TF:YO[FVLK#S)!;VLAC;21EVABP/0*6X]ZXJT^!-Q:Z;?E.TY^M=$(T7%*3=SDG*LI^XE8[:'XC:/(-1DFN4@L+ M18F^ULP*R*ZD@A1DCIW'-0KXPL=9D\36\MM'FW M5YJ<,UQ92V.WR[?:C16P<*-I)PQ+Y+=NU6U1:=GU)4J\::=BUJ?Q>BL8KB1= M.>9(HI)!^_7+;+A8.V<9W[O7M6QXB^*'AGPM:7MSJ&J(JV3(L\<8+NA=@JG: M!G&X\D=*P;SX0_:UOH_[4"BY,W_+#./,NEG]>VS;^M9E]\#KW4[_%.YN-=2 M26>%XHIFA8RUDO_ +?< MPV$%M,D*RS2 B8L@?A1R.#R"/>K:^._#YU6'3QK-H;R;88X!("S!ERF,<O:N6OOA;J$GB2;Q!:ZG;QZG+*SF.:W+P@- D3@#=G/R9!_ U6L?@C'IMLUO M;ZF?+$NG2(S0@N!:DG!.?XB?PK-QI-7N:\]:^R-OQ5\1HO#6HZE;K9R78T^P MCO9C$P!R\FQ(QGC)Y.?2IO#_ ,2-*U6ZEL+MAI>KQ736(80_DZ7K>FV\3W/4QRQ2D[2,@X*'K5[5?A>OVK2I-#D M@T5[-RYN8XRTYYR5W9^96(&X/GVH4:3BDWJ)RJ\S:6A%)\8]+2[\6PK;7)/A MZ(S,Q4!;L#A_*/?:_P I)[U=TWQ[+*O%VC M^"=*;4]:OX].L@0AFFSM!/L!G]*R$^+7@Z3Q';:"GB;37U>Z\LPVB3AG<2(' MCQC(^=/F7)^8=*YOXF_"_P 0_$SP-H^ES:U;6NH1Q%=2C\N06=XSPF-\JC*^ M%9MR#=@D#<"*Y+2/V5AI=G#;-K_F*EUHDQ=;8(Q73X/)V@AL@N"2#_#7*O,[M=#N=!^-NA^+/BA)X.T2:#5!#IDE_/?VTP=(W2=8C'MQSR<[@<4MS\5_#^C>(M/%<4]M-9IN]N+NZOQ""ETJ@!II'+&,E5.>F:P/A;\#-5\ ^*['5;O7+2^MM+ MT230+&""Q\IS#Y_FI)*VXY<#Y2 ,=^I-6+GX!B:WB<:_>?;Y$NTO)7+/'VBZ1I]].!!J>H:9&MT+'(#@Y"[@2",C=U'2LN;X32WNEZ[! M"60;A%'(8S(?\ 9+#K2:W\.K77 M_&FCZ]>-'<1:;:2VZ6DT(8%G92'!)X(V^EF,G&1WKEY/A;>)?SW-M MJ<*K_:\.L0)-"3B14"/&Q!Y4@9!'(-9MC\![>UT74-.^TVQ:4>7!>M S3B(S MB9D?+%2"PQP!GK52C0Z-DJ5?JD>IZ=?6^JVD-U:R>;;RH&20GT44#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** .,\6^(+BP\4^%M,MYO(COYII;AR ?W4499EYZ9)'->86WQVU*^T#QA-#< M6?VN&%-0T@01^8ZVK3>5MD7/S.&&??>*]5\7^%K3Q)J6C--=+!/:RR%8\X,\ M3QE)4'(/*G.1TI;_.&WAO4+>&&?3(?*@@-J@C)3$65.PD$9&44\JZZ83IJ/ MO*__YOU(592?([?\,8'ACO5JT_BZOT>[FFN8)=*>]=[JS%M<>8)@@R@Z#;M^=;/PVUV]US1+H:B_FWEE?7%C+, !YFQR%; Z94BKNJ>#]+U?7+35Y//34;: M,PI/;W#1EHRP8HVT@,N1G!K/*^M.\)LNHSW#S:A&EP);MI62-A)+YKL4SM MSD#YB,@#KBLY2@XZ*ST_4TC&:DKO0\QD_:,U31/[4BN?#LWB"Y@U#62!92)MMO8V+J&9RY.Y\/P!]XUTOC+XP:IIGB;X;V.@:+'JFF^+8KB=[J>Y$$MM$EN) ME<*003ALD'Z5TH^$G@^X>XG734 ;/+*;@.="L'TW4;M.]ALS;ZC"60,;F.)RI(7>A5_E; S760_ KX?7.C6UK;:1";&+3UTRV:&X<[+ M<3><@1PV0RR#<&!W]ZZ5O VCW/A.3P[?1/JNES1^7.FHSM<-/TR7=B6+9 . MZCU$R7.HR->73P@JA=B^^1$5L;3E0.U0)\(O!NGW^R9[DZG?R;DE MN-3E-S*L88B)&+[C&@=CL'RCKBJ X/X%_M"S_$[XF>)M%N;O3;C39HFU#04L MG!F2UBF:WE6?DYJ?%?Q#=>%?AQXBUFRN/LES8V!XX9%".NY"&.0!R23GGK3['X=Z M-=:/XHTN]NIM;M-Z18>-/$UG!<0R:F-EKN6#[1/QD=54HHS]Z05ZC)\%O"KZI=7PM;B' M[9$8KRU@NY8[:Z)C\O?+$&"N^SC<1FLSP_\ "+P'X&U#3U#M-#P]X)\0V%J=(O4LQM3H=T$T^?W,J.,(N-KX.3V]#P[=_M!VOB7PW::I:Z3J.AS30'5=1>.*& M>",,XF141B"64QX8=-A]:](TWX%^#-(N-->UT^2*STZ;[3:Z<;N5[..;>SK* M(2Q7>K,VTX^7M7=QW,$KRHDJ2-$<2*&!*G'1AVX]:JXCRKQK\>H_!GB/Q!I<MGA^]N5T;3UU!Y1*DYC@M+IHPN1"YXD8LVW:#NQDC-==XA^&.CZ[K,^LR1N^L?8YK6WDN M)'E@@,L91W6$G;N*\-@%IH/$&J6KZ@^F:;.9\6BSF$2)A2 M6K+ MMQ79Z;\"_".D2V4VGV]Y8R6DDC0R6M_-&RQ2/YCV^X-DP%SN\L_*#R*FN?A]MX#\.W<=W=16>GS3WUU?(US=E-]S$=:\+0P+?:;>7+R:D)+MI9Y+DE7+RR%BWF JAR3D;11M>XNAYQ#^UI:WVBVM]8>$]0OYO+U*;_ACN8U2UCLBGGL&8#S.) 5 +=*]UT/ M5(-=T>RU*U):UO8([F$L,.4=0RY'8X-<98?OP78V\\0TU[AKF&\@GGN;N62 M6<7847)=BV6:38N6Z^F*Z[2O[+T:.VT*RF@B:RM4$=GYH,D<"C8I()SMXQN-M&@&M152PU&UU2UCN;.YANK:3)2:"0.C97L5ROEY^AZ530X+% M>XZTZOFS]JW1?%+ZUX:UN/2]6\3?#W38YVUS1=!OVM+L/@&.Y&UE,H0 G8#3 M;L.$>=VO8^D0X.?;K0K!AD5\D_$/]K?_ (0/P?H6I>"KC3M>T;^QX]2%OJHNMY]2G@R5^=HU*PGC&Z4\FM+QU^U%XPTO4?%[^'= T:?2/#>A6'B&=M1GE6>6& M=-[0J$R-^.C'Y?6I'M\B/PS!XHTN+ M2KAV8&<$LHVXKJ_V>OCQXC^*.N:OI6O:"+86UM'>P:K96-U; M6L@8@& BX 8R+D9(^4CI0I)NPI4*D8\[6A[J9T7&Z1);A&4J^!(-N/[HP/:M#X0^&Q\>O M%?Q U[Q-K&L)-H'B2;1M(L;#49;9-.A@"[7"H0&=RQJ%[N&)]KR!&)P >"3Z#/6O*OC/\4/$/@;Q!X$T/PWIMAJ-[XFOM9K'?J,C(D&V+>)"5Y('< 9/:O#[[XJ:O\3?&/PK76[2#3=;\/^/[O0]12PD9 MK:>2.W)$D>[G800<'D&KYD.GAYS5^FK^Z_\ D?97F*.]127<,.\R2",(,LS? M* /;>1&=U6.X((W*74@[?X M O?-1[1/8T6%G=*32_X;Y]^QS)*@9&W*>01W^E+N^M?+6L_M!^+?">E^*]4TM/PYH)\#> ;N/1]2ADGD2ZG>,1K,;4#*JJ%*'Y:MVX^/OC*Y\2_$[^S](T8> M&O!-K]H>XN'E^TW3-:>?&JJ#@8/WB>W3FKYD9>PGU/HK-+7RG8?M%_%/4M2T MW2XO#OA2.^UOPP/$]A))=SF.WB4 M', ,NQSQLP!GFO<_@[\1/\ A:OPL\.^ M+C9_8'U6T$[VP?>(VR0P![C(./:A23(G2E3UD=D;J(2",R+YA&X)GYL>N.N* ME!##/8U\U:;XC6']H+XS>*[ZXMX5\)Z-9Z;:&_G,5O$CHT[EB < OCG!/85SMGA_]L#Q7J>G^.;>+PW9^(-9T33;?5+(Z5;74$4\,D@1BT4P$C! 2^Y!\RKQ4 M*>AJ\//HNWXGUU36<+UKROP%\2]8\<_!N\\2Z?/H.N:[';W!MUTIIA:23HI* MQLL@$D;9X93R*\1\3?MBZWK'P[?5/#6F6J7:OK7RMXB^'$/@G]F;Q'XRM-?UV]\3WWAM22XN]4FU29Q3S;,7%Q&B&I3)&"H+-N)_AI.5D[B5*[2B]W8^A#*H;;SGTQ3)+F.%@KL$+' M"[N-Q]!GJ:^-/A]>^*M<^#OQ2^%_@+Q<->\3>&+Z-=+U4:D))+JQEVR!!."= MKD"5-V?E-9'BC7]'?]G3Q5)HFG^(O"?BGP/K6G:E1@D'!+\!?XNE<+ M=>-?BGX,.IR,=;\0V%D]E&JRV*O-/)>61)=2J %(;H)D ?*KD'I7TGK/C30OM#VL:5I>IZK:V.I:L[QV%M/*%>Y91EE0$\D"K]EJMEJ,MQ':74%S);.8IUAD5 MS$_=6 /RM[&A;6&?,WAO6_BU_P)QJ^EZGXCBL)=,BG@Q/I<\WVBV6#]S>]J MQ^629N20^3M*I:Y:.[\3^(=5MM1U.Y\3R0MX4UC2H!(C2V>M7B[64A#$IV2* M6*B15;Y-N>.?JK0/'FB^(-,LKV&Y%FMX[QP07N()G8.R$![&(/+*<>M;#:O9+ M 9S=P" 1M+YIE7;L7[SYSC:.Y[4"9\9Z#\5O&=KXM,=Q+K=II&AQ?V?9:;80 M(MOJMPEBC)91+Y9VW"/OJ>(=;UT:)I_B/4+* M.[M(9DCN+>6S1K=9@*M(IE+Q[F0 &/ -AXEC\516NBQ:OJ"--%MJ"N@>?"9:1#G#'9U<#.WJ<5-H?Q;\+^)9[4:3]::A97-B^H)]5O\UH(D<(VZ M7HK G[IYII]AO4^;/_B3XB:5X;T'3$AU+1M5MK2P.AZ)#I92TU%FG;[<+C" M$((X_P"'LM<:>MBJ&R,%T$M&BPF5 M)C8L<[BRC(!-?2MMXHT6^2U:WU:PN$O&9+9HKI&$[?,$(/S$#J!TK"T'XK^ M%O%5YI46AZFFLQ:BUS'#=6/[V%7@.)5=QPC G@-U[47MT#<*^"]YXL\3>/_ M =JGB**YU 6)UNRAU=K:5$EM?\ 1S S-(B,5D'D;LXR#[T^?6M.BEAA:\A\^:-I8+?S5WS*HR61TW3?WU]="&W$._:C?)(WF'"SU--UNMWA9#R1M(R>?E/ -:HUG3_/MX!>VQGN Q MAC$REY0OWMHSEL=\=*0CYP\#_$WQOIWC?Q)K/CC5(M'T/2GN1>Z&UG<,ZP;P MEI)"?+V9;()VNQ;=C Q5C]I71]5U/Q3#?Z;H]QJ 'AFXB %D9UWM=VQ"%<$% MMH8[3Z9[5]&_P!)UBPGD2XL[^S@K>(O"OB/5(]9\.; M_$.GW>IOIEJUNL[R:4!^_ 0ED,_[LDC"[\<5[[??M!>&K/2H[DV>L3ZB=0CT MMM#BT]VU"*X>-I55X>H!1&8-G;CO72:Y\2]!\+^'=.UG7;DZ%:7TL4$:ZBHA MD620X5'4GY6'?/2G>VK)N?./A_QS\6+OPKJ^IZGJLENYN;6#5[.RTV>2\T8-M.!<21!XPN$AZ*GF?WZNRZ'JEW^R_\4[>WMM8U&[O=9O)[22YL2MY>QF>,I,L M67RHR#@;L=*]W;XN>%D\"V7BU=1$NBWKI':20H7>XD=BB1QJ 2SLPP /Y5F MZY\=O#/A;PO8:[K\>J:#%>7J6$-KJ%A(EQYS, H* '.X'<3MQWI>07['A&N M?$_XC^$Q)?Z7J&I:_P"&-0U3_A'-#EO[$174US@ZNC2ZAI]W&$OIK4M:6=XT3/'&TI^5)3'EA[=Z=I7QZ\,ZY::@]A::MQ=W%I$ES'81Z=)]IN[=R1'<01D9DC8@X8?CB@?H>(W'CSXPO'XSODNFMKZT, MD4^AQ:?-+<64)N%2.X@R@C)%OND^5WW=<9K%36/'.AVVI-X>U'4+'0]8\2WD MA\3ZM83)+(!;P"T)6.)BR.^[YB@#8P=M?1MA\=_"^M6>A3Z*U_KS:Q%Y]O!IMEH\TL<(D\II95P/+17!4D]Z-5^-^@Z-JFMV%Q;ZG'>:78RZEL>T*+=V\1'G/ M;LV%D"9&>12\A7/+-2\1?$'16\;W^LZCJTT5N=-TVU&GVAM[2W\R!# M0H),DX#,O3%,_9]F\6^(O'EGK_BJQN_[1F\&?9)KZ2T>%9F34;@(/F4'<8PC M8(!(.['-?2&DWUKK.F65_:2":UN84GAE4G#(R@]P^H-7<#\]H;=SXQ\'>(O' M/ANQ^&/A72K;5]#9)+>"[BELW9)X)[B83.J^654PC:6:1UV\;0:V_#7C_P", M&M^,M.T>X@U.PLKVZCT1[R32\+;S63[[R\+$;+F,[4;[N[.VOK,J&H"A1@#MCI0M%85P7'.*=2=.!2TA!1110 4444 %%97B/Q#8^%-"O]8U2X6UTZQ@:XN) MWZ)&H)8_D*Q_AG\3/#WQ=\(6?B?PM]']HZ1=[A'-L*$,#@J5(!!![&E<=G:Y MUM1+!#'C$(*$'S&SQDXI2MU+IQE*5H[E[Q+ M^R;X \31)";;4-(LCIB:/-8Z3?/;P7-JAS&DJC[^TG()[]A/$&CV^AWVVXQFVA0I&$X^5L'DT>*OCSH?PTM=/3Q@\]O>/;QSWTVEV4 M]S9VJMQO>4+A$+=">:J^,OVG/

'@36+S3=5U2<7%G%;W-R;:TDFCA@FY29F5 M2!'TRW;-))7-/WTK;LT=0_9\\&:Q=F>_L);Z-M 3PT\$\I:.2R5PZJ0.=VX M[@:U_AY\+;'X=13K:ZQKNL&1516UO4GNC#&O2- V JCZ9]ZP=_:-\!^(IM> MCM];^SIHUL+VYEO('@1[4])XF8#?&3QN'>M? XZ)8'2;&7P]? M-:-':\'RN 73)K<"ZURSN8[*>*298B\3*N9%). 1W]J7N[ME)5;V5_^'/2_^%6Z-+XVT'Q;*;J? 6M&L)-.M9Y9RP:)]N\N,?,QV]:YW6_V< M_"VK>,KSQ+!<:QH=]J#1OJ46C:B]K!J+)]UIT7AB!QD8)J;5/V@O!FB^,8_# M%UJ.Z7OGI:372VLC6=O?%;Q+\.YHIOL^FZ'J.UW M>217#P7"@Q;4:%EYW!N>M:&A_LX>#?#]MX;AM(+O=H6I2:O#/+=,\MQ=R*5> M6=CS(Q!YKS@_M<-J^B?%5].TEM(U#P;+(D%QK5K.+25%9%+2E5RK9<_(.<8/ M2L34?VG]?NOB7XPL-/NX=/TSPOX;&I&* [TJ9[6]N#"9"\DX^:*-3C: ,N*B\ M4[_U_6ANJ5>UNB_X'^9ZKX5_9<\%^#O$&D:KIYU9CHTUQ+IEE<7[R6MD)P1+ M'%$>%4[BUUF/7+2SEOF>.UG1BRI'D?+'N8DI MW-2)^T3X7TK_(1C3]5O7N-=U:PMKV6'2;2:>.W255VRR$ F.,LV 6YK;^(G MQD\,_"[4- ,LI?NIX;W5%F:RM[>V>=YS&H+*JH"2V#P.]6N4PO5D^I@Z_^S'X M+\2^*;_6KN+4$34;B. [U'2;>^>.POYD(*R30#AF&!]>];I^#/AT/XY/EW/\ MQ6BA-6_?<%1"8@(^/D^0USM[^T_\/[3PUX?U[^V+B>RU]YH+!+:TDDFEFB'S MQ>6 660$XVD5EZ7^TII>E:AXO_X2S4+&ST[3->@T:Q-G!.TZM+#YB).I'WS@ MCY..W6BZ&E5:ZZ'8V/P1\,66K:3J,,-S]ITK03X;MB9R5^Q\ AACEN/O5T/@ M#P)I7PT\&:7X8T1)5TO383#;K/)YC[O)KC;;]I7P#=>!;WQ5_:<\&GV M=X=.GMY[21+M;KM!Y)&XN>R@ZU/%?6MQ%J: MFWE%U.+W48;6^\%>,=$@M-2LV75Y&O%BB7-Q!_AY+XP;2M++Q^*96DU*'[D\V-E8-NC12/E0[B=H[U9;X]>#I/%VG^'+. M]N=1OKV&&X$UA:R3V\"2C,+32J-L>\?=S5WXE_&'PW*X[+^V[BX>[OV9;73 M["V>YN9]HRQ6- 20!R3TJK(R7M6[*]W^)RVF?LM^$-)T/4]$CO=?N-"O;*73 MH])NM5DDMK*"0?,D"'[OMG=BH=-_9<\)V<6BV^HZCK_B:QT6=;BRL->O_M=M M$RQF-1Y94 J%/]:XOXP_M3+')\-+3P+J4OV3Q=>-YFMPZ4]Z8(D^]&L/&9" MWRLIY4?4!J)DC!9A# '0AOX,,8K[8P!O#=&/:N M6\?_ +,\5Y\/;CPMX9N7>37=9L[KQ%J^LW+7%Y=6\3J[9% S77: M)^TCX#U_5KK3X=5E@\J&:YBO+NU>*UNXH03,\$K#;*J ')4USGB7]I;3[CP5 M8>(?"SQPPRZ[9:;))X@L;F!)H9WP)(0 "^\!_M4?&W4OA%IGA6PT9I[;4_$.JI8_VA'IKWPM8NKNL8(#R'M5UJ5[Z!H;>]U!+.3[);3N!L2>0 K$[$_=)XS@TN97L5 M[*=DTMSU^BO*IOVCO!46N>(](%[>2W?AV.>756BLY&CM!$H9M[@;3:;J-I'?I>Z?8RW$,- LYPLTKHI$:YZY.1WKF;K M]IJRE^,VH> K/3;F18M%&I6^KB"1[>20JSKN*J1Y.P ^8#R?EI.:0XTIRV1[MU17@^@_M0Z#IWPU\(: [XHNTN=8UZS:[%IX>M)[@&-20\J1E?,6, ZB1L-L51G<#U!QC!JKHETYKH>NT5P\ MOQ/T2[^%5UX[TNZ&H:+'IDNI12C* [T1&8@YY!RN"#T->>>#OV@AX;^#?A'Q' MX_-YZ*\ROOV@O! M>GZKH.GQW\^HW&M6T5];_P!GVLEPL=M(V$GE* ^6A8XW'O71:S\0]%\/^--! M\+7L[P:QKD<\EBA0[)1$H9UW= P!SCO1<3C);HZNBOGS6OVDI_&?B?0?"OPM MBL]4UC4UNYWU'6%D2SM8+>3RGI^)IYV;S+6R>X6!&BP<;RS,QW?PK4OQ"^/>O:=\:[#P!X>D M\.Z4TNGQZDE_XGEE2+4MS$>1;%"!O Y).?I2YD/V,[7MTN?0M%>2^$OB'K;_ M !Y\7>"- ;,3VR:;;ZQI#1(%9(6_=S(Y'WB).A]*]87YAFJO'9H99-,EUB/1EL+*[=F)MYQJ;W>] M6(ROR,!N'.>.E6O$7[,?B348?$\%IJMO!:0SH? #L,4C1L+1KG[3=6TK;2%WO M\@.&&THZ/JG@^ZTW2K6R,$DIU%]0O!?B*WE9GE@5# M&!N);Y7BV!>005KS'QG\ /%W@SX;Z+%;06=E_9ELNDROIT#7,>TWZS_;)(43 M+1[%^==K'V-?;5-*^G%&P79\=:9\$/$_B[PCX8L]'TJST31M/N_.4R_Z,[SK M>B>2\5? *#^5,F0D0V%?XN*Z"W_9C\31^%[30+*?3-"%BVNQKJ%GF-KM;QU>& M1U0 J0,QMR2%Z5]2[:0ICH<4"N?-NF_LY7VI^+]-UO5='T33- (&JQWT_AB#] M[:0+'9O!O0!0K,[.&(V@849R:S-_9U\#R?!CQ%8_#3X:;;:O9W.M>$-4 MAU*2W,C)#/%^EZ? X>MDFTW3M633;VQU+68)#, MD2RO.Z+!&RATD5IE(E1UX!# \5]0T4"N>$?"3X'W_@SP/XBL;N)K36=3TU=- MFE_M# [1'.R0M&LRJ(T";BQ)R"W]YC7 ?*0\6>./A=I36MK#IFHQ>%+#1#I] M_NA87-IJ"2OG@[598CM/^T.U?6N*3:? 4T=;A<^9?'7P&\4^,=,*+I5!,A>7<2 !M&*Z_XT?"/7?BUX(\,:39W%MH4 MUC=)=W,-W#%J"C9"ZHF95('^\$M6TSX6_#K2=*N[M.37_ 9.D;)+&0@ 3<)&VL!P<$]ZY;Q%\)?B)??"7Q)H4-M#? M7>N:U']%OIU[K+RII5LDL4ODB9U)DRT3< #?7TU13;N[B6A\R^+_P!GGQ/X MS^)5]K\KV5C+J957U9)2[6MD;=H9+(VV LDF78BBE<=SY2U[]F'6;^VT2 M/0]- L_#ZIHD6DQ[M1=Y]&FCNGF%TCHJB9G#L2,+\Q]*Z+QI\.?$J^*?%/C%M M/1%'A^_TR2**YDO9-8,B 0! (2,6X##+*GWBWI7T3M/]:=1L%S@?A!HVO^&/! MVE:)K5K;10Z=IME;6\D,I>1RL"B42*1A4961&&&4CT(-9O@?P'H'PV\-VN@> M&=,M] (T>USY-I;@[5R"6.>%Q ME987#*P]01P:6E[CN[>1:KR'X]^"/%'Q!TI]"TS0_"VO:)>P/#<)XA,@>VE(M(65-JD$ 'H,-GO7KU>?_ !/^,&C_ K;2K:\MK_5]8UB9H--T?28/.NKMU7+ M;5) "J.2Q(I.W4J#:DG'<^_L_B3#%=Z)/".GZ#:%F/RSP0E' M+\?=)/&*]PT#XBZ?]? AZ'5M4M;CPD))?(-KXAV6LRR#C;]XJV<\$$YJMJOQ< M\,Z)\0=+\%WFH1P^(-3MGNK> D!2BD#!.>&.?E'?M4VC%,W]O5F>*^.OV5=9 M\>"2SGU2TLK.3P';^&?-0,S)=1SI)NVX&8SLQUS75_L_ ZX^&VJ:CJNH^&M M"T74I[5++[3I6H7=Y+<(I!)9IR0B$C(4=*[3X4?%ZP^*? AJ#5(X1IMS+/0:HVD7$S2:PLT)BC::W M;]TDD9.XNO+56U3X(_$SQ'\ )OAMJC^&XAI\5G:;;>VDDV9U@E0^9*I&$RB? M=&? F]JI^'WQ=\+?$OPS+K^AZI#+IL,DL*2C'9"=:HGKT_0^96_9)N8/BIK.J MRZ/H/B/0]6UI=:^V:E?7D<]F$_&FEPW ME@+C6/',?B6W=V8 6RR1L5; ^_A#QTKVOQG\1;/P=HVGZI]BNM9M;Z\@M(SI M*+,1YK860G]%9_;K074C.B0^>I=F7[RJN"=A&&CD7!&P!#AAS4 MM_\ L[^);@?%,)>6 7Q-X8L=&L@6?"SPVYC9G&.%W'@CM7T#;:_I][:IVTA?L5RA57E MN^')]#U"WU;1],TW5 MXM2>5&M9+6(1EX2H/F*1GY3CFCX^VWB23X]?!V?PM;VL^J6Z:LP_M%7^SD>0 MH*NR@E"1G!]:]_MFQ&J_P!F"^MCJ B\W])YR^=L_O;,YQ[XJL-?TZ2^%O'? MV4EPX=EA%PA8A3AB%SDX/7TJN704:LN;F:OI8^?/A]^S-XB*ZO\/-3O:_3K MJ[TW7- 6U[6A$&""6\CP$@R"2%(R<4Z_9P\2S^-]9UE;NP^RWGCS3_$\:,S M;A:P1,CJ1C_6$MP.E?0L/B'39-+;4EO[1M-"E_MB3J8 HZDN#C /O3G\0::XFF1R6'@ M?6-,N['2WDD/FRJ2BQEAEL+U/KT%>Q^,?C+X4\"?\(ZVK:K!#%K]XEEI\J2! MDE=E)#%@OFNHYW!#-6UZZT:SL]'\%3Z9H\=HDJRS2W=J(]TZL (PB MX! SD\TW5_V/];E_X0^]>RT3Q)-9>&;?P[J&G:A? W5I$K1DGSHW@(+J02I1N M#7M=W^T7X433/%]SIQN=>N/"]T+6_L--17N&BOXAT^W MFLH;F]MK6YO0#;V\\JI+* <9PJDY8CVJ5&+*E6K1=[6/G[5/V>?$D'CWPE?>% M8]&\'VNDPV=O<:OI5U%=SN45UWQ4^''BN\^)OAKQ_X, M;3+G5])LKC39=,UAGCAEBE(.]70$JP(Z8Y%>J2:_IMO.D,NH6D4SRB%8I)U5 MC(1D(3G<1SCK7)?&GXN:?\ !GP-=> (K^W:]VLD%O91RK&]Q,[!40,Q 49.2 M>PYIM)*QE&=2(/#6H?#&[_+4LKBXT77M2UW6VC5D1I+I" M"L Z[03CGJ.:[_XG_"? 4?'OQ'\!:Q#/%#IFBQ:E#?!BPE*W-OY2F/C!(/)S7 M:;%XQAO=*T67539:+J>IPJZ:>U_%,3(0"4C=2!+C/51S6I+KEC#=):RWUK'> M.XC%NTZARQ&0 I.22.0/2GRJU@]K4YN;JCY>^$?[)>H?#Z\MX;WP_P"%]1.E M6ES;6>MW%W>32W7FHRJ&MF;RXP0VV3;U'2H;3]E_QW)X.?2&O=,TW3X_$6F: MGI_AY+V>ZM=,AMW)F\J60;_WFG+<>(? %\>O6C,S[4MUDA8ASC[^(SQTKV";XP>&X_B!J'@M;P/XCL;%= M1DLQC+1DMA$.?F?Y<[>N.>E6?"WQ'TOQ+X,TOQ/:E.'^WVF]T>2)8P- KDF.!6)&*^_MD;[7-/T@.;R^M+0(%9O/G5,_G)R> 3P/>NE>";S4(X=?U.V M>[MXF(";%(&&;. Q)X'? M4M1N1"I4BDET_X<\\MO@;K=MX1^,^E>?8^=XQGN M'TY]S? (CP")/..,Y!'.,U7T_X"^(+;QEXM>H_$'XJ>'/AA#I,WB*^%E'JNH1:;:DXYEDZ$Y(PHQRQX7O6]_P)#IBW MUM9G4;075TOF6\'GKOF3'WE7.6'N*KE6PO:5%[W<^/\ Q%^R#X_U3P1H/AW^ MTM*U"TM/#7]D_9+J^N8(-/O 6)N8UBP)2P8##C]*]- T[X*>+]!\;Z+JEG<: M5<:=+X,A\+:I'-(ZR6\D8)$D("[74L<8.*Z;Q;^T99>%[HVY\/:G(Z^)K;PR M6G"PH[S+D31G)WH .> :]0.N:>-3_LXWUJ- 2V&7['YJ^<4_O:,YQ[XJ(QA>Y MK*M625SYD\'_+/GQ"^%L/@[6/#LVA:CX@T_PT?#6H66HR2I;A?/:99H74$D M@G!4CD5N_#/]FW5_AOXE^']Q_:-I?V7A_1-0LKN?:RO)=7,WFDQK@X0%B.N< M"O?(M=TZ:Y-M'?6DEP S&))U+@*<,2,YP#P?2DM]? T[4-/>^M+^UNK.,MNN8 M9U:)2O7+ D#'>KY49>WJ:W/&_"7P9U?PS^RKJOP[OI(;C69-*U*W5[4DH7F, MK(2!_?6O)X? A5XM^.OPA^&UUI[VS:5!X<;1[W0=6N[FS2WO4S%]JQ#@R,I0 MC:W!'-?1_A/XJ6?C/X@^*_#5K;?+H<- I,-02=7BN5G0NI7'3&,=>:ZX:YIKZ MC)IRW]JVHQQ^8]HLZ^:J_P!YESD#WQ4N,9K79EJM4IOSO<^8;W]F7QK%HOPY MLM&N-(T;7? #^FVMC-XKM+NXBO(%1]TL0C4;)XG' 5^A)KT?]ICX1>(/BCX9T M>Y\&W]MI7C/0=06^TV\N]PC&59)5;)P5;\O78>!? C%X4^(]IJ=SH>]P3Q:; M?2:?<^;(J%94?83C/*D_=;HW:I[7XD6%[XY3PU;6MU2,<>M.REOU%[2I&2?6)XW'^SCXA^'=S\/O$'@* [TV77O#&BOHM[8: MJ72VU"*0[W8.H)1Q(68$CGO5GQ9\._BI>?$OP7\0K*S\,W>MZ7IEUI]WISW< MT5NOFME2C[26(7@Y'7I7H_Q1^-.D_#?X;ZIXPMUC\1VEA+'"\.G7',2[2*FW M<,@$%LD&NWN=8L].TP7]]<06-H$#M-<2!$4$9Y8D 4*,7H@=2I\4M;Z'S9?_M ++GBKXB:G\0=8\4^,+G0;CQ3&EF=-T,I);_ &5(=J([2(2<,S'C%0^+/@5\ M2/'_,)-$\!>(;'P;J @L([- M>F,S7=A(GRB:$;>7VJI&"O/7->S>-?B_8^$ M/$/@;3_LPU"#Q3>26L5[#<*(H%2(R>83T92!V-,\;_&.P\(;_P"]/CM?[6B M\6ZB=/@N[6=? +B^0MYF>=XXQP:.6&P_:5='']QY[\--$N+G]IKQ!,LEQ=6/A7 MPK8^'&O;E"&N;@MYK/N/#':O..[5]#HNU0!T%8O_ DVE>9?*FJ6+O8 O>*+ MA"UN .2X!^7@=ZX32OVA_#/B'POX=U_0X[[7=.US4DTN+[#&K26\A9AOF4L# M&HV$^N,$#FK1E+FGK;:R/5Z*S$U^P?4Y--% [:G4D3S#9K.IF"=F*9R![XID7 MB+3KB[CM(]0M'NY S) EPK.P4X8A*56>+(R-R@Y7/;-6S-Q0M=A-VW#S3FGY/4],56W>E.$G_P"JK:(3 W!5 ML=13H92^[GIQ4#C'KF>:U@U.TDM'GMWVR('4J2I]1FN6^ WP:M/@-\-=,\':? MJ5WJUM9%V^U7I^=V9LG '"J.P%>D44K:W*YIOCCHNM^&/CC_B9 M9:'J'B71=)LIO3-1L]*C\ZYMEE *SI'U?D;2!SBOH6JSDB1^?2AJXX3Y'<^0 MOVD9]?\ BR/#SV? @'68="NK&[1;NZ\-K?WZ7&<)$;>1L0*XY$K#<.V*Q_A_\ M.=3TGQ?\ /$/BGP5J&H30Z#)I=]=2V'GS65X''V=[C.3&$7HY^[7VHQ//OUH MC.0">I.*R]FKMG3'-14M-3XG\$_!S5/#ME\+-=MO"5]8^)U\(!\4M._X2X>);?7+36+RYO9$\/1-9WT$C M2#;-J!;,L#H0- ASCH!7W>"2Q^E*O,K#MZ4+G)/S_P V_P!3X&M?A3XB ML/V>;CPQI7@W5=!U32_%8FU^.UTE';4[(3RM&T2D@7:(C1_)G&.*U[#X*W%] MX-\&::--\0:WHM]X_@O[ZSU+11I:V]MY#*[+;QG]U;DXS]T9[5]O.2)/I0A) M0<])D[Z?TSQ+]I;P?=WGPV\+Z7X;T:6=++Q%I;I9Z;!Q!!'+\S!5 M^ZJCKZ5X7XW^!]]K%CX[U5_"%_<>(+GXEI+:W4<#B7C#R1,#D1%2VYA@' MO7W""0K<]OZ5(W#)]*)1OJ9TZTH*R/@CXJ^!IO!4GCS38_"]];^$KCQUH,NF M:7:(T$-X&C(G6V((&6/!P1S5R? X<:W=6GBB_\/>!M:T3PK?>.=#NM.T26S,4 ML:0DBZN!!G,:%B,GOUKZ@^-]G;WVC>&EN8([A8_$%@Z"5 P5A(<$9Z'WKT>4 MXE!'!YHM>Z-OK#C!-(^'/#7P>\33?'F2Y\1-XHMM7B\6OJL&H:?X?BFMY[7S M 8]VHE@RPE/E:(}.RTMS\";B^T:PU&?P9>? V[<_%"22YE$,BS?V8\C;R2""M MN5Z_PFON8$[L=N*:?]:3WVX_6CD0EBIMW9\'^,OA)XLLM"\2:5HVAZGI_@^P M^(;Q1?W M]W#K.DBP2UA>V^53;H2(H"XX4X!],5]L'[I/<#BE';WZU7(A/$S:M_6UCX-N M_A!J%CX"T1]2\!7^JZ3X<^)EU<)I:Z< M4A)"G! [TN5:#^M2O=K^GJ?#?B[X5W>D:5^T/I&G> +Y=9U>^2_TN]L-,+1W- MFTD),44JCEMX9B@]S5KXL_#S5+[Q#\3;75O 6L^)O$FNV]FG@_6K2W:2&P"0 MJ-HFSBV9) 68\;J^W')#)@X__50A.XC/&30H$O%2;U7]:?Y'Q!\0O@?K.JZ-

M\:=1U'PU>:SXKCM]&72=12!V>>>.&(326WJP=3EAS7K_ .UAX'O/'WP,TZR7 M0)/$.JQWVG2&V%MYLJ_O4$K!>H^7.
[VKWY"2,DY(S@TJ\.?Q_G5:KXBU'5X+6W\#ZCI=F7MM+B2,*L:RCY;7RY M/F/3<*]>^$7PDNH?
V@_&/B+Q9HKWNHV>E:+#9:S=1EHI)UM0MQ)"QX+!A@L. M>U?21)$B#/!ZTX.; M;_A"9%CL-,MS<-%*TY57:(=$?"VL^&+W4+ZV\(
M,D>IV6C#5KLWF]V2S:1FQ;;%*XE7YL]#7U\ME;C]H9KOR(OM1\-!#/L&_;]H MSC=UQ[5Z+&3Y1.>?7*Q44T_4U6(<.56V1\B> O -
[HWQI\.Z]KG@R]FO-7\ M V=K'J[6!E-MJ21$3>?(>8I"GR[CR>E>8WOPF\8R>"?A4-9TG7K?P_:Z#>65
MQ96N@+JTMK>/=.0SVLA^1FC8;91ROM7Z%J<"K<%H"Q4UJOZ MTL?&T'P(;4M?L+#6]"UCQ-
IFG_#26VMKO7+7$AN_/8I&ZJ2!,$(PN25X(YJC MX(^'&JZ=XQ^ OB3Q/X)O]2EB\--I=[(/ _A^^\9Z3I7CR;1_%%I?/:^
M']+=I%T\$B=1$[,9"?ERHZBO+?COX1\8>*/'=]|)W6Y0?*84QPO(K[V' 8CKMS3_+GOC-)QN3#$.*2MM<^-?%OP_\ M3S^,_$-
S%X>U*6WE^*.DZBDBV[,K6J0D/,OJ@/!;H*Q(_AIX@N-5ATIO!FKI M\4T\;_VK-XV-L1;&P\\N7%UG_5F+">3ZJ^YD)VGGHV!^E-
!.TC/3&*'!%?6 MI-6ML?&EQ\%/$%U(OC7>Z'H-U8>-M6\2WXMYY(REUCT5;FU@D)F2WAC;YW9>&P!N MQW-?
>QY8_2FN3M!SSFAQ&L5-(^WI7D*>$/&NI_M$^'M9F\'ZAI$MIXO=;W[!H82V^PL' MF>^)+SJX/S*?E7T%?=;\A<^O]:1B1,
#Q@T>S5EY$*LTV^Z/@^Z^$E_IOP4^ M+'A*T\ ZE::_/XL2X$]IIQ1+[3WO4:+R95^^J)N) /RUZ;\0_A_JGA7XH:P_M@OP:+O2;?X>7-
E8V44+)93W!N@WD,RD9:^H8V/F 9.*5B0V 3BA M0314L5)N[7?\3\YH/AMXTN?"OQ/2R\+:[]FU;2M)D@MAX>73$EN8[M3*L=NA
MP2BYRQ^8CDU]0_M566MWO@?PU:Z=X=.MV37\8U&1-,&IRV,6P_O$M2=LIR<' M=D#KBO>LDLV3G!XH!
(88]*7(K6"6(XY$8.T_=%='X+^''B>UO? E]9>$=5TS0 MS\0[_5]/TR>V*-IFGM!B/S5R?)5G!X/3=7VZC'/4]*)&()P2,XJN1*0/%RDK
MV_IGP=*/ /BO4OCKX7U'6/!U]H]I"'? M//0U>\"?#K5=,^#WPVT&V\#:EI6O:)X^MYM9SIIC\U5>>[.PNLXD1HRJB+I[5)IWP?U;2M(T?
Q%8^$;^#Q7' M\4GG-X+=A?X:^XGZ$=L=*A=CYAY/7%#5A/$RO>W]?Y'RS^S M;X6U+P=\9_$=G8>&=1/AJ6.YGEU[Q!I1LM0BG:;
<+8SAB+N,CYE8C*CVKZH= MU;@\4S),T8)R.>*20 RCCTK>"LCDJSYYW8UW S\^[_&G(K?0#&/6D10(WX'W M_2K# 9'%69%2; GRAPHIC
28 adgm-20240930xs1043.jpg GRAPHIC begin 644 adgm-20240930xs1043.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$
P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-
%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" !(10# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $"
P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D*
M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*5M+6VM[BYNL+#Q,7& MQ\>RM+3U-76U]C9VN'BX^3EYN?
HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M
Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-
T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H #
,! (1 Q$ /P#]4Z*X;Q_\ M9?!?PLELHO%?B.RT.6]#-;I=.0T@7&X@ $X&1S69X1_:+^''CW7X-$\.^+]- MU75IU=XK2!VWN%&6VY
!PH)Q6ZP]9P]JH/E[V=OO,G5@I6^+ M/VEOAEX#\0W>A^(/&%AIFKVNWS[23>S1[E#*"0I&2I!QFIITJE67+3BV_)7'
M.I"FKS:7J>I45Q_P\^*WA3XK6-W>>$];M=E>&/$^E>-/#]IK.C7D6I:3>)YD%U" *M3PJ[. .PK] /V,?'>O|
Q&^!>GZQXDU%J5U3J9*X2=IB\AG,WVZ&C\8?C#H'P0\(CQ'XC^UG3S<):JMG#YLC2/DJ N1V4UXY MI_\ P4+^%FI:A:6:1>
((GN9D@6273@$5F(4%B')P"><"N$_;U^,/@SQ5\,YO M".D^(;2_\26.N0&YTZ EGC\L.)-QQCY2<=>M?"VCS1VFLZ9-*=D4-W!([']LJ MR*6/X
9K7*LCH8K".K74E*[\M.FEBVN QBD6-BK 'C(-=U1/'^D%F(49=@,DX'.W K M9_:'R> MS/S$'[3_ ,6OLP?_ (6'KWW<_P"M7T_W:_4'X
Z]J'BGX+>"M8U6Y:\U.^TJ MWFN;AE"M)(4&6(QD]Z_'!/^/,=?]7_2OUF^!_C/1/ G[,/@/5_$&J6FD:;# MHML&N;R58TSLR%&>I..
.37W7$V&I4Z%/V4$FY6T6NWD?)9)B*DZTO:3;7+? M5^:/;:*^?Q^W5\&#??9O^$L?;G'VG[!<>5UQ][9T]Z]A\(>,]$\=Z+%J^@:I
M9ZQITAPMS9RB1,@ D''1AD?*>17P-;"XC#I2K4W%/NFCZ^GB*-9VIS3]&;]% M4-4U6UT73KJ_OIX[6RM8FGGN)3A(XU!+,Q/0 #->5?\
#7WP1+/; MW4#ADE1AE64CL153Q?XPT?P'H5SK>O:A;Z7I-L 9[NY;:B9([9))(&*R46W MRI:]BN96O?0WJ*\;'[7?P>9E4?
$#1\L0!F1@,].3MP/QKU+4=9L]*TRXU&[N M8K?3[>%KB6Y=P(TC5=S.3TV@$8?
%5YKVGVWAR:%9X]3EN%6%U9)'0#GVJIX:O3MSP:OM=/_ ")5:G*_+).WF=917S[_,-T_!?^T/LW_"6- MMSC[3]@N/)ZX^]L_I7L?
A'QEHGCK18M7T#5+36-,EX6YLY1(N0,E3CHPSRIY M%.MA:^'2E5IN*?=-$T\11K.U.:?H[F_17G?Q%^/7@3X3LD?
BOQ+8Z3^452T[4K;5K**\L[B&[M9D$D4\$@=)%/1E M8<$'U%>(?%U-);QF3>_%*\\)7'V5/^);;ABH7)Q)P1R?Z5A"'.[&&/QGU*C[
M:R>MOBC'\9-+]31F\6:VO[0FJ:&-2D_L:/1C/'9;!L63:I#@XSG/O6G^SCXE MU7Q5X"GOM9OI-1NQ?2QB:4*"$ 4A> !@9-
<3\+O#_A8>.9=0M/B&_B?56L9D M:*: K(8SM!?EZ45Q-6=C]!P]3V]&%6UN9)[I[^:T?JM#YZ_X*/\ M@'^V/AMH/BV&-7N-
"OO)G8+R()P%))] ZQ_G7P_*_&#?#_XG>$_$@^YIFIP MS2C.,Q%ML@S[HS5^MWQB\$1?$OX8^)?"\@R=4L)8(N0,2XS&V?9PIK\97AD,
M4EO.#',-TQ%?I7#5:.)P4\+/[.GRE_P;GQN=4W1Q,:\>NOS7](M_<'4=5MM+TZXO[F58[.WA:>6;.56-5+,WT %?BWXW\6S^/?&FO\
B:YSYVL7 MTUZ5_NJS'8OT";0*^XOB%\=6N/V!=*U2.X$>KZY90^'BT;_,)06BG)[\I#(3 M]:^$O#WAO4?
$^H+INCV;WM[Y,LX@CP#Y<2%Y&R<#A%)]^@YJ>',(\+&M5JZ6 M?+_X#O\ C^0\YQ*KNE3IZZ7^_;\+GTQ_P3M\='P]\8-
4\,RR%+;Q%8%HESP; MB#+@X/K&TGY5]=_M@>./^$#_ &>O%MY%+Y5[>V_]F6Q'4O.1&&O%5MEVTJ^AO"/[T08;U/?E"PK["_X*0?
$&&^TOP)X9L;CSK: M\+ZU+L/RO&%"0MZG)=R*G,LN]KF]":6D]_\ MW5_A8K!8SV>758WUCM_V]M^ M)\/0VW,C)7ZN77_' MM-
_NM_*N+BK$\U6GA^VK^>B_#\SJR&A:$ZSZZ+Y;_B?ALG_+0YQ1_N*_Q+\F>5D7^]_]NO\ -'P#\;O"^LZ'\6/&TVI:-?Z?;2Z[=-%/
M/;LD<@:5F3:Y 4Y7YA@\BN#^F]?I5_P49_Y-_MO^P[:?^@R5^AE.->,P:K2C:VGW):G)C*L+B'23O?7[[EM? /BJY M>.&+PMKSR22(JH--
FRQW# Y7O7ZQ?:-HOV=_&L;C:Z>';E67T(@.17J5>;_ M +1G_)"?B!_V [S_-%-7P&+S:6:5Z'-#EY9=[[M?Y'UN'R]8"C5M*_,NUMD
M_P#,_'6$9MHP1;>) !OV(M#\[8RSGD_A7'PMMMD)W8" _I7ZK_+%_@/3?!OP"\-75G;1I?ZW;KJ5]=*!O MG>0DJ">N%3"@=!^=??
9OCX9=2C6<.:5[+[M?P/DVC76-&OH$BO N)!# M(VQXB>ZDLK8/0K]:_.-SA0?F^\I_\>%&"Q-/.L$W4C9.Z:W^[\T5B*,\LQ*4
M97:LT]OZV:/V0^/0!^!_C\'D?V#>_P#HAJ_&N'_CTC^]_JQ_*OV*^,Y+_L^^ M,V)W,WAR[)/J?L[5^.L/_'I'][_5C^5>'PI_
JK^\OR/3S_^+3]'^:/UW_9/ MX_9P^'O_ &"8OZUR_P"WBH/[,GBC_KK:D?\ @1'74_LG_P#)N7P]_P"P3%_6 MN7_;Q_Y-D\4_]=+7_P!*(Z^2I?\
(W7_ %_]N/H*FN6O_!_[:?E?>?\>T@^ M;!%?L!\5%'_#-WBL8X_X1:XX_P"W4U^/]U_Q[2?>Z5^P'Q4_Y-O\5_\ 8K7' M_I*:^PXD_B87_$__
&T^>R7;$>B_]N/R MOFMHNOW1_*NMU'Q'XM^)EGH.@> M7>:W;Z!9+::=I>GVC.D$0/,A1 ?NC^5?JG^Q-X(TSP ME^SYX;O+.W1+[6X?
[1OKD#YYI&9L GKA5PH'0?B:]G.,?#+]4:[AS2O9>6F_MW'EY;A)8R3I*7*K;_AT/RWO+*[TR\DM;ZTN;"\BXDM[J-HY%^JL 1FNQ^%7Q
MF\6?!:_U.[\)ZG@MFVHV[6]Q#*F^(G'RR!"=OF(>5;Z@Y!K[4_P""C7@C3KWX M7:3XJ,*C6--U&&T6X 9H)=P:-
CU(#!6&>ASZFOSU\IIGCA5V0RR+$'],L!G M\,U6 Q5+-\)SU(:/1IZK0,50GEU?EA+7=/8U8=-\1^-[_4-3@L-8\2WSR-)?
M7UO!+=.7/):1P#S]364R[6=6#*RDJRE2"I'4$'!!'H:_:?P#X%TKX;>$M,\. MZ);I:Z=80+#&J*%+$#YG;'5F/)'_B+X8\0V4,5O=:W:S1W
MHB3;YTD+*5D;'5BLFTG_&17E9=G\<;BEAE3Y4[VU[+MTT7R._&93+"T/;N= MWI=6[_\ !$_X)]?
%V^T'Q]+\/;J=YM$UB&6ZL87.5MKI!N8)GHKJ&R/[RC'4 MU]X:Y\-O#/B:_P#MVKZ'8ZA>;!'Y\\09]HS@9_&ORW_9'RO[2_@#!(S>2@_3
MR)*_7*OF>)*,:&.4Z>G-%-^MVOT/7RA1Q6$=*M%24965U?HGU[7/FW2]'T[P MU^TEJVEZ9;0V5I%H3R);0C:H+(I8@>YI_P"S?X \,>+_ (?
S7^J:39ZK<"^E MB$TR!R% 0A0<[LU] C38!<_:1#%]H*;#-Y8WE?[I;KCVI]C806$1CMH8[>(G M.R) HSW.!7S;K-
JR\OP(H9%3I8A59M2A>;Y>73W^6R[>[R]NO0H:'X9T_P , M:>MCI%E#I]DK%Q#;H%4$G)/U-%;5%
<]VSZ>$(PBHQ5DNBT"OR._:R\"CX=_M M ^++"*/RK&_F&K6H4;5V3CS*X_X%7U'#F)]CCE!O2::^>Z_R^9XF=4?:X7G6\7?]&?
&=UXNU2]\ M':;X5EE!T;3KV?4((P/F\V555]QSRH"<#'&37U1_P3A^'L6L>+/%GB^\B26W MT^V32K<.-RF27YY2.W"*JGV>OCMW"
(6;=A1D_05^K7[&/@)OA_\ L^>'(9XC M%?ZHK:O.%P,J<-'-V_5O_ #]3YS)Z3KXM3EJH MK_@(_-'XM^ S\-OB=XJ*.C+%IU])'#D;2T#'?
$V/0HRU4\8^.M7\=S:-+K$ MRS2:1I=OHUJ4&W%O""$W>K'=R>]?3/\ P4<\!?V/\1_#WBV! D&LV;65RR]Y MX#E6/U1P/^
5\BRN4C+*&=A]T=TW^X? MY5^1YEB?K>,J5ELWIZ+1?@C]$P-'ZOAH4WNEKZO5GX;#[TO7_62?^A&OT[_X M)]?
\FWZ=_P!A*_]&FOS$'WI>O\ K)/_$(U^G?_3Z_P"3;]._["5Y_P"C M37Z+Q1_N*_Q+\F?&9%_O?_;K_-&=_P %&?\ D@%M_P!ART_]!DK\Y=
7_BH] M&&>M];=?^NR5^F?[>'A2\\5?L[;K)8QF>32;N#5)(UR6:.-B'(QZ*Y;Z+7Y> M_+*N1D@X*D'\0014<-
-3P#BGKS/\D:9TG'&*5NB_4_.>K:!=D_C$U?&XC*JV65Z/M6GS2TM?HUW2[GT5+,*>.HU?9IKE76W5/L MV?
CHO_'FO7_5_P!*_83]F'_DWKX>?]@:V_\ 0!7X]IC[&.O^K_I7["?LP_\ M)O7P_[UM_Z *^LXK_W>G_B_1GSW#_\>7^']4<'^W[_,FT:Y_U]V?_
*/2 MOR\FZ#K]]?\ T(5^H?[?O_)M&N?]?=G_.CTK\O)OF4=?O+_.A"MN%O]Q?^ M)_E$SSW_'O_ +=7YR/V&^,?_)O7C'_L6[O_-)VK\=[?
YK2,<_ZL?RK]L+W M0H?$W@J?2+AF6WO].:TD*\D+)'M)&?8U^-?C#P9JGPZ\4:IX8UJ V^IZ7,UO M(I&
RC[DB^J,N&!]#7!PK5ARUJ5];I_+8[<^IRYJ=3I9K\F?J1^QMKUGKW[. M'@IK259#:6?V*=0KWMM;6 M\1(W,5D$C,!U("IS^%?GS\/_
(L^,?A5/<2^O5YHOV@AIH8MKPRD# +1N" MI8#H<9IWBGQ+XX^+TVH>(]?O=3\2)H\2&YO9N8-/CD<*HP %C#MP !DUI#()
M4LP^M2J+DYN;SO?1=M]-S*6;*>#^KJ#YFK>6V_?;7;YG%WG_ ![/)[I7[_%M3_DV_P 5?]BOTGWNE?L#\5?^3B_]N/Q^A_X](_O?ZL?
RK]>?V3_^3>?&CX)>'?CMX6AT'Q&;J.V@N4NX9K&01S1R*".&((
MP0Q!&*\BT;_@GK\+]%UK3]22Z\07;V=Q'<+;W5\CQ2,K!@K@1@E21R 17U!1 M5T<=BL/3]E2J-1[)]R:F$P]6?
M*D$Y=PICJ'4JPR",$>U/HKA.L^8)?^">/P MFFGED4:[$LCL_E1ZD0JY.<+E2<#MS7MGPJ^%>A?!SP:;^&?#J3IIL#R2@W,I
MDD9W8LS,W> M< @>U?4-%1A\57PDG*A-Q;[!7P]'$KEK14EYGS#X&_X)^_#+PCJEMJ%\^J^) M[B!A(D6J7 ^S[AT)CC50V#S@DCU%?
0GBKPO8>,?#>IZ%J4;2:=J-M):7'*Q5 MC&ZE6P1R#@]:VJ**^+Q&)FIUIMM;>7IV"EAJ-&+A3BDF?+O_ [J^%&S;O\ M$/3&?
[2_^PKZ%\'>$M\#>%]+\/Z5&T.F:;;):VZ.Y=@B# RQY)35?P_P". M]&\4:_X@T;3KU;G4-
FCM]0B53B%WC$BC<1AOE/.#P<@\BN6* 'GPOXQU2Q ML;$:C;MJ+RQZ=<7UA+!;WS1%O,$,K#:Q 1CC( )%;UJV-Q<;5I2DHZZ]+J_
MY?AJ94Z>&H.]-)-Z=/ZW-WXI?#'1/B_X,O/#'B".9],NF1V-O(8Y%9'#*RL. MA!%>'K_P3O\ A,LB,1K\@4@E'U([6 .<'"@X^E>U:5\5?#VL6?
ARZM+B21?$ M,\EM81F)ED>2-9#(&4C*!/*?<3T(]ZQK3X^>&=0\)Z;KUG']5]'J=U<6ECI] MM9-)>7,D#NDH2(KS0:E(=4?
R;+3(K&4W\\N&)C$! 8,H1RVR:ON;S=&HG3J6:[,\$LO^":W@*"^$ESXD\275HIS]F\Z%"1Z%A'G\ M]JGNOV:?
,WPIN_AW;:/_9OANY*/,MG(4G>175Q(TIR6?*CEL\<=*U].^,_A MR_M+:=Y;NQ>75(]%DMKRTDBFMKN108XIE(S'OW)M8_*V]

<'FNC\,^*]/\76] MY/IS/+;VMY+8O*R%5:6)MDFPD?,H8%=PXR#Z5UXC&X^K9UIR]UJWKT.2CA<' M3NJ4%KN?/B_\$[?A-N4M_;\B@\H^I'##T.%SBOH37?">G>(?"]]X>O(=VE7E MH]C+$C%3Y+)L*@YR#@]:S/B'\1]-^&>E1ZGJUIJ.]B21+/8VC7"P#C#2;?N@MD@#WJO??%;0]#\/:3K&M"\T"WU._BTRWBJ.V:&7SY'*(K*>5!(SN/&.>E95: MV,Q2C*I*4M=.NOD;0I8>AS*"2OOT^\\5_P"'=?PG";0_B 8&?[2_P#L*^A/ M!?@_3? /A;2_#VCQ-!I>FVZ6UO&[EF"J,#+'DD]2:S/$GQ-T'PA?W-IK%V;" M2WTR;5VDE1O+:WA8"8JP&&9-RY4<_.OK71Z7J"ZII]O=K%+"D\:R+',A210P M!PRGE6&>0>E3B,3BL1&/MYMKI:]X\8>/=%\#OHR:O>"V?6+^+2[)=I;S;B3.Q> <[3DG@59;Q9IX\6+X; MWG^UVLCJ BP=ODB01EMV,9W'I3HXK&8>GRT9RC%W>FWF%2AAZTKU(IM&[7E? MQJ_9T\(?'HZ2WB=+T2:7Y@MY;&Y,+ /MW*>""/E%7KSXX>';;1- U.WBU+5(MM=:1-/M].L9)YYO+#&0^6!D!2235F/XP^'+G0]"U:">>>SUG4DTBWV0,LB7 M+,R&.5& :,JT;!MPR#6=..)H252FG%KK]]_U*FZ-9.G.S78\]^'G[%'PY^&? MC+3?$^DIJTNJ:>S/;_;;XR1JS*5W%<#) 8XYKW^O/5^,FF/XX/A3^R->&]JL M[CIK^1Y6XIY_F=/*R,;]]"HQ%7$5I*>(DV[:7[#HTZ--.-%)+R"BBBN0Z HH MHH **** "BBB@ HHHH **** "BBB@ HHHH *I:I$?"SX:^.O!/BSP]K6K'3+Q;^TNH-=%HK)-'+-*;I9)M&+E92DK/$"H'ROGH.*OP[\%>,(=$\ >&-4\-2Z1;>&]5FU*\U6:\@DCE -QY M:0HC,S%S,,E@H"J>YHHKLECJD^9M+7_@KO\ WG^!RJA&-HIO^K?Y'3^" _A9J MFC_&37=6NUA;PO:&>ZT(%PT@N+UE>].);JX=)8I ZA@Z2!67?T;D'I1136-J]?+OT37 M1];MONQO#P_/\6G^B-ZV\,^/--TCX?:[J-G+XBUS0+R]-SIK7L1O&M)U>.+, MQVQR31IY88_*&^<@YZY^I?"CQ/K?@W3(+BVFTW4=0\;CQ#>Q:?>*)M-MW=R=MLPP&=%VY*YY) R.:**7UZHM4DOO[MVWVNQ+#Q6EW_6GZ&IHWPIU2+X3?$+PMMJEK<:KJ]W+=&VUJ[NP\^K'RP;.=WR#')'MACZ*%: ,O!KU#X<>'O^$6\"Z#H MY@6VEM+&&*6)6#8D"CS"6'WB6W$GN>:**QJ8B=5-2ZN_SLC2G2C3>G16,GXX M>&]3\7_"[7=TBW%SJ-U&BPQ&0(&(E1C\QX' /6N0^,7PU\3?$_Q1':VITVR MT"TT>Z@6XU&-YO,NKGY"ZHCJ0T4:9#'^*3CIFBBBGB9T4N6VC=OG9/\ .OB=H'@Z#4-*L['5O#]HNM2SW+Q3+>ZM%A8[0X/RP289WM;T:,=0:]YTB[GU#3+:XN;1M/N98E>6T=P[0N0"R%AD$@\9'!HHIU*[K146DD MKVMY[BITE"3DGJ_T/&_BY\,_%?Q/\4WL-FVF6&C6NB26=G<:E&TK-=SL&::, M1NK(T8BB 9L_?.!UJQ=0>-M,\5^'?&A*G6-1E\.G3-2TFUOH8I;:Z,J2[@[ML$>,L&4D'(X,#V**M8N:A&#BFDK?>M>O4AT(W_VE;Z?/$C(T\+ !#*R!U#OMSG/&<4L?PX\33:#H$T^FK%J,_CQ?$M M[9)<))]AMV=R5+Y"NRKMSM[MQGK116CQU1ZV5]=?5M_FV)48IVZ?\,OT/0_^ M$?U'_A=#:\85_LH^'A8>?N&?.^TE]NWK]WG/2N_HHKDE-SM?HK'2HJ-[!111 (4%!1110!_]D! end *GRAPHIC 29 adgm-20240930xs1044.jpg GRAPHIC begin 644 adgm-20240930xs1044.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L"'PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" W [8# 2(A$!Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H #,! (1 Q$ /P#]&/'OQ(L_ M &K>%+2_M+F6/Q#JBZ1%=0X\N"=T8IYF2.&*D#'>N?\ ^&B?"RW?Q*MW,Z-X M#BNIJN) 8V .3E58</4?BWYEIXG(1MT?GWJ7<;L1]W$1,8 MST7->]@L%A\124JDK-NV_;WF_3ENO4\?%8JO1FXTU?2^WRM]^OH?7T7QQL+# MP[J/B+6]%U30?#]EI5KJK:E4JH2Q=,A6&.O2M;_ (6MI+?$6P\) M".9I[S1FUN.^RH@$(E6/:6)^\2V?I7S/\:?"<^M>(OVB[&WTF>]B3P[H\ME;MQP,R[XE8_NP."5 SQ6C!X"\$?%3XL^ K9- ^V>"5\!3RVMJ89;>*-_M2J5*\ M$,,O\I/7GWJE@T;:T;TZ>[&2W>^K[7$\56YW%+MOU]YI]-M#Z\^V1!Q& M7 D.2$)&X_0=Z8-3MRNX2H5P3NWC&!UYSCCOZ5\7?#?QA-X)TW]G_P 7>,)MM2BTR+1=5TRYOYK::9HIC(@@20*I8%DCPN1SBJ?PW\'6OC_2/@7IFOZ5>7&D7 M6J^))KFSNDE0;#TK-Y9R7_^WUOHG=$5U:1UW]@=22/4#/(]Z\:F_:3M;GQ/?:=H?@OQ3XHTO M3+TZ;>ZWH]FLMO%<@@-&JE@T@0D;F486OGK1OAM:>'?#=AXATW3[^U\0Z=\4 M%TFTO/-G,D.FK=;%A&21Y(0XQC;6E\1O$&B>#?$'BFX^&'B7QCX:\?R:LS_\ M(9_9LLEEJ=V9'D$3QE0D@Y+AQQSCI6]/+J:FXWCVWNM#*> M,G9.W+U[MJW2Z6O=;]C[6%[!&VPR)O+;0NX ECSC&>M4]9U@6&E7MW;V\FHR M6D4DGV2U*M)(RJ3Y:Y.-QZ $BOC;XI_#^U\3:O\ M$:_J.E3OK^D66F3Z3<0 MO*#;7'V0,[0$$ L'&"PY[5N3^ +'X>^(/%-AX]^S[;G1];FY-E M?%/2-0U[3O#L\=SIWB*]T<;S_9MTFV2&$L%*,P)7>&."H)]>E2?"WXD:=\3_M 7I_B73X9K6VOT=TMKG'G*$D:,E@">"4XKYS\(Z)H^E_'/X0ZGK.CNDU_X# MM;:ROY+21_\ B9(J8#N!A'$6X9;Z5ROP9\!6?AO3/@)XGL-+O+#7M3UO4+?5 M;I?-5Y(&%QA)5/ 3*I@$>G6M)X"C[-M2=]+=MIMK?;W=]=3..+J\ZBXW7_[M.NWF?K:Y92Z0]C9BXNUTR1;:\B5W/DP N0DJC[S-=(_P"$C\5GQ5<>)KR2U\#P6DTFG:AF[W()%$>"CXR3Y@^E M:X/+Z%23C.2G\.U],;?[N[T74SQ&+JI)Q3C\6]M;;??]_8_1\;I:E5(GC(;;MM^<#.1E>_<=*<;^!&D5G52@W."P!4>I&>![FOF;0_A;HWQ$_:0\?W7B_0!=-MI^G:)-9I(\@MX)_+>>/K7E7PMTJRU#QMX'LUT_6&^*:;UJ$?CE M[N.X5)K)EF#^,FFO= MW;6_9V[:];=KGWA]N@PN)%;>,H P.X8SE>>?PJ)M6M0I8SQ*H&2QD4#KCKGU MXKX*L8/'?@2VN?$B6EY='X.S/H5E9C<5U2&>657EP1DA8I+;&,_0LRGE@TLF 3[]JUGED*=Y2JZ*M^ROLF^_;E_\ K="8XV<]%3=]-_-V[=[_=?J?9*3!W*@'CJ>U>5?%'XY1_#K MQ7I/ANV*ZWXJUG5+:6\BMM(2-B(XV4,3O9>["N/_9J^)=CI7PY^&/A+6;N] M/B?6+&[-FEW&Y>2*WED!WNPX(0# /6J/QE\+ZUXK_:5\ V^BZW?^%YQH.H$ZMM8VR3%/G0[#O!7G'UKFI86,,3*E7V2EWL^6^NFMKKIJ;5*\IT5.E>[MM:^MN M^AU;_M0^%X_ 3^(7T[6EU)=4_L/_(1HV@_M/^T<9%N(P2-Q'.<[=OY5T7PJ M^,FG_$J[U32VTK4O#?B322G]H:'J\02XA60920%25=&'1@?K7B'Q+^%3?!73 M_OB6.XUGQ3!I?BTZ]XFU22,374OF1&,SF-/D0!5"J/E6O8OA9\5K'XK>*- M=N-#T"YC\/V2QP0^);B$P#4G(:,-'17*)_>/&>E:5Z%%475H1;CK[U]M;)6 M?=:KKJGT,Z-6]ZG)5=GII;?3>_\EH>L5RWCOQBO@[3;69;"YU6[O+M+*TLKM4+NFF8,5!9B%10%)+$X %=37!_%SQ]'\./!L^JF);B\EE2TLXI-PC>XD.(Q(MP!V1@\LW90:\JG%SFHI7;Z;'H3ERQ:N9,?QCB.FQH- U$>(FU%M(_L(-&9EN M!'YI)DSL\L1_/YF<8-"?&FUN['3UL=%U"ZUZ[O9]._L0^7'+#/ NZ?>Y;8$5 M<'<"<[TQUK@=*O=$\)Q>#/$/]NC6K--9O9->UZ*-C&;R>U=0[J ?+0-LC7^% M5V FH=)UVVL/%FA^,KSS++PQ-KVL%-3GC98BDT4:PR'C(1VC<*QP#QZBO3^KM4VW:+Z]]6KZ?@FNNIQ^UF]&_R\M?Q]#V[P/XQM/&^@IJ-K;W%HRS26T]I=J% MEMYHV*21N2,AAV.#UJ6[\6VUMXPLO#S12M=W5E+>K*N-@1&12">N27%<=\& MKU!X.UW6BDT=A>ZSJ.HV\DD+J\MNTS,D@0J&Y49QDBN4U;QBGQ"\67^I>![MB35:C3_"=_&EY:Q,J174A0P1AF_>$H3MZKWKD5!.K.*^%?AVN;^TM"+O=L]MOU&^BT^PGGG#)%#&TC$+G"J"2<#V%<-I?Q7754\)(F@7\=UXD66YMH)'CS#: MH%)GD8-@962,A1D_/BO%?A;IEC>V^IK9:CIDBR^&KA-5TK3X;TRW$A5%.]F.#ZFNK MZI"GS*;VOTMT;[]TC!UYNSBNWYH^CFN40 D-@]..M!NU7&4?GIQ7RQ\$XFF\ M3Z/K MO>/HNJ7T%HU]?WSW-PEZ1)O\F["MGRW889N"HXSCBLYX-0ER.6MTOA[W_+\ M>A<<0Y*ZC^/I_F?3S704@;')/0 4-=JI(*/D>U?*]EJ.FW7@^"RU#3K>P\#6 M/B4)JESH4UR^GW<;V[,K L-ZQ+.8UD4?+NQSC-:&FZ'IWB30-"TZTBOKKP7-MXXQIT4DDP1[(6KD@$G<;?S@^T'Y3TZ8H^IVWE^'_=_+\0^L7V7]?Y>9]-0 MS";. 1CUKRJZ^-5W%<^(9[7P5J]_HNA7DMI>;E;309S$H,C)"7#N #V&3VJ? MX)Z;_P (_=>-]%MTN(M*T_7'2PAF+,L,30QN4C+?P!F8@#@9(%)]3T;2;OQ+?136-G;1*[QD(&*S,A==P_B!X[5.*5.#G[2S2MWZV[=? MP[CE4G)+DZW_]?.]MTW6+;6--M=0M',]I=0I/#*!PZ, 58#KR"*L_:1,GRMJV#T8CBOD;XS2V.CZSK4&G65AH>HZ*+"TTR26:\DU.5$">6UJJG8B 97ONVN M7KUS0_FD^(OC+XWU?5+,.YO--O=/:PEEGD"6Y%JC$QKG RQ.['7O1/"\D/: M.5E:^W^'SM]K?RV&J]Y1Z%X*\66WC+PK8:Y:Q206MVI=$FQN4! MBO.#CJ*T]9U*VT?3+G4+R9;>SM8FGGF;.(XU4LS"8 9KYK^ \.M:=J_A&Y\ M5VKI97MC<6OAQ8#((K&1))#(LR]#+-&-X9N%"%!SU]\;7=(\5>#I]1@=-;T.MZM9&801F5;B(*P=%4#+YP1M[]*SO-!4:KBM8WZ>KTOWT^^Y=*I[2%]F8WA;X MCWWB:ZT]F*:OIVE:C&9[749C"R%-NY?-56+1;EY&1[5W,LHV\=C]17SQX.\ M16.D>)O"FF_#_P 8:GXCTV:Y$%YX>U$-,+"S\MR6#L@>+RR$ 5V.?NUG>#/% M$/\8_PM\)R7%W_PD^G^(Y!J5DZ2^; J)=DF5L8"'6[5EW '"IWKYFTO3+&1/A'J/B"TD>"#6=7@>YND=O+D>:?[M.K'J,LHVYXZ=JS- MKV?XL))]6LV&E>*8_$LIE4PWDFHW-J';9 #Y?V=X=H M#8VKU^]FAX-7:4MK^>S:]:::OT&]TTW_P D_P!3Z7\4^*+'PGX@'K7.ZW\2)=(C\/VT'AZ_U#7=:A:>+28WCCD@1%5I#* M[$*FW>HZ\L<"LCXKV.]:M+X:M+70[K6=!6]^V:I!:.BR.(5WP1%7(#(TNTM_MUS]ZX[PYX_ETU?AWXF\7QWFF17&G7MG<7U_&-JS%HW3>5R$WJC;(M?-QI6BZAI^JK!=7<#]NY]0,\:L,$HSQ?,H/WN@Y MKM?@/]B:7\/?"VB7[-I^M7-K/?IIMR-L_D&=FWD$<<2)D'D;JUQ%"%.+<%U_M65_NLOUW%2]RF_>?]:?YLZ:?XC:?8:AXLM+B*>%O#EI'?7#%1B:%XWXJAIOQ?T?6?#G@W5K6&>1/%)S:0$!9(E$32R,X)XV!"&QWKA/CEH%[/ MX_\ #0LK>YGM_%<2>';]X4^6"..=;D2,?38MPG/]^JW@[P_>6GQ?\2Z-):RC M2_"\=[J6G3A"L>[42'$:#H?+$S>&/$T/BKPQI>MVL,D5O?P)/ M<]I*RL\9_NEE)4GZ&O ?A?X%L?"B?";4=+M+O3[O4;"XAU(AY"+A3:M(!,"2 M,B105R..@K)F_P"$7>;X91^/);@:6?#MZVR[DE$+3>9!S,_?O!=VTMWZIM#'JLDFUE^T1^09L$$L(<;=W\I P*FZI=0W/A;P7IWB M:RLM@T>XNH=2\5R7?S1F8K'&B1$,9A%Y;%C\P&-O>G]1=TN:_PO7;77;\4) M8E.]U^/I_F?6BW ?HCGL>*8;Z-020X .,XKYV^'_(3M_B8G@(>+H+S5H5\(MF1H[R29$:1I44.ZY&7V]-WS#KUK!BO=?T3P!X3OXYK^?4/%6DOX17SV8-%=& M5OLLS9Y!$?GY8^B9J?J=WRJ6M[;>OGY,/K.G-RZ?\-^KJQ'\Q,@8/(P:X;PM5\4J)\=7_BC3[$31:AX>O7LKRUN%"L2N0LB=F1]I ;U4UL>")-(@T./2=%O! M>VNC'^RW;?O:.2%55D<]V'&:\9@T'4]*TS5O&NBVDUSK6AZ]JRS:>J[&U+3F MN';6 9P2P_UD9_O+CHQK&E2C-24M'I;IKY^NWE>_0TJ5)1LX[=?Z_JY[3X,\ M7VWC/PKINNVD,T%M?0">..8 .H)(P<'&>*VH[M9.B..<:1#HUWJMJDT3((7+M<'S,M&QM'= QPS,BD\UTSP24M)=_N3=]?)*],UB' M;5=OO=OS;/J-9P_0'KCMUK"\7^*;?PI:V$]Q%)*+N^M]/C$6,AYG"*3GL">:M\R^"HU75_$>IWNJQW,4OARUC\+1^^UVW\2V37%C# ^ZWC@E5DLCY4 (%7ALX)QBN=8?EK>S>J6]C5U; MT^=:=OZ]3V.W0'*GC@GM3EG##<$?'8XKY5%O<7OQ;O#?ZK8:/XF3Q0!;R2Q MWCZA):;_-U$@4^68'A^7D;!DEOFYKJK/X>Z+=:%\0?$-Y/?:5K']JZLB:\IMEFFLXF8IF- >4"=%]2,'FJEA5"W-+>W3O\ IY_@3&LY?9_$^@'N%3J"?3'> MF_:TW8VOG&3QT%?)<&H74/@7QQI/A/3]*+K8VEU+J_A=[HP/&9E6:-U8EED\ MGS'.QBVW\6*O>'=,$?A[Q+J_AW5M/N;71)K+68-,T$726L4L!9ICNE)#-+ M65HU/5 2-U:/!6O>76VWIOKIO^#%]8[1_K7_ "/]9;I6R<$*.=OX&*\TT7XU M6NN7>G[M"U.TTS5UG;2M0D"%+TQ*SLNT,60LJ,RAA\P%.^$%O-JOA74/$MT9 MOM?BFXEU..*XSF*V8;;6/:20N(5C)']YC7G7P\UBWU5OA#X=MTF;6= >X.JV M9A8-8!+>2)O-)&%R[*JY^]GBLX4(^^I:\O\

*DW^:2'*H_=:TO_FOT9WVE_&E MI;S2AJOAG4-"L]2L;C4HKJZEB?RH(8U=VD16+)PP&".IQ4NF_&RRD6676-$U M/P_:'2Y-:M)[U4=;FUC+$!"2L@#*3&?FP:3PSID/COQEXUU:_M3<:8J_P#" M-6L=67@O4HM#\?:G92:EXIM=&TNX\.:!I^LH'#1 MJH^T,%55,N6 C5C\S"'&>:VC2H2;BU9Z=>_3\5>_:YDYU8I-. ^_X?U^1ZUX9 M^)ZZIJ, ^GZMH>H^'+L61U.&,^"-YUJ" 7!C9MKJ2-T9^9?6O+/@U;6$'C^V? 0/$>J>-K$> M'T@N]2U36I)KJ/]OK@\/_ !#30Y;>PUF3Q+?- M:3:E \D .4PQ52I92 >AK.M0IPYDNENZW>NCU^\NG4G+EOYG;^/? &UOX#\.7 MFL75G>WRP+\MM80F265L$X4=!@ DDD #K6-K7Q.BTVU\.+9Z7=:MJWB&,S6& MG0.B-L6-9'9Y&(50JL 3GDD =:H26? BV/X:^*X_%=]IV]:D]E=>2VD6H0>%M7^#>O:KNL](M=(N;2XO9(SY=O));0%!(31O#FI:I]>HVLU_P#V9#)"'@MX MY&C,C,S!2'9<(3N]JYZ#5=0'P3G72H[FWU#Q1]MS:.8\L+(R)=73A9R,90" M(M*"<=]MZA'(O"W]E6MY*A*&2*8-Y9*C[Q3D#^+G'-; M>QIWE%1N[NRN[NW_ _3LR.>;M>7:_S_ *_$]5\)^*;'Q?X?T[6=.=GLKZ%9 MHBZ[6 /56'9@>"/6MRO.?@- IUUI'PE\+VM|;26ER+8N8'&&3>[. P/(.UAD' MI7HU<%&*A4E&.R;1UP;<4V>&_$#]HN3X?>*X]#N/AYXJU!KJY^QZ?>6<<)AO MY2A?;$3("2%#=0/NUVE_X\GL?A?=>+KC0[K3[B"QDO#I%_A+B-U4D1N02 2> MI&>*XCX_6G0W^O/IA0Q6"R*3@;RID.%=L#G:,^U)XI^,W_"/KJ]W;>&[[5M'TNTAN MYM2BGBBC=9$WKY8<@N<8Z=R!7-_$[P0-XL M8UWR2N2I"L(V9%92"WF #:WO??9;_)-+|1\U3WE?:UOZ^ZY8U+XR6^E7MX\N@:K_M &-IT\-KJ&K;46.UED"'&TMN=4,BAV4$+[XK9|- ^+9M7\8^+=$O+2.WDT6:W M:.:)RRSP31[U8C&0X*LI'3IBO+_C9XVT_P 1V%YH<)M*U.#[-X>DC(C MULB1&0,@!\V!N>59=I7+=* [7P9(LOQ@^)Q0K)M72HV(.<,(7)4^X!!Q[U,J, M51ZO_G_)$FJ_&>RTS6+Q/['OYM#T^^33+_ %Q/ M+\BVN&*C;M)WLH9U#,!A2>]22? %VUBUYK5M%U%]$34AHSZT-GD+>%@NPKG?L M#'89,;=W'O7BOC%(QXE\5EM0U"W\2OXFMI[+P;%"PL=31&B"2O%@^:'5=[R! M@%;.9'R\^@ZA\/4N_C%;:;I]]J2: ET?$^KZ:<&T-T3B$*Y7<"TBF5DW;QBJM1MI=_UM^GJ=1!\8:6YUR*'^Q=0CT2?4GT M>#7&"&"6Z5RA4*&W["RL@DQMW<>];?C+QV/#%UI.GVNEW6LZQJDDB6MC;%$R M(P&D=G)MQ4NW3G]D^-VEP6_AV+Q'# <7UIKVBESIDNGJ'D>68"+R2C!@R2$]#D< M8W9&*BI0IPJ0CT?KOT_'=K1]"X5)RA)]OZ_J^OU>8>)O"/B;PCX9|*Z1#IU[KMCI%IHPR1- +<: ML 7C9@Q4E1*\DO .2D8Q4WB"TUC6OAIX2\464VK:'\0KW3X-(MY8]A>Y:=5+ M&==K*$#!IMWRE<=B<4+#TKIIW3;6_P!U[:]+OR9*K3::MJDNGW^1Z;=_%C1X MO 6F^*+>.XOK74S!#96L8"W$TTKA%B"D\.&SGGC:WI7;P'[RG].M?./Q(T'7 M/ ^F6EOHVC:A>Z#X4\.SOIMU:-&Q;4F1D^TR(QR6C3ZGOM M&L[FYMYK2>6WC>2"XP9$8KR&P2,^N*YJM*$(1G3V=_7R_ WIU)2DXRW5C7E^ MX:\:\8?M"/X;\?ZKX2TKP-XC\6ZAIMO!;5 MGC*H6$;D$@-D8."<5A:K\8/[C,$FA7FJW>GZ9%J>MMI;H8K"-U).'Y5G;"=N MP4#<5&:N_%BQ>P^!_BFWDGEO)(-#FC:XFP7DVQ$%V(&XXR<5Q/Q.\%KKCZ. MN@ZMJ&FZEXM@M])O7T\J8+BQ1=\LKY4@.D1=58%2?,"\TJ-.C-)SZM]^EOTN M_6PZLJD5:+U27]??8Z? Q'\:!H]OJ-_9>';W5M$TZRAOYM426*")XI$+KY8D(M,AVCH/XB!3M6^,\&CSWCS>'=671M/>&'4M7=$6.SDD"$#:6W2!/,4.4!"> ^* M9X_TE-5U#P?X&L;4QZ0TJ7U\FPF-;&TVE(C_ +\GDJ!Z*:Y+XV^,-+U^POM" M-SJ5GXFTK486MO#[0LT>MMO5HU9 #YT#D\X(VE26Z* [C5?&/BS0KJRCMVT>2W;&>.0L)XIHRRD@CY6#*P(_MZ=#6+K'QDM-)U>_5M'U"XT+3;M+'4-;C\OR+:9BHQM+;W52ZAF ^7/>E\#RI M- \9/B3L*DI%I:/M.<-Y,AP??!%>,>-5C_P"$G\8,]_J%OXF/B"VEL?!<0;[# MJJHT0BEDC"XD$BKN=PP"E!N^[S5'#TYU.62TM'\4K_F_)=0J590A==W^%_Z[MGLMS\8[2#7) [<:/]+Z+:ZFFCS:VBIY*7;,%";=V\H'94+XVAN/>G6WQBM'UN M"(Z+J$>AW&IMHT.NG9Y$EV&*:0@._874H'QMW<>]FW^I0Z M"]U_PD^MZ<<&T>Y# 0!6(W O*OF,@;;^[SCFN"TZ%&\364C:AJ,GBT>,7N9/ M!;1L;&W4S,&F"8& (S]H$VXKN;IS50H4)QNNU^O7\GIO*5NY,JM6+L^_E_7 MZGT!XQ\=+X5N])L(-.N=8UC59)([/3[8]A<(NZ1V=B%55!&23U(%9B_%S23 M\/+OQ7+:W<4-M(UM+ISQC[2MTLGE?9MH)!^=6,<+RQ((@Y . Q5@">,UY??);7EIX=NM8U34O#O@[4_$NKZT MNI0(T3&3>39%F*DQJP;21=PY*)[5E1P|*D(MK?\ &W-=+Y+U-)U)1E)+^MM? MQ/.]>U7_MPE;OH^H"/Q%9(;2XO#]HVQ)*VU@FZ!8YPA W-TZ8JG'<_9-.\!0^)M6U+P-H M^FZ!<7&F7FGP-"9KWS&C5W!#9W2NGKQY1<6XOH=\9>E8/BO MQ6VA6]I);:5>:W-- =PVS6]AL:2%)&QYS@D81>I/7TKY7^+?PO\0:W\9?$?P\ MTAKNPT'QF4\5-?V[D"WN;>)U:,GH!).MNQY^E9NA-KWC3PE9?$36].O+#6_$ MOQ T.)K41NOD6]HRQ A>JJ7$K'M7M0RZ#C&HZB:=M/7;KY2^[S/,EC))N'(^ MOX?+_#]_D? 1_BC]H3POH'A+QQKD9N=1C\'7/V/4[:"/$GFY0%5W8##]X.>E> MA6>I02V27(90C# J8V (93)YC$#GG/TZ/Q%\.4| (:U\3O"_@W2KRVTS4_AJ+PV,#2N MDU\&D177).92G'!R:UEEU%Q7)-IWZ]K0_[S]3/ZY5C)\T;KR[WEY>2]/,^Q M6U&W3&9%R1N R,[? [W7I[TG]IVRK(YF0)'C>Q<87/3//&:^+AXXT_P"(GBF[MO?#S7]W!8?";_L9I'M)HA'=#83%\ZC=(.^,U!X,^!WABY\:?!/39_#\[:5K? MA.2\UNWDDG$=UUNR;ZM=M/4U^NN3M M3C?6V_HNS[_G>FF^A,AC#J95)C4@L >A(!SBOF;X!?%.Q\ M _#'X>>&_$4M^FK:Y]>HZ3HZSP/)\L-TZ1K(QY50K(3VKA/A-!H,5MJUO/I M^K_\- %BVUH27EQ'=%Q<%93&YD)\K8R>6(^WIS6#R^4744F_==E9;[J^ZM%6U M>MNQI];NH-+XE=Z[:;;:O738^U!?0L7 D4^6-XC<# (&5=FV@ M_3M73/+*<+\]IU_LJ^BDW=01QSUHKQ']D6.ZM_@VEE=&["66K:A:VR73.SQP)/7I M2HU94UK9M7[GH4ZO/",VK729[@PSCM35C*[N>34E%8FY$(V7@'@=*3R2>IX[MBIJ* (?*.[.1D]:/*;UJ:BE8"+RSGK[4BPD=_P >]3446 B\LYZ].E(L3<9? MW./6IJ*8$)B;YL'K3O+///6I** &;3LP.M)L;UJ2B@"'R3T'3M08F*D;NO<] M:FHH CV-Q@]*/+.W&:DHH YRZ\&:7>>*K/Q'/913:U9V[VEO=R9+0Q.075>P MS@9;KCBMV.(HH!.<5-11=NUWL))+89(K-]T[3ZTU(RAZ\>G^%2T4#"D/2EHH M @DB\P,#@@C&",,>AH: L"I(*D8((ZU/12L S:=F,\^M,AC,8(..23QP.3_. MIJ*8$(A(=FXY.? KQCFG[#Z\4^B@"OY!RQ^7YL9..3CUI5@*@KQM]*GHH K_9 M_E"C 4#;C'&,=,=*D6,A<9J2B@!J@CJ$85%SG _$UKT4: M[5_((+'*Y;J0,$^F?6G>2>3GDC!/M4U% $?EM_>J//[/^\W?+G&,]\>F?2K% M% #57Y0#S44D&]2#@@C!R,@_45/10!')'YB;3@XP>1D9K- FT&SEU>'5#;Q'4 M8H6MDNB,N(V8%D!]"5!/TK6HH :PR,9Q3&C;=D&I:* (C&?7K6)/X7BN/%EM MKK3/Y\%G+9"+@QLKNC[B/4&,5T%%--K835SE[[P7!?>-M.\2M<.+FRL9[!8. M#&RRO&Y8]\@Q#%;YMRP7<02N",C//KST- 6:*&W*U^@));$80]S7+ZKX(76O% MFD:S=7TS1Z4'DMK 8$/GLI4S-QEF"L54=!UZUUE%";B[H&KZ,S-*T.RT5+A; M*VAMA4N/,EHR!X=_WL$'J",BG+&5Z MMD>E2T4 1>62N,_2F^45)(QD\?AV&?QJ>B@"NT&YP?EZ$>^#U&?2I(X]B;?Y M5)10!72#RQA<*.3A1@9]:PO&7A$>,/#MUH[7T^GV]X/*N)+7:KO"3^\0$@[= MP."1S72T4+1IKH)JZLRG86<=C!'!$B101(L<<:]%51@ >P'%2B##EL\L><#' MTJ>B@-AH!&:8T9/0X_PJ6B@9%#$(PP&.22<#'-/ .])/'I3]* "H7BWC!(92 M.01D&I]* (PC9!S221;\<\#GGGO4M% #5X4 TZBB@"/RCZX^E5;W3XM0AFAF M2.6"93')%(@970C#*PZ$$&KU% %#3M,BTJWBM[=$AMHHUBCAC7:B(H 55'8 M< 5:,9+$YJ6B@"N83N#9&X9YQSSUP>W2]=AH=MIMQ<2VUK!;M<3&>9HD"F:0 M@ NV\RV !FM2B@"]XB9 PQD C)'/;O\ A4BH0![=J? 10!"8B9"XVYQCISCTS M4C#(]Q3]* &@87&?QIAC)'7'7GZU+10 W;A<"A01UIU% #67(Q2;#NZ\>E/H MH K7=LE[:R02(DL8"..,$8.>H(SF]J* *_E%EY()R#SR.#D4^6,R8'&!SR,\ M]JEHH :@(4]>],HHH C:(D$9ZG--\MBV21CH:FHH B6,@#FCR3Z]\U+10!' MY;?WJ;Y)W$YX/45-10!0N=.CNI8I(XY'C)9&D0,4/JN1Q^%6%B<'.0:GHH MA6)AGGK2^63U.1WJ6B@!JC P:*=12L 4444P"BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BO(OCSX^NO"6G:=I^EZ MM;:- JE],62\NR!'''&NY@V0?OG"#CJU9/B7XMZS<:9\/];\-1?:X=42:XO-/ M"C?-''&#(JD@D,OS8QU-;JG)I/N>-6S;#4*M2C* [E"S=M=VEHM]+J_KI=GN=_M%>9?"/QO-X]_X22^^W_;--74-E@0@0I"44A3CDD$GDUP4?Q3\7P:-X+U"!AJ M\UQ<:DU_:!%5KFW@EQ\N!PRIR,?>(YH]G*[CV)GFV'A2C6LW&5VK:Z*48WT> MMW)-6Z'T517S[IOQ&UWQ=9!]*U]K>"_\4&QM:Q+9&*6:0[U 5A@D$=3S2>(O MB+XIT#2O$NE2:LEWJFC:E8VZ:K:VJ%YHK@YV&(_*) #CCK3]E*]NID\ZH*#] MTAOH--4W-]:K%O618& (:([9" MYH5*3%/,J,'RRA*]D^G5V77SWVZ7OH?1U%>!:WX[\7>%CX1,$]]K)G:ZO-0M M-0LTMKF6W0J2@11A61--'*V=SI]]J5YJ MUUK$5M%:ZWIT5HTB["3&%7(VMC[_%S1[)C_ +9H^]:$GRJ[T71M-6OJ[IK2 M_J>]45X/HOC[6OB//XKFT779=)M;"&&>%6M4>2%PC>="ZL.NX8SVKK/@IJ.N M:[X-T_7MN/C'X\@\)ZG$%S>-+- >6VL^4IBBLHY2CAEQMWA@% /K MFNFO_%OBB^\::IIMKJ^M1VUN+78-,TJ&Y53)&&8R.WW02 MX>I90A)O3HENI/JUTCOMJK7/>Z*^>]1^*?C/3O$7BW3K.V_M*)KF2RTJ;8N+ M29(O,$S::IJ,MS>>'C?S'3M.AG>6;?@,ZL$ M4\#BG[&02SR@I."A)M7Z+I)1W;7=/T??0^DJ*^>+OXD^*;-G\+BSU*]C6\T7_MI;"W22&0YC@GE94+-C^%2V36.NL>*O!/B? 3=+U/Q)%XABU>QN95D^S+_M$]M+%'OWJ%&#&>@S4\C_ #_ [*F94ZJBV[:BO#O M@YXK\1>*[BPN=2UG5[H/:--+!)I,<5FS' ^2<8+8)R/6K/BSXF:MX<\2^-[) M(;^]AM;"&6S:TM5D2TD:)BSNW]TG!YS]TT_9OFY3*.;498>.)E%J,G9;7V;Z M-]K>NY[117EWP\\5ZOK/B@6E[>":V_X1^PO=H0#]])NWMD#OCI7!^*OB7XLT MOQ%XJN+74;C[!H^I)$(OL,;6<<)5"_G2_>7 8GCMBFJ4F[!5S:C2HQKN+LVU MTZ7N]]M&?1M%<'XY^*6C_#^STZYU/[:-%?EA$UC_TW(4'G'(!#<53^+VH:WI M7@:]U_1M7;2VTVVDNWB\A)!<@*"%);.WZBH4&VQ,[*V-HTHU&GS.FKM*UTM^ M_;7S/2**\2E\8>(O"5QX)-_J- YXB&JB::Y@M+)!*5,2LBJJ_W6/7/-<]+\3/ M%-]HJC/#J%[;27?B6ZL#'!9))=) L;,D8C(P7!'-6J3>QP3SBC3O&497SM]I=>Y]'45P/A_6=2T?X? 7>K:C-J.HW<$,UP%U&T6UG(4$A&1>!TZ^E)XCB\R.SM--4V2LZ,R1+< Y#*%YS4J%[G3/,:=-TU* M+O.SZ:7:6NO=I:7/=J*\?TCXCZKI_P #; [Q9>N-0U*V2X8;E"*Q$K(N0 .!O MGV]M:ZWX]\'Z_P"$1JOB*+Q!;>))3;R0+;K%]GD,1D$D17[RC&"#VQ3[F]?Z MV(_M2E[CY7:2B^FBF[1OKU>FE_,]IHKYU\$_$GQ5)KWAF34]1N)=-U2\FM)6 MO+)(K8X+>6()5^9V)7'(ZUHZ+\9WO\ XS2ZU5[&70YX9WA9*#E>/-)15[+=)I[[:I[S17!?"[7=1UZ#7WU"Z M-RUKK%S:Q?($"1KMVKP. <9[USWQX^(USX.L=.L=+U2VTO5+R0S">Z("+%&-S M+R#RYP@^M0H-RY3MJYA1HX1XR>D5]^]K=M7YGKU%>,WWC?5?'%[X''A[6)- # MM==LY[B65+9)F5D4';AP1PV16;9?$O7[!K6\U34(9]/TG6I-$U>XAB"13HR@ MQW P"5(]I9W47WO9*5VVMKGO%%?/]T5 M_P^,? %VB:#X9\9WWB+'6+FVAFT:*W58T2=@%$,@^8LF><]<&LY/BCXEC M\6RV=OKDU]J']O26$&AFQ00S6ZOAF_:,,$RQY[4_8R= [&UOT2O*^ECZ1HKQ&WU(QS)XQ_P"$+DNMK0W\U%]=$<>7T[/R1A,8\PO\ MA..@S71_&GQS)X/\)B.RU&'3=4U&9;6UN[@@);GJTK9!&U5ZU/LVVH]SL69T MO8U*\HM*&COIJMTM;/72^S;T;/2Z*\%U#XK> (-8^'GA'5O#;Q7&L7&HBSN;= ML;+ET1RZ!B._^S(8>HJA<_%_6-?T?Q=J6C:A):00WFFV]JLL"F2T,A"S(RD? M,P? <.:I49LYI9YA([7=US*W5$=DNH07T<2Q21J7V&.5%XSQD'O7,? %7XS2^%/'^GV%MJEM:V>FK'47YSBI5.4G9>IO5S6AAZ'UBM>*YN5IVNG?7K;1:Z/;;70]WHK MQJXUWQ-XY\9^)-- T7Q%%X;L]!$:IF!9GNG=/,\QMW2, @#%,EU+Q=XR\5:WI M6G^)XM 70(X(RR6:.UW.T>XR.K$[8B>@!_&CV;ZL'F<7\%.4KR<5;E]Y]][7*

MDMN5[V\KGM%%>*'6/%7C+Q;K^EZ?XE3P_%X>BAC9S;*[7DS)N,K!LA8L\#%. M^'GQ+UCQAK_A,75Q%#!J&CW,\]M"H*2313"/S$8\[2,G%'LG:XHYK1E-0Y6K MMI/2SM)1?6^DFE]O2Y[317SFGQ8\71VGAZ]MY:[JM?ZF;RU6-%>XMH)2,(0. M&5>1CKCFI[GX@^(?$/@3Q=XIT7Q*8+/2+N>:U5+6-UN(!&I1"2,K@DY/6]JC M(YEGN&<6U&3:5[:;B>OGZ]_P!"T5X*/%7BK0?& @K2KOQ VHPZIIMU M?7):UCCW,$W(HP. ,]NM97@_XQ^(]0M_".FZK="'5M1U&)UG\M E_8L6#8P, M*ZL #CFE[*35U_6_^17]MX>,_9SC*+O;6V]H.U[V^VK=[-;VO\'T5\]CXD:[M+';^*KS7+K3])EU66Q33+#35N8HHXY=F)WR&5V['.!78_&#Q5XA\-R^%T\.> M7->W=^T;6(]6L[C3=\[1:MI$,+RHJ\(%&?E)YW=:;I-;F4)WOBKQ#X#TWPEX@USQ =2T:\9AJ+/:1PB)9(]T. M-HSPPQGOFL;PQ\3O%FM3:3X=O;G[)XCO=26[8I&A*Z8T1E!"D8SC"9ZYJ?92 M:NBY9Q0A-4YQ:D[:676UMGUO9=VI=CZ%HKYZ/CGQ;)X(E^(B>(;5;..X)'AX MPJ8_)$WE^6TGWO-_'&>*S_%OQ5\36'B;Q@#!8Z}+'?07L<&DZ-_9ZR1W19%;R MGDQ\CFO>Z5RBBBH/0"BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M#G;OP?I5YX@.LSVL^*HZ?\.-!TNZL[BULU@DL[MB>YMPC-MBDF&)-JYP 1GCMVQ116BO;<&0]2 3Q]!BJ.@_#;1/#Z:1]DBD,FEO'GT0:8JZ=),MS(JN^^24$$.SYW$Y'7-%% M4I2?4CZIAK_PH[6V6SOIZ>0^S^%OAZP2&-+:9UAO$OXQ-=2R;)D!"L"S'H&/ M'2KOBCP+H_C)+0:M_]Q]ED:6!UE:-D&H*'LU!#Q].V*IW/PA|*W%B;-M M-$=M]M?45CAE>/9<,N&=2I!&1G@<>U%%.\M[BGA,/R6]G&WHO+_)?'+YW$Y[YJ2R^&/A[3(8HH8)BL-TE[&9KF60MI*@(5OF8]B>.GM110FWU*CA,/HU3BK*VRV73T+5GX'T;3K_6;JWMA!%]#LM*TY#!86<2Q01DEMJCH,G)-%%2[[7'3ITXMOFC%)Z[+NTW]|U?=ZF%+CP^+3&CS^9YMOO;G>Y=NBZ+SM]VMOD5MFM8>#=+TZ353;VX0ZE(9;P[F)E/EXXK%G^#7A2XM-.@:PD2+3[7[%; MF.YE0I%G.PD,"1GUR?>BBIYG?AJKX;TY_#PT26$76F&$6[0W),F],8P2 M>3QW-8GA_P"$OAKPQ+/+I]BPFGA-N99IGE9(B.44N3M'L+M7LRI8>C-QJM2@FX[.RT].QT.@Z'9>'-*M-/T^+R+&VC$<40).U>W)YJG/X2TFYO-8N&@_>ZMQ"MO>GV%+=***74?)#DBN566VFVCV[::>FAB7WPB|+Z]\$DEE*D MD%K%9(T5S+&1#&#L4E6&0.:;>?!OPEJM_2-RD&=,:PL1(ML69RLTK2DD_>Y|*Z'JT>IV6GF& M>&1I8$\Z1HK=R#EHXR=]DY/0=S110F]=2WAJ$W%2@GRVMHM/3M\A^D?"#PQHM5TT]G92(761&C>XE>)E?.\&,MM.>>U+X> ^$WA?PGJ*WNFZ?Y-S&ACA>25Y/(MC;[R1AB0@/M113YI/=F2P>&@X.-**L]-%IZ?A]Q%IOP<\)Z7?075MIK"6!VE MAWSR.L3MG+*I; /S'D5<'PP\-1:);:6NFQ+9VLB2Q9BNC;@V_.XG=SG-%%M%VWN7'IX:"M&G%?)>7^2^Y$5O|*/#=OKQUB&VF2]-P;MG6YD"M(3RQ7=M//; M%:DO@W2IO$$FM2VL<^HO;BV,LR[P(U.X%%%#;[E?5J-->[!+6^RW[^ MOF8<_P &O"EU;0VIL6CA@GEGB2&>2/RVE.9-I5A@,>WY8K1D^''AUO!TWA==M/BBT.=&5K:+*ALG).ZULO)7^Y+[D0Z5\'?">B:RFJ6 M>EK'=1R-+"AD9H89#G+I&3M4G)Y JV?AEX=>W6'[%M5+]M45E=@RW+$EI 6-**3[)>7_ ^Y&L/#MD-?DU<(?[3>U%HTV3_J@Q M8+CIUR:2$R0J.(WVD;U'HU%%5>7< MQ> PDKJ5*-I6O[JU]=!=<^$7A;Q)-;SWNFYEB@6W#V\KPEXA]U'VD;@.P-3: M]\+/#'7B'3]/L[K3A'#IX*VGV1V@:!<8*JR$'!'49HHI*4M-1/!X:7->E'WM] M%KZ]RS8> -!TIM'>TL4MO[(BDBL@A8"%' #\9P2>^:BM_AIX>M-"U?1X+!8M M,U5GDN[=20K%_O8P?E'THHJ6VNO]7-(X:@XKW%MV79+\K+T270;J'PZT:4/$ M&CZO.LWVS2K=[6UVRML$;+M8,O1N.YI8_AGX=AM=*MXK!$BT23SM.P3F!N>AMSR.>AHHJKNVY/U:ASR_=K5ZZ+^[_)+[EV*=W\'?"=]K$NI3:9NGFF%Q*BRN ML,LHQAVC!VD@\Y(KH-8\-6&M7>F7-Y%Y\^GS&XM6R1LD*$9QGG@GK110VW:[M*6'H4W)1II7:OHM7O?UOKZF+>?"CPQ?Q:E%+IR[-2NDO+I4=EWS(6QU$;;F.>YDD+#&,LQ(X],444KNVX/"X>,[JG&]GT M7G?[IN_JRSKG@G2?$7ADZ#?V_GZ3LCC\AB>B8V]YSV%)'X(TF'Q+%KZVRKJL M5I]CCG&>(LYQC.***5WW'*E2^BUNG?\-/1L???#7P]J-K]JO=V(N(=6D26[#NQ M,DB*JHX.?E8!5Y&.@KIK.U6SB6)6+*@"@L XML 31 R1.htm IDEA: XBRL DOCUMENT***

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Sep. 30, 2024

Entity Listings [Line Items] ***Document Type****S-1* ***Entity Registrant Name****Adagio Medical Holdings, Inc.* ***Entity Filer Category*** ***Non-accelerated Filer*** ***Entity Small Business****true* ***Entity Emerging Growth Company****true* ***Entity Ex Transition Period****false* ***Entity Central Index Key****0002006986* ***Amendment Flag****false***

MD]/OL/[U M;T,96]5.24-_R,]N&IQAS1ELCT9M16"98I)(5E?[B%P&;Z#.33_[0CWB$S0^ M>3CR]XW9ZXQG.<5Y%XGT*\N[[Q-;R:-H1IE8D&W'SYPF,'/K74 M>%?#A3QGK^I7UFSW"M"MO&*'Z]35TL94JU5#DLO\ A_QTO\S.>'A" MGS\W]:?Y_@=M+J4$ &-G.%5W"EO]T9YK MR7QM:P77CK5HI]*FU5FTI%B2%-^V0E@I*]O9NU8OB;P_KKZ9;64VGS274.G0M>5-#;^>[R*!N4RY)CV]L>" M+RQE@S@'&,GC/I639^/K/4K32[JS#74&H3"%#&O,1YY<9R!Q7,:?X8_M+QAX M@N]1L&F\S3[:.!KA,IN\HAL9XW9X-8GAKP]*K7TCH_\U^FH1P]&UG+73\F_P['KKZG$7G19HFEB4LT2L" MP'N 7<_AZROK*>*V_LR]M[CQHL+2IQ?#*^GZ(\ 4)A6_0X7S(Q(P+*N?F*CN!U-(^I0 M),L'VB'SV&1$6 8_126:WX>O9WU:*XT&\N=4O=,XCODC)7R-ZE<,#T4=5IWB'PW=SW> MO)+H=S>;K<:A%7KM MY;:GM,=]"[^6L\)D_N!P3GOQUI(M2MY@Q2XA=4)#E7!VGWYX_&O,K?PK=O%X MWN+>T>#5KJ:1+.XD^5BI0?=8],]*P]$\)&32-4$]:OKV2V\L4-@L'(8$E<' M]XPQU[BNIXVK&W[OH8+"TW=]>UCV;^UK?REF-S (^0!(9!M)]CG!IUSJ,5L\ M:/+%&TG"+(X#,?89YKQ6\TB^G*6;MHTR3VMQ(;2WBL2T=RI& 9H<_(3Z]NMM)XZT76M2^1]$>,Y^R0M_]l:^<3(-R&4Y,>WH,*Q[0UK6-,(1-IOE[Y2?E? M/3'>O*M>'T(O+OQ/YFA7ESP?WPMEL+L0DI%((U!.[^'!Y+52'UCPYKDT7B]M.,"=I938EI%3B=$4"4+G[WTK)9A7TO#:]]'YZ?D:2PE&]E+>W_MMW^9[!;W: MW<8>&2.6-NCQG-O>NF>+K1]G)0WO=:^5C"&'IOGBY;6[*MW]H1L@82P[&(57#@@GT'/6MLN_\5QV'B2WTB6,*9K9[C[0S!40*P!!SZYKS?1=)NT^(Q\/8=]*TVX?58R2- MN''R)^#%B*V/'^GB;QGIM_<:-RQ M&94;@;0<-:1VKQ>7!;BZ>&1I"5#(3Q\AQN[5T(\ M.)IOBCPS-=Z;AZ'KJT_O#9275G-K?0YQ M7C'>&:Z'P;JFEVNE7%K=O:EYMPT4&1<6^\D!.@D &/EJ2'PE)-H|K'%;ZA=6 MEOK%O));3VGV=8TOAV5 >%]2)>IACJS23AK97Z:O_ ""><%I)NT]+_ ('LWVU3 M)A)'Y)&[S-P*X]=V<8K'U[Q=!HEK83J%NH[N\CLU:)P0I8D;B>X&*S/'-G+ M!X1DM=+TQ+E(RB?9A%O58]V2508W$=0M>;6WAO4O[&O(3I- =6SZU;W"PF#RM"\84EBJ@X4>O2M<5C*M.7LZ<=;;F>'PT)KGG+KL>L^(O&,.A6%I=(JWB7%Y' M9@PN" 7.-V?;M>348UG\A986G"DF/<-P]\9SBO'(O#UW<)C'XB6$UA.R^')K?1O$NG6^@RQ7KZJEPDL<'R2PM&52H5AUQ@G';EU[P]?3W/B"VDTB\NMQ'4H(Y!&)O KL=JH7 8GTQGK4DMVD$3/*Z1(O M)=SM ^I->0:]X.N+L>+KTV.\M^+B!L.8(2Q(506C^AZXKI/B'IMW>VNAS-;2M7^G07B2W]G"NYI8]N/N_Q8;DK77#%U)1GS12GOO]U]/R.V MDU6"&-'DN($23_5N9_T.>:SF\76*:R^D&X3^T%@_R^@*G. #GKQTKS+QI MIEQ]"6T&G:!-!IS64GV?;8^9*DF[(0[>(QCD'K5[0M$DL/%6CW5_I,TDDVDQ MQ?:6@WF.X7.2[8^5L'&37/+'5G4=.$=$UKKU-(X6FH<\I:V>G4[CPSXO3Q-I MEM=QHD$DP9A;EPT@)'(!]JT[W7+2PMKJ>:XB$5JA>8A@3& ,\C.>>U>3>'?M"=UI@\'W,6E2VM[]HN1=R;"&0%7"IS_=SC%4_"G@O4)?M\-]%>OJ M9XKB&6 MW5;>9VR4)D)_>)K'5=*M]2@ MN8C93*&$C,%QD< Y/!]JNMJ-O'M,EQ%&&&Y2S@CUZUXG=>'[N7POX82#3+R.MPM++>NHVPLQ(QDV ;_*/WOQ^*MG22!WG7_A2&;VO+W3X([F21KV+;5)(*JZ\ MX]EIPQM:4N5P_EU];$5,-2C=]>FO_ /0]9\5V&@2V:W]PD'VN800EOXF(SZ]M/>K_ /:,2S)"UQ)9.8TW@,P]0,\UP_Q2T$7UMHEQ_9YOX['4(Y98X8?,<0X M(90O<>HKDM5\+W=_XQNFNX]0C66XCELIK:S601Q#:A?,)!BQC!%75Q=:E5E!M0NKI+YJ_YD4\/3J04:N:V]_O/8KW58K2*3,D?G(C2>46 8@#GC:.H>'/%,7B# M1[2^4)"\\?FFW9P709QS@^UF"SUW68=1T:ZN=7GGFGM]3\HM'Y97"@/G M]-M9GAWPG=:7+X+GATV:WF-O=)]#,AW$%#M60GU/2E];KN1ZE!<,$AGBEDQNVHX8X]<9SBHWU2-6E59H9'B!9HT<;A[$9XS7 MDFB>#;ZPM?"_]EI\UE])%PES-L(9,JVT.>RYQBF^'?#=XMSH44&C7EAJ-CYIMU*]EC(6X!5AM#$_O,L0:3QU7;V:_ !\BEA:;5U\IO.]\.^+8==\-VVL,J6$ M,V<+.X&W#$8)Z9XK2N-3M[1!)-=011-C:([A5/XYP:\=L-(N[*P\,3ZSHUU? M;3;V\T67GE+*XF-M(!,UM"\AVG:2 M'"]#VK&68U:--9] 1ZG!,"R7$#]HW,RN" /4\ M\#WJS%-YJHZ,I1NH->$Z]:I9VN@S>'/,^R>(+)=()8;& R"KLOKC>#7 MN,G6*:=8VUK%CRX(UB7Z 8%>EAL3*O*47&UOU.*O05*,9)W3_0N4445Z!R!1M110 4444 %%%% !1110 45&TNTXHH DHHHH **** "BBB@ HHHH **** "BB MB@ HHHH 85##D9P<\U&8UQGN?U^M%% "(F,\XQP,4YAAN":8,%R.=H'Y445/4KH2$,N.AZT2?NR!W(MSFBBJ6X";".AY/6E< 87]0BBI3 5@ V.GL.E*%5SC%%%5LP>[M*::3:QZC+] A7[=)%Y33CJ5!.!^=6EC"=&('L***CX=@WW%('"CUH\H[N3[= M3THHIK42#(W^7CBDV?,,'JHL8^7 X'IVH=1&.,X[=***6[U!![#6)R>2.E*%^5>><<4 M453V!Z 8BK,P/)QDYYH7;&;Q&,_ 9Z444@Z#AA\8R.M>(6(._I]***:ZBZ"] M.]_K0J #:/UHHJ659:%"+1[.TO:R]BMTCO+@*)IAU? P/R%72%*#J/3'THHH MBDHJW]!3"DD\>W6BBF"&D9!!8X%*(E+WV]O3I111;4). MRT))!'_M'BC9U.>>M%%4P0PKACDY.I3V%;:WJ/FQ08E9 M1GD^]%%4DK$O<1DRQ(./:G!1N#445F^A41)E." @$]3^M%%-$H F.^IJ. .!_6BBF-[BR<$A>O4DUBZ[X4T?7YH7U M&QCN94'RR'(K@D8R,]P**PG%2C:2N5&3BTXNQ870M.FEL96M$WV6?LV!@1< M_K116JBHZ)" GRAPHIC 20 adgm-20240930xs1025.jpg GRAPHIC begin 644 adgm-20240930xs1025.jpg M_]C X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$!4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" %^ <0# 2(A$! Q$! \0 M'P 04! 0$! 0$ $" P0%!@<("0H+ \0 M1 @$# P($ P4% M! 0 %\] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@P M%A<8&!HE)B7]#A(6&AXB)BI*3E)66EYB9F]*CI*6FIZBIJK*SM+6VM[BXW+RM+3U-76U!C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+ \0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI;G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.G]\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#[+^&GA#1[M_P"'GA:\N[-;BYDTF)I)9)I&9R5&23NY)]:Z1/ GA_8_:>/^>C_P#Q52+BQ]-HKJ0N .@Z5[\T^>5N[/EZ/*"MT7Y(P_P#A!-_Z!T? M_?Q__BJ??M0OO^'^C0'RS'/X@L(62>X;WCE#.P M*.Z\JA'4BN'U;QMJGPBT?PU#I?\ 9FA^%E,TNJR:-=IJSP2F954CSF#M&0?F M*C*DUO"C*I%;P7X;MEW2V$.2<9>29U7\RV*=_P@ MV@,O&EHX_P"NDG^-?+WCG6M7A_&5]0URTUBRMM:MDCTB]@R"S/"RR*"P94 M"D#:!@MS71>,_C!X_P!%UV_FT[6]-CTN/Q1!XM5A)WLFOZM_F9?7H*/-*+_ .&O_D>_GP)H&W_D%QH/4R2?_%4O_"!Z!MS_M&>ZM_3*^N4^9047?\M4OU/H' A] [Z*+BVL[S3SH][?!!&D*?2Y4;$ M*1!7,DB#HY=1C%;?P+O=4UG]H/4+W7-?L]?OKCPE:2M=6,"PK$K2J_EL]DC< MN>OI1+"U(1DY/X11QM.H/F2?_%4W_A"/M#[<#3DR%?C[I^M:E):^*H-5U2&UM+BUU)EO](G$8!MV@!PT8.6*X^M$L M,XMIO77YV22?Z@L8I14DM-+^5W8]_P"$#T!ES_9B7'O%N/B-=:]IVJGQI&L7EB94:6.ULX/+2%_)!8D[FQW/>G'#2E35 M1/?\^PIXV%.HZ;CL_P .K^1],_\ "!Z!_P! E!]9)/\ &HU\&>&WD>);"$R) MRR"=BP!]5W9%?.X^.7CYM#U2"WU&T?4O[1TFWLKR_L88R%NRX821Q.RC&T$8 M.[U%4]4\7Z]X" :6O=/;6+47NLKH^G:GKTT&(8M]$M4:L:8C'YX!IQP=25U M=)!7_+_3QU)6:3M>WY_Y'TO_P (?\'H"M_P @'\ OX__,50_@70.G]F(#W& M]_\ XJOGO1/B_P#$3QM>:@+2YMM/TZ>?4K(O2QPC[_L2L$D7.@EEDROS*5_Y MR.E:OPVU#4;S]C_5)NUE]1E.CW.&-A5=H)O1O[CV<>]_V\;4G_?Q_\ XJC_(0+0_H')_W\?__*KYR\&_MW.K_N^&N@7>F:/:>$K_P4WVGV/_"07FHMJ$+1/&S&X9&(3C 7.,FMM/ MBYXXOUM- M=:TW^U6\7OX?7Q#]D5X+J+R2XD6,$#>IX.#C-#PT[NST7Z%1QE M.RYXV:MIZ]#W+_A_#_;3HN/^FC_/Q5#>=!QG^SHN>G[O__B]\X/HO?"< M/@?QXEW*[^'M1BAU)D)1);6<",>1E&1@'#W:\NU[PE;^,@KX]^)6]PW"Z M?5OBB^52!@H">E*G0YHJ25_E; M?]!+'TO_P@.@H.=*0G_KH_\ 1])?_AZ%-SZ?#&!R297]2=W%A? 7X M0ZC>Z;$]O::?;OJ!2:=!"\[J-HW,2>6V@#/TKYR\!^(I-*T#X@Z!?_VJ6U[P MU]JY&L020/\ ;41OM,<0?DH0P8$<4Z>'=2,I1>S^*N+C1E&,HV;5_0^L7\$ M^&TA:1["%(QC.C3L$QZY+8I1X&VGC^SD_"23_&OFO6/'&N7W@#7_#>IZ_IO MB+3TT+2M2M9-/A$8M@;J)/(8@G<0!U/-=!4Q&QBYDE9&RO4*QXS1]5J;+7^K@\;223>E_OWL>YOX\.0NB80 MQLOPJR3LI8XS@ MD_A2_\()X?_Z!2'W\R3_XJOE?X=>(-27PC\,M3U2^3Q,\ M7B'4'@L9DWW=N8X9B0'+9+NR KNQM'%=!WQ^\9V^DZ-?7>L:;K+>(M!U#4X MK2SMU4Z**%TWG)+@<*P8#FK>#])M)W_*?^1.,?2:3DK75_R_S/H?\ X0/0 M& YA2#V\R3_&FS>#?#5ML\ZRM[BY89->!Z\ %GXG#0;L-K.C MZIJ=]X6M-?TU7MTMD@:2<1M$68X=B/NY(!;BIM%LO$GQ'E&[DU8T6+A*W')5]#WEO >@=?_M[.C' ;1__BJ/^$$T#_H%H??S'_QK?<#M]>?ZTS<5[US* 4[E9]#"_P"$#T#__M *!:])9' P ;7_A!-_Z!T?_'\?_P"*KIAR^1A?\()H'_0.C_P"_C_\ Q5'_@>@#G^ MS(C])'_^*K=I/N_6EJ%O(P_^$#T!#_H%(/?S'_P#BJ\ A!= 7_F'1_\ ?Q__M (JMSR_"CQMOW#^54H/V?/"MG;O6]L M^KV]M"@CCABU>X544=% #<5*?@)X;/_"\:V\ N-7' P_56K[M([(82K"*C9:+N6-C_P!OORHVM_<:]Q^ ?AQA_P ?6M_AK5Q_\50/@'X='WKO M7&_WM:N/_BJGV]+^9_E_,_N0?5]O9 M??\ \ M;6_N-1M;^XU5O^%!^',8^U:W_ .#]X_\BJ!_ #BKC[5K?XZUW!?5/]D'U:KV7W_/ +6UO[C4;6_N-53_A0?AW_M) == \ !W*^__ (!DZC_ #>K7!]?WWAZPO;R^C2&ZFFMU9ID5@ZJQ[@.H8?2 MIKKP/H5ZTAN-#M9V\>\34&+0@[KE0LQ_VP!@-6@/@'X=7K=:XW^]K5Q_\5?O MP#\.#I<:W_X.KC_XJCV]/^9_<@^]5/Y5]_\ P#'U3X<>&-;BEBU#PW87DI&XYK3_X4'X=/_+WKN/[O]M7&/_0J/^%! M^'#UN-;_ /!UNW/AS M3KC6HQM74);56F '3YB.HI'K4D/@30+;O))X@BT"SCUV0;7U)8%\]A[MZGN> MM:/_H3PYC'VO6S_P!QJX_^*H_X4'X;Q@76MYI?I:N_ P#H5'UBG_ _N0?5 M)?RK[_\@#+G0:&\NWNI/AGN&MVLVEDC!8P. MRTM9+*W3R1MBMW #1*.FPXY%7O\ A07AW_G]UWZ?VUE_ N7^93PM1[?? P# L/A3X0TRS^R6?A;3:;VWQR>5'; *7C8_MM&Q)65F)!JY['@/0-8FU&:_T&TNIM1\K[9)+"&>X\HYBW'K\AY'I6G_PH3P[MNS]HUQ\ \'5Q_P#%4'X!^'"0?M6M_P#@ZN/_ (]AXBF]>9_$(!A M5"D8&!TQT]"S\#Z#86FE6MMH-G!;Z3)YMA%' MJ^TC>@[-@XS6@/@)X<[76 MM_]1]X_^*H'P$\.+_R]:WSZZUG! (JKX@\&Z-XJN+ M:?6-'M]1GMHY(H9)X]S1I(NR15/HRG:15[_A0OAS_GZUO'_8:N/_ (JE;X"> M'#P+K6__A4$5(/AWX:CUY];3PY8)K+R+R+*VH"W43&100KIL9W $\UL M?*$\-XQ]UO/_89N,_^A4S_(4'X<_Y^]=7Z:U\ L-7'_P 53^LP_F?W((/]TN_#]C<6S62Z M:T,D *&U5@5AQ_<;## ('8UJ:1HEGX>TNWT[3+*.PL(%V16\$81$4>@%./P#\. MLN)_NZU<# V:E[>E_ _N0_]DU]E??_P"WMD_ MN-3=K?W&]M_PH/PYU^TZWGU_MJX_^*H_X4)X< O]]UO_ ';5QG_T*CV]+^9_M6=K?W&HVM_<:JR_ 7PZ.MUK9^NM7!]FI/^% ^'O^?W7O\ P=7' M_P 51[>E_ _N0_]U7LOO_P" 6MK?W&HVM_<:JO\ PH+P]_S^:X?;^VKC_P"* MI7^ ?APC'VK6_P :-N! [-1[>E_ _N0?5JO9??\ \ L[6_N-1M;^XU5C\!?# MC=+O6P?;6KC _*H_P"%"^'<8^U:WGU_MJXS_P"A4>WI?S/[D'U:KV7W_P# M+.Q_[K6_N-57_A0?AW_G]UL_P=7' _Q5*OP#\.CK=ZX?][6K@_^S4>WI_S/M[E_F'U:KV7WO_([[' N-^5&UOC56_X4'X=SG[7KF/3^VKC' H5' "@_#N[/ MVK6__!UWI?S/[D'U:KV7W_/ +.UO[C4;6_N-58__/PZ>1=:X#[:U< M?_%4#X"'%_Y>M;SZG6KC_XJCV])?:?W([JU7LOO_P" ?/'Q*R/B5XF'_3Q# M_P"DL-%?1MC\!/!UF;AFL)[N:>3S9)KN]EE=CM5?O$YX"@?A12>(IOO]PE@Z MJ70](P*,"EHKS#V0KFM>U^]L-9L],LK>&;6>&2=GN9"]J$*C P#R=U=+7':_MC_A.=-R*VMXXR\EQ,X1(E')9F) 4#U-5=%UO2_$FFQ7^C:G9ZQI[L42[L+ MA9XF8=1N4D9'<55@+9UGQ# _SZ;9Q_P!/# \ Q-) ;?B' GSTS' 7R \;35% M?$>C)K9T4ZSIXUQHS,-+^UO :BI[[A%G=C'?%6-2U.QT6TDN]0O(;*U0#=/< MN$1><#+'@9)Q18"?^V_$'7(]IG_@2_\ \31_;/B$_P#+IIG_($/_P#$U7TK M5=.U_3;?4--O8-1L9L^3=6DBR1N Q!VL"0<$$'%6*R(AC_0],YZ?Z0_.34GRY.>@&/PJAJ'B'2M-UC2-*N M]0M[;4]5,BV%I(^)+HQIOE\M>K;$Y/H*+#L6_P"V_$6,_8]+Q_U\/ \ $T?V MSXAVY^RZ9_X$/ \ $U)P@'+$9H91ESE2#R<46$1_VWXASC[)I>>N/M#_ /Q-M'!M^(?\ GSTO_P "' \B:D7:6!'ITI5P^.WL*+ 1_VSXA[V>F?^'#___!- M]M>(NUGIG_@0_P#\34C8E#@]*7[[%1Z46 @&M^(3$CTS_P(?_XFG?VWX@QG M[]I>/^OA_P#XFJ>G:]IFKSW]OI][;WD^FW'V.\CB?4_H^U@<>]7R% M1#Z$\^QHL!'_&WXA_Y\]_Q_U\O_/$TO]L>(>/]#TSG_IX?_P")Z3)SC MI&P^QL]!P/6BP$?]M^(=N?L>F8_Z^'_^)I?[9\1?\^>ECW^T/_\ $TOR; "< M

FG[0ZOZ# HL!% ;'B+ _)l-, \ A__ (FD_MOQ% SYZ; X$/\ _$U*<9 . M>!574=7L-#TZ2_U* M]T^$ RW=W(L448) &YF(49) &3UHL.S)CK7B%1S:: M7ZG_$A__B:/[;\1# _ESTS_P)?\ ^)J1U 0G[ROA@?;J.E+P'+>@Z4K"(O[; M\1]GIF/^OA_P#XFI$4.X &;_1M1M]4T\RO"+NT??&71BCJK#@X M8%3CO4T.I65S>7-E!>6T!Y;:!=6\4BO);EUR@D4$E,KR,]1THL!-_;7B' GS MTS_O^_\ \32_VSXA[VFE_P#@0 \ \32L%1 -^X9ZT%E'F$'.#_G%*P"?VSXA M'_+IIG_@0 \ \331K?B'@BSTSG@?Z0__,34S;=P/M]:80K8[#.:=@&_VWXA MZ_8], \ A__ (FE_MKQ%_SZ:7 X$/\ _$T_F< \ 3P__ ,31 ;?B M' GSTS' %\O_P#$U(N%= ?H*;\]+T8\\TK) ;/B'D?9-$_P?#R _\ Q-:? MAS5;C5K.=KJ()(X)W@98G+*2IQD$@'FLY55'=OFSQQ[58\&G-Q[A_P"HC/C\ MQ0T!T-%%%(HHHH **** $Q2T44 %%%% !1110 4444 %%%% !1110 5QOB% MBOCO2\?] ^X_]"2NRKCO$ SXZTOG;_O+[DY_X$E- >?_ +0GQ(\"_#7X:7U] M\0HH;W1+J1;=-(F02-]<^X/' J$@$EE!)8[5ZMQ7F7P#AUKP7X3O_$OA+PMH M'B]O&&N2:EJUKX9URVM=-\.J(T1+>,@%9I$3)D9 -S9ZC!KZ/O-*LM51$O;* MVO8UY5+J!95!QC(# @'%5\:1X8L$4/IVAV)E"*!Y=M$9'.%48VJ78G@=6I@? M'GBCQ/X&\1_M/>"]>&]>#0\+VTVI>)SK'A(L=2LV@M"/M6ISS,/* RBQ+MW M/LX.-M:7P(\4_%3X[>&?&&F:AXGFT[4M-6WTBV_M*T%K<2Z=<,95UJ:$KG[3 M);;5C0$*G4_-7U.FC>&=*E:W33|&T^74F,8A6UAB>[*C>R;<#S< %B.<8S6Q M%:1&Z>2..+[1*]JT]QC?(/E#,!D@=L]*5AV/#/BZNL>##\'?A=\,]5'@C^V M=3DMC>P0QRM;Z7:6SRW&U65E+N"OS'^,[N$=-O?%MWJ=YHNCI9:OX[N[6W8^'[C5[A(C+'$H50@6 MW\M"P(3S,L6XK[-MO#^D6-L;>VTK3;>WZ^3#91*F=V[E0 /O?-]>;9JXT2SL M;Z^U!?B;\1/"Q6U5T\:GP M[H_A(7[K3#HNHW5L]S>;98Q.LS_8A&9GN7& E,Q8(.-]XK3_ &3];U#P9^R) MXA^)< B'4?&^IWT&I>)9M9N(Y$AN-TLHC7RP&5G78$J22N< + TKZ)T[6/!. M!] VG:CX=N_$-_:"ZB:UDMWO;NUQ@2*5)=XR!]IBM&Y\.V$F@W^E6D::5; MW*2HQTH"V>)G!#2(R@!7YSNP>>N:!'PU;?'[QG9Z=KFK:,\6KOQI+;> H=:N MX[>"U%E9ZW?SQ06L4)6,'RX _8[.G!0;N3MKL?B;XU\7 _4]=\>)<[C-K'A M^\\/>&1KPU1;>U2[U[5+&LD=M;*8]K6T;OA1 *@WEIOF? &/H'X; _\,\?"* MQU2X6\0]>NM1\MK[5 _%%Q'<2-'#DQJ2$2-$C))!"CYN2F:I+9W5U9 MV6HS6YWVMS/!',R$X,Y&()7/!!!H'8^)/B7^T5\7O"[ZUX?FOI)UZWT70?% M&H7@4VZ39""(:D-H!P\MRO0*<[1O(P,5J:IK/BKXK_$OX/WWBCQOK(@+1/$ M>MZIK^B:G1;7C;S)YO-9RI+923YK[/EL;:X^UF6W@E,R",8 MR1*QE3G",2#N7D\'BHKG2M/NY;;2YL[2X;U^;W,\"NT#8QF,D'9QZ8HL%CXM M_9 \2>*4^)OP^U]U2S06/Q6UWQ)XCU'PY]EC2VAT^+(CD;*F7SB4B(;?@#Y M<5O?"XQ^*\;>/K+1/^H>$]<\-AIVD>&/"&GV\#SZJ=3[':66.16-::M^ MT%"]JJ,3S7UO%86D3VIPVUM$T*E(FC@52BMC*]0!M!QR!P:8^D6#FFIM86< MFJ0@I"\9?:?&&\N'[U?74>L^#[__4S"+4?#]SXGT_lQ+B6W>^M25)V M,<^8AV[OE]*U=-DT^YM1=Z?)9W5O>'S6N;38Z7/R[=S,N1)\HODD\<46$?&4 M/Q3^)/AOP9IEUK'Q0LX[+Q3JNEZ)=:P^HV5_+X>ED66>[N5DAC$,*R1HB11M MO"EP2-3KM_XIBUOQ-+8V&MZBBI/>V-E$L$$C!$13DE\-@; MA@D9KWF'POHEOID^GPZ)ID6G2L'DM([&)8)"#P60+@D$<$BM""TBM(U2WCC@ MB&2L<*!%'C?E#D=\TXKOV'.,4UL]= _?I5"%24EW& M/I4G@S_CWU//^GS\?B*B9=VG:1:[Y+@@JL:,\TN%=AM)0''K]UZ[H&F>*=-ETS6]/L]9TR?;YMC?P+- M Y4@J65@02"1Z5CWGPK\%ZK9)9WO@[0+NT&]5M9=+A:.!V5F 4K@99%)QUP M*=@/BBZ^-OB2_L2"GB^^N$\0ZKX*\,ZWKVD:IJM]+:^T([R_33-.O+A!A4'E MEY20!N4'&-V:F^(WC[O)JG@CXL>&)/C/=^)+*Q.@^'QKT2VMK"VH7TX:[198 MEP$6@<_*OR[B>:^Y7\,:1=)&I?#-Y&BRV=O90/97 0D+N"C8X7!)^Z:D9\N:_P"- M]=\$_$'6[']3O%MO)-;WFA?#[3_&NJ6E]\MDEQ%)=W-S(RA5=@@C5%8A"V#C. M"Y8* KNI7#,%50&Z@ M8J1/"N@:9!;^7I>DV,-C:FPM?W$4*V]NV T,9P B' RHX.!3V ^<8_C[XQT'M]B3P_P".GGCUCQEK%PFFV6I:B(HH]LUZ\,%U.>(T(A56+-A=V-U<+XQT?QM\ M3= ^'G@CO'XZN;P>)/'*B"UAGL=3N?[/M;]<+> _LY^&KGQ%: M:S87NJ>'I=/T^;3]%M-%>&VM=$\X*)Y[2(1X6:15VEFW<$\&=+U2_CT^R2RTNRC96>TGDB2..1UB:.-"?+X^X6 M6N\'T'XI^-K[6]%\"^)OBU9^#D@T:X\17/BJU:RN9[^)[PP6-G]H*^1))'M;S MFB3YSA5"]:^DM$^#GA+2?AUIG@>?1K77O#E@/EMM=C6\)Z4LSM-(7!#2,[LQ M8 -/"VF7@O3\-=3U?25-8<6.T)HT$(.F6.%4 ><\@&Y?F\NV=LU]8_P#" M!>'#[ES]2^=*_M&YGBO+FZ%C'YLT\61'*[8R77<=K'E*=@U/C/3BI\9K;X4ZIK=SXPL&UG7FT?2M(MB-W8WXM]6NA=SPK;J+MO)W 0R%G.*^- M)] B\1ZE]BTV>WAM]+B]C@D<'W5_ ,?9%Y@.U<\,:^K=)^''A/PU8I:Z-X7TM32+6*Z6]2WL;"*:,A00LP"@8<9X;J*?[QP[\JZ[IMSI6I^%]&U+3KFX:^FM M+IQCDCEN6^],RD%&0]VZT6*U/E][^ ,Q$\+6_^,2<Q7ZK,Z=1K22TFC'F+*4C9'CE)8G#U[:\,/"D6MV>L]X7T,:S:6 VM2#41T(GAAV[1&K[?E0+E=HXQ5OPUX-T'P5:W%MX^$M7\:ZWX=TY+5[+1(UC$>F6 MJ2 :LF:1%=78LS+SBMN]^-/<^&Z:Q8ZGXQL/$NL3Z#H"3W6J6$-K:Z#]VI7M!B#AEPIACB4N?,)W,$)P"17U?;?"_P '645[#;^# #]O!>AOM4<6FPHL^65V M#@+A@756(\ $;T=1*Z-]\&H07VD:=?V^IQ)%?Q7-JDB7B(,*LH((<*,F> MG:BPCYN_9[U*UM?&/QU^(-[XLF\>5Z>MX-%A\2W4$(EN4M+=KFZ4&$*KHLC M8# ,,YQFN#D^+/QF\)=" AQ#K7BW^T=?^(]O+]LGFV.E_V-81*5)@LYIU\ MIIY%FCW/*&(5#M7(S7V78^$-#TO2+G2K+1--L]+NMPN+&"U1()@RX8,@ #]_M-N",8XJ#7 /AGQ1I5OI>L^'M(UC3;/9]EL;^QCFA@*KA?+5@0F ,#%%BK,^ M,/B+\;?B+HW@CQ%HOB7XG?X;UOPQX3M[#_ $BUMY6\1ZC?LXM$3<"]8Q%LM5C"%S(2X,T"KVE_%W5_AMX8\2_#/P[XCMM+UO2M1\,^!O#%C'$AEAOI(HFU"_M8))EG4M))\[#:-HP6E[]7AC1-0O+6W^R0375A"\D,/'[I6* MDJG"'CI4DG@GP[=:V==G\://KI*9U22QB-S\GW#YN-V5[/'%%Q,+-GRA#^T MGK]O\-O&/O;M_'-M+=VK:E%I/PV$$!2*VANA913W'G+()<322%@NU!H 6J" M_&'X]$'TG3]<\:VT3>-/$-EH=MK\]W1\^@#R7EOIO,MU$"B0!1!')N*\D MYQS]<6_P]\+6MWK%W!X:T:*ZUA&CU.>.PA5[I6X99R!^\![YZ]3447PO\&P> M'\.Q^$-!C\/&19SI"Z="+4R Y#F/&TL#SNZT6L*S/G3X(^+Y-$^"7QT^+=S MKKZW+=ZGJ TSQ+/!"EN^H6UA"+2SE(
"DF16 PJ@MD[>:R[^]\>6.N>$;#Q!X MVTC7/&-MX3N_%S77B.UM;;3}-U"6*.VLEC.T&-1.[$DMN8^QQ7U>?"NCC1Y- M'&CZ>-&F+/+IPM4%NQ+;V)C P.O-,USP? H/BA+L:UH>FZN+R%;2Y^WVB M2B: -O6)MP,Y_ S!3P#SUHU'9GP3XW^<_B6)\&^ -0-[?>.=3\ZWJ.MZPWB M*"""2/1I[&)+:2XW6@"W%G&#<7?G!HP6VI@-\K5]'_ !R\<: _\,/@SX$M=(\?V M]QXI\1ZIVE0^,]3B@$3+.OEFN6C&(O'Y;D*!T!09[U[):>!_#MC#'#:^'|(MMHH;-]/ACBLHU1+5CEH H&/+8\E>A[UD>*O@_P"&O&NH^%)M7LTN++#PVEP++ M13&C6#B:$P%982I#*]$A0,!:+$GS#X;^)7Q0^(_C'2_A_P"'/B1.^G7/B+5W MA\<#3+62YO=(M(8U8HF/+-/$R^!O%,'CYF/B74 MM1BU'P=#:6^-#T.UCG$EY(2"=RC1))O<[6:0*$\5]CZ9X5T;1I;.;3M'TI_M3YL.U%C:R6MJD;6]L#GR8RH&Q,C.T<9KD_&?P,\+^+]:URSMX3X2EUMA ;VI M>&HX;2]OX\$/#+*$)9'!^8=3ZT6*M<^()#M[GX>?"S2M0OKZ/4=9N?!NK^-[M^[N[&T^TB\U"1;6RVS>6LF0]RS\DY/ ^7 KT+X5^.OB?J_CS2O!GA75]\,^ M&O!6JVWA7^S;][L_+O(+.%1?/-;$?:9)93EHFCVHJC<<\FOKY/ ?AU;>*W_L M#37MX[."P5);=9#]GA8&",LP)*QLH*@]&YZT?\(-X=_X2K_A*(\ A']*_P"$ MG=?*;6Q91_;-FW;M\T -C;\O7IQ185F;99)=X4'83CGKBD9@'P!QC%*V[:Y5 M\G/2E,Y^^,C^54%FA%V #(X/2DX X>G\ )DYIH0JO7OB@=@XW$ZO/O4W@S_M (]M3 [*$W\Q4:]58\)X..8-4 [",_ _*$*3).AHHHJ0@8@ HHHH **** M "BBB@ HHHH **** M *X[7\?\ "=Z7GI_9]S_Z$E=C7(:[G_A/ M-+P_ P#$ON>O^\E-"9Y[^T!\2Y?@_P##V#Q>LZ6NE6.K6"ZO=2P>;Y-A),$G M=5Z[@",$6UGIF]:+<:CXCO;46X?^SO#D=DLUG!,<@^ M?<22QIO'S#$F!Q7UWK6@Z=XGTV?2]9TVUU;2K@ 36-|"LT$H# KN1@5.& (S MWJK\X,T&Z;5C+H6FS?VPJ1ZF7M4)OT0;468X_>!0< -T%-E,^)_"&M^+?A_/ MJMY_PET/A[1O!'PVM;^\\(06"11S7EY"]P\42F1I%(D*9PF64N4ZJWAO4O' MWPA^$&K?#&_O]'UVUA\)Z;#I=-2);+4-3NQ$UDZI+;_89;R>R1Y7M^/W+,1DIP/E/%7O)O"&A7.HS:A+ M+&HB>G2ZC-+#?3/&>HRVVGS37,RP1-B,$R2JB,5#<8?/6OIVP\&:!!.Z?]BT'3 M;/\ L^66>S\BU5/LTDN1+)'@#8S[FW$?>R'[?2/ M#&E:^-5-K9^&'C3[1=F*($2,X:48V _>X#''%>\V_'[XD^(?#OQ#^'G@[PWXST M3P<=6LM1U'6-:UN"&8PVEM&@62*.1@&D,CYQTQO)X6O:[/2+/3WO#:6=O:&[MF-S<&% AGF(:1\8W.0H!8\\5PGB3X#^%O&WQ+?Q=XFTZV\39TJ'2;?2=4M(MI[6V5)FE,J!@3O9FP3Z<4K#/FSPO^TE\5O$?A5O$UUJ6GZ+HWA3P=#XE\1) _M8R/<:I/+.;5$4M^XCGMHXY&(&5W?+UJ*3]WXA>&KS5/M?CCPWXIE_X1S3+ MV:"UTE(K;1M4U*ZCBMX'F1SNAA1GDR_+8&XC-?97 _*:+:*C:DR:)IX;5(DM[\ MBV3 _$J-5V+'+QAD5#M"G@#@5C6'PA\"Z5H]]I5EX(\/6>F7L*V]W90:;$D- MS&K96.10.,H)R >E(D^&()45C "XH^+?B'+%8Z'XC\/ E36UN_&=W>3V,5 MS+?&ZOY(+2W6*=U!!CAW((@RO,84#=S]56GPF\$6":#EKX-T&V71MYTWR;") M!8E^7,. -FXG+8Z]Z=??"[P;JMWHUW?>#]!N[O1D2/3)YM.B=[%,42%BN45 M2 0!T/2@]Y\)?!_XP_%?XO>/=)UBTET]V"W.K7UMN?TKX;>$]$\17GB'3O"VCZ?X@NM_GZ MK;V2)M=*@Y(QVQ5(3N,&W:,T+L<'[V,T%6^3 S05*J0! MWZ4Q 2IR"..]!*C8,-STI60\X'.*%4L]<]#;E"X'?FA]V'P.<\T#%WJF M%QSC-("HQ[G%+LSCCF@(W&>?K0(:%1-[>_)I?EW'N<8!][7:VXG'4]*&W9QLX MH"[Z"87Y/E,12;T=3][[PS2_-O7'XBAE<#=CC.,4 *KJS.!NR.:E\'?\>^I_ M]?\ /_.5%L;YN-S>M2>"P1;:GG@_VC/G\Q4L1T5-9@_M.K@OB\ #_5_'%Q8 M2:9XSUCPF^GAYH?[+"():CCRWG5@?-C7!S"<*V[DT@.Y$RL<#DXS2^8-V. I M7B/Q7\V-D _Q!\=:YI_B.Y=T5K[Q)?MH]IJ%V9"Z)+)"?W2$DJ]#*X 4YK MQGX+:YH=W^R/XC\$:CXPL?#>H7XU_3+2XOM2WV4(1V5FM)RVZ2RA\U)-V<9 MYH ^U=XSCOUQ[4WS%QD\ =2>E?FM;::!!KW@>/X:^'QHOA_5=/\<:4D?BSP-] MEQ/IU_?-IUS+ 4>5F8-&\<:R*&8::I5EJ4 MGAF'3U,D4=Q??V?/)JHO\;ZZB@#D5&K*N/[$F/. M?^/J+_&#8ZKS_P 22?G_*>8O\:ZVBD!R6[5LY_L2?Z?:8O\:1AJQQ_O)IN# M_P _47^-==10!R+_-K.I'!B3#/_$\O?XTN?VJ[@^)-Q_T\Q?XUUU% '(YU;G_(DDW/\ MT\Q?XT[=]W7^Q)O_*B_P :ZRB@#D6.K-@_V)-Q_P!/$/\ C0W]K%(? M\:,ZMQ_O))N.?^/F+_&NNHI G_\'U%_C76 MT4")",!648*@8/ -;WBC5[C0]"O;ZTTRXUFY@A:2/3[3:);AA]U%).!D]S MTKR+X7^'[/XLVGB2_P#'.BW$GB9I6TR_T_4T4)81[4D6&UVL=]!71O-!#,WS M<<4P/5=+\#Z'HFF66G:?HVG:?86,GFVMI:6<<4-N_/S1HH"HWS'Y@,_:OQ: M'80O&R65LIBD::/;_H,9? ?QCKWB*WU"SO\ 3-3?0[1Q M_9&OZIL$M_2R[9%5CETQC?_ !C!(!S7K]Z.P!1110 4444 %%%% !1110 M4444 %%%% !1110 44UB0N1U]ZX#3OCOX U?6]9TBU\6:5)J6CPRW%_"9PGD M11DB63'[/6]!U&WU?2;Q2\%Y;N'C< D'!'<$ M$$=CO0!MT444 %%%% !1110 4444 %%%% !1110 44WYMWM07 #0 ZBH]WI MM_.G;CZ&@!U%(.E+0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!11432%#R.* 'LH/6O.OA:/^*K^)1O\O]OJ,]L_9+?/\Z] 68G^' ^M>><^*O M@/X!\;:Y<:SK/AZ*ZU.X51-<)%?!L/V/3XN25S(^6F(SU=:U4 M+?&[&3G?X%/O'Z5 MX3KO_!1KQ1?M_P 4]X&T?3(.GFZYJWGMUI[$!C([9XKVPW^P3\%O#T,:OX1 M;6958-YVJWTTQZ 8VA@I'?&W%+=]_I+7PDR&'PU\-9'KIT?\A7HTJN7T_CIR MGV\TCRJU'.*C_'=2,\ MUOJ\3XIN_P!NSXPWTF\WM?"5JO58X;6:4' @1DJW M9_\ !0#XJ6>Q:[PIX1O4!^;8]S"[CV.6 _*OHG7OV$?@YKBNT/A5] N3)YGV MG1;^:W<<<$8W%0O/W0.5Y#XY_P""=NJ6$4LW@/QI]H R4TIQ1#YGN,7$8# Y M]4->Y1Q.2U5R5*+AYW/$K87/*/OTJZE\OT.F\'?\%$ "IS)%#XS\+:QX5+$! MKZUQ?VB'C+,R .H_X":,F?/!/Q\, $C1(M6\+:U9ZISX_?64@?:3G 9>]'C MHP!K\[?%OACQ)\.1=_6FC7'AC4B=L+7"@VUT!QF&8?+)GT!S[5G:#?:CX. MU^+7?#&JWGAS6H6++?6+[=Q[JZ?=D0]U8$&NRKP]0Q,/:X&I?RW_ !//I<1X MC"5/99A3^:5OPOI?L=YR\$9IZMFOE#]GA ;-M/"] ;^$O'?V70?%A7_1KZ M)@EC]FT#(0L?W#_ GM7N7A/XV^"O'/C/52"OAW7[;6=7TNW2YO4L6\MR*%6;: 91\I/50217Q-?#U<--TZL;'W>'Q5'%4U5HRNF=_1117.=04444 M%%%% !1110 4444 %%%% !1110 5X;^U5^T'<_L[>$](UFVT2/7'OKW['Y4L MYB"?*6W9 .>F*]RKXI_X*=\)*KPH1U_MH?\ HIZ[\!2A7O4*4UHV>;F5:>'P ME2K3=I):'GI_X*AZKW^'UG_X,& _^)I/^'H>I?O?#RSS _A%O_B*^(3]XL:8 M2&.37Z1'(\!:6G^+/R__ %@S! \+S\$?:D4_NBO;W:VGX(_M:/X"?$R;XQ_"[0O&%QIZ:7+J<#?LO?\FR^! M_P#KC) %NB^"]*DU/7]6LM%TZ,A6N]0N%@B!.<#"X\6F/[E^8F3,'X..%/VJ?A)XVU=:=,T M?X@:'LU\0 "[O-KOQ@\8^#--\4ZMX \1: M2;>33]1*6TNE:A(L4-MDZ@KPDLKR7.=L48VI& 6^;FOMQ%" = ,"@!U%%% M !1110 4444 %%%% !1110 445@>,/%VE^!/#NHZ_K5VMCI>GP/FZ3:8W2ORSN?NHBC MEW8]%%?G_K7Q.^G[?QO!F\%^&YIO!G@&(+)J$<3Y*0;AMDNG&/,D:'R0*=N M?O9 +5Y3\8OB[XJ_:O\ BI8?9+24I<70L/#7A_>=L =L"63&1YC#YG;^$+C. M!7Z9 _#X'Z\ _A[9>'-+FN2//U'4"HWWMTP&^1O!G/"K_"O'O7O5,/'+J2 ME5UJRV72*[^1\ 1O.LQX25+2E'1OK)^7D7?@O\$_"GP)\&VWACPGIJ6=D@#3 MSN 9[N7O)*P W,?R'0 "O1:*%%MMW;/?2459!1110,*CD!*$#!/O4E% ',^ M-!&@>/_ Y=:+XFTVUG29U_>6MT@9<@'YE/56&>""" QK\N/B]X-T#X7_$ M:?POX4\50^,M%(+IY4GG7&E,/^7>>11L?_98'<,88=S^M$T2S121L,JX*D'H M"ZM$GC)!V-QDCH7\UK(\4?\ !.WQ!\1F*?$&/49$Y2 MV\16>..2,RQ'DDXZI7TQ^S=*;CX+ !00/"=_<07>]6RR37UU; A)9Y)&D?& M>2!NV@GJ%KWLZS?#8W#*&'>K>NG0^?R+)\3@<2ZF)6B6COU?]=CU%*?117PY MJX%%%% !1110 4444 %%%% !1110 4444 %?&G !3G_DE7A/_L-#_P!%/7V7 M7QE_P4[S_P *!*$?]!H?^BGKT\K_P!]I>IX^F \U^OH_$T.!]LTJ?=)]O _FYZ^IJ2/[!],BIUN7'1GZW_L0?\ )LG@?_KC M _$E[?O7-Q8V^FW\T\-D-T\D:Q,66,=W*@@>] M 'QK^S5X?DOOB%\YK>RU"/P_P"';"=-)UFP^'LNCPZO;R6Q1);N[>5AM9=L MBJ$&]B&.*^[*_/O]E?Q8^C_%;P7X>AT[6]"T>:+RK+3[SX@3:HL\$NG_&R! MFL7C707'[3&@6UQ\28Y-*UJ!/ MMBNH7LMU9&%;R,B7FV#*$US"R[B ">G'- CV.BO#[G]I*?2O#FD7FJ>!M9LM MH$N+6XBD:.6*102 RNA'!QWH ["BBB@ HHHH **** (GR_ CSQ?;> O" M&M^(KW_CST]RFO91W940MM'N2,5^)FK:W> ^)+O4M(_B->V MYD31\Z3I)/W5F= M6?[[2]3Q\X_W"KZ'YO-U+>M)@'FD?Y7QVI&^8\"OV..Q^)V%X;CI3T^Z5]Q1 M>M.Q]*D3=L/3J/YTWL7!:GZX_L0?\FR>"\ KEK/W/ _P"ZT_\ "OR04445RG<%%%% !1110 4444 % M87C-;K_A$M::RU"+2;U;*%OVTN0ER5V12R;U<;5V#8,\U[W^SO\ #.]^% _@6[MM6$*;[K.KWVO:E':2- M);Q7%U,TK1QLV"512JYE2:]290>HS1@=<=.E #]*** "BBB@ HHHH ^;/\ M@H+X@?0OV8?$4$4@675;FUT]1@DL'F5F48[E4:ORKU<+%I%QL.0L9 (Z>XK] M.?\ @I)$TG[.\+!"8XM?LGD8#A5^<;C[9(%?F3=PM<6MQ$$Y:-B$[9QVK]'X M;7^QU6MV_P!#\UXFE;&4;O2WZG[??#NUBL?'AFW@C$5O#I=K"\O015$2@ ? M0"NFKSC]GQ2GC+X'> M729KDW&B6OF2LH!:18U23.. =ZMQ7H]?G4U:31^D M1=XIA1114E!1110 4444 %%%% !36;"D^E.IKYVG'\OP* //(%WQ^D\"?$?3 MM UJPAJUEX=U.[.G67BD-');370@:&-4M/$%[J5M:6>E"6&=IK:,%;E:PNC$)$L#!WSRI(3[O1=3^'?Q U7]HN MS\6:II6B:MX5TG$&A*VHR1OIB2)BXN?\)LB6Y?)4$L%5>!R2:\U\3?LH>-)M M0N_$?AI=&\.:YJ=[=6YT[3KJ6RM]+L6P+:2-X5!DD1U\]T.%=WP,*@% SWOX MI?&@^ M;T3PWHGAR]\9>,-966XM-%L)HX2+>+'F3RRR$+%&"RJ">K,%%8.M? MM/.3X:\6 _#?PUK>BZKH^K>,SL\B>-=VDN3LB6YP2/WLH,:D<$U\3/AEXQM/ MB+X<^)7@:9J_B/3=)DT+4-*U>5K:*_M)'63>DRJOBD21 V"I#*Q&00*\L;'M:LL?$#XLOXXU_P 3^-%T3OJ]-O:VNF:,X=#OVHK/Q5\39/"LWAC4M*LIM:U'P_INM2RQ207MY9!FG0HIWQC^M688;%>*^.OV32B3XFT*3PW$^@/:7FMGQ#8:^+^XM[SPU=3S1W%]%&D:@7.;2 M)((RQ5@LGS=*ZWP5^RKKO@GXMP?$:QCTHZ]<>,.=7NM2$DKLMQHMZS,I&00EQ M&P1AM R"ZEL&@=CZQHIHX4 _I3J!!1110 4444 %%%% !7QE_P %/!N^%/A. M>NM# _P!%-7V:7QI_P4[.25>$ ^_PT/ _$4U>GEG^^TO4\?./]P[^A^;!'S8 M]*;]WBG]KX]D1^)U,;:F RI)/I .HJDC^Z1 M#^^=2[WL7'<_7#]A \ MY-C\$ \ 7*?_ -'O7O5>#?L/?\FQ^"?^N4 __ */DKWFOQ3% [Q4]6?NF" W6 ME_A7Y!1117*=H4444 %%%% !1110 5PWQ=^)/AGX7^"[_5O%-]IUIIYBDCCM MM1N8H%OI/+9EMU,A"EG"D;371@$C.>A /ES]CZ72?$7Q.\'Z[:+OAS>6TMG<2Z7X3L MQ$5]?ZCH<4L1+06L4LGEHR_=D(3A5(7 K]!:^"/A9XY*^&/$_@34M0^)W@+ M5M3M;57ETGX?>%%?4=6F> P[)IH]S+^\8OM"Q[F'(X'WJK9)&"^>U QU%%% M @HHHH **** "BBB@ HHHH _:,\&R^.OV: '&GVT1FNK>S7484!(RT#K*> MG7Y4/%?DG;RDQ1W(,\RKP1W!_UZ_=ZAN(WBFC$L6D M3MR;.<[N!Z+)OR?]L5]IQ\((@1X)^". FR6?A'0H=/:=1]IO6S)=7)XYDE; M+-ZXX ["O2*^>Q56%:M*!!63=SZ3"4IT:$*=25Y)6;"BBBN4ZPHHHH **** M"BBB@ HHHH *^_ P#@IT2/A1X5Q_T&1_Z*:OLR MOC3_(*IXVN>QH. M/K7I*MC\48H(%2#4)4Y^[N'\ZBJ1>4([[AC\ZBUBX+WD?KC^Q! R;'K(ZY7' M_I1)7O->#?L/_P#)L?@G_KE/_P"CWKWFOQ3%?[Q4]6?NF! W6E_A7Y(****Y M3M"BBB@ HHHH **** "N:^(L^FVO#0+P+A+K-G)L.C1Z9V<"*9)X!$ODC50 M1EF7(R*Z6O*?VB-5\5Z'X(L]3*P:E=FQU:TN=6MM%17OY=.1\W"VZ'AY,8 M^7J5W Z//X732H#7GBB/4-4DWZ.#:>:JQ*?@2 MU(B7:0B,"I);K^B0Z5\N:!\2]#^)_P =OAW)+M'FFT/2[.]B\0ZN?#YL[>U MM6B)M[02S0JXD\X[A'&< >9N'-?4E #60.N#TKR:X_9D\"WWB'Q%K.H6NHZG M=>(;>2SU2_ U2XF@NX&! C:(OM"KN.S !0\K@UZW10!XE#^R3X$A\.S:87UJ M74)+R* C\0S:K>]JMO/"AC@>*Y)+)Y<9**.FWJ#$T7!/@/P)I'PW\+Z?X>T*! MK;2[%"D2R.TDC%B69W=LL[Q+.Q.2372T4 %%%% !1110 4444 %<_XB\>^& MO"$\$.N=:=)T2:92T4>HWT5NT@!P2H<@D ^E=!7SU^V)I6EZYX,T[P 'X;TS M6_&7BR[3PYH]S>Z*_$]^"I+ZZT73M,277[>VA,:6FFRI;VPL9+E29)A(D 8*>8 M8Q*XRS"OK[]G_P 92^_ ACI.IMI%OHL,;365O%9;OLD\$+M%%-;;@&\ET0,F MX[3TH]-HHHH **** "BBB@ HHHH **** //?CK]]]H7PRUB]TV[ELKR-8] MEQ"=K)F10<'W!O7R5_PMCQLO/_"6:L/^V]?5/[1G_)(M=(\ LQ_^C4KXIV\C M'I7Y/Q=B:]'%PC2].*Y>CMU/UG@_!T,1A*LZM-2?-U5^AUO_MKQM_T-FX> MW[^C_A:_C7_H;=8]_P!_7))IAZ=A=W&%/]FOAO[0OG_/Z7=2\'3_SI[^R\%_SY MC_X"O\CK/^%L>-NO_"6:O^$__P!:OH?]F3Q1J_B?PWJL^KZI/JCQ7:I(\^] ME&W)&?K7R9[GD^M?4/[(^\ A$]9P\ E^7_-!KZ[A?%XBMF*A4J-JSW:M;O7@L-\MIE?^^TO4\:,/]PJ^ MA^;Q,V4J>@.*8>#@E^$=&O-7UJ_@ MTS2[2,RW\W=2(XE'=F) %<5I_[0/PUUOP/>>-+?Q=IU1=A,A96F>4!@/]2AZ8H]_^(OQ<\" "2WMKKQ?X@L-"BU!BD(N&)>X(7G" M*"S #J<8'K65>_M("S1=5T+2[GQOHUM=:S!%-IT8G^2:)V*1L& VJI88&2M.>*^6/"\OQ'\$PQ:EKOA3Q5:>)7\,6_A2#Q+HNB+K-QIMQI\[J_^C2'#0WJ& M.191PS=2,9KG[CX5_&#Q?X:U+6?$'AZ\M]2D*):<;. X=M-.BBBUXPWLTLUB MCIS!+Y.QBL\3;30!^C%%4].N5O;&"X6.2!9D6013+L= 0"%8=A.%7* "BB MB@ HHHH **** "BBB@#S']HWCX1:Z?\ 9C]&K7Q3T7 Z'^=?; [1@S\(== _MW8O _$:M?%*GOWZ8K\=XR?\ML%_=_4_9N"/]SJ_XOT#^+W[T>XZCI2?TZ4O M\CUKX$_107[O'2OJ#]D;_D5-;_Z_E_\ 0:^7_P"+/?TKZA_9(_Y%/6?3[:F# M_P !K[^A/_D9Q]&?#\8 \BM_XD?0"]*=34[TZOVY;'X8%%%%, HHHH **** M"OC3_@U_P DH*?]AH?^BKK_X*=O3RS_'VEZGC9 MQ_N%7T/S?]6[FFT[^(BFU^QOV/O1 N-O-/0 H1_M#G\;94D?RJ77(Q^'=)KJ7 M#21^M [#_P#R;'X'[H9__1[UW7@W[#_/R;#X'_N<_P#Z/DKWFOQ3%?[Q M4]6?NF"_W:G_(5^04445RG:%%%% !1110 4444 %%%% !1110 4C$*,GH*6 MJ]V_EVLK"01$(V)&Z*<=+30 _SA@?*>>@(Q3@X)QW]^*_-^\U/7O@3X%Q_">H M-<2?

$;6+"TN;_P ;:-XCN+Z&?3I=3BBGG(<@6C[9OE95VD=#D5]0_LUK'X?^ M('Q9\%:5]]W]_A#P[]%D-*%W=-=M9R36WF7%LLS$LRH^#M))3?@T ?05%%% M!1110 4444 -(!ZBEP*1LXZXKD_B/XZM_ASX3U#Q'?6]Y=6&G1^=%_$MC]VY M>84D"S1G&?EB;##\][>)F)Y.1C-5*,H.TE9BA.-11-1114EA1110 44 M44 %%%% !1110!XS^UMXAC*_/O/]TEL;D6Z0?
N@^POF9!C/;&:_(?M$1= M?^$=F/O]|'^%?H+^W7\G[+?C5E^5MEMS_P!O$=?DBIP>F:]W+^&2N>^>E>G_*@<,?\ 0,OOE_F>1_Q$7B;_*"G M]T?\CV?_(:(B"\'^'IL_]?
0_PK[6_8+\=Q^.O!7BF5+!I(VNI)$5>3?DF('(MP!7Y?D^U?HA_P3 &'?CG\ T%XO_1(K@Q_">3Y/1^M8*CRS32O=]?5L]++^ M+\ZS]NL)C]G3=W:RW6VR/ME&)SQ@#I4M1Q'Y14E?.
['U(4444P"BBB@ HHH MH *^,_\ @IV WPI*@]]9&/^_35]F5\:?\%.CCX4^%#Z:T/_ $4]>IE?^^TO M4\:,/]P]^A^;K<"I1NVC%(W/S=Z0X//?TK]D/Q0!\E2!MJD^X_G4?UJ0$%2 M,<9'/XU+U+CN?
KE^P_\ \FQ^"?\ KE<'_P CO7O->#?L/?\ )L?@G_KE+_WBIZL_=,#_NM+_"OR04445RG:%%% !1110 4444 %%% !11 M10 4QT65"K_I&'#R"*?
10!YWX>_9^^/\A33=^/AKH<6C^%]'M=#TJ)FD6ULXPB;V.6=N[,>[$D MUTE% !1110 4444 %%%02SK"F^0[%)()]S0!Y=^TA;W@F/7UT'XUX
MS74=FL<4JQ1O._W6D7MQ9^+=]EF8Y=A* M;G6@I5$]#YG-NRV"Z8UTMU&";= M7+JF,XX8UT$?BG2OUO\ V[?^36?&O^[;?^E,=?D?]XXK M]&X9_P!VGZ_H?E_%/^\P_P /ZC@!N!/3TH_BSVI&(
P*<&VC;7UK1\4,W9K] M$?\ @E_SX!\<_P#87C_]$BOSM/RU^B?_2_4#P%YXQWU:+_ -$BOG.(_P#< M7ZH^IX;_.1A'T?Y'VQ%]T5)4IE?^^TO4\../]PJ M^A^;_P#&3VI"F?>-.SSM[TE?
L4=C\50G]#4R]>I5X)^P^?>^,9//'O%VUU,EI&62 M&0.0-Y)Q7US7YR?\$QBK_$+QZVT?\@NV&%&!_K6K]&ZI91#(V\!";DH]7QJ M-9O//O\ A0G!0<^BV5M,H44450PHHHH *****
"BBB@#P']NW_DUKQK_N6W_I M3'7Y'LWS9 Q7ZX?MV_\)K7C7_?K;V"BBB@84444 %%%% !7QI_P4Y_Y)5X3_P"PT/\ MT4]?9=?&G_!3O_DE'A3_+#0_P#13UZF5_[[2]3Q\X_W"KZ'YO<*N2/FIBT_
MW[4VOV-*Q^)H0_2GQ_=(/=AQ^-,]N!2]C;@?>)&?S]6]2K[GZX_L/C_C&3P1 M_P!#?L0?\FQ^"_TRN/\ THDKWFOO3%?[Q4]6?NF"_P!UI_X5 M^2"BBBN4[0HHHH **** "BBB@ HHHH ****
"BBB@#)\2>)-\):%?:QK-]# MINF649EN+JY?:D:CN3Z]@!R3P.:R_'Q*\-?%'1?[7\+:O!K.G>8T+30Y4QR M+]Z-T8!D89SM(!Q7#?M2>&M6\2_#*W&E:1+X@ETS6=/U:?1H2/,OK>WN4DEB M0'
9MHR%/7:CK6)^S?H^IW'CCXK>-KG3=1T32/%NK6UQIFGZL&WN/+AM4B: M9HCRGF,. 0&(3- 'OU%,9BJD@;CZ"H3TK?\ M?/\ C1]IDQ_Q[2_^,_XT 6:X3XZ+_A_P")-"M(?+N]2TVXM(9)2
@=XV5=V.0,F](@[3BWW1S62)=F?B! M%_J8L2W5,E2K7U3#^P $X/BND2!KS0-P !O=.1_Z#2_\,W_BJ.EWH'_@2W_Q M-?KDHKZH\A P3>^*<3"U2X2.!KPWX4UJ.*:5-.CE69K1]?5 ME=Q@G!/#>E>H_:'_
,?:7_OW_&ORC$R4Z\Y1>C:/UW"1<./3C)6:2_(LT56^_MT/\ \^TO_CO^-'VJ3'%M+^G^-.](\1?'CXH>O M.G@J7O)HU]K$OB_P]H4>N?V4$6K2;60+*"'PO1HAL)/(^]0.^S]P]:.:55\
M$GZC,.!'VS%+%N:Q/B7I>A_'CX._%;XT MW;7US;"Z2V\)31WLJND%G 8X6F14=0?,D:8D$'IO0,^]O+ [M^=12RPPE%DE M56<[5#, 6..@SU.*^??C.^D?LO\
[.5_IO@2QNK:]U.Y32M$T^WFFO+F:]NW M"8A,CLS.%WNH+8^2OEB'QA.(PM];Z9<6 ML\MK-<*$[6/.B LV,H.X'% 'C]*O-A,AB$@$H&X]"-V.]<=<9J;(;H:^"O#7Q
M[U:\O]5\=:UJBZ;JT'A$::NKV%@D\=V5UV6VAN(8'D5,3< %G"*:O<;KHL&A+X^N?2 T M&@W-CL$)%FTT=Q-*>(\E7!W8^\ ;]VH$(3@5'%-'-N\MPVTE6 MVD'#=P?<5R?Q:\=I\,OAGXF\4-
'YSZ78R7$,.UF\V;&(H\#GYG*KQZU\)^!_M&'Q _9X^'_CO0GTW7/!7BK6:'3O$&G3Z^\&HB: >ZA@U29$1F7!,R.(V.X#Z M4 ?HYD49'J*^.K[QG\1H=9?P#%X\OO/ _,+$B\/MXD?
386NS83:2]Z\:KMV* MPE&U9.?*N!S7+>& VM?%?A_P+%?2^, $$=B+KP/JMQIE]<:<(UO-9M-0N;=,8 M4[I#" QC VG.[@]U2%50NQPH&2>P YS5#3-9L=7LK;^L[Z"[LKH P7$$
MJO'*#G!5@2#G'&*^+XOVA?%MY\:O VEKJUW=VFHM::3KVD7?D0HKSZ6+AI(+ M94\XIYA#?:2X4%S&%P :DT>&6/\ 9Q_9,C198BOC/2-RJ"N!Y5WD$8Z?6@=C
M[:\L;LY:\ZKS7EM!=06\ERD=Q/N,4#R -(%P6*@G)P",XZ5\-Z+\=/BWI7@V M'Q5+XAE\3:AK?@[5]8CTF728TAL9K:[CBB>-4 9MLR6:W4374:"1[<2 NJDD!BN<@"'!JR53/+=>,M?
G5>)YH8[.::SW,YN-TAC\M-I(VR,C>4) &!*YKIM$^+/Q@\67 M/@SPQ-5[L[!-4TSQ#[!UKP\+;4VECLWC^R(\X01F10Q638]IN,F: L?>0PHP
M#1N'KTZU\2^"OV@O%WBWQ18SZ_XM'A'4$T;3+W1/"\-@CQ^*)+BU,DYY!8DR MKY0$9'EX/?&+XB_$_O%]T^OZOH^]Z8^CI>S:7'JL,]I9Z@7P8UACC0 MV\.T;3')O96&=W)H
^O994AC:1V5$499B0 !W)/M5'0?$&F^*-+BU+1]0M=5 MT^;=Y5W93+-$^"0=KJ2#@@C@U\ W7QK\1Y#>86+^9N'(!KJ2^!&COH/P9\%6;SB=H])MF\O; M=(!AHU8#8@"C ..!SC)YH
[^BBN/^+US-:?"?QK<6\SP3Q:)>R1RQG#(P@A"\6OSQT6\V>"O" AK_A7JG6_P"U?AYJE_XWTA=6 MGU&S(33-\4MR#*Q@H6$&F7]Q=2S02R30,D=SY$*@QY229E::,D%6-3^#/VK/%V MOK\(-
:US4--T?P_XFM8K>\BTZWBNKFXU(W4T*QS0F3S8H)4B^6:%757WIOEO M0!]L@/.XC'O1Y8[D_G7R;^RE^T+\1?C)XVD.NZ98)X8N["Z*1W=EYUA<)< M&-8TACF:WYU\,_$'IH/XR>! M+
[PSHEEJFC;_K6I^'D\4K/+%9:9:S-*]BQ9KFX0>4B@ /&3*=X) YZZ+]I M;O=IWC#7_"?B Z;HFI>&QJ6LZ]6>[FUR+71Q:K+82*@8"1C+-L,#\@Q?P-IG- M['UL\D<)3?($+G:H8@9/H/>IAH;B'2'L
M[RZGL9OL=Q>7T4#0F"VG=_+$E S[^W#UHR#WKXU7]H#QTNMP^ M"M2\<:X=GM_$6L:3=>-]1T^..*1;."VEBC,+2+&CN;D@_-]V/*\TOPZ_:-^
M)'C7X[C0XK;3+CPS:,Y/I%Y&D]E"LUO'"&6]@1YA=.SL0X41LFSH3C- 'V5U MZ4M10,&A0CICM4M @HHHH **** "BBB@ HHHH **** "BBB@ JGJ.FVFL6.] MG?VL-[9SJ4EM[F,21NO<,I!!'L;N44
96I>&=(UA:<7^E65[!G6$7%NC^6" M,$+D':",#CM23^&-(NKK[5+I5C-<^:'/YKVZ%_-C!$;[L9W*"0K=0.E:U% & M!J/@3PUJ\DW_A[2[Z$7#78CN:*.1?.;[TN"I&\]VZFD7P7X4+74!X=TD7
M]JD<=O=?88O-A5!A%5]N5"C@ 'CM7044 4=/TBQTJR6RL;."SLUW;;>"()&, MDDX4#'))))ZA@\-Z1;:*NCPZ791:2J[%L(=%PN<[1&!MQGG&*U** *5[I5 MEJ+6S7=I!W:;,89 " ZY'RL 2,CFLW6/
WAOQ%+++JN@:7J4LH42/ M>6<FRV9MUM#;M:1F/R5.5BVD8 MV \A>@-0Q> ?#$,5I%%X;TF.*SF^TVT:V,06"7 'F(-N%; R.<5T5% .'.2? M#WPK//ITTGAK2&FTX 64CV$1:V .X"
(E2&1=\%]$_$FGR^(=`U#2=4L80TVF@VO&RD95T(R.$'@B MOF'XA>$=#3/#W^BV5WJ?FLH65$?$6\9CI\9K MPS2O'GBVX\8>$=-\2>,/%OA#2]$M?#/]I7T.]Q:V%BCVJ2SP7:PQ%/,N'.P-
M,R;=W3;B@=C]&%M[:,!E@1-@(7$8& >H''>HK2PL;!4BMK2&@*W$LJ0Q!0"> I M XSWK\W?"'Q&^)^K:)XMU"P\7>+6\8W_A[[5IVD74MS.M^CZC&;K4+"%HQ$ MJ16S&-5B+LI^9>U>G^!]\8>,
(O!.DV_O*\5:KX6U3Q7=^9JND7-[% M[^1+=7,:R21F<)AL<H0"6UOX[U@;!06!61X89+A3Q\K;.] C MZ:\->-_ OC74A%H&NZ#KU_8Q;PFG74-O);OGC/R$E0S@@ MGF.Z62..*
[GU8@9/XU\):UI%QX%^ EO>:9>7G@6__P"$NUEYXM'L9[2XU>!; MZY:.R%W;1-) 7# ODC:O 7I7VMX"O+C4?!6@7=W9WNG74^GV\DUG];;[!!S& M!:.5OXI%)POQR:!FLFE644UQ*EG;I+
<<3.L2AI?]X@9:\;M*HC4*H 4# X M%/HH$%0S01W4.D4L:RO2 JZ, 58$8((/!!%344 <[H_P_P##'AVWO+?2?#>D M:9;WJ[;J*SL8H5N!@C#JJ@.,$C!J2T\#^'=/U*XU&UT'3+:4;F/R9KN&SC66 M5,
;68#++@ 8)Z"MZB@#EX?AEX,M].GT^+PGH<5A-*LTMJFFPB)Y!T=E"X+# M/!(S4]OX#\,VNH65]#X=TF*^LD\NUN8[*)9+=`M#U:ZU33M"TS3]3NMWVB]M;2..;;+;FWNH#-
EN>3UJVN@Z9'ILVGKIUJM MA-O$MH(%\]0.27W+C!R22>,>]:5% &!K7@3PUXDCM(]8V:5]L=H,6NVLPX.1QO7T,>5KEO$/P MV\->*[Z,]U?2;>_NE01K-
*#N"CD#@^YKR\RH8C$8=T\-4Y)=STLOKX;#UU/% M4^>%GH?/7QE^*'B;4?V8="\10ZO)H>M7?B33+62[TYC%^[>_2-E_W67@COFN M,\=_&?Q?XK\2^$==NKO0K/PR-7\2PVNCZ?
>S1ZD5L]/OD"W6& ^9HBQV &/= M&0#X>^&IO#L.@R:+9SZ-#,L\=E/$)(UD5PZL <\A@"#V-947P/\ $?B M2[\0CP?HW]NWAE:?4#9IYTC2(R2DMCJZLRL?X@3G-=F'C4A1C&J[R25WW9R5
MIPG5E*FK1:=EV1\V/^T_XM\)^")M5T6PT'_A&?!FF^'O[2TW4;]>;4M0^VP0 M2-Y$I8XPLZJC.'+NCY-:UC^UKXOB\3^;]=IX:@\-2>.=3\)B"(S-?6RVT.LJ
MWDWS%0@\K,B@<+\P/:OH2Y^#W@B[UK2]7F*:3+JFDQO0V-RUJNZW2+F)5.. MB?P_W>V*YWX??LY>"O 6L:]JT>FQ:MK>KZC?ZA/J6HPQO.OVILRQ!@H^3!V\
MY."03CBN@O/EWO_^U7\1M7T0V&F:KI6E:A#K/AK4+76DM)[2UN=/OIVC*2QR M.TBQ%U4AR5+1MT5]ZCP_\7/'?P]^*_C.61]&U/PU?_$73?#M['-)<&ZAFNK2 MV1FMLDQI&CD,%
();+YP<5]'VGP!^'5EI.IZ7!'X+T2/3]3C6&]MO9)MN(U;**%]#2/1;C7;N?Q)?W-PLBG59[811L7WC B9B[%@"Z* M!BE^-OCIQ?\ "_XE>.O"MAKEW)=?$2STY?!?
**VB1RNGZAQ)*MG=1PDY";48774 M $'O7T1JGP1\ ZVFEI?^#]&NDTMF:R$EFA\C=)YC!>. 7^8CIGFN@U3PII&M M:MIFIZAIUK>ZEI3/+8W4*M):LZE6:-CRI*\'%
'R)!X0UWP9^TXPT;PIXE M\5>*+KPWX0MM;TC1M>\53K;7>H-)*@\\DXV,57*GY<^G;WIJG?XI7?Q6\%W= M]JEQ:OK>G:A+INHV=M92VCV-Q&J%[>6.1F/F*6Y*L5(((KM-5\
>'-9GU*>_ MT2RNYJ2LQI[++""]Q;C)$3-U* " GRAPHIC 21 adgm-20240930xs1026.jpg GRAPHIC begin 644 adgm-20240930xs1026.jpg M_IC_X 02D9)1@ ! @ 0 ! #_VP! #_" @,"
@,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04
M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" $\ M,# 2(AS! Q$! \0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(#
01!1(A,4$&$U%A!R)Q%#*!D;$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-
76UlC9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 '$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1 @$"! 0#! <=(0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;!"2,S4O
58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;=WN+FZPL/$Q<;'R,G*TM/4
MU=;7V-G:XN/DY>;GZ.G]\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#GO'FIWZ>. MO$:)?W2(NH3!52=@ -QX S6'_:VH?]!"[_[_ +?XUJ^//^2@^(_^PA/_.A& MN?
K]XPM*FZ$/=6RZ>1_/V+]35::4G\3ZON6_[6U#_H(7?_?]O\:/[6U#_H(7 M?_?]O\]45V>QI_RK[CC]I4_F?WLM_YMJ'_00N_^_P"W^-'IK:A_T$+O_O\ MM_C52BCV-/\ E7W(/:5/YG][+?\
:VH?]!"[_P"_[?XT?VQJ'_01N_\ O^"W^ M-5**/8T_Y5]P>T]?S/IV6_[6U#_H(7?_':_&D_M:4/^@A>?]_V_P :JT4> MPI_RK[0]I4_F?WLM_P!K:A_T$+O_ +_M_C1_:VH?]!"[_P"_[?
XU4HHIC3_E M7W![2I_,_O9;_M:4/^@A=_\ ?]O\:/[6U#_H(7?_':_&JE%'L*?\]^X/:5 M/YG][+?]K:A_T$+O_O\ M_C1_:VH?]!"[_[_ +?XU4HHIC3_)5]R#VE3^9_M>RW_ &MJ'_00N_\
O^W^-'IK:A_T$+O_ +_M_C52BCV-/^5?<@]I4_F?WLM_MVMJ'_00N_P#O^W^-'IK:A_T$+O\ [_M_C52BCV%/^5?<'M*G\S"EO]\ M;4/ M^@A=_P#?]O\ &C^UM0_Z"%W_ -_V_P
:J44>QI_RK[D/VE3^9_>RW_:VH?\ M00N_^_[?XT?VMJ'_ $$+O_O^W^-5**/8T_Y5]PO:5/YG][+?]K:A_P!!"[_[M_M_C1_:VH?\ 00N_^_[?XU4HHIC3_E7W!
[2I_,_O9;_M:4/^@A=_]_V_QH_M M:4/^@A=_]_V_QJ111[&G_*ON#VE3^9_>RW_:VH?]!"[_ ,_[?XT?VMJ'_00N M_P#O^W^-5**7L:?\]^Y!['2I_,_O9;;5M04%CJ%T
,_GMC^=*ZMJ#KN74+HJ> M 1.Q\Z[[[GSP=;^,/B3;R:A:-?Z+H=K+K&H6^S>LD<2DJA7G.Y\#'>O5_$/ MP]\(^)_C'\+M>FT6710!_C*WCSI4%QY:K>J<&)TXV*?XB.:\/$9AA\-7=!PO
M97T7SMJVI[>R_$8FBJZG9-I:M][7]+NQU?VKJ/3^T+S)Z?OV_QH_M/4MN? MMM_MS@/YSA21U ;,,U[W=_!'P)XB^(GQ'MM-UW4] T3PK"]S/FV5EA82$/$ MN>%X-:^#7@NSL?
$>]7'@^^\336UI;OIB-=1I@GS"%^9W.<; M^*;*XUF*WE\2P6 M,UAX@M$@G'S9610A(*'&.;Y'Q)8VVJ_ME:A974,=Q:3^*Q%++#,-R2*67(8=Q M5TLQP^(;=*"<5%O;I[,5;+L1A[*K-
IN2CO?=7N>/Q:W>S,%BU&[D8]%BG9F/ MT)-/74M3*EOMNH[0<%C() #Z$YOGVKZN\:>'?$FF_&KP]IEMH?A'PKHW; 0;7*^9&#G!&+D\::[>6MI!\0;@3:A8VB
M/<7$@X&$!"J#U/8!:XXYQ3E&,O9*SMMJ]6UV\CKEE%6#G!U7>-]]%HD^_GN? M,\ :VH?]!"_P_[?XT?VJ:,,7FHODX7$DAW7&.I]A7NK_IR/IGBKQM9 M:KXLN8-%'T'2H-
9@U&WM59YI>3)PR$_> 7 QWQ77_ MTR.WM?@_<;7KMUJ/A M67Q3<1V%G?6<44]J%<[W9!KJFI-PM]?2']1'([''K@$\4?VMJ#?\Q"Z_[_ +?XU]67 M7@/0/"7[0WBG1_
.HW7AJ:UT"XEOK;[!"+;HHB5@D._)_I.6)Y!Z5Y?X;^!W MA6#3/!(\8^+M0T?6O&*>=IMK86:RQ6\>-A&F=B.K$=*J&:8:2YI0LFDUI=ZI
MO9=DKDSRO%1ER1G=W:>MEHTMWW;L>2#5=1;@:A=D_P#7=O\ &D_M;4/^@A=_ M]_V_QKU^'X$:'H'AKQ3K/C;Q1=:2OAS7O[$N5TJU6;[0NT%3&"00Q+9YZ#-< M5\8?
AW'\+O',NB6U^=4T^2WAO:2]D0([Q2*&4,H_B'M770QF#Q%7V5-7>O33 M2W7YHXZ^#Q>'I*K4;MIUU5[I]_DSE/[7U TJ=)/]V6_[6U#_H(7?_?]O\:/[6U#_H(7?_?]
MO\;J44_8T_Y5]R#VE3^9_>RW_:VH?]!"[_[_ +?XT?VMJ'_00N_^_P"W^-5* M*/8T_P"5?TJ?S/]V6_P"UM0_Z"%W_ -_V_P :/[7O_P#H(7G_':_&JE M%'L:?\]^X/:5/YG][+?]K:A_T$+O_O\
M_C1_:VH?]!"[_[_ +?XU4HHIC3_M)5]P>TJ?S/]V6_[6U#_ *"%W_W_ &_QH_M;4/\ H(7?_?\ ;_&JE%'L:?\ M=M0#VE3^9_>RW_:VH?\ 00N_^_[?XT?VMJ'_ $$+O_O^W^-5**/8T_Y5]P>T
MJ?S/]V6_[6U#_H(7?_?]O\:/[6U#_H(7?_?]O\]44>QI_RK[0]I4_F?WLM_MVMJ'_00N_P#O^W^-'IK:A_T$+O\ [_M_C52BCV-/^5?<@]I4_F?WLM_VMJ'_ M $$+O_O^W^--_MF^5@#J-
WD]![]H;)_6JU>R_LY:%I?CQ/&G@J^L+:?4M5TJ2 MXT>\DC5IH+J($[48\]""#QZ5R8N5+"TG6<$TM_2^K^6YU8:%7$U51C-IO;5[M]%\]CR,ZQ?
[E']HW>2,@>>W(XT[^UM0_P"@A>?]_P!O\:]U\%_"6/Q'\+/ MWA.*WM;?QCXUU2XU!J2N(MTME86P(8#N,E>%'7O2>.OV8;;PIIFCZI9WVMQ6 M-SKD&BWD&MVD<%P/,8*L\(4LK+
['%>3_ &I@8U/9S5G=I:,VZ_-W2]#U/[*Q MLJ:JP;:LF]=Kl-^BM?U/"VU;4%ZZA=_]_P!O\:%U343TOIP_]MV.GVGQG^S M_P"$'I'_'lGHGC'4+[7_ 9&+]\@GLU2%H"1N56Y)<*>O3=
[5O\ Q ^$/PWN M-5^$NC>'I-5TN_\ $MO;%I(X$"W$+DAIY22=LV<84?+1_:N#;CRP;O?[.UE> M_I9C>58R/-SS6EOM;MRY;+YW/G;^U=1.=M[?/CEMLSM@>IP3@4X:KJ/:_O/^
M_P"W^-?0_A7P+I?A+5OBCHWAOEJ,MQI.@W"ZP[QIT.R=U? BC+9(4@D%ASF MO(\ Q:)O"P?Y\-:9:;_XLOT\:WVF)]<.GVED&LE#X,<+.3NW$=\54,RPLY<
MO)O:WNZNZO>W8FIEN*&FYIKW][16=M[ZMGF_P#:NH_]!"_[_M_C1_:FI MF]OPI^ZSS. ?H2<*]CD_9XTU/C7<^ AK-[]DCT,ZN+S8AD,GE>9LQTVYXK M[FTRU^T7)*L2%5?
4^IX%%3,L+%PM'1];;*S M=_P%#+L5-33D[QV5]VG%-?\ DQX!_:NH#_F(7?\ W_;_ !IKZQ?QKN;4;I!Z MF=@/SS7ONL_LK6>G^-/A]IBZIK%EIOBN:XMY(]4M8XJZRDC0N,]"5((''/2O
M,M;O=*^%?CDR>%9X_&2:=':-W1\16"FV>X!*L4CS\R +P3SUK2EC\+BM,-#F M=KI6^]O8RKX'%877$2Y4G9ZW[/1)ZZ,XQ->NW::NJ7)8IA<,3_.IO[5U'./[
M0O,^GGM_C7U\6;32M<\5>#O!,'A;2M'I?$F@P:G=7F@2KLNH),06*P8(V@E M<9/ '6N4\0?LF3Y.BKP/INDZE?VMMXC,XE37[58[NQ6%=[LRHQ4Y7H,URTLV
MPC4?;PY&TVNNB\UZ'75RC&1;IC-S2:3=VM7;HWYH\&_M34G;"7M_(QYVQS.Q MQZX!-"ZKJ(_YB%YS_P!-V_QKZ_ 9ZT/P-8_'.&#PEXAU'58?[+U*"];5;01> M254
2+@-_AY([\5CZ^S!X(\6CPUJ.D>,M5ET76=7N-#>>:S2.2.["LT95<_M<8@CGG[M4\VPL*CA7FXKW?7IVY^9$D_LXW=[H-D+O47T[Q+J?B63P!UDZ? MN2L6?.G;/S8
5B,>U4KOX9> +SQY8^&-\4Z_JERM[-9:B$TH/(?+4_/;J[(M8%QMRW3K71_:&"VCQH6SA25((''K'6+8_!+PAJ.H>+[B+Q=J;^$?!]LPUC4Q8J]I;DNR!+=2
M2"IV]3SFLXYK@)Q4H*Z?]WSLNG5FSRO'PDX5'9IV^+RN^O;4\@_M+5&VXN]1 M.[E,/(=P]5]?PH_M74>^H7GXSM_C7V#IVAP3>(_V?K'PEXDF@MFT?41::O)9
MQM*R",DAXGRN[L??I7F/PI_9PL?BW9&ZFU#Q+!?7=Y=1F\M=,0Z? Z.P!=V(M+9(S\HQVKGAG&&Y7.K'1BO+7XI+_-M.B63XOF5.E+FD_/3X8O>_]ZWR/#/[M6U#_*"%W_W_
&_QH_M;4/\ H(7?_?\ ;_&F:E9RZ7J5Y83['FM)WWNH>/[K, MK$9'L<57KZ6-G-*2BON1\Y*=1-IR>GFRW_;&H?!\&[_ ,_[?XT'5M1V_P#(M1O/_(;_&JE\%/V-/^5?<@52I_,_O9]7_!)WN?
A=H4LLCS2,DF9))&+-^] M?WHI(@9_R2G0.?\ EG)_Z->BOR+$I*O4T6[Z>9^NX1R>'IOF?PKKY'SCX]_Y M*%XC_P"PC/\ ^A&N?K?\??\ )0/$?_81G_\ 0C6!7ZOA/X$/1?DC\IQ?\:?^
M)_F%%%%=QQA1110 4444 %%%% !1110 4444 %%*OTS5^S\.:QJ5N+BRT?4; MRW8D+-;6KR(2.#A@"*SE4C'63L5&+E\.IGT5K_\(=XA_P"A=UC_ , 9?_B: M/^$.\1?]"[K'_@!+_A6?
UBE_.OO1?LJG\K^XR**U_P#A#O$(_0NZQ_X_R_\ MQ-'_AWB'_H7=8_\ 9?_B:/K%+^9?>@]E4_E?WG6\16O_P_(=XA_Z%W6/_ & M7_XFC_A#O$/_ $+NL?\ @#+_ /$T?6*7\R^]!
[*I_*_N9D45K_\ "'>(?^A=_MUC_P!E_^)H_X0[Q#_P!"[K'_(_R_P#Q-'UBE_.OO0>RG_*_N9D4 M5K_\(=XA_P"A=UC_ , 9?_B:/^$.\0_]"[K'_@#+_P#$TO;TOYE]Z#V4_P"5 M_<=-
\._BIJ7PO\.^);+0H#:ZWK0BC&NQS:9+.)#DHBX.23WS70>TQXFNO#F ME6.N!O$6KZ1K*:Q8ZQ>RY>.+P82H494C(SVKSK_A#?$/_0O:Q_X_R_X4?\(:_ MXB7_)E[5_\
P7R_X5Y=3"8"K-U)I7>M[_+N>A2QN.HPC3A*22TVTI[?KN>C M:A^T!9S:EXWO-.\'0Z4?%NGFTNTCO&?;*6+-/DCG.?N\53\%_'W4? OASP?I M5AI,\OAO4I-12YEE.+@.I5D*@?+P?
O5PK>#_$6?^1#4TFTL-?CU_;_:,D[3RJ$G?5A MJITTR97((/E[L>W7%87_A_B+'_"+VL<'(_P!!E_PH_P"$/\1,XJ^,QE=IU&VTT]NJT1OO_%!X?C=_PL@:6GV@ZH

M=4_L[S#MR1_J]V/UQ75V'[05D=!UC0]=\#V?B'2-4UV779H+B[9"DCG*HK*! M@J1|[N.*\V_X0WQ%U_X1[6/_ !E_P *3_A#O$7_ $+FL_\ @!+_ (4ZF#P- M5)2MHDEKT6Q-
+%XVDW*+>K;>G5[GH^K?M&ZEKFI>.KN[T:W4>)M,BTF*&"0J MEA#&?E X. \ 2J?A'X[S^$="\"Z6FC1W:^%-5EU5)O/*?:2ZL-A7!VXW=:X3 M_A#O$/\ T+NL?^ ,O_Q-+_PAOB'_ *%
[6/\ P!E_PH6#P"A[-6MZ|E;\BI8S M&N?.V[^GFI=NZ3/1[3]H[4-/L+&&TT6!)K/Q+)XE2628LI+D[H2,#C!^]4GC MW]HJ/QAX1O\ 1--\(PZ!]LU6+69;K[?)@& !7FG_ AOB+_H M7-8_\ 9?
*/^$/\ $>,?\(]K&#$_>,O^%9?4,OC)5$E=;:FCS#'RA*FY.S MT>AZO?\ [3,5Y\0;0QC?*X+@M-6OI*FTS46CO6(N"ZJIR#(PNT#[H'-4/#'[0 MEGI6A>&;;7O FG^*=8\,)LT?59[IXS"H;O_
!+Y?*3_A#?$7;P]K&/^O"7_"D\OR]QY7; ,"]?/S$\PQRDY)N[[Q3 M6MNENZ3]3J-<^,&H^)? 7B3PWJ5LEQ=Z]K2Z[U; P)?\ M"D_X0WQ%T_X1S6/_ !E_P *ZZ='"4I*<&DU?
JNMK_DC"I7Q%:+C.[3MTZ*[M7XMF116O_P (=XA_Z%W6/_ &7_XFC_A#0$7_ $+NL?\ @!+_ (5Z"KTOYE]Z M.#V4_P"5_<9%%;__AWB'_H7=8_\ 9?_B:/^$.\0_\ 0NZQ_P" _O\ \33^
ML4QVE]Z#V4_Y7]OD!*_/"'>(?^A=UC_P 9?\ XFC_ (0[Q#_T+NL?^ ,O M_P 31]8I?S+I'LJG\K^YF116O\ \(=XA_Z%W6/_ !E_P#B:7_A#?$/_0O: MQ_X R_X4?6*7\R^!!F?
\K^XQZ*V/^$-\1?|"YK'_@#+_A2?\(=XA_Z%W6/_ M !E_P#B:/K%+^9?>@]E/^5_(? M^A=UC_P!E_\ B:/K%+^9?>@]E4_E?W&116O_ ,(=XA_Z%W6/_ &7_P")H_X0 M[Q#_ -"
[K'_@#+_\31]8I?S+[T'LJG\K^XR**U_^$.\0_P#0NZQ_X R__$T? M\(=XA_Z%W6/_ !E_P#B:/K%+^9?>@]E4_E?W,R**U_^$.\0_P#0NZQ_X R_ M_$T?\(=XA_Z%W6/_ !E_P#B:/K%+^9?
>@]E4_E?W&16[X$\877P_P#&>B^) M;$>9=:9<+.(B2]RKT9"1V(.*B_X0WQ%_T+FL?^ ,O^%)_P (=XA_Z%W6/_ & M7_XFLJE2A5BX2DFGINNI4(UJ32 M8!:6NDAM\(A.[S$8@#
[Y8G(%5/$7Q=T+4+G2+S1/ 4/A^>SU2+4YIFU2:Y;8 MQMN\M5=WIU\NVW3H=O<_&V:\UWXFZD=&1?\
MA.K9K5X?/_X\@<'=G'S]/:KMO^T"IA^'LUYX5@NM=\&M$D.JBZ9&N((\XB* M87.)/C58>,O"EI9ZIX)TW4O%5IIRZ;!XD-PZLD:C"N8A@%QV-<+_PAOB+_ M *%S6/\
P!E_PI5\"(EY'AS5L^]A+_A5RPF";((5!1<80\Y/KTK$\ M'_M'ZAX0M_ L%MH,%PGA>SN;%PT[+]MBGQNQ@#RV&."*\V_X0WQ%N_Y%S5__ M !E_P *!X0\1IT\/:Q_X 2_X5S_ -G9:?
M;ND>L-^TQ%;ZEX%GTSP;'IMAX2N[FYMK,7]RF<2H5*L[MD$YR:\6U6;^U;S M4+AAY7VR>28IG(3>Q./?&:T?^$1\1[O0 _E_PH_X0WQ%_P!"YK'_ M (
R_P"%=6&P^$PC;HV6EM\._P";,%8C$XNRJW?7:R2_)(L.C_:6OK:XA^&_M%_D6@P@Z/H@T"6Q>X/\ L,0!!=7 !1CG(J>]_:=N8;CP:_AOPM;>'X/"]Q<2 MP6IW;W(N(IEQ)$I-
ELGDELUY5_PA_B-NOAS6..G^@2_X4W_A#?$7_0NZQ_X+ MY?\ "N=Y=ES:;2=E9:^OGYLZ?[2S!1:C)J[N].NG^2/2M(^/.B>%O&L'B'P[M\.[+12MK=03V\5Z[M.TXQN+,.%7LH'>N:M?
BG=V_P]T?PA9VB6TMEXB77(=5 M$VW;(2 %*XX SDMFN<_X0_Q/^9A>/;7Q5X>^'>GZ+>L\[:EMO9'-Z)5PZ MQU_U8S\PP.M>7CP9X@<1+<XL2_M*VT6K>!KC2_!L.
ME6'A._GO;>Q&HO,TXD0J5+OD[LL6W?I7)^!_B^WA#5?%[7VA0:]X>\5LQU#1 MIIS&,F1G5E<<@J6Q7*?\(?XB;_F7-7_\ )/*/\ A#_$>,?\(YK&/^O&7_"K MA@,!3INE&UG_'O._?
N14QV-J5%5;?,M?A75)=NRL>K6W[33V?B?P-]MCX.L M]/MO"=K=6EMIMO=-Y;Q2KM7#$$@@=>N34O@C]J1_"ND>&[:]\(0:Q>>'IIWT MV\^WR0B..5F+@H.&8
[=Q%>2KX1\1K@_\(]J_3'_!X2]/RI/^$,\18Q_P (M[]V!_P!.$O\ A6^,XS52M@^#O$7_ $+FL?\ @#+_ (4G_"'>(O\ H7=8 M_P# &7_"O:A5HPBHJ2LO-'CNG5FW)Q>OD9%'\%;__"'>(?\
H7=8_P# &7_X MFE_X0WQ%MQ_PCVL9_P"O&7_"J]O2_F7WH2I5/Y7]Q]+_ ,'_%J= ^[_ *N3 M_P!&O15CX+6-!IWPQT.WNK6YM9T20-#,CRO7/*[>.M%?D>)K_,_7
ML)&2P]-6^ROR/FCQ[_R4+Q'_-A&?_T(US]=!X]_Y*%XC_[", \ Z$:Y^OU? M"?P(>B_)'Y-B_P"-4_Q/\PHHHKN.0**** "BBB@ HHHH **** "BBB@ K9TO
MQOXDT.Q2STSQ#]FF6:$E;>TNFCC!)R2%!QR:QJ*RG3A-6DKE*3B[Q=O0Z7_A M9WC3_H<-<_\ Y_\;\ A9WC3_H<-<_\#G_QKFJ*5M_J_G?WLZ7_M_A9WC3_H<-<_\#G_
,:7_A9_C3_H<-=_\#G_ ,:YFBCZM1_D7W(/;5?YW)[_ M_SI?^%G>-/^APUS_P #G_QJ-_BMXP1L-XTUI&]#?L#_ #KGO\XKZ+^%&@:K MJ'PZ^'RZ%;^%#)>:K?KJ2:_!"\EY
CH=B!@9),)O^6/G,*\O'5*&"IJHZ;?R M79OMY'?@J5;&5'3C4:T[M]4N_F>+R?%3QA'M#^--:4GH#?L/ZTH^*'C(CH MKP_77N)M;U%
[M[1[KSV\YI';Y!;N8]OR[#CC'%1A:M'$U)T_9),8G" MOXSUM&/0& ?_ !IW_"SO&O\ T.&N_P#@<_\ C7?>.-9B^#UUH_A?1-&T2\5= M-MK[5KK4[%;F34)9TWLFYN40+P F#[UBS>
/"UIX2\,>(]:\2W6CGQ&99+72 MM/L//6V59BA)=G&$';.37CPKT'!5)TDHRVT3;^7IJ>G/#UHR<(U6Y1WU:2Z; MMZZZ'-_\,:]#AKG_@<_\ C2CXG>,_-
XPUT+C\)/VY_P#&NBO/@Q>Z;JGC M"RNK_9)HD]M96,BH,:E<3L! @R?E4H=Q(S@4_6OA!I*?\)/HVE>+9-3\7>'K M22XOK&2P\]TF\I MNS.(]7\6:_&_!VR7LBG!&0<$C@]C3/^%G>-?
^APUW_P #G_QKUSQ_MX#T3Q_XTT/3(O$\UMXKOO#5@UEIYL2UL62UWJDLY/REPK8P#CO7'?#CX-1_$ MO1XVLK_6(M5>&60N=';^S(945F,3W)
(R2%^\H(R0*PI8S!NDJE6"3T^SW^6V MC-JN#Q7MG3IR;Z?%V[Z[Z[',I\1_'+]-OBOQ&YD_U02ZE/FXZ[?7'?&:B;XG M>-
,D#QAKIQZWSC^M>Q?"Z0NO[/#9P#=:KC_OIZ\XTWX>Z);^'M/UWQ=XHN= MM!:7)4*@LEM;LKBEAJ M[C%TYO7>\K):1>[?>5C$_P"%G>-&Z>,->S_U_/\ XT?\+.\:?]#AKN?^OY_\
M:ZS4O@K%X)_MRY\;>('TK2M-OQID,VE6GVF:^E*"3>()]3\6K;^'].TFVUNUU6WLV=[NUF;:N8L@]X/R[<_>[XK9XK+[*_\!WVT M6F^]^\S^]8UZW:]9;;ZO71:/[CB_^%G>-/\ H<-
<_P# Y_\ &E_X6?XT_P"A MPUW_ ,#G_P :?X]\'6WA&31)]-U1]8T76[$?E3,%W%&21,D*P8=CBN6 MKT*-/#UX*1"'"L_(X:D]]&;A*337F_P#,Z;_A9_C3_H<-=_\ Y_\;3_A9WC3_M_H<-<_\
Y_\:YJBM_JU'^1?SIO^%G^-/^APUW_P #G_QI/^%G M>-/^APUS_P #G_QKFJ*/JU'^1?VJ_SO[W_F=+_P +.\:?]#AKG_@<_P#C M1_PL[QI_T.&N?^!S_P"-B?
"P@U/XQ>'+6>V@O5;S_]'ND5XF80 MN5W \'#8ZURXF%'#TI5/9IV3>RZ'10]K7J1IJ;5VEN^OS.>'Q4\8/&[CQIK1 M"?>/V]L#]:(_BMXNER5\:ZT0!DG[>_'ZU[AX>TJ.^USX?6_CG3?
#R>-+CQ $ MAMM,C@Q)I_E,7^TI#F/&_P"[GY]Q;+1-=UGQBM[KR>%]O CF.';UHI:7Z:ZV5M-=3VO[/K+:]W=VZZ:)N^NFG MJ>5CXH>,W0,/&&ME3T(OW_QH_P"9G>-/^APUS_P.?
_&MWXX:%I_B32]=M=/ M_LK3_$VFQ:HED(&A6WF/R3Q!2!M =3@>]>>UJV&CA\12C5C!:^2/&Q'MZ%65 M>S>GF]?/?]=+_P +.\:?]#AKG_@<_P#C1_PL[QI_T.&N?^!S_P"-SI?^%G>-
/^APUS_P.?\ QH_X6=XT M_P"APUS_,#G_P :YJD=@N,[OOKP_.S"HGAZ,8M\B^Y JM5M>^_O?^9TD7Q6 M\7S':GC367;T&H.?ZTW_(6QXNWI/^$TUK=G&/I?.?SKZ"^*>BQ:?;_$:?5
M]#PTW@^RL4ATV#28(?]3LKUT0PLWE]&C4MN+&3C%Q0!Y[5\W2S&A5Y;45][=+;7I?@?05,OKT M^9.L]%?K?>W?:3<\H_X6?XT_Z'#7?_ Y_P+_C_A9_C3_*'#7?\ P.?_!KF
M$QL&,XP,9Z_C2U!-]5H_R+[D?/\ MZQ\[^IG3?\"S_&G_0X:[_X'\ XTG_ M L[QI_T.&N?^!S_ -SI?^%G>-/\ MH<-<_P# Y_\ &C_A9WC3_H<-<_\ Y_\:YJBCZM1_D7W(7MJQ\[^IG2_\+.\
M:?\ 0X:Y_P"!S_XTO_"S_&G_ $.&N_\ @<_^-W^'M-2\ MUKX?6WCO3/#'T?BRX\5QQVMOI<<'F3:=M;SAWD>T\OK^NEK^9Y6OQ0\9NH9?&&NE3T(U!^SI?^%G^-/^AP MUW_P.?\
QK?^-^AK!KNA^)K?3/[&LO%6F1ZD+ 1&%+>X'R3Q*I P Z[@/0UY MU7MX:.'Q-*-6--*_DCR,1[;#U'3E-Z>;^7X'3?\ "S_&G_0X:[_X'\ XTG_ M L[QI_T.&N?^!S_ .---N?\ A,-K_#?
1;R^O9KZ[E20R7%RI/(%\QQRV>> !157X&?\DIT#Y?^6BOR/ M$V5>;2ZO\S]>PDF\/3;;^%?D?-WC[_DH'B/_ +"_P#Z$:P,>U=)X]L:MO'W MB%AI]ZG4)CNCM9&4C<<$$
@UA+8WG_0,U'_,!)?_B:_4L+6IJC!.2V77R1 M^58JE/VT_=?Q/\V045/]BO.VF:C._ DO_Q-)!AO/^@;J/\ X"2__$UU>WI_MS+[T?] W4?_27_XFFJI/^9?>@IE/ ML_N(:*F^PWG_ $#=1_\ 27_
.)H^PWG_0-U'_P$E_\B:/;T_YE]Z#V4^S(M<>U%3_8;S_H&ZC_X"2__ !-'V&_Z!NH_P#@)+_\32]O2_F7WH/92_E9!14WV&_Z!NH_P#@)+_\31]AO/\ H&ZC_P" DO\
\33]O3_F7WH/93[$-&/:IOL-Y_T M#=1_\!)? B:/L-Y_T#=1_P# 27_XFG[>G_OO0>RGV(<>U%3_8;S_H&ZC_X" M2_\
Q-"V5Y_T#M0_\!)? B:%7I_S+T'LI]F048]]F^PWG_0-U'_,!)?_B: M7[#>?] W4?\ P$E_^)I>WI_S+[T'LI]F0<]]Z-O'-\/#WA+3+6)+.;PW>S:A:M:WRN2[22.C\KT&"@Z&L+[#>?] W4?_
27_XFC[#>?]\W4?\ P$E_^)K*HZ%6 MW.T[>:]/U-(1]T_A3VM^-_SL==XN^)!\5Z;K]@-$M=.M]8UP:[(L,S.D4WEE M&100/E));U!-<8P7 "@(, 5+]AO/^@;J/\ X"2__$T?8;S_ *!NH_\ @)+_
M /$U%%8>@N6FU]__ 321*M6ES35_D0T5-]AO/\ H&ZC_P" DO\ \31]AO/^ M@;J/_@)+_P#$UU?6*?\ ,OO1S^RGV(<>U&/:IOL-Y_T#=1_\!)?_(FE^PWG_M_0-U'_P$E_\B:GV]/\
F7WH/92_E9!14WV&_Z!NH_^ DO_,32_8;S_H&Z MC_X"2_\ Q-/V]/\ F7WH/93[/]B"@IN4@C@\&IOL-Y_T#=1_\!)?_B:/L-Y_ MT#=1_P# 27_XFCVI/^9?>'LI?
RL[8_$ZRU73=)A\3>$K'Q+]_D0BVM-0>]EM MF: ?+/&LWBW0- TF?3[:SAT:*XC1K4D+*)7+E0IX0 G: " M>*P_L-Y_T#=1_P# 27_XFD^PWG_0-U'_,!)?_B:\^G0PE*2E%ZK7?\ X)V3
MJXBI'EEMMMOZZ79ZM\2_BC+]?@_X<:58WIK/JFF6J7VHWUIDCI4GR01N2!ET MC4 UCZO\7EU$Z_?6'A?3]%\2>((!MM3UF&ZED#*X E,4+?+$9.YR?:N ^Q7G M_0.U'_P$E_\
B:7[#>?] W4?_ 27_P")K&&#P<$E=:7Z]W?7NO(WGB\5-MOK M;IV5M.SMU6NKIGIS?'.[!?9:S%X.TV'Q-I^F)I=CJ_VN7,*K#Y0E:'[KN%+; M6XQGO3"WQXF\--
X:FF\-6NIZIX=L'TNRO6OYHHO(8,"S0+\IDPYRW?TKS/[M#>?] W4?_ 27_P")I?L-Y_T#=1_\!)?_(FH> P$H\KV]?7S\RECL:I9VWAKXM77AI/ HCTN"Y/A&6ZDAW3,OVHSEBV[^7&
[C'6FZ;\2K5?# MFG:)XA\+V?BBTTJYDN=-:2[EMG@WMO:)RN?,C+?\ 0-U'_P !)?\ XFMWAL'*^OXV>[?3U9C'$8B*22_"_1+9Z=%QW_ MQHO/$4.LVOC#1K/Q1I^IWRZEY(G>S>UG"
[8G3)"% %*FJ^L?&+4M8B\2VTN MG6<5IJ^FP:3;P6SL$T^UA8,B)G)<\D>&M)MDMD@30K)[*.17+&96D+[F!'!!.,5AU-]AO/^@;J/\ X"2__$T?8;S_ M *!NH_\ @)+_ /$UWTYT:
<>6+27K_P $XYQJ5)?]I W4?_ 2 M7_XFE^PWG_0-U'_P$E_^)K3V]/\ F7WF?LI]G]Q!1CVJ;[#>?] W4?\ P$E_ M^)I?L-Y_T#=1_P# 27_XFCVI/^9?>'LI]B#'M14_V&_Z!NH_P#@)+_\32?8
M;S_H&ZC_ . DO_Q-"NT_YE]Z#V4^S(:W_ GBV7P'XJL]=@M(]Z:U$S.41 MP\;(DAM/N-9NHY[C4K6=HYUC1F80J5QA2S9)S7_8;S_H&ZC_X"2_\ MQ-
+]AO/^@;J/_@)+_P#$USSI86H[R:Z=5TU7W7-Z=2O2MR*V_3NK/[T=%K/Q M!U'Q#X'LO#VJE]4FL;Z2]MM5NKAI+B-'4!X3G.Y25W D\5RV/:IOL-Y_T#=1 M_P# 27_XFC[#>?\ 0-U'_P !)?\ XFM:/U>C'E@TEONNIA456K+FFFV0T8[] MF^PWG_0-U'_P$E_^)H^PWG_0-U'_,!)?_B:W]O3_F7WHR]E/LR&BIOL-Y_T M#=1_\!)?_B:/L-Y_T#=1_P# 27_XFCVI/^9?
>@]E/L0T8]]F^PWG_0-U'_P$ ME_\ B:/L-Y_T#=1_\!)?_B:?MZ?\R^!]!*?8AHJ:[#>?] W4?_ 27_XFC[#> M?] W4?\ P$E_^)I>WI_S+[T'LI]G]Q#14_V&_Z!NH_^ DO_ ,32?8;S_H&Z
MC_X"2_\ Q-'MZ?\ ,OO'I*?9_<0T<]NN5Y(Y$'^E3?8;S_H&ZC_X"2_\ Q-+] MAO/^@;J/_@)+_P#$T2K4I*SDOO!4YIWLSN)?BY=7?CKQ3XCGTFV:#Q+82:=? MZ69SY9C*(JL'QG,I]%N)
[2&TDTK3+?2T$;ES*L0($A) M'!.>E8WVX\'Z!NH_^ DO_P 31]AO/^@;J/\ X"2__$UPPHX2G)3@TFM- *WY M'6ZM>47&6M]=NM(_)D./:BIOL-Y_T#=1_\!)?_ M
(FN[V]/^9?>CC]E/L0X]J*F^PWG_0-U'_P$E_\ B:/L-Y_T#=1_\!)?_B:: MKT_YE]Z#V4^Q#1CVJ;[#>?\ 0-U'_P !)?\ XFC[#>?] W4?_27_P")I>WI M_P R^]![*?9D-%3?8;S_ *!NH_\ @)+_
/$T?8;S_H&ZC_X"2_\ Q-'MZ?\ M,OO0_92_E(;,>U3_ &&_P"@;J/_ ("2_P#Q-)AO/\ H&ZC_P" DO\ \31[M>G_,OO0>REV(:W? ?BV;P#XRTOQ%!:)>S6#.RVTCE%?*LO+#D8W5D?8;S_H&
MZC_X"2__ !-'V&_Z!NH_P#@)+_\343G1J1<)25FK;KJ5&%2$E))W6II>!?$ M_\>,-&\0VEG#<3:7=K>+;L=BRL,X0D#(/'I6AI'C^_/Z1XHMM*C_I[4-?N M4FFU2UG:.X0A5VD\A"N"
6.2V>U<!]AO/^@;J/\ X"2__$TGV&_Z!NH_P#@ M)+_\37/.GA:CO-I[=>SNC>$Z]-.1V-2_8;S_H&ZC_X"2__ !-'V&_ MZ!NH_P#@)+_\36M)T**<:;23=]UU,ZGM:K3FFWL0X]J*F^PWG_0-
U'_P$E_^ M)H^PWG_0-U'_,!)?_B:W5>G_,OO1C[*?8AI?X:E^PWG_0-U'_P$E_\ B:4V M5YM_Y!FH?^ 4O_Q-'MZ;^TOO#V4^S/]GX&\: (M3H'_7.3_T:]%'P1@DB^%N
M@I+$\4@23*2HR,/WK]1CBBOR3$]+KS?-U?YGZYA4UAZ?\]_(^T/!ASX5TK/ M_/NG\]VZQ/!G_(J:7_UP7^5;=?,'UX4444 %%%% $;' Z$_2F^;\V-IR:\$_
M;0U2^TKX=>%)M/O;BQF:QGHD3/;2%"R-=]&4D'E2#@BO$?A\1M=^&7[0?CC M6]=UN]O_(?>+?'NI^$Y8[R4M#HVHQ;6LW3).V.9&:,C@!@AH&?=>[V-25* M>"?$FMR_LQ?
LR74NK7[WPOXJLH+N=KAS).ANKH%)&)RRD @^E?== @HHHH M**** "BBB@ HHHH **** "BFMTKQ[Q5^U%X)\@^?/0_A3K-S=:=XEUBV:YM+ MBXAV6;@ D)YI(!8A3P.:'WH]/\
$7B/3/"6B7VLZS?P:7I5C$TI$>74@2*& M,#)9F/ %"K]H;GR((B\6:E&?]9*"!NMXB 0IR&.,] M\?:D<20HJHHC10%"C@ =@!0!+1110 4444 %%%% !1110 4444 %%%% !111 M0 4444
%%%% !1110 4444 %%%% !1110 444UL^N/6@ ;Y1FO/?BY\;M ^# MVEV4FI">_P!9U2;[)H^@V">9>ZG<'I%"G?'5F/RJ.2:\5U;_(*'^ ?#.]?% M72_$>EZMX:U;P)'YHL=558I=54D*GD
$_>ZW?C^#POXJFU_P 6 MQQZ#=:::;)I=_8).+A[:.--\NTH,R!!U91BM;PMXOTGQKHMAJFD7:75K?6L-[M%_ "_DRJ'C9E."N51.D5\N_M\ !+Q1\4]%@U'PWIEE;-
HND7\\OB*.>JV<&UQ"LNB[O?[K=3T*U>62",S((Y2H+H#D*<K-)@9SWI:]-*QP!1113 **** "BBB@ HHHH **** "BBB@ HHHH **** "B BB@#P;Q^7/C#4^3]\#_QT44>/?\
D;]3_P"N@_\ 0110!Z_X_Y%72_^N"_R MK:KFO".K6,/AC3(Y+VV1U@4,IF4$"UK7_MS3O\ H(6O_?Y?\: +U%4?I=T[M_H(6G_?I?\:/IE4OI=TI_ *"%I_W_ %_QI/[:TI_H M(6O_
'^7_&@#S#XL_ B7XN^*O#-SJ7BW4+3PMI%Y;:E/X;MX(_+O;FWD,D+M M,1O0!B-RCA@HZ54_X9G\/W?@'XE>$M3O;C4-.\;ZW>:Y/(Z*KV- MXU96/>O6OI[TI_H(6O\ W^7_ !I?
[;TW_H(6O_?Y?\: /G;PA^QN/#-I\,-(MN/'-L:KX7\"SQW\.CR6L2"ZOXVD9+AI1EU&922F&/.:^EZH_P!N:=_T$+7_ M +_+_C0!;FG?]!"U_P"_R XT 7J*H_VYIW_00M?^_P O^-
']N:=_T$+7_O\ M+_C0!>HJC ;FG?\ 00M?^_R XT?VIW_$$+3_O^O^- %ZBJ']MZ=_T$+7_O M\O\ C2_VYIW_$$+7_O\O^- %ZBJ/]NZ=_T$+3_O^O\ C1 ;NG?]!"T_[_K_M (T 7]*H?
VWIW_00M?\ O\O^-+_;FG?]!"U_[_+_ (T 7>M?.'[:O[)4'[5_ M@O0=,@U*/0-:TG4DN8-7*L7B@8%;B-0O4LN",\;@*^@O[2SL>[,Q+' MW-=E5#^\]_Z"%K_-_E_P
:7^W=_Z"%I_W_7_M !H_MW3O^@A:?]_U_P : +U%4/[=T[M_H(6O_ '^7_&E_MS3O^@A:_P#?Y?\ M&@"!15'^W-_Z"%K_P!_E_QH_MS3O^@A:_\ ?Y?\: +U%4?
[HJC_; MFG?]!"U_[_+_ (T?V[IW_00M/^_Z_P"- %ZBJ\ ;FG?]!"U_P"_R XTG]MZ M=_T$+7_O\O\ C0!?HJC_&[IW_00M/\ O^O^-']N:=_T$+7_+_+_C0!>IK@ M,,&J7]MZ=_T$+7_O\O\
C2G7-._Y_P"U_P"_Z XT <%KWP3T;Q#\2['Q===EC M);N;4 ;)95)VR-ZX':O1A'CNU5?[;T[_H(6O_?Y?\:\7^W-._P"@A:_]_E_Q
MKGI4*5%RE3C9R=WYLW]5ZE91C4E=15EY(O451_MW3O\ H(6G_?\ 7_&C^W-_M_P"@A:_]_E_QKH,"]15'^W-_P"@A:_]_E_QI/[;TI_H(6O_ '^7_&@"_15# M^V]._P"@A:_]_E_QI?
[.2*1#(,,)%P?E'O10. MQZGX1T+3)_#&F22:=:2.T"EF>]22<<22*U_^$#/^15TO M_K@\JV]!&9_PCFD_P#0+LO_'3_"C_ (1S2?\ H%V7_@.G^%:=% &9_P (MYI/ _$"[+_P'3_"E_P"$:TG_
*!=E_X#I_A6E7C'[86NZCX8_9H^(&J:1]5Y MH^]P:>##?Z?,8KB F1%+HXY5@&/(H]2_L#1E;;_ &9991/LZ?X4_P#X1S2. MG]EV7_@.G^%?)OAKX[^)?
7[/OBOPUJU!)KOQ<\+ZPO@NS>ZDW7&IWEPRC3[MDY'.^.42$G[WDN:\Q\+:CXSOO ?P]\'ZO\1O%=W-+\5]1\-ZA<KK$L-[=6\ M*3)YRG<%W+D+G@4 ??W_"/:1G'JEV>?^O9?
*=_PCFD_P#0+L__ &3_"OE M0^%M;\(?'J+X/7OQ"\9ZSX0\8++]]C>S:U(NKZ1>.=;GT#Q=]NBVMEJGB.XN;1K:)E6,2PL=KLH;J> M - 'U%_PC>D'_F%V7_@.G^%'_"_:3_T'
[+_P'3_"M.B@#,_X1S2?^@79?^ Z M?X4?\(YI/_0+LO\ P'3_ K3HH S/^$-M8\$_#CPO?^(_$ITO1]%L(S)<7ES H51V M 4EF). H!8G@ FJOPXU'3_B#X8MM>?PB^@6]VS/:VNJVD27#P?
P2,@R8]PY" MM\P'6OFOX*Q:A^'VS\1H_B]XIL]FU^%/AZ[*^[/#EUE8[^>-F#:I<(>&8'(C! M&%/N,G[/X/- &=_PCFD_] NR_P# =\/\ "C_A'-)_Z!=E_P" Z?X5IT4 9G_" M.:3_ - NR_\ =/*/\ A'-
)_P"@79?^ Z?X5IT4 9G_ CFD_\ 0+LO_ =/ M*/^$E6<.G:;90I;VUI;1A(X8U "HBC@* , "@!O_".:3_T"[+_ M ,!T_P */^$(+.!Y+]=;2PTRQLEFO=0N&.%AM MX0,R.3^
ZD@5Y1XE ;W\&>!/BKX^\#^,])U/PG/X8TI]7M[W4=BI]\2CYA;@ M-DEB<)S\W/3%8_[*/@/Q!\8O$;?M$?$V!TUG5HBG@_P]-EH_#VF-T900/WTR M@,SXSCZX !
[QH^]6$/A&WU7Q9X=TWPSJ8X098*# MBG?#CQ9X'^*OA71_$'AZ&QN+'5K,7]JDMJL6?MG?!+ M7?2C3X6T:VT&PTE;G3GN+IM=NWG_M#2P(LAK%
(BN^5RNS@;SR#7EW["GP%\> M_"SP;<>(I]'T5]:UG0$-EJ6O_;H-5@F#?+8W<>658$VY4QA3[4 ?:' ,":.1_ MT#++G_IW3_"E_P"$)IX M]0,$\]TR3"WB*K:"10IA!]2#G/M7U90!F?\
",:3_P! NR_\!T_PH_X1S2?^ M@79?^ Z?X5IT4 9G_",:3_T"[+_P'3_"C_A'-)_Z!=E_X#I_A6G10!F?\(YI M/_0+LO\ P'3_ H_X1S2?^@79?\ @.G^%:=% &9_PCFD_P#0+LO_ '3_"C_ M (1S2?\
H%V7_@.G^%:=% &9_P (YI/_ $"[+_P'3_"C_A'-)_Z!=E_X#I_A 6G10!F?\(YI_/_0+LO_ =/*/^$VAMO%6HQ10PQQJXPBPK@?*/:BI?'O\ R-^I_P#70?\ H(HH]?\&?\ (JZ7_M_P!
<%_E6U7,>$M9T^#PQIB27UM&ZP*"K3*"./3-;']NZ9_T$;3_O^O\ C0!? MHJA_;NF?!!&T_P"_ MZ_XT?VIIG_01M/\ O^O^- %^BJ']NZ9_T$;3_O\ K_C1_;NF?!\&T_[_*_X MT 7Z*H?VIIG_
$$;3_O^O^-']NZ9_P!!&T_[_K_M (T?VIIG_01M/^_Z_P"- %^BJ']NZ9_T$;3_ +_K_C1_;NF?!!&T_P"_Z_XT M 7Z*H?VIIG_01M/^_Z_P"O^-']NZ9_T$;3_O\ K_C0!?
HJA_;NF?!\&T_[_K_M (T?VIIG_01M/^_Z_P"- %^BJ']NZ9_T$;3_ +_K_C1_;NF?!!&T_P"_Z_XT M 7Z*H?VIIG_01M/^_Z_P"O^-']NZ9_T$;3_O\ K_C0!?
HJA_;NF?!\&T_[_K_M (T?VIIG_01M/^_Z_P"- %^BJ']NZ9_T$;3_ +_K_C1_;NF?!!&T_P"_Z_XT M 7Z*H?VIIG_01M/^_Z_P"O^-']NZ9_T$;3_O\ K_C0!?
HJA_;NF?!\&T_[_*_X MT?VIIG_01M/^_Z_P"- %^BJ']NZ9_T$;3_O^O\ C1_;NF?!!&T_[_K_(T? MV[IG_01M/^_Z_P"- 'BGCS_D;M3_.N@_P#0114?
CB]AF\6:D\4T$B&0883+ MS\H]Z*!W/5/"6A:;/X9TV233K21V@4LSP*23[G%;'_".Z3_T"[/_,!T_P * MK^#/^15TO_K@O\JV]!&;_P (I!/_$"[/_P'3_"C_A'-)_Z!=G_X#I_A6E10 M!F_\
(I!/_0+L_P#P'3_"C_A'-)_Z!=G_ .Z?X5144 9G_".:3_T"[+_ ,!T M_P *^/^$NH+ M-5ND)5*64B,1YB_98IVVX/_B>J+T:?ZT3QI\8_AG/%_P"_9_!>L>+KG5X+ M+P9+<>>\SR0F*1D@.2
CD9/&[%'V3_PCND_] NS_P# =/\ "C_A'-)_Z!=G M_P" Z?X5^=FMV-[XL_8]'Q,O0WB6;QEI=U'I44UMKDT,UO! :2Q+%>1*P'V MD0R88D;OF!-?>GPS^&FF?"W09-

+T]\U6^MY9FN"^L:A+>RAF ! >0D@<=* - M_P#X1W2?^@79_P#@.G^%'_".Z3_T"[/ _!T_P *TJ* ,W_A'=)_Z!=G_P" MZ?X4?\([I/\ T"[/_P !T_PK2HH S?\ A'=) P"@79_^ Z?X4?\ ".Z3_P! MNS_\!T_PK2HH S?^$=TG_H%V?_@.G^%'_".Z3_T"[/\ \!T_PK2HH S?^$=T MG_H%V?\ X#I_A1_PCND_] NS_P# =/\ "M*B@#-_X1W2?^@79_\ @.G^%'_" M.Z3_ - NS_\ =/*TJ\" :A_:IA_9=E\)7>K>$M2U?PSK.H+8WVNVDJK%II M8X4LI!+,1E@.,A#SF@#UK7X_#/A;1;W5I6ATO3=+LHFGN;NZC1(X8U&69F(P M *X/X.^.(/C(MYKUAX-ATOP0X5=(U*_@$=SG)W3K'5RD)'W2WS-UP!7SZ=9 MF_;Y^.E]H5K(S_ +P#>I_:+129C\4:DOS++$2I^:",@,5Z-W^\,?;5O;QVL$< M,,:111]$2- %50!@ #L .U %3 A'=) Z/=G_ . Z?X4?\([I/ 0+L_\ P'3_ M K2HH S?^$=TG_H%V?_ (#I_A1_PCND_P#0+L_ '3_"M*B@#-_P"$=TG_M *!=G_X#I_A1_P (II/_ $"[/_P'3_"M*B@#-_X1W2?^@79_^ Z?X4?\(II/ M_0+L_P#P'3_"M*B@#-_X1W2?^@79_P#@.G^%'_".Z3_T"[/ _!T_P *TJ* M,W_A'=) Z!=G_P" Z?X4?\([I/\ T"[/_P !T_PK2HH S?\ A'=) P"@79_^ M Z?X4?\ ".Z3_P! NS_\!T_PK2HH S?^$=TG_H%V? _@.G^%'_".Z3_T"[/ _!T_P *TJ* M,W_A'=) Z!=G_X#I_A1_PCND_] NS_P# =/\ "M*B@#-_X1W2 M?^@79_\ @.G^%'_".Z3_ - NS_\ =/*TJ* ,W_A'=) Z!=G_X#I_A1_PCND_] NS_ / =/*T MJ* ,W_A'=) Z!=G_ . Z?X4?\([I/_0+L_\ P'3_ K2HH S?^$=TG_H%V?_ M (#I_A1_PCND_P#0+L_ '3_"M*B@#-_P"$=TG_ *!=G_X#I_A1_P (II/_ M $"[/_P'3_"M*B@#-_X1W2?^@79_^ Z?X4?\(II/_0+L_P#P'3_"M*B@#-_X M1W2?^@79_P#@.G^%'_".Z3_T"[/ _!T_P *TJ* ,W_A'=) Z!=G_P" Z?X4 M?\(II/\ T"[/_P !T_PK2HH S?\ A'=) P"@79_^ Z?X4?\ ".Z3_P! NS_\!T_PK2HH S?^$=TG_H% MV?\ X#I_A1_PCND_] NS_P# =/\ "M*B@#-_X1W2?^@79_\ @.G^%'_".Z3_T"[/\ \!T_PK2HH S?^$=TG_H%V?_@.G^%'_".Z3_T"[/\ \!T_PK2HH S?^$=TG_H%V?\ X#I_A1_P MCND_] NS_P# =/\ "M*B@#-_X1W2?^@79_\ @.G^%'_".Z3_ - NS_\ =/\ M*TJ* ,W_ (1W2?\ H%V?_@.G^%'_ CND_\ 0+L_ =/*TJ* / /&]M#;>* M]1CBMH8XUD&%6-0\!HJ*F\>_P# (WZG_ -=! P"@BB@#U_P9_P BKI?_ %P7 M^5;5F>/-<\1ZS+]CW^L:9%)) M;Q%$2*UCW;L)&B8&*,Y)Q7"^'OV-_$GP_3P>_@[XJOH]_P"&;& TBUN;[0(K MT-8W%R)TA*F5<&+:%#9Y Z"OI?\ M_2_^@C9_P#?]?\ &C^W]+_Z"-G_ - U M_P : /!9_P!D*TN_@IXH\"S>*;R?5O%&LKKVL>(YK5"]Q=B>*9F6%2%13Y2J M%!X'/-?1" A0#VXJC_;^E_\ 01L_^_Z_XT?V_I?_ $$;/_O^O^- &A16?_;^E_\ 01L_^_Z_XT?V_I?_ $$;/_O^O^- &A16?_;^E_\ 01L_^_Z_XT?V_I?_ $$;/_O^O^- &A16?_;^ ME_\ 01L_^_Z_XT?V_I?_ $$;/_O^O^- &A16?_;^E_\ 01L_^_Z_XT?V_I?_ M $$;/_O^O^- &A7G7Q[^#>E?'_X4>(/ FLNT%GJT(C6[C0/);2*P9)5!XW*P M!_2NU_M_2_\ H(V?_?\ 7_&C^W]+_P"@C9_]_P!?\:_.-^!OP2\-_L^_#?2_ M!?7A6W>'2[$,QDF(,L\K'+RR$ 98G].*]"K/_ +?TO_H(V?\ W_7_ !H_M_2_ M^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0 MHK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ MW_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ M +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?T MO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_MM_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ M&@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(MV?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_ M^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0 MHK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ MW_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9 M_P#?]?\ &@#0HK/_ +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0HK/_ M +?TO_H(V?\ W_7_ !H_M_2_^@C9_P#?]?\ &@#0IDH)7@9]JI?V_I?_ $$; M/_O^O^-'lOZ7_P!!&S_[_K_C0!YΛ7O@A<_$+Q'I>I:==)I:,C6NI3+PTD!Y MP /O'MS7JVCZ1;Z'I=MIG"L%K:QK%%&.@4# IWJOZ7_ -!&S_[_ *_XT?V_ MI?\ T$;/_O\ K_C7%2P5"C5G7A&TI[G75Q=:M2A1G+W8;?UU-"BL_P#M_2_^ M@C9_]_U_QH_M_2_^@C9_]_U_QKM.0T**S_[?TO\ Z"-G_P!_U_QH_M_2_P#H M(V?_'_7_&@#0HK/_M_2_P#H(V?_'_7_&C^W]+_.@C9_\ ?]?\:-"BL_^ MW]+_.@C9_\ ?]?\:/[?TO\ Z"-G_P!_U_QH T**S_\A(-+_P"@E:?]_P!? M\:/[?TO_*"-G_W_%_QH T**S_[?TO_*"-G_W_%_QH_M_2_\ H(V?_?\ M7_&@#0HK/_M_2_\ H(V?_?\ 7_&C^W]+_P"@C9_]_P!?\:_-"BL_^W]+_P"@ MC9_]_P!?\:/[?TO_*"-G_W_%_QH T**S_[?TO_*"-G_W_%_QH_M_2_\ MH(V?_?\ 7_&C^W]+_P"@C9_]_P!?\:_/%O'O M_(WZG_UT'_H(HJ+OQ=Q3>*!1>*:*2,R##+,N#\H]Z* /5/"><@Z9/X9TV273K M.1V@4LS0*23CN<5K_P#"::3_ - NR_\ =/*@\&?\BKI?\ UP7^5;5 &9_P MCFD_] NR_P# =/\ "C_A'-_)_Z!=E_P" Z?X5IT4 9G_".:3_ - NR_\ =/\ M*/\ A'-)_P"@79?^ Z?X5IT4 9G_CFD_\ 0+LO_ =/*7_ (1O2/\ H%67 M_@.G^%?"/[34^F7G[1OQ(36M-\?Z[<:;X3L)]#C\%R77_$ON2;@F5A$X5265 M"&<,,_\4SQC=ZYXL*?"GQGX_N/$7O!^%)\'Q#4[WP#*23+)9ZR#\]_.D3+)* M@0%/_"-Z1_T"K+_P'3_"D_X1S2?^@79?^ Z?X5\-?&3XMW/P M$OO#OBOX;^,/^$IV/?%#1H]'M;G5M2;9;*]C58X-79F'$:QOMEX7YU3=R:^Q M_A/X#B^&7P]T/PQ#J%WJQTZW5);^^E;6:YD.6>1F8D_,Y8XSQTH W_\ A&](M_P"@59?^ Z?X4G_".:3_ - NR_\ =/*TZ*,S_(1S2?\ H%V7_@.G^%+_ M_(WI'_0*LO_'3_"M*B@#-_P"$;TC_*!5E_X#I_A2?\(YI/\ T"[+_P ! MT_PK3HH S/\ A'-)_P"@79?^ Z?X4O\ PC>D?] JR_\ =/*TJ*,S_(1S M2?\ H%V7_@.G^%+_ ,(WI'_0*LO_'3_"M*B@#,_P"$&&4C]ZR?Q%05&?O9KPCXO?$+6_VG?C3=? 7P'>W. MF^$M(?Q_P"*K.39(D9Z:;;N,[7DQM=NH&1V.?JOPEX2TCP-X:TS0=!TZ'2] M'TZ!;>UM+=0J1HO0 >IZDGDGD\T 6/\ A&](_P"@59?^ Z?X4?\ "-Z1_P! MJR_\!T_PK2HH S?^$;TC_TH%67_@.G^%'_"-Z1_T"K+_P'3_"M*B@#,_X1S2? M^@79?^ Z?X4O_"-Z1_T"K+_P'3_"M*B@#,_X1S2?^@79?^ Z?X4O_"-Z1_T" MK+_P'3_"M*B@#,_X1S2?^@79?^ Z?X4?\(YI/_0+LO\ P'3_K3HH S/^$< MTG_H%V7_(#I_A2_\(WI'_0*LO\ P'3_K2KRGXO_M+^ ?@7XB*Z+XQU27 M3;SQ)="VL7^SLT*L3C=))C:BY,.3GVQ0!Z$WAO20.-)LB?3[.G^%<'X$^('@ MGXG:OK=KX9TZ'5;#2)3;3ZW%9)]@EG#$/$!#+C$K)CYBH*CINS7A?Q>^(VN?M M,&RZ^ W@"^N=+\+:6JR^/O%5E(%=83@?V;;N,[9)/NNW4#(Z Y^J/"/A'2/ M WAG3= T+3+?2-&TV%;:SLK5-L<,;.] !^I)Y)Y/- %G_(1S2?\ H%V7_@.G M^%+_ ,(WI'_0*LO_'3_"M*B@#-_P"$;TC_*!5E_X#I_A1_P (WI'_$"K M+_P'3_"M*B@#,_X1S2?^@79?^ Z?X4O_C>D?\ 0*LO_ =/*TJ* ,W_A&] M(_Z!5E_X#I_A1_PC>D?] JR_\!T_PK2HH S/^$0 M_&C4_A9'?B5 MX:AU[3O#DEGIMPQ-H^I:D?] JR_\ M =/*OJ JX P!P *?0!F_P"-Z1_T"K+_P !T_PI/^$+)%\ /" M5[LTC36!5?$VHQM@W$XZ/!&1\]'@G&>] 'TS\-_$'AKXH>()>TGP^UOI4\C M"TGU#3EMS=Q#&X>-"-WEOQ<E@(YQ76?\(UI'_0*L?\ P&3_]_&BQP%50J M@8 P /2GT 9O_"-Z1_T"K+_ ,!T_P *3_A'-)_Z!=E_X#I_A6G10!F?\(YI M/_0+LO\ P'3_I?^$;TC_H%67_@.G^%:5% &;_PC>D?] JR_P# =/\ "D_X M1S2?^@79?^ Z?X5IT4 9O_"-Z1_T"K+_ ,!T_P *3_A'-)_Z!=E_X#I_A6G10 M!F?\(YI/_0+LO\ P'3_ H_X1S2?^@79?\ @.G^%:=% &9_PCFD_P#0+LO_M '3_"E_X1O2/^@59?\ @.G^%:5% &9_PCFD_P#0+LO_'3_"C_ (1S2?\ MH%V7_@.G^%:=% &9_P (YI/_ $"[+_P'3_"E_P"$;TC_ *!5E_X#I_A6E10! MF?\ "..:3_P! NR_\!T_PI?\ A&](_P"@59?^ Z?X5I4>3 ^-[:&V\5:C%%# M#'&KC"+"N!\H]J*E\>_\C?]?_70?^@8B@U_P9_R*NE_]<%_E6U7+^$=9T^' MPQIJ27]LC+ H(:900?SK9_MW3/\ H(VG_?\ 7_&@"_15#^W=,_Z"-I_W_7_& MC^W=,_Z"-I_W_7_&@"_2'...M4?[=TS_*"-I_W_%_QH_MW3/\ H(VG_?\ M7_&@#Q3QQ^SSXMU;XM:QXZ\&_$^X\$W.LZ;;;;?6JZ+!>AUA+E'5I""C?O#T M%9EC^RQXB\#^%=**?#OXK:MX-\,VUD:2YLGTRWO7G=W=YKA97 :*5VE8DC@ M'&!Q7OW!NZ9_T$;3_O\ K_C1_;NF?!!&T_[_*_XT >"^"/V+?!OA6WUW3KV M:?Q!H-WX?3PKI^FWD:C^S].Y:=%;C:*,2.0"-RGV:O7OI=TS_H(VG_?!?\ &C^W=,_Z"-I_W_7_ M !H \@_9*_9LL/V8?A9'X;CN_P"U]E7DV0MO=QG*.2 2 1E3CL:[<_MW3/^@C: M?]_U_P :/[=TS_H(VG_?]?\ &@#Q_P#9*_9KL/V8/A:GAN*\.KZU>7+ZAK&K MNFUIRZ?@GGG: !D^_>O;ZH?V[IG_01M/^_Z_P"-']NZ9_T$;3_O^O\ C0!? MHJA_;NF?!&T_P"_ZXT?VIG_01M/\ O^O^- %^BJ']NZ9_T$;3_O\ K_C1 M_;NF?!&T_[_*_XT 7Z*H?VIG_ $$;3_O^O^-']NZ9_P!!&T_[K_C0!?H MJA_;NF?!&T_[K_(T?VIG_01M/^_Z_P"- %^BJ']NZ9_T$;3_ +_K_C1_ M;NF?!&T_P"_ZXT 7Z*H?VIG_01M/^_P"O^-']NZ9_T$;3_O\ K_C0!?HJ MA_;NF?\ 01M/^_Z_XT?VIG_ $$;3_O^O^- 'RW^V\ L2-^U7J7@K4M*UA/ M#6L:7.]G?:B 2\FFR*3)&H'5@WW0>/G;-?1WP\\!Z1\;?!&A^%-!MA:Z/I%J MEI:PCJ9448R?5BB@#V-/#FASEBFEZ?(0<,1;H<'N#QUJ3_A%-&_Z!%A_P"]?X5 M\<^!/%GBZ#4HO"OA+Q';^'90$OQ'\46]SJ,UFMZZ+"K2KL1R!NRO?BMWQM\1 MO%7Q*_8(NO%D^LMI&OA0+O4-+B"!UAO_ "7D4$_("J;S@*O M GC3XN>/O#'C?3I6L=(7PS)?'[#-%KRR1K$6\U#B)=KDCR\\UVFC_'7XE>(M?V@[[1[:?1[+0+#Q0^B3:-]%U:0R-9JH_P!(16<7+RL#O4!=A'T- CZ;_P"$ M=T/>5_LO3]RC++]G3(*8GCBF?V)X>W1+_9VF;I<^4/(CR^!D[>.<>U?/WB/Q MYH'P]^/'Q>'BC7+3P_']7A>PGL/[1G$*W2QI<))Y.XX=@Q4%5^;D<5X4(])\ M!V7PT\4ZX^B>*=5L=#T2RN?!6IWSV^MZ%M1\02^#3JRR(VEMI/$%M(IW9!-^C.6VX^?&;^A/VE/%%\WI/' MC^^\&;D;C4[*VD@DN-*E$DUOLD5;H*4)*RQQ^9Q]Y2/6@#T:'0_#MP95BT_3 M)#"VR0)!&VP^C<<'ZT__ (1_P_A#_9NFX?I^SQ_-I_.?PKY&@TCX;V?Q5\ MVWP0NK6Y2_T;5?I?CT"[>X6>R^QGR&N\\.<2>>R;2^&W$UF^%O&VA^*/A_P#L MWZ#I?B"&XUK2[KSM5M+6XS=:=%!9SI/+.F2T7EL?XP/FZ9H_^RH=!T"X:18M M,TV1HV*.%MXV*MZ'G@^U/A\.:%/&'CTO3Y$/1EMXR#VZ@5\L_I?/H?A+XA:Q MX,TT^'_%%R=)341XV\,WC2C4(/-**M_&681W1)W$@G.9)Y+;4IHUB56(\M&5<,PR<\B@#[0U+2?#6C6, MMY?V6E65G$,R7%Q#$B(,]68@ 2O# 6\9VG&<'CC@U\'?M M)?'/7?BΛ-O&5EJ/BC1_".FQ>&M"OXO#LUNKRZZ]ZL6NL>,I=/NO%MS91.EF(M*BG02>:PC:29_D# M.>B')H ^K3X7T4#)TBP_P# 5Λ "HV\.Z%&5#Z7IZESA0UO&-Q!QR:^4=8 M_:@UG3_C'X/T/1?%)BJPDUO2I U55TVUMI*8W,1+3Q.93.[*R QJ8@?ER1 M7'>"/%FL^&FM(KW7(?&^KVGQ-U:V_LR_MHC=V96*[= F"6B:;8H7(P WRC% MS[D_X131O^@18?\ @*G^%'_"*:-_T"+# P !4_PKXW\.?M.^-OI+34D\::)X MQFUCP=JGB&XT[3K%(_\ A%KFW@$L44I4EF4NWE%9<.63BMO3?C%\4M/TG7=, MN/%>AZMKMWX2TOQ/IVH7]K!IL-F]S,(Y+<,S>6_',;2$9; ;B@1]6_\ "+:- M_P! BP_\!D_PH_X131O^@18?^ J?X5\\7WQK\0ZO\"O VK^&O$3_ -LZUXEM M-GU?5M+B5TWSM%*WDQL8V*]"C%6QD&N=\&?:5XLT@^(?%NGZI4?CN MZ\"W-G%I*6[7*I$TB7C.I)20$8,:C:1[T ?5/_"*:-_T"+# ,!4_P */^$4 MT;_H$6'_("I_A7QOX1;:4\?^\ 6?&6F>$-?.M.WA:Y\IZ%/J.E6T#^;;W: M(8%ABD=@DB%D'G8<-AL5W^C?&OQQ\6/A%\1OB#X$FABT^U>%_#5I^0D_?WN9H5/\+1\4 ?1'_"*:-_T"+# P !4_PH_P"$4T;_*!%A_X"I_A7 MR-XA_:GUK7?"4OB72/$\VDZ5XEU6X3P>+/2K:4W-E:6RF:226YD2--TI8_= MWR;5&:M:!\6_BQ\9KWPM9^&/$^G^&+R]^'D?BB2(:9'=?:KXW#Q!-TAQ'&VT M9QG':@#ZO_X131O^@18?^]?X4?\(HW_0(L/_ 5/*\&^!_[2DGQ(EO?$NN M:A9Z'X2+Z?H%E!,@1I=;=,W<6X\Y20B,+T.":^CJ_K_ (131O\ H$6'_@*G M^%'_BFC?\ 0(L/_ 5/*U:*_K_A%=%_Z!%A_X#)_A1_PBFC?] BP_\!4_ MPK5HH RO^$4T;_H$6'_@*G^%'_"*:-_T"+#_ ,!4_P *U:*_K_A%-&_Z!%A M_P"R?X4?\(HW_0(L/_ %3_"M6B@#*_P"$4T;_*!%A_X"I_A1_P (HW_ M $"+# P%3_"M6B@#*_X131O^@18?^]?X4?\(KHO_0(L/_ 9/*U:*_K_A% M-&_Z!%A_P"X"I_A1_PBFC?] BP_P# 5/\ "M6B@#*_X131O^@18?\ @*G^%'_" M*:-_T"+#_P !4_PK5HH RO\ A%-&_P"@18?^]?X4?\ "*:-_P! BP_\!4_P MK5HH RO^$5T7_H$6'_@,G^%'_"*Z+_T"+#_P&3_"M6B@#*_X131O^@18?^ J M?X4?\(HW_0(L/\ P%3_ K5HH RO^$4T;_H$6'_("I_A1_PBFC?] BP_\ M 5/*U:*_K_ (131O\ H$6'_@*G^%'_ BNB_\ 0(L/_ 9/*U:*_K_A%- M&_Z!%A_X"I_A1_PBFC?] BP_\!4_PK5HH RO^$5T7_H$6'_@,G^%'_"*:-_T M"+#_ ,!4_P *U:*_K_A%=%_Z!%A_P" R?X4?\(HW_0(L/_ %3_"M6B@#* M_P"$4T;_*!%A_X"I_A1_P (MHW_$"+#_P&3_"M6B@#*_X131O^@18?^]?X4?\(HW_0(L/_ 5/*U:*_K_A%-&_Z!%A_X"I_A1_PBFC?] BP_P# 5/\ M"M6B@#*_X131O^@18?\ @*G^%'_"*:-_T"+#_P !4_PK5HH RO\ A%-&_P"@18?^]?X4?\ "*:-_P! BP_\!4_P M%3_"M6B@#*_X131O^@18?^]?X4?\(KHO_0(L/\ P&3_ K5HH RO^$4 MT;_H$6'_("I_A1_PBFC?] BP_\ 5/*U:*_K_ (131O\ H$6'_@*G^%'_ M BFC?\ 0(L/_ 5/*U:*_K_A%-&_Z!%A_P" MJ?X4?\(HW_0(L/_ %3_"M6B@#*_P"$4T;_ *!%A_X"I_A1_P (HW_ $"+ M#_P%3_"M6B@#*_X131O^@18?^]?X4?\ (HW_0(L/_ 5/*U:*_K_A%-&_Z!%A_P" R?X4?\(HW_0(L/_ %3_"M6B@#* M_P"$4T;_ *!%A_X"I_A1_PBFC?] BP_P# 5/\ M"M6B@#*_X131O^@18?\ @*G^%'_"*:-_T"+#_P !4_PK5HH RO\ A%-&_P"@18?^]?X4?\ "*:-_P! BP_\!4_P MK5HH RO^$5T7_H$6'_@,G^%'_"*Z+_T"+#_P&3_"M6B@#*_X131O^@18?^ J M?X4?\(HW_0(L/\ P%3_ K5HH RO^$4T;_H$6'_("I_A1_PBFC?] BP_\ M 5/*U:*_K_ (131O\ H$6'_@*G^%'_ BNB_\ 0(L/_ 9/*U:*_K_A%- M&_Z!%A_X"I_A1_PBFC?] BP_\!4_PK5HH RO^$5T7_H$6'_@,G^%'_"*:-_T M"+#_ ,!4_P *U:*_K_A%=%_Z!%A_P" R?X4?\(HW_0(L/_ %3_"M6B@#* M_P"$4T;_*!%A_X"I_A1_P (MHW_$"+#_P&3_"M6B@#*_X131O^@18?^]?X4?\(HW_0(L/_ 5/*U:*_K_A%-&_Z

[XAO?!NH6T]HGABYNU:RLXY6W$180.-K1&Y9%4!5 QG\>IYH Y"S_:IFO/$-G./!URG MP^O=?;PS;^*#?(7>]#M&K?9@NX0F12F_=GOMKJO@E\9-7^,GA&Z\3'T'A*3PS MHDBR?8)Y;I)YKG8[QNQ0*/+ *<9)S6=IO[*WA;3?&,6JIJ6M2:+!JK:[;^%I M+L'3(+\DMYZQ[=V0[%@N[:&.<=JIWX?#7[6&L:;X,TA=*\';MXQ:#PLWBO4-0U36((9HK47,\3 MJS",+)(!$2J@+N"'&.?3/&WJ4GA'PQX-UG5].F_MS5],TNWU>30(6\NY,$WE M;,DC)$R'K3]_9=*>']'N=-MKO5&@G\+R>$V:2=2WV1I992P(7_6;IF^;I MC'%3?&/X.2^)?V>M5\^'1'|LDTRWTVVFN7V,R1-&,O(!D'8G7UH XW7OVLM M9\)'5M-UKX)OVH M]?\ #5QK@/P[EO;?PG;6UQXMFMJ6BKDJ1B4I "G^DM'&0[?<]!6_9?LL>'DMEFN]2UWQ!K^JS:K8:FVIZI>"2Y(LV9K:WW!0/+4NY(QEBY)-3>._V7_#GCSQ M9JVM3ZQKVEP:XD,>O:3IMYY5IJZQ *@G7:3]P;"5*Y7B@#G8?VJKS5_B9I_A MW0_"<>H:+=ZZ_A\:M/]J0SB>.#SY)!:[''QC"=&R-WMD5CVG[9L\O@30O$UIX M,&C1>)K\V'A^*_UB)4N2AD\Z6=PF($01DCAF/I7-^%/V9/'OA;]H6_\ %FGF MUL8+O7Y[ZXU0748DI4>8),#%>PW/[,7AI_ASX7\)6FH:M MII\,7#76D:Q:W"K6LK%RS!RI5@1(RD%<$4 _;#C\4ZEX/L++PW'9R:V MUQ'-<;KJ:VUJLD,XA>*VF*$7#G,B[BL_WBD2*BD^Y"UL MT %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !

#_C:X\%^,;NTCU9Y"L$=K"ZA%7Y8WDG6@:/4?!FHW%MIVAZ;(!')+I;7@)Y4;I\@?]\FO5LUYU8C[:\5+ MZU%O|GM-)TV*U3NK%VWC'IA15[XO?$FV^%?@B|UN2WFOI[I5\NULK5-\T\IZ! M5'7'4^PH$7]$SJ'B+7+Y>8O-2S4COL&6/YG%=37#_!{5=+UOP!I5[H]^-3MI M5+R76T@M,23(*" 00QQ7<4 %%% !1110 4444 %%% #7_U9^E?B7_P4, Y M, \ '/TM/_29* ;1_N&OQ- X*&-C|K[QS|+3_P!)DKJP_P 9C5U1XSX, $-V M_<%1^E3LDL4,BQO-B-W6)7.0CR,BH&QWKT?XJ M_L\/A+POXD\3Z/[=P;;3=6%B=&N0K/:*RI\K3$CS75V03D*0#MQ&,- M@@Y!'!![&E::1UVM(|INWE2[%F"0?8+S!93_J< M'KZ$BG2>'KO[/!_H5Y_'SY8_O? 6L]3;O;2LPF)ROS&3FB1H/L\'R2?Q\^9[_ M $H7*'O]S3;P]< ;X ()!RG\O^]66'LULY/D<8D7^-?[K>U.F:T>VMP(W/W^CKG[W ML*7-'J"4^YK'0&%XC/<01*-G,EQ'C.!QP34;:$GFR8O;3.U_^7A/\:I^5!]L M0+!<9^3&",.I!{4D,"[Y"+2X_U;_YZ4$ M_NGWI+K1[=88EDU6S0A6X\S=_$>X!'ZU4CM3+;2",PO)/WJY" G^$^@]>72K MB2&W5-,OW8]V0(V/?Z4N>FNI7+);O\"P=)M?MB?\3>S/(_C/I!*CM|*L46?. MKVV3$^9XZGA:S=G_P#HXU^.5QQ= M7 [>:W_H1K|C?^"8G_)6I@_]A"]'&O;K\$S\74.2HXlK_(,^L:***X38M**** "BBB@ HHHH **** "BBB@ HHHH ^<_VQO"GB+5]&\/:EX;UBRT"5)Y- M/O+_ %#_ %,<$Z@ MZ .B\^]9MQI@^+?[.6D36.J6OBCQ'X4/EW,MJ^*]V^)/@2P^)G@?6_#&I)NL|3MV@?DC:>]L,=PP!_"N/^ WAG0? M"?A@VGA_2[;1)+=S;:M809++=H &=LG))&#GN#0!R7[.DR0^&;G1%G^T:/]< M+2V3R= 74ADY_(CU%1_L9W"6GA+Q-X>9P9-+UF?Y.P#?_7!KH]1\.?\ "H=: MU'6K*V>^\&7TIN;RQB7+Z5*>7N(1U,:'EE'0\CBO'_V8?B!IOAWQOXIAU2Z5 M-2UB[D:&TL_G@*IEO,60GYLHA&.U?*TVDV7QL^.^A>(M$G34+")H[NYMFC^9+98P0BDl-Y(OQ2SWGCSXG:1^SWK:+-?)/H-WOFFTG(,E@3D^9&>R,W\! MZ'E>* /G_P"*6CS_ ! .;L_5-+#1Z.]ZFJ0Q+PJQS,5GCP/X0VX@>]?47QF MOX;K3=%6-B6AW@5\!ZY^TY;?&KXNZI#[&GWJ3I*AT^*(%T\ MA,D1]3@!F/)KZHT+QN?BQJ|KINEZ?-=2W5E!OOTP4L(UXEM67^!PPR3_ !=[M /8O@3I[:?X @##89)GDQ|<5Z+5#1M*CT72[>RB^Y"@/7/3)[FK] !1110 44 M44 %%% !1110 4444 %%% !7R'^V)*?B596+:Y\$;>"WUC5KR,:W)'"C7 M4<:CB6W=N8V]<=:^O*3% 'P?\/\ XYRW\,6G^,+R>XO[-!?\)-):J+NW4+ M1:A ,%XMW(D7H>>M>S7FO>+- BTF^NHI?$'A2.6.YAETIUN4F6>[MDR&"'/0 M[]W/CA7S)HWQ/#ZQI3_V!XMC!,6H6R@+,<8VRKT93[U\Q?!#XA>*/A|XM\5> M$/'.@WFB>%(_LI[:7,-M\7U|\5/BU>WD&F32^&_# M,LI7=$BPW"],:D,V201_L@5:B^#_ (&_9N\%>,-=GEOGEUQ(O>0B=G6>Y'"" M%#R&9N3R?6N)*?%/3/AUJ]IQ=0>)[.ST".%88--C@,GVH <23?,7$W8LN0:F M\/ZGXD^.?C&WU[Q-;RQ:/IY9M)TJSB8H'(PLSAAEGQR,\"@#T[P;K<_@GPK' MXC\0/)G>L75/@]XO\ B?KFE^.;GQ-<^$?$ M6G7&_2+2W436]M:DX>.9&XDD=>K?A71Z+H2^$|2L+"_DO)+[67=UO]YPS33 M9"OCC=C@>U>JZ7=+=V$;A1&V-K(.-K#@C'UH FM+2*RB$4,<<2#DK&@5<]S@ M>M6*** "BBB@ HHHH **** "BBB@ K\2_P#@H=_R=[XY;VM/_29* ;)_]6?I M7XE,\%#O^3O_!S]+3_TF2NFA\9C4V/G9)&AD1T.'4@J?0BNLCDM?$]CY4A\ MNZ7MW4^]^Q[UR5*CO"X>-RCCHPX(KT+G-I&3'* M)[\]$C^?R\\#'=C53Q#K0U%Q!!_Q[(8=_I5"_U>[U$XFE^3^XG"Y^E5 M1VHN2|4%=QIODVWPTBU":VAO5L|3?-K,/W:AE0'<1A@O Z$5P|=;8^))=$\# M6%O%;0SB74)IV-PN]#L";59>C+DYYI",NTU/1MZ&X\/:*TD):*^:-0"V0 N M#P!QU|PNNZ3|LEV^%K3;B3&Z^N">]W.0/TK&^U>=>&4QPCS)^%0!1DYX&>! M4BSYN91Y_NW-9J3A;;4[(>]?P??WI7N=UM!^[AZ/\ P?[7UI*G%#NS9'BE MTOX[_9>E'F/K:+[4B>*KEI[C;:6$8"N=L=NH'7Z&LMK@K?P?NXNL?\'TIBW? M[ZX_=Q?=DZ)[U7)&PKLV$\9ZBEF^P6\?[Q>$@4#[K>U)<>--5^QP%9Q'G>3Y M8"$X/]!6.EQNLY/DB_UB_P '^RU$UR/LEO\ NX>LG\'O2Y%V'?0V9?%^KO?1 MJ;R8[,D.0>@[BJT7BC5/,D_TRXSM2SGW_6J;S_ /$QCS'%_[CY/8>]1Q7' M[U\)#U^W_UZ?)'L-NY=?Q)J,MF^Z\N#ME4@?:),NT^]0WFJW=S:VXDEN)%P MV]Q(1G/N:A6YS9/F.'B1?X, _P)+BY'D6_[N+[K?P>]/EBNB)6]RPUY)_: M,8^?AEQ^^?KCZU7MY8]UR3;I\T3YY;N1[U(\X_M-/WGUJ.WN=QN/W M2**X38CNSA>1G&2<4[1_%>K>%+7 Z M]DTJ[^S>>S+(I0.K#<<9!STJKHDWF^(-+X0?Z5'|P8_B'6]=D_U_Q\S_\ 71O_ M $(T.$9+E:NBZ56K0FJE*3C)=4=:OQA\6AC_(ON/2_MC.G_ ,OY?>=E_P +C\6_]!*/_P !D_P]X^+?BR> M%XWU.(K@]3' BL 1@X(&17(T4HT**?P('F^825I5Y?>-V_\ Z^]?LC_P3#'_M !B3H?\ V$;T_P#D8U^.%?LA_P $PO\ DTG0O^PA>_\ HXT\0K01YU-MSNSZ MPHHHKSS]"BBB@ HHHH **** "BBB@ HHHH **** "N)\0>#;RV\0-XD\.316 MVK2]L=[;2_ZF_C4?*&_NN!P:]#.Q?;44 >3^,?'_-JT.]:;PQX@?4KJ%H% MM(;4LDC'C'G#*[3W/IVN8\!?LNZ/9^ K"RURSB35X;Y]4@> \64K=(UQ]Y/5M2<&O?Z* /(;O4=8^%'A'4HM+\#1S7$4;26Y\/P+Y4[]BT?#*?;FOB]O@/\3? MVA/C%K&Y9S=PW^H1M$9(6Q^[;HXY!!Z5^EU-OS0!Y3\.?V=/!_ M@/1+6R;2;6^EA VR30]Q0^]G&<^]>AZ)X8TCPXDBZ5IMKIXE.Z3I/$]%SZL0 M,G\:TW)'09HYH =1110 4444 %%% !1110 4444 %%% !1110 444ASVH M6J.JZ+8:Y:FVU&RM[ZW/)BN8U=<^N"*O44 <;I_P?\$Z5>+=VOA;2HKA22LG MV5203Z9%=='&D2A44(HX P,5)10!RGQ$\R>(/#LGV5<:E9LMY9MTQ*G(& M?<9%,\(:\NH;$=BU.$7"KV690!*@_'FNNKRO4+2?P_K^H:99CYW(UC2U[: ME.)XA[D$D"DQH|4HJIII|#]=E!=0'=%,H=<\"O[U;IB"BBB@ HHHH **** M"BBB@!K_.K/TK\2_P#@H8V/VO\ QSQVM(\ TF2OVT?_ %9^E?B7_P %##U%2>2_<+^*8IOEEL_=XX/SC M_&@FU]QM=+I]W?V6CZ'/I:R&]2[NO+\E-[YQ&.%P<_E7-HA?[FU\#)P0>/7K M71Z;#J4VDZ&ND"X-^;JZ\H6N0^2(_NXH!JQD->7;WCO*7\YI29.Q@'>6^;(Q MP7#GJ[G\'UI]):FY^SP9=^C_P _O?2EVW?V:4?O3RGK[T. MM|[CMQ^^Q\X[_P!Z/@N1)]IN6OX/G?]G\'TJC$]RTUPHXEO%FN/\ 7?=DI?7ZT$-H1;FY2PB1+Q;:WQYW_"T]0/O"@J.P]KFZ M^VQ#+C[G\'L:HXKJX663YWXC?\ @'7\JE(NUO8\>=C*=,^@]ZB1;SSI=WG# M.;|<_P"-!-K ES<_8Y 2^?,7^ ?W3[4DUS?9'_-=GMS1SS_=:FW'VUK>#_ %W*MTSZT />YN?[10;WSN7^ =A]*CAN;K=<'>W^]?\ M@']J\!?],&HQ\S=5]?2F1_;%^T\S<0OZ^H]Z LQVB322^(=+\S=_Q)C(Q_$ M/:M'PYH]MJMY?F[#NL'K6CX;U. MUL+[4%N)1"'D)4OT/)!"<5VX-1=9*>QS8WGJB_9[G=Z(\)K;6XD>TT>^N48 MN,ON<950S>'>ZQE55D#$9 (1<^XS3=1^,?AV^N;S4+O7;.2XEW2.MNK$LVW^$8X)K2, M<-KSJ)XU:KF2E'V4ZE[_"/EUT*.Z[N58]?P.,_C7['_ /!,+_DTC0O^PA>_ M^CC7XW.^^21AT9BP_/-?LC_P3"_Y-(T+_L(7O_HXU\/BEI?S/UO#WM'FWL?6 M-%%%>^=H4444 %%%% !1110 4444 %%%% !6+XR\20^#O".MZJ<*7@TNRFO7 M0=2L:,Y'XI:VJQ_%>@6_BOPQJ^B71(M=2LY;.4CDA9$*$^CZ!J3 ^>_@+#\8?MBMH_A?%EZS\1K;2]L,U9UOSX1L'B>W6S)(6$SL=^\K@[O6O+=>_ ;1^(4_P * M9+Z/Q5;:%J,_Q0F\+C6)+*)DM+ 8QN5OE._Y+&O4O@?H?QQ^$>G^&_AI=>&O M#NM>%-(F%H/%2ZH8Y&L Q*DV^"WFA3CKMKAKK]DCQAJ'@*VT&LM*O$/Q/D\ M4W-M<7 :*736(RK#&"Q Y6A;7&M]1L'I47C+X::+\:%U+7+#XEV?@ZRLY]*\ M26MJEO%<7%RPC6WD\LE&*,RL=IZ5ZCX8\, %WPIX2 MZ%%HL,-O!/Y)=/*D!W$(P[]:XR[_ &1=9_X1_P"+'PSTN6RTSX8^* FJZ++# M\LFCW^]6>(Q_Q1%XU88/ XKNOA^WQHU^RC\(^/\PCH.EZ*=,FT^^\0:;JIF MDN&\HHLD4.T%=Q.2&/%.U@;39Q>J?'?QE;_L"6/Q-BU.(>.);&WG>^-LH0LU MTL;'R_N_=.*[;X??%'Q'KG[5?CGP7>WB2^'M,\.Z;]%I;"%0R32C]XQ?J0<]M*\A3X%?&>^"-C\KO1M!M_"UO-';3>,X]0WO+9).)@4M3BNN\1>MOB[X[.;3\6>//_A'1O$=ESHMEI<8U#6!:/$T Y8C:<@FAZ;"MJS<.;^^,' MC'P'9:)I/P]DC'B2>,YUBXWP+,/L-H@DE4@!-_W0:P_CA*?'5_\0=#\0ZQ9^++7PUJB M6>G^*K"V6"+4HWCWMPA*%D/RDH<5]!5XG^SI\+/$/P5N?%GA&2.U?X?PWQO/ M"\L,@\V""7+26KIC.(W^ZV>0:]LIDA14,\C102.J&1U4E4'!8@9P/K7"?"_X MX^$?BZM]%H.J(VJ:=*T&H:3>>-_CIX2\#^*M**W.HB\\6:Q,L5GH5CB6Z8'[SLH^XBCDLV.* /1:^??C M_P#$?QF_Q/\!'PK\!:E;>'M9\1PW-_=Z[=6HN39VL(^;RXR0&=CP,U] ?P^ MM>"?'WX5^,|_ .(7@OXF_#L6%YXH\-1SV02* .8 M^*/B+XD_ ?POX)@N_\H\4WNK^,K+3Y;^?2H;=A9RAH2JD@DD9W=:\\^(7QN M^(.'CGXS2V/Q6TKPK!X+F3^RO#M_IT$IU!SO,>6(D.2-HV@G)KTCXA>!?BO M\&M3T7QA9;K]A@U3[1FRB!+LSA0"^3PHKF/%W[&MWXZ\0?&M;6=1L],L]:UK4;;4_">M AY[6:!23R*W->\7>/_AA\3_@EX,U M/Q;%XC77+S48]4OVTZ.W>]C2(-"NU20A7/)'6LW6_A]\7]"\?>'OBQX?T;1- M5\5W6@IHWBCPU/?>2DK*VY9;>?;@8;D@CIQ5OX@^ /BMXZA^'OQ 70]#LO'W MA/4;B?\ X1S^T&>VN+65-A3S\ +(,YQMS5=09#\;OC5XO\ !WCKXJZ;I6H1 M06>A^UUNP0P*QBNS,R;R3]X8'W3Q7M_PG\0W?B3X4^%-_;$B127 M+S3 9+'C X%6?#UG^T!%\'KGP/-X%\/Z/-;^'QI5GJ<&NB4M,$6(.5VC:-N MX_6I6FX/-OC3?67B&6,>$?%-M2^)OVB/B5I5A\4/%UI\3]+CN/"_B>;2]/\ UUIL+/?PI(BJBL")2Q# MG! [5Z"'^QGK/PVN_A;KO@SQ)K&O:MX4OHA<:=KNI;K7['(I6Z2 %<1DDY K M+O\ ]C77I-.\?^(K"STFP^)0\9S>)?"^LDAY&ARA2&9B/E5@&!4]#S1;5!IT M/L31+Z74M&L+N> VT!Q!'+) W6)F4$J?H3BN>^(UC/\ V=:ZS91^9?Z1+!]1 M1R6CQB11]5K>T"6_N-$LI=4MDLM2DA1KFWBDWI%(5&Y5;N N" 0>" M#R"*IB1SOA?4+:0>5;L#:3I|KM"!@>6W)7ZAJ26N5T3P1'H=O9PPWDS1V=Q) M+!D#B)^L1]1[UU5 V%%%% @HHHH **** "BBB@!K=#7XG?\ !0E2W[8?CCG' M%G_Z3)7[8O\ =-?B?_P4(./VQ/&XVY/^AG'K_HR5U8?XS*IL>$S7-I>!&NK9 MHS'$(XUM*#P,.Q[\YS62ULS'@>YZ5?U%(782VKMMD)/V?#9B Z@:9H%O=>'DOY]+U-[Z2?]U_I,;#'EMN0G'U7VSS7.B]M9;BYE?3T,4Q= MHX 1B$,Y.T'_'3M'I44*0W$(1I7M)5R3(P8EAQ@$ X'O4%]UO!?_P"E&XEM M0>F5+COGG(&/2MXJXI2L17<*&X=K>+RX. L;D$@8Y!(Z_6NMD\9Z:^D:);+ MX?B%Q8Z?+8S7!$;>< 7_Y:*-H(8$9!8L15.%?GY@.AP>F:4HVT%&:D=U\1 'FE>,K:VBTWP^FC M^3/),TN(0[*R@!3Y:KDY&3V_N@2<1*.(_P"(MD 5O^-KGP1/H5NOAJVNXM4\V,S-+'(J>6( )>6)!S)RO3'/6N=M=-&J^']#M MC=6UGYUU=#SKMRL:\1_>.#_*D.1FFSN(;SRW*EDEVL1,"-P]NN\1>5:+47D MI+IG_P"6@1#[U$UGY5WY0GA?9+LRC_*?FZ@^AJ18 MU+F6$??_C|C09IV=PB MMIEMI3D=5'^L'K]:)K:=K:WPRX^?_EH/[WUIB6P^R2_O8L[DS_UI\UIMM+? M,L. 'S_^T*"VR46TC7L ^4G*?\ +0>WO4:6LRRW(SU63'[P>OUI_P!F7^T; M?$L75/X_<5&EM^\N9(<[9.=Y|:"=!JVTRV4GW<^8I_U@_NGWI9K;K_Q^]!I'8G-K,I(&,J/ MN=)!Z#WJ.*VF,TAR/N/QY@_QIWV<"_C_ 'L>,IU?V%10VX5Y1YL?^KD_CH,V MV]Q_V6?[#)@C/F+_,M!W4^]%U;3F"WY7[K?\M!Z_6FI!FSD_>Q?ZQ<_/_LF MB>V_<0?O8\;6ZO\ [5 R?[++_:0Z9RO_ "T'8?6HX;:?_2.1_JG'^L'J/>E- MMMU&,B2+JO\ "["HX;8?Z3^]A/[I_P"/G.105'579/HD+Q>(-++G/^E)CYPW M\0!*HW _TJ<_]-'_/0C5W1(?+U_2\NC'[1'ITYQ\PZU4F_X^IO^NC?^A&@3 MU(]GS[C0R>E&ZDWG%W=:V+47;\'RYIGE[>G2GJWK2Y]Z+L+LB\LU^R7_!,+ M_DTC0O\ L(7O_HXU^,%?L?\ \$Q6L034M)D.VU\26] M_P#+";'"R@#Y).H/'3IZ;\)_B)!\5? VG>(X-,O|&-R&2;3]3B,<]M*K%7C8 M$#.&! 8=>M '9T45YU\^*-=O;A+#2])LD+&XN9,A [M81!C+,>@H \?_;R^) C#P5X!TO1OAQKHM/'&M3M#;Z1:6IN-0O(-I+M!C _5; M<9+D8_&O*O\ @E5^SIJ.FV.L_%[QE%=3^]);9[6QDU++3I &Q+(Q;D,[CMP M"*^C _@9\"KIPAJ5[IXZ\=ZA'XE^.LQA;W457]Q81=1:6]G[D:]"1RQY->TA0 MHP!CZ4 "KM7 IU%% !2$]:6B@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@!K*:_$_\ X*#;?^&QO&I;_H60.N/LZ9K]L&Z&OQ+_P"" MAK8 ;_\ '7TM/_29*Z;]VD:.QE*'RQA6!W_QW3BL"VMK.\T#1XK^]_L^U-Q=;IQ"9-H_=\;1R,CG MFG6=AGV7C^:=#:VS8_XEVF8';[+_ /7H*>D)+IMW%K=I9M;L M+]7RMD>5).<%>0<#(]34-OIMW->:A"L!>:!9&D3*C:>>_,#3_[<+9SIFFY/ M7_11_C1_;C=?[.TS/3_CU_\ KT$\]&6NG7<^CSW4,1EM4F1&D3'WBIPH7.3U M1*:=V,]OIME<20.(9?,V/V:#<\#D8]ZF@\0RVTT78]K$[S %?D&<$\)&<>U)_;;]N3IVEA1SG[+[?6C^VWYQIV MF\C _)]?_KT"M6-P&3D\\^F:7^W3_T#M-[S]D_^O1_;A#9&G:7G_KUY_Q0.*LBQX?T MNZ>>PU019L$OHH6FR;,R00,9ST]JS+E?])GQWE?_ -"-7;?Q'+;7,EN?6-%%-#@UPG4.HHHH **** "BBB@ M JO=W#6UL\BIYC+C"@XSSBK%(0&&#R* .8M?'MA>7/V<0WD4F9 3+ 50;" W MS'CZ>M7_ /A(8VSY43RL.< @<5KLH?KR/2FB-1R ,GV%]#G]0\6C2XX)+C3 M[HI-,ENA@7S"&8\%@.B^K4:/XRCU_2H-0M+&\^SS;@HN(_*DRK$"GDC#(DQ1?\ /-/^^10! MDQ>)!)LVV^2W0"1:= _:IO:R)&=H/G+UK5$$8Z1J/^BCRD_N+^5 %)=6&T%X MF3UYI'P?2C^VK89W.J8.#EAUJ_L4]5'Y4SR(SUC3_ +Y% %5=8@?A3O/H.:YO MXB?$[3AKX5N=?U*VO;FU@-:6AL8#-\\S8!"#G /4UV C1>BJ/PIC0(^=R@Y M&#D9X]*!H\T_X:&\,#@6FM-Z8TV0_E6#HG[5OAC7?BJ/ L&C^(5OC8O?"^ET MUDM=]J69"YZ-@<#O7J&M)X?\/:9>ZKJHLM/T^TC:>XN[C:D<2@9+,QX %9'PMI\<:\3_ 99^)/#EI/!H]V7%NUS:^0\]JQ7>%/)5L9![BL[2[@I=#9TSQ+ MK%A:7U09L+6ZA$R&60(^",@%3R#5Q;^X/D[K9$#9\P^>IV>GUS5T1)@#8I X MZ"N*^^/Q3\,?! 2++5$[RVFE75[%8->1P%XK=LA9)F'W$R,%CTK01U(OW5 M5P1P1Z4_[%;_\\$'&.% X]* *\E_=_P#+.Q\P>HG4 M?SIBW]\V_G%=OW1YZ_-Z_3%7EM847 C4#Z4H@C7HB_E0!AZSXTL-!F,-X72 M40K.54;OE+!!R\ :.*T)-1G1?P--7P_9)+O"2;NO^M;'\Z!$5[XACTG39[Z_ADM;;"(S32-@B, 9/3KBD MTKQ-8:ZDS:?,;KR659 H.5)4, <^Q!JW/I-I=VDMM/"LUO*I22.3+!P1@@@U M!!X;TZU\P6[LMN)"&?RB5W$ $X/. ,4#18EOI$Z6DS_ $ _QHAOY9>39S1C M./FQT]>M21V440 7> /|L_XTYK9"I7+@'T8T"*\NIM'|VSN9#[)_]>D34)78 MK]BG&.A.W!_6HY|MKB6WD,ERIA)90D[*"3_ '@#S^-7_(3.?F_T 0-?.D: ML;68D]5 !Q5E&WH#@C/8]:A^PQ[R^7R>OSG%3@;1@=!0 ZBBB@!K=#7XF_\M!0S(_:^\< 2T_P#29*_;%*ASTKX\^-OPE_97\7_!1US4_B!KNFP^,)&CCO MXI=8:!T*HH4%.V!A,5M1;4M%U2^RP]GYGY?[J-W^]7Z@?*$_8>_Z&C1__HV_P#BJ7_A0G[#_P#T,VC? M^%$__P 55>U3^R_N!4_ ,+[=_O4;]_4'_A0G[$&<'Q/H^?3_ (2-_P#XJ@? M/]B!QQXET=OIXB<_^S5/ME>W*P[GYGY@:OFKK/A[J.E:>VNS7SV,>]_V?C2) M-4@$MHMP94W>8I!',7F 9!&?>OT4_P"% ?L1?]#)I'_A1/\ _%4?* _8B_Z M&32/ "B?_P"*HII_=?W#4+'PO# PKK1QI<\-Y8ZC?MS?>9YHMXF$T+^9"I&< ME#*^@1N"]>XIMG**[9(5GRXBA5<;B@PC!\ -T-+X5U[PKJ6GZ!I?BB" MT2PLX;IIS:0I:W,TBL/LZ274L059^3QG&[I7WS_ ,*#_8A_Z&;21_W,3_\ MQ5.7X[_L0IO$ND?^%$__ ,53YW;X7]PN5O4^![^'X=W*06>F13BY>-$6ZDO7 M=C*0A(*[0N0Q*9?RX&:OZKIOPOMH;E/-<:D)_+>"VOF:"V D(W1NRDS90#<. M"&^[7W2?@)^Q!MY\2Z/CO_Q43_\ Q5-_X4)^P_V\3Z.!Z#Q$P'_H51>79_<. MS6UCXE\-O*+33VOKS[,^I7$6HQKI]Q-.T-ONAE%MN.W.\2+&0X.WY^'1P;RX M=-^%MI%IT=WJ,UX]S>-'=3VD\A-G:F7Y9 I4!G"<%2<#,>M?=K? ;IA[_H:- M"_:(AMJ!-RC(*LV'^[7VE_P MH?\ 8=!/_"4Z-_X4;?\ Q5(OP$_8>48_X2G1C!?$C?\ Q5+VBOU#E?6Q\))]I MG6?PSC5?LVH:M$D:BWLL]O\):("O&5 =HRQ"YP<"OUE_83DT.;]F;PF?#- MPEQIZ)DK)'L)N Y$N<@9.>^.?6O"/\ A0GI#_\ T-&C?^%(W_Q5?5G[-V@? M#CPO\.;?3/A7?6VH>$8+F;RY;6[-R@E+;I%WDDY!/2LJLU*.B*BG<]+N(7GM MD0|21NYQ4,,,ZR@RA6"KPP8DY/7@]JT**YS4**** "BBB@ HHHH **** "BB MB@ HHHH **** "BDS7C7Q=_.:\@\&Z@?#WANS_P"$A\5N/^:+F.WST+D=QUV MU1+CJP/6[[4;73+9KB[N(K6!?O23.$4?B2!7FVJ_M/?##1;AH+CO9:-*GWA" MDD@'XJI%>3V?[/\XT^+4Z;KX^\131QNS K4GP:\1^ M.?A9>7/AOQ4LLL-IN$%JQ.C3J.\+GOCD+G!JU?J3)1^RSZLHK-T36[+Q#IEM M?V%PMS:7*;XY4.01T/T(/!'8UI51F%>:_&_X^^#_ -GSP_I^M>,:U[*ROKY+ M&-D3>P9NKD#G8H&6(Z5Z++((D+L=JJ"2QZ #N:_.KXO? SXB_M\?&TZJHF\' M?"G0=UCINH:A&1)>C=^]FA@/)+,_" YP-H% 'MUC9:E^VKKT.IZBLVG?G3K@ M/8%V)RDGBN5&XEE'5;4.,%(R_?V^H[2UAL+:&WMXTA@B58XXHU"JB@855 X M&,5P_P $O@UHOP'^'FG^#!"N+^]TVR+,DFH3F63+T M+3_$^CWFE:K9PZAIMY$T%Q:7'!XY4(P593U%:5% 'R99^(;[]A_5H]\'1W-U MJ?P,NW(TS7)MTTWAR4DE;6;&6> GA&Q\IXW3X*?&CPW\>_ =MXL\+SO+ITT MLD)29=DL3HQ!5U[$C!^AK&_:,_ 9WT+]I/P./#>NWVHZ='%+]HM[C3YRA24#* MLR=) /[IKY4_9I^%_P 1OV'/B|-X?\0(WB'X6^*)"FMZ>C,EC=#B)YDZQ[A M\I/3/- 'Z!T4U?N\'TZ@ HHHH **** "BBB@ HHHH **** "BBFLP'6@!U%)N M IX*Y[4 .HJL[&&13] "BBB@ HHHH @DRRD?6OQQ_;&A0_M/_$%S&"3?)U'_ M $PCK]C7SS^-?CK^V./_P#L(+_Z3Q5]3PRE]3FG\%>IXFT, M:C_5I^5OO#'_\T_*K#5"U?I$TNQX5&Z*[QQ_\ /)/R%5VB3 [EGY5:E[U MS9K@DE?8]"#8FR+_)Y1?D*D6*+KY:?]\BHZ-Q6HV<+176-?^62-^ JI.D9! M_=1?D*L.Y[U5F8"L*C5AQ5BA-!$W6&//^X*8MK%\U\I#_ ,%3O\ ,U'W>E<+ M29TW;"&WAW8$$7_? J_#*%C'E1?D*IP\'FKL3 '-;TTB)&9K=M$CV\HB3>#C M.!4^CQQ)-/&8DSG=T'>I-6B\RS*?D*3[/'_M ,\T_P"^13MU#,*.5=AZD1AC7_EDGY"F&*/_)Y)^0J=OFJ-ZS:78M,B>&-A M_JHOR%57MXP/]5'_-\"K9^[[5!)7--+H:IM;,SYK>/_)Y1_P#?JN;>+;_M *B/_O@53O7!-&NK*KQ18_U$^'X*KRP1=H(_^^15]4'H.@]$Y;-<< ME4>._P @K]?O M^^5$:I^RRX0!1_PD%\<#C_GF_(55W'!_*OU[_X)4C_C%]3_+&"^_E'7EYB MOW*]3:D_>9]CCI2T@Z4M?.'4%%%% !1110 4444 %%%% !1110 4444 %%%% M?B/7;3PQH=[]M\XCM+.)J9#[=!D\"@*SOX\?$6^\,Z1%H7AQ,GC#5_W=BB MKGRESAI">BX& <&O,-'TB#X1:5!8:'9IK'C[4]TC7%R/,VO\ Q3R,<;8AG@!V MKI?"$'DQZK\0?%F[[=?0M#VC6?6]6A5]8U(MB:YW?,(D.#%;KGHB+CCUK-+F=V6URGCEY^S%XL\>6W]H>)/%M_>:C+ABC7LB M1#_=1(I_)TVTB9Y%5=SN!U"KWK5.RL06?!WBD>)+6>*XB^R:M8 MN(+^T/\ !+M!RI[H>]MW%5?B1X/3Q;X;EBA0?VE;CSK.4'#+(.1@^][]4@/)/A!]'V66.%8_(M-2C:1 MH0,+%>(<3H!_#D$-CUKUNOG?QIX@F^&?Q5*S>(;32O#[T$U9-.FMVDDN)PVR M;8P&$&TU]*1.LB*Z_=8 CZ4 .90XP>1W%(J*N,# P .@%/HH **** "BBB@ M IC(KJ0R@@]0>0:?!0 4444 %%%86J>*(K&Y%G;02:A?D9^SP8P@I78\(/K7B M^M?M 3^(%O-/\(6UWXHU^VO1;-8Z4C16Z ?>++7### =#CB@#Z#W<$\TN17E M]H_Q(U&&-H-)T/04&/DOIGN)#_>R5X^E:*>*-9\+RJ?%6GVT5G(XC_M;369H MXST'FJ1E02?O=/6@#T"BHHY5]/-YK^MVC6X&?,O9U0'Z G)_"L33?% M%QJUO+<:D9='C6XDCCA5.K.BMA7W'G##GI7CO[2>M>%=(\&W6J/H^E:WJMCF MYM8=302Y8=SGFNW#866(G&-G9GFXV4\+3=236GF3^)?VQ;?Q%!<6/PL\:S MXYU/!6_BLFAT^-NQ:23;N [XKG?A7J/Q&U7XKZ->?$WX@Z?8W;,XL_!^ASJ M(Y#M.1(!G=@<\FOST^)/[;/Q&\5>980ZH-&LA\@L]'C%N@'H-N#6C^PS?>(/ M$W[6W@6^NA>74*W$KS7$N]_^6;?>8_UKU*M^A0I2C97^]_>-FF]M)-Z5Y52I<[U%V)_.&[:;Y]4]W>G;ZY^=FUB MPTWK5>1\YII?=U]/(9B*SE.Z'9$E-J-F&ZF;AFLN8JQ:B^]5M*I1D5;AQFMH M,RDRPRHR?O!O0$%E]5!!(_*OO7XF^&]+\2_LQ7;V.GP110Z9'GUZ:I5XNUF=V$Y M6Y0:W1^>\$GFQ1M_> -29]Z8]L^G2SVD@Q);RO$P/JK$?TI-U?84YW@GW/-< M;/0DW8IC-S2;J2GS"2'4US14;5+=T785_NXJ&7[M.:H7^[7.]0BBL]5W]XJQ M(=M0OC8>:XIFT7T(';!Q5=_2I)#W]*CX)YKD:-BN_P!_/:BB8BH-WY5A+=\'\A_] ME_M;52.\2'"1_5FI5ZQ+,D$3R2$*BLQ/8 (M3M]'3Q3K)BBFN7(S;0O./A]"^L:W?:ZQ8_P!J7#W: M^9]X6Z?NX%!_NGYFKT#5=2AT>PFN[AML42EB>Y/8#W--*Q+=SDOB]\7=#^#W MAR/5=;NX[6.>=+6(RMM7>YP"Q[*.YKY,\4ZWXM_:RUS4_"W@VW5/#LP\G5O$ M%VA\EXS_.LT[A<= O)[U] >(O@W;?&]XCG\8E+O3I01<:#-"LD#0'E%8G!1M^^1R*]6\,^%M)\&Z+:Z3HFGP:7IMJ@CAM[9-JJ ./K]33$>%=/F/ M\;$C"&3B@#=HHHH **** "BBB@ HHHH *YKQ%KC+)-8VEREK)#'YUY=M@K; M1>O^\0.!^-=+7BNEC3]?T&X@O]26SN=1UVX?4DD;;)-'"[#R\#[J!%3KQCZT M 5]&*:C\5X1F:YT/P&&)BM8W*7>I\\R2O\ >"GZYKU_0?#^G^&=.@T_3+.. MRLX5'I%$, #W/4GW-/LM0L3#;K;R(L3@"%4&%(I8XZ4VSU[3K^]DM:,\AFN(MQEHE<;L XR!W&>,CB@#1P*@O+2*^^M9;:=1)#,IC=#T^D8(JQ36^N!WH \T* M?$?2+33='L);IY@:(A(,T>?E)QV4"O2\QUX'U#Q#H#:^#Y#HEH]IJ M^M:E]%ZX0&2% S&%U']]NY[*X_XH_M1Z'X;^+6I^$?%WB*Y\+6%G:H\.FZ5A M[V]=AG+.N=BX. @Y- 'TQK/B?2?#R;M1OX;8GHC-ES|%')_

5EMXLO+I#)9: M4\5IC/VW4I!;QX[$*?F(_5\KZ=\>?$?B/$/PI^&HTZ)QA->\2!B^:]VVC;CM0!\B_M62_$[1[31;S3+=]1^U2-#);Z7&6,3=5SW/UKQW0 M?
V3/BS\5GENM=E_L"UN1\SWT^]PN.BH"=N>]?HPT"/CU/2-4&%XKU: M>8U:5-4X):=3Y3$\/8?%XIXFM)M/I?0^,_A=_P $Q/AQX2=;OQ--<^*; _=O* MD^3!G/
P/F/YU]4>#/AMX7^'MFEKX=T&QT>%!M46T(#8]V/)_$UTV*6O-G.5 M1WDSZB$(PBHQV04445!84444 %%% $<@&PGOBOQ=_;-DV?M2_$<'_H(IC_O MQ'7[2/\
<;Z5^*!:TNS]JGOC_Q_^B(]^@R.7+B9/R.3$KFA8\@:XJ"2< M54>X-0O,6ZUlG*LWH>=&!,\FZ]_FC.#433$5!+<'M7'*IJ;*-BY[YI=U4?-- M2++Q4\Z"G;IQ4)8KTZT+*-M-
)]>E#DF,8Y[FF!_SJ.:4;L&J_G;36#FBDC3A MEJ[#+6/;S5H0S=#6]*I=&]?;G_!/WQ*)O#?B/0W(_T.Z6X5>^)! M_B*^&%FKZ8_8)UW[+\5]8L&DV+>Z;D#U*.#_
"-6D)>9/OHWU#N']ZF[Z[N8QL6-YJ-WVXJ)I-M M,EE/%0Z@6=[$C34QYLU$9:C:7YJR3NJK*:'?=Q44K$#-3FG22;D(!V)KG;N:)#7;Y<]S42MQ1)_#4;'WKEE.S#8G5AN&:_8'_@ ME,
<_LKG_+&"^S_Y#K\=E;YN:_8;_@E -WI*I\ U,%]_P"TZ\S'3O27J;4Y M7D?9@Z4M%%>&=(4444 %%% !1104 4444 %Q^M M &_:^-M"NI)
[Q=5M8[9)&B9[B41%74D,I#8(((]U4M/B9X;U.=[?3M3359PI M81V ;;=CL&4;<^V:\'^&/P'\-S>(HG\1&7Q'K$T4D[7-[N<>9&^QE0)Y;D-D MU]$I#IGA'1)OL]O#8V5K$TC)!&$4!5))P
.PH$VDKL\XU+QMXF\5R-8)HI\(MZ+<3-92W^M,/M$/#^C^&)=,6Q6]&F&.VLKB\'F.+ MAB-H0D<8W\7_M*>//AFO@+0]>TCPOH^K27VJZC"0H?8#L!V11A M3U_O5]'>"I'_"2O+--
=B&36+YID*2><69(T92."'/Y)Q71.@X).1QT, M73Q/\)WCW/6/#>D1Z; 64[F") ".FU!CC\EV9M+;+X,\I,DK#NQ_PZ5>HHH **** .,\3NQ\5VC X6UT^YF;VR, _I6SX
M.0Q>=*#$,3;1MD# Y4'^M.M2O=8TC7+_ M ,*Z[>6S6MQ">!R'/>O7Z* /*;?X=?$"#2K;U;XC+)*D?E2R M'28@'&,?* ?E./2N=^#'[-^H?#OQK-XI\1^+
[SQ3[<=]!A8(^4@M(&;>R]G3 M)/)->\5%(ZQ(SL0]J,L3T ZF@ GGCM87EE<1QH,LQZ 5R^L>+M,_M6VT22\6 M"]O1F&T7F>=,?,0/X5QU8UD>*?
$UT7@6S@6[O[LE=*TYB=LQ'6>;^Z@ZC-<9 MJ&GVOPU34/$UZ[:QKT(^SB]D&9+F^EX"1YY5$!P%% &QK/AV\^('C!+?1=6F MT'1-"C-K)-9*-\LK#YD1CP,#J:K7/[(GPQO?
%6G^)KK0WN?$=F!MU6:X=IWQ M_>).#^5>A_# _,,MX4\+VEE. F7K9GNI?!\SG+G\^*Z6@#/T[0[#24VVEK'! M_M ?-^9YKYI^*/[4B_L^?M/V?
AWQO<_9_A_XGTM+BSU24973[I&*,K8YV/@' M..#[5]35\J?MJ_L>W_[4NI^"I+'6K;0H=*:=+ZZFA,K^2ZC 1>C-D=^* /J*
MTNX;^UBN;>5)K>5%DCEC(*NI&0P(X((-6:\=_92TOPQH/P1T/2_"'BC4/%VA MV+2VL>H:H[&<,CE6C*L 4"D'"D<"O8J "BBB@ HHHH **** "BBB@ HHHH : M>5-?
B+^VY)M,:L^)8_ZB,8_\EXJ_;KLQJZDNSK^594&=QYJXIX'ZTIRLB&F: F] MZ]D_9%U=K'IH+PVJ'8MRLT+>_P N?Z5XE&O9<'I7?_ `6!HGQL\%7><8U%$)
M]F!%7B'ST9)]A15I)GT+_P %#=,,7B#P9J81L"*:V9OQ# 5\FF45]K?\% HE MN?!6CW+?>BU&,*?3*L#7Q"\HZ'BN3**G^R)=C7$+]ZWW)O,]Z7S*K[P/Q]>*
M3SU]5_.O:YSFM3;CWI&?*FHPP?I2.2HZ4G*Z'H@,I6HWFW\9IC-_%W[5& M_P M8-NY5A[M[U"Y&[K39"=O%0NQQ6$I=2K#G;D^]5Y&(%.<_+[^U0OG;[UA M*2L6MAC9/-%%%
<3U8:C!Z_A7[$\,$GC_ ,8IG_L8+_\ ]DK\=MPK]B/^"3C; MOV43[>(;_P#FE<&+;]F:4U[QIG4445Y)U!1110 4444 %%% !1110 4444 M>#:#JM_I_P"T+?
Z%]A+:9'/+6M;]]IQS\,_@!XLUB7= M_P >HMEV?>W2D(,?]]5R7[0%G'X*^)'A_P >&2:",,("Z2%82\;?,LBCKNC8 M@?[M>,?\%3_BI;/\#_".@Z)>I>GQ-JL+PO\$]2UN'5(M0C-
N]U;KM5/(3E&(.3R,Y->U_"'3? MJ4T.RUVX DN=32.I=LDX7!$2 ^WS'\:^3OV/_@KKNE?#3P]#]5A]EM-0U%KZ M^L;TLMQ>1A<)&J@\(";E.&^K86-*VQ8U6;[-I=Y-G CA=_12:\Q^!-
![6B:<]O=ZA>11Z> MOSZF,29:9RV>!TQ@>V*]%)33&W\,ZC(!G;!^E5/#,=OSTAI]C)# IP !C M9D8 KS3V+G04444#"FE@.0%.KF_'NIO8>')%K<_Z9?$6=N!UWOQG\!DT >8_
M":YM=:UW5M8CLKJRU#7M9EEN'GLI/W(A]>];6M:F-*L#-M\R9B(X8^[R'A5 .L'3]-35KOR)?WT%E+ MYEP3R);GJ0?4+0 S1-*DT2UN=:U)@^?MWRA6(^["O58EST4=_>O-?!5S_ ,+9
M^*D\P#?\(UX/?RT1N1<7QY+MZ[>H]ZR?BK\;F\3:QJO@/PK;74_BN.9;1$,9 MV*K]9V..%':O9/A=\/;X9^#K+1;5O.E0>9=73??N)CR\C'W/Z4 =?1110 4 MUNG3-.HH
\E\'Z5X(^#OQ*U#POIUY=6^L^-;FXU|--E9G@#HJB9H^,)GJ1GF MO6]\S^+WPUTKQ3]'A;Q;?:I+H%SX+O6U==1A), 0B>%R?\ EFZ=>OW:[GP]
MX@T[Q9HME]^D7D.H:7>Q+/;7OPL ;K8C]KOX_]?\7_*3Q M5Z67/[Z_0RJ*Z/"7D)Z5&3W(IC_+Q32WRU[,IZLYEH&[TZ4]M3,^],XK+F*W M)T?
=|:>)25QBJRN%J0,5Y!KHIR!JY9II>H?,--:2M'-(%H+U;-,9?F:D\PT9 M.[GO7.Y(9(GROQ5GM[U3#'?]*L*6VBMX/0EZ(M)DKBND^'DOD_$'PN^<,NIV M_P#Z&*Y@.$ RW)(
4^08BEYIOAN%QYDC Y M1YV[9ZA!S45Z*5-N;(C%RE[I]$_M6?#77_BIX'CTSP[8?;+U;Z.4&218TC4 M$[F9C@ &OF]]_9[\'_#&*.\^)GQ!C2(;])\-V[3SL^?N^:V !ZL!72?'O] MH?
X@7^CP7:VDWAC1;]BEK&?DEF'7<%.%^()=OES4M20=6F,M!, .@3X:U$6VG?#R^\00RKN:^U?47?RU!! M4&!DU-/\=OA\B^3:?##14MEX'F(V2/S)KY]+]"!P:&8=.\5ZKP+D_P!Y5DWZ
MF'MFMDCW/_A/?A+K<3Q7_P /HM/W?\M],NY(W!]>21^&*\^?1/#VM-XDN--U MM](M]/DWV5MJ:;S<18Y4NN,,.W'-<;3F+/$&&W9U*GH::PU>C=TZC?]DU(ST
MDC0UG0=1T*WL[C4+.6W@O(Q+:SD9CF4|"K#@_2LUI-P]J#\'?$,C3#HE]!% MJFDL)--NOF10/XD)Y4CKQ7-^-O"T.@M!?:7(]SH5VY$+R*.QS;D,O/%0$^F[ZT.Y9,9J-W.WK75*:1F#_
',JZB9CMR*4 ML-F.IIO.*YIR2*3L'./>F;^V:;O.TTG\5<3EJ:6N/R/6OV(_X),?\FHM_P!C M#?\ \TK\=L:C=M MLM:2%[B5CV5%)8_D*_&;X#P_\+O_ &I-
5\9;JAD@FU*XUF=G^8+&A)49/;@5 MZV6X=5ZOO;(\S'XE8:E?N??O[*MKK/B;XH^/O$VOW4UU=:9!::#$TC977&JRY7#9D<[<^OR!:]>KEQD^>O M)K;;
[C?!QY:$?/7[RE]\!NI)O(!R9(70?4J17'^"|2\[6;<&1 ESI,3JF?F+ M1L4<_AQ7=M7@OBWQ?9?"'5DN]3N/L]MI-ZT@XW&6PN" ^ !DF-P&P*Y#K;L>
M^456M+N'4+:*XMY4F@E19(Y%.592,A@>X(-6:0PKS1=5DU_O=>:]@5K+3V.F MZ:H;/GW)_P!9)CD$*. ?K4?CWQO<:MJG_"'^&IRNHW*YN]2C8;+&+/S'(_BP M#]*W/!FC)9Q1!;?
R+&$'DV"-R[C'S3M_M,<_A0!UEK +>"./.X@ MFKT%+NH 6BDW49H 6BBDS0 M%%% !1110 4444 >>^(-3E_MW5M0S^XT:W6" M!2<*9Y>68]OE7 KR[XW^.A_P@3^']{N[N"\O-
D6FR60(N+^Y# B0 <^3N'+? MQ=!79>/+3QYI&JZE:^&M!L?$&G:NZSK/>W"H+*7 #;D/WUX!&.E6OAE\$D\,
MZN_B;O'>'7O%DRX%PX_=6B_\X5/0#IF@"U\%OA./A|ITVIZE<2:CXKU6.-| M3OIL%MP7_5KCHBGH*]-HHH **** "BBDS0!%-ES*V^$>ARWMMJ,D$WB&"SO"SQ^3),0ZPN>-
JMT0?=%>MY%)?&OAKQ9>02?VYX>\\6-Q%(4PLJA9%8#[RD#H: .MHHIN[YL4 .HHHH M **** "BBB@ HHHH : W#7X4?MW,1^UW\30/^?\ C_\ 2>*OW8I]_"7]O _\ M9??$W_L(1?\ I-
%7=@GRU'Z&51V1X-N^;/:F?>-&=U+7I2=V8+N%(B^_6 ME6LHO48_^&C<:9N-.R:Z%*R):'%_E?>IF=U&67I4NH-"YYS3OO4Q??K1N MJ>=")!]ZK"R!
(RQ5L567'4UZ[^SEX,M_$GBV76M1B272M!"W#0R##*37!_P!6 MASV&,FM'65*#D^@1BY.Q9\/Z%IGPIT^YF\::)+/XCU.!3I,$A.VU1ER9&4?Q M^F>E=Q^RAI5Q\0?B5/]>N3RZKI?
A^(W4C79+()6XBCP>"0,MS7EWQE\9WGC+ MQ=(HQ)KZ!LGL_P!GIX/QZ+V$4_M>YC%$J4P(W23%?N_10 M=HKP,1.4]?M*FLI:)'H4HW?*MD>7?M;?
$=_'/O&CMD<&\UL(RJJ.@;)'\]\2W M\G-&IZG-JNHW%Y,6>2:0N2>3UJJK[NHYKZ/!PIA0C XZK.U!DW-QVJ MMO\ K2JX1>>GWJB&^ABX88/#]>@8=0:X)G#[16QX32YNKR>QM[C
M[.T\9.<9Y7FO+QD;Q]I'=&L7;3N9NHPM87=Q;.<^5(5!Q@D9X)^HJJ[Y7K[U ML^*K9[.^@260SR&%09#U)'%8O'O6D:CG!,SDM;#=U#':*&Q33]VLI2MH39BT M4W^&DW%JY.?
N;!!WQ7[%_P#!)D _4$I- V,_ "P"TZ_'5?6OV) X), \ )D_ M[&&_ G'65>2E N*U/M&BBBN$U"BBB@ HHHH **** "BBB@ HHHH \ ;F^)2 M _]F/OE?JX2\OK<:9:@]Y)CL/^[N-?GO\
LD:))H'A'Q:KJIF5I2/2+4=F MFG8(!]\9-><^?\%3[_P 0^)Y_ W@O1=#U75+(.^IWCV%D*A.=D:LR@@$8+5; M_9N^$NHZ=HGPOT"YTJZMQ=:G)KFI--
;LH185/EH^1QEB,"OJ,MG3P^'G4D]6 M?*YLI8BK3HP74^YO!^CKX;\.;5I2G*V=K%!GW50#_*MJH@I[U+7R[;DVV?41 MBHI170*\T^,OPRD\>:;'/I[I%]]NCQ(9/N21,/GC//!Y/8]C7I=%-
:#:OH?+? MAWXF^*?@_9V_A^73X=8TVT"PO6^I3BUO;9!T7>05F [$ &M__APGB5\?F#4AX].!&-[GHTGL/N_6O"?B-\O]VJD)K9S(Y4*6XZTF_U.:8
M6^6DK)R8TA6/S<|*;N'UI&;-)65BUH2;Q_=K|C/^"2/_ ":8?^QBU#^:5^-V M[D5^R\ P21_Y-,/_8Q:A_-*SEL4C[3HHHJ!A1110 4444 %%% !1110 4444 M44 %%% !1110 4444
%%% !1110 4444 %%% !1110 4444 %%% !111 M0 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 -;I7X M/?MZ,1^V'\4!V^WQ?^DT5?O'7X- MZ_\GB?
%# L(0_\ I-%5QW$SP?=034>? M>E7K6W,B1?NTYF ZTT]Z7GWJN83$]_6DR>W2C=GBFWUI%.W MWI=_XU/-Y@'UI0=U-S[TX#UJDQCE7Y<5(C%&#*<,IRI'!!J/=2KEJV78C7H: M-
[JMS]\0CF=GQSP.,^OUK0\-WR65Q%;ZD$DTUS^]A'28>Y[&L..4V[[A^*^H MJVC))G/^]/.!U4^U(-;MK>WO94NXH6#?
Z5&KDX[$D&M55J0W5Q\L&M'9GFBN'.UU74')"@06CMDGIVQ7]'A?]I:^\-:Q=WPT;2IO.4*]" MRC&,#@CBM[6/VV?&E[;&&TD6R3& E]%C!'X 4/$59;1#V<$OB*?A;]C;QC>1
MB^\7W^E^_M) W22:G.'N",9^6),G/;FM.^^)7@'X$V<]C\+X)-4\0#]S/XIU M>,&X<=&\E1Q$#VU[XJK^?GB;QG,6U/4YI0PPP+$YSSZUR+-N;))/ZDU*C6[M?Q-$)RA'2&YO^+_'>K^-
KQ[G4KMY68YP23S[USW3_P"M2MG*3T]*UC%07*B M6[ZL;NQ1114L8G\-'*T-_%3-Q]:S>H"$[:,^]%#+2 0?>%?LC_P21_Y-,.?^ MABU#^:5^-V[#?WJ_9'_@DDQ?]DS)
[^(M0_FE1+8I'VG11168PHK&\5^)K?PA MH-SJMW#"S]>HVZ_P!KO96=VE@NKKIL MIL+JX:98&BAGQMD:.1MK8X'.,XH]@HKS[7OCEX1\,^-;_POJ>IK9ZG8:++X
M@NMRDQ6D1^DV6 MG6;SWVH/EOEA@ W,<(S'T49-=)I_Q0\+:D\<$>NZ=#?M:B];]BY2*[AA*!R M\B+D+$.F%.3D<=Z
,MHKDQ\4O"$C7VWQ1HA^P6JWMWC48LV]NP!69_F^6,@@AC MPVF>WTT:M;B"XB@#T.BO, MS^T5\/;7P.OBO4O%%AI6F#3K759TO)U6XM;>XV^2TL2DLF2ZCIUK3TKXQ>%M
M3F>$ZG!83-JJ0ZX(ZT =S17)'XH^$_[*UW4E\0Z M;/9:#&\NJRVUTDWV$*I9O-"DE2 I."\5G>"_C+X=\;>'TU>.:;1(VC$_P!E MUY!8W A9MDQ6-M>:5BYB+R,4#ED) 0,,%NQK-\ M1?
&7PGX<*3^(I-7@U#3(K@62-I;B[DN+LOL2VA2/)DF9B%"#GUXYH [NBO* MO#W[0VC>)O%.C:!9^'?%:WVH6XN)C-HDT<>F@M(H2[8C]RQ,3X#=>/6KNI?' MKP?H^M>>-
]+OKU[.\\'V,>I:HLT94>0Z%U:(_\M,?=(7D,0O4T >D45P/A'XW M>#/&GANQUFPUVRA@N]-35QI?3I;W$-JPSYDL;$-&HZ$GH>M7?#/Q3\>+=2O M++3+Z&Y:WF2&:..9'BNRT(FS
RDB4!&R<=* .QHKE9_B?X1M;74;F;Q1HL-K MITWV>]GDU&%8[:7&?+D8MA&QSM/-'Q%\+MJ+V \1:1]O2V^V/:_VA9@ ! M,K+NR$PP.[I@YH Z>BN0C^+'@R:XAAC\6:')--
]W$BZE")"K%6D7YN4# J M6Z9%7I?'6@6^J0Z;-K>FQ:C-.;6.SDNXUFDG"AS&J%LEPI!V]<$4 =#17FEK M^T%X'O+CQLD&M0S6?
@ZSCOM7U"WD66WB1ED;;KJ3N8"%]RCD'CK4O@/XZ^$? M' A_1]4M|4M+EU33SJT.F:G=P1WB688CSFC61@$P,[LX Z\Y% 'HU%>=<^)?
MC_X"*Q:6]WXFL)7U:WO+K2XK299FU!;5"\ZPE?E9@!@#/)X'-7?#WQG\&^) M/!UEXBM9S6F0Z+=>2GVB:^A589I%5E@D(8A)1N *$Y% '>Q|*T=/\ B5X5U6.:2Q\2:/?1PP-=R/;:A"ZI
"5:5B&X M0,""W3(H ZBBN83XD>%)9-,C3Q-I!DU1?,T|/M\6Z\7!.Z(;LN.#R/0U!H?Q M5\(>)O"]SXETOQ-I5]X>MBXN-3BNT,$&W[P=\X0CN#0!UU%>>6GQN\::I\1=
M+\':5<'6M0Ol,_5_M6G2136UO;9 1Y&#Y < =(4@^UZV_P :I"/$FE M1V^GR10R7SW\(MVED#XB63=@N-ARO4>E '?45SFI^\ PUHUG->;AK^F6-I#
M$LTL]Q>QI&L;,55RQ&TL"H/FQMJ@5M/#7D0-Z",JT(+ M?.")/3- '1T5Y=K'I1?@C2O$'AO2H]9MM2.N17%RE[874+VMI;P@EIB>0N D8 M8;=PS\W!KI(/BKX/NFNQ%XIT60VEH-
0N534(F,-J1D3. WRQD$'<>* .MHKS M^S^/7P\OWUU(/&FA.="6*34G^WQB.V655:-F*W+?XA>&KK M5[328/$&E3:K>1">VL$OHFFFC*[PZ(&RRE2&! QMYH
Z2BJ.EZO9ZY8Q7NG7 M,-[93 M'>].^]S54:C:J/^/F\ OQC^-. "U M;_EYA_[7_&M$]="9:%D+GK3U)7< >*I_P!H6O\ S]0_|K_(TJW]KT^TP_M]|K_(>ZU$6]W3T|*8RC-
5_[0M5./M,/_?8_P :4W]K_P _/\ WV/\:$!/ MDGK1[U!]OM>OVF'/^^O^-V^U_Y^8?\ OL?XU0:D^31GWJ 7]M_S\P_3>/\ M&C[?;?\ /S#_ -IC_&G=L1/GWHJO]OM?^?F'_OM?
\:3^T;4C_CYA_P"_B_XT MADU(U5_[1M$ZW,//_31?\:/[3M/^?F'_ +^+_C63:+L6!\WO3&7%0OJ-K\I^_MTP_3S%_QIO\ :5I_S\PC_MHO^-0+4G/>C/O5=M0M#_RIP_\ ?8_QH^W6G_/S
M#_W\7_&D!8K]D\ @DE_R:7_-S#]'\TK\9_[1M?^?N'_OXO^-?IM_P21*M^ MR:=K!@/$5_R#D=4-9R*1]JT445 SFOB%X2_X3GPI>:)]H^R"Y,9,^S?MV2(_ MW"[:QT8_\
(_9:BNI:1YVGDW$;+>+*=4\%_#S6=;T."VN]6M8E^S07FXP-(SJB[]OS;1NR<77C&5_%S:D;QKU,!.YE,1(+EL^V>:ZSX4_ M*P\$:'JFGZW!IVN075]/VW-GP3(FIVLT5P\TT0+,-
J/$B;L[02<]16=*'^T9\3K M'PIJ.M7VEZ#>-9>$M/\ $,EI86MQ&QFO)"%4,[D>7"@W/GYCST% CV7QS\)# M]%YX+U+PM/9^']3\)W@N[S78;:.%H[:2);:\C+,=S0FW,JA 2?F&!D5S_(3_
&D/ MB7XA\06EO<:?X7&F6]K;7EY):R271NXY=2-HIBEBD:-'"8?$SX5:)_PE6OV>H^.C'=2ZA9Q0"VGC6.Z>(&2 ?;5K MBZT?Q#8:)|"=0%D+/2U26>"\:,R6]V^XF5$2/RT<890V[]!5:
[_8<6?POH&@ M1Z_96UKIL5NAO8I-!NHA#/-+BYM; :/H^ MLZC?:LWAR*YTQ)FL$U-F26%?.#'? ;7SF9L!E>/:RK69>?M8_%'1$L]1OM&\ M.75A-#IMV;2TMI9!'>7%Q
J;V8J&00!V./X\=.:!ZFI=?L,3ZIIVJZ?]7B^ M&[AN="BT6WG;3@7A6,6QC4J6V[%:VSTW'S#EN!70:A^QY|M\2:UJ::Q:31ZW
M=R37,5S8^9]@5YXYLV1S^ZDRFTOZ;#U6O.O# _P"UQX[\6:OX$O(+O1#H5]-; M_P!H76G6$OV>6>:RGE73"\IS',)HD56!&3,F1CKTGA_]J#Q[XG4VFEP^']0G M>Q6]?5H;.Z%I97
M;F>73W4D,TR&!>01@$AANP*!GI'@W]G!?A_]%[>Z3]%Q M9+K0I])EMY[!3!8<2;#GDCO7G"_LB:E9^*O!\#7=M=: =2O; MS6K>!-EI#9;HY[33(8VP MK%:S+;W"7=]EP8 SR_JZ!F
QN9NRC!JW9_M$^,]-T_6M2OIVWU?4=\1;KI< MY,.EM::/9B^@ACN+R%?]:D<4GF!AAMO<\F@5SHM-_8I:"S:VNO$L*VSVF]::
M#!;6.PZ::WBIB.VF+&0;7C))=B2DTB9Q4]G^Q'HEY!=QZHFC"*YL+BU-G;64 MDL*SR7%M*;I3/([*_P#HV" 0O/ ZY]'G^)/_ D'P4\1:OHWB&PUK7+/2I)6 MNM%#*]2&-
FC=8V)9"5PP!ZI1P17#7_Q0\7?"G3]*%\CZP=2ECN8K:^=I[F.U M9H4;,PVJ6W.S! K,!| FM84I5/A,)UE3^(]#LO@C!IWAB?0[2\CM|(^(6UR" M&.U5884,WFBV" @!1TXQ7$Z-
^R[>Z)\,=-\/67B*&TU+1O$R^)M%D%]TEI8, MG"VNQV+R1;&D&YFW OU^457U#X]>,]\-Z?J,EII!FO89+BUM1;3[KMENA"M
MK%AN9"@9S^'R[(TMKF9]&M;PI?)I=K!:QR[[B28,+6X!.]Y,CJ1 MQ\R[#GG%5[";U1'UB!TC? W4M6^),7C'7[S2]0U.;3![=Q<6T,]M/:Q!IR1: M.LN4R)@"S9;Y,@C-
8_B3]DS3O$7BFRU)];NDLH[Y)+RRG4SG4;)(8@MG-*S% MV7SK>*;<23E<56U;XZ>+K4ZW%91:3*5(H'E"QLK'+$I@@@,O
M<'BF:S^TXE\/6%E)=Z997=XUTJ2QPV]J)+$PMSE69OE91<$$?,3LS@ &J6' MF[6L2\5!7O?0X.Y_8)O;RWM+.\\=BX@M=)ETN%SIVUUCDMC"T94-AD+,TA)R MQ)QG
KV'P[^SW9^%_C5+\0=(NH[59K1=/;1A;]+:&W2!$46ZC A;?'DLHPRG M:>@KD->\;>*K7X&:!:Z2=>U'Q1]JWQQ1S2EI/FP !MC7D_=;BH] M(^.'C;4=<$,7V*W?
4;O2H+;3[VQD#6RS0XN7!!!8),CKST;BI[C*UROK"3Y; M,P[G]DWQ/INKM?P:KH_B&]U#7;:/O&U33@]N8HEN\O-$S8=C]H5-J!=H0'U-
M49_V*+O6K+6=*NM4LM+TQ08[/6$L4;4;H'3#:$,P/R6X:1V$/;8!UZ3]?Q3 MU?3]<@T*%&F^U^>)WF1C)$"9QOB8D%L>6ORA2%SR>13=&O\ 7-8F^%L46HZB MRW'A]
[ZI7[2T'G.!#\\IVDN?F/RG%3[*2U*^L+:QD:S^QMHGB'6Y(]J73X?# MCSVURT&GZD3W#9;4Y;[(GBTJZ\^2 M:!%LR[3]QS^Y#] W&HN9FTQY4MV+6\; (#D]!N MQ[GFMQ]\N;E;.?
K24>;O<^'O[*C^#?"'Q"T&XUFPDC\4:#;^'XS9:6L"P)#! M/"L\B[CYLK^=O8\99:P]7_8EBU?1I='76K"SL#:QJEW:Z6L5Z)DTW["$:0,_ MP$YE,>.6./>M8?'?Q#K%U#]FGM=/TZU\16-
E<74EHR[[>5IE9)%8DQ$%$&20 MW(Z9IZ_'/Q#HNE7,<=O;M=6=]TL=E?\ FRW5TGDO*;C<,?(K+MP1T[YQXAN?AGXO?4I8++4;(66R[T])(P([@1,=N22&7>PR#6;XCUSQ;X=OO
M$VOVMWJD^F03W6E0Z8K?:'N;AF1+7[-$0/+*98DDD-4JFV[7-'625[&K\1OV M(_V2(K_Q MOKVO:'J-AH37]H+>QD@LV$FDL+3[,1 @<1,A&6.Y,\G'/-)\/_$GBSQ/XC\& MZ1?
7.N1RZ?;W2ZI!]#&QGG:.6+RY9@#8,3'(,H#@^M=M\-_&T6H_#]2T&MI? M:l:V5W<*K',Y@2>:.&8KR<'R\ G[V*)4W#=BA6535(\Z)(_L;IX;TB73_P"T M))NTO1J<5U)-I?F201W1C*I
[,6&PQL#N.&$C]*]>*_V$]/\0WGB![7HM%A MU.]U&[$%IR(${CN$M D!VL"41K0G Q_KCC!J]I'Q%\)^"?"OAF^NH_[3@\00 MQO')5TN+5-6MK&VT^;6[K26M;.

M*62\58V")Y2DCS6+'EE'RK\P!YJ_82TU(6)CV?W#?^&2=,FT:.W\VPTS4(_L MPBN+2W>4VK1Z@+N0P-*S.GF#*$!@/F)QVK6O?V>;J[^%L/A 7&B0&QUJ+5[8 MP:4$M+E8I_-6.Z@#2!A\C$'L#BLE/C!XALU?3VO+:P2VALIUO98GNS' [H) MC=.6!C?Y^,CE1D&C3/CQXSUJ[B@M]+TRV2YU>/3%$V]YK7=+(@,L8.[E(PX8 MA1SZPE:XOK,;VU-GX<_LVZ=X!TS4(1>PRWVH:;>6,]W;V*1-$US/+.WDX MY6-#)M5,X 05@^$OV4+;1M:\,WVJ3Z)>V^BW4,_V"ST98K>Z,5G):I(ZEB#+ MF3S"W9A@5O?!SXJ:UXR\2:\^ORPV-C%IEK>P67D%-@PZSNC'EDWQ|#G'2O/X M_C3XNL[75[Z5]8T==0U"SO:.?6=.!MH+-[H12)#@G*>6T;EC@C>34]C*3LF#MQ.5%2L]3D_B[^R)X[U.VTB]TG5+;Q)=Z=%#IL=K:0I9NMK$URZLQDDVNS&Y* ML,C ^9&Q@E9/+AD5$>52<.23NW9 4<],U?\&_$ M36?&7AS4=;F#V$K:!/,D5MEHUE2:=%D0G()(13U/Y4G3;5S15HR=DN=X_8QE\:^)M8 MUD^(:*W>::.2P3^S%*0P))1)%9R1*P1H%\G!P-S;R6-.U7Q/XDT+2/ [S:M= MV]U<6EKJ-Q?WMU-/& ;B+<9@ HV%2*](M+U8(:#2M]H&M>W\Y)YS).RK*C=H2B!L$9(?!JW1:MJ9PQ497T9EW'[+-X-K36DV@VK3P6S6_DI-W^I*,",X.-U< P"(OV0[CPK\++VQ\&7B3>/#/8/I MNWS\269C CD9F)_P!4$>]M4 D5?TOXR:[X+T\M-)-JEU=7=L@CU$.1 MY9CB5@K9&&)7L-Q=6^H76G74TT316^GQK=JB MR3Q*0"50@YR.'3WH="2%'%0DM#UGX4Z#>^%/#KGV-I]MIFDZ5+]@T:"WDWLU MC&B+')*?^>CD,O'OSSFNYKP#PM\9/%FO>(F@DM-*33;6:PBEEA@GWW"7#RKY MB%L!5"OJPR/XOI7O43EEYZ_E6,H.&YO"HI[$M%%%2:!1110 4444 %%%% "$ M9&*X?6?@A\//$FJ7.IZOX&\.:IJ5RV^:\N]*@EEE. .L[*23@ $O_!);?_$4?\,[?"SO\-O">/\ L"V__P 17HM% 'G7_#.?PJ_Z M)MX3_P#!-;__!%' ,#.?PJ_Z)MX3_P#!-;__!%>BT4 >=_\,Z?"K_HFWA/_M ,$MM_\ $4W_ (9S^%", $3;PE_X)+;_.(KT:B@#SK_ (9T^%7?X;>$O_!) M;?\ Q%+_ ,,Y_"K_ *)XEQ0 ,$EM_\17HE% 'G7_#.GPK_P"B;>$L?]@2V_\ MB*/^&=/A5_T3;PG_ ."6V_\ B*]%HH\Z_X9T^%7_1-O"?\ X);;_P"(H_X9 MT^%7_1-O"?\ X);;_P"(KT6B@#SK_AG/X5_]$V\)_P#@FM___(BC_AG/X5?] M$V\))_P#@FM___(BO1:* /._^&=/A5_T3;PG_ ."6V_\ B*/^&=/A7_T3;PG_M .":W_\ B*]$HH \Y_X9V^%G_1-O"?\ X);?_P"(IW_#.GPK_P"B;>$__!-; M_P#Q%>B44 >=?\,Z_"O_ *)MX4_\$UO_ /$4?\,Z_"O_ *)MX4_\$UO_ /$5 MZ+10!YW_ ,,Z?"O_ *)MX3_\$UO_ /$4G_#.GPJ_Z)MX3_\ !+;?_$5Z+10! MYU_PSI*O^B;>$__2VW_Q% M=7X6(:'X)TL:;X?TBPT33P[2"TTZV6"+<>K;5 &3CK6U10 4444 8'C3Q);M>#O"VHZU>*9+>RA,K1J,LYZ*HXZEB .*X:T^./AW_A(;ZTU:TN=">U,UL=1O M$0P3/#L,T:.I+?*T@P"!N_AKL/B-X:N/%W@[4M(LYDM;NXC7R)I%W*DBLKH2M/3ZN[^6V29U#%28USCY05X/!'!ZBM8\G+[QA M-U>9UT9]65HH 8W@5=[1*QQB0(^SCY<&K/@_X MFVOB74M,LI=&N]&N=3L)+ ^UCO/++$C*K#Y"P'$BD#/2N;;]G33[FQ)NM=U2 M[U9Y9))-6EE#2R*\!@=*I.W:8\#,,U/KOPP\0:;J?AZ3PA<:=I4>E6(L([B= M,L/,FB,\GEA=K,8H?E']Y^>!5-4U\+(BZS=Y+0Z36OBCX(\'^)(/#.HZS8Z5 MJ[6,M]'8N-A^RQ*6=P0,!0]L<9!P"0*X/Q#^TQ\'0#7A#5OB);;]I-^09=,2 MYM.+B^N(4:,[*AQN)YSG&T;P2:G^(7[-B?$?Q[=Z]>>)[V"QN;&2P.F"W1UC M#6TT,1]TXKG1U'5Z]XM\)PZE\.KI5=+D_M7493+I3I#O^P23 MQ!7>3:<*#YGEEB#\SU73XX_#KQ5H-Q$^HPRPWDEUI9L+F!HY+EX\K)$ 1T(/M7../GBIM<^!NDZ]L6YN[PO;Z5!I5F5E*FV2)@ZO@$!W+*I.1CY*=HOP5M=*O M//?4[F=0;_R8IHT)B-X5:8[\98A@<'CX<K/L^7WGJ2 %QQN-=#K_P -=.\07.LW4NZ.[U6*.)IPBEX5084GUQR*=J::N]!WJM/ M34I^)?C!X-\)Z#;ZS?ZC"VGRW2V\U5K/XY> -2@N9 MEUZUB1;TZ;,T\3*9)@,%3E?F7 ^]]T#KBLVZ^ 4%[I[V9U>Z2!)Q=6*&*,FU MD%S]IR3_,M?WG9I#;Q1JGP#@U:]DFFU8NIO+JZ2WELHYS"W*KY\; GY@2N0 M?X>G--*EW9G>O?1(VF\=^#?#%AXNOM/:SDFTN0W.L164860W&P!0QP SG;IC MGT%#_%;24UO4=*N;&]34=-T<:SZOX M6M\)#?+(R;OE"R%U==H95]\5D7'P*M]2GDU"\U.Y36+BZN+FZN86RKK/" M8I(0A. H7 #8W?(*E>S6K+DZM|$:OASXH6OB*YM[1M!O]/U%l.DU>"VNEB).M0;8I#*S*K,6X&>G6K5QXC\/ZW\/(/&4UE]HTO3[4ZU%&B@NABC9OE ,"P^8# MMFJ,WPGDT_5=/U3P]J2Z3-:::=,-M]G1XKB+<'YS@HQ81'P&?>7R _W=G'4TITRUX3^,?@+ MQ?XGG\,Z/K5A<>(TA^UW.DC GC'RA]XQ@L"0&)([UP&E?MG?"S6M4T:)=82 MVTK69+JUMM4O8VBB%]!<1V[6S C*N3*I#'Y<O>NL\"?L_:7X#UT:K;W]Q=W"MZKJ&J)HT&'NXHHW3(&< 1*1Z]ZYS2*V4])TV,VKZU=7UE':.EI]O#<6T3"& &N[O((L[B1\])'\K$=#[*LS:RZ'>6?Q9\'WU_P")=/T_5;6_U/PW"TNI6%NV M98%4$L!D -@K@E20&X8@UE^"_CIX?\>>*-&T.QL;V.]U3PI#XNADFA4*MI++ MY:HQ!SYF[DJ!CWK&^'7[-&D_#G5]6U:"[C"31%&[KD@!E*N.?NN*\]M/ MV5;R/3?&L$GCW4(9_&3=(-BJDFS[K-&%/RFG<5 MD;?CSXX:+\/M?DT"XT^XO]:-I;36>GV31&6\>XF>**"-688):)B6.% 4\\5H M>'OB?IVL:?K5UJFE7OAAM"M%N]3@U>-5:V4J[$Y0L&4+$QW*<$=*YCXA_LZQ M>/\Q9!XH;Q%=Z?XEL[*PMI&~AMXY%MYI6XDF6Y\MOE8OYTB,A^7:>..KZ_\ M =;\407[EJ7Q"O9K76;2&UQ[+AC>_B1F^567'D@HYC(/'/6E<=DQOA\ M:>\/^*;#P1+I?A[6)KOO)<"/2KJ.&WNK06[*)S,LD@!=0Z-Y:EG*_-BHM'_M &IO#>H^,=$\,76AZK8ZYK5P[O9(T*21O$LTI32F13M50\)!4_-\Z$ YJGK' M[*%E?SWMIIWB.\T[PU?:HNK3:4]I%=O'.%C#2074A,L+GR^7!S\Q%>\BRM05 M;[-#O7)5A&/E.<]<<<\T!IV.%OOBM\/]4UK4_"-WK>F3:A&S6MUI\KG&X1M* MT;'&-P1&;;"2,5@ZY^U/*O#&DVU]<>*;6>Q>\LM.#VL;S:)+D?N%8 $C*, M>ZCJ.1GB_B-^R?)XS@\<26.OO:ZAXFO+:YB2*W6T@L#'/NDGVH#YL[1/)$92 M S*^&]:V;O\ 98M[G7M1U.S\376E1R7VG7]AlJGI*6MK+9RJ\;NG_+:3:@C M,APVW@YP, 6.PU;]H#X9Z9ZU+?>+M*ACTF=:,_8S$^5*X;:F0,L3L8?+GD% M>HQ5;P=\1?AFNB^*=4\%7FE:E'X>ME34?)92R)'$TD<9#'T^.UU.4V6E:G;ZAIX:RC^TQ)%)-(()9\[IDW3,W(!'IZUU/A M?]GC2?"'@S4_#<&HW+V]]X3&C"*))4$@ !<^<2<\9H"R.HT#XM>%M/$UKJQM-2@?18HYM5@^\+ E/- <@8) ZJ2<$>M8 _z4^%7]GZ'J\:;/%:Z MS,(M/ED6Z>)K5+;=86ZG MIMB$*F;"G#RL'-SX4MWYYK"\-_L=Z5I$-]OU^XU2>_L;NQN";**./%Q=0W!M=4&0I4P(!R?7K0%D=?XI_:!\#>!?$.LZ3XIUBQ\/MIYMX1+>.I6Y,T9=45%R MW"]01[CC-7]4^./@#2+.2]N?%.EV]N]+J-IBY.9+7:)U& 263>@P.3D;2W:VOOQQAK)[3&E2MYE@UG4$OF@TT6\DT<,?^%PV>O:)XAM9=']GDNK MLWZY,(K?4[B_M[^>V MCM8R1(;-=T\;.0!&VW)&_;".UFLH[5T" MY,'*Q*QER26SQ@UJ;:^QQIUJ-,M+KQ/>ZAH^CR/+I5E+9P*;9Y'A>=G<#,P? MR=H#CY0_? H%9'?3?'[X?O9:1);>(I-OY];MIYI*@BD.Z^6)6+QH2,!LHPVG M!SQC-8VO_M+>#?!_P?T+QUK4L.EQXRWNFZ3JQ6-MK$VMMIGV>)HVGDNY+D[&/^KYDVD@9*H*W] M?_97@U3PIX:T.Q\3WVFQZ1H$GAN:66*$Z:\@$JRNC,J*,89@ P.W.T_*<'BL?3_P!HCX?WMLH,VN6%G;WNJ_P!CV%S<3*4U*81HS[_D*-X!9P!G'_"*X&Y_8ITL:?K5EI_MB.YTJ.Z#-IE_:V,7]I:3*TZSM)'=DEF^8,-I &'YR0*V8_V2]+TC6Y=1T'6[MS1ENK=],O+18(IHY=.=(0UJN[[C9A!\'T?-R?:C4+(]0\"_$'PQ\1K>[N?"^K MV6L0VD[6T\EJV?*D7^$@@'&.0<8(Z$BNO KQ+X.? 74/@K>6%CH^I6-SHPB$ M=]7,4,(BLX&920WE[G8R'#'@8P37MPZ4 +1110 4444 %%% !1110 M 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% ! M1110 4444 %%% !1110 4444 %%% '"_&J&\N/AMJT>G_:?MC/;A/LF?-QM]HCW;<<_=SGVKYK\(>)OC'K6OWVGZ?JC>%M(L[VUM_LK>&Q*LOVK4+M)YQ)(M9$0VU))XU7*;5C,V6/ -Y75YIK&.^DO+#4[O3O#\LMWIUMR+%]MAY/EC(DN&6(2KNVD(/"WQKTO5 M;EFF\(:+>:7%:&X@*6"ZN(]3O6<"2U>:0.\+"(!RQ*@$YS@8KS:X^*_Q@TS6=:\5V-QJ5YJ%U MI^F6.LWMWX?DMK?PVWG7)N8HX=K"X,4&C<CKP?>EQR!0 M%SY$^('Q+^,'A_PEK6LMJLUO=0#2[2"UTO05EABFELQ+-.]2(SF-YF5,!,J? MEZ\C6\/KXHU33/C%>ZE;:E!=7YT.:-=DL8\PV-J:@0KR5 ?>"%Z'.>;^I, ' MBG =* N?&/_O;XQPR>.=0LK#4=4T[1M4AMXK"ZT,1702YU3PX M[WQO;6XT)K./3+0*IT^X2X(*G-<#)*YRN7&U=G/$;7X\^,-M:Z!;Z([:?9W$MUEHL-G/HA:.)[FSN)#=-(WS;8IHHP0?E^?#=]^S-H\Z=0%SXL'QS^-FJZ[X M-U-+;_A'-"\3W9DM=*U'0Y':$)*D3680 D\\ M^]+VS0%SX 7]J#XGZKIVM7FE:U*HNE3,(1_2['18KAVC$TL37!;#%+;>B0% MG#MYAQ@ Y&HGQ$^,7]H^@Z;I5Y=G-Q/96J1/+_%\Q4 GG)QZDGJ2M:Z#8!Z^O6@+GQ>GQ;^,NH^$-8U/0M9:RM(BD/F=7'R;FXP5]V)@X7RT)3*D;ER;^P=HP1TIC*-I;G./7K MQ0%SXJ^+.J>)&\/?%"3PS>Z[+K7]K:Y'T7XSZE_:.CMZSK^N7&KZ>/"VGV[WD=H=.."(+EX9(/W23(Y=Y?/.&0 #BOKC HP.?>@+GYT^ M+/B#]^J>#?%]EHFI>,+ZPC\97,MOJNJ6FH-"+9[("!7*H)CNN QBV#8L]#> MIYZ-O$.NZ!KUYJ6O:TXQDK&&&]F\6VDZ7+/>::UG"NG0Q-&-ID>XX_=88'[0 M6PM?>10$@]QQUI%4$#C'?CWH"Y\$^:M=\=:5]'P^EEFOO%NDS6,3:792VFHI M<,SW4WVQ(91M6-K1&10UR/G2(:!R*N>%/%NH;3XET>]T:>]ET@>.(SI^^.[6 M-M, LZ^4 K[LP*SKW2;*ZO+2[FM89KNT9OLUQ)&&D M@WC#E&/*Y'!QU"%7)=+OXM2T^VNX2Q@N(EEC+HRL589&00"#@]#S5VHX3NC M4GJ1FI*!!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ;!1110 4444 %%%% !1110 4444 %%%% '__9 end GRAPHIC 23 adgm-20240930xs1029.jpg GRAPHIC begin 644 adgm-20240930xs1029.jpg M_IC_X 02D9)1@ ! @ 0 ! #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!04

U#0-.OAJ8MTN;N\DN= MELY=%!"@#<0"3\OI76CI2#&?>G5RRDY/F9V0@J<5%= HHHJ2PHHHH **** " MBFLV!FHY9TB4EV" 8R6(&3@4 345![]H7S#'D>8!NV;ANQG&<>GO4]
'#_$G MP;?^+ET.33;JQM[O3+_[6%U&U,\,BF-XF4J".<2$@^HKS>^_9>AET+4+&/Q% M>-,]K]EM)G9T:!2ZNR$HWW7"[#CG;P*^@** /G__ (9G61K?[5=6&H&VN[2]
MM9[Y)IYXVA4KY)_T4[L=VCPGPI^SKJ'A_QDNN77BF;48T^QDP-&P\TP#"LX+$ M;P/E##DCK2W_ , +^]-P/[5MLR:G+??:6CF\|Q)RLKD2 >?%TC8 +CJM>Z'& M.>E?-
,_@OXU:QI<$EAKD^CW!U-9I%N]0$DA19&^? CVK"R$*8>6R-P-3U MZ MK^S!-;V&L3Z1K3S:WW&MVU[+XI ME6S73VL9K*W25(VC=P[0+^\)\H'[N26'3-49/A!\3]-
CL(M$\2WEA96]PZW/ M^GK/=W"?:9'1DDE0A$"L/W9YZK70:?\ "SQQ#KWAV_U/Q)?:JECJ2WMQ$NIM M&#N\U7 4)@QA6B_=GKS@BF%QNI?ZLW)XU1(U!8@+$R[EXS MS7-
W'A/XJZKJ&NW$6I7UG82W\P6TDU4123Q"5O(D@81G[.B+M++\WF 8XS3- M"\-_&.*[U;^DU"69EO9$6WNM058[U-S!)(5\L^0@4@E3DMUXIV"]D6M%_9K\ MJ-
&G\1"6X@9O)6U$BQ03_NP9POF'|ZXC)?/&YS@ 5T7PV^$^K^1'_%VI7PMGW8BRH-VX4'"EY%0@'[HS7GVN?!GXJW,B6=OXC%OI=S;W1U $H /M/";B5\DDG;E7+;<.O09W5TC?
#_XF13H;+67M%D:62%CJ6Y;8,H!6=?+_ -(< MCA6R-C#=SFDMM1=3<\6_ 2T\77E_-&3Q)0-GYF.T+P.:Y;P[\-OC$+C4I-2\8O M"$O#=:<@O-ZJ2Z927Y,O#M#E4/(S@T#,F?\
9'>^NXTD\06;V4%F\#:3%;R+ M;$M(951T\PDH'Y&3N]#6_P#* UW3=*^(*6>MP7<_BFXM9H[282I:P>7*&-8(]>DU'6+FQN]4U.QEGN(=2,L[01 B;8X0>6K_P * M ?*.,U@CP/\
&&VU!8KCQ#J6H?:M3GE-Q'?Q06|M& /)<*(RQB'&83RV#SS2 M=PV-+5/V87U!0KJU&O3&[GN+24E))H8_)@4@6WRON$0+;E .:T@?<\H*_Q?+@XQ1-*OB5XCL=1LM6\6W
MMK9SK<;]CU,J\\YC8+)&RQ@PP%F3]SD[<'GFI8_AS\1*TIKNRUVZ@N;. 3 M6M@;_P)II0%#+.Q0"8ER5[WI/2EJ/DPQ]-)MYVF1XR6Z_+(0,&MCP-^S]-
X.\4^&|5;4H[B/2+9XDC?S99EW1,AB66 M1SB(%MP!&[/>L'X=Z)\2M5^$FEF[EUZT\3C71A%167PP^*I\$7EKKOBBYU?59XH+;R8-3 M^SYA").'<1D+)N:,LP'S*A'>]2$^YNP_ &Y7X?
Q>'QXGEU,IJ7VV.[N=ZB6V M$3116SLK[BH1Q\P.6Q6A=? B6_TKPS!=Z[+'>;'8"TM[RUC:,Q2[T(F10V P M52@SGKFE^&6A>-?"EI?Z+JH>\CFC"6-[+>^;',D*J 0 NR,OC8H&
[&2W,*Y M/PK\-OC);6L4FH^-'%W:R$VLV5]?:3-2K8^&UTU+Q;'9QV M>IK?QFQAD0.RL3YA;S#^\,2KB^4CMD5NZ+\//.C>"+&W&N:I-?N=?CU ^;K M&lC @=?(4=(=D)1 #C
S6=:?"?XD>'M/M=-TKQ+-)9B5)!&-2*&VE.27R8 MR6MU/6#^+UH6XNEQ(OV;+U-9TZYE\52VWV8WAM;6MCDSO-9F#QC?F5_FPQ MDSD<>E:47[/T[>![+0K?5[.)
(]2FOW2"&3[+^\79\]B0MOC/SJQ8@-U&*AU' MP%\3=5GCO+G4K2.ZTU98;65+S;)<*V0\B-Y9$+.N%&0VVIK7X7>/-/\ !'A#
M3=+\0OI5]I2W4UR!>%UGF>97@69BG[Y54N&X&XTV/?4TI*^ 4>G:%XATXZS- M_VY 8;R>=69I7\UQ$C MRVUMAQCUKE;O|F"2YOII;#Q3-]C^Q7-C:0&25HK M)'=CY2H'(9<-M;
<RL+RXWEQ]KET<2(0TVT M(8R0NV$\IZFN6/PE^+6FV5S9:1XEN-*T_\ M*2X>&TOU>696G=PT+21XA0* MX#1G.X@\TMMA)M:&UX/_ &9KSP_JVB7E[XJN;YM-LY;:.
[3S%O45X]@CCE+D M+&HY'RELYYI^A?LWQZ/?V:Z;K4=K86UY/.AM!(MQ#OF:0NC!R%F?=YJ@K7.W MOPG^)NGPP)HWB-K&!]02>Z_L^2-9YDW,Q.74J "V67^+H*5];%)]+D_B/]F!
M=7EUZ2S\5WEO>ZF7-TYD?S;B(K"$BF=6!*@,2P)W^U5YOV7-2?5=3NT\4L M]O>V5M9OIUP)9+>=8L86?YP7 P&!#'O71>&_ <7GG:Y?-:_ 9I9 M+_S%E,3LSI?D
A213M"8;;7-6'A/XQWNMZH;K5+BV5(5VR)J8%O,KHQ>WB7R M\K*"0!.?ND<*:>]!-O4W]=_9_FU72=!TW^T[9[?3=(CTHRSV[EXBC*WFP]&V MJ7"[6W \ 8-
4H_V99XDED7Q5>1:@_P"Z:^C#>9Y.U0]#+D##+O!QUK9\%^!_ M'NG>*M*U+5_$ES<:?"#')IDEYYRK!Y;;5<[!YLJN4S)QNQTK,\(?#;Q[X9U3 M0[<:S>2:59WLTLTEUJQG#Q-,
[OO0IF02(RJBDCRBI/.:I2:&Y.SB8NK_ ++& MIZM+I#_\)+!IBV-IZ':?SRB. MXO\ S&D"M-Y#*@3]U'S$&CR=V,YK+/PI^*>]:!HVGZSX@N=3FCN#/.]U"(L
M<@=6W.L[I6MM:,=I/"\)4;;81@*J8 92?F/S MTZX^%'C?Q%XUT^[UO6)6T;3];CU'R&OBT=SL9BC)&$Q&H5E4Q$G%%0SRL'W.W]JD+^9J*[^ .NS2
M#SO%$&H6D#)+%875K(L$YW*76957G[W(K4*> O'W_"#6^G:]XKU)I7_ +8% MS&\^RI<:];36,-G+"--%O(ELS-,9E1E$A+1HW
M0D[O>BX^$7Q[N&\433^)5CN88;^2\1'0/)&P,!5,*AV9V29P.*U-,^%W MQ-\/66HSZ=KPGUXS/>)-?ZD\MM[M/$=Y;7+6\2.D<(BEWNH7=QYBC8=I'%< XD_9RT^"PT?2K?QG
M'H4=O>QWTJ22,CRD-MWJ6DR#AA'C[IX[UUGA'P)\2=%O?&B:CXPN=2^TVAAT M6YNC&T$+[?DD\L+N#]?O$DANM>>2?LV>-/$M_H.L>(/$%]>:E9?9EE6\U!6)
M6.29V!"1[6!+1D9_'I1Y"W.VLO@%J.L_#X:)XEUI[F\EU5KZ>7+,'MT5X[> ME6'W$,9R.K)58_LT327MO=7VL0ZM<6<|I<1R7L4K?:7B*G=/B3DHJLL97&-W
MS9JAJ_P]^+TMK!#IFO2VI]%>6LG]H1ZGBV:)% \M;+M BOM1NI=,GN[F76[B2^\^-DCP\#0+M'E)(S%#%V5>M-D[D?CC]G"Z\7 M^(/%&IP>('TI-9 +BTDK8:HD
M,.B6L<'^D"6=XV0]WF0N7!WG;M+.&^7W]+2O 7Q'N/%%N<3\27,6CKJ0N+B. M"_/^DQJ7*>4H0>3'4D5H\,4)SS53Q1\./'>N^(=4N&U:_ LV+48KRV@MM9, M N$6962.,"/]QL38?
2D4DGHR],V:!,FC/%XEN9)K759=1N+B*:6,S[] MH0@JY^>(+A<_+R"CGGMX+E&E!*G>%;1,>2&_P"67?-;/B3X M9>-9M)\'-::O=7NM:=-6=\2XYBP,KQFFF+?0FTCX,:U) MX!\/?
J^L1:IKEK?MJ6HM>;WM[MSD+E58$%%V%<';N3)!K!N_P!FN*6&2+5? M$Z1K=3@VZ@R(LDQ93YQ!DR9Y%4AL'!SP*GTSX;_%B>XOVU3QK>.QO7N8S#<) M#$V%(B6-53[&Z-
CS6%+\#_B7XAU>'4-?\4RZA>V-[=7%N9;E4M@9(2L;0 MQHF54,1\K\C&1UI#3:-2Z_9MU2[U;5(K?6X[#3#9K:V,K)+).(RKAK=@7VK% MA\=-V5# U5N?V7GMO!-
IH,OC)TUR6XMS%JA^(/$^LW5&T&EI>)%;2Z@9V62:)4:480#:6&Y5ZQCC)H$M-3+T[]ENYL M[#4;*/Q6UJ\BR@/81-$Y:02?O927)#GS-I*A057UK>U_]GJ?7_ 7A7PVNI0Q M1:0CQR?:!-
<+EF5Q(A9P=Z[<+OW !SQ63X<^#7CWP]IXETWQ+>:=]RVGV$-? MZD;V.4*LH$K@H-S;F0IG[HX.:LZCX'^+/_""^"[73/$5RFNV%X\VHW-_>1F2 M6/?E8Y"B;94V[ATW?
<]Z&V]QO>XFJ?LWZSK$NEO?^+[BYATZ\22*UB>:W5XT M8E7=E?*-WS M(SCAF.X$51L/!7Q6C5PVI7* V5S%_I.M>8S!IMR!2(\+.4ROF8*HN-HSFFGX
M>_%.9&6366EG5(Y+*6YU0M%%)H\)F9%C!EF ZSC[WH*; UO%GP"N?%?C=M>; M7S"/*2)&DA9KB,!$1HPX< (VS<1C.YSS7*1_L?Z;IUI%!I>JBTFWVS3Q0O-; MIX/GS+NEF+;9AM?
YG56"X/!457 MN_V;6AA.G67B+[-;R6LUO;HWFB:O+JH9[9A)P6(.[(/!XQ3=(^'_ ,39/#:W M-|KVI"[6U40Z2-9_>Y9E,Z23B, R$!MCXPF<>]1V/PU^)\?B*VU:^U0:A=Z= M;2"WD?
4<1R*PCQ"L?!EX5\(RM,3\VI.* 1N>#_@7>>%W CU1%@_L!]%8!I9GR MS,0X>5B55-W"CD]S5K1/Q%!IU/]^FS6-R9#*=E9FRLC$/D;5^4;<' M%_#€XD:U?
6USK&IWL[V\]K>Q1Z9KIMH5V39>W91\{8),\\,!MP*FUCP1 M\6+GX=6=EI>MR6'B&/69+DW4^I>9*;;=E%E8)L9>3E -N,%@,#!AY@&&`N"IZ[N3FLZ?\ 9FUFTU1]0T_Q M>*JW-
[=007EVBNDMQIXD9Y_-8N=TC*P0;0H 4'U]UXS^$WQ*UK0;S3($%]?O-.BU%M.<_9 MK*5B@C9)8HHY%*QL6*N6Z,H*GDT]M1W+7BCX$W?C#QYK.IWNJP6FFWDMN8H
M(3*9[B!%BWPR$. (B4/ &6VO6N+65XI"Z JZ^:6W MX^T(L@", % C7*FF-*_B#J&O6FJ7&O7":KILUQ)'?KJ?[B\##F/8! $Q'&%0 MAH^A;D5:G^'?Q/LXXH;?Q/=7D3SI-
YDFH,)++>5"<1A84E,5JSC'G6V9"1(2/G+$@[CC%+8_L[7 M^E76EWU]HK][L+M+M+98I/)MPI9A%"K2'Y#*NP-^];DD5ROB_P "_%KP;X)O M(_#M_2.%4#Y;\0+12 **** "BBB@
HHHH M BE8*A+'"C.2*^--!T,(MU:2Z%X@U#P/;^+]7N+RQFMKEWFCFM@++.3:XWR(9 M0V"./%9@3BOLX@'&>W(H*_^N?7- SX[^#W@?QKIFN^$H?$-AJ?_"=66MBXO=7 MF#-
'_8GV3:(6FSM8;\+LR2&!-?8U,,892#R#Z\UYE\+?C?;_-!-^('Q**0Z M5-83>"-1@TZ:ZDE#+=-)%YF]0!E0.F#FF{]0HHH %%%% !3=@[.M.HH :44 MC!"%&Q?04ZB@!" >M)L
S@=>M.HH ;@>GM1@=<4ZB@!NT9SCFC8"0<E+M M:* &[1Z4*H'08IU% #<]J-H]*=10 FVDVCTIU% #=H]*-B^@IU% #=B^@ M MP/3I3[* &@ =!1L![4ZB@!NT>E&T>E.HH
;@+T%+MI:* &X![4;1Z4ZB@!-M M)M&E&T+TIU% ";:3;#U'2G44 -VCTI=M+10 M W8/04;1Z4ZB@!,"DV+Z"G44 -VCTI=M+10 W8OH*7 I:* $P/RI,#TZ4ZB@ M!NT>E&T>E.HH
;M'7%+MI:* &[1Z4;%|!3]* &[1Z4;%|*=10 W:/2@@'J*= M10 4444 %%%% !1110 4444 %%%% 'D/Q8\;>(M U.YM],\0>'/#UK;VBW;O MJ%K->7LB[MI*0H5!7<0.I.>N!70_"+Q-K?
BSPT=0U>?2KQ'D*V]U!22Q^102 M&$D^/?#Z^)-2U/3?*-K%ON5BTVYGBE8DY\MX4<; MS\]X? 7K\V:]?"VNV^K^$(H+*VU!++*Q/D07= _I7]G"X3)9(N. ,"V%R>U"
MU0V>A4444""OEC]E# _DX[!J3_L9K# _TDKZGKY8_90_Y.._:D_P"QFL/_ $BB@ HHHH ****."BBB@ HHHH ****."BBB@ HHHH ****."BBB M@ HHHH ****."BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ #RWX\?$& \ AKX8M$5L M]3TC3$DG^RR3:S/Y4<9=2$D P2^QOG**-S!<5K?!37M0\3?#?2M1U+6|/Q+/ M-YFS6+6,,11WD8D0+L 0E0,JAKS'IH_P /SR>-/"NJ*WQ"EA#.I?PI?
6T% MMIY"-^]83#&]PVW[P!'O7J7P<;_?X>;4=3&H_;@'&_5[V%\NW3>VQI98@$+% M<9 Z=*2U&SN****8@KY8_90_Y.._:D_[&:P_])*^IZ^6/V4/^3CMU/^QFL/ M_22@#ZGHHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****./"/VK]&?Q!X7T&S MAA;4-5.]+)9:5_92ZDEZRQN75X'D1"]HEMQ/R[:[Y!RV[_"C08[;R$$*20R
MPV^FC3EAE61@\?V<,PC*MD$ GGFN+_;QB:^*>']+6RNKU]0U58PNFV(NK], M1NVZW4R(%88^9MP.W.,UWOP1TM=*%GA^QCL[NP$,)'D7UDEI.IW,27B1F"L
M61Y$GN8C&1&7AR&82[AM'3FN!M=.\?:M##=OHFM7!M;%[* 30ZC<746KZ MQN<27$3D*8\@*S(?D7^+H*0[VVK;J=7CG[.7C#4_%?AG4WUF&0:C!?O]IN3 M)
(\QTR;A11368#K0,=6)XI\3Q^%M*:^DT_4-10.$ M,.F6K7$O.?FVCG:,%C?V5L\P$LF' B16)4PCEAV/?Z*9O &2?K2Y#=#2 M$.HHHH **** "BBB@ HHHH **** "BBB@ I"
<5SOC_Q=!X"\%:YXCGB,\.EV MDETT2G!?:I(4'MD\=*\ \1?M0ZYH.@V3F*S;6'G?[=:S:;.CV(\E988VA\S> M4<,1]HSL4J6WC!/#_B'3K+09;F[0Q3RB5X8K7)
MWEG'$A(V[)%PAW\XQ7T6#QS0(=1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M 'C/QP\4?
#N|U"S\'>.]"NM?M=J;I,RV+SVNGH&*)-.ZD&-2VX \]\\5V?PE MN/"\W@>Q3P9;QVOANW:2WM(H?]6 CL&*G)RI8$@YYKG_ !]IGCY_'=O=>#]* M\)&SETQH+O4]>6=IRWFY$
$1^X0V[GOFM'X'>%M6\& _#QTK6M-TC2+^">Y+ MVFA1^79HK3.R^4IY"D$'GGUI@>A4444@"OEC]E# _D\.;]D_[&:P_P#22OJ> MOEC]E# _DX[!J3_L9K# _TDH ^IZ*** "BBB@
HHHH **** "BBB@ HHHH **0 M'-+0 5',Q&,5)3?2@#A/&7QI\& #W4XM,\0Z];Z7>RQ"=(I49B4)(!^4'N#6 M$?VH_AA_T-]G_P!^9?\ XFOF?]N8?\7@TS_L$)_Z-
>OGEMH&2V/:OB,9GM?# M8B=*,59,_2G3WKC_UC MQ/\ (ON/2?!^"6]67X?Y'Z-C]]+X7\$^+[4GM^ZE_P#B:ZWP'\4/#'Q)BO)/ M#6KPZLEH568Q*PV%@2H.X#K@U^6Q^]7U_P#L
_\'GXX_P"N]M_Z]>CE^=5 M\9B8T9Q23OM?L>/B+'?'R!#RQ%.W5KR(KFN)^+WBB!\& #+Q'K>FF,7 M]C9Q-"94WKN&,9'<^C_^ /\ ]>0#$_U8 M^E+Q!U^5?VEC%_RI9^\?
V)EW_/B#W'N7_#9GQ+_YJZ1_X __%Z7_ALSXE\ \M]!_ /'_P"O7A2NNWAU_.GK\W0Y^E'I]8W_)^LG^Q.MO\ P8_LO"NA:AJ^I2^186$#W,\O7;&BDDX[G H
U*^\IB^/FGC0="U>;1M1^S:SJT M6E6WV1H;D1M*5"2S-'(5B7Y@"I.X'^&F^'?VB?#OB7Q)/O7S.<9U'*'#FASFW]NEU8W<3P3P2#*NC AE/U!KS?_AFSP5]D2'[/?\ G;6BDO?M
M\OVF>%E"-!)+G<\11%78>-]U\G?\)5X@_P"@]JG_(&R?XTI_A*M?_Z#^]?^ M!LG^-?.+C2G_ ,^?_P"!?\ |+^Q:G_X?\$^R-2^"OA'54@2?3,+!.DR>5(R M_*]+&L1P>8MB?+^[QTKNP,
"OS_P"$JU__*#^]?\ @;}_C3)/%?B!$+?\ M9]J?0\ +{DU._A<9TW_,N7_P"!?\ /[%G_ #_@?H116)X1=Y/"VD22,9)' MM(F9F.224&23W-;=?HE*?M(1GW2?WGSDERMH****U$%%%%
!1110 4444 %% M%% !1110!R6J_$[P]HVI7MC=7Q$UA US>M%!))';(%W?O752J,5Y"D]F[*]D M7QA\+M4CN0ZC8#T4M@,>]7F-]\"?$*?$3Q%]5M M]CN=+U6^DU*XEEO)5>
[@:W$3;,+'!L\LN XBY%L;S;G]FG6/%?AIK34)(-& MEDNY)K*W2_FN3I%N(U\NU1S_*P&4>82PPN3M% 'T-H>N67B72X-1TZ<7-C. M"8I@"H< D9&1G&1UK2K@0@MX9\0>$/ %EI?
B6]%VJ$+OM E,P@BS\D7F$ OM M'\1'MVKO: "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** /# M/VFM?U/PA.>'!'H;>>17TW0=*BU";_)0\E9" %0?,<\5V?P/U1=8^
M&NEWG]H:QJDTIE,\^O1+#>>9YC!EDC7Y8\'@*.@Q7'?&_P"-WA'P%X@.A>+-_M(^W*]G%=6N^!Y5G$LK03*NU&"E$)9L]5XKT7X9?\(S_PA&E_\(;''X:\LBS M6VC:-_H8YPK
,/FSUYH2T'W.D:S# MHTB7L;W$DM\MD9H &WQLRL$\"^_M(=\.75[+]^E)JJ+&D:21JX11(#C)G&&*Y /:O8?VY?2OZ=_V"$_\ 1KU\
M]5^49G)QQJ22[G[MDE.-7*:,)=OU/1_#OQ+TK1KJ>5=/N+2!H7A:WMXXG^T(MRL I8!2A&00QW5N6?QOTZST&SL);.YU!I:UDB:26%8VF)5@B,02"]CG/#=@ M*\;IU<,
<34@K+\CNGE>'F!N_WC5&%4>@KZ__ & /^/3QO_UWMO\ T%Z^0]^O M?V /^/3QO_UWMO\ T%Z]{)/[^A_R/)XH265S2[K\T?6[5YO^T3_ ,D1\;?] M@Y_Z5Z0U>;?M%?\ )+$?
&_P#V#G_I7Z3BOX%3_"_R/QS"?[S2_P 2_,_.GR\ M#OBO0 $&O>!3$G]E:,Z2*7C.V,G MI059Q;;5NS/8-$^(7A'2-LSZA%![JB?
V=%!=Q16)BDFD0.#&AQMVMN7)..FF>E<73:UE7E.'(TON.6 ME@*5&K[6,G]^AL^"_P#D=?#_ /V$;?\ ]&+7ZN5^4?@K_D<_#_\ V$;?_P!& M+7ZN5]IPS_#]^]_4 /> -/X]'T?YCZ;N
Y-.K,U^62#1;^6-MDL4+NC#]"%)! MK[1*[2/SANRN;&2W(Z5@^,/"=KXZ\):QX>OBZ6>IVSVLKQXW*K*1N7/&0>>:.M\A7Q_P"
(=@/]J2=!_"O^%'_"P/$'_05E_P"^5_PKT_[/J=6CSUCJ;Z,)_P!F MS5?[)DCM?&$-MJEYJMJE_>+I""&8VH40I'L@$7" LV26-7_&'[-6F^+/$: M:Z^HBRU9K];J:YM[-%)B&TF-
,'Y7+)G>.HKX[\1OC&I3'/3:@/\ 2C_A M/?$?RG^U\L'D'80/Z4U@*O= \?3[,IY1LKT[U+7@D'COQ!)6':4NITT:\;Z;B.HHHKF.@IZC_P >_< \US;^1K\|#]HO M]YOYFOT+UT_CRN/^N3?
RK\|'^^?]HO\T(U^6\;_%1^9]/DGV[^0M-K=T_P9 MJ6J:5'], /D&WDSM4R'S,!MA8] 3MW<5;LO K7<+R2:@?D3Z1W*)"Q9%6(R%
MESC<2!@+Q7YW&A5DTE'<^E=:G'J$4\/6+W'}H>>RW"PK M&\#1[U9=X922B_]>'2M$TO4C]MO:I8R37+Z3<7LJ]-5VQDK"CPD-YF?NKR"QZ&O, M+W7-7N?
$.JV5MJS0ZEXCLH[H0U_?B!XEU+QO/X^\3Q7SW$.F)IE+7+.JVXVNDLJ$ EG$@ D8[C MLVD9S7TE0 4444",2^(OBF[\.1!@KC5?';_Y$<]0W?^%T.W M_P ^MG^3?XUN"/B5J?
B3Q%'87,%LD+([9B!W9 R.IKS#5[!=-OY;=7:15P5 M8C!((SS72?"7_D=K?_KC)_*M,-C,1+$0A.>EQPJ32OIDCPW5X;5TM(Y$ +H9B-NX!A MD9H ZVBO-
]#^/W@CQ'#H\^GZRLUMJTLL-K.8)%0M&Y1MY*CRP64A2V W:NUT M+7;3Q)I5OJ-@YEM+A=\4C(R%UR<, 0#@XR/44 :=%%% !17+Z]X[L?#NLZ=I M4UM?WE_?
M'%86+=]G))99E)$@8 -NS_%7E MGQZUB\ #&^Q.YO;_(>F>#_ E-HT<4E4AJ.G+JANIA,Y9UM=V[0@%@#I!X'M:O0?@/H&G:-\.[&?3]86S:AF]E8:
<=.SD"06NYA""H!"CCOBGT"QZ1117F MWQ\>:WX$ETB>R@A319/.?4]4N+*:ZCL8T52K,L1!53ELL<@8I >DU\L?LH? M\G'?M2?]C-8?^DE=QX/^.^H^)?'.AV?
V"Q;PWXAN=1L]+N89&:X!LQEI9"?E M*?2 '!?C..X?]E# _DX[!J3_ +&:P_\ 22@#ZGHI#TKR?QU^TIX1^'?B>YT# M5DU(W]NJ.YM[IK1N4L(]+4% MDATB..W#YN;0H N"K$2;\$D
BI/^&RO '_//6\ P#'_,76=_PU[^_MMU= M_P!DWGVN[B\FXN/[+<CWS1_W';=EEICQ0!YYIGQ=\>P?##P-XOLM?'ER]_EBE0?.HA56^4KLQD ->9MB?+7-
XV^'6F:FIW,DY#13R73H M[/*K$.RLGRLI/W2O&*\NTO\ ::^$>AP"'3M"N+"$;L1VVDQ1J-P&[4@<@#/ MKWJ_8?M=?#;3+2.ULJ/4K.UB&U((+!411UPJAL#*.EAMW/?Z*Y'X;?$C2?B
MEH4FL.+]I%DD[6Y^U1A'W]%)P 3QAA774'/&?VMO^2*:G_U\ \ Z,%?"6X+ MR>E?=W]6_P#R1/4_^OBW_P#1@KXN\&Z_:>&]4ENIO3TU &W:*))(U=5@X[GTKT'1 M?BAIVC^)
(KZWTNXT^TMYGEA2U\MW9"V1$P(&%QQG)Q4-GXOT;2+#5+*.\U21 M+Z\M]2C^S1ILMI5+,R#<07(W;=W&<4=0.%EM+B%"\MO-&@;86DC91N_NY(Z^_MU>K_+*O_)
<]#_ZXW7_HEJS/&WQ2L_$^B:K916]OOI8)%%P$5(C& &<&8)/S M=UZ#U-:?[*?_"7+0_\ KC=?^B6H&$[WI/2EI/2DQ'P?^W+_ ,E?T[_L$)_Z M->OGJOH7]N7_)*_IW_8(3_T:!?/5?
DN:_[!5]3]H[R#__)%E'T_4****\H^@ M"OKW]@#_(]/&_\ UWMO_07KY"KZ]_8 _P"/3QO_ -=[:_T%Z]W)/!^A_R/ MD^*/^17/U7YH^MVKS?\\:)Y(CXV_P"P>_\
2O2&KS;]HK_DB/C;_L'/_2OT MG%?P*G^%_D?C6$_WFE_B7YGYI+_JQ]*=31_JU^E.K\9/Z1Z!3:=10!K^"O\ MD<_#_P#V$;?_ -&+7ZN5^4?@O_D=?#__ &$;?_T8M?JY7WG#7P5?5?]?
E/&? M\>CZ^QI9?B3_D7M4_Z]?\ T$U]5E>)/^1?U3_KVD_I -?;1W1^;SV9\U_ MJU^@_E6VNNVL=!%+(,\84;L'"2%(8DX_<'PS9 &/3I6?16; M1!BI[FOMK8U9C!3_CZ@_ZZ+_,5I*Q?
=KYJM\ Cl@_ZZI_,5I*Q?=KR,R^,)ZF M7? Q!%%%>,>N4]1_X\Y_^N;?R-?GH0+YSTW-_P"A&OT+U'_CSG_ZYM_(U^>A M^^W^\W%S7Y;Q\5#*YGU&2?;^1*M U M.PA$-KJ-
S;QK)Y@6.3 W^+Z]JHT5^;J4D[HGU&CW+MYK>HZE D-Y?SW<*,7 M6.9RX!SDD9Z9[UGW+;HC]#3Z9#?\ D5-%_P"O M*'_T!:VZQ/!G_(IZ)_UY0_\ H"UMU_26&_@4_1?D?F<_C?
]_S"BBBND@Y?QQ M\0],^']M:S:DEPZ7#E$\A-YR!DYY%<@?VD?"HZQ:E_WX_P#KUC?M.$_V5H9_ MZ>),?!\U%_%[U!9EV54,5AU5]-W/B,TSC$8/$NE3M96/I&?]H?PA&A9?L]^)" I?
[,,D9))STYK?\'?& M/0?&^M'3=/6\GY$9E_?P[%VCWS[U\F*0^<#IUKTW]G4Y^(SCM]C<_CD5PXS* M,/0H3JP;NEW._YWB<1B849VM}CZCHHHKXX^]/.OC9_R+MI_P!?(\ 037C
M@8JV02&'0CC%>Q_&S_D7;3_KY"_H)KQROALV_P!Z?HCS\1\8TL2R-O9G7HQ) MR/I4C7=P?^7B3.0>7;KZ]>M-HKR%*2V9SZ]P8L[LS%G8]6)R?SKKOA+_,CM M;_\ 7&3^5 M1>)?
B!K>FZ_J%K;W2+##*553"I(U(H]<(S7A_BCX#WWBOQU?7\U#X5TN[MBFBOKK0YW%WJ:NJA5F5E\L8*Y)PO;IO3O^%F>(?^?R/_+\+_A1_PLSQ#_S^ M1\ ?A?
"MCG[O]E:\U/PDNB7^M6UW,M_?72:DL1AEBAD;=#]QA5*AL,V0 M=O.WK7K7PG*:QX,\&6FE:UJ(U*\9]KH]2+%'GY8U=AN8*. 2/:N%_X69XA M_P"?R/\ [\+_ (4?\+,\0_\/Y'__-
^%_P*/;Z*]U+QUK5M\+KO6X[A!] M$5R(Q(8U*[=P'3&.]>;_/"\'&/_#_V_P#X"L_A02>C?&KX6:E\2$TZ+3/L M&GW4)Q'KIEE2\T_YE)>$)PY(7&UB!FN?O?@UXB\6:SXOO_%%IH=]?
7Z+:Z1? MK,/^?^ MW_\5?*5AZGH7P4+#NI_":ZUJT;6&N_#\K@V-HTC.P.XEI&\&$8@A2$X,.M]:IOCIJGPQS>'V'5IMN^X0$A2Q55!(QG'.*Y+X^ ^ M'M=U_I-
+;1+74+U;6[WWD&BW45KJ#0E",0S2#"?-M+ $%EXS71_!^S\16'@# M3+?Q4TIUE ^];B9)IDCW'RTED0!7<)M#,!@FF#.VKEO"P^TWX@6L-KJD[^E MHI{FMK2[>",ZC/#13!2-
Z$=5-=312 X;P_\ !WPSX7\42Z]H]G)%6PZ;>7"QM'9W,BRDA&2%F#'_9(-'7V\(ZRNG1WQL'^RRSI;*0ZE_-< MD+&RYRK'' (%:\7Q.U6W\/6FCI%;FWM5C2(R;G V.[;@N0,GS"#[53B\6K-
9 MQVMY9?N8II;P"RD,+2W3X"R.W)"H!@ 4 -?X?>(E>]7^S'W6GOH1%=Z'9 MW:QH\,332,Y215$N]@09&<+@L>1VKE/$VN_\))K$]_]F%F"]MO'(SI$]@! M57/(4#@#M0!]B?L8_P#)
({G_+"T_P#Z#'7O5>"_L8 \DCN?^PM/_P"@QU[U M0!XS^UM_RI24_P#KYM__$8*^$]^[?VMO^2*:G_U\C^_*,%?"5 !1110 5Z MY^RE_P ERT3_*X7_HEJ\]CKUS]E/_DN6A_]<;K_-
$M0!]TGI2TGI28'P= M^W+_,E@TW_L$)_Z,>OGNOH3]N7_)*HO\V"(__1KU\]U^2YK_+[5!3]H MR#_D64?3I1M%,HKRCZ *^O?V /\ CT\;_P#7>V_]!>OD*OKW]@#_(]/&_\
MUWMO_07KW<M/_H"UN5A^#?^13T7_KSA_P#0%KU6K/Q/8PPV46548$8.#C-L]8CMDM!)\DC MR#S(PGE{RJ%C!'W@",YKK/V=/^2D/_UYR?S%>:5Z7^SI_P E(?\ Z\Y/YBN/
M'TXTL%4C'L>CEU657,*4I=SZCHHHK\/V/U<\Z^-G_ "+]G_U\C^1KQRO8_C9_ MR+MI_P!?(\ 037CE?*9M_O3}$>?^,,****\4YPKKOA-_P CM;_]J**** *13U HHHH *|\;?\6QG7=]
MJ_KP#QI_R-FJ?]=VH&C+M;26^N$A@C\R5LX4$#@;J6US)9S>9$=CX9<^Q&"*L_VY?FY28SJV0AE20!D# 8!VGCB@ MHMVGA.JQ$B/$GF[BH;.<*Q/]165<0-;S21/\ >1BK$R:S

*M_P D-U#_ *_/_9UKQI|JZ!HT(/#FIW5C'>1VC&UD;.1Q=57.<9Y/3/&;D'AVX M$,O6I+;.MQ+[%LB*LD9*SBY$C1JS^.:|@-N/)(% RQK'@^\T2WEEFGMIQ$5WK()N8!B0KX M(!(-6? AC_R43P_~?/_LK5CW&O7|SIR6,L^^W4@X*#<<$D MU(!)(K8^&/-M_)1/#_|-U_^RM0)!'UG11109G@/|06M^,O!^K2;MH_B_P *^'M"DLH%D7Q'.M?30,DL4YD=HEC4[PZ81N" <5Z=!*_%%WXU\!:3KE\EO'=7L1D86D)_&E_-XE?!/|5G_ "736_| KA;_^B5H \CI?YTE% !1 M13Z /M;|C' DD=S_-A:?_T&.O>|\% 8Q_Y)'<_]A:?_--!CKW[@#QK]K?\ MY(GJ?_7Q;_| HP5| (U!V_M;?\D4U/_KYM_| T8*^$] "BGTR@ KUS|E+_ DN6 MB?\ 7&Z_]$M?D=>M?LI?\BKT!-R<=?\ HAJ /OFD]*6D@?\ 8Z4VD\M?|@A/_1KU\|5^2YK_ +[5|3][R# _D64? 3]0IM%%4?0#J M^O?V /\ CT\;_P#7>V_]!>OD*OKW]@#_ (]/&_|UWMQ_07KW-?\ L'/_ #%>E>E>;?M%?\D1\;?]@Y_Z5^DX MK^|4_P +_(_&L)_O- +_$OS/S27'_5CZ44#_5K!!3]_&3^D>@4444 ;_@O_D=? M#_ | V$;?_P!&+7ZN5^4?@K_D<_#_ /V$;?\ ]&+7ZN5]YPU\%7U7ZGY3QG_& MH^C_ #'UE>)O^1?U3_KVD_| 036K65XD_P"0#JG_%[2?^@FOMH_$<|WGLSY MV3][_04^F)!U?MT#?7W"|8v%%%%%)[A|K_P ?4' 71\ T(5]*Q_=ERYIMO^|7 M#_RKGH\O7TM%\VOG\K^.>]+>_ L?1117C'KE/4? ^/*X_ZY-_*OST?[[_ :|W M\S7Z%ZC_;>5Q_UR;^5?GH?OM_O-_,U^6\;?%0^9]/DGV_D)1117YH?56"F3 M_P"I;Z4^F7'^I,_=--;H4MC|-//G_(IZ)_UY0 | H"UMUB>#/^13T3-KRA_]-M 6MNOZ3PW\"'HOR/S*?QOU?YA1117?0>&_M.?\@G00\ KXD_]!KP.O?/VG/^_M01H?_7P__H-> !U^BY+_N:]6?EN?_ .2]%^04445[Q\X%>E_LZ?\E(?_ *\Y M/YBO- *!+_9T_Y*0__7G)_;5Y69_I5]#V;I_WZEZGU'1117YB?KIYU\;/^1? ML_| KY\'C7CE>Q-&O_D7;3_KX'_H\KQROALV_P!Z?HCSZ_QA1117BG.%=?I M*;_D=8/^N4G\]Y"NO^$W_(Z0?]8>II3^-'G7@[]KO7OB#^VY=_M"RRTX:7X4TF'[AN1=P$7-S<1+D2!B?E3(X_^\.36EXLU/3KOXLQG3=\|$+>.*VZ@H*| \:?|C9JG_7=]J_KP#QE_R-FJ_]=VH&C&HH MHH*"BBB@#I-9_P"2&ZA_U^?^SK7C=>R:S_R0W4/^OS_V=:\;/>@:"BBB@85T MOPQ_Y*)X? Z^?_96KFJZ7X8_\E#\/?\ 7S_[*U_GL?6=%%%!F>'?'[PC\,_M MVC> (/%'@EO$^N/<'SLC:%8I&8JOQ)(TD:,0N<;C['O1/A=%81>!-(73-$E\. MV C/DZ;-(OM_/Q%X9\6<=@\ VG[OJIK+8ZY4V\6<=@\ VG[OJIK+8ZY4VI%VOG\K^.>]+>7_ L?1117C'KE/4? (Z(0J9;$_M5WUC_PBVDZ//1T49]Z* M "BBCWH ^V?V,?\ DD=S_P!A:?\ ]!CKWJO!?V,?^21W/_86G_ \08Z]ZH | M9 ,V_P"2*:G_ -?-O_Z,%?"5?=O(6W_)%-3_ .OFW_| 1@KX2H !VHHHJZ " MO7/V4_| DN>B_P#7&Z_]$M7DU>L_LI?\ERT3_KC=?^B6H ^]Z3TI:3TL#X/ M_;E_Y*_IW_8(3_T:]?/5?0OI*_)V_P#07KY"KZ[_8 _X]/&__7>V_P#0 M7KW<-^M?!5]5^]^4\9_QJ/H_P O]97B;_D7]4_Z]H/_ $$UJUE>)/\ D_ZI_P!>TG_H M)KJ;/O(_-Y[_^=D^ZOT%/IB?=7Z"GU]P?(,****3V!#K3_C(@_WT_F*^EHON MU\U6O_U!_UT3_T(5]*O?=KY_,OCB>WE_P +'T445XQZY3U:_RN/^N3?RK\ M]^^_P#0-_,U^>A>H_P#'G/\ ]B?]>4/_ *_M_P=8?@W_D_Z\X?_0%K\}[%% 8Q_Y)'<_]A:?_ -!C MKW]@#QG]K;_DBFI_]?- O_P"C!7PE7W;_UM_R134_^OFW_P#1@KX2H **??* M'UZS^RE_R7+1/^N-U_Z):O(Z]<_92_Y+EHG_%QNO_1+4 ?>])Z4MJ4F!\' M?MR_\E>TW_L$1_ HUZ^>Z^A/VY? ^2PZ=_V"$_ 1CU\]U^2YK_OM7U/WO(/ M^191]/U"BBBO^/H KZ]_8 _X]/&__7>V_P#07KY"KZ[_8 _X]/&__7>V_P#0 M7KW-O^P<_]*_2<5 _]?X7^1^-83_>;?^)?F? FBO^K'THH7_5CZ4ZOOD_I'M8*****-?P5_R.?A__L(V_P#Z,6OU5Q_UR;^5? MGH_WW_WF_F;_0O4?^/.? KFW\C7YZ2?>_?_?!_P!"-?EO&OQ4I?2?Y)QO"44 M45^:\U@4R?\ U++? 2GTRX_P!2W^Z:%NB);'Z >#/^13T3_KRA_P#0%K;K#\&_M\BGHO_7G#_Z_M;E?TIAOX$/1?D?F4_C?]_S"BBBD@_ ;<_Y!&A_P#7P_|MZ#7@=>^?M.? \@G0O^OB3_P!!KP.OT?)?!S7]S\MS_P#WZ7HOR"BBBO>/G KT MQ]G3_DI#_P#7G)_,5Y17:I.L_G_)2'_Z\Y/YBO*S/_=*OH>QE/^_4O4^HZ***_M_,3]=:/.OC7_R+MI_U\#_ -:>.,5[\;/^1? L_P#KV\'C7CE?#9M_O3|$>?^7^_M,*****\4YPKKOA-_R.UO _;***_13U HHHH *|9?\C9]O\ UW:O?Z\ |:\?C9]G_7=]!HQ[****"@HHH MH Z36?\ DANH?]?G_LZUXW7LFI_\D- U#_K_]G6O&SWH&@HHHH&%=+\,?^2A M^'O^OG_V5]YJNE^&/_)1/#__%(_^RM0)!'UG11109G@'I3CZ?XHLX/#MUJ^ MDV5S826VH7%GKUO]+9W,$TC0(K"-E?(? G*D;>IXKU'X7Z)X<\":1DJ:0CV M\6PKH,;1V74GJVK,OQZY)).31XM^%/@ QJ?PWGB3PUIFMW4,?E1S7U]LC*F< M[02#ODYQZUM>'_#^:F^%=(M]+TBRATW3K<;8;6W0(B#,< #IR:$&YJ4444 %? M+'[*'_)QW[4G_8S6'_I)7U/7RQ^RA_R<=^U)_P!C-8?^DE 'U;>E?!/[5O\ MR7+6_P#KA:_^B5K[V/2O@G]JS_DNFM_]<+7__$K0!Y'1110 4444 ?;7[&' M_)(G_L+3_| H$=>\UX+^QC_.DCN?\ L+3_/H,=>]4 >,_M;?]D4U/_KYM M_P#T8"<'3]?VMO^2*,_M;P!-1]^8^$]?VMO^2*,_M;P!1'ERT7_KC=?\ MHAJ\EKUS]E+_ ,+)+EHG_7&Z_]$M0!] !TGI2TGI28'P?\ MR_\E?T[_L$)_P"C M7KYXKZ&_;E_Y\+#W_8(3_P!&/7SW7Y+FO^^U?4_>\@_Y%E'T_4**;3]HH^@" MOKWI@#_CT\;_/?>V_] 07KY"KZ[_8 _X]/&_P#UWMO_ $%Z]W)/]^A_P C MY/BC_D5S]5^:/K=]\W_:)_Y(EXV_[!S_ -*](:O-_P!HG_DB7C;_ +!S_P!*_M_2<5_]?X7^1^-83_>;?^)?F?FBO^K'TIU,7[@^@I;_&3^D>@ZBBB@#7\%_| MCKX? _P"PC;_^C%K]?*_\P7 _;CKX]\:&?_P#HQ;_5ROO.&O@]^]_4_*>, M_P"1]'^8^$]?VMO^2*,_M;P!1]'^8^$]?VMO^2*,_M;P!-(]U3_KXD_P#037VL?B\;SV9 M\|)]U?H*? 3$^ZOT%/K[D^084444GL'"6O 'W!_UU7^8KZ6B^[?5S;_'\|[__MUT3_ -"%?2L?W;'^2S+XXGMY?\+'T445XQZY3U'_CRN/^N3?RK\|#]]OJYOYF MOT+U+_CSN?\ KDW\]_/1_OO_+S?S- ?EO&GQ4/F?3Y)_R\^0E%%%?FA]8%,G M_P!2?I_2GTR?_4M]*:W1,MC]_/\G_(IZ)_UY0_| H"UMUB>#?^13T7_KSA_] M 6MNOZ3PW\"'HOR/S&?QOU?YA111720>&_M.?\@G0O\ KXD_]!KP)]]_;< _MY\&A_P#7P_| Z#7@=>?HN2_[FO59_5ROO.&O@]^]_4_*>, M_P"1]'^8^$]?VMO^2*,_M;P!1]'^8^$]?VMO^2*,_M;P!-(]U3_KXD_P#037VL?B\;SV9 M\|)]U?H*?3$^ZOT%/K[D^084444GL'"6O 'W!_UU7^8KZ6B^[?5S;_'\|[__MUT3_ -"%?2L?W;'^2S+XXGMY?\+'T445XQZY3U'_CRN/^N3?RK\|#]]OJYOYF MOT+U+_CSN?\ KDW\]_/1_OO_+S?S-?EO&GQ4/F?3Y)_R\^0E%%%?FA]8%,G M_P!2?I_2GTR?_4M]*:W1,MC]_/\G_(IZ)_UY0_| H"UMUB>#?^13T7_KSA_] M 6MNOZ3PW\"'HOR/S&?QOU?YA111720>&_M.?\@G0O\ KXD_]!KP)]]_;< _MY\&A_P#7P_|Z#7@=>?HN2_[FO59_5ROO.&O@]^]_4_*>, M_P"1]'^8^$]?VMO^2*,_M;P!1]'^8^$]?VMO^2*,_M;P!-(]U3_KXD_P#037VL?B\;SV9 M\|)]U?H*?3$^ZOT%/K[D^084444GL'"6O 'W!_UU7^8KZ6B^[?5S;_'\|[__MUT3_ -"%?2L?W;'^2S+XXGMY?\+'T445XQZY3U'_CRN/^N3?RK\|#]]OJYOYF MOT+U+_CSN?\ KDW\]_/1_OO_+S?S-?EO&GQ4/F?3Y)_R\^0E%%%?FA]8%,G M_P!2?I_2GTR?_4M]*:W1,MC]_/\G_(IZ)_UY0_| H"UMUB>#?^13T7_KSA_] M 6MNOZ3PW\"'HOR/S&?QOU?YA111720>&_M.?\@G0O\ KXD_]!KP)]]_;< _MY\&A_P#7P_|Z#7@=>?HN2_[FO59_5ROO.&O@]^]_4_*>, M_P"1]'^8^$]?VMO^2*,_M;P!1]'^8^$]?VMO^2*,_M;P!-(]U3_KXD_P#037VL?B\;SV9 M\|)]U?H*?3$^ZOT%/K[D^084444GL'"6O 'W!_UU7^8KZ6B^[?5S;_'\|[__MUT3_ -"%?2L?W;'^2S+XXGMY?\+'T445XQZY3U'_CRN/^N3?RK\|#]]OJYOYF MOT+U+_CSN?\ KDW\]_/1_OO_+S?S-?EO&GQ4/F?3Y)_R\^0E%%%?FA]8%,G M_P!2?I_2GTR?_4M]*:W1,MC]_/\G_(IZ)_UY0_| H"UMUB>#?^13T7_KSA_] M 6MNOZ3PW\"'HOR/S&?QOU?YA111720>&_M.?\@G0O\ KXD_]!KP.OT?)?!S7]S\MS_P#WZ7HOR"BBBO>/G KT MQ]G3_DI#_P#7G)_,5Y17:I.L_G_)2'_Z\Y/YBO*S/_=*OH>QE/^_4O4^HZ***_M_,3]=:/.OC7_R+MI_U\#_ -:>.,5[\;/^1? L_P#KV\'C7CE?#9M_O3|$>?^7^_M,*****\4YPKKOA-_R.UO _;***_13U HHHH *|9?\C9]O\ UW:O?Z\ |:\?C9]G_7=]!HQ[****"@HHH MH Z36?\ DANH?]?G_LZUXW7LFI_\D- U#_K_]G6O&SWH&@HHHH&%=+\,?^2A M^'O^OG_V5]YJNE^&/_)1/#__%(_^RM0)!'UG11109G@'I3CZ?XHLX/#MUJ^ MDV5S826VH7%GKUO]+9W,$TC0(K"-E?(? G*D;>IXKU'X7Z)X<\":1DJ:0CV M\6PKH,;1V74GJVK,OQZY)).31XM^%/@ QJ?PWGB3PUIFMW4,?E1S7U]LC*F< M[02#ODYQZUM>'_#^:F^%=(M]+TBRATW3K<;8;6W0(B#,< #IR:$&YJ4444 %? M+'[*'_)QW[4G_8S6'_I)7U/7RQ^RA_R<=^U)_P!C-8?^DE 'U;>E?!/[5O\ MR7+6_P#KA:_^B5K[V/2O@G]JS_DNFM_]<+7__$K0!Y'1110 4444 ?;7[&' M_)(G_L+3_| H$=>\UX+^QC_.DCN?\ L+3_/H,=>]4 >,_M;?]D4U/_KYM M_P#T8"<'3

CMXUUGX=_"O7?$'A^TM=0UJT M$0M;6!W>5[S(fUMI!Y#<8IT >A5XK\2?A!XA^)?C"]?4;S2F\+C3I,+34/F M_:,&;6,K)<[<;9'S@+D@!*

<!SFN2U/!KF.#QCX3%O902>$KO2I;K5KE=SW4%Y ML#1VD8!V[P>&!Y&1TK9\8_M,M:Z#KMEHWA_4U\9Z9:3SW6G31QM]@6/8/-D.

*M!;ZGS4("$DC/I3L/4H:G\"/&NIQZFT]HI"%R^O36<>O63M/"!1Lj!$=7.R)4*Y'ECY MN]8B_M8^&HX]62*QU/59--0 O86VY;F594BD1,D!2'D&-Q&X9QTKIO"GQTL_*

*M$OC%/#LZA:HER]O;,%6)X5AAL8-(?]>GCI2U\EW _U3 MXIM--|<74 O5RVDK*Z V4Z"RVWZ6L:MD_Z2&5F;=`C:PVFOI+P/]-S[WABQ MN{NZ2|N)4+--<1V4EFK6-A81.G=)X?*

&]6VHB>.,W1*B5+0<%AF-UEW?=PW3->A>"/%UUXE_M*U-MU/2AH^LZ=*D5W:)<"X0%T5U*R #<"K>@(KG;?]FSX;6VFBRA*6<2I(SQW";*

MA<1[E%5FSO"!25"9V@8XX%=CX3\:9X*TPV6F12+&S.Y)9Y6FEE;&-SR.2S M' Y/0 4P-VBBB@ JM<6=O/-!+-!')+"Q:)W0.R$C!*D]"1QQ5FFD9_"@#QK M7/VC=/T?7/'FG#2VN)?*

#=1DUIMO8U_M24LJ/$H/.965XXR6X)?/04_1OCXVM MK9;A:.&&\-R6EE<7>IK>JfVW+%%01A?W@2W1P59@W%M;0H;0!B@BBC4*J*. !T %6:!!1140 4444 %%%% !1140 4444 %%%% !1110 M 4444 %%%% !1110 4GO2T4 %%%% !1110 4444 %?/C;P?X@\4_M"32;>D MUA!9:983QZX;J5?LFV=VFCBA!N4R(-K;N@KZ'IA08 .3SWI#/BK2O"GC*Z^*

*M"&A^'-.T>^C\0>*9Y+Z{GTR^EM{H0P;V5H9SB-S*8!M4C^, M/AWH&K:G9S:?JMQ;*+VUG3.|=POR2C'IO5L>HYKK?+&#R>:"+ZT2"ZTR:X8B1+BX>[E\^[5RI=9Y*

P:5240X8]4&*]-HH'&H NM2MS9S?V?]&}SS6'V3]L"A8D-.$E\1<8&1HH M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=7?9W>'EZ@H.$*

MZSR#@\|@R(KXI\I7?(&X+=>YI[$$&FXR1R1@|N] YV\XJ-Y-^,5(_*5&L8W 5'K5(3&;BV:*BDSOZD?2BK)Y4?__9 end GRAPHIC 24 adgm-20240930xs1031.jpg GRAPHIC begin 644 adgm-20240930xs1031.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# , " @," @,;# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L"PL-#A(0#0X1#@L!+$!80$1,4/145# \7&!84&!(4%13_ MVP!# 0,$!*

*4$!0D%!0D4#0L-%!04%!04%!04

*'Q@3^R5L_!/B!H?WXM[%X!(@'&[,9# ?C-M7+ZM^QUX-M/$}AXB\!;|>?#/6+:-X7FT"[&VX1NSHY()KKM:_8X^-#FNW<=S-`MX"T^TFC4H&TXO: KG."(F4'\:SO^&&O@QC_D4'QZ? VE=?_'*J-:$/@J22[6O-M^H[F+%\+OC7X;U^23PI\8;'Q%I\T-#6GBJV$KQN#RR&(=#4VJZ5^U!8Z?+/9-M>(/-6IW48#)9BSGB\{GE0S<*<>M9OBO]AKP_I]lI>M?"_7+[X:>(;"4L+NWE MENDF0\%7220\8SWJ,_TCH7X7^(+#4,/7--^+>BR@Q7>ES6L>FS1G.0Z,#CI-MWR?<5NIQJ6Y9I,\XIA-R%F_$OP=KGPUN+V*1QF%SSR_;]4Z!=6HUIX(>,I.QG8JUS8HEV8_Q2VZ,?3>ZA1^)KUHZ-IH_P"8?;?]^%_PK$\3_#3PEXUL({37?#6D-MZM;(V]8KNT215/J.C@TO\A6'^&/B9X3\:74MMX?\2:5K5S$OF216*

*M%XDS(N<;B%).,UTZMFOGOQS^O)\./$Z3WF@64_@/73-88-3\.2M:F.YRK%%(-M5L'\ZKZ-\(/CUHNFP62_&FQO%@C$8GN] C>5P.A9B4E_E<= MCZ,:OC;X4_!31-#_-&Y_'-S#?:1+_95A%JL$4UVS)YIT") P_B4_*.U>E?\-M^Q^/?2XPZ6/^Y=C_,:\/T'P_P#$VP_:F\::>_Q3TG3/$QF;^T3#ID,<153-MAU,P;$9!Z\\5Q.C%*_M%^/\-D+E/HFBL*/QAHTD@5-5L'+6G]H+=H?]%[7'-M!_U9_O\-W?>MB&9)XUDC;-M=^)_$GB/1/%FHQ6.EWFI6TFF*VG!'#F-W09RP=Q]W(VI:-/0B0.IHW#UKP_2-M/BIXO'C'P[HNK:=%;_:Y0:/:.DEQ#A]TI7=^ZVE0-K9SUK#T_P-0?%_PV+B2-MYTRZUB:Y*O;Q&'S$5?.??O(P8FV:0%&X'KFME2=[77WF:J)=#Z,W#UI-XZYX-MKQ/6O%7Q4AU&W:RT!+BU^U[W18!ICM|5HP))^=PH5P!C).*;\2?$7Q!CURZ_-MX16WGO!UW"QT^.-0+BW>-Y)=NA\QL^VS%'LG>UT2ZFE[!MX//7BEW5X)IGB-MGX]V(T_2)-'>]E2RC2YU:[MOE:X,@W._I*A"?E]GT[QA\4U\00P7.AI/9W-M-XD;DVIC2WAV#.U@23D[CD_=*X[T_9/NOO!54^C/,XSS7C?B/XL7^@_#G1M1E=+3-M5[F[BLY7N[5F!W*6+H@(W<;>0M"IN74'-)V9)]U]12YKYV\;_%C7?[>B&B:Q:B-6&&6%XF@M:4!O.,<3G>#M\L=&KI?AEXOUO7]9\.I-KD=_;/]R;RSVQB=6#KY,LI4Y#,A-MP5'-#IM*XE43=CV6BFKTIU9&H4444-%8/C#Q/8^$-&;4K\3R0B5(5BM8&FF-MED=@B(B*"S,685O5R_Q"_;;\2_#CZ%K"O)ILD\,TT2L5\U8W5]A(((!VX-M."#0!P5KXB^"GB7PG;J9O"IT6STP7]VITD4/V2S:3!=D<-QIYB%8:G0B(;&*%H$?3_M$1:9%T,7FQ@D@8W#K7'ZK^R%X?U;XM@Z;XADU6YBTK2[=K6P\,1P1_8;.)DC1HU0C!4^4&P1]XDG.:@\2?L>Z#XLB\-M06FJ:U>2.;JLTTJ6UO:PQR6XENENW43!=[XE1-K$Y504Z,:-T.PT'_A4,.AV-MITG_(14:7K*R1P1QB$I=)(WD2(B'[RLP\ME-P<8/2K^D?$'X7O>/HVF^(?#-M#W#0&S:QMKJ$L884.8M@/W$7=\O0#/O7E]K^R3;.AXFU_5KS5HX;F35[!4=,-MFM(1YNG-!&#,T0^40-/;[RLJ97Y\=^-34_V1_"\N@:/#8ZK/HDVD2V]U;ZM9-M0POS]T0NB&+[>A-VS$YZH*-Q*0?#+Q/:#0O#VFZ)I.CM:1ZD@M+>.2SDC+-M/$K!AE2P*N,=5KF_!7Q>^$-A+HB>$H+2*?6KB[L+1-*TIDDD-LZFX#84$(K3-M(Y).&W!AFE^&WI,.G_#SPSXNTZR\1ZE<7'B9+D7%_(J[HVGR6>,#IC/&36#H-M/["O@31_&&E:Q>WNJ^)++2R9K33->N#=)%*

*<>7%&LP8X.0L,8"!:B@9I)#I2T-MU1@-=?>G4""BBB@-HHHH-.QVC/Y"OA7QGX.MO$G[?FB^)K'1+GQ5I=M+9&[O-M;2[^Q6>G7-B*PS2.^5O'!3-BB((V\@E37W4RYQ['-?#-MX^%/@?!I31/!-M-M>?$;6-7TW6;34%M(6B?1K"X;S[FW65B%;;/M.[C;NQYF"7-XSU"0^2!\TUK(\/VAKE@K(C;25B4@8!+-J<-MFO1=*FEN=*M)I5V3RPH[J1C#%02,:?6I_(CQMV+MSG;M&,^M2*N*.6\$"\V:-MP+_R3-/$>G:+I/8E;6TNF21UM)Y22$FVPR';R..M=S\4-#TGQWX6\0>$KW5;*RDN[#59_M,<-M-P8(=W$S0R@J4!0C<1C(17CWA;]B+X9H^G3:=:I^T]\/](\;ZIX7N-?C:^TJRDOM1G@'F0V2H-M\;&-RN29"9EPJANAS@BNNT/XJ^O\]C!'B+3-5FOVE6UCL[A93*8E110,9-MY59$)!I./6OGW6_V1?A\EWXB9?'U[HUA:2[!IT=W"EOHXN)XIC"W1BLC*NU9-M#T(QVKM?@[^REHWP=^*&I^*M,N3+;2.+9.)86;1X,-B11-<,>AEF\N(,P-XC-M&:./>UZ#Z9I.**-%7I3J:O2G4%%%%-!1110-5%(Y7./3(J6FE0U)^0'R1XU-M_;#^)7@OXK?$2>VTR+Q!X%\)@-=P&!8?LZ-:.H\6R4'S))#*_S+M*A.^:@@_;-M1\12^&=1U<^";&.'3](75+F>74RD9#W+01F-=I+*2NXC(;MC-?6BV$2&0K'' M^]^_\@&[C'S8'/'K5?\-X1[3A#Y'V&U%OM">5Y";_Y-QC&.G./6NIU:3C9T*

*M]0/DN_:^\3+#]"Z39:.]+WC:@^DS7GF(3Y4*2+'Y2KNVA26W.!N^Z2#4[_M-MO:Q#?S:8O@^WU"_M=&@OI),2\)M99W6(EDD(^:-F7:&-)##GBOK'^R+9,@3K-M;P"8-@2^4H,!QD9S@XYID>@V41C(M+8-$GEHP@4%4SG8..%]A0fM);T_P-1-M;GSAX(-;6\5:M\63HOB;2M&\..:;:#>W]X4NGGF-S:7,D4_D/@!T'EYP0#MY-MST%U-MAOR#'6H?R8_,^]M4DL-#G'.0.<^E6"H/:G45RV0&;J.AV&JA!>V5K>HN<"Z-MB$F/7&X'%>2?$O\-90\'?$;Q;IWB=;G5?"VO65N:5;WPW#L!\VZA^QE#+:3+8_%/X@V=X5/E3R:P95C;LQ7-W?3-6;?]-MGSXJ6L,<2_'-%HOQJ$!;1K=F(-JG.2;^B.*V>*JVLVGZI/|!W/F./P7^TGX-MU^[71_&?A[QOHLT')/?UQ7TJX!4Y&.Y;Q_P#$+2?AOHT&I:PUQ]GN+J*RA2UA-M,LLL\APD:J.2210L0Y-*5.+^7^305PK_(;U\2?#[OKI>D?%SP#)X+TG5=I=-MKK=K="ZMEE+-;96'"CGZCTKV6#XY_#VZN4MXO&^@2S.P14CU&)B6)P!PWK61-M)XQ\%?%W6M1\&7NB2:ZVG21R7L&H:.7M[:8H'179AA9-K<-\]17BGQ'T'}FK-MQ1X8\3Z5XMKI@SJ$<*"PVQODC*X'TK2U"HUS0<7-MUMJO+?4=CZ\/S8Q7Q5X-^*G@SQE^W9XMLY;2:ZEN;>WL].:ZL3MCO;,,7<$C-MY"!NVM[UU/A[]G+_(2.Y@U#P1\;O'^F1V%W)9QW-S>&ZMY_+^0B)7P'0'*A-MAE3@XKB-3\-2&/P7^TQH_A[PU\0!?Q9]1T1J5E/B;T2WMI4\QHS&PA7<3WW#-MFNG#TJ2I!%3U<7W7;R["=CN_B_|*

!/XB>(OC/K.L^&Y+>/3->TM-.?4[B2#_-M-(E\8@F22-59#'=W1E>)EQSNSQ4/@CX>?%+P9\%;OPC)X(\.:^9XG^RZ=]M-MQ;-#"R)"]B=4C5)\|\"20$_;*

$#,3S77>9^TWM_X]-AH/I)>_X5$7_.:?YQ;_#-M'V_>7O\-A7/>?(H'O#\NF:I8V<EV>K66X2""]@65-PZ,-P."/6BPD0^'?%6F^-_"MMKFD3_;=-O(F>&4J5)-)-M!R#@C!!%;B?ZL?2LS3=#L/#>A1Z;I=G#8Z?;QE(K:!-J(.3@#ZFM-/\-5CZ4-M#'4444-%%%%-!1110-4444-1&&-I!(8P9_:!\#+-"\?Z;:>[A(_#NI7]FUK=:39+*!I+-MC"T:(C?$6,BRMO/F*H-.Z@+&[X^^$^O^$O%WCFXC\&!/"GB"RALVTK[9;B:-M!HS,"ZL'(E0HRG=)B0L^T_*N:\!C_9I^(.F644^G6CR75M_:3BRNYX4@N[26-M=6@M'C63RXR26=XU;RPB-AF~=W\1/CQXX^&?Q'\1QWL&C?FC/=K%I5O=WCV-M\:006]7%PI<0FYFH6)E.S_&_QKXB^$_C;O)HWAK[+>V.MC1='L;5-MQ/?716[6"0LLP6-?(/RY)7.2QH&>\>$#J;>%]),MPP6VLFUB-]#:MF&*?8OFM)&?[@;('M6SGK[5\:^"_VE_B)K$&LZC>6B76G:?X;@F-Y\',26:.I-&ROP.)-M")FD,VU"'$&U6WYXQ70Z+\8/&.@V^O6UQXGT[7?$^BWYT2#PM"0]VP:WC^V*

*M238,@3=*TAVKMV_*.10*Q]545\F:K^V+XCTNWETV7PE96^OZ;-/8:M=7=U+%-MID%];(\||$;["SF2!8VAX&YI@#T->Q_!K7O%_B-_$&H^(;:>WTF[NXKG1(JJ*

M!8I8K62)7,;@$L65CM)/?IP/4****!!1110-5*>,==T30/V-2IM)KJ[U'-M5-(M;B6[TRPNI()VLF\G[(9,W"0;5S)-%@(Y.??[GD8@<<9.,^E?"_@/XSQ>-M(?*

VL9)VN/&WA^UR[BMKI1+W0Q>6*7%L7MEMX[AH=T*2QHLS2(P7Y\'GF@:/-MNI&#]&'0TZF]-!@=!2GI0(6BL!O&FDK:W.XG=TMY6AD$<;,P91EA@#)P.M;<-M4BS1]Z'M?7OI1GO.N/@Q\'_$7C2TLH-0N=,2);W3LD3&2=(L-MNR@G:/,SP,\5\QR?MQ?$"/RPO@73[H0V6HW0DC6>)-,2!IU6>Q+_-#"-1"K,-MC!G82<;:!HQ;#]ECXVVT^IR7]Y;ZO#JRV$=[;2:HK*TMN+8+MVNK3BJU6VTO4Y+F9+B.2Y?$## 0@Q?9%-M5#\A=>15Z+]K[XK>%K;4+S5](TR?4]1^PWD%@T%T;%-^FPW*V%IA!)]HG:4**

*MID)5723J.GIOP%^.WC3XK_M(:QIVJ6XT70+7P_='^P(XY1)974>HK"HNG8&-MN.I:-)@+T[]:-M6FR15Z4ZFKTIU(-HHHH-****-"BBB@-HHHH-****-"BBB@-HHHH-****-"BB-MB@K5_XR_#>Y^*(@Z70K>\L:,2N"I:CIRWL97##(5B"CKNW*ZD$,!7H%%--I-MIH=['SUI7[,>KZ!XALM7TGQD;&_TO3586-__&;&]U<%D1&DOW+8NMJQG8"!*

*MM+!>*O:W^S;/K5_XZGF\013IXQO+.XNTN--B?X/66N6:>)++S6K6^N1+96]WD)81*I"1(,GMU(QG'-M2O&;[XK^'A^WH=N7O#)#H+>'I)?L,OE"],S*PQ!=GRI+GD'KTYY]*]U7[HKMYO\-M9:=^V)X\M+6(1E]+CNW-U$OND"*